

BANK BRADESCO
Form 6-K
October 14, 2009

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

FORM 6-K

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

For the month of October, 2009

Commission File Number 1-15250

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

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

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

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

Form 20-F Form 40-F

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

Yes No

Proposals of the Board of Directors to be submitted to the Shareholders of Banco Bradesco S.A. at the Extraordinary Shareholders Meeting to be held on 10.29.2009.

I. Aiming at enabling **Banco Bradesco S.A. (Bradesco)** to (i) directly assume the control of **Ibi Participações S.A. (Ibi Participações)**, making it its wholly-owned subsidiary, and, as a result, (ii) indirectly assume the control of Panuco Participações S.A., Banco Ibi S.A., Banco Múltiplo, Ibi Promotora de Vendas Ltda. and Ibi Corretora de Seguros Ltda., we propose the merger of the shares representing **Ibi Participações**'s Capital Stock into **Bradesco**'s equity. The operation aims at enabling both Companies to achieve the highest levels of competitiveness and productivity, by absorbing the expertise in a segment of great attractiveness for the banking activity, enhancing synergies existing between the two institutions. In the provisions of the Protocol and Justification Instrument of Merger of Shares and of the Articles 224, 225 and 252 of Law # 6,404/76 and further amendments, the operation of Merger of Shares of **Ibi Participações**'s Shareholders into **Bradesco**. Once the operation is authorized, it shall comply with the following terms:

1. the Managers of **Bradesco** and **Ibi Participações** ratify and approve, respectively, the appointment of PricewaterhouseCoopers Auditores Independentes, registered at the Regional Accounting Council (CRC) under # 2SP000160/O-5, and Ernst & Young Auditores Independentes, registered at the Regional Accounting Council (CRC) under # 2SP015199/O-6, respectively, as being responsible for the appraisals of their Equities at book value, and of BDO Trevisan Auditores Independentes, registered at the Regional Accounting Council (CRC) under # 2SP013439/O-5, as being responsible for the appraisals of the value of the shares of each of the Companies for the purpose of establishing the due exchange ratio, as follows: (i) in relation to **Bradesco**, taking into account the average intra-day daily quote of the common and preferred shares issued by **Bradesco** at the BM&FBOVESPA S.A. - the São Paulo Stock, Commodities and Futures Exchange (BM&FBOVESPA), at the 30 (thirty) trading sessions prior to the date of the present instrument; and (ii) in relation to **Ibi Participações**, taking into account the amounts established by the Parties based on the constant parameters of the appraisal report of its equity, appraised at its economic value. The shareholders of **Bradesco** and **Ibi Participações** shall ratify the appointment of the above-mentioned experts, as well as approve the terms of mentioned Appraisal Reports, pursuant to the relevant legislation, hereinafter referred to simply as the Appraisal Reports;

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2. according to the specific Balance Sheets of the Companies, prepared on 7.31.2009, the following Book Shareholders Equities were determined: **Bradesco** - R\$37,956,249,170.49; and **Ibi Participações** - R\$925,151,382.25;
 3. the Appraisal Reports were prepared taking into account: (i) in relation to **Bradesco**, the appraisal criterion set forth under item 1 (i) above; and (ii) in relation to **Ibi Participações**, at its economic value, pursuant to its economic/financial information, with the Parties attributing, based on the appraisal reports, the following values to each of the Companies: **Bradesco** - R\$91,868,160,462.79, net of treasury shares on 10.2.2009; and **Ibi Participações** - R\$1,368,183,000.00;
 4. the fully subscribed and paid-up Capital Stock of **Ibi Participações** totals R\$924,316,310.00 (nine hundred twenty four million, three hundred sixteen thousand, three hundred and ten reais), divided into 924.316.310 (nine hundred twenty four million, three hundred sixteen thousand, three hundred and ten) registered common shares, with a par value of R\$1.00 (one real) each;
 5. the fully subscribed and paid-up Capital Stock of **Bradesco** totals R\$23,000,000,000.00 (twenty three billion reais), divided into 3,069,869,800 (three billion, sixty nine million, eight hundred sixty nine thousand, eight hundred) book-entry, registered shares, with no par value, of which 1,534,934,979 (one billion, five hundred thirty four million, nine hundred thirty four thousand, nine hundred seventy nine) are common shares and 1,534,934,821 (one billion, five hundred thirty four million, nine hundred thirty four thousand, eight hundred twenty one) are preferred shares;
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6. the operation shall be carried out on 10.29.2009, adopting the following share exchange ratio criteria:

a) the amount equivalent to R\$1.480210817 per share was attributed to the shares of *Ibi Participações*, the object of transfer to *Bradesco* in this present operation of Merger of Shares, pursuant to item 3 above;

b) the amount equivalent to R\$29.962765280 per share was attributed to the shares of *Bradesco*, calculated based on the average intra-day daily quote on the 30 (thirty) trading sessions of BM&FBOVESPA prior to the date of the present instrument, pursuant to items 1 and 3 above;

7. in view of the value of R\$1.480210817 per share of *Ibi Participações*, and the value of R\$29.962765280 per share of *Bradesco*, the exchange ratio shall be determined at the rate of 0.049401676 fraction of share of *Bradesco* for each share issued by *Ibi Participações*, to be allocated to the shareholders of *Ibi Participações*, with 0.024700839 fraction of common share and 0.024700837 fraction of preferred share. Therefore, it shall be allocated to *Ibi Participações* s shareholders, in exchange for the shares owned by them, 45,662,775 new book-entry, registered shares, with no par value, of which 22,831,389 are common shares and 22,831,386 are preferred shares, representing the capital stock of *Bradesco*, in order to maintain the same proportion of common and preferred shares currently existing in the capital stock of *Bradesco*;

8. once the operation is approved, the Capital Stock of *Bradesco* shall be increased in the amount of R\$1,368,183,000.00, based on the transaction value duly supported by the Appraisal Report indicated in item 3 above, increasing it from R\$23,000,000,000.00 to R\$24,368,183,000.00, through the issue of 45,662,775 new book-entry, registered shares, with no par value, of which 22,831,389 are common shares and 22,831,386 are preferred shares, allocated to the shareholders of *Ibi Participações*, in the proportion of the interests that they hold in *Ibi Participações*, with the Capital Stock of *Bradesco* being represented by 3,115,532,575 book-entry, registered shares, with no par value, of which 1,557,766,368 are common shares and 1,557,766,207 are preferred shares, with the resulting change in the main item of Article 6 of the Bylaws of *Bradesco*, which shall take effect with the following wording: Article 6) The Capital Stock is R\$24,368,183,000.00 (twenty four billion, three hundred sixty eight million, one hundred eighty three thousand reais), divided into 3,115,532,575 (three billion, one hundred fifteen million, five hundred thirty two thousand, five hundred seventy five) book-entry, registered shares, with no par value, of which 1,557,766,368 (one billion, five hundred fifty seven million, seven hundred sixty six thousand, three hundred sixty eight) are common shares and 1,557,766,207 (one billion, five hundred fifty seven million, seven hundred sixty six thousand, two hundred and seven) are preferred shares. ;

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9. the shares to be issued by *Bradesco* and allocated to the shareholders of *Ibi Participações* shall have the following rights and advantages: Common shares - voting right and, in the event of public offering arising from the disposal of the Company's control, the common shares that are not part of the controlling group shall be entitled to receive one 100% (hundred per cent) of the amount paid per common share owned by the controlling shareholders; Preferred shares - non-voting right; priority in the Capital Stock reimbursement, in the event of liquidation of the Company; dividends 10% (ten per cent) higher than those assigned to common shares; inclusion in the public offering arising from the disposal of the Company's control, ensuring its owners the right to receive a price equal to 80% (eighty per cent) of the amount paid per common share that is part of the controlling group;

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10. the shares held by the shareholders of *Ibi Participações* that, by applying the exchange ratio provided for in item 7, do not ensure the right to receive one share of *Bradesco*, shall be grouped and acquired by *Bradesco*. The price to be paid shall be of R\$29.962765280 per share and the amount appraised shall be available to the shareholders of *Ibi Participações*, as of the date of approval of the operation by the Central Bank of Brazil, proportionally to the fraction they are entitled to receive;

11. the shareholders of *Ibi Participações* shall be entitled to withdraw from the Company, pursuant to the provisions of Articles 137, 230 and 252 of Law # 6,404/76, through the reimbursement of the book value, on the reference date of 7.31.2009, of R\$1.000903449 per share, held by a shareholder of *Ibi Participações* on the date the Material Fact regarding the object of the operation is published, pursuant to Paragraph 1 of Item VI of said Article 137;

12. similarly, the shareholders of *Bradesco*, holders of common shares, shall be entitled to withdraw from the Company, pursuant to the provisions of Articles 137, 230 and 252 of Law # 6,404/76, through the reimbursement of the book value of their shares, on the reference date of 7.31.2009, of R\$12.379416101 per common share, held by a shareholder of *Bradesco* on the date the Material Fact regarding the object of the operation is published, pursuant to Paragraph 1 of Item VI of said Article 137;

13. the shares of *Bradesco* to be allocated to the shareholders of *Ibi Participações* shall be fully entitled to dividends and/or interest on own capital to be declared as of the first business day immediately following the approval of the operation by the Central Bank of Brazil. They shall also be fully entitled to any advantages attributed to the other shares, as of said date;

14. the operation shall be submitted to the approval of the Central Bank of Brazil;

Proposals of the Board of Directors to be submitted to the Shareholders of Banco Bradesco S.A. at the Extraordinary Shareholders Meeting to be held on 10.29.2009. .6.

II. to opt for the use of consolidated financial statements at Bradesco, in the determination of operating limits pursuant to Article 1 of the Brazilian Monetary Council (CMN) Resolution # 2,283, of June 5th, 1996, comprising Banco Ibi S.A. Banco Múltiplo, controlled by Ibi Participações;

III. to increase Bradesco's Capital Stock by R\$131,817,000.00, increasing it from R\$24,368,183,000.00 to R\$24,500,000,000.00, upon the capitalization of Reserves, without issuing shares, according to the disposition of First Paragraph of Article 169 of Law # 6,404/76, with the subsequent amendment to the main section of Article 6 of the Company's Bylaws;

IV. partially amend the Bylaws, Articles 22 and 24, by increasing the number of members of the Internal Controls and Compliance and Ethical Conduct Committees, in view of the adoption of the new Organizational Structure, in order to include new members, considering respectively:

a) a growing relevance of activities inherent to the compliance attributions, especially those concerned with the verification of compliance with laws and rules and also with the objective of aligning Bradesco with the structures and the best practices adopted in the domestic and international markets;

b) the expansion of areas in charge of the vehicles that receive and internally deal with information about breaches to Bradesco Organization's Code of Ethical Conduct, as well as preventive actions.

We also clarify that both members of the Internal Controls and Compliance Committee and Ethical Conduct Committee, to be nominated, are Managers of this Bank, which pays their compensation. They neither receive nor will receive any payment as members of said Committees. Therefore, global expenses amount related to Bradesco's Management compensation will not change.

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Once these proposals are approved, the Articles 6, 22 and 24 of the Bylaws shall have the following wording: Article 6) The Capital Stock is R\$24,500,000,000.00 (twenty four billion, five hundred million reais), divided into 3,115,532,575 (three billion, one hundred fifteen million, five hundred thirty two thousand, five hundred seventy five) book-entry, registered shares, with no par value, of which 1,557,766,368 (one billion, five hundred fifty seven million, seven hundred sixty six thousand, three hundred sixty eight) are common shares and 1,557,766,207 (one billion, five hundred fifty seven million, seven hundred sixty six thousand, two hundred and seven) are preferred shares. Article 22) The Company will have a Compliance and Internal Control Committee constituted by up to 12 (twelve) members, to be nominated and dismissed by the Board of Directors, having a 1 (one) year term of office. One of the Committee members should be appointed as Coordinator. Article 24) The Company will have an Ethical Conduct Committee comprised of up to 16 (sixteen) members, appointed and dismissed by the Board of Directors, with a term of office of 1 (one) year, and one of them must be appointed as Coordinator. .

Cidade de Deus, Osasco, SP, October 5th, 2009

Board of Directors

Lázaro de Mello Brandão - Chairman

Mário da Silveira Teixeira Júnior

Márcio Artur Laurelli Cypriano

Denise Aguiar Alvarez

Carlos Alberto Rodrigues Guilherme

We declare this is a free English translation of the Minutes of the Special Meeting # 1,515, of the Bank's Board of Directors, held on October 5th, 2009, drawn up in the Company's records.

Banco Bradesco S.A.

Arnaldo Alves Vieira

Domingos Figueiredo de Abreu

Proposals of the Board of Directors to be submitted to the Shareholders of Banco Bradesco S.A. at the Extraordinary Shareholders Meeting to be held on 10.29.2009. .8.

Documents at Shareholders Disposal: these Proposals of the Board of Directors, the Call Notice, the Material Fact and the Protocol and Justification Instrument of Merger of Shares of Ibi Participações S.A. s Shareholders entered into with Banco Bradesco S.A. and its attachments are at the disposal of shareholders at the Shares and Custody Department of Bradesco, Depository Financial Institution of the Company s Shares, Cidade de Deus, Prédio Amarelo, Vila Yara, Osasco, SP, which can be seen on the Website *www.bradesco.com.br* Corporate Governance section Corporate Documents.

Representation: pursuant to First Paragraph of Article 126 of Law # 6,404, of December 15th, 1976, and further amendments, shareholders can be represented by attorneys-in-fact, respecting the legal restrictions, and the original copy of the power-of attorney shall be delivered, via post office or bearer, in up to 2 (two) business days before the date expected for the General Meeting, at Banco Bradesco S.A. - Secretaria Geral - Área Societária - Cidade de Deus - 4º andar do Prédio Vermelho - Vila Yara - Osasco, SP - CEP 06029-900. A copy of the documents can also be sent to *governancacorp@bradesco.com.br* and alternatively by fax (55 11) 3684.4630 or (55 11) 3683.2564.

