

**STIPULATED AWARD
NASD DISPUTE RESOLUTION, INC.**

H & R BLOCK FINANCIAL ADVISORS, INC., F/K/A)
OLDE DISCOUNT CORPORATION,)

Claimant,)

v.)

MORGAN STANLEY DEAN WITTER & CO.)

Respondent.)

NASD DR No. 00-03675

REPRESENTATION OF PARTIES

For Claimant: H & R BLOCK FINANCIAL ADVISORS, INC., is represented by Steven Malina, Esq., Ungaretti & Harris, 3500 Three First National Plaza, Chicago, Illinois 60602.

For Respondent: MORGAN STANLEY DEAN WITTER & CO., is represented by Howard B. Iwrey, Esq., Honigman, Miller, Schwartz and Cohn, 2290 First National Building, 660 Woodward Avenue, Detroit, Michigan 48226-3583.

CASE INFORMATION

Statement of Claim filed on or about: 08/23/00

Claimant signed the Uniform Submission Agreement: 08/21/00

Statement of Answer filed by Respondent, on or about: 10/06/00

Respondent signed the Uniform Submission Agreement, on or about: 10/06/00

CASE SUMMARY

Claimant asserted the following causes of action: 1) tortious interference with employment relationships; and 2) unfair competition.

Unless specifically admitted in its Answer, Respondent denied all allegations made in the Statement of Claim.

RELIEF REQUESTED

Claimant requested: Interim and permanent injunctive relief and monetary damages.

Respondent requested: That Claimant take nothing and all claims be denied in their entirety.

OTHER ISSUES CONSIDERED AND DECIDED

Prior to commencement of the hearing, the parties reached a confidential settlement and agreed to enter into an award by stipulation.

The parties have agreed that this Stipulation Award in this matter may be executed in counterpart copies or that a handwritten, signed Stipulation Award may be entered.

AWARD

The parties have entered into a Confidential Settlement Agreement and Mutual Release dated December 19, 2000, which is incorporated by reference as if fully set forth herein.

FEES

Pursuant to the Code, the following fees are assessed:

Filing Fees

NASD Regulation, Inc. will retain or collect the non-refundable filing fees for each claim:

Initial claim filing fee = \$ 500.00

Member Fees

Member fees are assessed to each member firm that is a party in these proceedings or to the member firm that employed the associated persons at the time of the events giving rise to the dispute.

In this matter, the member firms are parties.

Member surcharge = \$1,200.00

Pre-hearing process fee = \$ 600.00

Hearing process fee = \$2,000.00

Forum Fees and Assessments

The Panel assesses forum fees for each hearing session conducted. A hearing session is any meeting between the parties and the arbitrator(s), including a pre-hearing conference with the arbitrator(s), that lasts four (4) hours or less. Fees associated with these proceedings are:

One (1) Pre-hearing session with a single arbitrator x \$1,000.00 = \$1,000.00

Pre-hearing conference: October 22, 2000 1 session

Total Forum Fees = \$1,000.00

The parties have agreed to pay forum fees as follows:

Claimant shall pay \$500.00

Respondent shall pay \$500.00

NASD Dispute Resolution, Inc.
Arbitration # 00-3876
Award Page 3 of 3

Fee Summary

Claimant, H&R Block Financial Advisors, Inc., be and hereby is solely liable for:

Initial Filing Fee	= \$ 500.00
Injunctive Relief Fee	= \$2,500.00
Member Fees	= \$3,800.00
<u>Forum Fees</u>	<u>= \$ 500.00</u>
Total Fees	= \$7,300.00
<u>Less payments</u>	<u>= \$5,200.00</u>
Balance Due NASD Dispute Resolution, Inc.	= \$2,100.00

Respondent, Morgan Stanley Dean Witter & Co., be and hereby is solely liable for:

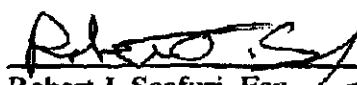
Member Fees	= \$ 3,800.00
<u>Forum Fees</u>	<u>= \$ 500.00</u>
Total Fees	= \$ 4,300.00
<u>Less payments</u>	<u>= \$ 3,200.00</u>
Balance Due NASD Dispute Resolution, Inc.	= \$ 1,100.00

All balances are due to NASD Dispute Resolution, Inc.

Concurring Arbitrators' Signatures

Jeffrey M. Bauer, Esq.
Presiding Chair

Signature Date


Robert J. Scafuri, Esq.
Public Arbitrator

2/23/01

Signature Date

Jack J. Mazzara, Esq.
Industry Arbitrator

Signature Date

Date of Service (For NASD office use only)

NASD Dispute Resolution, Inc.
 Arbitration # 00-3975
 Award Page 3 of 3

Fee Summary

Claimant, H&R Block Financial Advisors, Inc., be and hereby is solely liable for:

Initial Filing Fee	= \$ 500.00
Injunctive Relief Fee	= \$2,500.00
Member Fees	= \$3,800.00
Forum Fees	= \$ 500.00
Total Fees	= \$7,300.00
Less payments	= \$5,200.00
Balance Due NASD Dispute Resolution, Inc.	= \$2,100.00

Respondent, Morgan Stanley Dean Witter & Co., be and hereby is solely liable for:

Member Fees	= \$ 3,800.00
Forum Fees	= \$ 500.00
Total Fees	= \$ 4,300.00
Less payments	= \$ 3,200.00
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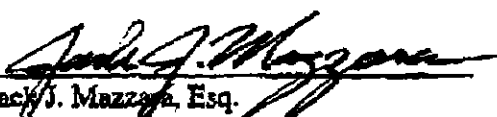
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 Jeffry M. Bauer, Esq.
 Presiding Chair

 Signature Date

 Robert J. Scafuri, Esq.
 Public Arbitrator

 Signature Date


 Jack J. Mazzara, Esq.
 Industry Arbitrator

2-28-01
 Signature Date

 Date of Service (For NASD office use only)

Fee Summary

Claimant, H&R Block Financial Advisors, Inc., be and hereby is solely liable for:

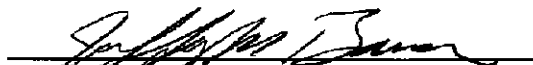
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Balance Due NASD Dispute Resolution, Inc.	= \$2,100.00

Respondent, Morgan Stanley Dean Witter & Co., be and hereby is solely liable for:

Member Fees	= \$ 3,800.00
Forum Fees	= \$ 500.00
<u>Total Fees</u>	<u>= \$ 4,300.00</u>
<u>Less payments</u>	<u>= \$ 3,200.00</u>
Balance Due NASD Dispute Resolution, Inc.	= \$ 1,100.00

All balances are due to NASD Dispute Resolution, Inc.

Concurring Arbitrators' Signatures


Jeffrey M. Bauer, Esq.
Presiding Chair

2/16/01
Signature Date

Robert J. Scafuri, Esq.
Public Arbitrator

Signature Date

Jack J. Mazzara, Esq.
Industry Arbitrator

Signature Date

Date of Service (For NASD office use only)