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COMMERCE GROUP INC /MA  
Form 8-K  
July 28, 2005

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

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report  
(Date of earliest event reported)  
July 28, 2005

THE COMMERCE GROUP, INC.  
(Exact name of registrant as specified in its charter)

Massachusetts (State or other jurisdiction of incorporation)	001-13672	04-2599931 (Commission File Number)	(IRS Employer Identification No.)
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211 Main Street, Webster, Massachusetts 01570  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (508) 943-9000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.14e-4(c))

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Section 2. Financial Information  
Item 2.02 Results of Operations and Financial Condition

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The following information is being furnished under Item 2.02 - Results of Operations and Financial Condition. Such information, including the exhibit attached hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section.

On July 28, 2005, The Commerce Group, Inc. (the "Company") issued a press release announcing its results for the quarter ended June 30, 2005. A copy of the press release is attached as Exhibit 99.1 to this Form 8-K.

### SIGNATURE

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

THE COMMERCE GROUP, INC.  
July 28, 2005

/s/ Randall V. Becker  
Randall V. Becker  
Treasurer and Chief Accounting Officer

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### Exhibit 99.1

Press Release

RELEASE: Immediate (July 28, 2005)

CONTACT: Randall V. Becker, Treasurer  
Treasurer  
(508) 949-4129

The Commerce Group, Inc.  
Announces 2005 Second Quarter Results  
and Comparison to 2004

WEBSTER, Mass., July 28, 2005 -- The Commerce Group, Inc. (NYSE:CGI) today reported 2005 second quarter results. Net earnings were \$62.6

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million, or \$1.85 per diluted share, compared to net earnings of \$37.4 million or \$1.14 per diluted share for 2004.

During the second quarter of 2005, the Company had net realized investment gains of \$12.3 million or \$0.24 per diluted share, compared to net realized investment losses of \$8.6 million or \$0.17 per diluted share in the second quarter of 2004. A complete breakdown of this information is included in the attached tables.

Earned premiums were \$427.8 million for the second quarter of 2005, compared to \$404.5 million for 2004. A schedule of direct written premiums to earned premiums is included in the attached tables.

The second quarter GAAP consolidated combined ratio was 89.6%, compared to 91.7% for 2004. The decrease in the combined ratio was the result of a decrease in the loss ratio, partially offset by an increase in the underwriting ratio. The Company's GAAP consolidated loss ratio for the second quarter of 2005 decreased to 63.3% from 68.4% during the same period last year. The improvement was the result of several factors, including: (1) an increase in average earned premium revenue per automobile; (2) a decline in the current year personal automobile bodily injury claim frequency; (3) more favorable loss reserve development compared to the second quarter of last year; and, (4) improved current year results and continued favorable prior years' loss development from Commonwealth Automobile Reinsurers (C.A.R.). The Company's GAAP consolidated underwriting ratio increased to 26.3%, as compared to 23.3% for last year's second quarter, primarily as a result of significantly higher accrued agents' profit sharing and slightly higher 2005 policy year mandated Massachusetts personal automobile commission rates. The higher accrued agents' profit sharing is an outcome of substantially better underwriting results for the second quarter of 2005 versus last year's second quarter.

### Cumulative June 30, 2005 Results

Net earnings for the first six months of 2005 were \$120.6 million, or \$3.56 per diluted share, compared to net earnings of \$88.4 million or \$2.70 per diluted share for 2004.

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### CGI 2Q'05 Earnings Release (page 2 of 7)

During the first six months of 2005, the Company had net realized investment gains of \$20.6 million or \$0.40 per diluted share, compared to net realized investment gains of \$11.9 million or \$0.24 per diluted share in the same period of 2004. A complete breakdown of this information is included in the attached tables.

Earned premiums were \$851.0 million for the six months of 2005, compared to \$800.1 million for 2004. A schedule of direct written premiums to earned premiums is included in the attached tables.

The 2005 six-month GAAP consolidated combined ratio was 89.3%, compared to 92.7% for 2004. The decrease in the combined ratio was the result of a decrease in the loss ratio, partially offset by an increase in the underwriting ratio. The Company's GAAP consolidated

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loss ratio for the first six months of 2005 decreased to 64.6% from 69.8% during the same period last year. The improvement was the result of several factors, including: (1) an increase in average earned premium revenue per automobile; (2) more favorable loss reserve development compared to 2004; (3) improved results from Commonwealth Automobile Reinsurers (C.A.R.); and, (4) a decrease in the current year personal automobile bodily injury claim frequency, partially offset by an increase in physical damage claim frequency which primarily occurred during the first quarter of 2005. The Company's GAAP consolidated underwriting ratio increased to 24.7% for the first six months of 2005, as compared to 22.9% for the same period of 2004, primarily as a result of significantly higher accrued agents' profit sharing and slightly higher 2005 policy year mandated Massachusetts personal automobile commission rates.

A complete presentation of June 30, 2005 and 2004 financial statement information, including a breakdown of the components of the combined ratio and realized investment gains and losses, is included in the financial statements attached to this press release.

Additional supplemental financial information is available on the Company's website at [www.commerceinsurance.com](http://www.commerceinsurance.com), under the "Links" section of the "News and Investor Information" area.

At June 30, 2005, the Company had authority to purchase approximately 858,000 additional shares of common stock under the current Board of Directors' stock re-purchase authorization.

All quarterly figures are unaudited and all results are reported in accordance with accounting principles generally accepted in the United States (GAAP).

About The Commerce Group, Inc.

The Commerce Group, Inc. is headquartered in Webster, Massachusetts. Property and casualty insurance subsidiaries include The Commerce Insurance Company and Citation Insurance Company in Massachusetts, Commerce West Insurance Company in California, and American Commerce Insurance Company in Ohio. Through its subsidiaries' combined insurance activities, the Company is ranked as the 19th largest personal automobile insurance group in the country by A. M. Best Company, based on 2004 direct written premium information. The Company and its insurance subsidiaries are rated A+ (Superior) by A. M. Best.

MORE

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CGI 2Q'05 Earnings Release (page 3 of 7)

Forward Looking Statements

This press release may contain statements that are not historical fact and constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act.

Statements about our expectations, beliefs, plans, objectives, assumptions or future events or performance are not historical facts and may be forward-looking. These statements are often, but not always, made through the use of words or phrases such as "anticipates," "estimates," "plans," "projects," "continuing," "ongoing," "expects," "may," "should," "management believes," "we

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believe," "we intend," and similar words or phrases.

These statements may address, among other things, our strategy for growth, business development, regulatory approvals, market position, expenditures, financial results and reserves. Accordingly, these statements involve estimates, assumptions and uncertainties that could cause actual results to differ materially from those expressed in them. All forward-looking statements are qualified in their entirety by reference to the factors discussed throughout this press release and in our Forms 10-K and 10-Q, and other documents filed with the SEC. Among the key factors that could cause actual results to differ materially from forward-looking statements:

- \* the possibility of severe weather and adverse catastrophe experiences;
- \* adverse trends in claim severity or frequency;
- \* adverse state and federal regulations and legislation;
- \* adverse judicial decisions;
- \* adverse changes to the laws, regulations and rules governing the residual market system in Massachusetts;
- \* interest rate risk;
- \* rate making decisions for private passenger automobile policies in Massachusetts;
- \* potential rate filings;
- \* heightened competition;
- \* concentration of business within Massachusetts;
- \* market disruption in Massachusetts, if competitors exited the market or become insolvent;
- \* dependence on our executive officers; and,
- \* the economic, market or regulatory conditions and risks associated with entry into new markets and diversification.

You should not place undue reliance on any forward-looking statement. The risk factors referred to above could cause actual results or outcomes to differ materially from those expressed in any forward-looking statement made by us or on our behalf. Further, any forward-looking statement speaks only as of the date on which it is made, and we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for us to predict which factors will arise. In addition, we cannot assess the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

(Tables Follow)

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CGI 2Q '05 Earnings Release (page 4 of 7)

THE COMMERCE GROUP, INC. (NYSE - CGI)  
CONSOLIDATED BALANCE SHEETS  
June 30, 2005 and 2004  
(Thousands of Dollars, Except Per Share Data)  
Unaudited

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	June 30, 2005	June 30, 2004
Assets:		
Investments		
Fixed maturities, at market	\$ 1,820,794	\$ 1,594,035
Preferred stocks, at market	\$ 516,673	\$ 380,783
Common stocks, at market	\$ 76,278	\$ 94,932
Preferred stock mutual fund, at equity	\$ 72,115	\$ 51,687
Mortgage loans and collateral notes receivable	\$ 16,607	\$ 14,788
Cash and cash equivalents	\$ 79,192	\$ 73,794
Other investments, at equity	\$ 34,837	\$ 29,409
 Total investments	 \$ 2,616,496	 \$ 2,239,428
Accrued investment income	\$ 20,221	\$ 20,100
Premiums receivable	\$ 496,327	\$ 474,874
Deferred policy acquisition costs	\$ 184,979	\$ 174,375
Property and equipment, net	\$ 56,174	\$ 51,722
Due from reinsurers	\$ 138,398	\$ 124,656
Residual market receivable	\$ 220,576	\$ 222,392
Deferred income taxes	\$ 46,212	\$ 59,046
Current income taxes	\$ 1,841	\$ 6,790
Other assets	\$ 23,504	\$ 19,594
 Total assets	 \$ 3,804,728	 \$ 3,392,977
Liabilities:		
Unpaid losses and LAE	\$ 1,016,042	\$ 1,015,264
Unearned premiums	\$ 1,002,638	\$ 943,157
Bonds payable	\$ 298,286	\$ 298,085
Deferred income	\$ 10,969	\$ 9,132
Accrued agents' profit sharing	\$ 102,666	\$ 33,790
Outstanding checks payable	\$ 43,515	\$ 37,521
Advance premiums and commissions payable	\$ 31,655	\$ 28,456
Other liabilities	\$ 68,832	\$ 63,806
 Total liabilities	 \$ 2,574,603	 \$ 2,429,211
Minority interest	\$ 5,555	\$ 4,542
Stockholders' equity:		
Preferred stock	\$ -	\$ -
Common stock	\$ 20,433	\$ 20,135
Paid-in capital	\$ 145,460	\$ 118,125
Net accumulated other comprehensive income (loss)	\$ 13,125	\$ (21,821)
Retained earnings	\$ 1,265,768	\$ 1,064,876
 Stockholders' equity before treasury stock	 \$ 1,444,786	 \$ 1,181,315
Treasury stock	\$ (220,216)	\$ (222,091)
 Total stockholders' equity	 \$ 1,224,570	 \$ 959,224
 Total liabilities, minority interest and stockholders' equity	 \$ 3,804,728	 \$ 3,392,977
Common shares outstanding	33,602,705	32,913,020
Stockholders' equity per share	\$ 36.44	\$ 29.14

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CGI 2Q '05 Earnings Release (page 5 of 7)

THE COMMERCE GROUP, INC. (NYSE - CGI)  
 CONSOLIDATED STATEMENTS OF EARNINGS AND COMPREHENSIVE INCOME  
 Three and Six Months Ended June 30, 2005 and 2004  
 (Thousands of Dollars, Except Per Share Data)  
 Unaudited

	Three Months Ended June 30,	
	2005	2004
Revenues:		
Earned premiums	\$ 427,792	\$ 404,511
Net investment income	\$ 31,233	\$ 27,894
Premium finance and service fees	\$ 7,042	\$ 7,021
Net realized investment gains (losses)	\$ 12,291	\$ (8,602)
Other income	\$ 11	\$ 113
<b>TOTAL REVENUES</b>	<b>\$ 478,369</b>	<b>\$ 430,937</b>
Expenses:		
Losses and LAE	\$ 270,737	\$ 276,506
Policy acquisition costs	\$ 111,679	\$ 98,200
Interest expense & amortization of bond fees	\$ 4,608	\$ 4,512
<b>TOTAL EXPENSES</b>	<b>\$ 387,024</b>	<b>\$ 379,218</b>
Earnings before income taxes and minority interest	\$ 91,345	\$ 51,719
Income taxes	\$ 28,574	\$ 14,152
Earnings before minority interest	\$ 62,771	\$ 37,567
Minority interest in net earnings of subsidiary	\$ (209)	\$ (177)
<b>NET EARNINGS</b>	<b>\$ 62,562</b>	<b>\$ 37,390</b>
<b>COMPREHENSIVE INCOME (LOSS)</b>	<b>\$ 84,352</b>	<b>\$ (20,915)</b>
EARNINGS PER COMMON SHARE:		
BASIC	\$ 1.86	\$ 1.14
DILUTED	\$ 1.85	\$ 1.14
Cash dividends paid per common share	\$ 0.38	\$ 0.33
Weighted average shares outstanding:		
BASIC	33,593,815	32,684,245
DILUTED	33,895,166	32,906,206

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THE COMMERCE GROUP, INC. (NYSE - CGI)  
 ADDITIONAL EARNINGS INFORMATION  
 Three and Six Months June 30, 2005 and 2004  
 (Thousands of Dollars, Except Per Share Data)  
 Unaudited

Three Months Ended  
 June 30,  
 2005                      2004

ADDITIONAL EARNINGS INFORMATION:

Direct premiums written to earned premiums reconciliation:

Direct premiums written	\$ 482,347	\$ 467,986
Assumed premiums	\$ 51,226	\$ 43,492
Ceded premiums	\$ (70,344)	\$ (65,719)
Net written premiums	\$ 463,229	\$ 445,759
Increase in unearned premiums	\$ (35,437)	\$ (41,248)
Earned premiums	\$ 427,792	\$ 404,511

GAAP consolidated operating ratios: (1)

Loss ratio	63.3%	68.4%
Underwriting ratio	26.3%	23.3%
Combined ratio	89.6%	91.7%

GAAP operating ratios for combined insurance subsidiaries only: (2)

Loss ratio	62.3%	67.5%
Underwriting ratio	25.5%	22.5%
Combined ratio	87.8%	90.0%

Breakdown of net realized investment gains (losses):

Fixed maturities	\$ 7,648	\$ (6,387)
Preferred stocks	\$ 190	\$ 2,693
Common stocks	\$ 548	\$ 505
Preferred stock mutual funds:		
Due to increase (decrease) in NAV	\$ 3,276	\$ (5,259)
Due to sales	\$ -	\$ 38
Venture capital fund investments	\$ 2,560	\$ (184)
Other	\$ 8	\$ (8)
Other than temporary writedowns	\$ (1,939)	\$ -
Net realized investment gains (losses) before tax	\$ 12,291	\$ (8,602)
Income tax expense (benefit) at 35%	\$ 4,302	\$ (3,011)
Net realized investment gains (losses) after tax	\$ 7,989	\$ (5,591)
Per diluted share net realized gains (losses) after tax	\$ 0.24	\$ (0.17)

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CGI 2Q '05 Earnings Release (page 7 of 7) - Continued

THE COMMERCE GROUP, INC. (NYSE - CGI)  
 ADDITIONAL EARNINGS INFORMATION  
 Three and Six Months June 30, 2005 and 2004  
 (Thousands of Dollars, Except Per Share Data)



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Unaudited

- (1) GAAP consolidated operating ratios are calculated as in (2) below using the combined insurance subsidiaries' loss and underwriting results, adding to them the expenses of the holding companies (corporate expenses) in order to equal the loss and underwriting expense amounts on the income statement. For purposes of the U/W ratio, underwriting expenses are grossed-up for the increase in deferred acquisition costs of \$10,332 and \$5,332 for the three months ended and \$21,334 and \$20,769 for the six months ended June 30, for 2005 and 2004, respectively.
- (2) GAAP operating ratios for combined insurance subsidiaries are calculated as follows:
  - (a) The loss ratio represents losses and LAE divided by earned premiums; and,
  - (b) The underwriting ratio represents underwriting expenses (excluding changes in deferred acquisition costs), divided by net premiums written. No corporate expenses are included in the calculations.