

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

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

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)(A)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

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

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

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.

Harold Lynn Keene  
 Signature of Holding Company Director and Official  
03/27/2018  
 Date of Signature

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

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

For Federal Reserve Bank Use Only

RSSD ID \_\_\_\_\_  
 C.I. \_\_\_\_\_

Date of Report (top-tier holding company's fiscal year-end):  
December 31, 2017  
 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:  
John J. Boczar EVP & CFO  
 Name Title  
276-873-7006  
 Area Code / Phone Number / Extension  
276-873-7852  
 Area Code / FAX Number  
john@newpeoplesbank.com  
 E-mail Address  
www.npbankshares.com  
 Address (URL) for the Holding Company's web page

Is confidential treatment requested for any portion of this report submission? .....  0=No  1=Yes

In accordance with the General Instructions for this report (check only one),

1. a letter justifying this request is being provided along with the report.....

2. a letter justifying this request has been provided separately ...

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

## For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

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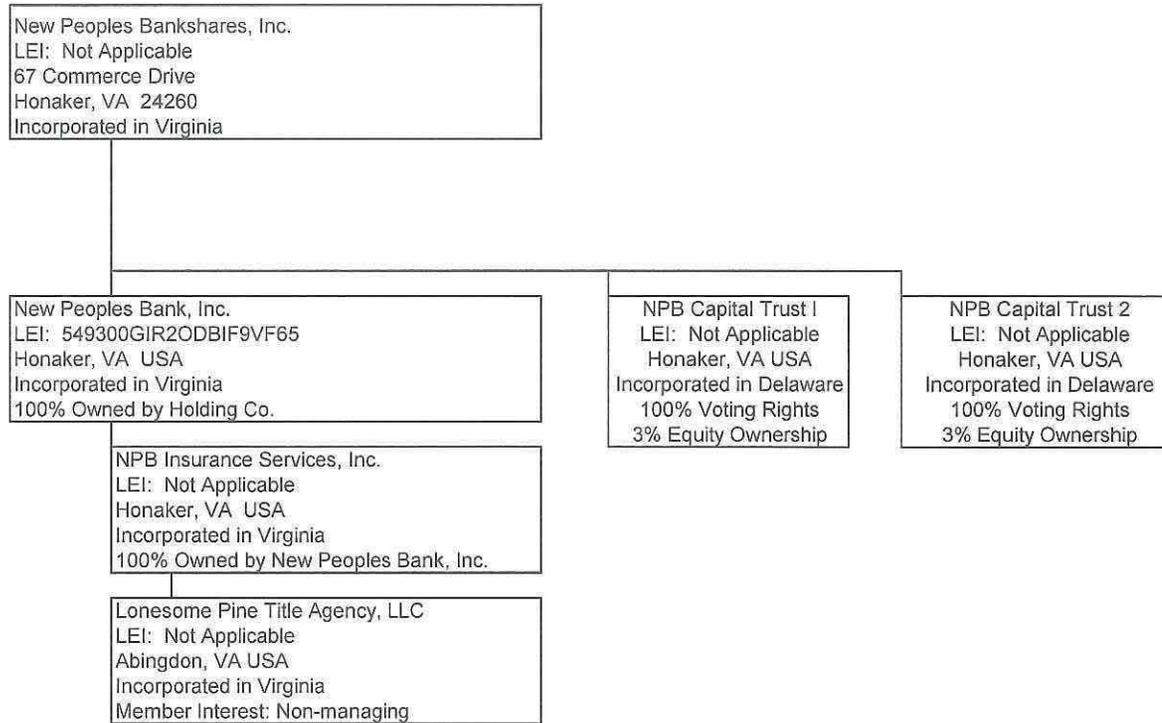
**New Peoples Bankshares Inc.**  
**FRY-6**  
**December 31, 2017**

Item 1a -

Filed 10K with SEC

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	5,044,352 shares - 21.09% of Common Stock
Harold Lynn Keene Control Group Honaker, VA USA	USA	4,392,830 shares - 18.36% of Common Stock
Richard G. Preservati, Sr. Control Group Princeton, WV USA	USA	3,039,999 shares - 12.71% of Common Stock

(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 12/31/2017. Data reflects information that was received and processed through 01/04/2018.

**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	Not Required	Not Required	NEW PEOPLES BANK, INC.	2736451	
OK		Full Service	3213360	KINGSPORT BRANCH	2600 NORTH JOHN B. DENNIS HWY	KINGSPORT	TN	37660	SULLIVAN	UNITED STATES	Not Required	Not Required	NEW PEOPLES BANK, INC.	2736451	
OK		Full Service	3288948	ABINGDON BRANCH	350 W MAIN STREET	ABINGDON	VA	24210	WASHINGTON	UNITED STATES	Not Required	Not Required	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	Not Required	Not Required	NEW PEOPLES BANK, INC.	2736451	
OK		Full Service	3354496	BLUEFIELD BRANCH	514 COMMERCE DRIVE	BLUEFIELD	VA	24605	TAZEWELL	UNITED STATES	Not Required	Not Required	NEW PEOPLES BANK, INC.	2736451	
OK		Full Service	3229213	BRISTOL BRANCH	101 LINDEN SQUARE DRIVE	BRISTOL	VA	24202	BRISTOL CITY	UNITED STATES	Not Required	Not Required	NEW PEOPLES BANK, INC.	2736451	
OK		Full Service	2847610	CASTLEWOOD BRANCH	87 MINERS DRIVE	CASTLEWOOD	VA	24224	RUSSELL	UNITED STATES	Not Required	Not Required	NEW PEOPLES BANK, INC.	2736451	
OK		Full Service	3613643	CHILHOWIE BRANCH	155 EAST LEE HIGHWAY	CHILHOWIE	VA	24319	SMYTH	UNITED STATES	Not Required	Not Required	NEW PEOPLES BANK, INC.	2736451	
OK		Full Service	3117918	CLINTWOOD BRANCH	198 COLLEY SHOPPING CENTER	CLINTWOOD	VA	24228	DICKENSON	UNITED STATES	Not Required	Not Required	NEW PEOPLES BANK, INC.	2736451	
OK		Full Service	3080290	GATE CITY BRANCH	663 EAST JACKSON STREET	GATE CITY	VA	24251	SCOTT	UNITED STATES	Not Required	Not Required	NEW PEOPLES BANK, INC.	2736451	
OK		Full Service	3187573	GRUNDY BRANCH	20487 RIVERSIDE DRIVE	GRUNDY	VA	24614	BUCHANAN	UNITED STATES	Not Required	Not Required	NEW PEOPLES BANK, INC.	2736451	
OK		Full Service	2912778	HAYSI BRANCH	111 HAYSI MAIN	HAYSI	VA	24256	DICKENSON	UNITED STATES	Not Required	Not Required	NEW PEOPLES BANK, INC.	2736451	
OK		Full Service	2976341	LEBANON BRANCH	1421 EAST MAIN STREET	LEBANON	VA	24266	RUSSELL	UNITED STATES	Not Required	Not Required	NEW PEOPLES BANK, INC.	2736451	
OK		Full Service	3439245	WISE BRANCH	5448 WISE-NORTON ROAD	NORTON	VA	24273	WISE	UNITED STATES	Not Required	Not Required	NEW PEOPLES BANK, INC.	2736451	
OK		Limited Service	3439254	POUND BRANCH	11241 INDIAN CREEK ROAD	POUND	VA	24279	WISE	UNITED STATES	Not Required	Not Required	NEW PEOPLES BANK, INC.	2736451	
OK		Full Service	3023103	POUNDING MILL BRANCH	12602 GOVERNOR GC PERRY HIGHWAY	POUNDING MILL	VA	24637	TAZEWELL	UNITED STATES	Not Required	Not Required	NEW PEOPLES BANK, INC.	2736451	
OK		Full Service	3143944	TAZEWELL BRANCH	127 CHAMBER DRIVE	TAZEWELL	VA	24651	TAZEWELL	UNITED STATES	Not Required	Not Required	NEW PEOPLES BANK, INC.	2736451	
OK		Full Service	2745136	WEBER CITY BRANCH	1299 US HIGHWAY 23 SOUTH	WEBER CITY	VA	24290	SCOTT	UNITED STATES	Not Required	Not Required	NEW PEOPLES BANK, INC.	2736451	
OK		Full Service	3058048	PRINCETON BRANCH	1221 STAFFORD DR	PRINCETON	WV	24740	MERCER	UNITED STATES	Not Required	Not Required	NEW PEOPLES BANK, INC.	2736451	

**New Peoples Bankshares, Inc.**  
**FR Y-6 - Item 4 - Insiders**  
**December 31, 2017**

(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 USA	Self-employed Farmer	Director	Director (New Peoples Bank, Inc.)	Self-employed	0.01%	N/A	Ball Coal Company, Inc. 100% Southern Heart Production, Inc. 100% Tim Ball Farming 100%
Joe Carter Duffield, VA USA	Retired	Director	Director (New Peoples Bank, Inc.)	N/A	0.13%	N/A	N/A
John D. Cox Gate City, VA USA	Owner, Cox Tractor, Inc.	Director	Director (New Peoples Bank, Inc.)	Owner, Cox Tractor, Inc.	1.82%	N/A	Cox Tractor, Inc. 100% Discount Package Store 100% John B. Dennis Shopping Center 100%
Charles H. Gent Honaker, VA USA	Self-employed Logger / Farmer	Director	Director (New Peoples Bank, Inc.)	Self-employed	0.13%	N/A	C & R Gent Farm 50% C & R Gent Logging, Inc. 50% Charles Gent Farm 100% Gent Enterprises LLC 25%
Eugene S. Hearl Richlands, VA USA	Retired	Director	Director (New Peoples Bank, Inc.)	N/A	0.01%	N/A	N/A
Harold Lynn Keene Honaker, VA USA	Owner, Keene Carpet, Inc.	Director, Chairman	Director, Chairman (New Peoples Bank, Inc.)	Owner, Keene Carpet, Inc.	18.36%	N/A	Keene Carpet, Inc. 33.33% 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 USA	Attorney, Michael G. McGlothlin, Attorney at Law	Director	Director (New Peoples Bank, Inc.)	Attorney, Michael G. McGlothlin	1.92%	N/A	The Inn on Garden Creek, LTD 100% Michael G. McGlothlin, Attorney 100% MGM Methane Corp. 50% Watkins Branch Development, LTD 100% McGlothlin Trailer Park 100%
Fred Meade St. Paul, VA USA	Retired	Director	Director (New Peoples Bank, Inc.)	N/A	0.19%	N/A	West Hills Estates, Inc. 100% Highway 58 Rentals, LLC 33.33%
B. Scott White Castlewood, VA USA	Retired Cattle Rancher / Investor	Director	Director (New Peoples Bank, Inc.)	N/A	21.09%	N/A	Castlewood Land Development, Inc. 83% Flying W Ranching 78% Mainship Partners 50% **Sky Investments, LLC 5%
C. Todd Asbury Bristol, VA USA	N/A	President and Chief Executive Officer	President and Chief Executive Officer (New Peoples Bank, Inc.)	N/A	0.01%	N/A	N/A

New Peoples Bankshares, Inc.  
FR Y-6 - Item 4 - Insiders  
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Frank Sexton, Jr. Pound, VA USA	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 (New Peoples Bank, Inc.)	N/A	0.23%	N/A	N/A
*Richard Preservati Princeton, WV USA	Business Owner	N/A	N/A	President, Ritchie Equipment, Inc.	12.71%	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.