

BANK BRADESCO
Form 6-K
November 09, 2012

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE
SECURITIES EXCHANGE ACT OF 1934**

**For the month of November, 2012
Commission File Number 1-15250**

BANCO BRADESCO S.A.
(Exact name of registrant as specified in its charter)

BANK BRADESCO
(Translation of Registrant's name into English)

**Cidade de Deus, s/n, Vila Yara
06029-900 - Osasco - SP
Federative Republic of Brazil**
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.
Form 20-F Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby
furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of
1934.

Yes No

CONSOLIDATE FORM**Negotiation's from Administration and Families Dependants- Paragraph 11 - Instruction CVM n.º 358/2002**

In October 2012 there were not operations with securities and derivatives in accordance with

Instruction CVM (Comissão de Valores Mobiliários) 358/2002 Paragraph 11

Company: Banco Bradesco S.A.

Group and Family Dependants **(x) Controller's**

Opening Balance				
Type of Securities/Derivatives	Quantity	% of participation		
		Same type of	Total	
		Shares		
Common Shares	1.392.981.563	72,8395	36,4197	
Non-Voting Shares	47.552.489	2,4865	1,2432	
Closing Balance				
Type of Securities/Derivatives	Quantity	% of participation		
		Same type of	Total	
		Shares		
Common Shares	1.392.981.563	72,8395	36,4197	
Non-Voting Shares	47.552.489	2,4865	1,2432	

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Company: Banco Bradesco S.A.

Group and Family Dependants **(x) Board of Directors** **() Board of Executive Officers** **() Audit Committee** **() Technical and Advisory Agencies**

Opening Balance			
Type of Securities/Derivatives	Quantity	% of participation	
		Same type of	Total
		Shares	
Common Shares	13.478.289	0,70470	3523

Non-Voting Shares	18.164.500	0,94980,4749
Closing Balance		
Type of Securities/Derivatives	Quantity	% of participation Same Total type of Shares
Common Shares	13.478.289	0,70470,3523
Non-Voting Shares	18.164.500	0,94980,4749

Company: Bradesco Leasing S.A. Arrendamento Mercantil

Group and Family Dependants **Board of Directors** **Board of Executive Officers** **Audit Committee** **Technical and Advisory Agencies**

Opening Balance		
Type of Securities/Derivatives	Quantity	% of participation Same Total type of Shares
Common Shares		0 0,00000,0000
Non-Voting Shares		0 0,00000,0000
Closing Balance		
Type of Securities/Derivatives	Quantity	% of participation Same Total type of Shares
Common Shares		0 0,00000,0000
Non-Voting Shares		0 0,00000,0000

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In October 2012 were done the following operations with securities and derivatives in accordance with Instruction CVM (Comissão de Valores Mobiliários) 358/2002 Paragraph 11

Company: Banco Bradesco S.A.

Group and Family Dependants	() Board of Directors	(X) Board of Executive Officers	() Audit Committee	() Technical and Advisory Agencies
Opening Balance				
Type of Securities/Derivatives			Quantity	% of participation Same Total type of Shares
Common Shares			435.866	0,0227 0,0113
Non-Voting Shares			1.197.629	0,0626 0,0313
Month Movement				
Type of Securities/Derivatives	Broker	Operation	Day	Quantity Price Value in R\$
Non-Voting Shares	Bradesco S.A.	Sell	02/out	5.043 33,35 R\$ 168.184,05
Non-Voting Shares	C.T.V.M.	Total		5.043 R\$ 168.184,05
Closing Balance				
Type of Securities/Derivatives			Quantity	% of participation Same Total type of Shares
Common Shares			435.866	0,0227 0,0113
Non-Voting Shares			1.197.576	0,0626 0,0313

Note:**New members who belong to Board of Executive Officers**

Fernando Antônio Tenório

Maria do Socorro Cordeiro Tenório - Wife of Mr. Fernando Antônio Tenório

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Company: Banco Bradesco S.A.

Group and Family Dependants	<input type="checkbox"/> Board of Directors	<input type="checkbox"/> Board of Executive Officers	<input checked="" type="checkbox"/> Audit Committee	<input type="checkbox"/> Technical and Advisory Agencies
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Opening Balance

Type of Securities/Derivatives	Quantity	% of participation	
		Same	Total
		type of Shares	
Common Shares	10.207	0,0005	0,0002
Non-Voting Shares	150.479	0,0078	0,0039

Month Movement

Type of Securities/Derivatives	Broker	Operation	Day	Quantity	Price	Value in R\$
Non-Voting Shares	Bradesco S.A.	Sell	24/out	350	31,45	R\$ 11.007,50
Non-Voting Shares	C.T.V.M.	Total		350		R\$ 11.007,50

Closing Balance

Type of Securities/Derivatives	Quantity	% of participation	
		Same	Total
		type of Shares	
Common Shares	10.207	0,0005	0,0002
Non-Voting Shares	150.129	0,0078	0,0039

CONSOLIDATE FORM**Negotiation's from Administration and Families Dependants- Paragraph 11 - Instruction CVM n.º 358/2002**

In October 2012 there were not operations with securities and derivatives in accordance with

Instruction CVM (Comissão de Valores Mobiliários) 358/2002 Paragraph 11

Company: Banco Bradesco S.A.

Group and Family Dependants Board of Directors Board of Executive Officers Audit Committee **Technical and Advisory Agencies**

Opening Balance		Quantity	% of participation Same type of Shares	Total
Type of Securities/Derivatives				
Common Shares		11.254	0,0005	0,0002
Non-Voting Shares		16.666	0,0008	0,0004
Closing Balance		Quantity	% of participation Same type of Shares	Total
Type of Securities/Derivatives				
Common Shares		11.254	0,0005	0,0002
Non-Voting Shares		16.666	0,0008	0,0004

SIGNATURES

Pursuant to the requirements 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.

Date: November 09, 2012

BANCO BRADESCO S.A.

By:

/S/ Luiz Carlos Angelotti

Luiz Carlos Angelotti
Executive Managing Officer and
Investor Relations Officer

FORWARD-LOOKING STATEMENTS

This press release may contain forward-looking statements. These statements are statements that are not historical facts, and are based on management's current view and estimates of future economic circumstances, industry conditions, company performance and financial results. The words "anticipates", "believes", "estimates", "expects", "plans" and similar expressions, as they relate to the company, are intended to identify forward-looking statements. Statements regarding the declaration or payment of dividends, the implementation of principal operating and financing strategies and capital expenditure plans, the direction of future operations and the factors or trends affecting financial condition, liquidity or results of operations are examples of forward-looking statements. Such statements reflect the current views of management and are subject to a number of risks and uncertainties. There is no guarantee that the expected events, trends or results will actually occur. The statements are based on many assumptions and factors, including general economic and market conditions, industry conditions, and operating factors. Any changes in such assumptions or factors could cause actual results to differ materially from current expectations.

provided in Designation of Beneficiary, as soon as administratively feasible after the date of such withdrawal and no further deductions will be made from the Participant's Compensation. A Participant who has elected to withdraw from the ESPP may resume participation in the same manner and pursuant to the same rules as any Employee making an initial election to participate in the ESPP, i.e., he may elect to participate in the next following Offering Period so long as he files the authorization form by the deadline for that Offering Period. Any Participant who is subject to Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and who withdraws from the ESPP for any reason will only be permitted to resume participation in a manner that will permit transactions under the ESPP to continue to be exempt within the meaning of Rule 16b-3, as issued under the Exchange Act. Stock Subject The shares of Common Stock that the Company will sell to To Plan Participants under the ESPP will be shares of authorized but unissued Common Stock. The maximum number of shares made available for sale under the ESPP will be 1,200,000 (subject to the provisions in Adjustments B-5 upon Changes in Capital Stock). If the total number of shares for which options are to be exercised in an Offering Period exceeds the number of shares then available under the ESPP, the Company will make, so far as is practicable, a pro rata allocation of the shares available. A Participant will have no interest in shares covered by his option until the Participant exercises the option. Shares that a Participant purchases under the ESPP will be registered in the name of the Participant. The Company will not issue fractional shares pursuant to the ESPP, but the Administrator may, in its discretion, direct the Company to make a cash payment in lieu of fractional shares. Adjustments Subject to any required action by the Company (which it Upon Changes shall promptly take) or its stockholders, and subject to In Capital Stock the provisions of applicable corporate law, if, during an Offering Period, the outstanding shares of Common Stock increase or decrease or change into or are exchanged for a different number or kind of security by reason of any recapitalization, reclassification, stock split, reverse stock split, combination of shares, exchange of shares, stock dividend, or other distribution payable in capital

stock, or some other increase or decrease in such Common Stock occurs without the Company's receiving consideration, the Administrator will make a proportionate and appropriate adjustment in the number of shares of Common Stock underlying the options, so that the proportionate interest of the Participant immediately following such event will, to the extent practicable, be the same as immediately before such event. Any such adjustment to the options will not change the total price with respect to shares of Common Stock underlying the Participant's election but will include a corresponding proportionate adjustment in the price of the Common Stock, to the extent consistent with Section 424 of the Code. The Administrator will make a commensurate change to the maximum number and kind of shares provided in the Stock Subject to Plan section. Any issue by the Company of any class of preferred stock, or securities convertible into shares of common or preferred stock of any class, will not affect, and no adjustment by reason thereof will be made with B-6 respect to, the number of shares of Common Stock subject to any options or the price to be paid for stock except as this Adjustments section specifically provides. The grant of an option under the Plan will not affect in any way the right or power of the Company to make adjustments, reclassifications, reorganizations or changes of its capital or business structure, or to merge or to consolidate, or to dissolve, liquidate, sell, or transfer all or any part of its business or assets. Substantial Upon a Substantial Corporate Change, the Plan and the corporate offering will terminate unless provision is made in writing change in connection with such transaction for the assumption or continuation of outstanding elections, or the substitution for such options or grants of any options or grants covering the stock or securities of a successor employer corporation, or a parent or subsidiary of such successor, with appropriate adjustments as to the number and kind of shares of stock and prices, in which event the options will continue in the manner and under the terms so provided. If an option would otherwise terminate pursuant to the preceding sentence, the optionee will have the right, at such time before the consummation of the transaction causing such termination as the Board reasonably designates, to exercise any unexercised portions of the option. A Substantial Corporate Change means the dissolution or liquidation of the Company, merger, consolidation, or reorganization of the Company with one or more corporations in which the Company is not the surviving corporation, the sale of substantially all of the assets of the Company to another corporation, or any transaction (including a merger or reorganization in which the Company survives) approved by the Board that results in any person or entity (other than any affiliate of the Company as defined in Rule 144(a)(1) under the Securities Act) owning 100% of the combined voting power of all classes of stock of the Company. B-7 Designation of A Participant may file with the Committee a written Beneficiary designation of a beneficiary who is to receive any payroll deductions credited to the Participant's account under the ESPP or any shares of Common Stock owed to the Participant under the ESPP if the Participant dies. A Participant may change a beneficiary at any time by filing a notice in writing with the Human Resources Department on behalf of the Committee. Upon the death of a Participant and upon receipt by the Committee of proof of the identity and existence of the Participant's designated beneficiary, the Company shall deliver such cash or shares, or both, to the beneficiary. If a Participant dies and is not survived by a beneficiary that the Participant designated in accordance with the immediate preceding paragraph, the Company will deliver such cash or shares, or both, to the personal representative of the estate of the deceased Participant. If, to the knowledge of the Committee, no personal representative has been appointed within 90 days following the date of the Participant's death, the Committee, in its discretion, may direct the Company to deliver such cash or shares, or both, to the surviving spouse of the deceased Participant, or to any one or more dependents or relatives of the deceased Participant, or if no spouse, dependent or relative is known to the Committee, then to such other person as the Committee may designate. No designated beneficiary may acquire any interest in such cash or shares before the death of the Participant. Subsidiary Employees of Company Subsidiaries will be entitled to Employees participate in the ESPP, except as otherwise designated by the Board of Directors or the Committee. Eligible Subsidiary means each of the Company's Subsidiaries, except as the Board otherwise specifies. Subsidiary means any corporation (other than the Company) in an unbroken chain of corporations beginning with the Company if, at the time an option is granted to a Participant under the ESPP, each of the corporations (other than the last corporation in the unbroken chain) owns stock possessing 50% or more of the total combined voting power of all classes of stock in one of the other corporations in such chain. Transfers, A Participant may not assign, pledge, or otherwise dispose Assignments, of payroll deductions credited to the Participant's account and Pledges or any rights to exercise an option or to receive shares of Common Stock under the ESPP other than by will or the laws of descent and distribution or pursuant to a qualified domestic relations order, as defined in the Employee Retirement B-8 Income Security Act. Any other attempted assignment, pledge or other disposition will be without effect, except that the Company may treat such act

as an election to withdraw under the Withdrawal section. Amendment Or The Board of Directors of the Company may at any time Termination terminate or amend the ESPP. Any amendment of the ESPP that Of Plan (i) materially increases the benefits to Participants, (ii) materially increases the number of securities that may be issued under the ESPP, or (iii) materially modifies the eligibility requirements for participation in the ESPP must be approved by the shareholders of the Company to take effect. The Company shall refund to each Participant the amount of payroll deductions credited to his account as of the date of termination as soon as administratively feasible following the effective date of the termination. Notices All notices or other communications by a Participant to the Committee or the Company shall be deemed to have been duly given when the Human Resources Department or the Secretary of the Company receives them or when any other person the Company designates receives the notice or other communication in the form the Company specifies. General Assets Any amounts the Company invests or otherwise sets aside or segregates to satisfy its obligations under this ESPP will be solely the Company's property (except as otherwise required by Federal or state wage laws), and the optionee's claim against the Company under the ESPP, if any, will be only as a general creditor. The optionee will have no right, title, or interest whatever in or to any investments that the Company may make to aid it in meeting its obligations under the ESPP. Nothing contained in the ESPP, and no action taken pursuant to its provisions, will create or be construed to create an implied or constructive trust of any kind or a fiduciary relationship between the Company and any Employee, Participant, former Employee, former Participant, or any beneficiary. Privileges of No Participant and no beneficiary or other person claiming Stock Ownership under or through such Participant will have any right, title, or interest in or to any shares of Common Stock allocated or reserved under the Plan except as to such shares of Common Stock, if any, that have been issued to such Participant. Limitations on Notwithstanding any other provisions of the ESPP, no Liability individual acting as a director, employee, or agent of the Company shall be liable to any Employee, Participant, former Employee, former Participant, or any spouse or beneficiary for any claim, loss, liability or expense incurred in connection with the ESPP, nor shall such individual be personally liable because of any contract or other instrument he executes in such other capacity. The Company will indemnify and hold harmless each director, employee, or agent of the Company to whom any duty or power relating B-9 to the administration or interpretation of the ESPP has been or will be delegated, against any cost or expense (including attorneys' fees) or liability (including any sum paid in settlement of a claim with the FTI Board's approval) arising out of any act or omission or act concerning this ESPP unless arising out of such person's own fraud or bad faith. No Employment Nothing contained in this Plan constitutes an employment Contract contract between the Company or an Eligible Subsidiary and any Employee. The ESPP does not give an Employee any right to be retained in the Company's employ, nor does it enlarge or diminish the Company's right to terminate the Employee's employment. Duration of ESPP Unless the FTI Board extends the Plan's term, no Offering Period will begin after December 31, 2006. Applicable Law The laws of the State of Maryland (other than its choice of law provisions) govern the ESPP and its interpretation. Approval of The ESPP, as amended in 2003, must be submitted to the Stockholders stockholders of the Company for their approval within 12 months after the Board of Directors of the Company adopts the amended ESPP. The adoption of the amended ESPP is conditioned upon the approval of the stockholders of the Company, and failure to receive their approval will render the 2003 amendment to the ESPP void and of no effect. B-10 Exhibit C FTI CONSULTING, INC. CHARTER OF AUDIT COMMITTEE OF THE BOARD OF DIRECTORS (as adopted on March 28, 2000 and amended on March 23, 2003) Organization and Operation There shall be a committee of the Board of Directors to be known as the Audit Committee ("Audit Committee"). The Audit Committee shall be comprised of at least three directors who are independent of management and FTI Consulting, Inc. (the "Company"). Members of the Audit Committee shall be considered independent if they meet the independence requirements of the New York Stock Exchange, Section 10A of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules and regulations of the Securities and Exchange Commission. All Audit Committee members must be financially literate, and at least one member must have accounting or related financial management expertise. Audit Committee members shall not simultaneously serve on the audit committees of more than two other public companies. The members of the Audit Committee shall be appointed annually by a majority vote of the entire Board of Directors, and each shall serve until his or her successor is duly elected and qualified or until such member's earlier resignation or removal. The members of the Audit Committee may be removed, with or without cause, by a majority vote of the Board of Directors. If a Chair has not been elected by the Board of Directors in accordance with the Corporate Governance Guidelines, the members of the Audit Committee shall designate a Chair by majority vote of the members of the Audit Committee. The Chair shall preside at all sessions of the Audit

Committee and set the agenda for each Audit Committee meeting. The Chairman of the Board of Directors or the Chair of the Audit Committee may call a meeting of the Audit Committee. The Audit Committee shall cause to be made and retain complete and accurate minutes of its meetings. Formal action to be taken by the Audit Committee shall be by unanimous written consent or by the affirmative vote of a majority of the Audit Committee members present (in person or by conference telephone) at a meeting at which a quorum is present. A quorum shall consist of at least one-half of the members of the Audit Committee. Any non-management member of the Board of Directors may, at his or her option, attend a meeting of the Audit Committee but shall not be counted in determining the presence of a quorum and shall not be entitled to vote. In fulfilling its responsibilities, the Audit Committee shall be entitled to delegate any or all of its responsibilities to one or more subcommittees of the Audit Committee. Meetings The Audit Committee shall hold meetings as deemed necessary or desirable by the Chair of the Audit Committee. In addition to such meetings of the Audit Committee as may be required to perform the functions described under "Responsibilities and Duties" below, the Audit Committee shall meet at least four times per year on a quarterly basis. The Audit Committee shall meet in separate executive sessions C-1 during each of its four regularly scheduled meetings with Company management, the senior internal auditing executive and the Company's independent auditors to discuss any matters that the Audit Committee (or any of these groups) believes should be discussed privately; while the Audit Committee is not required to provide a written report of such executive sessions, it is required to inform management of any concerns or material issues arising from such sessions Responsibilities and Duties The Audit Committee shall provide assistance to the directors in fulfilling their responsibility to the stockholders, potential stockholders, and investment community relating to the corporate accounting and reporting practices of the Company and oversight of (1) the quality and integrity of financial reports of the Company, (2) the Company's compliance with legal and regulatory requirements, (3) the independent auditors' qualifications and independence and (4) the performance of the Company's internal audit function and independent auditors. In so doing, it is the responsibility of the Audit Committee to maintain free and open communication between the directors, the independent auditors and the financial management of the Company. In carrying out its responsibilities, the Audit Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and to ensure to the directors and stockholders that the corporate accounting and reporting practices of the Company are in accordance with all requirements and are of the highest quality. The Audit Committee shall have the sole authority to appoint or replace the independent auditors The Audit Committee shall be directly responsible for the compensation and oversight of the work of the independent auditors (including resolution of disagreements between management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditors shall report directly to the Audit Committee. The Audit Committee shall preapprove all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its independent auditors, subject to the de minimus exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act which are approved by the Audit Committee prior to the completion of the audit. The Audit Committee may delegate to subcommittees the authority to grant preapprovals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant preapprovals shall be presented to the full Audit Committee at its next scheduled meeting. The Audit Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors. The Company shall provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent auditors for the purpose of rendering or issuing an audit report and to any advisors employed by the Audit Committee. In carrying out these responsibilities and duties, the Audit Committee will: A. Meet with the independent auditors and financial management of the Company to review the scope of the proposed audit and timely quarterly reviews for the current year and the procedures to be utilized, the adequacy of the independent auditor's compensation, and at the conclusion thereof review such audit or review, including any comments or recommendations of the independent auditors. C-2 B. Review with the independent auditors and financial and accounting personnel, the adequacy and effectiveness of the accounting and financial controls of the Company, and elicit any recommendations for the improvement of such internal controls or particular areas where new or more detailed controls or procedures are desirable. C. Receive and review reports from inside and outside legal counsel, regulators and others regarding legal, regulatory and other matters that may have a material effect on the financial statements or related Company compliance policies. D. Inquire of management and the independent auditors about significant risks or exposures and assess the steps management has taken to minimize such risks to the Company. E. Discuss with management the

Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts, rating agencies or the public. Such discussion may be done generally (consisting of discussing the types of information to be disclosed and the types of presentations to be made). F. Review the quarterly financial statements with financial management and the independent auditors prior to the filing of the Form 10-Q and prior to any press release of results, to determine that the independent auditors do not take exception to the disclosure and content of the financial statements, and discuss any other matters required to be communicated to the Audit Committee by the auditors. The Chair of the Audit Committee may represent the full Audit Committee for purposes of this review. G. Review and discuss quarterly reports from the independent auditors on: (1) all critical accounting policies and practices to be used, (2) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors, and (3) other material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences. H. Review the financial statements to be contained in the annual report to stockholders with management and the independent auditors to determine that the independent auditors are satisfied with the disclosure and content of the financial statements to be presented to the stockholders. Review with financial management and the independent auditors the results of their timely analysis of significant financial reporting issues and practices, including changes in, or adoptions of, accounting principles and disclosure practices, and discuss any other matters required to be communicated to the Audit Committee by the auditors. Also review with financial management and the independent auditors their judgments about the quality, not just acceptability, of accounting principles and the clarity of the financial disclosure practices used or proposed to be used, and particularly, the degree of aggressiveness or conservatism of the organization's accounting principles and underlying estimates, and other significant decisions made in preparing the financial statements. I. Review disclosures made to the Audit Committee by the Company's Chief Executive Officer and Chief Financial Officer during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses C-3 therein and any fraud involving management or other employees who have a significant role in the Company's internal controls. J. Provide sufficient opportunity for the independent auditors and the internal auditor to meet with the members of the Audit Committee without members of management present. Among the items to be discussed in these meetings are the independent auditors' evaluation of the Company's financial, accounting, and internal auditing personnel, and the cooperation that the independent auditors received during the course of audit. K. Discuss with the independent auditors any audit problems or difficulties and management's response. As appropriate, and at the Audit Committee's discretion, it may discuss with the national office of the independent auditors issues on which they were consulted by the Company's audit team and matters of audit quality and consistency. L. Report the results of the annual audit to the Board of Directors. If requested by the Board, invite the independent auditors to attend the full Board of Directors meeting to assist in reporting the results of the annual audit or to answer other directors' questions (alternatively, the other directors, particularly the other independent directors, may be invited to attend the Audit Committee meeting during which the results of the annual audit are reviewed). M. Review and evaluate the lead partner of the independent auditor team. Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law. N. Obtain and review a report from the independent auditors at least annually regarding (1) the independent auditors' internal quality-control procedures; (2) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm; and (3) any steps taken to deal with any such issues. Evaluate the qualifications and performance of the independent auditors, including considering whether the auditors' quality controls are adequate. The Audit Committee shall present its conclusions with respect to the independent auditors to the Board. O. On an annual basis, obtain from the independent auditors a written communication delineating all their relationships and professional services as required by Independence Standards Board Standard No. 1, Independence Discussions with Audit Committees. In addition, review with the independent auditors the nature and scope of any disclosed relationships or professional services, consider whether the provision of permitted non-audit services, if any, is compatible with maintaining the auditors' independence, and take, or recommend that the Board of Directors take, appropriate action to ensure the continuing independence of the auditors. P. Recommend to the Board policies for the Company's hiring of employees or former employees of the

independent auditor who participated in any capacity in the audit of the Company. Q. Obtain from the independent auditors assurance that Section 10A(b) of the Exchange Act has not been implicated. R. Obtain reports from management, the Company's senior internal auditing executive and the independent auditors that the Company and its subsidiaries are in conformity with applicable legal requirements and the Company's Policy on Ethics and Business Conduct. Review reports C-4 and disclosures of insider and affiliated party transactions. Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Policy on Ethics and Business Conduct. S. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters. T. Review the significant reports to management prepared by the internal auditing department and management's responses. U. Discuss with the independent auditors and management the internal audit department responsibilities, budget and staffing and any recommended changes in the planned scope of the internal audit. V. Prepare a report of the Audit Committee to be included in the Company's proxy statement for its annual meeting of stockholders, disclosing whether (1) the Audit Committee had reviewed and discussed with management and the independent auditors, as well as discussed within the Audit Committee (without management or the independent auditors present), the financial statements and the quality of accounting principles and significant judgments affecting the financial statements; (2) the Audit Committee discussed with the auditors the independence of the auditors; and (3) based upon the Audit Committee's review and discussions with management and the independent auditors, the Audit Committee had recommended to the Board of Directors that the audited financials be included in the Company's annual report on Form 10-K. W. Include a copy of this Charter in the annual report to stockholders or the proxy statement at least triennially or the year after any significant amendment to the Charter. X. Regularly submit the minutes of all meetings of the Audit Committee to, or discuss the matters discussed at each Audit Committee meeting with, the Board of Directors. Y. Investigate any matter brought to its attention within the scope of its duties, with the power to retain outside counsel for this purpose if, in its judgment, that is appropriate. Z. Obtain the full Board of Directors' approval of any amendments to this Charter and review and reassess this Charter as conditions dictate but at least annually. AA. Annually review the Audit Committee's performance of its responsibilities and duties and review, reassess the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Audit Committee considers appropriate. While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent auditors.

C-5 Exhibit D FTI CONSULTING, INC. CHARTER OF COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS Organization and Operation There shall be a committee of the Board of Directors to be known as the Compensation Committee ("Compensation Committee"). The Compensation Committee shall be comprised of at least three member of the Board of Directors who are independent of management and FTI Consulting, Inc. (the "Company"). Members of the Compensation Committee shall be considered independent if they meet the independence requirements of the New York Stock Exchange, Section 10A of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules and regulations of the Securities and Exchange Commission. Additionally, no director may serve on the Compensation Committee unless he (1) is a "Non-employee Director" for purposes of Rule 16b-3 under the Exchange Act, and (2) satisfies the requirements of an "outside director" for purposes of Section 162(m) of the Internal Revenue Code. The members of the Compensation Committee shall be appointed annually by a majority vote of the entire Board of Directors, and each shall serve until his or her successor is duly elected and qualified or until such member's earlier resignation or removal. The members of the Compensation Committee may be removed, with or without cause, by a majority vote of the Board of Directors. If a Chair has not been elected by the Board of Directors in accordance with the Corporate Governance Guidelines, the members of the Compensation Committee shall designate a Chair by majority vote of the members of the Compensation Committee. The Chair shall preside at all sessions of the Compensation Committee and set the agenda for each Compensation Committee meeting. The Chairman of the Board of Directors or the Chair of the Compensation Committee may call a meeting of the Compensation Committee. The Compensation Committee shall make and retain complete and accurate minutes of its meetings. Formal action to be taken by the Compensation Committee shall be by unanimous written consent or by the affirmative vote of a majority of the Compensation Committee members present (in person or by conference

telephone) at a meeting at which a quorum is present. A quorum shall consist of at least one-half of the members of the Compensation Committee. Any non-management member of the Board of Directors may, at his or her option, attend a meeting of the Compensation Committee but shall not be counted in determining the presence of a quorum and shall not be entitled to vote. In fulfilling its responsibilities, the Compensation Committee shall be entitled to delegate any or all of its responsibilities to one or more subcommittees of the Compensation Committee. Meetings The Compensation Committee shall hold meetings as deemed necessary or desirable by the Chair of the Compensation Committee. In addition to such meetings of the Compensation Committee as may be required to perform the functions described under "Responsibilities and Duties" below, the Compensation Committee shall meet at least semi-annually. The Compensation Committee should meet D-1 at least annually with the Company's Chief Executive Officer and such other senior executives as the Compensation Committee deems appropriate. However, the Compensation Committee should meet periodically in executive session without the presence of management.

Responsibilities and Duties The Compensation Committee discharges the Board of Directors' responsibilities relating to compensation of the Company's executive officers and produces an annual report on executive compensation for inclusion in the Company's proxy statement. The Compensation Committee approves and administers executive compensation programs in furtherance of the interests of the stockholders. The Compensation Committee has the responsibility and authority to oversee and review the Company's overall programs of employee benefits as well as the Company's policies and terms and conditions applicable to its employees. In discharging its oversight role, the Compensation Committee is empowered to study or investigate any matter of interest or concern that the Compensation Committee deems appropriate and shall have the sole authority to retain outside counsel or other experts for this purpose, including the sole authority to approve the fees payable to such counsel or other experts and all other terms of retention. The following shall be the principal recurring duties of the Compensation Committee in carrying out its responsibilities: A. Review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer; evaluate the performance of the Chief Executive Officer in light of those goals and objectives; and establish the level of the Chief Executive Officer's compensation based on this evaluation. B. Approve the base and incentive compensation of the Company's other executive officers. C. Review and make recommendations to the Board with respect to the compensation of non-management directors and directors' and officers' indemnity and insurance matters. D. Review and make recommendations to the Board of Directors with respect to existing or proposed incentive compensation, equity-based compensation plans and overall compensation and benefits. E. Administer the Company's stock option and employee stock purchase plans and any other equity-based plans that may be established in the future. F. Prepare the compensation committee report required to be included in the proxy statement for the Company's annual meeting of stockholders. G. Regularly report to the Board of Directors on the Compensation Committee's activities. H. Review and recommend to the Board of Directors, or approve, any contracts or transactions with current or former executive officers of the Company, including consulting, employment contracts, severance or termination arrangements and loans to employees made or guaranteed by the Company. D-2 I. Annually review the Compensation Committee's performance of its responsibilities and duties and review, reassess the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Compensation Committee considers appropriate. D-3 Exhibit E FTI CONSULTING, INC.

CHARTER OF NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS Organization and Operation There shall be a committee of the Board of Directors to be known as the Nominating and Corporate Governance Committee ("Committee"). The Committee shall be comprised of at least three member of the Board of Directors, each of whom are independent of management and FTI Consulting, Inc. ("Company"). Members of the Committee shall be considered independent if they meet the independence requirements of the New York Stock Exchange, Section 10A of the Securities Exchange Act of 1934 and the rules and regulations of the Securities and Exchange Commission. The members of the Committee shall be appointed annually by a majority vote of the entire Board of Directors, and each shall serve until his or her successor is duly elected and qualified or until such member's earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board of Directors. If a Chair has not been elected by the Board of Directors in accordance with the Corporate Governance Guidelines, the members of the Committee shall designate a Chair by majority vote of the members of the Committee. The Chair shall preside at all sessions of the Committee and set the agenda for each Committee meeting. The Chairman of the Board of Directors or the Chair of the Committee may call a meeting of the Committee. The Committee shall cause to be made and retain complete and accurate

minutes of its meetings. Formal action taken by the Committee shall be by unanimous written consent or by the affirmative vote of a majority of the Committee members present (in person or by conference telephone) at a meeting at which a quorum is present. A quorum shall consist of at least one-half of the members of the Committee. Any non-management member of the Board of Directors may, at his or her option, attend a meeting of the Committee but shall not be counted in determining the presence of a quorum and shall not be entitled to vote. In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to one or more subcommittees of the Committee. Meetings The Committee shall hold meetings as deemed necessary or desirable by the Chair of the Committee. In addition to such meetings of the Committee as may be required to perform the functions described under "Responsibilities and Duties" below, the Committee shall meet at least semiannually. The Company's Chief Executive Officer and other senior executives may attend meetings. However, the Committee should meet periodically in executive session without the presence of management.

E-1 Responsibilities and Duties The Committee has the responsibility and authority to supervise and review the affairs of the Company as they relate to nominations of directors and corporate governance. The Committee, in discharging its responsibilities, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have the authority to retain a search firm to assist in identifying potential director candidates, outside counsel or other experts for this purpose, including the authority to approve the fees payable to such search firm, counsel or other experts and all other terms of retention. The following shall be the principal recurring duties of the Committee in carrying out its responsibilities:

A. Review and recommend the size and composition of the Board of Directors. B. Develop criteria for selecting candidates for election as directors, identifying, evaluating (including inquiries into the background of candidates), recruiting and nominating such new candidates. In choosing candidates for membership on the Board of Directors, the Committee shall take into account all factors it considers appropriate, which may include strength of character, mature judgment, career specialization, relevant technical skills and the extent to which the candidate would fill a present need on the Board of Directors. C. Identify individuals qualified to become directors of the Company and recommend to the Board of Directors nominees for all directorships to be filled by the stockholders or by the Board of Directors. D. Review and determine whether existing members of the Board of Directors should stand for reelection, taking into consideration such candidates as if they were candidates de novo. E. Develop and administer a process for, at least annually, the evaluation of the overall performance of the Board of Directors, this and the other committees and management and make recommendations to the Board of Directors, as appropriate, for improvement. F. Periodically review the Company's Charter and By-Laws and each committee Charter and recommend to the Board of Directors, as appropriate, changes to any of the foregoing, creation of additional committees or elimination of existing committees. G. Review corporate governance policies and best practices, recommend to the Board of Directors a set of corporate governance policies and practices to be applicable to the Company and monitor the Company's compliance with those policies and practices. H. Establish and oversee a program for the continuing education of the Board of Directors relative to the Company's business and the directors' fiduciary duties. E-2 I. Be responsible for the process relating to succession planning for the Chief Executive Officer and other executive officer positions. J. Report to the Board of Directors on the Committee's activities as appropriate, but at least annually. K. Annually review the Committee's performance of its responsibilities and duties and review, reassess the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Committee considers appropriate. E-3

PROXY FOR THE ANNUAL MEETING OF STOCKHOLDERS FTI CONSULTING, INC. THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS AND MAY BE REVOKED PRIOR TO ITS EXERCISE The undersigned stockholder(s) of FTI Consulting, Inc. (the "Company") hereby appoints Messrs. Jack B. Dunn, IV and Theodore I. Pincus, and each of them singly, as proxies, each with full power of substitution, for and in the name of the undersigned at the Annual Meeting of Stockholders of FTI Consulting, Inc. to be held on May 21, 2003, and at any and all adjournments thereof, to vote all shares of common stock of said Company held of record by the undersigned on March 14, 2003, as if the undersigned were present and voting the shares. **THE SHARES REPRESENTED BY THIS PROXY WILL BE VOTED IN THE MANNER DIRECTED. IN THE ABSENCE OF ANY DIRECTION, THE SHARES WILL BE VOTED FOR EACH NOMINEE NAMED IN PROPOSAL 1 AND FOR PROPOSALS 2 THROUGH 4, AND IN ACCORDANCE WITH THE PROXIES' DISCRETION ON SUCH OTHER BUSINESS THAT MAY PROPERLY COME BEFORE THE MEETING TO THE EXTENT PERMITTED BY LAW.** (Continued and to be signed on the reverse side) **ANNUAL MEETING OF STOCKHOLDERS OF FTI CONSULTING, INC. May 21, 2003** Please date, sign and mail your proxy card in the envelope provided as soon as

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possible. Please detach and mail in the envelope provided.

----- PLEASE SIGN, DATE AND RETURN
PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS
SHOWN HERE [x] ----- 1. Election of Class I
Directors. Nominees: [] FOR ALL NOMINEES () James A. Flick, Jr. () Peter F. O'Malley [] WITHHOLD
AUTHORITY FOR ALL NOMINEES [] FOR ALL EXCEPT (See instructions below) INSTRUCTIONS: To
withhold authority to vote for any individual nominee(s), mark ----- "FOR ALL EXCEPT" and fill in the circle
next to each nominee you wish to withhold, as shown here: ()

----- To change the address on your account, please
check the box at right and indicate your new address in the address space above. Please note [] that changes to the
registered name(s) on the account may not be submitted via this method.

----- FOR AGAINST ABSTAIN 2. Amendment of the
Company's Charter to increase the [] [] [] number of shares authorized by 30,000,000. 3. Amendment of the
Company's Employee Stock Purchase Plan, as amended, to increase the number of shares [] [] [] authorized by
250,000 shares. 4. Ratification of selection of Ernst & Young, LLP to serve as independent accountants for the
Company [] [] [] for the fiscal year ending December 31, 2003. 5. The proxies are authorized to vote in their
discretion upon such other business as may properly come before the meeting to the extent permitted by law. I PLAN
TO ATTEND THE MEETING [] Please check here if you plan to attend the meeting. Signature of
Stockholder _____ Date: _____ Signature of
Stockholder _____ Date: _____ Note: Please sign exactly as your name or
names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor,
administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full
corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership
name by authorized person.