

BANK BRADESCO
Form 6-K
March 11, 2011

**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 March, 2011
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

**INFORMATION ON THE
SPECIAL AND ANNUAL
SHAREHOLDERS' MEETINGS
TO BE HELD ON MARCH 10,
2011, INCLUDING THE
INFORMATION REQUIRED BY
CVM RULES #480 AND #481**

Publicly-Held Company

Salão Nobre

Special and Annual Shareholders' Meetings to be held on March 10, 2011

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1. Message of the Board of Directors' Chairman and of the Chief Executive Officer

Cidade de Deus, Osasco, SP, February 8, 2011

Dear Shareholders,

We are pleased to invite you to participate in the Annual and Special Shareholders' Meetings of Banco Bradesco S.A., to be held on March 10, 2011, at 4:30 p.m., at our headquarters, in Cidade de Deus, Prédio Vermelho, Salão Nobre do 5º andar, Vila Yara, Osasco, São Paulo.

Thus, we are making available this manual with all necessary information for the examination of the matters to be resolved, as well as the guidelines to exercise your voting right. It is an extremely important event in our annual calendar, in which you will have the opportunity to take part in the discussion of matters relevant to the Company.

As it has been occurring yearly, the Annual Shareholders' Meeting is characterized as one of the first Shareholders' Meeting to be held in the market, which happens approximately two months before the deadline set forth by the Brazilian legislation.

Moreover, in order for shareholders to have enough time to examine all documents related to the Shareholders' Meetings, we have been making all the necessary efforts to make them available approximately thirty days before the Meetings take place.

Before the analysis of the matters to be discussed and voted, the Management's Comments on the Company is available in item 2 herein, pursuant to CVM Rule #480.

Confident that we will continue receiving your support, we remain at your disposal to provide any other additional information.

Sincerely,

Lázaro de Mello Brandão

Chairman of the Board of Directors

Luiz Carlos Trabuco Cappi

Chief Executive Officer

Special and Annual Shareholders' Meetings to be held on March 10, 2011

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2. Management's Comments according to Item 10 of the Reference Form of CVM Rule #481, as of 12.7.2009

10. Board's Comments

10.1 The Board should comment on:

a) General financial and equity conditions

• 2010

In 2010, the real appreciated by 4.3% in relation to the U.S. dollar, reaching R\$ 1.6662 per US\$ 1.00 on December 31, 2010 as compared to R\$ 1.7412 per US\$ 1.00 on December 31, 2009. The Central Bank increased the base interest rate from 8.75% in December 2009 to 10.75% in December 2010.

The year of 2010 was characterized by the world economic growth recovery, although at a slower and uneven pace across the countries. If, on one hand, some developed countries will still have to overcome some difficulties generated by economic destabilization occurred in 2008/2009, on the other hand the clear perception that this scenario open new opportunities for emerging countries remains, in particular for countries like Brazil where the democratic environment is consolidated and the business sector has achieved a capacity consistent with such new challenges.

In spite of many challenges faced by long-term growth, Bradesco is prudently optimistic on perspectives for the next years. Brazilian economy, right at the end of 2009, presented solid bases for growth recovery, as confirmed at the end of 2010, which was marked by a robust GDP expansion to the highest level since 1985.

In the political environment, 2010 was a year where the full exercise of citizenship evidenced a deeply-rooted democratic system establishing freedom of speech and choice as a target.

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Advances occurred not only in economic indicators, but also in social indicators. In fact, improvements in people's life quality, especially in consumption power, were encouraging as achievements that introduced a great part of population in the middle class, which is a significant statistical data in the country's history.

Among the most significant events in 2010, the following stand out: a) expressive volume of credit operations that increased by 20.75% over 2009, and the recovery of overdue credits, which increased by 57.94% over the previous year; b) expansion of Customer Service

Network operating in all Brazilian municipalities through the opening of 178 new Branches; c) reorganization of facilities abroad to meet properly the demands of the international market; d) Bradesco presence as the leading coordinator of Petrobras capitalization process, the greatest operation of the kind in Brazilian and world stock markets; e) acquisition of the whole capital stock of Ibi Services in Mexico, where partnership with C&A in that country made part of the deal; f) partnership with Banco do Brasil and Caixa Econômica Federal for creation and management of a Brazilian card brand - ELO; g) Bradesco permanence in Dow Jones Sustainability World Index and in the Corporate Sustainability Index - ISE; h) and from socioenvironmental liability standpoint, the launch of the Corporate Code of Ethics of Bradesco Organization in Braille.

Book Net Income was R\$ 10.022, corresponding to earnings per share of R\$ 2.66 and an annualized Return on Shareholders' Equity of 22.7%. The annualized Return on Average Total Assets stood at 1.7%, and remained stable in relation to the previous year. The Consolidated Shareholders' Equity amounted to R\$ 48.043 billion, while the total balance of assets amounted to R\$ 637.485 billion.

Credit Operations

Supported by the credit democratization strategy and the continuing expansion and diversification of its funding, Bradesco increased its volume of operations, including through direct financing and partnerships with market agents, as well as individual lines, such as payroll-deductible loans through its extensive branch, service points and Banco Postal network, and the Customer Service Center 0800 Loans.

Special and Annual Shareholders' Meetings to be held on March 10, 2011

.8.

- R\$ 274.227 billion in consolidated loan operations at year-end, including advances on exchange contracts, sureties and guarantees, credit card receivables and leasing, up 20.23% in the period.
- R\$ 16.290 billion in the allowance for loan losses.

Funding and Asset Management

At the close of the year, funds raised and managed totaled R\$ 872.514 billion, 24.3% more than the previous year, as follows:

- R\$ 364.698 billion in demand deposits, time deposits, interbank deposits, other deposits, open market and savings accounts;
- R\$ 295.708 billion in assets under management, comprising investment funds, managed portfolios and third-party fund quotas, 19.4% up on the same period in the previous year;
- R\$ 114.495 billion in the exchange portfolio, borrowing and onlending, working capital, tax payment and collection and related charges, funds from the issue of securities and subordinated debt in Brazil, and other funding;

- R\$ 87.177 billion in technical provisions for insurance, private pension plans and savings bonds, a 15.4% improvement over the year before; and
- R\$ 10.436 billion in foreign funding, through public and private issues, subordinated debt and the securitization of future financial flows, equivalent to US\$ 6.263 billion.

On December 31, 2010 market capitalization of Bradesco was R\$ 109.759 billion, with emphasis on preferred share valuation of 12.1% in the year, as compared to 1.0% valuation of Ibovespa.

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• **2009**

In 2009, the real appreciated by 25.5% in relation to the U.S. dollar, reaching R\$ 1.7412 per US\$ 1.00 on December 31, 2009 as compared to R\$ 2.3370 per US\$ 1.00 on December 31, 2008. The Central Bank gradually decreased the base interest rate from 13.75% in December 2008 to 8.75% in December 2009.

The fiscal year of 2009, began with the worst possible forecasts for the global economy, but ended with consistent signs of recovery. The actual pace of recovery varied from country to country, accompanied by a lingering degree of uncertainty regarding the developed world, where the adjustments in progress may impose reduced consumption growth over the previous years' levels. At the same time, we see challenges ahead related to the strong fiscal deterioration in these nations as part of the anti-cyclical response to the risk of an economic depression.

Brazil has successfully overcome the challenges imposed by the crisis. The adoption of anti-cyclical policies resulted in a decline in household consumption, the main component of GDP, but not nearly to the same extent as in previous periods of major turbulence. The decline in investments temporarily interrupting the expansion cycle of the previous five years is already showing unmistakable signs of a reversal thanks to reduced idle capacity, the favorable outlook for domestic demand and the opportunities arising from the World Cup and the Olympic Games, as well as from pre-salt oil exploration. At that occasion, Brazil was already one of the main destinations for direct investments by foreign companies.

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.10.

Book Net Income was R\$ 8.012 billion, corresponding to earnings per share of R\$ 2.34 and an annualized Return on Shareholders' Equity of 21.4%. The annualized Return on Average Total Assets stood at 1.7%, compared to 1.9% in the previous year. Total Consolidated Shareholders' Equity amounted to R\$ 41.754 billion, the balance of total assets amounted to R\$ 506.223 billion.

Credit Operations

Supported by the credit democratization strategy and the continuing expansion and diversification of its funding, Bradesco increased its volume of operations, including through direct financing and partnerships with market agents, as well as individual lines, such as payroll-deductible loans through its extensive Branches Network, Service Stations and Banco Postal, and the Customer Service Center 0800 Loans.

- R\$ 228.078 billion in consolidated loan operations at year-end, including advances on exchange contracts, sureties and guarantees, credit card receivables and leasing, up 6.78% in the period.
- R\$ 16.313 billion in the allowance for loan losses.

Funding and Asset Management

All in all, the Bank managed R\$ 20.910 million in checking accounts and was responsible for 17.73% of the Brazilian Savings and Loan System - SBPE.

At the close of the year, funds raised and managed totaled R\$ 702.065 billion, 17.48% more than the previous year, as follows:

- R\$ 284.346 billion in demand deposits, time deposits, interbank deposits, other deposits, open market and savings accounts;
-

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- R\$ 247.700 billion in assets under management, comprising investment funds, managed portfolios and third-party fund quotas, 32.35% up on the same period in the previous year;
- R\$ 86.411 billion in the exchange portfolio, borrowing and onlending, working capital, tax payment and collection and related charges, funds from the issue of securities and subordinated debt in Brazil, and other funding;
- R\$ 75.572 billion in technical provisions for insurance, supplementary private pension plans and savings bonds, a 17.01% improvement over the year before; and
- R\$ 8.036 billion in foreign funding, through public and private issues, subordinated debt and the securitization of future financial flows, equivalent to US\$ 4.615 billion.

□ 2008

In 2008, Brazilian GDP increased by 5.1%, and the real depreciated by 31.9% in relation to the U.S. dollar, reaching R\$ 2.3370 per US\$ 1.00 on December 31, 2008, as compared to R\$ 1.7713 per US\$ 1.00 on December 31, 2007. The Central Bank gradually increased the base interest rate from 11.25% in December 2007 to 13.75% in December 2008.

The fiscal year of 2008 was marked by a variation in the robust expansion cycle of global growth initiated in 2004, a period of several structural changes that benefited emerging economies like Brazil's. This change occurred with the onset of the most severe crisis of the

past 70 years, basically characterized by a strong deleveraging process that intensified in September and has affected several interconnected markets. The most relevant outcomes of this process were noticeable in the financial volatility, the banking system became unstable in various economies, credit constraints and reduced capital flows, changes in asset and commodity prices and higher risk aversion.

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Notwithstanding an unfavorable international scenario, the Brazilian economy behaved well most of the year, with growth around 5%, a level achieved for the second consecutive year.

Household consumption and investments are still the main drivers of economic expansion, benefited by an environment of higher confidence among consumers and businessmen and by credit and income growth. Inflationary pressures deriving from a disparity between supply and demand and intensified by high commodity prices by mid-2008, resulted in monetary tightening, which decisively contributed to Brazil avoiding an acceleration of inflation as strong as that verified in several economies. Within this scenario, Brazil obtained the coveted investment grade in the first half of 2008 amid high volatility in the global markets. It is also worth mentioning a significant inflow of foreign direct investments, which reached the level of US\$ 40 billion for the first time in history.

The Net Income for the year was R\$ 7.620 billion, corresponding to R\$ 2.48 per share and annualized return on average Shareholders' Equity of 23.76%. The annualized Return on Average Total Assets stood at 1.93%, compared to 2.67% in the previous year. Consolidated Shareholders' Equity amounted to R\$ 34,257 million, while the balance of total assets amounted to R\$ 454,413 million.

Credit Operations

An increased volume of Bradesco loan operations, both in financing directly made and partnerships with market agents, and in other lines focused on Individuals, such as Payroll Deductible Loans, is based on the credit democratization strategy and on the continuous expansion and diversification of financing by means of its extensive Branches Network, Service Stations and Banco Postal as well as several alternative channels, such as Bradesco Dia&Noite ATMs, Internet Banking, Fone Fácil, Bradesco Celular and on Customer Service Center 0800 Loan.

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.13.

- R\$ 213.602 billion in consolidated loan operations at year-end, including advances on exchange contracts, sureties and guarantees, credit card receivables and leasing, up 34.2% in the period.
- R\$ 10.263 billion in the allowance for loan losses

Funding and Asset Management

The Bank managed, together, 20.081 million checking accounts and held 18.0% of the Brazilian Savings and Loan System - SBPE.

At the end of the year, the total volume of funding and assets managed by the Organization stood at R\$ 597.615 billion, a 23.74% growth compared to the previous year:

- R\$ 244.470 billion in Demand Deposits, Time Deposits, Interbank Deposits, Other Deposits, Open Market and Saving Accounts;
- R\$ 187.151 billion in assets under management, comprising Investment Funds, Managed Portfolios and Third-Party Fund Quotas, with a 5.45% growth compared to the same period of the previous year;
- R\$ 92.944 billion recorded at the Exchange Portfolio, Borrowing and Onlending, Own Working Capital, Tax Payment and Collection and Related Taxes, Funds From Issuance of Securities, Subordinated Debt in the Country and Other Funding;

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- R\$ 64.587 billion in Technical Provisions for Insurance, Private Pension Plan and Savings Bonds, with a 10.36% increase when compared to the previous year; and
- R\$ 8.463 billion in foreign funding, through public and private issues, subordinated debt and the securitization of future financial flows, equivalent to US\$ 3.621 billion.

b) Capital structure and possibility of share or quotas redemption, indicating: i) possibility of redemption; ii) formula for redemption price calculation

□ Capital Structure

	Dec10	Dec09	In 1,000 Dec08
Common	1,880,830	1,710,205	1,534,806
Preferred	1,881,225	1,710,346	1,534,900
Subtotal outstanding	3,762,055	3,420,551	3,069,706
Treasury shares	395	6,535	163
Total	3,762,450	3,427,086	3,069,869

P.S.: It does not consider bonuses and developments in the periods.

On December 31, 2010, Bradesco Capital Stock amounted to R\$ 28.5 billion divided into 3,762,450 thousand book shares, being 1,881,225 thousand common shares and 1,881,225 thousand preferred shares with no face value.

Capital stock in 2009 amounted to R\$ 26.5 billion, divided into 3,427,086 thousand book shares, being 1,713,543 thousand common shares and 1,713,543 thousand preferred shares with no face value.

In 2008 the Capital Stock amounted to R\$ 23 billion divided into book 3,069,869 shares, being 1,534,935 common shares and 1,534,934 preferred shares with no face value.

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There is no expected redemption of shares issued by the Company other than the legal redemptions.

c) Capacity to pay financial commitments

Bradesco has full ability to pay all its financial commitments, because it daily reviews its asset and liability management policy to ensure sufficient liquidity to honor withdrawals, deposits, repay other obligations at maturity, extend loans or other forms of credit to its customers and meet its own needs of working capital for investment. The following table presents our consolidated balance sheet by maturity:

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						R\$ thousand	
	1 to 30 days	31 to 180 days	181 to 360 days	More than 360 days	Not stated maturity	Total	
Assets							
Current and long-term assets	332,245,946	106,371,438	44,001,250	143,164,024		-	625,782,658
Funds available	15,737,880	-	-	-		-	15,737,880
Interbank investments	27,575,524	43,290,926	1,075,470	1,290,114		-	73,232,034
Securities and derivative financial instruments (1) (2)	175,936,945	4,927,407	5,656,915	26,996,723		-	213,517,990
Interbank and interdepartmental accounts	65,821,487	1,741	1,449	501,610		-	66,326,287
Loan and leasing operations	22,510,907	49,452,604	32,445,200	93,481,286		-	197,889,997
Other receivables and assets	24,663,203	8,698,760	4,822,216	20,894,291		-	59,078,470
Permanent assets	216,126	990,537	901,676	7,263,459	2,330,274		11,702,072
Investments	-	-	-	-	1,576,790		1,576,790
Premises and equipment and leased assets	53,985	269,929	323,915	2,772,832	345,470		3,766,131
Intangible assets	162,141	720,608	577,761	4,490,627	408,014		6,359,151
Total on December 31, 2010	332,462,072	107,361,975	44,902,926	150,427,483	2,330,274		637,484,730
Total on December 31, 2009	265,077,183	74,648,728	35,062,982	129,827,148	1,607,051		506,223,092
Total on December 31, 2008	251,683,627	52,258,067	41,822,570	107,188,414	1,460,365		454,413,043
Liabilities							
Current and long-term liabilities	314,117,150	40,862,788	42,254,168	191,375,883		-	588,609,989
Deposits (3)	97,242,257	7,533,178	20,819,624	67,605,540		-	193,200,599
Open market funding	115,794,642	14,174,646	6,917,135	34,610,737		-	171,497,160
Funds from issuance of securities	173,182	2,483,953	2,273,497	12,743,319		-	17,673,951
Interbank and interdepartmental accounts	3,789,604	-	-	-		-	3,789,604
Borrowing and onlending	1,842,972	7,705,581	7,015,157	21,632,515		-	38,196,225
Derivative financial instruments	287,896	198,179	110,031	133,594		-	729,700
Technical provisions for insurance, private pension plans	63,719,014	2,100,439	1,283,121	20,074,517		-	87,177,091

and savings bonds (3)						
Other liabilities:	31,267,583	6,666,812	3,835,603	34,575,661	-	76,345,659
- Subordinated debts	1,122,185	4,460,861	2,417,064	18,314,836	-	26,314,946
- Other	30,145,398	2,205,951	1,418,539	16,260,825	-	50,030,713
Deferred income	360,355	-	-	-	-	360,355
Minority interest in subsidiaries	-	-	-	-	471,536	471,536
Shareholders equity	-	-	-	-	-48,042,850	48,042,850
Total on December 31, 2010	314,477,505	40,862,788	42,254,168	191,375,883	48,514,386	637,484,730
Total on December 31, 2009	243,987,413	23,845,786	31,095,923	164,220,184	43,073,786	506,223,092
Total on December 31, 2008	200,022,806	23,944,909	24,780,135	170,381,210	35,283,983	454,413,043
Accumulated net assets on December 31, 2010	17,984,567	84,483,754	87,132,512	46,184,112	-	-
Accumulated net assets on December 31, 2009	21,089,770	71,892,712	75,859,771	41,466,735	-	-
Accumulated net assets on December 31, 2008	51,660,821	79,973,979	97,016,414	33,823,618	-	-

- (1) Investments in investments funds are classified as up to 30 days;
- (2) Operations related to repurchase commitments are classified per term of operation;
and
- (3) Demand and savings deposits and technical provisions for insurance, private pension plans and savings bonds comprising VGBL and PGBL products are classified as up to 30 days, without considering average historical turnover.

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Subordinated debt - 2010

R\$ thousand

Maturity	Original term in years	Value of operation	Currency	Remuneration
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