

BROWN & BROWN INC
Form 10-Q
November 07, 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 September 30, 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

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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 October 31, 2013 was 145,430,262.

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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, 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, and 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, Kansas, Massachusetts, Michigan, New Jersey, New York, Pennsylvania, Texas, Virginia 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) and our

July 2013 acquisition of Beecher Carlson Holdings, Inc. (Beecher), 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 2014;

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 September 30, | | For the nine months ended September 30, | |
|---|---|------------------|--|-------------------|
| | 2013 | 2012 | 2013 | 2012 |
| REVENUES | | | | |
| Commissions and fees | \$ 358,196 | \$ 302,310 | \$ 1,016,139 | \$ 888,785 |
| Investment income | 85 | 239 | 510 | 561 |
| Other income, net | 1,029 | 1,251 | 3,465 | 7,856 |
| Total revenues | 359,310 | 303,800 | 1,020,114 | 897,202 |
| EXPENSES | | | | |
| Employee compensation and benefits | 180,528 | 149,691 | 503,540 | 450,039 |
| Non-cash stock-based compensation | 7,431 | 3,908 | 14,904 | 11,393 |
| Other operating expenses | 50,102 | 43,774 | 143,838 | 129,394 |
| Amortization | 17,858 | 15,956 | 50,140 | 47,450 |
| Depreciation | 4,466 | 3,958 | 12,896 | 11,383 |
| Interest | 4,135 | 4,006 | 12,116 | 12,093 |
| Change in estimated acquisition earn-out payables | (665) | 858 | 1,513 | (134) |
| Total expenses | 263,855 | 222,151 | 738,947 | 661,618 |
| Income before income taxes | 95,455 | 81,649 | 281,167 | 235,584 |
| Income taxes | 37,706 | 32,145 | 111,280 | 94,176 |
| Net income | \$ 57,749 | \$ 49,504 | \$ 169,887 | \$ 141,408 |
| Net income per share: | | | | |
| Basic | \$ 0.40 | \$ 0.34 | \$ 1.18 | \$ 0.99 |
| Diluted | \$ 0.39 | \$ 0.34 | \$ 1.16 | \$ 0.97 |
| Weighted average number of shares outstanding: | | | | |
| Basic | 141,139 | 139,465 | 140,925 | 139,185 |

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| | | | | |
|------------------------------|-----------|-----------|-----------|-----------|
| Diluted | 142,789 | 142,097 | 142,476 | 141,769 |
| Dividends declared per share | \$ 0.0900 | \$ 0.0850 | \$ 0.2700 | \$ 0.2550 |

See accompanying notes to condensed consolidated financial statements.

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BROWN & BROWN, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

| (in thousands, except per share data) | September 30, 2013 | December 31, 2012 |
|---|-----------------------|----------------------|
| ASSETS | | |
| Current Assets: | | |
| Cash and cash equivalents | \$ 170,965 | \$ 219,821 |
| Restricted cash and investments | 247,315 | 164,564 |
| Short-term investments | 11,693 | 8,183 |
| Premiums, commissions and fees receivable | 365,705 | 302,725 |
| Deferred income taxes, net | 21,268 | 24,408 |
| Other current assets | 26,802 | 39,811 |
| Total current assets | 843,748 | 759,512 |
| Fixed assets, net | 74,482 | 74,337 |
| Goodwill | 1,990,940 | 1,711,514 |
| Amortizable intangible assets, net | 625,298 | 566,538 |
| Other assets | 20,320 | 16,157 |
| Total assets | \$ 3,554,788 | \$ 3,128,058 |
| LIABILITIES AND SHAREHOLDERS EQUITY | | |
| Current Liabilities: | | |
| Premiums payable to insurance companies | \$ 481,760 | \$ 406,704 |
| Premium deposits and credits due customers | 93,415 | 32,867 |
| Accounts payable | 42,460 | 48,524 |
| Accrued expenses and other liabilities | 144,154 | 79,593 |
| Current portion of long-term debt | 100,000 | 93 |
| Total current liabilities | 861,789 | 567,781 |
| Long-term debt | 380,000 | 450,000 |
| Deferred income taxes, net | 284,257 | 237,630 |
| Other liabilities | 63,958 | 65,314 |
| Shareholders Equity: | | |
| Common stock, par value \$0.10 per share; authorized 280,000 shares; issued and outstanding 145,441 at 2013 and 143,878 at 2012 | 14,544 | 14,388 |
| Additional paid-in capital | 362,293 | 335,872 |
| Retained earnings | 1,587,947 | 1,457,073 |

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| | | |
|--|--------------|--------------|
| Total shareholders' equity | 1,964,784 | 1,807,333 |
| Total liabilities and shareholders' equity | \$ 3,554,788 | \$ 3,128,058 |

See accompanying notes to condensed consolidated financial statements.

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

| (in thousands) | For the nine months ended September 30, | |
|--|--|------------------|
| | 2013 | 2012 |
| Cash flows from operating activities: | | |
| Net income | \$ 169,887 | \$ 141,408 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Amortization | 50,140 | 47,450 |
| Depreciation | 12,896 | 11,383 |
| Non-cash stock-based compensation | 14,904 | 11,393 |
| Change in estimated acquisition earn-out payables | 1,513 | (134) |
| Deferred income taxes | 31,000 | 30,233 |
| Income tax benefit from exercise of shares from the stock benefit plans | (562) | (279) |
| Net gain on sales of investments, fixed assets and customer accounts | (1,417) | (2,692) |
| Payments on acquisition earn-outs in excess of original estimated payables | (2,788) | (1,693) |
| Changes in operating assets and liabilities, net of effect from acquisitions and divestitures: | | |
| Restricted cash and investments (increase) | (82,751) | (67,602) |
| Premiums, commissions and fees receivable (increase) decrease | (18,097) | 8,798 |
| Other assets decrease | 11,200 | 3,400 |
| Premiums payable to insurance companies increase (decrease) | 9,894 | (12,999) |
| Premium deposits and credits due customers increase | 60,548 | 17,698 |
| Accounts payable increase | 3,541 | 23,677 |
| Accrued expenses and other liabilities increase (decrease) | 57,527 | (1,982) |
| Other liabilities (decrease) | (7,531) | (19,083) |
| Net cash provided by operating activities | 309,904 | 188,976 |
| Cash flows from investing activities: | | |
| Additions to fixed assets | (11,453) | (18,915) |
| Payments for businesses acquired, net of cash acquired | (339,352) | (384,596) |
| Proceeds from sales of fixed assets and customer accounts | 867 | 5,239 |
| Purchases of investments | (13,235) | (6,152) |
| Proceeds from sales of investments | 9,726 | 5,645 |
| Net cash used in investing activities | (353,447) | (398,779) |
| Cash flows from financing activities: | | |
| Payments on acquisition earn-outs | (7,810) | (2,695) |
| Proceeds from long-term debt | 30,000 | 200,000 |

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| | | |
|---|-------------------|-------------------|
| Payments on long-term debt | (93) | (1,227) |
| Borrowings on revolving credit facilities | 31,863 | 100,000 |
| Payments on revolving credit facilities | (31,863) | (100,000) |
| Income tax benefit from exercise of shares from the stock benefit plans | 562 | 279 |
| Issuances of common stock for employee stock benefit plans | 11,286 | 9,590 |
| Repurchase stock benefit plan shares for employees to fund tax withholdings | (245) | (1,221) |
| Cash dividends paid | (39,013) | (36,591) |
| Net cash (used in) provided by financing activities | (5,313) | 168,135 |
| Net (decrease) in cash and cash equivalents | (48,856) | (41,668) |
| Cash and cash equivalents at beginning of period | 219,821 | 286,305 |
| Cash and cash equivalents at end of period | \$ 170,965 | \$ 244,637 |

See accompanying notes to condensed 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, insurance programs, wholesale brokerage 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, 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 designated 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 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 and nine months ended September 30, 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 unvested 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 September 30, | | For the nine months ended September 30, | |
|--|---|-----------|--|------------|
| | 2013 | 2012 | 2013 | 2012 |
| Net income | \$ 57,749 | \$ 49,504 | \$ 169,887 | \$ 141,408 |
| Net income attributable to unvested awarded performance stock | (1,626) | (1,428) | (4,092) | (4,174) |
| Net income attributable to common shares | \$ 56,123 | \$ 48,076 | \$ 165,795 | \$ 137,234 |
| Weighted average number of common shares outstanding basic | 145,228 | 143,607 | 144,403 | 143,418 |
| Less unvested awarded performance stock included in weighted average number of common shares outstanding basic | (4,089) | (4,142) | (3,478) | (4,233) |
| Weighted average number of common shares outstanding for basic earnings per common share | 141,139 | 139,465 | 140,925 | 139,185 |
| Dilutive effect of stock options | 1,650 | 2,632 | 1,551 | 2,584 |
| Weighted average number of shares outstanding diluted | 142,789 | 142,097 | 142,476 | 141,769 |
| Net income per share: | | | | |
| Basic | \$ 0.40 | \$ 0.34 | \$ 1.18 | \$ 0.99 |
| Diluted | \$ 0.39 | \$ 0.34 | \$ 1.16 | \$ 0.97 |

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

During the nine months ended September 30, 2013, Brown & Brown has acquired the assets and assumed certain liabilities of three insurance intermediaries, all of the stock of one insurance intermediary and a book of business (customer accounts). The aggregate purchase price of these acquisitions was \$484,319,000, including \$379,694,000 of cash payments, the issuance of \$85,000 in other payables, the assumption of \$101,755,000 of liabilities and \$2,785,000 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 individuals. 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 Topic 805 *Business Combinations* (ASC 805). For the nine months ended September 30, 2013, several adjustments were made within the permitted measurement period that resulted in a reduction to the aggregate purchase price of the applicable acquisitions of \$1,084,000, including \$18,000 of cash payments, a reduction of \$454,000 in other payables, the assumption of \$73,000 of liabilities and the reduction of \$721,000 in recorded earn-out payables.

The following table summarizes the aggregate purchase price allocations made as of the date of each acquisition for current year acquisitions and adjustments made during the measurement period for prior year acquisitions:

(in thousands)

| Name | Business Segment | Date of Acquisition | Cash Paid | 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, 2012 | \$ | \$ (454) | \$ | \$ (454) | \$ |
| Insurcorp & GGM Investments LLC | Retail | May 1, 2012 | | | (834) | (834) | |
| Richard W. Endlar Insurance Agency, Inc. | Retail | May 1, 2012 | | | 220 | 220 | |
| Texas Security General Insurance Agency, Inc. | Wholesale Brokerage | September 1, 2012 | | | (107) | (107) | |
| The Rollins Agency, Inc. | Retail | June 1, 2013 | 13,792 | 50 | 2,321 | 16,163 | 4,300 |
| Beecher Carlson Holdings, Inc. | Retail; National Programs | July 1, 2013 | 364,643 | | | 364,643 | |
| Other | Various | Various | 1,277 | 35 | 464 | 1,776 | 748 |
| Total | | | \$ 379,712 | \$ (369) | \$ 2,064 | \$ 381,407 | \$ 5,048 |

The following table summarizes the estimated fair values of the aggregate assets and liabilities acquired as of the date of each acquisition and adjustment made during the measurement period for prior year acquisition:

| (in thousands) | Arrowhead | Insurcorp | Endlar | Texas Security | Rollins | Beecher | Other | Total |
|-----------------------------|-----------|-----------|--------|----------------|---------|-----------|-------|-----------|
| Cash | \$ | \$ | \$ | \$ | \$ | \$ 40,360 | \$ | \$ 40,360 |
| Other current assets | | | | 25 | 393 | 51,330 | 1,528 | 53,276 |
| Fixed assets | | | | | 30 | 1,786 | 9 | 1,825 |
| Goodwill | (454) | (566) | 216 | (843) | 12,697 | 267,731 | (228) | 278,553 |
| Purchased customer accounts | | (268) | 4 | 708 | 3,878 | 101,565 | 502 | 106,389 |

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| | | | | | | | | |
|-------------------------------|----------|----------|--------|----------|-----------|------------|----------|------------|
| Non-compete agreements | | | | | 31 | 2,758 | 42 | 2,831 |
| Other assets | | | | | | | 1 | 1 |
| Total assets acquired | (454) | (834) | 220 | (110) | 17,029 | 465,530 | 1,854 | 483,235 |
| Other current liabilities | | | | 3 | (866) | (79,855) | (78) | (80,796) |
| Deferred income taxes, net | | | | | | (18,867) | | (18,867) |
| Other liabilities | | | | | | (2,165) | | (2,165) |
| Total liabilities assumed | | | | 3 | (866) | (100,887) | (78) | (101,828) |
| Net assets acquired | \$ (454) | \$ (834) | \$ 220 | \$ (107) | \$ 16,163 | \$ 364,643 | \$ 1,776 | \$ 381,407 |

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 \$278,553,000, was allocated to the Retail, National Programs and Wholesale Brokerage Divisions in the amounts of \$252,753,000, \$26,612,000 and (\$812,000), respectively. Of the total goodwill of \$278,553,000, \$24,863,000 is currently deductible for income tax purposes and \$251,626,000 is non-deductible. The remaining \$2,064,000 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 2013 have been combined with those of the Company since their respective acquisition dates. The total revenues and income (loss) before income taxes from the acquisitions completed through September, 30, 2013, included in the Condensed Consolidated Statement of Income for the three months ended September 30, 2013, were \$29,095,000 and (\$3,453,000), respectively. The total revenues and income (loss) before income taxes from the acquisitions completed through September, 30, 2013, included in the Condensed Consolidated Statement of Income for the nine months ended September 30, 2013, were \$29,723,000 and (\$3,311,000), 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 | | For the nine months ended | |
|--|----------------------------|------------|---------------------------|------------|
| | September 30, | | September 30, | |
| | 2013 | 2012 | 2013 | 2012 |
| Total revenues | \$ 359,310 | \$ 333,375 | \$ 1,080,725 | \$ 978,275 |
| Income before income taxes | 95,455 | 87,038 | 292,743 | 250,428 |
| Net income | 57,749 | 52,771 | 176,881 | 150,317 |
| Net income per share: | | | | |
| Basic | \$ 0.40 | \$ 0.37 | \$ 1.22 | \$ 1.05 |
| Diluted | \$ 0.39 | \$ 0.36 | \$ 1.21 | \$ 1.03 |
| Weighted average number of shares outstanding: | | | | |
| Basic | 141,139 | 139,465 | 140,925 | 139,185 |
| Diluted | 142,789 | 142,097 | 142,476 | 141,769 |

Acquisitions in 2012

During the nine months ended September 30, 2012, Brown & Brown acquired the assets and assumed certain liabilities of 11 insurance intermediaries, all of the stock of one insurance intermediary and a book of business (customer accounts). The aggregate purchase price of these acquisitions was \$620,144,000, including \$443,475,000 of cash payments, the issuance of notes payable of \$59,000, the issuance of \$25,776,000 in other payables, the assumption of \$135,779,000 of liabilities and \$15,055,000 of recorded earn-out payables. The other payables amount includes \$22,594,000 that the Company is obligated to pay all shareholders of Arrowhead General Insurance Agency Superholding Corporation (Arrowhead) on a pro rata basis for certain pre-merger corporate tax refunds and estimated certain potential future income tax credits that were created by net operating loss carryforwards originating from transaction-related tax benefit items. All of these acquisitions were acquired primarily to expand Brown & Brown's core businesses and to attract and hire high-quality individuals. 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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The following table summarizes the aggregate purchase price allocations made as of the date of each acquisition:

(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 | \$ | \$ 22,694 | \$ 3,634 | \$ 423,859 | \$ 5,000 |
| Insurcorp & GGM Investments LLC (d/b/a Maalouf Benefit Resources) | Retail | May 1 | 15,500 | | 900 | 4,944 | 21,344 | 17,000 |
| Texas Security General Insurance Agency, Inc. | Wholesale | September 1 | 14,506 | | 2,182 | 2,124 | 18,812 | 7,200 |
| Other | Various | Various | 15,938 | 59 | | 4,353 | 20,350 | 10,235 |
| Total | | | \$ 443,475 | \$ 59 | \$ 25,776 | \$ 15,055 | \$ 484,365 | \$ 39,435 |

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 | Insurcorp | Texas Security | Other | Total |
|----------------------------------|-------------------|------------------|------------------|------------------|-------------------|
| Cash | \$ 61,786 | \$ | \$ | \$ | \$ 61,786 |
| Other current assets | 69,051 | 180 | 1,882 | 524 | 71,637 |
| Fixed assets | 4,629 | 25 | 45 | 67 | 4,766 |
| Goodwill | 322,779 | 14,745 | 10,776 | 12,818 | 361,118 |
| Purchased customer accounts | 99,515 | 6,490 | 6,227 | 8,371 | 120,603 |
| Non-compete agreements | 100 | 22 | 14 | 97 | 233 |
| Other assets | 1 | | | | 1 |
| Total assets acquired | 557,861 | 21,462 | 18,944 | 21,877 | 620,144 |
| Other current liabilities | (107,579) | (118) | (132) | (1,527) | (109,356) |
| Deferred income taxes, net | (26,423) | | | | (26,423) |
| Total liabilities assumed | (134,002) | (118) | (132) | (1,527) | (135,779) |
| Net assets acquired | \$ 423,859 | \$ 21,344 | \$ 18,812 | \$ 20,350 | \$ 484,365 |

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 \$361,118,000, was allocated to the Retail, National Programs, Wholesale Brokerage and Services Divisions in the amounts of \$26,753,000, \$253,766,000, \$11,586,000 and \$69,013,000, respectively. Of the total goodwill of \$361,118,000, \$28,326,000 is currently deductible for income tax purposes and \$317,737,000 is non-deductible. The remaining \$15,055,000 relates to the recorded earn-out payables and will not be deductible until it is earned and paid.

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 September 30, 2012, included in the Condensed Consolidated Statement of Income for the three months ended September 30, 2012, were \$37,754,000 and \$4,731,000, respectively. The total revenues and income before income taxes from the acquisitions completed through September 30, 2012, included in the Condensed Consolidated Statement of Income for the nine months ended September 30, 2012, were \$96,020,000 and \$4,279,000, 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.

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| (UNAUDITED) (in thousands, except per share data) | For the three months ended September 30, | | For the nine months ended September 30, | |
|--|---|------------|--|------------|
| | 2012 | 2011 | 2012 | 2011 |
| Total revenues | \$ 304,776 | \$ 292,599 | \$ 907,796 | \$ 866,115 |
| Income before income taxes | 81,998 | 81,785 | 239,286 | 238,144 |
| Net income | 49,715 | 49,699 | 143,630 | 144,021 |
| Net income per share: | | | | |
| Basic | \$ 0.35 | \$ 0.35 | \$ 1.00 | \$ 1.01 |
| Diluted | \$ 0.34 | \$ 0.34 | \$ 0.98 | \$ 1.00 |
| Weighted average number of shares outstanding: | | | | |
| Basic | 139,465 | 138,690 | 139,185 | 138,475 |
| Diluted | 142,097 | 140,443 | 141,769 | 140,120 |

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 \$873,000, all of which was allocated to goodwill. Of the \$873,000 net additional consideration paid, \$873,000 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 September 30, 2013, the maximum future contingency payments related to all acquisitions totaled \$135,122,000, 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.

As of September 30, 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 and nine months ended September 30, 2013 and 2012, were as follows:

| (in thousands) | For the three months ended September 30, | | For the nine months ended September 30, | |
|--|---|-----------|---|-----------|
| | 2013 | 2012 | 2013 | 2012 |
| Balance as of the beginning of the period | \$ 48,918 | \$ 57,997 | \$ 52,987 | \$ 47,715 |
| Additions to estimated acquisition earn-out payables | 955 | 2,136 | 2,787 | 15,055 |
| Payments for estimated acquisition earn-out payables | (2,518) | (2,743) | (10,597) | (4,388) |

| | | | | |
|--|-----------|-----------|-----------|-----------|
| Subtotal | 47,355 | 57,390 | 45,177 | 58,382 |
| Net change in earnings from estimated acquisition earn-out payables: | | | | |
| Change in fair value on estimated acquisition earn-out payables | (1,146) | 240 | 10 | (1,966) |
| Interest expense accretion | 481 | 618 | 1,503 | 1,832 |
| Net change in earnings from estimated acquisition earn-out payables | (665) | 858 | 1,513 | (134) |
| Balance as of September 30 | \$ 46,690 | \$ 58,248 | \$ 46,690 | \$ 58,248 |

Of the \$46,690,000 estimated acquisition earn-out payables as of September 30, 2013, \$10,909,000 was recorded as accounts payable and \$35,781,000 was recorded as other non-current liabilities. Of the \$58,248,000 in estimated acquisition earn-out payables as of September 30, 2012, \$17,552,000 was recorded as accounts payable and \$40,696,000 was recorded as other non-current liabilities.

Table of Contents**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 nine months ended September 30, 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 | 252,753 | 27,485 | (812) | | 279,426 |
| Balance as of September 30, 2013 | \$ 1,128,972 | \$ 466,665 | \$ 287,242 | \$ 108,061 | \$ 1,990,940 |

NOTE 6- Amortizable Intangible Assets

Amortizable intangible assets at September 30, 2013 and December 31, 2012, consisted of the following:

| (in thousands) | September 30, 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 | \$ 1,111,022 | \$ (489,204) | \$ 621,818 | 14.9 | \$ 1,005,031 | \$ (439,623) | \$ 565,408 | 14.9 |
| Non-compete agreements | 28,151 | (24,671) | 3,480 | 7.0 | 25,320 | (24,190) | 1,130 | 7.2 |
| Total | \$ 1,139,173 | \$ (513,875) | \$ 625,298 | | \$ 1,030,351 | \$ (463,813) | \$ 566,538 | |

Amortization expense for amortizable intangible assets for the years ending December 31, 2013, 2014, 2015, 2016 and 2017, is estimated to be \$67,934,000, \$70,652,000, \$69,363,000, \$64,782,000, and \$62,070,000, respectively.

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

NOTE 7- Long-Term Debt

Long-term debt at September 30, 2013 and December 31, 2012, consisted of the following:

| (in thousands) | 2013 | 2012 |
|---------------------------|-------------|-------------|
| Unsecured senior notes | \$ 480,000 | \$ 450,000 |
| Acquisition notes payable | | 93 |
| Revolving credit facility | | |
| Total debt | 480,000 | 450,093 |
| Less current portion | (100,000) | (93) |
| Long-term debt | \$ 380,000 | \$ 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 September 30, 2013 and December 31, 2012, there was an outstanding balance on the Notes of \$100.0 million.

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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 September 30, 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.

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, among other things, 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 additional 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. The Revolving Agreement was amended and restated by the SunTrust Revolver (as defined in the below paragraph).

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 amount 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. At September 30, 2013 and December 31, 2012, there were no borrowings against this SunTrust Revolver.

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.

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On July 1, 2013, in conjunction with the Beecher acquisition, the Company entered into: (1) a revolving loan agreement (the Wells Fargo Agreement) with Wells Fargo Bank, N.A. (Wells Fargo) that provides for a \$50.0 million revolving line of credit (the Wells Fargo Revolver) and (2) a term loan agreement (the Bank of America Agreement) with Bank of America, N.A. (Bank of America) that provides for a \$30.0 million term loan (the Bank of America Term Loan).

The maturity date for the Wells Fargo Revolver is December 31, 2016, at which time all outstanding principal and unpaid interest will be due. The Wells Fargo Revolver may be increased by up to \$50.0 million (bringing the total available to \$100.0 million). The calculation of interest and fees for the Wells Fargo 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 Wells Fargo 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 Wells Fargo Revolver are unsecured and the Wells Fargo Agreement includes various covenants, limitations and events of default that are customary for similar facilities for similar borrowers. The Wells Fargo Revolver was drawn down in the amount of \$30.0 million on July 1, 2013. There were no borrowings against the Wells Fargo Revolver as of September 30, 2013.

The maturity date for the Bank of America Term Loan is December 31, 2016, at which time all outstanding principal and unpaid interest will be due. The calculation of interest for the Bank of America Agreement is generally based on the Company s fixed charge coverage ratio. Interest is charged at a rate equal to the Alternative Base Rate or 1.00% to 1.40% above the Adjusted LIBOR Rate, each as more fully described in the Bank of America Agreement. Fees include an up-front fee. Initially, until the Lender receives the Company s September 30, 2013 quarter end financial statements, the applicable margin for Adjusted LIBOR Rate advances is 1.50%. The obligations under the Bank of America Term Loan are unsecured and the Bank of America Agreement includes various covenants, limitations and events of default that are customary for similar facilities for similar borrowers. The Bank of America Term Loan was funded in the amount of \$30.0 million on July 1, 2013. As of September 30, 2013 there was an outstanding balance of \$30.0 million.

The 30-day LIBOR and Adjusted LIBOR Rate as of September 30, 2013 were between 0.18% and 0.19%.

The Notes, the Master Agreement, the SunTrust Agreement, the JPM Agreement and the Bank of America 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 September 30, 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 were 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 nine months ended | |
|----------------------------------|---------------------------|--------------------|
| | September 30, 2013 | September 30, 2012 |
| Cash paid during the period for: | | |

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| | | |
|--------------|-----------|-----------|
| Interest | \$ 13,223 | \$ 12,928 |
| Income taxes | \$ 81,156 | \$ 60,918 |

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

| (in thousands) | For the nine months ended | |
|--|----------------------------------|-------------|
| | September 30, 2013 | 2012 |
| Other payable issued for purchased customer accounts | \$ 503 | \$ 25,775 |
| Notes payable issued or assumed for purchased customer accounts | \$ | \$ 59 |
| Estimated acquisition earn-out payables and related charges | \$ 2,064 | \$ 15,055 |
| Notes received on the sale of fixed assets and customer accounts | \$ 1,107 | \$ 1,116 |

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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 \$2.3 million and \$2.0 million of total revenues for the three months ended September 30, 2013 and 2012, respectively. This operation earned \$8.2 million and \$7.8 million of total revenues for the nine months ended September 30, 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 nine months ended September 30, 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 tables. 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.

For the three months ended September 30, 2013

| (in thousands) | Retail | National Programs | Wholesale Brokerage | Services | Other | Total |
|----------------------------|--------------|-------------------|---------------------|------------|----------------|--------------|
| Total revenues | \$ 192,845 | \$ 77,816 | \$ 59,324 | \$ 30,020 | \$ (695) | \$ 359,310 |
| Investment income | \$ 19 | \$ 4 | \$ 7 | \$ | \$ 55 | \$ 85 |
| Amortization | \$ 10,258 | \$ 3,781 | \$ 2,884 | \$ 925 | \$ 10 | \$ 17,858 |
| Depreciation | \$ 1,536 | \$ 1,384 | \$ 684 | \$ 402 | \$ 460 | \$ 4,466 |
| Interest expense | \$ 11,127 | \$ 6,245 | \$ 642 | \$ 1,804 | \$ (15,683) | \$ 4,135 |
| Income before income taxes | \$ 37,441 | \$ 17,450 | \$ 20,152 | \$ 5,763 | \$ 14,649 | \$ 95,455 |
| Total assets | \$ 2,918,824 | \$ 1,350,689 | \$ 915,515 | \$ 252,801 | \$ (1,883,041) | \$ 3,554,788 |
| Capital expenditures | \$ 1,696 | \$ 1,349 | \$ 277 | \$ 639 | \$ 369 | \$ 4,330 |

For the three months ended September 30, 2012

| (in thousands) | Retail | National Programs | Wholesale Brokerage | Services | Other | Total |
|----------------------------|--------------|-------------------|---------------------|------------|----------------|--------------|
| Total revenues | \$ 157,824 | \$ 66,847 | \$ 50,464 | \$ 28,695 | \$ (30) | \$ 303,800 |
| Investment income | \$ 32 | \$ 5 | \$ 6 | \$ | \$ 196 | \$ 239 |
| Amortization | \$ 8,686 | \$ 3,286 | \$ 2,819 | \$ 1,155 | \$ 10 | \$ 15,956 |
| Depreciation | \$ 1,296 | \$ 1,204 | \$ 704 | \$ 351 | \$ 403 | \$ 3,958 |
| Interest expense | \$ 6,635 | \$ 5,737 | \$ 922 | \$ 2,981 | \$ (12,269) | \$ 4,006 |
| Income before income taxes | \$ 34,925 | \$ 17,989 | \$ 15,688 | \$ 2,922 | \$ 10,125 | \$ 81,649 |
| Total assets | \$ 2,250,245 | \$ 1,163,807 | \$ 784,736 | \$ 273,346 | \$ (1,337,405) | \$ 3,134,729 |
| Capital expenditures | \$ 1,376 | \$ 1,993 | \$ 471 | \$ 1,470 | \$ 928 | \$ 6,238 |

For the nine months ended September 30, 2013

| (in thousands) | Retail | National Programs | Wholesale Brokerage | Services | Other | Total |
|----------------------------|--------------|-------------------|---------------------|------------|----------------|--------------|
| Total revenues | \$ 539,232 | \$ 215,110 | \$ 162,844 | \$ 103,070 | \$ (142) | \$ 1,020,114 |
| Investment income | \$ 65 | \$ 14 | \$ 16 | \$ 1 | \$ 414 | \$ 510 |
| Amortization | \$ 27,858 | \$ 10,811 | \$ 8,668 | \$ 2,774 | \$ 29 | \$ 50,140 |
| Depreciation | \$ 4,278 | \$ 3,958 | \$ 2,107 | \$ 1,200 | \$ 1,353 | \$ 12,896 |
| Interest expense | \$ 22,976 | \$ 17,529 | \$ 2,120 | \$ 5,608 | \$ (36,117) | \$ 12,116 |
| Income before income taxes | \$ 128,134 | \$ 42,688 | \$ 46,274 | \$ 22,305 | \$ 41,766 | \$ 281,167 |
| Total assets | \$ 2,918,824 | \$ 1,350,689 | \$ 915,515 | \$ 252,801 | \$ (1,883,041) | \$ 3,554,788 |
| Capital expenditures | \$ 4,519 | \$ 3,661 | \$ 1,374 | \$ 1,137 | \$ 762 | \$ 11,453 |

For the nine months ended September 30, 2012

| (in thousands) | Retail | National Programs | Wholesale Brokerage | Services | Other | Total |
|----------------|--------|-------------------|---------------------|----------|-------|-------|
|----------------|--------|-------------------|---------------------|----------|-------|-------|

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| | | | | | | |
|----------------------------|--------------|--------------|------------|------------|----------------|--------------|
| Total revenues | \$ 487,047 | \$ 184,420 | \$ 141,251 | \$ 82,185 | \$ 2,299 | \$ 897,202 |
| Investment income | \$ 84 | \$ 16 | \$ 17 | \$ | \$ 444 | \$ 561 |
| Amortization | \$ 25,865 | \$ 9,740 | \$ 8,392 | \$ 3,424 | \$ 29 | \$ 47,450 |
| Depreciation | \$ 3,848 | \$ 3,482 | \$ 2,021 | \$ 880 | \$ 1,152 | \$ 11,383 |
| Interest expense | \$ 20,273 | \$ 16,740 | \$ 3,043 | \$ 8,982 | \$ (36,945) | \$ 12,093 |
| Income before income taxes | \$ 111,011 | \$ 43,184 | \$ 35,760 | \$ 8,527 | \$ 37,102 | \$ 235,584 |
| Total assets | \$ 2,250,245 | \$ 1,163,807 | \$ 784,736 | \$ 273,346 | \$ (1,337,405) | \$ 3,134,729 |
| Capital expenditures | \$ 4,011 | \$ 7,843 | \$ 2,357 | \$ 2,275 | \$ 2,429 | \$ 18,915 |

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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, insurance programs, wholesale brokerage 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, among other things, a concentrated 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 July 1, 2013, our senior leadership group included eight executive officers with regional responsibility for oversight of designated operations within the Company, and six 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. Among the regional vice presidents in our Retail Division, the Company announced that P. Barrett Brown and Steve Denton had been named regional vice presidents as of July 1, 2013.

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%.

The growth trend has continued into 2013. For the three and nine-month periods ended September 30, 2013, our consolidated internal revenue growth rates were 7.3% and 8.2%, respectively. Additionally, each of our four divisions has recorded positive internal revenue growth for each quarter in 2013. In the event that the gradual increases in insurance premium rates and insurable exposure units that occurred in 2012 and in the first nine months of 2013 continue for the remainder of 2013, we expect to see continued positive quarterly internal revenue growth rates on a year-over-year basis for the remaining three months of 2013, excluding the impact relating to our Colonial Claims operation. In the fourth quarter of 2012, Colonial Claims earned claims fees of \$7.4 million as a direct result of the significant claims activity from Superstorm Sandy. Absent another major flooding event, we estimate Colonial Claims revenues for the fourth quarter of 2013 to be between \$1.5 million and \$2.0 million.

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

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Income in the year received. The term *core commissions and fees* excludes profit-sharing contingent commissions and GSCs (as defined below), 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 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 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 each of the three-month periods ended September 30, 2013 and 2012, we earned \$2.4 million from GSCs. For the nine-month periods ended September 30, 2013 and 2012, we earned \$6.3 million and \$7.2 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 as of the three months ended September 30, 2013 and 2012 represented 34.2% and 37.1%, respectively. Fee revenues, as a percentage of our total commissions and fees as of the nine months ended September 30, 2013 and 2012 represented 35.3% and 37.1%, respectively. 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

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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 has 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.

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, 2012, and 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 for the remaining period of 2013.

Company Overview Third Quarter of 2013

We continued the trend that began in the first quarter of 2012, by achieving a quarterly positive growth rate of our core organic commissions and fees in the third quarter of 2013. This positive growth rate of 7.3% for the third quarter of 2013 accounted for \$20.8 million of new core organic commissions and fees, which was generally broad-based across all four Divisions. Of the \$20.8 million of new core organic commissions and fees, \$7.1 million related to a new automobile aftermarket program in our National Programs Division, and \$0.5 million was generated by our Colonial Claims operation in our Services Division as a result of the slowing claims activity related to the 2012 Superstorm Sandy.

Additionally, our profit-sharing contingent commissions and GSCs for the three months ended September 30, 2013 increased by \$1.9 million over the third quarter of 2012.

Income before income taxes in the three-month period ended September 30, 2013 increased over the same period in 2012 by 26.9%, or \$13.8 million, to \$95.5 million, primarily due to net new business and acquired revenues.

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 third quarter of 2013, we acquired 444 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 nine months ended September 30, 2013 and 2012 are as follows (in millions, except for number of acquisitions):

| Estimated | | | | Recorded Aggregate | | | | |
|------------------------------|-----------------|-------------|----------------|---------------------------|--------------------|-----------------|-----------------|--|
| Number of Acquisition | Annual | Cash | Note | Other | Liabilities | Earn-Out | Purchase | |
| Asset | Stock | Paid | Payable | Payable | Assumed | Payable | Price | |
| | Revenues | | | | | | | |

| | | | | | | | | | |
|------|----|---|----------|----------|--------|----------|----------|---------|----------|
| 2013 | 3 | 1 | \$ 122.1 | \$ 379.7 | \$ | \$ (0.4) | \$ 94.8 | \$ 2.1 | \$ 476.2 |
| 2012 | 11 | 1 | \$ 129.3 | \$ 443.4 | \$ 0.1 | \$ 25.8 | \$ 135.8 | \$ 15.0 | \$ 620.1 |

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 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.

Table of Contents**RESULTS OF OPERATIONS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 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 and nine months ended September 30, 2013 and 2012, is as follows (in thousands, except percentages):

| | For the three months ended September 30, | | | For the nine months ended September 30, | | |
|---|---|------------------|--------------|--|-------------------|--------------|
| | 2013 | 2012 | % Change | 2013 | 2012 | % Change |
| REVENUES | | | | | | |
| Core commissions and fees | \$ 341,839 | \$ 287,874 | 18.7% | \$ 962,942 | \$ 844,235 | 14.1% |
| Profit-sharing contingent commissions | 13,951 | 12,077 | 15.5% | 46,869 | 37,341 | 25.5% |
| Guaranteed supplemental commissions | 2,406 | 2,359 | 2.0% | 6,328 | 7,209 | (12.2)% |
| Investment income | 85 | 239 | (64.4)% | 510 | 561 | (9.1)% |
| Other income, net | 1,029 | 1,251 | (17.7)% | 3,465 | 7,856 | (55.9)% |
| Total revenues | 359,310 | 303,800 | 18.3% | 1,020,114 | 897,202 | 13.7% |
| EXPENSES | | | | | | |
| Employee compensation and benefits | 180,528 | 149,691 | 20.6% | 503,540 | 450,039 | 11.9% |
| Non-cash stock-based compensation | 7,431 | 3,908 | 90.1% | 14,904 | 11,393 | 30.8% |
| Other operating expenses | 50,102 | 43,774 | 14.5% | 143,838 | 129,394 | 11.2% |
| Amortization | 17,858 | 15,956 | 11.9% | 50,140 | 47,450 | 5.7% |
| Depreciation | 4,466 | 3,958 | 12.8% | 12,896 | 11,383 | 13.3% |
| Interest | 4,135 | 4,006 | 3.2% | 12,116 | 12,093 | 0.2% |
| Change in estimated acquisition earn-out payables | (665) | 858 | NMF(1) | 1,513 | (134) | NMF(1) |
| Total expenses | 263,855 | 222,151 | 18.8% | 738,947 | 661,618 | 11.7% |
| Income before income taxes | 95,455 | 81,649 | 16.9% | 281,167 | 235,584 | 19.3% |
| Income taxes | 37,706 | 32,145 | 17.3% | 111,280 | 94,176 | 18.2% |
| NET INCOME | \$ 57,749 | \$ 49,504 | 16.7% | \$ 169,887 | \$ 141,408 | 20.1% |

| | | | | |
|--|------|------|------|------|
| Net internal growth rate core organic commissions and fees | 7.3% | 1.0% | 8.2% | 1.7% |
|--|------|------|------|------|

| | | | | |
|---|----------|----------|--------------|--------------|
| Employee compensation and benefits ratio | 50.2% | 49.3% | 49.4% | 50.2% |
| Other operating expenses ratio | 13.9% | 14.4% | 14.1% | 14.4% |
| Capital expenditures | \$ 4,330 | \$ 6,238 | \$ 11,453 | \$ 18,915 |
| Total assets at September 30, 2013 and 2012 | | | \$ 3,554,788 | \$ 3,134,729 |

(1) NMF = Not a meaningful figure

Commissions and Fees

Commissions and fees, including profit-sharing contingent commissions and GSCs, for the third quarter of 2013 increased \$55.9 million, or 18.5%, over the same period in 2012. Profit-sharing contingent commissions and GSCs for the third quarter of 2013 increased \$1.9 million, or 13.3%, over the third quarter of 2012, to \$16.4 million, due primarily to \$1.1 million and \$1.0 million increases in profit-sharing contingent commissions and GSCs in our Retail and Wholesale Brokerage Divisions, respectively. Core organic commissions and fees are 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 commissions and fees generated from sold or terminated offices, books of business or niches). Core commissions and fees revenue for the third quarter of 2013 increased \$54.0 million on a net basis, of which approximately \$34.8 million represented core commissions and fees from agencies acquired since the third quarter of 2012. After divested business of \$1.6 million, the remaining net increase of \$20.8 million represented net new business, which reflects a 7.3% internal growth rate for core organic commissions and fees.

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Commissions and fees, including profit-sharing contingent commissions and GSCs, for the nine months ended September 30, 2013 increased \$127.4 million, or 14.3%, over the same period in 2012. Profit-sharing contingent commissions and GSCs for the nine months ended September 30, 2013 increased \$8.6 million or 19.4%, over the third quarter of 2012, to \$53.2 million, due primarily to \$4.6 million, \$1.6 million, and \$2.4 million increase in profit-sharing contingent commissions and GSCs in our Retail, National Program and Wholesales Brokerage Divisions, respectively. Core commissions and fees revenue for the nine months ended September 30, 2013 increased \$118.7 million on a net basis, of which approximately \$54.8 million represented core commissions and fees from agencies acquired since the third quarter of 2012. After divested business of \$5.2 million, the remaining net increase of \$69.1 million represented net new business, which reflects an 8.2% internal growth rate for core organic commissions and fees.

Investment Income

Investment income for the three months ended September 30, 2013, decreased \$0.2 million, or 64.4%, from the same period in 2012. Investment income for the nine months ended September 30, 2013, decreased \$0.1 million, or 9.1%, from the same period in 2012. These decreases are the result of lower average invested balances in 2013, primarily as a result of increased acquisition activity.

Other Income, net

Other income for the three months ended September 30, 2013, reflected income of \$1.0 million, compared with \$1.3 million in the same period in 2012. Other income for the nine months ended September 30, 2013, reflected income of \$3.5 million, compared with \$7.9 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 we believe does not produce reasonable margins or demonstrate a potential for growth, or when doing so is otherwise in the Company's interest. The \$0.3 million decrease for the three months ended September 30, 2013 over the comparable period of 2012 is primarily due to a sale of a book of business. Of the \$4.4 million decrease for the nine months ended September 30, 2013 from the comparable period of 2012, \$1.3 million represented gains on the sale of books of business in 2012, and \$3.1 million related to a legal settlement that we received in 2012 on the enforcement of non-piracy covenants in our employment agreements.

Employee Compensation and Benefits

Employee compensation and benefits expense as a percentage of total revenues increased to 50.2% for the three months ended September 30, 2013, from 49.3% for the three months ended September 30, 2012. Employee compensation and benefits for the third quarter of 2013 increased, on a net basis, approximately 20.6%, or \$30.8 million, over the same period in 2012. However, that net increase included \$18.7 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 September 30, 2013 and 2012 (including the new acquisitions that combined with, or folded into those offices) increased by \$12.1 million. The employee compensation and benefits expense increases in these offices were primarily related to an increase in staff salaries (\$5.5 million), an increase in profit center and other incentive bonuses (\$0.8 million), an increase in producer salaries due to our hiring of new producer trainees (\$1.5 million), an increase in commissioned producer compensation due to increased commissions and fees revenues (\$2.4 million), an increase in related payroll taxes (\$0.8 million), and an increase in group health insurance (\$0.7 million).

Employee compensation and benefits expense as a percentage of total revenues decreased to 49.4% for the nine months ended September 30, 2013, from the 50.2% for the nine months ended September 30, 2012. Employee compensation and benefits for the nine months ended September 30, 2013 increased, on a net basis, approximately 11.9%, or \$53.5 million, over the same period in 2012. However, that net increase included \$22.6 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 nine-month period ended September 30, 2013 and 2012 (including the new acquisitions that combined with, or folded into those offices) increased by \$30.9 million. The employee compensation and benefits expense increases in these offices were primarily related to an increase in staff salaries (\$14.4 million), an increase in profit center and other incentive bonuses (\$3.7 million), an increase in producer salaries due to our hiring of new producer trainees (\$3.3 million), an increase in commissioned producer compensation due to increased commissions and fees revenues (\$5.4 million), and an increase in related payroll taxes (\$2.6 million).

Table of Contents***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 September 30, 2013 increased \$3.5 million, or 90.1%, over the same period in 2012. Non-cash stock-based compensation expense for the nine months ended September 30, 2013 increased \$3.5 million, or 30.8%, over the same period in 2012. These increases were the result of new non-vested stock awards granted on July 1, 2013, primarily to a broad-based group of producers, profit center leaders, and senior leaders.

Other Operating Expenses

Other operating expenses represented 13.9% of total revenues for the three months ended September 30, 2013, a decrease from the 14.4% ratio for the three months ended September 30, 2012. Other operating expenses for the third quarter of 2013 increased \$6.3 million, or 14.5%, over the same period of 2012, of which \$5.7 million related to acquisitions that joined us as stand-alone offices since the fourth quarter of 2012. Therefore, other operating expenses from those offices that existed in both the three-month periods ended September 30, 2013 and 2012 (including the new acquisitions that folded into those offices) increased by \$0.6 million. The other operating expense increases in these offices were primarily related to an increase in data processing, software costs and software licensing fees (\$0.9 million), an increase in accounting and consulting expenses (\$0.9 million), and an increase in inspection and processing fee expense (\$0.3 million), while being partially offset by a decrease in legal and errors and omissions reserve (\$1.3 million).

Other operating expenses represented 14.1% of total revenues for the nine months ended September 30, 2013, a decrease from the 14.4% ratio for the nine months ended September 30, 2012. Other operating expenses for the nine months ended September 30, 2013 increased \$14.4 million, or 11.2%, over the same period of 2012, of which \$6.8 million related to acquisitions that joined us as stand-alone offices since the fourth quarter of 2012. Therefore, other operating expenses from those offices that existed in both the nine-month periods ended September 30, 2013 and 2012 (including the new acquisitions that folded into those offices) increased by \$7.6 million. The other operating expense increases in these offices were primarily related to an increase in inspection and processing fee expense (\$2.7 million), an increase in data processing and software costs (\$2.8 million), an increase in accounting and consulting expenses (\$1.4 million), and an increase in employee meetings (\$0.7 million).

Amortization

Amortization expense for the third quarter of 2013 increased \$1.9 million, or 11.9%, over the third quarter of 2012. Amortization expense for the nine months ended September 30, 2013, increased \$2.7 million, or 5.7%, over the nine months ended September 30, 2012. These increases are due primarily to the amortization of additional intangible assets as the result of recent acquisitions.

Depreciation

Depreciation expense for the third quarter of 2013 increased \$0.5 million, or 12.8%, over the third quarter of 2012. Depreciation expense for the nine months ended September 30, 2013, increased \$1.5 million, or 13.3%, over the nine months ended September 30, 2012. These increases are due primarily to the addition of fixed assets as a result of recent acquisitions.

Interest Expense

Interest expense for the third quarter of 2013 increased \$0.1 million, or 3.2%, over the third quarter of 2012. Interest expense for the nine months ended September 30, 2013 increased less than \$0.1 million, or 0.2%, over the same period in 2012. These increases are due to the increased borrowings in 2013.

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.

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As of September 30, 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 and nine months ended September 30, 2013 and 2012, were as follows:

| (in thousands) | For the three months ended September 30, | | For the nine months ended September 30, | |
|---|---|--------|--|------------|
| | 2013 | 2012 | 2013 | 2012 |
| Change in fair value on estimated acquisition earn-out payables | \$ (1,146) | \$ 240 | \$ 10 | \$ (1,966) |
| Interest expense accretion | 481 | 618 | 1,503 | 1,832 |
| Net change in earnings from estimated acquisition earn-out payables | \$ (665) | \$ 858 | \$ 1,513 | \$ (134) |

For the three months ended September 30, 2013 and 2012, the fair value of estimated earn-out payables was re-evaluated and decreased by \$1.1 million and increased by \$0.2 million, respectively, which resulted in a credit and a charge to the Condensed Consolidated Statement of Income. For the nine months ended September 30, 2013 and 2012, the fair value of estimated earn-out payables was re-evaluated and increased by less than \$0.1 million and decreased by \$2.0 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 September 30, 2013, the estimated acquisition earn-out payables equaled \$46,690,000, of which \$10,909,000 was recorded as accounts payable and \$35,781,000 was recorded as other non-current liabilities. Of the \$52,987,000 in estimated acquisition earn-out payables as of December 31, 2012, \$10,164,000 was recorded as accounts payable and \$42,823,000 was recorded as other non-current liabilities.

Income Taxes

The effective tax rate on income from operations for the three months ended September 30, 2013 and 2012, was 39.5% and 39.4%, respectively. The effective tax rate on income from operations for the nine months ended September 30, 2013 and 2012, was 39.6% and 40.0%, 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.

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 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.

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The internal growth rates for our core organic commissions and fees for the three months ended September 30, 2013 and 2012, by Division, are as follows (in thousands, except percentages):

| 2013 | For the three months ended September 30, | | Total Net Change | Total Net Growth % | Less Acquisition Revenues | Internal Net Growth \$ | Internal Net Growth % |
|---------------------------------|--|------------|------------------|--------------------|---------------------------|------------------------|-----------------------|
| | 2013 | 2012 | | | | | |
| Retail ⁽¹⁾ | \$ 187,043 | \$ 152,109 | \$ 34,934 | 23.0% | \$ 31,078 | \$ 3,856 | 2.5% |
| National Programs | 73,678 | 62,406 | 11,272 | 18.1% | 2,522 | 8,750 | 14.0% |
| Wholesale Brokerage | 51,234 | 43,200 | 8,034 | 18.6% | 1,193 | 6,841 | 15.8% |
| Services | 29,884 | 28,566 | 1,318 | 4.6% | | 1,318 | 4.6% |
| Total core commissions and fees | \$ 341,839 | \$ 286,281 | \$ 55,558 | 19.4% | \$ 34,793 | \$ 20,765 | 7.3% |

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 September 30, 2013, and 2012, is as follows (in thousands):

| | For the three months ended September 30, | |
|---------------------------------------|--|------------|
| | 2013 | 2012 |
| Total core commissions and fees | \$ 341,839 | \$ 286,281 |
| Profit-sharing contingent commissions | 13,951 | 12,077 |
| Guaranteed supplemental commissions | 2,406 | 2,359 |
| Divested business | | 1,593 |
| Total commission and fees | \$ 358,196 | \$ 302,310 |

(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.

The internal growth rates for our core organic commissions and fees for the three months ended September 30, 2012 and 2011, by Division, are as follows (in thousands, except percentages):

| 2012 | For the three months ended September 30, | | Total Net Change | Total Net Growth % | Less Acquisition Revenues | Internal Net Growth \$ | Internal Net Growth % |
|-----------------------|--|------------|------------------|--------------------|---------------------------|------------------------|-----------------------|
| | 2012 | 2011 | | | | | |
| Retail ⁽¹⁾ | \$ 153,702 | \$ 143,681 | \$ 10,021 | 7.0% | \$ 8,593 | \$ 1,428 | 1.0% |
| National Programs | 62,406 | 42,265 | 20,141 | 47.7% | 21,536 | (1,395) | (3.3)% |
| Wholesale Brokerage | 43,200 | 41,192 | 2,008 | 4.9% | 868 | 1,140 | 2.8% |

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| | | | | | | | |
|---------------------------------|------------|------------|-----------|-------|-----------|----------|------|
| Services | 28,566 | 16,450 | 12,116 | 73.7% | 10,845 | 1,271 | 7.7% |
| Total core commissions and fees | \$ 287,874 | \$ 243,588 | \$ 44,286 | 18.2% | \$ 41,842 | \$ 2,444 | 1.0% |

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 September 30, 2012, and 2011, is as follows (in thousands):

| | For the three months ended September 30, | |
|---------------------------------------|---|-------------|
| | 2012 | 2011 |
| Total core commissions and fees | \$ 287,874 | \$ 243,588 |
| Profit-sharing contingent commissions | 12,077 | 7,233 |
| Guaranteed supplemental commissions | 2,359 | 3,460 |
| Divested business | | 2,896 |
| Total commission and fees | \$ 302,310 | \$ 257,177 |

- (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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The internal growth rates for our core organic commissions and fees for the nine months ended September 30, 2013 and 2012, by Division, are as follows (in thousands, except percentages):

| 2013 | For the nine months ended September 30, | | Total Net Change | Total Net Growth % | Less Acquisition Revenues | Internal Net Growth \$ | Internal Net Growth % |
|---------------------------------|---|------------|------------------|--------------------|---------------------------|------------------------|-----------------------|
| | 2013 | 2012 | | | | | |
| Retail ⁽¹⁾ | \$ 514,575 | \$ 460,115 | \$ 54,460 | 11.8% | \$ 45,830 | \$ 8,630 | 1.9% |
| National Programs | 198,244 | 169,171 | 29,073 | 17.2% | 4,005 | 25,068 | 14.8% |
| Wholesale Brokerage | 147,363 | 127,852 | 19,511 | 15.3% | 4,332 | 15,179 | 11.9% |
| Services | 102,760 | 81,849 | 20,911 | 25.5% | 657 | 20,254 | 24.7% |
| Total core commissions and fees | \$ 962,942 | \$ 838,987 | \$ 123,955 | 14.8% | \$ 54,824 | \$ 69,131 | 8.2% |

The reconciliation of the above internal growth schedule to the total Commissions and Fees included in the Condensed Consolidated Statements of Income for the nine months ended September 30, 2013, and 2012, is as follows (in thousands):

| | For the nine months ended September 30, | |
|---------------------------------------|---|------------|
| | 2013 | 2012 |
| Total core commissions and fees | \$ 962,942 | \$ 838,987 |
| Profit-sharing contingent commissions | 46,869 | 37,341 |
| Guaranteed supplemental commissions | 6,328 | 7,209 |
| Divested business | | 5,248 |
| Total commission and fees | \$ 1,016,139 | \$ 888,785 |

(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.

The internal growth rates for our core organic commissions and fees for the nine months ended September 30, 2012 and 2011, by Division, are as follows (in thousands, except percentages):

| 2012 | For the nine months ended September 30, | | Total Net Change | Total Net Growth % | Less Acquisition Revenues | Internal Net Growth \$ | Internal Net Growth % |
|-----------------------|---|------------|------------------|--------------------|---------------------------|------------------------|-----------------------|
| | 2012 | 2011 | | | | | |
| Retail ⁽¹⁾ | \$ 465,332 | \$ 431,872 | \$ 33,460 | 7.7% | \$ 32,568 | \$ 892 | 0.2% |
| National Programs | 169,171 | 107,784 | 61,387 | 57.0% | 60,324 | 1,063 | 1.0% |
| Wholesale Brokerage | 127,883 | 119,556 | 8,327 | 7.0% | 1,860 | 6,467 | 5.4% |

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| | | | | | | | |
|---------------------------------|------------|------------|------------|-------|------------|-----------|------|
| Services | 81,849 | 48,393 | 33,456 | 69.1% | 29,677 | 3,779 | 7.8% |
| Total core commissions and fees | \$ 844,235 | \$ 707,605 | \$ 136,630 | 19.3% | \$ 124,429 | \$ 12,201 | 1.7% |

The reconciliation of the above internal growth schedule to the total Commissions and Fees included in the Condensed Consolidated Statements of Income for the nine months ended September 30, 2012, and 2011, is as follows (in thousands):

| | For the nine months ended September 30, | |
|---------------------------------------|--|-------------|
| | 2012 | 2011 |
| Total core commissions and fees | \$ 844,235 | \$ 707,605 |
| Profit-sharing contingent commissions | 37,341 | 38,388 |
| Guaranteed supplemental commissions | 7,209 | 9,620 |
| Divested business | | 8,999 |
| Total commission and fees | \$ 888,785 | \$ 764,612 |

- (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 92.4% 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 and nine months ended September 30, 2013, and 2012 is as follows (in thousands, except percentages):

| | For the three months ended September 30, | | | For the nine months ended September 30, | | |
|--|---|------------------|--------------|--|-------------------|--------------|
| | 2013 | 2012 | % Change | 2013 | 2012 | % Change |
| REVENUES | | | | | | |
| Core commissions and fees | \$ 187,836 | \$ 153,971 | 20.0% | \$ 515,521 | \$ 466,414 | 10.5% |
| Profit-sharing contingent commissions | 2,493 | 1,629 | 53.0% | 16,797 | 12,172 | 38.0% |
| Guaranteed supplemental commissions | 2,020 | 1,769 | 14.2% | 5,252 | 5,430 | (3.3)% |
| Investment income | 19 | 32 | (40.6)% | 65 | 84 | (22.6)% |
| Other income, net | 477 | 423 | 12.8% | 1,597 | 2,947 | (45.8)% |
| Total revenues | 192,845 | 157,824 | 22.2% | 539,232 | 487,047 | 10.7% |
| EXPENSES | | | | | | |
| Employee compensation and benefits | 99,109 | 79,935 | 24.0% | 268,035 | 244,683 | 9.5% |
| Non-cash stock-based compensation | 2,278 | 1,483 | 53.6% | 5,354 | 4,194 | 27.7% |
| Other operating expenses | 30,980 | 24,237 | 27.8% | 83,076 | 74,622 | 11.3% |
| Amortization | 10,258 | 8,686 | 18.1% | 27,858 | 25,865 | 7.7% |
| Depreciation | 1,536 | 1,296 | 18.5% | 4,278 | 3,848 | 11.2% |
| Interest | 11,127 | 6,635 | 67.7% | 22,976 | 20,273 | 13.3% |
| Change in estimated acquisition earn-out payables | 116 | 627 | (81.5)% | (479) | 2,551 | NMF(1) |
| Total expenses | 155,404 | 122,899 | 26.4% | 411,098 | 376,036 | 9.3% |
| Income before income taxes | \$ 37,441 | \$ 34,925 | 7.2% | \$ 128,134 | \$ 111,011 | 15.4% |
| Net internal growth rate – core organic commissions and fees | 2.5% | 1.0% | | 1.9% | 0.2% | |
| Employee compensation and benefits ratio | 51.4% | 50.6% | | 49.7% | 50.2% | |

| | | | | |
|--|----------|----------|--------------|--------------|
| Other operating expenses ratio | 16.1% | 15.4% | 15.4% | 15.3% |
| Capital expenditures | \$ 1,696 | \$ 1,376 | \$ 4,519 | \$ 4,011 |
| Total assets at September 30, 2013 and 2012 | | | \$ 2,918,824 | \$ 2,250,245 |

(1) NMF = Not a meaningful figure

The Retail Division's total revenues during the three months ended September 30, 2013, increased 22.2%, or \$35.0 million, over the same period in 2012, to \$192.8 million. Profit-sharing contingent commissions and GSCs for the third quarter of 2013 increased \$1.1 million, or 32.8%, over the third quarter of 2012, to \$4.5 million. The \$33.9 million net increase in core commissions and fees revenue resulted from the following factors: (i) an increase of approximately \$31.1 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 \$1.1 million related to commissions and fees revenue recorded in the third quarter of 2012 from business divested during 2012; and (iii) the remaining net increase of \$3.9 million primarily related to net new business. The Retail Division's internal growth rate for core organic commissions and fees revenue was 2.5% for the third 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.

Income before income taxes for the three months ended September 30, 2013, increased 7.2%, or \$2.5 million, over the same period in 2012, to \$37.4 million. This increase was primarily due to net new business, income from new acquisitions, and continued improved efficiencies relating to compensation and employee benefits and certain other operating expenses. These increases were also enhanced by changes in estimated acquisition earn-out payables of \$0.5 million, but partially offset by a \$4.5 million net increases in

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the inter-company interest expense allocation due to the new acquisitions. The continued improved efficiencies relating to compensation and employee benefits, and certain other operating expenses resulted mainly from such costs increasing at a lower rate than our growth in net new business. However, a portion of the improved ratio of employee compensation and benefits to total revenues was the result of the \$1.9 million of bonus compensation related to a special one-time bonus for the three months ended September 30, 2012 which was not repeated in 2013.

The Retail Division's total revenues during the nine months ended September 30, 2013, increased 10.7%, or \$52.2 million, over the same period in 2012, to \$539.2 million. Profit-sharing contingent commissions and GSCs for the first nine months of 2013 increased \$4.4 million, or 25.3%, over the same period of 2012, to \$22.0 million. The \$49.1 million net increase in core commissions and fees revenue resulted from the following factors: (i) an increase of approximately \$45.8 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 \$5.3 million related to commissions and fees revenue recorded in the first nine months of 2012 from business divested since the third quarter of 2012; and (iii) the remaining net increase of \$8.6 million primarily related to net new business. The Retail Division's internal growth rate for core organic commissions and fees revenue was 1.9% for the first nine months 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.

Income before income taxes for the nine months ended September 30, 2013, increased 15.4%, or \$17.1 million, over the same period in 2012, to \$128.1 million. This increase was primarily due to net new business, the increase in profit-sharing contingent commissions, and continued improved efficiencies relating to compensation and employee benefits and certain other operating expenses, but which was partially off-set by a \$1.4 million reduction in other income primarily due to gains on the sale of books of businesses in 2012. These increases were also enhanced by changes in estimated acquisition earn-out payables of \$3.0 million, but partially offset by a net increase in the inter-company interest expense allocation of \$2.7 million. The continued improved efficiencies relating to compensation and employee benefits, and certain other operating expenses resulted mainly from such costs increasing at a lower rate than our growth in net new business. However, a portion of the improved ratio of employee compensation and benefits to total revenues was the result of the \$4.7 million of bonus compensation related to a special one-time bonus for the nine months ended September 30, 2012 which was not repeated in 2013.

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 and nine months ended September 30, 2013, and 2012, is as follows (in thousands, except percentages):

| | For the three months ended September 30, | | | For the nine months ended September 30, | | |
|--|---|------------------|---------------|--|------------------|---------------|
| | 2013 | 2012 | % Change | 2013 | 2012 | % Change |
| REVENUES | | | | | | |
| Core commissions and fees | \$ 73,678 | \$ 62,406 | 18.1% | \$ 198,244 | \$ 169,171 | 17.2% |
| Profit-sharing contingent commissions | 3,841 | 4,032 | (4.7)% | 16,043 | 14,151 | 13.4% |
| Guaranteed supplemental commissions | 25 | 71 | (64.8)% | (34) | 268 | (112.7)% |
| Investment income | 4 | 5 | (20.0)% | 14 | 16 | (12.5)% |
| Other income, net | 268 | 333 | (19.5)% | 843 | 814 | 3.6% |
| Total revenues | 77,816 | 66,847 | 16.4% | 215,110 | 184,420 | 16.6% |
| EXPENSES | | | | | | |
| Employee compensation and benefits | 33,845 | 26,167 | 29.3% | 98,539 | 78,505 | 25.5% |
| Non-cash stock-based compensation | 1,159 | 965 | 20.1% | 3,059 | 2,747 | 11.4% |
| Other operating expenses | 13,901 | 11,445 | 21.5% | 39,220 | 31,374 | 25.0% |
| Amortization | 3,781 | 3,286 | 15.1% | 10,811 | 9,740 | 11.0% |
| Depreciation | 1,384 | 1,204 | 15.0% | 3,958 | 3,482 | 13.7% |
| Interest | 6,245 | 5,737 | 8.9% | 17,529 | 16,740 | 4.7% |
| Change in estimated acquisition earn-out payables | 51 | 54 | (5.6)% | (694) | (1,352) | (48.7)% |
| Total expenses | 60,366 | 48,858 | 23.6% | 172,422 | 141,236 | 22.1% |
| Income before income taxes | \$ 17,450 | \$ 17,989 | (3.0)% | \$ 42,688 | \$ 43,184 | (1.1)% |
| Net internal growth rate core organic commissions and fees | 14.0% | (3.3)% | | 14.8% | 1.0% | |
| Employee compensation and benefits ratio | 43.5% | 39.1% | | 45.8% | 42.6% | |
| Other operating expenses ratio | 17.9% | 17.1% | | 18.2% | 17.0% | |
| Capital expenditures | \$ 1,349 | \$ 1,993 | | \$ 3,661 | \$ 7,843 | |
| Total assets at September 30, 2013 and 2012 | | | | \$ 1,350,689 | \$ 1,163,807 | |

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Total revenues for National Programs for the three months ended September 30, 2013, increased 16.4%, or \$11.0 million, over the same period in 2012, to \$77.8 million. Profit-sharing contingent commissions and GSCs for the third quarter of 2013 decreased \$0.2 million from the third quarter of 2012. The \$11.3 million net increase in core commissions and fees revenue resulted from the following factors: (i) an increase of approximately \$2.5 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 \$8.8 million primarily related to net new business. The National Programs Division's internal growth rate for core organic commissions and fees revenue was 14.0% for the three months ended September 30, 2013. All of the \$8.8 million of net new business related to a net increase in commissions and fees revenue from our Arrowhead operations.

Income before income taxes for the three months ended September 30, 2013 decreased 3.0%, or \$0.5 million, from the same period in 2012, to \$17.5 million. This net decrease was primarily due to the decreases in profit-sharing contingent commissions, but further decreased by the net increases in the inter-company interest expense allocation of \$0.5 million.

Total revenues for National Programs for the nine months ended September 30, 2013, increased 16.6%, or \$30.7 million, over the same period in 2012, to \$215.1 million. Profit-sharing contingent commissions and GSCs for the first nine months of 2013 increased \$1.6 million, or 11.0%, over the first nine months of 2012 due primarily to a \$4.5 million increase in profit-sharing contingent commissions received by FIU. FIU's profit-sharing contingent commissions increased in 2013 because certain insurance carriers' loss-ratios improved over those in the prior contract period. The \$29.1 million net increase in core commissions and fees revenue resulted from the following factors: (i) an increase of approximately \$4.0 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 \$25.1 million primarily related to net new business. The National Programs Division's internal growth rate for core organic commissions and fees revenue was 14.8% for the nine months ended September 30, 2013. Of the \$25.1 million of net new business, \$24.9 million related to a net increase in commissions and fees revenue from our Arrowhead operations.

Income before income taxes for the nine months ended September 30, 2013 decreased 1.1%, or \$0.5 million, from the same period in 2012, to \$42.7 million. This net decrease was primarily due to net increases in the inter-company interest expense allocation of \$0.8 million and changes in estimated acquisition earn-out payables of \$0.7 million.

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.

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Financial information relating to our Wholesale Brokerage Division for the three and nine months ended September 30, 2013 and 2012 is as follows (in thousands, except percentages):

| | For the three months ended September 30, | | | For the nine months ended September 30, | | |
|---|---|------------------|--------------|--|------------------|--------------|
| | 2013 | 2012 | % Change | 2013 | 2012 | % Change |
| REVENUES | | | | | | |
| Core commissions and fees | \$ 51,234 | \$ 43,200 | 18.6% | \$ 147,363 | \$ 127,883 | 15.2% |
| Profit-sharing contingent commissions | 7,617 | 6,416 | 18.7% | 14,029 | 11,018 | 27.3% |
| Guaranteed supplemental commissions | 361 | 519 | (30.4)% | 1,110 | 1,723 | (35.6)% |
| Investment income | 7 | 6 | 16.7% | 16 | 17 | (5.9)% |
| Other income, net | 105 | 323 | (67.5)% | 326 | 610 | (46.6)% |
| Total revenues | 59,324 | 50,464 | 17.6% | 162,844 | 141,251 | 15.3% |
| EXPENSES | | | | | | |
| Employee compensation and benefits | 25,207 | 21,586 | 16.8% | 74,073 | 65,907 | 12.4% |
| Non-cash stock-based compensation | 515 | 347 | 48.4% | 1,228 | 977 | 25.7% |
| Other operating expenses | 9,211 | 8,371 | 10.0% | 27,893 | 25,064 | 11.3% |
| Amortization | 2,884 | 2,819 | 2.3% | 8,668 | 8,392 | 3.3% |
| Depreciation | 684 | 704 | (2.8)% | 2,107 | 2,021 | 4.3% |
| Interest | 642 | 922 | (30.4)% | 2,120 | 3,043 | (30.3)% |
| Change in estimated acquisition earn-out payables | 29 | 27 | 7.4% | 481 | 87 | 452.9% |
| Total expenses | 39,172 | 34,776 | 12.6% | 116,570 | 105,491 | 10.5% |
| Income before income taxes | \$ 20,152 | \$ 15,688 | 28.5% | \$ 46,274 | \$ 35,760 | 29.4% |
| Net internal growth rate – core organic commissions and fees | 15.8% | 2.8% | | 11.9% | 5.4% | |
| Employee compensation and benefits ratio | 42.5% | 42.8% | | 45.5% | 46.7% | |
| Other operating expenses ratio | 15.5% | 16.6% | | 17.1% | 17.7% | |
| Capital expenditures | \$ 277 | \$ 471 | | \$ 1,374 | \$ 2,357 | |
| Total assets at September 30, 2013 and 2012 | | | | \$ 915,515 | \$ 784,736 | |

The Wholesale Brokerage Division's total revenues for the three months ended September 30, 2013, increased 17.6%, or \$8.9 million, over the same period in 2012, to \$59.3 million. Profit-sharing contingent commissions and GSCs for the third quarter of 2013 increased \$1.0 million, or 15.0%, over the same quarter of 2012. The \$8.0 million net increase in core commissions and fees revenue resulted from the following factors: (i) an increase of approximately \$1.2 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 \$6.8 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 15.8% for the third quarter of 2013.

Income before income taxes for the three months ended September 30, 2013, increased 28.5%, or \$4.5 million, over the same period in 2012, to \$20.2 million, primarily due to net new business, an increase in profit-sharing contingent commissions, and net reductions in the inter-company interest expense allocation of \$0.3 million.

The Wholesale Brokerage Division's total revenues for the nine months ended September 30, 2013, increased 15.3%, or \$21.6 million, over the same period in 2012, to \$162.8 million. Profit-sharing contingent commissions and GSCs for the nine months ended September 30, 2013 increased \$2.4 million, or 18.8%, over the same period of 2012. The \$19.5 million net increase in core commissions and fees revenue resulted from the following factors: (i) an increase of approximately \$4.3 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 \$15.2 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 11.9% for the nine months ended September 30, 2013.

Income before income taxes for the nine months ended September 30, 2013, increased 29.4%, or \$10.5 million, over the same period in 2012, to \$46.3 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 \$0.9 million.

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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 and nine months ended September 30, 2013 and 2012, is as follows (in thousands, except percentages):

| | For the three months ended September 30, | | | For the nine months ended September 30, | | |
|--|---|-----------------|---------------|--|-----------------|---------------|
| | 2013 | 2012 | % Change | 2013 | 2012 | % Change |
| REVENUES | | | | | | |
| Core commissions and fees | \$ 29,884 | \$ 28,566 | 4.6% | \$ 102,760 | \$ 81,849 | 25.5% |
| Profit-sharing contingent commissions | | | % | | | % |
| Guaranteed supplemental commissions | | | % | | | % |
| Investment income | | | % | 1 | | % |
| Other income, net | 136 | 129 | 5.4% | 309 | 336 | (8.0)% |
| Total revenues | 30,020 | 28,695 | 4.6% | 103,070 | 82,185 | 25.4% |
| EXPENSES | | | | | | |
| Employee compensation and benefits | 15,141 | 14,641 | 3.4% | 47,365 | 42,869 | 10.5% |
| Non-cash stock-based compensation | 188 | 157 | 19.7% | 522 | 441 | 18.4% |
| Other operating expenses | 6,658 | 6,338 | 5.0% | 21,091 | 18,482 | 14.1% |
| Amortization | 925 | 1,155 | (19.9)% | 2,774 | 3,424 | (19.0)% |
| Depreciation | 402 | 351 | 14.5% | 1,200 | 880 | 36.4% |
| Interest | 1,804 | 2,981 | (39.5)% | 5,608 | 8,982 | (37.6)% |
| Change in estimated acquisition earn-out payables | (861) | 150 | NMF(1) | 2,205 | (1,420) | NMF(1) |
| Total expenses | 24,257 | 25,773 | (5.9)% | 80,765 | 73,658 | 9.6% |
| Income before income taxes | \$ 5,763 | \$ 2,922 | 97.2% | \$ 22,305 | \$ 8,527 | 161.6% |
| Net internal growth rate - core organic commissions and fees | 4.6% | 7.7% | | 24.7% | 7.8% | |
| Employee compensation and benefits ratio | 50.4% | 51.0% | | 46.0% | 52.2% | |

| | | | | |
|---|--------|----------|------------|------------|
| Other operating expenses ratio | 22.2% | 22.1% | 20.5% | 22.5% |
| Capital expenditures | \$ 639 | \$ 1,470 | \$ 1,137 | \$ 2,275 |
| Total assets at September 30, 2013 and 2012 | | | \$ 252,801 | \$ 273,346 |

(1) NMF = Not a meaningful figure

The Services Division's total revenues for the three months ended September 30, 2013 increased 4.6%, or \$1.3 million, over the same period in 2012, to \$30.0 million. The \$1.3 million net increase in commissions and fees revenue resulted from net new business, of which \$0.5 million was due to our Colonial Claims operation. As such, the Services Division's internal growth rate for core organic commissions and fees revenue was 4.6% for the third quarter of 2013.

Income before income taxes for the three months ended September 30, 2013, increased 97.2%, or \$2.8 million, over the same period in 2012, to \$5.8 million, primarily due to net new business, changes in estimated earn-out payables of \$1.0 million, and a net reduction in the inter-company interest expense allocation of \$1.2 million.

The Services Division's total revenues for the nine months ended September 30, 2013 increased 25.4%, or \$20.9 million, over the same period in 2012, to \$103.1 million. The \$20.9 million net increase in commissions and fees revenue resulted from the following factors: (i) an increase of approximately \$0.7 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

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new business of \$20.3 million, of which \$19.2 million was 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 24.7% for the first nine months of 2013.

Income before income taxes for the nine months ended September 30, 2013, increased 161.6%, or \$13.8 million, over the same period in 2012, to \$22.3 million, primarily due to net new business from our Colonial Claims operation and a net reduction in the inter-company interest expense allocation of \$3.4 million, but which was partially offset by changes in estimated acquisition earn-out payables of \$3.6 million.

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.

LIQUIDITY AND CAPITAL RESOURCES

Our cash and cash equivalents of \$171.0 million at September 30, 2013, reflected an decrease of \$48.8 million from the \$219.8 million balance at December 31, 2012. For the nine-month period ended September 30, 2013, \$309.9 million of cash was provided from operating activities. Also during this period, \$339.4 million of cash was used for acquisitions, \$11.5 million was used for additions to fixed assets, and \$39.0 million was used for payment of dividends.

Our ratio of current assets to current liabilities (the current ratio) was 0.98 and 1.34 at September 30, 2013 and December 31, 2012, respectively.

Contractual Cash Obligations

As of September 30, 2013, our contractual cash obligations were as follows:

| (in thousands) | Total | Payments Due by Period | | | |
|--|-------------------|------------------------|-------------------|-------------------|------------------|
| | | Less Than 1 Year | 1-3 Years | 4-5 Years | After 5 Years |
| Long-term debt | \$ 480,000 | \$ 100,000 | \$ 25,000 | \$ 355,000 | \$ |
| Other liabilities ⁽¹⁾ | 54,252 | 21,550 | 16,252 | 5,474 | 10,976 |
| Operating leases | 140,495 | 32,507 | 52,794 | 31,873 | 23,321 |
| Interest obligations | 42,411 | 14,832 | 17,751 | 9,828 | |
| Unrecognized tax benefits | 195 | | 195 | | |
| Maximum future acquisition contingency payments ⁽²⁾ | 135,122 | 30,278 | 104,844 | | |
| Total contractual cash obligations | \$ 852,475 | \$ 199,167 | \$ 216,836 | \$ 402,175 | \$ 34,297 |

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

(2) Includes \$48.9 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 September 30, 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

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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 September 30, 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 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 September 30, 2013 and December 31, 2012, there were no borrowings against this facility.

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, among other things, 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 additional 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. The Revolving Agreement was amended and restated by the SunTrust Revolver (as defined in the below paragraph).

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. At September 30, 2013 and December 31, 2012, there were no borrowings against the SunTrust Revolver.

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.

On July 1, 2013, in conjunction with the Beecher acquisition, we entered into: (1) a revolving loan agreement (the Wells Fargo Agreement) with Wells Fargo Bank, N.A. (Wells Fargo) that provides for a \$50.0 million revolving line of credit (the Wells Fargo Revolver) and (2) a term loan agreement (the Bank of America Agreement) with Bank of America, N.A. (Bank of America) that provides for a \$30.0 million term loan (the Bank of America Term Loan).

The maturity date for the Wells Fargo Revolver is December 31, 2016, at which time all outstanding principal and unpaid interest will be due. The Wells Fargo Revolver may be increased by up to \$50.0 million (bringing the total available to \$100.0 million). The calculation of interest and fees for the Wells Fargo 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

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Wells Fargo 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 Wells Fargo Revolver are unsecured and the Wells Fargo Agreement includes various covenants, limitations and events of default that are customary for similar facilities for similar borrowers. The Wells Fargo Revolver was drawn down in the amount of \$30.0 million on July 1, 2013. There were no borrowings against the Wells Fargo Revolver as of September 30, 2013.

The maturity date for the Bank of America Term Loan is December 31, 2016, at which time all outstanding principal and unpaid interest will be due. The calculation of interest for the Bank of America Agreement is generally based on our fixed charge coverage ratio. Interest is charged at a rate equal to the Alternative Base Rate or 1.00% to 1.40% above the Adjusted LIBOR Rate, each as more fully described in the Bank of America Agreement. Fees include an up-front fee. Initially, until the Lender receives our September 30, 2013 quarter end financial statements, the applicable margin for Adjusted LIBOR Rate advances is 1.50%. The obligations under the Bank of America Term Loan are unsecured and the Bank of America Agreement includes various covenants, limitations and events of default that are customary for similar facilities for similar borrowers. The Bank of America Term Loan was funded in the amount of \$30.0 million on July 1, 2013. As of September 30, 2013 there was an outstanding balance of \$30.0 million.

The 30-day LIBOR and Adjusted LIBOR Rate as of September 30, 2013 were between 0.18% and 0.19%.

The Notes, the Master Agreement, the SunTrust Agreement, the JPM Agreement and the Bank of America 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 September 30, 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 Revolver, the New Master Agreement, and the Wells Fargo Revolver will be sufficient to satisfy our normal liquidity needs through at least the end of 2014. 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. This incurrence of additional debt, however, could negatively impact our capital structure and liquidity. In addition, if we are unable to raise as much additional debt as we want, or at all, we could issue additional equity to finance an acquisition which could have a dilutive effect on our current shareholders.

For further discussion of our cash management and risk management policies, see [Quantitative and Qualitative Disclosures About Market Risk](#).

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 September 30, 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 September 30, 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.

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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 September 30, 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.

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 September 30, 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 5. OTHER INFORMATION

On November 1, 2013, notification of a decision by Cory T. Walker, the Company's Senior Vice President, Treasurer and Chief Financial Officer, to retire from the Company effective the later of March 4, 2014 or the date of the filing of the Company's Annual Report on Form 10-K for 2013 with the Securities and Exchange Commission (the Retirement Date) occurred.

On November 7, 2013, the Company and Mr. Walker executed a Transition Agreement (the Transition Agreement) pursuant to which the Company agreed to pay Mr. Walker, subject to certain conditions (including an agreement to assist and cooperate with the Company in certain matters following his Retirement Date, a multi-year covenant not to compete, an agreement not to solicit customers and certain confidentiality and other post-retirement covenants), the following (subject to certain provisions applicable in the event of Mr. Walker's death or the Company's change in control before the final payment): (i) \$500,000 on or around the Retirement Date; (ii) \$250,000 on the first day of the thirteenth calendar month following the Retirement Date; (iii) \$250,000 on the first day of the nineteenth calendar month following the Retirement Date and (iv) \$250,000 on the first day of the twenty-fifth calendar month following the Retirement Date. With respect to vested equity grants made to Mr. Walker, all rights with respect to all such grants, including grants made pursuant to the Performance Stock Plan and the Stock Incentive Plan, will be forfeited upon Mr. Walker's departure, except for the portions of three Performance Stock Plan grants made to Mr. Walker in 2000, 2001 and 2003, respectively, as to which the specified performance targets required as conditions for vesting have already been achieved, a total of 57,464 shares; with respect to these shares, so long as Mr. Walker remains continuously employed by the Company until the Retirement Date, the Company will waive, effective on the Retirement Date, the remaining time-based employment conditions of vesting (which would otherwise require continued employment for approximately one, two and four more years for a total of 15 years from the date of grant). Mr. Walker will continue to receive his base salary through the Retirement Date and will be eligible for non-equity incentive plan compensation for services rendered to the Company in 2013 pursuant to previously-established performance criteria. In addition, as part of the Transition Agreement, Mr. Walker entered into a customary release of claims. Mr. Walker will have very limited time periods in which to revoke the Transition Agreement pursuant to applicable federal law.

This description of the Transition Agreement does not purport to be complete and is qualified in its entirety by the Transition Agreement to be attached as an exhibit to the Company's Annual Report on Form 10-K for 2013.

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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).
- 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.

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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

Date: November 7, 2013

Cory T. Walker
Sr. Vice President, Chief Financial Officer and
Treasurer
(duly authorized officer, principal financial officer
and principal accounting officer)