

OUTLINE OF CHANGES

EXHIBIT D

Governmental Merchant Services Agreement And Operating Regulations (05/00)

1. All references in the Agreement to Discover Financial Services, Inc should be replaced with DFS Services LLC.
2. The Agreement is revised by replacing the defined terms in the Operating Regulations with the defined terms in Exhibit B. References in the Agreement to “Bank” are replaced by “Issuer”.
3. Section 1 is revised by replacing the terms regarding surcharges with statements in Exhibit B Section 4.
4. The Merchant Fees and Surcharges stated in the Agreement are defined in Exhibit B Sections 3 & 4, respectively.
5. The stricken Operating Regulation’s Confidentiality Section 12 is replaced with the following:

12.1 Definition of Confidential Information

“Confidential information” consists of (i) personal, biographical and other information about Cardmembers that you obtain in the course of Accepting Card transactions, including without limitation, names, addresses, telephone numbers, Card transaction information and purchasing patterns, and (ii) information about individual Card Accounts, including without limitation, the available credit or value on Card Accounts, Card Account numbers, CID numbers, CVV data, and the contents of Authorizations and Sales Data.

12.2 Disclosure of Confidential Information

You may reveal Confidential Information only to those of your employees and advisors that are required to have such Confidential Information in order to perform your obligations under this Agreement, to effectuate the requirements of their jobs, or to perform research related to the Card Program. Otherwise, you may not reveal Confidential Information to any third party, except pursuant to a valid subpoena or other judicial process, and as otherwise required by law, including the California Public Records Act (Govt. Code section 6250 et seq.).