

AMERICAN SAFETY INSURANCE HOLDINGS LTD  
Form 10-K  
March 29, 2005

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTIONS 13 OR 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2004

Commission file number 1-14795

AMERICAN SAFETY INSURANCE HOLDINGS, LTD.  
(Exact name of Registrant as specified in its charter)

Bermuda  
(State of incorporation  
or organization)

Not applicable  
(I.R.S. Employer  
Identification No.)

44 Church Street  
P.O. Box HM 2064  
Hamilton, Bermuda  
(Address of principal executive offices)

HM HX  
(Zip Code)

Registrant's telephone number: (441) 296-8560

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

Title of each class  
Common Stock, \$0.01 par value

Name of each exchange on which registered  
New York Stock Exchange, Inc.

Securities to be registered pursuant to Section 12(g) of the Act: None Indicate by check mark whether 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 and (2) has been subject to such filing requirements for the past 90 days. Yes X No \_\_\_

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K 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. \_\_\_

Indicate by check mark whether the Registrant is an accelerated filer. Yes \_\_\_ No X

The aggregate market value of Registrant's voting common stock held by non-affiliates on December 31, 2004 was \$60,371,986. For the purposes of this calculation, shares of common stock of the Registrant held by directors, executive officers and persons who hold more than 5% of the outstanding shares have been excluded.

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The number of shares of Registrant's common stock outstanding on March 18, 2004 was 6,797,254.

Documents Incorporated by Reference: Part III of this Form 10-K incorporates by reference certain information from Registrant's Proxy Statement for the 2005 Annual General Meeting of the Shareholders (the "2005 Proxy Statement").

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## AMERICAN SAFETY INSURANCE HOLDINGS, LTD. Table of Contents

	PART I
Item 1.	Business.....
Item 2.	Properties.....
Item 3.	Legal Proceedings.....
Item 4.	Submission of Matters to a Vote of Security Holders.....
	PART II
Item 5.	Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchase of Equity Securities.....
Item 6.	Selected Financial Data.....
Item 7.	Management's Discussion and Analysis of Financial Condition and Results of Operations .....
Item 7A.	Quantitative and Qualitative Disclosures About Market Risk.....
Item 8.	Financial Statements and Supplementary Data.....
Item 9.	Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.....
Item 9A.	Control and Procedures.....
Item 9B.	Other Information .....
	PART III
Item 10.	Directors and Executive Officers of Registrant.....
Item 11.	Executive Compensation.....
Item 12.	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.....
Item 13.	Certain Relationships and Related Transactions.....
Item 14.	Principal Accountant Fees and Services.....
	PART IV
Item 15.	Exhibits and Financial Statements Schedules.....

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## PART I

### Item 1. Business

In this Report, the terms "we," "our," "us," "Company" and "American Safety Insurance" refer to American Safety Insurance Holdings Ltd. and, unless the context requires otherwise, includes our subsidiaries.

We maintain a web site at [www.americansafetyinsurance.com](http://www.americansafetyinsurance.com) that contains additional information regarding the Company. We have filed as exhibits to this Report copies of the charters of our Board committees and our code of business conduct and ethics. Under the caption "SEC Filings" on our website, we provide access, free of charge, to our SEC filings, including Forms 3, 4 and 5 filed by our officers and directors as soon as reasonably practical after electronically filing such material with the SEC.

### **Who We Are**

We are a specialty insurance holding company which, through our subsidiaries, develops, underwrites, manages and markets property and casualty insurance and reinsurance to targeted niche markets for environmental remediation, contracting and other specialty risks. We have demonstrated expertise in developing specialty insurance coverages and custom designed risk management programs not generally available in the standard insurance market.

We were formed in 1986 as a group captive insurance company in Bermuda to provide stable, long term insurance protection for the asbestos abatement and environmental remediation industries in the United States, which had suffered from disruptive market cycles in the standard insurance market. In March 2000, we acquired American Safety Indemnity Company ( American Safety Indemnity ) to target additional underserved specialty or alternative niche insurance risks. We now provide a broad range of specialty insurance coverages and services in all 50 states through approximately 230 independent insurance brokers and agencies.

### **Our Market**

We provide insurance primarily to three markets in which standard insurers do not actively participate:

Our environmental insurance coverages provide insurance programs primarily for the environmental risks of environmental contractors, consultants, storage tank owners, commercial real estate owners, manufacturing facilities, hazardous waste facilities and dry cleaner operators.

Our excess and surplus coverages consist primarily of general liability for construction risks and a mix of habitation and products liability risks.

Our specialty programs include customized insurance for varying specialty niche and homogeneous groups of risks, including commercial business packages for small businesses, pest control operators, lawyers professional liability, Hawaii taxicab operators and bail bonds.

We insure and place risks primarily through our two U.S. insurance subsidiaries, American Safety Casualty Insurance Company ( American Safety Casualty ) and American Safety Indemnity, and our U.S. non-subsidiary risk retention group affiliate, American Safety Risk Retention Group, Inc. ( American Safety RRG ). We reinsure a portion of these risks through our Bermuda reinsurance subsidiaries, American Safety Reinsurance, Ltd. ( American Safety Reinsurance ), American Safety Assurance Ltd., ( ASA ), and other third party reinsurers. Our Bermuda reinsurance subsidiaries facilitate the allocation of risk among our insurance subsidiaries and generally provides us with greater flexibility in managing our business. Substantially all of the reinsurance business that we currently assume is for insurance programs that we have developed and underwritten.

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We also provide specialized insurance program development, underwriting, reinsurance, program management, brokerage, loss control, claims administration and marketing services through American Safety Insurance Services, Inc. ( ASI Services ), our principal U.S. program development, underwriting, brokerage and administrative services subsidiary. We select our roles as program developer, primary underwriter, reinsurer or program manager. After determining our roles, we utilize our insurance and reinsurance subsidiaries, our insurance brokerage and management services subsidiaries, and our non-subsidiary risk retention group affiliate to generate risk premium revenues, program management fees, insurance and reinsurance commissions and investment income.

### **Our Strengths**

We have succeeded in our business through identifying insurable risks not served adequately in the standard insurance market. For these markets, we are able to offer a broad array of innovative insurance products and services. Our strategy has been to enter underserved markets where our abilities provide us with competitive advantages, and we have the ability to quickly reduce our coverages or exit these markets when results do not meet our expectations as a result of pricing, claims experience or other factors. Management has demonstrated its ability to execute on opportunities and at the same time exercise underwriting judgment and discipline. This strategy is most clearly demonstrated through our willingness to exit or reduce certain business lines such as surety or workers compensation when they generate unacceptable claims experience or do not meet our profitability goals. A

significant portion of our new business comes through independent brokers and agencies who are aware of our interest and ability to offer insurance to underserved markets and who have identified a market that they believe provides both them and us with a potentially profitable opportunity. We plan to continue to expand our insurance lines and services. We believe that we are well positioned for continued success as we continue to implement our business and growth strategies. A component of these strategies includes pursuing acquisitions that can expand our written premiums or our ability to issue new insurance products and services.

### ***Our Strategy***

We have succeeded through identifying insurable risks not identified in the standard insurance market. Typically, we target niche insurance markets that are underserved because:

For these markets, we are able to offer a broad array of innovative insurance products and services. A significant portion of our new business comes through insurance agencies and brokers who are aware of our interest and ability to offer insurance to underserved markets and who have identified a market that they believe provides both them and us a potentially profitable opportunity.

Depending upon the needs of the particular market, we have the ability to combine (i) disciplined underwriting, (ii) value-added services, including customized coverages, professional risk management, dedicated loss control and claims management, and (iii) a commitment to superior service in order to fashion the product offering that maximizes our profit opportunity and, at the same time, fulfills the needs of the insurance brokers, agents and insureds.

We continue to offer insurance programs to the environmental remediation industry and the contracting industry that provided the impetus for our formation in 1986. As we have grown, however, we also have diversified into other specialty insurance areas. We intend to continue this diversification in the future.

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### ***Our Market***

The specialty insurance market, which includes the specialty niche markets we seek to serve, has developed over the past two decades to serve insureds whose insurance needs have not been adequately met by the standard insurance market. According to A.M. Best, the alternative insurance market has grown to approximately 48% of the total U.S. commercial property and casualty insurance market.

The specialty insurance market generally involves (i) the underwriting of risks which are characterized by the standard insurance market as difficult or which generate too little premiums for standard market insurance companies and/or (ii) the design of specialized insurance programs, such as deductible or risk retention programs, and captive or rent-a-captive facilities, which enable insureds to assume a portion of their own risks and share in the underwriting profitability or losses of the program. Originally developed to respond to the needs of insureds for adequate insurance coverage and stable premium rates, the alternative insurance market also responds to strategic needs of insureds for better financial management, improved claims handling, more effective risk management, customized insurance programs, access to reinsurance markets and greater control over loss prevention. The benefits of such alternative insurance market techniques typically include more stable costs, greater control by the client of its risk management program and an increased emphasis within the client's organization on loss prevention and loss control.

### ***Our Competition***

The casualty insurance and reinsurance business is highly competitive with respect to a number of factors, including overall financial strength of the insurer or reinsurer, ratings by rating agencies, premium rates, policy terms and conditions, services offered, reputation and commission rates. We face competition from a number of insurers who have greater financial and marketing resources and greater name recognition than we do. Although our business strategy is to develop insurance coverages for specialty niche markets (such as the environmental remediation industry and the contracting industry) where our expertise is required and where competition is limited, we nevertheless encounter competition from other insurance companies engaged in insuring risks in broader business lines which encompass our niche markets and specialty coverages, and such competition is expected to increase as we expand our operations.

## **Ratings**

In September 2004, A.M. Best, an independent, nationally recognized insurance industry rating service and publisher, reaffirmed its rating of A (Excellent) with a stable outlook on a group basis to American Safety Insurance, including our two U.S. insurance subsidiaries, our Bermuda reinsurance subsidiary and our non-subsubsidiary risk retention group affiliate, American Safety RRG. The rating of A (Excellent) is the third highest of A.M. Best's 16 letter ratings. A.M. Best's rating represents an independent opinion of an insurer's ability to meet its obligations to policyholders. This rating is of concern primarily to policyholders, insurance brokers and agents and should not be considered an investment recommendation. A.M. Best assigned a financial size rating (VII) on a group basis to American Safety Insurance representing capital and surplus in excess of \$50 million. We expect to be assigned a financial size rating (VIII) on a group basis during 2005, based on capital and surplus in excess of \$100 million.

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## **Our Products and Services**

Through our two U.S. insurance subsidiaries and our U.S. non-subsubsidiary risk retention group affiliate, we provide property and casualty insurance to targeted niche markets in all 50 states for environmental remediation, contracting and other specialty risks. Our specialty insurance lines include coverages for general liability, pollution liability, professional liability, surety, as well as custom designed risk management programs (including captive and rent-a-captive facilities) for contractors, consultants and other businesses and property owners who are involved with environmental remediation, contracting and other specialty risks.

### *Environmental Insurance Products.*

We have developed specialty insurance programs for a broad range of environmental concerns and believe that our disciplined underwriting, dedicated loss control and claims management, and committed service to brokers, agents and insureds will enable us to expand our insurance program base to other environmental coverages not currently being provided. Since 1986, our insurance programs have helped asbestos abatement and other environmental remediation contractors and consultants, as well as property owners, perform remediation work in schools, hospitals, and commercial, industrial and other project sites.

Our in-house underwriting department consists of trained environmental and other specialty risk underwriters. The underwriting staff analyzes loss histories of prospective insureds, as well as the insureds' technical capabilities and experience with projects similar to those for which insurance is being requested. The underwriting staff may also request references and financial information. Some of the underwriters have technical backgrounds and experience in various environmental fields. Our in-house loss control department also is involved in the underwriting process in reviewing technical work guidelines provided by insurance applicants, such as safety and health practices and procedures, as well as inspecting environmental remediation project sites and recordkeeping of insureds throughout the U.S.

Our general and pollution liability policies for environmental risks cover bodily injury and property damage to third parties arising out of the operations of insureds, which may include losses arising from exposure to specific hazardous substances that are released during a remediation project. Coverages provided for professional liability protect insureds against claims arising out of bodily injury or property damage and/or negligent acts, errors or omissions which occur as a result of the performance of professional consulting, testing, laboratory and similar services, such as the failure to detect hazardous materials in connection with assessments for same, or the failure to properly design or monitor performance on remediation projects in accordance with contracts entered into by such insureds.

We provide insurance coverage for a broad range of environmental risks, including:

### *Asbestos Abatement.*

Asbestos is a fibrous mineral which has been commercially produced for, among other things, insulation and reduction of fire and heat in buildings and products. In spite of the usefulness of asbestos, health problems have arisen with its use. In response to the need for detection, abatement and removal of asbestos, the asbestos abatement industry developed in the mid-1980's and sought insurance for risks involved with its business. Since 1986, we have provided general, pollution and professional liability coverages.

### *Lead Abatement.*

We provide general, pollution and professional liability coverages workers for lead paint abatement contractors, consultants and property owners in connection with the abatement of lead paint from both public and private facilities, including housing authority sites.

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### Underground Storage Tank Removal and Installation.

We provide general liability, pollution liability and professional liability coverages as well as workers compensation coverage to contractors and consultants for the removal and installation of underground storage tanks, including associated soil remediation activities attributed to leaking underground storage tanks.

### Other Hazardous Substances.

We provide general liability, pollution liability and professional liability coverages, in connection with the removal and remediation of other hazardous substances, including hazardous waste, polychlorinated biphenyls (PCBs) and various petroleum products.

### Excess and Surplus Lines.

Our U.S. insurance subsidiary, American Safety Indemnity, a licensed and approved excess and surplus lines insurer in 40 states and the District of Columbia, provides excess and surplus lines insurance products through certain surplus lines brokers for commercial casualty risks, general construction and products liability. These risks are typically of a specialized or unique nature that is not served by the standard insurance market. We are generally able to use more restrictive policy terms with less price competition for these risks. By writing this business through our excess and surplus lines insurer, we are less restricted by the rate and form filing regulations to which standard insurers must adhere, thereby giving us more freedom over the pricing we can charge for a risk as well as for the policy terms and conditions we offer. We utilize the services of independent insurance brokers and agencies to attract new business and retain existing clients. Currently, our excess and surplus business line is concentrated among the five brokers below:

<u>Name of Broker</u>	<u>Percentage of Total E&amp;S Written Premiums (through December 31, 2004)</u>
Sterling West Insurance Services, Inc.	29.3%
International E&S Insurance Brokers, Inc.	26.3
Cooney, Rikard & Curtain of Illinois, Inc.	13.3
Lemac & Associates Inc.	9.4
Brown & Riding Insurance Services Inc.	<u>7.7</u>
	<u>86.0%</u>

We have been working with these brokers for approximately six years.

### Program Business.

Working with program managers, brokers, reinsurance intermediaries, our two U.S. insurance company subsidiaries and our non-subsiary risk retention group affiliate, we target small and middle-market specialty niche and homogeneous groups of risks where the principal insurance requirements are general liability, professional liability or pollution liability. We seek to capitalize on program business opportunities, arising in large part from shrinking reinsurance availability and a decrease in the number of acceptable insurance companies willing to act as the policy-issuing insurer for a program. In 2004, the Company organized American Safety Assurance, a Bermuda segregated accounts company, which reinsurers certain general and professional liability risks written by our domestic affiliates on a fully-funded basis whereby the insureds post 100% collateral and the Company receives fees.

We differentiate ourselves from our competitors through the writing of program business in three ways:

we assume risk on programs where we anticipate that underwriting profits can be realized (as contrasted with traditional "fronting" arrangements);

we have the originators of the business share in the risk; and

we utilize a due diligence and audit team consisting of experienced insurance professionals to periodically monitor the management and administration of insurance programs.

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We combine our insurance and loss control expertise with our insurance and reinsurance programs. We work with brokers, reinsurance intermediaries and reinsurance companies to design profitable, customized insurance programs. Some examples of programs currently written include commercial packages for small businesses, dry cleaning operators, pest control operators, lawyers professional liability program, and bail bonds. We look for programs where we can take and assume a portion of the risk in addition to generating income from fees and commissions.

### *Other Lines.*

Our U.S. insurance subsidiary, American Safety Casualty, is licensed to write surety bonds in 47 states and the District of Columbia, primarily providing contract performance and payment bonds to general construction and environmental contractors.

Surety is a contract under which an insurer guarantees certain obligations of a second party to a third party. American Safety Casualty is listed as an acceptable surety on federal bonds, commonly known as a Treasury Listed or T-listed surety.

During 2003, we made the decision to exit the environmental workers compensation line of business and the assumed liability program when its results were not meeting our expectations. We continue to manage the run-off from this business line.

### *Insurance Services.*

ASI Services provides insurance program development, underwriting, reinsurance placement, program management, brokerage, loss control, claims administration, marketing and administrative services to our U.S. insurance operations, our non-subsidiary risk retention group affiliate, and other third parties.

ASI Services identifies and evaluates potential new program business and also receives submissions for new programs from insurance brokers and other intermediaries throughout the United States. When a submission for a new program is received, ASI Services identifies the resources needed to evaluate and develop the program. In evaluating and developing a new program, ASI Services considers the following factors:

whether the submitting party will bear risk and the collateral security required;

the analysis of historic loss data;

the integrity and experience of the submitting party;

the availability of reinsurance; and

the potential profitability of the program to us.

If the prospects for a new program appear favorable, ASI Services designs the structure for the new program and determines what additional services, such as program management, brokerage, reinsurance, loss control, claims administration, marketing, or other services will be required. ASI Services determines which entities, both affiliated and unaffiliated, are best able to provide such services in a cost-effective manner and implements the program.

ASI Services has developed many of our primary insurance and reinsurance programs. ASI Services also has served since 1990 as the program manager for our non-subsidiary risk retention group affiliate, providing it with program management, underwriting, loss control, brokerage, marketing and financial services pursuant to guidelines and procedures established by the board of directors of the American Safety RRG.

ASI Services provides a number of services to our two U.S. insurance subsidiaries and to American Safety RRG. These services include:

program management services for the overall management and administration of a program;

underwriting services for evaluating individual risks or classes of risk;

brokerage services for placing risks with affiliated or unaffiliated insurers;

reinsurance services for placing reinsurance for a program;

loss control services for evaluating the risks posed by a particular class of risk, as well as the ability of insureds to control their losses;

claims administration services for the prompt reporting and handling of claims, and the supervision of claims adjusters and third party administrators;

marketing services for designing and placing advertisements and other marketing materials, as well as marketing insurance programs to independent agents and brokers; and

administrative services, including data processing, billing, collecting and reporting primary and reinsurance premiums, producing financial Reports on programs and paying claims.

We have four other U.S. subsidiaries under the direction of ASI Services which provide various administrative and insurance agency services.

## **Underwriting**

ASI Services underwriting staff handles all insurance underwriting functions for programs on which we assume risk, with specific underwriting authority related to the experience and knowledge level of each underwriter. Risks that are perceived to be more difficult and complex are underwritten by experienced staff and reviewed by management. ASI Services uses management information reports to measure risk selection and pricing in order to control underwriting performance. The principal factors used by ASI Services for underwriting such risks include the financial stability of the business, its operating history, its loss histories and its demonstrated commitment to loss control practices.

## **Claims Management**

Claims arising under the policies and treaties issued or reinsured by us are reviewed and managed by ASI Services internal claims department. When ASI Services receives notice of a loss, its claims personnel open a claim file and establish a reserve with respect to the loss. For programs business, ASI Services retains claims settlement authority, delegating only limited settlement authority to certain third party administrators. ASI Services emphasizes prompt and fair settlement of meritorious claims, maintenance of adequate loss reserves and careful control of claims adjustment and legal expense.

## **Reinsurance**

Reinsurance is a contractual arrangement under which one insurer (the ceding company) transfers to another insurer (the reinsurer) part or a significant portion of the liabilities that the ceding company has assumed under each insurance policy it has issued. A ceding company may purchase reinsurance for any number of reasons, including to obtain, through the transfer of a portion of its liabilities, greater underwriting capacity than its own capital resources would support, to stabilize its underwriting results, to protect against catastrophic loss, and to enter into or withdraw from a line of business. Reinsurance can be written on either a quota share or excess of loss basis, under either a treaty or facultative reinsurance agreement.

### *Reinsurance Ceded.*

We obtain reinsurance for our primary insurance operations from unaffiliated reinsurers to protect and mitigate our risk exposure. Our reinsurance program for general liability, pollution liability and professional liability, and excess and surplus lines risks operates on an excess of loss basis, with our current maximum exposure, on a per occurrence basis, limited to \$500,000 for general liability, pollution liability and professional liability risks and \$350,000 for excess and surplus lines risks with a 3% annual aggregate



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deductible. For workers compensation business previously written by us, our maximum exposure was \$500,000 per occurrence. Some of the reinsurance treaties that we maintain have aggregate limits of liability, swing rates or retrospective commissions.

We purchase reinsurance for our primary insurance business lines and our reinsurance business. Gross reinsurance premiums ceded in 2004 were \$89.7 million, which constituted 40.5% of the gross premiums written, and in 2003 were \$81.2 million, which constituted 38% of the gross premiums written. The amount of reinsurance obtained by us varies with the line of business insured or reinsured. We experienced increased reinsurance costs in 2003 and 2004, and expect such increased reinsurance costs to continue.

We evaluate the credit quality of our U.S. reinsurers to which we cede business and the retrocessionaires which our U.S. reinsurers, in turn, cede business. The following table sets forth certain information relating to our unaffiliated reinsurers and retrocessionaires as of December 31, 2004, with recoverables in excess of 5% of our total shareholders equity including the amount of collateral that we hold or control:

Reinsurers	A.M. Best Rating	Total Recoverables at December 31, 2004 (1)	Collateral at December 31, 2004
(In thousands)			
Berkley Insurance Company	A	\$ 21,013	\$ 118
American Constantine	N/A	19,532	21,351
Alea North America	A-	12,233	294
Folksamerica Reinsurance Company	A	11,067	746
Partner Reinsurance Company	A+	8,541	902
Louisiana Pest Control Insurance Company	N/A	8,392	8,524
QBE Reinsurance Corporation	A	8,047	780
Daimler Chrysler Insurance Company	A	6,708	1,868
Transatlantic Reinsurance Company	A+	6,537	511
American Re-insurance Company	A	6,332	83
Alea London Limited	N/A	5,518	5,878
Other		<u>57,059</u>	<u>19,115</u>
Total		<u>\$ 170,979</u>	<u>\$ 60,170</u>

(1) Total recoverables includes recoverable amounts for paid losses, case reserves, incurred but not reported reserves and ceded unearned premiums.

### Selected Operating Information

#### *Gross Premiums Written.*

As a result of our roles in connection with insurance program development, risk bearing on a primary and reinsurance basis, insurance and reinsurance brokerage, and production and administration, we are involved in a number of insurance and reinsurance premium and fee-generating activities. We place insurance and reinsurance with our insurance and reinsurance subsidiaries and our non-subsidiary risk retention group affiliate. For the year ended December 31, 2004, we were involved with the placement of approximately \$221.6 million of gross premiums written through our various programs and subsidiaries.

Significant fluctuations in demand for and supply of various casualty insurance and reinsurance business lines have led to substantial premium rate fluctuations over time. Our management seeks to expand and contract various business lines based on the relative favorability of the premium pricing environment for our insurance products. As a writer of both primary insurance and reinsurance, we have additional flexibility to adjust our business mix in response to price differences in these markets and to utilize our knowledge of primary insurance markets to guide our assumption of insurance and reinsurance risks.

#### *Net Premiums Written.*

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The following table sets forth our net premiums written by specialty industry for the years ended December 31, 2003 and December 31, 2004:

	<u>Year Ended December 31,</u>			
	<u>2003</u>	(Dollars in thousands)		<u>2004</u>
Excess & surplus lines	\$ 73,572	56.0%	\$ 77,894	59.0%
Environmental	27,233	20.7	35,024	26.5
Program business	15,152	11.5	17,530	13.2
Other	<u>15,521</u>	<u>11.8</u>	<u>1,473</u>	<u>1.3</u>
Total	<u>\$131,478</u>	<u>100.0%</u>	<u>\$131,921</u>	<u>100.0%</u>

### *Combined Ratio.*

The combined ratio is a standard measure of a property and casualty insurer's performance in managing its losses and expenses. Underwriting results are generally considered profitable when the combined ratio is less than 100%. The combined ratio of American Safety Insurance was 102.7% in 2004, 96.8% in 2003 and 101.3% in 2002.

The combined ratio of an insurance company measures only the underwriting results of insurance operations and not the profitability of the overall company. Our reported combined ratio for our insurance operations may not provide an accurate indication of our overall profitability. For instance, depending on our mix of business the combined ratio may fluctuate from time to time and may not reflect the overall profitability of our insurance operations.

### Loss and Loss Adjustment Expense Reserves

We are required to maintain reserves to cover the unpaid portion of our ultimate liability for losses and loss adjustment expenses with respect to (i) reported claims and (ii) incurred but not reported claims. A full actuarial analysis is performed to provide this estimate of all unpaid loss and loss adjustment expense obligations of the Company under the terms of its contracts and agreements. In evaluating whether the reserves make a reasonable provision for unpaid loss and loss adjustment expense, it is necessary to project future loss and loss adjustment expense payments. It is certain that the actual future losses and loss adjustment expenses will not develop exactly as projected and may, in fact, vary significantly from the projections.

With respect to reported claims, reserves are established on a case-by-case basis. The reserve amounts on each reported claim are determined by taking into account the circumstances surrounding each claim and policy provisions relating to the type of loss. Loss reserves are reviewed on a regular basis, and as new information becomes available, appropriate adjustments are made to reserves.

As of December 31, 2004, approximately 18% of our net reserves relate to liability associated with environmental insurance products, 11% of such reserves are attributable to the program business, 58% of such reserves relate to excess and surplus lines, and the balance of 13% of such reserves is allocated among surety, workers' compensation and our other run-off lines of insurance business.

In establishing reserves, several methods are employed in determining ultimate losses: the expected loss ratio method; the Bornhuetter-Ferguson method based on expected loss ratios, paid losses and reported losses; and the loss development method based on paid and reported losses. The first method uses industry expected losses adjusted for our experience while the last method relies on industry payment and reporting patterns to develop our actual losses. The Bornhuetter-Ferguson method is a combination of the other two methods, using expected loss ratios to produce expected losses, then applying loss payment and reporting patterns to the expected losses to produce the expected IBNR. We review the ultimate projections from all three methods and, based on the merits of each method, determine our estimated ultimate losses. In response to the adverse loss development experienced in the first two quarters of 2004 in the Company's excess and surplus segment and management's concern that existing reserves for this segment might be inadequate, the Company commenced an actuarial reserve evaluation. Following completion of this evaluation, the Company changed actuarial reserving methodologies to reflect risk categories and recorded additional reserves.

All the methods used are generally accepted actuarial methods and rely in part on loss reporting and payment patterns while considering the long tail nature of the coverages and inherent variability in projection results from year-to-year. The patterns used

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are generally based on industry data with supplemental consideration given to our experience as deemed warranted. Industry data is also relied upon during the actuarial analysis to provide the basis for reserve analysis on newer business lines. Provisions for inflation are implicitly considered in the reserving process. Our reserves are carried at the total estimate for ultimate expected loss, without any discount to reflect the time value of money. Reserve calculations are reviewed regularly by management and periodically by regulators. A full actuarial analysis is performed annually, assessing the adequacy of statutory reserves established by management. A statutory actuarial opinion is filed with the various jurisdictions in which our insurance and reinsurance subsidiaries and our non-subsidiary risk retention group affiliate are licensed. Statutory reserves are reserves established to provide for future obligations with respect to all insurance policies as determined in accordance with statutory accounting principles ( SAP ), the rules and procedures prescribed or permitted by state insurance regulatory authorities for recording transactions and preparing financial statements. Based upon practices and procedures employed by us, without regard to independent actuarial opinions, management believes that our reserves are adequate.

The following table provides a reconciliation of beginning and ending loss and loss adjustment expense reserve liability balances on a GAAP basis for the years indicated:

	<u>Year Ended December 31,</u>		
	<u>2002</u>	<u>2003</u>	<u>2004</u>
	(In thousands)		
Gross reserves, beginning of year	\$137,391	\$ 179,164	\$230,104
Ceded reserves, beginning of year	<u>89,657</u>	<u>109,543</u>	<u>115,061</u>
Net reserves, beginning of year	<u>47,734</u>	<u>69,621</u>	<u>115,043</u>
Incurred related to:			
Current accident year	40,297	60,598	79,101
Prior accident years	<u>1,734</u>	<u>5,236</u>	<u>14,402</u>
Total incurred	<u>42,031</u>	<u>65,834</u>	<u>93,503</u>
Claim payments related to:			
Current accident year	4,739	2,490	2,567
Prior accident years	<u>15,405</u>	<u>17,922</u>	<u>21,939</u>
Total claim payments	<u>20,144</u>	<u>20,412</u>	<u>24,506</u>
Net reserves, end of year	69,621	115,043	184,040
Ceded reserves, end of year	<u>109,543</u>	<u>115,061</u>	<u>137,583</u>
Gross reserves, end of year	<u>\$ 179,164</u>	<u>\$ 230,104</u>	<u>\$ 321,623</u>

The negative development for prior years for 2002, 2003 and 2004 occurred in the following

	<u>Year Ended December 31,</u>		
	<u>2002</u>	<u>2003</u>	<u>2004</u>
	(In thousands)		
Environmental	\$ 66	\$ (457)	\$ 94
Excess and Surplus Programs	-	1,602	7,700
Other Lines	279	191	1,496
Total	<u>1,389</u>	<u>3,900</u>	<u>5,112</u>
	<u>\$ 1,734</u>	<u>\$ 5,236</u>	<u>\$ 14,402</u>

Excess and surplus lines negative development in 2004 was attributable to developing losses on (i) certain New York contractor risks written in 2001 and (ii) a change in actuarial reserving methodologies to reflect risk categories. Exposure to New York contractor risks was significantly reduced during 2002 and 2003. The other lines development was primarily due to \$2.9 million of increases in workers compensation reserves and \$1.6 million of increases on the Company's assumed liability program. The workers compensation business and the assumed liability program are currently in run-off.

Excess and surplus lines 2003 negative development was attributable to developing losses on (i) contractor's liability business written in New York City during 1999 and 2000 and (ii) products liability on certain types of risk. The other lines development in 2003 was primarily due to \$3.6 million of increases in workers compensation reserves reflecting claim development trends that exceeded actuarial modeling expectations. In response to this, we have changed the assumptions in our workers compensation valuation model to better reflect historical loss development patterns.

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In other lines development for 2002, premium increased on our assumed workers compensation business (which has been terminated) for prior years which resulted in a negative development.

The following table shows the gross, ceded and net development of the reserves for unpaid losses and loss adjustment expenses from 1994 through 2004 for our primary insurance and reinsurance subsidiaries and our non-subsidiary risk retention group affiliate on a GAAP basis. The top line of the table shows the liabilities at the balance sheet date for each of the indicated years and reflects the estimated amounts for losses and loss adjustment expenses for claims arising in that year and all prior years that are unpaid at the balance sheet date, including losses incurred but not yet reported to us. In the gross and ceded sections of the table, the second line shows the re-estimated amount of previously recorded liability based on experience as of the end of each succeeding year. The lower portion of the table in the net section shows the cumulative amounts subsequently paid as of successive years with respect to the liability. The estimates change as more information becomes known about the frequency and severity of claims for individual years. A redundancy (deficiency) exists when the re-estimated liability at each December 31 is less (greater) than the prior liability estimate. The cumulative redundancy(deficiency) depicted in the table, for any particular calendar year, represents the aggregate change in the initial estimates over all subsequent calendar years.

	1994	1995	1996	1997	Year Ended December 31, (1)					2004
					1998	1999	2000	2001	2002	
	(In thousands)									
Gross reserves	\$ 6,048	\$ 8,294	\$ 8,914	\$11,572	\$14,701	\$20,413	\$50,509	\$137,391	\$179,000	\$179,000
Re-estimated at 12/31/04	2,834	5,813	9,430	11,470	13,217	27,153	75,650	189,906	221,000	221,000
Cumulative redundancy (deficiency) on gross reserves	3,214	2,481	(516)	102	1,484	(6,740)	(25,141)	(52,515)	(42,000)	(42,000)
Ceded reserves	--	6	45	779	1,841	6,065	27,189	89,697	109,000	109,000
Re-estimated at 12/31/04	--	--	1,568	1,167	1,520	10,945	46,942	122,834	127,000	127,000
Cumulative redundancy (deficiency) on ceded reserves	--	6	(1,523)	(388)	321	(4,880)	(19,753)	(33,177)	(18,000)	(18,000)
Net reserves for unpaid losses and loss adjustment expenses	6,048	8,288	8,869	10,793	12,860	14,348	23,320	47,734	69,000	69,000
Net Reserves re-estimated at December 31:										
1 year later	5,854	7,482	9,850	11,460	12,298	15,498	24,837	49,469	74,000	74,000
2 years later	5,381	7,518	9,926	12,244	12,967	15,541	26,853	53,912	93,000	93,000
3 years later	4,823	7,398	9,606	12,550	12,677	16,452	29,242	67,072		
4 years later	4,373	7,027	9,767	11,556	13,054	16,510	28,708	--		
5 years later	3,941	7,251	8,677	11,558	11,995	16,208	--	--		
6 years later	4,062	6,261	8,646	10,505	11,697	--	--	--		
7 years later	3,324	6,329	7,952	10,303	--	--	--	--		
8 years later	3,005	5,767	7,862	--	--	--	--	--		
9 years later	2,661	5,813	--	--	--	--	--	--		
10 years later	2,834	--	--	--	--	--	--	--		
Cumulative redundancy (deficiency) on net reserves	3,214	2,475	1,007	490	1,163	(1,860)	(5,388)	(19,337)	(24,000)	(24,000)
Cumulative amount of net liability paid through December 31:										
1 year later	501	931	1,827	2,880	3,612	5,243	10,514	15,406	17,000	17,000
2 years later	997	2,056	3,506	6,057	6,565	9,616	15,865	28,577	35,000	35,000
3 years later	1,552	2,906	4,918	7,443	9,058	11,060	22,750	38,290		
4 years later	1,899	3,656	6,034	8,991	9,086	13,558	24,131	--		
5 years later	2,162	4,619	6,638	8,479	9,895	13,646	--	--		
6 years later	2,428	4,906	6,362	9,320	9,816	--	--	--		
7 years later	2,617	4,793	7,017	9,073	--	--	--	--		
8 years later	2,259	5,266	7,016	--	--	--	--	--		
9 years later	2,559	5,266	--	--	--	--	--	--		
10 years later	2,559	--	--	--	--	--	--	--		
Net reserves December 31	6,048	8,288	8,869	10,793	12,860	14,348	23,320	47,734	69,000	69,000

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Ceded Reserves	--	6	45	779	1,841	6,065	27,189	89,657	109
Gross Reserves	\$ 6,048	\$ 8,294	\$ 8,914	\$11,572	\$14,701	\$20,413	\$50,509	\$137,391	\$179

(1) Only years ended December 31, 2001, 2002, 2003 and 2004 include the consolidated values of American Safety RRG.

**Investments**

We employ an independent, nationally recognized investment management company to provide investment advisory services to us, subject to the investment policies and guidelines established by our board of directors. We have consistently invested primarily in investment grade fixed income securities, with the objective of providing reasonable returns while limiting liquidity risk and credit risk. Our investment portfolio consists primarily of government and governmental agency securities and high quality marketable corporate securities which are rated at investment grade level.

At December 31, 2004 our total assets of \$584.2 million consisted of the following: cash, investments 60.6%; premiums receivable and agent's balances 3.6%; reinsurance recoverables 29.3%; and other assets 6.5%. At December 31, 2003, our total assets of \$514.3 million consisted of the following: cash, investments and notes receivable 57%; premiums receivable and agent's balances 5%; reinsurance recoverables 30%; and other assets 8%.

Our cash and investments at December 31, 2004 totaled approximately \$351.7 million, and were classified as follows:

<u>Type of Investment</u>	<u>Amortized Cost</u>	<u>Percent Portfolio</u>
	(In thousands)	
Cash and short-term investments	\$ 50,742	14.4
U.S. government securities	65,887	18.7
States of the U.S. and political subdivisions of the states	31,067	8.8
Mortgage-backed securities	97,244	27.7
Corporate bonds	90,742	25.8
Equities	14,002	4.0
Real estate	2,005	0.6
Total	\$ 351,689	100.0

The fair values of our bond portfolio, classified by rating, as of December 31, 2004 were

<u>S&amp;P's/Moody's Rating(1)</u>	<u>Fair Value</u>	<u>Percent Total</u>
AAA/Aaa (including U.S. Treasuries of \$40,056)	\$ 190,476	66.6%
AA/Aa	15,083	5.3
A/A	69,487	24.3
BBB/Baa	11,011	3.8
Total	\$ 286,057	100.0%

(1) Ratings are assigned by Standard & Poor's, a division of The McGraw-Hill Companies, Inc. or, if no such rating is available, by Moody's Investors Service Inc.

The National Association of Insurance Commissioners has a security rating system by which it assigns investments to classes called NAIC designations that are used by insurers when preparing their annual financial statements. The NAIC assigns designations to publicly traded as well as privately placed securities. The designations assigned by the NAIC range from class 1 to class 6, with a rating in class 1 being the highest quality. As of December 31, 2004, all of our portfolio was invested in securities rated in class 1 or class 2 by the NAIC, which are considered investment grade.

The weighted average maturity of our bond portfolio at December 31, 2004, was 4.09 years. The maturity distribution of our bond portfolio, as of December 31, 2004, based on stated maturity dates with no prepayment assumptions, was as follows:

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<u>Maturity</u>	<u>Amortized Cost</u>	<u>Fair Value</u>
	(In thousands)	
Due in one year or less	\$ 21,006	\$ 21,005
Due from one to five years	85,053	85,038
Due from five to ten years	65,634	66,646
Due after ten years	16,003	16,566
Mortgage-backed securities	<u>97,244</u>	<u>96,802</u>
Total	<u>\$ 284,940</u>	<u>\$ 286,057</u>

Our mortgage-backed securities are subject to risks associated with the variable prepayments of the underlying mortgage loans.

### ***Our Non-Subsidiary Affiliate***

Following the enactment of the Risk Retention Act, we assisted in the formation of American Safety RRG in 1988 in order to establish a U.S. insurance company to market and underwrite specialty environmental coverages. American Safety RRG is not owned by us but is managed by ASI Services, our principal U.S. program development, underwriting and administrative services subsidiary. American Safety RRG is authorized to write liability insurance in all 50 states as a result of the Risk Retention Act and is licensed by the Vermont Department of Banking, Insurance, Securities and Health Care Administration (the Vermont Department) under the Vermont Captive Act as a stock captive insurance company. Presently, five of the directors of American Safety RRG, David V. Brueggen, William O. Mauldin, Jr., Thomas W. Mueller, Cody W. Birdwell and Stephen R. Crim, are also directors of American Safety Insurance. The directors of American Safety RRG are elected annually by the insureds/shareholders of American Safety RRG.

American Safety Insurance transferred its book of primary insurance business to American Safety RRG in 1988 and American Safety RRG replaced American Safety Insurance as the policy issuing carrier insuring general liability, pollution liability and professional liability risks for contractors, consultants and other businesses and property owners who are involved with environmental remediation or related activities. We then became the quota share reinsurer of the risks transferred and subsequently underwritten by American Safety RRG. All reinsurers of American Safety RRG are required to be approved as reinsurers by the Vermont Department, and we have been an authorized reinsurer of American Safety RRG since 1988. Our insurance subsidiaries participate in the on-going business of American Safety RRG through a pooling agreement whereby we retain 75% of the premiums and risk from the insurance business of American Safety RRG.

In December 2003, the FASB revised Interpretation No. 46 revised December 2003, Consolidation of Variable Interest Entities which requires the financial statements of American Safety RRG be consolidated in our financial statements. See Note 1(n) of our financial statements for more information relating to this matter. As a result, the financial information presented herein, unless specifically noted, includes balances of American Safety RRG.

### ***Regulatory Environment***

#### *Insurance Regulation Generally.*

Our primary insurance and reinsurance operations are subject to regulation under applicable insurance statutes of the jurisdictions or states in which each subsidiary is domiciled and writes insurance. Insurance regulations are intended to provide safeguards for the policyholders rather than to protect shareholders of insurance companies or their holding companies.

The nature and extent of state regulation varies from jurisdiction to jurisdiction, but typically involves prior approval of the acquisition of control of an insurance company or of any company controlling an insurance company, regulation of certain transactions entered into by an insurance company with an affiliate, approval of premium rates for lines of insurance, standards of solvency and 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, deposits of securities for the benefit of policyholders, and reports with respect to financial condition and other matters. In addition, state regulatory examiners perform periodic examinations of insurance companies.

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Although the federal government does not directly regulate the business of insurance in the U.S., federal initiatives often affect the insurance business in a variety of ways. The insurance regulatory structure has also been subject to scrutiny in recent years by the NAIC, federal and state legislative bodies and state regulatory authorities. Various new regulatory standards have been adopted and proposed in recent years. The development of standards to ensure the maintenance of appropriate levels of statutory surplus by insurers has been a matter of particular concern to insurance regulatory authorities. The statutory surplus is the amount remaining after all liabilities, including loss reserves, are subtracted from all admitted assets and determined in accordance with SAP.

### *Bermuda Regulation.*

Our Bermuda reinsurance subsidiaries, American Safety Reinsurance and American Safety Assurance, are subject to regulation under The Insurance Act 1978, as amended, and related regulations (the Bermuda Act ), which provide that no person shall conduct insurance business (including reinsurance) in or from Bermuda unless registered as an insurer under the Bermuda Act by the Supervisor of Insurance (the Supervisor ).

The Bermuda Act requires, among other things, Bermuda insurance companies to meet and maintain certain standards of solvency, to file periodic reports in accordance with the Bermuda Statutory Accounting Rules, to produce annual audited financial statements and to maintain a minimum level of statutory capital and surplus. In general, the regulation of insurers in Bermuda relies heavily upon the auditors, directors and managers of the Bermuda insurer, each of which must certify that the insurer meets the solvency capital requirements of the Bermuda Act. Furthermore, the Supervisor is granted powers to supervise, investigate and intervene in the affairs of insurance companies.

Neither American Safety Insurance, American Safety Reinsurance nor American Safety Assurance is registered or licensed as an insurance company in any state or jurisdiction in the United States.

### *U.S. Regulation.*

As a Bermuda insurance holding company, we do not do business ourselves in the United States. We do business in the United States through our U.S. subsidiaries. Our two U.S. insurance subsidiaries' operations are subject to state regulation where each is domiciled and where each writes insurance.

We acquired American Safety Casualty, a U.S. insurance subsidiary domiciled in Delaware, in 1993. American Safety Casualty is currently licensed as a casualty insurer in 48 states and the District of Columbia. The insurer is subject to regulation and examination by the Delaware Insurance Department and the other states in which it is an admitted insurer. The Delaware Insurance Department examines American Safety Casualty on a triennial basis. The insurance laws of Delaware place restrictions on a change of control of American Safety Insurance as result of our ownership of American Safety Casualty. Under Delaware law, no person may obtain 10% or more of our voting securities without the prior approval of the Delaware Insurance Department.

American Safety Casualty, as a licensed insurer, is subject to state regulation of rates and policy forms in the various states in which direct premiums are written for its general liability and workers' compensation business lines. Under such regulations, a licensed insurer may be required to file and obtain prior approval of its policy form, and the rates that are charged to insureds. American Safety Casualty is also required to participate in state insolvency funds, or shared markets, which are designed to protect insureds of insurers which become unable to pay claims due to an insurer's insolvency. Assessments made against insurers participating in such funds are based on direct premiums written by participating insurers, as a percentage of total direct written premiums of all participating insurers. Written premiums are those premiums written, whether or not earned, during a time period.

We acquired American Safety Indemnity, a U.S. insurance subsidiary domiciled in Oklahoma, in 2000. American Safety Indemnity is currently licensed or approved as an excess and surplus lines insurer in 40 states and the District of Columbia. American Safety Indemnity is subject to examination by the Oklahoma Insurance Department and the other states in which it is approved as an excess and surplus lines insurer. The Oklahoma Insurance Department examines American Safety Indemnity on a triennial basis. The insurance laws of Oklahoma place restrictions on a change of control of American Safety Insurance. Under Oklahoma law no person may obtain 10% or more of our voting securities without the prior approval of the Oklahoma Insurance Department.

The premium rates of American Safety Indemnity, as an excess and surplus lines insurer, are not filed and approved with the various state insurance departments, but certain restrictions regarding the types of insurance written by excess and surplus lines insurers still must be met. Generally, excess and surplus lines insurers may only write coverage that is not available in the admitted

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market and strict guidelines regarding the coverages are set forth in various state statutes. Surplus lines brokers are the licensed individuals or entities placing coverage with excess and surplus lines insurers, and in most states, the broker is responsible for the payment of surplus lines taxes which are payable to the state in which the surplus lines risk is located. Surplus lines insurers are exempt from participation in state insolvency funds which are designed to protect insureds if admitted insurers become insolvent and are unable to pay claims. While American Safety Indemnity is exempt from the majority of state regulatory requirements, it must be approved to write the type of insurance in the states where its surplus business lines insurance is written. The Oklahoma Insurance Department retains primary regulatory authority over American Safety Indemnity, as a licensed and admitted insurance company in Oklahoma.

### *Regulation of Our Non-Subsidiary Affiliate.*

The Risk Retention Act facilitates the establishment of risk retention groups to insure certain liability risks of its members. The statute applies only to liability insurance and does not permit coverage of personal risk liability or workers compensation.

The Risk Retention Act and the Vermont Captive Act require that each insured of American Safety RRG be a shareholder. Each insured is required to purchase one share of American Safety RRG's common stock upon the acceptance of the applicant as an insured. There is no trading market for the shares of common stock of American Safety RRG and each share is restricted as to transfer. If and when a holder of American Safety RRG common stock ceases to be an insured, whether voluntarily or involuntarily, such person's share of common stock is automatically canceled and such person is no longer a shareholder of American Safety RRG. The ownership interests of members in a risk retention group are considered to be exempt securities for purposes of the registration provisions of the Securities Act and the Securities Exchange Act and are likewise not considered securities for purposes of any state securities law.

Congress intended under the Risk Retention Act that the primary responsibility for regulating the financial condition of a risk retention group would rest on the state in which the group is licensed or chartered. American Safety RRG is subject to regulation as a captive insurer under the insurance laws of Vermont and, to a lesser extent, under the laws of each state in which it is doing business. The Risk Retention Act requires a risk retention group to provide a notice on each insurance policy which it issues to the effect that (i) the policy is issued by a risk retention group; (ii) the risk retention group may not be subject to all of the insurance laws and regulations of the state in which the policy is being issued; and (iii) no state insurance insolvency guaranty fund is available to the policies issued by the risk retention group.

### **Harbour Village Development**

In March 2000, our subsidiary Ponce Lighthouse Properties Inc., and our general contracting subsidiary Rivermar Contracting Company began development of Harbour Village, located in Ponce Inlet, Florida, with 676 condominium units, a marina containing 142 boat slips, a par-3 golf course and beach club. The Harbour Village property (comprising 173 acres) was acquired by us through foreclosure in April 1999. Development of Harbour Village is substantially complete. We do not plan to engage in any additional real estate development activities. See Exhibit 99 for further information regarding Harbour Village.

### **Employees**

At December 31, 2004, we employed 113 persons, none of whom was represented by a labor union. ASI Services employs all but one of our employees and manages our U.S. business operations. The Company believes its relations with its employees are good.

### **Risk Factors**

Our insurance operations are subject to the following risk factors, among others, in addition to the information (including disclosures relating to forward-looking statements) set forth elsewhere in this Report:

Industry Cyclicalilty; Potential Fluctuations in Financial Results.

The financial results of casualty insurance companies historically have been subject to significant fluctuations and may vary significantly in the future. Operating results may fluctuate due to a variety of factors, including competitive conditions in the industry, levels of new and renewal insurance business, unpredictable developments in loss trends, adequacy and changes in liabilities

### **Investments**



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established by insurance and reinsurance to reflect the estimated costs of claims payments (known as loss reserves) according to their insurance or reinsurance contracts, collectibility of reinsurance receivables, market acceptance of new coverages or enhancements, legal interpretations of policy provisions, changes in operating expenses, fluctuations in interest rates and other changes in investment markets which affect market prices of investments and income from such investments, and changes in levels of general business activity and economic conditions. We have experienced increased competitive pricing pressures in almost all of our insurance business lines in recent years. Recently, however, the insurance industry has progressed from a soft market (wherein insurers could not charge higher premiums) to a hard market (wherein insurers can charge higher premiums). These markets are cyclical and may change at any time.

In addition, insureds are eligible for renewal of their policies on different anniversary dates, subject to underwriting and loss control criteria that we develop. If a large number of insureds were to decline to renew their policies or if their policies were not renewed in a given calendar quarter, our results of operations could be materially adversely affected in the renewal quarter and subsequent quarters.

### Significant Industry Concentration; Specialty Industry Risks.

Due to our focus on insuring specialty risks, such as the environmental remediation and contracting, our operations could be more exposed than our more diversified competitors to the effects of changes in economic conditions, regulations and legal precedents affecting such specialty industries. These changes may include, but are not limited to, economic downturns that may adversely impact the building and real estate development industry, and the degree of enactment and enforcement of federal and state environmental regulations that encourage or require environmental remediation efforts.

### *Dependence and Availability of Reinsurance.*

The availability, amount and cost of reinsurance are subject to prevailing market conditions that are beyond our control and that affect our business, financial condition and operating results. Our business depends significantly upon our ability to limit risk exposure by ceding (i.e., transferring to others) significant amounts of the potential liability arising from risks insured or reinsured by us. As a result of these factors, it is unclear if such reinsurance will continue to be available or available at an affordable cost. If we were unable to maintain or replace reinsurance treaties upon their expiration, either exposures would increase or, if unwilling to bear such increase in exposures, we would be required to reduce the level of our underwriting commitments. Furthermore, we are subject to credit risk with respect to our reinsurers, as the ceding of risk to reinsurers does not relieve us of our primary liability to our insureds. Although we place our reinsurance with reinsurers we believe to be financially stable, a significant reinsurer's inability or unwillingness to make payment under the terms of a reinsurance treaty could have a material adverse effect on our business, financial condition and/or operating results.

### *Possible Inadequacy of Loss Reserves.*

The establishment of appropriate loss reserves is an inherently uncertain process, particularly in the environmental remediation industry, contracting industry, other specialty and excess and surplus lines risks where claims that have occurred may not be reported to an insurer until future periods of time. Due to the uncertainties inherent in our business lines, the possibility exists that ultimate losses could exceed the current loss reserves. Insurers are required to maintain reserves to cover their estimated ultimate liability for losses and loss adjustment expenses with respect to reported and unreported claims incurred. Reserves are estimates at a given time involving actuarial and statistical projections of what is expected to be the cost of the ultimate settlement and administration of claims. These estimates are based on facts and circumstances then known, predictions of future events, estimates of future trends, claims frequency and severity, potential judicial expansion of liability precedents, legislative activity and other factors, such as inflation. We engage an internationally recognized actuarial consulting firm to provide reserve studies and rate studies. To the extent that loss reserves prove to be inadequate in the future, we would have to increase our reserves and incur charges to earnings in the periods such reserves are increased, which would cause fluctuations in operating results and could have a material adverse effect on our business, financial condition and/or operating results.

### Reliance on Independent Insurance Agencies and Brokers.

The failure or inability of independent insurance agencies and brokers to market our insurance programs successfully could have a material adverse effect on our business, financial condition and/or operating results. We market our insurance programs primarily through approximately 230 independent insurance agencies and brokerage firms. Agencies and brokers are not obligated to promote the Company's insurance programs and may sell competitors' insurance programs. As a result, our business depends in part on the marketing efforts of these agencies and brokers and on our ability to offer insurance programs and services that meet the requirements of the clients and customers of these agencies and brokers.

*Risks Associated with Growth Strategy.*

Our growth strategy includes potential strategic acquisitions, as well as continued internal growth, particularly of our specialty business lines, and development of new insurance lines. If we are unable to implement the growth strategy effectively, our business, financial condition and/or operating results could be materially adversely affected. Although the Company is not engaged in negotiations with respect to any acquisition, any future acquisition would be accompanied by risks commonly encountered in acquisitions of companies. Such risks include, among other things, the difficulty in assimilating the operations and personnel of an acquired company; potential disruption to ongoing business; inability to successfully integrate acquired systems and insurance programs into existing operations; maintenance of uniform standards, controls and procedures; and possible impairment of relationships with employees and insureds of an acquired business as a result of changes in management. Due to these risks and other unforeseen factors, we may not be able to successfully implement our strategy for continued internal growth and may not be successful in overcoming the risks or any other problems customarily encountered in connection with an acquisition or development of new insurance lines.

*Importance of Industry Ratings.*

Increased public and regulatory scrutiny of the financial stability of insurance companies have resulted in greater emphasis by policyholders upon insurance company ratings, with a resultant potential competitive advantage for insurance companies with higher ratings. In September 2004, A.M. Best, an independent nationally recognized insurance industry rating service and publisher, reaffirmed a rating of "A (Excellent)", with a stable outlook, for the American Safety group of companies, including our Bermuda reinsurance companies, our U.S. insurance subsidiaries and our non-subsidiary risk retention group affiliate. Because A.M. Best continually monitors insurance companies with regard to their ratings, that group rating could change at any time, and any downgrade of such rating could adversely affect the business, financial condition and/or results of operations. A.M. Best's ratings represent an independent opinion of an insurer's ability to meet its obligations to policyholders which opinion is of concern primarily to policyholders, insurance agents and brokers and should not be considered an investment recommendation.

*Regulation.*

Insurance Regulation. Our primary insurance and reinsurance subsidiaries, as well as our non-subsidiary risk retention group affiliate, are subject to regulation under applicable insurance statutes of the jurisdictions in which they are domiciled or licensed and write insurance. Such regulation may limit the ability or the speed with which we could respond to market opportunities and may require us to incur significant annual regulatory compliance expenditures. Insurance regulation is intended to provide safeguards for policyholders rather than to protect shareholders of insurance companies or insurance holding companies. Insurance regulation relates to authorized lines of business, capital and surplus requirements, types and amounts of investments, underwriting limitations, trade practices, policy forms, claims practices, mandated participation in shared markets, reserve adequacy, insurer solvency, transactions with related parties, changes in control, payment of dividends and a variety of other financial and nonfinancial components of an insurance company's business. Any changes in insurance laws and regulations could materially adversely affect our business, financial conditions and/or operating results. We are unable to predict what additional laws and regulations, if any, affecting our business may be promulgated in the future or how they might be interpreted.

Environmental Regulation. Environmental remediation activities and other environmental risks are highly regulated by both federal and state governments. Environmental regulation continually is evolving and changes in the regulatory patterns at federal and state levels may have a significant effect upon potential claims against us. Such changes may also affect the demand for the types of insurance we offer and the availability or cost of reinsurance. We are unable to predict what additional laws and regulations, if any, affecting environmental remediation activities and other environmental risks may be promulgated in the future or how they might be interpreted.

*The Potential Risk of United States Taxation of Bermuda Operations.*

Bermuda's tax laws are more favorable to American Safety Insurance, a Bermuda company, and our Bermuda reinsurance subsidiaries, American Safety Re and American Safety Assurance, than the United States' tax laws because these Bermuda companies are not obligated to pay any taxes in Bermuda based upon income or capital gains. If our Bermuda-based operations were determined to be subject to United States taxation, our results of operations could be materially adversely affected. The United States Internal Revenue Code of 1986, as amended, does not contain a definitive identification of activities that constitute being engaged in a United States trade or business, and the possibility exists that the Internal Revenue Service will take the position that our Bermuda-based operations are engaged in a United States trade or business and therefore are subject to United States income taxation. Exclusive of our U.S. subsidiaries, American Safety Insurance does not consider itself to be engaged in a trade or business in the United States and accordingly do not expect to be subject to United States income taxation. Our U.S.

subsidiaries are subject to United States taxation.

**Item 2. Properties**

Our Bermuda offices are located at 44 Church Street, Hamilton, Bermuda, and the telephone number is (441) 296-8560. The principal offices of our U.S. subsidiaries are located at 1845 The Exchange, Suite 200, Atlanta, Georgia 30339, and the telephone number is (770) 916-1908.

**Item 3. Legal Proceedings**

The Company, through its subsidiaries, is routinely a party to pending or threatened litigation or arbitration disputes in the normal course of or related to its business. Based upon information presently available, in view of legal and other defenses available to the Company's subsidiaries, management does not believe that any pending or threatened litigation or arbitration disputes will have any material adverse effect on the Company's financial condition or operating results, except for the following matters.

*Acquisition Rescission Litigation.* In April 2000, we filed a lawsuit in the U.S. District Court for the Northern District of Georgia for damages and, alternatively, to rescind the stock purchase of a Michigan insurance agency and two related insurance companies specializing in insurance program business based upon the sellers' breach of the representations and warranties made in the definitive agreements concerning the business affairs and financial condition of the acquired companies. The defendants filed several motions for summary judgment opposing our claims. In September 2002, the Court entered an order granting the defendants' motions for summary judgment. However, the Court did not rule that the representations and warranties of the defendant in the definitive agreements were correct. The Court also granted our motions on various counterclaims. We filed a motion for reconsideration with respect to the Court's order which the Court denied in November 2002. In August 2003, we filed a motion requesting the Court certify its previous order granting the defendants' motion for summary judgment as final so that we could appeal the adverse rulings, however the Court denied our motion in December 2003. In 2004 the Company accrued \$1.4 million of additional expense as a result of an adverse ruling in March 2005. It is anticipated that the remaining issues (i.e. disposition of escrowed shares and defendants' claim for attorneys' fees) in the case will be determined by the Court, without a trial, in 2005. Thereafter, we will have the right to appeal all adverse prior rulings in the case.

*Assumed Reinsurance Litigation.* The Company is a defendant in four lawsuits arising from certain reinsurance agreements, for the years 2002 and 2003, with an automobile warranty insurer which is now in liquidation. The insurer provided coverage to dealerships and other providers who sold extended automobile warranty contracts to consumer purchasers. In these lawsuits, the consumer purchasers and automobile dealers have alleged various theories of liability against the Company. The Company believes it has several valid defenses and intends to vigorously contest these lawsuits.

**Item 4. Submission of Matters to a Vote of Security Holders**

No matter was submitted to a vote of the Company's security holders during the fourth quarter of the fiscal year ended December 31, 2004.

**Management of the Company**

The following table provides information regarding the management of the Company. Biographical information is set forth immediately following the table.

Name	Age	Position
Stephen R. Crim .....	41	President, Chief Executive Officer
Joseph D. Scollo, Jr.....	41	Executive Vice President
Steven B. Mathis .....	37	Chief Financial Officer
Fred J. Pinckney .....	57	General Counsel and Secretary
J. Jeffrey Hood .....	41	Senior Vice President-Technical Se

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*Stephen R. Crim* became President and Chief Executive Officer of the Company on January 1, 2003 and he became President of the Company's insurance and reinsurance operations effective January 1, 2002. Previously, Mr. Crim had been responsible for all underwriting functions since joining the Company in 1990. Previously, Mr. Crim was employed in the underwriting department of Aetna Casualty and Surety and The Hartford Insurance Co. between 1986 and 1990. Mr. Crim has 19 years experience in the insurance industry. Mr. Crim received a bachelors degree in mathematics from Indiana University in 1986.

*Joseph D. Scollo, Jr.* became Executive Vice President of the Company on January 1, 2003 and was Senior Vice President Operations since November 1998. Previously, Mr. Scollo served as senior vice president-operations of United Coastal Insurance Company, New Britain, Connecticut since 1989. Mr. Scollo has 16 years experience in the insurance industry. Mr. Scollo received a Bachelor of Science degree in business from Western New England College in 1985 and is a certified public accountant.

*Steven B. Mathis* became Chief Financial Officer of the Company in August 1998. Previously, he was the Company's controller since 1992 and he is currently responsible for all accounting and treasury functions of the Company. Mr. Mathis has 16 years accounting experience in the insurance industry having held accounting positions with American Insurance Managers, Inc. and American Security Group. Mr. Mathis received a bachelor of business administration degree in accounting from the University of Georgia in 1989.

*Fred J. Pinckney* became General Counsel and Secretary of the Company in October 1997. Previously, Mr. Pinckney was an attorney for 25 years in Atlanta, Georgia, where his practice centered on securities and corporate matters. He was involved as special legal counsel in the formation of American Safety in 1986 and acted as outside legal counsel to the Company prior to joining the Company. Mr. Pinckney received a juris doctor degree from the University of Michigan Law School in 1973 and a Bachelor of Arts degree in political science from the University of Pittsburgh in 1969.

*J. Jeffrey Hood* is Senior Vice President-Technical Services of ASI Services and is responsible for loss control, claims, regulatory and information technology matters. Prior to joining the Company in 1990, Mr. Hood served as a consultant for a national technical engineering firm for four years. Mr. Hood has 18 years of experience relating to risk management in the environmental remediation industry. Mr. Hood received a Bachelor of Science degree in petroleum engineering from Mississippi State University in 1985.

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## PART II

### Item 5. Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

The Company's common shares trade on the New York Stock Exchange, Inc. under the symbol **ASI**. As of December 31, 2004, there were approximately 2,200 holders of the Company's common shares.

The following table sets forth the high and low prices per share of the Company's common

<u>Fiscal Year Ended December 31, 2003</u>	<u>High</u>	<u>Low</u>
First Quarter	\$ 7.33	\$ 6.69
Second Quarter	9.15	6.18
Third Quarter	13.60	9.03
Fourth Quarter	14.00	11.85
<u>Fiscal Year Ended December 31, 2004</u>	<u>High</u>	<u>Low</u>
First Quarter	\$16.00	\$13.00
Second Quarter	18.30	13.50
Third Quarter	15.21	9.94
Fourth Quarter	16.45	12.83

The Company did not pay any cash dividends during fiscal year 2003 and 2004. Future cash dividends will be periodically reviewed by the Board of Directors. As an insurance holding company, the Company's ability to pay cash dividends to its shareholders will depend, to a significant degree, on the ability of the Company's subsidiaries to generate earnings from which to pay cash dividends to American Safety. The Company's current plans are for its insurance and reinsurance subsidiaries to principally retain their capital for growth.

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The jurisdictions in which American Safety and its insurance and reinsurance subsidiaries are domiciled place limitations on the amount of dividends or other distributions payable by insurance companies in order to protect the solvency of insurers. See Regulatory Environment in Item 1 of this report.

### Equity Compensation Plan Information

<u>Plan category</u>	(a) <u>Number of securities to be issued upon exercise of outstanding options, warrants and rights</u>	(b) <u>Weighted-average exercise price of outstanding options, warrants and rights</u>	(c) <u>Number of securities remaining available for future issuance under equity compensation plans (excluding amounts reflected in column (a))</u>
Equity compensation plans approved by security holders(1)	984,114	\$8.33	428,000
Equity compensation plans approved by security holders(2)	12,250	N/A	63,000
Equity compensation plans not approved by security holders(3)	<u>64,667</u>	<u>\$7.08</u>	<u>491,000</u>
Total	1,061,031		

- (1) Includes securities available for future issuance under the 1998 Incentive Stock Option Plan.
- (2) Includes securities available for future issuance under the 1998 Directors Stock Award Plan.
- (3) Includes securities available for future issuance prior to the adoption of the 1998 Incentive Stock Option Plan. The Company issued an option to purchase shares to an officer at an exercise price of \$7.08 which reflected the fair market value of the common shares on the date of grant.

### Item 6. Selected Financial Data

The following table sets forth selected consolidated financial data with respect to the Company for the periods indicated. The balance sheet and income statement data have been derived from the audited consolidated financial statements of the Company. This information should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and the Company's consolidated financial statements and notes thereto included elsewhere in this Report.

	<u>YEAR ENDED DECEMBER 31,</u>				
	<u>(In thousands except per share data and ratios)</u>				
	<u>2000</u>	<u>2001</u>	<u>2002</u>	<u>2003</u>	<u>2004</u>
<b>Statement of operations data:</b>					
Gross premiums written	\$97,632	\$163,018	\$159,290	\$ 212,667	\$ 221,576
Gross premiums earned	63,123	151,139	145,308	184,403	227,716
Net premiums earned	33,516	73,311	73,582	109,334	136,391
Net investment income	3,008	4,064	4,388	5,801	9,773
Net realized gains (losses)	(518)	752	685	3,139	208
Real estate sales	-	27,561	51,780	57,555	67,967
Total revenue	41,768	108,418	130,663	175,991	214,656
Losses and loss adjustment expenses incurred	20,090	45,585	42,031	65,834	93,503
Acquisition expenses	8,271	15,859	15,167	21,818	26,529
Real estate expenses	542	25,126	48,527	53,999	55,480
Earnings (loss) before income taxes	(2,520)	5,304	3,403	10,090	18,453
Net earnings (loss)	(1,363)	4,154	2,484	7,414	14,757
Net earnings (loss) per share:					

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Basic	\$ (0.25)	\$ 0.87	\$ 0.52	\$ 1.45	\$2.15
Diluted	\$ (0.25)	\$ 0.87	\$ 0.51	\$ 1.42	\$2.01
Common shares and common share equivalents used in computing net basic earnings (loss) per share	5,496	4,797	4,736	5,106	6,864
Common shares and common share equivalents used in computing net diluted earnings (loss) per share	5,497	4,933	4,871	5,234	7,343

**Balance sheet data (at end of period):**

Total investments, excluding real estate	\$ 67,643	\$ 90,078	\$ 111,926	\$222,418	\$327,037
Total assets	230,308	322,520	389,342	514,260	584,160
Unpaid losses and loss adjustment expenses	62,592	137,391	179,164	230,104	321,624
Unearned premiums	48,909	59,768	71,675	99,939	93,798
Loan payable	11,435	16,403	22,182	30,441	13,019
Total liabilities	172,505	262,540	326,890	418,916	475,380
Total shareholders' equity	57,803	59,980	62,452	95,344	108,780

**GAAP ratios:**

Loss and loss adjustment expense ratio	59.9%	62.1%	57.1%	60.2%	68.6%
Expense ratio	57.8%	40.8%	44.2%	36.6%	34.1%
Combined ratio	117.7%	102.9%	101.3%	96.8%	102.7%
Net premiums written to equity	0.8X	1.4X	1.4X	1.4X	1.2X

**Item 7. Management's Discussion and Analysis of Results of Operations and Financial Condition**

The information in the following discussion should be read in conjunction with the Company's consolidated financial statements and notes thereto included elsewhere in this Report. All amounts and percentages are rounded.

Net earnings for the twelve months ended December 31, 2003 increased to \$7.4 million, or \$1.42 per diluted share, from \$2.5 million, or \$.51 per diluted share for the same period of 2002.

Net earnings for the twelve months ended December 31, 2004 are \$14.8 million or \$2.01 per diluted share, as compared to \$7.4 million or \$1.42 per diluted share for the same period in 2003.

The Company's net earnings are detailed as follows (in thousands):

	Year Ended <u>December 31, 2002</u>	Year Ended <u>December 31, 2003</u>
Insurance Operations	\$ 3,618	\$ 7,076
Real Estate Operations	1,900	2,218
Other, including realized gains and (losses)	<u>(3,034)</u>	<u>(1,880)</u>
Net Earnings	<u>\$ 2,484</u>	<u>\$7,414</u>

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**December 31, 2002 compared to December 31, 2003**

The increase in net earnings from insurance operations in 2003 was due to strong underwriting profits in the Company's core environmental, excess and surplus and program business lines. The increase in net earnings from real estate operations was due to increased closings of condominium units and boat slips at Harbour Village. Included in other income is a \$3.9 million impairment of a note receivable. Total revenues for the year ended December 31, 2003 increased 35% to \$176 million as compared to the same period of 2002 as a result of increased net premiums earned, investment income and realized gains from the sale of investments. Net premiums earned for the year ended December 31, 2003 increased 49% to \$109 million from the same period of 2002 due to increases in net premiums earned in the Company's core lines of business. Net cash flow from operations increased to \$80 million for the year ended December 31, 2003 from \$38 million in the same period of 2002.

**December 31, 2003 compared to December 31, 2004**

Net earnings from insurance operations for the twelve months ended December 31, 2004 include reserve strengthening of \$14.4 million for prior accident years. The increase in net earnings from real estate operations was due to closings of units at Harbour Village with higher profit margins. Earnings from other items include a \$2.6 million payment received by the Company in settlement of an impaired note receivable that was written off in the fourth quarter of 2003. Total revenues for the year ended December 31, 2004 increased 22% to \$215 million compared to 2003 as a result of increased net premiums earned, real estate and investment income. Net premiums earned for the year ended December 31, 2004 increased 25% to \$136 million from 2003 due to increases in the Company's core business lines. Investment income increased 69% to \$9.8 million compared to 2003 as a result of increased invested assets. Net cash flow from operations increased to \$90 million for the year ended December 31, 2004 from \$80 million in 2003.

The Company's book value per share increased 16% to \$16.04 at December 31, 2004 from \$13.80 at December 31, 2003, due primarily to the Company's net earnings during the year.

The following table sets forth Company consolidated premium and total revenue information

	<u>Year Ended December 31,</u>			
	<u>2002</u>	<u>2003</u>	<u>2004</u>	<u>2002</u> <u>to</u> <u>2003</u>
	(Dollars in thousands)			
Net premiums written:				
Environmental	\$15,187	\$ 27,233	\$ 35,024	79.3%
Excess and Surplus Programs	46,194	73,572	77,894	59.3
Other	10,217	15,152	17,530	48.3
	<u>15,325</u>	<u>15,521</u>	<u>1,473</u>	<u>1.3</u>
Total net premiums written	<u>86,923</u>	<u>131,478</u>	<u>131,921</u>	<u>51.3%</u>
Net premiums earned:				
Environmental	\$12,796	\$ 22,446	\$ 32,152	75.4%
Excess and Surplus Programs	37,162	57,379	79,781	55.4
Other	6,724	14,068	16,605	109.2
	<u>16,900</u>	<u>15,441</u>	<u>7,853</u>	<u>(8.6)</u>
Total net premiums earned	73,582	109,334	136,391	48.6
Net investment income	4,388	5,801	9,773	32.2
Net realized gains	685	3,140	208	358.4
Real estate income	51,781	57,555	67,967	11.2
Other income	<u>227</u>	<u>161</u>	<u>318</u>	<u>(29.1)</u>
Total Revenues	<u>\$130,663</u>	<u>\$175,991</u>	<u>\$214,657</u>	<u>34.7%</u>

The following table sets forth the components of our GAAP combined ratio for the period

	<u>Year Ended December 31,</u>		
	<u>2002</u>	<u>2003</u>	<u>2004</u>
December 31, 2003 compared to December 31, 2004			23

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Insurance operations			
Loss & loss adjustment expense ratio	57.1%	60.2%	68.6%
Expense ratio	<u>44.2</u>	<u>36.6</u>	<u>34.1</u>
Combined ratio	<u>101.3%</u>	<u>96.8%</u>	<u>102.7%</u>

### Net Premiums Earned

*Environmental.* The environmental business had another year of strong premium growth. This growth was attributable to the Company's strategy of growing this segment. The Company opened an office in Denver, Colorado in the second quarter of 2004 and the Cherry Hill, New Jersey office began its third full year of operations and expanded its underwriting staff as compared to prior years. The Atlanta, Georgia office also increased its underwriting staff and expanded its distribution of the ProStar online quoting system to qualified brokers (Prostar was introduced by the Company in 2001 as part of its strategy to grow this line of business). While the market has experienced the entrance of new competitors and a general leveling of pricing, the Company believes its growth strategy will continue to be effective.

*Excess and Surplus.* While there have been signs of market conditions softening with less business being shifted out of the standard market to the excess and surplus market, as well as a general leveling of pricing in the market, the Company continued to capitalize on current market conditions. The Company's growth strategy allows for increased capacity in this unit, the Company intends to diversify its risk portfolio both geographically and by class of business. The Company also intends to maintain its underwriting and pricing discipline in this changing market. In addition, the Company introduced a new excess coverage product in the second quarter of 2004 to meet the market need for higher limits of liability above the Company's current policies.

*Programs.* Historically, the Company has not retained significant portions of risk (<10%) in this line; however, as it sees opportunities to generate underwriting profits on existing programs, it is prepared to take advantage of those opportunities. Hence, effective in 2002, the Company took significant risk (70%) on a pest control operators program and in 2002 and 2003 expanded its risk position in other programs (10-25%). Based on the opportunities available in the marketplace, the Company will continue to look for specialty niche program opportunities where it can take more significant risk positions. The Company had 15 active programs at the end of 2004 producing business as compared to 14 at the end of 2003.

*Other.* The decrease in other premium earnings is attributable to our exiting specific lines of business that no longer fit in our business model. During 2003, the Company made the decision to only offer renewal policies for workers' compensation business; that line will be in full run-off starting in the second quarter of 2005. In 2002, the Company exited the employee leasing and staffing workers' compensation line, exited habitational/manufacturing commercial lines, and substantially reduced surety writings due to adverse loss experience and the lack of affordable reinsurance. In 2004, surety net earned premiums and net written premiums increased by approximately \$468,000 and \$440,000, respectively, compared to 2003. This increase is attributable to the Company's recent efforts to modestly expand its surety business as a supporting product line to the environmental segment. During the second quarter of 2004 the Company entered into a \$2 million per bond 50% quota share reinsurance agreement to facilitate more underwriting opportunities. In addition, the Company's assumed liability program, currently in run-off, which had net written premiums of \$7.5 million and \$8.7 million in 2002 and 2003 respectively, and minimal written premiums in 2004.

### Net Investment Income

The 69% increase in net investment income from 2003 to 2004 is attributable to an increase in the Company's invested assets. Average invested assets increased from \$167 million to \$275 million for 2004, and the pre-tax investment yield increased from 3.5% to 3.6%, 2003 to 2004. This increase is consistent with overall market interest rate increases in the latter part of 2004. The 32% increase in net investment income from 2002 to 2003 is similarly attributable to increases in the Company's invested assets offset by a decrease in the investment yield. Average invested assets increased from \$101 million for 2002 to \$167 million for 2003, and the pre-tax investment yield decreased from 4.3% to 3.5% from 2002 to 2003. This decrease is consistent with overall market interest rate declines in 2002 and 2003.

### Net Realized Gains

Net realized gains decreased in 2004 as compared to 2003. As a result of the historically low interest rate environment of early 2003, the Company chose to realize certain interest sensitive gains on its bond portfolio. This sale of bonds contributed \$3 million to the total net realized gains in 2003.



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### Real Estate Income

Real estate income was \$68 million in 2004, \$58 million in 2003, and \$52 million in 2002. This revenue is generated from closings of condominium units and boat slips at our real estate project known as Harbour Village. We do not recognize revenue until a closing occurs and title passes to the buyer. The following chart shows the number of condominium units and boat slips that were closed each year:

	<u>2002</u>	<u>2003</u>	<u>2004</u>
Condominium Units	160	197	203
Boat Slips	<u>62</u>	<u>17</u>	<u>4</u>
Total	<u>222</u>	<u>214</u>	<u>207</u>

The Company had an increase in real estate income in 2004 as compared to other years resulting from increased closings of units and higher priced unit closings. The average sales price of condominiums closed in 2004 was \$297,000 as compared to \$275,000 in 2003 and \$274,000 in 2002. Real estate income and sales will be minimal in 2005 as most units are sold and closed and the Company does not expect to engage in any further real estate activities in the future. The earnings and funds generated from Harbour Village are being redeployed into the Company's insurance operations as the project is completed.

### Loss and Loss Adjustment Expense Ratio

Our 2004 ratio increased 8.4 points from 60.2% to 68.6% due to a combination of factors. The excess and surplus segment experienced adverse loss development of \$7.7 million. Of this amount \$4.7 million was attributable to certain New York contractor risks written in 2001. Exposure to New York contractor risks was significantly reduced during 2002 and 2003. In response to this development and management's concern that existing reserves for this segment might be inadequate, the Company commenced an actuarial reserve evaluation of this segment. Following completion of this evaluation, the Company changed actuarial reserving methodologies and recorded \$3.0 million of additional reserves during the third quarter of 2004. During 2004, the Company experienced adverse loss development of \$5.1 million on its other segment. Of this amount \$1.6 million related to the Company's assumed liability program, \$2.9 million related to increases in workers' compensation reserves and \$550,000 related to increases in commercial lines reserves. All of these three lines of business are currently in run-off.

Our 2003 ratio increased 3.1 percentage points from 57.1% to 60.2% due to a combination of factors. Negative reserve development contributed an additional 5 percentage points to the 2003 loss ratio. That development was primarily associated with adverse loss experience on our workers' compensation lines currently in run-off. See discussion under the Loss and Loss Adjustment Expense Reserve heading in Item 1 of this Report for further information. An offsetting factor to such reserve development was the continuing implementation of our growth strategies in our core business lines.

### Acquisition Expenses

Acquisition expenses are amounts that are paid to agents and brokers for the production of premium for the Company offset in part by the ceding commissions we retain from our reinsurers. For our program business, fees are typically earned through ceding commissions and have the effect of lowering our acquisition expenses. Acquisition expenses also include amounts paid for premium taxes to the states where we do business on an admitted basis. Acquisition expenses were \$27 million in 2004, \$22 million in 2003, and \$15 million in 2002. Acquisition expenses as a function of net earned premiums were 19% in 2004 and were 20% in both 2003 and 2002.

### Real Estate Expenses

Real estate expenses were \$55 million in 2004, \$54 million in 2003, and \$49 million in 2002. The majority of real estate expenses, including construction costs, capitalized interest and commissions (variable costs) are recognized at the same time as revenue is recognized. General and administrative expenses (fixed costs) are expensed as incurred. The following chart shows the components of costs (in millions):

	<u>2002</u>	<u>2003</u>	<u>2004</u>
Variable	\$44	\$50	\$47
Fixed	<u>5</u>	<u>4</u>	<u>8</u>
Total	<u>\$49</u>	<u>\$54</u>	<u>\$55</u>

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These variable costs, when applied to real estate revenue, produced gross margins of 30% in 2004, 14% in 2003, and 15% in 2002. The increase in gross margin was due to higher average sales price on the Links units in 2004 as compared to units closed in 2003 and 2002.

### Other Expenses

Other expenses decreased to \$9.6 million in 2004 from \$14.6 million in 2003. Other expenses in 2004 include a \$2.6 million recovery related to impaired notes receivable and other expenses in 2003 included a \$3.9 million impairment charge. Absent these charges other expenses increased to \$12.2 million from \$10.7 million in 2003, due to additional interest costs, depreciation, audit and travel.

### Rescission Expenses

Rescission expenses decreased to a benefit of \$230,000 in 2004 from an expense of \$255,000 in 2003. The benefit in 2004 includes a \$1.8 million payment received in settlement of professional liability claims in the rescission matter. Also included in 2004 are \$1.4 million of additional expenses as a result of adverse court rulings in March 2005.

### Operations by Geographic Segment

*Net Income.* Net Income from Bermuda operations increased to \$9.2 million in 2004 compared to \$1.6 million in 2003 and \$1.0 million in 2002. The 2004 increase is attributable to the Company collecting \$2.6 million as final settlement of a note receivable for which an allowance was established in 2003 and the remainder of the increase is due to growth in insurance operations. Net income from US operations decreased to \$5.5 million in 2004 compared to \$5.8 million in 2003 and \$1.5 million in 2002. The overall decrease in US operations is primarily resulting from a decrease in insurance operations resulting from adverse loss development off set by an increase in real estate operating results.

*Assets.* Assets from Bermuda operations have increased to \$134.8 million at the end of 2004 compared to \$104.1 million at the end of 2003 and \$49.7 million at the end of 2002. This increase is a result of a public stock offering in 2003 and an increase in premium writings assumed from growing United States operations. Assets from US operations at the end of 2004 were \$449.3 million, compared to \$410.2 million at the end of 2003 and \$339.6 million at the end of 2002. This change was a result of increased premium writings as the Company has capitalized on favorable market conditions off set by a decrease in real estate assets at the end of 2004. Real estate assets decreased at the end of 2004 as the Harbour Village project nears completion.

*Equity.* Equity of the Bermuda operations increased to \$52.6 million at the end of 2004 compared to \$44.9 million at the end of 2003 and \$16.6 million at the end of 2002. This increase is largely due to a public stock offering in 2003 which raised approximately \$27 million in new equity, higher net income and increased net unrealized gains in the Company's investment portfolio offset by a stock repurchase during the third quarter of 2004. Equity of the US operations was \$56.1 million at the end of 2004, compared to \$50.4 million at the end of 2003 and \$45.9 million at the end of 2002. This increase was a result of higher net income and increased net unrealized gains in the Company's investment portfolio.

### **Liquidity and Capital Resources**

The Company meets its cash requirements and finances its growth principally through cash flows generated from operations. Since 2000 the Company has operated in a hardening market with increased insurance premium rates for general liability coverages and increased fees for program business opportunities. During 2004, the Company began to experience a leveling of premium rates due to entrance of new insurance competitors and overall market conditions. The Company's primary sources of short-term cash flow are premium writings, investment income and income from real estate development sales. Short-term cash requirements relate to claims payments, reinsurance premiums, commissions, salaries, employee benefits, real estate development expenses, and other operating expenses. Due to the uncertainty regarding the timing and amount of settlements of unpaid claims, the Company's future liquidity requirements may vary; therefore, the Company has structured its investment portfolio maturities to allow for variations in those factors. The Company believes its current cash flows are sufficient for the short-term needs of its business and its invested assets are sufficient for the long-term needs of our insurance business.

Net cash provided from operations was \$89.8 million for the year ended December 31, 2004, \$80.2 million for the year ended December 31, 2003 and \$38.4 million for the year ended December 31, 2002. During 2004, the Company received \$2.6 million in

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final settlement of previously fully reserved notes receivable and also received \$1.8 million in settlement of professional liability claims against parties who are involved in the Principal Management rescission litigation.

The Company's ability to pay future dividends to shareholders will depend, to a significant degree, on the ability of its subsidiaries to generate earnings from which to pay dividends. The jurisdictions in which the Company and its insurance and reinsurance subsidiaries are domiciled place limitations on the amount of dividends or other distributions payable by insurance companies in order to protect the solvency of insurers. Given the Company's growth and the capital requirements associated with that growth, the Company does not anticipate paying dividends on the common shares in the near future.

We anticipate the completion of Harbour Village during 2005. At December 31, 2004, the Company had no outstanding borrowings on a development and construction loan facility. The estimated completion cost for the remainder of Harbour Village is approximately \$1.6 million and represents amounts needed to construct a beach club. Management believes that cash on hand will meet the remaining liquidity needs of Harbour Village. See Exhibit 99 for further information regarding Harbour Village.

### Contractual Obligations

Our contractual obligations at the end of 2004 were (in thousands):

	Total	Less than 1 year	1-3 Years	3-5 Years
Long term debt	\$ 13,020	\$ 126	\$ -	\$ -
Interest	3,365	948	1,896	521
Operating leases	1,497	587	910	-
Total Contractual Obligations	\$ 17,882	\$ 1,661	\$ 2,806	\$ 521

For these purposes we have excluded routine purchase of services, including insurance, that are expected to be used in the ordinary course of our business. More information about our contractual obligations is in Note 8 to our consolidated financial statements. The above table includes interest payments through the expirations of interest rate swaps as discussed in Note 8 in the financial statements. At that time the Company may redeem the debt or continue with variable interest payments

### Critical Accounting Estimates

The accounting estimates described below are those we consider critical in preparing our financial statements. These policies include significant estimates made by management using information available at the time the estimates are made. However, as described below, these estimates could change materially if different information or assumptions were used.

Investments. We routinely review our investments that have experienced declines in fair value to determine if the decline is other than temporary. These reviews are performed with consideration of the facts and circumstances of an issuer in accordance with the Securities and Exchange Commission ("SEC") Staff Accounting Bulletin No. 59, Accounting for Non-Current Marketable Equity Securities; Statement of Financial Accounting Standards ("SFAS") No. 115, Accounting for Certain Investments in Debt and Equity Securities; and related guidance. The identification of distressed investments, and the assessment of whether a decline is other than temporary involve significant management judgment and require evaluation of factors including but not limited to:

Percentage decline in value and the length of time during which the decline has occurred,

Recoverability of principal and interest,

Market conditions,

Ability to hold the investment to maturity,

A pattern of continuing operating losses of the issuer,

Rating agency actions that affect the issuer's credit status,

Adverse changes in the issuer's availability of production resources, revenue sources, technological conditions, and

Adverse changes in the issuer's economic, regulatory or political environment.

*Reserves.* Certain of our insurance policies and reinsurance assumed, including general and pollution liability policies covering environmental remediation, excess and surplus, and workers' compensation risks, may be subject to claims brought years after an incident has occurred or the policy period has ended. We are required to maintain reserves to cover the unpaid portion of our ultimate liability for losses and loss adjustment expenses with respect to (i) reported claims and (ii) incurred but not reported claims. A full actuarial analysis is performed to provide this estimate of all unpaid loss and loss adjustment expense obligations of the Company under the terms of its contracts and agreements. In evaluating whether the reserves make a reasonable provision for unpaid loss and loss adjustment expense, it is necessary to project future loss and loss adjustment expense payments. It is certain that the actual future losses and loss adjustment expenses will not develop exactly as projected and may, in fact, vary significantly from the projections. If the net reserves were to change by plus 5% this would reduce pre-tax income by \$9.2 million. If the net loss reserves were to change to minus 5% this would increase pre-tax income by \$9.2 million.

With respect to reported claims, reserves are established on a case-by-case basis. The reserve amounts on each reported claim are determined by taking into account the circumstances surrounding each claim and policy provisions relating to the type of loss. Loss reserves are reviewed on a regular basis, and as new information becomes available, appropriate adjustments are made to reserves.

In establishing reserves, several methods are employed in determining ultimate losses: the expected loss ratio method; the Bornhuetter-Ferguson method based on expected loss ratios, paid losses and reported losses; and the loss development method based on paid and reported losses. The first method uses industry expected losses adjusted for our experience while the last method relies on industry payment and reporting patterns to develop our actual losses. The Bornhuetter-Ferguson method is a combination of the other two methods, using expected loss ratios to produce expected losses, then applying loss payment and reporting patterns to the expected losses to produce the expected IBNR. We review the ultimate projections from all three methods and, based on the merits of each method, determine our estimated ultimate losses.

However, the establishment of appropriate loss reserves is an inherently uncertain process, and there can be no assurance that such ultimate payments will not materially exceed our reserves.

*Deferred Income Taxes.* We are required to establish a valuation allowance for the portion of any deferred tax asset, that we believe will not be realized. The majority of our deferred tax assets associated with the Harbour Village project should be realized in 2005, given current estimates of completion for the project. The majority of our deferred taxes associated with our premium writings will be realized over the policy period and payout of related claims. Given the historical loss position of American Safety RRG, it has established a 100% valuation allowance on its deferred tax assets. Except for the deferred tax assets associated with American Safety RRG described above, we believe it is more likely than not that we will realize the full benefit of our deferred tax assets described herein; therefore no additional valuation allowance has been established.

## **Income Taxes**

We are incorporated under the laws of Bermuda and, under current Bermuda law, are not obligated to pay any taxes in Bermuda based upon income or capital gains. We have received an undertaking from the Minister of Finance in Bermuda pursuant to the provisions of The Exempted Undertakings Tax Protection Act 1966, which exempts us and our shareholders, other than shareholders ordinarily resident in Bermuda, from any Bermuda taxes computed on profits, income or any capital asset, gain or appreciation, or any tax in the nature of estate, duty or inheritance until March 28, 2016. Exclusive of our U.S. subsidiaries, we do not consider ourselves to be engaged in a trade or business in the U.S. and accordingly do not expect to be subject to direct U.S. income taxation. Our U.S. subsidiaries are subject to taxation in the U.S.

## **Impact of Inflation**

Property and casualty insurance premiums are established before the amounts of losses and loss adjustment expenses are known and therefore before the extent by which inflation may affect such expenses is known. Consequently, we attempt, in establishing our premiums, to anticipate the potential impact of inflation. However, for competitive and regulatory reasons, we may be limited in raising premiums consistent with anticipated inflation, in which event we, rather than our insureds, would absorb

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inflation costs. Inflation also affects the rate of investment return on our investment portfolio with a corresponding effect on our investment income.

### Combined Ratio

The combined ratio of an insurance company measures only the underwriting results of insurance operations and not the profitability of the overall company. Our reported combined ratio for our insurance operations may not provide an accurate indication of our overall profitability. For instance, depending on our mix of business, the combined ratio may fluctuate from time to time and may not reflect the overall profitability of our insurance operations.

### Variable Interest Entities

In January 2003, the FASB issued FASB Interpretation No. 46 (FIN 46). This interpretation requires the consolidation of entities in which an enterprise absorbs a majority of the entity's expected losses, receives a majority of the expected residual gains, or both, as a result of ownership, contractual or other financial interests in the entity. In December 2003, the FASB issued a revised version of FIN 46, FIN 46(R), which finalized the accounting guidance for VIE. As a result of adopting FIN 46(R), the Company consolidated its non-subsiary affiliate American Safety RRG.

### Off-Balance Sheet Arrangements

The Company has guaranteed a \$2 million letter of credit to the State of Vermont on behalf of American Safety RRG, its non-subsiary affiliate, since 1988.

### Forward Looking Statements

This Report contains forward-looking statements within the meaning of United States' securities laws that are intended to be covered by the safe harbors created thereby. Such statements reflect the Company's current views with respect to future events and financial performance, including insurance market conditions, future insurance claims and losses, and completion and profitability of the Harbour Village real estate project, as presented in the Company's consolidated financial statements and Exhibit 99 to this Report. In addition, all statements, other than statements of historical facts, included or incorporated by reference in this Report that address activities, events or developments that the Company expects or anticipates will or may occur in the future constitute forward-looking statements.

Forward-looking statements involve risks and uncertainties which may cause actual results to differ materially, and are subject to change based on various insurance industry factors, including, without limitation, competitive conditions in the insurance industry, levels of new and renewal insurance business, developments in loss trends, adequacy and changes in loss reserves and actuarial assumptions, timing or collectibility of reinsurance receivables, market acceptance of new coverages and enhancements, changes in reinsurance costs and availability, potential adverse decisions in litigation and arbitration proceedings (including the outcome of the Principal Management acquisition rescission litigation), and changes in levels of general business activity and economic conditions. With respect to the development of the Harbour Village project, such forward-looking statements involve risks and uncertainties, which may cause actual results to differ materially, and are subject to change, based on various real estate development industry factors, including risks inherent in real estate development and new construction, and litigation.

Although the Company believes that the assumptions underlying the forward-looking statements contained herein are reasonable, any of the assumptions could over time prove to be inaccurate and therefore, there can be no assurance that the forward-looking statements included in this Report will themselves prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements included herein, the inclusion of such information should not be regarded as a representation by the Company or any other person that the objectives and plans of the Company will be achieved. The Company expressly disclaims any obligation to update any forward-looking statements except as required by law.

### Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Market risk is the risk of economic losses due to adverse changes in the estimated fair value of a financial instrument as the result of changes in equity prices, interest rates, foreign exchange rates and commodity prices. Our Consolidated Balance Sheets include assets whose estimated fair values are subject to market risk. The primary market risks to us are interest rate and credit risk associated with our investments in fixed maturity securities. We have no direct commodity or foreign exchange risk as of

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December 31, 2004. The estimated fair value of our investment portfolio at December 31, 2004 was \$329 million, of which 94.8% was invested in fixed maturities and short-term investments, 0.6% was invested in real estate and 4.6% in equities.

**Interest Rate Risk.** Our fixed maturity holdings are invested predominantly in high quality corporate, government and municipal bonds with relatively short durations. The fixed maturity portfolio is exposed to interest rate fluctuations; as interest rates rise, their fair values decline and as interest rates fall, their fair values rise. The changes in the fair market value of the fixed maturity portfolio are presented as a component of shareholders' equity in accumulated other comprehensive income, net of taxes.

We work to manage the impact of interest rate fluctuations on our fixed maturity portfolio. The effective duration of the fixed maturity portfolio is managed with consideration given to the estimated payout timing of our liabilities. We have investment policies which limit the maximum duration and maturity of individual securities within the portfolio and set target levels for average duration and maturity of the entire portfolio.

The table below summarizes our interest rate risk and shows the effect of hypothetical changes in interest rates as of December 31, 2004. The selected hypothetical changes do not indicate what would be the potential best or worst case scenarios (dollars in thousands):

	Estimated Fair Value at December 31, 2004	Hypothetical Change in Interest Rate (bp=basis points)	Estimated Fair Value after Hypothetical Change in Interest Rate	Pe Share
Total Fixed Maturity	\$311,956	200bp decrease	\$335,470	
Investments (including short-term investments)		100bp decrease	324,156	
		100bp increase	300,586	
		200bp increase	288,453	

Interest rate risk related to our loans payable to American Safety Capital Trust and American Safety Capital Trust II, our non-consolidated wholly-owned subsidiaries, is managed through the use of interest rate swaps. We have utilized these derivative instruments to effectively hedge our exposure to interest rate fluctuations for the first five years of the debt obligations.

**Credit Risk.** We invest primarily in the debt securities markets, which exposes us to credit risk. Credit risk is a consequence of extending credit and/or carrying investment positions. We require that all securities be rated investment grade at the time of purchase. We use specific criteria to judge the credit quality and liquidity of our investments and use a variety of credit rating services to monitor these criteria. See discussion under *Investments* in Item 1 of this Report.

### Item 8. Financial Statements and Supplementary Data

The Company's consolidated financial statements required under this Item 8 are included as part of Item 14 of this Report.

### Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

On July 26, 2004 the Company dismissed KPMG LLP ( *KPMG* ) as the principal accountant to audit the Company's financial statements. The decision to change accountants was approved by the Audit Committee of the Board of Directors of the Company.

*KPMG*'s audit reports on the Company's consolidated financial statements as of and for the fiscal years ended December 31, 2003 and 2002 did not contain an adverse opinion or disclaimer of opinion nor were such reports qualified or modified as to uncertainty, audit scope, or accounting principles.

In connection with the audits of the two fiscal years ended December 31, 2003 and 2002 and the subsequent interim period through July 26, 2004, there were no disagreements with *KPMG* on any matter of accounting principles or practices, financial statement disclosure, or auditing scope of procedure that, if not resolved to *KPMG*'s satisfaction, would have caused *KPMG* to make reference to the subject matter of the disagreement in connection with its report. During the Company's two most recent fiscal years and the subsequent interim period, the Company has had no reportable events as defined in Item 304(a)(1)(v) of Regulation S-K.

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BDO Seidman, LLP has been engaged by the Company as its new principal accountants to audit the Company's financial statements for its fiscal year ending December 31, 2004.

### Item 9A. Controls and Procedures

#### Evaluation of Disclosure Controls and Procedures

As of December 31, 2004, an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities and Exchange Act of 1937) was carried out on behalf of American Safety Insurance Holdings, Ltd., and its subsidiaries by our management with the participation of our Chief Executive Officer and Chief Financial Officer. Based upon the evaluation, management concluded that these disclosure controls and procedures were effective as of December 31, 2004.

In addition, during the fourth quarter of our year ended December 31, 2004, no change in our internal control over financial reporting (as defined in Rule 13A-15(f) under the Securities and Exchange Act of 1934) occurred that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

#### Changes in Internal Controls

There were no changes in our internal controls over financial reporting that occurred during our last fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

### Item 9B. Other Information

None.

## PART III

### Item 10. Directors and Executive Officers of the Registrant

The information required by this Item 10. regarding directors and executive officers of the Company will be set forth in the Company's 2005 Proxy Statement which will be filed with the Securities and Exchange Commission pursuant to applicable regulations, and is hereby incorporated by this reference. Additional information required by this Item 10. with respect to executive officers is set forth in Item 4. of this Report.

The information set forth in the second paragraph of Item 1. of this Report is incorporated herein by reference. The code of business conduct and ethics referenced therein applies to our principal executive officers, principal financial officer, principal and senior accounting officers or controller, or persons performing similar functions.

### Item 11. Executive Compensation

The information required by this Item 11. regarding executive compensation will be set forth in the Company's 2005 Proxy Statement which will be filed with the Securities and Exchange Commission pursuant to applicable regulations, and is hereby incorporated by this reference.

### Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this Item 12. regarding security ownership of certain beneficial owners and management of the Company will be set forth in the Company's 2005 Proxy Statement which will be filed with the Securities and Exchange Commission pursuant to applicable regulations, and is hereby incorporated by this reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

**Item 13. Certain Relationships and Related Transactions**

The information required by this Item 13. regarding certain relationships and related transactions of the Company will be set forth in the Company's 2005 Proxy Statement which will be filed with the Securities and Exchange Commission pursuant to applicable regulations, and is hereby incorporated by this reference.

**Item 14. Principal Accountant Fees and Services**

The information required by this Item 14. regarding principal accountant fees and services will be set forth in the Company's 2005 Proxy Statement which will be filed with the Securities and Exchange Commission pursuant to applicable regulations, and is hereby incorporated by reference.

**PART IV**

**Item 15. Exhibits, Financial Statements Schedules, and Reports on Form 8-K**

(a) Financial Statements Schedules, and Exhibits

1. Financial Statements

The following is a list of financial statements, together with Reports thereon, filed as part of this Report:

Report of BDO Seidman, LLP Independent Registered Public Accounting Firm.

Report of KPMG LLP Independent Registered Public Accounting Firm

Consolidated Balance Sheets at December 31, 2003 and 2004

Consolidated Statements of Operations for the Years Ended December 31, 2002, 2003 and 2004

Consolidated Statements of Shareholders' Equity for the Years Ended December 31, 2002, 2003 and 2004

Consolidated Statements of Cash Flow for the Years Ended December 31, 2002, 2003 and 2004

Consolidated Statements of Comprehensive Earnings for the Years Ended December 31, 2002, 2003 and 2004

Notes to Consolidated Financial Statements

Selected Quarterly Financial Data

2. Financial Statement Schedules and Exhibits

The following is a list of financial statement schedules and exhibits filed as part of

Schedule/Exhibit Number

-	Schedule II	-	Condensed Financial Statements (Parent only)
-	Schedule III	-	Supplemental Information
-	Schedule IV	-	Reinsurance
-	Exhibit 23.1	-	Consent of Independent Registered Public Accounting Firm, BDO Seidman, LLP
-	Exhibit 23.2	-	Consent of Independent Registered Public Accounting Firm, KPMG LLP



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Other schedules have been omitted as they are not applicable to the Company, or the required information has been included in the financial statements and related notes.

### 3. Exhibits

The following is a list of exhibits required to be filed as part of this Report:

<u>Exhibit Number</u>	<u>Title</u>
3.1*	Memorandum of Association of American Safety Insurance Holdings, Ltd.
3.2*	Form of Bye-Laws of American Safety Insurance Holdings, Ltd.
3.3 ++	Audit Committee Charter
3.4 ++	Nominating and Corporate Governance Committee Charter
3.5 ++	Compensation Committee Charter
4.1*	Common Share Certificate
4.2*****	Amended and Restated Declaration of Trust of American Safety Insurance Holdings, Ltd. dated as of May 22, 2003 among American Safety Insurance Holdings, Ltd. (formerly known as American Safety Insurance Group, Ltd.), as guarantor, Steven B. Mathis, Stephen R. Crim, and Fred J. Pinckney, as administrators.
4.3*****	Indenture dated as of May 22, 2003 between American Safety Insurance Holdings Corp., American Safety Insurance Holdings, Ltd. (formerly known as American Safety Insurance Group, Ltd.), as guarantor, and Wilmington Trust Company, as trustee.
4.4*****	Guarantee Agreement dated as of May 22, 2003, between American Safety Insurance Holdings, Ltd. (formerly known as American Safety Insurance Group, Ltd.), as guarantor, and Wilmington Trust Company, as trustee.
4.5*****	Amended and Restated Trust Agreement of American Safety Insurance Holdings, Ltd. dated as of September 30, 2003 among American Safety Insurance Holdings, Ltd., as depositor, JPMorgan Chase Bank, as Property trustee, Chase Bank, N.A., National Association, as Delaware trustee, and Steven B. Mathis, Stephen R. Crim and Fred J. Pinckney, as administrators.
4.6*****	Junior Subordinated Indenture dated as of September 30, 2003 between American Safety Holdings Corp. and JPMorgan Chase Bank, as guarantor.
4.7*****	Guarantee Agreement dated as of September 30, 2003 among American Safety Insurance Holdings Corp., as guarantor, American Safety Insurance Holdings, Ltd., as parent guarantor and JPMorgan Chase Bank, as guarantee trustee.
10.1*	Incentive Stock Option Plan
10.2****	First Amendment to Incentive Stock Option Plan
10.3*	Directors Stock Award Plan
10.4**	Lease Agreement between 1845 Tenants-In-Common (formerly known as Exchange, L.L.C.) and American Safety Insurance Services, Inc., known as Environmental Management Services, Inc.) for office space located in Atlanta, Georgia.
10.5*	Program Management Agreement between Synergy Insurance Services, Inc. (formerly known as American Safety Insurance Services, Inc.) and American Safety Risk Retention Group, Inc.
10.5(a)****	Amended and Restated Program Management Agreement between Synergy Insurance Services, Inc. and American Safety Risk Retention Group, Inc.
10.6****+	Employment Agreement between the American Safety Insurance Services, Inc. and Stephen R. Crim
10.7****+	Employment Agreement between Rivermar Contracting Company and Treadway
12	Ratio of Earnings to Fixed Charges
14 ++	Code of Business Conduct and Ethics
16*****	Letter from KPMG LLP regarding change in Certifying Accountant
21***	Subsidiaries of the Company
23.1	Auditor Consent for BDO Seidman, LLP
23.2	Auditor Consent for KPMG LLP

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31.1 Certification of Chief Executive Officer  
31.2 Certification of Chief Financial Officer  
32.1 Certifications of Chief Executive Officer and Chief Financial Officer  
99 Harbour Village Development Status

\*Incorporated by reference to the Exhibits to Registrant's Amendment No. 1 to Form S-1 (Registration No. 333-42749)

\*\*Incorporated by reference to the Exhibits to Registrant's Registration Statement S-1 (Registration No. 333-42749)

\*\*\*Incorporated by reference to the Exhibits to Registrant's Annual Report filed for fiscal year ended December 31, 2001 (File No. 1-14795)

\*\*\*\*Incorporated by reference to the Exhibits to Registrant's Registration Form S-1 (Registration No. 333-10065)

\*\*\*\*\* Incorporated by reference to the Exhibits to the Current Report on Form 1-14795)

\*\*\*\*\* Incorporated by reference to the Exhibits to the Current Report on Form 1-14795)

\*\*\*\*\* Incorporated by reference to the Exhibit to the Current Report on Form 1-4795)

+Management contract or compensatory plan or arrangement.

++ Incorporated by reference to the Exhibits to Registrant's Annual Report filed for fiscal year ended December 31, 2003 (File No. 1-14795)

On November 8, 2004, the Company filed a report on form 8-K with respect to the reporting its financial results for the third quarter ended September 30, 2004.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized on March 29, 2005.

AMERICAN SAFETY INSURANCE HOLDINGS LTD

By: /s/ Stephen R. Crim  
Stephen R. Crim  
President

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed by the undersigned in the capacities indicated on March 29, 2005.

**Signature**

**Title**

/s/ Stephen R. Crim  
Stephen R. Crim

President and Director  
(Principal Executive Officer)

/s/ Steven B. Mathis  
Steven B. Mathis

Chief Financial Officer  
(Principal Financial Officer and  
Accounting Officer)

/s/ Cody W. Birdwell  
Cody W. Birdwell

Chairman of the Board of Directors

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<u>/s/ David V. Brueggen</u> David V. Brueggen	Director
<u>/s/ Lawrence I. Geneen</u> Lawrence I. Geneen	Director
<u>/s/ Frank D. Lackner</u> Frank D. Lackner	Director
<u>/s/ William O. Mauldin</u> William O. Mauldin, Jr.	Director
<u>/s/ Thomas W. Mueller</u> Thomas W. Mueller	Director
<u>/s/ William A. Robbie</u> William A. Robbie	Director
<u>/s/ Jerome D. Weaver</u> Jerome D. Weaver	Director

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Exhibit 31.1

**Certification Pursuant to § 302 of the Sarbanes-Oxley Act of 2002**

I, Stephen R. Crim, certify that:

- 1) I have reviewed this report on Form 10-K of American Safety Insurance Holdings, Ltd.;
- 2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Report;
- 3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- 4) The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) for the registrant and we have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
  - (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that materially affected, or is

reasonably likely to materially affect, the registrant's internal control over financial reporting; and

- 5) The registrant's other certifying officer(s), and I have disclosed, based on our most recent evaluation of internal control over the financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing similar functions):
  - (a) All significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and Report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls.

Date: March 29, 2005

/s/ Stephen R. Crim

Stephen R. Crim

Chief Executive Officer and

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Exhibit 31.2

**Certification Pursuant to § 302 of the Sarbanes-Oxley Act of 2002**

I, Steven B. Mathis, certify that:

- 1) I have reviewed this report on Form 10-K of American Safety Insurance Holdings, Ltd.;
- 2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Report;
- 3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- 4) The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) for the registrant and we have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
  - (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's

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fourth fiscal quarter in the case of an annual report) that materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

- 5) The registrant's other certifying officer(s), and I have disclosed, based on our most recent evaluation of internal control over the financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing similar functions):
- (a) All significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and Report financial information; and
- (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls.

Date: March 29, 2005

/s/Steven B. Mathis  
Steven B. Mathis  
Chief Financial Officer

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Exhibit 32.1

Certification Pursuant to § 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. § 1350)

The undersigned, as the chief executive and chief financial officers of American Safety Insurance Holdings, Ltd., certify that, to the best of our knowledge the Annual Report on Form 10-K for the period ended December 31, 2004, which accompanies this certification fully complies with the requirements of Section 13(a) of the Securities and Exchange Act of 1934 and the information contained in the annual report fairly presents, in all material respects, the financial condition and results of operations of American Safety Insurance Holdings, Ltd. At the dates and for the periods indicated. The foregoing certification is made pursuant to § 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. § 1350) and shall not be relied upon for any other purpose.

Dated this 29th day of March 2005.

/s/ Stephen R. Crim  
Stephen R. Crim  
President and Chief Executive Officer

/s/ Steven B. Mathis  
Steven B. Mathis  
Chief Financial Officer

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AMERICAN SAFETY INSURANCE HOLDINGS, LTD. AND SUBSIDIARIES

Consolidated Financial Statements

December 31, 2003 and 2004

With Independent Auditors' Report Thereon

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors American  
Safety Insurance Holdings, Ltd.

We have audited the accompanying consolidated balance sheet of American Safety Insurance Holdings, Ltd. and subsidiaries as of December 31, 2004 and the related consolidated statement of operations, shareholders' equity, and cash flows and comprehensive income for the year then ended. We have also audited the schedules II, III, IV as of and for the period ended December 31, 2004. These consolidated financial statements and schedules are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedules based on our audit. The consolidated financial statements of American Safety Insurance Holdings, Ltd. and subsidiaries as of December 31, 2003 and 2002, were audited by other auditors whose report dated March 24, 2004, expressed an unqualified opinion on those statements.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and schedules are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal controls over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes 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, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of American Safety Insurance Holdings, Ltd. and subsidiaries at December 31, 2004, and the results of its operations and its cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, the related schedules present fairly, in all material respects, the information set forth therein.

/s/BDO Seidman, LLP  
Atlanta, Georgia  
March 29, 2005

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors American  
Safety Insurance Holdings, Ltd.

We have audited the accompanying consolidated balance sheet of American Safety Insurance Holdings, Ltd. and subsidiaries as of December 31, 2003, and the related consolidated statements of operations, shareholders' equity, cash flow, and comprehensive earnings for each of the years in the two-year period ended December 31, 2003. In connection with our audits of the consolidated financial statements, we also have audited financial statement schedules II, III, and IV as of and for the periods ended December 31, 2003 and 2002. These consolidated financial statements and financial statement schedules are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedules based on our 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 audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

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In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of American Safety Insurance Holdings, Ltd. and subsidiaries as of December 31, 2003, and the results of their operations and their cash flow for each of the years in the two-year period ended December 31, 2003, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedules, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

/s/KPMG LLP  
Atlanta, Georgia  
March 28, 2004

### AMERICAN SAFETY INSURANCE HOLDINGS, LTD. AND SUBSIDIARIES

#### Consolidated Balance Sheets

December 31, 2003 and 2004

<u>Assets</u>	<u>2003</u>	<u>2004</u>
Investments:		
Fixed maturity securities available-for-sale, at fair value	\$214,043,420	\$286,057,4
Common stock, at fair value	2,694,736	15,081,3
Investment in real estate, at cost	37,855,549	2,005,4
Short-term investments	<u>5,680,817</u>	<u>25,898,1</u>
Total investments	260,274,522	329,042,4
Cash and cash equivalents	32,153,379	24,843,7
Restricted cash	1,767,614	144,5
Accrued investment income	2,771,691	3,308,4
Notes receivable	1,435,000	
Premiums receivable	27,944,508	21,093,8
Ceded unearned premium	27,109,135	25,454,6
Reinsurance recoverable	126,986,307	145,524,0
Deferred income taxes	11,684,609	9,080,9
Deferred policy acquisition costs	11,960,495	11,559,1
Property, plant and equipment, net	4,094,763	3,900,4
Other assets	<u>6,077,621</u>	<u>10,207,6</u>
Total assets	<u>\$514,259,644</u>	<u>\$584,159,9</u>

2003

#### Liabilities and Shareholders' Equity

Liabilities:		
Unpaid losses and loss adjustment expenses	\$230,103,754	\$321,
Unearned premiums	99,938,562	93,
Reinsurance on paid losses and loss adjustment expenses	6,486,149	6,
Ceded premiums payable	17,722,931	11,
Escrow deposits	9,235,847	
Accounts payable and accrued expenses	14,260,809	15,
Funds held	4,951,468	8,
Loans payable	30,441,348	13,
Deferred revenue	1,817,775	
Minority interest	<u>3,957,878</u>	<u>4,</u>
Total liabilities	418,916,521	475,

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Shareholders' equity:

Preferred stock, \$0.01 par value; authorized 5,000,000 shares; no shares issued and outstanding

Common stock, \$0.01 par value; authorized 15,000,000 shares; issued and outstanding at December 31, 2003 6,910,766 shares, and at December 31, 2004 6,781,721 shares

Additional paid-in capital

Retained earnings

Accumulated other comprehensive income, net

Total shareholders' equity

Total liabilities and shareholders' equity

-  
69,108  
52,744,720  
41,043,967  
1,485,328  
95,343,123

51,  
55,  
1,  
108,

\$584,

See accompanying notes to consolidated financial statements.

AMERICAN SAFETY INSURANCE HOLDINGS, LTD. AND SUBSIDIARIES

Consolidated Statements of Operations

Years ended December 31, 2002, 2003 and 2004

	<u>2002</u>	<u>2003</u>
Revenues:		
Direct premiums earned	\$137,048,600	\$175,916,243
Assumed premiums earned	8,259,374	8,486,420
Ceded premiums earned	<u>(71,725,522)</u>	<u>(75,068,826)</u>
Net premiums earned	73,582,452	109,333,837
Net investment income	4,388,416	5,800,536
Net realized gains	685,472	3,139,907
Real estate income	51,780,576	57,555,194
Other income	<u>226,197</u>	<u>161,785</u>
Total revenues	130,663,113	175,991,259
Expenses:		
Losses and loss adjustment expenses incurred	42,030,633	65,833,743
Acquisition expenses	15,166,600	21,817,717
Payroll and related expenses	8,526,990	9,048,799
Real estate expenses	48,527,026	53,998,892
Other expenses	11,315,790	14,635,404
Minority interest	128,044	311,774
Expenses due to (recovered from) rescission	<u>1,565,121</u>	<u>255,145</u>
Total expenses	<u>127,260,204</u>	<u>165,901,474</u>
Earnings before income taxes	3,402,909	10,089,785
Income taxes	<u>918,790</u>	<u>2,675,375</u>
Net earnings	<u>\$ 2,484,119</u>	<u>\$ 7,414,410</u>
Net earnings per share:		
Basic	\$0.52	\$1.45
Diluted	\$0.51	\$1.42
Average number of shares outstanding		
Basic	<u>4,735,933</u>	<u>5,105,770</u>



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Diluted 4,870,736 5,233,716

See accompanying notes to consolidated financial statements.

AMERICAN SAFETY INSURANCE HOLDINGS, LTD. AND SUBSIDIARIES

Consolidated Statements of Shareholders' Equity

Years ended December 31, 2002, 2003 and 2004

	<u>2002</u>	<u>2003</u>
Common stock - number of shares:		
Balance at beginning of period	4,698,027	4,739,888
Issuance of common shares	64,811	2,170,878
Repurchase of common shares	<u>(22,950)</u>	<u>-</u>
Balance at end of period	4,739,888	6,910,766
Common stock:		
Balance at beginning of period	\$46,980	\$47,399
Issuance of common shares	648	21,709
Repurchase of common shares	<u>(229)</u>	<u>-</u>
Balance at end of period	\$47,399	\$69,108
Additional paid-in capital:		
Balance at beginning of period	\$25,681,533	\$25,889,904
Issuance of common shares	394,631	26,854,816
Repurchase of common shares	<u>(186,260)</u>	<u>-</u>
Balance at end of period	\$25,889,904	\$52,744,720
Retained earnings:		
Balance at beginning of period	\$33,416,851	\$33,629,557
Net earnings	2,484,119	7,414,410
Dividends declared (\$0.48 per share in 2002)	<u>(2,271,413)</u>	<u>-</u>
Balance at end of period	\$33,629,557	\$41,043,967
Accumulated other comprehensive income:		
Balance at beginning of period	\$834,974	\$ 2,884,989
Unrealized gain (loss) during the period (net of deferred tax benefit (expense) of \$(541,271), \$ 630,673, and \$(65,933), respectively)	<u>2,050,015</u>	<u>(1,399,661)</u>
Balance at end of period	<u>\$ 2,884,989</u>	<u>\$ 1,485,328</u>
Total shareholders' equity	<u>\$62,451,849</u>	<u>\$ 95,343,123</u>

See accompanying notes to consolidated financial statements

AMERICAN SAFETY INSURANCE HOLDINGS, LTD. AND SUBSIDIARIES

Consolidated Statements of Cash Flow

Years ended December 31, 2002, 2003 and 2004

	<u>2002</u>	<u>2003</u>
Cash flow from operating activities:		
Net earnings	\$ 2,484,119	\$ 7,414,410
Adjustments to reconcile net earnings to net cash		

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provided by operating activities:		
Realized gains on sale of investments	(685,472)	(3,139,907)
Depreciation expense	284,336	505,883
Amortization of deferred acquisition costs, net	(2,754,061)	(3,409,574)
Reinsurance recoverable allowance	1,122,570	(1,122,570)
Impairment of notes receivable	2,468,172	3,900,198
Real estate impairment allowance	431,000	315,000
Amortization of premium	521,115	928,757
Change in operating assets and liabilities:		
Accrued investment income	(638,672)	(912,803)
Premiums receivable	9,015,927	(8,298,084)
Reinsurance recoverable and ceded unearned premiums	(42,845,167)	931,432
Funds held	3,631,164	(934,646)
Deferred income taxes	(336,435)	(3,456,444)
Unpaid losses and loss adjustment expenses	47,749,111	50,940,161
Unearned premiums	22,308,404	28,263,973
Ceded premiums payable	(5,899,940)	8,654,275
Accounts payable and accrued expenses	(533,834)	240,457
Deferred revenue	(610,690)	243,361
Other, net	<u>2,706,813</u>	<u>(840,610)</u>
Net cash provided by operating activities	38,418,460	80,223,269
Cash flow from investing activities:		
Purchase of fixed maturities	(126,905,571)	(189,680,363)
Purchase of equity securities	-	(3,117,176)
Proceeds from maturity and redemption of fixed maturities	824,649	-
Proceeds from sales of fixed maturities	103,608,542	68,628,271
Proceeds from sales of equity securities	103,550	612,080
Decrease (increase) in short-term investments	3,143,529	12,917,926
Decrease in notes receivable	265,025	989,518
Decrease (increase) of investment in real estate	(3,819,321)	3,195,372
Purchases of fixed assets	<u>(70,764)</u>	<u>(2,483,550)</u>
Net cash used in investing activities	(22,850,361)	(108,937,922)
	<u>2002</u>	<u>2003</u>
Cash flow from financing activities:		
Proceeds from sale of common stock	452,080	26,998,725
Stock repurchase payments	(186,489)	-
Proceeds from (repayment of) loan payable	5,779,138	8,259,075
Proceeds from (redemption of) escrow deposits	3,089,704	(5,572,681)
Dividends paid	(1,701,302)	(570,113)
Withdrawals from restricted cash, net	<u>1,493,644</u>	<u>5,749,231</u>
Net cash provided by financing activities	<u>8,926,775</u>	<u>34,864,237</u>
Net increase (decrease) in cash	24,494,874	6,149,584
Cash and cash equivalents at beginning of period	<u>1,508,921</u>	<u>26,003,795</u>
Cash and cash equivalents at end of period	<u>\$26,003,795</u>	<u>\$32,153,379</u>
Supplemental disclosure of cash flow:		
Income taxes paid	<u>\$915,129</u>	<u>\$ 6,693,941</u>
Interest paid	<u>\$506,127</u>	<u>\$ 581,868</u>

See accompanying notes to consolidated financial statements.

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AMERICAN SAFETY INSURANCE HOLDINGS, LTD. AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income

Years ended December 31, 2002, 2003 and 2004

	<u>2002</u>	<u>2003</u>
Net earnings	\$2,484,119	\$7,414,410
Other comprehensive income (loss):		
Unrealized gains on securities available-for-sale, net of minority interest of \$484,906, \$(141,761) and \$(108,334) for 2002, 2003 and 2004, respectively	3,280,750	1,154,202
Unrealized gains (losses) on hedging transactions	-	(95,953)
Reclassification adjustment for realized (gains) losses included in net earnings, net of minority interest of \$24,421, \$(51,324) and \$(86,986) for 2002, 2003 and 2004 respectively.	<u>(689,464)</u>	<u>(3,088,583)</u>
Total other comprehensive income (loss) before income taxes	2,591,286	(2,030,334)
Income tax expense (benefit) related to items of other comprehensive income.	<u>541,271</u>	<u>(630,673)</u>
Other comprehensive income (loss)	<u>2,050,015</u>	<u>(1,399,661)</u>
Total comprehensive income	<u>\$ 4,534,134</u>	<u>\$6,014,749</u>

See accompanying notes to consolidated financial statements.

**AMERICAN SAFETY INSURANCE HOLDINGS, LTD. AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements**

**December 31, 2004 and 2003**

(1) Summary of Significant Accounting Policies

(a) Basis of Presentation

The accompanying consolidated financial statements of American Safety Insurance Holdings, Ltd. ( American Safety ) and its subsidiaries and American Safety Risk Retention Group Inc. ( American Safety RRG ), a non-subsidiary risk retention group affiliate (collectively, the Company ) are prepared in accordance with 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, based on the best information available, in recording transactions resulting from business operations. The balance sheet amounts that involve a greater extent of accounting estimates and/or actuarial determinations subject to future changes are the Company s invested assets, deferred income taxes, notes receivable and the liabilities for unpaid losses and loss adjustment expenses. As additional information becomes available (or actual amounts are determinable), the recorded estimates may be revised and

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reflected in operating results. While management believes that these estimates are adequate, such estimates may change in the future.

### (b) Description of Common Stock Voting and Ownership Rights

The authorized share capital of the Company is 20 million shares, consisting of 15 million common shares, par value \$.01 per share ( Common Shares ), and 5 million preferred shares, par value \$.01 per share ( Preferred Shares ). The Common Shares are validly issued, fully paid, and non-assessable. There are no provisions of Bermuda law or the Company's Bye-Laws which impose any limitations on the rights of shareholders to hold or vote Common Shares by reason of such shareholders not being residents of Bermuda. Holders of Common Shares are entitled to receive dividends ratably when and as declared by the Board of Directors out of funds legally available therefor.

Each holder of Common Shares is entitled to one vote per share on all matters submitted to a vote of the Company's shareholders, subject to the 9.5% voting limitation described below. All matters, including the election of directors, voted upon at any duly held shareholders meeting shall be authorized by a majority of the votes cast at the meeting by shareholders represented in person or by proxy, except (i) approval of a merger, consolidation or amalgamation; (ii) the sale, lease, or exchange of all or substantially all of the assets of the Company; and (iii) amendment of certain provisions of the Bye-Laws, which each require the approval of at least 66-2/3% of the outstanding voting shares (in addition to any regulatory or court approvals). The Common Shares have noncumulative voting rights, which means that the holders of a majority of the Common Shares may elect all of the directors of the Company and, in such event, the holders of the remaining shares will not be able to elect any directors.

The Bye-Laws contain certain provisions that limit the voting rights that may be exercised by certain holders of Common Shares. The Bye-Laws provide that each holder of Common Shares is entitled to one vote per share on all matters submitted to a vote of the Company's shareholders, except that if, and so long as, the Controlled Shares (as defined below) of any person constitute 9.5% or more of the issued and outstanding Common Shares, the voting rights with respect to the Controlled Shares owned by such person shall be limited, in the aggregate, to a voting power of 9.5%, other than the voting rights of Frederick C. Treadway or Treadway Associates, L.P., affiliates of a founding shareholder of the Company. Controlled Shares mean (i) all shares of the Company directly, indirectly, or constructively owned by any person and (ii) all shares of the Company directly, indirectly, or beneficially owned by such person within the meaning of Section 13(d) of the Exchange Act (including any shares owned by a group of persons, as so defined and including any shares that would otherwise be excluded by the provisions of Section 13(d)(6) of the Exchange Act). Under these provisions, if, and so long as, any person directly, indirectly, or constructively owns Controlled Shares having more than 9.5% of the total number of votes exercisable in respect of all shares of voting stock of the Company, the voting rights attributable to such shares will be limited, in the aggregate, to 9.5% of the total number of votes.

No holder of Common Shares of the Company shall, by reason only of such holder, have any preemptive right to subscribe to any additional issue of shares of any class or series nor to any security convertible into such shares.

### (c) Principles of Consolidation

The consolidated financial statements include the accounts of American Safety Insurance Holdings, Ltd., a Bermuda company, American Safety Reinsurance, Ltd. ( American Safety Re ), American Safety Assurance Ltd., ( ASA ) two 100%-owned licensed Bermuda insurance companies, American Safety Holdings Corp. ( American Safety Holdings ), a 100%-owned insurance holding company and American Safety Risk Retention Group, Inc. ( American Safety RRG ), a non-subsidiary risk retention group affiliate. American Safety Holdings in turn wholly owns American Safety Casualty Insurance Company ( American Safety Casualty ), a property and casualty insurance company, American Safety Insurance Services, Inc. ( ASI Services ), an insurance management and brokerage company, Ponce Lighthouse Properties, Inc. ( Ponce ), the development company of the Harbour Village project, and Rivermar Contracting Company ( Rivermar ), the general contractor of the Harbour Village project. American Safety Casualty wholly owns American Safety Indemnity Company, a property and casualty excess and surplus lines insurance company. ASI Services wholly owns the following subsidiaries: Sureco Bond Services, Inc. ( Sureco ), a bonding agency; Environmental Claims Services, Inc. ( ECSI ), a claims consulting firm; American Safety Financial Corp., a financial services subsidiary; and American Safety Purchasing Group, Inc., which acts as a purchasing group for the placement of business with American Safety Casualty.

In accordance with FASB Interpretation No. 46 (FIN 46), *Consolidation of Variable Interest Entities* (VIEs) and FASB Interpretation No. 46 Revised (FIN 46R), the accompanying financial statements consolidate American Safety RRG, based on its status as VIE and the Company's status as the primary beneficiary of the VIE. A minority interest has been established for the equity holders of American Safety RRG. The accompanying financial statements also de-consolidate American Safety Capital Trust and American Safety Capital Trust II ( American Safety Capital and American Safety Capital II , respectively) based on their status as variable interest special purpose entities of the Company's status as not being the primary beneficiary. American Safety Capital and American Safety Capital II are accounted for under the equity method. See Note 1(n).

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All significant intercompany balances have been eliminated, as appropriate, in consolidation.

### (d) Business Environment

The following is a description of certain risks facing the Company and its subsidiaries:

*Legal/ Regulatory Risk* is the risk that changes in the legal or regulatory environment in which an insurer operates will create additional expenses not anticipated by the insurer in pricing its products and beyond those recorded in the financial statements. That is, regulatory initiatives designed to reduce insurer profits or otherwise affecting the industry in which the insurer operates, new legal theories or insurance company insolvencies through guaranty fund assessments, may create costs for the insurer beyond those recorded in the financial statements. The Company attempts to mitigate this risk by actively writing insurance business in several states, thereby spreading this risk over a large geographic area.

*The Potential Risk of United States Taxation of Bermuda Operations.* Under current Bermuda law, American Safety is not required to pay any taxes in Bermuda on either income or capital gains. American Safety has received an undertaking from the Minister of Finance in Bermuda that will exempt American Safety from taxation until the year 2016 in the event of any such taxes being imposed. Whether a foreign corporation is engaged in a United States trade or business or is carrying on an insurance business in the United States depends upon the level of activities conducted in the United States. If the activities of a foreign company are continuous, regular, and considerable, the foreign company will be deemed to be engaged in a United States trade or business. Due to the fact that American Safety will continue to maintain an office in Bermuda and American Safety, American Safety Re s and American Safety Assurance, sole business is reinsuring contracts via treaty reinsurance agreements, which are all signed outside of the United States, American Safety does not consider itself to be engaged in a trade or business in the United States and, accordingly, does not expect to be subject to United States income taxes. This position is consistent with the position taken by various other entities that have similar operational structures as American Safety.

However, because the Internal Revenue Code of 1986, as amended, the Treasury Regulations and court decisions do not definitively identify activities that constitute being engaged in a United States trade or business, and because of the factual nature of the determination, there can be no assurance that the Internal Revenue Service will not contend that American Safety or its Bermuda insurance subsidiary are engaged in a United States trade or business. In general, if American Safety or its Bermuda insurance subsidiary are considered to be engaged in a United States trade or business, it would be subject to (i) United States Federal income tax on its taxable income that is effectively connected with a United States trade or business at graduated rates and (ii) the 30 percent branch profits tax on its effectively connected earnings and profits deemed repatriated from the United States. Certain subsidiaries of American Safety are, however subject to U.S. Federal and state income tax, as they are domiciled and conduct business in the United States.

*Credit Risk* is the risk that issuers of securities owned by the insurer or secured notes receivable will default or that other parties, including reinsurers that have obligations to the insurer, will not pay or perform. The Company attempts to mitigate this risk by adhering to a conservative investment strategy, by obtaining sufficient collateral for secured note obligations and by maintaining sound reinsurance, credit and collection policies.

*Interest Rate Risk* is the risk that interest rates will change and cause a decrease in the value of an insurer s investments. The Company attempts to mitigate this risk by attempting to match the maturities of its assets with the expected payouts of its liabilities.

### (e) Investments

Fixed maturity securities for which the Company has the positive intent and ability to hold to maturity are classified as held to maturity and are reported at amortized cost. Fixed maturity and equity securities that are bought and held principally for the purpose of selling them in the near term are classified as trading and are reported at fair value, with unrealized gains and losses included in earnings. Fixed maturity and equity securities not classified as either held to maturity or trading are classified as available for sale and are reported at fair value, with unrealized gains and losses (net of deferred taxes) charged or credited as a component of accumulated other comprehensive income.

While it is the Company s intent to hold fixed maturity securities until the foreseeable future or until maturity, it may sell such securities in response to, among other things, market conditions, liquidity needs, or interest rate fluctuations. At December 31, 2003 and 2004, the Company considered all of its fixed maturity securities as available-for-sale.

Investment income is recorded as earned on the accrual basis and includes amortization of premiums and accretion of discounts using the interest method. Realized gains or losses on disposal of investments are determined on a specific identification basis and are included in revenues. Investments in real estate are carried at the lower of cost or fair value plus capitalized development costs. Premiums and discounts arising from the purchase of mortgage-backed securities are treated as yield

adjustments over their estimated lives.

The Company's portfolio managers routinely monitor and evaluate the difference between the cost and fair value of our investments. Additionally, credit analysis and/or credit rating issues related to specific investments may trigger more intensive monitoring to determine if a decline in market value is other than temporary. For investments with a market value below cost, the process includes evaluating the length of time and the extent to which cost exceeds market value, the prospects and financial condition of the issuer, and evaluation for a potential recovery in market value, among other factors. This process is not exact and further requires consideration of risks such as credit risk, which to a certain extent can be controlled, and interest rate risk, which cannot be controlled. Therefore, if an investment's cost exceeds its market value solely due to changes in interest rates, impairment may not be appropriate. If, after monitoring and analysis, the Company believes that a decline in fair value is other than temporary, the Company adjusts the amortized cost of the security and reports a realized loss in the consolidated statements of earnings.

(f) Recognition of Premium Income

General liability premiums are estimated based upon the annual revenues of the underlying insureds. Additional or return premiums are recognized for differences between provisional premiums billed and estimated ultimate general liability premiums due when the final audit is complete after the policy has expired. General liability, surety, commercial auto, other commercial lines and workers' compensation premiums are recorded ratably over the policy period with unearned premium calculated on a pro rata basis over the lives of the underlying coverages.

(g) Deferred Policy Acquisition Costs

The costs of acquiring business, primarily commissions and underwriting expenses, are deferred (to the extent they are recoverable from future premium income) and amortized to earnings in relation to the amount of premiums earned. If necessary, investment income is considered in the determination of the recoverability of deferred policy acquisition costs. Deferred revenue results when reinsurance ceding commissions received exceed the related deferred acquisition costs for direct and assumed business.

An analysis of deferred policy acquisition costs follows:

	Years ended December	
	2002	2003
Balance, beginning of period	\$ 5,796,859	\$ 8,550,919
Acquisition costs deferred	17,920,660	25,227,280
Costs amortized during the period	<u>(15,166,600)</u>	<u>(21,817,710)</u>
Balance, end of period	<u>\$ 8,550,919</u>	<u>\$11,960,489</u>

(h) Unpaid Losses and Loss Adjustment Expenses

The Company provides a liability for unpaid losses and loss adjustment expenses based upon aggregate case estimates for reported claims and estimates for incurred but not reported losses. Because of the length of time required for the ultimate liability for losses and loss adjustment expenses to be determined for certain lines of business underwritten, the Company has limited experience upon which to base an estimate of the ultimate liability. For these lines, management has established loss and loss adjustment expense reserves based on actuarial methods that determine ultimate losses and loss adjustment expenses utilizing a combination of both industry and the Company's reporting and settlement patterns, as appropriate. One primary set of actuarial methods utilized, Bornhuetter-Ferguson, entails developing an initial expected loss ratio based upon gross ultimate losses from prior accident years, estimating the portion of ultimate losses expected to be reported and unreported, and adding the actual reported losses to the expected unreported losses to derive the indicated ultimate losses. However, the net amounts that will ultimately be paid to settle the liability may be more or less than the estimated amounts provided.

(i) Income Taxes

For subsidiaries subject to taxation, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a

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change in tax rates is recognized in income in the period that includes the enactment date.

### (j) Reinsurance

Reinsurance contracts do not relieve the Company from its obligation 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 concentration of credit risk to minimize its exposure to significant losses from reinsurer insolvencies. Reinsurance recoverables on unpaid losses and prepaid reinsurance represent amounts recoverable from reinsurers for unpaid losses and unearned ceded reinsurance premiums, respectively.

### (k) Goodwill and Intangibles

The Company adopted SFAS 142 on January 1, 2002. Under SFAS 142, goodwill and indefinite-lived intangible assets are no longer amortized but are reviewed annually (or more frequently if impairment indicators arise) for impairment. Prior to adoption, the Company amortized goodwill over a 20 year period. Separable intangible assets that are not deemed to have an indefinite life will continue to be amortized over their useful lives (but with no maximum life).

At December 31, 2003 and 2004, the Company had \$1,467,000 of indefinite lived intangibles.

In accordance with the disclosure requirements of SFAS 142 goodwill and intangibles there was no amortization recorded in net income for the years ended December 31, 2002, 2003 and 2004 respectively.

### (l) Net Earnings Per Share

Basic earnings per share and diluted earnings per share are computed by dividing net earnings by the weighted average number of shares outstanding for the period (basic EPS) plus dilutive shares subject to stock options (diluted EPS).

Earnings per share are as follows:

	2002	2003
Weighted average shares outstanding	4,735,933	5,105,770
Shares attributable to stock options	134,803	127,94
Weighted average common and common equivalents	4,870,736	5,233,71
Earnings per share:		
Basic	\$ 0.52	\$ 1.4
Diluted	\$ 0.51	\$ 1.4

### (m) Employee Stock Options

At December 31, 2004, the Company had an employee stock option plan, which is described more fully in Note 13. The Company applies the recognition and measurement principles of APB Opinion No. 25, Accounting for Stock Issued to Employees, and related interpretations in accounting to the plan. No compensation expense is reflected in net earnings as all options granted under the stock option plan have an exercise price equal to the market value of the underlying common stock on the date of grant. The majority of options in the plan vest evenly over a three year period. The following table illustrates the effect on net earnings and earnings per share, assuming the fair value recognition provisions of SFAS No. 123, Accounting for Stock-Based Compensation had been applied.

	2002	Year Ending Dec 2003
Net earnings		
As reported	\$ 2,484	\$ 7,414

(In thousands, except per share amounts)

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Effect of stock options	<u>(286)</u>	<u>(188)</u>
Pro forma net earnings	<u>2,198</u>	<u>7,226</u>
Net earnings per share:		
Basic as reported	0.52	1.45
Basic pro forma	0.46	1.42
Diluted as reported	0.51	1.42
Diluted pro forma	0.45	1.40

### (n) Accounting Pronouncements

During the last two years, the Financial Accounting Standard Board (FASB) has issued a number of accounting pronouncements with various effective dates. Statement of Financial Accounting Standards (SFAS) No. 145, Rescission of FASB Statements No. 4, 44 and 64, Amendment of FASB Statement No. 13, and Technical Corrections; SFAS No. 146, Accounting for Costs Associated with Exist or Disposal Activities; SFAS No. 147, Acquisitions of Certain Financial Institutions – an Amendment of FASB Statements No. 72 and 144; FASB Interpretation No. 9; FASB Statement No. 148, Accounting for Stock-Based Compensation – Transition and Disclosure; FASB Statement No. 149, Amendment of Statement No. 133 on Derivative Instruments and Hedging Activities; FASB Statement No. 150, Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity; and FASB Interpretation No. 45, Guarantor’s Accounting and Disclosure Requirements for Guarantees, including Indirect Guarantees of Indebtedness of Others. These pronouncements do not have a material effect on our financial statements.

In January 2003, the FASB issued FIN 46. This interpretation requires the consolidation of entities in which an enterprise absorbs a majority of the entity’s expected losses, receives a majority of the expected residual gains, or both, as a result of ownership, contractual or other financial interests in the entity. In December, the FASB issued a revised version of FIN 46, and FIN 46(R), which finalizes the accounting guidance for VIEs. Total assets and total revenues each increased less than 5% as a result of adoption.

In December 2004, the FASB issued a revised version of SFAS 123, SFAS 123 (R) which finalizes the accounting for stock options. The Company plans to adopt SFAS 123 (R) in the third quarter of 2005 and does not expect the adoption to have a material effect on earnings.

### (o) Revenue Recognition of Real Estate

The Company recognizes revenue from the sale of real estate when the title to each individual unit or boat slip passes to the purchaser. When the title passes, the Company uses a percentage of completion method, based on the ratio of actual costs to total estimated costs (including allocated common costs that may not yet have been expended) to recognize revenue. The revenue recognized relates only to units and boat slips that have closed that meet the criteria in paragraph 37 for SFAS 66, Accounting for Sales of Real Estate. The actual and estimated costs refer to costs that are allocated to each individual unit or boat slip. The difference between total sales price and the revenue recognized is set up as deferred revenue and is recognized as the additional costs of each unit are incurred. An impairment of \$315,000 was recorded in 2003 as an adjustment to the carried investment in real estate. Such impairment is determined by comparing fair value to carried cost of the applicable property. Please see Note 3 herein for more information regarding the Company’s real estate operations.

### (p) Capitalizing Costs on Real Estate

The Company capitalizes the following costs with respect to real estate: (a) project costs, which include acquisition, design and planning costs, and construction costs, all of which are directly associated with the project; (b) taxes and insurance incurred during the planning, design and construction periods; (c) costs of amenities (since these items will transfer to an owner’s association at no charge when the project is complete); (d) interest costs on qualifying assets until the assets are ready for their intended use; and (e) indirect costs of construction management and supervision.

### q) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, money market instruments and other debt instruments with a maturity of 90 days or less when purchased.

### (r) Reclassifications

December 31, 2004 and 2003



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Certain items in the prior periods' financial statements have been reclassified to conform to the 2004 presentation

(s) Notes Receivable

Notes receivable represent indebtedness of two secured lending arrangements with unrelated parties. Both loans are impaired. Impairment is measured based upon an analysis of the fair value of the underlying collateral. The carrying value is adjusted to the fair value of the underlying collateral through adjustment to the allowance for loan losses. However, the net carrying value of the notes shall at no time exceed the recorded investment in the notes. See Note 14.

(2) Investments

Net investment income is summarized as follows:

	<u>2002</u>	<u>Years ended Decem</u> <u>2003</u>
Fixed maturities	\$ 4,355,712	\$ 5,735,8
Equity securities	-	12,2
Short-term investments and cash	<u>294,864</u>	<u>337,3</u>
	4,650,576	6,085,5
Less investment expenses	<u>262,160</u>	<u>284,9</u>
Net investment income	<u>\$4,388,416</u>	<u>\$5,800,5</u>

Realized and unrealized gains and losses were as follows:

	<u>2002</u>	<u>Years ended Decem</u> <u>2003</u>
Realized gains:		
Fixed maturities	\$ 1,989,210	\$ 3,125,7
Equity securities	-	57,8
Real estate	<u>20,429</u>	
Total gains	<u>2,009,639</u>	<u>3,183,5</u>
Realized losses:		
Fixed maturities	(1,324,167)	(36,7
Equity securities	-	(6,9
Total losses	<u>(1,324,167)</u>	<u>(43,6</u>
Net realized gains	<u>\$ 685,472</u>	<u>\$ 3,139,</u>
Changes in unrealized gains (losses):		
Fixed maturities	\$ 3,100,608	\$ (2,493,1
Equity securities	<u>-</u>	<u>173,</u>
Net unrealized gains (losses)	<u>\$ 3,100,608</u>	<u>\$ (2,319,3</u>

At December 31, 2003 and 2004, the Company did not hold fixed-maturity securities, which individually exceeded 10% of shareholders' equity, except U.S. government, and government agency securities.

The amortized cost and estimated fair values of investments at December 31, 2003 and 2004 are as follows:

	<u>Amortized</u> <u>Cost</u>	<u>Gross</u> <u>unrealized</u> <u>gains</u>	<u>Gross</u> <u>unrealized</u> <u>losses</u>
<u>December 31, 2003</u>			
Fixed maturities:			

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U.S. Treasury securities and obligations of U.S. Government corporations and agencies	\$ 59,335,374	\$ 1,340,823	\$ 319,700
States of the U.S. and political subdivisions of the states	22,343,998	346,245	119,788
Corporate securities	81,522,358	1,694,500	376,514
Mortgage-backed securities	<u>48,965,816</u>	<u>134,843</u>	<u>824,535</u>
Total fixed maturities	<u>\$212,167,546</u>	<u>\$ 3,516,411</u>	<u>1,640,537</u>
Common stock	<u>\$ 2,520,930</u>	<u>\$ 188,678</u>	<u>\$ 14,872</u>

December 31, 2004

Fixed maturities:			
U.S. Treasury securities and obligations of U.S. Government corporations and agencies	\$ 65,887,315	\$ 800,811	\$ 467,383
States of the U.S. and political subdivisions of the states	31,067,197	425,269	168,348
Corporate securities	90,742,305	1,618,821	650,822
Mortgage-backed securities	<u>97,243,632</u>	<u>306,453</u>	<u>747,761</u>
Total fixed maturities	<u>\$284,940,449</u>	<u>\$ 3,151,354</u>	<u>2,034,314</u>
Common stock	<u>\$ 14,001,929</u>	<u>\$ 1,455,131</u>	<u>\$ 375,700</u>

The amortized cost and estimated fair values of fixed maturities at December 31, 2004, by contractual maturity are shown below. Expected maturities may differ from contractual maturities as certain borrowers may have the right to call or prepay obligations with or without call or prepayment penalty.

	<u>Amortized cost</u>	<u>Estimated fair value</u>
Due in one year or less	\$ 21,005,855	\$ 21,005,317
Due after one year through five years	85,053,043	85,037,856
Due after five years through ten years	65,634,399	66,645,942
Due after ten years	16,003,520	16,566,049
Mortgage-backed securities	<u>97,243,632</u>	<u>96,802,325</u>
Total	<u>\$284,940,449</u>	<u>\$286,057,489</u>

Bonds with an amortized cost of \$21,181,110 and \$24,206,791 were on deposit with insurance regulatory authorities at December 31, 2003 and 2004 in accordance with statutory requirements.

The fair value of the investments in debt securities can fluctuate greatly as a result of changes in interest rates. The Company believes that the declines in fair value noted below primarily resulted from changes in interest rates rather than credit issues.

Therefore, the Company has no concern regarding the ultimate collectibility of the security value, and accordingly, has not recorded any impairment write-down.

	Less than 12 months	12 months or longer
	Unrealized	Unrealized
<u>Fair Value</u>	<u>Losses</u>	<u>Fair Value</u>

US Treasury Securities &

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other government corp and agencies	\$34,809,793	\$ (235,002)	\$5,228,784	\$ (232,381)	\$4
States of the US and political subdivisions of the states	9,673,457	(85,510)	6,793,847	(82,838)	1
Corporate securities	38,933,122	(413,969)	7,147,250	(236,853)	4
Mortgage-backed securities	<u>31,599,014</u>	<u>(145,174)</u>	<u>19,610,565</u>	<u>(602,587)</u>	5
Subtotal, fixed maturities	115,015,386	(879,655)	38,780,446	(1,154,659)	15
Common stock	<u>3,163,470</u>	<u>(339,797)</u>	<u>165,743</u>	<u>(35,903)</u>	
Total temporarily impaired securities	<u>\$118,178,856</u>	<u>\$ (1,219,452)</u>	<u>\$38,946,189</u>	<u>\$ (1,190,562)</u>	\$15

### (3) Investment in Real Estate

The Company's investment in real estate is known as Harbour Village Golf and Yacht Club ( Harbour Village ) comprised of 173 acres of property in Ponce Inlet, Florida that was acquired in foreclosure during April 1999. At the date of foreclosure the Company evaluated the carrying value of its investment in real estate by comparing the fair value of the foreclosed collateral to the book value of the underlying loan and accrued interest. As the book value of the loan and accrued interest was less than the fair value of the collateral, no loss was recognized on foreclosure and the book balance of the loan and accrued interest became the basis of the real estate. See Note 8, Loans Payable.

As of December 31, 2003 and 2004, the investment in real estate for the Harbour Village project is categorized as follows (in thousands):

	<u>2003</u>	<u>2004</u>
Land	\$ 1,587	\$ 79
Capitalized overhead, interest and taxes	2,254	116
Work in process	<u>34,015</u>	<u>1,810</u>
Total	<u>\$ 37,856</u>	<u>\$ 2,005</u>

At December 31, 2003 and 2004, the Company held \$1.8 million and \$0.1 million, respectively, of escrowed cash deposits from the purchasers of units at Harbour Village. This money will remain in escrow until the units are closed and title has transferred to the purchaser. At that point, the Company will be entitled to take those funds out of escrow.

### (4) Financial Instruments

The carrying amounts for short-term investments, cash, premiums receivable, commissions receivable, accrued investment income, ceded premiums payable, funds held, collateral held and accounts payable and accrued expenses approximate their fair values due to the short-term nature of these instruments.

Estimated fair values for fixed maturities were provided by outside consultants using market quotations, prices provided by market makers or estimates of fair values obtained from yield data relating to investment securities with similar characteristics.

### (5) Reinsurance

#### *Environmental*

The Company has excess of loss reinsurance treaties with various reinsurers for the Company's general liability line of business. These treaties provide varying levels of reinsurance protection depending on the date the underlying insurance policy was written.

#### *Excess and Surplus*

The Company has excess of loss treaties with various reinsurers for the Company's excess and surplus line of business. These treaties provide varying levels of reinsurance protection depending on the date the underlying insurance policy was written.

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## Program Business

The Company's program business division buys various forms of reinsurance on both a quota share basis as well as an excess of loss basis. These treaties cover the majority of risks written by the Company in this division. Where appropriate, collateral is obtained from the reinsurers to secure their obligations.

## Surety

For surety business written prior to January 1, 2002, the Company has excess of loss reinsurance treaties with various reinsurers. The treaties provide per bond and per principal reinsurance in excess of \$250,000. Effective January 1, 2002, the Company substantially reduced writing surety business and has no reinsurance coverage for writings after that date. Effective in 2004, the Company entered into a 50% quota share reinsurance agreement with a \$2 million per bond limit.

## Workers Compensation

The Company has excess of loss treaties with various reinsurers for the Company's direct workers' compensation writings. These treaties provide varying levels of reinsurance protection depending on the date the underlying insurance policy was written.

The approximate effects of reinsurance on the financial statement accounts listed below are as follows:

	<u>2002</u>	<u>Years ended December</u> <u>2003</u> (In thousands)
Written premiums:		
Direct	\$ 149,481	\$203,586
Assumed	9,809	9,081
Ceded	<u>(72,368)</u>	<u>(81,189)</u>
Net	<u>\$ 86,922</u>	<u>\$131,478</u>
Earned premiums:		
Direct	\$ 137,049	\$ 175,916
Assumed	8,259	8,486
Ceded	<u>(71,726)</u>	<u>(75,068)</u>
Net	<u>\$ 73,582</u>	<u>\$ 109,334</u>
Losses and loss adjustment expenses		
incurred:		
Direct	\$ 104,614	\$ 119,114
Assumed	2,103	7,309
Ceded	<u>(64,686)</u>	<u>(60,589)</u>
Net	<u>\$ 42,031</u>	<u>\$ 65,834</u>
Unpaid loss and loss adjustment		
expenses:		
Direct	\$ 162,737	\$ 218,741
Assumed	16,427	11,363
Ceded	<u>(109,543)</u>	<u>(115,061)</u>
Net	<u>\$ 69,621</u>	<u>\$ 115,043</u>

## (6) Income Taxes

Total income tax expense for the years ended December 31, 2002, 2003 and 2004 was allocated as follows:

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	<u>2002</u>	<u>2003</u>
Tax expense (benefit) attributable to:		
income from continuing operations	\$ 918,790	\$ 2,675,375
Unrealized gain on hedging transactions	-	32,624
Unrealized gain (losses) on securities available-for-sale	<u>541,271</u>	<u>(663,297)</u>
Total	<u>\$ 1,460,061</u>	<u>\$2,044,702</u>

U.S. Federal and state income tax expense (benefit) from continuing operations consists of

	<u>Current</u>	<u>Deferred</u>
December 31, 2002	\$ 450,939	\$ 467,851
December 31, 2003	6,323,726	(3,648,351)
December 31, 2004	2,300,361	1,395,589

The state income tax components aggregated \$41,224, \$213,718 and \$677,840 for years ended December 31, 2002, 2003 and 2004, respectively.

Income tax expense from continuing operations for the years ended December 31, 2002, 2003 and 2004 differed from the amount computed by applying the U.S. Federal income tax rate of 34% to earnings before Federal income taxes as a result of the following:

	<u>2002</u>	<u>2003</u>
Expected income tax	\$ 1,156,989	\$ 3,430,000
Foreign earned income not subject to direct taxation	(325,173)	(54,000)
State taxes and other	<u>86,974</u>	<u>(21,000)</u>
Total income tax	<u>\$ 918,790</u>	<u>\$ 2,675,000</u>

Deferred income taxes are based upon temporary differences between the financial statement and tax bases of assets and liabilities. The following deferred taxes are recorded:

	<u>2003</u>	<u>D</u>
Deferred tax assets:		
Loss reserve discounting	\$ 5,785,906	
Unearned premium reserves	3,404,780	
Difference between tax and GAAP basis of Harbour Village project	1,153,901	
Difference between tax and GAAP method of Harbour Village project	3,087,159	
Warranty reserve	1,407,578	
Other	-	
Gross deferred tax assets	14,839,324	
Valuation allowance	<u>1,048,914</u>	
Gross deferred tax assets after valuation allowance	13,790,410	
Deferred tax liabilities:		
Deferred acquisition costs	2,163,012	
Unrealized gain on securities	222,129	
NOL Carryforward	(579,362)	
Other	<u>300,022</u>	
Gross deferred tax liabilities	<u>2,105,801</u>	

Net deferred tax assets

\$11,684,609

Except for the components of the deferred tax assets shown above that are associated with American Safety RRG, we believe it is more likely than not that we will realize the full benefit of our deferred tax assets; therefore, a valuation allowance has not been established against these assets. However, given the prior years' loss position of American Safety RRG, it has established a 100% valuation allowance on its net deferred tax assets totaling \$1,048,914, and \$554,515 at December 31, 2003 and December 31, 2004, respectively.

#### (7) Insurance Accounting

The consolidated financial statements have been prepared in conformity with GAAP which vary in certain respects, for the Company, American Safety Casualty, American Safety Indemnity and American Safety RRG, from statutory accounting practices prescribed or permitted by regulatory authorities. Statutory accounting practices include state laws, regulations, and general administrative rules, as well as a variety of publications of the National Association of Insurance Commissioners (the NAIC). In its March 1998 meeting, the NAIC membership adopted the Codification of Statutory Accounting Principles Project (the Codification) as the NAIC-supported basis of accounting. The Codification was approved with a provision allowing for commissioner discretion in determining appropriate statutory accounting for insurers. Accordingly, such discretion will continue to allow prescribed or permitted accounting practices that may differ from state to state.

The Bermuda Insurance Act of 1978 and related regulations (the Act) requires American Safety Re to meet a minimum solvency margin. American Safety Re's statutory capital and surplus as of December 31, 2002, 2003 and 2004 was \$8,795,945, \$19,333,539 and \$30,292,863, respectively, and the amounts required to be maintained by the Company were \$5,832,605, \$7,530,329 and \$9,576,055, respectively. In addition, a minimum liquidity ratio must be maintained whereby relevant assets, as defined by the Act, must exceed 75% of relevant liabilities. Once these requirements have been met, there is no restriction on the remaining retained earnings available for distribution.

The maximum amount of dividends the Company's insurance subsidiaries can pay out without prior written approval from the subsidiaries' domicile state insurance commissioners, is limited to the greater of 10% of surplus as regards to policyholders or net income, excluding realized capital gains of the preceding year. Dividends are also limited to the amount of unassigned surplus.

The National Association of Insurance Commissioners (the NAIC) has established risk-based capital (RBC) requirements to help state regulators monitor the financial strength and stability of property and casualty insurers by identifying those companies that may be inadequately capitalized. Under the NAIC's requirements, each insurer must maintain its total capital above a calculated threshold or take corrective measures to achieve the threshold. The threshold of adequate capital is based on a formula that takes into account the amount of risk each company faces on its products and investments. The RBC formula takes into consideration four major areas of risk: (i) asset risk which primarily focuses on the quality of investments; (ii) insurance risk which encompasses coverage-related issues and anticipated frequency and severity of losses when pricing and designing insurance coverages; (iii) interest rate risk which involves asset/liability matching issues; and (iv) other business risks.

American Safety Casualty, American Safety Indemnity and American Safety American Safety RRG have calculated their RBC level and have determined that their capital and surplus is in excess of threshold requirements.

#### (8) Loans Payable

##### *Acquisition and Development Loan*

In July 2000 the Company, through its subsidiary, Ponce Lighthouse Properties, Inc., initially closed a \$37,900,000 acquisition, development and construction loan facility with a commercial bank for the Harbour Village project. Over time, the loan facility had increased to \$57.0 million. As of December 31, 2003, the Company had outstanding borrowings of \$17,561,122. As of December 31, 2004, this loan has been fully repaid. There were no defaults or events of default during 2003 and through December 31, 2004.

##### *Trust Preferred Offerings*

During 2003 American Safety Capital and American Safety Capital II, both non-consolidated, wholly-owned subsidiaries of the Company, issued \$8 million and \$5 million, respectively, of variable rate 30-year trust preferred securities. The proceeds are being used to support the growth of its insurance business, to repay short term debt and for general corporate purposes. The securities require interest payments on a quarterly basis calculated at a floating rate of LIBOR + 4.2% and LIBOR + 3.95% for American Safety Capital and American Safety Capital II, respectively. The securities can be redeemed by the Company commencing five

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years from the date of original issuance.

The underlying debt obligations between the Company and American Safety Capital and American Safety Capital II expose the Company to variability in interest payments due to changes in interest rates. Management entered into an interest rate swap for each trust preferred offering to manage that variability. Under each interest rate swap, the Company receives variable interest payments and makes fixed interest rate payments to the applicable capital trust entity, thereby creating fixed rate long-term debt. The overall effective fixed rate expense as a result of this hedge is 7.1% and 7.6% for American Safety Capital and American Safety Capital II, respectively, over the first five years of the obligation.

Interest expense for the twelve months ended December 31, 2003 and December 31, 2004 includes no gains or losses from the interest rate swaps. Changes in fair value of the interest rate swaps designated as hedging instruments of the variability of cash flow associated with a floating rate, long-term debt obligation are reported in accumulated other comprehensive income. The gross unrealized gains and (losses) on the interest rate swaps at December 31, 2003 and December 31, 2004 were \$135,558 and \$192,589 for American Safety Capital and (\$39,604) and \$14,724 for American Safety Capital II, respectively. The interest rate swaps are 100% effective at December 31, 2004.

### *Other Borrowings*

Loans payable mature as follows: \$125,865 in 2005, \$0 in 2006, and \$0 in 2007, \$0 in 2008, \$0 in 2009 and \$12,893,624 thereafter.

The Company capitalizes interest as a component of cost during the development and construction period. In 2003 and 2004, the Company incurred \$766,976 and \$322,437, respectively in interest cost on other borrowings, all of which was capitalized.

### (9) Related Party and Affiliate Transactions

ASI Services, American Safety's underwriting and administrative services subsidiary, leases office space from an entity which is owned by certain directors and shareholders of the Company. The lease commenced on March 1, 2001 and expires on August 31, 2007. The Company paid rent of \$512,666 and \$492,182 in 2004 and 2003 respectively.

### (10) Segment Information

The Company initially segregates its business into the following segments: Real Estate and Insurance Operations. The Insurance Operations segment is further classified into three Reportable segments: Environmental Specialty, Excess and Surplus Lines, and Program Business.

Real estate consists of the Harbour Village project in Ponce Inlet, Florida as discussed in Note 3 herein. In our Insurance Operations segment, Environmental Specialty writes insurance coverages for the environmental remediation industry. Excess and Surplus Lines provides commercial casualty insurance coverages, generally in the area of construction and products liability. Program Business facilitates the offering of insurance to homogeneous niche groups of risks.

The Company measures the Real Estate and Insurance Operation segments using net income, total assets and total equity. The Reportable Insurance Operations segments are measured by net premiums earned, incurred losses and loss adjustment expenses and acquisition expenses. Assets are not allocated to the Reportable Insurance Operations segments. The following table presents key financial data by segment for years ended December 31, 2002, December 31, 2003 and December 31, 2004 (in thousands):

<u>December 31, 2002</u>	<u>Real Estate</u>	<u>Insurance</u>			
		Environmental	E&S	Programs	Other
Gross premiums written	-	22,132	53,261	66,102	17,795
Net premiums written	-	15,187	46,194	10,217	15,325
Net premiums earned	-	12,796	37,162	6,724	16,900
Losses and loss adjustment expenses	-	5,972	18,942	4,903	12,214
Acquisition expenses	-	4,333	8,735	(1,059)	3,158
Underwriting profit (loss)	-	2,491	9,485	2,880	1,528
Income tax expense (benefit)	1,356		(91)		
Net earnings (loss)	1,900		3,618		

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Assets	54,820	334,470
Equity	13,306	49,400

<u>December 31, 2003</u>	Real <u>Estate</u>	<u>Insurance</u>			
		Environmental	E&S	Programs	Other
Gross premiums written	-	34,603	85,793	73,690	18,581
Net premiums written	-	27,233	73,572	15,152	15,521
Net premiums earned	-	22,446	57,379	14,068	15,441
Losses and loss adjustment expenses	-	9,361	34,440	8,200	13,833
Acquisition expenses	-	6,441	12,413	527	2,437
Underwriting profit (loss)	-	6,644	10,526	5,341	(829)
Income tax expense (benefit)	1,338		381		
Net earnings (loss)	2,218		7,076		
Assets	53,327		460,721		
Equity	15,661		79,845		

<u>December 31, 2004</u>	Real <u>Estate</u>	<u>Insurance</u>			
		Environmental	E&S	Programs	Other
Gross premiums written	-	44,157	96,905	77,545	2,969
Net premiums written	-	35,024	77,894	17,530	1,473
Net premiums earned	-	32,152	79,781	16,605	7,853
Losses and loss adjustment expenses	-	15,094	56,131	10,929	11,349
Acquisition expenses	-	7,729	17,767	205	828
Underwriting profit (loss)	-	9,329	5,883	5,471	(4,324)
Income tax expense (benefit)	4,670		(1,368)		
Net earnings (loss)	7,816		4,263		
Assets	8,729		575,148		
Equity	5,547		103,319		

Additionally, the Company conducts business in the following geographic segments: United States and Bermuda. Significant differences exist in the regulatory environment in each country. Those differences include laws regarding the measurable information about the insurance geographic segments for the years ended December 31, 2002, December 31, 2003 and December 31, 2004 (in thousands):

<u>December 31, 2002</u>	<u>United States</u>	<u>Bermuda</u>
Income tax	919	-
Net earnings	1,528	956
Assets	339,633	49,709
Equity	45,854	16,598

<u>December 31, 2003</u>	<u>United States</u>	<u>Bermuda</u>
Income tax	2,675	-
Net earnings	5,827	1,587
Assets	410,177	104,083
Equity	50,445	44,898

<u>December 31, 2004</u>	<u>United States</u>	<u>Bermuda</u>
Income tax	3,696	-
Net earnings	5,543	9,214
Assets	449,322	134,838
Equity	56,126	52,654



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(11) Commitments and Contingencies

At December 31, 2003 and 2004, the Company had aggregate outstanding irrevocable letters of credit which had not been drawn amounting to \$1,000,000 in favor of the Vermont Department of Banking, Insurance, Securities and Health Care Administration. Investments in the amount of \$1,000,000 have been pledged as collateral to the issuing bank.

(12) Liability for Unpaid Loss and Loss Adjustment Expenses

Activity in the liability for unpaid claims and claim adjustment expenses is summarized as follows:

	<u>2002</u>	<u>Years Ended Decem</u> <u>2003</u>
		(In thousand)
Unpaid loss and loss adjustment expenses, January 1	\$ 137,391	\$ 179,164
Reinsurance recoverable on unpaid losses and loss adjustment expenses January 1	<u>89,627</u>	<u>109,543</u>
Net unpaid loss and loss adjustment expenses, January 1	<u>47,734</u>	<u>69,621</u>
Incurred related to:		
Current year	40,297	60,598
Prior years	<u>1,734</u>	<u>5,236</u>
Total incurred	<u>42,031</u>	<u>65,834</u>
Paid related to:		
Current year	4,739	2,490
Prior years	<u>15,405</u>	<u>17,922</u>
Total paid	<u>20,144</u>	<u>20,412</u>
Net unpaid loss and loss adjustment expenses, December 31	69,621	115,043
Reinsurance recoverable on unpaid loss and loss adjustment expenses, December 31	<u>109,543</u>	<u>115,061</u>
Unpaid loss and loss adjustment expenses, December 31	<u>\$ 179,164</u>	<u>\$ 230,104</u>

The negative development for prior years for 2002, 2003 and 2004 occurred in the following business segments:

	<u>Year Ended December 31,</u>		
	<u>2002</u>	<u>2003</u>	<u>2004</u>
	(In thousands)		
Environmental	66	(457)	94
Excess and Surplus Programs	-	1,602	7,700
Other Lines	<u>1,389</u>	<u>3,900</u>	<u>5,112</u>
Total	<u>\$ 1,734</u>	<u>\$ 5,236</u>	<u>\$ 14,402</u>

Excess and surplus lines negative development in 2004 was attributable to developing losses on (i) certain New York contractor risks written in 2001 and (ii) a change in actuarial reserving methodologies to reflect risk categories. Exposure to New York contractor risks was significantly reduced during 2002 and 2003. The other lines development was primarily due to \$2.9 million of increases in workers compensation reserves and \$1.6 million of increases on the Company's assumed liability program. The workers compensation business and the assumed liability program are currently in run-off.

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Management continually attempts to improve its loss estimation process by refining its ability to analyze loss development patterns, claims payments and other information, but many reasons remain for potential adverse development of estimated ultimate liabilities. For example, the uncertainties inherent in the loss estimation process have become increasingly subject to changes in legal trends. In recent years, this trend has expanded the liability of insureds, established new liabilities and reinterpreted contracts to provide unanticipated coverage long after the related policies were written. Such changes from past experience significantly affect the ability of insurers to estimate the liabilities for unpaid losses and related expenses.

Management recognizes the higher variability associated with certain exposures and books of business and considers this factor when establishing liabilities for losses. Management currently believes the Company's gross and net liabilities are adequate.

The net liabilities for losses and loss adjustment expenses maintained by the Company's insurance subsidiaries are equal under both statutory accounting practices and GAAP.

### (13) Stock Options

The Company's stock option plan grants incentive stock options to employees. The options have a term of 10 years. The exercise price is equal to the fair market value at the date of grant. The majority of our options generally vest over three years. At December 31, 2004, 430,880 shares were available for future grants.

The intrinsic value method is used to value stock options in accordance with APB No. 25. Under this method, we do not recognize compensation cost for stock options is not recognized provided the option price equals fair market value at the date of grant. Under the terms of the stock option plan, the exercise price equal to the fair market value at the date of grant.

The following table shows the stock option activity for the Company during 2002, 2003 and 2004.

	<u>Option Shares</u>	<u>Weighted average exercise price</u>
Outstanding at December 31, 2001	937,573	\$ 8.13
2002 activity:		
Granted	106,000	8.85
Exercised	(61,757)	
Canceled	<u>(23,466)</u>	<u>—</u>
Outstanding at December 31, 2002	<u>958,350</u>	<u>\$ 8.34</u>
2003 activity:		
Granted	307,000	8.85
Exercised	(1,500)	—
Canceled	<u>(253,800)</u>	<u>—</u>
Outstanding at December 31, 2003	<u>1,010,050</u>	<u>\$ 7.57</u>
2004 activity:		
Granted	136,500	13.68
Exercised	(77,005)	—
Canceled	<u>(20,764)</u>	<u>—</u>
Outstanding at December 31, 2004	<u>1,048,781</u>	<u>\$ 8.25</u>

Of the 958,350 outstanding options at December 31, 2002, 827,433 were exercisable. Of the 1,010,050 outstanding options at December 31, 2003, 636,550 were exercisable. Of the 1,048,781 outstanding options at December 31, 2004, 633,615 were exercisable.

The remainder of the options vest evenly over a three-year period.

The following table summarizes information about stock options outstanding at December 31, 2004:

Options

Options

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Range of exercise price	Number outstanding	Outstanding		Grant Year	Nu exerc
		Weighted average remaining contractual life	Weighted average exercise price		
\$ 7.08	64,667	2.75	\$ 7.08	1997	6
11.00	50,000	3.13	11.00	1998	5
9.50	70,900	4.13	9.50	1999	7
6.00	63,550	6.11	6.00	2000	6
6.00	300,000	6.04	6.00	2001	30
8.85	81,164	7.17	8.85	2002	5
6.75	90,167	9.04	6.75	2003	3
8.57	200,000	9.46	8.57	2003	
11.20	1,000	8.54	11.20	2003	
13.62	500	9.42	13.62	2004	
13.77	10,000	9.58	13.77	2004	
13.67	<u>116,833</u>	9.08	13.67	2004	
<u>\$6.00-13.77</u>	<u>1,048,781</u>	<u>6.94</u>	<u>\$ 8.25</u>		6

For the pro-forma information presented in Note 1(m), the fair value of each option granted during 2002, 2003 and 2004 was estimated on the date of grant using the Black-Scholes multiple option approach with the following assumptions: dividend yield of 6.0%, 0.0% and 0.0% in 2002, 2003 and 2004, respectively; expected volatility of 44.33%, 41.80% and 41.33% in 2002, 2003 and 2004, respectively; risk-free interest rate of 3.5%, 3.5% and 3.5% in 2002, 2003 and 2004, respectively; and expected life from the vesting dates ranging from 0.50 years to 10.00 years.

The effects of applying SFAS No. 123 in this pro forma disclosure are not indicative of future amounts. The Company expects to grant additional awards in future years. The Company granted options in 2002, 2003 and 2004 at an amount deemed to be fair market value at the date of grant. See Note 1(m) for more information.

(14) Notes Receivable

As of December 31, 2003, notes receivable consists of two notes which are secured by real and personal property, and various corporate and personal guarantees. These notes were in default and meet the definition of impaired loans. No interest income had been recognized on impaired notes receivable during the twelve months ended December 31, 2003. The recorded investment in notes receivable, at December 31, 2003 was \$1,435,000. The weighted average recorded investment in impaired notes receivable as of December 31, 2003 was \$3,879,858. During 2002 and 2003, impairments of \$2,468,172 and \$3,900,198 were recorded on these loans resulting from a decrease in the value of the underlying collateral. During 2004, the Company received \$2.6 million in final settlement of the notes receivable obligations. This amount was recorded as a reduction to other expenses.

(15) Litigation

The Company is routinely a party to various litigation or arbitration disputes considered to be in the normal course of or related to its business. While the outcome of these matters cannot be estimated with certainty, management believes (after consultation with legal counsel) that the resolution of such matters will not have a material adverse effect on the Company's financial condition or operating results, except for the following matters.

*Acquisition Rescission Litigation.* In April 2000, we filed a lawsuit in the U.S. District Court for the Northern District of Georgia for damages and, alternatively, to rescind the stock purchase of a Michigan insurance agency and two related insurance companies specializing in insurance program business based upon the sellers' breach of the representations and warranties made in the definitive agreements concerning the business affairs and financial condition of the acquired companies. The defendants filed several motions for summary judgment opposing our claims. In September 2002, the Court entered an order granting the defendants' motions for summary judgment. However, the Court did not rule that the representations and warranties of the defendant in the definitive agreements were correct. The Court also granted our motions on various counterclaims. We filed a motion for reconsideration with respect to the Court's order which the Court denied in November 2002. In August 2003, we filed a motion requesting the Court certify its previous order granting the defendants' motion for summary judgment as final so that we could appeal the adverse rulings, however the Court denied our motion in December 2003. In 2004 the Company accrued \$1.4 million of additional expense as a result of an adverse ruling in March 2005. It is anticipated that the remaining issues (i.e. disposition of escrowed shares and defendants' claim for attorneys' fees) in the case will be determined by the Court, without a trial,

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in 2005. Thereafter, we will have the right to appeal all adverse prior rulings in the case.

*Assumed Reinsurance Litigation.* The Company is a defendant in four lawsuits arising from certain reinsurance agreements, for the years 2002 and 2003, with an automobile warranty insurer which is now in liquidation. The insurer provided coverage to dealerships and other providers who sold extended automobile warranty contracts to consumer purchasers. In these lawsuits, the consumer purchasers and automobile dealers have alleged various theories of liability against the Company. The Company believes it has several valid defenses and intends to vigorously contest these lawsuits.

AMERICAN SAFETY INSURANCE HOLDINGS, LTD.

SELECTED QUARTERLY FINANCIAL DATA

(unaudited)

The following table presents the quarterly results of consolidated operations for the periods indicated (in thousands of dollars, except per share amounts):

2003	<u>Mar. 31</u>	<u>June 30</u>	<u>Sept. 30</u>
Operating revenues*	\$ 29,476	\$ 42,912	\$ 45,215
Income (loss) before taxes	1,215	5,417	3,795
Net earnings (loss)	1,220	3,814	2,962
Comprehensive income (loss)	1,569	3,533	2,299
Net earnings (loss) per share:			
Basic	\$ 0.26	\$ 0.80	\$ 0.62
Diluted	0.25	0.79	0.58
Common stock price ranges:			
High	\$ 7.33	\$ 9.15	\$ 13.60
Low	6.69	6.18	9.03
2004	<u>Mar. 31</u>	<u>June 30</u>	<u>Sept. 30</u>
Operating revenues*	\$ 50,173	\$ 54,629	\$ 57,096
Income (loss) before taxes	4,811	4,541	4,448
Net earnings (loss)	3,650	4,097	3,258
Comprehensive income (loss)	5,933	(1,439)	6,639
Net earnings (loss) per share:			
Basic	\$ 0.53	\$ 0.59	\$ 0.47
Diluted	0.49	0.55	0.45
Common stock price ranges:			
High	\$ 16.00	\$ 18.30	\$ 15.21
Low	13.00	13.50	9.94

\*Operating revenues are total revenues less realized gains and losses.

During the fourth quarter of 2003, the Company incurred a net loss as a result of impairment of notes receivable.

AMERICAN SAFETY INSURANCE HOLDINGS, LTD. (PARENT ONLY)

SCHEDULE II - CONDENSED BALANCE SHEETS

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DECEMBER 31, 2003 AND 2004

<b>Assets</b>	<u>2003</u>	<u>2004</u>
Investment in subsidiaries	\$ 71,477,707	\$ 91,915,835
Other investments:		
Fixed maturities	23,259,904	10,246,304
Common Stock	-	5,839,306
Short term investments	446,372	392,576
Secured note receivable	<u>2,500,000</u>	<u>2,500,000</u>
Total other investments	97,683,983	110,894,021
Cash and cash equivalents	36,577	67,040
Accrued investment income	188,316	84,137
Other assets	<u>793,980</u>	<u>165,497</u>
Total assets	<u>\$ 98,702,856</u>	<u>\$111,210,695</u>
Liability and shareholders' equity		
Due to related party	\$3,074,599	\$2,322,556
Accounts payable and accrued expenses	<u>185,134</u>	<u>8,456</u>
Total liabilities	<u>3,259,733</u>	<u>2,331,012</u>
Preferred stock	<u>100,000</u>	<u>100,000</u>
Common stock	69,108	67,817
Additional paid in capital	52,744,720	51,067,506
Accumulated other comprehensive earnings, net	1,485,328	1,843,418
Retained earnings	<u>41,043,967</u>	<u>55,800,942</u>
Total shareholders' equity	<u>95,343,123</u>	<u>108,779,683</u>
Total liabilities and shareholders' equity	<u>\$98,702,856</u>	<u>\$111,210,695</u>
See accompanying independent auditors' report.		

AMERICAN SAFETY INSURANCE HOLDINGS, LTD. (PARENT ONLY)

SCHEDULE II - CONDENSED STATEMENTS OF OPERATIONS

YEARS ENDED DECEMBER 31, 2002, 2003 AND 2004

	<u>2002</u>	<u>2003</u>
Revenues:		
Investment income	\$159,585	\$79,077
Realized gains on sales of investments	297,394	-
Other income (loss)	<u>180,877</u>	<u>(500,000)</u>
Total Revenues	<u>637,856</u>	<u>(420,923)</u>
Expenses:		
Losses and LAE incurred	53,522	(630,077)
Other underwriting expenses	<u>901,065</u>	<u>853,030</u>
Total Expenses	<u>954,587</u>	<u>222,953</u>
Net earnings (loss) before equity in net earnings of subsidiary	(316,731)	(643,876)
Equity in net earnings of subsidiary	<u>2,800,850</u>	<u>8,058,286</u>
Net earnings	<u>\$2,484,119</u>	<u>\$7,414,410</u>

See accompanying independent auditors' Report.

AMERICAN SAFETY INSURANCE HOLDINGS, LTD. (PARENT ONLY)

SCHEDULE II - STATEMENTS OF CASH FLOW

YEARS ENDED DECEMBER 31, 2002, 2003 AND 2004

	<u>2002</u>	<u>2003</u>
Cash flow from operating activities:		
Net earnings (loss) before equity in earnings of subsidiary	\$ (316,731)	\$ (643,876)
Adjustments to reconcile net earnings (loss) to net cash provided by (used in) operating activities:		
Change in operating assets and liabilities:		
Accrued investment income	(58,310)	326,175
Premiums receivable/payable	(43,472)	485,225
Due from/to affiliate	3,522,003	856,898
Unpaid losses and loss adjustment expenses	328,246	(1,715,525)
Accounts payable and accrued expenses	(49,062)	52,974
Assumed loss and LAE payable	199,991	(199,991)
Other, net	<u>627,751</u>	<u>(245,507)</u>
Net cash provided by (used in) operating activities	4,210,416	(1,083,627)
Cash flow from investing activities:		
Decrease (increase) in investments	2,762,347	(29,339,562)
Investment in subsidiary	(1,667,119)	-
Decrease (increase) in short term investments	<u>186,742</u>	<u>(431,372)</u>
Net cash provided by (used in) investing activities	1,281,970	(29,770,934)
Cash flow from financing activities:		
Proceeds from sale of common stock	395,281	26,876,525
Dividends paid	(1,701,302)	-
Stock repurchase payments	<u>(186,489)</u>	<u>-</u>
Net cash provided by (used in) financing activities	<u>(1,492,510)</u>	<u>26,876,525</u>
Net (decrease) increase in cash	3,999,876	(3,978,036)
Cash and cash equivalents, beginning of year	<u>14,737</u>	<u>4,014,613</u>
Cash and cash equivalents, end of year	<u>\$ 4,014,613</u>	<u>\$ 36,577</u>

See accompanying independent auditors' report.

AMERICAN SAFETY INSURANCE HOLDINGS, LTD. (PARENT ONLY)

SCHEDULE II - CONDENSED STATEMENTS OF COMPREHENSIVE INCOME

YEARS ENDED DECEMBER 31, 2002, 2003 AND 2004

	<u>2002</u>	<u>2003</u>
Net earnings	\$ 2,484,119	\$ 7,414,410

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Other comprehensive income (loss):		
Unrealized gains on securities available-for-sale, net of minority interest of \$484,906, \$(141,761) and \$(108,334) for 2002, 2003 and 2004, respectively.	3,280,750	1,154,202
Unrealized gains (losses) on hedging transactions	-	(95,953)
Reclassification adjustment for realized (gains) losses included in net earnings, net of minority interest of \$24,421, (\$51,324) and \$(86,986) for 2002, 2003 and 2004, respectively.	<u>(689,464)</u>	<u>(3,088,583)</u>
Total other comprehensive income (loss) before income taxes.	2,591,286	(2,030,334)
Income tax expense (benefit) related to items of other comprehensive income.	<u>541,271</u>	<u>(630,673)</u>
Other comprehensive income (loss)	<u>2,050,015</u>	<u>(1,399,661)</u>
Total comprehensive income	<u>\$ 4,534,134</u>	<u>\$ 6,014,749</u>

See accompanying independent auditors' report.

AMERICAN SAFETY INSURANCE HOLDINGS, LTD.

SCHEDULE III - SUPPLEMENTAL INFORMATION CONCERNING

PROPERTY-CASUALTY INSURANCE OPERATIONS

(dollars in thousands)

	Column B	Column C	Column D	Column E	Column F	Column G	Column H	Column I
	Deferred Acquisition Costs	Reserves for Unpaid Claims and Claim Adjustment Expenses	Discount, if any, Deducted in Column C	Unearned Premiums	Earned Premiums	Net Investment Income (1)	Claims and Adjusted Expense Incurred Re to	Current Year
2002								
Environmental	\$2,446	\$14,618	-	\$11,736	\$12,796	-	\$ 5,906	\$
E&S Programs	4,795	30,208	-	27,088	37,162	-	18,942	
Other Lines	515	9,779	-	5,325	6,724	-	4,624	
Total	<u>795</u>	<u>15,016</u>	<u>-</u>	<u>6,536</u>	<u>16,900</u>	<u>-</u>	<u>10,825</u>	<u>1</u>
	<u>\$8,551</u>	<u>\$ 69,621</u>	<u>-</u>	<u>\$50,685</u>	<u>\$ 73,582</u>	<u>\$4,388</u>	<u>\$40,297</u>	<u>\$1</u>
2003								
Environmental	\$ 3,318	\$ 20,700	-	\$16,528	\$22,446	-	\$9,818	\$
E&S Programs	7,700	60,176	-	43,280	57,379	-	32,838	1
Other Lines	89	13,746	-	6,257	14,068	-	8,009	
Total	<u>856</u>	<u>20,421</u>	<u>-</u>	<u>6,764</u>	<u>15,441</u>	<u>-</u>	<u>9,933</u>	<u>3</u>

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Total	<u>\$11,960</u>	<u>\$115,043</u>	<u>—</u>	<u>\$72,829</u>	<u>\$109,334</u>	<u>\$5,801</u>	<u>\$60,598</u>	<u>\$5</u>
2004								
Environmental	\$ 4,107	\$ 32,889	-	\$19,384	\$32,152	-	\$15,000	\$
E&S	7,337	107,414	-	41,393	79,781	-	48,431	
Programs	75	18,809	-	7,161	16,605	-	9,433	
Other Lines	<u>40</u>	<u>24,928</u>	<u>-</u>	<u>406</u>	<u>7,853</u>	<u>-</u>	<u>6,237</u>	
Total	<u>\$11,559</u>	<u>\$184,040</u>	<u>-</u>	<u>\$68,344</u>	<u>\$136,391</u>	<u>\$9,773</u>	<u>\$79,101</u>	<u>\$1</u>

(1) The Company does not allocate net investment income or other operating expenses to the various lines of business. See accompanying independent auditors' report.

AMERICAN SAFETY INSURANCE HOLDINGS, LTD.

SCHEDULE IV - REINSURANCE

YEARS ENDED DECEMBER 31, 2002, 2003 AND 2004

(dollars in thousands)

	<b>Property-Liability Insurance Premiums Earned</b>	<b>Gross Amount</b>	<b>Ceded to Other Companies</b>	<b>Assumed from Other Companies</b>	<b>Net Amount</b>
<b>United States</b>					
December 31, 2002		\$ 137,049	\$ 70,909	\$ 8,259	\$ 74,399
December 31, 2003		\$ 175,916	\$ 75,268	\$ 8,486	\$ 109,134
December 31, 2004		\$ 223,715	\$ 91,324	\$ 4,000	\$ 136,391
<b>Bermuda</b>					
December 31, 2002		-	\$ 817	-	\$ (817)
December 31, 2003		-	\$ (200)	-	\$ 200
December 31, 2004		-	-	-	-
<b>Combined Total</b>					
December 31, 2002		\$ 137,049	\$ 71,726	\$ 8,259	\$ 73,582
December 31, 2003		\$ 175,916	\$ 75,068	\$ 8,486	\$ 109,334
December 31, 2004		\$ 223,715	\$ 91,324	\$ 4,000	\$ 136,391

See accompanying independent auditors' report.

AMERICAN SAFETY INSURANCE HOLDINGS, LTD.

EXHIBIT 12

RATIO OF EARNINGS TO FIXED CHARGES

(in thousands)

	2002	2003
Earnings		
Pre-tax earnings	\$ 3,403	\$ 10,090
Plus: Interest expense recognized	<u>716</u>	<u>1,424</u>
Total earnings	4,119	11,514



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Fixed charges		
Interest expenses for the period	<u>655</u>	<u>1,345</u>
Total fixed charges	\$ 655	\$ 1,345
Coverage Ratio	6.29	8.56

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**AMERICAN SAFETY INSURANCE HOLDINGS, LTD.**

**Exhibit 23.1**

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors  
American Safety Insurance Holdings, Ltd.

We consent to incorporation by reference in Registration Statement No. 333-107203 on Form S-8 of our report dated March 11, 2005, relating to the consolidated financial statements of American Safety Insurance Holdings, Ltd. and subsidiaries as of December 31, 2004 appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2004.

/s/ BDO Seidman, LLP

Atlanta, Georgia  
March 25, 2005

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**AMERICAN SAFETY INSURANCE HOLDINGS, LTD.**

**Exhibit 23.2**

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors  
American Safety Insurance Holdings, Ltd.

We consent to incorporation by reference in Registration Statement No. 333-107203 on Form S-8 of our report dated March 24, 2004, relating to the consolidated balance sheet of American Safety Insurance Holdings, Ltd. and subsidiaries as of December 31, 2003, and the related consolidated statements of operations, shareholders' equity, cash flow, and comprehensive earnings for each of the years in the two-year period ended December 31, 2003, which appears in the December 31, 2004 Annual Report on Form 10-K of American Safety Insurance Holdings, Ltd. and subsidiaries.

/s/ KPMG LLP

Atlanta, Georgia  
March 28, 2005

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**Exhibit 99**

Harbour Village Development Stat

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

65

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(000)s except references to Condo

(unaudited)

Phase 1

Townhouses

	Marina Condos	Oak Hammock	Riverwalk
<u>12/31/2004</u>			
Planned Number of Condo Units and Boat Slips	248	18	28
Condo Units and Boat Slips under Contract	248	18	28
Value of Pre-sale Contracts (Note 1)	62,892	8,680	10,916
Number of Buildings	8	4	6
Number of Closed Units	248	18	28
Number of Buildings Complete by Task			
Building Foundation	8	4	6
Vertical Building Completed	8	4	6
Interior Finish Completed	8	4	6
Certificate of Occupancy Received	8	4	6
<u>4th Quarter Actual</u>			
Units Closed	-	-	-
Revenue Recognized			
Condos and Boat Slips	\$714	\$172	\$152
Land Sales and Other Revenue			
Total Revenue			
Gross Profit Recognized			
Condos and Boat Slips	\$209	\$96	\$61
Land Sales and Other Revenue			
Total Gross Profit			
Other Expense (Income) Items			
Pre-Tax Profit			
<u>Actual 12/31/04 YTD</u>			
Units Closed	-	3	3
Sales Value of Closed Units	-	1,985	1,254

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### Revenue Recognized

Condos and Boat Slips	\$603	\$2,097	\$1,364
Land Sales and Other Revenue			
Total Revenue			

### Gross Profit Recognized

Condos and Boat Slips	\$365	\$218	\$149
Land Sales and Other Revenue			
Total Gross Profit			

Other Expense (Income) Items  
Pre-Tax Profit

Note 1 No assurance can be given that purchasers under binding pre-sale contracts with deposits will close each contemplated transaction .

Note 2 Other includes net brokerage commissions, advertising, promotion, and other general and administrative costs. These items are not allocated to specific buildings.

The projected results contained above for unit closings, revenue, gross profit, fixed costs and pre-tax profit are forward looking statements. With respect to the Company's development of the Harbour Village property, such forward looking statements involve risks and uncertainties which may cause actual results to differ materially, and are development and new construction, increases in construction costs, construction delays, weather, litigation, changes in interest rates and the availability of mortgage financing for prospective purchasers of condominium units and boat slips and changes in local and national levels of general business activity and economic conditions.