# UNITED STATES SECURITIES AND EXCHANGE COMMISSION 

WASHINGTON, D.C. 20549

## FORM 10-Q

x Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 For the quarterly period ended September 30, 2011

## Transition Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 <br> For the transition period from

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(Registrant s telephone number, including area code)
n/a
(Former name, former address and former fiscal year, if changed since last report)

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 x 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 x No "

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 $12 \mathrm{~b}-2$ of the Exchange Act. (Check one):

## Large accelerated filer

Accelerated filer
x
Non-accelerated filer
Smaller reporting company
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes " No x
Indicate the number of shares outstanding of each of the issuer sclasses of common stock, as of the latest practicable date:
$10,010,178$ shares of common stock, par value $\$ 2.00$ per share, outstanding as of November 7, 2011.

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## Part I Financial Information

## Item 1 Financial Statements

## NEW PEOPLES BANKSHARES, INC.

## CONSOLIDATED STATEMENTS OF OPERATIONS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2011 AND 2010
(IN THOUSANDS EXCEPT SHARE AND PER SHARE DATA)
(UNAUDITED)

|  | $\mathbf{2 0 1 1}$ | $\mathbf{2 0 1 0}$ |  |
| :--- | ---: | ---: | ---: |
| INTEREST AND DIVIDEND INCOME | $\$$ | 31,357 | $\$$ |
| Loans including fees | $\mathbf{3 6 , 0 0 5}$ |  |  |
| Federal funds sold | 9 | 128 | 31 |
| Interest-earning deposits with banks | 149 | 4 |  |
| Investments | 74 | 88 |  |
| Dividends on equity securities (restricted) | 31,717 | 65 |  |

INTEREST EXPENSE

| Deposits |  |  |
| :---: | :---: | :---: |
| Demand | 126 | 204 |
| Savings | 399 | 575 |
| Time deposits below \$ 100,000 | 3,762 | 5,464 |
| Time deposits above \$100,000 | 2,295 | 3,257 |
| FHLB Advances | 669 | 790 |
| Other borrowings | 150 | 187 |
| Trust Preferred Securities | 315 | 339 |
| Total Interest Expense | 7,716 | 10,816 |
| NET INTEREST INCOME | 24,001 | 25,377 |
| PROVISION FOR LOAN LOSSES | 6,258 | 13,381 |
| NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES | 17,743 | 11,996 |
| NONINTEREST INCOME |  |  |
| Service charges | 1,816 | 2,007 |
| Fees, commissions and other income | 1,515 | 1,575 |
| Insurance and investment fees | 325 | 401 |
| Life insurance investment income | 253 | 350 |
| Total Noninterest Income | 3,909 | 4,333 |
| NONINTEREST EXPENSES |  |  |
| Salaries and employee benefits | 11,723 | 11,098 |

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| Occupancy and equipment expense |  | 3,276 |  | 3,469 |
| :---: | :---: | :---: | :---: | :---: |
| Advertising and public relations |  | 304 |  | 312 |
| Data processing and telecommunications |  | 1,218 |  | 1,225 |
| FDIC insurance premiums |  | 1,571 |  | 1,799 |
| Other real estate owned and repossessed vehicles, net |  | 4,476 |  | 559 |
| Other operating expenses |  | 3,775 |  | 3,802 |
| Total Noninterest Expenses |  | 26,343 |  | 22,264 |
| LOSS BEFORE INCOME TAXES |  | $(4,691)$ |  | $(5,935)$ |
| INCOME TAX BENEFIT |  | $(1,733)$ |  | $(2,094)$ |
| NET LOSS | \$ | $(2,958)$ | \$ | $(3,841)$ |
| Earnings (Loss) Per Share |  |  |  |  |
| Basic | \$ | (0.30) | \$ | (0.38) |
| Fully Diluted | \$ | (0.30) | \$ | (0.38) |
| Average Weighted Shares of Common Stock |  |  |  |  |
| Basic |  | 10,010,178 |  | 10,009,238 |
| Fully Diluted | 10,010,178 |  | 10,009,238 |  |

The accompanying notes are an integral part of this statement.

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## NEW PEOPLES BANKSHARES, INC.

## CONSOLIDATED STATEMENTS OF OPERATIONS

FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2011 AND 2010
(IN THOUSANDS EXCEPT SHARE AND PER SHARE DATA)
(UNAUDITED)

|  | $\mathbf{2 0 1 1}$ |  |
| :--- | ---: | ---: |
| INTEREST AND DIVIDEND INCOME | $\mathbf{2 0 1 0}$ |  |
| Loans including fees | 9,955 | $\$$ |
| Federal funds sold | 11,527 |  |
| Interest-earning deposits with banks | 48 | 10 |
| Investments | 65 | 4 |
| Dividends on equity securities (restricted) | 24 | 30 |
|  | 10,092 | 23 |
| Total Interest and Dividend Income | 11,594 |  |

INTEREST EXPENSE

| Deposits |  |  |
| :--- | ---: | ---: |
| Demand | 37 | 54 |
| Savings | 75 | 182 |
| Time deposits below $\$ 100,000$ | 1,132 | 1,672 |
| Time deposits above $\$ 100,000$ | 721 | 920 |
| FHLB Advances | 225 | 266 |
| Other borrowings | 45 | 65 |
| Trust Preferred Securities | 115 | 120 |


| Total Interest Expense | 2,350 2,279 |
| :--- | :--- |


| NET INTEREST INCOME | 7,742 | 8,315 |
| :--- | :--- | :--- |
| PROVISION FOR LOAN LOSSES | 2,801 | 9,441 |

NET INTEREST INCOME (LOSS) AFTER PROVISION FOR LOAN LOSSES $(1,126)$

| NONINTEREST INCOME |  | 657 |
| :--- | ---: | :--- |
| Service charges | 496 | 694 |
| Fees, commissions and other income | 134 | 586 |
| Insurance and investment fees | 77 | 122 |
| Life insurance investment income | 1,364 | 141 |
|  | 1,543 |  |


| NONINTEREST EXPENSES |  |  |
| :--- | ---: | ---: |
| Salaries and employee benefits | 3,864 | 3,578 |
| Occupancy and equipment expense | 1,132 | 1,135 |
| Advertising and public relations | 121 | 118 |
| Data processing and telecommunications | 420 | 411 |

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| FDIC insurance premiums | 475 |  | 299 |  |
| :---: | :---: | :---: | :---: | :---: |
| Other real estate owned and repossessed vehicles, net |  | 1,986 |  | 257 |
| Other operating expenses |  | 1,115 |  | 1,444 |
| Total Noninterest Expenses |  | 9,113 |  | 7,242 |
| LOSS BEFORE INCOME TAXES |  | $(2,808)$ |  | $(6,825)$ |
| INCOME TAX BENEFIT |  | (976) |  | $(2,329)$ |
| NET LOSS | \$ | $(1,832)$ | \$ | $(4,496)$ |
| Earnings (Loss) Per Share |  |  |  |  |
| Basic | \$ | (0.18) | \$ | (0.45) |
| Fully Diluted | \$ | (0.18) | \$ | (0.45) |
| Average Weighted Shares of Common Stock |  |  |  |  |
| Basic |  | 10,178 |  | 09,628 |
| Fully Diluted |  | 10,178 |  | 09,628 |

The accompanying notes are an integral part of this statement.

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## NEW PEOPLES BANKSHARES, INC.

## CONSOLIDATED BALANCE SHEETS

## (IN THOUSANDS EXCEPT PER SHARE AND SHARE DATA)

|  | September 30, 2011 <br> (Unaudited) |  | $\begin{gathered} \text { December 31, } \\ \mathbf{2 0 1 0} \\ \text { (Audited) } \end{gathered}$ |  |
| :---: | :---: | :---: | :---: | :---: |
| ASSETS |  |  |  |  |
| Cash and due from banks | \$ | 19,533 | \$ | 14,369 |
| Interest-bearing deposits with banks |  | 78,746 |  | 42,549 |
| Federal funds sold |  |  |  | 25,611 |
| Total Cash and Cash Equivalents |  | 98,279 |  | 82,529 |
| Investment securities |  |  |  |  |
| Available-for-sale |  | 17,666 |  | 4,658 |
| Loans receivable |  | 629,610 |  | 707,794 |
| Allowance for loan losses |  | $(17,397)$ |  | $(25,014)$ |
| Net Loans |  | 612,213 |  | 682,780 |
| Bank premises and equipment, net |  | 33,500 |  | 34,141 |
| Equity securities (restricted) |  | 3,657 |  | 3,878 |
| Other real estate owned |  | 10,781 |  | 12,346 |
| Accrued interest receivable |  | 3,168 |  | 3,700 |
| Life insurance investments |  | 11,264 |  | 11,011 |
| Goodwill and other intangibles |  | 4,267 |  | 4,346 |
| Deferred taxes |  | 8,279 |  | 8,037 |
| Other assets |  | 7,281 |  | 5,201 |

## LIABILITIES

| Deposits: |  |  |  |
| :--- | ---: | ---: | ---: |
| Demand deposits: | 105,872 | $\$$ | 87,839 |
| Noninterest bearing | 59,838 | 60,022 |  |
| Interest-bearing | 97,502 | 108,119 |  |
| Savings deposits | 468,777 | 510,100 |  |
| Time deposits | 731,989 | 766,080 |  |
|  | 18,283 | 24,183 |  |
| Total Deposits | 1,896 | 1,720 |  |
| Federal Home Loan Bank advances | 1,555 | 1,475 |  |
| Accrued interest payable | 5,450 | 4,900 |  |
| Accrued expenses and other liabilities | 16,496 | 16,496 |  |
| Line of credit borrowing |  |  |  |
| Other borrowings | 775,669 | 815,104 |  |

## STOCKHOLDERS EQUITY

| Common stock - $\$ 2.00$ par value; $50,000,000$ shares authorized; $10,010,178$ shares issued and | 20,020 | 20,020 |
| :--- | ---: | ---: |
| outstanding | 21,689 |  |
| Additional paid-in-capital | 21,689 | $(4,175)$ |
| Retained earnings (deficit) | $(7,133)$ | 110 |
| Accumulated other comprehensive income (loss) |  |  |
| Total Stockholders Equity | 34,686 | 37,523 |
| Total Liabilities and Stockholders Equity | $\$ 810,355$ | $\$ 852,627$ |

The accompanying notes are an integral part of this statement.

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NEW PEOPLES BANKSHARES, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS EQUITY
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2011 AND 2010
(IN THOUSANDS INCLUDING SHARE DATA)
(UNAUDITED)

|  | SharesofCommonStock | CommonStock | Additional Paid in Capital | Retained Earnings (Deficit) | Accumulated <br> Other <br> Comprehensive <br> Income <br> (Loss) |  | Total Shareholders Equity |  | Comprehensive <br> Income <br> (Loss) |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  |  |  |  |  |  |  |  |  |  |
| Balance, December 31, 2009 | 10,009 | \$ 20,018 | \$ 21,683 | \$ 4,890 | \$ | 28 |  | 46,619 |  |  |
| Net Loss |  |  |  | $(3,841)$ |  |  |  | $(3,841)$ | \$ | $(3,841)$ |
| Unrealized loss on available-for-sale securities, net of $\$ 7$ tax |  |  |  |  |  | 15 |  | 15 |  | 15 |
| Stock Options Exercised | 1 | 2 | 6 |  |  |  |  | 8 |  |  |
| Balance, September 30, 2010 | 10,010 | \$ 20,020 | \$ 21,689 | \$ 1,049 | \$ | 43 | \$ | 42,801 | \$ | $(3,826)$ |
| Balance, December 31, 2010 | 10,010 | \$ 20,020 | \$ 21,689 | \$ $(4,175)$ | \$ | (11) |  | 37,523 |  |  |
| Net Loss |  |  |  | $(2,958)$ |  |  |  | $(2,958)$ | \$ | $(2,958)$ |
| Unrealized gain on available-for-sale securities, net of $\$ 63$ tax |  |  |  |  |  | 121 |  | 121 |  | 121 |
| Balance, September 30, 2011 | 10,010 | \$ 20,020 | \$ 21,689 | \$ $(7,133)$ | \$ | 110 |  | 34,686 | \$ | $(2,837)$ |

The accompanying notes are an integral part of this statement.

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## NEW PEOPLES BANKSHARES, INC.

## CONSOLIDATED STATEMENTS OF CASH FLOWS

## FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2011 AND 2010

(IN THOUSANDS)
(UNAUDITED)

|  | 2011 | 2010 |
| :---: | :---: | :---: |
| CASH FLOWS FROM OPERATING ACTIVITIES |  |  |
| Net loss | \$ $(2,958)$ | \$ $(3,841)$ |
| Adjustments to reconcile net income (loss) to net cash provided by operating activities: |  |  |
| Depreciation | 1,903 | 2,057 |
| Provision for loan losses | 6,258 | 13,381 |
| Income (less expenses) on life insurance | (253) | (350) |
| Loss on sale of fixed assets | 146 |  |
| (Gain) Loss on sale of foreclosed real estate | (17) | 116 |
| Adjustment of carrying value of foreclosed real estate | 3,508 |  |
| Accretion of bond premiums/discounts | 16 | 5 |
| Deferred tax expense | (305) | $(1,038)$ |
| Amortization of core deposit intangible | 79 | 139 |
| Net change in: |  |  |
| Interest receivable | 532 | 169 |
| Other assets | $(2,080)$ | $(2,511)$ |
| Accrued interest payable | 176 | 32 |
| Accrued expenses and other liabilities | 80 | (691) |
| Net Cash Provided by Operating Activities | 7,085 | 7,468 |

## CASH FLOWS FROM INVESTING ACTIVITIES

| Net decrease in loans | 58,201 | 14,755 |
| :---: | :---: | :---: |
| Purchase of securities available-for-sale | $(16,765)$ | $(1,654)$ |
| Proceeds from sale and maturities of securities available-for-sale | 3,925 | 955 |
| Sale of Federal Home Loan Bank stock | 221 |  |
| Purchase of Federal Reserve Bank stock |  | 82 |
| Payments for the purchase of property and equipment | $(1,593)$ | $(1,964)$ |
| Proceeds from sales of property and equipment | 185 |  |
| Proceeds from sales of other real estate owned | 4,182 | 2,994 |
| Net Cash Provided by Investing Activities | 48,356 | 15,168 |

## CASH FLOWS FROM FINANCING ACTIVITIES

| Common stock options exercised | 8 |
| :--- | :---: |
| Net decrease in line of credit borrowings | $(4,900)$ |
| Net increase in other borrowings | 5,200 |
| Repayments to Federal Home Loan Bank | $(5,900)$ |
| Net change in: | $(900)$ |
| Demand deposits | 17,849 |
| Savings deposits | $(10,617)$ |
| Time deposits | $(24,091$ |


| Net Cash Used in Financing Activities |  | $(39,691)$ |  | $(5,308)$ |
| :---: | :---: | :---: | :---: | :---: |
| Net increase in cash and cash equivalents |  | 15,750 |  | 17,328 |
| Cash and Cash Equivalents, Beginning of Period |  | 82,529 |  | 39,560 |
| Cash and Cash Equivalents, End of Period | \$ | 98,279 | \$ | 56,888 |
| Supplemental Disclosure of Cash Paid During the Period for: |  |  |  |  |
| Interest |  | 7,892 | \$ | 10,848 |
| Taxes | \$ |  | \$ |  |
| Supplemental Disclosure of Non Cash Transactions: |  |  |  |  |
| Other real estate acquired in settlement of foreclosed loans |  | 6,108 | \$ | 6,737 |
| Loans made to finance sale of foreclosed real estate | \$ |  | \$ | 85 |

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## NEW PEOPLES BANKSHARES, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 1 NATURE OF OPERATIONS:

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

## NOTE 2 ACCOUNTING PRINCIPLES:

The financial statements conform to U. S. generally accepted accounting principles and to general industry practices. In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of only normal recurring accruals) necessary to present fairly the financial position at September 30, 2011, and the results of operations for the three month and nine month periods ended September 30, 2011 and 2010. The notes included herein should be read in conjunction with the notes to financial statements included in the Company s Annual Report on Form 10-K/A Amendment No. 2 for the year ended December 31, 2010. The results of operations for the three month and nine month periods ended September 30, 2011 and 2010 are not necessarily indicative of the results to be expected for the full year.

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.

## NOTE 3 FORMAL WRITTEN AGREEMENT:

Effective July 29, 2010, the Company and the Bank entered into a written agreement with the Federal Reserve Bank of Richmond ( Reserve Bank ) and the Virginia State Corporation Commission Bureau of Financial Institutions (the Bureau ) called (the Written Agreement ). We believe we have made good progress in our compliance efforts under the Written Agreement and all of the written plans required to date, as discussed in the following paragraphs, have been submitted on a timely basis.

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

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

Under the terms of the Written Agreement, both the Company and the Bank have agreed to submit capital plans to maintain sufficient capital at the Company, on a consolidated basis, and the Bank, on a stand-alone basis, and to refrain from declaring or paying dividends without prior
regulatory approval. The Company has agreed that it will not take any other

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## NEW PEOPLES BANKSHARES, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## NOTE 3 FORMAL WRITTEN AGREEMENT (CONTINUED):

form of payment representing a reduction in the Bank s capital or make any distributions of interest, principal, or other sums on subordinated debentures or trust preferred securities without prior regulatory approval. The Company may not incur, increase or guarantee any debt without prior regulatory approval and has agreed not to purchase or redeem any shares of its stock without prior regulatory approval.

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

## NOTE 4 CAPITAL REQUIREMENTS:

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

Quantitative measures established by regulation to ensure capital adequacy require the Company and the Bank to maintain minimum amounts and ratios (set forth in the following table) of total and Tier 1 capital (as defined) to risk-weighted assets (as defined) and of Tier 1 capital (as defined) to average assets (as defined). Management believes that, as of September 30, 2011, the Company and the Bank meet all capital adequacy requirements to which they are subject.

As of September 30, 2011 the Bank was 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 scategory.

The Company s and the Bank s actual capital amounts and ratios are presented in the table as of September 30, 2011 and December 31, 2010, respectively.
$\left.\begin{array}{llllllllll} & & & & & \begin{array}{c}\text { Minimum to Be Well } \\ \text { Capitalized Under Prompt } \\ \text { Corrective Action }\end{array} \\ \text { Provisions }\end{array}\right)$

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| The Company | 34,591 | $4.28 \%$ | 32,302 | $4 \%$ | N/A | N/A |
| :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- |
| The Bank | 47,764 | $5.94 \%$ | 32,168 | $4 \%$ | 40,210 | $5 \%$ |

December 31, 2010:

| Total Capital to Risk Weighted Assets: |  |  |  |  |  |  |
| :--- | ---: | ---: | ---: | ---: | ---: | ---: |
| The Company | $\$ 53,020$ | $8.87 \%$ | $\$ 47,825$ | $8 \%$ | $\$$ | N/A |
| The Bank | 58,466 | $9.79 \%$ | 47,786 | $8 \%$ | 59,732 | N/A |
| Tier 1 Capital Risk Weighted Assets: | 39,108 | $6.54 \%$ | 23,913 | $4 \%$ | N/A | N/A |
| The Company | 50,777 | $8.50 \%$ | 23,893 | $4 \%$ | 35,839 | $6 \%$ |
| The Bank |  |  |  |  |  |  |
| Tier 1 Capital to Average Assets: | 39,108 | $4.62 \%$ | 33,857 | $4 \%$ | N/A | N/A |
| The Company | 50,777 | $6.00 \%$ | 33,857 | $4 \%$ | 42,321 | $5 \%$ |
| The Bank |  |  |  |  |  |  |

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## NEW PEOPLES BANKSHARES, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## NOTE 5 INVESTMENT SECURITIES:

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

| (Dollars are in thousands) | Amortized Cost |  | Gross Unrealized Gains |  | Gross <br> Unrealized Losses |  | Approximate Fair Value |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| September 30, 2011 |  |  |  |  |  |  |  |  |
| Available for Sale |  |  |  |  |  |  |  |  |
| U.S. Government Agencies | \$ | 9,261 | \$ | 78 | \$ | 34 | \$ | 9,305 |
| Taxable municipals |  | 892 |  | 83 |  |  |  | 975 |
| Tax-exempt municipals |  | 1,045 |  | 3 |  |  |  | 1,048 |
| US. Govt. mortgage backed securities |  | 6,301 |  | 49 |  | 12 |  | 6,338 |
| Total Securities AFS | \$ | 17,499 | \$ | 213 | \$ | 46 | \$ | 17,666 |

December 31, 2010

| Available for Sale |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| U.S. Government Agencies | \$ | 3,001 | \$ |  | \$ | 31 | \$ | 2,970 |
| Taxable municipals |  | 894 |  | 5 |  |  |  | 899 |
| U.S. Govt. mortgage backed securities |  | 781 |  | 8 |  |  |  | 789 |
| Total Securities AFS | \$ | 4,676 | \$ | 13 | \$ | 31 | \$ | 4,658 |

The following table details unrealized losses and related fair values in the available for sale portfolio. This information is aggregated by the length of time that individual securities have been in a continuous unrealized loss position as of September 30, 2011 and December 31, 2010.

|  | Less th | 2 M |  |  | onths or More |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| (Dollars are in thousands) | Fair <br> Value |  |  | Fair <br> Value | Unrealized Losses | Fair <br> Value |  | lized <br> ses |
| September 30, 2011 |  |  |  |  |  |  |  |  |
| U.S. Government Agencies | \$ 5,768 | \$ | 34 | \$ | \$ | \$ 5,768 | \$ | 34 |
| U.S. Govt. mtg. backed sec. | 2,063 |  | 12 |  |  | 2,063 |  | 12 |
| Total Securities AFS | \$7,831 | \$ | 46 | \$ | \$ | \$7,831 | \$ | 46 |
| December 31, 2010 |  |  |  |  |  |  |  |  |
| U.S. Government Agencies | \$ 2,970 | \$ | 31 | \$ | \$ | \$ 2,970 | \$ | 31 |

At September 30, 2011, the available for sale portfolio included seven investments for which the fair market value was less than amortized cost. At December 31, 2010, the available for sale portfolio included four investments for which the fair market value was less than amortized cost. No securities had an other than temporary impairment.

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The amortized cost and fair value of investment securities at September 30, 2011, 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 <br> Cost | Fair <br> Value | Weighted <br> Average <br> Yield |  |
| :--- | ---: | ---: | ---: | ---: |
| Securities Available for Sale | $\$$ | $\$$ |  | $\%$ |
| Due in one year or less | 7,366 | 7,572 | $2.99 \%$ |  |
| Due after one year through five years | 9,931 | 9,887 | $2.89 \%$ |  |
| Due after five years through fifteen years |  |  | $2.81 \%$ |  |
| Due after fifteen years | $\$ 17,499$ | $\$ 17,666$ | $2.84 \%$ |  |

Investment securities with a carrying value of $\$ 15.9$ million and $\$ 892$ thousand at September 30, 2011 and December 31, 2010, 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 $\$ 3.7$ million and $\$ 3.9$ million as of September 30, 2011 and December 31, 2010, respectively.

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## NEW PEOPLES BANKSHARES, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## NOTE 6 LOANS:

Loans receivable outstanding are summarized as follows:

|  | September 30, <br> (Dollars are in thousands) | December 31, <br> Real estate secured: |
| :--- | ---: | ---: |
| 2011 |  |  |

Loans receivable on nonaccrual status are summarized as follows:

|  | September 30, <br> 2011 | December 31, <br> (Dollars are in thousands) |  |
| :--- | ---: | ---: | ---: |
| Real estate secured: | $\$ 17,132$ | $\$$ | 19,655 |
| Commercial | 9,074 | 15,460 |  |
| Construction and land development | 3,892 | 3,165 |  |
| Residential 1-4 family | 504 | 166 |  |
| Multifamily | 8,941 | 1,909 |  |
| Farmland |  |  |  |
|  | 39,543 | 40,355 |  |
| Total real estate loans | 5,031 | 4,061 |  |
| Commercial | 192 | 1,352 |  |
| Agriculture | 23 | 13 |  |
| Consumer installment loans |  |  |  |
| All other loans | $\$$ | 44,789 | $\$$ |
| Total loans receivable on nonaccrual status |  | 45,781 |  |

Total interest income not recognized on nonaccrual loans for nine months ended September 30, 2011 and 2010 was $\$ 1.3$ million and $\$ 1.1$ million, respectively.

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NEW PEOPLES BANKSHARES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## NOTE 6 LOANS (CONTINUED):

The following table presents information concerning the Company s investment in loans considered impaired as of September 30, 2011 and December 31, 2010:

| As of September 30, 2011 (Dollars are in thousands) | Average <br> Recorded <br> Investment |  | terest ncome cognized | Recorded <br> Investment | Unpaid <br> Principal <br> Balance | Related <br> Allowance |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| With no related allowance recorded: |  |  |  |  |  |  |
| Real estate secured: |  |  |  |  |  |  |
| Commercial | \$ 30,024 | \$ | 985 | \$ 31,682 | \$ 33,534 | \$ |
| Construction and land development | 13,225 |  | 156 | 11,884 | 22,367 |  |
| Residential 1-4 family | 5,169 |  | 293 | 6,865 | 6,942 |  |
| Multifamily | 466 |  | 39 | 849 | 849 |  |
| Farmland | 12,270 |  | 380 | 13,857 | 14,084 |  |
| Commercial | 2,352 |  | 8 | 2,711 | 3,085 |  |
| Agriculture | 192 |  | 1 | 502 | 799 |  |
| Consumer installment loans | 2 |  |  | 4 | 4 |  |
| All other loans |  |  |  |  |  |  |
| With an allowance recorded: |  |  |  |  |  |  |
| Real estate secured: |  |  |  |  |  |  |
| Commercial | 9,603 |  | 375 | 10,919 | 11,361 | 1,703 |
| Construction and land development | 6,068 |  | 82 | 2,447 | 2,467 | 471 |
| Residential 1-4 family | 4,576 |  | 198 | 5,709 | 6,000 | 1,235 |
| Multifamily | 128 |  |  |  |  |  |
| Farmland | 3,055 |  | 94 | 3,380 | 3,380 | 445 |
| Commercial | 2,331 |  | 71 | 3,081 | 3,256 | 1,118 |
| Agriculture | 968 |  | 20 | 640 | 640 | 447 |
| Consumer installment loans | 42 |  | 3 | 52 | 52 | 26 |
| All other loans |  |  |  |  |  |  |
| Total | \$ 90,471 | \$ | 2,705 | \$ 94,582 | \$ 108,820 | \$ 5,445 |

$\left.\begin{array}{lrrr}\text { As of December 31, 2010 } & & \begin{array}{c}\text { Unpaid }\end{array} & \begin{array}{c}\text { Recorded } \\ \text { Investment }\end{array}\end{array} \begin{array}{c}\text { Principal } \\ \text { Balance }\end{array} \quad \begin{array}{c}\text { Related } \\ \text { Allowance }\end{array}\right]$

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| Farmland | 7,615 | 7,615 |  |
| :--- | ---: | ---: | ---: |
| Commercial | 1,646 | 2,167 |  |
| Agriculture | 3 | 3 |  |
| Consumer installment loans |  |  |  |
| All other loans |  |  |  |
| With an allowance recorded: | 13,837 | 14,006 | 3,847 |
| Real estate secured: | 14,913 | 16,253 | 3,926 |
| Commercial | 4,626 | 4,626 | 953 |
| Construction and land development | 510 | 510 | 42 |
| Residential 1-4 family | 6,993 | 6,993 | 627 |
| Multifamily | 3,254 | 3,254 | 2,295 |
| Farmland | 1,482 | 1,482 | 1,120 |
| Commercial | 46 | 46 | 23 |
| Agriculture |  |  |  |
| Consumer installment loans |  |  |  |
| All other loans | $\$ 90,648$ | $\$ 97,546$ | $\$ 12,833$ |
|  |  |  |  |
| Total |  |  |  |

The average recorded investment in impaired loans was $\$ 63.4$ million for the year ended December 31, 2010.

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NEW PEOPLES BANKSHARES, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## NOTE 6 LOANS (CONTINUED):

An age analysis of past due loans receivable was as follows:

Accruing
Loans

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| Agriculture | 244 | 327 | 127 | 698 | 8,790 | 9,488 | 73 |
| :--- | ---: | ---: | ---: | ---: | ---: | ---: | ---: |
| Consumer installment Loans | 1,394 | 572 | 207 | 2,173 | 54,582 | 56,755 | 195 |
| All other loans | 32 | 15 | 3 | $50 \& n b s$ |  |  |  |

