UNITED SECURITY BANCSHARES
Form 10-Q
November 05, 2014
Table of Contents

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

x	QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2014
o	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: 000-32897

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

CALIFORNIA	91-2112732
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
2126 Inyo Street, Fresno, California	93721
(Address of principal executive offices)	(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 o No x

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 x No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act).
Large accelerated filer o Accelerated filer o Non-accelerated filer o Small reporting company x

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

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, 2014: $59,326,341

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 October 31, 2014: 15,272,382

1

Table of Contents

TABLE OF CONTENTS

Table of Contents

PART I. Financial Information

United Security Bancshares and Subsidiaries
Consolidated Balance Sheets – (unaudited)
September 30, 2014 and December 31, 2013

(in thousands except shares)	September 30, 2014	December 31, 2013
Assets		
Cash and due from banks	$19,039	$20,193
Cash and due from Federal Reserve Bank	115,846	115,019
Cash and cash equivalents	134,885	135,212
Interest-bearing deposits in other banks	1,520	1,515
Investment securities available for sale (at fair value)	49,624	43,616
Loans	447,436	395,317
Unearned fees and unamortized loan origination costs	(425)	(304)
Allowance for credit losses	(11,115)	(10,988)
Net loans	435,896	384,025
Accrued interest receivable	1,924	1,644
Premises and equipment – net	11,764	12,122
Other real estate owned	14,343	13,946
Intangible assets	—	62
Goodwill	4,488	4,488
Cash surrender value of life insurance	17,587	17,203
Investment in limited partnerships	1,006	4,534
Deferred income taxes - net	11,660	11,630
Other assets	5,697	5,932
Total assets	$690,394	$635,929
Liabilities & Shareholders' Equity		
Liabilities		
Deposits		
Noninterest bearing	$241,863	$214,317
Interest bearing	349,084	328,172
Total deposits	590,947	542,489
Accrued interest payable	42	44
Accounts payable and other liabilities	8,063	5,728
Junior subordinated debentures (at fair value)	10,047	11,125
Total liabilities	609,099	559,386
Shareholders' Equity		
Common stock, no par value 20,000,000 shares authorized, 15,272,382 issued and outstanding at September 30, 2014, and 14,799,888 at December 31, 2013	48,420	45,778
Retained earnings	33,019	30,884
Accumulated other comprehensive loss	(144)	(119)
Total shareholders' equity	81,295	76,543
Total liabilities and shareholders' equity	$690,394	$635,929

3

United Security Bancshares and Subsidiaries
Consolidated Statements of Income
(Unaudited)

	Quarter Ended September 30,		Nine Months Ended September 30,	
(In thousands except shares and EPS)	2014	2013	2014	2013
Interest Income:				
Loans, including fees	$6,187	$5,545	$17,602	$16,565
Investment securities – AFS – taxable	227	157	688	495
Interest on deposits in FRB	63	88	210	223
Interest on deposits in other banks	2	2	5	6
Total interest income	6,479	5,792	18,505	17,289
Interest Expense:				
Interest on deposits	291	301	812	1,043
Interest on other borrowings	59	64	183	217
Total interest expense	350	365	995	1,260
Net Interest Income Before Provision for Credit Losses	6,129	5,427	17,510	16,029
Provision (Recovery) for Credit Losses	39	(1,150)	(101)	(1,120)
Net Interest Income	6,090	6,577	17,611	17,149
Noninterest Income:				
Customer service fees	957	873	2,639	2,554
Increase in cash surrender value of bank-owned life insurance	129	140	384	417
Gain (loss) on fair value of financial liability	95	141	(34)	(519)
Gain on sale of investment in limited partnership	—	—	691	—
Gain on sale of fixed asset	—	—	25	—
Other	130	259	428	586
Total noninterest income	1,311	1,413	4,133	3,038
Noninterest Expense:				
Salaries and employee benefits	2,303	2,210	7,108	6,684
Occupancy expense	966	905	2,795	2,693
Data processing	32	33	101	126
Professional fees	452	316	959	1,136
Regulatory assessments	228	334	700	1,032
Director fees	59	58	176	175
Amortization of intangibles	—	47	62	140
Correspondent bank service charges	30	72	89	229
(Gain) loss on California tax credit partnership	(62)	86	(15)	151
Net cost (gain) on operation and sale of OREO	116	182	480	(1,036)
Other	493	711	1,700	1,851
Total noninterest expense	4,617	4,954	14,155	13,181
Income Before Provision for Taxes	2,784	3,036	7,589	7,006
Provision for Taxes on Income	1,081	1,184	2,930	2,683
Net Income	$1,703	$1,852	$4,659	$4,323
Net Income per common share				
Basic	$0.11	$0.12	$0.31	$0.28

Diluted	$0.11	$0.12	$0.31	$0.28
Shares on which net income per common shares were based				
Basic	15,262,501	15,248,221	15,253,192	15,245,874
Diluted	15,267,808	15,248,426	15,260,748	15,247,149

4

Table of Contents

United Security Bancshares and Subsidiaries
Consolidated Statements of Comprehensive Income
(Unaudited)

	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013
Net Income	$1,703	$1,852	$4,659	$4,323
Unrealized holdings losses on securities	(95)	(127)	(87)	(542)
Unrealized gains on unrecognized post retirement costs	16	20	47	60
Other comprehensive loss, before tax	(79)	(107)	(40)	(482)
Tax benefit related to securities	38	51	35	217
Tax expense related to unrecognized post retirement costs	(6)	(8)	(20)	(25)
Total other comprehensive loss	(47)	(64)	(25)	(290)
Comprehensive income	$1,656	$1,788	$4,634	$4,033

Table of Contents

United Security Bancshares and Subsidiaries
Consolidated Statements of Changes in Shareholders' Equity
(unaudited)

(In thousands except shares)	Common stock Number of Shares	Amount	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
Balance December 31, 2012	14,217,303	$43,173	$26,179	$ 89	$69,441
Other comprehensive loss				(290)	(290)
Common stock dividends	430,853	1,840	(1,840)		—
Common stock issuance	5,202	12			12
Stock-based compensation expense		13			13
Net Income			4,323		4,323
Balance September 30, 2013	14,653,358	$45,038	$28,662	$ (201)	$73,499
Other comprehensive income				82	82
Common stock dividends	146,530	724	(724)		—
Stock-based compensation expense		16			16
Net Income			2,946		2,946
Balance December 31, 2013	14,799,888	$45,778	$30,884	$ (119)	$76,543
Other comprehensive loss				(25)	(25)
Common stock dividends	448,572	2,524	(2,524)		—
Stock options exercised	23,922	95			95
Stock-based compensation expense		23			23
Net Income			4,659		4,659
Balance September 30, 2014	15,272,382	$48,420	$33,019	$ (144)	$81,295

Table of Contents

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

	Nine Months Ended September 30,	
(In thousands)	2014	2013
Cash Flows From Operating Activities:		
Net Income	$4,659	$4,323
Adjustments to reconcile net income:to cash provided by operating activities:		
Benefit for credit losses	(101)	(1,120)
Depreciation and amortization	1,011	967
Amortization of investment securities	190	20
Accretion of investment securities	(26)	(49)
(Increase) decrease in accrued interest receivable	(280)	297
Decrease in accrued interest payable	(2)	(14)
(Decrease) increase in accounts payable and accrued liabilities	(1,113)	156
Increase in unearned fees	121	14
Increase in income taxes payable	2,936	6,575
Stock-based compensation expense	23	13
(Benefits) provision for deferred income taxes	(14)	272
Gain on sale of other real estate owned	(109)	(1,949)
Impairment loss on other real estate owned	—	214
Increase in surrender value of life insurance	(384)	(442)
Loss on fair value option of financial liabilities	34	519
(Gain) loss on tax credit limited partnership interest	(15)	151
Amortization of CDI	62	140
Gain on sale of investment in limited partnership	(691)	—
Gain on sale of premises and equipment	(25)	—
Net decrease in other assets	(170)	(920)
Net cash provided by operating activities	6,106	9,167
Cash Flows From Investing Activities:		
Net increase in interest-bearing deposits with banks	(5)	(6)
Redemption of correspondent bank stock	—	433
Purchase of correspondent bank stock	(97)	—
Purchases of available-for-sale securities	(10,192)	(8,302)
Maturities and calls of available-for-sale securities	—	3,600
Principal payments of available-for-sale securities	3,934	3,458
Net (increase) decrease in loans	(50,199)	17,806
Cash proceeds from sales of other real estate owned	1,020	6,651
Investment in limited partnership	(70)	—
Cash proceeds from sale of investment in limited partnership	1,250	—
Capital expenditures of premises and equipment	(628)	(793)
Net cash (used in) provided by investing activities	(54,987)	22,847
Cash Flows From Financing Activities:		
Net increase in demand deposits and savings accounts	55,365	16,372
Net decrease in certificates of deposit	(6,906)	(8,183)

Table of Contents

Proceeds from exercise of stock options	95	12
Net cash provided by financing activities	48,554	8,201
Net (increase) decrease in cash and cash equivalents	(327)	40,215
Cash and cash equivalents at beginning of period	135,212	141,627
Cash and cash equivalents at end of period	$134,885	$181,842

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 2013 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.

Recently Issued Accounting Standards:

In January 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2014-01 Accounting for Investments in Qualified Affordable Housing Projects. This ASU provides "guidance on accounting for investments by a reporting entity in flow-through limited liability entities that manage or invest in affordable housing projects that qualify for the low-income housing tax credit." It allows the proportional amortization method to be used by a reporting entity if certain conditions are met. The ASU also defines when a qualified affordable housing project through a limited liability entity should be tested for impairment. If a qualified affordable housing project does not meet the conditions for using the proportional amortization method, the investment should be accounted for using an equity method investment or a cost method investment. The ASU is effective for fiscal years beginning after December 15, 2014, and interim periods therein.

In November 2013, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2014-04 Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure. The amendments in the ASU clarify when an in substance repossession or foreclosure occurs - that is, when a creditor should be considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan such that the loan receivable should be derecognized and the real estate property recognized. The new ASU requires a creditor to reclassify a collateralized consumer mortgage loan to real estate property upon obtaining legal title to the real estate collateral, or the borrower voluntarily conveying all interest in the real estate property to the lender to satisfy the loan through a deed in lieu of foreclosure or similar legal agreement. The ASU is effective for annual periods, and interim periods within those annual periods, beginning after December 15 2014.

In February 2013, The Financial Accounting Standards Board (FASB) issued Accounting Standards Update No. 2013-02, Comprehensive Income (Topic 220): Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income, to improve the transparency of reporting reclassifications out of accumulated other comprehensive income. ASU 2013-02 requires an organization to present (either on the face of the statement where net income is presented or in the notes) the effects on the line items of net income of significant amounts reclassified out of accumulated other comprehensive income–but only if the item reclassified is required under U.S. GAAP to be reclassified to net income in its entirety in the same reporting period. The amendments are effective for reporting periods beginning after December 15, 2012. The amounts reclassified out of net income were not significant and this ASU did not have a significant impact on the Company’s financial statements.

In January 2013, the FASB issued ASU No. 2013-01 Balance Sheet (Topic 210) Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities, which clarifies that ordinary trade receivables and receivables are not in the scope of ASU 2011-11. It further clarifies that the scope of ASU No. 2011-11 applies to derivatives, repurchase agreements and reverse purchase agreements, and securities borrowing and securities lending transactions that are either offset in accordance with specific criteria contained in FASB Accounting Standards Codification® or subject to a master netting arrangement or similar agreement. Both ASU 2011-11 and ASU 2013-1 are effective for annual periods beginning on or after January 1, 2013, and interim periods within those annual periods. The Company adopted these ASUs during the first quarter of 2013 and they did not have a material impact on its financial statements.

Table of Contents

2. Investment Securities

Following is a comparison of the amortized cost and fair value of securities available-for-sale, as of September 30, 2014 and December 31, 2013:

(In thousands) September 30, 2014 Securities available for sale:	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value (Carrying Amount)
U.S. Government agencies	$12,595	$412	$—	$13,007
U.S. Government collateralized mortgage obligations	32,588	343	(105)	32,826
Mutual Funds	4,000	—	(209)	3,791
Total securities available for sale	$49,183	$755	$(314)	$49,624
December 31, 2013 Securities available for sale:	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value (Carrying Amount)
U.S. Government agencies	$14,060	$441	$—	$14,501
U.S. Government collateralized mortgage obligations	25,029	434	(78)	25,385
Mutual Funds	4,000	—	(270)	3,730
Total securities available for sale	$43,089	$875	$(348)	$43,616

The amortized cost and fair value of securities available for sale at September 30, 2014, 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. Mutual funds are included in the "due in one year or less" category below.

	September 30, 2014	
(In thousands)	Amortized Cost	Fair Value (Carrying Amount)
Due in one year or less	$4,000	$3,791
Due after one year through five years	34	35
Due after five years through ten years	—	—
Due after ten years	12,561	12,972
Collateralized mortgage obligations	32,588	32,826
	$49,183	$49,624

There were no realized gains or losses on sale of available-for-sale securities for the three and nine month periods ended September 30, 2014 and September 30, 2013. There were no other-than-temporary impairment losses for the three and nine month periods ended September 30, 2014 and September 30, 2013.

At September 30, 2014, available-for-sale securities with an amortized cost of approximately $21,533,000 (fair value of $22,229,000) were pledged as collateral for FHLB borrowings and public funds balances.

The Company had no held-to-maturity or trading securities at September 30, 2014 or December 31, 2013.

Management periodically evaluates each available-for-sale investment security in an unrealized loss position to determine if the impairment is temporary or other-than-temporary.

The following summarizes temporarily impaired investment securities:

10

(In thousands)	Less than 12 Months		12 Months or More		Total	
September 30, 2014 Securities available for sale:	Fair Value (Carrying Amount)	Unrealized Losses	Fair Value (Carrying Amount)	Unrealized Losses	Fair Value (Carrying Amount)	Unrealized Losses
U.S. Government agencies	$—	$—	$—	$—	$—	$—
U.S. Government agency collateral mortgage obligations	14,660	(105)	—	—	14,660	(105)
Mutual Funds	—	—	3,791	(209)	3,791	(209)
Total impaired securities	$14,660	$(105)	$3,791	$(209)	$18,451	$(314)
December 31, 2013 Securities available for sale:						
U.S. Government agencies	$—	$—	$—	$—	$—	$—
U.S. Government agency collateral mortgage obligations	11,069	(78)	—	—	11,069	(78)
Mutual Funds	—	—	3,730	(270)	3,730	(270)
Total impaired securities	$11,069	$(78)	$3,730	$(270)	$14,799	$(348)

Temporarily impaired securities at September 30, 2014, were comprised of seven U.S. Government sponsored entities & agencies collateralized by mortgage obligations and one mutual fund.

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 under ASC Topic 325-40, Beneficial Interest 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 Company 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 private label mortgage-backed securities. 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.

Other-than-temporary-impairment occurs 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

Table of Contents

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 September 30, 2014, the decline in market value of the impaired securities is attributable to changes in interest rates, and not credit quality. Because the Company does not have the intent to sell these impaired securities and it is not more likely than not that it will be required to sell the securities before their anticipated recovery, the Company does not consider these securities to be other-than-temporarily impaired at September 30, 2014.

3. Loans

Loans are comprised of the following:

(In thousands)	September 30, 2014	December 31, 2013
Commercial and business loans	$67,365	$68,460
Government program loans	1,960	2,226
Total commercial and industrial	69,325	70,686
Real estate – mortgage:		
Commercial real estate	154,409	143,919
Residential mortgages	61,719	52,036
Home Improvement and Home Equity loans	1,186	1,410
Total real estate mortgage	217,314	197,365
RE construction and development	116,583	87,004
Agricultural	32,870	30,932
Installment	11,344	9,330
Total Loans	$447,436	$395,317

The Company's loans are predominantly in the San Joaquin Valley and the greater Oakhurst/East Madera County area, as well as the Campbell area of Santa Clara County. Although the Company does participate in loans with other financial institutions, they are primarily in the state of California.

Commercial and industrial loans represent 15.5% of total loans at September 30, 2014 and are generally made to support the ongoing operations of small-to-medium sized commercial businesses. Commercial and industrial loans have a high degree of industry diversification and provide working capital, financing for the purchase of manufacturing plants and equipment, or funding for growth and general expansion of businesses. A substantial portion of commercial and industrial loans are secured by accounts receivable, inventory, leases, or other collateral including real estate. The remainder are unsecured; however, extensions of credit are predicated upon the financial capacity of the borrower. Repayment of commercial loans is generally from the cash flow of the borrower.

Real estate mortgage loans, representing 48.6% of total loans at September 30, 2014, are secured by trust deeds on primarily commercial property, but are also secured by trust deeds on single family residences. Repayment of real estate mortgage loans generally comes from the cash flow of the borrower.

- Commercial real estate mortgage loans comprise the largest segment of this loan category and are available on all types of income producing and commercial properties, including: office buildings, shopping centers; apartments and motels; owner occupied buildings; manufacturing facilities and more. Commercial real estate mortgage loans can also be used to refinance existing debt. Although real estate associated with the business is the primary collateral for commercial real estate mortgage loans, the underlying real estate is not the source of repayment. Commercial real estate loans are made under the premise that the loan will be repaid from the borrower's business operations, rental income associated with the real property, or personal assets.

- Residential mortgage loans are provided to individuals to finance or refinance single-family residences. Residential mortgages are not a primary business line offered by the Company, and a majority are of a shorter term than conventional mortgages, with maturities ranging from 3 to 15 years on average, however the Bank does hold some conventional mortgages that were purchased as a pool.

12

Table of Contents

• Home Equity loans comprise a relatively small portion of total real estate mortgage loans, and are offered to borrowers for the purpose of home improvements, although the proceeds may be used for other purposes. Home equity loans are generally secured by junior trust deeds, but may be secured by 1st trust deeds.

Real estate construction and development loans, representing 26.1% of total loans at September 30, 2014, consist of loans for residential and commercial construction projects, as well as land acquisition and development, or land held for future development. Loans in this category are secured by real estate including improved and unimproved land, as well as single-family residential, multi-family residential, and commercial properties in various stages of completion. All real estate loans have established equity requirements. Repayment on construction loans generally comes from long-term mortgages with other lending institutions obtained at completion of the project.

Agricultural loans represent 7.3% of total loans at September 30, 2014 and are generally secured by land, equipment, inventory and receivables. Repayment is from the cash flow of the borrower.

Installment loans represent 2.5% of total loans at September 30, 2014 and generally consist of loans to individuals for household, family and other personal expenditures such as credit cards, automobiles or other consumer items.

In the normal course of business, the Company is party to financial instruments with off-balance sheet risk to meet the financing needs of its customers. At September 30, 2014 and December 31, 2013, these financial instruments include commitments to extend credit of $101,468,000 and $63,271,000, respectively, and standby letters of credit of $3,201,000 and $2,001,000, respectively. These instruments involve elements of credit risk in excess of the amount recognized on the balance sheet. The contract amounts of these instruments reflect the extent of the involvement the Company has in off-balance sheet financial instruments.

The Company’s exposure to credit loss in the event of nonperformance by the counterparty to the financial instrument for commitments to extend credit and standby letters of credit is represented by the contractual amounts of those instruments. The Company uses the same credit policies as it does for on-balance sheet instruments.

Commitments to extend credit are agreements to lend to a customer, as long as there is no violation of any condition established in the contract. A majority of these commitments are at floating interest rates based on the Prime rate. Commitments generally have fixed expiration dates. The Company evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary, is based on management's credit evaluation. Collateral held varies but includes accounts receivable, inventory, leases, property, plant and equipment, residential real estate and income-producing properties.

Standby letters of credit are generally unsecured and are issued by the Company to guarantee the performance of a customer to a third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loans to customers.

Table of Contents

Past Due Loans

The Company monitors delinquency and potential problem loans on an ongoing basis through weekly reports to the Loan Committee and monthly reports to the Board of Directors. The following is a summary of delinquent loans at September 30, 2014 (in thousands):

September 30, 2014	Loans 30-60 Days Past Due	Loans 61-89 Days Past Due	Loans 90 or More Days Past Due	Total Past Due Loans	Current Loans	Total Loans	Accruing Loans 90 or More Days Past Due
Commercial and Business Loans	$—	$—	$—	$—	$67,365	$67,365	$—
Government Program Loans	—	441	—	441	1,519	1,960	—
Total Commercial and Industrial	—	441	—	441	68,884	69,325	—
Commercial Real Estate Loans	—	475	460	935	153,474	154,409	—
Residential Mortgages	—	—	255	255	61,464	61,719	—
Home Improvement and Home Equity Loans	51	—	—	51	1,135	1,186	—
Total Real Estate Mortgage	51	475	715	1,241	216,073	217,314	—
RE Construction and Development Loans	—	—	—	—	116,583	116,583	—
Agricultural Loans	—	—	—	—	32,870	32,870	—
Consumer Loans	—	—	—	—	10,958	10,958	—
Overdraft protection Lines	—	—	—	—	96	96	—
Overdrafts	—	—	—	—	290	290	—
Total Installment	—	—	—	—	11,344	11,344	—
Total Loans	$51	$916	$715	$1,682	$445,754	$447,436	$—

The following is a summary of delinquent loans at December 31, 2013 (in thousands):

December 31, 2013	Loans 30-60 Days Past Due	Loans 61-89 Days Past Due	Loans 90 or More Days Past Due	Total Past Due Loans	Current Loans	Total Loans	Accruing Loans 90 or More Days Past Due
Commercial and Business Loans	$—	$94	$—	$94	$68,366	$68,460	$—
Government Program Loans	—	—	—	—	2,226	2,226	—
Total Commercial and Industrial	—	94	—	94	70,592	70,686	—
Commercial Real Estate Loans	1,991	—	6,866	8,857	135,062	143,919	—
Residential Mortgages	—	614	359	973	51,063	52,036	—
Home Improvement and Home Equity Loans	96	—	—	96	1,314	1,410	—
	2,087	614	7,225	9,926	187,439	197,365	—

Total Real Estate Mortgage							
RE Construction and Development Loans	—	—	220	220	86,784	87,004	—
Agricultural Loans	—	—	—	—	30,932	30,932	—
Consumer Loans	—	—	—	—	9,086	9,086	—
Overdraft protection Lines	—	—	—	—	87	87	—
Overdrafts	—	—	—	—	157	157	—
Total Installment	—	—	—	—	9,330	9,330	—
Total Loans	$2,087	$708	$7,445	$10,240	$385,077	$395,317	$—

Nonaccrual Loans

Commercial, construction and commercial real estate loans are placed on non-accrual status under the following circumstances:

14

Table of Contents

- When there is doubt regarding the full repayment of interest and principal.

- When principal and/or interest on the loan has been in default for a period of 90-days or more, unless the asset is both well secured and in the process of collection that will result in repayment in the near future.

- When the loan is identified as having loss elements and/or is risk rated "8" Doubtful.

Other circumstances which jeopardize the ultimate collectability of the loan including certain troubled debt restructurings, identified loan impairment, and certain loans to facilitate the sale of OREO.

Loans meeting any of the preceding criteria are placed on non-accrual status and the accrual of interest for financial statement purposes is discontinued. Previously accrued but unpaid interest is reversed and charged against interest income.

All other loans where principal or interest is due and unpaid for 90 days or more are placed on non-accrual and the accrual of interest for financial statement purposes is discontinued. Previously accrued but unpaid interest is reversed and charged against interest income.

When a loan is placed on non-accrual status and subsequent payments of interest (and principal) are received, the interest received may be accounted for in two separate ways.

Cost recovery method: If the loan is in doubt as to full collection, the interest received in subsequent payments is diverted from interest income to a valuation reserve and treated as a reduction of principal for financial reporting purposes.

Cash basis: This method is only used if the recorded investment or total contractual amount is expected to be fully collectible, under which circumstances the subsequent payments of interest are credited to interest income as received.

Loans on non-accrual status are usually not returned to accrual status unless all delinquent principal and/or interest has been brought current, there is no identified element of loss, and current and continued satisfactory performance is expected (loss of the contractual amount not the carrying amount of the loan). Return to accrual is generally demonstrated through the timely receipt of at least six monthly payments on a loan with monthly amortization.

Nonaccrual loans totaled $9,755,000 and $12,341,000 at September 30, 2014 and December 31, 2013, respectively. There were no remaining undisbursed commitments to extend credit on nonaccrual loans at September 30, 2014 or December 31, 2013.

The following is a summary of nonaccrual loan balances at September 30, 2014 and December 31, 2013 (in thousands).

	September 30, 2014	December 31, 2013
Commercial and Business Loans	$114	$—
Government Program Loans	—	—
Total Commercial and Industrial	114	—
Commercial Real Estate Loans	3,243	10,188
Residential Mortgages	1,191	1,685
Home Improvement and Home Equity Loans	—	—
Total Real Estate Mortgage	4,434	11,873

RE Construction and Development Loans	5,207	468
Agricultural Loans	—	—
Consumer Loans	—	—
Overdraft protection Lines	—	—
Overdrafts	—	—
Total Installment	—	—
Total Loans	$9,755	$12,341

Table of Contents

Impaired Loans

A loan is considered impaired when based on current information and events, it is probable that the Company will be unable to collect all amounts due, including principal and interest, according to the contractual terms of the loan agreement.

The Company applies its normal loan review procedures in making judgments regarding probable losses and loan impairment. The Company evaluates for impairment those loans on non-accrual status, graded doubtful, graded substandard or those that are troubled debt restructures. The primary basis for inclusion in impaired status under generally accepted accounting pronouncements is that it is probable that the Bank will be unable to collect all amounts due according to the contractual terms of the loan agreement.

A loan is not considered impaired if there is merely an insignificant delay or shortfall in the amounts of payments and the Company expects to collect all amounts due, including interest accrued, at the contractual interest rate for the period of the delay.

Review for impairment does not include large groups of smaller balance homogeneous loans that are collectively evaluated to estimate the allowance for loan losses. The Company’s present allowance for loan losses methodology, including migration analysis, captures required reserves for these loans in the formula allowance.

For loans determined to be impaired, the Company evaluates impairment based upon either the fair value of underlying collateral, discounted cash flows of expected payments, or observable market price.

- For loans secured by collateral including real estate and equipment, the fair value of the collateral less selling costs will determine the carrying value of the loan. The difference between the recorded investment in the loan and the fair value, less selling costs, determines the amount of impairment. The Company uses the measurement method based on fair value of collateral when the loan is collateral dependent and foreclosure is probable.

- The discounted cash flow method of measuring the impairment of a loan is used for unsecured loans or for loans secured by collateral where the fair value cannot be easily determined. Under this method, the Company assesses both the amount and timing of cash flows expected from impaired loans. The estimated cash flows are discounted using the loan's effective interest rate. The difference between the amount of the loan on the Bank's books and the discounted cash flow amounts determines the amount of impairment to be provided. This method is used for most of the Company’s troubled debt restructurings or other impaired loans where some payment stream is being collected.

- The observable market price method of measuring the impairment of a loan is only used by the Company when the sale of loans or a loan is in process.

The method for recognizing interest income on impaired loans is dependent on whether the loan is on nonaccrual status or is a troubled debt restructuring. For income recognition, the existing nonaccrual and troubled debt restructuring policies are applied to impaired loans. Generally, except for certain troubled debt restructurings which are performing under the restructure agreement, the Company does not recognize interest income received on impaired loans, but reduces the carrying amount of the loan for financial reporting purposes.

Loans other than certain homogeneous loan portfolios are reviewed on a quarterly basis for impairment. Impaired loans are written down to estimated realizable values by the establishment of specific reserves for loan utilizing the discounted cash flow method, or charge-offs for collateral-based impaired loans, or those using observable market pricing.

16

Table of Contents

The following is a summary of impaired loans at, and for the nine months ended September 30, 2014 (in thousands).

September 30, 2014	Unpaid Contractual Principal Balance	Recorded Investment With No Allowance	Recorded Investment With Allowance (1)	Total Recorded Investment	Related Allowance	Average Recorded Investment	Interest Recognized
Commercial and Business Loans	$964	$709	$258	$967	$47	$796	$44
Government Program Loans	40	41	—	41	—	193	23
Total Commercial and Industrial	1,004	750	258	1,008	47	989	67
Commercial Real Estate Loans	3,243	1,863	1,380	3,243	486	6,638	171
Residential Mortgages	4,349	1,294	3,066	4,360	184	4,643	142
Home Improvement and Home Equity Loans	—	—	—	—	—	—	—
Total Real Estate Mortgage	7,592	3,157	4,446	7,603	670	11,281	313
RE Construction and Development Loans	5,693	5,695	—	5,695	—	2,359	73
Agricultural Loans	35	35	—	35	—	39	7
Consumer Loans	45	—	45	45	2	46	3
Overdraft protection Lines	—	—	—	—	—	—	—
Overdrafts	—	—	—	—	—	—	—
Total Installment	45	—	45	45	2	46	3
Total Impaired Loans	$14,369	$9,637	$4,749	$14,386	$719	$14,714	$463

(1) The recorded investment in loans includes accrued interest receivable of $17,000.

Table of Contents

The following is a summary of impaired loans at, and for the year ended, December 31, 2013 (in thousands).

December 31, 2013	Unpaid Contractual Principal Balance	Recorded Investment With No Allowance	Recorded Investment With Allowance (1)	Total Recorded Investment	Related Allowance	Average Recorded Investment	Interest Recognized
Commercial and Business Loans	$675	$275	$402	$677	$9	$831	$52
Government Program Loans	—	—	—	—	—	35	—
Total Commercial and Industrial	675	275	402	677	9	866	52
Commercial Real Estate Loans	10,188	8,721	1,468	10,189	415	10,671	232
Residential Mortgages	5,375	1,794	3,590	5,384	338	6,139	211
Home Improvement and Home Equity Loans	—	—	—	—	—	13	—
Total Real Estate Mortgage	15,563	10,515	5,058	15,573	753	16,823	443
RE Construction and Development Loans	1,772	1,789	—	1,789	—	2,266	60
Agricultural Loans	44	45	—	45	—	84	10
Consumer Loans	48	48	—	48	—	72	4
Overdraft protection Lines	—	—	—	—	—	—	—
Overdrafts	—	—	—	—	—	—	—
Total Installment	48	48	—	48	—	72	4
Total Impaired Loans	$18,102	$12,672	$5,460	$18,132	$762	$20,111	$569

(1) The recorded investment in loans includes accrued interest receivable of $45,000.

In most cases, the Company uses the cash basis method of income recognition for impaired loans. In the case of certain troubled debt restructurings for which the loan is performing under the current contractual terms for a reasonable period of time, income is recognized under the accrual method.

The average recorded investment in impaired loans for the quarter ended September 30, 2014 and 2013 was $14,436,000 and $21,698,000, respectively. Interest income recognized on impaired loans for the quarters ended September 30, 2014 and 2013 was approximately $176,000 and $336,000, respectively.

The average recorded investment in impaired loans for the nine months ended September 30, 2014 and 2013 was $14,714,000 and $20,771,000, respectively. Interest income recognized on impaired loans for the nine months ended September 30, 2014 and 2013 was approximately $463,000 and $553,000, respectively.

Troubled Debt Restructurings

In certain circumstances, when the Company grants a concession to a borrower as part of a loan restructuring, the restructuring is accounted for as a troubled debt restructuring (TDR). TDRs are reported as a component of impaired loans.

Table of Contents

A TDR is a type of restructuring in which the Company, for economic or legal reasons related to the borrower's financial difficulties, grants a concession (either imposed by court order, law, or agreement between the borrower and the Bank) to the borrower that it would not otherwise consider. Although the restructuring may take different forms, the Company's objective is to maximize recovery of its investment by granting relief to the borrower.
A TDR may include, but is not limited to, one or more of the following:

- A transfer from the borrower to the Company of receivables from third parties, real estate, other assets, or an equity interest in the borrower is granted to fully or partially satisfy the loan.

- A modification of terms of a debt such as one or a combination of:

The reduction (absolute or contingent) of the stated interest rate.
The extension of the maturity date or dates at a stated interest rate lower than the current market rate for new debt with similar risk.
The reduction (absolute or contingent) of the face amount or maturity amount of debt as stated in the instrument or agreement.
The reduction (absolute or contingent) of accrued interest.

For a restructured loan to return to accrual status there needs to be, among other factors, at least 6 months successful payment history. In addition, the Company performs a financial analysis of the credit to determine whether the borrower has the ability to continue to meet payments over the remaining life of the loan. This includes, but is not limited to, a review of financial statements and cash flow analysis of the borrower. Only after determination that the borrower has the ability to perform under the terms of the loans, will the restructured credit be considered for accrual status. Although the Company does not have a policy which specifically addresses when a loan may be removed from TDR classification, as a matter of practice, loans classified as TDRs generally remain classified as such until the loan either reaches maturity or its outstanding balance is paid off.

The following tables illustrates TDR activity for the periods indicated:

	Three Months Ended September 30, 2014				
	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Number of Contracts in Default	Recorded Investment on Defaulted TDRs
Troubled Debt Restructurings					
Commercial and Business Loans	2	$ 300	$ 286	—	$ —
Government Program Loans	—	—	—	—	—
Commercial Real Estate Term Loans	—	—	—	—	—
Single Family Residential Loans	—	—	—	1	162
Home Improvement and Home Equity Loans	—	—	—	—	—
RE Construction and Development Loans	—	—	—	—	—
Agricultural Loans	—	—	—	—	—
Consumer Loans	—	—	—	—	—
Overdraft protection Lines	—	—	—	—	—
Total Loans	2	$ 300	$ 286	1	$ 162

Table of Contents

	Nine Months Ended September 30, 2014				
	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Number of Contracts in Default	Recorded Investment on Defaulted TDRs
Troubled Debt Restructurings					
Commercial and Business Loans	3	$350	$335	1	$—
Government Program Loans	1	544	534	1	—
Commercial Real Estate Term Loans	—	—	—	—	—
Single Family Residential Loans	—	—	—	3	657
Home Improvement and Home Equity Loans	—	—	—	—	—
RE Construction and Development Loans	—	—	—	2	394
Agricultural Loans	—	—	—	—	—
Consumer Loans	—	—	—	—	—
Overdraft protection Lines	—	—	—	—	—
Total Loans	4	$894	$869	7	$1,051

	Three Months Ended September 30, 2013				
	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Number of Contracts in Default	Recorded Investment on Defaulted TDRs
Troubled Debt Restructurings					
Commercial and Business Loans	—	$—	$—	—	$—
Government Program Loans	—	—	—	—	—
Commercial Real Estate Term Loans	—	—	—	—	—
Single Family Residential Loans	—	—	—	—	—
Home Improvement and Home Equity Loans	—	—	—	—	—
RE Construction and Development Loans	22	2,103	2,103	—	—
Agricultural Loans	—	—	—	—	—
Consumer Loans	—	—	—	—	—
Overdraft protection Lines	—	—	—	—	—
Total Loans	22	$2,103	$2,103	—	$—

Table of Contents

	Nine Months Ended September 30, 2013				
	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Number of Contracts in Default	Recorded Investment on Defaulted TDRs
Troubled Debt Restructurings					
Commercial and Business Loans	—	$—	$—	—	$—
Government Program Loans	—	—	—	—	—
Commercial Real Estate Term Loans	—	—	—	1	106
Single Family Residential Loans	—	—	—	—	—
Home Improvement and Home Equity Loans	1	44	44	—	—
RE Construction and Development Loans	45	3,625	3,625	—	—
Agricultural Loans	—	—	—	—	—
Consumer Loans	—	—	—	—	—
Overdraft protection Lines	—	—	—	—	—
Total Loans	46	$3,669	$3,669	1	$106

The Company makes various types of concessions when structuring TDRs including rate reductions, payment extensions, and forbearance. At September 30, 2014, the Company had 27 restructured loans totaling $7,078,000 as compared to 35 restructured loans totaling $9,059,000 at December 31, 2013.

The following tables summarize TDR activity by loan category for the nine months ended September 30, 2014 and September 30, 2013.

Nine Months Ended September 30, 2014	Commercial and Industrial	Commercial Real Estate	Residential Mortgages	Home Equity	RE Construction Development	Agricultural	Installment & Other	Total
Beginning balance	$675	$1,468	$5,273	$—	$ 1,551	$44	$48	$9,059
Defaults	—	—	(656)	—	(395)	—	—	(1,051)
Additions	894	—	—	—	—	—	—	894
Principal reductions	(694)	(88)	(360)	—	(670)	(9)	(3)	(1,824)
Ending balance	$875	$1,380	$4,257	$—	$ 486	$35	$45	$7,078
Allowance for loan loss	$47	$486	$184	$—	$ —	$—	$2	$719

Table of Contents

Nine Months Ended September 30, 2013	Commercial and Industrial	Commercial Real Estate	Residential Mortgages	Home Equity	RE Construction Development	Agricultural	Installment & Other	Total
Beginning balance	$990	$5,395	$7,289	$10	$ 2,860	$191	$38	$16,773
Defaults	—	(106)	—	—	—	—	—	(106)
Additions	—	—	—	44	3,625	—	—	3,669
Principal reductions	(292)	(1,113)	(1,976)	(54)	(3,380)	(143)	(38)	(6,996)
Ending balance	$698	$4,176	$5,313	$—	$ 3,105	$48	$—	$13,340
Allowance for loan loss	$5	$739	$109	$—	$ 88	$—	$—	$941

The following tables summarize TDR activity by loan category for the quarters ended September 30, 2014 and September 30, 2013.

Three months ended September 30, 2014	Commercial and Industrial	Commercial Real Estate	Residential Mortgages	Home Equity	RE Construction Development	Agricultural	Installment & Other	Lease Financing	Total
Beginning balance	$1,107	$1,410	$4,536	$—	$ 490	$38	$46	$—	$7,627
Defaults	—	—	(162)	—	—	—	—	—	(162)
Additions	300	—	—	—	—	—	—	—	300
Principal reductions	(532)	(30)	(117)	—	(4)	(3)	(1)	—	(687)
Ending balance	$875	$1,380	$4,257	$—	$ 486	$35	$45	$—	$7,078
Allowance for loan loss	$47	$486	$184	$0	$ —	$—	$2	$—	$719

Three months ended September 30, 2013	Commercial and Industrial	Commercial Real Estate	Residential Mortgages	Home Equity	RE Construction Development	Agricultural	Installment & Other	Lease Financing	Total
Beginning balance	$812	$4,215	$6,783	$44	$ 2,411	$51	$—	$—	$14,316
Defaults	—	—	—	—	—	—	—	—	—
Additions	—	—	—	—	2,103	—	—	—	2,103

Principal reductions	(114)	(39)	(1,470)	(44)	(1,409)	(3)	—	—	(3,079)
Ending balance	$698	$4,176	$5,313	$—	$ 3,105	$48	$—	$—	$13,340
Allowance for loan loss	$5	$739	$109	$—	$ 88	$—	$—	$—	$941

Credit Quality Indicators

As part of its credit monitoring program, the Company utilizes a risk rating system which quantifies the risk the Company estimates it has assumed during the life of a loan. The system rates the strength of the borrower and the facility or transaction, and is designed to provide a program for risk management and early detection of problems.

Table of Contents

For each new credit approval, credit extension, renewal, or modification of existing credit facilities, the Company assigns risk ratings utilizing the rating scale identified in this policy. In addition, on an on-going basis, loans and credit facilities are reviewed for internal and external influences impacting the credit facility that would warrant a change in the risk rating. Each loan credit facility is to be given a risk rating that takes into account factors that materially affect credit quality.

When assigning risk ratings, the Company evaluates two risk rating approaches, a facility rating and a borrower rating as follows:

Facility Rating:

The facility rating is determined by the analysis of positive and negative factors that may indicate that the quality of a particular loan or credit arrangement requires that it be rated differently from the risk rating assigned to the borrower. The Company assesses the risk impact of these factors:

Collateral - The rating may be affected by the type and quality of the collateral, the degree of coverage, the economic life of the collateral, liquidation value and the Company's ability to dispose of the collateral.

Guarantees - The value of third party support arrangements varies widely. Unconditional guaranties from persons with demonstrable ability to perform are more substantial than that of closely related persons to the borrower who offer only modest support.

Unusual Terms - Credit may be extended on terms that subject the Company to a higher level of risk than indicated in the rating of the borrower.

Borrower Rating:

The borrower rating is a measure of loss possibility based on the historical, current and anticipated financial characteristics of the borrower in the current risk environment. To determine the rating, the Company considers at least the following factors:

- Quality of management
- Liquidity
- Leverage/capitalization
- Profit margins/earnings trend
- Adequacy of financial records
- Alternative funding sources
- Geographic risk
- Industry risk
- Cash flow risk
- Accounting practices
- Asset protection
- Extraordinary risks

The Company assigns risk ratings to loans other than consumer loans and other homogeneous loan pools based on the following scale. The risk ratings are used when determining borrower ratings as well as facility ratings. When the borrower rating and the facility ratings differ, the lowest rating applied is:

- Grades 1 and 2 – These grades include loans which are given to high quality borrowers with high credit quality and sound financial strength. Key financial ratios are generally above industry averages and the borrower's strong earnings history or net worth. These may be secured by deposit accounts or high-grade investment securities.

- Grade 3 – This grade includes loans to borrowers with solid credit quality with minimal risk. The borrower's balance sheet and financial ratios are generally in line with industry averages, and the borrower has historically demonstrated the ability to manage economic adversity. Real estate and asset-based loans assigned this risk rating must have characteristics, which place them well above the minimum underwriting requirements for those departments. Asset-based borrowers assigned this rating must exhibit extremely favorable leverage and cash flow characteristics, and consistently demonstrate a high level of unused borrowing capacity.

- Grades 4 and 5 – These include “pass” grade loans to borrowers of acceptable credit quality and risk. The borrower’s balance sheet and financial ratios may be below industry averages, but above the lowest industry quartile. Leverage is above and liquidity is below industry averages. Inadequacies evident in financial performance and/or management sufficiency are offset by readily available features of support, such as adequate collateral, or good guarantors having the liquid assets and/or cash flow capacity to repay the debt. The borrower may have recognized a loss over three or four years, however recent earnings trends, while perhaps somewhat cyclical, are improving and cash flows are adequate to cover debt service and fixed obligations. Real estate and asset-borrowers fully comply with all underwriting standards and are performing according to projections would be assigned this rating. These also include grade 5 loans which are “leveraged” or on management’s “watch list.” While still considered pass loans (loans given a grade 5), the borrower’s financial condition, cash flow or operations evidence more than average risk and short term weaknesses, these loans warrant a higher than average level of monitoring, supervision and attention from the Company, but do not reflect credit weakness trends that weaken or inadequately protect the Company’s credit position. Loans with a grade rating of 5 are not normally acceptable as new credits unless they are adequately secured or carry substantial endorser/guarantors.

- Grade 6 – This grade includes “special mention” loans which are loans that are currently protected but are potentially weak. This generally is an interim grade classification and should usually be upgraded to an Acceptable rating or downgraded to Substandard within a reasonable time period. Weaknesses in special mention loans may, if not checked or corrected, weaken the asset or inadequately protect the Company’s credit position at some future date. Special mention loans are often loans with weaknesses inherent from the loan origination, loan servicing, and perhaps some technical deficiencies. The main theme in special mention credits is the distinct probability that the classification will deteriorate to a more adverse class if the noted deficiencies are not addressed by the loan officer or loan management.

- Grade 7 – This grade includes “substandard” loans which are inadequately supported by the current sound net worth and paying capacity of the borrower or of the collateral pledged, if any. Substandard loans have a well-defined weakness or weaknesses that may impair the regular liquidation of the debt. Substandard loans exhibit a distinct possibility that the Company will sustain some loss if the deficiencies are not corrected. Substandard loans also include impaired loans.

- Grade 8 - This grade includes “doubtful” loans which exhibit the same characteristics as the Substandard loans with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions and values, highly questionable and improbable. The possibility of loss is extremely high, but because of certain important and reasonably specific pending factors, which may work to the advantage and strengthening of the loan, its classification as an estimated loss is deferred until its more exact status may be determined. Pending factors include a proposed merger, acquisition, or liquidation procedures, capital injection, perfecting liens on additional collateral and refinancing plans.

- Grade 9 - This grade includes loans classified “loss” which are considered uncollectible and of such little value that their continuance as bankable assets is not warranted. This classification does not mean that the asset has absolutely no recovery or salvage value, but rather it is not practical or desirable to defer writing off the asset even though partial recovery may be achieved in the future.

The Company did not carry any loans graded as loss at September 30, 2014 or December 31, 2013.

The following tables summarize the credit risk ratings for commercial, construction, and other non-consumer related loans for September 30, 2014 and December 31, 2013:

September 30, 2014	Commercial and Industrial	Commercial RE	RE Construction and Development	Agricultural	Total

(000's)					
Grades 1 and 2	$491	$—	$—	$—	$491
Grade 3	13	5,196	786	—	5,995
Grades 4 and 5 – pass	66,879	143,288	94,100	32,870	337,137
Grade 6 – special mention	342	1,100	—	—	1,442
Grade 7 – substandard	1,600	4,825	21,697	—	28,122
Grade 8 – doubtful	—	—	—	—	—
Total	$69,325	$154,409	$116,583	$32,870	$373,187

Table of Contents

December 31, 2013 (000's)	Commercial and Industrial	Commercial RE	RE Construction and Development	Agricultural	Total
Grades 1 and 2	$355	$—	$—	$70	$425
Grade 3	44	5,287	816	—	6,147
Grades 4 and 5 – pass	69,070	127,189	66,048	30,862	293,169
Grade 6 – special mention	590	—	—	—	590
Grade 7 – substandard	627	11,443	20,140	—	32,210
Grade 8 – doubtful	—	—	—	—	—
Total	$70,686	$143,919	$87,004	$30,932	$332,541

The Company follows consistent underwriting standards outlined in its loan policy for consumer and other homogeneous loans but, does not specifically assign a risk rating when these loans are originated. Consumer loans are monitored for credit risk and are considered “pass” loans until some issue or event requires that the credit be downgraded to special mention or worse.

The following tables summarize the credit risk ratings for consumer related loans and other homogeneous loans for September 30, 2014 and December 31, 2013:

	September 30, 2014				December 31, 2013			
(000's)	Residential Mortgages	Home Improvement and Home Equity	Installment	Total	Residential Mortgages	Home Improvement and Home Equity	Installment	Total
Not graded	$40,892	$1,155	$9,626	$51,673	$29,063	$1,378	$7,862	$38,303
Pass	17,595	31	1,067	18,693	19,320	—	1,468	20,788
Special Mention	218	0	—	218	1,204	32	—	1,236
Substandard	3,014	—	651	3,665	2,449	—	—	2,449
Total	$61,719	$1,186	$11,344	$74,249	$52,036	$1,410	$9,330	$62,776

Allowance for Loan Losses

The Company analyzes risk characteristics inherent in each loan portfolio segment as part of the quarterly review of the adequacy of the allowance for loan losses. The following summarizes some of the key risk characteristics for the eleven segments of the loan portfolio (Consumer loans include three segments):

Commercial and business loans – Commercial loans are subject to the effects of economic cycles and tend to exhibit increased risk as economic conditions deteriorate, or if the economic downturn is prolonged. The Company considers this segment to be one of higher risk given the size of individual loans and the balances in the overall portfolio.

Government program loans – This is a relatively a small part of the Company’s loan portfolio, but has historically had a high percentage of loans that have migrated from pass to substandard given there vulnerability to economic cycles.

Commercial real estate loans – This segment is considered to have more risk in part because of the vulnerability of commercial businesses to economic cycles as well as the exposure to fluctuations in real estate prices because most of these loans are secured by real estate. Losses in this segment have however been historically low because most of the loans are real estate secured, and the bank maintains appropriate loan-to-value ratios.

Residential mortgages – This segment is considered to have low risk factors both from the Company and peer statistics. These loans are secured by first deeds of trust. The losses experienced over the past twelve quarters are isolated to approximately seven loans and are generally the result of short sales.

Home improvement and home equity loans – Because of their junior lien position, these loans have an inherently higher risk level. Because residential real estate has been severely distressed in the recent past, the anticipated risk for this loan segment has increased.

Table of Contents

Real estate construction and development loans –In a normal economy, this segment of loans is considered to have a higher risk profile due to construction and market value issues in conjunction with normal credit risks. Although residential real estate markets have improved, they are still distressed on a historical basis, and therefore carry higher risk.

Agricultural loans – This segment is considered to have risks associated with weather, insects, and marketing issues. In addition, concentrations in certain crops or certain agricultural areas can increase risk.

Installment loans (Includes consumer loans, overdrafts, and overdraft protection lines) – This segment is higher risk because many of the loans are unsecured.

The following summarizes the activity in the allowance for credit losses by loan category for the nine months ended September 30, 2014 and 2013.

Nine Months Ended September 30, 2014	Commercial and Industrial	Real Estate Mortgage	RE Construction Development	Agricultural	Installment & Other	Commercial Lease Financing	Unallocated	Total
Beginning balance	$2,340	$1,862	$ 5,533	$ 582	$276	$—	$ 395	$10,988
Provision for credit losses	(877)	55	253	(76)	64	(46)	526	(101)
Charge-offs	(183)	(131)	(60)	—	—	—	(10)	(384)
Recoveries	181	13	319	6	47	46	—	612
Net recoveries	(2)	(118)	259	6	47	46	(10)	228
Ending balance	$1,461	$1,799	$ 6,045	$ 512	$387	$—	$ 911	$11,115
Period-end amount allocated to:								
Loans individually evaluated for impairment	47	670	—	—	2	—	—	719
Loans collectively evaluated for impairment	1,414	1,129	6,045	512	385	—	911	10,396
Ending balance	$1,461	$1,799	$ 6,045	$ 512	$387	$—	$ 911	$11,115

Nine Months Ended September 30, 2013	Commercial and Industrial	Real Estate Mortgage	RE Construction Development	Agricultural	Installment & Other	Commercial Lease Financing	Unallocated	Total
Beginning balance	$1,614	$1,292	$ 2,814	$352	$288	$1	$5,423	$11,784
Provision for credit losses	972	983	1,854	208	259	(1)	(5,395)	(1,120)

Charge-offs	(542)	(265)	—	(136)	(258)	—	—	(1,201)
Recoveries	163	6	738	129	53	—	—	1,089
Net charge-offs	(379)	(259)	738	(7)	(205)	—	—	(112)
Ending balance	$2,207	$2,016	$ 5,406	$553	$342	$0	$28	$10,552
Period-end amount allocated to:								
Loans individually evaluated for impairment	739	109	—	88	—	—	5	941
Loans collectively evaluated for impairment	1,468	1,907	5,406	465	342	0	23	9,611
Ending balance	$2,207	$2,016	$ 5,406	$553	$342	$0	$28	$10,552

The following summarizes the activity in the allowance for credit losses by loan category for the quarters ended September 30, 2014 and 2013.

Table of Contents

Three Months Ended September 30, 2014	Commercial and Industrial	Real Estate Mortgage	RE Construction Development	Agricultural	Installment & Other	Commercial Lease Financing	Unallocated	Total
Beginning balance	$1,396	$1,688	$ 6,452	$494	$288	$—	$730	$11,048
Provision for credit losses	149	106	(505)	16	88	—	185	39
Charge-offs	(93)	—	—	—	—	—	(4)	(97)
Recoveries	9	5	98	2	11	—	—	125
Net charge-offs	(84)	5	98	2	11	—	(4)	28
Ending balance	$1,461	$1,799	$ 6,045	$512	$387	$—	$911	$11,115
Period-end amount allocated to:								
Loans individually evaluated for impairment	47	670	—	—	2	—	—	719
Loans collectively evaluated for impairment	1,414	1,129	6,045	512	385	—	911	10,396
Ending balance	$1,461	$1,799	$ 6,045	$512	$387	$—	$911	$11,115

Three Months Ended September 30, 2013	Commercial and Industrial	Real Estate Mortgage	RE Construction Development	Agricultural	Installment & Other	Commercial Lease Financing	Unallocated	Total
Beginning balance	$2,665	$1,679	$ 2,972	$243	$315	$—	$3,283	$11,157
Provision for credit losses	(390)	383	1,696	181	235	—	(3,255)	(1,150)
Charge-offs	(193)	(49)	—	—	(232)	—	—	(474)
Recoveries	125	3	738	129	24	—	—	1,019
Net charge-offs	(68)	(46)	738	129	(208)	—	—	545
Ending balance	$2,207	$2,016	$ 5,406	$553	$342	$—	$28	$10,552
Period-end amount allocated to:								
Loans individually evaluated for impairment	739	109	—	88	—	—	5	941
Loans collectively	1,468	1,907	5,406	465	342	—	23	9,611

evaluated for impairment								
Ending balance	$2,207	$2,016	$ 5,406	$553	$342	$—	$28	$10,552

27

Table of Contents

The following summarizes information with respect to the loan balances at September 30, 2014 and December 31, 2013.

(000's)	September 30, 2014 Loans Individually Evaluated for Impairment	Loans Collectively Evaluated for Impairment	Total Loans	December 31, 2013 Loans Individually Evaluated for Impairment	Loans Collectively Evaluated for Impairment	Total Loans
Commercial and Business Loans	$967	$66,398	$67,365	$677	$67,783	$68,460
Government Program Loans	41	1,919	1,960	—	2,226	2,226
Total Commercial and Industrial	1,008	68,317	69,325	677	70,009	70,686
Commercial Real Estate Loans	3,243	151,166	154,409	10,189	133,730	143,919
Residential Mortgage Loans	4,360	57,359	61,719	5,384	46,652	52,036
Home Improvement and Home Equity Loans	—	1,186	1,186	—	1,410	1,410
Total Real Estate Mortgage	7,603	209,711	217,314	15,573	181,792	197,365
RE Construction and Development Loans	5,695	110,888	116,583	1,789	85,215	87,004
Agricultural Loans	35	32,835	32,870	45	30,887	30,932
Installment Loans	45	11,299	11,344	48	9,282	9,330
Total Loans	$14,386	$433,050	$447,436	$18,132	$377,185	$395,317

4. Deposits

Deposits include the following:

(In thousands)	September 30, 2014	December 31, 2013
Noninterest-bearing deposits	$241,863	$214,317
Interest-bearing deposits:		
NOW and money market accounts	214,001	198,928
Savings accounts	58,503	45,758
Time deposits:		
Under $100,000	26,344	28,825
$100,000 and over	50,236	54,661
Total interest-bearing deposits	349,084	328,172
Total deposits	$590,947	$542,489
Total brokered deposits included in time deposits above	$7,889	$11,500

5. Short-term Borrowings/Other Borrowings

At September 30, 2014, the Company had collateralized lines of credit with the Federal Reserve Bank of San Francisco totaling $289,806,000, as well as Federal Home Loan Bank (FHLB) lines of credit totaling $6,092,000. At September 30, 2014, the Company had an uncollateralized line of credit with Pacific Coast Bankers Bank ("PCBB") totaling $10,000,000. All lines of credit are on an “as available” basis and can be revoked by the grantor at any time. There are currently no restrictions on these lines of credit, although under the current Written Agreement with the Federal Reserve, the Bank’s liquidity position as well as its use of borrowing lines is monitored closely. These lines of credit have interest rates that are generally 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, investment securities, and certain qualifying mortgage loans. As of September 30, 2014, $6,421,000 in investment securities at FHLB were pledged as collateral for FHLB advances. Additionally, $404,438,000 in

Table of Contents

real estate secured loans were pledged at September 30, 2014, as collateral for borrowing lines with the Federal Reserve Bank totaling $289,806,000. At September 30, 2014, the Company had no outstanding borrowings.

At December 31, 2013, the Company had collateralized lines of credit with the Federal Reserve Bank of San Francisco totaling $254,761,000, as well as Federal Home Loan Bank ("FHLB") lines of credit totaling $7,094,000. At December 31, 2013, the Company had an uncollateralized line of credit with Pacific Coast Bankers Bank ("PCBB") totaling $10,000,000. 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, investment securities, and certain qualifying mortgage loans. As of December 31, 2013, $7,468,000 in investment securities at FHLB were pledged as collateral for FHLB advances. Additionally, $334,299,000 in real estate-secured loans were pledged at December 31, 2013, as collateral for used and unused borrowing lines with the Federal Reserve Bank totaling $254,761,000. All lines of credit are on an "as available" basis and can be revoked by the grantor at any time. At December 31, 2013, the Company had no outstanding borrowings.

6. Supplemental Cash Flow Disclosures

	Nine Months Ended September 30,	
(In thousands)	2014	2013
Cash paid during the period for:		
Interest	$2,110	$1,056
Income taxes	$—	$—
Noncash investing activities:		
Loans transferred to foreclosed assets	$1,308	$437
OREO financed	$—	$2,328
Sale of limited partnership interest financed	$3,000	$—

7. Common Stock Dividend

On September 23, 2014, 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 October 10, 2014, 151,178 additional shares were issued to shareholders on October 22, 2014. Because the stock dividend was considered a "small stock dividend," approximately $839,000 was transferred from retained earnings to common stock based upon the $5.55 closing price of the Company's common stock on the declaration date of September 23, 2014. There were no fractional shares paid. Except 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.

During the first quarter of 2014, the Company's Board of Director's issued a one-percent (1%) stock dividend on the Company's outstanding common stock. Approximately $854,000 was transferred from retained earnings to common stock and 147,946 additional shares were issued to shareholders. During the second quarter of 2014, the Company's Board of Director's issued a one-percent (1%) stock dividend on the Company's outstanding common stock. Approximately $831,000 was transferred from retained earnings to common stock and 149,448 additional shares were issued to shareholders.

8. Net 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:

29

Table of Contents

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Net income available to common shareholders (in thousands)	$1,703	$1,852	$4,659	$4,323
Weighted average shares issued	15,262,501	15,248,221	15,253,192	15,245,874
Add: dilutive effect of stock options	5,307	205	7,556	1,275
Weighted average shares outstanding adjusted for potential dilution	15,267,808	15,248,426	15,260,748	15,247,149
Basic earnings per share	$0.11	$0.12	$0.31	$0.28
Diluted earnings per share	$0.11	$0.12	$0.31	$0.28
Anti-dilutive stock options excluded from earnings per share calculation	160,000	199,000	160,000	194,000

9. Taxes on Income

The Company periodically reviews its tax positions under the accounting standards related to uncertainty in income taxes, which defines 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 periodically evaluates its deferred tax assets to determine whether a valuation allowance is required based upon a determination that some or all of the deferred assets may not be ultimately realized. At September 30, 2014 and December 31, 2013, the Company had no recorded valuation allowance.

The Company and its 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. During 2010, the Company amended its federal tax returns for the year 2004 through 2009 to utilize the five-year NOL carry-back provisions allowed by the IRS for 2009. These amended tax returns were audited by the IRS and the examination was finalized during the first quarter of 2013 and the settlement did not have a material impact on the Company’s financial statements. The Company is no longer subject to examination by taxing authorities for years ending before 2010 for federal purposes and 2003 for California purposes. The Company's policy is to recognize any interest or penalties related to uncertain tax position in income tax expense.

10. 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 were elected, the Company continued to record interest expense associated with the debentures. As of June 30, 2014, the Company ended the extension period, paid all accrued and unpaid interest, and is currently making quarterly interest payments. The Company may redeem the junior subordinated debentures at anytime at par.

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 1.29, and is adjusted quarterly.

At September 30, 2014 the Company performed a fair value measurement analysis on its junior subordinated debt using a cash flow 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. These cash

Table of Contents

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 7.53% discount rate used represents what a market participant would consider under the circumstances based on current market assumptions.

The fair value calculation performed at September 30, 2014 resulted in a pretax loss adjustment of $34,000 ($20,000, net of tax) for the nine months ended September 30, 2014, compared to a pretax loss adjustment of $519,000 ($305,000, net of tax) for the nine months ended September 30, 2013.

The fair value calculation performed at September 30, 2014 resulted in a pretax gain adjustment of $95,000 ($56,000, net of tax) for the quarter ended September 30, 2014, compared to a pretax gain adjustment of $141,000 ($83,000, net of tax) for the quarter ended September 30, 2013.

11. 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.

Generally accepted accounting guidance 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 guidance 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 table below is a summary of fair value estimates for financial instruments and the level of the fair value hierarchy within which the fair value measurements are categorized at the periods indicated:
September 30, 2014

(In thousands)	Carrying Amount	Estimated Fair Value	Quoted Prices In Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3
Financial Assets:					
Cash and cash equivalents	$134,885	$134,885	$134,885	$—	$—
Interest-bearing deposits	1,520	1,520	—	1,520	—
Investment securities	49,624	49,624	10,808	38,816	—
Loans	435,896	431,833	—	—	431,833
Accrued interest receivable	1,924	1,924	—	1,924	—
Financial Liabilities:					
Deposits:					

Noninterest-bearing	241,863	241,863	241,863	—	—
NOW and money market	214,001	214,001	214,001	—	—
Savings	58,503	58,503	58,503	—	—
Time Deposits	76,580	77,624	—	—	77,624
Total Deposits	590,947	591,991	514,367		77,624
Junior Subordinated Debt	10,047	10,047	—	—	10,047
Accrued interest payable	42	42	—	42	—

Table of Contents

December 31, 2013

(In thousands)	Carrying Amount	Estimated Fair Value	Quoted Prices In Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3
Financial Assets:					
Cash and cash equivalents	$135,212	$135,212	$135,212	$—	$—
Interest-bearing deposits	1,515	1,515	—	1,515	—
Investment securities	43,616	43,616	10,746	32,870	—
Loans	384,025	380,615	—	—	380,615
Accrued interest receivable	1,644	1,644	—	1,644	—
Financial Liabilities:					
Deposits:					
Noninterest-bearing	214,317	214,317	214,317	—	—
NOW and money market	198,928	198,928	198,928	—	—
Savings	45,758	45,758	45,758	—	—
Time Deposits	83,486	83,362	—	—	83,362
Total Deposits	542,489	542,365	459,003	—	83,362
Junior Subordinated Debt	11,125	11,125	—	—	11,125
Accrued interest payable	44	44	—	44	—

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 available-for-sale securities (AFS) and junior subordinated debt are performed on a recurring basis, while others, such as impairment of loans, other real estate owned, 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 or similar underlying security that may, or may not, be actively traded. The Company's Level 3 financial assets include certain impaired loans, other real estate owned, goodwill, and intangible assets where the assumptions may be made by us or third parties about assumptions that market participants would use in pricing the asset or liability. 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 September 30, 2014.

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 is 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 forward spread 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 through other comprehensive loss as the securities are available for sale.

Table of Contents

Loans - Fair values of variable rate loans, which reprice frequently and with no significant change in credit risk, are based on carrying values adjusted for credit risk. 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 authoritative accounting guidance and are based upon either collateral values supported by appraisals, observed market prices, or discounted cash flows. 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. Collateral dependent loans are measured for impairment using the fair value of the collateral.

Other Real Estate Owned - Nonrecurring adjustments to certain commercial and residential real estate properties classified as other real estate owned (OREO) are measured at the lower of carrying amount or fair value, less costs to sell. Fair values are generally based on third party appraisals of the property, resulting in a Level 3 classification. In cases where the carrying amount exceeds the fair value, less costs to sell, an impairment loss is recognized.

Deposits – In accordance with authoritative accounting guidance, fair values for transaction and savings accounts are equal to the respective amounts payable on demand (i.e., carrying amounts). The Company believes that the fair value of these deposits is clearly greater than that prescribed under authoritative accounting guidance. Fair values of fixed-maturity certificates of deposit were estimated using the rates currently offered for deposits with similar remaining maturities.

Junior Subordinated Debt – The fair value of the junior subordinated debt was determined based upon a discounted cash flows model utilizing observable market rates and credit characteristics for similar debt instruments. In its analysis, the Company used characteristics that 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. Cash flows are discounted at a rate which incorporates a current market rate for similar-term debt instruments, adjusted for credit and liquidity risks associated with similar junior subordinated debt and circumstances unique to the Company. The Company believes that the subjective nature of theses inputs, due primarily to the current economic environment, require the junior subordinated debt to be classified as a Level 3 fair value.

Accrued Interest Receivable and Payable - The carrying value of these instruments is a reasonable estimate of fair value.

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 September 30, 2014 and December 31, 2013.

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.

The following table provides a description of the valuation technique, unobservable input, and qualitative information about the unobservable inputs for the Company’s assets and liabilities classified as Level 3 and measured at fair value on a recurring basis at September 30, 2014 and 2013:

September 30, 2014				December 31, 2013			
Financial Instrument	Valuation Technique	Unobservable Input	Weighted Average	Financial Instrument	Valuation Technique	Unobservable Input	Weighted Average
Junior Subordinated Debt	Discounted cash flow	Discount Rate	7.53%	Junior Subordinated Debt	Discounted cash flow	Discount Rate	8.19%

Management believes that the credit risk adjusted spread utilized in the fair value measurement of the junior subordinated debentures carried at fair value is indicative of the nonperformance risk premium a willing market participant would require under current market conditions, that is, the inactive market. Management attributes the change in fair value of the junior subordinated debentures during the period to market changes in the nonperformance expectations and pricing of this type of

Table of Contents

debt, and not as a result of changes to our entity-specific credit risk. The narrowing of the credit risk adjusted spread above the Company's contractual spreads has primarily contributed to the negative fair value adjustments. Generally, an increase in the credit risk adjusted spread and/or a decrease in the three month LIBOR swap curve will result in positive fair value adjustments (and decrease the fair value measurement). Conversely, a decrease in the credit risk adjusted spread and/or an increase in the three month LIBOR swap curve will result in negative fair value adjustments (and increase the fair value measurement).

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 September 30, 2014 (in 000's):

Description of Assets	September 30, 2014	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
AFS Securities (2):				
U.S. Government agencies	$13,007	$—	$13,007	$—
U.S. Government collateralized mortgage obligations	32,826	7,017	25,809	—
Mutual Funds	3,791	3,791	—	—
Total AFS securities	$49,624	$10,808	$38,816	$—
Impaired loans (1):				
Commercial and industrial	—	—	—	—
Real estate mortgage	—	—	—	—
RE construction & development	—	—	—	—
Agricultural	—	—	—	—
Installment/Other	—	—	—	—
Total impaired loans	$—	$—	$—	$—
Other real estate owned (1)	333	—	—	333
Total	$49,957	$10,808	$38,816	$333

Description of Liabilities	September 30, 2014	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Junior subordinated debt (2)	$10,047	—	—	$10,047
Total	$10,047	—	—	$10,047

(1)Nonrecurring
(2)Recurring

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 December 31, 2013 (in 000's):

Table of Contents

Description of Assets	December 31, 2013	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
AFS Securities (2):				
U.S. Government agencies	$14,501	$—	$14,501	$—
U.S. Government collateralized mortgage obligations	25,385	7,016	18,369	—
Mutual Funds	3,730	3,730	—	—
Total AFS securities	43,616	10,746	32,870	$—
Impaired Loans (1):				
Commercial and industrial	—	—	—	—
Real estate mortgage	1,388	—	—	1,388
RE construction & development	—	—	—	—
Agricultural	—	—	—	—
Installment/Other	—	—	—	—
Total impaired loans	$1,388	$—	$—	$1,388
Other real estate owned (1)	3,889	—	—	3,889
Total	$48,893	$10,746	$32,870	$5,277

Description of Liabilities	December 31, 2013	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Junior subordinated debt (2)	$11,125	$—	$—	$11,125
Total	$11,125	$—	$—	$11,125

(1)Nonrecurring
(2)Recurring

The Company recorded no impairment loss on other real estate owned during the three and nine months ended September 30, 2014.

The following tables present quantitative information about Level 3 fair value measurements for the Company's assets measured at fair value on a non-recurring basis at September 30, 2014 and December 31, 2013:
September 30, 2014

Financial Instrument	Fair Value	Valuation Technique	Unobservable Input	Range, Weighted Average
Other real estate owned:				
Commercial real estate	333	Sales Comparison Approach	Adjustments by management to reflect current conditions/selling costs	1%-50%, 11.83%

Table of Contents

December 31, 2013				
Financial Instrument	Fair Value	Valuation Technique	Unobservable Input	Range, Weighted Average
Impaired Loans:				
Real estate mortgage	1,388	Sales Comparison Approach	Adjustment for difference between comparable sales	1%-32%, 17.5%
Other real estate owned:				
Real estate construction	3,889	Discounted cash flow	Discount rate	1%-10%, 8.49%

The following tables provide a reconciliation of assets and liabilities at fair value using significant unobservable inputs (Level 3) on a recurring basis during the three and nine months ended September 30, 2014 and 2013 (in 000's):

Reconciliation of Liabilities:	Three Months Ended September 30, 2014 Junior Subordinated Debt	Nine Months Ended September 30, 2014 Junior Subordinated Debt	Three Months Ended September 30, 2013 Junior Subordinated Debt	Nine Months Ended September 30, 2013 Junior Subordinated Debt
Beginning balance	$11,532	$11,125	$10,882	$10,068
Total losses (gains) included in earnings (or changes in net assets)	(95)	34	(141)	519
Capitalized interest	(1,390)	(1,112)	63	217
Ending balance	$10,047	$10,047	$10,804	$10,804
The amount of total losses (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	$(95)	$34	$(141)	$519

12. Goodwill and Intangible Assets

At September 30, 2014 and December 31, 2013, 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 September 30, 2014 and December 31, 2013.

	September 30, 2014	December 31, 2013
Goodwill	$4,488	$4,488
Core deposit intangible assets	—	62
Total goodwill and intangible assets	$4,488	$4,550

Core deposit intangibles are amortized over their useful lives, while goodwill is not amortized. The Company conducts periodic impairment analysis on goodwill and intangible assets 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 $2.9 million at September 30, 2014. The Company completed a "Step 0" analysis for the Campbell reporting unit as of March 31, 2014, and a "Step 1" at March 31, 2013, with no goodwill impairment.

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 reporting 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 is determined based on a discounted cash flow methodology using estimated market discount rates and projections of future cash flows for the Campbell reporting unit. In addition to projected cash flows, the Company also utilizes 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 is discount rates, competitive forces within the industry, and other specific industry and market valuation conditions. If, at the conclusion of the step 1 analysis, the Company concludes that the potential for goodwill impairment exists, step-two testing will be required to determine goodwill impairment and the amount of goodwill that might be impaired, if any. The second step in impairment analysis compares the fair value of the Campbell reporting unit to the aggregate fair values of its individual assets, liabilities and identified intangibles. Based on the results of the first step of the impairment analysis at March 31, 2013, the Company concluded that that the fair value of the reporting unit exceeds it carrying value. Therefore, goodwill was not impaired.

Core Deposit Intangibles: The core deposit intangible asset related to the Legacy Bank Merger, which totaled $3.0 million at the time of merger, was amortized over an estimated life of approximately seven years. At September 30, 2014, there was no remaining carrying value of the core deposit intangible related to the Legacy Bank merger. The Company recognized no amortization expense related to the Legacy operating unit during the nine months ended September 30, 2014. The Company recognized no amortization expense related to the Legacy operating unit during the nine months ended September 30, 2013. At September 30, 2014, there was no remaining carrying value of core deposit intangible related to the Taft branch acquisitions completed in April 2004.

The Company did not record an impairment loss for the nine months ended September 30, 2014 or September 30, 2013.

13. 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. Unrecognized 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.

Table of Contents

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) failure to comply with the regulatory agreements under which the Company is subject, vii) expected cost savings from recent acquisitions are not realized, and, viii) 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, 2013.

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.

Effective March 23, 2010, United Security Bancshares (the “Company”) and its wholly owned subsidiary, United Security Bank (the "Bank"), entered into a formal written agreement (the “Agreement”) with the Federal Reserve Bank of San Francisco. The 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 is intended to improve the overall condition of the Bank through, among other things, increased Board oversight; formal plans to monitor and improve processes related to asset quality, liquidity, funds management, capital, and earnings; and the prohibition of certain actions that might reduce capital, including the distribution of dividends or the repurchase of the Company’s common stock. The Board of Directors and management believe that the Company is in compliance with the terms of the Agreement. (For more information on the Agreement see the “Regulatory Matters” section included in this Management’s Discussion and Analysis of Financial Condition and Results of Operations.)

During May of 2010, the California Department of Business Oversight (formerly known as the California Department of Financial Institutions) issued a written order (the “Order”) to the Bank as a result of a regulatory examination that was conducted by the Federal Reserve and the California Department of Business Oversight in June 2009. The Order issued by the California Department of Business Oversight is similar to the written agreement with the Federal Reserve Bank of San Francisco. As of September 24, 2013, the Bank entered into a Memorandum of Understanding (the “MOU”) with the California Department of Business Oversight. Effective October 15, 2013, the Order was officially terminated by the California Department of Business Oversight. The Board of Directors and management believe that the Company is in compliance with the terms of the MOU. (For more information on the Agreement see the “Regulatory Matters” section included in this Management’s Discussion and Analysis of Financial Condition and

Results of Operations.)

Trends Affecting Results of Operations and Financial Position

The Company's overall operations are impacted by a number of factors, including not only interest rates and margin spreads, which impact the 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. Net interest income before provision for credit losses has increased between the nine months ended September 30, 2014 and 2013, totaling $17,510,000 for the nine months ended September 30, 2014 as compared to $16,029,000 for the nine months ended September 30, 2013. The increase in net interest income between 2013 and 2014 was primarily the result of a shift in the asset mix as well as a decrease in the Company's cost of funding between the two periods.

Table of Contents

Average interest-earning assets increased approximately $34,144,000 between the nine months ended September 30, 2014 and 2013. Components of the $34,144,000 increase in average earning assets between 2013 and 2014 included an increase of $20,688,000 in loans, a $21,827,000 increase in investment securities, partially offset by a decrease of $8,378,000 in overnight funds sold to the Federal Reserve Bank. During the past year, the Company's cost of interest-bearing liabilities have continued to decline, with the average cost of interest-bearing liabilities dropping from 0.49% during the nine months ended September 30, 2013, to 0.38% during the nine months ended September 30, 2014.

Net interest income before provision for credit losses has increased between the quarters ended September 30, 2014 and 2013, totaling $6,129,000 for the quarter ended September 30, 2014 as compared to $5,427,000 for the quarter ended September 30, 2013. The increase in net interest income between 2013 and 2014 was primarily the result of purchases of investment securities and growth of the loan portfolio.

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

	YTD Average 9/30/14	YTD Average 12/31/13	YTD Average 9/30/13
Loans and Leases	71.15%	70.75%	71.81%
Investment securities available for sale	8.45%	5.45%	4.99%
Interest-bearing deposits in other banks	0.26%	0.27%	0.28%
Interest-bearing deposits in FRB	20.14%	23.53%	22.92%
Total interest-earning assets	100.00%	100.00%	100.00%
NOW accounts	17.56%	15.56%	15.42%
Money market accounts	40.72%	41.96%	41.42%
Savings accounts	14.57%	12.40%	12.37%
Time deposits	24.00%	27.00%	27.71%
Other borrowings	0.00%	0.00%	0.00%
Subordinated debentures	3.15%	3.08%	3.08%
Total interest-bearing liabilities	100.00%	100.00%	100.00%

The residential real estate markets in the five county region from Merced to Kern showed signs of improvement since 2013 and those trends continued into the third quarter of 2014. The severe declines in residential construction and home prices that began in 2008 continue to show signs of easing and reversing direction. The sustained period of double-digit price declines from 2008 – 2011 adversely impacted the Company's operations and increased the levels of nonperforming assets, increased expenses related to foreclosed properties, and decreased profit margins. As the Company continues its business development and expansion efforts throughout its market areas, a primary focus is reduction of nonperforming assets while providing customers options to work through this difficult economic period. Options include combinations of rate and term concessions, as well as forbearance agreements with borrowers. Median sales prices improved in the five county region from Merced to Kern between June 2013 to September 2014. Total nonperforming loans decreased during the nine months ended September 30, 2014, totaling $14,268,000 at September 30, 2014 compared to $18,102,000 reported at December 31, 2013.

As a result of a modest improvement in the economy, the Company has experienced improvement in the loan portfolio between 2013 and 2014. During the nine months ended September 30, 2014, the Company experienced increases in real estate construction development and real estate mortgage loans, but experienced decreases in commercial and industrial loans, compared to the same period ended September 30, 2013. Loans increased $52,119,000 between

December 31, 2013 and September 30, 2014, and increased $63,406,000 between September 30, 2013 and September 30, 2014. Commercial and industrial loans decreased $1,361,000 between December 31, 2013 and September 30, 2014 and decreased $1,481,000 between September 30, 2013 and September 30, 2014. Real estate mortgage loans increased $19,949,000 between December 31, 2013 and September 30, 2014, and $22,977,000 between September 30, 2013 and September 30, 2014. Agricultural loans increased $1,938,000 between December 31, 2013 and September 30, 2014 and increased $7,890,000 between September 30, 2013 and September 30, 2014. Commercial real estate loans (a component of real estate mortgage loans) have remained as a significant percentage of total loans over the past year, amounting to 34.51%, 36.41%, and 37.07%, of the total loan portfolio at September 30, 2014, December 31, 2013, and September 30, 2013, respectively. Residential mortgage loans are not generally a large part of the Company’s loan portfolio, but some residential mortgage loans have been made over the past several years to facilitate take-out loans for construction borrowers when they were not able to obtain permanent financing elsewhere. These loans are generally 30-year amortizing loans with maturities of between three and five years. Residential mortgages totaled $61,719,000 or 13.79% of the portfolio at September 30, 2014, $52,036,000, or 13.16% of the portfolio at December 31, 2013, and $50,502,000 or 13.15% of the portfolio at September 30, 2013. Loan participations purchased have remained the same at $30,000 or 0.01% of the portfolio at September 30, 2013, compared to $30,000 or 0.01% of the portfolio at December 31, 2013, but have decreased to $0 as of September 30, 2014. Loan participations sold remained the same at $9,786,000 or 2.55% of the portfolio at September 30, 2013, compared to $9,786,000 or 2.5% of the portfolio at December 31, 2013, but decreased to $6,959,000, or 1.6%, at September 30, 2014.

Although market rates of interest are at historically low levels, the Company’s disciplined deposit pricing efforts have helped maintain adequate margins. The Company’s net interest margin increased to 4.01% for the nine months ended September 30, 2014, when compared to 3.90% for the nine months ended September 30, 2013. The net interest margin has been impacted slightly by increases in the loan portfolio and purchases of investment securities, both of which are higher yielding assets compared to overnight investments with the Federal Reserve Bank. The Company has successfully sought to mitigate the low-interest rate environment with loan floors included in new and renewed loans when practical. Loans yielded 5.67% during the nine months ended September 30, 2014, as compared to 5.62% for the nine months ended September 30, 2013. The decrease in the Company’s cost of funds over the past year has mitigated the impact of declining yields on earning assets. The Company’s average cost of funds was 0.38% for the nine months ended September 30, 2014, as compared to 0.49% for the nine months ended September 30, 2013. Although the Company does not intend to increase its current level of brokered deposits, the levels of brokered deposits are expected to remain level at least in the short-term. The Company is currently only utilizing CDARs reciprocal deposits as a concession to our customers. The $7,889,000 in brokered deposits at September 30, 2014 continues to provide the Company with a low-cost source of deposits. The Company will continue to utilize these funding sources when required to maintain prudent liquidity levels, while seeking to increase core deposits when possible.

Total noninterest income of $4,133,000 reported for the nine months ended September 30, 2014 increased $1,095,000 or 36.04% as compared to the nine months ended September 30, 2013. Noninterest income continues to be driven by customer service fees, which totaled $2,639,000 for the nine months ended September 30, 2014. However, the increase in noninterest income between the two periods was primarily the result of a $485,000 increase in fair value of financial liability as well as a $691,000 gain on sale of investment during the nine months ended September 30, 2014.

Noninterest expense increased approximately $974,000 or 7.39% between the nine months ended September 30, 2013 and September 30, 2014. The increase experienced during the nine months ended September 30, 2014, was primarily the result of an increase of $1,516,000 in the net operating cost on OREO, partially offset by reductions in regulatory assessment expense and professional fees.

Effective March 31, 2009, and beginning with the quarterly interest payment due October 1, 2009, the Company deferred interest payments on the Company's $15.0 million of junior subordinated debentures relating to its trust preferred securities. This was the result of regulatory restraints which have precluded the Bank from paying dividends to the Holding Company. The Agreement with the Federal Reserve Bank entered into during March 2010 specifically prohibits the Company and the Bank from making any payments on the junior subordinated debt without prior approval of the Federal Reserve Bank. 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 were elected, the Company continued to record interest expense associated with the debentures. As of June 30, 2014, the Company ended the extension period and all accrued and unpaid interest was paid.

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. Pursuant to the Agreement entered into with the Federal Reserve Bank during March of 2010, the Company and the Bank are precluded from paying cash dividends without prior consent of the Federal Reserve Bank. On September 23, 2014, the Company's Board of Directors declared a one-percent (1%) quarterly 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 October 10, 2014, an additional 151,178 shares were issued to shareholders.

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 dividends to shareholders for all periods presented.

Table of Contents

The Company has sought to maintain a strong, yet conservative balance sheet while continuing to reduce the level of nonperforming assets and improve liquidity during the nine months ended September 30, 2014. Total assets increased approximately $54,465,000 during the nine months ended September 30, 2014, including an increase of $51,871,000 in net loans and an increase of $6,008,000 in investment securities. Total deposits increased $48,458,000, including an increase of $27,546,000 in noninterest-bearing deposits and $27,818,000 in savings and NOW and money market accounts, partially offset by decreases of $6,906,000 in time deposits during the nine months ended September 30, 2014. Average loans comprised approximately 71.16% and 71.82% of overall average earning assets during the nine months ended September 30, 2014 and September 30, 2013, respectively.

Nonperforming assets, which are primarily related to the real estate loan and other real estate owned portfolio, remained high during the nine months ended September 30, 2014, but decreased $3,437,000 from a balance of $32,048,000 at December 31, 2013 to a balance of $28,611,000 at September 30, 2014. Nonaccrual loans totaling $9,755,000 at September 30, 2014, decreased $2,586,000 from the balance of $12,341,000 reported at December 31, 2013. 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 $3,746,000 during the nine months ended September 30, 2014 with a balance of $14,386,000 at September 30, 2014. Other real estate owned through foreclosure increased $397,000 between December 31, 2013 and September 30, 2014 as a result of five properties being added to OREO, of which three were subsequently sold. As a result of the related events, nonperforming assets as a percentage of total assets decreased from 5.04% at December 31, 2013 to 4.14% at September 30, 2014.

The following table summarizes various nonperforming components of the loan portfolio, the related allowance for loan and lease losses and provision for credit losses for the periods shown.

(in thousands)	September 30, 2014		December 31, 2013		September 30, 2013	
(Benefit) provision for credit losses during period	$(101	)	$(1,098	)	$(1,120	)
Allowance as % of nonperforming loans	77.90	%	60.70	%	48.84	%
Nonperforming loans as % total loans	3.19	%	4.58	%	5.63	%
Restructured loans as % total loans	1.58	%	2.29	%	3.47	%

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 monitoring 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. Restructured loans comprise 27 loans totaling $7,078,000 at September 30, 2014, compared to 35 loans totaling $9,059,000 at December 31, 2013.

The Company recorded a negative provision of $101,000 to the allowance for credit losses during the nine months ended September 30, 2014, as compared to a negative provision of $1,120,000 for the nine months ended September 30, 2013. Net loan and lease recoveries during the nine months ended September 30, 2014 totaled $228,000 as compared to net charge-offs of $112,000 for the nine months ended September 30, 2013. The Company charged-off, or had partial charge-offs on, approximately 9 loans during the nine months ended September 30, 2014, as compared to 22 loans during the same period ended September 30, 2013, and 24 loans during the year ended December 31, 2013. The annualized percentage net recoveries to average loans were 0.07% and net charge-offs to average loans were 0.04% for the nine months ended September 30, 2014 and 2013, respectively, as compared to net recoveries of 0.08% for the year ended December 31, 2013.

Deposits increased by $48,458,000 during the nine months ended September 30, 2014, primarily due to increases experienced in non-interest bearing deposits. The Company continues to maintain a low reliance on brokered deposits and other wholesale funding sources, while maintaining sufficient liquidity. Brokered deposits totaled $7,889,000 or 1.33% of total deposits at September 30, 2014, as compared to $11,500,000 or 2.12% of total deposits at December 31, 2013, and $16,232,000 or 2.97% of total deposits at September 30, 2013.

The cost of the Company’s subordinated debentures issued by USB Capital Trust II has remained low as market rates have remained low during the first nine months of 2014. With pricing at 3-month-LIBOR plus 129 basis points, the effective cost of the subordinated debt was 1.53% at September 30, 2014, as compared to 1.54% at December 31, 2013. Pursuant to fair value accounting guidance, the Company has recorded $34,000 in pretax fair value loss on its junior subordinated debt during the

Table of Contents

nine months ended September 30, 2014, bringing the total cumulative gain recorded on the debt to $5,478,000 at September 30, 2014.

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 have shown improvements but still remain depressed, compared with prior years.

Results of Operations

On a year-to-date basis, the Company reported net income of $4,659,000 or $0.31 per share ($0.31 diluted) for the nine months ended September 30, 2014, as compared to $4,323,000 or $0.28 per share ($0.28 diluted) for the same period in 2013. The Company's return on average assets was 0.94% for the nine months ended September 30, 2014, as compared to 0.90% for the nine months ended September 30, 2013. The Bank's return on average equity was 7.90% for the nine months ended September 30, 2014, as compared to 8.10% for the nine months ended September 30, 2013.

For the quarters ended September 30, 2014 and 2013, the Company reported net income of $1,703,000 or $0.11 per share ($0.11 diluted) and $1,852,000 or $0.12 per share ($0.12 diluted), respectively. The Company's return on average assets was 1.00% for the quarter ended September 30, 2014, compared to 1.14% for the quarter ended September 30, 2013. The Bank's return on average equity was was 8.39% for the quarter ended September 30, 2014, compared to 10.14% for the quarter ended September 30, 2013.

Net Interest Income

Net interest income before provision for credit losses totaled $17,510,000 for the nine months ended September 30, 2014, representing an increase of $1,481,000, or 9.24%, when compared to the $16,029,000 reported for the same period of the previous year.

The Company's year-to-date net interest margin, as shown in Table 1, increased to 4.01% at September 30, 2014 from 3.90% at September 30, 2013, a increase of 11 basis points (100 basis points = 1%) between the two periods. While average market rates of interest have remained level between the nine months ended September 30, 2014 and 2013 (the Prime rate averaged 3.25% during both periods), the increase in the Company's yield on loans, as well as an increase in loans and investment securities have positively impacted the net margin between the two periods.

Table of Contents

Table 1. Distribution of Average Assets, Liabilities and Shareholders' Equity:
Interest rates and Interest Differentials
Nine Months Ended September 30, 2014 and 2013

(dollars in thousands)	2014 Average Balance	2014 Interest	2014 Yield/Rate		2013 Average Balance	2013 Interest	2013 Yield/Rate	
Assets:								
Interest-earning assets:								
Loans and leases (1)	$414,769	$17,602	5.67	%	$394,081	$16,565	5.62	%
Investment Securities – taxable	49,230	688	1.87	%	27,403	495	2.42	%
Interest-bearing deposits in other banks	1,517	5	0.44	%	1,510	6	0.53	%
Interest-bearing deposits in FRB	117,367	210	0.24	%	125,745	223	0.24	%
Total interest-earning assets	582,883	$18,505	4.24	%	548,739	$17,289	4.21	%
Allowance for credit losses	(11,085)				(11,579)			
Noninterest-earning assets:								
Cash and due from banks	19,982				23,087			
Premises and equipment, net	12,011				12,072			
Accrued interest receivable	1,401				1,278			
Other real estate owned	14,145				20,173			
Other assets	45,650				46,350			
Total average assets	$664,987				$640,120			
Liabilities and Shareholders' Equity:								
Interest-bearing liabilities:								
NOW accounts	$60,737	$55	0.12	%	$53,050	$45	0.11	%
Money market accounts	140,782	369	0.35	%	142,469	483	0.45	%
Savings accounts	50,408	86	0.23	%	42,536	64	0.20	%
Time deposits	83,018	302	0.49	%	95,296	451	0.63	%
Other borrowings	—	—	0.00	%	—	—	0.00	%
Junior subordinated debentures	10,908	183	2.24	%	10,576	217	2.74	%
Total interest-bearing liabilities	345,853	$995	0.38	%	343,927	$1,260	0.49	%
Noninterest-bearing liabilities:								
Noninterest-bearing checking	231,853				218,832			
Accrued interest payable	73				99			
Other liabilities	8,355				5,890			
Total Liabilities	586,134				568,748			
Total shareholders' equity	78,853				71,372			
Total average liabilities and shareholders' equity	$664,987				$640,120			
Interest income as a percentage of average earning assets			4.24	%			4.21	%
Interest expense as a percentage of average earning assets			0.23	%			0.31	%
Net interest margin			4.01	%			3.90	%

(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 $388,000 and $24,000 for the nine months ended September 30, 2014 and 2013, respectively.

Interest rates and Interest Differentials

Table of Contents

Three Months Ended September 30, 2014 and 2013

(dollars in thousands)	2014 Average Balance	2014 Interest	2014 Yield/Rate	2013 Average Balance	2013 Interest	2013 Yield/Rate
Assets:						
Interest-earning assets:						
Loans and leases (1)	$435,549	$6,187	5.64 %	$392,001	$5,545	5.61 %
Investment Securities – taxable	50,599	227	1.78 %	25,058	157	2.49 %
Interest-bearing deposits in other banks	1,519	2	0.52 %	1,512	2	0.52 %
Interest-bearing deposits in FRB	104,254	63	0.24 %	141,895	88	0.25 %
Total interest-earning assets	591,921	$6,479	4.34 %	560,466	$5,792	4.10 %
Allowance for credit losses	(11,132)			(11,723)		
Noninterest-earning assets:						
Cash and due from banks	20,629			23,471		
Premises and equipment, net	11,911			12,062		
Accrued interest receivable	1,464			1,231		
Other real estate owned	14,173			17,218		
Other assets	44,760			43,764		
Total average assets	$673,726			$646,489		
Liabilities and Shareholders' Equity:						
Interest-bearing liabilities:						
NOW accounts	$62,216	$24	0.15 %	$53,626	$14	0.10 %
Money market accounts	143,835	131	0.36 %	141,798	129	0.36 %
Savings accounts	55,627	40	0.29 %	42,312	21	0.20 %
Time deposits	81,108	96	0.47 %	92,792	137	0.59 %
Other borrowings	—	—	0.00 %	—	—	0.00 %
Junior subordinated debentures	10,104	59	2.32 %	10,903	64	2.33 %
Total interest-bearing liabilities	352,890	$350	0.39 %	341,431	$365	0.42 %
Noninterest-bearing liabilities:						
Noninterest-bearing checking	230,590			226,763		
Accrued interest payable	81			89		
Other liabilities	9,596			5,795		
Total Liabilities	593,157			574,078		
Total shareholders' equity	80,569			72,411		
Total average liabilities and shareholders' equity	$673,726			$646,489		
Interest income as a percentage of average earning assets			4.34 %			4.10 %
Interest expense as a percentage of average earning assets			0.23 %			0.26 %
Net interest margin			4.11 %			3.84 %

(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 $150,000 and $3,000 for the quarters ended September 30, 2014 and 2013, respectively.

Table of Contents

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

	Increase (decrease) in the nine months ended September 30, 2014 compared to September 30, 2013		
(In thousands)	Total	Rate	Volume
Increase (decrease) in interest income:			
Loans and leases	$1,037	$160	$877
Investment securities available for sale	193	(132)	325
Interest-bearing deposits in other banks	(1)	(1)	—
Interest-bearing deposits in FRB	(13)	2	(15)
Total interest income	1,216	29	1,187
Increase (decrease) in interest expense:			
Interest-bearing demand accounts	(104)	(120)	16
Savings and money market accounts	22	9	13
Time deposits	(149)	(96)	(53)
Other borrowings	—	0	—
Subordinated debentures	(34)	(41)	7
Total interest expense	(265)	(248)	(17)
Increase in net interest income	$1,481	$277	$1,204

For the nine months ended September 30, 2014, total interest income increased approximately $1,216,000 or 7.03% as compared to the nine months ended September 30, 2013. Earning asset volumes increased in investment securities available for sale, loans and leases, and interest-bearing deposits in other banks between the two periods with a large increases experienced in investment securities and loans and leases, which on average increased $21,827,000 and $20,688,000, respectively, between the two periods. The average rates on loans increased 5 basis points between the two periods, and the average rate on investment securities decreased approximately 55 basis points during the nine months ended September 30, 2014 as compared to the same period of 2013.

For the nine months ended September 30, 2014, total interest expense decreased approximately $265,000, or 21.03% as compared to the nine months ended September 30, 2013. Between those two periods, average interest-bearing liabilities increased by $1,926,000, while the average rates paid on these liabilities decreased by 11 basis points.

For the quarter ended September 30, 2014, total interest income increased $687,000 or 11.86%, as compared to the quarter ended September 30, 2013. Comparing those two periods, average interest earning assets increased $31,455,000, with the large increases experienced in investment securities and loans and leases. The average rate on total interest-earning assets increased 24 basis points, primarily due to an increase of 3 basis points on average rates paid on loans. For the quarter ended September 30, 2014, total interest expense decreased $15,000 or 4.11% as compared to the quarter ended September 30, 2013, as a result of a 3 basis point decrease on the average rates paid on interest-bearing liabilities. The average rate paid on interest-bearing liabilities was 0.39% for the quarter ended September 30, 2014, compared to 0.42% for the same period ended September 30, 2013.

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 nine months ended September 30, 2014, the provision to the allowance for credit losses amounted to a benefit of $101,000 as compared to a benefit of $1,120,000 for the nine months ended September 30, 2013. For the quarter ended September 30, 2014, the provision to the allowance for credit losses amounted to a provision of $39,000, as compared to a benefit of $1,150,000 for the quarter ended September 30, 2013.

Table of Contents

The amount provided to the allowance for credit losses during the first nine months of 2014 brought the allowance to 2.48% of net outstanding loan balances at September 30, 2014, as compared to 2.78% of net outstanding loan balances at December 31, 2013, and 2.75% at September 30, 2013.

Table 3. Changes in Noninterest Income

The following table sets forth the amount and percentage changes in the categories presented for the nine months ended September 30, 2014 and 2013:

(In thousands)	Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013	Amount of Change	Percent Change
Customer service fees	$2,639	$2,554	$85	3.33 %
Increase in cash surrender value of BOLI	384	417	(33)	(7.91)%
Loss on fair value of financial liability	(34)	(519)	485	(93.45)%
Gain on sale of other investment	691	—	691	100.00 %
Gain on sale of fixed assets	25	—	25	100.00 %
Other	428	586	(158)	(26.96)%
Total noninterest income	$4,133	$3,038	$1,095	36.04 %

Noninterest income for the nine months ended September 30, 2014 increased $1,095,0000 or 36.04% when compared to the same period of 2013. Customer service fees, the primary component of noninterest income, increased $85,000 or 3.33% between the two periods presented. The increase in noninterest income of $1,095,000 between the two periods includes a reduction in the loss on fair value of financial liability and a gain on sale of a real estate limited partnership interest. The change in the fair value of financial liability is primarily caused by a modest decline in Libor rates beyond two years as compared to the previous quarter.

Noninterest Expense

The following table sets forth the amount and percentage changes in the categories presented for the nine months ended September 30, 2014 and 2013:

Table 4. Changes in Noninterest Expense

(In thousands)	Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013	Amount of Change	Percent Change
Salaries and employee benefits	$7,108	$6,684	$424	6.34 %
Occupancy expense	2,795	2,693	102	3.79 %
Data processing	101	126	(25)	(19.84)%
Professional fees	959	1,136	(177)	(15.58)%
FDIC/DFI insurance assessments	700	1,032	(332)	(32.17)%
Director fees	176	175	1	0.57 %
Amortization of intangibles	62	140	(78)	(55.71)%
Correspondent bank service charges	89	229	(140)	(61.14)%
(Gain) loss on California tax credit partnership	(15)	151	(166)	(109.93)%
Net (gain) cost on operation of OREO	480	(1,036)	1,516	(146.33)%
Other	1,700	1,851	(151)	(8.16)%
Total expense	$14,155	$13,181	$974	7.39 %

Noninterest expense increased $974,000 between the nine months ended September 30, 2014 and 2013. The net increase in noninterest expense between the comparative periods is primarily the result of a increase on net cost of operation on OREO due to gains on sale of OREO realized in 2013.

Included in net costs on operations of OREO for the nine months ended September 30, 2014, are OREO operating expenses totaling $590,000, partially offset by $110,000 in gains on sale of OREO. Net operating cost on operations of OREO for the nine months

Table of Contents

ended September 30, 2013, includes gains on sale of OREO of $1,949,000, which were partially offset by OREO operating expenses of $700,000.

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, 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 accounting standards related to uncertainty in income taxes which includes the criteria required for the income tax benefit, all or in part, 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. The Company has reviewed all of its tax positions as of September 30, 2014, and has determined that there are no material amounts that should be recorded under the current income tax accounting guidelines.

The Company periodically evaluates its deferred tax assets to determine whether a valuation allowance is required based upon a determination that some or all of the deferred assets may not be ultimately realized. At September 30, 2014 and December 31, 2013, the Company had no recorded valuation allowance. The Company performs an analysis of the valuation allowance considering both tax planning strategies and future earnings as a basis for utilizing the deferred tax assets. The tax planning strategies include the sale of certain bank premise and the surrender of Bank Owned Life Insurance. In its review of a requirement for a valuation allowance, the Company identifies both positive and negative evidence to determine whether a valuation allowance is required.

Financial Condition

Total assets increased $54,465,000, or 8.56% to a balance of $690,394,000 at September 30, 2014, from the balance of $635,929,000 at December 31, 2013, and increased $28,663,000, or 4.33%, from the balance of $661,731,000 at September 30, 2013. Total deposits of $590,947,000 at September 30, 2014, increased $48,458,000, or 8.93% from the balance reported at December 31, 2013, and increased $19,471,000, or 3.41%, from the balance of $571,476,000 reported at September 30, 2013. Cash and cash equivalents decreased $327,000, or 0.24%, between December 31, 2013 and September 30, 2014; net loans increased $51,871,000, or 13.51% to a balance of $435,896,000; and investment securities increased by $6,008,000, or 13.77% during the first nine months of 2014.

Earning assets averaged approximately $582,883,000 during the nine months ended September 30, 2014, as compared to $548,739,000 for the same period of 2013. Average interest-bearing liabilities increased to $345,853,000 for the nine months ended September 30, 2014, from $343,927,000 reported for the comparative period of 2013.

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 earning assets. Loans totaled $447,436,000 at September 30, 2014, an increase of $52,119,000, or 13.18%, when compared to the balance of $395,317,000 at December 31, 2013, and an increase of $63,406,000, or 16.51%, when compared to the balance of $384,030,000 reported at September 30, 2013. Loans on average increased $20,688,000, or 5.25%, between the nine months ended September 30, 2013 and September 30, 2014, with loans averaging $414,769,000 for the nine months ended September 30, 2014, as compared to $394,081,000 for the same period of 2013.

During the first nine months of 2014, a decrease of $1,361,000 was experienced in commercial and industrial loans. Real estate construction and real estate mortgage loans increased $29,579,000 or 34.00%, and $19,949,000 or 10.11%, respectively, during the first nine months of 2014.

The following table sets forth the amounts of loans outstanding by category at September 30, 2014 and December 31, 2013, the category percentages as of those dates, and the net change between the two periods presented.

Table 5. Loans

Table of Contents

(In thousands)	September 30, 2014 Dollar Amount	% of Loans	December 31, 2013 Dollar Amount	% of Loans	Net Change	% Change
Commercial and industrial	$69,325	15.5 %	$70,686	17.9 %	$(1,361)	(1.93)%
Real estate – mortgage	217,314	48.6 %	197,365	49.9 %	19,949	10.11 %
RE construction & development	116,583	26.1 %	87,004	22.0 %	29,579	34.00 %
Agricultural	32,870	7.3 %	30,932	7.8 %	1,938	6.27 %
Installment/other	11,344	2.5 %	9,330	2.5 %	2,014	21.59 %
Total Gross Loans	$447,436	100.0 %	$395,317	100.1 %	$52,119	13.18 %

The overall average yield on the loan portfolio was 5.67% for the nine months ended September 30, 2014, as compared to 5.62% for the nine months ended September 30, 2013. At September 30, 2014, 41.6%% of the Company's loan portfolio consisted of floating rate instruments, as compared to 42.7% of the portfolio at December 31, 2013, with the majority of those tied to the prime rate. Approximately 32.38% or $60,299,000 million of the floating rate loans have rate floors at September 30, 2014, making them effectively fixed-rate loans for certain increases in interest rates, and fixed-rate loans for all decreases in interest rates. Approximately $5,930,000 of the $60,299,000 in loans with floors have floor spreads of 100 basis points or more, meaning that interest rates would need to increase more than 1% (or 100 basis points) before the rates on those loans would increase and effectively become floating rate loans again. The portfolio of floating rate loans with floors has a relatively short duration with $7,176,000 million maturing in one year or less, and $7,824,000 maturing in less than two years.

Deposits

Total deposits were $590,947,000 at September 30, 2014, representing an increase of $48,458,000, or 8.93% from the balance of $542,489,000 reported at December 31, 2013, and an increase of $19,471,000, or 3.41% from the balance of $571,476,000 reported at September 30, 2013.

The following table sets forth the amounts of deposits outstanding by category at September 30, 2014 and December 31, 2013, and the net change between the two periods presented.

Table 6. Deposits

(In thousands)	September 30, 2014	December 31, 2013	Net Change	Percentage Change
Noninterest bearing deposits	$241,863	$214,317	$27,546	12.85 %
Interest bearing deposits:				
NOW and money market accounts	214,001	198,928	15,073	7.58 %
Savings accounts	58,503	45,758	12,745	27.85 %
Time deposits:				
Under $100,000	26,344	28,825	(2,481)	-8.61 %
$100,000 and over	50,236	54,661	(4,425)	-8.10 %
Total interest bearing deposits	349,084	328,172	20,912	6.37 %
Total deposits	$590,947	$542,489	$48,458	8.93 %

The Company's deposit base consists of two major components represented by noninterest bearing (demand) deposits and interest bearing deposits, totaling $241,863,000 and $349,084,000 at September 30, 2014, respectively. Interest bearing deposits consist of time certificates, NOW and money market accounts, and savings deposits. Total interest bearing deposits increased $20,912,000, or 6.37%, between December 31, 2013 and September 30, 2014, and noninterest bearing deposits increased $27,546,000, or 12.85% between the same two periods presented. Included in the increase of $20,912,000 in interest bearing deposits during the nine months ended September 30, 2014, is an increase of $12,745,000 in savings accounts and an increase of $15,073,000 in NOW and money market accounts.

Table of Contents

Core deposits, as defined by the Company as 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 88.38% and 86.73% of the total deposit portfolio at September 30, 2014 and December 31, 2013, respectively. Brokered deposits totaled $7,889,000 at September 30, 2014, as compared to $11,500,000 at December 31, 2013, and $16,232,000 at September 30, 2013. Brokered deposits were 1.33% and 2.12% of total deposits at September 30, 2014 and December 31, 2013, respectively.

During the nine months ended September 30, 2014, total time deposits decreased by $6,906,000, or 2.10%, during the nine months ended September 30, 2014, brokered deposits, a component of total time deposits, decreased $3,611,000, or 31.40% Although the Company will continue to use pricing strategies to control the overall level of time deposits and other borrowings as part of its balance sheet and liquidity planning process, the March 2010 agreement with the Federal Reserve Bank required reductions in brokered deposits, placing increased emphasis on core deposits as part of the Company’s long-term relationship banking strategy. As a result, core deposits, including NOW and money market accounts, savings accounts, and noninterest-bearing checking accounts, continue to provide the Company’s primary funding source.

On a year-to-date average, the Company experienced an increase of $14,615,000, or 2.65%, in total deposits between the nine months ended September 30, 2014 and September 30, 2013. Between these two periods, average interest bearing deposits increased $1,594,000 or 0.48%, while total noninterest-bearing deposits increased $13,021,000, or 5.95%, on a year-to-date average basis.

Short-Term Borrowings

At September 30, 2014, the Company had collateralized lines of credit with the Federal Reserve Bank of San Francisco totaling $289,806,000, as well as Federal Home Loan Bank (FHLB) lines of credit totaling $6,092,000. At September 30, 2014, the Company had an uncollateralized line of credit with Pacific Coast Bankers Bank ("PCBB") totaling $10,000,000. These lines of credit generally have interest rates tied to either the Federal Funds rate, 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 September 30, 2014 and September 30, 2013, the Company had no outstanding borrowings. The Company had collateralized FRB lines of credit of $254,761,000, collateralized FHLB lines of credit totaling $7,094,000, and an uncollateralized lines of credit with PCBB of $10,000,000 at December 31, 2013.

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. Losses are implicit in lending activities and the amount of such losses will vary, depending on the risk characteristics of the loan portfolio as affected by local economic conditions and the financial experience of borrowers.

As a result of the March 2010 agreement with the Federal Reserve Bank, the Company has written several plans to address the management of asset quality and the adequacy of the allowance for loan and lease losses. Specifically, the Company has three written plans which directly address these issues:

- Plan to Strengthen Credit Risk Management Practices – Includes the responsibility of the Board to establish appropriate risk tolerance guidelines and limits, timely and accurate identification and quantification of credit risk, strategies to minimize credit losses and reduce the level of problem assets, procedures for the ongoing review of the investment portfolio to evaluate other-than-temporary-impairment, stress testing for commercial real estate loans and portfolio segments, and measures to reduce the levels of other real estate owned.
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- Plan to Improve Adversely Classified Assets – Includes specific plans and strategies to improve the Bank's asset position through repayment, amortization, liquidation, additional collateral, or other means on each loan, relationship, or other asset in excess of $1.5 million including OREO, that are past due more than 90 days as of the date of the written agreement.
- Plan for Maintenance of Adequate Allowance for Loan Losses – Includes policies and procedures to ensure adherence to the Bank's revised ALLL methodology, provides for periodic reviews of the methodology as appropriate, and provides for review of ALLL by the Board at least quarterly.

Also as part of the agreement with the Federal Reserve Bank, Board oversight has been enhanced to monitor the operations of the Company including, but not limited to, asset improvement and adequacy of the allowance for loan and lease losses. With regard to asset improvement, the Company will not, directly or indirectly, extend, renew, or restructure any loan to any borrower, including any related interest of the borrower, whose loans were criticized by the Federal Reserve Bank in their June

Table of Contents

2009 examination, or any subsequent examination, without prior approval of a majority of the Board of Directors. Any extensions of credit, renewals, or restructurings on loans to such borrowers approved by the Board of Directors, will be supported with detailed written justification. Any additional loan, relationship, or asset in excess of $1.5 million that becomes past due more than 90 days, will be subject to a written plan to improve the Company's position with regard to the asset, and that plan will be submitted to the Federal Reserve Bank. The Company will submit written reports to the Federal Reserve Bank on a quarterly basis to include updates of progress made on asset improvement, as well as review and monitoring of the adequacy of the allowance for loan and lease losses.

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 collectability 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 in 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
- and the unallocated allowance

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 collectability 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 previous quarters as determined by management (time horizons adjusted as business cycles or environment changes) 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 homogeneous in nature and are therefore pooled by risk grade. These homogeneous 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 impaired loans and loans categorized as substandard, doubtful, and loss which are not considered impaired. At September 30, 2014, “classified” loans totaled $30,837,000 or 6.89% of gross loans as compared to $38,365,000 or 9.70% of gross loans at December 31, 2013.

Table of Contents

Specific allowances are established based on management’s periodic evaluation of loss exposure inherent in impaired loans. For impaired loans, specific allowances are determined based on the collateralized value of the underlying properties, the net present value of the anticipated cash flows, or the market value of the underlying assets. Formula allowances for classified loans, excluding impaired loans, are determined on the basis of additional risks involved with individual loans that may be in excess of risk factors associated with the loan portfolio as a whole. The specific allowance is different from the formula allowance in that the specific allowance is determined on a loan-by-loan basis based on risk factors directly related to a particular loan, as opposed to the formula allowance which is determined for a pool of loans with similar risk characteristics, based on past historical trends and other risk factors which may be relevant on an ongoing basis.

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 September 30, 2014 and December 31, 2013, as well as classified loans at those period-ends.

(in 000's)	September 30, 2014	December 31, 2013
Specific allowance – impaired loans	$719	$762
Formula allowance – classified loans not impaired	2,821	3,205
Formula allowance – special mention loans	28	31
Total allowance for special mention and classified loans	3,568	3,998
Formula allowance for pass loans	6,635	6,595
Unallocated allowance	912	395
Total allowance for loan losses	$11,115	$10,988
Impaired loans	14,386	18,132
Classified loans not considered impaired	16,451	20,233
Total classified loans	$30,837	$38,365
Special mention loans not considered impaired	$1,660	$1,825

Impaired loans decreased $3,746,000 between December 31, 2013 and September 30, 2014 and the specific allowance related to those impaired loans decreased $43,000 between December 31, 2013 and September 30, 2014. The formula allowance related to loans that are not impaired (including special mention and substandard) decreased by $387,000 between December 31, 2013 and September 30, 2014. The level of “pass” loans increased approximately $41,873,000 between December 31, 2013 and September 30, 2014, while the related formula allowance increased $40,000 during the same period. The formula allowance for “pass loans”is derived from the loan loss factors under migration analysis. Due to improvements in lending policies and loan review quality, less reserve is required for 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 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. Those factors 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.

Table of Contents

The general reserve requirements (ASC 450-70) decreased with the continued strengthening of local, state, and national economies and their impact on our local lending base, which has resulted in a lower qualitative component for the general reserve calculation. These positive factors were partially offset by the Company including OREO financial results in loss history and extending the look back period used to capture the loss history for the quantitative portion of the ALLL. In the third quarter of 2013, the look back period was changed from 4 years to stake-in-the-ground(December 31, 2005), in an effort to include higher losses experienced during the credit crisis. Changes in the mix of historical losses in the look back period resulted in a reallocation of the general reserve component of the allowance amount withing the various loan segments as compared to December 31, 2013. as loss experience by segment has fluctuated over time. The stake-in-the-ground methodology requires the Company to use December 31, 2005 as the starting point of the look back period to capture loss history. Time horizons are subject to Management's assessment of the current period, taking into consideration changes in business cycles and environment changes.

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 and are reviewed by senior management. Migration analysis and 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 Business Oversight 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 may also 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, troubled debt restructures, and performing loans in which full payment of principal or interest is not expected. Management bases the measurement of these impaired loans either 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 September 30, 2014 and December 31, 2013, the Company's recorded investment in impaired loans totaled $14,386,000 and $18,132,000, respectively. Included in total impaired loans at September 30, 2014, are $4,749,000 of impaired loans for which the related specific allowance is $719,000, as well as $9,637,000 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 December 31, 2013 included $5,460,000 of impaired loans for which the related specific allowance is $762,000 and $12,672,000 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 $14,714,000 during the first nine months of 2014. 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. At September 30, 2014, included in impaired loans, are troubled debt restructures totaling $7,078,000. Of the $7,078,000 in troubled debt restructures at September 30, 2014, $2,565,000 are on nonaccrual status. Troubled debt restructures on accrual status totaling $4,513,000 are current with regards to payments, and are performing according to the modified contractual terms.

The largest category of impaired loans at September 30, 2014 is real estate mortgage, comprising approximately 52.85% of total impaired loans at September 30, 2014. Additionally, commercial and industrial and real estate construction loans combined represent approximately another 46.59% of total impaired loan balances at September 30, 2014. Of the $1,008,000 in commercial and industrial impaired loans reported at September 30, 2014, none 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

Table of Contents

needed for these factors. Of total impaired loans at September 30, 2014, approximately $13,371,000 or 92.94% 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, developing that land if required, and developing 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 September 30, 2014 and December 31, 2013.

	Impaired Loan Balance	Reserve	Impaired Loan Balance	Reserve
(in 000's)	September 30, 2014	September 30, 2014	December 31, 2013	December 31, 2013
Commercial and industrial	$1,008	$47	$677	$9
Real estate – mortgage	7,603	670	15,573	753
RE construction & development	5,695	—	1,789	—
Agricultural	35	—	45	—
Installment/other	45	2	48	—
Commercial lease financing	—	—	—	—
Total Impaired Loans	$14,386	$719	$18,132	$762

Included in impaired loans are loans modified in troubled debt restructurings ("TDRs"), where concessions have been granted to borrowers experiencing financial difficulties in an attempt to maximize collection. The Company makes various types of concessions when structuring TDRs including rate reductions, payment extensions, and forbearance. At September 30, 2014, approximately $5,637,000 of the total $7,078,000 in TDRs was for real estate mortgages, and another $485,000 related to real estate construction and development loans at September 30, 2014.

Total troubled debt restructurings decreased 21.87% at September 30, 2014 compared to December 31, 2013. Nonaccrual TDRs decreased by 22.23% and accruing TDRs decreased by 21.66% over the same period. Within TDR categories, total residential mortgages and real estate construction TDRs showed a decrease of 26.17%. The majority of these credits are related to real estate construction projects that slowed significantly or stalled. The Company has pursued restructuring the qualified credits while the construction industry recovers in order to allow developers an opportunity to finish projects at a slower pace. Concessions granted in these circumstances include lengthened maturities, lower lot release prices, or rate reductions that enable the borrower to finish the construction projects and repay loans to the Company. The Company has had general success in its restructuring efforts even though not all restructured efforts will be entirely successful.

Table of Contents

The following table summarizes TDRs by type, classified separately as nonaccrual or accrual, which are included in impaired loans at September 30, 2014 and December 31, 2013.

(in thousands)	Total TDRs September 30, 2014	Nonaccrual TDRs September 30, 2014	Accruing TDRs September 30, 2014
Commercial and industrial	$876	$86	$790
Real estate - mortgage:			
Commercial real estate	1,381	1,381	—
Residential mortgages	4,256	1,098	3,158
Home equity loans	—	—	—
Total real estate mortgage	5,637	2,479	3,158
RE construction & development	485	—	485
Agricultural	35	—	35
Installment/other	45	—	45
Commercial lease financing	—	—	—
Total Troubled Debt Restructurings	$7,078	$2,565	$4,513

(in thousands)	Total TDRs December 31, 2013	Nonaccrual TDRs December 31, 2013	Accruing TDRs December 31, 2013
Commercial and industrial	$675	$—	$675
Real estate - mortgage:			
Commercial real estate	1,468	1,468	—
Residential mortgages	5,273	1,583	3,690
Home equity loans	—	—	—
Total real estate mortgage	6,741	3,051	3,690
RE construction & development	1,551	247	1,304
Agricultural	44	—	44
Installment/other	48	—	48
Commercial lease financing	—	—	—
Total Troubled Debt Restructurings	$9,059	$3,298	$5,761

Of the $7,078,000 in total TDRs at September 30, 2014, $2,565,000 were on nonaccrual status at period-end. Of the $9,059,000 in total TDRs at December 31, 2013, $3,298,000 were on nonaccrual status at period-end. As of September 30, 2014, the Company has no commercial real estate (CRE) workouts whereby an existing loan was restructured into multiple new loans (i.e., A Note/B Note structure).

For a restructured loan to return to accrual status there needs to be at least 6 months successful payment history. In addition, the Company’s Credit Administration performs a financial analysis of the credit to determine whether the borrower has the ability to continue to perform successfully over the remaining life of the loan. This includes, but is not limited to, a review of financial statements and a cash flow analysis of the borrower. Only after determining that the borrower has the ability to perform under the terms of the loans will the restructured credit be considered for accrual status.

Table of Contents

The following table summarizes special mention loans by type at September 30, 2014 and December 31, 2013.

(in thousands)	September 30, 2014	December 31, 2013
Commercial and industrial	$342	$590
Real estate - mortgage:		
Commercial real estate	1,100	—
Residential mortgages	218	1,204
Home equity loans	—	32
Total real estate mortgage	1,318	1,236
RE construction & development	—	—
Agricultural	—	—
Installment/other	—	—
Commercial lease financing	—	—
Total Special Mention Loans	$1,660	$1,826

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 which creates pressure on loan pricing. Low interest rates and a weak economy continue to dominate, even though real estate prices show signs of stabilization. The Company continues to place increased emphasis on reducing both the level of nonperforming assets and the level of losses on the disposition of these assets. It is in the best interest of both the Company and the borrowers to seek alternative options to foreclosure in an effort to reduce the impacts on the real estate market. As part of this strategy, the Company has increased its level of troubled debt restructurings, when it makes economic sense. While business and consumer spending show improvement in recent quarters, current GDP remains anemic. It is difficult to forecast what impact the Federal Reserve actions to hold rates low will have on the economy. The local market has remained more relatively stable economically during the past several years than some areas of the state and the nation, where more volatile economic impacts were experienced, including more severe deterioration of residential real estate markets. Although the local area residential housing markets have been hard hit, they continue to perform better than some parts of the state which bodes 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 compared with other regions but are historically high as a result of the area's agricultural dynamics. The Company believes that the Central San Joaquin Valley will continue to grow and diversify as property and housing costs remain low relative to other areas of the state. Management recognizes increased risk of loss due to the Company's exposure to 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 nine month periods indicated.

Table of Contents

Table 7. Allowance for Credit Losses - Summary of Activity

(In thousands)	September 30, 2014	September 30, 2013
Total loans outstanding at end of period before deducting allowances for credit losses	$447,011	$383,992
Average loans outstanding during period	414,769	394,081
Balance of allowance at beginning of period	10,988	11,784
Loans charged off:		
Real estate	(191)	(265)
Commercial and industrial	(183)	(678)
Installment and other	(10)	(258)
Total loans charged off	(384)	(1,201)
Recoveries of loans previously charged off:		
Real estate	332	744
Commercial and industrial	187	292
Installment and other	93	53
Total loan recoveries	612	1,089
Net loans recovered (charged off)	228	(112)
Provision charged to operating expense	(101)	(1,120)
Balance of allowance for credit losses at end of period	$11,115	$10,552
Net loan (recoveries) charge-offs to total average loans (annualized)	(0.07)%	0.04%
Net loan (recoveries) charge-offs to loans at end of period (annualized)	(0.07)%	0.04%
Allowance for credit losses to total loans at end of period	2.48%	2.75%
Net loan (recoveries) charge-offs to allowance for credit losses (annualized)	(2.74)%	1.42%
Provision for credit losses to net (recoveries) charge-offs (annualized)	(59.06)%	(1,333.33)%

Net loan charge-offs decreased $340,000 during the nine months ended September 30, 2014 when compared to the nine months ended September 30, 2013. Net loan recoveries of $228,000 experienced during the nine months ended September 30, 2014 included full or partial charge-offs of $285,000 in impaired loans.

At September 30, 2014 and September 30, 2013, $293,000 and $144,000, respectively, of the formula allowance is allocated to unfunded loan commitments and is, therefore, reported separately in other liabilities. Management believes that the 2.48% credit loss allowance at September 30, 2014 is adequate to absorb known and inherent risks in the loan portfolio. No assurance can be given, however, regarding economic conditions or other circumstances which may adversely affect the Company's service areas and result in losses to the loan portfolio.

It is the Company's policy to discontinue the accrual of interest income on loans when reasonable doubt exists with respect to the timely collectability of interest or principal due or the ability of the borrower to otherwise 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. Interest collected is thereafter credited to principal. Management may grant exceptions to this policy if the loans are well secured and in the process of collection.

Table of Contents

Table 8. Nonperforming Assets

(In thousands)	September 30, 2014		December 31, 2013	
Nonaccrual Loans	$9,755		$12,341	
Restructured Loans (1)	4,513		5,761	
Total nonperforming loans	14,268		18,102	
Other real estate owned	14,343		13,946	
Total nonperforming assets	$28,611		$32,048	
Nonperforming loans to total gross loans	3.19	%	4.58	%
Nonperforming assets to total assets	4.14	%	5.04	%
Allowance for loan losses to nonperforming loans	77.90	%	60.70	%

(1) Included in nonaccrual loans at September 30, 2014 and December 31, 2013 are restructured loans totaling $2,565,000 and $3,298,000, respectively.

Non-performing loans decreased $3,834,000 between December 31, 2013 and September 30, 2014. Nonaccrual loans decreased $2,586,000 between December 31, 2013 and September 30, 2014, with real estate mortgage and real estate construction loans each comprising approximately 98.83% of total nonaccrual loans at September 30, 2014. The following table summarizes the nonaccrual totals by loan category for the periods shown. The ratio of the allowance for loan losses to nonperforming loans increased from 60.70% at December 31, 2013 to 77.90% at September 30, 2014.

	Balance	Balance	Change from	
Nonaccrual Loans (in 000's):	September 30, 2014	December 31, 2013	December 31, 2013	
Commercial and industrial	$114	$—	$114	
Real estate - mortgage	4,434	11,873	(7,439	)
RE construction & development	5,207	468	4,739	
Agricultural	—	—	0	
Installment/other	—	—	—	
Total Nonaccrual Loans	$9,755	$12,341	$(2,586	)

Loans past due more than 30 days receive increased management attention and are monitored for increased risk. The Company continues to move past due loans to nonaccrual status in an ongoing effort to recognize and address loan problems as early and most effectively as possible. As impaired loans, nonaccrual and restructured loans are reviewed for specific reserve allocations, the allowance for credit losses is adjusted accordingly.

Except for the nonaccrual loans included in the above table, or those included in the impaired loan totals, there were no loans at September 30, 2014 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.

Table of Contents

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, when needed, 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. 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. At September 30, 2014, the Company had no borrowings, as its deposit base currently provides funding sufficient to support its asset values.

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 September 30, 2014, the Bank had 64.75% of total assets in the loan portfolio and a loan to deposit ratio of 75.64%, as compared to 62.12% of total assets in the loan portfolio and a loan to deposit ratio of 72.81% at December 31, 2013. Liquid assets at September 30, 2014, include cash and cash equivalents totaling $134,885,000 as compared to $135,212,000 at December 31, 2013. Other sources of liquidity include collateralized lines of credit from the Federal Home Loan Bank, and from the Federal Reserve Bank totaling $305,898,000 and an uncollateralized line of credit from Pacific Coast Banker's Bank (PCBB) of $10,000,000 at September 30, 2014.

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.) Since the quarter ended March 31, 2009, the Bank has been precluded from paying a cash dividend to the Company. To conserve cash and capital resources, the Company elected at March 31, 2009 to defer the payment of interest on its junior subordinated debt beginning with the quarterly payment due October 1, 2009. During the second quarter of 2014, the Bank received approval from the Federal Reserve Bank to upstream a dividend to the parent company for the purpose of payment of deferred interest on the Company's junior subordinated debt. During the nine months ended September 30, 2014, the Company received $1,405,000 in cash dividends from the Bank.

Cash Flow

The period-end balances of cash and cash equivalents for the periods shown are as follows (from Consolidated Statements of Cash Flows – in 000's):

	Balance
December 31, 2012	$141,627
September 30, 2013	$181,842
December 31, 2013	$135,212
September 30, 2014	$134,885

Cash and cash equivalents decreased $327,000 during the nine months ended September 30, 2014, as compared to an increase of $40,215,000 during the nine months ended September 30, 2013.

Table of Contents

The Company had a net cash inflow from operations of $6,106,000 for the nine months ended September 30, 2014 and a cash inflow from operations totaling $9,167,000 for the period ended September 30, 2013. The Company experienced net cash outflows from investing activities totaling $54,987,000 from an increase in loans and purchases of investment securities during the nine months ended September 30, 2014. For the nine months ended September 30, 2013, the Company experienced net cash inflows from investing activities of $22,847,000 due to settlement of OREO properties and decreases in loans.

During the nine months ended September 30, 2014, the Company experienced net cash inflows from financing activities totaling $48,554,000, primarily as the result of increases in demand deposits accounts. For the nine months ended September 30, 2013, the Company experienced net cash inflows of $8,201,000 from financing activities due to increases in demand deposit and savings accounts.

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

Regulatory Matters

Regulatory Agreement with the Federal Reserve Bank of San Francisco

Effective March 23, 2010, United Security Bancshares (the "Company") and its wholly owned subsidiary, United Security Bank (the "Bank"), entered into a written agreement (the “Agreement”) with the Federal Reserve Bank of San Francisco. Under the terms of the Agreement, the Company and the Bank agreed 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 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 Company may hinder the Company’s ability to meet its ongoing operating obligations.

This Agreement entered into with the Federal Reserve Bank of San Francisco was a result of a regulatory examination that was conducted by the Federal Reserve and the California Department of Financial Institutions in June 2009 (“Report of Examination”). The Agreement was the result of significant increases in nonperforming assets, both classified loans and OREO, during 2008 and 2009 increasing the overall risk profile of the Bank. The increased risk profile of the Bank included heightened concerns about the Bank’s use of brokered and other whole funding sources which had been used to fund loan growth and reduce the Company’s overall cost of interest bearing liabilities. With loan growth funded to some degree by wholesale funding sources, liquidity risk increased, and higher levels of nonperforming assets increased risk to equity capital and potential volatility in earnings.

The Agreement’s major components and requirements for the Bank are as follows:

- Strengthen board oversight of the Bank’s management and operations by the Bank submitting a written plan to the Federal Reserve Bank to address and include (i) the actions that the board will take to improve the Bank’s conditions and maintain effective control over, and supervision of, the Bank’s major operations and activities, (ii) the responsibility of the board to monitor management's adherence to approved policies and procedures, and applicable laws and regulations; and (iii) a description of the information and reports that are regularly reviewed by the board in its oversight of the operations and management of the Bank;

- Strengthen credit risk management practices of the Bank by the Bank submitting a written plan to the Federal Reserve Bank to address and include (i) the responsibility of the Board of Directors to establish appropriate risk tolerance guidelines and risk limits; (ii) timely and accurate identification and quantification of credit risk within the loan portfolio; (iii) strategies to minimize credit losses and reduce the level of problem assets; (iv) procedures for the on-going review of the investment portfolio to evaluate other-than temporary-impairment ("OTTI") and accurate accounting for OTTI; (v) stress testing of commercial real estate loan and portfolio segments; and (vi) measures to reduce the amount of other real estate owned;

Table of Contents

- Strengthen asset quality at the Bank by (i) not extending, renewing, or restructuring any credit to or for the benefit of any borrower, including any related interest of the borrower, whose loans or other extensions of credit were criticized in the Report of Examination or in any subsequent report of examination, without appropriate underwriting analysis, documentation, board or committee approval and certification that the board or committee reasonably believes that the extension of credit will not impair the Bank's interest in obtaining repayment of the already outstanding credit and that the extension of credit or renewal will be repaid according to its terms, (ii) submitting to the Federal Reserve Bank an acceptable written plan designed to improve the Bank's position through repayment, amortization, liquidation, additional collateral, or other means on each loan or other asset in excess of $1.5 million including other real estate owned that is past due as to principal or interest more than 90 days, on the Bank's problem loan list, or was adversely classified in the Report of Examination or subsequent report of examination;

- Improve management of the Bank's allowance for loan losses by (i) eliminating from its books, by charge-off or collection, all assets or portions of assets classified "loss" in the Report of Examination that have not been previously collected in full or charged off within 10 days of the Agreement, and, within 30 days from the receipt of any federal or state report of examination, charge off all assets classified "loss" unless otherwise approved in writing by the Federal Reserve Bank, (ii) maintain a sound process for determining, documenting, and recording an adequate allowance for loan and lease losses ("ALLL") in accordance with regulatory reporting instructions and relevant supervisory guidance, and (iii) within 60 days of the date of the Agreement, submitting to the Federal Reserve Bank an acceptable written program for the maintenance of an adequate ALLL, including provision for a review of the ALLL by the board on at least a quarterly calendar basis and remedying any deficiency found in the ALLL in the quarter it is discovered, and the board maintaining written documentation of its review of the ALLL;

- Maintain sufficient capital at the Company and Bank by submitting to the Federal Reserve Bank an acceptable written plan to maintain sufficient capital at the Company, on a consolidated basis, and the Company and the Bank shall jointly submit to the Reserve Bank an acceptable written plan to maintain sufficient capital at the Bank, as a separate legal entity on a stand-alone basis that (i) complies with the applicable bank and bank holding company capital maintenance regulations and regulatory guidelines and that also considers the adequacy of the Bank's capital, (ii) takes into account the volume of classified credits, concentrations of credit, ALLL, current and projected asset growth, and projected retained earnings, the source and timing of additional funds to fulfill the Company's and the Bank's future capital requirements, and a provision to notify the Federal Reserve Bank when either entity falls below the capital ratios in the accepted plan;.

- Submit a revised business plan and budget to the Federal Reserve Bank for 2010 and subsequent calendar years that the Bank is subject to the Agreement to improve the Bank's earnings and overall condition, which plan at a minimum provides a realistic and comprehensive budget for the remainder of calendar year 2010, and description of the operating assumptions that form the basis for, and adequately support, major projected income, expense, and balance sheet components;

- Not make certain distributions, dividends, and payments, specifically that (i) the Company and Bank agreeing not to declare or pay any dividends without the prior written approval of the Federal Reserve Bank and the Director of the Division of Banking Supervision and Regulation of the Board of Governors ("Director"), (ii) the Company not taking any other form of payment representing a reduction in capital from the Bank without the prior written approval of the Federal Reserve Bank, and (iii) the Company and its nonbank subsidiaries not making any distributions of interest, principal, or other sums on subordinated debentures or trust preferred securities without the prior written approval of the Federal Reserve Bank and the Director;

- Not incur debt or redeem stock, without the prior written approval of the Federal Reserve Bank. The Company agrees not to incur, increase, or guarantee any debt or purchase or redeem any shares of its stock;

- Correct violations of the laws by (i) the Bank immediately taking all necessary steps to correct all violations of law and regulation cited in the Report of Examination, (ii) the board of the Bank taking the necessary steps to ensure the Bank's future compliance with all applicable laws and regulations, (iii) complying with the notice provisions of Section 32 of the FDI Act (12 U.S.C. § 1831i) and Subpart H of Regulation Y of the Board of Governors of the Federal Reserve System (12 C.F.R. §§ 225.71 et seq) prior to appointing any new director or senior executive officer, or changing the responsibilities of any senior executive officer so that the officer would assume a different senior executive officer position, and (iv) complying with the restrictions on indemnification and severance payments of Section 18(k) of the FDI Act (12 U.S.C. § 1828(k)) and Part 359 of the FDIC's regulations (12 C.F.R. Part 359);

Table of Contents

- Comply with the Agreement by (i) appointing a compliance committee of the Bank ("Compliance Committee") within 10 days of the date of the Agreement to monitor and coordinate the Bank's compliance with the provisions of the Agreement, which Compliance Committee is composed of a majority of outside directors who are not executive officers or principal shareholders of the Bank and which is to meet at least monthly and report its findings to the board of directors of the Bank, and (ii) the Company and Bank within 30 days after the end of each calendar quarter following the date of the Agreement submitting to the Federal Reserve Bank written progress reports detailing the form and manner of all actions taken to secure compliance with the Agreement and the results of such actions.

For a copy of the Agreement with the Federal Reserve Bank of San Francisco, see the Company's Form 8-K filed with the Securities and Exchange Commission on March 25, 2010.

Since the effective date of the Agreement, the Bank submitted quarterly progress reports to the Federal Reserve. As of the October 29, 2014 progress report submitted for the third quarter of 2014, the Company and the Bank believe they are in compliance with the Agreement, including deadlines and remediation of violations of laws and regulations regarding stale loan appraisals.

Regulatory Order from the California Department of Business Oversight

During May of 2010, the California Department of Business Oversight (formerly known as the California Department of Financial Institutions) issued a written order (the "Order") pursuant to section 1913 of the California Financial Code to the Bank as a result of a regulatory examination that was conducted by the Federal Reserve and the California Department of Business Oversight in June 2009. The Order issued by the California Department of Business Oversight was similar to the agreement with the Federal Reserve Bank of San Francisco, except for certain additional requirements.

On September 24, 2013, the Bank entered into a Memorandum of Understanding (the "MOU") with the California Department of Business Oversight (formerly known as the California Department of Financial Institutions). Effective October 15, 2013, the California Department of Business Oversight terminated the Order issued in May 2010. The additional requirements in the MOU for the Bank are as follows:

- Develop and adopt a capital plan to maintain a ratio of tangible shareholders' equity to total tangible assets equal to or greater than 9% and include in such capital plan a capital contingency plan for raising additional capital in the event of various contingencies;

- Maintain a ratio of tangible shareholders' equity to total tangible assets equal to or greater than 9%

- Maintain an adequate allowance for loan losses and remedy any deficiency in the allowance for loan losses in the calendar quarter in which it is discovered; and

- Not establish any new branches or other offices without the prior written consent of the Commissioner of the California Department of Business Oversight

- Provide progress reports within 30 days after the end of each calendar quarter following the effective date of the MOU to the California Department of Business Oversight detailing the form and manner of all actions taken to secure compliance with the MOU and Agreement and the results of such actions.

- Within 180 days from the effective date of the MOU, reduce the assets classified "Substandard" to not more than 45% of total capital.

- Within 270 days from the effective date of the MOU, reduce the assets classified "Substandard" to not more than 40% of total capital.

The Bank is currently in full compliance with the requirements of the MOU including its deadlines.

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

Table of Contents

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.

Pursuant to the March 2010 Agreement with the Federal Reserve Bank, the Company and the Bank are required to maintain sufficient capital to support current and future capital needs, including compliance with Capital Adequacy Guidelines taking into account the volume of classified assets, concentrations of credit, the level of the allowance for loan losses, current and projected growth, and projected retained earnings. Pursuant to the MOU issued by the California Department of Business Oversight in October 2013, the Bank is required to maintain a ratio of tangible shareholders' equity to total tangible assets equal to or greater than 9.0%. For purposes of the MOU, "tangible shareholders' equity" is defined as shareholders' equity minus intangible assets. The Bank's ratio of tangible shareholders' equity to total tangible assets was 12.60% at September 30, 2014.

As part of the March 2010 Agreement, the Company has written, and submitted to the Federal Reserve Bank, a capital plan that includes guidelines and trigger points to ensure sufficient capital is maintained at the Bank and the Company, and that capital ratios are maintained at a level deemed appropriate under regulatory guidelines given the level of classified assets, concentrations of credit, ALLL, current and projected growth, and projected retained earnings. The capital plan also contains contingency strategies to obtain additional capital as required to fulfill future capital requirements for both the Bank as a separate legal entity, and the Company on a consolidated basis. The capital plan also addresses the requirement of both the Bank and the Company to comply with the Federal Banks' Capital Adequacy Guidelines, and contingency plans to ensure the maintenance of adequate capital levels under those guidelines.

The following table sets forth the Company's and the Bank's actual capital positions at September 30, 2014, as well as the minimum capital requirements and requirements to be well capitalized under prompt corrective action provisions (Bank required only) under the regulatory guidelines discussed above:

Table 9. Capital Ratios

	Company	Bank		To Be Well Capitalized under Prompt Corrective
	Actual Capital Ratios	Actual Capital Ratios	Minimum Capital Ratios	Action Provisions
Total risk-based capital ratio	16.50%	16.07%	10.00%	10.00%
Tier 1 capital to risk-weighted assets	15.22%	14.80%	5.00%	6.00%
Leverage ratio	11.94%	11.68%	4.00%	5.00%

As is indicated by the above table, and the above discussion of the required ratio of tangible shareholders' equity to total tangible assets under the MOU, the Company and the Bank exceeded all applicable regulatory capital guidelines at September 30, 2014. Management believes that, under the current regulations, both will continue to meet their minimum capital requirements in the foreseeable future.

Dividends

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 to 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.

Table of Contents

As noted earlier, the Company and the Bank have entered into an agreement with the Federal Reserve Bank that, among other things, requires prior approval before paying a cash dividend or otherwise making a distribution of stock, increasing debt, repurchasing the Company’s common stock, or any other action which would reduce capital of either the Bank or the Company. In addition, under the agreement with the Federal Reserve Bank, the Company is now prohibited from making interest payments on the junior subordinated debentures without prior approval of the Federal Reserve Bank. During the nine months ended September 30, 2014, the Company received $1,405,000 in cash dividends from the Bank to pay interest on the junior subordinated debentures and pay Company operating expenses.

The Bank, as a state-chartered bank, is subject to dividend restrictions set forth in California state banking law and administered by the Commissioner of the California Department of Business Oversight (“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. During 2005, the Company implemented a deposit reclassification program, which allows the Company to reclassify a portion of transaction accounts to non-transaction accounts for reserve purposes. The deposit reclassification program was provided by a third-party vendor, and has been approved by the Federal Reserve Bank. At September 30, 2014, the bank was not subject to a reserve requirement.

Item 4. Controls and Procedures

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating our disclosure controls and procedures, our management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and our management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As of September 30, 2014, the end of the period covered by this report, an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures was carried out. Based on the foregoing, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level.

Changes in Internal Control over Financial Reporting

There have not been any changes in the Company's internal control over financial reporting that occurred during the quarter ended September 30, 2014, that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

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

Table of Contents

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.

Table of Contents

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, 2013.

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

None during the quarter ended September 30, 2014.

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 8 to the consolidated financial statements in this report.

Table of Contents

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.

		United Security Bancshares
Date:	November 5, 2014	/S/ Dennis R. Woods Dennis R. Woods President and Chief Executive Officer
		/S/ Kenneth L. Donahue Kenneth L. Donahue Executive Vice President and Acting Chief Financial Officer