



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