

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, 2017

Month / Day / Year

RSSD 1161029

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

Reporter's Name, Street, and Mailing Address

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

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.

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.

Physical Location (if different from mailing address)

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

03/29/2017

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 0

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.

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)

Xenith Bankshares, Inc.
 Legal Title of Subsidiary Holding Company

901 E. Cary Street - Suite 1700
 (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Richmond VA 23219
 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

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City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

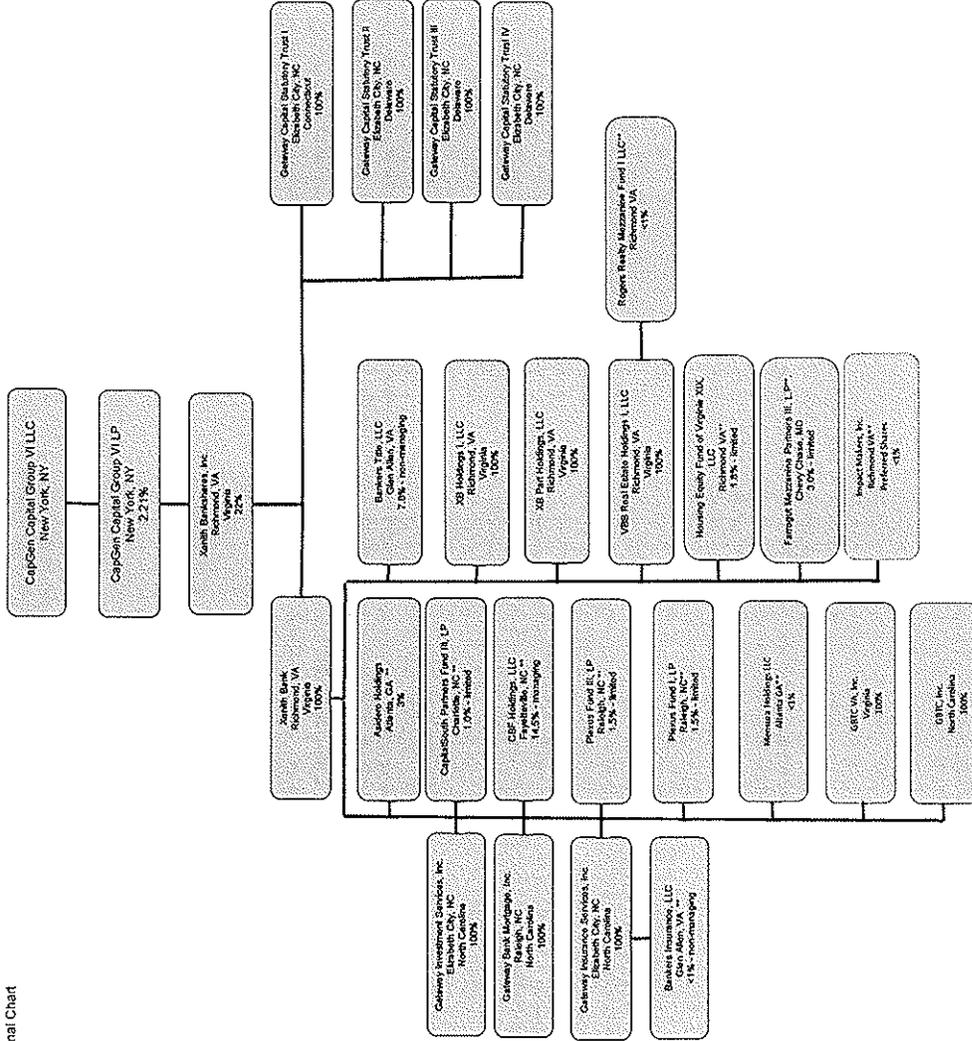
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical Location (if different from mailing address)

Xenith Bankshares, Inc.
Organizational Chart
As of December 31, 2017

Report Item:
2. Organizational Chart



** Not Reportable on Y-10

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*
OK		Full Service (Head Off	1161029	XENITH BANK	901 E. CARY STREET, SUITE 1700	RICHMOND	VA	23219	RICHMOND CITY	UNITED STATES	Not Required	Not Required	XENITH BANK	1161029
Close	10/27/2017	Full Service	4725981	WEST OCEAN CITY BRANCH	9748 STEPHEN DECATUR HWY	OCEAN CITY	MD	21843	WORCESTER	UNITED STATES	Not Required	Not Required	XENITH BANK	1161029
OK		Full Service	3642027	POCOMOKE BRANCH	103 POCOMOKE MARKETPLACE	POCOMOKE CITY	MD	21851	WORCESTER	UNITED STATES	Not Required	Not Required	XENITH BANK	1161029
OK		Full Service	3726253	SOUTH SALISBURY BRANCH	1503 SOUTH SALISBURY BOULEVARD	SALISBURY	MD	21801	WICOMICO	UNITED STATES	Not Required	Not Required	XENITH BANK	1161029
OK		Full Service	3080281	EDENTON BRANCH	322 SOUTH BROAD STREET	EDENTON	NC	27932	CHOWAN	UNITED STATES	Not Required	Not Required	XENITH BANK	1161029
OK		Full Service	2748650	ELIZABETH CITY MAIN BRANCH	1145 NORTH ROAD STREET	ELIZABETH CITY	NC	27909	PASQUOTANK	UNITED STATES	Not Required	Not Required	XENITH BANK	1161029
OK		Full Service	819828	SOUTHGATE BRANCH	1404 WEST EHRINGHAUS ST	ELIZABETH CITY	NC	27909	PASQUOTANK	UNITED STATES	Not Required	Not Required	XENITH BANK	1161029
OK		Full Service	3549041	SOUTHERN SHORES BRANCH	5406 NORTH CROATAN HIGHWAY	KITTY HAWK	NC	27949	DARE	UNITED STATES	Not Required	Not Required	XENITH BANK	1161029
Change		Full Service	3312825	MOYOCK BRANCH	100 MOYOCK COMMONS DRIVE	MOYOCK	NC	27958	CURRITUCK	UNITED STATES	Not Required	Not Required	XENITH BANK	1161029
OK		Full Service	2887951	PLYMOUTH BRANCH	433 US HWY 64 EAST	PLYMOUTH	NC	27962	WASHINGTON	UNITED STATES	Not Required	Not Required	XENITH BANK	1161029
OK		Full Service	3680391	LAKE BOONE BRANCH	2235 GATEWAY ACCESS POINT	RALEIGH	NC	27607	WASHING	UNITED STATES	Not Required	Not Required	XENITH BANK	1161029
OK		Full Service	2709491	CAPE CHARLES BRANCH	22468 LANKFORD HIGHWAY	CAPE CHARLES	VA	23310	NORTHAMPTON	UNITED STATES	Not Required	Not Required	XENITH BANK	1161029
OK		Full Service	1466395	CROSSROADS BRANCH	1500 MOUNT PLEASANT ROAD	CHESAPEAKE	VA	23322	CHESAPEAKE CITY	UNITED STATES	Not Required	Not Required	XENITH BANK	1161029
OK		Full Service	1418321	DEEP CREEK BRANCH	852 N GEORGE WASHINGTON HWY	CHESAPEAKE	VA	23323	CHESAPEAKE CITY	UNITED STATES	Not Required	Not Required	XENITH BANK	1161029
OK		Full Service	3328273	GREAT BRIDGE BRANCH	239 BATTLEFIELD BLVD S	CHESAPEAKE	VA	23322	CHESAPEAKE CITY	UNITED STATES	Not Required	Not Required	XENITH BANK	1161029
OK		Full Service	3374261	GREENBRIER BRANCH	201 VOLVO PARKWAY	CHESAPEAKE	VA	23320	CHESAPEAKE CITY	UNITED STATES	Not Required	Not Required	XENITH BANK	1161029
OK		Full Service	2685438	PORTSMOUTH BOULEVARD BRANCH	4108 PORTSMOUTH BLVD	CHESAPEAKE	VA	23321-2128	CHESAPEAKE CITY	UNITED STATES	Not Required	Not Required	XENITH BANK	1161029
OK		Full Service	1901270	SOUTH NORFOLK BRANCH	712 LIBERTY STREET	CHESAPEAKE	VA	23324	CHESAPEAKE CITY	UNITED STATES	Not Required	Not Required	XENITH BANK	1161029
OK		Full Service	2709473	CHINCOTEAGUE BRANCH	6350 MADDOX BLVD	CHINCOTEAGUE ISLAND	VA	23336	ACCOMACK	UNITED STATES	Not Required	Not Required	XENITH BANK	1161029
OK		Full Service	3696655	EMPORIA BRANCH	100 DOMINION DRIVE	EMPORIA	VA	23847	GREENSVILLE	UNITED STATES	Not Required	Not Required	XENITH BANK	1161029
OK		Full Service	2709482	EXMORE BRANCH	4071 LANKFORD HIGHWAY	EXMORE	VA	23350	NORTHAMPTON	UNITED STATES	Not Required	Not Required	XENITH BANK	1161029
OK		Full Service	3205909	COURT HOUSE BRANCH	6720 SUTTON ROAD	GLOUCESTER	VA	23061	GLOUCESTER	UNITED STATES	Not Required	Not Required	XENITH BANK	1161029
OK		Full Service	3229914	YORK RIVER BRANCH	1553 GEORGE WASHINGTON MEMORIAL HIGHWAY	GLOUCESTER POINT	VA	23062	GLOUCESTER	UNITED STATES	Not Required	Not Required	XENITH BANK	1161029
Change		Full Service	4209315	DULLES BRANCH	2325 DULLES CORNER BOULEVARD SUITE 500	HERNDON	VA	20171	FAIRFAX	UNITED STATES	Not Required	Not Required	XENITH BANK	1161029
OK		Full Service	4502445	DOMINION TOWER BRANCH	999 WATERSIDE DRIVE	NORFOLK	VA	23510	NORFOLK CITY	UNITED STATES	Not Required	Not Required	XENITH BANK	1161029
OK		Full Service	2794572	EAST BEACH BRANCH	4037 EAST LITTLE CREEK RD	NORFOLK	VA	23518	NORFOLK CITY	UNITED STATES	Not Required	Not Required	XENITH BANK	1161029
OK		Full Service	3549050	GHENT BRANCH	539 WEST 21ST STREET	NORFOLK	VA	23517	NORFOLK CITY	UNITED STATES	Not Required	Not Required	XENITH BANK	1161029
Close	5/5/2017	Full Service	4364504	BOULDERS BRANCH	1011 BOULDER SPRING DRIVE SUITE 410, SUITE 410	NORTH CHESTERFIELD	VA	23225	CHESTERFIELD	UNITED STATES	Not Required	Not Required	XENITH BANK	1161029
OK		Full Service	310875	ONLEY BRANCH	25253 LANKFORD HIGHWAY	ONLEY	VA	23418	ACCOMACK	UNITED STATES	Not Required	Not Required	XENITH BANK	1161029
OK		Full Service	3103788	BROAD STREET BRANCH	8209 WEST BROAD STREET	RICHMOND	VA	23294	HENRICO	UNITED STATES	Not Required	Not Required	XENITH BANK	1161029
OK		Full Service	2833181	PATTERSON BRANCH	5300 PATTERSON AVENUE	RICHMOND	VA	23226	RICHMOND CITY	UNITED STATES	Not Required	Not Required	XENITH BANK	1161029
OK		Full Service	3447642	SHORT PUMP BRANCH	12090 WEST BROAD STREET	RICHMOND	VA	23233	HENRICO	UNITED STATES	Not Required	Not Required	XENITH BANK	1161029
Close	5/12/2017	Full Service	3935907	BOSLEY BRANCH	100 BOSLEY AVENUE	SUFFOLK	VA	23434	SUFFOLK CITY	UNITED STATES	Not Required	Not Required	XENITH BANK	1161029
OK		Full Service	3235269	PLAZA BRANCH	1000 NORTH MAIN STREET	SUFFOLK	VA	23434	SUFFOLK CITY	UNITED STATES	Not Required	Not Required	XENITH BANK	1161029
OK		Full Service	3300103	SUFFOLK BRANCH	2825 GODWIN BLVD	SUFFOLK	VA	23434	SUFFOLK CITY	UNITED STATES	Not Required	Not Required	XENITH BANK	1161029
Change		Full Service	4032072	NORTH SUFFOLK BRANCH	3535 BRIDGE ROAD	SUFFOLK	VA	23435	SUFFOLK CITY	UNITED STATES	Not Required	Not Required	XENITH BANK	1161029
Change		Full Service	5173833	HAYGOOD BRANCH	713 INDEPENDENCE BOULEVARD	VIRGINIA BEACH	VA	23455	VIRGINIA BEACH CITY	UNITED STATES	Not Required	Not Required	XENITH BANK	1161029
OK		Full Service	3341982	HILLTOP BRANCH	1580 LASKIN ROAD	VIRGINIA BEACH	VA	23451	VIRGINIA BEACH CITY	UNITED STATES	Not Required	Not Required	XENITH BANK	1161029
OK		Full Service	593726	INDIAN RIVER BRANCH	5472 INDIAN RIVER ROAD	VIRGINIA BEACH	VA	23464	VIRGINIA BEACH CITY	UNITED STATES	Not Required	Not Required	XENITH BANK	1161029
Change		Full Service	5015483	LYNNHAVEN BRANCH	641 LYNNHAVEN PARKWAY	VIRGINIA BEACH	VA	23452	VIRGINIA BEACH CITY	UNITED STATES	Not Required	Not Required	XENITH BANK	1161029
OK		Full Service	3352643	SANDBRIDGE BRANCH	2098 PRINCESS ANNE ROAD	VIRGINIA BEACH	VA	23456	VIRGINIA BEACH CITY	UNITED STATES	Not Required	Not Required	XENITH BANK	1161029
OK		Full Service	3187274	SHORE DRIVE BRANCH	3001 SHORE DR	VIRGINIA BEACH	VA	23451	VIRGINIA BEACH CITY	UNITED STATES	Not Required	Not Required	XENITH BANK	1161029

Xenith Bankshares, Inc.
Form FR Y-6
December 31, 2017

Report Item 3: Shareholders

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2016				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 12/31/2016		
(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	4,239,858 - 18.4% Common Stock		None		
ACMO-HR LLC (Anchorage) New York, NY	USA	4,239,858 - 18.4% Common Stock				
CapGen Capital Group VI LP New York, NY	USA	5,113,785 - 22.2% Common Stock				
BCP Fund I Virginia Holdings, LLC Dallas, TX	USA	1,443,200 - 6.2% Common Stock 172,260 - 0.8% Warrants for Common Stock				
Wellington Management Co. LLP Boston, MA	USA	1,038,358 - 8.0% Common Stock				

Form FR Y-6
 CapGen Capital Group VI LLC
 Fiscal Year Ending December 31, 2017

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

Form FR Y-6
 CapGen Capital Group VI LP
 Fiscal Year Ending December 31, 2017

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

4. Directors and Officers

(1) Name and Address (City, State, Country)	(2) Principal Occupation of other than with BHC*	(3)(a) Title & Position with BHC	(3)(b) Title & Position in Subsidiary	(4)(a) % of Voting Shares Held	(4)(b) Title & Position in Other Businesses	(4)(c) % of Voting Shares in Subsidiaries	(4)(d) Shares of Other Companies where 2% or More of Voting Securities are Held
Yorba Bankshares, Inc. T. O'Leary Layfield III Richmond, VA, USA	Director - Yorba Bankshares, Inc.	President and CEO - Yorba Bank	President, Yorba Bancwest Management, President Yorba, VA, Inc.	•		N/A	President, USGMA, Inc. (100%); President, Timber Resource Management (2%)
Dennis W. Richards Virginia Beach, VA	Banker	N/A	President - Chief Operating Officer	•	N/A	N/A	N/A
Thomas W. Orsini Richmond, VA, USA	Banker	N/A	Exec. Vice President, CFO and Treasurer - Yorba Bank	•	N/A	N/A	N/A
Thomas B. Dink III Virginia Beach, VA	Banker	N/A	Exec. Vice President and Chief of Commercial Lending - Yorba Bank	•	N/A	N/A	N/A
Edward H. Phillips, Jr. Richmond, VA, USA	Banker	N/A	Exec. Vice President and Co-Head of Commercial Lending - Yorba Bank VA, USA	•	N/A	N/A	N/A
William W. Conell III Richmond, VA, USA	Banker	N/A	Chief Credit Officer - Yorba Bank	•	N/A	N/A	N/A
Ronald E. Davis Richmond, VA, USA	Banker	N/A	Exec. Vice President - Chief Risk Officer	•	N/A	N/A	N/A
Judy C. Garraw Middleburg, VA, USA	Banker	N/A	3d. Vice President and Controller - Yorba Bank	•	N/A	N/A	N/A
Leola A. Nijders Richmond, VA, USA	Banker	N/A	3d. Vice President, Chief Human Resources Officer - Yorba Bank USA	•	N/A	N/A	N/A
William J. Calaghan Richmond, VA, USA	Banker	N/A	3d. Vice President and Chief Technology Officer - Yorba Bank USA	•	N/A	N/A	N/A
Thomas G. Smeal, Jr. Richmond, VA, USA	Retired	Director - Yorba Bankshares, Inc.	N/A	•	Director on the Board of Directors of Tridigital Corporation, Director on the Board of Directors for CSA Medical, Inc.	N/A	N/A
Thomas P. Curran Richmond, VA, USA	Investor	Director - Yorba Bankshares, Inc.	N/A	•	Managing Director, Chairman, Asset Management Group - Patriot, Technology, Inc.	N/A	N/A
Scott Reed Dallas, TX, USA	Investor	Director - Yorba Bankshares, Inc.	N/A	•	Managing Member FACA, LLC, Managing Member - Gallop Seed Investments, LLC, Director, Subpart Unit, Investor, Strategic Capital Corporation, Investor, Strategic Capital Corporation, Fund LLC, Managing Member - BankCap Partners GP, L.P., Managing Member - BankCap Partners Fund I, L.P., Managing Member - BCP Fund I Virginia Investment Management, LLC, Managing Member - Southwest Holdings LLC, Managing Member - BankCap Partners Opportunity Fund, L.P.	N/A	FACA LLC (100%), Gallop Seed Investments, LLC (50%)
Henry P. Cawth, Jr. Accomac, VA	Farmer - Cawth, Drs. Lewis & Cook, LLP	Chairman of the Board - Yorba Bankshares, Inc.	N/A	•	N/A	N/A	Fogg Water, LLC - 25%
James F. Hunt New York, NY	Managing Director - Global Financial Services Group of The Capital Group	Director - Yorba Bankshares, Inc.	N/A	•	Director - Bankers and CFO, Director - Johnson Private Services, LLC, Director - All Insurance related equity portfolio companies	N/A	N/A
Frank A. Corbin Chapel Hill, VA	Managing Shareholder - Corbin & Company, PC	Director - Yorba Bankshares, Inc.	N/A	•	N/A	N/A	Corbin & Company, PC - 60%
Robert B. Goldstein New York, NY	Founding Principal - Capital Capital Advisors, LLC	Director - Yorba Bankshares, Inc.	N/A	22%	Director - Jacksonville Bancorp	N/A	N/A
William A. Prindle Richmond, VA	President & CEO - BBE, Inc.	Director - Yorba Bankshares, Inc.	N/A	•	Director - Virginia Military Institute	N/A	N/A
W. Lewis Nigg Chapel Hill, VA	Owner & President - Ameri-New, Ltd.	Director - Yorba Bankshares, Inc.	N/A	•	N/A	N/A	Ameri-New, LTD - 100%
Edward Garbow New York, NY	Managing Director - Truistman Capital Advisors	Director - Yorba Bankshares, Inc. (representative for ACMORA, LLC (subsidiary))	N/A	•	Director - Managed Growth Holdings, Inc. - Alenta Capital Corp., Investor - NYTH, Union World Bank Hospital, Investor and Managing Counsel - NY State University System	N/A	N/A
Robert Mores Wilmington, VA	Retired - former Chief Investment Officer of Delaware MFG Capital Corporation	Director - Yorba Bankshares, Inc.	N/A	•	N/A	N/A	N/A

* Represents less than 1%
(1) The voting shares owned by BCP Fund I Virginia Holdings, LLC are automatically controlled by BankCap Equity Fund, LLC, which is jointly controlled by BankCap and BCP Fund.

Form FR Y-6
 CapGen Capital Group VI LLC
 Fiscal Year Ending December 31, 2017

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	n/a	Director - Xenith Bankshares 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 Schedule 2	37.350%	None	See Schedule 2
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	n/a	Director - Xenith Bankshares	10.000%	None	None
Charlie Rogers Babylon, NY USA	SVP & Chief Financial Officer, CapGen Capital Advisers, LLC	Chief Financial Officer	n/a		None	None	None

Form FR Y-6
 CapGen Capital Group VI LP
 Fiscal Year Ending December 31, 2017

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	n/a	Director - Xenith Bankshares 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 Schedule 2	37.350%	None	See Schedule 2
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	n/a	Director - Xenith Bankshares	10.000%	None	None
Charlie Rogers Babylon, NY USA	SVP & Chief Financial Officer, CapGen Capital Advisers, LLC	Chief Financial Officer	n/a		None	None	None

Gene Ludwig Ownership Interest 12-31-17

Company Name	Date of Formation / Qualification	Domestic State	Qualified to do Business	Registered Agent	Biennial Report Requirement	Number of Shares / Units	Class of Shares	% Owned, Controlled or Held	Eugene A. Ludwig's Title(s)	Directors & Officers	Notes
Fossil Properties, LLC	7/27/2012	DC		Robert J. Gage, Cowington & Building	Biennial			100% EAL, Trustee of EAL Trust U/A dated August 26, 2011	Owner	Manager: Robert J. Gage	Handled by Debrah Shawer. Created to purchase property, used to hire a new employee who will be working for the Ludwig personally.
Leaf Investors, LLC EIN Number: 45-4926533	8/16/2011	DE		CT Corporation (Administered by Paula Bronsman)	Annual	100 units		33.33% EAL, Trustee of EAL Trust U/A dated August 26, 2011 33.33% AHM, Trustee of the Alfred H. Moses Trust U/A dated December 17, 2001 33.33% Jacobson	Chairman	OFFICERS: Eugene A. Ludwig - Chairman; Alfred H. Moses - President & CEO; Mark P. Jacobson - Secretary & Treasurer	ILC Agmt dated as of 8/16/2011
Leaf College Savings, LLC	7/15/2011	DE	VA	CT Corporation (Administered by Biler Incorporator)	Annual			33.33% Indirect Ownership Interest (Entity 50% owned by Leaf Investors, LLC)	Director	OFFICERS: Joshua Biler - President & CEO; Juan Aguilar - Chief Technology Officer	Handled by Biler Corporations.
Ludwig & Associates PLLC EIN: 20-213-8701	12/17/2004	DC		CSC	Biennial			100% EAL	Manager	MEMBER: Eugene A. Ludwig	Disolution documents filed 11/22/2016. Final termination documents not filed.
Ludwig Enterprises, LLC EIN: 45-5247401	4/25/2012	DE		CSC	Annual			100% EAL, Trustee of EAL Trust U/A dated August 26, 2011	Manager		Per 6/20/16 email from Gene (via CS), entity is to remain open.
Ludwig Family Foundation Inc, The EIN: 56-2305290	11/12/2002	DC		CSC	Biennial	N/A	N/A	N/A	Director, President & Treasurer	DIRECTORS: Eugene A. Ludwig, Carol Ludwig, Robert B. Barnett	501(c)(3) - no capital stock
Ludwig Family Investments, LLC EIN: 06-1687779	8/9/2002	DE		CSC	Annual	100	Membership Interests	98% EAL, Trustee of EAL Trust U/A dated August 26, 2011 1% Carol L. Ludwig, Trustee of Carol L. Ludwig Trust U/A dated August 26, 2011	Manager	OFFICERS: Eugene A. Ludwig - President & Treasurer; Carol Ludwig - Secretary Eugene A. Ludwig - Manager	LLC Agmt is between Ludwig Family Investments, EAL and Carol Ludwig
Pohonnont Sub LLC EIN: 81-1107475	11/24/2015	DE		CSC	Annual			100% SpringHaven Group LLC	Manager		
Promontech LLC EIN: 30-3886070	11/30/2015	DE	DC	CSC	Biennial			100% Promontech LLC	Manager, Chair - Advisory Board	OFFICERS: Bruce Viharelli - President/Chief Executive Officer/Managing Director; David Eiser - Chief Financial Officer/Managing Director; Michael Kolbriener - Managing Director/Chief Technology Officer; Susan Tobin - Managing Director/Business Design Architect	Formerly Promontech, LLC (change initiated May 18, 2016) DC filed 5/19 DC filed 5/25 CO filed ???
DC Initial File #: L00005351152	3/1/2016		CO	CSC	Annual						
	3/1/2016		DC	CSC	Biennial						

Company Name	Date of Formation/Qualification	Domestic State	Qualified to do Business	Registered Agent	Biennial Report Requirement	Number of Shares/Units	Class of Shares	% Owned, Controlled or Held	Eugene A. Ludwig's Title(s)	Directors & Officers	Notes
SpringHaven Investor LLC EIN: 27-0014094	1/17/2001 1/13/2003 1/14/2003	DE	IL ND	National Corporate Research [unadministered by Ptk]	Annual Annual Annual	2,436,480 Membership Units	Membership Units	62.5% (or 1,522,800 units) EAL, Trustee of EAL Trust UJA dated August 26, 2013; 18% (or 438,566 units) Alan Blinder; 15.5% (or 377,654 units) Marc Jacobson; 4% (or 97,460 units) Alfred H. Moses	Chief Executive Officer	OFFICERS: Eugene A. Ludwig - Chief Executive Officer; Mark P. Jacobson - President & COO; Alan S. Blinder - Secretary; Mark P. Jacobson - Treasurer; Alfred H. Moses - General Counsel Pronomatory ADM LLC name changed November 2016	
Pronomatory Fulfillment Services LLC EIN: 81-0947614 DC Initial File #: L00005351131	11/30/2015	DE		CSC	Annual			100% Pronomatory	Manager, Chair - Advisory Board	OFFICERS: Bruce Withereff - President/Chief Executive Officer/Managing Director, David Essex - Chief Financial Officer/Managing Director	
SpringHaven Group LLC (pending change to SpringHarbor Financial Group LLC) EIN: 30-0899892	?? 4/29/2016	DE		CSC	Annual			98% EAL, Trustee of EAL Trust UJA dated August 26, 2011 1% Ludwig Family Investments	Manager	ADVISORY BOARD: Eugene Ludwig, David Essex, Jeffrey TBD	Formerly Football Holding Company LLC; 4/26/2016 name change to Pronomatory Group, LLC; 10/13/2016 name change to Lighthouse Group, LLC; 11/17/2016 name change to SpringHarbor Financial Group LLC
Pronomatory Interfinancial Network, LLC EIN: 20-180-5642 or 04-366-9574	05/16/2002	DE	Qualified in all 49 States	CT Corporation [administered by Ptk]	Annual	4,060,800		37.5% EAL, Trustee of EAL Trust UJA dated August 26, 2011 (via Pronomatory ADM LLC) 60% Pronomatory ADM 40% MCDI (Holdings), LLC (BRVM) 100% PIN 100% PIN	Chairman & Co-Founder	DIRECTORS: Eugene A. Ludwig - Chairman & Co-Founder; Alan S. Blinder - Vice Chairman & Co-Founder; Mark P. Jacobson, President & CEO, Co-Founder; Alfred H. Moses - Vice Chairman, Co-Founder; Ismat [Izz] Dawood - Operating Committee; Brian Ruane - Operating Committee; Art Costantino - Vice Chairman; Kenneth M. Duberstein; Edward W. Kelley, Jr.; Donald G. Ogilvie; Mary L. Schapiro; Jeffrey B. Schreier; J. Michael Shephard; O. Jay Tomson; Frank G. Zarb	Originally formed as Pronomatory Capital Group, LLC; name changed to Pronomatory Interfinancial Group, LLC on 11/14/2002; name change connected to Pronomatory Interfinancial Network, LLC on 11/15/2002
Pronomatory MortgagePath LLC EIN: 37-1797647 DC: Initial File #: L00005351104	07/18/2013 07/18/2013 11/30/2015	DE		CSC	Annual	10,000		80% Pehagonnet Sub LLC 10% Bruce Withereff 5% David Essex 5% Randy Sidhu	Manager, Chair - Advisory Board	OFFICERS: Bruce Withereff - President/Chief Executive Officer/Managing Director, David Essex - Chief Financial Officer/Managing Director, Randy Sidhu - Managing Director/Head of Business Development and Strategy	Formerly Pronomatory MortgageHub, LLC (changed May 10, 2016) DC filed 5/10 DC filed 5/13 CO filed 5/13
Pronomatory Res/Markets LLC EIN: 81-0947614 DC Initial File #: L00005351065 FL Document Number: M16000001915	11/30/2015 3/1/2016 3/1/2016 3/4/2016 3/4/2016 5/23/2016	DE		CSC	Annual			100% Pronomatory	Manager, Chair - Advisory Board	OFFICERS: Bruce Withereff - President/Chief Executive Officer/Managing Director, Trezvant Moore - Managing Director, Daniel Goldman - Managing Director/Head of Sales	Formerly Pronomatory Mortgage Exchange LLC (changed/initialized May 15, 2016) DC filed 5/15 CO filed 5/19 FL filed 5/19 DC filed 5/23 CA filed 5/26