



FRB RICHMOND
Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2015

Month / Day / Year

NONE

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

I, Bernard H. Clineburg

Name of the Holding Company Director and Official

Executive Chairman

Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Cardinal Financial Corporation

Legal Title of Holding Company

8270 Greensboro Drive, Suite 500

(Mailing Address of the Holding Company) Street / P.O. Box

McLean

VA

22102

City

State

Zip Code

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Physical Location (if different from mailing address)

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Person to whom questions about this report should be directed:

Jennifer L. Deacon

EVP/Chief Accounting Officer

Name

Title

703-584-3496

Area Code / Phone Number / Extension

703-584-3410

Area Code / FAX Number

jennifer.deacon@cardinalbank.com

E-mail Address

www.cardinalbank.com

Address (URL) for the Holding Company's web page

Signature of Holding Company Director and Official

Date of Signature

For holding companies not registered with the SEC—
Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID 2682996
C.I. _____

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

- In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
- The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

Form FR Y-6

**Cardinal Financial Corporation
McLean, Virginia
Fiscal Year Ending December 31, 2015**

Report Item

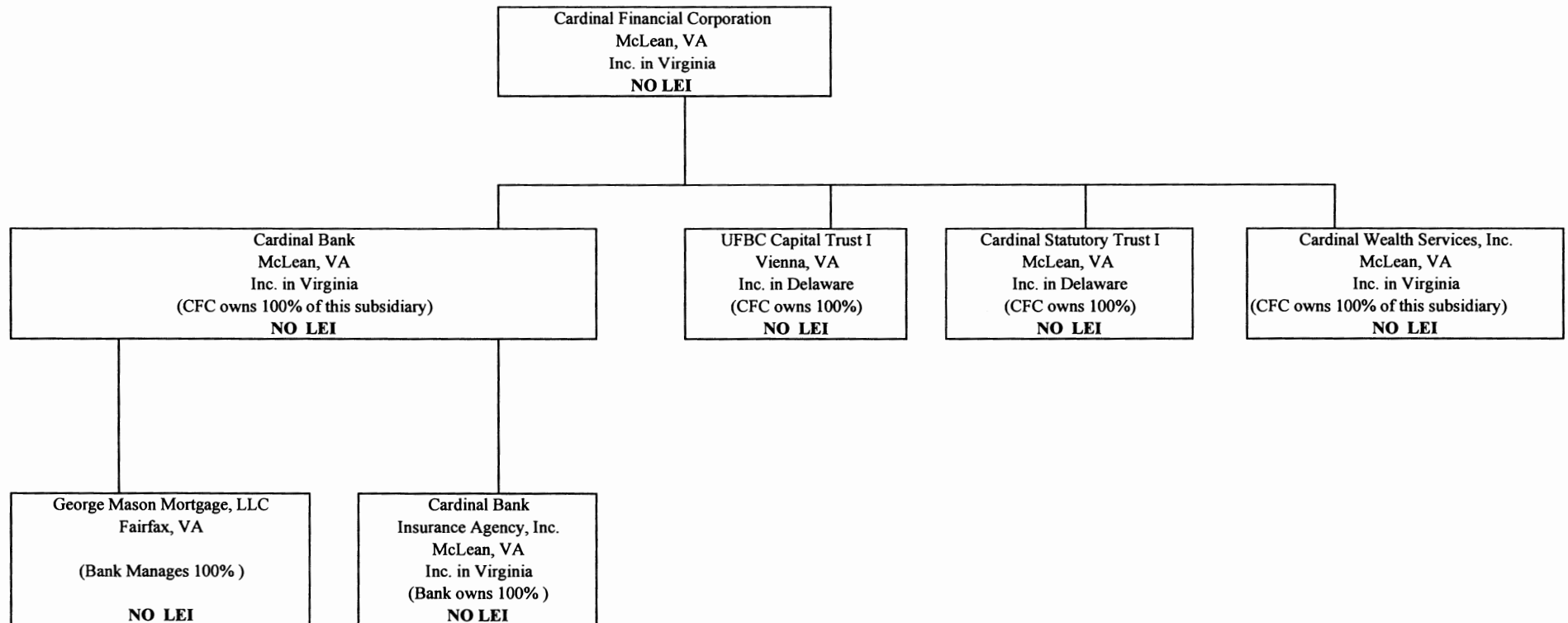
1. Cardinal Financial Corporation is registered with the U.S. Securities and Exchange Commission.
2. a. Organizational Chart (See Page 2).
b. Domestic Branch Listing – Submitted Early Via Email on 3/17/2016
3. (1) See Page 3.
(2) See Page 3.
4. Insiders (See Pages 4 & 5).

Cardinal Financial Corporation

12/31/2015

Organizational Chart

Report Item 2a. Organizational Chart.



The Company and its subsidiaries are incorporated in the Commonwealth of Virginia, with the exception of Cardinal Statutory Trust I and UFBC Capital Trust I, which is incorporated in Delaware.

FORM FR Y-6
CARDINAL FINANCIAL CORPORATION
Fiscal Year Ending December 31, 2015

Report Item 3: Securities Holders
(1)(a)(b)(c) and (2)(a)(b)

| Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending December 31, 2015. | | | | Shareholders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending December 31, 2015. | | | |
|---|---|--|--------------------|--|---|--|--------------------|
| (1) (a) Name & Address (City, State, Country) | (1) (b) Country of Citizenship or Incorporation | (1) (c) Number and Percentage of Each Class of Voting Securities | | (2) (a) Name & Address (City, State, Country) | (2) (b) Country of Citizenship or Incorporation | (2) (c) Number and Percentage of Each Class of Voting Securities | |
| BlackRock, Inc. New York, NY 10022 | USA | 3,179,400 | 9.82% Common Stock | Basswood Capital Management, LLC New York, NY 10022 | USA | 2,297,226 | 7.16% Common Stock |
| Eagle Asset Management, Inc. St. Petersburg, FL 33716 | USA | 1,873,931 | 5.79% Common Stock | National Rural Electric Cooperative Assn. Arlington, VA 22203 | USA | 1,603,241 | 5.00% Common Stock |

FORM FR Y-6
December 31, 2015

Report Item 4: Directors and Officers
(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

| (1) Names & Address | (2) Principal Occupation if other than with BHC | (3)(a) Title & Position with BHC | (3)(b) Title & Position with Subsidiaries (Include Subsidiary Name) | (3)(c) Title & Position with other Businesses (Include name of Business) | (4)(a) Percentage of Voting Shares in BHC | (4)(b) Percentage of Voting Shares in Subsidiaries (Include Subsidiary Name) | (4)(c) List names of other companies if 25% or more of voting securities are held (Name and Percentage) |
|--|--|---|--|--|---|---|--|
| Bernard H. Clineburg Arlington, VA USA | N/A | Chairman, Chief Executive Officer | Chairman, Cardinal Bank Director, George Mason Mortgage, LLC Director, Cardinal Wealth Services, Inc. | N/A | 1.75% | N/A | N/A |
| B. G. Beck Fairfax Station, VA USA | President Beck Foundation | Director | Director, Cardinal Bank Vice Chairman, Cardinal Wealth Services, Inc. Director, George Mason Mortgage, LLC | President Beck Foundation | 0.51% | N/A | Beck Foundation (100%) |
| William G. Buck Arlington, VA USA | President of William G. Buck & Associates, Inc. Real Estate Brokerage & Property Management | Director | Director, Cardinal Bank Chairman, George Mason Mortgage, LLC | President of William G. Buck & Associates, Inc. Real Estate Brokerage & Property Management | 0.65% | N/A | William G. Buck & Associates, Inc. (100%) |
| Sidney O. Dewberry Fairfax, VA USA | Chairman of the Dewberry Companies Architectural, Engineering Firm | Director | Director, Cardinal Bank | Chairman of the Dewberry Companies Architectural, Engineering Firm | 0.55% | N/A | N/A |
| Michael A. Garcia Woodbridge, VA USA | President and Owner Mike Garcia Construction, Inc. | Director | Director, Cardinal Bank Director, George Mason Mortgage, LLC | President and Owner Mike Garcia Construction, Inc. | 0.24% | N/A | Mike Garcia Construction, Inc. (100%) |
| Barbara B. Lang Washington, D.C. USA | Principal & CEO Lang Strategies, LLC | Director | Director, Cardinal Bank | Principal & CEO Lang Strategies, LLC | 0.05% | N/A | Lang Strategies, LLC (100%) |
| J. Hamilton Lambert Great Falls, VA USA | President of J. Hamilton Lambert and Associates Business Consulting Firm | Director | Director, Cardinal Bank Vice Chairman, Cardinal Wealth Services, Inc. | President J. Hamilton Lambert and Assoc. | 0.37% | N/A | J. Hamilton Lambert and Assoc. (100%) |
| William J. Nassetta McLean, VA USA | Founder & CEO of CORE, LLC, an occupational medical staffing and consultation company | Director | Director, Cardinal Bank | Founder, CEO and Medical Director CORE, LLC | 0.04% | N/A | CORE, LLC (100%) |
| William E. Peterson Fairfax, VA USA | Principal & Officer The Peterson Companies Real estate development and management company | Director | Director, Cardinal Bank | Principal & Officer The Peterson Companies | 0.26% | N/A | N/A |
| Alice M. Starr Waco, TX USA | President and CEO Starr Strategies Public relations consulting | Director | Director, Cardinal Bank | President and CEO Starr Strategies | 0.31% | N/A | Starr Strategies (100%) |
| Steven M. Wiltse Longboat Key, FL USA | Retired Certified Public Accountant | Director | Director, Cardinal Bank | Certified Public Accountant | 0.07% | N/A | N/A |

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| Data Action | Effective Date | Branch Service Type | Branch ID_RSSD* | Popular Name | Street Address | City | State | Zip Code | County | Country | FDIC UNINUM* | Office Number* | Head Office | Head Office ID_RSSD* | Comments |
|-------------|----------------|----------------------------|-----------------|-------------------------------|--|----------------|-------|-----------|----------------------|---------------|--------------|----------------|---------------|----------------------|----------|
| ok | | Full Service (Head Office) | 2683014 | CARDINAL BANK | 8270 GREENSBORO DR, SUITE 500 | MC LEAN | VA | 22102 | FAIRFAX | UNITED STATES | 61417 | 0 | CARDINAL BANK | 2683014 | |
| ok | | Full Service | 4557548 | GEORGETOWN BRANCH | 1825 WISCONSIN AVENUE, NW | WASHINGTON | DC | 20007 | DISTRICT OF COLUMBIA | UNITED STATES | Not Required | Not Required | CARDINAL BANK | 2683014 | |
| ok | | Full Service | 3444230 | K STREET BRANCH | 1776 K STREET NORTHWEST | WASHINGTON | DC | 20006 | DISTRICT OF COLUMBIA | UNITED STATES | 449824 | 24 | CARDINAL BANK | 2683014 | |
| ok | | Full Service | 3567054 | BETHESDA BRANCH | 7315 WISCONSIN AVENUE | BETHESDA | MD | 20814 | MONTGOMERY | UNITED STATES | 458386 | 26 | CARDINAL BANK | 2683014 | |
| ok | | Full Service | 4614740 | ROCKVILLE BRANCH | 1807 ROCKVILLE PIKE | ROCKVILLE | MD | 20852 | MONTGOMERY | UNITED STATES | Not Required | Not Required | CARDINAL BANK | 2683014 | |
| ok | | Full Service | 2920438 | ALEXANDRIA BRANCH | 1737 KING STREET | ALEXANDRIA | VA | 22314 | ALEXANDRIA CITY | UNITED STATES | 356720 | 2 | CARDINAL BANK | 2683014 | |
| ok | | Full Service | 4357216 | ALEXANDRIA BRANCH | 697 N. WASHINGTON STREET | ALEXANDRIA | VA | 22314 | ALEXANDRIA CITY | UNITED STATES | 526484 | 39 | CARDINAL BANK | 2683014 | |
| ok | | Full Service | 3311088 | ANNANDALE BRANCH | 4115 ANNANDALE RD STE 101 | ANNANDALE | VA | 22003 | FAIRFAX | UNITED STATES | 443980 | 19 | CARDINAL BANK | 2683014 | |
| ok | | Full Service | 3167034 | ARLINGTON BANKING BRANCH | 2100 N GLEBE RD | ARLINGTON | VA | 22207 | ARLINGTON | UNITED STATES | 366243 | 9 | CARDINAL BANK | 2683014 | |
| ok | | Full Service | 3648243 | BALLSTON BRANCH | 4300 WILSON BOULEVARD, SUITE 102 | ARLINGTON | VA | 22203 | ARLINGTON | UNITED STATES | 478825 | 36 | CARDINAL BANK | 2683014 | |
| ok | | Full Service | 4803599 | LEE HARRISON BRANCH | 5335 LEE HIGHWAY BRANCH | ARLINGTON | VA | 22207 | ARLINGTON | UNITED STATES | Not Required | Not Required | CARDINAL BANK | 2683014 | |
| ok | | Full Service | 4296810 | WILLIAMSBURG BOULEVARD BRANCH | 6402 WILLIAMSBURG BOULEVARD | ARLINGTON | VA | 22207 | ARLINGTON | UNITED STATES | 520019 | 29 | CARDINAL BANK | 2683014 | |
| ok | | Full Service | 4213125 | WILSON BOULEVARD BRANCH | 2505 WILSON BOULEVARD | ARLINGTON | VA | 22201 | ARLINGTON | UNITED STATES | 508875 | 28 | CARDINAL BANK | 2683014 | |
| ok | | Full Service | 3444249 | CHANTILLY BRANCH | 14000 SULLYFIELD CIRCLE | CHANTILLY | VA | 20151 | FAIRFAX | UNITED STATES | 451227 | 25 | CARDINAL BANK | 2683014 | |
| ok | | Full Service | 3314351 | UNION MILL BRANCH | 5766 UNION MILL ROAD | CLIFTON | VA | 20124 | FAIRFAX | UNITED STATES | 433874 | 17 | CARDINAL BANK | 2683014 | |
| ok | | Full Service | 3211704 | FAIRFAX BRANCH | 10641 LEE HWY | FAIRFAX | VA | 22030 | FAIRFAX CITY | UNITED STATES | 430911 | 11 | CARDINAL BANK | 2683014 | |
| ok | | Full Service | 3391745 | FAIRFAX CORNER OFFICE | 4100 MONUMENT CORNER DRIVE | FAIRFAX | VA | 22030 | FAIRFAX | UNITED STATES | 445551 | 22 | CARDINAL BANK | 2683014 | |
| ok | | Full Service | 3281480 | UNIVERSITY MALL BRANCH | 10695 BRADDOCK RD | FAIRFAX | VA | 22032 | FAIRFAX | UNITED STATES | 430914 | 14 | CARDINAL BANK | 2683014 | |
| ok | | Full Service | 3286739 | FREDERICKSBURG BRANCH | 501 JEFFERSON DAVIS HIGHWAY SUITE C | FREDERICKSBURG | VA | 22401 | FREDERICKSBURG CITY | UNITED STATES | 432625 | 16 | CARDINAL BANK | 2683014 | |
| ok | | Full Service | 3592391 | GAINESVILLE BRANCH | 7905 HERITAGE VILLAGE PLAZA | GAINESVILLE | VA | 20155 | PRINCE WILLIAM | UNITED STATES | Not Required | Not Required | CARDINAL BANK | 2683014 | |
| ok | | Full Service | 3253599 | HERNDON BRANCH | 199 ELDEN STREET | HERNDON | VA | 20170 | FAIRFAX | UNITED STATES | 430913 | 13 | CARDINAL BANK | 2683014 | |
| ok | | Full Service | 3216615 | LEESBURG BRANCH | 20 CATOCTIN CIRCLE SE | LEESBURG | VA | 20175 | LOUDOUN | UNITED STATES | 430912 | 12 | CARDINAL BANK | 2683014 | |
| ok | | Full Service | 2817583 | MANASSAS BRANCH | 9626 CENTER ST | MANASSAS | VA | 20110-552 | MANASSAS CITY | UNITED STATES | 75138 | 8 | CARDINAL BANK | 2683014 | |
| ok | | Full Service | 2838896 | MCLEAN BRANCH | 1451 DOLLEY MADISON BOULEVARD, SUITE 103 | MC LEAN | VA | 22101 | FAIRFAX | UNITED STATES | 256516 | 33 | CARDINAL BANK | 2683014 | |
| ok | | Full Service | 3216222 | TYSONS II BRANCH | 1750 TYSONS BOULEVARD, SUITE 100 | MC LEAN | VA | 22102 | FAIRFAX | UNITED STATES | 484695 | 37 | CARDINAL BANK | 2683014 | |
| ok | | Full Service | 3311060 | PURCELLVILLE BRANCH | 440 EAST MAIN STREET | PURCELLVILLE | VA | 20132 | LOUDOUN | UNITED STATES | 444007 | 20 | CARDINAL BANK | 2683014 | |

| | | | | | | | | | | | | | | |
|----|--|--------------|---------|------------------|------------------------------|-----------|----|-------|----------------|---------------|--------|----|---------------|---------|
| ok | | Full Service | 3141230 | RESTON BRANCH | 1900 CENTENNIAL PARK DRIVE | RESTON | VA | 20191 | FAIRFAX | UNITED STATES | 365855 | 34 | CARDINAL BANK | 2683014 |
| ok | | Full Service | 3289178 | STAFFORD BRANCH | 289 GARRISONVILLE RD | STAFFORD | VA | 22554 | STAFFORD | UNITED STATES | 432618 | 15 | CARDINAL BANK | 2683014 |
| ok | | Full Service | 2823959 | STERLING BRANCH | 46005 REGAL PLAZA, SUITE 180 | STERLING | VA | 20165 | LOUDOUN | UNITED STATES | 358551 | 5 | CARDINAL BANK | 2683014 |
| ok | | Full Service | 913520 | VIENNA BRANCH | 133 MAPLE AVENUE, EAST | VIENNA | VA | 22180 | FAIRFAX | UNITED STATES | 16505 | 32 | CARDINAL BANK | 2683014 |
| ok | | Full Service | 3228878 | WOODBIDGE BRANCH | 13870 SMOKETOWN ROAD | WOODBIDGE | VA | 22192 | PRINCE WILLIAM | UNITED STATES | 425181 | 10 | CARDINAL BANK | 2683014 |