



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

February 16, 2011

Mr. Richard D. Fairbank
Chairman, Chief Executive Officer, and President
Capital One Financial Corporation
1680 Capital One Drive
McLean, Virginia 22102

**Re: Capital One Financial Corporation
Form 10-K for Fiscal Year Ended
December 31, 2009
Filed February 26, 2010
Forms 10-Q for Fiscal Quarters Ended
March 31, 2010, June 30, 2010, and September 30, 2010
File No. 001-13300**

Dear Mr. Fairbank:

We have completed our review of your filings and do not have any further comments at this time.

Sincerely,

Amit Pande
Accounting Branch Chief