Change of Accounting Period

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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning 10/1/2012 **, and ending** 12/31/2012

Name of foundation: Capital One Foundation, Inc

A Employer identification number: 11-3276603

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

B Telephone number (see instructions): (703) 720-1000

City or town, state, and ZIP code: 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 ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ 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)* ▶ $ 46,759,574

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

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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)	3,500,000			STATEMENT 1
	2 Check ▶☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	34	34		
	4 Dividends and interest from securities	494,027	494,027		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	418,797			
	b Gross sales price for all assets on line 6a 2,305,390				
	7 Capital gain net income (from Part IV, line 2)		418,797		
	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	4,412,858	912,858	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)				50,000
	17 Interest				STATEMENT 2
	18 Taxes (attach schedule) (see instructions)	18,257			STATEMENT 3
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	37,775	37,775	0	STATEMENT 4
	24 **Total operating and administrative expenses.** Add lines 13 through 23	56,032	37,775		50,000
	25 Contributions, gifts, grants paid	1,790,000			1,805,000
	26 **Total expenses and disbursements** Add lines 24 and 25	1,846,032	37,775	0	1,855,000
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	2,566,826			
	b **Net investment income** (if negative, enter -0-)		875,083		
	c **Adjusted net income** (if negative, enter -0-)			0	

SCANNED SEP 03 2013

RECEIVED 2013 OGDEN, UT

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2012)

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	21,178		
2	Savings and temporary cash investments	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	9,492	9,492
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	44,340,201	46,703,238	46,703,238
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ STATEMENT 6)	28,518	46,844	46,844
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	44,430,113	46,759,574	46,759,574
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable	188,041	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 ▶ STATEMENT 7)	50,000	33,822	
23	**Total liabilities** (add lines 17 through 22)	238,041	221,863	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	44,192,072	46,537,711	
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)	44,192,072	46,537,711	
31	**Total liabilities and net assets/fund balances** (see instructions)	44,430,113	46,759,574	

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	44,192,072
2	Enter amount from Part I, line 27a	2	2,566,826
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	46,758,898
5	Decreases not included in line 2 (itemize) ▶ STATEMENT 8	5	221,187
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	46,537,711

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 9			
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	418,797
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))
2011	4,269,000	44,367,966	0 096218
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

2 **Total** of line 1, column (d)	2	0 495981
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 099196
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	45,200,884
5 Multiply line 4 by line 3	5	4,483,747
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,751
7 Add lines 5 and 6	7	4,492,498
8 Enter qualifying distributions from Part XII, line 4	8	1,855,000

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. 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	17,502
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	17,502
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	17,502
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 17,351		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 18,258		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	35,609
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	18,107
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	18,107	**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 Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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 2012 or the taxable year beginning in 2012 (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 2012, 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 2012?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ 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	N/A	
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 2012 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 2012)*		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 2012?		4b		X

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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? *If "Yes," attach the statement required by Regulations section 53 4945–5(d)*	☐ Yes ☒ No			
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? *If "Yes" to 6b, file Form 8870*		**6b**		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**	N/A	

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 10				

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
NONE		
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	
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	45,384,710
b	Average of monthly cash balances	1b	499,512
c	Fair market value of all other assets (see instructions)	1c	5,000
d	**Total** (add lines 1a, b, and c)	1d	45,889,222
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	45,889,222
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	688,338
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	45,200,884
6	**Minimum investment return.** Enter 5% of line 5 MIR Prorated - Short Year	6	569,655

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	569,655
2a	Tax on investment income for 2012 from Part VI, line 5	2a	17,502		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	17,502
3	Distributable amount before adjustments Subtract line 2c from line 1			3	552,153
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	552,153
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	552,153

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	1,855,000
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	1,855,000
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	1,855,000

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 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7				552,153
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only				
b	Total for prior years 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2012				
a	From 2007 — 2,384,372				
b	From 2008 — 2,254,744				
c	From 2009 — 2,198,826				
d	From 2010 — 1,054,037				
e	From 2011 — 2,111,849				
f	**Total** of lines 3a through e	10,003,828			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,855,000				
a	Applied to 2011, 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 2012 distributable amount				552,153
e	Remaining amount distributed out of corpus	1,302,847			
5	Excess distributions carryover applied to 2012 *(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	11,306,675			
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 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
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 2007 not applied on line 5 or line 7 (see instructions)	2,384,372			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	8,922,303			
10	Analysis of line 9				
a	Excess from 2008 — 2,254,744				
b	Excess from 2009 — 2,198,826				
c	Excess from 2010 — 1,054,037				
d	Excess from 2011 — 2,111,849				
e	Excess from 2012 — 1,302,847				

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(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 or e-mail 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 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				1,805,000
Total			▶ 3a	1,805,000
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	34	
4 Dividends and interest from securities			13	494,027	
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	418,797	
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)				912,858	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 912,858

(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

2012

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 1680 CAPITAL ONE DRIVE MCLEAN VA 22102 Foreign State or Province Foreign Country	$ 3,500,000	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (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
Capital One Foundation, Inc

Employer identification number
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	

	(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	3,500,000			
Statement 2 **Form 990-PF, PART 1, LINE 16c** **Other Professional Fees**				
Consulting Fees				50,000
Statement 3 **Form 990-PF, PART 1, LINE 18** **Taxes**				
Federal Excise Taxes	18,257			
Statement 4 **Form 990-PF, PART 1, LINE 23** **Other Expenses**				
Administrative expenses	37,775	37,775		
	37,775	37,775		

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

Investment Securities	Valuation Method	Beginning of Year Book Value	End of Year Book Value (Fair Mkt Val)	End of Year Fair Market Vaue
Equity Securities:				
Exchange traded funds	MKT VAL	4,825,132	4,835,905	4,835,905
Mutual Funds				
Bond funds	MKT VAL	18,789,419	20,646,138	20,646,138
International funds	MKT VAL	6,598,715	7,000,917	7,000,917
Growth funds	MKT VAL	5,848,536	5,868,960	5,868,960
Value funds	MKT VAL	4,819,540	4,834,023	4,834,023
Other Funds	MKT VAL	3,458,859	3,489,950	3,489,950
Money Market Fund	MKT VAL		27,345	27,345
	Total	44,340,201	46,703,238	46,703,238

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

Due From Related Party			15,000	15,000
Dividends Receivable		28,518	31,844	31,844
	Total	28,518	46,844	46,844

Statement 7
Form 990-PF, PART II, LINE 22
Other Liabilities

Due To Related Party		50,000		
Bank Clearing Account			33,822	33,822
	Total	50,000	33,822	33,822

Statement 8
Form 990-PF, PART III, LINE 5
Decreases Not Included in Line 2

Unrealized Gain/(Loss) on Securities			(221,187)	
	Total	-	(221,187)	-

Statement 9
Form 990-PF, Part IV, Line 1

CAPITAL GAINS AND LOSSES
FOR INVESTMENT INCOME

SEE PART IV SCHEDULE

Form 990 PF
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
OCTOBER 2012									
SALES	P	11/01/11	10/17/12	175 9190	PIMCO SHORT TERM FD INST CL	9 79	1 736 32	1 722 25	14 07
SALES	P	12/01/11	10/17/12	228 1450	PIMCO SHORT TERM FD INST CL	9 76	2 251 79	2 226 70	25 09
SALES	P	12/09/11	10/17/12	992 9330	PIMCO SHORT TERM FD INST CL	9 68	9 800 27	9 611 59	188 68
SALES	P	12/09/11	10/17/12	479 3010	PIMCO SHORT TERM FD INST CL	9 68	4 730 71	4 639 63	91 08
SALES	P	04/02/12	10/17/12	102 8670	PIMCO SHORT TERM FD INST CL	9 80	1 015 29	1 008 10	7 19
SALES	P	05/01/12	10/17/12	95 6800	PIMCO SHORT TERM FD INST CL	9 81	944 36	938 62	5 74
SALES	P	06/01/12	10/17/12	98 3970	PIMCO SHORT TERM FD INST CL	9 81	971 18	965 27	5 91
SALES	P	09/04/12	10/17/12	109 9530	PIMCO SHORT TERM FD INST CL	9 87	1 085 24	1 085 24	0 00
SALES	P	10/01/12	10/17/12	89 5790	PIMCO SHORT TERM FD INST CL	9 89	884 16	885 94	(1 78)
SALES	P	01/20/11	10/17/12	102 909 7060	PIMCO SHORT TERM FD INST CL	9 88	1 015 718 79	1 016 747 86	(1 029 07)
SALES	P	02/01/11	10/17/12	204 2480	PIMCO SHORT TERM FD INST CL	9 88	2 015 92	2 017 97	(2 05)
SALES	P	03/01/11	10/17/12	514 2480	PIMCO SHORT TERM FD INST CL	9 89	5 075 63	5 085 91	(10 28)
SALES	P	04/01/11	10/17/12	535 9740	PIMCO SHORT TERM FD INST CL	9 89	5 290 06	5 300 78	(10 72)
SALES	P	05/02/11	10/17/12	275 9100	PIMCO SHORT TERM FD INST CL	9 92	2 723 23	2 737 03	(13 80)
SALES	P	06/01/11	10/17/12	181 3950	PIMCO SHORT TERM FD INST CL	9 91	1 790 37	1 797 62	(7 25)
SALES	P	07/01/11	10/17/12	181 7420	PIMCO SHORT TERM FD INST CL	9 90	1 793 79	1 799 25	(5 46)
SALES	P	08/01/11	10/17/12	166 9060	PIMCO SHORT TERM FD INST CL	9 89	1 647 36	1 650 70	(3 34)
SALES	P	09/01/11	10/17/12	178 9220	PIMCO SHORT TERM FD INST CL	9 83	1 765 96	1 758 80	7 16
SALES	P	10/03/11	10/17/12	191 2090	PIMCO SHORT TERM FD INST CL	9 77	1 887 23	1 868 11	19 12
SALES	P	01/20/11	10/17/12	221 6860	PIMCO SHORT TERM FD INST CL	9 84	2 188 04	2 181 38	6 66
SALES	P	01/20/11	10/17/12	165 9770	PIMCO SHORT TERM FD INST CL	9 91	1 638 19	1 644 83	(6 64)
SALES	P	01/20/11	10/17/12	123 2060	PIMCO SHORT TERM FD INST CL	9 90	1 216 04	1 219 73	(3 69)
SALES	P	01/20/11	10/17/12	103 2920	PIMCO SHORT TERM FD INST CL	9 86	1 019 49	1 018 45	1 04
SALES	P	01/20/11	10/17/12	91 6590	PIMCO SHORT TERM FD INST CL	9 89	904 67	906 50	(1 83)
SALES	P	04/20/11	10/16/12	542 0000	VANGUARD S&P 500 ETF	60 87	36 017 47	32 991 54	3 025 93
SALES	P	12/23/11	10/09/12	1 166 5520	LOOMIS SAYLES INVT TR BOND CLASS I	13 87	17 533 27	16 180 07	1 353 20
SALES	P	01/24/12	10/09/12	37 3220	LOOMIS SAYLES INVT TR BOND CLASS I	14 29	560 94	533 33	27 61
SALES	P	02/23/12	10/09/12	45 9340	LOOMIS SAYLES INVT TR BOND CLASS I	14 57	690 38	669 26	21 12
SALES	P	03/26/12	10/09/12	46 3830	LOOMIS SAYLES INVT TR BOND CLASS I	14 63	697 13	678 59	18 54
SALES	P	04/24/12	10/09/12	45 6410	LOOMIS SAYLES INVT TR BOND CLASS I	14 60	685 98	666 36	19 62
SALES	P	05/24/12	10/09/12	48 3410	LOOMIS SAYLES INVT TR BOND CLASS I	14 27	726 56	689 82	36 74
SALES	P	06/25/12	10/09/12	27 8170	LOOMIS SAYLES INVT TR BOND CLASS I	14 40	418 09	400 57	17 52
SALES	P	07/24/12	10/09/12	22 7380	LOOMIS SAYLES INVT TR BOND CLASS I	14 49	341 75	329 47	12 28
SALES	P	08/24/12	10/09/12	20 7370	LOOMIS SAYLES INVT TR BOND CLASS I	14 73	311 67	305 45	6 22
SALES	P	09/24/12	10/09/12	5 3800	LOOMIS SAYLES INVT TR BOND CLASS I	15 05	80 86	80 97	(0 11)
SALES	P	09/27/12	10/09/12	1 992 9020	LOOMIS SAYLES INVT TR BOND CLASS I	15 01	29 953 37	29 913 46	39 91
SALES	P	12/23/11	10/09/12	1 055 2910	LOOMIS SAYLES FDS II INVT GRADE BD FD CL Y	12 09	13 454 96	12 758 46	696 50
SALES	P	12/28/11	10/09/12	121 6170	LOOMIS SAYLES FDS II INVT GRADE BD FD CL Y	11 87	1 550 61	1 443 59	107 02
SALES	P	12/28/11	10/09/12	86 6480	LOOMIS SAYLES FDS II INVT GRADE BD FD CL Y	11 87	1 104 76	1 028 51	76 25
SALES	P	12/28/11	10/09/12	30 7400	LOOMIS SAYLES FDS II INVT GRADE BD FD CL Y	11 87	391 93	364 88	27 05
SALES	P	02/02/12	10/09/12	48 7370	LOOMIS SAYLES FDS II INVT GRADE BD FD CL Y	12 32	621 39	600 44	20 95
SALES	P	03/02/12	10/09/12	47 3850	LOOMIS SAYLES FDS II INVT GRADE BD FD CL Y	12 43	604 15	589 00	15 15
SALES	P	04/03/12	10/09/12	48 2650	LOOMIS SAYLES FDS II INVT GRADE BD FD CL Y	12 38	615 37	597 52	17 85
SALES	P	05/02/12	10/09/12	47 4810	LOOMIS SAYLES FDS II INVT GRADE BD FD CL Y	12 42	605 38	589 71	15 67
SALES	P	06/04/12	10/09/12	49 3900	LOOMIS SAYLES FDS II INVT GRADE BD FD CL Y	12 19	629 72	602 07	27 65
SALES	P	07/03/12	10/09/12	29 0690	LOOMIS SAYLES FDS II INVT GRADE BD FD CL Y	12 35	370 63	359 00	11 63
SALES	P	08/02/12	10/09/12	22 7560	LOOMIS SAYLES FDS II INVT GRADE BD FD CL Y	12 44	290 13	283 09	7 04
SALES	P	09/05/12	10/09/12	20 1880	LOOMIS SAYLES FDS II INVT GRADE BD FD CL Y	12 54	257 39	253 16	4 23
SALES	P	09/27/12	10/09/12	2 470 8640	LOOMIS SAYLES FDS II INVT GRADE BD FD CL Y	12 78	31 503 58	31 577 65	(74 07)
SALES	P	12/23/11	10/09/12	5 098 5110	PIMCO FDS PAC INVT MGMT SER LOW DURATION FD INSTL CL	10 30	54 299 14	52 514 66	1 784 48
SALES	P	12/30/11	10/09/12	214 2120	PIMCO FDS PAC INVT MGMT SER LOW DURATION FD INSTL CL	10 27	2 281 35	2 199 96	81 39
SALES	P	01/03/12	10/09/12	24 3910	PIMCO FDS PAC INVT MGMT SER LOW DURATION FD INSTL CL	10 29	259 76	250 98	8 78
SALES	P	02/01/12	10/09/12	94 3690	PIMCO FDS PAC INVT MGMT SER LOW DURATION FD INSTL CL	10 42	1 005 03	983 32	21 71
SALES	P	03/01/12	10/09/12	87 0130	PIMCO FDS PAC INVT MGMT SER LOW DURATION FD INSTL CL	10 42	926 68	906 68	20 00
SALES	P	04/02/12	10/09/12	105 8200	PIMCO FDS PAC INVT MGMT SER LOW DURATION FD INSTL CL	10 40	1 126 98	1 100 53	26 45
SALES	P	05/01/12	10/09/12	96 3850	PIMCO FDS PAC INVT MGMT SER LOW DURATION FD INSTL CL	10 47	1 026 50	1 009 15	17 35
SALES	P	06/01/12	10/09/12	107 3710	PIMCO FDS PAC INVT MGMT SER LOW DURATION FD INSTL CL	10 47	1 143 50	1 124 17	19 33
SALES	P	07/02/12	10/09/12	67 4960	PIMCO FDS PAC INVT MGMT SER LOW DURATION FD INSTL CL	10 48	718 83	707 36	11 47
SALES	P	08/01/12	10/09/12	41 5830	PIMCO FDS PAC INVT MGMT SER LOW DURATION FD INSTL CL	10 58	442 85	439 95	2 90
SALES	P	09/04/12	10/09/12	35 3750	PIMCO FDS PAC INVT MGMT SER LOW DURATION FD INSTL CL	10 60	376 74	374 98	1 76
SALES	P	09/27/12	10/09/12	9 050 9480	PIMCO FDS PAC INVT MGMT SER LOW DURATION FD INSTL CL	10 66	96 392 64	96 483 11	(90 47)

Form 990 PF
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	12/23/11	10/09/12	3 399 8130	PIMCO FDS PAC INVT MGMT TOTAL RETURN FD INSTL CL	10 85	39 403 83	36 887 97	2 515 86
SALES	P	12/30/11	10/09/12	177 0350	PIMCO FDS PAC INVT MGMT TOTAL RETURN FD INSTL CL	10 83	2 051 83	1 917 29	134 54
SALES	P	01/03/12	10/09/12	23 4840	PIMCO FDS PAC INVT MGMT TOTAL RETURN FD INSTL CL	10 87	272 17	255 27	16 90
SALES	P	02/01/12	10/09/12	80 1160	PIMCO FDS PAC INVT MGMT TOTAL RETURN FD INSTL CL	11 12	928 54	890 89	37 65
SALES	P	03/01/12	10/09/12	75 0120	PIMCO FDS PAC INVT MGMT TOTAL RETURN FD INSTL CL	11 12	869 38	834 13	35 25
SALES	P	04/02/12	10/09/12	92 9820	PIMCO FDS PAC INVT MGMT TOTAL RETURN FD INSTL CL	11 09	1 077 66	1 031 17	46 49
SALES	P	05/01/12	10/09/12	85 3150	PIMCO FDS PAC INVT MGMT TOTAL RETURN FD INSTL CL	11 22	988 80	957 23	31 57
SALES	P	06/01/12	10/09/12	94 4340	PIMCO FDS PAC INVT MGMT TOTAL RETURN FD INSTL CL	11 28	1 094 49	1 065 22	29 27
SALES	P	07/02/12	10/09/12	59 7870	PIMCO FDS PAC INVT MGMT TOTAL RETURN FD INSTL CL	11 30	692 93	675 59	17 34
SALES	P	08/01/12	10/09/12	36 7590	PIMCO FDS PAC INVT MGMT TOTAL RETURN FD INSTL CL	11 47	426 03	421 63	4 40
SALES	P	09/04/12	10/09/12	34 3070	PIMCO FDS PAC INVT MGMT TOTAL RETURN FD INSTL CL	11 50	397 61	394 53	3 08
SALES	P	09/27/12	10/09/12	6 194 7090	PIMCO FDS PAC INVT MGMT TOTAL RETURN FD INSTL CL	11 58	71 796 73	71 734 73	62 00
SALES	P	12/23/11	10/09/12	8 974 5340	PIMCO SHORT TERM FD INST CL	9 67	88847 88	86 783 74	2 064 14
SALES	P	01/03/12	10/09/12	22 0110	PIMCO SHORT TERM FD INST CL	9 68	217 90	213 07	4 83
SALES	P	02/01/12	10/09/12	68 2120	PIMCO SHORT TERM FD INST CL	9 75	675 29	665 07	10 22
SALES	P	03/01/12	10/09/12	64 2000	PIMCO SHORT TERM FD INST CL	9 78	635 58	627 88	7 70
SALES	P	04/02/12	10/09/12	57 2090	PIMCO SHORT TERM FD INST CL	9 80	566 36	560 65	5 71
SALES	P	05/01/12	10/09/12	53 2090	PIMCO SHORT TERM FD INST CL	9 81	526 76	521 98	4 78
SALES	P	06/01/12	10/09/12	54 7230	PIMCO SHORT TERM FD INST CL	9 81	541 75	536 83	4 92
SALES	P	07/02/12	10/09/12	41 5210	PIMCO SHORT TERM FD INST CL	9 81	411 05	407 32	3 73
SALES	P	08/01/12	10/09/12	28 5830	PIMCO SHORT TERM FD INST CL	9 84	282 97	281 26	1 71
SALES	P	09/04/12	10/09/12	29 7570	PIMCO SHORT TERM FD INST CL	9 87	294 59	293 70	0 89
SALES	P	09/27/12	10/09/12	14 848 4650	PIMCO SHORT TERM FD INST CL	9 89	146 999 87	146 851 32	148 55
SALES	P	12/23/11	10/09/12	1 556 9790	PIMCO REAL RETURN BOND FUND INSTL CLASS	11 82	19 695 78	18 403 48	1 292 30
SALES	P	12/30/11	10/09/12	52 0760	PIMCO REAL RETURN BOND FUND INSTL CLASS	11 81	658 76	615 02	43 74
SALES	P	01/03/12	10/09/12	3 4930	PIMCO REAL RETURN BOND FUND INSTL CLASS	11 79	44 18	41 18	3 00
SALES	P	02/01/12	10/09/12	11 4900	PIMCO REAL RETURN BOND FUND INSTL CLASS	12 09	145 34	138 92	6 42
SALES	P	03/01/12	10/09/12	11 4960	PIMCO REAL RETURN BOND FUND INSTL CLASS	12 06	145 42	138 64	6 78
SALES	P	04/02/12	10/09/12	12 7580	PIMCO REAL RETURN BOND FUND INSTL CLASS	11 95	161 38	152 46	8 92
SALES	P	05/01/12	10/09/12	19 0550	PIMCO REAL RETURN BOND FUND INSTL CLASS	12 18	241 04	232 09	8 95
SALES	P	06/01/12	10/09/12	68 8370	PIMCO REAL RETURN BOND FUND INSTL CLASS	12 37	870 78	851 51	19 27
SALES	P	07/02/12	10/09/12	24 0650	PIMCO REAL RETURN BOND FUND INSTL CLASS	12 28	304 42	295 52	8 90
SALES	P	08/01/12	10/09/12	6 6000	PIMCO REAL RETURN BOND FUND INSTL CLASS	12 51	83 49	82 57	0 92
SALES	P	09/04/12	10/09/12	6 4010	PIMCO REAL RETURN BOND FUND INSTL CLASS	12 48	80 97	79 89	1 08
SALES	P	09/27/12	10/09/12	2 337 4220	PIMCO REAL RETURN BOND FUND INSTL CLASS	12 58	29 568 44	29 404 77	163 67
SALES	P	12/23/11	10/09/12	3 414 8270	WESTERN ASSET FDS INC CORE BD FUND INSTL CL	11 79	42 241 41	40 260 80	1 980 61
SALES	P	01/03/12	10/09/12	20 0190	WESTERN ASSET FDS INC CORE BD FUND INSTL CL	11 86	247 63	237 42	10 21
SALES	P	02/01/12	10/09/12	64 5340	WESTERN ASSET FDS INC CORE BD FUND INSTL CL	11 99	798 28	773 76	24 52
SALES	P	03/01/12	10/09/12	63 584	WESTERN ASSET FDS INC CORE BD FUND INSTL CL	12 04	786 53	765 55	20 98
SALES	P	04/02/12	10/09/12	73 3540	WESTERN ASSET FDS INC CORE BD FUND INSTL CL	11 98	907 38	878 78	28 60
SALES	P	05/01/12	10/09/12	61 7040	WESTERN ASSET FDS INC CORE BD FUND INSTL CL	12 08	763 27	745 39	17 88
SALES	P	06/01/12	10/09/12	62 8830	WESTERN ASSET FDS INC CORE BD FUND INSTL CL	12 14	777 86	763 40	14 46
SALES	P	07/02/12	10/09/12	44 3500	WESTERN ASSET FDS INC CORE BD FUND INSTL CL	12 15	548 60	538 85	9 75
SALES	P	08/01/12	10/09/12	32 0320	WESTERN ASSET FDS INC CORE BD FUND INSTL CL	12 33	396 23	394 96	1 27
SALES	P	09/04/12	10/09/12	31 5650	WESTERN ASSET FDS INC CORE BD FUND INSTL CL	12 34	390 45	389 51	0 94
SALES	P	09/27/12	10/09/12	5 832 0370	WESTERN ASSET FDS INC CORE BD FUND INSTL CL	12 38	72 142 36	72 200 62	(58 26)
Total Invesments for OCTOBER 2012							1 902 111 56	1 886 592 63	15 518 94
NOVEMBER 2012									
NONE									
Total Invesments for NOVEMBER 2012							-	-	-
DECEMBER 2012									
CAPITAL GAIN DIVIDEND	P		12/13/12		PIMCO FDS PAC INVT MGMT SER LOW DURATION FD INSTL CL	N/A	1 388 84		1 388 84
CAPITAL GAIN DIVIDEND	P		12/13/12		PIMCO FDS PAC INVT MGMT SER LOW DURATION FD INSTL CL	N/A	6 567 34		6 567 34
CAPITAL GAIN DIVIDEND	P		12/13/12		PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL	N/A	5 928 34		5 928 34
CAPITAL GAIN DIVIDEND	P		12/13/12		PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL	N/A	8 076 77		8 076 77

Form 990 PF
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
CAPITAL GAIN DIVIDEND	P		12/13/12		PIMCO SHORT TERM FD INST CL	N/A	282 68		282 68
CAPITAL GAIN DIVIDEND	P		12/13/12		PIMCO SHORT TERM FD INST CL	N/A	3 594 63		3 594 63
CAPITAL GAIN DIVIDEND	P		12/13/12		PIMCO REAL RETURN BOND FUND INSTL CLASS	N/A	2 705 05		2 705 05
CAPITAL GAIN DIVIDEND	P		12/13/12		PIMCO REAL RETURN BOND FUND INSTL CLASS	N/A	2 187 99		2 187 99
CAPITAL GAIN DIVIDEND	P		12/24/12		LOOMIS SAYLES FDS II INVT GRADE BD FD	N/A	1 871 76		1 871 76
CAPITAL GAIN DIVIDEND	P		12/24/12		LOOMIS SAYLES FDS II INVT GRADE BD FD	N/A	158 18		158 18
CAPITAL GAIN DIVIDEND	P		12/13/12		PIMCO UNCONSTRAINED BD FUND CL INSTITUTIONAL	N/A	2 292 51		2 292 51
CAPITAL GAIN DIVIDEND	P		12/13/12		PIMCO FDS PAC INVT MGMT SER LOW DURATION FD INSTL CL	N/A	3 729 94		3 729 94
CAPITAL GAIN DIVIDEND	P		12/13/12		PIMCO FDS PAC INVT MGMT SER LOW DURATION FD INSTL CL	N/A	17 637 63		17 637 63
CAPITAL GAIN DIVIDEND	P		12/13/12		PIMCO FDS PAC INVT MGMT SER TOTAL REFUND FD INSTL CL	N/A	40 676 64		40 676 64
CAPITAL GAIN DIVIDEND	P		12/13/12		PIMCO FDS PAC INVT MGMT SER TOTAL REFUND FD INSTL CL	N/A	55 417 91		55 417 91
CAPITAL GAIN DIVIDEND	P		12/13/12		PIMCO REAL RETURN BOND FUND INSTL CLASS	N/A	12 105 53		12 105 53
CAPITAL GAIN DIVIDEND	P		12/13/12		PIMCO REAL RETURN BOND FUND INSTL CLASS	N/A	9 791 63		9 791 63
CAPITAL GAIN DIVIDEND	P		12/14/12		COHEN & STEERS RLTY SHARES INC	N/A	44 177 70		44 177 70
CAPITAL GAIN DIVIDEND	P		12/14/12		COHEN & STEERS RLTY SHARES INC	N/A	29 253 28		29 253 28
CAPITAL GAIN DIVIDEND	P		12/18/12		HARBOR FUND SMALL CAP VALUE FD INSTL CL	N/A	8 003 16		8 003 16
CAPITAL GAIN DIVIDEND	P		12/18/12		MORGAN STANLEY INSTL FUND TRUST MID CAP GRWTH	N/A	18 636 51		18 636 51
CAPITAL GAIN DIVIDEND	P		12/19/12		ALGER INSTL FD SMALL CAP INSTL PORT CL I	N/A	74 644 48		74 644 48
CAPITAL GAIN DIVIDEND	P		12/21/12		JANUS INVT FD PERKINS MID CAP VALUE FD CL I	N/A	20 198 32		20 198 32
CAPITAL GAIN DIVIDEND	P		12/24/12		LOOMIS SAYLES FDS II INVT GRADE BD FD CL Y	N/A	13 005 46		13 005 46
CAPITAL GAIN DIVIDEND	P		12/24/12		LOOMIS SAYLES FDS II INVT GRADE BD FD CL Y	N/A	1 099 05		1 099 05
CAPITAL GAIN DIVIDEND	P		12/26/12		LAZARD FDS INC EMERGING MKTS PORT INSTL SHS	N/A	17 282 80		17 282 80
CAPITAL GAIN DIVIDEND	P		12/31/12		VANGUARD TOTAL BOND ETF MARKET	N/A	1 007 57		1 007 57
CAPITAL GAIN DIVIDEND	P		12/31/12		VANGUARD TOTAL BOND ETF MARKET	N/A	1 556 60		1 556 60
Total Invesments for DECEMBER 2012							403 278 30	-	403 278 30
TOTALS FOR OCTOBER 2012-DECEMBER 2012							2,305,389 86	1,886,592 63	418,797 24

Statement 10

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	Chairman /Director	none	none	none
Richard A Woods	Vice Chairman / 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

Capital One Foundation, Inc
10/1/2012 - 12/31/2012

FEIN: 11-3276603

STATEMENT 11
Form 990-PF, 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.

Capital One Foundation, Inc
10/1/2012 - 12/31/2012
FEIN 11-3276603

STATEMENT 12
Form 990-PFPart XV, Line 3a
Grants and Contributions Paid During the Year

Organization	City	State	Zip	Purpose of Grant / Contribution	Amount
National Housing Trust Enterprise Preservation Corporation	WASHINGTOI	DC	20007	HungryBrains' Tutoring Program	$20,000 00
Community Preservation and Development Corporation	WASHINGTOI	DC	20015-.	Family Asset Building Network (FABNet) Phase II	$30 000 00
DC Central Kitchen	Washington	DC	20001	The Culinary Job Training Program Go Team	$65,000 00
Association for Retarded Citizen Ouachita DBA ARCO	Monroe	LA	71201	ARCOs Customized Employment Project	$90 000 00
Greater New Orleans Foundation	NEW ORLEAI	LA	70130-	New Orleans Works	$125 000 00
Enterprise Community Partners	Columbia	MD	21044	Increasing Access to Affordable Housing for Low-and Moderate-Income People	$150 000 00
Easter Seals Serving DC MD VA	SILVER SPRI	MD	20910-:	Veteran Staffing Network	$125 000 00
Episcopal Community Development, Inc	NEWARK	NJ	7108	Upper Clinton Hill Neighborhood Revitalization Project	$15 000 00
Housing Partnership for Morris County Inc	DOVER	NJ	07801--	Home Buyer Education and Counseling	$10 000 00
Triple C Housing, Inc	Monmouth Jun	NJ	8852	Affordable Housing Development Capacity Building	$10 000 00
Isles, Inc	TRENTON	NJ	08618-.	Isles Foreclosure Prevention Initiative	$10 000 00
Central Jersey Housing Resource Center Corp	RARITAN	NJ	08869-	Foreclosure/Delinquency Counseling	$10 000 00
Housing and Neighborhood Development Services, Inc	ORANGE	NJ	07050-.	Operation Neighborhood Impact	$15,000 00
Brand New Day Inc	ELIZABETH	NJ	07206-	Preserving The American Dream of Home Ownership Through Foreclosure Prevention and Intervention Services	$15 000 00
Affordable Housing Alliance Inc	EATONTOWN	NJ	07724-	Spring House, Eatontown NJ	$10,000 00
Urban League of Essex County	NEWARK	NJ	07107-	Community Revitalization	$10 000 00
La Casa de Don Pedro	NEWARK	NJ	07104-	Project ReStart Housing Counseling	$20,000 00
Local Initiatives Support Corporation	New York	NY	10018	LISC Building Sustainable Communities	$100 000 00
Northern Manhattan Improvement Corporation	NEW YORK	NY	10033-.	Affordable Housing Technical Assistance Project	$15,000 00
Bridge Street Development Corporation	BROOKLYN	NY	11216-	Tenant Organizing and Advocacy	$10 000 00
Community League of the Heights	NEW YORK	NY	10032-(	The Lucille Bulger Center for Community Life	$10 000 00
The Fortune Society	LONG IS CITY	NY	11101-.	The Castle Transitional Housing Project	$10 000 00
Urban Justice Center	NEW YORK	NY	10038	Preserving Affordable Housing for Low-Income NYC Tenants	$10 000 00
New York University School of Law Furman Center	New York	NY	10012	Subsidized Housing Information Project (SHIP)	$10 000 00
Flatbush Development Corporation	BROOKLYN	NY	11226-(	Housing Case Management	$5 000 00
Pratt Institute	BROOKLYN	NY	11205-	Fairness Coalition of Queens	$15,000 00
NEIGHBORHOOD HOUSING SERVICES OF JAMAICA INC	JAMAICA	NY	11432-'	Construction Management Project	$15 000 00
Women's Housing and Economic Development Corporation	BRONX	NY	10452-.	Housing Development Program	$10,000 00
West End Residences HDFC, Inc	New York	NY	10115	True Colors Bronx	$15 000 00
Fund for the City of New York	New York	NY	10013	Housing First'	$5,000 00
Citizens Housing & Planning Council	NEW YORK	NY	10004-	A pathway to the legalization of basement apartments	$10 000 00
Volunteers of America Greater New York, Inc	New York	NY	10024	Behavioral Health Services Responding To New Medicare/Medicaid Guidelines in Greater New York	$10 000 00
West Side Federation For Senior and Supportive Housing, Inc	NEW YORK	NY	10024-	WSFSSH Living Green Resident Engagement Project	$20,000 00
Low Income Investment Fund	New York	NY	10175	Affordable Housing Investment Initiative	$10 000 00
Common Ground Communities	New York	NY	10016	Brownsville Partnership - Community Organizing	$20,000 00
The Crenulated Co , Ltd DBA New Settlement Apartments	Bronx	NY	10452	Community Organizing to preserve affordable and safe housing for low and moderate income families and individuals	$15 000 00
MBD Community Housing Corp	BRONX	NY	10460--	MBD Community Development	$10 000 00
LONG ISLAND COALITION FOR THE HOMELESS INC	GARDEN CIT\	NY	11530-	Affordable Housing Technical Assistance Program	$5 000 00
New York Immigration Coalition Inc	NEW YORK	NY	10001-(	Port Richmond Cultural Marketplace	$10 000 00
Northfield Community LDC of Staten Island Inc	STATEN ISLA	NY	10302-	Parkside Repositioning Project	$5 000 00
The Door - A Center of Alternatives, Inc	NEW YORK	NY	10013-	Young Adult Retail Career Pathways Project (YARCPP)	$95 000 00
Leap Inc	BROOKLYN	NY	11217-	Brooklyn Workforce Collaboration Connecting Low-Income and Unemployed New Yorkers to Emerging Careers at the Brooklyn Navy Yard	$95 000 00
JobsFirstNYC	NEW YORK	NY	10007-.	New York City Young Adult Sectoral Employment Project	$95 000 00
Nontraditional Employment for Women (NEW)	NEW YORK	NY	10011-	Increasing Employer Demand for Tradeswomen	$125 000 00
PHI	Bronx	NY	10458	Employer-Based Training Building on Decades of Innovation in the Home Care Industry	$125 000 00
UNITED WAY OF METROPOLITAN DALLAS INC	DALLAS	TX	75202-	Greater Dallas Workforce Collaborative	$45 000 00
AHC Inc	Arlington	VA	22201	Insuring Academic Success for AHC¿s Children and Teens	$40 000 00
Wesley Housing Development Corporation of Northern Virginia	ALEXANDRIA	VA	22312-.	Creating Housing Stability	$25 000 00
Wesley Housing Development Corporation of Northern Virginia	ALEXANDRIA	VA	22312-.	Creating Housing Stability	$25,000 00
Reston Interfaith	RESTON	VA	20190-'	Connections for Hope	$35,000 00
New Hope Housing Inc	ALEXANDRIA	VA	22309-.	Permanent Supportive Housing for Homeless Families & Adults	$25 000 00

Total **$1,805,000 00**

Capital One Foundation, Inc
10/1/2012 - 12/31/2012

FEIN: 11-3276603

STATEMENT 13

REQUEST TO CHANGE ANNUAL ACCOUNTING PERIOD PURSUANT TO REV. PROC. 85-58

In accordance with Revenue Procedure 85-58, Capital One Foundation, Inc. is effecting a change in its annual accounting period from September 30 to December 31 with the timely filing of Form 990-PF for the short period ended December 31, 2012. Capital One Foundation, Inc. has not changed its annual accounting period at any time within the ten calendar years ending September 30, 2012. As a result, the Form 1128 is not required to be filed.

Form **8868**

(Rev January 2013)

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. CAPITAL ONE FOUNDATION, INC	Employer identification number (EIN) or 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 `680 CAPITAL ONE DRIVE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions MCLEAN, VA 22102	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
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

• 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 AUGUST 15 , 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 12 , and ending DECEMBER 31 , 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	$ 18258
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	$ 0
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	$ 18258

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 File by the due date for filing your return See instructions.	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	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 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 ▶ ....

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 - Carolyn Berkowitz Date ▶ 5/7/13