

SET No. 2DEPARTMENT OF CORPORATIONS
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FRANCHISE DISCLOSURE DOCUMENT

TAX CENTERS OF AMERICA, INC.,

An Arkansas Corporation

1611 EAST MAIN

RUSSELLVILLE, ARKANSAS 72801

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JUN 15 2012

Corresponding
Clean Copy
of FDD + Exhibits2011(only pages that
were changed)

We are *TAX CENTERS OF AMERICA, INC* an Arkansas corporation We offer franchises to qualified individuals to own and operate a Tax Centers of America franchise under the name "*TAX CENTERS OF AMERICA*" ® and "*TCOA*." Our franchisees offer highest quality seasonal federal and state income tax return preparation and filing services and promote related bank loan and financing products to the public under the Service Marks (the "Method of Operation") Some of our franchisees also offer year-round bookkeeping services.

The total investment necessary to begin operation of a *TAX CENTERS OF AMERICA*® individual unit franchise business is \$20,300 to \$63,550. This includes \$10,000 or \$35,000, at your option, that must be paid to us or our affiliate.

We also offer franchises for you to act as a Tax Centers Area Developer Franchisee An Area Developer acts as our representative to advertise for and market to prospective franchisees of Tax Centers of America franchises within a territory, and to support the franchises located in that territory. The initial non-refundable standard area development fee is \$60,000 for at least 50 franchises or 500,000 population. The premium area development fee is \$100,000 for at least 100 franchises or 1,000,000 population. The initial total investment, including franchise fee, ranges from \$113,000 to \$272,000 for an Area Developer. In addition, the Area Developer may, but is not required to, open and operate one or more Tax Centers unit franchises and would incur the related costs.

This disclosure document summarizes certain provisions of your franchise agreement and other information in plain English. Read this disclosure document and all accompanying agreements carefully. You must receive this disclosure document at least 14 calendar-days before you sign a binding agreement with, or make any payment to, the franchisor or an affiliate in connection with the proposed franchise sale or grant. Note, however, that no governmental agency has verified the information contained in this document.

You may wish to receive your disclosure document in another format that is more convenient for you. To discuss the availability of disclosures in different formats, contact Tonia Ouzts at 1611 East Main, Russellville, Arkansas 72801 and (479) 968-4796.

The terms of your contract will govern your franchise relationship Don't rely on the disclosure document alone to understand your contract Read all of your contract carefully. Show your contract and this disclosure document to an advisor, like a lawyer or an accountant.

Buying a franchise is a complex investment. The information in this disclosure document can help you make up your mind. More information on franchising, such as "A Consumer's Guide to Buying a Franchise," which can help you understand how to use this disclosure document, is available from the Federal Trade Commission. You can contact the FTC at 1-877-FTC-HEIP or by writing to the FTC at 600 Pennsylvania Avenue, NW, Washington, D.C. 20580. You can also visit the FTC's home page at www.ftc.gov for additional information. Call your state agency or visit your public library for other sources of information on franchising.

There may also be laws on franchising in your state Ask your state agencies about them

The Issuance Date of this FDD is December 15, 2011.

STATE COVER PAGE

Your state may have a franchise law that requires a franchisor to register or file with a state franchise administrator before offering or selling in your state. **REGISTRATION OF A FRANCHISE BY A STATE DOES NOT MEAN THAT THE STATE RECOMMENDS THE FRANCHISE OR HAS VERIFIED THE INFORMATION IN THIS DISCLOSURE DOCUMENT**

Call the state franchise administrator listed in Exhibit B for information about the franchisor, or about franchising in your state

MANY FRANCHISE AGREEMENTS DO NOT ALLOW YOU TO RENEW UNCONDITIONALLY AFTER THE INITIAL TERM EXPIRES. YOU MAY HAVE TO SIGN A NEW AGREEMENT WITH DIFFERENT TERMS AND CONDITIONS IN ORDER TO CONTINUE TO OPERATE YOUR BUSINESS. BEFORE YOU BUY, CONSIDER WHAT RIGHTS YOU HAVE TO RENEW YOUR FRANCHISE, IF ANY, AND WHAT TERMS YOU MIGHT HAVE TO ACCEPT IN ORDER TO RENEW

Please consider the following **RISK FACTORS** before you buy this franchise:

THE FRANCHISE AGREEMENT AND AREA DEVELOPER AGREEMENT REQUIRE YOU TO RESOLVE DISPUTES WITH US BY MEDIATION, ARBITRATION AND LITIGATION ONLY IN ARKANSAS. OUT-OF-STATE LITIGATION, ARBITRATION AND MEDIATION MAY FORCE YOU TO ACCEPT A LESS FAVORABLE SETTLEMENT FOR DISPUTES. IT MAY ALSO COST YOU MORE TO SUE OR MEDIATE, ARBITRATE AND LITIGATE WITH US IN ARKANSAS THAN IN YOUR OWN STATE.

THE FRANCHISE AGREEMENT AND AREA DEVELOPER AGREEMENT STATE THAT ARKANSAS LAW GOVERNS THE AGREEMENT, AND THIS LAW MAY NOT PROVIDE THE SAME PROTECTIONS AND BENEFITS AS LOCAL LAW. YOU MAY WANT TO COMPARE THESE LAWS.

WE USE THE SERVICES OF ONE OR MORE FRANCHISE BROKERS OR REFERRAL SOURCES TO ASSIST US IN SELLING OUR FRANCHISE. A FRANCHISE BROKER OR REFERRAL SOURCE REPRESENTS US, NOT YOU. WE PAY THIS PERSON A FEE FOR SELLING OUR FRANCHISE OR REFERRING YOU TO US. YOU SHOULD BE SURE TO DO YOUR OWN INVESTIGATION OF THE FRANCHISE.

THERE MAY BE OTHER RISKS CONCERNING THIS FRANCHISE.

Certain states require franchisors to make additional disclosures related to the information contained in this disclosure document. If applicable, these additional disclosures will be furnished to you in an addendum, which is Exhibit K of this disclosure document).

This Franchise Disclosure Document is effective as of:

General FTC (for states not requiring registration) – December 15, 2011

Effective dates of this disclosure document in States requiring registration are set out on the following page (registration not approved if blank):

STATE EFFECTIVE DATES

The following states require that the Franchise Disclosure Document be registered or filed with the state, or be exempt from registration California, Hawaii, Illinois, Indiana, Maryland, Michigan, Minnesota, New York, North Dakota, Rhode Island, South Dakota, Virginia, Washington and Wisconsin

This Franchise Disclosure Document is registered, on file or exempt from registration in the following states having franchise registration and disclosure laws, with the following effective dates

STATES	EFFECTIVE DATE
California	
Hawaii	
Illinois	
Indiana	June 23, 2011
Maryland	
Michigan	June 20, 2011
Minnesota	August 5, 2011
New York	
North Dakota	August 8, 2011
Rhode Island	
South Dakota	June 23, 2011
Virginia	
Washington	August 2, 2011
Wisconsin	July 14, 2011

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