



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

February 15, 2013

Via E-mail

John J. Coughlan, Chief Executive Officer
XRS Corporation
965 Prairie Center Drive
Eden Prairie, MN 55344

Re: XRS Corporation
Preliminary Proxy Statement on Schedule 14A
Filed January 28, 2013
File No. 000-27166

Dear Mr. Coughlan:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

Maryse Mills-Apenteng
Special Counsel

cc: Via E-mail
Joshua Colburn, Esq.
Faegre Baker Daniels