

AUG 14 2002 07:34 FR

Capital One

1124

Capital One Services, Inc.
2980 Fairview Park Drive
Suite 1400
Falls Church VA 22042-4525

August 14, 2002

VIA FACSIMILE AND HAND DELIVERY

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549
Attn: Jonathan G. Katz, Secretary

RECEIVED
OFFICE OF THE SECRETARY
AUG 14 2002

Re: Capital One Financial Corporation Certifications

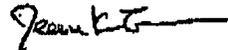
Dear Mr. Katz:

Pursuant to Order of the Securities and Exchange Commission requiring the filing of sworn statements pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934 (Order No. 4-460), enclosed please find an executed certification from each of Richard D. Fairbank, Principal Executive Officer, and David M. Willey, Principal Financial Officer, of Capital One Financial Corporation.

Please acknowledge receipt of this letter by stamping and returning the enclosed copy of this letter to the courier.

If you have any questions, please call me at (703) 875-1495.

Sincerely,



Jean K. Traub
Assistant General Counsel

Enclosures

1124

**Statement Under Oath of Principal Financial Officer Regarding
Facts and Circumstances Relating to Exchange Act Filings**

I, David M. Willey, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of Capital One Financial Corporation (the "Company") and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Company's audit committee.

(3) In this statement under oath, each of the following filings of the Company, if filed on or before the date of this statement, is a "covered report":

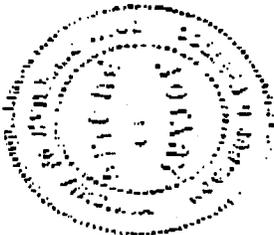
- Annual Report on Form 10-K for the fiscal year ended December 31, 2001, as amended;
- Definitive Proxy Statement filed on March 18, 2002;
- Quarterly Report on Form 10-Q for period ended March 31, 2002;
- Quarterly Report on Form 10-Q for period ended June 30, 2002;
- Current Report on Form 8-K filed on April 16, 2002;
- Current Report on Form 8-K filed on April 23, 2002; and
- Current Report on Form 8-K filed on July 16, 2002.

Dated: August 14, 2002

By: David M. Willey
David M. Willey
Principal Financial Officer

Subscribed and sworn to before me this 14th day of August 2002.

Colleen
Notary Public
My Commission Expires: 12/31/04



Notary Public, Commonwealth of Virginia
My Commission Expires December 31, 2004

RECEIVED
OFFICE OF THE SECRETARY
AUG 14 2002

*** TOTAL PAGE.05 ***

*** TOTAL PAGE.04 ***