

Board of Governors of the Federal Reserve System



# 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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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, top-tier savings and loan holding companies, and U.S. intermediate 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

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

**December 31, 2016**

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

Access National Corporation

Legal Title of Holding Company

1800 Robert Fulton Drive, Suite 300

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

Reston

VA

20191

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Meg Taylor

EVP & CFO

Name

Title

703-871-1327

Area Code / Phone Number / Extension

703-766-3604

Area Code / FAX Number

megtaylor@accessnationalbank.com

E-mail Address

www.accessnationalbank.com

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

I, Michael W. Clarke

Name of the Holding Company Director and Official

President and CEO

Title of the Holding Company Director and Official

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.

*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.*

Signature of Holding Company Director and Official

03/31/2017

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 \_\_\_\_\_

C.I. \_\_\_\_\_

Is confidential treatment requested for any portion of this report submission?  0=No  1=Yes

In accordance with the General Instructions for this report (check only one),

1. a letter justifying this request is being provided along with the report .....   
 2. a letter justifying this request has been provided separately .....

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

## For Use By Tiered Holding Companies

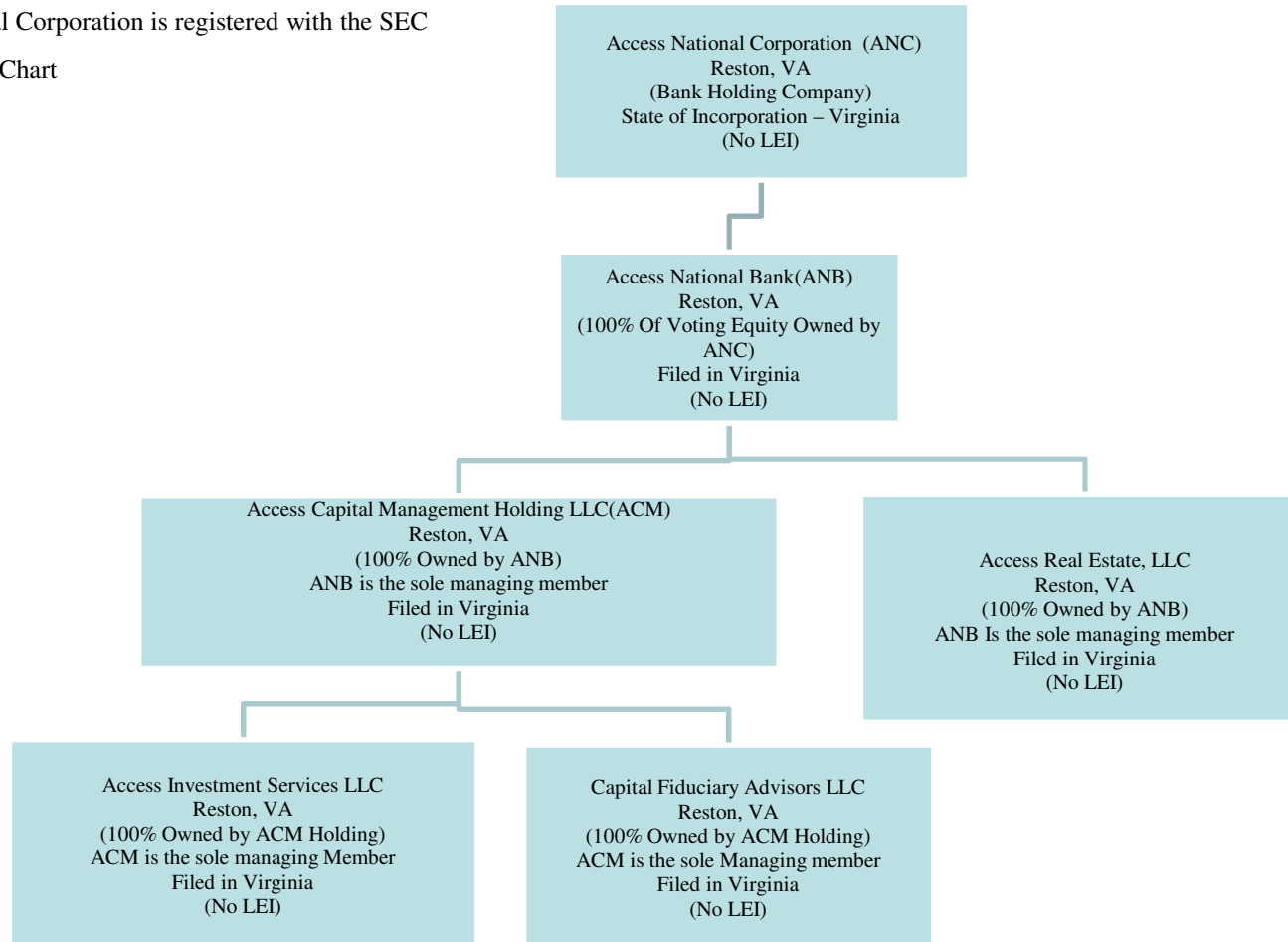
Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

<p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p> <hr/>	<p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p> <hr/>
<p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p> <hr/>	<p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p> <hr/>
<p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p> <hr/>	<p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p> <hr/>
<p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p> <hr/>	<p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p> <hr/>

Access National Corporation  
Reston, Virginia  
Form FRY-6  
December 31, 2016

Report Item

- 1. Access National Corporation is registered with the SEC
- 2a. Organizational Chart



2b. Domestic branch listing provided to the Federal Reserve Bank.

**Results:** A list of branches for your depository institution: [ACCESS NATIONAL BANK \(ID\\_RSSD: 2859903\)](#).  
 This depository institution is held by [ACCESS NATIONAL CORPORATION \(3109904\)](#) of [RESTON, VA](#).  
 The data are as of [12/31/2016](#). Data reflects information that was received and processed through [01/10/2017](#).

**Reconciliation and Verification Steps**

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below
2. If required, enter the date in the **Effective Date** column

**Actions**

- OK:** If the branch information is correct, enter 'OK' in the **Data Action** column.
- Change:** If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.
- Close:** If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.
- Delete:** If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.
- Add:** If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper

**Submission Procedure**

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.  
 If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail

Note:  
 To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of **Change, Close, Delete, or Add**.  
 The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>

\* FDIC UNINUM, Office Number, and ID\_RSSD columns are for reference only. Verification of these values is not required.

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)	2859903	ACCESS NATIONAL BANK	1800 ROBERT FULTON DR, SUITE 300	RESTON	VA	20191	FAIRFAX	UNITED STATES	76154	0	ACCESS NATIONAL BANK	2859903	
OK		Full Service	5069972	ALEXANDRIA BRANCH	2050 BALLENGER AVENUE	ALEXANDRIA	VA	22314	ALEXANDRIA CITY	UNITED STATES	Not Required	Not Required	ACCESS NATIONAL BANK	2859903	
OK		Full Service	3284593	CHANTILLY BRANCH	4221 WALNEY ROAD	CHANTILLY	VA	20151	FAIRFAX	UNITED STATES	454318	1	ACCESS NATIONAL BANK	2859903	
OK		Full Service	3606672	LEESBURG BRANCH	300 FORT EVANS RD NE SUITE 103	LEESBURG	VA	20176	LOUDOUN	UNITED STATES	463521	3	ACCESS NATIONAL BANK	2859903	
OK		Full Service	3680225	MANASSAS BRANCH	8525 ROLLING ROAD	MANASSAS	VA	20110	PRINCE WILLIAM	UNITED STATES	470106	4	ACCESS NATIONAL BANK	2859903	
OK		Full Service	3284605	VIENNA/TYSONS BRANCH	8221 OLD COURTHOUSE RD STE 100	VIENNA	VA	22182	FAIRFAX	UNITED STATES	454319	2	ACCESS NATIONAL BANK	2859903	

**Access National Corporation**

**Form FR Y-6**

December 31, 2016

**Report Item 3: Shareholders**

(1)(a)(1)(b)(1)(c)(2)(a)(2)(b)(2)(c)

Current Shareholders with ownership, Control or holdings of 5% or more with power to vote as of 12-31-2016			Shareholders not listed in 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2016		
(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
Michael W. Clarke Vienna, Virginia, USA (includes shares held jointly with Kathleen Clarke)	USA	786,904 - Common Stock 7.40%	None	None	None
Thomas M. Kody McLean, Virginia, USA (includes shares held jointly with Jamie Kody)	USA	730,209 - Common Stock 6.87%			
James L. Jadloš* Littleton, Colorado, USA (includes shares held jointly with Pamela Jadloš)	USA	651,774 - Common Stock 6.13%			

\* Reported by shareholder as of 12/06/2016.

**Access National Corporation**  
**Form FR Y-6**  
December 31, 2016

**Report Item 4: Directors, Officers and Principal Shareholders**

(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Names & Address (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
<b>Michael W. Clarke</b> <b>Vienna, VA, United States</b> (Includes shares held jointly with Kathleen Clarke)		President, CEO, Director, Access National Corp. Trustee, Access National Corp. Defined Benefit Contribution Plan	CEO, Director, Access National Bank Chairman, Director, Access Real Estate, LLC	NA	7.40%	NA	<b>Spencer Investments, LLC - 50%</b> <b>Douglas Court Properties, LLC - 50%</b>
<b>John W. Edgemond</b> <b>Reston, VA, United States</b> (Includes share held jointly with Jamie McClellan)	Owner, Greenworks Landscaping, Inc.	Director, Access National Corp.	Director, Access National Bank	Owner, Greenworks Landscaping, Inc.	0.93%	NA	<b>Greenworks Landscaping, Inc. - 100% Owner</b> <b>Spencer Investments, LLC - 50%</b>
<b>Thomas M. Kody</b> <b>McLean, VA, United States</b> (Includes share held jointly with Jamie Kody)	Owner, Waldorf Ford, Inc	Director, Access National Corp.	Director, Access National Bank	Owner, Waldorf Ford, Inc	6.87%	NA	<b>Waldorf Ford, Inc - 100% Owner</b> <b>Leopardtown Ford, Inc - 100% Owner</b> <b>Prince Frederick Ford - 95% Owner</b> <b>Kody Imports I, LLC - 100% Owner</b> <b>Kody Imports II, LLC - 100% Owner</b> <b>Kody Holdings, LLC - 100% Owner</b> <b>Kody Holdings II, LLC - 100% Owner</b> <b>Kody Holdings of Prince Frederick, LLC - 100%</b> <b>Car Center, LLC - 100%</b> <b>Culpeper Real Estate Associates, LLC - 50%</b> <b>Lexington Park Ford Lincoln Mercury, LLC - 100%</b> <b>Kody Holdings Lexington Park LLC - 100%</b> <b>SMRC Reinsurance Company, Ltd. - 100%</b> <b>SMRC II Reinsurance Company, Ltd. - 50%</b> <b>SMRC III Reinsurance Company, Ltd. - 100%</b> <b>SMRC IV Reinsurance Company, Ltd. - 50%</b> <b>SMRC V Reinsurance Company, Ltd. - 100%</b> <b>SMRC VI Reinsurance Company, Ltd. - 50%</b> <b>Kody Domestics, LLC - 95%</b> <b>Kody Domestics II, LLC - 100%</b> <b>Kody Domestics III, LLC - 95%</b> <b>Kody Holdings of Upper Marlboro, LLC - 100%</b>
<b>Martin S. Friedman</b> <b>Great Falls, VA, United States</b> (Includes share held jointly with Dina Friedman)	CEO, FJ Capital Management	Director, Access National Corp.	Director, Access National Bank	Managing Member, FJ Capital Long/Short Equity Fund	0.49%	NA	<b>FJ Capital Management, 80%</b>
<b>J. Randolph Babbitt</b> <b>Reston, VA, United States</b> (Includes share held jointly with Katherine Babbitt)	Managing Member, Babbitt & Associates, LLC	Director, Access National Corp.	Director, Access National Bank	Managing Member, Babbitt & Associates, LLC	1.23%	NA	<b>Babbitt &amp; Associates, LLC - 100%</b>
<b>Dean Hackemer</b> <b>Fairfax, VA, United States</b> (Includes share held jointly with Kara Hackemer)		Trustee, Access National Corp. Defined Benefit Contribution Plan	President, Access National Mortgage, a division of Access National Bank	NA	2.59%	NA	<b>None</b>
<b>Robert C. Shoemaker</b> <b>Fairfax, VA, United States</b> (Includes shares held jointly with Rhonda Shoemaker)		Director, Executive Vice President, Access National Corp.	Director, Executive Vice President, CLO, Access National Bank Director, Access National Leasing Corp. Director, Executive Vice President, Access Real Estate, LLC	NA	3.94%	NA	<b>None</b>
<b>Margaret M. Taylor</b> <b>Aldie, VA, United States</b> (Includes shares held jointly with Mark Taylor)		Executive Vice President, CFO, Access National Corp.	Senior Vice President, CFO, Access National Bank	NA	0.17%	NA	<b>None</b>
<b>Michael G. Anzilotti</b> <b>Gainesville, VA, United States</b>		Director, Access National Corp.	Director, Access National Bank	NA	1.00%	NA	<b>None</b>