

H&R BLOCK INC  
Form 10-Q  
December 06, 2012  
[Table of Contents](#)

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**FORM 10-Q**

*(Mark One)*

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended October 31, 2012

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)

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.

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Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes ☒ No ☐

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

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ 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 number of shares outstanding of the registrant's Common Stock, without par value, at the close of business on November 30, 2012 was 271,292,739 shares.

**Table of Contents**

**Form 10-Q for the Period Ended October 31, 2012**

**Table of Contents**

|                                                                                              | Page |
|----------------------------------------------------------------------------------------------|------|
| PART I                                                                                       |      |
| <u>Financial Information</u>                                                                 |      |
| Item 1.                                                                                      |      |
| <u>Consolidated Balance Sheets</u>                                                           |      |
| <u>As of October 31, 2012 and April 30, 2012</u>                                             | 1    |
| <u>Consolidated Statements of Operations and</u>                                             |      |
| <u>Comprehensive Income (Loss)</u>                                                           |      |
| <u>Three and six months ended October 31, 2012 and 2011</u>                                  | 2    |
| <u>Condensed Consolidated Statements of Cash Flows</u>                                       |      |
| <u>Six months ended October 31, 2012 and 2011</u>                                            | 3    |
| <u>Notes to Consolidated Financial Statements</u>                                            | 4    |
| Item 2.                                                                                      |      |
| <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u> | 33   |
| Item 3.                                                                                      |      |
| <u>Quantitative and Qualitative Disclosures about Market Risk</u>                            | 39   |
| Item 4.                                                                                      |      |
| <u>Controls and Procedures</u>                                                               | 39   |
| PART II                                                                                      |      |
| <u>Other Information</u>                                                                     |      |
| Item 1.                                                                                      |      |
| <u>Legal Proceedings</u>                                                                     | 39   |
| Item 1A.                                                                                     |      |
| <u>Risk Factors</u>                                                                          | 39   |
| Item 2.                                                                                      |      |
| <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>                           | 40   |
| Item 6.                                                                                      |      |
| <u>Exhibits</u>                                                                              | 40   |
| <u>SIGNATURES</u>                                                                            | 41   |
| Table of Contents                                                                            | 3    |



**Table of Contents****CONSOLIDATED BALANCE SHEETS**

| As of                                                                                                                                 | (amounts in 000s, except share and per share amounts)<br>October 31, 2012<br>(Unaudited) | April 30, 2012 |
|---------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|----------------|
| <b>ASSETS</b>                                                                                                                         |                                                                                          |                |
| Cash and cash equivalents                                                                                                             | \$ 1,260,901                                                                             | \$ 1,944,334   |
| Cash and cash equivalents restricted                                                                                                  | 38,667                                                                                   | 48,100         |
| Receivables, less allowance for doubtful accounts<br>of \$42,761 and \$44,589                                                         | 124,511                                                                                  | 193,858        |
| Prepaid expenses and other current assets                                                                                             | 282,874                                                                                  | 314,702        |
| Total current assets                                                                                                                  | 1,706,953                                                                                | 2,500,994      |
| Mortgage loans held for investment, less allowance for<br>loan losses of \$18,125 and \$26,540                                        | 370,850                                                                                  | 406,201        |
| Investments in available-for-sale securities                                                                                          | 388,640                                                                                  | 371,315        |
| Property and equipment, at cost, less accumulated depreciation and<br>amortization of \$562,178 and \$622,313                         | 285,335                                                                                  | 252,985        |
| Intangible assets, net                                                                                                                | 262,296                                                                                  | 264,451        |
| Goodwill                                                                                                                              | 434,492                                                                                  | 427,566        |
| Other assets                                                                                                                          | 448,164                                                                                  | 426,055        |
| Total assets                                                                                                                          | \$3,896,730                                                                              | \$ 4,649,567   |
| <b>LIABILITIES AND STOCKHOLDERS EQUITY</b>                                                                                            |                                                                                          |                |
| <b>Liabilities:</b>                                                                                                                   |                                                                                          |                |
| Customer banking deposits                                                                                                             | \$ 790,106                                                                               | \$ 827,549     |
| Accounts payable, accrued expenses and other current liabilities                                                                      | 406,447                                                                                  | 567,079        |
| Accrued salaries, wages and payroll taxes                                                                                             | 39,345                                                                                   | 163,992        |
| Accrued income taxes                                                                                                                  | 95,126                                                                                   | 336,374        |
| Current portion of long-term debt                                                                                                     | 600,678                                                                                  | 631,434        |
| Total current liabilities                                                                                                             | 1,931,702                                                                                | 2,526,428      |
| Long-term debt                                                                                                                        | 906,125                                                                                  | 409,115        |
| Other noncurrent liabilities                                                                                                          | 365,970                                                                                  | 388,132        |
| Total liabilities                                                                                                                     | 3,203,797                                                                                | 3,323,675      |
| <b>Commitments and contingencies</b>                                                                                                  |                                                                                          |                |
| <b>Stockholders equity:</b>                                                                                                           |                                                                                          |                |
| Common stock, no par, stated value \$.01 per share,<br>800,000,000 shares authorized, shares issued<br>of 316,628,110 and 397,886,599 | 3,166                                                                                    | 3,979          |
| Additional paid-in capital                                                                                                            | 748,298                                                                                  | 796,784        |
| Accumulated other comprehensive income                                                                                                | 8,685                                                                                    | 12,145         |
| Retained earnings                                                                                                                     | 795,707                                                                                  | 2,523,997      |
| Less treasury shares, at cost                                                                                                         | (862,923)                                                                                | (2,011,013)    |

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|                                            |             |              |
|--------------------------------------------|-------------|--------------|
| Total stockholders' equity                 | 692,933     | 1,325,892    |
| Total liabilities and stockholders' equity | \$3,896,730 | \$ 4,649,567 |

See Notes to Consolidated Financial Statements

-1-

**Table of Contents****CONSOLIDATED STATEMENTS OF OPERATIONS**(Unaudited, amounts in 000s,  
except per share amounts)**AND COMPREHENSIVE INCOME (LOSS)**

|                                                     | Three months ended<br>October 31, |              | Six months ended<br>October 31, |              |
|-----------------------------------------------------|-----------------------------------|--------------|---------------------------------|--------------|
|                                                     | 2012                              | 2011         | 2012                            | 2011         |
| <b>Revenues:</b>                                    |                                   |              |                                 |              |
| Service revenues                                    | \$ 116,438                        | \$ 109,983   | \$ 196,334                      | \$ 193,003   |
| Product and other revenues                          | 10,966                            | 9,290        | 17,686                          | 16,553       |
| Interest income                                     | 9,859                             | 9,921        | 19,732                          | 20,261       |
|                                                     | 137,263                           | 129,194      | 233,752                         | 229,817      |
| <b>Expenses:</b>                                    |                                   |              |                                 |              |
| Cost of revenues:                                   |                                   |              |                                 |              |
| Compensation and benefits                           | 54,764                            | 61,438       | 94,349                          | 108,659      |
| Occupancy and equipment                             | 82,398                            | 86,551       | 162,349                         | 170,054      |
| Depreciation/amortization of property and equipment | 17,927                            | 16,652       | 34,232                          | 33,124       |
| Provision for bad debt and loan losses              | 3,725                             | 8,200        | 8,370                           | 15,491       |
| Interest                                            | 23,390                            | 22,873       | 45,467                          | 45,809       |
| Other                                               | 29,807                            | 31,899       | 60,668                          | 67,060       |
|                                                     | 212,011                           | 227,613      | 405,435                         | 440,197      |
| Impairment of goodwill                              |                                   | 4,257        |                                 | 4,257        |
| Selling, general and administrative expenses        | 90,327                            | 103,755      | 165,805                         | 196,408      |
|                                                     | 302,338                           | 335,625      | 571,240                         | 640,862      |
| Operating loss                                      | (165,075)                         | (206,431)    | (337,488)                       | (411,045)    |
| Other income, net                                   | 2,787                             | 2,502        | 5,931                           | 6,515        |
| Loss from continuing operations before tax benefit  | (162,288)                         | (203,929)    | (331,557)                       | (404,530)    |
| Income tax benefit                                  | (61,089)                          | (80,916)     | (124,708)                       | (162,362)    |
| Net loss from continuing operations                 | (101,199)                         | (123,013)    | (206,849)                       | (242,168)    |
| Net loss from discontinued operations               | (4,044)                           | (18,711)     | (5,835)                         | (74,654)     |
| Net loss                                            | \$ (105,243)                      | \$ (141,724) | \$ (212,684)                    | \$ (316,822) |
| <b>Basic and diluted loss per share:</b>            |                                   |              |                                 |              |
| Net loss from continuing operations                 | \$ (0.37)                         | \$ (0.41)    | \$ (0.76)                       | \$ (0.80)    |
| Net loss from discontinued operations               | (0.02)                            | (0.06)       | (0.02)                          | (0.25)       |

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|                                                                                                     |    |           |    |           |    |           |    |           |
|-----------------------------------------------------------------------------------------------------|----|-----------|----|-----------|----|-----------|----|-----------|
| Net loss                                                                                            | \$ | (0.39)    | \$ | (0.47)    | \$ | (0.78)    | \$ | (1.05)    |
| Basic and diluted shares                                                                            |    | 271,145   |    | 299,895   |    | 274,150   |    | 302,693   |
| <b>Dividends paid per share</b>                                                                     | \$ | 0.20      | \$ | 0.15      | \$ | 0.40      | \$ | 0.30      |
| <b>Comprehensive income (loss):</b>                                                                 |    |           |    |           |    |           |    |           |
| Net loss                                                                                            | \$ | (105,243) | \$ | (141,724) | \$ | (212,684) | \$ | (316,822) |
| Unrealized gains on securities, net of taxes:                                                       |    |           |    |           |    |           |    |           |
| Unrealized holding gains arising during the period, net of taxes of \$131, \$608, \$283 and \$1,312 |    | 187       |    | 905       |    | 357       |    | 1,974     |
| Reclassification adjustment for gains included in income, net of taxes of \$71, \$ , \$71 and \$58  |    | (104)     |    |           |    | (104)     |    | (94)      |
| Change in foreign currency translation adjustments                                                  |    | 1,252     |    | (9,238)   |    | (3,713)   |    | (8,754)   |
| Other comprehensive income (loss)                                                                   |    | 1,335     |    | (8,333)   |    | (3,460)   |    | (6,874)   |
| Comprehensive loss                                                                                  | \$ | (103,908) | \$ | (150,057) | \$ | (216,144) | \$ | (323,696) |

See Notes to Consolidated Financial Statements



**Table of Contents****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

(unaudited, amounts in 000s)

Six months ended October 31,

|                                                                          | 2012                | 2011                |
|--------------------------------------------------------------------------|---------------------|---------------------|
| <b>Net cash used in operating activities</b>                             | <b>\$ (567,036)</b> | <b>\$ (582,628)</b> |
| <b>Cash flows from investing activities:</b>                             |                     |                     |
| Purchases of available-for-sale securities                               | (67,474)            | (155,159)           |
| Sales, maturities and payments received on available-for-sale securities | 53,098              | 23,249              |
| Principal repayments on mortgage loans held for investment, net          | 23,608              | 22,978              |
| Purchases of property and equipment, net                                 | (60,720)            | (40,510)            |
| Payments made for acquisitions of businesses and intangibles, net        | (10,442)            | (8,164)             |
| Proceeds from sales of businesses, net                                   | 943                 | 37,036              |
| Franchise loans:                                                         |                     |                     |
| Loans funded                                                             | (20,670)            | (27,682)            |
| Payments received                                                        | 8,303               | 7,447               |
| Other, net                                                               | 9,275               | 13,685              |
| <b>Net cash used in investing activities</b>                             | <b>(64,079)</b>     | <b>(127,120)</b>    |
| <b>Cash flows from financing activities:</b>                             |                     |                     |
| Repayments of commercial paper                                           |                     | (37,989)            |
| Proceeds from commercial paper                                           |                     | 77,979              |
| Repayments of long-term debt                                             | (30,831)            |                     |
| Proceeds from issuance of long-term debt                                 | 497,185             |                     |
| Customer banking deposits, net                                           | (37,913)            | (129,285)           |
| Dividends paid                                                           | (108,428)           | (91,446)            |
| Repurchase of common stock, including shares surrendered                 | (339,919)           | (180,222)           |
| Proceeds from exercise of stock options, net                             | 1,288               | (430)               |
| Other, net                                                               | (33,004)            | (28,057)            |
| <b>Net cash used in financing activities</b>                             | <b>(51,622)</b>     | <b>(389,450)</b>    |
| <b>Effects of exchange rates on cash</b>                                 | <b>(696)</b>        | <b>(6,035)</b>      |
| <b>Net decrease in cash and cash equivalents</b>                         | <b>(683,433)</b>    | <b>(1,105,233)</b>  |
| <b>Cash and cash equivalents at beginning of the period</b>              | <b>1,944,334</b>    | <b>1,677,844</b>    |
| <b>Cash and cash equivalents at end of the period</b>                    | <b>\$ 1,260,901</b> | <b>\$ 572,611</b>   |
| <b>Supplementary cash flow data:</b>                                     |                     |                     |
| Income taxes paid, net                                                   | \$ 48,201           | \$ 122,832          |
| Interest paid on borrowings                                              | 42,106              | 27,748              |
| Interest paid on deposits                                                | 2,683               | 3,323               |
| Transfers of foreclosed loans to other assets                            | 5,312               | 4,438               |
| Accrued additions to property and equipment                              | 10,273              | 10,798              |

See Notes to Consolidated Financial Statements

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**Table of Contents**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(unaudited)

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

The consolidated balance sheet as of October 31, 2012, the consolidated statements of operations and comprehensive income (loss) for the three and six months ended October 31, 2012 and 2011, and the condensed consolidated statements of cash flows for the six months ended October 31, 2012 and 2011 have been prepared by the Company, without audit. In the opinion of management, all adjustments, which include only normal recurring adjustments, necessary to present fairly the financial position, results of operations and cash flows at October 31, 2012 and for all periods presented have been made. See note 14 for discussion of our presentation of discontinued operations.

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, appropriate to the context.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles have been condensed or omitted. These consolidated financial statements should be read in conjunction with the financial statements and notes thereto included in our April 30, 2012 Annual Report to Shareholders on Form 10-K. All amounts presented herein as of April 30, 2012 or for the year then ended, are derived from our April 30, 2012 Annual Report to Shareholders on Form 10-K.

**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. Significant estimates, assumptions and judgments are applied in the determination of contingent losses arising from our discontinued mortgage business, contingent losses associated with pending claims and litigation, allowance for loan losses, fair value of reporting units, valuation allowances based on future taxable income, reserves for uncertain tax positions and related matters. Estimates have been prepared on the basis of the most current and best information available as of each balance sheet date. As such, actual results could differ materially from those estimates.

**Seasonality of Business**

Our operating revenues are seasonal in nature with peak revenues occurring in the months of January through April. Therefore, results for interim periods are not indicative of results to be expected for the full year.

**2. Loss Per Share and Stockholders' Equity**

Basic and diluted loss per share is computed using the two-class method. The two-class method is an earnings allocation formula that determines net income per share for each class of common stock and participating security according to dividends declared and participation rights in undistributed earnings. Per share amounts are computed by dividing net income from continuing operations attributable to common shareholders by the weighted average shares outstanding during each period. The dilutive effect of potential common shares is included in diluted earnings per share except in those periods with a loss from continuing operations. Diluted earnings per share excludes the impact of shares of common stock issuable upon the lapse of certain restrictions or the exercise of options to purchase 8.9 million shares for the three and six months ended October 31, 2012, and 13.0 million shares for the three and six months ended October 31, 2011, as the effect would be antidilutive due to the net loss from continuing operations during those periods.



**Table of Contents**

The computations of basic and diluted loss per share from continuing operations are as follows:

|                                                                         | (in 000s, except per share amounts) |              |                                 |              |
|-------------------------------------------------------------------------|-------------------------------------|--------------|---------------------------------|--------------|
|                                                                         | Three months ended<br>October 31,   |              | Six months ended<br>October 31, |              |
|                                                                         | 2012                                | 2011         | 2012                            | 2011         |
| Net loss from continuing operations attributable to shareholders        | \$ (101,199)                        | \$ (123,013) | \$ (206,849)                    | \$ (242,168) |
| Amounts allocated to participating securities (nonvested shares)        | 64                                  | 62           | 137                             | 176          |
| Net loss from continuing operations attributable to common shareholders | \$ (101,263)                        | \$ (123,075) | \$ (206,986)                    | \$ (242,344) |
| Basic weighted average common shares                                    | 271,145                             | 299,895      | 274,150                         | 302,693      |
| Potential dilutive shares                                               |                                     |              |                                 |              |
| Dilutive weighted average common shares                                 | 271,145                             | 299,895      | 274,150                         | 302,693      |
| Loss per share from continuing operations:                              |                                     |              |                                 |              |
| Basic                                                                   | \$ (0.37)                           | \$ (0.41)    | \$ (0.76)                       | \$ (0.80)    |
| Diluted                                                                 | (0.37)                              | (0.41)       | (0.76)                          | (0.80)       |

The weighted average shares outstanding for the three and six months ended October 31, 2012 decreased to 271.1 million and 274.2 million, respectively, from 299.9 million and 302.7 million for the three and six months ended October 31, 2011, respectively, primarily due to share repurchases completed during fiscal years 2013 and 2012. During the six months ended October 31, 2012, we purchased and immediately retired 21.3 million shares of our common stock at a cost of \$315.0 million. The cost of shares retired during the current period was allocated to the components of stockholders' equity as follows:

|                            | (in 000s)  |
|----------------------------|------------|
| Common stock               | \$ 213     |
| Additional paid-in capital | 12,542     |
| Retained earnings          | 302,245    |
|                            | \$ 315,000 |

During the six months ended October 31, 2011, we purchased and immediately retired 13.0 million shares of our common stock at a cost of \$177.5 million.

In addition to the shares we repurchased as described above, during the six months ended October 31, 2012, we acquired 0.1 million shares of our common stock at an aggregate cost of \$2.4 million. These shares represent shares swapped or surrendered to us in connection with the vesting or exercise of stock-based awards. During the six months ended October 31, 2011, we acquired 0.2 million shares at an aggregate cost of \$2.7 million for similar purposes.

We also retired 60.0 million shares of treasury stock during the six months ended October 31, 2012. This retirement of treasury stock had no impact on our total consolidated stockholders' equity. The cost of treasury shares retired during the current period was allocated to the following components of stockholders' equity:

|                            | (in 000s) |
|----------------------------|-----------|
| Common stock               | \$ 600    |
| Additional paid-in capital | 35,400    |
| Retained earnings          | 1,104,797 |

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|                                      |             |
|--------------------------------------|-------------|
| Total cost allocated                 | 1,140,797   |
| Less cost of treasury shares retired | (1,140,797) |

Net impact on consolidated stockholders' equity \$

During the six months ended October 31, 2012 and 2011, we issued 0.5 million and 0.8 million shares of common stock, respectively, due to the vesting or exercise of stock-based awards.

During the six months ended October 31, 2012, we granted 0.3 million stock options and 1.4 million nonvested units under our stock-based compensation plans. The weighted average fair value of options

-5-

**Table of Contents**

granted was \$2.36. Stock options or nonvested units granted generally either vest over a three year period with one-third vesting each year or cliff vest at the end of a three-year period. Stock-based compensation expense of our continuing operations totaled \$5.4 million and \$7.8 million for the three and six months ended October 31, 2012, respectively, \$4.5 million and \$7.8 million for the three and six months ended October 31, 2011, respectively. At October 31, 2012, unrecognized compensation cost for options totaled \$5.2 million, and for nonvested shares and units totaled \$28.4 million.

**3. Receivables**

Short-term receivables of our continuing operations consist of the following:

| As of                                            | October 31, 2012 | October 31, 2011 | (in 000s)<br>April 30, 2012 |
|--------------------------------------------------|------------------|------------------|-----------------------------|
| Loans to franchisees                             | \$ 69,110        | \$ 67,594        | \$ 61,252                   |
| Receivables for tax preparation and related fees | 34,083           | 34,561           | 42,286                      |
| Emerald Advance lines of credit                  | 23,630           | 29,929           | 23,717                      |
| Royalties from franchisees                       | 8,744            | 5,389            | 5,781                       |
| Other                                            | 31,705           | 39,001           | 105,411                     |
|                                                  | 167,272          | 176,474          | 238,447                     |
| Allowance for doubtful accounts                  | (42,761)         | (48,412)         | (44,589)                    |
|                                                  | \$ 124,511       | \$ 128,062       | \$ 193,858                  |

The short-term portion of Emerald Advance lines of credit (EAs) and loans made to franchisees is included in receivables, while the long-term portion is included in other assets in the consolidated balance sheets. These amounts are as follows:

|                         | Emerald Advance<br>Lines of<br>Credit | (in 000s)<br>Loans<br>to Franchisees |
|-------------------------|---------------------------------------|--------------------------------------|
| As of October 31, 2012: |                                       |                                      |
| Short-term              | \$ 23,630                             | \$ 69,110                            |
| Long-term               | 10,825                                | 119,102                              |
|                         | \$ 34,455                             | \$ 188,212                           |
| As of October 31, 2011: |                                       |                                      |
| Short-term              | \$ 29,929                             | \$ 67,594                            |
| Long-term               | 17,749                                | 130,280                              |
|                         | \$ 47,678                             | \$ 197,874                           |
| As of April 30, 2012:   |                                       |                                      |
| Short-term              | \$ 23,717                             | \$ 61,252                            |
| Long-term               | 13,007                                | 109,837                              |
|                         | \$ 36,724                             | \$ 171,089                           |

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We review the credit quality of our EA receivables based on pools, which are segregated by the year of origination, with older years being deemed more unlikely to be repaid. These amounts as of October 31, 2012, by year of origination, are as follows:

|                 | (in 000s) |
|-----------------|-----------|
| 2012            | \$ 7,187  |
| 2011            | 6,260     |
| 2010            | 3,509     |
| 2009 and prior  | 5,085     |
| Revolving loans | 12,414    |
|                 | \$ 34,455 |

-6-

**Table of Contents**

As of October 31, 2012 and April 30, 2012, \$30.3 million and \$31.4 million, respectively, of EAs were on non-accrual status and classified as impaired, or more than 60 days past due.

Loans made to franchisees at October 31, 2012 totaled \$188.2 million, and consisted of \$136.9 million in term loans and \$51.3 million in revolving lines of credit made to existing franchisees primarily for the purpose of funding off-season working capital needs. Loans made to franchisees at April 30, 2012 totaled \$171.1 million, and consisted of \$127.0 million in term loans and \$44.1 million in revolving lines of credit. As of October 31, 2012, we had no loans to franchisees that were past due or on non-accrual status.

Activity in the allowance for doubtful accounts for the six months ended October 31, 2012 and 2011 is as follows:

|                                | (in 000s)                                |                         |              |           |
|--------------------------------|------------------------------------------|-------------------------|--------------|-----------|
|                                | Emerald Advance<br>Lines<br>of<br>Credit | Loans<br>to Franchisees | All<br>Other | Total     |
| Balance as of April 30, 2012   | \$ 6,200                                 | \$                      | \$ 38,389    | \$ 44,589 |
| Provision                      | 310                                      |                         | 840          | 1,150     |
| Charge-offs                    |                                          |                         | (2,978)      | (2,978)   |
| Balance as of October 31, 2012 | \$ 6,510                                 | \$                      | \$ 36,251    | \$ 42,761 |
| Balance as of April 30, 2011   | \$ 4,400                                 | \$                      | \$ 43,543    | \$ 47,943 |
| Provision                      | 1,530                                    |                         | 828          | 2,358     |
| Charge-offs                    |                                          |                         | (1,889)      | (1,889)   |
| Balance as of October 31, 2011 | \$ 5,930                                 | \$                      | \$ 42,482    | \$ 48,412 |

There were no changes to our methodology related to the calculation of our allowance for doubtful accounts during the six months ended October 31, 2012.

**4. Mortgage Loans Held for Investment and Related Assets**

The composition of our mortgage loan portfolio as of October 31, 2012 and April 30, 2012 is as follows:

| As of                               | October 31, 2012 |            | (dollars in 000s)<br>April 30, 2012 |            |
|-------------------------------------|------------------|------------|-------------------------------------|------------|
|                                     | Amount           | % of Total | Amount                              | % of Total |
| Adjustable-rate loans               | \$ 210,610       | 55%        | \$ 238,442                          | 56%        |
| Fixed-rate loans                    | 175,257          | 45%        | 190,870                             | 44%        |
|                                     | 385,867          | 100%       | 429,312                             | 100%       |
| Unamortized deferred fees and costs | 3,108            |            | 3,429                               |            |
| Less: Allowance for loan losses     | (18,125)         |            | (26,540)                            |            |
|                                     | \$ 370,850       |            | \$ 406,201                          |            |



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Our loan loss allowance as a percent of mortgage loans was 4.7% at October 31, 2012, compared to 6.2% at April 30, 2012.

Activity in the allowance for loan losses for the six months ended October 31, 2012 and 2011 is as follows:

| Six months ended October 31,     | (in 000s) |           |
|----------------------------------|-----------|-----------|
|                                  | 2012      | 2011      |
| Balance, beginning of the period | \$ 26,540 | \$ 92,087 |
| Provision                        | 6,750     | 12,750    |
| Recoveries                       | 2,291     | 88        |
| Charge-offs                      | (17,456)  | (13,546)  |
| Balance, end of the period       | \$ 18,125 | \$ 91,379 |

-7-

**Table of Contents**

Our allowance decreased significantly from the prior year primarily due to a change in the fourth quarter of fiscal year 2012, whereby we now charge-off loans 180 days past due to the value of the collateral less costs to sell. This change did not have a significant impact on our provision recorded during the six months ended October 31, 2012.

When determining our allowance for loan losses, we evaluate loans less than 60 days past due on a pooled basis, while loans we consider impaired, including those loans more than 60 days past due or modified as troubled debt restructurings (TDRs), are evaluated individually. The balance of these loans and the related allowance is as follows:

| As of               | October 31, 2012  |                   | April 30, 2012    |                   |
|---------------------|-------------------|-------------------|-------------------|-------------------|
|                     | Portfolio Balance | Related Allowance | Portfolio Balance | Related Allowance |
| Pooled              | \$ 229,761        | \$ 6,892          | \$ 248,772        | \$ 9,237          |
| Impaired:           |                   |                   |                   |                   |
| Individually (TDRs) | 63,602            | 5,972             | 71,949            | 7,752             |
| Individually        | 92,504            | 5,261             | 108,591           | 9,551             |
|                     | \$ 385,867        | \$ 18,125         | \$ 429,312        | \$ 26,540         |

Our portfolio includes loans originated by Sand Canyon Corporation, previously known as Option One Mortgage Corporation, and its subsidiaries (SCC) and purchased by H&R Block Bank (HRB Bank), which constitute 57% of the total loan portfolio at October 31, 2012. We have experienced higher rates of delinquency and believe that we have greater exposure to loss with respect to this segment of our loan portfolio. Our remaining loan portfolio totaled \$164.8 million at October 31, 2012 and is characteristic of a prime loan portfolio, and we believe therefore subject to a lower loss exposure. Detail of our mortgage loans held for investment and the related allowance at October 31, 2012 is as follows:

|                    | Outstanding       |           | Loan Loss Allowance |                     |
|--------------------|-------------------|-----------|---------------------|---------------------|
|                    | Principal Balance | Amount    | % of Principal      | % 30+ Days Past Due |
| Purchased from SCC | \$ 221,064        | \$ 14,152 | 6.4%                | 33.9%               |
| All other          | 164,803           | 3,973     | 2.4%                | 8.7%                |
|                    | \$ 385,867        | \$ 18,125 | 4.7%                | 23.1%               |

Credit quality indicators at October 31, 2012 include the following:

| Credit Quality Indicators |                    |            | (in 000s)       |
|---------------------------|--------------------|------------|-----------------|
|                           | Purchased from SCC | All Other  | Total Portfolio |
| Occupancy status:         |                    |            |                 |
| Owner occupied            | \$ 161,298         | \$ 105,584 | \$ 266,882      |
| Non-owner occupied        | 59,766             | 59,219     | 118,985         |
|                           | \$ 221,064         | \$ 164,803 | \$ 385,867      |
| Documentation level:      |                    |            |                 |
| Full documentation        | \$ 72,086          | \$ 120,286 | \$ 192,372      |
| Limited documentation     | 7,003              | 17,240     | 24,243          |

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|                       |            |            |            |
|-----------------------|------------|------------|------------|
| Stated income         | 122,577    | 16,814     | 139,391    |
| No documentation      | 19,398     | 10,463     | 29,861     |
|                       | \$ 221,064 | \$ 164,803 | \$ 385,867 |
| Internal risk rating: |            |            |            |
| High                  | \$ 72,880  | \$         | \$ 72,880  |
| Medium                | 148,184    |            | 148,184    |
| Low                   |            | 164,803    | 164,803    |
|                       | \$ 221,064 | \$ 164,803 | \$ 385,867 |

-8-

**Table of Contents**

Loans given our internal risk rating of **high** were originated by SCC, and generally had no documentation or were based on stated income. Loans given our internal risk rating of **medium** were generally full documentation or based on stated income, with loan-to-value ratios at origination of more than 80%, and were made to borrowers with credit scores below 700 at origination. Loans given our internal risk rating of **low** were generally full documentation, with loan-to-value ratios at origination of less than 80% and were made to borrowers with credit scores greater than 700 at origination.

Our mortgage loans held for investment include concentrations of loans to borrowers in certain states, which may result in increased exposure to loss as a result of changes in real estate values and underlying economic or market conditions related to a particular geographical location. Approximately 58% of our mortgage loan portfolio consists of loans to borrowers located in the states of Florida, California, New York and Wisconsin.

Detail of the aging of the mortgage loans in our portfolio as of October 31, 2012 is as follows:

|                    |                               |                        |                                     |                   |            | (in 000s)  |
|--------------------|-------------------------------|------------------------|-------------------------------------|-------------------|------------|------------|
|                    | Less than 60<br>Days Past Due | 60 89 Days<br>Past Due | 90+ Days<br>Past Due <sup>(1)</sup> | Total<br>Past Due | Current    | Total      |
| Purchased from SCC | \$ 21,741                     | \$ 3,313               | \$ 69,812                           | \$ 94,866         | \$ 126,198 | \$ 221,064 |
| All other          | 6,566                         | 900                    | 13,375                              | 20,841            | 143,962    | 164,803    |
|                    | \$ 28,307                     | \$ 4,213               | \$ 83,187                           | \$ 115,707        | \$ 270,160 | \$ 385,867 |

<sup>(1)</sup> We do not accrue interest on loans past due 90 days or more.

Information related to our non-accrual loans is as follows:

| As of                          | October 31, 2012 | (in 000s)<br>April 30, 2012 |
|--------------------------------|------------------|-----------------------------|
| <b>Loans:</b>                  |                  |                             |
| Purchased from SCC             | \$ 75,414        | \$ 88,347                   |
| Other                          | 16,427           | 16,626                      |
|                                | 91,841           | 104,973                     |
| <b>TDRs:</b>                   |                  |                             |
| Purchased from SCC             | 3,776            | 3,166                       |
| Other                          | 506              | 1,270                       |
|                                | 4,282            | 4,436                       |
| <b>Total non-accrual loans</b> | <b>\$ 96,123</b> | <b>\$ 109,409</b>           |

Information related to impaired loans is as follows:

(in 000s)

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|                         | Balance With<br>Allowance | Balance With<br>No Allowance | Total<br>Impaired Loans | Related<br>Allowance |
|-------------------------|---------------------------|------------------------------|-------------------------|----------------------|
| As of October 31, 2012: |                           |                              |                         |                      |
| Purchased from SCC      | \$ 40,142                 | \$ 90,516                    | \$ 130,658              | \$ 7,992             |
| Other                   | 7,951                     | 17,497                       | 25,448                  | 3,241                |
|                         | \$ 48,093                 | \$ 108,013                   | \$ 156,106              | \$ 11,233            |
| As of April 30, 2012:   |                           |                              |                         |                      |
| Purchased from SCC      | \$ 56,128                 | \$ 97,591                    | \$ 153,719              | \$ 14,917            |
| Other                   | 7,137                     | 19,684                       | 26,821                  | 2,386                |
|                         | \$ 63,265                 | \$ 117,275                   | \$ 180,540              | \$ 17,303            |

-9-

## Table of Contents

Information related to the allowance for impaired loans is as follows:

| As of                                                                                 | October 31, 2012 | (in 000s)<br>April 30, 2012 |
|---------------------------------------------------------------------------------------|------------------|-----------------------------|
| Portion of total allowance for loan losses allocated to impaired loans and TDR loans: |                  |                             |
| Based on collateral value method                                                      | \$ 5,261         | \$ 9,551                    |
| Based on discounted cash flow method                                                  | 5,972            | 7,752                       |
|                                                                                       | \$ 11,233        | \$ 17,303                   |

Information related to activities of our non-performing assets is as follows:

| Six months ended October 31,                                                        | 2012       | (in 000s)<br>2011 |
|-------------------------------------------------------------------------------------|------------|-------------------|
| Average impaired loans:                                                             |            |                   |
| Purchased from SCC                                                                  | \$ 141,521 | \$ 226,880        |
| All other                                                                           | 26,343     | 35,525            |
|                                                                                     | \$ 167,864 | \$ 262,405        |
| Interest income on impaired loans:                                                  |            |                   |
| Purchased from SCC                                                                  | \$ 1,992   | \$ 3,076          |
| All other                                                                           | 158        | 238               |
|                                                                                     | \$ 2,150   | \$ 3,314          |
| Interest income on impaired loans recognized on a cash basis on non-accrual status: |            |                   |
| Purchased from SCC                                                                  | \$ 1,956   | \$ 2,973          |
| All other                                                                           | 145        | 224               |
|                                                                                     | \$ 2,101   | \$ 3,197          |

Activity related to our real estate owned (REO) is as follows:

| Six months ended October 31,     | 2012      | (in 000s)<br>2011 |
|----------------------------------|-----------|-------------------|
| Balance, beginning of the period | \$ 14,972 | \$ 19,532         |
| Additions                        | 5,312     | 4,438             |
| Sales                            | (5,189)   | (6,303)           |
| Writedowns                       | (1,278)   | (1,706)           |
| Balance, end of the period       | \$ 13,817 | \$ 15,961         |



**Table of Contents****5. Investments in Available-for-Sale Securities**

The amortized cost and fair value of securities classified as available-for-sale (AFS) held at October 31, 2012 and April 30, 2012 are summarized below:

| As of                      | October 31, 2012 |                        |                                        |            | April 30, 2012 |                        |                                        |            |
|----------------------------|------------------|------------------------|----------------------------------------|------------|----------------|------------------------|----------------------------------------|------------|
|                            | Amortized Cost   | Gross Unrealized Gains | Gross Unrealized Losses <sup>(1)</sup> | Fair Value | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses <sup>(1)</sup> | Fair Value |
| (in 000s)                  |                  |                        |                                        |            |                |                        |                                        |            |
| Short-term:                |                  |                        |                                        |            |                |                        |                                        |            |
| Municipal bonds            | \$ 1,003         | \$ 11                  | \$                                     | \$ 1,014   | \$ 1,008       | \$ 29                  | \$                                     | \$ 1,037   |
| Long-term:                 |                  |                        |                                        |            |                |                        |                                        |            |
| Mortgage-backed securities | 378,055          | 6,116                  | (109)                                  | 384,062    | 361,184        | 5,620                  | (121)                                  | 366,683    |
| Municipal bonds            | 4,207            | 371                    |                                        | 4,578      | 4,236          | 396                    |                                        | 4,632      |
|                            | 382,262          | 6,487                  | (109)                                  | 388,640    | 365,420        | 6,016                  | (121)                                  | 371,315    |
| Total                      | \$ 383,265       | \$ 6,498               | \$ (109)                               | \$ 389,654 | \$ 366,428     | \$ 6,045               | \$ (121)                               | \$ 372,352 |

<sup>(1)</sup> At October 31, 2012, mortgage-backed securities with a cost of \$4.6 million and gross unrealized losses of \$1 thousand had been in a continuous loss position for more than twelve months. At April 30, 2012, mortgage-backed securities with a cost of \$8.1 million and gross unrealized losses of \$21 thousand had been in a continuous loss position for more than twelve months.

During the six months ended October 31, 2012, we received proceeds from the sale of AFS securities of \$5.2 million and recorded a gross realized gain of \$0.2 million on this sale. We had no sales of AFS securities during the six months ended October 31, 2011.

Contractual maturities of AFS debt securities at October 31, 2012, occur at varying dates over the next 30 years, and are set forth in the table below.

| As of October 31, 2012 | (in 000s)  |            |
|------------------------|------------|------------|
|                        | Cost Basis | Fair Value |
| Maturing in:           |            |            |
| Less than one year     | \$ 1,003   | \$ 1,014   |
| Two to five years      | 4,207      | 4,578      |
| More than five years   | 378,055    | 384,062    |
|                        | \$ 383,265 | \$ 389,654 |

**6. Goodwill and Intangible Assets**

Changes in the carrying amount of goodwill for the six months ended October 31, 2012 consist of the following:

(in 000s)  
Tax Services



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|                                             |    |          |
|---------------------------------------------|----|----------|
| Balance at April 30, 2012:                  |    |          |
| Goodwill                                    | \$ | 459,863  |
| Accumulated impairment losses               |    | (32,297) |
|                                             |    | 427,566  |
| Changes:                                    |    |          |
| Acquisitions                                |    | 6,922    |
| Disposals and foreign currency changes, net |    | 4        |
| Balance at October 31, 2012:                |    |          |
| Goodwill                                    |    | 466,789  |
| Accumulated impairment losses               |    | (32,297) |
|                                             | \$ | 434,492  |

## Table of Contents

We test goodwill 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.

Intangible assets of our Tax Services segment consist of the following:

| As of                       | October 31, 2012      |                          |            | April 30, 2012        |                          |            |
|-----------------------------|-----------------------|--------------------------|------------|-----------------------|--------------------------|------------|
|                             | Gross Carrying Amount | Accumulated Amortization | Net        | Gross Carrying Amount | Accumulated Amortization | Net        |
| Customer relationships      | \$ 95,647             | \$ (50,151)              | \$ 45,496  | \$ 90,433             | \$ (46,504)              | \$ 43,929  |
| Noncompete agreements       | 22,313                | (21,525)                 | 788        | 22,337                | (21,425)                 | 912        |
| Reacquired franchise rights | 214,330               | (16,143)                 | 198,187    | 214,330               | (14,083)                 | 200,247    |
| Franchise agreements        | 19,201                | (5,014)                  | 14,187     | 19,201                | (4,373)                  | 14,828     |
| Purchased technology        | 14,700                | (11,495)                 | 3,205      | 14,700                | (10,665)                 | 4,035      |
| Trade name                  | 1,300                 | (867)                    | 433        | 1,300                 | (800)                    | 500        |
|                             | \$ 367,491            | \$ (105,195)             | \$ 262,296 | \$ 362,301            | \$ (97,850)              | \$ 264,451 |

Amortization of intangible assets of our continuing operations for the three and six months ended October 31, 2012 totaled \$5.5 and \$9.8 million, respectively. Amortization of intangible assets of our continuing operations for the three and six months ended October 31, 2011 totaled \$5.4 and \$10.5 million, respectively. Additionally, we recorded an impairment of customer relationships of \$4.0 million during the prior year period related to the discontinuation of the ExpressTax brand. Estimated amortization of intangible assets for fiscal years 2013 through 2017 is \$16.9 million, \$15.2 million, \$12.0 million, \$11.4 million and \$10.8 million, respectively.

## 7. Borrowings

Borrowings consist of the following:

| As of                                   | October 31, 2012 |           | October 31, 2011 |           | April 30, 2012 |
|-----------------------------------------|------------------|-----------|------------------|-----------|----------------|
|                                         |                  |           |                  |           |                |
| Commercial paper outstanding            | \$               |           | \$               | 39,990    | \$             |
| Senior Notes, 7.875%, due January 2013  | \$               | 599,975   | \$               | 599,851   | \$ 599,913     |
| Senior Notes, 5.125%, due October 2014  |                  | 399,530   |                  | 399,294   | 399,412        |
| Senior Notes, 5.500%, due November 2022 |                  | 497,190   |                  |           |                |
| Other                                   |                  | 10,108    |                  | 40,786    | 41,224         |
| Total long-term debt                    |                  | 1,506,803 |                  | 1,039,931 | 1,040,549      |
| Less: Current portion                   |                  | (600,678) |                  | (30,735)  | (631,434)      |
|                                         | \$               | 906,125   | \$               | 1,009,196 | \$ 409,115     |

We filed a registration statement on Form S-3 on October 9, 2012. On October 25, 2012, we issued \$500.0 million of 5.50% Senior Notes under this registration statement. The Senior Notes are due November 1, 2022, and are not redeemable by the bondholders prior to maturity, although we have the right to redeem some or all of these notes at any time, at specified redemption prices. On October 25, 2012, we provided notice to the trustee of our intention to redeem the entire principal amount of the \$600.0 million Senior Notes due in January 2013. The redemption settled

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on November 26, 2012 at a price of \$623.0 million, which included full payment of principal, a make-whole premium of \$5.8 million and interest accrued up to the redemption date of \$17.2 million. Proceeds of the \$500.0 million Senior Notes and other cash balances were used to repay the \$600.0 million Senior Notes. We will recognize a loss on the extinguishment of this debt of approximately \$6 million during our third quarter of the current fiscal year, which primarily represents the interest that would have been paid on these notes if they had not been redeemed prior to maturity.

In August 2012, we terminated our previous committed line of credit (CLOC) agreement and we entered into a new five-year, \$1.5 billion Credit and Guarantee Agreement (2012 CLOC). Funds available under the 2012 CLOC may be used for general corporate purposes or for working capital needs. The 2012

**Table of Contents**

CLOC bears interest at an annual rate of LIBOR plus an applicable rate ranging from 0.750% to 1.45% or PRIME plus an applicable rate ranging from 0.000% to 0.450% (depending on the type of borrowing and our then current credit ratings) and includes an annual facility fee ranging from 0.125% to 0.300% of the committed amounts (also depending on our then current credit ratings). The 2012 CLOC is subject to various conditions, triggers, events or occurrences that could result in earlier termination and contains customary representations, warranties, covenants and events of default, including, without limitation: (1) a covenant requiring the Company to maintain a debt-to-EBITDA ratio calculated on a consolidated basis of no greater than (a) 3.50 for the fiscal quarters ending on April 30, July 31, and October 31 of each year and (b) 3.75 for the fiscal quarter ending on January 31 of each year, (2) a covenant requiring us to maintain an interest coverage (EBITDA-to-interest expense) ratio calculated on a consolidated basis of not less than 2.50 as of the last date of any fiscal quarter, and (3) covenants restricting our ability to incur additional debt, incur liens, merge or consolidate with other companies, sell or dispose of their respective assets (including equity interests), liquidate or dissolve, make investments, loans, advances, guarantees and acquisitions, and engage in certain transactions with affiliates or certain restrictive agreements. The 2012 CLOC includes provisions for an equity cure which could potentially allow us to independently cure a default. We had no balances outstanding under the 2012 CLOC at October 31, 2012. However, we may borrow amounts under the 2012 CLOC from time to time in the future to support working capital requirements or for other general corporate purposes.

**8. Fair Value Measurement**

We use the following classification of financial instruments pursuant to the fair value hierarchy methodologies for assets measured at fair value:

Level 1 inputs to the valuation are quoted prices in an active market for identical assets.

Level 2 inputs to the valuation include quoted prices for similar assets in active markets utilizing a third-party pricing service to determine fair value.

Level 3 valuation is based on significant inputs that are unobservable in the market and our own estimates of assumptions that we believe market participants would use in pricing the asset.

Financial instruments are broken down in the tables that follow by recurring or nonrecurring measurement status. Recurring assets are initially measured at fair value and are required to be remeasured at fair value in the financial statements at each reporting date. Assets measured on a nonrecurring basis are assets that, as a result of an event or circumstance, were required to be remeasured at fair value after initial recognition in the financial statements at some time during the reporting period.

The following table presents the assets that were remeasured at fair value on a recurring basis during the six months ended October 31, 2012 and 2011 and the unrealized gains on those remeasurements:

|                                 | (dollars in 000s) |         |            |         |          |
|---------------------------------|-------------------|---------|------------|---------|----------|
|                                 | Total             | Level 1 | Level 2    | Level 3 | Gain     |
| October 31, 2012:               |                   |         |            |         |          |
| Mortgage-backed securities      | \$ 384,062        | \$      | \$ 384,062 | \$      | \$ 6,007 |
| Municipal bonds                 | 5,592             |         | 5,592      |         | 382      |
|                                 | \$ 389,654        | \$      | \$ 389,654 | \$      | \$ 6,389 |
| As a percentage of total assets | 10.0%             | %       | 10.0%      | %       |          |
| October 31, 2011:               |                   |         |            |         |          |
| Mortgage-backed securities      | \$ 300,664        | \$      | \$ 300,664 | \$      | \$ 3,507 |
| Municipal bonds                 | 7,675             |         | 7,675      |         | 390      |
|                                 | \$ 308,339        | \$      | \$ 308,339 | \$      | \$ 3,897 |
| As a percentage of total assets | 7.8%              | %       | 7.8%       | %       |          |



**Table of Contents**

Our AFS securities are carried at fair value on a recurring basis. These include certain agency and agency-sponsored mortgage-backed securities and municipal bonds. Quoted market prices are not available for these securities. As a result, we use a third-party pricing service to determine fair value and classify the securities as Level 2. The service's pricing model is based on market data and utilizes available trade, bid and other market information for similar securities. The fair values provided by third-party pricing service are reviewed and validated by management of HRB Bank. There were no transfers of AFS securities between hierarchy levels during the six months ended October 31, 2012 and 2011.

The following table presents the assets that were remeasured at fair value on a non-recurring basis during the six months ended October 31, 2012 and 2011 and the realized losses on those remeasurements:

|                                             | (dollars in 000s) |         |         |            |            |
|---------------------------------------------|-------------------|---------|---------|------------|------------|
|                                             | Total             | Level 1 | Level 2 | Level 3    | Loss       |
| October 31, 2012:                           |                   |         |         |            |            |
| REO                                         | \$ 14,646         | \$      | \$      | \$ 14,646  | \$ (203)   |
| Impaired mortgage loans held for investment | 89,032            |         |         | 89,032     | (7,298)    |
|                                             | \$ 103,678        | \$      | \$      | \$ 103,678 | \$ (7,501) |
| As a percentage of total assets             | 2.7%              | %       | %       | 2.7%       |            |
| October 31, 2011:                           |                   |         |         |            |            |
| REO                                         | 16,918            |         |         | 16,918     | (485)      |
| Impaired mortgage loans held for investment | 114,394           |         |         | 114,394    | (6,672)    |
|                                             | \$ 131,312        | \$      | \$      | \$ 131,312 | \$ (7,157) |
| As a percentage of total assets             | 3.3%              | %       | %       | 3.3%       |            |

The following methods were used to estimate the fair value of each class of financial instrument above:

**Real estate owned** REO includes foreclosed properties securing mortgage loans. Foreclosed assets are recorded at estimated fair value, generally based on independent market prices or appraised values of the collateral, less costs to sell upon foreclosure. The assets are remeasured quarterly based on independent appraisals or broker price opinions. Subsequent holding period gains and losses arising from the sale of REO are reported when realized. Because our REO is valued based on significant inputs that are unobservable in the market and our own estimates of assumptions that we believe market participants would use in pricing the asset, these assets are classified as Level 3.

**Impaired mortgage loans held for investment** The fair value of impaired mortgage loans held for investment is generally based on the net present value of discounted cash flows for TDR loans or the appraised value of the underlying collateral for all other loans. Impaired and TDR loans are required to be evaluated at least annually, based on HRB Bank's Loan Policy. Impaired loans are typically remeasured every six months, while TDRs are evaluated quarterly. These loans are classified as Level 3.

We have established various controls and procedures to ensure that the unobservable inputs used in the fair value measurement of these instruments are appropriate. Appraisals are obtained from certified appraisers and reviewed internally by HRB Bank's asset management group. The inputs and assumptions used in our discounted cash flow model for TDRs are reviewed and approved by the management team of HRB Bank each time the balances are remeasured. Significant changes in fair value from the previous measurement are presented to HRB Bank management for approval. There were no changes to the unobservable inputs used in determining the fair values of our Level 3 financial assets.

**Table of Contents**

The following table presents the quantitative information about our Level 3 fair value measurements:

|                                                      | Fair Value at<br>October 31, 2012 | Valuation<br>Technique | Unobservable Input       | (dollars in 000s)<br>Range<br>(Weighted Average) |
|------------------------------------------------------|-----------------------------------|------------------------|--------------------------|--------------------------------------------------|
| REO                                                  | \$ 13,817                         | Third party pricing    | Cost to list/sell        | 5% - 36% (6%)                                    |
| Impaired mortgage loans held for investment non-TDRs | \$ 87,243                         | Collateral-based       | Loss severity            | 0% - 100% (52%)                                  |
|                                                      |                                   |                        | Cost to list/sell        | 0% - 30% (7%)                                    |
|                                                      |                                   |                        | Time to sell (months)    | 24 (24)                                          |
|                                                      |                                   |                        | Collateral depreciation  | (38%) - 100% (46%)                               |
|                                                      |                                   |                        | Loss severity            | 0% - 100% (57%)                                  |
| Impaired mortgage loans held for investment TDRs     | \$ 57,630                         | Discounted cash flow   | Aged default performance | 30% - 55% (42%)                                  |
|                                                      |                                   |                        | Loss severity            | 0% - 21% (4%)                                    |

**9. Fair Value of Financial Instruments**

The carrying amounts and estimated fair values of our financial instruments are as follows:

| As of                                        | October 31, 2012 |                      | April 30, 2012  |                      | (in 000s)<br>Fair Value Hierarchy |
|----------------------------------------------|------------------|----------------------|-----------------|----------------------|-----------------------------------|
|                                              | Carrying Amount  | Estimated Fair Value | Carrying Amount | Estimated Fair Value |                                   |
| <b>Assets:</b>                               |                  |                      |                 |                      |                                   |
| Cash and cash equivalents                    | \$ 1,260,901     | \$ 1,260,901         | \$ 1,944,334    | \$ 1,944,334         | Level 1                           |
| Cash and cash equivalents restricted         | 38,667           | 38,667               | 48,100          | 48,100               | Level 1                           |
| Receivables, net short-term                  | 124,511          | 124,511              | 193,858         | 193,858              | Level 1                           |
| Mortgage loans held for investment, net      | 370,850          | 226,885              | 406,201         | 248,535              | Level 3                           |
| Investments in available-for-sale securities | 389,654          | 389,654              | 372,352         | 372,352              | Level 2                           |
| Receivables, net long-term                   | 134,359          | 134,359              | 127,468         | 127,468              | Level 1 & 3                       |
| Note receivable (including interest)         | 58,049           | 64,508               | 55,444          | 55,444               | Level 3                           |
| <b>Liabilities:</b>                          |                  |                      |                 |                      |                                   |
| Deposits                                     | 795,519          | 795,227              | 833,047         | 831,251              | Level 1 & 3                       |
| Long-term debt                               | 1,506,803        | 1,540,333            | 1,040,549       | 1,077,223            | Level 3                           |

Fair value estimates, methods and assumptions are set forth below. The fair value was not estimated for assets and liabilities that are not considered financial instruments.

Cash and cash equivalents, including restricted Fair value approximates the carrying amount.

Receivables short-term For short-term balances, the carrying values reported in the balance sheet approximate fair market value due to the relative short-term nature of the respective instruments.

Mortgage loans held for investment, net The fair value of mortgage loans held for investment is determined using market pricing sources based on projected future cash flows of each individual asset, and loan characteristics including channel and performance characteristics.

Investments in available-for-sale securities We use a third-party pricing service to determine fair value. The service's pricing model is based on market data and utilizes available trade, bid and other market information for similar securities.

Receivables long-term The carrying values for the long-term portion of loans to franchisees approximate fair market value due to the variable interest rates (Level 1). Long-term EA receivables are carried at net realizable value which approximates fair value (Level 3). Net realizable value is determined based on historical collection rates.

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**Note receivable** The fair value of the long-term note receivable from McGladrey & Pullen LLP (M&P) assumes no prepayment and is determined using market pricing sources for similar instruments based on projected future cash flows.

**Deposits** The fair value of deposits with no stated maturity such as non-interest-bearing demand deposits, checking, money market and savings accounts is equal to the amount payable on demand (Level 1). The fair value of IRAs and other time deposits is estimated by discounting the future cash flows using the rates currently offered by HRB Bank for products with similar remaining maturities (Level 3).

-15-



**Table of Contents**

Long-term debt The fair value of borrowings is based on rates currently available to us for obligations with similar terms and maturities, including current market yields on our Senior Notes.

**10. Income Taxes**

We file a consolidated federal income tax return in the United States and file tax returns in various state and foreign jurisdictions. The U.S. federal consolidated tax returns for the years 1999 through 2010 are currently under examination by the Internal Revenue Service (IRS). In November 2012, we received written approval from the IRS Joint Committee on Taxation of the settlement of a majority of issues related to the examination of our 1999 through 2007 tax returns. Except for three issues for which we are pursuing refund claims for tax years 2002 through 2008, which will remain open until resolved, these years are closed. We are assessing the impact of the settlement which will reduce uncertain tax benefits by approximately \$60 million, a majority of which will result in an income tax benefit being recorded in the third quarter of the current fiscal year. Historically, tax returns in various foreign and state jurisdictions are examined and settled upon completion of the exam.

We had gross unrecognized tax benefits of \$207.4 million and \$206.4 million at October 31, 2012 and April 30, 2012, respectively. The gross unrecognized tax benefits increased \$1.0 million net in the current year, due primarily to accruals of tax on positions related to current and prior years partially offset by settlements with taxing authorities. We believe it is reasonably possible that the balance of unrecognized tax benefits could decrease by approximately \$76 million before October 31, 2013. This anticipated decrease is due primarily to the settlement of the 1999 through 2007 IRS examination. The expiration of statutes of limitations and anticipated settlements of state audit issues will also contribute to the anticipated decrease. This amount is included in accrued income taxes in our consolidated balance sheet. The remaining amount is classified as long-term and is included in other noncurrent liabilities in the consolidated balance sheet.

**11. Interest Income and Expense**

The following table shows the components of interest income and expense of our continuing operations:

|                      | Three months ended October 31, |           | Six months ended October 31, |           |
|----------------------|--------------------------------|-----------|------------------------------|-----------|
|                      | 2012                           | 2011      | 2012                         | 2011      |
| (in 000s)            |                                |           |                              |           |
| Interest income:     |                                |           |                              |           |
| Mortgage loans, net  | \$ 4,168                       | \$ 5,151  | \$ 8,585                     | \$ 10,812 |
| Loans to franchisees | 2,391                          | 2,525     | 4,746                        | 4,867     |
| AFS securities       | 1,753                          | 862       | 3,392                        | 1,723     |
| Other                | 1,547                          | 1,383     | 3,009                        | 2,859     |
|                      | \$ 9,859                       | \$ 9,921  | \$ 19,732                    | \$ 20,261 |
| Interest expense:    |                                |           |                              |           |
| Borrowings           | \$ 21,995                      | \$ 21,114 | \$ 42,749                    | \$ 42,243 |
| Deposits             | 1,395                          | 1,608     | 2,718                        | 3,264     |
| FHLB advances        |                                | 151       |                              | 302       |
|                      | \$ 23,390                      | \$ 22,873 | \$ 45,467                    | \$ 45,809 |

**12. Commitments and Contingencies**

Changes in deferred revenue balances related to our Peace of Mind (POM) program, the current portion of which is included in accounts payable, accrued expenses and other current liabilities and the long-term portion of which is included in other noncurrent liabilities in the consolidated balance sheets, are as follows:

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| Six months ended October 31,               | (in 000s)  |            |
|--------------------------------------------|------------|------------|
|                                            | 2012       | 2011       |
| Balance, beginning of period               | \$ 141,080 | \$ 140,603 |
| Amounts deferred for new guarantees issued | 1,383      | 1,331      |
| Revenue recognized on previous deferrals   | (45,555)   | (46,073)   |
| Balance, end of period                     | \$ 96,908  | \$ 95,861  |

-16-

## **Table of Contents**

In addition to amounts accrued for our POM guarantee, we had accrued \$14.7 million and \$16.3 million at October 31, 2012 and April 30, 2012, respectively, related to our standard guarantee, which is included with our standard tax preparation services. The current portion of this liability is included in accounts payable, accrued expenses and other current liabilities and the long-term portion is included in other noncurrent liabilities in the consolidated balance sheets,

We have recorded liabilities totaling \$10.3 million and \$6.8 million as of October 31, 2012 and April 30, 2012, respectively, in conjunction with contingent payments related to recent acquisitions of our continuing operations, with the short-term amount recorded in accounts payable, accrued expenses and deposits and the long-term portion included in other noncurrent liabilities. Our estimate is typically based on performance targets and financial conditions at the time of acquisition. Should actual results differ materially from our assumptions, the potential payments will differ from the above estimate and any differences will be recorded in our results from continuing operations.

We have contractual commitments to fund certain franchisees requesting revolving lines of credit. Our total obligation under these lines of credit was \$90.4 million at October 31, 2012, and net of amounts drawn and outstanding, our remaining commitment to fund totaled \$39.1 million.

We maintain compensating balances related to the 2012 CLOC, which are not legally restricted as to withdrawal. These balances totaled \$75.0 million as of October 31, 2012.

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 are 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 values of guarantees and indemnifications relating to our continuing operations are not material as of October 31, 2012.

## **Variable Interests**

We evaluated our financial interests in variable interest entities (VIEs) as of October 31, 2012 and determined that there have been no significant changes related to those financial interests.

## **Discontinued Operations    Loss Contingencies Arising From Representations and Warranties**

**Overview.** SCC ceased originating mortgage loans in December 2007 and, in April 2008, sold its servicing assets and discontinued its remaining operations. The sale of servicing assets did not include the sale of any mortgage loans.

Mortgage loans originated by SCC were sold either as whole loans to single third-party buyers or in the form of residential mortgage-backed securities (RMBSs). In connection with the sale of loans and/or RMBSs, SCC made certain representations and warranties. These representations and warranties varied based on the nature of the transaction and the buyer's or insurer's requirements, but generally pertained to the ownership of the loan, the validity of the lien securing the loan, borrower fraud, the loan's compliance with the criteria for inclusion in the transaction, including compliance with SCC's underwriting standards or loan criteria established by the buyer, ability to deliver required documentation, and compliance with applicable laws. Representations and warranties related to borrower fraud in whole loan sale transactions to institutional investors, which represented approximately 68% of the disposal of loans originated in calendar years 2005, 2006 and 2007, included a knowledge qualifier limiting SCC's liability to those instances where SCC had knowledge of the fraud at the time the loans were sold. Representations and warranties made in other sale transactions effectively did not include a knowledge qualifier as to borrower fraud. In the event that there is a breach of a representation and warranty and such breach materially and adversely affects the value of a mortgage loan or a securitization insurer's or bondholder's interest in the mortgage loan and, as discussed below, the mortgage has not been liquidated, SCC may be obligated to repurchase the loan, may be obligated to indemnify certain parties, or may enter into

**Table of Contents**

settlement arrangements related to losses, collectively referred to as representation and warranty claims.

**Claim History.** Representation and warranty claims received by SCC have primarily related to alleged breaches of representations and warranties related to a loan's compliance with the underwriting standards established by SCC at origination and borrower fraud. Claims received since May 1, 2008 are as follows:

| (in millions)          |                     |                     |                  |       |       |       |                  |        |       |        |                     |       |          |
|------------------------|---------------------|---------------------|------------------|-------|-------|-------|------------------|--------|-------|--------|---------------------|-------|----------|
|                        | Fiscal Year<br>2009 | Fiscal Year<br>2010 | Fiscal Year 2011 |       |       |       | Fiscal Year 2012 |        |       |        | Fiscal Year<br>2013 |       |          |
|                        |                     |                     | Q1               | Q2    | Q3    | Q4    | Q1               | Q2     | Q3    | Q4     | Q1                  | Q2    | Total    |
| Loan Origination Year: |                     |                     |                  |       |       |       |                  |        |       |        |                     |       |          |
| 2005                   | \$ 62               | \$ 15               | \$ 6             | \$ 1  | \$ 1  | \$ 1  | \$               | \$     | \$ 4  | \$     | \$ 18               | \$    | \$ 107   |
| 2006                   | 217                 | 108                 | 100              | 15    | 29    | 50    | 29               | 130    | 29    | 137    | 123                 | 7     | 974      |
| 2007                   | 153                 | 22                  | 3                | 5     | 4     | 4     | 2                | 353    | 2     | 406    | 1                   | 3     | 958      |
| Total                  | \$ 432              | \$ 145              | \$ 109           | \$ 21 | \$ 33 | \$ 55 | \$ 31            | \$ 483 | \$ 35 | \$ 543 | \$ 142              | \$ 10 | \$ 2,039 |

Note: The table above excludes amounts related to indemnity agreements.

SCC received \$152 million in claims during the six months ended October 31, 2012, most of which were asserted by a private-label securitization trustee on behalf of certificate holders (\$136 million) monoline insurers (\$14 million) and the remainder asserted by Fannie Mae (\$2 million). During the fiscal year ended April 30, 2012, SCC received claims totaling \$1.1 billion. The amount of claims received varies from period to period, and these variances have been and are expected to continue to fluctuate substantially.

Nearly all claims asserted against SCC since May 1, 2008 relate to loans originated during calendar years 2005 through 2007. Approximately 95% of such claims relate to loans originated in calendar years 2006 and 2007. During calendar years 2005 through 2007, SCC originated approximately \$84 billion in loans, of which less than 1% were sold directly to government sponsored entities. Government sponsored entities also purchased bonds backed by SCC-originated mortgage loans and, with respect to these bonds, have the same rights as other certificate holders in private label securitizations. SCC may not be subject to representation and warranty losses on loans for a variety of reasons, including loans that have been paid in full, liquidated, repurchased, or were sold without recourse, among others.

Based on its experiences to date, SCC believes the longer a loan performs prior to an event of default, the less likely the default will be related to a breach of a representation and warranty, and the less likely that SCC will have a contractual payment obligation with respect to such loan. The majority of claims asserted since May 1, 2008 determined by SCC to represent a valid breach of its representations and warranties relate to loans that became delinquent within the first two years following the origination of the mortgage loan. However, a loan that defaults within the first two years following the origination of the mortgage loan does not necessarily default due to a breach of a representation and warranty. Exclusive of loans that have been paid in full, repurchased or sold without recourse, loans originated in 2005, 2006 and 2007 that defaulted in the first two years totaled \$3.9 billion, \$6.1 billion and \$2.7 billion, respectively.

**Reviewed Claims.** Since May 2008, SCC has denied approximately 93% of all claims reviewed, excluding loans covered by other settlements. Of the denied claims, 1% related to loans that have been paid in full and 1% of claims were denied because they related to loans which have been liquidated. Losses on representation and warranty claims totaled approximately \$78 million and other settlements totaled approximately \$56 million for the period May 1, 2008 through October 31, 2012. Paid claim loss severity rates have approximated 62% and SCC has not observed any material trends related to average losses. Repurchased loans are considered held for sale and are included in prepaid expenses and other current assets on the consolidated balance sheets. The net balance of all mortgage loans and REO held for sale by SCC was \$7.3 million at October 31, 2012.

SCC generally has 60 to 120 days to respond to a claimed breach of a representation and warranty and performs a loan-by-loan review of all claims during this time. Counterparties are able to reassert claims that SCC has denied. Claims totaling approximately \$28 million remained subject to review as of October 31, 2012, of which, approximately \$16 million represent a reassertion of previously denied claims.



**Table of Contents**

**Liability for Estimated Contingent Losses.** SCC estimates probable losses arising from representations and warranties on loans it originated by assessing claim activity, both known and projected. Projections of future claims are based on an analysis that includes a review of the terms and provisions of related agreements, the historical claim and validity rate experience and inquiries from various third-parties. SCC's methodology for calculating this liability also includes an assessment of the probability that individual counterparties (private label securitization trustees on behalf of certificate holders, monoline insurers and whole-loan purchasers) will assert future claims.

SCC has accrued a liability as of October 31, 2012 for estimated contingent losses arising from representations and warranties on loans it originated of \$129.3 million, which represents SCC's estimate of the probable loss that may occur. While SCC uses what it believes to be the best information available to it in estimating its liability, assessing the likelihood that claims will be asserted in the future and estimating probable losses are inherently subjective and require considerable management judgment. To the extent that the volume of claims, the level of claims (including whether the loan has been liquidated), the level of disputed claims, the counterparties asserting claims, the nature and severity of claims, the outcome of various litigation related to claims, or the value of residential home prices, among other factors, differ in the future from current estimates, future losses may differ from the current estimates and those differences may be significant.

Because the rate at which future claims may be determined to be valid and actual loss severity rates may differ significantly from historical experience, SCC is not able to estimate reasonably possible loss outcomes in excess of its current accrual. A 1% increase in loss severities and a 1% decrease in assumed denial rates would result in losses beyond SCC's accrual of approximately \$27 million. This sensitivity is hypothetical and is intended to provide an indication of the impact of a change in key assumptions on this loss contingency. In reality, changes in one assumption may result in changes in other assumptions, which could affect the sensitivity and the amount of losses.

A rollforward of SCC's accrued liability for these loss contingencies is as follows:

|                                | (in 000s)  |            |
|--------------------------------|------------|------------|
| Six months ended October 31,   | 2012       | 2011       |
| Balance at beginning of period | \$ 130,018 | \$ 126,260 |
| Provisions                     |            | 20,000     |
| Payments                       | (753)      | (3,337)    |
| Balance at end of period       | \$ 129,265 | \$ 142,923 |

The recent federal court decision styled *MASTR Asset Backed Securities Trust 2006-HE3 v. WMC Mortgages* (Case No. 11-CV-2542 (JRT/TNL), 2012 WL 4511065 (D. Minn.), the "WMC Decision"), decided on October 1, 2012, recognizes the liquidation of a mortgage loan in a foreclosure sale as a defense to representation and warranty claims and related litigation. Specifically, the court noted that under the law of many states, including New York (which was applicable in the case at hand and governs most of SCC's purchase agreements for mortgage loans), a foreclosure decree operates to merge the interest of the mortgagor and mortgagee and, consequently, foreclosure on the properties securing the mortgage loan extinguishes it and renders it unavailable for repurchase. Consistent with this approach, SCC is taking the legal position where appropriate, for both contractual representation and warranty claims and similar claims in litigation, that a valid representation and warranty claim cannot be made with respect to a mortgage loan that has been liquidated. However, the WMC Decision is subject to appeal and it is anticipated that the liquidated mortgage loan defense will be the subject of future judicial decisions. Until the liquidated mortgage loan defense is further validated in the courts or other developments occur, SCC's estimated accrual for representation and warranty claims will continue to be determined using its prior methodology, which does not take this defense into account.

#### **Discontinued Operations    Loss Contingencies Arising from Indemnification Obligations**

Losses may also be incurred with respect to various indemnification claims, including claims by depositors and underwriters, related to loans and securities SCC originated and sold. Losses from indemnification obligations can be significant and are frequently not subject to a stated term or limit. SCC believes it is not probable that it will be required to perform under its indemnification obligations; however, there can be no

## **Table of Contents**

assurances as to the outcome or impact on our consolidated financial position, results of operations and cash flows related to claims which may arise from those indemnification obligations.

In connection with the sale of RSM McGladrey, Inc. (RSM) and McGladrey Capital Markets LLC (MCM), we indemnified the buyers against certain litigation matters, as discussed in note 13. The indemnities are not subject to a stated term or limit.

### **13. Litigation and Related Contingencies**

We are a defendant in a large number of litigation matters, arising both in the ordinary course of business and otherwise, including as described below. The matters described below are not all of the lawsuits to which we are subject. In some of the matters, very large and/or indeterminate amounts, including punitive damages, are sought. U.S. jurisdictions permit considerable variation in the assertion of monetary damages or other relief. Jurisdictions may permit claimants not to specify the monetary damages sought or may permit claimants to state only that the amount sought is sufficient to invoke the jurisdiction of the trial court. In addition, jurisdictions may permit plaintiffs to allege monetary damages in amounts well exceeding reasonably possible verdicts in the jurisdiction for similar matters. We believe that the monetary relief which may be specified in a lawsuit or claim bears little relevance to its merits or disposition value due to this variability in pleadings and our experience in litigating or resolving through settlement numerous claims over an extended period of time.

The outcome of a litigation matter and the amount or range of potential loss at particular points in time may be difficult to ascertain. Among other things, uncertainties can include how fact finders will evaluate documentary evidence and the credibility and effectiveness of witness testimony, and how trial and appellate courts will apply the law. Disposition valuations are also subject to the uncertainty of how opposing parties and their counsel will themselves view the relevant evidence and applicable law.

In addition to litigation matters, we are also subject to other claims and regulatory investigations arising out of our business activities, including as described below.

We accrue liabilities for litigation and regulatory loss contingencies when it is probable that a loss has been incurred and the amount of the loss can be reasonably estimated. Liabilities have been accrued for a number of the matters noted below. If a range of loss is estimated, and some amount within that range appears to be a better estimate than any other amount within that range, then that amount is accrued. If no amount within the range can be identified as a better estimate than any other amount, we accrue the minimum amount in the range.

For such matters where a loss is believed to be reasonably possible, but not probable, or the loss cannot be reasonably estimated, no accrual has been made. It is possible that litigation and regulatory matters could require us to pay damages or make other expenditures or accrue liabilities in amounts that could not be reasonably estimated at October 31, 2012. While the potential future liabilities could be material in the particular quarterly or annual periods in which they are recorded, based on information currently known, we do not believe any such liabilities are likely to have a material effect on our consolidated financial position, results of operations and cash flows. As of October 31, 2012, we accrued liabilities of \$20.8 million, compared to \$79.0 million at April 30, 2012.

For some matters where a liability has not been accrued, we are able to estimate a reasonably possible range of loss. For those matters, and for matters where a liability has been accrued, as of October 31, 2012, we estimate the aggregate range of reasonably possible losses in excess of amounts accrued to be approximately \$0 to \$118 million, of which approximately 78% relates to our discontinued operations.

For other matters, we are not currently able to estimate the reasonably possible loss or range of loss. We are often unable to estimate the possible loss or range of loss until developments in such matters have provided sufficient information to support an assessment of the range of possible loss, such as quantification of a damage demand from plaintiffs, discovery from other parties and investigation of factual allegations, rulings by the court on motions or appeals, analysis by experts, and the progress of settlement negotiations. On a quarterly and annual basis, we review relevant information with respect to litigation and related contingencies and update our accruals, disclosures and estimates of reasonably possible losses or ranges of loss based on such reviews.

**Table of Contents****Litigation and Other Claims, Including Indemnification Claims, Pertaining to Discontinued Mortgage Operations**

Although SCC ceased its mortgage loan origination activities in December 2007 and sold its loan servicing business in April 2008, SCC and the Company have been, remain, and may in the future be subject to regulatory investigations, claims, including indemnification claims, and lawsuits pertaining to SCC's mortgage business activities that occurred prior to such termination and sale. These investigations, claims and lawsuits include actions by state and federal regulators, third party indemnitees including depositors and underwriters, 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, fraud and other common law torts, rights to indemnification and violations of securities laws, the Truth in Lending Act (TILA), Equal Credit Opportunity Act and the Fair Housing Act. Given the impact of the financial crisis on the non-prime mortgage environment, the number of these investigations, claims and lawsuits has increased over time and is expected to continue to increase further. The amounts claimed in these investigations, claims and lawsuits are substantial in some instances, and the ultimate resulting liability is difficult to predict and thus in many cases cannot be reasonably estimated. In the event of unfavorable outcomes, the amounts that may be required to be paid in the discharge of liabilities or settlements could be substantial and could have a material impact on our consolidated financial position, results of operations and cash flows. Certain of these matters are described in more detail below.

On February 1, 2008, a class action lawsuit was filed in the United States District Court for the District of Massachusetts against SCC and other related entities styled *Cecil Barrett, et al. v. Option One Mortgage Corp., et al.* (Civil Action No. 08-10157-RWZ). Plaintiffs allege discriminatory practices relating to the origination of mortgage loans in violation of the Fair Housing Act and Equal Credit Opportunity Act, and seek declaratory and injunctive relief in addition to actual and punitive damages. The court dismissed H&R Block, Inc. from the lawsuit for lack of personal jurisdiction. In March 2011, the court issued an order certifying a class, which defendants sought to appeal. On August 24, 2011, the First Circuit Court of Appeals declined to hear the appeal, noting that the district court could reconsider its certification decision in light of a recent ruling by the United States Supreme Court in an unrelated matter. SCC subsequently filed a motion to decertify the class, which the court granted. Plaintiffs' petition for appeal is pending. A portion of our loss contingency accrual is related to this lawsuit for the amount of loss that we consider probable and estimable. We believe SCC has meritorious defenses to the claims in this case and it intends to defend the case vigorously, but there can be no assurances as to its outcome or its impact on our consolidated financial position, results of operations and cash flows.

On December 9, 2009, a putative class action lawsuit was filed in the United States District Court for the Central District of California against SCC and H&R Block, Inc. styled *Jeanne Drake, et al. v. Option One Mortgage Corp., et al.* (Case No. SACV09-1450 CJC). Plaintiffs allege breach of contract, promissory fraud, intentional interference with contractual relations, wrongful withholding of wages and unfair business practices in connection with not paying severance benefits to employees when their employment transitioned to American Home Mortgage Servicing, Inc. in connection with the sale of certain assets and operations of Option One. Plaintiffs seek to recover severance benefits of approximately \$8 million, interest and attorney's fees, in addition to penalties and punitive damages on certain claims. On September 2, 2011, the court granted summary judgment in favor of the defendants on all claims. Plaintiffs filed an appeal, which remains pending. We have not concluded that a loss related to this matter is probable, nor have we established a loss contingency related to this matter. We believe we have meritorious defenses to the claims in this case and intend to defend the case vigorously, but there can be no assurances as to its outcome or its impact on our consolidated financial position, results of operations and cash flows.

On October 15, 2010, the Federal Home Loan Bank (FHLB) of Chicago filed a lawsuit in the Circuit Court of Cook County, Illinois (Case No. 10CH45033) styled *Federal Home Loan Bank of Chicago v. Bank of America Funding Corporation, et al.* against multiple defendants, including various SCC-related entities, H&R Block, Inc. and other entities, arising out of FHLB's purchase of RMBSs. The plaintiff seeks rescission and damages under state securities law and for common law negligent misrepresentation.



## **Table of Contents**

in connection with its purchase of two securities originated and securitized by SCC. These two securities had a total initial principal amount of approximately \$50 million, of which approximately \$41 million remains outstanding. The plaintiff agreed to voluntarily dismiss H&R Block, Inc. from the suit. The remaining defendants, including SCC, filed motions to dismiss, which the court denied. Discovery is stayed pending the outcome of an appeal on the motions. We have not concluded that a loss related to this matter is probable, nor have we accrued a liability related to this matter. We believe SCC has meritorious defenses to the claims in this case and intends to defend the case vigorously, but there can be no assurances as to its outcome or its impact on our consolidated financial position, results of operations and cash flows.

On February 22, 2012, a lawsuit was filed by SCC against American Home Mortgage Servicing, Inc. (now known as Homeward Residential, Inc. (Homeward)) in the Supreme Court of the State of New York, County of New York, styled *Sand Canyon Corporation v. American Home Mortgage Servicing, Inc.* (Index No. 650504/2012), alleging breach of contract and breach of the implied covenant of good faith and fair dealing in connection with the Cooperation Agreement entered into with SCC in connection with SCC's sale of its mortgage loan servicing business to the defendant in 2008. SCC is seeking relief to, among other things, require the defendant to provide loan files only by the method prescribed in applicable agreements. The court denied the defendant's motion to dismiss. The defendant subsequently filed an appeal, which remains pending.

On May 31, 2012, a lawsuit was filed by Homeward in the Supreme Court of the State of New York, County of New York, against SCC styled *Homeward Residential, Inc. v. Sand Canyon Corporation* (Index No. 651885/2012). SCC removed the case to the United States District Court for the Southern District of New York on June 28, 2012 (Case No. 1:12-cv-05067-PGG). Plaintiff, in its capacity as the master servicer for Option One Mortgage Loan Trust 2006-2 and for the benefit of the trustee and the certificate holders of such trust, asserts claims for breach of contract, anticipatory breach, indemnity and declaratory judgment in connection with alleged losses incurred as a result of the breach of representations and warranties relating to loans sold to the trust and representation and warranties related to SCC. Plaintiff seeks specific performance of alleged repurchase obligations and/or damages to compensate the trust and its certificate holders for alleged actual and anticipated losses, as well as a repurchase of all loans due to alleged misrepresentations by SCC as to itself and representations given as to the loans' compliance with its underwriting standards and the value of underlying real estate. SCC is seeking leave to file a motion to dismiss. We have not concluded that a loss related to this matter is probable, nor have we accrued a liability related to this matter. We believe SCC has meritorious defenses to the claims in this case and intends to defend the case vigorously, but there can be no assurances as to its outcome or its impact on our consolidated financial position, results of operations and cash flows.

On September 28, 2012, a second lawsuit was filed by Homeward in the District Court for the Southern District of New York against SCC styled *Homeward Residential, Inc. v. Sand Canyon Corporation* (Case No. 12-cv-7319). Plaintiff, in its capacity as the master servicer for Option One Mortgage Loan Trust 2006-3 and for the benefit of the trustee and the certificate holders of such trust, asserts claims for breach of contract and indemnity in connection with losses allegedly incurred as a result of the breach of representations and warranties relating to 96 loans sold to the trust. Plaintiff seeks specific performance of alleged repurchase obligations and/or damages to compensate the trust and its certificate holders for alleged actual and anticipated losses. We have not concluded that a loss related to this matter is probable, nor have we accrued a liability related to this matter. We believe SCC has meritorious defenses to the claims in this case and intends to defend the case vigorously, but there can be no assurances as to its outcome or its impact on our consolidated financial position, results of operations and cash flows.

As of October 31, 2012, underwriters and depositors were involved in multiple lawsuits related to securitization transactions in which SCC participated. These lawsuits allege a variety of claims, including violations of federal and state securities law and common law fraud, based on alleged materially inaccurate or misleading disclosures. SCC has received notice of a claim for indemnification from underwriters or depositors relating to 12 of these lawsuits and involving approximately 38 securitization transactions collateralized in whole or in part by loans originated by SCC. Because SCC is not the servicer for any of these securitizations, is not party to these lawsuits (with the exception of the *Federal Home Loan Bank of Chicago v. Bank of America Funding Corporation* case discussed above), and does not have control

## **Table of Contents**

of this litigation, SCC does not have precise information regarding the current aggregate unpaid principal balance of the mortgage loans that SCC sold in those transactions, nor, in many cases, the portion of any unpaid balance that is subject to litigation. Additional lawsuits against the underwriters or depositors may be filed in the future, and SCC may receive additional notices of claims for indemnification from underwriters or depositors with respect to existing or new lawsuits. We have not concluded that a loss related to any of these indemnification claims is probable, nor have we accrued a liability related to any of these claims. We believe SCC has meritorious defenses to these indemnification claims and intends to defend them vigorously, but there can be no assurance as to their outcome or their impact on our consolidated financial position, results of operations and cash flows.

American International Group, Inc. has threatened to assert claims of various types, including violations of state securities laws, common law torts and fraud, and breach of contract, in the approximate amount of \$650 million in connection with the sale and securitization of SCC-originated mortgage loans. We believe SCC has meritorious defenses to these threatened claims and will defend them vigorously if a lawsuit is filed asserting these claims, but, if such suit is filed, there can be no assurance as to its outcome or its impact on our consolidated financial position, results of operations and cash flows.

On April 3, 2012, the Nevada Attorney General issued a subpoena to SCC indicating it was conducting an investigation concerning the alleged commission of a practice declared to be unlawful under the Nevada Deceptive Trade Practices Act. A majority of the documents requested in the subpoena involve SCC's lending to minority (African American and Latino) borrowers. No complaint has been filed to date. SCC plans to continue to cooperate with the Nevada Attorney General.

### **Employment-Related Claims and Litigation**

We have been named in several wage and hour class action lawsuits throughout the country, including *Alice Williams v. H&R Block Enterprises LLC*, Case No. RG08366506 (Superior Court of California, County of Alameda, filed January 17, 2008) (alleging improper classification and failure to compensate for all hours worked and to provide meal periods to office managers in California); *Arabella Lemus, et al. v. H&R Block Enterprises LLC, et al.*, Case No. CGC-09-489251 (United States District Court, Northern District of California, filed June 9, 2009) (alleging failure to timely pay compensation to tax professionals in California); *Delana Ugas, et al. v. H&R Block Enterprises LLC, et al.*, Case No. BC417700 (United States District Court, Central District of California, filed July 13, 2009) (alleging failure to compensate tax professionals in California for all hours worked and to provide meal periods); and *Barbara Petroski, et al. v. H&R Block Eastern Enterprises, Inc., et al.*, Case No. 10-CV-00075 (United States District Court, Western District of Missouri, filed January 25, 2010) (alleging failure to compensate tax professionals nationwide for off-season training). The plaintiffs in these lawsuits seek actual damages, pre-judgment interest, statutory penalties and attorneys' fees.

A class was certified in the *Lemus* case in December 2010 (consisting of tax professionals who worked in company-owned offices in California from 2007 to 2010) and in the *Williams* case in March 2011 (consisting of office managers who worked in company-owned offices in California from 2004 to 2011). To avoid the cost and inherent risk associated with litigation, we reached agreements to settle these cases in January and February 2012, respectively, subject to approval by the courts in which the cases are pending. In *Lemus*, the settlement required a maximum payment of \$35 million, with the actual cost of the settlement dependent on the number of valid claims submitted by class members. The court granted final approval of the settlement on August 22, 2012, for an amount not materially different from our liability recorded at July 31, 2012. In *Williams*, the settlement provided for a maximum payment of \$7.5 million, with the actual cost of the settlement dependent on the number of valid claims submitted by class members. The court granted final approval of the settlement on November 8, 2012. The time for appeal has not yet expired. We previously recorded a liability for our estimate of the expected loss. If for any reason the *Williams* settlement does not become final, we will continue to defend the case vigorously, but there can be no assurances as to its outcome or its impact on our consolidated financial position, results of operations and cash flows.

## **Table of Contents**

In the *Ugas* case, the court initially certified a class on the claim for failure to provide meal periods (consisting of tax professionals who worked in company-owned offices in California from 2006 to 2011), but subsequently decertified the class in a ruling dated July 9, 2012. The Ninth Circuit Court of Appeals declined to hear an appeal. The court also certified a class on the claim for failure to compensate tax professionals for all hours worked (consisting of tax professionals who worked in company-owned offices in one district in California from 2006-2009). That class remains pending. In the *Petroski* case, a conditional class was certified under the Fair Labor Standards Act in March 2011 (consisting of tax professionals nationwide who worked in company-owned offices and who were not compensated for certain training courses occurring on or after April 15, 2007). Two classes were also certified under state laws in California and New York (consisting of tax professionals who worked in company-owned offices in those states). We filed motions to decertify the classes, along with motions for summary judgment, which remain pending. A trial date has been set for June 3, 2013. We have not concluded that a loss related to the *Ugas* or *Petroski* matters is probable, nor have we accrued a loss contingency related to these matters. We believe we have meritorious defenses to the claims in these cases and intend to defend them vigorously, but there can be no assurances as to the outcome of these cases or their impact on our consolidated financial position, results of operations and cash flows.

### **RAL and RAC Litigation**

We have been named in a putative class action styled *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 plaintiffs allege inadequate disclosures with respect to the refund anticipation loan (RAL) product and assert claims for violation of consumer protection statutes, negligent misrepresentation, breach of fiduciary duty, common law fraud, usury, and violation of the TILA. Plaintiffs seek unspecified actual and punitive damages, injunctive relief, attorneys' fees and costs. A Pennsylvania class was certified, but later decertified by the trial court in December 2003. The intermediate appellate court subsequently reversed the decertification decision. On September 7, 2012, the Pennsylvania Supreme Court reversed the decision of the intermediate appellate court, thereby allowing the trial court's decertification ruling to stand. We have not concluded that a loss related to this matter is probable, nor have we accrued a loss contingency related to this matter. We believe we have meritorious defenses to this case and intend to defend the case vigorously, but there can be no assurances as to the outcome of this case or its impact on our consolidated financial position, results of operations and cash flows.

A series of class action lawsuits were filed against us in various federal courts beginning on November 17, 2011 concerning the RAL and refund anticipation check (RAC) products. The plaintiffs generally allege we engaged in unfair, deceptive and/or fraudulent acts in violation of various state consumer protection laws by facilitating RALs that were accompanied by allegedly inaccurate TILA disclosures, and by offering RACs without any TILA disclosures. Certain plaintiffs also allege violation of disclosure requirements of various state statutes expressly governing RALs and provisions of those statutes prohibiting tax preparers from charging or retaining certain fees. Collectively, the plaintiffs seek to represent clients who purchased RAL or RAC products in up to forty-two states and the District of Columbia during timeframes ranging from 2007 to the present. The plaintiffs seek equitable relief, disgorgement of profits, compensatory and statutory damages, restitution, civil penalties, attorneys' fees and costs. These cases were consolidated by the Judicial Panel on Multidistrict Litigation into a single proceeding in the United States District Court for the Northern District of Illinois for coordinated pretrial proceedings, styled *IN RE: H&R Block Refund Anticipation Loan Litigation* (MDL No. 2373). We filed a motion to compel arbitration, which remains pending. We have not concluded that a loss related to this matter is probable, nor have we accrued a loss contingency related to this matter. We believe we have meritorious defenses to the claims in these cases and intend to defend the cases vigorously, but there can be no assurances as to the outcome of these cases or their impact on our consolidated financial position, results of operations and cash flows.

### **Compliance Fee Litigation**

On April 16, 2012 and April 19, 2012, putative class action lawsuits were filed against us in Missouri state and federal courts, respectively, concerning a compliance fee charged to retail tax clients beginning in the 2011 tax season. These cases are styled *Manuel H. Lopez III v. H&R Block, Inc., et al.*, in the Circuit Court of Jackson

## **Table of Contents**

County, Missouri (Case # 1216CV12290), and *Ronald Perras v. H&R Block, Inc., et al.*, in the United States District Court for the Western District of Missouri (Case No. 4:12-cv-00450-DGK). Taken together, the plaintiffs seek to represent all retail tax clients nationwide who were charged a compliance fee, and assert claims of violation of state consumer laws, money had and received, and unjust enrichment. We are seeking to compel arbitration on certain claims. We have not concluded that a loss related to these lawsuits is probable, nor have we accrued a liability related to either of these lawsuits. We believe we have meritorious defenses to the claims in these cases and intend to defend the cases vigorously, but there can be no assurances as to the outcome of these cases or their impact on our consolidated financial position, results of operations and cash flows.

### **Express IRA Litigation**

On January 2, 2008, the Mississippi Attorney General in the Chancery Court of Hinds County, Mississippi First Judicial District (Case No. G 2008 6 S 2) filed a lawsuit regarding our former Express IRA product that is styled *Jim Hood, Attorney for the State of Mississippi v. H&R Block, Inc., H&R Block Financial Advisors, Inc., et al.* The complaint alleges fraudulent business practices, deceptive acts and practices, common law fraud and breach of fiduciary duty with respect to the sale of the product in Mississippi and seeks equitable relief, disgorgement of profits, damages and restitution, civil penalties and punitive damages. We believe we have meritorious defenses to the claims in this case and intend to defend the case vigorously, but there can be no assurances as to its outcome or its impact on our consolidated financial position, results of operations and cash flows.

Although we sold H&R Block Financial Advisors, Inc. (HRBFA) effective November 1, 2008, we remain responsible for any liabilities relating to the Express IRA litigation, among other things, through an indemnification agreement. A portion of our accrual is related to these indemnity obligations.

### **Litigation and Claims Pertaining to the Discontinued Operations of RSM McGladrey**

On April 17, 2009, a shareholder derivative complaint was filed by Brian Menezes, derivatively and on behalf of nominal defendant International Textile Group, Inc. against MCM in the Court of Common Pleas, Greenville County, South Carolina (C.A. No. 2009-CP-23-3346) styled *Brian P. Menezes, Derivatively on Behalf of Nominal Defendant, International Textile Group, Inc. (f/k/a Safety Components International, Inc.) v. McGladrey Capital Markets, LLC (f/k/a RSM EquiCo Capital Markets, LLC), et al.* Plaintiffs filed an amended complaint in October 2011 styled *In re International Textile Group Merger Litigation*, adding a putative class action claim. Plaintiffs allege claims of aiding and abetting, civil conspiracy, gross negligence and breach of fiduciary duty against MCM in connection with a fairness opinion MCM provided to the Special Committee of Safety Components International, Inc. (SCI) in 2006 regarding the merger between International Textile Group, Inc. and SCI. Plaintiffs seek actual and punitive damages, pre-judgment interest, attorneys' fees and costs. On February 8, 2012, the court dismissed plaintiffs' civil conspiracy claim against all defendants. A class was certified on the remaining claims on November 20, 2012. We have not concluded that a loss related to this matter is probable, nor have we established a loss contingency related to this matter. We believe we have meritorious defenses to the claims in this case and intend to defend the case vigorously, but there can be no assurances as to its outcome or its impact on our consolidated financial position, results of operations and cash flows.

Although we sold MCM effective January 31, 2012, we remain responsible for any liabilities relating to certain litigation matters through an indemnification agreement. A portion of our accrual is related to these indemnity obligations.

### **Other**

We are from time to time a party to investigations, claims and lawsuits not discussed herein arising out of our business operations. These investigations, claims and lawsuits may include actions by state attorneys general, other state regulators, federal regulators, individual plaintiffs, and cases in which plaintiffs seek to represent a class of others similarly situated. We believe we have meritorious defenses to each of these investigations, claims and lawsuits, and we are defending or intend to defend them vigorously. The amounts claimed in these matters are substantial in some instances; however, the ultimate liability with respect to such matters 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 have a material impact on our consolidated financial position, results of operations and cash flows.

**Table of Contents**

We are also a party to claims and lawsuits that we consider to be ordinary, routine litigation incidental to our business, including, but not limited to, claims and lawsuits concerning the preparation of customers' income tax returns, the fees charged customers for various products and services, relationships with franchisees, intellectual property disputes, employment matters and contract disputes (Other Claims). 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 impact on our consolidated financial position, results of operations and cash flows.

**14. Discontinued Operations**

Our discontinued operations consist of our former Business Services segment and SCC. We sold RSM and MCM in fiscal year 2012. SCC exited its mortgage business in fiscal year 2008.

The results of operations of our discontinued operations are as follows:

|                                       | Three months ended<br>October 31, |             | Six months ended<br>October 31, |             |
|---------------------------------------|-----------------------------------|-------------|---------------------------------|-------------|
|                                       | 2012                              | 2011        | 2012                            | 2011        |
| Revenues                              | \$                                | \$ 199,042  | \$                              | \$ 365,928  |
| Pretax income (loss) from operations: |                                   |             |                                 |             |
| RSM and related businesses            | \$ (221)                          | \$ 10,583   | \$ 307                          | \$ 17,714   |
| Mortgage                              | (6,411)                           | (23,980)    | (9,874)                         | (26,634)    |
|                                       | (6,632)                           | (13,397)    | (9,567)                         | (8,920)     |
| Income taxes (benefit)                | (2,588)                           | (6,002)     | (3,732)                         | (3,806)     |
| Net income (loss) from operations     | (4,044)                           | (7,395)     | (5,835)                         | (5,114)     |
| Pretax loss on sales of businesses    |                                   | (9,552)     |                                 | (109,249)   |
| Income tax benefit                    |                                   | 1,764       |                                 | (39,709)    |
| Net loss on sales of businesses       |                                   | (11,316)    |                                 | (69,540)    |
| Net loss from discontinued operations | \$ (4,044)                        | \$ (18,711) | \$ (5,835)                      | \$ (74,654) |

**15. Regulatory Requirements HRB Bank**

The following table sets forth HRB Bank's regulatory capital requirements calculated in its Call Report, as filed with the Federal Financial Institutions Examination Council (FFIEC):

|                                               | Amount     | Actual<br>Ratio | Minimum Capital<br>Requirement |       | (dollars in 000s)<br>Minimum to be<br>Well Capitalized |       |
|-----------------------------------------------|------------|-----------------|--------------------------------|-------|--------------------------------------------------------|-------|
|                                               |            |                 | Amount                         | Ratio | Amount                                                 | Ratio |
| As of September 30, 2012:                     |            |                 |                                |       |                                                        |       |
| Total risk-based capital ratio <sup>(1)</sup> | \$ 462,454 | 128.2%          | \$ 28,868                      | 8.0%  | \$ 36,085                                              | 10.0% |

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|                                                |         |        |        |                     |        |      |
|------------------------------------------------|---------|--------|--------|---------------------|--------|------|
| Tier 1 risk-based capital ratio <sup>(2)</sup> | 457,760 | 126.9% | N/A    | N/A                 | 21,651 | 6.0% |
| Tier 1 capital ratio (leverage) <sup>(3)</sup> | 457,760 | 36.8%  | 49,696 | 4.0% <sup>(5)</sup> | 62,120 | 5.0% |
| Tangible equity ratio <sup>(4)</sup>           | 457,760 | 36.8%  | 18,636 | 1.5%                | N/A    | N/A  |

As of March 31, 2012:

|                                                |            |        |           |       |           |       |
|------------------------------------------------|------------|--------|-----------|-------|-----------|-------|
| Total risk-based capital ratio <sup>(1)</sup>  | \$ 458,860 | 120.3% | \$ 30,513 | 8.0%  | \$ 38,141 | 10.0% |
| Tier 1 risk-based capital ratio <sup>(2)</sup> | 453,800    | 119.0% | N/A       | N/A   | 22,885    | 6.0%  |
| Tier 1 capital ratio (leverage) <sup>(3)</sup> | 453,800    | 29.4%  | 185,252   | 12.0% | 77,188    | 5.0%  |
| Tangible equity ratio <sup>(4)</sup>           | 453,800    | 29.4%  | 23,157    | 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.

(5) Effective April 5, 2012, the minimum capital requirement was changed to 4% by the OCC, although HRB Bank plans to maintain a minimum of 12.0% leverage capital at the end of each calendar quarter.

**Table of Contents**

As of October 31, 2012, HRB Bank's leverage ratio was 35.7%.

**16. Segment Information**

Results of our continuing operations by reportable operating segment are as follows:

|                                                    | Three months ended<br>October 31, |              | (in 000s)<br>Six months ended<br>October 31, |              |
|----------------------------------------------------|-----------------------------------|--------------|----------------------------------------------|--------------|
|                                                    | 2012                              | 2011         | 2012                                         | 2011         |
| <b>Revenues:</b>                                   |                                   |              |                                              |              |
| Tax Services                                       | \$ 129,819                        | \$ 121,018   | \$ 220,072                                   | \$ 212,443   |
| Corporate                                          | 7,444                             | 8,176        | 13,680                                       | 17,374       |
|                                                    | \$ 137,263                        | \$ 129,194   | \$ 233,752                                   | \$ 229,817   |
| <b>Pretax income (loss):</b>                       |                                   |              |                                              |              |
| Tax Services                                       | \$ (130,109)                      | \$ (173,966) | \$ (271,014)                                 | \$ (343,449) |
| Corporate                                          | (32,179)                          | (29,963)     | (60,543)                                     | (61,081)     |
| Loss from continuing operations before tax benefit | \$ (162,288)                      | \$ (203,929) | \$ (331,557)                                 | \$ (404,530) |

**17. New Accounting Standards**

In September 2011, the FASB issued Accounting Standards Update 2011-08, Intangibles—Goodwill and Other (Topic 350): Testing Goodwill for Impairment. Under the amendments in this guidance, an entity may consider qualitative factors before applying Step 1 of the goodwill impairment assessment, but may no longer be permitted to carry forward estimates of a reporting unit's fair value from a prior year when specific criteria are met. These amendments were effective for us as the beginning of our current fiscal year. We adopted this guidance as of May 1, 2012, and this new guidance did not have a material effect on our consolidated financial statements.

**18. Condensed Consolidating Financial Statements**

Block Financial LLC (Block Financial) is an indirect, wholly-owned subsidiary of the Company. Block Financial is the Issuer and the Company is the Guarantor of the Senior Notes issued on October 25, 2012, January 11, 2008 and October 26, 2004, our 2012 CLOC, 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.

# Table of Contents

| Condensed Consolidating Statements of Operations and Comprehensive Income (Loss) |                                |                             |              |              | (in 000s)    |
|----------------------------------------------------------------------------------|--------------------------------|-----------------------------|--------------|--------------|--------------|
| Three months ended                                                               |                                |                             | Other        |              | Consolidated |
| October 31, 2012                                                                 | H&R Block, Inc.<br>(Guarantor) | Block Financial<br>(Issuer) | Subsidiaries | Eliminations | H&R Block    |
| Total revenues                                                                   | \$                             | \$ 17,986                   | \$ 119,299   | \$ (22)      | \$ 137,263   |
| Cost of revenues                                                                 |                                | 33,871                      | 178,162      | (22)         | 212,011      |
| Selling, general and administrative                                              |                                | 7,321                       | 83,006       |              | 90,327       |
| Total expenses                                                                   |                                | 41,192                      | 261,168      | (22)         | 302,338      |
| Operating loss                                                                   |                                | (23,206)                    | (141,869)    |              | (165,075)    |
| Other income (expense), net                                                      | (162,288)                      | 1,186                       | 1,601        | 162,288      | 2,787        |
| Loss from continuing operations before tax benefit                               | (162,288)                      | (22,020)                    | (140,268)    | 162,288      | (162,288)    |
| Income tax benefit                                                               | (61,089)                       | (6,703)                     | (54,386)     | 61,089       | (61,089)     |
| Net loss from continuing operations                                              | (101,199)                      | (15,317)                    | (85,882)     | 101,199      | (101,199)    |
| Net loss from discontinued operations                                            | (4,044)                        | (3,909)                     | (135)        | 4,044        | (4,044)      |
| Net loss                                                                         | (105,243)                      | (19,226)                    | (86,017)     | 105,243      | (105,243)    |
| Other comprehensive income                                                       | 1,335                          | 119                         | 1,216        | (1,335)      | 1,335        |
| Comprehensive loss                                                               | \$ (103,908)                   | \$ (19,107)                 | \$ (84,801)  | \$ 103,908   | \$ (103,908) |

| Three months ended                                 |                                |                             | Other        |              | Consolidated |
|----------------------------------------------------|--------------------------------|-----------------------------|--------------|--------------|--------------|
| October 31, 2011                                   | H&R Block, Inc.<br>(Guarantor) | Block Financial<br>(Issuer) | Subsidiaries | Eliminations | H&R Block    |
| Total revenues                                     | \$                             | \$ 17,560                   | \$ 111,634   | \$           | \$ 129,194   |
| Cost of revenues                                   |                                | 36,978                      | 190,635      |              | 227,613      |
| Selling, general and administrative                |                                | 6,444                       | 101,568      |              | 108,012      |
| Total expenses                                     |                                | 43,422                      | 292,203      |              | 335,625      |
| Operating loss                                     |                                | (25,862)                    | (180,569)    |              | (206,431)    |
| Other income (expense), net                        | (203,929)                      | 3,065                       | (563)        | 203,929      | 2,502        |
| Loss from continuing operations before tax benefit | (203,929)                      | (22,797)                    | (181,132)    | 203,929      | (203,929)    |
| Income tax benefit                                 | (80,916)                       | (15,063)                    | (65,853)     | 80,916       | (80,916)     |
| Net loss from continuing operations                | (123,013)                      | (7,734)                     | (115,279)    | 123,013      | (123,013)    |
| Net income (loss) from discontinued operations     | (18,711)                       | (19,066)                    | 355          | 18,711       | (18,711)     |
| Net loss                                           | (141,724)                      | (26,800)                    | (114,924)    | 141,724      | (141,724)    |
| Other comprehensive income (loss)                  | (8,333)                        | 843                         | (9,176)      | 8,333        | (8,333)      |
| Comprehensive loss                                 | \$ (150,057)                   | \$ (25,957)                 | \$ (124,100) | \$ 150,057   | \$ (150,057) |





**Table of Contents**

Six months ended

| October 31, 2012                                   | H&R Block, Inc.<br>(Guarantor) | Block Financial<br>(Issuer) | Other<br>Subsidiaries | Eliminations | Consolidated<br>H&R Block |
|----------------------------------------------------|--------------------------------|-----------------------------|-----------------------|--------------|---------------------------|
| Total revenues                                     | \$                             | \$ 39,915                   | \$ 193,915            | \$ (78)      | \$ 233,752                |
| Cost of revenues                                   |                                | 68,813                      | 336,700               | (78)         | 405,435                   |
| Selling, general and administrative                |                                | 14,961                      | 150,844               |              | 165,805                   |
| Total expenses                                     |                                | 83,774                      | 487,544               | (78)         | 571,240                   |
| Operating loss                                     |                                | (43,859)                    | (293,629)             |              | (337,488)                 |
| Other income (expense), net                        | (331,557)                      | 2,510                       | 3,421                 | 331,557      | 5,931                     |
| Loss from continuing operations before tax benefit | (331,557)                      | (41,349)                    | (290,208)             | 331,557      | (331,557)                 |
| Income tax benefit                                 | (124,708)                      | (14,958)                    | (109,750)             | 124,708      | (124,708)                 |
| Net loss from continuing operations                | (206,849)                      | (26,391)                    | (180,458)             | 206,849      | (206,849)                 |
| Net income (loss) from discontinued operations     | (5,835)                        | (6,020)                     | 185                   | 5,835        | (5,835)                   |
| Net loss                                           | (212,684)                      | (32,411)                    | (180,273)             | 212,684      | (212,684)                 |
| Other comprehensive income (loss)                  | (3,460)                        | 254                         | (3,714)               | 3,460        | (3,460)                   |
| Comprehensive loss                                 | \$ (216,144)                   | \$ (32,157)                 | \$ (183,987)          | \$ 216,144   | \$ (216,144)              |

Six months ended

| October 31, 2011                                   | H&R Block, Inc.<br>(Guarantor) | Block Financial<br>(Issuer) | Other<br>Subsidiaries | Eliminations | Consolidated<br>H&R Block |
|----------------------------------------------------|--------------------------------|-----------------------------|-----------------------|--------------|---------------------------|
| Total revenues                                     | \$                             | \$ 39,333                   | \$ 190,484            | \$           | \$ 229,817                |
| Cost of revenues                                   |                                | 74,640                      | 365,557               |              | 440,197                   |
| Selling, general and administrative                |                                | 14,339                      | 186,326               |              | 200,665                   |
| Total expenses                                     |                                | 88,979                      | 551,883               |              | 640,862                   |
| Operating loss                                     |                                | (49,646)                    | (361,399)             |              | (411,045)                 |
| Other income (expense), net                        | (404,530)                      | 6,346                       | 169                   | 404,530      | 6,515                     |
| Loss from continuing operations before tax benefit | (404,530)                      | (43,300)                    | (361,230)             | 404,530      | (404,530)                 |
| Income tax benefit                                 | (162,362)                      | (16,913)                    | (145,449)             | 162,362      | (162,362)                 |
| Net loss from continuing operations                | (242,168)                      | (26,387)                    | (215,781)             | 242,168      | (242,168)                 |
| Net loss from discontinued operations              | (74,654)                       | (20,703)                    | (53,951)              | 74,654       | (74,654)                  |
| Net loss                                           | (316,822)                      | (47,090)                    | (269,732)             | 316,822      | (316,822)                 |
| Other comprehensive income (loss)                  | (6,874)                        | 1,765                       | (8,639)               | 6,874        | (6,874)                   |
| Comprehensive loss                                 | \$ (323,696)                   | \$ (45,325)                 | \$ (278,371)          | \$ 323,696   | \$ (323,696)              |



**Table of Contents***Condensed Consolidating Balance Sheets*

|                                            | (in 000s)                      |                             |                       |                |                           |
|--------------------------------------------|--------------------------------|-----------------------------|-----------------------|----------------|---------------------------|
| As of October 31, 2012                     | H&R Block, Inc.<br>(Guarantor) | Block Financial<br>(Issuer) | Other<br>Subsidiaries | Eliminations   | Consolidated<br>H&R Block |
| Cash & cash equivalents                    | \$                             | \$ 491,772                  | \$ 769,995            | \$ (866)       | \$ 1,260,901              |
| Cash & cash equivalents restricted         |                                | 696                         | 37,971                |                | 38,667                    |
| Receivables, net                           |                                | 98,007                      | 26,504                |                | 124,511                   |
| Mortgage loans held for investment         |                                | 370,850                     |                       |                | 370,850                   |
| Intangible assets and goodwill, net        |                                |                             | 696,788               |                | 696,788                   |
| Investments in subsidiaries                | 2,906,582                      | 641                         | 19                    | (2,906,582)    | 660                       |
| Other assets                               | 9,357                          | 611,904                     | 783,092               |                | 1,404,353                 |
| Total assets                               | \$ 2,915,939                   | \$ 1,573,870                | \$ 2,314,369          | \$ (2,907,448) | \$ 3,896,730              |
| Customer deposits                          | \$                             | \$ 790,972                  | \$                    | \$ (866)       | \$ 790,106                |
| Long-term debt                             |                                | 1,496,695                   | 10,108                |                | 1,506,803                 |
| Other liabilities                          | 308                            | 284,042                     | 622,538               |                | 906,888                   |
| Net intercompany advances                  | 2,222,698                      | (689,702)                   | (1,532,996)           |                |                           |
| Stockholders' equity                       | 692,933                        | (308,137)                   | 3,214,719             | (2,906,582)    | 692,933                   |
| Total liabilities and stockholders' equity | \$ 2,915,939                   | \$ 1,573,870                | \$ 2,314,369          | \$ (2,907,448) | \$ 3,896,730              |

| As of April 30, 2012                       | H&R Block, Inc.<br>(Guarantor) | Block Financial<br>(Issuer) | Other<br>Subsidiaries | Eliminations   | Consolidated<br>H&R Block |
|--------------------------------------------|--------------------------------|-----------------------------|-----------------------|----------------|---------------------------|
| Cash & cash equivalents                    | \$                             | \$ 515,147                  | \$ 1,430,030          | \$ (843)       | \$ 1,944,334              |
| Cash & cash equivalents restricted         |                                | 8,814                       | 39,286                |                | 48,100                    |
| Receivables, net                           |                                | 90,755                      | 103,103               |                | 193,858                   |
| Mortgage loans held for investment, net    |                                | 406,201                     |                       |                | 406,201                   |
| Intangible assets and goodwill, net        |                                |                             | 692,017               |                | 692,017                   |
| Investments in subsidiaries                | 2,525,473                      |                             | 715                   | (2,525,473)    | 715                       |
| Other assets                               | 8,887                          | 623,032                     | 732,423               |                | 1,364,342                 |
| Total assets                               | \$ 2,534,360                   | \$ 1,643,949                | \$ 2,997,574          | \$ (2,526,316) | \$ 4,649,567              |
| Customer deposits                          | \$                             | \$ 828,392                  | \$                    | \$ (843)       | \$ 827,549                |
| Long-term debt                             |                                | 999,325                     | 41,224                |                | 1,040,549                 |
| Other liabilities                          | 22,690                         | (33,609)                    | 1,466,496             |                | 1,455,577                 |
| Net intercompany advances                  | 1,185,778                      | 62,734                      | (1,248,512)           |                |                           |
| Stockholders' equity                       | 1,325,892                      | (212,893)                   | 2,738,366             | (2,525,473)    | 1,325,892                 |
| Total liabilities and stockholders' equity | \$ 2,534,360                   | \$ 1,643,949                | \$ 2,997,574          | \$ (2,526,316) | \$ 4,649,567              |

**Table of Contents**

Condensed Consolidating Statements of Cash Flows  
Six months ended

(in 000s)

| October 31, 2012                                                  | H&R Block, Inc.<br>(Guarantor) | Block Financial<br>(Issuer) | Other<br>Subsidiaries | Eliminations | Consolidated<br>H&R Block |
|-------------------------------------------------------------------|--------------------------------|-----------------------------|-----------------------|--------------|---------------------------|
| Net cash provided by (used in) operating activities:              | \$ (367)                       | \$ 2,026                    | \$ (568,695)          | \$           | \$ (567,036)              |
| Cash flows from investing:                                        |                                |                             |                       |              |                           |
| Purchases of AFS securities                                       |                                | (67,474)                    |                       |              | (67,474)                  |
| Maturities of AFS securities                                      |                                | 53,064                      | 34                    |              | 53,098                    |
| Mortgage loans held for investment, net                           |                                | 23,608                      |                       |              | 23,608                    |
| Purchases of property & equipment, net                            |                                | (912)                       | (59,808)              |              | (60,720)                  |
| Payments made for acquisitions of businesses and intangibles, net |                                |                             | (10,442)              |              | (10,442)                  |
| Proceeds from sales of businesses, net                            |                                |                             | 943                   |              | 943                       |
| Loans made to franchisees                                         |                                | (20,670)                    |                       |              | (20,670)                  |
| Repayments from franchisees                                       |                                | 8,303                       |                       |              | 8,303                     |
| Net intercompany advances                                         | 447,426                        |                             |                       | (447,426)    |                           |
| Other, net                                                        |                                | 5,023                       | 4,252                 |              | 9,275                     |
| Net cash provided by (used in) investing activities               | 447,426                        | 942                         | (65,021)              | (447,426)    | (64,079)                  |
| Cash flows from financing:                                        |                                |                             |                       |              |                           |
| Repayments of long-term debt                                      |                                |                             | (30,831)              |              | (30,831)                  |
| Proceeds from long-term debt                                      |                                | 497,185                     |                       |              | 497,185                   |
| Customer banking deposits, net                                    |                                | (37,890)                    |                       | (23)         | (37,913)                  |
| Dividends paid                                                    | (108,428)                      |                             |                       |              | (108,428)                 |
| Repurchase of common stock                                        | (339,919)                      |                             |                       |              | (339,919)                 |
| Proceeds from exercise of stock options, net                      | 1,288                          |                             |                       |              | 1,288                     |
| Net intercompany advances                                         |                                | (475,147)                   | 27,721                | 447,426      |                           |
| Other, net                                                        |                                | (10,491)                    | (22,513)              |              | (33,004)                  |
| Net cash used in financing activities                             | (447,059)                      | (26,343)                    | (25,623)              | 447,403      | (51,622)                  |
| Effects of exchange rates on cash                                 |                                |                             | (696)                 |              | (696)                     |
| Net decrease in cash                                              |                                | (23,375)                    | (660,035)             | (23)         | (683,433)                 |
| Cash beginning of period                                          |                                | 515,147                     | 1,430,030             | (843)        | 1,944,334                 |
| Cash end of period                                                | \$                             | \$ 491,772                  | \$ 769,995            | \$ (866)     | \$ 1,260,901              |

**Table of Contents**

Six months ended

| October 31, 2011                                                  | H&R Block, Inc.<br>(Guarantor) | Block Financial<br>(Issuer) | Other<br>Subsidiaries | Eliminations | Consolidated<br>H&R Block |
|-------------------------------------------------------------------|--------------------------------|-----------------------------|-----------------------|--------------|---------------------------|
| Net cash provided by (used in) operating activities:              | \$ 5,821                       | \$ (40,451)                 | \$ (547,998)          | \$           | \$ (582,628)              |
| Cash flows from investing:                                        |                                |                             |                       |              |                           |
| Purchases of AFS securities                                       |                                | (155,159)                   |                       |              | (155,159)                 |
| Maturities of AFS securities                                      |                                | 22,199                      | 1,050                 |              | 23,249                    |
| Mortgage loans held for investment, net                           |                                | 22,978                      |                       |              | 22,978                    |
| Purchases of property & equipment, net                            |                                | (94)                        | (40,416)              |              | (40,510)                  |
| Payments made for acquisitions of businesses and intangibles, net |                                |                             | (8,164)               |              | (8,164)                   |
| Proceeds from sales of businesses, net                            |                                |                             | 37,036                |              | 37,036                    |
| Loans made to franchisees                                         |                                | (27,682)                    |                       |              | (27,682)                  |
| Repayments from franchisees                                       |                                | 7,447                       |                       |              | 7,447                     |
| Net intercompany advances                                         | 266,274                        |                             |                       | (266,274)    |                           |
| Other, net                                                        |                                | 6,101                       | 7,584                 |              | 13,685                    |
| Net cash provided by (used in) investing activities               | 266,274                        | (124,210)                   | (2,910)               | (266,274)    | (127,120)                 |
| Cash flows from financing:                                        |                                |                             |                       |              |                           |
| Repayments of commercial paper                                    |                                | (37,989)                    |                       |              | (37,989)                  |
| Proceeds from commercial paper                                    |                                | 77,979                      |                       |              | 77,979                    |
| Customer banking deposits, net                                    |                                | (129,055)                   |                       | (230)        | (129,285)                 |
| Dividends paid                                                    | (91,446)                       |                             |                       |              | (91,446)                  |
| Repurchase of common stock                                        | (180,222)                      |                             |                       |              | (180,222)                 |
| Proceeds from exercise of stock options, net                      | (430)                          |                             |                       |              | (430)                     |
| Net intercompany advances                                         |                                | 17,228                      | (283,502)             | 266,274      |                           |
| Other, net                                                        | 3                              | 952                         | (29,012)              |              | (28,057)                  |
| Net cash used in financing activities                             | (272,095)                      | (70,885)                    | (312,514)             | 266,044      | (389,450)                 |
| Effects of exchange rates on cash                                 |                                |                             | (6,035)               |              | (6,035)                   |
| Net decrease in cash                                              |                                | (235,546)                   | (869,457)             | (230)        | (1,105,233)               |
| Cash beginning of period                                          |                                | 616,238                     | 1,061,656             | (50)         | 1,677,844                 |
| Cash end of period                                                | \$                             | \$ 380,692                  | \$ 192,199            | \$ (280)     | \$ 572,611                |

**Table of Contents****ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS****RECENT DEVELOPMENTS**

We are in the process of evaluating alternative means of ceasing to be a savings and loan holding company (SLHC), in which case we would no longer be subject to regulation by the Board of Governors of the Federal Reserve System (Federal Reserve) as an SLHC. In connection with that evaluation, we are exploring alternatives to continue delivering financial products and services to our customers. Our evaluation of alternatives is in its early stages and therefore we cannot predict the timing, the circumstances, or the likelihood of us ceasing to be regulated as an SLHC.

**RESULTS OF OPERATIONS**

Our subsidiaries provide tax preparation and retail banking services. We are the only major company offering a full range of software, online and in-office tax preparation solutions to individual tax clients.

**TAX SERVICES**

This segment primarily consists of our income tax preparation businesses assisted, online and software, and includes our tax operations in the U.S. and its territories, Canada, and Australia. This segment also includes the activities of H&R Block Bank (HRB Bank) that primarily support the tax network.

**Tax Services Operating Results**

|                                    | Three months ended October 31, |              | Six months ended October 31, |              |
|------------------------------------|--------------------------------|--------------|------------------------------|--------------|
|                                    | 2012                           | 2011         | 2012                         | 2011         |
|                                    | (in 000s)                      |              |                              |              |
| Tax preparation fees               | \$ 78,248                      | \$ 73,038    | \$ 111,141                   | \$ 107,959   |
| Fees from Peace of Mind guarantees | 18,572                         | 18,892       | 45,555                       | 46,073       |
| Fees from Emerald Card activities  | 8,281                          | 7,660        | 20,337                       | 18,901       |
| Royalties                          | 9,630                          | 7,929        | 15,481                       | 13,632       |
| Other                              | 15,088                         | 13,499       | 27,558                       | 25,878       |
| Total revenues                     | 129,819                        | 121,018      | 220,072                      | 212,443      |
| Compensation and benefits:         |                                |              |                              |              |
| Field wages                        | 45,290                         | 52,951       | 77,698                       | 89,798       |
| Administrative and support wages   | 34,592                         | 34,548       | 68,959                       | 67,603       |
| Benefits and other compensation    | 18,765                         | 19,956       | 33,539                       | 37,445       |
|                                    | 98,647                         | 107,455      | 180,196                      | 194,846      |
| Occupancy and equipment            | 82,267                         | 86,478       | 162,118                      | 169,815      |
| Depreciation and amortization      | 23,393                         | 30,248       | 43,864                       | 51,698       |
| Marketing and advertising          | 11,386                         | 13,188       | 18,838                       | 19,909       |
| Other                              | 44,989                         | 56,809       | 86,594                       | 118,712      |
| Loss (gain) on sale of tax offices | (754)                          | 806          | (524)                        | 912          |
| Total expenses                     | 259,928                        | 294,984      | 491,086                      | 555,892      |
| Pretax loss                        | \$ (130,109)                   | \$ (173,966) | \$ (271,014)                 | \$ (343,449) |

**Three months ended October 31, 2012 compared to October 31, 2011**

Tax Services revenues increased \$8.8 million, or 7.3% from the prior year. Tax preparation fees increased \$5.2 million, or 7.1%, due to strong tax season results in Australia, where tax returns prepared increased over 8% in the current quarter.

Total expenses decreased \$35.1 million, or 11.9%, from the prior year. Compensation and benefits declined \$8.8 million, or 8.2%, primarily due to the reduction in force at the end of fiscal year 2012. Occupancy and equipment expenses decreased \$4.2 million, or 4.9%, primarily due to reductions in rent expense resulting from office closings. Depreciation and amortization declined \$6.9 million, or 22.7%, reflecting the write-off of certain intangible assets in the prior year in connection with the discontinuation of our Express Tax brand. Other expenses declined \$11.8 million, or 20.8%, primarily due to legal charges recorded in the prior year.

The pretax loss for the three months ended October 31, 2012 and 2011 was \$130.1 million and \$174.0 million, respectively.

-33-



**Table of Contents****Six months ended October 31, 2012 compared to October 31, 2011**

Tax Services revenues increased \$7.6 million, or 3.6%, from the prior year. Tax preparation fees increased \$3.2 million, or 2.9%, due primarily to strong tax season results in Australia, partially offset by additional revenue in the prior year resulting from an extension of the Canadian tax season.

Total expenses decreased \$64.8 million, or 11.7%, from the prior year. Compensation and benefits declined \$14.7 million, or 7.5%, primarily due to the reduction in force at the end of fiscal year 2012. Occupancy and equipment expenses decreased \$7.7 million, or 4.5%, primarily due to reductions in rent expense resulting from office closings. Depreciation and amortization declined \$7.8 million, or 15.2%, reflecting the write-off of certain intangible assets in the prior year in connection with the discontinuation of our Express Tax brand. Other expenses declined \$32.1 million, or 27.1%, primarily due to legal charges recorded in the prior year.

The pretax loss for the six months ended October 31, 2012 and 2011 was \$271.0 million and \$343.4 million, respectively.

**CORPORATE, ELIMINATIONS AND INCOME TAXES ON CONTINUING OPERATIONS**

Corporate operating losses include net interest margin and gains or losses relating to mortgage loans held for investment, real estate owned and residual interests in securitizations, along with interest expense on borrowings and other corporate expenses.

**Corporate Operating Results**

|                                                       | Three months ended October 31, |               | Six months ended October 31, |               |
|-------------------------------------------------------|--------------------------------|---------------|------------------------------|---------------|
|                                                       | 2012                           | 2011          | 2012                         | 2011          |
| Interest income on mortgage loans held for investment | \$ 4,168                       | \$ 5,151      | \$ 8,585                     | \$ 10,812     |
| Other                                                 | 3,276                          | 3,025         | 5,095                        | 6,562         |
| <b>Total revenues</b>                                 | <b>7,444</b>                   | <b>8,176</b>  | <b>13,680</b>                | <b>17,374</b> |
| Interest expense                                      | 21,903                         | 20,975        | 42,571                       | 41,993        |
| Provision for loan losses                             | 2,750                          | 7,125         | 6,750                        | 12,750        |
| Other                                                 | 14,970                         | 10,039        | 24,902                       | 23,712        |
| <b>Total expenses</b>                                 | <b>39,623</b>                  | <b>38,139</b> | <b>74,223</b>                | <b>78,455</b> |
| Pretax loss                                           | \$ (32,179)                    | \$ (29,963)   | \$ (60,543)                  | \$ (61,081)   |

**Three months ended October 31, 2012 compared to October 31, 2011**

The pretax loss for the three months ended October 31, 2012 totaled \$32.2 million, or \$2.2 million worse than the prior year. Interest income on mortgage loans and provisions for loan losses declined \$1.0 million and \$4.4 million, respectively, as a result of the continued run-off of our mortgage loan portfolio. Other expenses increased \$4.9 million from the prior year primarily due to the timing of employee benefits costs and higher consulting expenses.

**Six months ended October 31, 2012 compared to October 31, 2011**

The pretax loss for the six months ended October 31, 2012 totaled \$60.5 million, an improvement of \$0.5 million over the prior year. Interest income on mortgage loans and provisions for loan losses declined \$2.2 million and \$6.0 million, respectively, as a result of the continued run-off of our mortgage loan portfolio.

**Income Taxes on Continuing Operations**

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Our effective tax rate for continuing operations was 37.6% for the three and six months ended October 31, 2012, respectively, compared to 39.7% and 40.1% for the three and six months ended October 31, 2011, respectively. Due to losses in both periods, a discrete tax benefit in either period increases the tax rate while an item of discrete tax expense decreases the tax rate. During the six months ended October 31, 2012, a net discrete tax expense of \$4.2 million was recorded compared to a net discrete tax benefit of \$2.5 million in the same period of the prior year. This net difference in discrete tax expense primarily related to differences in income tax reserves recorded.

-34-

**Table of Contents****DISCONTINUED OPERATIONS**

Our discontinued operations include our previously reported Business Services segment and our discontinued mortgage operations.

**Discontinued Operations    Operating Results**

|                                       | Three months ended October 31, |             | Six months ended October 31, |             |
|---------------------------------------|--------------------------------|-------------|------------------------------|-------------|
|                                       | 2012                           | 2011        | 2012                         | 2011        |
| Revenues                              | \$                             | \$ 199,042  | \$                           | \$ 365,928  |
| Pretax income (loss) from operations: |                                |             |                              |             |
| RSM and related businesses            | \$ (221)                       | \$ 10,583   | \$ 307                       | \$ 17,714   |
| Mortgage                              | (6,411)                        | (23,980)    | (9,874)                      | (26,634)    |
|                                       | (6,632)                        | (13,397)    | (9,567)                      | (8,920)     |
| Income taxes (benefit)                | (2,588)                        | (6,002)     | (3,732)                      | (3,806)     |
| Net income (loss) from operations     | (4,044)                        | (7,395)     | (5,835)                      | (5,114)     |
| Pretax loss on sales of businesses    |                                | (9,552)     |                              | (109,249)   |
| Income tax benefit                    |                                | 1,764       |                              | (39,709)    |
| Net loss on sales of businesses       |                                | (11,316)    |                              | (69,540)    |
| Net loss from discontinued operations | \$ (4,044)                     | \$ (18,711) | \$ (5,835)                   | \$ (74,654) |

**Three months ended October 31, 2012 compared to October 31, 2011**

The net loss from our discontinued operations totaled \$4.0 million for the three months ended October 31, 2012. The net loss in the prior year totaled \$18.7 million, and included a \$20.0 million pretax provision for estimated losses on representation and warranty claims.

**Six months ended October 31, 2012 compared to October 31, 2011**

The net loss from our discontinued operations totaled \$5.8 million for the six months ended October 31, 2012. The net loss in the prior year totaled \$74.7 million, and included a \$99.7 million pretax goodwill impairment related to the sales of RSM McGladrey, Inc. (RSM) and McGladrey Capital Markets LLC (MCM).

**Representation and Warranty Claims**

SCC has accrued a liability as of October 31, 2012 for estimated contingent losses arising from representations and warranties on loans and securities it originated and sold, of \$129.3 million, which represents SCC's estimate of the probable loss that may occur. Loss payments on claims reviewed and deemed to be valid totaled \$0.8 million and \$3.3 million for the six months ended October 31, 2012 and 2011, respectively. These amounts were recorded as reductions of SCC's accrued representation and warranty liability.

See additional discussion in Item 1, note 12 to the consolidated financial statements.

**FINANCIAL CONDITION**

These comments should be read in conjunction with the consolidated balance sheets and condensed consolidated statements of cash flows found on pages 1 and 3, respectively.

**CAPITAL RESOURCES AND LIQUIDITY** Our sources of capital include cash from operations, cash from customer deposits, issuances of common stock and debt. We use capital primarily to fund working capital, pay dividends, repurchase shares of common stock and acquire businesses. Our operations are highly seasonal and therefore generally require the use of cash to fund operating losses during the period from May through mid-January.

Given the likely availability of a number of liquidity options discussed herein, including borrowing capacity under our unsecured committed line of credit (2012 CLOC), we believe that in the absence of any unexpected developments, our existing sources of capital at October 31, 2012 are sufficient to meet our operating needs. See discussions in Item 1, note 7 to the consolidated financial statements for details of our 2012 CLOC and in Regulatory Environment below for details of pending regulatory changes.

## **Table of Contents**

**OPERATING ACTIVITIES** Cash used in operations totaled \$567.0 million for the six months ended October 31, 2012, compared with \$582.6 million for the same period last year. This decrease is due to lower tax payments and operating losses in the current year, partially offset by the payment of previously accrued legal settlements.

**Restricted Cash.** We hold certain cash balances that are restricted as to use. Cash and cash equivalents restricted totaled \$38.7 million at October 31, 2012, and primarily consisted of cash held by our captive insurance subsidiary that will be used to pay claims and cash held by HRB Bank required for regulatory compliance.

**INVESTING ACTIVITIES** Cash used in investing activities totaled \$64.1 million for the current period, compared to \$127.1 million in the same period last year.

**Available-for-Sale Securities.** During the six months ended October 31, 2012, HRB Bank purchased \$67.5 million in mortgage-backed securities, compared to \$155.2 million in the prior year. Additionally, we received payments as a result of sales or maturing AFS securities of \$53.1 million during the six months ended October 31, 2012 compared to \$23.2 million in the prior year.

**Mortgage Loans Held for Investment.** We received net proceeds of \$23.6 million and \$23.0 million on our mortgage loans held for investment for the first six months of fiscal years 2013 and 2012, respectively.

**Purchases of Property and Equipment.** Total cash paid for property and equipment was \$60.7 million and \$40.5 million for the six months ended October 31, 2012 and 2011, respectively. This increase was primarily a result of upgrades to our tax offices.

**Acquisitions of Businesses and Intangibles.** Total cash paid for acquisitions was \$10.4 million and \$8.2 million during the six months ended October 31, 2012 and 2011, respectively.

**Sales of Businesses.** Proceeds from the sales of businesses totaled \$37.0 million for the six months ended October 31, 2011, as our former Business Services segment sold one of their ancillary businesses for \$20.3 million. We also sold 83 tax offices in the prior year. The majority of these sales were financed through affiliate loans.

**Loans Made to Franchisees.** Loans made to franchisees totaled \$20.7 million and \$27.7 million for the six months ended October 31, 2012 and 2011, respectively.

**FINANCING ACTIVITIES** Cash used in financing activities totaled \$51.6 million for the six months ended October 31, 2012, compared to \$389.5 million in the same period last year, primarily due to the issuance of new long-term debt.

**Proceeds from the Issuance of Long-Term Debt.** On October 25, 2012, we issued \$500.0 million of 5.50% Senior Notes. The Senior Notes are due November 1, 2022, and are not redeemable by the bondholders prior to maturity.

On October 25, 2012, we provided notice to the trustee of our intention to redeem the entire principal amount of the \$600.0 million Senior Notes due in January 2013. The redemption settled on November 26, 2012 at a price of \$623.0 million. Proceeds of the \$500.0 million Senior Notes and other cash balances were used to repay the \$600.0 million Senior Notes.

**Customer Banking Deposits.** Customer banking deposits decreased \$37.9 million for the six months ended October 31, 2012 compared to a decrease of \$129.3 million in the prior year. In the current fiscal year, we sought to increase our level of customer deposits earlier in the fiscal year as a means of funding our Emerald Advance lines of credit for the upcoming tax season.

**Dividends.** We have consistently paid quarterly dividends. Dividends paid totaled \$108.4 million and \$91.4 million for the six months ended October 31, 2012 and 2011, respectively.

**Repurchase and Retirement of Common Stock.** We purchased and immediately retired 21.3 million shares of our common stock at a cost of \$315.0 million during the six months ended October 31, 2012. We also paid cash totaling \$22.5 million related to 1.5 million shares that had not yet settled and was accrued as of April 30, 2012. During the six months ended October 31, 2011, we purchased and immediately retired 13.0 million shares of our common stock at a cost of \$177.5 million.

In June 2012, our Board of Directors extended the authorization to purchase up to \$2.0 billion of our common stock through June 2015. There was \$857.5 million remaining under this authorization at October 31, 2012.



## **Table of Contents**

**HRB BANK** At October 31, 2012, HRB Bank had cash balances of \$490.6 million, compared to \$513.5 million at April 30, 2012. Distribution of that cash balance would be subject to regulatory approval and it is therefore not available for general corporate purposes.

Block Financial LLC (Block Financial) typically makes capital contributions to HRB Bank to help meet its capital requirements. Block Financial made capital contributions to HRB Bank of \$400.0 million during fiscal year 2012. No such contributions were made during the six months ended October 31, 2012.

**ASSETS HELD BY FOREIGN SUBSIDIARIES** At October 31, 2012, cash and short-term investment balances of \$124.4 million were held by our foreign subsidiaries. These funds would have to be repatriated to be available to fund domestic operations, and income taxes would be accrued and paid on those amounts. While we do not currently have any plans in place to repatriate funds held by our foreign subsidiaries, we are evaluating the possibility of a related party purchase of intangibles by our Canadian and/or Australian subsidiaries. Such a purchase would reduce the cash held by these foreign subsidiaries.

## **BORROWINGS**

The following chart provides the debt ratings for Block Financial as of October 31, 2012:

|         | Short-term | Long-term | Outlook  |
|---------|------------|-----------|----------|
| Moody's | P-2        | Baa2      | Negative |
| S&P     | A-2        | BBB       | Negative |

Other than the items discussed in Item 1, notes 7 and 12 to the consolidated financial statements, there have been no other material changes in our borrowings from those reported at April 30, 2012 in our Annual Report on Form 10-K.

## **CONTRACTUAL OBLIGATIONS AND COMMERCIAL COMMITMENTS**

Other than the items discussed in Item 1, note 7 to the consolidated financial statements, there have been no other material changes in our contractual obligations and commercial commitments from those reported at April 30, 2012 in our Annual Report on Form 10-K.

## **REGULATORY ENVIRONMENT**

The Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act) made extensive changes to the laws regulating banks, holding companies and financial services firms, and requires various federal agencies to adopt a broad range of new implementing rules and regulations and prepare numerous studies and reports for Congress. Among other changes, the Dodd-Frank Act imposes consolidated capital requirements on SLHCs. These requirements may have a significant long term effect on H&R Block, Inc., H&R Block Group, Inc. and Block Financial (our Holding Companies). The Dodd-Frank Act requires the Federal Reserve to promulgate minimum capital requirements for SLHCs, including leverage (Tier 1) and risk-based capital requirements that are no less stringent than those applicable to banks at the time the Dodd-Frank Act was adopted.

On June 7, 2012, the Federal Reserve issued a notice of proposed rulemaking on increased capital requirements, implementing changes required by the Dodd-Frank Act and aspects of the Basel III regulatory capital reforms, portions of which would apply to top-tier SLHCs including H&R Block, Inc. Later in June 2012, the Office of the Comptroller of the Currency (OCC) and the Federal Deposit Insurance Corporation (FDIC) joined the Federal Reserve in requesting comments on the notice of proposed rulemaking. The proposed rules include new risk-based capital and leverage ratios including (1) minimum common equity Tier 1 risk-based capital ratio of 4.5%; (2) minimum Tier 1 risk-based capital ratio of 6.0%; (3) minimum total risk-based capital ratio of 8.0%; and (4) minimum Tier 1 capital to adjusted average consolidated assets (leverage ratio) of 4.0%. The proposed rules also require the subtraction of goodwill and other intangibles from GAAP capital for the purposes of calculating Tier 1 capital. The proposed capital requirements for SLHCs, if implemented as proposed, would require us to retain additional capital, restrict our ability to (or the level at which we would be able to) pay dividends and repurchase shares of our common stock and/or alter our strategic plans. As originally proposed, these capital requirements would have been phased in incrementally beginning January 1, 2013, with full implementation to occur by January 1, 2015. However, the Federal Reserve announced on November 9, 2012 that the implementation would be postponed beyond January 1, 2013 to an unspecified date.





## **Table of Contents**

The proposed rules also add a requirement for a minimum capital conservation buffer of 2.5% of risk-weighted assets, which would be incremental to each of the above ratios except for the leverage ratio. If implemented as proposed, the conservation buffer would be phased in, starting at 0.625% on January 1, 2016, increasing by that amount each year until fully implemented effective January 1, 2019. The capital conservation buffer would result in the following minimum ratios: (1) a common equity Tier 1 risk-based capital ratio of 7.0%; (2) a Tier 1 risk-based capital ratio of 8.5%; and (3) a total risk-based capital ratio of 10.5%. Failure to maintain a conservation buffer would result in restrictions on capital distributions, which includes dividends and share repurchase activity, and certain discretionary cash bonus payments to executive officers.

The deadline for comment on the proposed rules ended on October 22, 2012, and various banking associations, industry groups, and individual companies provided comments on the proposed rules to the regulators. We filed a comment letter asking the Federal Reserve to follow the Collins Amendment, which includes provisions that defer the effective date for new minimum capital requirements for SLHCs until July 21, 2015, and make the proposed capital requirements for SLHCs effective no earlier than such date. The regulators will now review the comments and publish final rules, which may vary substantially from the proposed rules. As such, the regulations ultimately applicable to our Holding Companies may be substantially different from the proposed regulations. If such regulations are implemented as proposed, banks and their holding companies, including our Holding Companies, will be subject to higher minimum capital requirements and will be required to hold a greater amount of equity than currently required. We will continue to monitor the rulemaking process for any modifications or clarifications that may be made prior to finalization. There is no assurance that the proposed rules will be adopted in their current form, what changes may be made prior to adoption, when the final rules will be effective, or how the final rules would ultimately affect our business. As discussed below in Part II, Item 1A, Risk Factors, we are in the process of evaluating alternative means of ceasing to be an SLHC, in which case we would no longer be subject to regulation by the Federal Reserve as an SLHC.

There have been no other material changes in our regulatory environment from those reported at April 30, 2012 in our Annual Report on Form 10-K.

## **FORWARD-LOOKING INFORMATION**

This report and other documents filed with the SEC may contain forward-looking statements within the meaning of the securities laws. 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 or variation of words such as expects, anticipates, intends, plans, believes, seeks, estimates, projects, forecasts, targets, would, will, or other similar expressions. Forward-looking statements provide management's current expectations or predictions of future conditions, events or results. All statements that address operating performance, events or developments that we expect or anticipate will occur in the future are forward-looking statements. They may include estimates 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. All forward-looking statements speak only as of the date they are made and reflect the Company's good faith beliefs, assumptions and expectations, but they are not guarantees of future performance or events. Furthermore, the Company disclaims any obligation to publicly update or revise any forward-looking statement to reflect changes in underlying assumptions, factors, or expectations, new information, data or methods, future events or other changes, except as required by law. By their nature, forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. Factors that might cause such differences include, but are not limited to, a variety of economic, competitive and regulatory factors, many of which are beyond the Company's control and which are described in our Annual Report on Form 10-K for the fiscal year ended April 30, 2012 in the section entitled Risk Factors, as well as additional factors we may describe from time to time in other filings with the Securities and Exchange Commission. It is not possible to predict or identify all such factors and, consequently, no such list should be considered to be a complete set of all potential risks or uncertainties.

**Table of Contents**

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

There have been no material changes in our market risks from those reported at April 30, 2012 in our Annual Report on Form 10-K.

**ITEM 4. CONTROLS AND PROCEDURES**

**EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES**

As of the end of the period covered by this Form 10-Q, we evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)). 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 that our disclosure controls and procedures were effective as of the end of the period covered by this Quarterly Report on Form 10-Q.

**CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING**

There were no changes that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**PART II OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

For a description of our material pending legal proceedings, see discussion in Part I, Item 1, note 13 to the consolidated financial statements.

## ITEM 1A. RISK FACTORS

**Proposed Federal Reserve capital requirements may restrict our capital allocation strategies and we are therefore exploring alternatives to cease being a SLHC. If we were to cease being a SLHC, the means we use to deliver financial products and services to our customers and the profitability of those offerings could be adversely impacted.**

Our subsidiary, HRB Bank, is a federal savings bank chartered under the Home Owner's Loan Act of 1933, as amended. Our Holding Companies are SLHCs because they control HRB Bank.

The Dodd-Frank Act requires the Federal Reserve to promulgate minimum capital requirements for SLHCs, including leverage and risk-based capital requirements that are no less stringent than those applicable to insured depository institutions at the time the Dodd-Frank Act was enacted. On June 7, 2012, the Federal Reserve issued a notice of proposed rulemaking on regulatory capital requirements, implementing changes required by the Dodd-Frank Act and aspects of the Basel III regulatory capital reforms, portions of which would apply to our Holding Companies (Proposed Capital Rules). The OCC, which regulates HRB Bank, and the FDIC joined the Federal Reserve in requesting comments on the Proposed Capital Rules, and on August 8, 2012, the comment period was extended until October 22, 2012. We provided formal comments on the Proposed Capital Rules. It is currently unclear what the regulatory capital requirements for SLHCs will be and when such capital requirements will become effective. The Federal Reserve announced on November 9, 2012 that the implementation would be postponed beyond January 1, 2013 to an unspecified date.

In connection with its first examination of the Company, the Federal Reserve Bank of Kansas City, the Company's primary banking regulator, has requested that the Company include in its policies the guidance set forth in Supervisory Letter SR 09-4 (March 27, 2009) regarding the payment of dividends, stock redemptions and stock repurchases by bank holding companies. In Supervisory Letter SR 11-11 (July 21, 2011), the Federal Reserve described the supervisory approach it would use to examine SLHCs and directed examiners to apply the principles of SR 09-4 to SLHCs.

This guidance would require our Holding Companies to retain significant additional capital, even though HRB Bank has regulatory capital substantially above the well capitalized level. At this time, we do not foresee

**Table of Contents**

regulatory flexibility in this regard in light of the Federal Reserve's views of the statutory requirements imposed under the Dodd-Frank Act. Accordingly, while our current belief is that dividends at current levels would continue to be permitted as long as HRB Bank remains well capitalized, the Federal Reserve will closely supervise and likely restrict other capital allocation decisions, including stock repurchases, acquisitions, and other forms of strategic investment. We believe that such regulatory constraints are inconsistent with our strategic plans, operational needs, and growth objectives.

We are in the process of evaluating alternative means of ceasing to be an SLHC, in which case we would no longer be subject to regulation by the Federal Reserve as an SLHC. In connection with that evaluation, we are exploring alternatives to continue delivering financial products and services to our customers.

Our evaluation of alternatives is in its early stages and therefore we cannot predict the timing, the circumstances, or the likelihood of us ceasing to be regulated as an SLHC, or whether cessation of SLHC status would have a material adverse effect on our business and our consolidated financial position, results of operations and cash flows.

There have been no other material changes in our risk factors from those reported at April 30, 2012 in our Annual Report on Form 10-K.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

A summary of our purchases of H&R Block common stock during the second quarter of fiscal year 2013 is as follows:

|                            |                                            | (in 000s, except per share amounts)                                                                                |                                       |                                                                                          |
|----------------------------|--------------------------------------------|--------------------------------------------------------------------------------------------------------------------|---------------------------------------|------------------------------------------------------------------------------------------|
|                            |                                            | Total Number of Shares<br>Purchased<br>as<br>Part<br>of<br>Publicly<br>Announced<br>Plans<br>or<br>Programs<br>(2) | Average<br>Price Paid<br>per<br>Share | Maximum \$ Value<br>of Shares that May<br>Be Purchased Under<br>the<br>Plans or Programs |
|                            | Total<br>Number of Shares<br>Purchased (1) |                                                                                                                    |                                       |                                                                                          |
| August 1 – August 31       | 4                                          |                                                                                                                    | \$ 15.70                              | \$ 857,504                                                                               |
| September 1 – September 30 | 3                                          |                                                                                                                    | \$ 16.78                              | \$ 857,504                                                                               |
| October 1 – October 31     | 41                                         |                                                                                                                    | \$ 17.64                              | \$ 857,504                                                                               |

(1) Total shares of 48 thousand were purchased in connection with the funding of employee income tax withholding obligations arising upon the exercise of stock options or the lapse of restrictions on nonvested shares.

(2) In June 2012, our Board of Directors extended the authorization to purchase up to \$2.0 billion of our common stock through June 2015.

**ITEM 6. EXHIBITS**

## Edgar Filing: H&R BLOCK INC - Form 10-Q

|         |                                                                                                                                                                                                                                                             |
|---------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 3.1     | Amended and Restated Bylaws of H&R Block, Inc., as amended through September 13, 2012, filed as Exhibit 3.1 to the Company's current report on Form 8-K filed September 14, 2012, file number 1-6089, is incorporated herein by reference.                  |
| 4.1     | Officer's Certificate, dated October 25, 2012, in respect of 5.50% Notes due 2022 of Block Financial LLC, filed as Exhibit 4.1 to the Company's current report on Form 8-K filed October 25, 2012, file number 1-6089, is incorporated herein by reference. |
| 4.2     | Form of 5.50% Note due 2022 of Block Financial LLC, filed as Exhibit 4.2 to the Company's current report on Form 8-K filed October 25, 2012, file number 1-6089, is incorporated herein by reference.                                                       |
| 10.1*   | H&R Block Deferred Compensation Plan for Executives, as amended and restated on November 9, 2012.                                                                                                                                                           |
| 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 furnished 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 furnished pursuant to 18 U.S.C. 1350, as adopted by Section 906 of the Sarbanes-Oxley Act of 2002.                                                                                                                 |
| 101.INS | XBRL Instance Document                                                                                                                                                                                                                                      |
| 101.SCH | XBRL Taxonomy Extension Schema                                                                                                                                                                                                                              |
| 101.CAL | XBRL Extension Calculation Linkbase                                                                                                                                                                                                                         |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase                                                                                                                                                                                                                      |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase                                                                                                                                                                                                               |
| 101.REF | XBRL Taxonomy Extension Reference Linkbase                                                                                                                                                                                                                  |

\* Indicates management contracts, compensatory plans or arrangements.

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**H&R BLOCK, INC.**

William C. Cobb  
President and Chief Executive Officer  
December 6, 2012

Gregory J. Macfarlane  
Chief Financial Officer  
December 6, 2012

Jeffrey T. Brown  
Chief Accounting and Risk Officer  
December 6, 2012

-41-