

MAR 29 2016

Board of Governors of the Federal Reserve System



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

COPY

### 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

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

I, **Charlie Rogers**

Name of the Holding Company Director and Official

**CapGen Capital Group VI LLC - SVP & CFO**

Title of the Holding Company Director and Official

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

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**

**SVP & CFO**

Name

Title

**212-542-6876**

Area Code / Phone Number / Extension

**212-542-6879**

Area Code / FAX Number

**charogers@capgen.com**

E-mail Address

**http://capgen.com/**

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

Signature of Holding Company Director and Official

**03/24/2016**

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 4156679  
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 - Suite 1010

(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

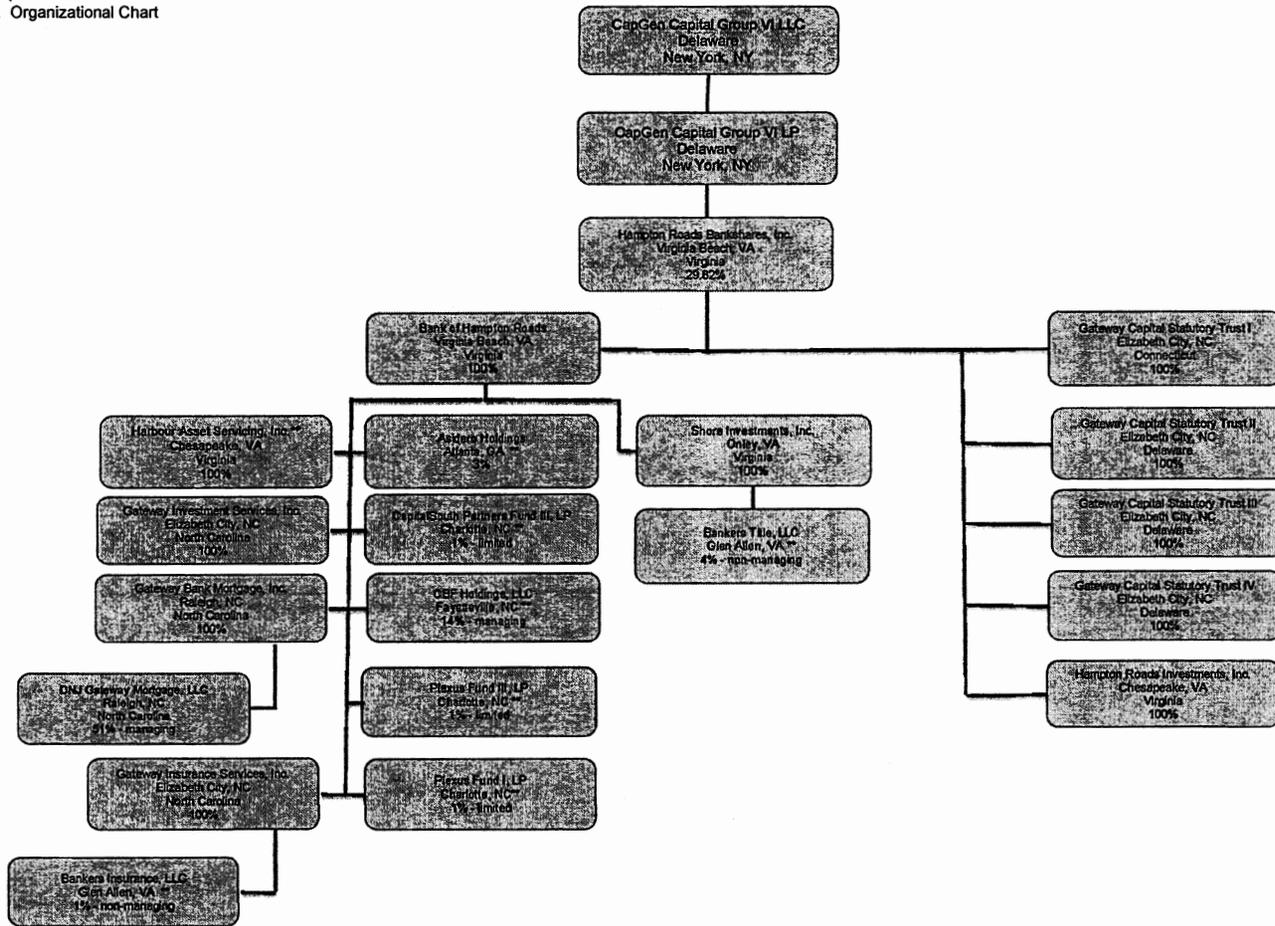
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical Location (if different from mailing address)

Hampton Roads Bankshares, Inc.  
Organizational Chart  
As of December 31, 2015

Report Item:  
2. Organizational Chart



\*\* Not Reportable on Y-10

No entities have a LEI

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 12/31/2015. Data reflects information that was received and processed through 01/07/2016.

**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	4725981	WEST OCEAN CITY BRANCH	9748 STEPHEN DECATUR HWY	OCEAN CITY	MD	21843	WORCESTER	UNITED STATES	Not Required	Not Required	BANK OF HAMPTON ROADS	1161029	
OK		Full Service	3642027	POCOMOKE BRANCH	103 POCOMOKE MARKETPLACE	POCOMOKE CITY	MD	21851	WORCESTER	UNITED STATES	Not Required	Not Required	BANK OF HAMPTON ROADS	1161029	
OK		Full Service	3726253	SOUTH SALISBURY BRANCH	1503 SOUTH SALISBURY BOULEVARD	SALISBURY	MD	21801	WICOMICO	UNITED STATES	Not Required	Not Required	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	MOYOOCK OFFICE	100 MOYOOCK COMMONS DRIVE	MOYOOCK	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	2709491	CAPE CHARLES BRANCH	22468 LANFKORD HIGHWAY	CAPE CHARLES	VA	23310	NORTHAMPTON	UNITED STATES	Not Required	Not Required	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	23321-21	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	2709473	CHINCOTEAGUE BRANCH	6350 MADDOX BLVD	CHINCOTEAGUE ISLAND	VA	23336	ACCOMACK	UNITED STATES	Not Required	Not Required	BANK OF HAMPTON ROADS	1161029	
OK		Full Service	3696655	EMPORIA BRANCH	100 DOMINION DRIVE	EMPORIA	VA	23847	GREENSVILLE	UNITED STATES	472628	55	BANK OF HAMPTON ROADS	1161029	
OK		Full Service	2709482	EXMORE BRANCH	4071 LANFKORD HIGHWAY	EXMORE	VA	23350	NORTHAMPTON	UNITED STATES	Not Required	Not Required	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	GHENT BRANCH	539 WEST 21ST STREET	NORFOLK	VA	23517	NORFOLK CITY	UNITED STATES	454908	42	BANK OF HAMPTON ROADS	1161029	
OK		Full Service	310875	ONLEY BRANCH	25253 LANFKORD HIGHWAY	ONLEY	VA	23418	ACCOMACK	UNITED STATES	Not Required	Not Required	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	

**Form FR Y-6**  
**CapGen Capital Group VI LLC**  
**Fiscal Year Ending December 31, 2015**

**Report Item 3: Securities Holders**

(1) (a) <b>Name</b>	(1) (a) <b>City</b>	(1) (a) <b>State</b>	(1) (a) <b>Country</b>	(1) (b) <b>Citizenship</b>	(1) (c) <b>Number of Securities</b>	(1) (c) <b>Percent of Voting Securities</b>
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) <b>Name</b>	(2) (a) <b>City</b>	(2) (a) <b>State</b>	(2) (a) <b>Country</b>	(2) (b) <b>Citizenship</b>	(2) (c) <b>Number of Securities</b>	(2) (c) <b>Percent of Voting Securities</b>
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n/a

**Form FR Y-6**  
**CapGen Capital Group VI LP**  
**Fiscal Year Ending December 31, 2015**

**Report Item 3: Securities Holders**

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

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

**Hampton Roads Bankshares, Inc.**  
**Form FR Y-6**  
**December 31, 2015**

**Report Item 3: Shareholders**

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2014				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 12/31/2014		
(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 - 24.78%	Common Stock	None		
ACMO-HR LLC (Anchorage) New York, NY	USA	42,398,583 - 24.78%	Common Stock			
CapGen Capital Group VI LP New York, NY	USA	51,024,981 - 29.82%	Common Stock			

Form FR Y-6  
 CapGen Capital Group VI LP  
 Fiscal Year Ending December 31, 2015

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 Subsidiaries	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 - Jacksonville Bancorp Director - Hampton Roads Bankshares Director - FNB Corporation	22.350%	0.0% Directly	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 - 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		Director - Jacksonville Bancorp	10.000%	0.0% Directly	None
Charlie Rogers Babylon, NY USA	SVP & Chief Financial Officer, CapGen Capital Advisers, LLC	Chief Financial Officer	n/a		None	None	None

CURRENT BUSINESS COMMITMENTS FOR EUGENE A. LUDWIG

As of 3/22/2016

Firm/Company	Title	Date	Relationship	Permanent Address	Principal Business of Company	Employee/Non-Employee (& Dates held if employee)
Foxhall Holding Company LLC	Manager	11/24/2015 - present	99% EAL, Trustee of EAL Trust U/A dated August 26, 2011	801 17th Street NW Suite 1100 Washington, DC 20006	Holding company for mortgage entities	Non-Employee
Ludwig & Associates, PLLC	Manager	12/17/04 - present	100% Ownership Interest	Unnecessary	Law Firm	Non-Employee
Ludwig Enterprises, LLC	Manager	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	Manager	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
National Academy Foundation	Secretary	09/1998 - present	<i>Non Carried Interest</i>	Unnecessary	Leadership Development	Non-Employee
Urban Institute, The	Trustee	05/2014 - present	<i>Non Carried Interest</i>	Unnecessary	Social and Economic Education	Non-Employee
American Institute for Contemporary German Studies	Trustee	02/2015 - present	<i>Non Carried Interest</i>	Unnecessary	Cultural Education and Public Policy	Non-Employee
National Community Reinvestment Coalition, The	Member, Campaign Leadership Council	06/04/2015 - present	<i>Non Carried Interest</i>	Unnecessary	Financial Education and Public Policy	Non-Employee

CURRENT BUSINESS COMMITMENTS FOR EUGENE A. LUDWIG

As of 3/22/2016

Firm/Company	Title	Date	Relationship	Permanent Address	Principal Business of Company	Employee/Non-Employee (& Dates held if employee)
Foxhall Properties, LLC	Manager	7/27/2012	100% Ownership Interest EAL, Trustee of EAL Trust U/A dated August 26, 2011	2620 Foxhall Rd., NW, Washington, DC 20007	Real estate holdings	Non-Employee
Promontory Capital Group, LLC	Manager	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	100% Indirect Ownership Interest (Entity wholly-owned by Promontory Financial Group, LLC)	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 & Manager	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

CURRENT BUSINESS COMMITMENTS FOR EUGENE A. LUDWIG  
As of 3/22/2016

Firm/Company	Title	Date	Relationship	Permanent Address	Principal Business of Company	Employee/Non-Employee ( & Dates held IF employee)
Promontory Group, LLC	Manager and Sole 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
Promontory Mark, LLC	Manager	06/28/04 - present	100% Ownership Interest EAL, Trustee of EAL Trust U/A dated August 26, 2011	801 17th Street NW Suite 1100 Washington, DC 20006	Trademarks and Patents (holding company for Promontory trademarks)	Non-Employee
Promontory Interfinancial Network, LLC ("PIN")	Chairman & Co-Founder	05/16/02 - present	37.5% Indirect Ownership Interest (Entity owned 60% by Promontory ADN, LLC)	1515 N. Courthouse Rd. Arlington, VA 22201	Merchant Banking	Non-Employee
Promontory ADN, LLC	CEO	06/07/05 - present	62.5% Ownership Interest EAL, Trustee of EAL Trust U/A dated August 26, 2011	1515 N. Courthouse Rd. Arlington, VA 22201	Holding Company for Indirect Interest in PIN	Non-Employee
Promontory Austria GmbH	Director	06/19/2015 – present	100% Ownership Interest EAL, Trustee of EAL Trust U/A dated August 26, 2011	Schottenring 25 1010 Wien Austria	Financial and Regulatory Advisory Services	Non-Employee
Promontory Financial Group Australasia, LLP	Chairman	02/03/06 - present	60% Indirect Ownership Interest (Entity owned 60% by Promontory Financial Group, LLC)	260 Orchard Road #19-01 The Heeren Singapore 238855	Financial and Regulatory Advisory Services	Non-Employee

CURRENT BUSINESS COMMITMENTS FOR EUGENE A. LUDWIG

As of 3/22/2016

Firm/Company	Title	Date	Relationship	Permanent Address	Principal Business of Company	Employee/Non-Employee ( & Dates held if employee)
Promontory Australasia (Sydney) Pty Ltd.	N/A	09/07/09 - present	60% Indirect Ownership Interest (Entity wholly-owned by Promontory Financial Group Australasia, LLP)	Level 32 1 Market Street Sydney, New South Wales 2000 Australia	Financial and Regulatory Advisory Services	Non-Employee
Promontory Financial Group (UK) Limited	President, Director	07/07/06 - present	100% Indirect Ownership Interest (Entity wholly-owned by Promontory Financial Group, LLC)	2nd Floor 30 Old Broad Street London, EC2N 1HT United Kingdom	Financial and Regulatory Advisory Services	Non-Employee
Promontory Financial Group France SAS	President	04/02/07 - present	100% Indirect Ownership Interest (Entity wholly-owned by Promontory Financial Group, LLC)	28, boulevard Haussmann 75009 Paris France	Financial and Regulatory Advisory Services	Non-Employee
Promontory Financial Group Puerto Rico, LLC	CEO & Sole Member	09/28/06 - present	100% Ownership Interest EAL, Trustee of EAL Trust U/A dated August 26, 2011	Urb Torrimar Bloque 1 Num 3 Ave Ramirez de Arellano, Guaynabo PR 00966	Financial and Regulatory Advisory Services	Non-Employee
Promontory Financial Group Italy S.r.l.	Chairman	10/30/07 - 5/11/2009, 12/21/10 - present (Board Member 05/12/2009 - 12/20/2010)	100% Indirect Ownership Interest (Entity wholly-owned by Promontory Financial Group, LLC)	Via Alessandro Manzoni, 3 20121 Milano Italy	Financial and Regulatory Advisory Services	Non-Employee

CURRENT BUSINESS COMMITMENTS FOR EUGENE A. LUDWIG

As of 3/22/2016

Firm/Company	Title	Date	Relationship	Permanent Address	Principal Business of Company	Employee/Non-Employee ( & Dates held IF employee)
Promontory Financial Group Italy S.r.l.- Belgium Branch	Legal Representative	05/02/2011 - present	100% Indirect Ownership Interest (Entity wholly-owned by Promontory Financial Group Italy S.r.l.)	Rond Point Schuman 6/5 B-1040 Brussels Belgium	Financial and Regulatory Advisory Services	Non-Employee
Promontory Forensics Solutions, LLC	Chairman & Manager	05/31/07 - present	79% Indirect Ownership Interest (Entity 80%-owned by Promontory Financial Group, LLC)	801 17th Street NW Suite 1100 Washington, DC 20006	Financial Technology Solutions	Non-Employee
Promontory Financial Group Canada ULC	Chairman	05/06/09 - present	100% Indirect Ownership Interest (Entity wholly-owned by Promontory Financial Group Canada S.a,r,l., a Luxembourg company, which is wholly-owned by Promontory Financial Group, LLC)	77 King Street West Suite 3720 Toronto, Ontario M5K 1K7	Financial and Regulatory Advisory Services	Non-Employee
Promontory Financial Group, LLC - Dubai Branch	Director and Chairman	08/29/2010 - present	100% Indirect Ownership Interest (Entity wholly-owned by Promontory Financial Group, LLC)	801 17th Street NW Suite 1100 Washington, DC 20006	Financial and Regulatory Advisory Services	Non-Employee
Promontory Financial Group China Limited	Director	6/22/2011 - present	75% Indirect Ownership Interest (Entity owned 60% by Promontory Financial Group, LLC)	Level 10, Central Building 1-3 Pedder Street Central, Hong Kong, SAR	Financial and Regulatory Advisory Services	Non-Employee

CURRENT BUSINESS COMMITMENTS FOR EUGENE A. LUDWIG

As of 3/22/2016

Firm/Company	Title	Date	Relationship	Permanent Address	Principal Business of Company	Employee/Non-Employee ( & Dates held IF employee)
Promontory España S.L.U.	President	08/14/2013 - present	100% Indirect Ownership Interest (Entity wholly-owned by Promontory Financial Group, LLC)	Ortega y Gasset 12 Madrid, Spain 28006	Financial and Regulatory Advisory Services	Non-Employee
Promontory Consulting (Beijing) Co., Ltd.	Supervisor	05/4/2014 - present	100% Indirect Ownership Interest (Entity wholly-owned by Promontory Financial Group China Limited)	Excel Centre 6 Wudinghou Street - Suite 1206L Xicheng District Beijing, China 100033	Financial and Regulatory Advisory Services	Non-Employee
Promontory Financial Group Ireland Limited	Chairman	02/28/2014 - present	100% Indirect Ownership Interest (Entity wholly-owned by Promontory Financial Group, LLC)	26 Upper Pembroke Street Dublin 2, Ireland	Financial and Regulatory Advisory Services	Non-Employee
Promontory Financial Group Danışmanlık Limited	Manager	04/22/2014 - present	100% Indirect Ownership Interest (Entity wholly-owned by Promontory Financial Group, LLC)	Windowist Tower Eski Büyükdere Cad. No:26 Maslak – Sarıyer Istanbul, Turkey	Financial and Regulatory Advisory Services	Non-Employee
Promontory Growth and Innovation, LLC	President & CEO	04/22/09 - present	100% Indirect Ownership Interest (Entity wholly-owned by Promontory Financial Group, LLC)	280 Park Avenue 40th Floor West New York, NY 10017	Cost Reduction and Revenue Enhancement Services	Non-Employee
Promontory Regulatory Analytics, LLC	Manager	01/24/2011 - present	100% Indirect Ownership Interest (Entity wholly-owned by Promontory Financial Group, LLC)	801 17th Street NW Suite 1100 Washington, DC 20006	Financial and Regulatory Advisory Services	Non-Employee

CURRENT BUSINESS COMMITMENTS FOR EUGENE A. LUDWIG

As of 3/22/2016

Firm/Company	Title	Date	Relationship	Permanent Address	Principal Business of Company	Employee/Non-Employee ( & Dates held IF employee)
Promontory Risk Review, LLC	Chairman	05/25/2011 - present	100% Indirect Ownership Interest (Entity wholly-owned by Promontory Financial Group, LLC)	801 17th Street NW Suite 1100 Washington, DC 20006	Financial and Regulatory Advisory Services	Non-Employee
Promontory Services, LLC	Manager	04/24/2012 - present	100% Indirect Ownership Interest (Entity wholly-owned by Promontory Financial Group, LLC)	801 17th Street NW Suite 1100 Washington, DC 20006	Business Consulting Services	Non-Employee
Promontory Technologies, LLC	Manager	04/24/2012 - present	100% Indirect Ownership Interest (Entity wholly-owned by Promontory Financial Group, LLC)	801 17th Street NW Suite 1100 Washington, DC 20006	Financial Technology Solutions	Non-Employee
Promontory Invest, LLC	Manager	07/8/2014 - present	100% Indirect Ownership Interest (Entity wholly-owned by Promontory Financial Group, LLC)	801 17th Street NW Suite 1100 Washington, DC 20006	Holding Company	Non-Employee
Promontory Products, LLC	Manager	07/2/2014 - present	100% Indirect Ownership Interest (Entity wholly-owned by Promontory Financial Group, LLC)	801 17th Street NW Suite 1100 Washington, DC 20006	Holding Company	Non-Employee
Leaf Investors, LLC	Chairman	08/16/2011 - present	33.33% Ownership Interest EAL, Trustee of EAL Trust U/A dated August 26, 2011	801 17th Street NW Suite 1100 Washington, DC 20006	Holding Company for Indirect Interest in LCS	Non-Employee

CURRENT BUSINESS COMMITMENTS FOR EUGENE A. LUDWIG

As of 3/22/2016

Firm/Company	Title	Date	Relationship	Permanent Address	Principal Business of Company	Employee/Non-Employee ( & Dates held IF employee)
Leaf College Savings, LLC ("LCS")	Director	07/15/2011 - present	16.5% Indirect Ownership Interest (Entity 50% owned by Leaf Investors, LLC)	1600 Tysons Boulevard Suite 800 McLean, VA 22102	Developing LEAF College Savings, a gift card platform to provide a physical and virtual gift card product	Non-Employee
Pohogonot Sub I LLC	Manager	11/24/2015 – present	99% Indirect Ownership Interest (Entity 100% owned by Foxhall Holding Company LLC)	801 17th Street NW Suite 1100 Washington, DC 20006	Mortgage consultancy, servicing and transactions; mortgage software and applications; and related advisory services and due diligence	Non-Employee
PromonTech LLC	Manager	11/24/2015 – present	79% Indirect Ownership Interest (Entity 100% owned by Promontory MortgageHub LLC, which is 80%-owned by Pohogonot Sub I LLC)	801 17th Street NW Suite 1100 Washington, DC 20006	Mortgage consultancy, servicing and transactions; mortgage software and applications; and related advisory services and due diligence	Non-Employee
Promontory Fulfillment Services LLC	Manager	11/30/2015 – present	79% Indirect Ownership Interest (Entity 100% owned by Promontory MortgageHub LLC, which is 80%-owned by Pohogonot Sub I LLC)	801 17th Street NW Suite 1100 Washington, DC 20006	Mortgage consultancy, servicing and transactions; mortgage software and applications; and related advisory services and due diligence	Non-Employee

CURRENT BUSINESS COMMITMENTS FOR EUGENE A. LUDWIG

As of 3/22/2016

Firm/Company	Title	Date	Relationship	Permanent Address	Principal Business of Company	Employee/Non-Employee ( & Dates held IF employee)
Promontory MortgageHub LLC	Manager	11/30/2015 – present	99% Indirect Ownership Interest (Entity 80%-owned by Pohogonot Sub I LLC)	801 17th Street NW Suite 1100 Washington, DC 20006	Mortgage consultancy, servicing and transactions; mortgage software and applications; and related advisory services and due diligence	Non-Employee
Promontory Mortgage Exchange LLC	Manager	11/30/2015 – present	79% Indirect Ownership Interest (Entity 100% owned by Promontory MortgageHub LLC, which is 80%-owned by Pohogonot Sub I LLC)	801 17th Street NW Suite 1100 Washington, DC 20006	Mortgage consultancy, servicing and transactions; mortgage software and applications; and related advisory services and due diligence	Non-Employee

Hampton Roads Bankshares, Inc.  
Form FR Y-6  
December 31, 2015

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	0.0298%	50,935	None	Foggy Waters LLC - 25%
James F. Burr New York, NY	Managing Director - Global Financial Services Group of The Carlyle Group	Director	N/A	Director - Barbon and PIB, Director - Edgewood Partners Insurance Holding, Director - All insurance related Carlyle portfolio companies	0.0000%	-	None	N/A
Patrick E. Corbin Chesapeake, VA	Managing Shareholder - Corbin & Company, P.C.	Director	N/A	N/A	0.1027%	175,769	None	Corbin & Company, P. C. - 60%
CapGen Capital Group VI LP New York, NY	N/A	N/A	N/A	N/A	29.8377%	51,060,695	None	N/A
Charles M. Johnston Williamsburg, VA	N/A	Chairman, Board of Directors, Interim Chief Executive Officer	N/A	N/A	0.0058%	10,000	None	N/A
William A. Paulette Richmond, VA	President & CEO - KBS, Inc.	Director	N/A	Director - Virginia Military Institute	0.0307%	52,459	None	N/A
W. Lewis Witt Chesapeake, VA	Owner & President - Inner-View, Ltd.	Director	N/A	N/A	0.0507%	86,782	None	Inner-View, LTD - 100%
W. Thomas Mears Ocean City, MD	N/A	N/A	President of Commercial Banking - Bank of Hampton Roads	N/A	0.0414%	70,881	None	N/A
Donna W. Richards Virginia Beach, VA	N/A	President, Chief Operating Officer	President - Bank of Hampton Roads	N/A	0.0927%	158,675	None	N/A
Thomas B. Dix III Virginia Beach, VA	N/A	Executive Vice President, Chief Financial Officer, Treasurer	Executive Vice President, Chief Financial Officer, Treasurer - Bank of Hampton Roads	N/A	0.0765%	130,914	None	N/A
Myra Maglalang-Langston Virginia Beach, VA	N/A	Senior Vice President, Controller, Chief Accounting Officer	N/A	N/A	0.0048%	8,133	None	N/A
John S. Poelker Atlanta, GA	President - The Poelker Consultancy, Inc.	Director	N/A	Director - First Banks, Inc.	0.0000%	-	None	The Poelker Consultancy Inc. - 100%
Denise Hinkle Virginia Beach, VA	N/A	Executive Vice President, Chief Human Resources Officer	N/A	N/A	0.0470%	80,387	None	N/A
John F. Marshall, Jr. Virginia Beach, VA	N/A	Executive Vice President, Chief Risk Officer	N/A	N/A	0.0144%	24,631	None	N/A
Jon F. Weber New York, NY	Managing Director and Head of the Global Portfolio Group - Anchorage Capital Group, LLC	Director	N/A	Director - Largo Limited, Director - Chemical Transportation Group, inc.	0.0000%	-	None	N/A
The Carlyle Group Washington DC	N/A	N/A	N/A	N/A	24.7759%	42,398,583	None	N/A
ACMO-HR LLC (Anchorage) New York, NY	N/A	N/A	N/A	N/A	24.7759%	42,398,583	None	N/A