Discover Financial Services
Form 10-Q
September 28, 2011
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q
(Mark One)

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended August 31, 2011

o 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 001-33378
DISCOVER FINANCIAL SERVICES
(Exact name of registrant as specified in its charter)

Delaware	36-2517428
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
2500 Lake Cook Road, Riverwoods, Illinois 60015	(224) 405-0900
(Address of principal executive offices, including zip code)	(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. Yes S 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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes S 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.

Large accelerated filer x	Accelerated filer o
Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

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

As of September 23, 2011, there were 549,637,090 shares of the registrant’s Common Stock, par value $0.01 per share, outstanding.

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DISCOVER FINANCIAL SERVICES
Quarterly Report on Form 10-Q
for the quarterly period ended August 31, 2011
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Except as otherwise indicated or unless the context otherwise requires, "Discover Financial Services," "Discover," "DFS," "we," "us," "our," and "the Company" refer to Discover Financial Services and its subsidiaries.

We own or have rights to use the trademarks, trade names and service marks that we use in conjunction with the operation of our business, including, but not limited to: Discover®, PULSE®, Cashback Bonus®, Discover® More® Card, Discover® Motiva℠ Card, Discover® Open Road® Card, Discover® Network and Diners Club International®. All other trademarks, trade names and service marks included in this quarterly report on Form 10-Q are the property of their respective owners.

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Part I. FINANCIAL INFORMATION

Item 1. Financial Statements
DISCOVER FINANCIAL SERVICES
Condensed Consolidated Statements of Financial Condition

	August 31, 2011 (unaudited)	November 30, 2010
	(dollars in thousands, except share amounts)	
Assets		
Cash and cash equivalents	$3,957,525	$5,098,733
Restricted cash	937,230	1,363,758
Other short-term investments	—	375,000
Investment securities:		
Available-for-sale (amortized cost of $5,798,756 and $4,989,958 at August 31, 2011 and November 30, 2010, respectively)	5,899,080	5,002,579
Held-to-maturity (fair value of $51,189 and $70,195 at August 31, 2011 and November 30, 2010, respectively)	53,088	72,816
Total investment securities	5,952,168	5,075,395
Loan receivables:		
Loans held for sale	738,382	788,101
Loan portfolio:		
Credit card	46,177,673	45,156,994
Other	4,279,613	2,891,318
Purchased credit-impaired loans	2,886,783	—
Total loan portfolio	53,344,069	48,048,312
Total loan receivables	54,082,451	48,836,413
Allowance for loan losses	(2,273,058)	(3,304,118)
Net loan receivables	51,809,393	45,532,295
Premises and equipment, net	465,871	460,732
Goodwill	255,421	255,421
Intangible assets, net	189,298	188,973
Other assets	2,158,761	2,434,661
Total assets	$65,725,667	$60,784,968
Liabilities and Stockholders' Equity		
Deposits:		
Interest-bearing deposit accounts	$37,470,037	$34,309,839
Non-interest bearing deposit accounts	116,847	103,544
Total deposits	37,586,884	34,413,383
Short-term borrowings	100,000	—
Long-term borrowings	17,718,200	17,705,728
Accrued expenses and other liabilities	2,314,667	2,209,011
Total liabilities	57,719,751	54,328,122
Commitments, contingencies and guarantees (Notes 8, 11, and 12)		
Stockholders' Equity:		
Common stock, par value $.01 per share; 2,000,000,000 shares authorized; 549,475,683 and 547,128,270 shares issued at August 31, 2011 and November 30, 2010, respectively	5,495	5,471
Additional paid-in capital	3,492,663	3,435,318

Retained earnings	4,763,180	3,126,488
Accumulated other comprehensive loss	(19,979)	(82,548)
Treasury stock, at cost; 11,278,326 and 2,446,506 shares at August 31, 2011 and November 30, 2010, respectively	(235,443)	(27,883)
Total stockholders' equity	8,005,916	6,456,846
Total liabilities and stockholders' equity	$65,725,667	$60,784,968

The table below presents the carrying amounts of certain assets and liabilities of Discover Financial Services' consolidated variable interest entities (VIEs) which are included in the condensed consolidated statements of financial condition above. The assets in the table below include those assets that can only be used to settle obligations of the consolidated VIEs. The liabilities in the table below include third party liabilities of consolidated VIEs only, and exclude intercompany balances that eliminate in consolidation. The liabilities also exclude amounts for which creditors have recourse to the general credit of the Company.

	August 31, 2011 (unaudited)	November 30, 2010
	(dollars in thousands)	
Assets		
Restricted cash	$937,230	$1,363,758
Credit card loan receivables	33,978,980	34,452,989
Other loan receivables	2,876,923	—
Allowance for loan losses allocated to securitized loan receivables	(1,589,949)	(2,431,399)
Other assets	30,404	24,083
Liabilities		
Long-term borrowings	$15,260,509	$14,919,400
Accrued interest payable	12,803	11,758

See Notes to Condensed Consolidated Financial Statements.

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DISCOVER FINANCIAL SERVICES
Condensed Consolidated Statements of Income

	For the Three Months Ended August 31,		For the Nine Months Ended August 31,	
	2011	2010	2011	2010
	(unaudited) (dollars in thousands, except per share amounts)			
Interest income:				
Credit card loans	$1,423,496	$1,455,907	$4,243,803	$4,423,654
Other loans	157,424	67,588	428,762	183,150
Investment securities	15,676	5,574	42,535	15,966
Other interest income	2,496	6,870	10,234	24,101
Total interest income	1,599,092	1,535,939	4,725,334	4,646,871
Interest expense:				
Deposits	241,719	279,137	749,584	882,921
Short-term borrowings	33	—	116	—
Long-term borrowings	120,301	110,000	375,060	324,561
Total interest expense	362,053	389,137	1,124,760	1,207,482
Net interest income	1,237,039	1,146,802	3,600,574	3,439,389
Provision for loan losses	99,514	712,565	692,763	2,824,035
Net interest income after provision for loan losses	1,137,525	434,237	2,907,811	615,354
Other income:				
Discount and interchange revenue, net	282,889	273,932	809,631	805,209
Fee product revenue	107,858	104,132	321,527	309,590
Loan fee income	84,243	92,465	250,596	267,483
Transaction processing revenue	43,931	40,184	131,792	109,570
Merchant fees	4,110	7,220	12,981	23,091
Gain (loss) on investments	(3,614)	18,951	(3,622)	19,131
Other income	32,546	27,260	135,526	88,790
Total other income	551,963	564,144	1,658,431	1,622,864
Other expense:				
Employee compensation and benefits	241,881	204,210	684,782	602,510
Marketing and business development	133,398	130,532	393,244	313,175
Information processing and communications	63,547	62,357	194,852	190,862
Professional fees	106,042	85,289	301,122	239,169
Premises and equipment	18,063	17,722	53,268	53,273
Other expense	79,476	66,128	245,431	155,601
Total other expense	642,407	566,238	1,872,699	1,554,590
Income before income tax expense	1,047,081	432,143	2,693,543	683,628
Income tax expense	398,263	171,526	979,414	268,482
Net income	$648,818	$260,617	$1,714,129	$415,146
Net income allocated to common stockholders	$641,772	$258,194	$1,694,636	$321,613
Basic earnings per share	$1.18	$0.47	$3.11	$0.59
Diluted earnings per share	$1.18	$0.47	$3.11	$0.58
Dividends paid per share	$0.06	$0.02	$0.14	$0.06

See Notes to the Condensed Consolidated Financial Statements.

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DISCOVER FINANCIAL SERVICES
Condensed Consolidated Statements of Changes in Stockholders' Equity

	Preferred Stock		Common Stock						
	Shares	Amount	Shares	Amount	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Total Stockholders' Equity
	(unaudited) (dollars and shares in thousands)								
Balance at November 30, 2009	1,225	$1,158,066	544,799	$5,448	$3,573,231	$3,873,262	$(154,818)	$(19,642)	$8,435,547
Adoption of ASC 810 (FASB Statement No. 167), net of tax	—	—	—	—	—	(1,411,117)	78,561	—	(1,332,556)
Comprehensive income:									
Net income	—	—	—	—	—	415,146	—	—	415,146
Adjustments related to investment securities, net of tax	—	—	—	—	—	—	(6,276)	—	
Adjustments related to cash flow hedges, net of tax	—	—	—	—	—	—	158	—	
Adjustments related to pension and postretirement benefits, net of tax	—	—	—	—	—	—	78	—	
Other comprehensive loss	—	—	—	—	—	—	(6,040)	—	(6,040)
Total comprehensive income	—	—	—	—	—	—	—	—	409,106
Purchases of treasury stock	—	—	—	—	—	—	—	(8,145)	(8,145)
Common stock issued under employee benefit plans	—	—	67	1	867	—	—	—	868
Common stock issued and stock-based	—	—	2,125	21	29,402	—	—	—	29,423

compensation expense									
Income tax deficiency on stock based compensation plans	—	—	—	—	(3,411)	—	—	—	(3,411)
Dividends paid—common stock	—	—	—	—	—	(32,923)	—	—	(32,923)
Accretion of preferred stock discount	—	66,492	—	—	—	(66,492)	—	—	—
Dividends—preferred stock	—	—	—	—	—	(23,811)	—	—	(23,811)
Redemption of preferred stock	(1,225)	(1,224,558)	—	—	—	—	—	—	(1,224,558)
Repurchase of stock warrant	—	—	—	—	(172,000)	—	—	—	(172,000)
Special dividend—Morgan Stanley	—	—	—	—	—	33,757	—	—	33,757
Balance at August 31, 2010	—	$—	546,991	$5,470	$3,428,089	$2,787,822	$(82,297)	$(27,787)	$6,111,297
Balance at November 30, 2010	—	—	547,128	5,471	3,435,318	3,126,488	(82,548)	(27,883)	6,456,846
Comprehensive income:									
Net income	—	—	—	—	—	1,714,129	—	—	1,714,129
Adjustments related to investment securities, net of tax	—	—	—	—	—	—	54,897	—	
Adjustments related to cash flow hedges, net of tax	—	—	—	—	—	—	7,330	—	
Adjustments related to pension and postretirement benefits, net of tax	—	—	—	—	—	—	342	—	
Other comprehensive income	—	—	—	—	—	—	62,569	—	62,569
Total comprehensive income	—	—	—	—	—	—	—	—	1,776,698
Purchases of treasury stock	—	—	—	—	—	—	—	(207,560)	(207,560)

Common stock issued under employee benefit plans	—	—	40	—	906	—	—	—	906
Common stock issued and stock based compensation expense	—	—	2,308	24	56,439	—	—	—	56,463
Dividends paid—common stock	—	—	—	—	—	(77,437)	—	—	(77,437)
Balance at August 31, 2011	—	$—	549,476	$5,495	$3,492,663	$4,763,180	$(19,979)	$(235,443)	$8,005,916

Notes to the Condensed Consolidated Financial Statements.

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DISCOVER FINANCIAL SERVICES
Condensed Consolidated Statements of Cash Flows

	For the Nine Months Ended August 31,	
	2011	2010
	(unaudited)	
	(dollars in thousands)	
Cash flows from operating activities		
Net income	$1,714,129	$415,146
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	692,763	2,824,035
Deferred income taxes	351,854	63,131
Depreciation and amortization on premises and equipment	66,274	68,130
Amortization of deferred revenues	(191,290)	(137,492)
Other depreciation and amortization	(35,346)	57,947
Loss (gain) on investments	3,622	(19,131)
Loss on premises and equipment	3,242	1,930
Loss (gain) on loans sold	28	(439)
Stock-based compensation expense	33,690	29,554
Gain on purchase of business	(15,917)	—
Net change in loans originated for sale	49,719	(118,557)
Changes in assets and liabilities:		
Decrease (increase) in other assets	32,339	(230,385)
Increase (decrease) in accrued expenses and other liabilities	106,908	(247,107)
Net cash provided by operating activities	2,812,015	2,706,762
Cash flows from investing activities		
Maturities of other short-term investments	375,000	1,350,000
Purchases of other short-term investments	—	(375,000)
Maturities and sales of available-for-sale investment securities	786,463	540,526
Purchases of available-for-sale investment securities	(1,627,215)	(1,239,631)
Maturities of held-to-maturity investment securities	17,466	19,779
Purchases of held-to-maturity investment securities	(550)	(549)
Proceeds from sale of loans held for investment	611	—
Net principal disbursed on loans held for investment	(3,074,805)	(2,035,023)
Purchase of loan receivables	(596,163)	—
Purchase of business, net of cash acquired	(401,158)	—
Purchase of other investment	(15,000)	—
Decrease in restricted cash—special dividend escrow	—	643,311
Decrease in restricted cash—for securitization investors	623,794	547,064
Proceeds from sale of premises and equipment	13	146
Purchases of premises and equipment	(70,053)	(29,538)
Net cash used for investing activities	(3,981,597)	(578,915)
Cash flows from financing activities		
Net increase in short-term borrowings	100,000	—
Proceeds from issuance of securitized debt	2,500,000	1,000,000
Maturities of securitized debt	(5,114,986)	(8,560,528)
Proceeds from issuance of other long-term borrowings	—	1,003,427
Maturities of other long-term borrowings	(345,048)	(590,676)

Proceeds from issuance of common stock	17,928	—
Purchases of treasury stock	(207,560)	(8,145)
Net increase in deposits	3,147,752	1,177,096
Proceeds from acquisition of deposits	—	976,627
Redemption of preferred stock	—	(1,224,558)
Repurchase of warrant	—	(172,000)
Dividend paid to Morgan Stanley	—	(775,000)
Dividends paid on common and preferred stock	(69,712)	(59,455)
Excess tax benefits related to stock-based compensation	—	737
Net cash provided by (used for) financing activities	28,374	(7,232,475)
Net decrease in cash and cash equivalents	(1,141,208)	(5,104,628)
Cash and cash equivalents, at beginning of period	5,098,733	13,020,719
Cash and cash equivalents, at end of period	$3,957,525	$7,916,091
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Cash paid during the period for:		
Interest expense	$1,045,370	$1,125,181
Income taxes, net of income tax refunds	$635,360	$112,027
Non-cash transactions:		
Assumption of SLC debt	$2,921,372	$—
Special dividend—Morgan Stanley	$—	$33,757

See Notes to the Condensed Consolidated Financial Statements.

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Notes to the Condensed Consolidated Financial Statements
(unaudited)

1. Background and Basis of Presentation

Description of Business. Discover Financial Services ("DFS" or the "Company") is a direct banking and payment services company. The Company is a bank holding company under the Bank Holding Company Act of 1956 and therefore is subject to oversight, regulation and examination by the Board of Governors of the Federal Reserve System (the "Federal Reserve"). Through its Discover Bank subsidiary, a Delaware state-chartered bank, the Company offers its customers credit cards, student loans, personal loans and deposit products. Through its DFS Services LLC subsidiary and its subsidiaries, the Company operates the Discover Network, the PULSE Network ("PULSE") and Diners Club International ("Diners Club"). The Discover Network is a payment card transaction processing network for Discover card-branded and third-party issued credit, debit and prepaid cards. PULSE operates an electronic funds transfer network, providing financial institutions issuing debit cards on the PULSE network with access to ATMs domestically and internationally, as well as point of sale terminals at retail locations throughout the U.S. for debit card transactions. Diners Club is a global payments network of licensees, which are generally financial institutions, that issue Diners Club branded credit cards and/or provide card acceptance services.

The Company's business segments are Direct Banking and Payment Services. The Direct Banking segment includes Discover card-branded credit cards issued to individuals and small businesses on the Discover Network and other consumer products and services, including personal loans, student loans, prepaid cards and other consumer lending and deposit products offered through the Company's Discover Bank subsidiary. The Payment Services segment includes PULSE, Diners Club and the Company's third-party issuing business, which includes credit, debit and prepaid cards issued on the Discover Network by third parties.

Basis of Presentation. The accompanying condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete consolidated financial statements. In the opinion of management, the financial statements reflect all adjustments which are necessary for a fair presentation of the results for the quarter. All such adjustments are of a normal, recurring nature. The preparation of financial statements in conformity with GAAP requires the Company to make estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and related disclosures. These estimates are based on information available as of the date of the condensed consolidated financial statements. The Company believes that the estimates used in the preparation of the condensed consolidated financial statements are reasonable. Actual results could differ from these estimates. These interim condensed consolidated financial statements should be read in conjunction with the Company's 2010 audited consolidated financial statements filed with the Company's annual report on Form 10-K for the fiscal year ended November 30, 2010.

Recently Issued Accounting Pronouncements

In September 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2011-08, Intangibles-Goodwill and Other (Topic 350): Testing Goodwill for Impairment. ASU 2011-08 is intended to simplify goodwill impairment testing by adding a qualitative review step to assess whether the required quantitative impairment analysis that exists today is necessary. Under the amended rule, a company will not be required to calculate the fair value of a business that contains recorded goodwill unless it concludes, based on the qualitative assessment, that it is more likely than not that the fair value of that business is less than its book value. If such a decline in fair value is deemed more likely than not to have occurred, then the quantitative goodwill impairment test that exists under current GAAP must be completed; otherwise, goodwill is deemed to be not impaired and no further testing is required until the next annual test date (or sooner if conditions or events before that date raise concerns of potential impairment in the business). The amended goodwill impairment guidance does not affect the manner in which a company estimates fair value. The new standard is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011, with early adoption permitted. The

Company has $255 million in goodwill, all of which is associated with its PULSE network. The value of that goodwill will not be affected by the adoption of this standard.

In June 2011, the FASB issued ASU No. 2011-05, Comprehensive Income (Topic 220): Presentation of Comprehensive Income. This ASU will require companies to present the components of net income and other comprehensive income either as one continuous statement or as two consecutive statements. It eliminates the option to present components of other comprehensive income as part of the statement of changes in stockholders' equity. The standard does not change the items which must be reported in other comprehensive income, how such items are measured or when they must be reclassified to net income. This standard is effective for interim and annual periods beginning after December 15, 2011. Because this ASU

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impacts presentation only, it will have no effect on the Company's financial condition, results of operations or cash flows.

In May 2011, the FASB issued ASU No. 2011-04, Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs. This ASU is intended to result in convergence between U.S. GAAP and International Financial Reporting Standards ("IFRS") requirements for measurement of and disclosures about fair value. The amendments are not expected to have a significant impact on companies applying U.S. GAAP. Key provisions of the amendment include: a prohibition on grouping financial instruments for purposes of determining fair value, except when an entity manages market and credit risks on the basis of the entity's net exposure to the group; an extension of the prohibition against the use of a blockage factor to all fair value measurements (that prohibition currently applies only to financial instruments with quoted prices in active markets); and a requirement that for recurring Level 3 fair value measurements, entities disclose quantitative information about unobservable inputs, a description of the valuation process used and qualitative details about the sensitivity of the measurements. In addition, for items not carried at fair value but for which fair value is disclosed, entities will be required to disclose the level within the fair value hierarchy that applies to the fair value measurement disclosed. This ASU is effective for interim and annual periods beginning after December 15, 2011. The adoption of this ASU is not expected to have a significant impact on the Company's fair value measurements, financial condition, results of operations or cash flows.

In April 2011, the FASB issued ASU No. 2011-03, Transfers and Servicing (Topic 860): Reconsideration of Effective Control for Repurchase Agreements. This ASU amends the sale accounting requirement concerning a transferor's ability to repurchase transferred financial assets even in the event of default by the transferee, which typically is facilitated in a repurchase agreement by the presence of a collateral maintenance provision. Specifically, the level of cash collateral received by a transferor will no longer be relevant in determining whether a repurchase agreement constitutes a sale. As a result of this amendment, more repurchase agreements will be treated as secured financings rather than sales. This ASU is effective prospectively for new transfers and existing transactions that are modified in the first interim or annual period beginning on or after December 15, 2011. Because essentially all repurchase agreements entered into by the Company have historically been deemed to constitute secured financing transactions, this amendment is expected to have no impact on the Company's characterization of such transactions and therefore is not expected to have any impact on the Company's financial condition, results of operations or cash flows.

In April 2011, the FASB issued ASU No. 2011-02, Receivables (Topic 310): A Creditor's Determination of Whether a Restructuring Is a Troubled Debt Restructuring. This ASU is intended to clarify the FASB's views on the conditions under which a loan modification should be deemed to be a troubled debt restructuring and could result in the determination that more loan modifications meet that definition. Loans which constitute troubled debt restructurings are considered impaired when calculating the allowance for loan losses and are subject to additional disclosures pursuant to ASU No. 2010-20, Receivables (Topic 310): Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses, which becomes effective concurrent with ASU No. 2011-02. The amendment is effective for the first interim or annual period beginning after June 15, 2011 and must be applied retrospectively to loan modifications occurring on or after the beginning of the fiscal year of adoption. The Company has reviewed the loan modifications it makes in light of this guidance, and has determined that this amendment is not expected to result in any change to the characterization of the Company's current loan modification programs. The amendment is therefore not expected to impact the Company's financial condition, results of operations or cash flows.

2. Business Combinations

Acquisition of The Student Loan Corporation. On December 31, 2010, the Company acquired The Student Loan Corporation ("SLC"), which is now a wholly-owned subsidiary of Discover Bank and included in the Company's Direct Banking segment. The Company acquired SLC's ongoing private student loan business, which includes certain private student loans held in three securitization trusts and other assets, and assumed SLC's asset-backed securitization debt incurred by those trusts and other liabilities. The acquired loans are considered to be purchased credit-impaired loans for accounting purposes, the details of which are discussed further in Note 4: Loan Receivables. The acquisition significantly increased the size of the Company's private student loan portfolio. In addition, the acquisition has provided the Company with a developed student loan business platform, additional school relationships and SLC's website. Since the acquisition date, the results of operations and cash flows of SLC have been included in the Company's condensed consolidated results of operations and cash flows. Pro forma data is not provided as the impact of the SLC acquisition was not significant to the Company's condensed consolidated results of operations or cash flows.

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Net cash consideration paid. The following table provides a calculation of the amount paid by the Company for SLC based on the net assets of the SLC securitization trusts acquired after applying an 8.5% discount to the trust assets (the “Trust Certificate Purchase Price”) (dollars in millions):

	Actual	Estimate at Closing December 31, 2010
Gross trust assets	$3,977	$3,993
Less: 8.5% discount	(338)	(339)
Net trust assets	3,639	3,654
Less: Principal amount of and accrued interest on trust debt	(3,193)	(3,215)
Trust Certificate Purchase Price	$446	$439

Although the Company paid SLC shareholders $600 million for the acquisition of SLC (“Aggregate Merger Consideration”), the Company received a purchase price adjustment from Citibank, N.A. (“Citibank”) equivalent to the amount by which the Aggregate Merger Consideration exceeded the value of the Trust Certificate Purchase Price. In addition, Citibank agreed to adjust the cash consideration paid by the Company to compensate it for (i) agreeing to commute certain insurance policies covering certain of the loans acquired and (ii) for the value of non-trust related liabilities assumed by the Company. The following table provides a summary of total consideration paid by Discover at the closing of the acquisition on December 31, 2010 and a summary of the consideration revised for post-closing adjustments (dollars in millions):

	Actual	Estimate at Closing December 31, 2010
Aggregate Merger Consideration	$600	$600
Less: Purchase price adjustment[1]	(154)	(161)
Trust Certificate Purchase Price	446	439
Less: Further adjustments provided for by Citibank		
Cash received for consent to insurance commutation	(16)	(16)
Cash received related to reimbursable liabilities[1]	(29)	(57)
Net cash consideration paid[1]	$401	$366

(1) Based on the final SLC closing balance sheet, the Company accrued a $35 million liability, at the end of the first quarter of fiscal 2011, payable to Citibank for post-closing adjustments arising from a $7 million increase in the Trust Certificate Purchase Price and a $28 million reduction in reimbursable liabilities, which together resulted in the difference between the actual and estimated numbers shown. The accrued amount was paid to Citibank during the second quarter of 2011.

Net assets acquired. The Company acquired net assets (including $155 million of cash) with an aggregate fair value of $572 million in exchange for cash consideration of $556 million, resulting in the recognition of a bargain purchase gain of approximately $16 million. The bargain purchase gain primarily resulted from Citibank’s adjustment of the cash consideration to be paid by the Company in exchange for the Company’s consent to permit SLC to commute, immediately prior to the acquisition, certain student loan insurance policies covering loans in one of the three trusts. The bargain purchase gain is recorded in other income on the Company’s condensed consolidated statement of income. Adjustments to these amounts may occur during 2011, as the Company completes its final valuation analysis of assets acquired and liabilities assumed.

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The following table summarizes the fair values of the assets acquired and liabilities assumed at the date of the SLC acquisition (dollars in thousands):

	At December 31, 2010
Student loan receivables	$ 3,050,784
Cash	155,347
Indemnification asset	101,127
Student relationships intangible	2,400
Trade name intangible	3,800
Total intangible assets	6,200
Other assets	218,514
Total assets acquired	3,531,972
Securitized debt	2,921,372
Other liabilities	38,178
Total liabilities assumed	2,959,550
Net assets acquired	$ 572,422

The Company acquired $6.2 million in identifiable intangible assets. These intangible assets consist of student relationships and trade name intangibles. Acquired student relationships consist of those relationships in existence between SLC and the numerous students that carry student loan balances. This intangible asset is deemed to have a finite useful life of five years and will be amortized over this period. Trade name intangibles relate to trademarks, trade names and internet domains and content. This intangible asset is deemed to have an indefinite useful life and therefore is not subject to amortization.

The Company also recorded a $101 million indemnification asset at the acquisition date. This asset reflects the discounted present value of payments expected to be received under Citibank's indemnification of student loan credit losses that would have been recoverable under certain student loan insurance policies which, as noted above, were commuted pursuant to an agreement entered into by SLC with the Company's consent immediately prior to the acquisition. The indemnification pertains only to loans in one of the three SLC securitization trusts that the Company acquired, namely the SLC Private Student Loan Trust 2010-A ("SLC 2010-A"). The SLC 2010-A trust included loans with an aggregate outstanding principal balance of $1.2 billion at the time of acquisition; outstanding loans in that trust totaled $1.1 billion as of August 31, 2011. The initial value of the indemnification asset is based on the insured portion of expected credit losses reflected in the initial carrying value of the related loans. Under the terms of the indemnification agreement with Citibank, indemnification payments related to student loan credit losses are subject to an overall cap of $166.8 million, consistent with the terms of the insurance policies which the indemnification serves to replace.

The subsequent accounting for the indemnification asset will generally reflect the manner in which the indemnified loans are subsequently measured. The value of the indemnification asset will increase or decrease as expected credit losses on the purchased credit-impaired ("PCI") student loans increase or decrease, respectively. An increase in expected losses on PCI student loans that results in the immediate recognition of an allowance for loan losses will result in an immediate increase in the indemnification asset. A decrease in expected losses that results in an immediate reversal of a previously recognized loan loss allowance will result in the immediate reduction of the indemnification asset. Recognition of an allowance for loan losses on PCI student loans is discussed in more detail within Note 4: Loan Receivables under "Purchased Credit-Impaired Loans." To the extent that a decrease in expected losses results in a prospective increase in the accretable yield on PCI student loans rather than an immediate reduction of the loan loss allowance, the value of the indemnification asset will be adjusted prospectively through a reduction in the rate of amortization. Amortization and valuation adjustments to the indemnification asset are recorded through other income on the condensed consolidated statement of income.

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3. Investment Securities

The Company's investment securities consist of the following (dollars in thousands):

	August 31, 2011	November 30, 2010
U.S. Treasury securities	$2,371,805	$1,575,403
U.S. government agency securities	2,669,180	1,888,701
States and political subdivisions of states	39,670	51,774
Other securities:		
Credit card asset-backed securities of other issuers	356,940	1,031,112
Corporate debt securities[1]	501,705	507,896
Residential mortgage-backed securities	7,344	9,800
Other debt and equity securities	5,524	10,709
Total other securities	871,513	1,559,517
Total investment securities	$5,952,168	$5,075,395

(1) Amount represents corporate debt obligations issued under the Temporary Liquidity Guarantee Program (TLGP) that are guaranteed by the Federal Deposit Insurance Corporation (FDIC).

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The amortized cost, gross unrealized gains and losses, and fair value of available-for-sale and held-to-maturity investment securities are as follows (dollars in thousands):

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
At August 31, 2011				
Available-for-Sale Investment Securities(1)				
U.S Treasury securities	$2,322,042	$49,213	$—	$2,371,255
U.S government agency securities	2,627,392	41,788	—	$2,669,180
Credit card asset-backed securities of other issuers	348,606	8,335	(1)	$356,940
Corporate debt securities	500,716	989	—	$501,705
Total available-for-sale investment securities	$5,798,756	$100,325	$(1)	$5,899,080
Held-to-Maturity Investment Securities(2)				
U.S. Treasury securities(3)	$550	$—	$—	$550
States and political subdivisions of states	39,670	219	(2,923)	36,966
Residential mortgage-backed securities	7,344	805	—	8,149
Other debt securities(4)	5,524	—	—	5,524
Total held-to-maturity investment securities	$53,088	$1,024	$(2,923)	$51,189
At November 30, 2010				
Available-for-Sale Investment Securities(1)				
U.S Treasury securities	$1,576,094	$344	$(1,585)	$1,574,853
U.S government agency securities	1,888,909	1,090	(1,298)	1,888,701
Credit card asset-backed securities of other issuers	1,017,183	13,983	(54)	1,031,112
Corporate debt securities	507,757	241	(102)	507,896
Equity securities	15	2	—	17
Total available-for-sale investment securities	$4,989,958	$15,660	$(3,039)	$5,002,579
Held-to-Maturity Investment Securities(2)				
U.S. Treasury securities(3)	$550	$—	$—	$550
States and political subdivisions of states	51,774	281	(3,771)	48,284
Residential mortgage-backed securities	9,800	869	—	10,669
Other debt securities(4)	10,692	—	—	10,692
Total held-to-maturity investment securities	$72,816	$1,150	$(3,771)	$70,195

(1) Available-for-sale investment securities are reported at fair value.
(2) Held-to-maturity investment securities are reported at amortized cost.
(3) Amount represents securities pledged as collateral to a government-related merchant for which transaction settlement occurs beyond the normal 24-hour period.
(4) Included in other debt securities at August 31, 2011 and November 30, 2010 are commercial advances of $2.8 million and $7.9 million respectively related to the Company’s Community Reinvestment Act strategies.

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The following table provides information about investment securities with aggregate gross unrealized losses and the length of time that individual investment securities have been in a continuous unrealized loss position as of August 31, 2011 and November 30, 2010 (dollars in thousands):

	Number of Securities in a Loss Position	Less than 12 months		More than 12 months	
		Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
At August 31, 2011					
Available-for-Sale Investment Securities					
U.S. Treasury securities	—	$—	$—	$—	$—
U.S. government agency securities	—	—	—	$—	$—
Credit card asset-backed securities of other issuers	1	4,126	1	$—	$—
Corporate debt securities	—	—	—	$—	$—
Held-to-Maturity Investment Securities					
State and political subdivisions of states	4	$6,084	$1	$21,538	$2,922
At November 30, 2010					
Available-for-Sale Investment Securities					
U.S. Treasury securities	17	$1,262,670	$1,585	$—	$—
U.S. government agency securities	18	$1,181,148	$1,298	$—	$—
Credit card asset-backed securities of other issuers	23	$238,646	$54	$—	$—
Corporate debt securities	5	$230,441	$102	$—	$—
Held-to-Maturity Investment Securities					
State and political subdivisions of states	4	$7,731	$239	$27,603	$3,532

During the three and nine months ended August 31, 2011, the Company received $170.5 million and $803.9 million, respectively, of proceeds related to maturities or redemptions of investment securities, as compared to $159.7 million and $560.3 million for the three and nine months ended August 31, 2010, respectively. For the three and nine months ended August 31, 2011, approximately $165.0 million and $786.5 million, respectively, of these proceeds related to maturities of credit card asset-backed securities of other issuers. For the three and nine months ended August 31, 2010, approximately $75.2 million and $469.6 million, respectively, of these proceeds related to maturities of credit card asset-backed securities of other issuers.

The Company records unrealized gains and losses on its available-for-sale investment securities in other comprehensive income. For the three months ended August 31, 2011 and 2010, the Company recorded a net unrealized gain of $61.0 million ($38.2 million after tax) and a net unrealized loss of $13.6 million ($8.5 million after tax), respectively, in other comprehensive income. For the nine months ended August 31, 2011 and 2010, the Company recorded a net unrealized gain of $87.7 million ($54.9 million after tax) and a net unrealized loss of $9.9 million ($6.3 million after tax), respectively, in other comprehensive income. Additionally for the nine months ended August 31, 2010, the Company reversed an unrealized gain of $7.5 million ($4.7 million after tax) from other comprehensive income upon liquidation of the collateral supporting the Golden Key U.S. LLC investment.

At August 31, 2011 and November 30, 2010, the Company had $2.9 million and $3.5 million, respectively, of gross unrealized losses in a continuous loss position for more than 12 months on its held-to-maturity investment securities in states and political subdivisions of states. The Company believes the unrealized loss on these investments is the result of changes in interest rates subsequent to the Company’s acquisitions of these securities and that the reduction in value is temporary. The Company does not intend to sell these investments nor does it expect to be required to sell these investments before recovery of their amortized cost bases, but rather expects to collect all amounts due according to the contractual terms of these securities.

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Maturities of available-for-sale debt securities and held-to-maturity debt securities at August 31, 2011 are provided in the table below (dollars in thousands):

	One Year or Less	After One Year Through Five Years	After Five Years Through Ten Years	After Ten Years	Total
Available-for-sale—Amortized Cost[1]					
U.S Treasury securities	$590,462	$1,731,580	$—	$—	$2,322,042
U.S government agency securities	921,790	1,705,602	—	—	2,627,392
Credit card asset-backed securities of other issuers	191,269	157,337	—	—	348,606
Corporate debt securities	353,224	147,492	—	—	500,716
Total available-for-sale investment securities	$2,056,745	$3,742,011	$—	$—	$5,798,756
Held-to-maturity—Amortized Cost[2]					
U.S. Treasury securities	$550	$—	$—	$—	$550
State and political subdivisions of states	—	2,085	3,375	34,210	39,670
Residential mortgage-backed securities	—	—	—	7,344	7,344
Other debt securities	275	2,641	153	2,455	5,524
Total held-to-maturity investment securities	$825	$4,726	$3,528	$44,009	$53,088
Available-for-sale—Fair Values[1]					
U.S Treasury securities	$591,201	$1,780,054	$—	$—	$2,371,255
U.S government agency securities	922,717	1,746,463	—	—	2,669,180
Credit card asset-backed securities of other issuers	192,728	164,212	—	—	356,940
Corporate debt securities	353,547	148,158	—	—	501,705
Total available-for-sale investment securities	$2,060,193	$3,838,887	$—	$—	$5,899,080
Held-to-maturity—Fair Values[2]					
U.S. Treasury securities	$550	$—	$—	$—	$550
State and political subdivisions of states	—	2,125	3,549	31,292	36,966
Residential mortgage-backed securities	—	—	—	8,149	8,149
Other debt securities	275	2,641	153	2,455	5,524
Total held-to-maturity investment securities	$825	$4,766	$3,702	$41,896	$51,189

(1) Available-for-sale investment securities are reported at fair value.
(2) Held-to-maturity investment securities are reported at amortized cost.

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4. Loan Receivables

The Company has three portfolio segments: credit card loans, other consumer loans and purchased credit-impaired ("PCI") student loans acquired in the SLC transaction (See Note 2: Business Combinations). Within these portfolio segments, the Company has classes of receivables which are depicted in the table below (dollars in thousands):

	August 31, 2011	November 30, 2010
Loans held for sale[(1)]	$738,382	$788,101
Loan portfolio:		
Credit card loans:		
Discover card[(2)]	45,949,224	44,904,267
Discover business card	228,449	252,727
Total credit card loans	46,177,673	45,156,994
Other consumer loans:		
Personal loans	2,439,330	1,877,633
Private student loans	1,828,493	999,322
Other	11,790	14,363
Total other consumer loans	4,279,613	2,891,318
PCI student loans[(3)]	2,886,783	—
Total loan portfolio	53,344,069	48,048,312
Total loan receivables	54,082,451	48,836,413
Allowance for loan losses	(2,273,058)	(3,304,118)
Net loan receivables	$51,809,393	$45,532,295

(1) Amount represents federal student loans. At August 31, 2011 and November 30, 2010, $463.9 million and $500.2 million of federal student loan receivables, respectively, were pledged as collateral against a long-term borrowing.

(2) Amounts include $16.9 billion and $19.5 billion of underlying investors' interest in trust debt at August 31, 2011 and November 30, 2010, respectively, and $17.0 billion and $14.9 billion in seller's interest at August 31, 2011 and November 30, 2010, respectively. See Note 5: Credit Card and Student Loan Securitization Activities for further information.

(3) Amount includes $2.9 billion of loans pledged as collateral against the notes issued from the SLC securitization trusts. See Note 5: Credit Card and Student Loan Securitization Activities. The remaining $9.9 million not pledged as collateral represents loans eligible for reimbursement through an indemnification claim. Discover Bank must purchase such loans from the trust before a claim may be filed.

Credit Quality Indicators. The Company regularly reviews its collection experience (including delinquencies and net charge-offs) in determining its allowance for loan losses. Credit card and closed-end consumer loan receivables are placed on nonaccrual status upon receipt of notification of the bankruptcy or death of a customer or suspected fraudulent activity on an account. In some cases of suspected fraudulent activity, loan receivables may resume accruing interest upon completion of the fraud investigation.

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Information related to the delinquencies and net charge-offs in the Company's loan portfolio, which excludes loans held for sale, is shown below by each class of loan receivables except for PCI student loans, which is shown under the heading "Purchased Credit-Impaired Loans" (dollars in thousands):

Delinquent and Non-Accruing Loans:

	30-89 Days Delinquent	90 or More Days Delinquent	Total Past Due	90 or More Days Delinquent and Accruing	Total Non-accruing[2]
At August 31, 2011					
Credit card loans:					
Discover card[1]	$553,174	$561,127	$1,114,301	$498,752	$ 208,404
Discover business card	2,885	3,929	6,814	3,655	889
Total credit card loans	556,059	565,056	1,121,115	502,407	209,293
Other consumer loans:					
Personal loans	14,170	6,446	20,616	5,814	3,527
Private student loans (excluding PCI)	12,415	2,150	14,565	2,150	—
Other[3]	438	2,199	2,637	—	2,426
Total other consumer loans (excluding PCI)	27,023	10,795	37,818	7,964	5,953
Total loan receivables (excluding PCI)[3]	$583,082	$575,851	$1,158,933	$510,371	$ 215,246
At November 30, 2010					
Total loan receivables[1]	$908,306	$993,618	$1,901,924	$853,757	$ 325,900

(1) Consumer credit card loans that are 90 or more days delinquent and accruing interest include $36.4 million and $35 million of loans accounted for as troubled debt restructurings at August 31, 2011 and November 30, 2010, respectively.

(2) The Company estimates that the gross interest income that would have been recorded in accordance with the original terms of these loans was $10.6 million and $35.6 million for the three months and nine months ended August 31, 2011, respectively. The Company does not separately track the amount of gross interest income that would have been recorded in accordance with the original terms of loans. These amounts were estimated based on customers' current balances and most recent rates.

(3) Amount also excludes federal student loans that are held for sale.

Net Charge-Offs:	For the Three Months Ended August 31, 2011		For the Nine Months Ended August 31, 2011	
	Net Charge-offs	Net Charge-off Rate	Net Charge-offs	Net Charge-off Rate
Credit card loans:				
Discover card	$436,242	3.84 %	$1,651,311	4.91 %
Discover business card	3,506	6.01 %	14,937	8.26 %
Total credit card loans	439,748	3.85 %	1,666,248	4.93 %
Other consumer loans:				
Personal loans	16,000	2.73 %	50,980	3.19 %
Private student loans (excluding PCI)	2,618	0.62 %	5,573	0.49 %
Other	410	13.41 %	1,022	10.35 %
Total other consumer loans (excluding PCI)	19,028	0.98 %	57,575	1.09 %
	$458,776	3.63 %	$1,723,823	4.64 %

Net charge-offs as a percentage of total loans (excluding PCI)						
Net charge-offs as a percentage of total loans (including PCI)	$458,776	3.43	%	$1,723,823	4.41	%

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As part of credit risk management activities, on an ongoing basis the Company reviews information related to the performance of a customer's account with the Company as well as information from credit bureaus, such as a FICO score, relating to the customer's broader credit performance. FICO scores are generally obtained at origination of the account and monthly or quarterly thereafter. The following table provides the most recent FICO scores available for the Company's customers as of August 31, 2011, as a percentage of each class of loan receivables:

	Credit Risk Profile by FICO Score	
	660 and Above	Less than 660 or No Score
Discover card	79%	21%
Discover business card	87%	13%
Private student loans (excluding PCI)	95%	5%
Personal loans	95%	5%

Allowance for Loan Losses. The Company maintains an allowance for loan losses at an appropriate level to absorb probable losses inherent in the loan portfolio. The Company considers the collectibility of all amounts contractually due on its loan receivables, including those components representing interest and fees. Accordingly, the allowance for loan losses represents the estimated uncollectible principal, interest and fee components of loan receivables. The allowance is evaluated monthly and is maintained through an adjustment to the provision for loan losses. Charge-offs of principal amounts of loans outstanding are deducted from the allowance and subsequent recoveries of such amounts increase the allowance. Charge-offs of loan balances representing unpaid interest and fees result in a reversal of interest and fee income, respectively, which is effectively a reclassification of provision for loan loss.

For its credit card loan receivables, the Company bases its allowance for loan losses on several analyses that help estimate incurred losses as of the balance sheet date. While the Company's estimation process includes historical data and analysis, there is a significant amount of judgment applied in selecting inputs and analyzing the results produced by the models to determine the allowance. The Company uses a migration analysis to estimate the likelihood that a loan will progress through the various stages of delinquency. The loan balances used in the migration analysis represent all amounts contractually due and, as a result, the migration analysis captures principal, interest and fee components in estimating uncollectible accounts. The Company uses other analyses to estimate losses incurred on non-delinquent accounts. The considerations in these analyses include past performance, risk management techniques applied to various accounts, historical behavior of different account vintages, current economic conditions, recent trends in delinquencies, bankruptcy filings, account collection management, policy changes, account seasoning, loan volume and amounts, payment rates, and forecasting uncertainties. The Company does not identify individual loans for impairment, but instead estimates its allowance for credit card loan losses on a pooled basis, which includes loans that are delinquent and/or no longer accruing interest.

For its other consumer loans, the Company considers historical and forecasted estimates of incurred losses in estimating the related allowance for loan losses. The Company may also consider other factors, such as current economic conditions, recent trends in delinquencies and bankruptcy filings, account collection management, policy changes, account seasoning, loan volume and amounts, payment rates and forecasting uncertainties.

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The following table provides changes in the Company's allowance for loan losses for the three and nine months ended August 31, 2011 and 2010 (dollars in thousands):

	For the Three Months Ended August 31, 2011	2010	For the Nine Months Ended August 31, 2011	2010
Balance at beginning of period	$2,632,320	$3,930,624	$3,304,118	$1,757,899
Additions:				
Addition to allowance related to securitized receivables[1]	—	—	—	2,144,461
Provision for loan losses	99,514	712,565	692,763	2,824,035
Deductions:				
Charge-offs:				
Discover card	(584,534)	(982,920)	(2,085,452)	(3,203,959)
Discover business card	(4,416)	(14,502)	(17,672)	(50,190)
Total credit card loans	(588,950)	(997,422)	(2,103,124)	(3,254,149)
Personal loans	(16,458)	(23,836)	(52,438)	(70,957)
Federal student loans	—	(11)	—	(308)
Private student loans	(2,663)	(660)	(5,646)	(1,264)
Other	(411)	(139)	(1,025)	(858)
Total other consumer loans	(19,532)	(24,646)	(59,109)	(73,387)
Total charge-offs	(608,482)	(1,022,068)	(2,162,233)	(3,327,536)
Recoveries:				
Discover card	148,292	121,255	434,141	341,337
Discover business card	910	875	2,735	2,516
Total credit card loans	149,202	122,130	436,876	343,853
Personal loans	458	421	1,458	942
Private student loans	45	14	73	22
Other	1	35	3	45
Total other consumer loans	504	470	1,534	1,009
Total recoveries	149,706	122,600	438,410	344,862
Net charge-offs	(458,776)	(899,468)	(1,723,823)	(2,982,674)
Balance at end of period	$2,273,058	$3,743,721	$2,273,058	$3,743,721

(1) On December 1, 2009, upon adoption of FASB Statements No. 166 and 167, the Company recorded $2.1 billion allowance for loan losses related to newly consolidated and reclassified credit card loan receivables.

Net charge-offs of principal are recorded against the allowance for loan losses, as shown in the table above. Information regarding net charge-offs of interest and fee revenues on credit card and other consumer loans is as follows (dollars in thousands):

	For the Three Months Ended August 31, 2011	2010	For the Nine Months Ended August 31, 2011	2010
Interest and fees accrued subsequently charged off, net of recoveries (recorded as a reduction of interest income)[1]	$128,329	$219,422	$480,044	$723,909
Fees accrued subsequently charged off, net of recoveries (recorded as a reduction to other income)[1]	$22,807	$58,331	$86,762	$228,039

(1) Beginning in 2011, net charge-offs of interest and fees include amounts related to other consumer loans. Prior to 2011 such amounts were not included as they were not material.

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The following table provides additional detail of the Company’s allowance for loan losses and recorded investment in its loan portfolio (which excludes loans held for sale) by impairment methodology (dollars in thousands):

	Credit Card	Personal Loans	Student Loans	Other Loans	Total
At August 31, 2011					
Allowance for loans evaluated for impairment as:					
Collectively evaluated for impairment[(1)]	$1,963,962	$75,562	$43,406	$220	$2,083,150
Troubled debt restructurings[(2)]	189,908	—	—	—	189,908
Purchased credit-impaired[(3)]	—	—	—	—	—
Total allowance for loan losses	$2,153,870	$75,562	$43,406	$220	$2,273,058
Recorded investment in loans evaluated for impairment as:					
Collectively evaluated for impairment[(1)]	$44,972,100	$2,439,330	$1,828,493	$11,790	$49,251,713
Troubled debt restructurings[(2)]	1,205,573	—	—	—	1,205,573
Purchased credit-impaired[(3)]	—	—	2,886,783	—	2,886,783
Total recorded investment	$46,177,673	$2,439,330	$4,715,276	$11,790	$53,344,069
At November 30, 2010					
Allowance for loans evaluated for impairment as:					
Collectively evaluated for impairment[(1)]	$3,095,046	$76,087	$18,569	$574	$3,190,276
Troubled debt restructurings[(2)]	113,842	—	—	—	113,842
Purchased credit-impaired[(3)]	—	—	—	—	—
Total allowance for loan losses	$3,208,888	$76,087	$18,569	$574	$3,304,118
Recorded investment in loans evaluated for impairment as:					
Collectively evaluated for impairment[(1)]	$44,851,650	$1,877,633	$999,322	$14,363	$47,742,968
Troubled debt restructurings[(2)]	305,344	—	—	—	305,344
Purchased credit-impaired[(3)]	—	—	—	—	—
Total recorded investment	$45,156,994	$1,877,633	$999,322	$14,363	$48,048,312

(1) Represents loans evaluated for impairment in accordance with ASC 450-20, Loss Contingencies.

(2) Represents loans evaluated for impairment in accordance with ASC 310-10, Receivables, which consists of modified loans accounted for as troubled debt restructurings. The unpaid principal balance of such loans was $1.0 billion at August 31, 2011. All loans accounted for as troubled debt restructurings have a related allowance for loan losses. In the first quarter 2011, the Company began accounting for credit card loans modified through temporary hardship and external programs as troubled debt restructurings. The impact on the total allowance for loan losses as a result of this change was not material.

(3) Represents loans evaluated for impairment in accordance with ASC 310-30, Receivables-Loans and Debt Securities Acquired with Deteriorated Credit Quality.

Impaired Loans and Troubled Debt Restructurings. The Company has loan modification programs that provide for temporary or permanent hardship relief for credit card loans to borrowers experiencing financial hardship. The temporary hardship program primarily consists of a reduced minimum payment and an interest rate reduction, both lasting for a period no longer than twelve months. The permanent workout program involves changing the structure of the loan to a fixed payment loan with a maturity no longer than 60 months and reducing the interest rate on the loan. These programs do not normally provide for the forgiveness of unpaid principal, but may allow for the reversal of certain unpaid interest or fee assessments.

The Company also makes loan modifications for customers who request financial assistance through external sources, such as a consumer credit counseling agency program (referred to below as external programs). These loans typically receive a reduced interest rate but continue to be subject to the original minimum payment terms and do not normally include waiver of unpaid principal, interest or fees.

Credit card loan receivables modified and included in a temporary, permanent or external program are accounted for as a troubled debt restructuring and are recorded at their present value with impairment measured as the difference between the loan balance and the discounted present value of cash flows expected to be collected. Consistent with the Company’s measurement of impairment of modified loans on a pooled basis, the Company uses as its discount rate the average current annual percentage rate it applies to non-impaired credit card loans, similar to what would have applied to the pool of modified loans prior to impairment.

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Interest income from loans accounted for as troubled debt restructurings is accounted for in the same manner as other accruing loans. Cash collections on these loans are allocated according to the same payment hierarchy methodology applied to loans that are not in such programs. Additional information about modified loans in the Company's credit card portfolio is shown below (dollars in thousands):

	For the three months ended August 31, 2011[1]		For the nine months ended August 31, 2011[1]	
	Temporary and Permanent Programs	External Programs	Temporary and Permanent Programs	External Programs
Average recorded investment in loans	$519,884	$709,211	$534,479	$727,113
Interest income recognized during the time within the period these loans were impaired[2]	$4,518	$15,391	$16,660	$46,974
Gross interest income that would have been recorded in accordance with the original terms[3]	$16,411	$2,467	$47,950	$7,535

	For the three months ended August 31, 2010	For the nine months ended August 31, 2010
	Permanent Programs	Permanent Programs
Average recorded investment in loans	$271,114	$248,686
Interest income recognized during the time within the period these loans were impaired[2]	$765	$2.107
Gross interest income that would have been recorded in accordance with the original terms[3]	$10,462	$28,707

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(1) In addition to loans modified through permanent workout programs, in the first quarter 2011, the Company began accounting for credit card loans modified through temporary hardship and external programs as troubled debt restructurings. The impact on the allowance for loan losses as a result of this change was not material.

(2) The Company does not separately track interest income on loans in modification programs. Amounts shown are estimated by applying an average interest rate to the average loans in the various modification programs.

(3) The Company does not separately track the amount of gross interest income that would have been recorded if the loans in modification programs had not been restructured and interest had instead been recorded in accordance with the original terms. Amounts shown are estimated by applying the difference between the average interest rate earned on non-impaired credit card loans and the average interest rate earned on loans in the modification programs to the average loans in the modification programs.

Purchased Credit-Impaired Loans. Purchased loans with evidence of credit deterioration after origination for which it is probable that not all contractually required payments will be collected are considered impaired at acquisition and are reported as PCI loans. The private student loans acquired in The Student Loan Corporation transaction comprise the Company's only PCI loans at August 31, 2011.

PCI loans are subject to interest income recognition on the basis of expected cash flows rather than contractual cash flows, pursuant to ASC Subtopic 310-30, Loans and Debt Securities Acquired with Deteriorated Credit Quality. The Company accounts for the entire portfolio of acquired private student loans on the basis of expected cash flows. The loan portfolio was acquired at a discount related, at least in part, to a decline in the credit quality of the loans after their origination, and management has concluded it is probable that it will be unable to collect all contractually required payments due. However, the Company is unable to specifically identify which loans it will be unable to collect.

The PCI student loans were aggregated into pools based on common risk characteristics. Loans were grouped primarily on the basis of origination date as loans originated in a particular year generally reflect the application of common origination strategies and/or underwriting criteria. Because student loan payments are deferred while a student is in school and all loans in deferment are considered performing, the segmentation between performing and non-performing loans is not considered an accurate risk indicator and was therefore not used as a basis for segmentation. The loan pools match the composition of the securitization trusts in which the acquired loans are held. Each pool is accounted for as a single asset and each has a single composite interest rate, total contractual cash flows and total expected cash flows.

As of the December 31, 2010 acquisition date, the PCI student loans had an aggregate outstanding balance of approximately $3.8 billion, including accrued interest, and a fair value (initial carrying value) of approximately $3.1 billion. Of the $3.8 billion aggregate outstanding balance of loans acquired, loans with an aggregate outstanding balance of approximately $31 million were non-performing as of the acquisition date. PCI student loans had an outstanding balance of $3.4 billion, including accrued interest, and a related carrying amount of $2.9 billion as of August 31, 2011.

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At the time of acquisition, these loans were recorded at fair value. The Company estimated the initial fair value of the acquired loans based on the cash flows expected to be collected, discounted at a market rate of interest. Expected cash flows used in the initial fair value measurement reflect the effect of expected losses and prepayments as well as anticipated changes in the interest rate indices applicable to these variable rate loans.

Interest income is recognized on each pool of PCI student loans through accretion on a level-yield basis over the life of the loan pool of the difference between the carrying amount of the loan pool and the expected cash flows (accretable yield). The initial estimate of the fair value of the PCI student loans includes the impact of expected credit losses, and therefore, no allowance for loan losses was recorded at the purchase date. The difference between contractually required cash flows and cash flows expected to be collected, as measured at the acquisition date, is referred to as the non-accretable difference. Charge-offs are absorbed by the non-accretable difference and do not result in a charge to earnings.

The estimate of cash flows expected to be collected is updated each reporting period to reflect management's latest assumptions about expected credit losses and borrower prepayments, and interest rates in effect in the current period. To the extent expected credit losses increase after the date of acquisition, the Company must record an allowance for loan losses through the provision for loan losses, which would reduce net income. There has not been any significant credit deterioration since the acquisition date, and therefore no allowance has been established for the PCI student loans at August 31, 2011. Changes in expected cash flows related to changes in prepayments or interest rate indices for variable rate loans generally are recorded prospectively as adjustments to interest income.

To the extent that a significant increase in cash flows due to lower expected losses is deemed probable, the Company will first reverse any previously established allowance for loan losses and then increase the amount of remaining accretable yield. The increase to yield would be recognized prospectively over the remaining life of the loan pool. An increase in the accretable yield would reduce the remaining non-accretable difference available to absorb subsequent charge-offs.

Certain PCI student loans in one of the pools are covered by an indemnification agreement with Citibank for credit losses. The indemnified loans are presented along with all other PCI student loans and the related indemnification asset is recognized as a separate asset on the Company's condensed consolidated statement of financial condition. See Note 2: Business Combinations for a description of the indemnification asset.

The following table shows contractually required payments receivable, cash flows expected to be collected and fair value of loans acquired as of the acquisition date (dollars in millions):

	At December 31, 2010
Contractually required payments receivable [1]	$ 5,673
Less: Non-accretable difference [2]	(846)
Cash flows expected to be collected	4,827
Less: Accretable yield [3]	(1,776)
Fair value of loans acquired	$ 3,051

(1) Amount represents principal and interest payments, both currently due and due in the future, adjusted for the effect of estimated prepayments.

(2) Charge-offs on acquired loans will be written off against non-accretable difference.

(3) Amount accreted into interest income over the estimated lives of the acquired loans.

The following table provides changes in accretable yield for the acquired loans for the three and nine month periods ended August 31, 2011 (dollars in millions):

	For the Three Months Ended August 31, 2011	For the Nine Months Ended August 31, 2011
Balance at beginning of period	$1,772	$—
Acquisition of The Student Loan Corporation	—	1,776

Accretion into interest income	(54)	(149)
Reclassifications from non-accretable difference	—	91
Balance at end of period	$1,718	$1,718

During the nine months ended August 31, 2011, the Company reclassified $91 million from non-accretable difference because of an increase in expected cash flows. This amount will be recognized prospectively as an adjustment to yield over the remaining life of the pools.

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At August 31, 2011, the 30 or more days delinquency and 90 or more days delinquency rates on PCI student loans (which includes loans not yet in repayment) were 2.60% and 0.83% , respectively. These rates include private student loans that are greater than 120 days delinquent that are covered by an indemnification agreement or insurance arrangements through which the Company expects to recover a substantial portion of the loan. The net charge-off rate on PCI student loans for the three and nine months ended August 31, 2011 was 1.23% and 1.22%, respectively.

5. Credit Card and Student Loan Securitization Activities

Credit Card Securitization Activities

The Company accesses the term asset securitization market through the Discover Card Master Trust I ("DCMT") and the Discover Card Execution Note Trust ("DCENT"), which are trusts into which credit card loan receivables are transferred (or, in the case of DCENT, into which beneficial interests in DCMT are transferred) and from which beneficial interests are issued to investors.

The DCMT structure consists of Class A, triple-A rated certificates and Class B, single-A rated certificates held by third parties. Credit enhancement is provided by the subordinated Class B certificates, cash collateral accounts, and more subordinated Series 2009-CE certificates that are held by a wholly-owned subsidiary of Discover Bank. The DCENT debt structure consists of four classes of securities (DiscoverSeries Class A, B, C and D notes), with the most senior class generally receiving a triple-A rating. In this structure, in order to issue senior, higher rated classes of notes, it is necessary to obtain the appropriate amount of credit enhancement, generally through the issuance of junior, lower rated or more highly subordinated classes of notes. The majority of these more highly subordinated classes of notes are held by subsidiaries of Discover Bank. In addition, there is another series of certificates (Series 2009-SD) issued by DCMT which provides increased excess spread levels to all other outstanding securities of the trusts. The Series 2009-SD certificates are held by a wholly-owned subsidiary of Discover Bank. In January 2010, the Company increased the size of the Class D (2009-1) note and Series 2009-CE certificate to further support the more senior securities of the trusts. The Company was not contractually required to provide this incremental level of credit enhancement but did so pursuant to the trusts' governing documents in order to maintain the credit ratings of the securities issued by the trusts and to preserve the Company's ability to participate in the credit card asset-backed securitization markets. The credit-related risk of loss associated with trust assets as of the balance sheet date to which the Company is exposed through the retention of these subordinated interests is fully captured in the allowance for loan losses recorded by the Company.

The Company's credit card securitizations are accounted for as secured borrowings and the trusts are treated as consolidated subsidiaries of the Company. The Company's retained interests in the assets of the trusts, principally consisting of investments in DCMT certificates and DCENT notes held by subsidiaries of Discover Bank, constitute intercompany positions which are eliminated in the preparation of the Company's condensed consolidated statement of financial condition.

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Upon transfer of credit card loan receivables to the trust, the receivables and certain cash flows derived from them become restricted for use in meeting obligations to the trusts' creditors. The trusts have ownership of cash balances that also have restrictions, the amounts of which are reported in restricted cash. Investment of trust cash balances is limited to investments that are permitted under the governing documents of the trusts and which have maturities no later than the related date on which funds must be made available for distribution to trust investors. With the exception of the seller's interest in trust receivables, the Company's interests in trust assets are generally subordinate to the interests of third-party investors and, as such, may not be realized by the Company if needed to absorb deficiencies in cash flows that are allocated to the investors in the trusts' debt. The carrying values of these restricted assets, which are presented on the Company's condensed consolidated statement of financial condition as relating to securitization activities, are shown in the table below (dollars in thousands):

	August 31, 2011	November 30, 2010
Cash collateral accounts [1]	$226,579	$459,474
Collections and interest funding accounts	585,030	904,284
Restricted cash	811,609	1,363,758
Investors' interests held by third-party investors	12,621,054	14,921,057
Investors' interests held by wholly owned subsidiaries of Discover Bank	4,327,121	4,608,210
Seller's interest	17,030,805	14,923,722
Loan receivables [2]	33,978,980	34,452,989
Allowance for loan losses allocated to securitized loan receivables [2]	(1,589,949)	(2,431,399)
Net loan receivables	32,389,031	32,021,590
Other	25,195	24,083
Carrying value of assets of consolidated variable interest entities	$33,225,835	$33,409,431

(1) As of November 30, 2010, the full amount was pledged as collateral against a long-term borrowing.

(2) The Company maintains its allowance for loan losses at an amount sufficient to absorb probable losses inherent in all loan receivables, which includes all loan receivables in the trusts. Therefore, credit risk associated with the transferred receivables is fully reflected on the Company's balance sheet in accordance with GAAP.

The debt securities issued by the consolidated VIEs are subject to credit, payment and interest rate risks on the transferred credit card loan receivables. To protect investors, the securitization structures include certain features that could result in earlier-than-expected repayment of the securities. The primary investor protection feature relates to the availability and adequacy of cash flows in the securitized pool of receivables to meet contractual requirements. Insufficient cash flows would trigger the early repayment of the securities. This is referred to as the "economic early amortization" feature.

Investors are allocated cash flows derived from activities related to the accounts comprising the securitized pool of receivables, the amounts of which reflect finance charges billed, certain fee assessments, allocations of merchant discount and interchange, and recoveries on charged-off accounts. From these cash flows, investors are reimbursed for charge-offs occurring within the securitized pool of receivables and receive a contractual rate of return and Discover Bank is paid a servicing fee as servicer. Any cash flows remaining in excess of these requirements are reported to investors as excess spread. An excess spread rate of less than 0% for a contractually specified period, generally a three-month average, would trigger an economic early amortization event. In such an event, the Company would be required to seek immediate sources of replacement funding. Apart from the restricted assets related to securitization activities, the investors and the securitization trusts have no recourse to the Company's other assets or credit for a shortage in cash flows.

The Company is required to maintain a contractual minimum level of receivables in the trust in excess of the face value of outstanding investors' interests. This excess is referred to as the minimum seller's interest requirement. The required minimum seller's interest in the pool of trust receivables, which is included in credit card loan receivables restricted for securitization investors, is set at approximately 7% in excess of the total investors' interests (which includes interests held by third parties as well as those certificated interests held by the Company). If the level of receivables in the trust was to fall below the required minimum, the Company would be required to add receivables from the unrestricted pool of receivables, which would increase the amount of credit card loan receivables restricted for securitization investors. A decline in the amount of the excess seller's interest could occur if balance repayments and charge-offs exceeded new lending on the securitized accounts or as a result of changes in total outstanding investors' interests. If the Company could not add enough receivables to satisfy the requirement, an early amortization (or repayment) of investors' interests would be triggered.

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Another feature of the Company's securitization structure that is designed to protect investors' interests from loss, which is applicable only to the notes issued from DCENT, is a reserve account funding requirement in which excess cash flows generated by the transferred loan receivables are held at the trust. This funding requirement is triggered when DCENT's three-month average excess spread rate decreases to below 4.5%, with increasing funding requirements as excess spread levels decline below preset levels to 0%.

In addition to performance measures associated with the transferred credit card loan receivables, there are other events or conditions which could trigger an early amortization event. As of August 31, 2011, no economic or other early amortization events have occurred.

The tables below provide information concerning investors' interests and related excess spreads at August 31, 2011 (dollars in thousands):

	Investors' Interests[1]	# of Series Outstanding
Discover Card Master Trust I	$3,830,858	7
Discover Card Execution Note Trust (DiscoverSeries notes)	13,117,317	28
Total investors' interests	$16,948,175	35

(1) Investors' interests include third-party interests and subordinated interests held by wholly-owned subsidiaries of Discover Bank.

	3-Month Rolling Average Excess Spread[1][2]
Group excess spread percentage	16.92%
DiscoverSeries excess spread percentage	16.76%

(1) DCMT certificates refer to the higher of the Group excess spread or their applicable series excess spread (not shown) and DiscoverSeries notes refer to the higher of the Group or DiscoverSeries excess spread in assessing whether an economic early amortization has been triggered.

(2) Discount Series (DCMT 2009-SD) makes principal collections available for reallocation to other series to cover shortfalls in interest and servicing fees and to reimburse charge-offs. Three-month rolling average excess spread rates reflected the availability of these additional collections.

The Company continues to own and service the accounts that generate the loan receivables held by the trusts. Discover Bank receives servicing fees from the trusts based on a percentage of the monthly investor principal balance outstanding. Although the fee income to Discover Bank offsets the fee expense to the trusts and thus is eliminated in consolidation, failure to service the transferred loan receivables in accordance with contractual requirements could lead to a termination of the servicing rights and the loss of future servicing income.

Student Loan Securitization Activities

The Company's student loan securitizations are accounted for as secured borrowings and the trusts are treated as consolidated subsidiaries of the Company. Trust receivables underlying third-party investors' interests are recorded in purchased credit-impaired loans, and the related debt issued by the trusts is reported in long-term borrowings. The assets of the Company's consolidated VIEs are restricted from being sold or pledged as collateral for other borrowings and the cash flows from these restricted assets may be used only to pay obligations of the trust.

Under terms of all the trust arrangements, the Company has the option, but not the obligation, to provide financial support to the trusts, but has never provided such support. A substantial portion of the credit risk associated with the securitized loans has been transferred to third parties under private credit insurance or indemnification arrangements. See Note 2: Business Combinations.

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The carrying values of these restricted assets, which are presented on the Company's condensed consolidated statement of financial condition as relating to securitization activities, are shown in the table below (dollars in thousands):

	August 31, 2011
Restricted cash	$125,621
Student loan receivables	$2,876,923
Other assets	$5,209
Carrying value of assets of consolidated variable interest entities	$3,007,753

6. Deposits

The Company offers its deposit products, including certificates of deposit, money market accounts, online savings accounts and Individual Retirement Account (IRA) certificates of deposit to customers through two channels: (i) through direct marketing, internet origination and affinity relationships ("direct-to-consumer deposits"); and (ii) indirectly through contractual arrangements with securities brokerage firms ("brokered deposits"). As of August 31, 2011 and November 30, 2010, the Company had approximately $24.5 billion and $20.6 billion, respectively, of direct-to-consumer deposits and approximately $13.0 billion and $13.7 billion, respectively, of brokered deposits.
A summary of interest-bearing deposit accounts is as follows (dollars in thousands):

	August 31, 2011	November 30, 2010
Certificates of deposit in amounts less than $100,000[(1)]	$19,524,679	$19,797,420
Certificates of deposit from amounts of $100,000[(1)] to less than $250,000[(1)]	4,999,091	4,626,792
Certificates of deposit in amounts of $250,000[(1)] or greater	1,148,445	1,146,843
Savings deposits, including money market deposit accounts	11,797,822	8,738,784
Total interest-bearing deposits	$37,470,037	$34,309,839
Average annual interest rate	2.67 %	3.12 %

(1) $100,000 represents the basic insurance amount previously covered by the FDIC. Effective July 21, 2010, the basic insurance per depositor was permanently increased to $250,000.

At August 31, 2011, certificates of deposit maturing during the remainder of 2011, over the next four years and thereafter were as follows (dollars in thousands):

Year	Amount
2011	$2,650,831
2012	$10,787,166
2013	$5,939,329
2014	$2,576,005
2015	$1,949,946
Thereafter	$1,768,938

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7. Borrowings

Long-term borrowings consist of borrowings and capital leases having original maturities of one year or more. The following table provides a summary of the Company's long-term borrowings and weighted average interest rates on balances outstanding at period end (dollars in thousands):

	August 31, 2011			November 30, 2010				
	Outstanding	Interest Rate		Outstanding	Interest Rate		Interest Rate Terms	Maturity
Securitized Debt								
Fixed rate asset-backed securities (including discount of $1,339)	$1,748,660	5.65	%	$2,598,343	5.47	%	Various fixed rates	Various June 2013—September 2017
Floating rate asset-backed securities	9,371,055	0.77	%	10,621,057	0.75	%	1-month LIBOR(1) + 3 to 130 basis points	Various September 2011—September 2015
Floating rate asset-backed securities	1,250,000	0.59	%	1,250,000	0.63	%	3-month LIBOR(1) + 34 basis points	December 2012
Floating rate asset-backed securities and other borrowings	250,000	0.89	%	450,000	0.98	%	Commercial Paper rate + 70 basis points	April 2013
Total Discover Card Master Trust I and Discover Card Execution Note Trust	12,619,715			14,919,400				
Floating rate asset-backed securities (including discount of $238,629)	1,436,906	0.45	%	—			3-month LIBOR(1) + 7 to 45 basis points	Various April 2018—July 2036(2)
Floating rate asset-backed securities (including discount of $3,847)	648,407	4.25	%	—			Prime rate +100 basis points	June 2031(2)
Floating rate asset-backed securities (including premium of $2,927)	165,597	4.00	%	—			Prime rate + 75 basis points	July 2042(2)
Floating rate asset-backed securities (including premium of $6,894)	389,884	3.71	%	—			1-month LIBOR(1) + 350 basis points	July 2042(2)
Total SLC Private Student Loan Trusts	2,640,794			—				
Total Long-Term Borrowings—owed to securitization investors	15,260,509			14,919,400				
Discover Financial Services (Parent Company)								
Fixed rate senior notes due 2017								
Principal value (including discount of	399,528	6.45	%	399,467	6.45	%	Fixed	June 2017

$472)								
Fair value adjustment[3]	8,456			(7,888	)			
Book value	407,984			391,579				
Fixed rate senior notes due 2019	400,000	10.25	%	400,000	10.25	%	Fixed	July 2019
Discover Bank								
Subordinated bank notes due 2019 (including discount of $1,483)	698,517	8.70	%	698,382	8.70	%	Fixed	November 2019
Subordinated bank notes due 2020 (including discount of $2,988)	497,012	7.00	%	496,753	7.00	%	Fixed	April 2020
Floating rate secured borrowings	—	—	%	93,980	0.79	%	Commercial Paper rate + 50 basis points	December 2010
Floating rate secured borrowings	—	—	%	212,336	0.70	%	1-month LIBOR(1) + 45 basis points	December 2010
Floating rate secured borrowings[4]	454,178	0.72	%	492,910	0.66	%	Commercial Paper rate + 50 basis points	August 2013(4)
Capital lease obligations	—	—	%	388	6.26	%	Fixed	June 2011
Total long-term borrowings	$17,718,200			$17,705,728				

(1) London Interbank Offered Rate ("LIBOR").

(2) Repayment of this debt is dependent upon the timing of principal and interest payments on the underlying student loans. The dates shown represent final maturity dates.

(3) The Company uses interest rate swaps to hedge this long-term borrowing against changes in fair value attributable to changes in LIBOR. See Note 14: Derivatives and Hedging Activities.

(4) Under a program established by the U.S. Department of Education, this loan facility was entered into to fund certain federal student loans, which were held for sale at August 31, 2011 and November 30, 2010. Principal and interest payments on the underlying student loans will reduce the balance of the secured borrowing over time, with final maturity in August 2013. However, upon sale of the loans, this loan facility will be repaid.

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Maturities. At August 31, 2011, long-term borrowings maturities during the remainder of 2011, over the next four years and thereafter were as follows (dollars in thousands):

Year	Amount
2011	$526,234
2012	3,325,989
2013	5,632,873
2014	1,989,293
2015	599,819
Thereafter	5,643,992
Total	$17,718,200

The Company has an unsecured credit agreement that is effective through May 2012. The agreement provides for a revolving credit commitment of up to $2.4 billion (of which the Company may borrow up to 30% and Discover Bank may borrow up to 100% of the total commitment). As of August 31, 2011, the Company had no outstanding balances due under the facility. The credit agreement provides for a commitment fee on the unused portion of the facility, which can range from 0.07% to 0.175% depending on the index debt ratings. Loans outstanding under the credit facility bear interest at a margin above the Federal Funds rate, LIBOR, the EURIBOR or the Euro Reference rate. The terms of the credit agreement include various affirmative and negative covenants, including financial covenants related to the maintenance of certain capitalization and tangible net worth levels, and certain double leverage, delinquency and Tier 1 capital to managed loans ratios. The credit agreement also includes customary events of default with corresponding grace periods, including, without limitation, payment defaults, cross-defaults to other agreements evidencing indebtedness for borrowed money and bankruptcy-related defaults. The commitment may be terminated upon an event of default.

The Company also has access to committed undrawn capacity through private securitizations to support the funding of its credit card loan receivables. As of August 31, 2011, the total commitment of secured credit facilities through private providers was $6.8 billion, of which $250 million had been used and was included in long-term borrowings at August 31, 2011. Access to the unused portions of the secured credit facilities is dependent upon the agreement with each of the providers which have various expirations in 2012, 2013 and 2014. Borrowings outstanding under each facility bear interest at a margin above LIBOR or the asset-backed commercial paper costs of each individual conduit provider. The terms of each agreement provide for a commitment fee to be paid on the unused capacity, and include various affirmative and negative covenants, including performance metrics and legal requirements similar to those required to issue any term securitization transaction.

Short-Term Borrowings. Short-term borrowings consist of overnight Federal Funds purchased with original maturities less than one year. Total short-term borrowings as of August 31, 2011 were $100 million and the weighted-average interest rate was 0.06%. There were no outstanding short-term borrowings as of November 30, 2010.

8. Income Taxes

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Income tax expense consisted of the following (dollars in thousands):

	For the Three Months Ended August 31,		For the Nine Months Ended August 31,	
	2011	2010	2011	2010
Current:				
U.S. federal	$213,765	$68,942	$550,250	$166,541
U.S. state and local	38,576	24,451	74,292	38,512
International	747	53	3,018	298
Total	253,088	93,446	627,560	205,351
Deferred:				
U.S. federal	135,145	73,149	332,965	61,301
U.S. state and local	10,024	4,931	18,882	1,830
International	6	—	7	—
Total	145,175	78,080	351,854	63,131
Income tax expense	$398,263	$171,526	$979,414	$268,482

The following table reconciles the Company's effective tax rate to the U.S. federal statutory income tax rate:

	For the Three Months Ended August 31,		For the Nine Months Ended August 31,	
	2011	2010	2011	2010
U.S. federal statutory income tax rate	35.0 %	35.0 %	35.0 %	35.0 %
U.S. state and local income taxes, net of U.S. federal income tax benefits	3.4	4.8	2.6	4.3
Valuation allowance - capital loss	—	—	(0.8)	—
Non-deductible compensation	—	0.1	—	0.5
Other	(0.4)	(0.2)	(0.4)	(0.5)
Effective income tax rate	38.0 %	39.7 %	36.4 %	39.3 %

The Company is under continuous examination by the IRS and the tax authorities for various states. The tax years under examination vary by jurisdiction; for example, the current IRS examination covers 1999 through the short period June 30, 2007 when Discover was a subsidiary of Morgan Stanley. The Company was recently notified by the IRS that the years 2008 through 2009, which are after Discover spun off from Morgan Stanley, are going to be audited. The Company regularly assesses the likelihood of additional assessments in each of the taxing jurisdictions resulting from these and subsequent years' examinations. As part of its audit of 1999 through 2005, the IRS has proposed additional tax assessments. In August 2010, the Company filed an appeal with the IRS to protest the proposed adjustments. The Company does not anticipate that a resolution of this matter will occur within the next twelve months as it is in the preliminary stage. Due to uncertainty of the outcome of the appeal, the Company is unable to determine if the total amount of unrecognized tax benefits will significantly increase or decrease within the next twelve months. However, the Company believes that its reserve is sufficient to cover any penalties and interest that would result in an increase in federal taxes due.

9. Earnings Per Share

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The following table presents the calculation of basic and diluted EPS (in thousands, except per share amounts):

	For the Three Months Ended August 31,		For the Nine Months Ended August 31,	
	2011	2010	2011	2010
Numerator:				
Net income	$648,818	$260,617	$1,714,129	$415,146
Preferred stock dividends	—	—	—	(23,811)
Preferred stock accretion	—	—	—	(66,492)
Net income available to common stockholders	648,818	260,617	1,714,129	324,843
Income allocated to participating securities	(7,046)	(2,423)	(19,493)	(3,230)
Net income allocated to common stockholders	$641,772	$258,194	$1,694,636	$321,613
Denominator:				
Weighted average shares of common stock outstanding	544,438	544,314	544,997	543,874
Effect of dilutive common stock equivalents	743	2,768	701	6,237
Weighted average shares of common stock outstanding and common stock equivalents	545,181	547,082	545,698	550,111
Basic earnings per share	$1.18	$0.47	$3.11	$0.59
Diluted earnings per share	$1.18	$0.47	$3.11	$0.58

The following securities were considered anti-dilutive and therefore were excluded from the denominator in the computation of diluted EPS (shares in thousands):

	For the Three Months Ended August 31,		For the Nine Months Ended August 31,	
	2011	2010	2011	2010
Unexercised stock options	348	3,944	374	3,418
Unexercised restricted stock units	8	—	3	—
Warrants issued to the U.S. Treasury	—	2,768	—	6,225

10. Capital Adequacy

The Company is subject to capital adequacy guidelines of the Federal Reserve, and Discover Bank (the “Bank”), the Company’s main banking subsidiary, is subject to various regulatory capital requirements as administered by the Federal Deposit Insurance Corporation (the “FDIC”). Failure to meet minimum capital requirements can result in the initiation of certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the financial position and results of the Company and the Bank. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and the Bank must meet specific capital guidelines that involve quantitative measures of assets, liabilities, and certain off-balance sheet items, as calculated under regulatory accounting practices. Capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Company and the Bank to maintain minimum amounts and ratios (as defined in the regulations) of total risk-based capital and Tier 1 capital to risk-weighted assets, and of Tier 1 capital to average assets. As of August 31, 2011, the Company and the Bank met all capital adequacy requirements to which they were subject.

Under regulatory capital requirements, the Company and the Bank must maintain minimum levels of capital that are dependent upon the risk-weighted amount or average level of the financial institution’s assets, specifically (a) 8% to 10% of total risk-based capital to risk-weighted assets (“total risk-based capital ratio”), (b) 4% to 6% of Tier 1 capital to risk-weighted assets (“Tier 1 risk-based capital ratio”) and (c) 4% to 5% of Tier 1 capital to average assets (“Tier 1 leverage ratio”). To be categorized as “well-capitalized,” the Company and the Bank must maintain minimum total risk-based, Tier 1 risk-based, and Tier 1 leverage ratios as set forth in the table below. As of August 31, 2011, the Company and the Bank met the requirements for well-capitalized status and there have been no conditions or events that management believes have changed the Company's or the Bank's category.

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The following table shows the actual capital amounts and ratios of the Company and the Bank as of August 31, 2011 and November 30, 2010 and comparisons of each to the regulatory minimum and "well-capitalized" requirements (dollars in thousands):

	Actual		Minimum Capital Requirements		Capital Requirements To Be Classified as Well-Capitalized	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
August 31, 2011						
Total capital (to risk-weighted assets)						
Discover Financial Services	$9,493,172	17.0 %	$4,460,846	≥8.0%	$5,576,057	≥10.0%
Discover Bank	$8,562,286	15.6 %	$4,398,133	≥8.0%	$5,497,666	≥10.0%
Tier 1 capital (to risk-weighted assets)						
Discover Financial Services	$7,581,177	13.6 %	$2,230,423	≥4.0%	$3,345,634	≥6.0%
Discover Bank	$6,659,969	12.1 %	$2,199,066	≥4.0%	$3,298,599	≥6.0%
Tier 1 capital (to average assets)						
Discover Financial Services	$7,581,177	11.7 %	$2,599,434	≥4.0%	$3,249,292	≥5.0%
Discover Bank	$6,659,969	10.4 %	$2,560,346	≥4.0%	$3,200,433	≥5.0%
November 30, 2010						
Total capital (to risk-weighted assets)						
Discover Financial Services	$7,946,619	15.9 %	$3,989,689	≥8.0%	$4,987,111	≥10.0%
Discover Bank	$7,817,205	15.9 %	$3,923,344	≥8.0%	$4,904,180	≥10.0%
Tier 1 capital (to risk-weighted assets)						
Discover Financial Services	$6,095,000	12.2 %	$1,994,844	≥4.0%	$2,992,266	≥6.0%
Discover Bank	$5,975,824	12.2 %	$1,961,672	≥4.0%	$2,942,508	≥6.0%
Tier 1 capital (to average assets)						
Discover Financial Services	$6,095,000	9.9 %	$2,464,324	≥4.0%	$3,080,406	≥5.0%
Discover Bank	$5,975,824	9.8 %	$2,431,610	≥4.0%	$3,039,512	≥5.0%

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11. Commitments, Contingencies and Guarantees

Lease commitments. The Company leases various office space and equipment under capital and non-cancelable operating leases which expire at various dates through 2021. At August 31, 2011, future minimum payments on leases with original terms in excess of one year consist of the following (dollars in thousands):

	Operating Leases
2011	$2,537
2012	10,401
2013	8,614
2014	7,161
2015	6,135
Thereafter	14,458
Total minimum lease payments	$49,306

Unused commitments to extend credit. At August 31, 2011, the Company had unused commitments to extend credit for consumer loans and commercial loans of approximately $164 billion. Such commitments arise primarily from agreements with customers for unused lines of credit on certain credit cards and certain other consumer loan products, provided there is no violation of conditions in the related agreement. These commitments, substantially all of which the Company can terminate at any time and which do not necessarily represent future cash requirements, are periodically reviewed based on account usage, customer creditworthiness and loan qualification.

Commitments to purchase private student loans. Prior to its acquisition by Discover Bank on December 31, 2010, SLC had an agreement with Citibank providing for the origination and servicing of private student loans. Citibank would originate and fund such loans and, after final disbursement, SLC would purchase the loans from Citibank. This agreement between SLC and Citibank was terminated on December 31, 2010, at which time Discover Bank entered into an agreement with Citibank to purchase (i) eligible private student loans originated by Citibank prior to December 31, 2010 and (ii) any private student loans originated by Citibank on or after December 31, 2010 under a new loan origination agreement entered into between Citibank and SLC on December 31, 2010. Discover Bank has agreed to purchase the loans at the funded amount (plus accrued interest and less any capitalized fees for any loans first funded prior to December 31, 2010) and, for any loans first funded by Citibank on December 31, 2010 or later, pay a premium equal to 0.125%. Discover Bank completed the first purchase of loan participations under this agreement on January 3, 2011. The agreement has been amended to extend to December 31, 2012, effective only upon the closing of Discover Bank's purchase of private student loans from Citibank pursuant to an asset purchase agreement dated August 31, 2011. Although the agreement does not set forth a minimum or maximum amount of loans to be purchased, Discover Bank must purchase all eligible loans originated by Citibank, which the Company estimates to be $1.0 billion to $1.5 billion over the life of the agreement, as amended. As of August 31, 2011, Discover Bank had an outstanding commitment to purchase $88.2 million of loans under this agreement.

Secured Borrowing Representations and Warranties. As part of the Company's financing activities, the Company provides representations and warranties that certain assets pledged as collateral in secured borrowing arrangements conform to specified guidelines. Due diligence is performed by the Company which is intended to ensure that asset guideline qualifications are met. If the assets pledged as collateral do not meet certain conforming guidelines, the Company may be required to replace, repurchase or sell such assets. In its credit card securitization activities, the Company would replace nonconforming receivables through the allocation of excess seller's interest or from additional transfers from the unrestricted pool of receivables. If the Company could not add enough receivables to satisfy the requirement, an early amortization (or repayment) of investors' interests would be triggered. In its student loan securitizations, the Company would generally repurchase the loans from the trust at the outstanding principal amount plus interest.

The maximum potential amount of future payments the Company could be required to make would be equal to the current outstanding balances of third-party investor interests in credit card asset-backed securities plus the principal amount of any other outstanding secured borrowings. The Company has recorded substantially all of the maximum potential amount of future payments in long-term borrowings on the Company's statement of financial condition. The Company has not recorded any incremental contingent liability associated with its secured borrowing representations and warranties. Management believes that the probability of having to replace, repurchase or sell assets pledged as collateral under secured borrowing arrangements, including an early amortization event, is low.

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Guarantees. The Company has obligations under certain guarantee arrangements, including contracts and indemnification agreements, which contingently require the Company to make payments to the guaranteed party based on changes in an underlying asset, liability or equity security of a guaranteed party, rate or index. Also included as guarantees are contracts that contingently require the Company to make payments to a guaranteed party based on another entity's failure to perform under an agreement. The Company's use of guarantees is disclosed below by type of guarantee.

Counterparty Settlement Guarantees. Diners Club and DFS Services LLC, on behalf of PULSE, have various counterparty exposures, which are listed below.

- Merchant Guarantee. Diners Club has entered into contractual relationships with certain international merchants, which generally include travel-related businesses, for the benefit of all Diners Club licensees. The licensees hold the primary liability to settle the transactions of their customers with these merchants. However, Diners Club retains a counterparty exposure if a licensee fails to meet its financial payment obligation to one of these merchants.
- ATM Guarantee. PULSE entered into contractual relationships with certain international ATM acquirers in which DFS Services LLC retains counterparty exposure if an issuer fails to fulfill its settlement obligation.

The maximum potential amount of future payments related to such contingent obligations is dependent upon the transaction volume processed between the time a counterparty defaults on its settlement and the time at which the Company disables the settlement of any further transactions for the defaulting party, which could be up to one month depending on the type of guarantee/counterparty. However, there is no limitation on the maximum amount the Company may be liable to pay. The actual amount of the potential exposure cannot be quantified as the Company cannot determine whether particular counterparties will fail to meet their settlement obligations. While the Company has some contractual remedies to offset these counterparty settlement exposures (such as letters of credit or pledged deposits), in the event that all licensees and/or issuers were to become unable to settle their transactions, the Company estimates its maximum potential counterparty exposures to these settlement guarantees, based on historical transaction volume of up to one month, would be as follows:

	August 31, 2011
Diners Club:	
Merchant guarantee (in millions)	$255
PULSE:	
ATM guarantee (in thousands)	$1,077

With regard to the counterparty settlement guarantees discussed above, the Company believes that the estimated amounts of maximum potential future payments are not representative of the Company's actual potential loss exposure given Diners Club's and PULSE's insignificant historical losses from these counterparty exposures. As of August 31, 2011, the Company had not recorded any contingent liability in the condensed consolidated financial statements for these counterparty exposures, and management believes that the probability of any payments under these arrangements is low.

The Company also retains counterparty exposure for the obligations of Diners Club licensees that participate in the Citishare network, an electronic funds processing network. Through the Citishare network, Diners Club customers are able to access certain ATMs directly connected to the Citishare network. The Company's maximum potential future payment under this counterparty exposure is limited to $15 million, subject to annual adjustment based on actual transaction experience. However, as of August 31, 2011, the Company had not recorded any contingent liability in the condensed consolidated financial statements related to this counterparty exposure, and management believes that the probability of any payments under this arrangement is low.

Merchant Chargeback Guarantees. The Company issues and permits third parties to issue payment cards and owns and operates the Discover Network. The Company is contingently liable for certain transactions processed on the Discover Network in the event of a dispute between the payment card customer and a merchant. The contingent liability arises if the disputed transaction involves a merchant or merchant acquirer with whom the Discover Network has a direct relationship. If a dispute is resolved in the customer's favor, the Discover Network will credit or refund the disputed amount to the Discover Network card issuer, who in turn credits its customer's account. The Discover Network will then charge back the disputed amount of the payment card transaction to the merchant or merchant acquirer, where permitted by the applicable agreement, to seek recovery of amounts already paid to the merchant for payment card transactions. If the Discover Network is unable to collect the amount subject to dispute from the merchant or merchant acquirer (e.g., in the event of merchant default or dissolution) or after

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expiration of the time period for chargebacks in the applicable agreement, the Discover Network will bear the loss for the amount credited or refunded to the customer. In most instances, a loss by the Discover Network is unlikely to arise in connection with payments on card transactions because most products or services are delivered when purchased, and credits are issued by merchants on returned items in a timely fashion, thus minimizing the likelihood of cardholder disputes with respect to amounts paid by the Discover Network. However, where the product or service is not scheduled to be provided to the customer until a later date following the purchase, the likelihood of a contingent payment obligation by the Discover Network increases.

The maximum potential amount of obligations of the Discover Network arising as a result of such contingent obligations is estimated to be the portion of the total Discover Network transaction volume processed to date for which timely and valid disputes may be raised under applicable law and relevant issuer and customer agreements. There is no limitation on the maximum amount the Company may be liable to pay to issuers. However, the Company believes that such amount is not representative of the Company's actual potential loss exposure based on the Company's historical experience. The actual amount of the potential exposure cannot be quantified as the Company cannot determine whether the current or cumulative transaction volumes may include or result in disputed transactions.

The table below summarizes certain information regarding merchant chargebacks guarantees:

	For the Three Months Ended August 31,		For the Nine Months Ended August 31,	
	2011	2010	2011	2010
Losses related to merchant chargebacks (in thousands)	$291	$1,036	$1,625	$2,294
Aggregate sales transaction volume (in millions)[(1)]	$28,416	$25,990	$81,051	$74,645

(1) Represents period transactions processed on the Discover Network to which a potential liability exists which, in aggregate, can differ from credit card sales volume.

The Company has not recorded any contingent liability in the condensed consolidated financial statements for merchant chargeback guarantees on August 31, 2011 and November 30, 2010. The Company mitigates the risk of potential loss exposure by withholding settlement from merchants, obtaining third party guarantees, or obtaining escrow deposits or letters of credit from certain merchant acquirers or merchants that are considered higher risk due to various factors such as time delays in the delivery of products or services. The table below provides information regarding settlement withholdings and escrow deposits, which are recorded in interest-bearing deposit accounts, and accrued expenses and other liabilities on the Company's condensed consolidated statements of financial condition (dollars in thousands):

	August 31, 2011	November 30, 2010
Settlement withholdings and escrow deposits	$21,948	$30,483

12. Litigation

In the normal course of business, from time to time, the Company has been named as a defendant in various legal actions, including arbitrations, class actions, and other litigation, arising in connection with its activities. Certain of the actual or threatened legal actions include claims for substantial compensatory and/or punitive damages or claims for indeterminate amounts of damages. The Company contests liability and/or the amount of damages as appropriate in each pending matter. In accordance with applicable accounting guidance, the Company establishes an accrued liability for legal and regulatory matters when those matters present loss contingencies which are both probable and estimable. In such cases, there may be an exposure to loss in excess of any amounts accrued. The Company believes the estimate of the aggregate range of reasonably possible losses (meaning those losses the likelihood of which is more than remote but less than likely) in excess of the amounts that the Company has accrued for legal and regulatory proceedings is from $0 to $40 million. This estimated range of reasonably possible losses is based upon currently available information for those proceedings in which the Company is involved, takes into account the Company's best estimate of such losses for those matters for which an estimate can be made, and does not represent the Company's maximum potential loss exposure. Various aspects of the legal proceedings underlying the estimated range will change from time to time and actual results may vary significantly from the estimate.

The Company's estimated range above involves significant judgment, given the varying stages of the proceedings, the existence of numerous yet to be resolved issues, the breadth of the claims (often spanning multiple years and, in some cases, a wide range of business activities), unspecified damages and/or the novelty of the legal issues presented. The outcome of pending matters could be material to the Company's consolidated financial condition, operating results and cash flows for a particular future period, depending on, among other things, the level of the Company's income for such period, and could adversely affect the Company's reputation.

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The Company has historically relied on the arbitration clause in its cardmember agreements, which has in some instances limited the costs of, and the Company's exposure to, litigation, but there can be no assurance that the Company will continue to be successful in enforcing its arbitration clause in the future. Legal challenges to the enforceability of these clauses have led most card issuers and may cause the Company to discontinue their use, and there are bills pending in Congress to directly or indirectly prohibit the use of pre-dispute arbitration clauses. Further, the Company is involved in pending legal actions challenging its arbitration clause.

The Company is also involved, from time to time, in other reviews, investigations and proceedings (both formal and informal) by governmental agencies regarding the Company's business including, among other matters, accounting, tax and operational matters, some of which may result in significant adverse judgments, settlements, fines, penalties, injunctions, decreases in regulatory ratings or other relief, which could materially impact the Company's financial statements, increase its cost of operations, or limit its ability to execute its business strategies and engage in certain business activities. For example, the Company received a notice of proposed assessment from the IRS related to its audit of the Company's 1999-2005 tax years as further discussed in Note 8: Income Taxes.

In addition, as previously disclosed, the FDIC has been reviewing Discover Bank's marketing practices with respect to its fee-based products, including its payment protection fee product. The FDIC has notified Discover Bank that it plans to take an enforcement action against Discover Bank. Since well before the FDIC's review began, Discover Bank has made changes to both its fee-based products and program, and Discover Bank believes its current practices substantially address the FDIC's concerns.

There are eight class action cases pending in relation to the sale of the Company's payment protection fee product. The cases were filed (all in United States District Courts) on: July 8, 2010 in the Northern District of California (Walker, et al. v. DFS, Inc. and Discover Bank; subsequently transferred to the Northern District of Illinois); July 16, 2010 in the Central District of California (Conroy v. Discover Financial Services and Discover Bank); October 22, 2010 in the District of South Carolina (Alexander v. Discover Financial Services, Inc.; DFS Services LLC; Discover Bank; and Morgan Stanley); November 5, 2010 in the Northern District of Illinois (Callahan v. Discover Financial Services, Inc. and Discover Bank); December 17, 2010 in the Western District of Tennessee (Sack v. DFS Services LLC; Discover Financial Services, Inc.; and Discover Bank); January 14, 2011 in the Eastern District of Pennsylvania (Boyce v. DFS Services LLC; Discover Financial Services Inc.; Discover Bank); February 15, 2011 in the Southern District of Florida (Triplett v. Discover Financial Services, Inc., DFS Financial Services LLC, Discover Bank and Morgan Stanley); and March 7, 2011 in the Eastern District of Pennsylvania (Carter v. Discover Financial Services, Inc., DFS Financial Services LLC, Discover Bank, Morgan Stanley et al.). All of the cases have been transferred to the U.S. District Court for the Northern District of Illinois pursuant to a multi-district litigation order issued by the Joint Panel on Multidistrict Litigation in February 2011. These class actions challenge the Company's marketing practices with respect to its payment protection fee product to cardmembers under various state laws and the Truth in Lending Act. The plaintiffs seek monetary remedies including unspecified damages and restitution, attorneys' fees and costs, and various forms of injunctive relief including an order rescinding the payment protection fee product enrollments of all class members. In June 2011, the Company and class counsel entered into a preliminary global settlement of all of the pending class actions. The settlement is subject to judicial approval.

On December 6, 2010, the Attorney General for the State of Minnesota filed a lawsuit against the Company in the District Court for Hennepin County, Minnesota (Minnesota v. Discover Financial Services, Discover Bank and DFS Services LLC). The lawsuit challenges the Company's enrollment of Discover cardmembers in various fee based products under Minnesota law. The remedies sought in the lawsuit include an injunction prohibiting the Company from engaging in the alleged violations, restitution for all persons allegedly injured by the complained of practices, civil penalties and costs. The Company will seek to vigorously defend all claims asserted against it.

On August 16, 2011, the Attorney General of West Virginia filed a lawsuit against the Company in the Circuit Court of Mason County, West Virginia (West Virginia v. Discover Financial Services, Inc., Discover Bank, DFS Services LLC et al.). The lawsuit asserts various claims related to the Company's marketing and administration of various fee based products under West Virginia law. The relief sought in the lawsuit includes an injunction prohibiting the company from engaging in the alleged violations, restitution and disgorgement of monies received from the complained of practices, civil penalties and costs. The Company will seek to vigorously defend all claims asserted against it.

On August 26, 2011, the Attorney General of Missouri issued a request for information to the Company in connection with an investigation to determine whether the Company has engaged in conduct that violates Missouri law in the marketing of its payment protection fee product to its credit card customers. The Company is cooperating with the Attorney General in the

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investigation.

13. Fair Value Disclosures

The Company is required to disclose the fair value of financial instruments for which it is practical to estimate fair value. To obtain fair values, observable market prices are used if available. In some instances, observable market prices are not readily available and fair value is determined using present value or other techniques appropriate for a particular financial instrument. These techniques involve some degree of judgment and, as a result, are not necessarily indicative of the amounts the Company would realize in a current market exchange. The use of different assumptions or estimation techniques may have a material effect on the estimated fair value amounts.

The following table provides the estimated fair values of financial instruments (dollars in thousands):

	August 31, 2011		November 30, 2010	
	Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
Financial Assets				
Cash and cash equivalents	$3,957,525	$3,957,525	$5,098,733	$5,098,733
Restricted cash	$937,230	$937,230	$1,363,758	$1,363,758
Other short-term investments	$—	$—	$375,000	$375,000
Investment securities:				
Available-for-sale	$5,899,080	$5,899,080	$5,002,579	$5,002,579
Held-to-maturity	$53,088	$51,189	$72,816	$70,195
Net loan receivables	$51,809,393	$52,802,885	$45,532,295	$45,835,543
Derivative financial instruments	$60,955	$60,955	$4,995	$4,995
Financial Liabilities				
Deposits	$37,586,884	$38,395,963	$34,413,383	$35,500,526
Short-term borrowings	$100,000	$100,000	$—	$—
Long-term borrowings—owed to securitization investors	$15,260,509	$15,698,374	$14,919,400	$15,148,534
Other long-term borrowings	$2,457,691	$2,834,879	$2,786,328	$3,118,967
Derivative financial instruments	$4	$4	$6,594	$6,594

Cash and cash equivalents. The carrying value of cash and cash equivalents approximates fair value due to the low level of risk these assets present to the Company as well as the relatively liquid nature of these assets, particularly given their short maturities.

Restricted cash. The carrying value of restricted cash approximates fair value due to the relatively liquid nature of these assets, particularly given the short maturities of the assets in which the restricted cash is invested.

Other short-term investments. The carrying value of other short-term investments approximates fair value due to the low level of risk these assets present to the Company as well as the relatively liquid nature of these assets, particularly given their maturities of less than one year.

Available-for-sale investment securities. Investment securities classified as available-for-sale consist of credit card asset-backed securities issued by other financial institutions, U.S. Treasury and government agency securities, and corporate debt securities. The fair value for the U.S. Treasury and government agency securities are valued based on quoted market prices for the same or similar securities. The fair value estimation techniques for the credit card asset-backed securities issued by other financial institutions and corporate debt securities are discussed below.

Held-to-maturity investment securities. Held-to-maturity investment securities are generally valued based on quoted market prices for the same or similar securities.

Net loan receivables. The Company's loan receivables are comprised of credit card and installment loans, including the

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private student loans acquired from SLC. To estimate the fair value of loan receivables, loans are aggregated into pools of similar loan types, characteristics and expected repayment terms. The fair values of all loan receivables are estimated by discounting expected future cash flows using rates at which similar loans could be made under current market conditions.

Derivative financial instruments. The Company's derivative financial instruments consist of interest rate swaps and foreign currency forward contracts. The valuation of these instruments is determined using widely accepted valuation techniques including discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs, including interest rate curves and option volatility. The fair values of interest rate swaps are determined using the market standard methodology of netting the discounted future fixed cash receipts (or payments) and the discounted expected variable cash payments (or receipts). The variable cash payments (or receipts) are based on an expectation of future interest rates (forward curves) derived from observable market interest rate curves. See Note 14: Derivatives and Hedging Activities for more information.

Deposits. The carrying values of money market deposits, non-interest bearing deposits, interest-bearing demand deposits and savings deposits approximate fair value due to the liquid nature of these deposits. For time deposits for which readily available market rates do not exist, fair values are estimated by discounting expected future cash flows using market rates currently offered for deposits with similar remaining maturities.

Short-term borrowings. The carrying values of short-term borrowings approximate fair value. Federal Funds purchased and repurchase agreements are short-term in nature and have maturities of less than one year.

Long-term borrowings—owed to securitization investors. Fair values of long-term borrowings owed to credit card securitization investors are determined utilizing quoted market prices of the same transactions. Fair values of long-term borrowings owed to student loan securitization investors are calculated by discounting cash flows using estimated assumptions including, among other things, maturity and market discount rates.

Other long-term borrowings. Fair values of other long-term borrowings are determined utilizing current observable market prices for those transactions, if available. If there are no observable market transactions, then fair values are determined by discounting cash flows of future interest accruals at market rates currently offered for borrowings with similar credit risks, remaining maturities and repricing terms.

Assets and Liabilities Measured at Fair Value on a Recurring Basis. ASC 820 defines fair value, establishes a fair value hierarchy that distinguishes between valuations that are based on observable inputs from those based on unobservable inputs, and requires certain disclosures about those measurements. In general, fair values determined by Level 1 inputs are defined as those that utilize quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access. Fair values determined by Level 2 inputs are those that utilize inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted prices for similar assets and liabilities in active or inactive markets, quoted prices for the identical assets in an inactive market, and inputs other than quoted prices that are observable for the asset or liability, such as interest rates and yield curves that are observable at commonly quoted intervals. The Company evaluates factors such as the frequency of transactions, the size of the bid-ask spread and the significance of adjustments made when considering transactions involving similar assets or liabilities to assess the relevance of those observed prices. If relevant and observable prices are available, the fair values of the related assets or liabilities would be classified as Level 2. Fair values determined by Level 3 inputs are those based on unobservable inputs, and include situations where there is little, if any, market activity for the asset or liability being valued. In instances in which the inputs used to measure fair value may fall into different levels of the fair value hierarchy, the level in the fair value hierarchy within which the fair value measurement in its entirety is classified is based on the lowest level input that is significant to the fair value measurement in its entirety. The Company may utilize both observable and unobservable inputs in determining the fair values of financial instruments classified within the Level 3 category. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and involves consideration of factors specific to the asset or liability.

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Disclosures concerning assets and liabilities measured at fair value on a recurring basis are as follows (dollars in thousands):

	Quoted Prices in Active Markets for Identical Assets (Level 1)(1)	Significant Other Observable Inputs (Level 2)(1)	Significant Unobservable Inputs (Level 3)	Total
Balance at August 31, 2011				
Assets				
U.S Treasury securities	$ 2,371,255	$ —	$—	$2,371,255
U.S government agency securities	2,669,180	—	—	2,669,180
Credit card asset-backed securities of other issuers	—	356,940	—	356,940
Corporate debt securities	—	501,705	—	501,705
Equity securities	—	—	—	—
Available-for-sale investment securities	$ 5,040,435	$ 858,645	$—	$5,899,080
Derivative financial instruments	$—	$ 60,955	$—	$60,955
Liabilities				
Derivative financial instruments	$—	$ 4	$—	$4
Balance at November 30, 2010				
Assets				
U.S Treasury securities	$ 1,574,853	$ —	$—	$1,574,853
U.S government agency securities	1,888,701	—	—	1,888,701
Credit card asset-backed securities of other issuers	—	1,031,112	—	1,031,112
Corporate debt securities	—	507,896	—	507,896
Equity securities	—	—	17	17
Available-for-sale investment securities	$ 3,463,554	$ 1,539,008	$ 17	$5,002,579
Derivative financial instruments	$—	$ 4,995	$—	$4,995
Liabilities				
Derivative financial instruments	$—	$ 6,594	$—	$6,594

(1) There were no transfers between Levels 1 and 2 within the fair value hierarchy for the three and nine months ended August 31, 2011 and 2010.

At August 31, 2011, amounts reported in credit card asset-backed securities issued by other institutions reflected senior-rated Class A securities having a par value of $302.0 million and more junior-rated Class B and Class C securities with par values of $32.0 million and $22.3 million, respectively. The Class A securities had a weighted-average coupon of 0.67% and a weighted-average remaining maturity of 12.9 months, the Class B, 0.52% and 14.1 months, respectively, and the Class C, 0.63% and 10.6 months, respectively. The assets underlying these securities are predominantly prime general-purpose credit card loan receivables. Amounts reported in corporate debt securities reflected AAA-rated corporate debt obligations issued under the Temporary Liquidity Guarantee Program (“TLGP”) that are guaranteed by the Federal Deposit Insurance Corporation (“FDIC”) with a par value of $495.0 million, a weighted-average coupon of 2.42% and a weighted-average remaining maturity of 8.6 months.

Regarding the corporate debt obligations issued under TLGP, fair values estimates are derived utilizing a spread relative to an underlying benchmark curve which reflects the terms and conditions of specific instruments being valued. Regarding credit card asset-backed securities, the expected cash flow models used to derive fair value estimates utilize observable market data to the extent available and other valuation inputs such as benchmark yields, reported trades, broker quotes, issuer spreads, bids and offers, the priority of which may vary based on availability of information.

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The following tables provide changes in the Company’s Level 3 assets and liabilities measured at fair value on a recurring basis. Net transfers into and/or out of Level 3 are presented using beginning of the period fair values excluding purchases and other settlements. There were no Level 3 assets or liabilities measured at fair value on a recurring basis at any point during the quarter ended August 31, 2011.

Changes in Level 3 Assets and Liabilities Measured at Fair Value on a Recurring Basis
(dollars in thousands)

For the Nine Months Ended August 31, 2011	Balance at November 30, 2010	Total Realized and Unrealized Gains (Losses)	Sales	Net Transfers Into and/ or Out of Level 3	Balance at August 31, 2011	Change in unrealized gains (losses) related to financial instruments held at August 31, 2011
Assets						
Equity securities	17	144	(161)	—	—	—
Available-for-sale investment securities	$ 17	$ 144	$(161)	$—	$—	—

For the Three Months Ended August 31, 2010	Balance at May 31, 2010	Total Realized and Unrealized Gains (Losses)	Sales	Net Transfers Into and/ or Out of Level 3	Balance at August 31, 2010	Change in unrealized gains (losses) related to financial instruments held at August 31, 2010
Assets						
Asset-backed commercial paper notes	63,732	7,161 (1)	(70,893)	—	—	—
Equity securities	17	—	—	—	17	—
Available-for-sale investment securities	$63,749	$7,161	$(70,893)	$—	$ 17	—

For the Nine Months Ended August 31, 2010	Balance at November 30, 2009	Derecognition of assets upon adoption of Statement No. 167	Total Realized and Unrealized Gains (Losses)	Sales	Net Transfers Into and/ or Out of Level 3	Balance at August 31, 2010	Change in unrealized gains (losses) related to financial instruments held at August 31, 2010
Assets							
Certificated retained interest in DCENT	$2,204,969	$ (2,204,969)	$—	$—	$ —	$ —	$—
Credit card asset-backed securities of other issuers	381,705	—	—	—	(381,705)	—	—
Asset-backed commercial paper notes	58,792	—	12,101 (1)	(70,893)	—	—	—
Equity securities	—	—	—	—	17	17	—
	$2,645,466	$ (2,204,969)	$12,101	$(70,893)	$ (381,688)	$ 17	—

Available-for-sale investment securities							
Cash collateral accounts	$822,585	$(822,585)	$—	$—	$—	$—	$—
Interest-only strip receivable	117,579	(117,579)	—	—	—	—	—
Amounts due from asset securitization	$940,164	$(940,164)	$—	$—	$—	$—	$—

(1) Reflects unrealized pretax gains recorded in other comprehensive income in the condensed consolidated statement of financial condition.

Assets and Liabilities Measured at Fair Value on a Non-Recurring Basis. The Company also has assets that under certain conditions are subject to measurement at fair value on a non-recurring basis. These assets include those associated with acquired businesses, including goodwill and other intangible assets. For these assets, measurement at fair value in periods subsequent to their initial recognition is applicable if one or more is determined to be impaired. During the three and nine months ended August 31, 2011 and 2010, the Company had no impairments related to these assets.
As of August 31, 2011, the Company had not made any fair value elections with respect to any of its eligible assets and liabilities as permitted under ASC 825-10-25.

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14. Derivatives and Hedging Activities

The Company uses derivatives to manage its exposure to various financial risks. The Company does not enter into derivatives for trading or speculative purposes. Derivatives not designated as hedges are used to manage the Company's exposure to interest rate movements and other identified risks but do not meet the strict requirements of hedge accounting. All derivatives are recorded in other assets at their gross positive fair values and in accrued expenses and other liabilities at their gross negative fair values.

Derivatives may give rise to counterparty credit risk. The Company enters into derivative transactions with established dealers that meet minimum credit criteria established by the Company. All counterparties must be pre-approved prior to engaging in any transaction with the Company. Counterparties are monitored on a periodic basis by the Company to ensure compliance with the Company's risk policies and limits.

Derivatives designated as Hedges

Derivatives designated and qualifying as a hedge of the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges. Derivatives designated and qualifying as a hedge of the exposure to changes in the fair value of an asset, liability, or firm commitment attributable to a particular risk, such as interest rate risk, are considered fair value hedges.

Cash Flow Hedges. The Company uses interest rate swaps to manage its exposure to changes in interest rates related to future cash flows resulting from credit card loan receivables. These transactions are hedged for a maximum period of three years. The derivatives are designated as a hedge of the risk of overall changes in cash flows on the Company's portfolios of prime-based interest receipts and qualify for hedge accounting in accordance with ASC Topic 815, Derivatives and Hedging ("ASC 815").

The effective portion of the change in the fair value of derivatives designated as cash flow hedges is recorded in other comprehensive income and is subsequently reclassified into earnings in the period that the hedged forecasted cash flows affect earnings. The ineffective portion of the change in fair value of the derivative, if any, is recognized directly in earnings. Amounts reported in accumulated other comprehensive income related to derivatives at August 31, 2011 will be reclassified to interest income as interest payments are received on certain of the Company's floating rate credit card loan receivables. During the next 12 months, the Company estimates it will reclassify to earnings $7.7 million of pretax gains related to its derivatives designated as cash flow hedges.

Fair Value Hedges. The Company is exposed to changes in fair value of certain of its fixed rate debt obligations due to changes in interest rates. During the three and nine months ended August 31, 2011, the Company used interest rate swaps to manage its exposure to changes in fair value of certain fixed rate senior notes and interest-bearing brokered deposits attributable to changes in LIBOR, a benchmark interest rate as defined by ASC 815. The interest rate swaps involve the receipt of fixed rate amounts from the respective counterparties in exchange for the Company making payments of variable rate amounts over the life of the agreements without exchange of the underlying notional amounts. These interest rate swaps qualify as fair value hedges in accordance with ASC 815. Changes in both (i) the fair values of the derivatives and (ii) the hedged fixed rate senior notes and interest-bearing brokered deposits relating to the risk being hedged were recorded in interest expense and provided substantial offset to one another. Ineffectiveness related to these fair value hedges was recorded in interest expense. Any basis differences between the fair value and the carrying amount of the hedged fixed rate senior notes and interest-bearing brokered deposits at the inception of the hedging relationship is amortized and recorded in interest expense.

Derivatives not designated as Hedges

Foreign Exchange Forward Contracts. The Company has derivatives that are economic hedges and are not designated as hedges for accounting purposes. The Company enters into foreign exchange forward contracts to manage foreign currency risk. Foreign exchange forward contracts involve the purchase or sale of a designated currency at an agreed upon rate for settlement on a specified date. Changes in the fair value of these contracts are recorded in other income.

Interest Rate Swaps. The Company also may have from time to time interest rate swap agreements that are not designated as hedges. As part of its acquisition of SLC, the Company also acquired an interest rate swap related to the securitized debt assumed in the SLC transaction. Such agreements are not speculative and are also used to manage interest rate risk but are not designated for hedge accounting. Changes in the fair value of these contracts are recorded in other income.

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The following table summarizes the fair value (including accrued interest) and related outstanding notional amounts of derivative instruments and indicates where within the statement of financial condition each is reported as of August 31, 2011 and November 30, 2010. See Note 13: Fair Value Disclosures for a description of the valuation methodologies of derivatives. (Dollars in thousands, except notional amounts):

	August 31, 2011				November 30, 2010		
			Balance Sheet Location			Balance Sheet Location	
	Notional Amount	Number of Transactions	Other Assets (At Fair Value)	Accrued Expenses and Other Liabilities (At Fair Value)	Notional Amount	Other Assets (At Fair Value)	Accrued Expenses and Other Liabilities (At Fair Value)
Derivatives designated as hedges:							
Interest rate swaps—Cash Flow hedge	$2,000,000	8	$16,721	$—	$2,000,000	$4,989	$—
Interest rate swaps—Fair Value hedge	$1,543,905	64	$38,998	$4	$400,000	$—	$6,587
Derivatives not designated as hedges:							
Foreign exchange forward contracts[(1)]	$8,471	2	$38	$—	$7,800	$6	$7
Interest rate swap	$1,367,809	1	$5,198	$—	$—	$—	$—

(1) The foreign exchange forward contracts have notional amounts of EUR 4 million and GBP 1.7 million as of August 31, 2011 and November 30, 2010.

The following table summarizes the impact of the derivative instruments on income, and indicates where within the condensed consolidated statements of income such impact is reported for the three and nine months ended August 31, 2011 and 2010 (dollars in thousands):

	Location	For the Three Months Ended August 31, 2011	2010	For the Nine Months Ended August 31, 2011	2010
Derivatives designated as hedges:					
Interest Rate Swaps—Cash Flow Hedges:					
Gain (loss) recognized in other comprehensive income after amounts reclassified into earnings, pre-tax	Other Comprehensive Income	$13,113	$251	$11,711	$251
Total gains (losses) recognized in other comprehensive income		$13,113	$251	$11,711	$251
Amount reclassified from other comprehensive income into income	Interest Income	$1,892	$442	$5,636	$442
Interest Rate Swaps—Fair Value Hedges:					
Interest expense—ineffectiveness		34,715	—	38,924	—
Interest expense—other		4,087	—	8,090	(26)

Gain (loss) on interest rate swaps	Interest Expense	38,802	—	47,014	(26)
Interest expense—ineffectiveness		(32,575)	—	(34,064)	—
Interest expense—other		(1,608)	—	(4,853)	70
Gain (loss) on hedged Item	Interest Expense	(34,183)	—	(38,917)	70
Total gains (losses) recognized in income		$6,511	$442	$13,733	$486
Derivatives not designated as hedges:					
Gain (loss) on forward contracts	Other Income	$30	$(301)	$(703)	$458
Gain (loss) on interest rate swaps	Other Income	(2,037)	—	(7,518)	6
Total gains (losses) on derivatives not designated as hedges recognized in income		$(2,007)	$(301)	$(8,221)	$464

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Collateral Requirements and Credit-Risk Related Contingency Features

For its interest rate swaps, the Company has master netting arrangements and minimum collateral posting thresholds with its counterparties. Collateral is required by either the Company or the counterparty depending on the net fair value position of all interest rate swaps held with that counterparty. The Company may also be required to post collateral with a counterparty depending on the credit rating it or Discover Bank receives from specified major credit rating agencies. Collateral amounts recorded in the condensed consolidated statement of financial condition are based on the net collateral receivable or payable position for each counterparty. Collateral receivable or payable amounts are not offset against the fair value of the interest rate swap, but are recorded separately in other assets or deposits.

As of August 31, 2011, the Company had a right to reclaim $4 million of cash collateral that had been posted (net of amounts required to be posted by the counterparty) because the credit rating of the Company did not meet specified thresholds. At August 31, 2011, Discover Bank's credit rating met specified thresholds set by its counterparties. However, if Discover Bank's credit rating is reduced to below investment grade, the Company would be required to post collateral, which would have been $53 million as of August 31, 2011.

As of August 31, 2011, the Company had interest rate swaps in a net asset position with all of its counterparties, inclusive of accrued interest. If the Company had breached any provisions of the derivative agreements, there would have been no obligation to settle termination values since none of the derivative agreements were in net liability positions as of August 31, 2011.

The Company also has agreements with certain of its derivative counterparties that contain a provision where if the Company defaults on any of its indebtedness, including default where repayment of the indebtedness has not been accelerated by the lender, then the Company could also be declared in default on its derivative obligations.

15. Segment Disclosures

The Company's business activities are managed in two segments: Direct Banking and Payment Services.

- Direct Banking. The Direct Banking segment includes Discover card-branded credit cards issued to individuals and small businesses and other consumer products and services, including personal loans, student loans, prepaid cards and other consumer lending and deposit products offered through the Company's Discover Bank subsidiary. The majority of the Direct Banking revenues relate to interest income earned on each of its loan products. Additionally, the Company's credit card products generate substantially all of the Company's revenues related to discount and interchange, fee products and loan fee income.
- Payment Services. The Payment Services segment includes PULSE, an automated teller machine, debit and electronic funds transfer network; Diners Club, a global payments network; and the Company's third-party issuing business, which includes credit, debit and prepaid cards issued on the Discover Network by third parties. The majority of the Payment Services revenues relate to transaction processing revenue from PULSE and royalty and licensee revenue (included in other income) from Diners Club.

The business segment reporting provided to and used by the Company's chief operating decision maker is prepared using the following principles and allocation conventions:

- Corporate overhead is not allocated between segments; all corporate overhead is included in the Direct Banking segment.
- Through its operation of the Discover Network, the Direct Banking segment incurs fixed marketing, servicing and infrastructure costs that are not specifically allocated among the operating segments.
- The assets of the Company are not allocated among the operating segments in the information reviewed by the Company's chief operating decision maker.

- The revenues of each segment are derived from external sources. The segments do not earn revenue from intercompany sources.
- Income taxes are not specifically allocated among the operating segments in the information reviewed by the Company's chief operating decision maker.

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The following table presents segment data for the three and nine months ended August 31, 2011 and 2010 (dollars in thousands):

For the Three Months Ended	Direct Banking	Payment Services	Total
August 31, 2011			
Interest income			
Credit card	$1,423,496	$—	$1,423,496
Private student loans	84,318	—	84,318
Personal loans	70,052	—	70,052
Other	21,209	17	21,226
Total interest income	1,599,075	17	1,599,092
Interest expense	362,017	36	362,053
Net interest income (expense)	1,237,058	(19)	1,237,039
Provision for loan losses	99,514	—	99,514
Other income	481,134	70,829	551,963
Other expense	609,202	33,205	642,407
Income before income tax expense	$1,009,476	$37,605	$1,047,081
August 31, 2010			
Interest income			
Credit card	$1,455,907	$—	$1,455,907
Private student loans	12,266	—	12,266
Personal loans	47,105	—	47,105
Other	20,656	5	20,661
Total interest income	1,535,934	5	1,535,939
Interest expense	389,059	78	389,137
Net interest income (expense)	1,146,875	(73)	1,146,802
Provision for loan losses	712,565	—	712,565
Other income	495,771	68,373	564,144
Other expense	534,782	31,456	566,238
Income before income tax expense	$395,299	$36,844	$432,143

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For the Nine Months Ended	Direct Banking	Payment Services	Total
August 31, 2011			
Interest income			
Credit card	$4,243,803	$—	$4,243,803
Private student loans	229,933	—	229,933
Personal loans	189,525	—	189,525
Other	62,044	29	62,073
Total interest income	4,725,305	29	4,725,334
Interest expense	1,124,597	163	1,124,760
Net interest income (expense)	3,600,708	(134)	3,600,574
Provision for loan losses	692,763	—	692,763
Other income	1,436,764		