

NEW PEOPLES BANKSHARES INC

Form 10-K/A

June 24, 2011

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## United States

### Securities and Exchange Commission

Washington, D.C. 20549

### FORM 10-K/A

(Amendment No. 2)

x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

For fiscal year ended December 31, 2010

Commission File Number 000-33411

## New Peoples Bankshares, Inc.

(Exact name of registrant as specified in its charter)

Virginia  
(State or other jurisdiction of  
incorporation or organization)

31-1804543  
(I.R.S. Employer  
Identification No.)

67 Commerce Drive  
Honaker, VA  
(Address of principal executive offices)

24260  
(Zip Code)

Registrant's telephone number, including area code (276) 873-7000

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**Securities registered pursuant to Section 12(b) of the Act:**

None

**Securities registered pursuant to Section 12(g) of the Act:**

Common Stock \$2 Par Value

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15 (d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K Section 229.405 is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes  No

The aggregate market value of the common stock held by non-affiliates, based on the last reported sales prices of \$10.00 per share on the last business day of the second quarter of 2010 was \$89,699,374.00.

The number of shares outstanding of the registrant's common stock was 10,010,178 as of June 23, 2011.

**DOCUMENTS INCORPORATED BY REFERENCE:**

None.



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This Amendment No. 2 to the Annual Report on Form 10-K (this Form 10-K/A) filed by New Peoples Bankshares, Inc. (the Company) as of and for the year ended December 31, 2010 (the Form 10-K) is being filed in order to amend and restate the Form 10-K and the Company's consolidated financial statements and accompanying footnotes as of and for the year ended December 31, 2010 (the 2010 Financials) and other related information included therein.

As reported by the Company, a Current Report on Form 8-K filed with the Securities and Exchange Commission (the SEC) on May 24, 2011, prior to the March 16, 2011 filing of the Form 10-K, the Company's management was unaware of certain material adjustments to the appraised values of real estate collateral securing impaired loans and appraised values of other real estate owned properties held by the Company's wholly-owned subsidiary, New Peoples Bank, Inc. (the Bank). In certain instances, reductions in collateral values on impaired loans and other real estate owned properties based on recent appraisals had not been communicated to management responsible for financial reporting on a timely basis. In addition, senior management did not fully understand the implications of Financial Accounting Standards Board Topic ASC 855 (formerly SFAS 165), which requires in most cases that material collateral appraisals received after the end of the reported financial period but before financial reports for that period are completed or filed, should be reflected in that prior period report. These appraisals were received after December 31, 2010 but prior to the original date of issuance of the Company's Form 10-K issuance. That information also resulted in reclassifying certain loans as nonaccrual loans. The appraisals were not factored into the Company's provision for loan losses in the previously issued 2010 Financials. Management and the Audit Committee of the Company's Board of Directors determined that the 2010 Financials should be restated to reflect these additional appraisals. The overall impact on net loss of the adjustments related to the restatement of the 2010 Financials is summarized below:

(In thousands)	<b>Net Loss Attributable to Changes Year Ended December 31, 2010</b>
Net Loss, As Previously Reported	(\$3,972)
Decrease in loan interest income	(141)
Increase in Provision for Loan Losses	6,697
Increase in other real estate owned expenses	440
Increase in other operating expenses	482
Decrease in Provision for Income Tax	2,667
Total Adjustments	(5,093)
Net Loss, As Restated	(\$9,065)

For purposes of this Form 10-K/A, and in accordance with Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the Exchange Act), the following items in the Form 10-K have been amended and restated in their entirety:

Part I, Item 1 Business;

Part I, Item 1A Risk Factors;

Part II, Item 6 Selected Financial Data;

Part II, Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations;

Part II, Item 8 Financial Statements and Supplemental Data;

Part II, Item 9A Controls and Procedures; and

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### Part IV, Item 15 Exhibits and Financial Statement Schedules.

Additionally, Part IV, Item 15 has been amended and restated in its entirety to include the Company's restated consolidated financial statements and currently dated certifications of the Company's principal executive officer and principal financial officer as required by Sections 302 and 906 of the Sarbanes-Oxley Act of 2002. Other than the items outlined above, there are no changes to the Form 10-K, although this Form 10-K/A also sets forth those items in the Form 10-K that are not being amended and restated for the convenience of the reader. No attempt has been made in this Form 10-K/A to modify or update the disclosures presented in the Form 10-K, including the exhibits to the Form 10-K, except as required to reflect the effects of the restatement of the 2010 Financials. Information not affected by the restatement is unchanged and reflects the disclosures made at the time of the original filing of the Form 10-K on March 16, 2011. Except as otherwise specifically noted, all information contained herein is as of December 31, 2010 and does not reflect any events or changes that have occurred subsequent to that date. Accordingly, this Form 10-K/A should be read in conjunction with our filings made with the SEC subsequent to the filing of the Form 10-K, including any amendments to those filings, if any.

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The Company is not required to and has not updated any forward-looking statements previously included in the Form 10-K. The Company has not amended, and does not intend to amend, any of its other previously filed reports. (Note: No other periods were affected by the restatement of the 2010 Financials). Our previously issued consolidated financial statements as of and for the year ended December 31, 2010, which were filed with the 10-K, should no longer be relied upon, as we have reported before.

This Form 10-K/A includes changes to Item 9A Controls and Procedures and reflects management's restated assessment of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) as of December 31, 2010. This restatement of management's assessment regarding disclosure controls and procedures results from the identification of a material weakness in internal control over financial reporting. As a result of the need to restate the 2010 Financials, management has reassessed the effectiveness of the Company's internal control over financial reporting and has concluded that, as of December 31, 2010, there was a material weakness in the Company's internal control over financial reporting. The weakness primarily relates to the new appraisals and other valuation information on collateral securing impaired loans and other real estate owned properties not being evaluated in a timely manner and recorded in the proper period. This Form 10-K/A includes changes to Management's Report on Internal Control Over Financial Reporting in Item 9A Controls and Procedures that reflect management's reassessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2010. The Company has implemented changes in internal controls as of the date of this report to address the material weakness. However, we believe that additional time and testing are necessary before we can conclude that the identified material weakness has been remediated.

In this Form 10-K/A, the terms we, us, our and similar terms refer to the Company. Our bank subsidiary, New Peoples Bank, Inc., is referred to as the Bank.

## **PART I**

### **Item 1. Business**

#### **General**

New Peoples Bankshares, Inc. (New Peoples) is a Virginia bank holding company headquartered in Honaker, Virginia. Prior to January 1, 2009, New Peoples was a financial holding company. New Peoples subsidiaries include: New Peoples Bank, Inc., a Virginia banking corporation (the Bank) and NPB Web Services, Inc., a web design and hosting company (NPB Web). In July 2004, NPB Capital Trust I was formed for the issuance of trust preferred securities. In September 2006, NPB Capital Trust 2 was formed for the issuance of trust preferred securities. NPB Financial Services, Inc., an insurance and investment services corporation (NPB Financial) was a subsidiary of New Peoples until January 1, 2009 when it became a subsidiary of the Bank.

The Bank offers a range of banking and related financial services focused primarily on serving individuals, small to medium size businesses, and the professional community. We strive to serve the banking needs of our customers while developing personal, hometown relationships with them. Our board of directors believes that marketing customized banking services enables us to establish a niche in the financial services marketplace where we do business.

The Bank is headquartered in Honaker, Virginia and operates 27 full service offices in the southwestern Virginia counties of Russell, Scott, Washington, Tazewell, Buchanan, Dickenson, Wise, Lee, Smyth, and Bland; Mercer County in southern West Virginia and the eastern Tennessee counties of Sullivan and Washington. The close proximity and mobile nature of individuals and businesses in adjoining counties and nearby cities in Virginia, West Virginia and Tennessee places these markets within our Bank's targeted trade area, as well.

We provide professionals and small and medium size businesses in our market area with responsive and technologically enabled banking services. These services include loans that are priced on a deposit relationship basis, easy access to our decision makers, and quick and innovative action necessary to meet a customer's banking needs. Our capitalization and lending limit enable us to satisfy the credit needs of a large portion of the targeted market segment. When a customer needs a loan that exceeds our lending limit, we try to find other financial institutions to participate in the loan with us.

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### **Our History**

The Bank was incorporated under the laws of the Commonwealth of Virginia on December 9, 1997 and began operations on October 28, 1998. On September 27, 2001, the shareholders of the Bank approved a plan of reorganization under which they exchanged their shares of Bank common stock for shares of New Peoples common stock. On November 30, 2001, the reorganization was completed and the Bank became New Peoples wholly owned subsidiary.

In June 2003, New Peoples formed two new wholly-owned subsidiaries, NPB Financial Services, Inc. and NPB Web Services, Inc.

NPB Financial is a full-service insurance and investment firm, dealing in personal and group life, health, and disability products, along with mutual funds, fixed rate annuities, variable annuities, fee based asset management and other investment products through a broker/dealer relationship with UVEST Financial Services, Inc.

NPB Web is an internet web site development and hosting company. It produces custom designed web pages for use on the world wide web and serves as a web site host for customers and non-profit organizations. It also develops the web sites of other New Peoples subsidiaries and supplies advertising and marketing expertise for New Peoples.

In July 2004, NPB Capital Trust I was formed to issue \$11.3 million in trust preferred securities.

In September 2006, NPB Capital Trust 2 was formed to issue \$5.2 million in trust preferred securities.

### **Branch Locations**

We initially opened with full service branches in Honaker and Weber City, Virginia and in 1999 opened a full service branch in Castlewood, Virginia. During 2000, we opened full service branches in Haysi and Lebanon, Virginia. During 2001, we opened branches in Pounding Mill, Virginia and Princeton, West Virginia. In 2002, we opened branch offices in Gate City, Clintwood, Big Stone Gap, Tazewell and Davenport, Virginia. During 2003, we expanded into Grundy, Dungannon, and Bristol, Virginia. We expanded into Tennessee and opened an office in Bloomingdale, Tennessee in 2003, as well. In 2004, we opened offices in Richlands, Abingdon, and Bristol, Virginia. In 2005 full service branches were opened in Bluefield and Cleveland, Virginia. During 2006, we opened full service branches in Essersville, Pound, and Lee County, Virginia and Jonesborough, Tennessee. During 2007, we opened full service offices in Bland, and Chilhowie, Virginia; and Bramwell, West Virginia. We purchased two operating branches from another bank, including deposits and loans located in Norton and Pennington Gap, Virginia in June 2007. During 2008, we opened one full service office in Bluewell, West Virginia. During 2010, as part of an initiative by the Board and Management to reduce operating expenses, we closed our offices in Bramwell, West Virginia and Cleveland, Davenport, and Dungannon, Virginia.

In order to open additional banking offices, we must obtain prior regulatory approval which takes into account a number of factors, including, among others, a determination that we have adequate capital and a finding that the public interest will be served.

### **Our Market Areas**

Our primary market area consists of southwestern Virginia, southern West Virginia and northeastern Tennessee. Specifically, we operate in the southwestern Virginia counties of Russell, Scott, Washington, Tazewell, Buchanan, Dickenson, Wise, Lee, Smyth, and Bland; Mercer County in southern West Virginia and the eastern Tennessee counties of Sullivan and Washington (collectively, the Tri-State Area). The close proximity and transient nature of individuals and businesses in adjoining counties and nearby cities in Virginia, West Virginia and Tennessee place these markets within our bank's targeted trade area, as well.

The Tri-State Area has a diversified economy supported by natural resources, which include coal, natural gas, limestone, and timber; agriculture; healthcare; education; technology; manufacturing and services industries. Predominantly, the market is comprised of locally owned and operated small businesses. The area has also been named a technology corridor. Considerable investments in high-technology communications, high-speed broadband network and infrastructure have been made which has opened the area to large technology companies and future business development potential for new and existing businesses. The area is becoming known as one of the East Coast's new centers for electronic information technology, energy, education and emerging specialty manufacturing. Leaders in their industries are taking advantage of the low cost of doing business, training opportunities, available workforce and an exceptional quality of life experience for employers and employees alike.





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Education is a priority in workplace preparedness and the Tri-State area places great emphasis on educating our regional workforce for today and jobs of the future. Starting in elementary school, students are exposed to technology resources, distance learning, robotics and math competitions, as well as STEM programs - Science, Technology, Engineering and Math. The Tri-State Area is home to numerous higher education institutions including East Tennessee State University, The University of Virginia's College at Wise, Bluefield State College, Appalachia School of Law, Appalachia School of Pharmacy, and various private colleges and community colleges.

### **Educational Highlights include:**

FastTrack software programming, IT help desk training, and advanced manufacturing technology training offered by Mountain Empire and Southwest Virginia community colleges.

The University of Virginia's College at Wise, the only four-year branch of the University of Virginia, offers the state's only undergraduate software engineering degree, one of a handful of such programs nationally.

IT, professional development and leadership training are offered at the Southwest Virginia Technology Development Center, also operated by The University of Virginia's College at Wise.

Undergraduate and graduate degree programs are offered at the Southwest Virginia Higher Education Center in Abingdon. Accessibility to Interstates I-77, I-81, I-26, I-64 and I-75 as well as major state and U.S. highways including US 19, US 23, US 58, US 460 and US 421 make the area an ideal location to serve markets in both the East and Mid-America. The area is strategically located midway between Atlanta-Pittsburgh, Charlotte-Cincinnati, and Richmond-Louisville, and is within a day's drive of more than half of the U.S. population. A regional airport located in Bristol, Tennessee serves the area for commercial flights to and from major cities in the United States. General aviation airports accommodating small jet service include Lonesome Pine Regional Airport, Wise, VA; Lee County Airport, Jonesville, VA; Tazewell County Airport, Claypool Hill, VA; Virginia Highlands Airport, Abingdon, VA; and Mercer County Airport, Bluefield, WV. Rail service providers include CSX Transportation and Norfolk Southern Railways.

### **Internet Site**

In March 2001, we opened our internet banking site at [www.newpeoplesbank.com](http://www.newpeoplesbank.com). The site includes a customer service area that contains branch and ATM locations, product descriptions and current interest rates offered on deposit accounts. Customers with internet access can access account balances, make transfers between accounts, enter stop payment orders, order checks, and use an optional bill paying service.

### **Available Information**

We file annual, quarterly, and current reports, proxy statements and other information with the Securities and Exchange Commission (the SEC). Our SEC filings are filed electronically and are available to the public over the internet at the SEC's web site at [www.sec.gov](http://www.sec.gov). In addition, any document we file with the SEC can be read and copied at the SEC's public reference facilities at 100 F Street, N.E., Washington, D.C. 20549. Copies of documents can be obtained at prescribed rates by writing to the Public Reference Section of the SEC at 100 F Street, N.E., Washington, D.C. 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. We also provide a link to our filings on the SEC website, free of charge, through our internet website [www.npbankshares.com](http://www.npbankshares.com) under Investor Relations.

### **Banking Services**

*General.* We accept deposits, make consumer and commercial loans, issue drafts, and provide other services customarily offered by a commercial bank, such as business and personal checking and savings accounts, walk-up tellers, drive-in windows, and 24-hour automated teller machines. The Bank is a member of the Federal Reserve System and its deposits are insured under the Federal Deposit Insurance Act to the limits provided thereunder.

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We offer a full range of short-to-medium term commercial, 1-4 family residential mortgages and personal loans. Commercial loans include both secured and unsecured loans for working capital (including inventory and receivables), business expansion (including acquisition of real estate and improvements) and purchase of equipment and machinery. Consumer loans may include secured and unsecured loans for financing automobiles, home improvements, education, personal investments and other purposes.

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Our lending activities are subject to a variety of lending limits imposed by state law. While differing limits apply in certain circumstances based on the type of loan or the nature of the borrower (including the borrower's relationship to the Bank), in general, the Bank is subject to a loan-to-one borrower limit of an amount equal to 15% of its capital and surplus in the case of loans which are not fully secured by readily marketable or other permissible types of collateral. The Bank voluntarily may choose to impose a policy limit on loans to a single borrower that is less than the legal lending limit.

We obtain short-to-medium term commercial and personal loans through direct solicitation of business owners and continued business from existing customers. Completed loan applications are reviewed by our loan officers. As part of the application process, information is obtained concerning the income, financial condition, employment and credit history of the applicant. If commercial real estate is involved, information is also obtained concerning cash flow after debt service. Loan quality is analyzed based on the Bank's experience and its credit underwriting guidelines.

Loans by type as a percentage of total loans are as follows:

	December 31,				
	2010	2009	2008	2007	2006
Commercial, financial and agricultural	15.48%	15.56%	15.26%	17.77%	18.34%
Real estate construction	7.39%	9.41%	8.96%	5.63%	6.63%
Real estate mortgage	69.13%	66.02%	67.04%	67.87%	65.18%
Installment loans to individuals	8.00%	9.01%	8.74%	8.73%	9.85%
<b>Total</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>

*Commercial Loans.* We make commercial loans to qualified businesses in our market area. Our commercial lending consists primarily of commercial and industrial loans to finance accounts receivable, inventory, property, plant and equipment. Commercial business loans generally have a higher degree of risk than residential mortgage loans, but have commensurately higher yields. Residential mortgage loans generally are made on the basis of the borrower's ability to make repayment from employment and other income and are secured by real estate whose value tends to be easily ascertainable. In contrast, commercial business loans typically are made on the basis of the borrower's ability to make repayment from cash flow from its business and are secured by business assets, such as commercial real estate, accounts receivable, equipment and inventory. As a result, the availability of funds for the repayment of commercial business loans may be substantially dependent on the success of the business itself.

Further, the collateral for commercial business loans may depreciate over time and cannot be appraised with as much precision as residential real estate. To manage these risks, our underwriting guidelines require us to secure commercial loans with both the assets of the borrowing business and other additional collateral and guarantees that may be available. In addition, we actively monitor certain measures of the borrower, including advance rate, cash flow, collateral value and other appropriate credit factors.

*Residential Mortgage Loans.* Our residential mortgage loans consist of residential first and second mortgage loans, residential construction loans, home equity lines of credit and term loans secured by first and second mortgages on the residences of borrowers for home improvements, education and other personal expenditures. We make mortgage loans with a variety of terms, including fixed and floating or variable rates and a variety of maturities.

Under our underwriting guidelines, residential mortgage loans generally are made on the basis of the borrower's ability to make repayment from employment and other income and are secured by real estate whose value tends to be easily ascertainable. These loans are made consistent with our appraisal policies and real estate lending policies, which detail maximum loan-to-value ratios and maturities.

*Construction Loans.* Construction lending entails significant additional risks, compared to residential mortgage lending. Construction loans often involve larger loan balances concentrated with single borrowers or groups of related borrowers. Construction loans also involve additional risks attributable to the fact that loan funds are advanced upon the security of property under construction, which is of uncertain value prior to the completion of construction. Thus, it is more difficult to evaluate accurately the total loan funds required to complete a project and related loan-to-value ratios. To minimize the risks associated with construction lending, loan-to-value limitations for residential, multi-family and non-residential construction loans are in place. These are in addition to the usual credit analysis of borrowers. Management feels that the loan-to-value ratios help to minimize the risk of loss and to compensate for normal fluctuations in the real estate market. Maturities for construction loans generally range from 4 to 12 months for residential property and from 6 to 18 months for non-residential and multi-family

properties.

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*Consumer Loans.* Our consumer loans consist primarily of installment loans to individuals for personal, family and household purposes. The specific types of consumer loans that we make include home improvement loans, debt consolidation loans and general consumer lending. Consumer loans entail greater risk than residential mortgage loans do, particularly in the case of consumer loans that are unsecured, such as lines of credit, or secured by rapidly depreciating assets such as automobiles. In such cases, any repossessed collateral for a defaulted consumer loan may not provide an adequate source of repayment of the outstanding loan balance as a result of the greater likelihood of damage, loss or depreciation. The remaining deficiency often does not warrant further substantial collection efforts against the borrower. In addition, consumer loan collections are dependent on the borrower's continuing financial stability, and thus are more likely to be adversely affected by job loss, divorce, illness or personal bankruptcy. Furthermore, the application of various federal and state laws, including federal and state bankruptcy and insolvency laws, may limit the amount which can be recovered on such loans. A borrower may also be able to assert against the Bank as an assignee any claims and defenses that it has against the seller of the underlying collateral.

Our underwriting policy for consumer loans seeks to moderate risk and minimize losses, primarily through a careful analysis of the borrower. In evaluating consumer loans, we require our lending officers to review the borrower's level and stability of income, past credit history and the impact of these factors on the ability of the borrower to repay the loan in a timely manner. In addition, we maintain an appropriate margin between the loan amount and collateral value.

*Deposits.* We offer a variety of deposit products for both individual and business customers. These include demand deposit, interest-bearing demand deposit, savings deposit, and money market deposit accounts. In addition, we offer certificates of deposit with terms ranging from 7 days to 60 months and individual retirement accounts with terms ranging from 12 months to 60 months.

*Other Bank Services.* Other bank services include safe deposit boxes, cashier's checks, certain cash management services, traveler's checks, direct deposit of payroll and social security checks and automatic drafts for various accounts. We offer ATM card services that can be used by our customers throughout Virginia and other regions. We also offer MasterCard and VISA credit card services through an intermediary. Electronic banking services include debit cards, internet banking, telephone banking and wire transfers.

We do not presently anticipate exercising trust powers, but we are able to provide similar services through our affiliation with UVEST Financial Services, Inc.

## **Competition**

The banking business is highly competitive. We compete as a financial intermediary with other commercial banks, savings and loan associations, credit unions, mortgage banking firms, consumer finance companies, securities brokerage firms, insurance companies, money market mutual funds and other financial institutions operating in the southwestern Virginia, southern West Virginia, and eastern Tennessee market area and elsewhere. Our market area is a highly competitive, highly branched banking market.

Competition in the market area for loans to small businesses and professionals, the Bank's target market, is intense, and pricing is important. Many of our competitors have substantially greater resources and lending limits than we have. They offer certain services, such as extensive and established branch networks and trust services that we do not expect to provide or will not provide in the near future. Moreover, larger institutions operating in the market area have access to borrowed funds at lower costs than are available to us. Deposit competition among institutions in the market area also is strong. As a result, it is possible that we may pay above-market rates to attract deposits.

While pricing is important, our principal method of competition is service. As a community banking organization, we strive to serve the banking needs of our customers while developing personal, hometown relationships with them. As a result, we provide a significant amount of service and a range of products without the fees that customers can expect from larger banking institutions.

According to a market share report prepared by the Federal Deposit Insurance Corporation (the FDIC), as of June 30, 2010, the most recent date for which market share information is available, the Bank's deposits as a percentage of total deposits in its major market areas were as follows: Russell County, VA 27.72%, Scott County, VA 36.77%, Dickenson County, VA 24.64%, Tazewell County, VA 9.26%, Smyth County, VA 2.84%, Lee County, VA 6.19%, Buchanan County, VA 11.45%, Wise County, VA 10.02%, city of Norton, VA 21.98%, Bland County, VA 27.86%, combined Washington County, VA and the City of Bristol, VA 5.36%, Mercer County, WV 9.92%, Sullivan County, TN 1.07%, and Washington County, TN 4.80%.

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### **Employees**

As of December 31, 2010, we had 362 total employees, of which 336 were full-time employees. None of our employees is covered by a collective bargaining agreement, and we consider relations with employees to be excellent.

### **Supervision and Regulation**

*General.* As a bank holding company, we are subject to regulation under the Bank Holding Company Act of 1956, as amended ( *BHCA* ), and the examination and reporting requirements of the Board of Governors of the Federal Reserve System (the *Federal Reserve* ). We are also subject to Chapter 13 of the Virginia Banking Act, as amended ( *Virginia Act* ). As a state-chartered commercial bank, the Bank is subject to regulation, supervision and examination by the Virginia State Corporation Commission's Bureau of Financial Institutions ( *BFI* ). As a member of the Federal Reserve system, the Bank is also subject to regulation, supervision and examination by the Federal Reserve. Other federal and state laws, including various consumer protection and compliance laws, govern the activities of the Bank, such as the investments that it makes and the aggregate amount of loans that it may grant to one borrower.

The following description summarizes the most significant federal and state laws applicable to New Peoples and its subsidiaries. To the extent that statutory or regulatory provisions are described, the description is qualified in its entirety by reference to that particular statutory or regulatory provision.

*The Bank Holding Company Act.* Under the BHCA, the Federal Reserve examines New Peoples periodically. New Peoples is also required to file periodic reports and provide any additional information that the Federal Reserve may require. Activities at the bank holding company level are generally limited to:

banking, managing or controlling banks;

furnishing services to or performing services for its subsidiaries; and

engaging in other activities that the Federal Reserve has determined by regulation or order to be so closely related to banking as to be a proper incident to these activities.

Thus, the activities we can engage in are restricted as a matter of law.

With some limited exceptions, the BHCA requires every bank holding company to obtain the prior approval of the Federal Reserve before:

acquiring substantially all the assets of any bank;

acquiring direct or indirect ownership or control of any voting shares of any bank if after such acquisition it would own or control more than 5% of the voting shares of such bank (unless it already owns or controls the majority of such shares); or

merging or consolidating with another bank holding company.

As a result, our ability to engage in certain strategic activities is conditioned on regulatory approval.

In addition, and subject to some exceptions, the BHCA and the Change in Bank Control Act require Federal Reserve approval prior to any person or company acquiring control of a bank holding company as defined in the statutes and regulations. These requirements make it more difficult for control of our company to change.

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*The Virginia Act.* As a bank holding company registered with the BFI, we must provide the BFI with information concerning our financial condition, operations and management, among other reports required by the BFI. New Peoples is also examined by the BFI in addition to its Federal Reserve examinations. Similar to the BHCA, the Virginia Act requires that the BFI approve the acquisition of direct or indirect ownership or control of more than 5% of the voting shares of any Virginia bank or bank holding company like us.



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*Payment of Dividends.* New Peoples is a separate legal entity that derives the majority of its revenues from dividends paid to it by its subsidiaries. The Bank is subject to laws and regulations that limit the amount of dividends it can pay. In addition, both New Peoples and the Bank are subject to various regulatory restrictions relating to the payment of dividends, including requirements to maintain capital at or above regulatory minimums. Banking regulators have indicated that banking organizations should generally pay dividends only if the organization's net income available to common shareholders over the past year has been sufficient to fully fund the dividends and the prospective rate of earnings retention appears consistent with the organization's capital needs, asset quality and overall financial condition. The FDIC has the general authority to limit the dividends paid by FDIC insured banks if the FDIC deems the payment to be an unsafe and unsound practice. The FDIC has indicated that paying dividends that deplete a bank's capital base to an inadequate level would be an unsound and unsafe banking practice. During the year ended December 31, 2009 the Bank declared and paid dividends to New Peoples totaling \$500 thousand in order to service debt obligations. However, in October 2009, the Federal Reserve Bank of Richmond ( Richmond FRB ) restricted the Bank from paying dividends to the Company. It is therefore highly unlikely that the Company will pay any dividends at least until the Richmond FRB's restriction is removed.

As the recession continues to impact asset quality and earnings at financial institutions as the above discussion states, the regulatory authorities have broad discretion to, and may, further restrict the payment of dividends by affected financial institutions and this could impact us.

*Capital Requirements.* The Federal Reserve has issued risk-based and leverage capital guidelines applicable to banking organizations that it supervises. Under the risk-based capital requirements, the Bank and the Company are each generally required to maintain a minimum ratio of total capital to risk-weighted assets (including certain off-balance sheet activities, such as standby letters of credit) of 8%. At least half of the total capital must be composed of Tier 1 Capital, which is defined as common equity, retained earnings and qualifying perpetual preferred stock, less certain intangibles. The remainder may consist of Tier 2 Capital, which is defined as specific subordinated debt, some hybrid capital instruments and other qualifying preferred stock and a limited amount of the loan loss allowance. These risk-based capital standards attempt to measure capital adequacy relative to the institution's risk profiles. In addition, each of the federal banking regulatory agencies has established minimum leverage capital requirements for banking organizations. Under these requirements, banking organizations must maintain a minimum ratio of Tier 1 capital to adjusted average quarterly assets of between 3% and 5%, subject to federal bank regulatory evaluation of an organization's overall safety and soundness. The principal objective of the leverage ratio is to constrain the degree to which an institution may leverage its equity capital base. In sum, the capital measures used by the federal banking regulators are:

the Total Capital ratio, which is the total of Tier 1 Capital and Tier 2 Capital;

the Tier 1 Capital ratio; and

the leverage ratio.

Under these regulations, a bank will be:

well capitalized if it has a Total Capital ratio of 10% or greater, a Tier 1 Capital ratio of 6% or greater, a leverage ratio of 5% or greater, and is not subject to any written agreement, order, capital directive, or prompt corrective action directive by a federal bank regulatory agency to meet and maintain a specific capital level for any capital measure;

adequately capitalized if it has a Total Capital ratio of 8% or greater, a Tier 1 Capital ratio of 4% or greater, and a leverage ratio of 4% or greater or 3% in certain circumstances and is not well capitalized;

undercapitalized if it has a Total Capital ratio of less than 8%, a Tier 1 Capital ratio of less than 4% - or 3% in certain circumstances;

significantly undercapitalized if it has a Total Capital ratio of less than 6%, a Tier 1 Capital ratio of less than 3%, or a leverage ratio of less than 3%; or

critically undercapitalized if its tangible equity is equal to or less than 2% of average quarterly tangible assets, The risk-based capital standards of the Federal Reserve explicitly identify concentrations of credit risk and the risk arising from non-traditional activities, as well as an institution's ability to manage these risks, as important factors to be taken into account by the agency in assessing an institution's overall capital adequacy. The capital guidelines

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also provide that an institution's exposure to a decline in the economic value of its capital due to changes in interest rates be considered as a factor in evaluating a banking organization's capital adequacy. Thus, the capital level of a bank can be of regulatory concern even if it is well-capitalized under the regulatory formula and a well-capitalized bank can be required to maintain even higher capital levels based on its asset quality or other regulatory concerns.

The regulators may take various corrective actions with respect to a financial institution considered to be capital deficient. These powers include, but are not limited to, requiring the institution to be recapitalized, prohibiting asset growth, restricting interest rates paid or dividends, requiring prior approval of capital distributions by any bank holding company that controls the institution, requiring divestiture by the institution of its subsidiaries or by the holding company of the institution itself, requiring new election of directors, and requiring the dismissal of directors and officers. As discussed above, in October 2009 the Richmond FRB imposed a prohibition on the Bank paying dividends to preserve capital. Bank holding companies can be called upon to boost their subsidiary bank's capital and to partially guarantee the institution's performance under its capital restoration plan. If this occurs, capital which otherwise would be available for holding company purposes, including possible distributions to shareholders, would be required to be downstreamed to one or more subsidiary bank. In this respect, the Richmond FRB also notified New Peoples that we must defer dividends on our trust preferred issuances which we did as of October 2009. As of December 31, 2010, the Bank was adequately capitalized, with a Total Capital ratio of 9.79%; a Tier 1 Capital ratio of 8.50%; and a leverage ratio 6.00%.

In addition, under the terms of the Written Agreement, both the Company and the Bank have agreed to submit capital plans to maintain sufficient capital at the Company, on a consolidated basis, and the Bank, on a stand-alone basis, and to refrain from declaring or paying dividends without prior regulatory approval. The Company has agreed that it will not take any other form of payment representing a reduction in the Bank's capital or make any distributions of interest, principal, or other sums on subordinated debentures or trust preferred securities without prior regulatory approval. The Company may not incur, increase or guarantee any debt without prior regulatory approval and has agreed not to purchase or redeem any shares of its stock without prior regulatory approval.

In December 2010, the Basel Committee released its final framework for strengthening international capital and liquidity regulation, now officially identified by the Basel Committee as Basel III. Basel III, when implemented by the U.S. banking agencies and fully phased-in, will require bank holding companies and their bank subsidiaries to maintain substantially more capital, with a greater emphasis on common equity. Our Company's size and no on-balance sheet foreign exposure excludes us from the requirements of Basel III. However, we anticipate that the Dodd-Frank Act will impose higher capital standards at a future date in time.

*Other Safety and Soundness Regulations.* There are a number of obligations and restrictions imposed on bank holding companies and their bank subsidiaries by federal law and regulatory policy that are designed to reduce potential loss exposure to the depositors of such depository institutions and to the FDIC insurance funds in the event that the depository institution is insolvent or is in danger of becoming insolvent. For example, the Federal Reserve requires a bank holding company to serve as a source of financial strength to its subsidiary depository institutions and to commit resources to support such institutions in circumstances where it might not do so otherwise. These requirements can restrict the ability of bank holding companies to deploy their capital as they otherwise might.

*Interstate Banking and Branching.* Banks in Virginia may branch without geographic restriction. Current federal law authorizes interstate acquisitions of banks and bank holding companies without geographic limitation. Bank holding companies may acquire banks in any state without regard to state law except for state laws requiring a minimum time a bank must be in existence to be acquired. The Virginia Act generally permits out of state bank holding companies or banks to acquire Virginia banks or bank holding companies subject to regulatory approval. These laws have the effect of increasing competition in banking markets.

*Monetary Policy.* The commercial banking business is affected not only by general economic conditions but also by the monetary policies of the Federal Reserve. The Federal Reserve's monetary policies have had a significant effect on the operating results of commercial banks in the past and are expected to continue to do so in the future. In view of unsettled conditions in the national and international economy and money markets, as well as governmental fiscal and monetary policies their impact on interest rates, deposit levels, loan demand or the business and earnings of the Bank is unpredictable.

*Federal Reserve System.* Depository institutions that maintain transaction accounts or nonpersonal time deposits are subject to reserve requirements. These reserve requirements are subject to adjustment by the Federal Reserve. Because required reserves must be maintained in the form of vault cash or in a non-interest-bearing account at, or on behalf of, a Federal Reserve Bank, the effect of the reserve requirement is to reduce the amount of the institution's interest-earning assets.

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*Transactions with Affiliates.* Transactions between banks and their affiliates are governed by Sections 23A and 23B of the Federal Reserve Act. These provisions restrict the amount and provide conditions with respect to loans, investments, transfers of assets and other transactions between New Peoples and the Bank.

*Loans to Insiders.* The Bank is subject to rules on the amount, terms and risks associated with loans to executive officers, directors, principal shareholders and their related interests.

*Community Reinvestment Act.* Under the Community Reinvestment Act, depository institutions have an affirmative obligation to assist in meeting the credit needs of their market areas, including low and moderate-income areas, consistent with safe and sound banking practice. The Community Reinvestment Act emphasizes the delivery of bank products and services through branch locations in its market areas and requires banks to keep data reflecting their efforts to assist in its community's credit needs. Depository institutions are periodically examined for compliance with the Community Reinvestment Act and are periodically assigned ratings in this regard. Banking regulators consider a depository institution's Community Reinvestment Act rating when reviewing applications to establish new branches, undertake new lines of business, and/or acquire part or all of another depository institution. An unsatisfactory rating can significantly delay or even prohibit regulatory approval of a proposed transaction by a bank holding company or its depository institution subsidiaries. A bank holding company will not be permitted to become a financial holding company and no new activities authorized under the GLBA (see below) may be commenced by a holding company or by a bank financial subsidiary if any of its bank subsidiaries received less than a satisfactory rating in its latest Community Reinvestment Act examination. The Bank received a rating of Satisfactory at its last Community Reinvestment Act performance evaluation, as of August 3, 2009.

*Other Laws.* Banks and other depository institutions also are subject to numerous consumer-oriented laws and regulations. These laws, which include the Truth in Lending Act, the Truth in Savings Act, the Real Estate Settlement Procedures Act, the Electronic Funds Transfer Act, the Equal Credit Opportunity Act, the Fair and Accurate Credit Transactions Act of 2003 and the Fair Housing Act, require compliance by depository institutions with various disclosure and consumer information handling requirements. These and other similar laws result in significant costs to financial institutions and create potential liability for financial institutions, including the imposition of regulatory penalties for inadequate compliance.

*Gramm-Leach-Bliley Act of 1999.* The Gramm-Leach-Bliley Act of 1999 ( GLBA ) covers a broad range of issues, including a repeal of most of the restrictions on affiliations among depository institutions, securities firms and insurance companies.

For example, the GLBA permits unrestricted affiliations between banks and securities firms. It also permits bank holding companies to elect to become financial holding companies, which can engage in a broad range of financial services, including securities activities such as underwriting, dealing, investment, merchant banking, insurance underwriting, sales and brokerage activities. In order to become a financial holding company, a bank holding company and all of its affiliated depository institutions must be well-capitalized, well-managed and have at least a satisfactory Community Reinvestment Act rating. We converted to bank holding company status on January 1, 2009 from financial holding company. We believe we adequately provide the products and services our customers currently need or want as a bank holding company.

Essentially GLBA removed many of the limitations on affiliations between commercial banks and their holding companies and other financially related business that had been in place since the Depression. Recently, this effect of GLBA has been the subject of controversy and cited as one of the causes of the financial services crisis. As a result, The Dodd-Frank Act (as discussed later) addressed some of the criticized aspects of GLBA, but not in a way that would materially affect us.

The GLBA also provides that the states continue to have the authority to regulate insurance activities, but prohibits the states in most instances from preventing or significantly interfering with the ability of a bank, directly or through an affiliate, to engage in insurance sales, solicitations or cross-marketing activities.

*USA Patriot Act.* The USA Patriot Act provides for the facilitation of information sharing among governmental entities and financial institutions for the purpose of combating terrorism and money laundering. Regulatory authorities must consider the effectiveness of a financial institution's anti-money laundering activities, for example, its procedures for effective customer identification, when reviewing bank mergers and acquisitions. Various other laws and regulations require the Bank to cooperate with governmental authorities in respect to counter-terrorism activities. Although it does create a reporting obligation and cost of compliance for the Bank, the USA Patriot Act has not materially affected New Peoples' products, services or other business activities.

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*Privacy and Fair Credit Reporting.* Financial institutions, such as the Bank, are required to disclose their privacy policies to customers and consumers and require that such customers or consumers be given a choice (through an opt-out notice) to forbid the sharing of nonpublic personal information about them with nonaffiliated third persons. The Bank also requires business partners with whom it shares such information to have adequate security safeguards and to abide by the redisclosure and reuse provisions of applicable law. In addition to adopting federal requirements regarding privacy, individual states are authorized to enact more stringent laws relating to the use of customer information. To date, Virginia has not done so. These privacy laws create compliance obligations and potential liability for the Bank.

*Sarbanes-Oxley Act.* The Sarbanes-Oxley Act of 2002 (the Sarbanes-Oxley Act) is intended to increase corporate responsibility, provide enhanced penalties for accounting and auditing improprieties by publicly traded companies and to protect investors by improving the accuracy and reliability of corporate disclosures made pursuant to the securities law. The changes required by the Sarbanes-Oxley Act and its implementing regulations are intended to allow shareholders to monitor the performance of companies and their directors more easily and effectively.

The Sarbanes-Oxley Act generally applies to all domestic companies, such as New Peoples, that file periodic reports with the Securities and Exchange Commission (SEC) under the Securities Exchange Act of 1934, as amended. The Sarbanes-Oxley Act includes significant additional disclosure requirements and expanded corporate governance rules and the SEC has adopted extensive additional disclosures, corporate governance provisions and other related rules pursuant to it. New Peoples has expended, and will continue to expend, considerable time and money in complying with the Sarbanes-Oxley Act.

*Emergency Economic Stabilization Act of 2008.* EESA was enacted in response to the financial crises affecting the banking system and financial markets. Pursuant to the EESA, the U.S. Treasury was given the authority to, among other things, purchase up to \$700 billion of mortgages, mortgage-backed securities and certain other financial instruments from financial institutions for the purpose of stabilizing and providing liquidity to the U.S. financial markets.

Pursuant to EESA, the Department of the Treasury implemented the Troubled Asset Relief Program Capital Purchase Program (the TARP Capital Purchase Program) under which the Treasury agreed to make \$250 billion of capital available to U.S. financial institutions in the form of preferred stock (from the \$700 billion authorized by the EESA). Numerous requirements have been imposed on TARP participating financial institutions, particularly requirements related to executive compensation. We did not elect to apply to participate in TARP.

*American Recovery and Reinvestment Act of 2009.* The ARRA was enacted on February 17, 2009. The ARRA includes a wide variety of programs intended to stimulate the economy and provide for extensive infrastructure, energy, health, and education needs. In addition, the ARRA imposes certain new executive compensation and corporate governance obligations on all current and future TARP Capital Purchase Program recipients until the institution has redeemed the preferred stock, which TARP Capital Purchase Program recipients are now permitted to do under the ARRA without regard to the three year holding period and without the need to raise new capital, subject to approval of its primary federal regulator. Because we did not participate in TARP, we are not affected by these changes.

*Federal Deposit Insurance Corporation.* The Bank's deposits are insured by the Deposit Insurance Fund, as administered by the FDIC, to the maximum amount permitted by law. In October 2008, deposits at FDIC-insured institutions temporarily became insured up to at least \$250,000 per depositor. The Dodd-Frank Act passed in 2010 made this increase permanent. In addition, it provides for unlimited federal deposit insurance until December 31, 2012 for non-interest bearing transaction accounts at all insured depository institutions. Due to the increased number of bank failures resulting from the credit crisis and severe recession, FDIC premiums have materially increased and are likely to increase further. This is a significant expense for us and is likely to continue to be.

*Future Regulatory Uncertainty.* Because federal and state regulation of financial institutions changes regularly and is the subject of constant legislative debate, New Peoples cannot forecast how regulation of financial institutions may change in the future and impact its operations. Although Congress in recent years has sought to reduce the regulatory burden on financial institutions with respect to the approval of specific transactions, New Peoples fully expects that the financial institution industry will remain heavily regulated in the near future and that additional laws or regulations may be adopted further regulating specific banking practices.

*Dodd-Frank Wall Street Reform and Consumer Protection Act.* The Dodd-Frank Act was signed into law on July 21, 2010. Its wide ranging provisions affect all federal financial regulatory agencies and nearly every aspect of the American financial services industry. Among the provisions of the Dodd-Frank Act that directly impact the Company is the creation of an independent Consumer Financial Protection Bureau (CFPB), which has the ability to write rules



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for consumer protections governing all financial institutions. All consumer protection responsibility formerly handled by other banking regulators is consolidated in the CFPB. It will also oversee the enforcement of all federal laws intended to ensure fair access to credit. For smaller financial institutions such as the Company and the Bank, the CFPB will coordinate its examination activities through their primary regulators.

The Dodd-Frank Act contains provisions designed to reform mortgage lending, which includes the requirement of additional disclosures for consumer mortgages. In addition, the Federal Reserve must issue new rules that will have the effect of limiting the fees charged to merchants by credit card companies for debit card transactions. The result of these rules will be to limit the amount of interchange fee income available to the Company. The Dodd-Frank Act also contains provisions that affect corporate governance and executive compensation.

Although the Dodd-Frank Act provisions themselves are extensive, the ultimate impact on the Company of this massive legislation is unknown. The Act provides that several federal agencies, including the Federal Reserve and the Securities and Exchange Commission, shall issue regulations implementing major portions of the legislation, and this process is ongoing.

## **Subsequent Events**

On March 16, 2011 two of our directors, Harold Lynn Keene and B. Scott White, loaned the Company a total of \$4.95 million ( director loans ). Subsequent to receiving regulatory approval the Company on March 16, 2011 used the proceeds of the director loans to retire the Company's existing indebtedness to the FDIC as receiver for Silverton Bank as discussed in Note 21 to the Company's consolidated financial statements included in this Annual Report on Form 10-K. The director loans are unsecured and have a stated maturity of December 31, 2011 with interest payable at maturity or conversion at the variable rate equal to the Wall Street Journal prime rate which was 3.25% on March 16, 2011. The Company is obligated to convert the director loans into the Company's common stock (\$2.00 par value) if, before their stated maturity, the Company conducts an offering of its common stock. If this occurs, the director loans would be converted at the same price per share at which common stock is offered. If the Company does not conduct an offering prior to the stated maturity of the director loans, the Company has the option, but not the obligation, to convert the director loans into shares of its common stock within 30 days of the stated maturity at a price per share to be established by the Company's Board of Directors. The Company believes the director loans are on more favorable terms to the Company than could be obtained from unrelated parties.

In addition to the aforementioned subsequent event, we have considered subsequent events through the date of the reissuance of the restated financial statements in this Form 10-K/A. Various appraisals on impaired loans have been obtained in the subsequent period that indicated further impairment on the collateral value underlying various loans individually reviewed for impairment at December 31, 2010. In addition, appraisals obtained on certain other real estate owned properties at December 31, 2010 resulted in write-down of values on these assets. Further information was obtained on two particular construction loan credits in the subsequent period validating a deteriorating change in value of these loans at December 31, 2010. In accordance with our board approved loan charge-off policy, partial charge offs were taken resulting in a reduction in the allowance for loan losses and income tax expense. For a more detailed explanation please see the Explanatory Note and the first three paragraphs of Item 1A. Risk Factors .

## **Item 1A. Risk Factors**

***A material weakness in our internal control over financial reporting existed as of December 31, 2010. Effective internal controls are necessary for us to provide reliable financial reports and effectively prevent fraud. If we cannot provide reliable financial reports or prevent fraud, our operating results could be harmed.***

In connection with the restatement of our previously issued consolidated financial statements as of and for the year ended December 31, 2010, management and the Audit Committee of our Board of Directors concluded that, as of December 31, 2010, there was a material weakness in our internal control over financial reporting relating to the system of monitoring the real estate collateral values of certain impaired loans and other real estate owned properties at the Bank. In certain instances, reductions in collateral values on impaired loans based on recent appraisals had not been communicated to management responsible for financial reporting on a timely basis. See Item 9A. Controls and Procedures Management's Report on Internal Control Over Financial Reporting.

As of the date of this amended annual report on Form 10-K/A, we have implemented remedial measures related to the identified material weakness. See Item 9A. Controls and Procedures Changes in Internal Control Over Financial Reporting. The requirements of Section 404 of the Sarbanes-Oxley Act are ongoing and also apply to future years. We expect that our internal control over financial reporting will continue to evolve as our business develops. Although we are committed to continuing to improve our internal control processes, and although we will continue to diligently and vigorously review our internal control over financial reporting in order to ensure compliance with the Section 404 requirements, any control system, regardless of how well designed, operated and evaluated,





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can provide only reasonable, not absolute, assurance that its objectives will be met. Therefore, we cannot be certain that, in the future, additional material weaknesses or significant deficiencies will not exist or otherwise be discovered. If our efforts to remediate the weakness identified are not successful, or if other deficiencies occur, these weaknesses or deficiencies could result in misstatements of our results of operations, additional restatements of our consolidated financial statements, a decline in our stock price and investor confidence or other material effects on our business, reputation, results of operations, financial condition or liquidity.

***On July 29, 2010, we entered into a Written Agreement with the Reserve Bank and the Bureau. This is a form of regulatory enforcement. It imposes significant requirements and restrictions on us. Failure to comply could result in additional regulatory enforcement actions which would severely and adversely affect us.***

We have entered into the Written Agreement with the Reserve Bank and the Bureau as included in our Form 8-K filed with the Commission on August 6, 2010, incorporated into this filing by reference by which we have committed ourselves to taking specified actions within specified periods of time to improve our safety and soundness in light of our current diminished asset quality, earnings, and liquidity. The Written Agreement affects our management, operations, business and financial condition and requires us to take certain actions and achieve certain results which we may fail to do notwithstanding our best efforts. Taking these actions could materially and adversely affect shareholders as they are designed to protect depositors, not necessarily shareholders. In any event, compliance efforts will occupy significant management time and effort and distract from management's ability to carry out our regular business and impose additional costs. This could also have an adverse effect on us even if we achieve full compliance with the requirements of the Written Agreement. Failure to take actions or achieve the required results under the Written Agreement would likely lead to additional enforcement actions by the banking regulators which could materially and adversely affect us.

***We may not be able to raise additional capital on terms favorable to us or at all.***

Changes in capital requirements arising from enhanced capital ratios imposed by regulatory authorities either upon the banking industry generally or upon us specifically due to asset quality or other factors may require us to raise additional capital. As well, we may need additional capital to support our business or to repay our obligations such as the Trust Preferred securities referred to above. We may not be able to raise additional funds through the issuance of more common stock or other securities. Even if we are able to obtain additional capital, the sale of more common stock or other securities will probably dilute our shareholders.

***Difficult market conditions have adversely affected our industry and us.***

Continued declines in the real estate market over the past year after the previous dramatic declines, with falling prices and increasing foreclosures, stubbornly high unemployment and under-employment, and the generally depressed economy have negatively impacted the credit performance of loans (particularly real estate related loans) and resulted in significant write-downs of asset values by financial institutions, including us. (We discuss our real estate exposure below.) These write-downs have caused many financial institutions to seek additional capital, to reduce or eliminate dividends, to merge with larger and stronger institutions and, in some cases, to fail. Reflecting concern about the stability of the financial markets generally and the strength of counterparties, many lenders and institutional investors have reduced available funding to borrowers, including to other financial institutions. This market turmoil and tightening of credit have led to an increased level of commercial and consumer delinquencies, lack of consumer confidence, increased market volatility and widespread reduction of business activity generally. The resulting economic pressure on consumers and retailers and lack of confidence in the financial markets adversely affect our business and results of operations. Continuing market depression or stagnation may reduce yet further consumer confidence levels and may cause additional adverse changes in payment patterns, causing increases in delinquencies and default rates generally and among consumers and commercial businesses specifically, which may negatively impact our charge-offs and provision for credit losses even more. In sum, worsening of these conditions would likely exacerbate the adverse effects of these difficult market conditions on us and others in the financial institutions industry.

***We have a high concentration of loans secured by real estate, and the downturn in the real estate market, should it deepen or be extended, could result in additional losses and materially and adversely affect our business, financial condition, results of operations and future prospects further.***

A significant portion of our loan portfolio is dependent on real estate. In addition to the financial strength and cash flow characteristics of the borrower in each case, we often secure loans with real estate collateral. At December 31, 2010, approximately 76.52% of our loans has real estate as a primary or secondary component of collateral. The real estate collateral in each case provides an alternate source of repayment in the event of default by the borrower



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and may deteriorate in value during the time the credit is extended. As a result, the recession, particularly as it has affected the real estate market as discussed above, has impacted us very negatively. Further adverse changes in the economy affecting values of real estate generally or in our primary markets specifically could significantly impair the value of our collateral and result our portfolio being further unprotected. In such a case, as discussed below, it would be likely that we would be required to increase our provision for loan losses beyond current provisions, which would negatively affect our results of operations and impact capital. Liquidation of collateral securing a loan to satisfy the debt during a period of reduced real estate values diminishes our ability to recover fully on defaulted loans by foreclosing and selling the real estate collateral, and we would be more likely to suffer losses on defaulted loans. These circumstances could further delay our return to profitability and adversely affect our financial condition.

***Additional provisions for our allowance for loan losses because of economic, regulatory or other circumstances may adversely affect our results of operations.***

We maintain an allowance for loan losses that we believe is a reasonable estimate of known and inherent losses in our loan portfolio. Through a periodic review and analysis of the loan portfolio, management determines the amount of the allowance for loan losses by considering general market conditions, credit quality of the loan portfolio, the collateral supporting the loans and performance of our customers relative to their financial obligations with us. As discussed above, the amount of future losses is susceptible to changes in economic, operating and other conditions, including changes in interest rates that may be beyond our control, and these losses may exceed our current estimates even though we made substantial increases in our loan loss reserve in 2009 and 2010. In addition, because of the severity of our national financial challenge and its ongoing effects on our loan portfolio, it is more difficult for us to adequately identify and measure risk associated with establishing the allowance for loan losses because, among other things, historical factors and models are not as reliable as guidelines. Thus, the identification and measurement of risk in our loan portfolio depends on our ability to establish appropriate processes and credit culture for the difficult environment we are in. We cannot assure that we can achieve this. Although we believe the allowance for loan losses is a reasonable estimate of known and inherent losses in our loan portfolio, for the reasons discussed here, we cannot fully predict such losses or that our loan loss allowance will be adequate in the future. Excessive loan losses have a material impact on our financial performance. In light of these factors we may have to make additions to our loan loss reserve levels, which may affect our short-term earnings.

Also, Federal and state regulators periodically review our allowance for loan losses and may require us to increase our provision for loan losses or recognize further loan charge-offs, based on judgments different than those of our management. Any increase in the amount of our provision or loans charged-off as required by these regulatory agencies could also have a negative effect on our operating results.

***In January 2011 we completed a stress test on our loan portfolio conducted by a third party. The credit losses reflected in the stress test (together with the credit losses realized in this Amendment), without additional capital, could cause the Bank to remain below the well-capitalized level within the regulatory capital classifications.***

We employed a third party to conduct an independent assessment of the level of risk within the Bank's credit portfolio, or a stress test. We received a draft of the stress test results in January 2011. The stress test forecasted potential credit losses for three scenarios over a two year period: Low, Medium and High. Under the results of the stress test, we would remain well-capitalized, within the regulatory capital classifications, under two of the three scenarios presented. Clearly that is not the case. The results of that stress test understate our capital issues, particularly in light of the recent report of an additional \$5.1 million in loan losses as of December 31, 2010. This brought actual loan losses for the three months ending December 31, 2010 to \$6.7 million and left us only adequately-capitalized as of that date. As a result, we have concluded that the stress test cannot be relied upon. Stress tests involve complicated analyses and economic and other projections and assumptions which can render conclusions which are materially different from actual results. The stress test does clarify that, together with the credit losses realized in the quarter ending December 31, 2010, additional credit losses anticipated by the stress test could cause the Bank to remain below the well-capitalized level without additional capital investment in the Company.

***We currently are adequately capitalized as defined by regulatory standards. This may limit additional, external sources of liquidity for the Bank.***

At December 31, 2010, we became an adequately capitalized bank. Adequately capitalized banks may only accept, renew or rollover brokered deposits with the consent of the FDIC. As a result of becoming adequately capitalized, the FDIC may deny permission, or may permit us to accept fewer brokered deposits as an additional source of liquidity. Other external sources of liquidity could be impeded due to the change in capital status. Various lines of credit and internet deposits could be restricted resulting in a decrease of contingent sources of liquidity. This could potentially cause the Bank to not be able to meet liquidity demands. We are working diligently to return to well-capitalized status as soon as possible and to remain well-capitalized, but there is no guarantee that we will sustain that classification.



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***Our prior growth may increase the risk of credit defaults in the future, which would adversely affect our financial condition and results of operation.***

The historical growth in our loan portfolio, including past expansions into new markets and the participation in loans outside our markets, increase credit risk. Rapidly growing loan portfolios are, by their nature, less seasoned and may be more adversely affected by the current economy. Also, estimating loan loss allowances in this type of portfolio is more difficult, and may be more susceptible to changes in estimates, and to losses exceeding estimates, than more seasoned portfolios. In addition, some of our loan participations are in markets more severely affected by the recession. Because of these factors and the slow economic recovery, the current level of delinquencies and defaults may not be representative of the level that will prevail, which may be significantly higher than current levels. As discussed below, a higher rate of delinquencies or defaults on loans than currently anticipated could cause us to increase our provision for loan losses and otherwise negatively affect our financial condition, results of operations and financial prospects.

***Liquidity is important to financial institutions, and our financial condition as well as regulatory actions could adversely affect us in this respect.***

The ability of a financial institution to make loans, return funds to our depositors as required and to meet our funding commitments depends to a large measure on a stable deposit base and access to other sources for borrowing such as advances from the Federal Home Loan Bank of Atlanta, overnight federal funds, repurchase agreements and other credit sources. The market factors discussed above, our performance in the difficult economic environment and the actions of regulatory authorities in response to these conditions, such as the Written Agreement, and including the current regulatory prohibition on the payment of dividends and incurrence of debt, have resulted and may result in further diminished access by us to these liquidity sources, in turn affecting our ability to fund our business.

***The Company may be required to write down goodwill and other intangible assets, causing its financial condition and results to be negatively affected.***

When the Company acquires a business, a portion of the purchase price of the acquisition is allocated to goodwill and other identifiable intangible assets under certain circumstances. The excess of the purchase price over the fair value of the net identifiable tangible and intangible assets acquired determines the amount of the purchase price that is allocated to goodwill acquired. As of December 31, 2010, the carrying amount of the Company's goodwill and other intangibles was \$4.3 million. Under current accounting standards, if the Company determines goodwill or intangible assets are impaired, it would be required to write down the value of these assets. The Company tests goodwill for impairment on an annual basis, or more frequently if necessary, and last completed such an impairment analysis in October 2010. The Company concluded that no impairment charge was necessary for the year ended December 31, 2010. The Company cannot provide assurance whether it will be required to take an impairment charge in the future. Any impairment charge would have a negative effect on its shareholders' equity and financial results and may cause a decline in its stock price.

***Recent levels of market volatility were unprecedented and could return.***

The capital and credit markets have recently experienced unusually high levels of volatility and disruption, although this appears recently to have stabilized somewhat. In 2008, the volatility and disruption reached unprecedented levels. The markets produced downward pressure on stock prices and credit availability for certain issuers without regard to those issuers' underlying financial strength although it was particularly difficult for issuers lacking underlying financial strength. If these levels of market disruption and volatility return, there can be no assurance that we will not experience an adverse effect, which may be material, on our ability to access additional capital, on dilution to our then existing shareholders if we require additional capital, and on our business, financial condition and results of operations.

***We rely heavily on our management team and the unexpected loss of any of those personnel could adversely affect our operations.***

We are a customer-focused and relationship-driven organization, and we expect to remain such. But, as we now rely less than before on character and collateral-based lending, we must infuse new credit related policies throughout the organization. This requires the leadership of our senior management team. In addition, the economic recession and

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associated enhanced regulatory oversight require a management team with dedication and experience to work through the issues we face as a result. We do not have employment agreements with our executives and this could increase the chance of losing some key employees. However, even if we did have such agreements this would not necessarily assure that we will be able to continue to retain the services of our key executives. The unexpected loss of any of our key employees could have a material adverse effect on our business and possibly result in reduced revenues and earnings and a reduced ability to deliver desired changes in our organization.

***We depend on our ability to attract key personnel as we adjust to a changing banking environment and the way we do business.***

The economic and regulatory factors we have pointed out and the resulting changes in our policies and culture also may necessitate the hiring of employees having additional expertise particularly in respect to identifying and addressing credit matters affected by the recession and our previous growth and policy changes. We may be unable to attract these persons under existing circumstances, and this could impair our ability to satisfy regulatory requirements and restore our earnings to more traditional levels.

***We have two trust preferred issues outstanding. We have suspended our payments on these securities to preserve capital and liquidity and comply with the Written Agreement.***

In 2004, we issued \$11.3 million in floating rate trust preferred securities offered by NPB Capital Trust 1, a wholly owned subsidiary. These securities have a floating rate of 3 month LIBOR plus 260 basis points which resets quarterly. The current rate at December 31, 2010 is 2.89%. In 2006 we issued an additional \$5.2 million in floating rate trust preferred securities offered by NPB Capital Trust 2, a wholly owned subsidiary. Those securities have a floating rate of 3 month LIBOR plus 177 basis points which resets quarterly. The current rate at December 31, 2010 is 2.06%. These securities mature in 30 years and are redeemable in whole or part, at New Peoples' option after 5 years. To preserve capital and liquidity at the Bank, in October 2009, the Reserve Bank cut off dividends by the Bank to the Company and the Company suspended payments on the trust preferred securities accordingly. The current Written Agreement contains similar dividend prohibitions. We are permitted to defer principal and interest payments on the trust preferred securities for up to 5 years without causing a default. We believe we will be able to resume principal and interest payments within this window. But if we cannot, we would probably not be able to repay the amounts owed on these securities upon acceleration of their maturity.

***The soundness of other financial institutions could adversely affect us.***

Our ability to engage in routine funding transactions could be adversely affected by the actions and commercial soundness of other financial institutions. Financial services institutions are interrelated as a result of trading, clearing, counterparty or other relationships. We have exposure to many different industries and counterparties, and we routinely execute transactions with counterparties in the financial industry. As a result, defaults by, or even rumors or questions about, one or more financial services institutions, or the financial services industry generally, have led to market-wide liquidity problems and could lead to losses or defaults by us or by other institutions which could affect us. Many of these transactions expose us to credit risk in the event of default of our counterparty or client. In addition, our credit risk may be exacerbated when the collateral held by us cannot be realized upon or is liquidated at prices not sufficient to recover the full amount of the financial instrument exposure due us. There is no assurance that any such losses would not materially and adversely affect our results of operations.

***Changes in interest rates could have an adverse effect on our income, particularly if we have a period of sustained higher interest rates.***

Our profitability depends to a large extent upon our net interest income. Net interest income is the difference between interest income on interest-earning assets, such as loans and investments, and interest expense on interest-bearing liabilities, such as deposits and borrowings. Our net interest income will be adversely affected if market interest rates change so that the interest we pay on deposits and borrowings increases faster than the interest we earn on loans and investments. Changes in interest rates also affect the value of our loans. An increase in interest rates could adversely affect borrowers' ability to pay the principal or interest on existing loans or reduce their desire to borrow more money. This may lead to an increase in our nonperforming assets or a decrease in loan originations, either of which could have a material and negative effect on our results of operations. Interest rates are highly sensitive to many factors that are partly or completely outside of our control, including governmental monetary policies, domestic and international economic and political conditions and general economic conditions such as inflation, recession, unemployment and money supply. Fluctuations in market interest rates are neither predictable nor controllable and may have a material and negative effect on our business, financial condition and results of operations.

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***Our reputation as a safe and sound financial institution is an important factor in our success and could be damaged by circumstances some of which we do not control.***

We, like all financial institutions, have an important stake in our good reputation among customers, investors and other constituencies. Damage to our reputation can occur under many circumstances. Some of these we can control and some, like litigation or regulatory actions, we cannot fully control. Should any such circumstances arise our business could be adversely affected to the extent our reputation is negatively impacted. In this respect, in 2007 our former CEO and a Senior Vice President, without authority, engaged a third party to act as a middleman to buy stock from some of the shareholders who had expressed an interest in selling and to sell that stock to a purchaser who had expressed an interest in buying our stock. Some of the stock was purchased by the middleman at a price less than that paid by the buyer. Subsequently, both employees were terminated and we reimbursed the selling shareholders who did not receive the highest price paid by the buyer for the difference. Our former CEO and the Senior Vice President have pled guilty to conspiring to commit insider trading and money laundering. After concluding our investigation, we acted to protect our shareholders and our reputation in the community, but events like these can adversely affect our standing and ultimately our business.

***Regulatory oversight limits our ability to grow our business and requires us to focus on protection of depositors even if it disadvantages our shareholders.***

We are subject to extensive supervision by several governmental regulatory agencies at the federal and state levels. These agencies examine financial and bank holding companies and commercial banks, establish capital and other financial requirements and approve new branches, acquisitions or other changes of control. As a financial institution, our ability to establish new banks or branches or make acquisitions is conditioned on receiving required regulatory approvals from the applicable regulators. However, we are subject to even tighter regulatory scrutiny by virtue of the Written Agreement. While the Written Agreement is in force we are not likely to be approved for any expansion and we are not likely to seek such approval given our focus on asset quality and credit related issues. In addition, regulatory examination standards - particularly regarding loans - and capital requirements have been enhanced as a result of the severe economic downturn. This regulatory oversight is intended to protect depositors and not necessarily shareholders. Failure to comply with laws, regulations, policies or standards could result in sanctions by regulatory agencies, civil money penalties and damage to our reputation, which could have a material adverse effect on our business, financial condition and results of operation.

***The Bank's ability to pay dividends and make other payments to the Company is subject to regulatory restrictions. The Company also is restricted from taking on new debt. These restrictions impact the Company's ability to service obligations and meet operating expenses.***

The Company is a separate legal entity from the Bank and our other subsidiaries, and the Company does not have significant operations of its own. The Company depends on the Bank's cash and liquidity as well as dividends paid by it to pay its operating expenses and other obligations. The Written Agreement imposed restrictions that prevent the Bank from paying dividends or otherwise making payments to the Company that would reduce the Bank's capital. This adversely impacts the Company, because these dividends and payments were a major source of the Company's income. Consequently, the inability to receive dividends and payments from the Bank adversely affects our financial condition and cash flows. Similarly, the Written Agreement prevents the Company from taking on new debt without prior regulatory approval. While the bank regulators did approve two new loans in December, 2010 by two of our directors to enable the Company to meet current obligations, there is no assurance that the bank regulators will approve such requests in the future, should they be needed.

***The financial services industry is subject to extensive regulation, which is undergoing major changes.***

The financial services industry is subject to extensive regulation, which is undergoing major changes. As a financial services firm, we are subject to financial services laws, regulations, corporate governance requirements, administrative actions and policies in each location in which we operate. Banking regulators have broad and largely discretionary powers, which include prohibiting unsafe or unsound practices; requiring affirmative actions to correct any violation or practice; issuing administrative orders that can be judicially enforced; directing increases in capital; directing the sale of subsidiaries or other assets; limiting dividends and distributions; restricting growth; assessing civil monetary penalties; removing officers and directors; and terminating deposit insurance. These actions and other regulatory requirements could have a material adverse effect on us. In 2009, as many emergency government programs slowed or wound down, global regulatory and legislative focus generally moved to a second phase of broader reform and a restructuring of financial institution regulation. The Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act) was signed into law by President Obama on July 21, 2010. The Dodd-Frank Act enacts a major overhaul of the current financial institution regulatory system. Compliance with the changes in applicable regulation as a result of the Dodd-Frank Act could materially impact the profitability of our

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business, the value of assets we hold or the collateral available for our loans, and require changes to business practices or force us to discontinue businesses and expose us to additional costs, taxes, liabilities, enforcement actions and reputational risk. These changes could also result in us becoming subject to stricter capital requirements and leverage limits, and they could also affect the scope, coverage, or calculation of capital, all of which could require us to reduce business levels or to raise capital, including in ways that may adversely impact our creditors.

***The financial services industry's profitability may be adversely affected by a market downturn and by monetary and other policies adopted by various governments and international bodies.***

The profitability of the financial services industry may be adversely affected by a worsening of general economic conditions in domestic and international markets and by monetary, fiscal, regulatory or other policies that are adopted by various governmental authorities and international bodies, including the Federal Reserve, FDIC, the OCC, the OTS and state banking commissions. Monetary policies have had, and will continue to have, significant effects on the operations and results of financial services institutions. There can be no assurance that the net interest income of a particular financial services institution will not be materially and adversely affected in a changing interest rate environment. Factors such as the liquidity of the global financial markets, the level and volatility of prices of financial instruments, investor sentiment and the availability and cost of credit may significantly affect the activity levels of customers with respect to size, number and timing of transactions. A market downturn would likely lead to a decline in the volume of transactions that financial institutions execute for their customers and thus lead to a decline in revenues from fees, commissions and spreads.

***Because of stresses on the FDIC's Deposit Insurance Fund, the FDIC has recently imposed, and could impose in the future, additional assessments on the banking industry.***

The current financial crisis has caused the FDIC's Deposit Insurance Fund, or DIF, to fall below required minimums. Because the FDIC replenishes the DIF through assessments on the banking industry, we anticipate that the FDIC will likely maintain relatively high deposit insurance premiums for the foreseeable future. The FDIC has recently imposed a special deposit insurance assessment on the banking industry, and there can be no assurance that it will not do so again. It also required banking organizations to pre-pay deposit insurance premiums in order to replenish the liquid assets of the DIF, and may impose similar requirements in the future. High insurance premiums and special assessments will adversely affect our profitability.

***The Emergency Economic Stabilization Act of 2008 and American Recovery and Reinvestment Act of 2009 may not stabilize the United States financial system.***

The capital and credit markets have been experiencing volatility and disruption for more than two years, and in some cases the volatility and disruption has reached unprecedented levels. In some cases, the markets have produced downward pressure on stock prices and credit availability for certain issuers without regard to those issuers' underlying financial strength.

In response to financial conditions affecting the banking system and financial markets and the potential threats to the solvency of investment banks and other financial institutions, the United States government has taken unprecedented actions. On October 3, 2008, the Emergency Economic Stabilization Act of 2008 was enacted. The primary purpose of the law was to provide relief to the United States economy by giving the United States government the authority to develop programs to increase the supply of credit to the United States economy and to generally stabilize economic conditions. A number of programs were developed under the law, including the Troubled Asset Relief Program and the related Capital Purchase Program. In order to continue stabilizing the economy and in an effort to encourage economic growth, President Obama signed into law the American Recovery and Reinvestment Act of 2009 on February 17, 2009. This act has several provisions designed to stimulate the economy, and also contains provisions modifying or expanding upon the Emergency Economic Stabilization Act of 2008.

The Troubled Asset Relief Program and the related Capital Purchase Program are winding down and many financial institutions that participated in the Capital Purchase Program have repaid their borrowed Capital Purchase Program funds to the Treasury, but many—particularly community banks—have not. So-called TARP banks entering the market in the near future to obtain capital to repay the Capital Purchase Program fund may increase the cost of available capital to us should we also need to obtain capital at the same time even though we did not participate in the TARP program. We also do not know what actual impact the laws and this wind-down will have on the financial markets, including the extreme levels of volatility and limited credit availability currently being experienced. The failure of the laws to help stabilize or stimulate the financial markets, and a continuation or worsening of current financial market conditions, could materially adversely affect our business, financial condition, results of operations and prospects.



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In addition, the Obama Administration issued a white paper, *Financial Regulatory Reform A New Foundation: Rebuilding Financial Supervision and Regulation*, that provides recommendations for overhauling the nation's financial regulatory system in the wake of the global financial crisis. The plan urged Congress and regulators to adopt sweeping changes to financial sector regulation and oversight, dramatically increasing the federal government's role in nearly every aspect of the financial markets. The Dodd-Frank Act, which was signed into law by President Obama on July 21, 2010, enacts a major overhaul of the current financial institution regulatory system. There can be no assurance that the Dodd-Frank Act or any other future legislative or regulatory initiatives will be successful at improving economic conditions globally, nationally or in our markets, or that the measures adopted will not have adverse consequences, including resulting in additional restrictions, oversight or costs that may have an adverse effect on our business, financial condition, results of operations and prospects.

### ***We may be adversely affected by economic conditions in our markets.***

Our banking operations are located primarily in the Virginia counties of Buchanan, Dickenson, Lee, Russell, Scott, Smyth, Tazewell, Washington, and Wise, the West Virginia county of Mercer and the Tennessee counties of Sullivan and Washington. Because our lending is concentrated in this market, we will be affected by the general economic conditions in the area. Changes in the local economy may influence the growth rate of our loans and deposits, the quality of the loan portfolio and loan and deposit pricing. We believe we have made changes to enhance our ability to reduce the effects of economic downturns in our market on future lending but there can be no assurance of this. Significant further decline in general economic conditions in our market caused by inflation, recession, unemployment or other factors beyond our control would have an additional impact on the demand for banking products and services generally, which could negatively affect our financial condition and performance and are beyond our control. Although our market area is somewhat economically diverse, in certain areas the local economies are more reliant upon agriculture and coal mining. To the extent an economic downturn disproportionately affects these two industries, the above-described negative effects could be exacerbated.

Through loan participations we acquired, we also have lending exposure in the Coastal Carolina market which has been particularly impacted by the real estate recession. Although we do not intend to take on further business in this market additional market declines could adversely affect us further.

### ***We face strong competition from other financial institutions, financial service companies and other organizations offering services similar to those offered by us and our subsidiaries, which could hurt our business.***

Our business operations are centered primarily in Virginia, West Virginia, and Tennessee. Many competitors offer the types of loans and banking services that we offer. These competitors include savings associations, national banks, regional banks and other community banks. Increased competition within this region may result in reduced loan originations and deposits irrespective of the recovery in the economy. Ultimately, we may not be able to compete successfully against current and future competitors. We also face competition from many other types of financial institutions, including finance companies, brokerage firms, insurance companies, credit unions, mortgage banks and other financial intermediaries. These competitors include major financial companies whose greater resources may afford them a marketplace advantage by enabling them to maintain numerous banking locations and to mount extensive promotional and advertising campaigns.

Additionally, banks and other financial institutions with larger capitalization and financial intermediaries have larger lending limits and are thereby able to serve the credit needs of larger clients. These institutions, particularly to the extent they are more diversified than us, may be able to offer the same loan products and services that we offer at more competitive rates and prices. If we are unable to attract and retain banking clients, we may be unable to resume the Bank's loan and deposit growth when circumstances permit and our business, financial condition and prospects may be negatively affected even if we are successful in addressing our credit related and regulatory issues.

Also, many competitors are not subject to the regulatory restrictions we currently face and may be in a stronger competitive position as a result.

Based on historical factors we believe we are well positioned to compete in our markets and return to historical levels of earnings once we weather the current recession but there can be no assurance of this.

### **Item 1B. Unresolved Staff Comments**

As of June 23, 2011 there were no unresolved comments from the staff of the SEC with respect to any of New Peoples' periodic or current reports.

**Table of Contents****Item 2. Properties**

At December 31, 2010, the Company's net investment in premises and equipment in service was \$34.1 million. Our main office and operations center is located in Honaker, Virginia. This location contains a full service branch, and our administration and operations center.

The Bank owns all of its 27 full service branches. The owned properties in Virginia are located in Abingdon, Big Stone Gap, Bluefield, Bland, Bristol, Castlewood, Chilhowie, Clintwood, Gate City, Grundy, Haysi, Honaker, Jonesville, Lebanon, Norton, Pennington Gap, Pound, Pounding Mill, Richlands, Tazewell, and Weber City. Offices in Princeton, West Virginia and Bloomingdale and Jonesborough, Tennessee are also owned by the Bank.

The Bank owns a location in Dungannon, Virginia that half of the location was used for a branch location until its closure during 2010. The other half of the location is currently being leased. The Bank owns additional property in Princeton, West Virginia that is being developed for a future full service branch location. The Princeton location is anticipated to operate as a full service branch in the distant future.

We believe that all of our properties are maintained in good operating condition and are suitable and adequate for our operational needs.

**Item 3. Legal Proceedings**

In the course of operations, we may become a party to legal proceedings. We are not aware of any material pending or threatened legal proceedings.

**Item 4. Reserved****PART II****Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities****(a) Market Information**

The Bank acts as the transfer agent for New Peoples. At present, there is no public trading market for our common stock. Trades in our common stock occur sporadically on a local basis and typically small volumes of stock is traded.

The high and low prices at which our common stock has traded known to us for each quarter in the past two years are set forth in the table below. These prices are obtained through inquiry by our stock transfer agent of shareholders transferring stock. Other transactions may have occurred at prices about which we are not aware.

	2010		2009	
	High	Low	High	Low
1 <sup>st</sup> quarter	\$ 10.00	\$ 6.67	\$ 12.00	\$ 9.00
2 <sup>nd</sup> quarter	10.00	6.00	12.00	10.00
3 <sup>rd</sup> quarter	10.00	6.00	12.00	6.56
4 <sup>th</sup> quarter	8.00	4.00	10.00	4.66

The most recent sales price of which management is aware was \$5.00 per share on May 2, 2011.

**(b) Holders**

On June 20, 2011, there were approximately 4,420 shareholders of record.

(c) Dividends

In order to preserve capital to support our growth in the past we have not paid cash dividends. The declaration of dividends in the future will depend on our earnings and capital requirements and compliance with regulatory mandates. We are subject to certain restrictions imposed by the reserve and capital requirements of federal and Virginia banking statutes and regulations. Moreover, the Written Agreement we have with the banking regulators prohibits the Company from paying any cash dividends and the Bank's ability to pay dividends to the Company. So

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long as these restrictions remain in place the Company will not pay any cash dividends. Thereafter, the Company may or may not pay cash dividends depending on various factors including capital needs, earnings, and other factors our Board of Directors deems relevant. As a result, we do not anticipate paying a dividend on our common stock in 2011. See Note 4, Note 16 and Note 23 of the Notes to the Consolidated Financial Statements for further discussion of dividend limitations and capital requirements.

**(d) Stock Performance Graph**

There currently is not a public trading market for the Company's Common Stock. The Company, however, is frequently informed of the sales price at which shares of Common Stock are exchanged in privately negotiated transactions. Because shares of Common Stock are not listed or traded on an exchange or in the over-the-counter market, the Company cannot be certain that the prices at which such shares have historically sold are not higher than the prices that would prevail in an active market where securities professionals participate. As a result, the comparisons presented in the following graph do not reflect similar market conditions.

The following graph compares the Company's cumulative shareholder return on its Common Stock, assuming an initial investment of \$100 and reinvestment of all dividends, with the cumulative return on the S&P 500, the NASDAQ Composite, and SNL Securities Bank and Thrift Index using the same assumptions, as of December 31 of each year since December 31, 2005.

**New Peoples Bankshares, Inc.**

<i>Index</i>	<i>Period Ending</i>					
	<b>12/31/05</b>	<b>12/31/06</b>	<b>12/31/07</b>	<b>12/31/08</b>	<b>12/31/09</b>	<b>12/31/10</b>
New Peoples Bankshares, Inc.	100.00	93.33	104.00	108.33	86.67	34.67
S&P 500	100.00	115.79	122.16	76.96	97.33	111.99
NASDAQ Composite	100.00	110.39	122.15	73.32	106.57	125.91
SNL Bank and Thrift Index	100.00	116.85	89.10	51.24	50.55	56.44

**Source: SNL Financial LC, Charlottesville, VA**

**Table of Contents****Item 6. Selected Financial Data**

The following consolidated summary sets forth selected financial data for us for the periods and at the dates indicated. The selected financial data has been derived from our annual financial statements on Form 10-K/A. The following is qualified in its entirety by the detailed information and the financial statements included elsewhere in this Form 10-K/A.

(Amounts in thousands, except per share data)	At and For the Year Ended December 31,				
	2010 (Restated)	2009	2008	2007	2006
<b>Balance Sheet</b>					
Total Assets	\$ 852,627	\$ 857,910	\$ 807,898	\$ 765,951	\$ 635,819
Gross loans	707,794	763,570	721,174	682,260	569,198
Allowance for loan losses	(25,014)	(18,588)	(6,904)	(6,620)	(4,870)
OREO	12,346	5,643	2,496	2,051	1,181
Deposits	766,080	760,714	705,688	657,033	572,187
Total Borrowings	45,829	46,779	47,991	58,930	16,496
Shareholders' equity	37,523	46,619	50,323	45,249	42,346
<b>Summary of Operations</b>					
Interest Income	48,028	50,378	52,317	51,447	41,280
Interest Expense	13,898	18,563	23,095	25,738	19,393
Net interest income	34,130	31,815	29,222	25,709	21,887
Provision for possible loan losses	22,328	12,841	1,500	3,840	1,277
Non-interest income	5,934	5,449	6,162	4,651	3,460
Non-interest expense	31,894	29,847	27,231	23,674	19,805
Income (Loss) Before Income Taxes	(14,158)	(5,424)	6,653	2,846	4,265
Income Tax Expense (Benefit)	(5,093)	(1,738)	1,916	(24)	1,175
Net income (Loss)	\$ (9,065)	\$ (3,686)	\$ 4,737	\$ 2,870	\$ 3,090
<b>Per Share Data <sup>(1)</sup></b>					
Book Value	\$ 3.75	\$ 4.66	\$ 5.03	\$ 4.54	\$ 4.25
Tangible Book Value	3.31	4.21	4.56	4.06	4.25
Net Income (Loss), Basic	(0.91)	(0.37)	0.47	0.29	0.31
Net Income (Loss), Diluted	(0.91)	(0.37)	0.46	0.28	0.30
Cash Dividends	\$	\$	\$	\$	\$
Basic Shares Outstanding	10,009,468	10,008,943	9,980,348	9,957,949	9,931,713
Diluted Shares Outstanding	10,009,468	10,008,943	10,234,909	10,371,577	10,384,100
<b>Profitability Ratios</b>					
Return (Loss) on Average Assets	(1.05%)	(0.44%)	0.61%	0.42%	0.54%
Return (Loss) on Average Equity	(19.60%)	(7.37%)	9.98%	6.60%	7.61%
Net Interest Margin <sup>(2)</sup>	4.35%	4.14%	4.13%	4.11%	4.11%
Efficiency Ratio	79.28%	80.10%	76.55%	77.98%	78.14%
<b>Liquidity Ratios</b>					
Total Loans to Deposits	92.39%	100.38%	102.19%	103.84%	99.48%
Noninterest Bearing Deposits to Total Deposits	11.46%	11.61%	13.53%	12.74%	12.50%
Nonbrokered Deposits to Total Deposits	97.41%	96.68%	98.96%	100.00%	100.00%
<b>Capital Adequacy Ratios</b>					
Total Equity to Total Assets	4.40%	5.43%	6.23%	5.91%	6.66%
Leverage Ratio	4.62%	6.14%	7.72%	7.22%	8.94%
Tier 1 Capital	6.54%	8.12%	9.50%	8.73%	10.84%
Total Risk-Based Capital	8.87%	9.83%	10.78%	10.29%	12.20%
<b>Asset Quality Ratios</b>					
Net Charge-Offs to Average Loans	2.14%	0.15%	0.17%	0.34%	0.07%

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Nonperforming Loans to Total Loans	6.71%	3.74%	0.89%	0.47%	0.21%
Nonperforming Assets to Total Assets	7.02%	3.99%	1.11%	0.69%	0.38%
Allowance for Loan Losses to Gross Loans	3.53%	2.43%	0.96%	0.97%	0.86%
Allowance for Loan Losses to Nonperforming Loans	52.69%	65.02%	107.09%	206.04%	400.82%
<b>Other Data</b>					
Number of Branch Offices	27	31	31	30	25
Number of Employees	362	367	377	371	328

- (1) We have adjusted all share amounts and per share data to reflect a 13 for 10 stock split effected in the form of a stock dividend in September 2007.
- (2) Net interest margin is calculated as tax-equivalent net interest income divided by average earning assets and represents our net yield on our earning assets.

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**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

**Caution About Forward Looking Statements**

We make forward looking statements in this annual report that are subject to risks and uncertainties. These forward looking statements include statements regarding our profitability, liquidity, allowance for loan losses, interest rate sensitivity, market risk, growth strategy, and financial and other goals. The words believes, expects, may, will, should, projects, contemplates, anticipates, forecasts, intends, or other similar terms are intended to identify forward looking statements. The forward-looking information is based on various factors and was derived using numerous assumptions. Important factors that may cause actual results to differ from projections include:

the success or failure of our efforts to implement our business plan;

achieving and maintaining compliance with the Written Agreement between us and the banking regulators;

any required increase in our regulatory capital ratios;

satisfying other regulatory requirements that may arise from examinations, changes in the law and other similar factors;

any required increase to our loan loss reserve;

the difficult market conditions in our industry;

the unprecedented levels of market volatility;

the effects of soundness of other financial institutions;

the uncertain outcome of recently enacted legislation to stabilize the U.S. financial system;

the potential impact on us of recently enacted legislation;

the lack of a market for our common stock;

the ability to successfully manage our growth or implement our growth strategies if we are unable to identify attractive markets, locations or opportunities to expand in the future;

success in increasing capital to support our financial condition resulting from the recession;

maintaining cost controls and asset qualities as we open or acquire new branches;

the successful management of interest rate risk;

changes in interest rates and interest rate policies;

reliance on our management team, including our ability to attract and retain key personnel;

our ability to attract additional talent we may need;

changes in general economic and business conditions in our market area;

risks inherent in making loans such as repayment risks and fluctuating collateral values;

competition with other banks and financial institutions, and companies outside of the banking industry, including those companies that have substantially greater access to capital and other resources;

demand, development and acceptance of new products and services;

problems with technology utilized by us;

changing trends in customer profiles and behavior;

changes in governmental regulations, tax rates and similar matters; and

other risks which may be described in our future filings with the SEC.

Because of these uncertainties, our actual future results may be materially different from the results indicated by these forward looking statements. In addition, our past results of operations do not necessarily indicate our future results. We expressly disclaim any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

For additional discussion of risk factors that may cause our actual future results to differ materially from the results indicated within forward looking statements, please see Item 1A Risk Factors herein.



**Table of Contents****Restatement of Financial Statements**

This Amendment No. 2 to the Annual Report on Form 10-K (this Form 10-K/A) is required due to material misstatements identified within the consolidated financial statements included in the initial Form 10-K filed on March 16, 2011 related to the Company's estimate of the allowance for loan losses related to valuation assessments of impaired loans and other real estate owned properties. As a result, we have restated certain amounts in the accompanying consolidated financial statements to correct errors in previously reported amounts. The effect of this change in the consolidated financial statements was as follows (in thousands, except per share amounts).

	As Reported	Adjustment	As Restated
<b>Consolidated Balance Sheet</b>			
Loans, net	\$ 689,777	(6,997)	682,780
Other real estate owned	12,785	(439)	12,346
Accrued interest receivable	3,841	(141)	3,700
Deferred taxes	6,660	1,377	8,037
Total assets	857,280	(4,653)	852,627
Accrued expenses and other liabilities	\$ 1,035	\$ 440	\$ 1,475
Total liabilities	814,664	440	815,104
Retained earnings	918	(5,093)	(4,175)
Total shareholders' equity	42,616	(5,093)	37,523
Total liabilities and shareholders' equity	857,280	(4,653)	852,627
<b>Consolidated Statement of Income</b>			
Interest income, loans including fees	\$ 47,916	\$ (141)	\$ 47,775
Provision for loan losses	15,631	6,697	22,328
Net interest income after provision for loan losses	18,640	(6,838)	11,802
Other real estate owned and repossessed vehicles, net	1,743	440	2,183
Other operating expenses	5,220	482	5,702
Loss before income taxes	(6,398)	(7,760)	(14,158)
Benefit from income taxes	(2,426)	(2,667)	(5,093)
Net loss	(3,972)	(5,093)	(9,065)
Basic and diluted net loss per share	\$ (0.40)	\$ (0.51)	\$ (0.91)
<b>Consolidated Statement of Comprehensive Income</b>			
Net loss	\$ (3,972)	\$ (5,093)	\$ (9,065)
Total comprehensive loss	(4,011)	(5,093)	(9,104)
<b>Consolidated Statement of Cash Flows</b>			
Net loss	\$ (3,972)	\$ (5,093)	\$ (9,065)
Provision for loan losses	15,631	6,697	22,328
Adjustment of carrying value of foreclosed real estate	987	440	1,427
Deferred income tax benefit	(1,239)	(1,377)	(2,616)
Net change in interest receivable	451	140	591
Net change in other assets	(2,244)	(1,546)	(3,790)
Net change in accrued expense and other liabilities	(1,146)	439	(707)
Net cash (used in) provided by operating activities	11,048	(300)	10,748
Net decrease in loans	27,526	300	27,826
Net cash provided by investing activities	27,497	300	27,797

This Form 10-K/A includes changes to Item 9A Controls and Procedures and reflects management's restated assessment of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) as of December 31, 2010. This restatement of management's assessment regarding disclosure controls and procedures results from the identification of a material weakness in internal control over financial reporting. As a result of the need to restate the 2010 Financials, management has reassessed the effectiveness of our internal control over financial reporting and has concluded that, as of December 31, 2010, there was a material weakness in our internal control over financial reporting. The weakness primarily relates to the system of monitoring

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the real estate collateral values of certain impaired loans at the Bank. This Form 10-K/A includes changes to Management's Report on Internal Control Over Financial Reporting in Item 9A Controls and Procedures that reflect management's reassessment of the effectiveness of our internal control over financial reporting as of December 31, 2010. We have implemented changes in internal controls as of the date of this report to address the material weakness. However, we believe that additional time and testing are necessary before concluding that the identified material weakness has been remediated.

### **General**

The following commentary discusses major components of our business and presents an overview of our consolidated financial position at December 31, 2010 and 2009 as well as results of operations for the years ended December 31, 2010, 2009 and 2008. This discussion should be reviewed in conjunction with the consolidated financial statements and accompanying notes and other statistical information presented elsewhere in this Form 10-K/A.

New Peoples generates a significant amount of its income from the net interest income earned by the Bank. Net interest income is the difference between interest income and interest expense. Interest income depends on the amount of interest-earning assets outstanding during the period and the interest rates earned thereon. The Bank's interest expense is a function of the average amount of deposits and borrowed money outstanding during the period and the interest rates paid thereon. The quality of the assets further influences the amount of interest income lost on nonaccrual loans and the amount of additions to the allowance for loan losses. The Bank also generates noninterest income from service charges on deposit accounts and commissions on insurance and investment products sold.

### **Written Agreement**

The Company and the Bank entered into a written agreement with the Federal Reserve Bank of Richmond and the Virginia Bureau of Financial Institutions. Under this Agreement, the Bank has agreed to develop and submit for approval within specified time periods written plans to: (a) strengthen board oversight of management and the Bank's operation; (b) if appropriate after review, to strengthen the Bank's management and board governance; (c) strengthen credit risk management policies; (d) enhance lending and credit administration; (e) enhance the Bank's management of commercial real estate concentrations; (f) conduct ongoing review and grading of the Bank's loan portfolio; (g) improve the Bank's position with respect to loans, relationships, or other assets in excess of \$1 million which are now or in the future become past due more than 90 days, which are on the Bank's problem loan list, or which are adversely classified in any report of examination of the Bank; (h) review and revise, as appropriate, current policy and maintain sound processes for maintaining an adequate allowance for loan and lease losses; (i) enhance management of the Bank's liquidity position and funds management practices; (j) revise its contingency funding plan; (k) revise its strategic plan; and (l) enhance the Bank's anti-money laundering and related activities.

In addition, the Bank has agreed that it will: (a) not extend, renew, or restructure any credit that has been criticized by the Reserve Bank or the Bureau absent prior board of directors approval in accordance with the restrictions in the Agreement; (b) eliminate all assets or portions of assets classified as loss and thereafter charge off all assets classified as loss in a federal or state report of examination, which has been done.

The Company and the Bank have agreed to submit capital plans to maintain sufficient capital at the Company, on a consolidated basis, and the Bank, on a stand-alone basis, and to refrain from declaring or paying dividends without prior regulatory approval. The Company has agreed that it will not take any other form of payment representing a reduction in the Bank's capital or make any distributions of interest, principal, or other sums on subordinated debentures or trust preferred securities without prior regulatory approval. The Company may not incur, increase or guarantee any debt without prior regulatory approval and has agreed not to purchase or redeem any shares of its stock without prior regulatory approval.

Under the terms of the Agreement, the Company and the Bank have appointed a committee to monitor compliance. The directors of the Company and the Bank have recognized and unanimously agree with the common goal of financial soundness represented by the Agreement and have confirmed the intent of the directors and executive management to diligently seek to comply with all requirements of the Written Agreement.

### **Written Agreement Progress Report**

We are aggressively working to comply with the Agreement and have timely submitted each required plan by its respective deadline. We have hired an independent consultant to assist us in these efforts and the following actions have taken place:

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1. With regard to corporate governance, we have established a weekly Director's Loan Committee to oversee all loan approvals and all loan renewals, extensions and approvals. This has enabled the Board to increase its oversight of the Bank's largest credit exposures and problem credits, and enhanced the monitoring and compliance with all loan policies and procedures. Secondly, we have enhanced our reporting of credit quality to the board.

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2. The requirement to assess the Board and management has been completed by an independent party. A report has been issued to the Board and recommendations are being followed. In September 2010, our President and CEO was added as a member of the Board and in November 2010, Eugene Hearl was added as a member of the Board. Mr. Hearl has over 40 years banking experience as President and CEO for two community banks and Regional President of a large regional financial institution. In addition, further training of the Board has been implemented and will be ongoing. A succession plan has been developed and approved by the Board of Directors.
3. In the month of September 2010, a newly revised strategic plan and a capital plan were completed and submitted to our regulators. The 2011 Budget was submitted to our regulators in the fourth quarter of 2010.
4. Loan policies have been revised; an online approval and underwriting system for loans has been implemented; underwriting, monitoring and management of credits and collections have been enhanced; frequency of external loan reviews increased; and the focus on problem loans intensified at all levels in the organization. As a result, we are more timely in identifying problem loans. In the future, continuing these procedures should strengthen asset quality substantially. Further training of lending personnel is ongoing regarding proper risk grading of credits and identification of problem credits.
5. Enhanced loan concentration identification and new procedures for monitoring and managing concentrations have been implemented. Loan concentration targets have been established and efforts continue to reduce higher risk concentrations. In particular construction and development loans and commercial real estate loans have been reduced and continue to decrease toward acceptable levels as determined by the new policies.
6. To strengthen management of credit quality and loan production, we added a new Chief Credit Officer, Stephen Trescot, in the first quarter of 2011 who brings vast credit administration experience to our management team. Sharon Borich, our former Chief Credit Officer, assumed the role of Senior Lending Officer with oversight of loan production and business development which is her area of expertise. In addition to new lending policies and procedures, the management of all real estate development projects and draws has been centralized. The credit analysis function has been restructured. Originally a part of credit administration, it is now a part of the newly created commercial loan division. The credit analysis function lead by a seasoned lead analyst and staffed with three junior analysts, reviews new and renewed loan relationships of \$250 thousand or more prior to approval and annually reviews relationships of \$500 thousand or more.
7. We have retained an independent third party to perform loan reviews on a quarterly basis to complement our internal review process and have engaged them to perform this function in 2011. The third party loan review company has also conducted two loan portfolio stress tests for the Bank to obtain a better understanding of potential loan losses over a two year period.
8. To support the focus on problem credit management the Bank further developed, in March, 2011, a Special Assets department which reports to the Chief Credit Officer. Presently, the department has three workout specialists/Vice Presidents, one Vice President managing other real estate owned properties, and two support personnel. Substantially all the relationships in the Bank with total commitments in excess of \$500,000 which are risk rated Special Mention or worse are assigned to this department. This department is organizationally structured to manage workout situations, collections, other real estate owned, nonperforming assets, watch list credits, and the Bank's legal department. New reporting and monitoring is conducted monthly by this division. Material changes to Special Asset credits are reported to the Board at the time of occurrence and, quarterly, the Board receives written action plans and status updates of the Bank's twenty largest problem credits. A monthly management watch list committee has been established to actively manage and monitor these credits.
9. A new allowance for loan loss model was implemented and reviewed independently during 2010. The Board has approved a new allowance for loan loss policy. In the third quarter of 2010, we further increased the allowance for loan losses by \$4.2 million specifically related to increased environmental impacts related to internal processing factors and external economic factors that have dramatically affected the loan portfolio due to the lengthened recession and very slow recovery.

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10. We have significantly increased our asset based liquidity sources throughout 2010 to meet financial obligations. A new liquidity risk management policy has been adopted and a revised contingency funding plan has been created. We have lost all of our federal funds lines of credit, but we have added an internet certificate of deposit funding source to increase contingent funding sources. We believe that we have adequate liquidity in normal and stressed situations.
  
11. In the fourth quarter of 2009, we ceased the declaration of dividends from the Bank to the Company. We also deferred interest payments on our trust preferred securities issuances.
  
12. Anti-money laundering and bank secrecy act programs and training have been enhanced.

### **Overview**

Total assets were \$852.6 million, total loans were \$707.8 million, and total deposits were \$766.1 million at December 31, 2010. The Company had a total net loss after tax of \$9.1 million or \$0.91 per basic share and per diluted share for the year ended December 31, 2010 as compared to net loss of \$3.7 million, or \$0.37 per basic and per diluted share for the year ended December 31, 2009. The annualized return on average assets for the fiscal year 2010 was (1.05)% as compared to (0.44)% for the same period in 2009. The annualized return on average equity was (19.60)% for the fiscal year 2010 and (7.37)% for the same period in 2009.

The net loss for the year ending 2010 is directly related to two increased expense categories, provision for loan losses and other real estate owned related expenses. The provision for loan losses increased \$9.5 million, or 73.88%, to \$22.3 million in 2010 as compared to \$12.8 million in 2009. We did this in light of the current economic circumstances, including the anemic recovery and continuing increases in non-performing loans. At December 31, 2010, our allowance for loan loss totaled \$25.0 million, or 3.53% of total loans, as compared with \$18.6 million, and 2.43% of total loans, in 2009. Net charge-offs year-to-date for 2010 as a percentage of total average loans were 2.14% as compared to 0.15% in 2009. In addition to the increase in net charge offs in 2010, we experienced an increase in impaired loans to \$90.6 million with an estimated allowance of \$13.3 million for potential losses at December 31, 2010 as compared to \$30.1 million in impaired loans with an estimated allowance of \$8.8 million at the end of 2009. These factors underlay the increase in the allowance for loan loss leading to the net loss for 2010. Given the current high level of unemployment, slow economic recovery and level of non-performing loans, we believe the increased allowance to be appropriate and adequate. The second contributing factor to the net loss for 2010 is related to a \$1.2 million increase in other real estate owned property expenses which totaled \$2.2 million in 2010 as compared to \$1.0 million in 2009. In 2010, due to decreased real estate market values, we wrote down other real estate owned properties \$1.4 million.

The Bank no longer remains well capitalized as defined by regulatory agencies. At December 31, 2010, we fell slightly below the well capitalized status to adequately capitalized with regards to the total risk based capital ratio. The following ratios existed at December 31, 2010: Tier 1 leverage ratio of 6.00%; Tier 1 risk based capital ratio of 8.50%; and Total risk based capital ratio of 9.79%. We anticipate continued capital growth through retained earnings and slower asset growth in the near future to restore our well capitalized status.

The ratio of nonperforming assets to total assets is 7.02% at December 31, 2010 in comparison to 3.99% at December 31, 2009. Nonperforming assets, which include nonaccrual loans, other real estate owned and past due loans greater than 90 days still accruing interest, were \$59.8 million at December 31, 2010 and \$34.2 million at December 31, 2009. The majority of these assets are real estate development projects both inside and outside of our market area. Ones outside our market area are primarily in the coastal Carolinas. In addition, there are also some similar projects located in Northeastern Tennessee and one in eastern West Virginia. We are undertaking aggressive efforts to work out these credits. However, this will take some time.

New Peoples Bankshares, Inc. and its subsidiary New Peoples Bank, Inc. has 27 branch locations throughout Southwest Virginia, southern West Virginia, and northeastern Tennessee providing traditional banking, investment and insurance services to its customers.

### **Critical Accounting Policies**

Certain critical accounting policies affect the more significant judgments and estimates used in the preparation of our financial statements. Our most critical accounting policy relates to our provision for loan losses, which reflects the estimated losses resulting from the inability of our customers to make required payments. If the financial condition of

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our borrowers were to further deteriorate, resulting in an impairment of their ability to make payments, our estimates would be updated, and additional provisions could be required. For further discussion of the estimates used in determining the allowance for loan losses, we refer you to the section on **Provision for Loan Losses** in this discussion. For further discussion of our other critical accounting policies, see Note 2, Summary of Significant Accounting Policies, to our Consolidated Financial Statements, found in Item 8 to this annual report on Form 10-K.

**Net Interest Income and Net Interest Margin**

The Company's primary source of income, net interest income, increased \$2.3 million, or 7.28% from 2009 to 2010. The increase in net interest income is due primarily to a reduction in the cost of funds. Interest expense decreased \$4.7 million, or 25.13%, from \$18.6 million for the year ending 2009 to \$13.9 million in 2010 as a result of deposits re-pricing at lower interest rates at maturity, and a shift in the deposit mix whereby our higher cost time deposits were replaced with lower cost deposit products. The net interest margin for the year ending December 31, 2010 was 4.35% as compared to 4.14% for the same period in 2009. The net interest margin continued to trend upward during the last half of 2010.

Net interest income for the year ended 2009 increased to \$31.8 million from \$29.2 million in 2008. This was an increase of \$2.6 million, or 8.87%. The majority of the growth was related to the increased loan volume and a reduction in the cost of funds during the fiscal 2009. Loan income decreased to \$50.2 million for 2009 from \$51.9 million for 2008, which was a decrease of \$1.7 million, or 3.32%. Total interest expense was \$18.6 million for 2009 as compared to \$23.1 million for 2008. This \$4.5 million, or 19.62% decrease, was a result of historic low interest rates.

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The following table shows the rates paid on earning assets and deposit liabilities for the periods indicated.

**Net Interest Margin Analysis****Average Balances, Income and Expense, and Yields and Rates**

(Dollars in thousands)

	Restated For the Year Ended December 31, 2010			Restated For the Year Ended December 31, 2009			For the Year Ended December 31, 2008		
	Average Balance	Income/ Expense	Yields/ Rates	Average Balance	Income/ Expense	Yields/ Rates	Average Balance	Income/ Expense	Yields/ Rates
<b>ASSETS</b>									
Loans (1), (2), (3)	\$ 742,026	\$ 47,775	6.44%	\$ 747,971	\$ 50,188	6.71%	\$ 697,733	\$ 51,911	7.44%
Federal funds sold	25,763	44	0.17%	10,648	26	0.24%	1,881	32	1.70%
Interest bearing deposits	8,349	12	0.14%	124		%	40	3	7.50%
Other investments (3)	7,590	197	2.61%	7,134	164	2.30%	8,525	371	4.35%
Total Earning Assets	783,728	48,028	6.13%	765,877	50,378	6.57%	708,179	52,317	7.39%
Less: Allowance for loans losses	(18,607)			(10,245)			(6,756)		
Non-earning assets	97,997			87,531			78,683		
Total Assets	\$ 863,118			\$ 843,163			\$ 780,106		
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>									
<b>Deposits</b>									
Demand Interest bearing	\$ 56,791	\$ 250	0.44%	\$ 39,384	\$ 233	0.59%	\$ 32,192	\$ 240	0.75%
Savings	92,622	779	0.84%	84,215	994	1.18%	58,784	682	1.16%
Time deposits	523,990	11,112	2.12%	522,439	15,491	2.97%	489,788	19,817	4.05%
Other Borrowings	29,721	1,303	4.39%	30,937	1,312	4.24%	37,511	1,351	3.60%
Trust Preferred Securities	16,496	454	2.75%	16,496	533	3.23%	16,496	1,005	6.09%
Total interest bearing liabilities	719,620	13,898	1.93%	693,471	18,563	2.68%	634,771	23,095	3.64%
Non-interest bearing deposits	92,943			95,372			92,677		
Other liabilities	4,307			4,278			5,186		
Total Liabilities	816,870			793,121			732,634		
Stockholders Equity	46,248			50,042			47,472		
Total Liabilities and Stockholders Equity	\$ 863,118			\$ 843,163			\$ 780,106		
Net Interest Income		\$ 34,130			\$ 31,815			\$ 29,222	
Net Interest Margin			4.35%			4.14%			4.13%
Net Interest Spread			4.20%			3.89%			3.75%

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- (1) Non-accrual loans have been included in the average balance of loans outstanding.
- (2) Loan fees have been included in interest income on loans.
- (3) Tax exempt income is not significant and has been treated as fully taxable.

Net interest income is affected by changes in both average interest rates and average volumes of interest-earning assets and interest-bearing liabilities. The following table sets forth the amounts of the total changes in interest income and expense which can be attributed to rate (change in rate multiplied by old volume) and volume (change in volume multiplied by old rate) for the periods indicated.



**Table of Contents****Volume and Rate Analysis**

	(Dollars in thousands)					
	2010 Compared to 2009 Increase (Decrease)			2009 Compared to 2008 Increase (Decrease)		
	Volume Effect	Rate Effect	Change in Interest Income/ Expense	Volume Effect	Rate Effect	Change in Interest Income/ Expense
<b>Interest Income:</b>						
Loans	\$ (399)	\$ (2,014)	\$ (2,413)	\$ 3,738	\$ (5,461)	\$ (1,723)
Federal funds sold	37	(19)	18	149	(155)	(6)
Interest bearing deposits		12	12	6	(9)	(3)
Other investments	10	23	33	(61)	(146)	(207)
<b>Total Earning Assets</b>	<b>(352)</b>	<b>(1,998)</b>	<b>(2,350)</b>	<b>3,832</b>	<b>(5,771)</b>	<b>(1,939)</b>
<b>Interest Bearing Liabilities:</b>						
Demand	103	(86)	17	54	(61)	(7)
Savings	99	(314)	(215)	295	17	312
All other time deposits	46	(4,425)	(4,379)	1,321	(5,647)	(4,326)
Other borrowings	(52)	43	(9)	(237)	198	(39)
Trust Preferred Securities		(79)	(79)		(472)	(472)
<b>Total Interest Bearing Liabilities</b>	<b>196</b>	<b>(4,861)</b>	<b>(4,665)</b>	<b>1,433</b>	<b>(5,965)</b>	<b>(4,532)</b>
<b>Change in Net Interest Income</b>	<b>\$ (548)</b>	<b>\$ 2,863</b>	<b>\$ 2,315</b>	<b>\$ 2,399</b>	<b>\$ 194</b>	<b>\$ 2,593</b>

**Loans**

Our primary source of income comes from interest earned on loans receivable. Loan production slowed in 2010 as evidenced by total loans decreasing \$55.8 million, or 7.30%, including net charge offs of \$15.9 million. This is the result of slower loan demand, intentional shrinking of the loan portfolio to increase regulatory capital ratios, and resolution of problem loans. We continue to serve our customers, and although the total loan portfolio has shrunk, we have renewed existing credits and made new loans as well to qualified borrowers. We have also shifted our focus to increasing liquidity as evidenced by our \$45.1 million increase in liquid assets during 2010. We plan to decrease the loan portfolio in the near future as we reduce our exposure to certain risks and decrease nonperforming loans. Total loans increased \$42.4 million for 2009. A schedule of loans by type is set forth immediately below. Approximately 76.52% of the loan portfolio is secured by real estate at the end of 2010.

Loans receivable outstanding are summarized as follows:

	<b>Loan Portfolio</b>				
	December 31,				
(Dollars in thousands)	2010	2009	2008	2007	2006
Commercial, financial and agricultural	\$ 109,551	\$ 118,844	\$ 110,060	\$ 121,198	\$ 104,372
Real estate construction	52,307	71,854	64,595	38,420	37,716
Real estate mortgage	489,314	504,071	483,471	463,079	371,021
Installment loans to individuals	56,622	68,801	63,048	59,563	56,089
<b>Total</b>	<b>\$ 707,794</b>	<b>\$ 763,570</b>	<b>\$ 721,174</b>	<b>\$ 682,260</b>	<b>\$ 569,198</b>



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Our loan maturities as of December 31, 2010 are shown in the following table:

(Dollars in thousands)	Maturities of Loans			Total
	Less than One Year	One to Five Years	After Five Years	
Commercial, financial and agricultural	\$ 43,269	\$ 52,272	\$ 14,010	\$ 109,551
Real estate construction	23,085	21,195	8,027	52,307
Real estate mortgage	101,884	277,060	110,370	489,314
Installment loans to individuals	14,599	37,722	4,301	56,622
<b>Total</b>	<b>\$ 182,837</b>	<b>\$ 388,249</b>	<b>\$ 136,708</b>	<b>\$ 707,794</b>
Loans with fixed rates	\$ 63,024	\$ 132,230	\$ 131,904	\$ 327,158
Loans with variable rates	119,813	256,019	4,804	380,636
<b>Total</b>	<b>\$ 182,837</b>	<b>\$ 388,249</b>	<b>\$ 136,708</b>	<b>\$ 707,794</b>

This above table reflects the earlier of the maturity or re-pricing dates for loans at December 31, 2010. In preparing this table, no assumptions are made with respect to loan prepayments. Loan principal payments are included in the earliest period in which the loan matures or can be re-priced. Principal payments on installment loans scheduled prior to maturity are included in the period of maturity or re-pricing.

**Provision for Loan Losses**

The calculation of the allowance for loan losses is considered a critical accounting policy. The adequacy of the allowance for loan losses is based upon management's judgment and analysis. The following factors are included in our evaluation of determining the adequacy of the allowance: risk characteristics of the loan portfolio, current and historical loss experience, concentrations and internal and external factors such as general economic conditions.

The allowance for loan losses increased to \$25.0 million at December 31, 2010 as compared to \$18.6 million at December 31, 2009. The allowance for loan losses at the end of 2010 was approximately 3.53% of total loans as compared to 2.43% at the end of 2009. Net loans charged off for 2010 were \$15.92 million, or 2.14% of average loans, and \$1.3 million, or 0.16% of average loans, in 2009. The provision for loan losses was \$22.3 million for 2010 as compared with \$12.8 million for 2009 and \$1.5 million in 2008.

Certain risks exist in the Bank's loan portfolio. Historically, we have experienced significant annual loan growth until the past couple of years. However, there might be loans too new to have exhibited signs of weakness. Also, recent expansions into new markets, although greatly reduced, increase potential credit risk. A majority of our loans are collateralized by real estate located in our market area. It is our policy to sufficiently collateralize loans to help minimize loss exposures in case of default. The recent negative trends in the national real estate market and economy pose threats to our portfolio. With the exception of real estate development type properties which have experienced more deterioration in market values, the local residential and commercial real estate market values have shown some deterioration but remain relatively stable. National real estate markets have experienced a more significant downturn and this has impacted our portfolio for certain out-of-market loans in the Coastal Carolina, northeastern Tennessee, and eastern West Virginia markets. Prior to 2008, we had purchased participation construction loans in the Coastal Carolina area. The totals of these credits were \$7.6 million at December 31, 2010, and \$12.7 million at December 31, 2009. At December 31, 2010 \$1.2 million of the allowance for loan losses was allocated to these credits. The \$5.1 million decrease in these credits was the result of a \$1.1 million charge off on a commercial subdivision property that was later acquired at \$2.3 million as other real estate owned and a \$1.4 million write-down on a hotel property. This market area poses higher risk to potential future write-downs if the real estate market conditions do not show improvements. A \$1.8 million reserve for a \$3.4 million construction project in northeastern Tennessee was established of which \$1.3 million is included in the allowance for loan loss and \$483 thousand has been reserved for the remaining available line of credit for which future construction may ensue to complete various aspects of the project. It is uncertain as to when or if local real estate values will be more significantly impacted. We do not believe that there will be a severely negative effect in our market area, but because of the uncertainty we deem it prudent to assign more of the allowance to these types of loans. Our market area is somewhat diverse, but certain areas are more reliant upon agriculture and coal mining. As a result, increased risk of loan impairments is possible if these industries experience a significant downturn although we do not believe this to be likely at least in the near future. We consider these factors to be the primary higher risk characteristics of the loan portfolio.



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An evaluation of individual loans is performed by the loan review function. Loans are initially risk rated by the originating loan officer. If deteriorations in the financial condition of the borrower and the capacity to repay the debt occur, along with other factors, the loan may be downgraded. This is typically determined by either the loan officer or loan reviewers. Guidance for the evaluation is established by the regulatory authorities who periodically review the Bank's loan portfolio for compliance. Classifications used by the Bank are exceptional, very good, standard, acceptable, transitory risk, other assets especially mentioned, substandard, doubtful and loss.

All loans classified as other assets especially mentioned, substandard, doubtful and loss are individually reviewed for impairment. If collateral appraisals are outdated, we obtain updated appraisals. An evaluation is made to determine if the collateral is sufficient for each of these credits. If an exposure exists, a specific allowance is directly made for the amount of the potential loss in addition to estimated liquidation and disposal costs. The evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available. Impaired loans increased to \$90.6 million with a valuation allowance of \$12.8 million at December 31, 2010 as compared to \$30.1 million with a valuation allowance of \$8.8 million at December 31, 2009. Of the \$90.6 million recorded as impaired loans, \$43.1 million were nonperforming loans, which includes nonaccrual loans and past due 90 days or more. Impaired loans increased \$60.5 million, or 201.00%, from \$30.1 million recorded as impaired loans at December 31, 2009. We determined we had \$45.7 million in loans that required a valuation allowance of \$12.8 million at December 31, 2010. At December 31, 2009 we had \$26.1 million in loans that required a valuation allowance of \$8.8 million. The \$19.6 million increase in loans requiring a valuation allowance was the result of \$11.1 million increase in commercial loans, \$10.0 million increase in real estate loans, and a decrease of \$1.5 million in real estate construction loans that required a valuation allowance. Management is aggressively working to reduce the impaired credits at minimal loss.

Loans delinquent greater than 90 days still accruing interest and loans in non-accrual status present higher risks. At December 31, 2010, there were 113 loans in non-accrual status totaling \$45.8 million, or 6.47% of total loans. At December 31, 2009, there were 80 loans in non-accrual status totaling \$24.7 million, or 3.24% of total loans. The amounts of interest that would have been recognized on these loans were \$1.2 million and \$507 thousand in the years 2010 and 2009, respectively. There were 66 loans past due 90 days or greater and still accruing interest totaling \$1.7 million, or 0.24% of total loans at December 31, 2010. There were 46 loans past due 90 days or greater and still accruing interest totaling \$3.9 million in 2009. It is our policy to stop accruing interest on a loan, and to classify that loan as non-accrual, under the following circumstances: (a) whenever we are advised by the borrower that scheduled payment or interest payments cannot be met, (b) when our best judgment indicates that payment in full of principal and interest can no longer be expected, or (c) when any such loan or obligation becomes delinquent for 90 days unless it is both well secured and in the process of collection. There were \$13.9 million in loans classified as troubled debt restructurings as of December 31, 2010. No loans are classified as troubled debt restructurings as of December 31, 2009. There are also no loans identified as potential problem loans. We do not have any commitments to lend additional funds to non-performing debtors except a construction line of credit with total available credit of \$483 thousand; however, we have made a provision for this available line and expensed accordingly in other operating expenses. Following is a summary of non-accrual and past due loans greater than 90 days still accruing interest:

**Non-Accrual and Past Due Loans**

(Dollars in thousands)

	2010	2009	December 31,		
			2008	2007	2006
<b>Non-accruing loans</b>					
Commercial, financial and agricultural	\$ 5,970	\$ 1,027	\$ 100	\$ 1,250	\$ 246
Real estate construction	15,460	13,727	2,875	351	
Real estate mortgage	22,986	9,670	3,269	1,128	857
Installment loans to individuals	1,365	289	170	217	103
<b>Total Non-accruing loans</b>	<b>45,781</b>	<b>24,713</b>	<b>6,414</b>	<b>2,946</b>	<b>1,206</b>
<b>Loans past due 90 days or more and still accruing</b>	<b>1,692</b>	<b>3,875</b>	<b>33</b>	<b>267</b>	<b>9</b>
<b>Total</b>	<b>\$ 47,473</b>	<b>\$ 28,588</b>	<b>\$ 6,447</b>	<b>\$ 3,213</b>	<b>\$ 1,215</b>
<b>Percent of total loans</b>	<b>6.71%</b>	<b>3.74%</b>	<b>0.89%</b>	<b>0.47%</b>	<b>0.21%</b>

In addition to impaired loans, the remaining loan portfolio is evaluated based on past due history, economic conditions, and internal processes. Past due data and the last five year historical quarterly charge off data per loan category is evaluated and compared to Virginia peers. Where we

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do not have loss experience, we apply the peer data. Otherwise, we compare our loss experience to the peer group and weigh it accordingly to the various associated risks. Economic data used include national and local regional unemployment information, local housing price changes, gross domestic product growth, and interest rates are external factors. Lastly, we also evaluate our internal processes of underwriting and consider the inherent risks present in the portfolio due to past and present

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lending practices. These factors are not directly allocated to a particular loan category and are considered unallocated in the breakdown data in the table below. We adopted this new methodology in the last quarter of 2009 and continued in 2010. In past allowance for loan loss evaluation models, these factors were allocated to the different loan types. As economic conditions, performance of our loans and internal processes change, it is possible that future increases may be needed to the allowance for loan losses. The following table provides a summary of the activity in the allowance for loan losses.

**Analysis of the Allowance for Loan Losses**

(Dollars in thousands)

Activity	For the Years Ended December 31,				
	2010	2009	2008	2007	2006
Beginning Balance	\$ 18,588	\$ 6,904	\$ 6,620	\$ 4,870	\$ 3,943
Provision charged to expense	22,328	12,841	1,500	3,840	1,277
Loan Losses:					
Commercial, financial and agricultural	(1,425)	(129)	(591)	(1,701)	(52)
Real estate construction	(10,002)	(446)	(44)	(2)	
Real estate mortgage	(3,867)	(367)	(256)	(179)	(148)
Installment loans to individuals	(1,214)	(334)	(420)	(284)	(223)
Total loan losses	(16,508)	(1,276)	(1,311)	(2,166)	(423)
Recoveries:					
Commercial, financial and agricultural	509	37	18	20	
Real estate construction		8			
Real estate mortgage	7	21	17	6	44
Installment loans to individuals	90	53	60	50	29
Total recoveries	606	119	95	76	73
Net charge offs	(15,902)	(1,157)	(1,216)	(2,090)	(350)
Balance at End of Period	\$ 25,014	\$ 18,588	\$ 6,904	\$ 6,620	\$ 4,870
Net charge offs as a % of average loans	2.14%	0.15%	0.17%	0.34%	0.07%

We have allocated the allowance according to the amount deemed to be reasonably necessary to provide for the possibility of losses being incurred within each of the categories of loans. The allocation of the allowance as shown in the following table should not be interpreted as an indication that loan losses in future years will occur in the same proportions or that the allocation indicates future loan loss trends. Furthermore, the portion allocated to each loan category is not the total amount available for future losses that might occur within such categories since the total allowance is a general allowance applicable to the entire portfolio.

The allocation of the allowance for loan losses is based on our judgment of the relative risk associated with each type of loan. We have allocated 27% of the allowance to real estate loans, which constituted 69.13% of our loan portfolio at December 31, 2010. Mortgage loans are secured by real estate whose value tends to be easily ascertainable. These loans are made consistent with appraisal policies and real estate lending policies, which detail maximum loan-to-value ratios and maturities.

We have allocated 20% of the allowance to real estate construction loans, which constituted 7.39% of our loan portfolio at December 31, 2010. Construction loans are secured by real estate with values that are dependent upon market and economic conditions. Values may not always be easily ascertainable as evidenced by the current market conditions. These loans are made consistent with appraisal policies and real estate lending policies which detail maximum loan-to-value ratios and maturities. Because charge-offs increased to \$10.0 million in 2010 as compared to charge offs of \$446 thousand in 2009, and as a result of this increase our historical loss factors increased; therefore, our percentage of the

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allowance for loan losses attributed to construction loans increase in 2010.

We have allocated 21% of the allowance to commercial loans, which constituted 15.48% of our loan portfolio at December 31, 2010. This allocation increased as a percentage of the allowance for loan losses as a result of the \$11.1 million increase in commercial loans that had a valuation allowance of \$4.0 million at December 31, 2010.

We have allocated 7% of the allowance to consumer installment loans, which constituted 8.00% of our loan portfolio at December 31, 2010. The reason for the 7% allocation remaining comparable to the 8% allocation in 2009 given the \$12.2 million decrease in consumer installment loans during 2010 is the result of increased charge offs of \$1.2 million in 2010 compared with \$334 thousand in charge offs in 2009. As a result of this increase in charge offs we increased our provision related to these loans by \$232 thousand.



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The following table shows the balance and percentage of our allowance for loan losses (or ALLL ) allocated to each major category of loans.

**Allocation of the Allowance for Loan Losses****December 31, 2006 through December 31, 2010**

(Dollars in thousands)

	December 31, 2010			December 31, 2009			December 31, 2008		
	Amount	% of ALLL	% of Loans	Amount	% of ALLL	% of Loans	Amount	% of ALLL	% of Loans
Commercial	\$ 5,323	21%	15.48%	\$ 1,710	9%	15.56%	\$ 3,866	56%	15.26%
R/E const.	4,913	20%	7.39%	8,036	43%	9.41%	621	9%	8.96%
R/E-mortg.	6,882	27%	69.13%	3,525	19%	66.02%	1,036	15%	67.04%
Installment	1,733	7%	8.00%	1,501	8%	9.01%	1,381	20%	8.74%
Unallocated	6,163	25%		3,816	21%				
<b>Total</b>	<b>\$ 25,014</b>	<b>100%</b>	<b>100.00%</b>	<b>\$ 18,588</b>	<b>100%</b>	<b>100.00%</b>	<b>\$ 6,904</b>	<b>100%</b>	<b>100.00%</b>

	December 31, 2007			December 31, 2006		
	Amount	% of ALLL	% of Loans	Amount	% of ALLL	% of Loans
Commercial	\$ 3,254	49%	17.76%	\$ 1,704	35%	18.34%
R/E- const.	199	3%	5.63%	146	3%	6.63%
R/E mortg.	1,200	18%	67.88%	828	17%	65.18%
Installment	1,967	30%	8.73%	2,192	45%	9.85%
Unallocated						
<b>Total</b>	<b>\$ 6,620</b>	<b>100%</b>	<b>100.00%</b>	<b>4,870</b>	<b>100%</b>	<b>100.00%</b>

**Other Real Estate Owned**

Other real estate owned increased \$6.7 million, or 118.78%, to \$12.3 million at December 31, 2010 from \$5.6 million at December 31, 2009. Substantially all of the increase was related to a \$2.3 million commercial subdivision property located in the Coastal Carolina area and a \$3.3 million commercial condominium property located in Pigeon Forge, Tennessee. We anticipate total other real estate owned to increase in the near future as we foreclose on real estate collateralized loans. All properties are being marketed for sale by commercial and residential realtors under the direction of our Special Assets division. During 2010, we were able to sale \$3.7 million of our properties as compared to sales of \$2.6 million in 2009. Future sales of these properties are contingent upon an economic recovery; consequently, it is difficult to estimate the duration of our ownership of these assets. We have recently designated employees to monitor other real estate owned properties to ensure proper fair market values of these assets and to ensure that maintenance and improvements are made to make these properties more marketable. The values at December 31, 2010 were adjusted to reflect current fair market values based upon market conditions.

**Investment Securities**

Total investment securities increased to \$4.7 million at December 31, 2010 from \$2.6 million at December 31, 2009. All securities are classified as available for sale for liquidity purposes. The carrying amount of certain securities pledged by us to secure public deposits totaled \$892 thousand at December 31, 2010 as compared to \$920 thousand at December 31, 2009.

As we curtail loans, we are beginning to build an investment portfolio. We anticipate increasing the size of the portfolio during 2011. The portfolio will be comprised of short to mid-term investments.

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The carrying values of investment securities and the different types of investments are shown in the following table:

### Investment Securities Portfolio

(Dollars in thousands)

December 31,	2010		2009		2008	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value
<u>Available for Sale</u>						
U.S. Government Agencies	\$ 3,001	\$ 2,970	\$ 1,999	\$ 2,037	\$ 3,000	\$ 3,063
Taxable municipals	894	899	317	312		
Mortgage backed securities	781	789	249	257	378	386
<b>Total Securities AFS</b>	<b>\$ 4,676</b>	<b>\$ 4,658</b>	<b>\$ 2,565</b>	<b>\$ 2,606</b>	<b>\$ 3,378</b>	<b>\$ 3,449</b>

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The amortized cost, fair value and weighted average yield of investment securities at December 31, 2010 by contractual maturity, are shown in the following schedule. Expected maturities will differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

**Maturities of Securities**

(Dollars in thousands)

Securities Available for Sale	Amortized Cost	Fair Value	Weighted Average Yield
Due in one year or less	\$	\$	%
Due after one year through five years	304	310	3.41%
Due after five years through ten years	1,316	1,320	1.67%
Due after ten years	3,056	3,028	3.19%
<b>Total</b>	<b>\$ 4,676</b>	<b>\$ 4,658</b>	<b>2.76%</b>

**Deposits**

Total deposits were \$766.1 million at December 31, 2010, an increase of \$5.4 million, or 0.71%, from \$760.7 million at December 31, 2009. This growth is attributed to the continued growth of our network of 27 branch locations. We continue to experience growth in core deposits through attractive consumer and commercial deposit products.

The largest areas of growth were in interest-bearing demand deposits and savings deposits; however, this growth was partially offset by a decline in our time deposits. Interest-bearing demand deposits increased by \$17.2 million, or 40.34%, to \$60.0 million in 2010 from \$42.8 million in 2009. This increase is primarily attributed to growth in our Freedom 50 checking accounts of \$7.8 million and NOW accounts of \$8.3 million. Savings deposits increased \$17.6 million, or 19.51%, to \$108.1 million in 2010 from \$90.5 million in 2009. This increase is primarily attributed to growth in our Statement Savings accounts of \$7.0 million, NPBEE Savings accounts of \$1.0 million, and Money Market Deposit accounts of \$9.6 million. Time deposits decreased by \$29.1 million, or 5.39%, to \$510.1 million at December 31, 2010 from \$539.2 million in 2009. This decrease is primarily attributed to decreased interest rates, customer desires to be more liquid in the current rate environment and a \$5.4 million decline in CDARS time deposits. A portion of the certificates of deposit declines were offset by an increase of \$3.8 million in Individual Retirement accounts.

Time deposits of \$100,000 or more equaled approximately 22.89% of deposits at the end of 2010 and 24.77% of deposits at the end of 2009.

We have brokered deposits totaling \$2.8 million with a term of 10 years. These deposits were used to fund a particular 10 year balloon mortgage product. Internet accounts are limited to customers located in the surrounding geographical area. The average balance of and the average rate paid on deposits is shown in the net interest margin analysis above.

Maturities of time certificates of deposit of \$100,000 or more outstanding are summarized as follows:

**Maturities of Time Deposits of \$100 Thousand and More**

(Dollars in thousands)

December 31, 2010

Three months or less	\$ 44,422
Over three months through six months	35,257
Over six months through twelve months	40,239

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Over one year	55,429
<b>Total</b>	<b>\$ 175,347</b>

### **Noninterest Income**

#### 2010 and 2009 Changes

Noninterest income increased \$485 thousand, or 8.89%, from \$5.4 million in 2009 to \$5.9 million in 2010. The primary reason for the increase is from a \$366 thousand increase in ATM and debit card network fees. Service charges remained flat in 2010 from 2009. Service charges on deposit accounts are primarily overdraft fees. Life insurance investment income from bank owned life insurance policies increased by \$22 thousand in 2010. When interest rates increase, we anticipate income from bank owned insurance to increase.

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Noninterest income as a percentage of average assets increased to 0.69% in 2010 from 0.65% in 2009. We anticipate this percentage to remain flat during 2011 due to regulatory actions regarding these types of income sources.

### 2009 and 2008 Changes

Noninterest income decreased \$101 thousand, or 1.82%, from \$5.6 million in 2008 to \$5.4 million in 2009. The primary reason for the decrease is a reduction in insurance and investment fee income due to poor market conditions and reduced sales staff. Insurance and investment fee income decreased \$320 thousand or 32.89%, from \$973 thousand in 2008 to \$653 thousand in 2009. This type of income is cyclical to market conditions. Service charges remained flat in 2009 from 2008. Service charges on deposit accounts are primarily overdraft fees. We experienced slower growth in income in 2009 from service charges due to improved customer conveniences and service from extended banking cutoff times and a customer friendly overdraft waived fees policy change. Fees, commissions and other income increased \$310 thousand, or 22.17% in 2009. The main reason is that interchange fees from ATM and debit cards increased during 2009 by \$301 thousand, or 32.60%. This is the result of increased usage by consumers. Life insurance investment income from bank owned life insurance policies was slightly reduced due to lower interest rates.

Noninterest income as a percentage of average assets decreased to 0.65% in 2009 from 0.79% in 2008.

### **Noninterest Expense**

#### 2010 and 2009 Changes

Noninterest expenses increased \$2.1 million, or 6.86%, to \$31.9 million in 2010 from \$29.8 million in 2009. Following are explanations of the increase.

The FDIC insurance premium increased \$238 thousand, or 10.91%, from \$2.2 million to \$2.4 million. We opted into the government's Temporary Liquidity Guarantee Program which insures all noninterest bearing demand deposits with unlimited FDIC insurance through December 31, 2010. Finally, higher assessments have been imposed on banks as a result of the economic recession and the regulatory environment. Each of these is contributing factors to the increased FDIC premiums. We anticipate this expense to remain substantially the same in 2011.

In addition, other real estate owned and repossessed vehicle expenses increased \$1.2 million to \$2.2 million in 2010 from \$1.0 million in 2009. The increase is related to a decrease in real estate market values resulting in write-downs and an increase in foreclosures and repossessions in 2010. We re-assessed the values of the properties in other real estate owned in 2010 and wrote down these assets by \$1.4 million to reflect fair market value changes in the properties since the original date that the assets were acquired in 2010 or the prior year balance for properties that continue to be held. In the year 2010, we had a net loss on the sale of other real estate owned property of \$202 thousand compared to a net loss of \$143 thousand in 2009.

Salaries and employee benefits decreased from \$15.2 million in 2009 to \$15.0 million in 2010. This \$145 thousand decrease is related to a decrease in full time equivalent employees, lower raises, no bonuses, and the reversal of accrued salary continuation for a former bank executive. In addition, we closed down four of our branch locations during 2010 and held these expenses down at our other locations.

Other operating expenses increased \$640 thousand, or 12.64%, to \$5.7 million in 2010 from \$5.1 million in 2009. The increase is primarily related to increased professional fees incurred from increased legal and consultant fees during 2010. These fees increased as the result of complying with the terms of the Written Agreement entered into during 2010. In addition, a \$483 thousand reserve for the remaining available funds on an under-collateralized construction line of credit was expensed due to the possibility of providing additional funding to the customer to complete the construction project and minimize other losses. We anticipate the other noninterest expense to remain flat or slightly decrease in 2011 as we engage fewer consultants and we realize cost savings from branch closings in 2010.

The ratio of noninterest expense as a percentage of average assets slightly increased in 2010 to 3.70% as compared to 3.54% in 2009. We expect greater efficiencies to result as we maximize the performance of our branches and as the economy improves. Our efficiency ratio, which is defined as noninterest expense divided by the sum of net interest income plus noninterest income, was 79.28% in 2010 as compared to 80.10% for 2009 primarily the result of increased net interest income.

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### 2009 and 2008 Changes

Noninterest expenses increased \$3.2 million, or 12.13%, to \$29.8 million in 2009 from \$26.6 million in 2008. Following are explanations of the increase.

The FDIC insurance premium increased \$1.5 million, or 201.66%, from \$724 thousand to \$2.2 million. We incurred a one-time special assessment in June 2009 totaling \$375 thousand. In addition, we opted into the government's Temporary Liquidity Guarantee Program which insures all noninterest bearing demand deposits with unlimited FDIC insurance through June 30, 2010. Finally, higher assessments have been imposed on banks as a result of the economic recession. Each of these is contributing factors to the increased FDIC premiums.

In addition, other real estate owned and repossessed vehicle expenses increased \$1.5 million to \$1.0 million in 2009 from a net gain of \$478 thousand in 2008. The increase is related to an increase in foreclosures and repossessions in 2009. We also re-assessed the values of the properties in other real estate owned in late 2009 and wrote down these assets by \$577 thousand to allow for fair market value changes in the properties since the original date that the assets were acquired. In the year 2008, we had a net gain on the sale of other real estate owned property of \$612 thousand. In 2009, however, we had a net loss of \$143 thousand.

Salaries and employee benefits decreased from \$15.6 million in 2008 to \$15.2 million in 2009. This \$476 thousand decrease is related to the Board of Director's decision to not pay employee bonuses in 2009. In addition, we did not open any new branches in 2009 and this held these expenses down. Historically, we have opened multiple branches annually and had new hires for these offices which have resulted in annual increases in salaries and benefits.

Other operating expenses increased \$695 thousand, or 15.91%, to \$5.1 million in 2009 from \$4.4 million in 2008. The increase is related to increased professional fees incurred from increased legal, accountant and consultant fees during 2009. These fees increased as the result of complying with the material weakness in internal controls identified in 2008 which now have been fully remediated.

The ratio of noninterest expense as a percentage of average assets slightly increased in 2009 to 3.54% as compared to 3.49% in 2008. Our efficiency ratio, which is defined as noninterest expense divided by the sum of net interest income plus noninterest income, was 80.10% in 2009 as compared to 76.96% for 2008.

### **Life Insurance**

We have life insurance policies on the lives of two key officers and two former key officers. The Bank is the beneficiary under each policy. The total cash surrender value of the policies was \$11.0 million and \$10.5 million at December 31, 2010 and December 31, 2009, respectively. Total income for the policies during 2010 was \$462 thousand as compared to \$440 thousand and \$475 thousand for the years ending 2009 and 2008, respectively.

### **Income Taxes**

Due to timing differences between book and tax treatment of several income and expense items, a deferred tax asset of \$8.0 million existed at December 31, 2010 as compared to a deferred tax asset of \$5.4 million at December 31, 2009. The \$2.6 million difference is primarily related to the increased provision to the allowance for loan loss in 2010. Only direct charge-offs are permitted as tax deductions. The deferred tax asset represents decreases to future income tax liabilities from future increased deductions for allowance for loan losses. Our income tax expense was computed at the normal corporate income tax rate of 34% of taxable income included in net income. We do not have significant nontaxable income or nondeductible expenses.

### **Capital Resources**

Our total capital at the end of 2010 was \$37.5 million compared to \$46.6 million in 2009. The decrease was \$9.1 million, or 19.51%. The Bank has fallen below well capitalized at the end of 2010, as defined by the capital guidelines of bank regulations. New Peoples capital as a percentage of total assets was 4.40% at December 31, 2010 compared to 5.43% at December 31, 2009. The decrease in New Peoples capital is due to the net loss incurred in 2010 primarily the result of the increased provision for loan losses.

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New Peoples did not apply to participate in the federal Troubled Asset Relief Program, or TARP, funds as we thought participation might not be in the best long-term interest of our stockholders.

Total asset growth for 2010 was flat and we anticipate flat to decreasing assets to be the trend in the near future. Our primary source of capital for asset growth comes from retained earnings. We developed a new strategic plan and capital plan in 2010. Under current economic conditions, we believe it is prudent to increase capital to absorb potential losses that may occur if asset quality deteriorates further. We are aware that capital needs and requirements are affected by the level of problem assets, growth, earnings and other factors. Retained earnings are not alone sufficient to provide for this economic cycle and we believe we will need access to additional sources of capital. As part of our initiative to improve regulatory capital ratios, we are reducing our higher risk assets, which results in a shrinking loan portfolio. Deposit growth is primarily focused on growing core deposits, which are mainly transaction accounts, commercial relationships and savings products. We are focused on improving earnings by maintaining a strong net interest margin and decreasing overhead expenses. These options we are fully implementing to increase capital. However, these efforts alone may not provide us adequate capital if further loan losses are realized. We are exploring a common stock offering.

No cash dividends have been paid historically and none are anticipated in the foreseeable future. Earnings will continue to be retained to build capital.

### **Liquidity**

We have not experienced liquidity issues during 2010. We closely monitor our liquidity and from December 31, 2009 to December 31, 2010, we increased liquid assets in the form of cash, due from banks, federal funds sold, and unpledged available for sale investments to \$86.3 million from \$41.2 million, respectively. We plan to continue to increase short-term assets during 2011.

At December 31, 2010, all of our investments are classified as available-for-sale, providing an additional source of liquidity in the amount of \$3.8 million, which is net of those securities pledged as collateral. We anticipate developing an investment portfolio in the near future as we shrink our loan portfolio and increase deposits. This will primarily serve as a source of liquidity while yielding a higher return than federal funds sold.

Our loan to deposit ratio was 92.39% at December 31, 2010 and 100.38% at year end 2009. We anticipate this ratio to decrease below 90% as we continue to grow deposits and shrink loans in our branch network. We can further lower the ratio as management deems appropriate by managing the rate of growth in our loan portfolio and by offering special promotions to entice new deposits. This can be done by changing interest rates charged or limiting the amount of new loans approved.

In the year 2010, we lost various contingent liquidity sources from third parties. With regards to unsecured federal funds lines of credit, during 2010, our \$27.4 million lines from correspondent banks were terminated due to our asset quality issues. In addition, we no longer have available to us the one-way funds purchasing option and are restricted on the total amount of funds that we can process through Promontory Interfinancial Network, LLC, otherwise known as CDARS. CDARS allows depositors to access FDIC insurance protection on multi-million dollar certificates of deposit through a member Bank. When a customer places a large deposit through CDARS, we place their funds into certificates of deposit with other banks in the CDARS network in increments of less than \$100,000 so that principal and interest are eligible for FDIC insurance protection. CDARS also permits its members to use their treasury desk for one-way funds purchasing to meet liquidity needs on a term-basis. The restriction has been set to our current balance in CDARS deposits of \$17.0 million. We anticipate both of these sources of contingent funding to become available again in the future as we improve asset quality issues and improve capital ratios.

Available third party sources of liquidity remain intact at year-end 2010 which include the following: our line of credit with the Federal Home Loan Bank of Atlanta, the brokered certificates of deposit markets, internet certificates of deposit, and the discount window at the Federal Reserve Bank of Richmond. It is possible that third party sources of liquidity may be restricted further as an adequately capitalized financial institution.

At December 31, 2010, we had borrowings from the Federal Home Loan Bank totaling \$24.2 million as compared to \$25.4 million at December 31, 2009. Of these borrowings at December 31, 2010, none are overnight and subject to daily interest rate changes. A term note of \$5.0 million matures in January 2011 and we paid off this note with liquid funds. Term notes of \$10.2 million mature in the year 2012. Two additional borrowings totaling \$9.0 million have a maturity date in the year 2018, but reduce in principal amounts monthly. We also used our line of credit with the Federal Home Loan Bank to issue a letter of credit for \$7.0 million in 2008 and \$3.0 million in 2010 to the Treasury Board of Virginia for collateral on public funds. An additional \$46.1 million was available on December 31, 2010 on the \$80.2 million line of credit which is secured by a blanket lien on our residential real estate loans.





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We have access to the brokered deposits market, but this may be restricted or eliminated as an adequately capitalized bank. Currently we have \$2.7 million in 10 year term time deposits comprised of \$3 thousand incremental deposits which yield an interest rate of 4.10%. We utilized this low cost source of funds to match funding for a 10 year balloon mortgage product. With the exception of CDARS time deposits, we have no other brokered deposits. Though this has not been a strategy in the past, we may utilize this source in the future as a lower cost source of funds as available.

During 2010 we joined an internet certificate of deposit network whereby we may obtain funds from other financial institutions at auction. We may invest funds through this network as well. Currently, we only intend to use this source of liquidity in a liquidity crisis event.

In September 2009, the Bank obtained approval for the Federal Reserve Bank discount window for overnight funding needs. We may collateralize this line with investment securities and loans at our discretion. We currently do not have collateral pledged, but we may physically deliver collateral to the Federal Reserve and obtain funding. We do not, however, anticipate using this funding source except as a last resort.

Additional liquidity is expected to be provided by the future growth that management expects in core deposit accounts and from loan repayments. We believe that this future growth will result from an increase in market share in our targeted trade area.

During 2009, we lost availability of \$1.6 million on our \$6.5 million holding company line of credit obtained from Silverton Bank. The reason that we lost this availability was due to the failure of Silverton Bank in early 2009. We were in technical default under this line of credit which is secured by our stock in the Bank. As of March 16, 2011 we have paid off this loan with the proceeds of loans made by two of our directors as discussed in more detail in the Subsequent Events section of Item 1 Business.

With the increased asset liquidity and other external sources of funding, we believe at the Bank level we have adequate liquidity to meet our requirements and needs for the foreseeable future. However, liquidity can be further affected by a number of factors such as counterparty willingness or ability to extend credit, regulatory actions and customer preferences, some of which are beyond our control.

Concerning the Company's liquidity, we borrowed \$500 thousand from two directors at \$250 thousand each. One borrowing occurred at the end of 2010 and the other occurred subsequent to year-end 2010 in January 2011. The use of these funds is to meet current liquidity needs of the Company. As of December 31, 2010 management was diligently working to eliminate the Silverton line of credit discussed above and to increase liquidity at the Company level. As reported in the Subsequent Event Section in Item 1. Business, on March 16, 2011 we received additional borrowings from two directors and were able to retire the Silverton line of credit that was to mature in June 2011 and we continue to work on enhancing the Company's liquidity.

### **Financial Instruments with Off-Balance-Sheet Risk**

The Bank is a party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers and to reduce its own exposure to fluctuations in interest rates. These financial instruments include commitments to extend credit and standby letters of credit. Those instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the balance sheet. The contract or notional amounts of those instruments reflect the extent of involvement the Bank has in particular classes of financial instruments.

The Bank's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit and standby letters of credit is represented by the contractual amount of those instruments. The Bank uses the same credit policies in making commitments and conditional obligations as it does for on-balance-sheet instruments.

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A summary of the contract amount of the Bank's exposure to off-balance-sheet risk as of December 31, 2010 and 2009 is as follows:

(Dollars in thousands)	2010	2009
<b>Financial instruments whose contract amounts represent credit risk:</b>		
Commitments to extend credit	\$ 32,165	\$ 48,022
Standby letters of credit	4,787	5,159

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Bank evaluates each customer's credit worthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Bank upon extension of credit, is based on management's credit evaluation of the counterparty. Collateral held varies but may include accounts receivable, inventory, property and equipment, and income-producing commercial properties.

Unfunded commitments under lines of credit are commitments for possible future extensions of credit to existing customers. Those lines of credit may not actually be drawn upon to the total extent to which the Bank is committed.

Standby letters of credit are conditional commitments issued by the Bank to guarantee the performance of a customer to a third party. Those guarantees are primarily issued to support public and private borrowing arrangements, including commercial paper, bond financing, and similar transactions. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. The Bank holds certificates of deposit, deposit accounts, and real estate as collateral supporting those commitments for which collateral is deemed necessary.

**Contractual Obligations**

New Peoples and its subsidiaries have Federal Home Loan Bank advances, operating lease obligations and line of credit and trust preferred securities indebtedness. The following is a breakdown of the payment obligations over the life of the agreements:

(Dollars in thousands)	Total	Payments Due by Period <sup>(1)</sup>			
		Less than 1 Year	1-3 years	3-5 years	More than 5 years
Trust preferred securities indebtedness	\$ 16,496	\$	\$	\$	\$ 16,496
Federal Home Loan Bank advance	24,183		15,225		8,958
Short-term debt	4,900	4,900			
Other borrowings	250	250			
Operating lease obligations	86	12	25	26	23
Total	\$ 45,915	\$ 5,162	\$ 15,250	\$ 26	\$ 25,477

<sup>(1)</sup> Payments due by period do not reflect projected interest on the obligations.

**Interest Sensitivity**

At December 31, 2010, we had a negative cumulative gap rate sensitivity ratio of 38.98% for the one year re-pricing period, compared to 50.00% at December 31, 2009. A negative cumulative gap generally indicates that net interest income would improve in a declining interest rate environment as liabilities re-price more quickly than assets. Conversely, net interest income would probably decrease in periods during which interest rates are increasing. We are closely monitoring our position and implementing adjustments periodically to strategically position ourselves to enhance earnings in current and anticipated interest rate environments. On a quarterly basis, management reviews our interest rate risk and has decided that the current position is an acceptable risk.



**Table of Contents****Interest Sensitivity Analysis****December 31, 2010**

(Dollars in thousands)

	1- 90 Days	91-365 Days	1-3 Years	4-5 Years	6-15 Years	Over 15 Years	Total
<b>Uses of funds:</b>							
Loans	\$ 108,341	\$ 65,794	\$ 222,471	\$ 176,095	\$ 102,531	\$ 32,562	\$ 707,794
Federal funds sold	25,611						25,611
Deposits with banks	42,549						42,549
Investments	4,374		109	200	4,349		9,032
Bank owned life insurance	11,011						11,011
<b>Total earning assets</b>	<b>\$ 191,886</b>	<b>\$ 65,794</b>	<b>\$ 222,580</b>	<b>\$ 176,295</b>	<b>\$ 106,880</b>	<b>\$ 32,562</b>	<b>\$ 795,997</b>
<b>Sources of funds:</b>							
Interest Bearing DDA	\$ 60,022	\$	\$	\$	\$	\$	\$ 60,022
Savings & MMDA	108,119						108,119
Time Deposits	139,836	238,320	81,161	48,047	2,736		510,100
Trust preferred securities	16,496						16,496
Other borrowings	4,900	250	15,225		8,958		29,333
<b>Total interest bearing liabilities</b>	<b>\$ 329,373</b>	<b>\$ 238,570</b>	<b>\$ 96,386</b>	<b>\$ 48,047</b>	<b>\$ 11,694</b>	<b>\$</b>	<b>\$ 724,070</b>
<b>Discrete Gap</b>	<b>\$ (137,487)</b>	<b>\$ (172,776)</b>	<b>\$ 126,194</b>	<b>\$ 128,248</b>	<b>\$ 95,186</b>	<b>\$ 32,562</b>	<b>\$ 71,927</b>
<b>Cumulative Gap</b>	<b>\$ (137,487)</b>	<b>\$ (310,263)</b>	<b>\$ (184,069)</b>	<b>\$ (55,821)</b>	<b>\$ 39,365</b>	<b>\$ 71,927</b>	
<b>Cumulative Gap as % of Total Earning Assets</b>	<b>(17.27%)</b>	<b>(38.98%)</b>	<b>(23.12%)</b>	<b>(7.01%)</b>	<b>4.95%</b>	<b>9.04%</b>	

**Table of Contents****Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

Market risk is the risk of loss due to adverse changes in current and future cash flows, fair values, earnings or capital due to adverse movements in interest rates and other factors, including foreign exchange rates and commodity prices. Because we have no significant foreign exchange activities and hold no commodities, interest rate risk represents the primary risk factor affecting our balance sheet and net interest margin. Significant changes in interest rates by the Federal Reserve could result in similar changes in other interest rates that could affect interest earned on our loan and investment portfolios and interest paid on our deposit accounts. Changes in the interest rates earned and paid also affect the estimated fair value of our interest bearing assets and liabilities.

Our Asset and Liability Committee has been delegated the responsibility of managing our interest-sensitive balance sheet accounts to maximize earnings while managing interest rate risk. The committee, comprised of various members of senior management and five external board members, is also responsible for establishing policies to monitor and limit our exposure to interest rate risk and to manage our liquidity and capital positions. The committee satisfies its responsibilities through quarterly meetings during which product pricing issues, liquidity measures, capital levels, and interest sensitivity positions are monitored.

We use an asset/liability management and simulation software model to periodically measure the potential impact on net interest income of projected or hypothetical changes in interest rates. Our policy objective is to monitor our position and to manage our short-term and long-term interest rate risk exposure. Our board of directors has established percentages for the maximum potential reductions in net interest income that we are willing to accept, which result from changes in interest rates over the next 12-month period. The percentage limitations relate to instantaneous and sustained parallel changes in interest rates of plus and minus certain basis points.

The following tables summarize our established percentage limitations and the sensitivity of our net interest income to various interest rate scenarios for the next 12 months, based on assets and liabilities as of December 31, 2010 and 2009. During 2009, we increased some of our established limitations to match our interest risk tolerance. The changes of percentages of modeled changes in net interest income from 2009 to 2010 are reflective of the strategies implemented during a historically low interest rate environment. As interest rates may increase, we have implemented different strategies to enhance our earnings. At December 31, 2010, our interest rate risk is within all of the established limitations as compared to December 31, 2009, where we were in full compliance except for the 100 basis point increase scenario. The positive changes from year 2009 to year 2010 reflect our implemented strategy to improve our sensitivity to interest rate increases in the future.

		2010	
Immediate			
Estimated Increase		%	
Basis Point Change		Increase (Decrease) in Net Interest Income	
In Interest Rates			Established Limitation
+300		(13.26)%	(20.00)%
+200		(8.80)%	(15.00)%
+100		(6.57)%	(7.00)%
-100		5.49%	(7.00)%
-200		5.77%	(15.00)%
-300		5.76%	(20.00)%
		2009	
Immediate			
Estimated Increase		%	
Basis Point Change		Increase (Decrease) in Net Interest Income	
In Interest Rates			Established Limitation
+300		(17.97)%	(20.00)%
+200		(12.07)%	(15.00)%
+100		(8.92)%	(7.00)%
-100		5.88%	(7.00)%

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-200	6.12%	(15.00)%
-300	6.10%	(20.00)%

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The type of modeling used to generate the above tables does not take into account all strategies that we might adopt in response to a sudden and sustained change in interest rates. These strategies may include asset/liability acquisitions of appropriate maturities in the cash market and may also include off-balance sheet alternatives to the extent such activity is authorized by the board of directors.

The committee is also responsible for long-term asset/liability management and completes the following functions:

Monitoring available opportunities to undertake major corrective actions (in the nature and mix of assets and liabilities) for structural mismatches.

Determining the appropriateness of fixed rate vs. variable rate lending and investment strategies and formulation of policies to influence this activity.

Developing parameters for the investment portfolio in the context of overall balance sheet management (liquidity, interest rate risk, credit risk, risk-based capital, price risk, and earnings).

Establishing financial goals, including minimum standards for returns on assets and equity.

Overseeing the long-term strategic use of capital to maximize the return on equity within reasonable levels of risk.

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**Item 8. Financial Statements and Supplementary Data**

**FINANCIAL STATEMENTS**

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders

New Peoples Bankshares, Inc.

Honaker, Virginia

We have audited the accompanying consolidated balance sheets of New Peoples Bankshares, Inc. as of December 31, 2010 and 2009, and the related consolidated statements of income, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2010. New Peoples Bankshares, Inc.'s management is responsible for these consolidated financial statements. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of New Peoples Bankshares, Inc. as of December 31, 2010 and 2009, and the results of its operations and its cash flows for each of years in the three-year period ended December 31, 2010 in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 3, the Company restated its 2010 financial statements to correct errors related to its allowance for loan losses, other real estate acquired through foreclosure and other related financial statement elements.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), New Peoples Bankshares, Inc.'s internal control over financial reporting as of December 31, 2010, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated March 11, 2011 (except for the effects of the material weakness described in paragraphs six and seven of that report, as to which the date is June 23, 2011) expressed an adverse opinion.

/S/ BROWN, EDWARDS AND COMPANY, L.L.P.  
CERTIFIED PUBLIC ACCOUNTANTS

Christiansburg, Virginia

March 11, 2011, except for

Notes 3, 7, 8, 11, 21, 23, 24 and 26,

as to which the date is June 23, 2011

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM  
ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

To the Board of Directors and

Stockholders of New Peoples Bankshares, Inc.

Honaker, Virginia

We have audited New Peoples Bankshares, Inc.'s internal control over financial reporting as of December 31, 2010, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). New Peoples Bankshares, Inc.'s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluations of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our report dated March 11, 2011, we expressed an unqualified opinion on the Company's internal control over financial reporting as of December 31, 2010, based upon the COSO criteria. The Company had subsequently determined that a deficiency in controls relating to their process and procedures used to estimate the allowance for loan losses and valuation of other real estate owned existed as of the previous assessment date, and has further concluded that such deficiency represented a material weakness as of December 31, 2010. As a result, management revised its assessment, as presented in the accompanying Management's Report on Internal Control over Financial Reporting, to conclude that the Company's internal control over financial reporting was not effective as of December 31, 2010. Accordingly, our opinion on the effectiveness of the Company's internal control over financial reporting as of December 31, 2010, as expressed herein, is different from that expressed in our previous report.

A material weakness is a deficiency, or combination of control deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. The following material weakness has been identified and included in management's assessment. The Company's management identified a material weakness in internal control over financial reporting relating to their process and procedures used to estimate the allowance for loan losses and to value other real estate. This material weakness resulted in the restatement of the Company's annual consolidated financial statements as of and for the year ended December 31, 2010.

In our opinion, because of the effect of the material weakness described above on the achievement of the objectives of the control criteria, New Peoples Bankshares, Inc. has not maintained effective internal control over financial reporting as of December 31, 2010, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission

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(COSO). We have not audited the changes in internal control discussed in Management's Report on Internal Control over Financial Reporting which have been made in an effort to remediate the identified material weakness.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets and the related consolidated statements of income, stockholders' equity, and cash flows of New Peoples Bankshares, Inc. This material weakness was considered in determining the nature, timing and extent of audit tests applied in our audits of the Company's 2010 consolidated financial statements and this report does not affect our report dated March 11, 2011, except for Notes 3, 7, 8, 11, 21, 23, 24 and 26, as to which the date is June 23, 2011, which expressed an unqualified opinion on those consolidated financial statements (as restated).

/S/ BROWN, EDWARDS AND COMPANY, L. L. P.  
CERTIFIED PUBLIC ACCOUNTANTS

Christiansburg, Virginia

March 11, 2011 (except for the matters discussed

in paragraphs six and seven above, as to which the

date is June 23, 2011)

**Table of Contents****NEW PEOPLES BANKSHARES, INC.****CONSOLIDATED BALANCE SHEETS, AS RESTATED****DECEMBER 31, 2010 AND 2009**

(IN THOUSANDS EXCEPT SHARE and SHARE DATA)

	2010 (Restated)	2009
<b>ASSETS</b>		
Cash and due from banks	\$ 14,369	\$ 29,788
Interest-bearing deposits with banks	42,549	190
Federal funds sold	25,611	9,582
<b>Total Cash and Cash Equivalents</b>	<b>82,529</b>	<b>39,560</b>
Investment Securities		
Available-for-sale	4,658	2,606
Loans receivable	707,794	763,570
Allowance for loan losses	(25,014)	(18,588)
<b>Net Loans</b>	<b>682,780</b>	<b>744,982</b>
Bank premises and equipment, net	34,141	34,958
Equity securities (restricted)	3,878	3,996
Other real estate owned	12,346	5,643
Accrued interest receivable	3,700	4,292
Life insurance investments	11,011	10,549
Goodwill and other intangibles	4,346	4,514
Deferred taxes	8,037	5,400
Other assets	5,201	1,410
<b>Total Assets</b>	<b>\$ 852,627</b>	<b>\$ 857,910</b>
<b>LIABILITIES</b>		
Deposits		
Demand deposits		
Noninterest bearing	\$ 87,839	\$ 88,318
Interest-bearing	60,022	42,769
Savings deposits	108,119	90,467
Time deposits	510,100	539,160
<b>Total Deposits</b>	<b>766,080</b>	<b>760,714</b>
FHLB advances	24,183	25,383
Accrued interest payable	1,720	1,617
Accrued expenses and other liabilities	1,475	2,181
Line of credit borrowing	4,900	4,900
Other borrowings	250	
Trust preferred securities	16,496	16,496
<b>Total Liabilities</b>	<b>815,104</b>	<b>811,291</b>
<b>STOCKHOLDERS EQUITY</b>		
Common stock - \$2.00 par value; 50,000,000 shares authorized; 10,010,178 and 10,009,037 shares issued and outstanding for 2010 and 2009, respectively	20,020	20,018

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Additional paid-in-capital	21,689	21,683
Retained earnings	(4,175)	4,890
Accumulated other comprehensive income (loss)	(11)	28
Total Stockholders' Equity	37,523	46,619
Total Liabilities and Stockholders' Equity	\$ 852,627	\$ 857,910

The accompanying notes are an integral part of this statement.

**Table of Contents****NEW PEOPLES BANKSHARES, INC.****CONSOLIDATED STATEMENTS OF INCOME, AS RESTATED****FOR THE YEARS ENDED DECEMBER 31, 2010, 2009 AND 2008**

(IN THOUSANDS EXCEPT SHARE AND PER SHARE DATA)

	2010 (Restated)	2009	2008
<b>INTEREST AND DIVIDEND INCOME</b>			
Loans including fees	\$ 47,775	\$ 50,188	\$ 51,911
Federal funds sold	44	26	32
Interest-earning deposits with banks	12		3
Investments	111	89	208
Dividends on equity securities (restricted)	86	75	163
<b>Total Interest and Dividend Income</b>	<b>48,028</b>	<b>50,378</b>	<b>52,317</b>
<b>INTEREST EXPENSE</b>			
Deposits			
Demand	250	233	240
Savings	779	994	682
Time deposits below \$100,000	7,000	9,807	12,556
Time deposits above \$100,000	4,112	5,684	7,261
FHLB advances	1,057	1,061	1,217
Other borrowings	246	251	134
Trust Preferred Securities	454	533	1,005
<b>Total Interest Expense</b>	<b>13,898</b>	<b>18,563</b>	<b>23,095</b>
<b>NET INTEREST INCOME</b>	<b>34,130</b>	<b>31,815</b>	<b>29,222</b>
<b>PROVISION FOR LOAN LOSSES (Note 8)</b>	<b>22,328</b>	<b>12,841</b>	<b>1,500</b>
<b>NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES</b>	<b>11,802</b>	<b>18,974</b>	<b>27,722</b>
<b>NONINTEREST INCOME</b>			
Service charges	2,701	2,648	2,704
Fees, commissions and other income	2,248	1,708	1,398
Insurance and investment fees	523	653	973
Life insurance investment income	462	440	475
<b>Total Noninterest Income</b>	<b>5,934</b>	<b>5,449</b>	<b>5,550</b>
<b>NONINTEREST EXPENSES</b>			
Salaries and employee benefits (Note 14)	15,007	15,152	15,628
Occupancy expense	2,127	2,044	2,215
Equipment expense	2,425	2,469	2,345
Advertising and public relations	412	433	477
Data processing and telecommunications	1,616	1,500	1,341
FDIC Assessment	2,422	2,184	724
Other real estate owned and repossessed vehicles, net	2,183	1,003	(478)
Other operating expenses	5,702	5,062	4,367

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Total Noninterest Expenses	31,894	29,847	26,619
<b>INCOME(LOSS) BEFORE INCOME TAXES</b>	<b>(14,158)</b>	<b>(5,424)</b>	<b>6,653</b>
<b>INCOME TAX EXPENSE (BENEFIT) (Note 11)</b>	<b>(5,093)</b>	<b>(1,738)</b>	<b>1,916</b>
<b>NET INCOME (LOSS)</b>	<b>\$ (9,065)</b>	<b>\$ (3,686)</b>	<b>\$ 4,737</b>
<b>Earnings (Loss) Per Share</b>			
Basic	\$ (0.91)	\$ (0.37)	\$ 0.47
Fully Diluted	\$ (0.91)	\$ (0.37)	\$ 0.46
<b>Average Weighted Shares of Common Stock</b>			
Basic	10,009,468	10,008,943	9,980,348
Fully Diluted	10,009,468	10,008,943	10,234,909

The accompanying notes are an integral part of this statement.

**Table of Contents****NEW PEOPLES BANKSHARES, INC.****CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY, AS RESTATED****FOR THE YEARS ENDED DECEMBER 31, 2010, 2009 AND 2008**

(IN THOUSANDS INCLUDING SHARE DATA)

	Shares of Common Stock	Common Stock	Additional Paid in Capital	Retained Earnings	Accum- lated Other Compre- hensive Income (Loss)	Total Stockholders Equity	Compre- hensive Income (Loss)
Balance,							
December 31, 2007	9,959	\$ 19,919	\$ 21,484	\$ 3,839	\$ 7	\$ 45,249	\$ 2,875
Net Income				4,737		4,737	4,737
Unrealized gain (net of deferred tax of \$21) on available-for-sale securities					40	40	40
Stock Options Exercised	49	98	199			297	
Balance,							
December 31, 2008	10,008	\$ 20,017	\$ 21,683	\$ 8,576	\$ 47	\$ 50,323	\$ 4,777
Net Income (Loss)				(3,686)		(3,686)	(3,686)
Unrealized loss (net of deferred tax of \$10) on available-for-sale securities					(19)	(19)	(19)
Stock Options Exercised	1	1				1	
Balance,							
December 31, 2009	10,009	\$ 20,018	\$ 21,683	\$ 4,890	\$ 28	\$ 46,619	\$ (3,705)
Net Income (Loss) (as Restated)				(9,065)		(9,065)	(9,065)
Unrealized loss (net of deferred tax of \$20) on available-for-sale securities					(39)	(39)	(39)
Stock Options Exercised	1	2	6			8	
Balance,							
December 31, 2010							
As Restated	10,010	\$ 20,020	\$ 21,689	\$ (4,175)	\$ (11)	\$ 37,523	\$ (9,104)

The accompanying notes are an integral part of this statement.



**Table of Contents****NEW PEOPLES BANKSHARES, INC.****CONSOLIDATED STATEMENTS OF CASH FLOWS, AS RESTATED****FOR THE YEARS ENDED DECEMBER 31, 2010, 2009 AND 2008**

(IN THOUSANDS)

	2010 (Restated)	2009	2008
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Net Income (Loss), as restated	\$ (9,065)	\$ (3,686)	\$ 4,737
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation	2,678	2,832	3,000
Provision for Loan Losses	22,328	12,841	1,500
Income (less expenses) on Life Insurance	(462)	(396)	(408)
(Gain) loss on sale of fixed assets	(117)	(1)	3
(Gain) loss on sale of foreclosed real estate	202	143	(612)
Adjustment of carrying value of foreclosed real estate	1,427	577	
Accretion of bond premiums/discounts	8		(6)
Deferred tax (benefit) expense	(2,616)	(4,247)	112
Amortization of core deposit intangible	168	119	196
Net change in:			
Interest receivable	591	245	432
Other assets	(3,790)	1,153	(1,492)
Accrued interest payable	103	(538)	(667)
Accrued expense and other liabilities	(707)	441	(176)
Net Cash Provided by Operating Activities	10,748	9,483	6,619
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Net decrease (increase) in loans	27,826	(49,299)	(41,766)
Purchase of securities available for sale	(4,656)	(816)	(4,000)
Proceeds from sale and maturities of securities available-for-sale	2,536	1,639	5,570
Purchase of Federal Reserve Bank stock			(120)
(Purchase) sale of Federal Home Loan Bank stock	118	(93)	475
Payments for the purchase of property	(2,825)	(1,708)	(4,940)
Proceeds from sales of fixed assets	1,082		
Proceeds from sales of other real estate owned	3,716	2,627	1,804
Net Cash Provided by (Used in) Investing Activities	27,797	(47,650)	(42,977)
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
Common stock options exercised	8	1	297
Net increase (decrease) in line of credit borrowings		(13)	4,913
Net increase in other borrowings	250		
Net change in:			
Demand deposits	16,774	1,141	19,409
Savings deposits	17,652	680	45,066
Time deposits	(29,060)	53,205	(15,820)
Net increase (decrease) in FHLB borrowings	(1,200)	(1,199)	(15,852)
Net Cash Provided by Financing Activities	4,424	53,815	38,013
Net increase in cash and cash equivalents	42,969	15,648	1,655

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Cash and Cash Equivalents, Beginning of Year	39,560	23,912	22,257
Cash and Cash Equivalents, End of Year	\$ 82,529	\$ 39,560	\$ 23,912
Supplemental Disclosure of Cash Paid During the Year for:			
Interest	\$ 14,001	\$ 18,025	\$ 22,428
Taxes	\$ 1,259	\$ 1,300	\$ 1,625
Supplemental Disclosure of Non Cash Transactions:			
Other real estate acquired in settlement of foreclosed loans	\$ 12,047	\$ 6,494	\$ 1,637
Loans made to finance sale of foreclosed real estate	\$ 260	\$ 1,113	\$ 50

The accompanying notes are an integral part of this statement.

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**NEW PEOPLES BANKSHARES, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1 NATURE OF OPERATIONS**

**Nature of Operations** New Peoples Bankshares, Inc. ( The Company ) is a bank holding company whose principal activity is the ownership and management of a community bank. New Peoples Bank, Inc. ( Bank ) was organized and incorporated under the laws of the Commonwealth of Virginia on December 9, 1997. The Bank commenced operations on October 28, 1998, after receiving regulatory approval. As a state chartered member bank, the Bank is subject to regulation by the Virginia Bureau of Financial Institutions, the Federal Deposit Insurance Corporation and the Federal Reserve Bank. The Bank provides general banking services to individuals, small and medium size businesses and the professional community of southwestern Virginia, southern West Virginia, and eastern Tennessee. On June 9, 2003, the Company formed two wholly owned subsidiaries, NPB Financial Services, Inc. and NPB Web Services, Inc. On July 7, 2004 the Company established NPB Capital Trust I for the purpose of issuing trust preferred securities. On September 27, 2006, the Company established NPB Capital Trust 2 for the purpose of issuing additional trust preferred securities. NPB Financial Services, Inc. was a subsidiary of the Company until January 1, 2009 when it became a subsidiary of the Bank.

**NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:**

**Consolidation Policy** The consolidated financial statements include the Company, the Bank, NPB Financial Services, Inc., and NPB Web Services, Inc. All significant intercompany balances and transactions have been eliminated. In accordance with ASC 942, NPB Capital Trust I and 2 are not included in the consolidated financial statements.

**Use of Estimates** The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The determination of the adequacy of the allowance for loan losses is based on estimates that are particularly susceptible to significant changes in the economic environment and market conditions.

**Cash and Cash Equivalents** Cash and cash equivalents as used in the cash flow statements include cash and due from banks, interest-bearing deposits with banks, and federal funds sold.

**Investment Securities** Management determines the appropriate classification of securities at the time of purchase. If management has the intent and the Bank has the ability at the time of purchase to hold securities until maturity, they are classified as held to maturity and carried at amortized historical cost. Securities not intended to be held to maturity are classified as available for sale and carried at fair value. Securities available for sale are intended to be used as part of the Bank's asset and liability management strategy and may be sold in response to changes in interest rates, prepayment risk or other similar factors.

The amortization of premiums and accretion of discounts are recognized in interest income using the effective interest method over the period to maturity. Realized gains and losses on dispositions are based on the net proceeds and the adjusted book value of the securities sold, using the specific identification method. Realized gains (losses) on securities available-for-sale are included in noninterest income and, when applicable, are reported as a reclassification adjustment, net of tax, in other comprehensive income. Unrealized gains and losses on investment securities available for sale are based on the difference between book value and fair value of each security. These gains and losses are credited or charged to stockholders' equity, whereas realized gains and losses flow through the income statement.

**Loans** Loans are carried on the balance sheet at unpaid principal balance, net of any unearned interest and the allowance for loan losses. Interest income on loans is computed using the effective interest method, except where serious doubt exists as to the collectibility of the loan, in which case accrual of the income is discontinued.

It is the Bank's policy to stop accruing interest on a loan, and classify that loan as non-accrual under the following circumstances: (a) whenever we are advised by the borrower that scheduled payment or interest payments cannot be met, (b) when our best judgment indicates that payment in full of principal and interest can no longer be expected, or (c) when any such loan or obligation becomes delinquent for 90 days unless it is both well secured and in the process of collection. All interest accrued but not collected for loans that are placed on nonaccrual or charged off are



**Table of Contents****NEW PEOPLES BANKSHARES, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED):**

**Loans (Continued)** reversed against interest income. The interest on these loans is accounted for on the cash basis or cost-recovery method, until qualifying for return to accrual. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and prospects for future contractual payments are reasonably assured.

A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan by loan basis for commercial and construction loans by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price, or the fair value of the collateral if the loan is collateral dependent.

**Significant Group Concentrations of Credit Risk** The Company recognizes a concentration as any obligation, direct or indirect, of the same or affiliated interests which represent 25% or more of the Company's capital structure, or \$9.4 million as of December 31, 2010. Most of the Company's activities are with customers located within the southwest Virginia, southern West Virginia, and northeastern Tennessee region. Certain concentrations may pose credit risk. The Bank does not have any significant concentrations to any one industry or customer.

**Allowance for Loan Losses** The allowance for loan losses is maintained at a level that, in management's judgment, is adequate to absorb credit losses inherent in the loan portfolio. The loan portfolio is analyzed periodically and loans are assigned a risk rating. Allowances for impaired loans are generally determined based on collateral values or the present value of estimated cash flows. A general allowance is made for all other loans not considered impaired as deemed appropriate by management. In determining the adequacy of the allowance, management considers the following factors: the nature of the portfolio, credit concentrations, trends in historical loss experience, specific impaired loans, the estimated value of any underlying collateral, prevailing environmental factors and economic conditions, and other inherent risks. While management uses available information to recognize losses on loans, further reductions in the carrying amounts of loans may be necessary based on changes in collateral values and changes in estimates of cash flows on impaired loans. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available.

The allowance is increased by a provision for loan losses, which is charged to expense and reduced by charge-offs, net of recoveries. Loans are charged against the allowance for loan losses when management believes that collectability of the principal is unlikely. Past due status is determined based on contractual terms.

**Bank Premises and Equipment** Land, buildings and equipment are recorded at cost less accumulated depreciation. Depreciation is computed using the straight-line method over the following estimated useful lives:

Type	Estimated useful life
Buildings	39 years
Paving and landscaping	15 years
Computer equipment and software	3 to 5 years
Vehicles	5 years
Furniture and other equipment	5 to 7 years

**Advertising Cost** Advertising costs are expensed in the period incurred.

**Stock Options** The Company records compensation related to stock options pursuant to ASC 718 which requires the estimated fair market value of the expense to be reflected over the period the award is earned which is presumed to be the vesting period.

**Table of Contents****NEW PEOPLES BANKSHARES, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED):**

**Income Taxes** Deferred income tax assets and liabilities are determined using the liability (or balance sheet) method. Under this method, the net deferred tax asset or liability is determined based on the tax effects of the temporary differences between the book and tax bases of the various balance sheet assets and liabilities and gives current recognition to changes in tax rates and laws.

In the event the Company has unrecognized tax expense in future accounting periods, the Company will recognize interest in interest expense and penalties in operating expenses. There were no interest or penalties related to an unrecognized tax position for the years ended December 31, 2010, 2009 and 2008. Because of the impact of deferred tax accounting, other than interest and penalties, the reversal of the Company's treatment by taxing authorities would not affect the annual effective tax rate but would defer or accelerate the payment of cash to the taxing authority. The Company's tax filings for years ended 2008 through 2010 are currently open to audit under statutes of limitations by the Internal Revenue Service ( IRS ) and the Virginia Department of Taxation.

**Financial Instruments Off-balance-sheet instruments** In the ordinary course of business, the Bank has entered into commitments to extend credit. Such financial instruments are recorded in the financial statements when they are funded.

**Comprehensive Income** Generally accepted accounting principles require that recognized revenue, expenses, gains and losses be included in net income. Although certain changes in assets and liabilities, such as unrealized gains and losses on available for sale securities, are reported as a separate component of the equity section of the balance sheet, such items, along with net income, are components of comprehensive income.

**Earnings Per Share** Basic earnings per share computations are based on the weighted average number of shares outstanding during each year. Dilutive earnings per share reflects the additional common shares that would have been outstanding if dilutive potential common shares had been issued. Potential common shares that may be issued relate to outstanding options and are determined by the Treasury Method.

For the years ending December 31, 2010 and 2009, potential common shares were anti-dilutive and were not included in the calculation. Basic and diluted net income per common share calculations follows:

(Amounts in Thousands, Except Share and Per Share Data)	2010 (Restated)	For the years ended December 31, 2009	2008
Net income (loss) available to common shareholders	\$ (9,065)	\$ (3,686)	\$ 4,737
Weighted average shares outstanding	10,009,468	10,008,943	9,980,348
Dilutive shares for stock options			254,561
Weighted average dilutive shares outstanding	10,009,468	10,008,943	10,234,909
Basic earnings (loss) per share	\$ (0.91)	\$ (0.37)	\$ 0.47
Diluted earnings (loss) per share	\$ (0.91)	\$ (0.37)	\$ 0.46

**Other Real Estate Owned** Other real estate owned represents properties acquired through foreclosure or deed taken in lieu of foreclosure. At the time of acquisition, these properties are recorded at the lower of cost or fair value less estimated costs to sell. Expenses incurred in connection with operating these properties and subsequent write-downs, if any, are charged to expense. Subsequent to foreclosure, management periodically considers the adequacy of the reserve for losses on the property. Gains and losses on the sales of these properties are credited or charged to income in the year of the sale.

**Business Combinations** For purchase acquisitions accounted for as a business combination, the Company is required to record the assets acquired, including identified intangible assets and liabilities assumed at their fair value, which in many instances involves estimates based on third party valuations, such as appraisals, or internal valuations based on discounted cash flow analyses or other valuation techniques. The determination of the useful lives of intangible assets is subjective, as is the appropriate amortization method for such intangible assets. In addition, purchase acquisitions may result in goodwill, which is subject to ongoing periodic impairment testing based on the fair value of net assets acquired compared to the carrying value of goodwill. Changes in acquisition multiples, the overall interest rate environment, or the continuing operations of the assets acquired could have a significant



**Table of Contents****NEW PEOPLES BANKSHARES, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED):**

**Business Combinations (Continued)** impact on the periodic impairment testing. For additional discussion concerning our valuation of intangible assets, see Note 13, Intangible Assets.

**Reclassification** Certain reclassifications have been made to the prior years' financial statements to place them on a comparable basis with the current year. Net income and stockholders' equity previously reported were not affected by these reclassifications.

**Subsequent Events** The Company has evaluated subsequent events for potential recognition and/or disclosure through the date these consolidated financial statements were issued.

**NOTE 3 RESTATEMENT OF PREVIOUSLY ISSUED FINANCIAL STATEMENTS:**

The Company concluded on May 24, 2011 to restate the Company's audited consolidated financial statements as of December 31, 2010 (the Restatement) to correct errors in previously reported amounts. The Restatement related to valuation assessments of impaired loans and other real estate owned resulting from updated appraisals obtained. During the subsequent period, new appraisals were obtained on various impaired loans at December 31, 2010 and other real estate owned property. These appraisals were used to revalue the amount of exposure at the December 31, 2010 balance sheet date and resulted in additional loan loss provisions, reclassification of certain loans to nonaccrual status, other real estate owned property write-downs and charge-offs in the 2010 financial statements. Two loan relationships were partially charged-off totaling \$4.0 million as a result of obtaining validation of appraised values in the subsequent period and in accordance with the Bank's loan charge-off policy. These updated appraisals were not made available to management in a timely manner to allow for property value deteriorations identified from the updated appraisals. Accordingly, the December 31, 2010 consolidated financial statements have been restated to account for these reassessments. The effect of this change in the consolidated financial statements was as follows (in thousands, except per share amounts):

	As Reported	Adjustment	As Restated
<b><u>Consolidated Balance Sheet</u></b>			
Loans, net	\$ 689,777	\$ (6,997)	\$ 682,780
Other real estate owned	12,785	(439)	12,346
Accrued interest receivable	3,841	(141)	3,700
Deferred taxes	6,660	1,377	8,037
Total assets	857,280	(4,653)	852,627
Accrued expenses and other liabilities	\$ 1,035	\$ 440	\$ 1,475
Total liabilities	814,664	440	815,104
Retained earnings	918	(5,093)	(4,175)
Total shareholders' equity	42,616	(5,093)	37,523
Total liabilities and shareholders' equity	857,280	(4,653)	852,627
<b><u>Consolidated Statement of Income</u></b>			
Interest income, loans including fees	\$ 47,916	\$ (141)	\$ 47,775
Provision for loan losses	15,631	6,697	22,328
Net interest income after provision for loan losses	18,640	(6,838)	11,802
Other real estate owned and repossessed vehicles, net	1,743	440	2,183
Other operating expenses	5,220	482	5,702
Loss before income taxes	(6,398)	(7,760)	(14,158)
Benefit from income taxes	(2,426)	(2,667)	(5,093)
Net loss	(3,972)	(5,093)	(9,065)
Basic and diluted net loss per share	\$ (0.40)	\$ (0.51)	\$ (0.91)

**Consolidated Statement of Comprehensive Income**

Net loss	\$	(3,972)	\$	(5,093)	\$	(9,065)
Total comprehensive loss		(4,011)		(5,093)		(9,104)

**Table of Contents****NEW PEOPLES BANKSHARES, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****NOTE 3 RESTATEMENT OF PREVIOUSLY ISSUED FINANCIAL STATEMENTS (CONTINUED):**

	As Reported	Adjustment	As Restated
<b><u>Consolidated Statement of Cash Flows</u></b>			
Net loss	\$ (3,972)	\$ (5,093)	\$ (9,065)
Provision for loan losses	15,631	6,697	22,328
Adjustment of carrying value of foreclosed real estate	987	440	1,427
Deferred income tax benefit	(1,239)	(1,377)	(2,616)
Net change in interest receivable	451	140	591
Net change in other assets	(2,244)	(1,546)	(3,790)
Net change in accrued expense and other liabilities	(1,146)	439	(707)
Net cash (used in) provided by operating activities	11,048	(300)	10,748
Net decrease in loans	27,526	300	27,826
Net cash provided by investing activities	27,497	300	27,797

**NOTE 4 FORMAL WRITTEN AGREEMENT:**

Effective July 29, 2010, the Company and the Bank entered into a written agreement with the Federal Reserve Bank of Richmond ( Reserve Bank ) and the Virginia State Corporation Commission Bureau of Financial Institutions (the Bureau ) called (the Written Agreement ).

Under the terms of the Written Agreement, the Bank has agreed to develop and submit for approval within specified time periods written plans to: (a) strengthen board oversight of management and the Bank's operation; (b) if appropriate after review, to strengthen the Bank's management and board governance; (c) strengthen credit risk management policies; (d) enhance lending and credit administration; (e) enhance the Bank's management of commercial real estate concentrations; (f) conduct ongoing review and grading of the Bank's loan portfolio; (g) improve the Bank's position with respect to loans, relationships, or other assets in excess of \$1 million which are now or in the future become past due more than 90 days, which are on the Bank's problem loan list, or which are adversely classified in any report of examination of the Bank; (h) review and revise, as appropriate, current policy and maintain sound processes for maintaining an adequate allowance for loan and lease losses; (i) enhance management of the Bank's liquidity position and funds management practices; (j) revise its contingency funding plan; (k) revise its strategic plan; and (l) enhance the Bank's anti-money laundering and related activities.

In addition, the Bank has agreed that it will: (a) not extend, renew, or restructure any credit that has been criticized by the Reserve Bank or the Bureau absent prior board of directors approval in accordance with the restrictions in the Written Agreement; (b) eliminate all assets or portions of assets classified as loss and thereafter charge off all assets classified as loss in a federal or state report of examination, unless otherwise approved by the Reserve Bank.

Under the terms of the Written Agreement, both the Company and the Bank have agreed to submit capital plans to maintain sufficient capital at the Company, on a consolidated basis, and the Bank, on a stand-alone basis, and to refrain from declaring or paying dividends without prior regulatory approval. The Company has agreed that it will not take any other form of payment representing a reduction in the Bank's capital or make any distributions of interest, principal, or other sums on subordinated debentures or trust preferred securities without prior regulatory approval. The Company may not incur, increase or guarantee any debt without prior regulatory approval and has agreed not to purchase or redeem any shares of its stock without prior regulatory approval.

Under the terms of the Written Agreement, the Company and the Bank have appointed a committee to monitor compliance with the Written Agreement. The directors of the Company and the Bank have recognized and unanimously agree with the common goal of financial soundness represented by the Written Agreement and have confirmed the intent of the directors and executive management to diligently seek to comply with all requirements of the Written Agreement.

**NOTE 5 DEPOSITS IN AND FEDERAL FUNDS SOLD TO BANKS:**

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The Bank had federal funds sold and cash on deposit with other commercial banks amounting to \$25.6 million and \$9.6 million at December 31, 2010 and 2009, respectively. Deposit amounts at other commercial banks may, at times, exceed federally insured limits.

**Table of Contents****NEW PEOPLES BANKSHARES, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****NOTE 6 INVESTMENT SECURITIES:**

The amortized cost and estimated fair value of securities are as follows:

(Dollars are in thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Approximate Fair Value
<b>December 31, 2010</b>				
<u>Available for Sale</u>				
U.S. Government Agencies	\$ 3,001	\$	\$ 31	\$ 2,970
Taxable municipals	894	5		899
Mortgage backed securities	781	8		789
 Total Securities AFS	 \$ 4,676	 \$ 13	 \$ 31	 \$ 4,658
 <b>December 31, 2009</b>				
<u>Available for Sale</u>				
U.S. Government Agencies	\$ 1,999	\$ 38	\$	\$ 2,037
Taxable municipals	317		5	312
Mortgage backed securities	249	8		257
 Total Securities AFS	 \$ 2,565	 \$ 46	 \$ 5	 \$ 2,606

At December 31, 2010, the available for sale portfolio included four investments for which the fair market value was less than amortized cost. At December 31, 2009, the available for sale portfolio included one individual investment for which the fair market value was less than amortized cost. No securities had an other than temporary impairment.

The amortized cost and fair value of investment securities at December 31, 2010, by contractual maturity, are shown in the following schedule. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

(Dollars are in thousands)	Amortized Cost	Fair Value	Weighted Average Yield
Securities Available for Sale			
Due in one year or less	\$	\$	
Due after one year through five years	304	310	3.41%
Due after five years through fifteen years	4,372	4,348	2.73%
 Total	 \$ 4,676	 \$ 4,658	 2.76%

Investment securities with a carrying value of \$892 thousand and \$920 thousand at December 31, 2010 and 2009, were pledged to secure public deposits and for other purposes required by law.

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The Bank, as a member of the Federal Reserve Bank and the Federal Home Loan Bank, is required to hold stock in each. These equity securities are restricted from trading and are recorded at a cost of \$3.9 million and \$4.0 million as of December 31, 2010 and 2009, respectively.

### NOTE 7 LOANS, AS RESTATED:

Loans receivable outstanding at December 31, are summarized as follows:

(Dollars are in thousands)	2010	2009
Commercial, financial and agricultural	\$ 109,551	\$ 118,844
Real estate-construction	52,307	71,854
Real estate-mortgages	489,314	504,071
Installment loans to individuals	56,622	68,801
<b>Total loans</b>	<b>\$ 707,794</b>	<b>\$ 763,570</b>

**Table of Contents****NEW PEOPLES BANKSHARES, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****NOTE 7 LOANS, AS RESTATED (CONTINUED):**

The following table presents information concerning the Company's investment in loans considered impaired as of December 31, 2010:

(Restated)	Recorded Investment	Unpaid Principal Balance	Related Allowance
(Dollars are in thousands)			
With no related allowance recorded:			
Commercial, financial and agricultural	\$ 9,264	\$ 9,785	\$
Real estate-construction	8,585	12,594	
Real Estate-mortgages	27,138	27,997	
Installment loans to individuals			
With an allowance recorded:			
Commercial, financial and agricultural	11,729	11,729	4,042
Real estate-construction	14,913	16,253	3,926
Real Estate-mortgages	18,973	19,142	4,842
Installment loans to individuals	46	46	23
<b>Total</b>	<b>\$ 90,648</b>	<b>\$ 97,546</b>	<b>\$ 12,833</b>

The average recorded investment in impaired loans was \$63.4 million for 2010. Interest income recognized on impaired loans for December 31, 2010 was \$4.0 million.

The following table presents the Company's investment in loans considered to be impaired and related information on those impaired loans for December 31, 2009 and 2008:

(Dollars are in thousands)	2009	2008
Recorded investments in loans considered to be impaired	\$ 30,138	\$ 6,844
Recorded investment in impaired loans with related allowance	26,063	642
Allowance for loan losses related to loans considered to be impaired	8,836	218
Recorded investment in impaired loans with no related allowance	4,075	6,202
Average recorded investment in impaired loans	22,145	6,239

Loans receivable on nonaccrual status at December 31, are summarized as follows:

(Dollars are in thousands)	2010 (Restated)	2009
Commercial, financial and agricultural	\$ 5,970	\$ 1,027
Real estate-construction	15,460	13,727
Real estate-mortgages	22,986	9,670
Installment loans to individuals	1,365	289

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Total loans receivable on nonaccrual status	\$ 45,781	\$ 24,713
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Total interest income not recognized on nonaccrual loans for 2010, 2009, and 2008 was \$1.2 million, \$507 thousand, and \$221 thousand, respectively. Total interest income recognized on nonaccrual loans for 2010, 2009, and 2008 was \$1.0 million \$163 thousand, and \$129 thousand, respectively.

An age analysis of past due loans receivable as of December 31, 2010 was as follows:

(Restated)	Loans			Current Loans	Total Loans	Accruing
	Loans 30-89 Days Past Due	Loans 90 or More Days Past Due	Total Past Due Loans			Loans 90 or More Days Past Due
(Dollars are in thousands)						
Commercial, financial and agricultural	\$ 5,622	\$ 2,690	\$ 8,312	\$ 101,239	\$ 109,551	\$ 90
Real estate-construction	2,079	8,150	10,229	42,078	52,307	
Real Estate-mortgages	22,251	12,227	34,478	454,836	489,314	1,332
Installment loans to individuals	2,584	337	2,921	53,701	56,622	270
<b>Total</b>	<b>\$ 32,536</b>	<b>\$ 23,404</b>	<b>\$ 55,940</b>	<b>\$ 651,854</b>	<b>\$ 707,794</b>	<b>\$ 1,692</b>



**Table of Contents****NEW PEOPLES BANKSHARES, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****NOTE 7 LOANS, AS RESTATED (CONTINUED):**

The Company categorizes loans receivable into risk categories based on relevant information about the ability of borrowers to service their debt such as: current financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors. The Company analyzes loans and leases individually by classifying the loans receivable as to credit risk. The Company uses the following definitions for risk ratings:

**Pass** Loans in this category are considered to have a low likelihood of loss based on relevant information analyzed about the ability of the borrowers to service their debt and other factors.

**Special Mention** Loans in this category are currently protected but are potentially weak, including adverse trends in borrower's operations, credit quality or financial strength. Those loans constitute an undue and unwarranted credit risk but not to the point of justifying a substandard classification. The credit risk may be relatively minor yet constitute an unwarranted risk in light of the circumstances. Special mention loans have potential weaknesses which may, if not checked or corrected, weaken the loan or inadequately protect the Company's credit position at some future date.

**Substandard** A substandard loan is inadequately protected by the current sound net worth and paying capacity of the obligor or of the collateral pledged, if any. Loans classified as substandard must have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt; they are characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected.

**Doubtful** Loans classified Doubtful have all the weaknesses inherent in loans classified Substandard, plus the added characteristic that the weaknesses make collection or liquidation in full on the basis of currently existing facts, conditions, and values highly questionable and improbable.

As of December 31, 2010, and based on the most recent analysis performed, the risk category of loans receivable was as follows:

(Restated)

(Dollars are in thousands)	Pass	Special Mention	Substandard	Doubtful	Total
Commercial, financial and agricultural	\$ 83,482	\$ 5,561	\$ 18,619	\$ 1,889	\$ 109,551
Real estate-construction	28,802	4,095	19,410		52,307
Real Estate-mortgages	418,166	20,113	47,389	3,646	489,314
Installment loans to individuals	56,037	122	434	29	56,622
<b>Total</b>	<b>\$ 586,487</b>	<b>\$ 29,891</b>	<b>\$ 85,852</b>	<b>\$ 5,564</b>	<b>\$ 707,794</b>

At December 31, 2010 there were \$13.9 million in loans that are classified as troubled debt restructurings. There were no loans classified as troubled debt restructurings for December 31, 2009.

**Table of Contents****NEW PEOPLES BANKSHARES, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****NOTE 8 ALLOWANCE FOR LOAN LOSSES, AS RESTATED:**

A summary of transactions in the allowance for loan losses is as follows:

	2010 (Restated)	2009	2008
(Dollar are in thousands)			
Balance, beginning of year	\$ 18,588	\$ 6,904	\$ 6,620
Provision for loan losses	22,328	12,841	1,500
Recoveries of loans charged off	606	119	95
Loans charged off	(16,508)	(1,276)	(1,311)
<b>Balance, End of Year</b>	<b>\$ 25,014</b>	<b>\$ 18,588</b>	<b>\$ 6,904</b>

Percentage of Loans	3.53%	2.43%	0.96%
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The following table details activity in the allowance for loan losses by portfolio segment for the year ended December 31, 2010. Allocation of a portion of the allowance to one category of loans does not preclude its availability to absorb losses in other categories.

(Restated)	Commercial, Financial and Agricultural	Real Estate Construction	Real Estate Mortgages	Installment Loans to Individuals	Unallocated	Total
(Dollars are in thousands)						
<b>Allowance for loan losses:</b>						
Beginning balance	\$ 1,710	\$ 8,036	\$ 3,525	\$ 1,501	\$ 3,816	\$ 18,588
Charge offs	(1,425)	(10,002)	(3,867)	(1,214)		(16,508)
Recoveries	509		7	90		606
Provisions	4,529	6,879	7,217	1,356	2,347	22,328
<b>Ending balance</b>	<b>\$ 5,323</b>	<b>\$ 4,913</b>	<b>\$ 6,882</b>	<b>\$ 1,733</b>	<b>\$ 6,163</b>	<b>\$ 25,014</b>
<b>Ending balance allocated to:</b>						
Individually evaluated for impairment	\$ 4,042	\$ 3,926	\$ 4,842	\$ 23	\$	\$ 12,833
Collectively evaluated for impairment	1,281	987	2,040	\$ 1,710	6,163	12,181
<b>Ending balance</b>	<b>\$ 5,323</b>	<b>\$ 4,913</b>	<b>\$ 6,882</b>	<b>\$ 1,733</b>	<b>\$ 6,163</b>	<b>\$ 25,014</b>
<b>Loans ending balances:</b>						
Individually evaluated for impairment	\$ 20,993	\$ 23,497	\$ 46,112	\$ 46	\$	\$ 90,648
Collectively evaluated for impairment	88,558	28,810	443,202	56,576		617,146
<b>Total</b>	<b>\$ 109,551</b>	<b>\$ 52,307</b>	<b>\$ 489,314</b>	<b>\$ 56,622</b>	<b>\$</b>	<b>\$ 707,794</b>

In determining the amount of our allowance, we rely on an analysis of our loan portfolio, our experience and our evaluation of general economic conditions, as well as the requirements of the written agreement and other regulatory input. If our assumptions prove to be incorrect, our current allowance may not be sufficient to cover future loan losses and we may experience significant increases to our provision.



**Table of Contents****NEW PEOPLES BANKSHARES, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****NOTE 9 BANK PREMISES AND EQUIPMENT:**

Bank premises and equipment at December 31, are summarized as follows:

(Dollars are in thousands)	2010	2009
Land	\$ 10,569	\$ 10,480
Buildings and improvements	21,619	22,184
Furniture and equipment	13,153	12,235
Vehicles	707	706
Construction in progress	2,176	1,424
	48,224	47,029
Less accumulated depreciation	(14,083)	(12,071)
Bank Premises and Equipment	\$ 34,141	\$ 34,958

Depreciation expense for 2010, 2009, and 2008 was \$2.7 million, \$2.8 million, and \$3.0 million, respectively.

At December 31, 2010 and 2009, construction in progress included the costs of buildings for a new branch in Princeton, West Virginia. The Princeton location is anticipated to operate as a full service branch location in 2012 or later at no additional cost to complete. Also included in construction in progress at December 31, 2010 are the costs of the building and equipment purchased for a new branch in Grundy, Virginia, which will replace the existing Grundy, Virginia location due to the condemnation of the property by the Virginia Department of Transportation. The new branch in Grundy, Virginia was completed and put into service on January 31, 2011.

**NOTE 10 OTHER TIME DEPOSITS:**

The aggregate amount of time deposits with a minimum denomination of \$100,000 was \$175.3 million and \$188.4 million at December 31, 2010 and 2009, respectively. At December 31, 2010, the scheduled maturities of certificates of deposit are as follows (dollars are in thousands):

2011	\$ 378,112
2012	61,830
2013	19,239
2014	9,220
2015	38,963
After five years	2,736
Total	\$ 510,100

**Table of Contents****NEW PEOPLES BANKSHARES, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****NOTE 11 INCOME TAX EXPENSE, AS RESTATED:**

The components of income tax expense for the years ended December 31, are as follows:

(Dollars are in thousands)	2010 (Restated)	2009	2008
Current expense (benefit)	\$ (2,389)	\$ 2,089	\$ 1,804
Deferred expense (benefits)	(2,704)	(3,827)	112
<b>Net income tax (benefits)</b>	<b>\$ (5,093)</b>	<b>\$ (1,738)</b>	<b>\$ 1,916</b>

The deferred tax expense (benefit) resulting from temporary differences for the years ended December 31 is as follows:

(Dollar are in thousands)	2010 (Restated)	2009	2008
Organization and start-up cost	\$	\$ 1	\$ 2
Provision for loan losses	(2,287)	(3,911)	(127)
Provision for loan commitments	(164)		
Depreciation	144	(21)	143
Deferred compensation expense	126	(48)	(39)
Accrued employee benefits	155	(140)	81
Nonaccrual loan interest	(415)	172	
Other real estate owned	(485)		
Other tax adjustment	222	120	52
<b>Deferred Income Tax Expense (Benefit)</b>	<b>\$ (2,704)</b>	<b>\$ (3,827)</b>	<b>\$ 112</b>

The net deferred tax assets and liabilities resulting from temporary differences as of December 31 are summarized as follows:

(Dollars are in thousands)	2010 (Restated)	2009
<b>Deferred Tax Assets</b>		
Allowance for loan losses	\$ 8,504	\$ 6,217
Provision for loan commitments	164	
Deferred compensation	137	263
Accrued employee benefits	76	231
Nonaccrual loan interest	587	172
Other real estate owned	485	
Amortization of core deposits	135	109
Capitalized interest and repair expense	13	16
Unrealized loss on securities available for sale	6	
<b>Total Assets</b>	<b>10,107</b>	<b>7,008</b>

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Deferred Tax Liabilities		
Accelerated depreciation	1,504	1,360
Amortization of goodwill	327	234
Prepaid expenses	185	
Deferred loan costs	54	
Unrealized gain on securities available for sale		14
Total Liabilities	2,070	1,608
Net deferred Tax Asset	\$ 8,037	\$ 5,400

**Table of Contents****NEW PEOPLES BANKSHARES, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****NOTE 11 INCOME TAX EXPENSE, AS RESTATED (CONTINUED):**

The following table summarizes the differences between the actual income tax expense and the amounts computed using the federal statutory tax rates:

	2010 (Restated)	2009	2008
(Dollars are in thousands)			
Income tax expense at the applicable federal rate	\$ (4,814)	\$ (1,844)	\$ 2,262
Permanent differences resulting from:			
Nondeductible expenses	8	14	15
Tax exempt interest income	(59)	(63)	(160)
State income taxes less federal tax effect	48	58	51
Bank owned life insurance	(157)	(149)	(139)
Other adjustments	(119)	246	(113)
 Income Tax Expense (benefit)	 \$ (5,093)	 \$ (1,738)	 \$ 1,916

Management reviewed the December 31, 2010 deferred tax calculation to determine the need for a valuation allowance. No valuation allowance was deemed necessary.

**NOTE 12 RELATED PARTY TRANSACTIONS:**

During the year, officers and directors (and companies controlled by them) were customers of and had loan transactions with the Bank in the normal course of business which amounted to \$5.6 million at December 31, 2010 and \$7.3 million at December 31, 2009. During the year ended December 31, 2010, total principal additions were \$5.2 million and principal payments were \$5.3 million, including renewals and advances on revolving lines of credit. During the year ended December 31, 2009, total principal additions were \$6.3 million and principal payments were \$5.2 million, including renewals and advances on revolving lines of credit. These transactions were made on substantially the same terms as those prevailing for other customers and did not involve any abnormal risk. Total related party deposits held at the Bank were \$15.0 million and \$15.6 million at the end of years 2010 and 2009, respectively.

In December, 2010 the parent company borrowed \$250,000 from Director Scott White which matures in one year unless extended by the mutual agreement of the parent company and note holder. The note may be converted, in whole or in part, at any time during its term at the election of the parent company into shares of the common stock of the Company at market value. The note bears interest at the variable rate of interest equal to the Wall Street Journal prime rate, which was 3.25% at December 31, 2010. The purpose of the borrowing was to provide cash for operating expenses of the parent company. Subsequent to year end, the parent company received an additional \$250,000 loan from Director Lynn Keene on identical terms. The Company believes this indebtedness is on more favorable terms to the Company than could be obtained from unrelated parties.

During 2010, the branch location in Grundy, Virginia which was part of a condominium owned by the Bank and Director Michael McGlothlin was condemned by the Virginia Department of Transportation. As a result, a new building was constructed on adjacent property which the parties intend to be subject to a condominium agreement, the terms of which have not been finalized although are likely to be substantially similar to the terms of the previous condominium arrangement. The Bank's branch in the new building was opened on January 31, 2011.





**Table of Contents****NEW PEOPLES BANKSHARES, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****NOTE 13 INTANGIBLE ASSETS:**

In 2007, the Bank completed the acquisition of two branches in which certain intangible assets were identified related to the value of core deposits. The estimated fair value of the core deposits was determined based on the present value of future cash flow related to those deposits considering the industry standard financial instrument type present value methodology. All-in costs and runoff balances by year were discounted by term specific Federal Home Loan Bank advance rates used as a measure of the best available approximate alternative costs of funds. The estimated economic advantage embedded in the acquired deposits as compared to alternative values is the core deposit intangible.

(Dollars are in thousands)	Gross Carrying Value	Accumulated Amortization	Net Carrying Value
December 31, 2010			
Amortizable core deposit intangibles	\$ 810	\$ 586	\$ 224
Unamortizable goodwill	\$ 4,122	\$	\$ 4,122
December 31, 2009			
Amortizable core deposit intangibles	\$ 810	\$ 418	\$ 392
Unamortizable goodwill	\$ 4,122	\$	\$ 4,122

Amortization expense related to these intangibles is based upon the average economic life of the core deposits. The estimates of expense for the periods are as indicated below using the sum of the years digits method of amortization.

(Dollars are in thousands)	
Estimated amortization expense	
For year ended December 31, 2011	\$ 101
For year ended December 31, 2012	70
For year ended December 31, 2013	45
For year ended December 31, 2014	8
Total	\$ 224

Goodwill is tested at least annually to determine if there is any impairment. The test conducted in accordance with ASC 350 occurred as of October 31, 2010 instead of annually on November 30, 2010 due to an increase in nonaccrual loans and provision for loan losses in the third quarter of 2010. Due to these events it was deemed necessary to test for impairment at the earlier date. No impairment was recognized in 2010.

**NOTE 14 RETIREMENT PLANS:**

The Company has established a qualified defined contribution plan that covers all full time employees. Under the plan, the Company matches employee contributions up to a maximum of 5% of their salary. The Company contributed \$530 thousand, \$443 thousand, and \$479 thousand to the defined contribution plan for 2010, 2009 and 2008, respectively.

In addition, in 2002, the Bank established a salary continuation plan for key executives, which is funded by single premium life insurance policies. During the first quarter of 2010, we reversed an \$398 thousand accrual due to the termination of a key executive. Expenses related to the plan were \$41 thousand, \$143 thousand, and \$113 thousand, for 2010, 2009 and 2008, respectively.

**NOTE 15 STOCK OPTION PLAN:**

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New Peoples' Stock Option Plan (the Plan) was adopted on September 27, 2001. The purpose of the Plan is to reward employees and directors for services rendered and investment risks undertaken to date and to promote the success of the Company by providing incentives to employees and directors that will promote the identification of their personal interest with the long-term financial success of the Company and with growth in shareholder value. The Plan provides that options for up to 1,287,000 shares of the Company's common stock may be issued to employees and directors. The exercise price may not be less than 100% of the fair market value of the shares on

**Table of Contents****NEW PEOPLES BANKSHARES, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****NOTE 15 STOCK OPTION PLAN (CONTINUED):**

the award date. Each award becomes exercisable in the event of a change in control of the Company. All options are subject to exercise or forfeiture if the Company's capital falls below minimum requirements, as determined by its primary state or federal regulator. The Plan will expire on May 31, 2011, unless terminated earlier by the board of directors. At December 31, 2010, there were 382,947 additional shares available for grant under the Plan. All options granted and outstanding are fully vested. The Company did not grant any options in 2010, 2009 and 2008. The intrinsic values of stock options exercised were \$2 thousand, \$1 thousand, and \$343 thousand for 2010, 2009 and 2008, respectively.

Information about stock options outstanding at December 31, 2010 follows:

Exercise Price	Number Outstanding And Exercisable	Weighted Average Remaining Contractual Life	Weighted Average Exercise
\$5.25	190,646	1.00 years	\$ 5.25
\$6.99	150,203	2.51 years	\$ 6.99
\$9.44	107,477	3.93 years	\$ 9.44
\$11.54	323,018	4.97 years	\$ 11.54
<b>Totals</b>	<b>771,344</b>	<b>3.38 years</b>	<b>\$ 8.81</b>

A summary of the status of the Company's stock option plan is presented below:

	2010		2009		2008	
	Number of Shares	Weighted Average Exercise Price	Number of Shares	Weighted Average Exercise Price	Number of Shares	Weighted Average Exercise Price
Outstanding and exercisable, Beginning of year	920,256	\$ 8.77	962,791	\$ 8.80	1,036,721	\$ 8.68
Exercised	(1,141)	6.88	(135)	5.25	(49,425)	6.03
Forfeited	(147,771)	8.58	(42,400)	9.50	(24,505)	9.55
Outstanding and exercisable, end of year	771,344	\$ 8.81	920,256	\$ 8.77	962,791	\$ 8.80

**NOTE 16 DIVIDEND LIMITATIONS ON SUBSIDIARY BANK:**

The principal source of funds of the Company is dividends paid by the Bank. The Federal Reserve Act restricts the amount of dividends the Bank may pay. Approval by the Board of Governors of the Federal Reserve System is required if the dividends declared by a state member bank, in any year, exceed the sum of (1) net income of the current year and (2) income net of dividends for the preceding two years. In October 2009, a restriction prohibiting the payment of dividends from the Bank to the Company was imposed by the Federal Reserve Bank of Richmond. Therefore, no dividends will be available to the Company from the Bank until such restriction is removed.



**Table of Contents****NEW PEOPLES BANKSHARES, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****NOTE 17 LEASING ACTIVITIES:**

The Company's leasing activities consist of the leasing of land and buildings under agreements in which the Bank is lessee. These leases have been classified as operating leases.

The following is a schedule by years of future minimum rental payments in thousands, required under non-cancelable operating leases that have initial or remaining non-cancelable lease terms in excess of one year as of December 31, 2010:

Year ending December 31:	
2011	\$ 12
2012	12
2013	13
2014	13
2015	13
Thereafter	23
Total minimum payments required	\$ 86

Rental commitments of less than one year are not included in the above schedule. Rentals charged to operations under operating leases were \$30 thousand, \$33 thousand, and \$34 thousand, for the years ended 2010, 2009, and 2008, respectively.

**NOTE 18 AVAILABLE LINES OF CREDIT AND FEDERAL HOME LOAN BANK ADVANCES:**

The Bank has the ability to borrow up to an additional \$46.1 million from the Federal Home Loan Bank under a line of credit which is secured by a blanket lien on residential real estate loans. The Bank had no overnight borrowings subject to daily rate changes from the Federal Home Loan Bank at December 31, 2010 or 2009. All other borrowings are at fixed rates.

The Bank had \$24.2 million in term borrowings with the Federal Home Loan Bank at December 31, 2010 and \$25.4 million at December 31, 2009. The borrowings consist of convertible notes totaling \$15.2 million at December 31, 2010 and 2009, with a weighted average interest rate of 3.76%. The convertible notes have a quarterly Bermudan call feature and mature in 2012. Two additional borrowings totaling \$9.0 million and \$10.2 million were outstanding at December 31, 2010 and 2009 respectively. These borrowings were obtained in 2008 to fund various real estate loans. These borrowings have fixed rates with an average weighted interest rate of 4.07%, with monthly principal and interest through 2018.

A letter of credit for \$7.0 million was issued in 2008 and a letter of credit for \$3.0 million was issued in 2010 to the Treasury Board of Virginia for collateral on public funds. No draws on the letters of credit have been issued. The letters of credit are considered draws on our Federal Home Loan Bank line of credit which is secured by a blanket lien on residential real estate loans.

**NOTE 19 LEGAL CONTINGENCIES:**

Various legal claims arise from time to time in the normal course of business which, in the opinion of management, will have no material effect on the Company's consolidated financial statements.

**Table of Contents****NEW PEOPLES BANKSHARES, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****NOTE 20 FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK:**

In the normal course of business, the Bank has outstanding commitments and contingent liabilities, such as commitments to extend credit and standby letters of credit, which are not included in the accompanying consolidated financial statements. The Bank's exposure to credit loss in the event of nonperformance by the other party to the financial instruments for commitments to extend credit and standby letters of credit is represented by the contractual or notional amount of those instruments. The Bank uses the same credit policies in making such commitments as it does for instruments that are included in the balance sheet.

Financial instruments whose contract amount represents credit risk were as follows:

(Dollars are in thousands)	2010	2009
Commitments to extend credit	\$ 32,165	\$ 48,022
Standby letters of credit	4,787	5,159

Commitments to extend credit are agreements to lend to a customer at either a fixed or variable interest rate as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Bank evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Bank upon extension of credit, is based on management's credit evaluation. Collateral held varies but may include accounts receivable, inventory, property and equipment, and income-producing commercial properties.

Standby letters of credit are conditional commitments issued by the Bank to guarantee the performance of a customer to a third party. Standby letters of credit generally have fixed expiration dates or other termination clauses and may require payment of a fee. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. The Bank's policy for obtaining collateral, and the nature of such collateral, is essentially the same as that involved in making commitments to extend credit.

**NOTE 21 LINE OF CREDIT, AS RESTATED:**

In June 2008, the Company obtained a three year revolving line of credit totaling \$6.5 million from Silverton Bank. The interest rate is priced at Wall Street Journal Prime and will change as the Wall Street Journal Prime rate changes, subject to a floor rate of 5.00%. The interest rate at December 31, 2010 was 5.00%. Collateral for the line of credit is the subsidiary, New Peoples Bank, Inc. common stock. The balance at December 31, 2010 and 2009 was \$4.9 million. The purpose of the line of credit was for general operations and capital injections to the subsidiaries.

On March 16, 2011 two of the Company's directors, Harold Lynn Keene and B. Scott White, loaned the Company a total of \$4.95 million which, after receiving regulatory approval, the Company used to retire the indebtedness to the FDIC as receiver for Silverton Bank. The loans are unsecured and have a stated maturity of December 31, 2011 with interest payable at maturity or conversion at the variable rate equal to the Wall Street Journal prime rate which was 3.25% on March 16, 2011. The Company is obligated to convert the debt into the Company's common stock if, before the stated maturity, the Company conducts an offering of its common stock at the price per share at which it is offered. If the Company does not conduct an offering prior to the stated maturity, the Company has the option, but not the obligation, to convert the debt into shares of its common stock within 30 days of the state maturity at a price per share to be established by the Company's Board of Directors. The Company believes this indebtedness is on more favorable terms to the Company than could be obtained from unrelated parties.

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**NEW PEOPLES BANKSHARES, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**NOTE 22 TRUST PREFERRED SECURITIES AND DEFERRAL OF INTEREST PAYMENTS:**

On September 27, 2006, the Company completed the issuance of \$5.2 million in floating rate trust preferred securities offered by its wholly owned subsidiary, NPB Capital Trust 2. The proceeds of the funds were used for general corporate purposes, which include capital management for affiliates and the acquisition of two branch banks. The securities have a floating rate of 3 month LIBOR plus 177 basis points, which resets quarterly, with a current rate at December 31, 2010 of 2.06%.

On July 7, 2004, the Company completed the issuance of \$11.3 million in floating rate trust preferred securities offered by its wholly owned subsidiary, NPB Capital Trust I. The proceeds of the funds were used for general corporate purposes which included capital management for affiliates, retirement of indebtedness and other investments. The securities have a floating rate of 3 month LIBOR plus 260 basis points, which resets quarterly, with a current rate at December 31, 2010 of 2.89%.

Under the terms of the subordinated debt transactions, the securities mature in 30 years and are redeemable, in whole or in part, without penalty, at the option of the Company after five years. Due to the ability to defer interest and principal payments for 60 months without being considered in default, the regulatory agencies consider the trust preferred securities as Tier 1 capital up to certain limits.

In October 2009, a restriction to pay dividends from the Bank to the Company was issued by the Federal Reserve Bank of Richmond. As a result, dividends on trust preferred securities issued by the Company shall be deferred until such restriction is removed.

**NOTE 23 CAPITAL REQUIREMENTS, AS RESTATED:**

The Company and the Bank are subject to various capital requirements administered by federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and, possibly, additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company's and the Bank's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and the Bank must meet specific capital guidelines that involve quantitative measures of assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. The capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors. Prompt corrective action provisions are not applicable to bank holding companies.

Quantitative measures established by regulation to ensure capital adequacy require the Company and the Bank to maintain minimum amounts and ratios (set forth in the following table) of total and Tier 1 capital (as defined) to risk-weighted assets (as defined) and of Tier 1 capital (as defined) to average assets (as defined). Management believes that, as of December 31, 2010, the Company and the Bank meet all capital adequacy requirements to which they are subject.

As of December 31, 2010 the Bank was adequately capitalized under the regulatory framework for prompt corrective action. To be categorized as adequately capitalized, an institution must maintain minimum total risk-based, Tier 1 risk-based and Tier 1 leverage ratios as set forth in the following tables. There are no conditions or events since the notification that management believes have changed the Bank's category.

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The Company's and the Bank's actual capital amounts and ratios are presented in the table as of December 31, 2010 and 2009, respectively.

(Dollars are in thousands)	Actual		Minimum Capital Requirement		Minimum to Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
December 31, 2010, as Restated:						
Total Capital to Risk Weighted Assets:						
The Company	\$ 53,020	8.87%	47,825	8%	\$ N/A	N/A
The Bank	58,466	9.79%	47,786	8%	59,732	10%
Tier 1 Capital Risk Weighted Assets:						
The Company	39,108	6.54%	23,913	4%	N/A	N/A
The Bank	50,777	8.50%	23,893	4%	35,839	6%
Tier 1 Capital to Average Assets:						
The Company	39,108	4.62%	33,857	4%	N/A	N/A
The Bank	50,777	6.00%	33,857	4%	42,321	5%
December 31, 2009:						
Total Capital to Risk Weighted Assets:						
The Company	\$ 63,499	9.83%	51,652	8%	\$ N/A	N/A
The Bank	68,409	10.59%	51,664	8%	64,581	10%
Tier 1 Capital to Risk Weighted Assets:						
The Company	52,396	8.12%	25,826	4%	N/A	N/A
The Bank	63,024	9.76%	25,832	4%	38,748	6%
Tier 1 Capital to Average Assets:						
The Company	52,396	6.14%	34,107	4%	N/A	N/A
The Bank	63,024	7.40%	34,066	4%	42,582	5%

At March 31, 2011, the Bank returned to well-capitalized status as the total risk-weighted capital ratio increased to 10.16% as a result of a reduction in higher risk weighted assets during the first quarter of 2011 and net income for the quarter.

**NOTE 24 FAIR VALUES, AS RESTATED:**

ASC 820, Fair Value Measurements and Disclosures provides a framework for measuring fair value under generally accepted accounting principles and requires disclosures about the fair value of assets and liabilities recognized in the balance sheet in periods subsequent to initial recognition, whether the measurements are made on a recurring basis (for example, available for sale investment securities) or on a nonrecurring basis (for example, impaired loans and other real estate acquired through foreclosure).

Fair value is the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Fair Value Measurements and Disclosures also establishes fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:



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Level 1: Quoted prices in active markets for identical assets or liabilities. Level 1 assets and liabilities include debt and equity securities and derivative contracts that are traded in an exchange market, as well as U. S. Treasury, other U. S. Government and agency mortgage-backed debt securities that are highly liquid and are actively traded in over-the-counter markets.

Level 2: Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. Level 2 assets and liabilities include debt securities with quoted prices that are traded less frequently than exchange-traded instruments and derivative contracts whose value is determined using a pricing model with inputs that are observable in the market or can be derived principally from or corroborated by observable market data. This category generally includes certain derivative contracts and impaired loans.

**Table of Contents****NEW PEOPLES BANKSHARES, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****NOTE 24 FAIR VALUES, AS RESTATED (CONTINUED):**

Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets and liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation. For example, this category generally includes certain private equity investments, retained residual interests in securitizations, residential mortgage servicing rights, and highly structured or long-term derivative contracts.

*Investment Securities Available for Sale* Investment securities available for sale are recorded at fair value on a recurring basis. Fair value measurement is based upon quoted prices. The Company's available for sale securities, totaling \$4.7 million and \$2.6 million at December 31, 2010 and 2009, respectively, are the only assets whose fair values are measured on a recurring basis using Level 2 inputs from an independent pricing service.

*Loans* The Company does not record loans at fair value on a recurring basis. The Company is predominantly an asset based lender with real estate serving as collateral on a substantial majority of loans. From time to time a loan is considered impaired and an allowance for loan losses is established. Loans which are deemed to be impaired are primarily valued on a non-recurring basis at the fair values of the underlying real estate collateral. Such fair values are obtained using independent appraisals, which management evaluates and determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price, or an appraised value does not include estimated costs of disposition and management must make an estimate, the Company records the impaired loan as nonrecurring Level 3. The aggregate carrying amount of impaired loans were \$90.6 million and \$30.1 million at December 31, 2010 and 2009, respectively.

*Foreclosed Assets* Foreclosed assets are adjusted to fair value upon transfer of the loans to foreclosed assets. Foreclosed assets are carried at the lower of the carrying value or fair value. Fair value is based upon independent observable market prices or appraised values of the collateral with a third party estimate of disposition costs, which the Company considers to be level 2 inputs. When the appraised value is not available, management determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price, or an appraised value does not include estimated costs of disposition and management must make an estimate, the Company records the foreclosed asset as nonrecurring Level 3.

Assets and liabilities measured at fair value are as follows as of December 31, 2010:

(Dollars are in thousands)	Quoted market price in active markets (Level 1)	Significant other observable inputs (Level 2) (Restated)	Significant unobservable inputs (Level 3) (Restated)
<b>(On a recurring basis)</b>			
Available for sale investments			
U.S. Government Agencies	\$	\$ 2,970	\$
Taxable municipals		899	
Mortgage backed securities		789	
<b>(On a non-recurring basis)</b>			
Other real estate owned			12,346
Impaired loans			
Commercial, financial and agricultural			20,993
Real estate-construction			23,497

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Real estate-mortgages				46,112
Installment loans to individuals				46
<b>Total</b>	<b>\$</b>	<b>\$</b>	<b>4,658</b>	<b>\$ 102,994</b>

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**Table of Contents****NEW PEOPLES BANKSHARES, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****NOTE 24 FAIR VALUES, AS RESTATED (CONTINUED):**

Assets and liabilities measured at fair value are as follows as of December 31, 2009:

	Quoted market price in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
(Dollars are in thousands)			
(On a recurring basis)			
Available for sale investments			
U.S. Government Agencies	\$	\$ 2,037	\$
Taxable municipals		312	
Mortgage backed securities		257	
(On a non-recurring basis)			
Other real estate owned		1,968	3,675
Impaired loans			
Commercial, financial and agricultural		619	
Real estate-construction		19,179	
Real estate-mortgages		10,339	
Installment loans to individuals		2	
<b>Total</b>	<b>\$</b>	<b>\$ 34,713</b>	<b>\$ 3,675</b>

Transfers into Level 3 during the year ended December 31, 2010 were related to management adjustments to third party appraisals. Management estimated the fair value of impaired loans and other real estate owned to be further impaired and thereby below the appraised value, resulting in no observable market price. For the years ended December 31, 2010 and 2009, the changes in Level 3 assets measured at fair value on a nonrecurring basis are summarized as follows (dollars in thousands):

December 31, 2010, as Restated	Other Real Estate Owned	Impaired Loans	Total
(Dollars are in thousands)			
Balance, January 1	\$ 3,675	\$	\$ 3,675
Transfers into Level 3	10,098	90,648	100,746
Included in earnings	(1,427)		(1,427)
Sales and other reductions			
<b>Balance, December 31</b>	<b>\$ 12,346</b>	<b>\$ 90,648</b>	<b>\$ 102,994</b>

December 31, 2009	Other Real Estate Owned	Impaired Loans	Total
(Dollars are in thousands)			

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Balance, January 1	\$	\$	\$
Transfers into Level 3	4,252		4,252
Included in earnings	(577)		(577)
Sales and other reductions			
Balance, December 31	\$ 3,675	\$	\$ 3,675

**Table of Contents****NEW PEOPLES BANKSHARES, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****NOTE 24 FAIR VALUES, AS RESTATED (CONTINUED):****Fair Value of Financial Instruments**

Fair value information about financial instruments, whether or not recognized in the balance sheet, for which it is practical to estimate the value is based upon the characteristics of the instruments and relevant market information. Financial instruments include cash, evidence of ownership in an entity, or contracts that convey or impose on an entity that contractual right or obligation to either receive or deliver cash for another financial instrument.

The following summary presents the methodologies and assumptions used to estimate the fair value of the Company's financial instruments presented below. The information used to determine fair value is highly subjective and judgmental in nature and, therefore, the results may not be precise. Subjective factors include, among other things, estimates of cash flows, risk characteristics, credit quality, and interest rates, all of which are subject to change. Since the fair value is estimated as of the balance sheet date, the amounts that will actually be realized or paid upon settlement or maturity on these various instruments could be significantly different.

The carrying value of cash and due from banks, federal funds sold, interest-bearing deposits, deposits with no stated maturities, trust preferred securities and accrued interest approximates fair value. The estimated fair value of investment securities was based on closing market prices. The remaining financial instruments were valued based on the present value of estimated future cash flows, discounted at various rates in effect for similar instruments during the months of December 2010 and 2009.

	December 31, 2010		December 31, 2009	
	Estimated Fair Value (Restated)	Carrying Value (Restated)	Estimated Fair Value	Carrying Value
(Dollars are in thousands)				
<b><u>Financial Assets</u></b>				
Cash and due from bank	\$ 14,369	\$ 14,369	\$ 29,788	\$ 29,788
Interest bearing deposits with banks	42,549	42,549	190	190
Federal funds sold	25,611	25,611	9,582	9,582
Investment securities	4,658	4,658	2,606	2,606
Equity securities (restricted)	3,878	3,878	3,996	3,996
Net Loans	700,420	682,780	751,499	744,982
Accrued Interest receivable	3,700	3,700	4,292	4,292
Life insurance investments	11,011	11,011	10,549	10,549

	December 31, 2010		December 31, 2009	
	Estimated Fair Value	Carrying Value	Estimated Fair Value	Carrying Value
(Dollars are in thousands)				
<b><u>Financial Liabilities</u></b>				
Demand Deposits				
Non-interest bearing	87,839	87,839	88,318	88,318
Interest-bearing	60,022	60,022	42,769	42,769
Savings deposits	108,119	108,119	90,467	90,467
Time deposits	513,090	510,100	541,793	539,160
FHLB advances	23,611	24,183	24,612	25,383
Accrued interest payable	1,720	1,720	1,617	1,617
Line of credit borrowing	4,900	4,900	4,900	4,900
Trust preferred securities	16,496	16,496	16,496	16,496



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**NEW PEOPLES BANKSHARES, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**NOTE 25 RECENT ACCOUNTING DEVELOPMENTS:**

In June 2009, the FASB issued a new codification entitled *Generally Accepted Accounting Principles*. *Generally Accepted Accounting Principles* establishes the Codification as the source of authoritative U.S. accounting and reporting standards recognized by the FASB for use in the preparation of financial statements of nongovernmental entities that are presented in conformity with GAAP. Rules and interpretive releases of the SEC under authority of federal securities law are also sources of authoritative GAAP for SEC registrants. *Generally Accepted Accounting Principles* is effective for interim and annual reporting periods after September 15, 2009. The Company adopted *Generally Accepted Accounting Principles*, during the quarter ended September 30, 2009. The adoption had no impact on its financial position, results of operations or cash flows.

The FASB has issued several Accounting Standards Updates, ASU, during the year ended December 31, 2010. The ASU is the means which the FASB issues new codification and updates existing codification. The applicable ASU s that pertain to the Company that have been issued during this time period have been adopted by the Company for the year ending December 31, 2010. These ASU s are technical in nature and are an additional resource as the FASB transitions to the new Codification. The Company expects these updates will have no impact on its financial position, results of operations or cash flows.

In July 2010, the FASB issued ASU 2010-20, *Receivables (Topic 310), Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses*. This ASU requires a greater level of disaggregated information about the credit quality of loan and leases and the allowance for loan and lease losses. This ASU also requires additional disclosures related to past due information and credit quality indicators. The Company is required to begin to comply with the disclosures in its financial statements for the year ended December 31, 2010. See Notes 7 and 8 to the consolidated financial statements for the required disclosures. In January 2011, the FASB has issued ASU 2011-01, *Receivables (Topic 310): Deferral of the Effective Date of Disclosures about Troubled Debt Restructurings in Update No. 2010-20*. The amendments in ASU 2011-01 temporarily delay the effective date of the disclosures about troubled debt restructurings in ASU 2010-20, *Receivables (Topic 310): Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses*, for public entities. The delay is intended to allow the FASB time to complete its deliberations on what constitutes a troubled debt restructuring. The effective date of the new disclosures about troubled debt restructurings for public entities and the guidance for determining what constitutes a troubled debt restructuring will then be coordinated. Currently, that guidance is anticipated to be effective for interim and annual periods ending after June 15, 2011.

In August 2010, two updates were issued to amend various SEC rules and schedules pursuant to Release No. 33-9026: Technical Amendments to Rules, Forms, Schedules and Codification of Financial Reporting Policies and based on the issuance of SEC Staff Accounting Bulletin 112. The amendments related primarily to business combinations and removed references to minority interest and added references to controlling and noncontrolling interests(s). The updates were effective upon issuance but had no impact on the Company s financial statements.

In December 2010, the Intangibles topic of the ASC was amended to modify Step 1 of the goodwill impairment test for reporting units with zero or negative carrying amounts. For those reporting units, an entity is required to perform Step 2 of the goodwill impairment test if it is more likely than not that a goodwill impairment exists. Any resulting goodwill impairment should be recorded as a cumulative-effect adjustment to beginning retained earnings upon adoption. Impairments occurring subsequent to adoption should be included in earnings. The amendment is effective for the Company beginning January 1, 2011. Early adoption is not permitted.

Also in December 2010, the Business Combinations topic of the ASC was amended to specify that if a public entity presents comparative financial statements, the entity should disclose revenue and earnings of the combined entity as though the business combination that occurred during the current year had occurred as of the beginning of the comparable prior annual reporting period only. The amendment also requires that the supplemental pro forma disclosures include a description of the nature and amount of any material, nonrecurring pro forma adjustments directly attributable to the business combination included in the reported pro forma revenue and earnings. This amendment is effective for the Company for business combinations for which the acquisition date is on or after January 1, 2011, although early adoption is permitted. The Company does not expect the amendment to have any impact on the financial statements.

Other accounting standards that have been issued or proposed by the FASB or other standards-setting bodies are not expected to have a material impact on the Company s financial position, results of operations or cash flows.





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NEW PEOPLES BANKSHARES, INC.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****NOTE 26 PARENT CORPORATION ONLY FINANCIAL STATEMENTS, AS RESTATED:****CONDENSED BALANCE SHEETS, AS RESTATED****AS OF DECEMBER 31, 2010 AND 2009**

(Dollars in Thousands)

	2010 (Restated)	2009
<b>ASSETS</b>		
Due from banks	\$ 201	\$ 104
Investment in subsidiaries	58,970	68,025
Other assets	3,470	837
<b>Total Assets</b>	<b>\$ 62,641</b>	<b>\$ 68,966</b>
<b>LIABILITIES</b>		
Accrued interest payable	\$ 557	\$ 105
Accrued expenses and other liabilities	2,915	846
Other borrowed money	5,150	4,900
Trust preferred securities	16,496	16,496
<b>Total Liabilities</b>	<b>25,118</b>	<b>22,347</b>
<b>STOCKHOLDERS EQUITY</b>		
Common stock-\$2.00 par value, 50,000,000 shares authorized; 10,010,178 and 10,009,037 shares issued and outstanding for 2010 and 2009, respectively	20,020	20,018
Additional paid capital	21,689	21,683
Retained earnings	(4,175)	4,890
Accumulated other comprehensive income	(11)	28
<b>Total Stockholders Equity</b>	<b>37,523</b>	<b>46,619</b>
<b>Total Liabilities and Stockholders Equity</b>	<b>\$ 62,641</b>	<b>\$ 68,966</b>

**CONDENSED STATEMENTS OF INCOME, AS RESTATED****FOR THE YEARS ENDED DECEMBER 31, 2010, 2009, AND 2008**

	2010 (Restated)	2009	2008
(Dollars in Thousands)			
<b>Income</b>			
Miscellaneous income	\$ 14	\$ 177	\$ 30

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Undistributed income (loss) of subsidiaries	(8,520)	(2,424)	5,669
Total Income (loss)	(8,506)	(2,247)	5,699
<b>Expenses</b>			
Other borrowed money interest expense	246	251	134
Trust preferred securities interest expense	454	532	1,005
Legal fees	31	319	211
Accounting fees	107	192	32
Other operating expenses	2	292	102
Total Expenses	840	1,586	1,484
<b>Income (loss) before Income Taxes</b>	(9,346)	(3,833)	4,215
Income Tax Expense	281	147	522
<b>Net Income (Loss)</b>	\$ (9,065)	\$ (3,686)	\$ 4,737

**Table of Contents****NEW PEOPLES BANKSHARES, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****NOTE 26 PARENT CORPORATION ONLY FINANCIAL STATEMENTS, AS RESTATED (CONTINUED):****CONDENSED STATEMENTS OF CASH FLOWS, AS RESTATED****FOR THE YEARS ENDED DECEMBER 31, 2010, 2009, AND 2008**

(Dollars and Shares in Thousands)	2010 (Restated)	2009	2008
<b>Cash Flows From Operating Activities</b>			
Net Income (Loss)	\$ (9,065)	\$ (3,686)	\$ 4,737
Adjustments to reconcile net income to net cash provided by (used) in operating activities:			
Income of subsidiaries	8,520	2,424	(5,669)
Net change in:			
Other assets	(2,137)	(665)	969
Other liabilities	2,521	560	(789)
Net Cash Used in Operating Activities	(161)	(1,367)	(752)
<b>Cash Flows From Investing Activities</b>			
Investment in subsidiary		368	(3,950)
Net Cash Used (Provided) Investing Activities		368	(3,950)
<b>Cash Flows From Financing Activities</b>			
Proceeds from (repayments on) line of credit		(12)	4,913
Proceeds from other borrowings	250		
Dividends received from subsidiary		500	
Exercise of stock options	8		297
Net Cash Provided by Financing Activities	258	488	5,210
<b>Net Increase in Cash and Cash Equivalents</b>	97	(511)	508
Cash and Cash Equivalents, Beginning of year	104	615	107
<b>Cash and Cash Equivalents, End of Year</b>	\$ 201	\$ 104	\$ 615

**NOTE 27 SELECTED QUARTERLY INFORMATION (UNAUDITED), AS RESTATED**

(Dollars in thousands except per share data)	2010 Quarters			
	Fourth (Restated)	Third	Second	First
<b>Income statement</b>				
Net interest income	\$ 8,750	\$ 8,315	\$ 8,719	\$ 8,346
Noninterest income	1,601	1,543	1,413	1,377
Provision for credit losses	8,947	9,441	1,950	1,990
Noninterest expense	9,626	7,242	7,874	7,152
Net income (loss)	(5,224)	(4,496)	242	413
Earnings (loss) per share, basic	(0.52)	(0.45)	0.02	0.04

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Earnings (loss) per share, fully diluted	(0.52)	(0.45)	0.02	0.04
<b>Period end balance sheet</b>				
Total loans and leases	\$ 707,794	\$ 732,209	\$ 740,130	\$ 758,364
Total assets	852,627	848,118	859,625	867,683
Total deposits	766,080	756,298	762,094	770,284
Total shareholders' equity	37,523	42,801	47,278	47,016

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NEW PEOPLES BANKSHARES, INC.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****NOTE 27 SELECTED QUARTERLY INFORMATION (UNAUDITED), AS RESTATED (CONTINUED)**

(Dollars in thousands except per share data)	2009 Quarters			
	Fourth	Third	Second	First
<b>Income statement</b>				
Net interest income	\$ 8,518	\$ 7,976	\$ 7,940	\$ 7,383
Noninterest income	1,535	1,354	1,382	1,177
Provision for credit losses	73	11,800	550	418
Noninterest expense	7,861	7,130	8,006	6,849
Net income	1,150	(6,290)	551	906
Earnings per share, basic	0.11	(0.63)	0.05	0.09
Earnings per share, fully diluted	0.11	(0.63)	0.05	0.09
<b>Period end balance sheet</b>				
Total loans and leases	\$ 763,570	\$ 764,130	\$ 747,746	\$ 735,259
Total assets	857,910	846,717	840,223	821,051
Total deposits	760,714	749,502	736,395	718,601
Total shareholders' equity	46,619	45,484	51,767	51,217

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### **Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

### **Item 9A. Controls and Procedures**

#### **Management's Report on Internal Control over Financial Reporting**

Management is responsible for establishing and maintaining adequate internal control over financial reporting of New Peoples Bankshares, Inc. New Peoples' internal control system was designed to provide reasonable assurance to management and the Board of Directors regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting practices.

All internal control systems, no matter how well designed, have inherent limitations. Because of these inherent limitations, internal control over financial reporting can provide only reasonable assurance with respect to financial statement preparation and presentation. Even excellent internal controls sometimes may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management initially assessed, concluded and disclosed in New Peoples' annual Report on Form 10-K for the year ended December 31, 2010 (the Initial Form 10-K) that New Peoples' internal control over financial reporting as of December 31, 2010 was effective. However, after filing the Initial Form 10-K, management identified certain material adjustments for which the Initial Form 10-K was amended and restated. Based on this amendment and restatement of the Initial Form 10-K, management has reassessed the effectiveness of New Peoples' internal control over financial reporting. In making the initial assessment and the reassessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework. A material weakness is a significant deficiency (within the meaning of PCAOB Auditing Standard No. 5), or combination of significant deficiencies, that results in there being more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis by employees in the normal course of their assigned functions. In connection with management's reassessment of New Peoples' internal control over financial reporting as described above, management has identified a material weakness in New Peoples' internal control over financial reporting relating to the system of monitoring the real estate collateral values of certain impaired loans and other real estate owned properties at the Bank. In certain instances, reductions in collateral values on impaired loans and other real estate owned properties based on recent appraisals had not been communicated to management responsible for financial reporting on a timely basis. In addition, senior management did not fully understand the implications of Financial Accounting Standards Board Topic ASC 855 (formerly SFAS 165), which requires in most cases that material collateral appraisals received after the end of the reported financial period but before financial reports for that period are completed or filed, should be reflected in that prior period report.

Because of the material weakness described above, based on its reassessment, management believes that, as of December 31, 2010, New Peoples did not maintain effective internal control over financial reporting based on the criteria established in Internal Control - Integrated Framework, issued by COSO.

#### *Remediation of the Identified Material Weakness in Internal Control Over Financial Reporting*

In order to remediate the material weakness in New Peoples' internal control over financial reporting described above, we have implemented additional procedures to reinforce the requirement that, once the value of any collateral securing an impaired loan and other real estate owned property has been reduced because of the receipt of a new appraisal or otherwise, such reduction in collateral value is promptly communicated to management responsible for financial reporting. These procedures are more specifically set forth in Item 9A. Controls and Procedures - Changes in Internal Control Over Financial Reporting in this Amendment No. 2 to the Initial Form 10-K (the Form 10-K/A). Management discussed this corrective action with the Audit Committee of the Company and with its independent registered accounting firm for that period, Brown, Edwards & Company, L.L.P. New Peoples believes that its consolidated financial statements included in this Form 10-K/A fairly present, in all material respects, New Peoples' consolidated financial condition, results of operations and cash flows as of, and for, the periods presented.

As a result of the material weakness identified and the resulting amendments to the Initial Form 10-K in the Form 10-K/A and amendments to Management's Report on Internal Control over Financial Reporting, Brown, Edwards & Company, L.L.P., which also audited New Peoples' consolidated financial statements included in the Form 10-K/A, has issued an updated attestation report on New Peoples' internal control over financial reporting, which is included elsewhere in this annual report.





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### **Changes in Internal Control Over Financial Reporting**

There were no changes in the Company's internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) during the quarter ended December 31, 2010 that have materially affected, or are reasonably likely to materially affect the Company's internal control over financial reporting. During May 2011, after management discovered the material weakness in its internal control over financial reporting described in Management's Report on Internal Control Over Financial Reporting above, management implemented the following internal control procedures to ensure timely reporting of changes in collateral values on impaired loans to management responsible for financial reporting of the Company:

1. A Disclosure Control Committee has been established consisting of the following officers: Chief Executive Officer, Chief Financial Officer, Chief Credit Officer, Chief Operating Officer, Senior Lending Officer, Controller, In-house Legal Counsel, and Director of Internal Audit. This Committee will meet quarterly to discuss loan portfolio and problem asset quality issues, operation risks, legal issues, subsequent events, suspicious activities, and reported disclosures.
2. The Chief Credit Officer ( CCO ) of the Bank is assigned the responsibility for monitoring all assets classified as impaired. The CCO will also be responsible for determining when appraisals or evaluations will be needed on impaired loans and other real estate owned properties, and for reporting any reductions in collateral values to the Chief Financial Officer ( CFO ) on a quarterly basis prior to the filing of the quarterly and annual reports with the SEC.
3. When appraisals are received from the third party appraisal firm, a copy of the appraisal will promptly be logged on a register designating the date of receipt and provided to the Loan Officer and the Loan Operations Department, with the Loan Officer responsible to promptly place the appraisal in the customer file, update valuations on the Bank's database and forward a copy to the CCO.
4. The independent appraisal review department of the Bank will immediately notify the CCO and the Loan Officer of the results of an appraisal on an impaired or suspected impaired loan or other real estate owned property. After the CCO and Loan Officer review the appraisal, a determination will be made as to the reasonableness of the appraisal. The final determination as to reasonableness will be the responsibility of the CCO. Upon a determination of reasonableness, then the CCO will notify the CFO, Controller and Allowance for Loan Loss model coordinator of any deterioration in the appraised value. A new impairment test will be performed and reviewed by the CCO and CFO to determine if an additional allowance reserve is needed for this credit relationship, which will be provided to the Controller to make general ledger adjustments and financial statement revisions prior to issuance.
5. Prior to release of financial information, the CFO will contact the CCO to insure no appraisals have been received or are being reviewed, the result of which might be material to the financial statement of the Company.

### **Disclosure Controls and Procedures**

We maintain a system of disclosure controls and procedures that is designed to ensure that material information is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the disclosure controls and procedures pursuant to Rule 13a-15 under the Securities Exchange Act of 1934, as amended. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not operating effectively as of December 31, 2010.

### **Item 9B. Other Information**

None



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**PART III**

**Item 10. Directors, Executive Officers and Corporate Governance**

**Directors Whose Terms Expire in 2011**

**John Cox**, 54, is the owner of Cox Tractor Company located in Kingsport, Tennessee, a farm equipment business that he has owned and operated since 1978. Mr. Cox is also a local farmer and entrepreneur. He graduated with high honors from the University of Tennessee in 1978, where he obtained a Bachelor of Science Degree in Business Administration. Mr. Cox has served as a director since 1998 and currently serves as Vice Chairman of the Board of Directors of the Company and the Bank. He is also the Chairman of the Compensation Committee, a member of the Audit Committee, Compliance Committee, Asset Liability Management Committee and Offering Committee. Mr. Cox's tenure on the Board and his experience in agriculture and agriculturally related small business support the Company's significant customer base in these markets.

**Charles H. Gent, Jr.**, 51, is self-employed in the logging and farming industry in Honaker, Virginia. He is president of C & R Gent Logging from 1992 to present. Mr. Gent is also involved in farming and various real estate ventures with his family. He was vice president and owner of Genwal Coal Company in Utah from the years 1981 to 1989. He is actively involved in several community activities. He has been a director since 1998 and serves on the Audit Committee. Mr. Gent's experience in logging and mining, as well as real estate, provides experience to the Board relevant to understanding these businesses in the Company's rural markets.

**Eugene Hearl**, 79, is a retired banker that has over 40 years of banking experience serving in capacities as President and CEO for two community banks, TruPoint Bank and the former Cumberland Bank, and as a Regional President for the former Dominion Bank, all in the Southwest Virginia market area of the Company. Mr. Hearl was appointed as a director on November 29, 2010 and serves on the Audit Committee, Director Loan Committee, Asset Liability Management Committee and the Executive Committee of the Board of Directors.

**A. Frank Kilgore**, 58, is an attorney with Frank Kilgore, P.C. in St. Paul, Virginia and serves as General Counsel to the Company and the Bank. He has been a director since 1998. Mr. Kilgore is the founding Chairman of the Board of Directors of New Peoples Bank, Inc. and serves on the Compensation Committee. Mr. Kilgore has served the community as an attorney since 1982. He graduated from Clinch Valley College of the University of Virginia in 1977 with a degree in Appalachian Studies. Throughout his career, Mr. Kilgore has received multiple prestigious awards for civic accomplishments as well as his environmental activism. Frank Kilgore has also authored and edited multiple books, which focus primarily on the region of Southwestern Virginia. He is past-Chair and Founder of the Appalachian College of Pharmacy, Oakwood, Virginia. Mr. Kilgore brings his legal experience, entrepreneurial activities, and leadership in the Appalachia region to the Board of Directors.

**Jonathan H. Mullins**, 54, has served as the Company's and the Bank's President and Chief Executive Officer since May 19, 2009. He had previously served as the Bank's Senior Vice President, Chief Lending Officer and Regional Manager from July 2004 until May 2009. Prior to this, Mr. Mullins served as the Bank's Vice President and Branch Manager starting in 1999. He was appointed as a director on July 27, 2010 and serves on the Executive Committee, Asset Liability Management Committee, and the Compliance Committee.

**Directors Whose Terms Expire in 2012**

**Joe M. Carter**, 73, is a retired general manager of Daugherty Chevrolet in Gate City, Virginia which he served 43 years in this role from 1965 to April 2008. Mr. Carter is a 1958 graduate of the Whitney Business School formerly located in Kingsport, Tennessee. He served as an advisory Board member of the former Peoples Bank, Inc. and its successors, Premier Bank—Central, NA and First Virginia Bank Southwest until his resignation in 1998. Mr. Carter is a Trustee of Thomas Village Baptist Church for the past 26 years and its Treasurer for the past thirteen years. He also has served on the Scott County Economic Development Board of Directors from 1998 to 2000. He has been a director since 1998 and served on the Audit Committee from 1998 until 2004. He currently serves on the Director Loan Committee and Asset Liability Management Committee of the Bank. Mr. Carter's experience in the automotive industry and consumer finance assists the Board of Directors in understanding these businesses which are important in the Company's markets.

**Harold Lynn Keene**, 56, is President of Keene Carpet, Inc. since 1976 to present and former President of Harold Keene Coal Co., Inc. since 1984 until its sale in January 2011. Mr. Keene received his bachelor of science degree in accounting from East Tennessee State University in 1976. He formerly served as a bank director for Peoples Bank, Inc. from 1987 and its successor bank Premier Bank—Central, NA until 1997 in which he was an Audit Committee member during his entire tenure and Chairman of the Board for two years. He served as an advisory board member with First Virginia Bank Southwest from 1997 to 1998. He has been a director of New Peoples and its Audit



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Committee Chairman since 1998. Mr. Keene also serves on the Executive Committee, the Offering Committee, the Nominating Committee, Director Loan Committee, Asset Liability Management Committee and Compliance Committee and has been Chairman of the Board for two years. Mr. Keene's experience in banking, in particular, but also in the coal industry, provide an important resource to the Board of Directors in dealing with bank and finance related matters and the coal industry, an important market for the Company.

**Fred W. Meade**, 77, is President and Owner of Big M Stores, Inc., a retail department store and flooring business since 1973 and is also involved in real estate development and rental properties since 1980. He served as a Board member of Southwest Bank of Virginia from 1971 until it sold in 1980. He subsequently served as an advisory board member for the former Bank of Virginia and Signet Bank from 1980 until 1997. Mr. Meade is a member of the Russell County Economic Development board for the past twenty years. In addition, he has served as a member of the Board of Directors of the Russell County Chamber of Commerce. He is a life-long resident of Russell County. Mr. Meade serves as a deacon of the First Baptist Church of St. Paul, Virginia. He has been a director since 1998 and has served as Chairman of the Board of Directors for the Company and the Bank for two years. He currently is a member of the Executive Committee, the Director Loan Committee and the Compensation Committee. Mr. Meade's experience in the retail business, real estate, economic development, and bank board experience are very important to the Board of Directors.

**Directors Whose Terms Expire in 2013**

**Tim W. Ball**, 51, is President, Owner and Operator of Ball Coal Company since 1985 to present, owner of Tim Ball Trucking Company from 1985 to present, and President of Tim Ball Farming Corporation from 1987 to present. Mr. Ball is a 1982 graduate from Emory and Henry College. He is active in various community service. He has been a director since 1999. Mr. Ball's experience in the coal industry, farming and community involvement serve well for the Board of Directors because many of the Company's customers are involved in the coal industry or farm-related businesses.

**Michael G. McGlothlin**, 59, is President of the Appalachian College of Pharmacy from 2005 to 2006 and 2008 to present. He also serves as President of Watkins Branch Development, LTD and The Inn on Garden Creek, LTD from 2006 to present. Mr. McGlothlin serves as Secretary and Director of MGM Methane Corporation from 2009 to present. Mr. McGlothlin serves as Trustee and as Treasurer of the Appalachian School of Law (Trustee 2005 to present and Treasurer 2005 to present). Mr. McGlothlin serves as a Trustee and as Secretary of the McGlothlin Foundation from 1998 to present. He has been the owner of Michael G. McGlothlin, Attorney-at-Law in Grundy, Virginia since 2002. Prior to that, he was a partner in the Law Firm of McGlothlin and Wife from 1984 to 2002. He served as Commonwealth Attorney for Buchanan County, Virginia from 1980 to 1983 and as County Attorney for Buchanan County, Virginia from 1984 to 1989 and from 1992 to February 2011. He currently serves as counsel to the County Attorney for Buchanan County, Virginia, and the Buchanan County Board of Supervisors. He was a partner in the Law Firm of McGlothlin, McGlothlin and McGlothlin from 1977 to 1979. Mr. McGlothlin is past President of the Buchanan County Bar Association. Mr. McGlothlin is a 1974 graduate of the University of Virginia and a 1977 graduate of the Marshall Wythe School of Law of the College of William and Mary.

He served as a member of the College Board of Virginia of the University of Virginia at Wise, formerly known as Clinch Valley College Advisory Board, from 1985 to 2010. He is a past President of the Kiwanis Club and a past Chairman of the Breaks District of the Sequoyah Council of the Boy Scouts of America. He is a former member of the Virginia Board of Forestry from 2002 to 2006 and the Great Southwest Group Home Commission from 1983 to 1992.

Mr. McGlothlin has been a Director of the Company and the Bank since 1998 and currently serves as Chairman of the Board and sits on the Executive, Compliance and Offering Committees of the Board. Mr. McGlothlin's experience as an attorney, administrator, and organizational and community leader provide the Board with a broad range of professional experience and his community involvement assists the Board in understanding the communities it serves and developing relationships within those communities.

**B. Scott White**, 65, is self-employed as a cattle rancher in Castlewood, Virginia, a private investor, and formerly President and CEO of a multi-state rock quarry, White Stone Company and White's Pelleting Company, from 1970 until the company was sold in 1997. Mr. White has also served as General Manager of Sky Blue Tower Company, LLC, a cell phone tower company in southwest Virginia from 2004 to 2008. He served two years as Chairman of the Board, and currently serves as Chairman of the Compliance Committee. Mr. White serves as a member of the Executive Committee, the Audit Committee, the Nominating Committee and the Offering Committee of the Company. He has been a director since 1998. Mr. White's experience as a small business owner and rancher provides experience to the Board relevant to its small business customer base.

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### **Executive Officers Who Are Not Directors**

The following biographical information discloses the age and business experience in the past five years for each of our executive officers who are not directors.

**Frank Sexton, Jr.**, 61, has served as Executive Vice President and Chief Operating Officer of both the Company and the Bank since December 2003. He had previously served as the Company's Executive Vice President, Chief Financial Officer and Secretary since 2001 and the Bank's Executive Vice President and Cashier since 1998.

**C. Todd Asbury**, 40, has served as Executive Vice President, Chief Financial Officer, and Treasurer of both the Company and the Bank since May 2009. Mr. Asbury has served as Secretary of the Company and the Bank since May 2010. He served as Senior Vice President, Chief Financial Officer, and Treasurer starting in December 2003.

**Stephen Trescot**, 62, has served as Executive Vice President and Chief Credit Officer of the Bank since February 28, 2011 until present. Mr. Trescot retired from Wachovia Bank in January 2009, after serving as Senior Credit Officer and Senior Loan Review Officer. He was with Wachovia for thirty-six years. Since retirement, Mr. Trescot served as Senior Vice President, Regional Credit Administrator with Washington Trust Bank, Senior Vice President, Senior Loan Review Officer with BB and T and as Member, Credit Risk Management, LLC.

**Sharon V. Borich**, 56, has served as Senior Vice President and Senior Lending Officer of the Bank from February 28, 2011 to present. Prior to this position, she served as Senior Vice President and Chief Credit Officer of the Bank since February 2010. Ms. Borich served as Vice President and Senior Loan Officer for the Bank from November 2009 to February 2010. Ms. Borich joined the Bank as Vice President and Branch Manager of the Bluefield, Virginia office in March 2005. Effective February 28, 2011, Ms. Borich no longer serves as a named executive officer.

### **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934 requires our directors and certain of our officers to file reports with the Securities and Exchange Commission ( SEC ) indicating their holdings of, or transactions in, our equity securities. Based on a review of these reports and written representations furnished to us, we believe that our directors and officers complied with all Section 16(a) filing requirements with respect to 2010.

### **Code of Ethics**

The Board of Directors has adopted a Code of Ethics for our directors, executive officers, and senior officers who have financial responsibilities. The Code of Ethics is designed to promote, among other things, honest and ethical conduct, proper disclosure of financial information in our periodic reports, and compliance with applicable laws, rules and regulations by our senior officers who have financial responsibilities. A copy of the Code of Ethics is filed as Exhibit 14.

### **Audit Committee**

The Company has a standing Audit Committee. The members of the Audit Committee are Messrs. Cox, Gent, Hearl, Keene (Chairman) and White. The Board in its business judgment has determined that all of the members of the Audit Committee are independent as defined by NASDAQ Stock Market Listing Rules and applicable SEC regulations. The Board of Directors also has determined that all of the members of the Audit Committee have sufficient knowledge in financial and auditing matters to serve on the Audit Committee and that Mr. Keene qualifies as an audit committee financial expert as defined by SEC regulations.

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### **Item 11. Executive Compensation**

#### **Compensation Committee Report**

The Compensation Committee of the Board of Directors has furnished the following report on executive compensation.

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis with the management of the Company. Based on that review and discussion, the Committee has recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Annual Report on Form 10-K.

#### *Members of the Compensation Committee*

John D. Cox (Chairman)

Charles H. Gent, Jr.

A. Frank Kilgore

Fred W. Meade

#### **Compensation Discussion & Analysis**

The Compensation Committee of the Board of Directors reviews and establishes the salary and other compensation of our Senior Management, including the named executive officers. The Committee consists entirely of independent directors who are not our officers or employees. Currently, the individuals serving as Chief Executive Officer and as executive officers also serve in the same capacities, respectively, for the Bank. These executive officers are presently compensated for services rendered by them to the Bank, but not for services rendered by them to the Company. The Committee also makes recommendations to the Board of Directors with respect to the executive officers' bonuses and long-term incentive awards under our stock option plan.

The objectives of the Bank's executive compensation programs are to fairly reward and retain effective and experienced management. The compensation programs are designed to reward effectiveness, experience and ability. The Committee establishes current compensation based primarily on review of competitive salary practices by similarly sized bank organizations in Virginia as listed in the Virginia Bankers Association Salary Survey, giving appropriate consideration to regional cost of living differences and strategies. This survey is used as a guide to determine the base salary and bonus of executive officers. The elements of compensation are as follows: base salary, bonuses, stock options, deferred compensation, insurance benefits and 401(K) matching contributions as presented in Summary Compensation Table included in the section entitled Executive Compensation. As of December 31, 2010, there was also a salary continuation agreement with the Chief Operating Officer which had been designed as a long-term incentive to retain his service as an employee. The salary continuation agreement with the current Chief Operating Officer remains in effect and is discussed below. We pay each element of compensation to maximize the continuity of management and investment return. The Committee determines the amount of each element of compensation based on the following factors: regional and statewide comparisons, individual efforts, success and our overall performance. The Committee's decisions regarding each element relate to our overall compensation objectives and affect decisions regarding other elements.

The Committee has developed and implemented compensation policies and plans that seek to enhance our profitability and maximize shareholder value by aligning the financial interests of our senior officers with those of our shareholders. The policies are designed to provide competitive levels of compensation to attract and retain high quality corporate officers and key employees with outstanding abilities and to motivate them to perform to the full extent of their abilities. The compensation program is designed to provide levels of compensation that reflect both the individual's and the organization's performance in achieving the organization's goals and objectives and in helping to build value for our shareholders. The components of the compensation of our executive officers and the Bank include salaries and bonuses paid by the Bank and long-term incentives through stock options granted by us. Although no stock options were awarded to the named executive officers in 2010, each executive has outstanding unexercised options that the Committee believes help align the executives' interests directly to the shareholders' interests. Salaries are designed to provide basic remuneration for services, to be competitive in our market and to assist in retention. In addition, annual bonus decisions take into account the achievement of corporate strategic goals, such as profitability, rates of return, asset growth and asset quality are achieved during the periods evaluated for bonus consideration, further aligning the interests of executive officers and shareholders.

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We align performance and compensation based upon strategic goals that are incorporated in our budget and approved by the Board of Directors. Risks are monitored by the Board of Directors by review of the budget versus actual performance, internal policy limits for various key performance ratios, asset quality ratios, interest rate



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sensitivity shocks, liquidity management, and capital levels. All of these components together with continuation of employment are considered to determine appropriate risks taken by management and the employees. It is at the discretion of the Board of Directors to pay cash bonuses or any other incentives if goals are met or exceeded. In 2010, the Board did not pay bonuses to any employee.

### **Base Salary and Bonus**

Our performance, in general, is considered in determining the amount of annual salary increases. The Committee sets base salaries at levels competitive with amounts paid to senior executives with comparable qualifications, experience and responsibilities after comparing salary ranges of similarly sized banks. The Virginia Bankers Association Salary Survey was used for comparison of salaries paid for similar positions and responsibilities. The Committee also takes into consideration our growth and performance, including but not limited to, branch expansion, asset quality, asset growth, and earnings.

The Committee approves the named executive officers' annual salary based on the above criteria and its assessment of their past performance and expected future contributions. In addition to the internal measures above, the Board of Directors also reviews our financial performance in relation to peer group averages in the Virginia Bankers Association Salary Survey. A subjective approach is used in its evaluation of these factors, and therefore the Committee does not rely on a formula or weights of specific factors.

For bonuses, at the beginning of the year the Committee recommends a target bonus pool for senior management to the Board of Directors for approval. To set the bonus pool the Committee considers peer group bonuses, relying on the Virginia Bankers Association Salary Survey, base salaries and overall Company performance. For 2010 the senior management target bonus pool was set at \$170,000. Typically, at the end of the year the Committee revisits the target bonus pool considering actual overall Company performance for the year, while also taking into account the current economic atmosphere and other factors that the Committee deems relevant. As a result the senior management bonus pool the Committee recommends to the Board of Directors at the end of the year may be larger or smaller than the target bonus pool set at the beginning of the year. The Committee then prepares individual bonus recommendations for each member of senior management, including the named executive officers. Generally, the bonus recommendations are set as a proportional percentage of the final bonus pool based on relative base salary. However, individual bonus recommendations may be adjusted up or down based on the Committee's evaluation of the individual's performance over the year. The Board of Directors then considers the Committee's recommendations and sets the actual bonus pool and individual bonuses. In September 2010, in light of the anticipated net loss for the year 2010, the bonus was cancelled and not paid.

The Chief Executive Officer does not set his own salary or bonus or the salaries or bonuses of the other named executive officers. The CEO is involved in the other named executive officers' compensation, and provides input to the Committee regarding his own. However, recommendations are made by the Committee and the final decision resides with the Board of Directors.

### **Stock Options**

The stock option plan is intended to provide a means for selected key employees to increase their personal financial interest in us, thereby stimulating the efforts of these employees and strengthening their desire to remain with us. The stock option plan permits the award of incentive stock options and non-qualified stock options to directors and eligible officers and key employees. The Board of Directors makes grants under the stock option plan on a discretionary basis, taking into consideration the respective scope of accountability and contributions of each director and employee, including the Chief Executive Officer, to us. In 2010, the Committee did not award any stock options to any of the executive officers or other employees. Since the change in accounting regulations in 2005 regarding expensing stock options, no stock options have been awarded to any individuals.

There is no set time for the awarding of stock options, however, for the years in which options were granted, the options have been granted in January or December. The stock option plan allows for the awarding of stock options, but no set levels of criteria or performance thresholds are necessary before options can be granted. We have no set policy regarding recapturing awards if based on financial results that have been misstated. The Board is considering whether to propose a new stock option plan for shareholder approval.

### **Other Elements of Compensation**

Each named executive officer is provided with the use of a company vehicle.

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On December 18, 2002, the Bank entered into a salary continuation agreement with Frank Sexton, Jr. If Mr. Sexton were to terminate his employment prior to his 65th birthday, his benefit would be \$23,424 annually to be paid in 180 month installments for 15 years; total value is \$211,889 (as of November 1, 2010).

**Compensation Committee Interlocks and Insider Participation**

No member of the Compensation Committee is a current or former executive officer or employee of the Company or any of its subsidiaries. In addition, there are no Compensation Committee interlocks with other entities with respect to any such member.

**Executive Compensation**

The following table shows, for the fiscal years ended December 31, 2010, 2009, and 2008, the cash compensation that we paid to the named executive officers in all capacities in which they served:

**Summary Compensation Table****Fiscal Years 2010, 2009 and 2008**

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings \$( <sup>(1)</sup> )	All Other Compensation \$( <sup>(2)</sup> )	Total (\$)
Jonathan H. Mullins <sup>(3)</sup> President and Chief Executive Officer (From May 19, 2009)	2010	220,000			12,359	232,359
	2009	184,119			8,816	192,935
Frank Sexton, Jr. Executive Vice President and Chief Operating Officer	2010	162,516		31,570	9,414	203,500
	2009	161,107		29,295	8,271	198,673
	2008	146,016	17,522	27,185	7,240	197,963
C. Todd Asbury Executive Vice President, Chief Financial Officer, Secretary and Treasurer	2010	157,500			8,606	166,106
	2009	153,238			7,234	160,472
	2008	135,200	16,224		6,684	158,108
Sharon V. Borich Senior Vice President and Chief Credit Officer	2010	122,404			6,714	129,118
	2009					
	2008					

(1) These amounts represent the change in the actuarial present value of the accumulated benefit under the salary continuation agreement for Mr. Sexton.

(2) All benefits that might be considered of a personal nature did not exceed \$10,000. All other compensation includes amounts for Mr. Mullins representing matching contributions under the Bank's defined contribution plan of \$11,615 and \$8,816 in 2010 and 2009, respectively; amounts for Mr. Sexton representing matching contributions in 2010, 2009 and 2008 under the Bank's defined contribution

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plan of \$8,387, \$7,726, and \$7,240, respectively; and amounts for Mr. Asbury representing matching contributions in 2010, 2009 and 2008 for the Bank's defined contribution plan of \$8,046, \$7,234, and \$6,684, respectively.

- (3) Mr. Mullins became President and CEO on May 19, 2009 and his compensation reflects his pay for 2009 including his compensation as a non-named executive officer and also as a named executive officer.
- (4) Ms. Borich became Senior Vice President and Chief Credit Officer in February 2010 and her compensation reflects her pay for 2010 including her compensation as a non-named executive officer and also as a named executive officer.

### **Grants of Plan-Based Awards**

The named executive officers did not receive any grants of plan-based awards during fiscal 2010.

**Table of Contents****Outstanding Equity Awards at Fiscal Year-End 2010**

The following table sets forth for the year ended December 31, 2010, the outstanding equity awards at fiscal year-end to the named executive officers. The named executive officers have not received other stock awards:

**Option Awards**

<b>Name</b>	<b>Number of Securities Underlying Unexercised Options (#) Exercisable<sup>(1)</sup></b>	<b>Option Exercise Price<sup>(2)</sup> (\$)</b>	<b>Option Expiration Date</b>
Jonathan H. Mullins President and Chief Executive Officer	1,791	6.99	12/31/12 <sup>(4)</sup>
	1,430	6.99	12/31/13 <sup>(5)</sup>
	5,363	9.44	12/13/14 <sup>(6)</sup>
	16,087	11.54	12/20/15 <sup>(7)</sup>
Frank Sexton, Jr. Executive Vice President and Chief Operating Officer	14,300	5.25	12/31/11 <sup>(3)</sup>
	7,150	6.99	12/31/12 <sup>(4)</sup>
	5,362	6.99	12/31/13 <sup>(5)</sup>
	5,363	9.44	12/13/14 <sup>(6)</sup>
	16,088	11.54	12/20/15 <sup>(7)</sup>
C. Todd Asbury Executive Vice President, Chief Financial Officer, Secretary and Treasurer	5,362	9.44	12/13/14 <sup>(6)</sup>
	16,088	11.54	12/20/15 <sup>(7)</sup>
Sharon V. Borich	4,290	11.54	12/20/15 <sup>(7)</sup>

- (1) The amounts have been adjusted for the 10% stock dividend granted on June 7, 2005 and the 13-for-10 stock split effected in the form of a stock dividend on September 4, 2007.
- (2) Stock options were granted at the fair market value of the shares of Common Stock at the grant dates. The grants are exercisable immediately after they are granted.
- (3) Options were awarded and fully vested on December 31, 2001.
- (4) Options were awarded and fully vested on December 31, 2002.
- (5) Options were awarded and fully vested on December 31, 2003.
- (6) Options were awarded and fully vested on December 13, 2004.
- (7) Options were awarded and fully vested on December 20, 2005.

**Option Exercises and Stock Vested**

There were no exercises of stock option awards or stock awards that vested for the named executive officers in 2010.

**Pension Benefits**

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The following table sets forth for the year ended December 31, 2010, information with respect to the salary continuation agreement, which provide for payments following retirement.

Name	Plan Name	Number of Years of Credited Service (#)	Present Value of Accumulated Benefit (\$) <sup>(1)</sup>
Jonathan H. Mullins President and Chief Executive Officer	N/A		
Frank Sexton, Jr. Executive Vice President and Chief Operating Officer	Salary Continuation Agreement	N/A	217,487
C. Todd Asbury Executive Vice President, Chief Financial Officer, Secretary and Treasurer	N/A		
Sharon V. Borich Senior Vice President and Chief Credit Officer	N/A		

- (1) Assumes for Mr. Sexton the following: a retirement age of 65, fixed principal payments for 180 months following retirement, at a discount rate of 7.50%. Under APB 12, the interest method of accounting is used.

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For further information on the salary continuation plans of Mr. Sexton, please refer to the Other Elements of Compensation section above.

**Nonqualified Deferred Compensation**

We do not have a nonqualified deferred compensation plan for the named executive officers.

**Employment or Change in Control Agreements**

Neither the Company nor the Bank has entered into an employment agreement or change in control agreement with any of the named executive officers.

**Director Compensation**

The following table sets forth, as of December 31, 2010, certain information with respect to director compensation for each of the members of the Board of Directors. The directors did not receive any other compensation during 2010 for their services as directors on the Board.

**Director Compensation for 2010**

Name	Fees Earned or Paid in Cash <sup>(1)</sup> (\$)	Total (\$)
Tim W. Ball	10,900	10,900
Joe M. Carter	14,350	14,350
John D. Cox	13,000	13,000
Charles H. Gent, Jr.	11,850	11,850
Eugene Hearl (1)	700	700
Harold Lynn Keene, Jr.	15,150	15,150
A. Frank Kilgore	10,800	10,800
John D. Maxfield (2)	1,500	1,500
Michael G. McGlothlin	12,050	12,050
Fred W. Meade	13,700	13,700
Jonathan H. Mullins	3,200	3,200
Bill Ed Sample(3)	3,600	3,600
Stephen H. Starnes (4)	1,900	1,900
B. Scott White	13,800	13,800

(1) Each of the directors holds stock options covering shares of our common stock except Director Hearl who joined the Board on November 29, 2010. Such amounts are all reflected in the Beneficial Ownership Table.

(2) Former Director John D. Maxfield resigned from the Board of Directors on March 3, 2010 due to medical reasons regarding hearing impairment.

(3) Former Director Bill Ed Sample resigned from the Board of Directors on April 28, 2010 due to personal reasons.

(4) Former Director Stephen H. Starnes resigned from the Board of Directors on March 8, 2010 for business purposes.

In 2010, each director was paid \$700 per month for service on the Board of Directors and a maximum of \$100 per committee meeting for each committee of which a director is a member with the exception of the Director Loan Committee which was established in July 2010 and each member received \$150 per meeting. For 2011, each existing director will be paid \$700 per Board of Director meeting and \$200 per committee meeting for each committee.

**Table of Contents****Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters****Security Ownership of Management**

The following table sets forth, as of April 26, 2011, certain information with respect to beneficial ownership of shares of Common Stock by each of the members of the Board of Directors, by each of the executive officers named in the Summary Compensation Table below and by all directors and executive officers as a group. Beneficial ownership includes shares, if any, held in the name of the individual's spouse, minor children or other relatives of the individual living in such person's home, as well as shares, if any, held in the name of another person under an arrangement whereby the director or executive officer can vest title in himself at once or at some future time.

Name of Beneficial Owner	Common Stock Beneficially Owned <sup>(1)</sup>	Exercisable Options Beneficially Owned <sup>(2)</sup>	Total Shares Beneficially Owned	Percent of Class <sup>(3)</sup>
C. Todd Asbury		21,450	21,450	*
Tim W. Ball	3,432	16,640	20,072	*
Sharon V. Borich		4,290	4,290	*
Joe M. Carter	23,660 <sup>(4)</sup>	16,640	40,300	*
John D. Cox**	53,072 <sup>(5)</sup>	13,780	66,852	*
Charles H. Gent, Jr.	27,170 <sup>(6)</sup>	10,920	38,090	*
Eugene Hearl	1,100		1,100	*
Harold Lynn Keene**	44,450	8,060	52,510	*
A. Frank Kilgore	96,620 <sup>(7)</sup>	10,920	107,540	1.05%
Michael G. McGlothlin**	118,267	16,640	134,907	1.32%
Fred W. Meade**	38,896 <sup>(8)</sup>	16,640	55,536	*
Jonathan H. Mullins**	1,100	24,671	25,771	*
Frank Sexton, Jr.	32,461 <sup>(9)</sup>	48,262	80,723	*
Stephen Trescot				*
B. Scott White**	381,929 <sup>(10)</sup>	8,060	389,989	3.81%
All Directors and Executive Officers as a group (14 persons)	822,157	216,973	1,039,130	10.16%

\* Percentage of ownership is less than one percent of the outstanding shares of Common Stock.

\*\* Members of the Executive Committee.

(1) Except as otherwise indicated, each director, director nominee or executive officer has sole voting power and investment power with respect to the shares shown.

(2) Includes options that will become exercisable within 60 days on April 26, 2011.

(3) Based on 10,010,178 shares of Common Stock issued and outstanding on April 26, 2011

(4) Includes 6,901 shares held by Mr. Carter's wife.

(5) Includes 12,584 shares held by Mr. Cox's wife and 31,336 shares held by Cox Ford Tractor, Inc. of which Mr. Cox is Owner.

(6) Includes 2,860 shares held by Mr. Gent's wife and 2,860 shares Mr. Gent holds as custodian for his child.

(7) Includes 5,200 shares Mr. Kilgore holds as trustee for his grandchildren.

(8) Includes 36,036 shares Mr. Meade holds jointly with his wife.

(9) Includes 440 shares Mr. Sexton holds jointly with his child.

(10) Includes 57,200 shares held by Mr. White's wife and 2,717 shares Mr. White holds as trustee for his child.

**Security Ownership of Certain Beneficial Owners**

As of April 26, 2011, the following persons are known to us that beneficially own five percent or more of the Company's stock. Other than as disclosed below, the Company is not aware of any person or group, as those terms are defined in the Securities Exchange Act of 1934, who beneficially owned more than 5% of the outstanding Common Stock as of April 26, 2011.

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Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Richard G. Preservati and N. Karen Preservati	550,000	5.50%
Post Office Box 1003, Princeton, West Virginia 24740		

**Equity Compensation Plan**

The following table sets forth information as of December 31, 2010, with respect to compensation plans under which shares of Common Stock are authorized for issuance:

Plan Category	Number of Securities to Be Issued upon Exercise of Outstanding Options, Warrants and Rights <sup>(1)</sup>	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights <sup>(1)</sup>	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans <sup>(1)</sup>
<b>Equity Compensation Plans Approved by Shareholders:</b>			
2001 Stock Option Plan	771,344	\$ 8.81	382,947
<b>Equity Compensation Plans Not Approved by Shareholders <sup>(2)</sup></b>			
<b>Total</b>	771,344	\$ 8.81	382,947

<sup>(1)</sup> The total number of both the securities to be issued upon exercise of outstanding options, warrants and rights and the securities remaining available for future issuance under equity compensation plans, as well as the weighted average exercise price, reflect the ten percent stock dividend paid on June 7, 2005 and the 13-for-10 stock split effected in the form of a stock dividend on September 4, 2007.

<sup>(2)</sup> The Company does not have any equity compensation plans that have not been approved by shareholders.

**Item 13. Certain Relationships, Related Transactions and Director Independence**

Certain of our directors and officers and persons with whom they are associated have had, and expect to have in the future, banking transactions with us. Any extensions of credit to our directors and officers are made in the ordinary course of business, were required to be on substantially the same terms, including interest rates and collateral, as comparable transactions to non-related parties at the time of the extension of credit, and did not involve more than the normal risk of collectability or present other unfavorable features, pursuant to Regulation O Loans to Executive Officers, Directors and Principal Shareholders of Member Banks.

We have not adopted a formal policy that covers the review and approval of related person transactions by our Board of Directors. The Board, however, does review all related party transactions that are proposed to it for approval. During such a review, the Board will consider, among other things, the related person's relationship to us, the facts and the circumstances of the proposed transaction, the aggregate dollar amount of the transaction, the related person's relationship to the transaction and any other material information. Our Audit Committee has the responsibility to review significant conflicts of interest involving directors or executive officers.

**Item 14. Principal Accountant Fees and Services****INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS**

Brown, Edwards & Company, L.L.P. ( Brown, Edwards ) served as our independent registered public accountants with respect to the audit of our consolidated financial statements for the fiscal year ended December 31, 2010.



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On March 28, 2011, the Audit Committee received notification from Brown, Edwards indicating that it declines to stand for reappointment after completion of the audit for the Company's 2010 fiscal year.

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During the fiscal years ended December 31, 2009 and December 31, 2010, and during the period from January 1, 2011 through March 28, 2011, the Company had (i) no disagreements with Brown, Edwards on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, any of which that, if not resolved to Brown, Edwards' satisfaction, would have caused it to make reference to the subject matter of any such disagreement in connection with its reports for such years and interim period and (ii) no reportable events within the meaning of Item 304(a)(1)(v) of Regulation S-K during the two most recent fiscal years or the subsequent interim period.

Brown, Edwards' reports on the Company's consolidated financial statements for the fiscal years ended December 31, 2009 and December 31, 2010, do not contain any adverse opinion or disclaimer of opinion, nor are they qualified or modified as to uncertainty, audit scope, or accounting principles.

These matters were previously disclosed in a Current Report on Form 8-K filed on April 12, 2011. The Company provided Brown, Edwards a copy of the disclosures and requested that Brown, Edwards furnish the Company with a letter addressed to the SEC stating whether or not Brown, Edwards agrees with the above statements. A copy of such letter, dated April 11, 2011 is filed as Exhibit 16.1 to Current Report on Form 8-K and is incorporated by reference thereto as Exhibit 16.1 hereto.

The decision to change the Company's registered public accounting firm was approved by the Audit Committee.

The Audit Committee has approved Elliott Davis, LLC as independent registered public accountants to audit our consolidated financial statements for the fiscal year ending December 31, 2011. The engagement letter is anticipated to be signed early May 2011.

## **AUDIT INFORMATION**

The Audit Committee operates under a written charter adopted by the Board of Directors. A copy of the Audit Committee charter is filed as Exhibit 99. The members of the Audit Committee are independent as that term is defined in the NASDAQ Stock Market Listing Rules and applicable SEC regulations.

### **Fees of Independent Registered Public Accountants**

**Audit Fees** The aggregate fees billed by Brown, Edwards for professional services rendered for the audit of our annual financial statements for the fiscal years ended December 31, 2010 and 2009, and for the review of the financial statements included in the Company's Quarterly Reports on Form 10-Q, and services that are normally provided in connection with statutory and regulatory filings and engagements, for fiscal years ending December 31, 2010 and 2009 were \$168,595 and \$87,150, respectively.

**Audit Related Fees** The aggregate fees billed by Brown, Edwards for professional services for assurance and related services that are reasonably related to the performance of the audit or review of our financial statements and not reported under the heading "Audit Fees" above for the fiscal years ended December 31, 2010 and 2009 were \$13,192 and \$15,029, respectively. During 2010 and 2009, these services included the performance of audits of the 401-k benefit plan; accounting consultations regarding nonperforming assets, deferred taxes, troubled debts restructured, goodwill, and disclosures in Form 10-K.

**Tax Fees** The aggregate fees billed by Brown, Edwards for professional services for tax compliance, tax advice and tax planning for the fiscal years ended December 31, 2010 and 2009 were \$11,250 each year. During 2010 and 2009, these services included preparation of tax returns as necessary and for NPB Capital Trusts I & 2, as well as tax compliance services.

**All Other Fees** None.

**Pre-Approved Services** All audit related services, tax services and other services were pre-approved by the Audit Committee, which concluded that the provision of such services by Brown, Edwards was compatible with the maintenance of that firm's independence in the conduct of their auditing functions. The Audit Committee has a policy that provides for the pre-approval of all services to be provided by its independent registered public accounting firm. The Audit Committee does not delegate to management its responsibility to pre-approve services performed by the independent registered public accounting firm. All of the services mentioned above were pre-approved by the Audit Committee.

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**Item 15. Exhibits and Financial Statement Schedules**

(a)(1) The response to this portion of Item 15 is included in Item 8 above.

(a)(2) The response to this portion of Item 15 is included in Item 8 above.

(a)(3) The following exhibits are filed as part of this Form 10-K:

The following exhibits are filed as part of this Form 10-K, and this list includes the exhibit index:

**Exhibits**

2	Agreement and Plan of Share Exchange dated August 15, 2001 (incorporated by reference to Exhibit 2 to Form 8-K filed December 17, 2001)
3.1	Articles of Incorporation of Registrant (incorporated by reference to Exhibit 3.1 to Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2004)
3.2	Bylaws of Registrant (incorporated by reference to Exhibit 3.1 to Form 8-K filed April 15, 2004)
10.1*	New Peoples Bank, Inc. 2001 Stock Option Plan (incorporated by reference to Exhibit 10.1 to Annual Report on Form 10-KSB for the fiscal year ended December 31, 2001)
10.2*	Form of Non-Employee Director Non-Qualified Stock Option Agreement (incorporated by reference to Exhibit 10.2 to Form 8-K filed November 30, 2004)
10.3*	Form of Incentive Stock Option Agreement (incorporated by reference to Exhibit 10.3 to Form 8-K filed November 30, 2004)
10.4*	Salary Continuation Agreement dated December 18, 2002 between New Peoples Bank, Inc. and Frank Sexton, Jr. (incorporated by reference to Exhibit 10.6 to Annual Report on Form 10-K for the fiscal year ended December 31, 2004)
10.5*	First Amendment dated June 30, 2003 to Salary Continuation Agreement between New Peoples Bank, Inc. and Frank Sexton, Jr. (incorporated by reference to Exhibit 10.7 to Annual Report on Form 10-K for the fiscal year ended December 31, 2004)
10.6*	Letter Agreement, dated as of June 29, 2009, between the Company and Kenneth D. Hart (incorporated by reference to Exhibit 10.1 to Quarterly Report on Form 10-Q for the quarter ended June 30, 2009)
10.7	Written Agreement, effective August 4, 2010, by and among New Peoples Bankshares, Inc., New Peoples Bank, Inc., the Federal Reserve Bank of Richmond and the State Corporation Commission Bureau of Financial Institutions (incorporated by reference to Exhibit 10.1 to Form 8-K filed August 6, 2010)
14	Code of Ethics (incorporated by reference to Exhibit 14 to Annual Report on Form 10-K for the fiscal year ended December 31, 2003)
21	Subsidiaries of the Registrant
23	Consent of Brown, Edwards and Company, L.L.P.
24	Powers of Attorney (contained on signature page)
31.1	Certification by Chief Executive Officer pursuant to Rule 13a-14(a)
31.2	Certification by Chief Financial Officer pursuant to Rule 13a-14(a)
32	Certification by Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350

\* Denotes management contract.

- (b) See Item 15(a)(3) above.
- (c) See Items 15(a)(1) and (2) above.

**Table of Contents****SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**NEW PEOPLES BANKSHARES, INC.**

By: /s/ JONATHAN H. MULLINS  
**Jonathan H. Mullins**  
**President and Chief Executive Officer**  
Date: June 23, 2011

By: /s/ C. TODD ASBURY  
**C. Todd Asbury**  
**Executive Vice President and Chief Financial Officer**  
Date: June 23, 2011

**POWER OF ATTORNEY**

Each of the undersigned hereby appoints Jonathan H. Mullins and C. Todd Asbury, and each of them, as attorneys and agents for the undersigned, with full power of substitution, in his name and on his behalf as a director of New Peoples Bankshares, Inc. (the Registrant), to act and to execute any and all instruments as such attorneys or attorney deem necessary or advisable to enable the Registrant to comply with the Securities Exchange Act of 1934, and any rules, regulations, policies or requirements of the Securities and Exchange Commission (the Commission) in respect thereof, in connection with the preparation and filing with the Commission of the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2010 (the Report), and any and all amendments to such Report, together with such other supplements, statements, instruments and documents as such attorneys or attorney deem necessary or appropriate.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant in the capacities and on the dates indicated.

Signature	Capacity	Date
/s/ JONATHAN H. MULLINS <b>Jonathan H. Mullins</b>	President and Chief Executive Officer (Principal Executive Officer)	June 23, 2011
/s/ C. TODD ASBURY <b>C. Todd Asbury</b>	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	June 23, 2011
/s/ TIM BALL <b>Tim Ball</b>	Director	June 23, 2011
/s/ JOE CARTER <b>Joe Carter</b>	Director	June 23, 2011
/s/ JOHN D. COX <b>John D. Cox</b>	Director	June 23, 2011

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/s/ CHARLES H. GENT	Director	June 23, 2011
<b>Charles H. Gent</b>		
/s/ EUGENE HEARL	Director	June 23, 2011
<b>Eugene Hearl</b>		
/s/ HAROLD LYNN KEENE	Director	June 23, 2011
<b>Harold Lynn Keene</b>		
/s/ FRANK KILGORE	Director	June 23, 2011
<b>Frank Kilgore</b>		

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<i>/s/</i> MICHAEL G. MCGLOTHLIN	Chairman, Director	June 23, 2011
<b>Michael G. McGlothlin</b>		
<i>/s/</i> FRED MEADE	Director	June 23, 2011
<b>Fred Meade</b>		
<i>/s/</i> B. SCOTT WHITE	Director	June 23, 2011
<b>B. Scott White</b>		