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

**2011**

**For calendar year 2011 or tax year beginning** 10/1/2011 **, and ending** 9/30/2012

| | |
|---|---|
| Name of foundation<br>Capital One Foundation, Inc | **A** Employer identification number<br>11-3276603 |
| Number and street (or P O box number if mail is not delivered to street address)<br>1680 Capital One Drive — Room/suite | **B** Telephone number (see instructions)<br>(703) 720-1000 |
| City or town, state, and ZIP code<br>Mclean VA 22102 | **C** If exemption application is pending, check here ▶ ☐ |
| **G** Check all that apply ☐ Initial return ☐ Initial return of a former public charity<br>☐ Final return ☐ Amended return<br>☐ Address change ☐ Name change | **D** 1. Foreign organizations, check here ▶ ☐<br>2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐ |
| **H** Check type of organization ☒ Section 501(c)(3) exempt private foundation<br>☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation | **E** If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐ |
| **I** Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 44,430,113<br>**J** Accounting method ☐ Cash ☒ Accrual ☐ Other (specify)<br>*(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 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) | 3,000,000 | | | STATEMENT 1 |
| | 2 | Check ▶ ☐ if the foundation is **not** required to attach Sch B | | | | |
| | 3 | Interest on savings and temporary cash investments | 808 | 808 | | |
| | 4 | Dividends and interest from securities | 998,329 | 998,329 | | |
| | 5 a | Gross rents | | | | |
| | b | Net rental income or (loss) | | | | |
| | 6 a | Net gain or (loss) from sale of assets not on line 10 | 2,235,272 | | | |
| | b | Gross sales price for all assets on line 6a 11,739,004 | | | | |
| | 7 | Capital gain net income (from Part IV, line 2) | | 2,235,272 | | |
| | 8 | Net short-term capital gain | | | | |
| | 9 | Income modifications | | | | |
| | 10 a | Gross sales less returns and allowances | | | | |
| | b | Less Cost of goods sold | | | | |
| | c | Gross profit or (loss) (attach schedule) | | | | |
| | 11 | Other income (attach schedule) | | | | |
| | 12 | **Total.** Add lines 1 through 11 | 6,234,409 | 3,234,409 | 0 | |
| Operating and Administrative Expenses | 13 | Compensation of officers, directors, trustees, etc | | | | |
| | 14 | Other employee salaries and wages | | | | |
| | 15 | Pension plans, employee benefits | | | | |
| | 16 a | Legal fees (attach schedule) | | | | |
| | b | Accounting fees (attach schedule) | | | | |
| | c | Other professional fees (attach schedule) | 114,000 | | | 64,000 |
| | 17 | Interest | | | | STATEMENT 2 |
| | 18 | Taxes (attach schedule) (see instructions) | 23,306 | | | STATEMENT 3 |
| | 19 | Depreciation (attach schedule) and depletion | | | | |
| | 20 | Occupancy | | | | |
| | 21 | Travel, conferences, and meetings | | | | |
| | 22 | Printing and publications | | | | |
| | 23 | Other expenses (attach schedule) | 172,068 | 172,068 | | STATEMENT 4 |
| | 24 | **Total operating and administrative expenses.** Add lines 13 through 23 | 309,374 | 172,068 | | 64,000 |
| | 25 | Contributions, gifts, grants paid | 4,149,722 | | | 4,205,000 |
| | 26 | **Total expenses and disbursements.** Add lines 24 and 25 | 4,459,096 | 172,068 | 0 | 4,269,000 |
| | 27 | Subtract line 26 from line 12 | | | | |
| | a | **Excess of revenue over expenses and disbursements** | 1,775,313 | | | |
| | b | **Net investment income** (if negative, enter -0-) | | 3,062,341 | | |
| | c | **Adjusted net income** (if negative, enter -0-) | | | 0 | |

RECEIVED AUG 21 2013 OGDEN, UT

SCANNED AUG 23 2013

**For Paperwork Reduction Act Notice, see instructions.**

(HTA)

Form **990-PF** (2011)

6

| 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 | End of year (c) Fair Market Value |
|---|---|---|---|---|
| 1 | Cash—non-interest-bearing | 413,088 | 21,178 | 21,178 |
| 2 | Savings and temporary cash investments | 104,191 | 12,467 | 12,467 |
| 3 | Accounts receivable ▶ Less allowance for doubtful accounts ▶ | | | |
| 4 | Pledges receivable ▶ Less allowance for doubtful accounts ▶ | | | |
| 5 | Grants receivable | | | |
| 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | |
| 7 | Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶ | | | |
| 8 | Inventories for sale or use | | | |
| 9 | Prepaid expenses and deferred charges | | 27,749 | 27,749 |
| 10 a | Investments—U S and state government obligations (attach schedule) | | | |
| b | Investments—corporate stock (attach schedule) | | | |
| c | Investments—corporate bonds (attach schedule) | | | |
| 11 | Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶ | | | |
| 12 | Investments—mortgage loans | | | |
| 13 | Investments—other (attach schedule) STATEMENT 5 | 39,068,927 | 44,340,201 | 44,340,201 |
| 14 | Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶ | | | |
| 15 | Other assets (describe ▶ STATEMENT 6 ) | 29,298 | 28,518 | 28,518 |
| 16 | **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I) | 39,615,504 | 44,430,113 | 44,430,113 |
| 17 | Accounts payable and accrued expenses | | | |
| 18 | Grants payable | 192,999 | 188,041 | |
| 19 | Deferred revenue | | | |
| 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| 21 | Mortgages and other notes payable (attach schedule) | | | |
| 22 | Other liabilities (describe ▶ DUE TO RELATED PARTY ) | 107,840 | 50,000 | |
| 23 | **Total liabilities** (add lines 17 through 22) | 300,839 | 238,041 | |
| | **Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.** | | | |
| 24 | Unrestricted | 39,314,665 | 44,192,072 | |
| 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 instructions) | 39,314,665 | 44,192,072 | |
| 31 | **Total liabilities and net assets/fund balances** (see instructions) | 39,615,504 | 44,430,113 | |

Sections: Assets (lines 1–16); Liabilities (lines 17–23); Net Assets or Fund Balances (lines 24–31).

## 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 | 39,314,665 |
| 2 | Enter amount from Part I, line 27a | 2 | 1,775,313 |
| 3 | Other increases not included in line 2 (itemize) ▶ STATEMENT 7 | 3 | 3,102,094 |
| 4 | Add lines 1, 2, and 3 | 4 | 44,192,072 |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 6 | 44,192,072 |

## 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 STATEMENT 8 | | | |
| 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 | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

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 | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

| | | |
|---|---|---|
| 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 | 2,235,272 |
| 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 instructions) If (loss), enter -0- in Part I, line 8 | 3 | |

## 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 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)) |
|---|---|---|---|
| 2010 | 3,216,171 | 44,698,530 | 0 071953 |
| 2009 | 4,107,977 | 39,658,194 | 0 103585 |
| 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 |

| | | |
|---|---|---|
| 2 **Total** of line 1, column (d) | 2 | 0 533678 |
| 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 106736 |
| 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 | 4 | 44,367,966 |
| 5 Multiply line 4 by line 3 | 5 | 4,735,659 |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 30,623 |
| 7 Add lines 5 and 6 | 7 | 4,766,282 |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 4,269,000 |

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

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

| | | | | | |
|---|---|---|---|---|---|
| 1 a | Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1<br>Date of ruling or determination letter ________________ (attach copy of 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 | 61,247 |
| 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 | |
| 3 | Add lines 1 and 2 | | | 3 | 61,247 |
| 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 | 61,247 |
| 6 | Credits/Payments | | | | |
| a | 2011 estimated tax payments and 2010 overpayment credited to 2011 | 6a | 63,598 | | |
| b | Exempt foreign organizations—tax withheld at source | 6b | | | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | 15,000 | | |
| d | Backup withholding erroneously withheld | 6d | | | |
| 7 | Total credits and payments Add lines 6a through 6d | | | 7 | 78,598 |
| 8 | Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached | | | 8 | |
| 9 | **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶ | | | 9 | |
| 10 | **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶ | | | 10 | 17,351 |
| 11 | Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 17,351 **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<br>**(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 | 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* | 5 | | X |
| 6 | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either<br>• By language in the governing instrument, or<br>• 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 instructions) ▶<br>New York | | | |
| 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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *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 instructions) | 11 | | X |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) | 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

| | | | Yes | No |
|---|---|---|---|---|
| 16 | At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | | X |
| | See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶ | | | |

## 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 instructions)? | | 1b | N/A | |
| | 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 2011? | | 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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? | ☐ 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 instructions ) | | 2b | | |
| 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 2011 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 2011 )* | | 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 2011? | | 4b | | X |

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

| | | Yes | No |
|---|---|---|---|
| **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 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 instructions)? **5b** | N/A | |
| | 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<br>*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**<br>*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 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 9 | | | | |
| | | | | |
| | | | | |
| | | | | |

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

| (a) Name and address of each person paid more than $50,000 | (b) Type of service | (c) Compensation |
|---|---|---|
| HIROTA AND ASSOCIATES 735 BISHOP ST, HONOLULU, HI 96813 | CONSULTING | 64,000 |
| | | |
| | | |
| | | |
| | | |
| **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 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 instructions<br>3 | |
| **Total.** Add lines 1 through 3 ▶ | |

## Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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 | 44,843,771 |
| | b | Average of monthly cash balances | 1b | 199,849 |
| | c | Fair market value of all other assets (see instructions) | 1c | |
| | d | **Total** (add lines 1a, b, and c) | 1d | 45,043,620 |
| | 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 | 45,043,620 |
| 4 | | Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions) | 4 | 675,654 |
| 5 | | **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 44,367,966 |
| 6 | | **Minimum investment return.** Enter 5% of line 5 | 6 | 2,218,398 |

## Part XI Distributable Amount (see 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 | 2,218,398 |
| 2a | | Tax on investment income for 2011 from Part VI, line 5 | 2a | 61,247 | | |
| | b | Income tax for 2011 (This does not include the tax from Part VI ) | 2b | | | |
| | c | Add lines 2a and 2b | | | 2c | 61,247 |
| 3 | | Distributable amount before adjustments Subtract line 2c from line 1 | | | 3 | 2,157,151 |
| 4 | | Recoveries of amounts treated as qualifying distributions | | | 4 | |
| 5 | | Add lines 3 and 4 | | | 5 | 2,157,151 |
| 6 | | Deduction from distributable amount (see instructions) | | | 6 | |
| 7 | | **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 | | | 7 | 2,157,151 |

## Part XII Qualifying Distributions (see 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 | 4,269,000 |
| | b | Program-related investments—total from Part IX-B | 1b | |
| 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 | 4,269,000 |
| 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 instructions) | 5 | |
| 6 | | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 4,269,000 |

**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 instructions)

| | | (a) Corpus | (b) Years prior to 2010 | (c) 2010 | (d) 2011 |
|---|---|---|---|---|---|
| 1 Distributable amount for 2011 from Part XI, line 7 | | | | | 2,157,151 |
| 2 Undistributed income, if any, as of the end of 2011 | | | | | |
| a Enter amount for 2010 only | | | | | |
| b Total for prior years 20____, 20____, 20____ | | | | | |
| 3 Excess distributions carryover, if any, to 2011 | | | | | |
| a From 2006 | 3,205,613 | | | | |
| b From 2007 | 2,384,372 | | | | |
| c From 2008 | 2,254,744 | | | | |
| d From 2009 | 2,198,826 | | | | |
| e From 2010 | 1,054,037 | | | | |
| f **Total** of lines 3a through e | | 11,097,592 | | | |
| 4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 4,269,000 | | | | | |
| a Applied to 2010, but not more than line 2a | | | | | |
| b Applied to undistributed income of prior years (Election required—see instructions) | | | | | |
| c Treated as distributions out of corpus (Election required—see instructions) | | | | | |
| d Applied to 2011 distributable amount | | | | | 2,157,151 |
| e Remaining amount distributed out of corpus | | 2,111,849 | | | |
| 5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a) )* | | | | | |
| 6 **Enter the net total of each column as indicated below:** | | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | | 13,209,441 | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | | | | |
| 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 instructions | | | | | |
| e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions | | | | | |
| f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012 | | | | | |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | | | | | |
| 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) | | 3,205,613 | | | |
| 9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a | | 10,003,828 | | | |
| 10 Analysis of line 9 | | | | | |
| a Excess from 2007 | 2,384,372 | | | | |
| b Excess from 2008 | 2,254,744 | | | | |
| c Excess from 2009 | 2,198,826 | | | | |
| d Excess from 2010 | 1,054,037 | | | | |
| e Excess from 2011 | 2,111,849 | | | | |

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9) **N/A**

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 2011, enter the date of the ruling ▶

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 | | | |
|---|---|---|---|---|---|
| | (a) 2011 | (b) 2010 | (c) 2009 | (d) 2008 | (e) Total |
| 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 | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon | | | | | |
| a "Assets" alternative test—enter (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| 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) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

**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 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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d STATEMENT 10

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

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

c Any submission deadlines

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

**Part XV Supplementary Information** (continued)

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

| Recipient<br>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 11 | | | | 4,205,000 |
| **Total** | | | ▶ 3a | 4,205,000 |
| **b** *Approved for future payment* | | | | |
| **Total** | | | ▶ 3b | 0 |

## 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) |
|---|---|---|---|---|---|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | Related or exempt function income (See instructions ) |
| 1 Program service revenue | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | 14 | 808 | |
| 4 Dividends and interest from securities | | | 13 | 998,329 | |
| 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 | | | | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | 2,235,272 | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal Add columns (b), (d), and (e) | | | | 3,234,409 | |

13 **Total.** Add line 12, columns (b), (d), and (e) 13 3,234,409

(See worksheet in line 13 instructions 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 instructions ) |
|---|---|
| | N/A |

**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 |
|---|---|---|---|
| | | | |

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) is based on all information of which preparer has any knowledge.

[signature] 8/6/13 President

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's signature | Date | Check ☐ if self-employed | PTIN |
|---|---|---|---|---|
| | | | | |
| Firm's name ▶ | | | Firm's EIN ▶ | |
| Firm's address ▶ | | | Phone no | |

**Schedule B**
**(Form 990, 990-EZ, or 990-PF)**
Department of the Treasury
Internal Revenue Service

# Schedule of Contributors

▶**Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

**2011**

| **Name of the organization** | **Employer identification number** |
|---|---|
| Capital One Foundation, Inc | 11-3276603 |

**Organization type** (check one)

| **Filers of:** | **Section:** |
|---|---|
| Form 990 or 990-EZ | ☐ 501(c)( ) (enter number) organization |
| | ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation |
| | ☐ 527 political organization |
| Form 990-PF | ☒ 501(c)(3) exempt private foundation |
| | ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation |
| | ☐ 501(c)(3) taxable private foundation |

Check if your organization is covered by the **General Rule** or a **Special Rule.**

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

**General Rule**

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

**Special Rules**

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . ▶ $ ______________________

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

| Name of organization | Employer identification number |
|---|---|
| Capital One Foundation, Inc | 11-3276603 |

**Part I** **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|---|---|---|---|
| 1 | CAPITAL ONE, NATIONAL ASSOCIATION<br>1680 CAPITAL ONE DRIVE<br>MCLEAN VA 22102<br>Foreign State or Province<br>Foreign Country | $ 3,000,000 | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| 2 | Foreign State or Province<br>Foreign Country | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| 3 | Foreign State or Province<br>Foreign Country | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| 4 | Foreign State or Province<br>Foreign Country | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| 5 | Foreign State or Province<br>Foreign Country | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| 6 | Foreign State or Province<br>Foreign Country | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |

| Name of organization | Employer identification number |
|---|---|
| Capital One Foundation, Inc | 11-3276603 |

**Part II** **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| | | $ | |

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| | | $ | |

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| | | $ | |

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| | | $ | |

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| | | $ | |

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| | | $ | |

| Name of organization | Employer identification number |
| --- | --- |
| Capital One Foundation, Inc | 11-3276603 |

**Part III** ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once. See instructions ) ▶ $

Use duplicate copies of Part III if additional space is needed

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
| --- | --- | --- | --- |
| | | | |

(e) Transfer of gift

| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
| --- | --- |
| For Prov Country | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
| --- | --- | --- | --- |
| | | | |

(e) Transfer of gift

| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
| --- | --- |
| For Prov Country | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
| --- | --- | --- | --- |
| | | | |

(e) Transfer of gift

| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
| --- | --- |
| For Prov Country | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
| --- | --- | --- | --- |
| | | | |

(e) Transfer of gift

| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
| --- | --- |
| For Prov Country | |

Federal Statements
Capital One Foundation, Inc
10/1/2011 - 9/30/2012

FEIN 11-3276603

| | (a) Revenue and Expenses per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Disbursements for charitable purpose |
|---|---|---|---|---|
| **Statement 1** | | | | |
| **Form 990-PF, PART 1, LINE 1** | | | | |
| **Contributions, gifts, grants, etc, received** | | | | |
| Capital One Donation | 3,000,000 | | | |
| **Statement 2** | | | | |
| **Form 990-PF, PART 1, LINE 16c** | | | | |
| **Other Professional Fees** | | | | |
| Consulting Fees | 114,000 | | | 64,000 |
| **Statement 3** | | | | |
| **Form 990-PF, PART 1, LINE 18** | | | | |
| **Taxes** | | | | |
| Federal Excise Taxes | 23,306 | | | |
| **Statement 4** | | | | |
| **Form 990-PF, PART 1, LINE 23** | | | | |
| **Other Expenses** | | | | |
| Admin Expense | 147,734 | 147,734 | | |
| Misc Expense | 24,334 | 24,334 | | |
| | 172,068 | 172,068 | | |

**Statement 5**
**Form 990-PF, PART II, LINE 13**
**Investments - Other**

| Investment Securities | Valuation Method | Book Value (Fair Mkt Val) | Fair Market Vaue |
|---|---|---|---|
| Equity Securities | | | |
| Exchange traded funds | MKT VAL | 4,825,132 | 4,825,132 |
| Mutual Funds | | | |
| Bond funds | MKT VAL | 18,789,419 | 18,789,419 |
| International funds | MKT VAL | 6,598,715 | 6,598,715 |
| Growth funds | MKT VAL | 5,848,536 | 5,848,536 |
| Value funds | MKT VAL | 4,819,540 | 4,819,540 |
| Other Funds | MKT VAL | 3,458,859 | 3,458,859 |
| | Total | 44,340,201 | 44,340,201 |

**Statement 6**
**Form 990-PF, PART II, LINE 15**
**Other Assets**

| | | | |
|---|---|---|---|
| Dividends Receivable | | 28,518 | 28,518 |
| Federal Excise Taxes Receivable | | - | - |
| | Total | 28,518 | 28,518 |

**Statement 7**
**Form 990-PF, PART III, LINE 3**
**Other Increase not Included in Line 2**

| | | |
|---|---|---|
| | | 3,102,094 |
| Unrealized Gain/(Loss) on Securities | Total | 3,102,094 |

**Statement 8**
**Form 990-PF, Part IV, Line 1**

**CAPITAL GAINS AND LOSSES**
**FOR INVESTMENT INCOME**

SEE PART IV SCHEDULE

**Detail Schedule Part IV Line I**
**Capital One Foundation, Inc**
**Sales**

| Type | How Acquired | Date Acquired | Date Sold | Quantity | Security | Unit Price | Proceeds | Cost Basis | Net Realized Gain/(Loss) Sales |
|---|---|---|---|---|---|---|---|---|---|
| **OCTOBER 2011** | | | | | | | | | |
| SALES | P | 01/20/11 | 10/18/11 | 3,258 1970 | PIMCO SHORT TERM FD INST CL | 9 88 | 31 800 00 | 32 190 99 | (390 99) |
| **Total Invesments for OCTOBER 2011** | | | | | | | 31 800 00 | 32 190 99 | (390 99) |
| **NOVEMBER 2011** | | | | | | | | | |
| NONE | | | | | | | | | |
| **Total Invesments for NOVEMBER 2011** | | | | | | | - | - | - |
| **DECEMBER 2011** | | | | | | | | | |
| CAPITAL GAIN DIVIDEND | P | | 12/09/11 | | MAINSTAY LARGE CAP GROWTH FUND CLASS I | N/A | 53 372 90 | N/A | 53 372 90 |
| CAPITAL GAIN DIVIDEND | P | | 12/09/11 | | PIMCO FDS PAC INVT MGMT SER LOW DURATION FD INSTL CL | N/A | 19 38 | N/A | 19 38 |
| CAPITAL GAIN DIVIDEND | P | | 12/09/11 | | PIMCO SHORT TERM FD INST CL | N/A | 9 611 59 | N/A | 9 611 59 |
| CAPITAL GAIN DIVIDEND | P | | 12/09/11 | | PIMCO SHORT TERM FD INST CL | N/A | 4 639 63 | N/A | 4 639 63 |
| CAPITAL GAIN DIVIDEND | P | | 12/09/11 | | PIMCO REAL RETURN BOND FUND INSTL CLASS | N/A | 14 319 66 | N/A | 14 319 66 |
| CAPITAL GAIN DIVIDEND | P | | 12/09/11 | | PIMCO REAL RETURN BOND FUND INSTL CLASS | N/A | 21 376 33 | N/A | 21 376 33 |
| CAPITAL GAIN DIVIDEND | P | | 12/19/11 | | MORGAN STANLEY INSTL FUND TRUST MID CAP GRWTH PORT | N/A | 28 401 90 | N/A | 28 401 90 |
| CAPITAL GAIN DIVIDEND | P | | 12/19/11 | | MORGAN STANLEY INSTL FUND TRUST MID CAP GRWTH PORT | N/A | 1 432 63 | N/A | 1 432 63 |
| CAPITAL GAIN DIVIDEND | P | | 12/20/11 | | BLACKROCK GLOBAL ALLOC | N/A | 25 355 86 | N/A | 25 355 86 |
| CAPITAL GAIN DIVIDEND | P | | 12/21/11 | | ALGER INSTL FD SMALL CAP INSTL PORT CL I | N/A | 38 239 23 | N/A | 38 239 23 |
| CAPITAL GAIN DIVIDEND | P | | 12/23/11 | | JANUS INVT FD PERKINS MID CAP VALUE FD CL I | N/A | 61 830 94 | N/A | 61 830 94 |
| CAPITAL GAIN DIVIDEND | P | | 12/23/11 | | JANUS INVT FD PERKINS MID CAP VALUE FD CL I | N/A | 5 876 16 | N/A | 5 876 16 |
| CAPITAL GAIN DIVIDEND | P | | 12/28/11 | | LOOMIS SAYLES FDS II INVT GRADE BD FD CL Y | N/A | 6 344 81 | N/A | 6 344 81 |
| CAPITAL GAIN DIVIDEND | P | | 12/28/11 | | LOOMIS SAYLES FDS II INVT GRADE BD FD CL Y | N/A | 2 250 90 | N/A | 2 250 90 |
| CAPITAL GAIN DIVIDEND | P | | 12/29/11 | | LAZARD FDS INC EMERGING MKTS PORT INSTL SHS | N/A | 20 913 68 | N/A | 20 913 68 |
| CAPITAL GAIN DIVIDEND | P | | 12/09/11 | | PIMCO FDS PAC INVT MGMT SER LOW DURATION FD INSTL CL | N/A | 0 32 | N/A | 0 32 |
| CAPITAL GAIN DIVIDEND | P | | 12/09/11 | | PIMCO SHORT TERM FD INST CL | N/A | 120 80 | N/A | 120 80 |
| CAPITAL GAIN DIVIDEND | P | | 12/09/11 | | PIMCO SHORT TERM FD INST CL | N/A | 58 31 | N/A | 58 31 |
| CAPITAL GAIN DIVIDEND | P | | 12/09/11 | | PIMCO REAL RETURN BOND FUND INSTL CLASS | N/A | 128 98 | N/A | 128 98 |
| CAPITAL GAIN DIVIDEND | P | | 12/09/11 | | PIMCO REAL RETURN BOND FUND INSTL CLASS | N/A | 192 54 | N/A | 192 54 |
| CAPITAL GAIN DIVIDEND | P | | 12/28/11 | | LOOMIS SAYLES FDS II INVT GRADE BD FD CL Y | N/A | 1 028 51 | N/A | 1 028 51 |
| CAPITAL GAIN DIVIDEND | P | | 12/28/11 | | LOOMIS SAYLES FDS II INVT GRADE BD FD CL Y | N/A | 364 88 | N/A | 364 88 |
| **Total Invesments for DECEMBER 2011** | | | | | | | 295 879 94 | - | 295 879 94 |
| **JANUARY 2012** | | | | | | | | | |
| SALES | P | 01/20/11 | 01/13/12 | 3 337 985 | PIMCO SHORT TERM FD INST CL | 9 88 | 32 445 21 | 32 979 29 | (534 08) |
| SALES | P | 01/20/11 | 01/13/12 | 221 686 | PIMCO SHORT TERM FD INST CL | 9 72 | 2 154 79 | 2 154 79 | 0 00 |
| SALES | P | 12/12/08 | 01/23/12 | 52 587 646 | ALLIANZ NFJ DIVIDEND VALUE FUND INSTITUTIONAL CLASS | 9 45 | 630 000 00 | 496 953 25 | 133 046 74 |
| SALES | P | 12/12/08 | 01/23/12 | 15 325 670 | DODGE & COX FDS INTL STK FD | 23 54 | 480 000 00 | 360 766 27 | 119 233 73 |
| SALES | P | 12/12/08 | 01/23/12 | 7 877 041 | HARBOR FUND SMALL CAP VALUE FD INSTL CL | 12 43 | 164 000 00 | 97 911 62 | 66 088 38 |
| SALES | P | 12/12/08 | 01/23/12 | 8 478 568 | JANUS INVT FD PERKINS MID CAP VALUE FD CL I | 14 57 | 180 000 00 | 123 502 21 | 56 497 82 |
| **Total Invesments for JANUARY 2012** | | | | | | | 1 488 600 00 | 1 114 267 42 | 374 332 58 |
| **FEBRUARY 2012** | | | | | | | | | |
| SALES | P | 03/29/11 | 02/03/12 | 7 390 | VANGUARD MSCI EAFE ETF | 36 80 | 246 89 | 271 93 | (25 04) |
| SALES | P | 12/28/11 | 02/03/12 | 750 111 | VANGUARD MSCI EAFE ETF | 30 45 | 25 060 74 | 22 839 59 | 2 221 15 |
| SALES | P | 01/20/11 | 02/03/12 | 40 983 607 | PIMCO SHORT TERM FD INST CL | 9 88 | 400 000 00 | 404 918 04 | (4 918 04) |
| SALES | P | 12/12/08 | 02/03/12 | 16 666 667 | PIMCO REAL RETURN BOND FUND INSTL CLASS | 9 13 | 200 000 00 | 152 166 67 | 47 833 33 |
| SALES | P | 12/12/08 | 02/03/12 | 1,541 000 | VANGUARD MSCI EAFE ETF | 26 57 | 51 468 41 | 40 944 37 | 10,524 04 |
| SALES | P | 12/12/08 | 02/03/12 | 3 400 000 | VANGUARD MSCI EAFE ETF | 26 55 | 113 557 81 | 90 270 00 | 23 287 81 |
| SALES | P | 12/12/08 | 02/03/12 | 1 100 000 | VANGUARD MSCI EAFE ETF | 26 53 | 36 739 29 | 29 183 00 | 7 556 29 |
| SALES | P | 12/16/08 | 02/03/12 | 2 300 000 | VANGUARD MSCI EAFE ETF | 27 64 | 76 818 53 | 63 572 00 | 13 246 53 |
| SALES | P | 12/16/08 | 02/03/12 | 1 000 000 | VANGUARD MSCI EAFE ETF | 27 63 | 33 399 36 | 27 630 00 | 5 769 36 |
| SALES | P | 12/16/08 | 02/03/12 | 464 000 | VANGUARD MSCI EAFE ETF | 27 63 | 15 497 30 | 12 819 53 | 2 677 77 |
| SALES | P | 12/31/08 | 02/03/12 | 358 000 | VANGUARD MSCI EAFE ETF | 26 99 | 11 956 98 | 9 663 79 | 2,293 19 |
| SALES | P | 12/31/08 | 02/03/12 | 1,373 581 | VANGUARD MSCI EAFE ETF | 26 99 | 45 890 46 | 37 078 17 | 8 812 29 |
| SALES | P | 01/12/09 | 02/03/12 | 2 400 000 | VANGUARD MSCI EAFE ETF | 26 34 | 80 182 46 | 63 216 00 | 16,966 46 |
| SALES | P | 01/12/09 | 02/03/12 | 172 000 | VANGUARD MSCI EAFE ETF | 26 34 | 5 746 40 | 4,529 90 | 1 216 50 |
| SALES | P | 02/12/09 | 02/03/12 | 2 118 000 | VANGUARD MSCI EAFE ETF | 23 22 | 70 761 02 | 49 176 36 | 21,584 66 |
| SALES | P | 02/12/09 | 02/03/12 | 800 000 | VANGUARD MSCI EAFE ETF | 23 22 | 26 727 49 | 18,576 00 | 8 151 49 |
| SALES | P | 03/13/09 | 02/03/12 | 3 165 000 | VANGUARD MSCI EAFE ETF | 21 40 | 105 740 64 | 67 731 00 | 38,009 64 |
| SALES | P | 06/25/09 | 02/03/12 | 49 825 | VANGUARD MSCI EAFE ETF | 23 46 | 1,664 62 | 1 169 01 | 495 61 |
| SALES | P | 12/31/09 | 02/03/12 | 43 594 | VANGUARD MSCI EAFE ETF | 34 60 | 1 456 45 | 1,508 17 | (51 72) |
| SALES | P | 12/31/09 | 02/03/12 | 984 788 | VANGUARD MSCI EAFE ETF | 34 60 | 32 901 13 | 34,069 44 | (1 168 31) |

**Detail Schedule Part IV Line 1**
**Capital One Foundation, Inc**
**Sales**

| Type | How Acquired | Date Acquired | Date Sold | Quantity | Security | Unit Price | Proceeds | Cost Basis | Net Realized Gain/(Loss) Sales |
|---|---|---|---|---|---|---|---|---|---|
| SALES | P | 03/29/10 | 02/03/12 | 14 597 | VANGUARD MSCI EAFE ETF | 34 41 | 487 67 | 502 35 | (14 68) |
| SALES | P | 12/29/10 | 02/03/12 | 543 393 | VANGUARD MSCI EAFE ETF | 36 06 | 18 154 41 | 19 596 00 | (1 441 59) |
| **Total Invesments for FEBRUARY 2012** | | | | | | | 1 354 458 06 | 1 151 431 32 | 203 026 73 |
| **MARCH 2012** | | | | | | | | | |
| | | | | | NONE | | | | |
| **Total Invesments for MARCH 2012** | | | | | | | - | - | - |
| **APRIL 2012** | | | | | | | | | |
| SALES | P | 12/29/11 | 04/25/12 | 2 982 304 | ARTIO GLOBAL INVT FDS INTL EQUITY FD II CL I | 9 42 | 31 552 77 | 28 093 30 | 3 459 47 |
| SALES | P | 01/23/12 | 04/25/12 | 47 244 094 | ARTIO GLOBAL INVT FDS INTL EQUITY FD II CL I | 10 16 | 499 842 55 | 480 000 00 | 19 842 55 |
| SALES | P | 12/12/08 | 04/23/12 | 3 893 805 | ALGER INSTL FD SMALL CAP INSTL PORT CL I | 14 50 | 110 000 00 | 56 460 17 | 53 539 83 |
| SALES | P | 07/19/10 | 04/16/12 | 1 714 138 | BLACKROCK GLOBAL ALLOC GLOBAL ALLOCATION INSTIT | 17 51 | 33 100 00 | 30 014 56 | 3 085 44 |
| SALES | P | 04/07/11 | 04/23/12 | 7 751 938 | EATON VANCE PARAMETRIC STRUCTURED EMERGING MARKE | 16 47 | 110 000 00 | 127 674 42 | (17 674 42) |
| SALES | P | 12/12/08 | 04/23/12 | 5 250 597 | HARBOR FUND SMALL CAP VALUE FD INSTL CL | 12 43 | 110 000 00 | 65 264 92 | 44 735 08 |
| SALES | P | 12/12/08 | 04/25/12 | 80 158 453 | ARTIO GLOBAL INVT FDS INTL EQUITY FD II CL I | 9 82 | 848 076 43 | 787 155 99 | 60 920 44 |
| SALES | P | 12/16/08 | 04/25/12 | 9 794 319 | ARTIO GLOBAL INVT FDS INTL EQUITY FD II CL I | 10 21 | 103 623 89 | 100 000 00 | 3 623 89 |
| SALES | P | 12/31/08 | 04/25/12 | 4 982 586 | ARTIO GLOBAL INVT FDS INTL EQUITY FD II CL I | 9 78 | 52 715 75 | 48 729 69 | 3 986 06 |
| SALES | P | 01/12/09 | 04/25/12 | 6 256 517 | ARTIO GLOBAL INVT FDS INTL EQUITY FD II CL I | 9 59 | 66 193 95 | 60 000 00 | 6 193 95 |
| SALES | P | 02/12/09 | 04/25/12 | 7 582 857 | ARTIO GLOBAL INVT FDS INTL EQUITY FD II CL I | 8 75 | 80 226 62 | 66 350 00 | 13 876 62 |
| SALES | P | 03/13/09 | 04/25/12 | 8 385 482 | ARTIO GLOBAL INVT FDS INTL EQUITY FD II CL I | 7 99 | 88 718 40 | 67 000 00 | 21 718 40 |
| SALES | P | 04/13/09 | 04/25/12 | 16 872 891 | ARTIO GLOBAL INVT FDS INTL EQUITY FD II CL I | 8 89 | 178 515 19 | 150 000 00 | 28 515 19 |
| SALES | P | 12/31/09 | 04/25/12 | 8 738 667 | ARTIO GLOBAL INVT FDS INTL EQUITY FD II CL I | 11 86 | 92 455 09 | 103 640 59 | (11 185 50) |
| SALES | P | 12/30/10 | 04/25/12 | 3 091 257 | ARTIO GLOBAL INVT FDS INTL EQUITY FD II CL I | 12 39 | 32 705 50 | 38 300 67 | (5 595 17) |
| SALES | P | 04/07/11 | 04/25/12 | 4 626 060 | ARTIO GLOBAL INVT FDS INTL EQUITY FD II CL I | 12 97 | 48 943 71 | 60 000 00 | (11 056 29) |
| SALES | P | 12/12/08 | 04/23/12 | 5 798 629 | LAZARD FDS INC EMERGING MKTS PORT INSTL SHS | 11 63 | 110 000 00 | 67 438 05 | 42 561 95 |
| **Total Invesments for APRIL 2012** | | | | | | | 2 596 669 85 | 2 336 122 36 | 260 547 49 |
| **MAY 2012** | | | | | | | | | |
| SALES | P | 12/12/08 | 05/21/12 | 7 434 944 | ALGER INSTL FD SMALL CAP INSTL PORT CL I | 14 50 | 200 000 00 | 107 806 68 | 92 193 32 |
| SALES | P | 04/07/11 | 05/21/12 | 11 406 840 | EATON VANCE PARAMETRIC STRUCTURED EMERGING MARKE | 16 47 | 150 000 00 | 187 870 72 | (37 870 72) |
| SALES | P | 12/12/08 | 05/21/12 | 9 960 159 | HARBOR FUND SMALL CAP VALUE FD INSTL CL | 12 43 | 200 000 00 | 123 804 77 | 76 195 23 |
| SALES | P | 12/12/08 | 05/21/12 | 7 309 942 | JANUS INVT FD PERKINS MID CAP VALUE FD CL I | 14 57 | 150 000 00 | 106 479 51 | 43 520 49 |
| SALES | P | 12/12/08 | 05/21/12 | 8 650 519 | LAZARD FDS INC EMERGING MKTS PORT INSTL SHS | 11 63 | 150 000 00 | 100 605 53 | 49 394 47 |
| SALES | P | 12/12/08 | 05/21/12 | 4 295 533 | MORGAN STANLEY INSTL FUND TRUST MID CAP GRWTH PORT | 16 91 | 150 000 00 | 72 637 46 | 77 362 54 |
| **Total Invesments for MAY 2012** | | | | | | | 1 000 000 00 | 699 204 67 | 300 795 33 |
| **JUNE 2012** | | | | | | | | | |
| SALES | P | 08/05/11 | 06/06/12 | 681 819 | LOOMIS SAYLES INVT TR BOND CLASS I | 14 71 | 9 743 19 | 10 029 55 | (286 36) |
| SALES | P | 08/24/11 | 06/06/12 | 21 129 | LOOMIS SAYLES INVT TR BOND CLASS I | 14 44 | 301 93 | 305 10 | (3 17) |
| SALES | P | 09/21/11 | 06/06/12 | 19 466 | LOOMIS SAYLES INVT TR BOND CLASS I | 14 29 | 278 16 | 278 17 | (0 01) |
| SALES | P | 10/26/11 | 06/06/12 | 3 177 | LOOMIS SAYLES INVT TR BOND CLASS I | 14 28 | 45 39 | 45 37 | 0 02 |
| SALES | P | 11/23/11 | 06/06/12 | 3 586 | LOOMIS SAYLES INVT TR BOND CLASS I | 13 90 | 51 24 | 49 85 | 1 39 |
| SALES | P | 12/15/11 | 06/06/12 | 9 264 | LOOMIS SAYLES INVT TR BOND CLASS I | 13 72 | 132 38 | 127 10 | 5 28 |
| SALES | P | 12/23/11 | 06/06/12 | 3 530 278 | LOOMIS SAYLES INVT TR BOND CLASS I | 13 87 | 50 447 71 | 48 964 96 | 1 482 75 |
| SALES | P | 08/05/11 | 06/06/12 | 797 483 | LOOMIS SAYLES FDS II INVT GRAD BD FD CL Y | 12 58 | 9 721 31 | 10 032 33 | (311 02) |
| SALES | P | 09/02/11 | 06/06/12 | 22 227 | LOOMIS SAYLES FDS II INVT GRAD BD FD CL Y | 12 50 | 270 94 | 277 84 | (6 90) |
| SALES | P | 10/04/11 | 06/06/12 | 3 280 | LOOMIS SAYLES FDS II INVT GRAD BD FD CL Y | 12 07 | 39 98 | 39.59 | 0 39 |
| SALES | P | 11/02/11 | 06/06/12 | 3 364 | LOOMIS SAYLES FDS II INVT GRAD BD FD CL Y | 12 33 | 41 00 | 41 48 | (0 48) |
| SALES | P | 12/02/11 | 06/06/12 | 3 445 | LOOMIS SAYLES FDS II INVT GRAD BD FD CL Y | 12 04 | 41 99 | 41 48 | 0 51 |
| SALES | P | 12/23/11 | 06/06/12 | 4 174 303 | LOOMIS SAYLES FDS II INVT GRAD BD FD CL Y | 12 09 | 50 884 78 | 50 467 33 | 417 45 |
| SALES | P | 08/05/11 | 06/06/12 | 2 844 775 | PIMCO FDS PAC INVT MGMT SER LOW DURATION FD INSTL CL | 10 49 | 29 727 89 | 29 841 69 | (113 80) |
| SALES | P | 09/01/11 | 06/06/12 | 25 978 | PIMCO FDS PAC INVT MGMT SER LOW DURATION FD INSTL CL | 10 45 | 271 47 | 271 47 | (0 00) |
| SALES | P | 10/03/11 | 06/06/12 | 22 379 | PIMCO FDS PAC INVT MGMT SER LOW DURATION FD INSTL CL | 10 28 | 233 86 | 230 06 | 3 80 |
| SALES | P | 11/01/11 | 06/06/12 | 4 515 | PIMCO FDS PAC INVT MGMT SER LOW DURATION FD INSTL CL | 10 37 | 47 18 | 46 82 | 0 36 |
| SALES | P | 12/01/11 | 06/06/12 | 4 437 | PIMCO FDS PAC INVT MGMT SER LOW DURATION FD INSTL CL | 10 30 | 46 36 | 45 70 | 0 66 |
| SALES | P | 12/09/11 | 06/06/12 | 0 031 | PIMCO FDS PAC INVT MGMT SER LOW DURATION FD INSTL CL | 10 34 | 0 32 | 0 32 | (0 00) |
| SALES | P | 12/23/11 | 06/06/12 | 12 026 115 | PIMCO FDS PAC INVT MGMT SER LOW DURATION FD INSTL CL | 10 30 | 125 672 92 | 123 868 99 | 1 803 93 |
| SALES | P | 08/05/11 | 06/06/12 | 1 762 485 | PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL | 11 08 | 19 810 33 | 19,528 33 | 282 00 |
| SALES | P | 09/01/11 | 06/06/12 | 23 045 | PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL | 11 01 | 259 02 | 253 72 | 5 30 |
| SALES | P | 10/03/11 | 06/06/12 | 23 844 | PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL | 10 79 | 268 00 | 257 28 | 10 72 |
| SALES | P | 11/01/11 | 06/06/12 | 4 929 | PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL | 10 91 | 55 40 | 53 77 | 1 63 |

**Detail Schedule Part IV Line 1**
**Capital One Foundation, Inc**
**Sales**

| Type | How Acquired | Date Acquired | Date Sold | Quantity | Security | Unit Price | Proceeds | Cost Basis | Net Realized Gain/(Loss) Sales |
|---|---|---|---|---|---|---|---|---|---|
| SALES | P | 12/01/11 | 06/06/12 | 5 421 | PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL | 10 78 | 60 93 | 58 44 | 2 49 |
| SALES | P | 12/23/11 | 06/06/12 | 9 123 336 | PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL | 10 85 | 102 546 32 | 98 988 20 | 3,558 12 |
| SALES | P | 08/05/11 | 06/06/12 | 2 030 488 | PIMCO SHORT TERM FD INST CL | 9 88 | 19 919 08 | 20 061 22 | (142 14) |
| SALES | P | 09/01/11 | 06/06/12 | 11 111 | PIMCO SHORT TERM FD INST CL | 9 83 | 108 99 | 109 22 | (0 23) |
| SALES | P | 10/03/11 | 06/06/12 | 10 876 | PIMCO SHORT TERM FD INST CL | 9 77 | 106 69 | 106 26 | 0 43 |
| SALES | P | 11/01/11 | 06/06/12 | 2 187 | PIMCO SHORT TERM FD INST CL | 9 79 | 21 45 | 21 41 | 0 04 |
| SALES | P | 12/01/11 | 06/06/12 | 2 867 | PIMCO SHORT TERM FD INST CL | 9 76 | 28 12 | 27 98 | 0 14 |
| SALES | P | 12/07/11 | 06/06/12 | 3 099 174 | PIMCO SHORT TERM FD INST CL | 9 68 | 30 402 90 | 30 000 00 | 402 90 |
| SALES | P | 12/09/11 | 06/06/12 | 12 479 | PIMCO SHORT TERM FD INST CL | 9 68 | 122 41 | 120 80 | 1 61 |
| SALES | P | 12/09/11 | 06/06/12 | 6 024 | PIMCO SHORT TERM FD INST CL | 9 68 | 59 09 | 58 31 | 0 78 |
| SALES | P | 12/23/11 | 06/06/12 | 18 270 258 | PIMCO SHORT TERM FD INST CL | 9 67 | 179 231 27 | 176 673 40 | 2,557 87 |
| SALES | P | 08/05/11 | 06/06/12 | 813 961 | PIMCO REAL RETURN BOND FUND INSTL CLASS | 12 01 | 10 044 27 | 9 775 67 | 268 60 |
| SALES | P | 09/01/11 | 06/06/12 | 4 315 | PIMCO REAL RETURN BOND FUND INSTL CLASS | 12 05 | 53 24 | 52 00 | 1 24 |
| SALES | P | 10/03/11 | 06/06/12 | 4 095 | PIMCO REAL RETURN BOND FUND INSTL CLASS | 11 98 | 50 53 | 49 06 | 1 47 |
| SALES | P | 11/01/11 | 06/06/12 | 2 112 | PIMCO REAL RETURN BOND FUND INSTL CLASS | 12 20 | 26 06 | 25 77 | 0 29 |
| SALES | P | 12/01/11 | 06/06/12 | 1 512 | PIMCO REAL RETURN BOND FUND INSTL CLASS | 12 18 | 18 65 | 18 42 | 0 23 |
| SALES | P | 12/09/11 | 06/06/12 | 16 303 | PIMCO REAL RETURN BOND FUND INSTL CLASS | 11 81 | 201 17 | 192 54 | 8 63 |
| SALES | P | 12/09/11 | 06/06/12 | 10 921 | PIMCO REAL RETURN BOND FUND INSTL CLASS | 11 81 | 134 76 | 128 98 | 5 78 |
| SALES | P | 12/23/11 | 06/06/12 | 3 765 906 | PIMCO REAL RETURN BOND FUND INSTL CLASS | 11 82 | 46 471 32 | 44 513 01 | 1 958 31 |
| SALES | P | 08/05/11 | 06/06/12 | 1 716 267 | WESTERN ASSET FDS INC CORE BD FUND INSTL CL | 11 88 | 20 766 83 | 20 389 25 | 377 58 |
| SALES | P | 09/01/11 | 06/06/12 | 24 516 | WESTERN ASSET FDS INC CORE BD FUND INSTL CL | 11 83 | 296 64 | 290 02 | 6 62 |
| SALES | P | 10/03/11 | 06/06/12 | 24 310 | WESTERN ASSET FDS INC CORE BD FUND INSTL CL | 11 84 | 294 15 | 287 83 | 6 32 |
| SALES | P | 11/02/11 | 06/06/12 | 4 658 | WESTERN ASSET FDS INC CORE BD FUND INSTL CL | 11 88 | 56 36 | 55 34 | 1 02 |
| SALES | P | 12/01/11 | 06/06/12 | 4 655 | WESTERN ASSET FDS INC CORE BD FUND INSTL CL | 11 78 | 56 32 | 54 84 | 1 48 |
| SALES | P | 12/23/11 | 06/06/12 | 7 977 660 | WESTERN ASSET FDS INC CORE BD FUND INSTL CL | 11 79 | 96 529 70 | 94 056 62 | 2 473 08 |
| **Total Invesments for JUNE 2012** | | | | | | | 806 000 00 | 791 212 88 | 14 787 11 |

**JULY 2012**

| Type | How Acquired | Date Acquired | Date Sold | Quantity | Security | Unit Price | Proceeds | Cost Basis | Net Realized Gain/(Loss) Sales |
|---|---|---|---|---|---|---|---|---|---|
| SALES | P | 12/23/11 | 07/10/12 | 1 449 275 | LOOMIS SAYLES INVT TR BOND CLASS I | 13 87 | 21 000 00 | 20 101 45 | 898 55 |
| SALES | P | 12/23/11 | 07/10/12 | 1 700 405 | LOOMIS SAYLES FDS II INVT GRAD BD FD CL Y | 12 09 | 21 000 00 | 20 557 90 | 442 10 |
| SALES | P | 12/23/11 | 07/10/12 | 5 698 006 | PIMCO FDS PAC INVT MGMT SER LOW DURATION FD INSTL CL | 10 30 | 60 000 00 | 58 689 47 | 1 310 53 |
| SALES | P | 12/23/11 | 07/10/12 | 3 950 834 | PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL | 10 85 | 45 000 00 | 42 866 55 | 2 133 45 |
| SALES | P | 12/23/11 | 07/10/12 | 9 155 646 | PIMCO SHORT TERM FD INST CL | 9 67 | 90 000 00 | 88 535 10 | 1 464 90 |
| SALES | P | 12/23/11 | 07/10/12 | 1 688 103 | PIMCO REAL RETURN BOND FUND INSTL CLASS | 11 82 | 21 000 00 | 19 953 38 | 1 046 62 |
| SALES | P | 12/23/11 | 07/10/12 | 3 673 469 | WESTERN ASSET FDS INC CORE BD FUND INSTL CL | 11 79 | 45 000 00 | 43 310 20 | 1 689 80 |
| SALES | P | 01/20/11 | 07/17/12 | 1 188 671 | PIMCO SHORT TERM FD INST CL | 9 88 | 11 684 64 | 11 744 08 | (59 44) |
| SALES | P | 01/20/11 | 07/17/12 | 103 292 | PIMCO SHORT TERM FD INST CL | 9 83 | 1 015 36 | 1 015 36 | - |
| **Total Invesments for JULY 2012** | | | | | | | 315 700 00 | 306 773 49 | 8 926 51 |

**AUGUST 2012**

| Type | How Acquired | Date Acquired | Date Sold | Quantity | Security | Unit Price | Proceeds | Cost Basis | Net Realized Gain/(Loss) Sales |
|---|---|---|---|---|---|---|---|---|---|
| SALES | P | 12/23/11 | 08/16/12 | 678 426 | LOOMIS SAYLES INVT TR BOND CLASS I | 13 87 | 10 000 00 | 9 409 77 | 590 23 |
| SALES | P | 12/23/11 | 08/16/12 | 786 517 | LOOMIS SAYLES FDS II INVT GRAD BD FD CL Y | 12 09 | 9 800 00 | 9 508 99 | 291 01 |
| SALES | P | 12/23/11 | 08/16/12 | 2 854 424 | PIMCO FDS PAC INVT MGMT SER LOW DURATION FD INSTL CL | 10 30 | 30 000 00 | 29 400 57 | 599 43 |
| SALES | P | 12/23/11 | 08/16/12 | 1 982 379 | PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL | 10 85 | 22 500 00 | 21 508 82 | 991 18 |
| SALES | P | 12/23/11 | 08/16/12 | 4 573 171 | PIMCO SHORT TERM FD INST CL | 9 67 | 45 000 00 | 44 222 57 | 777 43 |
| SALES | P | 12/23/11 | 08/16/12 | 833 333 | PIMCO REAL RETURN BOND FUND INSTL CLASS | 11 82 | 10 200 00 | 9 850 00 | 350 00 |
| SALES | P | 12/23/11 | 08/16/12 | 1 842 752 | WESTERN ASSET FDS INC CORE BD FUND INSTL CL | 11 79 | 22 500 00 | 21 726 05 | 773 95 |
| **Total Invesments for AUGUST 2012** | | | | | | | 150 000 00 | 145 626 77 | 4 373 23 |

**SEPTEMBER 2012**

| Type | How Acquired | Date Acquired | Date Sold | Quantity | Security | Unit Price | Proceeds | Cost Basis | Net Realized Gain/(Loss) Sales |
|---|---|---|---|---|---|---|---|---|---|
| SALES | P | 12/23/11 | 09/13/12 | 3 125 000 | LOOMIS SAYLES INVT TR BOND CLASS I | 13 87 | 47 000 00 | 43,343 75 | 3 656 25 |
| SALES | P | 12/23/11 | 09/13/12 | 3 697 876 | LOOMIS SAYLES FDS II INVT GRAD BD FD CL Y | 12 09 | 47 000 00 | 44 707 32 | 2,292 68 |
| SALES | P | 12/23/11 | 09/13/12 | 13 157 895 | PIMCO FDS PAC INVT MGMT SER LOW DURATION FD INSTL CL | 10 30 | 140 000 00 | 135,526 31 | 4 473 69 |
| SALES | P | 12/23/11 | 09/13/12 | 9 193 408 | PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL | 10 85 | 106 000 00 | 99 748 47 | 6,251 53 |
| SALES | P | 12/23/11 | 09/13/12 | 21 073 961 | PIMCO SHORT TERM FD INST CL | 9 67 | 208 000 00 | 203 785 20 | 4,214 80 |
| SALES | P | 12/23/11 | 09/13/12 | 3 830 806 | PIMCO REAL RETURN BOND FUND INSTL CLASS | 11 82 | 48 000 00 | 45,280 13 | 2,719 87 |
| SALES | P | 12/23/11 | 09/13/12 | 8,536 585 | WESTERN ASSET FDS INC CORE BD PORT INSTL CL | 11 79 | 105 000 00 | 100 646 33 | 4,353 67 |
| SALES | P | 04/25/12 | 09/20/12 | 12 279 556 | HARDING LOEVNER INTL EQUITY PORT | 14 69 | 188 000 00 | 180,386 68 | 7,613 32 |
| SALES | P | 02/03/12 | 09/20/12 | 2 004 701 | VANGUARD MSCI ETF EMERGING MARKETS ETF | 44 19 | 85 108 88 | 88,587 74 | (3 478 86) |
| SALES | P | 02/03/12 | 09/20/12 | 185 299 | VANGUARD MSCI ETF EMERGING MARKETS ETF | 42 45 | 7 866 80 | 7 866 80 | (0 00) |
| SALES | P | 12/12/08 | 09/20/12 | 6,837 607 | ALGER INSTL FD SMALL CAP INSTL PORT CL I | 14 5 | 200,000 00 | 99,145 30 | 100 854 71 |
| SALES | P | 12/12/08 | 09/20/12 | 16,309 342 | ALLIANZ NFJ DIVIDEND VALUE FUND INSTITUTIONAL CLASS | 9 45 | 213,000 00 | 154 123 27 | 58 876 72 |
| SALES | P | 07/19/10 | 09/20/12 | 25 227 043 | BLACKROCK GLOBAL ALLOC GLOBAL ALLOCATION INSTIT | 17 51 | 500 000 00 | 441 725 53 | 58,274 47 |

**Detail Schedule Part IV Line 1**
**Capital One Foundation, Inc**
**Sales**

| Type | How Acquired | Date Acquired | Date Sold | Quantity | Security | Unit Price | Proceeds | Cost Basis | Net Realized Gain/(Loss) Sales |
|---|---|---|---|---|---|---|---|---|---|
| SALES | P | 12/12/08 | 09/20/12 | 10,231 711 | COHEN & STEERS INTL RLTY FD INC CL I | 7 88 | 110,502 47 | 80 625 87 | 29 876 60 |
| SALES | P | 12/16/08 | 09/20/12 | 879 400 | COHEN & STEERS INTL RLTY FD INC CL I | 8 47 | 9 497 53 | 7 448 52 | 2 049 01 |
| SALES | P | 12/12/08 | 09/20/12 | 5 204 568 | COHEN & STEERS RLTY SHARES INC | 34 48 | 360 000 00 | 179 453 49 | 180 546 51 |
| SALES | P | 12/12/08 | 09/20/12 | 5 640 564 | DODGE & COS FDS INTL STK FD | 23 54 | 188 000 00 | 132 778 88 | 55 221 12 |
| SALES | P | 04/07/11 | 09/20/12 | 6 453 851 | EATON VANCE PARAMETRIC STRUCTURED EMERGING MARKE | 16 47 | 93 000 00 | 106 294 93 | (13 294 93) |
| SALES | P | 12/12/08 | 09/20/12 | 9 004 953 | HARBOR FUND SMALL CAP VALUE FD INSTL CL | 12 43 | 200 000 00 | 111 931 56 | 88 068 44 |
| SALES | P | 12/12/08 | 09/20/12 | 363 000 | ISHARES RUSSELL MIDCAP INDEX FUND | 55 84 | 40 956 37 | 20 269 92 | 20 686 45 |
| SALES | P | 12/12/08 | 09/20/12 | 3 665 624 | JANUS INVT FD PERKINS MID CAP VALUE FD CL I | 14 57 | 82 000 00 | 53 394 93 | 28 605 07 |
| SALES | P | 12/12/08 | 09/20/12 | 4 754 601 | LAZARD FDS INC EMERGING MKTS PORT INSTL SHS | 11 63 | 93 000 00 | 55 296 00 | 37 704 00 |
| SALES | P | 12/12/08 | 09/20/12 | 2 282 215 | MORGAN STANLEY INSTL FUND TRUST MID CAP GRWTH PORT | 16 91 | 82 000 00 | 38 592 25 | 43 407 75 |
| SALES | P | 09/13/11 | 09/20/12 | 25 849 515 | MAINSTAY LARGE CAP GROWTH FUND CLASS I | 7 06 | 213 000 00 | 182 497 58 | 30 502 42 |
| SALES | P | 01/20/11 | 09/20/12 | 12 133 468 | PIMCO SHORT TERM FD INST CL | 9 88 | 120 000 00 | 119 878 67 | 121 33 |
| SALES | P | 04/20/11 | 09/20/12 | 446 000 | VANGUARD S&P 500 ETF | 60 87 | 29 872 41 | 27 148 02 | 2 724 39 |
| SALES | P | 04/20/11 | 09/20/12 | 2 734 000 | VANGUARD S&P 500 ETF | 60 87 | 183 091 88 | 166 418 58 | 16 673 30 |
| **Total Invesments for SEPTEMBER 2012** | | | | | | | 3 699 896 34 | 2 926 902 03 | 772 994 31 |
| **TOTALS FOR OCTOBER 2011-SEPTEMBER 2012** | | | | | | | 11,739,004 19 | 9,503,731 93 | 2,235,272 24 |

Federal Statements
Capital One Foundation, Inc
10/1/2012 - 09/30/2012

FEIN 11-3276603

**Statement 9**

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

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

**Capital One Foundation, Inc**
**10/1/2011 - 9/30/2012**

**FEIN: 11-3276603**

**STATEMENT 10**
**Form 990-PF, Page 10 Part XV, Line 2**
**Information regarding contribution, grant, loan, scholarship, etc., programs**

The Capital One Foundation provides funding to support programs for safe and affordable housing, financial literacy, workforce and economic development, school improvement, and early childhood education. With a focus on programming and non-profit development that drives education-centered community revitalization, and using a test-and-learn approach, the Foundation identifies best practices and proven successful metrics and models that can be translated across geographic scope and then shared with the broader community.

STATEMENT 11
Form 990-PFPart XV, Line 3a
Grants and Contributions Paid During the Year

| Organization | City | State | Zip | Purpose of Grant / Contribution | Amount |
|---|---|---|---|---|---|
| Parents Alliance | Houston | TX | 77055 | PACT Program - San Antonio | $10,000 00 |
| Police Athletic League Inc | NEW YORK | NY | 10003-4640 | Workforce Development for Vulnerable Youth | $150,000 00 |
| District of Columbia College Access Program | WASHINGTON | DC | 20005-3517 | DC-CAP Programmatic Support | $170,000 00 |
| Association for Enterprise Opportunity | Washington | DC | 20036 | The Catalyst Alliance Project | $150 000 00 |
| Community Development Corporation of Long Island, Inc | CENTEREACH | NY | 11720-3577 | Homeowner Preservation Services (HPS) | $50,000 00 |
| Association of Neighborhood Housing and Development (ANHD) | New York | NY | 10004 2376 | Real Affordability Housing Campaign | $45,000 00 |
| Local Initiatives Support Corporation | New York | NY | 10018 | LISC Program Assessment - New Orleans | $15,000 00 |
| ACCION International | Boston | MA | 2129 | Accion Microloan Product and Service Development | $160,000 00 |
| Neighbors Helping Neighbors Inc | BROOKLYN | NY | 11217 | Protecting and Advocating for Brooklyn Tenants and Homeowners at Risk | $5,000 00 |
| Wyandanch Community Development Corporation | WYANDANCH | NY | 11798-4506 | Emergency Home Repair Program | $5,000 00 |
| La Fuerza Unida Inc | GLEN COVE | NY | 11542 1296 | Community Outreach/Homeowner Emergency Repairs Loans | $5 000 00 |
| Fifth Avenue Committee Inc | BROOKLYN | NY | 11217-3120 | Fifth Avenue Committee Renaissance Maintaining Affordability in South Brooklyn | $35 000 00 |
| Low Income Investment Fund | New York | NY | 10175 | Affordable Housing Investment Initiative | $10,000 00 |
| Providence House Inc | BROOKLYN | NY | 11221-2206 | Kosciuszko Street Supportive Housing Project | $20 000 00 |
| Low Income Investment Fund | New York | NY | 10175 | Support for LIIF's National Affordable Housing Preservation | $75,000 00 |
| Neighborhood Reinvestment Corporation | WASHINGTON | DC | 20002 | Training and Capacity Building in Affordable Housing and Community Stabilization | $175 000 00 |
| Grameen America Inc | New York | NY | 10036 | Grameen America Training Institute | $125,000 00 |
| Volunteers of America Greater New York Inc | New York | NY | 10024 | A New Marketplace for Accessing Behavioral Health Services | $75,000 00 |
| National Community Stabilization Trust | WASHINGTON | DC | 20006-2623 | Improving Community Implementation of Direct-to-Homebuyer REO Purchase Programs | $50 000 00 |
| Asian Americans for Equality, Inc | NEW YORK | NY | 10002-6103 | Project College Bound | $40,000 00 |
| Make the Road New York | Brooklyn | NY | 11237-5664 | The Student Success Center Initiative | $25,000 00 |
| Cypress Hills Local Development Corporation | BROOKLYN | NY | 11208-1203 | Cypress Hills Student Success Center | $75,000 00 |
| Blue Engine Inc | New York | NY | 10005 | Blue Engine Teaching Assistants at Washington Heights Expeditionary Learning School, 2012 2013 | $30 000 00 |
| New York City Charter School Center | NEW YORK | NY | 10006-1975 | Charter Parent Action Network (CPAN) Helping Charter Schools Engage Their Parent Communities | $25 000 00 |
| New Leaders Inc | New York | NY | 10010 | New Leaders | $30 000 00 |
| Supportive Housing Network of New York | NEW YORK | NY | 10018 | General Operating Support | $25 000 00 |
| Restored Homes HDFC | NEW YORK | NY | 10038-4484 | Neighborhood Stabilization in Areas Hardeest Hit by Foreclosure | $25 000 00 |
| Pratt Area Community Council Inc | Brooklyn | NY | 11205 | Distressed Properties Project | $40 000 00 |
| Settlement Housing Fund, Inc | NEW YORK | NY | 10018-5709 | Strengthening Low Income Communities through Affordable Housing Amenities and Programs | $20,000 00 |
| The Corporation for Supportive Housing | NEW YORK | NY | 10004-3816 | Targeting Supportive Housing Interventions for Maximum Impact ¿ Improved Quality of Life and Effective Use of Public and Private Resources | $75,000 00 |
| National Council of La Raza | WASHINGTON | DC | 20036-4845 | NCLR Community Development & Capacity-Building | $125 000 00 |
| The Housing Partnership Network, Inc | Boston | MA | 2108 | Foreclosure Prevention and the Mortgage Resolution Fund | $50 000 00 |
| Credit Builders Alliance | Washington | DC | 20006 | CBA Credit Builder Member Website and Secured Credit Card Microsite | $75,000 00 |
| Abyssinian Development Corporation | NEW YORK | NY | 10027-4567 | Harlem Economic Literacy Program | $25 000 00 |
| I HAVE A DREAM FOUNDATION - NEW YORK | NEW YORK | NY | 10001-5010 | College Prep and Mentoring at the DeHostos-Wise "I Have A Dream" Program | 35 000 00 |
| Abyssinian Development Corporation | NEW YORK | NY | 10027-4567 | Harlem Economic Literacy Program | $25,000 00 |
| Financial Innovations Center Inc | Chicago | IL | 60602 | Financial Capability Innovation Fund Financial Capability Innovators Development Lab and Capital One Scholars Program | $90,000 00 |
| Housing Action Council Inc | TARRYTOWN | NY | 10591-4000 | Housing Development Service Program - 2012 | $30 000 00 |
| Aspen Institute | Washington | DC | 20036 | Emerging Leaders in Microbusiness Initiative | $150,000 00 |
| KIPP DC | WASHINGTON | DC | 20001-4421 | KIPP Through College | $40,000 00 |
| Higher Achievement Program Inc | WASHINGTON | DC | 20006-1503 | Closing the Middle School Achievement Gap | $80 000 00 |
| Beulah HDFC, Inc | BRONX | NY | 10453-7071 | Year 15 Project | $5 000 00 |
| St Nicks Alliance | Brooklyn | NY | 11211-2706 | North Brooklyn Housing Preservation | $30,000 00 |
| Banana Kelly CIA Inc | BRONX | NY | 10459-3927 | Building Community through Green Organizing | $5 000 00 |
| Fordham Bedford Housing Corporation | BRONX | NY | 10468-3001 | Renewal Retrofits | $30 000 00 |
| Housing Conservation Coordinators Inc | NEW YORK | NY | 10019-5027 | Illegal Hotel Use Campaign | $10,000.00 |
| PARODNECK FOUNDATION FOR SELF-HELP HOUSING & COMMU | NEW YORK | NY | 10013-1510 | CATCH Community Organizer | $15,000 00 |
| MinKwon Center for Community Action Inc | FLUSHING | NY | 11355-2442 | Flushing Housing Protection Project | $15,000 00 |
| CAMBA | BROOKLYN | NY | 11226-2630 | CAMBA Housing Ventures Inc Predevelopment Pipeline | $25 000 00 |
| Chhaya CDC | Jackson Heights | NY | 11372 | Basements Are Safe for Everyone (BASE) Campaign | $15,000 00 |
| Commit' | Dallas | TX | 75219 | | $25 000 00 |
| Communities In Schools of the Dallas Region, Inc | DALLAS | TX | 75247-3729 | One Child at a Time | $50,000 00 |
| Common Ground Communities | New York | NY | 10016 | Tools for Preventing Homelessness | $25,000 00 |
| Trinity River Mission | DALLAS | TX | 75212-2807 | Trinity River Mission Operating Assistance | $20,000 00 |
| CFE Fund at Living Cities | NEW YORK | NY | 10018-3703 | CFE Fund Innovation Center | $125,000 00 |
| Center for Economic Progress | CHICAGO | IL | 60602-4537 | Building the Community Tax and Financial Services Field through Training and Technical Assistance | $50,000 00 |
| Year Up Inc | New York | NY | 10005 | Year Up New York | $40,000 00 |
| Police Athletic League Inc | NEW YORK | NY | 10003-4640 | Workforce Development for Vulnerable Youth | $150,000 00 |
| Greyston Foundation | YONKERS | NY | 10703-3401 | Greyston Bakery Training & Apprenticeship Program | $15,000 00 |
| PHI | Bronx | NY | 10458 | Transforming Employment Opportunities in Home Care A Strategy to Strengthen Economic Security for Low-Income New York City Residents | $20,000 00 |
| Sanctuary for Families, Inc | New York | NY | 10268 | Domestic Violence Workforce Initiative | $20 000 00 |
| Working in Support of Education | New York | NY | 10022 | The W!SE Institute | $15,000 00 |
| Veritas Theraputic Community Inc | New York | NY | 10027 | Employment Resource Center - Expansion | $25 000 00 |
| Reel Stones Teen Filmmaking | BROOKLYN | NY | 11215-0000 | Reel Works Productions | $15,000 00 |

Capital One Foundation, Inc
10/1/2011 - 09/30/2012
FEIN 11-3276603

| Organization | City | State | Zip | Purpose of Grant / Contribution | Amount |
|---|---|---|---|---|---|
| Leap Inc | BROOKLYN | NY | 11217-3120 | Program Support for Red Hook on the Road and New York Drives | $25 000 00 |
| Youth Consultation Service | Hackensack | NJ | 7601 | ELS (Essential Life Skills) Program | $30,000 00 |
| StreetWise Partners | NEW YORK | NY | 10012-3233 | Career Ventures Young Adults Program | $15 000 00 |
| Futures and Options Inc | NEW YORK | NY | 10271-3399 | Futures and Options Career Essentials and Internship Program | $40,000 00 |
| JobsFirstNYC | NEW YORK | NY | 10007-2840 | Building Our Own Capacity | $10 000 00 |
| Per Scholas | Bronx | NY | 10454 | IT Professional Training Program -- New York City | $45,000 00 |
| Project Renewal | NEW YORK | NY | 10014-4810 | Workforce Development for formerly homeless New Yorkers | $35 000 00 |
| District of Columbia College Access Program | WASHINGTON | DC | 20005-3517 | DC-CAP Programmatic Support | $180,000 00 |
| Clayton Child Care Inc | FORT WORTH | TX | 76112-2304 | Scholarships for Students From Low Income Families for After School Youth Enrichment Services | $15,000 00 |
| San Antonio Education Fund | SAN ANTONIO | TX | 78204-3108 | Juntas (Together) Cultivating a Stronger Future | $20,000 00 |
| UNITED WAY OF METROPOLITAN DALLAS INC | DALLAS | TX | 75202-1701 | Workforce Development and Destination Graduation | $20,000 00 |
| 21st Century School Fund | WASHINGTON | DC | 20009-4422 | Green Line Initiative for Family and Community Resource Centers | $125 000 00 |
| The Regents of the University of California | Berkeley | CA | 94704-5940 | Y--PLAN National Connecting Education and Community Development to Align Forces Leverage Resources and Measure Results | $345,000 00 |
| Communities In Schools of Houston | Houston | TX | 77008 | CIS Dropout Prevention Services | $50,000 00 |
| P4L | HOUSTON | TX | 77027-3209 | Lemonade Day - Houston | $40,000 00 |

Total $4,205,000

Form **8868**

(Rev January 2012)

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

**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*

**Enter filer's identifying number, see instructions**

| | | |
|---|---|---|
| **Type or print** | Name of exempt organization or other filer, see instructions<br>CAPITAL ONE FOUNDATION, INC. | Employer identification number (EIN) or<br>☑ 11-3276603 |
| File by the due date for filing your return. See instructions. | Number, street, and room or suite no If a P O. box, see instructions<br>1680 CAPITAL ONE DRIVE | Social security number (SSN)<br>☐ |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions.<br>MCLEAN, VA 22102 | |

Enter the Return code for the return that this application is for (file a separate application for each return) . . . 0 4

| 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 | 01 | 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 15TH , 20 13 , 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 11 , and ending SEPTEMBER 30 , 20 12 .

**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** | $ 93598 |
| **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** | $ 78598 |
| **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** | $ 15000 |

**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).

**Enter filer's identifying number, see instructions**

| | | |
|---|---|---|
| **Type or print** | Name of exempt organization or other filer, see instructions. | Employer identification number (EIN) or ☐ |
| File by the due date for filing your return See instructions | Number, street, and room or suite no. If a P O. box, see instructions | Social security number (SSN) ☐ |
| | 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 | 01 | 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.

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 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

| | | | |
|---|---|---|---|
| 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 must be completed for Part II only.**

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 ▶ PRESIDENT Date ▶ 1/29/13

• 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).

**Enter filer's identifying number, see instructions**

| | | |
|---|---|---|
| **Type or print**<br>File by the due date for filing your return See instructions | Name of exempt organization or other filer, see instructions<br>CAPITAL ONE FOUNDATION INC | Employer identification number (EIN) or<br>11-3276603 |
| | Number, street, and room or suite no If a P O box, see instructions.<br>1680 CAPITAL ONE DRIVE | Social security number (SSN) |
| | City, town or post office, state, and ZIP code For a foreign address, see instructions.<br>MCLEAN, VA 22102 | |

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . . . . 0 4

| Application Is For | Return Code | Application Is For | Return Code |
|---|---|---|---|
| Form 990 or Form 990-EZ | 01 | | |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 4720 (individual) | 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, 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.

4 I request an additional 3-month extension of time until AUGUST 15 , 20 13 .

5 For calendar year ____ , or other tax year beginning OCTOBER 1 , 20 11 , and ending SEPTEMBER 30 , 20 12 .

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 NEEDED TO GATHER THE INFORMATION TO FINISH TAX RETURN

| | | | |
|---|---|---|---|
| **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** | $ 93598 |
| **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** | $ 93598 |
| **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 must be completed for Part II only.**

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 ▶ PRESIDENT-Carolyn Berkowitz Date ▶ 5/7/13