BROWN & BROWN, INC.

FORM 10-K ANNUAL REPORT
FOR THE YEAR ENDED DECEMBER 31, 1999

PART I

ITEM 1. BUSINESS

GENERAL

Brown & Brown, Inc. (the "Company") is a general insurance agency headquartered in Daytona Beach and Tampa, Florida that resulted from an April 28, 1993 business combination involving Poe & Associates, Inc. ("Poe") and Brown & Brown, Inc. ("Brown"). Poe was incorporated in 1958 and Brown commenced business in 1939. The name of the Company following the 1993 combination was Poe & Brown, Inc. and was changed to Brown & Brown, Inc. in 1999.

The Company is a diversified insurance brokerage and agency that markets and sells primarily property and casualty insurance products and services to its clients. Because the Company does not engage in underwriting activities, it does not assume underwriting risks. Instead, it acts in an agency capacity to provide its customers with targeted, customized risk management products.

The Company is compensated for its services by commissions paid by insurance companies and fees for administration and benefit consulting services. The commission is usually a percentage of the premium paid by an insured. Commission rates generally depend upon the type of insurance, the particular insurance company, and the nature of the services provided by the Company. In some cases, a commission is shared with other agents or brokers who have acted jointly with the Company in a transaction. The Company may also receive from an insurance company a contingent commission that is generally based on the profitability and volume of business placed with it by the Company over a given period of time. Fees are principally generated by the Company's Service Division, which offers administration and benefit consulting services primarily in the workers' compensation and employee benefit markets. The amount of the Company's income from commissions and fees is a function of, among other factors, continued new business production, retention of existing customers, acquisitions, and fluctuations in insurance premium rates and insurable exposure units.

Premium pricing within the property and casualty insurance underwriting industry has been cyclical and has displayed a high degree of volatility based on prevailing economic and competitive conditions. Since the mid-1980s, the property and casualty insurance industry has been in a "soft market" during which the underwriting capacity of insurance companies expanded, stimulating an increase in competition and a decrease in premium rates and related commissions and fees. Significant reductions in premium rates occurred during the years 1987 through 1989 and continue,

although to a lesser degree, through the present. The effect of this softness in rates on the Company's revenues has been somewhat offset by the Company's acquisitions and new business production. The Company cannot predict the timing or extent of premium pricing changes as a result of market fluctuations or their effect on the Company's operations in the future.

The Company's activities are conducted in 20 locations throughout Florida, three locations each in Arizona and New Mexico and in eight additional locations in California, Georgia, Indiana, New Jersey, Nevada, Ohio, Pennsylvania and Texas. Because the Company's business is concentrated in Florida, the

occurrence of adverse economic conditions or an adverse regulatory climate in Florida could have a materially adverse effect on its business, although the Company has not encountered such conditions in the past.

The Company's business is divided into four divisions: (i) the Retail Division; (ii) the National Programs Division; (iii) the Service Division; and (iv) the Brokerage Division. The Retail Division is composed of Company employees who market and sell a broad range of insurance products to insureds. The National Programs Division works with underwriters to develop proprietary insurance programs for specific niche markets. These programs are marketed and sold primarily through independent agencies and agents across the United States. The Company receives an override on the commissions generated by these independent agencies. The Service Division provides insurance-related services such as third-party administration and consultation for workers' compensation and employee benefit markets. The Brokerage Division markets and sells excess and surplus commercial insurance, as well as certain niche programs, primarily through independent agents.

The following table sets forth a summary of (i) the commission and fee revenues realized from each of the Company's operating divisions for each of the three years in the period ended December 31, 1999 (in thousands of dollars), and (ii) the percentage of the Company's total commission and fee revenues represented by each division for each of such periods:

	1997	%	1998	%	1999	%
Retail Division(1)	$ 88,141	63.8%	$103,516	66.5%	$121,383	70.4%
National Programs Division	24,845	18.0	25,043	16.1	21,983	12.7
Service Division	12,150	8.8	13,818	8.9	14,716	8.5
Brokerage Division	12,976	9.4	13,200	8.5	14,464	8.4
Total	$138,112	100%	$155,577	100%	$172,546	100%

(1) Numbers and percentages for 1997 and 1998 have been restated to give effect to the Company's acquisition of the outstanding stock of the Daniel-James Insurance Agency in 1998, and the 1999 acquisition of the outstanding stock of each of Ampher Insurance, Ross Insurance of Florida, and Signature Insurance Group, as well as the outstanding partnership interests of C,S & D Partnership.

RETAIL DIVISION

The Company's Retail Division operates in eleven states and employs approximately 950 persons. The Company's retail insurance agency business consists primarily of selling and

marketing property and casualty insurance coverages to commercial, professional and, to a limited extent, individual customers. The categories of insurance principally sold by the Company are: CASUALTY insurance relating to legal liabilities, workers' compensation, commercial and private passenger automobile coverages, and fidelity and surety insurance; and PROPERTY insurance against physical damage to property and resultant interruption of business or extra expense caused by fire, windstorm or other perils. The Company also sells and services all forms of group and individual life, accident, health, hospitalization, medical and dental insurance programs. Each category of insurance is serviced by insurance specialists employed by the Company.

No material part of the Company's retail business depends upon a single customer or a few customers. During 1999, fees and commissions received from the Company's largest single Retail Division customer represented less than one percent of the Retail Division's total commission and fee revenues.

In connection with the selling and marketing of insurance coverages, the Company provides a broad range of related services to its customers, such as risk management surveys and analysis, consultation in connection with placing insurance coverages, and claims processing. The Company believes these services are important factors in securing and retaining customers.

NATIONAL PROGRAMS DIVISION

The Company's National Programs Division tailors insurance products to the needs of a particular professional or trade group, negotiates policy forms, coverages and commission rates with an insurance company and, in certain cases, secures the formal or informal endorsement of the product by a professional association or trade group. Programs are marketed and sold primarily through a national network of independent agencies that solicit customers through advertisements in association publications, direct mailings and personal contact. The Company also markets a variety of these products through certain of its retail offices. Under agency agreements with the insurance companies that underwrite these programs, the Company often has authority to bind coverages, subject to established guidelines, to bill and collect premiums and, in some cases, to process claims.

The Company is committed to ongoing market research and development of new proprietary programs. The Company employs a variety of methods, including interviews with members of various professional and trade groups to which the Company does not presently offer insurance products, to assess the coverage needs of such professional associations and trade groups. If the initial market research is positive, the Company studies the existing and potential competition and locates potential carriers for the program. A proposal is then submitted to and negotiated with a selected carrier and, in some instances, a professional or trade association from which endorsement of the program is sought. New programs are introduced through written communications, personal visits with agents, placements of advertising in trade publications and, where appropriate, participation in trade shows and conventions.

PROFESSIONAL GROUPS. The professional groups serviced by the National Programs Division include dentists, lawyers, physicians, optometrists and opticians, architects and engineers. Set forth below is a brief description of the programs offered to these major professional groups.

- DENTISTS: The largest program marketed by the National Programs Division is a package insurance policy known as the Professional Protector Plan(R), which provides comprehensive coverage for dentists, including practice protection and professional liability. This program, initiated in 1969, is endorsed by a number of state and local dental societies, and is offered nationally. The Company believes that this program presently insures approximately 22% of the eligible practicing dentists within the Company's marketing territories.

- LAWYERS: The Company began marketing lawyers' professional liability insurance in 1973, and the national Lawyer's Protector Plan(R) was introduced in 1983. The program is presently offered in 35 states, the District of Columbia and Puerto Rico.

- PHYSICIANS: The Company markets professional liability insurance for physicians, surgeons, and other health care

providers through a program known as the Physicians Protector Plan(R). The program, initiated in 1980, is currently offered in nine states.

- OPTOMETRISTS AND OPTICIANS: The Optometric Protector Plan(R) was created in 1973 to provide optometrists and opticians with a package of practice and professional liability coverage. This program insures optometrists and opticians in all 50 states, the District of Columbia and Puerto Rico. The Company believes that this program presently insures approximately 25% of the eligible optometrists within the Company's marketing territories.

- ARCHITECTS AND ENGINEERS: The Architects & Engineers Protector Plan(R) provides professional liability coverage for landscape architects in all 50 states. The program also provides coverage to other classes of architects and engineers in seven states.

COMMERCIAL GROUPS. The commercial groups serviced by the National Programs Division include a number of targeted commercial industries and trade groups. Among the commercial programs are the following:

- TOWING OPERATORS PROTECTOR PLAN.(R) Introduced in 1992, this program provides specialized insurance products to towing and recovery industry operators in 48 states.

- AUTOMOBILE DEALERS PROTECTOR PLAN.(R) This program insures independent automobile dealers and is currently offered in 48 states. It originated in Florida over 25 years ago through a program still endorsed by the Florida Independent Auto Dealers Association.

- MANUFACTURERS PROTECTOR PLAN.(R) Introduced in 1997, this program provides specialized coverages for manufacturers, with an emphasis on selected niche markets.

- WHOLESALERS & DISTRIBUTORS PREFERRED PROGRAM.(R) Introduced in 1997, this program provides stabilized property and casualty protection for businesses principally engaged in the wholesale-distribution industry. This program replaced the Company's prior wholesaler-distributor program, which was terminated in 1997 when the Company severed its relationship with the National Association of Wholesaler-Distributors.

- RAILROAD PROTECTOR PLAN.(R) Also introduced in 1997, this program is designed for contractors, manufacturers and other entities that service the needs of the railroad industry.

- AUTOMOBILE TRANSPORTERS PROTECTOR PLAN.(R) Introduced in 1996, this program is designed for automobile transporters engaged in the transport of vehicles for automobile auctions, automobile leasing concerns, and automobile and truck dealerships. It is currently offered in all 50 states.

- RECYCLER'S COMPREHENSIVE PROTECTOR PLAN.SM This program, introduced in 1998, provides specialized property, liability, workers' compensation and pollution coverages for the recycling industry. The program is currently offered in 48 states.

- ENVIRONMENTAL PROTECTOR PLAN. This program was introduced in 1998 and is currently offered in 36 states. It provides a variety of specialized environmental coverages, with an emphasis on local Mosquito Control and Water Control Districts.

- FOOD PROCESSORS PREFERRED PROGRAM. This program, introduced in 1998, provides property and casualty insurance protection for businesses involved in the handling and processing of various foods.

- AUCTION INSURANCE PROTECTOR PLAN. Also introduced in 1998, this program is designed to meet the property and casualty insurance needs of the wholesale automobile auction industry.

SERVICE DIVISION

The Service Division consists of two separate components: (i) insurance and related services as a third-party administrator ("TPA") and consultant for employee health and welfare benefit plans, and (ii) insurance and related services providing comprehensive risk management and third-party administration to self-funded workers' compensation plans.

In connection with its employee benefit plan administrative services, the Service Division provides TPA services and consulting related to benefit plan design and costing, arrangement for the placement of stop-loss insurance and other employee benefit coverages, and settlement of claims. The Service Division provides utilization management services such as pre-admission review, concurrent/retrospective review, pre-treatment review of certain non-hospital treatment plans, and medical and psychiatric case management. In addition to the administration of self-

funded health care plans, the Service Division offers administration of flexible benefit plans,including plan design, employee communication, enrollment and reporting.

The Service Division's workers' compensation TPA services include risk management services such as loss control, claim administration, access to major reinsurance markets, cost containment consulting, and services for secondary disability and subrogation recoveries.

The Service Division provides workers' compensation TPA services for approximately 2,400 employers representing more than $3.2 billion of employee payroll. The Company's largest workers' compensation contract represents approximately 62% of the Company's workers' compensation TPA revenues, or approximately 2.8% of the Company's total commission and fee revenues.

BROKERAGE DIVISION

The Brokerage Division markets excess and surplus lines and specialty niche insurance products to the Company's Retail Division, as well as to other retail agencies throughout Florida and the southeastern United States. The Brokerage Division represents various U.S. and U.K. surplus lines companies and is also a Lloyd's of London correspondent. In addition to surplus lines carriers, the Brokerage Division represents admitted carriers for smaller agencies that do not have access to large insurance carrier representation. Excess and surplus products include commercial automobile, garage, restaurant, builder's risk and inland marine lines. Difficult-to-insure general liability and products liability coverages are a specialty, as is excess workers' compensation. Retail agency business is solicited through mailings and direct contact with retail agency representatives.

The Company has a 75% ownership interest in Florida Intracoastal Underwriters, Limited Company ("FIU") of Miami Lakes, Florida. FIU is a managing general agency that specializes in providing insurance coverages for coastal and inland high-value condominiums and apartments. FIU has developed a unique reinsurance facility to support the underwriting activities associated with these risks. In 1999, the Company established Champion Underwriters, a separate business division based in Ft. Lauderdale, Florida, specializing in the marketing and selling of excess and surplus commercial insurance. In January of 2000, the Company formed Peachtree Special Risk Brokers, an excess and surplus lines property insurance subsidiary headquartered in Atlanta.

EMPLOYEES

At December 31, 1999, the Company had 1,370 full-time

equivalent employees. The Company has contracts with its sales employees that include provisions restricting their right to solicit the Company's customers after termination of employment with the Company. The enforceability of such contracts varies from state to state depending upon state statutes, judicial decisions and factual circumstances. The majority of these contracts are terminable by either party; however, the agreements not to solicit the Company's customers generally continue for a period of two or three years after employment termination.

None of the Company's employees is represented by a labor union, and the Company considers its relations with its employees to be satisfactory.

COMPETITION

The insurance agency business is highly competitive, and numerous firms actively compete with the Company for customers and insurance carriers. Although the Company is the largest insurance agency headquartered in Florida, a number of firms with substantially greater resources and market presence compete with the Company in Florida and elsewhere. This situation is particularly pronounced outside Florida. Competition in the insurance business is largely based on innovation, quality of service and price.

A number of insurance companies are engaged in the direct sale of insurance, primarily to individuals, and do not pay commissions to agents and brokers. In addition, the Internet has become a source for direct placement of personal lines business. To date, such direct writing has had relatively little effect on the Company's operations, primarily because the Company's Retail Division is commercially oriented.

REGULATION, LICENSING AND AGENCY CONTRACTS

The Company or its designated employees must be licensed to act as agents by state regulatory authorities in the states in which the Company conducts business. Regulations and licensing laws vary in individual states and are often complex.

The applicable licensing laws and regulations in all states are subject to amendment or reinterpretation by state regulatory authorities, and such authorities are vested in most cases with relatively broad discretion as to the granting, revocation, suspension and renewal of licenses. The possibility exists that the Company could be excluded or temporarily suspended from carrying on some or all of its activities in, or otherwise subjected to penalties by, a particular state.

ITEM 2. PROPERTIES

The Company leases its executive offices, which are located at 220 South Ridgewood Avenue, Daytona Beach, Florida 32114, and 401 East Jackson Street, Suite 1700, Tampa, Florida 33602. The Company also leases offices in the following cities: Phoenix, Arizona; Prescott, Arizona; Tucson, Arizona; Oakland, California; Brooksville, Florida; Ft. Lauderdale, Florida; Ft. Myers, Florida; Jacksonville, Florida; Leesburg, Florida; Maitland, Florida; Melbourne, Florida; Miami, Florida; Miami Lakes, Florida; Monticello, Florida; Naples, Florida; Orlando, Florida; Perry, Florida; St. Petersburg, Florida; Sarasota, Florida; West Palm Beach, Florida; Winter Haven, Florida; Atlanta, Georgia; Indianapolis, Indiana; Las Vegas, Nevada; Clark, New Jersey; Albuquerque, New Mexico; Roswell, New Mexico; Taos, New Mexico; Philadelphia, Pennsylvania; and Houston, Texas.

The Company's operating leases expire on various dates. These leases generally contain renewal options and escalation clauses based on increases in the lessors' operating expenses and

other charges. The Company expects that most leases will be renewed or replaced upon expiration. See Note 12 of the "Notes to Consolidated Financial Statements" in the Company's 1999 Annual Report to Shareholders for additional information on the Company's lease commitments.

At December 31, 1999, the Company owned buildings located in Ocala, Florida and Perrysburg, Ohio, having aggregate book values of $724,000 and $479,000, respectively, including improvements. There is an outstanding mortgage on the Ocala building of $690,000. There are no outstanding mortgages on the Perrysburg building.

ITEM 3. LEGAL PROCEEDINGS

On January 19, 2000, a complaint was filed in the Superior Court of Henry County, Georgia captioned GRESHAM & ASSOCIATES, INC. VS. ANTHONY T. STRIANESE, ET AL. The complaint names the Company and certain of its subsidiaries and affiliates, and certain of their employees, as defendants. The complaint alleges, among other things, that the Company tortiously interfered with the contractual relationship between the plaintiff and certain of its employees. The plaintiff alleges that the Company hired such persons and actively encouraged them to violate the restrictive covenants contained in their employment agreements with plaintiff. The complaint seeks compensatory damages from the Company with respect to each of the two employees in amounts "not less than $750,000," and seeks punitive damages for alleged intentional wrongdoing in an amount "not less than $10,000,000." The complaint also seeks a declaratory judgment regarding the enforceability of the restrictive covenants in the employment agreements and an injunction prohibiting the violation of those agreements. The Company believes that it has meritorious defenses to each of the claims asserted by the plaintiff and is contesting this action vigorously.

The Company is involved in various other pending or threatened proceedings by or against the Company or one or more of its subsidiaries that involve routine litigation relating to insurance risks placed by the Company and other contractual matters. Management of the Company does not believe that any of such pending or threatened proceedings will have a materially adverse effect on the consolidated financial position or future operations of the Company.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matters were submitted to a vote of security holders during the Company's fourth quarter ended December 31, 1999.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

The Company's common stock is traded on the New York Stock Exchange under the symbol "BRO." The number of shareholders of record as of March 3, 2000 was 716, and the closing price per share on that date was $32.94.

The table below sets forth information for each quarter in the last two fiscal years concerning (i) the high and low sales prices for the Company's common stock, and (ii) cash dividends declared per share. The stock prices and dividend rates reflect the three-for-two stock split effected by the Company on February 27, 1998.

STOCK PRICE RANGE CASH

	HIGH	- LOW	DIVIDENDS PER SHARE
1999			
First quarter	$38.44	$29.31	$0.11
Second quarter	38.00	30.38	0.11
Third quarter	39.44	33.19	0.11
Fourth quarter	40.63	30.75	0.13
1998			
First quarter	$38.50	$28.75	$0.10
Second quarter	39.38	32.00	0.10
Third quarter	42.50	35.00	0.10
Fourth quarter	39.00	32.63	0.11

ITEM 6. SELECTED FINANCIAL DATA

Information under the caption "Financial Highlights" on the inside front cover page of the Company's 1999 Annual Report to Shareholders is incorporated herein by reference.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Information under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 18-21 of the Company's 1999 Annual Report to Shareholders is incorporated herein by reference.

ITEM 7A. 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, foreign currency exchange rates, and equity prices. The Company is exposed to market risk through its revolving credit line and some of its investments; however, such risk is not considered to be material as of December 31, 1999.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The Consolidated Financial Statements of Brown & Brown, Inc. and its subsidiaries, together with the report thereon of Arthur Andersen LLP appearing on pages 22-38 of the Company's 1999 Annual Report to Shareholders, are incorporated herein by reference.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not Applicable.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

Information contained under the captions "Management" and "Section 16(a) Beneficial Ownership Reporting Compliance" on pages 4-6 of the Company's Proxy Statement for its 2000 Annual Meeting of Shareholders is incorporated herein by reference.

ITEM 11. EXECUTIVE COMPENSATION

Information contained under the caption "Executive Compensation" on pages 7-9 of the Company's Proxy Statement for its 2000 Annual Meeting of Shareholders is incorporated herein by reference; provided, however, that the report of the Compensation Committee on executive compensation, which begins on page 10 thereof, shall not be deemed to be incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Information contained under the caption "Security Ownership of Management and Certain Beneficial Owners" on pages 2-3 of the Company's Proxy Statement for its 2000 Annual Meeting of Shareholders is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Information contained under the caption "Executive Compensation -- Compensation Committee Interlocks and Insider Participation" on page 9 of the Company's Proxy Statement for its 2000 Annual Meeting of Shareholders is incorporated herein by reference.

PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

(a) The following documents are filed as part of this report:

1. Consolidated Financial Statements of Brown & Brown, Inc. (incorporated herein by reference from pages 22-38 of the Company's 1999 Annual Report to Shareholders) consisting of:

   (a) Consolidated Statements of Income for each of the three years in the period ended December 31, 1999.

   (b) Consolidated Balance Sheets as of December 31, 1999 and 1998.

   (c) Consolidated Statements of Shareholders' Equity for each of the three years in the period ended December 31, 1999.

   (d) Consolidated Statements of Cash Flows for each of the three years in the period ended December 31, 1999.

   (e) Notes to Consolidated Financial Statements.

   (f) Report of Independent Certified Public Accountants.

2. Consolidated Financial Statement Schedules. The Consolidated Financial Statement Schedules are omitted because they are not applicable, not material, or not required, or because the required information is included in the Consolidated Financial Statements or the Notes thereto.

3. EXHIBITS

   3a Amended and Restated Articles of Incorporation of the Registrant (incorporated by reference to Exhibit 3a to Form 10-Q for the quarter ended September 30, 1998).

   3b Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3b to Form 10-K for the year ended December 31, 1996).

   4 Revolving Loan Agreement dated November 9, 1994, by and among the Registrant and SunTrust Bank, Central Florida, N.A., f/k/a SunBank, National Association (incorporated by reference

to Exhibit 4 to Form 10-K for the year ended December 31, 1994).

4a Second Amendment to Revolving Loan Agreement, dated as of October 15, 1998, between the Registrant and SunTrust Bank, Central Florida, N.A. (incorporated by reference to Exhibit 4a to Form 10-K for the year ended December 31, 1998).

4b Rights Agreement, dated as of July 30, 1999, between the Company and First Union National Bank, as Rights Agent (incorporated by reference to Exhibit 4.1 to Form 8-K filed on August 2, 1999).

10a(1) Lease of the Registrant for office space at 220 South Ridgewood Avenue, Daytona Beach, Florida dated August 15, 1987 (incorporated by reference to Exhibit 10a(3) to Form 10-K for the year ended December 31, 1993).

10a(2) Lease Agreement for office space at SunTrust Financial Centre, Tampa, Florida, dated February 1995, between Southeast Financial Center Associates, as landlord, and the Registrant, as tenant (incorporated by reference to Exhibit 10a(4) to Form 10-K for the year ended December 31, 1994).

10b(1) Loan Agreement between Continental Casualty Company and the Registrant dated August 23, 1991 (incorporated by reference to Exhibit 10d to Form 10-K for the year ended December 31, 1991).

10b(2) Extension to Loan Agreement, dated August 1, 1998, between the Registrant and Continental Casualty Company (incorporated by reference to Exhibit 10c(2) to Form 10-Q for the quarter ended September 30, 1998).

10c Indemnity Agreement dated January 1, 1979, among the Registrant, Whiting National Management, Inc., and Pennsylvania Manufacturers' Association Insurance Company (incorporated by reference to Exhibit 10g to Registration Statement No. 33-58090 on Form S-4).

10d Agency Agreement dated January 1, 1979 among the Registrant, Whiting National Management, Inc., and Pennsylvania Manufacturers' Association Insurance Company (incorporated by reference to Exhibit 10h to Registration Statement No. 33-58090 on Form S-4).

10e(1) Deferred Compensation Agreement, dated May 6, 1998, between Brown & Brown, Inc. and Kenneth E. Hill (incorporated by reference to Exhibit 10l to Form 10-Q for the quarter ended September 30, 1998).

10e(2) Letter Agreement, dated May 6, 1998, between Brown & Brown, Inc. and Kenneth E. Hill (incorporated by reference to Exhibit 10m to Form 10-Q for the quarter ended September 30, 1998).

10f Employment Agreement, dated as of July 29, 1999, between the Registrant and J. Hyatt Brown (filed herewith).

10g Portions of Employment Agreement, dated April 28, 1993 between the Registrant and Jim W. Henderson (incorporated by reference to Exhibit 10m to Form 10-K for the year ended December 31, 1993).

10h Employment Agreement, dated May 6, 1998 between the Registrant and Kenneth E. Hill (incorporated by reference to Exhibit 10k to Form 10-Q for the quarter ended September 30, 1998).

10i Registrant's Stock Performance Plan (incorporated by reference to Exhibit 4 to Registration Statement No. 333-14925 on Form S-8).

10j Rights Agreement, dated as of July 30, 1999, between the Company and First Union National Bank, as Rights Agent (incorporated by reference to Exhibit 4.1 to Form 8-K filed on August 2, 1999).

11 Statement Re: Computation of Basic and Diluted Earnings Per Share.

13 Portions of Registrant's 1999 Annual Report to Shareholders (not deemed "filed" under the Securities Exchange Act of 1934, except for those portions specifically incorporated by reference herein).

22 Subsidiaries of the Registrant.

23 Consent of Arthur Andersen LLP.

24a Powers of Attorney pursuant to which this Form 10-K has been signed on behalf of certain directors and officers of the Registrant.

24b Resolutions of the Registrant's Board of Directors, certified by the Secretary.

27 Financial Data Schedule.

(b) REPORTS ON FORM 8-K

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BROWN & BROWN, INC.
Registrant

By: *
____
J. Hyatt Brown
CHIEF EXECUTIVE OFFICER

Date: March 15, 2000

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the Registrant and in the capacities and on the date indicated.

Signature	Title	Date
* ______________________ J. Hyatt Brown	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	March 15, 2000
* ______________________ Samuel P. Bell, III	Director	March 15, 2000
* ______________________ Bradley Currey, Jr.	Director	March 15, 2000
* ______________________ Jim W. Henderson	Director	March 15, 2000
* ______________________ David H. Hughes	Director	March 15, 2000
* ______________________ Theodore J. Hoepner	Director	March 15, 2000
* ______________________ Toni Jennings	Director	March 15, 2000
* ______________________ Jan E. Smith	Director	March 15, 2000
* ______________________ Cory T. Walker	Vice President, Treasurer and Chief Financial Officer (Principal Financial and Accounting Officer)	March 15, 2000

*By: /S/ LAUREL L. GRAMMIG
____
Laurel L. Grammig
Attorney-in-Fact

EXHIBIT 10f

BROWN & BROWN, INC.

EMPLOYMENT AGREEMENT

THIS EMPLOYMENT AGREEMENT is entered into by and between BROWN & BROWN, INC., hereinafter called the "Company," and J. HYATT BROWN, hereinafter called "Employee," effective July 29, 1999.

BACKGROUND

Employee is the Chairman, President and Chief Executive Officer of the Company. The Company desires to continue to obtain the benefit of services by the Employee, and the Employee desires to continue to render services to the Company.

The Compensation Committee of the Board of Directors (the "Compensation Committee") and the Board of Directors (the "Board") of the Company have determined that it is in the best interests of the Company and its shareholders to recognize the substantial contribution that the Employee has made and is expected to make in the future to the Company's business and to continue to retain his services in the future. The Compensation Committee and the Board recognize that the possibility of a Change in Control (as hereinafter defined) exists and that the threat of or the occurrence of a Change in Control can result in significant distractions of its Chairman, President and Chief Executive Officer because of the uncertainties inherent in such a situation. The Compensation Committee and the Board have determined that it is essential and in the best interest of the Company and its shareholders to retain the services of Employee in the event of a threat or occurrence of a Change in Control and thereafter, without alteration or diminution of his continuing leadership role in determining and implementing the strategic objectives of the Company. Moreover, the Compensation Committee and the Board recognize that unlike other key personnel throughout the Company who participate in the Company's Stock Performance Plan and, therefore, would have the benefit of the immediate vesting of stock interests granted to them pursuant to that Plan in the event of a Change in Control, Employee is not a participant in that Plan.

In order to induce Employee to remain in the employ of the Company, and to continue providing the leadership that has defined the unique sales-driven culture of the Company, and consistently improved the quality and financial performance of the Company, Company and Employee desire to replace the Employment Agreement entered into in April of 1993 with this Agreement, and desire to set forth in this Agreement the terms and conditions of the Employee's employment with the Company, and to provide the Employee with certain benefits and assurances in the event of a Change in Control (as defined below). Accordingly, in consideration of the mutual covenants and representations set forth below, the Company and Employee agree as follows:

TERMS

1. DEFINITIONS. "Company" means Brown & Brown, Inc. and with respect to paragraph 9, hereof, also means its subsidiaries, affiliated companies and any company operated or supervised by the Company, as well as any successor entity formed by merger or acquisition, including any company that may acquire a majority of the stock of Brown & Brown, Inc. "Employee" means J. Hyatt Brown and with respect to paragraph 10 hereof also means any company or business in which Employee has a controlling or managing interest.

2. EMPLOYMENT. The Company hereby employs or continues to

employ Employee upon the terms and conditions set forth in this Agreement.

3. TERM. The term of the Agreement shall be continuous until terminated by either party as provided herein. This Agreement supersedes all prior employment agreements or arrangements existing as between the Company and the Employee.

4. EXTENT OF DUTIES. At the time of execution of this Agreement, Employee shall be employed as Chairman of the Board, President and Chief Executive Officer of the Company. Employee shall perform the duties associated with such positions and shall commit such of his time and effort required in completing and fulfilling those duties and responsibilities commensurate with and like in amount to the time committed by the Employee in fulfilling the same as of the execution hereof. During the term of his employment under this Agreement, Employee shall not directly or indirectly engage in the insurance business in any of its phases, either as a broker, agent, solicitor, consultant or participant, in any manner or in any firm or corporation engaged in the business of insurance or re-insurance, except for account of the Company or as directed by the Company.

5. COMPENSATION. During the term of this Agreement, Employee shall be compensated as follows:

(a) The Company shall pay to the Employee an annual base salary payable in bi-weekly installments.

(b) The Company shall pay to the Employee an annual cash bonus payable by February 15 following the calendar year in which earned.

(c) If the Employee's employment is terminated as of a date other than the end of the Company's fiscal year end, the bonus amount shall be calculated to the end of the calendar quarter in which the termination occurs and annualized through the end of the then fiscal year of the Company, and paid to the Employee, or his written designated beneficiary or estate, as the case may be.

(d) The Employee shall participate in and receive comparable benefits as are provided by the Company to its other personnel from time to time except as modified or amplified by this Agreement.

6. CHANGE IN CONTROL. For purposes of this Agreement, a "Change in Control" shall mean any of the following events:

(a) An acquisition (other than directly from the Company) of any voting securities of the Company (the "Voting Securities") by any "Person" (as the term person is used for purposes of Section 13(d) or 14(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")), immediately after which such Person has "Beneficial Ownership" (within the meaning of Rule 13d-3 promulgated under the Exchange Act) of thirty percent (30%) or more of the combined voting power of the Company's then outstanding Voting Securities; provided, however, in determining whether a Change in Control has occurred, Voting Securities which are acquired in a "Non-Control Acquisition" (as hereinafter defined) shall not constitute an acquisition which would cause a Change in Control. A "Non-Control Acquisition" shall mean an acquisition by (i) an employee benefit plan (or a trust forming a part thereof) maintained by (A) the Company or (B) any corporation or other Person of which a majority of its voting power or its voting equity securities or equity interest is owned, directly or indirectly, by the Company (for purposes of this definition, a "Subsidiary") (ii) the Company or its Subsidiaries; (iii) any Person in connection with a "Non-Control Transaction" (as hereinafter defined); or (iv) Employee or his family members.

(b) The individuals who, as of July 29, 1999, are

members of the Board (the "Incumbent Board"), cease for any reason to constitute at least two-thirds of the members of the Board; provided, however, that if the election, or nomination for election by the Company's common stockholders, of any new director was approved by a vote of at least two-thirds of the Incumbent Board, such new director shall, for purposes of this Plan, be considered as a member of the Incumbent Board; provided further, however, that no individual shall be considered a member of the Incumbent Board if such individual initially assumed office as a result of either an actual or threatened "Election Contest" (as described in Rule 14a-11 promulgated under the Exchange Act) or other actual threatened solicitation of proxies or consents by or on behalf of a Person other than the Board (a "Proxy Contest") including by reason of any agreement intended to avoid or settle any Election Contest or Proxy Contest; or

(c) Approval by stockholders of the Company of:

(i) a merger, consolidation or reorganization involving the Company, unless such merger consolidation or reorganization is a "Non-Control Transaction." A "Non-Control Transaction" shall mean a merger, consolidation or reorganization of the Company where:

(A) the stockholders of the company, immediately before such merger, consolidation or reorganization, own directly or indirectly immediately following such merger, consolidation or reorganization, at least seventy percent (70%) of the combined voting power of the outstanding voting securities of the corporation resulting from such merger or consolidation or reorganization (the "Surviving Corporation") in substantially the same proportion

as their ownership of the Voting Securities immediately before such merger, consolidation or reorganization,

(B) the individuals who were members of the Incumbent Board immediately prior to the execution of the agreement providing for such merger, consolidation or reorganization constitute at least two-thirds of the members of the board of directors of the Surviving Corporation, or a corporation beneficially directly or indirectly owning a majority of the Voting Securities of the Surviving Corporation, and

(C) no Person other than (i) the Company, (ii) any Subsidiary, (iii) any employee benefit plan (or any trust forming a part thereof) maintained by the Company, the Surviving Corporation, or any Subsidiary, or (iv) any Person who, immediately prior to such merger, consolidation or reorganization had Beneficial Ownership of thirty percent (30%) or more of the then outstanding Voting Securities), has Beneficial Ownership of thirty percent (30%) or more of the combined voting power of the Surviving Corporation's then outstanding voting securities.

(ii) A complete liquidation or dissolution of the company; or

(iii) An agreement for the sale or other disposition of all or substantially all of the assets of the Company to any Person (other than a transfer to a Subsidiary).

(d) Notwithstanding the foregoing, a Change in Control shall not be deemed to occur solely because any Person (the "Subject Person") acquired "Beneficial Ownership of more than the permitted amount of the then outstanding Voting Securities as a result of the acquisition of Voting Securities by the Company which, by reducing the number of Voting Securities then outstanding, increases the proportional number of shares Beneficially Owned by the Subject Persons, provided that if a Change in Control would occur (but for the operation of this sentence) as a result of the acquisition of Voting Securities by the Company, and after such share acquisition by the Company, the Subject Person becomes the Beneficial Owner of any additional

Voting Securities which increases the percentage of the then outstanding Voting Securities Beneficially Owned by the Subject Person, then a Change in Control shall occur.

7. TERMINATION. Subject to the provisions of Section 8, this Agreement may be terminated:

(a) by mutual consent of the Company and Employee;

(b) by Employee upon thirty (30) days written notice to the Company; or

(c) by the Company upon thirty (30) days written notice to Employee.

Termination of Employee's employment under this Agreement shall not release either Employee or the Company from obligations hereunder arising or accruing through the date of such termination nor from the post-termination provisions of this Agreement. Termination may be

without cause and no cause need be stated in notice of termination. On notice of termination of or by the Employee, the Company has the power to suspend the Employee from all duties on the date notice is given, and to immediately require return of all Confidential Information as described in the Agreement.

8. PROVISIONS APPLICABLE TO EMPLOYMENT IN THE EVENT OF A CHANGE IN CONTROL.

(a) If a Change in Control shall occur and if, prior to the third anniversary of the Change in Control, (i) the Employee is terminated, or (ii) the Employee resigns due to the occurrence of any Adverse Consequences, as defined below, then the Employee shall be entitled to receive as severance pay, in lieu of any further salary subsequent to the date of termination, an amount in cash equal to 2 times the following: 3 times the sum of Employee's annual base salary and Employee's most recent annual bonus as of the effective date of the Change in Control, , multiplied by a factor of 1 plus the percentage representing the percentage increase, if any, in the price of the common stock of the Company between the date of execution of this Agreement and the close of business on the first business day following the date upon which public announcement of the Change in Control is made. All benefits enjoyed by the Employee prior to the Change in Control shall continue for a period of 3 years after the date of termination. The severance sum shall be paid by the Company to SunTrust Bank in Daytona Beach, Florida ("SunTrust"), as Escrow Agent, prior to the effective date of the Change in Control, for deposit into an interest-bearing account pursuant to an escrow agreement acceptable to Employee, Company and SunTrust which provides that upon Employee's delivery of written confirmation of his termination, or his resignation due to the occurrence of an Adverse Consequence, the Escrow Agent shall immediately, without delay, pay the severance sum, in its totality, to Employee, plus interest accruing from the date of termination or occurrence of an Adverse Consequence, and which further provides that, absent receipt of such notice from Employee, the funds held in escrow will revert to the Company on the on the first business day following the third anniversary of the Change in Control date. If the continuation of any benefit provided to the Employee violates any law or statute the Employer shall pay to the Employee the cash equivalent of any benefit lost by the Employee.

(b) "Adverse Consequences" is defined to mean any of the following that the Employee, in good faith, believes to have occurred:

(i) any material breach of this Agreement by the Company;

(ii) the assignment to the Employee of any duties inconsistent with, or any diminution in, the Employee's status or responsibilities presently in effect;

(iii) the failure of the Company to follow Employee's recommendations concerning operations and management of the Company, dividend policy of the Company, and strategic direction of the Company;

(iv) the failure by the Company to provide the Employee with suitable office space and adequate and appropriate support staff and secretarial assistance and other administrative support;

(v) a reduction by the Company in the Employee's salary or bonus, or a failure by the Company, without good reason, to increase Employee's salary and bonus in accordance with past practice from year to year;

(vi) the reduction or cessation of quarterly dividend payments to shareholders of the Company equaling at least 25% of earnings of the Company without delivery of money, stock or other consideration with value that equals or exceeds the income that shareholders would otherwise derive from such quarterly dividend payments;

(vii) a change in the principal place of the Employee's employment to a location outside of Daytona Beach, Florida;

(viii) the failure by the Company to provide the Employee with insurance and other benefits that are, in the judgment of Employee, commensurate with those benefits currently supplied by Company;

(ix) the failure of any successor to the Company to assume and agree to perform this Agreement; or

(x) the taking of any other action by the Company where the intent or likely result of the action is to cause the Employee to resign or be terminated.

9. CONFIDENTIAL INFORMATION; NON-PIRACY COVENANTS. (a) Employee recognizes and acknowledges that the Confidential Information (as hereafter defined) constitutes valuable, secret, special, and unique assets of Company. Employee covenants and agrees that, during the term of this Agreement and following termination (whether voluntary or involuntary), he or she will not disclose the Confidential Information to any person, firm, corporation, association, or other entity for any reason or purpose without the express written approval of Company and will not use the Confidential Information except in Company's business. It is expressly understood and agreed that the Confidential Information is the property of Company and must be immediately returned to Company upon demand therefor. The term Confidential Information includes each, every, and all written documentation related to Company or its business that is not public information, whether furnished by Company or compiled by Employee, including but not limited to: (1) lists of the Company's customers, companies, accounts and records pertaining thereto; (2) customer lists, prospect lists, policy forms, and/or rating information, expiration dates, information on risk characteristics, information concerning insurance markets for large or unusual risks, and all types of written information customarily used by Company or available to the Employee; (3) information related to any of Company's programs and marketing strategies; (4) information known to Employee but not reduced to written or recorded form; (5) underwriting information received from customers; and (6) Employee's recollection of Confidential Information.

(b) For a period of three (3) years following termination of Employment (whether voluntary or involuntary), Employee specifically agrees not to solicit, accept, nor service, directly or indirectly, as insurance solicitor, insurance agent, insurance broker, insurance wholesaler, managing general agent, consultant, or otherwise, for Employee's accounts or the accounts of any other agent, or broker, or insurer, either as officer, director, stockholder, owner, partner, employee, promoter, consultant, manager, or otherwise, any insurance or bond business of any kind or character from any person, firm, corporation, or other entity, that is a customer or account of the Company during the term of this Agreement or from any prospective customer or account to whom the Company made proposals while Employee was employed by Company. Should a court of competent jurisdiction declare any of the covenants set forth in this paragraph unenforceable due to an unreasonable restriction of duration, geographical area or otherwise, each of the parties hereto agrees that such court shall be empowered to rewrite or reform any such covenant and shall grant Company injunctive relief reasonably necessary to protect its interest.

(c) Employee agrees that Company shall have the right to communicate the terms of this Agreement to any third parties, including but not limited to, any past, present or prospective employer of Employee. Employee waives any right to assert any claim for damages against Company or any officer, employee or agent of Company arising from disclosure of the terms of this paragraph.

(d) In the event of the breach or threatened breach of the provisions of this paragraph, Company shall be entitled to injunctive relief as well as any other applicable remedies at law or in equity.

10. ORGANIZING COMPETITIVE BUSINESSES; SOLICITING COMPANY EMPLOYEES. Employee agrees that so long as he is working for Company he will not undertake the planning or organizing of any business activity competitive with the work he performs. Employee acknowledges that the Company has made a significant investment in developing and training a competent work force. Employee agrees that he will not, for a period of two (2) years following termination of employment with Company, directly or indirectly, solicit any of the Company's employees to work for Employee or any other competitive company.

11. PROTECTION OF COMPANY PROPERTY. All records, files manuals, lists of customers, blanks, forms, materials, supplies, computer programs and other materials furnished to the Employee by the Company, used by him on its behalf, or generated or obtained by him during the course of his employment, shall be and remain the property of Company. Employee shall be deemed the bailee thereof for the use and benefit of Company and shall safely keep and preserve such property, except as consumed in the normal business operations of Company. Employee acknowledges that this property is confidential and is not readily accessible to Company's competitors. Upon termination of employment hereunder, the Employee shall immediately deliver to Company or its authorized representative all such property, including all copies, remaining in the Employee's possession or control.

12. ATTORNEY FEES AND EXPENSES. The Company shall pay all legal fees and related expenses (including the costs of experts, evidence and counsel) incurred by the Employee as they

become due as a result of the Employee seeking to obtain or enforce any right or benefit provided by this Agreement or by any other plan or arrangement maintained by the Company under which the Employee is or may be entitled to receive benefits.

13. SUCCESSORS AND ASSIGNS.

(a) This Agreement shall be binding upon and shall inure to the benefit of the Company, its successors and assigns and the Company shall require any successor or assign to expressly assume and agree to perform this Agreement in the same manner and to the same extent that the Company would be required to perform it if no such succession or assignment had taken place. The term "Company" as used herein shall include such successors and assigns. The term "successors and assigns" as used herein shall mean a corporation or other entity acquiring all or substantially all the assets and business of the Company (including this Agreement) whether by operation of law or otherwise.

(b) Neither this Agreement nor any right or interest hereunder shall be assignable or transferable by the Employee, his beneficiaries or legal representatives, except by will or by the laws of descent and distribution. This Agreement shall inure to the benefit of and be enforceable by the Employee's legal personal representative.

14. NOTICES. Any notices required or permitted to be given under this Agreement shall be sufficient in writing and if sent by Certified Mail to:

Employee at:

220 South Ridgewood Avenue
Daytona Beach, Florida 32115

and to the Company at:

401 East Jackson Street, Suite 1700
Tampa, Florida 33602
Attn: General Counsel

or such other address as either shall give to the other in writing for this purpose.

15. WAIVER OF BREACH. The waiver of either party of a breach of any provision of the Agreement shall not operate or be construed as a waiver of any subsequent breach by the other party.

16. ENTIRE AGREEMENT. This instrument contains the entire Agreement of the parties. All contracts entered into which are dated prior to this Agreement are considered null and void. Employee agrees that no verbal or other statement; inducement or representation relied upon by Employee for the execution of this Agreement has been made to Employee which is not contained in this Agreement. This Agreement may not be changed orally but only by an agreement in writing

signed by the party against whom enforcement of any waiver, change, modification, extension or discharge is south. A waiver by Company of any condition or term in this Agreement shall not be construed to have any effect on the remaining terms and conditions nor shall said waiver, if any, be construed as permanent or binding for the future.

17. SETTLEMENT OF CLAIMS. The Company's obligation to make the payments provided for in this Agreement and otherwise to perform its obligations hereunder shall not be affected by any circumstances, including, without limitation, any set-off, counterclaim, defense, recoupment, or other right which the Company may have against the Employee or others.

18. FLORIDA LAW TO GOVERN; VENUE. This Agreement shall be governed by and construed according to the laws of the State of Florida without giving effect to the conflict of law principles thereof. Any action brought by any party relating to this Agreement shall be brought and maintained in a court of competent jurisdiction in Volusia County, Florida.

IN WITNESS WHEREOF, the parties have executed this Agreement effective as of the date first set forth above.

WITNESSES:

/S/ LARAINE SPINA   /S/ J. HYATT BROWN
------------------   ___________________________________
                                     J. HYATT BROWN

/S/ LAUREL L. GRAMMIG
____
as to Employee

WITNESSES: BROWN & BROWN, INC.

/S/ JEFFREY PARO   By: /S/ JIM HENDERSON
____________________   ___________________________
                                     Jim Henderson
                                     Executive Vice President

/S/ LAUREL L. GRAMMIG
____
as to Brown & Brown

EXHIBIT 11

Statement Re: Computation of Basic and Diluted Earnings Per Share (Unaudited)

(In thousands, except per share data)	Three Months Ended December 31,		Year Ended December 31	
	1999	1998	1999	1998
BASIC EARNINGS PER SHARE				
Net Income	$ 7,084	$ 6,130	$27,172	$23,349
Weighted average shares outstanding	13,708	13,770	13,732	13,703
Basic earnings per share	$ .52	$ .45	$ 1.98	$ 1.70
DILUTED EARNINGS PER SHARE				
Weighted average number of shares outstanding	13,708	13,770	13,732	13,703
Net effect of dilutive stock options, based on the treasury stock method	4	1	4	1
Total diluted shares used in computation	13,712	13,771	13,736	13,704
Diluted earnings per share	$ .52	$ .44	$ 1.98	$ 1.70

EXHIBIT 13

PORTIONS OF BROWN & BROWN, INC.'S 1999 ANNUAL REPORT TO SHAREHOLDERS

Financial Highlights

(in thousands, except per share data)(1)	Year ended December 31, 1999	Percent Change	1998	1997	1996	1995
Commissions and fees(2)	$172,546	10.9	$155,577	$138,112	$128,147	$115,046
Total revenues	$176,413	11.0	$158,947	$143,501	$132,807	$119,789
Total expenses	$132,205	9.3	$120,978	$112,517	$104,741	$ 95,817
Income before taxes	$ 44,208	16.4	$ 37,969	$ 30,984	$ 28,066	$ 23,972
Net income(3)	$ 27,172	16.4	$ 23,349	$ 18,988	$ 17,391	$ 15,402
Net income per share	$ 1.98	16.5	$ 1.70	$ 1.39	$ 1.28	$ 1.13
Weighted average number of shares outstanding	13,736		13,704	13,639	13,576	13,600
Dividends declared per share	$ 0.4600		$ 0.4100	$ 0.3533	$ 0.3267	$ 0.3200
Total assets	$235,163		$232,129	$206,101	$189,646	$161,747
Long-term debt	$ 3,909		$ 17,378	$ 6,452	$ 5,485	$ 7,615
Shareholders' equity(4)	$103,026		$ 83,680	$ 76,240	$ 67,378	$ 54,604

(1) All share and per-share information has been restated to give effect to the three-for-two stock split, which became effective February 27, 1998. Prior years' results have been restated to reflect the stock acquisitions of Insurance West in 1995, Daniel-James in 1998 and Ampher-Ross and Signature Insurance Group in 1999.

(2) See Notes 2 and 3 to consolidated financial statements for information regarding business purchase transactions which impact the comparability of this information.

(3) During 1995, the Company reduced its general tax reserved by $451,000, or $0.0333 per share, respectively, as a result of reaching a settlement with the Internal Revenue Service on certain examination issues.

(4) Shareholders' equity as of December 31, 1999, 1998, 1997, 1996 and 1995 included net increases of $4,922,000, $5,540,000, $6,511,000 and $4,836,000, respectively, as a result of the Company's application of SFAS 15, "Accounting for Certain Investments in Debt and Equity Securities."

Restatement of Financial Information

On July 20, 1999, Brown & Brown (the Company) acquired Ampher Insurance, Inc. and Ross Insurance of Florida, Inc. through an exchange of shares. Additionally, on November 10, 1999, the Company acquired Signature Insurance Group, Inc. also through an exchange of shares.

These transactions were both accounted for utilizing the pooling-of-interests method of accounting and, accordingly, the Company was required to restate its consolidated financial statements for all years presented in this Annual Report. The purpose of a restatement is to present as one combined entity the historical financial data of two (or more) previously separate and distinct legal entities. The financial data that is contained in the Management's Discussion and Analysis, the Consolidated Financial Statements and Notes to Consolidated Financial Statements reflect this restatement.

Consistent with last year's presentation, as a means of comparison, the tables below depict the Company's revenues, pre-tax margins and earnings per share for 1994-1999 both before and after the restatement.

	REVENUE (in thousands)		PRE-TAX MARGIN		EARNINGS PER SHARE	
	Original	Restated	Original	Restated	Original	Restated
1994	$101,580	$114,525	20.3 %	18.7 %	$ 1.04	$ 1.06
1995	106,365	119,789	21.9 %	20.0 %	1.13	1.13
1996	118,680	132,807	22.8 %	21.1 %	1.27	1.28
1997	129,191	143,501	24.5 %	21.6 %	1.48	1.39
1998	153,791	158,947	24.4 %	23.9 %	1.72	1.70
1999	$176,413	$176,413	25.1 %	25.1 %	$ 1.98	$ 1.98

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

General

In April of 1993, Poe & Associates, Inc., headquartered in Tampa, Florida, merged with Brown & Brown, Inc., headquartered in Daytona Beach, Florida, forming Poe & Brown, Inc. In April of 1999, the shareholders voted to change the name to Brown & Brown, Inc. (the "Company"). Since that merger, the Company's operating results have steadily improved. The Company achieved pre-tax income from operations of $44,208,000 in 1999, compared to $37,969,000 in 1998 and $30,984,000 in 1997. Pre-tax income as a percentage of total revenues was 25.1% in 1999, 23.9% in 1998 and 21.6% in 1997. This upward trend is primarily the result of the Company's achievement of revenue growth and operating efficiency improvements.

The Company's revenues are comprised principally of commissions paid by insurance companies, fees paid directly by clients and investment income. Commission revenues generally represent a percentage of the premium paid by the insured and are materially affected by fluctuations in both premium rate levels charged by insurance underwriters and the volume of premiums written by such underwriters. These premium rates are established by insurance companies based upon many factors, none of which is controlled by the Company. Beginning in 1986 and continuing through 1999, revenues have been adversely influenced by a consistent decline in premium rates resulting from intense competition among property and casualty insurers for expanding market share. Among other factors, this condition of prevailing decline in premium rates, commonly referred to as a "soft market," has generally resulted in flat to reduced commissions on renewal business. The possibility of rate increases in 2000 is unpredictable.

The development of new and existing proprietary programs, fluctuations in insurable exposure units and the volume of business from new and existing clients, and changes in general economic and competitive conditions further impact revenues. For example, stagnant rates of inflation in recent years have generally limited the increases in insurable exposure units such as property values, sales and payroll levels. Conversely, the increasing trend in litigation settlements and awards has caused some clients to seek higher levels of insurance coverage. Still, the Company's revenues continue to grow through quality acquisitions, intense initiatives for new business and development of new products, markets and services. The Company anticipates that results of operations for 2000 will continue to be influenced by these competitive and economic conditions.

On July 20, 1999, the Company acquired Ampher Insurance, Inc.

and Ross Insurance of Florida, Inc. through an exchange of shares. Additionally, on November 10, 1999, the Company acquired Signature Insurance Group, Inc. and C, S & D, a Florida general partnership, also through an exchange of shares. On April 14, 1998 the Company acquired Daniel-James Insurance Agency, Inc. and Becky-Lou Realty Limited, through an exchange of shares. Each of these transactions has been accounted for as a pooling-of-interests and, accordingly, the Company's consolidated financial statements have been restated for all periods prior to the acquisitions to include the results of operations, financial positions and cash flows of the acquired entities.

During 1999, the Company acquired the assets of six general insurance agencies, several books of business (customer accounts) and the outstanding shares of two general insurance agencies. Each of these transactions was accounted for as a purchase. On December 30, 1999, the Company acquired all of the outstanding stock of Roswell Insurance & Surety Agency, Inc. This transaction was accounted for as a pooling-of-interests; however, the financial statements for all prior periods were not restated due to the immaterial nature of the transaction.

During 1998, the Company acquired the assets of nineteen general insurance agencies, several books of business and the outstanding shares of one general insurance agency. Each of these transactions was accounted for as a purchase.

During 1997, the Company acquired three general insurance agencies and several books of business, all of which were accounted for as purchases. On August 1, 1997, the Company acquired all of the outstanding stock of Shanahan, McGrath & Bradley, Inc. This transaction was accounted for as a pooling-of-interests; however, the financial statements for all prior periods were not restated due to the immaterial nature of the transaction.

Contingent commissions may be paid to the Company by insurance carriers based upon the volume, growth and/or profitability of the business placed with such carriers by the Company and are primarily received in the first quarter of each year. In the last three years, contingent commissions have averaged approximately 4.7% of total revenues.

Fee revenues are generated principally by the Service Division of the Company, which offers administration and benefit consulting services primarily in the workers' compensation and employee benefit self-insurance markets. For the past three years, service fee revenues have generated an average of 8.7% of total commissions and fees.

Investment income consists primarily of interest earnings on premiums and advance premiums collected and not immediately remitted to insurance carriers, with such funds being held in a fiduciary capacity. The Company's policy is to invest its available funds in high-quality, short-term fixed income investment securities. Investment income also includes gains and losses realized from the sale of investments. In 1999, investment income included a gain of approximately $140,000 resulting from the Company's disposition of its investment in the 37th Street Properties partnership. For 1998, investment income included a $165,000 realized gain from the sale of the Company's investments in AmSouth Bancorporation and United States Filter Corporation. in 1997, investment income included a $303,000 realized gain from the sale of the Company's investment in Fort Brooke Bank.

The following discussion and analysis regarding results of operations and liquidity and capital resources should be considered in conjunction with the accompanying consolidated financial statements and related notes.

Results of Operations for the Years Ended
December 31, 1999, 1998 and 1997

Commissions and Fees

Commissions and fees increased 11% in 1999, 13% in 1998 and 8% in 1997. Excluding the effect of acquisitions, commissions and fees increased 2% in 1999, 2% in 1998 and 6% in 1997. The 1999 results reflect an increase in commissions for three of the four operating divisions. The National Programs division posted a decrease in commissions for 1999. In general, property and casualty insurance premium prices continued to decline in 1999, which was primarily responsible for the slower growth rate; however, certain segments and industries had some increases in insurable exposure units during the year.

Investment Income

Investment income decreased to $2,560,000 in 1999 compared to $3,325,000 in 1998 and $4,241,000 in 1997. This decrease is primarily due to lower levels of invested cash precipitated by the Company's ongoing acquisition strategy in both 1999 and 1998. Additionally, the 1997 results included a $303,000 gain from the sale of the Company's investment in Fort Brooke Bank.

Other Income

Other income consists primarily of gains and losses from the sale and disposition of assets. During 1999, gains from the sale of customer accounts were $1,162,000 compared to losses of $115,000 in 1998 and gains of $646,000 in 1997. The gain in 1999 was primarily attributable to the disposition of certain accounts in the Lawyer's Protector Plan(r) of the Company's National Programs Division. The loss in 1998 was due primarily to the disposition of the Company's Charlotte, North Carolina operation.

Employee Compensation & Benefits

Employee compensation and benefits increased approximately 10% in 1999, 9% in 1998 and 8% in 1997. Employee compensation and benefits as a percentage of total revenue was 51% in 1999, down from 52% in both 1998 and 1997. The Company had 1,370 full-time employees at December 31, 1999, compared to 1,417 at the beginning of the year. The decrease in personnel during 1999 is primarily attributable to the restructuring of the National Programs Division. The 1999 increase in compensation and employee benefits of $8,436,000 is attributable to several factors, including higher levels of both producer commissions and profit center bonuses resulting from the Company's proportionate increases in revenue and profitability.

Other Operating Expenses

Other operating expenses increased 3% in 1999, 5% in 1998 and 6% in 1997. Other operating expenses as a percentage of total revenues decreased to 19% in 1999 from 20% in 1998 and 22% in 1997. The continuing decline in operating expenses, expressed as a percentage of total revenues, is primarily attributable to the effective cost containment measures brought about by the Company's "Project 28" initiative, designed to identify areas of excess expense.

Interest and Amortization

Interest expense increased $115,000, or 20%, in 1999, and decreased $405,000, or 42%, in 1998. Interest expense decreased $2,000 in 1997. The increase in 1999 is due to higher levels of debt during the first quarter of 1999 and the assumption of debt in certain pooling acquisitions.

Amortization expense increased $1,804,000, or 31%, in 1999, $213,000, or 4%, in 1998, and $434,000, or 8%, in 1997. The increase in 1999 is due to the additional amortization of intangibles as a result of both 1999 and 1998 acquisitions. The increase in 1997 is due primarily to the $670,000 write-off of the

remaining intangible assets related to a terminated purchase contract agreement.

Income Taxes

The effective tax rate on income from operations was 38.5% in both 1999 and 1998, and 38.7% in 1997.

Liquidity and Capital Resources

The Company's cash and cash equivalents of $37,459,000 at December 31, 1999 decreased by $5,366,000 from $42,825,000 at December 31, 1998. During 1999, $39,728,000 of cash was provided from operating activities. From this amount and existing cash balances, $18,154,000 was used to acquire businesses, $17,106,000 was used to repay long-term debt, $6,237,000 was used for payment of dividends, $4,936,000 was used for additions to fixed assets and $1,152,000 was used for purchases of the Company's stock.

The Company's cash and cash equivalents of $42,825,000 at December 31, 1998, decreased $6,623,000 from the December 31, 1997 balance of $49,448,000. During 1998, cash of $37,833,000 was provided from operating activities and $12,000,000 was received from long-term debt financing. From these amounts and existing cash balances, $29,608,000 was used to acquire businesses, $9,233,000 was used for purchases of the Company's stock, $7,835,000 was used to repay

long-term debt, $5,494,000 was used for payment of dividends, $4,560,000 was used for fixed asset additions and $1,184,000 was used for purchases of investments.

The Company's cash and cash equivalents of $49,448,000 at December 31, 1997 increased $15,428,000 from the December 31, 1996 balance of $34,020,000. During 1997, cash of $31,507,000 was provided from operating activities. From this amount, $5,860,000 was used for purchases of the Company's stock, $4,636,000 was used for payment of dividends, $3,072,000 was used to acquire businesses, $2,915,000 was used for fixed asset additions and $2,824,000 was used for payments on long-term debt.

The Company's current ratio was .95, 1.02 and 1.11 at December 31, 1999, 1998 and 1997, respectively. The decrease in the current ratio in 1999 is primarily attributable to the repayment of long-term debt during 1999.

The Company continues to maintain its credit agreement with a major insurance company under which $4 million (the maximum amount available for borrowing) was outstanding at December 31, 1999. The available amount will decrease by $1 million each August beginning in 2000. The credit agreement requires the Company to maintain certain financial ratios and comply with certain other covenants.

The Company also has a revolving credit facility with a national banking institution that provides for available borrowings of up to $50 million, with a maturity date of October 2000. On borrowings of up to $8 million, the outstanding balance is adjusted daily based upon cash flows from operations. The interest rate on this portion of the facility is equal to the prime rate less 1% (7.50% at December 31, 1999). On borrowings in excess of $8 million, the interest rate on this portion of the facility is LIBOR plus 0.45% to 1.25%, depending on certain financial ratios that are calculated on a quarterly basis. A commitment fee of 0.125% per annum is assessed on the unused balance. At December 31, 1999, there were no borrowings against the facility; at December 31, 1998, $12 million was outstanding.

The Company believes that its existing cash, cash equivalents, short-term investment portfolio, funds generated from operations and the availability of the bank line of credit will be sufficient to satisfy its normal financial needs through at least the end of 2000. Additionally, the Company believes that funds

generated from future operations will be sufficient to satisfy its normal financial needs, including the required annual principal payments of its long-term debt and any potential future tax liability.

Year 2000 Data Conversion

The Company has not experienced any material disruption as a result of Year 2000 issues and does not anticipate any material problems in the future. The costs incurred in remediating potential Year 2000 problems did not differ materially from the Company's prior estimates.

Forward-Looking Statements

From time to time, the Company may publish "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, or make verbal statements that constitute forward-looking statements. These forward-looking statements may relate to such matters as anticipated financial performance of future revenues or earnings, business prospects, projected acquisitions or ventures, new products or services, anticipated market performance, compliance costs, and similar matters. The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements. In order to comply with the terms of the safe harbor, the Company cautions readers that a variety of factors could cause the Company's actual results to differ materially from the anticipated results or other expectations expressed in the Company's forward-looking statements. These risks and uncertainties, many of which are

beyond the Company's control, include, but are not limited to: (i) competition from existing insurance agencies and new participants and their effect on pricing of premiums; (ii) changes in regulatory requirements that could affect the cost of doing business; (iii) legal developments affecting the litigation experience of the insurance industry; (iv) the volatility of the securities markets; (v) the potential occurrence of a major natural disaster in certain areas of the State of Florida, where the Company's business is concentrated, and (vi) general economic conditions. The Company does not undertake any obligation to publicly update or revise any forward-looking statements.

Consolidated Statements of Income

(in thousands, except per share data)	Year Ended December 31, 1999	1998	1997
REVENUES			
Commissions and fees	$172,546	$155,577	$138,112
Investment income	2,560	3,325	4,241
Other income	1,307	45	1,148
Total revenues	176,413	158,947	143,501
EXPENSES			
Employee compensation and benefits	90,440	82,004	74,931
Other operating expenses	33,424	32,552	30,972
Amortization	7,657	5,853	5,640
Interest	684	569	974
Total expenses	132,205	120,978	112,517
Income before income taxes	44,208	37,969	30,984
Income taxes	17,036	14,620	11,996
Net income	$ 27,172	$ 23,349	$ 18,988
Other comprehensive income, net of tax:			
Unrealized holding (loss) gain,			

net of tax benefit (expense) of $395 in 1999, $770 in 1998 and ($149) in 1997 on securities	(618)	(1,204)	233
COMPREHENSIVE INCOME	$ 26,554	$ 22,145	$ 19,221
Basic and diluted earnings per share	$ 1.98	$ 1.70	$ 1.39
Weighted average number of shares outstanding	13,736	13,704	13,639

See notes to consolidated financial statements.

Consolidated Balance Sheets

(in thousands, except per share data)	Year Ended December 31, 1999	1998
ASSETS		
Cash and cash equivalents	$ 37,459	$ 42,825
Short-term investments	481	805
Premiums, commissions and fees receivable	67,783	69,736
Other current assets	7,214	9,873
Total current assets	112,937	123,239
Fixed assets, net	14,337	13,777
Intangibles, net	91,813	79,704
Investments	9,449	10,503
Other assets	6,627	4,906
Total assets	$235,163	$232,129
LIABILITIES		
Premiums payable to insurance companies	$ 87,737	$ 90,346
Premium deposits and credits due customers	7,771	8,379
Accounts payable and accrued expenses	20,458	17,154
Current portion of long-term debt	3,548	4,960
Total current liabilities	119,514	120,839
Long-term debt	3,909	17,378
Deferred income taxes	1,578	2,403

Other liabilities	7,136	7,829
Total liabilities	132,137	148,449
SHAREHOLDERS' EQUITY		
Common stock, par value $.10 per share; authorized 70,000 shares; issued 13,720 shares at 1999 and 13,770 shares at 1998	1,372	1,377
Retained earnings	96,732	76,763
Accumulated other comprehensive income, net of tax effect of $3,147 at 1999 and $3,542 at 1998	4,922	5,540
Total shareholders' equity	103,026	83,680
Total liabilities and shareholders' equity	$235,163	$232,129

See notes to consolidated financial statements.

Consolidated Statements of Shareholders' Equity

(in thousands, except per share data)	Common Stock Shares	Amount	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income	Total
BALANCE, JANUARY 1,						

1997	13,535	$ 1,354	$ 1,211	$ 58,302	$ 6,511	$ 67,378
Net income				18,988		18,988
Acquired and issued for employee stock benefit plans and stock acquisitions	123	12	(1,211)	(3,925)		(5,124)
Net increase in unrealized appre- ciation of available-for- sale securities					233	233
Shareholder distributions from pooled entities				(600)		(600)
Cash dividends paid ($.3533 per share)				(4,636)		(4,636)
BALANCE, DECEMBER 31, 1997	13,658	1,366	-	68,129	6,744	76,239
Net income				23,349		23,349
Acquired and issued for employee stock benefit plans and stock acquisitions	112	11	-	(8,388)		(8,377)
Net decrease in unrealized appreciation of available-for- sale securities					(1,204)	(1,204)
Shareholder distributions from pooled entities				(833)		(833)
Cash dividends paid ($.4100 per share)				(5,494)		(5,494)
BALANCE, DECEMBER 31, 1998	13,770	1,377	-	76,763	5,540	83,680
Net income				27,172		27,172
Acquired and issued for employee stock benefit plans and stock acquisitions	(50)	(5)	-	95		90
Net decrease in unrealized appreciation of available- for-sale securities					(618)	(618)
Shareholder distributions from pooled entities				(1,061)		(1,061)
Cash dividends paid ($.4600 per share)				(6,237)		(6,237)
BALANCE, DECEMBER 31, 1999	13,720	$ 1,372	$ -	$ 96,732	$ 4,922	$103,026

See notes to consolidated financial statements.

Consolidated Statements of Cash Flows

(in thousands)	1999	1998	1997
	Year Ended December 31,		
CASH FLOWS FROM OPERATING ACTIVITIES			

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	1999	1998	1997
Net income	$ 27,172	$ 23,349	$ 18,988
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation	4,152	3,565	3,190
Amortization	7,657	5,853	5,640
Compensation expense under performance stock plan	1,263	732	176
Provision for doubtful accounts	-	-	250
Deferred income taxes	(430)	271	(94)
Net (gains) losses on sales of investments, fixed assets and customer accounts	(452)	406	(933)
Premiums, commissions and fees receivable decrease (increase)	1,953	(2,525)	(545)
Other assets increase	(851)	(1,432)	(1,294)
Premiums payable to insurance companies (decrease) increase	(2,608)	6,837	1,236
Premium deposits and credits due customers (decrease) increase	(608)	1,344	(294)
Accounts payable and accrued expenses increase (decrease)	3,303	(1,814)	4,848
Other liabilities (decrease) increase	(823)	1,247	339
Net cash provided by operating activities	39,728	37,833	31,507
CASH FLOWS FROM INVESTING ACTIVITIES			
Additions to fixed assets	(4,936)	(4,560)	(2,915)
Payments for businesses acquired, net of cash acquired	(18,154)	(29,608)	(3,072)
Proceeds from sales of fixed assets and customer accounts	647	148	597
Purchases of investments	(124)	(1,184)	(262)
Proceeds from sales of investments	627	1,030	557
Net cash used in investing activities	(21,940)	(34,174)	(5,095)
CASH FLOWS FROM FINANCING ACTIVITIES			
Payments on long-term debt	(17,106)	(7,835)	(2,824)
Proceeds from long-term debt	738	12,000	2,068
Exercise of stock options and issuances of stock	1,664	1,113	868
Purchases of stock	(1,152)	(9,233)	(5,860)
Shareholder distributions from pooled entities	(1,061)	(833)	(600)
Cash dividends paid	(6,237)	(5,494)	(4,636)
Net cash used in financing activities	(23,154)	(10,282)	(10,984)
Net (decrease) increase in cash and cash equivalents	(5,366)	(6,623)	15,428
Cash and cash equivalents at beginning of year	42,825	49,448	34,020
Cash and cash equivalents at end of year	$ 37,459	$ 42,825	$ 49,448

See notes to consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1 Summary of Significant Accounting Policies

Nature of Operations

Brown & Brown, Inc. (formerly Poe & Brown, Inc.) and subsidiaries (the "Company") is a diversified insurance brokerage and agency that markets and sells primarily property and casualty insurance

products and services to its clients. The Company's business is divided into four divisions: the Retail Division, which markets and sells a broad range of insurance products to commercial, professional and individual clients; the National Programs Division, which develops and administers property and casualty insurance and employee benefits coverage for professional and commercial groups nationwide; the Service Division, which provides insurance-related services such as third-

party administration and consultation for workers' compensation and employee benefit self-insurance markets; and the Brokerage Division, which markets and sells excess and surplus commercial insurance primarily through non-affiliated independent agents and brokers.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of Brown & Brown, Inc. and its subsidiaries. All significant intercompany account balances and transactions have been eliminated in consolidation.

As more fully described in Note 2 - Mergers, the accompanying consolidated financial statements for all periods presented have been restated to show the effect of the acquisitions of Ampher Insurance, Inc., Ross Insurance of Florida, Inc., Signature Insurance Group, Inc. and C,S&D, a Florida general partnership, during 1999, and Daniel-James Insurance Agency, Inc. during 1998.

Revenue Recognition

Commissions relating to the brokerage and agency activity whereby the Company has primary responsibility for the collection of premiums from insureds are generally recognized as of the latter of the effective date of the insurance policy or the date billed to the customer. Commissions to be received directly from insurance companies are generally recognized when the amounts are determined. Subsequent commission adjustments, such as policy endorsements, are recognized upon notification from the insurance companies. Commission revenues are reported net of sub-broker commissions. Contingent commissions from insurance companies are recognized when received. Fee income is recognized as services are rendered.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

Cash and cash equivalents principally consist of demand deposits with financial institutions and highly liquid investments having maturities of three months or less when purchased. Premiums received from insureds but not yet remitted to insurance carriers are held in cash and cash equivalents in a fiduciary capacity.

Premiums, Commissions and Fees Receivable

In its capacity as an insurance broker or agent, the Company typically collects premiums from insureds and, after deducting its authorized commission, remits the premiums to the appropriate insurance companies. In other circumstances, the insurance companies collect the premiums directly from the insureds and remit the applicable commissions to the Company. Accordingly, as reported in the Consolidated Balance Sheets, "premiums" are receivable from insureds and "commissions" are receivable from insurance companies. "Fees" are receivable from customers

pertaining to the Company's Service Division.

Investments

The Company's marketable equity securities have been classified as "available-for-sale" and are reported at estimated fair value, with the accumulated other comprehensive income (unrealized gains and losses), net of tax, reported as a separate component of shareholders' equity. Realized gains and losses and

declines in value judged to be other-than-temporary on available-for-sale securities are included in investment income. The cost of securities sold is based on the specific identification method. Interest and dividends on securities classified as available-for-sale are included in investment income.

Nonmarketable equity securities and certificates of deposit having maturities of more than three months when purchased are reported at cost, adjusted for other-than-temporary market value declines.

Accumulated other comprehensive income reported in shareholders' equity was $4,922,000 at December 31, 1999 and $5,540,000 at December 31, 1998, net of deferred income taxes of $3,147,000 and $3,542,000, respectively. The Company owned 559,970 shares of Rock-Tenn Company common stock at December 31, 1999 and 1998 which have been classified as non-current, available-for-sale securities. The Company has no current plans to sell these shares.

Fixed Assets

Fixed assets are stated at cost. Expenditures for improvements are capitalized and expenditures for maintenance and repairs are charged to operations as incurred. Upon sale or retirement, the cost and related accumulated depreciation and amortization are removed from the accounts and the resulting gain or loss, if any, is reflected in income. Depreciation has been provided using principally the straight-line method over the estimated useful lives of the related assets, which range from three to ten years. Leasehold improvements are amortized on the straight-line method over the term of the related leases.

Intangibles

Intangible assets are stated at cost less accumulated amortization and principally represent purchased customer accounts, non-compete agreements, acquisition costs, purchased contract agreements and the excess of costs over the fair value of identifiable net assets acquired (goodwill). Purchased customer accounts, non-compete agreements, acquisition costs, and purchased contract agreements are being amortized on a straight-line basis over the related estimated lives and contract periods, which range from five to 15 years. The excess of costs over the fair value of identifiable net assets acquired is being amortized on a straight-line basis over 15 to 40 years. Purchased customer accounts are records and files obtained from acquired businesses that contain information on insurance policies and the related insured parties that is essential to policy renewals.

The carrying value of intangibles, corresponding with each agency division comprising the Company, is periodically reviewed by management to determine if the facts and circumstances suggest that they may be impaired. In the insurance brokerage and agency industry, it is common for agencies or customer accounts to be acquired at a price determined as a multiple of the corresponding revenues. Accordingly, the Company assesses the carrying value of its intangibles by comparison to a reasonable multiple applied to corresponding revenues, as well as considering the operating cash flow generated by the corresponding agency division. Any impairment identified through this assessment may require that the carrying value of related intangibles be adjusted; however, no impairments have been recorded for the years ended December 31, 1999, 1998 and 1997.

Income Taxes

The Company files a consolidated federal income tax return. Deferred income taxes are provided for in the consolidated financial statements and relate principally to expenses charged to income for financial reporting purposes in one period and deducted for income tax purposes in other periods, unrealized appreciation of available-for-sale securities and basis differences of intangible assets.

Earnings Per Share

Basic earnings per share (EPS) is computed by dividing income available to common shareholders by the weighted-average number of common shares outstanding for the period. Basic EPS excludes dilution and Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted to common stock.

Accounting Standards

On January 1, 1998, the Company adopted Statement of Financial Accounting Standards (SFAS) No. 130, "Reporting Comprehensive Income" (SFAS 130). SFAS 130 establishes new standards for the reporting and display of comprehensive income and its components. Comprehensive income, as defined, includes all changes in equity (net assets) during a period from non-owner sources. Adoption of this Statement had no impact on the Company's consolidated financial position, results of operations or cash flows.

On January 1, 1998, the Company adopted SFAS No. 131, "Disclosure About Segments of an Enterprise and Related Information" (SFAS 131). SFAS 131 requires the Company to report summarized financial information concerning the Company's reportable segments, as disclosed in Note 14. Adoption of this Statement had no impact on the Company's consolidated financial position, results of operations or cash flows.

Note 2   Mergers

On July 20, 1999, the Company issued 167,328 shares of its common stock in exchange for all of the outstanding stock of Ampher Insurance, Inc. and Ross Insurance of Florida, Inc. (collectively referred to as "Ampher-Ross"), both Florida corporations with an office in Ft. Lauderdale, Florida.

On November 10, 1999, the Company issued 105,385 shares of its common stock in exchange for all of the outstanding stock of Signature Insurance Group, Inc. ("Signature"), a Florida corporation with an office in Ocala, Florida, and for all of the outstanding membership interests of C,S&D, a Florida general partnership established in January 1999.

These transactions have been accounted for under the pooling-of-interests method of accounting, and accordingly, the Company's consolidated financial statements and related notes have been restated for all periods prior to the acquisitions to include the results of operations, financial positions and cash flows of Ampher-Ross, Signature and C,S&D.

The following table reflects the 1998 and 1997 individual and combined operating results of the Company, Ampher-Ross, Signature and C,S&D.

	Audited		Unaudited		
	Brown &	Ampher-			
(in thousands of dollars,except	Brown	Ross	Signature	C,S&D	Combined

per share data)

1998					
Revenues	$153,791	$ 2,994	$ 2,162	$ -	$158,947
Net Income	23,053	86	210	-	23,349
1997					
Revenues	$138,607	$ 2,761	$ 2,133	$ -	$143,501
Net Income	18,666	64	258	-	18,988

	1998	1997
NET INCOME PER SHARE		
As previously recorded	$ 1.72	$ 1.40
As combined	$ 1.70	$ 1.39

On April 14, 1998, the Company issued 278,765 shares of its common stock in exchange for all of the outstanding stock of Daniel-James Insurance

Agency, Inc. ("Daniel-James"), an Ohio corporation with offices in Toledo, Ohio and Indianapolis, Indiana, and for all of the outstanding membership interests of Becky-Lou Realty Limited ("Becky-Lou"), an Ohio limited liability company. This transaction has been accounted for as a pooling-of-interests and, accordingly, the Company's consolidated financial statements and related notes to the consolidated financial statements have been restated for all periods prior to the acquisition to include the results of operations, financial positions and cash flows of Daniel-James and Becky-Lou.

The following table reflects the 1997 individual and combined operating results of the Company, Daniel-James and Becky-Lou.

	Audited	Unaudited		
(in thousands of dollars, except per share data)	Brown & Brown	Daniel-James	Becky-Lou	Combined
1997				
Revenues	$129,190	$ 9,215	$ 202	$138,607
Net Income	19,386	(774)	54	18,666

	1997
NET INCOME PER SHARE	
As previously recorded	$ 1.48
As combined	$ 1.40

Note 3 Acquisitions

During 1999, the Company acquired the assets of six general insurance agencies, several books of business (customer accounts) and the outstanding stock of two general insurance agencies at an aggregate cost of $19,612,000, including $18,154,000 of net cash payments and the issuance of notes payable in the amount of $1,458,000. Each of these acquisitions was accounted for as a purchase, and substantially the entire cost was assigned to purchased customer accounts, non-compete agreements and goodwill. The results of operations for the acquired companies have been combined with those of the Company since their respective acquisition dates. Due to the aggregate immaterial nature of these transactions, 1999 pro forma disclosure is not presented.

During 1998, the Company acquired the assets of 19 general insurance agencies, several books of business and the outstanding

shares of one general insurance agency at an aggregate cost of $34,599,000, including $29,608,000 of net cash payments and the issuance of notes payable in the aggregate amount of $4,991,000. These acquisitions were accounted for as purchases and substantially the entire cost was assigned to purchased customer accounts, non-compete agreements and goodwill.

The results of operations for the acquisitions completed during 1998 have been combined with those of the Company since their respective acquisition dates. If the acquisitions had occurred at the beginning of the years presented, 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.

(in thousands, except per share data)	Unaudited Year Ended December 31,	
	1998	1997
Total revenues	$167,700	$166,577
Income before taxes	38,832	33,192
Net income	23,876	20,335
Earnings per share	$ 1.74	$ 1.49

During 1997, the Company acquired four general insurance agencies and several books of business, all of which were accounted for as purchases. The

total cost of these acquisitions was $5,439,000, including $3,072,000 of cash payments and notes payable of $2,367,000. The total purchase price was assigned to purchased customer accounts, non-compete agreements and goodwill.

The results of operations for the acquired companies have been combined with those of the Company since their respective acquisition dates.

Additional or return consideration resulting from acquisition contingency provisions is recorded as an adjustment to intangibles when the contingency is settled. Payments of this nature totaling $1,611,000, $1,536,000 and $154,000 were made in 1999, 1998 and 1997, respectively. As of December 31, 1999, the maximum future contingency payments related to acquisitions totaled $4,977,000.

Note 4 Investments

Investments at December 31 consisted of the following:

	1999 Carrying Value	
(in thousands)	Current	Non-Current
Available-for-sale marketable equity securities	$ 197	$ 9,449
Nonmarketable equity securities and certificates of deposit	284	-
Total investments	$ 481	$ 9,449

	1998 Carrying Value	
(in thousands)	Current	Non-Current

Available-for-sale marketable equity securities	$ 235	$ 10,503
Nonmarketable equity securities and certificates of deposit	570	-
Total investments	$ 805	$ 10,503

The following summarizes available-for-sale securities at December 31:

(in thousands)	Unrealized Cost	Gross Unrealized Gains	Gross Estimated Losses	Fair Value
Marketable Equity Securities:				
1999	$ 1,576	$ 8,095	$ 25	$ 9,646
1998	$ 1,655	$ 9,093	$ 10	$10,738

In 1999, proceeds from sales of available-for-sale securities totaled $627,000, resulting in gross realized gains of approximately $138,000. Proceeds from sales of available-for-sale securities totaled $1,030,000 in 1998, resulting in gross realized gains of approximately $165,000. In 1997, proceeds from sales of available-for-sale securities totaled $557,000, resulting in gross realized gains and losses of approximately $349,000 and ($23,000), respectively.

Cash and cash equivalents, investments, premiums and commissions receivable, premiums payable to insurance companies, premium deposits and credits due customers, accounts payable and accrued expenses, and current and long-term debt are considered financial instruments. The carrying amount for each of these items at both December 31, 1999 and 1998 approximates its fair value.

Note 5 Fixed Assets

Fixed assets at December 31 consisted of the following:

(in thousands)	1999	1998
Furniture, fixtures and equipment	$ 32,661	$ 31,003
Land, buildings and improvements	2,092	1,361
Leasehold improvements	1,755	1,418
	$ 36,508	$ 33,782
Less accumulated depreciation and amortization	22,171	20,005
	$ 14,337	$ 13,777

Depreciation expense amounted to $4,152,000 in 1999, $3,565,000 in 1998 and $3,190,000 in 1997.

Note 6 Intangibles

Intangibles at December 31 consisted of the following:

(in thousands)	1999	1998
Purchased customer accounts	$ 87,955	$ 74,620
Non-compete agreements	21,653	19,111
Goodwill	32,312	28,577

Acquisition costs	1,705	1,552
	143,625	123,860
Less accumulated amortization	51,812	44,156
	$ 91,813	$ 79,704

Amortization expense amounted to $7,657,000 in 1999, $5,853,000 in 1998 and $5,640,000 in 1997.

Note 7   Long-Term Debt

Long-term debt at December 31 consisted of the following:

(in thousands)	1999	1998
Long-term credit agreement	$ 4,000	$ 4,000
Revolving credit facility	-	12,000
Notes payable from treasury stock purchases	395	647
Acquisition notes payable	2,372	5,520
Other notes payable	690	171
	7,457	22,338
Less current portion	3,548	4,960
Long-term debt	$ 3,909	$ 17,378

In 1991, the Company entered into a long-term credit agreement with a major insurance company that provided for borrowings at an interest rate equal to the prime rate plus 1% (9.50% at December 31, 1999). At December 31, 1999, $4 million (the maximum amount currently available for borrowings) was outstanding. In accordance with an August 1, 1998 amendment to the loan agreement, the outstanding balance will be repaid in annual installments of $1 million each August beginning in 2000. This credit agreement requires the Company to maintain certain financial ratios and comply with certain other covenants.

The Company also has a revolving credit facility with a national banking institution that provides for available borrowings of up to $50 million, with a maturity date of October 2000. On borrowings of up to $8 million, the outstanding balance is adjusted daily based upon cash flows from operations. The interest rate on this portion of the facility is equal to the prime rate

less 1% (7.50% at December 31, 1999). On borrowings in excess of $8 million, the interest rate on this portion of the facility is LIBOR plus 0.45% to 1.25%, depending on certain financial ratios that are calculated on a quarterly basis. A commitment fee of 0.125% per annum is assessed on the unused balance. At December 31, 1999, there were no borrowings against the facility; at December 31, 1998, $12 million was outstanding.

Treasury stock notes payable are due to various individuals for the redemption of Brown & Brown, Inc. stock. These notes bear no interest and have maturities ranging from calendar years ending 2000 and 2001. These notes have been discounted at an effective yield of 8.50% for presentation in the consolidated financial statements.

Acquisition notes payable represent debt incurred to former owners of certain agencies acquired in 1999, 1998 and 1997. These notes, including future contingent payments, are payable in monthly and annual installments through 2002, including interest of 6%.

Maturities of long-term debt for succeeding years are $3,548,000 in 2000, $1,283,000 in 2001, $1,049,000 in 2002, $1,053,000 in 2003 and $524,000 in 2004 and beyond.

Note 8   Income Taxes

At December 31, 1999, the Company had a net operating loss carryforward of $302,000 for income tax reporting purposes, portions of which expire in the years 2000 through 2013. This carryforward was derived from an agency acquired by the Company in 1998. For financial reporting purposes, a valuation allowance of $38,000 has been recognized to offset the deferred tax asset related to this carryforward.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for income tax reporting purposes. Significant components of the Company's deferred tax liabilities and assets as of December 31 are as follows:

(in thousands)	1999	1998
Deferred tax liabilities:		
Fixed assets	$ 1,087	$ 1,228
Net unrealized appreciation of available-for-sale securities	3,147	3,542
Installment sales	-	2
Prepaid insurance and pension	721	771
Intangible assets	237	208
Total deferred tax liabilities	$ 5,192	$ 5,751
Deferred tax assets:		
Deferred compensation	$ 2,249	$ 1,926
Accruals and reserves	954	1,010
Net operating loss carryforwards	179	179
Other	270	271
Valuation allowance for deferred tax assets	(38)	(38)
Total deferred tax assets	$ 3,614	$ 3,348
Net deferred tax liabilities	$ 1,578	$ 2,403

Significant components of the provision (benefit) for income taxes are as follows:

(in thousands)	1999	1998	1997
Current:			
Federal	$ 15,015	$ 12,367	$ 10,534
State	2,451	1,955	1,730
Total current provision	$ 17,466	$ 14,322	$ 12,264
Deferred:			
Federal	(386)	267	(228)
State	(44)	31	(40)
Total deferred (benefit) provision	(430)	298	(268)
Total tax provision	$ 17,036	$ 14,620	$ 11,996

A reconciliation of the differences between the effective tax rate and the federal statutory tax rate is as follows:

	1999	1998	1997
Federal statutory tax rate	35.0 %	35.0 %	35.0 %
State income taxes, net of federal income tax benefit	3.6	3.4	3.7
Interest exempt from taxation			

and dividend exclusion	(0.3)	(0.2)	(0.8)
Non-deductible goodwill amortization	0.4	0.4	0.4
Other, net	(0.2)	(0.1)	0.4
Effective tax rate	38.5 %	38.5 %	38.7 %

Income taxes payable were $2,464,000 and $1,463,000 at December 31, 1999 and December 31, 1998, respectively, and are reported as a component of accounts payable and accrued expenses.

Note 9 Employee Benefit Plan

The Company has an Employee Savings Plan (401(k)) under which substantially all employees with more than 30 days of service are eligible to participate. Under this plan, the Company makes matching contributions, subject to a maximum of 2.5% of each participant's salary. Further, the Company provides for a discretionary profit sharing contribution for all eligible employees. The Company's contributions to the plan totaled $2,400,000 in 1999, $2,174,000 in 1998 and $1,876,000 in 1997.

Note 10 Stock-Based Compensation and Incentive Plans

Employee Stock Purchase Plan

The Company has adopted an employee stock purchase plan ("the Stock Purchase Plan"), which allows for substantially all employees to subscribe to purchase shares of the Company's stock at 85% of the lesser of the market value of such shares at the beginning or end of each annual subscription period. Of the 750,000 shares authorized for issuance under the Stock Purchase Plan as of December 31, 1999, 332,606 shares remained available and reserved for future issuance.

The Company accounts for the Stock Purchase Plan under Accounting principles Board (APB) No. 25, "Accounting for Stocks Issued to Employees," under which no compensation expense has been recognized. Had compensation expense for the Stock Purchase Plan been determined consistent with SFAS 123, "Accounting for Stock-Based Compensation," it would have had an immaterial effect on the Company's net income and earnings per share for the years ended December 31, 1999, 1998 and 1997.

Stock Performance Plan

The Company has adopted a stock performance plan, under which up to 900,000 shares of the Company's stock ("Performance Stock") may be granted to key employees contingent on the employees' years of service with the Company and other criteria established by the Company's Compensation Committee. Shares must be vested before participants take full title to Performance Stock. Of the grants currently outstanding, specified portions will satisfy the first condition for vesting based on increases in the market value of the Company's common stock from the initial price specified by the Company. Awards satisfy the second condition for vesting on the earlier of: (i) 15 years of continuous employment with the Company from the date shares are granted to the participant; (ii) attainment of age 64; or (iii) death or disability of the participant. Dividends are paid on unvested Performance Stock that has satisfied the first vesting condition, and participants may exercise voting privileges on such shares. At December 31, 1999, 596,482 shares had been granted under the plan at initial stock prices ranging from $15.17 to $34.00.

As of December 31, 1999, 331,050 shares had met the first condition for vesting; 4,800 shares had satisfied both conditions for vesting and were subsequently distributed to the participants.

The compensation element for Performance Stock is equal to the fair market value of the shares at the date the first vesting

condition is satisfied and is expensed over the remaining vesting period. Compensation expense related to this Plan totaled $1,263,000 in 1999, $732,000 in 1998 and $175,000 in 1997.

Note 11 Supplemental Disclosures of Cash Flow Information

The Company's significant non-cash investing and financing activities and cash payments for interest and income taxes are as follows:

	Year Ended December 31,		
(in thousands)	1999	1998	1997
Unrealized (depreciation) appreciation of available-for-sale securities net of tax benefit (expense) of $395 for 1999,$770 for 1998 and ($149) for 1997	$ (618)	$ (1,204)	$ 233
Notes payable issued for purchased customer accounts	1,458	4,991	2,367
Notes received on the sale of fixed assets and customer accounts	1,305	1,249	187
Cash paid during the year for:			
Interest	730	863	738
Income taxes	16,535	14,112	11,211

Note 12 Commitments and Contingencies

The Company leases facilities and certain items of office equipment under noncancelable operating lease arrangements expiring on various dates through 2009. The facility leases generally contain renewal options and escalation clauses based on increases in the lessors' operating expenses and other charges. The Company anticipates that most of these leases will be renewed or replaced upon expiration. At December 31, 1999, the aggregate future minimum lease payments under all noncancelable lease agreements were as follows:

Year Ending December 31,	(in thousands)
2000	$ 6,128
2001	5,661
2002	5,662
2003	5,028
2004	3,556
Thereafter	4,544
Total minimum future lease payments	$ 30,579

Rental expense in 1999, 1998 and 1997 for operating leases totaled $6,314,000, $5,705,000 and $5,449,000, respectively.

The Company is not a party to any legal proceedings other than various claims and lawsuits arising in the normal course of business. Management of the Company does not believe that any such claims or lawsuits will have a material effect on the Company's financial condition or results of operations.

Note 13 Business Concentrations

Substantially all of the Company's premiums receivable from customers and premiums payable to insurance companies arise from policies sold on behalf of insurance companies. The Company, as broker and agent, typically collects premiums, retains its commission and remits the balance to the insurance companies. A significant portion of business written by the Company is for

customers located in Florida. Accordingly, the occurrence of adverse economic conditions or an adverse regulatory climate in Florida could have a material adverse effect on the Company's business, although no such conditions have been encountered in the past.

For the years ended December 31, 1999, 1998 and 1997, approximately 14%, 17% and 20%, respectively, of the Company's revenues were from insurance policies underwritten by one insurance company. Should this carrier seek to terminate its arrangement with the Company, the Company believes other insurance companies are available to underwrite the business, although some additional expense and loss of market share could possibly result. No other insurance company accounts for as much as five percent of the Company's revenues.

Note 14 Segment Information

The Company's business is divided into four divisions: the Retail Division, which markets and sells a broad range of insurance products to commercial, professional and individual clients; the National Programs Division, which develops and administers property and casualty insurance and employee benefits coverage solutions for both professional and commercial groups and trade associations nationwide; the Service Division, which provides insurance-related services such as third-party administration and consultation for workers' compensation and employee benefit self-insurance markets; and the Brokerage Division, which markets and sells excess and surplus commercial insurance primarily through non-affiliated independent agents and brokers. The Company conducts all of its operations in the United States of America.

The accounting policies of the reportable segments are the same as those described in Note 1 of Notes to Consolidated Financial Statements. The Company evaluates the performance of its segments based upon revenues and income before income taxes. Intersegment revenues are not significant.

Summarized financial information concerning the Company's reportable segments is shown in the following table. The "Other" column includes corporate-related items and, as it relates to segment profit, income and expense not allocated to reportable segments.

(in thousands)	Retail	Programs	Service	Brokerage	Other	Total
Year Ended December 31, 1999:						
Total Revenues	$123,527	$ 23,822	$ 14,936	$ 15,231	$ (1,103)	$176,413
Investment income	1,856	1,187	221	355	(1,059)	2,560
Interest expense	1,136	-	-	-	(452)	684
Depreciation and amortization	8,686	1,518	384	966	255	11,809
Income (loss) before income taxes	26,478	7,493	2,475	5,533	2,229	44,208
Total assets	151,226	56,908	6,172	32,362	(11,505)	235,163
Capital expenditures	2,799	504	346	193	1,094	4,936
Year Ended December 31, 1998:						
Total Revenues	$105,504	$ 26,737	$ 14,025	$ 13,611	$ (930)	$158,947
Investment income	1,689	1,684	207	358	(613)	3,325
Interest expense	844	-	-	12	(287)	569
Depreciation and amortization	6,512	1,452	319	925	210	9,418
Income (loss) before income taxes	21,795	9,515	2,496	4,888	(725)	37,969
Total assets	127,532	59,686	5,421	29,850	9,640	232,129
Capital expenditures	3,227	666	383	223	61	4,560

Year Ended December 31, 1997:						
Total Revenues	$ 89,929	$ 26,821	$ 12,333	$ 13,440	$ 978	$143,501
Investment income	1,293	1,904	183	421	440	4,241
Interest expense	124	-	-	313	537	974
Depreciation and amortization	5,632	1,203	335	783	877	8,830
Income (loss) before income taxes	15,523	9,657	1,964	4,783	(943)	30,984
Total assets	113,883	58,505	4,178	29,470	65	206,101
Capital expenditures	1,789	563	259	283	21	2,915

Revenue from insurance policies underwritten by one insurance company represents approximately $24 million of the Company's consolidated revenues. All of the reported segments derive revenue from this insurance company.

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

To Brown & Brown, Inc.

We have audited the accompanying consolidated balance sheets of Brown & Brown, Inc. and subsidiaries as of December 31, 1999 and 1998, and the related consolidated statements of income, shareholders' equity and cash flows for each of the three years in the period ended December 31, 1999. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Brown & Brown, Inc. and subsidiaries as of December 31, 1999 and 1998, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 1999, in conformity with generally accepted accounting principles.

/S/ ARTHUR ANDERSEN, LLP

Orlando, Florida
January 19, 2000

EXHIBIT 22

BROWN & BROWN, INC. SUBSIDIARIES

FLORIDA CORPORATIONS:

Ampher Insurance, Inc.
Bill Williams Agency, Inc.
Boulton Agency, Inc.
B & B Insurance Services, Inc.
C. D. Petrie, Inc.
Champion Underwriters, Inc.
Lawyer's Protector Plan Risk Purchasing Group, Inc.
Madoline Corporation
Mann & Wise, Inc.
Physician Protector Plan Risk Purchasing Group, Inc.
Ross Insurance of Florida, Inc.
Signature Insurance Group, Inc.
Underwriters Services, Inc.

FOREIGN CORPORATIONS:

A.G. General Agency, Inc. (TX)
Azure IV Acquisition Corporation (AZ)
P & O of Texas, Inc. (TX)
Poe & Associates of Illinois, Inc. (IL) - d/b/a Insurance Administration Center
Brown & Brown Insurance of Arizona, Inc. (AZ) - d/b/a Brown & Brown of Prescott, Brown & Brown of Tucson
Brown & Brown of California, Inc. (CA)
Poe & Brown of Connecticut, Inc. (CT)
Brown & Brown Insurance of Georgia, Inc. (GA)
Brown & Brown Insurance Benefits, Inc. (TX)
Brown & Brown Metro, Inc. (NJ)
Poe & Brown of North Carolina, Inc. (NC)
Brown & Brown of Ohio, Inc. (OH)
Brown & Brown Insurance of Pennsylvania, Inc. (PA)
Brown & Brown Insurance Services of Texas, Inc. (TX) - d/b/a Brown & Brown of Texas
Peachtree Special Risk Brokers, LLC (GA) (limited company)
Unified Seniors Association, Inc. (GA) (non-profit)

INDIRECT SUBSIDIARIES:

America Underwriting Management, Inc. (FL)
DSD Insurance Agency, Inc. (AZ)
Ernest Smith Insurance Agency, Inc. (FL)
Florida Intracoastal Underwriters, Limited Co. (FL) (limited company)
Halcyon Underwriters, Inc. (FL)
The Homeowner Association Risk Purchasing Group, Inc. (AZ)
Hotel-Motel Insurance Group, Inc. (FL)
MacDuff America, Inc. (FL)
MacDuff Pinellas Underwriters, Inc. (FL)
MacDuff Underwriters, Inc. (FL) - d/b/a Roehrig & MacDuff
Nevada Apartment Insurance (NV)
Brown & Brown of Indiana, Inc. (IN)
Brown & Brown of Nevada, Inc. (NV)
Brown & Brown of New Mexico, Inc. (NM)
Roswell Insurance &Surety Agency, Inc. (NM)
Shanahan, McGrath & Bradley, Inc. (AZ)
Thim Insurance Agency, Inc. (AZ)

Exhibit 23

[ARTHUR ANDERSEN LOGO]

CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

As independent certified public accountants, we hereby consent to the incorporation of our report dated January 19, 2000, incorporated by reference in this Form 10-K, into the Company's previously filed Registration Statements (File Nos. 33-1900, 33-41204 and 333-14925).

/S/ ARTHUR ANDERSEN LLP

Orlando, Florida
March 15, 2000

Exhibit 24a

POWER OF ATTORNEY

The undersigned constitutes and appoints Laurel L. Grammig and James L. Olivier, or either of them, as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign the 1999 Annual Report on Form 10-K for Brown & Brown, Inc., and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises as fully to all intents and purposes as he might or could in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

/S/ BRADLEY CURREY
____
Brad Currey

Dated: January 26, 2000

POWER OF ATTORNEY

The undersigned constitutes and appoints Laurel L. Grammig and James L. Olivier, or either of them, as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign the 1999 Annual Report on Form 10-K for Brown & Brown, Inc., and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises as fully to all intents and purposes as he might or could in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their

substitutes, may lawfully do or cause to be done by virtue hereof.

/S/ J. HYATT BROWN
____
J. Hyatt Brown

Dated: January 26, 2000

POWER OF ATTORNEY

The undersigned constitutes and appoints Laurel L. Grammig and James L. Olivier, or either of them, as her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for her and in her name, place and stead, in any and all capacities, to sign the 1999 Annual Report on Form 10-K for Brown & Brown, Inc., and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises as fully to all intents and purposes as she might or could in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

/S/ TONI JENNINGS
____
Toni Jennings

Dated: January 26, 2000

POWER OF ATTORNEY

The undersigned constitutes and appoints Laurel L. Grammig and James L. Olivier, or either of them, as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign the 1999 Annual Report on Form 10-K for Brown & Brown, Inc., and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to

be done in and about the premises as fully to all intents and purposes as he might or could in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

/S/ DAVID H. HUGHES
____
David H. Hughes

Dated: January 26, 2000

POWER OF ATTORNEY

The undersigned constitutes and appoints Laurel L. Grammig and James L. Olivier, or either of them, as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign the 1999 Annual Report on Form 10-K for Brown & Brown, Inc., and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises as fully to all intents and purposes as he might or could in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

/S/ JAN E. SMITH
____
Jan E. Smith

Dated: January 26, 2000

POWER OF ATTORNEY

The undersigned constitutes and appoints Laurel L. Grammig and James L. Olivier, or either of them, as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign the 1999 Annual Report on Form 10-K for Brown & Brown, Inc., and to file the same, with all exhibits

thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises as fully to all intents and purposes as he might or could in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

/S/ THEODORE J. HOEPNER
____
Theodore Hoepner

Dated: January 26, 2000

POWER OF ATTORNEY

The undersigned constitutes and appoints Laurel L. Grammig and James L. Olivier, or either of them, as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign the 1999 Annual Report on Form 10-K for Brown & Brown, Inc., and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises as fully to all intents and purposes as he might or could in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

/S/ SAMUEL P. BELL
____
Sam Bell

Dated: January 26, 2000

POWER OF ATTORNEY

The undersigned constitutes and appoints Laurel L. Grammig and James L. Olivier, or either of them, as his true and lawful

attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign the 1999 Annual Report on Form 10-K for Brown & Brown, Inc., and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises as fully to all intents and purposes as he might or could in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

/S/ JIM HENDERSON
____
Jim Henderson

Dated: January 26, 2000

POWER OF ATTORNEY

The undersigned constitutes and appoints Laurel L. Grammig and James L. Olivier, or either of them, as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign the 1999 Annual Report on Form 10-K for Brown & Brown, Inc., and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises as fully to all intents and purposes as he might or could in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

/S/ CORY T. WALKER
____
Cory Walker

Dated: February 9, 2000

EXHIBIT 24b

CERTIFIED RESOLUTIONS OF THE BOARD OF DIRECTORS

The undersigned, Laurel L. Grammig, hereby certifies that she is the duly elected, qualified and acting Secretary of Brown & Brown, Inc., a Florida corporation (the "Company"), and that the following resolutions were adopted by the Board of Directors of the Company by unanimous written consent dated as of February 28, 2000:

> RESOLVED, that the February 23, 2000 draft of the Company's 1999 Annual Report on Form 10-K submitted to the Directors is hereby approved in form and substance, subject to any revisions, additions, deletions or insertions deemed necessary or appropriate by Laurel L. Grammig, the Company's Vice President, Secretary and General Counsel, and that the Chief Executive Officer and the Chief Financial Officer are hereby authorized to sign the Form 10-K on behalf of the Company, either personally or through a power of attorney, and to cause the Form 10-K to be filed with the Securities and Exchange Commission in accordance with the rules promulgated by the Commission;
>
> FURTHER RESOLVED, that the appropriate officers of the Company are hereby authorized and directed to take all actions they deem necessary or appropriate, including the payment of any necessary filing fees, to carry out the intent of the foregoing resolution.

IN WITNESS WHEREOF, the undersigned Secretary of the Company has executed this Certificate this 15th day of March, 2000.

/S/ LAUREL L. GRAMMIG
____
Laurel L. Grammig
Secretary

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This Schedule contains summary financial information extracted from the
financial statements of Brown & Brown, Inc. for the year ended December 31,
1999, and is qualified in its entirety by reference to such financial
statements.
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