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Form **990-PF**Department of the Treasury
Internal Revenue Service (77)**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

OMB No 1545-0052

2009

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

For calendar year 2009, or tax year beginning 10/1/2009, and ending 9/30/2010

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ 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		A Employer identification number 11-3276603
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) (703)720-1000
	City or town, state, and ZIP code McLean VA 22102		C If exemption application is pending, 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		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 39,518,721		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

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))

	(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)	600,000			STMT 1
2 Check ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	110	110		STMT 2
4 Dividends and interest from securities	1,152,935	1,152,935		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	2,673,890			STMT 10
b Gross sales price for all assets on line 6a	12,845,976			STMT 10
7 Capital gain net income (from Part IV, line 2)		2,673,890		
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)	0	0	0	
12 Total. Add lines 1 through 11	4,426,935	3,826,935	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)	83,704	0	0	STMT 5 0
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)	138,971	138,971	0	STMT 6 0
24 Total operating and administrative expenses. Add lines 13 through 23	222,675	138,971	0	0
25 Contributions, gifts, grants paid	4,107,977			4,107,977
26 Total expenses and disbursements. Add lines 24 and 25	4,330,652	138,971	0	4,107,977
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	96,283			
b Net investment income (if negative, enter -0-)		3,687,964		
c Adjusted net income (if negative, enter -0-)			0	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

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(HTA)

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	598,800	25,401	25,401
	2 Savings and temporary cash investments	1,312,684	9,232	9,232
	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	38,788,791	39,462,028	39,462,028
	c Investments—corporate bonds (attach schedule)	0	0	0
Liabilities	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 STATEMENT 8)	53,839	22,060	22,060
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	40,754,114	39,518,721	39,518,721
	17 Accounts payable and accrued expenses	23,000	53,000	
	18 Grants payable	2,116,541	266,118	
Net Assets or Fund Balances	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	0	
	23 Total liabilities (add lines 17 through 22)	2,139,541	319,118	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☒			
	24 Unrestricted	38,614,573	39,199,603	
	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)	38,614,573	39,199,603	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	40,754,114	39,518,721	

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	38,614,573
2 Enter amount from Part I, line 27a	2	96,283
3 Other increases not included in line 2 (itemize) Unrealized Gains on Securities, STMT 9	3	488,747
4 Add lines 1, 2, and 3	4	39,199,603
5 Decreases not included in line 2 (itemize) 0	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	39,199,603

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	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a	0	0	0	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	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	2,673,890
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))
2008	3,946,475	34,339,481	0.114925
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	46,893,078	0.126998
2 Total of line 1, column (d)			2 0.615990
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 0.123198
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 39,658,194
5 Multiply line 4 by line 3			5 4,885,810
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 36,880
7 Add lines 5 and 6			7 4,922,690
8 Enter qualifying distributions from Part XII, line 4 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.			8 4,107,977

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 or determination letter _____ (attach copy of letter if necessary—see instructions)		1	73,759
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
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	73,759
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	73,759
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	70,150	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	25,000	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	95,150	
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	21,391	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax	11	0	

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?		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)? 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		X
c Did the foundation file Form 1120-POL for this year?		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		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) NY		
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	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

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)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	N/A
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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ 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 2009 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 2009)	3b	N/A
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 2009?	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**▶ ☐**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**

If "Yes" to 6b, file Form 8870

X

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		0	0	0
	.00	0	0	0
	.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				

Total number of other employees paid over \$50,000

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
		0

Total number of others receiving over \$50,000 for professional services

**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 24 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 N/A	
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	39,876,703
b	Average of monthly cash balances	1b	385,423
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	40,262,126
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	40,262,126
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	603,932
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	39,658,194
6	Minimum investment return. Enter 5% of line 5	6	1,982,910

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	1,982,910
2a	Tax on investment income for 2009 from Part VI, line 5	2a	73,759
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	73,759
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,909,151
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,909,151
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	1,909,151

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	4,107,977
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	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	4,107,977
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	4,107,977

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,909,151
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2009				
a From 2004	3,748,317			
b From 2005	3,343,478			
c From 2006	3,205,613			
d From 2007	2,384,372			
e From 2008	2,254,744			
f Total of lines 3a through e	14,936,524			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 4,107,977				
a Applied to 2008, 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 2009 distributable amount				1,909,151
e Remaining amount distributed out of corpus	2,198,826			
5 Excess distributions carryover applied to 2009 (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	17,135,350			
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 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				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 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	3,748,317			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	13,387,033			
10 Analysis of line 9				
a Excess from 2005	3,343,478			
b Excess from 2006	3,205,613			
c Excess from 2007	2,384,372			
d Excess from 2008	2,254,744			
e Excess from 2009	2,198,826			

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 <i>Paid during the year</i> See Statement 12				
Total			▶ 3a	3,841,859
b <i>Approved for future payment</i> See Statement 12				
Total			▶ 3b	266,118

Federal Statements
Capital One Foundation, Inc
(formerly "North Fork Foundation, Inc")
10/1/2009 - 9/30/2010

FEIN 11-3276603

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

	(a)	(b)	(c)	(d)
	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for charitable purpose
Capital One Donation	<u>600,000</u>			

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

Olcott Consulting Group	<u>110</u>	<u>110</u>
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Statement 3
Form 990-PF, PART 1, LINE 4
Dividends and Interest from Securitites

Capital One Bank - investment management		
Olcott Consulting Group	<u>1,152,935</u>	<u>1,152,935</u>

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

Federal Excise Taxes	<u>83,704</u>
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Statement 6
Form 990-PF, PART 1, LINE 23
Other Expenses

Asset Mgmt Fee	135,472	135,472
Misc Expense	<u>3,499</u>	<u>3,499</u>
	<u>138,971</u>	<u>138,971</u>

Federal Statements
Capital One Foundation, Inc
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Statement 7
Form 990-PF, PART II, LINE 10b
Investments - corporate stock

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value (Fair Mkt Val)</u>	<u>Fair Market Vaue</u>
Olcott Consulting Group - Capital Management	MKT VAL	39,462,028	39,462,028
	<u>Total</u>	<u>39,462,028</u>	<u>39,462,028</u>

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

AIR Other Investments (Dividends Receivable)		22,060	22,060
Federal Excise Taxes Receivable		-	-
	<u>Total</u>	<u>22,060</u>	<u>22,060</u>

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

Unrealized Gain on Securities		488,747
	<u>Total</u>	<u>488,747</u>

Federal Statements
Capital One Foundation, Inc
(formerly "North Fork Foundation, Inc")
10/1/2009 - 9/30/2010

Statement 10
Form 990-PF, Part IV

**CAPITAL GAINS AND LOSSES
FOR INVESTMETN INCOME**

SEE PART IV SCHEDULE

Detail Schedule Part IV^a
Capital One Foundation, Inc
Sales

Type	Date Acquired	Date Sold	Quantity	Security	Unit Price	Proceeds	Cost Basis	Net Realized Gain/(Loss) Sales
OCTOBER 2009								
SALES	12/12/08	10/19/09	7,812 5000	ALLIANZ NFJ DIVIDEND VALUE FUND INSTITUTIONAL CLASS	9 45	80,000 00	73,828 13	6,171 87
SALES	12/12/08	10/19/09	9,626 6710	ALPINE EQUITY TR INTL REAL EST EQ FD Y	10 48	238,260 10	100,887 51	137,372 59
SALES	12/16/08	10/19/09	813 7430	ALPINE EQUITY TR INTL REAL EST EQ FD Y	11 06	20,140 14	9,000 00	11,140 14
SALES	12/16/08	10/19/09	90 4160	ALPINE EQUITY TR INTL REAL EST EQ FD Y	11 06	2,237 79	1,000 00	1,237 79
SALES	01/12/09	10/19/09	602 9290	ALPINE EQUITY TR INTL REAL EST EQ FD Y	11 61	14,922 50	7,000 00	7,922 49
SALES	02/12/09	10/19/09	664 7120	ALPINE EQUITY TR INTL REAL EST EQ FD Y	10 23	16,451 63	6,800 00	9,651 63
SALES	12/12/08	10/19/09	1,559 5760	HARBOR FUND SMALL CAP VALUE FD INSTL CL	12 43	25,000 00	19,385 53	5,614 47
SALES	12/12/08	10/19/09	614 0000	ISHARES RUSSELL MIDCAP INDEX FUND	55 85	49,940 86	34,291 90	15,648 96
SALES	12/12/08	10/19/09	727 0000	ISHARES TR S&P 500 INDEX FD	87 08	80,173 31	63,307 16	16,866 15
SALES	12/12/08	10/12/09	1,178 7280	LAZARD FDS INC EMERGING MKTS PORT INSTL SHS	11 63	21,500 00	13,708 61	7,791 39
SALES	12/12/08	10/19/09	5,359 0570	LAZARD FDS INC EMERGING MKTS PORT INSTL SHS	11 63	100,000 00	62,325 84	37,674 17
SALES	12/12/08	10/19/09	4,866 1800	LEGG MASON EMERGING MARKETS TRUST	11 84	100,000 00	57,615 57	42,384 43
SALES	12/12/08	10/19/09	2,113 4200	MORGAN STANLEY INSTL FUND TRUST MID CAP GRWTH PORT CL	16 91	60,000 00	35,737 94	24,262 06
SALES	12/12/08	10/19/09	2,795 0000	VANGUARD EUROPE PACIFIC	26 54	99,984 08	74,179 30	25,804 78
Total Investments for OCTOBER 2009						908,610 41	559,067 49	349,542 92
NOVEMBER 2009								
SALES	12/12/08	11/25/09	19,451 813	COHEN & STEERS INTL RLTY FD INC CL I	7 88	220,000 00	153,280 29	66,719 71
Total Investments for NOVEMBER 2009						220,000 00	153,280 29	66,719 71
DECEMBER 2009								
SALES	10/20/09	12/03/09	36,150 713	PIMCO SHORT TERM FD INST CL	9 82	355,723 01	355,000 00	723 01
SALES	11/02/09	12/03/09	16 641	PIMCO SHORT TERM FD INST CL	9 84	163 74	163 75	(0 01)
SALES	11/30/09	12/03/09	14,645 654	PIMCO SHORT TERM FD INST CL	9 85	144,113 25	144,259 70	(146 45)
	12/11/09	12/11/09	(3,793 030)	REINVESTED DIVIDENDS	10 89	-	(41,306 10)	41,306 10
	12/11/09	12/11/09	(119 720)	REINVESTED DIVIDENDS	9 82	-	(1,175 68)	1,175 68
Total Investments for DECEMBER 2009						500,000 00	456,941 67	43,058 33
JANUARY 2010								
SALES	12/12/08	01/14/10	712 115	ALGER INSTL FD SMALL CAP INSTL PORT CL I	14 50	16,400 00	10,325 67	6,074 33
SALES	12/12/08	01/14/10	963 572	HARBOR FUND SMALL CAP VALUE FD INSTL CL	12 43	16,400 00	11,977 20	4,422 80
Total Investments for JANUARY 2010						32,800 00	22,302 87	10,497 13
FEBRUARY 2010								
				NONE				
Total Investments for FEBRUARY 2010						-	-	-
MARCH 2010								
				NONE				
Total Investments for MARCH 2010						-	-	-
APRIL 2010								
SALES	07/30/09	04/22/10	11,569 205	BRANDYWINE BLUE FD INC	19 86	275,000 00	229,764 42	45,235 58
SALES	12/12/08	04/22/10	12,756 088	ALGER INSTL FD SMALL CAL INSTL PORT CL I	14 50	330,000 00	184,963 28	145,036 72
SALES	12/12/08	04/12/10	98 000	ISHARES RUSSELL MIDCAP INDEX FUND	55 85	9,034 52	5,473 30	3,561 22

Federal Statements
Capital One Foundation, Inc
(formerly "North Fork Foundation, Inc")
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Capital One Foundation, Inc
Sales

Type	Date Acquired	Date Sold	Quantity	Security	Unit Price	Proceeds	Cost Basis	Net Realized Gain/(Loss) Sales
SALES	12/12/08	04/12/10	150 000	ISHARE TR S&P 500 INDEX FD	87 08	17,999 33	13,062 00	4,937 33
SALES	12/12/08	04/23/10	2,217 000	ISHARE TR S&P 500 INDEX FD	87 08	269,183 59	193,056 36	76,127 23
SALES	12/12/08	04/23/10	1,700 000	ISHARE TR S&P 500 INDEX FD	87 08	206,422 41	148,036 00	58,386 41
SALES	12/12/08	04/12/10	128 000	ISHARES TR-RUSSELL 2000 INDEX FD	45 29	9,007 69	5,797 12	3,210 57
SALES	12/12/08	04/22/10	6,383 658	MORGAN STANLEY INSTL FUND TRUST MID CAP GRWTH PORT CL	16 91	200,000 00	107,947 66	92,052 34
Total Investments for APRIL 2010						1,316,647 54	888,100 14	428,547 40

MAY 2010

SALES	11/30/09	05/11/10	5,060 729	PIMCO SHORT TERM FD INST CL	9 85	50,000 00	49,848 18	151 82
SALES	12/12/08	05/10/10	32,315 978	ARTIO GLOBAL INVT FDS INTL EQUITY FD II CL I	9 82	360,000 00	317,342 91	42,657 09
SALES	12/12/08	05/11/10	3,631 082	LOOMIS SAYLES INVT TR BOND CLASS I	9 59	50,000 00	34,822 08	15,177 92
SALES	12/12/08	05/11/10	27,027 027	PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL	9 93	300,000 00	268,378 38	31,621 62
SALES	12/12/08	05/11/10	4,492 363	PIMCO REAL RETURN BOND REAL RETURN BOND FUND INSTL CL	9 13	50,000 00	41,015 28	8,984 72
Total Investments for MAY 2010						810,000 00	711,406 83	98,593 17

JUNE 2010

NONE

Total Investments for JUNE 2010**JULY 2010**

SALES	11/30/09	07/06/10	30,425 963	PIMCO SHORT TERM FD INST CL	9 85	300,000 00	299,695 73	304 27
SALES	12/12/08	07/19/10	6,166 495	COHEN & STEERS INTL RLTY FD INC CL I	7 88	60,000 00	48,591 98	11,408 02
SALES	12/12/08	07/19/10	803 536	COHEN & STEERS RLTY SHARES INC	34 48	40,000 00	27,705 93	12,294 07
SALES	12/12/08	07/19/10	200 000	ISHARES RUSSELL MIDCAP INDEX FUND	55 85	16,445 72	11,170 00	5,275 72
SALES	12/12/08	07/19/10	300 000	ISHARES RUSSELL MIDCAP INDEX FUND	55 85	24,665 58	16,755 00	7,910 58
SALES	12/12/08	07/19/10	715 000	ISHARES RUSSELL MIDCAP INDEX FUND	55 85	58,779 15	39,932 75	18,846 40
SALES	12/12/08	07/19/10	4,415 000	ISHARES TR S&P 500 INDEX FD	87 08	472,779 34	384,458 20	88,321 14
SALES	12/12/08	07/19/10	897 000	ISHARES TR-RUSSELL 2000 INDEX FD	45 29	54,261 30	40,625 13	13,636 17
SALES	12/12/08	07/19/10	755 000	ISHARES TR-RUSSELL 2000 INDEX FD	45 30	45,671 45	34,200 90	11,470 55
SALES	12/12/08	07/19/10	3,282 276	LAZARD FDS INC EMERGING MKTS PORT INSTL SHS	11 63	60,000 00	38,172 87	21,827 13
SALES	12/12/08	07/19/10	2,003 005	LEGG MASON EMERGING MARKETS TRUST	11 84	40,000 00	23,715 58	16,284 42
SALES	12/12/08	07/19/11	77,402 788	LOOMIS SAYLES INVT TR BOND CLASS I	9 59	1,055,000 00	742,292 74	312,707 26
SALES	12/12/08	07/19/10	200 000	VANGUARD TOTAL BOND ETF MARKET	76 59	16,308 04	15,318 00	990 04
SALES	12/12/08	07/19/10	100 000	VANGUARD TOTAL BOND ETF MARKET	76 59	8,153 97	7,659 00	494 97
SALES	12/12/08	07/19/10	2,300 000	VANGUARD TOTAL BOND ETF MARKET	76 59	187,541 13	176,157 00	11,384 13
SALES	12/12/08	07/19/10	7,457 000	VANGUARD TOTAL BOND ETF MARKET	76 59	608,033 50	571,131 63	36,901 87
SALES	12/12/08	07/19/10	712 000	VANGUARD EUROPE ETF PACIFIC	26 54	22,194 72	18,896 48	3,298 24
SALES	12/12/08	07/19/10	8,116 000	VANGUARD EUROPE ETF PACIFIC	26 56	252,994 98	215,560 96	37,434 02
Total Investments for JULY 2010						3,322,828 88	2,712,039 88	610,789 00

AUGUST 2010

SALES	07/19/10	08/03/10	9,070 796	BLACKROCK GLOBAL ALLOC GLOBAL ALLOCATION INSTIT	17 51	164,000 00	158,829 64	5,170 36
SALES	07/19/10	08/20/10	2,704 225	BLACKROCK GLOBAL ALLOC GLOBAL ALLOCATION INSTIT	17 51	48,000 00	47,350 98	649 02
SALES	08/05/10	08/20/10	2,220 077	EATON VANCE GLOBAL MARCO ABSOLUTE RETURN FUND CLASS	10 33	23,000 00	22,933 40	66 60
SALES	07/12/10	08/03/10	6,655 844	LOOMIS SAYLES FDS II INVT GRADE BD FD CL Y	12 05	82,000 00	80,202 92	1,797 08
SALES	07/12/10	08/20/10	2,750 809	LOOMIS SAYLES FDS II INVT GRADE BD FD CL Y	12 05	34,000 00	33,147 25	852 75
SALES	08/05/10	08/20/10	1,049 869	JPMORGAN TRUST I HIGHBRIDGE STATISTICAL MKT NEUTRAL FD	15 42	16,000 00	16,188 99	(188 99)
SALES	11/30/09	08/03/10	6,673 407	PIMCO SHORT TERM FD INST CL	9 85	66,000 00	65,733 06	266 94
SALES	11/30/09	08/09/10	2,828 283	PIMCO SHORT TERM FD INST CL	9 85	28,000 00	27,858 59	141 41
SALES	08/03/10	08/20/10	668 896	RYDEX SERIES FUNDS MANAGED FUTURES STRATEGY CL H	24 14	16,000 00	16,147 15	(147 15)
SALES	08/05/10	08/20/10	1,245 211	NATIXIS FDS TR II ASG GLBL ALTERNATIVES FD CL Y	10 59	13,000 00	13,186 79	(186 79)
SALES	12/12/08	08/20/10	820 419	ALGER INSTL FD SMALL CAP INSTL PORT CL I	14 50	18,000 00	11,896 08	6,103 92
SALES	12/12/08	08/20/10	5,600 000	ALLIANZ NFJ DIVIDEND VALUE FUND INSTITUTIONAL CLASS	9 45	56,000 00	52,920 00	3,080 00
SALES	07/30/09	08/20/10	3,460 208	BRANDYWINE BLUE FD INC	19 86	70,000 00	68,719 74	1,280 26
SALES	12/12/08	08/03/10	6,333 973	COHEN & STEERS INTL RLTY FD INC CL I	7 88	66,000 00	49,911 71	16,088 29
SALES	12/12/08	08/20/10	1,285 856	COHEN & STEERS INTL RLTY FD INC CL I	7 88	13,000 00	10,132 55	2,867 45
SALES	12/12/08	08/03/10	2,120 989	COHEN & STEERS RLTY SHARES INC	34 48	115,000 00	73,131 70	41,868 30
SALES	12/12/08	08/20/10	485 720	COHEN & STEERS RLTY SHARES INC	34 48	25,000 00	16,747 63	8,252 37
SALES	12/12/08	08/20/10	1,863 354	DODGE & COX FDS INTL STK FD	23 54	57,000 00	43,863 36	13,136 64

Federal Statements
Capital One Foundation, Inc
(formerly "North Fork Foundation, Inc")
10/1/2009 - 9/30/2010

FEIN 11-3276603

Capital One Foundation, Inc
Sales

Type	Date Acquired	Date Sold	Quantity	Security	Unit Price	Proceeds	Cost Basis	Net Realized Gain/(Loss) Sales
SALES	12/12/08	08/20/10	1,370 717	HARBOR FUND SMALL CAP VALUE FD INSTL CL	12 43	22,000 00	17,038 02	4,961 98
SALES	12/12/08	08/03/10	100 000	ISHARES RUSSELL MIDCAP INDEX FUND	55 84	8,742 00	5,584 00	3,158 00
SALES	12/12/08	08/03/10	1,114 000	ISHARES RUSSELL MIDCAP INDEX FUND	55 85	97,385 34	62,216 90	35,168 44
SALES	12/12/08	08/03/10	667 000	ISHARES RUSSELL MIDCAP INDEX FUND	55 84	58,308 82	37,245 28	21,063 54
SALES	12/12/08	08/03/10	1,300 000	ISHARES TR S&P 500 INDEX FD	87 07	146,845 51	113,191 00	33,654 51
SALES	12/12/08	08/03/10	4,835 000	ISHARES TR S&P 500 INDEX FD	87 08	546,104 01	421,031 80	125,072 21
SALES	12/12/08	08/03/10	562 000	ISHARES TR S&P 500 INDEX FD	87 07	63,476 83	48,933 34	14,543 49
SALES	12/12/08	08/20/10	753 000	ISHARES TR S&P 500 INDEX FD	87 07	81,000 35	65,563 71	15,436 64
SALES	12/12/08	08/03/10	1,716 000	ISHARES TR - RUSSELL 2000 INDEX FD	45 30	113,615 46	77,733 42	35,882 04
SALES	12/12/08	08/03/10	964 000	ISHARES TR - RUSSELL 2000 INDEX FD	45 28	63,825 95	43,649 92	20,176 03
SALES	12/12/08	08/03/10	100 000	ISHARES TR - RUSSELL 2000 INDEX FD	45 28	6,620 89	4,528 00	2,092 89
SALES	12/12/08	08/20/10	173 000	ISHARES TR - RUSSELL 2000 INDEX FD	45 28	10,466 75	7,833 44	2,633 31
SALES	12/12/08	08/20/10	1,848 049	JANUS INVT FD PERKINS MID CAP VALUE FD CL I	14 57	36,000 00	26,919 42	9,080 58
SALES	12/12/08	08/20/10	2,578 269	ARTIO GLOBAL INVT FDS INTL EQUITY FD II CL I	9 82	28,000 00	25,318 61	2,681 39
SALES	12/12/08	08/03/10	4,200 820	LAZARD FDS INC EMERGING MKTS PORT INSTL SHS	11 63	82,000 00	48,855 54	33,144 46
SALES	12/12/08	08/20/10	1,414 353	LAZARD FDS INC EMERGING MKTS PORT INSTL SHS	11 63	27,000 00	16,448 93	10,551 07
SALES	12/12/08	08/03/10	3,833 567	LEGG MASON EMERGING MARKETS TRUST	11 84	82,000 00	45,389 44	36,610 56
SALES	12/12/08	08/20/10	1,531 833	LEGG MASON EMERGING MARKETS TRUST	11 84	32,000 00	18,136 91	13,863 09
SALES	12/12/08	08/03/10	5,865 522	LOOMIS SAYLES INVT TR BOND CLASS I	9 59	82,000 00	56,250 36	25,749 64
SALES	12/12/08	08/20/10	2,152 080	LOOMIS SAYLES INVT TR BOND CLASS I	9 59	30,000 00	20,638 45	9,361 55
SALES	12/12/08	08/03/10	28,834 356	PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL	9 93	329,000 00	286,325 16	42,674 84
SALES	12/12/08	08/20/10	7,913 043	PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL	9 93	91,000 00	78,576 52	12,423 48
SALES	12/12/08	08/03/10	8,695 652	PIMCO REAL RETURN BOND REAL RETURN BOND FUND INSTL CL	9 13	98,000 00	79,391 31	18,608 69
SALES	12/12/08	08/20/10	3,268 551	PIMCO REAL RETURN BOND REAL RETURN BOND FUND INSTL CL	9 13	37,000 00	29,841 88	7,158 12
SALES	12/12/08	08/03/10	779 000	VANGUARD TOTAL BOND ETF MARKET	76 59	63,708 11	59,663 61	4,044 50
SALES	12/12/08	08/03/10	3,245 000	VANGUARD TOTAL BOND ETF MARKET	76 54	265,382 32	248,372 30	17,010 02
SALES	12/12/08	08/20/10	1,301 000	VANGUARD TOTAL BOND ETF MARKET	76 54	107,413 81	99,578 54	7,835 27
SALES	12/12/08	08/03/10	100 000	VANGUARD EUROPE ETF PACIFIC	26 57	3,369 32	2,657 00	712 32
SALES	12/12/08	08/03/10	100 000	VANGUARD EUROPE ETF PACIFIC	26 57	3,369 30	2,657 00	712 30
SALES	12/12/08	08/03/10	100 000	VANGUARD EUROPE ETF PACIFIC	26 57	3,369 27	2,657 00	712 27
SALES	12/12/08	08/03/10	100 000	VANGUARD EUROPE ETF PACIFIC	26 57	3,369 24	2,657 00	712 24
SALES	12/12/08	08/03/10	275 000	VANGUARD EUROPE ETF PACIFIC	26 57	9,264 87	7,306 75	1,958 12
SALES	12/12/08	08/03/10	3,071 000	VANGUARD EUROPE ETF PACIFIC	26 56	103,460 23	81,565 76	21,894 47
SALES	12/12/08	08/03/10	8,392 000	VANGUARD EUROPE ETF PACIFIC	26 58	282,721 70	223,059 36	59,662 34
SALES	12/12/08	08/03/10	1,537 000	VANGUARD EUROPE ETF PACIFIC	26 57	51,780 66	40,838 09	10,942 57
SALES	12/12/08	08/03/10	20,246 479	WESTERN ASSET FDS INC CORE BD PORT INSTL CL	8 68	230,000 00	175,739 44	54,260 56
SALES	12/12/08	08/20/10	4,006 969	WESTERN ASSET FDS INC CORE BD PORT INSTL CL	8 68	46,000 00	34,780 50	11,219 50

Total Investments for AUGUST 2010

4,255,600 74 3,427,075 25 828,525 49

SEPTEMBER 2010

SALES	07/19/10	09/14/10	3,107 961	BLACKROCK GLOBAL ALLOC GLOBAL ALLOCATION INSTIT	17 51	57,000 00	54,420 40	2,579 60
SALES	07/12/10	09/14/10	3,703 704	LOOMIS SAYLES FDS II INVT GRADE BD FD CL Y	12 05	46,000 00	44,629 64	1,370 36
SALES	11/30/09	09/14/10	1,279 670	PIMCO SHORT TERM FD INSTL CL	9 85	12,681 53	12,604 74	76 79
SALES	12/03/09	09/14/10	34 766	PIMCO SHORT TERM FD INSTL CL	9 85	344 53	342 45	2 08
SALES	12/11/09	09/14/10	119 718	PIMCO SHORT TERM FD INSTL CL	9 82	1,186 40	1,175 63	10 77
SALES	01/04/10	09/14/10	54 031	PIMCO SHORT TERM FD INSTL CL	9 82	535 44	530 58	4 86
SALES	02/01/10	09/14/10	37 269	PIMCO SHORT TERM FD INSTL CL	9 86	369 33	367 47	1 86
SALES	03/01/10	09/14/10	39 864	PIMCO SHORT TERM FD INSTL CL	9 86	395 05	393 06	1 99
SALES	04/01/10	09/14/10	35 347	PIMCO SHORT TERM FD INSTL CL	9 87	350 28	348 87	1 41
SALES	04/26/10	09/14/10	2,738 386	PIMCO SHORT TERM FD INSTL CL	9 88	27,137 44	27,055 26	82 18
SALES	04/26/10	09/22/10	20,161 290	PIMCO SHORT TERM FD INSTL CL	9 88	200,000 00	199,193 55	806 45
SALES	08/03/10	09/14/10	409 333	RYDEX SERIES FUNDS MANAGED FUTURES STRATEGY CL H	24 14	10,000 00	9,881 30	118 70
SALES	08/05/10	09/14/10	936 330	NATIXIS FDS TR II ASG GLBL ALTERNATIVES FD CL Y	10 59	10,000 00	9,915 74	84 26
SALES	12/12/08	09/14/10	855 798	ALGER INSTL FD SMALL CAP INSTL PORT CL I	14 50	20,000 00	12,409 08	7,590 92
SALES	12/12/08	09/14/10	9,560 229	ALLIANZ NFJ DIVIDEND VALUE FUND INSTITUTIONAL CLASS	9 45	100,000 00	90,344 17	9,655 83
SALES	07/30/09	09/14/10	4,345 794	BRANDYWINE BLUE FD INC	19 86	93,000 00	86,307 47	6,692 53
SALES	12/12/08	09/14/10	996 920	COHEN & STEERS RLTY SHARES INC	34 48	55,000 00	34,373 77	20,626 23
SALES	12/12/08	09/14/10	3,031 231	DODGE & COX FDS INTL STK FD	23 54	99,000 00	71,355 18	27,644 82
SALES	12/12/08	09/14/10	1,942 319	HARBOR FUND SMALL CAP VALUE FD INSTL CL	12 43	33,000 00	24,143 03	8,856 97
SALES	12/12/08	09/14/10	136 000	ISHARES RUSSELL MIDCAP INDEX FUND	55 84	11,987 24	7,594 24	4,393 00
SALES	12/12/08	09/14/10	586 000	ISHARES TR S&P 500 INDEX FD	87 07	66,123 12	51,023 02	15,100 10
SALES	12/12/08	09/14/10	300 000	ISHARES TR S&P 500 INDEX FD	87 07	33,852 32	26,121 00	7,731 32
SALES	12/12/08	09/14/10	63 000	ISHARES TR - RUSSELL 2000 INDEX FD	45 28	4,098 38	2,852 64	1,245 74
SALES	12/16/08	09/14/10	68 000	ISHARES TR - RUSSELL 2000 INDEX FD	46 61	4,423 65	3,169 36	1,254 29
SALES	12/12/08	09/14/10	1,579 467	JANUS INVT FD PERKINS MID CAP VALUE FD CL I	14 57	32,000 00	23,007 15	8,992 85
SALES	12/12/08	09/14/10	4,388 985	ARTIO GLOBAL INVT FDS INTL EQUITY FD II CL I	9 82	51,000 00	43,099 84	7,900 16
SALES	12/12/08	09/14/10	2,194 514	LAZARD FDS INC EMERGING MKTS PORT INSTL SHS	11 63	44,000 00	25,522 20	18,477 80
SALES	12/12/08	09/14/10	2,104 300	LEGG MASON EMERGING MARKETS TRUST	11 84	46,000 00	24,914 91	21,085 09
SALES	12/12/08	09/14/10	923 295	LOOMIS SAYLES INVT TR BOND CLASS I	9 59	13,000 00	8,854 40	4,145 60
SALES	12/12/08	09/14/10	11,555 169	PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL	9 93	133,000 00	114,742 83	18,257 17
SALES	12/12/08	09/14/10	4,803 493	PIMCO REAL RETURN BOND REAL RETURN BOND FUND INSTL CL	9 13	55,000 00	43,855 89	11,144 11
SALES	12/12/08	09/14/10	1,487 000	VANGUARD TOTAL BOND ETF MARKET	76 54	122,024 12	113,814 98	8,209 14
SALES	12/12/08	09/14/10	177 000	VANGUARD EUROPE ETF PACIFIC	26 57	5,979 64	4,702 89	1,276 75
SALES	12/12/08	09/14/10	7,926 829	WESTERN ASSET FDS INC CORE BD PORT INSTL CL	8 68	91,000 00	68,804 88	22,195 12

Capital One Foundation, Inc
Sales

Type	Date Acquired	Date Sold	Quantity	Security	Unit Price	Proceeds	Cost Basis	Net Realized Gain/(Loss) Sales
Total Investments for SEPTEMBER 2010						1,479,488.47	1,241,871.62	237,616.85
TOTALS FOR OCTOBER 2009-SEPTEMBER 2010						12,845,976.04	10,172,086.04	2,673,890.00

Federal Statements
Capital One Foundation, Inc
(formerly "North Fork Foundation, Inc")
10/1/2009 - 9/30/2010

FEIN 11-3276603

Statement 11

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

	<u>TITLE</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFITS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
Carolyn S Berkowitz	President / Director	none	none	none
Andrew D Labenne	Treasurer	none	none	none
Amy D Cook	Secretary	none	none	none
Andres L Navarrete	Assistant Secretary	none	none	none
Robert J Magnano	Chairman of the Audit Committee / Director	none	none	none
Dorothy Broadman	Director	none	none	none
Guenet M Beshah	Director	none	none	none
Heather M Cox	Director	none	none	none
John G Finneran Jr	Director	none	none	none
Lynn A Carter	Director	none	none	none
Nicole Moran	Director	none	none	none
Richard A Woods	Director	none	none	none

**Capital One Foundation, Inc
(formerly "North Fork Foundation, Inc")
10/1/2009 - 9/30/2010**

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	Address	City	State	Zip	Purpose of Grant / Contribution	Amount
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	\$338,125.00
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	\$31,250.00
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	\$31,250.00
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	\$31,250.00
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	\$31,250.00
DC College Access Program	1029 VERMONT AVE NW STE 400	WASHINGTON	DC	20005-3517	To encourage and enable public high school students to enter and graduate from college	\$120,000.00
La Casa de Don Pedro	75 PARK AVE	NEWARK	NJ	07104-1034	To provide comprehensive social services to Newark and surrounding areas with particular expense in serving the Latino community	\$5,000.00
Long Island Housing Partnership Inc	180 OSER AVENUE	HAUPPAUGE	NY	11788-3738	To provide affordable housing opportunities for those persons who otherwise would be unable to afford homes through development, technical assistance, mortgage counseling, homebuyer education and lending programs	\$35,000.00
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
CENTER FOR NEW YORK CITY NEIGHBORHOODS	74 TRINITY PL RM 1302	NEW YORK	NY	10008-2123	To support distressed homeowners retain their equity and preserve New York City neighborhoods by limiting the negative impacts of foreclosure, property flipping, and abandonment	\$10,000.00
Asian Americans for Equality	108 Norfolk Street	New York	NY	10002-6103	To advance the rights of Asian Americans and all those in need through advocacy and access in civil rights, immigrant assistance, social services, affordable housing, and economic development	\$15,000.00
Housing Action Council Inc	55 SOUTH BROADWAY	TARRYTOWN	NY	10591-4000	To increase and improve housing opportunities for low- and moderate- income households and special needs populations	\$15,000.00
Neighborhood Housing Services of New York City	307 West 36th Street, 12th Floor	New York	NY	10018	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	\$20,000.00
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	\$15,000.00
Neighborhood Opportunities Fund of the United Way of NYC	2 PARK AVE FL 2	NEW YORK	NY	10018-5802	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
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
Habitat for Humanity of Jefferson County	PO BOX 3174	BEAUMONT	TX	77704-3174	To support the building of affordable housing in Jefferson County	\$10,000.00
Dress for Success San Antonio	1115 W. Martin	San Antonio	TX	78207	To promote the economic independence of disadvantaged women by providing professional attire, a network of support and the career development tools to help women thrive in work and in life	\$5,000.00
BEXAR COUNTY FAMILY JUSTICE CENTER FOUNDATION	527 N LEONA ST #48-2	SAN ANTONIO	TX	78207-3110	To assist FJCs around the world in attaining the vision of communities without family violence	\$15,000.00
I HAVE A DREAM FOUNDATION - NEW YORK	330 SEVENTH AVE 20TH FL	NEW YORK	NY	10001-5010	To support higher education access for children in under-resourced public schools or housing developments	\$25,000.00
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
Prairie 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	\$15,000.00
Chhaya Community Development Corporation	37-43 77th St 2ND FLOOR	JACKSON HEIGHTS	NY	11372-0000	To support increased capacity to address the issue of illegal housing conversions	\$10,000.00
New York Mortgage Coalition	50 BROAD ST STE 1125	NEW YORK	NY	10004-2378	To help low-to moderate income families in the greater New York City region become first time homebuyers through outreach, education, and individual counseling to the underserved residents of New York	\$35,000.00
Common Ground Community HDFS Inc	505 8TH AVE FL 15	NEW YORK	NY	10018-4531	To create attractive and affordable environments and foster respectful and supportive relationships among all members of our communities	\$10,000.00
Young Korean American Service and Education Center Inc	138-19 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	\$10,000.00
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	\$75,000.00
Supportive Housing Network of New York	247 W. 37th St 18th Floor	NEW YORK	NY	10018	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
DC College Access Program	1029 VERMONT AVE NW STE 400	WASHINGTON	DC	20005-3517	To encourage and enable public high school students to enter and graduate from college	(\$120,000.00)
St. Nick's Alliance	11 Catherine Street	Brooklyn	NY	11211-2706	To support the retrofit of affordable housing units for energy efficiency	\$15,000.00
Harlem Congregations for Community Improvement, Inc	2854 FREDERICK DOUGLASS BLVD	NEW YORK	NY	10039-2145	To assist in the comprehensive revitalization of the Harlem community and to improve the quality of life for its residents by providing high quality housing, social services, economic development and support services	\$15,000.00
Good Old Lower East Side	169 Avenue B	New York	NY	10009	To provide support for tenants' rights, homelessness prevention, economic development and community revitalization	\$10,000.00
The Coalition for Consumer Bankruptcy Debtor Education	c/o Fordham Law School 140 W 62nd St	New York	NY	10023	To assist consumer debtors who file bankruptcy in understanding and improving their ability to manage their financial affairs	\$22,000.00
Community Development Corporation of Long Island	2100 Middle Country Road	Centereach	NY	11720	To support Long Islanders pursuing their housing and small business dreams	\$35,000.00
HOOR CHILDREN INC	38-11 A 12TH STREET	LIC	NY	11106-5001	To provide supportive services to incarcerated and formerly incarcerated women and their families	\$10,000.00
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	\$15,000.00
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	\$179,775.00
University of Houston	4800 Calhoun Rd	Houston	TX	77204	To support financial literacy and support for university students	\$25,000.00
Junior Achievement of Central Texas	PO BOX 684571	AUSTIN	TX	78768-4571	To support financial literacy for Central Texas public school students	\$10,000.00
AUSTIN AREA URBAN LEAGUE INC	1033 LA POSADA DR STE 150	AUSTIN	TX	78752-3829	To assist African-American and disadvantaged citizens in the achievement of social and economic equality	\$10,000.00
Commerce Plaza Inc	75 GRAND AVE	MASSAPEQUA	NY	11758-4905	To introduce children to the business community through a simulated work environment	\$50,000.00
Local Initiatives Support Corporation	501 SEVENTH AVENUE 7th FLOOR	NEW YORK	NY	10018-5603	To support national and regional community development work in distressed neighborhoods	\$300,000.00
YES Preparatory School Inc	6201 Bonhomme Road Suite 168-N	HOUSTON	TX	77036	To increase the number of low-income Houstonians who graduate from a four-year college prepared to compete in the global marketplace	\$50,000.00
HOFSTRA UNIVERSITY	205 HOFSTRA UNIVERSITY HRC RM 118	HEMPSTEAD	NY	11549-0001	To support financial literacy and support for university students	\$80,000.00
Enterprise Community Partners Inc	10227 Winnopen Circle	Columbia	MD	21044	To create opportunity for low- and moderate-income people through fit, affordable housing and diverse thriving communities	\$600,000.00
DC College Access Program	1029 VERMONT AVE NW STE 400	WASHINGTON	DC	20005-3517	To encourage and enable public high school students to enter and graduate from college	\$170,000.00
Community Loan Fund of New Jersey Inc	18 W LAFAYETTE ST # 18	TRENTON	NJ	08608-2002	To provide loan products and development services to low-income targeted populations in the state of New Jersey	\$5,000.00

Organization	Address	City	State	Zip	Purpose of Grant / Contribution	Amount
NEW JERSEY CITIZEN ACTION EDUCATION FUND INC	744 BROAD ST STE 2080	NEWARK	NJ	07102-3905	To promote economic and social justice to empower and organize the unorganized to build a strong progressive coalition working on issues of common concern, strengthening our base both collectively as a coalition and as individual organizations	\$5 000 00
Southside United HDFO	213 S 4TH ST	BROOKLYN	NY	11211-5605	To support the use of technology to better integrate Social Services Housing Resources and Management	\$7 500 00
West Harlem Group Assistance inc	1652 AMSTERDAM AVENUE	NEW YORK	NY	10031-6198	To enable all of the organization's senior managers to enroll in a comprehensive training in low-income housing financing compliance and policy	\$7 500 00
BIG BROTHERS-BIG SISTERS OF LONG ISLAND INC	The E David Woyak Jr Building	70 ACORN LN	NY	LEVITTOWN	To support enhancement of school-based mentoring and literacy programs	\$10 000 00
Catholic Charities Progress of People Development Corporation	191 JORALEMON ST	BROOKLYN	NY	11201-4308	To provide affordable housing to low moderate and middle income residents including the elderly residing in Brooklyn and Queens NYC NY	\$10 000 00
NEIGHBORHOOD HOUSING SERVICES OF JAMAICA INC	89-70 182ND 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	\$10,000 00
New Leaders Inc	30 West 26th Street, 9th Floor	New York	NY	10010	To build the pipeline of outstanding secondary school principals and support secondary principals and their schools through the implementation of a secondary reform strategy	\$10 000 00
Hope Community Inc	174 East 104th Street	New York	NY	10029-4914	To support housing services to low moderate and middle-income families	\$13 000 00
Junior Achievement of New York (JA New York)	205 EAST 42ND STREET Ste 203	NEW YORK	NY	10017-5708	To support financial literacy for NYC public school students	\$20 000 00
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
New York City Outward Bound Center	29-48 NORTHERN BLVD 4TH FLOOR	LONG ISLAND CITY	NY	11101-2813	To support the Washington Heights Expeditionary Learning School	\$100 000 00
Civic Builders Inc	304 HUDSON STREET 3RD FL	NEW YORK	NY	10013-1015	To support the development of 1 100 - 2 000 permanent, high-quality charter school seats in Harlem	\$110 000 00
UNO Foundation	2000 Lakeshore Dr	New Orleans	LA	70148	To provide a broad range of services to support the teaching research, service and economic development missions of the University of New Orleans the urban campus of the Louisiana State University System	\$115,000 00
Police Athletic League Inc	34 1/2 E 12TH ST	NEW YORK	NY	10003-4840	To support a workforce development program for teens in New York City	\$240,000 00
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	\$259 000 00
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	\$270 000 00
National Academy Foundation	39 BROADWAY RM 1840 (*new address as	NEW YORK	NY	10005-3081	To support the development of internship program materials and measurement tools	\$300 000 00
Adjustment per Long Term Commitment Schedule						(\$13 923 00)
Total						\$4,107,977 00

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- 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.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

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.

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization Capital One Foundation, Inc (formerly "North Fork Foundation, Inc")	Employer identification number 11-3278603
	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	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- 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 is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **May 16**, 20 **11**, 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 **09**, and ending **September 30**, 20 **10**.

- 2 If the tax year entered in line 1 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	\$	95,150
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.	3b	\$	70,150
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	25,000

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 your return. See instructions.	Name of exempt organization
	Employer identification number
	Number, street, and room or suite no. If a P.O. box, see instructions.
City, town or post office, state, and ZIP code. For a foreign address, see instructions.	

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ ☐

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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.

- I request an additional 3-month extension of time until _____, 20_____.
- For calendar year _____, or other tax year beginning _____, 20_____, and ending _____, 20_____.
- If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- 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, 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 ▶

Title ▶ VP - Tax

Date ▶ 2/10/11

- 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 your return. See instructions.	Name of exempt organization	Employer identification number
	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	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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 1680 Capital One Drive
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 is for.

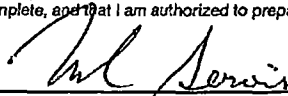
- 4 I request an additional 3-month extension of time until August 15, 20 11.
- 5 For calendar year , or other tax year beginning October 1, 20 09, and ending September 30, 20 10.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension Additional time is requested in order to assemble information necessary to file a complete and accurate Form 990-PF

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	\$	95150
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	\$	95150
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0

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 ▶



Title ▶ Vice President - Tax

Date ▶ 5/10/11

Form 8868 (Rev. 1-2011)