

**Responses to the Additional Information Request dated November 1, 2011 from the
Federal Reserve Regarding the Notification Filed by Capital One Financial
Corporation to Acquire ING Bank, fsb, Sharebuilder Advisors, LLC and ING Direct
Investing, Inc. Pursuant to Section 4 of the Bank Holding Company Act**

CONFIDENTIAL RESPONSES

November 15, 2011

Request for Confidential Treatment

Capital One Financial Corporation, McLean, Virginia (“Capital One” or the “Company”), ING Bank, fsb, Wilmington, Delaware (“ING Bank”) and HSBC USA Inc. (“HSBC”) request confidential treatment for these Confidential Responses and the Confidential Attachments because they contain information regarding the companies that is derived from sensitive and proprietary confidential business information. This information could provide competitors of Capital One, ING Bank and HSBC with nonpublic information regarding the companies. In addition, potential investors could be influenced or misled by such information, which is not reported in any documents filed or to be filed in accordance with the disclosure requirements of applicable securities laws, as a result of which Capital One, ING Bank and HSBC could be exposed to potential inadvertent violations of law or exposure to legal claims. This information is not the type of information that would be made available to the public under any circumstances. Certain information in the Confidential Responses and the Confidential Attachments is also related to examination, operation or condition reports prepared for the use of the Board of Governors of the Federal Reserve System (the “Federal Reserve” or “Board”) or the Office of the Comptroller of the Currency (“OCC”) in supervising Capital One, ING Bank or HSBC. All such information, if made public, could result in substantial and irreparable harm to Capital One, ING Bank and HSBC. Accordingly, this information is exempt from disclosure under the Freedom of Information Act, 5 U.S.C. § 552(b)(4) and (8) and the implementing regulations of both the Board (12 C.F.R. §§ 261.14 and 261.15) and the OCC (12 C.F.R. § 4.12). Other exemptions from disclosure may also apply. We request that you contact either Richard K. Kim (212-403-1354) or Patricia A. Robinson (212-403-1127), of Wachtell, Lipton, Rosen & Katz, before any public release of any of this information pursuant to a request under the Freedom of Information Act, 12 U.S.C. § 552, or a request or demand for disclosure by any governmental agency, Congressional office or committee, court or grand jury. Such prior notice is necessary so that Capital One, ING Bank or HSBC may take appropriate steps to protect such information from disclosure.

Confidential Materials

2. With respect to pro forma financial statements:

e. Explain fully how Capital One would fund the proposed acquisition of the HSBC credit card portfolio. The source of funding should be clearly identified in the requested financial statements and risk-based capital calculations.

The following confidential information supplements Capital One’s non-confidential response to Item 2.e.

Capital One expects the acquisition of HSBC’s domestic credit card business to close in the second quarter of 2012 after the closing of the pending ING Direct acquisition. As noted in the non-confidential portion of the response, Capital One expects to fund HSBC credit card loans primarily with cash and the proceeds from the balance sheet repositioning to reduce its pro forma interest rate risk profile related to the pending ING Direct acquisition. [REDACTED]

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[REDACTED]

As a result, Capital One does not expect a significant increase in total assets despite the expected addition of approximately \$30 billion of HSBC credit card loans [REDACTED]

[REDACTED]

Capital One's intention to raise approximately \$1.25 billion of capital as part of the HSBC transaction is noted in the non-confidential portion of the response. [REDACTED]

[REDACTED]

7. **Provide a detailed discussion of the actions that Capital One would take to address any weaknesses noted in Capital One's due diligence review of ING Bank and to strengthen the overall condition of ING Bank. The discussion should include a timeline for completion of such actions**

Capital One has previously described the actions that would be taken to address

[REDACTED]

As Capital One has progressed with integration planning and learned more about ING Direct, the Company has adjusted its plans [REDACTED] noted in due diligence review. As Capital One makes further progress in our integration planning, some of these timelines may be adjusted accordingly.

[REDACTED]

[REDACTED]

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(b)(8)

[REDACTED]

(b)(4); (b)(8)

[REDACTED]

[REDACTED]

8. For each securitization vehicle that funds card balances for Capital One or HSBC credit cards (or associated store cards) provide:

The following confidential information supplements Capital One's non-confidential response to Item 8.

b. Bondholder's Principal.

[REDACTED]

e. Current outstanding balances for borrowers with FICO scores above 660 and below 660.

[REDACTED]

[REDACTED]

g. Maturity date and how Capital One intends to fund the maturing balances.

[REDACTED]

13. John Finneran, Capital One's General Counsel, stated at the October 5, 2011 public meeting at the Federal Reserve Bank of San Francisco that Capital One has voluntarily adopted certain provisions of the CARD Act for its small business credit cards. Please indicate which provisions were adopted. Also, indicate whether Capital One's small business credit card loans are reported as small business loans and, if so, what percentage of its total small business loans are small business credit cards for each state in its footprint for 2009, 2010, and as of September 30, 2011.

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The following confidential information supplements Capital One's non-confidential response to Item 13.

Small Business Credit Card Reporting

Capital One's small business credit card loans are reported as small business loans in the annual CRA data filing.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

- 14. Provide information on the aggregate number and dollar amount of community development lending, investments, and services that each of CONA and COBNA has made in each state in Capital One's footprint for 2009, 2010 and year-to-date 2011. Include a brief description of each of those loans, investments, and services.**

The tables below include aggregate data on community development loans, letters of credit, leases, investments, grants and services, by state. The data reflect activity in states

in which CONA has branches. In view of COBNA’s status as a limited-purpose bank for CRA purposes, activity in other states is shown as well. (COBNA has no branches, and therefore a relatively small assessment area (part of the Richmond MSA) that has limited opportunity for community development activities. Therefore, as is common for limited-purpose banks, COBNA receives consideration for such activities both within and outside its assessment area.)

As noted above, Chevy Chase Bank, FSB was acquired by Capital One on February 27, 2009, and merged into CONA effective July 30, 2009. Therefore, in 2009, CONA had relatively few community development activities in the mid-Atlantic region (District of Columbia, Delaware, Maryland and Virginia). CONA’s volume of such activities in this region increased starting in 2010.

Six files contained on the enclosed compact disk, submitted confidentially (via overnight courier) in connection with these Confidential Responses, provide detailed information with respect to Capital One’s community development activities.¹

Community Development Loans, Letters of Credit and Leases

The data for community development loans are presented in two tables: One for 2009 and 2010, and the other for 2011. The 2011 data are segregated because many of the loans originated to date (through September 30) have not yet been independently reviewed to validate CRA qualification status; the data exclude such loans, and thus very likely understates actual year-to-date community development loan volume.

CONA Community Development Loans in Footprint States and Other States in 2009-2010
(number and dollar amount)*

| | 2009 | | 2010 | |
|--------------|------------|--------------------|------------|----------------------|
| | # of Loans | Loan \$ | # of Loans | Loan \$ |
| CT | 1 | 2,450,000 | 0 | 0 |
| DC | 1 | 30,000,000 | 6** | 63,062,777** |
| DE | 0 | 0 | 1 | 6,900,000 |
| LA | 13 | 95,303,315 | 22 | 155,588,824 |
| MD | 2 | 17,078,433 | 10*** | 54,140,128*** |
| NJ | 7 | 42,652,475 | 7 | 56,377,393 |
| NY | 59 | 236,475,899 | 152 | 499,713,734 |
| TX | 10 | 82,265,802 | 20 | 171,585,756 |
| VA | 0 | 0 | 4 | 40,271,606 |
| Other | 3 | 34,141,822 | 8 | 87,520,000 |
| Total | 96 | 540,367,746 | 230 | 1,135,160,218 |

* COBNA is a limited-purpose bank and does not originate community development loans. Certain loans originated by CONA are allocated to COBNA for CRA purposes.

** Includes one loan for \$457,694 that benefits the DC/MD/VA regional area.

¹ For additional discussion and examples of Capital One’s CRA activities, please see: the Notice, at pp. 31–34; Capital One’s submission in response to commenters dated August 15, 2011 (the “August 15 Submission”), at pp. 5–9; Capital One’s submission in response to commenters dated September 17, 2011, at pp. 12–18; and Capital One’s submission in response to commenters dated October 28, 2011, at pp. 10–14.

*** Includes one loan for \$2,746,165 that benefits the MD/DE regional area.

CONA Community Development Loans in Footprint States and Other States in 2011
(number and dollar amount)*

| | 2011** | |
|--------------|------------|--------------------|
| | # of Loans | Loan \$ |
| CT | 1 | 10,000,000 |
| DC | 6 | 43,920,000 |
| DE | 0 | 0 |
| LA | 22 | 74,056,924 |
| MD | 3 | 1,698,000 |
| NJ | 4 | 28,900,532 |
| NY | 44 | 284,869,105 |
| TX | 38 | 124,438,268 |
| VA | 4 | 38,549,726 |
| Other | 5 | 45,071,040 |
| Total | 127 | 651,503,595 |

* COBNA is a limited-purpose bank and does not originate community development loans. Certain loans originated by CONA are allocated to COBNA for CRA purposes.

** Includes loans originated through September 30, 2011 for which CRA qualification has been independently validated; excludes many loans that have not yet been reviewed.

CONA Community Development Letters of Credit in Footprint States
(number and dollar amount)*

| | 2009 | | 2010 | | 2011 (year to date) | |
|--------------|----------|-------------------|----------|-------------------|---------------------|-------------------|
| | # | \$ | # | \$ | # | \$ |
| DC | 0 | 0 | 1 | 3,752,491 | 1 | 6,396,678 |
| LA | 1 | 3,163,314 | 0 | 0 | 0 | 0 |
| NY | 5 | 80,915,229 | 3 | 29,978,439 | 4 | 34,492,303 |
| TX | 1 | 625,000 | 1 | 1,000,000 | 0 | 0 |
| VA | 0 | 0 | 0 | 0 | 1 | 73,800 |
| Total | 7 | 84,703,543 | 5 | 34,730,930 | 6 | 40,962,781 |

* Letters of credit issued for community development purposes are not treated as community development loans for CRA data reporting purposes. Instead, they are considered as "other loan data" for purposes of CRA performance evaluations. There were no transactions outside CONA's footprint states.

CONA Community Development Leases in Footprint States
(number and dollar amount)*

| | 2010 | |
|--------------|----------|-------------------|
| | # | \$ |
| MD | 1 | 34,905,116 |
| NJ | 1 | 8,500,000 |
| NY | 1 | 2,423,016 |
| Total | 3 | 45,828,132 |

* Leases issued for community development purposes are not treated as community development loans for CRA data reporting purposes. Instead, they are considered as “other loan data” for purposes of CRA performance appraisals. There were no leases in 2009 or to date in 2011 and no leases outside footprint states in 2010.

Community Development Investments

CONA Community Development Investments in Footprint States
(number and dollar amount)

| | 2009 | | 2010 | | 2011 (to 9/30) | |
|--------------|-----------|--------------------|-----------|--------------------|----------------|--------------------|
| | # | \$ | # | \$ | # | \$ |
| AR* | 0 | 0 | 0 | 0 | 1 | 2,135,000 |
| CT | 0 | 0 | 0 | 0 | 0 | 0 |
| DC | 1 | 5,550,000 | 6 | 37,064,751 | 0 | 0 |
| DE | 0 | 0 | 0 | 0 | 0 | 0 |
| LA | 5 | 60,884,126 | 6 | 22,718,347 | 5 | 28,944,478 |
| MD | 2 | 15,208,912 | 9 | 58,450,445 | 1 | 5,050,000 |
| NJ | 3 | 29,313,995 | 1 | 9,026,324 | 0 | 0 |
| NY | 29 | 243,810,344 | 7 | 63,273,700 | 5 | 42,880,442 |
| TX | 4 | 35,323,176 | 6 | 52,165,889 | 3 | 31,142,078 |
| VA | 2 | 5,313,000 | 7 | 35,086,309 | 6 | 39,339,859 |
| Total | 46 | 395,403,553 | 42 | 277,785,765 | 21 | 149,491,857 |

* Although CONA does not have branches in Arkansas, Miller County is included in CONA’s assessment area due to the close proximity of branches across the border in Texas.

COBNA Community Development Investments in Virginia and Other States
(number and dollar amount)

| | 2009 | | 2010 | | 2011 (to 9/30) | |
|--------------|-----------|-------------------|-----------|--------------------|----------------|-------------------|
| | # | \$ | # | \$ | # | \$ |
| VA | 7 | 39,130,520 | 13 | 54,106,028 | 4 | 13,107,353 |
| Other | 4 | 44,861,707 | 13 | 71,528,193 | 9 | 56,777,968 |
| Total | 11 | 83,992,227 | 26 | 125,634,221 | 13 | 69,885,321 |

CONA Community Development Grants in Footprint States
(number and dollar amount)

| | 2009 | | 2010 | | 2011 (to 8/31) | |
|--------------|------------|------------------|------------|-------------------|----------------|------------------|
| | # | \$ | # | \$ | # | \$ |
| AR* | 6 | 10,770 | 0 | 0 | 0 | 0 |
| CT | 1 | 500 | 2 | 10,000 | 0 | 0 |
| DC | 27 | 1,289,885 | 85 | 2,388,930 | 30 | 2,063,568 |
| DE | 0 | 0 | 2 | 20,000 | 0 | 0 |
| LA | 182 | 1,548,486 | 152 | 2,176,387 | 65 | 1,198,934 |
| MD | 1 | 2,500 | 37 | 1,709,500 | 12 | 180,000 |
| NJ | 48 | 461,700 | 59 | 791,290 | 29 | 408,500 |
| NY | 236 | 3,804,826 | 238 | 4,509,330 | 133 | 3,041,500 |
| TX | 210 | 1,996,921 | 150 | 2,299,788 | 72 | 1,299,921 |
| VA | 24 | 413,009 | 45 | 984,535 | 16 | 389,000 |
| Total | 735 | 9,528,597 | 770 | 14,889,760 | 357 | 8,581,423 |

* Although CONA does not have branches in Arkansas, Miller County is included in CONA's assessment area due to the close proximity of branches across the border in Texas.

COBNA Community Development Grants in Virginia and Other States
(number and dollar amount)

| | 2009 | | 2010 | | 2011 (to 8/31) | |
|--------------|------------|-------------------|-----------|------------------|----------------|------------------|
| | # | \$ | # | \$ | # | \$ |
| VA | 55 | 1,159,599 | 42 | 1,315,685 | 12 | 259,800 |
| Other* | 51 | 9,858,204 | 15 | 1,525,566 | 33 | 4,282,927 |
| Total | 106 | 11,017,803 | 57 | 2,841,251 | 45 | 4,542,727 |

* The 2009 volume was much higher than 2010 largely because (1) in 2009 there was a particularly large grant of \$4.7 million that did not recur, and (2) the District of Columbia became part of CONA's assessment area effective July 30, 2009. Thus, grants in DC that were previously made by COBNA are now made by CONA.

Community Development Services

As described in the Notice and subsequent submissions, Capital One has a very strong record of sharing the professional expertise of its associates with nonprofit organization partners. In 2009 and 2010, Capital One associates delivered more than 200,000 hours of volunteer service in its communities. In addition, 50 percent of Capital One's senior executives (Senior Vice President and above) serve on the boards of these partner organizations. Many of these activities involve financial literacy, affordable housing, small businesses development, workforce development or other community development activities.

The tables below summarize Capital One's community development services in terms of numbers of organizations assisted and hours of service. Please note that the 2011 data do not include any activities from the fourth quarter (October through December), which typically accounts for a significant portion of total annual volume.

CONA Community Development Services in Footprint States
(numbers of organizations assisted and hours of service)

| | 2009 | | 2010 | | 2011 (to 9/30) | |
|--------------|--------------------|--------------|--------------------|---------------|--------------------|---------------|
| | # of organizations | # of hours | # of organizations | # of hours | # of organizations | # of hours |
| AR* | 0 | 0 | 2 | 87 | 0 | 0 |
| CT | 0 | 0 | 2 | 18 | 0 | 0 |
| DC | 0 | 0 | 14 | 468 | 10 | 755 |
| DE | 0 | 0 | 1 | 5 | 1 | 26 |
| LA | 30 | 3,532 | 105 | 7,732 | 94 | 3,628 |
| MD | 0 | 0 | 29 | 870 | 18 | 1,502 |
| NJ | 3 | 35 | 13 | 2,316 | 16 | 1,636 |
| NY | 52 | 1,887 | 72 | 6,210 | 36 | 5,012 |
| TX | 31 | 2,739 | 69 | 6,402 | 72 | 3,201 |
| VA | 10 | 640 | 16 | 2,302 | 10 | 1,648 |
| Total | 126 | 8,833 | 323 | 26,410 | 257 | 17,408 |

* Although CONA does not have branches in Arkansas, Miller County is included in CONA's assessment area due to the close proximity of branches across the border in Texas.

COBNA Community Development Services in Virginia and Other States
(numbers of organizations assisted and hours of service)

| | 2009 | | 2010 | | 2011 (to 9/30) | |
|--------------|--------------------|------------|--------------------|--------------|--------------------|--------------|
| | # of organizations | # of hours | # of organizations | # of hours | # of organizations | # of hours |
| VA | 9 | 929 | 18 | 3,905 | 15 | 1,367 |
| Other | 2 | 15 | 2 | 41 | 4 | 55 |
| Total | 11 | 944 | 20 | 3,946 | 19 | 1,422 |

- 15. Discuss Capital One's future plans with respect to the consumer compliance and Community Reinvestment Act ("CRA") programs of ING Bank, including any contemplated changes in administration, staffing, policies, procedures, or training. Also, discuss Capital One's plans for providing effective oversight of these programs.**

The following confidential information supplements Capital One's non-confidential response to Item 15 with additional information concerning Capital One's Community Reinvestment Act programs.

Following the acquisition, ING Bank's CRA staff will begin reporting to Capital One's Corporate CRA Officer. At that time, ING Bank's CRA operation will be folded into Capital One's CRA program and company policies, procedures and training will be modified accordingly. In the manner previously discussed, Capital One will assume immediate oversight and governance of ING Bank's CRA programs to ensure ongoing and substantive compliance with the requirements of the CRA.

17. Discuss the results of any consumer compliance and fair lending due diligence review conducted by Capital One of the credit card portfolio and of any related consumer compliance operations of HSBC USA and its affiliates in connection with Capital One’s proposed acquisition of the HSBC credit card portfolio.

The following tables provide details with respect to ING Bank’s community development loans, investments and grants and include aggregate activity within the assessment area or a broader statewide or regional area, as specified.

A file contained on the enclosed compact disk, submitted confidentially (via overnight courier) in connection with these Confidential Responses, provides detailed information with respect to ING Bank’s community development activities.²

ING Bank Community Development Loans
(number and dollar amount)

| | 2009 | | 2010 | | 2011 (to 11/4) | |
|------------------|------|------------|------|------------|----------------|-----------|
| | # | \$ | # | \$ | # | \$ |
| Assessment Area* | 3 | 16,927,050 | 3 | 20,598,164 | 4 | 4,848,668 |

* In assessment area or elsewhere in Delaware.

ING Bank Community Development Investments
(number and dollar amount)

| | 2009 | | 2010 | | 2011 (to 11/4) | |
|------------------|------|-------------|------|-----------|----------------|-----------|
| | # | \$ | # | \$ | # | \$ |
| Assessment Area* | 3 | 230,000,000 | 1 | 5,000,000 | 1 | 7,000,000 |

* In assessment area or a broader regional area (i.e. the Northeast).

ING Bank Community Development Grants
(dollar amount)

| | 2009 | 2010 | 2011 (to 11/4) |
|-----------------|---------|-----------|-------------------|
| Assessment Area | 577,872 | 2,140,194 | 1,099,204 |

The table below (community development services) includes:

- CRA-qualified volunteer activities for 2011; and
- For 2009 and 2010, all volunteer activities performed during ING Bank’s annual Orange Days of Giving. (Data availability for these years does not allow for specific identification of CRA-qualified activities. A more robust data collection system was implemented effective for 2011 activities.)

² For additional discussion and examples of ING Bank’s CRA activities, please see: the Notice, at pp. 37–38; and the August 15 Submission, at pp. 9–10.

ING Bank Community Development Services
(numbers of hours)*

| | 2009 | 2010 | 2011 (to 11/4) |
|-----------------|--------|--------|-------------------|
| Assessment Area | 8,800* | 7,472* | 2,998 |

* 2009 and 2010 data include all volunteerism activities (both CRA-qualified and non-qualified) performed during annual Orange Days of Giving.

Supplemental Areas

ING Bank does not engage in community development lending, investing or services in the “supplemental areas.” In the 2008 Performance Evaluation, the Office of Thrift Supervision identified such areas and assessed ING Bank’s mortgage lending in them.

- 18. Discuss the results of any consumer compliance and fair lending due diligence review conducted by Capital One of the credit card portfolio and of any related consumer compliance operations of HSBC USA and its affiliates in connection with Capital One’s proposed acquisition of the HSBC credit card portfolio.**

Due Diligence Activities

Capital One conducted substantial due diligence with respect to consumer compliance, including fair lending, anti-money laundering, bank secrecy, privacy, CARD Act compliance and other selected areas. Capital One’s review was conducted in three phases and performed by an officer of Capital One with responsibility for card compliance, with the support of independent compliance officers with specific expertise in AML, privacy and card compliance.

Phase one encompassed a review of an initial set of due diligence documents describing HSBC’s compliance program. During this initial due diligence phase, HSBC supplied a limited set of compliance policies, procedures and reports, which Capital One reviewed.

Phase two consisted of a series of management meetings between Capital One and HSBC executives, conducted in Chicago, to understand the HSBC credit card portfolio, services and processes. Discussions were held with compliance and legal executives at both companies to better understand the organization design, key responsibilities and accountabilities, and staffing model of HSBC. The discussions also included an overview of Card Act implementation, HSBC’s risk and governance framework, audit coverage, open exam findings and other regulatory matters. HSBC’s enhancement services products were also discussed, including modifications needed to meet regulatory expectations.

Subsequent to the management meetings, phase three consisted of more detailed document reviews and follow-up “deep dive” discussions with HSBC compliance on privacy, AML compliance and card compliance. The detailed document review expanded to include a detailed review of HSBC’s compliance policies (including Servicemembers’ Civil Relief Act and credit policy reviews), fair lending policy, AML

(b)(4)

policy, operations procedures, compliance performance reports including quality assurance metrics, cardholder agreements and marketing materials, privacy notices, training calendars, audit reports, compliance reporting and compliance job descriptions.

Analysis of Due Diligence

Based on the due diligence, Capital One concluded that HSBC appears to be in substantive compliance with applicable laws and regulations. Further, HSBC's overall compliance management program appears to meet the standards for a large bank, and is adequately staffed to assure compliance with applicable laws and regulations. During the management meetings, a strong tone of regulatory compliance resonated from HSBC executives.

[REDACTED]

Although Capital One believes HSBC's compliance program is mature and is appropriate to assure substantive compliance with applicable laws and regulations, these programs will migrate to Capital One. Through integration and as Capital One has increased access

(b)(4)

to HSBC's systems, people, and processes, Capital One will continue to perform a more thorough review of HSBC's compliance program, products, and performance as part of its integration activities. Immediately following closing, HSBC Card Compliance support staff, including those with responsibility for AML, privacy and fair lending compliance, will report directly into Capital One's corporate compliance function, through Capital One's Chief Compliance Officer. Also immediately following closing, HSBC Card Compliance will begin reporting monitoring and control assessment results to Capital One's Compliance Management Program. Within 180 days of closing, Capital One plans to have fully assessed all HSBC monitoring and control activities and integrated HSBC Card monitoring into Capital One reporting processes and the Governance, Risk and Controls database.

Responses to Confidential Questions

20. With respect to the September 9, 2011 submission:

a. Indicate the current estimated forward price for the forward sale agreements

[REDACTED]

The estimated forward price for the Capital One forward sale agreements was

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

(b)(4)

[REDACTED]

[REDACTED]

expects deposit pricing to vary across the branch and direct customer segments.

- c. **Provide an update on the status of the exploratory assessments of ING Bank's mortgage business that includes an extensive review of the business model of ING Bank's [REDACTED]. Provide an update on the status of Capital One's operating plan for the combined mortgage business.**

Capital One has conducted an extensive assessment of the ING Direct mortgage business over the past few months to determine the appropriate strategy for combining Capital One's and ING Direct's home loans businesses after closing of the acquisition. Capital One and ING Direct have formed a joint working team comprising senior members of the mortgage lines of business of each company. The Capital One team is led by Mr. Sanjiv Yajnik, President of Capital One's Financial Services division, and the ING Direct team is led by Mr. Jim Kelly, ING Direct's Chief Operating Officer. This joint working team has held several exploratory discussions since August 2011 for the purpose of developing recommendations for the operating plan for the combined business. From these discussions, Capital One has developed a high level business strategy for how the two businesses will be integrated.

After closing, Capital One intends to build on the strengths of the two businesses to preserve and enhance the current ING Direct customer experience and to leverage existing customer relationships.

[REDACTED]

[REDACTED]

(b)(4)

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

- d. Indicate the terms and discuss more fully the \$23.8 billion in swap transactions that Capital One entered into as part of the proposed acquisition of the HSBC credit card portfolio. Explain in detail how the swap transactions are “designed to mitigate some of the effect of interest**

(b)(4)

rates on the fair value of the ING Direct assets and liabilities.” In addition, explain in detail, how “other factors, such as changes in applicable spreads, interest rate volatility, convexity and the balance sheet or underlying business of ING Direct, could also impact the fair value of the ING Direct assets and liabilities recognized in purchase accounting as of the closing date.”

Under purchase accounting rules, the ING Direct assets and liabilities will be recorded at fair value as of the closing date. Given that these assets and liabilities consist primarily of mortgage loans, securities, deposits and wholesale funding, their fair value is subject to interest rates as of the closing date. In general, lower interest rates, assuming all other factors remain unchanged, will result in a higher fair value for the ING Direct net assets and liabilities at closing. Conversely, higher interest rates will result in a lower fair value for the net assets and liabilities at closing.

Subsequent to deal announcement, interest rates declined substantially, and Capital One’s estimate of the fair value of the ING Direct net assets and liabilities has increased correspondingly. In order to lock-in a portion of that increase, on August 8, 2011 and August 9, 2011, Capital One entered into approximately \$23.8 billion in total notional principal amount pay-fixed/receive-floating interest rate swap transactions (the "Swap Transactions") with the following terms:

[REDACTED]

(b)(4); (b)(5); (b)(8)

[REDACTED]

22. **The Nilson Report (Issue 974, page 10) reports Capital One as having \$20.8 billion in “Small Business Credit Card” volume. Describe the nature of this business and how the \$20.8 billion figure fits within the information provided by Capital One in response to the previous question with respect to borrowers with FICO scores above and below 660. Please provide analogous information for the HSBC USA credit card portfolio.**

Please see Capital One’s non-confidential response to Item 9. The Board staff has indicated that the response to Item 9 eliminates the need for any further response to this question.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

(b)(4); (b)(5); (b)(8)

[REDACTED]

[REDACTED]

[REDACTED]

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(b)(4); (b)(5); (b)(8)

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

(b)(4); (b)(5); (b)(8)

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

(b)(4); (b)(5); (b)(8)

[REDACTED]

(b)(4); (b)(5); (b)(8)

[REDACTED]

(b)(4); (b)(5); (b)(8)

[REDACTED]

[REDACTED]

[REDACTED]