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November 4, 2014

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

NOV 0 4 2014

Washington, DC 20549 CERT NYS File No. 001-13300

To whom it may concern:

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The New York Stock Exchange certifies its approval for listing and registration of the Depositary Shares, Each Representing a 1/40th Interest in a Share of Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series D of Capital One Financial Corporation under the Exchange Act of 1934.

Sincerely,