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

# FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended March 31, 2009**

**OR**

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from to**

**Commission file number 001-14875**

# FTI CONSULTING, INC.
**(Exact Name of Registrant as Specified in its Charter)**

| **Maryland** | **52-1261113** |
|---|---|
| **(State or Other Jurisdiction of Incorporation or Organization)** | **(I.R.S. Employer Identification No.)** |
| **777 South Flagler Drive, Suite 1500 West Tower, West Palm Beach, Florida** | **33401** |
| **(Address of Principal Executive Offices)** | **(Zip Code)** |

**(561) 515-1900**
**(Registrant's telephone number, including area code)**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web Site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files. Yes ☐ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer", and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☒ Accelerated filer ☐
Non-accelerated filer ☐ (Do not check if a smaller reporting company) Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

| Class | Outstanding at April 30, 2009 |
|---|---|
| Common stock, par value $0.01 per share | 51,335,240 |

FTI CONSULTING, INC. AND SUBSIDIARIES

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# PART I—FINANCIAL INFORMATION

## FTI Consulting, Inc. and Subsidiaries

## Condensed Consolidated Balance Sheets

(in thousands, except per share amounts)

**Item 1. Financial Statements**

| | March 31, 2009 (Unaudited) | December 31, 2008 (a) |
|---|---|---|
| **Assets** | | |
| **Current assets** | | |
| Cash and cash equivalents | $ 157,695 | $ 191,842 |
| Accounts receivable: | | |
| Billed receivables | 255,071 | 237,009 |
| Unbilled receivables | 127,241 | 98,340 |
| Allowance for doubtful accounts and unbilled services | (58,641) | (45,309) |
| Accounts receivable, net | 323,671 | 290,040 |
| Notes receivable | 17,043 | 15,145 |
| Prepaid expenses and other current assets | 27,647 | 31,055 |
| Deferred income taxes | 24,372 | 24,372 |
| Total current assets | 550,428 | 552,454 |
| Property and equipment, net of accumulated depreciation | 76,265 | 78,575 |
| Goodwill | 1,143,689 | 1,151,388 |
| Other intangible assets, net of amortization | 184,137 | 189,304 |
| Notes receivable, net of current portion | 58,176 | 56,500 |
| Other assets | 58,515 | 59,349 |
| **Total assets** | $2,071,210 | $2,087,570 |
| **Liabilities and Stockholders' Equity** | | |
| **Current liabilities** | | |
| Accounts payable, accrued expenses and other | $ 67,869 | $ 109,036 |
| Accrued compensation | 97,654 | 133,103 |
| Current portion of long-term debt and capital lease obligations | 146,331 | 132,915 |
| Billings in excess of services provided | 28,267 | 30,872 |
| Total current liabilities | 340,121 | 405,926 |
| Long-term debt and capital lease obligations, net of current portion | 418,572 | 418,592 |
| Deferred income taxes | 88,067 | 83,777 |
| Other liabilities | 47,722 | 45,037 |
| **Total liabilities** | 894,482 | 953,332 |
| Commitments and contingent liabilities (notes 9, 11 and 12) | | |
| **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—51,326 (2009) and 50,934 (2008) | 513 | 509 |
| Additional paid-in capital | 752,059 | 735,180 |
| Retained earnings | 510,554 | 478,882 |
| Accumulated other comprehensive income | (86,398) | (80,333) |
| **Total stockholders' equity** | 1,176,728 | 1,134,238 |
| **Total liabilities and stockholders' equity** | $2,071,210 | $2,087,570 |

(a) 2008 has been retrospectively adjusted for the adoption of FASB Staff Position No. APB 14-1, "Accounting for Convertible Debt Instruments that May be Settled in Cash Upon Conversion (Including Partial Cash Settlement)." See Note 2 for additional details.

See accompanying notes to the condensed consolidated financial statements

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**FTI Consulting, Inc. and Subsidiaries**

**Condensed Consolidated Statements of Income**
(in thousands, except per share data)
Unaudited

| | Three Months Ended March 31, | |
|---|---|---|
| | 2009 | 2008 (a) |
| **Revenues** | $347,846 | $307,102 |
| **Operating expenses** | | |
| Direct cost of revenues | 192,412 | 172,521 |
| Selling, general and administrative expense | 88,753 | 72,572 |
| Amortization of other intangible assets | 6,050 | 2,898 |
| | 287,215 | 247,991 |
| **Operating income** | 60,631 | 59,111 |
| **Other income (expense)** | | |
| Interest income and other | 2,053 | 3,311 |
| Interest expense | (11,013) | (11,599) |
| Litigation settlement gains (losses), net | 250 | (1) |
| | (8,710) | (8,289) |
| **Income before income tax provision** | 51,921 | 50,822 |
| **Income tax provision** | 20,249 | 20,122 |
| **Net income** | $ 31,672 | $ 30,700 |
| **Earnings per common share—basic** | $ 0.63 | $ 0.64 |
| **Earnings per common share—diluted** | $ 0.60 | $ 0.58 |

(a) 2008 has been retrospectively adjusted for the adoption of FASB Staff Position No. APB 14-1, “Accounting for Convertible Debt Instruments that May be Settled in Cash Upon Conversion (Including Partial Cash Settlement).” See Note 2 for additional details.

See accompanying notes to the condensed consolidated financial statements

**FTI Consulting, Inc. and Subsidiaries**

**Condensed Consolidated Statement of Stockholders' Equity and Comprehensive Income**
(in thousands)
Unaudited

| | Common Stock | | Additional Paid-in Capital | Retained Earnings | Accumulated Other Comprehensive Income | Total |
|---|---|---|---|---|---|---|
| | Shares | Amount | | | | |
| **Balance January 1, 2009 (a)** | 50,934 | $ 509 | $735,180 | $478,882 | $ (80,333) | $1,134,238 |
| Comprehensive income: | | | | | | |
| Cumulative translation adjustment, net of income taxes of $0 | — | — | — | — | (6,065) | (6,065) |
| Net income | — | — | — | 31,672 | — | 31,672 |
| Total comprehensive income | | | | | | 25,607 |
| Issuance of common stock in connection with: | | | | | | |
| Exercise of options, including income tax benefit of $201 | 53 | 1 | 1,423 | — | — | 1,424 |
| Employee stock purchase plan | 138 | 1 | 5,236 | — | — | 5,237 |
| Restricted share grants, less net settled shares of 12 | 201 | 2 | (532) | — | — | (530) |
| Stock units issued under incentive compensation plan | — | — | 5,308 | — | — | 5,308 |
| Business combinations | — | — | (130) | — | — | (130) |
| Share-based compensation | — | — | 5,574 | — | — | 5,574 |
| **Balance March 31, 2009** | 51,326 | $ 513 | $752,059 | $510,554 | $ (86,398) | $1,176,728 |

(a) Retrospectively adjusted for the adoption of FASB Staff Position No. APB 14-1, "Accounting for Convertible Debt Instruments that May be Settled in Cash Upon Conversion (Including Partial Cash Settlement)." See Note 2 for additional details.

See accompanying notes to the condensed consolidated financial statements

**FTI Consulting, Inc. and Subsidiaries**

**Condensed Consolidated Statements of Cash Flow**
(in thousands)
Unaudited

| | Three Months Ended March 31, | |
|---|---|---|
| | 2009 | 2008 (a) |
| **Operating activities** | | |
| Net income | $ 31,672 | $ 30,700 |
| Adjustments to reconcile net income to net cash used in operating activities: | | |
| Depreciation | 7,032 | 6,026 |
| Amortization of other intangible assets | 6,050 | 2,898 |
| Provision for doubtful accounts | 6,788 | 4,546 |
| Non-cash share-based compensation | 6,445 | 6,706 |
| Excess tax benefits from share-based compensation | (185) | (2,642) |
| Non-cash interest expense | 1,854 | 1,749 |
| Other | 62 | (184) |
| Changes in operating assets and liabilities, net of effects from acquisitions: | | |
| Accounts receivable, billed and unbilled | (41,148) | (59,084) |
| Notes receivable | (3,836) | 1,655 |
| Prepaid expenses and other assets | 943 | (1,974) |
| Accounts payable, accrued expenses and other | (2,896) | 1,006 |
| Income taxes | 9,614 | 17,395 |
| Accrued compensation | (28,403) | (18,077) |
| Billings in excess of services provided | (2,526) | (830) |
| Net cash used in operating activities | (8,534) | (10,110) |
| **Investing activities** | | |
| Payments for acquisition of businesses, including contingent payments and acquisition costs, net of cash received | (25,742) | (93,636) |
| Purchases of property and equipment | (4,459) | (7,525) |
| Other | 173 | (27,371) |
| Net cash used in investing activities | (30,028) | (128,532) |
| **Financing activities** | | |
| Payments of long-term debt and capital lease obligations | (322) | (6,335) |
| Issuance of common stock under equity compensation plans | 5,930 | 8,582 |
| Excess of tax benefits from share-based compensation | 185 | 2,642 |
| Net cash provided by financing activities | 5,793 | 4,889 |
| Effect of exchange rate changes and fair value adjustments on cash and cash equivalents | (1,378) | 358 |
| Net decrease in cash and cash equivalents | (34,147) | (133,395) |
| Cash and cash equivalents, beginning of period | 191,842 | 360,463 |
| Cash and cash equivalents, end of period | $157,695 | $ 227,068 |
| **Supplemental cash flow disclosures** | | |
| Cash paid for interest | $ 3,024 | $ 11,819 |
| Cash paid for income taxes, net of refunds | 10,635 | 2,727 |
| Non-cash investing and financing activities: | | |
| Issuance of common stock to acquire businesses | — | 13,040 |
| Issuance of stock units under incentive compensation plans | 5,308 | 3,441 |
| Issuance of notes payable as contingent consideration | 12,778 | 506 |

(a) 2008 has been retrospectively adjusted for the adoption of FASB Staff Position No. APB 14-1, “Accounting for Convertible Debt Instruments that May be Settled in Cash Upon Conversion (Including Partial Cash Settlement).” See Note 2 for additional details.

See accompanying notes to the condensed consolidated financial statements

**FTI Consulting, Inc. and Subsidiaries**

**Notes to Condensed Consolidated Financial Statements**
(amounts in tables expressed in thousands, except per share data)
Unaudited

**1. Basis of Presentation and Significant Accounting Policies**

Our unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States (GAAP) and under the rules and regulations of the Securities and Exchange Commission (SEC) for interim financial information. Some of the information and footnote disclosures normally included in annual financial statements have been condensed or omitted pursuant to those rules or regulations. In management's opinion, the interim financial statements reflect all adjustments that are necessary for a fair presentation of the results for the interim periods presented. All adjustments made were normal recurring accruals. Results of operations for the interim periods presented herein are not necessarily indicative of results of operations for a full year. These financial statements should be read in conjunction with the condensed consolidated financial statements and the notes contained in our Annual Report on Form 10-K for the year ended December 31, 2008.

**2. Retrospective Adjustment of Consolidated Financial Statements**

As of January 1, 2009, we adopted FASB Staff Position No. APB 14-1, "Accounting for Convertible Debt Instruments that May be Settled in Cash upon Conversion (Including Partial Cash Settlement)" (FSP APB 14-1) which addresses the accounting for convertible debt that may be settled in cash upon conversion. FSP APB 14-1 requires issuers of convertible debt instruments that may be settled in cash upon conversion (including partial cash settlement) to separately account for the liability and equity (conversion feature) components of the instruments. As a result, interest expense is imputed and recognized based on the issuer's nonconvertible borrowing rate. Our 3 3/4% Convertible Senior Subordinated Notes due 2012 issued in August 2005 ("Convertible Notes") are subject to FSP APB 14-1. The adoption of FSP APB 14-1 requires retrospective application of its effects to all previous years. The assumed nonconvertible interest rate on the Convertible Notes was 7 5/8% resulting in an implied discount of $31.3 million on the date of issuance. In addition, capitalized note issue costs were allocated between the liability and equity components of the Convertible Notes resulting in a reduction in other assets of $1.2 million. The offset to these adjustments was an increase in additional paid in capital of $18.1 million and deferred tax liability of $12.0 million. The implied discount of $31.3 million is amortized over the life of the Convertible Notes using the effective interest method, resulting in an increase in interest expense of $4.1 million, $3.8 million, and $3.5 million and a decrease in net income of $2.4 million, $2.3 million, and $2.1 million for the years ended December 31, 2008, 2007, and 2006, respectively. In addition, retrospective adoption of FSP APB 14-1 decreased basic earnings per share by $0.05, $0.05 and $0.06 and decreased fully diluted earnings per share by $0.05, $0.05 and $0.05 for the years ended December 31, 2008, 2007 and 2006, respectively. The cumulative effect of this accounting change for years prior to 2009 was to decrease net income and thus retained earnings by $7.6 million.

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**FTI Consulting, Inc. and Subsidiaries**

**Notes to Condensed Consolidated Financial Statements—(Continued)**
(amounts in tables expressed in thousands, except per share data)
Unaudited

The following table details the impact of this retrospective adjustment on the Condensed Consolidated Income Statement for the three months ended March 31, 2008.

| | Three Months Ended March 31, 2008 | | |
|---|---|---|---|
| | As Previously Reported | Effect of FSP APB 14-1 | As Retrospectively Adjusted |
| **Revenues** | $307,102 | $ — | $ 307,102 |
| **Operating expenses** | | | |
| Direct cost of revenues | 172,521 | — | 172,521 |
| Selling, general and administrative expense | 72,572 | — | 72,572 |
| Amortization of other intangible assets | 2,898 | — | 2,898 |
| | 247,991 | — | 247,991 |
| **Operating income** | 59,111 | — | 59,111 |
| **Other income (expense)** | | | |
| Interest income and other | 3,311 | — | 3,311 |
| Interest expense | (10,618) | (981) | (11,599) |
| Litigation settlement losses, net | (1) | — | (1) |
| | (7,308) | (981) | (8,289) |
| **Income before income tax provision** | 51,803 | (981) | 50,822 |
| **Income tax provision** | 20,514 | (392) | 20,122 |
| **Net income** | $ 31,289 | $ (589) | $ 30,700 |
| **Earnings per common share—basic** | $ 0.65 | | $ 0.64 |
| **Earnings per common share—diluted** | $ 0.59 | | $ 0.58 |

**FTI Consulting, Inc. and Subsidiaries**

**Notes to Condensed Consolidated Financial Statements—(Continued)**
(amounts in tables expressed in thousands, except per share data)
Unaudited

The following table details the impact of this retrospective adjustment on the Condensed Consolidated Balance Sheet at December 31, 2008.

| | December 31, 2008 | | |
|---|---|---|---|
| | As Previously Reported | Effect of FSP APB 14-1 | As Retrospectively Adjusted |
| **Assets** | | | |
| **Current assets** | | | |
| Cash and cash equivalents | $ 191,842 | — | $ 191,842 |
| Accounts receivable, net | 290,040 | — | 290,040 |
| Notes receivable | 15,145 | — | 15,145 |
| Prepaid expenses and other current assets | 31,055 | — | 31,055 |
| Deferred income taxes | 24,372 | — | 24,372 |
| Total current assets | 552,454 | — | 552,454 |
| Property and equipment, net of accumulated depreciation | 78,575 | — | 78,575 |
| Goodwill | 1,151,388 | — | 1,151,388 |
| Other intangible assets, net of amortization | 189,304 | — | 189,304 |
| Notes receivable, net of current portion | 56,500 | — | 56,500 |
| Other assets | 59,948 | (599) | 59,349 |
| **Total assets** | $2,088,169 | (599) | $ 2,087,570 |
| **Liabilities and Stockholders' Equity** | | | |
| **Current liabilities** | | | |
| Accounts payable, accrued expenses and other | $ 109,036 | — | $ 109,036 |
| Accrued compensation | 133,103 | — | 133,103 |
| Current portion of long-term debt and capital lease obligations | 150,898 | (17,983) | 132,915 |
| Billings in excess of services provided | 30,872 | — | 30,872 |
| Total current liabilities | 423,909 | (17,983) | 405,926 |
| Long-term debt and capital lease obligations, net of current portion | 418,592 | — | 418,592 |
| Deferred income taxes | 76,804 | 6,973 | 83,777 |
| Other liabilities | 45,037 | — | 45,037 |
| **Total liabilities** | 964,342 | (11,010) | 953,332 |
| Commitments and contingent liabilities (notes 9, 11 and 12) | | | |
| **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—51,326 (2009) and 50,934 (2008) | 509 | — | 509 |
| Additional paid-in capital | 717,158 | 18,022 | 735,180 |
| Retained earnings | 486,493 | (7,611) | 478,882 |
| Accumulated other comprehensive income | (80,333) | — | (80,333) |
| **Total stockholders' equity** | 1,123,827 | 10,411 | 1,134,238 |
| **Total liabilities and stockholders' equity** | $2,088,169 | (599) | $ 2,087,570 |

**FTI Consulting, Inc. and Subsidiaries**

**Notes to Condensed Consolidated Financial Statements—(Continued)**
(amounts in tables expressed in thousands, except per share data)
Unaudited

### 3. Recent Accounting Pronouncements

In April 2009, the FASB issued FSP FAS 141(R)-1, "Accounting for Assets Acquired and Liabilities Assumed in a Business Combination That Arise from Contingencies," (FSP FAS 141(R)-1), which amends and clarifies Statement No. 141(R). FSP FAS 141(R)-1 requires that assets acquired and liabilities assumed in a business combination that arise from contingencies be recognized at fair value if fair value can be reasonably estimated. If fair value cannot be reasonably estimated, the asset or liability would generally be recognized in accordance with FASB Statement No. 5, "Accounting for Contingencies," and FASB Interpretation No. 14, "Reasonable Estimation of the Amount of a Loss." Further, the FASB decided to remove the subsequent accounting guidance for assets and liabilities arising from contingencies from Statement 141(R), and carry forward without significant revision the guidance in FASB Statement No. 141, "Business Combinations." FSP FAS 141(R)-1 is effective for assets or liabilities arising from contingencies in business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008.

Other recent accounting pronouncements issued by the FASB (including its Emerging Issues Task Force), the American Institute of Certified Public Accountants (AICPA) and the SEC did not or are not believed by management to have a material impact on our present or future consolidated financial statements.

### 4. Earnings Per Common Share

Basic earnings per common share are calculated by dividing net income by the weighted average number of common shares outstanding during the period. Diluted earnings per common share adjust basic earnings per share for the effects of potentially dilutive common shares. Potentially dilutive common shares primarily include the dilutive effects of shares issuable under our equity compensation plans, including restricted shares using the treasury stock method, and shares issuable upon conversion of our Convertible Notes assuming the conversion premium was converted into common stock based on the average closing price per share of our stock during the period. The conversion feature of our Convertible Notes had a dilutive effect on our earnings per share in 2009 and 2008 because the average closing price per share of our common stock was above the conversion price of the Convertible Notes of $31.25 per share.

| | Three Months Ended March 31, | |
|---|---|---|
| | **2009** | **2008** |
| **Numerator—basic and diluted** | | |
| Net income | $31,672 | $30,700 |
| **Denominator** | | |
| Weighted average number of common shares outstanding—basic | 50,171 | 48,325 |
| Effect of dilutive stock options | 1,105 | 1,631 |
| Effect of dilutive convertible notes | 1,424 | 2,309 |
| Effect of dilutive restricted shares | 279 | 452 |
| | 52,979 | 52,717 |
| **Earnings per common share—basic** | $ 0.63 | $ 0.64 |
| **Earnings per common share—diluted** | $ 0.60 | $ 0.58 |
| **Antidilutive stock options and restricted shares** | 931 | 177 |

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**FTI Consulting, Inc. and Subsidiaries**

**Notes to Condensed Consolidated Financial Statements—(Continued)**
(amounts in tables expressed in thousands, except per share data)
Unaudited

### 5. Comprehensive Income

The following table sets forth the components of comprehensive income.

| | Three Months Ended March 31, | |
|---|---|---|
| | 2009 | 2008 |
| Net income | $31,672 | $30,700 |
| Other comprehensive income, net of tax: | | |
| Cumulative translation adjustment | (6,065) | 434 |
| Unrealized gain on cash equivalents | — | 55 |
| Comprehensive income | $25,607 | $31,189 |

### 6. Provision for Doubtful Accounts

The provision for doubtful accounts relates to a client's inability or unwillingness to make required payments, and is classified in selling, general and administrative expense. The provision for doubtful accounts totaled $6.8 million and $4.5 million for the three months ended March 31, 2009 and 2008.

### 7. Research and Development Costs

Research and development costs related to software development charged to expense totaled $5.4 million and $3.0 million, respectively, for the three months ended March 31, 2009 and 2008. Research and development costs are included in selling, general and administrative expense on the Condensed Consolidated Statements of Income in 2009. For the three months ended March 31, 2008, $2.5 million of research and development expenses were classified as direct cost of revenues, and $0.5 million of research and development costs were classified as selling, general and administrative expense.

### 8. Financial Instruments

***Derivative financial instruments***

We enter into derivative contracts to manage our exposure to interest rate changes by achieving a desired proportion of fixed rate versus variable rate debt. We have entered into $60 million notional amount of interest rate swaps which effectively convert $60 million of our 7 5/8% senior notes due 2013 from a fixed rate to a variable rate. We have designated these interest rate swaps as fair value hedges of fixed rate debt in accordance with Statement of Financial Accounting Standards No. 133, "Accounting for Derivative Instruments and Hedging Activities" (SFAS 133). The interest rate swaps qualify for hedge accounting using the short-cut method under SFAS 133 which assumes no hedge ineffectiveness. As a result, the changes in fair value of the interest rate swaps and the changes in the fair value of the hedged debt are assumed to be equal and offsetting and have no effect on our results of operations.

***Fair value of financial instruments***

We consider the recorded value of certain of our financial assets and liabilities, which consist primarily of cash and cash equivalents, accounts receivable and accounts payable, to approximate the fair value of the

**FTI Consulting, Inc. and Subsidiaries**

**Notes to Condensed Consolidated Financial Statements—(Continued)**
(amounts in tables expressed in thousands, except per share data)
Unaudited

respective assets and liabilities at March 31, 2009, based on the short-term nature of the assets and liabilities. The fair value of our long-term debt at March 31, 2009 was $669.8 million compared to a carrying value of $563.5 million. We determined the fair value of our long-term debt based on quoted market prices for our 7 5/8% senior notes due 2013, 7 3/4% senior notes due 2016, and 3 3/4% convertible senior subordinated notes due 2012.

The fair value of our interest rate swaps is $2.6 million and $2.9 million at March 31, 2009 and December 31, 2008, respectively. The fair value is based on estimates to settle the agreements as of the balance sheet date and is presented in the table below.

| Description | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Total |
|---|---|---|---|---|
| **As of March 31, 2009** | | | | |
| Interest rate swaps (Other assets) | $ — | $ 2,646 | $ — | $2,646 |
| Total assets | $ — | $ 2,646 | $ — | $2,646 |
| Hedge adjustment on long term debt (Long term debt) | $ — | $ 2,646 | $ — | $2,646 |
| Total liabilities | $ — | $ 2,646 | $ — | $2,646 |
| **As of December 31, 2008** | | | | |
| Interest rate swaps (Other assets) | $ — | $ 2,884 | $ — | $2,884 |
| Total assets | $ — | $ 2,884 | $ — | $2,884 |
| Hedge adjustment on long term debt (Long term debt) | $ — | $ 2,884 | $ — | $2,884 |
| Total liabilities | $ — | $ 2,884 | $ — | $2,884 |

**9. Acquisitions**

Certain acquisition related restricted stock agreements contain stock price guarantees that may result in cash payments in the future if our share price falls below a specified per share market value on the date the stock restrictions lapse (the “determination date”). The future settlement of any contingency related to security price will be recorded as a reduction to additional paid-in capital. During the first quarter of 2009, we paid $0.1 million in relation to the price protection provision on certain shares that became unrestricted, which was recorded as a reduction to additional paid-in capital. Our remaining stock price guarantee provisions have stock floor prices that range from $22.26 to $69.62 per share and have determination dates that range from 2009 to 2013.

**FTI Consulting, Inc. and Subsidiaries**

**Notes to Condensed Consolidated Financial Statements—(Continued)**
(amounts in tables expressed in thousands, except per share data)
Unaudited

### 10. Goodwill and Other Intangible Assets

The changes in the carrying amounts of goodwill by business segment for the three months ended March 31, 2009, are as follows:

| | Corporate Finance/ Restructuring | Forensic and Litigation Consulting | Strategic Communications | Technology | Economic Consulting | Total |
|---|---|---|---|---|---|---|
| **Balance January 1, 2009** | $ 389,934 | $ 189,129 | $ 262,740 | $ 118,541 | $ 191,044 | $ 1,151,388 |
| Goodwill acquired during the period | — | — | — | — | — | — |
| Contingent consideration | — | 66 | (810) | — | (113) | (857) |
| Adjustments to allocation of purchase price | (3,066) | — | (132) | — | — | (3,198) |
| Foreign currency translation adjustment and other | (65) | (434) | (3,201) | 63 | (7) | (3,644) |
| **Balance March 31, 2009** | $ 386,803 | $ 188,761 | $ 258,597 | $ 118,604 | $ 190,924 | $ 1,143,689 |

Other intangible assets with finite lives are amortized over their estimated applicable useful lives. For intangible assets with finite lives, we recorded amortization expense of $6.1 million and $2.9 million, for the three months ended March 31, 2009 and 2008, respectively. Based solely on the amortizable intangible assets recorded as of March 31, 2009, we estimate amortization expense to be $17.7 million during the remainder of 2009, $21.3 million in 2010, $20.4 million in 2011, $19.9 million in 2012, $17.0 million in 2013, $9.4 million in 2014, and $52.8 million in years after 2014. Actual amortization expense to be reported in future periods could differ from these estimates as a result of new intangible asset acquisitions, finalization of asset valuations for newly acquired assets, changes in useful lives or other relevant factors.

| | | March 31, 2009 | | December 31, 2008 | |
|---|---|---|---|---|---|
| | Useful Life in Years | Gross Carrying Amount | Accumulated Amortization | Gross Carrying Amount | Accumulated Amortization |
| **Amortized intangible assets** | | | | | |
| Contract Backlog | 1 | $ 267 | $ 88 | $ 273 | $ 23 |
| Customer relationships | 3 to 15 | 133,259 | 22,695 | 133,113 | 19,897 |
| Non-competition agreements | 1 to 10 | 17,697 | 6,449 | 17,194 | 5,735 |
| Software | 5 to 6 | 37,700 | 8,134 | 37,700 | 6,401 |
| Tradenames | 1 to 5 | 9,643 | 2,741 | 9,555 | 2,153 |
| | | 198,566 | 40,107 | 197,835 | 34,209 |
| **Unamortized intangible assets** | | | | | |
| Tradenames | Indefinite | 25,678 | — | 25,678 | — |
| | | $ 224,244 | $ 40,107 | $ 223,513 | $ 34,209 |

FTI Consulting, Inc. and Subsidiaries

**Notes to Condensed Consolidated Financial Statements—(Continued)**
(amounts in tables expressed in thousands, except per share data)
Unaudited

**11. Long-term Debt and Capital Lease Obligations**

| | March 31, 2009 | December 31, 2008 |
|---|---|---|
| 7 5/8% senior notes due 2013, including a fair value hedge adjustment of $2,646—March 31, 2009 and $2,884—December 31, 2008 | $ 202,646 | $ 202,884 |
| 7 3/4% senior notes due 2016 | 215,000 | 215,000 |
| 3 3/4% convertible senior subordinated notes due 2012, net of discount of $16,865—March 31, 2009 and $17,983—December 31, 2008 | 133,084 | 131,968 |
| Notes payable to former shareholders of acquired business | 12,789 | 47 |
| **Total debt** | 563,519 | 549,899 |
| Less current portion | 145,873 | 132,015 |
| **Long-term debt, net of current portion** | 417,646 | 417,884 |
| Total capital lease obligations | 1,384 | 1,608 |
| Less current portion | 458 | 900 |
| **Capital lease obligations, net of current portion** | 926 | 708 |
| **Long-term debt and capital lease obligations, net of current portion** | $ 418,572 | $ 418,592 |

As of January 1, 2009, we adopted FSP APB 14-1 which addresses the accounting and disclosure requirements for convertible debt that may be settled in cash upon conversion. Our Convertible Notes are subject to FSP APB 14-1.

The face amount of the Convertible Notes was $149.9 million and $150.0 million as of March 31, 2009 and December 31, 2008, respectively. The difference between the face amount and carrying amount of $16.9 million and $18.0 million represents the implied discount on the Convertible Notes as of March 31, 2009 and December 31, 2008, respectively, which will be amortized over the remaining term of the Notes through June 30, 2012 using the effective interest method. The effective interest rate on the Convertible Notes is 7 5/8%. As of March 31, 2009 and December 31, 2008, the carrying amount of the equity component of the Convertible Notes was $18.0 million. The components of interest cost on the Convertible Notes for the three months ended March 31, 2009 and 2008 were as follows:

| | Three Months Ended March 31, | |
|---|---|---|
| | 2009 | 2008 |
| Contractual interest | $ 1,406 | $ 1,406 |
| Amortization of debt discount | 1,118 | 1,036 |
| Amortization of deferred note issue costs | 160 | 160 |
| Total interest expense | $ 2,684 | $ 2,602 |

On October 15, 2007, the $150.0 million aggregate principal amount of the Convertible Notes became convertible at the option of the holders and is currently convertible through July 15, 2009 as provided in the Indenture covering the Convertible Notes. The Convertible Notes became convertible as a result of the closing price per share of our common stock exceeding the conversion threshold price of $37.50 per share (120% of the applicable conversion price of $31.25 per share) for at least 20 days in the 30 consecutive trading days of each of the periods ended October 15, 2007, January 15, 2008, April 15, 2008, July 15, 2008, October 15, 2008, January 15, 2009 and April 15, 2009.

**FTI Consulting, Inc. and Subsidiaries**

**Notes to Condensed Consolidated Financial Statements—(Continued)**
(amounts in tables expressed in thousands, except per share data)
Unaudited

Upon surrendering any Convertible Note for conversion, in accordance with the Indenture, the holder of such Convertible Note shall receive cash in the amount of the lesser of (i) the $1,000 principal amount of such Convertible Note or (ii) the "conversion value" of the Convertible Note as defined in the indenture. The conversion feature results in a premium over the face amount of the Convertible Notes equal to excess of our stock price as determined by the calculation set forth in the Indenture and the conversion price per share of $31.25 times the conversion ratio of 31.998 shares of common stock for each $1,000 principal amount of the Convertible Notes. We retain our option to satisfy any conversion value in excess of each $1,000 principal amount of the Convertible Notes with shares of common stock, cash or a combination of both cash and shares. The premium will be calculated using the stock price calculation defined in the Indenture. Based on our closing stock price at March 31, 2009, the Convertible Notes conversion value exceeds its principal amount by $79.2 million.

## 12. Commitments and Contingencies

Future contractual obligations related to operating leases entered into during 2009 have resulted in an increase in our total contractual obligations under operating leases of $1.2 million for 2010, $2.1 million for 2011, $2.1 million for 2012, $2.0 million for 2013 and $24.9 million thereafter.

***Contingencies.*** We are subject to legal actions arising in the ordinary course of business. In management's opinion, we believe we have adequate legal defenses and/or insurance coverage with respect to the eventuality of such actions. We do not believe any settlement or judgment would materially affect our financial position or results of operations.

## 13. Share-Based Compensation

Our officers, employees, non-employee directors and certain individual service providers are eligible to participate in FTI's equity compensation plans, subject to the discretion of the administrator of the plans. During the three months ended March 31, 2009, share-based awards included stock option grants of 265,750, restricted stock awards of 257,761 and stock units of 111,850.

Total share-based compensation expense for the three months ended March 31, 2009 and 2008 is detailed in the following table.

| | Three Months Ended March 31, | |
|---|---|---|
| Income Statement Classification | 2009 | 2008 |
| Direct cost of revenues | $ 2,830 | $ 3,759 |
| Selling, general and administrative expense | 3,615 | 2,947 |
| Total share-based compensation expense | $ 6,445 | $ 6,706 |

## 14. Income Taxes

We are not aware of any tax positions for which it is reasonably possible that the total amounts of unrecognized tax benefits would significantly increase or decrease within the next twelve months. As of March 31, 2009, there have been no material changes to the liability for uncertain tax positions. Interest and penalties related to uncertain tax positions are classified as such and excluded from the income tax provision. As of March 31, 2009, our accrual for the payment of tax-related interest and penalties was not material.

**FTI Consulting, Inc. and Subsidiaries**

**Notes to Condensed Consolidated Financial Statements—(Continued)**
(amounts in tables expressed in thousands, except per share data)
Unaudited

We file numerous consolidated and separate income tax returns in the U.S. federal jurisdiction and in many city, state and foreign jurisdictions. We are no longer subject to U.S. federal income tax examinations for years prior to 2004 and are no longer subject to state and local or foreign tax examinations for years prior to 2000. In addition, open tax years related to state and foreign jurisdictions remain subject to examination, but are not considered material to our financial position, results of operations or cash flows.

**15. Segment Reporting**

We manage our business in five reportable operating segments: Corporate Finance/Restructuring, Forensic and Litigation Consulting, Strategic Communications, Technology, and Economic Consulting.

The Corporate Finance/Restructuring segment focuses on strategic, operational, financial and capital needs of businesses around the world and provides consulting and advisory services relating to turnaround, performance improvement, lending solutions, financial and operational restructuring, restructuring advisory, mergers and acquisitions, transaction advisory and interim management. The Forensic and Litigation Consulting segment provides law firms, companies, government clients and other interested parties with dispute advisory, investigations, forensic accounting, business intelligence assessments and risk mitigation services. The Strategic Communications segment provides advice and consulting services relating to financial communications, brand communications, public affairs and reputation management and business consulting. The Technology segment provides products, services and consulting to law firms, companies, courts and government agencies worldwide with the principal business focus on the collection, preservation, review and production of electronically stored information. The Economic Consulting segment provides law firms, companies, government entities and other interested parties with analysis of complex economic issues for use in legal and regulatory proceedings, strategic decision making and public policy debates in the U.S. and internationally.

We evaluate the performance of our operating segments based on operating income excluding depreciation, amortization of other intangible assets, unallocated corporate expenses and including non-operating litigation settlements, which we refer to as “segment EBITDA.” Segment EBITDA consists of the revenues generated by that segment, less the direct costs of revenues and selling, general and administrative costs that are incurred directly by that segment as well as an allocation of certain centrally managed costs, such as information technology services, accounting, marketing and facility costs. Although segment EBITDA is not a measure of financial condition or performance determined in accordance with GAAP, we use it to evaluate and compare the operating performance of our segments and it is one of the primary measures used to determine employee incentive compensation. Unallocated corporate expenses include costs related to centrally managed administrative functions which have not been allocated to the segments. These administrative costs include corporate office support costs, human resources, legal and company-wide business development functions, as well as costs related to overall corporate management. In addition, certain accounting and information technology costs are unallocated.

**FTI Consulting, Inc. and Subsidiaries**

**Notes to Condensed Consolidated Financial Statements—(Continued)**
(amounts in tables expressed in thousands, except per share data)
Unaudited

The table below presents revenues and segment EBITDA for our reportable segments for the three months ended March 31, 2009 and 2008.

| | Three Months Ended March 31, | |
|---|---|---|
| | 2009 | 2008 |
| **Revenues** | | |
| Corporate Finance/Restructuring | $ 127,542 | $ 79,283 |
| Forensic and Litigation Consulting | 66,850 | 60,255 |
| Strategic Communications | 42,771 | 54,614 |
| Technology | 55,847 | 56,535 |
| Economic Consulting | 54,836 | 56,415 |
| Total Revenues | $ 347,846 | $ 307,102 |
| **Segment EBITDA** | | |
| Corporate Finance/Restructuring | $ 40,721 | $ 21,910 |
| Forensic and Litigation Consulting | 15,713 | 14,656 |
| Strategic Communications | 5,796 | 12,679 |
| Technology | 19,326 | 23,322 |
| Economic Consulting | 10,319 | 13,316 |
| Total segment EBITDA | $ 91,875 | $ 85,883 |

The table below reconciles segment EBITDA to income before income tax provision.

| | Three Months Ended March 31, | |
|---|---|---|
| | 2009 | 2008 |
| Segment EBITDA | $ 91,875 | $ 85,883 |
| Segment depreciation expense | (5,443) | (4,632) |
| Amortization of intangible assets | (6,050) | (2,898) |
| Unallocated corporate expenses | (19,751) | (19,243) |
| Interest income and other | 2,053 | 3,311 |
| Interest expense | (11,013) | (11,599) |
| Corporate litigation settlement gains | 250 | — |
| Income before income tax provision | $ 51,921 | $ 50,822 |

**16. Supplemental Condensed Consolidating Guarantor and Non-Guarantor Financial Information**

Substantially all of our domestic subsidiaries are guarantors of borrowings under our senior notes and our convertible notes. The guarantees are full and unconditional and joint and several. All of our guarantors are wholly-owned subsidiaries.

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**FTI Consulting, Inc. and Subsidiaries**

**Notes to Condensed Consolidated Financial Statements—(Continued)**
(amounts in tables expressed in thousands, except per share data)
Unaudited

The following financial information presents condensed consolidating balance sheets, statements of income and statements of cash flow for FTI Consulting, Inc., all the guarantor subsidiaries, all the non-guarantor subsidiaries and the eliminations necessary to arrive at the consolidated information for FTI and its subsidiaries. For purposes of this presentation, we have accounted for our investments in our subsidiaries using the equity method of accounting. The principal eliminating entries eliminate investment in subsidiary and intercompany balances and transactions.

**Condensed Consolidating Balance Sheet Information as of March 31, 2009**

| | FTI Consulting, Inc. | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|---|---|---|---|---|---|
| **Assets** | | | | | |
| Cash and cash equivalents | $ 102,289 | $ 8,203 | $ 47,203 | $ — | $ 157,695 |
| Accounts receivable, net | 118,183 | 167,891 | 37,597 | — | 323,671 |
| Intercompany receivables | 22,896 | 187,682 | 78,372 | (288,950) | — |
| Other current assets | 47,165 | 19,127 | 6,723 | (3,953) | 69,062 |
| **Total current assets** | 290,533 | 382,903 | 169,895 | (292,903) | 550,428 |
| Property and equipment, net | 44,251 | 22,733 | 9,281 | — | 76,265 |
| Goodwill | 416,005 | 525,421 | 202,263 | — | 1,143,689 |
| Other intangible assets, net | 4,023 | 136,338 | 43,776 | — | 184,137 |
| Investments in subsidiaries | 1,256,597 | 832,566 | 742,611 | (2,831,774) | — |
| Other assets | 62,203 | 144,371 | 9,578 | (99,461) | 116,691 |
| **Total assets** | $ 2,073,612 | $ 2,044,332 | $ 1,177,404 | $ (3,224,138) | $ 2,071,210 |
| **Liabilities** | | | | | |
| Intercompany payables | $ 149,068 | $ 61,537 | $ 78,345 | $ (288,950) | $ — |
| Other current liabilities | 236,107 | 80,765 | 27,202 | (3,953) | 340,121 |
| **Total current liabilities** | 385,175 | 142,302 | 105,547 | (292,903) | 340,121 |
| Long-term debt, net | 417,646 | 926 | — | — | 418,572 |
| Other liabilities | 94,063 | 37,320 | 103,867 | (99,461) | 135,789 |
| **Total liabilities** | 896,884 | 180,548 | 209,414 | (392,364) | 894,482 |
| **Stockholders’ equity** | 1,176,728 | 1,863,784 | 967,990 | (2,831,774) | 1,176,728 |
| **Total liabilities and stockholders’ equity** | $ 2,073,612 | $ 2,044,332 | $ 1,177,404 | $ (3,224,138) | $ 2,071,210 |

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**FTI Consulting, Inc. and Subsidiaries**

**Notes to Condensed Consolidated Financial Statements—(Continued)**
(amounts in tables expressed in thousands, except per share data)
Unaudited

**Condensed Consolidating Balance Sheet Information as of December 31, 2008**

| | FTI Consulting, Inc. | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|---|---|---|---|---|---|
| **Assets** | | | | | |
| Cash and cash equivalents | $ 131,412 | $ 11,663 | $ 48,767 | $ — | $ 191,842 |
| Accounts receivable, net | 87,859 | 164,198 | 37,983 | — | 290,040 |
| Intercompany receivables | 74,743 | 173,048 | 91,030 | (338,821) | — |
| Other current assets | 52,097 | 21,166 | 5,523 | (8,214) | 70,572 |
| **Total current assets** | 346,111 | 370,075 | 183,303 | (347,035) | 552,454 |
| Property and equipment, net | 45,089 | 24,457 | 9,029 | — | 78,575 |
| Goodwill | 416,302 | 536,964 | 198,122 | — | 1,151,388 |
| Other intangible assets, net | 4,284 | 138,976 | 46,044 | — | 189,304 |
| Investments in subsidiaries | 1,200,661 | 818,145 | 737,504 | (2,756,310) | — |
| Other assets | 62,188 | 146,431 | 8,538 | (101,308) | 115,849 |
| **Total assets** | $ 2,074,635 | $ 2,035,048 | $ 1,182,540 | $ (3,204,653) | $ 2,087,570 |
| **Liabilities** | | | | | |
| Intercompany payables | $ 178,994 | $ 83,024 | $ 76,803 | $ (338,821) | $ — |
| Other current liabilities | 251,939 | 111,081 | 51,120 | (8,214) | 405,926 |
| **Total current liabilities** | 430,933 | 194,105 | 127,923 | (347,035) | 405,926 |
| Long-term debt, net | 417,883 | 709 | — | — | 418,592 |
| Other liabilities | 91,581 | 35,557 | 102,984 | (101,308) | 128,814 |
| **Total liabilities** | 940,397 | 230,371 | 230,907 | (448,343) | 953,332 |
| **Stockholders' equity** | 1,134,238 | 1,804,677 | 951,633 | (2,756,310) | 1,134,238 |
| **Total liabilities and stockholders' equity** | $ 2,074,635 | $ 2,035,048 | $ 1,182,540 | $ (3,204,653) | $ 2,087,570 |

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FTI Consulting, Inc. and Subsidiaries

**Notes to Condensed Consolidated Financial Statements—(Continued)**
(amounts in tables expressed in thousands, except per share data)
Unaudited

**Condensed Consolidated Statement of Income for the Three Months Ended March 31, 2009**

| | FTI Consulting, Inc. | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|---|---|---|---|---|---|
| **Revenues** | $ 152,118 | $ 301,633 | $ 51,550 | $ (157,455) | $ 347,846 |
| **Operating expenses** | | | | | |
| Direct cost of revenues | 82,974 | 233,136 | 32,505 | (156,203) | 192,412 |
| Selling, general and administrative expense | 42,053 | 38,563 | 9,389 | (1,252) | 88,753 |
| Amortization of other intangible assets | 259 | 4,569 | 1,222 | — | 6,050 |
| **Operating income** | 26,832 | 25,365 | 8,434 | — | 60,631 |
| **Other (expense) income** | (10,760) | 4,237 | (2,187) | — | (8,710) |
| **Income before income tax provision** | 16,072 | 29,602 | 6,247 | — | 51,921 |
| **Income tax provision** | 6,571 | 12,391 | 1,287 | — | 20,249 |
| **Equity in net earnings of subsidiaries** | 22,171 | 4,301 | 2,048 | (28,520) | — |
| **Net income** | $ 31,672 | $ 21,512 | $ 7,008 | $ (28,520) | $ 31,672 |

**Condensed Consolidated Statement of Income for the Three Months Ended March 31, 2008**

| | FTI Consulting, Inc. | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|---|---|---|---|---|---|
| **Revenues** | $ 159,073 | $ 221,543 | $ 54,416 | $ (127,930) | $ 307,102 |
| **Operating expenses** | | | | | |
| Direct cost of revenues | 85,420 | 184,089 | 30,455 | (127,443) | 172,521 |
| Selling, general and administrative expense | 49,765 | 13,236 | 10,058 | (487) | 72,572 |
| Amortization of other intangible assets | 281 | 1,606 | 1,011 | — | 2,898 |
| **Operating income** | 23,607 | 22,612 | 12,892 | — | 59,111 |
| **Other (expense) income** | (8,595) | 5,885 | (5,579) | — | (8,289) |
| **Income before income tax provision** | 15,012 | 28,497 | 7,313 | — | 50,822 |
| **Income tax provision** | 6,706 | 11,881 | 1,535 | — | 20,122 |
| **Equity in net earnings of subsidiaries** | 22,394 | 5,777 | 5,557 | (33,728) | — |
| **Net income** | $ 30,700 | $ 22,393 | $ 11,335 | $ (33,728) | $ 30,700 |

**FTI Consulting, Inc. and Subsidiaries**

**Notes to Condensed Consolidated Financial Statements—(Continued)**
(amounts in tables expressed in thousands, except per share data)
Unaudited

**Condensed Consolidating Statement of Cash Flow for the Three Months Ended March 31, 2009**

| | FTI Consulting, Inc. | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Consolidated |
|---|---|---|---|---|
| **Operating activities** | | | | |
| Net cash provided by (used in) operating activities | $ 2,809 | $ (14,352) | $ 3,009 | $ (8,534) |
| **Investing activities** | | | | |
| Payments for acquisition of businesses, net of cash received | (24,248) | — | (1,494) | (25,742) |
| Purchases of property and equipment and other | (1,187) | (1,809) | (1,290) | (4,286) |
| Net cash used in investing activities | (25,435) | (1,809) | (2,784) | (30,028) |
| **Financing activities** | | | | |
| Payments of long-term debt and capital leases | (100) | (222) | — | (322) |
| Issuance of common stock and other | 5,930 | — | — | 5,930 |
| Excess tax benefits from share based equity | 185 | — | — | 185 |
| Intercompany transfers | (12,512) | 12,923 | (411) | — |
| Net cash (used in) provided by financing activities | (6,497) | 12,701 | (411) | 5,793 |
| Effects of exchange rate changes and fair value adjustments on cash | — | — | (1,378) | (1,378) |
| **Net decrease in cash and cash equivalents** | (29,123) | (3,460) | (1,564) | (34,147) |
| **Cash and cash equivalents, beginning of period** | 131,412 | 11,663 | 48,767 | 191,842 |
| **Cash and cash equivalents, end of period** | $ 102,289 | $ 8,203 | $ 47,203 | $ 157,695 |

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**FTI Consulting, Inc. and Subsidiaries**

**Notes to Condensed Consolidated Financial Statements—(Continued)**
(amounts in tables expressed in thousands, except per share data)
Unaudited

**Condensed Consolidating Statement of Cash Flow for the Three Months Ended March 31, 2008**

| | FTI Consulting, Inc. | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Consolidated |
|---|---|---|---|---|
| **Operating activities** | | | | |
| Net cash (used in) provided by operating activities | $ (18,590) | $ 3,846 | $ 4,634 | $ (10,110) |
| **Investing activities** | | | | |
| Payments for acquisition of businesses, net of cash received | (90,314) | — | (3,322) | (93,636) |
| Purchases of property and equipment and other | (27,210) | (6,632) | (1,054) | (34,896) |
| Net cash used in investing activities | (117,524) | (6,632) | (4,376) | (128,532) |
| **Financing activities** | | | | |
| Payments of long-term debt and capital leases | (6,335) | — | — | (6,335) |
| Issuance of common stock and other | 8,582 | — | — | 8,582 |
| Excess tax benefits from share based equity | 2,642 | — | — | 2,642 |
| Intercompany transfers | (7,313) | 6,881 | 432 | — |
| Net cash (used in) provided by financing activities | (2,424) | 6,881 | 432 | 4,889 |
| Effect of exchange rate changes on cash | 55 | — | 303 | 358 |
| **Net (decrease) increase in cash and cash equivalents** | (138,483) | 4,095 | 993 | (133,395) |
| **Cash and cash equivalents, beginning of period** | 328,505 | 1,273 | 30,685 | 360,463 |
| **Cash and cash equivalents, end of period** | $ 190,022 | $ 5,368 | $ 31,678 | $ 227,068 |

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following is a discussion and analysis of our consolidated financial condition and results of operations for the three-month periods ended March 31, 2009 and 2008 and significant factors that could affect our prospective financial condition and results of operations. This discussion should be read together with the accompanying unaudited condensed consolidated financial statements and related notes and with our Annual Report on Form 10-K for the year ended December 31, 2008. Historical results and any discussion of prospective results may not indicate our future performance. See "Forward Looking Statements."

### BUSINESS OVERVIEW

We are a leading global business advisory firm dedicated to helping organizations protect and enhance their enterprise value. We work closely with our clients to help them anticipate, understand, manage and overcome complex business matters arising from such factors as the economy, financial and credit markets, governmental regulation and legislation and litigation. We assist clients in addressing a broad range of business challenges such as bankruptcy, restructuring, credit issues and indebtedness, mergers and acquisitions (M&A), interim business management, electronic discovery, the management and retrieval of electronically stored information, reputation management and strategic communications. Our experienced teams of professionals include many individuals who are widely recognized as experts in their respective fields. We believe clients retain us because of our recognized expertise and capabilities in highly specialized areas as well as our reputation for satisfying client needs.

We report financial results for the following five operating segments:

The **Corporate Finance/Restructuring** segment focuses on strategic, operational, financial and capital needs of businesses around the world and provides consulting and advisory services relating to turnaround, performance improvement, lending solutions, financial and operational restructuring, restructuring advisory, M&A, transaction advisory and interim management.

The **Forensic and Litigation Consulting** segment provides law firms, companies, government clients and other interested constituencies with dispute advisory, investigations, forensic accounting, business intelligence assessments and risk mitigation services.

The **Strategic Communications** segment provides advice and consulting services relating to financial communications, brand communications, public affairs and reputation management and business consulting.

The **Technology** segment provides products, services and consulting to law firms, companies, courts and government agencies worldwide with the principal business focus on the collection, preservation, review and production of electronically stored information.

The **Economic Consulting** segment provides law firms, companies, government entities and other interested parties with analysis of complex economic issues for use in legal and regulatory proceedings, strategic decision making and public policy debates in the U.S. and internationally.

We derive substantially all of our revenues from providing professional services to both U.S. and global clients. Over the past several years the growth in our revenues and profitability has resulted from the acquisitions we have completed and from our ability to attract new and recurring engagements.

Most of our services are rendered under time and expense arrangements that require the client to pay us a fee for the hours that we incur at agreed upon rates. Under this arrangement we also bill our clients for reimbursable expenses, which may include the cost of producing our work product, and other direct expenses that we incur on behalf of the client, such as travel costs. We also render services where the client is required to pay us a fixed monthly fee or recurring retainer. These arrangements are generally cancellable at any time. Some of

our engagements contain performance-based arrangements in which we earn a success fee when and if certain predefined outcomes occur. This type of success fee may supplement a time-and-expense or fixed-fee arrangement. Success fee revenues may cause significant variations in our revenues and operating results due to the timing of achieving the performance-based criteria. In our Technology segment, clients may also be billed based on the amount of data stored on our electronic systems, the volume of information processed and the number of users licensing our Ringtail ® and Attenex ® products for installation within their own environments. The licensing of these products is sold directly to end users as well as indirectly through our channel partner relationships. While our business has evolved over the last several years, seasonal factors, such as the timing of our revenue-generating professionals' vacations and holidays, continue to impact the timing of our revenues.

Our financial results are primarily driven by:

- the number of revenue-generating professionals;
- the utilization rates of the billable professionals we employ;
- the rate per hour we charge our clients for services;
- the number and size of engagements we secure;
- fees from clients on a retained basis; and
- licensing of our software products and other technology services.

We define EBITDA as operating income before depreciation and amortization of intangible assets plus non-operating litigation settlements. Although EBITDA is not a measure of financial condition or performance determined in accordance with generally accepted accounting principles (GAAP), we believe that it 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. EBITDA is a common alternative measure of operating performance used by investors, financial analysts and credit rating agencies to value and compare the financial performance of companies in our industry. We use EBITDA to evaluate and compare the operating performance of our segments and it is one of the primary measures used to determine employee bonuses. We also use EBITDA to value the businesses we acquire or anticipate acquiring. EBITDA is not defined in the same manner by all companies and may not be comparable to other similarly titled measures of other companies unless the definition is the same. This non-GAAP measure should be considered in addition to, but not as a substitute for or superior to, the information contained in our statements of income.

We evaluate the performance of our operating segments based on operating income excluding depreciation, amortization of other intangible assets, unallocated corporate expenses and including non-operating litigation settlements, which we refer to as "segment EBITDA." Segment EBITDA consists of the revenues generated by that segment, less the direct costs of revenues and selling, general and administrative costs that are incurred directly by that segment as well as an allocation of certain centrally managed costs, such as information technology services, accounting, marketing and facility costs. Although segment EBITDA is not a measure of financial condition or performance determined in accordance with GAAP, we use it to evaluate and compare the operating performance of our segments and it is one of the primary measures used to determine employee incentive compensation. Unallocated corporate expenses include costs related to centrally managed administrative functions which have not been allocated to the segments. These administrative costs include corporate office support costs, human resources, legal and company-wide business development functions, as well as costs related to overall corporate management. In addition, certain accounting and information technology costs are unallocated.

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**EXECUTIVE HIGHLIGHTS**

| | Three Months Ended March 31, | |
|---|---|---|
| | 2009 | 2008 |
| | (in thousands, except per share amounts) | |
| Revenues | $ 347,846 | $ 307,102 |
| Operating income | 60,631 | 59,111 |
| Net income | 31,672 | 30,700 |
| Earnings per common share—diluted | 0.60 | 0.58 |
| EBITDA | 73,963 | 68,034 |
| Total number of employees at March 31, | 3,353 | 2,829 |

We define acquisition growth as the results of operations of acquired companies in the first year following the effective date of an acquisition. Our definition of organic growth is the change in the results of operations excluding the impact of acquisitions.

**First Quarter 2009 Executive Highlights**

Revenues for the quarter ended March 31, 2009 increased 13.3% to $347.8 million, compared to $307.1 million in the prior year. The Company grew organically at 2% with the balance coming from contributions from companies acquired during 2008. Excluding the estimated negative impact of the appreciation of the U.S. dollar against other currencies in the first quarter versus the prior year quarter, the Company experienced a 6% organic growth rate. Acquisitions contributed materially to the growth of the Corporate Finance/Restructuring, Forensic and Litigation Consulting, Strategic Communications and Technology segments. Revenue contribution from acquisitions in the Economic Consulting segment in the first quarter of 2009 was not material.

The higher revenues and operating income in the quarter were driven primarily by significant growth in the Company's restructuring activities and, to a lesser extent, by the commencement of work related to several large financial fraud cases. These served to offset weaker activity levels around the global capital markets and litigation and regulatory investigations.

EBITDA increased by $5.9 million, or 8.7%, to $74.0 million compared to $68.0 million in the same period last year. The increase was primarily a result of extremely strong performance by the Company's Corporate Finance/Restructuring segment and, to a lesser extent by higher profits from the Forensic and Litigation Consulting segment, which offset declines in the Strategic Communications, Technology and Economic Consulting segments. EBITDA was 21.3% of revenue in the 2009 first quarter compared to 22.2% of revenue in the 2008 period.

Earnings per diluted share were $0.60 compared to $0.58 in the prior year period reflecting increased operating earnings. The estimated year over year foreign currency translation impact of a stronger U.S. dollar, primarily against the British pound, reduced earnings per diluted share by $0.03 in the quarter.

Cash used in operating activities in the 2009 first quarter was $8.5 million compared to $10.1 million used in the prior year reflecting higher earnings and stronger accounts receivable collections, partially offset by an increase in compensation related costs and income tax payments.

Headcount increased by 524, or 18.5%, to 3,353 through a combination of hiring to support the growth of the business and the retention of employees who joined the Company through acquired businesses.

**Operational Highlights**

The strong organic revenue growth experienced by the Company's Corporate Finance/Restructuring segment throughout 2008 continued in the first quarter of 2009 and was supplemented by revenue from acquired businesses. The segment continued to be active in restructuring assignments in a broad range of industries being impacted by the global credit crisis and economic recession such as financial services, retail, automotive and the homebuilding/real estate/construction markets. More recently, restructuring activity has spread to the high technology and leisure sectors. Segment growth was also enhanced by accelerating revenue from the U.K. restructuring practice which has increased headcount and expanded its range of offerings to meet demand for its services, as well as the initial contribution from the segment's newly-established practice in Toronto, which is experiencing demand for its services from Canada and Latin America. Profitability in the segment was strong as demand drove higher utilization and billing rates for our restructuring services.

The Forensic and Litigation Consulting segment, which relies on litigation and regulatory investigations and proceedings, reported higher revenue and operating earnings due to activities related to several large financial fraud investigations and contributions from acquired businesses. The overall business climate for the segment continues to be muted by lower levels of litigation, which we believe has been due to the challenging global economic environment and by the slowdown in regulatory investigations typically associated with the political calendar leading up to the change in Presidential administrations. Margins in the segment improved from recent levels due to higher utilization of professionals engaged on the financial fraud cases.

Revenues and operating income of the Technology segment declined year over year but were improved from recent quarters. The segment has collaborated with the Forensic and Litigation Consulting segment on large financial fraud investigations, revenues from which partially offset the lower contribution from large product liability cases in the same period a year ago. Profitability in the segment was lower than the prior year because of an increase in market competition and the discounting of unit based pricing. However profitability improved from recent quarters due to the increased level of work on large scale investigations that increased utilization of consulting personnel.

The recession and low level of capital markets activities impacted results in the Economic Consulting and Strategic Communications segments. Economic Consulting experienced a lower level of strategic M&A activity compared to the same period last year, which was only partially offset by increased anti-trust litigation and contract disputes following in the wake of the recession and credit crisis. Margins in the segment were negatively impacted by a slower than normal ramp up of new engagements, expansion of activities into new markets and infrastructure investments.

The Strategic Communications segment, which generates a significant amount of activity within the capital markets, was challenged in the quarter by the financial market collapse and continued impact of the global recession, which caused a decline in M&A engagements and pressure on fees from retained clients. In addition, the segment, which has the greatest proportion of revenues outside the U.S., experienced a significant negative impact from foreign currency translation. The segment was able to partially offset these impacts with an increase in its financial crisis management assignments.

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## CONSOLIDATED RESULTS OF OPERATIONS

| | Three Months Ended March 31, 2009 | Three Months Ended March 31, 2008 |
|---|---|---|
| | (in thousands, except per share amounts) | |
| **Revenues** | | |
| Corporate Finance/Restructuring | $127,542 | $ 79,283 |
| Forensic and Litigation Consulting | 66,850 | 60,255 |
| Strategic Communications | 42,771 | 54,614 |
| Technology | 55,847 | 56,535 |
| Economic Consulting | 54,836 | 56,415 |
| **Total revenues** | $347,846 | $307,102 |
| **Operating income** | | |
| Corporate Finance/Restructuring | $ 38,375 | $ 21,349 |
| Forensic and Litigation Consulting | 14,458 | 13,519 |
| Strategic Communications | 3,876 | 10,806 |
| Technology | 14,306 | 20,417 |
| Economic Consulting | 9,367 | 12,263 |
| **Segment operating income** | 80,382 | 78,354 |
| Unallocated corporate expenses | (19,751) | (19,243) |
| **Operating income** | 60,631 | 59,111 |
| **Other income (expense)** | | |
| Interest income and other | 2,053 | 3,311 |
| Interest expense | (11,013) | (11,599) |
| Litigation settlement gains (losses), net | 250 | (1) |
| | (8,710) | (8,289) |
| **Income before income tax provision** | 51,921 | 50,822 |
| **Income tax provision** | 20,249 | 20,122 |
| **Net income** | $ 31,672 | $ 30,700 |
| **Earnings per common share—basic** | $ 0.63 | $ 0.64 |
| **Earnings per common share—diluted** | $ 0.60 | $ 0.58 |

**Reconciliation of Operating Income to EBITDA:**

| | Three Months Ended March 31, 2009 | Three Months Ended March 31, 2008 |
|---|---|---|
| | (in thousands) | |
| **Operating income** | $60,631 | $59,111 |
| Depreciation | 7,032 | 6,026 |
| Amortization of other intangible assets | 6,050 | 2,898 |
| Litigation settlement gains (losses), net | 250 | (1) |
| **EBITDA** | $73,963 | $68,034 |

**Three Months Ended March 31, 2009 compared to Three Months Ended March 31, 2008**

***Revenues and Operating Income***

See “Segment Results” for an expanded discussion of segment operating revenues and operating income.

***Unallocated Corporate Expenses***

Unallocated corporate expenses increased $0.5 million, or 2.6%, to $19.8 million for the three months ended March 31, 2009 from $19.2 million for the three months ended March 31, 2008. The primary drivers of the increase included higher compensation, benefit and support costs for expanded infrastructure staffing, and increased marketing spending related to the launch of our new branding strategy. These expense increases were offset by increased charges to our operating segments for direct costs of information technology and systems and marketing.

***Interest Income and Other***

Interest income and other decreased $1.3 million to $2.1 million for the three months ended March 31, 2009 from $3.3 million for the three months ended March 31, 2008. The three months ended March 31, 2008 benefited from the investment of cash generated from our public stock offering in the fourth quarter of 2007. These funds were subsequently used to acquire businesses in the second and third quarters of 2008.

***Interest expense***

Interest expense decreased $0.6 million to $11.0 million for the three months ended March 31, 2009 from $11.6 million for the three months ended March 31, 2008. The decrease was primarily due to the favorable impact of lower interest rates on variable rate hedge contracts.

***Income Tax Provision***

Our effective income tax rate for the three months ended March 31, 2009 decreased to 39.0% from 39.6% for the three months ended March 31, 2008. The decrease was primarily due to a reduction in the amount of non-deductible expenses.

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## SEGMENT RESULTS

### *Segment EBITDA*

We evaluate the performance of our operating segments based on operating income excluding depreciation, amortization of other intangible assets and unallocated corporate expenses plus non-operating litigation settlements, which we refer to as "segment EBITDA." Segment EBITDA consists of the revenues generated by that segment, less the direct costs of revenues and selling, general and administrative expenses that are incurred directly by that segment as well as an allocation of certain centrally managed costs, such as information technology services, marketing and facility costs. Although segment EBITDA is not a measure of financial condition or performance determined in accordance with GAAP, we use it to evaluate and compare the performance of our segments and it is one of the primary measures used to determine employee incentive compensation. Unallocated corporate expenses include costs related to centrally managed administrative functions which have not been allocated to the segments. These administrative costs include corporate office support costs, human resources, legal and company-wide business development functions, as well as costs related to overall corporate management. In addition, certain accounting and information technology costs are unallocated. The following table reconciles segment operating income to segment EBITDA for the three months ended March 31, 2009 and 2008.

| | Three Months Ended March 31, 2009 | Three Months Ended March 31, 2008 |
|---|---|---|
| | (in thousands) | |
| Segment operating income | $80,382 | $78,354 |
| Depreciation | 5,443 | 4,632 |
| Amortization of other intangible assets | 6,050 | 2,898 |
| Litigation settlement losses, net | — | (1) |
| **Total Segment EBITDA** | $91,875 | $85,883 |

### *Other Segment Operating Data*

| | Quarter Ended March 31, 2009 | Quarter Ended March 31, 2008 |
|---|---|---|
| **Number of revenue-generating professionals: (at period end)** | | |
| Corporate Finance/Restructuring | 715 | 427 |
| Forensic and Litigation Consulting | 624 | 597 |
| Strategic Communications | 566 | 571 |
| Technology | 337 | 313 |
| Economic Consulting | 275 | 234 |
| **Total revenue-generating professionals** | 2,517 | 2,142 |
| **Utilization rates of billable professionals:(1)** | | |
| Corporate Finance/Restructuring | 83% | 83% |
| Forensic and Litigation Consulting | 77% | 75% |
| Economic Consulting | 78% | 90% |
| **Average billable rate per hour:(2)** | | |
| Corporate Finance/Restructuring | $ 426 | $ 440 |
| Forensic and Litigation Consulting | 337 | 334 |
| Economic Consulting | 454 | 442 |

(1) We calculate the utilization rate for our billable professionals by dividing the number of hours that all of our billable professionals worked on client assignments during a period by the total available working hours for

all of our billable professionals during the same period, assuming a 40-hour work week and a 52-week year. Available working hours include vacation and professional training days, but exclude holidays. Utilization rates are presented for our segments that primarily bill clients on an hourly basis. Where presented, utilization is based on a 2,032 hour year. We have not presented a utilization rate for our Technology segment and Strategic Communications segment as most of the revenues of these segments are not generated on an hourly basis.

(2) For engagements where revenues are based on number of hours worked by our billable professionals, average billable rate per hour is calculated by dividing revenues for a period by the number of hours worked on client assignments during the same period. We have not presented an average billable rate per hour for our Technology segment and Strategic Communications segment as most of the revenues of these segments are not generated on an hourly basis.

**CORPORATE FINANCE/RESTRUCTURING**

| | Three Months Ended March 31, | |
|---|---|---|
| | 2009 | 2008 |
| | (dollars in thousands, except rate per hour) | |
| **Revenues** | $127,542 | $79,283 |
| **Operating expenses:** | | |
| Direct cost of revenues | 69,724 | 44,859 |
| Selling, general and administrative expenses | 17,861 | 13,035 |
| Amortization of other intangible assets | 1,582 | 40 |
| | 89,167 | 57,934 |
| **Segment operating income** | 38,375 | 21,349 |
| Add back: depreciation and amortization of intangible assets | 2,346 | 561 |
| **Segment EBITDA** | $ 40,721 | $21,910 |
| Gross margin[1] | $ 57,818 | $34,424 |
| Gross profit margin[2] | 45.3% | 43.4% |
| Segment EBITDA as a percent of revenues | 31.9% | 27.6% |
| Number of revenue generating professionals (at period end) | 715 | 427 |
| Utilization rates of billable professionals | 83% | 83% |
| Average billable rate per hour | $ 426 | $ 440 |

(1) Revenues less direct cost of revenues

(2) Gross margin as a percent of revenues

**Three Months Ended March 31, 2009 compared to Three Months Ended March 31, 2008**

Revenues increased $48.3 million, or 60.9% to $127.5 million for the three months ended March 31, 2009 from $79.3 million for the three months ended March 31, 2008. Revenue growth from acquisitions was approximately $18 million, or 23% due to our 2008 acquisitions. Organic revenue growth was approximately $30 million, or 38%. Excluding the negative impact of foreign currency translation, which was primarily due to the weakening of the British pound relative to the U.S. dollar, organic revenue growth would have been approximately 42%. Organic revenue increased due to significant activity in the U.S. restructuring practice for both bankruptcy and non-bankruptcy cases. From an industry perspective, the segment generated most of its revenue in the construction, retail, telecom and financial services sectors.

Gross margin increased $23.4 million to $57.8 million from $34.4 million. As a percentage of revenue, gross profit margin increased 1.9 percentage points to 45.3% for the three months ended March 31, 2009 from 43.4% for the three months ended March 31, 2008. Utilization and billing rates related to restructuring work have improved relative to the prior year due to increased volumes, offsetting the impact of the addition of our general

advisory real estate subpractice. Correspondingly, we increased revenue generating headcount by 288 for the three months ended March 31, 2009 as compared to the three months ended March 31, 2008.

SG&A expense increased $4.8 million to $17.9 million for the three months ended March 31, 2009 from $13.0 million for the three months ended March 31, 2008. As a percentage of revenues, SG&A expense was 14.0% for the three months ended March 31, 2009, down favorably from 16.4% in 2008. The increase in SG&A expense in 2009 was primarily due to approximately $4 million from businesses acquired in 2008. Bad debt expense remained stable at 2.0% of revenues for the three months ended March 31, 2009 versus 2.1% for the three months ended March 31, 2008.

Amortization expense increased to $1.6 million for the three months ended March 31, 2009 due to the amortization of intangible assets acquired in business combinations completed in the second and fourth quarters of 2008.

Segment EBITDA increased $18.8 million, or 85.9%, to $40.7 million for the three months ended March 31, 2009 from $21.9 million for the three months ended March 31, 2008.

**FORENSIC AND LITIGATION CONSULTING**

| | Three Months Ended March 31, | |
|---|---|---|
| | 2009 | 2008 |
| | (dollars in thousands, except rate per hour) | |
| **Revenues** | $66,850 | $60,255 |
| **Operating expenses:** | | |
| Direct cost of revenues | 38,905 | 34,089 |
| Selling, general and administrative expenses | 12,803 | 12,134 |
| Amortization of other intangible assets | 684 | 513 |
| | 52,392 | 46,736 |
| **Segment operating income** | 14,458 | 13,519 |
| Add back: depreciation and amortization of intangible assets | 1,255 | 1,137 |
| **Segment EBITDA** | $15,713 | $14,656 |
| Gross margin[(1)] | $27,945 | $26,166 |
| Gross profit margin[(2)] | 41.8% | 43.4% |
| Segment EBITDA as a percent of revenues | 23.5% | 24.3% |
| Number of revenue generating professionals (at period end) | 624 | 597 |
| Utilization rates of billable professionals[(3)] | 77% | 75% |
| Average billable rate per hour[(3)] | $ 337 | $ 334 |

(1) Revenues less direct cost of revenues

(2) Gross margin as a percent of revenues

(3) The calculation for utilization and average billable rate per hour excludes the impact of revenue billed on an other than time and materials basis and the impact of certain newly acquired businesses.

**Three Months Ended March 31, 2009 compared to Three Months Ended March 31, 2008**

Revenues increased $6.6 million, or 10.9% to $66.9 million for the three months ended March 31, 2009 from $60.3 million for the three months ended March 31, 2008 due to revenue growth from our 2008 acquisitions of approximately $6 million, primarily driven by our UK forensic accounting practices and UK construction consulting practices. The US investigations practice benefited from its selection in two high profile fraud cases in the quarter ended March 31, 2009 which substantially replaced the revenues generated in other investigation cases for the same period in the prior year.

Gross margin increased $1.8 million to $27.9 million from $26.2 million. As a percentage of revenue, gross profit margin decreased by 1.6 percentage points to 41.8% for the three months ended March 31, 2009 from 43.4% for the three months ended March 31, 2008. The gross profit margin decrease as a percentage of revenues was primarily the result of integrating our recent acquisitions in the UK.

SG&A expense increased $0.7 million to $12.8 million for the three months ended March 31, 2009 from $12.1 million for the three months ended March 31, 2008. As a percentage of revenues, SG&A expense was 19.2% for the three months ended March 31, 2009, down favorably from 20.1% for the three months ended March 31, 2008. The increase in SG&A expense in 2009 was primarily due to approximately $2 million from businesses acquired, offset by lower overall spending in our pre-existing practices. Bad debt expense remained constant at 1.8% of revenues for the three months ended March 31, 2009 versus 1.9% for the three months ended March 31, 2008.

Amortization expense increased by $0.2 million to $0.7 million for the three months ended March 31, 2009 from $0.5 million for the three months ended March 31, 2008.

Segment EBITDA increased $1.1 million, or 7.2%, to $15.7 million for the three months ended March 31, 2009 from $14.7 million for the three months ended March 31, 2008.

**STRATEGIC COMMUNICATIONS**

| | Three Months Ended March 31, | |
|---|---|---|
| | **2009** | **2008** |
| | (dollars in thousands) | |
| **Revenues** | $42,771 | $54,614 |
| **Operating expenses:** | | |
| Direct cost of revenues | 27,035 | 31,013 |
| Selling, general and administrative expenses | 10,692 | 11,583 |
| Amortization of other intangible assets | 1,168 | 1,212 |
| | 38,895 | 43,808 |
| **Segment operating income** | 3,876 | 10,806 |
| Litigation settlement losses | — | (1) |
| Add back: depreciation and amortization of intangible assets | 1,920 | 1,874 |
| **Segment EBITDA** | $ 5,796 | $12,679 |
| Gross margin[1] | $15,736 | $23,601 |
| Gross profit margin[2] | 36.8% | 43.2% |
| Segment EBITDA as a percent of revenues | 13.6% | 23.2% |
| Number of revenue generating professionals (at period end) | 566 | 571 |

(1) Revenues less direct cost of revenues

(2) Gross margin as a percent of revenues

**Three Months Ended March 31, 2009 compared to Three Months Ended March 31, 2008**

Revenues decreased $11.8 million, or 21.7% to $42.8 million for the three months ended March 31, 2009 from $54.6 million for the three months ended March 31, 2008. Revenue growth from acquisitions was approximately $4 million, or 7%. Excluding acquisitions, revenue declined approximately $16 million, or 29%. Approximately half of this decline was due to the negative impact of foreign currency translation, which was primarily due to the weakening of the British pound relative to the U.S. dollar. Revenue before the impact of acquisitions and foreign currency translation would have declined approximately 15%. The decrease in revenue is due to economically driven pricing pressures on retained fee based work and the global slowdown in general M&A and capital markets activity.

Gross margin decreased $7.9 million to $15.7 million from $23.6 million. As a percentage of revenue, gross profit margin decreased 6.4 percentage points to 36.8% for the three months ended March 31, 2009 from 43.2% for the three months ended March 31, 2008. The gross margin percentage decline was primarily due to the negative impact of lower volumes of M&A engagements and severance expense.

SG&A expense decreased $0.9 million to $10.7 million for the three months ended March 31, 2009 from $11.6 million for the three months ended March 31, 2008. As a percentage of revenues, SG&A expense was 25.0% for the three months ended March 31, 2009, an increase from 21.2% for the three months ended March 31, 2008. Acquisitions and severance expenses accounted for a $0.6 million and $0.5 million increase in SG&A expense, respectively, for the three months ended March 31, 2009. Excluding acquisitions, SG&A expense decreased $1.5 million, including a positive impact from foreign currency translation of approximately $1 million. The remaining decrease in SG&A is due to lower overall segment spending.

Amortization expense remains level with the prior year at $1.2 million.

Segment EBITDA decreased $6.9 million, or 54.3%, to $5.8 million for the three months ended March 31, 2009 from $12.7 million for the three months ended March 31, 2008.

**TECHNOLOGY**

| | Three Months Ended March 31, | |
|---|---|---|
| | 2009 | 2008 |
| | (dollars in thousands) | |
| **Revenues** | $55,847 | $56,535 |
| **Operating expenses:** | | |
| Direct cost of revenues | 19,986 | 25,422 |
| Selling, general and administrative expenses | 19,484 | 10,133 |
| Amortization of other intangible assets | 2,071 | 563 |
| | 41,541 | 36,118 |
| **Segment operating income** | 14,306 | 20,417 |
| Add back: depreciation and amortization of intangible assets | 5,020 | 2,905 |
| **Segment EBITDA** | $19,326 | $23,322 |
| Gross margin[1] | $35,861 | $31,113 |
| Gross profit margin[2] | 64.2% | 55.0% |
| Segment EBITDA as a percent of revenues | 34.6% | 41.3% |
| Number of revenue generating professionals (at period end) | 337 | 313 |

(1) Revenues less direct cost of revenues
(2) Gross margin as a percent of revenues

**Three Months Ended March 31, 2009 compared to Three Months Ended March 31, 2008**

Revenues decreased $0.7 million, or 1.2% to $55.8 million for the three months ended March 31, 2009 from $56.5 million for the three months ended March 31, 2008. Revenue growth from acquisitions was approximately $5 million, or 8%. Organic revenue declined approximately $5 million, or 9%, including negative impacts of estimated foreign currency translation of approximately 2%. Revenue composition included increased consulting services in support of large financial investigative review matters, offset by lower unit based revenue and other sales in our software-as-a service (On-Demand & On-Premises) business primarily as certain of our large product liability engagements are winding down or on hold until further litigation events occur. Unit based revenue is defined as revenue billed on a per item, per page, or some other unit based method and includes revenue from data processing and storage, software usage and software licensing.

Gross margin increased $4.7 million to $35.9 million from $31.1 million. As a percentage of revenue, gross profit margin increased by 9.2 percentage points to 64.2% for the three months ended March 31, 2009 from 55.0% for the three months ended March 31, 2008. Gross profit margin was favorably impacted by a more profitable mix of unit-based revenue as well as the ramp up of consulting work relative to several large fraud cases in the current year; this impact was largely offset by the reduction of unit based revenues from several large product liability cases in the prior year. In addition, the gross profit margin for the three months ended March 31, 2009 benefited from a change in the classification of certain costs, including R&D costs, from direct cost of revenues to SG&A expense. If presented on a comparable basis, the gross profit margin for the three months ended March 31, 2008 would have been 63.8%.

SG&A expense increased $9.4 million to $19.5 million for the three months ended March 31, 2009 from $10.1 million for the three months ended March 31, 2008. As a percentage of revenues, SG&A expense was 34.9% for the three months ended March 31, 2009, versus 17.9% in for the three months ended March 31, 2008. The increase is primarily due to the change in classification of certain costs, including R&D costs from direct cost of revenues to SG&A expense in 2009 and an increase in R&D spending in support of our Ringtail® and Attenex® products. The remaining increase in SG&A expense in 2009 was primarily due to higher overhead staff support and management costs and acquired overhead from 2008 acquisitions. Bad debt expense was 2.2% of revenues for the three months ended March 31, 2009 versus 1.0% for the three months ended March 31, 2008.

Amortization expense increased by $1.5 million to $2.1 million for the three months ended March 31, 2009 from $0.6 million for the three months ended Match 31, 2008. The increase in amortization expense was primarily due to the amortization of intangible assets acquired in the business combinations completed in the second and third quarters of 2008.

Segment EBITDA declined $4.0 million, or 17.1%, to $19.3 million for the three months ended March 31, 2009 from $23.3 million for the three months ended March 31, 2008.

**ECONOMIC CONSULTING**

| | Three Months Ended March 31, | |
|---|---|---|
| | 2009 | 2008 |
| | (dollars in thousands, except rate per hour) | |
| **Revenues** | $54,836 | $56,415 |
| **Operating expenses:** | | |
| Direct cost of revenues | 36,762 | 37,138 |
| Selling, general and administrative expenses | 8,162 | 6,444 |
| Amortization of other intangible assets | 545 | 570 |
| | 45,469 | 44,152 |
| **Segment operating income** | 9,367 | 12,263 |
| Add back: depreciation and amortization of intangible assets | 952 | 1,053 |
| **Segment EBITDA** | $10,319 | $13,316 |
| Gross margin[1] | $18,074 | $19,277 |
| Gross profit margin[2] | 33.0% | 34.2% |
| Segment EBITDA as a percent of revenues | 18.8% | 23.6% |
| Number of revenue generating professionals (at period end) | 275 | 234 |
| Utilization rates of billable professionals | 78% | 90% |
| Average billable rate per hour | $ 454 | $ 442 |

(1) Revenues less direct cost of revenues

(2) Gross margin as a percent of revenues

**Three Months Ended March 31, 2009 compared to Three Months Ended March 31, 2008**

Revenues declined $1.6 million, or 2.8% to $54.8 million for the three months ended March 31, 2009 from $56.4 million for the three months ended March 31, 2008. While we continue to build new business, we have experienced delayed ramp-ups as compared to the prior year.

Gross profit decreased $1.2 million to $18.1 million for the three months ended March 31, 2009 from $19.3 million for the three months ended March 31, 2008. Gross profit margin as a percentage of revenue decreased by 1.2 percentage points to 33.0% for the three months ended March 31, 2009 from 34.2% for the three months ended March 31, 2008 due to compensation cost increases as well as investments in new markets in a period of slight revenue decline.

SG&A expense increased $1.7 million to $8.2 million for the three months ended March 31, 2009 from $6.4 million for the three months ended March 31, 2008. As a percentage of revenues, SG&A expense was 14.9% for the three months ended March 31, 2009 versus 11.4% for the three months ended March 31, 2008. The increase in SG&A expense in 2009 was primarily due to higher general overhead costs and higher bad debt expense at 2.3% of revenue for three months ended March 31, 2009 versus 1.0% for the three months ended March 31, 2008.

Segment EBITDA declined $3.0 million, or 22.5%, to $10.3 million for the three months ended March 31, 2009 from $13.3 million for the three months ended March 31, 2008.

## CRITICAL ACCOUNTING POLICIES

There have been no material changes to our critical accounting policies and estimates from the information provided in Part II, “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies” as disclosed in our Annual Report on Form 10-K for the year ended December 31, 2008.

## RETROSPECTIVE ADJUSTMENT OF CONSOLIDATED FINANCIAL STATEMENTS

As of January 1, 2009, we adopted FASB Staff Position No. APB 14-1, “Accounting for Convertible Debt Instruments that May be Settled in Cash upon Conversion (Including Partial Cash Settlement)” (FSP APB 14-1) which addresses the accounting for convertible debt that may be settled in cash upon conversion. FSP APB 14-1 requires issuers of convertible debt instruments that may be settled in cash upon conversion (including partial cash settlement) to separately account for the liability and equity (conversion feature) components of the instruments. As a result, interest expense is imputed and recognized based on the entity’s nonconvertible borrowing rate. Our 3 3/4% Convertible Senior Subordinated Notes due 2012 issued in August 2005 (“Convertible Notes”) are subject to FSP APB 14-1. The adoption of FSP APB 14-1 requires retrospective application of its effects to all previous years. The assumed nonconvertible interest rate on the Convertible Notes was 7 5/8%, resulting in an implied discount of $31.3 million on the date of issuance. In addition, capitalized note issue costs were allocated between the liability and equity components of the Convertible Notes resulting in a reduction in other assets of $1.2 million. The offset to these adjustments was an increase in additional paid in capital of $18.1 million and deferred tax liability of $12.0 million. The implied discount of $31.3 million is amortized over the life of the Convertible Notes using the effective interest method resulting in an increase in interest expense of $4.1 million, $3.8 million, and $3.5 million and a decrease in net income of $2.4 million, $2.3 million, and $2.1 million for the years ended December 31, 2008, 2007, and 2006, respectively. In addition, retrospective adoption of FSP APB 14-1 decreased basic earnings per share by $0.05, $0.05 and $0.06 and decreased fully diluted earnings per share by $0.05, $0.05 and $0.05 for the years ended December 31, 2008, 2007 and 2006, respectively. The cumulative effect of this accounting change on prior years was to decrease net income and thus retained earnings by $7.6 million.

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The following table details the impact of this retrospective adjustment on the Condensed Consolidated Income Statement for the three months ended March 31, 2008.

| | Three Months Ended March 31, 2008 | | |
|---|---|---|---|
| | As Previously Reported | Effect of FSP APB 14-1 | As Retrospectively Adjusted |
| | (in thousands, except per share amounts) | | |
| **Revenues** | $307,102 | $ — | $ 307,102 |
| **Operating expenses** | | | |
| Direct cost of revenues | 172,521 | — | 172,521 |
| Selling, general and administrative expense | 72,572 | — | 72,572 |
| Amortization of other intangible assets | 2,898 | — | 2,898 |
| | 247,991 | — | 247,991 |
| **Operating income** | 59,111 | — | 59,111 |
| **Other income (expense)** | | | |
| Interest income and other | 3,311 | — | 3,311 |
| Interest expense | (10,618) | (981) | (11,599) |
| Litigation settlement losses, net | (1) | — | (1) |
| | (7,308) | (981) | (8,289) |
| **Income before income tax provision** | 51,803 | (981) | 50,822 |
| **Income tax provision** | 20,514 | (392) | 20,122 |
| **Net income** | $ 31,289 | $ (589) | $ 30,700 |
| **Earnings per common share—basic** | $ 0.65 | | $ 0.64 |
| **Earnings per common share—diluted** | $ 0.59 | | $ 0.58 |

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The following table details the impact of this retrospective adjustment on the Condensed Consolidated Balance Sheet at December 31, 2008.

| | December 31, 2008 | | |
|---|---|---|---|
| | As Previously Reported | Effect of FSP APB 14-1 | As Retrospectively Adjusted |
| **Assets** | | | |
| **Current assets** | | | |
| Cash and cash equivalents | $ 191,842 | — | $ 191,842 |
| Accounts receivable, net | 290,040 | — | 290,040 |
| Notes receivable | 15,145 | — | 15,145 |
| Prepaid expenses and other current assets | 31,055 | — | 31,055 |
| Deferred income taxes | 24,372 | — | 24,372 |
| Total current assets | 552,454 | — | 552,454 |
| Property and equipment, net of accumulated depreciation | 78,575 | — | 78,575 |
| Goodwill | 1,151,388 | — | 1,151,388 |
| Other intangible assets, net of amortization | 189,304 | — | 189,304 |
| Notes receivable, net of current portion | 56,500 | — | 56,500 |
| Other assets | 59,948 | (599) | 59,349 |
| **Total assets** | $ 2,088,169 | (599) | $ 2,087,570 |
| **Liabilities and Stockholders' Equity** | | | |
| **Current liabilities** | | | |
| Accounts payable, accrued expenses and other | $ 109,036 | — | $ 109,036 |
| Accrued compensation | 133,103 | — | 133,103 |
| Current portion of long-term debt and capital lease obligations | 150,898 | (17,983) | 132,915 |
| Billings in excess of services provided | 30,872 | — | 30,872 |
| Total current liabilities | 423,909 | (17,983) | 405,926 |
| Long-term debt and capital lease obligations, net of current portion | 418,592 | — | 418,592 |
| Deferred income taxes | 76,804 | 6,973 | 83,777 |
| Other liabilities | 45,037 | — | 45,037 |
| **Total liabilities** | 964,342 | (11,010) | 953,332 |
| Commitments and contingent liabilities (notes 9, 11 and 12) | | | |
| **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—51,326 (2009) and 50,934 (2008) | 509 | — | 509 |
| Additional paid-in capital | 717,158 | 18,022 | 735,180 |
| Retained earnings | 486,493 | (7,611) | 478,882 |
| Accumulated other comprehensive income | (80,333) | — | (80,333) |
| **Total stockholders' equity** | 1,123,827 | 10,411 | 1,134,238 |
| **Total liabilities and stockholders' equity** | $ 2,088,169 | (599) | $ 2,087,570 |

**SIGNIFICANT NEW ACCOUNTING PRONOUNCEMENTS**

In April 2009, the FASB issued FSP FAS 141(R)-1, "Accounting for Assets Acquired and Liabilities Assumed in a Business Combination That Arise from Contingencies," (FSP FAS 141(R)-1), which amends and clarifies Statement No. 141 (R). FSP FAS 141(R)-1 requires that assets acquired and liabilities assumed in a business combination that arise from contingencies be recognized at fair value if fair value can be reasonably estimated. If fair value cannot be reasonably estimated, the asset or liability would generally be recognized in accordance with FASB Statement No. 5, "Accounting for Contingencies," and FASB Interpretation No. 14, "Reasonable Estimation of the Amount of a Loss." Further, the FASB decided to remove the subsequent accounting guidance for assets and liabilities arising from contingencies from Statement 141(R), and carry forward without significant revision the guidance in FASB Statement No. 141, "Business Combinations." FSP FAS 141(R)-1 is effective for assets or liabilities arising from contingencies in business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008.

Other recent accounting pronouncements issued by the FASB (including its Emerging Issues Task Force), the American Institute of Certified Public Accountants (AICPA) and the Securities and Exchange Commission (SEC) did not or are not believed by management to have a material impact on our present or future consolidated financial statements.

**LIQUIDITY AND CAPITAL RESOURCES**

***Cash Flows***

| | Three Months Ended March 31, | |
|---|---|---|
| | 2009 | 2008 |
| | (dollars in thousands) | |
| Net cash used in operating activities | $ (8,534) | $ (10,110) |
| Net cash used in investing activities | (30,028) | (128,532) |
| Net cash provided by financing activities | 5,793 | 4,889 |

We have generally financed our day to day operations and capital expenditures solely through cash flows from operations. During the first quarter of our fiscal year, our working capital needs generally exceed our cash flows from operations due to the payments of annual incentive compensation. Our cash flows generally improve subsequent to the first quarter of each year.

**Three Months Ended March 31, 2009 compared to Three Months Ended March 31, 2008**

Our operating assets and liabilities consist primarily of billed and unbilled accounts receivable, notes receivable, accounts payable, accrued expenses and accrued compensation expense. The timing of billings and collections of receivables as well as payments for compensation arrangements affect the changes in these balances.

Cash flows used in operating activities decreased by $1.6 million, to $8.5 million for the three months ended March 31, 2009 from $10.1 for the three months ended March 31, 2008. This year over year improvement was attributable to better cash collections experience relative to our billed receivables, partially offset by higher annual compensation payments and income tax payments.

Net cash used in investing activities for the three months ended March 31, 2009 was $30.0 million as compared to $128.5 million for the three months ended March 31, 2008. The decrease in cash used in investing activities was primarily due to a decrease in cash used to fund new acquisitions and a decrease in contingent acquisition payments. Cash used in investing activities for the three months ended March 31, 2009 included

$25.5 million of contingent acquisition payments. Cash used in investing activities for the three months ended March 31, 2008 included $54.6 million paid to fund acquisitions and $39.0 million of contingent acquisition payments. In addition, on March 31, 2008 we transferred $26.8 million of cash to a third party in advance of an acquisition which closed on April 1, 2008. This advance payment is classified within “Other Investing” on the Condensed Consolidated Statements of Cash Flow.

Capital expenditures were $4.5 million for the three months ended March 31, 2009 as compared to $7.5 million for the three months ended March 31, 2008. Capital expenditures in both 2009 and 2008 primarily related to leasehold improvements and the purchase of data processing equipment.

Our financing activities for the three months ended March 31, 2009 included $5.9 million received from the issuance of common stock under equity compensation plans. Our financing activities for the three months ended March 31, 2008 included $6.3 million to repay notes payable, primarily to former shareholders of an acquired business and $8.6 million received from the issuance of common stock under equity compensation plans.

***Capital Resources***

As of March 31, 2009 our capital resources included $157.7 million of cash and cash equivalents and $165.8 million of available borrowing capacity under our revolving line of credit. The availability of borrowings under our revolving line of credit is subject to specified borrowing conditions. We use letters of credit primarily as security deposits for our office facilities. Letters of credit reduce the availability under our revolving line of credit. As of March 31, 2009, we had $9.2 million of outstanding letters of credit, which reduced the available borrowings under our revolving line of credit to $165.8 million.

***Future Capital Needs***

We anticipate that our future capital needs will principally consist of funds required for:

- operating and general corporate expenses relating to the operation of our business;
- capital expenditures, primarily for information technology equipment, office furniture and leasehold improvements;
- debt service requirements;
- funds required to compensate designated Senior Managing Directors under our Senior Managing Director Incentive Compensation Program;
- discretionary funding of our stock repurchase program;
- potential earn-out obligations related to our acquisitions; and
- potential acquisitions of businesses that would allow us to diversify or expand our service offerings.

We currently anticipate capital expenditures will be about $40.0 million to $43.0 million to support our organization during 2009, including direct support for individual client engagements. Our estimate takes into consideration the needs of our existing business including the needs of our recently completed acquisitions, but does not include the impact of any purchases that we may be required to make as a result of future acquisitions or specific client engagements that are not currently contemplated. Our capital expenditure requirements may change if our staffing levels or technology needs change significantly from what we currently anticipate; if we are required to purchase additional equipment specifically to support a client engagement; or if we pursue and complete additional acquisitions.

Holders of our Convertible Notes may convert them only under certain circumstances, including certain stock price related contingencies. Upon conversion, the principal portion of the Convertible Notes will be paid in cash and any excess of the “conversion value” over the principal portion of the Convertible Notes will be paid

either in cash, shares of our common stock or a combination of shares of our common stock and cash at our option. The “conversion value” of each Convertible Note is the average closing price of our common shares over the “conversion reference period,” as defined in the indenture, times the initial conversion rate of 31.998, subject to adjustment upon specified events.

On October 15, 2007, the $150.0 million aggregate principal amount of the Convertible Notes became convertible at the option of the holders and is currently convertible through July 15, 2009 as provided in the Indenture covering the Convertible Notes. The Convertible Notes became convertible as a result of the closing price of our common stock exceeding the conversion threshold price of $37.50 per share (120% of the applicable conversion price of $31.25 per share) for at least 20 days in the 30 consecutive trading days of each of periods ended October 15, 2007, January 15, 2008, April 15, 2008, July 15, 2008, October 15, 2008, January 15, 2009 and April 15, 2009.

Upon surrendering any Convertible Note for conversion, in accordance with the Indenture, the holder of such Convertible Note shall receive cash in the amount of the lesser of (i) the $1,000 principal amount of such Note or (ii) the “conversion value” of the Convertible Note as defined in the Indenture. The conversion feature results in a premium over the face amount of the Convertible Notes equal to the excess of our stock price as determined by the calculation set forth in the Indenture and the conversion price of $31.25 times the conversion ratio of 31.998 shares of common stock for each $1,000 principal amount of the Convertible Notes. We retain the option of satisfying the conversion premium with shares of common stock, cash or a combination of both cash and shares. Assuming conversion of the full $149.9 million principal amount of the Convertible Notes, for every $1.00 the market price of our common stock exceeds $31.25 per share, we will be required, at our option, either to pay an additional $4.8 million or to issue shares of our common stock with a then market price equivalent to $4.8 million, or some combination thereof with a combined value of $4.8 million, to settle the conversion feature.

The Convertible Notes are registered securities. As of March 11, 2009, the last trade date before March 31, 2009, the Convertible Notes had a market price of $1,595 per $1,000 principal amount of the Convertible Notes, compared to an estimated conversion value of approximately $1,528 per thousand principal amount of the Convertible Notes. Because the Convertible Notes have historically traded at market prices above the estimated conversion values, we do not anticipate that holders of a significant value of Convertible Notes will elect to convert their Convertible Notes in the near future unless the value ratio should change. However, we believe we have adequate capital resources to fund potential conversions.

***Off Balance Sheet Arrangements***

We have no off-balance sheet arrangements other than operating leases and we have not entered into any transactions involving unconsolidated subsidiaries or special purpose entities.

***Future Contractual Obligations***

Future contractual obligations related to operating leases entered into during 2009 have resulted in an increase in our total contractual obligations under operating leases of $1.2 million for 2010, $2.1 million for 2011, $2.1 million for 2012, $2.0 million for 2013 and $24.9 million thereafter.

***Future Outlook***

We believe that our anticipated operating cash flows and our total liquidity, consisting of our cash on hand and $165.8 million of availability under our senior secured bank credit facility, are sufficient to fund our capital and liquidity needs for at least the next 12 months. The anticipated cash needs of our business could change significantly if we pursue and complete additional business acquisitions, our business plans change, economic conditions change from those currently prevailing or from those now anticipated, or if other unexpected circumstances arise that may have a material effect on the cash flow or profitability of our business. Any of these events or circumstances, including any new business opportunities, could involve significant additional funding

needs in excess of the identified currently available sources and could require us to raise additional debt or equity funding to meet those needs. Our ability to raise additional capital, if necessary, is subject to a variety of factors that we cannot predict with certainty, including:

- our future profitability;
- the quality of our accounts receivable;
- our relative levels of debt and equity;
- the volatility and overall condition of the capital markets; and
- the market price of our securities.

Any new debt funding, if available, may be on terms less favorable to us than our senior secured bank credit facility or the indentures that govern our senior notes and convertible notes. See “Forward-Looking Statements.”

**Forward-Looking Statements**

This Quarterly Report on Form 10-Q includes “forward-looking statements” within the meaning of Section 21E of the Securities Exchange Act of 1934, or the Exchange Act. Forward-looking statements include statements concerning our plans, objectives, goals, strategies, future events, future revenues, future results and performance, future capital expenditures, expectations, plans or intentions relating to acquisitions and other matters, business trends and other information that is not historical and, may appear under the headings “Part 1—Item 2. Managements’ Discussion and Analysis of Financial Condition and Results of Operations,” “Item 1A—Risk Factors” in our Form 10-K for the year ended December 31, 2008 filed with the SEC on March 2, 2009 and the other documents we file with the SEC. When used in this quarterly report, the 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, management’s examination of historical operating trends, 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 projections will result or be achieved. Our actual financial results, performance or achievements could differ materially from those expressed in, or implied by, any forward-looking statements. Given these risks, uncertainties and other factors, you should not place undue reliance on any forward-looking statements.

There are a number of risks and uncertainties that could cause our actual results to differ materially from the forward-looking statements contained in, or implied by, this Quarterly Report on Form 10-Q. Important factors that could cause our actual results to differ materially from the forward-looking statements we make in this Quarterly Report on Form 10-Q include the following:

- our ability to attract and retain qualified professionals and senior management;
- conflicts resulting in our inability to represent certain clients;
- our former employees joining competing businesses;
- our ability to manage our professionals’ utilization and billing rates and maintain or increase the pricing of our other services and products;
- our ability to make acquisitions and integrate the operations of acquisitions as well as the costs of integration;
- our ability to adapt to and manage the risks associated with operating in non-U.S. markets;
- our ability to replace senior managers and practice leaders who have highly specialized skills and experience;

- our ability to identify suitable acquisition candidates, negotiate advantageous terms and take advantage of opportunistic acquisition situations;
- periodic fluctuations in revenues, operating income and cash flows;
- damage to our reputation as a result of claims involving the quality of our services;
- fee discounting or renegotiation, lower pricing, less advantageous contract terms and unexpected terminations of client engagements;
- competition;
- general economic factors, industry trends, bankruptcy rates, capital market conditions, merger and acquisition activity, major litigation activity and other events outside of our control;
- our ability to manage growth;
- changes in demand for our services;
- risk of non-payment of receivables;
- our outstanding indebtedness; and
- proposed changes in accounting principles.

There may be other factors that may cause our actual results to differ materially from our forward-looking statements. All forward-looking statements attributable to us or persons acting on our behalf apply only as of the date of this Quarterly Report on Form 10-Q and are expressly qualified in their entirety by the cautionary statements included herein. We undertake no obligation to publicly update or revise any forward-looking statements to reflect subsequent events or circumstances and do not intend to do so.

## Item 3. Quantitative and Qualitative Disclosures About Market Risk

For information regarding our exposure to certain market risks see “Item 7A Quantitative and Qualitative Disclosures about Market Risk”, in our Annual Report on Form 10-K for the year ended December 31, 2008. There have been no significant changes in our market risk exposure since December 31, 2008. Our equity price sensitivity is discussed below.

### Equity Price Sensitivity

We currently have outstanding $149.9 million in principal amount of Convertible Notes. We are subject to equity price risk related to the convertible feature of this debt. The Convertible Notes are convertible only under certain conditions at the option of the holder. Upon conversion, the principal portion of the Convertible Notes will be paid in cash and any excess of the “conversion value” over the principal portion will be paid either in cash, shares of our common stock or a combination of shares of our common stock and cash at our option. Upon normal conversions, for every $1.00 the market price of our common stock exceeds $31.25 per share, we will be required, at our option, either to pay an additional $4.8 million or to issue shares of our common stock with a then market price equivalent to $4.8 million, or some combination thereof with a combined value of $4.8 million, to settle the conversion feature. If a specified fundamental change event occurs, the conversion price of our Convertible Notes may increase depending on our common stock price at that time. However, the number of shares of our common stock issuable upon conversion of a note may not exceed 41.5973 per $1,000 principal amount of Convertible Notes. As of October 15, 2007, the $150.0 million aggregate principal of the Convertible Notes became convertible at the option of the holders and remains convertible through July 15, 2009 as provided in the indenture covering the Convertible Notes. These Convertible Notes were classified as a current liability as of March 31, 2009.

The high and low sale prices per share for our common stock based on the closing price as reported on the New York Stock Exchange during the first quarter of 2009 were $50.38 and $36.54.

Certain acquisition related restricted stock agreements contain stock price guarantees that may result in cash payments in the future if our share price falls below a specified per share market value on the date the stock restrictions lapse (“the determination date”). The future settlement of any contingency related to security price will be recorded as an adjustment to additional paid-in capital. The following table details by year the cash outflows that would result from the price protection payments if, on the applicable determination dates, our share price was 20% above or below the amount of our share price on March 31, 2009.

| | 2009 | 2010 | 2011 | 2012 | 2013 | Total |
|---|---|---|---|---|---|---|
| | | | (in thousands) | | | |
| **Cash outflow, assuming:** | | | | | | |
| Closing share price of $49.48 at March 31, 2009 | $ — | $ 252 | $ 9,524 | $ 410 | $ 714 | $ 10,900 |
| 20% decrease in share price | — | 522 | 14,224 | 688 | 1,518 | 16,952 |
| 20% increase in share price | — | 35 | 4,824 | 131 | 131 | 5,121 |

**Item 4. Controls and Procedures**

***Evaluation of Disclosure Controls and Procedures.*** An evaluation of the effectiveness of the design and operation of our “disclosure controls and procedures” (as defined in Rule 13a-15(e) under the Exchange Act, as amended), as of the end of the period covered by this Quarterly Report on Form 10-Q was made under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer. Based upon this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures (a) were effective to ensure that information required to be disclosed by us in reports filed or submitted under the Exchange Act is timely recorded, processed, summarized and reported and (b) included, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in reports filed or submitted under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

***Changes in Internal Control over Financial Reporting.*** There have not been any changes in our internal control over financial reporting that occurred during the quarter ended March 31, 2009 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II—OTHER INFORMATION

### Item 1. Legal Proceedings

From time to time in the ordinary course of business, we are subject to claims, asserted or unasserted, or named as a party to lawsuits or investigations. Litigation, in general, and intellectual property and securities litigation in particular, can be expensive and disruptive to normal business operations. Moreover, the results of legal proceedings cannot be predicted with any certainty and in the case of more complex legal proceedings such as intellectual property and securities litigation, the results are difficult to predict at all. We are not aware of any asserted or unasserted legal proceedings or claims that we believe would have a material adverse effect on our financial condition or results of our operations.

### Item 1A. Risk Factors

There were no material changes in any risk factors previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2008, filed with the SEC on March 2, 2009, although we may disclose changes to such factors or disclose additional factors from time to time in our future filings with the SEC. Additional risks and uncertainties not presently known to us or that we currently deem immaterial also may impair our business operations.

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

*Unregistered sales of equity securities.*

None.

*Repurchases of our common stock.* The following table provides information with respect to purchases we made of our common stock during the first quarter of 2009 (in thousands, except per share amounts).

| | Total Number of Shares Purchased | Average Price Paid Per share | Total Number of Shares Purchased as Part of Publically Announced Program | Approximate Dollar Value That May Yet Be Purchased Under the Program [4] |
|---|---|---|---|---|
| January 1 through January 31, 2009 | 7[1] | $ 45.08 | — | $ 50,000 |
| February 1 through February 28, 2009 | 1[2] | $ 41.37 | — | $ 50,000 |
| March 1 through March 31, 2009 | 4[3] | $ 45.63 | — | $ 50,000 |
| **Total** | 12 | | — | |

(1) Represents 7,156 shares of common stock withheld to cover payroll tax withholdings related to the lapse of restrictions on restricted stock

(2) Represents 1,178 shares of common stock withheld to cover payroll tax withholdings related to the lapse of restrictions restricted stock

(3) Represents 3,340 shares of common stock withheld to cover payroll tax withholdings related to the lapse of restrictions restricted stock

(4) In October 2003, our Board of Directors initially approved a share repurchase program under which we have been authorized to purchase shares of our common stock. From time to time since then, our Board has reauthorized share repurchases under the program. On February 25, 2009, our Board of Directors again authorized up to $50.0 million of stock purchases through February 25, 2010.

### Item 3. Defaults Upon Senior Securities

None.

**Item 4. Submission of Matters to a Vote of Security Holders**

None

**Item 5. Other Information**

None.

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## Item 6. Exhibits

### (a) Exhibits

| Exhibit Number | Exhibit Description |
|---|---|
| 3.1 | Articles of Incorporation of FTI Consulting, Inc., as amended and restated. (Filed with the SEC on May 23, 2003 as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated May 21, 2003 and incorporated herein by reference.) |
| 3.2 | By-laws of FTI Consulting, Inc., as amended and restated through September 17, 2004. (Filed with the SEC on November 9, 2004 as an exhibit to FTI Consulting, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2004 and incorporated herein by reference.) |
| 3.3 | Amendment No. 6 to By-Laws of FTI Consulting, Inc. dated as of December 18, 2008. (Filed with the SEC on December 22, 2008 as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated December 18, 2008 and incorporated herein by reference.) |
| 3.4 | Amendment No. 7 to the By-Laws of FTI Consulting, Inc. dated February 25, 2009. (Filed with the SEC on March 3, 2009 as an exhibit to FTI Consulting, Inc.'s Current Report on Form 8-K dated February 25, 2009 and incorporated herein by reference.) |
| 10.1*† | Amendment No. 1 to the FTI Consulting, Inc. Non-Employee Director Compensation Plan (Amended and Restated Effective as of February 20, 2008) |
| 10.2*† | Amendment No. 3 to Employment Agreement made and entered into as of January 2, 2009 by and between FTI Consulting, Inc. and Dennis J. Shaughnessy. Schedules to Amendment No. 3 to the Employment Agreement are not filed. FTI Consulting Inc. will furnish supplementally a copy of any omitted schedule to the SEC upon request. |
| 31.1† | Certification of Principal Executive Officer pursuant to Rule 13a-14(a) and 15D-14(a) under the Securities Exchange Act of 1934, as amended (Section 302 of the Sarbanes-Oxley Act of 2002). |
| 31.2† | Certification of Principal Financial Officer pursuant to Rule 13a-14(a) and 15D-14(a) under the Securities Exchange Act of 1934, as amended (Section 302 of the Sarbanes-Oxley Act of 2002). |
| 32.1† | Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350 (Section 906 of the Sarbanes-Oxley Act of 2002). |
| 32.2† | Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350 (Section 906 of the Sarbanes-Oxley Act of 2002). |

* Management or Director contract or compensatory plan or arrangement.

† Filed herewith.

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**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: May 5, 2009

FTI CONSULTING, INC.

By /s/ CATHERINE M. FREEMAN

**Catherine M. Freeman**
**Senior Vice President and Chief Accounting Officer**
**(principal accounting officer)**

**Exhibit 10.1**

**AMENDMENT NO. 1**
**TO THE**
**FTI CONSULTING, INC.**
**NON-EMPLOYEE DIRECTOR COMPENSATION PLAN**
**(AMENDED AND RESTATED EFFECTIVE AS OF FEBRUARY 20, 2008)**

**WHEREAS**, FTI Consulting, Inc. (the "Company") maintains the FTI Consulting, Inc. Non-Employee Director Compensation Plan, amended and restated effective as of February 20, 2008 (the "Plan");

**WHEREAS**, pursuant to Section 11 of the Plan, the Board of Directors of the Company (the "Board") may at any time and from time to time, alter, amend, modify or terminate the Plan in whole or in part; and

**WHEREAS**, the Board desires to amend the Plan, effective as of the date hereof, as set forth herein.

**NOW, THEREFORE**, the Board takes the following action with regard to the Plan:

FIRST: Pursuant to Section 11 of the Plan, the Plan is hereby amended, effective as of the date hereof, by adding a new Section 7.1(e) of the Plan to read in full as follows:

> "(e) In the event of a Non-Employee Director's cessation of service at the expiration of the then-current term of directorship as a member of the Board due to the Company's failure to re-nominate such Non-Employee Director for service on the Board (other than for cause (as determined by the Board in its good-faith discretion), or due to the request of such Non-Employee Director, or as a result of a voluntary resignation) or as a result of the Company's stockholders failing to re-elect such Non-Employee Director for service on the Board (other than for cause (as determined by the Board in its good-faith discretion)), all unvested shares of Restricted Stock and all unvested Restricted Stock Units will immediately vest in full on the Termination Date."

SECOND: Except as specifically amended hereby, the Plan is hereby ratified and confirmed in all respects and remains in full force and effect.

Final Approved by Board of Directors on 03.31.09

**Exhibit 10.2**

# AMENDMENT NO. 3 TO EMPLOYMENT AGREEMENT

THIS AMENDMENT NO. 3 TO EMPLOYMENT AGREEMENT (this "***Amendment***") is made and entered into as of January 2, 2009, by and between FTI Consulting, Inc., a Maryland corporation ("***Company***"), and Dennis J. Shaughnessy ("***Executive***").

W I T N E S S E T H:

WHEREAS, Company and Executive entered into an Employment Agreement dated September 20, 2004, which was amended by Amendment No. 1 thereto dated as of April 23, 2007, and Amendment No. 2 thereto dated as of December 31, 2008 (collectively, the Employment Agreement and Amendment No. 1 and Amendment No. 2 thereto, are referred to herein as the "***Agreement***"); and

WHEREAS, Company and Executive desire to further amend certain terms and conditions of the Agreement as set forth herein.

NOW, THEREFORE, in consideration of the mutual covenants set forth in this Amendment, Company and Executive hereby agree as follows:

1. Term of Employment. Section 2(a) "Term of Employment" of the Agreement is hereby amended and restated in its entirety as follows:

> "Employment Term. Executive's full-time employment under this Agreement will begin as of October 18, 2004 (the "***Effective Date***") and continue for a term to and including January 2, 2012 (the "***Employment Term***") or such earlier date as Executive's employment terminates under Section 9.

2. Annual Salary and Transition Payment. Section 4(b) "During the Transition Period" of the Agreement is hereby amended to provide that during the Transition Period, in lieu of Base Salary, the amount that the Company will pay or cause to be paid to Executive in cash, in periodic installments not less frequently than monthly, will be $700,000 (the "***Transition Payment***") for each year of the Transition Period.

3. Equity Grant. Section 6 "Employee Benefit Programs and Perquisites" of the Agreement is hereby amended to add new paragraph (d) as follows:

(d) In connection with, and in consideration of, this Amendment No. 3 to the Agreement, Executive will be awarded effective January 2, 2009 (the "Grant Date") performance-based shares of restricted stock (the "***Performance-Based Share Award***") with an equivalent value of $1,500,000, such number of shares of restricted stock to be determined by dividing (i) $1,500,000, by (ii) the closing price per share of common stock of the Company reported on the New York Stock Exchange for January 2, 2009 (the "***Restricted Shares***"). The Restricted Shares will be awarded out of available shares under the FTI Consulting, Inc. 2006 Global Long-Term Incentive Plan, as amended (the "***2006 Plan***"). The performance goals, vesting and other terms and conditions of the Performance-Based Share Award shall be as set forth in Exhibit A to this Amendment and shall be subject to the terms and conditions of the Agreement, as amended, and the terms and conditions of the 2006 Plan and the applicable Performance-Based Restricted Stock Award Agreement under the 2006 Plan.

4. Affirmation. This Amendment is to be read and construed with the Agreement as constituting one and the same agreement. Except as specifically modified by this Amendment, all remaining provisions, terms and conditions of the Agreement shall remain in full force and effect.

5. Defined Terms. All terms not herein defined shall have the meanings ascribed to them in the Agreement.

6. Counterparts. This Amendment may be executed in one or more counterparts, each of which shall be deemed to be an original but all of which together shall constitute one and the same instrument.

**[Signatures Appear on Next Page]**

IN WITNESS WHEREOF, the undersigned have signed this Amendment on the date first above written.

FTI CONSULTING, INC.

By: /S/ ERIC B. MILLER

Name: Eric B. Miller

Title: Executive Vice President and General Counsel

EXECUTIVE

By: /S/ DENNIS J. SHAUGHNESSY

Dennis J. Shaughnessy

**Exhibit 31.1**

**Certification of Principal Executive Officer**
**Pursuant to Rule 13a-14(a) and 15d-14(a)**
**(Section 302 of the Sarbanes-Oxley Act of 2002)**

I, Jack B. Dunn, IV, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of FTI Consulting, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 5, 2009

By: /S/ JACK B. DUNN, IV
**Jack B. Dunn, IV**
**President and Chief Executive Officer**
**(principal executive officer)**

**Certification of Principal Financial Officer**
**Pursuant to Rule 13a-14(a) and 15d-14(a)**
**(Section 302 of the Sarbanes-Oxley Act of 2002)**

I, Jorge A.Celaya, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of FTI Consulting, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 5, 2009

By: /S/ JORGE A. CELAYA

**Jorge A. Celaya**
**Executive Vice President and Chief Financial Officer**
**(principal financial officer)**

**Exhibit 32.1**

**Certification of Principal Executive Officer**
**Pursuant to 18 U.S.C. Section 1350**
**(Section 906 of the Sarbanes-Oxley Act of 2002)**

In connection with the Quarterly Report of FTI Consulting, Inc. (the “Company”) on Form 10-Q for the quarter ended March 31, 2009, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Jack B. Dunn, IV, President and Chief Executive Officer (principal executive officer) of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

1. the Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 5, 2009

By: /s/ Jack B. Dunn, IV

**Jack B. Dunn, IV**
**President and Chief Executive Officer**
**(principal executive officer)**

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

**Exhibit 32.2**

**Certification of Principal Financial Officer**
**Pursuant to 18 U.S.C. Section 1350**
**(Section 906 of the Sarbanes-Oxley Act of 2002)**

In connection with the Quarterly Report of FTI Consulting, Inc. (the “Company”) on Form 10-Q for the quarter ended March 31, 2009, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Jorge Celaya, Executive Vice President and Chief Financial Officer (principal financial officer) of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

1. the Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 5, 2009

By: /S/ JORGE A. CELAYA

**Jorge A. Celaya**
**Executive Vice President and Chief Financial Officer**
**(principal financial officer)**

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.