Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No. 1545-0052

2008

For calendar year 2008, or tax year beginning 10/1/2008 **, and ending** 9/30/2009

G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: Capital One Foundation, Inc.

Number and street (or P O. box number if mail is not delivered to street address): 1680 Capital One Drive | Room/suite:

City or town, state, and ZIP code: McLean VA 22102

A Employer identification number: 11-3276603

B Telephone number (see page 10 of the instructions): (703) 720-1000

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here . . . . ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation . . . . ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here . . . ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . ▶ ☐

H Check type of organization: ☐ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 40,754,114

J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify) ____________
(Part I, column (d) must be on cash basis)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	2,695,000			STMT 1
	2	Check ▶ ☐ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	6,472	6,472		STMT 2
	4	Dividends and interest from securities	1,379,882	1,379,882		STMT 3
	5 a	Gross rents		0		
	b	Net rental income or (loss) 0				
	6 a	Net gain or (loss) from sale of assets not on line 10	-7,068,490			
	b	Gross sales price for all assets on line 6a 70,755,969				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10 a	Gross sales less returns and allowances 0				
	b	Less: Cost of goods sold 0				
	c	Gross profit or (loss) (attach schedule)	0			
	11	Other income (attach schedule)	6,750	0	0	STMT 4
	12	**Total.** Add lines 1 through 11	-2,980,386	1,386,354	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)	0	0	0	0
	b	Accounting fees (attach schedule)	0	0	0	0
	c	Other professional fees (attach schedule)	0	0	0	0
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	25,697	0	0	STMT 5
	19	Depreciation (attach schedule) and depletion	0	0	0	
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	124,186	124,186	0	STMT 6
	24	**Total operating and administrative expenses.** Add lines 13 through 23	149,883	124,186	0	0
	25	Contributions, gifts, grants paid	3,946,475			3,946,475
	26	**Total expenses and disbursements.** Add lines 24 and 25	4,096,358	124,186	0	3,946,475
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-7,076,744			
	b	**Net investment income** (if negative, enter -0-)		1,262,168		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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(HTA)

Form **990-PF** (2008)

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	449,515	598,800	598,800
2	Savings and temporary cash investments		1,312,684	1,312,684
3	Accounts receivable ▶ 0			
	Less: allowance for doubtful accounts ▶ 0	0	0	0
4	Pledges receivable ▶ 0			
	Less: allowance for doubtful accounts ▶ 0	0	0	0
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
7	Other notes and loans receivable (attach schedule) ▶ 0			
	Less allowance for doubtful accounts ▶ 0	0	0	0
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments—U S and state government obligations (attach schedule)	0	0	0
b	Investments—corporate stock (attach schedule) STMT 7	34,682,222	38,788,791	38,788,791
c	Investments—corporate bonds (attach schedule)	0	0	0
11	Investments—land, buildings, and equipment basis ▶ 0			
	Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	0	0	0
14	Land, buildings, and equipment. basis ▶ 0			
	Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
15	Other assets (describe ▶ STMT 8)	137,061	53,839	53,839
16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	35,268,798	40,754,114	40,754,114
Liabilities 17	Accounts payable and accrued expenses	445,541	23,000	
18	Grants payable		2,116,541	
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
21	Mortgages and other notes payable (attach schedule)	0	0	
22	Other liabilities (describe ▶)	0	0	
23	**Total liabilities** (add lines 17 through 22)	445,541	2,139,541	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	34,823,257	38,614,573	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	34,823,257	38,614,573	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	35,268,798	40,754,114	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	34,823,257
2	Enter amount from Part I, line 27a	2	-7,076,744
3	Other increases not included in line 2 (itemize) ▶ STMT 9	3	10,868,059
4	Add lines 1, 2, and 3	4	38,614,572
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	38,614,572

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a SEE STATEMENT 10			
b			
c			
d			
e			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	-7,068,490
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2007	4,250,428	38,887,708	0.109300
2006	5,642,405	42,134,085	0.133915
2005	5,347,679	40,868,279	0.130852
2004	5,955,347	46,893,079	0.126998
2003	4,626,508	46,001,055	0.100574

2 **Total** of line 1, column (d)	2	0.601639
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.120328
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	34,339,481
5 Multiply line 4 by line 3	5	4,132,001
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	12,622
7 Add lines 5 and 6	7	4,144,623
8 Enter qualifying distributions from Part XII, line 4	8	3,946,475

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling letter: ________ (attach copy of ruling letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	25,243
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	25,243
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	25,243
6	Credits/Payments:		
a	2008 estimated tax payments and 2007 overpayment credited to 2008 — 6a: 36,893		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	36,893
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	11,650
11	Enter the amount of line 10 to be: Credited to 2009 estimated tax ▶ 11,650 Refunded ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ ________ (2) On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ DE			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶

14 The books are in care of ▶ Capital One Foundation, Inc Telephone no. ▶ (703) 720-1000

Located at ▶ 1680 Capital One Drive McLean VA ZIP+4 ▶ 22102

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____				
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions.)		2b		X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to.

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☒ Yes ☐ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945–5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If you answered "Yes" to 6b, also file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11	00	0	0	0
	.00	0	0	0
	00	0	0	0
	.00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE	.00	0	0	0
	.00	0	0	0
	.00	0	0	0
	.00	0	0	0
	.00	0	0	0

Total number of other employees paid over $50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
Total number of others receiving over $50,000 for professional services	▶	0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	0
Total. Add lines 1 through 3 ▶	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	34,519,123
b	Average of monthly cash balances	1b	343,294
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	34,862,417
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	34,862,417
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	522,936
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	34,339,481
6	**Minimum investment return.** Enter 5% of line 5	6	1,716,974

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	1,716,974
2a	Tax on investment income for 2008 from Part VI, line 5	2a	25,243		
b	Income tax for 2008. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	25,243
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,691,731
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,691,731
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,691,731

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	3,946,475
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,946,475
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,946,475

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

			(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1	Distributable amount for 2008 from Part XI, line 7					1,691,731
2	Undistributed income, if any, as of the end of 2007.					
a	Enter amount for 2007 only				0	
b	Total for prior years: 20____, 20____, 20___			0		
3	Excess distributions carryover, if any, to 2008					
a	From 2003	2,370,225				
b	From 2004	3,748,317				
c	From 2005	3,343,478				
d	From 2006	3,205,613				
e	From 2007	2,384,372				
f	**Total** of lines 3a through e		15,052,005			
4	Qualifying distributions for 2008 from Part XII, line 4. ▶ $ 3,946,475					
a	Applied to 2007, but not more than line 2a				0	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			0		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)		0			
d	Applied to 2008 distributable amount					1,691,731
e	Remaining amount distributed out of corpus		2,254,744			
5	Excess distributions carryover applied to 2008 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		0			0
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		17,306,749			
b	Prior years' undistributed income. Subtract line 4b from line 2b			0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions			0		
e	Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				0	
f	Undistributed income for 2008 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8	Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)		2,370,225			
9	**Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a		14,936,524			
10	Analysis of line 9:					
a	Excess from 2004	3,748,317				
b	Excess from 2005	3,343,478				
c	Excess from 2006	3,205,613				
d	Excess from 2007	2,384,372				
e	Excess from 2008	2,254,744				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling . . . . ▶ N/A

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed·

SEE ATTACHED SCHEDULE

b The form in which applications should be submitted and information and materials they should include:

SEE ATTACHED SCHEDULE

c Any submission deadlines

SEE ATTACHED SCHEDULE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

SEE ATTACHED SCHEDULE

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
see Statement 12				1,829,933
Total . . . . . . ▶ 3a				1,829,933
b *Approved for future payment*				
See Statement 12				2,116,541
Total . . . . . . ▶ 3b				2,116,541

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a Defined Contribution		0			0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	6,472	
4 Dividends and interest from securities			13	1,379,882	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			18	-7,068,490	
8 Gain or (loss) from sales of assets other than inventory				0	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a Misc Income		0	18	6,750	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal. Add columns (b), (d), and (e)		0		-5,675,386	0

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 -5,675,386

(See worksheet in line 13 instructions on page 28 to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 28 of the instructions.)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

[signature] 5-17-10 Senior Vice President

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature | Date | Check if self-employed ☐ | Preparer's identifying number (see Signature on page 30 of the instructions)

Firm's name (or yours if self-employed), address, and ZIP code | EIN | Phone no.

Statement 1
Form 990-PF, PART 1, LINE1
Contributions, gifts, grants, etc, received

	(a) Revenue and Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Disbursements for charitable purpose
Capital One donation	2,695,000			

Statement 2
Form 990-PF, PART 1, LINE 3
Interest on savings and temporary Cash Investment

Olcott Consulting Group	6,472	6,472		

Statement 3
Form 990-PF, PART 1, LINE 4
Dividends and Interest from Securitites

Capital One Bank - investment management	(253,198)	(253,198)		
Olcott Consulting Group	(1,126,684)	(1,126,684)		
	(1,379,882)	(1,379,882)		

Statement 4
Form 990-PF, PART 1, LINE 11
Other Income

Misc Income	6,750			

Statement 5
Form 990-PF, PART 1, LINE 18
Taxes

Federal Excise Taxes	25,697			

Statement 6
Form 990-PF, PART 1, LINE 23
Other Expenses

Asset Mgmt Fee	124,186	124,186		

Statement 7
Form 990-PF, PART II, LINE 10b
Investments - corporate stock

Corporate Stocks	Valuation Method	Book Value (Fair Mkt Val)	Fair Market Vaue
Olcott Consulting Group - Capital Management	MKT VAL	38,788,791	38,788,791
	Total	38,788,791	38,788,791

Statement 8
Form 990-PF, PART II, LINE 15
Other Assets

AIR Other Investments (Dividends Receivable)		28,635	28,635
Federal Excise Taxes Receivable		25,204	25,204
	Total	53,839	53,839

Statement 9
Form 990-PF, PART III, LINE 3
Other Increases Not Included in Line 2

Unrealized Gain on Securities		10,868,059
	Total	10,868,059

Statement 10
Form 990-PF, Part IV

CAPITAL GAINS AND LOSSES FOR INVESTMETN INCOME

SEE PART IV SCHEDULE

Detail Schedule Part IV
Capital One Foundation, Inc
Sales

Type	Trade Date	Settle Date	Quantity	Security	Unit Price	Amount	Gross Reinvestments	Gross Sales	Cost Basis	Net Realized Gain/(Loss) Sales	Net Short/Long Term Disallowed loss	Net Short/Long Term Capital Gain
OCTOBER 2008												
Sales	10/31/2008	10/31/2008	425,498 810	Fidelity US Treasury CL III #696	1 00	425,498 81		425 498 81	425 498 81	-		
Total Invesments for OCTOBER 2008						425 498 81	-	425 498 81	425 498 81	-		-
NOVEMBER 2008												
Sales	11/30/2008	11/30/2008	11 071 740	Fidelity US Treasury CL III #696	1 00	11,071 74		11 071 74	11 071 74	-		
Total Invesments for NOVEMBER 2008						11,071 74	-	11 071 74	11 071 74	-		-
DECEMBER 2008												
Sales	12/10/2008	12/10/2008	29 950 000	Ishares TR MSCI EAFE Index Fd	38 65	1,156,321 08		1,156 321 08	2 349 370 84	(1,193,049 76)		
Sales	12/10/2008	12/10/2008	7 430 000	Ishares TR Russel 2000 Value Index Fd	42 50	315,476 77		315,476 77	509 821 34	(194,344 57)		
Sales	12/10/2008	12/10/2008	15 980 000	Midcap Spdr TR Unit Ser 1 Standard & Poors	84 31	1 346,590 30		1 346,590 30	2,442 586 15	(1 095 995 85)		
Sales	12/10/2008	12/10/2008	79,305 000	Spdr TR Unit Ser 1 Standard & Poors	83 21	6 596 029 53		6 596 029 53	11,459 532 85	(4 863 503 32)		
Sales	12/8/2008	12/8/2008	2 130 346 228	Vanguard Total Bond Market Index Fund	9 92	21 133 034 58		21 133 034 58	21,815,120 68	(682 086 10)		
Sales	12/31/2008	12/31/2008	31 011,643 190	Fidelity US Treasury CL III #696	1 00	31 011 643 19		31 011 643 19	31,011 643 19	-		
Sales	12/17/2008	12/17/2008	43,000 000	Goldman Sachs TR FINL Square MMKT FD Cl	1 00	43,000 00		43 000 00	43 000 00	-		
Total Invesments for DECEMBER 2008						61 602 095 45	-	61,602,095 45	69 631 075 05	(8 028 979 60)	-	-
JANUARY 2009												
Sales	1/6/2009	1/6/2009	1,906 317	Vanguard Total Bond Market Index Fund - Ins	10 13	19 310 99		19 310 99	19 406 31	(95 32)		
Sales	1/12/2009	1/12/2009	1 000 000 000	Goldman Sachs TR FINL Square MMKT Fd CL	1 00	1,000,000 00		1 000 000 00	1 000 000 00	-		
Sales	1/20/2009	1/20/2009	220 000	Goldman Sachs TR FINL Square MMKT Fd CL	1 00	220 00		220 00	220 00	-		
Total Invesments for JANUARY 2009						1 019 530 99	-	1 019,530 99	1 019,626 31	(95 32)		-
FEBRUARY 2009												
Sales	2/3/2009	2/3/2009	0 956	Vanguard Total Bond Market Index Fund - INS	10 11	9 66		9 66	9 63	0 03		
Sales	2/12/2009	2/12/2009	1 005,000 000	Goldman Sachs TR FINL Square MMKT Fd CL	1 00	1,005,000 00		1 005,000 00	1 005 000 00	-		
Total Invesments for FEBRUARY 2009						1 005 009 66	-	1 005 009 66	1 005 009 63	0 03		-
MARCH 2009												
Sales	3/13/2009	3/13/2009	1,006,000 000	Goldman Sachs TR FINL Square MMKT Fd CL	1 00	1 006 000 00		1 006 000 00	1,006 000 00	-		
Total Invesments for MARCH 2009						1 006 000 00	-	1,006 000 00	1 006,000 00	-		-
APRIL 2009												
Sales	4/13/2009	4/13/2009	814,155 320	Goldman Sachs TR FINL Square MMKT Fd CL	1 00	814,155 32		814,155 32	814,155 32	-		
Total Invesments for APRIL 2009						814 155 32	-	814 155 32	814 155 32	-		-
JULY 2009										-		
Sales	7/13/2009	7/13/2009	257 000	Vanguard Total Bond Market	77 97	20 037 36		20,037 36	19 683 63	353 73		
Sales	7/24/2009	7/24/2009	2 507 000	Vanguard Total Bond Market	77 80	195 047 85		195 047 85	192,011 13	3 036 72		
Sales	7/30/2009	7/30/2009	332 036 324	Wells Fargo Fds TR Advantage Endeavor Select	7 36	2 443 787 34		2 443 787 34	2 052,820 00	390 967 34		
Total Invesments for JULY 2009						2 658 872 55	-	2,658,872 55	2,264 514 76	394 357 79		-
AUGUST 2009										-		
Sales	8/7/2009	8/7/2009	339 000	Ishares Russell Midcap Index Fund	73 72	24 989 41		24,989 41	18,933 15	6 056 26		
Sales	8/7/2009	8/7/2009	2 453 000	Ishares TR S&P 500 Index Fd	101 92	250 011 67		250,011 67	213,607 24	36 404 43		
Sales	8/7/2009	8/7/2009	175 000	Ishares TR -Russell 2000 Index Fd	57 28	10 024 35		10,024 35	7 925 75	2 098 60		
Sales	8/7/2009	8/7/2009	3 416 149	Lazard Fds Inc Emerging MKTS Port INSTL SH	16 10	55 000 00		55,000 00	39,729 82	15,270 18		
Sales	8/7/2009	8/7/2009	3 125 000	Legg Mason Emerging Markets Trust	17 60	55 000 00		55,000 00	37,000 00	18 000 00		
Sales	8/7/2009	8/7/2009	1 005 632	Morgan Stanley Instl Fund Trust Mid Cap GRW	24 86	25 000 00		25,000 00	17,005 24	7,994 76		
Sales	8/7/2009	8/7/2009	2,492 000	Vanguard Europe ETF Pacific	32 09	79 970 46		79,970 46	66 137 68	13 832 78		
Sales	8/13/2009	8/13/2009	0 099	Western Asset FDS Inc Core BD Port INSTL Cl	10 08	1 00		1 00	0 86	0 14		
Sales	8/24/2009	8/24/2009	13 000	Ishares TR S&P 500 Index Fd	103 91	1,350 79		1,350 79	1,132 04	218 75		

Capital One Foundation, Inc
Sales

Type	Trade Date	Settle Date	Quantity	Security	Unit Price	Amount	Gross Reinvestments	Gross Sales	Cost Basis	Net Realized Gain/(Loss) Sales	Net Short/Long Term Disallowed loss	Net Short/Long Term Capital Gain
Total Invesments for AUGUST 2009						501 347 68	-	501 347 68	401 471 78	99 875 90		-
SEPTEMBER 2009												
Sales	9/4/2009	9/4/2009	2,521 432	Alger INSTL Fd Small Cap INSTL Port CL I	19 83	50 000 00		50 000 00	36,560 77	13,439 23		
Sales	9/4/2009	9/4/2009	2 348 520	Alpine Equity TR Intl Real Est Eq Fd Y	21 29	50,000 00		50,000 00	24 612 49	25,387 51		
Sales	9/4/2009	9/4/2009	1,678 979	Dodge & Cox FDS INTL STK FD	29 78	50,000 00		50,000 00	39,523 17	10 476 83		
Sales	9/4/2009	9/4/2009	6,134 969	Lazard FDS Inc Emerging MKTS Port INSTL S	16 30	100,000 00		100,000 00	71,349 69	28 650 31		
Sales	9/4/2009	9/4/2009	5,640 158	Legg Mason Emerging Markets Trust	17 73	100,000 00		100 000 00	66,779 48	33 220 52		
Sales	9/4/2009	9/4/2009	1,990 446	Morgan Stanley Instl Fund Trust Mid Cap Grwtl	25 12	50,000 00		50,000 00	33 658 45	16 341 55		
Sales	9/30/2009	9/30/2009	17,857 143	Cohen & Steers Intl Rlty Fd Inc CL I	11 20	200 000 00		200,000 00	140,714 29	59,285 71		
Sales	9/30/2009	9/30/2009	3,478 811	Dodge & Cox FDS INTL STK FD	31 62	110 000 00		110,000 00	81 891 21	28,108 79		
Sales	9/30/2009	9/30/2009	1,273 000	Ishares Russell Midcap Index Fund	78 18	99 525 42		99 525 42	71 097 05	28,428 37		
Sales	9/30/2009	9/30/2009	1,590 000	Ishares TR S&P 500 Index Fd	105 83	168 265 37		168 265 37	138 457 20	29,808 17		
Sales	9/30/2009	9/30/2009	300 000	Ishares TR S&P 500 Index Fd	105 84	31,751 18		31 751 18	26 124 00	5,627 18		
Sales	9/30/2009	9/30/2009	1 700 000	Ishares TR -Russell 2000 Index Fd	60 39	102,663 76		102 663 76	76,993 00	25 670 76		
Sales	9/30/2009	9/30/2009	5,727 377	Lazard FDS Inc Emerging MKTS Port INSTL S	17 46	100,000 00		100 000 00	66 609 40	33 390 60		
Sales	9/30/2009	9/30/2009	5,271 481	Legg Mason Emerging Markets Trust	18 97	100,000 00		100 000 00	62 414 34	37 585 66		
Sales	9/30/2009	9/30/2009	10,225 000	Vanguard Europe ETF Pacific	34 35	351 219 72		351,219 72	271,371 50	79,848 22		
Sales	9/30/2009	9/30/2009	1,425 000	Vanguard Europe ETF Pacific	34 36	48 961 74		48,961 74	37,819 50	11,142 24		
Total Invesments for SEPTEMBER 2009						1 712,387 19	-	1 712 387 19	1 245 975 54	466,411 65		-
TOTALS FOR OCTOBER 2008-SEPTEMBER 2009						70 755 969 39	-	70 755 969 39	77 824 398 94	(7,068,429.55)	-	-

Statement 11

**Form 990PF PART VIII, LIST
OFFICERS, DIRECTORS, AND TRUSTEES**

	TITLE	COMPENSATION	EMPLOYEE BENEFITS PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
Carolyn Berkowitz	President / Director	None	None	None
Drew Labenne	Treasurer	None	None	None
Jean Traub	Secretary	None	None	None
Amy Cook	Assistant Secretary	None	None	None
John G Finneran Jr	Chairman / Director	None	None	None
Richard A Woods	Vice Chairman / Director	None	None	None
Dorothy Broadman	Director	None	None	None
Guenet Beshah	Director	None	None	None
James M Campbell	Director	None	None	None
Lynn Pike	Director	None	None	None

Capital One Foundation, Inc
(formerly "North Fork Foundation, Inc")
10/1/2008 - 9/30/2009

FEIN: 11-3276603

Statement to Form 990-PF, Page 10 Part XV,– Information regarding contribution, grant, loan, scholarship, etc., programs

The Corporation only provides funds to individuals to fulfill legacy commitments in connection with an IRS-approved college scholarship program, established by the North Fork Foundation. The program is currently administered by an independent third party, Scholarship America; however, it has made no new scholarship grants since FY 2007, nor does it intend to make any further grants.

	Organization	Addess	City	State	Zip	Purpose of Grant or Contribution	Amount
1	YWCA OF METROPOLITAN DALLAS	4144 NORTH CENTRAL EXPRESSWAY	DALLAS	TX	75204-3140	To support the YWCA Financial Empowerment Program, helping low- to moderate-income women and families to overcome barriers to asset development and economic security	$50,000 00
2	CLAYTON CHILD CARE INC	1215 COUNTRY CLUB LN	FORT WORTH	TX	76112-2304	To fund before- and after-school program designed to provide quality elementary school-age child care for parents wishing to pursue a career or training to support a career	$30,000 00
3	BOYS & GIRLS CLUBS OF GREATER FORT WORTH	3218 E BELKNAP ST	FORT WORTH	TX	76111-4739	To support an educational achievement program in low income Fort Worth communities	$30,000 00
4	UNITED WAY OF METROPOLITAN DALLAS INC	1800 N LAMAR ST	DALLAS	TX	75202-1701	To support Destination Graduation, a program designed to decrease the high school dropout rate	$50,000 00
5	MI ESCUELITA PRESCHOOL	4231 MAPLE AVE	DALLAS	TX	75219-2402	To support early childhood education to low income at-risk children and the implementation of the mClass Circle This is an assessment tool that allows teachers to measure student skills in the classroom and chart their language skills gains	$10,000 00
6	TRINITY RIVER MISSION	1018 GALLAGHER ST	DALLAS	TX	75212-2807	To support the homework help program, providing bilingual homework assistance and enrichment exercises	$10,000 00
7	RISD MARK TWAIN ELEMENTARY	1200 LARKSPUR DR	RICHARDSON	TX	75081 3609	To fund tutors and teachers providing teaching and mentoring duties beyond the schoolday for students from low-income households, enabling them to excel on state tests	$10,000 00
8	URBAN LEAGUE OF GREATER DALLAS AND NORTH CENTRAL TEXAS, INC	4315 S LANCASTER RD	DALLAS	TX	75216-7105	To support the Individual Development Account program, serving low- and moderate-income credit-challenged individuals interested in home ownership This free program provides homeownership education and helps participants to build their credit profiles in order to better qualify for homeownership	$30,000 00
9	EAST HARRIS COUNTY YOUTH PROGRAM	16003 LORENZO STREET	HOUSTON	TX	77530	To support after-school and summer day camp educational enrichment programs targeted towards low-income, at-risk students	$40,000 00
10	BOYS & GIRLS CLUBS OF GREATER HOUSTON	1520-A AIRLINE DR	HOUSTON	TX	77009-3606	To support the Power Hour homework assistance and tutoring program for students from low-income communities	$20,000 00
11	ASSOCIATION FOR THE ADVANCEMENT OF MEXICAN AMERICANS INC	6001 GULF FREEWAY B	HOUSTON	TX	77023-5423	Support for the George I Sanchez School program, which addresses academic achievement gaps among low-income minority urban youth	$10,000 00
12	GIRLS INCORPORATED OF GREATER HOUSTON	1235 NORTH LOOP WEST, SUITE 914	HOUSTON	TX	77008-4706	To support the expansion of an after-school program serving at-risk girls	$20,000 00
13	SKILLS FOR LIVING, INC	7660 WOODWAY DR STE 599	HOUSTON	TX	77063-1528	To provide funding for the Game of Real Life (GORL), a 64-hour financial, career and college planning curriculum for at-risk high school students	$10,000 00
14	THE WOMEN'S RESOURCE OF GREATER HOUSTON (TWR)	2200 POST OAK BLVD STE 50	HOUSTON	TX	77056-4706	To support Project LEAD (Leadership Education and Development), which targets 9th and 10th grade girls who are from low-income families, pregnant, "at-risk" to drop out, low academic performers and/or first in their family to finish high school	$40,000 00
15	COMMUNITIES IN SCHOOLS HOUSTON INC	2150 W 18TH ST STE 100	HOUSTON	TX	77008-1283	To support the connection of community resources with underserved schools to help students learn, remain in school, and prepare for life	$20,000 00
16	PREPARED 4 LIFE	1800 WEST LOOP S STE 1875	HOUSTON	TX	77027-3209	To support after school programs for economically disadvantaged, at-risk middle school students	$50,000 00
17	SCHOLARSHIP AMERICA INC	150 ABBEY LANE	LEVITTOWN	NY	11756	To honor legacy commitments pursuant to an IRS-approved college scholarship program established by the North Fork Foundation and administered by an independent third party, Scholarship America	$511,750 00
18	WESELY HOUSING DEVELOPMENT CORPORATION OF NORTHERN VIRGINIA	5515 CHEROKEE AVE STE 200	ALEXANDRIA	VA	22312-2309	To support the creation and/or preservation of approximately 114 units of affordable housing in Northern Virginia	$25,000 00
19	LOCAL INITIATIVES SUPPORT CORPORATION	501 SEVENTH AVENUE, 7th FLOOR	NEW YORK	NY	10018-5903	To support national and regional community development work in distressed neighborhoods	$335,000 00
20	NEIGHBORHOOD CENTERS INC	4500 BISSONNET, SUITE 200	BELLAIRE	TX	77401-3113	To teach financial literacy to approximately 420 elementary charter school students using the Practical Money Skills for Life curriculum	$40,000 00
21	SUPPORTIVE HOUSING NETWORK OF NEW YORK	475 RIVERSIDE DR STE 250	NEW YORK	NY	10115-0008	To provide operating support to facilitate affordable housing funding and placement procedures, the creation of new housing, and optimal performance of services	$20,000 00
22	NEIGHBORHOOD OPPORTUNITIES FUND OF THE UNITED WAY OF NYC	2 PARK AVE FL 2	NEW YORK	NY	10016-5602	To invest in the strongest community development organizations in strategic NYC neighborhoods, supporting both housing development and community organizing toward the equitable preservation and development of affordable housing	$50,000 00
23	HOUSING AND COMMUNITY DEVELOPMENT NETWORK OF NJ	145 W HANOVER ST	TRENTON	NJ	08618-4823	To support targeted public policy advocacy with respect to education and capacity-building programs designed to equip community development organizations with both the technical and financial support necessary to rejuvenate neighborhoods and help residents improve their lives	$45,000 00
24	NASSAU COUNTY FIREFIGHTERS MUSEUM AND EDUCATION CENTER	ONE DAVIS AVENUE	GARDEN CITY	NY	11530	Final payment of multi-year pledge to the museum and its programs	$30,000 00
25	I HAVE A DREAM FOUNDATION - NEW YORK	330 SEVENTH AVE 20TH FL	NEW YORK	NY	10001-5010	To support higher education access for childern in under-resourced public schools or housing developments	$25,000 00
26	AAFE COMMUNITY DEVELOPMENT FUND, INC	111 DIVISION ST	NEW YORK	NY	10002-6103	To support culturally- and linguistically-sensitive homeownership services to the target population	$15,000 00
27	PRATT AREA COMMUNITY COUNCIL	201 DEKALB AVE	BROOKLYN	NY	11205	To provide support for homebuyer services, low-income loans and grant assistance for first time homebuyers, development of affordable homes, property management, economic development and community organizing	$40,000 00
28	BRIDGE STREET DEVELOPMENT CORPORATION	460 NOSTRAND AVE	BROOKLYN	NY	11216-1747	To support the hiring of an Energy/Green consultant to incorporate green technology into existing and new construction housing projects	$5,000 00
29	CHHAYA CDC	37-43 77TH STREET, 2ND FLOOR	JACKSON HEIGHTS	NY	11372	To support increased capacity to address the issue of illegal housing conversions	$5,000 00

	Organization	Addess	City	State	Zip	Purpose of Grant or Contribution	Amount
30	NEW DESTINY HOUSING CORPORATION	1140 BROADWAY, SUITE 1002	NEW YORK	NY	10001	To expand the capacity of the HousingLink program to conduct research, develop recommendations and document the housing application inefficiencies that prevent domestic violence shelter residents from moving into housing in a timely manner	$10,000 00
31	WESTCHESTER RESIDENTIAL OPPORTUNITIES, INC	470 MAMARONECK AVE, SUITE 410	WHITE PLAINS	NY	10605-1830	To support safe, affordable and accessible housing	$5,000 00
32	WESTHAB, INC	85 EXECUTIVE BLVD	ELMSFORD	NY	10523-1326	To support affordable housing, shelters for the homeless, improvement of the quality of life in underserved neighborhoods, and supportive services	$10,000 00
33	THE FORTUNE SOCIETY, INC	29-76 NORTHERN BOULEVARD	LONG ISLAND CITY	NY	11101	To fund supportive services for men and women who have been incarcerated and are reentering society	$10,000 00
34	HARLEM UNITED COMMUNITY AIDS CENTER, INC	306 LENOX AVENUE	NEW YORK	NY	10027	To support pre-development work on a new, 36-unit supportive housing residence for homeless people living with HIV/AIDS	$5,000 00
35	HOUSING CONSERVATION COORDINATORS, INC	777 10TH AVE	NEW YORK	NY	10019-5027	To support the expansion of legal services, including consumer debt matters for low and moderate income residents	$5,000 00
36	HOUSING AND COMMUNITY DEVELOPMENT NETWORK OF NJ	145 W HANOVER ST	TRENTON	NJ	08618-4823	To support affordable housing and economic opportunities in New Jersey	$5,000 00
37	MARGERT COMMUNITY CORPORATION	325 BEACH 37TH ST	FAR ROCKAWAY	NY	11691-1510	To support the delivery of a wide variety of housing counseling services to homebuyers, homeowners, low- to moderate-income renters, and the homeless	$5,000 00
38	UNIVERSITY NEIGHBORHOOD HOUSING PROGRAM	2751 GRAND CONCOURSE	BRONX	NY	10468-3001	To support expansion of the Building Indicator Project, a tool to identify and improve buildings in financial and physical distress	$20,000 00
39	WOMEN'S HOUSING AND ECONOMIC DEVELOPMENT CORPORATION	50 E 168TH ST	BRONX	NY	10452-7929	To (i) support increased participation and environmental awareness at Urban Horizons and Intervale Green, two of the organization's affordable housing developments in the South Bronx and (ii) expand the organization's expertise in green property management, retrofitting and preservation	$10,000 00
40	NORTHERN MANHATTAN IMPROVEMENT CORPORATION	76 WADSWORTH AVENUE	NEW YORK	NY	10033-0000	To expand the organization's outreach capacity (specifically targeting buildings at risk for bankruptcy) to help preserve the tenancy of existing buildings, improve living conditions, and stabilize hundreds of units as affordable, decent housing	$20,000 00
41	RIDGEWOOD BUSHWICK SENIOR CITIZENS COUNCIL	217 WYCKOFF AVENUE	BROOKLYN	NY	11237	To support expansion of the organization's housing preservation services	$10,000 00
42	FIFTH AVENUE COMMITTEE	621 DEGRAW ST	BROOKLYN	NY	11217-3120	To support the permanent affordability and sustainability of the organization's existing affordable housing portfolio, a critical resource for 400 low income families in South Brooklyn facing economic uncertainty and possible displacement	$20,000 00
43	ST NICHOLAS NEIGHBORHOOD PRESERVATION CORP	11 CATHERINE ST	BROOKLYN	NY	11211-2706	To support the retrofit of affordable housing units for energy efficiency	$15,000 00
44	PROJECT HOSPITALITY, INC	100 PARK AVE	STATEN ISLAND	NY	10302-1440	To support a community revitalization project to reopen vacant houses in economically depressed neighborhoods on Staten Island	$20,000 00
45	SOUTHSIDE UNITED HDFC	213 S 4TH ST	BROOKLYN	NY	11211-5605	To support the use of technology to better integrate Social Services, Housing Resources, and Management	$15,000 00
46	GOOD OLD LOWER EAST SIDE INC	169 AVENUE B	NEW YORK	NY	10009-4697	To provide support for tenants' rights, homelessness prevention, economic development and community revitalization	$10,000 00
47	HABITAT FOR HUMANITY OF SUFFOLK, INC	643 MIDDLE COUNTRY RD	MIDDLE ISLAND	NY	11953-2509	To support the building of affordable housing in Suffolk County	$5,000 00
48	ASSOCIATION FOR NEIGHBORHOOD AND HOUSING DEVELOPMENT INC	50 BROAD ST STE 1125	NEW YORK	NY	10004-2376	To support forums and the creation of a policy paper on affordable housing	$20,000 00
49	CATHOLIC MIGRATION SERVICES, INC	1258 65TH STREET	BROOKLYN	NY	11219	To support the continuation of an organizing campaign around predatory equity, harassment and displacement issues affecting immigrant communities	$5,000 00
50	URBAN JUSTICE CENTER	123 WILLIAM ST FL 16	NEW YORK	NY	10038-3800	To supoprt the hiring of a paralegal to expand the capacity of the organization's housing team, which works with low-income tenants and community groups to preserve affordable housing in the South Bronx	$5,000 00
51	MIRABAL SISTERS CULTURAL AND COMMUNITY CENTER	618 W 142ND ST GROUND FLOOR	NEW YORK	NY	10031-6619	To fund a full time Housing Project coordinator, thereby expanding capacity to provide more support for tenant organizing and advocacy	$5,000 00
52	WE STAY/NOS QUEDAMOS COMMITTEE, INC	754 MELROSE AVENUE	BRONX	NY	10452	To support the creation of a database of individual, corporate, and foundation funders that provide grants to organizations that support affordable housing services, such as case management, referrals, court advocacy and independent living skills	$5,000 00
53	NORTHWEST BRONX COMMUNITY AND CLERGY COALITION	103 E 196TH ST	BRONX	NY	10468-3637	To support community revitalization and the preservation of affordable housing through tenant and neighborhood organizing	$5,000 00
54	YOUNG KOREAN AMERICAN SERVICE AND EDUCATION CENTER, INC	136-19 41ST AVENUE 3FL	FLUSHING	NY	11355-2442	To support a comprehensive package of programs that educate, serve, and organize the Chinese American and Korean American communities in Flushing, Queens, to advocate on housing issues	$20,000 00
55	NEIGHBORHOOD HOUSING SERVICES OF JAMAICA INC	89-70 162ND ST	JAMAICA	NY	11432-5072	To support neighborhoods in Southeast Queens through homeownership education, counseling, technical and financial assistance to low- and middle-income residents	$5,000 00
56	JERSEY CITY EPISCOPAL CDC	779 BERGEN AVENUE, SUITE 214	JERSEY CITY	NJ	07306-1113	To provide operating support to the organization's Real Estate Division to further its affordable housing production efforts	$10,000 00
57	COMMUNITY ACCESS	666 BROADWAY	NEW YORK	NY	10012-0000	To provide safe and affordable housing to individuals with psychiatric disabilities, including necessary support services for such individuals to help them transition from shelters and institutions to independent living	$5,000 00
58	GODDARD RIVERSIDE COMMUNITY CENTER	593 COLUMBUS AVE	NEW YORK	NY	10024-1904	To support the renovation of a supportive housing residence in NYC	$5,000 00
59	THE PROMESA HOUSING FUND DEVELOPMENT CORPORATION	300 E 175TH ST	BRONX	NY	10457-5804	To support pre-development work for housing for persons living with HIV/AIDS	$5,000 00

	Organization	Addess	City	State	Zip	Purpose of Grant or Contribution	Amount
60	CYPRESS HILLS LOCAL DEVELOPMENT CORPORATION	625 JAMAICA AVE	BROOKLYN	NY	11208-1203	To support affordable housing and services to young people to help them achieve their educational and employment goals	$5,000 00
61	HOPE COMMUNITY, INC	174 EAST 104TH STREET	NEW YORK	NY	10029-4914	To support housing services to low-, moderate- and middle-income families	$5,000 00
62	SCHOLARSHIP AMERICA INC	PO BOX 297	ST PETER	MN	56082-0297	To honor legacy commitments pursuant to an IRS-approved college scholarship program established by the North Fork Foundation and administered by an independent third party, Scholarship America	$359,725 00
63	WEST HARLEM GROUP ASSISTANCE, INC	1652 AMSTERDAM AVENUE	NEW YORK	NY	10031-6166	To enable all of the organization's senior managers to enroll in a comprehensive training in low-income housing financing, compliance, and policy	$5,000 00
64	NEW YORK STATE TENANTS & NEIGHBORS INFORMATION SERVICE, INC	236 W 27TH ST - 4TH FLOOR	NEW YORK	NY	10001-5906	To support efforts to preserve affordable Section 8, Mitchell-Lama and rent-regulated housing in New York City	$10,000 00
65	KIPP DC	910 17TH ST NW STE 1050	WASHINGTON	DC	20006-2623	To support an intensive middle school math program	$50,000 00
66	YEAR UP, METRO WASHINGTON DC	1560 WILSON BLVD, SUITE 350	ARLINGTON	VA	22209	To provide program support for students learning technical IT skills and seeking apprenticeships	$20,000 00
67	NEW BEGINNINGS CHARTER SCHOOL FOUNDATION	2000 LAKESHORE DR 242 BICENTENNIAL EDUCATION CENTER	NEW ORLEANS	LA	70148-0001	To support establishment of the Adult Literacy Center of Greater New Orleans, whose purpose is to strengthen individual reading, writing, computation, speaking and listening skills that will enhance the quality of life for adults living in New Orleans	$155,000 00
68	NATIONAL ACADEMY FOUNDATION	218 WEST 40TH STREET, 5TH FLOOR	NEW YORK	NY	10018	To support the development of internship program materials and measurement tools	$355,000 00
69	21ST CENTURY SCHOOL FUND	1816 12TH ST NW	WASHINGTON	DC	20009-4422	To support efforts to improve urban public school facilities to best promote educational achievement and community revitalization	$210,000 00
70	CIS OF THE NATION'S CAPITAL	1700 PENNSYLVANIA AVE NW #850	WASHINGTON	DC	20006-4704	To provide school-wide prevention and intensive intervention for at-risk students at Ferebee-Hope Elementary School	$60,000 00
71	CIVIC BUILDERS	160 BROADWAY E BLD 9TH FL	NEW YORK	NY	10038-4201	To support the development of 1,100 - 2,000 permanent, high-quality charter school seats in Harlem	$150,000 00
72	POLICE ATHLETIC LEAGUE INC	34 1/2 E 12TH ST	NEW YORK	NY	10003-4640	To support a workforce development program for teens in New York City	$250,000 00
73	NEW JERSEY AFTER 3, INC	391 GEORGE STREET, 2ND FLOOR	NEW BRUNSWICK	NJ	08901-2033	To support the delivery of effective, research-based programs each school day	$100,000 00
74	NEW VISIONS FOR PUBLIC SCHOOLS	320 WEST 13TH STREET 6TH FLOOR	NEW YORK	NY	10014-1200	To support parent resource centers in NY area schools	$200,000 00
75	NEW YORK CITY OUTWARD BOUND CENTER	29-46 NORTHERN BLVD 4TH FLOOR	LONG ISLAND CITY	NY	11101-2813	To support the Washington Heights Expeditionary Learning School	$100,000 00
76	COMMUNITIES IN SCHOOLS, INC	277 S WASHINGTON ST STE 210	ALEXANDRIA	VA	22314-3675	To support in-school services for selected schools in a key Foundation community	$95,000 00
77	JUNIOR ACHIEVEMENT OF NEW YORK, INC	205 EAST 42ND STREET, SUITE 203	NEW YORK	NY	10017	To support financial literacy for NYC public school students	$20,000 00
78	JUNIOR ACHIEVEMENT OF NEW JERSEY, INC	4365 ROUTE 1 SOUTH	PRINCETON	NJ	08540	To support financial literacy for Newark public school students	$20,000 00
79	PROJECT RENEWAL	200 VARICK STREET	NEW YORK	NY	10014	To support a comprehensive job training and placement program that prepares formerly homeless and low-income clients to find and keep well-paying jobs	$20,000 00
80	VERITAS THERAPEUTIC COMMUNITY, INC	912 AMSTERDAM AVENUE	NEW YORK	NY	10025	To support educational growth and job training programs	$20,000 00
81	HARLEM CHILDREN'S ZONE	35 EAST 125TH STREET	New York	NY	10035	To support the College Success Program, holistically preparing youth for college academically, emotionally and socially	$50,000 00
82	BIG BROTHERS, BIG SISTERS OF LONG ISLAND	70 ACORN LANE	LEVITTOWN	NY	11756	To support enhancement of school-based mentoring and literacy programs	$20,000 00
						Adjustment per Long Term Commitment Schedule	(205,000)
						Total	3,946,475

Form **8868** (Rev. April 2009) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☑
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only . . . . ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (*e-file*). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Type or print	Name of Exempt Organization	Employer identification number
File by the due date for filing your return. See instructions.	Capital One Foundation, Inc (formerly "North Fork Foundation, Inc")	11 3276603
	Number, street, and room or suite no. If a P.O. box, see instructions. 1680 Capital One Drive,	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Mclean, VA 22102	

Check type of return to be filed (file a separate application for each return):

☐ Form 990 ☐ Form 990-T (corporation) ☐ Form 4720
☐ Form 990-BL ☐ Form 990-T (sec. 401(a) or 408(a) trust) ☐ Form 5227
☐ Form 990-EZ ☐ Form 990-T (trust other than above) ☐ Form 6069
☑ Form 990-PF ☐ Form 1041-A ☐ Form 8870

- The books are in the care of ▶ 1680 Capital One Drive, Mclean, VA 22102

Telephone No. ▶ (703) 720-1000 FAX No. ▶ (703) 720-2233

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box . . . . . . ▶ ☐ . If it is for part of the group, check this box . . . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until May 15 , 20 10 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ ☐ calendar year 20 .... or
▶ ☑ tax year beginning October 1 , 20 08 , and ending September 30 , 20 09 .

2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 11,689
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 36,893
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ -25,204

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . ▶ ☐

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization	**Employer identification number**
	Number, street, and room or suite no. If a P.O. box, see instructions.	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	

Check type of return to be filed (File a separate application for each return):

☐ Form 990 ☐ Form 990-PF ☐ Form 1041-A ☐ Form 6069
☐ Form 990-BL ☐ Form 990-T (sec. 401(a) or 408(a) trust) ☐ Form 4720 ☐ Form 8870
☐ Form 990-EZ ☐ Form 990-T (trust other than above) ☐ Form 5227

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ ....
Telephone No. ▶ (.......)............ FAX No. ▶ (.......)............
- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . . . . ▶ ☐ . If it is for part of the group, check this box. . . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until ...., 20.....
5 For calendar year ...., or other tax year beginning.........., 20....., and ending.........., 20.....
6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
7 State in detail why you need the extension ....

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ [signature] Title ▶ VP - Tax Date ▶ 2/10/10