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Board of Governors of the Federal Reserve System

FRB RICHMOND

Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

I, Harold Lynn Keene
Name of the Holding Company Director and Official

Director, Chairman of the Board
Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Signature of Holding Company Director and Official

03/27/2015
Date of Signature

For holding companies not registered with the SEC–
Indicate status of Annual Report to Shareholders:

- ☐ is included with the FR Y-6 report
- ☐ will be sent under separate cover
- ☐ is not prepared

For Federal Reserve Bank Use Only

RSSD ID 3049617
C.I. _____

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2014
Month / Day / Year

Not Applicable
Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address
New Peoples Bankshares, Inc.
Legal Title of Holding Company

67 Commerce Drive/P. O. Box 1810
(Mailing Address of the Holding Company) Street / P.O. Box

Honaker	VA	24260
City	State	Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

C. Todd Asbury	President & CEO
Name	Title

276-873-7002
Area Code / Phone Number / Extension

276-873-7003
Area Code / FAX Number

todd@newpeoplesbank.com
E-mail Address

www.npbankshares.com
Address (URL) for the Holding Company's web page

Does the reporter request confidential treatment for any portion of this submission?

☐ Yes Please identify the report items to which this request applies:

- ☐ In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
- ☐ The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

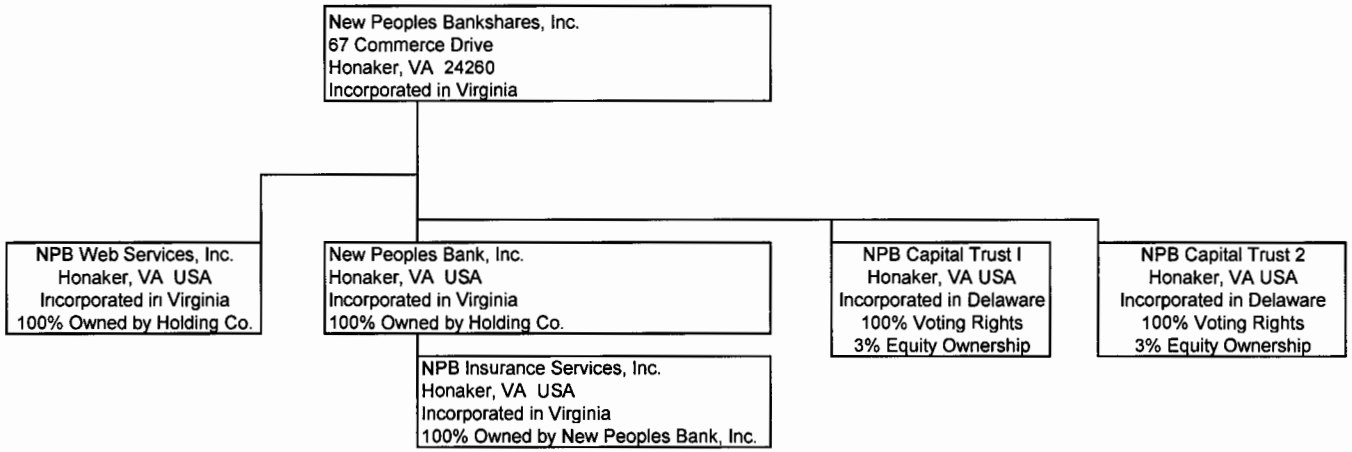
☒ No

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

New Peoples Bankshares Inc.
FRY-6
December 31, 2014

Item 1a - Filed 10K with SEC and enclosed

Item 2 - (1) Organization Chart



2 (b) Domestic Branch Listing - See Attached Sheet

Item 3 -

(1) (a) Name, City, State, Country	(1)(b) Country of Citizenship	(1)(c) Number and Percentage of Each Class of Voting Securities
B. Scott White Control Group Castlewood, VA USA	USA	4,838,478 shares - 19.80% of Common Stock 262,074 shares - 1.07% of Common Stock Warrants 5,200 shares - 0.02% of Stock Options
Harold Lynn Keene Control Group Honaker, VA USA	USA	4,167,640 shares - 17.06% of Common Stock 225,190 shares - 0.92% of Common Stock Warrants 5,200 shares - 0.02% of Stock Options
Richard G. Preservati, Sr. Control Group Princeton, WV USA	USA	2,533,333 shares - 10.37% of Common Stock 506,666 shares - 2.07% of Common Stock Warrants

(2) None

Item 4 - See Attached Sheet

Results: A list of branches for your holding company: NEW PEOPLES BANKSHARES, INC. (3049617) of HONAKER, VA.
The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

Reconciliation and Verification Steps

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the **Effective Date** column.

Actions

OK: If the branch information is correct, enter 'OK' in the **Data Action** column.
Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.
Close: If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.
Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.
Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:
To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of Change, Close, Delete, or Add.
The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - https://y10online.federalreserve.gov.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	2736451	NEW PEOPLES BANK, INC.	53 COMMERCE DRIVE	HONAKER	VA	24260	RUSSELL	UNITED STATES	61953	0	NEW PEOPLES BANK, INC.	2736451	
OK		Full Service	3213360	KINGSPORT BRANCH	2600 NORTH JOHN B. DENNIS HWY	KINGSPORT	TN	37660	SULLIVAN	UNITED STATES	430228	14	NEW PEOPLES BANK, INC.	2736451	
OK		Full Service	3288948	ABINGDON BRANCH	350 W MAIN STREET	ABINGDON	VA	24210	WASHINGTON	UNITED STATES	442648	17	NEW PEOPLES BANK, INC.	2736451	
OK		Full Service	3133815	BIG STONE GAP BRANCH	419 SHAWNEE AVENUE EAST	BIG STONE GAP	VA	24219	WISE	UNITED STATES	419952	9	NEW PEOPLES BANK, INC.	2736451	
OK		Full Service	3354496	BLUEFIELD BRANCH	514 COMMERCE DRIVE	BLUEFIELD	VA	24605	TAZEWELL	UNITED STATES	442650	19	NEW PEOPLES BANK, INC.	2736451	
OK		Full Service	3229213	BRISTOL BRANCH	102 LINDEN SQUARE DRIVE	BRISTOL	VA	24202	BRISTOL CITY	UNITED STATES	430229	15	NEW PEOPLES BANK, INC.	2736451	
OK		Full Service	2847610	CASTLEWOOD BRANCH	87 MINERS DRIVE	CASTLEWOOD	VA	24266	RUSSELL	UNITED STATES	290845	2	NEW PEOPLES BANK, INC.	2736451	
OK		Full Service	3613643	CHILHOWIE BRANCH	155 EAST LEE HIGHWAY	CHILHOWIE	VA	24319	SMYTH	UNITED STATES	466369	25	NEW PEOPLES BANK, INC.	2736451	
OK		Full Service	3117918	CLINTWOOD BRANCH	198 COLLEY SHOPPING CENTER	CLINTWOOD	VA	24228	DICKENSON	UNITED STATES	364466	7	NEW PEOPLES BANK, INC.	2736451	
OK		Full Service	3080290	GATE CITY BRANCH	663 EAST JACKSON STREET	GATE CITY	VA	24251	SCOTT	UNITED STATES	364465	6	NEW PEOPLES BANK, INC.	2736451	
OK		Full Service	3187573	GRUNDY BRANCH	20445 RIVERSIDE DRIVE	GRUNDY	VA	24614	BUCHANAN	UNITED STATES	419954	11	NEW PEOPLES BANK, INC.	2736451	
OK		Full Service	2912778	HAYSI BRANCH	111 HAYSI MAIN	HAYSI	VA	24256	DICKENSON	UNITED STATES	356994	4	NEW PEOPLES BANK, INC.	2736451	
OK		Full Service	2976341	LEBANON BRANCH	1421 EAST MAIN STREET	LEBANON	VA	24266	RUSSELL	UNITED STATES	356993	3	NEW PEOPLES BANK, INC.	2736451	
OK		Full Service	3439245	WISE BRANCH	5448 WISE-NORTON ROAD	NORTON	VA	24273	WISE	UNITED STATES	453783	22	NEW PEOPLES BANK, INC.	2736451	
OK		Full Service	3439254	POUND BRANCH	11241 INDIAN CREEK ROAD	POUND	VA	24279	WISE	UNITED STATES	453782	21	NEW PEOPLES BANK, INC.	2736451	
OK		Full Service	3023103	POUNDING MILL BRANCH	12602 GOVERNOR GC PERRY HIGHWAY	POUNDING MILL	VA	24637	TAZEWELL	UNITED STATES	360980	5	NEW PEOPLES BANK, INC.	2736451	
OK		Full Service	3143944	TAZEWELL BRANCH	127 CHAMBER DRIVE	TAZEWELL	VA	24651	TAZEWELL	UNITED STATES	422415	12	NEW PEOPLES BANK, INC.	2736451	
OK		Full Service	2745136	WEBER CITY BRANCH	1299 US HIGHWAY 23 SOUTH	WEBER CITY	VA	24290	SCOTT	UNITED STATES	290844	1	NEW PEOPLES BANK, INC.	2736451	
OK		Full Service	3058048	PRINCETON BRANCH	1221 STAFFORD DR	PRINCETON	WV	24740	MERCER	UNITED STATES	365333	8	NEW PEOPLES BANK, INC.	2736451	

New Peoples Bankshares, Inc.
FR Y-6 - Item 4 - Insiders
December 31, 2014

(1) Name & Address	(2) Principal Occupation if other than with Bank Holding Company	(3)[a] Title & Position with Holding Company	(3)[b] Title and Position with Subsidiaries	(3) [c] Title and Position with Other Businesses	(4)[a] Percentage of Voting Shares in Bank Holding Company	(4)[b] Percentage of Voting Shares in Subsidiaries	(4)[c] List names of other companies if 25% or more of voting securities are held
Tim Ball Honaker, VA	Self-employed Farmer	Director	Director	Self-employed	0.04%	N/A	Ball Coal Company, Inc. 100% Southern Heart Production, Inc. 25% Tim Ball Farming 100%
Joe Carter Duffield, VA	Retired	Director	Director	N/A	0.14%	N/A	N/A
John D. Cox Gate City, VA	Owner, Cox Tractor, Inc.	Director	Director	Vice President	1.56%	N/A	Cox Tractor, Inc. 100% Discount Package Store 100% John B. Dennis Shopping Center 100%
Charles H. Gent Honaker, VA	Self-employed Logger	Director	Director	Self-employed	0.15%	N/A	C & R Gent Farm 50% C & R Gent Logging, Inc. 50% Charles Gent Farm 100% FCRH LLC 25% Gent Enterprises LLC 25%
Eugene S. Hearl Richlands, VA	Retired	Director	Director	N/A	0.01%	N/A	N/A
Harold Lynn Keene Honaker, VA	Owner, Keene Carpet, Inc.	Director, Chairman	Director, Chairman	Owner	18.00%	N/A	Keene Carpet, Inc. 33.3% Keene Carpet of Bluefield, Inc. 51% Keene Foundation Corp. 50% H L Keene LLC 41.67% Heritage Resources, LLC 50% Pinnacle Capital Investments 100% VA Resources, LLC 51.67%
Michael G. McGlothlin Grundy, VA	Attorney, Michael G. McGlothlin, Attorney at Law President, Appalachian College of Pharmacy	Director	Director	Attorney	1.90%	N/A	The Inn on Garden Creek, LTD 100% Michael G. McGlothlin, Attorney 100% MGM Methane Corp. 50% Watkins Branch Development, LTD 100%
Fred Meade St. Paul, VA	Owner, Big M Stores, Inc.	Director	Director	Owner	0.20%	N/A	Big M Stores, Inc. 100% West Hills Estates, Inc. 100% Highway 58 Rentals, LLC 33.33%
B. Scott White Castlewood, VA	Self-employed Cattle Rancher/ Investor	Director	Director	Self-employed	20.90%	N/A	Blue Sky Hospitality 30% Castlewood Land Development, Inc. 83% D & W Land Co. 50% Flying W Ranching 78% Mainship Partners 50% **Sky Investments, LLC 5%
C. Todd Asbury Bristol, VA	N/A	President and Chief Executive Officer	President and Chief Executive Officer	N/A	0.07%	N/A	N/A

New Peoples Bankshares, Inc.
FR Y-6 - Item 4 - Insiders
December 31, 2014

(1) Name & Address	(2) Principal Occupation if other than with Bank Holding Company	(3)[a] Title & Position with Holding Company	(3)[b] Title and Position with Subsidiaries	(3) [c] Title and Position with Other Businesses	(4)[a] Percentage of Voting Shares in Bank Holding Company	(4)[b] Percentage of Voting Shares in Subsidiaries	(4)[c] List names of other companies if 25% or more of voting securities are held
Frank Sexton, Jr. Pound, VA	N/A	Executive Vice President, Chief Operating Officer, Interim Chief Financial Officer, Secretary and Treasurer	Executive Vice President, Chief Operating Officer, Interim Chief Financial Officer, Secretary and Treasurer	N/A	0.29%	N/A	N/A
Karen Wimmer Bluefield, VA	N/A	N/A	Executive Vice President Chief Credit Officer	N/A	0.02%	N/A	N/A
*Richard Preservati Princeton, WV	Business Owner	N/A	N/A	President, Ritchie Equipment, Inc.	12.44%	N/A	Ritchie Equipment, Inc. 92% Regal Rock, Inc. 50% Imperial Minerals, LLC 100% Liberty Land, LLC 100% Liberty Land of Captiva Island, LLC 100% Prez Properties, LLC 90% Blue Prince, LLC 55% **Family's Future I, LLC 10% **Family's Future III, LLC 10% **Family's Future IV Limited Partnership 1%

*Denotes a "*Principal Securities Holder*."

**Ownership percentage in the entity is less than 25%, however, the individual controls 100% of the Voting Rights in the entity.