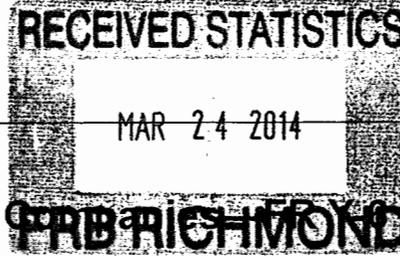


Board of Governors of the Federal Reserve System



Annual Report of Holding Company



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, 2013

Month / Day / Year

I, **John Caughey**

Reporter's Name, Street, and Mailing Address

CapGen Capital Group VI LLC

Legal Title of Holding Company

120 West 45th Street - Suite 1010

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

New York

NY

10036

City

State

Zip Code

Name of the Holding Company Director and Official

CapGen Capital Group VI LLC - VP & CFO

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.

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:

Charlie Rogers

Controller

Name

Title

212-542-6876

Area Code / Phone Number / Extension

212-542-5879

Area Code / FAX Number

charogers@capgen.com

E-mail Address

CapGen.com

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

Signature of Holding Company Director and Official

03/21/2014

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 **4150679**
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

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.

CapGen Capital Group VI LP
Legal Title of Subsidiary Holding Company

120 West 45th Street
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

New York NY 10036
City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Hampton Roads Bancshares, Inc.
Legal Title of Subsidiary Holding Company

641 Lynnhaven Parkway
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Virginia Beach VA 23452
City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Results: A list of branches for your depository institution: BANK OF HAMPTON ROADS (ID_RSSD: 1161029).
 This depository institution is held by HAMPTON ROADS BANKSHARES, INC. (3012554) of VIRGINIA BEACH, VA.
 The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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)	1161029	BANK OF HAMPTON ROADS	641 LYNNHAVEN PARKWAY	VIRGINIA BEACH	VA	23452	VIRGINIA BEACH CITY	UNITED STATES	38827	0	BANK OF HAMPTON ROADS	1161029	
OK		Full Service	3080281	EDENTON BRANCH	322 SOUTH BROAD STREET	EDENTON	NC	27932	CHOWAN	UNITED STATES	363680	27	BANK OF HAMPTON ROADS	1161029	
OK		Full Service	2748650	ELIZABETH CITY MAIN BRANCH	1145 NORTH ROAD STREET	ELIZABETH CITY	NC	27909	PASQUOTANK	UNITED STATES	61824	23	BANK OF HAMPTON ROADS	1161029	
OK		Full Service	819828	SOUTHGATE BRANCH	1404 WEST EHRINGHAUS ST	ELIZABETH CITY	NC	27909	PASQUOTANK	UNITED STATES	204885	32	BANK OF HAMPTON ROADS	1161029	
OK		Full Service	3549041	SOUTHERN SHORES BRANCH	5406 NORTH CROATAN HIGHWAY	KITTY HAWK	NC	27949	DARE	UNITED STATES	454930	44	BANK OF HAMPTON ROADS	1161029	
OK		Full Service	3312825	MOYOCK OFFICE	100 MOYOCK COMMONS DRIVE	MOYOCK	NC	27958	CURRITUCK	UNITED STATES	438936	38	BANK OF HAMPTON ROADS	1161029	
OK		Full Service	2887951	PLYMOUTH BRANCH	433 US HWY 64 EAST	PLYMOUTH	NC	27962	WASHINGTON	UNITED STATES	261210	26	BANK OF HAMPTON ROADS	1161029	
OK		Full Service	3680391	LAKE BOONE BRANCH	2235 GATEWAY ACCESS POINT	RALEIGH	NC	27607	WAKE	UNITED STATES	469935	54	BANK OF HAMPTON ROADS	1161029	
OK		Full Service	1466395	CROSSROADS BRANCH	1500 MOUNT PLEASANT ROAD	CHESAPEAKE	VA	23322	CHESAPEAKE CITY	UNITED STATES	261150	3	BANK OF HAMPTON ROADS	1161029	
OK		Full Service	1418321	DEEP CREEK BRANCH	852 N GEORGE WASHINGTON HWY	CHESAPEAKE	VA	23323	CHESAPEAKE CITY	UNITED STATES	261149	2	BANK OF HAMPTON ROADS	1161029	
OK		Full Service	3328273	GREAT BRIDGE BRANCH	239 BATTLEFIELD BLVD S	CHESAPEAKE	VA	23322	CHESAPEAKE CITY	UNITED STATES	443128	20	BANK OF HAMPTON ROADS	1161029	
OK		Full Service	3374261	GREENBRIER BRANCH	201 VOLVO PARKWAY	CHESAPEAKE	VA	23320	CHESAPEAKE CITY	UNITED STATES	512907	61	BANK OF HAMPTON ROADS	1161029	
OK		Full Service	2685438	PORTSMOUTH BOULEVARD BRANCH	4108 PORTSMOUTH BLVD	CHESAPEAKE	VA	23321	CHESAPEAKE CITY	UNITED STATES	261157	12	BANK OF HAMPTON ROADS	1161029	
OK		Full Service	1901270	SOUTH NORFOLK BRANCH	712 LIBERTY STREET	CHESAPEAKE	VA	23324	CHESAPEAKE CITY	UNITED STATES	261151	4	BANK OF HAMPTON ROADS	1161029	
OK		Full Service	3696655	DOMINION BRANCH	100 DOMINION DRIVE	EMPORIA	VA	23847	GREENSVILLE	UNITED STATES	472628	55	BANK OF HAMPTON ROADS	1161029	
OK		Full Service	4502445	DOMINION TOWER BRANCH	999 WATERSIDE DRIVE	NORFOLK	VA	23510	NORFOLK CITY	UNITED STATES	445541	21	BANK OF HAMPTON ROADS	1161029	
OK		Full Service	2794572	EAST BEACH BRANCH	4037 EAST LITTLE CREEK RD	NORFOLK	VA	23518	NORFOLK CITY	UNITED STATES	261161	16	BANK OF HAMPTON ROADS	1161029	
OK		Full Service	3549050	GHEENT BRANCH	539 WEST 21ST STREET	NORFOLK	VA	23517	NORFOLK CITY	UNITED STATES	454908	42	BANK OF HAMPTON ROADS	1161029	
OK		Full Service	3103788	BROAD STREET BRANCH	8209 WEST BROAD STREET	RICHMOND	VA	23294	HENRICO	UNITED STATES	363498	46	BANK OF HAMPTON ROADS	1161029	
OK		Full Service	2833181	PATTERSON BRANCH	5300 PATTERSON AVENUE	RICHMOND	VA	23226	RICHMOND CITY	UNITED STATES	364636	47	BANK OF HAMPTON ROADS	1161029	
OK		Full Service	3447642	SHORT PUMP BRANCH	12090 WEST BROAD STREET	RICHMOND	VA	23233	HENRICO	UNITED STATES	452974	50	BANK OF HAMPTON ROADS	1161029	
OK		Full Service	3300103	SUFFOLK BRANCH	2825 GODWIN BLVD	SUFFOLK	VA	23434	SUFFOLK CITY	UNITED STATES	432815	36	BANK OF HAMPTON ROADS	1161029	
OK		Full Service	3341982	HILLTOP BRANCH	1580 LASKIN ROAD	VIRGINIA BEACH	VA	23451	VIRGINIA BEACH CITY	UNITED STATES	442302	39	BANK OF HAMPTON ROADS	1161029	
OK		Full Service	593726	INDIAN RIVER BRANCH	5472 INDIAN RIVER ROAD	VIRGINIA BEACH	VA	23464	VIRGINIA BEACH CITY	UNITED STATES	36325	5	BANK OF HAMPTON ROADS	1161029	
OK		Full Service	3058860	PEMBROKE BRANCH	281 INDEPENDENCE BOULEVARD, SUITE 100	VIRGINIA BEACH	VA	23462	VIRGINIA BEACH CITY	UNITED STATES	361302	19	BANK OF HAMPTON ROADS	1161029	
OK		Full Service	3352643	SANDBRIDGE BRANCH	2098 PRINCESS ANNE ROAD	VIRGINIA BEACH	VA	23456	VIRGINIA BEACH CITY	UNITED STATES	442303	40	BANK OF HAMPTON ROADS	1161029	
OK		Full Service	3187274	SHORE DRIVE BRANCH	3001 SHORE DR	VIRGINIA BEACH	VA	23451	VIRGINIA BEACH CITY	UNITED STATES	418908	28	BANK OF HAMPTON ROADS	1161029	

Results: A list of branches for your depository institution: SHORE BANK (ID_RSSD: 310875).
 This depository institution is held by HAMPTON ROADS BANKSHARES, INC. (3012554) of VIRGINIA BEACH, VA.
 The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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)	310875	SHORE BANK	25253 LANKFORD HIGHWAY	ONLEY	VA	23418	ACCOMACK	UNITED STATES	44128	0	SHORE BANK	310875	
OK		Full Service	3642027	POCOMOKE BRANCH	103 POCOMOKE MARKETPLACE	POCOMOKE CITY	MD	21851	WORCESTER	UNITED STATES	479326	112	SHORE BANK	310875	
OK		Full Service	3726253	SOUTH BRANCH	1503 SOUTH SALISBURY BOULEVARD	SALISBURY	MD	21801	WICOMICO	UNITED STATES	479325	111	SHORE BANK	310875	
OK		Full Service	2709491	CAPE CHARLES BRANCH	22468 LANKFORD HIGHWAY	CAPE CHARLES	VA	23310	NORTHAMPTON	UNITED STATES	284110	100	SHORE BANK	310875	
OK		Full Service	2709473	CHINCOTEAGUE BRANCH	6350 MADDOX BLVD	CHINCOTEAGUE ISLAND	VA	23336	ACCOMACK	UNITED STATES	284111	101	SHORE BANK	310875	
OK		Full Service	2709482	EXMORE BRANCH	4071 LANKFORD HIGHWAY	EXMORE	VA	23350	NORTHAMPTON	UNITED STATES	284109	1	SHORE BANK	310875	

Form FR Y-6
 CapGen Capital Group VI LP
 Fiscal Year Ending December 31, 2013

Report Item 3: Securities Holders

(1) (a) Name	(1) (a) City	(1) (a) State	(1) (a) Country	(1) (b) Citizenship	(1) (c) Number of Securities	(1) (c) Percent of Voting Securities
Eugene Ludwig through CapGen Capital Group II LLC	Washington	DC	USA	USA	Cumulatively 2.029%	Cumulatively 100%
Robert Goldstein through CapGen Capital Group II LLC	Westport	CT	USA	USA	Cumulatively 2.029%	Cumulatively 100%
John Rose through CapGen Capital Group II LLC	Hermitage	PA	USA	USA	Cumulatively 2.029%	Cumulatively 100%
John Sullivan through CapGen Capital Group II LLC	Garden City	NY	USA	USA	Cumulatively 2.029%	Cumulatively 100%

(2) (a) Name	(2) (a) City	(2) (a) State	(2) (a) Country	(2) (b) Citizenship	(2) (c) Number of Securities	(2) (c) Percent of Voting Securities
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n/a

Form FR Y-6
 CapGen Capital Group VI LLC
 Fiscal Year Ending December 31, 2013

Report Item 3: Securities Holders

(1) (a) Name	(1) (a) City	(1) (a) State	(1) (a) Country	(1) (b) Citizenship	(1) (c) Number of Securities	(1) (c) Percent of Voting Securities
Eugene Ludwig	Washington	DC	USA	USA	n/a - LLC membership interest	37.350%
Robert Goldstein	Westport	CT	USA	USA	n/a - LLC membership interest	22.350%
John Rose	Hermitage	PA	USA	USA	n/a - LLC membership interest	22.350%
John Sullivan	Garden City	NY	USA	USA	n/a - LLC membership interest	10.000%

(2) (a) Name	(2) (a) City	(2) (a) State	(2) (a) Country	(2) (b) Citizenship	(2) (c) Number of Securities	(2) (c) Percent of Voting Securities
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n/a

Hampton Roads Bankshares, Inc.

Form FR Y-6

December 31, 2013

Report Item 3: Shareholders

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2013				Shareholders not listed in 3(1)(a) and 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2013		
(1)(a) Name and Address	(1)(b) Country of Citizenship or Incorporation	(1)(c) and Percentage of Each Class of Voting Securities	Number	(2)(a) Name and Address	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
The Carlyle Group Washington DC	USA	42,398,583 - 24.90%	Common Stock	None		
ACMO-HR LLC (Anchorage) New York, NY	USA	42,398,583 - 24.90%	Common Stock			
CapGen Capital Group VI LP New York, NY	USA	51,024,981 - 29.97%	Common Stock			

Form FR Y-6
 CapGen Capital Group VI LLC
 Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name & 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 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)
Robert Goldstein Westport, CT USA	Principal, CapGen Capital Advisers, LLC	Principal	Director - Hampton Roads Bankshares	Director & Chairman - BANKshares (and its banking subsidiary, BankFIRST) Director - Seacoast Banking Corporation of Florida (and its banking subsidiary, Seacoast National Bank) Director - Palmetto Bancshares (and its banking subsidiary, Palmetto Bank) Director - FNB Corporation	22.350%	None	None
Eugene Ludwig Washington, DC USA	Managing Member & Principal, CapGen Capital Advisers, LLC	Managing Member & Principal	n/a	See Attached	37.350%	None	See Attached
John Rose Hermitage, PA USA	Principal, CapGen Capital Advisers, LLC	Principal	n/a	Director - PacWest Bancorp Director - Jacksonville Bancorp (and its banking subsidiary, The Jacksonville Bank) Director - McAllen Capital Partners Director - White River Capital Corp. Director - FNB Corporation	22.350%	None	None
John Sullivan Garden City, NY USA	Managing Director, CapGen Capital Advisers, LLC	Managing Director	n/a	Director - Palmetto Bancshares (and its banking subsidiary, Palmetto Bank) Director - Jacksonville Bancorp (and its banking subsidiary, The Jacksonville Bank)	10.000%	None	None
John Caughey Stewart Manor, NY USA	Chief Financial Officer, CapGen Capital Advisers, LLC	Chief Financial Officer	n/a	Director - Director - Helen Keller Services for the Blind	0.500%	None	None

Form FR Y-6
 CapGen Capital Group VI LP
 Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name & 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 Other Businesses (Include Names of Other Businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (Include Names of Company 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)
Robert Goldstein Westport, CT USA	Principal, CapGen Capital Advisers, LLC	Principal	Director - Hampton Roads Bankshares	Director & Chairman - BANKshares (and its banking subsidiary, BankFIRST) Director - Seacoast Banking Corporation of Florida (and its banking subsidiary, Seacoast National Bank) Director - Palmetto Bancshares (and its banking subsidiary, Palmetto Bank) Director - FNB Corporation	22.350%	None	None
Eugene Ludwig Washington, DC USA	Managing Member & Principal, CapGen Capital Advisers, LLC	Managing Member & Principal	n/a	See Attached	37.350%	None	See Attached
John Rose Hermitage, PA USA	Principal, CapGen Capital Advisers, LLC	Principal	n/a	Director - PacWest Bancorp Director - Jacksonville Bancorp (and its banking subsidiary, The Jacksonville Bank) Director - McAllen Capital Partners Director - White River Capital Corp. Director - FNB Corporation	22.350%	None	None
John Sullivan Garden City, NY USA	Managing Director, CapGen Capital Advisers, LLC	Managing Director	n/a	Director - Palmetto Bancshares (and its banking subsidiary, Palmetto Bank) Director - Jacksonville Bancorp (and its banking subsidiary, The Jacksonville Bank)	10.000%	None	None
John Caughey Stewart Manor, NY USA	Chief Financial Officer, CapGen Capital Advisers, LLC	Chief Financial Officer	n/a	Director - Director - Helen Keller Services for the Blind	0.500%	None	None

CURRENT BUSINESS COMMITMENTS FOR EUGENE A. LUDWIG
As of 06/30/2013

Firm/Company	Title	Date	Relationship	Permanent Address	Principal Business of Company	Employee/Non-Employee (& Dates held if employee)
Ludwig & Associates, PLLC	Managing Member	12/17/04 - present	100% Ownership Interest EAL, Trustee of EAL Trust U/A dated August 26, 2011	Unnecessary	Law Firm	Non-Employee
Ludwig Enterprises, LLC	Managing Member	04/25/2012 - present	100% Ownership Interest EAL, Trustee of EAL Trust U/A dated August 26, 2011	801 17th Street NW Suite 1100 Washington, DC 20006	Business Consulting Services	Non-Employee
Ludwig Family Investments, LLC	Managing Member	08/09/02 - present	99% Ownership Interest EAL, Trustee of EAL Trust U/A dated August 26, 2011	Unnecessary	Family Office	Non-Employee
Ludwig Family Foundation Inc., The	Director, President & Treasurer	11/12/2002 - present		Unnecessary	Charitable Contributions	Non-Employee
University of Oxford Vice Chancellor's Circle	Member	05/2012 - present	<i>Non Carried Interest</i>	Unnecessary	Educational Philanthropy	Non-Employee
New America Foundation Committee for a Responsible Federal Budget's CEO Fiscal Leadership Council	Member	05/2012 - present	<i>Non Carried Interest</i>	Unnecessary	Fiscal education	Non-Employee
National Academy Foundation	Secretary	09/1998 - present	<i>Non Carried Interest</i>	Unnecessary	Leadership Development	Non-Employee
United States Advisory Board of BTMU U.S. Holdings	Lead Advisor	05/03/2011 - present	<i>Non Carried Interest</i>	Unnecessary	Financial Services	Non-Employee

CURRENT BUSINESS COMMITMENTS FOR EUGENE A. LUDWIG
As of 05/10/2013

Firm/Company	Title	Date	Relationship	Permanent Address	Principal Business of Company	Employee/Non-Employee (& Dates held IF employee)
Promontory Capital Group, LLC	Managing Member	04/26/00 - present	100% Ownership Interest EAL, Trustee of EAL Trust U/A dated August 26, 2011	801 17th Street NW Suite 1100 Washington, DC 20006	Non-Operating Company (being considered for dissolution)	Non-Employee
Promontory Compliance Solutions, LLC	Chairman & CEO	01/21/05 - present	60% Ownership Interest EAL, Trustee of EAL Trust U/A dated August 26, 2011	801 17th Street NW Suite 1100 Washington, DC 20006	Financial Technology Solutions	Non-Employee
Promontory Financial Group, LLC	CEO & Manager	10/20/99 - present	99% Ownership Interest EAL, Trustee of EAL Trust U/A dated August 26, 2011 subject to sharing net revenues with key persons	801 17th Street NW Suite 1100 Washington, DC 20006	Financial and Regulatory Advisory Services	Non-Employee
Promontory Financial Global Services Japan, LLC	Chairman	08/09/04 - present (CEO 10/20/05 - 09/07/06)	100% Indirect Ownership Interest (Entity wholly-owned by Promontory Financial Group, LLC)	Teikoku Hotel Tower 9F 1-1-1, Uschisiwaicho Chiyoda-ku, Tokyo 100-0011	Financial and Regulatory Advisory Services	Non-Employee
Promontory Group, LLC	Managing Member	12/15/03 - present	100% Ownership Interest EAL, Trustee of EAL Trust U/A dated August 26, 2011 (No active business)	801 17th Street NW Suite 1100 Washington, DC 20006	Oversight of Promontory Group of Companies	Non-Employee

Hampton Roads Bankshares, Inc.
Form FR Y-6
December 31, 2013

Report Item 4: Directors and Officers

(1) Name and Address	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Co.	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Co.	Number of Voting Shares owned in Bank Holding Co.	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List names of other companies if 25% or more of voting securities held
Henry P. Custis, Jr. Accomac, VA	Partner - Custis, Dix, Lewis & Custis, LLP	Chairman Emeritus, Board of Directors	N/A	N/A	0.0089%	\$ 15,221.0000	None	N/A
James F. Burr New York, NY	Managing Director - The Carlyle Group Global Financial Services Buyout Group	Director	N/A	N/A	0.0000%	-	None	N/A
Patrick E. Corbin Chesapeake, VA	Managing Shareholder - Corbin & Company, P.C.	Director	N/A	Director - Chesapeake Alliance	0.0823%	140,055.0000	None	Corbin & Company, P. C. - 70%
Douglas J. Glenn Virginia Beach, VA	N/A	President & CEO, Director	CEO - Bank of Hampton Roads	N/A	0.0071%	12,067.0000	None	N/A
Robert B. Goldstein New York, NY	Founding Principal - CapGen Capital Advisors LLC	Director	N/A	Director & Chairman - BANKshares, Inc (and its banking subsidiary, BankFIRST) Director - Seacoast Banking Corporation (and its banking subsidiary, Seacoast National Bank) Director - Palmetto Bancshares (and its banking subsidiary, Palmetto Bank) Director - FNB Corporation	29.9683%	51,024,981.0000	None	N/A
Hal F. Goltz London, United Kingdom	Senior Analyst - Anchorage Advisors	Director	N/A	N/A	0.0000%	-	None	N/A
Charles M. Johnston Williamsburg, VA	N/A	Chairman, Board of Directors	N/A	N/A	0.0059%	10,000.0000	None	N/A
William A. Paulette Richmond, VA	President & CEO - KBS, Inc.	Director	N/A	President & CEO - KBS, Inc. Director - Virginia Military Institute	0.0098%	16,694.0000	None	N/A
Billy G. Roughton Kill Devil Hills, NC	President & CEO - BGR Development	Director	N/A	Dealer Principal, President, & CEO - JEB Management Services, Inc.	0.0334%	56,905.0000	None	N/A
W. Lewis Witt Chesapeake, VA	Owner & President - Inner-View, Ltd.	Director	N/A	Owner - Greenbrier Self Storage	0.0428%	72,913.0000	None	Inner-View, LTD - 100% Greenbrier Self Storage - 50%
Robert J. Bloxom Virginia Beach, VA	N/A	Executive Vice President, Chief Risk Officer, Chief Operating Officer	N/A	N/A	0.0057%	9,653.0000	None	N/A
W. Thomas Mears Onley, VA	N/A	N/A	President & CEO - Shore Bank, President of Commercial Banking - Bank of Hampton Roads	N/A	0.0005%	876.0000	None	N/A
Donna W. Richards Virginia Beach, VA	N/A	N/A	President - BOHR	N/A	0.0013%	2,245.0000	None	N/A
Thomas B. Dix III Virginia Beach, VA	N/A	Executive Vice President, Chief Financial Officer, Treasurer	N/A	N/A	0.0000%	-	None	N/A
Stephen J. Gurgovits Hermitage, PA	N/A	Director	N/A	Director & Chairman - FNB Corporation (and its banking subsidiary First National Bank of Pennsylvania)	0.0059%	10,000.0000	None	N/A
Myra Langston Virginia Beach, VA	N/A	Senior Vice President, Controller, Chief Accounting Officer	N/A	N/A	0.0024%	4,129.0000	None	N/A
John S. Poelker Atlanta, GA	President - The Poelker Consultancy, Inc.	Director	N/A	Director - First Bank, Inc. Director - Capmark Financial Group, Inc.	0.0000%	-	None	N/A