

BROWN & BROWN INC
Form 10-Q
May 09, 2013
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended March 31, 2013

Or

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

For the transition period from _____ to _____

Commission file number 001-13619

BROWN & BROWN, INC.

(Exact name of Registrant as specified in its charter)

Florida
(State or other jurisdiction of
incorporation or organization)

59-0864469
(I.R.S. Employer
Identification Number)

220 South Ridgewood Avenue,

Daytona Beach, FL
(Address of principal executive offices)

32114
(Zip Code)

Registrant's telephone number, including area code: (386) 252-9601

Registrant's Website: www.bbinsurance.com

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Large accelerated filer Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

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

The number of shares of the Registrant's common stock, \$.10 par value, outstanding as of May 4, 2013 was 144,032,357.

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Disclosure Regarding Forward-Looking Statements

Brown & Brown, Inc., together with its subsidiaries (collectively, we, Brown & Brown or the Company), make forward-looking statements within the safe harbor provision of the Private Securities Litigation Reform Act of 1995, as amended, throughout this report and in the documents we incorporate by reference into this report. You can identify these statements by forward-looking words such as may, will, should, expect, anticipate, believe, intend, estimate, plan and continue or similar words. We have based these statements on our current expectations about future events. Although we believe the expectations expressed in the forward-looking statements included in this Form 10-Q and the reports, statements, information and announcements incorporated by reference into this report are based on reasonable assumptions within the bounds of our knowledge of our business, a number of factors could cause actual results to differ materially from those expressed in any forward-looking statements, whether oral or written, made by us or on our behalf. Many of these factors have previously been identified in filings or statements made by us or on our behalf. Important factors which could cause our actual results to differ materially from the forward-looking statements in this report include the following items, in addition to those matters described in Part I, Item 2 Management's Discussion and Analysis of Financial Condition and Results of Operations :

Projections of revenues, income, losses, cash flows, capital expenditures;

Future prospects;

Plans for future operations;

Expectations of the economic environment;

Material adverse changes in economic conditions in the markets we serve and in the general economy;

Future regulatory actions and conditions in the states in which we conduct our business;

Competition from others in the insurance agency, wholesale brokerage, insurance programs and service business;

The occurrence of adverse economic conditions, an adverse regulatory climate, or a disaster in California, Florida, Georgia, Indiana, Massachusetts, Michigan, New Jersey, New York, Pennsylvania, Texas and Washington, because a significant portion of business written by Brown & Brown is for customers located in these states;

The integration of our operations with those of businesses or assets we have acquired, including our January 2012 acquisition of Arrowhead General Insurance Agency Superholding Corporation (Arrowhead), or may acquire in the future and the failure to realize the expected benefits of such acquisition and integration;

Premium rates and exposure units set by insurance companies which have traditionally varied and are difficult to predict;

Our ability to forecast liquidity needs through at least the end of 2013;

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Our ability to renew or replace expiring leases;

Outcome of legal proceedings and governmental investigations;

Policy cancellations which can be unpredictable;

Potential changes to the tax rate that would affect the value of deferred tax assets and liabilities;

The inherent uncertainty in making estimates, judgments, and assumptions in the preparation of financial statements in accordance with generally accepted accounting principles in the United States of America (U.S. GAAP);

The performance of acquired businesses and its effect on estimated acquisition earn-out payable;

Other risks and uncertainties as may be detailed from time to time in our public announcements and Securities and Exchange Commission (SEC) filings; and

Assumptions as to any of the foregoing and all statements that are not based on historical fact but rather reflect our current expectations concerning future results and events.

Forward-looking statements that we make or that are made by others on our behalf are based on a knowledge of our business and the environment in which we operate, but because of the factors listed above, among others, actual results may differ from those in the forward-looking statements. Consequently, these cautionary statements qualify all of the forward-looking statements we make herein. We cannot assure you that the results or developments anticipated by us will be realized or, even if substantially realized, that those results or developments will result in the expected consequences for us or affect us, our business or our operations in the way we expect. We caution readers not to place undue reliance on these forward-looking statements, which speak only as of their dates. We assume no obligation to update any of the forward-looking statements.

Table of Contents**PART I FINANCIAL INFORMATION****ITEM 1 FINANCIAL STATEMENTS (UNAUDITED)****BROWN & BROWN, INC.****CONDENSED CONSOLIDATED STATEMENTS OF INCOME****(UNAUDITED)**

(in thousands, except per share data)	For the three months ended March 31,	
	2013	2012
REVENUES		
Commissions and fees	\$ 333,793	\$ 296,533
Investment income	186	135
Other income, net	1,033	5,818
Total revenues	335,012	302,486
EXPENSES		
Employee compensation and benefits	159,498	149,596
Non-cash stock-based compensation	3,850	3,747
Other operating expenses	46,339	43,400
Amortization	16,161	15,613
Depreciation	4,167	3,641
Interest	3,984	4,087
Change in estimated acquisition earn-out payables	1,522	(388)
Total expenses	235,521	219,696
Income before income taxes	99,491	82,790
Income taxes	39,360	33,357
Net income	\$ 60,131	\$ 49,433
Net income per share:		
Basic	\$ 0.42	\$ 0.34
Diluted	\$ 0.41	\$ 0.34
Weighted average number of shares outstanding:		
Basic	140,796	139,001
Diluted	142,947	141,500
Dividends declared per share	\$ 0.09	\$ 0.085

See accompanying notes to consolidated financial statements.

Table of Contents**BROWN & BROWN, INC.****CONDENSED CONSOLIDATED BALANCE SHEETS****(UNAUDITED)**

(in thousands, except per share data)	March 31, 2013	December 31, 2012
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 340,206	\$ 219,821
Restricted cash and investments	186,768	164,564
Short-term investments	7,228	8,183
Premiums, commissions and fees receivable	303,882	302,725
Deferred income taxes	16,041	24,408
Other current assets	27,488	39,811
Total current assets	881,613	759,512
Fixed assets, net	73,067	74,337
Goodwill	1,709,279	1,711,514
Amortizable intangible assets, net	550,689	566,538
Other assets	15,712	16,157
Total assets	\$ 3,230,360	\$ 3,128,058
LIABILITIES AND SHAREHOLDERS EQUITY		
Current Liabilities:		
Premiums payable to insurance companies	\$ 443,290	\$ 406,704
Premium deposits and credits due customers	25,343	32,867
Accounts payable	63,303	48,524
Accrued expenses and other liabilities	85,285	79,593
Current portion of long-term debt	93	93
Total current liabilities	617,314	567,781
Long-term debt	450,000	450,000
Deferred income taxes, net	244,883	237,630
Other liabilities	58,907	65,314
Shareholders' Equity:		
Common stock, par value \$0.10 per share; authorized 280,000 shares; issued and outstanding 143,990 at 2013 and 143,878 at 2012	14,399	14,388
Additional paid-in capital	340,606	335,872
Retained earnings	1,504,251	1,457,073
Total shareholders' equity	1,859,256	1,807,333
Total liabilities and shareholders' equity	\$ 3,230,360	\$ 3,128,058

See accompanying notes to consolidated financial statements.

Table of Contents**BROWN & BROWN, INC.****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****(UNAUDITED)**

(in thousands)	For the three months ended March 31,	
	2013	2012
Cash flows from operating activities:		
Net income	\$ 60,131	\$ 49,433
Adjustments to reconcile net income to net cash provided by operating activities:		
Amortization	16,161	15,613
Depreciation	4,167	3,641
Non-cash stock-based compensation	3,850	3,747
Change in estimated acquisition earn-out payables	1,522	(388)
Deferred income taxes	15,620	18,435
Income tax benefit from exercise of shares from the stock benefit plans	(252)	(29)
Net gain on sales of investments, fixed assets and customer accounts	(383)	(2,988)
Payments on acquisition earn-outs in excess of original estimated payables	(1,618)	
Changes in operating assets and liabilities, net of effect from acquisitions and divestitures:		
Restricted cash and investments (increase)	(22,204)	(58,984)
Premiums, commissions and fees receivable decrease (increase)	262	(6,491)
Other assets decrease	12,919	1,858
Premiums payable to insurance companies increase	36,586	28,897
Premium deposits and credits due customers (decrease) increase	(7,524)	1,056
Accounts payable increase	19,308	22,484
Accrued expenses and other liabilities increase (decrease)	5,788	(37,221)
Other liabilities (decrease)	(7,312)	(13,275)
Net cash provided by operating activities	137,021	25,788
Cash flows from investing activities:		
Additions to fixed assets	(2,947)	(5,905)
Payments for businesses acquired, net of cash acquired	(61)	(341,758)
Proceeds from sales of fixed assets and customer accounts	243	4,103
Purchases of investments	(1,629)	(1,308)
Proceeds from sales of investments	2,585	1,328
Net cash used in investing activities	(1,809)	(343,540)
Cash flows from financing activities:		
Payments on acquisition earn-outs	(2,701)	(133)
Proceeds from long-term debt		200,000
Payments on long-term debt		(614)
Borrowings on revolving credit facilities		100,000
Payments on revolving credit facilities		(100,000)
Income tax benefit from exercise of shares from the stock benefit plans	252	29
Issuances of common stock for employee stock benefit plans	625	287
Repurchase stock benefit plan shares for employees to fund tax withholdings	(50)	(224)
Cash dividends paid	(12,953)	(12,184)
Net cash (used in) provided by financing activities	(14,827)	187,161

Net increase (decrease) in cash and cash equivalents	120,385	(130,591)
Cash and cash equivalents at beginning of period	219,821	286,305
Cash and cash equivalents at end of period	\$ 340,206	\$ 155,714

See accompanying notes to consolidated financial statements.

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BROWN & BROWN, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

NOTE 1· Nature of Operations

Brown & Brown, Inc., a Florida corporation, and its subsidiaries (collectively, *Brown & Brown* or the *Company*) is a diversified insurance agency, wholesale brokerage, insurance programs and services organization that markets and sells to its customers insurance products and services, primarily in the property and casualty area. Brown & Brown's business is divided into four reportable segments: the Retail Division, which provides a broad range of insurance products and services to commercial, public and quasi-public entities, professional and individual customers; the Wholesale Brokerage Division, which markets and sells excess and surplus commercial insurance and reinsurance, primarily through independent agents and brokers; the National Programs Division, which provides professional liability and related package products for certain professionals delivered through nationwide networks of independent agents, and markets targeted products and services designated for specific industries, trade groups, public and quasi-public entities and market niches; and the Services Division, which provides insurance-related services, including third-party claims administration and comprehensive medical utilization management services in both the workers compensation and all-lines liability arenas, as well as Medicare set-aside services, Social Security disability and Medicare benefits advocacy services, and catastrophe claims adjusting services.

NOTE 2· Basis of Financial Reporting

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (*U.S. GAAP*) for interim financial information and with the instructions for Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. These unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the notes thereto set forth in the *Company's* Annual Report on Form 10-K for the year ended December 31, 2012.

Results of operations for the three months ended March 31, 2013 are not necessarily indicative of the results that may be expected for the year ending December 31, 2013.

NOTE 3· Net Income Per Share

Accounting Standards Codification (*ASC*) Topic 260 *Earnings Per Share* is the authoritative guidance that states that invested share-based payment awards that contain non-forfeitable rights to dividends or dividend equivalents are participating securities and, therefore, are included in computing earnings per share (*EPS*) pursuant to the two-class method. The two-class method determines EPS for each class of common stock and participating securities according to dividends or dividend equivalents and their respective participation rights in undistributed earnings. Performance stock shares granted to employees under the *Company's* Performance Stock Plan and Stock Incentive Plan are considered participating securities as they receive non-forfeitable dividend equivalents at the same rate as common stock.

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Basic EPS is computed based on the weighted average number of common shares (including participating securities) issued and outstanding during the period. Diluted EPS is computed based on the weighted average number of common shares issued and outstanding plus equivalent shares, assuming the exercise of stock options. The dilutive effect of stock options is computed by application of the treasury-stock method. The following is a reconciliation between basic and diluted weighted average shares outstanding:

(in thousands, except per share data)	For the three months ended March 31,	
	2013	2012
Net income	\$ 60,131	\$ 49,433
Net income attributable to unvested awarded performance stock	(1,308)	(1,499)
Net income attributable to common shares	\$ 58,823	\$ 47,934
Weighted average number of common shares outstanding basic	143,926	143,347
Less unvested awarded performance stock included in weighted average number of common shares outstanding basic	(3,130)	(4,346)
Weighted average number of common shares outstanding for basic earnings per common share	140,796	139,001
Dilutive effect of stock options	2,151	2,499
Weighted average number of shares outstanding diluted	142,947	141,500
Net income per share:		
Basic	\$ 0.42	\$ 0.34
Diluted	\$ 0.41	\$ 0.34

NOTE 4• Business Combinations**Acquisitions in 2013**

During the three months ended March 31, 2013, Brown & Brown did not acquire any insurance intermediaries, however there were miscellaneous adjustments to the purchase price allocation of certain prior acquisitions acquired within the last twelve months as permitted by ASC Topic 805 *Business Combinations* (ASC 805). Acquisition purchase prices are typically based on a multiple of average annual operating profit earned over a one- to three-year period within a minimum and maximum price range. The recorded purchase price for all acquisitions consummated after January 1, 2009 included an estimation of the fair value of liabilities associated with any potential earn-out provisions. Subsequent changes in the fair value of earn-out obligations will be recorded in the consolidated statement of income when incurred.

The fair value of earn-out obligations is based on the present value of the expected future payments to be made to the sellers of the acquired businesses in accordance with the provisions outlined in the respective purchase agreements. In determining fair value, the acquired business's future performance is estimated using financial projections developed by management for the acquired business and reflects market participant assumptions regarding revenue growth and/or profitability. The expected future payments are estimated on the basis of the earn-out formula and performance targets specified in each purchase agreement compared to the associated financial projections. These payments are then discounted to present value using a risk-adjusted rate that takes into consideration the likelihood that the forecasted earn-out payments will be made.

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Based on the acquisition date and the complexity of the underlying valuation work, certain amounts included in the Company's Consolidated Financial Statements may be provisional and thus subject to further adjustments within the permitted measurement period, as defined in ASC 805. For the three months ended March 31, 2013, several adjustments were made within the permitted measurement period that resulted in reduction to the aggregate purchase price of the applicable acquisitions of \$1,071,000, including \$61,000 of cash payments, a reduction of \$454,000 in other payables, the assumption of \$43,000 of liabilities and the reduction of \$721,000 in recorded earn-out payables.

The following table summarizes the adjustments made to the aggregate purchase price allocations as of the date of each acquisition:

(in thousands)

Name	Business Segment	2012 Date of Acquisition	Cash Paid	Other Payable	Recorded Earn-out Payable	Net Assets Acquired
Arrowhead General Insurance Agency Superholding Corporation	National Programs; Services	January 9	\$	\$ (454)	\$	\$ (454)
Insurcorp & GGM Investments LLC	Retail	May 1			(834)	(834)
Richard W. Endlar Insurance Agency, Inc.	Retail	May 1			220	220
Texas Security General Insurance Agency, Inc.	Wholesale/ Brokerage	Sept 1			(107)	(107)
Other	Various	Various	61			61
Total			\$ 61	\$ (454)	\$ (721)	\$ (1,114)

The following table summarizes the adjustments made to the estimated fair values of the aggregate assets and liabilities acquired as of the date of each acquisition:

(in thousands)	Arrowhead	Insurcorp	Endlar	Texas Security	Other	Total
Other current assets	\$	\$	\$	\$ 25	\$ 1,419	\$ 1,444
Goodwill	(454)	(566)	216	(843)	(1,214)	(2,861)
Purchased customer accounts		(268)	4	708	(98)	346
Total assets acquired	(454)	(834)	220	(110)	107	(1,071)
Other current liabilities				3	(46)	(43)
Net assets acquired	\$ (454)	\$ (834)	\$ 220	\$ (107)	\$ 61	\$ (1,114)

Acquisitions in 2012

During three months ended March 31, 2012, Brown & Brown acquired the assets and assumed certain liabilities of two insurance intermediaries, and all of the stock of one insurance intermediary. The aggregate purchase price of these acquisitions was \$559,241,000, including \$401,247,000 of cash payments, the issuance of \$21,391,000 in other payables, the assumption of \$131,889,000 of liabilities and \$4,714,000 of recorded earn-out payables. All of these acquisitions were acquired primarily to expand Brown & Brown's core businesses and to attract and hire high-quality personnel. Acquisition purchase prices are typically based on a multiple of average annual operating profit earned over a one- to three-year period within a minimum and maximum price range. The recorded purchase price for all acquisitions consummated after January 1, 2009 included an estimation of the fair value of liabilities associated with any potential earn-out provisions. Subsequent changes in the fair value of earn-out obligations will be recorded in the consolidated statement of income when incurred.

The fair value of earn-out obligations is based on the present value of the expected future payments to be made to the sellers of the acquired businesses in accordance with the provisions outlined in the respective purchase agreements. In determining fair value, the acquired business's future performance is estimated using financial projections developed by management for the acquired business and reflects market participant

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assumptions regarding revenue growth and/or profitability. The expected future payments are estimated on the basis of the earn-out formula and performance targets specified in each purchase agreement compared to the associated financial projections. These payments are then discounted to present value using a risk-adjusted rate that takes into consideration the likelihood that the forecasted earn-out payments will be made.

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The acquisitions made in 2012 have been accounted for as business combinations and are as follows:

(in thousands)

Name	Business Segment	2012 Date of Acquisition	Cash Paid	Note Payable	Other Payable	Recorded Earn-out Payable	Net Assets Acquired	Maximum Potential Earn-out Payable
Arrowhead General Insurance Agency Superholding Corporation	National Programs; Services	January 9	\$ 397,531	\$	\$ 21,391	\$ 3,634	\$ 422,556	\$ 5,000
Other	Various	Various	3,716			1,080	4,796	3,488
Total			\$ 401,247	\$	\$ 21,391	\$ 4,714	\$ 427,352	\$ 8,488

The following table summarizes the estimated fair values of the aggregate assets and liabilities acquired as of the date of each acquisition:

(in thousands)	Arrowhead	Other	Total
Cash	\$ 62,396	\$	\$ 62,396
Other current assets	66,828	110	66,938
Fixed assets	4,743	25	4,768
Goodwill	320,145	2,899	323,044
Purchased customer accounts	100,072	1,828	101,900
Non-compete agreements	100	54	154
Other assets	41		41
Total assets acquired	554,325	4,916	559,241
Other current liabilities	(105,118)	(120)	(105,238)
Deferred income taxes, net	(26,651)		(26,651)
Total liabilities assumed	(131,769)	(120)	(131,889)
Net assets acquired	\$ 422,556	\$ 4,796	\$ 427,352

The weighted average useful lives for the acquired amortizable intangible assets are as follows: purchased customer accounts, 15.0 years; and non-compete agreements, 5.0 years.

Goodwill of \$323,044,000, was allocated to the Retail, National Programs, Wholesale Brokerage and Services Divisions in the amounts of \$2,088,000, \$253,901,000, \$811,000 and \$66,244,000, respectively. Of the total goodwill of \$323,044,000, \$3,226,000 is currently deductible for income tax purposes and \$315,104,000 is non-deductible. The remaining \$4,714,000 relates to the earn-out payables and will not be deductible until it is earned and paid.

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The results of operations for the acquisitions completed during 2012 have been combined with those of the Company since their respective acquisition dates. The total revenues and income before income taxes from the acquisitions completed through March 31, 2012, included in the Condensed Consolidated Statement of Income for the three months ended March 31, 2012, were \$27,712,000 and \$362,000, respectively. If the acquisitions had occurred as of the beginning of the period, the Company's results of operations would be as shown in the following table. These unaudited pro forma results are not necessarily indicative of the actual results of operations that would have occurred had the acquisitions actually been made at the beginning of the respective periods.

(UNAUDITED) (in thousands, except per share data)	For the three months ended March 31,	
	2012	2011
Total revenues	\$ 304,916	\$ 289,935
Income before income taxes	\$ 83,481	\$ 84,178
Net income	\$ 49,846	\$ 50,826
Net income per share:		
Basic	\$ 0.35	\$ 0.36
Diluted	\$ 0.34	\$ 0.35
Weighted average number of shares outstanding:		
Basic	139,001	138,351
Diluted	141,500	140,648

For acquisitions consummated prior to January 1, 2009, additional consideration paid to sellers as a result of purchase price earn-out provisions are recorded as adjustments to intangible assets when the contingencies are settled. The net additional consideration paid by the Company in 2013 as a result of these adjustments totaled \$626,000, all of which was allocated to goodwill. Of the \$626,000 net additional consideration paid, \$626,000 was issued as an other payable. The net additional consideration paid by the Company in 2012 as a result of these adjustments totaled \$2,907,000, all of which was allocated to goodwill. Of the \$2,907,000 net additional consideration paid, \$2,907,000 was paid in cash.

As of March 31, 2013, the maximum future contingency payments related to all acquisitions totaled \$147,631,000, all of which relates to acquisitions consummated subsequent to January 1, 2009.

ASC Topic 805 *Business Combinations* is the authoritative guidance requiring an acquirer to recognize 100% of the fair values of acquired assets, including goodwill, and assumed liabilities (with only limited exceptions) upon initially obtaining control of an acquired entity. Additionally, the fair value of contingent consideration arrangements (such as earn-out purchase arrangements) at the acquisition date must be included in the purchase price consideration. As a result, the recorded purchase prices for all acquisitions consummated after January 1, 2009 include an estimation of the fair value of liabilities associated with any potential earn-out provisions. Subsequent changes in these earn-out obligations will be recorded in the consolidated statement of income when incurred. Potential earn-out obligations are typically based upon future earnings of the acquired entities, usually between one and three years.

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As of March 31, 2013 and 2012, the fair values of the estimated acquisition earn-out payables were re-evaluated and measured at fair value on a recurring basis using unobservable inputs (Level 3). The resulting additions, payments, and net changes, as well as the interest expense accretion on the estimated acquisition earn-out payables, for the three months ended March 31, 2013 and 2012, were as follows:

(in thousands)	For the three months ended March 31,	
	2013	2012
Balance as of the beginning of the period	\$ 52,987	\$ 47,715
Additions to estimated acquisition earn-out payables	(721)	4,714
Payments for estimated acquisition earn-out payables	(4,319)	(133)
Subtotal	47,947	52,296
Net change in earnings from estimated acquisition earn-out payables:		
Change in fair value on estimated acquisition earn-out payables	997	(970)
Interest expense accretion	525	582
Net change in earnings from estimated acquisition earn-out payables	1,522	(388)
Balance as of March 31	\$ 49,469	\$ 51,908

Of the \$49,469,000 estimated acquisition earn-out payables as of March 31, 2013, \$15,781,000 was recorded as accounts payable and \$33,688,000 was recorded as other non-current liabilities. Of the \$51,908,000 in estimated acquisition earn-out payables as of March 31, 2012, \$8,782,000 was recorded as accounts payable and \$43,126,000 was recorded as other non-current liabilities.

NOTE 5- Goodwill

Goodwill is subject to at least an annual assessment for impairment by applying a fair value-based test. Brown & Brown completed its most recent annual assessment as of November 30, 2012, and identified no impairment as a result of the evaluation.

The changes in the carrying value of goodwill by operating segment for the three months ended March 31, 2013 are as follows:

(in thousands)	Retail	National Programs	Wholesale Brokerage	Services	Total
Balance as of January 1, 2013	\$ 876,219	\$ 439,180	\$ 288,054	\$ 108,061	\$ 1,711,514
Goodwill of acquired businesses	(1,564)	172	(843)		(2,235)
Balance as of March 31, 2013	\$ 874,655	\$ 439,352	\$ 287,211	\$ 108,061	\$ 1,709,279

NOTE 6- Amortizable Intangible Assets

Amortizable intangible assets at March 31, 2013 and December 31, 2012, consisted of the following:

(in thousands)	March 31, 2013				December 31, 2012			
	Gross Carrying Value	Accumulated Amortization	Net Carrying Value	Weighted Average Life (years)(1)	Gross Carrying Value	Accumulated Amortization	Net Carrying Value	Weighted Average Life (years)(1)
Purchased customer accounts	\$ 1,005,316	\$ (455,633)	\$ 549,683	14.9	\$ 1,005,031	\$ (439,623)	\$ 565,408	14.9
Non-compete agreements	25,320	(24,314)	1,006	7.2	25,320	(24,190)	1,130	7.2

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Total	\$ 1,030,636	\$ (479,947)	\$ 550,689	\$ 1,030,351	\$ (463,813)	\$ 566,538
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Amortization expense for amortizable intangible assets for the years ending December 31, 2013, 2014, 2015, 2016 and 2017, is estimated to be \$64,101,000, \$63,039,000, \$61,749,000, \$57,169,000, and \$54,457,000, respectively.

(1) Weighted average life calculated as of the date of acquisition.

NOTE 7· Long-Term Debt

Long-term debt at March 31, 2013 and December 31, 2012, consisted of the following:

(in thousands)	2013	2012
Unsecured senior notes	\$ 450,000	\$ 450,000
Acquisition notes payable	93	93
Revolving credit facility		
Total debt	450,093	450,093
Less current portion	(93)	(93)
Long-term debt	\$ 450,000	\$ 450,000

In July 2004, the Company completed a private placement of \$200.0 million of unsecured senior notes (the Notes). The \$200.0 million was divided into two series: (1) Series A, which closed on September 15, 2004, for \$100.0 million due in 2011 and bore interest at 5.57% per year; and (2) Series B, which closed on July 15, 2004, for \$100.0 million due in 2014 and bearing interest at 6.08% per year. Brown & Brown has used the proceeds from the Notes for general corporate purposes, including acquisitions and repayment of existing debt. On September 15, 2011, the \$100.0 million of Series A Notes were redeemed on their normal maturity date. As of March 31, 2013 and December 31, 2012, there was an outstanding balance on the Notes of \$100.0 million.

On December 22, 2006, the Company entered into a Master Shelf and Note Purchase Agreement (the Master Agreement) with a national insurance company (the Purchaser). On September 30, 2009, the Company and the Purchaser amended the Master Agreement to extend the term of the agreement until August 20, 2012. The Purchaser also purchased Notes issued by the Company in 2004. The Master Agreement provides for a \$200.0 million private uncommitted shelf facility for the issuance of unsecured senior notes over a three-year period, with interest rates that may be fixed or floating and with such maturity dates, not to exceed ten years, as the parties may determine. The Master Agreement includes various covenants, limitations and events of default similar to the Notes issued in 2004. The initial issuance of notes under the Master Agreement occurred on December 22, 2006, through the issuance of \$25.0 million in Series C Senior Notes due December 22, 2016, with a fixed interest rate of 5.66% per year. On February 1, 2008, \$25.0 million in Series D Senior Notes due January 15, 2015, with a fixed interest rate of 5.37% per year, were issued. On September 15, 2011, and pursuant to a Confirmation of Acceptance, dated January 21, 2011 (the Confirmation), in connection with the Master Agreement, \$100.0 million in Series E Senior Notes due September 15, 2018, with a fixed interest rate of 4.50% per year, were issued. The Series E Senior Notes were issued for the sole purpose of retiring the Series A Senior Notes. As of March 31, 2013, and December 31, 2012, there was an outstanding debt balance issued under the provisions of the Master Agreement of \$150.0 million. The Master Agreement expired on September 30, 2012 and was not extended.

On October 12, 2012, the Company entered into a Master Note Facility Agreement (the New Master Agreement) with another national insurance company (the New Purchaser). The New Purchaser also purchased Notes issued by the Company in 2004. The New Master Agreement provides for a \$125.0 million private uncommitted shelf facility for the issuance of unsecured senior notes over a three-year period, with interest rates that may be fixed or floating and with such maturity dates, not to exceed ten years, as the parties may determine. The New Master Agreement includes various covenants, limitations and events of default similar to the Master Agreement. At March 31, 2013 and December 31, 2012, there were no borrowings against this facility.

On June 12, 2008, the Company entered into an Amended and Restated Revolving Loan Agreement dated as of June 3, 2008 (the Prior Loan Agreement), with a national banking institution, amending and restating the Revolving Loan Agreement dated September 29, 2003, as amended (the Revolving Agreement), to increase the lending commitment to \$50.0 million (subject to potential increases up to \$100.0 million) and to extend the maturity date from December 20, 2011, to June 3, 2013. The Revolving Agreement initially provided for a revolving credit facility in the maximum principal amount of \$75.0 million. After a series of amendments that provided covenant exceptions for the notes issued or to be issued under the Master Agreement and relaxed or deleted certain other covenants, the maximum principal amount was reduced to \$20.0 million.

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At March 31, 2013 and December 31, 2012, there were no borrowings against this facility.

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On January 9, 2012, the Company entered into: (1) an amended and restated revolving and term loan credit agreement (the SunTrust Agreement) with SunTrust Bank (SunTrust) that provides for (a) a \$100.0 million term loan (the SunTrust Term Loan) and (b) a \$50.0 million revolving line of credit (the SunTrust Revolver) and (2) a \$50.0 million promissory note (the JPM Note) in favor of JPMorgan Chase Bank, N.A. (JPMorgan), pursuant to a letter agreement executed by JP Morgan (together with the JPM Note, (the JPM Agreement) that provided for a \$50.0 million uncommitted line of credit bridge facility (the JPM Bridge Facility). The SunTrust Term Loan, the SunTrust Revolver and the JPM Bridge Facility were each funded on January 9, 2012, and provided the financing for the Arrowhead acquisition. The SunTrust Agreement amended and restated the Prior Loan Agreement.

The maturity date for the SunTrust Term Loan and the SunTrust Revolver is December 31, 2016, at which time all outstanding principal and unpaid interest will be due. Both the SunTrust Term Loan and the SunTrust Revolver may be increased by up to \$50.0 million (bringing the total available to \$150.0 million for the SunTrust Term Loan and \$100.0 million for the SunTrust Revolver). The calculation of interest and fees for the SunTrust Agreement is generally based on the Company s funded debt-to-EBITDA ratio. Interest is charged at a rate equal to 1.00% to 1.40% above LIBOR or 1.00% below the Base Rate, each as more fully described in the SunTrust Agreement. Fees include an up-front fee, an availability fee of 0.175% to 0.25%, and a letter of credit margin fee of 1.00% to 1.40%. The obligations under the SunTrust Term Loan and SunTrust Revolver are unsecured and the SunTrust Agreement includes various covenants, limitations and events of default that are customary for similar facilities for similar borrowers and that are substantially similar to those contained in the Prior Loan Agreement.

The maturity date for the JPM Bridge Facility was February 3, 2012, at which time all outstanding principal and unpaid interest would have been due. On January 26, 2012, the Company entered into a term loan agreement (the JPM Agreement) with JPMorgan that provided for a \$100.0 million term loan (the JPM Term Loan). The JPM Term Loan was fully funded on January 26, 2012, and provided the financing to fully repay (1) the JPM Bridge Facility and (2) the SunTrust Revolver. As a result of the January 26, 2012 financing and repayments, the JPM Bridge Facility was terminated and the SunTrust Revolver s amount outstanding was reduced to zero.

The maturity date for the JPM Term Loan is December 31, 2016, at which time all outstanding principal and unpaid interest will be due. Interest is charged at a rate equal to the Alternative Base Rate or 1.00% above the Adjusted LIBOR Rate, each as more fully described in the JPM Agreement. Fees include an up-front fee. The obligations under the JPM Term Loan are unsecured and the JPM Agreement includes various covenants, limitations and events of default that are customary for similar facilities for similar borrowers.

The 30-day LIBOR and Adjusted LIBOR Rate as of March 31, 2013 were 0.20% and 0.25%, respectively.

The Notes, the Master Agreement, the SunTrust Agreement and the JPM Agreement all require the Company to maintain certain financial ratios and comply with certain other covenants. The Company was in compliance with all such covenants as of March 31, 2013 and December 31, 2012.

Acquisition notes payable represent debt incurred to former owners of certain insurance operations acquired by Brown & Brown. These notes and future contingent payments are payable in monthly, quarterly and annual installments through July 2013.

NOTE 8- Supplemental Disclosures of Cash Flow Information and Non-Cash Financing and Investing Activities

(in thousands)	For the three months ended March 31,	
	2013	2012
Cash paid during the period for:		
Interest	\$ 4,827	\$ 5,241
Income taxes	\$ 5,379	\$ 4,063

Brown & Brown s significant non-cash investing and financing activities are summarized as follows:

(in thousands)	For the three months ended March 31,	
	2013	2012
Other payable issued for purchased customer accounts	\$ 172	\$ 21,391
Estimated acquisition earn-out payables and related charges	\$ (721)	\$ 4,714

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Notes received on the sale of fixed assets and customer accounts	\$ 126	\$ 431
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NOTE 9• Legal and Regulatory Proceedings

The Company is involved in numerous pending or threatened proceedings by or against Brown & Brown, Inc. or one or more of its subsidiaries that arise in the ordinary course of business. The damages that may be claimed against the Company in these various proceedings are in some cases substantial, including in many instances claims for punitive or extraordinary damages. Some of these claims and lawsuits have been resolved, others are in the process of being resolved and others are still in the investigation or discovery phase. The Company will continue to respond appropriately to these claims and lawsuits and to vigorously protect its interests.

Although the ultimate outcome of such matters cannot be ascertained and liabilities in indeterminate amounts may be imposed on Brown & Brown, Inc. or its subsidiaries, on the basis of present information, availability of insurance and legal advice, it is the opinion of management that the disposition or ultimate determination of such claims will not have a material adverse effect on the Company's consolidated financial position. However, as (i) one or more of the Company's insurance companies could take the position that portions of these claims are not covered by the Company's insurance, (ii) to the extent that payments are made to resolve claims and lawsuits, applicable insurance policy limits are eroded, and (iii) the claims and lawsuits relating to these matters are continuing to develop, it is possible that future results of operations or cash flows for any particular quarterly or annual period could be materially affected by unfavorable resolutions of these matters.

NOTE 10• Segment Information

Brown & Brown's business is divided into four reportable segments: the Retail Division, which provides a broad range of insurance products and services to commercial, public and quasi-public entities, and to professional and individual customers; the National Programs Division, which provides professional liability and related package products for certain professionals delivered through nationwide networks of independent agents, and markets targeted products and services designed for specific industries, trade groups, public and quasi-public entities, and market niches; the Wholesale Brokerage Division, which markets and sells excess and surplus commercial and personal lines insurance, and reinsurance, primarily through independent agents and brokers; and the Services Division, which provides insurance-related services, including third-party claims administration and comprehensive medical utilization management services in both the workers' compensation and all-lines liability arenas, as well as Medicare set-aside service, Social Security disability and Medicare benefits advocacy services and catastrophe claims adjusting services.

Brown & Brown conducts all of its operations within the United States of America, except for one wholesale brokerage operation based in London, England which commenced business in March 2008. This operation earned \$3.0 million and \$2.7 million of total revenues for the three months ended March 31, 2013 and 2012, respectively. Additionally, this operation earned \$9.7 million of total revenues for the year ended December 31, 2012. Long-lived assets held outside of the United States during the three months ended March 31, 2013 and 2012 were not material.

The accounting policies of the reportable segments are the same as those described in Note 1 of the Company's Annual Report on Form 10-K for the year ended December 31, 2012. Brown & Brown evaluates the performance of its segments based upon revenues and income before income taxes. Inter-segment revenues are eliminated.

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Summarized financial information concerning Brown & Brown's reportable segments is shown in the following table. The Other column includes any income and expenses not allocated to reportable segments and corporate-related items, including the inter-company interest expense charge to the reporting segment.

(in thousands)	For the three months ended March 31, 2013					
	Retail	National Programs	Wholesale Brokerage	Services	Other	Total
Total revenues	\$ 174,568	\$ 68,940	\$ 48,697	\$ 42,647	\$ 160	\$ 335,012
Investment income	\$ 23	\$ 5	\$ 5	\$ 1	\$ 152	\$ 186
Amortization	\$ 8,811	\$ 3,519	\$ 2,897	\$ 924	\$ 10	\$ 16,161
Depreciation	\$ 1,371	\$ 1,248	\$ 707	\$ 397	\$ 444	\$ 4,167
Interest expense	\$ 6,200	\$ 5,694	\$ 755	\$ 1,921	\$ (10,586)	\$ 3,984
Income before income taxes	\$ 46,211	\$ 14,012	\$ 10,362	\$ 13,953	\$ 14,953	\$ 99,491
Total assets	\$ 2,483,391	\$ 1,194,383	\$ 882,273	\$ 248,882	\$ (1,578,569)	\$ 3,230,360
Capital expenditures	\$ 1,335	\$ 892	\$ 536	\$ 119	\$ 65	\$ 2,947

(in thousands)	For the three months ended March 31, 2012					
	Retail	National Programs	Wholesale Brokerage	Services	Other	Total
Total revenues	\$ 167,204	\$ 64,607	\$ 43,304	\$ 25,830	\$ 1,541	\$ 302,486
Investment income	\$ 25	\$	\$ 6	\$	\$ 104	\$ 135
Amortization	\$ 8,527	\$ 3,176	\$ 2,787	\$ 1,113	\$ 10	\$ 15,613
Depreciation	\$ 1,258	\$ 1,142	\$ 656	\$ 225	\$ 360	\$ 3,641
Interest expense	\$ 6,934	\$ 6,652	\$ 1,226	\$ 1,520	\$ (12,245)	\$ 4,087
Income before income taxes	\$ 42,200	\$ 15,957	\$ 8,877	\$ 2,987	\$ 12,769	\$ 82,790
Total assets	\$ 2,188,467	\$ 1,154,666	\$ 768,444	\$ 269,623	\$ (1,363,753)	\$ 3,017,447
Capital expenditures	\$ 1,061	\$ 2,416	\$ 1,174	\$ 361	\$ 893	\$ 5,905

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ITEM 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

THE FOLLOWING DISCUSSION UPDATES THE MD&A CONTAINED IN THE COMPANY'S ANNUAL REPORT ON FORM 10-K FOR THE FISCAL YEAR ENDED IN 2012, AND THE TWO DISCUSSIONS SHOULD BE READ TOGETHER.

GENERAL

We are a diversified insurance agency, wholesale brokerage, insurance programs and services organization headquartered in Daytona Beach and Tampa, Florida. As an insurance intermediary, our principal sources of revenue are commissions paid by insurance companies and, to a lesser extent, fees paid directly by customers. Commission revenues generally represent a percentage of the premium paid by an insured and are materially affected by fluctuations in both premium rate levels charged by insurance companies and the insureds' underlying insurable exposure units, which are units that insurance companies use to measure or express insurance exposed to risk (such as property values, or sales and payroll levels) to determine what premium to charge the insured. Insurance companies establish these premium rates based upon many factors, including reinsurance rates paid by such insurance companies, none of which we control.

The volume of business from new and existing customers, fluctuations in insurable exposure units and changes in general economic and competitive conditions all affect our revenues. For example, level rates of inflation or a general decline in economic activity could limit increases in the values of insurable exposure units. Conversely, the increasing costs of litigation settlements and awards have caused some customers to seek higher levels of insurance coverage. Historically, our revenues have typically grown as a result of an intense focus on net new business growth and acquisitions.

We attempt to foster a strong, decentralized sales culture with a goal of consistent, sustained growth over the long term. As of January 2013, our senior leadership group included eight executive officers with regional responsibility for oversight of designated operations within the Company, and four regional vice presidents in our Retail Division and one regional vice president in our Wholesale Brokerage Division, each of whom reports directly to one of our executive officers.

We increased revenues every year from 1993 to 2012, with the exception of 2009, when our revenues dropped 1.0%. Our annual revenues grew from \$95.6 million in 1993 to \$1.2 billion in 2012, reflecting a compound annual growth rate of 14.2%. In the same 19 year period, we increased annual net income from \$8.0 million to \$184.0 million in 2012, a compound annual growth rate of 17.9%.

The years 2007 through 2011 posed significant challenges for us and for our industry in the form of a prevailing decline in insurance premium rates, commonly referred to as a "soft market" and increased significant governmental involvement in the Florida insurance marketplace which resulted in a substantial loss of revenues for us. Additionally, beginning in the second half of 2008 and continuing throughout 2011, there was a general decline in insurable exposure units as the consequence of the general weakening of the economy in the United States. As a result, from the first quarter of 2007 through the fourth quarter of 2011 we experienced negative internal revenue growth each quarter. Part of the decline in 2007 was the result of the increased governmental involvement in the Florida insurance marketplace, as described below in "The Florida Insurance Overview." In 2010 and 2011, continued declining exposure units had a greater negative impact on our commissions and fees revenue than declining insurance premium rates.

Beginning in the first quarter of 2012, many insurance premium rates began to slightly increase. Additionally, in the second quarter of 2012, the general declines in insurable exposure units started to flatten and these exposures units subsequently began to gradually increase during the year. As a result, we recorded positive internal revenue growth for each quarter of 2012 for each of our four divisions with two exceptions; the first quarter for the Retail Division and the third quarter for the National Programs Division, in which declines of 0.7% and 3.3%, respectively, were experienced. For 2012, our consolidated internal revenue growth rate was 2.6%.

For the three months ended March 31, 2013, our consolidated internal revenue growth rate was 10.2% and again, each of our four divisions recorded positive internal revenue growth. In the event that the gradual increases in insurance premium rates and insurable exposure units that occurred in 2012 and in the first quarter of 2013 continue for the remainder of 2013, we should continue to see positive quarterly internal revenue growth rates for the remaining nine months of 2013.

We also earn profit-sharing contingent commissions, which are profit-sharing commissions based primarily on underwriting results, but which may also reflect considerations for volume, growth and/or retention. These commissions are primarily received in the first and second quarters of each year, based on the aforementioned considerations for the prior year(s). Over the last three years, profit-sharing contingent commissions have averaged approximately 4.8% of the previous year's total commissions and fees revenue. Profit-sharing contingent commissions are typically included in our total commissions and fees in the Consolidated Statements of Income in the year received. The term "core commissions and fees" excludes profit-sharing contingent commissions and guaranteed supplemental commissions, and therefore represents the revenues

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earned directly from specific insurance policies sold, and specific fee-based services rendered. In contrast, the term core organic commissions and fees is our core commissions and fees less (i) the core commissions and fees earned for the first twelve months by newly-acquired operations and (ii) divested business (core

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commissions and fees generated from offices, books of business or niches sold or terminated during the comparable period). Core organic commissions and fees attempts to express the current year's core commissions and fees on a comparable basis with the prior year's core commissions and fees. The resulting net change reflects the aggregate changes from (i) net new and lost accounts, (ii) net changes in our clients exposure units, and (iii) net changes in insurance premium rates. The net changes in each of these three components can be determined for each of our customers. However, because our agency management accounting systems do not aggregate such data, it is not reportable. Core organic commissions and fees can reflect either positive growth with a net increase in revenues, or negative growth with a net decrease in revenues.

In recent years, five national insurance companies have replaced the loss-ratio based profit-sharing contingent commission calculation with a guaranteed fixed-base methodology, referred to as Guaranteed Supplemental Commissions (GSCs). Since GSCs are not subject to the uncertainty of loss ratios, they are accrued throughout the year based on actual premiums written. As of December 31, 2012, we accrued and earned \$9.1 million from GSCs during 2012, most of which was collected in the first quarter of 2013. For the three-month periods ended March 31, 2013 and 2012, we earned \$2.2 million and \$2.6 million, respectively, from GSCs.

Fee revenues relate to fees negotiated in lieu of commissions, which are recognized as services are rendered. Fee revenues are generated primarily by: (1) our Services Division, which provides insurance-related services, including third-party claims administration and comprehensive medical utilization management services in both the workers' compensation and all-lines liability arenas, as well as Medicare set-aside services, Social Security disability and Medicare benefits advocacy services, and catastrophe claims adjusting services, and (2) our National Programs and Wholesale Brokerage Divisions, which earn fees primarily for the issuance of insurance policies on behalf of insurance companies. These services are provided over a period of time, typically one year. Fee revenues, as a percentage of our total commissions and fees, represented 21.7% in 2012, 16.4% in 2011 and 14.6% in 2010.

Historically, investment income has consisted primarily of interest earnings on premiums and advance premiums collected and held in a fiduciary capacity before being remitted to insurance companies. Our policy is to invest available funds in high-quality, short-term fixed income investment securities. As a result of the bank liquidity and solvency issues in the United States in the last quarter of 2008, we moved substantial amounts of our cash into non-interest bearing checking accounts so that they would be fully insured by the Federal Deposit Insurance Corporation (FDIC) or into money-market investment funds (a portion of which is FDIC insured) of SunTrust and Wells Fargo, two large national banks. Effective January 1, 2013, the FDIC ceased providing insurance guarantees on non-interest bearing checking accounts. Investment income also includes gains and losses realized from the sale of investments.

Florida Insurance Overview

Many states have established Residual Markets, which are governmental or quasi-governmental insurance facilities that are intended to provide coverage to individuals and/or businesses that cannot buy insurance in the private marketplace, i.e., insurers of last resort. These facilities can be designed to cover any type of risk or exposure; however, the exposures most commonly subject to such facilities are automobile or high-risk property exposures. Residual Markets can also be referred to as FAIR Plans, Windstorm Pools, Joint Underwriting Associations, or may even be given names styled after the private sector like Citizens Property Insurance Corporation (Citizens) in Florida.

In August 2002, the Florida Legislature created Citizens, to be the insurer of last resort in Florida. Initially, Citizens charged insurance rates that were higher than those generally prevailing in the private insurance marketplace. In each of 2004 and 2005, four major hurricanes made landfall in Florida. As a result of the ensuing significant insurance property losses, Florida property insurance rates increased in 2006. To counter the higher property insurance rates, the State of Florida instructed Citizens to significantly reduce its property insurance rates beginning in January 2007. By state law, Citizens guaranteed these rates through January 1, 2010. As a result, Citizens became one of the most, if not the most, competitive risk-bearers for a large percentage of Florida's commercial habitational coastal property exposures, such as condominiums, apartments, and certain assisted living facilities. Additionally, Citizens became the only insurance market for certain homeowner policies throughout Florida. Today, Citizens is one of the largest underwriters of coastal property exposures in Florida.

In 2007, Citizens became the principal direct competitor of the insurance companies that underwrite the condominium program administered by one of our indirect subsidiaries, Florida Intracoastal Underwriters, Limited Company (FIU), and the excess and surplus lines insurers represented by wholesale brokers such as Hull & Company, Inc., another of our subsidiaries. Consequently, these operations lost significant amounts of revenue to Citizens. From 2008 through 2012, Citizens' impact was not as dramatic as it had been in 2007; FIU's core commissions and fees decreased 19.7% during this four-year period. Citizens continued to be competitive against the excess and surplus lines insurers, and therefore Citizens negatively affected the revenues of our Florida-based wholesale brokerage operations, such as Hull & Company, Inc. since 2007, although the impact has been decreasing each year.

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Citizens' impact on our Florida retail offices was less severe than on our National Programs and Wholesale Brokerage Division operations because our retail offices have the ability to place business with Citizens, although at slightly lower commission rates and with greater difficulty than with other insurance companies.

Effective January 1, 2010, Citizens raised its insurance rates, on average, 10% for properties with values of less than \$10 million, and more than 10% for properties with values in excess of \$10 million. Citizens raised its insurance rates again in 2011 and 2012, and is expected to continue to increase its insurance rates in 2013. Our commission revenues from Citizens for 2012, 2011 and 2010 were approximately \$6.4 million, \$7.8 million, and \$8.3 million, respectively. If, as expected, Citizens continues to attempt to reduce its insured exposures, the financial impact of Citizens on our business should continue to be reduced in 2013.

Company Overview First Quarter of 2013

We continued the trend, that began in the first quarter of 2012, of achieving a quarterly positive growth rate of our core organic commissions and fees in the first quarter of 2013. This positive growth rate of 10.2% for the first quarter of 2013 accounted for \$27.3 million of new core organic commissions and fees, of which, \$16.2 million was generated from our Colonial Claims operation in our Services Division as a result of the significant claims activity related to the 2012 Superstorm Sandy, and \$7.3 million related to a new automobile aftermarket program in our National Programs Division.

Additionally, our profit-sharing contingent commissions and GSCs for the three months ended March 31, 2013 increased by \$0.4 million over the first quarter of 2012. However, other income decreased \$4.8 million as a result of the following two revenue events that occurred in the first quarter of 2012 but did not have comparable events in the three months ended March 31, 2013: (1) \$2.6 million related to gains on the sale of books of businesses, and (2) \$2.2 million related to a legal settlement that we received on the enforcement of non-piracy covenants contained in our employment agreements.

Income before income taxes in the three-month period ended March 31, 2013 increased over the same period in 2012 by 20.2%, or \$16.7 million, to \$99.5 million. Of the \$16.7 million increase, \$2.1 million related to the operations of the new acquisitions that were stand-alone offices, with the remaining \$14.6 million generated primarily by net new business.

Acquisitions

Approximately 37,500 independent insurance agencies are estimated to be operating currently in the United States. Part of our continuing business strategy is to attract high-quality insurance intermediaries to join our operations. From 1993 through the first quarter of 2013, we acquired 440 insurance intermediary operations, excluding acquired books of business (customer accounts).

A summary of our acquisitions and related adjustments to the purchase price of prior acquisitions for the three months ended March 31, 2013 and 2012 are as follows (in millions, except for number of acquisitions):

	Estimated		Recorded	Aggregate
	Number of Acquisitions Asset	Annual Revenues	Cash Paid	Other Payable
2013		\$	\$ 0.1	\$ (0.4)
2012	2	\$ 111.3	\$ 401.2	\$ 21.4
			\$ 131.9	\$ 4.7
				\$ (0.7)
				\$ (1.1)
				\$ 559.2

During the three months ended March 31, 2013, we did not acquire any insurance intermediaries, however there were miscellaneous adjustments to the purchase price allocation of certain prior acquisitions acquired within the last twelve months as permitted by Accounting Standards Codification Topic 805 - Business Combinations.

Critical Accounting Policies

Our Condensed Consolidated Financial Statements are prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP). The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. We continually evaluate our estimates, which are based on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. These estimates form the basis for our judgments about the carrying values of our assets and liabilities, which values are not readily apparent from other sources. Actual results may differ from these

estimates under different assumptions or conditions.

We believe that of our significant accounting and reporting policies, the more critical policies include our accounting for revenue recognition, business acquisitions and purchase price allocations, intangible asset impairments and reserves for litigation. In

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particular, the accounting for these areas requires significant judgments to be made by management. Different assumptions in the application of these policies could result in material changes in our consolidated financial position or consolidated results of operations. Refer to Note 1 in the Notes to Consolidated Financial Statements in our Annual Report on Form 10-K for the year ended December 31, 2012 on file with the Securities and Exchange Commission (SEC) for details regarding our critical and significant accounting policies.

RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED MARCH 31, 2013 AND 2012

The following discussion and analysis regarding results of operations and liquidity and capital resources should be considered in conjunction with the accompanying Condensed Consolidated Financial Statements and related Notes.

Financial information relating to our Condensed Consolidated Financial Results for the three months ended March 31, 2013 and 2012, is as follows (in thousands, except percentages):

	For the three months ended March 31,		% Change
	2013	2012	
REVENUES			
Core commissions and fees	\$ 306,532	\$ 269,720	13.6%
Profit-sharing contingent commissions	25,039	24,221	3.4%
Guaranteed supplemental commissions	2,222	2,592	(14.3)%
Investment income	186	135	37.8%
Other income, net	1,033	5,818	(82.2)%
Total revenues	335,012	302,486	10.8%
EXPENSES			
Employee compensation and benefits	159,498	149,596	6.6%
Non-cash stock-based compensation	3,850	3,747	2.7%
Other operating expenses	46,339	43,400	6.8%
Amortization	16,161	15,613	3.5%
Depreciation	4,167	3,641	14.4%
Interest	3,984	4,087	(2.5)%
Change in estimated acquisition earn-out payables	1,522	(388)	NMF(1)
Total expenses	235,521	219,696	7.2%
Income before income taxes	99,491	82,790	20.2%
Income taxes	39,360	33,357	18.0%
NET INCOME	\$ 60,131	\$ 49,433	21.6%
Net internal growth rate – core organic commissions and fees	10.2%	0.9%	
Employee compensation and benefits ratio	47.6%	49.5%	
Other operating expenses ratio	13.8%	14.3%	
Capital expenditures	\$ 2,947	\$ 5,905	
Total assets at March 31	\$ 3,230,360	\$ 3,017,447	

(1) NMF = Not a meaningful figure

Commissions and Fees

Commissions and fees, including profit-sharing contingent commissions and GSCs, for the first quarter of 2013 increased \$37.3 million, or 12.6%, over the same period in 2012. Profit-sharing contingent commissions and GSCs for the first quarter of 2013 increased \$0.4 million or

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1.7%, over the first quarter of 2012, to \$27.3 million. The net increase of \$0.4 million was due primarily to increases in profit-sharing contingent commissions and GSCs in our Retail and Wholesale Brokerage Divisions of \$3.5 million and \$0.5 million, respectively, but was partially offset by a \$4.1 million reduction in profit-sharing contingent commissions received by our Proctor Financial, Inc. ("Proctor") operation. Core commissions and fees revenue for the first quarter of 2013 increased \$36.8 million on a net basis, of which approximately \$11.5 million represented core commissions and fees from agencies acquired since the second quarter of 2012. After divested business of \$2.0 million, the remaining net increase of \$27.3 million represented net new business, which reflects a 10.2% internal growth rate for core organic commissions and fees.

Table of Contents***Investment Income***

Investment income for the three months ended March 31, 2013 increased by \$0.1 million, or 37.8% over the same period in 2012. This increase is primarily due to higher invested balances.

Other Income, net

Other income for the three months ended March 31, 2013 reflected income of \$1.0 million, compared with \$5.8 million in the same period in 2012. Other income consists primarily of gains and losses from the sale and disposition of assets. Although we are not in the business of selling customer accounts, we periodically will sell an office or a book of business (one or more customer accounts) that does not produce reasonable margins or demonstrate a potential for growth, or because doing so is otherwise in the Company's interest. The \$4.8 million decrease for the three months ended March 31, 2013 from the comparable period in 2012 was primarily due to the following two revenue events that occurred in the first quarter of 2012 which did not have comparable events in the three months ended March 31, 2013; (1) \$2.6 million related to gains on the sale of books of businesses, and (2) \$2.2 million related to a legal settlement that we received on the enforcement of non-piracy covenants contained in our employment agreements.

Employee Compensation and Benefits

Employee compensation and benefits expense as a percentage of total revenues decreased to 47.6% for the three months ended March 31, 2013, from the 49.5% for the three months ended March 31, 2012. Employee compensation and benefits for the first quarter of 2013 increased, on a net basis, approximately 6.6%, or \$9.9 million, over the same period in 2012. However, that net increase included \$2.2 million of new compensation costs related to new acquisitions that were stand-alone offices. Therefore, employee compensation and benefits expense attributable to those offices that existed in the same three-month period ended March 31, 2013 and 2012 (including the new acquisitions that combined with, or folded into those offices) increased by \$7.7 million. The employee compensation and benefits expense increases in these offices were primarily related to an increase in staff and producer salaries (\$4.1 million), an increase in commissioned producer compensation (\$1.4 million), an increase in profit-center bonuses (\$2.9 million), and an increase in the related payroll taxes (\$0.8 million). These increases were partially offset by a \$1.3 million decrease resulting from the 2012 one-time special bonus accrued for our Retail Division's commissioned producers that was not replicated in 2013.

Non-Cash Stock-Based Compensation

The Company has an employee stock purchase plan, and grants stock options and non-vested stock awards under other equity-based plans to its employees. Compensation expense for all share-based awards is recognized in the financial statements based upon the grant-date fair value of those awards. Non-cash stock-based compensation expense for the three months ended March 31, 2013 increased \$0.1 million, or 2.7%, over the same period in 2012 primarily due to new grants issued in January 2013 under our Stock Incentive Plan (SIP).

Other Operating Expenses

As a percentage of total revenues, other operating expenses represented 13.8% in the first quarter of 2013, a decrease from the 14.3% for the first quarter of 2012. Other operating expenses for the first quarter of 2013 increased \$2.9 million, or 6.8%, over the same period of 2012, of which \$0.6 million related to acquisitions that joined us as stand-alone offices since April 2012. Therefore, other operating expenses from those offices that existed in both the three-month periods ended March 31, 2013 and 2012 (including the new acquisitions that folded into those offices) increased by \$2.4 million. The other operating expenses increases in these offices were primarily related to an increase in third-party inspection and processing fees as a result of net new business (\$1.2 million), an increase in data processing and software licensing fees (\$0.9 million), increase in foreign currency translation expense (\$0.8 million), increased insurance costs (\$0.6 million), and other miscellaneous net costs (\$1.0 million). These increases were partially offset by a \$2.1 million decrease in legal costs and errors and omission reserves.

Amortization

Amortization expense for the first quarter of 2013 increased \$0.5 million, or 3.5%, over the first quarter of 2012. This increase was primarily due to the amortization of additional intangible assets as the result of 2012 acquisitions.

Depreciation

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Depreciation expense for the first quarter of 2013 increased by \$0.5 million, or 14.4%, over the first quarter of 2012. This increase was due primarily to 2012 acquisitions.

Table of Contents**Interest Expense**

Interest expense for the first quarter of 2013 decreased \$0.1 million, or 2.5% from the first quarter of 2012. This decrease was a result of slightly lower debt levels.

Change in Estimated Acquisition Earn-Out Payables

Accounting Standards Codification (ASC) Topic 805 *Business Combinations* is the authoritative guidance requiring an acquirer to recognize 100% of the fair values of acquired assets, including goodwill, and assumed liabilities (with only limited exceptions) upon initially obtaining control of an acquired entity. Additionally, the fair value of contingent consideration arrangements (such as earn-out purchase arrangements) at the acquisition date must be included in the purchase price consideration. As a result, the recorded purchase prices for all acquisitions consummated after January 1, 2009 include an estimation of the fair value of liabilities associated with any potential earn-out provisions. Subsequent changes in these earn-out obligations are required to be recorded in the consolidated statement of income when incurred. Estimations of potential earn-out obligations are typically based upon future earnings of the acquired entities, usually for periods ranging from one to three years.

The net charge or credit to the Consolidated Statement of Income for the period is the combination of the net change in the estimated acquisition earn-out payables balance, and the interest expense imputed on the outstanding balance of the estimated acquisition earn-out payables.

As of March 31, 2013 and 2012, the fair values of the estimated acquisition earn-out payables were re-evaluated and measured at fair value on a recurring basis using unobservable inputs (Level 3). The resulting net changes, as well as the interest expense accretion on the estimated acquisition earn-out payables, for the three-month period ended March 31, 2013 and 2012 were as follows (in thousands):

	2013	2012
Change in fair value on estimated acquisition earn-out payables	\$ 997	\$ (970)
Interest expense accretion	525	582
Net change in earnings from estimated acquisition earn-out payables	\$ 1,522	\$ (388)

For the three months ended March 31, 2013 and 2012, the fair value of estimated earn-out payables was re-evaluated and increased by \$1.0 million and decreased by \$1.0 million, respectively, which resulted in a charge and a credit to the Condensed Consolidated Statement of Income. An acquisition is considered to be performing well if its operating profit exceeds the level needed to reach the minimum purchase price. However, a reduction in the estimated acquisition earn-out payable can occur even though the acquisition is performing well, if it is not performing at the level contemplated by our original estimate.

As of March 31, 2013, the estimated acquisition earn-out payables equaled \$49,469,000, of which \$15,781,000 was recorded as accounts payable and \$33,688,000 was recorded as other non-current liability. As of March 31, 2012, the estimated acquisition earn-out payables equaled \$51,908,000, of which \$8,782,000 was recorded as accounts payable and \$43,126,000 was recorded as other non-current liability.

Income Taxes

The effective tax rate on income from operations for the three-months ended March 31, 2013 and 2012, was 39.6% and 40.3%, respectively. The lower effective annual tax rates were primarily the result of lower average effective state income tax rates.

RESULTS OF OPERATIONS SEGMENT INFORMATION

As discussed in Note 10 of the Notes to Condensed Consolidated Financial Statements, we operate four reportable segments or divisions: the Retail, National Programs, Wholesale Brokerage, and Services Divisions. On a divisional basis, increases in amortization, depreciation and interest expenses result from completed acquisitions within a given division in a particular year. Likewise, other income in each division primarily reflects net gains on sales of customer accounts and fixed assets. As such, in evaluating the operational efficiency of a division, management places emphasis on the net internal growth rate of core organic commissions and fees revenue, the gradual improvement of the ratio of total employee compensation and benefits to total revenues, and the gradual improvement of the ratio of other operating expenses to total revenues.

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The term core commissions and fees excludes profit-sharing contingent commissions and GSCs, and therefore represents the revenues earned directly from specific insurance policies sold, and specific fee-based services rendered. In contrast, the term core organic commissions and fees is our core commissions and fees less (i) the core commissions and fees earned for the first twelve

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months by newly acquired operations and (ii) divested business (core commissions and fees generated from offices, books of business or niches sold or terminated during the comparable period). Core organic commissions and fees attempts to express the current year's core commissions and fees on a comparable basis with the prior year's core commissions and fees. The resulting net change reflects the aggregate changes attributable to (i) net new and lost accounts, (ii) net changes in our clients' exposure units, and (iii) net changes in insurance premium rates. The net changes in each of these three components can be determined for each of our customers. However, because our agency management accounting systems do not aggregate such data, it is not reportable. Core organic commissions and fees reflect either positive growth with a net increase in revenues, or negative growth with a net decrease in revenues.

The internal growth rates for our core organic commissions and fees for the three months ended March 31, 2013 and 2012, by Division, are as follows (in thousands, except percentages):

2013	For the three months ended March 31,		Total Net Change	Total Net Growth %	Less Acquisition Revenues	Internal Net Growth \$	Internal Net Growth %
	2013	2012					
Retail ⁽¹⁾	\$ 158,950	\$ 149,971	\$ 8,979	6.0%	\$ 7,830	\$ 1,149	0.8%
National Programs	61,706	53,630	8,076	15.1%	1,483	6,593	12.3%
Wholesale Brokerage	43,271	38,366	4,905	12.8%	1,547	3,358	8.8%
Services	42,605	25,762	16,843	65.4%	657	16,186	62.8%
Total core commissions and fees	\$ 306,532	\$ 267,729	\$ 38,803	14.5%	\$ 11,517	\$ 27,286	10.2%

The reconciliation of the above internal growth schedule to the total Commissions and Fees included in the Condensed Consolidated Statements of Income for the three months ended March 31, 2013, and 2012, is as follows (in thousands):

	For the three months ended March 31,	
	2013	2012
Total core commissions and fees	\$ 306,532	\$ 267,729
Profit-sharing contingent commissions	25,039	24,221
Guaranteed supplemental commissions	2,222	2,592
Divested business		1,991
Total commission and fees	\$ 333,793	\$ 296,533

(1) The Retail Division includes commissions and fees reported in the Other column of the Segment Information in Note 10 of the Notes to the Condensed Consolidated Financial Statements, which includes corporate and consolidation items.

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2012	For the three months ended March 31,		Total Net Change	Total Net Growth %	Less Acquisition Revenues	Internal Net Growth \$	Internal Net Growth %
	2012	2011					
Retail ⁽¹⁾	\$ 151,946	\$ 140,365	\$ 11,581	8.3%	\$ 12,544	\$ (963)	(0.7)%
National Programs	53,630	34,095	19,535	57.3%	19,324	211	0.6%
Wholesale Brokerage	38,382	35,871	2,511	7.0%	549	1,962	5.5%
Services	25,762	15,823	9,939	62.8%	9,060	879	5.6%
Total core commissions and fees	\$ 269,720	\$ 226,154	\$ 43,566	19.3%	\$ 41,477	\$ 2,089	0.9%

The reconciliation of the above internal growth schedule to the total Commissions and Fees included in the Condensed Consolidated Statements of Income for the three months ended March 31, 2012, and 2011, is as follows (in thousands):

	For the three months ended March 31,	
	2012	2011
Total core commissions and fees	\$ 269,720	\$ 226,154
Profit-sharing contingent commissions	24,221	28,880
Guaranteed supplemental commissions	2,592	3,304
Divested business		3,114
Total commission and fees	\$ 296,533	\$ 261,452

- (1) The Retail Division includes commissions and fees reported in the Other column of the Segment Information in Note 10 of the Notes to the Condensed Consolidated Financial Statements, which includes corporate and consolidation items.

Table of Contents**Retail Division**

The Retail Division provides a broad range of insurance products and services to commercial, public and quasi-public, professional and individual insured customers. Approximately 95.7% of the Retail Division's commissions and fees revenue are commission-based. Because most of our other operating expenses do not change as premiums fluctuate, we believe that most of any fluctuation in the commissions, net of related compensation, which we receive will be reflected in our income before income taxes.

Financial information relating to Brown & Brown's Retail Division for the three months ended March 31, 2013 and 2012 is as follows (in thousands, except percentages):

	For the three months ended March 31,		%
	2013	2012	Change
REVENUES			
Core commissions and fees	\$ 159,096	\$ 152,592	4.3%
Profit-sharing contingent commissions	13,301	9,534	39.5%
Guaranteed supplemental commissions	1,719	2,013	(14.6)%
Investment income	23	25	(8.0)%
Other income, net	429	3,040	(85.9)%
Total revenues	174,568	167,204	4.4%
EXPENSES			
Employee compensation and benefits	84,442	82,661	2.2%
Non-cash stock-based compensation	1,543	1,304	18.3%
Other operating expenses	25,842	24,994	3.4%
Amortization	8,811	8,527	3.3%
Depreciation	1,371	1,258	9.0%
Interest	6,200	6,934	(10.6)%
Change in acquisition earn-out payables	148	(674)	NMF (1)
Total expenses	128,357	125,004	2.7%
Income before income taxes	\$ 46,211	\$ 42,200	9.5%
Net internal growth rate – core organic commissions and fees	0.8%	(0.7)%	
Employee compensation and benefits ratio	48.4%	49.4%	
Other operating expenses ratio	14.8%	14.9%	
Capital expenditures	\$ 1,335	\$ 1,061	
Total assets at March 31	\$ 2,483,391	\$ 2,188,467	

(1) NMF = Not a meaningful figure

The Retail Division's total revenues during the three months ended March 31, 2013, increased 4.4%, or \$7.4 million, over the same period in 2012, to \$174.6 million. Profit-sharing contingent commissions and GSCs for the first quarter of 2013 increased \$3.5 million, or 30.1%, from the first quarter of 2012, to \$15.0 million. The \$6.5 million net increase in core commissions and fees revenue resulted from the following factors: (i) an increase of approximately \$7.4 million related to the core commissions and fees revenue from acquisitions that had no comparable revenues in the same period of 2012; (ii) a decrease of \$2.0 million related to commissions and fees revenue recorded in the first quarter of 2012 from business divested during 2012; and (iii) the remaining net increase of \$1.1 million primarily related to net new business. The Retail Division's internal growth rate for core organic commissions and fees revenue was 0.8% for the first quarter of 2013, and was driven by slightly increasing insurable exposure units in most areas of the United States, and slight increases in general insurance premium rates.

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Income before income taxes for the three months ended March 31, 2013, increased 9.5%, or \$4.0 million, over the same period in 2012, to \$46.2 million. This increase was primarily due to net new business, the earnings generated by acquisitions, and the increase in profit-sharing contingent commissions, but partially off-set by \$2.6 million reduction in other income primarily due to gains on the sale of books of businesses in 2012. Additionally, there were continued improved efficiencies relating to certain other operating expenses, such as, bad debt and office rent expenses. However, \$1.3 million of reduced bonus compensation related to a special one-time bonus for the three months ended March 31, 2012 whereby our commissioned producers were eligible for an extra 5% commission on their 2011 production results if their 2012 production exceeded their 2011 production by at least 5%, which was not replicated in 2013.

Table of Contents**National Programs Division**

The National Programs Division provides professional liability and related package products for certain professionals delivered through nationwide networks of independent agents; and markets targeted products and services designated for specific industries, trade groups, public and quasi-public entities and market niches. Like the Retail and Wholesale Brokerage Divisions, the National Programs Division's revenues are primarily commission-based.

Financial information relating to our National Programs Division for the three months ended March 31, 2013 and 2012 is as follows (in thousands, except percentages):

	For the three months ended March 31,		%
	2013	2012	Change
REVENUES			
Core commissions and fees	\$ 61,706	\$ 53,630	15.1%
Profit-sharing contingent commissions	6,844	10,519	(34.9)%
Guaranteed supplemental commissions	114	194	(41.2)%
Investment income	5		100.0%
Other income, net	271	264	2.7%
Total revenues	68,940	64,607	6.7%
EXPENSES			
Employee compensation and benefits	32,159	26,487	21.4%
Non-cash stock-based compensation	947	825	14.8%
Other operating expenses	12,157	10,280	18.3%
Amortization	3,519	3,176	10.8%
Depreciation	1,248	1,142	9.3%
Interest	5,694	6,652	(14.4)%
Change in acquisition earn-out payables	(796)	88	NMF (1)
Total expenses	54,928	48,650	12.9%
Income before income taxes	\$ 14,012	\$ 15,957	(12.2)%
Net internal growth rate – core organic commissions and fees	12.3%	0.6%	
Employee compensation and benefits ratio	46.6%	41.0%	
Other operating expenses ratio	17.6%	15.9%	
Capital expenditures	\$ 892	\$ 2,416	
Total assets at March 31	\$ 1,194,383	\$ 1,154,666	

(1) NMF = Not a meaningful figure

Total revenues for National Programs for the three months ended March 31, 2013, increased 6.7%, or \$4.3 million, over the same period in 2012, to \$68.9 million. Profit-sharing contingent commissions and GSCs for the first quarter of 2013 decreased \$3.8 million, or 35.1%, from the first quarter of 2012 due primarily to a \$4.1 million reduction in profit-sharing contingent commissions received by Proctor. Proctor's profit-sharing contingent commissions declined in the 2013 because certain insurance carriers' loss-ratios increased over those in the prior contract period. The \$8.1 million net increase in core commissions and fees revenue resulted from the following factors: (i) an increase of approximately \$1.5 million related to the core commissions and fees revenue from acquisitions that had no comparable revenues in the same period of 2012; and (ii) the remaining net increase of \$6.6 million primarily related to net new business. The National Programs Division's internal growth rate for core organic commissions and fees revenue was 12.3% for the three months ended March 31, 2013. Of the \$6.6 million of net new business, \$6.3 million related to a net increase in commissions and fees revenue from our Arrowhead operations.

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Income before income taxes for the three months ended March 31, 2013 decreased 12.2%, or \$2.0 million, from the same period in 2012, to \$14.0 million. This net decrease was primarily due to the \$3.8 million reduction in profit-sharing contingent commissions, but which was partially offset by the net decreases in the inter-company interest expense allocation of \$1.0 million and changes in estimated acquisition earn-out payables of \$0.9 million.

Table of Contents**Wholesale Brokerage Division**

The Wholesale Brokerage Division markets and sells excess and surplus commercial and personal lines insurance and reinsurance, primarily through independent agents and brokers. Like the Retail and National Programs Divisions, the Wholesale Brokerage Division's revenues are primarily commission-based.

Financial information relating to our Wholesale Brokerage Division for the three months ended March 31, 2013 and 2012 is as follows (in thousands, except percentages):

	For the three months ended March 31,		%
	2013	2012	Change
REVENUES			
Core commissions and fees	\$ 43,271	\$ 38,382	12.7%
Profit-sharing contingent commissions	4,894	4,168	17.4%
Guaranteed supplemental commissions	389	597	(34.8)%
Investment income	5	6	(16.7)%
Other income, net	138	151	(8.6)%
Total revenues	48,697	43,304	12.5%
EXPENSES			
Employee compensation and benefits	23,215	21,430	8.3%
Non-cash stock-based compensation	357	302	18.2%
Other operating expenses	9,754	7,985	22.2%
Amortization	2,897	2,787	3.9%
Depreciation	707	656	7.8%
Interest	755	1,226	(38.4)%
Change in acquisition earn-out payables	650	41	NMF (1)
Total expenses	38,335	34,427	11.4%
Income before income taxes	\$ 10,362	\$ 8,877	16.7%
Net internal growth rate – core organic commissions and fees	8.8%	5.5%	
Employee compensation and benefits ratio	47.7%	49.5%	
Other operating expenses ratio	20.0%	18.4%	
Capital expenditures	\$ 536	\$ 1,174	
Total assets at March 31	\$ 882,273	\$ 768,444	

(1) NMF = Not a meaningful figure

The Wholesale Brokerage Division's total revenues for the three months ended March 31, 2013, increased 12.5%, or \$5.4 million, over the same period in 2012, to \$48.7 million. Profit-sharing contingent commissions and GSCs for the first quarter of 2013 increased \$0.5 million, or 10.9%, from the same quarter of 2012. The \$4.9 million net increase in core commissions and fees revenue resulted from the following factors: (i) an increase of approximately \$1.5 million related to the core commissions and fees revenue from acquisitions that had no comparable revenues in the same period of 2012; and (ii) the remaining net increase of \$3.4 million primarily related to net new business. As such, the Wholesale Brokerage Division's internal growth rate for core organic commissions and fees revenue was 8.8% for the first quarter of 2013.

Income before income taxes for the three months ended March 31, 2013, increased 16.7%, or \$1.5 million, over the same period in 2012, to \$10.4 million, primarily due to net new business, an increase in profit-sharing contingent commissions and a net reduction in the inter-company interest expense allocation of \$0.5 million.

Table of Contents**Services Division**

The Services Division provides insurance-related services, including third-party claims administration (TPA) and comprehensive medical utilization management services in both the workers' compensation and all-lines liability arenas, as well as Medicare set-aside services, Social Security disability and Medicare benefits advocacy services, and catastrophe claims adjusting services.

Unlike our other Divisions, nearly all of the Services Division's commissions and fees revenue was generated from fees, which are not significantly affected by fluctuations in general insurance premiums.

Financial information relating to our Services Division for the three months ended March 31, 2013 and 2012 is as follows (in thousands, except percentages):

	For the three months ended March 31,		% Change
	2013	2012	
REVENUES			
Core commissions and fees	\$ 42,605	\$ 25,762	65.4%
Profit-sharing contingent commissions			%
Guaranteed supplemental commissions			%
Investment income	1		100.0%
Other income, net	41	68	(39.7)%
Total revenues	42,647	25,830	65.1%
EXPENSES			
Employee compensation and benefits	16,746	13,868	20.8%
Non-cash stock-based compensation	168	131	28.2%
Other operating expenses	7,018	5,829	20.4%
Amortization	924	1,113	(17.0)%
Depreciation	397	225	76.4%
Interest	1,921	1,520	26.4%
Change in acquisition earn-out payables	1,520	157	868.2%
Total expenses	28,694	22,843	25.6%
Income before income taxes	\$ 13,953	\$ 2,987	367.1%
Net internal growth rate - core organic commissions and fees	62.8%	5.6%	
Employee compensation and benefits ratio	39.3%	53.7%	
Other operating expenses ratio	16.5%	22.6%	
Capital expenditures	\$ 119	\$ 361	
Total assets at March 31	\$ 248,882	\$ 269,623	

The Services Division's total revenues for the three months ended March 31, 2013 increased 65.1%, or \$16.8 million, over the same period in 2012, to \$42.6 million. The \$16.8 million net increase in commissions and fees revenue resulted from the following factors: (i) an increase of approximately \$0.6 million related to the core commissions and fees revenue from the TPA business acquired as part of the Arrowhead acquisition, which had no comparable revenues in the same period of 2012; and (ii) net new business of \$16.2 million, which was almost exclusively due to our Colonial Claims operation and the impact of the significant flood claims resulting from the 2012 Superstorm Sandy. As such, the Services Division's internal growth rate for core organic commissions and fees revenue was 62.8% for the first quarter of 2013.

Income before income taxes for the three months ended March 31, 2013, increased 367.1%, or \$11.0 million, over the same period in 2012, to \$14.0 million, primarily due to net new business from our Colonial Claims operation.

Other

As discussed in Note 10 of the Notes to Condensed Consolidated Financial Statements, the *Other* column in the Segment Information table includes any income and expenses not allocated to reportable segments, and corporate-related items, including the inter-company interest expense charges to reporting segments.

Table of Contents**LIQUIDITY AND CAPITAL RESOURCES**

Our cash and cash equivalents of \$340.2 million at March 31, 2013, reflected an increase of \$120.4 million from the \$219.8 million balance at December 31, 2012. For the three-month period ended March 31, 2013, \$137.0 million of cash was provided from operating activities. Also during this period, \$2.9 million was used for additions to fixed assets, and \$13.0 million was used for payment of dividends.

Our ratio of current assets to current liabilities (the current ratio) was 1.43 and 1.34 at March 31, 2013 and December 31, 2012, respectively.

Contractual Cash Obligations

As of March 31, 2013, our contractual cash obligations were as follows:

(in thousands)	Total	Payments Due by Period			After 5 Years
		Less Than 1 Year	1-3 Years	4-5 Years	
Long-term debt	\$ 450,093	\$ 93	\$ 125,000	\$ 225,000	\$ 100,000
Other liabilities ⁽¹⁾	48,098	22,879	15,452	5,954	3,813
Operating leases	134,608	29,918	48,178	31,447	25,065
Interest obligations	49,438	15,825	19,649	11,901	2,063
Unrecognized tax benefits	106		106		
Maximum future acquisition contingency payments ⁽²⁾	147,631	46,100	101,531		
Total contractual cash obligations	\$ 829,974	\$ 114,815	\$ 309,916	\$ 274,302	\$ 130,941

(1) Includes the current portion of other long-term liabilities.

(2) Includes \$49.5 million of current and non-current estimated earn-out payables resulting from acquisitions consummated after January 1, 2009.

In July 2004, we completed a private placement of \$200.0 million of unsecured senior notes (the Notes). The \$200.0 million was divided into two series: (1) Series A, which closed on September 15, 2004, for \$100.0 million due in 2011 and bore interest at 5.57% per year; and (2) Series B, which closed on July 15, 2004, for \$100.0 million due in 2014 and bearing interest at 6.08% per year. We have used the proceeds from the Notes for general corporate purposes, including acquisitions and repayment of existing debt. On September 15, 2011, the \$100.0 million of Series A Notes were redeemed on their normal maturity date. As of March 31, 2013 and December 31, 2012, there was an outstanding balance on the Notes of \$100.0 million.

On December 22, 2006, we entered into a Master Shelf and Note Purchase Agreement (the Master Agreement) with a national insurance company (the Purchaser). On September 30, 2009, we and the Purchaser amended the Master Agreement to extend the term of the agreement until August 20, 2012. The Purchaser also purchased Notes issued by us in 2004. The Master Agreement provides for a \$200.0 million private uncommitted shelf facility for the issuance of senior unsecured notes over a three-year period, with interest rates that may be fixed or floating and with such maturity dates, not to exceed ten years, as the parties may determine. The Master Agreement includes various covenants, limitations and events of default similar to the Notes issued in 2004. The initial issuance of notes under the Master Agreement occurred on December 22, 2006, through the issuance of \$25.0 million in Series C Senior Notes due December 22, 2016, with a fixed interest rate of 5.66% per year. On February 1, 2008, \$25.0 million in Series D Senior Notes due January 15, 2015, with a fixed interest rate of 5.37% per year, were issued. On September 15, 2011, and pursuant to a Confirmation of Acceptance, dated January 21, 2011 (the Confirmation), in connection with the Master Agreement, \$100.0 million in Series E Senior Notes due September 15, 2018, with a fixed interest rate of 4.50% per year, were issued. The Series E Senior Notes were issued for the sole purpose of retiring the Series A Senior Notes. As of March 31, 2013, and December 31, 2012, there was an outstanding debt balance of \$150.0 million attributable to notes issued under the provisions of the Master Agreement. The Master Agreement expired on September 30, 2012 and was not extended.

On October 12, 2012, we entered into a Master Note Facility Agreement (the New Master Agreement) with another national insurance company (the New Purchaser). The New Purchaser also purchased Notes issued by us in 2004. The New Master Agreement provides for a \$125.0 million private uncommitted shelf facility for the issuance of unsecured senior notes over a three-year period, with interest rates that may be fixed or

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floating and with such maturity dates, not to exceed ten years, as the parties may determine. The New Master Agreement includes various covenants, limitations and events of default similar to the Master Agreement. At March 31, 2013 and December 31, 2012, there were no borrowings against this facility.

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On June 12, 2008, we entered into an Amended and Restated Revolving Loan Agreement dated as of June 3, 2008 (the "Prior Loan Agreement"), with a national banking institution, amending and restating the Revolving Loan Agreement dated September 29, 2003, as amended (the "Revolving Agreement"), to increase the lending commitment to \$50.0 million (subject to potential increases up to \$100.0 million) and to extend the maturity date from December 20, 2011, to June 3, 2013. The Revolving Agreement initially provided for a revolving credit facility in the maximum principal amount of \$75.0 million. After a series of amendments that provided covenant exceptions for the notes issued or to be issued under the Master Agreement and relaxed or deleted certain other covenants, the maximum principal amount was reduced to \$20.0 million. At March 31, 2013 and December 31, 2012, there were no borrowings against this facility.

On January 9, 2012, we entered into: (1) an amended and restated revolving and term loan credit agreement (the "SunTrust Agreement") with SunTrust Bank ("SunTrust") that provides for (a) a \$100.0 million term loan (the "SunTrust Term Loan") and (b) a \$50.0 million revolving line of credit (the "SunTrust Revolver") and (2) a \$50.0 million promissory note (the "JPM Note") in favor of JPMorgan Chase Bank, N.A. ("JPMorgan"), pursuant to a letter agreement executed by JP Morgan (together with the JPM Note, (the "JPM Agreement") that provided for a \$50.0 million uncommitted line of credit bridge facility (the "JPM Bridge Facility"). The SunTrust Term Loan, the SunTrust Revolver and the JPM Bridge Facility were each funded on January 9, 2012, and provided the financing for the Arrowhead acquisition. The SunTrust Agreement amended and restated the Prior Loan Agreement.

The maturity date for the SunTrust Term Loan and the SunTrust Revolver is December 31, 2016, at which time all outstanding principal and unpaid interest will be due. Both the SunTrust Term Loan and the SunTrust Revolver may be increased by up to \$50.0 million (bringing the total available to \$150.0 million for the SunTrust Term Loan and \$100.0 million for the SunTrust Revolver). The calculation of interest and fees for the SunTrust Agreement is generally based on our funded debt-to-EBITDA ratio. Interest is charged at a rate equal to 1.00% to 1.40% above LIBOR or 1.00% below the Base Rate, each as more fully described in the SunTrust Agreement. Fees include an up-front fee, an availability fee of 0.175% to 0.25%, and a letter of credit margin fee of 1.00% to 1.40%. The obligations under the SunTrust Term Loan and SunTrust Revolver are unsecured and the SunTrust Agreement includes various covenants, limitations and events of default that are customary for similar facilities for similar borrowers and that are substantially similar to those contained in the Prior Loan Agreement.

The maturity date for the JPM Bridge Facility was February 3, 2012, at which time all outstanding principal and unpaid interest would have been due. On January 26, 2012, we entered into a term loan agreement (the "JPM Agreement") with JPMorgan that provided for a \$100.0 million term loan (the "JPM Term Loan"). The JPM Term Loan was fully funded on January 26, 2012, and provided the financing to fully repay (1) the JPM Bridge Facility and (2) the SunTrust Revolver. As a result of the January 26, 2012 financing and repayments, the JPM Bridge Facility was terminated and the SunTrust Revolver's amount outstanding was reduced to zero.

The maturity date for the JPM Term Loan is December 31, 2016, at which time all outstanding principal and unpaid interest will be due. Interest is charged at a rate equal to the Alternative Base Rate or 1.00% above the Adjusted LIBOR Rate, each as more fully described in the JPM Agreement. Fees include an up-front fee. The obligations under the JPM Term Loan are unsecured and the JPM Agreement includes various covenants, limitations and events of default that are customary for similar facilities for similar borrowers.

The 30-day LIBOR and Adjusted LIBOR Rate as of March 31, 2013 were 0.20% and 0.25%, respectively.

The Notes, the New Master Agreement, the SunTrust Agreement and the JPM Agreement all require that we maintain certain financial ratios and comply with certain other covenants. We were in compliance with all such covenants as of March 31, 2013 and December 31, 2012.

Neither we nor our subsidiaries has ever incurred off-balance sheet obligations through the use of, or investment in, off-balance sheet derivative financial instruments or structured finance or special purpose entities organized as corporations, partnerships or limited liability companies or trusts.

We believe that our existing cash, cash equivalents, short-term investment portfolio and funds generated from operations, together with the SunTrust Agreement, the JPM Agreement, and the New Master Agreement, will be sufficient to satisfy our normal liquidity needs through at least the end of 2013. Additionally, we believe that funds generated from future operations will be sufficient to satisfy our normal liquidity needs, including the required annual principal payments on our long-term debt.

Historically, much of our cash has been used for acquisitions. If additional acquisition opportunities should become available that exceed our current cash flow, we believe that given our relatively low debt-to-total-capitalization ratio, we would be able to raise additional capital through either the private or public debt markets.

For further discussion of our cash management and risk management policies, see "Quantitative and Qualitative Disclosures About Market Risk."

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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk is the potential loss arising from adverse changes in market rates and prices, such as interest rates and equity prices. We are exposed to market risk through our investments, revolving credit line and term loan agreements.

Our invested assets are held as cash and cash equivalents, restricted cash and investments, available-for-sale marketable equity securities, non-marketable equity securities and certificates of deposit. These investments are subject to interest rate risk and equity price risk. The fair values of our cash and cash equivalents, restricted cash and investments, and certificates of deposit at March 31, 2013, and December 31, 2012, approximated their respective carrying values due to their short-term duration and therefore, such market risk is not considered to be material.

We do not actively invest or trade in equity securities. In addition, we generally dispose of any significant equity securities received in conjunction with an acquisition shortly after the acquisition date.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We carried out an evaluation (the Evaluation) required by Rules 13a-15 and 15d-15 under the Securities Exchange Act of 1934, as amended (the Exchange Act), under the supervision and with the participation of our Chief Executive Officer (CEO) and Chief Financial Officer (CFO), of the effectiveness of our disclosure controls and procedures as defined in Rule 13a-15 and 15d-15 under the Exchange Act (Disclosure Controls) as of March 31, 2013. Based on the Evaluation, our CEO and CFO concluded that the design and operation of our Disclosure Controls were effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and (ii) accumulated and communicated to our senior management, including our CEO and CFO, to allow timely decisions regarding required disclosures.

Changes in Internal Controls

There has not been any change in our internal control over financial reporting identified in connection with the Evaluation that occurred during the quarter ended March 31, 2013, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations of Internal Control Over Financial Reporting

Our management, including our CEO and CFO, does not expect that our Disclosure Controls and internal controls will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control.

The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, a control may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

CEO and CFO Certifications

Exhibits 31.1 and 31.2 are the Certifications of the CEO and the CFO, respectively. The Certifications are supplied in accordance with Section 302 of the Sarbanes-Oxley Act of 2002 (the Section 302 Certifications). This Item 4 of this Report is the information concerning the Evaluation referred to in the Section 302 Certifications and this information should be read in conjunction with the Section 302 Certifications for a more complete understanding of the topics presented.

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PART II

ITEM 1. LEGAL PROCEEDINGS

In Item 3 of Part I of the Company's Annual Report on Form 10-K for its fiscal year ending December 31, 2012, certain information concerning certain legal proceedings and other matters was disclosed. Such information was current as of the date of filing. During the Company's fiscal quarter ending March 31, 2013, no new legal proceedings, or material developments with respect to existing legal proceedings, occurred which require disclosure in this Quarterly Report on Form 10-Q.

ITEM 1A. RISK FACTORS

There were no material changes in the risk factors previously disclosed in Item 1A, "Risk Factors" included in the Company's Annual Report on Form 10-K for the year ended December 31, 2012.

ITEM 6. EXHIBITS

The following exhibits are filed as a part of this Report:

- 3.1 Articles of Amendment to Articles of Incorporation (adopted April 24, 2003) (incorporated by reference to Exhibit 3a to Form 10-Q for the quarter ended March 31, 2003), and Amended and Restated Articles of Incorporation (incorporated by reference to Exhibit 3a to Form 10-Q for the quarter ended March 31, 1999).
- 3.2 Bylaws (incorporated by reference to Exhibit 3.2 to Form 8-K filed on March 2, 2012).
- 10.1 Employment Agreement, dated as of January 9, 2012 and Non-Competition, Non-Solicitation, Confidentiality and Non-Disclosure Agreement, dated as of January 9, 2012, between the Registrant and Chris L. Walker.
- 31.1 Rule 13a-14(a)/15d-14(a) Certification by the Chief Executive Officer of the Registrant.
- 31.2 Rule 13a-14(a)/15d-14(a) Certification by the Chief Financial Officer of the Registrant.
- 32.1 Section 1350 Certification by the Chief Executive Officer of the Registrant.
- 32.2 Section 1350 Certification by the Chief Financial Officer of the Registrant.
- 101.INS* XBRL Instance Document.
- 101.SCH* XBRL Taxonomy Extension Schema Document.
- 101.CAL* XBRL Taxonomy Extension Calculation Linkbase Document.
- 101.DEF* XBRL Taxonomy Definition Linkbase Document.
- 101.LAB* XBRL Taxonomy Extension Label Linkbase Document.
- 101.PRE* XBRL Taxonomy Extension Presentation Linkbase Document.

* These interactive data files shall not be deemed filed for purposes of Section 11 or 12 of the Securities Act of 1933, as amended, or Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability under these sections.

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SIGNATURE

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.

BROWN & BROWN, INC.

/S/ CORY T. WALKER
Cory T. Walker

Date: May 9, 2013

Sr. Vice President, Chief Financial Officer and Treasurer

**(duly authorized officer, principal financial officer and principal
accounting officer)**