

UNITED SECURITY BANCSHARES
Form 10-Q
May 10, 2010

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2010.

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM _____ TO _____.

Commission file number: 000-32987

UNITED SECURITY BANCSHARES
(Exact name of registrant as specified in its charter)

CALIFORNIA
(State or other jurisdiction of
incorporation or organization)

91-2112732
(I.R.S. Employer
Identification No.)

2126 Inyo Street, Fresno, California
(Address of principal executive offices)

93721
(Zip Code)

Registrants telephone number, including area code (559) 248-4943

Indicate by check mark whether the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities 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 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 whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act).

Large accelerated filer Accelerated filer Non-accelerated filer Small reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

Aggregate market value of the Common Stock held by non-affiliates as of the last business day of the registrant's most recently completed second fiscal quarter - June 30, 2009: \$43,114,654

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Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common Stock, no par value
(Title of Class)

Shares outstanding as of April 30, 2010: 12,621,452

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PART I. Financial Information

United Security Bancshares and Subsidiaries
 Consolidated Balance Sheets – (unaudited)
 March 31, 2010 and December 31, 2009

| (in thousands except shares) | March 31, 2010 | December 31, 2009 |
|---|-------------------|----------------------|
| Assets | | |
| Cash and due from banks | \$ 16,607 | \$ 17,644 |
| Federal funds sold | 21,160 | 11,585 |
| Cash and cash equivalents | 37,767 | 29,229 |
| Interest-bearing deposits in other banks | 3,970 | 3,313 |
| Investment securities available for sale (at fair value) | 68,855 | 71,411 |
| Loans and leases | 521,087 | 508,573 |
| Unearned fees | (1,047) | (865) |
| Allowance for credit losses | (16,204) | (15,016) |
| Net loans | 503,836 | 492,692 |
| Accrued interest receivable | 2,430 | 2,497 |
| Premises and equipment – net | 13,121 | 13,296 |
| Other real estate owned | 38,130 | 36,217 |
| Intangible assets | 1,775 | 2,034 |
| Goodwill | 7,391 | 7,391 |
| Cash surrender value of life insurance | 15,099 | 14,972 |
| Investment in limited partnership | 2,168 | 2,274 |
| Deferred income taxes - net | 7,665 | 7,534 |
| Other assets | 9,422 | 9,708 |
| Total assets | \$ 711,629 | \$ 692,568 |
| Liabilities & Shareholders' Equity | | |
| Liabilities | | |
| Deposits | | |
| Noninterest bearing | \$ 134,140 | \$ 139,724 |
| Interest bearing | 448,342 | 421,936 |
| Total deposits | 582,482 | 561,660 |
| Other borrowings | 37,000 | 40,000 |
| Accrued interest payable | 280 | 376 |
| Accounts payable and other liabilities | 4,416 | 3,995 |
| Junior subordinated debentures (at fair value) | 10,616 | 10,716 |
| Total liabilities | 634,794 | 616,747 |
| Shareholders' Equity | | |
| Common stock, no par value 20,000,000 shares authorized, 12,621,452 and 12,496,499 issued and outstanding, in 2010 and 2009, respectively | 38,235 | 37,575 |
| Retained earnings | 40,286 | 40,499 |
| Accumulated other comprehensive loss | (1,686) | (2,253) |
| Total shareholders' equity | 76,835 | 75,821 |
| Total liabilities and shareholders' equity | \$ 711,629 | \$ 692,568 |

See notes to consolidated financial statements

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United Security Bancshares and Subsidiaries
Consolidated Statements of Operations and Comprehensive Income

| (In thousands except shares and EPS) | Quarters Ended March 31, | |
|--|--------------------------|---------------|
| | 2010 | 2009 |
| Interest Income: | | |
| Loans, including fees | \$ 7,540 | \$ 8,067 |
| Investment securities – AFS – taxable | 853 | 1,190 |
| Investment securities – AFS – nontaxable | 15 | 15 |
| Federal funds sold | 8 | 0 |
| Interest on deposits in other banks | 10 | 40 |
| Total interest income | 8,426 | 9,312 |
| Interest Expense: | | |
| Interest on deposits | 1,158 | 1,705 |
| Interest on other borrowings | 107 | 459 |
| Total interest expense | 1,265 | 2,164 |
| Net Interest Income Before | | |
| Provision for Credit Losses | 7,161 | 7,148 |
| Provision for Credit Losses | 1,631 | 1,351 |
| Net Interest Income | 5,530 | 5,797 |
| Noninterest Income: | | |
| Customer service fees | 948 | 989 |
| Loss on sale of other real estate owned | (56) | (77) |
| Gain (loss) on fair value of financial liability | 157 | (59) |
| Shared appreciation income | 0 | 9 |
| Other | 264 | 279 |
| Total noninterest income | 1,313 | 1,141 |
| Noninterest Expense: | | |
| Salaries and employee benefits | 2,281 | 2,223 |
| Occupancy expense | 913 | 942 |
| Data processing | 19 | 42 |
| Professional fees | 387 | 400 |
| FDIC/DFI insurance assessments | 391 | 146 |
| Director fees | 57 | 66 |
| Amortization of intangibles | 203 | 228 |
| Correspondent bank service charges | 76 | 107 |
| Impairment loss on core deposit intangible | 57 | 57 |
| Impairment loss on investment securities (cumulative total other-than-temporary loss of \$3.9 million, net of \$3.5 million recognized in other comprehensive loss, pre-tax) | 244 | 163 |
| Impairment loss on OREO | 821 | 166 |
| Loss on California tax credit partnership | 106 | 107 |
| OREO expense | 282 | 305 |
| Other | 488 | 717 |
| Total noninterest expense | 6,325 | 5,669 |
| Income Before Taxes on Income | 518 | 1,269 |
| Provision for Taxes on Income | 76 | 348 |
| Net Income | \$ 442 | \$ 921 |
| Other comprehensive income, net of tax: | | |
| | 567 | (733) |

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| | | | |
|---|----|------------|------------|
| Unrealized gain (loss) on available for sale securities, and past service costs of employee benefit plans - net income tax expense (benefit) of \$378 and \$(488) | | | |
| Comprehensive Income | \$ | 1,009 | \$ 188 |
| Net Income per common share | | | |
| Basic | \$ | 0.04 | \$ 0.07 |
| Diluted | \$ | 0.04 | \$ 0.07 |
| Shares on which net income per common shares were based | | | |
| Basic | | 12,621,452 | 12,622,238 |
| Diluted | | 12,621,452 | 12,622,238 |

See notes to consolidated financial statements

United Security Bancshares and Subsidiaries
Consolidated Statements of Changes in Shareholders' Equity
Periods Ended March 31, 2010 (unaudited)

| (In thousands except shares) | Common stock Number of Shares | Common stock Amount | Retained Earnings | Accumulated Other Comprehensive Income (Loss) | Total |
|--|--|---------------------------|----------------------|--|-----------|
| Balance January 1, 2009 | 12,010,372 | \$ 34,811 | \$ 47,722 | \$ (2,923) | \$ 79,610 |
| Net changes in unrealized loss on available for sale securities (net of income tax benefit of \$489) | | | | (733) | (733) |
| Dividends on common stock (cash-in-lieu) | | | (4) | | (4) |
| Repurchase and cancellation of common shares | (488) | (4) | | | (4) |
| Common stock dividends | 119,622 | 919 | (919) | | 0 |
| Other | | 37 | | | 37 |
| Stock-based compensation expense | | 13 | | | 13 |
| Net Income | | | 921 | | 921 |
| Balance March 31, 2009 | 12,219,506 | 35,776 | 47,720 | (3,656) | 79,840 |
| Net changes in unrealized loss on available for sale securities (net of income tax expense of \$1,045) | | | | 1,568 | 1,568 |
| Net changes in unrecognized past service Cost on employee benefit plans (net of income tax benefit of \$116) | | | | (165) | (165) |
| Dividends on common stock (cash-in-lieu) | | | (2) | | (2) |
| Common stock dividends | 366,993 | 1,761 | (1,761) | | 0 |
| Other | | (2) | | | (2) |
| Stock-based compensation expense | | 40 | | | 40 |
| Net Income | | | (5,458) | | (5,458) |
| Balance December 31, 2009 | 12,496,499 | 37,575 | 40,499 | (2,253) | 75,821 |
| Net changes in unrealized loss on available for sale securities (net of income tax expense of \$378) | | | | 567 | 567 |
| Common stock dividends | 124,953 | 655 | (655) | | 0 |
| Stock-based compensation expense | | 5 | | | 5 |
| Net Income | | | 442 | | 442 |
| Balance March 31, 2010 | 12,621,452 | \$ 38,235 | \$ 40,286 | \$ (1,686) | \$ 76,835 |

See notes to consolidated financial statements

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United Security Bancshares and Subsidiaries
Consolidated Statements of Cash Flows (unaudited)

| (In thousands) | Three Months Ended March 31, | |
|---|------------------------------|----------|
| | 2010 | 2009 |
| Cash Flows From Operating Activities: | | |
| Net (loss) income | \$ 442 | \$ 921 |
| Adjustments to reconcile net income: | | |
| to cash provided by operating activities: | | |
| Provision for credit losses | 1,631 | 1,351 |
| Depreciation and amortization | 539 | 640 |
| Accretion of investment securities | (10) | (20) |
| Decrease (increase) in accrued interest receivable | 67 | (363) |
| Decrease in accrued interest payable | (96) | (168) |
| Increase (decrease) in unearned fees | 182 | (179) |
| Increase in income taxes payable | 8 | 894 |
| Stock-based compensation expense | 5 | 13 |
| Decrease in accounts payable and accrued liabilities | (58) | (476) |
| Loss on sale of other real estate owned | 56 | 77 |
| Impairment loss on other real estate owned | 821 | 166 |
| Impairment loss on core deposit intangible | 57 | 57 |
| Impairment loss on investment securities | 244 | 163 |
| Increase in surrender value of life insurance | (126) | (136) |
| (Gain) loss on fair value option of financial liabilities | (157) | 59 |
| Loss on tax credit limited partnership interest | 106 | 107 |
| Net decrease in other assets | 513 | 337 |
| Net cash provided by operating activities | 4,224 | 3,443 |
| Cash Flows From Investing Activities: | | |
| Net (increase) decrease in interest-bearing deposits with banks | (657) | 16,464 |
| Purchases of available-for-sale securities | (1,001) | 0 |
| Maturities and calls of available-for-sale securities | 4,269 | 3,784 |
| Proceeds from sale of investment in title company | 0 | 99 |
| Net increase in loans | (18,196) | (1,883) |
| Net proceeds from settlement of other real estate owned | 2,143 | 1,515 |
| Capital expenditures for premises and equipment | (141) | (59) |
| Net cash (used in) provided by investing activities | (13,583) | 19,920 |
| Cash Flows From Financing Activities: | | |
| Net increase in demand deposit and savings accounts | 4,781 | 1,561 |
| Net increase in certificates of deposit | 16,041 | 12,092 |
| Net decrease in federal funds purchased | 0 | (17,360) |
| Net decrease in FHLB term borrowings | (3,000) | (24,500) |
| Proceeds from note payable | 75 | 0 |
| Repurchase and retirement of common stock | 0 | 33 |
| Payment of dividends on common stock | 0 | (5) |
| Net cash provided (used in) by financing activities | 17,897 | (28,179) |
| Net increase (decrease) in cash and cash equivalents | 8,538 | (4,816) |

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| | | |
|--|-----------|-----------|
| Cash and cash equivalents at beginning of period | 29,229 | 19,426 |
| Cash and cash equivalents at end of period | \$ 37,767 | \$ 14,610 |

See notes to consolidated financial statements

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United Security Bancshares and Subsidiaries - Notes to Consolidated Financial Statements - (Unaudited)

1. Organization and Summary of Significant Accounting and Reporting Policies

The consolidated financial statements include the accounts of United Security Bancshares, and its wholly owned subsidiary United Security Bank (the “Bank”) and two bank subsidiaries, USB Investment Trust (the “REIT”) and United Security Emerging Capital Fund, (collectively the “Company” or “USB”). Intercompany accounts and transactions have been eliminated in consolidation

These unaudited financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information on a basis consistent with the accounting policies reflected in the audited financial statements of the Company included in its 2009 Annual Report on Form 10-K. These interim financial statements do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of a normal recurring, nature) considered necessary for a fair presentation have been included. Operating results for the interim periods presented are not necessarily indicative of the results that may be expected for any other interim period or for the year as a whole.

Certain reclassifications have been made to the 2009 financial statements to conform to the classifications used in 2010.

New Accounting Standards:

In June 2009, the FASB revised ACS Topic 860 “Transfers and Servicing” to amend existing guidance by eliminating the concept of a qualifying special-purpose entity (QSPE), creating more stringent conditions for reporting a transfer of a portion of a financial asset as a sale, clarifying other sale-accounting criteria and changing the initial measurement of a transferor’s interest in transferred financial assets. The new guidance is effective as of the beginning of a company’s first fiscal year that begins after November 15, 2009 and for subsequent interim and annual periods. The adoption of this standard as of January 1, 2010 did not have a material impact on the Company’s consolidated financial condition or results of operations.

In January 2010, the FASB issued ASU No. 2010-06, Fair Value Measurements and Disclosures (Topic 820)—Improving Disclosures about Fair Value Measurements. FASB ASU No. 2010-06 requires (i) fair value disclosures by each class of assets and liabilities (generally a subset within a line item as presented in the statement of financial position) rather than major category, (ii) for items measured at fair value on a recurring basis, the amounts of significant transfers between Levels 1 and 2, and transfers into and out of Level 3, and the reasons for those transfers, including separate discussion related to the transfers into each level apart from transfers out of each level, and (iii) gross presentation of the amounts of purchases, sales, issuances, and settlements in the Level 3 recurring measurement reconciliation. Additionally, the ASU clarifies that a description of the valuation techniques(s) and inputs used to measure fair values is required for both recurring and nonrecurring fair value measurements. Also, if a valuation technique has changed, entities should disclose that change and the reason for the change. Disclosures other than the gross presentation changes in the Level 3 reconciliation are effective for the first reporting period beginning after December 15, 2009. The requirement to present the Level 3 activity of purchases, sales, issuances, and settlements on a gross basis will be effective for fiscal years beginning after December 15, 2010. This update became effective for the Company in the quarter ended March 31, 2010, except that the disclosure on the roll forward activities for Level 3 fair value measurements will become effective with the reporting period beginning January 1, 2011. Other than requiring additional disclosures, adoption of this new guidance did not have a material impact on the Company’s financial statements.

2. Investment Securities Available for Sale

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Following is a comparison of the amortized cost and fair value of securities available-for-sale, as of March 31, 2010 and December 31, 2009:

| (In thousands) | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value (Carrying Amount) |
|---|-------------------|------------------------------|-------------------------------|------------------------------------|
| March 31, 2010: | | | | |
| U.S. Government agencies | \$ 34,525 | \$ 1,500 | \$ (12) | \$ 36,013 |
| U.S. Government agency CMO's | 12,724 | 397 | (12) | 13,109 |
| Residential mortgage obligations | 13,567 | 0 | (3,674) | 9,893 |
| Obligations of state and political subdivisions | 1,252 | 37 | 0 | 1,289 |
| Other investment securities | 9,033 | 0 | (482) | 8,551 |
| | \$ 71,101 | \$ 1,934 | \$ (4,180) | \$ 68,855 |
| December 31, 2009: | | | | |
| U.S. Government agencies | \$ 35,119 | \$ 1,469 | \$ (2) | \$ 36,586 |
| U.S. Government agency CMO's | 14,954 | 376 | (10) | 15,320 |
| Residential mortgage obligations | 14,273 | 0 | (4,559) | 9,714 |
| Obligations of state and political subdivisions | 1,252 | 33 | 0 | 1,285 |
| Other investment securities | 9,004 | 0 | (498) | 8,506 |
| | \$ 74,602 | \$ 1,878 | \$ (5,069) | \$ 71,411 |

Included in other investment securities at March 31, 2010 are a short-term government securities mutual fund totaling \$7.5 million and a money-market mutual fund totaling \$1.0 million. Included in other investment securities at December 31, 2009, is a short-term government securities mutual fund totaling \$7.5 million, and an overnight money-market mutual fund totaling \$1.0 million. The short-term government securities mutual fund invests in debt securities issued or guaranteed by the U.S. Government, its agencies or instrumentalities, with a maximum duration equal to that of a 3-year U.S. Treasury Note.

The amortized cost and fair value of securities available for sale at March 31, 2010, by contractual maturity, are shown below. Actual maturities may differ from contractual maturities because issuers have the right to call or prepay obligations with or without call or prepayment penalties. Contractual maturities on collateralized mortgage obligations cannot be anticipated due to allowed paydowns.

| (In thousands) | March 31, 2010 | |
|--|----------------|------------------------------|
| | Amortized Cost | Fair Value (Carrying Amount) |
| Due in one year or less | \$ 11,042 | \$ 10,611 |
| Due after one year through five years | 3,641 | 3,677 |
| Due after five years through ten years | 11,127 | 11,727 |
| Due after ten years | 19,000 | 19,838 |
| Collateralized mortgage obligations | 26,291 | 23,002 |
| | \$ 71,101 | \$ 68,855 |

There were no realized gains or losses on sales of available-for-sale securities during the three months ended March 31, 2010 or 2009. There were other-than-temporary impairment losses on certain of the Company's residential mortgage obligations (private label collateralized mortgage obligations) totaling \$244,000 and \$163,000 for the three months ended March 31, 2010 and 2009, respectively.

Securities that have been temporarily impaired less than 12 months at March 31, 2010 are comprised of one U.S. government agency security with a weighted average life of 3.0 years and one collateralized mortgage obligation with a weighted average life of 0.8 years. As of March 31, 2010, there were three residential mortgage obligations and one other investment security with a total weighted average life of 3.2 years that have been temporarily impaired for twelve months or more.

The following summarizes the total of temporarily impaired and other-than-temporarily impaired investment securities at March 31, 2010 (see discussion below for other than temporarily impaired securities included here):

| (In thousands) | Less than 12 Months | | 12 Months or More | | Total | |
|---|------------------------------|-------------------|------------------------------|-------------------|------------------------------|-------------------|
| | Fair Value (Carrying Amount) | Unrealized Losses | Fair Value (Carrying Amount) | Unrealized Losses | Fair Value (Carrying Amount) | Unrealized Losses |
| Securities available for sale: | | | | | | |
| U.S. Government agencies | \$ 990 | \$ (12) | \$ 0 | \$ 0 | \$ 990 | \$ (12) |
| U.S. Government agency CMO's | 1,323 | (12) | 0 | 0 | 1,323 | (12) |
| Residential mortgage obligations | 0 | 0 | 9,893 | (3,674) | 9,893 | (3,674) |
| Obligations of state and political subdivisions | 0 | 0 | 0 | 0 | 0 | 0 |
| Other investment securities | 0 | 0 | 7,518 | (482) | 7,518 | (482) |
| Total impaired securities | \$ 2,313 | \$ (24) | \$ 17,411 | \$ (4,156) | \$ 19,724 | \$ (4,180) |

Securities that have been temporarily impaired less than 12 months at March 31, 2009 are comprised of two collateralized mortgage obligations and one U.S. government agency security with a total weighted average life of 0.5 years. As of March 31, 2009, there were three residential mortgage obligations and two other investment securities with a total weighted average life of 2.8 years that have been temporarily impaired for twelve months or more.

The following summarizes temporarily impaired investment securities at March 31, 2009:

| (In thousands) | Less than 12 Months | | 12 Months or More | | Total | |
|--|------------------------------------|----------------------|------------------------------------|----------------------|------------------------------------|----------------------|
| | Fair Value (Carrying Amount) | Unrealized Losses | Fair Value (Carrying Amount) | Unrealized Losses | Fair Value (Carrying Amount) | Unrealized Losses |
| Securities available for sale: | | | | | | |
| U.S. Government agencies | \$ 143 | \$ (1) | \$ 0 | \$ 0 | \$ 143 | \$ (1) |
| U.S. Government agency CMO's | 6,870 | (68) | 0 | 0 | 6,870 | (68) |
| Residential mortgage obligations | 0 | 0 | 9,350 | (7,400) | 9,350 | (7,400) |
| Obligations of state and political subdivisions | 0 | 0 | 0 | 0 | 0 | 0 |
| Other investment securities | 0 | 0 | 12,346 | (654) | 12,346 | (654) |
| Total impaired securities | \$ 7,013 | \$ (69) | \$ 21,696 | \$ (8,054) | \$ 28,709 | \$ (8,123) |

At March 31, 2010 and December 31, 2009, available-for-sale securities with an amortized cost of approximately \$63.5 million and \$66.5 million (fair value of \$62.9 million and \$65.4 million) were pledged as collateral for public funds, and treasury tax and loan balances.

The Company evaluates investment securities for other-than-temporary impairment ("OTTI") at least quarterly, and more frequently when economic or market conditions warrant such an evaluation. The investment securities portfolio is evaluated for OTTI by segregating the portfolio into two general segments and applying the appropriate OTTI model. Investment securities classified as available for sale or held-to-maturity are generally evaluated for OTTI under ASC Topic 320, "Investments – Debt and Equity Instruments." Certain purchased beneficial interests, including non-agency mortgage-backed securities, asset-backed securities, and collateralized debt obligations, are evaluated using the model outlined in ASC Topic 320 (formerly EITF Issue No. 99-20, "Recognition of Interest Income and Impairment on Purchased Beneficial Interests and Beneficial Interests that Continue to be Held by a Transfer in Securitized Financial Assets.")

In the first segment, the Company considers many factors in determining OTTI, including: (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near-term prospects of the issuer, (3) whether the market decline was affected by macroeconomic conditions, and (4) whether the entity has the intent to sell the debt security or more likely than not will be required to sell the debt security before its anticipated recovery. The assessment of whether an other-than-temporary decline exists involves a high degree of subjectivity and judgment and is based on the information available to the Company at the time of the evaluation.

The second segment of the portfolio uses the OTTI guidance that is specific to purchased beneficial interests including non-agency collateralized mortgage obligations. Under this model, the Company compares the present value of the remaining cash flows as estimated at the preceding evaluation date to the current expected remaining cash flows. An OTTI is deemed to have occurred if there has been an adverse change in the remaining expected future cash flows.

Effective the first quarter 2009, the Company adopted an amendment to existing guidance on other-than-temporary impairments for debt securities, which establishes a new model for measuring and disclosing OTTI for all debt

securities. Other-than-temporary-impairment occurs under the new guidance when the Company intends to sell the security or more likely than not will be required to sell the security before recovery of its amortized cost basis less any current-period credit loss. If an entity intends to sell or more likely than not will be required to sell the security before recovery of its amortized cost basis less any current-period credit loss, the other-than-temporary-impairment shall be recognized in earnings equal to the entire difference between the investment's amortized cost basis and its fair value at the balance sheet date. If an entity does not intend to sell the security and it is not more likely than not that the entity will be required to sell the security before recovery of its amortized cost basis less any current-period loss, the other-than-temporary-impairment shall be separated into the amount representing the credit loss and the amount related to all other factors. The amount of the total other-than-temporary-impairment related to the credit loss is recognized in earnings, and is determined based on the difference between the present value of cash flows expected to be collected and the current amortized cost of the security. The amount of the total other-than-temporary-impairment related to other factors shall be recognized in other comprehensive (loss) income, net of applicable taxes. The previous amortized cost basis less the other-than-temporary-impairment recognized in earnings shall become the new amortized cost basis of the investment.

At March 31, 2010, the decline in market value for all but three (see below) of the impaired securities is attributable to changes in interest rates and illiquidity, and not credit quality. Because the Company does not have the intent to sell these impaired securities and it is likely that it will not be required to sell the securities before their anticipated recovery, the Company does not consider these securities to be other-than-temporarily impaired at March 31, 2010.

At March 31, 2010, the Company had three non-agency collateralized mortgage obligations which have been impaired more than twelve months. The three non-agency collateralized mortgage obligations had a market value of \$9.9 million and unrealized losses of approximately \$3.7 million at March 31, 2010. All three non-agency mortgage-backed securities were rated less than high credit quality at March 31, 2010. The Company evaluated these three non-agency collateralized mortgage obligations for OTTI by comparing the present value of expected cash flows to previous estimates to determine whether there had been adverse changes in cash flows during the quarter. The OTTI evaluation was conducted utilizing the services of a third party specialist and consultant in MBS and CMO products. The cash flow assumptions used in the evaluation included a number of factors including changes in delinquency rates, anticipated prepayment speeds, loan-to-value ratios, changes in agency ratings, and market prices. As a result of the impairment evaluation, the Company determined that there had been adverse changes in cash flows in all three of the three non-agency collateralized mortgage obligations reviewed, and concluded that these three non-agency collateralized mortgage obligations were other-than-temporarily impaired. The three CMO securities had other-than-temporary-impairment losses of \$3.9 million, of which \$244,000 was recorded as expense and \$3.7 million was recorded in other comprehensive loss. These three non-agency collateralized mortgage obligations remained classified as available for sale at March 31, 2010.

The following table details the three non-agency collateralized mortgage obligations with other-than-temporary-impairment, their credit rating at March 31, 2010, the related credit losses recognized in earnings during the quarter, and impairment losses in other comprehensive loss:

| | RALI 2006-QS1G A10 Rated CCC | RALI 2006 QS8 A1 Rated CCC | CWALT 2007- 8CB A9 Rated CCC | Total |
|--|------------------------------------|----------------------------------|------------------------------------|----------------|
| Amortized cost – before OTTI | \$ 4,676,372 | \$ 1,401,642 | \$ 7,733,440 | \$ 13,811,454 |
| Credit loss – Quarter ended March 31, 2010 | (192,179) | (24,148) | (28,137) | (244,464) |
| Other impairment (OCI) | (1,304,357) | (356,215) | (2,013,400) | (3,673,972) |
| Carrying amount – March 31, 2010 | \$ 3,179,836 | \$ 1,021,279 | \$ 5,691,903 | \$ 9,893,018 |
| Total impairment - YTD March 31, 2010 | \$ (1,496,536) | \$ (380,363) | \$ (2,041,537) | \$ (3,918,436) |

The total other comprehensive loss (OCI) balance of \$3.7 million in the above table is included in unrealized losses of 12 months or more at March 31, 2010.

3. Loans and Leases

Loans include the following:

| (In thousands) | March 31, 2010 | % of Loans | December 31, 2009 | % of Loans |
|---------------------------------|-------------------|---------------|----------------------|---------------|
| Commercial and industrial | \$ 178,617 | 34.4% | \$ 167,930 | 33.0% |
| Real estate – mortgage | 173,737 | 33.3% | 165,629 | 32.6% |
| RE construction and development | 98,618 | 18.9% | 105,220 | 20.7% |
| Agricultural | 51,113 | 9.8% | 50,897 | 10.0% |
| Installment/other | 18,340 | 3.5% | 18,191 | 3.6% |
| Lease financing | 662 | 0.1% | 706 | 0.1% |

| | | | | | | |
|-------------------|----|---------|--------|----|---------|--------|
| Total Gross Loans | \$ | 521,087 | 100.0% | \$ | 508,573 | 100.0% |
|-------------------|----|---------|--------|----|---------|--------|

The Company had \$1.3 million in loans over 90 days past due and still accruing at March 31, 2010. Loans over 90 days past due and still accruing totaled \$486,000 at December 31, 2009. Nonaccrual loans totaled \$32.7 million and \$34.8 million at March 31, 2010 and December 31, 2009, respectively.

An analysis of changes in the allowance for credit losses is as follows:

| (In thousands) | March 31, 2010 | December 31, 2009 | March 31, 2009 |
|--|-------------------|----------------------|-------------------|
| Balance, beginning of year | \$ 15,016 | \$ 11,529 | \$ 11,529 |
| Provision charged to operations | 1,631 | 13,375 | 1,351 |
| Losses charged to allowance | (449) | (10,145) | (2,598) |
| Recoveries on loans previously charged off | 6 | 257 | 166 |
| Balance at end-of-period | \$ 16,204 | \$ 15,016 | \$ 10,448 |

The allowance for credit losses represents management's estimate of the risk inherent in the loan portfolio based on the current economic conditions, collateral values and economic prospects of the borrowers. The formula allowance for unfunded loan commitments totaling \$195,000 and \$234,000 at March 31, 2010 and December 31, 2009, respectively, is carried in other liabilities. The Company's market areas of the San Joaquin Valley, the greater Oakhurst area, East Madera County, and Santa Clara County, have all been impacted by the economic downturn related to depressed real estate markets and the tightening of liquidity markets. The Company has taken these events into account when reviewing estimates of factors that may impact the allowance for credit losses.

The Company grades "problem" or "classified" loans according to certain risk factors associated with individual loans within the loan portfolio. Classified loans consist of loans which have been graded substandard, doubtful, or loss based upon inherent weaknesses in the individual loans or loan relationships. Classified loans include not only impaired loans (as defined under SFAS No. 114), but also loans which based upon inherent weaknesses result in a risk grading of substandard, doubtful, or loss. The following table summarizes the Company's classified loans at March 31, 2010 and December 31, 2009.

| (in 000's) | March 31, 2010 | December 31, 2009 |
|--|-------------------|----------------------|
| Impaired loans | \$ 51,932 | \$ 53,794 |
| Classified loans not considered impaired | 12,792 | 15,816 |
| Total classified loans | \$ 64,724 | \$ 69,610 |

The following table summarizes the Company's investment in loans for which impairment has been recognized for the periods presented:

| (in thousands) | March 31, 2010 | December 31, 2009 | March 31, 2009 |
|--|-------------------|----------------------|-------------------|
| Total impaired loans at period-end | \$ 51,932 | \$ 53,794 | \$ 58,030 |
| Impaired loans which have specific allowance | 32,938 | 26,266 | 29,711 |
| Total specific allowance on impaired loans | 9,339 | 7,974 | 4,393 |
| Total impaired loans which as a result of write-downs or the fair value of the collateral, did not have a specific allowance | 18,994 | 27,528 | 28,319 |
| (in thousands) | YTD – 3/31/10 | YTD – 12/31/09 | YTD – 3/31/09 |

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| | | | | | | |
|---|----|--------|----|--------|----|--------|
| Average recorded investment in impaired loans during period | \$ | 52,863 | \$ | 59,595 | \$ | 56,201 |
| Income recognized on impaired loans during period | \$ | 155 | \$ | 326 | \$ | 0 |

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4. Deposits

Deposits include the following:

| (In thousands) | March 31, December 31, | |
|---|------------------------|------------|
| | 2010 | 2009 |
| Noninterest-bearing deposits | \$ 134,140 | \$ 139,724 |
| Interest-bearing deposits: | | |
| NOW and money market accounts | 167,547 | 158,795 |
| Savings accounts | 35,759 | 34,146 |
| Time deposits: | | |
| Under \$100,000 | 66,064 | 64,481 |
| \$100,000 and over | 178,972 | 164,514 |
| Total interest-bearing deposits | 448,342 | 421,936 |
| Total deposits | \$ 582,482 | \$ 561,660 |
| | | |
| Total brokered deposits included in time deposits above | \$ 120,303 | \$ 129,352 |

5. Short-term Borrowings/Other Borrowings

At March 31, 2010, the Company had collateralized and uncollateralized lines of credit with the Federal Reserve Bank of San Francisco and other correspondent banks aggregating \$136.5 million, as well as Federal Home Loan Bank (“FHLB”) lines of credit totaling \$43.0 million. These lines of credit generally have interest rates tied to the Federal Funds rate or are indexed to short-term U.S. Treasury rates or LIBOR. FHLB advances are collateralized by all of the Company’s stock in the FHLB and certain qualifying mortgage loans. At March 31, 2010, the Company had total outstanding balances of \$37.0 million drawn against its FHLB line of credit. The weighted average cost of borrowings outstanding at March 31, 2010 was 0.19%. The \$37.0 million in FHLB borrowings outstanding at March 31, 2010 are summarized in the table below.

FHLB term borrowings at March 31, 2010 (in 000’s):

| Term | Balance at 3/31/10 | Fixed Rate | Maturity |
|---------|-----------------------|------------|----------|
| 6-month | \$ 28,000 | 0.18% | 7/29/10 |
| 6-month | 9,000 | 0.21% | 7/29/10 |
| | \$ 37,000 | 0.19% | |

At December 31, 2009, the Company had collateralized and uncollateralized lines of credit with the Federal Reserve Bank of San Francisco and other correspondent banks aggregating \$124.2 million, as well as Federal Home Loan Bank (“FHLB”) lines of credit totaling \$40.8 million. At December 31, 2009, the Company had total outstanding balances of \$40.0 million in borrowings drawn against its FHLB lines of credit at an average rate of 0.86%. Of the \$40.0 million in FHLB borrowings outstanding at December 31, 2009, all will mature in three months or less. The weighted average cost of borrowings for the year ended December 31, 2009 was 0.80%. As of December 31, 2009, \$14.2 million in real estate-secured loans, and \$42.6 million in investment securities at FHLB, were pledged as collateral for FHLB advances. Additionally, \$256.7 million in real estate-secured loans were pledged at December 31, 2009 as collateral for used and unused borrowing lines with the Federal Reserve Bank totaling \$120.7 million. All lines of credit are on an “as available” basis and can be revoked by the grantor at any time.

6. Supplemental Cash Flow Disclosures

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| (In thousands) | Three Months Ended March 31, | |
|---|------------------------------|----------|
| | 2010 | 2009 |
| Cash paid during the period for: | | |
| Interest | \$ 1,360 | \$ 2,232 |
| Income Taxes | \$ 68 | 59 |
| Noncash investing activities: | | |
| Dividends declared not paid | \$ 0 | \$ 4 |
| Loans transferred to foreclosed assets | \$ 5,180 | \$ 721 |

7. Common Stock Dividend

On March 23, 2010, the Company's Board of Directors declared a one-percent (1%) stock dividend on the Company's outstanding common stock. Based upon the number of outstanding common shares on the record date of April 9, 2010, an additional 124,965 shares were issued to shareholders on April 21, 2010. Because the stock dividend was considered a "small stock dividend", approximately \$655,000 was transferred from retained earnings to common stock based upon the \$5.24 closing price of the Company's common stock on the declaration date of March 23, 2010. There were no fractional shares paid. Other than for earnings-per-share calculations, shares issued for the stock dividend have been treated prospectively for financial reporting purposes. For purposes of earnings per share calculations, the Company's weighted average shares outstanding and potentially dilutive shares used in the computation of earnings per share have been restated after giving retroactive effect to a 1% stock dividend to shareholders for all periods presented.

8. Net (Loss) Income per Common Share

The following table provides a reconciliation of the numerator and the denominator of the basic EPS computation with the numerator and the denominator of the diluted EPS computation:

| (In thousands except earnings per share data) | Three Months Ended March 31, | |
|---|------------------------------|---------|
| | 2010 | 2009 |
| Net income available to common shareholders | \$ 442 | \$ 921 |
| Weighted average shares issued | 12,621 | 12,622 |
| Add: dilutive effect of stock options | 0 | 0 |
| Weighted average shares outstanding adjusted for potential dilution | 12,621 | 12,622 |
| Basic earnings per share | \$ 0.04 | \$ 0.07 |
| Diluted earnings per share | \$ 0.04 | \$ 0.07 |
| Anti-dilutive shares excluded from earnings per share calculation | 194 | 185 |

The Company's average weighted shares outstanding and potentially dilutive shares used in the computation of earnings per share have been restated after giving retroactive effect to a 1% stock dividend to shareholders of record on April 9, 2010.

9. Stock Based Compensation

All share-based payments to employees, including grants of employee stock options, are recognized in the financial statements based on the grant-date fair value of the award. The fair value is amortized over the requisite service period (generally the vesting period).

Included in salaries and employee benefits for the three months ended March 31, 2010 and 2009 is \$5,000 and \$13,000 of share-based compensation, respectively. The related tax benefit on share-based compensation recorded in the provision for income taxes was not material to either quarter.

A summary of the Company's options as of January 1, 2010 and changes during the three months ended March 31, 2010 is presented below.

| | |
|---------------------|---------------------|
| Weighted Average | Weighted Average |
|---------------------|---------------------|

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| | 2005 Plan | Exercise Price | 1995 Plan | Exercise Price |
|---------------------------------------|--------------|-------------------|--------------|-------------------|
| Options outstanding January 1, 2010 | 160,820 | \$ 15.38 | 16,984 | \$ 11.50 |
| Options granted during period | 25,000 | 4.75 | 0 | — |
| 1% common stock dividends – 2010 | 1,858 | (0.14) | 170 | (0.11) |
| Options outstanding March 31, 2010 | 187,678 | \$ 13.81 | 17,154 | \$ 11.39 |
| Options exercisable at March 31, 2010 | 127,744 | \$ 15.17 | 16,942 | \$ 11.39 |

As of March 31, 2010 and 2009, there was \$70,000 and \$68,000, respectively, of total unrecognized compensation expense related to nonvested stock options. This cost is expected to be recognized over a weighted average period of approximately 0.9 years and 0.5 years, respectively. No options were exercised during the three months ended March 31, 2010 or 2009.

| | Three Months Ended March 31, 2010 | Three Months Ended March 31, 2009 |
|---|--|--|
| Weighted average grant-date fair value of stock options granted | \$ 2.22 | n/a |
| Total fair value of stock options vested | \$ 61,543 | \$ 68,690 |
| Total intrinsic value of stock options exercised | n/a | n/a |

The Bank determines fair value at grant date using the Black-Scholes-Merton pricing model that takes into account the stock price at the grant date, the exercise price, the expected life of the option, the volatility of the underlying stock and the expected dividend yield and the risk-free interest rate over the expected life of the option.

The weighted average assumptions used in the pricing model are noted in the table below. The expected term of options granted is derived using the simplified method, which is based upon the average period between vesting term and expiration term of the options. The risk free rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of the grant. Expected volatility is based on the historical volatility of the Bank's stock over a period commensurate with the expected term of the options. The Company believes that historical volatility is indicative of expectations about its future volatility over the expected term of the options.

The Bank expenses the fair value of options on a straight-line basis over the vesting period for each separately vesting portion of the award. The Bank estimates forfeitures and only recognizes expense for those shares expected to vest. Based upon historical evidence, the Company has determined that because options are granted to a limited number of key employees rather than a broad segment of the employee base, expected forfeitures, if any, are not material.

| | Three Months Ended March 31, 2010 |
|---------------------------|--------------------------------------|
| Risk Free Interest Rate | 2.71% |
| Expected Dividend Yield | 0.00% |
| Expected Life in Years | 6.50 Years |
| Expected Price Volatility | 43.07% |

The Black-Scholes-Merton option valuation model requires the input of highly subjective assumptions, including the expected life of the stock based award and stock price volatility. The assumptions listed above represent management's best estimates, but these estimates involve inherent uncertainties and the application of management judgment. As a result, if other assumptions had been used, the Bank's recorded stock-based compensation expense could have been materially different from that previously reported in proforma disclosures. In addition, the Bank is required to estimate the expected forfeiture rate and only recognize expense for those shares expected to vest. If the Bank's actual forfeiture rate is materially different from the estimate, the share-based compensation expense could be materially different.

10. Income Taxes

The Company periodically reviews its tax positions under the guidance of ASC Topic 740, "Income Taxes", based upon the criteria that an individual tax position would have to meet for some or all of the income tax benefit to be recognized in a taxable entity's financial statements. Under the guidelines, an entity should recognize the financial statement benefit of a tax position if it determines that it is more likely than not that the position will be sustained on examination. The term, "more likely than not", means a likelihood of more than 50 percent. In assessing whether the more-likely-than-not criterion is met, the entity should assume that the tax position will be reviewed by the applicable taxing authority and all available information is known to the taxing authority.

The Company and a subsidiary file income tax returns in the U.S federal jurisdiction, and several states within the U.S. There are no filings in foreign jurisdictions. The Company is not currently aware of any tax jurisdictions where the Company or any subsidiary is subject examination by federal, state, or local taxing authorities before 2001. The Internal Revenue Service (IRS) has not examined the Company's or any subsidiaries federal tax returns since before 2001, and the Company currently is not aware of any examination planned or contemplated by the IRS.

The Company again reviewed its REIT tax position as of March 31, 2010. There have been no changes to the Company's tax position with regard to the REIT during the quarter ended March 31, 2010. The Company had approximately \$684,000 and \$653,000 accrued for the payment of interest and penalties at March 31, 2010 and December 31, 2009, respectively. It is the Company's policy to recognize interest expense related to unrecognized tax benefits, and penalties, as a component tax expense. A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows (in 000's):

| | | |
|---|----|-------|
| Balance at January 1, 2010 | \$ | 1,560 |
| Additions for tax provisions of prior years | | 21 |
| Balance at March 31, 2010 | \$ | 1,581 |

11. Junior Subordinated Debt/Trust Preferred Securities

Effective September 30, 2009 and beginning with the quarterly interest payment due October 1, 2009, the Company elected to defer interest payments on the Company's \$15.0 million of junior subordinated debentures relating to its trust preferred securities. The terms of the debentures and trust indentures allow for the Company to defer interest payments for up to 20 consecutive quarters without default or penalty. During the period that the interest deferrals are elected, the Company will continue to record interest expense associated with the debentures. Upon the expiration of the deferral period, all accrued and unpaid interest will be due and payable. During the deferral period, the Company is precluded from paying cash dividends to shareholders or repurchasing its stock.

The fair value guidance generally permits the measurement of selected eligible financial instruments at fair value at specified election dates. Effective January 1, 2008, the Company elected the fair value option for its junior subordinated debt issued under USB Capital Trust II. The rate paid on the junior subordinated debt issued under USB Capital Trust II is 3-month LIBOR plus 129 basis points, and is adjusted quarterly.

At March 31, 2010 the Company performed a fair value measurement analysis on its junior subordinated debt using a cash flow valuation model approach to determine the present value of those cash flows. The cash flow model utilizes the forward 3-month Libor curve to estimate future quarterly interest payments due over the thirty-year life of the debt instrument, adjusted for deferrals of interest payments per the Company's election at March 31, 2010. These cash flows were discounted at a rate which incorporates a current market rate for similar-term debt instruments, adjusted for additional credit and liquidity risks associated with the junior subordinated debt. Although there is little market data in the current relatively illiquid credit markets, we believe the 8.7% discount rate used represents what a market

participant would consider under the circumstances.

The fair value calculation performed at March 31, 2010 resulted in a pretax gain adjustment of \$157,000 (\$92,000, net of tax) for the quarter ended March 31, 2010. The previous year's fair value calculation performed at March 31, 2009 resulted in a pretax loss adjustment of \$59,000 (\$34,000 net of tax) for the quarter ended March 31, 2009.

12. Fair Value Measurements and Disclosure

The following summary disclosures are made in accordance with the guidance provided by ASC Topic 825 "Fair Value Measurements and Disclosures" (formerly Statement of Financial Accounting Standards No. 107, "Disclosures about Fair Value of Financial Instruments,") which requires the disclosure of fair value information about both on- and off-balance sheet financial instruments where it is practicable to estimate that value.

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| (In thousands) | March 31, 2010 | | December 31, 2009 | |
|--|-----------------|----------------------|-------------------|----------------------|
| | Carrying Amount | Estimated Fair Value | Carrying Amount | Estimated Fair Value |
| On-Balance sheet: | | | | |
| Financial Assets: | | | | |
| Cash and cash equivalents | \$ 16,607 | \$ 16,607 | \$ 17,644 | \$ 17,644 |
| Interest-bearing deposits | 3,970 | 4,133 | 3,313 | 3,449 |
| Investment securities | 68,855 | 68,855 | 71,411 | 71,411 |
| Loans, net | 520,040 | 507,784 | 507,708 | 496,543 |
| Cash surrender value of life insurance | 15,099 | 15,099 | 14,972 | 14,972 |
| Investment in bank stock | 143 | 143 | 143 | 143 |
| Financial Liabilities: | | | | |
| Deposits | 582,482 | 581,926 | 561,660 | 561,150 |
| Borrowings | 37,000 | 36,972 | 40,000 | 39,970 |
| Junior Subordinated Debt | 10,616 | 10,616 | 10,716 | 10,716 |
| Off-Balance sheet: | | | | |
| Commitments to extend credit | — | — | — | — |
| Standby letters of credit | — | — | — | — |

ASC Topic 820 (formerly SFAS 157, “Fair Value Measurements”) clarifies the definition of fair value, describes methods used to appropriately measure fair value in accordance with generally accepted accounting principles and expands fair value disclosure requirements. This statement applies whenever other accounting pronouncements require or permit fair value measurements.

The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value into three broad levels (Level 1, Level 2, and Level 3). Level 1 inputs are unadjusted quoted prices in active markets (as defined) for identical assets or liabilities that the reporting entity has the ability to access at the measurement date. Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Level 3 inputs are unobservable inputs for the asset or liability, and reflect the reporting entity’s own assumptions about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

The Company performs fair value measurements on certain assets and liabilities as the result of the application of current accounting guidelines. Some fair value measurements, such as for available-for-sale securities (AFS) and junior subordinated debt are performed on a recurring basis, while others, such as impairment of loans, goodwill and other intangibles, are performed on a nonrecurring basis.

The Company’s Level 1 financial assets consist of money market funds and highly liquid mutual funds for which fair values are based on quoted market prices. The Company’s Level 2 financial assets include highly liquid debt instruments of U.S. government agencies, collateralized mortgage obligations, and debt obligations of states and political subdivisions, whose fair values are obtained from readily-available pricing sources for the identical underlying security that may, or may not, be actively traded. Level 2 financial assets also include certain impaired loans which are evaluated based on the observable inputs, specifically current appraisals. From time to time, the Company recognizes transfers between Level 1, 2, and 3 when a change in circumstances warrants a transfer. There were no significant transfers in or out of Level 1 and Level 2 fair value measurements during the three months ended March 31, 2010.

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The following tables summarize the Company's assets and liabilities that were measured at fair value on a recurring and non-recurring basis as of March 31, 2010 (in 000's):

| Description of Assets | March 31, 2010 | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
|--|------------------|--|---|---|
| AFS Securities (2): | | | | |
| Other investment securities | \$ 8,694 | \$ 8,694 | | |
| U.S. government agencies | 36,013 | | \$ 36,013 | |
| U.S. government agency CMO's | 13,109 | | 13,109 | |
| Obligations of states & political subdivisions | 1,289 | | 1,289 | |
| Residential mortgage obligations | 9,893 | | | \$ 9,893 |
| Total AFS securities | 68,998 | 8,694 | 50,411 | 9,893 |
| Impaired loans (1): | | | | |
| Commercial and industrial | 2,878 | | 29 | 2,849 |
| Real estate mortgage | 6,240 | | 451 | 5,789 |
| RE construction & development | 13,722 | | 2,734 | 10,988 |
| Agricultural | 760 | | 0 | 760 |
| Total impaired loans | 23,600 | | 3,214 | 20,386 |
| Core deposit intangibles (1) | 619 | | | 619 |
| Total | \$ 93,217 | \$ 8,694 | \$ 53,625 | \$ 30,898 |

(1) nonrecurring
 (2) Includes \$143 in equity securities reported in other assets on the balance sheet

| Description of Liabilities | March 31, 2010 | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
|----------------------------|------------------|--|---|---|
| Junior subordinated debt | \$ 10,616 | | | \$ 10,616 |
| Total | \$ 10,616 | \$ 0 | \$ 0 | \$ 10,616 |

The following tables summarize the Company's assets and liabilities that were measured at fair value on a recurring and nonrecurring basis during the year ended December 31, 2009 (in 000's):

| Description of Assets | December 31, 2009 | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
|-----------------------------|-------------------|--|---|---|
| AFS securities (1) | \$ 71,554 | \$ 8,648 | \$ 53,192 | \$ 9,714 |
| Impaired loans | 18,347 | | 1,976 | 16,371 |
| Goodwill | 5,764 | | | 5,764 |
| Core deposit intangible (2) | 777 | | | 777 |
| Total | \$ 96,442 | \$ 8,648 | \$ 55,168 | \$ 32,626 |

(1) Includes \$143 in equity securities reported in other assets

(2)

Nonrecurring items

| Description of Liabilities | December 31, 2009 | Quoted Prices in Active Markets for Identical Assets (Level 1) | | Significant Other Observable Inputs (Level 2) | | Significant Unobservable Inputs (Level 3) | |
|----------------------------|----------------------|--|------|---|------|--|--|
| | | | | | | | |
| Junior subordinated debt | \$ 10,716 | | | | | \$ 10,716 | |
| Total | \$ 10,716 | \$ 0 | \$ 0 | \$ 0 | \$ 0 | \$ 10,716 | |

The nonrecurring fair value measurements performed during the three months ended March 31, 2010 resulted in pretax fair value impairment adjustments of \$57,000 (\$33,000 net of tax) to the core deposit intangible asset. The impairment adjustments are reflected as a component of noninterest expense for the nine months ended March 31, 2010.

The following tables provide a reconciliation of assets and liabilities at fair value using significant unobservable inputs (Level 3) on a recurring and non-recurring basis during the three months ended March 31, 2010 and 2009 (in 000's):

| | 3/31/10 Impaired loans | 3/31/10 CMO's | 3/31/10 Intangible assets | 3/31/09 Impaired loans | 3/31/09 CMO's | 3/31/09 Intangible assets |
|--|------------------------------|------------------|---------------------------------|------------------------------|------------------|---------------------------------|
| Reconciliation of Assets: | | | | | | |
| Beginning balance | \$ 16,371 | \$ 9,714 | \$ 77 | \$ 15,967 | \$ 12,800 | \$ 1,489 |
| Total gains or (losses) included in earnings (or other comprehensive loss) | (731) | 179 | (158) | (3,685) | (3,286) | (176) |
| Transfers in and/or out of Level 3 | 4,746 | 0 | 0 | 10,930 | 0 | (206) |
| Ending balance | \$ 20,386 | \$ 9,893 | \$ 619 | \$ 23,212 | \$ 9,514 | \$ 1,107 |

| | | | | | | |
|--|----------|--------|----------|------------|------------|----------|
| The amount of total gains or (losses) for the period included in earnings (or other comprehensive loss) attributable to the change in unrealized gains or losses relating to assets still held at the reporting date | \$ (568) | \$ 179 | \$ (158) | \$ (1,256) | \$ (3,286) | \$ (176) |
|--|----------|--------|----------|------------|------------|----------|

| | 3/31/2010 Junior Sub Debt | 3/31/2009 Junior Sub Debt |
|---|---------------------------------|---------------------------------|
| Reconciliation of Liabilities: | | |
| Beginning balance | \$ 10,716 | \$ 11,926 |
| Total gains included in earnings (or changes in net assets) | (100) | (39) |
| Transfers in and/or out of Level 3 | 0 | 0 |
| Ending balance | \$ 10,616 | \$ 11,887 |

| | | |
|---|----------|---------|
| The amount of total gains for the period included in earnings attributable to the change in unrealized gains or losses relating to liabilities still held at the reporting date | \$ (100) | \$ (39) |
|---|----------|---------|

The following methods and assumptions were used in estimating the fair values of financial instruments:

Cash and Cash Equivalents - The carrying amounts reported in the balance sheets for cash and cash equivalents approximate their estimated fair values.

Interest-bearing Deposits – Interest bearing deposits in other banks consist of fixed-rate certificates of deposits. Accordingly, fair value has been estimated based upon interest rates currently being offered on deposits with similar characteristics and maturities.

Investments – Available for sale securities are valued based upon open-market price quotes obtained from reputable third-party brokers that actively make a market in those securities. Market pricing is based upon specific CUSIP identification for each individual security. To the extent there are observable prices in the market, the mid-point of the bid/ask price is used to determine fair value of individual securities. If that data are not available for the last 30 days, a Level 2-type matrix pricing approach based on comparable securities in the market is utilized. Level-2 pricing may include using a spread forward from the last observable trade or may use a proxy bond like a TBA mortgage to come up with a price for the security being valued. Changes in fair market value are recorded in other comprehensive loss as

the securities are available for sale. At March 31, 2010 and December 31, 2009, the Company held three non-agency (private-label) collateralized mortgage obligations (CMO's). Fair value of these securities (as well as review for other-than-temporary impairment) was performed by a third-party securities broker specializing in CMO's. Fair value was based upon estimated cash flows which included assumptions about future prepayments, default rates, and the impact of credit risk on this type of investment security. Although the pricing of the CMO's has certain aspects of Level 2 pricing, many of the pricing inputs are based upon unobservable assumptions of future economic trends and as a result the Company considers this to be Level 3 pricing.

Loans - Fair values of variable rate loans, which reprice frequently and with no significant change in credit risk, are based on carrying values. Fair values for all other loans, except impaired loans, are estimated using discounted cash flows over their remaining maturities, using interest rates at which similar loans would currently be offered to borrowers with similar credit ratings and for the same remaining maturities.

Impaired Loans - Fair value measurements for impaired loans are performed pursuant to the criteria defined in the Receivables Topic of the FASB ASC, which was originally issued under FAS No. 114, and are based upon either collateral values supported by appraisals, or observed market prices. Changes are not recorded directly as an adjustment to current earnings or comprehensive income, but rather as an adjustment component in determining the overall adequacy of the loan loss reserve. Such adjustments to the estimated fair value of impaired loans may result in increases or decreases to the provision for credit losses recorded in current earnings.

Bank-owned Life Insurance – Fair values of life insurance policies owned by the Company approximate the insurance contract's cash surrender value.

Investment in limited partnerships – Investment in limited partnerships which invest in qualified low-income housing projects generate tax credits to the Company. The investment is amortized using the effective yield method based upon the estimated remaining utilization of low-income housing tax credits. The Company's carrying value approximates fair value.

Investments in Bank Stock – Investment in Bank equity securities is classified as available for sale and is valued based upon open-market price quotes obtained from an active stock exchange. Changes in fair market value are recorded in other comprehensive income.

Deposits – In accordance with ASC Topic 820 (formerly SFAS No. 107), fair values for transaction and savings accounts are equal to the respective amounts payable on demand at March 31, 2010 and December 31, 2009 (i.e., carrying amounts). The Company believes that the fair value of these deposits is clearly greater than that prescribed by ASC Topic 820. Fair values of fixed-maturity certificates of deposit were estimated using the rates currently offered for deposits with similar remaining maturities.

Borrowings - Borrowings consist of federal funds sold, securities sold under agreements to repurchase, and other short-term borrowings. Fair values of borrowings were estimated using the rates currently offered for borrowings with similar remaining maturities.

Junior Subordinated Debt – The fair value of the junior subordinated debt was determined based upon a valuation discounted cash flows model utilizing observable market rates and credit characteristics for similar instruments. In its analysis, the Company used characteristics that distinguish market participants generally use, and considered factors specific to (a) the liability, (b) the principal (or most advantageous) market for the liability, and (c) market participants with whom the reporting entity would transact in that market. For the three month period ended March 31, 2010, cash flows were discounted at a rate which incorporates a current market rate for similar-term debt instruments, adjusted for additional credit and liquidity risks associated with the junior subordinated debt. The Company believes the inputs to the model are subjective enough to the fair value determination of the junior subordinated debt to make them Level 3 inputs.

Off-balance sheet Instruments - Off-balance sheet instruments consist of commitments to extend credit, standby letters of credit and derivative contracts. Fair values of commitments to extend credit are estimated using the interest rate currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the present counterparties' credit standing. There was no material difference between the contractual amount and the estimated value of commitments to extend credit at March 31, 2010 and December 31, 2009.

Fair values of standby letters of credit are based on fees currently charged for similar agreements. The fair value of commitments generally approximates the fees received from the customer for issuing such commitments. These fees are not material to the Company's consolidated balance sheet and results of operations.

13. Goodwill and Intangible Assets

At March 31, 2010 and December 31, 2009 the Company had goodwill, core deposit intangibles, and other identified intangible assets which were recorded in connection with various business combinations and purchases. The following table summarizes the carrying value of those assets at March 31, 2010 and December 31, 2009.

| | March 31, 2010 | December 31, 2009 |
|--------------------------------------|-------------------|----------------------|
| Goodwill | \$ 7,391 | \$ 7,391 |
| Core deposit intangible assets | 1,381 | 1,585 |
| Other identified intangible assets | 394 | 449 |
| Total goodwill and intangible assets | \$ 9,166 | \$ 9,425 |

Core deposit intangibles and other identified intangible assets are amortized over their useful lives, while goodwill is not amortized. The Company conducts periodic impairment analysis on goodwill and intangible assets and goodwill at least annually or more often as conditions require.

Goodwill: The largest component of goodwill is related to the Legacy merger (Campbell reporting unit) completed during February 2007 and totaled approximately \$8.8 million at March 31, 2009. The Company conducted its annual impairment testing of the goodwill related to the Campbell reporting unit effective March 31, 2010. Impairment testing for goodwill is a two-step process.

The first step in impairment testing is to identify potential impairment, which involves determining and comparing the fair value of the operating unit with its carrying value. If the fair value of the operating unit exceeds its carrying value, goodwill is not impaired. If the carrying value exceeds fair value, there is an indication of possible impairment and the second step is performed to determine the amount of the impairment, if any. The fair value determined in the step one testing was determined based on a discounted cash flow methodology using estimated market discount rates and projections of future cash flows for the Campbell operating unit. In addition to projected cash flows, the Company also utilized other market metrics including industry multiples of earnings and price-to-book ratios to estimate what a market participant would pay for the operating unit in the current business environment. Determining the fair value involves a significant amount of judgment, including estimates of changes in revenue growth, changes in discount rates, competitive forces within the industry, and other specific industry and market valuation conditions. The 2009 impairment analysis was impacted by to a large degree by the current economic environment, including significant declines in interest rates, and depressed valuations within the financial industry. Based on the results of step one of the impairment analysis, the Company concluded that the potential for goodwill impairment exists and, therefore, step-two testing will be required to determine if there is goodwill impairment and the amount of goodwill that might be impaired, if any.

Core Deposit Intangibles: During the first quarter of 2010, the Company performed an annual impairment analysis of the core deposit intangible assets associated with the Legacy Bank merger completed during February 2007 (Campbell operating unit). The core deposit intangible asset, which totaled \$3.0 million at the time of merger, is being amortized over an estimated life of approximately seven years. The Company recognized \$101,000 and \$119,000 in amortization expense related to the Legacy operating unit during the three months ended March 31, 2010 and 2009, respectively. At March 31, 2010, the carrying value of the core deposit intangible related to the Legacy Bank merger was \$619,000.

During the impairment analysis performed as of March 31, 2010, it was determined that the original deposits purchased from Legacy Bank during February 2007 continue to decline faster than originally anticipated. As a result of increased deposit runoff, particularly in noninterest-bearing checking accounts and savings accounts, the estimated value of the Campbell core deposit intangible was determined to be \$619,000 at March 31, 2010 rather than the pre-adjustment carrying value of \$675,000. As a result of the impairment analysis, the Company recorded a pre-tax impairment loss of \$57,000 (\$33,000, net of tax) reflected as a component of noninterest expense for the quarter ended March 31, 2010.

As a result of impairment testing of core deposit intangible assets related to the Campbell operating unit conducted during the first quarter of 2009, the Company recorded a pre-tax impairment loss of \$57,000 (\$33,000, net of tax) reflected as a component of noninterest expense for the quarter ended March 31, 2009.

14. **Subsequent Events**

Subsequent events are events or transactions that occur after the balance sheet date but before financial statements are issued. Recognized subsequent events are events or transactions that provide additional evidence about conditions that existed at the date of the balance sheet, including the estimates inherent in the process of preparing financial statements. Nonrecognized subsequent events are events that provide evidence about conditions that did not exist at the date of the balance sheet but arose after that date. Management has reviewed events occurring through the date the financial statements were issued and no subsequent events occurred requiring accrual or disclosure.

Item 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview

Certain matters discussed or incorporated by reference in this Quarterly Report of Form 10-Q are forward-looking statements that are subject to risks and uncertainties that could cause actual results to differ materially from those projected in the forward-looking statements. Such risks and uncertainties include, but are not limited to, those described in Management's Discussion and Analysis of Financial Condition and Results of Operations. Such risks and uncertainties include, but are not limited to, the following factors: i) competitive pressures in the banking industry and changes in the regulatory environment; ii) exposure to changes in the interest rate environment and the resulting impact on the Company's interest rate sensitive assets and liabilities; iii) decline in the health of the economy nationally or regionally which could reduce the demand for loans or reduce the value of real estate collateral securing most of the Company's loans; iv) credit quality deterioration that could cause an increase in the provision for loan losses; v) Asset/Liability matching risks and liquidity risks; volatility and devaluation in the securities markets, vi) expected cost savings from recent acquisitions are not realized, and, vii) potential impairment of goodwill and other intangible assets. Therefore, the information set forth therein should be carefully considered when evaluating the business prospects of the Company. For additional information concerning risks and uncertainties related to the Company and its operations, please refer to the Company's Annual Report on Form 10-K for the year ended December 31, 2009.

United Security Bancshares (the "Company" or "Holding Company") is a California corporation incorporated during March of 2001 and is registered with the Board of Governors of the Federal Reserve System as a bank holding company under the Bank Holding Company Act of 1956, as amended.. United Security Bank (the "Bank") is a wholly-owned bank subsidiary of the Company and was formed in 1987. References to the Company are references to United Security Bancshares (including the Bank). References to the Bank are to United Security Bank, while references to the Holding Company are to the parent-only, United Security Bancshares. The Company currently has eleven banking branches, which provide financial services in Fresno, Madera, Kern, and Santa Clara counties in the state of California.

Trends Affecting Results of Operations and Financial Position

The following table summarizes the nine-month and year-to-date averages of the components of interest-bearing assets as a percentage of total interest-bearing assets and the components of interest-bearing liabilities as a percentage of total interest-bearing liabilities:

| | YTD Average 3/31/10 | YTD Average 12/31/09 | YTD Average 3/31/09 |
|--|------------------------|-------------------------|------------------------|
| Loans and Leases | 83.78% | 85.09% | 83.89% |
| Investment securities available for sale | 11.60% | 13.38% | 14.06% |
| Interest-bearing deposits in other banks | 0.42% | 0.94% | 2.05% |
| Federal funds sold | 4.20% | 0.59% | 0.00% |
| Total earning assets | 100.00% | 100.00% | 100.00% |
| NOW accounts | 9.90% | 8.80% | 8.21% |
| Money market accounts | 22.96% | 22.68% | 19.85% |
| Savings accounts | 7.06% | 6.86% | 7.05% |
| Time deposits | 50.16% | 39.94% | 33.00% |
| Other borrowings | 7.77% | 19.44% | 29.64% |
| Subordinated debentures | 2.15% | 2.28% | 2.25% |

| | | | |
|------------------------------------|---------|---------|---------|
| Total interest-bearing liabilities | 100.00% | 100.00% | 100.00% |
|------------------------------------|---------|---------|---------|

The Company's overall operations are impacted by a number of factors, including not only interest rates and margin spreads, which impact results of operations, but also the composition of the Company's balance sheet. One of the primary strategic goals of the Company is to maintain a mix of assets that will generate a reasonable rate of return without undue risk, and to finance those assets with a low-cost and stable source of funds. Liquidity and capital resources must also be considered in the planning process to mitigate risk and allow for growth.

Continued weakness in the real estate markets and the general economy have impacted the Company's operations during the past year with increased levels of nonperforming assets, increased expenses related to foreclosed properties, and decreased profit margins. Although the Company continues its business development and expansion efforts throughout its market area, increased attention has been placed on reducing nonperforming assets and providing customers more options to help work through this difficult economic period.

With market rates of interest remaining at historically low levels for more than a year, the Company continues to experience compressed net interest margins, although margins have increased to some degree during the first quarter of 2010. The Company's net interest margin was 4.78% for the three months ended March 31, 2010, as compared to 4.51% for the year ended December 31, 2009, and 4.48% for the three months ended March 31, 2009. With approximately 58% of the loan portfolio in floating rate instruments at March 31, 2010, the effects of low market rates continue to impact loan yields. The Company has sought to mitigate the low-interest rate environment with loan floors applied to new and renewed loans over the past year. Loans yielded 6.01% during the three months ended March 31, 2010, as compared to 5.83% for the year ended December 31, 2009, and 6.03% for the three months ended March 31, 2009. The Company's cost of funds has continued to decline over the past year and is largely responsible for the increase in net interest margin experienced during the quarter ended March 31, 2010. The cost of interest-bearing liabilities was 1.04% for the three months ended March 31, 2010, as compared to 1.43% for the year ended December 31, 2009, and 1.68% for the three months ended March 31, 2009. Wholesale borrowing and brokered deposit rates have remained low since late 2008, resulting in overnight and short-term borrowing rates of less than 0.50% during much of the past year. The Company has benefited from these rate declines, as it has continued to utilize overnight and short-term borrowing lines through the Federal Reserve and Federal Home Loan Bank. The company will continue to utilize these funding sources as required to maintain prudent liquidity levels, while seeking to increase core deposits when possible.

Total noninterest income of \$1.3 million reported for the three months ended March 31, 2010 increased \$172,000 or 15.1% as compared to the three months ended March 31, 2009. The increase in noninterest income between the two quarterly periods is primarily the result of the fair value gain adjustments on the Company's junior subordinated debt which included fair value gains of \$157,000 recognized during the three months ended March 31, 2010, as compared to fair value losses of 59,000 recognized during the three months ended March 31, 2009, an increase of \$216,000 between the two periods. Noninterest income continues to be driven by customer service fees, which totaled \$948,000 for the three months ended March 31, 2010, representing a decrease of \$41,000 or 4.2% over the \$989,000 in customer service fees reported for the three months ended March 31, 2009. Customer service fees represented 72.2% and 86.7% of total noninterest income for the three-month periods ended March 31, 2010 and 2009, respectively.

Noninterest expense increased approximately 656,000 or 11.6% between the three-month periods ended March 31, 2009 and March 31, 2010. The primary reason for the increase in noninterest expense experienced during the first three months of 2010 was the result of increases in impairment losses on other real estate owned through foreclosure and investment securities, as well as increases in FDIC insurance assessments during the period.

Effective September 30, 2009 and beginning with the quarterly interest payment due October 1, 2009, the Company elected to defer interest payments on the Company's \$15.0 million of junior subordinated debentures relating to its trust preferred securities. This is the result of regulatory restraints which have precluded the Bank from paying dividends to the Holding Company. The terms of the debentures and trust indentures allow for the Company to defer interest payments for up to 20 consecutive quarters without default or penalty. During the period that the interest deferrals are elected, the Company will continue to record interest expense associated with the debentures. Upon the expiration of the deferral period, all accrued and unpaid interest will be due and payable. Under the terms of the debenture, the Company is precluded from paying cash dividends to shareholders or repurchasing its stock during the deferral period.

The Company has not paid any cash dividends on its common stock since the second quarter of 2008 and does not expect to resume cash dividends on its common stock for the foreseeable future. Because the Company has elected to defer the quarterly payments of interest on its junior subordinated debentures issued in connection with the trust preferred securities as discussed above, the Company is prohibited from paying cash dividends on its common stock during the deferral period. In addition, pursuant to a formal agreement entered into with the Federal Reserve Bank during the first quarter of 2010, the Company and the Bank are precluded from paying cash dividends without prior

consent of the Federal Reserve. On March 23, 2010 the Company's Board of Directors again declared a one-percent (1%) stock dividend on the Company's outstanding common stock. The Company believes, given the current uncertainties in the economy and unprecedented declines in real estate valuations in our markets, it is prudent to retain capital in this environment, and better position the Company for future growth opportunities. Based upon the number of outstanding common shares on the record date of April 9, 2010, an additional 124,965 shares were issued to shareholders on April 21, 2010. For purposes of earnings per share calculations, the Company's weighted average shares outstanding and potentially dilutive shares used in the computation of earnings per share have been restated after giving retroactive effect to the 1% stock dividend to shareholders for all periods presented.

The Company has sought to maintain a strong, yet conservative balance sheet while continuing to reduce the level of nonperforming assets during the three months ended March 31, 2010. Total assets increased approximately \$19.1 million during the three months ended March 31, 2010, with an increase of \$12.5 million in loans. Decreases of \$3.0 million in FHLB term borrowings were partially offset by increases in brokered and other deposits. Net increases of \$17.8 million in deposits and borrowings experienced during the three months ended March 31, 2010, were utilized to fund increases in loans during the period as well as increases in federal funds sold to enhance liquidity. Average loans comprised approximately 84% of overall average earning assets during the three months ended March 31, 2010, a percentage that has remained stable over the past three years.

Nonperforming assets, which are primarily related to the real estate loan and property portfolio, have declined slightly during the first quarter of 2010 but remain high as real estate markets continue to suffer from the mortgage crisis which began during mid-2007. Nonaccrual loans totaling \$32.7 million at March 31, 2010, decreased \$2.0 million from the balance reported at December 31, 2009. In determining the adequacy of the underlying collateral related to these loans, management monitors trends within specific geographical areas, loan-to-value ratios, appraisals, and other credit issues related to the specific loans. Impaired loans decreased \$1.9 million during the three months ended March 31, 2010 to a balance of \$51.9 million at March 31, 2010. Other real estate owned through foreclosure increased \$1.9 million between December 31, 2009 and March 31, 2010, as transfers of \$5.2 million in loans to other real estate owned during the quarter more than offset write-downs and sales of those assets during the period. As a result of these events, nonperforming assets as a percentage of total assets decreased from 12.56% at December 31, 2009 to 12.22% at March 31, 2010.

Management continues to monitor economic conditions in the real estate market for signs of further deterioration or improvement which may impact the level of the allowance for loan losses required to cover identified losses in the loan portfolio. Greater focus has been placed on identifying and reducing the level of problem assets, while working with borrowers to find more options, including loan restructures, to work through these difficult economic times. Provisions made to the allowance for credit losses, totaled \$1.6 million during the three months ended March 31, 2010, as compared to \$13.4 million for the year ended December 31, 2009 and \$1.4 million for the three months ended March 31, 2009. Net loan and lease charge-offs during the three months ended March 31, 2010 totaled \$443,000, as compared to \$9.9 million and \$2.4 million for the year ended December 31, 2009 and three months ended March 31, 2009, respectively.

Deposits increased by \$20.8 million during the three months ended March 31, 2010, with increases experienced in all interest-bearing deposit accounts. Increases in time deposits experienced during the quarter ended March 31, 2010 were primarily the result of increases in brokered deposits, allowing the Company to continue to reduce its reliance on borrowed funds, while enhancing liquidity.

Although balances have declined during the most recent quarter, the Company continues to utilize overnight borrowings and other term credit lines, with borrowings totaling \$37.0 million at March 31, 2010 as compared to \$40.0 million at December 31, 2009. The average rate of those term borrowings was 0.19% at March 31, 2010, as compared to 0.86% at December 31, 2009. Although the Company continues to realize significant interest expense reductions by utilizing these overnight and term borrowings lines, the use of such lines are monitored closely to ensure sound balance sheet management in light of the current economic and credit environment.

The cost of the Company's subordinated debentures issued by USB Capital Trust II has remained low as market rates declined during most of 2009. With pricing at 3-month-LIBOR plus 129 basis points, the effective cost of the subordinated debt was 1.58% and 1.54% at March 31, 2010 and December 31, 2009, respectively. Pursuant to fair value accounting guidance, the Company has recorded \$157,000 in pretax fair value gains on its junior subordinated debt during the three months ended March 31, 2010, bringing the total cumulative gain recorded on the debt to \$5.0 million at March 31, 2010.

The Company continues to emphasize relationship banking and core deposit growth, and has focused greater attention on its market area of Fresno, Madera, and Kern Counties, as well as Campbell, in Santa Clara County. The San Joaquin Valley and other California markets continue to exhibit weak demand for construction lending and commercial lending from small and medium size businesses, as commercial and residential real estate markets declined during much of 2008, and 2009, a condition which still persists at this time. Although we have seen some improvement during the first quarter of 2010, the past year has presented significant challenges for the banking industry with tightening credit markets, weakening real estate markets, and increased loan losses adversely affecting the industry.

The Company continually evaluates its strategic business plan as economic and market factors change in its market area. Balance sheet management, enhancing revenue sources, and maintaining market share will be of primary importance during 2010 and beyond. The banking industry is currently experiencing continued pressure on net margins as well as asset quality resulting from conditions in the real estate market, and weak credit markets. During March 2010, the Company and the Bank entered into a regulatory agreement with the Federal Reserve Bank which, among other things, requires improvements in the overall condition of the Company and the Bank. As a result, market rates of interest, asset quality, as well as regulatory oversight will continue to be an important factor in the Company's ongoing strategic planning process.

Results of Operations

For the three months ended March 31, 2010, the Company reported net income of \$442,000 or \$0.04 per share (\$0.04 diluted) as compared to net income of \$921,000 or \$0.07 per share (\$0.07 diluted) for the three months ended March 31, 2009. The decline in earnings between the two three month periods ended March 31, 2009 and 2010 is primarily the result of increases in provisions for loan losses and impairment losses taken during 2010, combined with declines in market rates of interest.

The Company's return on average assets was 0.25% for the three months ended March 31, 2010 as compared to 0.50% for the three months ended March 31, 2009. The Bank's return on average equity was 2.33% for the three months ended March 31, 2010 as compared to 4.46% for the same three-month period of 2009.

Net Interest Income

Net interest income before provision for credit losses totaled \$7.2 million for the three months ended March 31, 2010, representing an increase of \$13,000, or 0.2% when compared to the \$7.1 million reported for the same three months of the previous year.

The Company's net interest margin, as shown in Table 1, increased to 4.78% at March 31, 2010 from 4.48% at March 31, 2009, an increase of 30 basis points (100 basis points = 1%) between the two periods. While average market rates of interest have remained level between the three-month periods ended March 31, 2009 and 2010 (the Prime rate averaged 3.2% during both periods), significant declines in the Company's cost of funds enhanced the net margin between the two quarters.

Table 1. Distribution of Average Assets, Liabilities and Shareholders' Equity:
Interest rates and Interest Differentials
Three Months Ended March 31, 2010 and 2009

| (dollars in thousands) | 2010 | | | 2009 | | |
|--|-----------------|----------|------------|-----------------|----------|------------|
| | Average Balance | Interest | Yield/Rate | Average Balance | Interest | Yield/Rate |
| Assets: | | | | | | |
| Interest-earning assets: | | | | | | |
| Loans and leases (1) | \$ 509,099 | \$ 7,540 | 6.01% | \$ 542,512 | \$ 8,067 | 6.03% |
| Investment Securities – taxable | 69,271 | 853 | 4.99% | 89,676 | 1,190 | 5.38% |
| Investment Securities – nontaxable (2) | 1,252 | 15 | 4.86% | 1,252 | 15 | 4.86% |
| Interest-bearing deposits in other banks | 2,555 | 10 | 1.59% | 13,287 | 40 | 1.22% |
| | 25,553 | 8 | 0.13% | 10 | 0 | 0.00% |

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| | | | | | | |
|--|------------|----------|-------|------------|----------|-------|
| Federal funds sold and reverse repos | | | | | | |
| Total interest-earning assets | 607,730 | \$ 8,426 | 5.62% | 646,737 | \$ 9,312 | 5.84% |
| Allowance for credit losses | (15,259) | | | (11,416) | | |
| Noninterest-bearing assets: | | | | | | |
| Cash and due from banks | 18,960 | | | 18,120 | | |
| Premises and equipment, net | 13,233 | | | 14,146 | | |
| Accrued interest receivable | 2,228 | | | 2,277 | | |
| Other real estate owned | 39,664 | | | 29,754 | | |
| Other assets | 44,257 | | | 48,883 | | |
| Total average assets | \$ 710,813 | | | \$ 748,501 | | |
| Liabilities and Shareholders' Equity: | | | | | | |
| Interest-bearing liabilities: | | | | | | |
| NOW accounts | \$ 48,781 | \$ 26 | 0.22% | \$ 42,848 | \$ 57 | 0.54% |
| Money market accounts | 113,094 | 366 | 1.31% | 103,624 | 519 | 2.03% |
| Savings accounts | 34,775 | 36 | 0.42% | 36,783 | 70 | 0.77% |
| Time deposits | 247,067 | 730 | 1.20% | 172,288 | 1,059 | 2.49% |
| Other borrowings | 38,266 | 50 | 0.53% | 154,754 | 356 | 0.93% |
| Junior subordinated debentures | 10,581 | 57 | 2.18% | 11,727 | 103 | 3.56% |
| Total interest-bearing liabilities | 492,564 | \$ 1,265 | 1.04% | 522,024 | \$ 2,164 | 1.68% |
| Noninterest-bearing liabilities: | | | | | | |
| Noninterest-bearing checking | 136,578 | | | 139,669 | | |
| Accrued interest payable | 401 | | | 667 | | |
| Other liabilities | 4,244 | | | 5,656 | | |
| Total Liabilities | 633,787 | | | 668,016 | | |
| Total shareholders' equity | 77,026 | | | 80,485 | | |
| Total average liabilities and shareholders' equity | \$ 710,813 | | | \$ 748,501 | | |
| Interest income as a percentage of average earning assets | | | 5.62% | | | 5.84% |
| Interest expense as a percentage of average earning assets | | | 0.84% | | | 1.36% |
| Net interest margin | | | 4.78% | | | 4.48% |

- (1) Loan amounts include nonaccrual loans, but the related interest income has been included only if collected for the period prior to the loan being placed on a nonaccrual basis. Loan interest income includes loan fees of approximately \$330,000 and \$386,000 for the three months ended March 31, 2010 and 2009, respectively.
- (2) Applicable nontaxable securities yields have not been calculated on a tax-equivalent basis because they are not material to the Company's results of operations.

Both the Company's net interest income and net interest margin are affected by changes in the amount and mix of interest-earning assets and interest-bearing liabilities, referred to as "volume change." Both are also affected by changes in yields on interest-earning assets and rates paid on interest-bearing liabilities, referred to as "rate change." The following table sets forth the changes in interest income and interest expense for each major category of interest-earning asset and interest-bearing liability, and the amount of change attributable to volume and rate changes for the periods indicated.

Table 2. Rate and Volume Analysis

| (In thousands) | Increase (decrease) in the three months ended March 31, 2010 compared to March 31, 2009 | | |
|---|--|----------|------------|
| | Total | Rate | Volume |
| Increase (decrease) in interest income: | | | |
| Loans and leases | \$ (527) | \$ (32) | (495) |
| Investment securities available for sale | (337) | (81) | (256) |
| Interest-bearing deposits in other banks | (30) | 19 | (49) |
| Federal funds sold | 8 | 8 | 0 |
| Total interest income | (886) | (86) | (800) |
| Increase (decrease) in interest expense: | | | |
| Interest-bearing demand accounts | (184) | (240) | 56 |
| Savings accounts | (34) | (30) | (4) |
| Time deposits | (329) | (680) | 351 |
| Other borrowings | (306) | (112) | (194) |
| Subordinated debentures | (46) | (37) | (9) |
| Total interest expense | (899) | (1,099) | 200 |
| Increase (decrease) in net interest income | \$ 13 | \$ 1,013 | \$ (1,000) |

For the three months ended March 31, 2010, total interest income decreased approximately \$886,000, or 9.5% as compared to the three-month period ended March 31, 2009. Earning asset volumes decreased in all earning-asset categories between the three month periods, with the largest decrease experienced in loans.

For the three months ended March 31, 2010, total interest expense decreased approximately \$899,000, or 41.5% as compared to the three-month period ended March 31, 2009. Between those two periods, average interest-bearing liabilities decreased by \$29.5 million, and the average rates paid on these liabilities decreased by 64 basis points.

Provisions for credit losses are determined on the basis of management's periodic credit review of the loan portfolio, consideration of past loan loss experience, current and future economic conditions, and other pertinent factors. Such factors consider the allowance for credit losses to be adequate when it covers estimated losses inherent in the loan portfolio. Based on the condition of the loan portfolio, management believes the allowance is sufficient to cover risk elements in the loan portfolio. For the three months ended March 31, 2010, the provision to the allowance for credit losses amounted to \$1.6 million as compared to \$1.4 million for the three months ended March 31, 2009. The amount provided to the allowance for credit losses during the first three months of 2010 brought the allowance to 3.12% of net outstanding loan balances at March 31, 2010, as compared to 2.96% of net outstanding loan balances at December 31, 2009, and 1.93% at March 31, 2009.

Noninterest Income

Table 3. Changes in Noninterest Income

The following table sets forth the amount and percentage changes in the categories presented for the three months ended March 31, 2010 as compared to the three months ended March 31, 2009:

| (In thousands) | 2010 | 2009 | Amount of Change | Percent Change |
|---|----------|----------|------------------|----------------|
| Customer service fees | \$ 948 | \$ 989 | \$ (41) | -4.15% |
| (Loss) gain on sale of OREO | (56) | (77) | 21 | -27.27% |
| Gain(loss) on fair value of financial liabilities | 157 | (59) | 216 | 366.10% |
| Shared appreciation income | 0 | 9 | (9) | -100.00% |
| Other | 264 | 279 | (15) | -5.38% |
| Total noninterest income | \$ 1,313 | \$ 1,141 | \$ 172 | 15.07% |

Noninterest income for the three months ended March 31, 2010 increased \$172,000 or 15.07% when compared to the same period of 2009. The increase in noninterest income between the two quarterly periods is primarily the result of the fair value gain adjustments on the Company's junior subordinated debt which included fair value gains of \$157,000 recognized during the three months ended March 31, 2010, as compared to fair value losses of 59,000 recognized during the three months ended March 31, 2009, an increase of \$216,000 between the two periods. Customer service fees, the primary component of noninterest income, decreased \$41,000 or 4.6% between the two three-month periods presented, primarily resulting from decreases in revenues from the Company's financial services department.

Noninterest Expense

The following table sets forth the amount and percentage changes in the categories presented for the three months ended March 31, 2010 as compared to the three months ended March 31, 2009:

Table 4. Changes in Noninterest Expense

| (In thousands) | 2010 | 2009 | Amount of Change | Percent Change |
|--------------------------------|----------|----------|------------------|----------------|
| Salaries and employee benefits | \$ 2,281 | \$ 2,223 | \$ 58 | 2.61% |
| Occupancy expense | 913 | 942 | (29) | -3.08% |

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| Data processing | 19 | 42 | (23) | -54.76% |
| Professional fees | 387 | 400 | (13) | -3.25% |
| Directors fees | 57 | 66 | (9) | -13.64% |
| FDIC/DFI insurance assessments | 391 | 146 | 245 | 167.81% |
| Amortization of intangibles | 203 | 228 | (25) | -10.96% |
| Correspondent bank service charges | 76 | 107 | (31) | -28.97% |
| Impairment loss on core deposit intangible | 57 | 57 | 0 | — |
| Impairment loss on investment securities | 244 | 163 | 81 | 49.69% |
| Impairment loss on OREO | 821 | 166 | 655 | 394.58% |
| Loss on California tax credit partnership | 106 | 107 | (1) | -0.93% |
| OREO expense | 282 | 305 | (23) | -7.54% |
| Other | 488 | 717 | (229) | -31.94% |
| Total expense | \$ 6,325 | \$ 5,669 | \$ 656 | 11.57% |

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The net increase in noninterest expense between the three months ended March 31, 2009 and 2010 is in large part the result of impairment charges on OREO and investment securities, as well as increases in FDIC assessments. Salaries and occupancy expenses have remained stable between the two periods presented as the Company has streamlined certain departments to more effectively control salary and employee benefit costs where the levels of business are lower than they have been historically.

Impairment losses totaling \$821,000 were realized on OREO during the three months ended March 31, 2010 as OREO properties were further written-down to fair value as new valuations were received. In addition, during the three months ended March 31, 2010, the Company recognized \$244,000 in other-than-temporary impairment losses on three of its non-agency residential mortgage obligations. The amount expensed as impairment losses on the three securities represents the identified credit-related portion of the impairment. Although there are some indications of improvement in current economic conditions, a prolonged recessionary period could result in additional impairment losses in the future.

Income Taxes

The Company's income tax expense is impacted to some degree by permanent taxable differences between income reported for book purposes and income reported for tax purposes, as well as certain tax credits which are not reflected in the Company's pretax income or loss shown in the statements of operations and comprehensive income. As pretax income or loss amounts become smaller, the impact of these differences become more significant and are reflected as variances in the Company's effective tax rate for the periods presented. In general, the permanent differences and tax credits affecting tax expense have a positive impact and tend to reduce the effective tax rates shown in the Company's statements of operations and comprehensive income.

The Company reviews its current tax positions at least quarterly based upon income tax accounting guidance which includes the criteria that an individual tax position would have to meet for some or all of the income tax benefit to be recognized in a taxable entity's financial statements. Under the income tax guidelines, an entity should recognize the financial statement benefit of a tax position if it determines that it is more likely than not that the position will be sustained on examination. The term "more likely than not" means a likelihood of more than 50 percent." In assessing whether the more-likely-than-not criterion is met, the entity should assume that the tax position will be reviewed by the applicable taxing authority.

Pursuant to the guidance, the Company reviewed its REIT tax position as of January 1, 2007 (adoption date of the new guidance), and then has again reviewed its position each subsequent quarter since adoption. The Bank, with guidance from advisors, believes that the case has merit with regard to points of law, and that the tax law at the time allowed for the deduction of the consent dividend. However, the Bank, with the concurrence of advisors, cannot conclude that it is "more than likely" that the Bank will prevail in its case with the FTB. As a result of this determination, effective January 1, 2007 the Company recorded an adjustment of \$1.3 million to beginning retained earnings upon adoption of the new guidance (previously FIN48) to recognize the potential tax liability under the guidelines of the interpretation. The adjustment includes amounts for assessed taxes, penalties, and interest. As of December 31, 2009, the Company had recorded a total unrecognized tax liability related to the REIT of \$1.6 million. The Company has determined that there has been no material change to its position on the REIT from that at December 31, 2009, and as a result recorded additional interest liability of \$21,000 during the three months ended March 31, 2010. It is the Company's policy to recognize interest and penalties as a component of income tax expense.

The Company has reviewed all of its tax positions as of March 31, 2010, and has determined that, other than the REIT, there are no other material amounts that should be recorded under the current income tax accounting guidelines.

Financial Condition

Total assets increased \$19.1 million, or 2.75% to a balance of \$711.6 million at March 31, 2010, from the balance of \$692.6 million at December 31, 2009, but decreased \$21.8 million or 2.97% from the balance of \$733.4 million at March 31, 2009. Total deposits of \$582.5 million at March 31, 2010 increased \$20.8 million, or 3.71% from the balance reported at December 31, 2009, and increased \$60.3 million from the balance of \$522.1 million reported at March 31, 2009. Between December 31, 2009 and March 31, 2010, loans increased \$12.5 million, or 2.46% to a balance of \$521.1 million, and federal funds sold increased by \$9.6 million or 82.65%, while investment securities decreased by \$2.3 million, or 3.58%.

Earning assets averaged approximately \$607.7 million during the three months ended March 31, 2010, as compared to \$646.7 million for the same three-month period of 2009. Average interest-bearing liabilities decreased to \$492.6 million for the three months ended March 31, 2010, from \$522.0 million reported for the comparative three-month period of 2009.

Loans and Leases

The Company's primary business is that of acquiring deposits and making loans, with the loan portfolio representing the largest and most important component of its earning assets. Loans totaled \$521.1 million at March 31, 2010, an increase of \$12.5 million or 2.46% when compared to the balance of \$508.6 million at December 31, 2009, and a decrease of \$71.7 million or 12.10% when compared to the balance of \$543.0 million reported at March 31, 2009. Loans on average decreased \$33.4 million or 6.16% between the three-month periods ended March 31, 2009 and March 31, 2010, with loans averaging \$509.1 million for the three months ended March 31, 2010, as compared to \$542.5 million for the same three-month period of 2009.

During the first three months of 2010, increases were experienced primarily in commercial and industrial loans, and to a lesser degree, in real estate mortgage loans. The largest declines were experienced in construction loans as a result of soft real estate markets and declines in new home sales within the Company's market area. The following table sets forth the amounts of loans outstanding by category at March 31, 2010 and December 31, 2009, the category percentages as of those dates, and the net change between the two periods presented.

Table 5. Loans

| (In thousands) | March 31, 2010 | | December 31, 2009 | | Net Change | % Change |
|-------------------------------|-------------------|---------------|-------------------|---------------|------------------|--------------|
| | Dollar Amount | % of Loans | Dollar Amount | % of Loans | | |
| Commercial and industrial | \$ 178,617 | 34.3% | \$ 167,930 | 33.0% | \$ 10,687 | 6.36% |
| Real estate – mortgage | 173,737 | 33.4% | 165,629 | 32.6% | 8,108 | 4.90% |
| RE construction & development | 98,618 | 18.9% | 105,220 | 20.7% | (6,602) | -6.27% |
| Agricultural | 51,113 | 9.8% | 50,897 | 10.0% | 216 | 0.43% |
| Installment/other | 18,340 | 3.5% | 18,191 | 3.6% | 149 | 0.82% |
| Lease financing | 662 | 0.1% | 706 | 0.1% | (44) | -6.30% |
| Total Gross Loans | \$ 521,087 | 100.0% | \$ 508,573 | 100.0% | \$ 12,514 | 2.46% |

The overall average yield on the loan portfolio was 6.01% for the three months ended March 31, 2010, as compared to 6.03% for the three months ended March 31, 2009. At March 31, 2010, 58.2% of the Company's loan portfolio consisted of floating rate instruments, as compared to 60.7% of the portfolio at December 31, 2009, with the majority

of those tied to the prime rate.

Deposits

Total deposits increased during the period to a balance of \$582.2 million at March 31, 2010, representing an increase of \$20.8 million, or 3.71% from the balance of \$561.7 million reported at December 31, 2009, and an increase of \$60.3 million, or 11.56% from the balance reported at March 31, 2009. During the first three months of 2010, increases were experienced in all interest-bearing deposits.

The following table sets forth the amounts of deposits outstanding by category at March 31, 2010 and December 31, 2009, and the net change between the two periods presented.

Table 6. Deposits

| (In thousands) | March 31, 2010 | December 31, 2009 | Net Change | Percentage Change |
|---------------------------------|-------------------|----------------------|---------------|----------------------|
| Noninterest bearing deposits | \$ 134,140 | \$ 139,724 | \$ (5,584) | -4.00% |
| Interest bearing deposits: | | | | |
| NOW and money market accounts | 167,547 | 158,795 | 8,752 | 5.51% |
| Savings accounts | 35,759 | 34,146 | 1,613 | 4.73% |
| Time deposits: | | | | |
| Under \$100,000 | 66,064 | 64,481 | 1,583 | 2.45% |
| \$100,000 and over | 178,972 | 164,514 | 14,458 | 8.79% |
| Total interest bearing deposits | 448,342 | 421,936 | 26,406 | 6.26% |
| Total deposits | \$ 582,482 | \$ 561,660 | \$ 20,822 | 3.71% |

The Company's deposit base consists of two major components represented by noninterest-bearing (demand) deposits and interest-bearing deposits. Interest-bearing deposits consist of time certificates, NOW and money market accounts and savings deposits. Total interest-bearing deposits increased \$26.8 million, or 6.26% between December 31, 2009 and March 31, 2010, while noninterest-bearing deposits decreased \$5.6 million, or 4.00% between the same two periods presented.

Core deposits, consisting of all deposits other than time deposits of \$100,000 or more, and brokered deposits, continue to provide the foundation for the Company's principal sources of funding and liquidity. These core deposits amounted to 65.3% and 66.7% of the total deposit portfolio at March 31, 2010 and December 31, 2009, respectively. Brokered deposits totaled \$120.3 million at March 31, 2010 as compared to \$129.4 million at December 31, 2009 and \$105.1 million at March 31, 2009. The Company continues to utilize more cost-effective overnight borrowing lines through Federal Reserve Discount Window, but in an effort to reduce its reliance on borrowed funds, the Company has recently increased the level of brokered deposits as rates of those deposits have become more attractive.

On a year-to-date average (refer to Table 1), the Company experienced an increase of \$85.1 million or 17.18% in total deposits between the three-month periods ended March 31, 2009 and March 31, 2010. Between these two periods, average interest-bearing deposits increased \$88.2 million or 24.80%, while total noninterest-bearing checking decreased \$3.1 million or 2.21% on a year-to-date average basis.

Short-Term Borrowings

The Company had collateralized and uncollateralized lines of credit aggregating \$136.5 million, as well as FHLB lines of credit totaling \$43.0 million at March 31, 2010. These lines of credit generally have interest rates tied to the Federal Funds rate or are indexed to short-term U.S. Treasury rates or LIBOR. All lines of credit are on an "as available" basis and can be revoked by the grantor at any time. At March 31, 2010, the Company had \$37.0 million borrowed against its FHLB lines of credit, which is summarized below. The Company had collateralized and uncollateralized lines of credit aggregating \$124.2 million, as well as FHLB lines of credit totaling \$40.8 million at December 31, 2009.

FHLB term borrowings at March 31, 2010 (in 000's):

| Term | Balance at 3/31/10 | Rate | Maturity |
|----------|-----------------------|-------|----------|
| 6 months | \$ 28,000 | 0.18% | 7/29/10 |
| 6 months | 9,000 | 0.21% | 7/29/10 |

| | | |
|----|--------|-------|
| \$ | 37,000 | 0.19% |
|----|--------|-------|

Asset Quality and Allowance for Credit Losses

Lending money is the Company's principal business activity, and ensuring appropriate evaluation, diversification, and control of credit risks is a primary management responsibility. Implicit in lending activities is the fact that losses will be experienced and that the amount of such losses will vary from time to time, depending on the risk characteristics of the loan portfolio as affected by local economic conditions and the financial experience of borrowers.

The allowance for credit losses is maintained at a level deemed appropriate by management to provide for known and inherent risks in existing loans and commitments to extend credit. The adequacy of the allowance for credit losses is based upon management's continuing assessment of various factors affecting the collectibility of loans and commitments to extend credit; including current economic conditions, past credit experience, collateral, and concentrations of credit. There is no precise method of predicting specific losses or amounts which may ultimately be charged off on particular segments of the loan portfolio. The conclusion that a loan may become uncollectible, either in part or in whole is judgmental and subject to economic, environmental, and other conditions which cannot be predicted with certainty. When determining the adequacy of the allowance for credit losses, the Company follows, in accordance with GAAP, the guidelines set forth in the Revised Interagency Policy Statement on the Allowance for Loan and Lease Losses ("Statement") issued by banking regulators during December 2006. The Statement is a revision of the previous guidance released in July 2001, and outlines characteristics that should be used in segmentation of the loan portfolio for purposes of the analysis including risk classification, past due status, type of loan, industry or collateral. It also outlines factors to consider when adjusting the loss factors for various segments of the loan portfolio, and updates previous guidance that describes the responsibilities of the board of directors, management, and bank examiners regarding the allowance for credit losses. Securities and Exchange Commission Staff Accounting Bulletin No. 102 was released during July 2001, and represents the SEC staff's view relating to methodologies and supporting documentation for the Allowance for Loan and Lease Losses that should be observed by all public companies in complying with the federal securities laws and the Commission's interpretations. It is also generally consistent with the guidance published by the banking regulators.

The allowance for loan losses includes an asset-specific component, as well as a general or formula-based component. The Company segments the loan and lease portfolio into eleven (11) segments, primarily by loan class and type, that have homogeneity and commonality of purpose and terms for analysis under the formula-based component of the allowance. Those loans which are determined to be impaired under current accounting guidelines are not subject to the formula-based reserve analysis, and evaluated individually for specific impairment under the asset-specific component of the allowance.

The Company's methodology for assessing the adequacy of the allowance for credit losses consists of several key elements, which include:

- the formula allowance,
- specific allowances for problem graded loans identified as impaired, or for problem graded loans which may require reserves in excess of the formula allowance,
- and the unallocated allowance

In addition, the allowance analysis also incorporates the results of measuring impaired loans as provided current accounting standards for contingencies.

The formula allowance is calculated by applying loss factors to outstanding loans and certain unfunded loan commitments. Loss factors are based on the Company's historical loss experience and on the internal risk grade of those loans and, may be adjusted for significant factors, including economic factors that, in management's judgment, affect the collectibility of the portfolio as of the evaluation date. Management determines the loss factors for problem graded loans (substandard, doubtful, and loss), special mention loans, and pass graded loans, based on a loss migration model. The migration analysis incorporates loan losses over the past twelve quarters (three years) and loss factors are adjusted to recognize and quantify the loss exposure from changes in market conditions and trends in the Company's loan portfolio. For purposes of this analysis, loans are grouped by internal risk classifications, which are "pass", "special mention", "substandard", "doubtful", and "loss". Certain loans are homogenous in nature and are therefore pooled by risk grade. These homogenous loans include consumer installment and home equity loans. Special mention loans are currently performing but are potentially weak, as the borrower has begun to exhibit deteriorating trends, which if not

corrected, could jeopardize repayment of the loan and result in further downgrade. Substandard loans have well-defined weaknesses which, if not corrected, could jeopardize the full satisfaction of the debt. A loan classified as “doubtful” has critical weaknesses that make full collection of the obligation improbable. Classified loans, as defined by the Company, include loans categorized as substandard, doubtful, and loss. At March 31, 2010 problem graded or “classified” loans totaled \$64.7 million or 12.4% of gross loans as compared to \$69.6 million or 13.7% of gross loans at December 31, 2009.

Specific allowances are established based on management’s periodic evaluation of loss exposure inherent in classified loans, impaired loans, and other loans in which management believes there is a probability that a loss has been incurred in excess of the amount determined by the application of the formula allowance.

The unallocated portion of the allowance is based upon management’s evaluation of various conditions that are not directly measured in the determination of the formula and specific allowances. The conditions may include, but are not limited to, general economic and business conditions affecting the key lending areas of the Company, credit quality trends, collateral values, loan volumes and concentrations, and other business conditions.

The following table summarizes the specific allowance, formula allowance, and unallocated allowance at March 31, 2010 and December 31, 2009, as well as classified loans at those period-ends.

| (in 000's) | March 31, 2010 | December 31, 2009 |
|--|-------------------|-------------------------|
| Specific allowance – impaired loans | \$ 9,339 | \$ 7,974 |
| Formula allowance – classified loans not impaired | 1,694 | 1,979 |
| Formula allowance – special mention loans | 698 | 587 |
| Total allowance for special mention and classified loans | 11,731 | 10,540 |
| Formula allowance for pass loans | 4,234 | 4,476 |
| Unallocated allowance | 239 | 0 |
| Total allowance for loan losses | \$ 16,204 | \$ 15,016 |
| Impaired loans | 51,932 | \$ 53,794 |
| Classified loans not considered impaired | 12,792 | 15,816 |
| Total classified loans | \$ 64,724 | \$ 69,610 |
| Special mention loans | \$ 32,345 | \$ 27,939 |

Impaired loans decreased approximately \$1.9 million between December 31, 2009 and March 31, 2010. The specific allowance related to those impaired loans increased \$1.4 million between December 31, 2009 and March 31, 2010. The formula allowance related to loans that are not impaired (including special mention and substandard) decreased approximately \$174,000 between December 31, 2009 and March 31, 2010. Although the level of “pass” loans has increased between December 31, 2009 and March 31, 2010 the related formula allowance decreased \$242,000 during the period as the result of changes in the types of loans comprising “pass” loans.

The Company’s methodology includes features that are intended to reduce the difference between estimated and actual losses. The specific allowance portion of the analysis is designed to be self-correcting by taking into account the current loan loss experience based on that portion of the portfolio. By analyzing the probable estimated losses inherent in the loan portfolio on a quarterly basis, management is able to adjust specific and inherent loss estimates using the most recent information available. In performing the periodic migration analysis, management believes that historical loss factors used in the computation of the formula allowance need to be adjusted to reflect current changes in market conditions and trends in the Company’s loan portfolio. There are a number of other factors which are reviewed when determining adjustments in the historical loss factors. They include 1) trends in delinquent and nonaccrual loans, 2) trends in loan volume and terms, 3) effects of changes in lending policies, 4) concentrations of credit, 5) competition, 6) national and local economic trends and conditions, 7) experience of lending staff, 8) loan review and Board of Directors oversight, 9) high balance loan concentrations, and 10) other business conditions. There were no changes in estimation methods or assumptions that affected the methodology for assessing the adequacy of the allowance for credit losses during the three months ended March 31, 2010.

Management and the Company’s lending officers evaluate the loss exposure of classified and impaired loans on a weekly/monthly basis and through discussions and officer meetings as conditions change. The Company’s Loan Committee meets weekly and serves as a forum to discuss specific problem assets that pose significant concerns to the Company, and to keep the Board of Directors informed through committee minutes. All special mention and classified loans are reported quarterly on Problem Asset Reports and Impaired Loan Reports which are reviewed by senior management. With this information, the migration analysis and the impaired loan analysis are performed on a quarterly basis and adjustments are made to the allowance as deemed necessary. The Board of Directors is kept abreast of any changes or trends in problem assets on a monthly basis or more often if required. In addition, pursuant

to the regulatory agreement, quarterly updates are provided to the Federal Reserve Bank of San Francisco and the California Department of Financial Institutions with regard to problem assets levels and trends, liquidity, and capital trends, among other things. (See regulatory section for more details.)

The specific allowance for impaired loans is measured based on the present value of the expected future cash flows discounted at the loan's effective interest rate or the fair value of the collateral if the loan is collateral dependent. The amount of impaired loans is not directly comparable to the amount of nonperforming loans disclosed later in this section. The primary differences between impaired loans and nonperforming loans are: i) all loan categories are considered in determining nonperforming loans while impaired loan recognition is limited to commercial and industrial loans, commercial and residential real estate loans, construction loans, and agricultural loans, and ii) impaired loan recognition considers not only loans 90 days or more past due, restructured loans and nonaccrual loans but also may include problem loans other than delinquent loans.

The Company considers a loan to be impaired when, based upon current information and events, it believes it is probable the Company will be unable to collect all amounts due according to the contractual terms of the loan agreement. Impaired loans include nonaccrual loans, restructured debt, and performing loans in which full payment of principal or interest is not expected. Management bases the measurement of these impaired loans on the fair value of the loan's collateral or the expected cash flows on the loans discounted at the loan's stated interest rates. Cash receipts on impaired loans not performing to contractual terms and that are on nonaccrual status are used to reduce principal balances. Impairment losses are included in the allowance for credit losses through a charge to the provision, if applicable.

At March 31, 2010 and 2009, the Company's recorded investment in loans for which impairment has been identified totaled \$51.9 million and \$58.0 million, respectively. Included in total impaired loans at March 31, 2010, are \$32.9 million of impaired loans for which the related specific allowance is \$9.3 million, as well as \$19.0 million of impaired loans that as a result of write-downs or the sufficiency of the fair value of the collateral, did not have a specific allowance. Total impaired loans at March 31, 2009 included \$29.7 million of impaired loans for which the related specific allowance is \$4.4 million, as well as \$28.3 million of impaired loans that, as a result of write-downs or the sufficiency of the fair value of the collateral, did not have a specific allowance. The average recorded investment in impaired loans was \$52.9 million during the first three months of 2010 and \$56.2 million during the first three months of 2009. In most cases, the Company uses the cash basis method of income recognition for impaired loans. In the case of certain troubled debt restructuring, for which the loan has been performing for a prescribed period of time under the current contractual terms, income is recognized under the accrual method. For the three months ended March 31, 2010, the Company recognized \$155,000 in income on such loans. For the three months ended March 31, 2009, the Company recognized no income on such loans. At March 31, 2010, included in impaired loans, are troubled debt restructures totaled \$29.3 million. Of the \$29.3 million in troubled debt restructures at March 31, 2010, \$13.2 million are on nonaccrual status.

As with nonaccrual loans, the greatest volume in impaired loans during the three months ended March 31, 2010 is in real estate construction loans, with that loan category comprising almost 52% of total impaired loans at March 31, 2010. The balance of impaired construction loans has increased approximately \$1.2 million, and the related specific reserve has increased \$949,000 since December 31, 2009. Impaired loans classified as commercial and industrial increased \$1.23 million during the three months ended March 31, 2010. Of the \$10.2 million in commercial and industrial impaired loans reported at March 31, 2010, approximately \$1.3 million or 12.3% are secured by real estate. Specific collateral related to impaired loans is reviewed for current appraisal information, economic trends within geographic markets, loan-to-value ratios, and other factors that may impact the value of the loan collateral. Adjustments are made to collateral values as needed for these factors. Of total impaired loans, approximately \$39.4 million or 75.9% are secured by real estate. The majority of impaired real estate construction and development loans are for the purpose of residential construction, residential and commercial acquisition and development, and land development. Residential construction loans are made for the purpose of building residential 1-4 single family homes. Residential and commercial acquisition and development loans are made for the purpose of purchasing land, and developing that land if required, and to develop real estate or commercial construction projects on those properties. Land development loans are made for the purpose of converting raw land into construction-ready building sites. The following table summarizes the components of impaired loans and their related specific reserves at March 31, 2010 and December 31, 2009.

| (in 000's) | Balance 3/31/2010 | Reserve 3/31/2010 | Balance 12/31/2009 | Reserve 12/31/2009 |
|-------------------------------|----------------------|----------------------|-----------------------|-----------------------|
| Commercial and industrial | \$ 10,228 | \$ 2,459 | \$ 9,064 | \$ 2,383 |
| Real estate – mortgage | 10,535 | 849 | 12,584 | 536 |
| RE construction & development | 26,824 | 5,690 | 25,606 | 4,741 |
| Agricultural | 4,022 | 153 | 6,212 | 153 |

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|-------------------|-----------|----------|-----------|----------|
| Installment/other | 323 | 187 | 328 | 160 |
| Lease financing | 0 | 0 | 0 | 0 |
| Total | \$ 51,932 | \$ 9,338 | \$ 53,794 | \$ 7,973 |

The Company focuses on competition and other economic conditions within its market area and other geographical areas in which it does business, which may ultimately affect the risk assessment of the portfolio. The Company continues to experience increased competition from major banks, local independents and non-bank institutions creating pressure on loan pricing. With interest rates decreasing 100 basis points during the fourth quarter of 2007, another 400 basis points during 2008, indications are that the economy will continue to suffer in the near future as a result of sub-prime lending problems, a weakened real estate market, and tight credit markets. As a result of these conditions, the Company has placed increased emphasis on reducing both the level of nonperforming assets and the level of losses taken, if any, on the disposition of these assets if required. It has been in the best interest of both the Company and the borrowers to seek alternative options to foreclosure in an effort to diminish the impact on an already depressed real estate market. As part of this strategy, the Company has increased its level of troubled debt restructurings, when it makes economic sense. Both business and consumer spending have slowed during the past several quarters, and current GDP projections for the next year have softened significantly. It is difficult to determine to what degree the Federal Reserve will adjust short-term interest rates in its efforts to influence the economy, or what magnitude government economic support programs will reach. It is likely that the business environment in California will continue to be influenced by these domestic as well as global events. The local market has remained relatively more stable economically during the past several years than other areas of the state and the nation, which have experienced more volatile economic trends, including significant deterioration of residential real estate markets. Although the local area residential housing markets have been hit hard, they continue to perform better than other parts of the state, which should bode well for sustained, but slower growth in the Company's market areas of Fresno and Madera, Kern, and Santa Clara Counties. Local unemployment rates in the San Joaquin Valley remain high primarily as a result of the areas' agricultural dynamics, however unemployment rates have increased recently as the national economy has declined. It is difficult to predict what impact this will have on the local economy. The Company believes that the Central San Joaquin Valley will continue to grow and diversify as property and housing costs remain reasonable relative to other areas of the state. Management recognizes increased risk of loss due to the Company's exposure from local and worldwide economic conditions, as well as potentially volatile real estate markets, and takes these factors into consideration when analyzing the adequacy of the allowance for credit losses.

The following table provides a summary of the Company's allowance for possible credit losses, provisions made to that allowance, and charge-off and recovery activity affecting the allowance for the periods indicated.

Table 7. Allowance for Credit Losses - Summary of Activity (unaudited)

| (In thousands) | March 31, 2010 | March 31, 2009 |
|--|-------------------|-------------------|
| Total loans outstanding at end of period before deducting allowances for credit losses | \$ 520,041 | \$ 541,915 |
| Average net loans outstanding during period | 509,099 | 542,512 |
| Balance of allowance at beginning of period | 15,016 | 11,530 |
| Loans charged off: | | |
| Real estate | (228) | (105) |
| Commercial and industrial | (174) | (2,404) |
| Lease financing | (0) | (25) |
| Installment and other | (47) | (65) |
| Total loans charged off | (449) | (2,599) |
| Recoveries of loans previously charged off: | | |
| Real estate | 0 | 0 |
| Commercial and industrial | 3 | 160 |
| Lease financing | 0 | 0 |

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| | | |
|--|-----------|-----------|
| Installment and other | 3 | 6 |
| Total loan recoveries | 6 | 166 |
| Net loans charged off | (443) | (2,433) |
| Provision charged to operating expense | 1,631 | 1,351 |
| Balance of allowance for credit losses at end of period | \$ 16,204 | \$ 10,448 |
| Net loan charge-offs to total average loans (annualized) | 0.35% | 1.82% |
| Net loan charge-offs to loans at end of period (annualized) | 0.35% | 1.82% |
| Allowance for credit losses to total loans at end of period | 3.12% | 1.93% |
| Net loan charge-offs to allowance for credit losses (annualized) | 11.09% | 94.44% |
| Net loan charge-offs to provision for credit losses (annualized) | 27.16% | 180.09% |

At March 31, 2010 and 2009, \$195,000 and \$272,000, respectively, of the formula allowance is allocated to unfunded loan commitments and is, therefore, carried separately in other liabilities. Management believes that the 3.12% credit loss allowance at March 31, 2010 is adequate to absorb known and inherent risks in the loan portfolio. No assurance can be given, however, that the economic conditions which may adversely affect the Company's service areas or other circumstances will not be reflected in increased losses in the loan portfolio.

It is the Company's policy to discontinue the accrual of interest income on loans for which reasonable doubt exists with respect to the timely collectibility of interest or principal due to the ability of the borrower to comply with the terms of the loan agreement. Such loans are placed on nonaccrual status whenever the payment of principal or interest is 90 days past due or earlier when the conditions warrant, and interest collected is thereafter credited to principal to the extent necessary to eliminate doubt as to the collectibility of the net carrying amount of the loan. Management may grant exceptions to this policy if the loans are well secured and in the process of collection.

Table 8. Nonperforming Assets

| (In thousands) | March 31, 2010 | December 31, 2009 |
|--|-------------------|-------------------------|
| Nonaccrual Loans | \$ 32,746 | \$ 34,757 |
| Restructured Loans (1) | 16,112 | 16,026 |
| Total nonperforming loans | 48,858 | 50,783 |
| Other real estate owned | 38,130 | 36,217 |
| Total nonperforming assets | \$ 86,988 | \$ 87,000 |
| Loans past due 90 days or more, still accruing | \$ 1,278 | \$ 486 |
| Nonperforming loans to total gross loans | 9.38% | 9.99% |
| Nonperforming assets to total gross loans | 16.69% | 17.11% |

(1) Included in nonaccrual loans at March 31, 2010 and December 31, 2009 are restructured loans totaling \$13.2 million and \$10.0 million, respectively.

Non-performing assets have remained level between December 31, 2009 and March 31, 2010, declining \$12,000 between the two periods, as depressed real estate markets and related sectors continue to impact credit markets and the general economy. Nonaccrual loans decreased \$2.0 million between December 31, 2009 and March 31, 2010, with construction loans comprising approximately 63% of total nonaccrual loans at March 31, 2010. The following table summarizes the nonaccrual totals by loan category for the periods shown.

| | Balance March 31, 2010 | Balance December 31, 2009 | Change from December 31, 2009 |
|-------------------------------|------------------------------|---------------------------------|--|
| Nonaccrual Loans (in 000's): | | | |
| Commercial and industrial | \$ 6,446 | \$ 5,355 | \$ 1,091 |
| Real estate - mortgage | 1,226 | 5,336 | (4,110) |
| RE construction & development | 20,789 | 17,590 | 3,199 |
| Agricultural | 4,022 | 6,212 | (2,190) |
| Installment/other | 150 | 150 | 0 |
| Lease financing | 113 | 114 | (1) |
| Total Nonaccrual Loans | \$ 32,746 | \$ 34,757 | \$ (2,011) |

High levels of nonaccrual construction loans experienced since early 2009 are the result of the prolonged slowdown in new housing starts and the resultant depreciation in land, and both partially completed and completed construction projects. The decrease of \$4.1 million experienced in nonaccrual real estate mortgage loans during the three months ended March 31, 2010 is the result of a single nonperforming mortgage loan that was transferred to OREO during the first quarter of 2010. As with impaired loans, a large percentage of nonaccrual loans were made for the purpose of residential construction, residential and commercial acquisition and development, and land development. Non-performing loans totaled 9.38% of total loans at March 31, 2010 as compared to 9.99% December 31, 2009.

Loans past due more than 30 days are receiving increased management attention and are monitored for increased risk. The Company continues to move past due loans to nonaccrual status in its ongoing effort to recognize loan problems at an earlier point in time when they may be dealt with more effectively. As impaired loans, nonaccrual and restructured loans are reviewed for specific reserve allocations and the allowance for credit losses is adjusted accordingly.

Except for the loans included in the above table, or those otherwise included in the impaired loan totals, there were no loans at March 31, 2010 where the known credit problems of a borrower caused the Company to have serious doubts as to the ability of such borrower to comply with the present loan repayment terms and which would result in such loan being included as a nonaccrual, past due, or restructured loan at some future date.

Asset/Liability Management – Liquidity and Cash Flow

The primary function of asset/liability management is to provide adequate liquidity and maintain an appropriate balance between interest-sensitive assets and interest-sensitive liabilities.

Liquidity

Liquidity management may be described as the ability to maintain sufficient cash flows to fulfill financial obligations, including loan funding commitments and customer deposit withdrawals, without straining the Company's equity structure. To maintain an adequate liquidity position, the Company relies on, in addition to cash and cash equivalents, cash inflows from deposits and short-term borrowings, repayments of principal on loans and investments, and interest income received. The Company's principal cash outflows are for loan origination, purchases of investment securities, depositor withdrawals and payment of operating expenses.

The Company continues to emphasize liability management as part of its overall asset/liability strategy. Through the discretionary acquisition of short term borrowings, the Company has been able to provide liquidity to fund asset growth while, at the same time, better utilizing its capital resources, and better controlling interest rate risk. The borrowings are generally short-term and more closely match the repricing characteristics of floating rate loans, which comprise approximately 58.2% of the Company's loan portfolio at March 31, 2010. This does not preclude the Company from selling assets such as investment securities to fund liquidity needs but, with favorable borrowing rates, the Company has maintained a positive yield spread between borrowed liabilities and the assets which those liabilities fund. If, at some time, rate spreads become unfavorable, the Company has the ability to utilize an asset management approach and, either control asset growth or, fund further growth with maturities or sales of investment securities.

The Company's liquid asset base which generally consists of cash and due from banks, federal funds sold, securities purchased under agreements to resell ("reverse repos") and investment securities, is maintained at a level deemed sufficient to provide the cash outlay necessary to fund loan growth as well as any customer deposit runoff that may occur. Additional liquidity requirements may be funded with overnight or term borrowing arrangements with various correspondent banks, FHLB and the Federal Reserve Bank. Within this framework is the objective of maximizing the yield on earning assets. This is generally achieved by maintaining a high percentage of earning assets in loans, which historically have represented the Company's highest yielding asset. At March 31, 2010, the Bank had 70.8% of total assets in the loan portfolio and a loan to deposit ratio of 89.3%, as compared to 71.1% of total assets in the loan portfolio and a loan to deposit ratio of 90.4% at December 31, 2009. Liquid assets at March 31, 2010 include cash and cash equivalents totaling \$37.8 million as compared to \$29.2 million at December 31, 2009. Other sources of liquidity include collateralized and uncollateralized lines of credit from other banks, the Federal Home Loan Bank, and from the Federal Reserve Bank totaling \$179.5 million at March 31, 2010.

The liquidity of the parent company, United Security Bancshares, is primarily dependent on the payment of cash dividends by its subsidiary, United Security Bank, subject to limitations imposed by the Financial Code of the State of

California. The Bank currently has limited ability to pay dividends or make capital distributions (see Dividends section included in Regulatory Matters of this Management's Discussion.) The limited ability of the Bank to pay dividends may impact the ability of the Company to fund its ongoing liquidity requirements including ongoing operating expenses, as well as quarterly interest payments on the Company's junior subordinated debt (Trust Preferred Securities.) During the quarter ended September 30, 2009, the Bank was precluded from paying a cash dividend to the Company. To conserve cash and capital resources, the Company elected at September 30, 2009 to defer the payment of interest on its junior subordinated debt beginning with the quarterly payment due October 1, 2009. The Company has not determined how long it will defer interest payments, but under the terms of the debenture, interest payments may be deferred up to five years (20 quarters). During such deferral periods, the Company is prohibited from paying dividends on its common stock (subject to certain exceptions) and will continue to accrue interest payable on the junior subordinated debt. During the three months ended March 31, 2010, the Bank paid did not pay any cash dividends to the parent company.

Cash Flow

Cash and cash equivalents have declined during the two three-month periods ended March 31, 2010 and 2009 with period-end balances as follows (from Consolidated Statements of Cash Flows – in 000's):

| | Balance |
|-------------------|-----------|
| December 31, 2008 | \$ 19,426 |
| March 31, 2009 | \$ 14,610 |
| December 31, 2009 | \$ 29,229 |
| March 31, 2010 | \$ 37,767 |

Cash and cash equivalents increased \$8.5 million during the three months ended March 31, 2010, as compared to a decrease of \$4.8 million during the three months ended March 31, 2009.

The Company has maintained positive cash flows from operations, which amounted to \$4.2 million, and \$3.4 million for the three months ended March 31, 2010, and March 31, 2009, respectively. The Company experienced net cash outflows from investing activities totaling \$13.6 million during the three months ended March 31, 2010, as increases in loans outweighed paydowns and maturities of investment securities. The Company experienced net cash inflows from investing activities totaling \$19.9 million during the three months ended March 31, 2009, as maturities of interest-bearing deposits in other banks, and principal paydowns on investment securities, exceeded other investing requirements during the period.

Net cash flows from financing activities, including deposit growth and borrowings, have traditionally provided funding sources for loan growth, and during the three months ended March 31, 2010, the Company experienced net cash inflows totaling \$17.9 million as the result of increases in time deposits totaling more than \$16.0 million. During the three months ended March 31, 2009, the Company experienced net cash outflows of \$28.2 million from financing activities as reductions in borrowings exceeded increases in deposits.

The Company has the ability to decrease loan growth, increase deposits and borrowings, or a combination of both to manage balance sheet liquidity.

Regulatory Matters

Regulatory Agreement

Effective March 23, 2010, United Security Bancshares (the "Company") and its wholly owned subsidiary, United Security Bank (the "Bank"), entered into a written agreement with the Federal Reserve Bank of San Francisco. Under the terms of the agreement, the Company and the Bank agreed, among other things, to strengthen board oversight of management and the Bank's operations; submit an enhanced written plan to strengthen credit risk management practices and improve the Bank's position on the past due loans, classified loans, and other real estate owned; maintain a sound process for determining, documenting, and recording an adequate allowance for loan and lease losses; improve the management of the Bank's liquidity position and funds management policies; maintain sufficient capital at the Company and Bank level; and improve the Bank's earnings and overall condition. The Company and Bank have also agreed not to increase or guarantee any debt, purchase or redeem any shares of stock, declare or pay any cash dividends, or pay interest on the Company's junior subordinated debt or trust preferred securities, without prior written approval from the Federal Reserve Bank. The Holding Company generates no revenue of its own and as such, relies on dividends from the Bank to pay its operating expenses and interest payments on the Company's junior subordinated debt. The inability of the Bank to pay cash dividends to the Holding Company may hinder the Holding Company's ability to meet its ongoing operating obligations.

This agreement was a result of a regulatory examination that was conducted by the Federal Reserve and the California Department of Financial Institutions in June 2009, and relates primarily to the Bank's asset quality. Progress on these items has been made since the completion of the examination and management and the Board are committed to resolving all of the items addressed by the Federal Reserve in the agreement. Both the Company and the Bank will submit quarterly written progress reports to the Federal Reserve Bank.

The Company and the Bank have also received notification from the California Department of Financial Institutions of their intention to issue a regulatory order as a result of the June 2009 regulatory examination. The Company and the Bank have not yet entered into an agreement with the California Department of Financial Institutions, but believe that any agreement entered into, will be similar to the current agreement with the Federal Reserve Bank of San Francisco.

Capital Adequacy

The Board of Governors of the Federal Reserve System (“Board of Governors”) has adopted regulations requiring insured institutions to maintain a minimum leverage ratio of Tier 1 capital (the sum of common stockholders' equity, noncumulative perpetual preferred stock and minority interests in consolidated subsidiaries, minus intangible assets, identified losses and investments in certain subsidiaries, plus unrealized losses or minus unrealized gains on available for sale securities) to total assets. Institutions which have received the highest composite regulatory rating and which are not experiencing or anticipating significant growth are required to maintain a minimum leverage capital ratio of 3% Tier 1 capital to total assets. All other institutions are required to maintain a minimum leverage capital ratio of at least 100 to 200 basis points above the 3% minimum requirement.

The Board of Governors has also adopted a statement of policy, supplementing its leverage capital ratio requirements, which provides definitions of qualifying total capital (consisting of Tier 1 capital and Tier 2 supplementary capital, including the allowance for loan losses up to a maximum of 1.25% of risk-weighted assets) and sets forth minimum risk-based capital ratios of capital to risk-weighted assets. Insured institutions are required to maintain a ratio of qualifying total capital to risk weighted assets of 8%, at least one-half (4%) of which must be in the form of Tier 1 capital.

The Bank has agreed with the California Department of Financial Institutions, to maintain Tier I capital and leverage ratios that are at or in excess of 9.00%. In addition, the Bank has agreed to maintain total risk-based capital ratios at or in excess of 10.00% (at or above “Well Capitalized” levels as defined.) The Company is not subject to “Well Capitalized” guidelines under regulatory Prompt Corrective Action Provisions.

The following table sets forth the Company’s and the Bank’s actual capital positions at March 31, 2010, as well as the minimum capital requirements and requirements to be well capitalized under prompt corrective action provisions (Bank only) under the regulatory guidelines discussed above:

Table 9. Capital Ratios

| | Company Actual Capital Ratios | Bank Actual Capital Ratios | Minimum Capital Ratios | To be Well Capitalized under Prompt Corrective Action Provisions |
|--|--|-------------------------------------|------------------------------|--|
| Total risk-based capital ratio | 14.54% | 13.93% | 10.00% | 10.00% |
| Tier 1 capital to risk-weighted assets | 13.28% | 12.67% | 9.00% | 6.00% |
| Leverage ratio | 11.72% | 11.19% | 9.00% | 5.00% |

As is indicated by the above table, the Company and the Bank exceeded all applicable regulatory capital guidelines at March 31, 2010. Management believes that, under the current regulations, both will continue to meet their minimum capital requirements in the foreseeable future.

Dividends

The primary source of funds with which dividends will be paid to shareholders is from cash dividends received by the Company from the Bank. During the first three months of 2010, the Company has received no cash dividends from the Bank, and the Company paid no cash dividends to shareholders.

Dividends paid to shareholders by the Company are subject to restrictions set forth in the California General Corporation Law. The California General Corporation Law provides that a corporation may make a distribution to its shareholders if retained earnings immediately prior to the dividend payout are at least equal the amount of the proposed distribution. The primary source of funds with which dividends will be paid to shareholders will come from cash dividends received by the Company from the Bank. As noted earlier, the Company and the Bank have entered into an agreement with the Federal Reserve Bank that, among other things, require us to obtain the prior approval before paying a cash dividend or otherwise making a distribution on our stock. In addition, the Company has elected to defer regularly scheduled quarterly interest payments on its junior subordinated debentures issued in connection with its trust preferred securities. The Company is prohibited from paying any dividends or making any other distribution on its common stock for so long as interest payments are being deferred.

The Bank as a state-chartered bank is subject to dividend restrictions set forth in California state banking law, and administered by the California Commissioner of Financial Institutions (“Commissioner”). Under such restrictions, the Bank may not pay cash dividends in an amount which exceeds the lesser of the retained earnings of the Bank or the Bank’s net income for the last three fiscal years (less the amount of distributions to shareholders during that period of time). If the above test is not met, cash dividends may only be paid with the prior approval of the Commissioner, in an amount not exceeding the Bank’s net income for its last fiscal year or the amount of its net income for the current fiscal year. Such restrictions do not apply to stock dividends, which generally require neither the satisfaction of any tests nor the approval of the Commissioner. Notwithstanding the foregoing, if the Commissioner finds that the shareholders’ equity is not adequate or that the declarations of a dividend would be unsafe or unsound, the Commissioner may order the state bank not to pay any dividend. The FRB may also limit dividends paid by the Bank. As noted above, the terms of the regulatory agreement with the Federal Reserve prohibit both the Company and the Bank from paying dividends without prior approval of the Federal Reserve.

Reserve Balances

The Bank is required to maintain average reserve balances with the Federal Reserve Bank. At March 31, 2010 the Bank's qualifying balance with the Federal Reserve was approximately \$25,000 consisting of balances held with the Federal Reserve.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Interest Rate Sensitivity and Market Risk

There have been no material changes in the Company’s quantitative and qualitative disclosures about market risk as of March 31, 2010 from those presented in the Company’s Annual Report on Form 10-K for the year ended December 31, 2009.

The Board of Directors has adopted an interest rate risk policy which establishes maximum decreases in net interest income of 12% and 15% in the event of a 100 BP and 200 BP increase or decrease in market interest rates over a twelve month period. Based on the information and assumptions utilized in the simulation model at March 31, 2010, the resultant projected impact on net interest income falls within policy limits set by the Board of Directors for all rate scenarios run.

The Company's interest rate risk policy establishes maximum decreases in the Company's market value of equity of 12% and 15% in the event of an immediate and sustained 100 BP and 200 BP increase or decrease in market interest rates. As shown in the table below, the percentage changes in the net market value of the Company's equity are within policy limits for both rising and falling rate scenarios.

The following sets forth the analysis of the Company's market value risk inherent in its interest-sensitive financial instruments as they relate to the entire balance sheet at March 31, 2010 and December 31, 2009 (\$ in thousands). Fair value estimates are subjective in nature and involve uncertainties and significant judgment and, therefore, cannot be determined with absolute precision. Assumptions have been made as to the appropriate discount rates, prepayment speeds, expected cash flows and other variables. Changes in these assumptions significantly affect the estimates and as such, the obtained fair value may not be indicative of the value negotiated in the actual sale or liquidation of such financial instruments, nor comparable to that reported by other financial institutions. In addition, fair value estimates are based on existing financial instruments without attempting to estimate future business.

| | | March 31, 2010 | | December 31, 2009 | | | |
|-----------|-----------|----------------|-----------|-------------------|-----------|-----------|--|
| Change in | Estimated | Change in | Change in | Estimated | Change in | Change in | |

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| | MV | MV | MV | MV | MV | MV |
|-------------|-----------|--------------|--------------|-----------|--------------|-------------|
| Rates | of Equity | of Equity \$ | of Equity \$ | Of Equity | of Equity \$ | of Equity % |
| + 200 BP \$ | 71,005 | \$ 5,996 | 9.22% | \$ 70,265 | \$ 5,918 | 9.18% |
| + 100 BP | 70,226 | 5,217 | 8.02% | 69,482 | 5,127 | 7.97% |
| 0 BP | 65,009 | 0 | 0.00% | 64,355 | 0 | 0.00% |
| - 100 BP | 65,561 | 552 | 0.85% | 64,912 | 557 | 0.87% |
| - 200 BP | 66,639 | 1,630 | 2.51% | 66,195 | 1,840 | 2.86% |

Item 4T. Controls and Procedures

a) As of the end of the period covered by this report, the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Chief Executive Officer and the Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures, as defined in the Securities and Exchange Act Rule 13(a)-15(e). Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective on a timely manner to alert them to material information relating to the Company which is required to be included in the Company's periodic Securities and Exchange Commission filings.

(b) Changes in Internal Controls over Financial Reporting: During the quarter ended March 31, 2010, the Company did not make any significant changes in, nor take any corrective actions regarding, its internal controls over financial reporting or other factors that could significantly affect these controls.

The Company does not expect that its disclosure controls and procedures and internal control over financial reporting will prevent all error and fraud. A control procedure, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control procedure are met. Because of the inherent limitations in all control procedures, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns in controls or procedures can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any control procedure is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control procedure, misstatements due to error or fraud may occur and not be detected.

PART II. Other Information

Item 1. Not applicable

Item 1A. There have been no material changes to the risk factors disclosed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2009.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None during the quarter ended March 31, 2010.

Item 3. Not applicable

Item 4. Not applicable

Item 5. Not applicable

Item 6. Exhibits:

(a)

Exhibits:

- 11 Computation of Earnings per Share*
- 31.1 Certification of the Chief Executive Officer of United Security Bancshares pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2 Certification of the Chief Financial Officer of United Security Bancshares pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1 Certification of the Chief Executive Officer of United Security Bancshares pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 32.2 Certification of the Chief Financial Officer of United Security Bancshares pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

* Data required by Statement of Financial Accounting Standards No. 128, Earnings per Share, is provided in Note 7 to the consolidated financial statements in this report.

Signatures

Pursuant to the requirements 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.

Date: May 7, 2010

United Security Bancshares

/S/ Dennis R. Woods
Dennis R. Woods
President and
Chief Executive Officer

/S/ Richard B. Shupe
Richard B. Shupe
Senior Vice President and
Chief Financial Officer