

NEW PEOPLES BANKSHARES INC
Form 10-K
July 06, 2009

United States
Securities and Exchange Commission
Washington, D.C. 20549
FORM 10-K

x **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For fiscal year ended December 31, 2008

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**

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):

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Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

(Do not check if 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 \$9.00 per share on the last business day of the second quarter of 2008 was \$78,066,765.00.

The number of shares outstanding of the registrant's common stock was 10,008,902 as of May 12, 2009.

DOCUMENTS INCORPORATED BY REFERENCE:

None

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PART I

Item 1. Business General

New Peoples Bankshares, Inc. (New Peoples) is a bank holding company operating under the laws of Virginia and is headquartered in Honaker, Virginia. 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. Also, effective January 1, 2009, New Peoples became a bank holding company. Previously, New Peoples was a financial holding company.

The Bank offers a range of banking and related financial services focused primarily towards 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 will enable us to establish a niche in the financial services marketplace in our market.

The Bank is headquartered in Honaker, Virginia and operates 31 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 advanced 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.

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.

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. Also, effective January 1, 2009, New Peoples became a bank holding company. Previously, New Peoples was a financial holding company.

Location and Market Area

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 Esserville, Pound, and Lee County, Virginia and Jonesborough, Tennessee. During 2007, we opened three full service offices in Bland, and Chilhowie, Virginia; and Bramwell, West Virginia. We purchased two operating branch banks, 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. Management will continue to investigate and consider other possible sites that would enable us to profitably serve our chosen market area.

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. While we plan to seek regulatory approval at the appropriate time to establish additional banking offices, there can be no assurance when or if we will be able to undertake such expansion plans.

Internet Site

In March 2001, we opened our internet banking site at 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. 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 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.

We offer a full range of short-to-medium term commercial 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.

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

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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,				
	2008	2007	2006	2005	2004
Commercial, financial and agricultural	15.26%	17.77%	18.34%	20.08%	18.49%
Real estate construction	8.96%	5.63%	6.63%	5.61%	2.95%
Real estate mortgage	67.04%	67.87%	65.18%	64.47%	66.72%
Installment loans to individuals	8.74%	8.73%	9.85%	9.84%	11.83%
Total	100.00%	100.00%	100.00%	100.00%	100.00%

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 the 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 properties are in place. These are in addition to the usual credit analysis of borrowers. Management feels that the loan-to-value ratios are sufficient to minimize the risk of loss and to compensate for 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.

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

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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. Such loans may also give rise to

claims and defenses by a consumer loan borrower against an assignee of such loan such as the Bank, and a borrower may be able to assert against such assignee claims and defenses that it has against the seller of the underlying collateral.

Our underwriting policy for consumer loans is to accept moderate risk while minimizing 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.

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 anticipate exercising trust powers in the next few years. We may establish a trust department in the future but cannot do so without the prior approval of the Virginia State Corporation Commission's Bureau of Financial Institutions. In the interim, 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, 2008, 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 29.88%, Scott County, VA 33.68%, Dickenson County, VA 24.86%, Tazewell County, VA 8.10%, Smyth County, VA 3.36%, Lee County, VA 7.15%, Buchanan County, VA 9.94%, Wise County, VA 10.13%, city of Norton, VA 20.77%, Bland County, VA 28.00%, combined Washington County, VA and the City of Bristol, VA 3.22%, Mercer County, WV 5.13%, Sullivan County, TN 0.65%, and Washington County, TN 0.65%.

Employees

As of December 31, 2008, we had 377 total employees, of which 352 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, and the examination and reporting requirements of the Board of Governors of the Federal Reserve System (the Federal Reserve). 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. It 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, the investments that it makes and the aggregate amount of loans that it may grant to one borrower.

The following description summarizes the 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 Bank Holding Company Act, New Peoples is subject to periodic examination by the Federal Reserve, with the cost of any such examination paid by New Peoples. New Peoples is required to file periodic reports regarding its operations and any additional information that the Federal Reserve may require. Activities at the bank holding company level are 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.

Some of the activities that the Federal Reserve has determined by regulation to be proper incidents to the business of a bank holding company include making or servicing loans and specific types of leases, performing specific data processing services and acting in some circumstances as a fiduciary or investment or financial adviser.

With some limited exceptions, the Bank Holding Company Act 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.

In addition, and subject to some exceptions, the Bank Holding Company Act and the Change in Bank Control Act, together with the regulations promulgated thereunder, require Federal Reserve approval prior to any person or company acquiring control of a bank holding company. Control is conclusively presumed to exist if an individual or company acquires 25% or more of any class of voting securities of the bank holding company. Control is rebuttably presumed to exist if a person acquires 10% or more, but less than 25%, of any class of voting securities and either has registered securities under Section 12 of the Securities Exchange Act of 1934 or no other person owns a greater percentage of that class of voting securities immediately after the transaction. The regulations provide a procedure for challenging this rebuttable control presumption.

Payment of Dividends New Peoples is a legal entity separate and distinct from its banking and other subsidiaries. New Peoples derives the majority of its revenues from dividends paid to the company 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. New Peoples does not expect that any of these laws, regulations or policies will materially affect the ability of the Bank to pay dividends. During the year ended December 31, 2008 the Bank, however, did not declare any dividends to New Peoples in order to retain earnings to fund future loan growth and branch expansion efforts. For additional discussion of restriction on dividends see Note 16 in the notes to the consolidated financial statements.

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 unsafe and unsound banking practice.

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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, New Peoples and the Bank 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. 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 equal to 3% to 5%, subject to federal bank regulatory evaluation of an organization's overall safety and soundness. 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 holding company or 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 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 by the agency as a factor in evaluating a banking organization's capital adequacy.

The FDIC may take various corrective actions against any undercapitalized bank and any bank that fails to submit an acceptable capital restoration plan or fails to implement a plan accepted by the FDIC. These powers include, but are not limited to, requiring the institution to be recapitalized, prohibiting asset growth, restricting interest rates paid, 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 of December 31, 2008, New Peoples and the Bank were well capitalized, with Total Capital ratios of 10.78% and 11.36%, respectively; Tier 1 Capital ratios of 9.50% and 10.28%, respectively; and leverage ratios of 7.72% and 8.35%, respectively.

Other Safety and Soundness Regulations There are a number of obligations and restrictions imposed on bank holding companies and their depository institution 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, under the requirements of the Federal Reserve with respect to bank holding company operations, a bank holding company is required 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.

Interstate Banking and Branching Current federal law authorizes interstate acquisitions of banks and bank holding companies without geographic limitation. A bank headquartered in one state is authorized to merge with a bank headquartered in another state, as long as neither of the states had opted out of such interstate merger authority prior to June 1997. After a bank has established branches in a state through an interstate merger transaction, the bank may establish and acquire additional branches at any location in the state where a bank headquartered in that state could have established or acquired branches under applicable federal or state law.

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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 instruments of monetary policy employed by the Federal Reserve include open market operations in United States government securities, changes in the discount rate on member bank borrowing and changes in reserve requirements against deposits held by all federally insured banks. 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 changing conditions in the national and

international economy and in the money markets, as well as the effect of actions by monetary fiscal authorities, including the Federal Reserve, no prediction can be made as to possible future changes in interest rates, deposit levels, loan demand or the business and earnings of the Bank.

Federal Reserve System In 1980, Congress enacted legislation that imposed reserve requirements on all depository institutions that maintain transaction accounts or nonpersonal time deposits. NOW accounts, money market deposit accounts and other types of accounts that permit payments or transfers to third parties fall within the definition of transaction accounts and are subject to these reserve requirements, as are any nonpersonal time deposits at an institution. These percentages 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.

Transactions with Affiliates Transactions between banks and their affiliates are governed by Sections 23A and 23B of the Federal Reserve Act. An affiliate of a bank is any bank or entity that controls, is controlled by or is under common control with such bank. Generally, Sections 23A and 23B (i) limit the extent to which the Bank or its subsidiaries may engage in covered transactions with any one affiliate to an amount equal to 10% of such institution's capital stock and surplus, and maintain an aggregate limit on all such transactions with affiliates to an amount equal to 20% of such capital stock and surplus, and (ii) require that all such transactions be on terms substantially the same, or at least as favorable, to the association or subsidiary as those provided to a nonaffiliate. The term covered transaction includes the making of loans, purchase of assets, issuance of a guarantee and similar other types of transactions.

Loans to Insiders The Federal Reserve Act and related regulations impose specific restrictions on loans to directors, executive officers and principal shareholders of banks. Under Section 22(h) of the Federal Reserve Act, loans to a director, an executive officer and to a principal shareholder of a bank, and some affiliated entities of any of the foregoing, may not exceed, together with all other outstanding loans to such person and affiliated entities, the bank's loan-to-one borrower limit. Loans in the aggregate to insiders and their related interests as a class are limited to the bank's unimpaired capital and unimpaired surplus. Section 22(h) also prohibits loans, above amounts prescribed by the appropriate federal banking agency, to directors, executive officers and principal shareholders of a bank or bank holding company, and their respective affiliates, unless such loan is approved in advance by a majority of the board of directors of the bank with any interested director not participating in the voting. The FDIC has prescribed the loan amount, which includes all other outstanding loans to such person, as to which such prior board of director approval is required, as being the greater of \$25,000 or 5% of capital and surplus (up to \$500 thousand). Section 22(h) requires that loans to directors, executive officers and principal shareholders be made on terms and underwriting standards substantially the same as offered in comparable transactions to other persons.

Community Reinvestment Act Under the Community Reinvestment Act and related regulations, 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 requires the adoption by each institution of a Community Reinvestment Act statement for each of its market areas describing the depository institution's 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. The Bank received a rating of Satisfactory at its last Community Reinvestment Act performance evaluation, as of August 13, 2007.

The GLBA (see below) and federal bank regulators have made various changes to the Community Reinvestment Act. Among other changes, Community Reinvestment Act agreements with private parties must be disclosed and annual reports must be made to a bank's primary federal regulator. A bank holding company will not be permitted to become a financial holding company and no new activities authorized under the GLBA 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.

Fair Lending; Consumer Laws In addition to the Community Reinvestment Act, other federal and state laws regulate various lending and consumer aspects of the banking business. The Federal banking agencies and the Department of Justice, have become concerned that prospective borrowers experience discrimination in their efforts to obtain loans from depository and other lending institutions. These agencies have brought litigation against

depository institutions alleging discrimination against borrowers. Many of these suits have been settled, in some cases on material terms, short of a full trial.

These governmental agencies have clarified what they consider to be lending discrimination and have specified various factors that they will use to determine the existence of lending discrimination under the Equal Credit Opportunity Act and the Fair Housing Act, including evidence that a lender discriminated on a prohibited basis, evidence that a lender treated applicants differently based on prohibited factors in the absence of evidence that the treatment was the result of prejudice or a conscious intention to discriminate, and evidence that a lender applied an otherwise neutral non-discriminatory policy uniformly to all applicants, but the practice had a discriminatory effect, unless the practice could be justified as a business necessity.

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 and requirements regulating the availability of funds after deposit or the making of some loans to customers.

Gramm-Leach-Bliley Act of 1999 The Gramm-Leach-Bliley Act of 1999 covers a broad range of issues, including a repeal of most of the restrictions on affiliations among depository institutions, securities firms and insurance companies. The following description summarizes some of its significant provisions.

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. A financial holding company may engage in or acquire companies that 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.

The GLBA 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. Although the states generally must regulate bank insurance activities in a nondiscriminatory manner, the states may continue to adopt and enforce rules that specifically regulate bank insurance activities in specific areas identified under the law. Under the GLBA, the federal bank regulatory agencies adopted insurance consumer protection regulations that apply to sales practices, solicitations, advertising and disclosures.

The GLBA adopted a system of functional regulation under which the Federal Reserve is designated as the umbrella regulator for bank holding companies, but bank holding company affiliates are principally regulated by functional regulators such as the FDIC for state nonmember bank affiliates, the Securities and Exchange Commission for securities affiliates, and state insurance regulators for insurance affiliates. It repealed the broad exemption of banks from the definitions of broker and dealer for purposes of the Securities Exchange Act of 1934, as amended. It also identified a set of specific activities, including traditional bank trust and fiduciary activities, in which a bank may engage without being deemed a broker, and a set of activities in which a bank may engage without being deemed a dealer. Additionally, the GLBA made conforming changes in the definitions of broker and dealer for purposes of the Investment Company Act of 1940, as amended, and the Investment Advisers Act of 1940, as amended.

The GLBA contains extensive customer privacy protection provisions. Under these provisions, a financial institution must provide to its customers, both at the inception of the customer relationship and on an annual basis, the institution's policies and procedures regarding the handling of customers' nonpublic personal financial information. The law provides that, except for specific limited exceptions, an institution may not provide such personal information to unaffiliated third parties unless the institution discloses to the customer that such information may be so provided and the customer is given the opportunity to opt out of such disclosure. An institution may not disclose to a non-affiliated third party, other than to a consumer reporting agency, customer account numbers or other similar account identifiers for marketing purposes. The GLBA also provides that the states may adopt customer privacy protections that are stricter than those contained in the act.

USA Patriot Act The USA Patriot Act became effective in October 2001 and provides for the facilitation of information sharing among governmental entities and financial institutions for the purpose of combating terrorism and money laundering. Among other provisions, the USA Patriot Act permits financial institutions, upon providing notice

to the United States Treasury, to share information with one another in order to better identify and report to the federal government concerning activities that may involve money laundering or terrorists' activities. The USA Patriot Act is considered a significant banking law in terms of information disclosure regarding certain customer transactions. Although it does create a reporting obligation and cost of compliance for the Bank and NPB Financial, New Peoples does not expect the USA Patriot Act to materially affect its products, services or other business activities.

The Federal Bureau of Investigation (FBI) has sent, and will send, our banking regulatory agencies lists of the names of persons suspected of terrorist activities. The Bank and NPB Financial have been requested, and will be requested, to search their records for any relationships or transactions with persons on those lists. If the Bank or NPB Financial finds any relationship or transactions, it must file a suspicious activity report and contact the FBI.

The Office of Foreign Assets Control (OFAC), which is a division of the Department of the Treasury, is responsible for helping to ensure that United States entities do not engage in transactions with enemies of the United States, as defined by various Executive Orders and Acts of Congress. OFAC has sent, and will send, our banking regulatory agencies lists of names of persons and organizations suspected of aiding, harboring or engaging in terrorist acts. If the Bank or NPB Financial finds a name on any account, or wire transfer that is on an OFAC list, it must freeze such account, file a suspicious activity report and notify the FBI. The USA Patriot Act also requires financial institutions, such as the Bank and NPB Financial, to maintain customer identification programs. These programs must provide for the collection of certain identifying information at account openings, the verification of the identity of new account holders within a reasonable time period, the reasonable belief by a banking organization that it knows each customer's identity, the recordation of the information used to verify a customer's identity and the comparison of the names of new customers against government lists of known or suspected terrorists or terrorist organizations.

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 has a written privacy policy that is delivered to each of its customers when customer relationships begin and annually thereafter. In accordance with the privacy policy, the Bank will protect the security of information about its customers, educate its employees about the importance of protecting customer privacy, and allow its customers to remove their names from the solicitation lists they use and share with others. The Bank 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. The Bank has programs to fulfill the expressed requests of customers and consumers to opt out of information sharing subject to 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, but is authorized to consider proposals that would impose additional requirements or restrictions on the Bank. If the federal or state regulators establish further guidelines for addressing customer privacy issues, the Bank may need to amend its privacy policies and adapt its internal procedures.

Sarbanes-Oxley Act On July 30, 2002 President Bush signed into law the Sarbanes-Oxley Act of 2002 (the Sarbanes-Oxley Act). The stated goals of the Sarbanes-Oxley Act are 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 new corporate governance rules, which required the SEC to adopt extensive additional disclosures, corporate governance provisions and other related rules. New Peoples has expended considerable time and money in complying with the Sarbanes-Oxley Act and expects to continue to do so in the future.

Emergency Economic Stabilization Act of 2008 In response to the financial crises affecting the banking system and financial markets and going concern threats to investment banks and other financial institutions, the EESA was signed into law on October 3, 2008. 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.

On October 14, 2008, Treasury Secretary Paulson, after consulting with the Federal Reserve and the FDIC, announced that the Department of the Treasury will purchase equity stakes in certain banks and thrifts. Under this program, known as the Troubled Asset Relief Program Capital Purchase Program (the TARP Capital Purchase Program), the Treasury will 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). In conjunction with the purchase of preferred stock, the Treasury will receive warrants to purchase common stock with an aggregate market price equal to 15% of the preferred investment. Participating financial institutions will be required to adopt the Treasury's standards for executive compensation and corporate governance for the period during which the Treasury holds equity issued under the TARP Capital Purchase Program. Secretary Paulson also announced that nine large financial institutions agreed to participate in the TARP Capital Purchase Program. The standards include a prohibition against incentives to take unnecessary and excessive risks, recovery of bonuses paid to senior executives based on materially inaccurate earnings or other statements and a prohibition against agreements for the payment of golden parachutes. Institutions that sell more than \$300 million in assets under TARP auctions or participate in the TARP Capital Purchase Program will not be entitled to a tax deduction for compensation in excess of \$500,000 paid to its chief executive or chief financial officer or any of its other three most highly compensated officers. In addition, any severance paid to such officers for involuntary termination or termination in connection with a bankruptcy or receivership will be subject to the golden parachute rules under the Internal Revenue Code. Additional standards with respect to executive compensation and corporate governance for institutions that have participated or will participate in the TARP Capital Purchase Program were enacted as part of ARRA, described below.

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.

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. Pursuant to the EESA, the maximum deposit insurance amount per depositor has been increased from \$100,000 to \$250,000 until December 31, 2009. Additionally, on October 14, 2008, after receiving a recommendation from the boards of the FDIC and the Federal Reserve, and consulting with the President, the Secretary of the Treasury signed the systemic risk exception to the FDIC Act, enabling the FDIC to establish its Temporary Liquidity Guarantee Program (TLGP). Under the transaction account guarantee program of the TLGP, the FDIC will fully guarantee, until the end of 2009, all non-interest-bearing transaction accounts, including NOW accounts with interest rates of 0.5 percent or less and IOLTAs (lawyer trust accounts). The TLGP also guarantees all senior unsecured debt of insured depository institutions or their qualified holding companies issued between October 14, 2008 and June 30, 2009 with a stated maturity greater than 30 days. All eligible institutions were permitted to participate in both of the components of the TLGP without cost for the first 30 days of the program. Following the initial 30 day grace period, institutions were assessed at the rate of ten basis points for transaction account balances in excess of \$250,000 for the transaction account guarantee program and at the rate of either 50, 75, or 100 basis points of the amount of debt issued, depending on the maturity date of the guaranteed debt, for the debt guarantee program. Institutions were required to opt-out of the TLGP if they did not wish to participate. [We elected to participate in the transaction account guarantee program of the TLGP.]

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.

Item 1A. Risk Factors

Difficult market conditions have adversely affected our industry.

Dramatic declines in the housing market over the past year, with falling home prices and increasing foreclosures, unemployment and under-employment, have negatively impacted the credit performance of real estate related loans and resulted in significant write-downs of asset values by financial institutions. These write-downs, initially of asset-backed securities but spreading to other securities and loans, 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 providing 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 lack of confidence in the financial markets may adversely affect our business and results of operations. Market developments may affect consumer confidence levels and may cause adverse changes in payment patterns, causing increases in delinquencies and default rates, which may impact our charge-offs and provision for credit losses. A worsening of these conditions would likely exacerbate the adverse effects of these difficult market conditions on us and others in the financial institutions industry.

Current levels of market volatility are unprecedented.

The capital and credit markets have been experiencing volatility and disruption for more than 12 months. In 2008, 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. If current levels of market disruption and volatility continue or worsen, there can be no assurance that we will not experience an adverse effect, which may be material, on our ability to access capital and on our business, financial condition and results of operations.

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. 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.

There can be no assurance that recently enacted legislation will stabilize the U.S. financial system.

On October 3, 2008, President Bush signed into law the Emergency Economic Stabilization Act of 2008 (the EESA). The legislation was the result of a proposal by Treasury Secretary Henry Paulson to the U.S. Congress in response to the financial crises affecting the banking system and financial markets and threats to investment banks and other financial institutions. Pursuant to the EESA, the U.S. Treasury will have 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. On October 14, 2008, the U.S. Department of Treasury announced a program under the EESA pursuant to which it would make senior preferred stock investments in participating financial institutions (the TARP Capital Purchase Program). On October 14, 2008, the Federal Deposit Insurance Corporation announced the development of a guarantee program under the systemic risk exception to the Federal Deposit Act (FDA) pursuant to which the FDIC would offer a guarantee of certain financial institution indebtedness in exchange for an insurance premium to be paid to the FDIC by issuing financial institutions (the FDIC Temporary Liquidity Guarantee Program). On February 17, 2009, President Obama signed into law the American Recovery and Reinvestment Act of 2009 (the ARRA), which amends certain provisions of the EESA and contains a wide array of provisions aimed at stimulating the U.S. economy.

There can be no assurance, however, as to the actual impact that the EESA and AARA and their implementing regulations, the FDIC programs, or any other governmental program will have on the financial markets. The failure of the EESA, the AARA, the FDIC, or the U.S. government to stabilize the financial markets and a continuation or worsening of current financial market conditions could materially and adversely affect our business, financial condition, results of operations, access to credit or the trading price of our common stock.

The impact on us of recently enacted legislation, in particular the Emergency Economic Stabilization Act of 2008 and American Recovery and Reinvestment Act of 2009 and their implementing regulations, and actions by the FDIC, cannot be predicted at this time.

The programs established or to be established under the EESA, ARRA and Troubled Asset Relief Program may have adverse effects upon us. We may face increased regulation of our industry. Compliance with such regulation may increase our costs and limit our ability to pursue business opportunities. Also, participation in specific programs may subject us to additional restrictions. The affects of participating or not participating in any such programs and the extent of our participation in such programs cannot reliably be determined at this time.

Because there is no market for New Peoples common stock, your ability to readily sell any shares you hold is doubtful.

Our stock is not listed on a stock market, and we have no intention of listing it. If you want to sell shares of our stock, you will need to find a buyer and negotiate the price.

Changes in interest rates could have an adverse effect on our income.

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.

We have a high concentration of loans secured by real estate and a downturn in the real estate market, for any reason, could result in losses and materially and adversely affect business, financial condition, results of operations and future prospects.

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, 2008, approximately 76.00% of our loans have 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 and may deteriorate in value during the time the credit is extended. An adverse change 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 in a significant portion of our portfolio being under-collateralized. In such a case, it would be likely that we would be required to increase our provision for loan losses, which would negatively affect our results of operations. If we are required to liquidate the collateral securing a loan to satisfy the debt during a period of reduced real estate values, our ability to recover fully on defaulted loans by foreclosing and selling the real estate collateral would be diminished and we would be more likely to suffer losses on defaulted loans, which could adversely affect our profitability and financial condition.

We will face risks with respect to future expansion.

Our current strategy is to continue growing in the southwest Virginia, southern West Virginia and northeastern Tennessee markets. Our expansion strategy will involve a number of risks such as the time and expense associated with evaluating new markets for expansion, hiring local management and opening new offices. Any future expansion efforts may entail substantial costs and may not produce the additional growth or earnings that were anticipated, which could adversely affect our results of operations. Any expansion plans we undertake may also divert the attention of our management from the operation of our current business, which could also have an adverse effect on our results of operations.

If we need additional capital in the future to continue our growth, we may not be able to obtain it on terms that are favorable. This could negatively affect our performance and the value of our common stock.

Our business strategy calls for continued growth. We anticipate that we will be able to support this growth through retained earnings, additional trust preferred security issuances, sale of additional common stock, or other alternative capital sources. We may need to raise additional capital in the future to support our continued growth and to

maintain our capital levels. Our ability to raise capital through the sale of additional securities will depend primarily upon our financial condition and the condition of financial markets at that time. We may not be able to obtain additional capital in the amounts or on terms satisfactory to us. Our growth may be constrained if we are unable to raise additional capital as needed.

The success of our growth strategy depends on our ability to identify and recruit individuals with experience and relationships in the markets in which we intend to expand.

We intend to expand our banking network over the next several years in the southwest Virginia, southern West Virginia and northeastern Tennessee markets. We believe that to expand into new markets successfully, we must identify and recruit experienced key management members with local expertise and relationships in these markets. We expect that competition for qualified management in the markets in which we expand will be intense and that there will be a limited number of qualified persons with knowledge of and experience in the community banking industry in these markets. The process of identifying and recruiting individuals with the combination of skills and attributes required to carry out our strategy is often lengthy. Even if we identify individuals that we believe could assist us in establishing a presence in a new market, we may be unable to recruit these individuals away from more established banks. Many experienced banking professionals employed by our competitors are covered by agreements not to compete or solicit their existing customers if they were to leave their current employment. These agreements make the recruitment of these professionals more difficult. Our inability to identify, recruit and retain talented personnel to manage new offices effectively and in a timely manner would limit our growth and could materially adversely affect 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 depend on our ability to attract and retain key personnel.

We are a customer-focused and relationship-driven organization. We expect our future growth to be driven in a large part by the relationships maintained with our customers by our executives and senior lending officers. From time to time we enter into employment agreements with certain of our executives. The existence of such agreements, however, does not necessarily assure that we will be able to continue to retain the services of such 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.

If our allowance for loan losses becomes inadequate, our results of operations may be adversely affected.

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 consideration 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. 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. Rapidly growing loan portfolios are, by their nature, unseasoned. As a result, estimating loan loss allowances is more difficult, and may be more susceptible to changes in estimates, and to losses exceeding estimates, than more seasoned portfolios. Although we believe the allowance for loan losses is a reasonable estimate of known and inherent losses in our loan portfolio, we cannot fully predict such losses or that our loan loss allowance will be adequate in the future. Excessive loan losses could have a material impact on our financial performance. Because of our growth strategy, we expect that our earnings will be negatively impacted by loan growth, which requires additions to our allowance for loan losses. Consistent with our loan loss reserve methodology, we expect to make additions to our loan loss reserve levels as a result of our growth strategy, which may affect our short-term earnings.

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 have a negative effect on our operating results.

Lack of seasoning of our loan portfolio may increase the risk of credit defaults in the future, which would adversely affect our financial condition and results of operation.

Although we have experienced lenders who are familiar with their customer base, some of our loans are too new to have exhibited signs of weakness. In addition, recent expansions into new markets increase credit risk. In general, new loans do not begin to show signs of credit deterioration or default until they have been outstanding for some period of time, a process referred to as seasoning. As a result, a portfolio of older loans will usually behave more predictably than a newer portfolio, although there can be no assurance that more seasoned loans will be of higher

quality or perform better. Because a portion of our loan portfolio is relatively new, the current level of delinquencies and defaults may not be representative of the level that will prevail when our portfolio becomes more seasoned, which may be significantly higher than current levels. A higher rate of delinquencies or defaults on loans could cause us to increase our provision for loan losses and otherwise negatively affect our financial condition, results of operations and financial prospects.

Our profitability may suffer because of rapid and unpredictable changes in the highly regulated environment in which we operate.

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. Our ability to establish new banks or branches or make acquisitions is conditioned on receiving required regulatory approvals from the applicable regulators. Recently enacted, proposed and future banking legislation and regulations have had, and will continue to have, or may have a significant impact on the financial services industry. These regulations, which are intended to protect depositors and not our shareholders, and the interpretation and application of them by federal and state regulators, are beyond our control, may change rapidly and unpredictably and can be expected to influence our earnings and growth. Such changes could subject us to additional costs, limit the types of financial services and products we may offer, increase the ability of non-banks to offer competing financial services and products, and/or assist competitors that are not subject to similar regulation, among other things. Failure to comply with laws, regulations or policies 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 is subject to regulatory limitations which, to the extent we require such dividends in the future, may affect our ability to pay our obligations and pay dividends.

We are a separate legal entity from the Bank and our other subsidiaries and we do not have significant operations of our own. We currently depend on the Bank's cash and liquidity as well as dividends paid by it to us to pay our operating expenses. No assurance can be made that in the future the Bank will have the capacity to pay the necessary dividends and that we will not require dividends from the Bank to satisfy our obligations. Various statutes and regulations limit the availability of dividends from the Bank. It is possible, depending upon our financial condition and other factors that federal regulators could assert that payment of dividends or other payments by the Bank are an unsafe or unsound practice. In the event the Bank is unable to pay dividends to us, we may not be able to service our obligations as they become due. Consequently, the inability to receive dividends from the Bank could adversely affect our financial condition, results of operations, cash flows and prospects.

Our business is subject to various lending and other economic risks that could adversely impact our results of operations and financial condition.

Changes in economic conditions, particularly an economic slowdown, could hurt our business. Our business is directly affected by political and market conditions, broad trends in industry and finance, legislative and regulatory changes, changes in governmental monetary and fiscal policies and inflation, all of which are beyond our control. A deterioration in economic conditions, in particular an economic slowdown within our geographic region, could result in the following consequences, any of which could hurt our business materially:

loan delinquencies may increase;

problem assets and foreclosures may increase;

demand for our products and services may decline; and

collateral for loans made by us may decline in value, in turn reducing a client's borrowing power, and reducing the value of assets and collateral associated with our loans held for investment.

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 affected these two industries, the above-described negative effects could be exacerbated.

A downturn in the real estate market could hurt our business. Our business activities and credit exposure are concentrated in Virginia, West Virginia and Tennessee and at December 31, 2008, approximately 76.00% of our loans have real estate as a primary or secondary component of collateral. As such, a downturn in this regional real estate market could hurt our business

because of the geographic concentration within this regional area. Deterioration in real estate values in larger metropolitan areas of the country have not severely impacted the markets

served by the Bank at this time, although if there is a significant decline in real estate values in our local markets, the collateral for our loans will provide less security. As a result, our ability to recover on defaulted loans by selling the underlying real estate would be diminished, and we would be more likely to suffer losses on defaulted loans.

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. Increased competition within this region may result in reduced loan originations and deposits. Ultimately, we may not be able to compete successfully against current and future competitors. Many competitors offer the types of loans and banking services that we offer. These competitors include other savings associations, national banks, regional banks and other community banks. 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. In particular, the Bank's competitors include other state and national banks and 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 not subject to bank regulatory restrictions 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 continue the Bank's loan and deposit growth and our business, financial condition and prospects may be negatively affected.

We may be adversely affected by economic conditions in our market area.

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 economy may influence the growth rate of our loans and deposits, the quality of the loan portfolio and loan and deposit pricing. A significant decline in general economic conditions caused by inflation, recession, unemployment or other factors beyond our control would impact the demand for banking products and services generally, which could negatively affect our financial condition and performance.

Failure to maintain effective systems of internal and disclosure control could have a material adverse effect on our results of operation and financial condition.

Effective internal and disclosure controls are necessary for us to provide reliable financial reports and effectively prevent fraud and to operate successfully as a public company. If we cannot provide reliable financial reports or prevent fraud, our reputation and operating results would be harmed. As part of our ongoing monitoring of internal control we may discover material weaknesses or significant deficiencies in our internal control as defined under standards adopted by the Public Company Accounting Oversight Board, or PCAOB, that require remediation. Under the PCAOB standards, a material weakness is a deficiency, or a combination of 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. We have in the past discovered, and may in the future discover, areas of our internal controls that need improvement. As discussed in Item 9A. Controls and Procedures, we identified certain material weaknesses as a result of our assessment of internal controls over financial reporting. We have taken the remedial actions discussed in Item 9A. We are continuing to work to improve our internal controls. We cannot be certain that these measures will ensure that we implement and maintain adequate controls over our financial processes and reporting in the future. Any failure to maintain effective controls or to timely effect any necessary improvement of our internal and disclosure controls could, among other things, result in losses from fraud or error, harm our reputation or cause investors to lose confidence in our reported financial information, all of which could have a material adverse effect on our results of operation and financial condition.

Item 1B. Unresolved Staff Comments

As of June 10, 2009, there were no unresolved comments from the staff of the SEC with respect to any of New Peoples' periodic or current reports.

Item 2. Properties

At December 31, 2008, the Company's net investment in premises and equipment in service was \$36.8 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 28 of its 31 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 has three operating lease arrangements of varying lengths. These full service branches are located in Bramwell, West Virginia and in Cleveland and Davenport, Virginia.

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

We are in various stages of construction or development of branch locations in Princeton, West Virginia and Duffield, Virginia. We anticipate opening the Princeton, West Virginia location in 2009 subject to regulatory approval. In December 2008, the Board of Directors resolved to sell the Duffield location. It is being marketed at a projected net sales price greater than book value; however, the length of time it will take to find a qualified buyer is not known.

We will continue to investigate and consider other possible sites that will enable us to profitably serve our chosen market area. Purchases of premises and equipment in 2009 will depend on the decision to open additional branches.

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. Submission of Matters to a Vote of Security Holders

None

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.

The high and low bids known to us of our common stock for each quarter in the past two years are set forth in the table below. These bids 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.

	2008		2007	
	High	Low	High	Low
1 st quarter	\$ 15.00	\$ 10.00	\$ 15.00	\$ 10.00
2 nd quarter	13.00	6.00	21.00	10.00

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3 rd quarter	13.00	8.68	17.00	10.00
4 th quarter	12.50	9.00	15.00	4.00

The most recent sales price of which management is aware was \$11.00 per share on April 17, 2009.

(b) Holders

On June 10, 2009, there were approximately 4,395 shareholders of record.

(c) Dividends

On September 12, 2007, we issued a 13 for 10 stock split effected in the form of a stock dividend to all shareholders of record on September 4, 2007. We have never declared a cash dividend. The declaration of dividends in the future will depend on our earnings and capital requirements. We are subject to certain restrictions imposed by the reserve and capital requirements of federal and Virginia banking statutes and regulations. Additionally, we intend to follow a policy of retaining earnings, if any, for the purpose of increasing net worth and reserves in order to promote growth and the ability to compete in our market area. As a result, we do not anticipate paying a dividend on our common stock in 2009. See 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 31st of each year since December 31, 2003.

New Peoples Bankshares, Inc.

<i>Index</i>	<i>Period Ending</i>					
	12/31/03	12/31/04	12/31/05	12/31/06	12/31/07	12/31/08
New Peoples Bankshares, Inc.	100.00	140.00	150.00	154.00	171.60	178.75
S&P 500	100.00	110.88	116.33	134.70	142.10	89.53
NASDAQ Composite	100.00	108.59	110.08	120.56	132.39	78.72
SNL Bank and Thrift Index	100.00	111.98	113.74	132.90	101.34	58.28

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 audited financial statements. The following is qualified in its entirety by the detailed information and the financial statements included elsewhere in this Form 10-K.

(Amounts in thousands, except per share data)	For the Years Ended December 31,				
	2008	2007	2006	2005	2004
Income Statement Data					
Gross interest income	\$ 52,317	\$ 51,447	\$ 41,280	\$ 30,507	\$ 24,265
Gross interest expense	23,095	25,738	19,393	11,279	6,471
Net interest income	29,222	25,709	21,887	19,228	17,794
Provision for possible loan losses	1,500	3,840	1,277	1,130	990
Non-interest income	6,162	4,651	3,460	2,822	2,605
Non-interest expense	27,231	23,674	19,805	16,710	14,469
Net income	4,737	2,870	3,090	2,723	3,258
Per Share Data and Shares Outstanding ⁽¹⁾					
Net income, basic	0.47	0.29	0.31	0.27	0.33
Net income, diluted	0.46	0.28	0.30	0.26	0.32
Cash dividends					
Book value at end of period	5.03	4.54	4.25	3.93	4.02
Tangible book value at period end	4.56	4.06	4.25	3.93	4.02
Period-End Balance Sheet Data					
Total assets	807,898	765,951	635,819	527,770	437,751
Total loans	721,174	682,260	569,198	468,045	383,567
Total allowance for loan losses	(6,904)	(6,620)	(4,870)	(3,943)	(3,090)
Total deposits	705,688	657,033	572,187	462,692	388,120
Shareholders' equity	50,323	45,249	42,346	38,964	36,098
Performance Ratios					
Return on average assets	0.61%	0.42%	0.54%	0.56%	0.83%
Return on average shareholders' equity	9.98%	6.60%	7.61%	7.28%	9.58%
Average shareholders' equity to average assets	6.09%	6.34%	7.06%	7.72%	8.64%
Net interest margin ⁽²⁾	4.13%	4.11%	4.11%	4.38%	5.00%
Asset Quality Ratios					
Net charge-offs to average loans	0.17%	0.34%	0.07%	0.07%	0.10%
Allowance to period-end gross loans	0.96%	0.97%	0.86%	0.84%	0.81%
Nonperforming loans to gross loans	0.89%	0.47%	0.21%	0.12%	0.23%
Capital and Liquidity Ratios					
Risk-based:					
Tier 1 capital	9.50%	8.73%	10.81%	11.78%	12.88%
Total capital	10.78%	10.29%	12.20%	12.71%	13.72%
Leverage capital ratio	7.72%	7.22%	8.94%	9.63%	10.64%
Total equity to total assets	6.23%	5.91%	6.66%	7.38%	8.25%

⁽¹⁾ We have adjusted all share amounts and per share data to reflect, a 10% stock dividend in June 2005 and 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.

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, forecasts, intends, or other similar words or terms are intended to identify forward looking statements.

These forward looking statements are subject to significant uncertainties because they are based upon or are affected by factors including the following: 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; maintaining capital levels adequate to support our growth; 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; 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; and changes in banking and other laws and regulations applicable to us.

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.

General

The following commentary discusses major components of our business and presents an overview of our consolidated financial position at December 31, 2008 and 2007 as well as results of operations for the years ended December 31, 2008, 2007 and 2006. 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.

We are not aware of any current recommendations by any regulatory authorities that, if they were implemented, would have a material effect on our liquidity, capital resources or results of operations.

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.

Overview

New Peoples did not apply to participate in the federal Troubled Asset Relief Program, or TARP. Our region did not experience a rapid rise in real estate prices in recent years and, likewise, our region has not experienced the deterioration on real estate prices that has occurred recently in many other regions and nationally. As of December 31, 2008, economic trends for the southwestern Virginia, southern West Virginia, and northeastern Tennessee regions, remain steady despite deterioration at the national level. The impact of the current recession on our business has been primarily limited to slower loan growth and slight deterioration in asset quality. At December 31,

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2008, New Peoples Bank is well capitalized as defined by regulatory guidance with a tier 1 leverage ratio of 8.35%, tier 1 risk based capital ratio of 10.28%, and a total risk based capital ratio of 11.36%.

New Peoples Bankshares, Inc. reports total net income after tax of \$4.7 million or \$0.47 per basic share and \$0.46 per diluted share for the year ended December 31, 2008 as compared to \$2.9 million, or \$0.29 per basic share and \$0.28 per diluted share for the year ended December 31, 2007. At December 31, 2008, total assets were \$807.9 million, total loans were \$721.2 million, and total deposits were \$705.7 million. The annualized return on average assets for the fiscal year 2008 was 0.61% as compared to 0.42% for the same period in 2007. The annualized return on average equity was 9.98% for the fiscal year 2008 and 6.60% for the same period in 2007.

The increase in earnings is due primarily to a strong net interest income resulting from increased loan production and a continued decrease in the cost of funds. The net interest income for the year 2008 was \$29.2 million as compared to \$25.7 million for the period ended December 31, 2007, which is an increase of \$3.5 million, or 13.66%. The net interest margin for the year ending December 31, 2008 was 4.13% as compared to 4.11% for the same period in 2007.

In addition to the strong growth in net interest income, non interest income increased to \$5.6 million for 2008 as compared to \$4.7 million in 2007. The \$899 thousand, or 19.33% increase, is the result of increased deposit service fees, retail investment sales and insurance commissions.

Noninterest expenses increased \$2.9 million, or 12.44%, in 2008 to \$26.6 million from \$23.7 million in 2007. The majority of the increase is related to additional operating expenses from a new branch location in 2008, and five new branches in 2007. During 2008, we realized a full year effect of the 2007 branch expansion expenses. Included in year 2008 are net gains from the sales of other real estate owned properties totaling \$612 thousand.

Total assets at December 31, 2008 were \$807.9 million compared to \$766.0 million at the end of 2007, an increase of \$41.9 million, or 5.48%. Deposits grew from \$657.0 million at December 31, 2007 to \$705.7 million at the end of 2008, for an increase of \$48.7 million, or 7.41%. Total loans increased from \$682.3 million at December 31, 2007 to \$721.2 million at December 31, 2008, an increase of \$38.9 million, or 5.70%. The increase in deposits and loans can be attributed to an increased presence in the market at new and existing branches and the Bank's reputation for quality service.

Asset quality has shown a slight deterioration during the present recession. However, impaired loans have decreased from \$9.6 million, with a valuation allowance of \$1.2 million at December 31, 2007. This decrease is the result of the payoff of certain loans that were classified as impaired at year-end 2007 and improved collateral positions in certain other previously impaired loans. At the end of 2008, total impaired loans were \$6.8 million with a valuation allowance of \$218 thousand. Of the \$6.8 million recorded as impaired loans, \$6.4 million were nonperforming loans, which includes nonaccrual loans and past due 90 days or more. At the end of 2008, these nonperforming loans as a percentage of total loans were 0.89% as compared to \$3.2 million, or 0.47% of total loans, at December 31, 2007. The increase is primarily due to nonperformance of two real estate development loans located in the coastal region of North and South Carolina totaling \$4.4 million, or 68.43% of nonperforming loans. Other real estate owned increased from \$2.1 million at December 31, 2007 to \$2.5 million at December 31, 2008. The provision for loan losses totaled \$1.5 million during 2008 as compared to \$3.8 million in the same period in 2007. The allowance for loan losses of \$6.9 million, or 0.96% of total loans at the end of 2008, is considered adequate by management given the quality of the loan portfolio. The allowance for loan losses was \$6.6 million, or 0.97% of total loans, at December 31, 2007. Additional provisions may be made in the future as deemed necessary.

Net charge-offs for the year ending December 31, 2008 were \$1.2 million as compared to \$2.1 million for the same period in 2007. This represents 0.17% of average loans at year-end 2008 as compared to 0.34% at December 31, 2007. Peer data provided by the FDIC reported this ratio of similar sized banks as of December 31, 2008 at 0.49%.

New Peoples is headquartered in Honaker, Virginia, and operates through 31 branch locations located in Virginia, West Virginia and Tennessee. Its most recent branch to open was in Bluewell, West Virginia in August 2008.

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 our borrowers were to 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 increase in earnings is due primarily to a strong net interest income resulting from increased loan production and a continued decrease in the cost of funds. The net interest income for the year 2008 was \$29.2 million as compared to \$25.7 million for the period ended December 31, 2007, which is an increase of \$3.5 million, or 13.66%. The net interest margin for the year ending December 31, 2008 was 4.13% as compared to 4.11% for the same period in 2007.

Net interest income for the year ended 2007 increased to \$25.7 million from \$21.9 million in 2006. This was an increase of \$3.8 million, or 17.35%. The majority of the growth was related to the increased loan volume during the fiscal 2007. Loan income increased to \$50.9 million for 2007 from \$40.8 million for 2006, which was an increase of \$10.1 million, or 24.83%. Total interest expense was \$25.7 million for 2007 as compared to \$19.4 million for 2006. This \$6.3 million, or 32.47%, increase resulted mainly from an increase in volume of time deposits with a premium interest rate originating at the newer branch locations.

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)

	For the Year Ended December 31, 2008			For the Year Ended December 31, 2007			For the Year Ended December 31, 2006		
	Average Balance	Income/ Expense	Yields/ Rates	Average Balance	Income/ Expense	Yields/ Rates	Average Balance	Income/ Expense	Yields/ Rates
ASSETS									
Loans (1), (2), (3)	\$ 697,733	\$ 51,911	7.44%	\$ 611,101	\$ 50,884	8.33%	\$ 521,629	\$ 40,762	7.81%
Federal funds sold	1,881	35	1.86%	2,779	129	4.64%	3,926	191	4.87%
Other investments (3)	8,525	371	4.35%	7,421	254	3.42%	6,524	327	5.01%
Total Earning Assets	708,139	52,317	7.39%	621,301	51,267	8.25%	532,079	41,280	7.76%
Less: Allowance for loans losses	(6,756)			(5,280)			(4,509)		
Non-earning assets	78,723			69,372			56,988		
Total Assets	\$ 780,106			\$ 685,393			\$ 584,558		
LIABILITIES AND STOCKHOLDERS EQUITY									
Deposits									
Demand Interest bearing	\$ 32,192	\$ 240	0.75%	\$ 20,957	\$ 164	0.78%	\$ 18,907	\$ 142	0.75%
Savings	58,784	682	1.16%	45,135	485	1.07%	43,637	489	1.12%
Time deposits	489,788	19,817	4.05%	458,369	22,949	5.01%	380,658	17,004	4.47%
Other Borrowings	37,511	1,351	3.60%	15,820	857	5.42%	14,534	754	5.19%
Trust Preferred Securities	16,496	1,005	6.09%	16,496	1,283	7.78%	12,683	1,004	7.92%
Total interest bearing liabilities	634,771	23,095	3.64%	556,777	25,738	4.62%	470,419	19,393	4.12%
Non-interest bearing deposits	92,677			79,932			69,267		
Other liabilities	5,186			5,206			4,264		
Total Liabilities	732,634			641,915			543,950		
Stockholders Equity	47,472			43,477			40,608		

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Total Liabilities and Stockholders Equity	\$ 780,106	\$ 685,393	\$ 584,558
Net Interest Income	\$ 29,222	\$ 25,529	\$ 21,887
Net Interest Margin	4.13%	4.11%	4.11%
Net Interest Spread	3.75%	3.63%	3.64%

- (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. The change in interest due to both volume and rate has been allocated to the change due to rates.

Volume and Rate Analysis
(Dollars in thousands)

	2008 Compared to 2007			2007 Compared to 2006		
	Increase (Decrease)			Increase (Decrease)		
	Volume Effect	Rate Effect	Change in Interest Income/Expense	Volume Effect	Rate Effect	Change in Interest Income/Expense
Interest Income:						
Loans	\$ 7,214	\$ (6,187)	\$ 1,027	\$ 6,992	\$ 3,130	\$ 10,122
Federal funds sold	(42)	(52)	(94)	(56)	(6)	(62)
Other investments	38	79	117	45	(118)	(73)
Total Earning Assets	7,210	(6,160)	1,050	6,981	3,006	9,987
Interest Bearing Liabilities:						
Demand	88	(12)	76	15	7	22
Savings	147	50	197	17	(21)	(4)
All other time deposits	1,573	(4,705)	(3,132)	3,471	2,474	5,945
Other borrowings	1,175	(681)	494	67	36	103
Trust Preferred Securities		(278)	(278)	302	(23)	279
Total Interest Bearing Liabilities	2,983	(5,626)	(2,643)	3,872	2,473	6,345
Change in Net Interest Income	\$ 4,227	\$ (534)	\$ 3,693	\$ 3,109	\$ 533	\$ 3,642

Loans

Our primary source of income comes from interest earned on loans receivable. Loan production slowed in 2008 as evidenced by total loans increasing \$38.9 million, or 5.70%. We have purposely kept loan growth at a minimum as we remain focused on minimizing credit risks in the loan portfolio in the current economic downturn. Total loans increased \$113.1 million and \$101.2 million for the years 2007 and 2006, respectively. A schedule of loans by type is set forth immediately below. Approximately 76.00% of the loan portfolio is secured by real estate at the end of 2008.

Loans receivable outstanding are summarized as follows:

(Dollars in thousands)	Loan Portfolio				
	December 31,				
	2008	2007	2006	2005	2004
Commercial, financial and agricultural	\$ 110,060	\$ 121,198	\$ 104,372	\$ 93,987	\$ 70,915
Real estate construction	64,595	38,420	37,716	26,267	11,332
Real estate mortgage	483,471	463,079	371,021	301,740	255,925

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Installment loans to individuals	63,048	59,563	56,089	46,051	45,395
Total	\$ 721,174	\$ 682,260	\$ 569,198	\$ 468,045	\$ 383,567

Our loan maturities as of December 31, 2008 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 and agriculture	\$ 46,797	\$ 45,378	\$ 17,885	\$ 110,060
Real estate	170,072	229,663	148,331	548,066
Consumer- installment/ other	6,779	51,856	4,413	63,048
Total	\$ 223,648	\$ 326,897	\$ 170,629	\$ 721,174
Loans with fixed rates	\$ 33,679	\$ 148,181	\$ 163,693	\$ 345,553
Loans with variable rates	189,969	178,716	6,936	375,621
Total	\$ 223,648	\$ 326,897	\$ 170,629	\$ 721,174

This above table reflects the earlier of the maturity or re-pricing dates for loans at December 31, 2008. 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 \$6.9 million at December 31, 2008 as compared to \$6.6 million at December 31, 2007. The allowance for loan losses at the end of 2008 was approximately 0.96% of total loans as compared to 0.97% at the end of 2007. Net loans charged off for 2008 were \$1.2 million, or 0.17% of average loans, and \$2.1 million, or 0.34% of average loans, at the end of 2007. The provision for loan losses was \$1.5 million for 2008 as compared with \$3.8 million for 2007 and \$1.3 million in 2006.

Certain risks exist in the Bank's loan portfolio. Since the Bank began in 1998, we have experienced significant loan growth each year. Although we have experienced lenders who are familiar with their customer base, some of the loans are too new to have exhibited signs of weakness. Recent expansions into new markets increase potential credit risk. In addition, a majority of the loans are collateralized by real estate located in our market area. It is our policy to sufficiently collateralize loans to minimize loss exposures in case of default. The recent negative trends in the national real estate market and economy pose potential threats. Local real estate market values have been and remain stable, while national real estate markets have experienced a downturn. It is uncertain as to when or if local real estate values will be impacted. We do not believe that there will be a severely negative effect in our market area, but we deem it prudent to assign more of the allowance to these types of loans. Prior to 2008, we had purchased participation construction loans in the Myrtle Beach, South Carolina area. The total of these credits at December 31, 2008 was \$13.7 million as compared to \$14.4 million at December 31, 2007. This market area has posed some higher risk, but decreased collateral values still provide adequate coverage on these credits. 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. However, we do not foresee this happening in the near future. We consider these factors to be the primary higher risk characteristics of the loan portfolio.

An evaluation of individual loans is performed by the internal loan review department. 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 review personnel. 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. 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. The evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available.

Impaired loans decreased to \$6.8 million with a valuation allowance of \$218 thousand at December 31, 2008 as compared to \$9.6 million with a valuation allowance of \$1.2 million at December 31, 2007. Of the \$6.8 million recorded as impaired loans, \$6.4 million were nonperforming loans, which includes nonaccrual loans and past due 90 days or more. At the end of 2008, these nonperforming loans as a percentage of total loans were 0.89% as compared to \$3.2 million, or 0.47% of total loans, at December 31, 2007. The increase is primarily due to nonperformance of two real estate development loans located in the coastal region of North and South Carolina totaling \$4.4 million, or 68.43% of nonperforming loans. Other real estate owned increased from \$2.1 million at December 31, 2007 to \$2.5 million at December 31, 2008. As economic conditions and performance of our loans 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)

For the Years Ended December 31,

Activity	2008	2007	2006	2005	2004
Beginning Balance	\$ 6,620	\$ 4,870	\$ 3,943	\$ 3,090	\$ 2,432
Provision charged to expense	1,500	3,840	1,277	1,130	990
Loan Losses:					
Installment loans to individuals	(420)	(284)	(223)	(266)	(285)
Real estate - construction	(44)	(2)		(12)	
Real estate mortgage	(256)	(179)	(148)	(16)	(8)
Commercial loans	(591)	(1,701)	(52)	(4)	(59)
Recoveries:					
Installment loans to individuals	60	50	29	19	20
Real estate construction					
Real estate - mortgage	17	6	44	2	
Commercial loans	18	20			
Net charge offs	(1,216)	(2,090)	(350)	(277)	(332)
Balance at End of Period	\$ 6,904	\$ 6,620	\$ 4,870	\$ 3,943	\$ 3,090
Net charge offs as a % of average loans	0.17%	0.34%	0.07%	0.07%	0.10%

Loans delinquent greater than 90 days still accruing interest and loans in non-accrual status present higher risks. At December 31, 2008, there were 36 loans in non-accrual status totaling \$6.4 million, or 0.89% of total loans. The amount of interest that would have been recognized on these loans in the year 2008 was \$221 thousand. There were 3 loans greater than 90 days past due and still accruing interest totaling \$33 thousand. 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. Non-accrual loans did not have a significant impact on interest income in any of the periods presented. No loans are classified as troubled debt restructurings as defined by Financial Accounting Standards Board's (FASB) Statement of Financial Accounting Standards (SFAS) No. 15, Accounting by Debtors and Creditors for Troubled Debt Restructurings. There are also no loans identified as potential problem loans. We do not have any commitments to lend additional funds to non-performing debtors. 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)

	2008	2007	December 31, 2006	2005	2004
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Non-accruing loans	\$ 6,414	\$ 2,946	\$ 1,206	\$ 446	\$ 773
Loans past due 90 days or more and still accruing	33	267	9	116	115
Total	\$ 6,447	\$ 3,213	\$ 1,215	\$ 562	\$ 888

Percent of total loans 0.89% 0.47% 0.21% 0.12% 0.23%

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.

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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 10.00% of the allowance to cover real estate loans, which constituted 67.04% of our loan portfolio at December 31, 2008. The allocation reflects their lower risk. 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 3.98% of the allowance to cover real estate construction loans, which constituted 8.96% of our loan portfolio at December 31, 2008. Construction loans are secured by real estate with values that are dependent upon market and economic conditions. Values may not always 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 56.06% of the allowance to commercial loans, which constituted 15.26% of our loan portfolio at December 31, 2008. This allocation is due to the fact that commercial loans have more risk than residential real estate loans. 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 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.

We have allocated 29.96% of the allowance to consumer installment loans, which constituted 8.74% of our loan portfolio at December 31, 2008. Consumer installment loans entail greater risk than commercial or real estate loans, because the loans may be unsecured, such as lines of credit, or secured by rapidly depreciable assets such as automobiles. 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. Losses related to consumer loans have been influenced by the increase in personal bankruptcies in recent years. To date, the largest majority of all loans charged off by the Bank have been consumer loans.

In 2007, we changed the allocations to assign greater risk to real estate loans and commercial loans. The reason for the changes to these two categories is the increased growth in these areas over the past years versus the growth in consumer loans. We are not aware of any significant changes in the composition of the loan portfolio or known risk factors that would result in a change to the allocation of the allowance for loan losses during the periods presented other than those mentioned above.

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, 2004 through December 31, 2008 (Dollars in thousands)

	December 31, 2008			December 31, 2007			December 31, 2006		
	Amount	% of ALLL	% of Loans	Amount	% of ALLL	% of Loans	Amount	% of ALLL	% of Loans
Commercial	\$ 3,866	56%	15.26%	\$ 3,254	49%	17.76%	\$ 1,704	35%	18.34%
R/E const.	621	9%	8.96%	199	3%	5.63%	146	3%	6.63%
R/E-mortg.	1,036	15%	67.04%	1,200	18%	67.88%	828	17%	65.18%
Installment	1,381	20%	8.74%	1,967	30%	8.73%	2,192	45%	9.85%
Total	\$ 6,904	100%	100.00%	\$ 6,620	100%	100.00%	\$ 4,870	100%	100.00%

	December 31, 2005			December 31, 2004		
	Amount	% of ALLL	% of Loans	Amount	% of ALLL	% of Loans
Commercial	\$ 1,380	35%	20.08%	\$ 1,081	35%	18.49%
R/E-const.	118	3%	5.61%	93	3%	2.95%
R/E mortg.	671	17%	64.47%	525	17%	66.73%
Installment	1,774	45%	9.84%	1,391	45%	11.83%

Total	\$ 3,943	100%	100.00%	3,090	100%	100.00%
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Investment Securities

Total investment securities decreased to \$3.4 million at December 31, 2008 from \$5.0 million at December 31, 2007. The portfolio is made up mainly of U. S. Government Agency securities with fairly short maturities and one mortgage backed security. 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 \$400 thousand at December 31, 2008 as compared to \$3.5 million at December 31, 2007. In fiscal year 2008, the Commonwealth of Virginia permitted the use of a letter

of credit from the Federal Home Loan Bank to secure public funds. As a result, we were able to issue a letter of credit for \$7.0 million and release the majority of our collateral securing public deposits.

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 \$4.3 million as of December 31, 2008 and 2007, respectively.

The carrying values of investment securities are shown in the following table:

Investment Securities Portfolio
(Dollars in thousands)

December 31,	2008		2007		2006	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value
<u>Available for Sale</u>						
U.S. Government Agencies	\$ 3,000	\$ 3,063	\$ 4,495	\$ 4,502	\$ 3,490	\$ 3,493
Mortgage backed securities	378	386	467	472		
Total Securities AFS	\$ 3,378	\$ 3,449	\$ 4,962	\$ 4,974	\$ 3,490	\$ 3,493

The amortized cost, fair value and weighted average yield of investment securities at December 31, 2008, 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	3,378	3,449	3.53%
Due after five years through ten years			%
Due after ten years			%
Total	\$ 3,378	\$ 3,449	3.53%

Deposits

Total deposits increased \$48.7 million, or 7.41% to \$705.7 million at December 31, 2008 as compared to \$657.0 million at December 31, 2007. This growth is attributed to the new branch in Bluewell, West Virginia and from continued growth in various branches. We have developed some new consumer and commercial deposit products that have contributed to core deposit growth.

The largest areas of growth were in demand and savings deposits. Noninterest bearing demand deposits increased \$11.8 million, or 14.06%, to \$95.4 million in 2008 from \$83.7 million in 2007. Interest-bearing demand deposits increased by \$7.6 million, or 28.45%, to \$34.5 million in 2008 from \$26.9 million in 2007. Savings deposits increased \$45.1 million, or 100.77%, to \$89.9 million in 2008 from \$44.7 million in 2007. A large portion of the savings growth was in money market accounts with a tiered interest rate structure. Other demand deposits increased as we promoted commercial checking accounts and Freedom 50 checking accounts. Time deposits actually decreased by \$15.8 million, or 3.15%, from \$501.8 million in 2007 to \$486.0 million in 2008. During 2008,

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the competition for certificates of deposit was very aggressive in marketing efforts and pricing. As a result of the shift in deposit mix, we have been able to decrease our overall interest expense.

Time deposits of \$100,000 or more equaled approximately 23.47% of deposits at the end of 2008 and 26.65% of deposits at the end of 2007. We do not have brokered deposits and 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, 2008

Three months or less	\$	49,224
Over three months through six months		44,896
Over six months through twelve months		29,870
Over one year		41,642
Total	\$	165,632

Noninterest Income

Noninterest income increased \$899 thousand, or 19.33%, to \$5.5 million for 2008 as compared to \$4.7 million in 2007. Deposit service fees, retail investment sales and insurance commissions increased as a result of increased volume. Service charges on deposit accounts are primarily overdraft fees. This category increased to \$2.7 million in 2008 from \$2.5 million in 2007. Fees, commissions and other income increased to \$1.4 million in 2008 from \$1.0 million in 2007. This increase is primarily related to ATM and bank card interchange fees. Insurance and investment commissions also increased in 2008 to \$973 thousand from \$769 thousand in 2007. This is the result of additional sales staff, stronger customer relationships, and meeting customer needs that is underserved in these types of products in some of our markets.

Noninterest income increased from \$3.5 million in 2006 to \$4.7 million in 2007. This is an increase of \$1.2 million for the year, or 34.41%. Service charges, including overdraft fees, increased from \$2.0 million for 2006 to \$2.5 million for 2007, an increase of \$423 thousand, or 20.81%. This increase is due to increased volume in demand deposit accounts. Fees increased to \$994 thousand in 2007 from \$414 thousand in 2006, an increase of \$580 thousand, or 140.10%. This is largely due to reclassifying ATM service fees from net fees to gross fees. Noninterest expenses are adjusted accordingly. Insurance and investment fees are fees generated primarily from the sale of life insurance, annuities, mutual funds, health insurance and other investments. Insurance and investment commissions continued to increase from \$606 thousand in 2006 to \$769 thousand in 2007.

Noninterest income as a percentage of average assets increased to 0.79% in 2008 from 0.68% in 2007 and from 0.59% in 2006. We anticipate this percentage to increase in 2009 as we increase noninterest income from our nonbank subsidiaries and from increased volume.

Noninterest Expense

Noninterest expenses increased \$2.9 million, or 12.44%, in 2008 to \$26.6 million from \$23.7 million in 2007. The majority of the increase is related to additional operating expenses from a new branch location in 2008, and a full year of expenses for the five new branches opened in 2007. Noninterest expenses totaled \$23.7 million in 2007 as compared to \$19.8 million in 2006, an increase of \$3.9 million, or 19.53%. The increase in noninterest expense from 2006 to 2007 directly related to the new branches opened. We are continuing to build our branch network in the market areas we serve and contiguous markets, but at a much slower pace than previous years. A net gain of \$612 thousand from the sale of other real estate owned was realized in 2008 and reduced noninterest expenses for the year.

Salaries and benefits expense are our largest noninterest expense. The total salaries and benefits expense in the year 2008 was \$15.6 million which is a \$1.7 million, or 11.80%, increase over \$14.0 million in the year 2007. Total salaries and benefits increased \$2.1 million, or 17.98%, from \$11.8 million in 2006 to year-end 2007. Each year's increase is primarily related to the new branches opened, a full recognition of salaries and benefits of employees added in prior years and annual raises for existing employees.

Occupancy and equipment expenses directly correlate with branch expansion. Occupancy expense increased \$439 thousand, or 24.72%, to \$2.2 million for 2008 as compared to \$1.8 million for 2007. An increase of \$347 thousand, or 24.28% occurred in 2007 from \$1.4 million in 2006. Equipment expense for the period of 2008 increased \$91 thousand, or 4.04% from \$2.3 million in 2007 as compared to \$2.0 million in 2006.

An increase of FDIC assessment fees of \$357 thousand for the period 2008 to \$724 thousand from \$367 thousand in 2007 was realized. The FDIC assessment increased \$307 thousand from \$60 thousand in 2006 to \$367 thousand for the period of 2007. These are the results of new regulations. We anticipate this expense to continue to increase as new assessments are being

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considered for the banking industry by the FDIC. At the end of June 2009, a one time assessment for all banks will be imposed at a rate of 5 basis points for total assets less tier 1 capital. This is to be paid during the third quarter of 2009. This is estimated to be an additional pre-tax assessment of nearly \$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 December 31, 2009. An increase in FDIC premiums will be incurred in 2009 as a result of this option as well.

Other operating expenses increased \$646 thousand, or 17.36%, from \$3.7 million for the year 2007 to \$4.4 million in the year 2008. Legal expenses increased during the year as we pursued various capital raising initiatives that were not implemented due to market conditions during both 2007 and 2008. Other operating expenses increased \$705 thousand, or 23.38%, from the year 2006 to 2007. Other operating expenses have increased as our branch network has expanded. We are currently evaluating our operations to determine areas where efficiency can be obtained.

The ratio of noninterest expense as a percentage of average assets slightly increased in 2008 to 3.49% from 3.45% in 2007. The prior period for the year ending 2007 increased from 3.39% in 2006. We expect greater efficiencies to result as we maximize the performance of our branches. Our efficiency ratio, which is defined as noninterest expense divided by the sum of net interest income plus noninterest income, was 76.96% for 2008 as compared to 77.98% for 2007 and 78.14% for 2006.

Life Insurance and Related Change of Accounting Estimate

We have life insurance policies on the lives of four key officers. The Bank is the beneficiary under each policy. The total cash surrender value of the policies was \$10.2 million and \$9.7 million at December 31, 2008 and December 31, 2007, respectively. Total income for the policies during 2008 was \$475 thousand as compared to \$433 thousand and \$408 thousand for the years ending 2007 and 2006, respectively. As described below, we transferred 4 policies totaling \$8.1 million to separate account insurance products. The remaining policies are general account products and total \$2.0 million at December 31, 2008.

In the latter part of 2006 and in January 2007, management began exploring the option to purchase additional bank owned life insurance to financially protect the Company in case of the death of other key employees. During the first half of 2007, due diligence was conducted on products and companies. During this process, the option to purchase separate account bank owned life insurance became available to the Company in addition to the traditional general account bank owned life insurance product. The primary difference between the two is that the separate account product offers the Company greater flexibility in investing the funds to yield a higher return and also a larger variety of investments to choose. The earnings stream of the investment is managed through a stable wrap provider. General account products are sold directly by a particular insurance company which makes the investment choices and gives substantially less flexibility in investment options. In addition, separate account products may be classified as a 20% risk weight for capital regulatory calculations as opposed to 100% risk weights for the general account products. The separate account product has typically been offered to large financial institutions, but now it is available to smaller community banks. The Company's past asset size and capital levels did not qualify us for separate account bank owned life insurance. But since the Company experienced asset and capital growth, the option to purchase and like-kind exchange, or 1035 exchange, the existing policies became available. As a result, management decided to purchase the separate account product and 1035 exchange the existing policies.

Up until this time, the intention of management left the option open to cash in the existing policies before the death of the insured officers. This created a deferred tax liability on the earnings of the policies which typically would be tax exempt since they are life insurance proceeds. Management, the Bank Owned Life Insurance and Compensation Committees met and decided in August 2007 to change existing policies and any new purchases of bank owned life insurance to the separate account product. The Board of Directors ratified this decision in September 2007. As a result, management changed its intention to keep the life insurance policies until the death of the insured.

This resulted in a change of accounting estimate. As a result, the deferred taxes were adjusted by \$638 thousand and income tax expense was reduced by the same amount during the third quarter of 2007.

Income Taxes

Due to timing differences between book and tax treatment of several income and expense items, a deferred tax asset of \$1.2 million existed at December 31, 2008 as compared to a deferred tax asset of \$1.1 million at December 31, 2007. 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

Total capital at the end of 2008 was \$50.3 million compared to \$45.2 million in 2007. The increase was \$5.1 million, or 11.21%. We remain well-capitalized at the end of 2008, as defined by the capital guidelines of our regulatory agencies. Capital as a percentage of total assets was 6.23% at December 31, 2008 compared to 5.91% at December 31, 2007.

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. Our region did not experience a rapid rise in real estate prices in recent years. Likewise, real estate values have not declined precipitously like many other regions of the country. Regional rates of unemployment have held fairly steady compared to other regions.

Total asset growth for 2008 slowed and we anticipate this slower rate of growth to continue in the near future. We still have targeted markets that we plan to enter in the future, and additional capital may be needed to implement those strategic plans. However, our primary source of capital for asset growth comes from retained earnings. Our strategic plan, including geographic growth, can be supported by projected retained earnings. If earnings do not meet projections, additional sources of capital may have to be obtained. Currently we have no plans to raise additional capital for our strategic purposes.

In June 2008, a majority of New Peoples stockholders voted to amend the Articles of Incorporation to authorize 50 million shares of common stock. Prior to this approval, 12 million shares of common stock were authorized.

No cash dividends have been paid historically and none are anticipated in the foreseeable future. New Peoples strategic plan is to continue growing but at a slower pace. Earnings will continue to be retained to support our growth until the board of directors considers it prudent to pay cash dividends.

Liquidity and Capital Resources

We have not had liquidity issues during 2008 and do not expect our liquidity position to deteriorate materially in the future. We closely monitor our liquidity and have a variety of ways to increase liquidity levels as needed. At December 31, 2008 and December 31, 2007, we had liquid assets in the form of cash, due from banks and federal funds sold of approximately \$23.9 million and \$22.3 million, respectively.

At December 31, 2008, we had borrowings from the Federal Home Loan Bank totaling \$26.6 million as compared to \$42.4 million at December 31, 2007. Of these borrowings at December 31, 2008, none are overnight and subject to daily interest rate changes. Term notes of \$15.2 million mature in the year 2012. Two additional borrowings totaling \$12.0 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 to the Treasury Board of Virginia for collateral on public funds. An additional \$64.5 million was available on December 31, 2008 on the \$95.0 million line of credit which is secured by a blanket lien on our residential real estate loans.

At December 31, 2008, all of our investments are classified as available-for-sale, providing an additional source of liquidity in the amount of \$3.0 million, which is net of those securities pledged as collateral. As mentioned above, in the second quarter of 2008, we utilized \$7.0 million of our Federal Home Loan Bank line of credit as a letter of credit for public funds collateral. This was authorized by the state legislature in the 2008 session, and we have taken advantage of this efficient way to secure these deposits. We do not have any Fannie Mae or Freddie Mac equity securities.

Our loan to deposit ratio was 102.19% at December 31, 2008 and 103.84% at year end 2007. We anticipate this ratio to decrease as we continue to grow deposits 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.

On November 21, 2008, the Board of Directors of the Federal Deposit Insurance Bank (FDIC) adopted a final rule relating to the Temporary Liquidity Guarantee Program (TLG Program). The TLG Program was announced by the FDIC on October 14, 2008, preceded by the determination of systemic risk by the Secretary of the Department of Treasury (after consultation with the President), as an initiative to counter the system-wide crisis in the nation's financial sector. Under the TLG Program the FDIC will (i) guarantee, through the earlier of maturity or June 30, 2012, certain newly issued senior unsecured debt issued by participating institutions on or after October 14, 2008,

and before June 30, 2009 and (ii) provide full FDIC deposit insurance coverage for non-interest bearing transaction deposit accounts, Negotiable Order of Withdrawal (NOW) accounts paying less than 0.5% interest per annum and Interest on Lawyers Trust Accounts (IOLTA) accounts held at participating FDIC- insured institutions through December 31, 2009. Coverage under the TLG Program was available for the first 30 days without charge. The fee assessment for coverage of senior unsecured debt ranges from 50 basis points to 100 basis points per annum, depending on the initial maturity of the debt. The fee assessment for deposit insurance coverage is 10 basis points per quarter on amounts in covered accounts exceeding \$250,000. In December 2008, the Bank elected to participate in both guarantee programs, which provide the Bank with an additional source of liquidity.

In the event we need additional funds, we have the ability to purchase federal funds under established lines of credit totaling \$20.4 million. In addition, in the third quarter of 2008 we joined with the Promontory Interfinancial Network, LLC, otherwise known as CDARS. CDARS allows our customers to access FDIC insurance protection on multi-million dollar certificates of deposit through our 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. At December 31, 2008, we had \$7.3 million in CDARS deposits.

Another source of liquidity available to us is through the brokered deposits market. 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.

Additional liquidity is expected to be provided by the future growth that management expects in 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.

With the lines of credit available, anticipated deposit growth, CDARs, the TLG Program, and other external sources of funding, we believe we have adequate liquidity and capital resources to meet our requirements and needs for the foreseeable future.

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.

A summary of the contract amount of the Bank's exposure to off--balance--sheet risk as of December 31, 2008 and 2007 is as follows:

(Dollars in thousands)	2008	2007
Financial instruments whose contract amounts represent credit risk:		
Commitments to extend credit	\$ 51,190	\$ 57,032
Standby letters of credit	4,022	3,150

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 trust preferred securities indebtedness. The following is a breakdown of the payment obligations over the life of the agreements:

(Dollars in thousands)	Payments Due by Period				
	Total	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 advances	26,582	168	5,336	10,561	10,517
Line of credit	4,913		4,913		
Operating Lease Obligations	244	30	60	60	94
Total	\$ 48,235	\$ 198	\$ 10,309	\$ 10,621	\$ 27,107

Interest Sensitivity

At December 31, 2008, we had a negative cumulative gap rate sensitivity ratio of 40.27% for the one year re-pricing period, compared to 32.86% at December 31, 2007. 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 make 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.

Interest Sensitivity Analysis December 31, 2008 (Dollars in thousands)

	1- 90 Days	91-365 Days	1-3 Years	4-5 Years	6-15 Years	Over 15 years	Total
Uses of funds:							
Loans	\$ 127,828	\$ 95,821	\$ 116,025	\$ 210,873	\$ 116,072	\$ 54,555	\$ 721,174
Federal funds sold	1,813						1,813
Investments	3,073		3,449			1,326	7,848
Bank owned life insurance	10,153						10,153
Total earning assets	\$ 142,867	\$ 95,821	\$ 119,474	\$ 210,873	\$ 116,072	\$ 55,881	\$ 740,988
Sources of funds:							
Interest Bearing DDA	\$ 34,498	\$	\$	\$	\$	\$	\$ 34,498
Savings & MMDA	89,787						89,787
Time Deposits	158,344	233,029	76,586	17,996			485,955
Trust preferred securities	16,496						16,496
Other borrowings	4,913		5,000	10,225	11,357		31,495
Total interest bearing liabilities	\$ 304,038	\$ 233,029	\$ 81,586	\$ 28,221	\$ 11,357	\$	\$ 658,231

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Discrete Gap	\$ (161,171)	\$ (137,208)	\$ 37,888	\$ 182,652	\$ 104,715	\$ 55,881	\$ 82,757
Cumulative Gap	\$ (161,171)	\$ (298,379)	\$ (260,491)	\$ (77,839)	\$ 26,876	\$ 82,757	
Cumulative Gap as % of Total Earning Assets	(21.75%)	(40.27%)	(35.15%)	(10.50%)	3.63%	11.17%	

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, 2008 and 2007. During 2008, we reduced some of our established limitations to match our interest risk tolerance. The changes of percentages of modeled changes in net interest income from 2007 to 2008 are reflective of the strategies implemented during a historically low interest rate environment. Our position changed from 2007 to 2008 to be in line with an interest rate decline to best enhance earnings. As interest rates increase, we will implement different strategies to enhance our earnings. At both dates, our interest rate risk is within the established limitations.

2008		
Immediate Estimated Increase Basis Point Change In Interest Rates	% Increase (Decrease) in Net Interest Income	Established Limitation
+300	(10.90)%	(15.00)%
+200	(7.69)%	(10.00)%
+100	(3.99)%	(7.00)%
-100	9.38%	(7.00)%
-200	11.32%	(10.00)%
-300	17.06%	(15.00)%

2007		
Immediate Estimated Increase Basis Point Change In Interest Rates	% Increase (Decrease) in Net Interest Income	Established Limitation
+300	16.15%	(20.00)%
+200	11.17%	(15.00)%
+100	5.53%	(7.00)%
-100	(5.31)%	(7.00)%

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-200	(10.42)%	(15.00)%
-300	(13.25)%	(20.00)%

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 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 return on assets and equity.

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

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 of New Peoples Bankshares, Inc.
Honaker, Virginia

We have audited the accompanying consolidated balance sheets of New Peoples Bankshares, Inc. as of December 31, 2008 and 2007, 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, 2008. 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, 2008 and 2007, and the results of its operations and its cash flows for each of years in the three-year period ended December 31, 2008 in conformity with accounting principles generally accepted in the United States of America.

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, 2008, 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 10, 2009 expressed an adverse opinion.

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

Bluefield, West Virginia
March 10, 2009

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

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, 2008, 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 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.

A material weakness is a control deficiency, or combination of 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 weaknesses have been identified and included in management's assessment.

At year end, the Company was in the process of updating loan classifications in its financial reporting systems to reflect new guidance related to required quarterly reports filed with the FDIC. As this had been an ongoing process, loan classifications were reported incorrectly on quarterly reports for each quarter of 2008. The classification errors amounted to approximately \$5.8 million on the quarterly report filed January 31, 2009 for the period ended December 31, 2008. The Company implemented a program to address these mis-classifications and amended the report for the period ended December 31, 2008. The Company has also included the corrected information in its December 31, 2008 financial statements. This material weakness was considered in determining the nature, timing, and extent of audit tests applied in our audit of the 2008 financial statements, and this report does not affect our report dated March 10, 2009 on those financial statements.

A material weakness has been identified with regard to the design and operating effectiveness of certain entity level controls, including the Company's Codes of Ethics and Conduct. The Company has addressed these matters and has plans to strengthen controls in these areas. This material weakness was considered in determining the nature, timing, and extent of audit tests applied in our audit of the 2008 consolidated financial statements, and this report does not affect our report dated March 10, 2009 on those consolidated financial statements.

In our opinion, because of the effect of the material weaknesses 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, 2008, based on criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring

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Organizations of the Treadway Commission (COSO).

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., and our report dated March 10, 2009 expressed an unqualified opinion.

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

Bluefield, West Virginia
March 10, 2009

CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2008 AND 2007
(IN THOUSANDS EXCEPT SHARE and SHARE DATA)

	2008	2007
ASSETS		
Cash and due from banks	\$ 22,099	\$ 20,195
Federal funds sold	1,813	2,062
Total Cash and Cash Equivalents	23,912	22,257
Investment Securities		
Available-for-sale	3,449	4,974
Loans receivable	721,174	682,260
Allowance for loan losses	(6,904)	(6,620)
Net Loans	714,270	675,640
Bank premises and equipment, net	36,829	34,892
Equity securities (restricted)	3,903	4,258
Other real estate owned	2,496	2,051
Accrued interest receivable	4,537	4,969
Life insurance investments	10,153	9,745
Goodwill and other intangibles	4,633	4,829
Other assets	3,716	2,336
Total Assets	\$ 807,898	\$ 765,951
LIABILITIES		
Deposits		
Demand deposits		
Noninterest bearing	\$ 95,448	\$ 83,680
Interest-bearing	34,498	26,857
Savings deposits	89,787	44,721
Time deposits	485,955	501,775
Total Deposits	705,688	657,033
FHLB advances	26,582	42,434
Accrued interest payable	2,155	2,822
Accrued expenses and other liabilities	1,741	1,917
Line of credit borrowing	4,913	
Trust preferred securities	16,496	16,496
Total Liabilities	757,575	720,702
STOCKHOLDERS EQUITY		
Common stock - \$2.00 par value; 50,000,000 shares authorized; 10,008,902 and 9,959,477 shares issued and outstanding for 2008 and 2007, respectively	20,017	19,919
Additional paid-in-capital	21,683	21,484
Retained earnings	8,576	3,839

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Accumulated other comprehensive income (loss)	47	7
Total Stockholders Equity	50,323	45,249
Total Liabilities and Stockholders Equity	\$ 807,898	\$ 765,951

The accompanying notes are an integral part of this statement.

NEW PEOPLES BANKSHARES, INC.
CONSOLIDATED STATEMENTS OF INCOME
FOR THE YEARS ENDED DECEMBER 31, 2008, 2007 AND 2006
(IN THOUSANDS EXCEPT SHARE AND PER SHARE DATA)

	2008	2007	2006
INTEREST AND DIVIDEND INCOME			
Loans including fees	\$ 51,911	\$ 50,884	\$ 40,762
Federal funds sold	35	129	191
Investments	208	254	172
Dividends on equity securities (restricted)	163	180	155
Total Interest and Dividend Income	52,317	51,447	41,280
INTEREST EXPENSE			
Deposits			
Demand	240	164	142
Savings	682	485	489
Time deposits below \$100,000	12,556	14,851	11,295
Time deposits above \$100,000	7,261	8,098	5,709
FHLB advances	1,217	857	754
Other borrowings	134		
Trust Preferred Securities	1,005	1,283	1,004
Total Interest Expense	23,095	25,738	19,393
NET INTEREST INCOME	29,222	25,709	21,887
PROVISION FOR LOAN LOSSES (Note 6)	1,500	3,840	1,277
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	27,722	21,869	20,610
NONINTEREST INCOME			
Service charges	2,704	2,455	2,032
Fees, commissions and other income	1,398	994	414
Insurance and investment fees	973	769	606
Life insurance investment income	475	433	408
Total Noninterest Income	5,550	4,651	3,460
NONINTEREST EXPENSES			
Salaries and employee benefits (Note 14)	15,628	13,978	11,848
Occupancy expense	2,215	1,776	1,429
Equipment expense	2,345	2,254	1,971
Advertising and public relations	477	437	381
Data processing and telecommunications	1,341	1,114	1,047
FDIC Assessment	724	367	60
Other real estate owned and repossessed vehicles	134	27	53
Net gains on sale of other real estate owned	(612)		
Other operating expenses	4,367	3,721	3,016

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Total Noninterest Expenses	26,619	23,674	19,805
INCOME BEFORE INCOME TAXES	6,653	2,846	4,265
INCOME TAX EXPENSE (Note 9)			
Current income tax expense	1,916	614	1,175
Change of accounting estimate (Note 13)		(638)	
Total Income Tax Expense (benefit)	1,916	(24)	1,175
NET INCOME	\$ 4,737	\$ 2,870	\$ 3,090
Earnings Per Share			
Basic	\$ 0.47	\$ 0.29	\$ 0.31
Fully Diluted	\$ 0.46	\$ 0.28	\$ 0.30
Average Weighted Shares of Common Stock			
Basic	9,980,348	9,957,949	9,931,713
Fully Diluted	10,234,909	10,371,577	10,384,100

The accompanying notes are an integral part of this statement.

NEW PEOPLES BANKSHARES, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2008, 2007 AND 2006
(IN THOUSANDS INCLUDING SHARE DATA)

	Shares of Common Stock	Common Stock	Additional Paid in Capital	Retained Earnings	Accumu- lated Other Compre- hensive Income (Loss)	Total Stockholders Equity	Compre- hensive Income
Balance, December 31, 2005	7,619	\$ 15,239	\$ 21,265	\$ 2,475	\$ (15)	\$ 38,964	
Net Income				3,090		3,090	3,090
Unrealized gain (net of deferred tax of \$8) on available-for-sale securities					17	17	17
Stock Options Exercised	38	75	200			275	
Balance, December 31, 2006	7,657	\$ 15,314	\$ 21,465	\$ 5,565	\$ 2	\$ 42,346	\$ 3,107
Net Income				2,870		2,870	2,870
13-for-10 stock split, September 12, 2007	2,298	\$ 4,596		(4,596)			
Unrealized gain (net of deferred tax of \$4) on available-for-sale securities					5	5	5
Stock Options Exercised	4	9	19			28	
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	

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Balance,
December 31,
2008

10,008	\$	20,017	\$	21,683	\$	8,576	\$	47	\$	50,323	\$	4,777
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The accompanying notes are an integral part of this statement.

NEW PEOPLES BANKSHARES, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2008, 2007 AND 2006
(IN THOUSANDS)

2008 2007 2006

CASH FLOWS FROM OPERATING ACTIVITIES

Net Income	\$ 4,737	\$ 2,870	\$ 3,090
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation	3,000	2,598	2,300
Provision for Loan Losses	1,500	3,840	1,277
Income (less expenses) on Life Insurance	(408)	(368)	(346)
Loss on sale of fixed assets	3		
(Gain) loss on sale of foreclosed real estate	(612)		30
Accretion of bond premiums/discounts	(6)	(19)	(29)
Deferred tax (benefit) expense	112	(1,375)	(267)
Amortization of core deposit intangible	196	103	
Net change in:			
Interest receivable	432	(829)	(1,135)
Other Assets	(1,492)	867	(570)
Accrued interest payable	(667)	39	1,225
Accrued expense and other liabilities	(176)	(90)	630
Net Cash Provided by Operating Activities	6,619	7,636	6,205

CASH FLOWS FROM INVESTING ACTIVITIES

Net increase in loans	(41,766)	(102,228)	(101,318)
Purchase of securities available for sale	(4,000)	(4,990)	(2,985)
Proceeds from sale and maturities of securities available-for-sale	5,570	3,533	5,700
Purchase of Federal Reserve Bank stock	(120)	(128)	(76)
(Purchase) sale of Federal Home Loan Bank stock	475	(1,978)	197
Acquisition of branches			
Loans acquired		(13,691)	
Deposits assumed		60,380	
Bank premises		(1,178)	
Goodwill and other intangibles		(4,932)	
Payments for the purchase of property	(4,940)	(6,874)	(9,692)
Proceeds from sales of other real estate owned	1,804		
Net Cash Used in Investing Activities	(42,977)	(72,086)	(108,174)

CASH FLOW FROM FINANCING ACTIVITIES

Common stock options exercised	297	28	275
Issuance of trust preferred securities			5,000
Net increase in line of credit borrowings	4,913		
Net change in:			
Demand deposits	19,409	12,582	11,062
Savings deposits	45,066	(3,425)	(1,884)
Time deposits	(15,820)	15,310	100,317
Net increase (decrease) in FHLB borrowings	(15,852)	42,434	(11,570)
Net Cash Provided by Financing Activities	38,013	66,929	103,200

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Net increase in cash and cash equivalents	1,655	2,376	1,231
Cash and Cash Equivalents, Beginning of Year	22,257	19,881	18,650
Cash and Cash Equivalents, End of Year	\$ 23,912	\$ 22,257	\$ 19,881
Supplemental Disclosure of Cash Paid During the Year for:			
Interest	\$ 22,428	\$ 25,777	\$ 20,619
Taxes	\$ 1,625	\$ 1,153	\$ 1,490
Supplemental Disclosure of Non Cash Transactions:			
Other real estate acquired in settlement of foreclosed loans	\$ 1,637	\$ 521	\$ 749
Loans made to finance sale of foreclosed real estate	\$ 50	\$ 828	\$ 455

The accompanying notes are an integral part of this statement.

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 (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. On January 1, 2009, NPB Financial Services, Inc. was transferred from New Peoples Bankshares, Inc. to become a subsidiary of New Peoples Bank, Inc.

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 FIN 46R, 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 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 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.

NEW PEOPLES BANKSHARES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED):

Loans (Continued) 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 \$12.6 million as of December 31, 2008. 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 collectibility of the principal is unlikely. Past due status is determined based on contractual terms.

Stock Split - All share and per share amounts reflected herein have been adjusted to retroactively reflect those stock splits effected in the form of stock dividends.

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 Effective January 1, 2006, the Company adopted Statement of Financial Accounting Standards (SFAS) No. 123(R), Share-based Payment, using the modified prospective transition method. No stock options were granted in 2008, 2007 and 2006. However, if stock options had been granted, the Company would have recognized the expense of the stock-based employee compensation by using the fair value method directly against net income.

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.

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.

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 impact on the periodic impairment testing. For additional discussion concerning our valuation of intangible assets, see Note 12, Intangible Assets.

Reclassification of Financial Statement Presentation Certain reclassifications in the 2007 and 2006 Income Statements have been made regarding data processing and telecommunications expenses that was previously classified as other operating expenses. Certain reclassifications in the Statement of Cash Flows have been made to the 2006 financial statements regarding trust preferred securities issued and other assets to conform to the 2007 financial statement presentation. Such reclassification had no effect on net income as previously reported.

NOTE 3 DEPOSITS IN AND FEDERAL FUNDS SOLD TO BANKS:

The Bank had federal funds sold and cash on deposit with other commercial banks amounting to \$1.8 million and \$11.3 million at December 31, 2008 and 2007, respectively. Deposit amounts at other commercial banks may, at times, exceed federally insured limits.

NEW PEOPLES BANKSHARES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 4 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
December 31, 2008				
<u>Available for Sale</u>				
U.S. Government Agencies	\$ 3,000	\$ 63	\$	\$ 3,063
Mortgage backed securities	378	7		386
Total Securities AFS	\$ 3,378	\$ 70	\$	\$ 3,449
December 31, 2007				
<u>Available for Sale</u>				
U.S. Government Agencies	\$ 4,494	\$ 8	\$	\$ 4,502
Mortgage backed securities	468	4		472
Total Securities AFS	\$ 4,962	\$ 12	\$	\$ 4,974

At December 31, 2008 and 2007, the available for sale portfolio included no individual investments 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, 2008, 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
<u>Securities Available for Sale</u>			
Due in one year or less	\$	\$	
Due after one year through five years	3,378	3,449	3.53%
Total	\$ 3,378	\$ 3,449	3.53%

Investment securities with a carrying value of \$414 thousand and \$3.5 million at December 31, 2008 and 2007, were pledged to secure public deposits and for other purposes required by law.

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 \$4.3 million as of December 31, 2008 and 2007, respectively.

NOTE 5 LOANS:

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

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(Dollars are in thousands)	2008	2007
Commercial, financial and agricultural	\$ 110,060	\$ 121,198
Real estate-construction	64,595	38,420
Real estate-mortgages	483,471	463,079
Installment loans to individuals	63,048	59,563
Total loans	\$ 721,174	\$ 682,260

The following is a summary of information at December 31, pertaining to nonperforming loans:

(Dollars are in thousands)	2008	2007
Principal:		
Nonaccrual Loans	\$ 6,414	\$ 2,946
Loans past due 90 days or more still accruing interest	33	267
Total Non-performing Loans	\$ 6,447	\$ 3,213

NEW PEOPLES BANKSHARES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 5 LOANS (CONTINUED):

The following table presents the Company's investment in loans considered to be impaired and related information on those impaired loans:

(Dollars are in thousands)	2008	2007	2006
Recorded investments in loans considered to be impaired	\$ 6,844	\$ 9,627	\$ 1,382
Loans considered to be impaired that were on a non-accrual basis	6,414	2,946	1,206
Recorded investment in impaired loans with related allowance	642	7,450	261
Allowance for loan losses related to loans considered to be impaired	218	1,273	82
Average recorded investment in impaired loans	6,239	6,130	912
Total interest income not recognized on impaired loans	221	227	65
Recorded investment in impaired loans with no related allowance	6,202	2,177	1,121

NOTE 6 ALLOWANCE FOR LOAN LOSSES:

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

(Dollars are in thousands)	2008	2007	2006
Balance, beginning of year	\$ 6,620	\$ 4,870	\$ 3,943
Provision for loan losses	1,500	3,840	1,277
Recoveries of loans charged off	95	76	73
Loans charged off	(1,311)	(2,166)	(423)
Balance, End of Year	\$ 6,904	\$ 6,620	\$ 4,870
Percentage of Loans	0.96%	0.97%	0.86%

NOTE 7 BANK PREMISES AND EQUIPMENT:

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

(Dollars are in thousands)	2008	2007
Land	\$ 10,423	\$ 9,394
Buildings and improvements	22,113	20,658
Furniture and equipment	15,971	13,780
Vehicles	668	665
Construction in progress	1,999	1,776
	51,174	46,273
Less accumulated depreciation	(14,345)	(11,381)
Bank Premises and Equipment	\$ 36,829	\$ 34,892

Depreciation expense for 2008, 2007, and 2006 was \$3.0 million, \$2.6 million, and \$2.3 million, respectively.

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At December 31, 2008, construction in progress included the costs of buildings and land purchased for new branches in Duffield, Virginia and Princeton, West Virginia. In December 2008, the Board of Directors resolved to sell the Duffield location. It is being marketed at a projected net sales price greater than book value; however, the length of time it will take to find a qualified buyer is not known. The Duffield property is not being depreciated. The Princeton location is anticipated to operate as a full service branch location in 2009 at no additional cost to complete. At December 31, 2007, construction in progress included the costs of building and land purchased for new branches in Duffield, Virginia; and Bluewell and Princeton, West Virginia. The Bluewell location opened in August 2008 as a full service branch.

NEW PEOPLES BANKSHARES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 8 OTHER TIME DEPOSITS:

The aggregate amount of time deposits with a minimum denomination of \$100,000 was \$165.6 million and \$175.1 million at December 31, 2008 and 2007, respectively

At December 31, 2008, the scheduled maturities of certificates of deposit are as follows (dollars are in thousands):

2009	\$ 123,990
2010	30,455
2011	5,848
2012	4,317
2013	1,022
After five years	
Total	\$ 165,632

NOTE 9 INCOME TAX EXPENSE:

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

(Dollars are in thousands)	2008	2007	2006
Current expense	\$ 1,804	\$ 1,512	\$ 1,442
Deferred expense (benefits)	112	(1,536)	(267)
Net income Tax	\$ 1,916	\$ (24)	\$ 1,175

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

(Dollar are in thousands)	2008	2007	2006
Organization and start-up cost	\$ 2	\$ 2	\$
Provision for loan losses	(127)	(642)	(299)
Depreciation	143	(74)	(54)
Deferred compensation expense	(39)	(34)	(32)
Accrued employee benefits	81	(172)	
Amortization of core deposits		(26)	
Amortization of goodwill	46	47	
Earnings on bank owned life insurance		(638)	118
Capitalized interest and repair expense	6	1	
Deferred Income Tax Expenses (Benefit)	\$ 112	\$ (1,536)	\$ (267)

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

(Dollars are in thousands)	2008	2007	2006
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Deferred Tax Assets:						
Organization and start-up cost	\$	1	\$	3	\$	5
Allowance for loan losses		2,306		2,179		1,537
Deferred compensation		215		176		142
Accrued employee benefits		91		172		
Amortization of core deposits		26		26		
Capitalized interest and repair expense		12		18		19
Total Assets		2,651		2,574		1,703
Deferred Tax Liabilities						
Accelerated depreciation		1,381		1,238		1,312
Amortization of goodwill		93		47		
Unrealized gain on securities available for sale		24		4		1
Unrealized income on bank owned life insurance						638
Total Liabilities		1,498		1,289		1,951
Net deferred Tax Asset (Liability)	\$	1,153	\$	1,285	\$	(248)

NEW PEOPLES BANKSHARES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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

(Dollars are in thousands)	2008	2007	2006
Income tax expense at the applicable federal rate	\$ 2,262	\$ 968	\$ 1,450
Permanent differences resulting from:			
Nondeductible expenses	15	40	31
Tax exempt interest income	(160)	(190)	(191)
State income taxes less federal tax effect	51	40	24
Bank owned life insurance	(139)	(125)	
Change of accounting estimate		(638)	
Other adjustments	(113)	(119)	(139)
Income Tax Expense (benefit)	\$ 1,916	\$ (24)	\$ 1,175

NOTE 10 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 \$12.4 million at December 31, 2008 and \$11.2 million at December 31, 2007. During the year ended December 31, 2008, total principal additions were \$11.7 million and principal payments were \$10.6 million, including renewals. During the year ended December 31, 2007, total principal additions were \$11.5 million and principal payments were \$12.3 million, including renewals. 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 \$16.9 million and \$19.8 million at the end of years 2008 and 2007, respectively.

NOTE 11 SIGNIFICANT ACQUISITION:

On June 29, 2007, the Bank finalized the purchase of assets and assumption of liabilities of two branches of FNB Southeast. The acquisition of the branches was accounted for as a business combination and, as the purchase price exceeded the value of the net identified tangible and intangible assets acquired, resulted in \$4.1 million of goodwill being recorded as an intangible asset on the accompanying balance sheet. The acquisition provided, in addition to other factors, a strategic opportunity to expand into these markets without the delay normally experienced in building a branch and future growth.

The acquisition transaction resulted in an estimated fair value of \$13.7 million in loans acquired and \$60.4 million in deposits assumed. The resulting goodwill was \$4.1 million. The estimated core deposit premium is \$810 thousand and is being amortized over 6.84 years.

In October 2007, the Bank agreed to purchase the \$6.5 million remaining loan portfolio and interest receivable from FNB Southeast at a 28.42% discount. In addition, the Bank also obtained the right to collect on previously charged-off credits of FNB Southeast in the market area totaling \$658 thousand. At the time of settlement, November 2, 2007, the outstanding balance of the notes purchased was \$6.2 million and the discount recorded was \$2.2 million.

The outstanding balance of the notes purchased was \$3.2 million and \$5.5 million at December 31, 2008 and 2007, respectively. The discount balance was \$1.2 million and \$2.1 million at December 31, 2008 and 2007, respectively.

NEW PEOPLES BANKSHARES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 12 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 are 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, 2008			
Amortizable core deposit intangibles	\$ 810	\$ 299	\$ 511
Unamortizable goodwill	\$ 4,122	\$	\$ 4,122
December 31, 2007			
Amortizable core deposit intangibles	\$ 810	\$ 103	\$ 707
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, 2009	\$ 154
For year ended December 31, 2010	131
For year ended December 31, 2011	101
For year ended December 31, 2012	71
For year ended December 31, 2013	45
For year ended December 31, 2014	9
Total	\$ 511

Goodwill is tested at least annually to determine if there is any impairment. The first test conducted in accordance with SFAS. No. 142 occurred as of November 30, 2008 and will continue hereafter on an annual basis on this date unless it is deemed necessary to test for impairment on a more frequent basis. No impairment was recognized in 2008.

NOTE 13 CHANGE OF ACCOUNTING ESTIMATE:

During the third quarter of 2007, the Company changed its intention related to its ownership of bank owned life insurance on members of management. When the life insurance was purchased, the determination was made that the insurance policies may be cashed in before the death of an insured employee creating a potential taxable event at that time. During September 2007, the Board of Directors restructured the life insurance program and decided that the policies in existence at that time as well as any additional policies to be purchased would be held to the death of the insured at which time the Company will receive the proceeds in a tax free transaction. Therefore, as a result deferred taxes were adjusted by \$638 thousand which had been previously provided and income tax expense was reduced by the same amount during the third quarter of 2007. The adjustment was reflected as a change of accounting estimate in accordance with Financial Accounting Standards Board Statement No. 154, (As Amended) *Accounting Changes and Error Corrections*.

NOTE 14 RETIREMENT PLANS:

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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 \$479 thousand, \$393 thousand, and \$356 thousand to the defined contribution plan for 2008, 2007 and 2006, respectively.

NEW PEOPLES BANKSHARES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 14 RETIREMENT PLANS (CONTINUED):

In addition, in 2002, the Bank established a salary continuation plan for key executives, which is funded by single premium life insurance policies. Expenses related to the plan were \$113 thousand, \$101 thousand, and \$95 thousand, for 2008, 2007 and 2006, respectively.

NOTE 15 STOCK OPTION PLAN:

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 as adjusted for the 13-for-10 stock split effected in the form of a stock dividend on September 12, 2007 and a 10 percent stock dividend on June 7, 2005. The exercise price may not be less than 100% of the fair market value of the shares on 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, 2008, there were 192,777 additional shares available for grant under the Plan. All options granted and outstanding are fully vested. The Company did not grant any options in 2008, 2007 and 2006. The intrinsic values of stock options exercised were \$343 thousand, \$31 thousand, and \$296 thousand for 2008, 2007 and 2006.

Information about stock options outstanding at December 31, 2008 follows:

Exercise Price	Number Outstanding and Exercisable	Weighted Average Remaining Contractual Life	Weighted Average Exercise
\$ 5.25	230,613	3.00 years	\$ 5.25
\$ 6.99	200,250	4.52 years	\$ 6.99
\$ 9.44	132,145	6.00 years	\$ 9.44
\$ 11.54	399,912	7.00 years	\$ 11.54
Totals	962,920	6.11 years	\$ 8.80

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

	2008		2007		2006	
	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	1,036,850	\$ 8.68	809,062	\$ 11.28	851,792	\$ 11.10
Effect of 13 for 10 stock split effected in the form of a stock dividend			239,388	(2.60)		
Exercised	(49,425)	6.03	(4,250)	6.93	(37,705)	7.29
Forfeited	(24,505)	9.55	(7,350)	13.03	(5,025)	11.37
	962,920	\$ 8.80	1,036,850	\$ 8.68	809,062	\$ 11.28

Outstanding and
exercisable, end of year

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. As of December 31, 2008, approximately \$13.9 million was available for dividend distribution.

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, 2008:

Year ending December 31:		
2009	\$	30
2010		30
2011		30
2012		30
2013		30
Thereafter		94
Total minimum payments required	\$	244

Rental commitments of less than one year are not included in the above schedule. Rentals charged to operations under operating leases were \$34 thousand, \$60 thousand, and \$60 thousand, for the years ended 2008, 2007, and 2006, respectively.

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

The Bank has federal funds lines of credit with correspondent banks totaling \$20.4 million as of December 31, 2008. In addition, the Bank may borrow up to an additional \$61.5 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, 2008. The Bank had borrowings of \$32.2 million that were overnight with interest rates that change daily as of December 31, 2007. All other borrowings are at fixed rates.

The Bank had \$26.6 million in term borrowings with the Federal Home Loan Bank at December 31, 2008 and \$10.2 million at December 31, 2007. The borrowings consist of convertible notes totaling \$15.2 million and \$10.2 million at December 31, 2008 and 2007, respectively with a weighted average interest rate of 3.76% and 4.03%. The convertible notes have a quarterly Bermudan call feature beginning in 2008 and mature in 2012. Two additional borrowings totaling \$11.4 million at December 31, 2008 were obtained in 2008 to fund various real estate loans. These borrowings have fixed rates with an average weighted interest rate of 4.07%, principal reducing to \$0 at the maturity in 2018. A letter of credit for \$7.0 million was issued in 2008 to the Treasury Board of Virginia for collateral on public funds. No draws on the letter of credit have been issued.

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.

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.

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

(Dollars are in thousands)	2008	2007
Commitments to extend credit	\$ 51,190	\$ 57,032
Standby letters of credit	4,022	3,150

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NEW PEOPLES BANKSHARES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 20 FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK (CONTINUED):

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:

In June 2008, the Company obtained a three year revolving line of credit totaling \$6.5 million from Silverton Bank. This line of credit replaced the existing line of credit totaling \$1.5 million. The interest rate is priced at Wall Street Journal Prime, or 5.00% at December 31, 2008, and will change as the Wall Street Journal Prime rate changes, subject to a floor rate of 5.00%. Collateral for the line of credit is the subsidiary, New Peoples Bank, Inc. common stock. The balance at December 31, 2008 was \$4.9 million with \$1.6 million available for future draws. The purpose of the line of credit is for general operations and capital injections to the subsidiaries.

NOTE 22 TRUST PREFERRED SECURITIES:

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, 2008 of 6.59%.

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, 2008 of 7.42%.

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.

NOTE 23 REGULATORY MATTERS:

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.

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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, 2008, the Company and the Bank meet all capital adequacy requirements to which they are subject.

NEW PEOPLES BANKSHARES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 23 REGULATORY MATTERS (CONTINUED):

As of July 2008, the most recent date of notification, the Federal Reserve Bank of Richmond categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well 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.

The Company's and the Bank's actual capital amounts and ratios are presented in the table as of December 31, 2008 and 2007, 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, 2008:						
Total Capital to Risk Weighted Assets						
The Company	\$ 69,043	10.78%	51,234	8%	\$ N/A	N/A
The Bank	72,696	11.36%	51,181	8%	63,976	10%
Tier 1 Capital Risk Weighted Assets:						
The Company	60,857	9.50%	25,617	4%	N/A	N/A
The Bank	65,792	10.28%	25,590	4%	38,386	6%
Tier 1 Capital to Average Assets:						
The Company	60,857	7.72%	31,519	4%	N/A	N/A
The Bank	65,792	8.35%	31,519	4%	39,399	5%
December 31, 2007:						
Total Capital to Risk Weighted Assets						
The Company	\$ 63,542	10.29%	49,392	8%	\$ N/A	N/A
The Bank	62,681	10.11%	49,591	8%	61,989	10%
Tier 1 Capital to Risk Weighted Assets:						
The Company	53,901	8.73%	24,696	4%	N/A	N/A
The Bank	56,061	9.04%	24,795	4%	37,193	6%
Tier 1 Capital to Average Assets:						
The Company	53,901	7.22%	29,863	4%	N/A	N/A
The Bank	56,061	7.52%	29,818	4%	37,272	5%

NOTE 24 COMMON STOCK:

On June 5, 2008, a majority of the shareholders voted in favor of amending the articles of incorporation to increase the authorized number of shares of common stock from 12 million to 50 million shares. The amendment to the articles of incorporation was made on June 24, 2008.

NOTE 25 DISCLOSURES ABOUT FAIR VALUE OF FINANCIAL INSTRUMENTS:

Effective January 1, 2008, the Company adopted SFAS No. 157, Fair Value Measurements (SFAS157) which provides a framework for measuring and disclosing the fair value under generally accepted accounting principles. SFAS 157 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).

SFAS 157 defines fair value as 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. SFAS 157 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:

NEW PEOPLES BANKSHARES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 25 DISCLOSURES ABOUT FAIR VALUE OF FINANCIAL INSTRUMENTS (CONTINUED):

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.

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 \$3.5 million at December 31, 2008, 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 the Company considers to be Level 2 inputs. The aggregate carrying amount of impaired loans at December 31, 2008 was \$6.8 million.

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.

Assets and liabilities measured at fair value are as follows as of December 31, 2008:

(Dollars are in thousands)	Quoted market price in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Available for sale investments	\$	\$	3,449
Impaired loans			6,844
Total	\$	\$	10,293

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. Fair value is the amount at which a financial instrument could be exchanged in a current transaction between willing parties, other than in a forced sale or liquidation, and is best evidenced by a quoted market price if one exists.

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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.

NEW PEOPLES BANKSHARES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 25 DISCLOSURES ABOUT FAIR VALUE OF FINANCIAL INSTRUMENTS (CONTINUED):

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 2008 and 2007.

(Dollars are in thousands)	December 31, 2008		December 31, 2007	
	Estimated Fair Value	Carrying Value	Estimated Fair Value	Carrying Value
<u>Financial Assets</u>				
Cash and due from bank	\$ 22,099	\$ 22,099	\$ 20,195	\$ 20,195
Federal funds sold	1,813	1,813	2,062	2,062
Investment securities	3,449	3,449	4,974	4,974
Equity securities (restricted)	3,903	3,903	4,258	4,258
Loans	728,940	721,174	685,667	682,260
Accrued Interest receivable	4,537	4,537	4,969	4,969
Life insurance investments	10,153	10,153	9,745	9,745
<u>Financial Liabilities</u>				
Demand Deposits				
Non-interest bearing	95,448	95,448	83,680	83,680
Interest-bearing	34,498	34,498	26,857	26,857
Savings deposits	89,787	89,787	44,721	44,721
Time deposits	487,638	485,955	503,890	501,775
FHLB advances	25,851	26,582	42,346	42,434
Accrued interest payable	2,155	2,155	2,822	2,822
Line of credit borrowing	4,913	4,913		
Trust preferred securities	16,496	16,496	16,496	16,496

NOTE 26 RECENT ACCOUNTING DEVELOPMENTS:

In December 2007, the FASB issued SFAS No. 141(R), Business Combinations, (SFAS 141(R)) which replaces SFAS 141. SFAS 141(R) establishes principles and requirements for how an acquirer in a business combination recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any controlling interest; recognizes and measures goodwill acquired in the business combination or a gain from a bargain purchase; and determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. FAS 141(R) is effective for acquisitions by the Company taking place on or after January 1, 2009. The Company will assess the impact of SFAS 141(R) if and when a future acquisition occurs.

Also, in December 2007, the FASB issued SFAS No. 160, Noncontrolling Interests in Consolidated Financial Statements an amendment of ARB No. 51, (SFAS 160). SFAS 160 establishes new accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. SFAS 160 requires the recognition of a noncontrolling interest (minority interest) as equity in the consolidated financials statements and separate from the parent's equity. The amount of net income attributable to the noncontrolling interest will be included in consolidated net income on the face of the income statement. SFAS 160 clarifies that changes in a parent's ownership interest in a subsidiary that do not result in deconsolidation are equity transactions if the parent retains its controlling financial interest. In addition, this statement requires that a parent recognize gain or loss in net income when a subsidiary is deconsolidated. SFAS 160 also includes expanded disclosure requirements regarding the interests of the parent and its noncontrolling interests. SFAS 160 will be effective for the Company on January 1, 2009 and will not have any impact on the Company's financial position, results of operations or cash flows.

NEW PEOPLES BANKSHARES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 26 RECENT ACCOUNTING DEVELOPMENTS (CONTINUED):

In February 2008, the FASB issued FASB Staff Position No. 140-3, Accounting for Transfers of Financial Assets and Repurchase Financing Transactions, (FSP 140-3). This FSP provides guidance on accounting for a transfer of a financial asset and the transferor's repurchase financing of the asset. This FSP presumes that an initial transfer of a financial asset and a repurchase financing are considered part of the same arrangement (linked transaction) under SFAS 140. However, if certain criteria are met, the initial transfer and repurchase financing are not evaluated as a linked transaction and are evaluated separately under SFAS 140. FSP 140-3 will be effective for the Company on January 1, 2009. The adoption of FSP 140-3 is not anticipated to impact on the Company's financial position, results of operations or cash flows.

In May, 2008, the FASB issued SFAS No. 162, The Hierarchy of Generally Accepted Accounting Principles, (SFAS 162). SFAS 162 identifies the sources of accounting principles and the framework for selecting the principles used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles (GAAP) in the United States (the GAAP hierarchy). SFAS 162 is effective November 15, 2008. The FASB has stated that it does not expect SFAS 162 will result in a change in current practice. The application of SFAS 162 had no effect on the Company's financial position, results of operations or cash flows.

In June 2008, the FASB issued FASB Staff Position No. EITF 03-6-1, Determining Whether Instruments Granted in Share-Based Payment Transactions are Participating Securities, (FSP EITF 03-6-1). The Staff Position provides that unvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents are participating securities and must be included in the earnings per share computation. FSP EITF 03-6-1 will be effective January 1, 2009 and will not affect on the Company's financial position, results of operations, earnings per share or cash flows.

The SEC's Office of the Chief Accountant and the staff of the FASB issued press release 2008-234 on September 30, 2008 (Press Release) to provide clarifications on fair value accounting. The press release includes guidance on the use of management's internal assumptions and the use of market quotes. It also reiterates the factors in SEC Staff Accounting Bulletin (SAB) Topic 5M which should be considered when determining other-than-temporary impairment such as the length of time and extent to which the market value has been less than cost, financial condition and near-term prospects of the issuer, and the intent and ability of the holder to retain its investment for a period of time sufficient to allow for any anticipated recovery in market value.

In September 2008, the FASB issued FASB Staff Position No. 133-1 and FIN 45-4, Disclosures about Credit Derivatives and Certain Guarantees: An Amendment of FASB Statement No. 133 and FASB Interpretation No. 45; and Clarification of the Effective Date of FASB Statement No. 161, (FSP SFAS 133-1 and FIN 45-4), effective for reporting periods (annual or interim) ending after November 15, 2008. FSP SFAS 133-1 and FIN 45-4 amends SFAS 133 to require the seller of credit derivatives to disclose the nature of the credit derivative, the maximum potential amount of future payments, fair value of the derivative, and the nature of any recourse provisions. Disclosures must be made for entire hybrid instruments that have embedded credit derivatives. The staff position also amends FIN 45 to require disclosure of the current status of the payment/performance risk of the credit derivative guarantee. The adoption of this Staff Position had no material effect on the Company's financial position, results of operations or cash flows.

On October 10, 2008, the FASB issued FASB Staff Position No. 157-3, Determining the Fair Value of a Financial Asset When the Market for That Asset Is Not Active (FSP SFAS 157-3). This FSP clarifies the application of SFAS No. 157, Fair Value Measurements (see Note 24) in a market that is not active and provides an example to illustrate key considerations in determining the fair value of a financial asset when the market for that asset is not active. The FSP was effective upon issuance. For the Company, this FSP was effective for the quarter ended September 30, 2008.

NEW PEOPLES BANKSHARES, INC.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****NOTE 26 RECENT ACCOUNTING DEVELOPMENTS (CONTINUED):**

In January 2009, FSP EITF 99-20-1, Amendments to the Impairment Guidance of EIFT Issue No. 99-20, (FSP EITF 99-20-1) was issued. To achieve a more consistent determination of other-than-temporary impairment, the Staff Position amends EITF 99-20 to determine any other-than-temporary impairment based on the guidance in SFAS 115, allowing management to use more judgment in determining any other-than-temporary impairment. The Staff Position is effective for interim and annual reporting periods ending after December 15, 2008 and shall be applied prospectively. Retroactive application is not permitted.

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 and cash flows.

**NOTE 28 PARENT CORPORATION ONLY FINANCIAL STATEMENTS:
CONDENSED BALANCE SHEETS
AS OF DECEMBER 31, 2008 AND 2007
(Dollars in Thousands)**

	2008	2007
ASSETS		
Due from banks	\$ 615	\$ 107
Investment in subsidiaries	71,415	61,676
Other assets	89	1,139
Total Assets	\$ 72,119	\$ 62,922
LIABILITIES		
Accrued interest payable	\$ 341	\$ 289
Accrued expenses and other liabilities	46	888
Other borrowed money	4,913	
Trust preferred securities	16,496	16,496
Total Liabilities	21,796	17,673
STOCKHOLDERS EQUITY		
Common stock-\$2.00 par value, 50,000,000 shares authorized; 10,008,902 and 9,959,477 shares issued and outstanding for 2008 and 2007, respectively	20,017	19,919
Additional paid capital	21,683	21,484
Retained earnings	8,576	3,839
Accumulated other comprehensive income	47	7
Total Stockholders Equity	50,323	45,249
Total Liabilities and Stockholders Equity	\$ 72,119	\$ 62,922

**CONDENSED STATEMENTS OF INCOME
FOR THE YEARS ENDED DECEMBER 31, 2008, 2007, AND 2006**

(Dollars in Thousands) 2008 2007 2006

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Income			
Miscellaneous income	\$ 30	\$ 38	\$ 29
Undistributed income of subsidiaries	5,669	3,853	3,844
Total Income	5,699	3,891	3,873
Expenses			
Other borrowed money interest expense	134		
Trust preferred securities interest expense	1,005	1,283	1,004
Legal fees	211	47	47
Accounting fees	32	104	129
Other operating expenses	102	101	93
Total Expenses	1,484	1,535	1,273
Income before Income Taxes	4,215	2,356	2,600
Income Tax Benefit	522	514	490
Net Income	\$ 4,737	\$ 2,870	\$ 3,090

NEW PEOPLES BANKSHARES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

NOTE 28 PARENT CORPORATION ONLY FINANCIAL STATEMENTS (CONTINUED):
CONDENSED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2008, 2007, AND 2006

(Dollars and Shares in Thousands)	2008	2007	2006
Cash Flows From Operating Activities			
Net Income	\$ 4,737	\$ 2,870	\$ 3,090
Adjustments to reconcile net income to net cash provided by (used) in operating activities:			
Income of subsidiaries	(5,669)	(3,853)	(3,844)
Net change in:			
Other assets	969	(453)	(139)
Other liabilities	(789)	774	149
Net Cash Used in Operating Activities	(752)	(662)	(736)
Cash Flows From Investing Activities			
Investment in subsidiary	(3,950)	(4,300)	(6,510)
Net Cash Used Investing Activities	(3,950)	(4,300)	(6,510)
Cash Flows From Financing Activities			
Proceeds from line of credit	4,913		
Net proceeds for trust preferred securities			5,000
Exercise of stock options	297	28	275
Net Cash Provided by Financing Activities	5,210	28	5,275
Net Increase in Cash and Cash Equivalents	508	(4,934)	(1,971)
Cash and Cash Equivalents, Beginning of year	107	5,041	7,012
Cash and Cash Equivalents, End of Year	\$ 615	\$ 107	\$ 5,041

NOTE 29 SELECTED QUARTERLY INFORMATION (UNAUDITED)

	2008 Quarters			
(Dollars in thousands)	Fourth	Third	Second	First
Income statement				
Net interest income	\$ 7,410	\$ 7,951	\$ 7,139	\$ 6,721
Noninterest income	2,046	1,387	1,429	1,384
Provision for credit losses	600	350	300	250
Noninterest expense	7,051	6,886	6,590	6,790
Net income	1,414	1,395	1,162	766
Period end balance sheet				
Total loans and leases	\$ 721,174	\$ 708,556	\$ 702,425	\$ 680,350

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Total assets	807,898	792,314	793,050	766,589
Total deposits	705,688	685,534	659,752	677,430
Total shareholders equity	50,323	48,871	47,385	46,061

2007 Quarters

(Dollars in thousands)	Fourth	Third	Second	First
Income statement				
Net interest income	\$ 6,835	\$ 6,833	\$ 6,260	\$ 5,782
Noninterest income	1,344	1,258	1,047	1,001
Provision for credit losses	1,300	1,800	440	300
Noninterest expense	6,338	6,372	5,602	5,360
Net income	542	625	901	802
Period end balance sheet				
Total loans and leases	\$ 682,260	\$ 661,377	\$ 635,362	\$ 591,370
Total assets	765,951	745,483	740,474	661,125
Total deposits	657,033	663,825	635,700	586,621
Total shareholders equity	45,249	44,709	44,066	43,163

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, and 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 assessed the effectiveness of New Peoples' internal control over financial reporting as of December 31, 2008. In making this assessment, 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 control deficiency, or combination of control deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected. Based on management's assessment, management has identified the following material weaknesses in New Peoples' internal control over financial reporting as of December 31, 2008:

(i) New Peoples did not effectively update loan classification codes for certain real estate and construction loans to reflect new guidance from the Federal Deposit Insurance Corporation (the FDIC); and

(ii) New Peoples did not maintain an effective control environment, including the design and operating effectiveness of New Peoples' Code of Ethics.

Each of the aforementioned material weaknesses in internal control over financial reporting individually resulted in more than a remote likelihood that a material misstatement of New Peoples' interim or annual financial statements would not have been prevented or detected.

The effectiveness of internal control over financial reporting as of December 31, 2008, has been audited by Brown, Edwards & Company, L.L.P., the independent registered public accounting firm which also audited the Company's consolidated financial statements. Brown, Edwards & Company's attestation report of internal control over financial reporting is included elsewhere in this annual report.

Remediation of Material Weaknesses

In response to the identified material weaknesses, management and the Board of Directors have undertaken a number of remedial actions. Specific remedial actions taken by management regarding the improper loan classifications include:

hiring a loan operations specialist;

developing new listing codes based on the FDIC's revised classification guidance and new coding procedures;

training all loan operations personnel on the new coding system and procedures;

reorganizing all loan files;

reviewing and correcting loan classifications, as necessary, of all loans for greater than \$500,000; and

expanding internal audit procedures to assess compliance of the new coding procedures.
The review and reclassification, as necessary, of all loans for less than \$500,000 is expected to be complete in the third quarter of 2009.

Specific remedial actions taken or to be taken by New Peoples' new President and Chief Executive Officer and other management personnel and the Board of Directors regarding New Peoples' ineffective control environment include:

adopting a revised employee handbook, with specific policies on business ethics, whistleblower procedures, fraud, conflicts of interest, bribery, trading in New Peoples' common stock and other topics;

training classes for all employees on the revised handbook and the policies contained therein;

expanding internal audit procedures to increase compliance testing; and

expanding and strengthening of internal audit and financial reporting departments by hiring an additional internal audit staff member, with compliance experience, and an additional financial reporting staff member.

Changes in Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting during the last fiscal quarter that materially affected, or are reasonably likely to materially affect, internal control over financial reporting.

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, 2008 due to the material weaknesses described above in Management's Report on Internal Control Over Financial Reporting.

Item 9B. Other Information

None

PART III

Item 10. Directors, Executive Officers and Corporate Governance Recent Developments

On May 18, 2009 Kenneth Hart, 62, President and CEO of New Peoples and its subsidiaries, including the Bank, notified the Board of Directors of his retirement from those positions, effective on that date.

Jonathan H. Mullins, 52, was appointed by the Board of Directors as President and CEO of the Company and its subsidiaries, including the Bank, effective May 19, 2009. Mr. Mullins served as Senior Vice President, Chief Lending Officer and Regional Manager for the Bank from July 2004 to May 18, 2009. His responsibilities included oversight of all lending activities and of 10 offices in Southwest Virginia. Prior to this role, Mr. Mullins joined the Bank as Vice President and Branch Manager on February 1, 1999. The contractual arrangements relating to Mr. Mullins' appointment have not been determined at this time.

C. Todd Asbury, 38, was promoted to Executive Vice President, Chief Financial Officer and Treasurer of the Company and its subsidiaries, including the Bank, effective May 19, 2009. Mr. Asbury was previously Senior Vice President, Chief Financial Officer and Treasurer of the Company and its subsidiaries.

Directors

The Board of Directors consists of 13 current members, four of whom are expected to be nominated for election as directors at the 2009 Annual Meeting to serve for terms of three years each expiring on the date of the annual meeting of shareholders in 2012. Nine other directors are serving terms that end in either 2010 or 2011, as indicated below.

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The following biographical information discloses each director's age and business experience for the past five years, unless otherwise noted, and the year that each individual was first elected to our Board of Directors or earlier to the Board of Directors of New Peoples Bank, Inc. (the "Bank"), the predecessor to and now a wholly owned subsidiary of the Company.

Directors Whose Terms Expire in 2009

Joe M. Carter, 71, is retired. Prior to his retirement, Mr. Carter was the General Manager of Daugherty Chevrolet in Gate City, Virginia. He has been a director since 1998.

Harold Lynn Keene, 54, is President of Keene Carpet, Inc. and Harold Keene Coal Co., Inc. in Honaker, Virginia. He has been a director since 1998.

John D. Maxfield, 66, is a private investor. He is Secretary of the Company and has been a director since 1998.

Fred W. Meade, 75, is President of Big M Stores, Inc. and West Hills Estates, Inc. in St. Paul, Virginia. He has been a director since 1998.

Directors Whose Terms Expire in 2010

Tim W. Ball, 49, is self-employed as a farmer in Honaker, Virginia. He has been a director since 1999.

Michael G. McGlothlin, 57, is an attorney with Michael G. McGlothlin, Attorney-at-Law in Grundy, Virginia. He has been a director since 1998.

Bill Ed Sample, 75, is self-employed as a farmer in Honaker, Virginia. He has been a director since 1998.

B. Scott White, 63, is self-employed as a farmer in Castlewood, Virginia. He is Chairman of the Board of Directors of the Company and the Bank. He has been a director since 1998.

Directors Whose Terms Expire in 2011

John D. Cox, 52, is the Vice President with Cox Tractor, Inc., a tractor and equipment business, in Kingsport, Tennessee. He has been a director since 1998.

Charles H. Gent, Jr., 49, is self-employed in the logging and farming industry in Honaker, Virginia. He has been a director since 1998.

A. Frank Kilgore, 56, is an attorney with Frank Kilgore, P.C. in St. Paul, Virginia. He has been a director since 1998.

Stephen H. Starnes, 52, is the owner of Gentech, Inc., in Abingdon, Virginia, since 2003. He has been a director since 1998.

William C. Wampler, Jr., 49, is Managing Member of Wampler Consulting Group, LLC. He is a director of Bassett Furniture Industries, Inc. He has been a member of the State Senate in the Virginia General Assembly since 1988. He has been a director since 2005.

Executive Officers Who Are Not Directors

The following is a list of names and ages of all executive officers; their terms of office as officers; the positions and offices within New Peoples held by each officer; and each person's principal occupation or employment during the past five years.

Jonathan H. Mullins, 52, 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.

Frank Sexton, Jr., 59, 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, 38, has served as Executive Vice President, Chief Financial Officer, and Treasurer of both the Company and the Bank since May 2009. He previously served as Senior Vice President, Chief Financial Officer, and Treasurer starting in December 2003.

CORPORATE GOVERNANCE AND THE BOARD OF DIRECTORS

General

Our business and affairs are managed under the direction of the Board of Directors in accordance with the Virginia Stock Corporation Act and our Articles of Incorporation and Bylaws. Members of the Board are kept informed of our business through discussions with our executive officers and other officers, by reviewing materials provided to them and by participating in meetings of the Board and its committees.

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 was attached as Exhibit 14 to our Annual Report on Form 10-K for the year ended December 31, 2003.

Board and Committee Meeting Attendance

There were 13 meetings of the Board of Directors in 2008. Each of our directors attended at least 75% of the aggregate of the total number of meetings of the Board of Directors and the total number of meetings of committees on which the director served, with the exception of Mr. Ball who attended 69% of such meetings.

Committees of the Board

The Board has a Personnel Committee, an Audit Committee, and a standing Nominating Committee.

Audit Committee

The Audit Committee assists the Board of Directors in fulfilling the Board's oversight responsibility to the shareholders relating to the integrity of our financial statements, our compliance with legal and regulatory requirements, the qualifications, independence and performance of our independent public accountants and the performance of the internal audit function. The Audit Committee is directly responsible for the appointment, compensation, retention and oversight of the work of the independent public accountants engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services for us. The Board of Directors has adopted a written charter for the Audit Committee.

The members of the Audit Committee are Messrs. Cox, Gent, Keene 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 listing standards 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.

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 2008.

Item 11. Executive Compensation EXECUTIVE COMPENSATION AND RELATED PARTY TRANSACTIONS

Compensation Discussion & Analysis

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The Personnel 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 of December 31, 2008, there were also salary continuation agreements with the Chief Executive Officer and the Chief Operating Officer designed as an incentive to keep them as employees with their unique and valuable abilities as our executive officers. 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 2008, each executive has outstanding unexercised options that the Committee believes help align the executives' interests directly to the shareholders' interests. 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, further aligning the interests of executive officers and shareholders.

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 2008 the senior management target bonus pool was set at \$170,000. 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. For 2008, the bonus pool was not adjusted from the \$170,000 target amount. 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. For 2008 no such adjustments were made. The Board of Directors then considers the Committee's recommendations and sets the actual bonus pool and individual bonuses.

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

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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 2008, 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.

Other Elements of Compensation

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

On December 18, 2002, the Bank entered into salary continuation agreements with Kenneth D. Hart and Frank Sexton, Jr. The agreement with Mr. Hart provides that the Bank will pay Mr. Hart, upon the termination of his employment on or after his 65th birthday for reasons other than his death, \$59,063 per year for 15 years. The agreement with Mr. Sexton provides that the Bank will pay Mr. Sexton, upon the termination of his employment on or after his 65th birthday for reasons other than his death, \$40,500 per year for 15 years. The Bank's Board of Directors has the sole discretion to increase these benefits. The agreements provide for adjusted benefits in the event that employment terminates prior to the individual's 65th birthday (except for termination for cause) for reasons such as death, disability or a change of control of the Bank. If Mr. Hart were to terminate his employment prior to his 65th birthday, his benefit would be \$28,943 annually to be paid in 180 month installments over 15 years for a total value of \$434,145 (as of November 1, 2008). If Mr. Sexton were to terminate his employment prior to his 65th birthday, his benefit would be \$16,782 annually to be paid in 180 month installments for 15 years; total value is \$251,730 (as of November 1, 2008).

Compensation Committee Report

The Personnel Committee acts as the Compensation Committee of the Company and the Bank and reviews management's performance and compensation, and reviews and sets guidelines for compensation of all employees. All decisions by the Personnel Committee relating to the compensation of our executive officers are reported to the full Board of Directors. The Personnel Committee does not have a charter.

The members of the Personnel Committee are Messrs. Cox, Gent, Kilgore, Meade, and Wampler, all of whom the Board in its business judgment has determined are independent as defined by the NASDAQ listing standards. The Personnel Committee held four meetings in 2008.

The Personnel 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 our Annual Report on Form 10-K for the year ended December 31, 2007 and in this Proxy Statement.

Members of the Personnel/Compensation Committee

John D. Cox (Chairman)
Charles H. Gent, Jr.
A. Frank Kilgore
Fred W. Meade
William C. Wampler, Jr.

Compensation Committee Interlocks and Insider Participation

No member of the Personnel 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, 2008, 2007 and 2006, the cash compensation that we paid to the named executive officers in all capacities in which they served:

**Summary Compensation Table
Fiscal Years 2008, 2007 and 2006**

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$) ⁽¹⁾	All Other Compensation (\$) ⁽²⁾	Total (\$)
Kenneth D. Hart ⁽³⁾	2008	234,780	28,174	60,334	11,739	335,027
President and Chief Executive Officer	2007	225,750	9,030	51,792	11,287	297,859
	2006	215,000	15,050	48,061	10,750	288,861
Frank Sexton, Jr.	2008	146,016	17,522	27,185	7,240	197,963
Executive Vice President and Chief Operating Officer	2007	140,400	5,616	25,226	6,960	178,202
	2006	135,000	9,450	23,409	6,750	174,609
C. Todd Asbury	2008	135,200	16,224		6,684	158,108
Senior Vice President, Chief Financial Officer, and Treasurer	2007	114,400	4,576		5,620	124,596
	2006	110,000	7,700		5,459	123,159

- (1) These amounts represent the change in the actuarial present value of the accumulated benefit under the salary continuation agreements for Messrs. Hart and Sexton.
- (2) All benefits that might be considered of a personal nature did not exceed \$10,000. All other compensation includes amounts for Mr. Hart representing matching contributions in 2008, 2007 and 2006 under the Bank's defined contribution plan of \$11,739, \$11,287 and \$10,750, respectively; amounts for Mr. Sexton representing matching contributions in 2008, 2007 and 2006 under the Bank's defined contribution plan of \$7,240, \$6,960 and \$6,750, respectively; and amounts for Mr. Asbury representing matching contributions in 2008, 2007 and 2006 for the Bank's defined contribution plan of \$6,684, \$5,620 and \$5,459, respectively.
- (3) Mr. Hart retired from the positions of President and Chief Executive Officer in May 2009.

Grants of Plan-Based Awards

The named executive officers did not receive any grants of plan-based awards during fiscal 2008.

For additional information regarding the compensation described above, see Item 11, Compensation Discussion and Analysis.

Outstanding Equity Awards at Fiscal Year-End

The following table sets forth for the year ended December 31, 2008, the outstanding equity awards at fiscal year-end to the named executive officers. The named executive officers have not received other stock awards:

Outstanding Equity Awards at Fiscal Year-End 2008

Name	Number of Securities Underlying Unexercised Options	Option Awards Option Exercise Price ⁽²⁾ (\$)	Option Expiration Date
------	---	---	------------------------

(#)
Exercisable⁽¹⁾

Kenneth D. Hart	18,590	5.25	12/31/11
President and Chief Executive Officer	10,725	6.99	12/31/12
	7,150	6.99	12/31/13
	7,150	9.44	12/13/14
	21,450	11.54	12/20/15
Frank Sexton, Jr.	14,300	5.25	12/31/11
Executive Vice President and Chief Operating Officer	7,150	6.99	12/31/12
	5,362	6.99	12/31/13
	5,363	9.44	12/13/14
	16,088	11.54	12/20/15
C. Todd Asbury	5,362	9.44	12/13/14
Senior Vice President, Chief Financial Officer and Treasurer	16,088	11.54	12/20/15

- (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.

Option Exercises and Stock Vested

There were no exercises of stock option awards or stock awards that vested for the named executive officers in 2008. None of the named executive officers have exercised any of their stock options to date.

Pension Benefits

The following table sets forth for the year ended December 31, 2008, information with respect to the salary continuation agreements, which provide for payments following retirement.

		Pension Benefits Fiscal Year 2008		
Name	Plan Name	Number of Years of Credited Service (#)	Present Value of Accumulated Benefit (\$)⁽¹⁾	
Kenneth D. Hart President and Chief Executive Officer	Salary Continuation Agreement	N/A	326,075	
Frank Sexton, Jr. Executive Vice President and Chief Operating Officer	Salary Continuation Agreement	N/A	156,621	
C. Todd Asbury Senior Vice President, Chief Financial Officer and Treasurer	N/A			

(1) Assumes for Messrs. Hart and 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.

For further information on the salary continuation plans of Messrs. Hart and Sexton, please refer to Item 11, Compensation Discussion and Analysis - Other Elements of Compensation 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, 2008, 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 2008 for their services as directors on the Board.

Director Compensation for 2008

Name	Fees Earned or Paid in Cash ⁽¹⁾ (\$)	Total (\$)
Tim W. Ball	6,000	6,000
Joe M. Carter	6,400	6,400
John D. Cox	6,600	6,600
Charles H. Gent, Jr.	6,600	6,600
Harold Lynn Keene, Jr.	7,000	7,000
A. Frank Kilgore	6,100	6,100
John D. Maxfield	6,000	6,000
Michael G. McGlothlin	6,000	6,000
Fred W. Meade	6,100	6,100
Bill Ed Sample	6,000	6,000
Stephen H. Starnes	6,400	6,400
William C. Wampler, Jr.	6,100	6,100
B. Scott White	7,000	7,000

In 2008, each director was paid \$500 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 (excluding Loan Committee meetings). For 2009, each director will be paid \$700 per month for service on the Board of Directors and \$100 per committee meeting.

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 June 10, 2009, 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 in Item 11 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 ⁽¹⁾	Exercisable Options Beneficially Owned ⁽²⁾	Total Shares Beneficially Owned	Percent of Class ⁽³⁾
C. Todd Asbury		21,450	21,450	*
Tim W. Ball	3,432	16,640	20,072	*
Joe M. Carter	23,660 ⁽⁴⁾	16,640	40,300	*
John D. Cox	53,072 ⁽⁵⁾	13,780	66,852	*
Charles H. Gent, Jr.	27,170 ⁽⁶⁾	10,920	38,090	*
Kenneth D. Hart	80,080	65,065	145,145	1.41%
Harold Lynn Keene	44,330	8,060	52,390	*
A. Frank Kilgore	96,720 ⁽⁷⁾	10,920	107,640	1.04%
John D. Maxfield	63,492 ⁽⁸⁾	16,640	80,132	*
Michael G. McGlothlin	119,167	16,640	135,807	1.32%
Fred W. Meade	38,896 ⁽⁹⁾	16,640	55,536	*
Bill Ed Sample	29,744 ⁽¹⁰⁾	16,640	46,384	*
Frank Sexton, Jr.	32,461 ⁽¹¹⁾	48,262	80,723	*
Stephen H. Starnes	20,810 ⁽¹²⁾	16,640	37,450	*
William C. Wampler, Jr.	1,300	5,200	6,500	*
B. Scott White	381,929 ⁽¹³⁾	8,060	389,989	3.78%
All Directors and Executive Officers as a group ⁽¹⁶⁾	1,016,263	308,197	1,324,460	12.84%

persons)

- * Percentage of ownership is less than one percent of the outstanding shares of Common Stock.
- (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 June 10, 2009.
 - (3) Based on 10,008,902 shares of Common Stock issued and outstanding on June 10, 2009
 - (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 Vice President.
 - (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 34,320 shares held by Mr. Maxfield's wife, and 572 shares Mr. Maxfield holds as trustee for his grandchildren.
 - (9) Includes 36,036 shares Mr. Meade holds jointly with his wife.
 - (10) Includes 572 shares Mr. Sample's wife holds.
 - (11) Includes 440 shares Mr. Sexton holds jointly with his child.
 - (12) Includes 3,660 shares held by Mr. Starnes' wife and 4,004 shares Mr. Starnes holds as custodian for his children.
 - (13) 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 June 10, 2009, the following persons are known to us that beneficially own five percent or more of our Company's stock:

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

Equity Compensation Plan

The following table sets forth information as of December 31, 2008, with respect to compensation plans under which shares of Common Stock are authorized for issuance:

Equity Compensation Plan Information

Plan Category	Number of Securities to Be Issued upon Exercise of Outstanding Options, Warrants and Rights ⁽¹⁾	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights ⁽¹⁾	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans ⁽¹⁾
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Equity Compensation Plans Approved by Shareholders:			
2001 Stock Option Plan	962,920	\$8.80	192,777
Equity Compensation Plans Not Approved by Shareholders ⁽²⁾			
Total	962,920	\$8.80	192,777
	69		

- (1) 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.
- (2) 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.

The Board of Directors has determined that all of its thirteen members are independent as defined by the listing standards of the NASDAQ Stock Market (NASDAQ). In reaching this conclusion, the Board of Directors considered that the Company and its subsidiary banks conduct business with companies of which certain members of the Board of Directors or members of their immediate families are or were directors or officers. In making that determination, the Board of Directors considered that Director Kilgore provides legal counsel to the Company and subsidiaries; Director Starnes company provides maintenance for heating and air units of the bank, and Director Meade s company provided carpet for branch locations.

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 such 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
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, 2008 and 2007, 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, 2008 and 2007 were \$84,550 and \$81,200, 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, 2008 and 2007 were \$21,100 and \$11,918, respectively. During 2008 and 2007, these services included the performance of audits and attest services not required by statute or regulations, information on Section 404 of the Sarbanes-Oxley Act, sample sizes, Financial Accounting Standards Board No. 91 disclosures, an assessment of the Bank s compliance with Bank Secrecy Act regulations, audits of our benefit plan, agreed upon procedures related to Virginia Enterprise Zone tax credits, review of a proposed S-1 filing, and accounting consultations regarding the application of generally accepted accounting principles to proposed transactions.

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, 2008 and 2007 were \$13,055 and \$9,800, respectively. During 2008 and 2007, 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.

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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.

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:

Exhibits

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

- 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 Kenneth D. Hart (incorporated by reference to Exhibit 10.2 to Annual Report on Form 10-K for the fiscal year ended December 31, 2002)
- 10.5* First Amendment dated June 30, 2003 to Salary Continuation Agreement between New Peoples Bank, Inc. and Kenneth D. Hart (incorporated by reference to Exhibit 10.5 to Annual Report on Form 10-K for the fiscal year ended December 31, 2004)
- 10.6* 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)
- 10.7* 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)
- 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

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- 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.

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: July 2, 2009

By: /s/ C. TODD ASBURY

C. Todd Asbury
Executive Vice President and Chief Financial Officer

Date: July 2, 2009

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, 2008 (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 Jonathan H. Mullins	President and Chief Executive Officer (Principal Executive Officer)	July 2, 2009
/s/ C. TODD ASBURY C. Todd Asbury	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	July 2, 2009
/s/ TIM BALL Tim Ball	Director	July 2, 2009
/s/ JOE CARTER Joe Carter	Director	July 2, 2009

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/s/ JOHN D. COX	Director	July 2, 2009
John D. Cox		
/s/ CHARLES H. GENT	Director	July 2, 2009
Charles H. Gent		
/s/ HAROLD LYNNE KEENE	Director	July 2, 2009
Harold Lynne Keene		
/s/ FRANK KILGORE	Director	July 2, 2009
Frank Kilgore		
/s/ JOHN MAXFIELD	Director, Secretary	July 2, 2009
John Maxfield		

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/s/ MICHAEL G. MCGLOTHLIN	Director	July 2, 2009
Michael G. McGlothlin		
/s/ FRED MEADE	Director	July 2, 2009
Fred Meade		
/s/ BILL ED SAMPLE	Director	July 2, 2009
Bill Ed Sample		
/s/ STEPHEN H. STARNES	Director	July 2, 2009
Stephen H. Starnes		
/s/ WILLIAM C. WAMPLER, JR.	Director	July 2, 2009
William C. Wampler, Jr.		
/s/ B. SCOTT WHITE	Chairman, Director	July 2, 2009
B. Scott White		