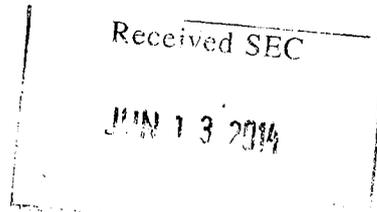


Edwin Mecabe  
Managing Director  
Corporate Actions & Market Watch



CERT NYS  
File # 1-13300  
NYSE  
EURONEXT

June 13, 2014



Chief, Information Technology  
Securities and Exchange Commission  
Division of Corporation Finance  
100 F Street, NE MS 3040  
Washington, DC 20549

To whom it may concern:

The New York Stock Exchange certifies its approval for listing and registration of the Depository Shares, each representing a 1/40th interest in a share of Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series C of Capital One Financial Corporation under the Exchange Act of 1934.

Sincerely,

A handwritten signature in cursive script that reads "Edwin Mecabe".