SAFETY INSURANCE GROUP INC
Form 10-Q
August 07, 2015
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended June 30, 2015

OR

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

For the transition period from ______to ______

Commission File Number: 000-50070

SAFETY INSURANCE GROUP, INC.

(Exact name of registrant as specified in its charter)

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

20 Custom House Street, Boston, Massachusetts 02110

(Address of principal executive offices including zip code)

(617) 951-0600

(Registrant's telephone number, including area code)

Not Applicable

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§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 No

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

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

As of August 3, 2015 there were 15,092,333 shares of common stock with a par value of $0.01 per share outstanding.

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Safety Insurance Group, Inc. and Subsidiaries

Consolidated Balance Sheets

(Dollars in thousands, except share data)

	June 30, 2015 (Unaudited)	December 31, 2014
Assets		
Investments:		
Securities available for sale:		
Fixed maturities, at fair value (amortized cost: $1,056,956 and $1,102,517)	$ 1,080,165	$ 1,135,451
Equity securities, at fair value (cost: $100,528 and $97,910)	110,926	109,153
Other invested assets	15,692	11,657
Total investments	1,206,783	1,256,261
Cash and cash equivalents	21,293	42,455
Accounts receivable, net of allowance for doubtful accounts	192,054	175,532
Receivable for securities sold	939	—
Accrued investment income	9,335	10,295
Taxes recoverable	29,129	—
Receivable from reinsurers related to paid loss and loss adjustment expenses	39,265	6,267
Receivable from reinsurers related to unpaid loss and loss adjustment expenses	87,396	61,245
Ceded unearned premiums	21,202	19,638
Deferred policy acquisition costs	71,273	67,329
Deferred income taxes	4,256	—
Equity and deposits in pools	27,302	23,159
Other assets	14,347	13,538
Total assets	$ 1,724,574	$ 1,675,719
Liabilities		
Loss and loss adjustment expense reserves	$ 560,435	$ 482,012
Unearned premium reserves	416,381	390,361
Accounts payable and accrued liabilities	44,783	65,863
Payable for securities purchased	5,135	4,591
Payable to reinsurers	17,227	7,653
Deferred income taxes	—	1,614
Taxes payable	—	265
Other liabilities	34,271	15,077
Total liabilities	1,078,232	967,436

Commitments and contingencies (Note 7)

Shareholders' equity		
Common stock: $0.01 par value; 30,000,000 shares authorized; 17,372,209 and 17,288,728 shares issued	174	173
Additional paid-in capital	177,565	175,583
Accumulated other comprehensive income, net of taxes	21,845	28,715
Retained earnings	530,593	587,647
Treasury stock, at cost: 2,279,570 shares	(83,835)	(83,835)
Total shareholders' equity	646,342	708,283
Total liabilities and shareholders' equity	$ 1,724,574	$ 1,675,719

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

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Safety Insurance Group, Inc. and Subsidiaries

Consolidated Statements of Operations

(Unaudited)

(Dollars in thousands, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Net earned premiums	$ 182,447	$ 178,150	$ 365,011	$ 354,120
Net investment income	10,317	9,909	20,874	20,482
Earnings from partnership investments	577	—	577	—
Net realized (losses) gains on investments	(173)	379	238	399
Finance and other service income	4,434	4,508	8,941	9,032
Total revenue	197,602	192,946	395,641	384,033
Losses and loss adjustment expenses	147,026	108,550	355,350	229,438
Underwriting, operating and related expenses	52,198	54,418	104,295	107,825
Interest expense	23	23	45	45
Total expenses	199,247	162,991	459,690	337,308
(Loss) income before income taxes	(1,645)	29,955	(64,049)	46,725
Income tax (credit) expense	(592)	8,532	(27,925)	13,177
Net (loss) income	$ (1,053)	$ 21,423	$ (36,124)	$ 33,548
(Loss) earnings per weighted average common share:				
Basic	$ (0.07)	$ 1.40	$ (2.43)	$ 2.19
Diluted	$ (0.07)	$ 1.40	$ (2.43)	$ 2.18
Cash dividends paid per common share	$ 0.70	$ 0.60	$ 1.40	$ 1.20
Number of shares used in computing (loss) earnings per share:				
Basic	14,879,047	15,132,210	14,851,742	15,155,587
Diluted	14,879,047	15,213,702	14,851,742	15,226,977

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 (Loss) Income

(Unaudited)

(Dollars in thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Net (loss) income	$ (1,053)	$ 21,423	$ (36,124)	$ 33,548
Other comprehensive income, net of tax:				
Unrealized holding (losses) gains during the period, net of income tax expense of ($5,508), $3,881, ($3,616) and $7,735.	(10,230)	7,207	(6,715)	14,365
Reclassification adjustment for losses or gains included in net income, net of income tax benefit (expense) of $60, ($132), ($83) and ($140).	112	(246)	(155)	(259)
Unrealized (losses) gains on securities available for sale	(10,118)	6,961	(6,870)	14,106
Comprehensive (loss) income	$ (11,171)	$ 28,384	$ (42,994)	$ 47,654

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

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Safety Insurance Group, Inc. and Subsidiaries

Consolidated Statements of Changes in Shareholders' Equity

(Unaudited)

(Dollars in thousands)

	Common Stock	Additional Paid-in Capital	Accumulated Other Comprehensive Income, Net of Taxes	Retained Earnings	Treasury Stock	Total Shareholders' Equity
Balance at December 31, 2013	$ 172	$ 170,391	$ 17,200	$ 567,792	$ (60,368)	$ 695,187
Net income, January 1 to June 30, 2014				33,548		33,548
Other comprehensive income, net of deferred federal income taxes			14,106			14,106
Restricted share awards issued	1	217				218
Recognition of employee share-based compensation, net of deferred federal income taxes		2,418				2,418
Exercise of options, net of federal income taxes		151				151
Dividends paid and accrued				(18,460)		(18,460)
Acquisition of treasury stock					(23,467)	(23,467)
Balance at June 30, 2014	$ 173	$ 173,177	$ 31,306	$ 582,880	$ (83,835)	$ 703,701

	Common Stock	Additional Paid-in Capital	Accumulated Other Comprehensive Income, Net of Taxes	Retained Earnings	Treasury Stock	Total Shareholders' Equity
Balance at December 31, 2014	$ 173	$ 175,583	$ 28,715	$ 587,647	$ (83,835)	$ 708,283
Net loss, January 1 to June 30, 2015				(36,124)		(36,124)
Other comprehensive income, net of deferred federal income taxes			(6,870)			(6,870)
Restricted share awards issued	1	246				247
Recognition of employee share-based compensation, net of deferred federal income taxes		1,584				1,584
Exercise of options, net of federal income taxes		152				152
Dividends paid and accrued				(20,930)		(20,930)
Balance at June 30, 2015	$ 174	$ 177,565	$ 21,845	$ 530,593	$ (83,835)	$ 646,342

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

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Safety Insurance Group, Inc. and Subsidiaries

Consolidated Statements of Cash Flows

(Unaudited)

(Dollars in thousands)

	Six Months Ended June 30, 2015	2014
Cash flows from operating activities:		
Net (loss) income	$ (36,124)	$ 33,548
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization, net	5,635	6,602
(Credit) provision for deferred income taxes	(2,171)	140
Net realized gains on investments	(238)	(399)
Earnings from partnership investments	(577)	—
Changes in assets and liabilities:		
Accounts receivable	(16,522)	(21,845)
Accrued investment income	960	516
Receivable from reinsurers	(59,149)	(5,832)
Ceded unearned premiums	(1,564)	(749)
Deferred policy acquisition costs	(3,944)	(5,722)
Taxes recoverable	(29,129)	—
Other assets	(4,542)	(3,529)
Loss and loss adjustment expense reserves	78,423	2,775
Unearned premium reserves	26,020	33,055
Accounts payable and accrued liabilities	(21,285)	(13,823)
Payable to reinsurers	9,574	5,864
Other liabilities	19,194	(5,978)
Net cash (used for) provided by operating activities	(35,439)	24,623
Cash flows from investing activities:		
Fixed maturities purchased	(95,378)	(113,200)
Equity securities purchased	(20,102)	(7,372)
Other invested assets purchased	(3,404)	(1,770)
Proceeds from sales and paydowns of fixed maturities	70,432	92,726
Proceeds from maturities, redemptions, and calls of fixed maturities	67,028	23,248
Proceed from sales of equity securities	18,674	6,310
Fixed assets purchased	(2,139)	(1,006)
Net cash provided by (used for) investing activities	35,111	(1,064)
Cash flows from financing activities:		
Proceeds from stock options exercised	150	147
Excess tax benefit from stock options exercised	2	4

Dividends paid to shareholders	(20,986)	(18,380)
Acquisition of treasury stock	—	(23,467)
Net cash used for financing activities	(20,834)	(41,696)
Net decrease in cash and cash equivalents	(21,162)	(18,137)
Cash and cash equivalents at beginning of year	42,455	55,877
Cash and cash equivalents at end of period	$ 21,293	$ 37,740

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

Safety Insurance Group, Inc. and Subsidiaries

Notes to Unaudited Consolidated Financial Statements

(Dollars in thousands except per share and share data)

1. Basis of Presentation

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

The consolidated financial statements include Safety Insurance Group, Inc. and its subsidiaries (the “Company”). The subsidiaries consist of Safety Insurance Company, Safety Indemnity Insurance Company, Safety Property and Casualty Insurance Company, Whiteshirts Asset Management Corporation (“WAMC”), and Whiteshirts Management Corporation, which is WAMC’s holding company. All intercompany transactions have been eliminated.

The financial information as of June 30, 2015 and for the three and six months ended June 30, 2015 and 2014 is unaudited; however, in the opinion of the Company, the information includes all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of the financial condition, results of operations, and cash flows for the periods. The financial information as of December 31, 2014 is derived from the audited financial statements included in the Company's 2014 annual report on Form 10-K filed with the SEC on March 2, 2015.

These unaudited interim consolidated financial statements may not be indicative of financial results for the full year and should be read in conjunction with the audited financial statements included in the Company’s annual report on Form 10-K filed with the U.S. Securities and Exchange Commission (“SEC”) on March 2, 2015.

The Company is a leading provider of property and casualty insurance focused primarily on the Massachusetts market. The Company’s principal product line is automobile insurance. 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.

2. Recent Accounting Pronouncements

In May 2015, the FASB issued ASU 2015-09, Disclosures about Short-Duration Contracts (“ASU 2015-09”). ASU 2015-09 requires companies that issue short duration contracts to disclose additional information, including: (i) incurred and paid claims development tables; (ii) frequency and severity of claims; and (iii) information about material changes in judgments made in calculating the liability for unpaid claim adjustment expenses, including reasons for the change and the effects on the financial statements. ASU 2015-09 is effective for annual periods beginning after December 15, 2015, and interim periods within annual periods beginning after December 15, 2016. The amendments in ASU 2015-09 should be applied retrospectively by providing comparative disclosures for each period presented, except for those requirements that apply only to the current period. As the requirements of this literature are disclosure only, the application of this guidance will not impact our financial condition, results of operations or cash flows.

In May 2015, the FASB issued ASU 2015-07, Fair Value Measurement Disclosures for Investments in Certain Entities that Calculate Net Asset Value per Share (or Its Equivalent) (“ASU 2015-07”). ASU 2015-07 removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. The reporting entity should continue to disclose information on investments for which fair value is measured at net asset value (or its equivalent) as a practical expedient to help users understand the nature and risks of the investments and whether the investments, if sold, are probable of being sold at amounts different

Safety Insurance Group, Inc. and Subsidiaries

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from net asset value. ASU 2015-07 is effective for fiscal years beginning after December 31, 2015. Early adoption is allowed and the reporting entity should apply ASU 2015-07 retrospectively to all periods presented. The Company does not expect the adoption of ASU 2015-07 to have a material impact on its financial position, results of operations or cash flows.

In April 2015, the FASB issued ASU No. 2015-03, Imputation of Interest ("ASU 2015-03"). ASU 2015-03 simplifies the presentation of debt issuance costs as the amendments in this update require that debt issuance costs be presented in the balance sheet as a direct deduction from the carrying amount of debt liability, consistent with debt discounts or premiums. The recognition and measurement guidance for debt issuance costs are not affected by the amendments in this update. ASU 2015-03 is effective for annual and interim reporting periods beginning after December 15, 2015. Early adoption is permitted for financial statements that have not been previously issued. The standard requires a retrospective approach where the balance sheet of each individual period presented should be adjusted to reflect the period-specific effects of applying the new guidance. The standard also requires compliance with applicable disclosures for a change in an accounting principle. The Company does not expect the adoption of ASU 2014-15 to have a material impact on its financial position, results of operations or cash flows.

In August 2014, the FASB issued ASU No. 2014-15, "Presentation of Financial Statements – Going Concern (Subtopic 205-40): Disclosures of Uncertainties about an Entity's Ability as a Going Concern" ("ASU 2014-15"). ASU 2014-15 provides guidance on determining when and how to disclose going concern uncertainties in the financial statements, and requires management to perform interim and annual assessments of an entity's ability to continue as a going concern within one year of the date the financial statements are issued. ASU 2014-15 is effective for annual periods ending after December 15, 2016 and interim periods thereafter. Early adoption is permitted. The Company does not expect the adoption of ASU 2014-15 to have a material impact on its financial position, results of operations, or cash flows.

In June 2014, the FASB issued ASU No. 2014-12, "Compensation—Stock Compensation (Topic 718): Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved After the Requisite Service Period" ("ASU 2014-12"), which revises the accounting treatment for stock compensation tied to performance targets. ASU 2014-12 is effective for calendar years beginning after December 15, 2015. The Company does not expect the adoption of ASU 2014-12 to have a material impact on its financial position, results of operations, or cash flows.

In May 2014, the FASB issued as final, ASU 2014-09, "Revenue from Contracts with Customers (Topic 606)" which supersedes virtually all existing revenue recognition guidance under GAAP. The update's core principle is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The update is effective for interim and annual reporting periods in fiscal years beginning after December 15, 2016 and prohibits early adoption. ASU 2014-09 allows for the use of either the retrospective or modified retrospective approach of adoption. The Company does not expect the adoption of ASU 2014-09 to have a material impact on its financial position, results of operations, or cash flows.

3. (Loss) Earnings per Weighted Average Common Share

Basic (loss) earnings per weighted average common share ("EPS") are calculated by dividing net (loss) income by the weighted average number of basic common shares outstanding during the period. Diluted (loss) earnings per share amounts are based on the weighted average number of common shares including non-vested performance stock grants and the net effect of potentially dilutive common stock options.

Safety Insurance Group, Inc. and Subsidiaries

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(Dollars in thousands except per share and share data)

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

	Three Months Ended June 30,				Six Months Ended June 30,			
	2015		2014		2015		2014	
Earnings attributable to common shareholders - basic and diluted):								
Net (loss) income from continuing operations	$ (1,053)		$ 21,423		$ (36,124)		$ 33,548	
Allocation of income for participating shares	—		(195)	(1)	—		(332)	(1)
Net (loss) income from continuing operations attributed to common shareholders	$ (1,053)		$ 21,228	(1)	$ (36,124)		$ 33,216	(1)
Earnings per share denominator - basis and diluted								
Total weighted average common shares outstanding, including participating shares	14,991,232		15,271,200		14,977,378		15,307,808	
Less: weighted average participating shares	(112,185)		(138,990)		(125,636)		(152,221)	
Basic earnings per share denominator	14,879,047		15,132,210	(1)	14,851,742		15,155,587	(1)
Common equivalent shares- stock options	—	(2)	2,121		—	(3)	2,526	
Common equivalent shares- non-vested performance stock grants	—	(4)	79,371		—	(5)	68,864	
Diluted earnings per share denominator	14,879,047		15,213,702	(1)	14,851,742		15,226,977	(1)
Basic (loss) earnings per share	$ (0.07)		$ 1.40		$ (2.43)		$ 2.19	
Diluted (loss) earnings per share	$ (0.07)		$ 1.40		$ (2.43)		$ 2.18	
Undistributed (loss) earnings attributable to common shareholders - basic and diluted:								
Net (loss) income from continuing operations attributable to common shareholders -Basic	$ (0.07)		$ 1.40		$ (2.43)		$ 2.19	
Dividends declared	(0.70)		(0.60)		(1.40)		(1.20)	
Undistributed (loss) earnings	$ (0.77)		$ 0.80		$ (3.83)		$ 0.99	
Net (loss) income from continuing operations attributable to common shareholders -Diluted	$ (0.07)		$ 1.40		$ (2.43)		$ 2.18	
Dividends declared	(0.70)		(0.60)		(1.40)		(1.20)	

Undistributed (loss) earnings	$ (0.77)	$ 0.80	$ (3.83)	$ 0.98

(1) The 2014 basic and diluted earnings per share denominators were revised to correct the allocation of net income to participating securities under the two-class method. The revision did not yield in a change to basic or diluted earnings per share. The Company evaluated the materiality of these revisions in accordance with SEC Staff Accounting Bulletin No. 99, Materiality, and SEC Staff Accounting Bulletin No. 108, Considering the Effects of Prior Year Misstatements When Quantifying Misstatements in Current Year Financial Statements, and concluded that these revisions, individually and in the aggregate, were immaterial to all prior periods. The 2014 basic earnings per share denominator for the six months ended June 30, 2014, as originally reported was 15,307,808 and the 2014 diluted earnings per share denominator as originally reported was 15,379,199. The 2014 basic earnings per share denominator for the three months ended June 30, 2014, as originally reported was 15,271,200 and the 2014 diluted earnings per share denominator as originally reported was 15,352,692.

(2) Excludes 1,713 of common equivalent shares related to stock options because their inclusion would be anti dilutive due to the net loss of the Company.

(3) Excludes 1,971 of common equivalent shares related to stock options because their inclusion would be anti dilutive due to the net loss of the Company.

(4) Excludes 45,976 of common equivalent shares related to non-vested performance stock grants because their inclusion would be anti dilutive due to the net loss of the Company.

(5) Excludes 71,327 of common equivalent shares related to non-vested performance stock grants because their inclusion would be anti dilutive due to the net loss of the Company

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 no anti-dilutive stock options or non-vested performance stock grants for the three and six months ended June 30, 2014.

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4. Share-Based Compensation

Management Omnibus Incentive Plan

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

The maximum number of shares of common stock with respect to which awards may be granted is 2,500,000. The Incentive Plan was amended in March of 2013 to remove "share recycling" plan provisions. Hence, shares of stock covered by an award under the Incentive Plan that are forfeited are no longer available for issuance in connection with 2013 and future grants of awards. At June 30, 2015, there were 373,091 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.

Accounting and Reporting for Stock-Based Awards

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

The following table summarizes stock option activity under the Incentive Plan for the six months ended June 30, 2015.

Weighted

	Shares Under Option	Weighted Average Exercise Price	Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding at beginning of year	12,700	$ 42.85		
Exercised	(3,500)	$ 42.85		
Outstanding at end of period	9,200	$ 42.85	0.7 years	$ 137
Exercisable at end of period	9,200	$ 42.85	0.7 years	$ 137

The aggregate intrinsic value in the preceding table represents the total pre-tax intrinsic value, which is the difference between the fair value based upon the Company's closing stock price on June 30, 2015 and the exercise price which would have been received by the option holders had all option holders exercised their options as of that date. The exercise price on stock options outstanding under the Incentive Plan at June 30, 2015 and June 30, 2014 was $42.85. The total intrinsic value of options exercised during the six months ended June 30, 2015 and 2014 was $74 and $58, respectively.

As of March 31, 2011, all compensation expense related to non-vested option awards had been recognized. Cash received from options exercised was $150 and $147 for the six months ended June 30, 2015 and 2014, respectively.

Restricted Stock

Service-based restricted stock awarded 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 compensation expense over the requisite service period. Service-based restricted stock awards generally vest over a three-year period and vest 30% on the first and second anniversaries of the grant date and 40% on the third anniversary of the grant date, except for non-executive employees' restricted stock awards which vest ratably over a five-year service period and independent directors' stock

Safety Insurance Group, Inc. and Subsidiaries

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(Dollars in thousands except per share and share data)

awards which vest immediately. Our independent directors are subject to stock ownership guidelines, which require them to have a value four times their annual cash retainer.

In addition to service-based awards, the Company grants performance-based restricted shares to certain employees. These performance shares cliff vest after a three-year performance period provided certain performance measures are attained. A portion of these awards, which contain a market condition, vest according to the level of total shareholder return achieved by the Company compared to its property-casualty insurance peers over a three-year period. The remainders, which contain a performance condition, vest according to the level of Company's combined ratio results compared to a target based on its property-casualty insurance peers.

Actual payouts can range from 0% to 200% of target shares awarded depending upon the level of achievement of the respective market and performance conditions during a three calendar-year performance period. Compensation expense for share awards with a performance condition is based on the probable number of awards expected to vest using the performance level most likely to be achieved at the end of the performance period.

Performance-based awards with market conditions are accounted for and measured differently from awards that have a performance or service condition. The effect of a market condition is reflected in the award's fair value on the grant date. That fair value is recognized as compensation cost over the requisite service period regardless of whether the market-based performance objective has been satisfied.

All of the Company's restricted stock awards are issued as incentive compensation and are equity classified.

The following table summarizes restricted stock activity under the Incentive Plan during the six months ended June 30, 2015, assuming a target payout for the 2015 performance-based shares.

	Shares Under Restriction	Weighted Average Fair Value	Performance-based Shares Under Restriction	Weighted Average Fair Value
Outstanding at beginning of year	176,116	$ 46.38	64,724	$ 50.40
Granted	45,397	$ 61.68	35,932	$ 63.73
Vested and unrestricted	(64,130)	$ 45.17	-	$ -
Forfeited	(1,348)	$ 49.34	-	$ -
Outstanding at end of period	156,035	$ 51.29	100,656	$ 55.16

As of June 30, 2015, there was $7,746 of unrecognized compensation expense related to non-vested restricted stock awards that is expected to be recognized over a weighted average period of 1.9 years. The total fair value of the shares that were vested and unrestricted during the six months ended June 30, 2015 and 2014 was $2,897 and $3,554, respectively. For the six months ended June 30, 2015 and 2014, the Company recorded compensation expense related to restricted stock of $990 and $1,514, net of income tax benefits of $533 and $815, respectively.

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(Dollars in thousands except per share and share data)

5. Investments

The gross unrealized gains and losses on investments in fixed maturity securities, including redeemable preferred stocks that have characteristics of fixed maturities, and equity securities, including interests in mutual funds, and other invested assets were as follows for the periods indicated.

	As of June 30, 2015				
			Gross Unrealized Losses (3)		
	Cost or Amortized Cost	Gross Unrealized Gains	Non-OTTI Unrealized Losses	OTTI Unrealized Losses (4)	Estimated Fair Value
U.S. Treasury securities	$ 1,807	$ 8	$ —	$ —	$ 1,815
Obligations of states and political subdivisions	390,691	16,744	(1,412)	—	406,023
Residential mortgage-backed securities (1)	206,592	6,528	(1,328)	—	211,792
Commercial mortgage-backed securities	34,659	118	(101)	—	34,676
Other asset-backed securities	12,845	95	(13)	—	12,927
Corporate and other securities	410,362	6,316	(3,746)	—	412,932
Subtotal, fixed maturity securities	1,056,956	29,809	(6,600)	—	1,080,165
Equity securities (2)	100,528	12,800	(2,402)	—	110,926
Other invested assets (5)	15,692	—	—	—	15,692
Totals	$ 1,173,176	$ 42,609	$ (9,002)	$ —	$ 1,206,783

	As of December 31, 2014				
			Gross Unrealized Losses (3)		
	Cost or	Gross	Non-OTTI	OTTI	Estimated

	Amortized Cost	Unrealized Gains	Unrealized Losses	Unrealized Losses (4)	Fair Value
U.S. Treasury securities	$ 1,507	$ —	$ (1)	$ —	$ 1,506
Obligations of states and political subdivisions	437,299	23,562	(536)	—	460,325
Residential mortgage-backed securities (1)	201,950	7,015	(1,282)	—	207,683
Commercial mortgage-backed securities	34,216	256	(34)	—	34,438
Other asset-backed securities	10,204	48	(2)	—	10,250
Corporate and other securities	417,341	7,536	(3,628)	—	421,249
Subtotal, fixed maturity securities	1,102,517	38,417	(5,483)	—	1,135,451
Equity securities (2)	97,910	13,332	(2,089)	—	109,153
Other invested assets (5)	11,657	—	—		11,657
Totals	$ 1,212,084	$ 51,749	$ (7,572)	$ —	$ 1,256,261

(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).

(2) Equity securities included interests in mutual funds held to fund the Company's executive deferred compensation plan.

(3) Our investment portfolio included 345 and 366 securities in an unrealized loss position at June 30, 2015 and December 31, 2014, respectively.

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

(5) Other invested assets are accounted for under the equity method which approximated fair value.

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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 June 30, 2015	
	Amortized Cost	Estimated Fair Value
Due in one year or less	$ 54,868	$ 55,549
Due after one year through five years	263,788	266,733
Due after five years through ten years	204,447	206,028
Due after ten years	279,757	292,461
Asset-backed securities	254,096	259,394
Totals	$ 1,056,956	$ 1,080,165

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Gross realized gains				
Fixed maturity securities	$ 82	$ 310	$ 265	$ 484
Equity securities	506	406	1,443	817
Gross realized losses				
Fixed maturity securities	(727)	(333)	(1,218)	(863)
Equity securities	(34)	(4)	(252)	(39)
Net realized (losses) gains on investments	$ (173)	$ 379	$ 238	$ 399

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 June 30, 2015 and December 31, 2014 present the gross unrealized losses included in the Company's investment portfolio and the fair value of those securities aggregated by investment category. The tables also present the length of time that they have been in a continuous unrealized loss position.

	As of June 30, 2015					
	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	$ —	$ —	$ —	$ —	$ —	$ —
Obligations of states and political subdivisions	61,000	1,365	1,801	47	62,801	1,412
Residential mortgage-backed securities	44,035	476	36,793	852	80,828	1,328
Commercial mortgage-backed securities	10,555	101	—	—	10,555	101
Other asset-backed securities	3,179	13	—	—	3,179	13
Corporate and other securities	134,277	2,973	22,464	773	156,741	3,746
Subtotal, fixed maturity securities	253,046	4,928	61,058	1,672	314,104	6,600
Equity securities	25,086	2,164	1,567	238	26,653	2,402
Total temporarily impaired securities	$ 278,132	$ 7,092	$ 62,625	$ 1,910	$ 340,757	$ 9,002

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	As of December 31, 2014					
	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	$ —	$ —	$ 1,506	$ 1	$ 1,506	$ 1
Obligations of states and political subdivisions	65,174	489	3,553	47	68,727	536
Residential mortgage-backed securities	18,853	44	47,769	1,238	66,622	1,282
Commercial mortgage-backed securities	10,485	34	—	—	10,485	34
Other asset-backed securities	1,999	2	—	—	1,999	2
Corporate and other securities	119,722	3,079	37,469	549	157,191	3,628
Subtotal, fixed maturity securities	216,233	3,648	90,297	1,835	306,530	5,483
Equity securities	16,119	1,986	1,277	103	17,396	2,089
Total temporarily impaired securities	$ 232,352	$ 5,634	$ 91,574	$ 1,938	$ 323,926	$ 7,572

Other-Than-Temporary Impairments

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

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

The unrealized losses in the Company's fixed income and equity portfolio as of June 30, 2015 were reviewed for potential other-than-temporary asset impairments. The Company held no securities at June 30, 2015 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 June 30, 2015 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 six months ended June 30, 2015 and 2014, 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 June 30, 2015 and December 31, 2014, 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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Based upon the qualitative analysis performed, the Company's decision to hold these securities, the Company's current level of liquidity and our history of positive operating cash flows, management believes it is more likely than not that it will not be required to sell any of its securities before the anticipated recovery in the fair value to its amortized cost basis.

Net Investment Income

The components of net investment income were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
Interest on fixed maturity securities	$ 9,971	$ 9,616	$ 20,157	$ 20,020
Dividends on equity securities	729	743	1,422	1,400
Equity in earnings of other invested assets	258	182	591	303
Interest on other assets	22	20	40	40
Interest on cash and cash equivalents	1	—	2	1
Total investment income	10,981	10,561	22,212	21,764
Investment expenses	664	652	1,338	1,282
Net investment income	$ 10,317	$ 9,909	$ 20,874	$ 20,482

Fair Value Measurements

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

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

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

Level 3 — Valuations based on unobservable inputs.

Fair values for the Company's fixed maturity securities are based on prices provided by its custodian bank and its investment managers. Both the Company's custodian bank and investment managers use a variety of independent, nationally recognized pricing services to determine market valuations. If the pricing service cannot provide fair value determinations, the Company obtains non-binding price quotes from broker-dealers. A minimum of two quoted prices is obtained for the majority of the Company's available-for-sale fixed maturity securities in its investment portfolio. The Company's custodian bank is its primary provider of quoted prices from third-party pricing services and broker-dealers. To provide reasonable assurance of the validity of each price or quote, a secondary third-party pricing service or broker-dealer quote is obtained from the Company's investment managers. 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 managers 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

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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. The Company's Level 3 securities consist of two investments; (1) 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; however, the Company is required to submit a request 45 days before a quarter end to dispose of the security; and (2) an investment in the Federal Home Loan Bank of Boston related to Safety Insurance Company's membership stock, which is not redeemable in a short-term time frame. 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, 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:

- Obligations of states and political subdivisions: overall credit quality, including assessments of market sectors and the level and variability of sources of payment such as general obligation, revenue or lease; credit support such as insurance, state or local economic and political base, prefunded and escrowed to maturity covenants.
- Corporate fixed maturities: overall credit quality, the establishment of a risk adjusted credit spread over the applicable risk-free yield curve for discounted cash flow valuations; assessments of the level of industry economic sensitivity, company financial policies, indenture restrictive covenants, and/or security and collateral.
- Residential mortgage-backed securities, U.S. agency pass-throughs, collateralized mortgage obligations ("CMOs"), non U.S. agency CMOs: estimates of prepayment speeds based upon historical prepayment rate trends, underlying

collateral interest rates, original weighted average maturity, vintage year, borrower credit quality characteristics, interest rate and yield curve forecasts, U.S. government support programs, tax policies, and delinquency/default trends.

- Commercial mortgage-backed securities: overall credit quality, including assessments of the level and variability of credit support and collateral type such as office, retail, or lodging, predictability of cash flows for the deal structure, prevailing economic market conditions.
- Other asset-backed securities: overall credit quality, estimates of prepayment speeds based upon historical trends and characteristics of underlying loans, including assessments of the level and variability of collateral, revenue generating agreements, area licenses agreements, product sourcing agreements and equipment and property leases.
- Real estate investment trust ("REIT"): net asset value per share derived from member ownership in capital venture to which a proportionate share of independently appraised net assets is attributed.
- Federal Home Loan Bank of Boston ("FHLB-Boston"): value is equal to the cost of the member stock purchased.

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

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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).

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. With the exception of the REIT and FHLB-Boston securities, which are categorized as Level 3 securities, the Company’s entire available-for-sale portfolio was priced based upon quoted market prices or other observable inputs as of June 30, 2015. There were no significant changes to the valuation process during the six months ended June 30, 2015. As of June 30, 2015 and December 31, 2014, no quotes or prices obtained were adjusted by management. All broker quotes obtained were non-binding.

At June 30, 2015 and December 31, 2014, investments in fixed maturities and equity securities classified as available-for-sale had a fair value which equaled carrying value of $1,191,091 and $1,244,604, respectively. We have no short-term investments. The carrying values of cash and cash equivalents and investment income accrued approximated fair value.

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

As of June 30, 2015
Total&nb