

Adam Drimer  
Federal Reserve Bank of Richmond

Federal Reserve Bank of Richmond  
Attn: Adam M. Drimer, Assistant Vice President  
701 East Byrd Street  
Richmond, VA 23261-4528

Re: Request for a 60-day extension to the comment period and the scheduling of public meetings on Capital One's application to acquire ING Direct

Dear Mr. Drimer:

The San Diego City-County Reinvestment Task Force requests a 60-day extension to the comment period and the scheduling of public hearings on Capital One Financial Corporation's proposal to acquire ING Direct. Local and nationwide concerns about Capital One and the banks they have acquired are so pervasive and serious that a 30-day written comment period will not suffice. Indeed, recent media reports indicate that Capital One's planned acquisitions now include the credit card division of HSBC, a division with its own checkered past. The public deserves an opportunity to fully and completely raise their concerns in open hearings across the country.

In addition, we believe the following concerns also justify our request:

**Too-Big-to-Fail.** Capital One's proposed acquisition represents the first true test of the Dodd-Frank Wall Street Reform and Consumer Protection Act ("Dodd-Frank") requirement that the Federal Reserve Board analyze systemic risk. Congress did not intend for systemically important financial institutions to be allowed to grow without clear and significant public benefits. Allowing public hearings on Capital One's proposed acquisition makes good on Dodd-Frank's commitment to hold systemically important financial institutions to a higher standard. It also realizes Dodd-Frank's promise to make the financial regulatory process more transparent. Simply put, the Federal Reserve Board should not make a decision on whether this transaction is in the public interest without first giving the public a meaningful opportunity to express concerns. Under these circumstances, a 30-day written comment period is not meaningful for such a complex transaction.

**Out-of-Date Community Reinvestment Act Evaluations.** Capital One's performance evaluations under CRA for its two corporate entities are four and six years old, and its new evaluation is expected to be released this fall. For this reason alone, the Federal Reserve Board should extend the comment period to use the new exam as the basis for judging Capital One's performance. This will also allow the public the same benefit. In addition, ING Direct's CRA exam was

limited to the Wilmington, DE, Metropolitan Statistical Area where the bank is headquartered, but ING Direct has a national reach. Given the Federal Reserve Board's effort to the retain enforcement of the Community Reinvestment Act (CRA) under Dodd-Frank, any failure to extend the comment period long enough to allow the Federal Reserve Board and the public time to analyze the evaluations would send a negative signal about the Federal Reserve Board's commitment to enforcing CRA.

Serious Concerns about Capital One's Business Practices. We are concerned that recent changes to Capital One's business policies have led to a pattern of discriminatory lending. For example, in 2010, Capital One implemented a policy that cut off Federal Housing Administration (FHA) loans to borrowers with credit scores between 580-620 even though FHA fully guarantees these loans. Capital One's denial has a disparate impact by race in violation of our nation's anti-discrimination laws. In fact, there are active lending discrimination complaints against Capital One. A review of CRA exams, Home Mortgage Disclosure Act data, and small business loan data demonstrate significant inconsistencies in the performance of the two banks in making services and branches available to low- and moderate-income communities.

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These issues are far too important to resolve behind closed doors and in 30 days. We respectfully urge the Federal Reserve Board to extend the comment period by 60 days and hold five public hearings across the country to ensure that an adequate opportunity exists for the public to express the serious concerns that accompany Capital One's proposal to acquire ING Direct. Thank you for this opportunity to comment.

Sincerely,

Maggie Ruiz  
San Diego City-County  
Reinvestment Task Force

Maggie Ruiz  
San Diego City-County Reinvestment Task Force  
1122 Broadway Suite 300  
San Diego, CA 92101



## Legal Aid Foundation of Los Angeles

### West Office

1102 Crenshaw Boulevard  
Los Angeles, CA 90019  
Phone: (323) 801-7989  
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### Other Office Locations:

**Central Office**, 1550 W. 8<sup>th</sup> Street, Los Angeles, CA 90017 T: (213) 640-3881  
**East Los Angeles Office**, 5228 Whittier Boulevard, Los Angeles, CA 90022 T: (213) 640-3883  
**Long Beach Office**, 601 Pacific Avenue, Long Beach, CA 90802 T: (562) 435-3501  
**Santa Monica Office**, 1640 5<sup>th</sup> Street, Suite 124, Santa Monica, CA 90401 T: (310) 899-6200  
**South Los Angeles Office**, 7000 S. Broadway, Los Angeles, CA 90003 T: (213) 640-3950

Writer's Direct Line: (323) 801-7992

Our File Number:

August 19, 2011

Adam M. Drimer, Assistant Vice President  
Federal Reserve Bank of Richmond  
701 East Byrd Street  
Richmond, VA 23261

Fax: 804-697-4021

RE: Capital One application to acquire ING Direct

Dear Mr. Drimer:

This letter concerns Capital One's application to acquire ING Direct.

The Legal Aid Foundation of Los Angeles requests the Federal Reserve withhold approval of the application without a written CRA commitment from Capital One to California counties from which the proposed institution has received significant deposits or has a significant lending presence. The proposed financial institution would be the fifth largest U.S. bank by deposits and have a banking presence far beyond the nine states where it has branches. The complexities of the proposed mergers necessitate an extended comment period and Federal Reserve public hearings in California.

The Legal Aid Foundation of Los Angeles is a non profit law office providing legal services to individuals, families, and community based organizations located in low-income neighborhoods and communities of the Greater Los Angeles area. As one of the largest Legal Services Corporation in the nation, every year we consistently assist thousands of clients, including: homeowners, consumers, tenants, low and moderate income workers, small business owners, families and non profit organizations involved in community development. We are confronted daily with the importance of community reinvestment by entities offering and benefiting from banking services in the communities we serve.

The proposed institution's credit card, small business, auto and mortgage lending as well as deposit taking for investments have extensive impact on California despite having only two offices (San Francisco and Los Angeles). Their lending in our county and the state has been disproportionately scarce in low and moderate income areas and to minority- and women-owned businesses. There is a lack of California community development lending and investment even

though ING Direct recognized its obligation to five metropolitan areas of California in its internal goals. Capital One has shown a lack of response to community needs in its lending.

The extent of the proposed new institution's profit-making from numerous products in California demands that there be a significant community development commitment to California counties where it has and will have significant presence. It is critical that public hearings are held in San Francisco and Los Angeles to offer an opportunity for those communities who will clearly be impacted by the proposed institution to identify community impact and needs before any decision on the application is made.

The Federal Reserve is well aware of the urgency of community investment and community development in this time of ongoing distress, unemployment, foreclosure, displacement and economic uncertainty faced by California families and communities. We look forward to a decision by the Federal Reserve to require public hearings related to Capital One's application and to require solid community investment commitments from Capital One. Thank you for your consideration of this comment.

Please respond in writing to this letter and place a copy in Capital One's public CRA file.

Yours truly,  
////

Dorothy Herrera Settlage  
Senior Attorney  
[dherrera@lafla.org](mailto:dherrera@lafla.org)  
(323) 801-7992

Adam Drimer  
Federal Reserve Bank of Richmond

Federal Reserve Bank of Richmond  
Attn: Adam M. Drimer, Assistant Vice President  
701 East Byrd Street  
Richmond, VA 23261-4528

Re: Request for a 60-day extension to the comment period and the scheduling of public meetings on Capital One's application to acquire ING Direct

Dear Mr. Drimer:

[Name of group/personal information] requests a 60-day extension to the comment period and the scheduling of public hearings on Capital One Financial Corporation's proposal to acquire ING Direct. Local and nationwide concerns about Capital One and the banks they have acquired are so pervasive and serious that a 30-day written comment period will not suffice. Indeed, recent media reports indicate that Capital One's planned acquisitions now include the credit card division of HSBC, a division with its own checkered past. The public deserves an opportunity to fully and completely raise their concerns in open hearings across the country.

In addition, we believe the following concerns also justify our request:

**Too-Big-to-Fail.** Capital One's proposed acquisition represents the first true test of the Dodd-Frank Wall Street Reform and Consumer Protection Act ("Dodd-Frank") requirement that the Federal Reserve Board analyze systemic risk. Congress did not intend for systemically important financial institutions to be allowed to grow without clear and significant public benefits. Allowing public hearings on Capital One's proposed acquisition makes good on Dodd-Frank's commitment to hold systemically important financial institutions to a higher standard. It also realizes Dodd-Frank's promise to make the financial regulatory process more transparent. Simply put, the Federal Reserve Board should not make a decision on whether this transaction is in the public interest without first giving the public a meaningful opportunity to express concerns. Under these circumstances, a 30-day written comment period is not meaningful for such a complex transaction.

**Out-of-Date Community Reinvestment Act Evaluations.** Capital One's performance evaluations under CRA for its two corporate entities are four and six years old, and its new evaluation is expected to be released this fall. For this reason alone, the Federal Reserve Board should extend the comment period to use the new exam as the basis for judging Capital One's performance. This will also allow the public the same benefit. In addition, ING Direct's CRA exam was

limited to the Wilmington, DE, Metropolitan Statistical Area where the bank is headquartered, but ING Direct has a national reach. Given the Federal Reserve Board's effort to retain enforcement of the Community Reinvestment Act (CRA) under Dodd-Frank, any failure to extend the comment period long enough to allow the Federal Reserve Board and the public time to analyze the evaluations would send a negative signal about the Federal Reserve Board's commitment to enforcing CRA.

Serious Concerns about Capital One's Business Practices. We are concerned that recent changes to Capital One's business policies have led to a pattern of discriminatory lending. For example, in 2010, Capital One implemented a policy that cut off Federal Housing Administration (FHA) loans to borrowers with credit scores between 580-620 even though FHA fully guarantees these loans. Capital One's denial has a disparate impact by race in violation of our nation's anti-discrimination laws. In fact, there are active lending discrimination complaints against Capital One. A review of CRA exams, Home Mortgage Disclosure Act data, and small business loan data demonstrate significant inconsistencies in the performance of the two banks in making services and branches available to low- and moderate-income communities.

We also have serious concerns about the potentially predatory nature of Capital One's credit card lending practices. Attorneys General in Minnesota, West Virginia and California have each investigated Capital One for engaging false and misleading credit card marketing. As the victims of these predatory practices, Capital One's current and past customers deserve an opportunity to express their concerns before the Federal Reserve Board allows Capital One to expand. This need is reinforced by the news that Capital One will seek to acquire HSBC's credit card division.

Capital One's pattern of disinvestment from low- and moderate-income areas and communities of color is further demonstrated by their small business lending record. Capital One's small business lending under the Small Business Administration 7(a) lending programs, a major source of business loans for minorities, women and veterans, has essentially evaporated over the past four years. In 2006, Capital One had roughly \$22 billion in assets and did \$228 million in 7(a) lending. By 2010, it had grown to over \$96 billion in assets, but astonishingly made less than \$600,000 in 7(a) loans. Small businesses are the backbone of our economy and they have been the principal catalyst for the economic recovery in the previous two recessions. Capital One's abandonment of a major small business lending market for women, minorities and veterans at such a crucial time is too significant to permit a 30-day comment period with no hearings for the public to weigh in on these concerns.

These issues are far too important to resolve behind closed doors and in 30 days. We respectfully urge the Federal Reserve Board to extend the comment period by 60 days and hold five public hearings across the country to ensure that an adequate opportunity exists for the public to express the serious concerns that accompany Capital One's proposal to acquire ING Direct. Thank you for this opportunity to comment.

Sincerely,

[First Name]

[Name of Organization]

Zachary Smith

465 Park Pl

Brooklyn, NY 11238

Adam Drimer  
Federal Reserve Bank of Richmond

Federal Reserve Bank of Richmond  
Attn: Adam M. Drimer, Assistant Vice President  
701 East Byrd Street  
Richmond, VA 23261-4528

Re: Request for a 60-day extension to the comment period and the scheduling of public meetings on Capital One's application to acquire ING Direct

Dear Mr. Drimer:

I would like to request at least a 60-day extension to the comment period and the scheduling of public hearings on Capital One Financial Corporation's proposal to acquire ING Direct. Local and nationwide concerns about Capital One and the banks they have acquired are so pervasive and serious that a 30-day written comment period will not suffice. Indeed, recent media reports indicate that Capital One's planned acquisitions now include the credit card division of HSBC, a division with its own checkered past. The public deserves an opportunity to fully and completely raise their concerns in open hearings across the country.

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Sincerely,

Jesse Van Tol

Jesse Van Tol  
4021 9th St. NW  
Washington, DC 20011

Adam Drimer  
Federal Reserve Bank of Richmond

Federal Reserve Bank of Richmond  
Attn: Adam M. Drimer, Assistant Vice President  
701 East Byrd Street  
Richmond, VA 23261-4528

Re: Request for a 60-day extension to the comment period and the scheduling public meetings on Capital One's application to acquire ING Direct

Dear Mr. Drimer:

California Resources and Training (CARAT) requests a 60-day extension to the comment period and the scheduling of public hearings on Capital One Financial Corporation's proposal to acquire ING Direct. Local and nationwide concerns about Capital One and the banks they have acquired are so pervasive and serious that a 30-day written comment period will not suffice. Indeed, recent media reports indicate that Capital One's planned acquisitions now include the credit card division of HSBC, a division with its own checkered past. The public deserves an opportunity to fully and completely raise their concerns in open hearings across the country.

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Sincerely,

Selma  
California Resources and Training (CARAT)]

Selma Taylor  
California Resources and Training  
1333 Broadway, Suite 604  
Oakland, CA 94612

Adam Drimer  
Federal Reserve Bank of Richmond

Federal Reserve Bank of Richmond  
Attn: Adam M. Drimer, Assistant Vice President  
701 East Byrd Street  
Richmond, VA 23261-4528

Re: Request for a 60-day extension to the comment period and the scheduling of public meetings on Capital One's application to acquire ING Direct

Dear Mr. Drimer:

The Small Business Alliance of Central Florida requests a 60-day extension to the comment period and the scheduling of public hearings on Capital One Financial Corporation's proposal to acquire ING Direct. Local and nationwide concerns about Capital One and the banks they have acquired are so pervasive and serious that a 30-day written comment period will not suffice. Indeed, recent media reports indicate that Capital One's planned acquisitions now include the credit card division of HSBC, a division with its own checkered past. The public deserves an opportunity to fully and completely raise their concerns in open hearings across the country.

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Sincerely,

Shirley Walker  
The Small Business Alliance of Central Florida

Shirley Walker  
The Small Business Alliance of Central Florida  
2290 N. Ronald Reagan Blvd Ste 144  
Longwood, FL 32750

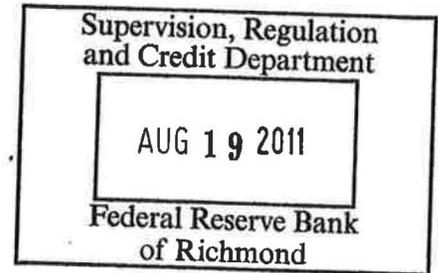
August 19, 2011



Adam M. Drimer, Assistant Vice President  
Federal Reserve Bank of Richmond  
701 East Byrd Street  
Richmond, VA 23261

Fax: 804-697-4021

RE: Capital One application to acquire ING Direct



Dear Mr. Drimer:

This letter concerns Capital One's application to acquire ING Direct. West Angeles Community Development Corporation asks the Federal Reserve to withhold approval of the application without a written CRA commitment from Capital One to California counties from which the proposed institution has received significant deposits or has a significant lending presence. The proposed financial institution would be the fifth largest U.S. bank by deposits and have a banking presence far beyond the nine states where it has branches. The complexities of the proposed mergers necessitate an extended comment period and Federal Reserve public hearings in California.

The mission of the West Angeles Community Development Corporation is to increase social and economic justice, demonstrate compassion, and combat poverty in partnership with low and moderate-income people in Crenshaw and adjacent communities in South Los Angeles. West Angeles CDC develops affordable permanent housing, stimulates business development and job creation, and shapes and promotes collaborative planning to build a stronger community.

West Angeles CDC was founded in early 1994 as an outreach program of West Angeles Church of God in Christ, then a 15,000-member congregation in the Crenshaw district. Bishop Charles E. Blake, together with the Trustees of West Angeles Church, founded the CDC to expand the compassionate outreach and neighborhood development ministries of the church in the face of mounting problems of poverty and injustice in the surrounding community. Lack of jobs, business investment and affordable, decent housing, struggling schools, endemic hopelessness and gang activity were all signs that new, long-term improvements were needed. At the same time, new business and community-building activities had also begun and were growing. These were signs of new life and hope on which to build.

The proposed institution's credit card, small business, auto and mortgage lending as well as deposit taking for investments have extensive impact on California despite having only two offices (San Francisco and Los Angeles). Their lending in our county and the state has been disproportionately scarce in low and moderate income areas and to minority- and women-owned businesses. There is a lack of California community development lending and investment even though ING Direct recognized its obligation to five metropolitan areas of California in its

Adam M. Drimer, Assistant Vice President  
Federal Reserve Bank of Richmond  
August 19, 2011  
Page 2



internal goals. Capital One has shown a lack of response to community needs in its lending.

The extent of the proposed new institution's profit-making from numerous products in California demands that there be a significant community development commitment to California counties where it has and will have significant presence. It is critical that public hearings are held in San Francisco and Los Angeles to offer an opportunity for those communities who will clearly be impacted by the proposed institution to identify community impact and needs before any decision on the application is made.

Please respond in writing to this letter and place a copy in Capital One's public CRA file.

Sincerely,

A handwritten signature in black ink, appearing to read "Tunua Thrash". The signature is fluid and cursive, with a large initial "T" and "H".

Tunua Thrash  
Executive Director

# THE WATSONVILLE LAW CENTER



August 19, 2011

Adam M. Drimer  
Assistant Vice President Federal Reserve Bank of Richmond  
701 East Byrd Street  
Richmond, VA 23261

Fax: 804-697-4021

RE: Capital One application to acquire ING Direct

Dear Mr. Drimer:

I am writing on behalf of the Watsonville Law Center and the low-income, limited-English proficient, and Latino consumers we serve to respectfully request the Federal Reserve to withhold approval of Capital One's application to acquire ING Direct.

We ask the Federal Reserve to withhold approval of the application without a written CRA commitment from Capital One to California counties from which the proposed institution has received significant deposits or has a significant lending presence. The proposed financial institution would be the fifth largest U.S. bank by deposits and have a banking presence far beyond the nine states where it has branches. The complexities of the proposed mergers necessitate an extended comment period and Federal Reserve public hearings in California.

The Watsonville Law Center provides free legal services to low-income households on the central California coast in Santa Cruz, Monterey, and San Benito Counties. Among other services, we counsel and provide legal advice to low-income consumers of financial services, victims of predatory lending practices, and consumers disproportionately affected by unfair financial services.

The proposed institution's credit card, small business, auto and mortgage lending as well as deposit taking for investments have extensive impact on California despite having only two offices (San Francisco and Los Angeles). Their lending in California has been disproportionately scarce in low and moderate income areas and to minority- and women-owned businesses. There is a lack of California community development lending and investment even though ING Direct recognized its obligation to five metropolitan areas of

Page 1 of 2

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315 Main Street, Suite 207, Watsonville, CA 95076  
Telephone: (831) 722-2845 Fax: (831) 761-3295 E-mail: [info@watsonvillelawcenter.org](mailto:info@watsonvillelawcenter.org)  
[www.WatsonvilleLawCenter.Org](http://www.WatsonvilleLawCenter.Org)

California in its internal goals. Capital One has shown a lack of response to community needs in its lending.

The extent of the proposed new institution's profit-making from numerous products in California demands that there be a significant community development commitment to California counties where it has and will have significant presence. It is critical that public hearings are held in San Francisco and Los Angeles to offer an opportunity for those communities who will clearly be impacted by the proposed institution to identify community impact and needs before any decision on the application is made.

Please respond in writing to this letter and place a copy in Capital One's public CRA file.

Sincerely,



Dori Rose Inda,  
Attorney, Executive Director, WLC



**Innovators in TA Performance and Service**

1333 Broadway, Suite 604 Oakland CA 94612  
 PHONE - 510-267-8994 510-835-1332 - FAX  
 training@caralnet.org www.caralnet.org

August 19, 2011

Adam M. Drimer, Assistant Vice President  
 Federal Reserve Bank of Richmond  
 701 East Byrd Street  
 Richmond, VA 23261

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 California Capital Financial  
 Development Corporation  
 Sacramento, CA

RE: Capital One application to acquire ING Direct

Dear Mr. Drimer:

*Secretary*  
**Terry Coltra**  
 Northern California Indian  
 Development Council, Inc.  
 Eureka, CA

This letter concerns Capital One's application to acquire ING Direct. California Resources and Training asks the Federal Reserve to withhold approval of the application without a written CRA commitment from Capital One to California counties from which the proposed institution has received significant deposits or has a significant lending presence. The proposed financial institution would be the fifth largest U.S. bank by deposits and have a banking presence far beyond the nine states where it has branches. The complexities of the proposed mergers necessitate an extended comment period and Federal Reserve public hearings in California.

*Executive Director*  
**Selma Taylor**  
 Oakland, CA

**Brant Berry**  
 Wells Fargo  
 Kansas City, KS

**Ray Mendoza**  
 California Economic  
 Development Lending  
 Initiative (CEDLI)  
 Oakland, CA

California Resources and Training (CARAT) has been providing capacity building services for business development organizations throughout California for 15 years. Over the years, we have assessed the market needs of the organizations as well as the small business clients that they serve. One of the key aspects of the work that CARAT is engaged in is resource development for our constituents and training. We are critically aware of how important it is for financial institutions serving the varied California communities to intently and purposefully provide products and services that benefit the diverse populations.

**Estay Zeidman**  
 Milken Institute  
 Santa Monica, CA

The proposed institution's credit card, small business, auto and mortgage lending as well as deposit taking for investments have extensive impact on California despite having only two offices (San Francisco and Los Angeles). Their lending in our county and the state has been disproportionately scarce in low and moderate income areas and to minority- and women-owned businesses. There is a lack of California community development lending and investment even though ING Direct recognized its obligation to five metropolitan areas of California in its internal goals. Capital One has shown a lack of response to community needs in its lending.

The extent of the proposed new institution's profit-making from numerous products in California demands that there be a significant community development commitment

to California counties where it has and will have significant presence. It is critical that public hearings are held in San Francisco and Los Angeles to offer an opportunity for those communities who will clearly be impacted by the proposed institution to identify community impact and needs before any decision on the application is made.

Please respond in writing to this letter and place a copy in Capital One's public CRA file.

Sincerely,

A handwritten signature in cursive script, appearing to read "Selma Taylor".

Selma Taylor  
Executive Director

**CAUSA JUSTA**  
UNITY IS POWER • LA UNIÓN HACI LA FUERZA  
**JUST CAUSE**

**SAN FRANCISCO** 2301 Mission St, Suite 201, San Francisco, CA 94110 | tel 415.487.9203 f 415.487.9022  
**WEST OAKLAND** 3463 San Pablo Avenue, Oakland, CA 94608 | tel 510.763.5877 f 510.763.5824  
**EAST OAKLAND** 9124 International Blvd., Oakland, CA 94603  
**MAILING PO** Box 3596, Oakland, CA 94609

August 19, 2011

Adam M. Drimer, Assistant Vice President  
Federal Reserve Bank of Richmond  
701 East Byrd Street  
Richmond, VA 23261

RE: Capital One application to acquire ING Direct

Dear Mr. Drimer:

This letter concerns Capital One's application to acquire ING Direct. Causa Justa :: Just Cause (CJJC) asks the Federal Reserve to withhold approval of the application without a written CRA commitment from Capital One to California counties from which the proposed institution has received significant deposits or has a significant lending presence. The proposed financial institution would be the fifth largest U.S. bank by deposits and have a banking presence far beyond the nine states where it has branches. The complexities of the proposed mergers necessitate an extended comment period and Federal Reserve public hearings in California.

Causa Justa is a housing and immigrants' rights organization building community power in Oakland and San Francisco. The membership of our organization is made up of Black and Latin@ residents in Oakland and San Francisco who have seen their homes, neighborhoods and cities be ravaged due to the de-regulation of financial institutions. As our communities are still reeling from this economic crisis, we need to ensure that financial institutions are acting responsibly and that they serve our communities.

The proposed institution's credit card, small business, auto and mortgage lending as well as deposit taking for investments have extensive impact on California despite having only two offices (San Francisco and Los Angeles). Their lending in our county and the state has been disproportionately scarce in low and moderate-income areas and to minority- and women-owned businesses. There is a lack of California community development lending and investment even though ING Direct recognized its obligation to five metropolitan areas of California in its internal goals. Capital One has shown a lack of response to community needs in its lending.

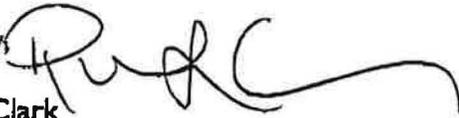
**CAUSA JUSTA**  
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**EAST OAKLAND** 9124 International Blvd., Oakland, CA 94603  
**MAILING PO** Box 3596, Oakland, CA 94609

The extent of the proposed new institution's profit-making from numerous products in California demands that there be a significant community development commitment to California counties where it has and will have significant presence. It is critical that public hearings are held in San Francisco and Los Angeles to offer an opportunity for those communities who will clearly be impacted by the proposed institution to identify community impact and needs before any decision on the application is made.

Please respond in writing to this letter and place a copy in Capital One's public CRA file.

Sincerely,



Robbie Clark  
Housing Rights Lead Organizer, on behalf of  
Causa Justa :: Just Cause

California  
Rural  
Legal  
Assistance  
Foundation

August 19, 2011

Adam M. Drimer, Assistant Vice President  
Federal Reserve Bank of Richmond  
701 East Byrd Street  
Richmond, VA 23261

Fax: 804-697-4021

**RE: Capital One application to acquire ING Direct**

1107 9th St  
Sacramento, CA 95814  
Voice: 916-441-6000  
Fax: 916-441-6001  
www.bousin.org  
Brian Augusta  
Staff Attorney

1601  
Suite 801  
CA 95814

Dear Mr. Drimer:

This letter concerns the proposed merger between Capital One and ING Direct. The California Rural Legal Assistance Foundation (CRLAF) asks the Federal Reserve to withhold approval of the application without a written CRA commitment from Capital One to California counties from which the proposed institution has received significant deposits or has a significant lending presence.

For more than 27 years, CRLAF has worked with California's farm workers, migrant workers and the rural poor to protect workers' rights and health, improve childrens' access to quality schooling and higher education and raise the voices of disenfranchised Californians in low-income and marginalized communities. Our organization is concerned about access to credit and banking services in low-income rural communities and we want to ensure that any proposed merger helps increase investment in these communities.

Capitol One derives significant income from California consumers. CRLAF believes the Federal Reserve must look carefully at whether Capitol One is reinvesting in California communities in proportion to the revenue it derives from the state's residents.

Please respond in writing to this letter and place a copy in Capital One's public CRA file.

Sincerely,



Brian L. Augusta  
Staff Attorney



2530 N. Charles Street  
Suite 200  
Baltimore, MD 21218  
410-243-4468  
Fax 410-243-1342

www.bni-maryland.org

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Executive Director  
Elijah Etheridge

August 19, 2011

Adam M. Drimer  
Assistant Vice President  
Federal Reserve Bank of Richmond  
701 East Byrd Street  
Richmond, VA 23261-4528

Supervision, Regulation  
and Credit Department

AUG 19 2011

Federal Reserve Bank  
of Richmond

Re: Request for a 60-day extension to the comment period and the scheduling of public meetings on Capital One's application to acquire ING Direct

Dear Mr. Drimer:

Baltimore Neighborhoods Inc. (BNI) requests a 60-day extension to the comment period and the scheduling of public hearings on Capital One Financial Corporation's proposal to acquire ING Direct. Local and nationwide concerns about Capital One and the banks they have acquired are so pervasive and serious that a 30-day written comment period will not suffice. Indeed, recent media reports indicate that Capital One's planned acquisitions now include the credit card division of HSBC, a division with its own checkered past. The public deserves an opportunity to fully and completely raise their concerns in open hearings across the country.

In addition, we believe the following concerns also justify our request:

**Too-Big-to-Fail:** Capital One's proposed acquisition represents the first true test of the Dodd-Frank Wall Street Reform and Consumer Protection Act ("Dodd-Frank") requirement that the Federal Reserve Board analyze systemic risk. Congress did not intend for systemically important financial institutions to be allowed to grow without clear and significant public benefits. Allowing public hearings on Capital One's proposed acquisition makes good on Dodd-Frank's commitment to hold systemically important financial institutions to a higher standard. It also realizes Dodd-Frank's promise to make the financial regulatory process more transparent. Simply put, the Federal Reserve Board should not make a decision on whether this transaction is in the public interest without first giving the public a meaningful opportunity to express concerns. Under these circumstances, a 30-day written comment period is not meaningful for such a complex transaction.

**Out-of-Date Community Reinvestment Act Evaluations:** Capital One's performance evaluations under CRA for its two corporate entities are four and six years old, and its new evaluation is expected to be released this fall. For this reason alone, the Federal Reserve Board should extend the comment period to use the new exam as the basis for judging Capital One's performance. This will also allow the public the same benefit. In addition, ING Direct's CRA exam was limited to the Wilmington, DE, Metropolitan Statistical Area where the bank is headquartered, but ING Direct has a national reach. Given the Federal Reserve Board's effort to retain enforcement of the Community Reinvestment Act (CRA) under Dodd-Frank, any failure to extend the comment period long enough to allow the Federal Reserve Board and the public time to analyze the evaluations would send a negative signal about the Federal Reserve Board's commitment to enforcing CRA.

Adam M. Drimer  
August 19, 2011  
Page Two

**Serious Concerns about Capital One's Business Practices:** We are concerned that recent changes to Capital One's business policies have led to a pattern of discriminatory lending. For example, in 2010, Capital One implemented a policy that cut off Federal Housing Administration (FHA) loans to borrowers with credit scores between 580-620 even though FHA fully guarantees these loans. Capital One's denial has a disparate impact by race in violation of our nation's anti-discrimination laws. In fact, there are active lending discrimination complaints against Capital One. A review of CRA exams, Home Mortgage Disclosure Act data, and small business loan data demonstrate significant inconsistencies in the performance of the two banks in making services and branches available to low- and moderate-income communities.

We also have serious concerns about the potentially predatory nature of Capital One's credit card lending practices. Attorneys General in Minnesota, West Virginia and California have each investigated Capital One for engaging false and misleading credit card marketing. As the victims of these predatory practices, Capital One's current and past customers deserve an opportunity to express their concerns before the Federal Reserve Board allows Capital One to expand. This need is reinforced by the news that Capital One will seek to acquire HSBC's credit card division.

Capital One's pattern of disinvestment from low- and moderate-income areas and communities of color is further demonstrated by their small business lending record. Capital One's small business lending under the Small Business Administration 7(a) lending programs, a major source of business loans for minorities, women and veterans, has essentially evaporated over the past four years. In 2006, Capital One had roughly \$22 billion in assets and did \$228 million in 7(a) lending. By 2010, it had grown to over \$96 billion in assets, but astonishingly made less than \$600,000 in 7(a) loans. Small businesses are the backbone of our economy and they have been the principal catalyst for the economic recovery in the previous two recessions. Capital One's abandonment of a major small business lending market for women, minorities and veterans at such a crucial time is too significant to permit a 30-day comment period with no hearings for the public to weigh in on these concerns.

These issues are far too important to resolve behind closed doors and in 30 days. We respectfully urge the Federal Reserve Board to extend the comment period by 60 days and hold five public hearings across the country to ensure that an adequate opportunity exists for the public to express the serious concerns that accompany Capital One's proposal to acquire ING Direct. Thank you for this opportunity to comment.

Sincerely,



Elijah Etheridge  
Executive Director  
Baltimore Neighborhoods Inc.

Cc: Michael I. Mark  
Dickens Warfield



August 19, 2011

Adam M. Drimer, Assistant Vice President  
Federal Reserve Bank of Richmond  
701 East Byrd Street  
Richmond, VA 23261  
Fax: 804-697-4021

RE: Capital One application to acquire ING Direct

Dear Mr. Drimer:

The Housing Rights Center (HRC) is sending this letter to express its concern over Capital One's application to acquire ING Direct. HRC asks the Federal Reserve to withhold approval of the application without a written CRA commitment from Capital One to California counties from which the proposed institution has received significant deposits or has a significant lending presence. The proposed financial institution would be the fifth largest U.S. bank by deposits and have a banking presence far beyond the nine states where it has branches. The complexities of the proposed mergers necessitate an extended comment period and Federal Reserve public hearings in California.

HRC is Southern California's largest non-profit civil rights organization dedicated to securing the right to equal access in housing since 1968. HRC believes that financial institutions and the federal agencies that regulate them must do more to increase fair and equal access to credit, capital, and banking services and products because discrimination is illegal, unjust, and detrimental to the overall socio-economic well-being of our country.

The proposed institution's credit card, small business, auto and mortgage lending as well as deposit taking for investments have extensive impact on California despite having only two offices (San Francisco and Los Angeles). Their lending has been disproportionately scarce in low and moderate income areas and to minority- and women-owned businesses. There is a lack of California community development lending and investment even though ING Direct recognized its obligation to five metropolitan areas of California in its internal goals. Capital One has shown a lack of response to community needs in its lending.

The extent of the proposed new institution's profit-making from numerous products in California demands that there be a significant community development commitment to California counties where it has and will have significant presence. It is critical that public hearings are held in San Francisco and Los Angeles to offer an opportunity for those communities who will clearly be impacted by the proposed institution to identify community impact and needs before any decision on the application is made.

Please respond in writing to this letter and place a copy in Capital One's public CRA file.

Sincerely

A handwritten signature in black ink, appearing to read 'Chancela Al-Mansour', with a long, sweeping underline.

Chancela Al-Mansour  
Executive Director



**ASSOCIATION FOR  
NEIGHBORHOOD &  
HOUSING  
DEVELOPMENT, INC.**

50 Broad Street, Suite 1125  
New York, NY 10004-2376  
Tel: 212-747-1117  
Fax: 212-747-1114  
www.anhd.org

Supervision, Regulation  
and Credit Department

AUG 24 2011

Federal Reserve Bank  
of Richmond

August 19, 2011

Federal Reserve Bank of Richmond  
Attn: Adam M. Drimer, Assistant Vice President  
701 East Byrd Street  
Richmond, VA 23261-4528

**Request for Extension on the comment period of Capital One's acquisition of ING Direct**

Dear Mr. Drimer,

I am writing on behalf of the Association for Neighborhood & Housing Development (ANHD) to strongly support extending of the comment period on the acquisition of ING Direct by Capital One Bank by at least 60 days and holding public hearings to assess the impact of the proposed merger on consumers, communities and the American economy.

**About ANHD**

The Association for Neighborhood and Housing Development (ANHD) is a New York City non-profit member organization whose membership is composed of ninety-seven neighborhood based groups engaged in housing, community and economic development in low- and moderate-income neighborhoods throughout the five boroughs. Our members include non-profit housing developers (CDCs), community organizing groups, non-profit housing counseling organizations and neighborhood-based supportive housing providers.

**Addressing Concerns about acquisition**

While Capital One has been a responsive and a locally rooted financial institution in New York City, we recognize the concerns of discriminatory activity voiced by our national advocate partners. Our experience working with Capital One has been a positive one. Capital One has one of the strongest and most dedicated community development staff located in New York City. With a staff of 23 dedicated to community reinvestment and community development activities, Capital One has a pulse on the needs of low- and moderate-income neighborhoods.

As Capital One seeks to acquire ING Direct, and potentially expand further with the purchase of HSBC, Capital One is poised to become the country's 5<sup>th</sup> largest bank. As the bank increases in size, regulators will need to give proper attention to the banks activities and national reinvestment efforts. Given that our experience with Capital One in New York City has been a positive one, with a model that performs exceptionally well, we recommend that regulators should push Capital One to expand the New York City model on the national level.

## **Going Forward**

While questions remain unanswered and issues unresolved, we request the extension of the comment period so as to clearly review the impact of this acquisition and to ensure that Capital One remains a committed financial institution, not only in New York City but across the country.

To provide adequate time and allow for thorough input from community leaders, businesses and other regulatory agencies, we request the Federal Reserve the following:

- Extend the public comment period by at least 60 days
- Hold public hearings in at least five major cities, such as New York, Chicago, Los Angeles, Washington, D.C. and Atlanta

Thank you for considering our comments.

Sincerely,

A handwritten signature in black ink, appearing to read 'Benjamin Dulchin', with a long horizontal flourish extending to the right.

Benjamin Dulchin  
Executive Director

Cc: Kausar Hamdani, Federal Reserve Bank of NY



NEIGHBORHOOD  
HOUSING  
SERVICES

August 9, 2011

Mr. Adam M. Drimer  
Assistant Vice President  
Federal Reserve Bank of Richmond  
P. O. Box 27622  
Richmond, VA 23261

Re: Capital One Bank

Dear Mr. Drimer:

NHS is a 35 year old nonprofit community development corporation. Our primary office is located in New Orleans, serving the metropolitan area. We also have offices in St. Tammany and Washington Parishes serving those primarily rural communities. Our mission statement is: "Neighborhood Housing Services of New Orleans, Inc. revitalizes communities by increasing the number of homeowners and transforming vacant or substandard properties into sustainable homeownership. We improve quality of life through informed community development initiatives, leadership development, education, outreach & collaboration." Our primary business lines are first time homebuyer programs and the development of affordable houses for homeownership. I am a former member and co-chair of the Federal Reserve Consumer Advisory Council.

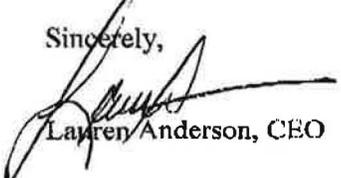
We have enjoyed a long and fruitful relationship with Capital One and its predecessor bank, Hibernia. Two Capital One employees serve on our Board of Directors: Mark Boucree, Vice President Community Development Banking and Nicole Mackie, Vice President Community Development Mortgage Lending. Nicole also sits on our loan committee. They add expertise to our board and organization. They are both very active in the community, attending meetings of nonprofit housing developers and counseling organizations, offering their opinions and expertise.

In addition, we are working with the Capital One Pro Bono program, an innovative program that encourages other Capital One employees to lend their expertise to nonprofits. The project that we are currently working on will enhance the reporting of our financial management reports for our board and senior staff members. It has been very helpful being able to tap into this expertise.

In addition to its generosity with human resources, Capital One has also been generous with its financial resources. They have consistently provided operating support to our organization that has underwritten our Homeownership Center. Their support has allowed us to increase our reach into the low and moderate income market and help more families become first time homebuyers. Earlier this year there was a break-in at our Freret Neighborhood Center. The computers in our computer lab were stolen. Those computers are used by residents to access the internet, learn computer skills and prepare resumes. Capital One immediately stepped up and donated refurbished computers to the Center.

We are grateful for the support of Capital One. I would be happy to elaborate if you desire further information.

Sincerely,

  
Lauren Anderson, CEO



4528 Freret Street • New Orleans, LA 70115  
PH 504.899.5900 FAX 504.899.6190 WEB www.nhsnola.org



818 S. FLORES ST. ☉ SAN ANTONIO, TEXAS 78204 ☉ 210-477-6262 ☉ www.saha.org

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August 19, 2011

Mr. Adam Drimer  
Assistant Vice President  
Federal Reserve Bank of Richmond  
PO Box 27622  
Richmond, VA 23261

**Re: Letter of Support for Capital One**

Dear Mr. Drimer:

The San Antonio Housing Authority (SAHA) is proud to recognize Capital One as a dependable and committed affordable housing development partner.

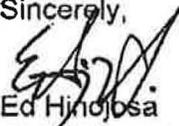
SAHA began its working relationship with Capital One Community Development Finance in July 2008. Since then, SAHA has partnered with Capital One to successfully develop two Low Income Housing Tax Credit and/or Tax Exempt Bond communities, HemisView Village and San Juan Square II. Capital One provided interim construction financing as well as the permanent mortgage. SAHA appreciates Capital One's explicit commitment to the long-term success of our development activities.

Capital One's support has made it possible for SAHA to build communities that implement core sustainability principles. Energy-efficient design and green techniques increase the comfort of our residents and save the agency money over the long term. Overall, these developments have been well-received by neighbors because of attractive architecture and amenities, as well as the strong development, financing, construction and property management partners, of which Capital One is a key participant.

Capital One has a knowledgeable and competent staff who have made the process, including managing many layers of financing, a smooth undertaking. They have also provided community support through community outreach programs, including an innovative resident financial literacy program.

SAHA looks forward to continuing to develop affordable housing for San Antonio with the support and partnership of Capital One.

Sincerely,

  
Ed Hinojosa  
Chief Financial Officer

Equal Housing Opportunity ☉

Equal Opportunity Employer

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City Council District 5

Ray Lopez  
City Council District 6

Cris Medina  
City Council District 7

**EXECUTIVE DIRECTOR**

Ramon Flores



Westside Development Corporation

August 19, 2011

Mr. Adam M. Drimer  
Assistant Vice President  
Federal Reserve Bank of Richmond  
P.O. Box 27622  
Richmond, VA 23261



Dear Mr. Drimer,

It is with great pleasure that I send this correspondence to express support of Capital One Bank and its future growth in the San Antonio market and throughout the United States. Capital One has taken a leadership role in providing support to organizations like the WDC, who work every day on economic development challenges facing San Antonio's inner-city.

The Westside Development Corporation (WDC) was created by City Council in 2006 as a dedicated resource to facilitate economic development in the 15-square mile area known as the "Westside" of San Antonio. According to the WDC Market Analysis Update, in 2010, the Westside was 96% Hispanic and had a population density of 6,526 people per square mile, or more than twice the City average. The unemployment rate of the area was 15% and per capita income was \$9,900. In addition, the area had a Retail Gap of over \$30 million. Under the leadership of a Board consisting of a cross-section of Westside stakeholders, the WDC has played a role in over \$30 million of new investments, including small business and real estate developments. The WDC has also emerged as the central body for convening and coordinating a variety of interests into balanced and comprehensive economic growth for the area. The WDC believes that the most impactful economic development has to include coordination with education needs, the health of a community, and policy change to support the effort long-term.

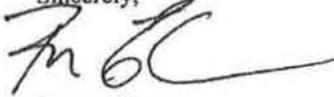
Capital One has been deliberate in identifying key community organizations in San Antonio like the WDC, who represent broad networks and links to opportunities for partnership. Capital One has provided operational support to our organization since 2009 but more importantly, they are a critical partner in a long-term effort to bring innovative solutions and support to a strategy that focuses on building from economic anchors and assets already in the Westside. Providing funding support is key but providing ideas, solutions and commitment of time and effort is indispensable. Capital One has provided both.

For example, I am proud to point out that Market President Mark Koshnick currently serves as a "Community Advisor" of the WDC. In addition, Capital One staff has participated in the "2011 Westside Economic Development Summit," a partnership between the WDC and the Mayor's Office to solicit input from the Westside community regarding prioritizing corridors and projects with the most opportunity. Capital One also provided a \$4.2 million New Market Tax Credit solution to Our Lady of the Lake University (one of three Universities in the Westside) to re-build and restore the Westside campus to its previous glory after a devastating fire damaged the campus in 2008. Capital One has provided technology solutions and technical assistance to both school districts in the Westside, who work hard every day to ensure inner-city youth have the same opportunities and resources more affluent districts have. Finally, Capital One has supported many of our Westside partners, who each play specific roles in improving our community.

Since its inception, the WDC has believed in a comprehensive strategy based on the premise that economic development does not happen in a silo. To be successful, we need partners- partners that bring their financial support and expertise to bear, partners who believe in our mission, and partners who are passionate about improving the Westside.

We have found that partner in Capital One and we look forward to strengthening that partnership as Capital One completes its own growth plans and objectives.

Sincerely,

A handwritten signature in black ink, appearing to read 'R. Flores', with a long horizontal flourish extending to the right.

Ramon Flores

1  
1



August 19, 2011

**Via Facsimile and U.S. Mail: 804-697-4021**

Mr. Adam M. Drimer  
 Assistant Vice President  
 Federal Reserve Bank of Richmond  
 P.O. Box 27622  
 Richmond, VA 23261

Dear Mr. Drimer:

As the Executive Director of Capital Area Asset Builders (CAAB), I am writing to support the work of Capital One Bank in relation to the planned acquisition of ING Direct USA. Based on Capital One's support for CAAB, for our mission and our goals, and for the work of other community-based organizations in the region, I believe that the acquisition would have a positive impact on the low-moderate income community in the Washington, DC region.

CAAB is a non-profit leader in financial education and asset building that has served the District of Columbia metro area since 1997. CAAB's mission is to assist people in achieving financial independence. Our programs help low- and moderate-income individuals and families in the Washington DC metro region improve their money management skills, and build assets by investing in homes, higher education, jobs training, and entrepreneurship. The majority of CAAB's clients are low income people of color; over 85% are African American or African immigrants, and the remaining clients are primarily of Hispanic, Asian, or Caucasian descent.

We achieve our mission through four primary programs:

- ***Matched Savings Accounts:*** CAAB serves as the leader of the region's IDA matched savings account collaborative and provides comprehensive financial education training and savings and asset building incentives to low income clients in the region.
- ***Financial Education and Credit Coaching.*** CAAB conducts weekly "Money Management 101" classes at our offices on Tuesday evenings and Saturday mornings and at various community partner sites in the area, as well as financial education workshops for individuals, couples, and families.
- ***Campaign Manager for the Washington, DC Earned Income Tax Credit (EITC) Campaign:*** CAAB mobilizes and trains hundreds of volunteer financial educators, tax preparers and savings promoters, credit counselors, and certified financial planners to show DC area individuals and families how to use their income tax refunds to achieve financial independence. The 2010-2011 Campaign provided free tax preparation services to more than 5,700 low-income taxpayers at 11 sites in the DC metropolitan area.
- ***Policy Initiatives:*** CAAB convenes policymakers and direct services providers around issues that impact the low and moderate income communities, such as "What is Asset Building for Working Families in a Down Economy?"



Capital One has been extremely important in helping us to execute our mission, particularly in the areas of the EITC Campaign and Financial Education and Credit Coaching. For the past two years, Capital One has supported the EITC Campaign through philanthropic contributions and by partnering with us to provide a Volunteer Income Tax Assistance (VITA) site at Capital One's Southeast Community Credit Center (SECCC), located in Ward 8 (a low income area) in Washington, DC. Fundraising for the Campaign is challenging in the current economy, and we appreciate the fact that Capital One is the only bank that is a direct funder of the campaign and that donates a site for volunteer tax preparation. Over the last two years at the Capital One site, approximately 640 low-income residents of Washington, DC received tax preparation services, resulting in more than \$750,000 in tax refunds to these residents.

In the past, CAAB and Capital One have collaborated on credit coaching at the SECCC after the tax season ends, and on using the site for a "Financial Fitness" event. This year, Capital One is funding the Fall launch of our Money Management 101 Financial Education series at Capital One's site, with the goal of providing 12 hours of financial education, budgeting, saving, and one-on-one transformational credit coaching at a convenient venue for lower income residents of Washington, DC.

From our perspective, Capital One's acquisition of Chevy Chase Bank in 2009 has clearly benefited local consumers and our local communities. While Chevy Chase Bank had only limited involvement with CAAB, Capital One's engagement with us has been much deeper, not only through donating community space and grant funding, but through ongoing collaboration with CAAB to discern and address community financial education and asset building needs.

Last but not least, given the digital access that many of our low-income clients have through smart-phones and computers, we would hope that Capital One's banking presence in the region will be able to grow and be strengthened by the internet-banking services that are the core of ING's business model. This collaboration would give our unbanked clients a greater interest in, and opportunity to use, traditional banking services instead of alternative, highly expensive financial service options such as check cashers and "pay day" loan providers.

Please feel free to contact me if I can be of additional assistance to you. I can be reached at 202-419-1440, or [mcoley@caab.org](mailto:mcoley@caab.org).

Sincerely,

A handwritten signature in black ink, appearing to read 'Maurita K. Coley', is written over a printed name and title.

Maurita K. Coley, Executive Director

**UNIVERSITY OF THE  
INCARNATE WORD**

Dr. Louis J. Agnese, Jr.  
President

Adam M. Drimer  
Assistant Vice President  
Federal Reserve Bank of Richmond  
P.O. Box 27622  
Richmond, VA 23261

August 19, 2011

Dear Mr. Drimer:

Thank you for accepting this letter in support of Capital One Bank's acquisition of ING Direct Online Banking. The University of the Incarnate Word (UIW) in San Antonio, Texas has been working closely with Capital One Bank's leadership in San Antonio on community-focused university projects that demonstrate the company's commitment to improving our region.

UIW is a Hispanic-Serving Institution that was founded in 1881 by the Sisters of Charity of the Incarnate Word. Our mission is to educate men and women who will become concerned and enlightened citizens. This mission is based on five tenets: education, truth, service, innovation and faith, and rooted in social justice.

Since 1985, UIW's total enrollment has grown over 450% and our minority enrollment over 550%; we are now the fourth-largest private university in Texas and the largest Catholic university in the State. Today more than 60% of our students are ethnic minorities, particularly Hispanic. UIW offers degrees at the bachelor's, master's, and doctoral levels.

Because of its mission UIW is committed to serving disadvantaged populations and establishing partnerships in underserved areas. It is in this endeavor where UIW's and Capital One Bank's purposes have merged. Capital One Bank was the primary corporate investor to finance UIW's Vision and Eye Care Clinic via the Treasury Department's New Market Tax Credit Program and the company is one of the biggest proponents of UIW's plans to build another eye care clinic on San Antonio's east side, one of the poorest urban areas in Central and South Texas. We are currently working with Capital One's local leadership and others to prepare a New Market Tax Credit application for the Eastside Eye Care Clinic.

These clinics provide important health services to the community. In line with UIW's mission, the emphasis of the clinics' operation is to provide access to professional optometric services to the economically disadvantaged. This will be done through a sliding scale for services based on income, significant discounts on glasses and eye care treatments, and free eye screenings in schools and elder care facilities.

The Universe is Yours™.  
4301 Broadway, San Antonio, Texas 78209 210 829-6000

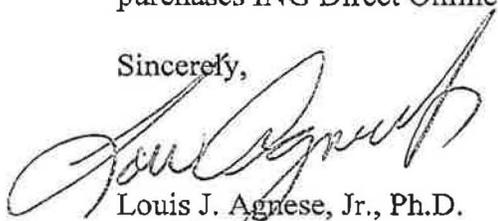
The incidence of ocular pathologies in San Antonio is high. This is due to very high rates of underlying conditions, like diabetes, that can lead to blindness and a large population of uninsured residents. On the Eastside of San Antonio, for example, over 80% of residents are ethnic minorities and in the Census tract where UIW's second eye care clinic will be located, almost 50% of residents are poor. Moreover, on the entire Eastside, home to 150,000 residents, there is only one practicing optometrist. Capital One's support of these clinics is critical to ensure that disadvantaged residents have access to eye care, a health service that often goes unaddressed because residents' limited resources are used for more immediate needs.

In another demonstration of Capital One's commitment to community investing, UIW optometry faculty and students provided free screenings for students at a celebration sponsored by Capital One of its New Market Tax Credit deal to renovate the Healy Murphy Center. This Center dates back to the 19<sup>th</sup> century as a school for the children of former slaves in San Antonio. Today, it is an alternative school for inner city teens who drop out of regular high schools. At Healy Murphy, students earn their high school diploma in a safe and supportive environment, and many graduates even go to college.

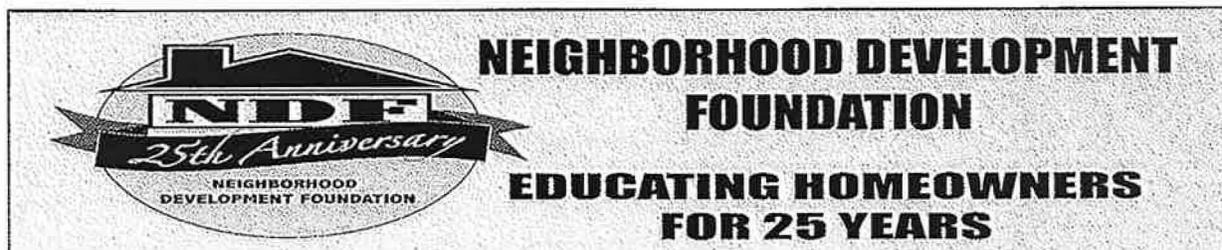
Though Capital One is a more recent entrant to the financial services market in San Antonio, its commitment to community development banking here is firmly established. They partnered with the San Antonio Housing Authority to finance beautiful new housing for low- and moderate-income families and have established a large network of social partners throughout the County, including UIW. Capital One is a consistent sponsor of events throughout the community and it has quickly become one of the most visible and most philanthropic banks in San Antonio.

Capital One's commitment to community improvement differentiates it from its competitors and it fervently undertakes a social enterprise business model that its peers would do well to emulate. With this outstanding community-focused record, if any financial institution purchases ING Direct Online Banking, it should be Capital One.

Sincerely,



Louis J. Agnese, Jr., Ph.D.  
President



August 19, 2011

Adam M. Drimer, Assistant Vice President  
Federal Reserve Bank of Richmond  
P.O. Box 27622, Richmond, VA 23261

Re: Capital One Bank Community Partnership

Dear Mr. Drimer,

The Neighborhood Development Foundation (NDF) is writing this letter as a supporter of Capital One Bank to express the key role they continue to play as a community partner with the New Orleans Neighborhood Development Foundation.

The Neighborhood Development Foundation (NDF) was founded in 1986 on the belief that decent, safe, affordable housing is essential to an individual's wellbeing and quality of life. The organization's mission is to educate and assist low and moderate income families to build wealth through homeownership. NDF implements this through education, counseling, and facilitating financing with area lenders in the New Orleans banking industry.

NDF's homeownership office, while located in Central City – New Orleans (bounded by St Charles, & Claiborne Avenue, & Jackson Avenue & Erato Street) serves clients throughout the greater metropolitan area including: St Tammany, Orleans, Jefferson, St Bernard, & St Charles Parishes.

NDF enjoys a present collaborative relationship with Capital One Bank and trust that we will continue working together to help meet the needs of our community. Capital One Bank holds a seat on NDF's Board of Directors and is a granting agency and program resource provider for financial literacy and homeownership education. Capital One Bank is a preferred deposit holder for clients participating in community asset development initiatives such as homeownership, small business, automobile, and education individual development accounts, and is an annual "Victorian Title Sponsor" of NDF's annual general fund fundraising "House Party".

Capital One Bank (then Hibernia Bank) provided the initial mortgage loans for NDF's first group of homebuyers in our pilot community development project in eastern New Orleans and continues to be the primary mortgage lender in the Central City – Hoffman Triangle community development project. Without lender's like Capital One Bank, who are willing to sit at the

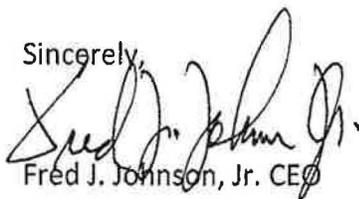
1429 South Rampart Street  
New Orleans, LA 70113  
504-488-0155 (o) 504483-6764 (f)  
neighborhooddeve@bellsouth.net

community table and listen and hear the needs of the community and create and participate in programs that fit the community's needs, many of our homebuyers would still be renters.

A number of Capital One Bank's programs for nonprofit partners like NDF provide substantial nonfinancial support that offers access to products and services that would otherwise be a line budget item in most nonprofit budgets. The Capital One Card Lab program allows NDF to receive ongoing, year-round fundraising support. The Card Lab program allows NDF to design its own Capital One Visa Card that gives back a percentage of the purchases to NDF. We enrolled in this program in 2009 which nets NDF around 2,000 annually in general operating funds. Capital One Bank's Money Wise program provides financial education material free of charge, where as NDF would have a line budget of up to 5,000 annually to provide course materials. Last but not lease Capital One Bank provides online fundraising support through its network for good program. Network for Good disburses donations and Capital One covers the transaction fees. This ensures 100% of contributed donations reach the nonprofit of choice. NDF uses this vehicle during its fundraising event to booster its contributions. NDF raised over 50,000 in general operating dollars during its 2010 event.

*NDF works through public and private partnerships because we believe that this work cannot be done in isolation. It is only achievable when everyone who has a stake in the game (community groups, businesses, industry, faith based organizations, corporations, other non-profits, and City, State, and Federal governments) come to the table and play its part. NDF can truly say that this has been the role of our local Capital One Bank who often shows us what they have in their wallets.*

Sincerely,



Fred J. Johnson, Jr. CEO

Neighborhood Development Foundation

College of Business  
Office of the Dean  
Center for Student Professional Development

August 21, 2011

Mr. Adam Drimer  
Assistant Vice President  
Federal Reserve Bank of Richmond  
PO Box 27622  
Richmond, VA 23261

Dear Mr. Drimer,

I am writing in support of Capital One Bank's acquisition of ING Direct USA. As a result of this acquisition, Capital One Bank would be the fifth largest bank as measured by deposits in the U.S. I support this acquisition because Capital One has been a leader in community development in San Antonio and South Texas.

I am a faculty member in Economics at the University of Texas at San Antonio where I teach courses in economic development, social enterprise and microlending. I am also the faculty director of the Latino Financial Issues Program, a year-long experience of study and service learning that investigates asset-building, financial literacy, and entrepreneurship. The program introduces students to the field of community economic development and is open to all students at the University.

Capital One Bank has been a significant partner in my teaching and service-learning projects. I have seen them be a good community partner in San Antonio in the following ways:

- They have been a leader among banks for the last five years in affordable housing, revitalization, and small business development. I have used them as an example of a bank doing the right things in community development;
- Capital One Bankers are always available to speak to my students and to give workshops on financial literacy;
- Capital One is partnering with the UTSA College of Business to pilot a new and interactive financial literacy curriculum for our students;
- Capital One and I have also partnered to give financial literacy talks in the community to victims of domestic violence who have special needs with respect to financial planning.

The commitment of this bank to lower-income communities is palpable. Their projects are making a difference every day as people go home to their beautiful, energy-efficient, mixed income apartment homes. Their commitment is visible at Our Lady of the Lake University where the bank financed a revitalization project after a devastating fire. Their commitment shows in a low-income neighborhood of San Antonio where the bank has financed an eye clinic so that medical students may learn and serve where there is great need. And Capital One Bank has done more than a one-time investment; they have built relationships, introduced scholarships, taught financial literacy, and promoted entrepreneurship.

For all these reasons, I fully support Capital One Bank's acquisition of ING Direct USA.

Sincerely,



Lisa Montoya, PhD  
Director, Latino Financial Issues Program  
Associate Dean, Undergraduate Studies

Supervision, Regulation  
and Credit Department

AUG 22 2011

Federal Reserve Bank  
of Richmond



August 18, 2011

Adam M. Drimer, Assistant Vice President  
Federal Reserve Bank of Richmond  
701 East Byrd Street  
Richmond, VA 23261

Fax: 804-697-4021

RE: Capital One application to acquire ING Direct

Dear Mr. Drimer:

This letter concerns Capital One's application to acquire ING Direct. TMC Development Working Solutions asks the Federal Reserve to withhold approval of the application without a written CRA commitment from Capital One to California counties from which the proposed institution has received significant deposits or has a significant lending presence. The proposed financial institution would be the fifth largest U.S. bank by deposits and have a banking presence far beyond the nine states where it has branches. The complexities of the proposed mergers necessitate an extended comment period and Federal Reserve public hearings in California.

TMC Development Working Solutions is a nonprofit organization ([www.tmcworkingsolutions.org](http://www.tmcworkingsolutions.org)) and Community Development Financial Institution (CDFI) that provides microloans of \$5,000 to \$50,000 to entrepreneurs in the San Francisco Bay Area that have limited or no access to a bank loan. And we provide 5 years of business coaching, advising, and mentoring and resources for each business to ensure business success. We prioritize serving low-income, minority, and women-owned businesses.

The proposed institution's credit card, small business, auto and mortgage lending as well as deposit taking for investments have extensive impact on California despite having only two offices (San Francisco and Los Angeles). Their lending in our county and the state has been limited in low and moderate income areas and to minority- and women-owned businesses. There is a lack of California community development lending and investment even though ING Direct recognized its obligation to five metropolitan areas of California in its internal goals.

The extent of the proposed new institution's profit-making from numerous products in California demands that there be a significant community development commitment to California counties where it has and will have significant presence. It is critical that public hearings are held in San Francisco and Los Angeles to offer an opportunity for those communities who will clearly be impacted by the proposed institution to identify community impact and needs before any decision on the application is made.

Sincerely,

A handwritten signature in cursive script that reads "Emily Gasner".

Emily Gasner, Executive Director  
TMC Development Working Solutions, 440 Pacific Avenue, San Francisco, CA 94133

Adam Drimer  
Federal Reserve Bank of Richmond

Federal Reserve Bank of Richmond  
Attn: Adam M. Drimer, Assistant Vice President  
701 East Byrd Street  
Richmond, VA 23261-4528

Re: Request for a 60-day extension to the comment period and the scheduling of public meetings on Capital One's application to acquire ING Direct

Dear Mr. Drimer:

Renee Boudreau Salmon requests a 60-day extension to the comment period and the scheduling of public hearings on Capital One Financial Corporation's proposal to acquire ING Direct. Local and nationwide concerns about Capital One and the banks they have acquired are so pervasive and serious that a 30-day written comment period will not suffice. Indeed, recent media reports indicate that Capital One's planned acquisitions now include the credit card division of HSBC, a division with its own checkered past. The public deserves an opportunity to fully and completely raise their concerns in open hearings across the country.

In addition, I believe the following concerns also justify my request:

**Too-Big-to-Fail.** Capital One's proposed acquisition represents the first true test of the Dodd-Frank Wall Street Reform and Consumer Protection Act ("Dodd-Frank") requirement that the Federal Reserve Board analyze systemic risk. Congress did not intend for systemically important financial institutions to be allowed to grow without clear and significant public benefits. Allowing public hearings on Capital One's proposed acquisition makes good on Dodd-Frank's commitment to hold systemically important financial institutions to a higher standard. It also realizes Dodd-Frank's promise to make the financial regulatory process more transparent. Simply put, the Federal Reserve Board should not make a decision on whether this transaction is in the public interest without first giving the public a meaningful opportunity to express concerns. Under these circumstances, a 30-day written comment period is not meaningful for such a complex transaction.

**Out-of-Date Community Reinvestment Act Evaluations.** Capital One's performance evaluations under CRA for its two corporate entities are four and six years old, and its new evaluation is expected to be released this fall. For this reason alone, the Federal Reserve Board should extend the comment period to use the new exam as the basis for judging Capital One's performance. This will also allow the public the same benefit. In addition, ING Direct's CRA exam was

limited to the Wilmington, DE, Metropolitan Statistical Area where the bank is headquartered, but ING Direct has a national reach. Given the Federal Reserve Board's effort to the retain enforcement of the Community Reinvestment Act (CRA) under Dodd-Frank, any failure to extend the comment period long enough to allow the Federal Reserve Board and the public time to analyze the evaluations would send a negative signal about the Federal Reserve Board's commitment to enforcing CRA.

Serious Concerns about Capital One's Business Practices. I am concerned that recent changes to Capital One's business policies have led to a pattern of discriminatory lending. For example, in 2010, Capital One implemented a policy that cut off Federal Housing Administration (FHA) loans to borrowers with credit scores between 580-620 even though FHA fully guarantees these loans. Capital One's denial has a disparate impact by race in violation of our nation's anti-discrimination laws. In fact, there are active lending discrimination complaints against Capital One. A review of CRA exams, Home Mortgage Disclosure Act data, and small business loan data demonstrate significant inconsistencies in the performance of the two banks in making services and branches available to low- and moderate-income communities.

I also have serious concerns about the potentially predatory nature of Capital One's credit card lending practices. Attorneys General in Minnesota, West Virginia and California have each investigated Capital One for engaging false and misleading credit card marketing. As the victims of these predatory practices, Capital One's current and past customers deserve an opportunity to express their concerns before the Federal Reserve Board allows Capital One to expand. This need is reinforced by the news that Capital One will seek to acquire HSBC's credit card division. As a former Capital One victim and current ING and HSBC satisfied customer, I demand this opportunity.

Capital One's pattern of disinvestment from low- and moderate-income areas and communities of color is further demonstrated by their small business lending record. Capital One's small business lending under the Small Business Administration 7(a) lending programs, a major source of business loans for minorities, women and veterans, has essentially evaporated over the past four years. In 2006, Capital One had roughly \$22 billion in assets and did \$228 million in 7(a) lending. By 2010, it had grown to over \$96 billion in assets, but astonishingly made less than \$600,000 in 7(a) loans. Small businesses are the backbone of our economy and they have been the principal catalyst for the economic recovery in the previous two recessions. Capital One's abandonment of a major small business lending market for women, minorities and veterans at such a crucial time is too significant to permit a 30-day comment period with no hearings for the public to weigh in on these concerns.

These issues are far too important to resolve behind closed doors and in 30 days. I respectfully urge the Federal Reserve Board to extend the comment period by 60 days and hold five public hearings across the country to ensure that an adequate opportunity exists for the public to express the serious concerns that

accompany Capital One's proposal to acquire ING Direct. Thank you for this opportunity to comment.

Sincerely,

Renee Boudreau Salmon

Renee Boudreau Salmon  
25127 Eshelman Avenue  
Lomita, CA 90717

Adam Drimer  
Federal Reserve Bank of Richmond

Federal Reserve Bank of Richmond  
Attn: Adam M. Drimer, Assistant Vice President  
701 East Byrd Street  
Richmond, VA 23261-4528

Re: Request for a 60-day extension to the comment period and the scheduling of public meetings on Capital One's application to acquire ING Direct

Dear Mr. Drimer:

[Name of group/personal information] requests a 60-day extension to the comment period and the scheduling of public hearings on Capital One Financial Corporation's proposal to acquire ING Direct. Local and nationwide concerns about Capital One and the banks they have acquired are so pervasive and serious that a 30-day written comment period will not suffice. Indeed, recent media reports indicate that Capital One's planned acquisitions now include the credit card division of HSBC, a division with its own checkered past. The public deserves an opportunity to fully and completely raise their concerns in open hearings across the country.

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These issues are far too important to resolve behind closed doors and in 30 days. We respectfully urge the Federal Reserve Board to extend the comment period by 60 days and hold five public hearings across the country to ensure that an adequate opportunity exists for the public to express the serious concerns that accompany Capital One's proposal to acquire ING Direct. Thank you for this opportunity to comment.

Sincerely,

[First Name]

[Name of Organization]

Katherine Peoples

HPP CARES

4320 N Atlantic Blvd Ste 105

Long Beach, CA 90807



**COVENANT**  
community capital

August 21, 2011

Federal Reserve Bank of Richmond  
Attn: Adam M. Drimer, Assistant Vice President  
701 East Byrd Street  
Richmond, VA 23261-4528

RE: Capital One ING Acquisition

Dear Mr. Drimer,

I am pleased to offer the following comments regarding Capital One's proposed acquisition of ING's US operations. Our organization is Houston's oldest and largest CDFI, and my comments are limited to our experience in working with Capital One (CONA) in Houston and SE Texas.

CONA was an early supporter of our asset-building services for low-income families in the underserved Beaumont/Port Arthur area, providing both no-cost IDA savings accounts and key underwriting support. They also stepped up to provide land acquisition financing for 40 LMI home sites in Houston's historic Third Ward ahead of a wave of gentrification. They are now helping with new personal finance tools on an interactive web site under development.

They were the first lender to ask to locate a community banker on-site at our offices in Fifth Ward, Houston's lowest income community. Their presence has fostered a close working relationship and a better understanding of community needs. They have struggled with their mortgage products, but we are heartened by their commitment to craft new products that are more responsive to our clients. Over the years we have helped over 300 very low-income working families buy a home, none of whom have experienced foreclosure.

CONA has been an innovator in the LI-ITC equity market, and a sister nonprofit managed by our staff was strengthened in its ability to serve low-income seniors through CONA's innovative bonus equity program that funded 118 new affordable units plus extra amenities, services and a lift-equipped bus. Their construction and perm financing featured an additional innovation, the security of a 15-year loan with the flexibility to refinance after 5 years without penalty.

We are grateful for the innovative ways CONA has responded to our local needs and their desire to continue working on challenging areas such as mortgage products. If they meet with and respond to other communities as they have ours, while expanding the availability and enhancing the rates of quality savings products like those of ING, then CONA can be a great partner in helping low-income working families build wealth and financial resilience.

Regards,

Stephan Fairfield, CEO

3300 Lyons Avenue  
Suite 703  
Houston, Texas 77020  
77020

Mailing Address  
P.O. Box 15398  
Houston, Texas 77020

Phone  
713.223.1864

Fax  
713.223.1853

[www.covenantcapital.org](http://www.covenantcapital.org)

#### **Mission**

To enhance the beauty, safety and economic vitality of low-income communities by increasing their capacity to develop affordable housing, grow business enterprises, and build family and community assets.

Adam Drimer  
Federal Reserve Bank of Richmond

Federal Reserve Bank of Richmond  
Attn: Adam M. Drimer, Assistant Vice President  
701 East Byrd Street  
Richmond, VA 23261-4528

Re: Request for a 60-day extension to the comment period and the scheduling of public meetings on Capital One's application to acquire ING Direct

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Capital One's pattern of disinvestment from low- and moderate-income areas and communities of color is further demonstrated by their small business lending record. Capital One's small business lending under the Small Business Administration 7(a) lending programs, a major source of business loans for minorities, women and veterans, has essentially evaporated over the past four years. In 2006, Capital One had roughly \$22 billion in assets and did \$228 million in 7(a) lending. By 2010, it had grown to over \$96 billion in assets, but astonishingly made less than \$600,000 in 7(a) loans. Small businesses are the backbone of our economy and they have been the principal catalyst for the economic recovery in the previous two recessions. Capital One's abandonment of a major small business lending market for women, minorities and veterans at such a crucial time is too significant to permit a 30-day comment period with no hearings for the public to weigh in on these concerns.

These issues are far too important to resolve behind closed doors and in 30 days. We respectfully urge the Federal Reserve Board to extend the comment period by 60 days and hold five public hearings across the country to ensure that an adequate opportunity exists for the public to express the serious concerns that accompany Capital One's proposal to acquire ING Direct. Thank you for this opportunity to comment.

Sincerely,

[First Name]

[Name of Organization]

Jeanette Banner  
Agape Ministries of Shelby INC  
215 Merit Dr  
Shelby, NC 28150

Adam Drimer  
Federal Reserve Bank of Richmond

Federal Reserve Bank of Richmond  
Attn: Adam M. Drimer, Assistant Vice President  
701 East Byrd Street  
Richmond, VA 23261-4528

Re: Request for a 60-day extension to the comment period and the scheduling of public meetings on Capital One's application to acquire ING Direct

Dear Mr. Drimer:

[Name of group/personal information] requests a 60-day extension to the comment period and the scheduling of public hearings on Capital One Financial Corporation's proposal to acquire ING Direct. Local and nationwide concerns about Capital One and the banks they have acquired are so pervasive and serious that a 30-day written comment period will not suffice. Indeed, recent media reports indicate that Capital One's planned acquisitions now include the credit card division of HSBC, a division with its own checkered past. The public deserves an opportunity to fully and completely raise their concerns in open hearings across the country.

In addition, we believe the following concerns also justify our request:

**Too-Big-to-Fail.** Capital One's proposed acquisition represents the first true test of the Dodd-Frank Wall Street Reform and Consumer Protection Act ("Dodd-Frank") requirement that the Federal Reserve Board analyze systemic risk. Congress did not intend for systemically important financial institutions to be allowed to grow without clear and significant public benefits. Allowing public hearings on Capital One's proposed acquisition makes good on Dodd-Frank's commitment to hold systemically important financial institutions to a higher standard. It also realizes Dodd-Frank's promise to make the financial regulatory process more transparent. Simply put, the Federal Reserve Board should not make a decision on whether this transaction is in the public interest without first giving the public a meaningful opportunity to express concerns. Under these circumstances, a 30-day written comment period is not meaningful for such a complex transaction.

**Out-of-Date Community Reinvestment Act Evaluations.** Capital One's performance evaluations under CRA for its two corporate entities are four and six years old, and its new evaluation is expected to be released this fall. For this reason alone, the Federal Reserve Board should extend the comment period to use the new exam as the basis for judging Capital One's performance. This will also allow the public the same benefit. In addition, ING Direct's CRA exam was

limited to the Wilmington, DE, Metropolitan Statistical Area where the bank is headquartered, but ING Direct has a national reach. Given the Federal Reserve Board's effort to the retain enforcement of the Community Reinvestment Act (CRA) under Dodd-Frank, any failure to extend the comment period long enough to allow the Federal Reserve Board and the public time to analyze the evaluations would send a negative signal about the Federal Reserve Board's commitment to enforcing CRA.

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Sincerely,

Drew Astolfi  
Faith Action for Community Equity

Andrew Astolfi  
Faith action For Community Equity  
PO box 1253  
Makawao, HI 96768



# HOUSING OPPORTUNITIES COLLABORATIVE

*"Housing For All"*

Appaswamy "Vino" Pajanor  
pajanor@housingcollaborative.org  
(619) 283.2200

August 19, 2011

Adam M. Drimer, Assistant Vice President  
Federal Reserve Bank of Richmond  
701 East Byrd Street  
Richmond, VA 23261

Fax: 804-697-4021

RE: Capital One application to acquire ING Direct

Dear Mr. Drimer:

This letter concerns Capital One's application to acquire ING Direct. <your organization> asks the Federal Reserve to withhold approval of the application without a written CRA commitment from Capital One to California counties from which the proposed institution has received significant deposits or has a significant lending presence. The proposed financial institution would be the fifth largest U.S. bank by deposits and have a banking presence far beyond the nine states where it has branches. The complexities of the proposed mergers necessitate an extended comment period and Federal Reserve public hearings in California.

Housing Opportunities Collaborative is a coalition of HUD approved housing counseling agencies, fair housing agencies, social service agencies and city agencies that promote housing opportunities with a mission "to promote equal access to housing for all persons in the region, especially low income and underprivileged individuals and families, by educating the public concerning home ownership and landlord-tenant rights and responsibilities, seeking financial and capacity building resources, providing financial and other resources, monitoring compliance with housing related laws, and conducting related activities."

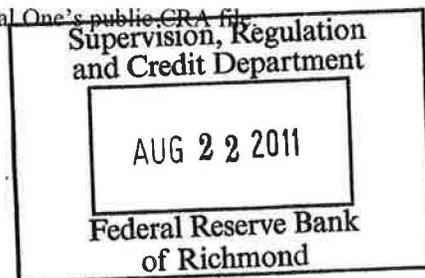
The proposed institution's credit card, small business, auto and mortgage lending as well as deposit taking for investments have extensive impact on California despite having only two offices (San Francisco and Los Angeles). Their lending in our county and the state has been disproportionately scarce in low and moderate income areas and to minority- and women-owned businesses. There is a lack of California community development lending and investment even though ING Direct recognized its obligation to five metropolitan areas of California in its internal goals. Capital One has shown a lack of response to community needs in its lending.

The extent of the proposed new institution's profit-making from numerous products in California demands that there be a significant community development commitment to California counties where it has and will have significant presence. It is critical that public hearings are held in San Francisco and Los Angeles to offer an opportunity for those communities who will clearly be impacted by the proposed institution to identify community impact and needs before any decision on the application is made.

Please respond in writing to this letter and place a copy in Capital One's public CRA file.

Sincerely,

Appaswamy "Vino" Pajanor  
President & Executive Director



Adam Drimer  
Federal Reserve Bank of Richmond

Federal Reserve Bank of Richmond  
Attn: Adam M. Drimer, Assistant Vice President  
701 East Byrd Street  
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Sincerely,

[First Name]

[Name of Organization]

Christine Burnham  
60 Boylston Street  
Jamaica Plain, MA 02130

August 9, 2011

Adam M. Drimer, Assistant Vice President  
Federal Reserve Bank of Richmond  
701 East Byrd Street  
Richmond, VA 23261

Fax: 804-697-4021

RE: Capital One application to acquire ING Direct

Dear Mr. Drimer:

We are contacting you regarding Capital One's application to acquire ING Direct. On behalf of our 180,000 members across California, Service Employees International Union, United Long Term Care Workers asks the Federal Reserve to withhold approval of the application unless or until Capital One provides a written CRA commitment to the California counties from which the proposed institution has received significant deposits or has a significant lending presence. The proposed financial institution would be the fifth largest U.S. bank by deposits. Its banking presence would extend far beyond the nine states where it has branches. The complexities of the proposed acquisition necessitate an extended comment period and Federal Reserve public hearings in California.

SEIU, ULTCW represents 150,000 long term care workers across Southern California who live and work in the homes of our communities' most vulnerable citizens. As home care workers and healthcare providers in struggling communities, they see daily the impact of bank investment decisions on the quality of life in southern California.

The proposed institution's credit card, small business, auto and mortgage lending as well as deposit taking for investments have extensive impact on California despite having only two offices (San Francisco and Los Angeles). It has an obligation to improve lending to low and moderate income areas and to minority- and women-owned businesses in the Los Angeles area and across the state. There is a lack of California community development lending and investment even though ING Direct recognized its obligation to five metropolitan areas of California in its internal goals. Capital One has shown a lack of response to community needs in its lending.

The extent of the proposed new institution's earnings from banking products in California merits a significant community development commitment to California counties where it has and will have significant presence. It is critical that public hearings be held in San Francisco and Los Angeles. Unless such hearings are held, communities which will feel the effects of the proposed merger will be unable to identify community impact and needs before any decision on the application is made.

Please respond in writing to this letter and place a copy in Capital One's public CRA file.

Sincerely



Laphonza Butler, President SEIU, ULTCW