

Schedule F of Form ADV

Applicant: Cardinal Capital Management, Inc.	SEC File Number: 801-40703	Date: 02/2009
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Continuation Sheet for Form ADV Part II

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Cardinal Capital Management, Inc.	IRS Empl. Ident. No.: 56-1760706
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Item of Form (identify)	Answer
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Item ID	<p>As discussed below in this disclosure statement, Cardinal Capital Management (the “Registrant”) provides its clients (i.e. individuals, pension and profit sharing plans, trusts, and business entities) with discretionary investment management and investment related consulting services. The Registrant does not provide financial planning, estate planning, or insurance planning services. To the extent specifically requested by a client, Registrant may provide limited consultation services to its investment management clients on investment and non-investment related matters. Any such consultation services, to the extent rendered, shall be rendered exclusively on an unsolicited basis, for which Registrant shall usually not receive any separate or additional fee.</p> <p>The client can determine to engage the Registrant to provide discretionary or non-discretionary investment management services on a <i>fee-only</i> basis. The Registrant’s annual investment management fee shall be based upon a percentage (%) of the market value of the assets placed under the Registrant’s management, as follows:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th rowspan="2" style="text-align: left;"><u>Assets under Management</u></th> <th colspan="3" style="text-align: center;"><u>Annual Fee</u></th> </tr> <tr> <th style="text-align: center;">Bonds</th> <th style="text-align: center;">Domestic Equity & Other</th> <th style="text-align: center;">Non-domestic Equity & Other</th> </tr> </thead> <tbody> <tr> <td>First \$2,000,000</td> <td style="text-align: center;">0.50%</td> <td style="text-align: center;">1.0%</td> <td style="text-align: center;">1.5%</td> </tr> <tr> <td>Next \$3,000,000</td> <td style="text-align: center;">0.40%</td> <td style="text-align: center;">.80%</td> <td style="text-align: center;">1.2%</td> </tr> <tr> <td>Over \$5,000,000</td> <td style="text-align: center;">negotiated</td> <td style="text-align: center;">negotiated</td> <td style="text-align: center;">negotiated</td> </tr> </tbody> </table> <p>Registrant's annual investment management fee shall be prorated and paid quarterly, in arrears, based upon the market value of the assets on the last business day of the previous quarter. The Registrant generally requires a minimum quarterly fee of \$1,250.00 for investment management services. However, Registrant, in its sole discretion, may reduce its minimum fee and/or charge a lesser investment management fee based upon certain criteria (i.e. anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, negotiations with client, etc.).</p> <p>In the event that the client requests that the Registrant recommend a broker-dealer/custodian for execution and/or custodial services (exclusive of those clients that may direct the Registrant to use a specific broker-dealer/custodian), Registrant generally recommends that investment management accounts be maintained at Merrill Lynch (“Merrill”). When beneficial to the client, individual debt and/or equity transactions may be effected through broker-dealers with whom Registrant and/or the client have entered into arrangements for prime brokerage clearing services.</p> <p>Currently, the Registrant recommends that clients primarily allocate investment management assets among various individual equity and/or fixed income securities, and/or mutual funds, on a discretionary basis, in accordance with the client’s designated investment objective(s). As discussed above, unless the client directs otherwise, Registrant shall generally recommend that Merrill serve as the broker-dealer/custodian for client investment management assets. Broker-dealers charge brokerage commissions and/or transaction fees for effecting certain securities transactions (i.e. transaction fees are charged for certain no-load mutual funds, commissions are charged for individual equity and fixed income securities transactions. In addition to Registrant’s investment management fee, brokerage commissions and/or transaction fees, the client will also incur, relative to all mutual fund and exchange traded fund purchases, charges imposed at the fund</p>	<u>Assets under Management</u>	<u>Annual Fee</u>			Bonds	Domestic Equity & Other	Non-domestic Equity & Other	First \$2,000,000	0.50%	1.0%	1.5%	Next \$3,000,000	0.40%	.80%	1.2%	Over \$5,000,000	negotiated	negotiated	negotiated
<u>Assets under Management</u>	<u>Annual Fee</u>																			
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	<p>level (e.g. management fees and other fund expenses).</p> <p>Prior to engaging Registrant to provide investment management services, the client will be required to enter into a formal <i>Investment Advisory Agreement</i> with Registrant setting forth the terms and conditions under which Registrant shall manage the client's assets, and a separate custodial/clearing agreement with each designated broker-dealer/custodian. Both Registrant's <i>Investment Advisory Agreement</i> and the custodial/ clearing agreement may authorize the custodian to debit the account for the amount of the Registrant's investment advisory fee and to directly remit that management fee to the Registrant in compliance with regulatory procedures. In the limited event that the Registrant bills the client directly, payment is due upon receipt of the Registrant's invoice. The Investment Advisory Agreement between the Registrant and the client will continue in effect until terminated by either party by written notice in accordance with the terms of the <i>Investment Advisory Agreement</i>. Upon termination of the engagement, the Registrant shall debit the account for its fee based upon the number of days during the billing quarter prior to termination.</p> <p>Factors that the Registrant considers in recommending Merrill (or any other broker-dealer/custodian to clients) include historical relationship with the Registrant, financial strength, reputation, execution capabilities, pricing, research, and service. Although the commissions and/or transaction fees paid by Registrant's clients shall comply with the Registrant's duty to obtain best execution, a client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where the Registrant determines, in good faith, that the commission/transaction fee is reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although Registrant will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client account transactions. The brokerage commissions or transaction fees charged by the designated broker-dealer/custodian are exclusive of, and in addition to, Registrant's investment management fee. The Registrant's best execution responsibility is qualified if securities that it purchases for client accounts are no-load mutual funds that trade at net asset value as determined at the daily market close.</p> <p>MISCELLANEOUS</p> <p>It remains each client's responsibility to promptly notify the Registrant if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising Registrant's previous recommendations and/or services.</p> <p>Neither the Registrant nor the client may assign the <i>Investment Advisory Agreement</i> without the prior consent of the other party. Transactions that do not result in a change of actual control or management of the Registrant shall not be considered an assignment.</p> <p>A copy of Registrant's written disclosure statement as set forth on Part II of Form ADV (or an equivalent brochure) shall be provided to each client prior to or contemporaneously with the execution of the <i>Investment Advisory Agreement</i>. Any client who has not received a copy of Registrant's written disclosure statement at least 48 hours prior to executing the <i>Investment Advisory Agreement</i> shall have five business days subsequent to executing the agreement to terminate the Registrant's services without penalty.</p>
Item 5	All persons involved in the investment decision making process must have a college degree.

Complete amended pages in full, circle amended items and file with execution page (page 1).

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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Cardinal Capital Management, Inc.	IRS Empl. Ident. No.: 56-1760706
Item of Form (identify)	Answer
	Completion of or work towards Chartered Financial Analyst designation is desired. Previous investment experience is required.
Item 6	<p>Name: Joel A. Millikan Date of birth: 1941</p> <p>Education: Oberlin College BA Economics 1963 University of Chicago MBA 1965 Chartered Financial Analyst CFA 1975</p> <p>Business background for preceding five years: January 1992 to present <i>Cardinal Capital Management, Inc.</i> Chairman and Chief Investment Officer</p> <p>Name: Glenn C. Andrews Date of birth: 1950</p> <p>Education: University of Tennessee BSBA 1974 University of Tennessee MBA 1977 Chartered Financial Analyst CFA 1987</p> <p>Business background for preceding five years: May 2004 to present <i>Cardinal Capital Management, Inc.</i> President January 2003 to present <i>BWA Consulting</i> Principal August 2000 to May 2002 <i>BioStratum, Inc.</i> Exec. Vice President June 1996 to February 2000 <i>Medco Research</i> Exec. Vice President</p> <p>Name: Jonathan W. Andrews Date of birth: 1972</p> <p>Education: Hampton-Sydney College BA 1994 University of Miami School of Law JD 1998 Georgetown University, School of Business MBA 2002</p> <p>Business background for preceding five years: March 2008 to present <i>Cardinal Capital Management, Inc.</i> Vice President May 2007 to March 2008 <i>Lehman Brothers</i> Vice President August 2002 to April 2007 <i>Salomon Smith Barney, Inc.</i> Vice President</p>
Item 9	The employees of Registrant and immediate family members typically hold many of the same securities in their personal portfolios as do clients of the firm. When changes in holdings are made all client transactions are completed before similar transactions are made in employee or immediate family accounts. Non-immediate family members of employees may be managed on a fee-paying basis and receive the same priority of transactions as all clients.

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	Registrant's employees are guided by the "Code of Ethics and Standards of Professional Conduct" of the Association for Investment Management and Research, recently renamed The CFA Institute. In essence, the Code clearly and plainly communicates to employees the basic fiduciary concepts that must be followed to act with integrity, competence, dignity and to meet high ethical standards of conduct. A copy of the Code of Ethics is available to clients upon request.
Item 10	Please see previous disclosure at Item 1D of this Schedule F regarding Registrant's account minimum.
Items 12A and 12B	<p>See previous disclosure at Item 1D.</p> <p>Please Note/Potential Conflict of Interest: In the event that the transactions for a client's accounts are effected through a broker-dealer that refers investment management clients to the Registrant, there exists the potential for conflict of interest if the accounts incur higher commission or transaction costs than the accounts would otherwise have incurred had the client determined to effect account transactions through alternative clearing arrangements that may have been available through the Registrant. In addition, in the event that the client directs the Registrant to effect securities transactions for the client's accounts through a specific broker-dealer, the client correspondingly acknowledges that such direction may cause the accounts to incur higher commissions or transaction costs than the accounts would otherwise incur had the client determined to effect account transactions through alternative clearing arrangements that may be available through the Registrant.</p> <p>Registrant may choose at its discretion particular securities to be bought, sold, or otherwise disposed of. Registrant will generally undertake these actions without specific limitations imposed by the client. In certain circumstances, the client may withhold full authority owing to tax, social, legal, or other considerations.</p> <p>Registrant may suggest particular brokers to individual clients who request such advice. Registrant will endeavor to pay reasonable commissions, taking into consideration research, execution capabilities and all other relevant factors. The research services provided by particular brokers will be used to service all accounts, not just those paying for it.</p> <p>From time to time Registrant executes security purchases for multiple fee-paying accounts by use of block trades. Trades are placed with brokers in a systematically rotated order. Average execution price and average commission rates are applied to all accounts making up the block trade with a specific broker. In the event of a partial fill, prices and commissions are applied to accounts in a systematically rotated account order.</p> <p>Registrant votes all proxies for securities held by clients on clients' behalf unless instructed otherwise by client. Registrant's policy and procedure is available upon client request as is a record of proxy votes. Generally stated, Registrant votes proxy issues in a manner that is in the best interest of the client as a long term owner of a portion of the company.</p>
Item 13A	Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, Registrant may receive from Merrill (or other broker-dealer/custodian) without cost (and/or at a discount) support services and/or products, certain of which assist the Registrant to better monitor and service client accounts maintained at Merrill. Included within the support services that may be obtained by the Registrant may be

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	<p>investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services, discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support, computer hardware and/or software and/or other products used by Registrant in furtherance of its investment advisory business operations.</p> <p>As indicated above, certain of the support services and/or products that <i>may</i> be received may assist the Registrant in managing and administering client accounts. Others do not directly provide such assistance, but rather assist the Registrant to manage and further develop its business enterprise.</p> <p>Registrant's clients do not pay more for investment transactions effected and/or assets maintained at Merrill as result of this arrangement. There is no corresponding commitment made by the Registrant to Merrill or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as result of the above arrangement.</p> <p>The Registrant's Chief Compliance Officer, Joel A. Millkan, CFA, remains available to address any questions that a client or prospective may have regarding the above arrangement and any corresponding perceived conflict of interest any such arrangement may create.</p>	
Item 13B	<p>If a client is introduced to the Registrant by either an unaffiliated or an affiliated solicitor, Registrant may pay that solicitor a referral fee in accordance with the requirements of Rule 206(4)-3 of the Investment Advisers Act of 1940, and any corresponding state securities law requirements. Any such referral fee shall be paid solely from the Registrant's investment management fee, and shall not result in any additional charge to the client. If the client is introduced to the Registrant by an unaffiliated solicitor, the solicitor, at the time of the solicitation, shall disclose the nature of his/her/its solicitor relationship, and shall provide each prospective client with a copy of the Registrant's written disclosure statement as same is set forth on Part II of Form ADV, including this Schedule "F", together with a copy of the written disclosure statement from the solicitor to the client disclosing the terms of the solicitation arrangement between the Registrant and the solicitor, including the compensation to be received by the solicitor from the Registrant.</p>	

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