
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

March 6, 2005

Date of Report (Date of earliest event reported)

Capital One Financial Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

1-13300
(Commission File Number)

54-1719854
(IRS Employer Identification No.)

1680 Capital One Drive, McLean, Virginia
(Address of principal executive offices)

22102
(Zip Code)

Registrant's telephone number, including area code: (703) 720-1000.

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-
-

TABLE OF CONTENTS

[Item 8.01 Other Events.](#)

[Item 9.01 Financial Statements and Exhibits.](#)

[SIGNATURES](#)

[EXHIBIT INDEX](#)

[EX-99.1: PRESS RELEASE](#)

[EX-99.2: INVESTOR PRESENTATION](#)

Table of Contents

Item 8.01 Other Events.

On March 6, 2005, Capital One Financial Corporation (“Capital One”) and Hibernia Corporation (“Hibernia”) issued a joint press release announcing the execution of the Agreement and Plan of Merger, dated as of March 6, 2005, between Capital One and Hibernia.

A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Additionally, Capital One hereby files the Investor Presentation attached hereto as Exhibit 99.2.

Additional Information About this Transaction

In connection with the proposed merger, Capital One will file with the Securities and Exchange Commission (the “SEC”) a Registration Statement on Form S-4 that will include a proxy statement of Hibernia that also constitutes a prospectus of Capital One. Hibernia will mail the proxy statement/prospectus to its stockholders. Investors and security holders are urged to read the proxy statement/prospectus regarding the proposed merger when it becomes available because it will contain important information. You may obtain a free copy of the proxy statement/prospectus (when available) and other related documents filed by Capital One and Hibernia with the SEC at the SEC’s website at www.sec.gov. The proxy statement/prospectus (when it is available) and the other documents may also be obtained for free by accessing Capital One’s website at www.capitalone.com under the tab “Investors” and then under the heading “SEC & Regulatory Filings” or by accessing Hibernia’s website at www.hibernia.com under the tab “About Hibernia” and then under the heading “Investor Relations—SEC Filings”.

Capital One, Hibernia and their respective directors, executive officers and certain other members of management and employees may be soliciting proxies from Hibernia stockholders in favor of the merger. Information regarding the persons who may, under the rules of the SEC, be considered participants in the solicitation of the Hibernia stockholders in connection with the proposed merger will be set forth in the proxy statement/prospectus when it is filed with the SEC. You can find information about Capital One’s executive officers and directors in its definitive proxy statement filed with the SEC on March 17, 2004. You can find information about Hibernia’s executive officers and directors in its definitive proxy statement filed with the SEC on March 16, 2004. You can obtain free copies of these documents from Capital One and Hibernia using the contact information above.

Forward-Looking Statements

Information set forth in this report contains forward-looking statements, which involve a number of risks and uncertainties. Capital One and Hibernia caution readers that any forward-looking information is not a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking information. Such forward-looking statements include, but are not limited to, statements about the benefits of the business combination transaction involving Capital One and Hibernia, including future financial and operating results, the new company’s plans, objectives, expectations and intentions and other statements that are not historical facts.

The following factors, among others, could cause actual results to differ from those set forth in the forward-looking statements: the ability to obtain regulatory approvals of the transaction on the proposed terms and schedule; the failure of Hibernia stockholders to approve the transaction; the risk that the businesses will not be integrated successfully; the risk that the cost savings and any other synergies from the transaction may not be fully realized or may take longer to realize than expected; disruption from the transaction making it more difficult to maintain relationships with customers, employees or suppliers; competition and its effect on pricing, spending, third-party relationships and revenues. Additional factors that may affect future results are contained in Capital One’s and Hibernia’s filings with the Securities and Exchange Commission (“SEC”), which are available at the SEC’s Web site <http://www.sec.gov>. Capital One and Hibernia disclaim any obligation to update and revise statements contained in these materials based on new information or otherwise.

[Table of Contents](#)

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

The following exhibits are filed herewith:

Exhibit No.	Description of Exhibit
99.1	Press release issued jointly by Capital One Financial Corporation and Hibernia Corporation, dated March 6, 2005.
99.2	Investor Presentation of Capital One Financial Corporation, dated March 7, 2005.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CAPITAL ONE FINANCIAL CORPORATION

Dated: March 7, 2005

By: _____ /S/ JOHN G. FINNERAN, Jr.

John G. Finneran, Jr.
Executive Vice President,
General Counsel and Corporate Secretary

EXHIBIT INDEX

Exhibit No.	Description of Exhibit
99.1	Press release issued jointly by Capital One Financial Corporation and Hibernia Corporation, dated March 6, 2005.
99.2	Investor Presentation of Capital One Financial Corporation, dated March 7, 2005.



News Release

FOR IMMEDIATE RELEASE: March 6, 2005

**Capital One to Acquire Hibernia Corporation
For \$5.3 Billion in Stock and Cash**

Acquisition Enhances Diversification at Capital One and Creates Growth Opportunities

Hibernia Brings Proven Management Team, Solid Louisiana Franchise and Platform for Branch Growth in Attractive Texas Markets

McLean, Va. and New Orleans, La. — (March 6, 2005) — Capital One Financial Corporation (NYSE: COF) and Hibernia Corporation (NYSE: HIB) today announced a definitive agreement under which Capital One will acquire Hibernia in a stock and cash transaction valued at approximately \$5.3 billion. Among U.S. financial institutions, the combined company will be one of the top 10 largest consumer lenders and one of the top 20 in terms of total deposits.

The transaction will combine Capital One, a bank holding company that is one of the nation's leading diversified consumer financial services companies, with Hibernia, a financial holding company with operations in Louisiana and Texas that provides a wide array of financial products and services through its bank and non-bank subsidiaries, including a full range of deposit products, small business, commercial, mortgage and private and international banking, trust and investment management, brokerage, investment banking and insurance. Hibernia is the largest depository institution in Louisiana and has 207 current locations throughout Louisiana and 109 locations in Texas, including the high-growth areas of Houston and Dallas-Fort Worth.

Upon closing of the transaction, Hibernia National Bank will become a subsidiary of Capital One, with Hibernia President and Chief Executive Officer J. Herbert Boydston as its President, reporting to Capital One's Chairman and Chief Executive Officer, Richard D. Fairbank. Hibernia's Chairman, E.R. Campbell, will join Capital One's Board of Directors.

Fairbank said, "This acquisition is a natural extension of the diversification strategy that we have been pursuing for some time. The transaction brings together two financial companies with complementary strengths and represents a compelling long-term value proposition for shareholders of both companies. Hibernia's leading market share in Louisiana and its promising Texas branch expansion create not only a solid growth platform as we continue to expand, but also an additional source of lower cost funding. Additionally, we believe our national brand, 48 million accounts, broad product offerings, asset generation capabilities, and marketing expertise will drive profitable growth in branch banking," said Fairbank.

"I am especially pleased to welcome Herb Boydston, his experienced management team and Hibernia's employees to Capital One. Equally, we have been very impressed by Hibernia's strong relationships in its communities and it is our intention to continue supporting the commitment Hibernia has demonstrated through its community activities," said Fairbank.

Boydston of Hibernia Corporation said, "We strongly believe that joining with Capital One is the right strategy for Hibernia's shareholders, customers and communities. Together, we will create more opportunities for long-term growth than either company could on its own. With Capital One, we will gain access to higher-growth consumer financial services businesses where Capital One's 48 million accounts and national brand make it an established leader. And due to the complementary nature of our businesses, we expect that there will be minimal disruption for our customers, employees and local communities. In fact, we expect that Hibernia's ability to serve consumers and businesses in both Louisiana and Texas markets will be strengthened."

Under the terms of the definitive agreement, which has been approved by both companies' boards of directors, Hibernia shareholders will have the right, subject to proration, to elect to receive cash or Capital One common stock, in either case having a value equal to \$15.35 plus the value at closing of .2261 Capital One shares. Based on the price of Capital One shares at the close of business on Friday, March 4, 2005, the transaction is valued at \$33.00 per Hibernia share. The actual value on consummation of the acquisition will depend on Capital One's share price at that time. The total transaction value of approximately \$5.3 billion includes approximately \$2.4 billion in cash. The acquisition price represents a 24 percent premium over the closing price of Hibernia shares on Friday, March 4, 2005.

The transaction is subject to regulatory and Hibernia shareholder approvals and is expected to close in the third quarter of 2005. Capital One reaffirmed its earnings per share guidance for 2005 to be between \$6.60 and \$7.00 per share (fully diluted). Capital One expects the transaction to achieve cost

savings and other synergies of \$135 million fully phased in by 2007 and to be accretive beginning in 2007.

Credit Suisse First Boston acted as financial adviser to Capital One and Cleary Gottlieb Steen & Hamilton acted as its legal counsel. J.P. Morgan Securities, Inc. and Bear, Stearns acted as financial advisers to Hibernia and Wachtell, Lipton, Rosen & Katz and Phelps Dunbar acted as its legal counsel.

Information in this press release contains forward-looking statements, which involve a number of risks and uncertainties. Capital One and Hibernia caution readers that any forward-looking information is not a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking information. Such forward-looking statements include, but are not limited to, statements about the benefits of the business combination transaction involving Capital One and Hibernia, including future financial and operating results, the new company's plans, objectives, expectations and intentions and other statements that are not historical facts.

The following factors, among others, could cause actual results to differ from those set forth in the forward-looking statements: the ability to obtain regulatory approvals of the transaction on the proposed terms and schedule; the failure of Hibernia stockholders to approve the transaction; the risk that the businesses will not be integrated successfully; the risk that the cost savings and any other synergies from the transaction may not be fully realized or may take longer to realize than expected; disruption from the transaction making it more difficult to maintain relationships with customers, employees or suppliers; competition and its effect on pricing, spending, third-party relationships and revenues. Additional factors that may affect future results are contained in Capital One's and Hibernia's filings with the Securities and Exchange Commission ("SEC"), which are available at the SEC's Web site <http://www.sec.gov>. Capital One and Hibernia disclaim any obligation to update and revise statements contained in this press release based on new information or otherwise.

Additional Information About this Transaction

In connection with the proposed merger, Capital One will file with the SEC a Registration Statement on Form S-4 that will include a proxy statement of Hibernia that also constitutes a prospectus of Capital One. Hibernia will mail the proxy statement/prospectus to its stockholders. Investors and security holders are urged to read the proxy statement/prospectus regarding the proposed merger when it becomes available because it will contain important information. You may obtain a free copy of the proxy statement/prospectus (when available) and other related documents filed by Capital One and Hibernia with the SEC at the SEC's website at www.sec.gov. The proxy statement/prospectus (when it

is available) and the other documents may also be obtained for free by accessing Capital One's website at www.capitalone.com under the tab "Investors" and then under the heading "SEC & Regulatory Filings" or by accessing Hibernia's website at www.hibernia.com under the tab "About Hibernia" and then under the heading "Investor Relations—SEC Filings".

Capital One, Hibernia and their respective directors, executive officers and certain other members of management and employees may be soliciting proxies from Hibernia stockholders in favor of the merger. Information regarding the persons who may, under the rules of the SEC, be considered participants in the solicitation of the Hibernia stockholders in connection with the proposed merger will be set forth in the proxy statement/prospectus when it is filed with the SEC. You can find information about Capital One's executive officers and directors in its definitive proxy statement filed with the SEC on March 17, 2004. You can find information about Hibernia's executive officers and directors in its definitive proxy statement filed with the SEC on March 18, 2004. You can obtain free copies of these documents from Capital One and Hibernia using the contact information above.

Capital One Webcast scheduled for Monday, 7 March at 9:00 am EST

A webcast of tomorrow's 9:00 a.m. (EST) conference call will be accessible on Capital One's home page (www.capitalone.com). Choose "Investors" on the bottom right corner of the home page to access the webcast and view and download the press release, slides, and other financial information.

About Capital One

Headquartered in McLean, Virginia, Capital One Financial Corporation (www.capitalone.com) is a bank holding company whose principal subsidiaries, Capital One Bank, Capital One, F.S.B. and Capital One Auto Finance, Inc. offer a variety of consumer lending products. Capital One's subsidiaries collectively had 48.6 million accounts and \$79.9 billion in managed loans outstanding as of December 31, 2004. Capital One is a Fortune 500 company and, through its subsidiaries, is one of the largest providers of MasterCard and Visa credit cards in the world. Capital One trades on the New York Stock Exchange under the symbol "COF" and is included in the S&P 500 index.

About Hibernia

Headquartered in New Orleans, Louisiana, Hibernia is on *Forbes* magazine's list of the world's 2,000 largest companies and *Fortune* magazine's list of America's top 1,000 companies according to annual revenue. Hibernia has \$22.3 billion in assets at December 31, 2004 and locations in 35 Texas counties and 34 Louisiana parishes. Hibernia Corporation's common stock (HIB) is listed on the New York Stock Exchange .

Capital One Contacts:

Mike Rowen
V.P., Investor Relations
(703) 720-2456

Tatiana Stead
Director, Corporate Media
(703) 720-2352

Hibernia Contacts:

Marsha Gassan
CFO
(504) 533-2180

Jim Lestelle
SVP, Corporate Communications
(504) 533-5482

Capital One



HIBERNIA

*Where service matters.*SM

Investor Presentation

March 7, 2005

Forward-Looking Information

Information set forth in this document contains forward-looking statements, which involve a number of risks and uncertainties. Capital One and Hibernia caution readers that any forward-looking information is not a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking information. Such forward-looking statements include, but are not limited to, statements about the benefits of the business combination transaction involving Capital One and Hibernia, including future financial and operating results, the new company's plans, objectives, expectations and intentions and other statements that are not historical facts.

The following factors, among others, could cause actual results to differ from those set forth in the forward-looking statements: the ability to obtain regulatory approvals of the transaction on the proposed terms and schedule; the failure of Hibernia stockholders to approve the transaction; the risk that the businesses will not be integrated successfully; the risk that the cost savings and any other synergies from the transaction may not be fully realized or may take longer to realize than expected; disruption from the transaction making it more difficult to maintain relationships with customers, employees or suppliers; competition and its effect on pricing, spending, third-party relationships and revenues. Additional factors that may affect future results are contained in Capital One's and Hibernia's filings with the Securities and Exchange Commission ("SEC"), which are available at the SEC's Web site <http://www.sec.gov>. Capital One and Hibernia disclaim any obligation to update and revise statements contained in this presentation based on new information or otherwise.

Additional Information About this Transaction

In connection with the proposed merger, Capital One will file with the Securities and Exchange Commission (the "SEC") a Registration Statement on Form S-4 that will include a proxy statement of Hibernia that also constitutes a prospectus of Capital One. Hibernia will mail the proxy statement/prospectus to its stockholders. Investors and security holders are urged to read the proxy statement/prospectus regarding the proposed merger when it becomes available because it will contain important information. You may obtain a free copy of the proxy statement/prospectus (when available) and other related documents filed by Capital One and Hibernia with the SEC at the SEC's website at www.sec.gov. The proxy statement/prospectus (when it is available) and the other documents may also be obtained for free by accessing Capital One's website at www.capitalone.com under the tab "Investors" and then under the heading "SEC & Regulatory Filings" or by accessing Hibernia's website at www.hibernia.com under the tab "About Hibernia" and then under the heading "Investor Relations—SEC Filings".

Capital One, Hibernia and their respective directors, executive officers and certain other members of management and employees may be soliciting proxies from Hibernia stockholders in favor of the merger. Information regarding the persons who may, under the rules of the SEC, be considered participants in the solicitation of the Hibernia stockholders in connection with the proposed merger will be set forth in the proxy statement/prospectus when it is filed with the SEC. You can find information about Capital One's executive officers and directors in its definitive proxy statement filed with the SEC on March 17, 2004. You can find information about Hibernia's executive officers and directors in its definitive proxy statement filed with the SEC on March 16, 2004.

You can obtain free copies of these documents from Capital One and Hibernia using the contact information above.

Transaction Summary and Strategic Rationale

Financial Overview

Transaction Summary

<i>Consideration per Share</i>	\$33.00 in value per Hibernia share (based on the closing price of \$78.08 of COF on March 4, 2005) 55% stock and 45% cash
<i>Transaction value</i>	Approximately \$5.3 Billion
<i>Hibernia ownership</i>	Approximately 13% (fully diluted basis)
<i>Walk away / caps collars</i>	None
<i>Termination fee</i>	\$220 Million
<i>Board composition</i>	One additional COF Director, Hibernia Chairman E.R. Campbell
<i>Near-term synergies</i>	\$135 Million (45% in 2006; 100% in 2007)
<i>Anticipated merger related charge</i>	\$175 Million
<i>Accretion/Dilution</i>	
-2006 I/B/E/S estimate*	(1.0%) dilutive to EPS
-2007 I/B/E/S estimate*	0.7% accretive to EPS
-Cash EPS	Accretive in all years
<i>Approvals</i>	Regulatory and Hibernia shareholder approval
<i>Expected Closing</i>	3 rd Quarter 2005

* Based on I/B/E/S estimates

* Note: Accretion / Dilution numbers are based on operating results

Transaction multiples are in line with precedent transactions

	Transaction Terms	Comparable Transaction Medians⁽¹⁾
Value per HIB share ⁽²⁾ (3/4/2005 close \$26.57)	\$33.00	--
Share Price Premium		
1 day (\$26.57)	24.2%	21.1%
30 day (\$26.85)	22.9%	26.8%
Price as a multiple of:		
LTM GAAP EPS	17.6x	19.6x
NTM GAAP EPS	16.3	17.4
Book Value	2.7	2.7
Tangible Book Value	3.4	3.5
Premium/Core Deposits	25.7%	31.5%

(1) Bank and thrift acquisitions (excluding MOEs) valued at \$1-15 billion from 2001 through 2004

(2) Based on CDF share price of \$78.08 on 3/4/2005

Capital One and Hibernia are both well established financial institutions

Capital One (COF)

- \$19B market cap
- Fortune 200 company
- Leading provider of credit cards, auto finance and other consumer loans
- Average 29% EPS growth, 24% ROE since IPO in 1994
- Headquartered in McLean, VA
- ~14,500 employees

Hibernia (HIB)

- \$4B market cap
- 134 year old institution
- Leading bank in Louisiana, growing in Texas
- Strong, diversified consumer and commercial lending franchise
- 198 locations in Louisiana, 108 locations in Texas*
13 non-branch locations
- Headquartered in New Orleans, LA
- ~6,200 employees

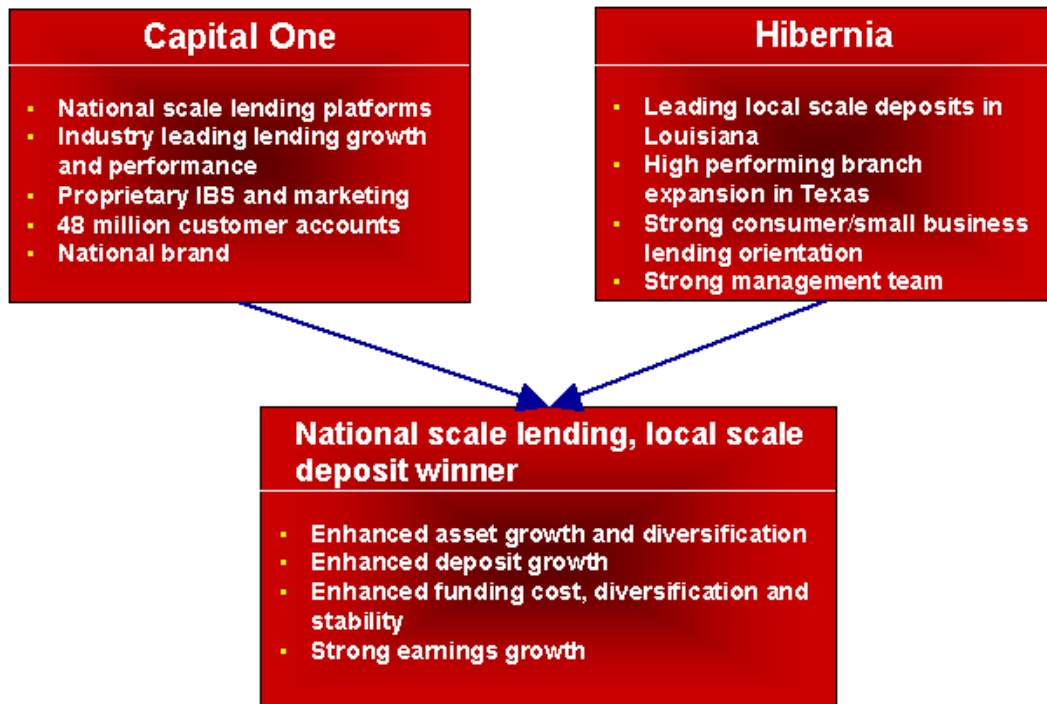
*Includes 3 branches opened in 2005
Note: Market cap as of March 4, 2005

Our strategy is to combine two winning financial services models

**National Scale
Lending**

**Local Scale
Deposits**

Capital One and Hibernia: A winning acquisition



The acquisition enables both near-term synergies and long-term shareholder value creation

Near-term synergies (\$135M in 2007)

- Expense reduction
- Balance sheet savings
- Revenue opportunities



Maintains EPS trajectory

Long-term value

- More diversified and stable asset and liability mix
- Lower cost funding
- Lower risk profile company
- Branch banking growth opportunity
 - High performing de novo model
 - Leverage COF value add
 - Brand
 - Scale products
 - Customers
 - IBS and direct marketing
 - Full credit spectrum
 - Innovation

Herb Boydston will continue to lead banking



Herb Boydston

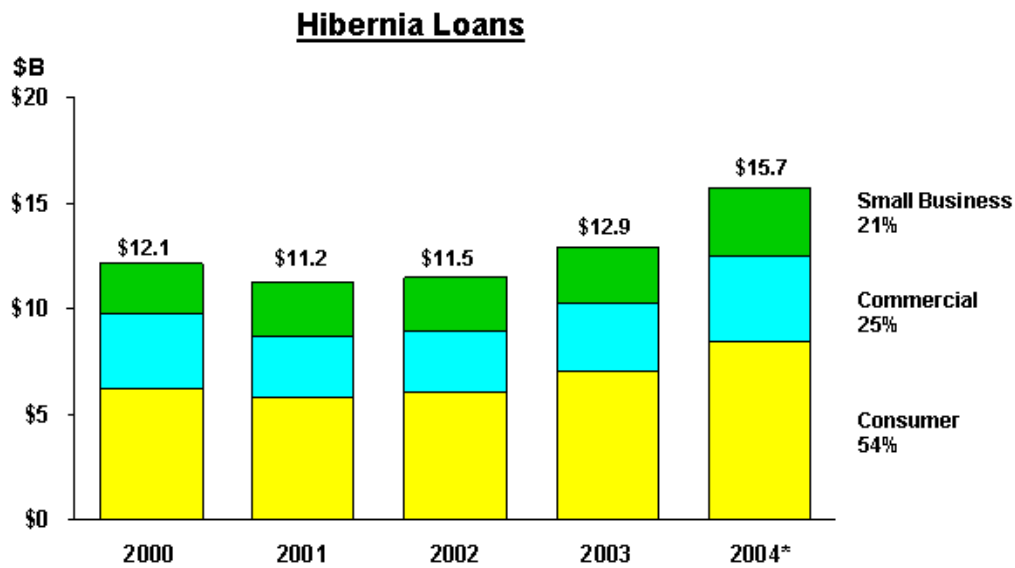
- **President of Banking**
- **Report to Rich Fairbank, Chairman and CEO Capital One**
- **3 year employment agreement**
- **Proven management team to remain with Capital One**

Hibernia is a well managed bank with solid earnings growth



Source: Earnings per common share assuming dilution; 2000 & 2001 excludes amortization of goodwill

Hibernia brings a diversified mix of lending businesses complementary to Capital One



* 2004 includes the acquisition of Coastal Bancorp on May 13, 2004
Source: Company Filings

Hibernia has a strong lending business rooted in the community

	2004 Outstandings (\$ Millions)	2004 Charge-offs	2004 ROA*
Commercial (25% of loans)			
Commercial and Industrial	1,240	(.03%)	1.9%
Community real estate	1,090		
Services Industry	728		
Health care	208		
TC&U**	141		
Energy	433		
Other	157		
Small Business (21% of loans)			
Commercial and Industrial	884	0.43%	2.0%
Real Estate	837		
Services Industry	755		
Health care	230		
TC&U	109		
Energy	49		
Other	377		
Consumer (54% of loans)			
First Mortgages	4,201	0.46%	1.6%
Home Equity***	1,214		
Auto****	2,423		
Revolving credit	130		
Other	513		

Source: Hibernia 2004 10-K

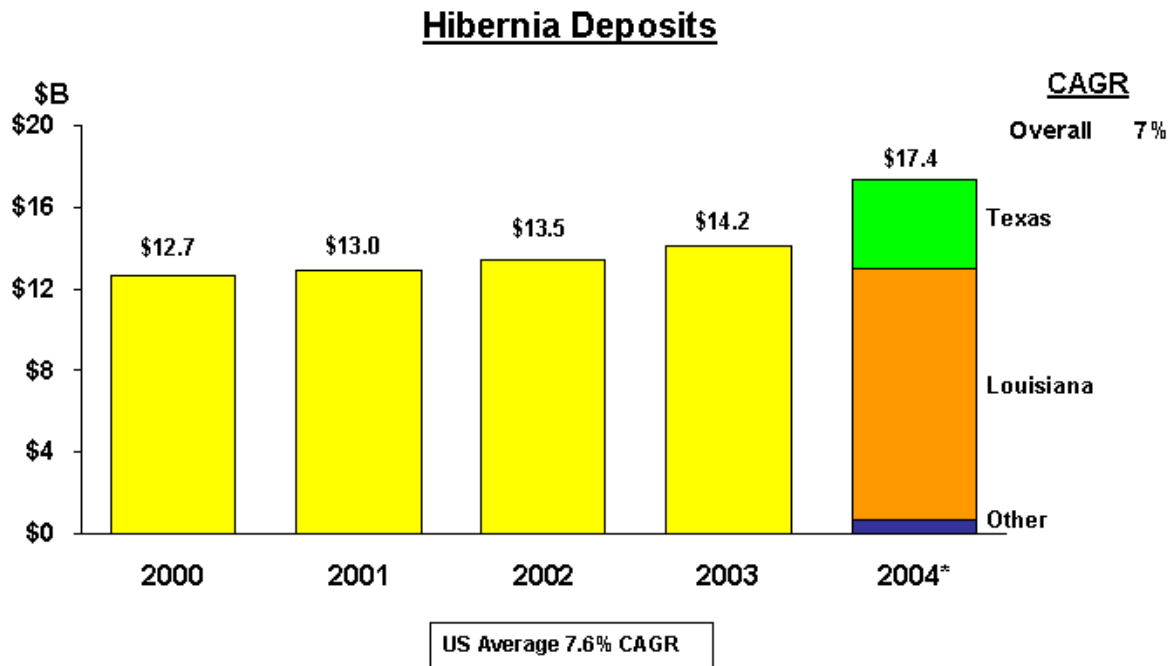
* ROA from segments excludes Investments & Public Funds and Other

** Transportation, Communications and Utilities

*** Home equity: Junior Liens, Real Estate Secured credit

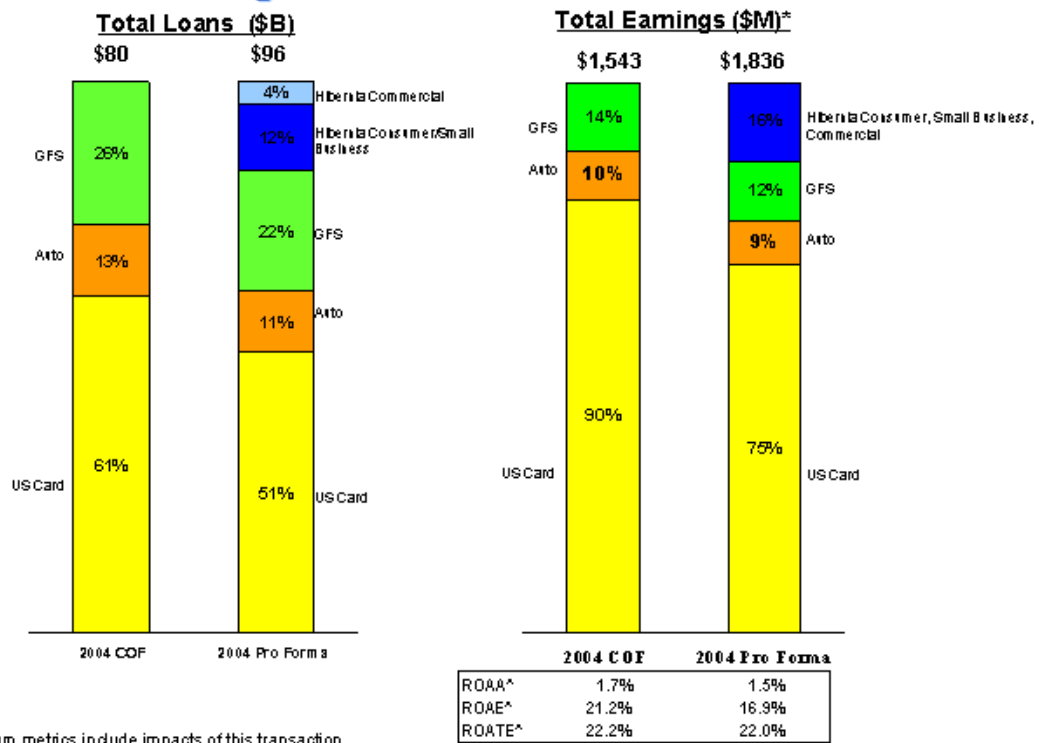
**** Auto: Indirect

Hibernia has a growing deposit franchise



* 2004 includes \$1.7B in March 2004 for the acquisition of Coastal Bancorp closed on May 13, 2004
Source: Company filings

The acquisition of Hibernia further diversifies our loans and earnings

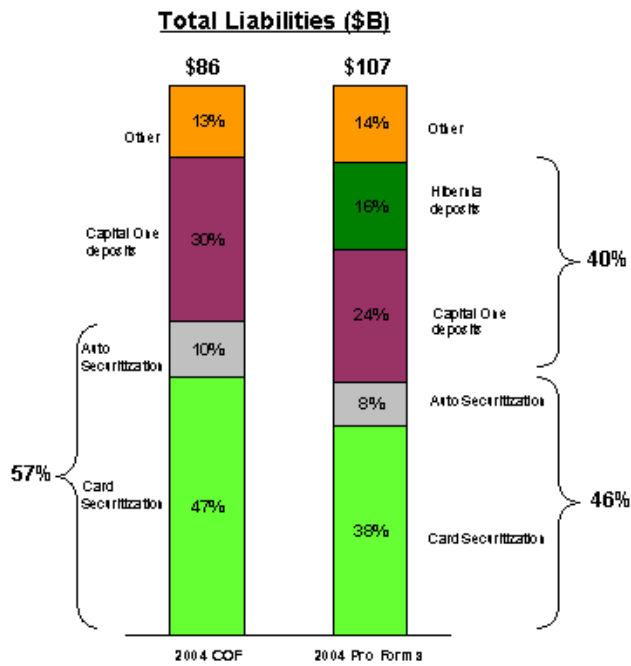


[^] All pro-forma return metrics include impacts of this transaction

*Total earnings includes \$220.7 million in unallocated net losses held in the "Other" category representing (14%) for 2004 COF earnings and (12%) of 2004 Pro-forma earnings.

Source: Company filings

The acquisition diversifies our liabilities and lowers our average cost of funds



	<u>Interest bearing liabilities</u>	<u>Deposits</u>
COF	4.24%	4.15%
HIB	1.38%	1.19%
COF Pro-forma	3.70%	2.98%

Source: Company filings

Hibernia is the deposit leader in Louisiana

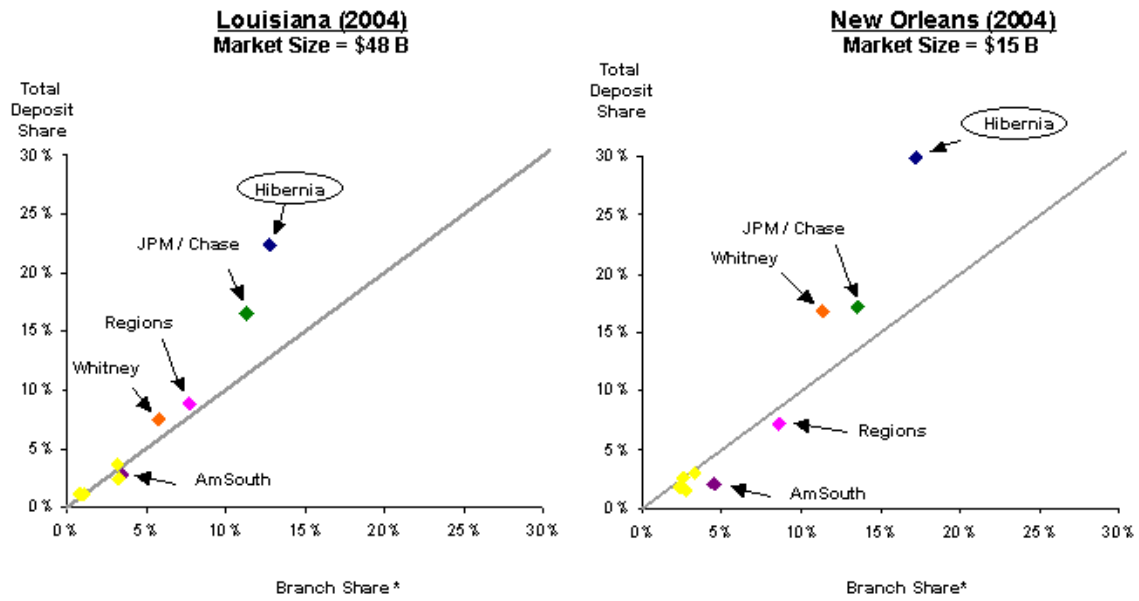
Louisiana

Rank	Company	Total Deposit Share
1	Hibernia	22.4 %
2	JP Morgan / Chase	16.5 %
3	Regions	8.8 %
4	Whitney	7.4 %
5	IBERIABANK	3.6 %
6	AmSouth Bancorp.	2.8 %
7	Hancock Holding Co.	2.4 %
8	Fidelity Homestead Assn.	1.1 %
9	Firsttrust Corporation	1.1 %
10	Bancorp South Inc.	1.0 %

New Orleans

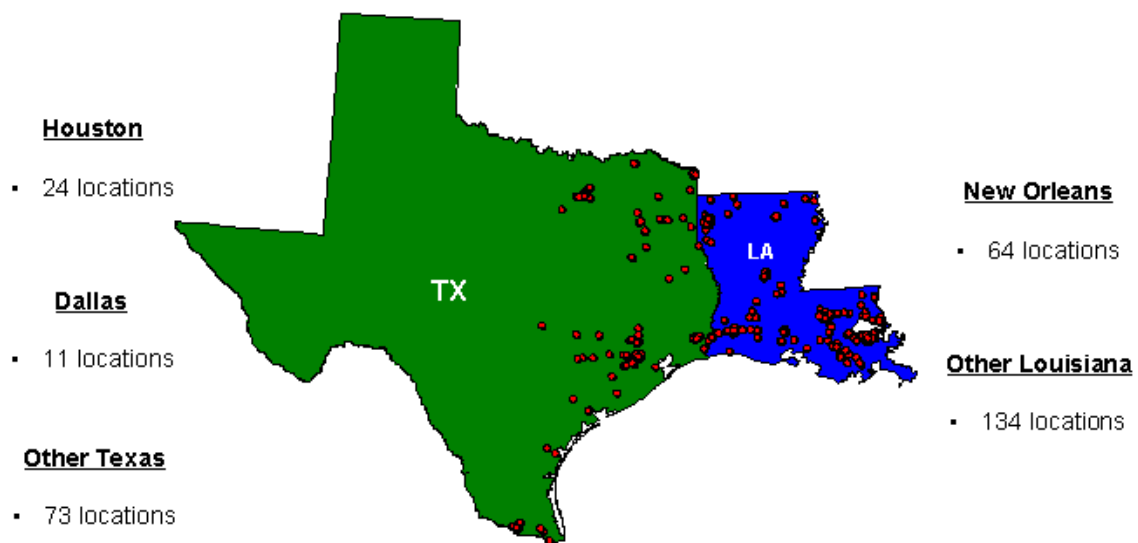
Rank	Company	Total Deposit Share
1	Hibernia	29.9 %
2	JP Morgan / Chase	17.2 %
3	Whitney	16.8 %
4	Regions	7.2 %
5	Fidelity Homestead Assn.	3.0 %
6	Firsttrust Corporation	2.6 %
7	AmSouth Bancorp	2.1 %
8	Omni Bancshares	1.9 %
9	Gulf Coast B&TC	1.8 %
10	Parish National Bank	1.5 %

Hibernia has the leading local scale position in Louisiana



* Excludes branches with zero balance; Counts in-store branches as ¼ of a traditional branch (estimated relative operating cost and capital required).
Source: SNL.

Hibernia is leveraging its position in Louisiana to expand in Texas

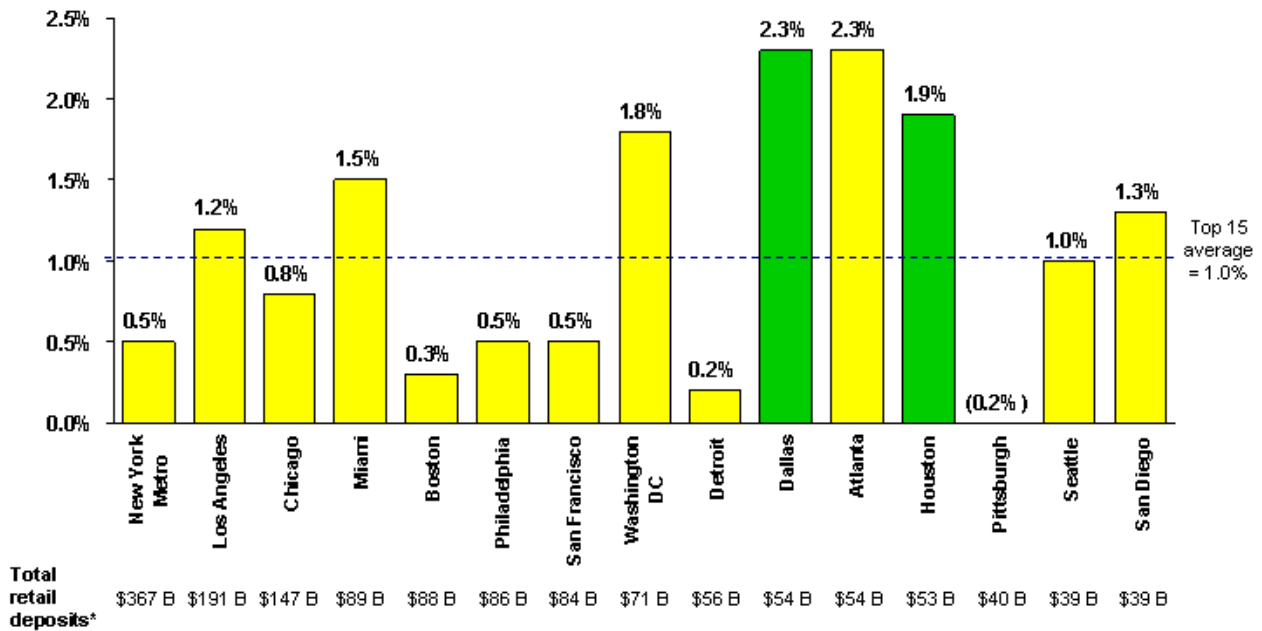


Source: Hibernia management presentation dated 3/4/2005; SNL
Does not include 13 non-branch locations
Includes 3 branches opened in 2005

Dallas and Houston are two of the fastest growing large markets in the U.S.

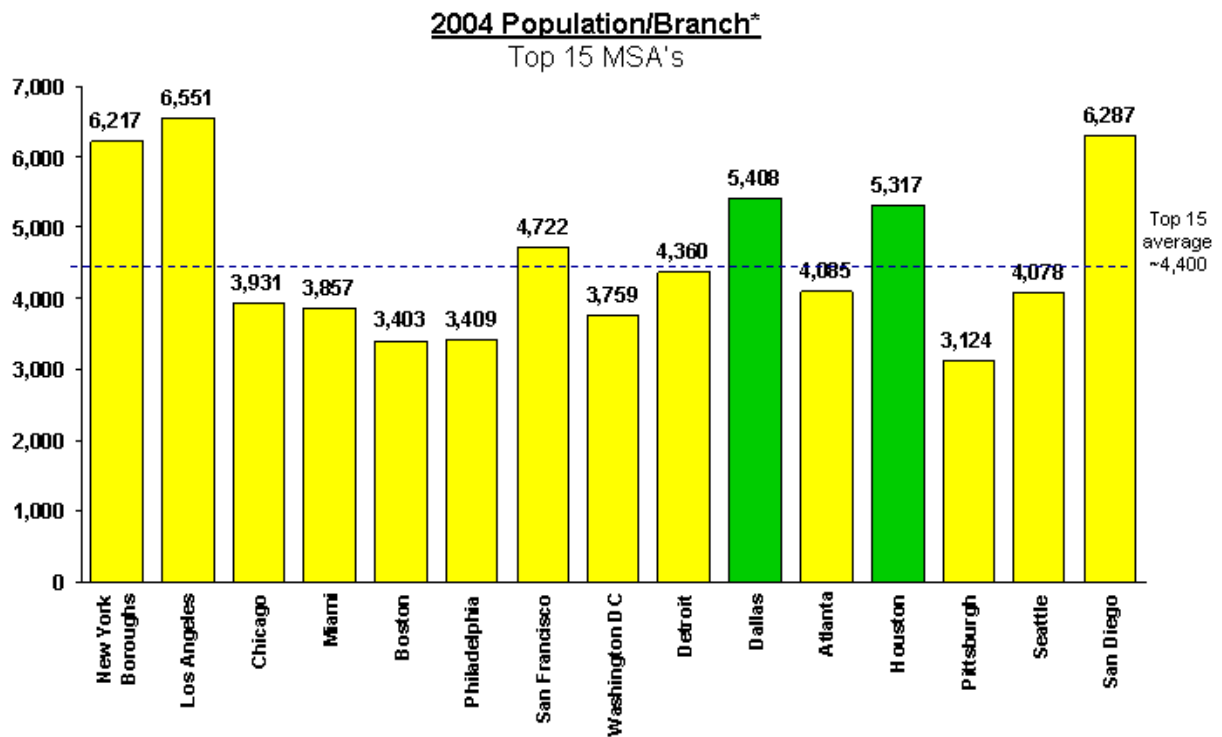
Projected Annual Population Growth (2004-2009)

Top 15 MSAs



* Excludes estimated corporate and other non-traditional deposits by excluding balances in excess of \$200MM deposits for any individual branch.
Source: SNL

Dallas and Houston are underbranched



* Calculation counts in-store branches as ¼ of a traditional branch.
Source: SNL.

Hibernia is expanding in Texas with a promising de novo strategy



Hibernia Texas

(New de novo model)

Size: • 7,000 sq. ft.

Cost: • ~\$3.5MM

IRR: • Current trajectory well above hurdle

Service: • Retail orientation
• High service
• Consumer and Small Business focus

New Model Branches: • 16 today
• Plan to open 20 in 2005, 20 in 2006 (already in Hibernia financial plan)

Hibernia's de novo branches are outperforming the competition

Dallas & Houston De novo Performance

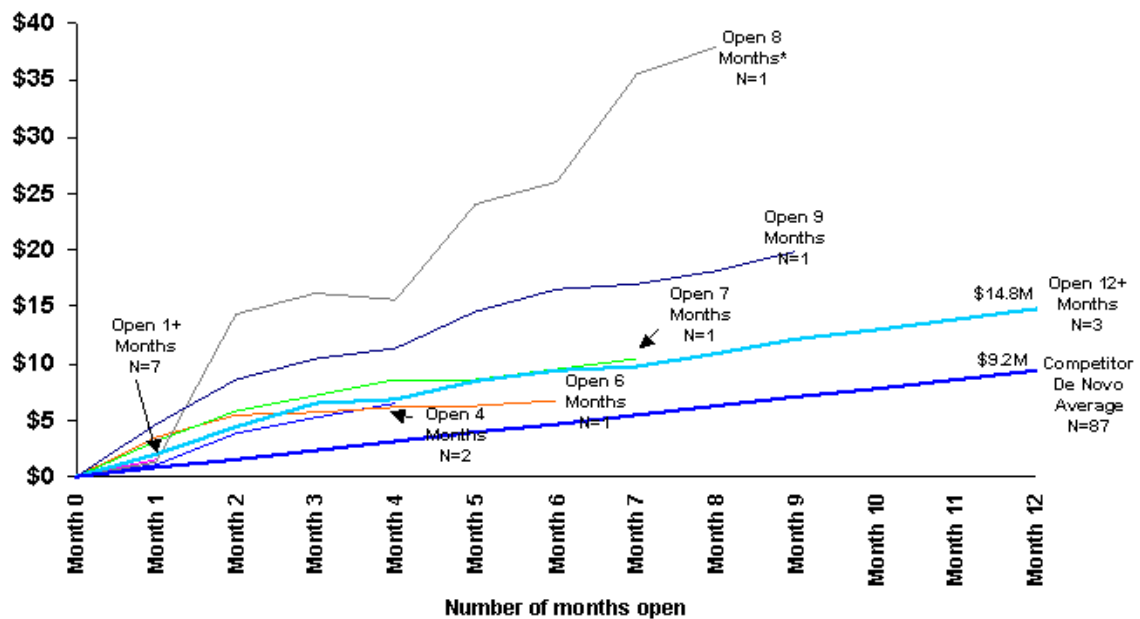
	2001-2003 De Novos Open 12+ Months	Avg. First 12 Month Deposits per Branch
1 Bank of America	15	\$19.6M
2 Hibernia (new model)	3	\$14.8M
3 Wells Fargo & Co.	6	\$9.9M
4 Washington Mutual	24	\$8.1M
5 JP Morgan & Chase	11	\$7.2M
6 Compass Bancshares	8	\$6.7M
7 Wachovia	7	\$6.3M
8 Citibank	16	\$5.4M

Includes banks open between July 2001 to June 2003. Hibernia branches open between Dec 2003 and January 2004
Source: SNL

Hibernia's more recent de novo openings are consistently outperforming the competition

Deposits per Branch \$MM

Hibernia Dallas / Houston de novos (new model)













Source: SNL; Capital One estimates; Actuals for Hibernia through month end January 2005. Competitor Avg. consists of Bank of America, Wells Fargo, Washington Mutual, JP Morgan & Chase, Citibank and Wachovia in Dallas / Houston de novo branches opened July 2001 to June 2003
 *Excludes one \$26M escrow account

Capital One's brand and marketing strength will enhance Hibernia's performance



Brand Awareness (%) October 2004

	<u>Total</u>	<u>Unaided</u>
	96	37
	96	36
	97	27
	90	22
	99	22
	96	20
	91	19
	67	14
	50	5
	42	2

Source: Directions Research, Brand Marketing Research (C. Hartman)

We anticipate modest levels of integration

Most cost savings from corporate/over head functions

Limited business overlap

Herb Boydston and team to remain

Brand change

We completed extensive due diligence

- **Experienced diligence team**
 - Senior COF executives
 - COF representatives from all functional areas
 - Outside experts engaged (commercial, mortgage, compliance, legal and retail banking strategy)
- **Appropriate time frame**
 - Engaged with Hibernia senior management over 3 week period
 - Comprehensive on-site final diligence, including data review and management interviews
- **Substantial physical diligence**
 - Key non-branch facilities
 - 100+ branch visits (all regions)
 - Mystery shopped significant sample of branches
 - Visited 14 of 16 de novo branches
- **Statistical sampling of all lending files and portfolios**
- **Reviewed material source documents and contracts**

We will be the 9th largest consumer lender

		2004 Managed U.S. Consumer* Assets (\$B)
1.	Citigroup	\$647
2.	Wells Fargo	\$432
3.	Bank of America / Fleet	\$396
4.	JP Morgan / Bank One	\$339
5.	Washington Mutual	\$175
6.	MBNA	\$122
7.	Wachovia	\$116
8.	SunTrust	\$109
9.	Capital One Pro-forma	\$81
10.	American Express^	\$64

*Total consumer managed assets are 1-4family loans (mortgages), 1-4family revolving (home equity), total consumer loans (incl. credit card, automobile, installment loans, and other), and consumer securitizations (incl. credit card, automobile, installment loans, other). Numbers are as of 12/31/2004.

^ American Express asset and asset growth figures came from Nilson Report

Source: SNL; incl. credit card, automobile, installment loans Company Reports

Capital One Pro-forma includes Capital One loans less International plus Hibernia Consumer and Small Business loans

We will be a top 20 domestic deposit institution

2004 U.S. Deposits (\$B)

1	Bank of America Corporation	560.5
2	JPMorgan Chase & Co.	390.9
3	Wachovia Corporation	285.2
4	Wells Fargo & Company	274.9
5	Citigroup, Inc.	192.6
6	Washington Mutual, Inc.	173.7
7	U.S. Bancorp	114.6
8	SunTrust Banks, Inc.	98.2
9	Merrill Lynch	79.8
10	National City Corporation	71.9
11	BB&T Corporation	67.7
12	State Street Corporation	55.1
13	Regions Financial Corporation	54.8
14	Fifth Third Bancorp	54.6
15	PNC Financial Services Group, Inc. (The)	53.3
16	Golden West Financial Corporation	53.0
17	KeyCorp	50.4
18	Capital One Pro-forma	43.0
19	Comerica Incorporated	40.9
20	UnionBanCal Corporation	38.7
21	Bank of New York Company, Inc.	35.6

27	Capital One	25.6

Source: SNL data 12/04; Capital One information includes international deposits

We are positioned to deliver industry leading growth

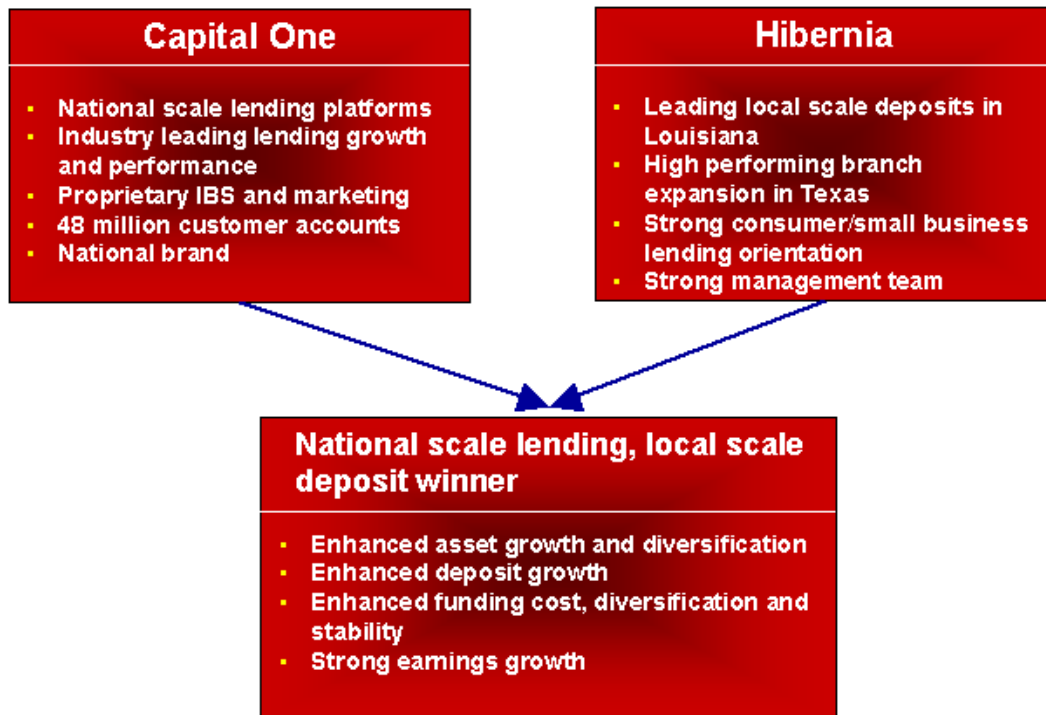
Top 15* Banking Institutions

Long-term Growth Rate*

1.	Capital One Pro-forma	13.2 %
2.	American Express	13.0 %
3.	MBNA	12.0 %
4.	Fifth Third	12.0 %
5.	Golden West	12.0 %
6.	Wells Fargo	11.9 %
7.	Citigroup	11.5 %
8.	JP Morgan Chase	11.0 %
9.	Bank of America	10.0 %
10.	Wachovia	10.0 %
11.	U.S. Bancorp	10.0 %
12.	Washington Mutual	10.0 %
13.	BB&T	10.0 %
14.	SunTrust	9.0 %
15.	National City	8.0 %

*Top 15 banking institutions based on market cap as of February 18, 2005
Based on I/B/E/S EPS estimates; long-term growth is based on I/B/E/S forecast beyond 2 years

Capital One and Hibernia: A winning acquisition



Transaction Summary and Strategic Rationale

Financial Overview

Transaction Summary

Consideration per Share*	\$33.00 in value per Hibernia share (based on the closing price of COF on 3/4/2005)
Transaction value	Approximately \$5.3 billion
Consideration mix*	Approximately 55% stock and 45% cash
Form of Consideration	Fixed number of Capital One shares of approximately 37.68 million Fixed cash amount of approximately \$2.4 billion
Stock / Cash election	Shareholders to elect between common stock or cash subject to proration
Walk-away/Caps/Collars	None
Tax Structure	Tax-free reorganization (tax free to the extent COF stock received)
Bank Management	Hibernia CEO Herb Boydston to head banking at Capital One and report to Capital One CEO Rich Fairbank
Board Composition	Board seat to be offered to Hibernia Chairman E.R. Campbell
Approvals	Regulatory and Hibernia shareholder approval
Expected Closing	3 rd Quarter 2005

* Based on COF closing price of \$78.08 on 3/4/05

Financial Assumptions

Earnings	For both companies, assumes I/B/E/S mean EPS estimates for 2005 – 2006 and long term I/B/E/S growth rates for 2007 ⁽¹⁾
Synergies	\$135M pre-tax benefit fully phased in by 2007 comprised of cost savings, balance sheet benefits and near-term revenue opportunities
Identifiable Intangibles	Core deposit intangible equal to 2.5% of Hibernia's core deposits, amortized over 7 years, utilizing sum-of-the-years digits method
Restructuring Charge and Transaction Costs	\$175 million
Cost of Financing	4% pre-tax opportunity cost on the use of Capital One's cash and securities

⁽¹⁾ I/B/E/S long term EPS growth rates are 14% for COF and 8.5% for Hibernia

Pro Forma Earnings Impact to 2006 and 2007

(\$ in millions)	2006	2007
Capital One Earnings ⁽¹⁾	\$2,125	\$2,460
Hibernia Earnings ⁽¹⁾	348	377
<u>After-tax impacts:</u>		
Estimated synergies	39	88
Financing costs	(62)	(62)
Other Costs ⁽²⁾	(15)	(13)
CDI Amortization	(58)	(50)
<hr/>		
Pro Forma GAAP Earnings	\$2,377	\$2,800
Pro Forma Operating Earnings	2,392	2,811
Pro Forma Cash Earnings	2,435	2,850

⁽¹⁾ Illustrative based on I/B/E/S earnings per share estimates at 3/4/05

⁽²⁾ Excludes estimated purchase accounting adjustments. Includes expensed restructuring costs.

The transaction is expected to be accretive by 2007

(\$ in millions)	2006	2007
Pro Forma GAAP Earnings	\$2,377	\$2,800
Pro Forma Operating Earnings	2,392	2,811
Pro Forma Cash Earnings	2,435	2,850
Standalone GAAP EPS ⁽¹⁾	\$7.72	\$8.80
Pro Forma GAAP EPS	7.60	8.83
Accretion / (Dilution)	(1.6%)	0.3%
Standalone Operating EPS ⁽¹⁾	\$7.72	\$8.80
Pro Forma Operating EPS	7.64	8.86
Accretion / (Dilution)	(1.0%)	0.7%
Standalone Cash EPS ⁽¹⁾	\$7.72	\$8.80
Pro Forma Cash EPS	7.78	8.98
Accretion / (Dilution)	0.8%	2.1%

⁽¹⁾ Illustrative based on VB/E/S estimate at 3/4/05

Estimated 2007 Pretax Synergies

- Identified, near-term synergies
- Assumes 45% achieved in 2006 and 100% achieved in 2007

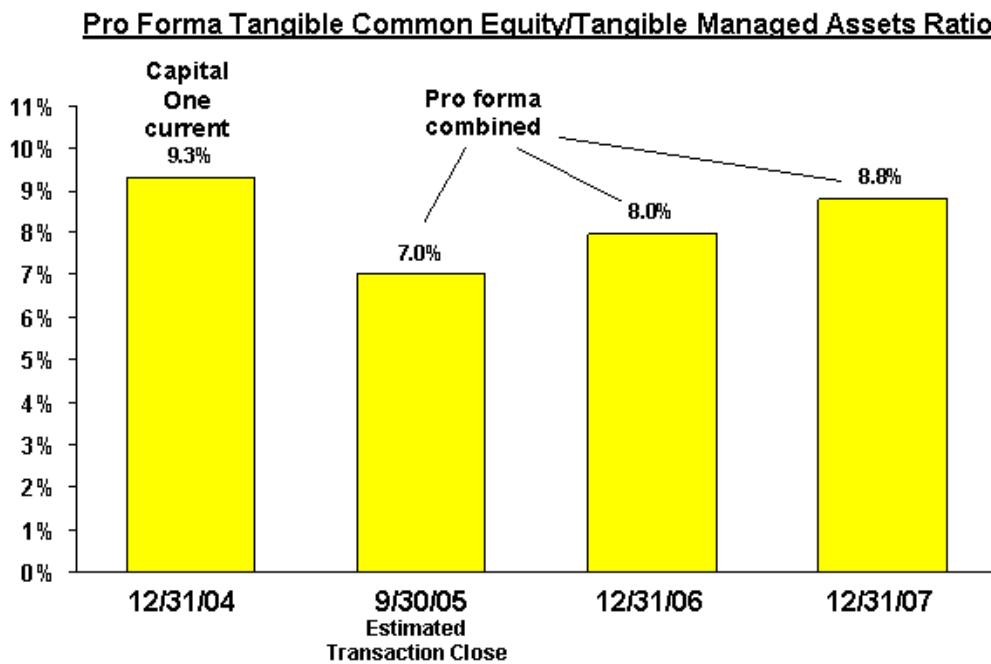
(\$ in millions)	Pretax 2007 Synergy
Expense	\$75
Balance sheet benefits	25
Revenue opportunities	35
Total	\$135

Estimated merger related costs

(\$ in millions)	<u>Pre-tax impact</u>	<u>As a multiple of pre-tax cost savings</u>
Personnel	\$75	-
Operations	45	-
Other	20	-
<hr/>		
Total Restructuring Costs	\$140	1.9x
Transaction Costs	35	
<hr/>		
Total Merger Related Costs	\$175	2.3x

* The majority of merger related costs will be capitalized.

COF remains well capitalized and tangible equity ratio expected to rebuild rapidly



Note: Estimated and illustrative based on I/B/E/S earnings per share estimates and management balance sheet growth forecasts
Ratio includes COF mandatory convertible as of December 31, 2004

Capital *One*