



DIVISION OF  
CORPORATION FINANCE

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

Mail Stop 3720

June 1, 2007

Roy Guthrie  
Chief Financial Officer  
Discover Financial Services  
2500 Lake Cook Road  
Riverwoods, Illinois 60015

**RE: Discover Financial Services  
Form 10-12B  
Filed March 23, 2007  
File No. 1-33378**

Dear Mr. Guthrie:

We have completed our review of your registration statement on Form 10 filed pursuant to Section 12(b) of the Securities Exchange Act of 1934 and have no further comments at this time.

Sincerely,

Larry Spigel  
Assistant Director

cc: Jeffrey Small  
Jane MacRae  
Davis Polk & Wardwell  
450 Lexington Avenue  
New York, NY 10017