

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
NOVUS Credit Services Inc.		03/16/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Discover Financial Services
Street Address:	2500 Lake Cook Road
City:	Riverwoods
State/Country:	ILLINOIS
Postal Code:	60015
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 61

Property Type	Number	Word Mark
Serial Number:	76163954	DISCOVER
Serial Number:	76163951	
Serial Number:	76320161	DISCOVER CARD EXPERIENCE
Serial Number:	78584496	VALET
Serial Number:	78848911	DISCOVER BROKERAGE
Serial Number:	78892594	VAULT
Serial Number:	78909040	NOVUS
Serial Number:	78925804	
Serial Number:	78948517	PAY-ON-TIME BONUS
Serial Number:	77052254	OPEN ROAD
Serial Number:	77054124	MORE
Serial Number:	77053700	MOTIVA
Serial Number:	77057914	PERKS EVERYDAY
Serial Number:	77105039	DISCOVEREDGE

OP \$1540.00 76163954

Serial Number:	77112654	TAKE CHARGE
Serial Number:	77120901	ZIP
Serial Number:	77120994	ZIP
Registration Number:	2530789	BOYFRIEND BENCH
Registration Number:	1708675	CASH NETWORK
Registration Number:	1538444	CASHBACK BONUS
Registration Number:	2785731	
Registration Number:	1629421	CREDITSAFE
Registration Number:	1970207	CREDITSAFE PLUS
Registration Number:	2785732	
Registration Number:	1479946	DISCOVER
Registration Number:	3025822	DISCOVER
Registration Number:	1746063	DISCOVER
Registration Number:	3090532	DISCOVER
Registration Number:	2658527	DISCOVER
Registration Number:	2501064	DISCOVER
Registration Number:	2743341	DISCOVER
Registration Number:	2805445	DISCOVER 2GO
Registration Number:	1620369	DISCOVER
Registration Number:	1860749	DISCOVER
Registration Number:	1486449	DISCOVER
Registration Number:	2411442	DISCOVER INTERACTIVE
Registration Number:	3047936	DISCOVER NETWORK
Registration Number:	3047967	DISCOVER NETWORK
Registration Number:	2785733	
Registration Number:	2789657	FAVORS
Registration Number:	2760104	GET PAID FOR THE THINGS YOU BUY ANYWAY
Registration Number:	2787411	
Registration Number:	2613449	INSIDE BIZ
Registration Number:	1491454	INTELLI-CHECKING
Registration Number:	1714156	IT PAYS TO DISCOVER
Registration Number:	2857696	IT REALLY DOES PAY TO DISCOVER
Registration Number:	3111906	IT'S YOU BEHIND THE CARD
Registration Number:	2605791	MAKING BUSINESS SMARTER
Registration Number:	2680711	MONEY FOR THE REST OF YOUR LIFE

Registration Number:	1615155	PRIVATE ISSUE
Registration Number:	1615156	PRIVATE ISSUE
Registration Number:	1766921	SAFETY PAY
Registration Number:	2785730	
Registration Number:	1518245	THE REGISTER
Registration Number:	2483436	THERE'S ALWAYS SOMETHING MORE TO DISCOVER
Registration Number:	3038271	THIS IS OUR CARD
Registration Number:	1874922	TRAN\$ACTION TRACKER
Registration Number:	2794447	TRIBUTE AWARD
Registration Number:	1542458	VALUEFINDERS
Registration Number:	1566279	VALUEFINDERS
Registration Number:	2883994	WE'RE GOOD WITH MONEY

CORRESPONDENCE DATA

Fax Number: (212)575-0671
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-790-9200
Email: trademark@cfl.com
Correspondent Name: Sujata Chaudhri
Address Line 1: 1133 Avenue of the Americas
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	26033-000 SZC/FM
NAME OF SUBMITTER:	Sujata Chaudhri
Signature:	/Sujata Chaudhri/
Date:	04/18/2007

Total Attachments: 4
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Delaware

PAGE 1

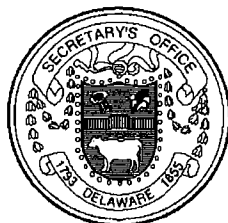
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "NOVUS CREDIT SERVICES INC.", CHANGING ITS NAME FROM "NOVUS CREDIT SERVICES INC." TO "DISCOVER FINANCIAL SERVICES", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF MARCH, A.D. 2007, AT 3:46 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

0554914 8100

070333232



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5522273

DATE: 03-20-07

TRADEMARK
REEL: 003524 FRAME: 0822

**CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION
OF
NOVUS CREDIT SERVICES INC.**

NOVUS CREDIT SERVICES INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), hereby certifies as follows:

FIRST: That the Board of Directors of said Corporation, by the unanimous written consent of its members and filed with the minutes of the Corporation, duly adopted a resolution setting forth and declaring advisable an amendment to the Certificate of Incorporation to change the name of the Corporation.

SECOND: Pursuant to the aforementioned resolution of the Board of Directors, the Certificate of Incorporation of NOVUS Credit Services Inc. is amended by deleting Article FIRST in its entirety and substituting the following new Article FIRST:

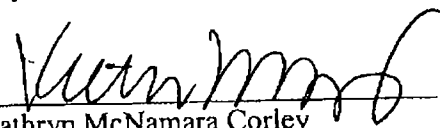
"FIRST. The name of the corporation is DISCOVER FINANCIAL SERVICES."

THIRD: That in lieu of a special meeting, the Sole Stockholder of said Corporation has given written consent to said amendment.

FOURTH: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

FIFTH: That the Certificate of Amendment of the Certificate of Incorporation shall become effective immediately upon its filing with the Secretary of State of Delaware.

IN WITNESS WHEREOF, NOVUS Credit Services Inc. has caused this certificate to be signed by an authorized officer this 16 day of March, 2007.

By: 
Kathryn McNamara Corley
Senior Vice President, General Counsel and
Secretary

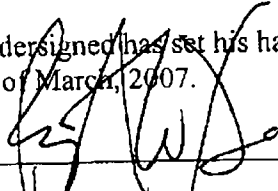
**AFFIDAVIT OF
NOVUS CREDIT SERVICES INC.**

STATE OF ILLINOIS)
) SS.
COUNTY OF LAKE)

The undersigned, being the Executive Vice President and Chief Financial Officer of Novus Credit Services Inc., a Delaware corporation (the "Corporation"), hereby states as follows:

1. That the Corporation wishes to change the name of the Corporation to "Discover Financial Services".
2. That in accordance with 8 Del. C. § 102(a)(1)(i) the total consolidated assets of the Corporation, as defined in 8 Del. C. § 503(i), are not less than \$10,000,000.00.

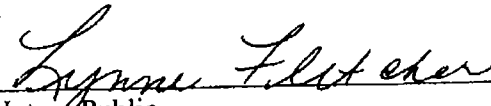
IN WITNESS WHEREOF, the undersigned has set his hand and seal and the seal of the Corporation, this 16 day of March, 2007.

 (Seal)

Name: Roy A. Guthrie

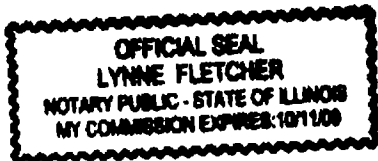
Title: Executive Vice President and Chief Financial Officer

SWORN TO AND SUBSCRIBED before me, a Notary Public of the State of Illinois, this 16 day of March, 2007.


Notary Public

LYNNE FLETCHER
PRINT NAME

My Commission Expires: 10-11-09



**MEMORANDUM
RE CONSENT TO USE OF SIMILAR NAME**

To: State of Delaware
Division of Corporations
401 Federal Street, Suite 4
Dover, DE 19901

From: Discover Financial Services LLC.
2500 Lake Cook Road
Riverwoods, IL 60015

Re: Consent to Use of Similar Name

Date: March 16, 2007

Please be advised that "Discover Financial Services LLC," a Delaware limited liability company, hereby gives consent to "Novus Credit Services Inc.", a Delaware corporation, to the use of the name "Discover Financial Services".

DISCOVER FINANCIAL SERVICES LLC

By: 

Name: D. Christopher Greene

Title: Secretary