



FTI Consulting, Inc. Reports 2012 Second Quarter Results

August 1, 2012

-- Revenues of \$396.2 million
-- Adjusted EPS of \$0.60
-- Updated Guidance for 2012 Adjusted EPS of \$2.15 to \$2.35

WEST PALM BEACH, Fla., Aug. 1, 2012 /PRNewswire/ -- **FTI Consulting, Inc. (NYSE: FCN)**, the global business advisory firm dedicated to helping organizations protect and enhance their enterprise value, today reported its financial results for the quarter ended June 30, 2012.

For the quarter, revenues were \$396.2 million compared to \$400.4 million in the prior year quarter. Foreign currency translation reduced our consolidated revenues by approximately 1.1 percent or \$4.6 million. Adjusted EBITDA was \$66.6 million, or 16.8 percent of revenues, compared to Adjusted EBITDA of \$61.5 million, or 15.4 percent of revenues, in the prior year quarter. Fully diluted earnings per share ("EPS") for the quarter were \$0.18, including a previously announced special charge of \$26.8 million, which reduced EPS by \$0.42. For the quarter, Adjusted EPS were \$0.60 compared to \$0.57 in the prior year quarter. Both EPS and Adjusted EPS included a \$4.1 million revaluation gain, which is described elsewhere in this press release. Adjusted EPS, Adjusted EBITDA and Adjusted Segment EBITDA are non-GAAP measures defined elsewhere in this press release.

Commenting on the quarter, President and CEO, Jack Dunn, said, "At mid-year, based on the current state of the economic cycle and new case activity, we enjoyed and continue to expect solid demand and performance in our Economic Consulting and Corporate Finance/Restructuring segments. The increase in demand is related to fallout from the financial crisis, including the LIBOR probe, and the improving environment for bankruptcy and restructuring services. At the same time, Strategic Communications continues to face one of the worst environments for capital markets activity and M&A transactions since 2009 and 2004, respectively."

"In Forensic and Litigation Consulting, global investigations and data analytics remain robust, and we began to see a build-up of demand related to fall-out from the financial crisis, as mortgage-backed, auction-rate, derivative and other securities-based litigation matters began to reach the discovery and then trial stages, and whistleblower reports to the SEC under the Dodd/Frank program began to proliferate. We expect these matters to continue to ramp up in the back half of the year and to continue to replace other major matters as they burn off."

"In Technology, while competition remained robust, its tenor more and more is maturing from that of a large number of small entrants in an undisciplined market to that of a smaller number of larger, sophisticated players who compete on the basis of quality, scale and global reach. We believe we are patently, if not uniquely, qualified to serve this market and are encouraged by the results of increased sales efforts as evidenced by growth in new matter openings and by the reception to Ringtail® 8.2, our latest software introduction. As in Forensic and Litigation Consulting, we expect these initiatives to help replace major matters as they wind down."

"Based on these factors and subject to the uncertainty created by the political elections in the US and the continuing credit concerns in Europe, we expect our activities to continue at similar levels for the remainder of 2012 and to benefit from the cost reduction moves made in the quarter."

Second Quarter Segment Results

Corporate Finance/Restructuring

Corporate Finance/Restructuring revenues grew 10.2 percent to \$112.3 million compared with \$101.9 million in the prior year quarter. Organic growth of approximately 9.2 percent was due to greater demand for North America bankruptcy and restructuring services coupled with higher demand across the Asia Pacific region.

Adjusted Segment EBITDA was \$29.2 million, including a revaluation gain of \$3.8 million described elsewhere in this press release, compared with \$14.1 million in the prior year quarter. Adjusted Segment EBITDA margin in the quarter was 26.0 percent of segment revenues. Excluding the revaluation gain, Adjusted Segment EBITDA margin was 22.6 percent of segment revenues compared to 13.8 percent of segment revenues in the prior year quarter as a result of revenue growth coupled with improved utilization and lower SG&A expenses.

Economic Consulting

Economic Consulting revenues grew 5.3 percent to \$99.5 million from \$94.5 million in the prior year quarter. The revenue growth, all of which was organic, was attributed to continued strong demand for antitrust and early stage M&A related activity and large scale financial and securities related litigation predominantly in North America, partially offset by lower demand for the segment's international arbitration and valuation practices in Europe, Middle East and Africa ("EMEA").

Adjusted Segment EBITDA declined slightly to \$18.5 million, or 18.6 percent of segment revenues, compared to Adjusted Segment EBITDA of \$18.8 million, or 19.9 percent of segment revenues, for the prior year quarter as the positive impact of higher bill rates was offset by lower utilization, increased compensation for additional hires and contract extensions of key individuals.

Forensic and Litigation Consulting

Forensic and Litigation Consulting revenues decreased 3.5 percent to \$90.1 million from \$93.4 million in the prior year quarter. Although the segment saw growth in its Latin America global risk and investigations practice as well as in its global financial and enterprise data analytics practice, this growth was more than fully offset by decreased demand in North America and EMEA.

Adjusted Segment EBITDA, including a revaluation gain of \$0.3 million described elsewhere in this press release, was \$17.6 million in the quarter, or 19.6 percent of segment revenues, compared to Adjusted Segment EBITDA of \$17.9 million, or 19.2 percent of segment revenues, in the prior year quarter. Excluding the impact of the revaluation gain, Adjusted Segment EBITDA margin was flat with the prior year quarter at 19.2 percent of segment revenues.

Technology

Technology revenues decreased 16.5 percent to \$47.7 million from \$57.1 million in the prior year quarter. Revenues declined due to weaker demand for processing of electronically stored information from certain product liability and intellectual property matters, lower pricing for on-demand hosting and lower average pricing for consulting services due to staff mix, partially offset by sustained or greater levels of activity in a few large client engagements and continued growth in numbers of litigation and class action matters.

Adjusted Segment EBITDA for the quarter was \$12.9 million, or 26.9 percent of segment revenues, compared to Adjusted Segment EBITDA of \$20.3 million, or 35.6 percent of segment revenues, in the prior year quarter. Profitability in the segment was adversely impacted by the revenue declines in higher margin services, partially offset by reductions in research and development and other operating expenses.

Strategic Communications

Strategic Communications revenues decreased 12.9 percent to \$46.6 million from \$53.6 million in the prior year quarter. Revenues declined due to lower pass-through revenues in North America, fewer M&A-related projects in Asia Pacific, and pricing pressures on retainer fees in EMEA and North America, despite increased retainer revenues in Latin America.

Adjusted Segment EBITDA was \$5.0 million, or 10.7 percent of segment revenues, compared to Adjusted Segment EBITDA of \$6.4 million, or 12.0 percent of segment revenues, in the prior year quarter. The decline in Adjusted Segment EBITDA margin was due to fewer high-margin project engagements partially offset by lower variable compensation costs.

Revaluation Gain – Acquisition-Related Contingent Consideration

Despite continued favorable performance of the Asia Pacific region as a whole, the Company reduced its acquisition related contingent consideration liability related to its acquisition of FS Asia Advisory Limited. This reduction was based upon a re-evaluation of the consideration expected to be paid during the remainder of the finite earnout period. The resulting reduction in the liability was recorded as income and is included within "Acquisition related contingent consideration" in the Condensed Consolidated Statements of Comprehensive Income, which increased Adjusted EBITDA for the quarter by \$4.1 million, increasing Adjusted Segment EBITDA of the Corporate Finance/Restructuring segment by \$3.8 million and Adjusted Segment EBITDA of the Forensic and Litigation Consulting segment by \$0.3 million, and increased EPS and Adjusted EPS for the quarter by \$0.10.

Repayment of 3 ¾% Senior Subordinated Convertible Notes

On July 16, 2012, the Company repaid at maturity the entire outstanding balance of \$148.5 million in principal and \$2.8 million of interest due on the 3 ¾% Senior Subordinated Convertible Notes using a combination of cash on hand and borrowings under the \$250 million Senior Bank Credit Facility, after which the Company has available borrowing capacity of approximately \$174 million and current cash and cash equivalents on hand of approximately \$112 million.

2012 Guidance

Based on current market conditions and the factors described above, the Company now estimates that revenues for 2012 will be between \$1.56 billion and \$1.58 billion and Adjusted EPS will be between \$2.15 and \$2.35. This updated guidance assumes no acquisitions and no share repurchases.

Second Quarter Conference Call

FTI Consulting, Inc. will hold a conference call for analysts and investors to discuss second quarter financial results at 9:00 AM Eastern Time on August 2, 2012. The call can be accessed live and will be available for replay over the Internet for 90 days by logging onto the Company's website, www.fticonsulting.com.

About FTI Consulting

FTI Consulting, Inc. is a global business advisory firm dedicated to helping organizations protect and enhance enterprise value in an increasingly complex legal, regulatory and economic environment. With more than 3,800 employees located in 24 countries, FTI Consulting professionals work closely with clients to anticipate, illuminate and overcome complex business challenges in areas such as investigations, litigation, mergers and acquisitions, regulatory issues, reputation management, strategic communications and restructuring. More information can be found at www.fticonsulting.com.

Use of Non-GAAP Measures

Note: We define Adjusted EBITDA as net income before income tax provision, other income (expense), depreciation, amortization of intangible assets and special charges. We define Adjusted Segment EBITDA as a segment's share of consolidated operating income before depreciation, amortization of intangible assets and special charges. We define Adjusted Net Income and Adjusted EPS as net income and earnings per diluted share, respectively, excluding the net impact of any special charges and any loss on early extinguishment of debt that were incurred in that period. Adjusted EBITDA, Adjusted Segment EBITDA, Adjusted EPS and Adjusted Net Income are not defined in the same manner by all companies and may not be comparable to other similarly titled measures of other companies. These non-GAAP measures should be considered in addition to, but not as a substitute for or superior to, the information contained in our Condensed Consolidated Statements of Comprehensive Income (Loss). We believe that these measures can be useful operating performance measures for evaluating our results of operations as compared from period-to-period and as compared to our competitors. EBITDA is a common alternative measure of operating performance used by investors, financial analysts and rating agencies to value and compare the financial performance of companies in our industry. We use Adjusted EBITDA and Adjusted Segment EBITDA to evaluate and compare the operating performance of our segments. Reconciliations of GAAP to Non-GAAP financial measures are included in the accompanying tables to this press release.

Safe Harbor Statement

This press release includes "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, which involve uncertainties and risks. Forward-looking statements include statements concerning our plans, objectives, goals, strategies, future events, future revenues, future results and performance, expectations, plans or intentions relating to acquisitions and other matters, business trends and other information that is not historical, including statements regarding estimates of our future financial results. When used in this press release, words such as "estimates," "expects," "anticipates," "projects," "plans," "intends," "believes," "forecasts" and variations of such words or similar expressions are intended to identify forward-looking statements. All forward-looking statements, including, without limitation, estimates of our future financial results, are based upon our expectations at the time we make them and various assumptions. Our expectations, beliefs and projections are expressed in good faith, and we believe there is a reasonable basis for them. However, there can be no assurance that management's expectations, beliefs and estimates will be achieved, and the Company's actual results may differ from our expectations, beliefs and estimates. Further, preliminary results are subject to normal year-end adjustments. The Company has experienced fluctuating revenues, operating income and cash flow in prior periods and expects that this will occur from time to time in the future. Other factors that could cause such differences include declines in demand for, or changes in, the mix of services and products that we offer, the mix of the geographic locations where our clients are located or where services are performed, adverse financial, real estate or other market and general economic conditions, which could impact each of our segments differently, the pace and timing of the consummation and integration of past and future acquisitions, the Company's ability to realize cost savings and efficiencies, competitive and general economic conditions, retention of staff and clients and other risks described under the heading "Item 1A Risk Factors" in the Company's most recent Form 10-K and in the Company's other filings with the Securities and Exchange Commission, including the risks set forth under "Risks Related to Our Business Segments" and "Risks Related to Our Operations". We are under no duty to update any of the forward looking statements to conform such statements to actual results or events and do not intend to do so.

FTI CONSULTING, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE SIX MONTHS ENDED JUNE 30, 2012 AND 2011
(in thousands, except per share data)
(unaudited)

| | Six Months Ended June 30, | |
|---|------------------------------|------------------|
| | 2012 | 2011 |
| Revenues | \$ 791,471 | \$ 762,253 |
| Operating expenses | | |
| Direct cost of revenues | 493,838 | 473,928 |
| Selling, general and administrative expense | 195,049 | 182,745 |
| Special charges | 26,782 | 15,212 |
| Acquisition-related contingent consideration | (2,984) | 1,595 |
| Amortization of other intangible assets | 11,007 | 10,952 |
| | <u>723,692</u> | <u>684,432</u> |
| Operating income | <u>67,779</u> | <u>77,821</u> |
| Other income (expense) | | |
| Interest income and other | 2,919 | 4,923 |
| Interest expense | (30,399) | (29,810) |
| | <u>(27,480)</u> | <u>(24,887)</u> |
| Income before income tax provision | 40,299 | 52,934 |
| Income tax provision | 14,121 | 18,351 |
| Net income | <u>\$ 26,178</u> | <u>\$ 34,583</u> |
| Earnings per common share - basic | <u>\$ 0.65</u> | <u>\$ 0.82</u> |
| Weighted average common shares outstanding - basic | <u>40,475</u> | <u>42,223</u> |
| Earnings per common share - diluted | <u>\$ 0.61</u> | <u>\$ 0.78</u> |
| Weighted average common shares outstanding - diluted | <u>42,672</u> | <u>44,420</u> |
| Other comprehensive income, net of tax: | | |
| Foreign currency translation adjustments, including tax expense (benefit) of \$0 and (\$2,068) in 2012 and 2011, respectively | \$ 1,889 | \$ 16,655 |
| Other comprehensive income, net of tax | <u>1,889</u> | <u>16,655</u> |
| Comprehensive income | <u>\$ 28,067</u> | <u>\$ 51,238</u> |

FTI CONSULTING, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
FOR THE THREE MONTHS ENDED JUNE 30, 2012 AND 2011
(in thousands, except per share data)
(unaudited)

| | Three Months Ended June 30, | |
|--|--------------------------------|----------------|
| | 2012 | 2011 |
| Revenues | \$ 396,243 | \$ 400,437 |
| Operating expenses | | |
| Direct cost of revenues | 248,220 | 250,844 |
| Selling, general and administrative expense | 92,460 | 94,442 |
| Special charges | 26,782 | 15,212 |
| Acquisition-related contingent consideration | (3,541) | 799 |
| Amortization of other intangible assets | 5,490 | 5,498 |
| | <u>369,411</u> | <u>366,795</u> |
| Operating income | <u>26,832</u> | <u>33,642</u> |

| | | |
|---|--------------------|------------------|
| Other income (expense) | | |
| Interest income and other | (363) | 2,923 |
| Interest expense | <u>(15,195)</u> | <u>(14,500)</u> |
| | <u>(15,558)</u> | <u>(11,577)</u> |
| Income before income tax provision | 11,274 | 22,065 |
| Income tax provision | <u>3,527</u> | <u>6,740</u> |
| Net income | <u>\$ 7,747</u> | <u>\$ 15,325</u> |
| Earnings per common share - basic | <u>\$ 0.19</u> | <u>\$ 0.38</u> |
| Weighted average common shares outstanding - basic | <u>40,592</u> | <u>40,587</u> |
| Earnings per common share - diluted | <u>\$ 0.18</u> | <u>\$ 0.36</u> |
| Weighted average common shares outstanding - diluted | <u>42,074</u> | <u>42,912</u> |
| Other comprehensive income (loss), net of tax: | | |
| Foreign currency translation adjustments, including tax expense (benefit) of \$0 and \$100 in 2012 and 2011, respectively | <u>\$ (10,960)</u> | <u>\$ 1,836</u> |
| Other comprehensive income (loss), net of tax | <u>(10,960)</u> | <u>1,836</u> |
| Comprehensive income (loss) | <u>\$ (3,213)</u> | <u>\$ 17,161</u> |

FTI CONSULTING, INC.
OPERATING RESULTS BY BUSINESS SEGMENT

| | Revenues | Adjusted EBITDA ⁽¹⁾ | Margin | Utilization | Average Billable Rate | Revenue-Generating Headcount |
|---|-------------------|--------------------------------|--------|-------------|-----------------------|------------------------------|
| | (in thousands) | | | | | |
| Three Months Ended June 30, 2012 | | | | | | |
| Corporate Finance/Restructuring | \$ 112,336 | \$ 29,210 | 26.0% | 72% | \$ 400 | 718 |
| Forensic and Litigation Consulting | 90,107 | 17,628 | 19.6% | 65% | \$ 326 | 808 |
| Economic Consulting | 99,455 | 18,491 | 18.6% | 80% | \$ 509 | 467 |
| Technology ⁽²⁾ | 47,697 | 12,849 | 26.9% | N/M | N/M | 311 |
| Strategic Communications ⁽²⁾ | 46,648 | 9,970 | 10.7% | N/M | N/M | 599 |
| | <u>\$ 396,243</u> | <u>83,148</u> | 21.0% | | | <u>2,903</u> |
| Corporate | | <u>(16,532)</u> | | | | |
| Adjusted EBITDA⁽¹⁾ | | <u>\$ 66,616</u> | 16.8% | | | |
| Six Months Ended June 30, 2012 | | | | | | |
| Corporate Finance/Restructuring | \$ 225,814 | \$ 55,974 | 24.8% | 74% | \$ 399 | 718 |
| Forensic and Litigation Consulting | 177,138 | 29,705 | 16.8% | 68% | \$ 326 | 808 |
| Economic Consulting | 199,507 | 36,915 | 18.5% | 83% | \$ 493 | 467 |
| Technology ⁽²⁾ | 97,357 | 26,064 | 26.8% | N/M | N/M | 311 |
| Strategic Communications ⁽²⁾ | 91,655 | 9,499 | 10.4% | N/M | N/M | 599 |
| | <u>\$ 791,471</u> | <u>158,157</u> | 20.0% | | | <u>2,903</u> |
| Corporate | | <u>(37,581)</u> | | | | |
| Adjusted EBITDA⁽¹⁾ | | <u>\$ 120,576</u> | 15.2% | | | |
| Three Months Ended June 30, 2011 | | | | | | |
| Corporate Finance/Restructuring | \$ 101,896 | \$ 14,075 | 13.8% | 65% | \$ 420 | 730 |
| Forensic and Litigation Consulting | 93,368 | 17,932 | 19.2% | 71% | \$ 330 | 863 |
| Economic Consulting | 94,480 | 18,823 | 19.9% | 86% | \$ 496 | 409 |
| Technology ⁽²⁾ | 57,130 | 20,313 | 35.6% | N/M | N/M | 261 |
| Strategic Communications ⁽²⁾ | 53,563 | 6,443 | 12.0% | N/M | N/M | 562 |
| | <u>\$ 400,437</u> | <u>77,586</u> | 19.4% | | | <u>2,825</u> |
| Corporate | | <u>(16,090)</u> | | | | |
| Adjusted EBITDA⁽¹⁾ | | <u>\$ 61,496</u> | 15.4% | | | |
| Six Months Ended June 30, 2011 | | | | | | |
| Corporate Finance/Restructuring | \$ 209,150 | \$ 31,677 | 15.1% | 68% | \$ 426 | 730 |
| Forensic and Litigation Consulting | 176,281 | 33,924 | 19.2% | 70% | \$ 330 | 863 |
| Economic Consulting | 168,739 | 31,985 | 19.0% | 87% | \$ 487 | 409 |
| Technology ⁽²⁾ | 108,165 | 38,743 | 35.8% | N/M | N/M | 261 |
| Strategic Communications ⁽²⁾ | 99,918 | 11,839 | 11.8% | N/M | N/M | 562 |
| | <u>\$ 762,253</u> | <u>148,168</u> | 19.4% | | | <u>2,825</u> |
| Corporate | | <u>(30,094)</u> | | | | |
| Adjusted EBITDA⁽¹⁾ | | <u>\$ 118,074</u> | 15.5% | | | |

(1) We define Adjusted EBITDA as net income before income tax provision, other income (expense), depreciation, amortization of intangible assets and special charges. Amounts presented in the Adjusted EBITDA column for each segment reflect the segments' respective Adjusted Segment EBITDA. We define Adjusted Segment EBITDA as the segments' share of consolidated operating income before depreciation, amortization of intangible assets and special charges. Although Adjusted EBITDA and Adjusted Segment EBITDA are not measures of financial condition or performance determined in accordance with generally accepted accounting principles ("GAAP"), we believe that these measures can be a useful operating performance measure for evaluating our results of operations as compared from period to period and as compared to our competitors. We use Adjusted EBITDA and Adjusted Segment EBITDA to evaluate and compare the operating performance of our segments.

Adjusted EBITDA and Adjusted Segment EBITDA are not defined in the same manner by all companies and may not be comparable to other similarly titled measures of other companies. These non-GAAP measures should be considered in addition to, but not as a substitute for or superior to, the information contained in our Condensed Consolidated Statements of Comprehensive Income (Loss). See also our reconciliation of non-GAAP financial measures.

(2) The majority of the Technology and Strategic Communications segments' revenues are not generated based on billable hours. Accordingly, utilization and average billable rate metrics are not presented as they are not meaningful as a segment-wide metric.

FTI CONSULTING, INC.
RECONCILIATION OF NON-GAAP FINANCIAL MEASURES
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2012 AND 2011
(unaudited)

Three Months Ended

Six Months Ended

| | June 30, | | June 30, | |
|---|------------------|------------------|------------------|------------------|
| | 2012 | 2011 | 2012 | 2011 |
| Net income | \$ 7,747 | \$ 15,325 | \$ 26,178 | \$ 34,583 |
| Add back: Special charges, net of tax effect ⁽¹⁾ | 17,320 | 9,285 | 17,320 | 9,285 |
| Adjusted Net Income ⁽²⁾ | \$ 25,067 | \$ 24,610 | \$ 43,498 | \$ 43,868 |
| Earnings per common share - diluted | \$ 0.18 | \$ 0.36 | \$ 0.61 | \$ 0.78 |
| Add back: Special charges, net of tax effect ⁽¹⁾ | 0.42 | 0.21 | 0.41 | 0.21 |
| Adjusted EPS ⁽²⁾ | \$ 0.60 | \$ 0.57 | \$ 1.02 | \$ 0.99 |
| Weighted average number of common shares outstanding - diluted | 42,074 | 42,912 | 42,672 | 44,420 |

⁽¹⁾ The tax effect takes into account the tax treatment and related tax rate(s) that apply to each adjustment in the applicable tax jurisdiction(s). As a result, the effective tax rates for the adjustments for the second quarter of 2012 and 2011 were 35.3% and 39.0%, respectively. The tax expense for the three and six months ended June 30, 2012 was \$9,462 or \$0.22 per share. The tax expense for the three and six months ended June 30, 2011 was \$5,927 and \$0.14 and \$0.13 per share, respectively.

⁽²⁾ We define Adjusted Net Income and Adjusted EPS as net income and earnings per diluted share, respectively, excluding the net impact of any special charges and any loss on early extinguishment of debt that were incurred in that period.

RECONCILIATION OF NET INCOME AND OPERATING INCOME (LOSS) TO ADJUSTED EBITDA
(in thousands)

| Three Months Ended June 30, 2012 | Corporate Finance / Restructuring | Forensic and Litigation Consulting | Economic Consulting | Technology | Strategic Communications | Corp HQ | Total |
|---|-----------------------------------|------------------------------------|---------------------|------------------|--------------------------|--------------------|-------------------|
| Net income | | | | | | | \$ 7,747 |
| Interest income and other | | | | | | | 363 |
| Interest expense | | | | | | | 15,195 |
| Income tax provision | | | | | | | 3,527 |
| | | | | | | | \$ |
| Operating income (loss) | \$ 15,783 | \$ 8,938 | \$ 16,551 | \$ 4,757 | \$ (1,370) | \$ (17,827) | 26,832 |
| Depreciation and amortization | 858 | 942 | 724 | 3,142 | 669 | 1,177 | 7,512 |
| Amortization of other intangible assets | 1,453 | 495 | 398 | 1,984 | 1,160 | - | 5,490 |
| Special charges | 11,116 | 7,253 | 818 | 2,966 | 4,511 | 118 | 26,782 |
| Adjusted EBITDA ⁽¹⁾ | \$ 29,210 | \$ 17,628 | \$ 18,491 | \$ 12,849 | \$ 4,970 | \$ (16,532) | \$ 66,616 |
| Six Months Ended June 30, 2012 | | | | | | | |
| Net income | | | | | | | \$ 26,178 |
| Interest income and other | | | | | | | (2,919) |
| Interest expense | | | | | | | 30,399 |
| Income tax provision | | | | | | | 14,121 |
| | | | | | | | \$ |
| Operating income | \$ 40,230 | \$ 19,532 | \$ 33,871 | \$ 12,958 | \$ 1,287 | \$ (40,099) | 67,779 |
| Depreciation and amortization | 1,723 | 1,923 | 1,429 | 6,164 | 1,369 | 2,400 | 15,008 |
| Amortization of other intangible assets | 2,905 | 997 | 797 | 3,976 | 2,332 | - | 11,007 |
| Special charges | 11,116 | 7,253 | 818 | 2,966 | 4,511 | 118 | 26,782 |
| Adjusted EBITDA ⁽¹⁾ | \$ 55,974 | \$ 29,705 | \$ 36,915 | \$ 26,064 | \$ 9,499 | \$ (37,581) | \$ 120,576 |
| Three Months Ended June 30, 2011 | | | | | | | |
| Net income | | | | | | | \$ 15,325 |
| Interest income and other | | | | | | | (2,923) |
| Interest expense | | | | | | | 14,500 |
| Income tax provision | | | | | | | 6,740 |
| | | | | | | | \$ |
| Operating income | \$ 2,321 | \$ 15,640 | \$ 15,798 | \$ 15,594 | \$ 4,497 | \$ (20,208) | 33,642 |
| Depreciation and amortization | 894 | 857 | 635 | 2,741 | 739 | 1,278 | 7,144 |
| Amortization of other intangible assets | 1,420 | 596 | 297 | 1,978 | 1,207 | - | 5,498 |
| Special charges | 9,440 | 839 | 2,093 | - | - | 2,840 | 15,212 |
| Adjusted EBITDA ⁽¹⁾ | \$ 14,075 | \$ 17,932 | \$ 18,823 | \$ 20,313 | \$ 6,443 | \$ (16,090) | \$ 61,496 |
| Six Months Ended June 30, 2011 | | | | | | | |
| Net income | | | | | | | \$ 34,583 |
| Interest income and other | | | | | | | (4,923) |
| Interest expense | | | | | | | 29,810 |
| Income tax provision | | | | | | | 18,351 |
| | | | | | | | \$ |
| Operating income | \$ 17,629 | \$ 30,186 | \$ 28,096 | \$ 29,364 | \$ 7,955 | \$ (35,409) | 77,821 |
| Depreciation and amortization | 1,770 | 1,712 | 1,203 | 5,425 | 1,504 | 2,475 | 14,089 |
| Amortization of other intangible assets | 2,838 | 1,187 | 593 | 3,954 | 2,380 | - | 10,952 |
| Special charges | 9,440 | 839 | 2,093 | - | - | 2,840 | 15,212 |
| Adjusted EBITDA ⁽¹⁾ | \$ 31,677 | \$ 33,924 | \$ 31,985 | \$ 38,743 | \$ 11,839 | \$ (30,094) | \$ 118,074 |

⁽¹⁾ We define Adjusted EBITDA as net income before income tax provision, other income (expense), depreciation, amortization of intangible assets and special charges. Amounts presented in the Adjusted EBITDA column for each segment reflect the segments' respective Adjusted Segment EBITDA. We define Adjusted Segment EBITDA as the segments' share of consolidated operating income before depreciation, amortization of intangible assets and special charges. Although Adjusted EBITDA and Adjusted Segment EBITDA are not measures of financial condition or performance determined in accordance with generally accepted accounting principles ("GAAP"), we believe that these measures can be a useful operating performance measure for evaluating our results of operations as compared from

period to period and as compared to our competitors. We use Adjusted EBITDA and Adjusted Segment EBITDA to evaluate and compare the operating performance of our segments.

Adjusted EBITDA and Adjusted Segment EBITDA are not defined in the same manner by all companies and may not be comparable to other similarly titled measures of other companies. These non-GAAP measures should be considered in addition to, but not as a substitute for or superior to, the information contained in our Condensed Consolidated Statements of Comprehensive Income (Loss).

FTI CONSULTING, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE SIX MONTHS ENDED JUNE 30, 2012 AND 2011
(in thousands)
(unaudited)

| | Six Months Ended | |
|--|-------------------|------------------|
| | June 30, | |
| | 2012 | 2011 |
| Operating activities | | |
| Net income | \$ 26,178 | \$ 34,583 |
| Adjustments to reconcile net income to net cash used in operating activities: | | |
| Depreciation and amortization | 18,449 | 14,088 |
| Amortization of other intangible assets | 11,186 | 10,952 |
| Acquisition-related contingent consideration | (2,984) | 1,595 |
| Provision for doubtful accounts | 7,027 | 5,768 |
| Non-cash share-based compensation | 17,805 | 22,283 |
| Excess tax benefits from share-based compensation | (71) | (124) |
| Non-cash interest expense | 3,887 | 4,190 |
| Other | 141 | 136 |
| Changes in operating assets and liabilities, net of effects from acquisitions: | | |
| Accounts receivable, billed and unbilled | (50,190) | (99,137) |
| Notes receivable | (23,834) | (4,638) |
| Prepaid expenses and other assets | (4,363) | (5,893) |
| Accounts payable, accrued expenses and other | (1,216) | 227 |
| Income taxes | (17,108) | (8,599) |
| Accrued compensation | (43,081) | 4,093 |
| Billings in excess of services provided | 886 | 7,652 |
| Net cash used in operating activities | <u>(57,288)</u> | <u>(12,824)</u> |
| Investing activities | | |
| Payments for acquisition of businesses, net of cash received | (21,550) | (50,888) |
| Purchases of property and equipment | (13,728) | (12,705) |
| Other | 93 | (405) |
| Net cash used in investing activities | <u>(35,185)</u> | <u>(63,998)</u> |
| Financing activities | | |
| Borrowings under revolving line of credit | - | 25,000 |
| Payments of revolving line of credit | - | (25,000) |
| Payments of long-term debt and capital lease obligations | (1,974) | (937) |
| Purchase and retirement of common stock | - | (209,400) |
| Net issuance of common stock under equity compensation plans | (840) | 685 |
| Excess tax benefit from share-based compensation | 71 | 124 |
| Other | (1,395) | 51 |
| Net cash used in financing activities | <u>(4,138)</u> | <u>(209,477)</u> |
| Effect of exchange rate changes on cash and cash equivalents | <u>(1,831)</u> | <u>474</u> |
| Net decrease in cash and cash equivalents | (98,442) | (285,825) |
| Cash and cash equivalents, beginning of period | 264,423 | 384,570 |
| Cash and cash equivalents, end of period | <u>\$ 165,981</u> | <u>\$ 98,745</u> |

FTI CONSULTING, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
AT JUNE 30, 2012 AND DECEMBER 31, 2011
(in thousands, except per share amounts)

| | June 30, | December 31, |
|---|---------------------|---------------------|
| | 2012 | 2011 |
| | (unaudited) | |
| Assets | | |
| Current assets | | |
| Cash and cash equivalents | \$ 165,981 | \$ 264,423 |
| Restricted cash | 1,152 | 10,213 |
| Accounts receivable: | | |
| Billed receivables | 355,598 | 335,758 |
| Unbilled receivables | 200,361 | 173,440 |
| Allowance for doubtful accounts and unbilled services | (83,300) | (80,096) |
| Accounts receivable, net | 472,659 | 429,102 |
| Current portion of notes receivable | 33,454 | 26,687 |
| Prepaid expenses and other current assets | 35,400 | 30,448 |
| Income taxes receivable | 15,790 | 10,081 |
| Total current assets | 724,436 | 770,954 |
| Property and equipment, net of accumulated depreciation | 68,807 | 74,448 |
| Goodwill | 1,313,382 | 1,309,358 |
| Other intangible assets, net of amortization | 107,782 | 118,889 |
| Notes receivable, net of current portion | 99,191 | 81,748 |
| Other assets | 60,483 | 55,687 |
| Total assets | <u>\$ 2,374,081</u> | <u>\$ 2,411,084</u> |
| Liabilities and Stockholders' Equity | | |
| Current liabilities | | |
| Accounts payable, accrued expenses and other | \$ 96,421 | \$ 132,773 |
| Accrued compensation | 137,378 | 180,366 |
| Current portion of long-term debt and capital lease obligations | 154,305 | 153,381 |
| Billings in excess of services provided | 19,958 | 19,063 |
| Deferred income taxes | 7,375 | 12,254 |
| Total current liabilities | 415,437 | 497,837 |

| | | |
|---|---------------------|---------------------|
| Long-term debt and capital lease obligations, net of current portion | 643,078 | 643,579 |
| Deferred income taxes | 94,376 | 88,071 |
| Other liabilities | 70,867 | 75,395 |
| Total liabilities | <u>1,223,758</u> | <u>1,304,882</u> |
| Stockholders' equity | | |
| Preferred stock, \$0.01 par value; shares authorized —5,000; none outstanding | - | - |
| Common stock, \$0.01 par value; shares authorized —75,000; shares issued and outstanding —42,039 (2012) and 41,555 (2011) | 420 | 415 |
| Additional paid-in capital | 400,027 | 383,978 |
| Retained earnings | 804,379 | 778,201 |
| Accumulated other comprehensive loss | (54,503) | (56,392) |
| Total stockholders' equity | <u>1,150,323</u> | <u>1,106,202</u> |
| Total liabilities and stockholders' equity | <u>\$ 2,374,081</u> | <u>\$ 2,411,084</u> |

SOURCE FTI Consulting, Inc.

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