



## **Brown & Brown, Inc. Announces the Asset Acquisition of the Ocala, Florida Operations of USI Holdings Corporation**

January 4, 2005

DAYTONA BEACH and TAMPA, Fla., Jan. 4 /PRNewswire-FirstCall/ -- C. Roy Bridges, Regional Executive Vice President of Brown & Brown, Inc. (NYSE: BRO), and Robert S. Schneider, Chief Financial Officer of USI Holdings Corporation (Nasdaq: USIH), today announced that Brown & Brown, Inc. has acquired the Ocala, Florida branch office of a Florida subsidiary of USI Holdings Corporation.

The Ocala office of USI Holdings Corporation, with annualized revenues of approximately \$1.5 million, is a mid-market retail commercial property and casualty insurance agency operation. Michael Powell and the Ocala USI office staff will be combining with Brown & Brown's existing Ocala operation, under the direction of Brown & Brown's profit center manager D. Craig Curry. Mike Powell of USI will become the sales manager for the combined operation.

Mr. Bridges, who is responsible for Brown & Brown operations in several southeastern states, commented, "We are very pleased to have this fine team of insurance professionals join us and look forward to their contributions as we continue our growth in north central Florida."

Brown & Brown, Inc. and its subsidiaries offer a broad range of insurance and reinsurance products and services, as well as risk management, third-party administration, and managed health care programs. Providing service to business, public entity, individual, trade and professional association clients nationwide, the Company is ranked by Business Insurance magazine as the United States' eighth-largest independent insurance intermediary. The Company's Web address is <http://www.bbinsurance.com>.

This press release may contain certain statements relating to future results which are forward-looking statements. These statements are not historical facts but instead represent only the Company's belief regarding future events, many of which, by their nature, are inherently uncertain and outside of the Company's control. It is possible that the Company's actual results and financial condition may differ, possibly materially, from the anticipated results and financial condition indicated in these forward-looking statements. Further information concerning the Company and its business, including factors that potentially could materially affect the Company's financial results, are contained in the Company's filings with the Securities and Exchange Commission. Some factors include: general economic conditions around the country; downward commercial property and casualty premium pressures; the competitive environment; the integration of the Company's operations with those of businesses or assets the Company has acquired or may acquire in the future and the failure to realize the expected benefits of such integration; the potential occurrence of a disaster that affects certain areas of the states of Arizona, California, Florida, New Jersey, New York and/or Washington, where significant portions of the Company's business are concentrated; the actual costs of resolution of contingent liabilities; and those factors relevant to Brown & Brown's consummation and integration of the announced acquisition, including any matters analyzed in the due diligence process, material adverse changes in the customers of the company whose operations are being acquired, material adverse changes in the business and financial condition of either or both companies and their respective customers, and substantial delay in the expected closing of the transaction. All forward-looking statements included in this press release are made only as of the date of this press release, and we do not undertake any obligation to publicly update or correct any forward-looking statements to reflect events or circumstances that subsequently occur or of which we thereafter become aware.

SOURCE Brown & Brown, Inc.

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(BRO USIH)

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ST: Florida

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SU: TNM

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