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BROWN & BROWN INC
Form 425
September 27, 2001

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Filer : Brown & Brown, Inc.
Subject Company : Raleigh,
Schwarz & Powell, Inc.
Commission File No : 333-67408

This communication is filed pursuant to Rules 165 and 425 promulgated under
the Securities Act of 1933, as amended

RALEIGH, SCHWARZ & POWELL, INC.
1201 Pacific Avenue, Suite 1000
Tacoma, Washington 98402

NOTICE OF SECOND POSTPONEMENT OF
SPECIAL MEETING OF SHAREHOLDERS

To the Shareholders of Raleigh, Schwarz & Powell, Inc. and the
Participants in the Raleigh, Schwarz & Powell, Inc.
Employee Stock Ownership Plan:

Notice is hereby given that the special meeting of shareholders of
Raleigh, Schwarz & Powell, Inc. to be held on Monday, October 1, 2001, at 8:30
a.m., Pacific Time, is canceled. We currently are planning towards scheduling a
special meeting of shareholders during the week beginning October 22, 2001, and
completing the merger on or before October 31, 2001. Once a new special meeting
date is set, we anticipate sending you a notice of the special meeting, along
with a copy of the proxy statement/prospectus and voting materials, at least 20
days prior to the date of the special meeting.

We called the special meeting to consider and vote upon a proposal to
approve and adopt an Agreement and Plan of Reorganization, dated as of July 25,
2001, as amended, among Brown & Brown, Inc. ("Brown & Brown"), Brown & Brown of
Washington, Inc., a wholly-owned subsidiary of Brown & Brown, Raleigh, Schwarz &
Powell, Inc. and the Raleigh, Schwarz & Powell, Inc. Employee Stock Ownership
Plan.

Brown & Brown filed a registration statement with the Securities and
Exchange Commission ("SEC") to register the shares of Brown & Brown common stock
to be received by you in exchange for your shares of Raleigh, Schwarz & Powell
common stock. The SEC has not yet completed its monitoring of the registration
statement, and Brown & Brown cannot issue any such shares to you and the merger
cannot be completed until after the SEC declares the registration statement
effective. Brown and Brown currently believes it is in the process of concluding
its discussions with the SEC regarding the registration statement. However, we
cannot predict when the SEC may declare the registration statement effective.
Once the registration statement is declared effective, we will send another
notice of special meeting of shareholders setting forth the definitive date and
time of the special meeting.

The registration statement filed by Brown & Brown with the SEC contains
a proxy statement/prospectus to be used by Raleigh, Schwarz & Powell, Inc. in
connection with its solicitation of shareholder approval of the proposed merger,
as well as other relevant documents concerning the proposed merger. You are
urged to read the registration statement and the proxy statement/prospectus
regarding the proposed merger and any other relevant documents filed with the
SEC, as well as any amendments or supplements to those documents, in their
entirety, because they will contain important information, including information

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regarding Brown & Brown, Raleigh, Schwarz & Powell, Inc., the proposed merger and instructions as to how to vote your shares of Raleigh, Schwarz & Powell, Inc. common stock.

You can obtain a free copy of the proxy statement/prospectus included in the registration statement, as well as other filings containing information about Brown & Brown, at the SEC's Internet site (<http://www.sec.gov>). Copies of the proxy statement/prospectus can also be obtained, without charge, by directing a request to Brown & Brown, Inc., Attn: Corporate Secretary, 401 East Jackson Street, Suite 1700, Tampa, Florida 33602 (813-222-4100), or to Raleigh, Schwarz & Powell, Inc., Attn: John P. Folsom, 1201 Pacific Avenue, Ninth Floor, Tacoma, Washington (253) 396-5500.

By order of the Board of Directors,

/s/ E.J. Vandeberg

Secretary

Tacoma, Washington
September 27, 2001