

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

(Mark One)

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

For the fiscal year ended April 30, 2008

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 1-6089



H&R Block, Inc.

(Exact name of registrant as specified in its charter)

MISSOURI

(State or other jurisdiction of incorporation or organization)

44-0607856

(I.R.S. Employer Identification No.)

One H&R Block Way, Kansas City, Missouri 64105
(Address of principal executive offices, including zip code)

(816) 854-3000

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Name of each exchange on which registered |
|---------------------------------|--|
| Common Stock, without par value | New York Stock Exchange |

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, without par value
(Title of Class)

Indicate by check mark whether the registrant is a well-known seasoned issuer as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes No

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 Smaller reporting company
(Do not check if a smaller reporting company)

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

The aggregate market value of the registrant's Common Stock (all voting stock) held by non-affiliates of the registrant, computed by reference to the price at which the stock was sold on October 31, 2007, was \$7,062,213,655.

Number of shares of the registrant's Common Stock, without par value, outstanding on May 31, 2008: 326,843,255.

Documents incorporated by reference

The definitive proxy statement for the registrant's Annual Meeting of Shareholders, to be held September 4, 2008, is incorporated by reference in Part III to the extent described therein.





**2008 FORM 10-K AND ANNUAL REPORT
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INTRODUCTION AND FORWARD-LOOKING STATEMENTS

Specified portions of our proxy statement, which will be filed in July 2008, are listed as “incorporated by reference” in response to certain items. Our proxy statement will be made available to shareholders in July 2008, and will also be available on our website at www.hrblock.com.

This report and other documents filed with the Securities and Exchange Commission (SEC) may contain forward-looking statements. In addition, our senior management may make forward-looking statements orally to analysts, investors, the media and others. Forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts. They often include words such as “expects,” “anticipates,” “intends,” “plans,” “believes,” “seeks,” “estimates,” “will,” “would,” “should,” “could” or “may.” Forward-looking statements provide management’s current expectations or predictions of future conditions, events or results. They may include projections of revenues, income, earnings per share, capital expenditures, dividends, liquidity, capital structure or other financial items, descriptions of management’s plans or objectives for future operations, products or services, or descriptions of assumptions underlying any of the above. They are not guarantees of future performance. By their nature, forward-looking statements are subject to risks and uncertainties. These statements speak only as of the date made and management does not undertake to update them to reflect changes or events occurring after that date except as required by federal securities laws.

PART I

ITEM 1. BUSINESS

GENERAL DEVELOPMENT OF BUSINESS

H&R Block, Inc. has subsidiaries that provide tax, investment, retail banking, accounting and business consulting services and products. Our Tax Services segment primarily consists of our income tax preparation businesses — retail, online and software. These businesses serve the general public in the United States, Canada and Australia. Additionally, this segment includes commercial tax businesses, which provide tax preparation software and educational materials to certified public accountants (CPAs) and other tax preparers in the United States. Our Business Services segment consists primarily of a national accounting, tax and business consulting firm primarily serving middle-market companies under the RSM McGladrey name. Our Consumer Financial Services segment is engaged in offering brokerage services, along with investment planning and related financial advice through H&R Block Financial Advisors, Inc. (HRBFA) and retail banking through H&R Block Bank (HRB Bank). Previously our subsidiary, Option One Mortgage Corporation (OOMC), offered various home mortgage services, but discontinued offering these services during fiscal year 2008. See additional discussion of OOMC’s mortgage operations in “Discontinued Operations.”

H&R Block, Inc. was organized as a corporation in 1955 under the laws of the State of Missouri. “H&R Block,” “the Company,” “we,” “our” and “us” are used interchangeably to refer to H&R Block, Inc. or to H&R Block, Inc. and its subsidiaries, as appropriate to the context. A complete list of our subsidiaries can be found in Exhibit 21.

DISCONTINUED OPERATIONS – Effective November 2006, our Board of Directors approved a plan to exit the mortgage business operated through our subsidiary, OOMC, and we began reporting that business as discontinued operations. During our third fiscal quarter ended January 31, 2008, OOMC ceased all loan origination activities, and initiated a plan to sell its servicing operations.

On April 30, 2008, OOMC sold its loan servicing assets to an affiliate of WL Ross & Co. LLC (WL Ross) pursuant to a previously announced agreement dated March 17, 2008. After repayment of debt outstanding under OOMC’s servicing advance facility totaling \$986.2 million, OOMC realized net cash proceeds of \$212.5 million from WL Ross and \$19.9 million previously held in escrow pursuant to the servicing advance facility, for a total of \$232.4 million at closing. OOMC also retained a receivable relating to certain servicing assets of \$117.4 million. At January 31, 2008 we had an impairment relating to the estimated loss upon disposition of OOMC equal to \$304.9 million, including \$193.4 million recorded in fiscal year 2007. OOMC incurred an actual loss upon sale of the servicing assets of \$233.3 million. Impairments were reversed in the fourth quarter, resulting in net impairments for fiscal year 2008 totaling \$39.9 million. As OOMC is a wholly-owned subsidiary, earnings and losses recognized at OOMC are reflected in our consolidated financial statements. See additional discussion in Item 8, note 19 to our consolidated financial statements. The sale is subject to certain post-closing adjustments.

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During fiscal year 2007, we also committed to a plan to sell two smaller lines of business and completed the wind-down of one other line of business, all of which were previously reported in our Business Services segment. The two businesses held-for-sale were sold during fiscal year 2008. Additionally, during fiscal year 2007, we completed the wind-down of our tax operations in the United Kingdom, which were previously reported in Tax Services.

In fiscal year 2008, our discontinued operations reported a pretax loss of \$1.2 billion, which includes losses of \$15.0 million from our Business Services discontinued operations, with the remainder from our mortgage business. See additional discussion of the performance of our mortgage operations in Item 7, under “Discontinued Operations.”

These businesses are presented as discontinued operations in the consolidated financial statements for all periods presented.

FINANCIAL INFORMATION ABOUT INDUSTRY SEGMENTS

See discussion below and in Item 8, notes 19 and 20 to our consolidated financial statements.

DESCRIPTION OF BUSINESS

TAX SERVICES

GENERAL – Our Tax Services segment is primarily engaged in providing tax return preparation and related services and products in the United States and its territories, Canada and Australia. Revenues include fees earned for services performed at company-owned retail tax offices, royalties from franchise retail tax offices, sales of Peace of Mind (POM) guarantees, sales of tax preparation and other software, fees from online tax preparation, participation in refund anticipation loans (RALs) and Emerald Advance lines of credit. Segment revenues constituted 67.9% of our consolidated revenues from continuing operations for fiscal year 2008, 66.8% for 2007, and 68.5% for 2006.

Retail income tax return preparation and related services are provided by tax professionals via a system of retail offices operated directly by us or by franchisees. We also offer our services through seasonal offices located inside major retailers.

We offer a number of digital tax preparation alternatives. TaxCut® from H&R Block enables do-it-yourself users to prepare their federal and state tax returns easily and accurately. Our software products may be purchased through third-party retail stores, direct mail or online.

We also offer our clients many online options: multiple versions of do-it-yourself tax preparation; professional tax review; tax advice; and tax preparation through a tax professional, whereby the client completes a tax organizer and sends it to a tax professional for preparation and/or signature.

By offering professional and do-it-yourself tax preparation options through multiple channels, we seek to serve our clients in the manner in which they choose to be served.

We also offer clients a number of options for receiving their income tax refund, including a check directly from the Internal Revenue Service (IRS), an electronic deposit directly to their bank account, a prepaid debit card, a refund anticipation check or a RAL.

The following are some of the services we offer in addition to our tax preparation service:

PEACE OF MIND GUARANTEE. The POM guarantee is offered to U.S. clients, whereby we (1) represent our clients if audited by the IRS, and (2) assume the cost, subject to certain limits, of additional taxes owed by a client resulting from errors attributable to one of our tax professionals’ work. The POM program has a per client cumulative limit of \$5,000 in additional taxes assessed with respect to the federal, state and local tax returns we prepared for the taxable year covered by the program.

RALs. RALs are offered to our U.S. clients by a designated bank primarily through a contractual relationship with HSBC Holdings plc (HSBC). An eligible, electronic filing client may apply for a RAL at one of our offices. After meeting certain eligibility criteria, clients are offered the opportunity to apply for a loan from HSBC in amounts up to \$9,999 based upon their anticipated federal income tax refund. We simultaneously transmit the income tax return information to the IRS and the lending bank. Within a few days or less after the filing date, the client receives a check, direct deposit or prepaid debit card in the amount of the loan, less the bank’s transaction fee, our tax return preparation fee and other fees for client-selected services. Additionally, qualifying electronic filing clients are eligible to receive their RAL proceeds, less applicable fees, in approximately one hour after electronic filing using the Instant Money service. A RAL is repaid when the IRS directly deposits the participating client’s federal income tax refund into a designated account at the lending bank. See related discussion in “Loan Participations” below.

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RACs. Refund Anticipation Checks (RACs) are offered to U.S. clients who would like to either (1) receive their refund faster and do not have a bank account for the IRS to direct deposit their refund or (2) have their tax preparation fees paid directly out of their refund. A RAC is not a loan and is provided through a contractual relationship with HSBC.

EARLY-SEASON LOANS. Emerald Advance lines of credit are offered to clients from December through early January, in an amount not to exceed \$500. If the borrower performs as agreed in the loan terms, the line of credit can be increased and utilized year-round. These lines of credit are offered by HRB Bank. In the prior year, Instant Money Advance Loans (IMALs) were offered, allowing clients to take out a loan from HSBC in amounts up to \$2,500 based upon their anticipated federal income tax refund.

H&R BLOCK PREPAID EMERALD MASTERCARD®. The H&R Block Prepaid Emerald MasterCard® allows a client to receive a tax refund from the IRS directly on a prepaid debit card, or to direct RAL or RAC proceeds to the card to avoid high-cost check-cashing fees. The card can be used for everyday purchases, bill payments, and ATM withdrawals anywhere MasterCard® is accepted. Additional funds can be added to the card account year-round through direct deposit or at participating retail locations. The H&R Block Prepaid Emerald MasterCard® is issued by HRB Bank.

EASY SAVINGS, EASY IRA. Traditional savings and individual retirement accounts insured by the Federal Deposit Insurance Corporation (FDIC) are offered to U.S. clients as savings and tax-advantaged retirement savings tools. The accounts are held at HRB Bank.

TAX RETURN PREPARATION COURSES. We offer income tax return preparation courses to the public, which teach students how to prepare income tax returns and provide us with a source of trained tax professionals.

SOFTWARE PRODUCTS. We develop and market TaxCut® income tax preparation software, Kiplinger's Home and Business Attorney and Kiplinger's WILLPower™ software products.

TaxCut® offers a simple step-by-step tax preparation interview, data imports from money management software and tax preparation software, calculations, completion of the appropriate tax forms, checking for errors and, for an additional charge, electronic filing.

During fiscal year 2007, we acquired TaxWorks LLC and its affiliated entities, a provider of commercial tax preparation software targeting the independent tax preparer market. The primary software product, TaxWorks®, is designed for small to mid-sized CPA firms who file taxes for individuals and businesses. See Item 8, note 2 to our consolidated financial statements.

ONLINE TAX PREPARATION. We offer a comprehensive range of tax services, from tax advice to complete professional and do-it-yourself tax return preparation and electronic filing, through our websites at www.hrblock.com, www.taxcut.com, www.taxnet.com and www.taxengine.com. These websites allow clients to prepare their federal and state income tax returns using the TaxCut® Online Tax Program and other platforms, access tax tips, advice and tax-related news and use calculators for tax planning.

We participate in the Free File Alliance (FFA). This alliance was created by the tax return preparation industry and the IRS, and allows qualified filers with adjusted gross incomes less than \$54,000 to prepare and file their federal return online at no charge. We feel this program provides a valuable public service and increases our visibility with new clients, while also providing an opportunity to offer our state return preparation services to these new clients at our regular prices.

CASHBACK PROGRAM. We offer a refund discount (CashBack) program to our customers in Canada. Canadian law specifies the procedures we must follow in conducting the program. In accordance with current Canadian regulations, if a customer's tax return indicates the customer is entitled to a tax refund, we issue a check to the client in the amount of the refund, less a discount. The client assigns to us the full amount of the tax refund to be issued by the Canada Revenue Agency (CRA) and the refund check is then sent by the CRA directly to us. In accordance with the law, the discount is deemed to include both the tax return preparation fee and the fee for tax refund discounting. This program is financed by short-term borrowings. The number of returns discounted under the CashBack program in fiscal year 2008 was approximately 749,000, compared to 670,000 in 2007 and 653,000 in 2006.

CLIENTS SERVED – We, together with our franchisees, served approximately 23.5 million clients worldwide during fiscal year 2008, up from 22.9 million in 2007 and 21.9 million in 2006. We served 20.7 million clients in the U.S. during fiscal year 2008, up from 20.3 million in 2007 and 19.5 million in 2006. "Clients served" includes taxpayers for whom we prepared income tax returns in offices, federal software units sold, online completed and paid federal returns, paid state returns when no federal return was purchased, taxpayers for whom we provided only paid electronic filing services and clients who received early season loans but did not return for tax preparation and/or e-filing services. Our U.S. clients served

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constituted 14.6% of an IRS estimate of total individual income tax returns filed as of April 30, 2008, compared to 16.1% in 2007 and 15.7% in 2006.

For fiscal year 2008, the Economic Stimulus Act of 2008 (Stimulus Act) provided for taxpayers within certain income guidelines to receive a rebate. This prompted individuals who are not normally required to file a tax return, to file a return to receive the rebate. We estimate our clients served in fiscal year 2008 included 291,000 of this type of client. We believe the majority of taxpayers who filed a return for the first time this year, did so via paper and did not use paid preparers or software, which resulted in a decline in our U.S. clients served as a percent of the IRS estimate of total individual income tax returns filed.

OWNED AND FRANCHISED OFFICES – A summary of our company-owned and franchise offices is as follows:

| April 30, | 2008 | 2007 | 2006 |
|------------------------------------|---------------|---------------|---------------|
| U.S. OFFICES: | | | |
| Company-owned offices | 6,835 | 6,669 | 6,387 |
| Company-owned shared locations (1) | 1,478 | 1,488 | 1,473 |
| Total company-owned offices | 8,313 | 8,157 | 7,860 |
| Franchise offices | 3,812 | 3,784 | 3,703 |
| Franchise shared locations (1) | 913 | 843 | 602 |
| Total franchise offices | 4,725 | 4,627 | 4,305 |
| | 13,038 | 12,784 | 12,165 |
| INTERNATIONAL OFFICES: | | | |
| Canada | 1,143 | 1,070 | 1,011 |
| Australia | 366 | 360 | 362 |
| Other | — | — | 10 |
| | 1,509 | 1,430 | 1,383 |

(1) Shared locations include offices located within Wal-Mart, Sears or other third-party businesses.

Offices in shared locations at April 30, 2008, include 1,082 offices operated in Wal-Mart stores and 739 offices in Sears stores operated as “H&R Block at Sears.” The Wal-Mart agreement was renewed in August 2007, and expires in May 2009. The Sears license agreement was renewed in June 2007, and expires in July 2010.

During fiscal year 2007, we acquired ExpressTax, a national franchisor of tax preparation businesses, for an aggregate cash purchase price of \$5.7 million. This acquisition added 249 offices to our network, which continue to operate under the ExpressTax name. There are currently 389 offices operating under the ExpressTax name.

We offer franchises as a way to expand our presence in the market. Our franchise arrangements provide us with certain rights designed to protect our brand. Most of our franchisees receive signs, designated equipment, specialized forms, local advertising, initial training and supervisory services, and pay us a percentage of gross tax return preparation and related service revenues as a franchise royalty.

From time to time, we have acquired the territories of existing franchisees and other tax return preparation businesses, and may continue to do so if future conditions warrant and satisfactory terms can be negotiated.

LOAN PARTICIPATIONS – Since July 1996, we have been a party to agreements with HSBC and its predecessors to participate in RALs provided by a lending bank to H&R Block tax clients. During fiscal year 2006, we signed a new agreement with HSBC in which we obtained the right to purchase a 49.9% participation interest in all RALs obtained through our retail offices. We received a signing bonus from HSBC during fiscal year 2006 in connection with this agreement, which was recorded as deferred revenue and is earned over the contract term. The agreement is effective through June 2011. Our purchases of the participation interests are financed through short-term borrowings, and we bear all of the credit risk associated with our participation interests. Revenue from our participation is calculated as the rate of participation multiplied by the fee paid by the borrower to the lending bank. Our RAL participation revenue was \$190.2 million, \$192.4 million and \$177.9 million in fiscal years 2008, 2007 and 2006, respectively.

During fiscal year 2007, our RAL contract was amended to include participation in IMALs. We obtained the right to purchase a 75.0% participation interest in IMALs obtained through our retail offices in 22 states. Our IMAL participation revenue was \$17.6 million in fiscal year 2007. While this amendment is also effective through 2011, HSBC elected not to offer these early-season loans during fiscal year 2008.

SEASONALITY OF BUSINESS – Because most of our clients file their tax returns during the period from January through April of each year, substantially all of our revenues from income tax return preparation and related services and products are received during this period. As a result, our tax segment generally operates at a loss through the first eight months of the fiscal year. Peak revenues occur during the applicable tax season, as follows:

COMPETITIVE CONDITIONS – The retail tax services business is highly competitive. There are a substantial number of tax return preparation firms and accounting firms offering tax return preparation services. Many tax return preparation firms and many firms not otherwise in the tax return preparation business are involved in providing electronic filing and RAL services to the public. Commercial tax return preparers and electronic filers are highly competitive with regard to price and service. In terms of the number of offices and personal tax returns prepared and electronically filed in offices, online and via our software, we believe we are the largest company providing direct tax return preparation and electronic filing services in the U.S. We also believe we operate the largest tax return preparation businesses in Canada and Australia.

Our digital tax solutions businesses compete with a number of companies. Intuit, Inc. is the largest supplier of tax preparation software and is also our primary competitor in the online tax preparation market. There are many smaller competitors in the online market, as well as free state-sponsored online filing programs. Price and marketing competition for digital tax preparation services increased in recent years.

GOVERNMENT REGULATION – Federal legislation requires income tax return preparers to, among other things, set forth their signatures and identification numbers on all tax returns prepared by them, and retain all tax returns prepared by them for three years. Federal laws also subject income tax return preparers to accuracy-related penalties in connection with the preparation of income tax returns. Preparers may be prohibited from further acting as income tax return preparers if they continuously and repeatedly engage in specified misconduct.

The federal government regulates the electronic filing of income tax returns in part by requiring electronic filers to comply with all publications and notices of the IRS applicable to electronic filing. We are also required to provide certain electronic filing information to the taxpayer, comply with advertising standards for electronic filers, and be subjected to possible monitoring by the IRS, penalties for improper disclosure or use of income tax return preparation and other preparer penalties, and suspension from the electronic filing program.

The Gramm-Leach-Bliley Act and Federal Trade Commission (FTC) regulations adopted thereunder require income tax preparers to adopt and disclose consumer privacy policies, and provide consumers a reasonable opportunity to “opt-out” of having personal information disclosed to unaffiliated third-parties for marketing purposes. Some states have adopted or proposed strict “opt-in” requirements in connection with use or disclosure of consumer information. In addition, the IRS generally prohibits the use or disclosure by tax return preparers of taxpayer information without the prior written consent of the taxpayer.

Federal statutes and regulations also regulate an electronic filer’s involvement in RALs. Electronic filers must clearly explain the RAL is a loan and not a substitute for or a quicker way of receiving an income tax refund. Federal laws place restrictions on the fees an electronic filer may charge in connection with RALs. In addition, some states and localities have enacted laws and adopted regulations for RAL facilitators and/or the advertising of RALs.

Certain states have regulations and requirements relating to offering income tax courses. These requirements include licensing, bonding and certain restrictions on advertising.

As noted above under “Owned and Franchised Offices,” many of the income tax return preparation offices operating in the U.S. under the name “H&R Block” are operated by franchisees. Our franchising activities are subject to the rules and regulations of the FTC, and various state laws regulating the offer and sale of franchises. The FTC and various state laws require us to furnish to prospective franchisees a franchise offering circular containing prescribed information. A number of states in which we are currently franchising regulate the sale of franchises and require registration of the franchise offering circular with state authorities and the delivery of a franchise offering circular to prospective franchisees. We are currently operating under exemptions from registration in several of these states based upon our net worth and experience. Substantive state laws regulating the franchisor/franchisee relationship presently exist in a substantial number of states, and bills have been introduced in Congress from time to time that would provide for federal regulation of the franchisor/franchisee relationship in certain respects. The state laws often limit, among other things, the duration and scope of non-competition provisions, the ability of a franchisor to terminate or refuse to renew a franchise and the ability of a franchisor to designate sources of

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supply. From time to time, we may have to make appropriate amendments to our franchise offering circular to comply with our disclosure obligations under federal and state law.

We also seek to determine the applicability of all government and self-regulatory organization statutes, ordinances, rules and regulations in the other countries in which we operate (collectively, Foreign Laws) and to comply with these Foreign Laws. In addition, the Canadian government regulates the refund-discounting program in Canada. These laws have not materially affected our international operations.

See discussion in Item 1A, “Risk Factors” for additional information.

BUSINESS SERVICES

GENERAL – Our Business Services segment offers accounting, tax and business consulting services, wealth management and capital markets services to middle-market companies. Segment revenues constituted 21.4% of our consolidated revenues from continuing operations for fiscal year 2008 and 23.2% for fiscal years 2007 and 2006.

This segment consists primarily of RSM McGladrey, Inc. (RSM), which provides accounting, tax and business consulting services in 100 cities and 26 states and offers services in 19 of the 25 top U.S. markets.

From time to time, we have acquired related businesses, and may continue to do so if future conditions warrant and satisfactory terms can be negotiated.

During fiscal year 2007, we committed to a plan to sell two smaller lines of business and completed the wind-down of one other line of business. As of April 30, 2008, we met the criteria requiring us to present the related financial results of these businesses as discontinued operations in the consolidated financial statements for all periods presented. See additional discussion in Item 8, note 19 to our consolidated financial statements.

RELATIONSHIP WITH ATTEST FIRMS – By regulation, we cannot provide attest services. McGladrey & Pullen LLP (M&P) and other public accounting firms (collectively, “the Attest Firms”) operate in an alternative practice structure with RSM, and provide attest and other services related to client financial statements. Through a number of agreements, including agreements with these Attest Firms, we provide accounting, payroll, human resources, marketing and other administrative services to the Attest Firms, and lease a limited number of personnel. We receive a management fee for these services. We also have a cost-sharing arrangement with the Attest Firms, whereby they reimburse us for certain costs, mainly for the use of RSM-owned or leased real estate, property and equipment. In addition, we provide working capital to M&P through a revolving credit facility in an amount equal to the lower of the value of their accounts receivable, work-in-process and fixed assets or \$125.0 million. This credit facility is secured by M&P’s accounts receivable, work-in-process and fixed assets. The Attest Firms are limited liability partnerships with their own independent management, legal and business advisors, professional liability insurance, quality assurance and risk management policies. Accordingly, the Attest Firms are separate legal entities and not affiliates. Some partners and employees of the Attest Firms are also employees of RSM.

SEASONALITY OF BUSINESS – Revenues for this segment are largely seasonal in nature, with peak revenues occurring during January through April.

COMPETITIVE CONDITIONS – The accounting, tax and consulting business is highly competitive. The principal methods of competition are price, service and reputation for quality. There are a substantial number of accounting firms offering similar services at the international, national, regional and local levels. As our focus is on middle-market businesses, our principal competition is with national and regional accounting firms.

GOVERNMENT REGULATION – Many of the same federal and state regulations relating to tax preparers and the information concerning tax reform discussed previously in Tax Services apply to the Business Services segment as well. RSM is not, and is not eligible to be, a licensed public accounting firm, and takes measures to ensure that it does not provide services prohibited by regulation, such as attest services. RSM, through its subsidiaries, provides capital markets and wealth management services, and is subject to state and federal regulations governing investment advisors and securities brokers and dealers.

Auditor independence rules of the SEC and the Public Company Accounting Oversight Board (PCAOB) apply to the Attest Firms as public accounting firms. In applying its auditor independence rules, the SEC views us and the Attest Firms as a single entity and requires that the SEC independence rules for the Attest Firms apply to us and requires us to be independent of any SEC audit client of the Attest Firms. The SEC regards any financial interest or prohibited business relationship we have with a client of the Attest Firms as a financial interest or prohibited business relationship between the Attest Firms and the client for purposes of applying its auditor independence rules.

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We and the Attest Firms have jointly developed and implemented policies, procedures and controls designed to ensure the Attest Firms' independence and integrity as an audit firm complying with applicable SEC regulations and professional responsibilities. These policies, procedures and controls are designed to monitor and prevent violations of applicable independence rules and include, among other things: (1) informing our officers, directors and other members of senior management concerning auditor independence matters; (2) procedures for monitoring securities ownership; (3) communicating with SEC audit clients regarding the SEC's interpretation and application of relevant independence rules and guidelines; and (4) requiring RSM employees to comply with the Attest Firms' independence and relationship policies (including the Attest Firms' independence compliance questionnaire procedures).

See discussion in Item 1A, "Risk Factors" for additional information.

CONSUMER FINANCIAL SERVICES

GENERAL – Our Consumer Financial Services segment is engaged in offering brokerage services, along with investment planning and related financial advice through HRBFA and retail banking through HRB Bank to clients in the U. S. HRBFA offers traditional brokerage services, as well as annuities, insurance, fee-based accounts, online account access, equity research and focus lists, model portfolios, asset allocation strategies, and other investment tools and information. HRB Bank offers traditional banking services including checking and savings accounts, lines of credit, individual retirement accounts, certificates of deposit and prepaid debit card accounts. Segment revenues constituted 10.4% of our consolidated revenues from continuing operations for fiscal year 2008, 9.7% for 2007 and 8.1% for 2006.

H&R BLOCK FINANCIAL ADVISORS – HRBFA is a registered broker-dealer with the SEC and is a member of the New York Stock Exchange (NYSE), other national securities exchanges, Securities Investor Protection Corporation (SIPC) and the Financial Industry Regulatory Authority (FINRA). HRBFA is also a registered investment adviser. We act as a dealer in fixed-income securities including corporate and municipal bonds, various U.S. Government and U.S. Government Agency securities and certificates of deposit.

HRBFA is authorized to do business as a broker-dealer in all 50 states, the District of Columbia and Puerto Rico. At the end of fiscal year 2008, we operated 183 branch offices, compared to 195 offices in 2007 and 219 in 2006. The reduced number of branch offices is primarily due to the consolidation of smaller branches.

FINANCIAL ADVISORS. Our future success is dependent on retaining and recruiting productive financial advisors. During fiscal years 2008, 2007 and 2006, we added 126, 97 and 193 advisors, respectively. These additions, partially offset by attrition, increased our number of advisors from 918 at April 30, 2007, to 984 at April 30, 2008. Our overall retention rate for fiscal year 2008 was 84%, up from nearly 80% last year. The retention rate for our higher-producing advisors was approximately 94%, up from 92% in 2007. Minimum production requirements caused our overall advisor retention rate to lag our higher-producing advisor retention rate. Advisor productivity is as follows:

| | Revenue Per Advisor | Total Production Revenues |
|--------------------------|------------------------|------------------------------|
| (in 000s) | | |
| FISCAL YEAR 2008: | | |
| Pre-2006 class | \$ 264 | \$ 167,863 |
| 2006 recruits | 173 | 25,145 |
| 2007 recruits | 201 | 18,302 |
| 2008 recruits | 120 | 8,585 |
| FISCAL YEAR 2007: | | |
| Pre-2005 class | \$ 257 | \$ 150,612 |
| 2005 recruits | 145 | 16,040 |
| 2006 recruits | 154 | 26,331 |
| 2007 recruits | 121 | 6,690 |
| FISCAL YEAR 2006: | | |
| Pre-2004 class | \$ 250 | \$ 137,212 |
| 2004 recruits | 157 | 19,579 |
| 2005 recruits | 109 | 19,942 |
| 2006 recruits | 111 | 13,741 |

Financial advisors generally reach productivity levels equal to those achieved at their prior firm approximately 24 to 36 months after they join our company.

PARTNERING WITH TAX PROFESSIONALS. The H&R Block Preferred-Partner Program™ facilitates strategic, referral-based partnerships between tax professionals and financial advisors. The program includes the Licensed Referral Tax Professional (L RTP) program and a non-licensed option, which allows non-licensed tax professionals to gain additional rewards and recognition when making qualified client referrals to financial advisor partners. The L RTP program helps tax professionals obtain a securities license, teams them with a financial advisor and provides a commission to the L RTP for business referred to the financial advisors.

As of April 30, 2008, our Preferred-Partner Program had 9,510 active tax partners, of which 539 were licensed. As a result of this initiative, we added more than 14,000 new customer accounts and assets totaling \$847.8 million during fiscal year 2008. We expect to continue to increase the number of tax partners in the coming year.

H&R BLOCK BANK – In March 2006, the Office of Thrift Supervision (OTS) approved the charter of HRB Bank, which commenced operations on May 1, 2006. Operations of HRB Bank are primarily focused on providing limited retail banking services to tax clients of H&R Block. HRB Bank offers the H&R Block Prepaid Emerald MasterCard® and Emerald Advance lines of credit through our Tax Services segment, and also holds certain FDIC-insured deposits for customers of HRBFA. In fiscal years 2008 and 2007, HRB Bank purchased mortgage loans primarily from OOMC and H&R Block Mortgage Corporation (HRBMC). Although HRB Bank no longer intends to purchase mortgage loans, it continues to hold mortgage loans for investment purposes. HRB Bank had mortgage loans held for investment of \$966.3 million and \$1.4 billion at April 30, 2008 and 2007, respectively.

HRB Bank earns interest income on mortgage loans held for investment and other investments and bank card transaction fees on the use of debit cards and fees from the use of ATM networks. HRB Bank is dependent upon H&R Block and its affiliates for shared administrative services. A significant portion of HRB Bank's deposit base includes deposits relating to the business of affiliates.

The information required by the SEC's Industry Guide 3, "Statistical Disclosure by Bank Holding Companies," is included in Item 7.

SEASONALITY OF BUSINESS – HRB Bank's operating results are subject to seasonal fluctuations primarily related to the offering of the H&R Block Prepaid Emerald MasterCard® and Emerald Advance lines of credit. These services are offered to Tax Services' clients, and therefore peak in January and February and taper off through the remainder of the tax season.

HRBFA does not experience significant seasonal fluctuations. Financial services businesses are cyclical, however, and directly affected by national and global economic and political conditions, trends in business and finance and changes in interest rates and the conditions of the securities markets in which our clients invest.

COMPETITIVE CONDITIONS – HRBFA competes directly with a broad range of companies seeking to attract consumer financial assets, including retail brokerage firms, discount and online brokerage firms, mutual fund companies, investment-banking firms, commercial and savings banks, insurance companies and others. The financial services industry has become more concentrated as numerous securities firms have been acquired by or merged into other firms.

We compete based on expertise and integration with our tax services relationships, quality of service, breadth of services offered, prices, accessibility through delivery channels and technological innovation.

GOVERNMENT REGULATION - Financial services businesses are subject to extensive regulation by U.S. federal and state regulatory agencies, securities exchanges and by various non-governmental agencies, regulatory bodies and central banks. These regulatory agencies in the U.S. include, among others, the SEC, FINRA, the NYSE, the FDIC, the Federal Reserve, the Municipal Securities Rulemaking Board and the OTS. Additional legislation, regulations and rulemaking may directly affect our manner of operation and profitability.

HRBFA is registered with the SEC and subject to regulation by the SEC and by self-regulatory organizations, such as FINRA and the securities exchanges of which it is a member. As a registered broker-dealer, HRBFA is subject to the Uniform Net Capital Rule (Rule 15c3-1) administered by the SEC, which specifies minimum net capital requirements for registered brokers and dealers.

HRB Bank is subject to regulation, supervision and examination by the OTS, the Federal Reserve and the FDIC. All savings associations are subject to the capital adequacy guidelines and the regulatory framework for prompt corrective action. HRB Bank must meet specific capital guidelines involving quantitative measures of HRB Bank's assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. HRB Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk-weightings and other factors. As a savings and loan holding company, H&R Block, Inc. is also subject to regulation by the OTS.

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See Item 7, “Regulatory Environment” and Item 8, note 16 to the consolidated financial statements for additional discussion of regulatory requirements.

Also see discussion in 1A, “Risk Factors” for additional information.

DISCONTINUED OPERATIONS

GENERAL – Effective November 2006, our Board of Directors approved a plan to exit the mortgage business operated through our subsidiary, OOMC, and we began reporting that business as discontinued operations. During our third fiscal quarter ended January 31, 2008, OOMC ceased all loan origination activities, and initiated a plan to sell its servicing operations. On April 30, 2008, OOMC sold its loan servicing assets to an affiliate of WL Ross pursuant to a previously announced agreement dated March 17, 2008.

During fiscal year 2007, we also committed to a plan to sell two smaller lines of business and completed the wind-down of one other line of business, all of which were previously reported in our Business Services segment. The two businesses held-for-sale were sold during fiscal year 2008. Additionally, during fiscal year 2007, we completed the wind-down of our tax operations in the United Kingdom, which were previously reported in Tax Services.

At April 30, 2008, these businesses are presented as discontinued operations in the consolidated financial statements for all periods presented. See Item 1A, “Risk Factors” and Item 8, note 19 to our consolidated financial statements for additional information and discussion of the sale of OOMC assets and impairments we recorded relating to the disposition of these businesses.

MORTGAGE OPERATIONS – OOMC historically originated, sold and securitized non-prime mortgage loans, sold or held for investment residual interests, and serviced non-prime mortgage loans in the United States. HRBMC, a wholly-owned subsidiary of OOMC, originated non-prime and prime mortgage loans for sale to OOMC, HRB Bank or third-party buyers. Revenues primarily consisted of gains from sales and securitizations of mortgage assets net of repurchase provisions, derivative gains and losses, and impairments of residual interests, interest income and servicing fee income.

OOMC originated non-prime mortgage loans, which are those not offered through government-sponsored loan agencies and typically involve borrowers with limited or no income documentation, high levels of consumer debt or past credit problems.

In the current year, OOMC incurred \$119.2 million in restructuring charges related to the closure of its mortgage origination activities. See additional discussion of restructuring charges in Item 8, note 19 to the consolidated financial statements.

SALE AND SECURITIZATION OF LOANS. Substantially all non-prime mortgage loans originated were sold daily to qualifying special purpose entities (QSPEs or Trusts). OOMC funded its last loan in January 2008. Loan sales from January to April 2008 consisted primarily of loans repurchased due to contractual obligations.

Loans meeting certain specified criteria were sold to HRB Bank during fiscal years 2008 and 2007. HRB Bank holds the loans for investment purposes.

SERVICING. Loan servicing involves collecting and remitting mortgage loan payments, making required advances, accounting for principal and interest, holding escrow for payment of taxes and insurance and contacting delinquent borrowers. OOMC historically serviced non-prime mortgage loans and received loan servicing fees monthly over the life of the mortgage loans. As of April 30, 2008, in connection with the sale of its loan servicing operations, OOMC ceased providing loan servicing.

GOVERNMENT REGULATION – Mortgage loans previously purchased, originated and/or serviced are subject to federal laws and regulations, including:

- § The federal Truth-in-Lending Act, as amended and Regulation Z promulgated thereunder;
- § The Equal Credit Opportunity Act, as amended and Regulation B promulgated thereunder;
- § The Fair Credit Reporting Act, as amended;
- § The Fair Debt Collection Practices Act;
- § The federal Real Estate Settlement Procedures Act, as amended and Regulation X promulgated thereunder;
- § The Home Ownership Equity Protection Act (HOEPA);
- § The Soldiers’ and Sailors’ Civil Relief Act of 1940, as amended;
- § The Home Mortgage Disclosure Act (HMDA) and Regulation C promulgated thereunder;
- § The federal Fair Housing Act;
- § The Telephone Consumer Protection Act;
- § The Gramm-Leach-Bliley Act and regulations adopted thereunder;
- § The Fair and Accurate Credit Transactions Act;
- § Regulation AB; and
- § Certain other laws and regulations.

Applicable state laws generally regulate interest rates and other charges pertaining to non-prime loans. These states also require certain disclosures and require originators of certain mortgage loans to be licensed

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unless an exemption is available. In addition, most states have other laws, public policies and general principles of equity relating to consumer protection, unfair and deceptive practices, and practices that may apply to the origination, servicing and collection of mortgage loans.

See discussion in Item 1A, "Risk Factors" for additional information.

SERVICE MARKS, TRADEMARKS AND PATENTS

We have made a practice of selling our services and products under service marks and trademarks and of obtaining protection for these by all available means. Our service marks and trademarks are protected by registration in the U.S. and other countries where our services and products are marketed. We consider these service marks and trademarks, in the aggregate, to be of material importance to our business, particularly our business segments providing services and products under the "H&R Block" brand.

We have no registered patents material to our business.

EMPLOYEES

We have approximately 9,700 regular full-time employees as of April 30, 2008. The highest number of persons we employed during the fiscal year ended April 30, 2008, including seasonal employees, was approximately 137,200.

AVAILABILITY OF REPORTS AND OTHER INFORMATION

Our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments to those reports filed with or furnished to the SEC are available, free of charge, through our website at www.hrblock.com as soon as reasonably practicable after such reports are electronically filed with or furnished to the SEC. The public may read and copy any materials we file with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, DC 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains a website at www.sec.gov containing reports, proxy and information statements and other information regarding issuers who file electronically with the SEC.

Copies of the following corporate governance documents are posted on our website:

- § The Amended and Restated Articles of Incorporation of H&R Block, Inc.;
- § The Amended and Restated Bylaws of H&R Block, Inc.;
- § The H&R Block, Inc. Corporate Governance Guidelines;
- § The H&R Block, Inc. Code of Business Ethics and Conduct;
- § The H&R Block, Inc. Audit Committee Charter;
- § The H&R Block, Inc. Governance and Nominating Committee Charter; and
- § The H&R Block, Inc. Compensation Committee Charter.

If you would like a printed copy of any of these corporate governance documents, please send your request to the Office of the Secretary, H&R Block, Inc., One H&R Block Way, Kansas City, Missouri 64105.

Information contained on our website does not constitute any part of this report.

ITEM 1A. RISK FACTORS

There are a number of significant factors which could cause actual conditions, events or results to differ materially from those described in forward-looking statements, many of which are beyond management's control or its ability to accurately forecast or predict. In addition, other factors besides those listed below or discussed in reports filed with the SEC could adversely affect our results, as this list is not a complete set of all potential risks or uncertainties.

Our access to liquidity may be negatively impacted if disruptions in credit markets occur, if credit rating downgrades occur or if we fail to meet certain covenants. Funding costs may increase, leading to reduced earnings.

We need liquidity to meet our off-season working capital requirements, to service debt obligations including refinancing of maturing obligations, and related activities. Although we believe we have sufficient liquidity to meet our current needs, our access to and the cost of liquidity could be negatively impacted in the event of credit-rating downgrades or if we fail to meet existing debt covenants. In addition, events could occur which could increase our need for liquidity above current levels.

If rating agencies downgrade our credit rating, the cost of debt would likely increase and capital market availability could decrease or become unavailable. Our unsecured committed lines of credit (CLOCs) are subject to

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various covenants, including a covenant requiring that we maintain minimum equity equal to \$650.0 million, and a requirement that we reduce the aggregate outstanding principal amount of short-term debt (as defined) to \$200.0 million or less for a minimum period of thirty consecutive days during the period from March 1 to June 30 of each year. Violation of a covenant could impair our access to liquidity currently available through the CLOCs. If current sources of liquidity were to become unavailable, we would need to obtain additional sources of funding, which may not be possible.

The financial services industry faces substantial litigation risks, and such litigation may damage our reputation or result in material liabilities and losses.

We have been named, from time to time, as a defendant in various legal actions, including arbitrations, class actions, and other litigation, arising in connection with our various business activities. Adverse outcomes related to litigation could result in substantial damages and could cause our earnings to decline. Negative public opinion can also result from our actual or alleged conduct in such claims, possibly damaging our reputation and could cause the market price of our stock to decline. See Item 3, “Legal Proceedings” for additional information.

Failure to comply with laws and regulations that protect our customers’ personal and financial information could result in significant fines, penalties and damages and could harm our brand and reputation.

Privacy concerns relating to the disclosure of consumer financial information have drawn increased attention from federal and state governments. The IRS generally prohibits the use or disclosure by tax return preparers of taxpayers’ information without the prior written consent of the taxpayer. In addition, other regulations require financial service providers to adopt and disclose consumer privacy policies and provide consumers with a reasonable opportunity to “opt-out” of having personal information disclosed to unaffiliated third-parties for marketing purposes. Although we have established security procedures to protect against identity theft, breaches of our clients’ privacy may occur. To the extent the measures we have taken prove to be insufficient or inadequate, we may become subject to litigation or administrative sanctions, which could result in significant fines, penalties or damages and harm to our brand and reputation.

In addition, changes in these federal and state regulatory requirements could result in more stringent requirements and could result in a need to change business practices, including how information is disclosed. Establishing systems and processes to achieve compliance with these new requirements may increase costs and/or limit our ability to pursue certain business opportunities.

We are subject to operational risk, which may result in incurring financial and reputational losses.

There is a risk of loss resulting from inadequate or failed processes or systems, theft or fraud. These can occur in many forms including, among others, errors, business interruptions, inappropriate behavior of or misconduct by our employees or those contracted to perform services for us, and vendors that do not perform in accordance with their contractual agreements. These events can potentially result in financial losses or other damages. We rely on internal and external information and technological systems to manage our operations and are exposed to risk of loss resulting from breaches in the security or other failures of these systems. Replacement of our major operational systems could have a significant impact on our ability to conduct our core business operations and increase our risk of loss resulting from disruptions of normal operating processes and procedures that may occur during the implementation of new information and transaction systems.

We also face the risk that the design of our controls and procedures may prove to be inadequate or are circumvented, thereby causing delays in detection of errors or inaccuracies in data and information. It is possible that any lapses in the effective operations of controls and procedures could materially affect earnings or harm our reputation. In an organization as large and complex as ours, lapses or deficiencies in internal control over financial reporting could be material to us.

TAX SERVICES

Government initiatives that simplify tax return preparation could reduce the need for our services as a third-party tax return preparer.

Many taxpayers seek assistance from paid tax return preparers such as us because of the level of complexity involved in the tax return preparation and filing process. From time to time, government officials propose measures seeking to simplify the preparation and filing of tax returns or to provide additional assistance with respect to preparing and filing such tax returns. The passage of any measures that significantly

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simplify tax return preparation or otherwise reduce the need for a third-party tax return preparer could reduce demand for our services, causing our revenues or results of operations to decline.

Federal and state legislators and regulators have increasingly taken an active role in regulating, and third-party financial institutions may cease or significantly reduce the offering of, financial products such as RALs. These trends or potential developments could impede our ability to facilitate these financial products, reduce demand for our services and harm our business.

Changes in government regulation related to RALs could limit the offering of RALs to our clients or our ability to purchase participation interests. Third-party financial institutions currently originating RALs and similar products could decide to cease or significantly limit such offerings and related collection practices. Changes in IRS practices could impair our ability to limit our bad debt exposure. Changes in any of these, as well as possible litigation related to RALs, may cause our revenues or results of operations to decline. See discussion of RAL litigation in Item 3, “Legal Proceedings.”

Loss of the RAL program could cause our revenues or profitability to decline. In addition to the loss of revenues and income directly attributable to the RAL program, the inability to offer RALs could indirectly result in the loss of retail tax clients and associated tax preparation revenues, unless we were able to take mitigating actions.

Total revenues related directly to the RAL program (including revenues from participation interests) were \$189.8 million for the year ended April 30, 2008, representing 4.3% of consolidated revenues and contributed \$87.0 million to the Tax Services segment’s pretax results. Revenues related directly to the RAL program totaled \$193.5 million for the year ended April 30, 2007, representing 4.8% of consolidated revenues and contributed \$120.5 million to pretax results.

Increased competition for tax preparation clients in our retail offices, online and software channels could adversely affect our current market share and profitability, and could limit our ability to grow our client base.

The retail tax services business is highly competitive. There are a substantial number of tax return preparation firms and accounting firms offering tax return preparation services. Many tax return preparation firms and many firms not otherwise in the tax return preparation business are involved in providing electronic filing, RALs and other related services to the public. Commercial tax return preparers and electronic filers are highly competitive with regard to price and service.

Our digital tax solutions businesses compete with a number of companies. Price and marketing competition for tax preparation services increased in recent years.

See clients served statistics included in Item 7, under “Tax Services.”

BUSINESS SERVICES

Our alternative practice structure involves relationships with Attest Firms that are subject to regulatory restrictions and other constraints. Failure to comply with these restrictions, or operational difficulties involving the Attest Firms, could damage our brand reputation, lead to reduced earnings and impair our investment in RSM.

Our relationship with the Attest Firms requires us to comply with applicable regulations regarding the practice of public accounting and auditor independence rules and requirements. Many of our clients are also clients of the Attest Firms. In addition, our relationship with the Attest Firms closely links our RSM McGladrey brand with the Attest Firms. If the Attest Firms were to encounter regulatory or independence issues resulting from their relationship with us or if significant litigation arose involving the Attest Firms or their services, such developments could have an adverse effect on our brand reputation and our ability to realize the mutual benefits of our relationship. In addition, a significant judgment or settlement of a claim against the Attest Firms could (1) impair M&P’s ability to repay amounts borrowed under the revolving credit facility it maintains with us, (2) impact RSM’s ability to attract and retain clients and quality professionals, (3) have a significant indirect adverse effect on RSM, as the Attest Firm partners are also RSM employees, and (4) result in significant management distraction. This in turn could result in reduced revenue and earnings and, if sufficiently significant, impairment of our investment in RSM.

CONSUMER FINANCIAL SERVICES

We are subject to extensive government regulation, including banking and securities rules and regulations. If we fail to comply with applicable securities and banking laws, rules and regulations, we could be subject to disciplinary actions, damages, penalties or restrictions that could significantly harm our business.

The SEC, FINRA and other self-regulatory organizations and state securities commissions can, among other things, censure, fine, issue cease-and-desist orders or suspend or expel a broker-dealer or any of its officers or employees. The OTS may take similar action with respect to our banking activities. Similarly, the attorneys general of each state could bring legal action on behalf of the citizens of the various states to ensure compliance with local laws.

HRBFA must comply with many laws and rules, including rules relating to possession and control of customer funds and securities, margin lending and execution and settlement of transactions. The SEC, FINRA and various other regulatory agencies have stringent rules with respect to the maintenance of specific levels of net capital by securities broker-dealers. Net capital is the net worth of a broker or dealer (assets minus liabilities), less deductions for certain types of assets. Failure to maintain the required net capital could result in suspension or revocation of registration by the SEC and suspension or expulsion by FINRA and could ultimately lead to liquidation.

HRB Bank is subject to various regulatory capital requirements administered by the OTS. Failure to meet minimum capital requirements may trigger actions by regulators that, if undertaken, could have a direct material effect on HRB Bank. HRB Bank must meet specific capital guidelines involving quantitative measures of assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. A bank's capital amounts and classification are also subject to qualitative judgments by the regulators about the strength of components of its capital, risk-weightings of assets, off-balance sheet transactions and other factors. Quantitative measures established by regulation to ensure capital adequacy require HRB Bank to maintain minimum amounts and ratios of tangible equity, total risk-based capital and Tier 1 capital. In addition to these minimum ratio requirements, HRB Bank is required to continually maintain a 12.0% minimum leverage ratio through fiscal year 2012.

See Item 8, note 16 to the consolidated financial statements for the calculation of required ratios.

Economic conditions that negatively affect housing prices and the job market may result in deterioration in credit quality of our loan portfolio, and such deterioration could have a negative impact on our business.

The overall credit quality of mortgage loans held for investment is impacted by the strength of the U.S. economy and local economic conditions, including residential housing prices. Economic trends that negatively affect housing prices and the job market could result in deterioration in credit quality of our mortgage loan portfolio and a decline in the value of associated collateral. Future interest rate resets could also lead to increased delinquencies in our mortgage loans held for investment. Recent trends in the residential mortgage loan market reflect an increase in loan delinquencies and declining collateral values. As a result of similar trends in our loan portfolio, we recorded significant loan loss provisions during fiscal year 2008.

Our loan portfolio is concentrated in the states of Florida, California, New York and Wisconsin, which represented 19.9%, 17.3%, 12.8% and 8.8%, respectively, of our total mortgage loans held for investment at April 30, 2008. No other state held more than 5% of our loan balances. If adverse trends in the residential mortgage loan market continue, particularly in geographic areas in which we own a greater concentration of mortgage loans, we could incur additional significant loan loss provisions.

Mortgage loans purchased from OOMC and its affiliates represented approximately 75% of total loans held for investment at April 30, 2008. These loans have been subject to higher delinquency rates than other loans in our portfolio, and may expose us to greater risk of credit loss.

Downturns in the securities markets increase the credit risk associated with margin lending and stock loan transactions.

We permit customers to purchase securities on margin. A downturn in the securities markets may impact the value of collateral held in connection with margin receivables and may reduce its value below the amount borrowed, potentially creating collections issues with our margin receivables. In addition, we frequently borrow securities from and lend securities to other broker-dealers. Under regulatory guidelines, when we borrow or lend securities, we must generally simultaneously disburse or receive cash deposits. A sharp change in security market values may result in losses if counterparties to the borrowing and lending transactions fail to honor their commitments.

Our ability to retain and attract qualified financial advisors is critical to the success of our business and the failure to do so may materially adversely affect our performance.

Attracting and retaining experienced financial advisors is extremely competitive in the investment industry. Additionally, in this industry, clients tend to follow their advisors, regardless of their affiliated investment firm. The inability to recruit and retain qualified and productive advisors may cause our revenues or profitability to decline.

Changes in interest rates may adversely affect our business, including net interest income and earnings.

Net interest income is an important source of revenue for this segment. Our results of operations depend, in part, on our level of net interest income and our effective management of the impact of changing interest rates and varying asset and liability maturities.

HRB Bank raises funds by, among other things, accepting deposits from depositors, which we use to make loans to customers and invest in debt securities and other interest-earning assets. We earn interest on these loans and assets and pay interest on the money we borrow and on the deposits we accept from depositors. Changes in interest rates, including changes in the relationship between short-term rates and long-term rates, may have negative effects on our net interest income and earnings. Changes in interest rates and responses by our competitors to those changes may affect the rate of customer prepayments for mortgages and the level of mortgage loan delinquencies. These changes can reduce the overall yield on our assets. Changes in interest rates and responses by our competitors to these changes may also affect customer decisions to maintain balances in the deposit accounts they have with us. These changes may require us to replace withdrawn balances with higher-cost alternative sources of funding.

HRBFA holds interest bearing receivables from customers, brokers and dealers, which consist primarily of amounts due on margin transactions and also earns a spread on customer balances held in FDIC-insured bank accounts. We fund short-term margin balances with short-term variable rate liabilities from customers, brokers and dealers, including stock loan activity. Our fixed income portfolio is affected by changes in market rates and prices.

DISCONTINUED OPERATIONS

OOMC is subject to potential contingent liabilities stemming from discontinued mortgage operations, which may result in significant financial losses.

Litigation. Although OOMC terminated its mortgage loan origination activities and sold its loan servicing business during fiscal year 2008, it remains subject to investigations, claims and lawsuits pertaining to its loan origination and servicing activities prior to such termination and sale. The costs involved in defending against and/or resolving these investigations, claims and lawsuits may be substantial in some instances and the ultimate resulting liability is difficult to predict. In the current non-prime mortgage environment, the number and frequency of investigations, claims and lawsuits has increased over historical experience and is likely to continue at increased levels. In the event of unfavorable outcomes, the amount OOMC may be required to pay in the discharge of liabilities or settlements could be substantial and, because OOMC's operating results are included in our consolidated financial statements, could have a material adverse impact on our consolidated results of operations.

Loan Repurchase Obligations. OOMC remains exposed to losses relating to mortgage loans it previously originated. Non-prime mortgage loans originated by OOMC were sold either as whole-loan sales to single third-party buyers or in the form of a securitization. In the case of a securitization, non-prime mortgage loans were pooled and sold as mortgage backed securities, generally with a residual interest retained by OOMC. Retained residuals were frequently pooled and sold in subsequent transactions referred to as net interest margin transactions.

OOMC entered into indemnification agreements with third-parties relating to mortgage loans transferred through whole-loan sales or securitizations, which may require OOMC to repurchase loans previously sold or otherwise indemnify third-parties for losses incurred by them up to the agreed upon amount of indemnification. In some instances, H&R Block, Inc. was required to guarantee OOMC's obligations. Obligations to repurchase loans may arise from early payment default provisions or representation and warranty breaches. Early payment default provisions involved third-party whole-loan buyers whereby OOMC is generally required to repurchase loans if the first monthly payment due to the purchaser is not made. Given that OOMC ceased originating loans in January 2008, we do not expect continuing risk of loss related to early payment defaults. Repurchase obligations may also arise from breaches of various representations and warranties OOMC made when selling loans, which in turn may require OOMC to either repurchase the applicable mortgage loans or indemnify the purchaser or insurer. These

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representations and warranties vary based on the nature of the transaction and the buyer's requirements but generally pertain to, among other things, (1) OOMC's ownership of the loan, (2) the validity of the lien securing the loan, (3) the absence of delinquent taxes or liens against property securing the loan, (4) the effectiveness of title insurance on the property securing the loan, (5) the process used in selecting loans for inclusion in a transaction, (6) compliance with loan criteria established by the purchaser, (7) the accuracy of information provided by the borrowers, (8) compliance with OOMC underwriting guidelines, and (9) compliance with applicable laws. These representations and warranties and corresponding repurchase obligations generally are not subject to stated limits or a stated term and, therefore, may continue for the foreseeable future.

When OOMC repurchases loans, it is subject to loss for the difference between the principal amount of the loan (together with accrued interest) and the value it will realize upon resale of the loan or liquidation of the property securing the loan. OOMC routinely estimates future potential obligations relating to loan repurchases and records liabilities currently for losses it may realize in the future. Future losses may exceed amounts currently reflected in the financial statements and are impacted by the following factors:

- § The volume of claims by third-parties requesting OOMC to repurchase loans. Claim volume may be impacted by future delinquencies in the underlying loans and/or actual or perceived credit loss exposure;
- § OOMC's ability to defend against claims that do not represent valid representation and warranty breaches;
- § The value that OOMC is able to realize for loans actually repurchased. Those values are impacted primarily by demand and pricing for mortgage loans in the secondary market, and residential home prices.

To the extent that future claim volumes exceed current estimates, or the value of mortgage loans and residential home prices decline, future losses may be greater than these estimates and those differences may be significant.

The valuation of OOMC's residual interests and mortgage loans held for sale includes many estimates and assumptions made by management surrounding interest rates, prepayment speeds and credit losses. Variation in the factors underlying these assumptions could affect our results of operations.

At April 30, 2008, OOMC held residual interests valued at \$16.7 million, mortgage loans held for sale (net of related allowances) totaling \$13.0 million and real estate owned of \$6.2 million. The mortgage industry and housing market continue to be extremely volatile, which could result in further impairments to OOMC's residual interests and mortgage loans held for sale. See additional discussion of the performance of mortgage operations in Item 7, under "Discontinued Operations."

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Most of our tax offices, except those in shared locations, are operated under leases throughout the U.S. Our Canadian executive offices are located in a leased office in Calgary, Alberta. Our Canadian tax offices are operated under leases throughout Canada.

RSM's executive offices are located in leased offices in Bloomington, Minnesota. Its administrative offices are located in leased offices in Davenport, Iowa. RSM also leases office space throughout the U.S.

The executive offices of HRBFA are located in leased offices in Detroit, Michigan and in our corporate headquarters. Branch offices are operated throughout the U.S. in a combination of leased and owned facilities. HRB Bank is headquartered and its single branch location is located in our corporate headquarters.

We own our corporate headquarters, which is located in Kansas City, Missouri. All current leased and owned facilities are in good repair and adequate to meet our needs.

ITEM 3. LEGAL PROCEEDINGS

RAL LITIGATION – We have been named as a defendant in numerous lawsuits throughout the country regarding our refund anticipation loan programs (collectively, “RAL Cases”). The RAL Cases have involved a variety of legal theories asserted by plaintiffs. These theories include allegations that, among other things: disclosures in the RAL applications were inadequate, misleading and untimely; the RAL interest rates were usurious and unconscionable; we did not disclose that we would receive part of the finance charges paid by the customer for such loans; untrue, misleading or deceptive statements in marketing RALs; breach of state laws on credit service organizations; breach of contract, unjust enrichment, unfair and deceptive acts or practices; violations of the federal Racketeer Influenced and Corrupt Organizations Act; violations of the federal Fair Debt Collection Practices Act and unfair competition regarding debt collection activities; and that we owe, and breached, a fiduciary duty to our customers in connection with the RAL program.

The amounts claimed in the RAL Cases have been very substantial in some instances, with one settlement resulting in a pretax expense of \$43.5 million in fiscal year 2003 (the “Texas RAL Settlement”) and other settlements resulting in a combined pretax expense in fiscal year 2006 of \$70.2 million.

We believe we have meritorious defenses to the remaining RAL Cases and we intend to defend them vigorously. There can be no assurances, however, as to the outcome of the pending RAL Cases individually or in the aggregate or regarding the impact of the RAL Cases on our financial statements. We are unable to determine an estimate of the possible loss or range of loss, if any, in light of the early stages of the currently pending RAL Cases.

The following is updated information regarding the pending RAL Cases that are attorney general actions, class actions or putative class actions:

Sandra J. Basile, et al. v. H&R Block, Inc., et al., April Term 1992 Civil Action No. 3246 in the Court of Common Pleas, First Judicial District Court of Pennsylvania, Philadelphia County, instituted on April 23, 1993. The court decertified the class on December 31, 2003, and the Pennsylvania appellate court subsequently reversed the trial court’s decertification decision. On September 26, 2006, the Pennsylvania Supreme Court reversed the appellate court’s reversal of the trial court’s decertification decision. On June 4, 2007, the appellate court affirmed its earlier decision to reverse the trial court’s decertification decision. The Pennsylvania Supreme Court has granted our request to review the appellate court ruling.

The People of California v. H&R Block, Inc., H&R Block Services, Inc., H&R Block Enterprises, Inc., H&R Block Tax Services, Inc., Block Financial Corporation, HRB Royalty, Inc., and Does 1 through 50, Case No., CGC-06-449461, in the California Superior Court, San Francisco County, instituted on February 15, 2006 (alleging, among other things, untrue, misleading or deceptive statements in marketing RALs and unfair competition with respect to debt collection activities; seeks equitable relief, civil penalties and restitution). This case is in the discovery stage. No trial date has been set.

PEACE OF MIND LITIGATION – We are defendants in lawsuits regarding our Peace of Mind program (collectively, the “POM Cases”). The POM Cases are described below.

Lorie J. Marshall, et al. v. H&R Block Tax Services, Inc., et al., Civil Action 2003L000004, in the Circuit Court of Madison County, Illinois, is a class action case filed on January 18, 2002, that was granted class certification on August 27, 2003. Plaintiffs’ claims consist of five counts relating to the POM program under which the applicable tax return preparation subsidiary assumes liability for additional tax assessments attributable to tax return preparation error. The plaintiffs allege that the sale of POM guarantees constitutes (1) statutory fraud by selling insurance without a license, (2) an unfair trade practice, by omission and by “cramming” (i.e., charging customers for the guarantee even though they did not request it or want it), and (3) a breach of fiduciary duty. In August 2003, the court certified the plaintiff classes consisting of all persons who from January 1, 1997 to final judgment (1) were charged a separate fee for POM by “H&R Block” or a defendant H&R Block class member; (2) reside in certain class states and were charged a separate fee for POM by “H&R Block” or a defendant H&R Block class member not licensed to sell insurance; and (3) had an unsolicited charge for POM posted to their bills by “H&R Block” or a defendant H&R Block class member. Persons who received the POM guarantee through an H&R Block Premium office and persons who reside in Alabama are excluded from the plaintiff class. The court also certified a defendant class consisting of any entity with names that include “H&R Block” or “HRB,” or are otherwise affiliated or associated with H&R Block Tax Services, Inc., and that sold or sells the POM product. The defendants filed a motion to decertify the classes, which is set to be heard in July 2008. Discovery is proceeding. No trial date has been set.

There is one other putative class action pending against us in Texas that involves the POM guarantee. This case is pending before the same judge that presided over the Texas RAL Settlement, involves the same plaintiffs’ attorneys that are involved in the Marshall litigation in Illinois, and contains similar allegations. No class has been certified in this case.

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We believe the claims in the POM Cases are without merit and we intend to defend them vigorously. The amounts claimed in the POM Cases are substantial, however, and there can be no assurances as to the outcome of these pending actions individually, or in the aggregate. We are unable to determine an estimate of the possible loss or range of loss, if any, in light of the early stages of the POM Cases.

ELECTRONIC FILING LITIGATION – We are a defendant to a class action filed on August 30, 2002 and entitled *Erin M. McNulty and Brian J. Erzar v. H&R Block, Inc., et al.*, Case No. 02-CIV-4654 in the Court of Common Pleas of Lackawanna County, Pennsylvania, in which the plaintiffs allege that the defendants deceptively portray electronic filing fees as a necessary and required component of standard tax preparation services and do not inform tax preparation clients that they may (1) file tax returns free of charge by mailing the returns, (2) electronically file tax returns from personal computers either free of charge or at significantly lower fees and (3) be eligible to electronically file tax returns free of charge via telephone. The plaintiffs seek unspecified damages and disgorgement of all electronic filing, tax preparation and related fees collected during the applicable class period. Class certification was granted in this case on September 5, 2007. In March 2008, we reached a tentative agreement to settle this case for an amount not to exceed \$2.5 million and have accrued \$1.7 million, representing our best estimate of ultimate loss. The settlement was preliminarily approved on June 27, 2008, with a final fairness hearing scheduled for September 2008.

EXPRESS IRA LITIGATION – On March 15, 2006, the New York Attorney General filed a lawsuit in the Supreme Court of the State of New York, County of New York (Index No. 06/401110) entitled *The People of New York v. H&R Block, Inc. and H&R Block Financial Advisors, Inc. et al.* The complaint alleged fraudulent business practices, deceptive acts and practices, common law fraud and breach of fiduciary duty with respect to the Express IRA product and sought equitable relief, disgorgement of profits, damages and restitution, civil penalties and punitive damages. On July 12, 2007, the Supreme Court of the State of New York issued a ruling that dismissed all defendants other than HRBFA and the claims of common law fraud. Both the New York Attorney General and HRBFA have appealed the adverse portions of the trial court's ruling. We believe the claims in this case are without merit, and we intend to defend this case vigorously, but there are no assurances as to its outcome.

On January 2, 2008, the Mississippi Attorney General filed a lawsuit in the Chancery Court of Hinds County, Mississippi First Judicial District (Case No. G 2008 6 S 2) entitled *Jim Hood, Attorney for the State of Mississippi v. H&R Block, Inc., et al.* The complaint alleged fraudulent business practices, deceptive acts and practices, common law fraud and breach of fiduciary duty with respect to the Express IRA product and sought equitable relief, disgorgement of profits, damages and restitution, civil penalties and punitive damages. The defendants have filed a motion to dismiss. We believe the claims in this case are without merit, and we intend to defend this case vigorously, but there are no assurances as to its outcome.

In addition to the New York and Mississippi Attorney General actions, a number of civil actions were filed against us concerning the Express IRA product, the first of which was filed on March 17, 2006. Except for two cases pending in state court, all of the civil actions have been consolidated by the panel for Multi-District Litigation into a single action styled *In re H&R Block, Inc. Express IRA Marketing Litigation* in the United States District Court for the Western District of Missouri. We believe the claims in these cases are without merit, and we intend to defend these cases vigorously, but there are no assurances as to their outcome.

We are unable to determine an estimate of the possible loss or range of loss, if any, in light of the early stages of the Express IRA litigation.

SECURITIES LITIGATION – On April 6, 2007, a putative class action styled *In re H&R Block Securities Litigation* was filed against the Company and certain of its officers in the United States District Court for the Western District of Missouri. The complaint alleged, among other things, deceptive, material and misleading financial statements, failure to prepare financial statements in accordance with generally accepted accounting principles and concealment of the potential for lawsuits stemming from the allegedly fraudulent nature of the Company's operations. The complaint sought unspecified damages and equitable relief. On October 5, 2007, the court dismissed the complaint and granted the plaintiffs leave to re-file the portion of the complaint pertaining to the Company's financial statements. On November 19, 2007, the plaintiffs re-filed the complaint, alleging, among other things, deceptive, material and misleading financial statements and failure to prepare financial statements in accordance with generally accepted accounting principles. The court dismissed the re-filed complaint on February 19, 2008. On March 11, 2008, the plaintiffs appealed the dismissal. In addition, plaintiffs in a shareholder derivative action that was consolidated into the securities litigation filed a separate appeal on March 18, 2008, contending that the derivative action was improperly consolidated. The derivative action is *Iron Workers Local 16 Pension Fund v. H&R Block, et al.*, in the United States District Court for the Western District of Missouri, Case No. 06-cv-00466-ODS (instituted on June 8, 2006) and was brought against certain of our directors and officers purportedly on behalf of the Company. The derivative action alleges breach of fiduciary duty, abuse of control, gross mismanagement, waste, and unjust enrichment pertaining to (1) our restatement of financial results in fiscal year 2006 due to errors in determining our state effective income tax rate and (2) certain of our products and business activities. We believe the claims in these cases are without merit and intend to defend this litigation vigorously. We currently do not believe that we will incur a material loss with respect to this litigation.

RSM McGLADREY LITIGATION – RSM EquiCo, Inc. a subsidiary of RSM McGladrey, Inc. (RSM), is a party to a putative class action filed on July 11, 2006 and entitled *Do Right's Plant Growers, et al. v. RSM EquiCo*,

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Inc., et al. Case No. 06 CC00137, in the California Superior Court, Orange County. The complaint contains allegations regarding business valuation services provided by RSM EquiCo, Inc., including fraud, negligent misrepresentation, breach of contract, breach of implied covenant of good faith and fair dealing, breach of fiduciary duty and unfair competition and seeks unspecified damages, restitution and equitable relief. We intend to defend this case vigorously. The amount claimed in this action is substantial, and there can be no assurance regarding the outcome and resolution of this matter. It is reasonably possible that we could incur losses with respect to this litigation, although an estimate of such losses cannot be made in light of the early stage of the litigation.

RSM has a relationship with the Attest Firms pursuant to which (1) some RSM employees are also partners or employees of the Attest Firms, (2) many clients of the Attest Firms are also RSM clients, and (3) our RSM McGladrey brand is closely linked to the Attest Firms. The Attest Firms are parties to claims and lawsuits (collectively, "Attest Firm Claims"). Judgments or settlements arising from Attest Firm Claims, which exceed the Attest Firms' insurance coverage, could have a direct adverse effect on Attest Firm operations, and could impair RSM's ability to attract and retain clients and quality professionals. Accordingly, although RSM is not a direct party to significant Attest Firm Claims, such Attest Firm Claims could have a material adverse effect on RSM's operations and impair the value of our investment in RSM. There is no assurance regarding the outcome of the Attest Firm Claims.

LITIGATION AND CLAIMS PERTAINING TO DISCONTINUED MORTGAGE OPERATIONS – Although OOMC terminated its mortgage loan origination activities and sold its loan servicing business during fiscal year 2008, it remains subject to investigations, claims and lawsuits pertaining to its loan origination and servicing activities that occurred prior to such termination and sale. These investigations, claims and lawsuits include actions by state attorneys general, other state regulators, municipalities, individual plaintiffs, and cases in which plaintiffs seek to represent a class of others alleged to be similarly situated. Among other things, these investigations, claims and lawsuits allege discriminatory or unfair and deceptive loan origination and servicing practices, public nuisance, fraud, and violations of the Truth in Lending Act, Equal Credit Opportunity Act and the Fair Housing Act. In the current non-prime mortgage environment, the number of these investigations, claims and lawsuits has increased over historical experience and is likely to continue at increased levels. The amounts claimed in these investigations, claims and lawsuits are substantial in some instances and the ultimate resulting liability is difficult to predict. In the event of unfavorable outcomes, the amounts OOMC may be required to pay in the discharge of liabilities or settlements could be substantial and, because OOMC's operating results are included in our consolidated financial statements, could have a material adverse impact on our consolidated results of operations.

On June 3, 2008, the Massachusetts Attorney General filed a lawsuit in the Superior Court of Suffolk County, Massachusetts (Case No. 08-2474-BLS) entitled *Commonwealth of Massachusetts v. H&R Block, Inc., et al.*, alleging unfair, deceptive and discriminatory origination and servicing of mortgage loans and seeks equitable relief, disgorgement of profits, restitution and statutory penalties. We believe the claims in this case are without merit and intend to defend this litigation vigorously, but there are no assurances as to its outcome. We are unable to determine an estimate of the possible loss or range of loss, if any, in light of the early stages of this litigation.

OOMC also remains subject to potential claims for indemnification and loan repurchases pertaining to loans previously sold. In the current non-prime mortgage environment, it is likely that the frequency of repurchase and indemnification claims may increase over historical experience and give rise to additional litigation. In some instances, H&R Block, Inc. was required to guarantee OOMC's obligations. The amounts involved in these potential claims may be substantial, and the ultimate resulting liability is difficult to predict. In the event of unfavorable outcomes, the amounts OOMC may be required to pay in the discharge or settlement of these claims could be substantial and, because OOMC's operating results are included in our consolidated financial statements, could have a material adverse impact on our consolidated results of operations.

OTHER CLAIMS AND LITIGATION – The Enforcement Division of the NASD, now FINRA brought charges against HRBFA regarding the sale by HRBFA of Enron debentures in 2001. On April 25, 2008, a FINRA hearing panel dismissed the Enforcement Division's charges.

We have from time to time been party to investigations, claims and lawsuits not discussed herein arising out of our business operations. These investigations, claims and lawsuits include actions by state attorneys general, other state regulators, individual plaintiffs, and cases in which plaintiffs seek to represent a class of others similarly situated. Some of these investigations, claims and lawsuits pertain to RALs, the electronic filing of customers' income tax returns, the POM guarantee program, wage and hour claims and investment products. We believe we have meritorious defenses to each of these claims, and we are defending or intend to defend them vigorously. The amounts claimed in these claims and lawsuits are substantial in some instances, however the ultimate liability with respect to such litigation and claims is difficult to predict. In the event of an unfavorable outcome, the amounts we may be required to pay in the discharge of liabilities or settlements could be material.

In addition to the aforementioned types of cases, we are parties to claims and lawsuits that we consider to be ordinary, routine litigation incidental to our business, including claims and lawsuits (collectively, "Other Claims") concerning investment products, the preparation of customers' income tax returns, the fees charged customers for various products and services, losses incurred by customers with respect to their investment accounts, relationships with franchisees, intellectual property disputes, employment matters and contract disputes. We believe we have meritorious defenses to each of the Other Claims, and we are defending them vigorously. While we cannot provide assurance that we will ultimately prevail in each instance, we believe the amount, if any, we are required to pay in the discharge of liabilities or settlements in these Other Claims will not have a material adverse effect on our consolidated operating results or financial position.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matters were submitted to a vote of security holders during the fourth quarter of fiscal year 2008.

PART II

ITEM 5. MARKET FOR THE REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

H&R Block’s common stock is traded on the NYSE under the symbol HRB. On June 15, 2008, there were 27,496 shareholders of record and the closing stock price on the NYSE was \$22.32 per share. During the fiscal year ended April 30, 2008, we issued approximately 8,300 shares of our common stock as purchase price consideration for acquisitions. These issuances were private offerings exempt from registration pursuant to Section 4(2) of the Securities Act of 1933. The information regarding H&R Block’s common stock regarding quarterly sales prices and dividends declared appears in Item 8, note 21 to our consolidated financial statements.

A summary of our securities authorized for issuance under equity compensation plans as of April 30, 2008 is as follows:

| | Number of securities to be issued upon exercise of options warrants and rights | Weight-average exercise price of outstanding options warrants and rights | (shares in 000s) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column) |
|--|--|--|---|
| Equity compensation plans approved by security holders | 21,243 | \$ 21.00 | 27,137 |
| Equity compensation plans not approved by security holders | — | — | — |
| Total | 21,243 | \$ 21.00 | 27,137 |

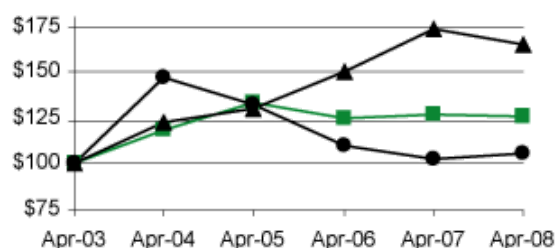
The remaining information called for by this item relating to “Securities Authorized for Issuance under Equity Compensation Plans” is reported in Item 8, note 12 to our consolidated financial statements.

A summary of our purchases of H&R Block common stock during the fourth quarter of fiscal year 2008 is as follows:

| | Total Number of Shares Purchased (2) | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1) | (shares in 000s) Maximum Number of Shares that May be Purchased Under the Plans or Programs (1) |
|--------------------------|--------------------------------------|------------------------------|--|--|
| February 1 – February 29 | 2 | \$ 18.97 | — | 22,352 |
| March 1 – March 31 | — | \$ 18.12 | — | 22,352 |
| April 1 – April 30 | 1 | \$ 21.39 | — | 22,352 |

- On June 9, 2004, our Board of Directors approved the repurchase of 15.0 million shares of H&R Block common stock. On June 7, 2006, our Board approved an additional authorization to repurchase 20.0 million shares. These authorizations have no expiration date. However, in June 2008, our Board of Directors rescinded the previous authorizations to repurchase shares of our common stock, and approved an authorization to purchase up to \$2.0 billion of our common stock over the next four years.
- All shares were purchased in connection with funding employee income tax withholding obligations arising upon the exercise of stock options or the lapse of restrictions on restricted shares.

PERFORMANCE GRAPH — The following graph compares the cumulative five-year total return provided shareholders on H&R Block, Inc.’s common stock relative to the cumulative total returns of the S&P 500 index and the S&P Diversified Commercial & Professional Services index. An investment of \$100, with reinvestment of all dividends, is assumed to have been made in our common stock and in each of the indexes on April 30, 2003, and its relative performance is tracked through April 30, 2008.



[Table of Contents](#)**ITEM 6. SELECTED FINANCIAL DATA**

We derived the selected consolidated financial data presented below as of and for each of the five years in the period ended April 30, 2008, from our audited consolidated financial statements. At April 30, 2008, we met the criteria requiring us to present the related financial results of OOMC, its subsidiary HRBMC, and four other businesses as discontinued operations in the consolidated financial statements. All periods presented reflect our discontinued operations, which incurred significant losses in fiscal years 2008 and 2007. The data set forth below should be read in conjunction with Item 7 and our consolidated financial statements in Item 8.

| | (in 000s, except per share amounts) | | | | |
|--|-------------------------------------|--------------|--------------|--------------|--------------|
| April 30, | 2008 | 2007 | 2006 | 2005 | 2004 |
| Revenues | \$ 4,403,877 | \$ 4,021,274 | \$ 3,574,753 | \$ 3,146,369 | \$ 2,895,786 |
| Net income before discontinued operations and change in accounting principle | 454,476 | 374,337 | 297,541 | 319,749 | 275,769 |
| Net income (loss) | (308,647) | (433,653) | 490,408 | 623,910 | 694,093 |
| Basic earnings (loss) per share: | | | | | |
| Net income before discontinued operations and change in accounting principle | \$ 1.40 | \$ 1.16 | \$ 0.91 | \$ 0.96 | \$ 0.78 |
| Net income (loss) | (0.95) | (1.34) | 1.49 | 1.88 | 1.96 |
| Diluted earnings (loss) per share: | | | | | |
| Net income before discontinued operations and change in accounting principle | \$ 1.39 | \$ 1.15 | \$ 0.89 | \$ 0.95 | \$ 0.76 |
| Net income (loss) | (0.94) | (1.33) | 1.47 | 1.85 | 1.92 |
| Total assets | \$ 5,623,425 | \$ 7,544,050 | \$ 5,989,135 | \$ 5,538,056 | \$ 5,233,827 |
| Long-term debt | 1,031,784 | 537,134 | 417,262 | 922,933 | 545,811 |
| Dividends per share | \$ 0.56 | \$ 0.53 | \$ 0.49 | \$ 0.43 | \$ 0.39 |

ITEM 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Our company has subsidiaries that provide tax, investment, retail banking and business services and products. We are the only major company offering a full range of software, online and in-office tax preparation solutions, combined with personalized financial advice concerning retirement savings, home ownership and other opportunities to help clients build a better financial future.

CORPORATE COST REDUCTION PROGRAM. During the third quarter of fiscal year 2008, we announced the implementation of a program we expect will reduce corporate staff and overhead expenses by approximately \$110 million per year. As a result of this initiative, we recorded a pretax charge for severance-related benefits of \$19.5 million during fiscal year 2008. Of the total severance charge, \$11.3 million was recorded in our corporate operations, while \$3.1 million, \$2.4 million and \$2.7 million was recorded in our Tax Services, Business Services and Consumer Financial Services segments, respectively. We expect these actions will result in reduced compensation expense of approximately \$50 million per year. In addition, we are seeking to eliminate approximately \$60 million of non-compensation overhead expenses such as consulting, marketing, travel and entertainment.

DISCONTINUED OPERATIONS — RECENT DEVELOPMENTS. Effective November 2006, our Board of Directors approved a plan to exit the mortgage business operated through our subsidiary, OOMC, and we began reporting that business as discontinued operations. During our third fiscal quarter ended January 31, 2008, OOMC ceased all loan origination activities, and initiated a plan to sell its servicing operations.

On April 30, 2008, OOMC sold its loan servicing assets to an affiliate of WL Ross pursuant to a previously announced agreement dated March 17, 2008. After repayment of debt outstanding under OOMC’s servicing advance facility totaling \$986.2 million, OOMC realized net cash proceeds of \$212.5 million from WL Ross and \$19.9 million previously held in escrow pursuant to the servicing advance facility, for a total of \$232.4 million at closing. OOMC also retained a receivable relating to certain servicing assets of \$117.4 million.

During fiscal year 2007, we also committed to a plan to sell two smaller lines of business and completed the wind-down of one other line of business, all of which were previously reported in our Business Services segment. The two businesses held-for-sale were sold during fiscal year 2008. Additionally, during fiscal year 2007, we completed the wind-down of our tax operations in the United Kingdom, which were previously reported in Tax Services.

At April 30, 2008, we met the criteria requiring us to present the related financial results of these businesses as discontinued operations in the consolidated financial statements. All periods presented reflect our discontinued operations. See Item 8, note 19 to our consolidated financial statements for additional information.

| | (in 000s, except per share amounts) | | |
|---|-------------------------------------|--------------|--------------|
| Consolidated Results of Operations Data | | | |
| Year ended April 30, | 2008 | 2007 | 2006 |
| REVENUES: | | | |
| Tax Services | \$ 2,988,617 | \$ 2,685,858 | \$ 2,449,751 |
| Business Services | 941,686 | 932,361 | 828,133 |
| Consumer Financial Services | 459,953 | 388,090 | 287,955 |
| Corporate and eliminations | 13,621 | 14,965 | 8,914 |
| | \$ 4,403,877 | \$ 4,021,274 | \$ 3,574,753 |
| INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE TAXES: | | | |
| Tax Services | \$ 785,839 | \$ 705,171 | \$ 590,089 |
| Business Services | 88,797 | 57,661 | 70,661 |
| Consumer Financial Services | 10,128 | 19,811 | (32,835) |
| Corporate and eliminations | (139,543) | (146,845) | (117,433) |
| | 745,221 | 635,798 | 510,482 |
| Income taxes | 290,745 | 261,461 | 212,941 |
| Net income from continuing operations | 454,476 | 374,337 | 297,541 |
| Net income (loss) of discontinued operations | (763,123) | (807,990) | 192,867 |
| Net income (loss) | \$ (308,647) | \$ (433,653) | \$ 490,408 |
| BASIC EARNINGS PER SHARE: | | | |
| Net income from continuing operations | \$ 1.40 | \$ 1.16 | \$ 0.91 |
| Net income (loss) of discontinued operations | (2.35) | (2.50) | 0.58 |
| Net income (loss) | \$ (0.95) | \$ (1.34) | \$ 1.49 |
| DILUTED EARNINGS PER SHARE: | | | |
| Net income from continuing operations | \$ 1.39 | \$ 1.15 | \$ 0.89 |
| Net income (loss) of discontinued operations | (2.33) | (2.48) | 0.58 |
| Net income (loss) | \$ (0.94) | \$ (1.33) | \$ 1.47 |

RESULTS OF OPERATIONS**TAX SERVICES**

This segment primarily consists of our income tax preparation businesses — retail, online and software. This segment includes our tax operations in the United States, Canada and Australia. The following discussion excludes the results of our former tax business in the United Kingdom, which is reported in discontinued operations for fiscal years 2007 and 2006.

| Tax Services – Operating Statistics | (in 000s, except average fee) | | |
|--|-------------------------------|---------|---------|
| Year ended April 30, | 2008 | 2007(1) | 2006(1) |
| CLIENTS SERVED: | | | |
| United States: | | | |
| Company-owned operations | 10,709 | 10,350 | 10,359 |
| Franchise operations | 5,706 | 5,467 | 5,373 |
| Early-season loan only (2) | 83 | 77 | — |
| | 16,498 | 15,894 | 15,732 |
| Digital tax solutions (3) | 4,231 | 4,421 | 3,721 |
| | 20,729 | 20,315 | 19,453 |
| International (4) | 2,725 | 2,569 | 2,459 |
| | 23,454 | 22,884 | 21,912 |
| Economic Stimulus Act clients (5) | 291 | — | — |

NET AVERAGE FEE PER U.S. CLIENT SERVED (6) :

| | | | |
|--------------------------|------------------|-----------|-----------|
| Company-owned operations | \$ 181.37 | \$ 172.45 | \$ 162.91 |
| Franchise operations | 154.91 | 151.06 | 140.37 |
| | \$ 172.18 | \$ 165.06 | \$ 155.20 |

RALS (7) :

| | | | |
|--------------------------|--------------|-------|-------|
| Company-owned operations | 2,446 | 2,402 | 2,542 |
| Franchise operations | 1,460 | 1,450 | 1,487 |
| | 3,906 | 3,852 | 4,029 |

- (1) Company-owned and franchise data for fiscal years 2007 and 2006 has not been restated for franchise acquisitions, although certain services have been reclassified from digital to company-owned and franchise operations.
- (2) Clients who received an Emerald Advance line of credit in fiscal year 2008 or IMAL in fiscal year 2007 but did not return for tax preparation and/or e-filing services.
- (3) Includes TaxCut® federal units sold, online completed and paid federal returns, and state returns and e-filings only when no payment was made for a federal return.
- (4) In fiscal year 2006, the end of the Canadian tax season was extended from April 30 to May 1, 2006. Clients served in our international operations in fiscal year 2006 include approximately 41,400 returns, in both company-owned and franchise offices which were accepted by the client on May 1 or 2. The revenue related to these returns was recognized in fiscal year 2007. In the fiscal years 2008 and 2007, the Canadian tax season ended on April 30.
- (5) Estimated clients who would not normally be required to file a tax return, but were prompted to file in fiscal year 2008 to receive a rebate under the Economic Stimulus Act of 2008. These clients were charged a lower fee for their return preparation.
- (6) Calculated as gross tax preparation fees, less discounts and coupons, divided by retail clients served (U.S. only), excluding early-season loan clients.
- (7) Data is for tax season (January 1 – April 30) only.

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Tax Services – Financial Results

| Year ended April 30, | 2008 | 2007 | (in 000s) 2006 |
|---|-------------------|--------------|-------------------|
| Service revenues: | | | |
| Tax preparation fees | \$ 2,096,236 | \$ 1,896,269 | \$ 1,791,624 |
| Other services | 363,579 | 301,411 | 204,892 |
| | 2,459,815 | 2,197,680 | 1,996,516 |
| Other revenues: | | | |
| Royalties | 237,986 | 220,136 | 207,728 |
| Loan participation fees and related revenue | 190,201 | 210,040 | 177,852 |
| Other | 100,615 | 58,002 | 67,655 |
| Total revenues | 2,988,617 | 2,685,858 | 2,449,751 |
| Cost of services: | | | |
| Compensation and benefits | 889,923 | 826,064 | 753,793 |
| Occupancy | 376,350 | 346,937 | 316,686 |
| Supplies | 56,731 | 58,013 | 52,857 |
| Bad debt | 42,248 | 25,228 | 31,820 |
| Depreciation and amortization | 36,378 | 42,043 | 44,825 |
| Allocated shared services and other | 203,695 | 189,595 | 118,342 |
| | 1,605,325 | 1,487,880 | 1,318,323 |
| Provision for RAL litigation | — | — | 70,200 |
| Cost of other revenues, selling, general and administrative | 597,453 | 492,807 | 471,139 |
| Total expenses | 2,202,778 | 1,980,687 | 1,859,662 |
| Pretax income | \$ 785,839 | \$ 705,171 | \$ 590,089 |

FISCAL 2008 COMPARED TO FISCAL 2007 — Tax Services' revenues increased \$302.8 million, or 11.3%, compared to the prior year.

Tax preparation fees from our retail offices increased \$200.0 million, or 10.5%, for fiscal year 2008. This increase is primarily due to an increase of 5.2% in the net average fee per U.S. client served, and a 3.5% increase in the number of U.S. clients served in company-owned offices. Our international operations contributed \$33.2 million to the increase, resulting from a 6.1% increase in clients served. Our fiscal year 2008 results benefited from the Stimulus Act, which provided tax rebates to certain low and middle-income taxpayers. Under the Stimulus Act, eligible taxpayers were not required to apply for a rebate, but qualified automatically based on the filing of a 2007 Federal income tax return. As a result, we experienced a significant increase in volume due to taxpayers who were not otherwise required to file a return, but filed only to become eligible for a rebate. We offered lower fees to these taxpayers and, although this volume increased fiscal 2008 revenues, we do not believe it had a material impact to profitability during the year. Excluding estimated filings directly attributable to the Stimulus Act, U.S. clients served in company-owned offices during fiscal year 2008 were 10.5 million at an average fee of \$183.04. Tax preparation fees from Stimulus Act filers totaled \$5.6 million and, exclusive of these fees, revenues from tax preparation services increased \$194.4 million, or 10.3%, over fiscal year 2007.

Other service revenue increased \$62.2 million, or 20.6%, primarily due to \$23.9 million in additional license fees earned from bank products and \$16.2 million in additional revenues from our online tax preparation and e-filing services. Additionally, this segment earned \$15.1 million in additional customer fees based on an agreement with HRB Bank for our H&R Block Emerald Prepaid MasterCard® program, under which, this segment shares in the revenues and expenses associated with the program.

Royalty revenue increased \$17.9 million, or 8.1%, due to a 4.4% increase in clients served in franchise offices and a 2.5% increase in the net average fee. Excluding estimated filings directly attributable to the Stimulus Act, U.S. clients served in franchise offices during fiscal year 2008 were 5.6 million at an average fee of \$157.11.

Loan participation fees and related revenues decreased \$19.8 million, or 9.4%, from the prior year. This decrease is primarily due to participation fees earned on IMALs in the prior year. IMALs were not offered during fiscal year 2008. This decrease was offset by an increase in other revenues related to the Emerald Advance.

Other revenues increased \$42.6 million, or 73.5%, primarily due to \$24.1 million in fees earned in connection with the Emerald Advance loan program, also under a revenue and expense sharing agreement with HRB Bank. Additionally, \$16.2 million of the increase is due to sales of commercial tax preparation software, TaxWorks®, which was acquired in February 2007.

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Total expenses increased \$222.1 million, or 11.2%, compared to the prior year. Cost of services increased \$117.4 million, or 7.9%, from the prior year. Compensation and benefits increased \$63.9 million, or 7.7%, primarily as a result of a 6.5% increase in commission-based wages resulting from a corresponding increase in tax returns prepared and net average charge. Occupancy expenses increased \$29.4 million, or 8.5%, primarily as a result of higher rent expenses, due to a 2.8% increase in company-owned offices under lease and a 3.4% increase in the average rent. Bad debt expense increased \$17.0 million due to increased settlement product withholdings and increased delinquency rates. Other cost of services increased \$14.1 million, or 7.4%, primarily due to additional corporate shared services for information technology and other projects and costs associated with the H&R Block Emerald Prepaid MasterCard® program, which this segment shares with HRB Bank.

Cost of other revenues, selling, general and administrative expenses increased \$104.6 million, or 21.2%. This increase was primarily due to \$58.1 million of incremental bad debt expense related to RALs and our new Emerald Advance program. Approximately \$14.2 million of the increase in bad debt expense was due to the elimination of third-party cross-collect practices, whereby banks no longer collect amounts due from clients on our behalf, and an additional \$12.0 million resulted from changes in IRS taxpayer fraud detection practices. The remaining increase is primarily due to an incremental \$31.5 million in bad debt expense related to our new Emerald Advance loan program, which replaced last year's IMAL. This increase is primarily due to the participation rate on IMALs, which was 26%, while Emerald Advances are funded by HRB Bank with nearly 100% participation by this segment in loans outstanding at April 30, 2008. We also saw increases of \$23.3 million, \$10.6 million and \$9.8 million in corporate wages, amortization of intangibles and legal expenses, respectively.

Pretax income for fiscal year 2008 increased \$80.7 million, or 11.4%, from 2007.

FISCAL 2007 COMPARED TO FISCAL 2006 — Tax Services' revenues increased \$236.1 million, or 9.6%, compared to fiscal year 2006. We opened nearly 300 new company-owned offices, 250 of which were part of the expansion of our retail distribution network. This expansion contributed incremental revenues of \$22.3 million and pretax losses of \$5.7 million in fiscal year 2007.

Tax preparation fees from our retail offices increased \$104.6 million, or 5.8%, for fiscal year 2007. This increase is primarily due to an increase of 5.9% in the net average fee per U.S. client served, while the number of U.S. clients served in company-owned offices was essentially flat compared to fiscal year 2006. Our international operations contributed \$9.6 million to the increase, resulting from a 4.5% increase in clients served.

Other service revenue increased \$96.5 million, or 47.1%, primarily due to \$34.6 million in additional license fees earned from bank products, \$25.9 million in additional revenues from our online tax preparation and e-filing services and a \$12.2 million increase in the recognition of deferred fee revenue from our POM guarantees. Additionally, this segment earned customer fees in connection with an agreement with HRB Bank for our new H&R Block Emerald Prepaid MasterCard® program, under which, this segment shares in the revenues and expenses associated with the program.

Royalty revenue increased \$12.4 million, or 6.0%, due to a 7.6% increase in the net average fee and a 1.7% increase in clients served in franchise offices.

Loan participation fees and related revenues increased \$32.2 million, or 18.1%, from fiscal year 2006. This increase is primarily due to the introduction of the IMAL, which increased our participation revenues \$17.6 million. The remainder of the increase is primarily due to our new RAL participation agreement with HSBC.

Other revenues decreased \$9.7 million, or 14.3%, primarily due to a decline in revenues from supply sales to franchises, as our franchises now order directly from the supplier.

Revenue from our digital business, which includes both service and product revenues, increased \$29.2 million, or 21.9%, primarily due to a 19.4% increase in clients served. In fiscal year 2007, we implemented an aggressive plan to grow market share, although the required spending to achieve these results did impact our margin.

Total expenses increased \$121.0 million, or 6.5%, compared to fiscal year 2006. Cost of services increased \$169.6 million, or 12.9%, from fiscal year 2006. Our real estate expansion efforts have contributed to a total increase of \$28.0 million across all cost of services categories. Compensation and benefits increased \$72.3 million, or 9.6%, primarily due to higher wages associated with increased revenues, costs associated with our earlier office openings and initiatives addressing operational readiness for the tax season. Occupancy expenses increased \$30.3 million, or 9.6%, primarily as a result of higher rent expenses, due to a 5.9% increase in company-owned offices under lease and a 3.9% increase in the average rent. Other cost of services increased \$71.3 million, or 60.2%, primarily due to additional corporate shared services for

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information technology and other projects, and costs associated with the H&R Block Emerald Prepaid MasterCard® program, which this segment shares with HRB Bank.

Cost of other revenues, selling, general and administrative expenses increased \$21.7 million, or 4.6%, primarily due to increases of \$30.9 million and \$26.0 million in bad debt on loan participations and marketing expenses, respectively. The higher bad debt expense is primarily due to an \$18.0 million favorable adjustment to RAL bad debt recorded in fiscal year 2006 and the addition of our IMAL product. These increases were partially offset by a \$26.6 million reduction in corporate shared services and a \$10.8 million decrease in legal expenses.

In fiscal year 2006, we recorded \$70.2 million, including legal fees, related to the settlement of RAL litigation.

Pretax income for fiscal year 2007 increased \$115.1 million, or 19.5%, from 2006, primarily due to higher revenues and the impact of the \$70.2 million prior year RAL litigation charge.

BUSINESS SERVICES

This segment offers accounting, tax and business consulting services, wealth management and capital market services to middle-market companies. The following discussion excludes the results of the three businesses reported in discontinued operations for all periods presented.

Business Services – Operating Statistics

| Year ended April 30, | 2008 | 2007 | 2006 |
|---|------------|------------|------------|
| ACCOUNTING, TAX AND BUSINESS CONSULTING: | | | |
| Chargeable hours (000s) | 4,971 | 5,075 | 4,357 |
| Chargeable hours per person | 1,423 | 1,373 | 1,385 |
| Net billed rate per hour | \$ 147 | \$ 148 | \$ 141 |
| Average margin per person | \$ 120,638 | \$ 118,415 | \$ 114,755 |

Business Services – Operating Results

| Year ended April 30, | 2008 | 2007 | (in 000s) 2006 |
|-------------------------------------|------------|------------|-------------------|
| Tax services | \$ 442,521 | \$ 408,857 | \$ 340,185 |
| Business consulting | 223,971 | 198,265 | 170,964 |
| Accounting services | 57,399 | 65,372 | 59,568 |
| Capital markets | 51,144 | 48,886 | 59,553 |
| Leased employee revenue | 25,100 | 83,244 | 72,436 |
| Reimbursed expenses | 18,654 | 13,436 | 20,346 |
| Other | 122,897 | 114,301 | 105,081 |
| Total revenues | 941,686 | 932,361 | 828,133 |
| Compensation and benefits | 507,275 | 511,257 | 457,050 |
| Occupancy | 74,841 | 68,859 | 55,883 |
| Other | 93,994 | 96,303 | 79,691 |
| Cost of revenues | 676,110 | 676,419 | 592,624 |
| Amortization of intangible assets | 14,439 | 15,521 | 16,165 |
| Selling, general and administrative | 162,340 | 182,760 | 148,683 |
| Total expenses | 852,889 | 874,700 | 757,472 |
| Pretax income | \$ 88,797 | \$ 57,661 | \$ 70,661 |

FISCAL 2008 COMPARED TO FISCAL 2007 — Business Services' revenues for fiscal year 2008 increased \$9.3 million, or 1.0%, over the prior year.

Tax services revenues increased \$33.7 million, or 8.2%, over the prior year. Business consulting revenues increased \$25.7 million, or 13.0%, over the prior year. These increases resulted primarily from both an increase in the number of client service professionals as well as an improvement in productivity per professional.

Capital markets revenues increased \$2.3 million, primarily due to a \$12.6 million increase in underwriting revenues due to a 37.4% increase in revenue per transaction. Valuation and seminar revenues declined \$10.4 million due to a 70.3% decline in the number of business valuation projects as a result of the wind-down of this service line.

Leased employee revenue decreased primarily due to a change in organizational structure between the businesses we acquired from American Express Tax and Business Services, Inc. (AmexTBS) and the Attest Firms that, while not affiliates of our company, also serve our clients. Employees we previously leased to the

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Attest Firms have now been transferred to the separate attest practices. As a result, we no longer record the revenues and expenses associated with leasing these employees, which resulted in a reduction of \$58.1 million to current year revenues, and a similar reduction in compensation and benefits.

Total expenses decreased \$21.8 million, or 2.5%, for fiscal year 2008 compared to the prior year. Compensation and benefits decreased due to the change in organizational structure with AmexTBS as discussed above, which was almost entirely offset by additional compensation resulting from increases in the number of personnel and the average wage per employee.

Selling, general and administrative expenses decreased \$20.4 million, or 11.2%, primarily due to decreases of \$12.4 million and \$4.6 million in external consulting and legal fees, respectively. During fiscal year 2007, additional consulting fees were incurred related to our marketing initiatives, and additional legal expenses were incurred related to international acquisitions that were ultimately not completed.

Pretax income for the year ended April 30, 2008 of \$88.8 million compares to \$57.7 million in the prior year.

FISCAL 2007 COMPARED TO FISCAL 2006 — Business Services' revenues for fiscal year 2007 increased \$104.2 million, or 12.6%, over fiscal year 2006.

Accounting, tax and consulting revenues increased \$101.8 million, or 17.8%, over fiscal year 2006. This increase resulted primarily from the acquisition of AmexTBS, which contributed \$98.7 million in additional service revenues.

Capital markets revenues declined \$10.7 million. Valuation and seminar revenues declined \$23.2 million due to a 59.2% decline in the number of business valuation projects. This decrease was partially offset by a \$12.6 million increase in underwriting revenues due to a 28.6% increase in transactions and a 32.2% increase in revenue per transaction. Other revenues increased primarily due to revenues earned on wealth management services.

Total expenses increased \$117.2 million, or 15.5%, compared to fiscal year 2006. Compensation and benefits increased \$54.2 million, or 11.9%, due to an increase in the number of personnel, primarily as a result of the AmexTBS acquisition and an increase in the average wage per employee. Occupancy expenses increased \$13.0 million due to higher rent expense resulting from office locations added with the AmexTBS acquisition in fiscal year 2006. These offices only contributed seven months of expense in fiscal year 2006, compared to twelve months in fiscal year 2007.

Selling, general and administrative expenses increased \$34.1 million, or 22.9%, due to seven months of expense from the AmexTBS acquisition in fiscal year 2006, compared to twelve months in fiscal year 2007. Additionally, we incurred \$5.9 million of costs incurred related to international acquisitions that were not completed and additional costs associated with our business development initiatives.

Pretax income for the year ended April 30, 2007 of \$57.7 million compares to \$70.7 million in fiscal year 2006. The decline was primarily due to off-season losses of AmexTBS reported in fiscal year 2007, but not in 2006.

CONSUMER FINANCIAL SERVICES

This segment is engaged in offering brokerage services, along with investment planning and related financial advice through HRBFA and retail banking through HRB Bank. HRBFA offers traditional brokerage services, as well as annuities, insurance, fee-based accounts, online account access, equity research and focus lists, model portfolios, asset allocation strategies, and other investment tools and information. HRB Bank offers traditional banking services including checking and savings accounts, lines of credit, individual retirement accounts, certificates of deposit and prepaid debit card accounts. HRB Bank operates through a single stand-alone branch office and provides services primarily to clients of the Tax Services segment. HRBFA utilizes HRB Bank for certain FDIC-insured deposits for its clients. HRB Bank offers the H&R Block Prepaid Emerald MasterCard® and Emerald Advance lines of credit through our Tax Services segment. HRB Bank also historically purchased loans from OOMC and HRBMC, in addition to prime loan purchases from third-party sellers. During the first quarter of fiscal year 2008, HRB Bank stopped purchasing loans from OOMC and HRBMC, and does not intend to purchase mortgage loans from third-parties for the foreseeable future. HRB Bank commenced operations May 1, 2006; therefore, segment results for fiscal year 2006 include only the operations of HRBFA and are not directly comparable to fiscal years 2008 and 2007.

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Consumer Financial Services – Operating Statistics

| Year ended April 30, | 2008 | 2007 | 2006 |
|--|--------------|--------------|-----------|
| Broker-dealer: | | | |
| Traditional brokerage accounts (1) | 373,905 | 386,902 | 418,162 |
| New traditional brokerage accounts funded by tax clients | 14,009 | 13,920 | 17,072 |
| Cross-service revenue as a percent of total production revenue (2) | 18.5% | 16.3% | 16.1% |
| Average assets per traditional brokerage accounts | \$ 85,746 | \$ 85,518 | \$ 75,222 |
| Average margin balances (millions) | \$ 378 | \$ 404 | \$ 539 |
| Average customer payable balances (millions) | \$ 531 | \$ 613 | \$ 782 |
| Number of advisors | 984 | 918 | 958 |
| Banking: | | | |
| Efficiency ratio (3) | 53% | 37% | N/A |
| Net interest margin (4) | 5.54% | 2.77% | N/A |
| Pretax return on average assets (5) | 0.80% | 2.60% | N/A |
| Total assets (thousands) | \$ 1,078 | \$ 1,501 | N/A |
| Mortgage loans held for investment: | | | |
| Delinquency rate | 11.71% | 3.86% | N/A |
| Loans purchased from affiliates (thousands): | | | |
| Purchased from affiliates | \$ 56,341 | \$ 1,192,734 | N/A |
| Repurchased by affiliates | (193,648) | (11,236) | N/A |
| | \$ (137,307) | \$ 1,181,498 | N/A |

(1) Includes only accounts with a positive balance.

(2) Defined as revenue generated from referred customers divided by total production revenue.

(3) Defined as non-interest expense divided by revenue net of interest expense. See “Reconciliation of Non-GAAP Financial Information” at the end of Item 7.

(4) Defined as net interest income divided by average bank earning assets. See “Reconciliation of Non-GAAP Financial Information” at the end of Item 7.

(5) Defined as pretax banking income divided by average bank assets. See “Reconciliation of Non-GAAP Financial Information” at the end of Item 7.

Consumer Financial Services – Operating Results

| Year ended April 30, | 2008 | 2007 | (in 000s) 2006 |
|--------------------------------------|------------|------------|-------------------|
| Service revenues: | | | |
| Financial advisor production revenue | \$ 219,895 | \$ 199,673 | \$ 190,474 |
| Other | 89,272 | 68,661 | 32,256 |
| | 309,167 | 268,334 | 222,730 |
| Net interest income on: | | | |
| Margin lending | 42,184 | 52,163 | 54,152 |
| Banking activities | 54,384 | 23,963 | — |
| | 96,568 | 76,126 | 54,152 |
| Provision for loan loss reserves | (42,004) | (3,622) | — |
| Other | 221 | (1,187) | 4,430 |
| Total revenues (1) | 363,952 | 339,651 | 281,312 |
| Cost of services: | | | |
| Compensation and benefits | 159,413 | 136,105 | 135,256 |
| Occupancy | 27,454 | 26,886 | 26,970 |
| Other | 36,688 | 27,418 | 21,132 |
| | 223,555 | 190,409 | 183,358 |
| Amortization of intangible assets | 21,365 | 36,625 | 36,625 |
| Selling, general and administrative | 108,904 | 92,806 | 94,164 |
| Total expenses | 353,824 | 319,840 | 314,147 |
| Pretax income (loss) | \$ 10,128 | \$ 19,811 | \$ (32,835) |

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Consumer Financial Services – Operating Results

| Year ended April 30, | 2008 | 2007 | (in 000s) 2006 |
|---------------------------------|-------------------|-------------------|--------------------|
| Supplemental information | | | |
| Revenues: (1) | | | |
| Broker-dealer | \$ 312,136 | \$ 301,306 | \$ 281,312 |
| Bank | 51,816 | 38,345 | — |
| | \$ 363,952 | \$ 339,651 | \$ 281,312 |
| Pretax income (loss): | | | |
| Broker-dealer | \$ (1,356) | \$ (3,275) | \$ (32,835) |
| Bank | 11,484 | 23,086 | — |
| | \$ 10,128 | \$ 19,811 | \$ (32,835) |

(1) Total revenues, less interest expense and loan loss reserves on mortgage loans held for investment.

FISCAL 2008 COMPARED TO FISCAL 2007 – Consumer Financial Services’ revenues, net of interest expense and provision for loan loss reserves, for fiscal year 2008 increased \$24.3 million, or 7.2%, over the prior year. The increase was due to increases at HRB Bank of \$13.5 million and HRBFA of \$10.8 million.

Financial advisor production revenue was up \$20.2 million, or 10.1%, from the prior year primarily due to higher annualized production per advisor driven by an increase in fee-based account revenue and annuity transactions. The following table summarizes the key drivers of production revenue:

| Year ended April 30, | 2008 | 2007 |
|--|------------|------------|
| Client trades | 969,364 | 907,075 |
| Average revenue per trade | \$ 120.22 | \$ 126.54 |
| Ending balance of assets under administration (billions) | \$ 32.1 | \$ 33.1 |
| Annualized productivity per advisor | \$ 233,000 | \$ 216,000 |

Other service revenues increased \$20.6 million, primarily due to increases in fees received in connection with the H&R Block Prepaid Emerald MasterCard® program of \$19.2 million.

Net interest income on margin lending activities declined \$10.0 million, or 19.1%, due to declining interest rates and balances. In fiscal year 2008, the Federal Funds rate was reduced by a total of 325 basis points. As this rate is reduced, we reduce the rates on margin and other asset balances, and therefore, net interest income is reduced. We expect the impact of the current year rate reductions on fiscal year 2009 full year results to be a reduction in net interest income of approximately \$14 million. In addition to the decline of interest income from margin lending activities, we also expect to see a year over year decline in interest earned on sweep accounts of approximately \$8 million.

Net interest income on banking activities increased \$30.4 million from the prior year due to interest income received on our new Emerald Advance loan products and an increase in average mortgage loans held for investment, partially offset by an increase in average deposits. The following table summarizes the key drivers of net interest revenue on banking activities:

| Year ended April 30, | 2008 | Average Balance 2007 | (dollars in 000s) | |
|------------------------------------|--------------|-------------------------|-------------------|------------------------------------|
| | | | 2008 | Average Rate Earned (Paid) 2007 |
| Mortgage loans held for investment | \$ 1,169,644 | \$ 746,387 | 6.40% | 6.80% |
| Emerald Advance lines of credit | 63,743 | — | 36.00% | —% |
| Other investments | 196,262 | 117,350 | 3.64% | 5.25% |
| Deposits | 1,094,161 | 700,707 | (3.92%) | (4.59%) |

Although the interest rate target on Federal Funds decreased during the third quarter, the impact to HRB Bank’s net interest margin was minimal. On an annualized basis, the rate decrease should have a positive impact to net interest margin, although we expect our average deposits to decline in fiscal year 2009.

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Detail of our mortgage loans held for investment and the related allowance at April 30, 2008 and 2007 is as follows:

| Year ended April 30, | 2008 | | | 2007 | | |
|--|-------------------------------|---------------------|-------------------|-------------------------------|---------------------|-------------------|
| | Outstanding Principal Balance | Loan Loss Allowance | %30-Days Past Due | Outstanding Principal Balance | Loan Loss Allowance | %30-Days Past Due |
| Purchased from OOMC and affiliates | \$ 734,658 | \$ 44,180 | 16.30% | \$ 1,010,028 | \$ 3,341 | 4.70% |
| Purchased from third-parties | 269,982 | 1,221 | 1.90% | 340,864 | 107 | 0.50% |
| Total mortgage loans held for investment | \$ 1,004,640 | \$ 45,401 | 11.71% | \$ 1,350,892 | \$ 3,448 | 3.86% |

We recorded a provision for loan losses on our mortgage loans held for investment of \$42.0 million during the current year, compared to \$3.6 million in the prior year. Our loan loss provision increased significantly during the current year as a result of declining collateral values due to declining residential home prices, and increasing delinquencies occurring in our portfolio. Our loan loss reserve as a percent of mortgage loans was 4.49%, or \$45.4 million, at April 30, 2008, compared to 0.25%, or \$3.4 million, at April 30, 2007.

Mortgage loans held for investment includes loans originated by OOMC and affiliates and purchased by HRB Bank. Those loans have experienced higher rates of delinquency than other loans in our portfolio and expose us to a higher risk of potential credit loss. Residential real estate markets are experiencing significant declines in property values and mortgage default rates are increasing. If adverse market trends continue, including trends within our portfolio specifically, we may be required to record additional loan loss provisions, and those losses may be significant.

Total expenses rose \$34.0 million, or 10.6%, from the prior year. Compensation and benefits increased \$23.3 million, or 17.1%, primarily due to higher commission and bonus payouts resulting from improved production revenue and a higher number of recently recruited advisors. Other cost of services increased \$9.3 million, or 33.8%, primarily due to additional expenses associated with the H&R Block Prepaid Emerald MasterCard® program.

Amortization of intangible assets decreased \$15.3 million, or 41.7%, as the related intangible assets were fully amortized in November 2007.

Selling, general and administrative expenses increased \$16.1 million, or 17.3%, primarily due to expenses associated with the Emerald Advance lines of credit, coupled with gains on the disposition of certain assets recorded in the prior year.

Pretax income for fiscal year 2008 was \$10.1 million compared to prior year income of \$19.8 million.

FISCAL 2007 COMPARED TO FISCAL 2006 – Consumer Financial Services’ revenues, net of interest expense and provision for loan losses, for fiscal year 2007 increased \$58.3 million, or 20.7%, over fiscal year 2006, primarily as a result of HRB Bank, which commenced operations May 1, 2006 and contributed \$38.3 million. HRBFA revenues increased \$20.0 million over fiscal year 2006.

Financial advisor production revenue, which consists primarily of fees earned on assets under administration and commissions on customer trades, increased \$9.2 million, or 4.8%, over fiscal year 2006 due primarily to higher annuitized revenues. The following table summarizes the key drivers of production revenue:

| Year ended April 30, | 2007 | 2006 |
|--|------------|------------|
| Client trades | 907,075 | 974,625 |
| Average revenue per trade | \$ 126.54 | \$ 119.11 |
| Ending balance of assets under administration (billions) | \$ 33.1 | \$ 31.8 |
| Annualized productivity per advisor | \$ 216,000 | \$ 194,000 |

Other service revenues increased \$36.4 million due to revenues earned from our H&R Block Prepaid Emerald MasterCard® program, coupled with positive sweep account rate variances and higher underwriting fees.

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Net interest income on banking activities totaled \$24.0 million for fiscal year 2007. The following table summarizes the key drivers of net interest income on banking activities for fiscal year 2007:

| | Average Balance | (dollars in 000s) Average Rate Earned (Paid) |
|------------------------------------|-----------------|---|
| Mortgage loans held for investment | \$ 746,387 | 6.80% |
| Other investments | \$ 117,350 | 5.25% |
| Deposits | \$ 700,707 | (4.59)% |

Total expenses increased \$5.7 million, or 1.8%. Cost of services increased \$7.1 million, or 3.8%, primarily due to the expenses of HRB Bank, which opened May 1, 2006.

Pretax income for Consumer Financial Services for fiscal year 2007 was \$19.8 million compared to the fiscal year 2006 loss of \$32.8 million. HRB Bank contributed pretax earnings of \$23.1 million in fiscal year 2007, while HRBFA improved its pretax loss to \$3.3 million compared to \$32.8 million in fiscal year 2006.

DISCONTINUED OPERATIONS

Discontinued operations includes OOMC and its subsidiary, HRBMC, mortgage businesses historically engaged in the origination and acquisition of non-prime and prime mortgage loans, the sale and securitization of mortgage loans and residual interests, and the servicing of non-prime loans. Also included are the results of three smaller lines of business previously reported in our Business Services segment. Our tax operations in the United Kingdom previously reported in our Tax Services segment were included in fiscal years 2007 and 2006. Operating results presented below are net of eliminations of intercompany activities.

On April 30, 2008, OOMC sold its loan servicing assets to an affiliate of WL Ross pursuant to a previously announced agreement dated March 17, 2008. At January 31, 2008 we had an impairment relating to the estimated loss upon disposition of OOMC equal to \$304.9 million, including \$193.4 million recorded in fiscal year 2007. OOMC incurred an actual loss upon sale of the servicing assets of \$233.3 million. Impairments were reversed in the fourth quarter, resulting in net impairments for fiscal year 2008 totaling \$39.9 million. As OOMC is a wholly-owned subsidiary, earnings and losses recognized at OOMC are reflected in our consolidated financial statements. See additional discussion in Item 8, note 19. The sale is subject to certain post-closing adjustments.

Discontinued Operations – Operating Statistics

| Year ended April 30, | 2008 | 2007 | (in 000s) 2006 |
|--|---------------------|----------------------|----------------------|
| VOLUME OF LOANS ORIGINATED: | | | |
| Wholesale (non-prime) | \$ 3,568,822 | \$ 24,342,779 | \$ 36,028,794 |
| Retail: Non-prime | 97,471 | 1,588,944 | 3,260,071 |
| Prime | 382,737 | 1,141,744 | 1,490,898 |
| | \$ 4,049,030 | \$ 27,073,467 | \$ 40,779,763 |
| LOAN SALES: | | | |
| Third-party buyers, net of repurchases | \$ 4,182,530 | \$ 26,295,714 | \$ 40,272,225 |
| HRB Bank, net of repurchases | (137,307) | 1,181,498 | — |
| | \$ 4,045,223 | \$ 27,477,212 | \$ 40,272,225 |

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Discontinued Operations – Operating Results

| Year ended April 30, | 2008 | 2007 | (in 000s) 2006 |
|--|---------------------|---------------------|-------------------|
| Components of gains on sales: | | | |
| Gain (loss) on mortgage loans | \$ (121,849) | \$ 101,980 | \$ 648,693 |
| Gain (loss) on derivatives | 1,336 | (11,042) | 141,223 |
| Loan sale repurchase reserves | (582,373) | (388,733) | (73,562) |
| Gain on sales of residual interests | — | 7,038 | 31,463 |
| Impairment of residual interests | (137,762) | (168,878) | (34,107) |
| | (840,648) | (459,635) | 713,710 |
| Interest income | 44,110 | 55,024 | 133,703 |
| Loan servicing revenue | 353,922 | 433,438 | 398,992 |
| Other | 19,405 | 45,747 | 51,643 |
| Total revenues | (423,211) | 74,574 | 1,298,048 |
| Cost of services | 267,499 | 380,186 | 351,676 |
| Cost of other revenues | 203,624 | 295,336 | 444,391 |
| Impairment of goodwill and intangible assets | — | 157,511 | — |
| Loss on sale and estimated impairments | 45,510 | 193,367 | — |
| Selling, general and administrative | 236,032 | 281,182 | 185,070 |
| Total expenses | 752,665 | 1,307,582 | 981,137 |
| Pretax income (loss) | (1,175,876) | (1,233,008) | 316,911 |
| Income taxes (benefit) | (412,753) | (425,018) | 124,044 |
| Net income (loss) | \$ (763,123) | \$ (807,990) | \$ 192,867 |

FISCAL 2008 COMPARED TO FISCAL 2007 — On December 4, 2007, we announced that OOMC would terminate all origination activities, although it would fulfill loan commitments in its pipeline. In January 2008, OOMC funded its last loan. On April 30, 2008, OOMC sold its loan servicing activities.

The pretax loss of \$1.2 billion for fiscal year 2008 includes losses of \$15.0 million from our Business Services discontinued operations, with the remainder from OOMC's mortgage business. As discussed more fully below, mortgage results include \$582.4 million in loss provisions and repurchase reserves, impairments of residual interests of \$137.8 million, and restructuring charges of \$119.2 million, including costs to cease origination activities.

During the first eight months of fiscal year 2008, concerns about credit quality in the non-prime mortgage industry resulted in lower demand for non-prime loans and a higher yield requirement by investors that purchase the loans. As a result, mortgage loans originated during this period were valued at less than par by the time they were sold in the secondary market. Loans sales from January to April 2008 consisted primarily of loans repurchased due to contractual obligations.

OOMC recorded total loss provisions relating to the repurchase and disposition of loans previously sold or securitized of \$582.4 million during the current year compared to \$388.7 million in the prior year. OOMC repurchased mortgage loans totaling \$515.4 million and \$990.0 million during fiscal years 2008 and 2007, respectively. In addition, during fiscal year 2008 OOMC experienced a higher severity of losses on repurchased loans. Based on historical experience, OOMC assumed an average 62% loss severity at April 30, 2008, compared to 26% at April 30, 2007.

Given that loan originations ceased in January 2008, and that obligations under early payment default provisions only relate to defaults involving the first monthly payment due to the purchaser, OOMC's continuing risk of loss related to first payment defaults has diminished. However, repurchase obligations relating to representation and warranty breaches are not subject to a stated term and, therefore, may continue for the foreseeable future. OOMC recorded loss provisions totaling \$202.9 million during the fourth quarter of fiscal year 2008, resulting in a liability as of April 30, 2008 of \$243.1 million relating to estimated potential losses arising from future claims of representation and warranty breaches.

To the extent that valid claim volumes in the future exceed current estimates, or the value of mortgage loans and residential home prices decline further, future losses may be greater than amounts currently provided and those differences may be significant. See additional discussion of OOMC's mortgage loan repurchase obligation in "Critical Accounting Policies" and in Item 8, note 17 to our consolidated financial statements.

During the current year, the disruption in the secondary market also impacted OOMC's residual interests. OOMC recorded impairments of residual interests of \$137.8 million due to higher expected credit losses resulting from the decline in performance of the underlying collateral and an increase in the discount rate assumption. As of April 30, 2008, substantially all residual interests from originations prior to January

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2007 were written down to zero value. Residual interests at April 30, 2008 have a current carrying value of \$16.7 million.

Loan servicing revenues decreased \$79.5 million, or 18.3%, compared to the prior year. The decrease reflects a decline in the average servicing portfolio throughout the year, which decreased 15.9%, to \$60.0 billion. The decline in the average servicing portfolio is the result of a decline in the subservicing portfolio, coupled with significantly lower origination volumes, due to our decision to exit the origination business. OOMC sold its servicing portfolio as of April 30, 2008.

Total expenses for fiscal year 2008 decreased \$554.9 million, or 42.4%, from the prior year. Cost of services decreased \$112.7 million primarily due to lower amortization of mortgage servicing rights (MSRs).

Cost of other revenues decreased \$91.7 million, primarily due to the termination of origination activities. As a result, compensation and benefits declined due to lower staffing levels, although this reduction was partially offset by increased interest expense.

Selling, general and administrative expenses were flat compared to the prior year, as restructuring and termination activities recorded in the current year were offset by lower operating expenses resulting from prior year restructuring activities.

The loss from discontinued operations for the current year of \$763.1 million is net of tax benefits of \$412.8 million, and primarily includes income tax benefits related to OOMC.

FISCAL 2007 COMPARED TO FISCAL 2006 — Conditions in the non-prime mortgage industry were challenging throughout fiscal year 2007, and particularly in our fourth quarter. OOMC's mortgage operations, as well as the entire industry, were impacted by deteriorating conditions in the secondary market, where reduced investor demand for loan purchases, higher investor yield requirements and increased estimates for future losses reduced the value of non-prime loans. Under these conditions, non-prime originators generally reported significant increases in losses and many were unable to meet their financial obligations.

The pretax loss for fiscal year 2007 was \$1.2 billion compared to income of \$316.9 million in fiscal year 2006. The pretax loss of \$1.2 billion includes losses of \$50.2 million from our Business Services and Tax Services discontinued operations, with the remainder from our mortgage business. Mortgage results include \$388.7 million in loss provisions and repurchase reserves, impairments of residual interests of \$168.9 million and impairments of other assets totaling \$345.8 million.

CRITICAL ACCOUNTING POLICIES

We consider the policies discussed below to be critical to understanding our financial statements, as they require the use of significant judgment and estimation in order to measure, at a specific point in time, matters that are inherently uncertain. Specific risks for these critical accounting policies are described in the following paragraphs. For all of these policies, we caution that future events rarely develop precisely as forecasted and estimates routinely require adjustment and may require material adjustment.

VALUATION OF MORTGAGE LOANS HELD FOR INVESTMENT — We record an allowance representing our estimate of credit losses inherent in the portfolio of loans held for investment by HRB Bank at the balance sheet date. The majority of this estimated credit loss is evaluated for mortgage loans on a pooled basis. We stratify the loan portfolio based on our view of risk associated with various elements of the pool and assign estimated loss rates based on those risks. Loss rates are based primarily on historical experience and our assessment of economic and market conditions. We review non-performing loans, including loans meeting the definition of troubled debt restructurings, individually and record loss estimates typically based on the value of the underlying collateral.

Because of imprecision and uncertainty inherent in developing estimates of future credit losses, in particular during periods of rapidly declining collateral values or increasing delinquency rates, our estimation process during fiscal year 2008 included development of ranges of possible outcomes. Ranges were developed by stressing initial estimates of both the rate at which loans in HRB Bank's portfolio will become delinquent (frequency) and the amount of loss HRB Bank will ultimately realize upon occurrence of a liquidation of collateral (severity). Stressing of frequency and severity assumptions is intended to model deterioration in credit quality that is difficult to predict during declining economic conditions. Future deterioration in credit quality may exceed our modeled assumptions.

The loan loss reserve as a percent of mortgage loans held for investment was 4.49% at April 30, 2008, compared to 0.25% at April 30, 2007. The loan loss provision increased significantly during the current year as a result of declining collateral values due to lower residential home prices, increasing delinquencies occurring in our portfolio during fiscal year 2008, and modeled expectations for future deterioration in the portfolio. The residential mortgage industry has experienced significant adverse trends for an extended

period. If adverse trends continue for a sustained period or at rates worse than modeled by us, HRB Bank may be required to record additional loan loss provisions, and those losses may be significant.

Determining the allowance for credit losses for loans held for investment requires us to make estimates of losses that are highly uncertain and requires a high degree of judgment. If our underlying assumptions prove to be inaccurate, the allowance for loan losses could be insufficient to cover actual losses. If our estimates understate probable losses inherent in the portfolio, this would result in additional expense. An additional 10% adverse change in our assumptions related to frequency and severity would result in additional losses of \$2.7 million and \$2.4 million, respectively.

MORTGAGE LOAN REPURCHASE OBLIGATION — OOMC records a liability relating to potential losses that could be incurred upon fulfillment of its obligation to repurchase previously sold loans in connection with early payment defaults or breaches of other representations and warranties. Mortgage loans OOMC originated were generally sold in the secondary market in the form of a whole-loan sale or mortgage-backed security.

In whole-loan sale transactions, OOMC generally guarantees the first payment to the purchaser. If this payment is not collected, it is referred to as an early payment default. In the event of an early payment default, purchasers of OOMC's loans have the right to require that OOMC repurchase the loan. OOMC has incurred significant losses historically in connection with early payment default obligations, in particular during fiscal year 2007 and the first three quarters of the fiscal year 2008. Given that loan originations ceased in January 2008, we do not expect continuing risk of loss related to first payment defaults. Accordingly, OOMC has no liability recorded at April 30, 2008 relating to early payment defaults.

OOMC is also obligated to repurchase loans sold or securitized in the event of a breach of representations and warranties it made to purchasers or insurers of such loans, or otherwise indemnify certain third-parties for losses incurred by them. OOMC records a liability for contingent losses relating to representation and warranty claims by estimating loan repurchase volumes and indemnification obligations for both known claims and projections of expected future claims. Projections of future claims are based on an analysis that includes a combination of reviewing historical repurchase trends, developing loss expectations on loans sold or securitized, and predicting the level at which previously originated loans may be subject to valid claims regarding representation and warranty breaches. For loans actually repurchased, OOMC incurs losses for the difference between the principal amount of the loan (together with accrued interest) and the value realized upon resale of the loan or liquidation of the property securing the loan. OOMC typically estimates the amount of future loss based on current market values of loans OOMC recently sold or received bids for. The loss severity assumption increased during the fourth quarter of fiscal year 2008, from 50% to 62%.

Based on an analysis as of April 30, 2008, OOMC estimated its liability for loan repurchase and indemnification obligations pertaining to claims of breach of representation and warranties to be \$243.1 million. To the extent that valid claim volumes in the future exceed current estimates, or the value of mortgage loans and residential home prices decline, future losses may be greater than these estimates and those differences may be significant. See Item 8, note 17 to our consolidated financial statements.

LITIGATION — It is our policy to routinely assess the likelihood of any adverse judgments or outcomes related to legal matters, as well as ranges of probable losses. Assessing the likely outcome of pending litigation, including the amount of potential loss, if any, is highly subjective. Our estimates may differ from actual results due to difficulties in predicting the outcome of jury trial, arbitration hearings, settlement discussions and related activity, predicting the outcome of class certification actions and various other uncertainties.

A determination of the amount of the reserves required, if any, for these contingencies is made after thoughtful analysis of each known issue and an analysis of historical experience in accordance with Statement of Financial Accounting Standards No. 5, "Accounting for Contingencies," and related pronouncements. Therefore, we have recorded reserves related to certain legal matters for which we believe it is probable that a loss will be incurred and the range of such loss can be estimated. With respect to other matters, we have concluded that a loss is only reasonably possible or remote, or is not estimable and, therefore, no liability is recorded.

VALUATION OF GOODWILL — We test goodwill and other indefinite-life intangible assets for impairment annually or more frequently if events occur or circumstances change which would, more likely than not, reduce the fair value of a reporting unit below its carrying value. Our goodwill impairment analysis is based on a discounted cash flow approach, and market comparables when available. This analysis, at the reporting

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unit level, requires significant management judgment with respect to revenue and expense forecasts, anticipated changes in working capital and the selection and application of an appropriate discount rate. Changes in projections or assumptions could materially affect our estimate of reporting unit fair values. The use of different assumptions would increase or decrease estimated discounted future operating cash flows and could affect our conclusions regarding the existence or amount of potential impairment. Finally, strategic changes in our outlook regarding reporting units or intangible assets may alter our valuation approach and could result in changes to our conclusions regarding impairment.

The goodwill balance in our continuing operations was \$1.0 billion as of April 30, 2008, and \$993.9 million as of April 30, 2007. During fiscal year 2008, we recorded \$5.7 million of goodwill impairments within our Tax Services segment. There were no goodwill impairments in our continuing operations during fiscal years 2007 or 2006. In fiscal year 2007, we recorded \$154.9 million in goodwill impairments related to the sale or wind-down of businesses reported as discontinued operations.

INCOME TAXES — We account for income taxes in accordance with Statement of Financial Accounting Standards No. 109, “Accounting for Income Taxes,” as further interpreted by FASB Interpretation No. 48, “Accounting for Uncertainty in Income Taxes.”

We calculate our current and deferred tax provision for the fiscal year based on estimates and assumptions that could differ from the actual results reflected in income tax returns filed during the applicable calendar year. Adjustments based on filed returns are recorded in the appropriate periods when identified. We file a consolidated federal tax return on a calendar year basis, generally in the second fiscal quarter of the subsequent year.

We record a valuation allowance to reduce our deferred tax assets to the amount that is more likely than not to be realized. Our gross deferred tax asset at April 30, 2008 was \$523.8 million and was reduced by a valuation allowance totaling \$36.9 million. We have considered taxable income in carry-back periods, historical and forecasted earnings, future taxable income, the mix of earnings in the jurisdictions in which we operate, and tax planning strategies in determining the need for a valuation allowance against our deferred tax assets. In the event we were to determine we would not be able to realize all or part of our deferred tax assets in the future, an adjustment to the deferred tax assets would be charged to earnings in the period in which we make such determination. Likewise, if we later determine it is more likely than not that the deferred tax assets would be realized, we would reverse the applicable portion of the previously provided valuation allowance.

The income tax laws of jurisdictions in which we operate are complex and subject to different interpretations by the taxpayer and applicable government taxing authorities. Income tax returns filed by us are based on our interpretation of these rules. The amount of income taxes we pay is subject to ongoing audits by federal, state and foreign tax authorities, which may result in proposed assessments, including assessments of interest and/or penalties. Our estimate for the potential outcome for any uncertain tax issue is highly subjective and based on our best judgments. We believe we have adequately provided for any reasonably foreseeable outcome related to these matters. However, our future results may include favorable or unfavorable adjustments to our estimated tax liabilities in the period the assessments are made or resolved, or when statutes of limitation on potential assessments expire. As a result, our effective tax rate may fluctuate on a quarterly basis. Net unrecognized tax benefits that would impact our effective tax rate totaled \$119.6 million at April 30, 2008.

REVENUE RECOGNITION — We have many different revenue sources, each governed by specific revenue recognition policies. Our revenue recognition policies can be found in Item 8, note 1 to our consolidated financial statements.

OTHER SIGNIFICANT ACCOUNTING POLICIES — Other significant accounting policies, not involving the same level of judgment or uncertainty as those discussed above are nevertheless important to an understanding of the financial statements. These policies may require judgments on complex matters that are often subject to multiple sources of authoritative guidance. Certain of these matters are among topics currently under reexamination by accounting standard setters and regulators. Although specific conclusions reached by these standard setters may cause a material change in our accounting policies, outcomes cannot be predicted with confidence. Also see Item 8, note 1 to our consolidated financial statements, which discusses accounting policies we have selected when there are acceptable alternatives, and new or proposed accounting standards that may affect our financial reporting in the future.

FINANCIAL CONDITION

CAPITAL RESOURCES & LIQUIDITY — Our sources of capital include cash from operations, issuances of common stock and debt. We use capital primarily to fund working capital, pay dividends, repurchase treasury shares and acquire businesses.

Given the likely availability of a number of liquidity options, we believe, that in the absence of any unexpected developments, our existing sources of capital at April 30, 2008 are sufficient to meet our operating needs.

CASH FROM OPERATIONS — Cash provided by operations totaled \$215.8 million for fiscal year 2008, compared to cash used in operations of \$584.7 million in 2007 and cash provided of \$594.1 million in 2006. Operating cash flows in fiscal year 2008 increased from fiscal year 2007 primarily due to lower net losses and lower income tax payments. We received net refunds of income tax payments of \$238.8 million in the current year, compared to income tax payments made of \$405.4 million in fiscal year 2007.

ISSUANCES OF COMMON STOCK — We issue shares of our common stock in accordance with our stock-based compensation plans out of our treasury shares. Proceeds from the exercise of stock options totaled \$23.3 million, \$25.7 million and \$98.5 million in fiscal years 2008, 2007 and 2006, respectively.

DEBT — In April 2007, we obtained a \$500.0 million credit facility to provide funding for the \$500.0 million of 8½% Senior Notes which were due April 16, 2007. This facility was amended on December 20, 2007 to extend the term of the facility. Under the amended facility, \$250.0 million matured on February 29, 2008 and \$250.0 million matured on April 30, 2008. At April 30, 2008 there was no outstanding balance under this facility, as the facility was repaid in full in February 2008, primarily from the proceeds of Senior Notes as discussed below.

On January 11, 2008, we issued \$600.0 million of 7.875% Senior Notes under our shelf registration. The Senior Notes are due January 15, 2013, and are not redeemable by the bondholders prior to maturity. The net proceeds of this transaction were used to repay the \$500.0 million facility discussed above, with the remaining proceeds used for working capital and general corporate purposes. As of April 30, 2008, we had \$250.0 million remaining under our shelf registration for additional debt issuances.

We had no commercial paper outstanding at April 30, 2008, compared to \$1.0 billion at April 30, 2007. During fiscal year 2008, we borrowed under our CLOCs as an alternative to commercial paper issuance to support off-season working capital requirements primarily in our Tax Services and Business Services segments and operating losses from our mortgage businesses. We had no balance outstanding under our CLOCs at April 30, 2008. However, we do expect to borrow on the CLOCs during fiscal year 2009 to fund our off-season working capital requirements. See additional discussion in “Borrowings” and note 9 to the consolidated financial statements.

We entered into a committed line of credit agreement with HSBC Finance Corporation effective January 10, 2008 for use as a funding source for the purchase of RAL participations. This line provides funding totaling \$3.0 billion through March 30, 2008 and \$120.0 million thereafter through June 30, 2008. This line is subject to various covenants that are similar to our CLOCs, and is secured by our RAL participations. All borrowings on this facility were repaid as of April 30, 2008, and the facility is now closed.

DIVIDENDS — We have consistently paid quarterly dividends. Dividends paid totaled \$183.6 million, \$172.0 million and \$160.0 million in fiscal years 2008, 2007 and 2006, respectively.

Our Board of Directors approved an increase of the quarterly cash dividend from 14.25 cents to 15 cents per share, a 5.3% increase, effective with the quarterly dividend payment on October 1, 2008.

SHARE REPURCHASES — On June 7, 2006, our Board approved an authorization to repurchase 20.0 million shares. On June 9, 2004, our Board of Directors approved an authorization to repurchase 15 million shares. There were 22.4 million shares remaining under these authorizations at the end of fiscal year 2008. We did not repurchase shares during fiscal year 2008. During fiscal year 2007, we repurchased 8.1 million shares at an aggregate price of \$180.9 million or an average price of \$22.22 per share.

In June 2008, our Board of Directors rescinded the previous authorizations to repurchase shares of our common stock, and approved an authorization to purchase up to \$2.0 billion of our common stock over the next four years.

ACQUISITIONS — Total cash paid for acquisitions was \$24.9 million, \$57.6 million and \$210.1 million during fiscal years 2008, 2007 and 2006, respectively.

RESTRICTED CASH — We hold certain cash balances that are restricted as to use. Cash and cash equivalents – restricted totaled \$219.0 million at fiscal year end. HRBFA held \$212.0 million of this total segregated in a special reserve account for the exclusive benefit of customers pursuant to Rule 15c3-3 of the Securities Exchange Act of 1934.

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SEGMENT CASH FLOWS — A condensed consolidating statement of cash flows by segment for the fiscal year ended April 30, 2008, follows. Generally, interest is not charged on intercompany activities between segments. Our consolidated statements of cash flows are located in Item 8.

| | | | | | | (in 000s) |
|-----------------------------|--------------|-------------------|-----------------------------|---------------|-------------------------|------------------------|
| | Tax Services | Business Services | Consumer Financial Services | Corporate (1) | Discontinued Operations | Consolidated H&R Block |
| Cash provided by (used in): | | | | | | |
| Operations | \$ 591,271 | \$ 133,169 | \$ 82,762 | \$ 30,680 | \$ (622,095) | \$ 215,787 |
| Investing | (53,924) | (31,766) | 217,753 | (31,970) | 1,047,196 | 1,147,289 |
| Financing | (28,588) | (15,867) | (404,889) | (1,054,837) | (53,888) | (1,558,069) |
| Net intercompany | (469,152) | (96,459) | 15,462 | 921,362 | (371,213) | — |

(1) Income tax payments, net of refunds of \$317.8 million received during fiscal year 2008, are included in Corporate.

TAX SERVICES — Tax Services has historically been our largest provider of annual operating cash flows. The seasonal nature of Tax Services generally results in a large positive operating cash flow in the fourth quarter. Tax Services generated \$591.3 million in operating cash flows primarily related to net income, as cash is generally collected from clients at the time services are rendered. Cash used in investing activities of \$53.9 million was for capital expenditures and business acquisitions.

Our international operations have historically been self-funded. However, H&R Block Canada, Inc. (Block Canada) utilized intercompany borrowings to fund its CashBack program and working capital requirements in the current year. Block Canada previously used commercial paper borrowings to fund this program. Cash balances are held in Canada and Australia independently in local currencies.

BUSINESS SERVICES — Business Services' funding requirements are largely related to receivables for completed work and "work in process" and funding relating to acquired businesses. We have provided funding in the normal course of business sufficient to cover these working capital needs. Business Services also has future obligations and commitments, which are summarized in "Contractual Obligations and Commercial Commitments."

This segment generated \$133.2 million in operating cash flows primarily related to net income. Additionally, Business Services used \$31.8 million in investing activities primarily related to capital expenditures and \$15.9 million in financing activities because of payments on acquisition debt.

CONSUMER FINANCIAL SERVICES — In fiscal year 2008, Consumer Financial Services provided \$217.8 million in investing activities primarily due to principal payments received on mortgage loans held for investment. Cash used in financing activities of \$404.9 million is primarily due to customer deposits.

To manage short-term liquidity, Block Financial LLC (BFC) provides HRBFA a \$250.0 million unsecured credit facility. At the end of fiscal year 2008, there was no outstanding balance on this facility.

HRBFA has two lines of credit with an unaffiliated financial institution with a total credit limit of \$51.0 million. There was no outstanding balance on these lines at April 30, 2008 or 2007, and there were no borrowings on these lines of credit during fiscal years 2008 or 2007.

Liquidity needs relating to client trading and margin-borrowing activities are met primarily through cash balances in client brokerage accounts and working capital. Stock loans have historically been used as a secondary source of funding and could be used in the future, if warranted.

Securities borrowed and securities loaned transactions are generally reported as collateralized financings. These transactions require us to deposit cash and/or collateral with the counterparty. Securities loaned consist of securities customers purchased on margin. We receive cash collateral approximately equal to the value of the securities loaned. The amount of cash collateral is adjusted, as required, for market fluctuations in the value of the securities loaned. Interest rates paid on the cash collateral fluctuate as short-term interest rates change.

To satisfy the margin deposit requirement of client option transactions with the Options Clearing Corporation (OCC), HRBFA pledges customers' margined securities. Pledged securities at the end of fiscal year 2008 totaled \$47.2 million, an excess of \$9.6 million over the margin requirement. Pledged securities at the end of fiscal year 2007 totaled \$47.0 million, an excess of \$11.5 million over the margin requirement.

During fiscal year 2008, HRBFA paid dividends of \$63.6 million to BFC, its direct corporate parent.

HRB Bank's current liquidity needs are generally met through deposits from banking clients. HRB Bank has access to traditional funding sources such as deposits, federal funds purchased and repurchase

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agreements. HRB Bank maintains a credit facility with the Federal Home Loan Bank (FHLB). At April 30, 2008, \$129.0 million was drawn under this facility.

BFC made an additional capital contribution to HRB Bank of \$107.1 million during fiscal year 2008. This contribution was provided for HRB Bank to meet its capital requirements due to seasonal fluctuations in the size of its balance sheet. Also during fiscal year 2008, we submitted an application to the OTS requesting that HRB Bank be allowed to pay dividends to BFC in an amount that will not exceed the capital necessary to continuously maintain HRB Bank's required 12.0% leverage ratio. The OTS approved our application on February 29, 2008. HRB Bank paid a dividend of \$150.0 million to BFC in April 2008.

See additional discussion of regulatory and capital requirements of HRB Bank and HRBFA in "Regulatory Environment."

We believe the funding sources for Consumer Financial Services are stable. Liquidity risk within this segment is primarily limited to maintaining sufficient capital levels to obtain securities lending liquidity to support margin borrowing by customers and maintaining sufficient capital levels at HRB Bank.

DISCONTINUED OPERATIONS — Discontinued operations used \$622.1 million in cash from operating activities primarily due to losses during fiscal year 2008. Operating cash flows of discontinued operations in the table above includes the net loss from discontinued operations of \$763.1 million. Cash provided by investing activities of \$1.0 billion reflects gross proceeds from the sale of servicing assets completed April 30, 2008. Sale proceeds utilized to repay debt outstanding under our servicing advance facility are presented net of related borrowings in financing activities. Ongoing liquidity needs of OOMC relate primarily to continuing loan repurchase obligations.

Historically, BFC provided OOMC a line of credit of at least \$150.0 million for working capital needs. In connection with the sale of OOMC's servicing assets, this line of credit was terminated.

OOMC utilized a \$1.2 billion facility to fund servicing advances (the "Servicing Advance Facility"), in which the servicing advances are collateral for the facility. This on-balance sheet facility was repaid in full with the proceeds from the sale of servicing assets on April 30, 2008. OOMC received \$19.9 million from the Servicing Advance Facility, previously held in escrow, upon repayment.

OFF-BALANCE SHEET FINANCING ARRANGEMENTS

During fiscal year 2008, OOMC was party to various transactions with an off-balance sheet component, including loan commitments and QSPEs. However, in connection with the cessation of all loan origination activities, OOMC terminated all remaining on- and off-balance sheet warehouse facilities during the third quarter of fiscal year 2008.

BORROWINGS

The following chart provides the debt ratings for BFC:

| | Short-term | April 30, 2008 Long-term | Outlook | Short-term | April 30, 2007 Long-term | Outlook |
|-----------|-------------------|-----------------------------|-----------------|------------|-----------------------------|----------|
| Fitch (1) | F3 | BBB | Negative | F1 | A | Stable |
| Moody's | P2 | Baa1 | Negative | P2 | A3 | Negative |
| S&P (2) | A3 | BBB- | Negative | A2 | BBB+ | Negative |
| | | BBB | | | | |
| DBRS (3) | R-2 (high) | (high) | Negative | R-1 (low) | A | Stable |

(1) Short-term rating of F2 and outlook of Stable effective May 14, 2008.

(2) Placed on CreditWatch Positive effective May 2, 2008.

(3) Outlook of Stable effective May 5, 2008.

We use capital primarily to fund working capital requirements, pay dividends, repurchase treasury shares and acquire businesses. Market conditions and credit rating downgrades negatively impacted our ability to issue commercial paper in fiscal year 2008. As an alternative to commercial paper issuance, we borrowed under our CLOCs in fiscal year 2008 to support off-season working capital requirements in our Tax Services and Business Services segments and operating losses from our mortgage businesses.

At April 30, 2008, we maintained \$2.0 billion in revolving credit facilities to support issuance of commercial paper and for general corporate purposes. These CLOCs, and borrowings thereunder, have a maturity date of August 2010 and an annual facility fee in a range of six to fifteen basis points per annum, based on our credit ratings. We had no balance outstanding as of April 30, 2008. The CLOCs, among other things, require we maintain at least \$650.0 million of net worth on the last day of any fiscal quarter. We had

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net worth of \$987.8 million at April 30, 2008. There are no rating contingencies affecting the availability of the CLOCs.

On January 11, 2008, we issued \$600.0 million of 7.875% Senior Notes under our shelf registration. The Senior Notes are due January 15, 2013, and are not redeemable by the bondholders prior to maturity. The net proceeds of this transaction were used to repay a \$500.0 million facility, with the remaining proceeds used for working capital and general corporate purposes. As of April 30, 2008, we had \$250.0 million remaining under our shelf registration for additional debt issuances.

We entered into a committed line of credit agreement with HSBC Finance Corporation effective January 10, 2008 for use as a funding source for the purchase of RAL participations. This line provides funding totaling \$3.0 billion through March 30, 2008 and \$120.0 million thereafter through June 30, 2008. This line is subject to various covenants that are similar to our CLOCs, and is secured by our RAL participations. All borrowings on this facility were repaid as of April 30, 2008, and the facility is now closed.

During the third quarter of fiscal year 2008, borrowing needs in our Canadian operations were funded by corporate borrowings in the U.S. To mitigate the foreign currency exchange rate risk, we used forward foreign exchange contracts. We do not enter into forward contracts for speculative purposes. In estimating the fair value of derivative positions, we utilize quoted market prices, if available, or quotes obtained from external sources. There were no forward contracts outstanding as of April 30, 2008.

CONTRACTUAL OBLIGATIONS AND COMMERCIAL COMMITMENTS

A summary of our obligations to make future payments as of April 30, 2008, is as follows:

| | Total | Less Than 1 Year | 1 - 3 Years | 4 - 5 Years | (in 000s) After 5 Years |
|---------------------------------------|--------------|------------------|-------------|-------------|----------------------------|
| Long-term debt (including interest) | \$ 1,457,877 | \$ 171,795 | \$ 135,591 | \$ 721,224 | \$ 429,267 |
| Customer deposits | 785,624 | 630,060 | 9,074 | 6,557 | 139,933 |
| Acquisition payments | 28,398 | 6,728 | 3,246 | 18,424 | — |
| Short-term borrowings | 25,000 | 25,000 | — | — | — |
| Media advertising purchase obligation | 19,043 | 19,043 | — | — | — |
| Capital lease obligations | 12,514 | 513 | 1,052 | 1,247 | 9,702 |
| Operating leases | 854,956 | 265,130 | 364,333 | 144,022 | 81,471 |
| Total contractual cash obligations | \$ 3,183,412 | \$ 1,118,269 | \$ 513,296 | \$ 891,474 | \$ 660,373 |

We adopted the provisions of FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes" (FIN 48) on May 1, 2007. At April 30, 2008, the liability recorded for uncertain tax positions, excluding related interest and penalties, totaled \$137.6 million. This liability represents an estimate of tax positions we have taken in our tax returns that may ultimately not be sustained upon examination by the tax authorities. Amounts we expect to pay in the next twelve months of \$11.5 million are included in accounts payable, accrued expenses and other current liabilities on our consolidated balance sheet. The remaining amount is included in other noncurrent liabilities on our consolidated balance sheet. Because the ultimate amount and timing of any future cash settlements cannot be predicted with reasonable certainty, the estimated FIN 48 liability has been excluded from the table above. See Item 8, note 14 to the consolidated financial statements for additional information.

A summary of our commitments as of April 30, 2008, which may or may not require future payments, expire as follows:

| | Total | Less Than 1 Year | 1 - 3 Years | 4 - 5 Years | (in 000s) After 5 Years |
|----------------------------------|------------|------------------|-------------|-------------|----------------------------|
| Franchise Equity Lines of Credit | \$ 79,134 | \$ 33,859 | \$ 26,488 | \$ 18,787 | \$ — |
| Commitment to fund M&P | 125,000 | 125,000 | — | — | — |
| Pledged securities | 47,225 | 47,225 | — | — | — |
| Contingent acquisition payments | 24,288 | 4,454 | 8,205 | 11,215 | 414 |
| Other commercial commitments | 4,070 | 1,865 | 2,205 | — | — |
| Total commercial commitments | \$ 279,717 | \$ 212,403 | \$ 36,898 | \$ 30,002 | \$ 414 |

See discussion of contractual obligations and commitments in Item 8, within the notes to our consolidated financial statements.

REGULATORY ENVIRONMENT

In March 2006, the OTS approved the federal savings bank charter of HRB Bank. HRB Bank commenced operations on May 1, 2006, at which time H&R Block, Inc. became a savings and loan holding company. As a

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savings and loan holding company, H&R Block, Inc. is subject to regulation by the OTS. Federal savings banks are subject to extensive regulation and examination by the OTS, their primary federal regulator, as well as the FDIC. In conjunction with H&R Block, Inc.'s application with the OTS for HRB Bank, H&R Block, Inc. made commitments as part of our charter approval order (Master Commitment) which included, but were not limited to: (1) H&R Block, Inc. to maintain a three percent minimum ratio of adjusted tangible capital to adjusted total assets, as defined by the OTS; (2) maintain all HRB Bank capital within HRB Bank in accordance with the submitted three-year business plan; and (3) follow federal regulations surrounding intercompany transactions and approvals. Effective April 30, 2008, the three percent minimum ratio of adjusted tangible capital to adjusted total assets requirement was eliminated, and a Supervisory Directive relating to prior non-compliance with this requirement was rescinded.

All savings associations are subject to the capital adequacy guidelines and the regulatory framework for prompt corrective action. HRB Bank must meet specific capital guidelines that involve quantitative measures of HRB Bank's assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. HRB Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk-weightings and other factors. As of March 31, 2008, our most recent Thrift Financial Report (TFR) filing with the OTS, HRB bank was a "well capitalized" institution under the prompt corrective action provisions of the FDIC. See Item 8, note 16 to the consolidated financial statements for additional discussion of regulatory capital requirements and classifications.

HRB Bank is an indirect wholly-owned subsidiary of H&R Block, Inc. and its customer deposits are insured by the FDIC. If an insured institution fails, claims for administrative expenses of the receiver and for deposits in U.S. branches (including claims of the FDIC as subrogee of the failed institution) have priority over the claims of general unsecured creditors. In addition, the FDIC has authority to require H&R Block, Inc. to reimburse it for losses it incurs in connection with the failure of HRB Bank or with the FDIC's provision of assistance to a banking subsidiary that is in danger of failure.

HRBFA is subject to regulatory requirements intended to ensure the general financial soundness and liquidity of broker-dealers. HRBFA is required to maintain minimum net capital as defined under Rule 15c3-1 of the Securities Exchange Act of 1934 and complies with the alternative capital requirement, which requires HRBFA to maintain net capital equal to the greater of \$1.0 million or 2% of the combined aggregate debit balances arising from customer transactions. The net capital rule also provides that equity capital may not be withdrawn or cash dividends paid if resulting net capital would be less than the greater of 5% of combined aggregate debit items or 120% of the minimum required net capital. At April 30, 2008, HRBFA's net capital of \$70.4 million, which was 15.5% of aggregate debit items, exceeded its minimum required net capital of \$9.1 million by \$61.3 million. During fiscal year 2008, HRBFA paid dividends of \$63.6 million to BFC, its direct corporate parent. HRBFA was in excess of the minimum net capital requirement during fiscal years 2008 and 2007.

The U.S., various state, local, provincial and foreign governments and some self-regulatory organizations have enacted statutes and ordinances, and/or adopted rules and regulations, regulating aspects of our business. These aspects include, but are not limited to, commercial income tax return preparers, income tax courses, the electronic filing of income tax returns, the facilitation of RALs, loan originations and assistance in loan originations, mortgage lending, privacy, consumer protection, franchising, sales methods, brokers, broker-dealers and various aspects of securities transactions, financial planners, investment advisers, banking, accountants and the accounting practice. We seek to determine the applicability of such statutes, ordinances, rules and regulations (collectively, "Laws") and comply with those Laws.

From time to time in the ordinary course of business, we receive inquiries from governmental and self-regulatory agencies regarding the applicability of Laws to our services and products. In response to past inquiries, we have agreed to comply with such Laws, convinced the authorities that such Laws were not applicable or that compliance already exists and/or modified our activities in the applicable jurisdiction to avoid the application of all or certain parts of such Laws. We believe the past resolution of such inquiries and our ongoing compliance with Laws has not had a material adverse effect on our consolidated financial statements. We cannot predict what effect future Laws, changes in interpretations of existing Laws or the results of future regulator inquiries with respect to the applicability of Laws may have on our consolidated financial statements. See additional discussion of legal matters in Item 3, "Legal Proceedings" and Item 8, note 18 to our consolidated financial statements.

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STATISTICAL DISCLOSURE BY BANK HOLDING COMPANIES

This section presents information required by the SEC’s Industry Guide 3, “Statistical Disclosure by Bank Holding Companies.” The tables in this section include HRB Bank information only, which commenced operations during fiscal year 2007.

DISTRIBUTION OF ASSETS, LIABILITIES AND SHAREHOLDERS’ EQUITY; INTEREST RATES AND INTEREST DIFFERENTIAL –

The following table presents average balance data and interest income and expense data for our banking operations, as well as the related interest yields and rates for fiscal years 2008 and 2007:

| April 30, | 2008 | | | 2007 | | |
|--|---------------------|-------------------------|--------------------|-------------------|-------------------------|--------------------|
| | Average Balance | Interest Income/Expense | Average Yield/Cost | Average Balance | Interest Income/Expense | Average Yield/Cost |
| (dollars in 000s) | | | | | | |
| Interest-earning assets: | | | | | | |
| Loans, net (1) | \$ 1,221,103 | \$ 120,233 | 9.85% | \$ 746,387 | \$ 50,767 | 6.80% |
| Available-for-sale investment securities | 36,055 | 1,847 | 5.12% | 24,405 | 1,389 | 5.69% |
| Federal funds sold | 153,332 | 4,981 | 3.25% | 91,975 | 4,747 | 5.16% |
| FHLB stock | 6,876 | 323 | 4.70% | 970 | 20 | 2.11% |
| | <u>1,417,366</u> | <u>\$ 127,384</u> | <u>8.99%</u> | <u>863,737</u> | <u>\$ 56,923</u> | <u>6.59%</u> |
| Non-interest-earning assets | 25,502 | | | 24,583 | | |
| Total HRB Bank assets | <u>\$ 1,442,868</u> | | | <u>\$ 888,320</u> | | |
| Interest-bearing liabilities: | | | | | | |
| Customer deposits | \$ 904,836 | \$ 42,878 | 4.74% | \$ 596,104 | \$ 32,128 | 5.39% |
| FHLB borrowing | 117,743 | 6,008 | 5.10% | 16,055 | 832 | 5.18% |
| | <u>1,022,579</u> | <u>\$ 48,886</u> | <u>4.78%</u> | <u>612,159</u> | <u>\$ 32,960</u> | <u>5.38%</u> |
| Non-interest-bearing liabilities | 210,767 | | | 110,610 | | |
| Total liabilities | 1,233,346 | | | 722,769 | | |
| Total shareholders’ equity | 209,522 | | | 165,551 | | |
| Total liabilities and shareholders’ equity | <u>\$ 1,442,868</u> | | | <u>\$ 888,320</u> | | |
| Net yield on interest-earning assets (1) | | \$ 78,498 | 5.54% | | \$ 23,963 | 2.77% |

(1) Excludes revenue sharing with Tax Services on Emerald Advance activities.

The following table presents the rate/volume variance in interest income and expense for fiscal year 2008 compared to fiscal year 2007:

| | (in 000s) | | | |
|--|---|---------------------------|--------------------|----------------------|
| | Total Change in Interest Income/Expense | Change Due to Rate/Volume | Change Due to Rate | Change Due to Volume |
| Interest income: | | | | |
| Loans, net | \$ 69,466 | \$ 14,490 | \$ 23,027 | \$ 31,949 |
| Available-for-sale investment securities | 458 | (63) | (133) | 654 |
| Federal funds sold | 234 | (1,016) | (1,659) | 2,909 |
| FHLB stock | 303 | 153 | 25 | 125 |
| | <u>\$ 70,461</u> | <u>\$ 13,564</u> | <u>\$ 21,260</u> | <u>\$ 35,637</u> |
| Interest expense: | | | | |
| Customer deposits | \$ 10,750 | \$ (1,880) | \$ (3,004) | \$ 15,634 |
| FHLB borrowing | 5,176 | (81) | (13) | 5,270 |
| | <u>\$ 15,926</u> | <u>\$ (1,961)</u> | <u>\$ (3,017)</u> | <u>\$ 20,904</u> |

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INVESTMENT PORTFOLIO – The following table presents the cost basis and fair value of HRB Bank’s investment portfolio at April 30, 2008 and 2007:

| April 30, | 2008 | | 2007 | |
|----------------------------|------------------|------------------|-------------------|-------------------|
| | Cost Basis | Fair Value | Cost Basis | Fair Value |
| Mortgage-backed securities | \$ 30,809 | \$ 29,401 | \$ 35,122 | \$ 35,084 |
| Federal funds sold | 9,938 | 9,938 | 53,946 | 53,946 |
| FHLB stock | 7,536 | 7,536 | 9,091 | 9,091 |
| Other | 3,500 | 2,809 | 3,500 | 3,500 |
| | <u>\$ 51,783</u> | <u>\$ 49,684</u> | <u>\$ 101,659</u> | <u>\$ 101,621</u> |

The following table shows the cost basis, scheduled maturities and average yields for HRB Bank’s investment portfolio at April 30, 2008:

| | Cost Basis | Less Than One Year | | After Ten Years | | Total | |
|----------------------------|------------------|--------------------|---------------|------------------|---------------|------------------|---------------|
| | | Balance Due | Average Yield | Balance Due | Average Yield | Balance Due | Average Yield |
| Mortgage-backed securities | \$ 30,809 | \$ — | —% | \$ 30,809 | 4.94% | \$ 30,809 | 4.94% |
| Federal funds sold | 9,938 | 9,938 | 3.25% | — | —% | 9,938 | 3.25% |
| FHLB stock | 7,536 | — | —% | 7,536 | 4.70% | 7,536 | 4.70% |
| Other | 3,500 | — | —% | 3,500 | 6.20% | 3,500 | 6.20% |
| | <u>\$ 51,783</u> | <u>\$ 9,938</u> | | <u>\$ 41,845</u> | | <u>\$ 51,783</u> | |

LOAN PORTFOLIO AND RELATED ALLOWANCE FOR CREDIT LOSSES – The following table shows the composition of HRB Bank’s mortgage loan portfolio as of April 30, 2008 and 2007, and information on delinquent loans:

| April 30, | 2008 | | 2007 | |
|-----------------------------------|------|---------------------|------|---------------------|
| | | | | |
| Residential real estate mortgages | | \$ 1,004,283 | | \$ 1,350,612 |
| Home equity lines of credit | | 357 | | 280 |
| | | <u>\$ 1,004,640</u> | | <u>\$ 1,350,892</u> |
| Non-accrual loans | | \$ 110,759 | | \$ 22,909 |
| Loans past due 90 days or more | | 73,600 | | 22,909 |

Of total loans outstanding at April 30, 2008, 71% were adjustable-rate loans and 29% were fixed-rate loans. A rollforward of HRB Bank’s allowance for loss on mortgage loans is as follows:

| Year ended April 30, | 2008 | | 2007 | |
|----------------------------------|------|------------------|------|-----------------|
| | | | | |
| Balance at beginning of the year | | \$ 3,448 | | \$ — |
| Provision | | 42,004 | | 3,622 |
| Recoveries | | 999 | | — |
| Charge-offs | | (1,050) | | (174) |
| Balance at end of the year | | <u>\$ 45,401</u> | | <u>\$ 3,448</u> |

Ratio of net charge-offs to average loans outstanding during the year 0.09% 0.02%

DEPOSITS – The following table shows HRB Bank’s average deposit balances and the average rate paid on those deposits for fiscal years 2008 and 2007:

| Year ended April 30, | 2008 | | 2007 | |
|------------------------------------|---------------------|--------------|-------------------|--------------|
| | Average Balance | Average Rate | Average Balance | Average Rate |
| Money market and savings | \$ 653,126 | 4.92% | \$ 509,915 | 5.46% |
| Interest-bearing checking accounts | 141,328 | 4.31% | 75,077 | 4.96% |
| IRAs | 101,085 | 4.12% | 10,534 | 5.05% |
| Certificates of deposit | 9,297 | 5.45% | 578 | 5.06% |
| | <u>904,836</u> | <u>4.74%</u> | <u>596,104</u> | <u>5.39%</u> |
| Non-interest-bearing deposits | 189,325 | | 104,603 | |
| | <u>\$ 1,094,161</u> | | <u>\$ 700,707</u> | |

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RATIOS – The following table shows certain of HRB bank’s key ratios for fiscal years 2008 and 2007:

| Year ended April 30, | 2008 | 2007 |
|-------------------------|---------------|--------|
| Pretax return on assets | 0.80% | 2.60% |
| Net return on equity | 3.32% | 13.95% |
| Equity to assets ratio | 12.80% | 11.59% |

SHORT-TERM BORROWINGS –The following table shows HRB Bank’s short-term borrowings for fiscal years 2008 and 2007:

| Year ended April 30, | 2008 | | 2007 | |
|----------------------------------|------------------|--------------|-----------|-------|
| | Balance | Rate | Balance | Rate |
| Ending balance of FHLB advances | \$ 25,000 | 2.64% | \$ 75,000 | 5.31% |
| Average balance of FHLB advances | 13,743 | 5.32% | 16,055 | 5.18% |

The maximum amount of FHLB advances outstanding during fiscal years 2008 and 2007 was \$179.0 million.

NEW ACCOUNTING PRONOUNCEMENTS

See Item 8, note 1 to our consolidated financial statements for a discussion of recently issued accounting pronouncements.

RECONCILIATION OF NON-GAAP FINANCIAL INFORMATION

We report our financial results in accordance with generally accepted accounting principles (GAAP). However, we believe certain non-GAAP performance measures and ratios used in managing the business may provide additional meaningful comparisons between current year results and prior periods by excluding certain items that do not represent results from our basic operations. Reconciliations to GAAP financial measures are provided below. These non-GAAP financial measures should be viewed in addition to, not as an alternative for, our reported GAAP results.

| Banking Ratios | (dollars in 000s) | |
|---|---------------------|------------|
| Year ended April 30, | 2008 | 2007 |
| Efficiency Ratio: | | |
| Total Consumer Financial Services expenses | \$ 449,825 | \$ 325,709 |
| Less: Interest and non-banking expenses | (387,229) | (309,498) |
| Non-interest banking expenses | \$ 62,596 | \$ 16,211 |
| Net Interest Margin: | | |
| Total Consumer Financial Services revenues | \$ 459,953 | \$ 388,090 |
| Less: Non-banking revenues and interest expense | (341,658) | (343,876) |
| Banking revenue – net of interest expense | \$ 118,295 | \$ 44,214 |
| | 53% | 37% |
| Net interest income – banking (1) | \$ 78,498 | \$ 23,963 |
| Divided by average bank earning assets | \$ 1,417,366 | \$ 863,737 |
| | 5.54% | 2.77% |
| Pretax Return on Average Assets: | | |
| Pretax banking income | \$ 11,484 | \$ 23,086 |
| Divided by average bank assets | \$ 1,442,868 | \$ 888,320 |
| | 0.80% | 2.60% |

(1) Excludes revenue sharing with Tax Services on Emerald Advance activities.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

GENERAL

INTEREST RATE RISK – We have a formal investment policy that strives to minimize the market risk exposure of our cash equivalents and available-for-sale (AFS) securities, which are primarily affected by credit quality and movements in interest rates. These guidelines focus on managing liquidity and preserving principal and earnings. Most of our interest rate sensitive assets and liabilities are managed at the subsidiary level.

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Our cash equivalents are primarily held for liquidity purposes and are comprised of high quality, short-term investments, including qualified money market funds. Because our non-restricted cash and cash equivalents have a relatively short maturity, our portfolio's market value is relatively insensitive to interest rate changes. We hold investments in fixed-income securities at our captive insurance subsidiary. See the table below for sensitivities to changes in interest rates. See additional discussion of interest rate risk included below in Consumer Financial Services and Discontinued Operations.

As our short-term borrowings are generally seasonal, interest rate risk typically increases through our third fiscal quarter and declines to zero by fiscal year-end. While the market value of short-term borrowings is relatively insensitive to interest rate changes, interest expense on short-term borrowings will increase and decrease with changes in the underlying short-term interest rates. See Item 7, "Financial Condition" for additional information.

Our long-term debt at April 30, 2008, consists primarily of fixed-rate Senior Notes; therefore, a change in interest rates would have no impact on consolidated pretax earnings. See Item 8, note 9 to our consolidated financial statements.

EQUITY PRICE RISK – We have exposure to the equity markets in several ways. The largest exposure, though relatively small, is through our deferred compensation plans. Within the deferred compensation plans, we have mismatches in asset and liability amounts and investment choices (both fixed-income and equity). At April 30, 2008 and 2007, the impact of a 10% market value change in the combined equity assets held by our deferred compensation plans and other equity investments would be approximately \$12.2 million and \$12.5 million, respectively, assuming no offset for the liabilities.

TAX SERVICES

FOREIGN EXCHANGE RATE RISK – Our operations in international markets are exposed to movements in currency exchange rates. The currencies involved are the Canadian dollar and the Australian dollar. We translate revenues and expenses related to these operations at the average of exchange rates in effect during the period. Assets and liabilities of foreign subsidiaries are translated into U.S. dollars at exchange rates prevailing at the end of the year. Translation adjustments are recorded as a separate component of other comprehensive income in stockholders' equity. Translation of financial results into U.S. dollars does not presently materially affect and has not historically materially affected our consolidated financial results, although such changes do affect the year-to-year comparability of the operating results in U.S. dollars of our international businesses. We estimate a 10% change in foreign exchange rates by itself would impact consolidated pretax income in fiscal years 2008 and 2007 by approximately \$3.2 million and \$2.5 million, respectively, and cash balances at April 30, 2008 and 2007 by \$4.0 million and \$5.9 million, respectively.

During the third quarter of fiscal year 2008, borrowing needs in our Canadian operations were funded by corporate borrowings in the U.S. To mitigate the foreign currency exchange rate risk, we used forward foreign exchange contracts. We do not enter into forward contracts for speculative purposes. In estimating the fair value of derivative positions, we utilized quoted market prices, if available, or quotes obtained from external sources. When foreign currency financial instruments are outstanding, exposure to market risk on these instruments results from fluctuations in currency rates during the periods in which the contracts are outstanding. The counterparties to our currency exchange contracts consist of major financial institutions, each of which is rated investment grade. We are exposed to credit risk to the extent of potential non-performance by counterparties on financial instruments. Any potential credit exposure does not exceed the fair value. We believe the risk of incurring losses due to credit risk is remote. At April 30, 2008 we had no forward exchange contracts outstanding.

CONSUMER FINANCIAL SERVICES

INTEREST RATE RISK – BANKING – At April 30, 2008, approximately 93% of HRB Bank's total assets were residential mortgage loans with 29% of these fixed-rate loans and 71% adjustable-rate loans. These loans are sensitive to changes in interest rates as well as expected prepayment levels. As interest rates increase, fixed-rate residential mortgages tend to exhibit lower prepayments. The opposite is true in a falling rate environment. When mortgage loans prepay, mortgage origination costs are written off. Depending on the timing of the prepayment, the write-offs of mortgage origination costs may result in lower than anticipated yields.

At April 30, 2008, HRB Bank's other investments consisted primarily of mortgage-backed securities and FHLB stock. See table below for sensitivity analysis of our mortgage-backed securities.

HRB Bank's liabilities consist primarily of transactional deposit relationships, such as prepaid debit card accounts and checking accounts. Other liabilities include money market accounts, certificates of deposit and

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collateralized borrowings from the FHLB. Money market accounts re-price as interest rates change. Certificates of deposit re-price over time depending on maturities. FHLB advances generally have fixed rates ranging from one day through multiple years.

Under criteria published by the OTS, HRB Bank's overall interest rate risk exposure at April 30, 2008, was characterized as "minimal." We actively manage our interest rate risk positions. As interest rates change, we will adjust our strategy and mix of assets and liabilities to optimize our position.

INTEREST RATE RISK – BROKER-DEALER – HRBFA holds interest bearing receivables from customers, brokers and dealers, which consist of amounts due on margin and stock borrow transactions and are generally short-term in nature. We fund these short-term assets with short-term variable-rate liabilities from customers, brokers and dealers, including stock loan activity. As interest rates decline, our yields on these interest-bearing receivables are negatively impacted, but are partially offset by reduced expenses related to the short-term variable-rate liabilities. Rate declines also negatively impact spreads received on customer sweep account balances. Interest rate increases have an opposite effect on these revenues and expenses.

Our fixed-income trading portfolio is affected by changes in market rates and prices. The risk is the loss of income arising from adverse changes in the value of the trading portfolio. We value the trading portfolio at quoted market prices and the market value of our trading portfolio at April 30, 2008, was approximately \$8.8 million, net of \$0.2 million in securities sold short. Fixed-income securities totaling \$1.6 million at April 30, 2008 have returns linked to the equity market, and are therefore discussed above in "Equity Price Risk." See table below for sensitivities to changes in interest rates of our other fixed-income securities. With respect to our fixed-income securities portfolio, we manage our market price risk exposure by limiting concentration risk, maintaining minimum credit quality and limiting inventory to anticipated retail demand and current market conditions.

DISCONTINUED OPERATIONS

RESIDUAL INTERESTS – Relative to modeling assumptions, an increase or decrease in interest rates would affect the value of OOMC's residual interests and could affect accretion income related to these residual interests. Residual interests bear the interest rate risk embedded within the securitization due to an initial fixed-rate period on the loans versus a floating rate funding cost. Residual interests also bear the ongoing risk the floating interest rate earned after the fixed period on the mortgage loans is different from the floating interest rate on the bonds sold in the securitization.

See table below for sensitivities to changes in interest rates for residual interests

SENSITIVITY ANALYSIS

The sensitivities of certain financial instruments to changes in interest rates as of April 30, 2008 and 2007 are presented below. The following table represents hypothetical instantaneous and sustained parallel shifts in interest rates and should not be relied on as an indicator of future expected results. The impact of a change in interest rates on other factors, such as delinquency and prepayment rates, is not included in the analysis below.

| | Carrying Value at April 30, 2008 | Basis Point Change | | | | | |
|---|-------------------------------------|--------------------|-----------|-----------|-------------|-------------|-------------|
| | | -300 | -200 | -100 | +100 | +200 | +300 |
| Mortgage loans held for investment | \$ 966,301 | \$ 33,382 | \$ 22,618 | \$ 14,291 | \$ (22,135) | \$ (44,639) | \$ (65,274) |
| Mortgage-backed securities | 29,401 | 941 | 681 | 624 | (165) | (198) | (227) |
| Residual interests in securitizations | 16,678 | 20,312 | 13,233 | 6,024 | (3,809) | (6,104) | (7,553) |
| Investments at captive insurance subsidiary | 9,682 | 1,025 | 728 | 354 | (335) | (652) | (953) |
| Fixed income – trading (net) | 8,755 | 2,769 | 1,676 | 772 | (714) | (1,335) | (1,857) |

| | Carrying Value at April 30, 2007 | Basis Point Change | | | | | |
|--|-------------------------------------|--------------------|-----------|-----------|-------------|-------------|-------------|
| | | -300 | -200 | -100 | +100 | +200 | +300 |
| Mortgage loans held for investment | \$ 1,358,222 | \$ 39,634 | \$ 32,444 | \$ 22,129 | \$ (29,013) | \$ (60,262) | \$ (98,526) |
| Mortgage loans held for sale | 222,810 | 13,414 | 8,883 | 4,399 | (4,277) | (8,207) | (10,977) |
| Residual interests in securitizations – available-for-sale | 90,283 | 4,460 | 434 | (516) | 1,488 | 2,248 | 681 |
| Residual interests in securitizations – trading | 72,691 | (5,572) | (3,697) | (1,759) | 1,277 | 1,865 | 1,676 |
| Beneficial interest in Trusts – trading | 41,057 | 61,977 | 39,922 | 18,411 | (16,898) | (32,325) | (49,512) |
| Mortgage-backed securities | 35,084 | (45) | (62) | (35) | (5) | (829) | (2,303) |
| Fixed income – trading (net) | 10,924 | 3,003 | 1,763 | 871 | (805) | (1,522) | (2,129) |
| Interest rate swaps | 10,774 | (169,120) | (111,369) | (55,007) | 53,688 | 106,090 | 157,240 |
| Investments at captive insurance subsidiary | 9,568 | 1,328 | 859 | 417 | (394) | (766) | (1,118) |
| Put options on Eurodollar futures | 1,212 | (1,212) | (1,211) | (1,136) | 5,015 | 13,283 | 21,989 |

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

DISCUSSION OF FINANCIAL RESPONSIBILITY

We at H&R Block are guided by our core values of client focus, integrity, excellence, respect and teamwork. These values govern the manner in which we serve clients and each other and are embedded in the execution and delivery of our responsibilities to our shareholders. H&R Block's management is responsible for the integrity and objectivity of the information contained in this document. Management is responsible for the consistency of reporting this information and for ensuring that accounting principles generally accepted in the United States are used. In discharging this responsibility, management maintains an extensive program of internal audits and requires the management teams of our individual subsidiaries to certify their respective financial information. Our system of internal control over financial reporting also includes formal policies and procedures, including a Code of Business Ethics and Conduct program designed to encourage and assist all employees and directors in living up to high standards of integrity.

The Audit Committee of the Board of Directors, composed solely of outside and independent directors, meets periodically with management, the independent auditors and the chief internal auditor to review matters relating to our financial statements, internal audit activities, internal accounting controls and non-audit services provided by the independent auditors. The independent auditors and the chief internal auditor have full access to the Audit Committee and meet, both with and without management present, to discuss the scope and results of their audits, including internal control, audit and financial matters.

Deloitte & Touche LLP audited our consolidated financial statements for fiscal year 2008. Their audit was conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States).

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 12a-15(f). Under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in "Internal Control – Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) as of April 30, 2008.

Based on our assessment, management concluded that as of April 30, 2008, the Company's internal control over financial reporting was effective based on the criteria set forth by COSO. The Company's external auditors, Deloitte & Touche LLP, an independent registered public accounting firm, have issued an audit report on the effectiveness of the Company's internal control over financial reporting.



Alan M. Bennett
Interim Chief Executive Officer



Becky S. Shulman
Senior Vice President, Treasurer and
Chief Financial Officer

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Stockholders
H&R Block, Inc.
Kansas City, Missouri

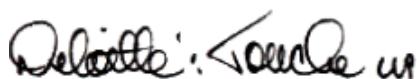
We have audited the accompanying consolidated balance sheet of H&R Block, Inc. and subsidiaries (the “Company”) as of April 30, 2008 and the related consolidated statements of operations and comprehensive income (loss), stockholders’ equity, and cash flows for the year then ended. Our audit also included the financial statement schedule as of April 30, 2008 listed in the Index at Item 15. These financial statements and financial statement schedule are the responsibility of the Company’s management. Our responsibility is to express an opinion on the financial statements and financial statement schedule based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of H&R Block, Inc. and subsidiaries as of April 30, 2008 and the results of their operations and their cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

As discussed in the Note 1 to the consolidated financial statements, the Company adopted the provisions of Financial Accounting Standards Board Interpretation No. 48, “*Accounting for Uncertainty in Income Taxes*” on May 1, 2007.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company’s internal control over financial reporting as of April 30, 2008, based on the criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated June 30, 2008 expressed an unqualified opinion on the Company’s internal control over financial reporting.



June 30, 2008

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Stockholders
H&R Block, Inc.
Kansas City, Missouri

We have audited the internal control over financial reporting of H&R Block, Inc. and subsidiaries (the “Company”) as of April 30, 2008, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit.

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We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of April 30, 2008, based on the criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements and financial statement schedule as of and for the year ended April 30, 2008 of the Company and our report dated June 30, 2008, expressed an unqualified opinion on those financial statements and financial statement schedule and included an explanatory paragraph regarding the Company's adoption of Financial Accounting Standards Board Interpretation No. 48, "Accounting for Uncertainty in Income Taxes."

A handwritten signature in black ink, appearing to read "Debra L. ...".

June 30, 2008

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders of H&R Block, Inc.:

We have audited the accompanying consolidated balance sheet of H&R Block, Inc. and its subsidiaries (the Company) as of April 30, 2007, and the related consolidated statements of operations and comprehensive income (loss), stockholders' equity, and cash flows for each of the years in the two-year period ended April 30, 2007. In connection with our audits of the consolidated financial statements, we have also audited the financial statement schedule as of April 30, 2007 and 2006 listed in the Index at Item 15. These consolidated financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of H&R Block, Inc. and its subsidiaries as of April 30, 2007, and the results of their operations and their cash flows for each of the years in the two-year period ended April 30, 2007, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

KPMG LLP

Kansas City, Missouri

June 29, 2007

CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)

| Year ended April 30, | (in 000s, except per share amounts) | | |
|---|-------------------------------------|--------------|--------------|
| | 2008 | 2007 | 2006 |
| REVENUES: | | | |
| Service revenues | \$ 3,663,636 | \$ 3,356,418 | \$ 3,013,005 |
| Other revenues: | | | |
| Product and other revenues | 541,387 | 529,835 | 492,245 |
| Interest income | 198,854 | 135,021 | 69,503 |
| | 4,403,877 | 4,021,274 | 3,574,753 |
| OPERATING EXPENSES: | | | |
| Cost of services | 2,489,726 | 2,340,395 | 2,078,097 |
| Cost of other revenues | 312,826 | 182,262 | 77,253 |
| Selling, general and administrative | 881,886 | 838,755 | 882,389 |
| | 3,684,438 | 3,361,412 | 3,037,739 |
| Operating income | 719,439 | 659,862 | 537,014 |
| Interest expense — acquisition debt | (2,019) | (46,920) | (49,059) |
| Other income, net | 27,801 | 22,856 | 22,527 |
| Income from continuing operations before income taxes | 745,221 | 635,798 | 510,482 |
| Income taxes | 290,745 | 261,461 | 212,941 |
| Net income from continuing operations | 454,476 | 374,337 | 297,541 |
| Net income (loss) from discontinued operations | (763,123) | (807,990) | 192,867 |
| NET INCOME (LOSS) | \$ (308,647) | \$ (433,653) | \$ 490,408 |
| BASIC EARNINGS (LOSS) PER SHARE: | | | |
| Net income from continuing operations | \$ 1.40 | \$ 1.16 | \$ 0.91 |
| Net income (loss) from discontinued operations | (2.35) | (2.50) | 0.58 |
| Net income (loss) | \$ (0.95) | \$ (1.34) | \$ 1.49 |
| DILUTED EARNINGS (LOSS) PER SHARE: | | | |
| Net income from continuing operations | \$ 1.39 | \$ 1.15 | \$ 0.89 |
| Net income (loss) from discontinued operations | (2.33) | (2.48) | 0.58 |
| Net income (loss) | \$ (0.94) | \$ (1.33) | \$ 1.47 |
| COMPREHENSIVE INCOME (LOSS): | | | |
| Net income (loss) | \$ (308,647) | \$ (433,653) | \$ 490,408 |
| Unrealized gains (losses) on securities, net of taxes: | | | |
| Unrealized holding gains (losses) arising during the year, net of taxes of \$2,683, \$(5,072), and \$13,585 | 4,402 | (8,151) | 22,059 |
| Reclassification adjustment for gains included in income, net of taxes of \$130, \$11,120, and \$40,846 | (205) | (18,001) | (66,188) |
| Change in foreign currency translation adjustments | (391) | 2,884 | (2,641) |
| Comprehensive income (loss) | \$ (304,841) | \$ (456,921) | \$ 443,638 |

See accompanying notes to consolidated financial statements.

CONSOLIDATED BALANCE SHEETS

| | (in 000s, except share and per share amounts) | |
|---|---|---------------------|
| | April 30, 2008 | April 30, 2007 |
| ASSETS | | |
| Cash and cash equivalents | \$ 726,845 | \$ 921,838 |
| Cash and cash equivalents – restricted | 219,031 | 332,646 |
| Receivables from customers, brokers, dealers and clearing organizations, less allowance for doubtful accounts of \$2,119 and \$2,292 | 438,899 | 410,522 |
| Receivables, less allowance for doubtful accounts of \$123,849 and \$99,259 | 552,871 | 556,255 |
| Prepaid expenses and other current assets | 443,934 | 208,564 |
| Current assets of discontinued operations, held for sale | — | 1,024,467 |
| Total current assets | 2,381,580 | 3,454,292 |
| Mortgage loans held for investment, less allowance for loan losses of \$45,401 and \$3,448 | 966,301 | 1,358,222 |
| Property and equipment, at cost less accumulated depreciation and amortization of \$670,008 and \$647,151 | 380,738 | 379,066 |
| Intangible assets, net | 147,368 | 181,413 |
| Goodwill, net | 1,005,268 | 993,919 |
| Other assets | 742,170 | 454,646 |
| Noncurrent assets of discontinued operations, held for sale | — | 722,492 |
| Total assets | \$ 5,623,425 | \$ 7,544,050 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| LIABILITIES: | | |
| Commercial paper and other short-term borrowings | \$ 25,000 | \$ 1,567,082 |
| Customer banking deposits | 785,624 | 1,129,263 |
| Accounts payable to customers, brokers and dealers | 559,658 | 633,189 |
| Accounts payable, accrued expenses and other current liabilities | 782,280 | 519,372 |
| Accrued salaries, wages and payroll taxes | 393,148 | 307,854 |
| Accrued income taxes | 439,380 | 439,472 |
| Current portion of long-term debt | 111,286 | 9,304 |
| Current liabilities of discontinued operations, held for sale | — | 615,373 |
| Total current liabilities | 3,096,376 | 5,220,909 |
| Long-term debt | 1,031,784 | 537,134 |
| Other noncurrent liabilities | 507,447 | 371,508 |
| Total liabilities | 4,635,607 | 6,129,551 |
| STOCKHOLDERS' EQUITY: | | |
| Common stock, no par, stated value \$.01 per share, 800,000,000 shares authorized, 435,890,796 shares issued at April 30, 2008 and 2007 | 4,359 | 4,359 |
| Convertible preferred stock, no par, stated value \$0.01 per share, 500,000 shares authorized | — | — |
| Additional paid-in capital | 695,959 | 676,766 |
| Accumulated other comprehensive income (loss) | 2,486 | (1,320) |
| Retained earnings | 2,384,449 | 2,886,440 |
| Less treasury shares, at cost | (2,099,435) | (2,151,746) |
| Total stockholders' equity | 987,818 | 1,414,499 |
| Total liabilities and stockholders' equity | \$ 5,623,425 | \$ 7,544,050 |

See accompanying notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

| Year ended April 30, | 2008 | 2007 | (in 000s) 2006 |
|--|--------------------|--------------------|-------------------|
| CASH FLOWS FROM OPERATING ACTIVITIES: | | | |
| Net income (loss) | \$ (308,647) | \$ (433,653) | \$ 490,408 |
| Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities: | | | |
| Depreciation and amortization | 146,011 | 150,215 | 148,321 |
| Provision for bad debts | 175,264 | 66,697 | 39,594 |
| Provision for deferred taxes | (68,332) | (45,381) | (86,652) |
| Stock-based compensation | 44,118 | 41,338 | 47,182 |
| Operating cash flows of discontinued operations: | | | |
| Loss on sale of discontinued operations | 45,510 | — | — |
| Other | 95,518 | 72,696 | (250,051) |
| Changes in assets and liabilities, net of acquisitions: | | | |
| Cash and cash equivalents – restricted | 113,832 | 52,793 | 107,709 |
| Receivables from customers, brokers, dealers and clearing organizations | (27,567) | 83,424 | 88,954 |
| Receivables | (119,584) | (74,288) | (128,649) |
| Prepaid expenses and other current assets | 7,006 | (1,264) | 174 |
| Accounts payable to customers, brokers, dealers and clearing organizations | (73,531) | (148,114) | (169,381) |
| Accounts payable, accrued expenses and other current liabilities | 14,669 | (72,536) | 99,756 |
| Accrued salaries, wages and payroll taxes | 70,108 | 38,704 | (8,176) |
| Accrued income taxes | 204,472 | (275,337) | 101,093 |
| Other noncurrent liabilities | (34,749) | 25,670 | 126,288 |
| Other, net | (68,311) | (65,688) | (12,428) |
| Net cash provided by (used in) operating activities | <u>215,787</u> | <u>(584,724)</u> | <u>594,142</u> |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | | |
| Available-for-sale securities | | | |
| Purchases of available-for-sale securities | (11,794) | (54,375) | (9,216) |
| Sales of and payments received on other available-for-sale securities | 18,175 | 5,983 | 11,218 |
| Mortgage loans originated or purchased for investment, net | 207,606 | (954,281) | — |
| Purchases of property and equipment, net | (105,910) | (161,091) | (193,277) |
| Payments made for business acquisitions, net of cash acquired | (24,872) | (57,554) | (210,142) |
| Net cash provided by investing activities of discontinued operations: | | | |
| Proceeds from sale of operating units, net of cash | 1,114,535 | — | — |
| Other | (67,339) | 15,362 | (324,095) |
| Other, net | 16,888 | 47,580 | 37,007 |
| Net cash provided by (used in) investing activities | <u>1,147,289</u> | <u>(1,158,376)</u> | <u>(688,505)</u> |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | | |
| Repayments of commercial paper | (5,125,279) | (8,264,561) | (6,423,881) |
| Proceeds from issuance of commercial paper | 4,133,197 | 9,256,643 | 6,423,881 |
| Repayments of other short-term borrowings | (9,055,426) | (6,010,432) | (625,000) |
| Proceeds from other short-term borrowings | 8,505,426 | 6,689,432 | 625,000 |
| Repayments of Senior Notes | — | (500,000) | — |
| Proceeds from issuance of Senior Notes | 599,376 | — | — |
| Customer deposits | (345,391) | 1,129,263 | — |
| Dividends paid | (183,628) | (171,966) | (160,031) |
| Acquisition of treasury shares | (7,280) | (188,802) | (260,312) |
| Proceeds from exercise of stock options | 23,322 | 25,703 | 98,481 |
| Net cash provided by (used in) financing activities of discontinued operations | (53,888) | 52,421 | — |
| Other, net | (48,498) | (26,590) | 18,826 |
| Net cash provided by (used in) financing activities | <u>(1,558,069)</u> | <u>1,991,111</u> | <u>(303,036)</u> |
| Net increase (decrease) in cash and cash equivalents | (194,993) | 248,011 | (397,399) |
| Cash and cash equivalents at beginning of the year | 921,838 | 673,827 | 1,071,226 |
| Cash and cash equivalents at end of the year | <u>\$ 726,845</u> | <u>\$ 921,838</u> | <u>\$ 673,827</u> |
| SUPPLEMENTARY CASH FLOW DATA: | | | |
| Income taxes paid, net of refunds received of \$317,849, \$3,861 and \$19,261 | \$ (238,803) | \$ 405,445 | \$ 270,540 |
| Interest paid on borrowings | 173,181 | 151,436 | 102,317 |
| Interest paid on deposits | 44,501 | 27,475 | — |

See accompanying notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(amounts in 000s, except per share amounts)

| | Common Stock | | Convertible Preferred Stock | | Additional Paid-in Capital | Accumulated Other Comprehensive Income (Loss) | Retained Earnings | Treasury Stock | | Total Equity |
|---|--------------|----------|-----------------------------|--------|----------------------------|---|-------------------|----------------|----------------|--------------|
| | Shares | Amount | Shares | Amount | | | | Shares | Amount | |
| Balances at May 1, 2005 | 435,891 | \$ 4,359 | — | \$ — | \$ 598,388 | \$ 68,718 | \$ 3,161,682 | (104,650) | \$ (1,883,879) | \$ 1,949,268 |
| Net income | — | — | — | — | — | — | 490,408 | — | — | 490,408 |
| Unrealized translation loss | — | — | — | — | — | (2,641) | — | — | — | (2,641) |
| Change in net unrealized gain (loss) on available-for-sale securities | — | — | — | — | — | (44,129) | — | — | — | (44,129) |
| Stock-based compensation | — | — | — | — | 57,020 | — | — | — | — | 57,020 |
| Shares issued for: | | | | | | | | | | |
| Option exercises | — | — | — | — | 5,831 | — | — | 5,492 | 102,068 | 107,899 |
| Nonvested shares | — | — | — | — | (9,649) | — | — | 616 | 11,160 | 1,511 |
| ESPP | — | — | — | — | 1,463 | — | — | 398 | 7,343 | 8,806 |
| Acquisition of treasury shares | — | — | — | — | — | — | — | (9,234) | (260,312) | (260,312) |
| Cash dividends paid – \$0.49 per share | — | — | — | — | — | — | (160,031) | — | — | (160,031) |
| Balances at April 30, 2006 | 435,891 | \$ 4,359 | — | \$ — | \$ 653,053 | \$ 21,948 | \$ 3,492,059 | (107,378) | \$ (2,023,620) | \$ 2,147,799 |
| Net loss | — | — | — | — | — | — | (433,653) | — | — | (433,653) |
| Unrealized translation gain | — | — | — | — | — | 2,884 | — | — | — | 2,884 |
| Change in net unrealized gain (loss) on available-for-sale securities | — | — | — | — | — | (26,152) | — | — | — | (26,152) |
| Stock-based compensation | — | — | — | — | 50,495 | — | — | — | — | 50,495 |
| Shares issued for: | | | | | | | | | | |
| Option exercises | — | — | — | — | (7,219) | — | — | 1,638 | 31,246 | 24,027 |
| Nonvested shares | — | — | — | — | (20,619) | — | — | 1,053 | 20,067 | (552) |
| ESPP | — | — | — | — | 1,002 | — | — | 470 | 8,967 | 9,969 |
| Acquisitions | — | — | — | — | 54 | — | — | 21 | 396 | 450 |
| Acquisition of treasury shares | — | — | — | — | — | — | — | (8,476) | (188,802) | (188,802) |
| Cash dividends paid – \$0.53 per share | — | — | — | — | — | — | (171,966) | — | — | (171,966) |
| Balances at April 30, 2007 | 435,891 | \$ 4,359 | — | \$ — | \$ 676,766 | \$ (1,320) | \$ 2,886,440 | (112,672) | \$ (2,151,746) | \$ 1,414,499 |
| Remeasurement of uncertain tax positions upon adoption of FIN 48 | — | — | — | — | — | — | (9,716) | — | — | (9,716) |
| Net loss | — | — | — | — | — | — | (308,647) | — | — | (308,647) |
| Unrealized translation loss | — | — | — | — | — | (391) | — | — | — | (391) |
| Change in net unrealized gain (loss) on available-for-sale securities | — | — | — | — | — | 4,197 | — | — | — | 4,197 |
| Stock-based compensation | — | — | — | — | 50,410 | — | — | — | — | 50,410 |
| Shares issued for: | | | | | | | | | | |
| Option exercises | — | — | — | — | (11,090) | — | — | 1,736 | 33,174 | 22,084 |
| Nonvested shares | — | — | — | — | (20,097) | — | — | 963 | 18,387 | (1,710) |
| ESPP | — | — | — | — | (65) | — | — | 413 | 7,872 | 7,807 |
| Acquisitions | — | — | — | — | 35 | — | — | 8 | 158 | 193 |
| Acquisition of treasury shares | — | — | — | — | — | — | — | (328) | (7,280) | (7,280) |
| Cash dividends paid – \$0.56 per share | — | — | — | — | — | — | (183,628) | — | — | (183,628) |
| Balances at April 30, 2008 | 435,891 | \$ 4,359 | — | \$ — | \$ 695,959 | \$ 2,486 | \$ 2,384,449 | (109,880) | \$ (2,099,435) | \$ 987,818 |

See accompanying notes to consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

NATURE OF OPERATIONS – Our operating subsidiaries provide a variety of financial services to the general public, principally in the U.S. Specifically, we offer: tax return preparation; accounting, tax and consulting services to business clients; investment services through a registered broker-dealer; traditional retail banking services; tax preparation and related software; and refund anticipation loans offered by a third-party lending institution. Tax preparation services are also provided in Canada and Australia. Our discontinued operations were primarily engaged in the origination, sale and servicing of non-prime and prime mortgage loans. See additional information on our discontinued operations in note 19. Our Tax Services segment comprised \$67.9% of our consolidated revenues from continuing operations for fiscal year 2008.

PRINCIPLES OF CONSOLIDATION – The consolidated financial statements include the accounts of the Company and our wholly-owned and majority-owned subsidiaries. Intercompany transactions and balances have been eliminated.

Some of our subsidiaries operate in regulated industries and their underlying accounting records reflect the policies and requirements of these industries.

MANAGEMENT ESTIMATES – The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

CASH AND CASH EQUIVALENTS – Cash and cash equivalents include cash on hand, cash due from banks, securities purchased under agreements to resell and federal funds sold. For purposes of the consolidated balance sheets and consolidated statements of cash flows, all non-restricted highly liquid instruments purchased with an original maturity of three months or less are considered to be cash equivalents. Book overdrafts included in accounts payable totaled \$68.4 million and \$101.1 million at April 30, 2008 and 2007, respectively.

Our broker-dealer purchases securities under agreements to resell and accounts for them as collateralized financings. The securities are carried at the amounts at which the securities will be subsequently resold, as specified in the respective agreements. It is our policy to take possession of securities, subject to resale agreements. The securities are revalued daily and collateral added whenever necessary to bring market value of the underlying collateral to a level equal to or greater than the repurchase amount specified in the contracts.

CASH AND CASH EQUIVALENTS – RESTRICTED – Cash and cash equivalents — restricted consists primarily of cash and securities purchased under agreements to resell which has been segregated in a special reserve account for the exclusive benefit of customers pursuant to federal regulations under Rule 15c3-3 of the Securities Exchange Act of 1934.

MARKETABLE SECURITIES – TRADING – Certain marketable debt securities held by our broker-dealer are classified as trading and carried at market value based on quoted prices, with changes in market value recorded in the consolidated income statements. These securities are included in prepaid expenses and other current assets on the consolidated balance sheets.

RECEIVABLES FROM CUSTOMERS, BROKERS, DEALERS AND CLEARING ORGANIZATIONS AND ACCOUNTS PAYABLE TO CUSTOMERS, BROKERS AND DEALERS – Customer receivables and payables consist primarily of amounts due on margin and cash transactions. These receivables are collateralized by customers' securities held, which are not reflected in the accompanying consolidated financial statements. The allowance for doubtful accounts represents an amount considered by management to be adequate to cover estimated losses as of the balance sheet date. Receivables from brokers are collateralized by securities in our physical possession or on deposit with us.

Securities borrowed and securities loaned transactions are generally reported as collateralized financings. These transactions require deposits of cash and/or collateral with the lender. Securities loaned consist of securities owned by customers that were purchased on margin. When loaning securities, cash collateral approximately equal to the value of the securities loaned is received. The amount of cash collateral is adjusted, as required, for market fluctuations in the value of the securities loaned. Interest rates paid on the cash collateral fluctuate as short-term interest rates change.

RECEIVABLES – Receivables consist primarily of Business Services' accounts receivable. The allowance for doubtful accounts requires management's judgment regarding current market indicators concerning

general economic trends to establish an amount considered by management to be adequate to cover estimated losses as of the balance sheet date.

MARKETABLE SECURITIES – AVAILABLE-FOR-SALE – Certain marketable securities we hold are classified as available-for-sale (AFS) and are reported at their fair value. Unrealized gains and losses are calculated using the specific identification method and reported, net of applicable taxes, as a component of accumulated other comprehensive income. Realized gains and losses on the sale of these securities are determined using the specific identification method. These securities are included in other assets on the consolidated balance sheets.

We monitor our AFS investment portfolio for impairment and consider many factors in determining whether the impairment is deemed to be other-than-temporary. These factors include, but are not limited to, the length of time the security has had a market value less than the cost basis, the severity of loss, our intent and ability to hold the security for a period of time sufficient for a recovery in value, recent events specific to the issuer or industry, external credit ratings and recent downgrades in such ratings.

For investments in mortgage-backed securities, amortization of premiums and accretion of discounts are recognized in interest income using the interest method, adjusted for anticipated prepayments where applicable. We update our estimates of expected cash flows periodically and recognize changes in calculated effective yield as appropriate.

Our investment in the stock of the Federal Home Loan Bank (FHLB) is carried at cost, as they are restricted securities, which are required to be maintained by H&R Block Bank (HRB Bank) for borrowing availability. The cost of the stock represents its redemption value, as there is no ready market value.

MORTGAGE LOANS HELD FOR INVESTMENT – Mortgage loans held for investment represent loans originated or acquired with the ability and intent to hold for the foreseeable future or to maturity. Loans held for investment are carried at amortized cost adjusted for charge-offs, net allowance for loan losses, deferred fees or costs on originated loans and unamortized premiums or discounts on purchased loans. Loan fees and certain direct loan origination costs are deferred and the net fee or cost is recognized in interest income over the lives of the related loans. Unearned income, premiums and discounts on purchased loans are amortized or accreted into income over the estimated life of the loan using methods that approximate the interest method based on assumptions regarding the loan portfolio, including prepayments adjusted to reflect actual experience.

We classify loans as non-performing when full and timely collection of interest or principal becomes uncertain or when they are 90 days past due. Interest previously accrued, but not collected, is reversed against current interest income when a loan is placed on non-accrual status and is considered non-performing. Accretion of deferred fees is discontinued for non-performing loans. Payments received on non-performing loans are recognized as interest income when the loan is considered collectible and applied to principal when it is doubtful that full payment will be collected. Loans are not placed back on accrual status until collection of principal and interest is reasonably assured as a result of the borrower bringing the loans into compliance with the contractual terms of the loan. Prior to restoring a loan to accrual status, management considers a borrower's prospects for continuing future contractual payments.

We record an allowance representing our estimate of credit losses inherent in the loan portfolio at the balance sheet date. Loan recoveries and the provision for credit losses increase the allowance, while loan charge-offs decrease the allowance. A current assessment of value is made no later than 180 days past due and any loan balance in excess of the value less costs to sell the property is charged off.

The majority of our estimated credit loss is evaluated for mortgage loans on a pooled basis. We stratify the loan portfolio based on our view of risk associated with various elements of the pool and assign estimated loss rates based on those risks. Loss rates are primarily based on historical experience and our assessment of economic and market conditions. This evaluation is inherently subjective, as it requires estimates susceptible to significant revisions as more information becomes available. We consider a loan impaired when management believes it is probable we will be unable to collect all principal and interest due according to the contractual terms of the note. Loans 60 days past due are considered impaired, at which time the individual loan will be reviewed and a reserve for loss will be recorded based on the fair value of the underlying collateral.

Of the \$1.0 billion in gross mortgage loans held for investment, \$739.1 million of these were acquired by HRB Bank from Option One Mortgage Corporation (OOMC) and its subsidiary, H&R Block Mortgage Corporation (HRBMC), affiliates reported as discontinued operations.

From time to time, as part of our loss mitigation process, we may agree to modify the contractual terms of a borrower's loan. We have developed loan modification programs designed to help borrowers refinance

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adjustable-rate mortgage (ARM) loans prior to rate reset. In cases where we modify a loan and in so doing grant a concession to a borrower experiencing financial difficulty, the modification is considered a troubled debt restructuring (TDR). We may consider the borrower's payment status and history, borrower's ability to pay upon a rate reset on an adjustable-rate mortgage, size of the payment increase upon a rate reset, period of time remaining prior to the rate reset and other relevant factors in determining whether a borrower is experiencing financial difficulty. A borrower who is current may be deemed to be experiencing financial difficulty in instances where the evidence suggests an inability to pay based on the original terms of the loan after the interest rate reset, and thus, default is "reasonably foreseeable" in absence of a modification. We evaluate whether the modification represents a concession we would not otherwise consider, such as a lower interest rate than what a new borrower of similar credit risk would be offered. A loan modified in a troubled debt restructuring, including a loan that was current at the time of modification, is placed on non-accrual status until we determine future collection of principal and interest is reasonably assured, which generally requires the borrower to demonstrate a period of performance according to the restructured terms. TDR loans totaled \$37.2 million at April 30, 2008. We had no TDR loans at April 30, 2007.

The overall credit quality of our mortgage loans held for investment is impacted by the strength of the U.S. economy and local economies. We continually monitor changes in the economy, particularly unemployment rates and housing prices, as these factors can impact the ability of borrowers to repay their loans. Economic trends that negatively affect housing prices and the job market could result in, among other things, deterioration in credit quality of our loan portfolio. Our loan portfolio is concentrated in the states of Florida, California, New York and Wisconsin, which represented 19.9%, 17.3%, 12.8% and 8.8%, respectively, of our total mortgage loans at April 30, 2008. No other state represented more than 5% of our total loans.

PROPERTY AND EQUIPMENT – Buildings and equipment are initially recorded at cost and are depreciated over the estimated useful life of the assets using the straight-line method. Leasehold improvements are initially recorded at cost and are amortized over the lesser of the term of the respective lease or the estimated useful life, using the straight-line method. Estimated useful lives are 15 to 40 years for buildings, 3 to 5 years for computers and other equipment and up to 8 years for leasehold improvements.

We capitalize certain allowable costs associated with software developed or purchased for internal use. These costs are typically amortized over 36 months using the straight-line method.

We capitalized interest costs during construction of our corporate headquarters facility for qualified expenditures based upon interest rates in place during the construction period. Capitalized interest costs are amortized over lives that are consistent with the constructed assets.

Substantially all of the operations of our subsidiaries are conducted in leased premises. For all lease agreements, including those with escalating rent payments or rent holidays, we recognize rent expense on a straight-line basis.

INTANGIBLE ASSETS AND GOODWILL – We test goodwill and other indefinite-life intangible assets for impairment annually or more frequently, whenever events occur or circumstances change which would, more likely than not, reduce the fair value of a reporting unit below its carrying value. We have defined our reporting units as our operating segments or one level below. The first step of the impairment test is to compare the estimated fair value of the reporting unit to its carrying value. If the carrying value is less than fair value, no impairment exists. If the carrying value is greater than fair value, a second step is performed to determine the fair value of goodwill and the amount of impairment loss, if any. These tests, conducted as of February 1, were completed and we recorded \$5.7 million in goodwill impairment in our Tax Services segment in fiscal year 2008. No indications of goodwill impairment in our continuing operations were found during fiscal years 2007 or 2006. In fiscal year 2007, we recorded \$154.9 million in goodwill impairments related to the sale or wind-down of our discontinued operations, based on the significant losses incurred and the sale agreement in place at the time.

In addition, long-lived assets, including intangible assets with finite lives, are assessed for impairment whenever events or circumstances indicate the carrying value may not be fully recoverable by comparing the carrying value to future undiscounted cash flows. Impairment is recorded for long-lived assets determined not to be fully recoverable equal to the excess of the carrying amount of the asset over its estimated fair value. No material impairment adjustments to other intangible assets or other long-lived assets of continuing operations were made during the three-year period ended April 30, 2008. The weighted-average life of intangible assets with finite lives is nine years. Intangible assets are typically amortized over the estimated useful life of the assets using the straight-line method.

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RESIDUAL INTERESTS IN SECURITIZATIONS – Certain residual interests in securitized mortgage loans are classified as trading and carried at fair value based on discounted cash flow models, with changes in fair value recorded in the consolidated income statements. These securities totaled \$2.2 million at April 30, 2008 and are included in prepaid expenses and other current assets on the consolidated balance sheet.

Residual interests classified as AFS securities are carried at fair value based on discounted cash flow models with unrealized gains included in other comprehensive income. Unrealized gains are accreted over the estimated life of the securitization structure. If the carrying value exceeds fair value, the residual is written down to fair value with the realized loss, net of any unrealized gain previously recorded in other comprehensive income, included in discontinued operations in the consolidated income statements. These securities totaled \$14.5 million at April 30, 2008 and are included in other assets on the consolidated balance sheet.

We utilize a third-party provider to assist in evaluating future cash flows and determining assumptions we believe to be consistent with those of unaffiliated third-party purchasers. We evaluate, and adjust if necessary, the fair values of residual interests quarterly by updating the actual performance and expected assumptions in the discounted cash flow models based on current information and events and by estimating what a market participant would use in determining the current fair value. To the extent actual excess cash flows are different from estimated excess cash flows, the fair value of the residual would increase or decrease.

MORTGAGE LOAN REPURCHASE LIABILITY – OOMC’s mortgage loan repurchase liability relates to potential losses that could be incurred related to the repurchase of sold loans or indemnification of losses as a result of early payment defaults or breaches of other representations and warranties customary to the mortgage banking industry.

Loans are repurchased due to a combination of factors, including delinquency and other violations of representations and warranties. The amount of expected losses depends primarily on the frequency of repurchases and the severity of loss incurred on loans which have been repurchased. The frequency of loan repurchases and degree of loss severity may vary depending on a variety of factors including the creditworthiness of the borrower and economic factors such as home price appreciation. To the extent actual losses related to repurchase activity are different from estimates, the fair value of OOMC’s repurchase reserve will increase or decrease. See note 17 for additional information.

LITIGATION – It is our policy to routinely assess the likelihood of any adverse judgments or outcomes related to legal matters, as well as ranges of probable losses. A determination of the amount of the reserves required, if any, for these contingencies is made after thoughtful analysis of each known issue and an analysis of historical experience in accordance with Statement of Financial Accounting Standards No. 5, “Accounting for Contingencies,” and related pronouncements. We record reserves related to certain legal matters for which it is probable that a loss will be incurred and the range of such loss can be estimated. Management discloses the facts regarding material matters assessed as reasonably possible and potential exposure, if determinable. With respect to other matters, management has concluded that a loss is only reasonably possible or remote or not estimable and, therefore, no liability is recorded. Costs incurred with defending claims are expensed as incurred. Any receivable for insurance recoveries is recorded separately from the corresponding litigation reserve, and only if recovery is determined to be probable.

INCOME TAXES – In June 2006, FASB Interpretation No. 48, “Accounting for Uncertainty in Income Taxes” (FIN 48) was issued. The interpretation clarifies the accounting for uncertainty in income taxes recognized in a company’s financial statements in accordance with Statement of Financial Accounting Standards No. 109, “Accounting for Income Taxes.” The interpretation prescribes a recognition threshold and measurement attribute criteria for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The interpretation also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. We adopted the provisions of FIN 48 on May 1, 2007 and, as a result, recognized a \$9.7 million decrease to retained earnings as of May 1, 2007.

We account for income taxes under the asset and liability method, which requires us to record deferred income tax assets and liabilities for future tax consequences attributable to differences between the financial statement carrying value of existing assets and liabilities and their respective tax basis. Deferred taxes are determined separately for each tax-paying component within each tax jurisdiction based on provisions of enacted tax law. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Our deferred tax assets include state and foreign tax loss carry-forwards and are reduced by a valuation allowance if, based on available evidence, it is more likely than not that some portion or all of the deferred

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tax assets will not be realized. Our current deferred tax assets are included in prepaid expenses and other current assets on the consolidated balance sheets. Noncurrent deferred tax assets are included in other assets on our consolidated balance sheets.

We file a consolidated federal tax return on a calendar year basis and state tax returns on a consolidated or combined basis, as permitted by authorities.

REVENUE RECOGNITION – Service revenues consist primarily of fees for preparation and filing of tax returns, both in offices and through our online programs, fee associated with our Peace of Mind (POM) guarantee program, fees for consulting services and brokerage commissions. Service revenues are recorded in the period in which the service is performed. Retail and online tax preparation revenues are recorded when a completed return is filed or accepted by the customer. POM revenues are deferred and recognized over the term of the guarantee, based upon historical and actual payment of claims. Revenues for services rendered in connection with the Business Services segment include fees based on time and materials, which are recognized as the services are performed and amounts are earned. Broker-dealer production revenue is recognized on trade-date basis. Revenues associated with our Emerald Card program consist of interchange income from the use of debit cards and fees from the use of ATM networks. Interchange income is a fee paid by a merchant bank to the card-issuing bank through the interchange network, and is based on cardholder purchase volumes. HRB Bank recognizes interchange income as earned.

Interest income consists primarily of interest earned on customer margin loan balances, mortgage loans held for investment and Emerald Advance lines of credit. Interest income on customer margin loan balances is recognized daily as earned based on current rates charged to customers for their margin balance. Interest income on mortgage loans held for investment includes deferred origination fees and costs and purchase discounts and premiums, which are amortized to income over the life of the loan using the interest method. Interest income on Emerald Advance lines of credit is calculated using the average daily balance method and is recognized based upon the principal amount outstanding until the outstanding balance is paid or written-off.

Product and other revenues include royalties from franchisees, refund anticipation loan (RAL) participation revenues and sales of software products. Franchise royalties, which are based upon the contractual percentages of franchise revenues, are recorded in the period in which the franchise provides the service. Loan participation revenue is recognized over the life of the loan. Software revenues consist mainly of tax preparation software and other personal productivity software. Revenue from the sale of software such as TaxCut® is recognized when the product is sold to the end user, either through retail, online or other channels. Revenue from the sale of TaxWorks® software, which is designed for small to mid-sized CPA firms who file taxes for individuals and businesses, is deferred and recognized over the period for which customer upgrades and support are provided.

Revenue recognition is evaluated separately for each unit in multiple-deliverable arrangements. Sales tax we collect and remit to taxing authorities is recorded net in our consolidated income statements.

ADVERTISING EXPENSE – Advertising costs are primarily expensed the first time the advertisement is run. Total advertising costs of continuing operations for fiscal years 2008, 2007 and 2006 totaled \$205.7 million, \$215.2 million and \$179.2 million, respectively.

DEFINED CONTRIBUTION PLANS – We have 401(k) defined contribution plans covering all full-time and seasonal employees following the completion of an eligibility period. Contributions of our continuing operations to these plans are discretionary and totaled \$23.4 million, \$21.1 million and \$18.3 million for fiscal years 2008, 2007 and 2006, respectively.

FOREIGN CURRENCY TRANSLATION – Assets and liabilities of foreign subsidiaries are translated into U.S. dollars at exchange rates prevailing at the end of the year. Translation adjustments are recorded as a separate component of other comprehensive income in stockholders' equity. Revenue and expense transactions are translated at the average of exchange rates in effect during the period.

COMPREHENSIVE INCOME – Our comprehensive income (loss) is comprised of net income (loss), foreign currency translation adjustments and the change in net unrealized gains or losses on AFS marketable securities. Included in stockholders' equity at April 30, 2008 and 2007, the net unrealized holding gain on AFS securities was \$5.5 million and \$1.3 million, respectively, and the foreign currency translation adjustment was \$(3.0) million and \$(2.6) million, respectively. The net unrealized holding gain on AFS securities relates primarily to AFS residual interests in securitizations.

DISCLOSURE REGARDING CERTAIN FINANCIAL INSTRUMENTS – The carrying values reported in the balance sheet for cash equivalents, receivables, demand deposits, accounts payable, accrued liabilities and the current portion of long-term debt approximate fair market value due to the relative short-term nature of

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the respective instruments. Residual interests are recorded at estimated fair value. See note 5 for fair value of mortgage loans held for investment, note 8 for the fair value of time deposits and note 9 for fair value of long-term debt.

NEW ACCOUNTING STANDARDS – In December 2007, Statement of Financial Accounting Standards No. 141(R), “Business Combinations,” (SFAS 141R), and Statement of Financial Accounting Standards No. 160, “Non-Controlling Interests in Consolidated Financial Statements – An Amendment of ARB No. 51” (SFAS 160) were issued. These standards will require an acquiring entity to recognize all the assets acquired and liabilities assumed in a transaction, including non-controlling interests, at the acquisition-date fair value with limited exceptions. The provisions of these standards are effective as of the beginning of our fiscal year 2010. We are currently evaluating what effect the adoption of SFAS 141R and SFAS 160 will have on our consolidated financial statements.

In February 2007, Statement of Financial Accounting Standards No. 159, “The Fair Value Option for Financial Assets and Financial Liabilities – Including an Amendment of FASB Statement No. 115,” (SFAS 159), was issued. This standard allows a company to irrevocably elect fair value as the initial and subsequent measurement attribute for certain financial assets and financial liabilities on a contract-by-contract basis, with changes in fair value recognized in earnings. The provisions of this standard are effective as of the beginning of our fiscal year 2009, with early adoption permitted. The adoption of SFAS 159 will not have a material effect on our consolidated financial statements.

In September 2006, Statement of Financial Accounting Standards No. 157, “Fair Value Instruments,” (SFAS 157), was issued. The provisions of this standard include guidelines about the extent to which companies measure assets and liabilities at fair value, the effect of fair value measurements on earnings and establish a fair value hierarchy that prioritizes the information used in developing assumptions used when valuing an asset or liability. The provisions of this standard are effective as of the beginning of our fiscal year 2009. The adoption of SFAS 157 will not have a material effect on our consolidated financial statements.

In March 2006, Statement of Financial Accounting Standards No. 156, “Accounting for Servicing of Financial Assets – An Amendment of FASB Statement No. 140,” (SFAS 156), was issued. The provisions of this standard require mortgage servicing rights (MSRs) to be initially valued at fair value. SFAS 156 allows servicers to choose to subsequently measure their servicing rights at fair value or to continue using the “amortization method” under SFAS 140. We adopted SFAS 156 on May 1, 2007. Upon adoption we identified MSRs relating to all existing residential mortgage loans as a class of servicing rights and elected to continue to use the “amortization method” for these MSRs. We sold all of our MSRs as of April 30, 2008. The adoption of SFAS 156 did not have a material impact on our consolidated financial statements.

In February 2006, Statement of Financial Accounting Standards No. 155, “Accounting for Certain Hybrid Instruments – An Amendment of FASB Statements No. 133 and 140” (SFAS 155), was issued. The provisions of this standard established a requirement to evaluate all newly acquired interests in securitized financial assets to identify interests that are freestanding derivatives or that are hybrid financial instruments that contain an embedded derivative requiring bifurcation. The standard permits a hybrid financial instrument required to be bifurcated to be accounted for in its entirety if the holder irrevocably elects to measure the hybrid financial instrument at fair value, with changes in fair value recognized currently in earnings. We adopted SFAS 155 on May 1, 2007. Our residual interests typically have interests in derivative instruments embedded within the securitization trusts, which were previously excluded from evaluation. Concurrent with the adoption of SFAS 155, we elected to account for all newly-acquired residual interests on a fair value basis as trading securities, with changes in fair value recorded in earnings in the period in which the change occurs. Prior to adoption, we accounted for our residual interests as AFS securities with unrealized gains recorded in other comprehensive income. For residual interests recorded prior to the adoption of SFAS 155, we continue to record unrealized gains as a component of other comprehensive income. The adoption of SFAS 155 did not have a material impact on our consolidated financial statements.

As discussed in note 14, we adopted the provisions of FIN 48 effective May 1, 2007.

NOTE 2: BUSINESS COMBINATIONS

During fiscal year 2007, we acquired TaxWorks LLC, a provider of commercial tax preparation software targeting the independent tax preparer market. The initial cash purchase price was \$24.8 million, including the present value of a \$10.0 million payment made in April 2007 and a payment of \$23.6 million due in May 2012. An additional payment of up to \$8.0 million, contingent on meeting certain performance targets, could be paid in April 2012 and would typically be recorded as additional purchase price, generally goodwill.

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Goodwill recognized in this transaction is included in the Tax Services segment and is deductible for tax purposes.

During fiscal year 2006, we acquired all outstanding common stock of American Express Tax and Business Services, Inc. (AmexTBS) for an aggregate purchase price of \$190.7 million. The customer relationships and non-compete agreements are amortized on a straight-line basis and have a weighted average life of 11 years and 6 years, respectively. Goodwill recognized in this transaction is included in the Business Services segment and is not deductible for tax purposes. The purchase price was subject to certain contractual post-closing adjustments, which were finalized during fiscal year 2007. As a result, we adjusted deferred tax balances initially recorded in connection with this acquisition resulting in an increase of \$16.6 million to goodwill and received cash of \$10.1 million, which was recorded as a reduction of goodwill.

During fiscal years 2008, 2007 and 2006, we made other acquisitions, which were accounted for as purchases with cash payments totaling \$21.4 million, \$32.8 million and \$19.7 million, respectively. Their operations, which are not material, are included in the consolidated income statements since the date of acquisition. During fiscal years 2008, 2007 and 2006 we also paid \$3.6 million, \$5.4 million and \$2.1 million, respectively for contingent payments on prior acquisitions.

NOTE 3: EARNINGS PER SHARE

Basic earnings per share is computed using the weighted-average number of common shares outstanding. The dilutive effect of potential common shares outstanding is included in diluted earnings per share. The computations of basic and diluted earnings per share from continuing operations are as follows:

| Year ended April 30, | (in 000s, except per share amounts) | | |
|--|-------------------------------------|------------|------------|
| | 2008 | 2007 | 2006 |
| Net income from continuing operations | \$ 454,476 | \$ 374,337 | \$ 297,541 |
| Basic weighted average common shares | 324,810 | 322,688 | 328,118 |
| Dilutive potential shares from stock options and nonvested stock | 2,656 | 3,464 | 5,067 |
| Convertible preferred stock | 2 | 2 | 2 |
| Dilutive weighted average common shares | 327,468 | 326,154 | 333,187 |

Earnings per share from continuing operations:

| | | | |
|---------|---------|---------|---------|
| Basic | \$ 1.40 | \$ 1.16 | \$ 0.91 |
| Diluted | 1.39 | 1.15 | 0.89 |

Diluted earnings per share excludes the impact of nonvested common shares or the exercise of options to purchase 18.2 million, 16.8 million and 8.7 million shares of stock for fiscal years 2008, 2007 and 2006, respectively, as the effect would be antidilutive.

NOTE 4: MARKETABLE SECURITIES AVAILABLE-FOR-SALE

The amortized cost and fair value of securities classified as available-for-sale held at April 30, 2008 and 2007 are summarized below:

| | 2008 | | | | 2007 | | | |
|---|----------------|------------------------|-----------------------------|------------|----------------|------------------------|-----------------------------|------------|
| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses (1) | Fair Value | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses (1) | Fair Value |
| Mortgage-backed securities | \$ 30,809 | \$ 10 | \$ (1,418) | \$ 29,401 | \$ 35,122 | \$ 83 | \$ (121) | \$ 35,084 |
| Municipal bonds | 9,449 | 233 | — | 9,682 | 9,527 | 47 | (6) | 9,568 |
| Common stock | 3,359 | 586 | (113) | 3,832 | 3,845 | 747 | (45) | 4,547 |
| Trust preferred securities | 3,500 | — | (691) | 2,809 | 3,500 | — | — | 3,500 |
| Residual interests in securitizations (2) | 4,289 | 10,170 | — | 14,459 | — | — | — | — |
| | \$ 51,406 | \$ 10,999 | \$ (2,222) | \$ 60,183 | \$ 51,994 | \$ 877 | \$ (172) | \$ 52,699 |

(1) At April 30, 2008, investments in common stock with a cost of \$33,400 and gross unrealized losses of \$3,000 had been in continuous loss position for more than twelve months. At April 30, 2007, investments in common stock with a cost of \$101,000 and gross unrealized losses of \$11,000 had been in continuous loss position for more than twelve months.

(2) At April 30, 2007, AFS residual interests in securitizations totaling \$90.3 million were included in noncurrent assets of discontinued operations.

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Proceeds from the sales of AFS securities were \$13.9 million, \$3.5 million and \$11.2 million during fiscal years 2008, 2007 and 2006, respectively. Gross realized gains on those sales during fiscal years 2008, 2007 and 2006 were \$0.4 million, \$0.3 million and \$0.7 million, respectively; gross realized losses were \$0.1 million, \$0.1 million and \$0.2 million, respectively. During fiscal year 2008, we recorded other-than-temporary impairments of AFS securities totaling \$0.4 million.

Contractual maturities of AFS debt securities at April 30, 2008, occur at varying dates over the next two to eight years. AFS debt securities with a cost basis of \$6.2 million and fair value of \$6.4 million mature in the next two to five years. AFS debt securities with a cost basis of \$3.2 million and fair value of \$3.3 million mature in the next five to ten years. Because expected maturities differ from contractual maturities due to the issuers' rights to prepay certain obligations or the seller's rights to call certain obligations, the first call date, put date or auction date for municipal bonds and notes is considered the contractual maturity date.

HRB Bank is required to maintain a restricted investment in FHLB stock for borrowing availability. The cost of this investment, \$7.5 million, represents its redemption value, as these investments do not have a ready market.

NOTE 5: MORTGAGE LOANS HELD FOR INVESTMENT

The composition of our mortgage loan portfolio as of April 30, 2008 and 2007 is as follows:

| April 30, | 2008 | | 2007 | |
|-------------------------------------|-------------------|-------------|---------------------|------------|
| | Amount | % of Total | Amount | % of Total |
| Adjustable-rate loans | \$ 715,919 | 71% | \$ 1,039,376 | 77% |
| Fixed-rate loans | 288,721 | 29% | 311,516 | 23% |
| | 1,004,640 | 100% | 1,350,892 | 100% |
| Unamortized deferred fees and costs | 7,062 | | 10,778 | |
| Less: Allowance for loan losses | (45,401) | | (3,448) | |
| | \$ 966,301 | | \$ 1,358,222 | |

Mortgage loans held for investment include loans originated by OOMC and affiliates and purchased by HRB Bank. Those loans have experienced higher rates of delinquency than other loans in our portfolio and expose us to a higher risk of potential credit loss. Residential real estate markets are experiencing significant declines in property values and mortgage default rates are increasing. If adverse market trends continue, including trends within our portfolio specifically, we may be required to record additional loan loss provisions, and those losses may be significant.

The table below analyzes the composition of our mortgage loans held for investment as of April 30, 2008 and 2007, by reference to their loan-to-value ratios:

| | Loan-to-Value Ratio at Origination | | | Total |
|------------------------|------------------------------------|-------------------|------------------|---------------------|
| | < 80% | 80 – 90% | > 90% | |
| April 30, 2008: | | | | |
| Adjustable-rate loans | \$ 450,621 | \$ 242,425 | \$ 22,873 | \$ 715,919 |
| Fixed-rate loans | 182,883 | 86,056 | 19,782 | 288,721 |
| | \$ 633,504 | \$ 328,481 | \$ 42,655 | \$ 1,004,640 |
| April 30, 2007: | | | | |
| Adjustable-rate loans | \$ 648,288 | \$ 346,861 | \$ 44,227 | \$ 1,039,376 |
| Fixed-rate loans | 198,139 | 104,837 | 8,540 | 311,516 |
| | \$ 846,427 | \$ 451,698 | \$ 52,767 | \$ 1,350,892 |

The estimated fair value of mortgage loans held for investment at April 30, 2008 and 2007 was \$960.7 million and \$1.4 billion, respectively. The estimated fair value was calculated by discounting scheduled cash flows through the estimated maturity using estimated market discount rates that reflect the interest rate risk inherent in the loans, reduced by an allocation of the allowance for loan losses.

Activity in the allowance for mortgage loan losses for the years ended April 30, 2008 and 2007 is as follows:

| Year ended April 30, | (in 000s) | |
|----------------------------------|------------------|-----------------|
| | 2008 | 2007 |
| Balance at beginning of the year | \$ 3,448 | \$ — |
| Provision | 42,004 | 3,622 |
| Recoveries | 999 | — |
| Charge-offs | (1,050) | (174) |
| Balance at end of the year | \$ 45,401 | \$ 3,448 |

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The loan loss provision increased significantly during the current year as a result of declining collateral values due to declining residential home prices, and increasing delinquencies occurring in our portfolio. Our loan loss reserve as a percent of mortgage loans was 4.49% at April 30, 2008, compared to 0.25% at April 30, 2007.

As of April 30, 2008 and 2007, accrued interest receivable on mortgage loans held for investment totaled \$5.4 million and \$9.0 million, respectively. At April 30, 2008, HRB Bank had interest-only mortgage loans in its investment portfolio totaling \$7.1 million. HRB Bank had no commitments to purchase mortgage loans from third-party lenders at April 30, 2008.

Impaired loans at April 30, 2008 and 2007 totaled \$128.9 million and \$28.3 million, respectively. The portion of our total allowance for loan losses allocated to impaired loans totaled \$17.8 million and \$0.2 million at April 30, 2008 and 2007, respectively. As of April 30, 2008, loans considered more than 90 days past due and non-accrual totaled \$73.6 million. We had no loans more than 90 days past due still accruing interest.

Average impaired loans for fiscal years 2008 and 2007 totaled \$46.7 million and \$9.2 million, respectively. During fiscal year 2008, we recognized \$1.7 million in interest income on these loans during the time that they were considered impaired, \$0.6 million of which was recognized on a cash basis while on non-accrual status. During fiscal year 2007, we did not recognize any interest income on impaired loans.

NOTE 6: PROPERTY AND EQUIPMENT

The components of property and equipment are as follows:

| April 30, | (in 000s) | |
|---|-------------------|-------------------|
| | 2008 | 2007 |
| Land and other non-depreciable assets | \$ 8,425 | \$ 9,592 |
| Buildings | 174,227 | 170,904 |
| Computers and other equipment | 517,734 | 530,713 |
| Capitalized software | 160,936 | 137,011 |
| Leasehold improvements | 183,051 | 168,370 |
| Construction in process | 6,373 | 9,627 |
| | 1,050,746 | 1,026,217 |
| Less: Accumulated depreciation and amortization | (670,008) | (647,151) |
| | \$ 380,738 | \$ 379,066 |

Depreciation and amortization expense of continuing operations for fiscal years 2008, 2007 and 2006 was \$95.2 million, \$93.7 million and \$85.8 million, respectively. Included in depreciation and amortization expense of continuing operations is amortization of capitalized software of \$20.7 million, \$16.9 million and \$11.9 million, respectively.

As of April 30, 2008 and 2007, we have property and equipment under capital lease with a cost of \$47.9 million and \$39.2 million, respectively, and accumulated depreciation of \$17.1 million and \$8.9 million, respectively. During fiscal year 2006, we entered into an agreement to lease furniture, fixtures and equipment in conjunction with the purchase of Industrial Revenue Bonds from the City of Kansas City, Missouri as discussed further in note 17. Assets under this capital lease at April 30, 2008, totaled \$31.0 million. We also have a separate agreement to lease real estate and buildings under a non-cancelable capital lease for the next 13 years with an option to purchase after two years. Total assets under this capital lease at April 30, 2008 and 2007, totaled \$16.8 million.

During fiscal years 2007 and 2006, we capitalized interest costs of \$3.6 million and \$4.7 million, respectively, relating to the construction of our corporate headquarters.

NOTE 7: GOODWILL AND INTANGIBLE ASSETS

Changes in the carrying amount of goodwill by segment for the year ended April 30, 2008, are as follows:

| | (in 000s) | | | | |
|-----------------------------|----------------|-----------|------------|----------|----------------|
| | April 30, 2007 | Additions | Impairment | Other | April 30, 2008 |
| Tax Services | \$ 415,077 | \$ 15,582 | \$ (5,738) | \$ 7,060 | \$ 431,981 |
| Business Services | 404,888 | — | — | (5,555) | 399,333 |
| Consumer Financial Services | 173,954 | — | — | — | 173,954 |
| Total | \$ 993,919 | \$ 15,582 | \$ (5,738) | \$ 1,505 | \$ 1,005,268 |

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Goodwill and other indefinite-life intangible assets were tested for impairment in the fourth quarter of fiscal year 2008. We recorded \$5.7 million in goodwill impairment in our Tax Services segment in fiscal year 2008. There was no goodwill impairment in our continuing operations during fiscal years 2007 or 2006. In fiscal year 2007, we recorded \$154.9 million in goodwill impairments related to the sale or wind-down of our discontinued operations.

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The components of intangible assets are as follows:

| April 30, | 2008 | | | 2007 | | |
|-------------------------------------|-----------------------|--------------------------|-------------------|-----------------------|--------------------------|-------------------|
| | Gross Carrying Amount | Accumulated Amortization | Net | Gross Carrying Amount | Accumulated Amortization | Net |
| (in 000s) | | | | | | |
| Tax Services: | | | | | | |
| Customer relationships | \$ 46,479 | \$ (22,007) | \$ 24,472 | \$ 39,347 | \$ (14,654) | \$ 24,693 |
| Noncompete agreements | 22,966 | (19,981) | 2,985 | 21,237 | (18,279) | 2,958 |
| Unpatented technology | 12,500 | (2,283) | 10,217 | 12,500 | — | 12,500 |
| Trade name | 1,025 | (117) | 908 | 1,025 | — | 1,025 |
| Business Services: | | | | | | |
| Customer relationships | 143,402 | (100,346) | 43,056 | 142,315 | (90,900) | 51,415 |
| Noncompete agreements | 32,303 | (17,589) | 14,714 | 31,352 | (15,524) | 15,828 |
| Trade name — amortizing | 3,290 | (3,043) | 247 | 3,290 | (2,430) | 860 |
| Trade name — non-amortizing | 55,637 | (4,868) | 50,769 | 55,637 | (4,868) | 50,769 |
| Consumer Financial Services: | | | | | | |
| Customer relationships | 293,000 | (293,000) | — | 293,000 | (271,635) | 21,365 |
| Total intangible assets | \$ 610,602 | \$ (463,234) | \$ 147,368 | \$ 599,703 | \$ (418,290) | \$ 181,413 |

Amortization of intangible assets of continuing operations for the years ended April 30, 2008, 2007 and 2006 was \$50.8 million, \$56.6 million and \$62.5 million, respectively. Estimated amortization of intangible assets for fiscal years 2009, 2010, 2011, 2012 and 2013 is \$22.6 million, \$19.9 million, \$18.2 million, \$15.4 million and \$11.4 million, respectively.

NOTE 8: CUSTOMER BANKING DEPOSITS

The components of customer banking deposits at April 30, 2008 and 2007 are as follows:

| April 30, | 2008 | | 2007 | |
|--------------------------------------|---------------------|------------------|---------------------|------------------|
| | Outstanding Balance | Interest Expense | Outstanding Balance | Interest Expense |
| (in 000s) | | | | |
| Money-market deposits | \$ 297,320 | \$ 31,242 | \$ 793,383 | \$ 27,724 |
| Savings deposits | 27,538 | 877 | 15,428 | 121 |
| Checking deposits: | | | | |
| Interest-bearing | 140,529 | 6,093 | 149,419 | 3,722 |
| Non-interest-bearing | 162,987 | — | 93,560 | — |
| | 303,516 | 6,093 | 242,979 | 3,722 |
| IRAs and other time deposits: | | | | |
| Due in 2009 | 1,686 | | 619 | |
| Due in 2010 | 4,290 | | 511 | |
| Due in 2011 | 4,784 | | 102 | |
| Due in 2012 | 901 | | 50 | |
| Due in 2013 | 5,656 | | 229 | |
| Non-maturing | 139,933 | | 75,962 | |
| | 157,250 | 4,666 | 77,473 | 561 |
| | \$ 785,624 | \$ 42,878 | \$ 1,129,263 | \$ 32,128 |

Accrued but unpaid interest on deposits totaled \$0.1 million and \$1.8 million at April 30, 2008 and 2007, respectively.

Time deposit accounts in amounts of \$100,000 or more with a remaining maturity of more than one year, totaled \$5.6 million at April 30, 2008.

The fair value of IRAs and other time deposits was \$157.4 million and \$75.0 million at April 30, 2008 and 2007, respectively. The fair value of other time deposits is calculated based on the discounted value of contractual cash flows.

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The components of long-term debt are as follows:

| April 30, | (in 000s) | |
|--|---------------------|-------------------|
| | 2008 | 2007 |
| Senior Notes, 7.875%, due January 2013 | \$ 599,414 | \$ — |
| Senior Notes, 5.125%, due October 2014 | 398,471 | 398,236 |
| FHLB borrowings, 4.99%, due April 2009 | 104,000 | 104,000 |
| Acquisition obligations, due from May 2009 to May 2012 | 28,398 | 30,972 |
| Capital lease obligations | 12,514 | 12,911 |
| Other obligations | 273 | 319 |
| | 1,143,070 | 546,438 |
| Less: Current portion | (111,286) | (9,304) |
| | \$ 1,031,784 | \$ 537,134 |

On January 11, 2008, we issued \$600.0 million of 7.875% Senior Notes under our shelf registration. The Senior Notes are due January 15, 2013, and are not redeemable by the bondholders prior to maturity. The net proceeds of this transaction were used to repay the \$500.0 million facility discussed below, with the remaining proceeds used for working capital and general corporate purposes. As of April 30, 2008, we had \$250.0 million remaining under our shelf registration for additional debt issuances.

At April 30, 2008, we maintained \$2.0 billion in revolving credit facilities to support commercial paper issuance and for general corporate purposes. These unsecured committed lines of credit (CLOCs), and any outstanding borrowings thereunder, have a maturity date of August 2010, bear interest in a range of LIBOR plus 14 to 45 basis points per annum and an annual facility fee in a range of 6 to 15 basis points per annum, based on our credit ratings. These lines are subject to various affirmative and negative covenants, including (1) a minimum net worth covenant and limits on our indebtedness and (2) a requirement that we reduce the aggregate outstanding principal amount of short-term debt, as defined in the agreement, to \$200.0 million or less for a minimum period of thirty consecutive days during the period from March 1 to June 30 of each year (the "Clean down requirement"). The CLOCs, among other things, require we maintain at least \$650.0 million of net worth on the last day of any fiscal quarter. We were in compliance with these covenants at April 30, 2008. We had net worth of \$987.8 million at April 30, 2008.

On October 26, 2004, we issued \$400.0 million of 5.125% Senior Notes under a shelf registration statement. The Senior Notes are due October 30, 2014, and are not redeemable by the bondholders prior to maturity. The net proceeds of this transaction were used to repay \$250.0 million in 6³/₄% Senior Notes that were due in November 2004. The remaining proceeds were used for working capital, capital expenditures, repayment of other debt and other general corporate purposes.

HRB Bank is a member of the FHLB of Des Moines, which extends credit to member banks based on eligible collateral, which consists primarily of mortgage loans held for investment and certain AFS securities. On April 13, 2007, we borrowed \$104.0 million from the FHLB for liquidity purposes. This borrowing requires monthly interest payments at a rate of 4.99% and matures April 13, 2009, and is included in current portion of long-term debt on the consolidated balance sheet. At April 30, 2008 and 2007, we had additional short-term FHLB borrowings of \$25.0 million and \$75.0 million, respectively. At April 30, 2008, HRB Bank had FHLB advance capacity of \$454.7 million based on eligible pledged collateral of \$940.0 million.

We have obligations related to various acquisitions of \$28.4 million and \$31.0 million at April 30, 2008 and 2007, respectively, which are due from May 2009 to May 2012.

We have a capitalized lease obligation of \$12.5 million at April 30, 2008, that is collateralized by land and buildings. The obligation is due in 13 years.

We entered into a committed line of credit agreement with HSBC Finance Corporation effective January 10, 2008 for use as a funding source for the purchase of RAL participations. This line provides funding totaling \$3.0 billion through March 30, 2008 and \$120.0 million thereafter through June 30, 2008. This line is subject to various covenants that are similar to our CLOCs, and is secured by our RAL participations. All borrowings on this facility were repaid as of April 30, 2008, and the facility is now closed.

In April 2007, we obtained a \$500.0 million credit facility to provide funding for \$500.0 million of 8¹/₂% Senior Notes which were due April 16, 2007. This facility matured on December 20, 2007, but was amended to extend the term of the facility. Under the amended facility, \$250.0 million matured on February 29, 2008

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and \$250.0 million matured on April 30, 2008. At April 30, 2008, there was no balance outstanding on this facility, as the facility was repaid in full in February 2008, primarily from the proceeds of our Senior Notes.

The aggregate payments required to retire long-term debt are \$111.3 million, \$3.8 million, \$0.6 million, \$0.6 million, \$618.6 million and \$408.2 million in 2009, 2010, 2011, 2012, 2013 and beyond, respectively.

Based upon borrowing rates currently available for indebtedness with similar terms, the fair value of long-term debt was approximately \$1.2 billion at April 30, 2008.

NOTE 10: OTHER NONCURRENT ASSETS AND LIABILITIES

We have deferred compensation plans that permit directors and certain employees to defer portions of their compensation and accrue income on the deferred amounts. Their deferred compensation and our matching amounts have been accrued. Included in other noncurrent liabilities is \$168.6 million and \$186.3 million at April 30, 2008 and 2007, respectively, reflecting our obligation under these plans. We may purchase whole-life insurance contracts on certain director and employee participants to recover distributions made or to be made under the plans. The cash surrender value of the policies and other assets held by the Deferred Compensation Trust is recorded in other noncurrent assets and totaled \$176.0 million and \$139.6 million at April 30, 2008 and 2007, respectively. These assets are restricted, as they are only available to fund the related liability.

In connection with our acquisition of the non-attest assets of McGladrey & Pullen, LLP (M&P) in August 1999, we assumed certain retirement liabilities related to M&P's partners. We historically made payments in varying amounts on a monthly basis. This liability was paid in full in April 2008. Included in other noncurrent liabilities at April 30, 2007 was \$12.9 million related to this liability.

NOTE 11: STOCKHOLDERS' EQUITY

We are authorized to issue 6.0 million shares of Preferred Stock without par value. At April 30, 2008, we had 5.6 million shares of authorized but unissued Preferred Stock. Of the unissued shares, 0.6 million shares have been designated as Participating Preferred Stock.

On March 8, 1995, our Board of Directors authorized the issuance of a series of 0.5 million shares of non-voting Preferred Stock designated as Convertible Preferred Stock without par value. At April 30, 2008, we had 0.5 million shares of authorized but unissued Convertible Preferred Stock. The holders of the Convertible Preferred Stock are not entitled to receive dividends paid in cash, property or securities and, in the event of any dissolution, liquidation or wind-up of the Company, will share ratably with the holders of Common Stock then outstanding in the assets of the Company after any distribution or payments are made to the holders of Participating Preferred stock or the holders of any other class or series of stock of the Company with preference over the Common Stock.

NOTE 12: STOCK-BASED COMPENSATION

Beginning May 1, 2006, we adopted Statement of Financial Accounting Standards No. 123 (revised 2004), "Share-Based Payment," (SFAS 123R) under the modified prospective approach. Under SFAS 123R, we continue to measure and recognize the fair value of stock-based compensation consistent with our past practice under Statement of Financial Accounting Standards No. 123, "Accounting for Stock-Based Compensation," which we adopted on May 1, 2003, under the prospective transition method. The adoption of SFAS 123R did not have a material impact on our consolidated financial statements.

Stock-based compensation expense of \$50.4 million, \$50.5 million and \$57.0 million was recorded in fiscal years 2008, 2007 and 2006, respectively. The related tax benefits of \$17.3 million, \$17.9 million and \$19.8 million are included in our results for fiscal years 2008, 2007 and 2006, respectively. Stock-based compensation expense of our continuing operations totaled \$49.1 million, \$41.3 million and \$47.2 million in fiscal years 2008, 2007 and 2006, respectively.

SFAS 123R requires excess tax benefits from stock-based compensation to be included as a financing activity in the statements of cash flows. As a result, we classified \$3.2 million as a cash inflow from financing activities rather than as an operating activity for both fiscal years 2008 and 2007. We realized tax benefits from stock option exercises of \$12.6 million and \$13.3 million in fiscal years 2008 and 2007, respectively.

We have four stock-based compensation plans which have been approved by our shareholders. As of April 30, 2008, we had 27.1 million shares reserved for future awards under these plans. We issue shares from our treasury stock to satisfy the exercise or release of stock-based awards. We believe we have adequate treasury stock to issue for the exercise or release of stock-based awards.

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Our 2003 Long-Term Executive Compensation Plan provides for awards of options (both incentive and nonqualified), nonvested shares, performance nonvested share units and other stock-based awards to employees. These awards entitle the holder to shares or the right to purchase shares of common stock as the award vests, typically over a three-year period with one-third vesting each year. Nonvested shares receive dividends during the vesting period and performance nonvested share units receive cumulative dividends at the end of the vesting period. We measure the fair value of options on the grant date or modification date using the Black-Scholes option valuation model. We measure the fair value of nonvested shares and performance nonvested share units based on the closing price of our common stock on the grant date. Generally, we expense the grant-date fair value, net of estimated forfeitures, over the vesting period on a straight-line basis. Upon adoption of SFAS 123R, awards granted to employees who are of retirement age or reach retirement age at least one year after the grant date, but prior to the end of the service period of the awards, are expensed over the shorter of the two periods. Options are granted at a price equal to the fair market value of our common stock on the grant date and have a contractual term of ten years.

Our 1999 Stock Option Plan for Seasonal Employees provides for awards of nonqualified options to certain employees. These awards are granted to seasonal employees in our Tax Services segment and entitle the holder to the right to purchase shares of common stock as the award vests, typically over a two-year period. We measure the fair value of options on the grant date using the Black-Scholes option valuation model. We expense the grant-date fair value, net of estimated forfeitures, over the seasonal service period. Options are granted at a price equal to the fair market value of our common stock on the grant date, are exercisable during September through November in each of the two years following the calendar year of the grant, and have a contractual term of 29 months.

Our 1989 Stock Option Plan for Outside Directors provides for awards of nonqualified options to outside directors. These awards entitle the holder to the right to purchase shares of common stock. We measure the fair value of options on the grant date using the Black-Scholes option valuation model. These awards vest immediately upon issuance and are therefore fully expensed on the grant date. Options are granted at a price equal to the fair market value of our common stock on the grant date and have a contractual term of ten years.

Our 2000 Employee Stock Purchase Plan (ESPP) provides employees the option to purchase shares of our common stock through payroll deductions. The purchase price of the stock is 90% of the lower of either the fair market value of our common stock on the first trading day within the Option Period or on the last trading day of the Option Period. The Option Periods are six-month periods beginning on January 1 and July 1 each year. We measure the fair value of options on the grant date utilizing the Black-Scholes option valuation model in accordance with FASB Technical Bulletin 97-1, "Accounting under Statement 123 for Certain Employee Stock Purchase Plans with a Look-Back Option." The fair value of the option includes the value of the 10% discount and the look-back feature. We expense the grant-date fair value over the six-month vesting period.

A summary of options for the year ended April 30, 2008, is as follows:

| | Shares | Weighted Average Exercise Price | Weighted Average Remaining Contractual Term | Aggregate Intrinsic Value |
|------------------------------------|---------------|---------------------------------|---|---------------------------|
| Outstanding, beginning of the year | 25,125 | \$ 21.83 | | |
| Granted | 5,213 | 23.16 | | |
| Exercised | (1,700) | 13.80 | | |
| Forfeited or expired | (6,997) | 27.20 | | |
| Outstanding, end of the year | <u>21,641</u> | 21.04 | 3 years | \$ 50.13 |
| Exercisable, end of the year | 16,301 | \$ 20.22 | 3 years | \$ 49.54 |
| Exercisable and expected to vest | 21,243 | 21.00 | 3 years | 50.10 |

The total intrinsic value of options exercised during fiscal years 2008, 2007 and 2006 was \$12.9 million, \$11.8 million and \$43.2 million, respectively. As of April 30, 2008, we had \$7.9 million of total unrecognized compensation cost related to these options. The cost is expected to be recognized over a weighted-average period of one year.

We utilize the Black-Scholes option valuation model to value our options on the grant date. We estimate the expected volatility using our historical stock price data. We also use historical exercise and forfeiture behaviors to estimate the options expected term and our forfeiture rate. The dividend yield is calculated based on the current dividend and the market price of our common stock on the grant date. The risk-free interest rate is based on the U.S. Treasury zero-coupon yield curve in effect on the grant date. Both expected volatility and the risk-free interest rate are based on a period that approximates the expected term.

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The following assumptions were used to value options during the periods:

| Year ended April 30, | 2008 | 2007 | 2006 |
|---|-----------------|-----------------|-----------------|
| Options – management and director: | | | |
| Expected volatility | 21.92% - 25.74% | 21.70% - 29.06% | 26.40% - 27.81% |
| Expected term | 4-7 years | 4-7 years | 5 years |
| Dividend yield | 2.36% - 3.12% | 2.15% - 2.62% | 1.71% - 2.25% |
| Risk-free interest rate | 2.35% - 5.01% | 4.33% - 5.10% | 3.65% - 4.75% |
| Weighted-average fair value | \$ 4.44 | \$ 5.15 | \$ 7.37 |
| Options – seasonal: | | | |
| Expected volatility | 20.75% | 20.05% | 23.28% |
| Expected term | 2 years | 2 years | 2 years |
| Dividend yield | 2.44% | 2.26% | 1.71% |
| Risk-free interest rate | 4.81% | 5.11% | 3.61% |
| Weighted-average fair value | \$ 3.07 | \$ 3.17 | \$ 4.16 |
| ESPP options: | | | |
| Expected volatility | 29.96% - 31.10% | 19.55% - 26.30% | 24.52% - 25.42% |
| Expected term | 0.5 years | 0.5 years | 0.5 years |
| Dividend yield | 2.46% - 3.06% | 2.26% - 2.33% | 1.71% - 2.04% |
| Risk-free interest rate | 3.32% - 4.98% | 5.08% - 5.24% | 3.37% - 4.36% |
| Weighted-average fair value | \$ 3.87 | \$ 3.90 | \$ 4.55 |

A summary of nonvested shares and performance nonvested share units for the year ended April 30, 2008, is as follows:

| | Shares | (shares in 000s) Weighted Average Grant Date Fair Value |
|------------------------------------|--------|---|
| Outstanding, beginning of the year | 2,252 | \$ 24.91 |
| Granted | 959 | 22.92 |
| Released | (967) | 25.11 |
| Forfeited | (517) | 24.60 |
| Outstanding, end of the year | 1,727 | 23.79 |

The total fair value of shares vesting during fiscal years 2008, 2007 and 2006 was \$21.4 million, \$24.9 million and \$17.5 million, respectively. Upon the grant of nonvested shares and performance nonvested share units, unearned compensation cost is recorded as an offset to additional paid-in capital and is amortized as compensation expense over the vesting period. As of April 30, 2008, we had \$18.3 million of total unrecognized compensation cost related to these shares. This cost is expected to be recognized over a weighted-average period of two years.

NOTE 13: SHAREHOLDER RIGHTS PLAN

On July 25, 1998, the rights under a shareholder rights plan, adopted by our Board of Directors on March 25, 1998, became effective. Under the plan, a dividend of one right (a "Right") per share was declared and paid on each share of our Common Stock outstanding on July 25, 1998, with Rights automatically attached to shares issued after such date. The Rights under the plan expired on March 25, 2008, and the plan was not renewed.

NOTE 14: INCOME TAXES

The components of income from continuing operations upon which domestic and foreign income taxes have been provided are as follows:

| Year ended April 30, | 2008 | 2007 | (in 000s) 2006 |
|----------------------|------------|------------|-------------------|
| Domestic | \$ 710,312 | \$ 609,501 | \$ 491,758 |
| Foreign | 34,909 | 26,297 | 18,724 |
| | \$ 745,221 | \$ 635,798 | \$ 510,482 |

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The components of income tax expense (benefit) for continuing operations are as follows:

| Year ended April 30, | 2008 | 2007 | (in 000s) 2006 |
|---|-------------------|-------------------|-------------------|
| Current: | | | |
| Federal | \$ 207,269 | \$ 259,735 | \$ 246,156 |
| State | 61,761 | 39,090 | 45,720 |
| Foreign | 16,901 | 7,388 | 6,367 |
| | 285,931 | 306,213 | 298,243 |
| Deferred: | | | |
| Federal | 39,560 | (44,107) | (72,414) |
| State | (34,880) | (3,181) | (12,161) |
| Foreign | 134 | 2,536 | (727) |
| | 4,814 | (44,752) | (85,302) |
| Total income taxes for continuing operations | \$ 290,745 | \$ 261,461 | \$ 212,941 |

The reconciliation between the income tax provision and the amount computed by applying the statutory federal tax rate of 35% to income taxes for continuing operations is as follows:

| Year ended April 30, | 2008 | 2007 | 2006 |
|---|--------------|--------------|--------------|
| Statutory tax rate | 35.0% | 35.0% | 35.0% |
| Change in tax rate resulting from: | | | |
| State income taxes, net of federal income tax benefit | 5.0% | 3.7% | 4.3% |
| FIN 48 liabilities | 2.9% | —% | —% |
| Net decrease in valuation allowance | (4.1%) | —% | —% |
| Other | 0.2% | 2.4% | 2.4% |
| Effective tax rate | 39.0% | 41.1% | 41.7% |

The significant components of deferred tax assets and liabilities are reflected in the following table:

| April 30, | 2008 | (in 000s) 2007 |
|--|-------------------|-------------------|
| Gross deferred tax assets: | | |
| Accrued expenses | \$ 85,723 | \$ 79,696 |
| Allowance for credit losses and related reserves | 157,981 | 48,096 |
| Other | 11,294 | — |
| Current | 254,998 | 127,792 |
| Deferred and stock-based compensation | 96,184 | 80,991 |
| Property and equipment | 34,833 | 46,267 |
| Deferred revenue | 40,339 | 54,542 |
| Residual interest | 40,394 | — |
| Loss carryovers | 36,829 | 24,476 |
| Accrued expenses | 15,214 | — |
| Other | 5,022 | — |
| Noncurrent | 268,815 | 206,276 |
| | 523,813 | 334,068 |
| Valuation allowance | (36,929) | (37,302) |
| | 486,884 | 296,766 |
| Gross deferred tax liabilities: | | |
| Prepaid expenses | (7,725) | (10,571) |
| Current | (7,725) | (10,571) |
| Intangible assets | (78,685) | (78,189) |
| Noncurrent | (78,685) | (78,189) |
| Net deferred tax assets | \$ 400,474 | \$ 208,006 |

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The deferred tax assets and liabilities reported at April 30, 2007 do not include deferred tax assets totaling \$393.6 million and deferred tax liabilities totaling \$94.0 million, as these were disclosed on a net basis as assets of discontinued operations held-for-sale in the prior year. The loss from discontinued operations for fiscal year 2008 of \$763.1 million is net of tax benefits of \$412.8 million.

We believe the net deferred tax asset at April 30, 2008 of \$400.5 million is, more likely than not, realizable.

Certain of our subsidiaries file stand-alone returns in various states and foreign jurisdictions. At April 30, 2008, we had net operating losses (NOLs) in various states and foreign jurisdictions of approximately \$970.6 million. We recorded deferred tax assets of \$45.6 million for the tax effects of such losses, and a valuation allowance of \$29.8 million for the portion of such losses that, more likely than not, will not be realized. If not used, the NOLs will expire in varying amounts during fiscal years 2009 through 2027.

We intend to indefinitely reinvest foreign earnings, therefore, a provision has not been made for income taxes that might be payable upon remittance of such earnings. Determination of the amount of unrecognized deferred tax liability on unremitted foreign earnings is not practicable.

We adopted the provisions of FIN 48 on May 1, 2007. This interpretation clarifies the accounting and reporting for uncertainties in income tax law, and prescribes a comprehensive model for the financial statement recognition, measurement, presentation and disclosure of uncertain tax positions. Differences between a tax position taken or expected to be taken in our tax returns and the amount of benefit recognized and measured in the financial statements result in unrecognized tax benefits, which are recorded in the balance sheet as either a liability for unrecognized tax benefits or reductions to recorded tax assets, as applicable.

As a result of the initial adoption of FIN 48, we recognized an additional reserve for uncertain tax positions of \$9.7 million and a corresponding decrease to retained earnings. Total unrecognized tax benefits as of May 1, 2007 were \$133.3 million, of which \$89.0 million, on a gross basis, were tax positions that, if recognized, would impact the effective tax rate.

A reconciliation of the beginning and ending amount of unrecognized tax benefits for fiscal year 2008 is as follows:

| | (in 000s) |
|--|--------------------------|
| Balance, beginning of the year | \$ 133,263 |
| Additions based on tax positions related to prior years | 26,283 |
| Reductions based on tax positions related to prior years | (16,500) |
| Additions based on tax positions related to the current year | 17,736 |
| Reductions related to settlements with tax authorities | (18,633) |
| Expiration of statute of limitations | (5,692) |
| Foreign currency translation | 1,151 |
| Balance, end of the year | <u>\$ 137,608</u> |

Of the \$137.6 million ending gross unrecognized tax benefit balance, \$119.6 million if recognized, would impact the effective rate. This difference results from adjusting the gross balances for such items as federal, state and foreign deferred items, interest and deductible taxes. We believe it is reasonably possible that the balance of unrecognized tax benefits could decrease by approximately \$11.5 million within the next twelve months. This amount is included in accounts payable, accrued expenses, and other current liabilities. The remaining amount is classified as long-term and is included in other noncurrent liabilities in the consolidated balance sheet.

Interest and penalties, if any, accrued on the unrecognized tax benefits are reflected in income tax expense. The amount of gross interest and penalties accrued during the fiscal year ending April 30, 2008 totaled \$18.6 million. The total gross interest and penalties accrued as of April 30, 2008 totaled \$47.5 million.

We file a consolidated federal income tax return in the United States and file tax returns in various state and foreign jurisdictions. The consolidated tax returns for the years 1999–2005 are currently under examination by the Internal Revenue Service (IRS). Tax years prior to 1999 are closed by statute. Historically, tax returns in various foreign and state jurisdictions are examined and settled upon completion of the exam.

NOTE 15: INTEREST INCOME AND OPERATING INTEREST EXPENSE

The following table shows the components of interest income and operating interest expense of our continuing operations. Operating interest expense is included in cost of other revenues on our consolidated income statements.

| Year ended April 30, | 2008 | 2007 | (in 000s) 2006 |
|--------------------------------------|-------------------|-------------------|-------------------|
| Interest income: | | | |
| Mortgage loans, net | \$ 74,895 | \$ 53,396 | \$ — |
| Emerald Advance lines of credit, net | 45,339 | — | — |
| Investment securities | 45,804 | 44,489 | 27,771 |
| Margin receivables | 27,335 | 34,226 | 39,038 |
| Other | 5,481 | 2,910 | 2,694 |
| | \$ 198,854 | \$ 135,021 | \$ 69,503 |
| Operating interest expense: | | | |
| Borrowings | \$ 67,601 | \$ 53,820 | \$ 27,309 |
| Deposits | 42,878 | 32,128 | — |
| | \$ 110,479 | \$ 85,948 | \$ 27,309 |
| Net interest income | \$ 88,375 | \$ 49,073 | \$ 42,194 |

Interest expense reported separately in our statements of operations represents interest expense on acquisition debt that is not directly related to our day-to-day operations. Interest expense on acquisition debt totaled \$2.0 million, \$46.9 million and \$49.1 million for fiscal years 2008, 2007 and 2006, respectively. The last of our significant debt issued for acquisitions was repaid in April 2007, and as a result the related interest expense for fiscal year 2008 declined from that recorded in prior years.

NOTE 16: REGULATORY REQUIREMENTS

REGISTERED BROKER-DEALER - H&R Block Financial Advisors, Inc. (HRBFA) is subject to regulatory requirements intended to ensure the general financial soundness and liquidity of broker-dealers. At April 30, 2008, HRBFA's net capital of \$70.4 million, which was 15.5% of aggregate debit items, exceeded its minimum required net capital of \$9.1 million by \$61.3 million.

HRBFA had pledged customer-owned securities with a fair value of \$47.2 million at April 30, 2008 with a clearing organization, an excess of \$9.6 million over the margin deposit requirements of \$37.6 million. Pledged securities at April 30, 2007, totaled \$47.0 million, an excess of \$11.5 million over the margin requirement.

BANKING - HRB Bank and the Company are subject to various regulatory capital guidelines and requirements administered by federal banking agencies. Failure to meet minimum capital requirements can trigger certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on HRB Bank and the consolidated financial statements. All savings associations are subject to the capital adequacy guidelines and the regulatory framework for prompt corrective action. HRB Bank must meet specific capital guidelines that involve quantitative measures of HRB Bank's assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. HRB Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk-weightings and other factors. HRB Bank files its regulatory Thrift Financial Report (TFR) on a calendar quarter basis.

Quantitative measures established by regulation to ensure capital adequacy require HRB Bank to maintain minimum amounts and ratios of tangible equity, total risk-based capital and Tier 1 capital, as set forth in the table below. In addition to these minimum ratio requirements, HRB Bank is required to continually maintain a 12.0% minimum leverage ratio as a condition of its charter-approval order through fiscal year 2009. This condition was extended through fiscal year 2012 as a result of a Supervisory Directive issued on May 29, 2007. See further discussion of the Supervisory Directive below. As of April 30, 2008, HRB Bank's leverage ratio was 12.8%.

As of March 31, 2008, our most recent TFR filing with the Office of Thrift Supervision (OTS), HRB bank was a "well capitalized" institution under the prompt corrective action provisions of the Federal Deposit Insurance Corporation (FDIC). The five capital categories are: (1) "well capitalized" (total risk-based capital ratio of 10%, tier 1 risk-based capital ratio of 6% and leverage ratio of 5%); (2) "adequately capitalized"; (3) "undercapitalized"; (4) "significantly undercapitalized"; and (5) "critically undercapitalized." There are no conditions or events since March 31, 2008 that management believes have changed HRB Bank's category.

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The following table sets forth HRB Bank's regulatory capital requirements at March 31, 2008, as calculated in the most recently filed TFR:

| | (dollars in 000s) | | | | | |
|-------------------------------------|-------------------|--------------|-------------------------------|--------------|--|--------------|
| | Actual | | For Capital Adequacy Purposes | | To Be Well Capitalized Under Prompt Corrective Action Provisions | |
| | Amount | Ratio | Amount | Ratio | Amount | Ratio |
| Total risk-based capital ratio (1) | \$ 311,281 | 41.3% | \$ 60,242 | 8.0% | \$ 75,303 | 10.0% |
| Tier 1 risk-based capital ratio (2) | \$ 301,718 | 40.1% | N/A | N/A | \$ 45,182 | 6.0% |
| Tier 1 capital ratio (leverage) (3) | \$ 301,718 | 23.2% | \$ 156,026 | 12.0% | \$ 65,011 | 5.0% |
| Tangible equity ratio (4) | \$ 301,718 | 23.2% | \$ 19,503 | 1.5% | n/a | n/a |

- (1) Total risk-based capital divided by risk-weighted assets.
- (2) Tier 1 (core) capital less deduction for low-level recourse and residual interest divided by risk-weighted assets.
- (3) Tier 1 (core) capital divided by adjusted total assets.
- (4) Tangible capital divided by tangible assets.

Block Financial LLC (BFC) made an additional capital contribution to HRB Bank of \$107.1 million during fiscal year 2008. This contribution was necessary for HRB Bank to meet its capital requirements due to seasonal fluctuations in its balance sheet. Also during fiscal year 2008, we submitted an application to the OTS requesting that HRB Bank be allowed to pay dividends to BFC in an amount that will not exceed the capital necessary to continuously maintain HRB Bank's required 12.0% leverage ratio. The OTS approved our application on February 29, 2008. HRB Bank paid a dividend of \$150.0 million to BFC in April 2008.

In conjunction with H&R Block, Inc.'s application with the OTS for HRB Bank, H&R Block, Inc. made commitments as part of our charter approval order (Master Commitment) which included, but were not limited to: (1) H&R Block, Inc. to maintain a three percent minimum ratio of adjusted tangible capital to adjusted total assets, as defined by the OTS; (2) maintain all HRB Bank capital within HRB Bank in accordance with the submitted three-year business plan; and (3) follow federal regulations surrounding intercompany transactions and approvals. H&R Block, Inc. fell below the three percent minimum ratio at April 30, 2007 and the OTS issued a Supervisory Directive. Effective April 30, 2008, the three percent minimum ratio of adjusted tangible capital to adjusted total assets requirement was eliminated, and a Supervisory Directive related to prior non-compliance with this requirement was rescinded.

NOTE 17: COMMITMENTS AND CONTINGENCIES

We offer guarantees under our POM program to tax clients whereby we will assume the cost, subject to certain limits, of additional tax assessments, up to a cumulative per client limit of \$5,000, attributable to tax return preparation error for which we are responsible. We defer all revenues and direct costs associated with these guarantees, recognizing these amounts over the term of the guarantee based upon historical and actual payment of claims. The related current asset is included in prepaid expenses and other current assets. The related liability is included in accounts payable, accrued expenses and other current liabilities on the consolidated balance sheets. The related noncurrent asset and liability are included in other assets and other noncurrent liabilities, respectively, on the consolidated balance sheets. A loss on these POM guarantees would be recognized if the sum of expected costs for services exceeded unearned revenue. The changes in the deferred revenue liability for the fiscal years ended April 30, 2008 and 2007 are as follows:

| Year ended April 30, | (in 000s) | |
|--|-------------------|------------|
| | 2008 | 2007 |
| Balance, beginning of the year | \$ 142,173 | \$ 141,684 |
| Amounts deferred for new guarantees issued | 78,913 | 80,736 |
| Revenue recognized on previous deferrals | (80,503) | (80,247) |
| Balance, end of the year | \$ 140,583 | \$ 142,173 |

On November 1, 2006, we entered into an agreement to purchase \$57.2 million in media advertising between November 1, 2006, and June 30, 2009. During fiscal years 2008 and 2007, we purchased \$18.8 million and \$19.4 million, respectively, in advertising for our retail tax business. We expect to make payments totaling \$19.0 million during fiscal year 2009.

We have various contingent purchase price obligations in connection with prior acquisitions. In many cases, contingent payments to be made in connection with these acquisitions are not subject to a stated limit.

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We estimate the potential payments (undiscounted) total approximately \$24.3 million as of April 30, 2008. Our estimate is based on current financial conditions. Should actual results differ materially from the assumptions, the potential payments will differ from the above estimate. Such payments, if and when paid, would typically be recorded as additional purchase price, generally goodwill.

Commitments exist to loan M&P the lower of the value of their accounts receivable, work-in-process and fixed assets or \$125.0 million, on a revolving basis through January 31, 2011, subject to certain termination clauses. This revolving facility bears interest at prime rate plus two percent on the outstanding amount. The loan is secured by the accounts receivable, work-in-process and fixed assets of M&P. At April 30, 2008, we had a receivable from M&P totaling \$51.6 million.

We are required, in the event of non-delivery of customers' securities owed to us by other broker-dealers or by our customers, to purchase identical securities in the open market. Such purchases could result in losses not reflected in the accompanying consolidated financial statements.

As of April 30, 2008, we had pledged securities totaling \$47.2 million, which satisfied margin deposit requirements of \$37.6 million.

We monitor the credit standing of brokers, dealers and customers with whom we do business. In addition, we monitor the market value of collateral held and the market value of securities receivable from others and seek to obtain additional collateral if insufficient protection against loss exists.

HRBFA has two secured lines of credit with an unaffiliated financial institution with a total credit limit of \$51.0 million. There was no outstanding balance on these lines of credit at April 30, 2008 and 2007, and there were no borrowings on these lines of credit during fiscal years 2008 or 2007.

We have contractual commitments to fund certain franchises requesting Franchise Equity Lines of Credit (FELCs). The commitment to fund FELCs as of April 30, 2008, totaled \$79.1 million with a related receivable balance of \$45.0 million included in the consolidated balance sheet. The receivable represents the amount drawn on the FELCs as of April 30, 2008.

We are self-insured for certain risks, including, workers' compensation, property and casualty, professional liability and claims related to our POM program. These programs maintain various self-insured retentions. In all but POM, commercial insurance is purchased in excess of the self-insured retentions. We believe our insurance reserves are adequate. We accrue estimated losses using actuarial models and assumptions based on historical loss experience. The nature of our business may subject it to error & omissions and casualty lawsuits. To the extent that we are subject to claims exceeding our insurance coverage, such suits could have a material adverse effect on our financial position, results of operations or liquidity.

We issued four standby letters of credit to servicers paying claims related to our POM, errors and omissions, and property and casualty insurance policies. These letters of credit are for amounts not to exceed \$16.5 million, \$3.5 million, \$0.9 million and \$0.5 million, respectively. At April 30, 2008, there were no balances outstanding on these letters of credit.

Our self-insured health benefits plan provides medical benefits to employees electing coverage under the plan. We maintain a reserve for incurred but not reported medical claims and claim development. The reserve is an estimate based on historical experience and other assumptions, some of which are subjective. We will adjust our self-insured medical benefits reserve as our loss experience changes due to medical inflation, changes in the number of plan participants and an aging employee base.

During fiscal year 2006, we entered into a transaction with the City of Kansas City, Missouri, to provide us with sales and property tax savings on the furniture, fixtures and equipment for our corporate headquarters facility. Under the transaction, the City purchased equipment by issuing \$31.0 million in Industrial Revenue Bonds due in December 2015, and leased the furniture, fixtures and equipment to us for an identical term under a capital lease. The City's bonds were purchased by us. Because the City has assigned the lease to the bond trustee for our benefit as the sole bondholder, we, in effect, control enforcement of the lease against ourselves. As a result of the capital lease treatment, the furniture, fixtures and equipment will remain a component of property, plant and equipment in our consolidated balance sheets. As a result of the legal right of offset, the capital lease obligation and the corresponding bond investments have been eliminated in consolidation. The transaction provides us with property tax exemptions for the leased furniture, fixtures and equipment. Additional revenue bonds may be issued to cover the costs of certain improvements to this facility. The total amount of revenue bonds authorized for issuance is \$31.0 million. As of April 30, 2008, we have purchased \$31.0 million in bonds.

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Substantially all of the operations of our subsidiaries are conducted in leased premises. Most of the operating leases are for periods ranging from three years to five years, with renewal options and provide for fixed monthly rentals. Future minimum operating lease commitments of our continuing operations at April 30, 2008, are as follows:

| | (in 000s) |
|-----------------|--------------------------|
| 2009 | \$ 265,130 |
| 2010 | 215,081 |
| 2011 | 149,252 |
| 2012 | 92,815 |
| 2013 | 51,207 |
| 2014 and beyond | 81,471 |
| | <u>\$ 854,956</u> |

Rent expense of our continuing operations for fiscal years 2008, 2007 and 2006 totaled \$347.5 million, \$318.2 million and \$301.8 million, respectively.

MORTGAGE LOAN REPURCHASE LIABILITY - OOMC maintains recourse with respect to loans previously sold or securitized under indemnification of loss provisions relating to both early payment defaults and breach of representations and warranties made to purchasers or insurers. As a result, OOMC may be required to repurchase loans or otherwise indemnify third-parties for losses. The following table summarizes OOMC's loan repurchase activity:

| Year ended April 30, | (dollars in 000s) | | |
|--|-------------------|------------|------------|
| | 2008 | 2007 | 2006 |
| Loans repurchased during the year | \$ 515,370 | \$ 989,992 | \$ 297,606 |
| Repurchase reserves added during the year | \$ 582,373 | \$ 388,733 | \$ 73,562 |
| Repurchase reserves added during the year as a percent of loans originated during the year | 14.38% | 1.44% | 0.18% |

OOMC has established a liability related to potential losses under these indemnifications of \$243.1 million and \$38.4 million at April 30, 2008 and 2007, respectively. On an ongoing basis, OOMC monitors the adequacy of the repurchase liability. During fiscal year 2008, the reserve for estimated losses on loan repurchases increased primarily to provide for potential future claims under representation and warranty provisions. The portion of the reserve balance related to losses on representation and warranty repurchases totaled \$5.6 million at April 30, 2007, and represented the entire balance at April 30, 2008. Given that OOMC ceased originating loans in January 2008, we do not expect continuing risk of loss related to early payment default. As such, OOMC had no reserve recorded at April 30, 2008 relating to early payment defaults, and a reserve of \$32.8 million at April 30, 2007.

Repurchase obligations may also arise from breaches of various representations and warranties OOMC made when selling loans, which in turn may require OOMC to either repurchase the applicable mortgage loans or indemnify the purchaser or insurer. These representations and warranties and corresponding repurchase obligations generally are not subject to stated limits or a stated term and, therefore, may continue for the foreseeable future. To the extent that future claim volumes exceed current estimates, or the value of mortgage loans and residential home prices decline, future losses may be greater than these estimates and those differences may be significant.

GENERAL - In the regular course of business, we are subject to routine examinations by federal, state and local taxing authorities. In management's opinion, the disposition of matters raised by such taxing authorities, if any, would not have a material adverse impact on our consolidated financial statements.

We routinely enter into contracts that include embedded indemnifications that have characteristics similar to guarantees. Other guarantees and indemnifications of the Company and its subsidiaries include obligations to protect counterparties from losses arising from the following: (1) tax, legal and other risks related to the purchase or disposition of businesses; (2) penalties and interest assessed by federal and state taxing authorities in connection with tax returns prepared for clients; (3) indemnification of our directors and officers; and (4) third-party claims relating to various arrangements in the normal course of business. Typically, there is no stated maximum payment related to these indemnifications, and the terms of the indemnities may vary and in many cases is limited only by the applicable statute of limitations. The likelihood of any claims being asserted against us and the ultimate liability related to any such claims, if any, is difficult to predict. While we cannot provide assurance we will ultimately prevail in the event any such claims are asserted, we believe the fair value of these guarantees and indemnifications is not material as of April 30, 2008.

NOTE 18: LITIGATION AND RELATED CONTINGENCIES

We are party to investigations, legal claims and lawsuits arising out of our business operations. We accrue our best estimate of the probable loss upon resolution of investigations, legal claims and lawsuits, which totaled \$11.5 million and \$7.7 million at April 30, 2008 and 2007, respectively. With respect to most of the matters described below, we have concluded that a loss is not probable and therefore no liability has been recorded.

RAL LITIGATION - We have been named as a defendant in numerous lawsuits throughout the country regarding our refund anticipation loan programs (collectively, "RAL Cases"). The RAL Cases have involved a variety of legal theories asserted by plaintiffs. These theories include allegations that, among other things: disclosures in the RAL applications were inadequate, misleading and untimely; the RAL interest rates were usurious and unconscionable; we did not disclose that we would receive part of the finance charges paid by the customer for such loans; untrue, misleading or deceptive statements in marketing RALs; breach of state laws on credit service organizations; breach of contract, unjust enrichment, unfair and deceptive acts or practices; violations of the federal Racketeer Influenced and Corrupt Organizations Act; violations of the federal Fair Debt Collection Practices Act and unfair competition regarding debt collection activities; and that we owe, and breached, a fiduciary duty to our customers in connection with the RAL program.

The amounts claimed in the RAL Cases have been very substantial in some instances, with one settlement resulting in a pretax expense of \$43.5 million in fiscal year 2003 (the "Texas RAL Settlement") and other settlements resulting in a combined pretax expense in fiscal year 2006 of \$70.2 million.

We believe we have meritorious defenses to the remaining RAL Cases and we intend to defend them vigorously. There can be no assurances, however, as to the outcome of the pending RAL Cases individually or in the aggregate or regarding the impact of the RAL Cases on our financial statements. We are unable to determine an estimate of the possible loss or range of loss, if any, in light of the early stages of the currently pending RAL Cases.

The following is updated information regarding the pending RAL Cases that are attorney general actions, class actions or putative class actions:

Sandra J. Basile, et al. v. H&R Block, Inc., et al., April Term 1992 Civil Action No. 3246 in the Court of Common Pleas, First Judicial District Court of Pennsylvania, Philadelphia County, instituted on April 23, 1993. The court decertified the class on December 31, 2003, and the Pennsylvania appellate court subsequently reversed the trial court's decertification decision. On September 26, 2006, the Pennsylvania Supreme Court reversed the appellate court's reversal of the trial court's decertification decision. On June 4, 2007, the appellate court affirmed its earlier decision to reverse the trial court's decertification decision. The Pennsylvania Supreme Court has granted our request to review the appellate court ruling.

The People of California v. H&R Block, Inc., H&R Block Services, Inc., H&R Block Enterprises, Inc., H&R Block Tax Services, Inc., Block Financial Corporation, HRB Royalty, Inc., and Does 1 through 50, Case No., CGC-06-449461, in the California Superior Court, San Francisco County, instituted on February 15, 2006 (alleging, among other things, untrue, misleading or deceptive statements in marketing RALs and unfair competition with respect to debt collection activities; seeks equitable relief, civil penalties and restitution). This case is in the discovery stage. No trial date has been set.

PEACE OF MIND LITIGATION - We are defendants in lawsuits regarding our Peace of Mind program (collectively, the "POM Cases"). The POM Cases are described below.

Lorie J. Marshall, et al. v. H&R Block Tax Services, Inc., et al., Civil Action 2003L000004, in the Circuit Court of Madison County, Illinois, is a class action case filed on January 18, 2002, that was granted class certification on August 27, 2003. Plaintiffs' claims consist of five counts relating to the POM program under which the applicable tax return preparation subsidiary assumes liability for additional tax assessments attributable to tax return preparation error. The plaintiffs allege that the sale of POM guarantees constitutes (1) statutory fraud by selling insurance without a license, (2) an unfair trade practice, by omission and by "cramming" (i.e., charging customers for the guarantee even though they did not request it or want it), and (3) a breach of fiduciary duty. In August 2003, the court certified the plaintiff classes consisting of all persons who from January 1, 1997 to final judgment (1) were charged a separate fee for POM by "H&R Block" or a defendant H&R Block class member; (2) reside in certain class states and were charged a separate fee for POM by "H&R Block" or a defendant H&R Block class member not licensed to sell insurance; and (3) had an unsolicited charge for POM posted to their bills by "H&R Block" or a defendant H&R Block class member. Persons who received the POM guarantee through an H&R Block Premium office and persons who reside in Alabama are excluded from the plaintiff class. The court also certified a defendant class consisting of any entity with names that include "H&R Block" or "HRB," or are otherwise affiliated or associated with H&R Block Tax Services, Inc., and that sold or sells the POM product. The defendants filed

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a motion to decertify the classes, which is set to be heard in July 2008. Discovery is proceeding. No trial date has been set.

There is one other putative class action pending against us in Texas that involves the POM guarantee. This case is pending before the same judge that presided over the Texas RAL Settlement, involves the same plaintiffs' attorneys that are involved in the Marshall litigation in Illinois, and contains similar allegations. No class has been certified in this case.

We believe the claims in the POM Cases are without merit and we intend to defend them vigorously. The amounts claimed in the POM Cases are substantial, however, and there can be no assurances as to the outcome of these pending actions individually or in the aggregate. We are unable to determine an estimate of the possible loss or range of loss, if any, in light of the early stages of the POM Cases.

ELECTRONIC FILING LITIGATION - We are a defendant to a class action filed on August 30, 2002 and entitled *Erin M. McNulty and Brian J. Erzar v. H&R Block, Inc., et al.*, Case No. 02-CIV-4654 in the Court of Common Pleas of Lackawanna County, Pennsylvania, in which the plaintiffs allege that the defendants deceptively portray electronic filing fees as a necessary and required component of standard tax preparation services and do not inform tax preparation clients that they may (1) file tax returns free of charge by mailing the returns, (2) electronically file tax returns from personal computers either free of charge or at significantly lower fees and (3) be eligible to electronically file tax returns free of charge via telephone. The plaintiffs seek unspecified damages and disgorgement of all electronic filing, tax preparation and related fees collected during the applicable class period. Class certification was granted in this case on September 5, 2007. In March 2008, we reached a tentative agreement to settle this case for an amount not to exceed \$2.5 million and have accrued \$1.7 million, representing our best estimate of ultimate loss. The settlement was preliminarily approved on June 27, 2008, with a final fairness hearing set for September 2008.

EXPRESS IRA LITIGATION - On March 15, 2006, the New York Attorney General filed a lawsuit in the Supreme Court of the State of New York, County of New York (Index No. 06/401110) entitled *The People of New York v. H&R Block, Inc. and H&R Block Financial Advisors, Inc. et al.* The complaint alleged fraudulent business practices, deceptive acts and practices, common law fraud and breach of fiduciary duty with respect to the Express IRA product and sought equitable relief, disgorgement of profits, damages and restitution, civil penalties and punitive damages. On July 12, 2007, the Supreme Court of the State of New York issued a ruling that dismissed all defendants other than HRBFA and the claims of common law fraud. Both the New York Attorney General and HRBFA have appealed the adverse portions of the trial court's ruling. We believe the claims in this case are without merit, and we intend to defend this case vigorously, but there are no assurances as to its outcome.

On January 2, 2008, the Mississippi Attorney General filed a lawsuit in the Chancery Court of Hinds County, Mississippi First Judicial District (Case No. G 2008 6 S 2) entitled *Jim Hood, Attorney for the State of Mississippi v. H&R Block, Inc., et al.* The complaint alleged fraudulent business practices, deceptive acts and practices, common law fraud and breach of fiduciary duty with respect to the Express IRA product and sought equitable relief, disgorgement of profits, damages and restitution, civil penalties and punitive damages. The defendants have filed a motion to dismiss. We believe the claims in this case are without merit, and we intend to defend this case vigorously, but there are no assurances as to its outcome.

In addition to the New York and Mississippi Attorney General actions, a number of civil actions were filed against us concerning the Express IRA product, the first of which was filed on March 17, 2006. Except for two cases pending in state court, all of the civil actions have been consolidated by the panel for Multi-District Litigation into a single action styled *In re H&R Block, Inc. Express IRA Marketing Litigation* in the United States District Court for the Western District of Missouri. We believe the claims in these cases are without merit, and we intend to defend these cases vigorously, but there are no assurances as to their outcome.

We are unable to determine an estimate of the possible loss or range of loss, if any, in light of the early stages of the Express IRA litigation.

SECURITIES LITIGATION - On April 6, 2007, a putative class action styled *In re H&R Block Securities Litigation* was filed against the Company and certain of its officers in the United States District Court for the Western District of Missouri. The complaint alleged, among other things, deceptive, material and misleading financial statements, failure to prepare financial statements in accordance with generally accepted accounting principles and concealment of the potential for lawsuits stemming from the allegedly fraudulent nature of the Company's operations. The complaint sought unspecified damages and equitable relief. On October 5, 2007, the court dismissed the complaint and granted the plaintiffs leave to re-file the portion of the complaint pertaining to the Company's financial statements. On November 19, 2007, the plaintiffs re-filed the complaint, alleging, among other things, deceptive, material and misleading financial statements and failure to prepare financial statements in accordance with generally accepted accounting principles. The court dismissed the re-filed complaint on February 19, 2008. On March 11, 2008, the plaintiffs appealed the dismissal. In addition, plaintiffs in a shareholder derivative action that was consolidated into the securities litigation filed a separate appeal on March 18, 2008, contending that the derivative action was improperly consolidated. The derivative action is *Iron Workers Local 16 Pension Fund v. H&R Block, et al.*, in the United States District Court for the Western District of Missouri, Case No. 06-cv-00466-ODS (instituted on June 8, 2006) and was brought against certain of our directors and officers purportedly on behalf of the Company. The derivative action alleges breach of fiduciary duty, abuse of

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control, gross mismanagement, waste, and unjust enrichment pertaining to (1) our restatement of financial results in fiscal year 2006 due to errors in determining our state effective income tax rate and (2) certain of our products and business activities. We believe the claims in these cases are without merit and intend to defend this litigation vigorously. We currently do not believe that we will incur a material loss with respect to this litigation.

RSM McGLADREY LITIGATION - RSM EquiCo, Inc., a subsidiary of RSM McGladrey, Inc. (RSM), is a party to a putative class action filed on July 11, 2006 and entitled *Do Right's Plant Growers et al. v. RSM EquiCo, Inc., et al.* Case No. 06 CC00137, in the California Superior Court, Orange County. The complaint contains allegations regarding business valuation services provided by RSM EquiCo, Inc., including fraud, negligent misrepresentation, breach of contract, breach of implied covenant of good faith and fair dealing, breach of fiduciary duty and unfair competition and seeks unspecified damages, restitution and equitable relief. We intend to defend this case vigorously. The amount claimed in this action is substantial, and there can be no assurance regarding the outcome and resolution of this matter. It is reasonably possible that we could incur losses with respect to this litigation, although an estimate of such losses cannot be made in light of the early stage of the litigation.

RSM has a relationship with the Attest Firms pursuant to which (1) some RSM employees are also partners or employees of the Attest Firms, (2) many clients of the Attest Firms are also RSM clients, and (3) our RSM McGladrey brand is closely linked to the Attest Firms. The Attest Firms are parties to claims and lawsuits (collectively, "Attest Firm Claims"). Judgments or settlements arising from Attest Firm Claims, which exceed the Attest Firms' insurance coverage, could have a direct adverse effect on Attest Firm operations, and could impair RSM's ability to attract and retain clients and quality professionals. Accordingly, although RSM is not a direct party to significant Attest Firm Claims, such Attest Firm Claims could have a material adverse effect on RSM's operations and impair the value of our investment in RSM. There is no assurance regarding the outcome of the Attest Firm Claims.

LITIGATION AND CLAIMS PERTAINING TO DISCONTINUED MORTGAGE OPERATIONS - Although OOMC terminated its mortgage loan origination activities and sold its loan servicing business during fiscal year 2008, it remains subject to investigations, claims and lawsuits pertaining to its loan origination and servicing activities that occurred prior to such termination and sale. These investigations, claims and lawsuits include actions by state attorneys general, other state regulators, municipalities, individual plaintiffs, and cases in which plaintiffs seek to represent a class of others alleged to be similarly situated. Among other things, these investigations, claims and lawsuits allege discriminatory or unfair and deceptive loan origination and servicing practices, public nuisance, fraud, and violations of the Truth in Lending Act, Equal Credit Opportunity Act and the Fair Housing Act. In the current non-prime mortgage environment, the number of these investigations, claims and lawsuits has increased over historical experience and is likely to continue at increased levels. The amounts claimed in these investigations, claims and lawsuits are substantial in some instances, and the ultimate resulting liability is difficult to predict. In the event of unfavorable outcomes, the amounts OOMC may be required to pay in the discharge of liabilities or settlements could be substantial and, because OOMC's operating results are included in our consolidated financial statements, could have a material adverse impact on our consolidated results of operations.

On June 3, 2008, the Massachusetts Attorney General filed a lawsuit in the Superior Court of Suffolk County, Massachusetts (Case No. 08-2474-BLS) entitled *Commonwealth of Massachusetts v. H&R Block, Inc., et al.*, alleging unfair, deceptive and discriminatory origination and servicing of mortgage loans and seeks equitable relief, disgorgement of profits, restitution and statutory penalties. We believe the claims in this case are without merit and intend to defend this litigation vigorously, but there are no assurances as to its outcome. We are unable to determine an estimate of the possible loss or range of loss, if any, in light of the early stages of this litigation.

OOMC also remains subject to potential claims for indemnification and loan repurchases pertaining to loans previously sold. In the current non-prime mortgage environment, it is likely that the frequency of repurchase and indemnification claims may increase over historical experience and give rise to additional litigation. In some instances, H&R Block, Inc. was required to guarantee OOMC's obligations. The amounts involved in these potential claims may be substantial, and the ultimate resulting liability is difficult to predict. In the event of unfavorable outcomes, the amounts OOMC may be required to pay in the discharge or settlement of these claims could be substantial and, because OOMC's operating results are included in our consolidated financial statements, could have a material adverse impact on our consolidated results of operations.

OTHER CLAIMS AND LITIGATION - The Enforcement Division of the NASD, now the Financial Industry Regulatory Authority (FINRA) brought charges against HRBFA regarding the sale by HRBFA of Enron debentures in 2001. On April 25, 2008, a FINRA hearing panel dismissed the Enforcement Division's charges.

We have from time to time been party to investigations, claims and lawsuits not discussed herein arising out of our business operations. These investigations, claims and lawsuits include actions by state attorneys general, other state regulators, individual plaintiffs, and cases in which plaintiffs seek to represent a class of others similarly situated. Some of these investigations, claims and lawsuits pertain to RALs, the electronic filing of customers' income tax returns, the POM guarantee program, wage and hour claims and investment products. We believe we have meritorious defenses to each of these claims, and we are defending or intend to defend them vigorously. The amounts claimed in these claims and lawsuits are substantial in some instances, however the

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ultimate liability with respect to such litigation and claims is difficult to predict. In the event of an unfavorable outcome, the amounts we may be required to pay in the discharge of liabilities or settlements could be material.

In addition to the aforementioned types of cases, we are parties to claims and lawsuits that we consider to be ordinary, routine litigation incidental to our business, including claims and lawsuits (collectively, "Other Claims") concerning investment products, the preparation of customers' income tax returns, the fees charged customers for various products and services, losses incurred by customers with respect to their investment accounts, relationships with franchisees, intellectual property disputes, employment matters and contract disputes. We believe we have meritorious defenses to each of the Other Claims, and we are defending them vigorously. While we cannot provide assurance that we will ultimately prevail in each instance, we believe the amount, if any, we are required to pay in the discharge of liabilities or settlements in these Other Claims will not have a material adverse effect on our consolidated operating results or financial position.

NOTE 19: DISCONTINUED OPERATIONS

Effective November 2006, our Board of Directors approved a plan to exit the mortgage business operated through our subsidiary, OOMC, and we began reporting that business as discontinued operations. During our third fiscal quarter ended January 31, 2008, OOMC ceased all loan origination activities, and initiated a plan to sell its servicing operations.

On April 30, 2008, OOMC sold its loan servicing assets to an affiliate of WL Ross & Co. LLC (WL Ross) pursuant to a previously announced agreement dated March 17, 2008. After repayment of debt outstanding under OOMC's servicing advance facility totaling \$986.2 million, OOMC realized net cash proceeds of \$212.5 million from WL Ross and \$19.9 million previously held in escrow pursuant to the servicing advance facility, for a total of \$232.4 million at closing. OOMC also retained a receivable relating to certain servicing assets of \$117.4 million. At January 31, 2008 we had an impairment relating to the estimated loss upon disposition of OOMC equal to \$304.9 million, including \$193.4 million recorded in fiscal year 2007. OOMC incurred an actual loss upon sale of the servicing assets of \$233.3 million. Impairments were reversed in the fourth quarter, resulting in net impairments for fiscal year 2008 totaling \$39.9 million. As OOMC is a wholly-owned subsidiary, earnings and losses recognized at OOMC are reflected in our consolidated financial statements. The sale is subject to certain post-closing adjustments.

During fiscal year 2007, we also committed to a plan to sell two smaller lines of business and completed the wind-down of one other line of business, all of which were previously reported in our Business Services segment. The two businesses held-for-sale were sold during fiscal year 2008. Additionally, during fiscal year 2007, we completed the wind-down of our tax operations in the United Kingdom, which were previously reported in Tax Services.

As of April 30, 2008, these businesses are presented as discontinued operations in the consolidated financial statements. All periods presented reflect our discontinued operations.

FINANCIAL STATEMENT PRESENTATION - Overhead costs of a continuing nature which would have previously been allocated to discontinued businesses totaled \$4.0 million, \$13.4 million and \$10.8 million for fiscal years 2008, 2007 and 2006, respectively. These amounts are included in continuing operations.

As provided by in EITF No. 87-24, "Allocation of Interest to Discontinued Operations," our losses from discontinued operations include interest on OOMC's servicing advance facility, which was repaid as a result of the disposal transaction, and the allocation of other consolidated interest. The allocation of other consolidated interest is based on borrowings specifically attributable to these operations at a rate of LIBOR plus 250 basis points. Losses of our discontinued operations include interest expense of \$115.2 million, \$40.0 million and \$27.4 million for the fiscal years 2008, 2007 and 2006, respectively, including other consolidated interest expense of \$82.7 million, \$37.3 million and \$23.4 million that was allocated to discontinued operations, respectively. The increase in allocated interest expense over the prior years is due to the significant operating losses and other working capital needs of our mortgage operations during fiscal year 2008. Concurrent with the completion of the sale of our loan servicing activities, we have ceased allocating other consolidated interest expense to mortgage operations. Remaining interest costs associated with debt that is not repaid as a result of the sale will be reported in continuing operations.

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The financial results included in discontinued operations are as follows:

| Year ended April 30, | (in 000s) | | |
|--|----------------|--------------|--------------|
| | 2008 | 2007 | 2006 |
| Net revenue | \$ (423,211) | \$ 74,574 | \$ 1,298,048 |
| Pretax income (loss) from operations | \$ (1,130,366) | \$ (882,130) | \$ 316,911 |
| Goodwill impairment | — | (157,511) | — |
| Loss on sale and estimated impairments | (45,510) | (193,367) | — |
| Pretax income (loss) | (1,175,876) | (1,233,008) | 316,911 |
| Income tax (benefit) | (412,753) | (425,018) | 124,044 |
| Net income (loss) from discontinued operations | \$ (763,123) | \$ (807,990) | \$ 192,867 |

Revenue of discontinued operations shown in the table above is net of loan repurchase reserves, which totaled \$582.4 million, \$388.7 million and \$73.6 million for fiscal years 2008, 2007 and 2006, respectively, and impairments of residual interests in securitizations, which totaled \$137.8 million, \$168.9 million and \$34.1 million, respectively.

In connection with ceasing all loan origination activities, OOMC terminated all remaining on- and off-balance sheet warehouse facilities during fiscal year 2008. OOMC held \$41.2 million in gross principal of mortgage loans for sale as of April 30, 2008, with a related allowance of \$28.2 million.

OOMC maintained a \$1.2 billion facility to fund servicing advances, in which the servicing advances are collateral for the facility. This on-balance sheet facility was repaid in full with the proceeds from the sale of servicing assets on April 30, 2008 and was subsequently closed.

RESTRUCTURING CHARGE - During fiscal year 2006, OOMC initiated a restructuring plan to reduce costs. Restructuring activities continued through fiscal year 2008, including our previously announced closure of all mortgage origination activities. Charges incurred during fiscal years 2008, 2007 and 2006 totaled \$119.2 million, \$21.5 million and \$12.6 million, respectively. In fiscal year 2008, our restructuring activities included \$33.9 million in fixed asset write-offs, with the remainder included in "other adjustments" in the table below. These charges are included in the net loss from discontinued operations on our consolidated income statements. Changes in the restructuring charge liability during the year ended April 30, 2008, are as follows:

| | (in 000s) | | | |
|----------------------------|---|------------------|----------------------|--|
| | Accrual Balance as of April 30, 2007 | Cash Payments | Other Adjustments | Accrual Balance as of April 30, 2008 |
| Employee severance costs | \$ 3,688 | \$ (52,344) | \$ 53,463 | \$ 4,807 |
| Contract termination costs | 10,919 | (10,731) | 22,925 | 23,113 |
| | \$ 14,607 | \$ (63,075) | \$ 76,388 | \$ 27,920 |

The remaining liability related to this restructuring charge is included in accounts payable, accrued expenses and other current liabilities and accrued salaries, wages and payroll taxes on our consolidated balance sheet and primarily relates to lease obligations for vacant space resulting from branch office closings and employee severance costs, respectively.

Employee severance costs include estimates regarding the amount of severance payments made to certain terminated associates and contract termination costs include estimates regarding the length of time required to sublease vacant space and expected recovery rates. Actual results could vary from these estimates.

NOTE 20: SEGMENT INFORMATION

At April 30, 2008, we continued to meet the criteria requiring us to present the related financial results of OOMC, HRBMC and other businesses as discontinued operations in the consolidated financial statements. All periods presented reflect these businesses as discontinued operations. See additional discussion in note 19.

Management has determined the reportable segments identified below according to types of services offered and the manner in which operational decisions are made. We operate in the following reportable segments:

TAX SERVICES – This segment is primarily engaged in providing tax return preparation and related services and products in the U.S., Canada and Australia. During fiscal year 2007, our operations in the United Kingdom were closed. Segment revenues include fees earned for tax-related services performed at company-owned tax offices, royalties from franchise offices, sales of tax preparation and other software, fees from online tax preparation and payments related to RAL participations. This segment includes the Company's tax preparation software, TaxCut® from H&R Block, and other personal productivity software offered to the general public, as well as software designed for small to mid-sized CPA firms who file taxes for

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individuals and businesses. This segment also offers online do-it-yourself-tax preparation and online tax advice to the general public through various websites. Revenues of this segment are seasonal in nature.

Our international operations contributed \$170.2 million, \$131.8 million and \$120.3 million in revenues for fiscal years 2008, 2007 and 2006, respectively, and \$32.1 million, \$20.1 million and \$17.7 million of pretax income, respectively.

BUSINESS SERVICES – This segment offers accounting, tax and business consulting services, wealth management, and capital markets services to middle-market companies in offices located throughout the U.S. Revenues of this segment are seasonal in nature.

CONSUMER FINANCIAL SERVICES – The Consumer Financial Services segment is engaged in offering brokerage services, along with investment planning and related financial advice through HRBFA and retail banking through HRB Bank. HRBFA offers traditional brokerage services, as well as annuities, insurance, fee-based accounts, online account access, equity research and focus lists, model portfolios, asset allocation strategies, and other investment tools and information. HRB Bank offers traditional banking services, including checking and savings accounts, lines of credit, individual retirement accounts, certificates of deposit and prepaid debit card accounts. HRB Bank offers the H&R Block Prepaid MasterCard® and Emerald Advance lines of credit through our Tax Services segment. HRB Bank also holds previously purchased mortgage loans for investment purposes. HRB Bank is dependent upon H&R Block and its affiliates for shared administrative services. Additionally, in fiscal years 2008 and 2007, HRB Bank purchased a significant amount of mortgage loans from OOMC. HRBFA utilizes HRB Bank for certain deposits insured by the FDIC for its customers.

CORPORATE – Corporate support departments provide services to our operating segments, consisting of marketing, information technology, facilities, human resources, executive, legal, finance, government relations and corporate communications. These support department costs are largely allocated to our operating segments. Our captive insurance and franchise financing subsidiaries are also included within Corporate.

IDENTIFIABLE ASSETS – Identifiable assets are those assets, including goodwill and intangible assets, associated with each reportable segment. The remaining assets are classified as Corporate assets, which consist primarily of cash, marketable securities and equipment.

Information concerning the Company's operations by reportable segment is as follows:

| Year ended April 30, | 2008 | 2007 | (in 000s) 2006 |
|--|---------------------|---------------------|---------------------|
| REVENUES : | | | |
| Tax Services | \$ 2,988,617 | \$ 2,685,858 | \$ 2,449,751 |
| Business Services | 941,686 | 932,361 | 828,133 |
| Consumer Financial Services | 459,953 | 388,090 | 287,955 |
| Corporate | 13,621 | 14,965 | 8,914 |
| | \$ 4,403,877 | \$ 4,021,274 | \$ 3,574,753 |
| INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE TAXES : | | | |
| Tax Services | \$ 785,839 | \$ 705,171 | \$ 590,089 |
| Business Services | 88,797 | 57,661 | 70,661 |
| Consumer Financial Services | 10,128 | 19,811 | (32,835) |
| Corporate | (139,543) | (146,845) | (117,433) |
| | \$ 745,221 | \$ 635,798 | \$ 510,482 |
| DEPRECIATION AND AMORTIZATION : | | | |
| Tax Services | \$ 76,828 | \$ 68,369 | \$ 69,074 |
| Business Services | 36,523 | 35,046 | 32,143 |
| Consumer Financial Services | 28,368 | 45,308 | 46,081 |
| Corporate | 4,292 | 1,492 | 1,023 |
| | \$ 146,011 | \$ 150,215 | \$ 148,321 |
| CAPITAL EXPENDITURES : | | | |
| Tax Services | \$ 32,712 | \$ 41,809 | \$ 43,607 |
| Business Services | 32,918 | 31,770 | 23,731 |
| Consumer Financial Services | 4,373 | 2,743 | 11,088 |
| Corporate | 35,907 | 84,769 | 114,851 |
| | \$ 105,910 | \$ 161,091 | \$ 193,277 |
| IDENTIFIABLE ASSETS : | | | |
| Tax Services | \$ 941,769 | \$ 961,415 | \$ 843,717 |
| Business Services | 920,945 | 941,754 | 947,601 |
| Consumer Financial Services | 2,056,028 | 2,619,946 | 1,306,822 |
| Corporate | 1,704,683 | 1,273,976 | 948,742 |
| Assets of discontinued operations | — | 1,746,959 | 1,942,253 |
| | \$ 5,623,425 | \$ 7,544,050 | \$ 5,989,135 |

NOTE 21: QUARTERLY FINANCIAL DATA (UNAUDITED)

At April 30, 2008, we met the criteria requiring us to present the related financial results of OOMC, HRBMC and other smaller businesses as discontinued operations in the consolidated financial statements. All periods presented reflect our discontinued operations. See additional discussion in note 19.

| | (in 000s, except per share amounts) | | | | |
|--|-------------------------------------|--------------|--------------|--------------|--------------|
| | Fiscal Year 2008 | Apr 30, 2008 | Jan 31, 2008 | Oct 31, 2007 | Jul 31, 2007 |
| Revenues | \$ 4,403,877 | \$ 2,615,233 | \$ 972,611 | \$ 434,824 | \$ 381,209 |
| Income (loss) from continuing operations before taxes (benefit) | 745,221 | 1,148,418 | 4,119 | (223,736) | (183,580) |
| Income taxes (benefit) | 290,745 | 457,298 | (5,165) | (87,631) | (73,757) |
| Net income (loss) from continuing operations | 454,476 | 691,120 | 9,284 | (136,105) | (109,823) |
| Net loss from discontinued operations | (763,123) | (147,558) | (56,642) | (366,166) | (192,757) |
| Net income (loss) | \$ (308,647) | \$ 543,562 | \$ (47,358) | \$ (502,271) | \$ (302,580) |
| Basic earnings (loss) per share: | | | | | |
| Net income (loss) from continuing operations | \$ 1.40 | \$ 2.12 | \$ 0.03 | \$ (0.42) | \$ (0.34) |
| Net loss from discontinued operations | (2.35) | (0.45) | (0.18) | (1.13) | (0.59) |
| Net income (loss) | \$ (0.95) | \$ 1.67 | \$ (0.15) | \$ (1.55) | \$ (0.93) |
| Diluted earnings (loss) per share: | | | | | |
| Net income (loss) from continuing operations | \$ 1.39 | \$ 2.11 | \$ 0.03 | \$ (0.42) | \$ (0.34) |
| Net loss from discontinued operations | (2.33) | (0.45) | (0.17) | (1.13) | (0.59) |
| Net income (loss) | \$ (0.94) | \$ 1.66 | \$ (0.14) | \$ (1.55) | \$ (0.93) |
| <hr/> | | | | | |
| | Fiscal Year 2007 | Apr 30, 2007 | Jan 31, 2007 | Oct 31, 2006 | Jul 31, 2006 |
| Revenues | \$ 4,021,274 | \$ 2,351,242 | \$ 931,179 | \$ 396,083 | \$ 342,770 |
| Income (loss) from continuing operations before taxes (benefit) | 635,798 | 1,006,266 | 22,125 | (198,619) | (193,974) |
| Income taxes (benefit) | 261,461 | 415,037 | 181 | (77,622) | (76,135) |
| Net income (loss) from continuing operations | 374,337 | 591,229 | 21,944 | (120,997) | (117,839) |
| Net loss from discontinued operations | (807,990) | (676,793) | (82,196) | (35,463) | (13,538) |
| Net loss | \$ (433,653) | \$ (85,564) | \$ (60,252) | \$ (156,460) | \$ (131,377) |
| Basic earnings (loss) per share: | | | | | |
| Net income (loss) from continuing operations | \$ 1.16 | \$ 1.83 | \$ 0.07 | \$ (0.38) | \$ (0.36) |
| Net loss from discontinued operations | (2.50) | (2.09) | (0.26) | (0.11) | (0.05) |
| Net loss | \$ (1.34) | \$ (0.26) | \$ (0.19) | \$ (0.49) | \$ (0.41) |
| Diluted earnings (loss) per share: | | | | | |
| Net income (loss) from continuing operations | \$ 1.15 | \$ 1.81 | \$ 0.07 | \$ (0.38) | \$ (0.36) |
| Net loss from discontinued operations | (2.48) | (2.07) | (0.25) | (0.11) | (0.05) |
| Net loss | \$ (1.33) | \$ (0.26) | \$ (0.18) | \$ (0.49) | \$ (0.41) |

The accumulation of four quarters in fiscal years 2008 and 2007 for earnings per share may not equal the related per share amounts for the years ended April 30, 2008 and 2007 due to the timing of the exercise of stock options and release of restricted shares and the antidilutive effect of stock options and unvested restricted shares in the first two quarters.

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| | Fiscal Year | Fourth Quarter | Third Quarter | Second Quarter | First Quarter |
|--------------------------|-------------|----------------|---------------|----------------|---------------|
| Fiscal year 2008: | | | | | |
| Dividends per share | \$ 0.56 | \$ 0.14 | \$ 0.14 | \$ 0.14 | \$ 0.14 |
| Stock price range: | | | | | |
| High | \$ 24.02 | \$ 22.27 | \$ 21.84 | \$ 23.00 | \$ 24.02 |
| Low | 16.89 | 17.13 | 16.89 | 17.96 | 19.90 |

| | | | | | |
|--------------------------|----------|----------|----------|----------|----------|
| Fiscal year 2007: | | | | | |
| Dividends per share | \$ 0.53 | \$ 0.14 | \$ 0.14 | \$ 0.14 | \$ 0.13 |
| Stock price range: | | | | | |
| High | \$ 24.86 | \$ 24.05 | \$ 24.86 | \$ 22.94 | \$ 24.30 |
| Low | 18.31 | 18.31 | 21.47 | 20.20 | 21.25 |

NOTE 22: CONDENSED CONSOLIDATING FINANCIAL STATEMENTS

BFC, formerly Block Financial Corporation, is an indirect, wholly-owned consolidated subsidiary of the Company. BFC was converted to a Delaware limited liability company effective January 1, 2008. BFC is the Issuer and the Company is the Guarantor of the \$500.0 million credit facility entered into in April 2007, the Senior Notes issued on January 11, 2008 and October 26, 2004, the CLOCs and other indebtedness issued from time to time. These condensed consolidating financial statements have been prepared using the equity method of accounting. Earnings of subsidiaries are, therefore, reflected in the Company's investment in subsidiaries account. The elimination entries eliminate investments in subsidiaries, related stockholders' equity and other intercompany balances and transactions.

CONDENSED CONSOLIDATING INCOME STATEMENTS

| | (in 000s) | | | | |
|--|--------------------------------|-----------------|-----------------------|------------|---------------------------|
| Year ended April 30, 2008 | H&R Block, Inc. (Guarantor) | BFC (Issuer) | Other Subsidiaries | Elims | Consolidated H&R Block |
| Total revenues | \$ — | \$ 655,935 | \$ 3,755,118 | \$ (7,176) | \$ 4,403,877 |
| Cost of services | — | 217,389 | 2,272,746 | (409) | 2,489,726 |
| Cost of other revenues | — | 227,995 | 84,831 | — | 312,826 |
| Selling, general and administrative | — | 248,317 | 639,986 | (6,417) | 881,886 |
| Total expenses | — | 693,701 | 2,997,563 | (6,826) | 3,684,438 |
| Operating income (loss) | — | (37,766) | 757,555 | (350) | 719,439 |
| Interest expense | — | — | (2,019) | — | (2,019) |
| Other income, net | 745,221 | 250 | 27,551 | (745,221) | 27,801 |
| Income (loss) from continuing operations before taxes (benefit) | 745,221 | (37,516) | 783,087 | (745,571) | 745,221 |
| Income taxes (benefit) | 290,745 | (11,991) | 302,873 | (290,882) | 290,745 |
| Net income (loss) from continuing operations | 454,476 | (25,525) | 480,214 | (454,689) | 454,476 |
| Net loss from discontinued operations | (763,123) | (757,065) | (6,288) | 763,353 | (763,123) |
| Net income (loss) | \$ (308,647) | \$ (782,590) | \$ 473,926 | \$ 308,664 | \$ (308,647) |

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| Year ended April 30, 2007 | H&R Block, Inc. (Guarantor) | BFC (Issuer) | Other Subsidiaries | Elims | Consolidated H&R Block |
|--|--------------------------------|-----------------|-----------------------|--------------|---------------------------|
| Total revenues | \$ — | \$ 974,664 | \$ 3,060,409 | \$ (13,799) | \$ 4,021,274 |
| Cost of services | — | 220,523 | 2,121,431 | (1,559) | 2,340,395 |
| Cost of other revenues | — | 157,017 | 25,245 | — | 182,262 |
| Selling, general and administrative | — | 299,795 | 546,233 | (7,273) | 838,755 |
| Total expenses | — | 677,335 | 2,692,909 | (8,832) | 3,361,412 |
| Operating income | — | 297,329 | 367,500 | (4,967) | 659,862 |
| Interest expense | — | (45,153) | (1,767) | — | (46,920) |
| Other income, net | 635,798 | 19,999 | 2,857 | (635,798) | 22,856 |
| Income from continuing operations before taxes | 635,798 | 272,175 | 368,590 | (640,765) | 635,798 |
| Income taxes | 261,461 | 109,589 | 153,915 | (263,504) | 261,461 |
| Net income from continuing operations | 374,337 | 162,586 | 214,675 | (377,261) | 374,337 |
| Net loss from discontinued operations | (807,990) | (790,862) | (20,362) | 811,224 | (807,990) |
| Net income (loss) | \$ (433,653) | \$ (628,276) | \$ 194,313 | \$ 433,963 | \$ (433,653) |
| Year ended April 30, 2006 | H&R Block, Inc. (Guarantor) | BFC (Issuer) | Other Subsidiaries | Elims | Consolidated H&R Block |
| Total revenues | \$ — | \$ 771,178 | \$ 2,820,183 | \$ (16,608) | \$ 3,574,753 |
| Cost of services | — | 209,755 | 1,868,962 | (620) | 2,078,097 |
| Cost of other revenues | — | 42,580 | 34,673 | — | 77,253 |
| Selling, general and administrative | — | 296,514 | 593,508 | (7,633) | 882,389 |
| Total expenses | — | 548,849 | 2,497,143 | (8,253) | 3,037,739 |
| Operating income | — | 222,329 | 323,040 | (8,355) | 537,014 |
| Interest expense | — | (47,242) | (1,817) | — | (49,059) |
| Other income, net | 510,482 | — | 22,527 | (510,482) | 22,527 |
| Income from continuing operations before taxes | 510,482 | 175,087 | 343,750 | (518,837) | 510,482 |
| Income taxes | 212,941 | 75,043 | 141,188 | (216,231) | 212,941 |
| Net income from continuing operations | 297,541 | 100,044 | 202,562 | (302,606) | 297,541 |
| Net income (loss) from discontinued operations | 192,867 | 203,245 | (15,162) | (188,083) | 192,867 |
| Net income | \$ 490,408 | \$ 303,289 | \$ 187,400 | \$ (490,689) | \$ 490,408 |

CONDENSED CONSOLIDATING BALANCE SHEETS

| | (in 000s) | | | | |
|--|--------------------------------|---------------------|-----------------------|-----------------------|---------------------------|
| April 30, 2008 | H&R Block, Inc. (Guarantor) | BFC (Issuer) | Other Subsidiaries | Elims | Consolidated H&R Block |
| Cash & cash equivalents | \$ — | \$ 96,559 | \$ 630,933 | \$ (647) | \$ 726,845 |
| Cash & cash equivalents — restricted | — | 218,214 | 817 | — | 219,031 |
| Receivables from customers, brokers and dealers, net | — | 438,899 | — | — | 438,899 |
| Receivables, net | 139 | 141,398 | 411,334 | — | 552,871 |
| Mortgage loans held for investment | — | 966,301 | — | — | 966,301 |
| Intangible assets and goodwill, net | — | 173,954 | 978,682 | — | 1,152,636 |
| Investments in subsidiaries | 4,131,345 | — | 322 | (4,131,345) | 322 |
| Other assets | — | 596,612 | 969,896 | 12 | 1,566,520 |
| Total assets | \$ 4,131,484 | \$ 2,631,937 | \$ 2,991,984 | \$ (4,131,980) | \$ 5,623,425 |
| Short-term borrowings | \$ — | \$ 25,000 | \$ — | \$ — | \$ 25,000 |
| Customer deposits | — | 786,271 | — | (647) | 785,624 |
| Accts. payable to customers, brokers and dealers | — | 559,658 | — | — | 559,658 |
| Long-term debt | — | 1,101,885 | 41,185 | — | 1,143,070 |
| Other liabilities | 2 | 551,024 | 1,571,178 | 51 | 2,122,255 |
| Net intercompany advances | 3,143,664 | (632,522) | (2,511,103) | (39) | — |
| Stockholders' equity | 987,818 | 240,621 | 3,890,724 | (4,131,345) | 987,818 |
| Total liabilities and stockholders' equity | \$ 4,131,484 | \$ 2,631,937 | \$ 2,991,984 | \$ (4,131,980) | \$ 5,623,425 |
| April 30, 2007 | H&R Block, Inc. (Guarantor) | BFC (Issuer) | Other Subsidiaries | Elims | Consolidated H&R Block |
| Cash & cash equivalents | \$ — | \$ 165,118 | \$ 756,720 | \$ — | \$ 921,838 |
| Cash & cash equivalents — restricted | — | 329,000 | 3,646 | — | 332,646 |
| Receivables from customers, brokers and dealers, net | — | 410,522 | — | — | 410,522 |
| Receivables, net | 233 | 154,060 | 401,962 | — | 556,255 |
| Mortgage loans held for investment | — | 1,358,222 | — | — | 1,358,222 |
| Intangible assets and goodwill, net | — | 197,914 | 977,418 | — | 1,175,332 |
| Investments in subsidiaries | 4,586,474 | — | 414 | (4,586,474) | 414 |
| Assets held for sale | — | 1,720,984 | 25,975 | — | 1,746,959 |
| Other assets | — | 129,879 | 911,976 | 7 | 1,041,862 |
| Total assets | \$ 4,586,707 | \$ 4,465,699 | \$ 3,078,111 | \$ (4,586,467) | \$ 7,544,050 |
| Short-term borrowings | \$ — | \$ 1,567,082 | \$ — | \$ — | \$ 1,567,082 |
| Customer deposits | — | 1,129,263 | — | — | 1,129,263 |
| Accts. payable to customers, brokers and dealers | — | 633,189 | — | — | 633,189 |
| Long-term debt | — | 502,236 | 17,571 | — | 519,807 |
| Liabilities held for sale | — | 610,391 | 4,982 | — | 615,373 |
| Other liabilities | 2 | 254,906 | 1,409,929 | — | 1,664,837 |
| Net intercompany advances | 3,172,206 | (1,341,912) | (1,830,294) | — | — |
| Stockholders' equity | 1,414,499 | 1,110,544 | 3,475,923 | (4,586,467) | 1,414,499 |
| Total liabilities and stockholders' equity | \$ 4,586,707 | \$ 4,465,699 | \$ 3,078,111 | \$ (4,586,467) | \$ 7,544,050 |

CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS

| | (in 000s) | | | | |
|--|--------------------------------|-----------------|-----------------------|-----------|---------------------------|
| Year ended April 30, 2008 | H&R Block, Inc. (Guarantor) | BFC (Issuer) | Other Subsidiaries | Elims | Consolidated H&R Block |
| Net cash provided by (used in) operating activities: | \$ 47,521 | \$ (729,564) | \$ 897,830 | \$ — | \$ 215,787 |
| Cash flows from investing: | | | | | |
| Mortgage loans originated for investment, net | — | 207,606 | — | — | 207,606 |
| Purchase property & equipment | — | (4,373) | (101,537) | — | (105,910) |
| Payments for business acquisitions | — | — | (24,872) | — | (24,872) |
| Net intercompany advances | 112,027 | — | — | (112,027) | — |
| Investing cash flows from discontinued operations | — | 1,043,466 | 3,730 | — | 1,047,196 |
| Other, net | — | 15,560 | 7,709 | — | 23,269 |
| Net cash provided by (used in) investing activities | 112,027 | 1,262,259 | (114,970) | (112,027) | 1,147,289 |
| Cash flows from financing: | | | | | |
| Repayments of commercial paper | — | (5,125,279) | — | — | (5,125,279) |
| Proceeds from commercial paper | — | 4,133,197 | — | — | 4,133,197 |
| Repayments of short-term borrowings | — | (9,055,426) | — | — | (9,055,426) |
| Proceeds from short-term borrowings | — | 8,505,426 | — | — | 8,505,426 |
| Proceeds from issuance of long-term debt | — | 599,376 | — | — | 599,376 |
| Customer deposits | — | (344,744) | — | (647) | (345,391) |
| Dividends paid | (183,628) | — | — | — | (183,628) |
| Acquisition of treasury shares | (7,280) | — | — | — | (7,280) |
| Proceeds from stock options | 23,322 | — | — | — | 23,322 |
| Net intercompany advances | — | 753,873 | (865,900) | 112,027 | — |
| Financing cash flows from discontinued operations | — | (52,698) | (1,190) | — | (53,888) |
| Other, net | 8,038 | (14,979) | (41,557) | — | (48,498) |
| Net cash used in financing activities | (159,548) | (601,254) | (908,647) | 111,380 | (1,558,069) |
| Net decrease in cash | — | (68,559) | (125,787) | (647) | (194,993) |
| Cash — beginning of the year | — | 165,118 | 756,720 | — | 921,838 |
| Cash — end of the year | \$ — | \$ 96,559 | \$ 630,933 | \$ (647) | \$ 726,845 |

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| Year ended April 30, 2007 | H&R Block, Inc. (Guarantor) | BFC (Issuer) | Other Subsidiaries | Elims | Consolidated H&R Block |
|--|--------------------------------|-----------------|-----------------------|-----------|---------------------------|
| Net cash provided by (used in) operating activities: | \$ 47,638 | \$ (244,776) | \$ (387,586) | \$ — | \$ (584,724) |
| Cash flows from investing: | | | | | |
| Mortgage loans originated for investment | — | (954,281) | — | — | (954,281) |
| Purchases property & equipment | — | (3,063) | (158,028) | — | (161,091) |
| Payments for business acquisitions | — | — | (57,554) | — | (57,554) |
| Net intercompany advances | 276,450 | — | — | (276,450) | — |
| Investing cash flows from discontinued operations | — | 19,744 | (4,382) | — | 15,362 |
| Other, net | — | 3,955 | (4,767) | — | (812) |
| Net cash provided by (used in) investing activities | 276,450 | (933,645) | (224,731) | (276,450) | (1,158,376) |
| Cash flows from financing: | | | | | |
| Repayments of commercial paper | — | (7,908,668) | (355,893) | — | (8,264,561) |
| Proceeds from commercial paper | — | 8,900,750 | 355,893 | — | 9,256,643 |
| Repayments of other short-term borrowings | — | (6,010,432) | — | — | (6,010,432) |
| Proceeds from other short-term borrowings | — | 6,689,432 | — | — | 6,689,432 |
| Customer banking deposits | — | 1,129,263 | — | — | 1,129,263 |
| Repayments of Senior Notes | — | (500,000) | — | — | (500,000) |
| Dividends paid | (171,966) | — | — | — | (171,966) |
| Acquisition of treasury shares | (188,802) | — | — | — | (188,802) |
| Proceeds from issuance of common stock | 25,703 | — | — | — | 25,703 |
| Net intercompany advances | — | (1,134,416) | 857,966 | 276,450 | — |
| Financing cash flows of discontinued operations | — | 52,698 | (277) | — | 52,421 |
| Other, net | 10,977 | (9,495) | (28,072) | — | (26,590) |
| Net cash provided by (used in) financing activities | (324,088) | 1,209,132 | 829,617 | 276,450 | 1,991,111 |
| Net increase in cash | — | 30,711 | 217,300 | — | 248,011 |
| Cash — beginning of the year | — | 134,407 | 539,420 | — | 673,827 |
| Cash — end of the year | \$ — | \$ 165,118 | \$ 756,720 | \$ — | \$ 921,838 |
| | | | | | |
| Year ended April 30, 2006 | H&R Block, Inc. (Guarantor) | BFC (Issuer) | Other Subsidiaries | Elims | Consolidated H&R Block |
| Net cash provided by operating activities: | \$ 66,667 | \$ 7,823 | \$ 519,652 | \$ — | \$ 594,142 |
| Cash flows from investing: | | | | | |
| Purchases property & equipment | — | (11,130) | (182,147) | — | (193,277) |
| Payments for business acquisitions | — | (2,939) | (207,203) | — | (210,142) |
| Net intercompany advances | 245,169 | — | — | (245,169) | — |
| Investing cash flows from discontinued operations | — | (309,303) | (14,792) | — | (324,095) |
| Other, net | — | 14,096 | 24,913 | — | 39,009 |
| Net cash provided by (used in) investing activities | 245,169 | (309,276) | (379,229) | (245,169) | (688,505) |
| Cash flows from financing: | | | | | |
| Repayments of short-term debt | — | (6,165,463) | (258,418) | — | (6,423,881) |
| Proceeds from issuance of short-term debt | — | 6,165,463 | 258,418 | — | 6,423,881 |
| Repayments on lines of credit | — | (625,000) | — | — | (625,000) |
| Proceeds from lines of credit | — | 625,000 | — | — | 625,000 |
| Payments on acquisition debt | — | — | (26,819) | — | (26,819) |
| Dividends paid | (160,031) | — | — | — | (160,031) |
| Acquisition of treasury shares | (260,312) | — | — | — | (260,312) |
| Proceeds from issuance of common stock | 98,481 | — | — | — | 98,481 |
| Net intercompany advances | — | 286,253 | (531,422) | 245,169 | — |
| Other, net | 10,026 | 14,538 | 21,081 | — | 45,645 |
| Net cash provided by (used in) financing activities | (311,836) | 300,791 | (537,160) | 245,169 | (303,036) |
| Net decrease in cash | — | (662) | (396,737) | — | (397,399) |
| Cash — beginning of the year | — | 135,069 | 936,157 | — | 1,071,226 |
| Cash — end of the year | \$ — | \$ 134,407 | \$ 539,420 | \$ — | \$ 673,827 |

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

There were no disagreements or reportable events requiring disclosure pursuant to Item 304(b) of Regulation S-K.

ITEM 9A. CONTROLS AND PROCEDURES

(a) EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES –

We have established disclosure controls and procedures (Disclosure Controls) to ensure that information required to be disclosed in the Company's reports filed under the securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the U.S. Securities and Exchange Commission's rules and forms. Disclosure Controls are also designed to ensure that such information is accumulated and communicated to management, including the CEO and CFO, as appropriate to allow timely decisions regarding required disclosure. Our Disclosure Controls were designed to provide reasonable assurance that the controls and procedures would meet their objectives. Our management, including the Chief Executive Officer and Chief Financial Officer, does not expect that our Disclosure Controls will prevent all error and all fraud. A control system, no matter how well designed and operated, can provide only reasonable assurance of achieving the designed control objectives and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusions of two or more people or by management override of the control. Because of the inherent limitations in a cost-effective, maturing control system, misstatements due to error or fraud may occur and not be detected.

As of the end of the period covered by this Form 10-K, we evaluated the effectiveness of the design and operations of our Disclosure Controls. The controls evaluation was done under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded our Disclosure Controls were effective as of the end of the period covered by this Annual Report on Form 10-K.

(b) MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING –

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f). Under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in "Internal Control – Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) as of April 30, 2008.

Based on our assessment, management concluded that, as of April 30, 2008, the Company's internal control over financial reporting was effective based on the criteria set forth by COSO.

The Company's external auditors, Deloitte & Touche LLP, an independent registered public accounting firm, have issued an audit report on the effectiveness of the Company's internal control over financial reporting. This report appears near the beginning of Item 8.

(c) CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING –

During the quarter ended April 30, 2008, there were no changes that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

PART III**ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT**

The following information appearing in our definitive proxy statement, to be filed no later than 120 days after April 30, 2008, is incorporated herein by reference:

- § Information appearing under the heading “Election of Directors,”
- § Information appearing under the heading “Section 16(a) Beneficial Ownership Reporting Compliance,”
- § Information appearing under the heading “Board of Directors’ Meetings and Committees” regarding identification of the Audit Committee and Audit Committee financial experts.

We have adopted a code of business ethics and conduct that applies to our directors, officers and employees, including our chief executive officer, chief financial officer, principal accounting officer and persons performing similar functions. A copy of the code of business ethics and conduct is available on our website at www.hrblock.com. We intend to provide information on our website regarding amendments to or waivers from the code of business ethics and conduct.

Information about our executive officers as of May 15, 2008, is as follows:

| Name, age | Current position | Business experience since May 1, 2003 |
|------------------------------------|--|---|
| Alan M. Bennett, age 57 | Interim Chief Executive Officer | Interim Chief Executive officer since November 2007; Senior Vice President and Chief Financial Officer of Aetna, Inc. from September 2001 until February 2007. |
| Becky S. Shulman, age 43 | Senior Vice President, Chief Financial Officer and Treasurer | Chief Financial Officer since November 2007; Senior Vice President and Treasurer since September 2001. |
| Jeffrey T. Brown, age 49 | Vice President and Corporate Controller | Vice President and Corporate Controller since March 2008; Assistant Vice President and Assistant Controller from August 2005 until March 2008; Director of Corporate Accounting, from September 2002 to August 2005. |
| Tom A. Allanson, age 50 | President, Digital Tax Services | President, Digital Tax Services since April 2007; Senior Vice President and Group Manager, Digital Tax Services since June 2005; President, TaxNet from February 2004 to June 2005; Senior Vice President and General Manager, Consumer tax group, Intuit, Inc. from September 2000 to February 2004. |
| Timothy C. Gokey, age 46 | President, Retail Tax Services | President, Retail Tax Services since June 2004; McKinsey & Company from 1986 until June 2004. |
| Tammy S. Serati, age 49 | Senior Vice President, Human Resources | Senior Vice President, Human Resources since December 2002. |
| Steven Tait, age 48 | President, RSM McGladrey Business Services, Inc. | President, RSM McGladrey Business Services, Inc. since April 2003; Executive Vice President, Sales & Client Operations, Gartner, Inc., from June 2001 through March 2003. |

ITEM 11. EXECUTIVE COMPENSATION

The information called for by this item is contained in our definitive proxy statement filed pursuant to Regulation 14A not later than 120 days after April 30, 2008, in the sections entitled “Director Compensation” and “Compensation of Executive Officers” and is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information called for by this item is contained in our definitive proxy statement filed pursuant to Regulation 14A not later than 120 days after April 30, 2008, in the section titled “Equity Compensation Plans” and in the section titled “Information Regarding Security Holders” and is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The information called for by this item is contained in our definitive proxy statement filed pursuant to Regulation 14A no later than 120 days after April 30, 2008, in the section titled “Employee Agreements, Change in Control and Other Arrangements” and is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information called for by this item is contained in our definitive proxy statement filed pursuant to Regulation 14A no later than 120 days after April 30, 2008, in the section titled “Audit Fees” and is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) Documents filed as part of this Report:

1. The following financial statements appearing in Item 8: “Consolidated Statements of Operations and Comprehensive Income (Loss),” “Consolidated Balance Sheets,” “Consolidated Statements of Cash Flows” and “Consolidated Statements of Stockholders’ Equity.”
2. Financial Statement Schedule II – Valuation and qualifying Accounts with the related Reports of Independent Registered Public Accounting Firms. These will be filed with the SEC but will not be included in the printed version of the Annual Report to Shareholders.
3. Exhibits: The list of exhibits in the Exhibit Index to this Report is incorporated herein by reference. The following exhibits are required to be filed as exhibits to this Form 10-K:
 - 3.1 Restated Articles of Incorporation of H&R Block, Inc.
 - 3.2 Amended and Restated Bylaws of H&R Block, Inc., as amended and restated as of February 26, 2008.
- 10.1 2003 Long-Term Executive Compensation Plan, as amended as of February 1, 2008.

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- 10.14 H&R Block Severance Plan.
- 10.22 Severance and Release Agreement between Robert Dubrish and Option One Mortgage Corporation dated March 11, 2008.
- 10.26 Employment Agreement dated July 12, 2005 between H&R Block Digital Tax Solutions, LLC and Thomas A. Allanson.
- 12 Computation of Ratio of Earnings to Fixed Charges for the five years ended April 30, 2008.
- 21 Subsidiaries of the Company.
- 23.1 Consent of Deloitte & Touche, Independent Registered Public Accounting Firm.
- 23.2 Consent of KPMG LLP, Independent Registered Public Accounting Firm.
- 31.1 Certification by Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification by Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification by Chief Executive Officer pursuant to 18 U.S.C. 1350, as adopted by Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification by Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted by Section 906 of the Sarbanes-Oxley Act of 2002.

The exhibits will be filed with the SEC but will not be included in the printed version of the Annual Report to Shareholders.

SIGNATURES

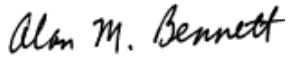
Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

H&R BLOCK, INC.



Alan M. Bennett
Interim Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated on June 30, 2008.



Alan M. Bennett
Interim Chief Executive Officer
(principal executive officer)



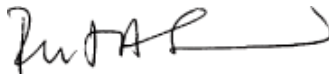
Becky S. Shulman
Senior Vice President, Chief
Financial Officer and Treasurer
(principal financial officer)



Jeffrey T. Brown
Vice President and
Corporate Controller
(principal accounting officer)



Richard C. Breeden
Director, Chairman of the Board



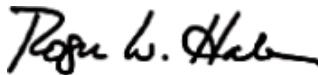
Robert A. Gerard
Director



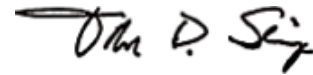
David B. Lewis
Director



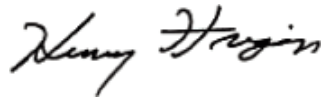
Thomas M. Bloch
Director



Roger W. Hale
Director



Tom D. Seip
Director



Henry F. Frigon
Director



Len J. Lauer
Director



L. Edward Shaw
Director

EXHIBIT INDEX

The following exhibits are numbered in accordance with the Exhibit Table of Item 601 of Regulation S-K:

- 3.1 Restated Articles of Incorporation of H&R Block, Inc.
- 3.2 Amended and Restated Bylaws of H&R Block, Inc., as amended and restated as of February 26, 2008.
- 4.1 Indenture dated as of October 20, 1997, among H&R Block, Inc., Block Financial Corporation and Bankers Trust Company, as Trustee, filed as Exhibit 4(a) to the Company's quarterly report on Form 10-Q for the quarter ended October 31, 1997, file number 1-6089, is incorporated herein by reference.
- 4.2 First Supplemental Indenture, dated as of April 18, 2000, among H&R Block, Inc., Block Financial Corporation, Bankers Trust Company and the Bank of New York, filed as Exhibit 4(a) to the Company's current report on Form 8-K dated April 13, 2000, file number 1-6089, is incorporated herein by reference.
- 4.3 Officer's Certificate, dated October 26, 2004, in respect of 5.125% Notes due 2014 of Block Financial Corporation, filed as Exhibit 4.1 to the Company's current report on Form 8-K dated October 21, 2004, file number 1-6089, is incorporated herein by reference.
- 4.4 Officer's Certificate, dated January 11, 2008, in respect of 7.875% Notes due 2013 of Block Financial LLC, filed as Exhibit 4.1 to the Company's current report on Form 8-K dated January 8, 2008, file number 1-6089, is incorporated herein by reference.
- 4.5 Form of 5.125% Note due 2014 of Block Financial Corporation, filed as Exhibit 4.2 to the Company's current report on Form 8-K dated October 21, 2004, file number 1-6089, is incorporated herein by reference.
- 4.6 Form of 7.875% Note due 2013 of Block Financial LLC, filed as Exhibit 4.2 to the Company's current report on Form 8-K dated January 8, 2008, file number 1-6089, is incorporated herein by reference.
- 4.7 Form of Certificate of Designation, Preferences and Rights of Participating Preferred Stock of H&R Block, Inc., filed as Exhibit 4(e) to the Company's annual report on Form 10-K for the fiscal year ended April 30, 1995, file number 1-6089, is incorporated by reference.
- 4.8 Form of Certificate of Amendment of Certificate of Designation, Preferences and Rights of Participating Preferred Stock of H&R Block, Inc., filed as Exhibit 4(j) to the Company's annual report on Form 10-K for the fiscal year ended April 30, 1998, file number 1-6089, is incorporated by reference.
- 4.9 Form of Certificate of Designation, Preferences and Rights of Delayed Convertible Preferred Stock of H&R Block, Inc., filed as Exhibit 4(f) to the Company's annual report on Form 10-K for the fiscal year ended April 30, 1995, file number 1-6089, is incorporated by reference.
- 10.1 *The Company's 2003 Long-Term Executive Compensation Plan, as amended and restated as of February 1, 2008.
- 10.2 *Form of 2003 Long-Term Executive Compensation Plan Award Agreement, filed as Exhibit 10.2 to the Company's annual report on Form 10-K for the fiscal year ended April 30, 2007, file number 1-6089, is incorporated by reference.
- 10.3 *The H&R Block Deferred Compensation Plan for Directors, as Amended and Restated effective July 1, 2002, filed as Exhibit 10.2 to the Company's annual report on Form 10-K for the fiscal year ended April 30, 2002, file number 1-6089, is incorporated by reference.
- 10.4 *The H&R Block Deferred Compensation Plan for Executives, as Amended and Restated July 1, 2002, filed as Exhibit 10.3 to the Company's annual report on Form 10-K for the fiscal year ended April 30, 2002, file number 1-6089, is incorporated by reference.
- 10.5 *Amendment No. 1 to the H&R Block Deferred Compensation Plan for Executives, as Amended and Restated, effective as of March 12, 2003, filed as Exhibit 10.5 to the company's annual report on Form 10-K for the fiscal year ended April 30, 2003, file number 1-6089, is incorporated herein by reference.
- 10.6 *The H&R Block Executive Performance Plan, filed as Exhibit 10.6 to the company's annual report on Form 10-K for the fiscal year ended April 30, 2006, file number 1-6089, is incorporated herein by reference.
- 10.7 *The Company's 1989 Stock Option Plan for Outside Directors, as amended and restated as of September 8, 2004, filed as Exhibit 10.5 to the Company's quarterly report on Form 10-Q for the quarter ended October 31, 2004, file number 1-6089, is incorporated herein by reference.
- 10.8 *Form of 1989 Stock Option Plan for Outside Directors Stock Option Agreement, filed as Exhibit 10.9 to the Company's annual report on Form 10-K for the year ended April 30, 2005, file number 1-6089, is incorporated by reference.
- 10.9 *The H&R Block Stock Plan for Non-Employee Directors, as amended August 1, 2001, filed as Exhibit 10.3 to the Company's quarterly report on Form 10-Q for the quarter ended October 31, 2001, file number 1-6089, is incorporated herein by reference.
- 10.10 *The H&R Block, Inc. 2000 Employee Stock Purchase Plan, as amended August 1, 2001, filed as Exhibit 10.2 to the Company's quarterly report on Form 10-Q for the quarter ended October 31, 2001, file number 1-6089, is incorporated herein by reference.
- 10.11 *The H&R Block, Inc. Executive Survivor Plan (as Amended and Restated) filed as Exhibit 10.4 to the Company's quarterly report on Form 10-Q for the quarter ended October 31, 2000, file number 1-6089, is incorporated herein by reference.
- 10.12 *First Amendment to the H&R Block, Inc. Executive Survivor Plan (as Amended and Restated), filed as Exhibit 10.9 to the Company's annual report on Form 10-K for the fiscal year ended April 30, 2002, file number 1-6089, is incorporated by reference.
- 10.13 *Second Amendment to the H&R Block, Inc. Executive Survivor Plan (as Amended and Restated), effective as of March 12, 2003, filed as Exhibit 10.12 to the company's annual report on Form 10-K for the fiscal year ended April 30, 2003, file number 1-6089, is incorporated herein by reference.

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- 10.14 *H&R Block Severance Plan.
- 10.15 *Employment Agreement dated December 3, 2007 between HRB Management, Inc. and Alan M. Bennett, filed as Exhibit 10.5 to the Company's quarterly report on Form 10-Q for the quarter ended January 31, 2008, file number 1-6089, is incorporated herein by reference.
- 10.16 *Employment Agreement dated July 16, 1998, between the Company and Mark A. Ernst, filed as Exhibit 10(a) to the Company's quarterly report on Form 10-Q for the quarter ended July 31, 1998, file number 1-6089, is incorporated herein by reference.
- 10.17 *Amendment to Employment Agreement dated June 30, 2000, between HRB Management, Inc. and Mark A. Ernst, filed as Exhibit 10.1 to the Company's quarterly report on Form 10-Q for the quarter ended July 31, 2000, file number 1-6089, is incorporated herein by reference.
- 10.18 *Separation and Release Agreement dated December 28, 2007, between HRB Management, Inc. and Mark A. Ernst, filed as Exhibit 10.11 to the Company's quarterly report on Form 10-Q for the quarter ended January 31, 2008, file number 1-6089, is incorporated herein by reference.*
- 10.19 *Employment Agreement dated as of October 4, 2004 between HRB Management, Inc. and William L. Trubeck, filed as Exhibit 10.2 to the Company's current report on Form 8-K/A Amendment No. 1 dated September 9, 2004, file number 1-6089, is incorporated herein by reference.
- 10.20 *Separation and Release Agreement dated December 28, 2007, between HRB Management, Inc. and William L. Trubeck, filed as Exhibit 10.12 to the Company's quarterly report on Form 10-Q for the quarter ended January 31, 2008, file number 1-6089, is incorporated herein by reference.*
- 10.21 *Employment Agreement between Option One Mortgage Corporation and Robert E. Dubrish, executed on February 9, 2002, filed as Exhibit 10.2 to the Company's quarterly report on Form 10-Q for the quarter ended January 31, 2002, file number 1-6089, is incorporated herein by reference.
- 10.22 *Severance and Release Agreement between Robert Dubrish and Option One Mortgage Corporation dated March 14, 2008.
- 10.23 *Employment Agreement dated December 2, 2002 between HRB Management, Inc. and Tammy S. Serati, filed as Exhibit 10.4 to the quarterly report on Form 10-Q for the quarter ended January 31, 2003, file number 1-6089, is incorporated herein by reference.
- 10.24 *Employment Agreement dated as of April 1, 2003 between HRB Business Services, Inc. and Steven Tait, filed as Exhibit 10.23 to the annual report on Form 10-K for the fiscal year ended April 30, 2003, file number 1-6089, is incorporated herein by reference.
- 10.25 *Employment Agreement dated as of June 28, 2004 between H&R Block Services, Inc. and Timothy C. Gokey, filed as Exhibit 10.4 to the quarterly report on Form 10-Q for the quarter ended July 31, 2004, file number 1-6089, is incorporated herein by reference.
- 10.26 *Employment Agreement dated July 12, 2005 between H&R Block Digital Tax Solutions, LLC and Thomas A. Allanson.
- 10.27 *Employment Agreement dated as of September 15, 2004 between HRB Management, Inc. and Marc West, filed as Exhibit 10.1 to the quarterly report on Form 10-Q for the quarter ended October 31, 2004, file number 1-6089, is incorporated herein by reference.
- 10.28 Separation and Release Agreement between HRB Management LLC and Marc West, filed as Exhibit 10.17 to the quarterly report on Form 10-Q for the quarter ended January 31, 2008, file number 1-6089, is incorporated herein by reference.
- 10.29 *Form of Indemnification Agreement for directors, filed as Exhibit 10.1 to the Company's current report on Form 8-K dated December 14, 2005, file number 1-6089, is incorporated herein by reference.
- 10.30 HSBC Retail Settlement Products Distribution Agreement dated as of September 23, 2005, among HSBC Bank USA, National Association, HSBC Taxpayer Financial Services Inc., Beneficial Franchise Company Inc., Household Tax Masters Acquisition Corporation, H&R Block Services, Inc., H&R Block Tax Services, Inc., H&R Block Enterprises, Inc., H&R Block Eastern Enterprises, Inc., H&R Block Digital Tax Solutions, LLC, H&R Block Associates, L.P., HRB Royalty, Inc., HSBC Finance Corporation and H&R Block, Inc., filed as Exhibit 10.14 to the quarterly report on Form 10-Q for the quarter ended October 31, 2005, file number 1-6089, is incorporated herein by reference. **
- 10.31 HSBC Digital Settlement Products Distribution Agreement dated as of September 23, 2005, among HSBC Bank USA, National Association, HSBC Taxpayer Financial Services Inc., H&R Block Digital Tax Solutions, LLC, and H&R Block Services, Inc., filed as Exhibit 10.15 to the quarterly report on Form 10-Q for the quarter ended October 31, 2005, file number 1-6089, is incorporated herein by reference. **
- 10.32 HSBC Program Appendix of Defined Terms and Rules of Construction, filed as Exhibit 10.18 to the quarterly report on Form 10-Q for the quarter ended October 31, 2005, file number 1-6089, is incorporated herein by reference. **
- 10.33 Joinder and First Amendment to Program Contracts dated as of November 10, 2006, among HSBC Bank USA, National Association, HSBC Trust Company (Delaware), N.A., HSBC Taxpayer Financial Services Inc., Beneficial Franchise Company Inc., Household Tax Masters Acquisition Corporation, H&R Block Services, Inc., H&R Block Tax Services, Inc., H&R Block Enterprises, Inc., H&R Block Eastern Enterprises, Inc., H&R Block Digital Solutions, LLC, H&R Block and Associates, L.P., HRB Royalty, Inc., HSBC Finance Corporation, H&R Block, Inc. and Block Financial Corporation, filed as Exhibit 10.25 to the Company's quarterly report on Form 10-Q for the quarter ended January 31, 2007, file number 1-6089, is incorporated by reference.**
- 10.34 Second Amendment to Program Contracts dated as of November 13, 2006, among HSBC Bank USA, National Association, HSBC Trust Company (Delaware), N.A., HSBC Taxpayer Financial Services, Inc., Beneficial Franchise Company Inc., H&R Block Services, Inc., H&R Block Tax Service, Inc., H&R Block Enterprises, Inc., H&R Block Eastern Enterprises, Inc., H&R Block Digital Solutions, LLC, H&R Block and Associates, L.P., HRB Royalty, Inc., HSBC Finance Corporation, and H&R Block,

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- Inc., filed as Exhibit 10.26 to the Company's quarterly report on Form 10-Q for the quarter ended January 31, 2007, file number 1-6089, is incorporated by reference.**
- 10.35 First Amended and Restated HSBC Refund Anticipation Loan and IMA Participation Agreement dated as of November 13, 2006 among Block Financial Corporation, HSBC Bank USA, National Association, HSBC Trust Company (Delaware), National Association, and HSBC Taxpayer Financial Services, Inc., filed as Exhibit 10.27 to the Company's quarterly report on Form 10-Q for the quarter ended January 31, 2007, file number 1-6089, is incorporated by reference. **
- 10.36 First Amended and Restated HSBC Settlements Products Servicing Agreement dated as of November 13, 2006 among Block Financial Corporation, HSBC Bank USA, National Association, HSBC Trust Company (Delaware), National Association, and HSBC Taxpayer Financial Services, Inc., filed as Exhibit 10.28 to the Company's quarterly report on Form 10-Q for the quarter ended January 31, 2007, file number 1-6089, is incorporated by reference. **
- 10.37 Agreement of Settlement dated April 19, 2006 among HSBC Finance Corporation, HSBC Taxpayer Financial Services Inc., Beneficial Franchise Company, Inc., H&R Block, Inc., H&R Block Services, Inc., H&R Block Tax Services, Inc., Block Financial Corporation, HRB Royalty, Inc., H&R Block Eastern Enterprises, Inc., and Lynne A. Carnegie, filed as Exhibit 10.38 to the annual report on Form 10-K for the year ended April 30, 2006, file number 1-6089, is incorporated herein by reference.
- 10.38 Amended and Restated Five-Year Credit and Guarantee Agreement dated as of August 10, 2005 among Block Financial Corporation, H&R Block, Inc., the lenders party thereto, Bank of America, N.A., HSBC Bank USA, National Association, Royal Bank of Scotland PLC, JPMorgan Chase Bank, N.A., and J.P. Morgan Securities Inc., filed as Exhibit 10.3 to the quarterly report on Form 10-Q for the quarter ended October 31, 2005, file number 1-6089, is incorporated herein by reference.
- 10.39 First Amendment dated as of November 28, 2006 to Amended and Restated Five-Year Credit and Guarantee Agreement among Block Financial Corporation, H&R Block, Inc., JP Morgan Chase Bank and various financial institutions, filed as Exhibit 10.31 to the Company's quarterly report on Form 10-Q for the quarter ended January 31, 2007, file number 1-6089, is incorporated by reference.
- 10.40 Second Amendment dated as of November 19, 2007, to the Amended and Restated Five-Year Credit and Guarantee Agreement dated as of August 10, 2005, filed as Exhibit 10.4 to the Company's quarterly report on Form 10-Q for the quarter ended January 31, 2008, file number 1-6089, is incorporated by reference.
- 10.41 Five-Year Credit and Guarantee Agreement dated as of August 10, 2005 among Block Financial Corporation, H&R Block, Inc., the lenders party thereto, Bank of America, N.A., HSBC Bank USA, National Association, The Royal Bank of Scotland PLC, JPMorgan Chase Bank, N.A. and J.P. Morgan Securities, Inc., filed as Exhibit 10.4 to the quarterly report on Form 10-Q for the quarter ended October 31, 2005, file number 1-6089, is incorporated herein by reference.
- 10.42 First Amendment dated as of November 28, 2006 to Five-Year Credit and Guarantee Agreement among Block Financial Corporation, H&R Block, Inc., JP Morgan Chase Bank and various financial institutions, filed as Exhibit 10.30 to the Company's quarterly report on Form 10-Q for the quarter ended January 31, 2007, file number 1-6089, is incorporated by reference.
- 10.43 Second Amendment dated as of November 19, 2007, to the Five-Year Credit and Guarantee Agreement dated as of August 10, 2005, filed as Exhibit 10.3 to the Company's quarterly report on Form 10-Q for the quarter ended January 31, 2008, file number 1-6089, is incorporated by reference.
- 10.44 License Agreement effective August 1, 2007 between H&R Block Services, Inc. and Sears, Roebuck and Co., filed as Exhibit 10.1 to the quarterly report on Form 10-Q for the quarter ended July 31, 2007, file number 1-6089, is incorporated herein by reference.**
- 10.45 Kiosk License Agreement dated August 22, 2007 among H&R Block Services, Inc., Wal-Mart Stores East, LP, Wal-Mart Stores, Inc., Wal-Mart Louisiana LLC and Wal-Mart Stores Texas, LLC, filed as Exhibit 10.2 to the Company's quarterly report on Form 10-Q for the quarter ended October 31, 2007, file number 1-6089, is incorporated by reference.**
- 10.46 Advances, Pledge and Security Agreement dated April 17, 2006, between H&R Block Bank and the Federal Home Loan Bank of Des Moines, filed as Exhibit 10.11 to the Company's quarterly report on Form 10-Q for the quarter ended October 31, 2007, file number 1-6089, is incorporated by reference.**
- 12 Computation of Ratio of Earnings to Fixed Charges for the five years ended April 30, 2008.
- 21 Subsidiaries of the Company.
- 23.1 Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm.
- 23.2 Consent of KPMG LLP, Independent Registered Public Accounting Firm.
- 31.1 Certification by Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification by Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification by Chief Executive Officer pursuant to 18 U.S.C. 1350, as adopted by Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification by Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted by Section 906 of the Sarbanes-Oxley Act of 2002.

* Indicates management contracts, compensatory plans or arrangements.

** Confidential Information has been omitted from this exhibit and filed separately with the Commission pursuant to a confidential treatment request under Rule 24b-2.

H&R BLOCK, INC.
SCHEDULE II — VALUATION AND QUALIFYING ACCOUNTS
YEARS ENDED APRIL 30, 2008, 2007 AND 2006

| Description | Balance at Beginning of Period | <u>Additions</u> Charged to Costs and Expenses | Deductions (1) | Balance at End of Period |
|---|--------------------------------------|---|-----------------------|-----------------------------|
| Allowance for Doubtful Accounts - deducted from accounts receivable in the balance sheet | | | | |
| 2008 | <u>\$ 101,551,000</u> | <u>\$ 175,264,000</u> | <u>\$ 150,847,000</u> | <u>\$ 125,968,000</u> |
| 2007 | <u>\$ 66,216,000</u> | <u>\$ 66,697,000</u> | <u>\$ 31,362,000</u> | <u>\$ 101,551,000</u> |
| 2006 | <u>\$ 35,318,000</u> | <u>\$ 39,594,000</u> | <u>\$ 8,696,000</u> | <u>\$ 66,216,000</u> |
| Liability related to Mortgage Services restructuring charge | | | | |
| 2008 | <u>\$ 14,607,000</u> | <u>\$ 76,388,000</u> | <u>\$ 63,075,000</u> | <u>\$ 27,920,000</u> |
| 2007 | <u>\$ 7,558,000</u> | <u>\$ 18,740,000</u> | <u>\$ 11,691,000</u> | <u>\$ 14,607,000</u> |
| 2006 | <u>\$ —</u> | <u>\$ 12,624,000</u> | <u>\$ 5,066,000</u> | <u>\$ 7,558,000</u> |

(1) Deductions from the Allowance for Doubtful Accounts reflect recoveries and charge-offs. Deductions from the restructuring charge liability represent payments made.

ARTICLES OF INCORPORATION
OF
H & R BLOCK, INC.
(As amended through December 14, 2007)

We, the undersigned, being natural persons of the age of twenty-one years or more and subscribers to the shares of the corporation under “The General and Business Corporation Act of Missouri”, Chapter 351, R.S. Mo. 1949, do hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the corporation is: H & R BLOCK, INC.

ARTICLE TWO

The address of its initial registered office in the State of Missouri is: 3937 Main Street, in the City of Kansas City, Missouri, and the name of its initial registered agent at such address is: L. E. BLOCH, JR.

ARTICLE THREE

The aggregate number of shares of all classes of stock which the corporation shall have authority to issue is 806,000,000 divided into two classes as follows:

- (i) 800,000,000 shares of a class designated Common Stock, without par value; and
- (ii) 6,000,000 shares of a class designated Preferred Stock, without par value.

The voting powers, designations, preferences, qualifications, limitations, restrictions and special or relative rights in respect of each class of stock are or shall be fixed as follows:

(1) Preferred Stock. The Board of Directors is expressly authorized to issue the Preferred Stock from time to time, in one or more series, provided that the aggregate number of shares issued and outstanding at any time of all such series shall not exceed 6,000,000. The Board of Directors is further authorized to fix or alter, in respect of each such series, the following terms and provisions of any authorized and unissued shares of such stock:

- (a) The distinctive serial designation;
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- (b) The number of shares of the series, which number may at any time or from time to time be increased or decreased (but not below the number of shares of such series then outstanding) by the Board of Directors;
- (c) The voting powers and, if voting powers are granted, the extent of such voting powers including the right, if any, to elect a director or directors;
- (d) The election, term of office, filling of vacancies and other terms of the directorships of directors elected by the holders of any one or more classes or series of such stock;
- (e) The dividend rights, including the dividend rate and the dates on which any dividends shall be payable;
- (f) The date from which dividends on shares issued prior to the date for payment of the first dividend thereon shall be cumulative, if any;
- (g) The redemption price, terms of redemption, and the amount of and provisions regarding any sinking fund for the purchase or redemption thereof;
- (h) The liquidation preferences and the amounts payable on dissolution or liquidation;
- (i) The terms and conditions, if any, under which shares of the series may be converted; and
- (j) Any other terms or provisions which the Board of Directors is by law authorized to fix or alter.

(2) Common Stock. The holders of shares of Common Stock shall be entitled (i) to vote on all matters at all meetings of the shareholders of the corporation on the basis of one vote for each share of Common Stock held of record; (ii) subject to any preferential dividend rights applicable to the Preferred Stock, to receive such dividends as may be declared by the Board of Directors; and (iii) in the event of the voluntary, or involuntary, liquidation or winding up of the corporation, after distribution in full of any preferential amounts to be distributed to holders of shares of Preferred Stock, to receive all of the remaining assets of the corporation available for distribution to its shareholders, ratably in proportion to the aggregate number of their shares of Common Stock and Preferred Stock (if the holders of such Preferred Stock are entitled to share in such distribution).

(3) Provisions applicable to Common and Preferred Stock. No holder of shares of stock of the corporation of any class shall be entitled, as a matter of right, to purchase or subscribe for any shares of stock of the corporation, of any class, whether now or

hereafter authorized. The Board of Directors shall have authority to fix the issue price of any and all shares of stock of the corporation of any class.

ARTICLE FOUR

The number of shares to be issued before the corporation shall commence business is: Twenty (20) shares of common stock, and the consideration to be paid therefor, and the capital with which the corporation will commence business, is: Two Thousand (\$2,000.00) Dollars. All of said shares have been first duly subscribed by the undersigned incorporators and have been paid up in lawful money of the United States.

ARTICLE FIVE

The names and places of residence of the subscribers and shareholders, and the number of shares of stock subscribed by each, are:

| Name | Residence | No. of Shares |
|------------------|------------------------------------|---------------|
| R. A. Bloch | 6501 Overbrook, Kansas City, Mo. | 10 |
| Henry W. Bloch | 2026 W. 63rd St., Kansas City, Mo. | 9 |
| L. E. Bloch, Jr. | 414 W. 58th St., Kansas City, Mo. | 1 |

ARTICLE SIX

(A) Number of Directors. The number of directors to constitute the Board of Directors shall be not less than nine nor more than fifteen, the exact number to be fixed by a resolution adopted by the affirmative vote of a majority of the whole Board, but to be twelve until otherwise determined. Any change in the number of directors, as provided herein, shall be reported to the Secretary of State of Missouri within 30 calendar days of such change.

(B) Election of Directors. Directors shall be elected at each annual meeting of shareholders to hold office until the next succeeding annual meeting of shareholders or until such director's successor has been elected and qualified. The term of office of each director shall begin immediately after his election and each director shall hold office until the next succeeding annual meeting of shareholders or until such director's successor has been elected and qualified and subject to prior death, resignation, retirement or removal from office of the director. No decrease in the number of directors constituting the board of directors shall reduce the term of any incumbent director.

(C) Vacancies. Newly created directorships resulting from an increase in the number of directors and any vacancies on the Board of Directors resulting from any cause shall be filled by a majority of the Board of Directors then in office, although less than a quorum, or by a sole remaining director. Any director elected to fill a vacancy not resulting from an increase in the number of directors shall have the same remaining term as his or her predecessor.

(D) Removal of Directors. The entire Board of Directors of the corporation may be removed at any time but only by the affirmative vote of the holders of 80% or more of the outstanding shares of each class of stock of the corporation entitled to elect one or more directors at a meeting of the shareholders called for such purpose.

(E) Bylaws. The Board of Directors shall have the power to make, alter, amend, change, add to or repeal the Bylaws of the corporation.

ARTICLE SEVEN

The duration of the corporation is perpetual.

ARTICLE EIGHT

The purposes for which the corporation is formed are as follows:

- (1) To perform bookkeeping services, including the preparation of books of account, balance sheets and profit and loss statements, to render tax services, including the preparation of tax returns, and to perform any and all other services directly or indirectly related thereto.
 - (2) To purchase, lease or otherwise acquire, hold, own, improve, develop, sell, mortgage, pledge and otherwise deal in and with real and personal property of every kind and description in the United States of America, and in any territory, colony, dependency or district thereof, and in any foreign country or countries to the extent that the same may be lawfully permissible.
 - (3) To buy, sell, utilize, lease, rent, import, export, manufacture, produce, design, prepare, assemble, fabricate, distribute and otherwise deal in, either at wholesale or retail, or both, either as principal, agent or on commission, all commodities, goods, wares, merchandise, machinery, tools, devices, apparatus, equipment and all other personal property, whether tangible or intangible, of every kind and description.
 - (4) To buy, purchase, manufacture, assemble, distribute, lease (either as lessor or lessee), acquire, sell or in any manner dispose of, import, export, use, operate, rent, hire, mortgage, furnish, grant the use of, repair and generally deal in all kinds of construction, building and engineering equipment, including, but not limited to, bulldozers, castings, cranes, compressors, concrete mixers, drag lines, dump wagons, earth moving machinery and equipment, plows, pumps, road machines, road rollers, scrapes, shovels, tractors, trucks and automobile equipment, and in general all kinds of machinery, appliances, devices, implements, tools, fixtures, instruments, supplies, materials, and property of every kind and description, usable or adaptable for use by contractors and civil engineers.
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- (5) To apply for, obtain, purchase, lease, take licenses in respect of or otherwise acquire, and to hold, own, use, operate, enjoy, turn to account, grant licenses in respect of, manufacture under, introduce, sell, assign, mortgage, pledge or otherwise dispose of:
- a. Any and all inventions, devices and processes and any improvements and modifications thereof;
 - b. Any and all letters patent of the United States or of any other country, state or locality, and all rights connected therewith or appertaining thereto;
 - c. Any and all copyrights granted by the United States or any other country, state or locality as aforesaid;
 - d. Any and all trade-marks, trade names, trade symbols and other indications of origin and ownership granted by or recognized under the laws of the United States or of any other country, state or locality as aforesaid; and to conduct and carry on its business in any or all of its various branches under any trade name or trade names.

(6) To engage in, carry on and conduct research, experiments, investigations, analyses, studies and laboratory work, for the purpose of discovering new products or to improve products, articles and things and to acquire, own, operate, maintain and dispose of, whenever the corporation deems such action desirable, laboratories and similar facilities, plants and any and all other establishments, and to procure, own and hold all necessary equipment in respect thereof, for the purposes aforesaid.

(7) To enter into any lawful contract or contracts with persons, firms, corporations or other entities, governments or any agencies or subdivisions thereof, including guaranteeing the obligations of any person, firm, or corporation or other entity.

(8) To purchase and acquire, as a going concern or otherwise, and to carry on, maintain and operate all or any part of the property or business of any corporation, firm, association, entity, syndicate, or person whatsoever, deemed to be of benefit to the corporation, or of use in any manner in connection with any of its objects or purposes; and to acquire, own, hold and use and dispose of, upon such terms as may seem advisable to the corporation, any and all property, real, personal or mixed, and any interest therein deemed necessary, useful or of benefit to the corporation in any manner in connection with any of its objects or purposes.

(9) To purchase or otherwise acquire, hold, sell, pledge, reissue, transfer or otherwise deal in shares of the corporation's own stock, provided that it shall not use its funds or property for the purchase of its own shares of stock when such use would be in any manner prohibited by law, by the articles of incorporation or by the bylaws of the

corporation; and, provided further, that shares of its own stock belonging to it shall not be voted upon directly or indirectly.

(10) To invest, lend and deal with moneys of the corporation in any lawful manner, and to acquire by purchase, by the exchange of stock or other securities of the corporation, by subscription or otherwise and to invest in, to hold for investment or for any other purpose, and to deal in and use, sell, pledge, or otherwise dispose of, and in general to deal in any interest concerning or enter into any transaction with respect to (including "long" and "short" sales of) any stocks, bonds, notes, debentures, certificates, receipts and other securities and obligations of any government, state, municipality, corporation, association or other entity, including individuals and partnerships and, while owner thereof, to exercise all of the rights, powers and privileges of ownership, including, among other things, the right to vote thereon for any and all purposes and to give consent with respect thereto.

(11) To borrow or raise money for any purpose of the corporation and to secure the same and the interest accruing on any such loan, indebtedness or obligation of the corporation, and for that or any other purposes to mortgage, pledge, hypothecate or charge all or any part of the present or hereafter acquired property, rights and franchises of the corporation, real, personal, mixed or of any character whatever, subject only to limitations specifically imposed by law.

(12) To do any or all of the things hereinabove enumerated alone for its own account, or for the account of others, or as the agent for others, or in association with others or by or through others, and to enter into all lawful contracts and undertakings in respect thereof.

(13) To have one or more offices, to conduct its business, carry on its operations and promote its objects within and without the State of Missouri, in other states, the District of Columbia, the territories, colonies and dependencies of the United States and in foreign countries, without restriction as to place, manner or amount, but subject to the laws of such state, district, territory, colony, dependency or country; and to do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world, either alone or in company with others.

(14) In general, to carry on any other business in connection with each and all of the foregoing or incidental thereto, and to carry on, transact and engage in any and every lawful business or other lawful thing calculated to be of gain, profit or benefit to the corporation as fully and freely as a natural person might do, to the extent and in the manner, anywhere within or without the State of Missouri, as it may from time to time determine; and to have and exercise each and all of the powers and privileges, either direct or incidental, which are given and provided by or are available under the laws of the State of Missouri in respect of private corporations organized for profit thereunder; provided, however, that the corporation shall not engage in any activity for which a corporation may not be formed under the laws of the State of Missouri.

It is the intention that each of the objects, purposes and powers specified in each of the paragraphs in this Article Eight shall be in no wise limited or restricted by reference to or inference from the terms of any other paragraph, but that the objects, purposes and powers specified in each of the paragraphs of this Article Eight shall be regarded as independent objects, purposes and powers. The enumeration of the specific objects, purposes and powers of this Article shall not be construed to restrict in any manner the general objects, purposes and powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature. The enumeration of objects, purposes or powers herein shall not be deemed to exclude or in any way limit by inference any objects, purposes or powers which this corporation has power to exercise, whether expressly or by force of the laws of the State of Missouri, now or hereafter in effect, or impliedly by any reasonable construction of such laws.

ARTICLE NINE

The private property of the shareholders shall not be subject to the payment of the corporate debt of the corporation.

ARTICLE TEN

Both the shareholders and directors shall have power, if the Bylaws so provide, to hold their meetings and to have one or more offices within or without the State of Missouri, and to keep books and records of the corporation business (subject to the provisions of the applicable laws of Missouri) outside of the State of Missouri, at such places as may be from time to time designated by the Board of Directors.

ARTICLE ELEVEN

Any contract, transaction or act of the corporation or of the directors, which shall be ratified by a majority of a quorum of the shareholders having voting power at any annual meeting, or at any special meeting called for such purpose, shall, except as otherwise specifically provided by law or by the Articles of Incorporation, be as valid and as binding as though ratified by every shareholder of the corporation; provided, however, that any failure of the shareholders to approve or ratify such contract, transaction or act, when and if submitted, shall not of itself be deemed in any way to render the same invalid, nor deprive the directors of their right to proceed with such contract, transaction or act.

ARTICLE TWELVE

In case the corporation enters into contracts or transacts business with one or more of its directors, or with any firm of which one or more of its directors are members, or with any other corporation or association of which one or more of its directors are members or shareholders, directors or officers, such transaction or transactions shall not be invalidated or in any way affected by the fact that such director or directors have or may have interests therein which are or might be adverse to the interests of this

corporation; provided that such contract or transaction is entered into in good faith and authorized or ratified in the usual course of business as may be provided for in the Bylaws of this corporation.

ARTICLE THIRTEEN

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner as hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE FOURTEEN

Special meetings of the shareholders for any lawful purpose or purposes may be called only by a majority of the Board of Directors, by the holders of not less than 80% of all outstanding shares of stock of the corporation entitled to vote at an annual meeting, by the Chairman of the Board or by the President.

ARTICLE FIFTEEN

The affirmative vote of not less than 80% of the outstanding shares of the corporation entitled to vote in an election of directors shall be required for the approval or authorization of any Business Transaction (as hereinafter defined) with a Related Person (as hereinafter defined), whether or not such Business Transaction was approved by a lesser vote prior to the time the Related Person became a Related Person, unless:

- (1) The Business Transaction shall have been approved by a two-thirds vote of the Continuing Directors (as hereinafter defined); or
- (2) The Business Transaction is a merger or consolidation and the cash or fair market value of the property, securities or other consideration to be received per share by the holders of each class of stock of the corporation in the Business Transaction is not less than such Related Person's Highest Purchase Price (as hereinafter defined).

For purposes of this Article Fifteen:

1. The term "Business Transaction" shall mean: (a) any merger or consolidation of the corporation or any subsidiary of the corporation; (b) any sale, lease, exchange, mortgage, pledge, transfer or other disposition (in one transaction or a series of transactions) of all or a Substantial Part (as hereinafter defined) of the assets of the corporation or any subsidiary; (c) the issuance, sale, exchange, transfer or other disposition by the corporation or any subsidiary of any securities of the corporation or any subsidiary; (d) any reclassification of securities (including any reverse stock split) or
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recapitalization of the corporation or any other transaction which has the effect, directly or indirectly, of increasing the voting power of a Related Person; (e) any liquidation, spinoff, split-up or dissolution of the corporation; and (f) any agreement, contract or other arrangement providing for any of the transactions described in this definition of Business Transaction.

2. The term “Related Person” shall mean and include any individual, corporation, partnership or other person or entity, other than the corporation or any wholly-owned subsidiary thereof, which, together with its “Affiliates” and “Associates” (as defined on June 1, 1983 in Rule 12b-2 under the Securities Exchange Act of 1934 (the “Exchange Act”), “Beneficially Owns” (as defined on June 1, 1983, in Rule 13d-3 under the Exchange Act) in the aggregate 15 percent or more of the outstanding shares of the corporation entitled to vote in an election of directors at the time a resolution approving the Business Transaction is adopted by a two-thirds vote of the corporation’s Board of Directors or on the record date for the determination of shareholders entitled to notice of and to vote on the Business Transaction, and any Affiliate or Associate of any such individual, corporation, partnership or other person or entity.
3. The term “Continuing Director” shall mean any member of the Board of Directors of the corporation who was either a member of the Board of Directors prior to the time that the Related Person became a Related Person or who subsequently became a director of the corporation and whose election, or nomination for election by the corporation’s shareholders, was approved by a vote of a majority of the Continuing Directors.
4. The term “Highest Purchase Price” shall mean the highest amount of consideration paid by such Related Person for a share of the corporation’s Common Stock within one year prior to the date such person became a Related Person or in the transaction that resulted in such Related Person becoming a Related Person, provided that the Highest Purchase Price shall be appropriately adjusted for stock splits, stock dividends and like distributions.
5. The term “Substantial Part” shall mean more than 20% of the fair market value of the total assets of the entity in question, as of the end of its most recent fiscal year ending prior to the time the determination is made.

ARTICLE SIXTEEN

The affirmative vote of the holders of not less than 80% of the outstanding shares of stock of this corporation entitled to vote generally in the election of directors shall be required to amend, modify, alter or repeal Articles Three, Six, Fourteen, Fifteen and Sixteen of these Articles of Incorporation or any provision of the corporation's Bylaws, provided that the affirmative vote of a majority of the votes entitled to be cast shall be sufficient to approve any such amendment, modification, alternation or repeal that has been adopted by a vote of 80% of the members of the Board of Directors and that the power of the Board of Directors to amend, modify, alter or repeal any Bylaw shall be governed by Section E of Article Six.

IN WITNESS WHEREOF, we have hereunto set our hands this 10th day of June, 1955.

/s/ R. A. Bloch
R. A. BLOCH

/s/ Henry W. Bloch
HENRY W. BLOCH

/s/ L. E. Bloch, Jr.
L. E. BLOCH, JR.

H & R Block, Inc., a Missouri corporation whose original Articles of Incorporation were filed with the Secretary of State of Missouri on July 27, 1955, hereby states that the Restated Articles of Incorporation were duly adopted by a vote of the shareholders in accordance with the General and Business Corporation Law of Missouri, Section 351.106; that the Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation as theretofore amended, and that the Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

IN WITNESS WHEREOF, the undersigned has caused these Restated Articles of Incorporation to be executed this 2 day of September, 1976.

H & R BLOCK, INC.

By /s/ Henry W. Bloch
Henry W. Bloch, President

By /s/ Richard A. Bloch
Richard A. Bloch, Secretary

(CORPORATE SEAL)

STATE OF MISSOURI)
) SS
COUNTY OF JACKSON)

I, Corine Craig, a Notary Public, do certify that on this 2 day of September, 1976, personally appeared before me, HENRY W. BLOCH, who, being by me first duly sworn, declared that he is the President of H & R Block, Inc., that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

/s/ Corine Craig
Notary Public

Corine Craig
My commission expires Dec. 12, 1978

AMENDED AND RESTATED
BYLAWS
OF
H & R BLOCK, INC.
(As amended through February 26, 2008)

OFFICES

1. **OFFICES.** The corporation shall maintain a registered office in the State of Missouri, and shall have a resident agent in charge thereof. The location of the registered office and name of the resident agent shall be designated in the Articles of Incorporation, or by resolution of the board of directors, on file in the appropriate offices of the State of Missouri. The corporation may maintain offices at such other places within or without the State of Missouri as the board of directors shall designate.

SEAL

2. **SEAL.** The corporation shall have a corporate seal inscribed with the name of the corporation and the words "Corporate Seal — Missouri". The form of the seal may be altered at pleasure and shall be used by causing it or a facsimile thereof to be impressed, affixed, reproduced or otherwise used.

SHAREHOLDERS' MEETINGS

3. **PLACE OF MEETINGS.** All meetings of the shareholders shall be held at the principal office of the corporation in Missouri, except such meetings as the board of directors (to the extent permissible by law) expressly determines shall be held elsewhere, in which case such meetings may be held at such other place or places, within or without the State of Missouri, as the board of directors shall have determined.

4. **ANNUAL MEETING.** (a) Date And Time. The annual meeting of shareholders shall be held on the first Wednesday in September of each year, if not a legal holiday, and if a legal holiday, then on the first business day following, at 9:00 a.m., or on such other date as the board of directors may specify, when directors shall be elected and such other business transacted as may be properly brought before the meeting.

(b) Business Conducted. At an annual meeting of shareholders, only such business shall be conducted as shall have been properly brought before the meeting. To be properly brought before an annual meeting, business must be (i) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the board, (ii) otherwise properly brought before the meeting by or at the direction of the board, or (iii) otherwise properly brought before the meeting by a shareholder who was a shareholder of record both at the time of giving of notice provided for in this section 4(b) and at the time of the meeting, who is entitled to vote at the meeting and who has complied with the notice and other requirements of this section 4(b).

For business to be properly brought before an annual meeting by a shareholder, the

shareholder must have given timely notice of the business in writing to the secretary of the corporation and such business must be a proper subject for action by the corporation's shareholders under applicable law.

To be timely, a shareholder's notice must be received by the secretary at the principal executive offices of the corporation at least 45 days before the date in the year of the annual meeting corresponding to the date on which the corporation first mailed its proxy statements for the prior year's annual meeting of shareholders. Such notice shall set forth as to each matter the shareholder proposes to bring before the meeting

- (i) a brief description of the business desired to be brought before the annual meeting;
- (ii) the text of the proposal or business (including any proposed resolutions) and, if such business includes (to the extent, if any, permitted) a proposal to amend the Articles of Incorporation or the Bylaws, the language of the proposed amendment;
- (iii) the reasons for conducting such business at the annual meeting;
- (iv) any material interest of such shareholder (and of the beneficial owner, if any, on whose behalf the proposal is made) in such business; and
- (v) as to the shareholder giving the notice and the beneficial owner, if any, on whose behalf the proposal is made (A) the name and address of the shareholder and beneficial owner, as they appear on the corporation's books, (B) the class and number of shares of stock of the corporation that are owned beneficially and of record by such shareholder and beneficial owner, (C) any other information with respect to such matter as would have been required to be included in a proxy statement filed pursuant to Regulation 14A under the Exchange Act then in effect, had proxies been solicited by the board of directors with respect thereto, (D) whether the shareholder or beneficial owner, if any, intends, or is part of a group that intends to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the corporation's outstanding capital stock required to approve or adopt the proposal or otherwise solicit proxies from shareholders in support of such proposal, and (E) a representation that the shareholder (or a qualified representative of the shareholder) intends to appear in person at the meeting to propose such business.

Only such business shall be conducted at the annual meeting as has been brought before the meeting in accordance with the procedures set forth in this section 4(b). The chairman of an annual meeting shall determine whether any proposal to bring business before the meeting was made in accordance with the provisions of this section 4(b) and is a proper subject for shareholder action pursuant to this section 4(b) and applicable law, and if proposed business is not in compliance with this section 4(b) or not a proper subject for shareholder action, to declare that such defective proposal be disregarded and not transacted. The chairman of the annual meeting shall have sole authority to decide questions of compliance with the foregoing procedures, and his or her ruling shall be final. This provision shall not prevent the consideration and approval or disapproval at the meeting of reports of officers, directors and committees of the Board of Directors; provided that no new business shall be acted upon at the meeting in connection with such reports unless stated, submitted and received as herein provided.

Notwithstanding anything to the contrary in this section 4(b), (i) if the shareholder (or a qualified representative of the shareholder) does not appear at the meeting of shareholders to propose such business, such business shall not be transacted (notwithstanding that proxies in respect of such vote may have been received by the corporation), and (ii) a shareholder shall also comply with state law and the Exchange Act and the rules and regulations thereunder with respect to the matters set forth in this section 4(b). Nothing in this section 4(b) shall be deemed to affect any rights of shareholders to request inclusion of proposals in, or the corporation's right to omit proposals from, the corporation's proxy statement and form of proxy pursuant to Rule 14a-8 under the Exchange Act or any successor provision. The provisions of this Section 4(b) shall also govern what constitutes timely notice for purposes of Rule 14a4(c) (and any successor provision) under the Exchange Act.

5. SPECIAL MEETINGS. Special meetings of the shareholders may be called at any time by the chairman of the board, by the chief executive officer or by the president, or at any time upon the written request of a majority of the board of directors, or upon the written request of the holders of not less than 80% of the stock of the corporation entitled to vote in an election of directors. Each call for a special meeting of the shareholders shall state the time, the day, the place and the purpose or purposes of such meeting and shall be in writing, signed by the persons making the same and delivered to the secretary. No business shall be transacted at a special meeting other than such as is included in the purposes stated in the call.

6. CONDUCT OF ANNUAL AND SPECIAL MEETINGS. The chairman of the board, or in his absence the chief executive officer or the president, shall preside as the chairman of the meeting at all meetings of the shareholders. The chairman of the meeting shall be vested with the power and authority to (i) maintain control of and conduct an orderly meeting; (ii) exclude any shareholder from the meeting for failing or refusing to comply with any of the procedural standards or rules or conduct or any reasonable request of the chairman; and (iii) appoint inspectors of elections, prescribing their duties, and administer any oath that may be required under Missouri law. The ruling of the presiding officer on any matter shall be final and exclusive. The presiding officer shall establish the order of business and such rules and procedures for conducting the meeting as in his or her sole and complete discretion he or she determines necessary, appropriate or convenient under the circumstances, including (without limitation) (i) an agenda or order of business for the meeting, (ii) rules and procedures for maintaining order at the meeting and the safety of those present, (iii) limitations on participation in such meeting to shareholders of record of the corporation and their duly authorized and constituted proxies and such other persons as the presiding officer shall permit, (iv) restrictions on entry to the meeting after the time fixed for commencement thereof, (v) limitations on the time allotted to questions or comments by participants and (vi) regulation of the voting or balloting as applicable, including (without limitation) matters that are to be voted on by ballot, if any. Unless and to the extent determined by the Board of Directors or the presiding officer, meetings of shareholders shall not be required to be held in accordance with rules of parliamentary procedure.

7. NOTICES. Written or printed notice of each meeting of the shareholders, whether annual or special, stating the place, date and time thereof and in case of a special meeting, the purpose or purposes thereof shall be delivered or mailed to each shareholder entitled to vote thereat, not less than ten nor more than seventy days prior to the meeting, unless, as to a particular matter, other or further notice is required by law, in which case such other

or further notice shall be given. Any notice of a shareholders' meeting sent by mail shall be deemed to be delivered when deposited in the United States mail with postage prepaid thereon, addressed to the shareholder at his address as it appears on the books of the corporation.

8. WAIVER OF NOTICE. Whenever any notice is required to be given under the provisions of these bylaws, the Articles of Incorporation of the corporation, or of any law, a waiver thereof, if not expressly prohibited by law, in writing signed by the person or persons entitled to such notice, shall be deemed the equivalent to the giving of such notice.

9. QUORUM. Except as otherwise may be provided by law, by the Articles of Incorporation of the corporation or by these bylaws, the holders of a majority of the shares issued and outstanding and entitled to vote thereat, present in person or by proxy, shall be required for and shall constitute a quorum at all meetings of the shareholders for the transaction of business. Every decision of a majority in amount of shares of such quorum shall be valid as a corporate act, except in those specific instances in which a larger vote is required by law or by the Articles of Incorporation. If a quorum be not present at any meeting, the shareholders entitled to vote thereat, present in person or by proxy, shall have power to adjourn the meeting to a specified date not longer than 90 days after such adjournment without notice other than announcement at the meeting, until the requisite amount of voting shares shall be present. At such adjourned meeting at which the requisite amount of voting shares shall be represented any business may be transacted which might have been transacted at the meeting as originally notified.

10. PROXIES. At any meeting of the shareholders, every shareholder having the right to vote shall be entitled to vote in person or by proxy appointed by an instrument in writing subscribed by such shareholder and bearing a date not more than eleven months prior to said meeting unless said instrument provides that it shall be valid for a longer period.

11. VOTING. Each shareholder shall have one vote for each share of stock having voting power registered in his name on the books of the corporation and except where the transfer books of the corporation shall have been closed or a date shall have been fixed as a record date for the determination of its shareholders entitled to vote, no share of stock shall be voted at any election for directors which shall have been transferred on the books of the corporation within seventy days preceding such election of directors.

Shareholders shall have no right to vote cumulatively for the election of directors.

A shareholder holding stock in a fiduciary capacity shall be entitled to vote the shares so held, and a shareholder whose stock is pledged shall be entitled to vote unless, in the transfer by the pledgor on the books of the corporation, he shall have expressly empowered the pledgee to vote thereon, in which case only the pledgee or his proxy may represent said stock and vote thereon.

12. SHAREHOLDERS' LISTS. A complete list of the shareholders entitled to vote at every election of directors, arranged in alphabetical order, with the address of and the number of voting shares held by each shareholder, shall be prepared by the officer having charge of the stock books of the corporation and for at least ten days prior to the date of the election shall be open at the place where the election is to be held, during the usual hours

for business, to the examination of any shareholder and shall be produced and kept open at the place of the election during the whole time thereof to the inspection of any shareholder present. The original or duplicate stock ledger shall be the only evidence as to who are shareholders entitled to examine such lists, or the books of the corporation, or to vote in person or by proxy, at such election. Failure to comply with the foregoing shall not affect the validity of any action taken at any such meeting.

13. RECORDS. The corporation shall maintain such books and records as shall be dictated by good business practice and by law. The books and records of the corporation may be kept at any one or more offices of the corporation within or without the State of Missouri, except that the original or duplicate stock ledger containing the names and addresses of the shareholders, and the number of shares held by them, shall be kept at the registered office of the corporation in Missouri. Every shareholder shall have a right to examine, in person, or by agent or attorney, at any reasonable time, for any reasonable purpose, the bylaws, stock register, books of account, and records of the proceedings of the shareholders and directors, and to make copies of or extracts from them.

DIRECTORS

14. NUMBER AND POWERS OF THE BOARD. The property and business of this corporation shall be managed by a board of directors, and the number of directors to constitute the board shall be not less than nine nor more than fifteen, the exact number to be fixed by a resolution adopted by the affirmative vote of a majority of the whole board of directors, but shall be twelve until and unless so fixed. Directors need not be shareholders. In addition to the powers and authorities by these bylaws expressly conferred upon the board of directors, the board may exercise all such powers of the corporation and do or cause to be done all such lawful acts and things as are not prohibited, or required to be exercised or done by the shareholders only.

15. INCUMBENCY OF DIRECTORS. (a) Election And Term Of Office. Directors shall be elected at each annual meeting of shareholders to hold office until the next succeeding annual meeting of shareholders or until such director's successor has been elected and qualified. The term of office of each director shall begin immediately after his or her election and each director shall hold office until the next succeeding annual meeting of shareholders or until such director's successor has been elected and qualified and subject to prior death, resignation, retirement or removal from office of a director. No decrease in the number of directors constituting the board of directors shall reduce the term of any incumbent director.

(b) Removal. The entire board of directors of the corporation may be removed at any time but only by the affirmative vote of the holders of 80% or more of the outstanding shares of each class of stock of the corporation entitled to elect one or more directors at a meeting of the shareholders called for such purpose.

(c) Qualification of Directors. To qualify for election or service as a director of the corporation, each incumbent director shall agree to resign from any portion of his or her current term that extends beyond the certification of election results of the next annual election of directors.

16. VACANCIES. Any newly created directorship resulting from an increase in the number of directors, and any vacancy occurring on the board of directors through death, resignation, disqualification, disability or any other cause, may be filled by vote of a majority of the surviving or remaining directors then in office, although less than a quorum, or by a sole remaining director. Any director so elected to fill a vacancy shall hold office for the unexpired portion of the term of the director whose place shall be vacated and until the election and qualification of his successor.

17. MEETINGS OF THE NEWLY ELECTED BOARD OF DIRECTORS — NOTICE. The first meeting of each newly elected board, which shall be deemed the annual meeting of the board, shall be held on the same day as the annual meeting of shareholders, or as soon thereafter as practicable, at such time and place, either within or without the State of Missouri, as shall be designated by the president. No notice of such meeting shall be necessary to the continuing or newly elected directors in order legally to constitute the meeting, provided that a majority of the whole board shall be present; or the members of the board may meet at such place and time as shall be fixed by the consent in writing of all of the directors.

18. NOTICE. (a) Regular Meetings. Regular meetings of the board of directors may be held without notice at such place or places, within or without the State of Missouri, and at such time or times, as the board of directors may from time to time fix by resolution adopted by the whole board. Any business may be transacted at a regular meeting.

(b) Special Meetings. Special meetings of the board of directors may be called by the chairman, the chief executive officer, the president or any two directors. Notice thereof stating the place, date and hour of the meeting shall be given to each director either by mail not less than 48 hours before the date of the meeting, by telephone or telegram on 24 hours' notice, or on such shorter notice as the person or persons calling such meeting may deem necessary or appropriate in the circumstances. The place may be within or without the State of Missouri as designated in the notice. The "call" and the "notice" of any such meeting shall be deemed synonymous.

19. QUORUM. At all meetings of the board of directors a majority of the whole board shall, unless a greater number as to any particular matter is required by statute, by the Articles of Incorporation or by these bylaws, constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the board of directors. Less than a quorum may adjourn the meeting successively until a quorum is present, and no notice of adjournment shall be required.

The foregoing provisions relating to a quorum for the transaction of business shall not be affected by the fact that one or more of the directors have or may have interests in any matter to come before a meeting of the board, which interests are or might be adverse to the interests of this corporation. Any such interested director or directors shall at all times be considered as present for the purpose of determining whether or not a quorum exists, provided such director or directors are in attendance and do not waive the right to vote.

20. NOMINATIONS FOR ELECTION AS DIRECTORS. Only persons who are nominated in accordance with the following procedures shall be eligible for election as directors. Nominations of persons for election to the board of directors may be made at a

meeting of shareholders (i) by or at the direction of the board of directors by any nominating committee or person appointed by the board or (ii) by any shareholder of the corporation entitled to vote for the election of directors at the meeting who complies with the notice procedures set forth in this section 20. Such nominations, other than those made by or at the direction of the board, shall be made pursuant to timely notice in writing to the secretary.

To be timely, a shareholder's notice shall be delivered to or mailed and received at the principal executive offices of the corporation not less than 45 days before the date in the year of the annual meeting corresponding to the date on which the corporation first mailed its proxy materials for the prior year's annual meeting of shareholders. Such shareholder's notice to the secretary shall set forth (a) as to each person whom the shareholder proposes to nominate for election or reelection as a director, such person's name, age, business address, residence address, and principal occupation or employment, the class and number of shares of capital stock of the corporation that are beneficially owned by such person, and any other information relating to such person that is required to be disclosed in solicitations for proxies for election of directors pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended; and (b) as to the shareholder giving the notice, such shareholder's name and record address and the class and number of shares of capital stock of the corporation that are beneficially owned by such shareholder. The corporation may require any proposed nominee to furnish such other information as may reasonably be required by the corporation to determine the eligibility of such proposed nominee to serve as a director of the corporation. No person shall be eligible for election as a director of the corporation unless nominated in accordance with the procedures set forth herein.

The chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the foregoing procedure, and if he should so determine, he shall so declare to the meeting and the defective nomination shall be disregarded.

21. **DIRECTORS' ACTION WITHOUT MEETING.** If all the directors severally or collectively consent in writing to any action to be taken by the directors, such consents shall have the same force and effect as a unanimous vote of the directors at a meeting duly held. The secretary shall file such consents with the minutes of the meetings of the board of directors.

22. **WAIVER.** Any notice provided or required to be given to the directors may be waived in writing by any of them, whether before, at, or after the time stated therein. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where he attends for the express purpose of objecting to the transaction of any business thereat because the meeting is not lawfully called or convened.

23. **INDEMNIFICATION OF DIRECTORS AND OFFICERS AND CONTRIBUTION.** (a) Scope of Indemnification. The corporation shall indemnify any director, and may indemnify any officer, of the corporation who was or is a party or witness, or is threatened to be made a party or witness, to any threatened, pending or completed action, suit or proceeding (including, without limitation, an action, suit or proceeding by or in the right of the corporation), whether civil, criminal, administrative or investigative (including a grand jury proceeding), by reason of the fact that the person is or was (i) a director or officer of the corporation or (ii) serving at the request of the corporation, as a director, officer, employee,

agent, partner or trustee (or in any similar position) of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, to the fullest extent authorized or permitted by the Missouri General and Business Corporation Law and any other applicable law, as the same exists or may hereinafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than said law permitted the corporation to provide prior to such amendment), against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding, or in connection with any appeal thereof; *provided, however*, that, except as provided in section 23(b) with respect to proceedings to enforce rights to indemnification, the corporation shall indemnify any person in connection with an action, suit or proceeding (or part thereof) initiated by such person only if the initiation of such action, suit or proceeding (or part thereof) was authorized by the board of directors. Any right to indemnification hereunder shall include the right to payment by the corporation of expenses incurred in connection with any such action, suit or proceeding in advance of its final disposition; *provided, however*, that any payment of such expenses incurred by a director or officer in advance of the final disposition of such action, suit or proceeding shall be made only upon delivery to the corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced unless it should be determined ultimately that such director or officer is entitled to be indemnified under this section or otherwise.

(b) Payment, Determination and Enforcement. Any indemnification or advancement of expenses required under this section shall be made promptly. If a determination by the corporation that a director is entitled to indemnification is required, and the corporation fails to make such determination within ninety days after final determination of an action, suit or proceeding, the corporation shall be deemed to have approved such request. If with respect to director indemnification the corporation denies indemnification or a written request for advancement of expenses, in whole or in part, or if payment in full pursuant to such determination or request is not made within thirty days, the right to indemnification and advancement of expenses as granted by this section shall be enforceable by the director in any court of competent jurisdiction. Such director's costs and expenses incurred in connection with successfully establishing the right to indemnification, in whole or in part, in any such action or proceeding shall also be indemnified by the corporation. It shall be a defense to any such action (other than an action brought to enforce a claim for the advancement of expenses pursuant to this section where the required undertaking has been received by the corporation) that the claimant has not met the applicable standard of conduct set forth in Sections 351.355.1 or 351.355.2 of the Missouri General and Business Corporation Law, but the burden of proving such defense shall be on the corporation. Neither the failure of the corporation (including the board of directors, independent legal counsel or the shareholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because the person has met the applicable standard of conduct set forth in the Missouri General and Business Corporation Law, nor the fact that there has been an actual determination by the corporation (including the board of directors, independent legal counsel or the shareholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

(c) Nonexclusivity, Duration and Indemnification Agreements. The indemnification

and advancement of expenses provided by, or granted pursuant to, this section shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled either under the Articles of Incorporation or any other bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such person. Any repeal or modification of the provisions of this section 23 shall not affect any obligations of the corporation or any rights regarding indemnification and advancement of expenses of a director or officer with respect to any threatened, pending or completed action, suit or proceeding in which the alleged cause of action accrued at any time prior to such repeal or modification. Upon approval of a majority of a quorum of disinterested directors, the corporation may enter into indemnification agreements with officers and directors of the corporation, or extend indemnification to officers, employees or agents of the corporation, upon such terms and conditions as may be deemed appropriate

(d) Insurance. The corporation may purchase and maintain insurance, at its expense, to protect itself and any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, agent, partner or trustee of another corporation, partnership, joint venture, trust, employment benefit plan or other enterprise against any liability asserted against the person and incurred by the person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify the person against such liability under the provisions of this section, the Missouri General and Business Corporation Law or otherwise.

(e) Severability. If this section or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the corporation shall nevertheless indemnify each director of the corporation as to expenses (including attorneys' fees), judgments, fines and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative, including (without limitation) a grand jury proceeding and an action, suit or proceeding by or in the right of the corporation, to the fullest extent authorized or permitted by any applicable portion of this section that shall not have been invalidated by the Missouri General and Business Corporation Law or by any other applicable law.

(f) Contribution. In order to provide for just and equitable contribution in circumstances in which the indemnification provided for in this section is held by a court of competent jurisdiction to be unavailable in whole or part to a director, the corporation shall contribute to the payment of the indemnitee's losses that would have been so indemnified in an amount that is just and equitable in the circumstances, taking into account, among other things, contributions by other directors of the corporation pursuant to indemnification agreements or otherwise. In the absence of personal enrichment of indemnitee, or acts of intentional fraud or dishonest or criminal conduct on the part of indemnitee, it would not be just and equitable for indemnitee to contribute to the payment of losses arising out of an action, suit or proceeding in an amount greater than: (i) in a case where indemnitee is a director of the corporation or any of its subsidiaries but not an officer of either, the amount of fees paid to indemnitee for serving as a director during the 12 months preceding the commencement of such action, suit or proceeding, or (ii) in a case where indemnitee is a director of the corporation or any of its subsidiaries and is an officer of either, the amount

set forth in clause (i) plus 5 percent of the aggregate cash compensation paid to indemnitee for serving as such officer(s) during the 12 months preceding the commencement of such action, suit or proceeding. The corporation shall contribute to the payment of losses covered hereby to the extent not payable by the indemnitee pursuant to the contribution provisions set forth in the preceding sentence.

24. **INTERESTS OF DIRECTORS.** In case the corporation enters into contracts or transacts business with one or more of its directors, or with any firm of which one or more of its directors are members or with any other corporation or association of which one or more of its directors are members, shareholders, directors or officers, such transaction or transactions shall not be invalidated or in any way affected by the fact that such director or directors have or may have interests therein which are or might be adverse to the interests of this corporation; provided that such contract or transaction is entered into in good faith and authorized or ratified on behalf of this corporation by the board of directors or by a person or persons (other than the contracting person) having authority to do so, and if the directors or other person or persons so authorizing or ratifying shall then be aware of the interest of such contracting person. In any case in which any transaction described in this section 24 is under consideration by the board of directors, the board may, upon the affirmative vote of a majority of the whole board, exclude from its presence while its deliberations with respect to such transaction are in progress any director deemed by such majority to have an interest in such transaction.

25. **COMMITTEES.** (a) **Executive Committee.** The board of directors may, by resolution or resolutions passed by a majority of the whole board, designate an executive committee, such committee to consist of two or more directors of the corporation, which committee, to the extent provided in said resolution or resolutions, shall have and may exercise all of the authority of the board of directors in the management of the corporation. The executive committee shall keep regular minutes of its proceedings and the same shall be recorded in the minute book of the corporation. The secretary or an assistant secretary of the corporation may act as secretary for the committee if the committee so requests.

(b) **Audit Committee.** The corporation shall maintain an audit committee consisting of at least three directors. No member of the audit committee shall be an employee of the corporation, and each member of the audit committee shall be independent pursuant to standards promulgated by the Securities Exchange Commission and the New York Stock Exchange. The audit committee shall be responsible for assisting the board of directors regarding (i) the integrity of the corporation's financial statements, (ii) the corporation's compliance with legal and regulatory requirements, (iii) the independent auditor's qualifications and independence and (iv) the performance of the corporation's internal audit function and independent auditor. The audit committee shall have sole responsibility for appointing, retaining, discharging or replacing the corporation's independent auditor and, following completion of the independent auditor's examination of the corporation's consolidated financial statements, review with the independent auditor and corporation management, such matters in connection with the audit as deemed necessary and desirable by the audit committee. The audit committee shall have such additional duties, responsibilities, functions and powers as may be delegated to it by the board of directors of the corporation. The audit committee shall be empowered to retain, at the expense of the corporation, independent expert(s) if it deems this to be necessary.

(c) **Other Committees.** The board of directors may also, by resolution or resolutions

passed by a majority of the whole board, designate other committees, with such persons, powers and duties as it deems appropriate and as are not inconsistent with law.

26. **COMPENSATION OF DIRECTORS AND COMMITTEE MEMBERS.** By resolution duly adopted by a majority of the board of directors, directors and members shall be entitled to receive reasonable annual compensation for services rendered to the corporation as such, and a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the board or committee; provided that nothing herein contained shall be construed to preclude any director or committee member from serving the corporation in any other capacity and receiving compensation therefor.

27. **OFFICERS.** (a) Elected Officers. The following officers of the corporation shall be chosen or appointed by election by the board of directors, and shall be deemed elected officers: a president or chief executive officer, a secretary, and a treasurer; also, if the board desires, a chairman of the board, a vice chairman of the board, a chief executive officer, one or more vice presidents, one or more assistant secretaries and one or more assistant treasurers. The chairman of the board, the vice chairman of the board and the chief executive officer shall be deemed executive officers of the corporation, and shall be vested with such powers, duties, and authority as the board of directors may from time to time determine and as may be set forth in these bylaws.

Any two or more of such offices may be held by the same person, except the offices of chairman of the board and vice chairman of the board, chairman of the board and chief executive officer, chairman of the board and president, president and vice president, and president and secretary. Furthermore, the chairman of the board shall be independent pursuant to standards promulgated by the Securities Exchange Commission and the New York Stock Exchange and shall not have served previously as an executive officer of the Company.

An elected officer shall be deemed qualified when he enters upon the duties of the office to which he has been elected and furnishes any bond required by the board; but the board may also require of such person his written acceptance and promise faithfully to discharge the duties of such office.

(b) Election Of Officers. The board of directors at each annual meeting thereof shall elect a president, a secretary and a treasurer, who need not be directors. The board then, or from time to time, may elect a chairman of the board, a vice chairman of the board, a chief executive officer and such vice presidents, assistant secretaries and assistant treasurers as it may deem advisable or necessary.

(c) Term Of Office. Each elected officer of the corporation shall hold his or her office for the term for which he or she was elected, or until he or she resigns or is removed by the board, whichever first occurs.

(d) Appointment Of Officers And Agents — Terms of Office. The board from time to time may also appoint such other officers and agents for the corporation as it shall deem necessary or advisable. All appointed officers and agents shall hold their respective positions at the pleasure of the board or for such terms as the board may specify, and they shall exercise such powers and perform such duties as shall be determined from time to time by the board, or by an elected officer empowered by the board to make such

determinations.

28. REMOVAL. Any officer or agent elected or appointed by the board of directors, and any employee, may be removed or discharged by the board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without a prejudice to the contract rights, if any, of the person so removed.

29. SALARIES AND COMPENSATION. Salaries and compensation of all elected officers of the corporation shall be fixed, increased or decreased by the board of directors, but this power, except as to the salary or compensation of the chairman of the board, the vice chairman of the board, the chief executive officer and the president, may, unless prohibited by law, be delegated by the board to the chairman of the board, the vice chairman of the board, the chief executive officer, the president or a committee of the board. Salaries and compensation of all other appointed officers, agents, and employees of the corporation may be fixed, increased or decreased by the board of directors, but until action is taken with respect thereto by the board of directors, the same may be fixed, increased or decreased by the chairman of the board, by the chief executive officer, by the president or by such other officer or officers as may be empowered by the board of directors to do so.

30. DELEGATION OF AUTHORITY TO HIRE, DISCHARGE, ETC. The board from time to time may delegate to the chairman of the board, the vice chairman of the board, the chief executive officer, the president or other officer or executive employee of the corporation, authority to hire, discharge, and fix and modify the duties, salary or other compensation of employees of the corporation under their jurisdiction, and the board may delegate to such officer or executive employee similar authority with respect to obtaining and retaining for the corporation the services of attorneys, accountants (subject to Section 25(b) of these Bylaws) and other experts.

31. THE CHAIRMAN OF THE BOARD, THE VICE CHAIRMAN OF THE BOARD, THE CHIEF EXECUTIVE OFFICER AND THE PRESIDENT. The chairman of the board or the president shall be elected by the board of directors to be the chief executive officer of the corporation, or the board of directors may elect a chief executive officer who is not the chairman of the board or the president, and the chief executive officer shall have general and active management of the business of the corporation and shall carry into effect all directions and resolutions of the board. The chairman of the board, the vice chairman of the board, the chief executive officer and the president shall be vested with such powers, duties, and authority as the board of directors may from time to time determine and as may be set forth in these bylaws. Except as otherwise provided for in these bylaws, the chairman of the board, or in his absence, the chief executive officer or president, shall preside at all meetings of the shareholders of the corporation and at all meetings of the board of directors.

The chairman of the board, vice chairman of the board, the chief executive officer or president may execute all bonds, notes, debentures, mortgages, and other contracts requiring a seal, under the seal of the corporation and may cause the seal to be affixed thereto, and all other instruments for and in the name of the corporation, except that if by law such instruments are required to be executed only by the president, he shall execute them.

The chairman of the board, vice chairman of the board, chief executive officer or president, when authorized so to do by the board, may execute powers of attorney from, for,

and in the name of the corporation, to such proper person or persons as he may deem fit, in order that thereby the business of the corporation may be furthered or action taken as may be deemed by him necessary or advisable in furtherance of the interests of the corporation.

The chairman of the board, vice chairman of the board, chief executive officer or president, except as may be otherwise directed by the board, shall attend meetings of shareholders of other corporations to represent this corporation thereat and to vote or take action with respect to the shares of any such corporation owned by this corporation in such manner as he shall deem to be for the interests of the corporation or as may be directed by the board.

The chairman of the board, vice chairman of the board, chief executive officer or president shall have such other or further duties and authority as may be prescribed elsewhere in these bylaws or from time to time by the board of directors.

32. VICE PRESIDENTS. The vice presidents in the order of their seniority shall, in the absence, disability or inability to act of the chairman of the board, the vice chairman of the board, the chief executive officer and the president, perform the duties and exercise the powers of the chairman of the board, the vice chairman of the board, the chief executive officer and the president, and shall perform such other duties as the board of directors shall from time to time prescribe.

33. THE SECRETARY AND ASSISTANT SECRETARIES. The secretary shall, as requested by the board, attend all sessions of the board and except as otherwise provided for in these bylaws, all meetings of the shareholders, and shall record or cause to be recorded all votes taken and the minutes of all proceedings in a minute book of the corporation to be kept for that purpose. He or she shall perform like duties for the executive and other standing committees when requested by the board or such committee to do so.

The secretary shall have the principal responsibility to give, or cause to be given, notice of all meetings of the shareholders and of the board of directors, but this shall not lessen the authority of others to give such notice as is authorized elsewhere in these bylaws.

The secretary shall see that all books, records, lists and information, or duplicates, required to be maintained at the registered or home office of the corporation in Missouri, or elsewhere, are so maintained.

The secretary shall keep in safe custody the seal of the corporation, and when duly authorized to do so shall affix the same to any instrument requiring it, and when so affixed, he shall attest the same by his signature.

The secretary shall perform such other duties and have such other authority as may be prescribed elsewhere in these bylaws or from time to time by the board of directors, the chairman of the board, chief executive officer or the president, under whose direct supervision he shall be.

The secretary shall have the general duties, powers and responsibilities of a secretary of a corporation.

The assistant secretaries, in the order of their seniority, in the absence, disability or inability to act of the secretary, shall perform the duties and exercise the powers of the secretary, and shall perform such other duties as the board may from time to time prescribe.

34. THE TREASURER AND ASSISTANT TREASURERS. The treasurer shall have the responsibility for the safekeeping of the funds and securities of the corporation, and shall deposit or cause to be deposited all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors.

The treasurer shall disburse, or permit to be disbursed, the funds of the corporation as may be ordered, or authorized generally, by the board, and shall render to the chief executive officers of the corporation and the directors whenever they may require it, an account of all transactions as treasurer and of those under his or her jurisdiction, and of the financial condition of the corporation.

The treasurer shall perform such other duties and shall have such other responsibility and authority as may be prescribed elsewhere in these bylaws or from time to time by the board of directors.

The treasurer shall have the general duties, powers and responsibility of a treasurer of a corporation.

The assistant treasurers in the order of their seniority shall, in the absence, disability or inability to act of the treasurer, perform the duties and exercise the powers of the treasurer, and shall perform such other duties as the board of directors shall from time to time prescribe.

35. DUTIES OF OFFICERS MAY BE DELEGATED. If any officer of the corporation be absent or unable to act, or for any other reason that the board may deem sufficient, the board may delegate, for the time being, some or all of the functions, duties, powers and responsibilities of any officer to any other officer, or to any other agent or employee of the corporation or other responsible person, provided a majority of the whole board concurs therein.

SHARES OF STOCK

36. CERTIFICATES OF STOCK. The certificates for shares of stock of the corporation shall be numbered, shall be in such form as may be prescribed by the board of directors in conformity with law, and shall be entered into the stock books of the corporation as they are issued, and such entries shall show the name and address of the person, firm, partnership, corporation or association to whom each certificate is issued. Each certificate shall have printed, typed or written thereon the name of the person, firm, partnership, corporation or association to whom it is issued, and number of shares represented thereby and shall be signed by the president or a vice president, and the treasurer or an assistant treasurer or the secretary or an assistant secretary of the corporation, and sealed with the seal of the corporation, which seal may be facsimile,

engraved or printed. If the corporation has a registrar, a transfer agent, or a transfer clerk who actually signs such certificates, the signatures of any of the other officers above mentioned may be facsimile, engraved or printed. In case any such officer who has signed or whose facsimile signature has been placed upon any such certificate shall have ceased to be such officer before such certificate is issued, such certificate may nevertheless be issued by the corporation with the same effect as if such officer were an officer at the date of its issue.

37. TRANSFERS OF SHARES — TRANSFER AGENT — REGISTRAR. Transfers of shares of stock shall be made on the books of the corporation only by the person named in the stock certificate or by his attorney lawfully constituted in writing, and upon surrender of the certificate therefor. The stock record books and other transfer records shall be in the possession of the secretary or of a transfer agent or clerk of the corporation. The corporation may from time to time appoint a transfer agent and if desired a registrar, under such arrangements and upon such terms and conditions as the corporation deems advisable; but until and unless the corporation appoints some other person, firm, or corporation as its transfer agent (and upon the revocation of any such appointment, thereafter until a new appointment is similarly made) the secretary shall be the transfer agent or clerk of the corporation, without the necessity of any formal action of the board of directors and the secretary shall perform all of the duties thereof.

38. LOST CERTIFICATE. In the case of the loss or destruction of any outstanding certificate for shares of stock of the corporation, the corporation may issue a duplicate certificate (plainly marked "duplicate"), in its place, provided the registered owner thereof or his legal representatives furnish due proof of loss thereof by affidavit, and (if required by the board of directors, in its discretion) furnish a bond in such amount and form and with such surety as may be prescribed by the board. In addition, the board of directors may make any other requirements which it deems advisable.

39. CLOSING OF TRANSFER BOOKS. The board of directors shall have power to close the stock transfer books of the corporation for a period not exceeding seventy days preceding the date of any meeting of the shareholders, or the date for payment of any dividend, or the date for the allotment of rights, or any effective date or change or conversion or exchange of capital stock; provided, however, that in lieu of closing the stock transfer books as aforesaid, the board of directors may fix in advance a date, not exceeding seventy days preceding the effective date of any of the above enumerated transactions, as a record date; and in either case such shareholders and only such shareholders as shall be shareholders of record on the date of closing the transfer books, or on the record date so fixed, shall be entitled to receive notice of any such transaction or to participate in any such transactions notwithstanding any transfer of any share on the books of the corporation after the date of closing the transfer books or such record date so fixed.

GENERAL

40. DIVIDENDS. Dividends upon the shares of stock of the corporation, subject to any applicable provisions of the Articles of Incorporation and of any applicable laws or statutes may be declared by the board of directors at any regular or special meeting. Dividends may be paid in cash, in property or in shares of its stock and to the extent and in the manner provided by law out of any available earned surplus or earnings of the

corporation. Liquidating dividends or dividends representing a distribution of paid-in surplus or a return of capital shall be made only when and in the manner permitted by law.

41. **CREATION OF RESERVES.** Before the payment of any dividends, there may be set aside out of any funds of the corporation available for dividends such sum or sums as the board of directors from time to time, in their absolute discretion, think proper as a reserve fund or funds, to meet contingencies, or for equalizing dividends, or for repairing, or maintaining any property of the corporation, or for such other purposes as the board of directors shall think conducive to the interests of the corporation, and the board of directors may abolish any such reserve in the manner in which it was created.

42. **FIXING OF CAPITAL, TRANSFERS OF SURPLUS.** Except as may be specifically otherwise provided in the Articles of Incorporation, the board of directors is expressly empowered to exercise all authority conferred upon it or the corporation by any law or statute, and in conformity therewith, relative to:

- (i) The determination of what part of the consideration received for shares of the corporation shall be capital;
- (ii) Increasing or reducing capital;
- (iii) Transferring surplus to capital or capital to surplus;
- (iv) Allocating capital to shares of a particular class of stock;
- (v) The consideration to be received by the corporation for its shares; and
- (vi) All similar or related matters;

provided that any concurrent action or consent by or of the corporation and its shareholders required to be taken or given pursuant to law, shall be duly taken or given in connection therewith.

43. **CHECKS, NOTES AND MORTGAGES.** All checks, drafts, or other instruments for the payment, disbursement, or transfer of monies or funds of the corporation may be signed in its behalf by the treasurer of the corporation, unless otherwise provided by the board of directors. All notes of the corporation and any mortgages or other forms of security given to secure the payment of the same may be signed by the president who may cause to be affixed the corporate seal attested by the secretary or assistant secretary. The board of directors by resolution adopted by a majority of the whole board from time to time may authorize any officer or officers or other responsible person or persons to execute any of the foregoing instruments for and in behalf of the corporation.

44. **FISCAL YEAR.** The board of directors may fix and from time to time change the fiscal year of the corporation. In the absence of action by the board of directors, the fiscal year shall end each year on the same date which the officers of the corporation elect for the close of its first fiscal period.

45. **TRANSACTIONS WITH RELATED PERSONS.** The affirmative vote of not less than 80% of the outstanding shares of the corporation entitled to vote in an election of

directors shall be required for the approval or authorization of any business transaction with a related person as set forth in the Articles of Incorporation in the manner provided therein.

46. **DIRECTOR'S DUTIES; CONSIDERATION OF TENDER OFFERS.** The board of directors shall have broad discretion and authority in considering and evaluating tender offers for the stock of this corporation. Directors shall not be liable for breach of their fiduciary duty to the shareholders merely because the board votes to accept an offer that is not the highest price per share, provided, that the directors act in good faith in considering collateral nonprice factors and the impact on constituencies other than the shareholders (i.e., effect on employees, corporate existence, corporate creditors, the community, etc.) and do not act in willful disregard of their duties to the shareholders or with a purpose, direct or indirect, to perpetuate themselves in office as directors of the corporation.

47. **AMENDMENT OF BYLAWS.** (a) By Directors. The board of directors may make, alter, amend, change, add to or repeal these bylaws, or any provision thereof, at any time.

(b) By Shareholders. These bylaws may be amended, modified, altered, or repealed by the shareholders, in whole or in part, only at the annual meeting of shareholders or at the special meeting of shareholders called for such purpose, only upon the affirmative vote of the holders of not less than 80% of the outstanding shares of stock of this corporation entitled to vote generally in the election of directors, provided that an affirmative vote of a majority of the votes entitled to be cast shall be sufficient to approve any such amendment, modification, alteration or repeal that has been adopted by a vote of 80% of the members of the board of directors.

H&R BLOCK, INC.

2003 LONG-TERM EXECUTIVE COMPENSATION PLAN

1. Purposes. The purposes of this 2003 Long-Term Executive Compensation Plan are to provide incentives and rewards to those employees and persons largely responsible for the success and growth of H&R Block, Inc. and its subsidiary corporations, and to assist all such corporations in attracting and retaining executives and other key employees and persons with experience and ability.

2. Definitions.

(a) **Award** means one or more of the following: shares of Common Stock, Restricted Shares, Stock Options, Incentive Stock Options, Stock Appreciation Rights, Performance Shares, Performance Units and any other rights which may be granted to a Recipient under the Plan.

(b) **Committee** means the Compensation Committee described in Section 3.

(c) **Common Stock** means the Common Stock, without par value, of the Company.

(d) **Company** means H&R Block, Inc., a Missouri corporation, and, unless the context otherwise requires, includes its "subsidiary corporations" (as defined in Section 424(f) of the Internal Revenue Code) and their respective divisions, departments and subsidiaries and the respective divisions, departments and subsidiaries of such subsidiaries.

(e) **Incentive Stock Option** means a Stock Option which meets all of the requirements of an "incentive stock option" as defined in Section 422(b) of the Internal Revenue Code.

(f) **Internal Revenue Code** means the Internal Revenue Code of 1986, as now in effect or hereafter amended.

(g) **Performance Period** means that period of time specified by the Committee during which a Recipient must satisfy any designated performance goals in order to receive an Award.

(h) **Performance Share** means the right to receive, upon satisfying designated performance goals within a Performance Period, shares of Common Stock, cash, or a combination of cash and shares of Common Stock, based on the market value of shares of Common Stock covered by such Performance Shares at the close of the Performance Period.

(i) **Performance Unit** means the right to receive, upon satisfying designated performance goals within a Performance Period, shares of Common Stock, cash, or a combination of cash and shares of Common Stock.

(j) **Plan** means this 2003 Long-Term Executive Compensation Plan, as the same may be amended from time to time.

(k) **Recipient** means an employee of the Company or other person who has been granted an Award under the Plan.

(l) **Restricted Share** means a share of Common Stock issued to a Recipient hereunder subject to such terms and conditions, including, without limitation, forfeiture or resale to the Company, and to such restrictions against sale, transfer or other disposition, as the Committee may determine at the time of issuance.

(m) **Stock Appreciation Right** means the right to receive, upon exercise of a stock appreciation right granted under this Plan, shares of Common Stock, cash, or a combination of cash and shares of Common Stock, based on the increase in the market value of the shares of Common Stock covered by such stock appreciation right from the initial day of the Performance Period for such stock appreciation right to the date of exercise.

(n) **Stock Option** means the right to purchase, upon exercise of a stock option granted under this Plan, shares of the Company's Common Stock.

3. Administration of the Plan. The Plan shall be administered by the Committee which shall consist of directors of the Company, to be appointed by and to serve at the pleasure of the Board of Directors of the Company. A majority of the Committee members shall constitute a quorum and the acts of a majority of the members present at any meeting at which a quorum is present, or acts approved in writing by a majority of the Committee, shall be valid acts of the Committee, however designated, or the Board of Directors of the Company if the Board has not appointed a Committee.

The Committee shall have full power and authority to construe, interpret and administer the Plan and, subject to the powers herein specifically reserved to the Board of Directors and subject to the other provisions of this Plan, to make determinations which shall be final, conclusive and binding upon all persons including, without limitation, the Company, the shareholders of the Company, the Board of Directors, the Recipients and any persons having any interest in any Awards which may be granted under the Plan. The Committee shall impose such additional conditions upon the grant and exercise of Awards under this Plan as may from time to time be deemed necessary or advisable, in the opinion of counsel to the Company, to comply with applicable laws and regulations. The Committee from time to time may adopt rules and regulations for carrying out the Plan and written policies for implementation of the Plan. Such policies may include, but need not be limited to, the type, size and terms of Awards to be made to Recipients and the conditions for payment of such Awards.

4. Absolute Discretion. The Committee may, in its sole and absolute discretion (subject to the Committee's power to delegate certain authority in accordance with the second paragraph of this Section 4), at any time and from time to time during the continuance of the Plan, (i) determine which Recipients shall be granted Awards under the Plan, (ii) grant to any Recipient so selected such an Award, (iii) determine the type, size and terms of Awards to be granted (subject to Sections 6, 10 and 11 hereof), (iv) establish objectives and conditions for receipt of Awards, (v) place conditions or restrictions on the payment or exercise of Awards, and (vi) do all other things necessary and proper to carry out the intentions of this Plan; provided, however, that, in each and every case, those Awards which are Incentive Stock Options shall contain and be subject to those requirements specified in Section 422 of the Internal Revenue Code and shall be granted only to those persons eligible thereunder to receive the same.

The Committee may at any time and from time to time delegate to the Chief Executive Officer of the Company authority to take any or all of the actions that may be taken by the Committee as specified in this Section 4 or in other sections of the Plan in connection with the determination of Recipients, types, sizes, terms and conditions of Awards under the Plan and the grant of any such Awards, provided that any authority so delegated (a) shall apply only to Awards to employees of the Company that are not officers of Company under Regulation Section 240.16a-1(f) promulgated pursuant to Section 16 of the Securities Exchange Act of 1934, and (b) shall be exercised only in accordance with the Plan and such rules, regulations, guidelines, and limitations as the Committee shall prescribe.

5. Eligibility. Awards may be granted to any employee of the Company or to the non-executive Chairman of the Board of the Company. No member of the Committee (other than any *ex officio* member or the non-executive Chairman of the Board of the Company) shall be eligible for grants of Awards under the Plan. A Recipient may be granted multiple forms of Awards under the Plan. Incentive Stock Options may be granted under the Plan to a Recipient during any calendar year only if the aggregate fair market value (determined as of the date the Incentive Stock Option is granted) of Common Stock with respect to which Incentive Stock Options are exercisable for the first time by such Recipient during any calendar year under the Plan and any other “incentive stock option plans” (as defined in the Internal Revenue Code) maintained by the Company does not exceed the sum of \$100,000.

6. Stock Subject to the Plan. The total number of shares of Common Stock issuable under this Plan may not at any time exceed 10,000,000 shares, subject to adjustment as provided herein. All of such shares may be issued or issuable in connection with the exercise of Incentive Stock Options. Shares of Common Stock not actually issued pursuant to an Award shall be available for future Awards. Shares of common Stock to be delivered or purchased under the Plan may be either authorized but unissued Common Stock or treasury shares. The total number of shares of Common Stock that may be subject to one or more Awards granted to any one Recipient during a calendar year may not exceed 1,000,000, subject to adjustment as provided in Section 16 of the Plan.

7. Awards.

(a) Awards under the Plan may include, but need not be limited to, shares of Common Stock, Restricted Shares, Stock Options, Incentive Stock Options, Stock Appreciation Rights, Performance Shares and Performance Units. The amount of each Award may be based upon the market value of a share of Common Stock. The Committee may make any other type of Award which it shall determine is consistent with the objectives and limitations of the Plan.

(b) The Committee may establish performance goals to be achieved within such Performance Periods as may be selected by it using such measures of the performance of the Company as it may select as a condition to the receipt of any Award.

8. Vesting Requirements. The Committee may determine that all or a portion of an Award or a payment to a Recipient pursuant to an Award, in any form whatsoever, shall be vested at such times and upon such terms as may be selected by it.

9. Deferred Payments and Dividend and Interest Equivalents.

(a) The Committee may determine that the receipt of all or a portion of an Award or a payment to a Recipient pursuant to an Award, in any form whatsoever, shall be deferred. Deferrals shall be for such periods and upon such terms as the Committee may determine.

(b) The Committee may provide, in its sole and absolute discretion, that a Recipient to whom an Award is payable in whole or in part at a future time in shares of Common Stock shall be entitled to receive an amount per share equal in value to the cash dividends paid per share on issued and outstanding shares as of the dividend record dates occurring during the period from the date of the Award to the date of delivery of such share to the Recipient. The Committee may also authorize, in its sole and absolute discretion, payment of an amount which a Recipient would have received in interest on (i) any Award payable at a future time in cash during the period from the date of the Award to the date of payment, and (ii) any cash dividends paid on issued and outstanding shares as of the dividend record dates occurring during the period from the date of an Award to the date of delivery of shares pursuant to the Award. Any amounts provided under this subsection shall be payable in such manner, at such time or times, and subject to such terms and conditions as the Committee may determine in its sole and absolute discretion.

10. Stock Option Price. The purchase price per share of Common Stock under each Stock Option shall be determined by the Committee, but shall not be less than market value (as determined by the Committee) of one share of Common Stock on the date the Stock Option or Incentive Stock Option is granted. Payment for exercise of any Stock Option granted hereunder shall be made (a) in cash, or (b) by delivery of Common Stock having a market value equal to the aggregate option price, or (c) by a combination of payment of cash and delivery of Common Stock in amounts such that the amount of cash plus the market value of the Common Stock equals the aggregate option price.

11. Stock Appreciation Right Value. The base value per share of Common Stock covered by an Award in the form of a Stock Appreciation Right shall be the market value of one share of Common Stock on the date the Award is granted.

12. Continuation of Employment. The Committee shall require that a Recipient be an employee or director of the Company at the time an Award is paid or exercised. The Committee may provide for the termination of an outstanding Award if a Recipient ceases to be an employee or director of the Company and may establish such other provisions with respect to the termination or disposition of an Award on the death or retirement of a Recipient (or not being re-elected to the Board of Directors) as it, in its sole discretion, deems advisable. The Committee shall have the sole power to determine the date of any circumstances which shall constitute a cessation of employment or term as a director and to determine whether such cessation is the result of retirement, death or any other reason.

13. Registration of Stock. Each Award shall be subject to the requirement that if at any time the Committee shall determine that qualification or registration under any state or federal law of the shares of Common Stock, Restricted Shares, Stock Options, Incentive Stock Options, or other securities thereby covered or the consent or approval of any governmental regulatory body is necessary or desirable as a condition of or in connection with the granting of such Award or the purchase of shares thereunder, the Award may not be paid or exercised in whole or in part unless and until such qualification, registration, consent or approval shall

have been effected or obtained free of any conditions the Committee, in its discretion, deems unacceptable.

14. Employment Status. No Award shall be construed as imposing upon the Company the obligation to continue the employment or term of a Recipient. No employee or other person shall have any claim or right to be granted an Award under the Plan.

15. Assignability. No Award granted pursuant to the Plan shall be transferable or assignable by the Recipient other than by will or the laws of descent and distribution and during the lifetime of the Recipient shall be exercisable or payable only by or to him or her.

16. Dilution or Other Adjustments. In the event of any changes in the capital structure of the Company, including but not limited to a change resulting from a stock dividend or split-up, or combination or reclassification of shares, the Board of Directors shall make such equitable adjustments with respect to Awards or any provisions of this Plan as it deems necessary and appropriate, including, if necessary, any adjustment in the maximum number of shares of Common Stock subject to the Plan, the maximum number of shares that may be subject to one or more Awards granted to any one Recipient during a calendar year, or the number of shares of Common Stock subject to an outstanding Award.

17. Merger, Consolidation, Reorganization, Liquidation, Etc. If the Company shall become a party to any corporate merger, consolidation, major acquisition of property for stock, reorganization, or liquidation, the Board of Directors shall make such arrangements it deems advisable with respect to outstanding Awards, which shall be binding upon the Recipients of outstanding Awards, including, but not limited to, the substitution of new Awards for any Awards then outstanding, the assumption of any such Awards and the termination of or payment for such Awards.

18. Withholding Taxes. The Company shall have the right to deduct from all Awards hereunder paid in cash any federal, state, local or foreign taxes required by law to be withheld with respect to such Awards and, with respect to Awards paid in other than cash, to require the payment (through withholding from the Recipient's salary or otherwise) of any such taxes. Subject to such conditions as the Committee may establish, Awards payable in shares of Common Stock, or in the form of an Incentive Stock Option or Stock Option, may provide that the Recipients thereof may elect, in accordance with any applicable regulations, to satisfy all or any part of the tax required to be withheld by the Company in connection with such Award, or the exercise of such Incentive Stock Option or Stock Option, by electing to have the Company withhold a number of shares of Common Stock awarded, or purchased pursuant to such exercise, having a fair market value on the date the tax withholding is required to be made equal to or less than the amount required to be withheld.

19. Costs and Expenses. The cost and expenses of administering the Plan shall be borne by the Company and not charged to any Award or to any Recipient.

20. Funding of Plan. The Plan shall be unfunded. The Company shall not be required to establish any special or separate fund or to make any other segregation of assets to assure the payment of any Award under the Plan.

21. Award Contracts. The Committee shall have the power to specify the form of Award contracts to be granted from time to time pursuant to and in accordance with the

provisions of the Plan and such contracts shall be final, conclusive and binding upon the Company, the shareholders of the Company and the Recipients. No Recipient shall have or acquire any rights under the Plan except such as are evidenced by a duly executed contract in the form thus specified. No Recipient shall have any rights as a holder of Common Stock with respect to Awards hereunder unless and until certificates for shares of Common Stock or Restricted Shares are issued to the Recipient.

22. Guidelines. The Board of Directors of the Company shall have the power to provide guidelines for administration of the Plan by the Committee and to make any changes in such guidelines as from time to time the Board deems necessary.

23. Amendment and Discontinuance. The Board of Directors of the Company shall have the right at any time during the continuance of the Plan to amend, modify, supplement, suspend or terminate the Plan, provided that in the absence of the approval of the holders of a majority of the shares of Common Stock of the Company present in person or by proxy at a duly constituted meeting of shareholders of the Company, no such amendment, modification or supplement shall (i) increase the aggregate number of shares which may be issued under the Plan, unless such increase is by reason of any change in capital structure referred to in Section 16 hereof, (ii) change the termination date of the Plan provided in Section 24, (iii) delete or amend the market value restrictions contained in Sections 10 and 11 hereof, (iv) materially modify the requirements as to eligibility for participation in the Plan, or (v) materially increase the benefits accruing to participants under the Plan, and provided further, that no amendment, modification or termination of the Plan shall in any manner affect any Award of any kind theretofore granted under the Plan without the consent of the Recipient of the Award, unless such amendment, modification or termination is by reason of any change in capital structure referred to in Section 16 hereof or unless the same is by reason of the matters referred to in Section 17 hereof.

24. Termination. The Committee may grant Awards at any time prior to July 1, 2013, on which date this Plan will terminate except as to Awards then outstanding hereunder, which Awards shall remain in effect until they have expired according to their terms or until July 1, 2023, whichever first occurs. No Incentive Stock Option shall be exercisable later than 10 years following the date it is granted.

25. Approval. This Plan shall take effect July 1, 2003, contingent upon prior approval by the shareholders of the Company.

**H&R BLOCK SEVERANCE PLAN
JANUARY 2008**

1. Purpose. The H&R Block Severance Plan is a welfare benefit plan established by H&R Block Management, LLC, an indirect subsidiary of H&R Block, Inc., for the benefit of certain subsidiaries of H&R Block, Inc. in order to provide severance compensation and benefits to certain employees of such subsidiaries whose employment is involuntarily terminated under the conditions set forth herein. This document constitutes both the plan document and the summary plan description required by the Employee Retirement Income Security Act of 1974.

2. Definitions.

(a) "Average Commission Amount" means an average of the Participant's prior three calendar year commission earnings (calculated each year beginning January 1). For Participant's, employed as a Sales Assistant, with less than three years of commission history, "Average Commission Amount" means the average of total commissions earned.

(b) "Cause" means one or more of the following grounds of an Employee's termination of employment with a Participating Employer:

(i) misconduct that interferes with or prejudices the proper conduct of the Company, the Employee's Participating Employer, or any other affiliate of the Company, or which may reasonably result in harm to the reputation of the Company, the Employee's Participating Employer, or any other affiliate of the Company;

(ii) commission of an act of dishonesty or breach of trust resulting or intending to result in material personal gain or enrichment of the Employee at the expense of the Company, the Employee's Participating Employer, or any other affiliate of the Company;

(iii) commission of an act materially and demonstrably detrimental to the good will of the Company, the Employee's Participating Employer, or any other affiliate of the Company, which act constitutes gross negligence or willful misconduct by the Employee in the performance of the Employee's material duties;

(iv) material violations of the policies or procedures of the Employee's Participating Employer, including, but not limited to, the H&R Block Code of Business Ethics & Conduct, except those policies or procedures with respect to which an exception has been granted under authority exercised or delegated by the Participating Employer;

(v) disobedience, insubordination or failure to discharge employment duties;

- (vi) conviction of, or entrance of a plea of guilty or no contest, to a misdemeanor (involving an act of moral turpitude) or a felony;
- (vii) inability of the Employee, the Company, the Employee's Participating Employer, and/or any other affiliate of the Company to participate, in whole or in part, in any activity subject to governmental regulation as the result of any action or inaction on the part of the Employee;
- (viii) the Employee's death or total and permanent disability. The term "total and permanent disability" will have the meaning ascribed thereto under any long-term disability plan maintained by the Employee's Participating Employer;
- (ix) any grounds described as a discharge or other similar term on the Participating Employer's separation review form or other similar document stating the reason for the Employee's termination of employment, including poor performance; or
- (x) any other grounds of termination of employment that the Participating Employer deems for cause.

Notwithstanding the definition of Cause above, if an Employee's employment with a Participating Employer is subject to an employment agreement that contains a definition of "cause" for purposes of termination of employment, such definition of "cause" in such employment agreement shall replace the definition of Cause herein for the purpose of determining whether the Employee has incurred a Qualifying Termination, but only with respect to such Employee.

(c) "Company" means H&R Block, Inc.

(d) "Employee" means a regular full-time or part-time, active employee of a Participating Employer whose employment with a Participating Employer is not subject to an employment contract that contains a provision that includes severance benefits. This definition expressly excludes employees of a Participating Employer classified as seasonal, temporary and/or inactive and employees who are customarily employed by a Participating Employer less than 20 hours per week.

(e) "ERISA" means the Employee Retirement Income Security Act of 1974, as amended.

(f) "Hour of Service" means each hour for which an individual was entitled to compensation as a regular full-time or part-time employee from a subsidiary of the Company.

(g) "Line of Business of the Company" with respect to a Participant means any line of business of the Participating Employer by which the Participant was employed as of the Termination Date, as well as any one or more lines of business of any other subsidiary of the Company by which the Participant was employed during the two- year period preceding the Termination Date, provided that, if Participant's

employment was, as of the Termination Date or during the two-year period immediately prior to the Termination Date, with H&R Block Management, LLC or any successor entity thereto, "Line of Business of the Company" shall mean any lines of business of the Company and all of its subsidiaries.

(h) "Monthly Compensation" means -

(i) with respect to a Participant paid on a salary basis, the Participant's current annual salary divided by 12;

(ii) with respect to a Participant paid on an hourly basis, the Participant's current hourly rate times the number of hours he or she is regularly scheduled to work per week multiplied by 52 and then divided by 12;

(iii) with respect to a Participant, employed more than three years with a Participating Employer, who is paid, in whole or in part, on commission, the Participant's current base wages or salary plus the Participant's Average Commission Amount divided by 12;

(iv) with respect to a Participant, employed less than three years with a Participating Employer as a Financial Advisor, Monthly Compensation shall be established by the Compensation Schedule outlined in Schedule "C"; or

(v) with respect to a Participant, employed less than three years with a Participating Employer as a Sales Assistant, who is paid, in whole or in part, on commission, the Participant's base wages or salary plus the Participant's Average Commission Amount divided by 12.

(i) "Participant" means an Employee who has incurred a Qualifying Termination and has signed a Release that has not been revoked during any revocation period provided under the Release.

(j) "Participating Employer" means a direct or indirect subsidiary of the Company (i) listed on Schedule A, attached hereto, which may change from time to time to reflect new Participating Employers or withdrawing Participating Employers, and (ii) approved by the Plan Sponsor for participation in the Plan.

(k) "Plan" means the "H&R Block Severance Plan," as stated herein, and as may be amended from time to time.

(l) "Plan Administrator" and "Plan Sponsor" means H&R Block Management, LLC. The address and telephone number of H&R Block Management, LLC is One H&R Block Way, Kansas City, Missouri 64105, (816) 854-3000. The Employer Identification Number assigned to H&R Block Management, LLC by the Internal Revenue Service is 43-1632589.

(m) "Qualifying Termination" means the involuntary termination of an Employee, but does **not** include a termination resulting from:

- (i) the elimination of the Employee's position where the Employee was offered another position with a subsidiary of the Company at a comparable compensation and benefit level, or where the termination results from a sale of assets or other corporate acquisition or disposition;
- (ii) the redefinition of an Employee's position to a lower compensation rate or grade;
- (iii) the termination of an Employee for Cause; or
- (iv) the non-renewal of employment contracts.

(n) "Release" means that agreement signed by and between an Employee who is eligible to participate in the Plan and the Employee's Participating Employer under which the Employee releases all known and potential claims against the Employee's Participating Employer and all of such employer's parents, subsidiaries, and affiliates.

(o) "Release Date" means, with respect to a Release that includes a revocation period, the date immediately following the expiration date of the revocation period in the Release that has been fully executed by both parties. "Release Date" means, with respect to a Release that does not include a revocation period, the date the Release has been fully executed by both parties.

(p) "Severance Period" means the period of time during which a Participant may receive benefits under this Plan. The Severance Period with respect to a Participant begins on the Termination Date. A Participant's Severance Period will be the shorter of (i) 12 months or (ii) a number of months equal to the whole number of Years of Service determined under Section 2(r), unless earlier terminated in accordance with Section 8 of the Plan.

(q) "Termination Date" means the date the Employee severs employment with a Participating Employer.

(r) "Year of Service" means each period of 12 consecutive months ending on the Employee's employment anniversary date during which the Employee had at least 1,000 Hours of Service. In determining a Participant's Years of Service, the Participant will be credited with a partial Year of Service for his or her final period of employment commencing on his or her most recent employment anniversary date equal to a fraction calculated in accordance with the following formula:

$$\frac{\text{Number of days since most recent employment anniversary date}}{365}$$

Despite an Employee's Years of Service calculated in accordance with the above, an Employee will be credited with no less than the specified minimum Years of Service

as outlined in Schedule "B". Notwithstanding an Employee's actual service, the maximum number of creditable Years of Service shall be 18.

Notwithstanding the above, if an Employee has received credit for Years of Service under this Plan or under any previous plan, program, or agreement for the purpose of receiving severance benefits before a Qualifying Termination, such Years of Service will be disregarded when calculating Years of Service for such Qualifying Termination under the Plan; provided, however, that if such severance benefits were terminated prior to completion because the Employee was rehired by any subsidiary of the Company then the Employee will be re-credited with full Years of Service for which severance benefits were not paid in full or in part because of such termination.

3. Eligibility and Participation.

An Employee who incurs a Qualifying Termination and signs a Release that has not been revoked during any revocation period under the Release is eligible to participate in the Plan. An eligible Employee will become a Participant in the Plan as of the Termination Date.

4. Severance Compensation.

(a) Amount. Subject to Section 8, each Participant will receive during the Severance Period from the applicable Participating Employer aggregate severance compensation equal to:

(i) the Participant's Monthly Compensation multiplied by the Participant's Years of Service; plus

(ii) one-twelfth of the Participant's target payout under the Short-Term Incentive Program of the Participating Employer in effect at the time of his or her Termination Date multiplied by the Participant's Years of Service; plus

(iii) an amount to be determined by the Participating Employer at its sole discretion, which amount may be zero.

(b) Timing of Payments. Except as stated in Section 4(c), and subject to Section 8,

(i) the sum of any amounts determined under Sections 4(a)(i) and 4(a)(ii) of the Plan will be paid in semi-monthly or bi-weekly installments (the timing and amount of each installment as determined by the Participating Employer) during the Severance Period beginning after the later of the Termination Date or the Release Date; and

(ii) any amounts determined under Section 4(a)(iii) of the Plan will be paid in one lump sum within 15 days after the later of the Termination Date or the Release Date, unless otherwise agreed in writing by the Participating Employer and Participant or otherwise required by law.

(c) Death. In the event of the Participant's death prior to receiving all payments due under this Section 4, any unpaid severance compensation will be paid (i) in the same manner as are death benefits under the Participant's basic life insurance coverage provided by the Participant's Participating Employer, and (ii) in accordance with the Participant's beneficiary designation under such coverage. If no such coverage exists, or if no beneficiary designation exists under such coverage as of the date of death of the Participant, the severance compensation will be paid to the Participant's estate in one-lump sum.

5. **Health and Welfare Benefits.**

(a) Benefits. In addition to the severance compensation provided pursuant to Section 4 of the Plan, a Participant may continue to participate in the following health and welfare benefits provided by his or her Participating Employer during the Severance Period on the same basis as employees of the Participating Employer:

- (i) medical;
- (ii) dental;
- (iii) vision.
- (iv) employee assistance;
- (v) medical expense reimbursement and dependent care expense reimbursement benefits provided under a cafeteria plan;
- (vi) life insurance (basic and supplemental); and
- (vii) accidental death and dismemberment insurance (basic and supplemental).

For the purposes of any of the above described benefits provided under a Participating Employer's cafeteria plan, a Qualifying Termination constitutes a "change in status" or "life event."

(b) Payment and Expiration. Payment of the Participant's portion of contribution or premiums for such selected benefits will be withheld from any severance compensation payments paid to the Participant under this Plan. The Participating Employer's partial subsidization of such coverages will remain in effect until the earlier of:

- (i) the expiration or earlier termination of the Participant's Severance Period, after which time the Participant may be eligible to elect to continue coverage of those benefits listed above that are provided under group health plans in accordance with his or her rights under Section 4980B of the Internal Revenue Code; or

(ii) the Participant's attainment of or eligibility to attain health and welfare benefits through another employer after which time the Participant may be eligible to elect to continue coverage of those benefits listed above that are provided under group health plans in accordance with his or her rights under Section 4980B of the Internal Revenue Code.

6. Stock Options.

(a) Accelerated Vesting. Any portion of any outstanding incentive stock options and nonqualified stock options that would have vested during the 18-month period following the Termination Date had the Participant remained an employee with the Participating Employer during such 18-month period will vest as of the Termination Date. This Section 6(a) applies only to options (i) granted to the Participant under the Company's 1993 Long-Term Executive Compensation Plan, or any successor plan to its 1993 Long-Term Executive Compensation Plan, not less than 6 months prior to his or her Termination Date and (ii) outstanding at the close of business on such Termination Date. The determination of accelerated vesting under this Section 6(a) shall be made as of the Termination Date and shall be based solely on any time-specific vesting schedule included in the applicable stock option agreement without regard to any accelerated vesting provision not related to the Plan in such agreement.

(b) Post-Termination Exercise Period. Subject to the expiration dates and other terms of the applicable stock option agreements, the Participant may elect to have the right to exercise any outstanding incentive stock options and nonqualified stock options granted prior to the Termination Date to the Participant under the Company's 1984 Long-Term Executive Compensation Plan, its 1993 Long-Term Executive Compensation Plan, or any successor plan to its 1993 Long-Term Executive Compensation Plan that are vested as of the Termination Date (or, if later, the Release Date), whether due to the operation of Section 6(a), above, or otherwise, at any time during the Severance Period and, except in the event that the Severance Period terminates pursuant to Section 8(a), for a period up to 3 months after the end of the Severance Period (notwithstanding Section 8). Any such election shall apply to all outstanding incentive stock options and nonqualified stock options, will be irrevocable and must be made in writing and delivered to the Plan Administrator on or before the later of the Termination Date or Release Date. If the Participant fails to make an election, the Participant's right to exercise such options will expire 3 months after the Termination Date.

(c) Stock Option Agreement Amendment. The operation of Sections 6(a) and 6(b), above, are subject to the Participant's execution of an amendment to any affected stock option agreements, if necessary.

7. **Outplacement Services.** In addition to the benefits described above, career transition counseling or outplacement services may be provided upon the Participant's Qualifying Termination. Such outplacement service will be provided at the Participating Employer's sole discretion. Outplacement services are designed to assist employees in their search for new employment and to facilitate a smooth transition between employment with the Participating Employer and employment with another employer. Any outplacement services

provided under this Plan will be provided by an outplacement service chosen by the Participating Employer. The Participant is not entitled to any monetary payment in lieu of outplacement services.

8. Termination of Benefits. Any right of a Participant to severance compensation and benefits under the Plan, and all obligations of his or her Participating Employer to pay any unpaid severance compensation or provide benefits under the Plan will terminate as of the day:

(a) The Participant has engaged in any conduct described in Sections 8(a)(i), 8(a)(ii), 8(a)(iii) or 8(a)(iv), below, as the same may be limited pursuant to Section 8(a)(vi).

(i) During the Severance Period, the Participant's engagement in, ownership of, or control of any interest in (except as a passive investor in less than one percent of the outstanding securities of publicly held companies), or acting as an officer, director or employee of, or consultant, advisor or lender to, any firm, corporation, partnership, limited liability company, institution, business, government agency, or entity that engages in any line of business that is competitive with any Line of Business of the Company, *provided that* this Section 8(a)(i) shall not apply to the Participant if the Participant's primary place of employment by a subsidiary of the Company as of the Termination Date is in either the State of California or the State of North Dakota.

(ii) During the Severance Period, the Participant employs or solicits for employment by any employer other than a subsidiary of the Company any employee of any subsidiary of the Company, or recommends any such employee for employment to any employer (other than a subsidiary of the Company) at which the Participant is or intends to be (A) employed, (B) a member of the Board of Directors, (C) a partner, or (D) providing consulting services.

(iii) During the Severance Period, the Participant directly or indirectly solicits or enters into any arrangement with any person or entity which is, at the time of the solicitation, a significant customer of a subsidiary of the Company for the purpose of engaging in any business transaction of the nature performed by such subsidiary, or contemplated to be performed by such subsidiary, for such customer, *provided that* this Section 8(a)(iii) shall only apply to customers for whom the Participant personally provided services while employed by a subsidiary of the Company or customers about whom or which the Participant acquired material information while employed by a subsidiary of the Company.

(iv) During the Severance Period, the Participant misappropriates or improperly uses or discloses confidential information of the Company and/or its subsidiaries.

(v) If the Participant engaged in any of the conduct described in Sections 8(a)(i), 8(a)(ii), 8(a)(iii) or 8(a)(iv) during or after Participant's term of employment with a Participating Employer, but prior to the commencement of the Severance Period, and such engagement becomes known to the Participating Employer during the Severance Period, such conduct shall be deemed, for purposes of Sections 8(a)(i), 8(a)(ii), 8(a)(iii) or 8(a)(iv) to have occurred during the Severance Period.

(vi) If the Participant is a party to an employment contract with a Participating Employer that contains a covenant or covenants relating to the Participant's engagement in conduct that is the same as or substantially similar to the conduct described in any of Sections 8(a)(i), 8(a)(ii), 8(a)(iii) or 8(a)(iv), and any specific conduct regulated in such covenant or covenants in such employment contract is more limited in scope geographically or otherwise than the corresponding specific conduct described in any of such Sections 8(a)(i), 8(a)(ii), 8(a)(iii) or 8(a)(iv), then the corresponding specific conduct addressed in the applicable Section 8(a)(i), 8(a)(ii), 8(a)(iii) or 8(a)(iv) shall be limited to the same extent as such conduct is limited in the employment contract and the Participating Employer's rights and remedy with respect to such conduct under this Section 8 shall apply only to such conduct as so limited.

(b) The Participant is rehired by his or her Participating Employer or hired by any other subsidiary of the Company in any position other than a position classified as seasonal by such employer.

9. Amendment and Termination. The Plan Sponsor reserves the right to amend the Plan or to terminate the Plan and all benefits hereunder in their entirety at any time.

10. Administration of Plan. The Plan Administrator has the power and discretion to construe the provisions of the Plan and to determine all questions relating to the eligibility of employees of Participating Employers to become Participants in the Plan, and the amount of benefits to which any Participant may be entitled thereunder in accordance with the Plan. Not in limitation, but in amplification of the foregoing and of the authority conferred upon the Plan Administrator, the Plan Sponsor specifically intends that the Plan Administrator have the greatest permissible discretion to construe the terms of the Plan and to determine all questions concerning eligibility, participation and benefits. Any such decision made by the Plan Administrator will be binding on all Employees, Participants, and beneficiaries, and is intended to be subject to the most deferential standard of judicial review. Such standard of review is not to be affected by any real or alleged conflict of interest on the part of the Plan Administrator. The decision of the Plan Administrator upon all matters within the scope of its authority will be final and binding.

11. Claims Procedures.

(a) **Filing a Claim for Benefits.** Participants are not required to submit claim forms to initiate payment of benefits under this Plan. To make a claim for benefits,

individuals other than Participants who believe they are entitled to receive benefits under this Plan and Participants who believe they have been denied certain benefits under the Plan must write to the Plan Administrator. These individuals and such Participants are hereinafter referred to in this Section 12 as "Claimants." Claimants must notify the Plan Administrator if they will be represented by a duly authorized representative with respect to a claim under the Plan.

(b) **Initial Review of Claims.** The Plan Administrator will evaluate a claim for benefits under the Plan. The Plan Administrator may solicit additional information from the Claimant if necessary to evaluate the claim. If the Plan Administrator denies all or any portion of the claim, the Claimant will receive, within 90 days after the receipt of the written claim, a written notice setting forth:

- (i) the specific reason for the denial;
- (ii) specific references to pertinent Plan provisions on which the Plan Administrator based its denial;
- (iii) a description of any additional material and information needed for the Claimant to perfect his or her claim and an explanation of why the material or information is needed; and
- (iv) that any appeal the Claimant wishes to make of the adverse determination must be in writing to the Plan Administrator within 60 days after receipt of the notice of denial of benefits. The notice must advise the Claimant that his or her failure to appeal the action to the Plan Administrator in writing within the 60-day period will render the Plan Administrator's determination final, binding and conclusive. The notice must further advise the Claimant of his or her right to bring a civil action under Section 502(a) of ERISA following the exhaustion of the claims procedures described herein.

(c) **Appeal of Denied Claim and Final Decision.** If the Claimant should appeal to the Plan Administrator, the Claimant, or his or her duly authorized representative, must submit, in writing, whatever issues and comments the Claimant or his or her duly authorized representative feels are pertinent. The Claimant, or his or her duly authorized representative, may review and request pertinent Plan documents. The Plan Administrator will reexamine all facts related to the appeal and make a final determination as to whether the denial of benefits is justified under the circumstances. The Plan Administrator will advise the Claimant in writing of its decision within 60 days of the Claimant's written request for review, unless special circumstances (such as a hearing) require an extension of time, in which case the Plan Administrator will make a decision as soon as possible, but no later than 120 days after its receipt of a request for review.

12. **Plan Financing.** The benefits to be provided under the Plan will be paid by the applicable Participating Employer, as incurred, out of the general assets of such Participating Employer.

13. **General Information.** The Plan's records are maintained on a calendar year basis. The Plan Number is 509. The Plan is self-administered and is considered a severance plan.

14. **Governing Law.** The Plan is established in the State of Missouri. To the extent federal law does not apply, any questions arising under the Plan will be determined under the laws of the State of Missouri.

15. **Enforceability; Severability.** If a court of competent jurisdiction determines that any provision of the Plan is not enforceable, then such provision shall be enforceable to the maximum extent possible under applicable law, as determined by such court. The invalidity or unenforceability of any provision of the Plan, as determined by a court of competent jurisdiction, will not affect the validity or enforceability of any other provision of the Plan and all other provisions will remain in full force and effect.

16. **Withholding of Taxes.** The applicable Participating Employer may withhold from any benefit payable under the Plan all federal, state, city or other taxes as may be required pursuant to any law, governmental regulation or ruling. The Participant shall pay upon demand by the Company or the Participating Employer any taxes required to be withheld or collected by the Company or the Participating Employer upon the exercise by the Participant of a nonqualified stock option granted under the Company's 1984 Long-Term Executive Compensation Plan or its 1993 Long-Term Executive Compensation Plan or any successor Plan thereto. If the Participant fails to pay any such taxes associated with such exercise upon demand, the Participating Employer shall have the right, but not the obligation, to offset such taxes against any unpaid severance compensation under this Plan.

17. **Not an Employment Agreement.** Nothing in the Plan gives an Employee any rights (or imposes any obligations) to continued employment by his or her Participating Employer or other subsidiary of the Company, nor does it give such Participating Employer any rights (or impose any obligations) for the continued performance of duties by the Employee for the Participating Employer or any other subsidiary of the Company.

18. **No Assignment.** The Employee's right to receive payments of severance compensation and benefits under the Plan are not assignable or transferable, whether by pledge, creation of a security interest, or otherwise. In the event of any attempted assignment or transfer contrary to this Section 18, the applicable Participating Employer will have no liability to pay any amount so attempted to be assigned or transferred.

19. **Service of Process.** The Secretary of the Plan Administrator is designated as agent for service of legal process. Service of legal process may be made upon the Secretary of the Plan Administrator at:

H&R Block Management, LLC
Attn: Secretary
One H&R Block Way
Kansas City, Missouri 64105

20. **Statement of ERISA Rights.** As a participant in the Plan, you are entitled to certain rights and protections under ERISA, which provides that all Plan Participants are entitled to:

- (a) examine without charge, at the Plan Administrator's office, all documents governing the Plan and a copy of the latest annual report (Form 5500 Series) filed by the Plan with the U.S. Department of Labor and available at the Public Disclosure Room of the Pension and Welfare Benefit Administration;
- (b) obtain, upon written request to the Plan Administrator, copies of documents governing the operation of the Plan, copies of the latest annual report (Form 5500 Series) and an updated summary plan description. The Plan Administrator may make a reasonable charge for the copies; and
- (c) receive a summary of the Plan's annual financial report if required to be filed for the year. The Plan Administrator is required by law to furnish each participant with a copy of this summary annual report if an annual report is required to be filed for the year.

In addition to creating rights for Plan Participants, ERISA imposes duties upon the people who are responsible for the operation of the Plan. The people who operate your Plan, called "fiduciaries" of the Plan, have a duty to do so prudently and in the interest of you and other Plan Participants and beneficiaries. No one, including your Participating Employer or any other person, may fire you or otherwise discriminate against you in any way to prevent you from obtaining a welfare benefit or exercising your rights under ERISA.

If your claim for a welfare benefit is denied or ignored, in whole or in part, you have the right to know why this was done, to obtain copies of documents relating to the decision without charge, and to appeal any denial, all within certain time schedules.

Under ERISA, there are steps you can take to enforce the above rights. For instance, if you request a copy of plan documents or the latest annual report from the Plan and do not receive them within 30 days, you may file suit in a Federal court. In such a case, the court may require the Plan Administrator to provide the materials to you and pay you up to \$110 a day until you receive the materials, unless the materials were not sent because of reasons beyond the control of the Plan Administrator. If you have a claim for benefits that is denied or ignored, in whole or in part, you may file suit in a state or Federal court. If it should happen that you are discriminated against for asserting your rights, you may seek assistance from the U. S. Department of Labor, or you may file suit in a Federal court. The court will decide who should pay court costs and legal fees. If you are successful, the court may order the person you have sued to pay these costs and fees. If you lose, the court may order you to pay these costs and fees, for example, if it finds your claim is frivolous.

If you have any questions about the Plan, you should contact the Plan Administrator. If you have questions about this statement or about your rights under ERISA, or if you need assistance in obtaining documents from the Plan Administrator, you should contact the nearest office of the Pension and Welfare Benefits Administration, U.S. Department of Labor, listed in your telephone directory or the Division of Technical Assistance and Inquiries, Pension and Welfare Benefits Administration, U.S. Department of Labor, 200 Constitution Avenue N.W., Washington, D.C. 20210. You may also obtain certain publications about your

rights and responsibilities under ERISA by calling the publications hotline of the Pension and Welfare Benefits Administration.

IN WITNESS WHEREOF, H&R Block Management, LLC adopts this Severance Plan, as amended and restated, effective this 15th day of January, 2008.

H&R BLOCK MANAGEMENT, LLC

/s/ Tammy Serati

Tammy Serati
SVP Human Resources

**Schedule A
Participating Employers**

- Block Financial LLC
- Franchise Partner, Inc.
- H&R Block Bank Corporation
- H&R Block Services, Inc. and its U.S.-based direct and indirect subsidiaries
- H&R Block Management, LLC
- HRB Financial Corporation and its U.S.-based direct and indirect subsidiaries, which subsidiaries include H&R Block Financial Advisors, Inc.
- HRB Products, LLC
- HRB Corporate Enterprises, LLC
- Tax Works, Inc.
- HRB International, LLC
- RSM McGladrey Business Services, Inc.

**Schedule B
Pay Grade/Bands**

| Pay Grade / Band | Minimum Years of Service | Maximum Years of Service |
|---|--------------------------|--------------------------|
| Grades 81 and above Band 006 and above | 6 | 18 |
| Grades 60F, 65-80, 140-145, 185-190 Band 005 | 3 | 18 |
| Grades 30-64, 100-139, 155-180, and 298-299 Bands 001-004 | 1 | 18 |

**Schedule C
Financial Advisor Compensation Table**

| Projected Annual Earnings | Annualized Compensation | Monthly Compensation |
|-------------------------------|-------------------------|----------------------|
| Less than \$100,000 | \$ 24,000 | \$ 2,000 |
| \$100,000 but under \$200,000 | \$ 50,000 | \$ 4,166.66 |
| \$100,000 but under \$200,000 | \$ 90,000 | \$ 7,500 |
| \$100,000 but under \$200,000 | \$ 130,000 | \$ 10,833.33 |
| \$400,000 - and over | \$ 180,000 | \$ 15,000 |

SEVERANCE AND RELEASE AGREEMENT

Robert Dubrish ("EMPLOYEE") and Option One Mortgage Corporation ("COMPANY") enter into this Severance and Release Agreement ("Release Agreement") under the terms and conditions recited below:

I. Recitations

- A. Due to changing business needs, EMPLOYEE has been notified that his employment with COMPANY will end on January 31, 2008 (the "Termination Date").
- B. EMPLOYEE and COMPANY want to enter into a full and final settlement of all issues and matters between them, occurring on or before the date EMPLOYEE signs this Release Agreement. These include, but are not limited to, any issues and matters that may have arisen out of EMPLOYEE'S employment with or separation from COMPANY.
- C. EMPLOYEE specifically acknowledges that COMPANY has told him to consult with a lawyer prior to signing this Release Agreement.
- D. EMPLOYEE specifically agrees that he will not sign this Release Agreement until after the Termination Date.
- E. EMPLOYEE confirms that he has received payment of all salary, paid time off, bonuses and other wages due and owing to him from the COMPANY as of his Termination Date.
- F. In exchange for the mutual promises of EMPLOYEE and COMPANY set forth in this Release Agreement, EMPLOYEE and COMPANY agree to the terms and conditions set out below.

II. Basic Terms of the Release Agreement

- A. COMPANY agrees to the following:
 - 1. Upon receipt of a fully executed copy of this Release Agreement and after the expiration of the period defined in paragraph III(A) below, COMPANY agrees to provide EMPLOYEE with the payments and benefits to which EMPLOYEE would be entitled under the H&R Block Severance Plan (the "Plan"). A copy of
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the Plan is attached to this Release Agreement as Exhibit A. To be fully executed, EMPLOYEE'S signature must be notarized. EMPLOYEE is not entitled to any payments or benefits under the Plan unless EMPLOYEE signs and returns this Release Agreement within forty-five (45) calendar days of being presented with it. EMPLOYEE may sign this Release Agreement at any time prior to conclusion of the forty-five (45) day period. Assuming EMPLOYEE chooses to sign this Release Agreement and that such signature becomes binding because EMPLOYEE has not revoked his signature within seven (7) calendar days after signing, the terms of the Plan govern the payments and benefits to which EMPLOYEE is entitled. EMPLOYEE is not entitled to any payments or benefits under the Plan unless EMPLOYEE fully executes and returns this Release Agreement by March 16, 2008 to: Donna Roethemeyer, Compensation Department, H&R Block, One H&R Block Way, Kansas City, MO 64105.

2. As set forth in the Plan (in the event of any discrepancy, the terms of the Plan control), the payments available to the EMPLOYEE under the Plan are: **Nondiscretionary Amount:** \$1,072,009.13 (to be paid in semi-monthly or bi-weekly installments as determined by COMPANY during the Severance period). **Severance Period:** Twelve months (unless earlier terminated in accordance with the Plan). Any change to the consideration given for this Release Agreement shall not cause the 45-day period to start over.

B. EMPLOYEE agrees to the following:

1. Release of Claims. EMPLOYEE agrees to release and discharge COMPANY, and any of its related companies, present and former officers, agents, successors, assigns, other employees and attorneys from any and all claims arising on or before the date EMPLOYEE signs the Release Agreement including, without limitation, any claims that may have arisen from EMPLOYEE'S employment
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with or separation from COMPANY, all as more fully set forth in paragraphs IV(A) through (E) below.

2. Confidential Information. EMPLOYEE agrees, during and after the term of this Release Agreement, he will not, without the prior written consent of COMPANY, directly or indirectly use for the benefit of any person or entity other than COMPANY, or make known, divulge or communicate to any person, firm, corporation or other entity, any confidential or proprietary information, knowledge or trade secrets acquired, developed or learned of by EMPLOYEE during his employment with COMPANY. EMPLOYEE shall not retain after the Termination Date, any document, record, paper, disk, tape or compilation of information relating to any such confidential information.
 3. Return of COMPANY Property. EMPLOYEE shall return to COMPANY by the Termination Date, any and all things in his possession or control relating to COMPANY and its related entities, including but not limited to, any equipment issued to EMPLOYEE, all correspondence, reports, contracts, financial or budget information, personnel or labor relations files, office keys, manuals, and all similar materials not specifically listed here. EMPLOYEE further agrees that as of the Termination Date he will have no outstanding balance on his corporate credit card for which appropriate T&E accounting has not been submitted and he remains personally responsible for any outstanding balance on his corporate credit card.
 4. Non-Solicitation.
 - a. Employees and Consultants. For the twelve (12) month period immediately following termination of your employment with the Company (the "Limitations Period"), EMPLOYEE shall not directly, or
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indirectly through another person or entity, except as agreed in writing by the parties induce or attempt to induce any employee of, or consultant to, the COMPANY or its subsidiaries to leave the employ of, or consultancy to, the COMPANY or its subsidiaries.

b. Company Customers and other Business Relationships. EMPLOYEE further covenants and agrees that for 24 month period following your Termination Date, EMPLOYEE shall not directly, or indirectly through another person or entity, except as agreed in writing by the parties call on, solicit or service any customer, supplier, licensee, licensor, consultant or other business relation of the COMPANY or its respective subsidiaries in order to induce or attempt to induce such person to cease doing business with the COMPANY or its subsidiaries, or in any way interfere with the relationship between any such customer, supplier, licensee, licensor, consultant or other business relation and the COMPANY or its subsidiaries (including, without limitation, making any negative statements or communications about the COMPANY or its subsidiaries).

5. Non-disparagement. EMPLOYEE agrees he will not disparage COMPANY or make or solicit any comments to the media or others that may be considered derogatory or detrimental to the good business name or reputation of COMPANY. This clause has no application to any communications with the Equal Employment Opportunity Commission or any state or local agency responsible for investigation and enforcement of discrimination laws.
 6. EMPLOYEE Availability. EMPLOYEE agrees to make himself reasonably available to COMPANY to respond to requests by COMPANY for information pertaining to or relating to COMPANY and/or its affiliates, subsidiaries, agents, officers, directors or employees that may be within the knowledge of the
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EMPLOYEE. EMPLOYEE will cooperate fully with COMPANY in connection with any and all existing or future litigation or investigations brought by or against COMPANY or any of its affiliates, agents, officers, directors or employees, whether administrative, civil or criminal in nature, in which and to the extent COMPANY deems the EMPLOYEE'S cooperation necessary. COMPANY will reimburse the EMPLOYEE for reasonable out-of pocket expenses incurred as a result of such cooperation. Nothing herein shall prevent the EMPLOYEE from communicating with or participating in any government investigation.

III. Acknowledgments and Additional Terms

- A. Revocation Period. EMPLOYEE acknowledges that if he accepts the terms of this Release Agreement he will have seven (7) calendar days after the date he signs this Release Agreement to revoke his acceptance of its terms. Such revocation, to be effective, must be delivered by written notice, in a manner so the notice is received on or before the seventh day by: Donna Roethemeyer, Compensation Department, H&R Block, One H&R Block Way, Kansas City, MO 64105.
 - B. Opportunity to Consult Attorney. EMPLOYEE acknowledges he has consulted or has had the opportunity to consult with his attorney prior to executing the Release Agreement.
 - C. No Admission of Liability. EMPLOYEE and COMPANY agree nothing in this Release Agreement is an admission by either of any wrongdoing, and that nothing in this Release Agreement is to be construed as such by anyone.
 - D. Consideration. EMPLOYEE agrees provision of the payments and benefits set forth in paragraphs II(A)(1) and (2) are valuable consideration to which EMPLOYEE would not otherwise be entitled.
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- E. Choice of Law. All disputes which arise out of the interpretation and enforcement of this Release Agreement shall be governed by the laws of the State of Missouri without giving effect to its choice of law provisions.
 - F. Entire Agreement. This Release Agreement including Exhibits A and B is the entire agreement between the parties. The parties acknowledge the terms of the Plan can be terminated or changed according to the terms set forth in the Plan. The parties acknowledge the terms of this Release Agreement can only be changed by a written amendment to the Release Agreement signed by both parties.
 - G. No Reliance. The parties have not relied on any representations, promises, or agreements of any kind made to them in connection with this Release Agreement, except for those set forth in writing in this Release Agreement or in the Plan.
 - H. Separate Signatures. Separate copies of this Release Agreement shall constitute originals which may be signed separately but which together will constitute one single agreement.
 - I. Effective Date. This Release Agreement becomes effective and binding on the eighth calendar day following EMPLOYEE'S execution of the Release Agreement, so long as that execution takes place after EMPLOYEE'S Termination Date.
 - J. Severability. If any provision of this Release Agreement, including the Plan, is held to be invalid, the remaining provisions shall remain in full force and effect.
 - K. Continuing Obligations. Any continuing obligations EMPLOYEE has after separation of employment pursuant to any employment agreement with COMPANY, the Plan, or by operation of law survive this Release Agreement. The terms of this Release Agreement add to any such obligations and are not intended to otherwise modify them in any way.
 - L. Employment Agreement. EMPLOYEE agrees that COMPANY has fully complied with all terms and conditions of the Employment Agreement between he and COMPANY, and that his employment has been properly terminated under that Agreement.
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IV. Release

- A. In consideration of the recitations and agreements listed above, EMPLOYEE releases, and forever discharges COMPANY and each and every one of its parent, affiliate, subsidiary, component, predecessor, and successor companies, and their respective past and present agents, officers, executives, employees, attorneys, directors, and assigns (collectively the "Releasees"), from any and all matters, claims, charges, demands, damages, causes of action, debts, liabilities, controversies, claims for attorneys' fees, judgments, and suits of every kind and nature whatsoever, foreseen or unforeseen, known or unknown, which have arisen between EMPLOYEE and the Releasees up to the date EMPLOYEE signs this Release Agreement.
- B. This release of claims includes, but is not limited to: (1) any claims he may have relating to any aspect of his employment with the Releasees and/or the separation of that employment, (2) any breach of an actual or implied contract of employment between EMPLOYEE and the Releasees, (3) any claim of unjust or tortious discharge, (4) any common-law claim (including but not limited to fraud, negligence, intentional or negligent infliction of emotional distress, negligent hiring/retention/supervision, or defamation), and (5)(i) any claims arising under the Civil Rights Act of 1866, 42 U.S.C. § 1981, (ii) the Civil Rights Act of 1964, 42 U.S.C. §§ 2000e, *et seq.*, as amended by the Civil Rights Act of 1991, (iii) the Age Discrimination in Employment Act, 29 U.S.C. §§ 621, *et seq.* (including but not limited to the Older Worker Benefit Protection Act), (iv) the Employee Retirement Income Security Act, 29 U.S.C. §§ 1001, *et seq.*, (v) the Rehabilitation Act of 1973, 29 U.S.C. §§ 701, *et seq.*, (vi) the American with Disabilities Act, 42 U.S.C. §§ 12101, *et seq.*, (vii) the Occupational Safety and Health Act, 29 U.S.C. §§ 651, *et seq.*, (viii) the National Labor Relations Act, 29 U.S.C. §§ 151, *et seq.*, (ix) the Worker Adjustment and Retraining Notification Act, 29 U.S.C. §§ 2101, *et seq.*, (6) any applicable state employment discrimination statute, (7) any applicable state
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worker's compensation statute, and (8) any other federal, state, or local statutes or ordinances.

- C. EMPLOYEE further agrees in the event any person or entity should bring such a charge, claim, complaint, or action on his behalf, he hereby waives and forfeits any right to recovery under said claim and will exercise every good faith effort to have such claim dismissed. This Release Agreement does not affect, however, the Equal Employment Opportunity Commission's ("EEOC's") rights and responsibilities to investigate or enforce applicable employment discrimination statutes.
- D. For purposes of the Age Discrimination in Employment Act ("ADEA") only, this Release Agreement does not affect the EEOC's rights and responsibilities to enforce the ADEA, nor does this Release Agreement prohibit EMPLOYEE from filing a charge under the ADEA (including a challenge to the validity of the waiver of claims in this Release Agreement) with the EEOC, or participating in any investigation or proceeding conducted by the EEOC. Nevertheless, EMPLOYEE agrees that the Releasees will be shielded against any recovery by EMPLOYEE, provided this Release Agreement is valid under applicable law.
- E. EMPLOYEE agrees he waives any right to participate in any settlement, verdict or judgment in any class action against the Releasees arising from conduct occurring on or before the date EMPLOYEE signs this Release Agreement, and that he waives any right to accept anything of value or any injunctive relief associated with any such pending or threatened class action against the Releasees.
- F. EMPLOYEE acknowledges that he is aware of and familiar with the provisions of Section 1542 of the California Civil Code, which provides as follows:

"A general release does not extend to claims which the creditor does not know or suspect to exist in his favor at the time of executing the release, which if known by her, must have materially affected his settlement with the debtor. "

EMPLOYEE waives and relinquishes all rights and benefits he may have under Section 1542 of the California Civil Code, or the law of any other state or jurisdiction, or common law principle, to the same or similar effect. EMPLOYEE represents and warrants that he has the authority to enter into this Agreement on his own behalf, and to bind all persons and entities claiming through him.

- F. Retention Agreement. EMPLOYEE and COMPANY agree that neither is waiving any rights EMPLOYEE and/or COMPANY may have under the H&R Block Sale and Retention Agreement entered into by the parties and that Agreement continues in full force and effect in accordance with its terms.

V. Eligibility Criteria and Information About Selected Employees

- A. Introduction. Pursuant to federal law, COMPANY is providing EMPLOYEE with the information contained in Exhibit B. Exhibit B contains information regarding the employees selected for benefits under the Plan.
- B. Eligibility Criteria and Time Limits. All COMPANY employees who are being separated from employment by COMPANY in the Reorganization are being offered the opportunity to receive the payments and benefits described in the Plan (attached as Exhibit A) in exchange for a release of all claims against COMPANY.
- C. Decisional Unit. The decisional unit for this restructuring is the President and Chief Executive Officer, and Chief Operating Officer of Option One Mortgage Corporation.
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THIS IS A RELEASE OF CLAIMS — READ CAREFULLY BEFORE SIGNING

I have read this Severance and Release Agreement. I have had the opportunity to obtain the advice of legal counsel concerning the meaning and effect of this Release Agreement. COMPANY advised me to seek the advice of counsel on this issue. I fully understand the terms of this Release Agreement and I understand it is a complete and final release of any of my claims against COMPANY. I sign the Release Agreement as my own free act and deed.

3/14/08

Date

/s/ Robert E. Dubrish

EMPLOYEE

Subscribed and sworn to before me, a Notary Public, this 14 day of March, 2008.

/s/ B. Cohen

NOTARY PUBLIC

My Commission expires: 5-30-08



COMPANY

Date

/s/ Alan M. Bennett

By

EMPLOYMENT AGREEMENT

THIS EMPLOYMENT AGREEMENT ("Agreement") is entered into as of July 12, 2005, by and between H & R Block Digital Tax Solutions, LLC, a Delaware limited liability company (the "Company"), and Thomas A. Allanson ("Executive").

ARTICLE ONE**EMPLOYMENT**

1.01 Agreement as to Employment. Effective as of the date hereof (the "Employment Date"), the Company hereby employs Executive to serve in the capacity set forth in Section 1.02, and Executive hereby accepts such employment by the Company, in each case, subject to the terms and conditions of this Agreement. The Company reserves the right, in its sole discretion, to change the title of Executive at any time.

1.02 Duties

(a) Executive is employed by the Company to serve as its Senior Vice President Digital Tax Solutions, subject to the authority and direction of the Board of Directors of H&R Block, Inc., a Missouri corporation ("Block"), and its President and Chief Operating Officer. Subject to the foregoing, Executive will have such authority and responsibility as is customarily associated with the position of Senior Vice President Digital Tax Solutions. The Company reserves the right to modify, delete, add, or otherwise change Executive's job responsibilities or the person or persons to whom Executive reports, in its sole discretion, at any time. Executive will also perform such other duties as are reasonably assigned to Executive from time to time.

(b) So long as Executive is employed by the Company pursuant to the terms hereof, Executive agrees to devote Executive's full business time and efforts exclusively on behalf of the Company and to competently and diligently discharge Executive's duties hereunder, provided that Executive will not be prohibited from engaging in such personal, charitable, or other nonemployment activities that do not interfere with Executive's full-time employment hereunder and that do not violate the other provisions of this Agreement or the H&R Block, Inc. Code of Business Ethics & Conduct, which Executive hereby acknowledges having read and fully understood. By execution hereof, Executive hereby represents that his only other employment activities consist of his involvement, on a limited basis, in certain equipment leasing activities ("Equipment Leasing Activities"), such Equipment Leasing Activities not interfering with Executive's full-time employment and obligations hereunder. Executive will comply fully with all reasonable policies of the Company, Block and/or any other direct or indirect subsidiary of Block or parent entity of any of their respective affiliates (the Company, Block and/or any other direct or indirect subsidiary of Block or parent entity or any of their respective affiliates being collectively referred to herein as the "Block Entities") as are from time to time in effect and applicable to Executive's position. Executive understands that the

business of the Block Entities may be subject to governmental regulation, some of which may require Executive to submit to background or similar investigations. If Executive or any Block Entity are unable to participate, in whole or in part, in any such activity as the result of any action or inaction on the part of Executive, then this Agreement and Executive's employment hereunder may be terminated by the Company without notice.

1.03 Compensation.

(a) Base Salary. The Company will pay to Executive a gross salary at an annual rate of Two Hundred Sixty Five Thousand and no/100 Dollars (US \$265,000.00) ("Base Salary"), payable semimonthly or at any other pay periods as the Company may use for its other similarly-situated employees. The Base Salary will be reviewed for adjustment no less often than annually during the term of Executive's employment hereunder and, if adjusted, such adjusted amount will become the "Base Salary" for purposes of this Agreement.

(b) Short-Term Incentive Compensation. Executive shall participate in the HRB Management, Inc. short-term incentive program that is based on the H&R Block Short-Term Incentive Plan (the "Program") as applicable to executives of the Company for its current fiscal year. Under the Program, Executive shall have an aggregate annual target incentive award equal to fifty percent (50%) of his Base Salary ("Target Bonus"), and an opportunity to earn up to two times such Target Bonus, i.e., one hundred percent (100%) of his Base Salary. The payment of the actual award under the Program shall be based upon such performance criteria which shall be determined by the Compensation Committee of Block's Board of Directors. Under the Program for the Company's current fiscal year only, Executive's actual incentive compensation shall be prorated based upon Executive's actual gross wages for the fiscal year, provided that Executive must remain employed through April 30, 2006 to receive any payments under the Program. Such incentive compensation shall be paid to Executive following the completion of its current fiscal year when the same is paid to other similarly situated Company employees.

(c) Stock Options. As authorized under the H&R Block 2003 Long-Term Executive Compensation Plan, as amended (the "2003 Plan"), subject to the terms of the related Option and Restricted Stock Agreement (as such term is defined in the Stock Purchase Agreement), Executive shall be granted on the Employment Date a stock option under the 2003 Plan to purchase ten thousand (10,000) shares of Block's common stock at an option price per share equal to the closing price of such shares on the New York Stock Exchange on the date of grant, such option to expire on the tenth anniversary of the date of grant; to vest and become exercisable as to one-third (three thousand three hundred thirty-three (3,333)) of the shares covered thereby on the first anniversary of the date of grant, as to an additional one-third (three thousand three hundred thirty-three (3,333)) of such shares on the second anniversary of the date of grant, and as to the remaining one-third (three thousand three hundred thirty-four (3,334)) of the shares on the third anniversary of the date of grant; to be an incentive stock option for the maximum number of shares permitted by Internal Revenue Code Section 422 and the regulations promulgated thereunder; and to otherwise be a nonqualified stock option. In

accordance with the terms of the Option and Restricted Stock Agreement, any non-vested portion of stock options awarded pursuant to this Section 1.03(c) shall vest upon a "Change of Control," as such term is defined in the Option and Restricted Stock Agreement.

(d) Restricted Stock. Subject to the terms of the related Option and Restricted Stock Agreement (as such term is defined in the Stock Purchase Agreement), Executive shall also be awarded promptly after the Employment Date, one thousand two hundred (1,200) restricted shares of Block's common stock under the 2003 Plan. One-third of the such restricted shares shall vest (i.e., the restrictions on such shares shall terminate), respectively, on each of the first three anniversaries following the Employment Date. Prior to the time such restricted shares are so vested, (i) such restricted shares shall be nontransferable, and (ii) Executive shall be entitled to receive any cash dividends payable with respect to unvested restricted shares and vote such unvested restricted shares at any meeting of Block's shareholders. The terms of the restricted stock grant reference herein will be more specifically set forth in a separate agreement to be entered into between Block and Executive.

1.04 Expenses.

(a) Travel Expenses. For a period of ninety (90) days from and after the Employment Date, the Company will promptly pay directly, or reimburse Executive for all travel expenses incurred in traveling between San Diego and Kansas City, including, but not limited to, lodging and meal expenses, to the extent that such expenses are paid or incurred by Executive and to the extent that such expenses are reasonable and necessary to Executive's conduct pursuant to the terms hereof. After such ninety (90) day period, the Company will promptly pay directly, or reimburse Executive for all travel expenses incurred in traveling between San Diego and Kansas City, including travel expenses, but excluding all lodging and meal-related expenses, to the extent that such expenses are paid or incurred by Executive and to the extent that such expenses are reasonable and necessary to Executive's conduct pursuant to the terms hereof. In any event, the Company's reimbursement of Executive for any such expenses shall be in a manner consistent with and subject to the terms of the Company's related policies in effect from time to time.

(b) Business Expenses. Subject to the provisions of Section 1.04(a) above, the Company will promptly pay directly, or reimburse Executive for, all business expenses, to the extent such expenses are paid or incurred by Executive during the term hereof in accordance with the Company's policy in effect from time to time and to the extent such expenses are reasonable and necessary to Executive's conduct pursuant to the terms hereof.

1.05 Fringe Benefits. During the term of Executive's employment hereunder, and subject to the discretionary authority given to applicable benefit plan administrators, the Company will make available to Executive such insurance, sick leave, deferred compensation, short-term incentive compensation, bonuses, stock options, retirement, vacation, and other like benefits as are approved and provided from time to time to the other similarly situated employees of the Company or the other Block Entities.

1.06 Termination of Employment.

(a) Without Notice. The Company may, at any time, in its sole discretion, terminate this Agreement and the employment of Executive without notice in the event of:

- (i) Executive's misconduct that interferes with or prejudices the proper conduct of the business of any Block Entity or which may reasonably result in harm to the reputation of any Block Entity; or
- (ii) Executive's commission of an act materially and demonstrably detrimental to the goodwill of any Block Entity, which act constitutes gross negligence or willful misconduct by Executive in the performance of Executive's duties hereunder; or
- (iii) Executive's commission of any act of dishonesty or breach of trust resulting or intending to result in material personal gain or enrichment of Executive at the expense of any Block Entity; or
- (iv) Executive's violation of Article Two or Three of this Agreement; or
- (v) Executive's conviction of a misdemeanor (involving an act of moral turpitude) or a felony; or
- (vi) Executive's failure in material respect to discharge Executive's duties hereunder as measured by the performance of matters within Executive's areas of responsibility against the plans and objectives prepared by Executive and any Block Entity in the ordinary course; or
- (vii) Executive's unwillingness to make all necessary travel to and from the Company's headquarters;
- (viii) the results of any Background Check (as such term is defined in the Stock Purchase Agreement (as defined below)) are, in the reasonable opinion of Purchaser (as such term is also defined in the Stock Purchase Agreement), unsatisfactory; or
- (ix) Executive's suspension by the Internal Revenue Service from participation in the Electronic Filing Program; or
- (x) The inability of Executive or any Block Entity to participate, in whole or in part, in any activity subject to governmental regulation as the result of any action or inaction on the part of Executive, as described in Section 1.02(b); or

(xi) Executive's death or total and permanent disability. The term "total and permanent disability" will have the meaning ascribed thereto under any long-term disability plan maintained by any Block Entity for employees of the Company.

(b) With Notice. Either party may terminate this Agreement for any reason, or no reason, by providing not less than forty-five (45) days' prior written notice of such termination to the other party, and, if such notice is properly given, this Agreement and Executive's employment hereunder will terminate as of the close of business on the forty- fifth (45th) day after such notice is given or such later date as is specified in such notice.

(c) Termination Due to a Change of Control.

(i) If Executive terminates Executive's employment under this Agreement during the one hundred eighty (180)-day period following the date of the occurrence of a "Change of Control" (as defined below) of Block then, upon any such termination of Executive's employment and conditioned on Executive's execution of an agreement under which Executive releases all known and potential claims against each Block Entity, the Company will provide Executive, at Executive's election (the "Change of Control Election"), the same level of severance compensation and benefits as would be provided under the H&R Block Severance Plan (the "Severance Plan") as the Severance Plan exists either (A) on the date of this Agreement or (B) on Executive's last day of active employment by the Company pursuant to the terms hereof (the "Last Day of Employment"), as if Executive had incurred a "Qualifying Termination" (as such term is defined in the Severance Plan). The Severance Plan as it exists on the date of this Agreement is attached hereto as Exhibit A. Executive must notify the Company in writing within five (5) Business Days (as such term is defined in the Stock Purchase Agreement, dated of even date herewith, among H&R Block Digital Tax Solutions, LLC, Executive and the other parties thereto ("Stock Purchase Agreement")) after Executive's Last Day of Employment of Executive's Change of Control Election. Severance compensation and benefits provided under this Section will terminate immediately if Executive violates Sections 3.02, 3.03, or 3.05 of this Agreement or becomes reemployed by any Block Entity.

(ii) For the purpose of this subsection, a "Change of Control" means:

(A) the acquisition, other than from Block, by any individual, entity or group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")), of beneficial ownership (within the meaning of Rule 13d-3 promulgated under the Exchange Act) of thirty-five percent (35%) or more of the then outstanding voting securities of Block entitled to vote generally in the election of directors, but excluding, for this purpose, any such acquisition by any Block Entity, or any employee benefit plan (or related trust) of any Block Entity, or any corporation with respect to which, following such

acquisition, more than fifty percent (50%) of the then outstanding voting securities of such corporation entitled to vote generally in the election of directors is then beneficially owned, directly or indirectly, by all or substantially all of the individuals and entities who were the beneficial owners of the voting securities of Block immediately prior to such acquisition in substantially the same proportion as their ownership, immediately prior to such acquisition, of the then outstanding voting securities of Block entitled to vote generally in the election of directors, as the case may be; or

(B) individuals who, as of the date hereof, constitute the Board of Directors of Block (generally, the “Board,” and as of the date hereof, the “Incumbent Board”) cease for any reason to constitute at least a majority of the Board, provided that any individual or individuals becoming a director subsequent to the date hereof, whose election, or nomination for election by Block’s shareholders, was approved by a vote of at least a majority of the Board (or nominating committee of the Board) will be considered as though such individual were a member or members of the Incumbent Board, but excluding, for this purpose, any such individual whose initial assumption of office is in connection with an actual or threatened election contest relating to the election of the directors of Block (as such terms are used in Rule 14a-1 1 of Regulation 14A promulgated under the Exchange Act); or

(C) the completion of a reorganization, merger or consolidation approved by the shareholders of Block, in each case, with respect to which all or substantially all of the individuals and entities who were the respective beneficial owners of the voting securities of Block immediately prior to such reorganization, merger or consolidation do not, following such reorganization, merger or consolidation, beneficially own, directly or indirectly, more than fifty percent (50%) of the then outstanding voting securities entitled to vote generally in the election of directors of the corporation resulting from such reorganization, merger or consolidation, or a complete liquidation or dissolution of Block, as approved by the shareholders of Block, or the sale or other disposition of all or substantially all of the assets of Block, as approved by the shareholders of Block.

(d) Severance. Executive will receive severance compensation and benefits as would be provided under the Severance Plan, as the same may be amended from time to time, if Executive incurs a “Qualifying Termination,” as such term is defined in the Severance Plan (and without regard to whether the termination is with or without notice under this Agreement), and executes an agreement under which Executive releases all known and potential claims against any Block Entity. Such compensation and benefits will, at Executive’s election (the “Severance Election”) be at the same level of severance compensation and benefits as would be provided under the Severance Plan as such plan

exists either (A) on the date of this Agreement, or (B) Executive's Last Day of Employment; provided, however, (1) the "Severance Period" (as such term is defined in the Severance Plan) will be 12 months, notwithstanding any provision in the Severance Plan to the contrary, and (2) Executive will be credited with not less than 12 "Years of Service" (as such term is defined in the Severance Plan) for the purpose of determining severance compensation under Section 4(a) of the Severance Plan as it exists on the date of this Agreement or the comparable section of the Severance Plan as it exists on Executive's Last Day of Employment, notwithstanding any provision in the Severance Plan to the contrary, and (3) all restrictions on any restricted shares awarded to Executive that would have vested in accordance with their terms by reason of lapse of time within eighteen (18) months of Executive's Last Day of Employment (absent such termination of employment) shall terminate (and such restricted shares shall be fully vested) and any restricted shares that would not have vested in accordance with their terms by reason of lapse of time within eighteen (18) months after Executive's Last Day of Employment shall be forfeited, notwithstanding any provision of the related Option and Restricted Stock (or similar) Agreement or Severance Agreement to the contrary. Executive must notify the Company in writing within five (5) Business Days after Executive's Last Day of Employment of Executive's Severance Election. Severance compensation and benefits provided under this Section will terminate immediately if Executive violates Sections 3.02, 3.03, or 3.05 of this Agreement or becomes reemployed with by any Block Entity.

(e) Further Obligations. Upon termination of Executive's employment under this Agreement, no Block Entity will have any further obligations under this Agreement and no further payments of Base Salary or other compensation or benefits will be payable by any Block Entity to Executive, except (i) as set forth in this Section, (ii) as required by the express terms of any written benefit plans or written arrangements maintained by any Block Entity and applicable to Executive at the time of such termination of Executive's employment, or (iii) as may be required by law. Any termination of this Agreement, however, will not be effective as to Sections 3.02, 3.03 and 3.05, or any other portions or provisions of this Agreement which, by their express terms, require performance by either party following termination of this Agreement.

ARTICLE TWO

CONFIDENTIALITY

2.01 Background and Relationship of Parties. The parties hereto acknowledge (for all purposes, including, without limitation, Articles Two and Three of this Agreement) that the various Block Entities have been and will be engaged in a continuous program of acquisition and development respecting their businesses, present and future, and that, in connection with Executive's employment by the Company, Executive will be expected to have access to all information of value to the various Block Entities and that Executive's employment creates a relationship of confidence and trust between Executive and the Block Entities with respect to any information applicable to the businesses of the Block Entities. Executive will possess or have unfettered access to

information that has been created, developed, or acquired by the Block Entities or otherwise become known to the Block Entities and which has commercial value in the businesses in which the Block Entities have been and will be engaged and has not been publicly disclosed by the Block Entities. All information described above is hereinafter called "Proprietary Information." By way of illustration, but not limitation, Proprietary Information includes trade secrets, customer lists and information, employee lists and information, developments, systems, designs, software, databases, know-how, marketing plans, product information, business and financial information and plans, strategies, forecasts, new products and services, financial statements, budgets, projections, prices, and acquisition and disposition plans. Proprietary Information does not include any portions of such information which are now or hereafter made public by third parties in a lawful manner or made public by parties hereto without violation of this Agreement.

2.02 Proprietary Information is Property of Block.

(a) All Proprietary Information is the sole property of Block (or the applicable Block Entity) and its assigns, and Block (or the applicable Block Entity) is the sole owner of all patents, copyrights, trademarks, names, and other rights in connection therewith and without regard to whether Block (or any applicable Block Entity) is at any particular time developing or marketing the same. Executive hereby assigns to Block any rights Executive may have or may acquire in such Proprietary Information. At all times during and after Executive's employment with the Company, Executive will keep in strictest confidence and trust all Proprietary Information and Executive will not use or disclose any Proprietary Information without the written consent of Block, except as may be necessary in the ordinary course of performing duties as an employee of the Company or as may be required by law or the order of any court or governmental authority.

(b) In the event of any termination of Executive's employment hereunder, Executive will promptly deliver to the Company all copies of all documents, notes, drawings, programs, software, specifications, documentation, data, Proprietary Information, and other materials and property of any nature belonging to any Block Entity and obtained during the course of Executive's employment with the Company. In addition, upon such termination, Executive will not remove from the premises of the Company or any other Block Entity any of the foregoing or any reproduction of any of the foregoing or any Proprietary Information that is embodied in a tangible medium of expression.

ARTICLE THREE

NON-HIRING; NON-SOLICITATION; NO CONFLICTS; NON-COMPETITION

3.01 General. The parties hereto acknowledge that, during the course of Executive's employment by the Company, Executive will have access to information valuable to the Company and the other Block Entities concerning the employees of the Block Entities (collectively, "Block Employees") and, in addition to Executive's access to such information, Executive may, during (and in the course of) Executive's

employment by the Company, develop relationships with such Block Employees whereby information valuable to the various Block Entities concerning the Block Employees was acquired by Executive. Such information includes, without limitation: the identity, skills, and performance levels of the Block Employees, as well as compensation and benefits paid to such Block Employees. Executive agrees and understands that it is important to protect the Block Entities and the Block Employees, and the various agents, directors, clients and other representatives of the Block Entities from the unauthorized use and appropriation of Block Employee information, Proprietary Information, and trade secret business information developed, held, or used by any Block Entity, and to protect the Block Entities, the Block Employees and the agents, directors, customers and other representatives of the Block Entities, Executive agrees to the covenants described in this Article Three.

3.02 Non-Hiring. During the period of Executive's employment hereunder, and for a period of one (1) year after Executive's Last Day of Employment, Executive may not directly or indirectly recruit, solicit, or hire any Block Employee or otherwise induce any such Block Employee to leave the employment to become an employee of or otherwise be associated with any other party or with Executive or any company or business with which Executive is or may become associated. The running of the one (1)- year period will be suspended during any period of violation and/or any period of time required to enforce this covenant by litigation or threat of litigation.

3.03 Non-Solicitation. During the period of Executive's employment hereunder and during the time Executive is receiving payments hereunder, and for two (2) years after the later of Executive's Last Day of Employment or cessation of such payments, Executive may not directly or indirectly solicit or enter into any arrangement with any person or entity which is, at the time of the solicitation, a significant customer of any Block Entity for the purpose of engaging in any business transaction of the nature performed by such Block Entity, or contemplated to be performed by such Block Entity, for such customer, provided that this Section 3.03 will only apply to customers for whom Executive personally provided services while employed by the Company or customers about whom or which Executive acquired material information while employed by the Company. The running of the two (2)-year period will be suspended during any period of violation and/or any period of time required to enforce this covenant by litigation or threat of litigation.

3.04 No Conflicts. Executive represents in good faith that, to the best of Executive's knowledge, the performance by Executive of all the terms of this Agreement will not breach any agreement to which Executive is or was a party and which requires Executive to keep any information in confidence or in trust. Executive has not brought and will not bring to any Block Entity, nor will Executive use in the performance of employment responsibilities at the Company any proprietary materials or documents of a former employer that are not generally available to the public, unless Executive has obtained express written authorization from such former employer for their possession and use. Executive has not and will not breach any obligation of confidentiality that

Executive may have to former employers and Executive will fulfill all such obligations during Executive's employment with the Company.

3.05 **Non-Competition.** During the period of Executive's employment hereunder and during the time Executive is receiving payments hereunder, and for two (2) years after the later of Executive's Last Day of Employment or cessation of such payments, Executive may not engage in, or own or control any interest in (except as a passive investor in less than one percent (1%) of the outstanding securities of publicly held companies), or act as an officer, director or employee of, or consultant, advisor or lender to, any firm, corporation, partnership, limited liability company, institution, business, government agency, or entity that engages in any line of business that is competitive with any Line of Business of Block (as defined below). "Line of Business of Block" means any line of business (including lines of business under evaluation or development) of the Company, as well as any one or more lines of business (including, without limitation, lines of business under evaluation or development) of any Block Entity with which Executive was involved during the two (2)-year period preceding Executive's Last Day of Employment, provided that, "Line of Business of Block" will, in all events, include, but not be limited to, the business conducted by Taxnet Inc. on and before the date hereof, and the business, and any related products and services, related to the preparation of tax returns, whether on-line, electronically or professionally assisted, including, without limitation, through the use or sale of software, and provided further that if Executive's employment was, as of the Last Day of Employment or during the two (2)-year period immediately prior to the Last Day of Employment, with the Company or any successor entity thereto, "Line of Business of Block" means any line of business (including lines of business under evaluation or development) of any Block Entity. Notwithstanding the foregoing, for purposes hereof, "Line of Business of Block" shall not include the Equipment Leasing Activities. The running of the two (2)-year period will be suspended during any period of violation and/or any period of time required to enforce this covenant by litigation or threat of litigation.

3.06 **Reasonableness of Restrictions.** Executive, for the benefit of the Company and each other Block Entity, and the Company acknowledge that the restrictions contained in this Agreement are reasonable, but should any provisions of any Article of this Agreement be determined to be invalid, illegal, or otherwise unenforceable or unreasonable in scope by any court of competent jurisdiction, the validity, legality, and enforceability of the other provisions of this Agreement will not be affected thereby and the provision found invalid, illegal, or otherwise unenforceable or unreasonable will be considered by the Company and Executive to be amended as to scope of protection, time, or geographic area (or any one of them, as the case may be) in whatever manner is considered reasonable by that court and, as so amended, will be enforced.

ARTICLE FOUR

MISCELLANEOUS

4.01 Third-Party Beneficiary. The parties hereto agree that each other Block Entity is a third-party beneficiary as to the obligations imposed upon Executive under this Agreement and as to the rights and privileges to which the Company is entitled pursuant to this Agreement, and that each other Block Entity is entitled to all of the rights and privileges associated with such third-party-beneficiary status.

4.02 Entire Agreement. This Agreement constitutes the entire agreement and understanding between the Company and Executive concerning the subject matter hereof. No modification, amendment, termination, or waiver of this Agreement will be binding unless in writing and signed by Executive and a duly authorized officer of the Company. Failure of the Company or any other Block Entity or Executive to insist upon strict compliance with any of the terms, covenants, or conditions hereof will not be deemed a waiver of such terms, covenants, and conditions.

4.03 Specific Performance by Executive. The parties hereto acknowledge that money damages alone will not adequately compensate the Company or any other Block Entity or Executive for breach of any of the covenants and agreements herein and, therefore, in the event of the breach or threatened breach of any such covenant or agreement by either party, in addition to all other remedies available at law, in equity or otherwise, a wronged party will be entitled to injunctive relief compelling specific performance of (or other compliance with) the terms hereof.

4.04 Successors and Assigns. This Agreement is binding upon Executive and the heirs, executors, assigns and administrators of Executive or Executive's estate and property and will inure to the benefit of the Company each other Block Entity and their successors and assigns. Executive may not assign or transfer to others the obligation to perform Executive's duties hereunder. The Company may assign this Agreement to any other Block Entity with the consent of Executive, in which case, after such assignment, the "Company" means such other Block Entity to whom this Agreement has been assigned.

4.05 Withholding Taxes. From any payments due hereunder to Executive from the Company, there will be withheld amounts reasonably believed by the Company to be sufficient to satisfy liabilities for federal, state, and local taxes and other charges and customary withholdings. Executive remains primarily liable to such authorities for such taxes and charges to the extent not actually paid by the Company.

4.06 Indemnification. To the fullest extent permitted by law and its Bylaws, the Company hereby indemnifies during and after the period of Executive's employment hereunder Executive from and against all loss, costs, damages, and expenses, including, without limitation, legal expenses of counsel selected by the Company to represent the interests of Executive (which expenses the Company will, to the extent so permitted,

advance to Executive as the same are incurred) arising out of or in connection with the fact that Executive is or was a director, officer, employee, or agent of the Company or Block or serving in such capacity for another corporation at the request of the Company. Notwithstanding the foregoing, the indemnification provided in this Section 4.06 will not apply to any loss, costs, damages, and expenses arising out of or relating in any way to any employment of Executive by any former employer or the termination of any such employment.

4.07 Right to Offset. To the extent not prohibited by applicable law and in addition to any other remedy, the Company has the right but not the obligation to offset any amount that Executive owes the Company under this Agreement against any amounts due Executive by and Block Entity, whether under the terms hereof, under the terms of the Stock Purchase Agreement, or otherwise.

4.08 Waiver of Jury Trial. Both parties to this Agreement, and Block, as a third-party beneficiary pursuant to Section 4.01 of this Agreement, waive any and all right to any trial by jury in any action or proceeding directly or indirectly related to this Agreement and Executive's employment hereunder.

4.09 Notices. All notices required or desired to be given hereunder must be in writing and will be deemed served and delivered if delivered in person or mailed, postage prepaid to Executive at: Thomas A. Allanson, 1632 Brahms Road, Cardiff by the Sea, California 92007, with a copy to James W. Baker, Esq., The Law Office of James W. Baker, 10636 Scripps Summit Ct., Ste. 115, San Diego, CA 92131, and to the Company at: 4400 Main Street, Kansas City, Missouri 64111, Attn: President, with copies to H&R Block, Inc., 4400 Main Street, Kansas City, Missouri 64111, Attention: General Counsel, and Thomas P. Sanders, Leonard, Street and Deinard Professional Association, 150 South Fifth Street, Suite 2300, Minneapolis, Minnesota 55402; or to such other address and/or person designated by either party in writing to the other party. Any notice given by mail will be deemed given as of the date it is so mailed and postmarked or received by a nationally recognized overnight courier for delivery.

4.10 Counterparts. This Agreement may be signed in counterparts and delivered by facsimile transmission confirmed promptly thereafter by actual delivery of executed counterparts.

[Balance of this page left blank intentionally.]

Executed as a sealed instrument under, and to be governed by, construed and enforced in accordance with, the internal laws of the State of Missouri, without regards to its conflicts of laws provisions.

EXECUTIVE:

Dated: July __, 2005

/s/ Thomas A. Allanson

Thomas A. Allanson

Accepted and Agreed:

H & R Block Digital Tax Solutions, LLC,
a Delaware limited liability company

By: _____

Name:

Title:

Dated: July __, 2005

Executed as a sealed instrument under, and to be governed by, construed and enforced in accordance with, the internal laws of the State of Missouri, without regards to its conflicts of laws provisions.

EXECUTIVE:

Dated: July __, 2005

Thomas A. Allanson

Accepted and Agreed:

H & R Block Digital Tax Solutions, LLC,
a Delaware limited liability company

By: /s/ Jeff Yabuki

Name: Jeff Yabuki

Title: President

Dated: July __, 2005

EXHIBIT A

Severance Plan

[See attached.]

H&R BLOCK SEVERANCE PLAN
Amended and Restated August 11, 2003

1. **Purpose.** The H&R Block Severance Plan is a welfare benefit plan established by HRB Management, Inc., an indirect subsidiary of H&R Block, Inc., for the benefit of certain subsidiaries of H&R Block, Inc. in order to provide severance compensation and benefits to certain employees of such subsidiaries whose employment is involuntarily terminated under the conditions set forth herein. This document constitutes both the plan document and the summary plan description required by the Employee Retirement Income Security Act of 1974.

2. **Definitions.**

(a) "Cause" means one or more of the following grounds of an Employee's termination of employment with a Participating Employer:

(i) misconduct that interferes with or prejudices the proper conduct of the Company, the Employee's Participating Employer, or any other affiliate of the Company, or which may reasonably result in harm to the reputation of the Company, the Employee's Participating Employer, or any other affiliate of the Company;

(ii) commission of an act of dishonesty or breach of trust resulting or intending to result in material personal gain or enrichment of the Employee at the expense of the Company, the Employee's Participating Employer, or any other affiliate of the Company;

(iii) commission of an act materially and demonstrably detrimental to the good will of the Company, the Employee's Participating Employer, or any other affiliate of the Company, which act constitutes gross negligence or willful misconduct by the Employee in the performance of the Employee's material duties;

(iv) material violations of the policies or procedures of the Employee's Participating Employer, including, but not limited to, the H&R Block Code of Business Ethics & Conduct, except those policies or procedures with respect to which an exception has been granted under authority exercised or delegated by the Participating Employer;

(v) disobedience, insubordination or failure to discharge employment duties;

(vi) conviction of, or entrance of a plea of guilty or no contest, to a misdemeanor (involving an act of moral turpitude) or a felony;

(vii) inability of the Employee, the Company, the Employee's Participating Employer, and/or any other affiliate of the Company to participate, in whole or in part, in any activity subject to governmental regulation as the result of any action or inaction on the part of the Employee;

(viii) the Employee's death or total and permanent disability. The term "total and permanent disability" will have the meaning ascribed thereto under any long-term disability plan maintained by the Employee's Participating Employer;

(ix) any grounds described as a discharge or other similar term on the Participating Employer's separation review form or other similar document stating the reason for the Employee's termination of employment, including poor performance; or

(x) any other grounds of termination of employment that the Participating Employer deems for cause.

Notwithstanding the definition of Cause above, if an Employee's employment with a Participating Employer is subject to an employment agreement that contains a definition of "cause" for purposes of termination of employment, such definition of "cause" in such employment agreement shall replace the definition of Cause herein for the purpose of determining whether the Employee has incurred a Qualifying Termination, but only with respect to such Employee.

(b) "Company" means H&R Block, Inc.

(c) "Employee" means a regular full-time or part-time, active employee of a Participating Employer whose employment with a Participating Employer is not subject to an employment contract that contains a provision that includes severance benefits. This definition expressly excludes employees of a Participating Employer classified as seasonal, temporary and/or inactive and employees who are customarily employed by a Participating Employer less than 20 hours per week.

(d) "ERISA" means the Employee Retirement Income Security Act of 1974, as amended.

(e) "Hour of Service" means each hour for which an individual was entitled to compensation as a regular full-time or part-time employee from a subsidiary of the Company.

(f) "Line of Business of the Company" with respect to a Participant means any line of business of the Participating Employer by which the Participant was employed as of the Termination Date, as well as any one or more lines of business of any other subsidiary of the Company by which the Participant was employed during the two- year period preceding the Termination Date, provided that, if Participant's employment was, as of the Termination Date or during the two-year period immediately prior to the Termination Date, with HRB Management, Inc. or any successor entity thereto, "Line of Business of the Company" shall mean any lines of business of the Company and all of its subsidiaries.

(g) "Monthly Salary" means -

- (i) with respect to an Employee paid on a salary basis, the Employee's current annual salary divided by 12; and
 - (ii) with respect to an Employee paid on an hourly basis, the Employee's current hourly rate times the number of hours he or she is regularly scheduled to work per week multiplied by 52 and then divided by 12.
- (h) "Participant" means an Employee who has incurred a Qualifying Termination and has signed a Release that has not been revoked during any revocation period provided under the Release.
- (i) "Participating Employer" means a direct or indirect subsidiary of the Company (i) listed on Schedule A, attached hereto, which may change from time to time to reflect new Participating Employers or withdrawing Participating Employers, and (ii) approved by the Plan Sponsor for participation in the Plan.
- (j) "Plan" means the "H&R Block Severance Plan," as stated herein, and as may be amended from time to time.
- (k) "Plan Administrator" and "Plan Sponsor" means HRB Management, Inc. The address and telephone number of HRB Management, Inc. is 4400 Main Street, Kansas City, Missouri 64111, (816) 753-6900. The Employer Identification Number assigned to HRB Management, Inc. by the Internal Revenue Service is 43-1632589.
- (l) "Qualifying Termination" means the involuntary termination of an Employee, but does not include a termination resulting from:
- (i) the elimination of the Employee's position where the Employee was offered another position with a subsidiary of the Company at a comparable salary and benefit level, or where the termination results from a sale of assets or other corporate acquisition or disposition;
 - (ii) the redefinition of an Employee's position to a lower salary rate or grade;
 - (iii) the termination of an Employee for Cause; or
 - (iv) the non-renewal of employment contracts.
- (m) "Release" means that agreement signed by and between an Employee who is eligible to participate in the Plan and the Employee's Participating Employer under which the Employee releases all known and potential claims against the Employee's Participating Employer and all of such employer's parents, subsidiaries, and affiliates.
- (n) "Release Date" means, with respect to a Release that includes a revocation period, the date immediately following the expiration date of the revocation period in the Release that has been fully executed by both parties. "Release Date" means, with

respect to a Release that does not include a revocation period, the date the Release has been fully executed by both parties.

(o) "Severance Period" means the period of time during which a Participant may receive benefits under this Plan. The Severance Period with respect to a Participant begins on the Termination Date. A Participant's Severance Period will be the shorter of (i) 12 months or (ii) a number of months equal to the whole number of Years of Service determined under Section 2(q), unless earlier terminated in accordance with Section 8 of the Plan.

(p) "Termination Date" means the date the Employee severs employment with a Participating Employer.

(q) "Year of Service" means each period of 12 consecutive months ending on the Employee's employment anniversary date during which the Employee had at least 1,000 Hours of Service. In determining a Participant's Years of Service, the Participant will be credited with a partial Year of Service for his or her final period of employment commencing on his or her most recent employment anniversary date equal to a fraction calculated in accordance with the following formula:

$$\frac{\text{Number of days since most recent employment anniversary date}}{365}$$

Despite an Employee's Years of Service calculated in accordance with the above, an Employee whose pay grade at his or her Participating Employer fits in the following categories at the time of the Qualifying Termination will be credited with no less than the specified Minimum Years of Service and no more than the specified Maximum Years of Service listed in the following table as applicable to such pay grade:

| Pay Grade | Minimum Years of Service | Maximum Years of Service |
|---|---------------------------------|---------------------------------|
| 81-89 and 231-235 | 6 | 18 |
| 65-80, 140-145, 185-190, and 218-230 | 3 | 18 |
| 57-64, 115-135, 175-180, and 210-217 | 1 | 18 |
| 48-56, 100-110, 170, and 200-209 | 1 | 18 |

Notwithstanding the above, if an Employee has received credit for Years of Service under this Plan or under any previous plan, program, or agreement for the purpose of receiving severance benefits before a Qualifying Termination, such Years of Service will be disregarded when calculating Years of Service for such Qualifying Termination under the Plan; provided, however, that if such severance benefits were terminated prior to completion because the Employee was rehired by any subsidiary of the Company then the Employee will be re-credited with full Years of Service for which severance benefits were not paid in full or in part because of such termination.

3. Eligibility and Participation.

An Employee who incurs a Qualifying Termination and signs a Release that has not been revoked during any revocation period under the Release is eligible to participate in the Plan. An eligible Employee will become a Participant in the Plan as of the Termination Date.

4. Severance Compensation.

(a) Amount. Subject to Section 8, each Participant will receive during the Severance Period from the applicable Participating Employer aggregate severance compensation equal to:

- (i) the Participant's Monthly Salary multiplied by the Participant's Years of Service; plus
- (ii) one-twelfth of the Participant's target payout under the Short-Term Incentive Program of the Participating Employer in effect at the time of his or her Termination Date multiplied by the Participant's Years of Service; plus
- (iii) an amount to be determined by the Participating Employer at its sole discretion, which amount may be zero.

(b) Timing of Payments. Except as stated in Section 4(c), and subject to Section 8,

- (i) the sum of any amounts determined under Sections 4(a)(i) and 4(a)(ii) of the Plan will be paid in semi-monthly or bi-weekly installments (the timing and amount of each installment as determined by the Participating Employer) during the Severance Period beginning after the later of the Termination Date or the Release Date; and
- (ii) any amounts determined under Section 4(a)(iii) of the Plan will be paid in one lump sum within 15 days after the later of the Termination Date or the Release Date, unless otherwise agreed in writing by the Participating Employer and Participant or otherwise required by law.

(c) Death. In the event of the Participant's death prior to receiving all payments due under this Section 4, any unpaid severance compensation will be paid (i) in the same manner as are death benefits under the Participant's basic life insurance coverage provided by the Participant's Participating Employer, and (ii) in accordance with the Participant's beneficiary designation under such coverage. If no such coverage exists, or if no beneficiary designation exists under such coverage as of the date of death of the Participant, the severance compensation will be paid to the Participant's estate in one-lump sum.

5. Health and Welfare Benefits.

(a) Benefits. In addition to the severance compensation provided pursuant to Section 4 of the Plan, a Participant may continue to participate in the following health and welfare benefits provided by his or her Participating Employer during the Severance Period on the same basis as employees of the Participating Employer:

- (i) medical;
- (ii) dental;
- (iii) vision;
- (iv) employee assistance;
- (v) medical expense reimbursement and dependent care expense reimbursement benefits provided under a cafeteria plan;
- (vi) life insurance (basic and supplemental); and
- (vii) accidental death and dismemberment insurance (basic and supplemental).

For the purposes of any of the above-described benefits provided under a Participating Employer's cafeteria plan, a Qualifying Termination constitutes a "change in status" or "life event."

(b) Payment and Expiration. Payment of the Participant's portion of contribution or premiums for such selected benefits will be withheld from any severance compensation payments paid to the Participant under this Plan. The Participating Employer's partial subsidization of such coverages will remain in effect until the earlier of:

- (i) the expiration or earlier termination of the Employee's Severance Period, after which time the Participant may be eligible to elect to continue coverage of those benefits listed above that are provided under group health plans in accordance with his or her rights under Section 4980B of the Internal Revenue Code; or
- (ii) the Participant's attainment of or eligibility to attain health and welfare benefits through another employer after which time the Participant may be eligible to elect to continue coverage of those benefits listed above that are provided under group health plans in accordance with his or her rights under Section 4980B of the Internal Revenue Code.

6. Stock Options.

(a) Accelerated Vesting. Any portion of any outstanding incentive stock options and nonqualified stock options that would have vested during the 18-month period following the Termination Date had the Participant remained an employee with the Participating Employer during such 18-month period will vest as of the Termination Date. This Section 6(a) applies only to options (i) granted to the Participant under the Company's 1993 Long-Term Executive Compensation Plan, or any successor plan to its 1993 Long-Term Executive Compensation Plan, not less than 6 months prior to his or her Termination Date and (ii) outstanding at the close of business on such Termination Date. The determination of accelerated vesting under this Section 6(a) shall be made as of the Termination Date and shall be based solely on any time-specific vesting schedule included in the applicable stock option agreement without regard to any accelerated vesting provision not related to the Plan in such agreement.

(b) Post-Termination Exercise Period. Subject to the expiration dates and other terms of the applicable stock option agreements, the Participant may elect to have the right to exercise any outstanding incentive stock options and nonqualified stock options granted prior to the Termination Date to the Participant under the Company's 1984 Long-Term Executive Compensation Plan, its 1993 Long-Term Executive Compensation Plan, or any successor plan to its 1993 Long-Term Executive Compensation Plan that are vested as of the Termination Date (or, if later, the Release Date), whether due to the operation of Section 6(a), above, or otherwise, at any time during the Severance Period and, except in the event that the Severance Period terminates pursuant to Section 8(a), for a period up to 3 months after the end of the Severance Period (notwithstanding Section 8). Any such election shall apply to all outstanding incentive stock options and nonqualified stock options, will be irrevocable and must be made in writing and delivered to the Plan Administrator on or before the later of the Termination Date or Release Date. If the Participant fails to make an election, the Participant's right to exercise such options will expire 3 months after the Termination Date.

(c) Stock Option Agreement Amendment. The operation of Sections 6(a) and 6(b), above, are subject to the Participant's execution of an amendment to any affected stock option agreements, if necessary.

7. **Outplacement Services**. In addition to the benefits described above, career transition counseling or outplacement services may be provided upon the Participant's Qualifying Termination. Such outplacement service will be provided at the Participating Employer's sole discretion. Outplacement services are designed to assist employees in their search for new employment and to facilitate a smooth transition between employment with the Participating Employer and employment with another employer. Any outplacement services provided under this Plan will be provided by an outplacement service chosen by the Participating Employer. The Participant is not entitled to any monetary payment in lieu of outplacement services.

8. Termination of Benefits. Any right of a Participant to severance compensation and benefits under the Plan, and all obligations of his or her Participating Employer to pay any unpaid severance compensation or provide benefits under the Plan will terminate as of the day:

(a) The Participant has engaged in any conduct described in Sections 8(a)(i), 8(a)(ii), 8(a)(iii) or 8(a)(iv), below, as the same may be limited pursuant to Section 8(a)(vi).

(i) During the Severance Period, the Participant's engagement in, ownership of, or control of any interest in (except as a passive investor in less than one percent of the outstanding securities of publicly held companies), or acting as an officer, director or employee of, or consultant, advisor or lender to, any firm, corporation, partnership, limited liability company, institution, business, government agency, or entity that engages in any line of business that is competitive with any Line of Business of the Company, *provided that* this Section 8(a)(i) shall not apply to the Participant if the Participant's primary place of employment by a subsidiary of the Company as of the Termination Date is in either the State of California or the State of North Dakota.

(ii) During the Severance Period, the Participant employs or solicits for employment by any employer other than a subsidiary of the Company any employee of any subsidiary of the Company, or recommends any such employee for employment to any employer (other than a subsidiary of the Company) at which the Participant is or intends to be (A) employed, (B) a member of the Board of Directors, (C) a partner, or (D) providing consulting services.

(iii) During the Severance Period, the Participant directly or indirectly solicits or enters into any arrangement with any person or entity which is, at the time of the solicitation, a significant customer of a subsidiary of the Company for the purpose of engaging in any business transaction of the nature performed by such subsidiary, or contemplated to be performed by such subsidiary, for such customer, *provided that* this Section 8(a)(iii) shall only apply to customers for whom the Participant personally provided services while employed by a subsidiary of the Company or customers about whom or which the Participant acquired material information while employed by a subsidiary of the Company.

(iv) During the Severance Period, the Participant misappropriates or improperly uses or discloses confidential information of the Company and/or its subsidiaries.

(v) If the Participant engaged in any of the conduct described in Sections 8(a)(i), 8(a)(ii), 8(a)(iii) or 8(a)(iv) during or after Participant's term of employment with a Participating Employer, but prior to the

commencement of the Severance Period, and such engagement becomes known to the Participating Employer during the Severance Period, such conduct shall be deemed, for purposes of Sections 8(a)(i), 8(a)(ii), 8(a)(iii) or 8(a)(iv) to have occurred during the Severance Period.

(vi) If the Participant is a party to an employment contract with a Participating Employer that contains a covenant or covenants relating to the Participant's engagement in conduct that is the same as or substantially similar to the conduct described in any of Sections 8(a)(i), 8(a)(ii), 8(a)(iii) or 8(a)(iv), and any specific conduct regulated in such covenant or covenants in such employment contract is more limited in scope geographically or otherwise than the corresponding specific conduct described in any of such Sections 8(a)(i), 8(a)(ii), 8(a)(iii) or 8(a)(iv), then the corresponding specific conduct addressed in the applicable Section 8(a)(i), 8(a)(ii), 8(a)(iii) or 8(a)(iv) shall be limited to the same extent as such conduct is limited in the employment contract and the Participating Employer's rights and remedy with respect to such conduct under this Section 8 shall apply only to such conduct as so limited.

(b) The Participant is rehired by his or her Participating Employer or hired by any other subsidiary of the Company in any position other than a position classified as seasonal by such employer.

9. Amendment and Termination. The Plan Sponsor reserves the right to amend the Plan or to terminate the Plan and all benefits hereunder in their entirety at any time.

10. Administration of Plan. The Plan Administrator has the power and discretion to construe the provisions of the Plan and to determine all questions relating to the eligibility of employees of Participating Employers to become Participants in the Plan, and the amount of benefits to which any Participant may be entitled thereunder in accordance with the Plan. Not in limitation, but in amplification of the foregoing and of the authority conferred upon the Plan Administrator, the Plan Sponsor specifically intends that the Plan Administrator have the greatest permissible discretion to construe the terms of the Plan and to determine all questions concerning eligibility, participation and benefits. Any such decision made by the Plan Administrator will be binding on all Employees, Participants, and beneficiaries, and is intended to be subject to the most deferential standard of judicial review. Such standard of review is not to be affected by any real or alleged conflict of interest on the part of the Plan Administrator. The decision of the Plan Administrator upon all matters within the scope of its authority will be final and binding.

11. Claims Procedures.

(a) **Filing a Claim for Benefits.** Participants are not required to submit claim forms to initiate payment of benefits under this Plan. To make a claim for benefits, individuals other than Participants who believe they are entitled to receive benefits under this Plan and Participants who believe they have been denied certain benefits under the Plan must write to the Plan Administrator. These individuals and such

Participants are hereinafter referred to in this Section 11 as "Claimants." Claimants must notify the Plan Administrator if they will be represented by a duly authorized representative with respect to a claim under the Plan.

(b) **Initial Review of Claims.** The Plan Administrator will evaluate a claim for benefits under the Plan. The Plan Administrator may solicit additional information from the Claimant if necessary to evaluate the claim. If the Plan Administrator denies all or any portion of the claim, the Claimant will receive, within 90 days after the receipt of the written claim, a written notice setting forth:

- (i) the specific reason for the denial;
- (ii) specific references to pertinent Plan provisions on which the Plan Administrator based its denial;
- (iii) a description of any additional material and information needed for the Claimant to perfect his or her claim and an explanation of why the material or information is needed; and
- (iv) that any appeal the Claimant wishes to make of the adverse determination must be in writing to the Plan Administrator within 60 days after receipt of the notice of denial of benefits. The notice must advise the Claimant that his or her failure to appeal the action to the Plan Administrator in writing within the 60-day period will render the Plan Administrator's determination final, binding and conclusive. The notice must further advise the Claimant of his or her right to bring a civil action under Section 502(a) of ERISA following the exhaustion of the claims procedures described herein.

(c) **Appeal of Denied Claim and Final Decision.** If the Claimant should appeal to the Plan Administrator, the Claimant, or his or her duly authorized representative, must submit, in writing, whatever issues and comments the Claimant or his or her duly authorized representative feels are pertinent. The Claimant, or his or her duly authorized representative, may review and request pertinent Plan documents. The Plan Administrator will reexamine all facts related to the appeal and make a final determination as to whether the denial of benefits is justified under the circumstances. The Plan Administrator will advise the Claimant in writing of its decision within 60 days of the Claimant's written request for review, unless special circumstances (such as a hearing) require an extension of time, in which case the Plan Administrator will make a decision as soon as possible, but no later than 120 days after its receipt of a request for review.

12. **Plan Financing.** The benefits to be provided under the Plan will be paid by the applicable Participating Employer, as incurred, out of the general assets of such Participating Employer.

13. **General Information.** The Plan's records are maintained on a calendar year basis. The Plan Number is 509. The Plan is self-administered and is considered a severance plan.

14. **Governing Law.** The Plan is established in the State of Missouri. To the extent federal law does not apply, any questions arising under the Plan will be determined under the laws of the State of Missouri.

15. **Enforceability; Severability.** If a court of competent jurisdiction determines that any provision of the Plan is not enforceable, then such provision shall be enforceable to the maximum extent possible under applicable law, as determined by such court. The invalidity or unenforceability of any provision of the Plan, as determined by a court of competent jurisdiction, will not affect the validity or enforceability of any other provision of the Plan and all other provisions will remain in full force and effect.

16. **Withholding of Taxes.** The applicable Participating Employer may withhold from any benefit payable under the Plan all federal, state, city or other taxes as may be required pursuant to any law, governmental regulation or ruling. The Participant shall pay upon demand by the Company or the Participating Employer any taxes required to be withheld or collected by the Company or the Participating Employer upon the exercise by the Participant of a nonqualified stock option granted under the Company's 1984 Long-Term Executive Compensation Plan or its 1993 Long-Term Executive Compensation Plan. If the Participant fails to pay any such taxes associated with such exercise upon demand, the Participating Employer shall have the right, but not the obligation, to offset such taxes against any unpaid severance compensation under this Plan.

17. **Not an Employment Agreement.** Nothing in the Plan gives an Employee any rights (or imposes any obligations) to continued employment by his or her Participating Employer or other subsidiary of the Company, nor does it give such Participating Employer any rights (or impose any obligations) for the continued performance of duties by the Employee for the Participating Employer or any other subsidiary of the Company.

18. **No Assignment.** The Employee's right to receive payments of severance compensation and benefits under the Plan are not assignable or transferable, whether by pledge, creation of a security interest, or otherwise. In the event of any attempted assignment or transfer contrary to this Section 18, the applicable Participating Employer will have no liability to pay any amount so attempted to be assigned or transferred.

19. **Service of Process.** The Secretary of the Plan Administrator is designated as agent for service of legal process. Service of legal process may be made upon the Secretary of the Plan Administrator at:

HRB Management, Inc.
Attn: Secretary
4400 Main Street
Kansas City, Missouri 64111

20. **Statement of ERISA Rights.** As a participant in the Plan, you are entitled to certain rights and protections under ERISA, which provides that all Plan Participants are entitled to:

(a) examine without charge, at the Plan Administrator's office, all documents governing the Plan and a copy of the latest annual report (Form 5500 Series) filed by

the Plan with the U.S. Department of Labor and available at the Public Disclosure Room of the Pension and Welfare Benefit Administration;

(b) obtain, upon written request to the Plan Administrator, copies of documents governing the operation of the Plan, copies of the latest annual report (Form 5500 Series) and an updated summary plan description. The Plan Administrator may make a reasonable charge for the copies; and

(c) receive a summary of the Plan's annual financial report if required to be filed for the year. The Plan Administrator is required by law to furnish each participant with a copy of this summary annual report if an annual report is required to be filed for the year.

In addition to creating rights for Plan Participants, ERISA imposes duties upon the people who are responsible for the operation of the Plan. The people who operate your Plan, called "fiduciaries" of the Plan, have a duty to do so prudently and in the interest of you and other Plan Participants and beneficiaries. No one, including your Participating Employer or any other person, may fire you or otherwise discriminate against you in any way to prevent you from obtaining a welfare benefit or exercising your rights under ERISA.

If your claim for a welfare benefit is denied or ignored, in whole or in part, you have the right to know why this was done, to obtain copies of documents relating to the decision without charge, and to appeal any denial, all within certain time schedules.

Under ERISA, there are steps you can take to enforce the above rights. For instance, if you request a copy of plan documents or the latest annual report from the Plan and do not receive them within 30 days, you may file suit in a Federal court. In such a case, the court may require the Plan Administrator to provide the materials to you and pay you up to \$110 a day until you receive the materials, unless the materials were not sent because of reasons beyond the control of the Plan Administrator. If you have a claim for benefits that is denied or ignored, in whole or in part, you may file suit in a state or Federal court. If it should happen that you are discriminated against for asserting your rights, you may seek assistance from the U. S. Department of Labor, or you may file suit in a Federal court. The court will decide who should pay court costs and legal fees. If you are successful, the court may order the person you have sued to pay these costs and fees. If you lose, the court may order you to pay these costs and fees, for example, if it finds your claim is frivolous.

If you have any questions about the Plan, you should contact the Plan Administrator. If you have questions about this statement or about your rights under ERISA, or if you need assistance in obtaining documents from the Plan Administrator, you should contact the nearest office of the Pension and Welfare Benefits Administration, U.S. Department of Labor, listed in your telephone directory or the Division of Technical Assistance and Inquiries, Pension and Welfare Benefits Administration, U.S. Department of Labor, 200 Constitution Avenue N.W., Washington, D.C. 20210. You may also obtain certain publications about your rights and responsibilities under ERISA by calling the publications hotline of the Pension and Welfare Benefits Administration.

IN WITNESS WHEREOF, HRB Management, Inc. adopts this Severance Plan, as amended and restated, effective this 11th day of August, 2003.

HRB MANAGEMENT, INC.

/s/ Mark A. Ernst

Mark A. Ernst

President and Chief Executive Officer

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Schedule A
Participating Employers

Block Financial Corporation
Financial Marketing Services, Inc.
Franchise Partner, Inc.
H&R Block Investments, Inc.
H&R Block Services, Inc. and its U.S.-based direct and indirect subsidiaries
HRB Business Services, Inc.
H&R Block Small Business Resources, Inc.
HRB Management, Inc.
HRB Retail Services, Inc.
OLDE Financial Corporation and its U.S.-based direct and indirect subsidiaries, which subsidiaries include H&R Block Financial Advisors, Inc.

**AMENDMENT NO. 1
TO THE
H&R BLOCK SEVERANCE PLAN**

HRB Management, Inc. (the "Company") adopted the H&R Block Severance Plan (the "Plan"), effective as of April 23, 2001 (Amended and Restated August 11, 2003). Section 9 of the Plan provides that the Plan Sponsor may amend the Plan at any time.

This Amendment amends the Plan as amended and restated effective August 11, 2003, as well as certain prior versions of the Plan, as detailed below.

AMENDMENT

1. Section 2 is amended, effective May 1, 2004, by deleting Section 2(q) in its entirety replacing with the following:

2(q) "Year of Service" means each period of 12 consecutive months ending on the Employee's employment anniversary date during which the Employee had at least 1,000 Hours of Service. In determining a Participant's Years of Service, the Participant will be credited with a partial Year of Service for his or her final period of employment commencing on his or her most recent employment anniversary date equal to a fraction calculated in accordance with the following formula:

$$\frac{\text{Number of days since most recent employment anniversary date}}{365}$$

Despite an Employee's Years of Service calculated in accordance with the above, an Employee whose pay grade at his or her Participating Employer fits in the following categories at the time of the Qualifying Termination will be credited with no less than the specified Minimum Years of Service and no more than the specified Maximum Years of Service listed in the following table as applicable to such pay grade:

| <u>Pay Grade</u> | <u>Minimum Years of Service</u> | <u>Maximum Years of Service</u> |
|------------------------------|---------------------------------|---------------------------------|
| 81 and above | 6 | 18 |
| 65-80, 140-145, 185-190 | 3 | 18 |
| 58-64, 117-135, 173-180, 299 | 1 | 18 |
| 30-43, 100-116, 170-172, 298 | 1 | 18 |

Notwithstanding the above, if an Employee has received credit for Years of Service under this Plan or under any previous plan, program, or agreement for the purpose of receiving severance benefits before a Qualifying Termination, such Years of Service will be disregarded when calculating Years of Service for such Qualifying Termination under the Plan; provided, however, that if such severance benefits were terminated prior to the completion because the Employee was rehired by any subsidiary of the Company then the Employee will be re-credited with full Years of Service for which severance benefits were not paid in full or in part because of such termination.

2. Section 5, "Health and Welfare Benefits" is deleted in its entirety and replaced with the following, effective January 1, 2004:

5. Health and Welfare Benefits.

(a) Benefits. In addition to the severance compensation provided pursuant to Section 4 of the Plan, a Participant may continue to participate in the following health benefits provided by his or her Participating Employer during the Continuing Coverage Period on the same basis as employees of the Participating Employer:

- (i). medical;
- (ii). dental;
- (iii). vision;

(b) Other Benefits. In addition to the severance compensation provided pursuant to Section 4 of the Plan, a Participant may continue to participate in the following health benefits provided by his or her Participating Employer during the Severance Period on the same basis as employees of the Participating Employer:

- (i). employee assistance;
- (ii). medical expense reimbursement and dependent care expense reimbursement benefits provided under a cafeteria plan;
- (iii). life insurance (basic and supplemental); and
- (iv). accidental death and dismemberment insurance (basic and supplemental).

For the purposes of any of the above-described benefits provided under a Participating Employer's cafeteria plan, a Qualifying Termination constitutes a "change in status" or "life event."

(c) Payment and Expiration. Payment of the Participant's portion of contribution or premiums for such selected benefits will be withheld from any severance compensation payments paid to the Participant under this Plan. The Participating Employer's partial subsidization of such coverages will remain in effect until the earlier of

- (i) the expiration of earlier termination of the Employee's Severance Period, after which the Participant may be eligible to elect to continue coverage of those benefits listed above that are provided under group health plans in accordance with his or her rights under Section 4980B of the Internal Revenue Code; or
- (ii) the Participant's attainment of or eligibility to attain health and welfare benefits through another employer after which time the Participant may be eligible to elect to continue coverage of those benefits listed above that are provided under group health plans in accordance with his or her rights under Section 4980B of the Internal Revenue Code.

IN WITNESS WHEREOF, HRB Management, Inc. has adopted this Amendment No. 1 to the H&R Block Severance Plan, this ____ day of May, 2004.

HRB MANAGEMENT, INC.

Date: _____

By: /s/ Mark A. Ernst _____
Mark A. Ernst
President and Chief Executive Officer

H&R BLOCK
Computation of Ratio of Earnings to Fixed Charges
(Dollars in thousands)

| | <u>2008</u> | <u>2007</u> | <u>2006</u> | <u>2005</u> | <u>2004</u> |
|--|-------------------|-------------------|-------------------|-------------------|-------------------|
| Pretax income from continuing operations before change in accounting principle | <u>\$ 745,221</u> | <u>\$ 635,798</u> | <u>\$ 510,482</u> | <u>\$ 527,613</u> | <u>\$ 459,570</u> |
| FIXED CHARGES: | | | | | |
| Interest expense | 69,620 | 105,393 | 76,367 | 82,311 | 81,672 |
| Interest on deposits | 42,878 | 27,475 | — | — | — |
| Interest portion of net rent expense (a) | <u>115,837</u> | <u>106,063</u> | <u>100,606</u> | <u>81,386</u> | <u>72,607</u> |
| Total fixed charges | <u>228,335</u> | <u>238,931</u> | <u>176,973</u> | <u>163,697</u> | <u>154,279</u> |
| Earnings before income taxes and fixed charges | <u>\$ 973,556</u> | <u>\$ 874,729</u> | <u>\$ 687,455</u> | <u>\$ 691,310</u> | <u>\$ 613,849</u> |
| Ratio of earnings to fixed charges | | | | | |
| Including interest on deposits | 4.3 | 3.7 | 3.9 | 4.2 | 4.0 |
| Excluding interest on deposits | 5.2 | 4.1 | 3.9 | 4.2 | 4.0 |

(a) One-third of net rent expense is the portion deemed representative of the interest factor.

Note: In computing the ratio of earnings to fixed charges: (a) earnings have been based on income from continuing operations before income taxes and fixed charges (exclusive of interest capitalized) and (b) fixed charges consist of interest expense and the estimated interest portion of rents. Interest expense on uncertain tax positions has been excluded from fixed charges, as it is included as a component of income taxes in the consolidated financial statements.

SUBSIDIARIES OF H&R BLOCK, INC.

The following is a list of the direct and indirect subsidiaries of H&R Block, Inc., a Missouri corporation.

| Entity Name | Jurisdiction |
|--|---------------------|
| 1. 4230 W. Green Oaks, Inc. | Michigan |
| 2. Aculink Mortgage Solutions, LLC | Florida |
| 3. AcuLink of Alabama, LLC | Alabama |
| 4. BFC Transactions, Inc. | Delaware |
| 5. Birchtree Financial Services, Inc. | Oklahoma |
| 6. Birchtree Insurance Agency, Inc. | Missouri |
| 7. Block Financial LLC | Delaware |
| 8. Burr Oak Technical Solutions, Inc. | Delaware |
| 9. CFS-McGladrey, LLC | Massachusetts |
| 10. Cfstaffing, Ltd. | British Columbia |
| 11. Companion Insurance, Ltd. | Bermuda |
| 12. Companion Mortgage Corporation | Delaware |
| 13. Creative Financial Staffing of Western Washington, LLC | Massachusetts |
| 14. EquiCo Europe Limited | United Kingdom |
| 15. Equico, Inc. | California |
| 16. Express Tax Service, Inc. | Delaware |
| 17. Financial Marketing Services, Inc. | Michigan |
| 18. Financial Stop Inc. | British Columbia |
| 19. First Option Asset Management Services, Inc. | California |
| 20. First Option Asset Management Services, LLC | California |
| 21. FM Business Services, Inc. | Delaware |
| 22. Franchise Partner, Inc. | Nevada |
| 23. H&R Block (India) Private Limited | India |
| 24. H&R Block (Nova Scotia), Incorporated | Nova Scotia |
| 25. H&R Block Bank | Missouri |
| 26. H&R Block Canada Financial Services, Inc. | Federally Chartered |
| 27. H&R Block Canada, Inc. | Federally Chartered |
| 28. H&R Block Eastern Enterprises, Inc. | Missouri |
| 29. H&R Block Enterprises, Inc. | Missouri |
| 30. H&R Block Financial Advisors, Inc. | Michigan |
| 31. H&R Block Global Solutions (Hong Kong) Limited | Hong Kong |
| 32. H&R Block Group, Inc. | Delaware |
| 33. H&R Block Insurance Agency of Massachusetts, Inc. | Massachusetts |
| 34. H&R Block Insurance Agency, Inc. | Delaware |
| 35. H&R Block Limited | New South Wales |
| 36. H&R Block Management, LLC | Delaware |
| 37. H&R Block Services, Inc. | Missouri |
| 38. H&R Block Tax and Business Services, Inc. | Delaware |
| 39. H&R Block Tax Institute, LLC | Missouri |
| 40. H&R Block Tax Services, Inc. | Missouri |
| 41. HRB Advance LLC | Delaware |
| 42. HRB Center LLC | Missouri |
| 43. HRB Concepts LLC | Delaware |
| 44. HRB Corporate Enterprises LLC | Delaware |

| Entity Name | Jurisdiction |
|---|---------------------|
| 45. HRB Corporate Services LLC | Missouri |
| 46. HRB Digital LLC | Delaware |
| 47. HRB Digital Technology Resources LLC | Delaware |
| 48. HRB Expertise LLC | Missouri |
| 49. HRB Financial Corporation | Michigan |
| 50. HRB Innovations, Inc. | Delaware |
| 51. HRB International LLC | Missouri |
| 52. HRB Products LLC | Missouri |
| 53. HRB Professional LLC | Delaware |
| 54. HRB Progression LLC | Delaware |
| 55. HRB Property Corporation | Michigan |
| 56. HRB Realty Corporation | Michigan |
| 57. HRB Support Services LLC | Delaware |
| 58. HRB Tax & Technology Leadership LLC | Missouri |
| 59. HRB Tax & Technology Software LLC | Missouri |
| 60. HRB Technology Holding LLC | Delaware |
| 61. HRB Texas Enterprises, Inc. | Missouri |
| 62. O'Rourke Career Connections, LLC | California |
| 63. OOMC Holdings LLC | Delaware |
| 64. OOMC Residual Corporation | New York |
| 65. Option One Insurance Agency, Inc. | California |
| 66. Option One Loan Warehouse LLC | Delaware |
| 67. Option One Mortgage Acceptance Corporation | Delaware |
| 68. Option One Mortgage Capital Corporation | Delaware |
| 69. Option One Mortgage Securities Corp. | Delaware |
| 70. Option One Mortgage Securities II Corp. | Delaware |
| 71. Option One Mortgage Securities III Corp. | Delaware |
| 72. Option One Mortgage Securities IV LLC | Delaware |
| 73. Option One Mortgage Services, Inc. | Massachusetts |
| 74. PDI Global, Inc. | Delaware |
| 75. Pension Resources, Inc. | Illinois |
| 76. Premier Mortgage Services of Washington, Inc. | Washington |
| 77. Premier Property Tax Services, LLC | California |
| 78. Premier Trust Deed Services, Inc. | California |
| 79. Provident Mortgage Services, Inc. | Delaware |
| 80. RedGear Technologies, Inc. | Missouri |
| 81. RSM (Bahamas) Global, Ltd. | The Bahamas |
| 82. RSM Employer Services Agency of Florida, Inc. | Florida |
| 83. RSM Employer Services Agency, Inc. | Georgia |
| 84. RSM Equico Canada, Inc. | Federally Chartered |
| 85. RSM Equico Capital Markets, LLC | Delaware |
| 86. RSM Equico, Inc. | Delaware |
| 87. RSM McGladrey Business Services, Inc. | Delaware |
| 88. RSM McGladrey Business Solutions, Inc. | Delaware |
| 89. RSM McGladrey Employer Services, Inc. | Georgia |
| 90. RSM McGladrey Insurance Services, Inc. | Delaware |
| 91. RSM McGladrey TBS, LLC | Delaware |
| 92. RSM McGladrey, Inc. | Delaware |
| 93. Sand Canyon Corporation | California |

| Entity Name | Jurisdiction |
|--|---------------------|
| 94. ServiceWorks, Inc. | Delaware |
| 95. TaxNet Inc. | California |
| 96. TaxWorks, Inc. | Delaware |
| 97. The Tax Man, Inc. | Massachusetts |
| 98. West Estate Investors, LLC | Missouri |
| 99. Woodbridge Mortgage Acceptance Corporation | Delaware |

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement No. 333-118020 on Form S-3 of Block Financial Corporation and Registration Statement No. 333-118020-01 on Form S-3 and Nos. 333-119070, 333-42143, 333-42736, 333-56400, 333-70402, and 333-106710 on Form S-8 of H&R Block, Inc. of our reports dated June 30, 2008, relating to (1) the 2008 consolidated financial statements which report expresses an unqualified opinion and includes an explanatory paragraph regarding H&R Block, Inc.'s adoption of the provisions of Financial Accounting Standards Board Interpretation No. 48 "Accounting for Uncertainty in Income Taxes," (2) the 2008 financial statement schedule of H&R Block, Inc., and (3) the effectiveness of H&R Block, Inc.'s internal control over financial reporting as of April 30, 2008, appearing in this Annual Report on Form 10-K of H&R Block, Inc. for the year ended April 30, 2008.

DELOITTE & TOUCHE LLP

June 30, 2008

Consent of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders
H&R Block, Inc.:

We consent to the incorporation by reference in the registration statements on Form S-3 (Nos. 333-33655 and 333-118020) of Block Financial Corporation and in the registration statements on Form S-3 (No. 333-33655-01) and Form S-8 (Nos. 333-119070, 333-42143, 333-42736, 333-42738, 333-42740, 333-56400, 333-70400, 333-70402, and 333-106710) of H&R Block, Inc. of our report dated June 29 2007 with respect to the consolidated balance sheet of H&R Block, Inc. and its subsidiaries as of April 30, 2007, and the related consolidated statements of operations and comprehensive income (loss), stockholders' equity, and cash flows for each of the years in the two-year period ended April 30, 2007 and the related financial statement schedule, which report appears in the April 30, 2008 annual report on Form 10-K of H&R Block, Inc.

KPMG LP

Kansas City, Missouri
June 30, 2008

**CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Alan M. Bennett, Chief Executive Officer, certify that:

1. I have reviewed this annual report on Form 10-K of H&R Block, 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 control 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 principals;
 - (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 the 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: June 30, 2008

/s/ Alan M. Bennett

Alan M. Bennett
Chief Executive Officer
H&R Block, Inc.

**CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Becky S. Shulman, Chief Financial Officer, certify that:

1. I have reviewed this annual report on Form 10-K of H&R Block, 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 control 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 principals;
 - (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 the 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: June 30, 2008

/s/ Becky S. Shulman

Becky S. Shulman
Executive Vice President and Chief Financial Officer
H&R Block, Inc.

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the annual report of H&R Block, Inc. (the "Company") on Form 10-K for the fiscal year ending April 30, 2008 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Alan M. Bennett, Chief Executive Officer of the Company, certify pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 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.

/s/ Alan M. Bennett

Alan M. Bennett
Chief Executive Officer
H&R Block, Inc.
June 30, 2008

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the annual report of H&R Block, Inc. (the "Company") on Form 10-K for the fiscal year ending April 30, 2008 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Becky S. Shulman, Senior Vice President and Chief Financial Officer of the Company, certify pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 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.

/s/ Becky S. Shulman

Becky S. Shulman
Executive Vice President and Chief
Financial Officer
H&R Block, Inc.
June 30, 2008