Discover Financial Services
Form 10-Q
July 30, 2013

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 June 30, 2013
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 o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes S No o

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 o No S

As of July 24, 2013, there were 483,787,663 shares of the registrant's Common Stock, par value $0.01 per share, outstanding.

DISCOVER FINANCIAL SERVICES
Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2013
TABLE OF CONTENTS

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 Cashback Checking℠, Discover® More® Card, Discover it®, 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.

Table of Contents

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

	June 30, 2013 (unaudited)	December 31, 2012
	(dollars in millions, except share amounts)	
Assets		
Cash and cash equivalents	$5,744	$ 2,584
Restricted cash	537	290
Investment securities:		
Available-for-sale (amortized cost of $4,825 and $6,031 at June 30, 2013 and December 31, 2012, respectively)	4,872	6,145
Held-to-maturity (fair value of $70 and $89 at June 30, 2013 and December 31, 2012, respectively)	71	87
Total investment securities	4,943	6,232
Loan receivables:		
Mortgage loans held for sale, measured at fair value	275	355
Loan portfolio:		
Credit card	49,791	51,135
Other	7,203	6,406
Purchased credit-impaired loans	4,434	4,702
Total loan portfolio	61,428	62,243
Total loan receivables	61,703	62,598
Allowance for loan losses	(1,556)	(1,788)
Net loan receivables	60,147	60,810
Premises and equipment, net	607	538
Goodwill	284	286
Intangible assets, net	191	189
Other assets	2,491	2,562
Total assets	$74,944	$ 73,491
Liabilities and Stockholders' Equity		
Deposits:		
Interest-bearing deposit accounts	$42,423	$ 42,077
Non-interest bearing deposit accounts	145	136
Total deposits	42,568	42,213
Short-term borrowings	262	327
Long-term borrowings	18,033	17,666
Accrued expenses and other liabilities	3,633	3,412
Total liabilities	64,496	63,618
Commitments, contingencies and guarantees (Notes 9, 12, and 13)		
Stockholders' Equity:		
Common stock, par value $0.01 per share; 2,000,000,000 shares authorized; 554,994,351 and 553,350,975 shares issued at June 30, 2013 and December 31, 2012, respectively	5	5
Preferred stock, par value $0.01 per share; 200,000,000 shares authorized; 575,000 shares issued or outstanding and aggregate liquidation preference of $575 at June 30, 2013 and December 31, 2012	560	560

Additional paid-in capital	3,650	3,598
Retained earnings	8,629	7,472
Accumulated other comprehensive loss	(107)	(72)
Treasury stock, at cost; 69,449,866 and 55,489,104 shares at June 30, 2013 and December 31, 2012, respectively	(2,289)	(1,690)
Total stockholders' equity	10,448	9,873
Total liabilities and stockholders' equity	$74,944	$ 73,491

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 Discover Financial Services.

	June 30, 2013 (unaudited)	December 31, 2012
	(dollars in millions)	
Assets		
Restricted cash	$531	$ 280
Credit card loan receivables	33,039	34,782
Purchased credit-impaired loans	2,392	2,539
Allowance for loan losses allocated to securitized loan receivables	(916)	(1,110)
Other assets	31	29
Liabilities		
Long-term borrowings	$15,548	$ 15,933
Accrued interest payable	9	11

See Notes to Condensed Consolidated Financial Statements.

Table of Contents

DISCOVER FINANCIAL SERVICES
Condensed Consolidated Statements of Income

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2013	2012	2013	2012
	(unaudited)			
	(dollars in millions, except per share amounts)			
Interest income:				
Credit card loans	$1,463	$1,411	$2,914	$2,825
Other loans	241	210	475	415
Investment securities	19	21	39	39
Other interest income	4	4	7	8
Total interest income	1,727	1,646	3,435	3,287
Interest expense:				
Deposits	184	210	370	434
Short-term borrowings	1	—	2	—
Long-term borrowings	112	122	223	247
Total interest expense	297	332	595	681
Net interest income	1,430	1,314	2,840	2,606
Provision for loan losses	240	262	399	346
Net interest income after provision for loan losses	1,190	1,052	2,441	2,260
Other income:				
Discount and interchange revenue, net	308	273	571	513
Protection products revenue	88	102	176	205
Loan fee income	76	78	157	159
Transaction processing revenue	47	56	100	105
Gain on investments	—	—	3	—
Gain on origination and sale of mortgage loans	51	7	102	7
Other income	41	36	84	74
Total other income	611	552	1,193	1,063
Other expense:				
Employee compensation and benefits	285	253	575	499
Marketing and business development	185	121	354	249
Information processing and communications	85	71	163	143
Professional fees	101	108	205	212
Premises and equipment	20	19	39	37
Other expense	144	186	237	290
Total other expense	820	758	1,573	1,430
Income before income tax expense	981	846	2,061	1,893
Income tax expense	379	321	786	718
Net income	$602	$525	$1,275	$1,175
Net income allocated to common stockholders	$588	$520	$1,247	$1,164
Basic earnings per share	$1.20	$0.99	$2.53	$2.21
Diluted earnings per share	$1.20	$0.99	$2.52	$2.21
Dividends declared per share	$0.20	$0.10	$0.20	$0.20

See Notes to the Condensed Consolidated Financial Statements.

2

Table of Contents

DISCOVER FINANCIAL SERVICES
Condensed Consolidated Statements of Comprehensive Income

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2013	2012	2013	2012
	(unaudited) (dollars in millions)			
Net income	$602	$525	$1,275	$1,175
Other comprehensive (loss) income, net of taxes				
Unrealized (loss) gain on securities available for sale, net of tax	(31)	15	(42)	7
Unrealized gain (loss) on cash flow hedges, net of tax	8	—	7	(2)
Unrealized pension and post-retirement plan gain, net of tax	—	—	—	1
Other comprehensive (loss) income	(23)	15	(35)	6
Comprehensive income	$579	$540	$1,240	$1,181

See Notes to the Condensed Consolidated Financial Statements.

Table of Contents

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 in millions, shares in thousands)								
Balance at December 31, 2011	—	$—	549,958	$ 5	$ 3,515	$5,351	$ (49)	$(464)	$ 8,358
Net income	—	—	—	—	—	1,175	—	—	1,175
Other comprehensive income	—	—	—	—	—	—	6	—	6
Purchases of treasury stock	—	—	—	—	—	—	—	(540)	(540)
Common stock issued under employee benefit plans	—	—	28	—	1	—	—	—	1
Common stock issued and stock-based compensation expense	—	—	2,397	—	44	—	—	—	44
Dividends declared—common stock	—	—	—	—	—	(104)	—	—	(104)
Balance at June 30, 2012	—	$—	552,383	$ 5	$ 3,560	$6,422	$ (43)	$(1,004)	$ 8,940
Balance at December 31, 2012	575	$560	553,351	$ 5	$ 3,598	$7,472	$ (72)	$(1,690)	$ 9,873
Net income	—	—	—	—	—	1,275	—	—	1,275
Other comprehensive loss	—	—	—	—	—	—	(35)	—	(35)
Purchases of treasury stock	—	—	—	—	—	—	—	(599)	(599)
Common stock issued under employee benefit plans	—	—	36	—	2	—	—	—	2
Common stock issued and stock-based compensation expense	—	—	1,607	—	50	—	—	—	50
Dividends declared — common and Series B preferred stock	—	—	—	—	—	(118)	—	—	(118)
Balance at June 30, 2013	575	$560	554,994	$ 5	$ 3,650	$8,629	$ (107)	$(2,289)	$ 10,448

See Notes to the Condensed Consolidated Financial Statements.

Table of Contents

DISCOVER FINANCIAL SERVICES
Condensed Consolidated Statements of Cash Flows

	For the Six Months Ended June 30,	
	2013	2012
	(unaudited) (dollars in millions)	
Cash flows from operating activities		
Net income	$1,275	$1,175
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	399	346
Deferred income taxes	163	127
Depreciation and amortization on premises and equipment	56	47
Amortization of deferred revenues	(94)	(101)
Other depreciation and amortization	107	82
Accretion of accretable yield on acquired loans	(139)	(154)
Gain on investments	(3)	—
Loss on equity method and other investments	8	5
Gain on origination and sale of loans	(102)	(7)
Stock-based compensation expense	31	21
Proceeds from sale of mortgage loans originated for sale	2,618	—
Net principal disbursed on mortgage loans originated for sale	(2,445)	(98)
Changes in assets and liabilities:		
Increase in other assets	(86)	(66)
Increase in accrued expenses and other liabilities	299	135
Net cash provided by operating activities	2,087	1,512
Cash flows from investing activities		
Maturities and sales of available-for-sale investment securities	1,280	1,025
Purchases of available-for-sale investment securities	(89)	(1,319)
Maturities of held-to-maturity investment securities	17	4
Purchases of held-to-maturity investment securities	(1)	(1)
Proceeds from sale of student loans held for sale	—	268
Net principal disbursed on loans originated for investment	578	532
Purchases of loan receivables	(136)	(261)
Purchase of net assets of a business	—	(49)
Purchases of other investments	(53)	(20)
Proceeds from sale of other investments	—	—
Increase in restricted cash	(247)	(596)
Proceeds from sale of premises and equipment	—	1
Purchases of premises and equipment	(117)	(63)
Net cash provided by investing activities	1,232	(479)
Cash flows from financing activities		
Net (decrease) increase in short-term borrowings	(109)	96
Proceeds from issuance of securitized debt	2,700	3,449
Maturities and repayment of securitized debt	(3,103)	(2,241)
Premium paid on debt exchange	—	(114)
Proceeds from issuance of other long-term borrowings	750	—
Repayment of long-term borrowings and bank notes	—	(5)
Payment of contingent consideration for purchase of net assets of a business, at fair value	(9)	—

Proceeds from issuance of common stock	7	15
Purchases of treasury stock	(601)	(540)
Net increase in deposits	393	2,150
Dividends paid on common and preferred stock	(187)	(107)
Net cash (used for) provided by financing activities	(159)	2,703
Net increase in cash and cash equivalents	3,160	3,736
Cash and cash equivalents, at beginning of period	2,584	2,335
Cash and cash equivalents, at end of period	$5,744	$6,071
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Cash paid during the period for:		
Interest expense	$521	$640
Income taxes, net of income tax refunds	$798	$655
Non-cash investing and financing transactions:		
Initial fair value of contingent consideration to be paid for purchase of net assets of a business	$—	$9
Assumption of debt by buyer related to loans sold	$—	$425

See Notes to the Condensed Consolidated Financial Statements.

5

Table of Contents

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 as well as a financial holding company under the Gramm-Leach-Bliley Act 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 card loans, private student loans, personal loans, and deposit products. Through its Discover Home Loans, Inc. subsidiary, the Company offers its customers home loans. 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-branded credit cards and credit, debit and prepaid cards issued by third parties, which the Company refers to as network partners. 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 that issue Diners Club branded charge cards and/or provide card acceptance services.

The Company's business segments are Direct Banking and Payment Services. The Direct Banking segment includes consumer banking and lending products, specifically Discover-branded credit cards issued to individuals and small businesses on the Discover Network and other consumer products and services, including private student loans, personal loans, home loans, prepaid cards and other consumer lending and deposit products. The majority of Direct Banking revenues relate to interest income earned on the segment's loan products. Additionally, the Company's credit card products generate substantially all revenues related to discount and interchange, protection products and loan fee income.

The Payment Services segment includes PULSE, Diners Club and the Company's network partners business, which includes credit, debit and prepaid cards issued on the Discover Network by third parties. This segment also includes the business operations of Diners Club Italy, which primarily consist of issuing Diners Club charge cards. The majority of Payment Services revenues relate to transaction processing revenue from PULSE and royalty and licensee revenue (included in other income) from Diners Club.

Change in Fiscal Year End. On December 3, 2012, the Company's board of directors approved a change in the Company's fiscal year end from November 30 to December 31 of each year. This fiscal year change was effective January 1, 2013. As a result of the change, the Company had a one month transition period in December 2012. The unaudited results for the one month ended December 31, 2012 and 2011 are included in the Company's quarterly report on Form 10-Q for the quarter ended March 31, 2013. The audited results for the one month ended December 31, 2012 and the unaudited results for the one month ended December 31, 2011 will be included in the Company's annual report on Form 10-K for the year ending December 31, 2013.

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 interim period. 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 2012 audited consolidated financial statements filed with the Company's annual report on Form 10-K for the fiscal year ended November 30, 2012. Beginning with the 2012 Form 10-K, the Company began reporting all dollar amounts in millions. In certain circumstances, this change in rounding resulted in prior year disclosures being removed.

Recently Issued Accounting Pronouncements. In July 2013, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2013-10, Derivatives and Hedging (Topic 815): Inclusion of the Fed Funds Swap Rate (or Overnight Index Swap Rate) as a Benchmark Interest Rate for Hedge Accounting Purposes. The standard permits the Fed Funds Effective Swap Rate to be used as a benchmark interest rate for hedge accounting purposes. The new guidance is effective for hedging relationships entered into on or after July 17, 2013 and is not expected to have a material effect on the Company’s financial condition, results of operations or cash flows.

In July 2012, the FASB issued ASU No. 2012-02, Intangibles-Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment. ASU 2012-02 applies to long-lived intangible assets, other than goodwill, that are not subject to amortization on the basis that they have indefinite useful lives. This standard is intended to simplify impairment testing by adding a qualitative review step to assess whether the required quantitative impairment analysis that exists today is necessary. Under the new standard, a company will not be required to calculate the fair value of the intangible asset unless it concludes, based on the qualitative assessment, that it is more likely than not that the fair value of that asset 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 impairment test that exists under current GAAP must be completed; otherwise, the asset 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 of the asset). The amended impairment guidance does not affect the manner in which fair value is determined. The new guidance is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012, with early adoption permitted. The Company's non-amortizable intangibles consist of $155 million of acquired trade names and other assets primarily associated with Diners Club. Because this standard impacts the impairment analysis only, it will have no effect on the Company's financial condition, results of operations or cash flows.

2. Business Combinations

Acquisition of Diners Club Italia S.r.l. ("Diners Club Italy") and Dinit d.o.o. ("Dinit"). On May 21, 2013, through its Discover Financial Services (UK) Limited subsidiary, the Company acquired Diners Club Italy and its wholly-owned subsidiary Dinit to support business operations and the Company's global payments strategy. The cash consideration paid for the acquisition was one euro. Subsequent to the purchase, a capital infusion of approximately €45 million (approximately $58 million) was executed primarily to settle outstanding debt. The primary assets acquired as part of the purchase were charge card receivables of approximately $34 million, which were recorded in the Payment Services segment. Since the acquisition date, the results of operations and cash flows from Diners Club Italy and Dinit have been included in the Company's consolidated results of operations and cash flows, and did not have a material impact to the Company.

Acquisition of the net assets of Home Loan Center, Inc. On June 6, 2012, through its Discover Home Loans, Inc. subsidiary, the Company acquired substantially all of the operating and related assets and certain liabilities of Home Loan Center, Inc. ("Home Loan Center"), a subsidiary of Tree.com, Inc., adding a residential mortgage lending component to the Company's direct banking business. In exchange for the net assets acquired, the Company paid an aggregate of $49 million, including payments made prior to the closing that were applied to the closing price. A portion of such amount is being held in escrow pending Home Loan Center's ability to discharge certain contingent liabilities related to loans previously sold to secondary market investors. These contingent liabilities were not assumed by the Company. During the second quarter of 2013, an additional $10 million of purchase price due on the first anniversary of the closing was paid as certain conditions were satisfied. Since the acquisition date, the results of operations and cash flows of Discover Home Loans, Inc. have been included in the Company's consolidated results of operations and cash flows.

3. Investments

The Company’s investment securities consist of the following (dollars in millions):

	June 30, 2013	December 31, 2012
U.S. Treasury securities	$2,068	$2,460
U.S. government agency securities	1,570	2,233

States and political subdivisions of states	24	34
Other securities:		
Credit card asset-backed securities of other issuers	41	151
Residential mortgage-backed securities - Agency [1]	1,240	1,354
Total other securities	1,281	1,505
Total investment securities	$4,943	$6,232

(1) Consists of residential mortgage-backed securities issued by Fannie Mae, Freddie Mac and Ginnie Mae.

Table of Contents

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 millions):

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
At June 30, 2013				
Available-for-Sale Investment Securities (1)				
U.S. Treasury securities	$2,036	$31	$—	$2,067
U.S. government agency securities	1,540	30	—	1,570
Credit card asset-backed securities of other issuers	40	1	—	41
Residential mortgage-backed securities - Agency	1,209	—	(15)	1,194
Total available-for-sale investment securities	$4,825	$62	$(15)	$4,872
Held-to-Maturity Investment Securities (2)				
U.S. Treasury securities (3)	$1	$—	$—	$1
States and political subdivisions of states	24	—	(1)	23
Residential mortgage-backed securities - Agency (4)	46	—	—	46
Total held-to-maturity investment securities	$71	$—	$(1)	$70
At December 31, 2012				
Available-for-Sale Investment Securities (1)				
U.S. Treasury securities	$2,413	$46	$—	$2,459
U.S. government agency securities	2,187	46	—	2,233
Credit card asset-backed securities of other issuers	149	2	—	151
Residential mortgage-backed securities - Agency	1,282	20	—	1,302
Total available-for-sale investment securities	$6,031	$114	$—	$6,145
Held-to-Maturity Investment Securities (2)				
U.S. Treasury securities (3)	$1	$—	$—	$1
States and political subdivisions of states	34	—	—	34
Residential mortgage-backed securities - Agency (4)	52	2	—	54
Total held-to-maturity investment securities	$87	$2	$—	$89

(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) Amounts represent residential mortgage-backed securities that were classified as held-to-maturity as they were entered into as a part of the Company's community reinvestment initiatives.

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 June 30, 2013 (dollars in millions). There were no material securities in a loss position as of December 31, 2012.

	Number of Securities in a Loss Position	Less than 12 months		More than 12 months	
		Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
At June 30, 2013					
Available-for-Sale Investment Securities					
Residential mortgage-backed securities - Agency	21	$1,125	$15	$—	$—

Held-to-Maturity Investment Securities					
State and political subdivisions of states	4	$16	$1	$1	$—

7

Table of Contents

The Company received $269 million and $588 million of proceeds related to maturities, redemptions, or liquidation of investment securities during the three months ended June 30, 2013 and 2012, respectively, and $578 million and $1.0 billion during the six months ended June 30, 2013 and 2012, respectively.

The Company records gains and losses on investment securities in other income when investments are sold or liquidated, when the Company believes an investment is other than temporarily impaired prior to the disposal of the investment, or in certain other circumstances. Proceeds from the sales of available-for-sale investment securities, comprised of U.S. Treasury securities and U.S. government agency securities, were $719 million during the six months ended June 30, 2013. The Company recognized gains on investments of $3 million during this period, which were recorded entirely in earnings. These gains were driven primarily by gains on sales of available-for-sale investment securities of $2 million, which were calculated using the specific identification method. There were no gains or losses related to sales of investment securities during the three months ended June 30, 2013 or the three and six months ended June 30, 2012. There were no gains or losses related to other than temporary impairments during the three and six months ended June 30, 2013 or 2012.

The Company records unrealized gains and losses on its available-for-sale investment securities in other comprehensive income. For the three months ended June 30, 2013 and 2012, the Company recorded net unrealized losses of $51 million ($31 million after tax) and net unrealized gains of $24 million ($15 million after tax), respectively, in other comprehensive income. For the six months ended June 30, 2013 and 2012, the Company recorded net unrealized losses of $67 million ($42 million after tax) and net unrealized gains of $12 million ($7 million after tax), respectively, in other comprehensive income.

Maturities of available-for-sale debt securities and held-to-maturity debt securities at June 30, 2013 are provided in the table below (dollars in millions):

	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	$540	$1,496	$—	$—	$2,036
U.S. government agency securities	131	1,409	—	—	1,540
Credit card asset-backed securities of other issuers	40	—	—	—	40
Residential mortgage-backed securities - Agency	—	—	347	862	1,209
Total available-for-sale investment securities	$711	$2,905	$347	$862	$4,825
Held-to-maturity—Amortized Cost[2]					
U.S. Treasury securities	$1	$—	$—	$—	$1
State and political subdivisions of states	1	1	—	22	24
Residential mortgage-backed securities - Agency[3]	—	—	—	46	46
Total held-to-maturity investment securities	$2	$1	$—	$68	$71
Available-for-sale—Fair Values[1]					
U.S. Treasury securities	$542	$1,525	$—	$—	$2,067
U.S. government agency securities	131	1,439	—	—	1,570
Credit card asset-backed securities of other issuers	41	—	—	—	41
Residential mortgage-backed securities - Agency	—	—	344	850	1,194
Total available-for-sale investment securities	$714	$2,964	$344	$850	$4,872
Held-to-maturity—Fair Values[2]					
U.S. Treasury securities	$1	$—	$—	$—	$1
State and political subdivisions of states	1	1	—	21	23
Residential mortgage-backed securities - Agency[3]	—	—	—	46	46
Total held-to-maturity investment securities	$2	$1	$—	$67	$70

(1) Available-for-sale investment securities are reported at fair value.

(2) Held-to-maturity investment securities are reported at amortized cost.

(3) Amounts represent residential mortgage-backed securities that were classified as held-to-maturity as they were entered into as a part of the Company's community reinvestment initiatives.

Table of Contents

Other Investments. As a part of the Company's community reinvestment initiatives, the Company has made equity investments in certain limited partnerships and limited liability companies that finance the construction and rehabilitation of affordable rental housing, as well as stimulate economic development in low to moderate income communities. These investments are accounted for using the equity method of accounting, and are recorded within other assets, and the related commitment for future investments is recorded in other liabilities within the statement of financial condition. The portion of each investment's operating results allocable to the Company is recorded in other expense within the condensed consolidated statement of income. The Company earns a return primarily through the receipt of tax credits allocated to the affordable housing projects and the community revitalization projects. These investments are not consolidated as the Company does not have a controlling financial interest in the entities. As of June 30, 2013 and December 31, 2012, the Company had outstanding investments in these entities of $280 million and $259 million, respectively, and related contingent liabilities of $72 million and $79 million, respectively.

4. Loan Receivables

The Company has three portfolio segments: credit card loans, other loans and purchased credit-impaired ("PCI") student loans. Within these portfolio segments, the Company has classes of receivables which are depicted in the table below (dollars in millions):

	June 30, 2013	December 31, 2012
Mortgage loans held for sale [1]	$275	$355
Loan portfolio:		
Credit card loans:		
Discover card [2]	49,584	50,929
Discover business card	207	206
Total credit card loans	49,791	51,135
Other loans:		
Personal loans	3,630	3,296
Private student loans	3,447	3,072
Other	126	38
Total other loans	7,203	6,406
PCI student loans [3]	4,434	4,702
Total loan portfolio	61,428	62,243
Total loan receivables	61,703	62,598
Allowance for loan losses	(1,556)	(1,788)
Net loan receivables	$60,147	$60,810

(1) Substantially all mortgage loans held for sale are pledged as collateral against the warehouse line of credit used to fund consumer residential loans.

(2) Amounts include $18.3 billion and $18.8 billion underlying investors' interest in trust debt at June 30, 2013 and December 31, 2012, respectively, and $14.8 billion and $16.0 billion in seller's interest at June 30, 2013 and December 31, 2012, respectively. See Note 5: Credit Card and Student Loan Securitization Activities for further information.

(3) Amounts include $2.4 billion and $2.5 billion of loans pledged as collateral against the notes issued from the Student Loan Corporation (SLC) securitization trusts at June 30, 2013 and December 31, 2012, respectively. See Note 5: Credit Card and Student Loan Securitization Activities. Of the remaining $2.0 billion and $2.2 billion at June 30, 2013 and December 31, 2012, respectively, that were not pledged as collateral, approximately $19 million and $17 million represent loans eligible for reimbursement through an indemnification claim, respectively. 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. Upon completion of the fraud investigation, credit card and closed-end consumer loan receivables may resume accruing interest.

Table of Contents

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 millions):

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[1]
At June 30, 2013					
Credit card loans:					
Discover card [2]	$390	$396	$786	$351	$ 163
Discover business card	1	2	3	2	1
Total credit card loans	391	398	789	353	164
Other loans:					
Personal loans [3]	16	7	23	5	5
Private student loans (excluding PCI) [4]	35	13	48	9	4
Other	—	1	1	—	31
Total other loans (excluding PCI)	51	21	72	14	40
Total loan receivables (excluding PCI)	442	419	861	367	204
At December 31, 2012					
Credit card loans:					
Discover card [2]	$455	$458	$913	$407	$ 183
Discover business card	2	2	4	2	1
Total credit card loans	457	460	917	409	184
Other loans:					
Personal loans [3]	18	8	26	7	4
Private student loans (excluding PCI) [4]	28	9	37	7	2
Other	—	1	1	—	2
Total other loans (excluding PCI)	46	18	64	14	8
Total loan receivables (excluding PCI)	503	478	981	423	192

(1) The Company estimates that the gross interest income that would have been recorded in accordance with the original terms of non-accruing credit card loans was $7 million and $8 million for the three months ended June 30, 2013 and 2012, respectively, and was $15 million and $16 million for the six months ended June 30, 2013 and 2012, 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. This amount was estimated based on customers' current balances and most recent rates.

(2) Consumer credit card loans that are 90 or more days delinquent and accruing interest include $41 million and $52 million of loans accounted for as troubled debt restructurings at June 30, 2013 and December 31, 2012, respectively.

(3) Personal loans that are 90 or more days delinquent and accruing interest include $1 million and $2 million of loans accounted for as troubled debt restructurings at June 30, 2013 and December 31, 2012, respectively.

(4) Private student loans that are 90 or more days delinquent and accruing interest include $2 million of loans accounted for as troubled debt restructurings at each of June 30, 2013 and December 31, 2012.

Table of Contents

Net Charge-offs. The Company's net charge-offs include the principal amount of losses charged off less principal recoveries and exclude charged-off interest and fees, recoveries of interest and fees and fraud losses. Charged-off and recovered interest and fees are recorded in interest income and loan fee income, respectively, which is effectively a reclassification of the loan loss provision, while fraud losses are recorded in other expense. Credit card loan receivables are charged off at the end of the month during which an account becomes 180 days contractually past due. Closed-end consumer loan receivables are generally charged off at the end of the month during which an account becomes 120 days contractually past due. Generally, customer bankruptcies and probate accounts are charged off at the end of the month 60 days following the receipt of notification of the bankruptcy or death but not later than the 180-day or 120-day contractual time frame.

Net Charge-Offs:

	For the Three Months Ended June 30,			
	2013		2012	
	Net Charge-offs	Net Charge-off Rate	Net Charge-offs	Net Charge-off Rate
Credit card loans:				
Discover card	$284	2.34 %	$312	2.72 %
Discover business card	2	2.14 %	2	3.45 %
Total credit card loans	286	2.34 %	314	2.72 %
Other loans:				
Personal loans	19	2.24 %	17	2.25 %
Private student loans (excluding PCI)	13	1.58 %	4	0.73 %
Total other loans (excluding PCI)	32	1.83 %	21	1.54 %
Net charge-offs as a percentage of total loans (excluding PCI)	$318	2.27 %	$335	2.60 %
Net charge-offs as a percentage of total loans (including PCI)	$318	2.10 %	$335	2.37 %

	For the Six Months Ended June 30,			
	2013		2012	
	Net Charge-offs	Net Charge-off Rate	Net Charge-offs	Net Charge-off Rate
Credit card loans:				
Discover card	$570	2.35 %	$648	2.81 %
Discover business card	3	2.40 %	4	3.69 %
Total credit card loans	573	2.35 %	652	2.82 %
Other loans:				
Personal loans	38	2.27 %	34	2.40 %
Private student loans (excluding PCI)	20	1.21 %	7	0.60 %
Total other loans (excluding PCI)	58	1.67 %	41	1.56 %
Net charge-offs as a percentage of total loans (excluding PCI)	$631	2.26 %	$693	2.68 %
Net charge-offs as a percentage of total loans (including PCI)	$631	2.09 %	$693	2.44 %

Table of Contents

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 FICO or other credit scores, relating to the customer's broader credit performance. FICO scores are generally obtained at origination of the account and are refreshed monthly or quarterly thereafter to assist in predicting customer behavior. Historically, the Company has noted that a significant proportion of delinquent accounts have FICO scores below 660. The following table provides the most recent FICO scores available for the Company's customers as a percentage of each class of loan receivables:

	Credit Risk Profile by FICO Score			
	660 and Above		Less than 660 or No Score	
At June 30, 2013				
Discover card	83	%	17	%
Discover business card	92	%	8	%
Personal loans	97	%	3	%
Private student loans (excluding PCI) (1)	95	%	5	%
At December 31, 2012				
Discover card	83	%	17	%
Discover business card	91	%	9	%
Personal loans	97	%	3	%
Private student loans (excluding PCI) (1)	95	%	5	%

(1) PCI loans are discussed under the heading "Purchased Credit-Impaired Loans."

For private student loans, additional credit risk management activities include monitoring the amount of loans in forbearance. Forbearance allows borrowers experiencing temporary financial difficulties and willing to make payments the ability to temporarily suspend payments. Eligible borrowers have a lifetime cap on forbearance of 12 months. At June 30, 2013 and December 31, 2012, there were $118 million and $183 million of loans in forbearance, respectively. In addition, at June 30, 2013 and December 31, 2012, there were 2.1% and 3.4% of private student loans in forbearance as a percentage of student loans in repayment and forbearance, respectively. At December 31, 2012, the dollar amount of loans in forbearance and loans in forbearance as a percentage of private student loans in repayment and forbearance were higher due to administrative forbearances that were offered to certain customers impacted by Hurricane Sandy.

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 losses.

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 primarily estimates its allowance for loan losses on a pooled basis, which includes loans that are delinquent and/or no longer accruing interest and/or certain loans that have defaulted from a loan modification program, as discussed below under the section entitled "- Impaired Loans and Troubled Debt Restructurings." Certain other loans, including non-performing Diners Club licensee loans, are not represented in our migration analysis and are individually evaluated for impairment.

Table of Contents

The following tables provide changes in the Company's allowance for loan losses for the three months ended June 30, 2013 and 2012 and the six months ended June 30, 2013 and 2012, respectively (dollars in millions):

	For the Three Months Ended June 30, 2013				
	Credit Card	Personal Loans	Student Loans	Other	Total
Balance at beginning of period	$1,453	$97	$83	$1	$1,634
Additions:					
Provision for loan losses	193	20	12	15	240
Deductions:					
Charge-offs	(417)	(22)	(14)	—	(453)
Recoveries	131	3	1	—	135
Net charge-offs	(286)	(19)	(13)	—	(318)
Balance at end of period	$1,360	$98	$82	$16	$1,556

	For the Three Months Ended June 30, 2012				
	Credit Card	Personal Loans	Student Loans	Other	Total
Balance at beginning of period	$1,822	$91	$58	$—	$1,971
Additions:					
Provision for loan losses	231	16	14	1	262
Deductions:					
Charge-offs	(463)	(18)	(4)	—	(485)
Recoveries	149	1	—	—	150
Net charge-offs	(314)	(17)	(4)	—	(335)
Balance at end of period	$1,739	$90	$68	$1	$1,898

	For the Six Months Ended June 30, 2013				
	Credit Card	Personal Loans	Student Loans	Other	Total
Balance at beginning of period	$1,613	$99	$75	$1	$1,788
Additions:					
Provision for loan losses	320	37	27	15	399
Deductions:					
Charge-offs	(839)	(42)	(21)	—	(902)
Recoveries	266	4	1	—	271
Net charge-offs	(573)	(38)	(20)	—	(631)
Balance at end of period	$1,360	$98	$82	$16	$1,556

	For the Six Months Ended June 30, 2012				
	Credit Card	Personal Loans	Student Loans	Other	Total
Balance at beginning of period	$2,101	$85	$59	$—	$2,245
Additions:					
Provision for loan losses	290	39	16	1	346
Deductions:					
Charge-offs	(953)	(36)	(7)	—	(996)
Recoveries	301	2	—	—	303
Net charge-offs	(652)	(34)	(7)	—	(693)

Balance at end of period	$1,739	$90	$68	$1	$1,898

13

Table of Contents

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 loans is as follows (dollars in millions):

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2013	2012	2013	2012
Interest and fees accrued subsequently charged off, net of recoveries (recorded as a reduction of interest income)	$70	$87	$147	$186
Fees accrued subsequently charged off, net of recoveries (recorded as a reduction to other income)	$14	$17	$30	$36

The following tables provide 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 millions):

	Credit Card	Personal Loans	Student Loans	Other Loans	Total
At June 30, 2013					
Allowance for loans evaluated for impairment as:					
Collectively evaluated for impairment in accordance with ASC 450-20	$1,148	$95	$77	$—	$1,320
Evaluated for impairment in accordance with ASC 310-10-35 (1)(2)	212	3	5	16	236
Acquired with deteriorated credit quality, evaluated in accordance with ASC 310-30	—	—	—	—	—
Total allowance for loan losses	$1,360	$98	$82	$16	$1,556
Recorded investment in loans evaluated for impairment as:					
Collectively evaluated for impairment in accordance with ASC 450-20	$48,604	$3,605	$3,426	$41	$55,676
Evaluated for impairment in accordance with ASC 310-10-35 (1)(2)	1,187	25	21	85	1,318
Acquired with deteriorated credit quality, evaluated in accordance with ASC 310-30	—	—	4,434	—	4,434
Total recorded investment	$49,791	$3,630	$7,881	$126	$61,428
At December 31, 2012					
Allowance for loans evaluated for impairment as:					
Collectively evaluated for impairment in accordance with ASC 450-20	$1,433	$95	$71	$1	$1,600
Evaluated for impairment in accordance with ASC 310-10-35 (1)(2)	180	4	4	—	188
Acquired with deteriorated credit quality, evaluated in accordance with ASC 310-30	—	—	—	—	—
Total allowance for loan losses	$1,613	$99	$75	$1	$1,788
Recorded investment in loans evaluated for impairment as:					
Collectively evaluated for impairment in accordance with ASC 450-20	$49,826	$3,275	$3,056	$38	$56,195
Evaluated for impairment in accordance with ASC 310-10-35 (1)(2)	1,309	21	16	—	1,346
Acquired with deteriorated credit quality, evaluated in accordance with ASC 310-30	—	—	4,702	—	4,702

Total recorded investment	$51,135	$3,296	$7,774	$38	$62,243

(1) Credit card loans, personal loans and student loans represent loans collectively evaluated for impairment in accordance with ASC 310-40, Receivables, which consists of modified loans accounted for as troubled debt restructurings. Other loans are individually evaluated for impairment and do not represent troubled debt restructurings.

(2) The unpaid principal balance of credit card loans was $1.0 billion and $1.1 billion at June 30, 2013 and December 31, 2012, respectively. The unpaid principal balance of personal loans was $25 million and $21 million at June 30, 2013 and December 31, 2012, respectively. The unpaid principal balance of student loans was $20 million and $15 million at June 30, 2013 and December 31, 2012, respectively. All loans accounted for as troubled debt restructurings have a related allowance for loan losses.

Table of Contents

Impaired Loans and Troubled Debt Restructurings. Permanent and certain temporary modification programs for credit card loans as well as loans that defaulted or graduated from modification programs, certain grants of student loan forbearance and certain modifications to personal loans as well as those that defaulted or graduated from modification programs are considered troubled debt restructurings and are accounted for in accordance with ASC 310-40, Troubled Debt Restructurings by Creditors. Generally, loans included in a loan modification program are considered to be individually impaired and are accounted for as troubled debt restructurings. The Company has both internal and external loan modification programs that provide relief to credit card and personal loan borrowers who are experiencing financial hardship. The internal loan modification programs include both temporary and permanent programs.

For our credit card customers, the temporary hardship program primarily consists of a reduced minimum payment and an interest rate reduction, both lasting for a period no longer than 12 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. The permanent program does 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 here 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.

To assist student loan borrowers who are experiencing temporary financial difficulties but are willing to resume making payments, the Company may offer forbearance periods of up to 12 months over the life of the loan. The Company does not anticipate significant shortfalls in the contractual amount due for borrowers using a first forbearance period as the historical performance of these borrowers is not significantly different from the overall portfolio. However, when a delinquent borrower is granted a second forbearance period, the forbearance is considered a troubled debt restructuring.

For personal loan customers, the Company offers two temporary programs which normally consist of a reduction of the minimum payment for a period of no longer than 12 months with a final balloon payment required at the end of the loan term. In addition, the temporary APR reduction program also provides an interest rate reduction for up to 12 months. The permanent programs involve changing the terms of the loan in order to pay off the outstanding balance over the new term for a period no longer than 4 years. The total term, including both the original and renegotiated terms, generally does not exceed 9 years. The Company offers another permanent program which modifies the interest rate along with the term of the loan. The Company also allows loan modifications for personal loan customers who request financial assistance through external sources, similar to credit card customers discussed above. Payments are modified based on the new terms agreed upon with the credit counseling agency. Personal loans modified through temporary and permanent internal programs are accounted for as troubled debt restructurings.

Loans classified as troubled debt restructurings 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 discount rate used for credit card loans in internal programs is the average current annual percentage rate it applies to non-impaired credit card loans, which approximates what would have applied to the pool of modified loans prior to impairment. The discount rate used for credit card loans in external programs reflects a rate that is consistent with rates offered to lower risk cardmembers. For student and personal loans, the discount rate used is the average contractual rate prior to modification.

Table of Contents

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 classified as troubled debt restructurings is shown below (dollars in millions):

	Average recorded investment in loans	Interest income recognized during period loans were impaired(1)	Gross interest income that would have been recorded with original terms(2)
For the Three Months Ended June 30, 2013			
Credit card loans			
Modified credit card loans (3)	$270	$12	$1
Internal programs	$470	$2	$16
External programs	$476	$9	$2
Personal loans (4)	$24	$—	N/A
Student loans (4)	$20	$1	N/A
For the Three Months Ended June 30, 2012			
Credit card loans			
Modified credit card loans (3)	$268	$12	$—
Internal programs	$568	$5	$18
External programs	$602	$12	$2
Personal loans (4)	$14	$1	N/A
Student loans (4)	$9	$—	N/A
For the Six Months Ended June 30, 2013			
Credit card loans			
Modified credit card loans (3)	$275	$25	$2
Internal programs	$480	$5	$33
External programs	$492	$19	$5
Personal loans (4)	$23	$1	N/A
Student loans (4)	$19	$1	N/A
For the Six Months Ended June 30, 2012			
Credit card loans			
Modified credit card loans (3)	$272	$24	$1
Internal programs	$569	$9	$36
External programs	$617	$26	$4
Personal loans (4)	$13	$1	N/A
Student loans (4)	$8	$—	N/A

(1) 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.

(2) 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.

(3) This balance is considered impaired, but is excluded from the internal and external program amounts reflected in this table. Represents credit card loans that were modified in troubled debt restructurings, but that have subsequently reverted back to the loans' pre-modification payment terms either due to noncompliance with the terms of the modification or successful completion of a temporary modification program.

(4) For personal loan customers in modification programs, gross interest income that would have been recorded with original terms is not significant for accounts in which there was an APR reduction. Student loan customers who have been granted a forbearance are not given interest rate reductions.

Table of Contents

In order to evaluate the primary financial effects which resulted from credit card loans entering into a loan modification program during the three and six months ended June 30, 2013 and 2012, the Company quantified the amount by which interest and fees were reduced during the period. During the three months ended June 30, 2013 and 2012, the Company forgave approximately $9 million and $11 million, respectively, of interest and fees as a result of accounts entering into a credit card loan modification program. During the six months ended June 30, 2013 and 2012, the Company forgave approximately $20 million and $23 million, respectively, of interest and fees as a result of accounts entering into a credit card loan modification program.
The following table provides information on loans that entered a loan modification program during the period (dollars in millions):

	For the Three Months Ended June 30,			
	2013		2012	
	Number of Accounts	Balances	Number of Accounts	Balances
Accounts that entered a loan modification program during the period:				
Credit card:				
Internal programs	9,076	$57	12,515	$85
External programs	8,456	$45	9,802	$54
Personal loans	510	$6	453	$6
Student loans	126	$3	127	$3

	For the Six Months Ended June 30,			
	2013		2012	
	Number of Accounts	Balances	Number of Accounts	Balances
Accounts that entered a loan modification program during the period:				
Credit card:				
Internal programs	19,478	$123	27,665	$191
External programs	17,987	$97	20,752	$117
Personal loans	953	$12	877	$11
Student loans	298	$7	240	$5

Table of Contents

The following table presents the carrying value of loans that experienced a payment default during the three months ended June 30, 2013 and 2012 and the six months ended June 30, 2013 and 2012 that had been modified in a troubled debt restructuring during the 15 months preceding the end of each period (dollars in millions):

	For the Three Months Ended June 30,			
	2013		2012	
	Number of Accounts	Aggregated Outstanding Balances Upon Default	Number of Accounts	Aggregated Outstanding Balances Upon Default
Troubled debt restructurings that subsequently defaulted:				
Credit card (1)(2)(3):				
Internal programs	2,512	$16	3,984	$27
External programs	1,970	$8	2,314	$11
Personal loans (2)	61	$1	42	$1
Student loans (4)	56	$2	61	$2

	For the Six Months Ended June 30,			
	2013		2012	
	Number of Accounts	Aggregated Outstanding Balances Upon Default	Number of Accounts	Aggregated Outstanding Balances Upon Default
Troubled debt restructurings that subsequently defaulted:				
Credit card (1)(2)(3):				
Internal programs	5,392	$34	8,365	$57
External programs	4,221	$18	5,095	$24
Personal loans (2)	85	$1	77	$1
Student loans (4)	191	$5	162	$4

(1) The outstanding balance upon default is the loan balance at the end of the month prior to default.
(2) A customer defaults from a modification program after two consecutive missed payments.
(3) Terms revert back to the pre-modification terms for customers who default from a temporary program and charging privileges remain revoked.
(4) Student loan defaults have been defined as 60 or more days delinquent.

Of the account balances that defaulted as shown above for the three months ended June 30, 2013 and 2012, approximately 47% and 44%, respectively, of the total balances charged off at the end of the month in which they defaulted. Of the account balances that defaulted as shown above for the six months ended June 30, 2013 and 2012, approximately 46% and 43%, respectively, of the total balances charged off at the end of the month in which they defaulted. For accounts that have defaulted from a loan modification program and that have not subsequently charged off, the balances are included in the allowance for loan loss analysis discussed above under "- Allowance for Loan Losses."

Purchased Credit-Impaired Loans. Purchased loans with evidence of credit deterioration since 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 ("SLC") transaction, as well as the additional private student loan portfolio acquired from Citibank, comprise the Company’s only PCI loans at June 30, 2013 and December 31, 2012. Total PCI student loans had an outstanding balance of $4.9 billion and $5.2 billion, including accrued interest, and a related carrying amount of $4.4 billion and $4.7 billion as of June 30, 2013 and December 31, 2012, respectively.

Certain PCI student loans in one of the three SLC securitization trusts 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.

Table of Contents

The following table provides changes in accretable yield for the acquired loans for the three months ended June 30, 2013 and 2012 and the six months ended June 30, 2013 and 2012 (dollars in millions):

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2013	2012	2013	2012
Balance at beginning of period	$2,021	$2,391	$2,072	$2,554
Accretion into interest income	(69)	(77)	(139)	(154)
Other changes in expected cash flows	—	(27)	19	(113)
Balance at end of period	$1,952	$2,287	$1,952	$2,287

Periodically the Company updates the estimate of cash flows expected to be collected based on management's latest expectations of future credit losses, borrower prepayments, and certain other assumptions that affect cash flows. While there were no changes to overall credit loss assumptions during the three and six months ended June 30, 2013, changes to other cash flow expectations during the six months ended June 30, 2013 resulted in the changes to accretable yield reflected in the table above. There were no changes to accretable yield attributable to changes in other cash flow expectations during the three months ended June 30, 2013. Changes to accretable yield are recognized prospectively as an adjustment to yield over the remaining life of the pools.

At June 30, 2013, 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 2.16% and 0.74%, respectively. At December 31, 2012, 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 2.68% and 0.86%, 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 was 1.45% and 1.46% for the three months ended June 30, 2013 and 2012, respectively, and 1.44% and 1.38% for the six months ended June 30, 2013 and 2012, respectively.

Mortgage Loans Held For Sale. The Company originates all of its residential real estate loans with the intent to sell them in the secondary market. Loans held for sale consist primarily of residential first mortgage loans that are secured by residential real estate throughout the United States. Mortgage loans are funded through a warehouse line of credit and are recorded at fair value. Changes in the fair value of mortgage loans are recorded through other income prior to the sale of the loans to investors. The gain or loss on the sale of loans is recognized on the date the loans are sold and is based on the difference between the sale proceeds received and the carrying value of the loans, adjusted for the impact of the related hedges (see Note 15: Derivatives and Hedging Activities for further discussion of the mortgage loan related hedging activities). The Company sells its loans on a servicing released basis in which the Company gives up the right to service the loans.

The following table provides a summary of the initial unpaid principal balance of mortgage loans sold by type of loan for the three and six months ended June 30, 2013 (dollars in millions)(1):

	For the Three Months Ended June 30, 2013		For the Six Months Ended June 30, 2013	
	Amount	%	Amount	%
Conforming (2)	$838	63.63 %	$1,503	59.76 %
FHA (3)	479	36.37 %	1,012	40.24 %
Total	$1,317	100.00 %	$2,515	100.00 %

(1) The Company did not begin originating mortgage loans until after it acquired the assets of Home Loan Center on June 6, 2012. Therefore, there were no sales of mortgage loans for the three or six month periods ended June 30, 2012. See Note 2: Business Combinations for further discussion.

(2) Conforming loans are loans that conform to Government Sponsored Enterprises guidelines.

(3)

FHA loans are loans that are insured by the Federal Housing Administration and are typically made to borrowers with low down payments. The loan amount must be within certain limits.

Table of Contents

The following table represents the loans held for sale by type of loan (dollars in millions):

	June 30, 2013		December 31, 2012	
	Amount	%	Amount	%
Conforming [1]	$201	73.09 %	$177	49.86 %
FHA [2]	74	26.91 %	178	50.14 %
Total	$275	100.00 %	$355	100.00 %

(1) Conforming loans are loans that conform to Government Sponsored Enterprises guidelines.

(2) FHA loans are loans that are insured by the Federal Housing Administration and are typically made to borrowers with low down payments. The loan amount must be within certain limits.

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 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. 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 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.

Table of Contents

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 millions):

	June 30, 2013	December 31, 2012
Cash collateral accounts	$84	$93
Collections and interest funding accounts	356	91
Restricted cash	440	184
Investors' interests held by third-party investors	13,576	13,768
Investors' interests held by wholly-owned subsidiaries of Discover Bank	4,693	5,038
Seller's interest	14,770	15,976
Loan receivables (1)	33,039	34,782
Allowance for loan losses allocated to securitized loan receivables (1)	(916)	(1,110)
Net loan receivables	32,123	33,672
Other	31	29
Carrying value of assets of consolidated variable interest entities	$32,594	$33,885

(1) 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 the Company's general 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. Sellers' interest is impacted by seasonality as higher balance repayments tend to occur in the first calendar year quarter. If the Company could not add enough receivables to satisfy the requirement, an early amortization (or repayment) of investors' interests would be triggered. We retain significant exposure to the performance of trust assets through holdings of the seller's interest and subordinated security classes of DCMT and DCENT. In addition, the Company has the right to remove a random selection of accounts which would serve to decrease the

Table of Contents

amount of credit card loan receivables restricted for securitization investors, subject to certain requirements including that the mimimum seller's interest is still met.

Another feature of the Company’s credit card 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 or the inability to add receivables to satisfy the seller's interest requirement, there are other events or conditions which could trigger an early amortization event, such as non-payment of principal at expected maturity. As of June 30, 2013, no economic or other early amortization events have occurred.

The tables below provide information concerning investors’ interests and related excess spreads at June 30, 2013 (dollars in millions):

	Investors’ Interests (1)	# of Series Outstanding
Discover Card Master Trust I	$1,309	3
Discover Card Execution Note Trust (DiscoverSeries notes)	16,960	36
Total investors’ interests	$18,269	39

(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)
Group excess spread percentage	13.10 %
DiscoverSeries excess spread percentage	13.06 %

(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.

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, net of related expenses.

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.

Currently there are three trusts from which securities were issued to investors. Principal payments on the long-term secured borrowings are made as cash is collected on the underlying loans that are used as collateral on the secured borrowings. The Company does not have access to cash collected by the securitization trusts until cash is released in accordance with the trust indenture agreements and, for certain securitizations, no cash will be released to the Company until all outstanding trust borrowings have been repaid. Similar to the credit card securitizations, the Company continues to own and service the accounts that generate the student loan receivables held by the trusts and receives servicing fees from the trusts based on either a percentage of the principal balance outstanding or a flat fee per borrower. Although the servicing fee income offsets the fee expense related to the trusts, failure to service the transferred loan receivables in accordance with contractual requirements could lead to a termination of the servicing rights.

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.

Table of Contents

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 millions):

	June 30, 2013	December 31, 2012
Restricted cash	$91	$96
Student loan receivables	2,392	2,539
Carrying value of assets of consolidated variable interest entities	$2,483	$2,635

6. Deposits

The Company offers its deposit products 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"). Direct-to-consumer deposits include certificates of deposit, money market accounts, online savings and checking accounts, and IRA certificates of deposit, while brokered deposits include certificates of deposit and sweep accounts.

As of June 30, 2013 and December 31, 2012, the Company had approximately $29.0 billion and $28.0 billion, respectively, of direct-to-consumer deposits and approximately $13.4 billion and $14.1 billion, respectively, of brokered deposits.

A summary of interest-bearing deposit accounts is as follows (dollars in millions):

	June 30, 2013	December 31, 2012
Certificates of deposit in amounts less than $100,000 [1]	$20,941	$21,070
Certificates of deposit from amounts of $100,000 [1] to less than $250,000 [1]	5,566	5,508
Certificates of deposit in amounts of $250,000 [1] or greater	1,337	1,280
Savings deposits, including money market deposit accounts	14,579	14,219
Total interest-bearing deposits	$42,423	$42,077
Average annual interest rate	1.70 %	1.74 %

(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 June 30, 2013, certificates of deposit maturing over the remainder of 2013, over each of the next four years, and thereafter were as follows (dollars in millions):

Year	Amount
2013	$7,244
2014	$9,047
2015	$4,871
2016	$2,715
2017	$1,952
Thereafter	$2,015

Table of Contents

7. Long-Term 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 millions):

	June 30, 2013		December 31, 2012			
	Outstanding	Interest Rate	Outstanding	Interest Rate	Interest Rate Terms	Maturity
Securitized Debt						
Fixed rate asset-backed securities						
Principal value (including discount of $1)	$4,699	2.01 %	$4,549	2.87 %	Various fixed rates	Various Feb 2015—July 2019
Fair value adjustment (1)	3		6			
Book value	4,702		4,555			
Floating rate asset-backed securities	8,376	0.45 %	8,468	0.50 %	1-month LIBOR(2) + 8 to 58 basis points	Various July 2013—February 2018
Floating rate asset-backed securities and other borrowings	500	0.47 %	750	0.64 %	Commercial Paper rate +30 basis points	March 2014
Total Discover Card Master Trust I and Discover Card Execution Note Trust	13,578		13,773			
Floating rate asset-backed securities (including discount of $150)	1,099	0.50 %	1,199	0.56 %	3-month LIBOR(2) + 12 to 45 basis points	Various January 2019—July 2036(3)
Floating rate asset-backed securities (including discount of $3)	480	4.25 %	528	4.25 %	Prime rate +100 basis points	June 2031(3)
Floating rate asset-backed securities (including premium of $2)	115	4.00 %	126	4.00 %	Prime rate + 75 basis points	July 2042(3)
Floating rate asset-backed securities (including premium of $4)	276	3.69 %	307	3.71 %	1-month LIBOR(2) + 350 basis points	July 2042(3)
Total SLC Private Student Loan Trusts	1,970		2,160			
Total Long-Term Borrowings—owed to securitization investors	15,548		15,933			
Discover Financial Services (Parent Company)						
Fixed rate senior notes due 2017						
Principal value	400	6.45 %	400	6.45 %	Fixed	June 2017
Fair value adjustment (1)	13		21			
Book value	413		421			
	78	10.25 %	78	10.25 %	Fixed	July 2019

Fixed rate senior notes due 2019								
Fixed rate senior notes due 2022 (including discount of $107)	215	5.20	%	211	5.20	%	Fixed	April 2022
Fixed rate senior notes due 2022 (including discount of $171)	329	3.85	%	324	3.85	%	Fixed	November 2022
Discover Bank								
Senior bank notes due 2018	750	2.00	%	—	—	%	Fixed	February 2018
Subordinated bank notes due 2019	200	8.70	%	200	8.70	%	Fixed	November 2019
Subordinated bank notes due 2020 (including discount of $2)	498	7.00	%	497	7.00	%	Fixed	April 2020
Capital lease obligations	2	4.51	%	2	4.51	%	Fixed	April 2016
Total long-term borrowings	$18,033			$17,666				

(1) The Company uses interest rate swaps to hedge portions of these long-term borrowings against changes in fair value attributable to changes in LIBOR. See Note 15: Derivatives and Hedging Activities.
(2) London Interbank Offered Rate (“LIBOR”).
(3) 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.

Table of Contents

Maturities. Long-term borrowings had the following maturities at June 30, 2013 (dollars in millions):

Year	Amount
Due in 2013	$338
Due in 2014	4,290
Due in 2015	3,304
Due in 2016	2,200
Due in 2017	2,062
Thereafter	5,839
Total	$18,033

In the fourth quarter 2012, the Company completed a private exchange offer, resulting in the exchange of $500 million outstanding aggregate principal amount of 8.70% Subordinated Notes due 2019 issued by Discover Bank for the same aggregate principal amount of new 3.85% Senior Notes due 2022 issued by Discover Financial Services and a cash premium paid of $176 million. The exchange was accounted for as a debt modification and not as an extinguishment. The entire outstanding aggregate principal amount of these notes was subsequently exchanged for substantially identical notes that were registered under the Securities Act of 1933. During the three and six months ended June 30, 2013, respectively, $3 million and $6 million of the premium paid was amortized and included in interest expense on the condensed consolidated statement of income.

During second quarter 2012, the Company completed a private exchange offer, resulting in the exchange of $322 million outstanding aggregate principal amount of 10.25% Senior Notes due 2019 for the same aggregate principal amount of new 5.20% Senior Notes due 2022 and a cash premium paid of $115 million. On April 27, 2012, the Company issued $308 million aggregate principal amount and, on May 8, 2012, the Company issued $14 million aggregate principal amount, respectively, of the 5.20% Senior Notes due 2022. The exchange was accounted for as a debt modification and not as an extinguishment. These notes were subsequently exchanged for substantially identical notes that were registered under the Securities Act of 1933. During each of the three months ended June 30, 2013 and 2012, respectively, $1 million and $1 million of the premium paid was amortized and included in interest expense on the condensed consolidated statement of income. During the six months ended June 30, 2013 and 2012, respectively, $3 million and $1 million of the premium paid was amortized and included in interest expense on the condensed consolidated statement of income.

The Company has access to committed undrawn capacity through private securitizations to support the funding of its credit card loan receivables. As of June 30, 2013, the total commitment of secured credit facilities through private providers was $7.5 billion, of which $500 million had been used and was included in long-term borrowings at June 30, 2013. 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 2014, 2015 and 2016. 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.

Table of Contents

8. Accumulated Other Comprehensive Income

Changes in each component of accumulated other comprehensive income (loss) were as follows (dollars in millions):

	Gain (Loss) on Available-for-Sale Investment Securities, Net of Tax	Gain (Loss) on Cash Flow Hedges, Net of Tax	Pension and Post Retirement Plan Gain (Loss), Net of Tax	Accumulated Other Comprehensive Income (Loss)
Balance at March 31, 2012	$ 52	$5	$(115)	$(58)
Net unrealized gains on investment securities, net of tax expense of $9 (1)	15	—	—	15
Balance at June 30, 2012	$ 67	$5	$(115)	$(43)
Balance at March 31, 2013	$ 60	$2	$(146)	$(84)
Other comprehensive income before reclassifications (1)(2)(3)(4)	(31)	10	—	(21)
Amounts reclassified from accumulated other comprehensive income (5)	—	(2)	—	(2)
Balance at June 30, 2013	$ 29	$10	$(146)	$(107)
Balance at December 31, 2011	$ 60	$7	$(116)	$(49)
Net unrealized gains on investment securities, net of tax expense of $5 (1)	7	—	—	7
Unrealized losses on cash flow hedges, net of tax benefit of $1 (2)	—	(2)	—	(2)
Unrealized pension and postretirement plan gain, net of tax expense (3)	—	—	1	1
Balance at June 30, 2012	$ 67	$5	$(115)	$(43)
Balance at December 31, 2012	$ 71	$3	$(146)	$(72)
Other comprehensive income before reclassifications (1)(2)(3)(4)	(41)	10	—	(31)
Amounts reclassified from accumulated other comprehensive income (5)	(1)	(3)	—	(4)
Balance at June 30, 2013	$ 29	$10	$(146)	$(107)

(1) Represents the difference between the fair value and amortized cost of available-for-sale investment securities.

(2) Represents unrealized gains (losses) related to effective portion of cash flow hedges.

(3) Reflects adjustments to the funded status of pension and postretirement plans, which is the difference between the fair value of the plan assets and the projected benefit obligation.

(4) Unrealized losses on available-for-sale investments are net of tax benefit of $19 million and $24 million for the three and six months ended June 30, 2013, respectively. Unrealized gains on cash flow hedges are net of tax expense of $6 million for each of the three and six months ended June 30, 2013.

(5) Amounts reclassified out of accumulated other comprehensive income for the three months ended June 30, 2013 did not result in material tax expense. Amounts reclassified out of accumulated other comprehensive income for the six months ended June 30, 2013 include unrealized gains of $1 million (net of tax expense of $1 million) on the sale of available-for-sale investments and unrealized gains of $3 million (net of tax expense of $1 million) on cash flow hedges recorded in other income and interest income, respectively, in the condensed consolidated statement of income.

26

Table of Contents

9. Income Taxes

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

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2013	2012	2013	2012
Current:				
U.S. federal	$291	$262	$538	$511
U.S. state and local	44	39	82	78
International	2	1	3	2
Total	337	302	623	591
Deferred:				
U.S. federal	38	17	149	117
U.S. state and local	4	2	14	10
Total	42	19	163	127
Income tax expense	$379	$321	$786	$718

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

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2013	2012	2013	2012
U.S. federal statutory income tax rate	35.0 %	35.0 %	35.0 %	35.0 %
U.S. state, local and other income taxes, net of U.S. federal income tax benefits	3.4	3.2	3.3	3.3
Other	0.2	(0.3)	(0.2)	(0.4)
Effective income tax rate	38.6 %	37.9 %	38.1 %	37.9 %

The Company is subject to examination by the Internal Revenue Service ("IRS") and the tax authorities in various states. The tax years under examination vary by jurisdiction. The Company is pursuing an administrative appeal of the IRS's proposed assessment for the years 1999 through 2005, when Discover was a subsidiary of Morgan Stanley. With respect to the issues still pending on appeal for the years 1999 through 2005, while the case is progressing through the appeals process, the Company believes that the ultimate outcome remains uncertain. It is reasonably possible that a settlement of the IRS appeal and certain state audits may be made within 12 months of the reporting date. At this time, the Company believes it is reasonably possible that a reduction in the amount of unrecognized tax benefits of $112 million could be recognized as a result of such settlement.

The IRS is currently examining 2006 through June 20, 2007, which is approximately the date that Discover spun off from Morgan Stanley. This period is also part of a Morgan Stanley audit. A separate post-spin examination covers the years 2008 through 2010. The Company regularly assesses the likelihood of additional assessments or settlements in each of the taxing jurisdictions resulting from these and subsequent years' examinations. The Company believes that its reserves are sufficient to cover any tax, penalties and interest that could result from such examinations.

Table of Contents

10. Earnings Per Share

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

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2013	2012	2013	2012
Numerator:				
Net income	$602	$525	$1,275	$1,175
Preferred stock dividends	(10)	—	(19)	—
Net income available to common stockholders	592	525	1,256	1,175
Income allocated to participating securities	(4)	(5)	(9)	(11)
Net income allocated to common stockholders	$588	$520	$1,247	$1,164
Denominator:				
Weighted average shares of common stock outstanding	489	523	492	527
Effect of dilutive common stock equivalents	1	1	2	1
Weighted average shares of common stock outstanding and common stock equivalents	490	524	494	528
Basic earnings per share	$1.20	$0.99	$2.53	$2.21
Diluted earnings per share	$1.20	$0.99	$2.52	$2.21

Anti-dilutive securities were not material and had no impact on the computation of diluted EPS for the three and six months ended June 30, 2013 and 2012, respectively.

11. Capital Adequacy

The Company is subject to the 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 June 30, 2013, 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 June 30, 2013, 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.

The following table shows the actual capital amounts and ratios of the Company and the Bank as of June 30, 2013 and December 31, 2012 and comparisons of each to the regulatory minimum and “well-capitalized” requirements (dollars in millions):

	Actual	Minimum Capital Requirements	Capital Requirements To Be Classified as

	Amount	Ratio		Amount	Ratio	Well-Capitalized Amount	Ratio
June 30, 2013							
Total capital (to risk-weighted assets)							
Discover Financial Services	$11,599	17.8	%	$5,207	≥8.0%	$6,509	≥10.0%
Discover Bank	$10,165	15.9	%	$5,130	≥8.0%	$6,412	≥10.0%
Tier 1 capital (to risk-weighted assets)							
Discover Financial Services	$10,079	15.5	%	$2,603	≥4.0%	$3,905	≥6.0%
Discover Bank	$8,657	13.5	%	$2,565	≥4.0%	$3,847	≥6.0%
Tier 1 capital (to average assets)							
Discover Financial Services	$10,079	13.4	%	$3,007	≥4.0%	$3,759	≥5.0%
Discover Bank	$8,657	11.7	%	$2,961	≥4.0%	$3,701	≥5.0%
December 31, 2012							
Total capital (to risk-weighted assets)							