UNITED SECURITY BANCSHARES
Form 10-K
April 04, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED DECEMBER 31, 2010.

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: 000-32987

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)

Registrant’s telephone number, including area code (559) 248-4943

Securities registered pursuant to Section 12(b) of the Act: Common Stock, no par value on Nasdaq
(Title of Class)
Securities registered pursuant to Section 12(g) of the Act: NONE

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 if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) 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 o

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 o No o

Indicate by check mark if disclosure of delinquent filers pursuant to item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrants knowledge, in the definitive proxy or information statements incorporated by reference in Part III of this form 10-K or any amendment to this Form 10-K. o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange 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). Yeso 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, 2010: $32,434,746

Shares outstanding as of February 28, 2011: 13,003,840

DOCUMENTS INCORPORATED BY REFERENCE

Certain portions of the Definitive Proxy Statement for the 2011 Meeting of Shareholders is incorporated by reference into Part III.	Part III, Items 10, 11, 12, 13 and 14

UNITED SECURITY BANCSHARES
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PART 1

Certain matters discussed or incorporated by reference in this Annual Report of Form 10-K including, but not limited to, those described in "Item 7 - Management's Discussion and Analysis of Financial Condition and Results of Operations", are forward-looking statements as defined under the Securities Litigation Reform Act of 1995 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, among others, (1) competitive pressure in the banking industry increases significantly; (2) changes in the interest rate environment which may reduce margins and devalue assets; (3) general economic conditions, either nationally or regionally, are less favorable than expected, resulting in, among other things, a deterioration in credit quality; (4) changes in the regulatory environment; (5) failure to comply with the regulatory agreement under which the Company is subject; (6) changes in business conditions and inflation; (7) changes in securities markets; (8) asset/liability matching risks and liquidity risks; (9) potential impairment of goodwill and other intangible assets; (10) loss of key personnel; and (11) operational interruptions including data processing systems failure and fraud. Therefore, the information set forth therein should be carefully considered when evaluating the business prospects of the Company.

Item 1 - Business

General

United Security Bancshares (the “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. The Company’s stock is listed on NASDAQ under the symbol “UBFO”. United Security Bank (the “Bank”) is a wholly-owned bank subsidiary of the Company and was formed in 1987. United Security Bancshares Capital Trust I (the “Trust”) was formed during June of 2001 as a Delaware business trust for the sole purpose of issuing Trust Preferred securities. The Trust was originally formed as a subsidiary of the Company, but was deconsolidated during 2004 pursuant to the adoption of ASC 810 (as revised), “Consolidation of Variable Interest Entities”. During July 2007, the Trust Preferred Securities issued under USB Capital Trust I were redeemed, and upon retirement, the USB Capital Trust I was dissolved. During July the Company formed United Security Bancshares Capital Trust II and issued $15.0 million in Trust Preferred Securities with terms similar to those originally issued under USB Capital Trust I, except at a lower interest rate. At present, the Company does not engage in any material business activities other than ownership of the Bank.

United Security Bank

On June 12, 2001, the Bank became the wholly owned subsidiary of United Security Bancshares, through a tax-free holding company reorganization, accounted for on a basis similar to the pooling of interest method. In the transaction, each share of Bank stock was exchanged for a share of Company stock on a one-to-one basis.

The Bank is a California state-chartered bank headquartered in Fresno, California. It is also a member of the Federal Reserve System (“Fed member”). The Bank originally commenced business on December 21, 1987 as a national bank and, during the fourth quarter of 1998, filed an application with the California Department of Financial Institutions and other regulatory authorities to become a state-chartered bank. The shareholders approved the conversion in January of 1999, and the Bank was granted approval to operate as a state-chartered bank on February 3, 1999. The Bank’s operations are currently subject to federal and state laws applicable to state-chartered, Fed member banks and its deposits are insured up to the applicable limits by the Federal Deposit Insurance Corporation (the "FDIC"). The Bank is also subject to the Federal Deposit Insurance Act and regulatory reporting requirements of the FDIC. As a state-chartered bank and a member of the Federal Reserve System, the Bank is subject to supervision and regular examinations by the Board of Governors of the Federal Reserve System (the “FRB”) and the California Department of

Financial Institutions (the “DFI”). In addition, the Bank is required to file reports with the FRB and provide such additional information as the FRB may require.

USB Investment Trust Inc. was incorporated effective December 31, 2001 as a special purpose real estate investment trust (“REIT”) under Maryland law. The REIT is a subsidiary of the Bank and was funded with $133.0 million in real estate-secured loans contributed by the Bank. USB Investment Trust was originally formed to give the Bank flexibility in raising capital, and reduce the expenses associated with holding the assets contributed to USB Investment Trust. For further discussion of the REIT, refer to Item 7 – Management’s Discussion and Analysis of Financial Condition and Results of Operations – Income Taxes.

Effective April 23, 2004, the Company completed a merger with Taft National Bank headquartered in Taft, California. Taft National Bank (“Taft”) was merged into United Security Bank and Taft’s two branches, one located in Taft and the other located in Bakersfield, California, operate as branches of United Security Bank. The total consideration paid to Taft shareholders was 241,447 shares of the Company’s Common Stock valued at just over $6 million. In the merger, the Company acquired $15.4 million in cash and short-term investments $23.3 million in loans, and $48.2 million in deposits. This transaction was accounted for using the purchase method of accounting, and resulted in the purchase price being allocated to the assets acquired and liabilities assumed from Taft based on the fair value of those assets and liabilities, with resultant goodwill of $1.6 million and core deposits intangibles of $1.9 million. Goodwill is not amortized but is reviewed at least annually for impairment, while core deposit intangibles are being amortized over a period of approximately 7 years. At the time of the merger, the Company sought opportunities to expand its market area to the south with the expectation that the Bakersfield area would have significant growth given its strategic location just north of Los Angeles. The two branches purchased have grown since the merger in 2004, with loans totaling $58.3 million, and deposits totaling $68.5 million at December 31, 2010. Like much of the rest of the San Joaquin Valley, the Bakersfield area has been impacted to a large degree by the slowdown in residential real estate markets and resulting depressed real estate prices. Of the $51.0 million in total impaired loans reported by the Company at December 31, 2010, $19.5 million was related to the Bakersfield operation with a specific reserve of $4.3 million. The Company believes there was no impairment on either the goodwill or core deposit intangible related to the Taft merger.

On February 16, 2007, the Company completed its merger with Legacy Bank, N.A., located in Campbell, California, with the acquisition of 100 percent of Legacy's outstanding common shares. At merger, Legacy Bank's one branch was merged with and into United Security Bank, a subsidiary of the Company. The purchase of Legacy Bank provided the Company with an opportunity to expand its market area into Santa Clara County and to serve a growing small business niche and individual client base built by Legacy. At the time of the merger, Legacy had $62.5 million in net loans and $69.6 million in total deposits. At December 31, 2010 total loans and deposits related to the Campbell branch totaled $37.8 million and $22.6 million, respectively, and have decreased as the result of declines in lending markets in that area as well as significant competition for deposits. Impaired loans related to the Campbell branch at December 31, 2010 totaled $2.0 million with a related specific reserve of $591,000. The Company believes that as the economy recovers from the recent significant downturn, there will be increased opportunities to expand business within the greater Campbell area particularly in lending to small-to-medium sized businesses. The total value of the merger transaction was $21.5 million, and the shareholders of Legacy Bank received merger consideration consisting of 976,411 shares of common stock of the Company. The merger transaction was accounted for as a purchase transaction, and resulted in the purchase price being allocated to the assets acquired and liabilities assumed from Legacy Bank based on the fair value of those assets and liabilities, with resultant goodwill of $8.8 million and core deposits intangibles of $1.9 million. Goodwill is not amortized but is reviewed at least annually for impairment, while core deposit intangibles are being amortized over a period of approximately 7 years. The Company recognized goodwill impairment charges of $1.4 million and $3.0 million and impairment charges related to core deposit intangibles of $81,000 and $57,000 for the years ended December 31, 2010 and December 31, 2009, respectively. The Company recognized no impairment charges related to goodwill or core deposit intangibles prior to 2009.

During November 2007, the Company purchased the recurring contractual revenue stream and certain fixed assets from ICG Financial, LLC. Additionally, the Company hired all but one of the former employees of ICG Financial, LLC and its subsidiaries. The total purchase price was $414,000 including $378,000 for the recurring revenue stream and $36,000 for the fixed assets. As a department of the Bank, USB Financial Services provides wealth management, employee benefit, insurance and loan products, as well as consulting services for a variety of clients, utilizing employees hired from ICG Financial LLC. At the time of the purchase, the Company believed the wealth management and related services provided by USB Financial Services would enhance the products and services offered by the Company, and increase noninterest income. The original capitalized cost of $378,000 for the recurring contractual revenue stream was fully amortized at December 31, 2010. While the addition of USB Financial Services has broadened the products and services offered by the Company, the operation has not performed as well as originally anticipated resulting in marginal or no profitability over the past several years. The staff of the department has been reduced mostly through attrition, and the Company has recognized impairment charges of $25,000 and $24,000 for the years ended December 31, 2009 and 2008, respectively, related to the recurring revenue stream, some of which has ended earlier than the three-year anticipated life.

At December 31, 2010, the Bank operates three branches (including its main office), one construction lending office, and one financial services office in Fresno and one branch each, in Oakhurst, Caruthers, San Joaquin, Firebaugh, Coalinga, Bakersfield, Taft, and Campbell. In addition, the Company and Bank have administrative headquarters located at 2126 Inyo Street, Fresno, California, 93721. The Company operates as one operating segment.

At December 31, 2010, 2009, and 2008, the consolidated Company had total assets of approximately $678.2, $693.2 million, and $761.1 million, respectively. For the year ended December 31, 2010, the Company reported a net loss of $4.5 million, as compared to a net loss of $4.5 million and net income of $4.1 million for the years ended December 2009 and 2008, respectively. At December 31, 2010, the consolidated Company had approximately $424.5 million in net loans, $557.5 million in deposits, and $73.3 million in shareholders' equity.

Effective March 23, 2010, United Security Bancshares (the "Company") and its wholly owned subsidiary, United Security Bank (the "Bank"), entered into a written agreement with the Federal Reserve Bank of San Francisco (see “Regulatory Action” included below Supervision and Regulation for further information on terms of the written agreement). As a result of the agreement, the Company will, among other things, continue to focus its attention on reducing the level of problem assets while maintaining adequate liquidity and capital, and reducing its dependence on brokered and other wholesale deposits.

The Company has slowed its loan growth significantly over the past three years as a result of the economic downturn, and will continue to do so as a result of the recent agreement with the Federal Reserve Bank and California Department of Financial Institutions (referred to collectively herein as Federal Reserve Bank unless otherwise noted). While total loans declined 6.6% between December 31, 2008 and December 31, 2009, and declined 13.1% between December 31, 2009 and December 31, 2010, real estate construction and development loans declined 30.4% and 38.1% between those periods, and decreased as a percentage of total loans from 27.7% of total loans at December 31, 2008 to 14.8% of total loans at December 31, 2010. During the same three-year period, nonperforming assets and related loan losses were increasing, with loan loss provisions of $12.5 million, $13.4 million and $9.5 million for the years ended December 31, 2010, 2009, and 2008, respectively. The largest impact of nonperforming assets was in the real estate construction and development area with significant slowdowns in housing starts combined with swift and severe declines in housing prices in the Company’s market area as well as the rest of the country during 2008 thru 2010. Management’s focus over the past three years, as a result of the depressed economy as well as the recent agreement with the Federal Reserve Bank, has been to concentrate its efforts on reducing the level of nonperforming assets rather than developing new business and growing the loan portfolio. This has been challenging in an economic environment where real estate construction all but stopped in late 2008 and early 2009, and housing prices continued to decline quarter after quarter, while unemployment and other economic factors grew worse. Lending policies and procedures have been enhanced, exposure to real estate loans have been reduced, and loan modifications, including rate and maturity concessions, and forbearance agreements, have been utilized more frequently to minimize loss exposure in the loan portfolio.

While loan growth prior to 2007 was funded to some degree by brokered deposits and other wholesale funding sources, the current state of the economy and the financial condition of the Company have made it increasingly important to continue to develop core deposits and reduce the Company’s dependence on brokered and other wholesale funding sources, including lines of credit the Federal Reserve Bank and the FHLB. The Company increased its efforts early in 2009 to develop core deposit growth with employee training throughout the entire organization and a deposit-gathering program that incented employees to bring in new deposits from our local market area and establish more extensive relationships with our customers. The Company continues its deposit gathering program and has committed additional resources to its efforts during 2010 including two full time employees dedicated to business development. As a result of the formal agreement with the Federal Reserve Bank issued in March 2010, the Bank will reduce its dependence on wholesale funding sources, including brokered deposits, to a level more in-line with peers. The Bank, as part of its Liquidity Improvement Plan, will continue to reduce levels of brokered deposits to peer levels over the coming year.

While we still have a higher percentage of brokered deposits than peers at December 31, 2010, efforts to restructure the balance sheet through reducing the level of total assets, and specifically real estate loans, are proving successful. Total wholesale borrowings and brokered deposits decreased from $169.4 million at December 31, 2009 to $113.5 million at December 31, 2010, representing a decrease of $55.9 million, and the Company improved its liquidity positions with an increase in fed funds sold and other overnight investments of $11.6 million at December 31, 2009 to $84.6 million at December 31, 2010.

The following discussion of the Company's services should be read in conjunction with "MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS."

Bank Services

As a state-chartered commercial bank, United Security Bank offers a full range of commercial banking services primarily to the business and professional community and individuals located in Fresno, Madera, Kern, and Santa Clara Counties.

The Bank offers a wide range of deposit instruments including personal and business checking accounts and savings accounts, interest-bearing negotiable order of withdrawal ("NOW") accounts, money market accounts and time certificates of deposit. Most of the Bank's deposits are attracted from individuals and from small and medium-sized business-related sources. Time deposits have provided a significant portion of the Bank's deposit base amounting to 35.8%, 40.8% and 36.3% of total deposits as December 31, 2010, 2009, and 2008, respectively. A portion of those time deposits are brokered deposits which are considered wholesale funding sources generally from out of the Bank's market area. Brokered deposits comprised 14.6%, 23.0%, 18.0% of total deposits as December 31, 2010, 2009, and 2008, respectively. As a result of the formal agreement with the Federal Reserve Bank issued in March 2010, the Bank will reduce its dependence on wholesale funding sources, including brokered deposits, to a level more in-line with peers which is currently approximately 4% of total deposits. The Bank, as part of its Liquidity Improvement Plan, will reduce levels of brokered deposits to peer levels over a period of approximately two years.

The Bank also engages in a full complement of lending activities, including real estate mortgage (35.7% of total loans at December 31, 2010), commercial and industrial (36.0% of total loans at December 31, 2010), real estate construction (14.8% of total loans at December 31, 2010), as well as agricultural (10.5% of total loans at December 31, 2010), lease financing (0.1% of total loans at December 31, 2010), and consumer loans (2.9% of total loans at December 31, 2010), with particular emphasis on short and medium-term obligations. Approximately 45.2%, 48.3%, 50.5%, of the loan portfolio was comprised of commercial real estate loans at December 31, 2010, 2009, and 2008, respectively. Approximately 64% of the Bank's loans are secured by real estate at December 31, 2010. A loan may be secured (in whole or in part) by real estate even though the purpose of the loan is not to facilitate the purchase or development of real estate. At December 31, 2010, the Bank had loans (net of unearned fees) outstanding of $441.0 million, which represented approximately 79% of the Bank's total deposits and approximately 65% of its total assets.

Real estate mortgage loans are secured by deeds of trust primarily on commercial property. Repayment of real estate mortgage loans is generally from the cash flow of the borrower. Commercial and industrial loans have a high degree of industry diversification. Loans may be originated in the Company’s market area, or participated with other financial institutions outside the Company’s market area. A substantial portion of the Company’s commercial and industrial loans are secured by accounts receivable, inventory, leases or other collateral. The remainder, are unsecured; however extensions of credit are predicated on the financial capacity of the borrower to repay. Repayment of commercial loans is generally from the cash flow of the borrower. Real estate construction loans consist of loans to residential contractors, which are secured by single-family residential properties. All real estate loans have established equity requirements. Repayment of real estate construction loans is generally from long-term mortgages with other lending institutions. Agricultural loans are generally secured by land, equipment, inventory and receivables. Repayment of agricultural loans is generally from the expected cash flow of the borrower.

Although the Bank has a high concentration of commercial real estate loans, the Bank is not in the business of making residential mortgage loans to individuals. Residential mortgage loans totaled $23.8 million or 5.4% of the total portfolio at December 31, 2010. The Bank does not originate, or have in its loans portfolio, any subprime, Alt-A, or option adjustable rate loans. The Bank does originate interest-only loans which are generally revolving lines of credit to commercial and agricultural businesses or for real estate development where the borrowers business may be seasonal or cash flows may be restricted until the completion of the project. In addition, the Bank has restructured certain loans to allow the borrower to continue to perform on the loan under a troubled debt restructuring plan. Interest-only loans comprised 38.4% 48.1% and 57.4% of total loans at December 31, 2010, 2009, and 2008, respectively.

The Bank does purchase loan participations from, and does sell loan participations to, other financial institutions. The underwriting standards for loan participations or purchases are the same as non-participated loans, and are subject to the same limitations, collateral requirements, and borrower requirements. The Bank has reduced its level of loan participations over the past several years. Loan participations purchased comprised 3.9%, 4.7% and 6.6% of the total loan portfolio at December 31, 2010, 2009, and 2008, respectively. Loan participations sold comprised 2.0%, 3.1% and 5.4% of the total loan portfolio at December 31, 2010, 2009, and 2008, respectively. During the past year, participation lending activity has decreased and currently the Company is participating in few, if any, participation sales or purchases.

In the normal course of business, the Bank makes various loan commitments and incurs certain contingent liabilities. At December 31, 2010 and 2009, loan commitments of the Bank totaled $67.9 million and $84.0 million, respectively, and letters of credit totaled $1.8 million and $4.0 million, respectively. Of the $67.9 million in loan commitments outstanding at December 31, 2010, $24.9 million or 36.6% were for loans with maturities of one year or less. Due to the nature of the business of the Bank's customers, there are no seasonal patterns or absolute predictability to the utilization of unused loan commitments; therefore the Bank is unable to forecast the extent to which these commitments will be exercised within the current year. The Bank does not believe that any such utilization will constitute a material liquidity demand. The Company does however have collateralized and uncollateralized lines of credit which could be utilized if such loan commitments were to be exercised in excess of normal expectations.

In addition to the loan and deposit services discussed above, the Bank also offers a wide range of specialized services designed to attract and service the needs of commercial customers and account holders. These services include online banking, safe deposit boxes, ATM services, payroll direct deposit, cashier's checks, traveler's checks, money orders, and foreign drafts. In addition, the Bank offers a variety of specialized financial services, including wealth management, employee benefit, insurance and loan products, as well as consulting services for a variety of clients. The Bank does not operate a trust department; however, it makes arrangements with its correspondent bank to offer trust services to its customers on request. Most of the Bank's business originates within Fresno, Madera, Kern, and Santa Clara Counties. Neither of the Bank’s business or liquidity is seasonal, and there has been no material effect upon the Bank's capital expenditures, earnings or competitive position as a result of federal, state or local environmental regulation.

Lending Policies

The following is a summary of the Bank's loan policies.

- § Loan Documentation – All loan documentation is prepared by a centralized loan servicing department or by legal counsel based on the terms contained in the approved Credit Authorizations. The documentation, upon completion, is reviewed by a third party (Bank employee) in the loan servicing department prior to forwarding to the relationship managers, who then review the documents to ensure that they have been correctly prepared in accordance with the credit approval before execution by the borrowers.

- § Purchased Participations – The Bank independently underwrites, using the Bank's same guidelines for direct originations, and reviews the loan documentation of participation loans originated by other lenders for acceptability.

- § Verification of Information – The Bank, principally a commercial business lender, has not and does not make any "No Doc" or "Stated Income" loans. In the underwriting of a commercial loan request, the Bank performs an enterprise analysis of the financial information for trends, verifies major assets and liabilities, and obtains Dun and Bradstreet Credit reports on the entities and credit bureau reports on the principals of the entity. Regarding construction lending, the analyses have been enhanced to investigate and analyze real estate projects being financed by other lenders.

- § The Company is not dependent on any individual customer, entity, or group of related entities for deposits nor have a significant percentage of loans to borrowers.

- § Unsecured - Whether unsecured or secured, guarantees are usually obtained from the principals or from 3rd party guarantors if necessary for additional financial support. Unsecured loans totaled $59.3 million, $78.7 million and $91.6 million at December 31, 2010, 2009, and 2008, respectively.

- § Historic policy on renewals - The renewal or extension of existing performing lines of credit or loans has not been changed; the credits are re-underwritten for the renewal period. The restructure of lines of credit or loans may occur based on the occurrence of pre-determined event or time, as part of the original underwriting. The renewal or restructuring of criticized credits has changed since the March 2010 FRB Agreement. The restructure or renewal is certified to the Board of Directors that the renewal is necessary to improve and protect the Bank's ultimate interest in the collection of the credit or maximize its potential for collection, that the renewal reflects prudent underwriting based on reasonable repayment terms and is adequately secured, that the Bank has performed a comprehensive credit analysis indicating the borrower has the willingness and ability to repay the debt as per the terms of the restructure plan and that the Bank's Loan Committee, designated by the Board, believes that the renewal will be repaid in accordance with the terms.

- § Additional Loans to nonaccrual borrowers. – The Bank as a general rule does not make additional loans to borrowers that are past due in principal or interest more than 90-days. However, in selected and limited instances as part of the workout or restructure of non-performing assets, to effect repayment, additional secured advances may be made.

- § Lending Limits – The Bank approves revolving lines of credit or loans for each borrower with terms and limits. Consideration is given for the aggregate direct borrowing exposure of the borrower, as well as, their indirect liability, plus the indirect liability of any guarantor. Overall, the Bank has established normal "House" lending limits at 50% of the Legal Lending Limit. The Legal Lending Limit is calculated for unsecured loans at 15% of total regulatory capital, and for secured loans at 25% of total regulatory capital. The Board of Directors must approve any borrowing relationship that exceeds the House Lending Limit.

Competition and Market Share

The banking business in California generally, and in the market area served by the Company specifically, is highly competitive with respect to both loans and deposits. The Company competes for loans and deposits with other commercial banks, savings and loan associations, finance companies, money market funds, credit unions and other financial institutions, including a number that are substantially larger than the Company. Deregulation of the banking industry, increased competition from non-bank entities for the cash balances of individuals and businesses, and continuing developments in the computer and communications industries have had, and most likely will continue to have, a significant impact on the Company's competitive position. With the enactment of interstate banking legislation in California, bank holding companies headquartered outside of California will continue to enter the California market and provide competition for the Company. Additionally, with the Gramm-Leach-Bliley Act of 1999, traditional competitive barriers between insurance companies, securities underwriters, and commercial banks have been eased, allowing a greater number of financial intermediaries to offer a wider assortment of financial services. Many of the major commercial banks operating in the Company's market areas offer certain services such as trust and international banking services, which the Company does not offer directly. In addition, banks with larger capitalization have larger lending limits and are thereby able to serve larger customers.

The Company's primary market area at December 31, 2010 was located in Fresno, Madera, and Kern Counties, in which approximately 30 FDIC-insured financial institutions compete for business. Santa Clara County was added during February 2007 with the Legacy Bank acquisition, in which approximately 50 FDIC-insured financial institutions compete for business. The following table sets forth information regarding deposit market share and ranking by county as of June 30, 2010, which is the most current information available.

	Rank	Share
Fresno County	8th	4.62%
Madera County	10th	3.98%
Kern County	14th	1.06%
Total of Fresno, Madera, Kern Counties	9th	3.34%
Santa Clara County	43rd	0.04%

Supervision and Regulation

The Company

The Company is a bank holding company within the meaning of the Bank Holding Company Act of 1956, as amended (the "BHC Act"), and is registered as such with the FRB. A bank holding company is required to file with the FRB annual reports and other information regarding its business operations and those of its subsidiaries and is also subject to examination by the FRB.

The BHC Act requires, among other things, prior approval before acquiring, directly or indirectly, ownership or control of any voting shares of any bank, if after such acquisition it would directly or indirectly own or control more than 5% of the voting stock of that bank, unless it already owns a majority of the voting stock of that bank. The BHC Act also provides that the FRB shall not approve any acquisition that would result in or further the creation of a monopoly, or the effect of which may be substantially to lessen competition, unless the anticompetitive effects of the proposed transaction are clearly outweighed by the probable effect in meeting the convenience and needs of the community served.

Furthermore, under the BHC Act, a bank holding company is, with limited exceptions, prohibited from (i) acquiring direct or indirect ownership or control of more than 5% of the voting shares of any company which is not a bank or (ii) engaging in any activity other than managing or controlling banks. With the prior approval of the FRB, however, a bank holding company may own shares of a company engaged in activities which the FRB has determined to be so closely related to banking or managing or controlling banks as to be proper incident thereto. Amendments to the BHC Act expand the circumstances under which a bank holding company may acquire control of all or substantially all of the assets of a bank located outside the State of California.

The BHC Act requires a bank holding company to serve as a source of financial and managerial strength to its subsidiary banks. It is the FRB's policy that a bank holding company should stand ready to use available resources to provide adequate capital funds to subsidiary banks during periods of financial stress and should maintain the financial flexibility and capital raising capacity to obtain additional resources for assisting a subsidiary bank. Under certain conditions, the FRB may conclude that certain actions of a bank holding company, such as payment of cash dividends, would constitute unsafe and unsound banking practices because they violate the FRB's "source of strength" doctrine.

A bank holding company and its subsidiaries are prohibited from certain tie-in arrangements in connection with any extension of credit, sale or lease of property or furnishing of services. For example, with certain exceptions, a bank may not condition an extension of credit on a promise by its customer to obtain other services by it, its holding company or other subsidiaries, or on a promise by its customer not to obtain services from a competitor. In addition, federal law imposes certain restrictions between the Company and its subsidiaries, including the Bank. As an affiliate of the Bank, the Company is subject, with certain exceptions, to provisions of federal law imposing limitations on, and requiring collateral for, extensions of credit by the Bank to its affiliates.

As a public company, United Security Bancshares is subject to the Sarbanes-Oxley Act of 2002. The Sarbanes-Oxley Act amends the Securities and Exchange Act of 1934, and is intended to protect investors by, among other things, improving the reliability of financial reporting, increasing management accountability, and increasing the independence of Directors and the Company's external accountants.

The Company is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, which include but are not limited to the filing of annual, quarterly and other current reports with the SEC.

The Bank

The Bank as a state-chartered bank is subject to regulation, supervision and regular examination by the California Department of Financial Institutions. In addition, The Bank is also a member of the Federal Reserve System and, as such, is subject to applicable provisions of the Federal Reserve Act and regulations issued there under and is subject to regulation, supervision and regular examination by the Federal Reserve Bank. The Bank is subject to California law, insofar as they are not preempted by federal banking law. Deposits of the Bank are insured by the FDIC up to the applicable limits in an amount up to $250,000 per customer, and, as such, the Bank is subject to the regulations of the FDIC and the Federal Deposit Insurance Act. As a consequence of the extensive regulation of commercial banking activities in California and the United States, the Bank's business is particularly susceptible to changes in California and federal legislation and regulation, which may have the effect of increasing the cost of doing business, limiting permissible activities or increasing competition.

Various other requirements and restrictions under the laws of the United States and the State of California affect the operations of the Bank. Federal and California statutes and regulations relate to many aspects of the Bank's operations, including capital requirements and disclosure requirements to depositors and borrowers, requirements to maintain reserves against deposits, limitations on interest rates payable on deposits, loans, investments, and restrictions on borrowings and on payment of dividends. The DFI regulates the number and location of branch offices of a state-chartered bank, and may permit a bank to maintain branches only to the extent allowable under state law for state banks. California law presently permits a bank to locate a branch in any locality in the state. Additionally, California law exempts banks from California usury laws.

Capital Standards. The FRB has risk-based capital adequacy guidelines intended to provide a measure of capital adequacy that reflects the degree of risk associated with a banking organization's operations for both transactions reported on the balance sheet as assets, and transactions, such as letters of credit and recourse arrangements, which are reported as off-balance-sheet items. Under these guidelines, nominal dollar amounts of assets and credit equivalent amounts of off-balance-sheet items are multiplied by one of several risk adjustment percentages, which range from 0% for assets with low credit risk, such as certain U.S. government securities, to 100% for assets with relatively higher credit risk, such as business loans.

A banking organization's risk-based capital ratios are obtained by dividing its qualifying capital by its total risk-adjusted assets and off-balance-sheet items. The regulators measure risk-adjusted assets and off-balance-sheet items against both total qualifying capital (the sum of Tier 1 capital and limited amounts of Tier 2 capital) and Tier 1 capital. Tier 1 capital consists of common stock, retained earnings, noncumulative perpetual preferred stock and minority interests in certain subsidiaries, less most other intangible assets. Tier 2 capital may consist of a limited amount of the allowance for loan and lease losses and certain other instruments with some characteristics of equity. The inclusion of elements of Tier 2 capital is subject to certain other requirements and limitations of the federal banking agencies. Since December 31, 1992, the FRB and the FDIC have required a minimum ratio of qualifying total capital to risk-adjusted assets and off-balance-sheet items of 8%, and a minimum ratio of Tier 1 capital to risk-adjusted assets and off-balance-sheet items of 4%.

In addition to the risk-based guidelines, the FRB requires banking organizations to maintain a minimum amount of Tier 1 capital to average total assets, referred to as the leverage ratio. For a banking organization rated in the highest of the five categories used by regulators to rate banking organizations, the minimum leverage ratio of Tier 1 capital to total assets is 3%. It is improbable; however, that an institution with a 3% leverage ratio would receive the highest rating by the regulators since a strong capital position is a significant part of the regulators' ratings. For all banking organizations not rated in the highest category, the minimum leverage ratio is 4%. In addition to these uniform risk-based capital guidelines and leverage ratios that apply across the industry, the FRB and FDIC have the discretion to set individual minimum capital requirements for specific institutions at rates significantly above the minimum guidelines and ratios.

A bank that does not achieve and maintain the required capital levels may be issued a capital directive by the FDIC to ensure the maintenance of required capital levels. As discussed above, the Company is required to maintain certain levels of capital, as is the Bank. The regulatory capital guidelines as well as the actual capitalization for the Bank and the Company as of December 31, 2010 are as follows:

	Requirement to be:		December 31, 2010	
	Adequately Capitalized	Well Capitalized	Company	Bank
Tier 1 leverage capital ratio	4.0%	5.0%	11.50%	11.04%
Tier 1 risk-based capital ratio	4.0%	6.0%	14.90%	14.35%
Total risk-based capital ratio	8.0%	10.0%	16.17%	15.58%

Prompt Corrective Action. Federal banking agencies possess broad powers to take corrective and other supervisory action to resolve the problems of insured depository institutions, including those institutions that fall below one or more prescribed minimum capital ratios described above. An institution that, based upon its capital levels, is classified as well capitalized, adequately capitalized, or undercapitalized may be treated as though it were in the next lower capital category if the appropriate federal banking agency, after notice and opportunity for hearing, determines that an unsafe or unsound condition or an unsafe or unsound practice warrants such treatment. At each successive lower capital category, an insured depository institution is subject to more restrictions.

In addition to measures taken under the prompt corrective action provisions, commercial banking organizations may be subject to potential enforcement actions by the federal regulators for unsafe or unsound practices in conducting their businesses or for violations of any law, rule, regulation, or any condition imposed in writing by the agency or any written agreement with the agency. Enforcement actions may include the imposition of a conservator or receiver, the issuance of a cease-and-desist order that can be judicially enforced, the termination of insurance of deposits (in the case of a depository institution), the imposition of civil money penalties, the issuance of directives to increase capital, the issuance of formal and informal agreements, the issuance of removal and prohibition orders against institution-affiliated parties and the enforcement of such actions through injunctions or restraining orders based upon a judicial determination that the agency would be harmed if such equitable relief was not granted. Additionally, a holding company's inability to serve as a source of strength to its subsidiary banking organizations could serve as an additional basis for a regulatory action against the holding company.

Premiums for Deposit Insurance. The deposit insurance fund of the FDIC insures our customer deposits up to prescribed limits for each depositor. The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 in a comprehensive manner revised the deposit insurance assessment system including the specific mandate that the FDIC require the base on which deposit insurance assessments are charged be revised from one based on domestic deposits to one based on assets. Among other things with respect to the FDIC insurance fund, the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010,

- raised the minimum designated reserve ratio ("DDR") which the FDIC must set each year, to 1.35 percent (from the former minimum of 1.15 percent) and removed the upper limit on the DRR (which was formerly capped at 1.5 percent) and therefore on the size of the fund;

- required that the fund reserve ratio reach 1.35 percent by September 30, 2020 (rather than 1.15 percent by the end of 2016, as formerly required);

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required that, in setting assessments, the FDIC "offset the effect of requiring that the reserve ratio reach 1.35 percent by September 30, 2020 rather than 1.15 percent by the end of 2016 on insured depository institutions with total consolidated assets of less than $10,000,000,000";

- eliminated the requirement that the FDIC provide dividends from the fund when the reserve ratio is between 1.35 percent and 1.5 percent; and

- continued the FDIC's authority to declare dividends when the reserve ratio at the end of a calendar year is at least 1.5 percent, but granted the FDIC sole discretion in determining whether to suspend or limit the declaration or payment of dividends.

In February 2011, the FDIC adopted conforming regulations mandated by the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 that (i) modifies the definition of an institution's deposit insurance assessment base, (ii) changes the assessment rate adjustments (and includes the unsecured debt adjustment, which lowers an institution's assessment rate to recognize the buffer that long-term unsecured and subordinated debt provides the FDIC's Deposit Insurance Fund), (iii) revises the deposit insurance assessment rate schedules in light of the new assessment base and altered related adjustments; to implement the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 dividend provisions; (iv) revises the large insured depository institution assessment system to differentiate for risk and determine account losses from large institution failures that the FDIC may incur; and to (vi) make technical and other changes to the FDIC's assessment rules. The new rules are effective April 1, 2011, and the assessment rate would range between a minimum of 2 basis points and a maximum of 45 basis points. In addition, the FDIC Board may increase or decrease such total base assessment rates up to a maximum increase of 2 basis points or a fraction thereof or a maximum decrease of 2 basis points or a fraction thereof (after aggregating increases and decreases), as the Board deems necessary. In setting assessment rates, the Board shall take into consideration the following:

- estimated operating expenses of the Deposit Insurance Fund;
- case resolution expenditures and income of the Deposit Insurance Fund;
- the projected effects of assessments on the capital and earnings of the institutions paying assessments to the Deposit Insurance Fund;
- the risk factors and other factors taken into account pursuant to 12 USC 1817(b)(1); and
- any other factors the Board may deem appropriate.

The new rules would likely lower the overall assessment for smaller banks such as the Bank. However, due to the significant losses at failed banks and expected losses for banks that will fail, there are no assurances that FDIC insurance fund assessments on the Bank will not increase, and such increased assessments may materially adversely affect the profitability of the Bank.

Any increase in assessments or the assessment rate could have a material adverse effect on our business, financial condition, results of operations or cash flows, depending on the amount of the increase. Furthermore, the FDIC is authorized to raise insurance premiums under certain circumstances.

The FDIC is authorized to terminate a depository institution's deposit insurance upon a finding by the FDIC that the institution's financial condition is unsafe or unsound or that the institution has engaged in unsafe or unsound practices or has violated any applicable rule, regulation, order or condition enacted or imposed by the institution's regulatory agency. The termination of deposit insurance for the bank would have a material adverse effect on our business, financial condition, results of operations and/or cash flows.

Federal Home Loan Bank System. The Bank is a member of the Federal Home Loan Bank of San Francisco (the "FHLB-SF"). Among other benefits, each Federal Home Loan Bank ("FHLB") serves as a reserve or central bank for its members within its assigned region. Each FHLB is financed primarily from the sale of consolidated obligations of the FHLB system. Each FHLB makes available loans or advances to its members in compliance with the policies and procedures established by the Board of Directors of the individual FHLB. The FHLB-SF utilizes a single class of stock with a par value of $100 per share, which may be issued, exchanged, redeemed and repurchased only at par value. As an FHLB member, the Bank is required to own FHLB –SF capital stock in an amount equal to the greater of:

§ a membership stock requirement with an initial cap of $25 million (100% of "membership asset value" as defined), or
§ an activity based stock requirement (based on percentage of outstanding advances).

The FHLB – SF capital stock is redeemable on five years written notice, subject to certain conditions. At December 31, 2010 the Bank owned 36,970 shares of the FHLB-SF capital stock.

Federal Reserve. The FRB requires all depository institutions to maintain non-interest bearing reserves at specified levels against their transaction accounts and non-personal time deposits. At December 31, 2010, the Bank was in compliance with these requirements.

Federal Reserve Action against the Company and the Bank dated March 10, 2010

During March 2010, the Federal Reserve Bank took regulatory action against the Company and the Bank. As a result, effective March 23, 2010, United Security Bancshares (the "Company") and its wholly owned subsidiary, United Security Bank (the "Bank"), entered into a written agreement with the Federal Reserve Bank of San Francisco. Under the terms of the agreement, the Company and the Bank agreed, among other things, to strengthen board oversight of management and the Bank's operations; submit an enhanced written plan to strengthen credit risk management practices and improve the Bank's position on the past due loans, classified loans, and other real estate owned; maintain a sound process for determining, documenting, and recording an adequate allowance for loan and lease losses; improve the management of the Bank's liquidity position and funds management policies; maintain sufficient capital at the Company and Bank level; and improve the Bank's earnings and overall condition. The Company and Bank have also agreed not to increase or guarantee any debt, purchase or redeem any shares of stock, declare or pay any cash dividends, or pay interest on the Company's junior subordinated debt or trust preferred securities, without prior written approval from the Federal Reserve Bank.

The 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 effect 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;

- 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 were 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, specifically, that except with the prior written approval of the Federal Reserve Bank, the Company each agree 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);

- 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.

To view 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.

In addition to the submission of the plans referred to in the Agreement to the Federal Reserve Bank for approval, and implementation of those plans, the Bank is required within 30 days after the end of each calendar quarter to submit written progress reports to the Federal Reserve Bank detailing actions taken to secure compliance with the Agreement. On April 28, 2010, July 30, 2010, and October 30, 2010, respectively, the Bank submitted progress reports to the Federal Reserve for the first, second, and third quarters of 2010. As of the January 30, 2011 progress report submitted for the fourth quarter of 2010 the Company and the Bank believe they are in compliance with the Agreement, including remediation of technical violations of laws and regulations regarding stale loan appraisals and the various deadlines in the Agreement.

Regulatory Order from the California Department of Financial Institutions

During May of 2010, 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 Financial Institutions in June 2009. The Order issued by the California Department of Financial Institutions is basically similar to the written agreement with the Federal Reserve Bank of San Francisco, except for certain additional requirements. The additional requirements in the Order 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 9.5% 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 9.5%

- 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

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Not establish any new branches or other offices without the prior written consent of the Commissioner of the California Department of Financial Institutions;

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

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

Effect of Governmental Policies and Recent Legislation

Banking has traditionally been a business that depends on rate differentials. In general, the difference between the interest rate paid by the Company on its deposits and other borrowings and the interest rate received on loans extended to its customers and securities held in the Company's portfolio comprise the major portion of the Company's earnings. These rates are highly sensitive to many factors which are beyond the control of the Company. Accordingly, the earnings and growth of the Company are subject to the influence of domestic and foreign economic conditions, including, but not limited to, inflation, recession and unemployment.

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Impact of Monetary Policies. The earnings and growth of the Company are affected not only by general economic conditions, both domestic and foreign, but also by the monetary and fiscal policies of the United States government and its agencies, particularly the Federal Reserve Board ("FRB"). The FRB implements national monetary policies (with objectives such as to curb inflation and combat recession) by its open market operations in United States Government securities, by adjusting the required level of reserves for financial institutions subject to reserve requirements, and by varying the discount rates applicable to borrowing by banks which are members of the Federal Reserve System. The actions of the FRB in these areas influence the growth of bank loans, investments and deposits and also affect interest rates charged on loans and paid on deposits. The FRB's policies have had a significant effect on the operating results of commercial banks and are expected to continue to do so in the future. The nature and timing of any future changes in monetary policies are not predictable. In addition, adverse economic conditions could make a higher provision for loan losses a prudent course and could cause higher loan charge-offs, thus adversely affecting the Company's net income.

Extensions of Credit to Insiders and Transactions with Affiliates. The Federal Reserve Act and FRB Regulation O place limitations and conditions on loans or extensions of credit to:

§ a bank's or bank holding company's executive officers, directors and principal shareholders (i.e., in most cases, those persons who own, control or have power to vote more than 10% of any class of voting securities),
§ any company controlled by any such executive officer, director or shareholder, or
§ any political or campaign committee controlled by such executive officer, director or principal shareholder.

Loans and leases extended to any of the above persons must comply with loan-to-one-borrower limits, require prior full board approval when aggregate extensions of credit to the person exceed specified amounts, must be made on substantially the same terms (including interest rates and collateral) as, and follow credit-underwriting procedures that are not less stringent than, those prevailing at the time for comparable transactions with non-insiders, and must not involve more than the normal risk of repayment or present other unfavorable features. In addition, Regulation O provides that the aggregate limit on extensions of credit to all insiders of a bank as a group cannot exceed the bank's unimpaired capital and unimpaired surplus. Regulation O also prohibits a bank from paying an overdraft on an account of an executive officer or director, except pursuant to a written pre-authorized interest-bearing extension of credit plan that specifies a method of repayment or a written pre-authorized transfer of funds from another account of the officer or director at the bank.

Consumer Protection Laws and Regulations. The banking regulatory agencies are focusing greater attention on compliance with consumer protection laws and their implementing regulations. Examination and enforcement have become more intense in nature, and insured institutions have been advised to monitor carefully compliance with such laws and regulations. The Company is subject to many federal and state consumer protection and privacy statutes and regulations, some of which are discussed below.

The Community Reinvestment Act (the "CRA") is intended to encourage insured depository institutions, while operating safely and soundly, to help meet the credit needs of their communities. The CRA specifically directs the federal regulatory agencies, in examining insured depository institutions, to assess a bank's record of helping meet the credit needs of its entire community, including low- and moderate-income neighborhoods, consistent with safe and sound banking practices. The CRA further requires the agencies to take a financial institution's record of meeting its community credit needs into account when evaluating applications for, among other things, domestic branches, mergers or acquisitions, or holding company formations. The agencies use the CRA assessment factors in order to provide a rating to the financial institution. The ratings range from a high of "outstanding" to a low of "substantial noncompliance." In its last examination for CRA compliance, as of September 2010, the Bank was rated "satisfactory."

The Equal Credit Opportunity Act (the “ECOA”) generally prohibits discrimination in any credit transaction, whether for consumer or business purposes, on the basis of race, color, religion, national origin, sex, marital status, age (except in limited circumstances), receipt of income from public assistance programs, or good faith exercise of any rights under the Consumer Credit Protection Act.

The Truth in Lending Act (the “TILA”) is designed to ensure that credit terms are disclosed in a meaningful way so that consumers may compare credit terms more readily and knowledgeably. As a result of the TILA, all creditors must use the same credit terminology to express rates and payments, including the annual percentage rate, the finance charge, the amount financed, the total of payments and the payment schedule, among other things.

The Fair Housing Act (the “FH Act”) regulates many practices, including making it unlawful for any lender to discriminate in its housing-related lending activities against any person because of race, color, religion, national origin, sex, handicap or familial status. A number of lending practices have been found by the courts to be, or may be considered, illegal under the FH Act, including some that are not specifically mentioned in the FH Act itself.

The Home Mortgage Disclosure Act (the “HMDA”), in response to public concern over credit shortages in certain urban neighborhoods, requires public disclosure of information that shows whether financial institutions are serving the housing credit needs of the neighborhoods and communities in which they are located. The HMDA also includes a "fair lending" aspect that requires the collection and disclosure of data about applicant and borrower characteristics as a way of identifying possible discriminatory lending patterns and enforcing anti-discrimination statutes.

The Right to Financial Privacy Act (the “RFPA”) imposes a new requirement for financial institutions to provide new privacy protections to consumers. Financial institutions must provide disclosures to consumers of its privacy policy, and state the rights of consumers to direct their financial institution not to share their nonpublic personal information with third parties.

Finally, the Real Estate Settlement Procedures Act (the “RESPA”) requires lenders to provide noncommercial borrowers with disclosures regarding the nature and cost of real estate settlements. Also, RESPA prohibits certain abusive practices, such as kickbacks, and places limitations on the amount of escrow accounts.

Penalties for noncompliance or violations under the above laws may include fines, reimbursement and other penalties. Due to heightened regulatory concern related to compliance with CRA, ECOA, TILA, FH Act, HMDA, RFPA and RESPA generally, the Company may incur additional compliance costs or be required to expend additional funds for investments in its local communities.

From time to time, legislation is enacted which has the effect of increasing the cost of doing business, limiting or expanding permissible activities or affecting the competitive balance between banks and other financial institutions. Proposals to change the laws and regulations governing the operations and taxation of banks and other financial institutions are frequently made in Congress, in the California legislature and before various bank regulatory agencies. The likelihood of any major change and the impact such change may have on the Company is impossible to predict. Certain of the potentially significant changes which have been enacted recently and other which are currently under consideration by Congress or various regulatory agencies or professional agencies are discussed below.

Recent Legislation and Other Changes

Federal and state laws affecting banking are enacted from time to time, and similarly federal and state regulations affecting banking are also adopted from time to time. The following include some of the recent laws and regulations affecting banking.

The 2010 Tax Relief Act was enacted on December 17, 2010. The 2010 Tax Relief Act extends the Bush era tax cuts for individual federal income tax rates through 2012, including keeping the capital gains and dividend rates remain at 0 or 15 percent. In addition, the 2010 Tax Relief Act provides for continuation of education incentives through 2012, including expanded Coverdell accounts and definition of education expenses, expanded exclusion for employer-provided educational assistance of up to $5,250, expanded student loan interest deduction, exclusion from income of amounts received under certain scholarship programs, and American Opportunity Tax Credit of up to $2,500 for tuition expenses.

The 2010 Tax Relief Act also provides alternative minimum tax relief by increasing the exemption amounts for 2010 to $47,450 (individuals) and $72,450 (married filing jointly) and for 2011 to $48,450 (individuals) and $74,450 (married filing jointly). It also allows the nonrefundable personal credits against the AMT. Temporary gift and estate tax is also included in the 2010 Tax Relief Act. The gift and estate exemption was increased to $5 million per person and $10 million per couple and a top tax rate of 35 percent for the estate, gift, and generation skipping transfer taxes for two years, through 2012. The exemption amount is also indexed beginning in 2012. The change is effective January 1, 2010, but allows an election to choose no estate tax and modified carryover basis for estates arising on or after January 1, 2010 and before January 1, 2011. The law sets a $5 million generation-skipping transfer tax exemption and zero percent rate for the 2010 year.

The 2010 Tax Relief Act also extends on a temporary basis the bonus depreciation for taxable years 2011 and 2012. For small businesses, the maximum amount and phase-out threshold under section 179 for taxable years 2012 are set at $125,000 and $500,000 respectively, indexed for inflation. The law also provided a one-year reauthorization of federal UI benefits and cuts FICA taxes for employees to 4.2 percent and those self employed to 10.4 percent on self-employment income up to $106,800.

The Small Business Jobs Act of 2010 ("SBA Jobs Act") enacted in September 2010 provides numerous tax breaks for small businesses including start up small businesses, and more importantly for insured financial institutions eligibility for participation in a U S Treasury program that will provide a maximum $30 billion for purchases of preferred stock and other debt instruments issued by eligible financial institutions for the purpose of increasing credit availability for small businesses.

In addition, there are important changes to various SBA loan administration programs to aid small businesses under the SBA Jobs Act. The SBA Jobs Act provides for increasing maximum individual loan limits of SBA loans, extending the higher government guarantee level and waiver of borrower fees for certain SBA loans, and allowing alternative underwriting measures, specifically net worth and net income to allow more small businesses to participate in certain SBA loans.

The Dodd-Frank Act, signed into law in July, 2010, will significantly change the current bank regulatory structure and affect the lending, investment, trading and operating activities of financial institutions and their holding companies. The Dodd-Frank Act creates of a new interagency council, the Financial System Oversight Council that is charged with identifying and monitoring the systemic risk to the U.S. economy posed by systemically significant, large financial companies, including bank holding companies and non-bank financial companies. The Office of Thrift Supervision will be eliminated and its powers distributed among the Office of the Comptroller of the Currency, the Federal Reserve Board and the FDIC. The legislation also establishes a floor for capital of insured depository institutions that cannot be lower than the standards in effect today, and directs the federal banking regulators to implement new leverage and capital requirements within 18 months that take into account off-balance sheet activities and other risks, including risks relating to securitized products and derivatives.

The Dodd-Frank Act also creates a new Consumer Financial Protection Bureau with broad powers to supervise and enforce consumer protection laws. The Consumer Financial Protection Bureau has broad rulemaking authority for a wide range of consumer protection laws that apply to all banks and savings institutions such as the Bank, including the authority to prohibit "unfair, deceptive or abusive" acts and practices. The Consumer Financial Protection Bureau has examination and enforcement authority over all banks and savings institutions with more than $10 billion in assets. Banks and savings institutions with $10 billion or less in assets will be examined by their applicable bank regulators. The new legislation also weakens the federal preemption available for national banks and federal savings associations, and gives state attorneys general the ability to enforce applicable federal consumer protection laws.

The legislation also broadens the base for FDIC insurance assessments. Assessments will now be based on the average consolidated total assets less tangible equity capital of a financial institution. The Dodd-Frank Act also permanently increases the maximum amount of deposit insurance for banks, savings institutions and credit unions to $250,000 per depositor, retroactive to January 1, 2008, and non-interest bearing transaction accounts have unlimited deposit insurance through December 31, 2013. The Dodd-Frank Act also repeals the prohibition on payment of interest on demand deposits.

Many of the provisions of the Dodd-Frank Act will not take effect for at least a year, and the legislation requires various federal agencies to promulgate numerous and extensive implementing regulations over the next several years. Although the substance and scope of these regulations cannot be determined at this time, it is expected that the legislation and implementing regulations, particularly those provisions relating to the new Consumer Financial Protection Bureau, will increase the Bank's operating and compliance costs as it is likely that the Bank's existing regulatory agencies will adopt the same or similar consumer protections as the new Consumer Financial Protection Bureau will adopt.

The Electronic Funds Transfer Act (the "EFTA") provides a basic framework for establishing the rights, liabilities, and responsibilities of consumers who use electronic funds transfer ("EFT") systems. The EFTA is implemented by the

Federal Reserve’s Regulation E, which governs transfers initiated through ATMs, point-of-sale terminals, payroll cards, automated clearinghouse (“ACH”) transactions, telephone bill-payment plans, or remote banking services. Regulation E was amended in January 2010 to require consumers to opt in (affirmatively consent) to participation in the Bank’s overdraft service program for ATM and one-time debit card transactions before overdraft fees may be assessed on the consumer’s account. Notice of the opt-in right must be provided to all existing and new customers who are consumers, and the customer’s affirmative consent must be obtained, before charges may be assessed on the consumer’s account for paying such overdrafts.

The new rule provides bank customers with an ongoing right to revoke consent to participation in an overdraft service program for ATM and one-time debit card transactions, as opposed to being automatically enrolled in such a program. The new rule also prohibits banks from conditioning the payment of overdrafts for checks, ACH transactions, or other types of transactions that overdraw the consumer’s account on the consumer’s opting into an overdraft service for ATM and one-time debit card transactions. For customers who do not affirmatively consent to overdraft service for ATM and one-time debit card transactions, a bank must provide those customers with the same account terms, conditions, and features that it provides to consumers who do affirmatively consent, except for the overdraft service for ATM and one-time debit card transactions.

The mandatory compliance date for the Regulation E amendments is July 1, 2010 provided that the Bank may continue to assess overdraft service fees or charges on existing customer accounts prior to August 15, 2010, without obtaining the consumer's affirmative consent. The Bank's compliance with the new Regulation E amendments may have an impact on the Bank's revenue from overdraft service fees and non-sufficient funds ("NSF") charges.

In May 2009 the Helping Families Save Their Homes Act of 2009 was enacted to help consumers avoid mortgage foreclosures on their homes through certain loss mitigation actions including special forbearance, loan modification, pre-foreclosure sale, deed in lieu of foreclosure, support for borrower housing counseling, subordinate lien resolution, and borrower relocation. The new law permits the Secretary of Housing and Urban Development (HUD), for mortgages either in default or facing imminent default, to: (1) authorize the modification of such mortgages; and (2) establish a program for payment of a partial claim to a mortgagee who agrees to apply the claim amount to payment of a mortgage on a 1- to 4-family residence. In implementing the law, the Secretary of HUD is authorized to (1) provide compensation to the mortgagee for lost income on monthly mortgage payments due to interest rate reduction; (2) reimburse the mortgagee from a guaranty fund in connection with activities that the mortgagee is required to undertake concerning repayment by the mortgagor of the amount owed to HUD; (3) make payments to the mortgagee on behalf of the borrower, under terms defined by HUD; and (4) make mortgage modification with terms extended up to 40 years from the modification date. The new law also authorizes the Secretary of HUD to: (1) reassign the mortgage to the mortgagee; (2) act as a Government National Mortgage Association (GNMA, or Ginnie Mae) issuer, or contract with an entity for such purpose, in order to pool the mortgage into a Ginnie Mae security; or (3) resell the mortgage in accordance with any program established for purchase by the federal government of insured mortgages. The new law also amends the Foreclosure Prevention Act of 2008, with respect to emergency assistance for the redevelopment of abandoned and foreclosed homes (neighborhood stabilization), to authorize each state that has received certain minimum allocations and has fulfilled certain requirements, to distribute any remaining amounts to areas with homeowners at risk of foreclosure or in foreclosure without regard to the percentage of home foreclosures in such areas.

Also in May 2009, the Credit Card Act of 2009 was enacted to help consumers and ban certain practices of credit card issuers. The new law allows interest rate hikes on existing balances only under limited conditions, such as when a promotional rate ends, there is a variable rate or if the cardholder makes a late payment. Interest rates on new transactions can increase only after the first year. Significant changes in terms on accounts cannot occur without 45 days' advance notice of the change. The new law bans raising interest rates on customers based on their payment records with other unrelated credit issuers (such as utility companies and other creditors) for existing credit card balances, though card issuers would still be allowed to use universal default on future credit card balances if they give at least 45 days' advance notice of the change. The new law allows consumers to opt out of certain significant changes in terms on their accounts. Opting out means cardholders agree to close their accounts and pay off the balance under the old terms. They have at least five years to pay the balance. Credit card issuers will be banned from issuing credit cards to anyone under 21, unless they have adult co-signers on the accounts or can show proof they have enough income to repay the card debt. Credit card companies must stay at least 1,000 feet from college campuses if they are offering free pizza or other gifts to entice students to apply for credit cards.

The new law requires card issuers to give card account holders "a reasonable amount of time" to make payments on monthly bills. That means payments would be due at least 21 days after they are mailed or delivered. Credit card issuers would no longer be able to set early morning or other arbitrary deadlines for payments. When consumers have accounts that carry different interest rates for different types of purchases payments in excess of the minimum amount due must go to balances with higher interest rates first. Consumers must "opt in" to over-limit fees. Those who opt out would have their transactions rejected if they exceed their credit limits, thus avoiding over-limit fees. Fees charged for going over the limit must be reasonable. Finance charges on outstanding credit card balances would be computed based on purchases made in the current cycle rather than going back to the previous billing cycle to calculate interest charges. Fees on credit cards cannot exceed 25 percent of the available credit limit in the first year of the card. Credit card issuers must disclose to cardholders the consequences of making only minimum payments each month, namely how long it would take to pay off the entire balance if users only made the minimum monthly payment. Issuers must also provide information on how much users must pay each month if they want to pay off their balances in 36 months, including the amount of interest.

On February 17, 2009, the American Recovery and Reinvestment Act of 2009 (“ARRA”) was enacted to provide stimulus to the struggling US economy. ARRA authorizes spending of $787 billion, including about $288 billion for tax relief, $144 billion for state and local relief aid, and $111 billion for infrastructure and science. In addition, ARRA includes additional executive compensation restrictions for recipients of funds from the US Treasury under the Troubled Assets Relief Program of the Emergency Economic Stimulus Act of 2008 (“EESA”). The provisions of EESA amended by the ARRA include (i) expanding the coverage of the executive compensation limits to as many as the 25 most highly compensated employees of a TARP funds recipient and its affiliates for certain aspects of executive compensation limits and (ii) specifically limiting incentive compensation of covered executives to one-third of their annual compensation which is required to be paid in restricted stock that does not vest until all of the TARP funds are no longer outstanding (note that if TARP warrants remain outstanding and no other TARP instruments are outstanding, then such warrants would not be considered outstanding for purposes of this incentive compensation restriction. In addition, the board of directors of any TARP recipient is required under EESA, as amended to have a company-wide policy regarding excessive or luxury expenditures, as identified by the Treasury, which may include excessive expenditures on entertainment or events; office and facility renovations; aviation or other transportation services; or other activities or events that are not reasonable expenditures for staff development, reasonable performance incentives, or other similar measures conducted in the normal course of the business operations of the TARP recipient.

On February 10, 2009, the U. S. Treasury, the Federal Reserve Board, the FDIC, the Office of the Comptroller of the Currency, and the Office of Thrift Supervision all announced a comprehensive set of measures to restore confidence in the strength of U.S. financial institutions and restart the critical flow of credit to households and businesses. This program is intended to restore the flows of credit necessary to support recovery.

The core program elements include:

- A new Capital Assistance Program to help ensure that our banking institutions have sufficient capital to withstand the challenges ahead, paired with a supervisory process to produce a more consistent and forward-looking assessment of the risks on banks' balance sheets and their potential capital needs.
- A new Public-Private Investment Fund on an initial scale of up to $500 billion, with the potential to expand up to $1 trillion, to catalyze the removal of legacy assets from the balance sheets of financial institutions. This fund will combine public and private capital with government financing to help free up capital to support new lending.
- A new Treasury and Federal Reserve initiative to dramatically expand – up to $1 trillion – the existing Term Asset-Backed Securities Lending Facility (TALF) in order to reduce credit spreads and restart the securitized credit markets that in recent years supported a substantial portion of lending to households, students, small businesses, and others.
- An extension of the FDIC's Temporary Liquidity Guarantee Program to October 31, 2009. A new framework of governance and oversight to help ensure that banks receiving funds are held responsible for appropriate use of those funds through stronger conditions on lending, dividends and executive compensation along with enhanced reporting to the public.

In October 2008, the President signed the Emergency Economic Stabilization Act of 2008 (“EESA”), in response to the global financial crisis of 2008 authorizing the United States Secretary of the Treasury with authority to spend up to $700 billion to purchase distressed assets, especially mortgage-backed securities, under the Troubled Assets Relief Program (“TARP”) and make capital injections into banks under the Capital Purchase Program. EESA gives the government the unprecedented authority to buy troubled assets on balance sheets of financial institutions under the Troubled Assets Relief Program and increases the limit on insured deposits from $100,000 to $250,000 through December 31, 2009 (this became permanent in 2010.) Some of the other provisions of EESA are as follows:

- accelerated from 2011 to 2008 the date that the Federal Reserve Bank could pay interest on deposits of banks held with the Federal Reserve to meet reserve requirements;
- to the extent that the U. S. Treasury purchases mortgage securities as part of TARP, the Treasury shall implement a plan to minimize foreclosures including using guarantees and credit enhancements to support reasonable loan modifications, and to the extent loans are owned by the government to consent to the reasonable modification of such loans;
- limits executive compensation for executives for TARP participating financial institutions including a maximum corporate tax deduction limit of $500,000 for each of the top five highest paid executives of such institution, requiring clawbacks of incentive compensation that were paid based on inaccurate or false information, limiting golden parachutes for involuntary and certain voluntary terminations to 2.99x their average annual salary and bonus for the last five years, and prohibiting the payment of incentive compensation that encourages management to take unnecessary and excessive risks with respect to the institution;
- extends the mortgage debt forgiveness provision of the Mortgage Forgiveness Debt Relief Act of 2007 by three years (2012) to ease the income tax burden on those involved with certain foreclosures; and
- qualified financial institutions may count losses on FNMA and FHLMC preferred stock against ordinary income, rather than capital gain income.

On February 10, 2009, the Treasury Secretary announced a new comprehensive financial stability legislation (the “Financial Stability Plan”), which earmarked the second $350 billion of unused funds originally authorized under the

EESA. The major elements of the Financial Stability Plan included: (i) a capital assistance program that has invested in convertible preferred stock of certain qualifying institutions, (ii) a consumer and business lending initiative to fund new consumer loans, small business loans and commercial mortgage asset-backed securities issuances, (iii) a public/private investment fund intended to leverage public and private capital with public financing to purchase up to $500 billion to $1 trillion of legacy “toxic assets” from financial institutions, and (iv) assistance for homeowners by providing up to $75 billion to reduce mortgage payments and interest rates and establishing loan modification guidelines for government and private programs.

On October 22, 2009, the Federal Reserve Board issued a comprehensive proposal on incentive compensation policies intended to ensure that the incentive compensation policies of banking organizations do not undermine the safety and soundness of such organizations by encouraging excessive risk-taking. The proposal, which covers all employees that have the ability to materially affect the risk profile of an organization, either individually or as part of a group, is based upon the key principles that a banking organization's incentive compensation arrangements should (i) provide incentives that do not encourage risk-taking beyond the organization's ability to effectively identify and manage risks, (ii) be compatible with effective internal controls and risk management, and (iii) be supported by strong corporate governance, including active and effective oversight by the organization's board of directors. The proposal also contemplates a detailed review by the Federal Reserve Board of the incentive compensation policies and practices of a number of "large, complex banking organizations." Any deficiencies in compensation practices that are identified may be incorporated into the organization's supervisory ratings, which can affect its ability to make acquisitions or perform other actions. In addition, the proposal provides that enforcement actions may be taken against a banking organization if its incentive compensation arrangements or related risk-management control or governance processes pose a risk to the organization's safety and soundness and the organization is not taking prompt and effective measures to correct the deficiencies. Similarly, on January 12, 2010, the FDIC announced that it would seek public comment through advance notice of rule making on whether banks with compensation plans that encourage risky behavior should be charged at higher deposit assessment rates than such banks would otherwise be charged.

On September 3, 2009, the U.S. Treasury issued a policy statement entitled "Principles for Reforming the U.S. and International Regulatory Capital Framework for Banking Firms." The statement was developed in consultation with the U.S. bank regulatory agencies and sets forth eight "core principles" intended to shape a new international capital accord. Six of the core principles relate directly to bank capital requirements. The statement contemplates changes to the existing regulatory capital regime that would involve substantial revisions to, if not replacement of, major parts of the Basel I and Basel II and affect all regulated banking organizations and other systemically important institutions. The statement calls for higher and stronger capital requirements for bank and non-bank financial firms that are deemed to pose a risk to financial stability due to their combination of size, leverage, interconnectedness and liquidity risk. The statement suggested that changes to the regulatory capital framework be phased in over a period of several years with a recommended schedule providing for a comprehensive international agreement by December 31, 2010, with the implementation of reforms by December 31, 2012, although it does remain possible that U.S. bank regulatory agencies could officially adopt, or informally implement, new capital standards at an earlier date. Following the issuance of the statement, on December 17, 2009, the Basel committee issued a set of proposals (the "Capital Proposals") that would significantly revise the definitions of Tier 1 capital and Tier 2 capital, with the most significant changes being to Tier 1 capital. Most notably, the Capital Proposals would disqualify certain structured capital instruments, such as trust preferred securities, from Tier 1 capital status. The Capital Proposals would also re-emphasize that common equity is the predominant component of Tier 1 capital by adding a minimum common equity to risk-weighted assets ratio and requiring that goodwill, general intangibles and certain other items that currently must be deducted from Tier 1 capital instead be deducted from common equity as a component of Tier 1 capital. The Capital Proposals also leave open the possibility that the Basel committee will recommend changes to the minimum Tier 1 capital and total capital ratios of 4.0% and 8.0%, respectively. Concurrently with the release of the Capital Proposals, the Basel committee also released a set of proposals related to liquidity risk exposure (the "Liquidity Proposals"). The Liquidity Proposals have three key elements, including the implementation of (i) a "liquidity coverage ratio" designed to ensure that a bank maintains an adequate level of unencumbered, high-quality assets sufficient to meet the bank's liquidity needs over a 30-day time horizon under an acute liquidity stress scenario, (ii) a "net stable funding ratio" designed to promote more medium and long-term funding of the assets and activities of banks over a one-year time horizon, and (iii) a set of monitoring tools that the Basel committee indicates should be considered as the minimum types of information that banks should report to supervisors and that supervisors should use in monitoring the liquidity risk profiles of supervised entities.

In June 2009, the Administration proposed a wide range of regulatory reforms that, if enacted, may have significant effects on the financial services industry in the United States. Significant aspects of the Administration's proposals included, among other things, proposals (i) that any financial firm whose combination of size, leverage and interconnectedness could pose a threat to financial stability be subject to certain enhanced regulatory requirements, (ii) that federal bank regulators require loan originators or sponsors to retain part of the credit risk of securitized exposures, (iii) that there be increased regulation of broker-dealers and investment advisers, (iv) for the creation of a federal consumer financial protection agency that would, among other things, be charged with applying consistent regulations to similar products (such as imposing certain notice and consent requirements on consumer overdraft lines of credit), (v) that there be comprehensive regulation of OTC derivatives, (vi) that the controls on the ability of banking institutions to engage in transactions with affiliates be tightened, and (vii) that financial holding companies be required to be "well-capitalized" and "well-managed" on a consolidated basis. The Congress, state lawmaking bodies and federal and state regulatory agencies continue to consider a number of wide-ranging and comprehensive proposals for altering the structure, regulation and competitive relationships of the nation's financial institutions, including rules and regulations related to the broad range of reform proposals set forth by the Obama administration described above. Along with amendments to the Administration's proposal there are separate comprehensive financial reform bills intended to address in part or whole or vary in part or in whole from the proposals set forth by the Administration were introduced in both houses of Congress in the second half of 2009 and in 2010 and remain under review by both the U.S. House of Representatives and the U.S. Senate.

In California, SB931 enacted in 2010 requires the holder of a first mortgage or deed of trust that is secured by 1-4 family residential real property to accept as full payment, the proceeds of a short sale to which it agrees to in writing, and obligates the holder to discharge the remaining amount of a borrower's indebtedness on such mortgage or deed of trust (excludes borrowers that are corporate entities or political subdivisions), except to the extent the borrower has committed fraud or waste upon the property.

The enactment of AB 2325 in 2010 requires foreclosure consultants register and become certificated by the Department of Justice. The definition of foreclosure consultant includes one who arranges or attempts to arrange for the audit of any obligation secured by a lien on a residence in foreclosure.

The enactment of SB1427 in 2010 provides that prior to imposing a fine or penalty for failure to maintain a vacant property in California that is subject to a notice of default or that has been purchased at a foreclosure sale or acquired through foreclosure under a mortgage or deed of trust that a governmental entity shall provide the owner of that property with a notice of violation and an opportunity to correct the violation.

The enactment of AB329 in 2009, the Reverse Mortgage Elder Protection Act of 2009 prohibits a lender or any other person who participates in the origination of the mortgage from participation in, being associated with, or employing any party that participates in or is associated with any other financial or insurance activity or referring a prospective borrower to anyone for the purchase of other financial or insurance products; and imposes certain disclosure requirements on the lender.

The enactment of AB1160 in 2009, requires a supervised financial institution in California that negotiates primarily in any of a number of specified languages in the course of entering into a contract or agreement for a loan or extension of credit secured by residential real property, to deliver, prior to the execution of the contract or agreement, and no later than 3 business days after receiving the written application, a specified form in that language summarizing the terms of the contract or agreement; provides for administrative penalties for violations; and requires the California Department of Corporations and the Department of Financial Institutions to create a form for providing translations and make it available in Spanish, Chinese, Tagalog, Vietnamese and Korean. The statute becomes operative on July 1, 2010, or 90 days after issuance of the form, whichever occurs later.

The enactment of AB 1291 in 2009 makes changes to the California Unclaimed Property Law including (among other things): allowing electronic notification to customers who have consented to electronic notice; requiring that notices contain certain information and allow the holder to provide electronic means to enable the owner to contact the holder in lieu of returning the prescribed form to declare the owner's intent; authorizing the holder to give additional notices; and requiring, beginning January 1, 2011, a banking or financial organization to provide a written notice regarding escheat at the time a new account or safe deposit box is opened.

The enactment of SB306 makes specified changes to clarify existing law related to filing a notice of default on residential real property in California, including (among other things): clarifying that the provisions apply to mortgages and deeds of trust recorded from January 1, 2003 through December 31, 2007, secured by owner-occupied 3 4 residential real property containing no more than 4 dwelling units; revising the declaration to be filed with the notice of default; specifying how the loan servicers have to maximize net present value under their pooling and servicing agreements applies to certain investors; specifying how and when the notice to residents of property subject to foreclosure is to be mailed; and extending the time during which the notice of sale must be recorded from 14 to 20 days. The bill also makes certain changes related to short-pay agreements and short-pay demand statements.

On February 20, 2009, Governor Schwarzenegger signed ABX2 7 and SBX2 7, which established the California Foreclosure Prevention Act. The California Foreclosure Prevention Act modifies the foreclosure process to provide additional time for borrowers to work out loan modifications while providing an exemption for mortgage loan servicers that have implemented a comprehensive loan modification program. Civil Code Section 2923.52 requires an additional 90 day period beyond the period already provided before a Notice of Sale can be given in order to allow all parties to pursue a loan modification to prevent foreclosure of loans meeting certain criteria identified in that section.

A mortgage loan servicer who has implemented a comprehensive loan modification program may file an application for exemption from the provisions of Civil Code Section 2923.52. Approval of this application provides the mortgage loan servicer an exemption from the additional 90-day period before filing the Notice of Sale when foreclosing on real property covered by the new law.

California Assembly Bill 1301 was signed by the Governor on July 16, 2008 and became law on January 1, 2009. Among other things, the bill eliminated unnecessary applications that consume time and resources of bank licensees and which in many cases are now perfunctory. All of current Article 5 – "Locations of Head Office" of Chapter 3, and all of Chapter 4 – "Branch Offices, Other Places of Business and Automated Teller Machines" were repealed. A new Chapter 4 – "Bank Offices" was added. The new Chapter 4 requires notice to the California Department of Financial Institutions ("DFI") the establishment of offices, rather than the current application process. Many of the current branch applications are perfunctory in nature and/or provide for a waiver of application. Banks, on an exception basis, may be subject to more stringent requirements as deemed necessary. As an example, new banks, banks undergoing a change in ownership and banks in less than satisfactory condition may be required to obtain prior approval from the DFI before establishing offices if such activity is deemed to create an issue of safety and soundness. The bill eliminated unnecessary provisions in the Banking Law that are either outdated or have become undue restrictions to bank licensees. Chapter 6 – "Powers and Miscellaneous Provisions" was repealed. A new Chapter 6 - "Restrictions and Prohibited Practices" was added. This chapter brings together restrictions in bank activities as formerly found in Chapter 18 – "Prohibited Practices and Penalties." However, in bringing the restrictions into the new chapter, various provisions were updated to remove the need for prior approval by the DFI Commissioner. The bill renumbered current Banking Law sections to align like sections. Chapter 4.5 – "Authorizations for Banks" was added. The purpose of the chapter is to provide exceptions to certain activities that would otherwise be prohibited by other laws outside of the Financial Code. The bill added Article 1.5 - "Loan and Investment Limitations" to Chapter 10 – "Commercial Banks." This article is new in concept and acknowledges that investment decisions are business decisions – so long as there is a diversification of the investments to spread any risk. The risk is diversified in this article by placing a limitation on the loans and investments that can be made to any one entity. This section is a trade-off for elimination of applications to the DFI for approval of investments in securities, which were repealed.

Other changes AB 1301 made to the Banking Law:

- Authorized a bank or trust acting in any capacity under a court or private trust to arrange for the deposit of securities in a securities depository or federal reserve bank, and provided how they may be held by the securities depository;
- Reduced from 5% to 1% the amount of eligible assets to be maintained at an approved depository by an office of a foreign (other nation) bank for the protection of the interests of creditors of the bank's business in this state or for the protection of the public interest;
- Enabled the DFI to issue an order against a bank licensee parent or subsidiary;
- Provided that the examinations may be conducted in alternate examination periods if the DFI concludes that an examination of the state bank by the appropriate federal regulator carries out the purpose of this section, but the DFI may not accept two consecutive examination reports made by federal regulators;
- Provided that the DFI may examine subsidiaries of every California state bank, state trust company, and foreign (other nation) bank to the extent and whenever and as often as the DFI shall deem advisable;
- Enabled the DFI issue an order or a final order to now include any bank holding company or subsidiary of the bank, trust company, or foreign banking corporation that is violating or failing to comply with any applicable law, or is conducting activities in an unsafe or injurious manner;
- Enabled the DFI to take action against a person who has engaged in or participated in any unsafe or unsound act with regard to a bank, including a former employee who has left the bank.

It is impossible to predict what effect the enactment of certain of the above-mentioned legislation will have on the Company. Moreover, it is likely that other bills affecting the business of banks may be introduced in the future by the United States Congress or California legislature.

Employees

At December 31, 2010, the Company employed 132 persons on a full-time equivalent basis. The Company believes its employee relations are excellent.

Available Information

The Company files period reports and other reports under the Securities and Exchange Act of 1934 with the Securities and Exchange Commission (SEC). These reports, as well as the Company's Code of Ethics, are posted and are available at no cost on the Company's website at http://www.unitedsecuritybank.com as soon as reasonably practical after the Company files such reports with the SEC. The Company's periodic and other reports filed with the SEC are also available at the SEC's website (http://www.sec.gov).

Item 1A. Risk Factors

There are risk factors that may affect the Company's business and impact the results of operations, some of which are beyond the control of the Company.

We are operating subject to the terms and conditions of an Agreement entered into with the Federal Reserve Bank of San Francisco and Order issued by the California Department of Financial Institutions.

On March 23, 2010, the Company and the Bank voluntarily entered into a written agreement ("Agreement") with the Federal Reserve Bank of San Francisco, and on May 17, 2010 the Bank consented to the issuance of a final order by the California Department of Financial Institutions (the "Order").

The Order and Agreement are substantially similar. Each establishes timeframes for the completion of remedial measures identified by the regulators as important to improve our financial soundness. Some of the specific provisions in the Order and/or Agreement include us being required to:

- Strengthen board oversight of the Bank's management and operations;
- Strengthen credit risk management practices of the Bank;
- Strengthen asset quality at the Bank by (i) not extending, renewing, or restructuring certain credits, and (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 were adversely classified in the Report of Examination or subsequent report of examination;
- Improve management of the Bank's allowance for loan losses;
- Maintain sufficient capital at the Company and Bank;
- 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;
- 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, (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;
- Not incur debt or redeem stock, specifically, that except with the prior written approval of the Federal Reserve Bank, the Company each agree 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 applicable federal banking law 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 federal bank law and regulations;
- 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;

- Develop and adopt a capital plan for the California Department of Financial Institutions to maintain a ratio of tangible shareholders' equity to total tangible assets equal to or greater than 9.5% and include in such capital plan a capital contingency plan for raising additional capital in the event of various contingencies;

- Maintain at the Bank a ratio of tangible shareholders' equity to total tangible assets equal to or greater than 9.5%;

- Maintain at the Bank 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;

- Not establish any new branches or other offices of the Bank without the prior written consent of the Commissioner of the California Department of Financial Institutions; and

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

Any material failure to comply with any provisions of the Order or Agreement, including the failure of the Board of Directors to provide adequate oversight of the management of the Bank and Company, could result in enforcement actions by our regulators, including, in some cases, the assessment of civil money penalties against us, enforcement of the agreements through court proceedings, or in the worse case, placing us into receivership with the FDIC. If the Bank is placed into FDIC receivership, we would be required to cease operations and you could lose your entire investment. While we intend to take such actions as may be necessary to enable us to comply with the requirements of the Order and Agreement, there can be no assurance that we will be able to comply fully with their provisions, or to do so within the timeframes required, that compliance with the Order and Agreement will not be more time consuming or more expensive than anticipated, that compliance with the Order and Agreement will enable us to resume profitable operations, or that efforts to comply with the Order and Agreement will not have adverse effects on our operations and financial condition. In addition, the material failure to comply the provisions of the Order or Agreement relating to the Company or Bank's financial condition or results of operations may result in the weakening of the Company's and Bank's financial condition, losses, or improper financial reporting of the Company's financial condition and results of operations. Compliance with the Agreement's provisions as to restrictions on borrowing and growth through branching may restrict the ability of the Bank to grow and may limit the amount of growth and potential future earnings of the Bank. Also compliance with the Agreement's provisions may require the Company and Bank to incur higher expenses in connection with such compliance. Additional, if the Company is not allowed by bank regulators to pay interest on the subordinated debentures of its trust preferred securities for 20 consecutive quarters, there will be an event of default on the trust preferred securities, and the trustee of the indenture of the subordinated debentures may bring an action against the Company for nonpayment.

We have determined that we have material weaknesses related to our internal control over financial reporting.

In connection with our assessment of internal control over financial reporting for the quarter ended December 31, 2010, management identified certain material weaknesses in internal control over financial reporting related to the allowance for loan losses and the completeness and accuracy of the provision for loan losses, as well as material weaknesses related to the valuation of OREO properties. In response to the material weaknesses identified by the Company, the Company has taken certain remedial measures that the Company believes will correct the design and operational effectiveness of such internal controls; however, we cannot guarantee that such remedial measures will actually correct the design and operational effectiveness of such internal controls and that in the future we will not discover additional material weaknesses in internal control over financial reporting.

Difficult market conditions and economic trends have adversely affected the banking industry and could continue to adversely affect the Company's business, financial condition, results of operations and cash flows.

The Company is operating in a challenging and uncertain economic environment, including generally uncertain conditions nationally and locally in its markets. Financial institutions continue to be affected by declines in the real estate market that have negatively impacted the credit performance of construction, commercial real estate loans, and residential mortgage loans and resulted in significant write-downs of assets by many financial institutions. Concerns over the stability of the financial markets and the economy have resulted in decreased lending by financial institutions to their customers and to each other. The Company retains direct exposure to the residential and commercial real estate markets, and it is affected by these events. Continued declines in real estate values, home sales volumes and financial stress on borrowers as a result of the uncertain economic environment, including job losses, could have an adverse affect on the Company's borrowers or their customers, which could adversely affect the Company's business, financial condition, results of operations and cash flows.

The Company's ability to assess the creditworthiness of customers and to estimate the losses inherent in its credit portfolio is made more complex by these difficult market and economic conditions. The Company also expects to face increased regulation and government oversight as a result of these downward trends. This increased government action may increase the Company's costs and limit its ability to pursue certain business opportunities. In addition, the Company may be required to pay even higher FDIC deposit insurance premiums than the recently increased level, because financial institution failures resulting from the depressed market conditions and other factors have depleted and may continue to deplete the deposit insurance fund and reduce its ratio of reserves to insured deposits.

A prolonged national economic recession or further deterioration of these conditions in the Company's markets could drive losses beyond that which is provided for in its allowance for credit losses and result in the following consequences:

- increases in loan delinquencies;
- increases in nonperforming assets and foreclosures;
- decreases in demand for the Company's products and services, which could adversely affect its liquidity position; and
- decreases in the value of the collateral securing the Company's loans, especially real estate, which could reduce customers' borrowing power.

A worsening of these conditions would likely exacerbate the adverse effects of these difficult economic conditions on the Company, its customers and the other financial institutions in its market. As a result, the Company may experience increases in foreclosures, delinquencies and customer bankruptcies, as well as more restricted access to funds.

The U.S. Treasury and the FDIC have initiated programs to address economic stabilization, yet the efficacy of these programs in stabilizing the economy and the banking system at large are uncertain.

Liquidity risk could impair the Company's ability to fund operations and jeopardize its financial condition.

Liquidity is essential to the Company's business. An inability to raise funds through deposits, borrowings, the sale of loans and other sources could have a substantial negative effect on its liquidity. The Company's access to funding sources in amounts adequate to finance its activities or on terms which are acceptable to it could be impaired by factors that affect the Company specifically or the financial services industry or economy in general. As a result of the March 2010 agreement between the Federal Reserve Bank and the Company, the Company is required to submit to the Federal Reserve Bank an acceptable plan to improve management of the Bank's liquidity position and funds management practices. The Bank will be required to enhance the monitoring, measurement, and reporting of the Bank's liquidity position to the Board, while reducing the reliance on brokered and other wholesale funding sources, enhancing written contingency funding plans, and maintaining sufficient liquidity to meet the Company's contractual obligations. Failure to accomplish these requirements could result in additional regulatory enforcement actions, and could impair or severely damage the ongoing operations of the Company. The Company could experience liquidity shortfalls if it were to dispose of brokered deposits pursuant to the March 2010 agreement and were not able to replace them with other funding sources, or was not able to reduce assets quickly enough to cover liquidity shortfalls.

The Company's financial performance is subject to interest rate risk.

The Company's operations are greatly influenced by general economic conditions and by related monetary and fiscal policies of the federal government. Deposit flows and the funding costs are influenced by interest rates of competing investments and general market rates of interest. Lending activities are affected by the demand for loans, which in turn is affected by the interest rates at which such financing may be offered and by other factors affecting the availability of funds.

The Company's performance is substantially dependent on net interest income, which is the difference between the interest income received from interest-earning assets and the interest expense incurred in connection with our interest-bearing liabilities. To reduce the Company's exposure to interest rate fluctuations, management seeks to manage the balances of interest sensitive assets and liabilities, and maintain appropriate maturity and repricing parameters for these assets and liabilities. A mismatch between the amount of rate sensitive assets and rate sensitive liabilities in any time period may expose the Company to interest rate risk. Generally, if rate sensitive assets exceed rate sensitive liabilities, the net interest margin will be positively impacted during a rising rate environment and negatively impacted during a declining rate environment. When rate sensitive liabilities exceed rate sensitive assets, the net interest margin will generally be positively impacted during a declining rate environment and negatively impacted during a rising rate environment.

Increases in the level of interest rates may reduce the overall level of loans originated by the Company, and, thus, the amount of loan and commitment fees earned, as well as the market value of investment securities and other interest-earning assets. Moreover, fluctuations in interest rates may also result in disintermediation, which is the flow of funds away from depository institutions into direct investments, such as corporate securities and other investment vehicles which, because of the absence of federal deposit insurance, generally pay higher rates of return than depository institutions.

The continued deterioration of local economic conditions in the Company's market area could hurt profitability.

The Company's operations are located primarily in Fresno, Madera, Kern, and Santa Clara Counties, and are concentrated in Fresno County and surrounding areas. As a result of this geographic concentration, the Company's financial results depend largely upon economic conditions in these areas. The local economy in the Company's market areas rely heavily on agriculture, real estate, professional and business services, manufacturing, trade and tourism. The significant economic downturn experienced in the sub-prime lending and credit markets since the later part of 2007, has negatively impacted the Company's operations and financial condition, and may further worsen with prolonged or further deterioration of local and state-wide economic conditions. Poor economic conditions could cause the Company to incur additional losses associated with higher default rates and decreased collateral values in the loan portfolio.

Concentrations in commercial and industrial loans, real estate-secured commercial loans, and real estate construction loans, may expose the Company to increased lending risks, especially in the event of a recession.

The Company has significant concentrations in commercial real estate and real estate construction loans. As of December 31, 2010, 29.8%, and 14.8% of the Company's loan portfolio was concentrated in these two categories, respectively. In addition, the Company has many commercial loans to businesses in the construction and real estate industry. There has been significant volatility in real estate values in the Company's market area in recent years, and an extended real estate recession affecting these market areas would likely reduce the security for many of the Company's loans and adversely affect the ability of many of borrowers to repay loan balances due the Company and require increased provisions to the allowance for loan losses. Therefore, the Company's financial condition and results of operations may continue to be adversely affected by a decline in the value of the real estate securing the Company's loans.

If the Company forecloses on collateral property, we may be subject to the increased costs associated with the ownership of real property, resulting in reduced revenues.

The Company has and may continue to foreclose on collateral property to protect its investment and may thereafter own and operate such property, in which case we will be exposed to the risks inherent in the ownership of real estate. The amount that the Company, as a mortgagee, may realize after a default is dependent upon factors outside of the Company's control, including, but not limited to: (i) general or local economic conditions; (ii) neighborhood values; (iii) interest rates; (iv) real estate tax rates; (v) operating expenses of the mortgaged properties; (vi) environmental remediation liabilities; (vii) ability to obtain and maintain adequate occupancy of the properties; (viii) zoning laws; (ix) governmental rules, regulations and fiscal policies; and (x) acts of God. Certain expenditures associated with the ownership of real estate, principally real estate taxes, insurance, and maintenance costs, may adversely affect the income from the real estate, and as a result, the Company may be required to dispose of the real property at a loss. The foregoing expenditures and costs could adversely affect the Company's ability to generate revenues, resulting in reduced levels of profitability.

The small to medium-sized businesses that the Company lends to may have fewer resources to weather a downturn in the economy, which may impair a borrower's ability to repay a loan to the Company that could materially harm the Company's operating results.

The Company targets its business development and marketing strategy primarily to serve the banking and financial services needs of small to medium-sized businesses. These small to medium-sized businesses frequently have smaller market share than their competition, may be more vulnerable to economic downturns, often need substantial additional capital to expand or compete and may experience significant volatility in operating results. Any one or more of these factors may impair the borrower's ability to repay a loan. In addition, the success of a small to medium-sized business often depends on the management talents and efforts of one or two persons or a small group of persons, and the death, disability or resignation of one or more of these persons could have a material adverse impact on the business and its ability to repay a loan. Economic downturns and other events that negatively impact the Company's market areas could cause the Company to incur substantial credit losses that could negatively affect the Company's results of operations, financial condition and cash flows.

The Company faces strong competition, which may adversely affect its operating results.

In recent years, competition for bank customers, the source of deposits and loans for the Company has greatly intensified. This competition includes:

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larger regional and national banks and other FDIC insured depository institutions in many of the communities the Company serves;

- finance companies, investment banking and brokerage firms, and insurance companies that offer bank-like products;

- credit unions, which can offer highly competitive rates on loans and deposits because they receive tax advantages not available to commercial banks; and

- technology-based financial institutions including large national and super-regional banks offering on-line deposit, bill payment, and mortgage loan application services.

Some of the financial services organizations with which the Company competes are not subject to the same degree of regulation as is imposed on bank holding companies and federally insured financial institutions. As a result, these non-bank competitors have certain advantages over the Company in accessing funding and in providing various banking-related services.

By virtue of their larger capital position, regional and national banks have substantially larger lending limits than the Company, and can provide certain services to their customers which the Company is not able to offer directly, such as trust and international services. Many of these larger banks also operate with greater economies of scale which result in lower operating costs than the Company on a per-unit basis.

Other existing single or multi-branch community banks, or new community bank start-ups, have marketing strategies similar to United Security Bancshares. These other community banks can open new branches in the communities the Company serves and compete directly for customers who want the high level of service community banks offer. Other community banks also compete for the same management personnel and the same potential acquisition and merger candidates. Ultimately, competition can drive down the Company's interest margins and reduce profitability, as well as make it more difficult for the Company to achieve its growth objectives.

The Company may need to raise additional capital in the future and such capital may not be available when needed or at all.

The Company may need to raise additional capital in the future to provide it with sufficient capital resources and liquidity to meet its commitments and business needs. In addition, the Company may elect to raise additional capital to support its business or to finance acquisitions, if any. The Company's ability to raise additional capital, if needed, will depend on, among other things, conditions in the capital markets at that time, which are outside of its control of the Company, and its financial performance. The economic downturn and significantly increased levels of nonperforming assets at the Company has placed additional strain on the Company's capital position. The Company may experience additional loan losses and lower levels of net income which may require increased levels of capital in the future. As a result of the March 2010 agreement between the Federal Reserve Bank and the Company, the Company is required to submit to the Federal Reserve Bank an acceptable plan to maintain sufficient capital at both the Bank and the Company to comply with current regulatory guidelines taking into account the current level of classified assets, concentrations of credit, current and projected assets growth, and projected retained earnings.

The Company cannot be assured that such capital will be available to it on acceptable terms or at all given the current financial position of the Company and the state of the overall economy. Any occurrence that may limit its access to the capital markets, such as failure to comply with the Federal Reserve Bank regulatory agreement, a decline in the confidence of investors, depositors of the Banks or counterparties participating in the capital markets, may adversely affect the Company's capital costs and its ability to raise capital and, in turn, its liquidity. An inability to raise additional capital on acceptable terms when needed could have a material adverse effect on the Company's business, financial condition and results of operations, and may also result in additional regulatory enforcement actions that could impair or severely damage the ongoing operations of the Company.

The Company could experience loan losses, which exceed the overall allowance for loan losses.

The risk of credit losses on loans and leases varies with, among other things, general economic conditions, the type of loan being made, the creditworthiness of the borrower, and, in the case of collateralized loans, the value and marketability of the collateral. The Company maintains an allowance for loan losses based upon, among other things, historical experience, an evaluation of economic conditions, and regular reviews of delinquencies and loan portfolio quality. Based upon such factors, management makes various assumptions and determinations about the ultimate collectability of the loan portfolio and provides an allowance for losses based upon a percentage of the outstanding balances and for specific loans where their collectability is considered to be questionable. As a result of the March 2010 agreement between the Federal Reserve Bank and the Company, the Company is required to submit to the Federal Reserve Bank an acceptable program to maintain an adequate allowance for loan and lease losses including a sound process for determining, documenting, and recording an adequate allowance for loan and lease losses. In addition, the Bank was required to eliminate or charge-off all assets classified as "loss" in the most recent examination by the Federal Reserve, a requirement which has been complied with.

As of December 31, 2010, the Company's allowance for loan losses was approximately $16.5 million representing 3.75% of net outstanding loans. Although management believes that the allowance is adequate, there can be no absolute assurance that it will be sufficient to cover future loan losses given the current level of classified loans. In addition, if the Company after implementing its new program to determine and maintain an adequate reserve for loan and lease losses, needs to increase its provision for loan and lease losses, such additional provision will result in an additional loss for the Company. Although the Company uses the best information available to make determinations with respect to adequacy of the allowance for loan losses, future adjustments may be necessary if economic conditions change substantially from the assumptions used or if negative developments occur with respect to non-performing or performing loans. If management's assumptions or conclusions prove to be incorrect and the allowance for loan losses is not adequate to absorb future losses, or if Company's regulatory agencies require an increase in the allowance for loan losses, the Company's earnings, and potentially its capital, could be significantly and adversely impacted.

The Company is Subject to Other-than-temporary Impairment Risk

The Company recognizes an impairment charge when the decline in the fair value of equity, debt securities and cost-method investments below their cost basis are judged to be other-than-temporary. Significant judgment is used to identify events or circumstances that would likely have a significant adverse effect on the future use of the investment. The Company considers various factors in determining whether an impairment is other-than-temporary, including the severity and duration of the impairment, forecasted recovery, the financial condition and near-term prospects of the investee, and our ability and intent to hold the investment for a period of time sufficient to allow for any anticipated recovery in market value. Information about unrealized gains and losses is subject to changing conditions. The values of securities with unrealized gains and losses will fluctuate, as will the values of securities that we identify as potentially distressed. Our current evaluation of other-than-temporary impairments reflects our intent to hold securities for a reasonable period of time sufficient for a forecasted recovery of fair value. However, our intent to hold certain of these securities may change in future periods as a result of facts and circumstances impacting a specific security. If our intent to hold a security with an unrealized loss changes, and we do not expect the security to fully recover prior to the expected time of disposition, we will write down the security to its fair value in the period that our intent to hold the security changes.

The process of evaluating the potential impairment of goodwill and other intangibles is highly subjective and requires significant judgment. The Company estimates its expected future cash flows from its various businesses and determines the carrying value of these businesses. The Company exercises judgment in assigning and allocating certain assets and liabilities to these businesses. The Company then compares the carrying value, including goodwill and other intangibles, to the discounted future cash flows. If the total of future cash flows is less than the carrying amount of the assets, an impairment loss is recognized based on the excess of the carrying amount over the fair value of the assets. Estimates of the future cash flows associated with the assets are critical to these assessments. Changes in these estimates based on changed economic conditions or business strategies could result in material impairment charges in future periods.

If the goodwill that the Company recorded in connection with a business acquisition becomes impaired, it could require charges to earnings, which would have a negative impact on the Company's financial condition, results of operations and cash flows.

Goodwill represents the amount of acquisition cost over the fair value of net assets the Company acquired in the purchase of another financial institution. The Company reviews goodwill for impairment at least annually, or more frequently if events or changes in circumstances indicate the carrying value of the asset might be impaired.

The Company determines impairment by comparing the implied fair value of the reporting unit goodwill with the carrying amount of that goodwill. If the carrying amount of the reporting unit goodwill exceeds the implied fair value of that goodwill, an impairment loss is recognized in an amount equal to that excess. Any such adjustments are reflected in the Company's results of operations in the periods in which they become known. At December 31, 2010, the Company's goodwill totaled $6.0 million after recognizing a goodwill impairment loss of $1.4 million during the year ended December 31, 2010. Given the current economic environment, there can be no assurance that the Company's future evaluations of goodwill will not result in additional findings of impairment and related write-downs, which may have a material adverse effect on its financial condition, results of operations and cash flows.

The regulatory environment under which the Company operates may have an adverse impact on the banking industry.

The Company is subject to extensive regulatory supervision and oversight from both federal and state authorities. Regulatory oversight of the Company is provided by the Federal Reserve Bank (FRB) and the California Department of Financial Institutions (DFI). Future legislation and government may adversely impact the Company and the commercial banking industry in general. Future regulatory changes may also alter the structure and competitive relationship among financial institutions.

The Company may be exposed to compliance risk resulting from violations or nonconformity with laws, rules, regulations, internal policies and procedures, or ethical standards set forth by regulatory authorities. The Company may also be subject to compliance risk in situations where laws or rules governing certain products or activities of the Company's customers may be uncertain or untested. Compliance risk exposes the Company to fines, civil money penalties, payment of damages, and the potential voiding of contracts. Compliance risk can result in diminished reputation, reduced franchise value, limited business opportunities, and reduced growth potential.

Increase in FDIC insurance premiums may negatively affect profitability.

The FDIC insures deposits at FDIC insured financial institutions, including the Bank. The FDIC charges the insured financial institutions premiums to maintain the Deposit Insurance Fund at a certain level. Current economic conditions have increased bank failures and expectations for further failures, in which case the FDIC insures payment of deposits up to insured limits from the Deposit Insurance Fund. In late 2008, the FDIC announced an increase in insurance premium rates of seven basis points, beginning with the first quarter of 2009. Additional changes, beginning April 1, 2009, were to require riskier institutions to pay a larger share of premiums by factoring in rate adjustments based on secured liabilities and unsecured debt levels.

On May 22, 2009, the FDIC adopted a final rule that imposed a special assessment for the second quarter of 2009 of five basis points on each insured depository institution's assets minus its Tier 1 capital as of June 30, 2009, which was collected on September 30, 2009. The Company expensed $334,000 during the second quarter for this special assessment. In November 2009, the FDIC approved a final rule to require all insured depository institutions including the Bank to prepay three years of FDIC assessments in the fourth quarter of 2009, except in the event such prepayment is waived by the FDIC. Although the three-year prepayment assessment was waived for the Bank by the FDIC, insurance premiums paid quarterly have increased substantially during the later part of 2009, and may increase in future periods.

In general, we are unable to control the amount of premiums that we are required to pay for FDIC insurance. If there are additional failures of FDIC-insured institutions, we may be required to pay even higher FDIC premiums. The announced increases and any future increases in FDIC insurance premiums may materially adversely affect our results of operations.

If the Company lost a significant portion of its low-cost core deposits, it would negatively impact profitability.

The Company's profitability depends in part on its success in attracting and retaining a stable base of low-cost deposits. As of December 31, 2010, noninterest-bearing checking accounts comprised 25.1% of the Company's deposit base, and interest-bearing checking and money market accounts comprised an additional 10.76% and 21.7%, respectively. The Company considers these deposits to be core deposits. If the Company lost a significant portion of these low-cost deposits, it would negatively impact its profitability and long-term growth objectives. While Management generally does not believe these deposits are sensitive to interest-rate fluctuations, the competition for these deposits in the Company's market area is strong and if the Company were to lose a significant portion of these low-cost deposits, it would negatively affect business operations.

The Company participated in the FDIC's Transaction Account ("TAG") Program; A voluntary program under which participating financial institutions could obtain unlimited FDIC insurance coverage for all noninterest-bearing transaction accounts without limitation, and coverage for all interest-bearing accounts which pay (or will never pay more than) 0.50%. The TAG program expired on December 31, 2010. However, the Dodd-Frank Wall Street Reform and Consumer Protection Act provide unlimited FDIC insurance for noninterest-bearing transaction accounts in all banks effective on December 31, 2010 and continuing through December 31, 2012. If after December 31, 2012, the TAG program was not continued, the Company could loose some, or a substantial portion, of those deposits which would not otherwise be subject to FDIC insurance coverage. The loss of noninterest-bearing or low-cost deposits could adversely impact the Company's liquidity position and the Company would need to seek higher-cost funding sources which could impair the Company financial position and results of operations.

As a result of the March 2010 regulatory agreement between the Federal Reserve and the Company, the Company will reduce its reliance on brokered deposits and other wholesale funding over the next two years to near peer levels. Reductions in brokered deposits may be difficult to replace with other types of deposit accounts. As a result, the

Company may be limited in its ability to grow assets, and may experience liquidity constraints if unable to effectively replace maturing brokered deposits and other wholesale funding sources.

The Company relies on dividends from its subsidiaries for most of its revenue.

United Security Bancshares is a separate and distinct legal entity from its subsidiaries. The Company receives substantially all of its revenue from dividends from its subsidiary, United Security Bank. These dividends are the principal source of funds to pay dividends on common stock and interest on the Company’s junior subordinated debt. Various federal and/or state laws and regulations limit the amount of dividends that United Security Bank and certain non-bank subsidiaries may pay to United Security Bancshares. Also, United Security Bancshares’ right to participate in a distribution of assets upon a subsidiary’s liquidation or reorganization is subject to the prior claims of the subsidiary’s creditors. As a result of the written agreement with the Federal Reserve Bank entered into March 23, 2010, the United Security Bank is unable to pay dividends to United Security Bancshares, and United Security Bancshares is not able to pay dividends on common stock, or pay interest on its junior subordinated debt. This could have a negative impact on the Company's business, financial condition and results of operations. Under regulatory restraints, the Bank is currently precluded from paying dividends to the Company and may be precluded from doing so into the foreseeable future.

We have deferred interest payments on our trust preferred securities which prevents us from paying dividends on our capital stock until those payments are brought current.

We have not paid any cash dividends on our common stock since the second quarter of 2008 and do not expect to resume cash dividends on our common stock for the foreseeable future. In order to preserve capital, at September 30, 2009 we deferred quarterly payments of interest on our junior subordinated debentures issued in connection with our trust preferred securities beginning with the quarterly payment due October 1, 2009. As a result of the of the March 2010 agreement between the Federal Reserve Bank and the Company and the May 2010 Order between the California Department of Financial Institutions and the Company, the Company is currently prohibited from paying interest on its trust preferred securities, and is also prohibited from paying cash dividends on its common stock. The terms of the debentures related to the trust preferred securities permit us to defer payment of interest for up to 20 consecutive quarters. Interest continues to accrue while interest payments are deferred. Under the terms of the trust preferred securities we are prohibited from paying cash dividends on our capital stock (including common stock) during the deferral period.

The holders of the Company’s junior subordinated debentures have rights that are senior to those of the Company’s shareholders.

On July 25, 2007 the Company issued $15.5 million of floating rate junior subordinated debentures in connection with a $15.0 million trust preferred securities issuance by its subsidiary, United Security Bancshares Capital Trust II. The junior subordinated debentures mature in July 2037.

The Company conditionally guarantees payments of the principal and interest on the trust preferred securities. The Company’s junior subordinated debentures are senior to holders of common stock. As a result, the Company must make payments on the junior subordinated debentures (and the related trust preferred securities) before any dividends can be paid on our common stock and, in the event of bankruptcy, dissolution or liquidation, the holders of the debentures must be satisfied before any distributions can be made to the holders of common stock. Effective September 30, 2009, the Company elected to defer distributions on our junior subordinated debentures (and the related trust preferred securities) for up to five years, during which time no cash dividends may be paid to holders of common stock. As a result of the March 2010 agreement between the Federal Reserve Bank and the Company, and the May 2010 Order between the California Department of Financial Institutions and the Company, the Company is currently prohibited from paying interest on its junior subordinated debentures.

Possible Control by Certain Persons

In that Mr. Dennis Woods, Chairman and CEO of the Company beneficially owns approximately 7.3% of the outstanding shares of Company common stock, the named executive officers of the Company as a group (excluding Mr. Woods) beneficially owns approximately 5.4% of the outstanding shares of Company common stock, and the directors of the Company as a group (excluding Mr. Woods) beneficially owns 16.8% of the outstanding shares of Company common stock, these persons will be able to control certain corporate governance matters. Such matters may include the selection of nominees for the board of directors and the supervision of management. The officers and directors also have the ability to control other matters requiring shareholders’ approval including the election of directors which may result in the entrenchment of management.

Item 1B. - Unresolved Staff Comments

The Company had no unresolved staff comments at December 31, 2010.

Item 2 - Properties

The Bank's Main bank branch is located at 2151 West Shaw Avenue, Fresno, California. The Company owns the building and leases the land under a sublease dated December 1, 1986 between Central Bank and USB. The current sublessor under the master ground lease is Bank of the West, which acquired the position through the purchase of Central Bank. The lessor under the ground lease (Master Lease) is Thomas F. Hinds. The lease expires on December 31, 2015 and the Company has options to extend the term for four (4) ten-year periods and one seven (7) year period.

The Company leases the banking premises of approximately 6,450 square feet for its second of three Fresno branches at 7088 N. First Ave, Fresno, California., under a lease which commenced August 2005 for a term of ten years expiring in July 2015. The branch was previously located at 1041 E. Shaw Avenue, Fresno, California, under a lease extension expiring February 28, 2005. The lease was renewed until August 2005. The 7088 N. First location provides space for the relocated branch as well as the Real Estate Construction Department and the Indirect Consumer Lending Department.

The Company leases the Oakhurst bank branch located at the Old Mill Village Shopping Center, 40074 Highway 49, Oakhurst, California. The branch facility consists of approximately 5,000 square feet with a lease term of 15 years ending April 2014, and has two five-year options to extend the lease term after that date.

The Company owns the Caruthers bank branch located at 13356 South Henderson, Caruthers, California, which consists of approximately 5,000 square feet of floor space.

The Company owns the San Joaquin branch facilities located at 21574 Manning Avenue, San Joaquin, California. The bank branch is approximately 2,500 square feet.

The Company owns the Firebaugh bank branch located at 1067 O Street, Firebaugh, California. The premises are comprised of approximately 4,666 square feet of office space situated on land totaling approximately one-third of an acre.

The Company owns the Coalinga bank branch located at 145 East Durian, Coalinga, California. The office building has a total of 6,184 square feet of interior floor space situated on approximately 0.45 acres of land.

The Company leases the Convention Center branch located at 855 “M” Street, Suite 130, Fresno, California. Total space leased is approximately 4,520 square feet, and was occupied during March 2004. The fifteen-year lease expires in March 2019. There are no extension provisions.

The Company owns the Taft branch office premises located at 523 Cascade Place, Taft, California. The branch facilities consist of approximately 9,200 square feet of office space.

The Company owns the branch facilities located at 3404 Coffee Road, Bakersfield, California, which has approximately 6,130 square feet of office space located on 1.15 acres.

The Company leases the Campbell branch located at 1875 S. Bascom Ave. Suite 19, Campbell, California, which has approximately 2,984 square feet. The lease commenced on January 1, 2011 and expires on December 31, 2021.

The Company owns its administrative headquarters at 2126 Inyo Street, Fresno, California and is occupied by the Company’s administrative staff and USB financial services . The facility consists of approximately 21,400 square feet. A portion of the premises has been subleased to a third-party under a lease term of approximately seven years.

Item 3 - Legal Proceedings

From time to time, the Company is party to claims and legal proceedings arising in the ordinary course of business. At this time, the management of the Company is not aware of any material pending litigation proceedings to which it is a party or has recently been party to, which will have a material adverse effect on the financial condition or results of operations of the Company.

Item 4 - Reserved

PART II

Item 5 - Market for the Registrant's Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities

Trading History

The Company became a NASDAQ National Market listed company on May 31, 2001, then became a Global Select listed company during 2006, and trades under the symbol UBFO.

The Company currently has four market makers for its common stock. These include, Stone & Youngberg, LLC, Howe Barnes Hoeffer & Arnett, Sandler O'Neill & Partners, and Hill Thompson, Magid & Company. The Company is aware of two other securities dealers: Smith Barney and Dean Witter Reynolds Inc., which periodically act as brokers in the Company's stock.

On March 28, 2006, the Company announced a 2-for-1 stock split of the Company's no-par common stock payable May 1, 2006 effected in the form of a 100% stock dividend. Share information for all periods presented in this 10-K have been restated to reflect the effect of the stock split.

During the third quarter ended September 30, 2008 and the fourth quarter ended December 31, 2008, the Company declared 1% stock dividends. During each of the eight consecutive quarters ended March 31, 2009, June 30, 2009, September 30, 2009, December 31, 2009, March 31, 2010, June 30, 2010, September 30, 2010, and December 31, 2010,the Company again declared 1% stock dividends. Share information for all periods presented in this Form 10-K has been restated to reflect the effect of the 1% stock dividends.

The Company was included in the Russell 2000 Stock Index during June 2006 and remained a member of the Russell 2000 Stock Index until June 2009, when the Company's market capitalization fell below the threshold required to remain on the Index. The inclusion of the Company's stock in the index has provided additional exposure for the Company in equity markets, and increased the transaction volume.

The following table sets forth the high and low closing sales prices by quarter for the Company's common stock, for the years ended December 31, 2010 and 2009.

	Closing Prices		Volume
Quarter	High	Low	
4th Quarter 2010	$ 4.91	$ 3.45	821,000
3rd Quarter 2010	$ 4.51	$ 3.54	409,000
2nd Quarter 2010	$ 4.82	$ 3.53	598,000
1st Quarter 2010	$ 5.18	$ 4.28	616,000
4th Quarter 2009	$ 5.60	$ 2.50	975,000
3rd Quarter 2009	$ 6.00	$ 4.10	1,377,400
2nd Quarter 2009	$ 9.57	$ 4.35	2,427,600
1st Quarter 2009	$ 11.81	$ 4.72	979,600

At December 31, 2010, there were approximately 811 record holders of common stock of the Company. This does not reflect the number of persons or entities who hold their stock in nominee or street name through various brokerage firms.

Dividends

The Company's shareholders are entitled to cash dividends when and as declared by the Company's Board of Directors out of funds legally available therefore. Dividends paid to shareholders by the Company are subject to restrictions set forth in California General Corporation Law, which provides that a corporation may make a distribution to its shareholders if retained earnings immediately prior to the dividend payout are at least equal the amount of the proposed distribution. As a bank holding company without significant assets other than its equity position in the Bank, the Company's ability to pay dividends to its shareholders depends primarily upon dividends it receives from the Bank. Such dividends paid by the Bank to the Company are subject to certain limitations. See "Management's Discussion and Analysis of Financial and Results of Operations – Regulatory Matters".

The Company distributed a 1% stock dividend to shareholders on January 20, 2010, April 21, 2010, July 21, 2010, October 20, 2010, and January 19, 2011.The Company distributed a 1% stock dividend to shareholders on January 21, 2009, April 22, 2009, July 22, 2009, and then again on October 21, 2009. The Company paid cash dividends to shareholders of $0.13 per share on January 23, 2008, and April 23, 2008. The Company also distributed a 1% stock dividend to shareholders on July 23, 2008, and then again on October 22, 2008.

The amount and payment of dividends by the Company to shareholders are set by the Company's Board of Directors with numerous factors involved including the Company's earnings, financial condition and the need for capital for expanded growth and general economic conditions. No assurance can be given that cash or stock dividends will be paid in the future.

Securities Authorized for Issuance under Equity Compensation Plans

The following table sets forth securities authorized for issuance under equity compensation plans as for December 31, 2010.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (column a)	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	166,577	$ 14.21	311,115
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	166,577	$ 14.21	311,115

A complete description of the above plans is included in Note 10 of the Company's Financial Statements, in Item 8 of this Annual Report on Form 10K, and is hereby incorporated by reference.

Purchases of Equity Securities by Affiliates and Associated Purchasers

On August 30, 2001, the Company announced that its Board of Directors approved a plan to repurchase, as conditions warrant, up to 280,000 shares (560,000 shares adjusted for May 2006 stock split) of the Company's common stock on the open market or in privately negotiated transactions. The duration of the program was open-ended and the timing of purchases was dependent on market conditions. A total of 215,423 shares (430,846 shares adjusted for May 2006 stock split) had been repurchased under that plan as of December 31, 2003, at a total cost of $3.7 million.

On February 25, 2004, the Company announced a second stock repurchase plan under which the Board of Directors approved a plan to repurchase, as conditions warrant, up to 276,500 shares (553,000 shares adjusted for May 2006 stock split) of the Company's common stock on the open market or in privately negotiated transactions. As with the first plan, the duration of the new program is open-ended and the timing of purchases will depend on market conditions. Concurrent with the approval of the new repurchase plan, the Board terminated the 2001 repurchase plan and canceled the remaining 64,577 shares (129,154 shares adjusted for May 2006 stock split) yet to be purchased under the earlier plan.

On May 16, 2007, the Company announced another stock repurchase plan to repurchase, as conditions warrant, up to 610,000 shares of the Company's common stock on the open market or in privately negotiated transactions. The repurchase plan represents approximately 5.00% of the Company's currently outstanding common stock. The duration of the program is open-ended and the timing of purchases will depend on market conditions. Concurrent with the approval of the new repurchase plan, the Company canceled the remaining 75,733 shares available under the 2004 repurchase plan.

During the year ended December 31, 2008, 89,001 shares were repurchased at a total cost of $1.21 million and an average per share price of $13.70. During the year ended December 31, 2009, 488 shares were repurchased at a total cost of $3,700 and an average per share price of $7.50.

Financial Performance

The following performance graph does not constitute soliciting material and should not be deemed filed incorporated by reference into any other Company under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent the Company specifically incorporates the performance graph by reference therein.

	Period Ending					
Index	12/31/05	12/31/06	12/31/07	12/31/08	12/31/09	12/31/10
United Security Bancshares	100.00	161.41	104.27	82.28	32.53	28.93
Russell 2000	100.00	118.37	116.51	77.15	98.11	124.46
Russell 3000	100.00	115.71	121.66	76.27	97.89	114.46
SNL Bank $500M-$1B Index	100.00	113.73	91.14	58.40	55.62	60.72

Item 6 - Selected Financial Data

The following table sets forth certain selected financial data for the Bank for each of the years in the five-year periods ended December 31, 2010 and should be read in conjunction with the more detailed information and financial statements contained elsewhere herein (in thousands except per share data and ratios).

	December 31,				
(in thousands except per share data and ratios)	2010	2009	2008	2007	2006
Summary of Year-to-Date Earnings:					
Interest income and loan fees	$ 32,490	$ 35,676	$ 45,147	$ 57,156	$ 47,356
Interest expense	4,589	7,327	14,938	20,573	14,175
Net interest income	27,901	28,349	30,209	36,583	33,181
Provision for credit losses	12,475	13,375	9,526	6,231	880
Net interest income after Provision for credit losses	15,426	14,974	20,683	30,372	32,301
Noninterest income	5,939	6,305	8,343	9,681	9,031
Noninterest expense	29,020	27,966	23,351	22,215	19,937
(Loss) income before taxes on income	(7,655)	(6,687)	5,675	17,818	21,395
Taxes on income	(3,216)	(2,150)	1,605	6,561	8,035
Net (loss) income	$ (4,439)	$ (4,537)	$ 4,070	$ 11,257	$ 13,360
Per Share Data:					
Net (loss) income – Basic	$ (0.34)	$ (0.35)	$ 0.31	$ 0.85	$ 1.07
Net (loss) income – Diluted	$ (0.34)	$ (0.35)	$ 0.31	$ 0.85	$ 1.06
Average shares outstanding – Basic	13,003,840	13,003,840	13,047,046	13,173,466	12,531,258
Average shares outstanding - Diluted	13,003,840	13,003,840	13,050,752	13,211,849	12,661,524
Cash dividends paid	$ 0.00	$ 0.00	$ 0.26	$ 0.50	$ 0.43
Financial Position at Period-end:					
Total assets	$ 678,210	$ 693,235	$ 761,077	$ 771,715	$ 678,314

Total net loans and leases	424,526		492,692		531,788		583,625		489,764	
Total deposits	557,466		561,660		508,486		634,617		587,127	
Total shareholders' equity	73,270		75,821		79,610		82,431		66,042	
Book value per share	$ 5.63		$ 6.07		$ 6.37		$ 6.55		$ 5.51	
Selected Financial Ratios:										
Return on average assets	(0.63	%)	(0.62	%)	0.52	%	1.47	%	2.04	%
Return on average shareholders' equity	(5.67	%)	(5.77	%)	4.93	%	13.73	%	20.99	%
Average shareholders' equity to average assets	11.06	%	10.71	%	10.60	%	10.73	%	9.70	%
Allowance for credit losses as a percentage										
of total nonperforming loans	35.19	%	29.57	%	25.24	%	45.99	%	57.50	%
Net charge-offs to average loans	2.24	%	1.85	%	0.93	%	0.77	%	0.05	%
Allowance for credit losses as a percentage of period-end loans	3.75	%	2.96	%	2.12	%	1.26	%	0.88	%
Dividend payout ratio	0.00	%	0.00	%	80.12	%	56.39	%	39.16	%

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview

Certain matters discussed or incorporated by reference in this Annual Report on Form 10-K 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 agreement 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.

The Company

On June 12, 2001, the United Security Bank (the “Bank”) became the wholly owned subsidiary of United Security Bancshares (the “Company”) through a tax-free holding company reorganization, accounted for on a basis similar to the pooling of interest method. In the transaction, each share of Bank stock was exchanged for a share of Company stock on a one-to-one basis. No additional equity was issued as part of this transaction. In the following discussion, references to the Bank are references to United Security Bank. References to the Company are references to United Security Bancshares (including the Bank).

On June 28, 2001, United Security Bancshares Capital Trust I (the “Trust”) was formed as a Delaware business trust for the sole purpose of issuing Trust Preferred securities. On July 16, 2001, the Trust completed the issuance of $15 million in Trust Preferred securities, and concurrently, the Trust used the proceeds from that offering to purchase Junior Subordinated Debentures of the Company. The Company contributed $13.7 million of the $14.5 million in net proceeds received from the Trust to the Bank to increase its regulatory capital and used the rest for the Company’s business. Effective January 1, 2007, the Company adopted the fair value option for its junior subordinated debt issued by the Trust. As a result of the adoption of the accounting standards related to the fair value option, the Company recorded a fair value adjustment of $1.3 million, reflected as an adjustment to beginning retained earnings. On July 25, 2007, the Company redeemed the $15.0 million in subordinated debentures plus accrued interest of $690,000 and a 6.15% prepayment penalty totaling $922,500. Concurrently, the Trust Preferred securities issued by Capital Trust I were redeemed. The prepayment penalty of $922,500 had previously been a component of the fair value adjustment for the junior subordinated debt at the initial adoption of the fair value option.

Effective December 31, 2001, United Security Bank formed a subsidiary Real Estate Investment Trust (“REIT”) through which preferred stock was offered to private investors, to raise capital for the bank in accordance with the laws and regulations in effect at the time. The principal business purpose of the REIT was to provide an efficient and economical means to raise capital. The REIT also provided state tax benefits beginning in 2002. On December 31, 2003 the California Franchise Tax Board (FTB) announced certain tax transactions related to real estate investment trusts (REITs) and regulated investment companies (RICs) will be disallowed pursuant to Senate Bill 614 and Assembly Bill 1601, which were signed into law in the 4th quarter of 2003 (For further discussion see Income Taxes section of Results of Operations contained in this Management’s Discussion and Analysis of Financial Condition and

Results of Operations).

Effective April 23, 2004, the Company completed its merger with Taft National Bank headquartered in Taft, California. Taft National Bank ("Taft") was merged into United Security Bank and Taft's two branches, one located Taft and the other located in Bakersfield, California, began operating as branches of United Security Bank. The total consideration paid to Taft shareholders was 241,447 shares of the Company's common stock valued at just over approximately $6.0 million. As a result of the merger, the Company acquired $15.4 million in cash and short-term investments, $23.3 million in loans, and $48.2 million in deposits. The merger was accounted for using the purchase method of accounting, and resulted in the purchase price being allocated to the assets acquired and liabilities assumed from Taft based on the fair value of those assets and liabilities, with resultant goodwill of $1.6 million and core deposits intangibles of $1.9 million. Goodwill is not amortized but is reviewed at least annually for impairment, while core deposit intangibles are being amortized over a period of approximately 7 years. The Company has recognized no impairment on either the goodwill or core deposit intangible related to the Taft merger. The two branches purchased during 2004 have grown since the merger in 2004, with loans totaling $58.3 million, and deposits totaling $69.5 million at December 31, 2010. Like much of the rest of the San Joaquin Valley, the Bakersfield area has been impacted to a large degree by the slowdown in residential real estate markets and resulting depressed real estate prices. Of the $58.3 million in total impaired loans reported by the Company at December 31, 2010, $19.5 million was related to the Bakersfield operation with a specific reserve of $4.3 million.

On February 16, 2007, the Company completed its merger of Legacy Bank, N.A. with and into United Security Bank, a wholly owned subsidiary of the Company. Legacy Bank which began operations in 2003 operated one banking office in Campbell, California serving small business and retail banking clients. With its small business and retail banking focus, Legacy Bank provides a unique opportunity for United Security Bank to serve a loyal and growing small business niche and individual client base in the San Jose area. Upon completion of the merger, Legacy Bank's branch office began operating as a branch office of United Security Bank. As of February 16, 2007, Legacy Bank had net assets of approximately of $8.6 million, including net loans of approximately $62.4 million and deposits of approximately $69.6 million. At the time of the merger, Legacy had $62.5 million in net loans and $69.6 million in total deposits. At December 31, 2010, net loans and total deposits related to the Campbell branch totaled $37.8 million and $22.6 million, respectively, and have decreased as the result of declines in lending markets in that area as well as significant competition for deposits. Impaired loans related to the Campbell branch at December 31, 2010 totaled $2.0 million with a related specific reserve of $591,000.

In the merger with Legacy Bank, the Company issued 976,411 shares of its stock in a tax free exchange for all of the Legacy Bank common shares. The total value of the transaction was approximately $21.7 million. The merger transaction was accounted for using the purchase accounting method, and resulted in the purchase price being allocated to the assets acquired and liabilities assumed from Legacy based on the fair value of those assets and liabilities. Fair value adjustments and intangible assets totaled approximately $12.9 million, including $8.8 million in goodwill. The allocations of purchase price based upon the fair market value of assets acquired and liabilities assumed were finalized during the fourth quarter of 2007. Goodwill is not amortized but is reviewed at least annually for impairment, while core deposit intangibles are being amortized over a period of approximately 7 years. The Company recognized goodwill impairment charges of $1.4 million and $3.0 million for the years ended December 31, 2010, and 2009, respectively. In addition, the Company recognized impairment charges related to core deposit intangibles of $57,000 during both of the years ended December 31, 2010 and 2009.

During July 2007, the Company formed USB Capital Trust II, a wholly-owned special purpose entity, for the purpose of issuing Trust Preferred Securities. Like USB Capital Trust I formed in July 2001, USB Capital Trust II is a Variable Interest Entity (VIE) and a deconsolidated entity pursuant current accounting standards related to variable interest entities. On July 23, 2007, USB Capital Trust II issued $15 million in Trust Preferred securities. The securities have a thirty-year maturity and bear a floating rate of interest (repricing quarterly) of 1.29% over the three-month LIBOR rate. Interest is payable quarterly. Concurrent with the issuance of the Trust Preferred securities, USB Capital Trust II used the proceeds of the Trust Preferred securities offering to purchase a like amount of junior subordinated debentures of the Company. The Company is to pay interest on the junior subordinated debentures to USB Capital Trust II, which represents the sole source of dividend distributions to the holders of the Trust Preferred securities. The Company elected at September 30, 2009 to defer quarterly payments of interest on the junior subordinated debentures beginning with the quarterly payment due October 1, 2009. In addition, the Agreement entered into with the Federal Reserve Bank of San Francisco during March 2010 prohibits the Bank from making distributions, including dividends and interest payments, without prior written approval. The terms of the debentures permit the deferment of payment of interest for up to 20 consecutive quarters. Interest continues to accrue while interest payments are deferred. Under the terms of the trust preferred securities the Company is prohibited from paying dividends on its capital stock (including common stock) during the deferral period. The Company may redeem the junior subordinated debentures at anytime before October 2011 at 100.66, or at par anytime after October 2012.

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 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 as of the filing of the fourth quarter written response to the Agreement, Company is in compliance with the terms of the Agreement. (For more information on the terms of the Agreement see the "Regulatory Matters" section included in this Management's Discussion and Analysis of Financial Condition and Results of Operations.)

The Agreement entered into with the Federal Reserve Bank of San Francisco during March 2010 was a result of a regulatory examination conducted by the Federal Reserve and the California Department of Financial Institutions in June 2009. The following issues related to the June 2010 examination led to the agreement between the Federal Reserve Bank and the Company that corrective action was required:

§ Asset quality continued to deteriorate as adversely classified assets increased over four consecutive target and full-scope examinations conducted from 2006 through the June 2009 exam. The dollar volume of adversely classified assets increased by 16.7% during the six months prior to the exam to $142.1 million at the June 2009 examination.

§ Below investment grade investment securities classified substandard at the previous examination totaling $9.1 million increased to $17.1 million at the June 2010 examination, representing 18.6% of tier 1 capital and reserves as of March 31, 2009. The classified investment securities are comprised of three private-label residential mortgage backed securities that are below investment grade as graded by a national rating agency, were divided between $16.9 million in substandard and $163,000 in loss. The portion listed as loss represented the amount identified as other-than-temporary-impairment (OTTI) and had been recognized as loss as of March 31, 2009.

§ During the June 2009 examination, it was the opinion of the Federal Reserve Bank that the Bank's methodology related to the allowance for loan and leases losses was flawed, leading the Federal Reserve Bank to conclude that additional provisions were required to raise reserves to an appropriate level. In addition, weaknesses in the ALLL policy were identified and needed to be addressed, which included improvements in documentation related to identification and analysis of loans under SFAS No. 114 and SFAS No. 5, and more detailed justification for the qualitative factors used in the ALLL process. During the six months ended June 30, 2010, several large lending relationships to developers in the San Joaquin Valley deteriorated significantly, requiring an additional $1.8 million in ALLL. In addition, during that period, the Bank experienced increases in other problem loans or potentially problem loans including nonaccrual loans and special mention loans, and real estate valuations continued to decline. Regulators required an increase in the reserves as calculated by the Federal Reserve Bank using a model they call the “Atlanta Model.” The Atlanta Model calculated an estimated range of allowance for loan losses using a blend of national, regional, and local peer bank data. The reserve calculated by the Bank for June 30, 2009 under GAAP included additions to ALLL required for increases in adversely classified and special mention loans experienced during the first half of 2009, and although at the lower range of ALLL as estimated by the Federal Reserve, corresponded favorably with the Federal Reserves’ “Atlanta Model”. The reserve adjustment required for the second quarter of 2009 totaled $6.8 million bringing the ALLL level to $15.8 million (including reserve for unfunded commitments) at June 30, 2009. The ALLL findings of the Federal Reserve Bank included recommendations to better align actual practices with the regulatory governing policy as well as to provide a more specific framework for analyzing, determining, and supporting the factors used in the ALLL methodology.

§ Earnings performance declined as of June 30, 2009, due in large part to the additional $6.8 million provision recorded for the second quarter ($8.2 million year-to-date) resulting in a net loss for the Company of $4.8 million for the six months ended June 30, 2009. Earnings for the period were also adversely impacted by: a goodwill impairment loss of $3.0 million (pre-tax and net); year-to-date pre-tax impairment losses of $403,000 on the real estate mortgage-backed securities; year-to-date pre-tax operating expenses and impairment losses of $1.3 million related to other real estate owned through foreclosure.

§ Although the Bank’s Tier 1 leverage capital, Tier 1 risk-based capital, and total risk-based capital ratios remained above regulatory Prompt Corrective Action guidelines of adequately capitalized banks at 10.8%, 11.3%, and 12.6%, respectively, at June 30, 2009, the Federal Reserve concluded that capital levels were less than adequate to support the Bank's high risk profile resulting primarily from the continued decline in asset quality. At the June 2009 examination adversely classified assets were in excess of 150.0% of Tier 1 capital and reserves.

§ The Bank's liquidity position had tightened since the last examination and was considered marginal at the June 2009 examination. The Bank's tight liquidity position was the result of low levels of liquid assets, high percentage of investment securities pledged against borrowing lines, and higher levels of wholesale borrowings including $64.0 million borrowed from the Federal Home Loan Bank line and $71.3 million borrowed from the Federal Reserve Bank discount window. Brokered deposits total $99.3 million, 19.4% of total deposits at June 30, 2009, and compared unfavorably with the peer group at 6.3%.

§ The Federal Reserve concluded in the June 2009 examination that oversight by the Board of Directors and senior management was not adequate given the escalating risk profile of the Bank's activities Although the severe economic downturn was a significant factor in the decline in asset quality, the Board of Directors and senior management were deemed responsible for implementing a business strategy which allowed concentrations in higher-risk speculative residential construction lending. The Board of Directors and senior management had taken measures to maintain asset quality, capital, earnings, and liquidity, but had had not responded in a timely manner to the rapidly changing real estate conditions. As of March 31, 2009, the concentration in construction and land development loans represented high levels in relation to equity capital and reserves, although the exposures were declining over the prior few years. For example, management increased the ALLL in the second quarter of 2009, ordered new appraisals on property remargined collateral on loans, and was seeking sources for new equity capital. In addition, several transactions to reduce or restructure problem assets were in process. However, these actions had not resulted in material tangible improvements in the overall condition of the Bank as of the June 2009 examination. In addition, the June 2009 examination identified nine technical violations of Regulation Y Subpart B that deal with the failure to obtain the prescribed appraisals or evaluations on loan extensions or renewals. These violations of law were subsequently remedied.

§ The June 2009 examination indicated that risk management practices needed improvement. Management information systems needed to be redesigned and implemented to more accurately measure fundamental exposures, such as the ongoing credit risk posed by the residential construction and land development loan portfolio and the emerging liquidity risks. The Bank needed to continue its efforts to address and reduce the increasing volume of problem assets. While the loan grading process showed improvement over the prior several examinations, the ALLL methodology was identified as flawed in the June 2009 examination. While the Board of Directors and management made some progress to address the findings of the June 2009 examination, management needed to make further progress on improving several key areas to identify, measure, monitor, and control the exposures presented by credit, liquidity, market, operational, reputation, and legal risks.

The result of significant increases in nonperforming assets, both classified loans and OREO, during 2008 and the first half of 2009 increased 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 wholesale 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 materially from wholesale funding sources, liquidity risk increased, and higher levels of nonperforming assets increased risk to equity capital and potential volatility in earnings. In addition, the Federal Reserve Bank identified nine technical violations of Regulation Y Subpart B that deal with the failure to obtain the prescribed appraisals or evaluations on loan extensions or renewals. During the fourth quarter of 2010, the Company identified a material weakness related to the allowance for loan losses and the completeness and accuracy of the provision for loan losses, as well as to the valuation of OREO properties (for further discussion see Item 9A Controls and Procedures.)

As part of the Agreement, the Board of Directors of the Bank has appointed a Compliance Committee to monitor and coordinate the Bank's compliance with the provisions of the Agreement. The Compliance Committee is comprised of the outside Directors and they meet on a monthly basis.

Among other things, the Agreement required the Bank to submit a number of written plans to the Federal Reserve Bank within specified time frames. The following is a list of written plans required to be submitted to the Federal Reserve Bank.

- Plan to Strengthen Board Oversight – Includes actions that the Board of Directors will take to improve the Bank's condition, and maintain effective control and supervision over the Bank's operations including credit risk management, liquidity, and earnings. Also includes the Board's responsibility to monitor adherence to policies and procedures and applicable laws and regulations, and lists information and reports that will enable the Board to perform this oversight function.
- Plan to Strengthen Credit Risk Management Practices – includes the responsibility of 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.
- 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.
- Capital Plan – 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. Also contains contingency strategies to obtain additional capital as required to fulfill future capital requirements.

- Plan to Improve Liquidity Position – Includes measures to enhance the monitoring, measurement, and reporting of the Bank's liquidity to the Board, a timetable to reduce the Bank's reliance on brokered deposits and other wholesale funding, and specific liquidity targets and parameters to meet contractual obligations and unanticipated demands.
- Contingency Funding Plan – Includes adverse scenario planning, and identifies and quantifies available sources of liquidity for each scenario.
- Earnings Plan and Budget – Includes a revised business plan for the remainder of 2010, including operating assumptions that support for projected income, expense, and balance sheet components.

As of June 30, 2010, the Bank had completed and submitted to the Federal Reserve Bank all the plans listed above within the designated timeframes. The Federal Reserve responded on July 27, 2010 by letter that stated "We have reviewed your submissions and acknowledge the steps taken by the Bank and Bancshares to achieve compliance with the Agreement's provisions. However, we noted that the Plan to Strengthen Board Oversight omitted references to actions to be taken with regard to Bank earnings as required by the first provision." At the August 24, 2010, regular meeting of the Board, an amended version of the Plan was approved and the amended Plan has been submitted to the Federal Reserve.

In addition to the submission of the above plans to the Federal Reserve Bank for approval, and implementation of the above plans, the Bank is required within 30 days after the end of each calendar quarter to submit written progress reports to the Federal Reserve Bank detailing actions taken to secure compliance with the Agreement. On April 28, 2010, July 30, 2010, and October 30, 2010, respectively, the Bank submitted progress reports to the Federal Reserve for the first, second, and third quarters of 2010. As of the January 31, 2011 the Company submitted a progress report for the fourth quarter of 2010. At this time the Company and the Bank believe they are in compliance with the Agreement, including remediation of technical violations of laws and regulations regarding stale loan appraisals.

Regulatory Order from the California Department of Financial Institutions

During May of 2010, 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 Financial Institutions in June 2009. The Order issued by the California Department of Financial Institutions is basically similar to the written agreement with the Federal Reserve Bank of San Francisco, except for certain additional requirements. The additional requirements in the Order 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 9.5% 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 9.5%

- 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 Financial Institutions

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

The Bank is currently in full compliance with the requirements of the Order including its deadlines. During the fourth quarter of 2010, the Company identified a material weakness related to the allowance for loan losses and the completeness and accuracy of the provision for loan losses, as well as to the valuation of OREO properties (for further discussion see Item 9A Controls and Procedures.)

(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.)

The Bank currently has eleven banking branches, one construction lending office, and one financial services office, which provide banking and financial services in Fresno, Madera, Kern, and Santa Clara counties. As a community-oriented bank holding company, the Company continues to seek ways to better meet its customers' needs for financial services, and to expand its business opportunities in today's ever-changing financial services environment. The Company's strategy is to be a better low-cost provider of services to its customer base while enlarging its market area and corresponding customer base to further its ability to provide those services.

Current 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 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 has declined over the past three years, totaling $27.9 million, $28.3 million, and $30.2 million for the years ended December 31, 2010, 2009, and 2008, respectively. The decline in net interest income between 2009 and 2010 was primarily the result of declines in the volume of interest-earning assets which more than outweighed the increase in net interest margin during 2010, while the decrease in net interest income between 2008 and 2009 was the result of both decreases in interest rates and declines in the average volumes of earning assets and interest-bearing liabilities. Average interest-earning assets decreased approximately $21.9 million between 2009 and 2010, and decreased $60.7 million between 2008 and 2009, as the Company reduced the size of the balance sheet and sought to control the rising level of problem assets. Of the $21.9 million decrease in average earning assets between 2009 and 2010, $44.4 million was in loans, and an additional $22.2 million was in investment securities. Offsetting these decreases during 2010 were increases of $48.1 million in federal funds sold and interest-bearing deposits in the Federal Reserve Bank. During the last three years, the Company's cost of interest-bearing liabilities has declined significantly as market rates of interest declined, with the average cost of interest-bearing liabilities dropping from 2.75% during 2008, to 1.43% during 2009, and then to 0.93% for the year ended December 31, 2010. During that three-year period, the mix of average interest-bearing liabilities changed, with interest-bearing deposits increasing on average by $45.5 million between the years ended December 31, 2009 and 2010, and decreasing $36.4 million on average between the years ended December 2008 and 2009. Borrowings decreased $64.7 million on average between the years ended December 31, 2009 and 2010 as the Company sought to reduce its dependence on wholesale funding sources. Borrowings increased $8.5 million between the years ended December 31, 2008 and 2009.

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 12/31/10		YTD Average 12/31/09		YTD Average 12/31/08	
Loans	80.42	%	84.66	%	84.11	%
Investment securities	10.16	%	13.31	%	14.41	%
Interest-bearing deposits in other banks	0.40	%	0.93	%	1.40	%
Interest-bearing deposits in FRB	4.18	%	0.51	%	0.00	%
Federal funds sold	4.84	%	0.59	%	0.08	%
Total earning assets	100.00	%	100.00	%	100.00	%
NOW accounts	12.78	%	8.80	%	7.92	%
Money market accounts	23.57	%	22.68	%	22.89	%
Savings accounts	7.20	%	6.86	%	7.50	%
Time deposits	47.22	%	39.94	%	42.51	%
Other borrowings	7.16	%	19.44	%	16.84	%
Trust Preferred Securities	2.07	%	2.28	%	2.34	%
Total interest-bearing liabilities	100.00	%	100.00	%	100.00	%

Although residential real estate markets have shown signs of some improvement over the past twelve months, the severe decline in residential construction and median home prices that began in 2008 and persists to this time has impacted the Company's operations during the past year with increased levels of nonperforming assets, increased expenses related to foreclosed properties, and decreased profit margins. Although the Company continues its business development and expansion efforts throughout its market area, increased attention has been placed on reducing nonperforming assets and providing customers options to work through this difficult economic period. Options have included a combination of rate and term concessions, as well as forbearance agreements with borrowers. While the level of restructured loans increased during 2009 and 2010 to a balance of $24.9 million at December 31, 2010, total nonperforming loans have actually decreased approximately $3.8 million during the year ended December 31, 2010.

Fresno and Kern Counties have both been heavily impacted by the real estate downturn over the past three years. Prices have continued to decline slowly in these areas during 2010 even as they have stabilized or increased in other parts of California. The fundamentals of the Fresno real estate market are more stable than other hard hit areas of inland California. Both commercial and residential vacancy rates have increased during 2008, 2009, and into 2010, and remain significantly below the U.S. average and show little sign of overbuilding, and population growth has been relatively steady and is generally not subject to the volatility experienced in more exurban areas. However, single family home permits in the Fresno area, which declined between 30% and 35% during both 2008 and 2009, have continued to decline in 2010 and foreclosure and negative equity rates for residential mortgages remain among the top 20 metro areas in the U.S. Employment and income growth in the Fresno area remains very slow, and the unemployment in Fresno County has risen from a little over 8% in 2007 to almost 10% in 2008, and almost 15% in 2009, and increased slightly above that in 2010. A high concentration of middle-class jobs in the Fresno area are dependent on state and local governments which are under pressure due to tax and fee revenue in the near term. The next several years will likely remain very challenging for Fresno real estate, but the fundamentals suggest a strong recovery in commercial and residential development in the medium and long-term.

Kern County varies slightly from Fresno County. Kern has performed slightly better in employment and income growth than Fresno, but its real estate markets show greater signs of oversupply and stress from the foreclosure crisis over the past three years. Commercial and residential vacancy rates have risen sharply in the Bakersfield area, and its foreclosure and negative equity rates are consistently in the top 10 in the U.S. Business and residential vacancy rates during the second quarter of 2010 (at approximately 4.2%) are now above the US average after being substantially below average two years ago. The rate of population growth has fallen significantly from near 3% per year to between 1% and 1.5%, but remains above the state average. During 2010, the value of commercial building permits has fallen faster than any other area of California, and single family homes also decline. Due to higher inventories and exposure to foreclosures, it is anticipated that Kern County real estate will be slower to recover than Fresno. On the positive side, the Bakersfield area continues to lead all inland California areas in job growth, and is enjoying the favorable economic climate for its oil industry which complements the agriculture industry in this area.

Compared to most areas in California and the West, Santa Clara County has experienced a steep “V” shaped recession. Santa Clara County has not been as heavily impacted by foreclosures and declines in construction, but experienced a sharp decline in 2009 and has rebounded well in 2010. Santa Clara County is one of the few areas with consistent job and income growth in 2010 based on the strength of its high-tech manufacturing sector that has benefited from increasing business investment. It is one of the few areas where unemployment rates are lower in 2010 than in 2009. Real estate prices have followed a similar pattern, posting some of the highest gains in the U.S. in 2010 after big declines in 2008 and 2009. Foreclosure rates and negative equity rates are comparable to the rest of the U.S., but significantly lower than other areas in the West. Above average job and income growth and very low vacancy rates in both the commercial and residential market mean that Santa Clara County should fare relatively well in a troubled regional real estate market.

As a result of the economic downturn over the past three years, particularly in real estate market, the Company has experienced declines in the loan portfolio. The greatest decreases have been experienced in real estate construction and development loans and commercial and industrial loans, as the Company has reduced its exposure to real estate markets which have been hard hit over the past three years. Loans decreased $66.9 million between December 31, 2009 and December 31, 2010, and decreased $36.0 million between December 31, 2008 and December 31, 2009. During these periods, real estate construction and development loans decreased $40.0 million between December 31, 2009 and December 31, 2010, decreased $45.9 million between December 31, 2008 and December 31, 2009, as real estate construction has declined significantly in the San Joaquin Valley and California overall. The Company has not made any material additions to the real estate construction and development loan portfolio over the past several years as a result of the depressed real estate markets, and has focused its attention on monitoring existing construction loans in the portfolio. Real estate construction and development loans amounted to 14.8%, 20.7%, and 27.7% of the total loan portfolio at December 31, 2010, 2009, and 2008. Additionally, commercial real estate loans (a component of real estate mortgage loans) amounted to 29.8%, 23.0%, and 15.8%, of the total loan portfolio at December 31, 2010, 2009, 2008, 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. In addition, the Company purchased two real estate mortgage pools in the past which totaled $18.4 million, and $21.0 million at December 31, 2009 and 2008, respectively. These real estate mortgage pools were subsequently sold during the second quarter of 2010. Residential mortgages totaled $23.7 million or 5.4% of the portfolio at December 31, 2010, 45.8 million or 9.0% of the portfolio at December 31, 2009, and $41.6 million or 7.7% of the portfolio at December 31, 2008. Loan participations, both sold and purchased, have declined over the past three years as lending originations have slowed significantly and the loan participation market with it. As a result, loan participations purchased have declined from $36.0 million or 6.6% of the portfolio at December 31, 2008, to $23.8 million or 4.7% of the portfolio at December 31, 2009, to $17.0 million or 3.9% of the portfolio at December 31, 2010. In addition, loan participations sold have declined from $29.4 million or 5.4% of the portfolio at December 31, 2008, to $15.6 million or 3.1% of the portfolio at December 31, 2009, to $8.9 million or 2.0% of the portfolio at December 31, 2010.

With market rates of interest remaining at historically low levels for more than a year, the Company continues to experience compressed net interest margins, although margins have increased during the year ended December 31, 2010. The Company's net interest margin was 4.58% for the year ended December 31, 2010, as compared to 4.49% for the year ended December 31, 2009, and 4.36% for the year ended December 31, 2008. With approximately 59% of the loan portfolio in floating rate instruments at December 31, 2010, the effects of low market rates continue to impact loan yields. The Company has successfully sought to mitigate the low-interest rate environment with loan floors included in new and renewed loans over the past year. Loans yielded 6.02% during the year ended December 31, 2010, as compared to 5.83% and 6.81% for the years ended December 31, 2009 and 2008, respectively. The Company's cost of funds has continued to decline over the past year and is largely responsible for the increase in net interest margin experienced during the year ended December 31, 2010. The Company's average cost of funds was 0.93% for the year ended December 31, 2010 as compared to 1.43% and 2.75% for the years ended December 31, 2009 and 2008, respectively. Wholesale borrowing and brokered deposit rates have remained low since late 2008, resulting in overnight and short-term borrowing rates of less than 0.50% during much of the past year. The Company has benefited from the low interest rate environment, and continues to utilize short-term borrowing lines through the Federal Home Loan Bank. Although the Company does not intend to increase its current level of brokered deposits, and in fact as a result of the recent Agreement with the Federal Reserve Bank and Order with the California Department of Financial Institutions, will systematically reduce brokered deposit levels as they mature in the future, the $81.5 million in brokered deposits at December 31, 2010 continues to provide the Company with a low-cost source of deposits. The Company will continue to utilize these funding sources when possible to maintain prudent liquidity levels, while seeking to increase core deposits when possible.

Total noninterest income of $5.9 million reported for the year ended December 31, 2010 decreased $366,000 or 5.8% as compared to the year ended December 31, 2009. Noninterest income continues to be driven by customer service fees, which totaled $3.8 million for the year ended December 31, 2010, representing a decrease of $70,000 or 1.8% over the $3.9 million in customer service fees reported for the year ended December 31, 2009, and a decrease of $884,000 or 18.1% over the $4.7 million reported for the year ended December 31, 2008. The decline in customer service fees between 2008 and 2009 are primarily the result of decreases in ATM fees between the two periods resulting from the loss of a contract during 2008 to provide multiple ATM’s in a single location. Customer service fees represented 64.2%, 61.6%, and 55.8% of total noninterest income for the years ended December 31, 2010, 2009, and 2008, respectively. Other components of noninterest income have become more volatile during the past several years as many have been nonrecurring or non-sustainable, including gains or losses on other real estate owned through foreclosure or other asset disposals as the Company works to reduce problem assets. Other components of noninterest income recognized during the year ended December 31, 2010 included gains of $509,000 on the sale of $17.1 million in two purchased real estate mortgage portfolios, fair value gains of $316,000 on the Company’s junior subordinated debt, as well as $174,000 from insurance proceeds on an insurance policy held as collateral on a previously charged-off loan.

Noninterest expense increased approximately $1.1 million or 3.8% between the years ended December 31, 2009 and December 31, 2010, and increased $5.7 million or 24.3% between the years ended December 31, 2008 and December 31, 2009. Increases experienced during the year ended December 31, 2010 were primarily the result of both increases in OREO impairment charges, as well as increased FDIC insurance assessments costs. Decreases in noninterest expense experienced during the year ended December 31, 2010 included decreases of $1.6 million in impairment losses on goodwill, with impairment losses of $1.4 million recognized during 2010 as compared to $3.0 million recognized during 2009.

Effective September 30, 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 are elected, the Company will continue to record interest expense associated with the debentures. Upon the expiration of the deferral period, all accrued and unpaid interest will be due and payable. Under the terms of the debenture, the Company is precluded from paying cash dividends to shareholders or repurchasing its stock during the deferral period.

The Company has not paid any cash dividends on its common stock since the second quarter of 2008 and does not expect to resume cash dividends on its common stock for the foreseeable future. Because the Company has elected to defer the quarterly payments of interest on its junior subordinated debentures issued in connection with the trust preferred securities as discussed above, the Company is prohibited under the subordinated debenture agreement from paying cash dividends on its common stock during the deferral period. In addition, 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 March 23, 2010, June 22, 2010, September 28, 2010, and December 21, 2010, 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 April 9, 2010, July 9, 2010, October 8, 2010, and January 7, 2011, respectively, an additional 124,965, 126,214, 127,476, and 128,751 shares, respectively, 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.

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 year ended December 31, 2010. Total assets decreased approximately $15.0 million during the year ended December 31, 2010, with a decrease of $66.9 million in loans, a decrease of $19.9 million in investment securities, and $1.4 million in goodwill. Offsetting these decreases was an increase of $69.2 million in cash and cash equivalents. During the second quarter of 2010, the Company completed the sale of two purchased real estate mortgage loan portfolios totaling $17.1 million, recognizing a gain of $509,000 on the transaction. The sale of the mortgage loan portfolios has provided additional liquidity and was part of the reason for the decrease in loans during the year ended December 31, 2010. Decreases of $8.0 million in FHLB term borrowings between December 31, 2009 and December 31, 2010 were compounded by decreases of $4.2 million in net deposits. Increases of $22.2 million in NOW and money market accounts during the year ended December 31, 2010 were more than offset by decreases of $29.5 million in time deposits as the Company continued its efforts to reduce the level of brokered time deposits during 2010. Average loans comprised approximately 80% of overall average earning assets during the year ended December 31, 2010, as compared to 87%and 89% of average earning assets for the years ended December 2009 and 2008, respectively.

Nonperforming assets, which are primarily related to the real estate loan and property portfolio, remained high during the year ended December 31, 2010 as real estate markets continue to suffer from the mortgage crisis which began during mid-2007. Nonaccrual loans totaling $34.4 million at December 31, 2010, decreased $363,000 from the balance reported at December 31, 2009, and decreased $11.3 million from the balance reported at December 31, 2008. 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. Valuations on these loans and the underlying collateral continued to deteriorate during much of 2009 and 2010, resulting in increased charge-offs and levels of impaired loans. Impaired loans decreased $2.8 million during the year ended December 31, 2010 to a balance of $51.0 million at December 31, 2010, but increased $2.1 million from the balance of $48.9 million reported at December 31, 2008. Other real estate owned through foreclosure decreased $637,000 between December 31, 2009 and December 31, 2010, but increased $5.4 million from the balance of $30.2 million reported at December 31, 2008. During the year ended December 31, 2010, write-downs on, and sales of, other real estate owned through foreclosure more than offset the $14.2 million in loans transferred to other real estate owned during the year. As a result of these events, nonperforming assets as a percentage of total assets decreased from 12.56% at December 31, 2009 to 12.17% at December 31, 2010.

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)	December 31, 2010	December 31, 2009	December 31, 2008
Provision for credit losses during period	$12,475	$13,375	$9,526
Allowance as % of nonperforming loans	35.19%	29.57%	25.24%
Nonperforming loans as % total loans	10.63%	9.99%	8.39%
Restructured loans as % total loans	5.65%	5.13%	--

As the economy has declined along with asset valuations, increased emphasis has been placed on impairment analysis of both tangible and intangible assets on the balance sheet. As of March 31, 2010, the Company conducted annual impairment testing on the largest component of its outstanding balance of goodwill, that of the Campbell operating unit (resulting from the Legacy merger during February 2007.) In part, as a result of continued declines in interest rates and other economic factors within the industry, we could not conclude at March 31, 2010 that there was not a possibility of goodwill impairment under the current economic conditions. During the second quarter of 2010, the

Company utilized an independent valuation service to determine the aggregate fair value of the individual assets, liabilities, and identifiable intangible assets of the Campbell operating unit in question to determine if the goodwill related to that operating unit was impaired, and if so, how much the impairment was. Management, with the assistance of the independent third-party, concluded that there was impairment of the goodwill related to the Campbell operating unit, and as a result the Company recognized an impairment loss of $1.4 million or $0.11 per share (pre-tax and after-tax) for the quarter ended June 30, 2010 and the year ended December 31, 2010. The Company recognized an impairment loss of $3.0 million or $0.25 per share (pre-tax and after-tax) for the quarter ended June 30, 2009 and the year ended December 31, 2009.

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. As the real estate market declined through 2008, and that accelerated throughout much of 2009, the level of problem assets increased, and the estimated real estate values on many of those assets decreased resulting in increased charge-offs or write-downs of those assets. 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. As a result of these efforts, restructured loans increased from a single loan totaling $378,000 at December 31, 2008 to approximately 52 loans totaling $26.1 million at December 31, 2009 and then decreasing to 48 loans totaling $24.9 million at December 31, 2010. Provisions made to the allowance for credit losses, totaled $12.5 million during the year ended December 31, 2010 as compared to $13.4 million for the year ended December 31, 2009, and $9.5 million for the year ended December 31, 2008. The provisions made to the allowance for credit losses, totaling $1.6 million during the first quarter of 2010, $519,000 during the second quarter of 2010, $1.2 million made during the third quarter of 2010, and $9.1 million made during the fourth quarter of 2010, provided a level in the allowance for credit losses that is deemed adequate to cover inherent losses in the loan portfolio. Net loan and lease charge-offs during the year ended December 31, 2010 totaled $11.1 million, as compared to $9.9 million and $5.7 million for the years ended December 31, 2009 and 2008, respectively. The Company charged-off approximately 74 loans during the year ended December 31, 2010, compared to 70 loans during the year ended December 31, 2009, and 50 loans during year ended December 31, 2008. Loan and lease charge-offs totaling $11.1 million during the year ended December 31, 2010 included $43,000 during the quarter ended March 31, 2010, $4.7 million during the quarter ended June 30, 2010, $307,000 during the quarter ended September 30, 2010, and an additional $5.6 million during the fourth quarter of 2010. The percentage charge-offs to average loans were 2.2%, 1.9%, and 0.9% for the years ended December 31, 2010, 2009, and 2008, respectively.

Deposits decreased by $4.2 million during the year ended December 31, 2010, with increases experienced in NOW, money market, and savings accounts, which were more than offset by decreases of $29.5 million in time deposits during 2010. Decreases in time deposits experienced during the year ended December 31, 2010 were primarily the result of decreases in brokered wholesale deposits, as the Company continues to reduce its reliance on brokered deposits and other wholesale funding sources, while enhancing liquidity.

Brokered deposits have provided the Company a relatively inexpensive funding source over the past several years totaling $81.5 million or 14.6% of total deposits at December 31, 2010, as compared to $129.4 million or 23.0% of total deposits at December 31, 2009, and $93.4 million or 18.4% of total deposits at December 31, 2008. Brokered deposits and other wholesale funding sources were used to some degree to fund loan growth in 2007 and 2008, but the current state of the economy and the financial condition of the Company have made it increasingly important to continue to develop core deposits and reduce the Company’s dependence on brokered and other wholesale funding sources, including lines of credit with the Federal Reserve Bank and the FHLB. The Company increased its efforts early in 2009 to develop core deposit growth with employee training throughout the entire organization and a deposit-gathering program that incented employees to bring in new deposits from our local market area and establish more extensive relationships with our customers. The Company continues its deposit gathering program and committed additional resources to its efforts during 2010 including two full time employees dedicated to business development. As part of its liquidity position improvement plan resulting from the formal agreement with the Federal Reserve Bank issued in March 2010, the Company will reduce its reliance on brokered deposits over the next two years to levels more comparable with peers, which is currently about 5% of total deposits. The Company will seek to replace maturing brokered deposits with core deposits, but may also control loan growth to help achieve that objective.

While the Company still has a higher percentage of brokered deposits than peers at December 31, 2010, efforts to restructure the balance sheet through reducing the level of total assets, and specifically real estate loans, are proving successful. Total wholesale borrowings and brokered deposits decreased from $248.4 million at December 31, 2008 to

$169.4 million at December 31, 2009, representing a decrease of $79.1 million during 2009, and the Company went from being a net purchaser of overnight funds at December 31, 2008, with $66.5 million in federal funds purchased, to a net seller of overnight funds with $11.6 million in federal funds sold at December 31, 2009. Total wholesale borrowings and brokered deposits decreased an additional $55.8 million during the year ended December 31, 2010 to a balance of $113.5 million at December 31, 2010.

Although balances have declined during 2010, the Company will continue to utilize overnight borrowings and other term credit lines as deemed prudent, with borrowings totaling $32.0 million at December 31, 2010 as compared to $40.0 million at December 31, 2009. The average rate of those term borrowings was 0.35% at December 31, 2010, as compared to 0.86% at December 31, 2009. Although the Company continues to realize significant interest expense reductions by utilizing overnight and term borrowings lines, the use of such lines are monitored closely to ensure sound balance sheet management in light of the current economic and credit environment.

The cost of the Company’s subordinated debentures issued by USB Capital Trust II has remained low as market rates have actually declined during most of 2009. With pricing at 3-month-LIBOR plus 129 basis points, the effective cost of the subordinated debt was 1.59% and 1.54% at December 31, 2010 and December 31, 2009, respectively. Pursuant to fair value accounting guidance, the Company has recorded $316,000 in pretax fair value gains on its junior subordinated debt during the year ended December 31, 2010, bringing the total cumulative gain recorded on the debt to $5.2 million at December 31, 2010.

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

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

Application of Critical Accounting Policies and Estimates

The Company's consolidated financial statements are prepared in accordance with generally accepted accounting principles and follow general practices within the industry in which it operates. Application of these principles requires management to make estimates, assumptions, and judgments that affect the amounts reported in the financial statements and accompanying notes. These estimates, assumptions, and judgments are based on information available as of the date of the financial statements; accordingly, as this information changes, the financial statements could reflect different estimates, assumptions, and judgments. Certain policies inherently have a greater reliance on the use of estimates, assumptions, and judgments and as such have a greater possibility of producing results that could be materially different than originally reported. Estimates, assumptions, and judgments are necessary when assets and liabilities are required to be recorded at fair value, when a decline in the value of an asset not carried on the financial statements at fair value warrants an impairment write-down or valuation reserve to be established, or when an asset or liability needs to be recorded contingent upon a future event. Carrying assets and liabilities at fair value inherently results in more financial statement volatility. The fair values and the information used to record valuation adjustments for certain assets and liabilities are based either on quoted market prices or are provided by other third-party sources, when available. When third-party information is not available, valuation adjustments are estimated using the Company's own assumptions about the assumptions that market participants would use in pricing the asset or liability.

The most significant accounting policies followed by the Company are presented in Note 1 to the Company's consolidated financial statements included herein. These policies, along with the disclosures presented in the other financial statement notes and in this financial review, provide information on how significant assets and liabilities are valued in the financial statements and how those values are determined. Based on the valuation techniques used and the sensitivity of financial statement amounts to the methods, assumptions, and estimates underlying those amounts, management has identified the determination of the allowance for credit losses, other real estate owned through foreclosure, impairment of collateralized mortgage obligations and other investment securities, and fair value estimates on junior subordinated debt, valuation for deferred income taxes, and goodwill, to be accounting areas that require the most subjective or complex judgments, and as such could be most subject to revision as new information becomes available.

Allowance for Credit Losses

The allowance for credit losses represents management's estimate of probable credit losses inherent in the loan portfolio. Determining the amount of the allowance for credit losses is considered a critical accounting estimate because it requires significant judgment and the use of estimates related to the amount and timing of expected future cash flows on impaired loans, estimated losses on pools of homogeneous loans based on historical loss experience, and consideration of current economic trends and conditions, all of which may be susceptible to significant change. The loan portfolio also represents the largest asset type on the consolidated balance sheet. Note 1 to the consolidated financial statements describes the methodology used to determine the allowance for credit losses and a discussion of the factors driving changes in the amount of the allowance for credit losses is included in the Asset Quality and Allowance for Credit Losses section of this financial review.

Other Real Estate Owned

Real estate properties acquired through, or in lieu of, loan foreclosure are to be sold and are initially recorded at fair value of the property, less estimated costs to sell. The excess, if any, of the loan amount over the fair value of the collateral is charged to the allowance for credit losses. The determination of fair value is generally based upon pre-approved, external appraisals. As real estate markets declined over the past three years and essentially became illiquid in many areas, Management was required to use additional judgment in determining the factors associated with fair value of the real estate, including the term over which the properties could be disposed in an orderly liquidation. This became necessary as many appraisals were based upon comparable sales which were deeply discounted forced liquidations or bulk sales caused by the severity of the housing crises. Subsequent declines in the fair value of other real estate owned, along with related revenue and expenses from operations, are charged to noninterest expense. The fair market valuation of such properties is based upon estimates, and as such, is subject to change as circumstances in the Company's market area, or general economic trends, change.

Impairment of Investment Securities

Investment securities classified as available for sale ("AFS") are carried at fair value and the impact of changes in fair value are recorded on the Company's consolidated balance sheet as an unrealized gain or loss in "Accumulated other comprehensive income (loss)," a separate component of shareholders' equity. Securities classified as AFS or held to maturity ("HTM") are subject to review to identify when a decline in value is other than temporary. In April 2009, the FASB updated the accounting standards for the recognition and presentation of other-than-temporary impairments. The standard amends existing guidance on other-than-temporary impairments for debt securities and requires that the credit portion of other-than-temporary impairments be recorded in earnings and the noncredit portion of losses be recorded in other comprehensive income (loss) when the entity does not intend to sell the security and it is more likely than not that the entity will not be required to sell the security prior to recovery of its cost basis. The Company adopted the standard during the first quarter of 2009. Factors considered in determining whether a decline in value is other than temporary include: whether the decline is substantial; the duration of the decline; the reasons for the decline in value; whether the decline is related to a credit event or to a change in interest rate; our ability and intent to hold the investment for a period of time that will allow for a recovery of value; and the financial condition and near-term prospects of the issuer.

At December 31, 2010, the Company considered three of its investment securities other than temporarily impaired. The three private-label collateralized mortgage obligations (residential mortgage obligations) have an amortized cost of $12.0 million and carrying value of $10.0 million. Impairment analysis on these three residential mortgage obligations was performed utilizing the services of a third-party investment broker specializing in private-label CMO's, and was based upon estimated cash flows. Estimated cash flows were based upon assumptions of future prepayments and default rates, and thus may be subject to revision as events change in the future. For the year ended December 31, 2010, the Company recognized pre-tax losses totaling $1.3 million related to the credit portion of the other-than-temporary impairment in earnings. The remaining $2.0 million impairment on the three residential mortgage obligations is recorded as a component of other comprehensive income at December 31, 2010.

Fair Value

Effective January 1, 2007, the Company adopted fair value option accounting standards choosing to apply the standards to its junior subordinated debt. The Company concurrently adopted the accounting standards related to fair value measurements. The accounting standards related to fair value measurements defines how applicable assets and liabilities are to be valued, and requires expanded disclosures about financial instruments carried at fair value. The fair value measurement accounting standard establishes a hierarchical disclosure framework associated with the level of pricing observability utilized in measuring financial instruments at fair value. The degree of judgment utilized in measuring the fair value of financial instruments generally correlates to the level of pricing observability. Financial instruments with readily available active quoted prices or for which fair value can be measured from actively quoted prices generally will have a higher degree of pricing observability and a lesser degree of judgment utilized in measuring fair value. Conversely, financial instruments infrequently traded or not quoted in an active market will generally have little or no pricing observability and a higher degree of judgment utilized in measuring fair value. Pricing observability is impacted by a number of factors, including the type of financial instrument, whether the financial instrument is new to the market and not yet established and the characteristics specific to the transaction. Determining fair values under the accounting standards may include judgments related to measurement factors that may vary from actual transactions executed in the marketplace. For the years ended December 31, 2010 and December 31, 2009, the Company recorded fair value gains related to its junior subordinated debt totaling $316,000 and $1.1 million, respectively. (See Notes 8 and 13 of the Notes to Consolidated Financial Statements for additional information about financial instruments carried at fair value.)

Goodwill

Business combinations involving the Company’s acquisition of the equity interests or net assets of another enterprise or the assumption of net liabilities in an acquisition of branches constituting a business may give rise to goodwill. The acquisition of Taft National Bank during April 2004 gave rise to goodwill totaling approximately $1.6 million, and the acquisition of Legacy Bank during February 2007 resulted in goodwill of approximately $8.8 million. Goodwill represents the excess of the cost of an acquired entity over the net of the amounts assigned to assets acquired and liabilities assumed in transactions accounted for under the purchase method of accounting. The value of goodwill is ultimately derived from the Company’s ability to generate net earnings after the acquisition. A decline in net earnings could be indicative of a decline in the fair value of goodwill and result in impairment. For that reason, goodwill is assessed for impairment at a reporting unit level at least annually using an internal discounted cash flow model. During the years ended December 31, 2010 and 2009, the Company recognized goodwill impairment of $1.4 million, and 3.0 million, respectively, on the goodwill associated with the 2007 Legacy acquisition. While the Company believes all assumptions utilized in its assessment of goodwill for impairment are reasonable and appropriate, changes in earnings, the effective tax rate, historical earnings multiples and the cost of capital could all cause different results for the calculation of the present value of future cash flows.

Income Taxes

Deferred income taxes are provided for the temporary differences between the financial reporting basis and the tax basis of the Company's assets and liabilities. Deferred taxes are measured using current tax rates applied to such taxable income in the years in which those temporary differences are expected to be recovered. If the Company’s future income is not sufficient to apply the deferred tax assets within the tax years to which they may be applied, the deferred tax asset may not be realized and the Company’s income will be reduced.

On January 1, 2007, the Company adopted the accounting standards related to uncertainty in income taxes. The standard prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. Under the accounting standards, 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 reviewed its various tax positions, including its ongoing REIT case with the California Franchise Tax Board (FTB), as of January 1, 2007 (adoption date), and then again each subsequent quarter during 2007 in light of the adoption of the accounting standards related to uncertainty in income taxes. The Bank, with guidance from advisors believes the case related to consent dividends taken by the Bank’s REIT during 2002 has merit with regard to points of law, and that the tax law at the time allowed for the deduction of the consent dividend. However, the Bank, with the concurrence of advisors, cannot conclude that it is “more than likely” (as defined) that the Bank will prevail in its case with the FTB. As a result of this determination, effective January 1, 2007, the Company recorded a reduction of $1,298,470 to beginning retained earnings upon adoption of the accounting standards related to uncertainty in income taxes to recognize the potential tax liability under the guidelines of the interpretation. The adjustment includes amounts for assessed taxes, penalties, and interest. During the years ended December 31, 2010, 2009 and 2008, the Company increased the unrecognized tax liability by an additional $87,092, $87,092 and $87,421, respectively, in interest for the period, bringing the total recorded tax liability to $1,669,000, $1,582,000 and $1,473,000 at December 31, 2010, December 31, 2009 and December 31, 2008, respectively. It is the Company’s policy to recognize interest and penalties under FIN48 as a component of income tax expense.

Pursuant to the accounting standards related to uncertainty in income taxes, the Company will continue to re-evaluate existing tax positions, as well as new positions as they arise. If the Company determines in the future that its tax positions are not “more likely than not” to be sustained (as defined) by taxing authorities, the Company may need to recognize additional tax liabilities.

Revenue recognition

The Company’s primary sources of revenue are interest income from loans and investment securities. Interest income is generally recorded on an accrual basis, unless the collection of such income is not reasonably assured or cannot be reasonably estimated. Pursuant to accounting standards related to revenue recognition, nonrefundable fees and costs associated with originating or acquiring loans are recognized as a yield adjustment to the related loans by amortizing them into income over the term of the loan using a method which approximates the interest method. Other credit-related fees, such as standby letter of credit fees, loan placement fees and annual credit card fees are recognized as noninterest income during the period the related service is performed.

For loans placed on nonaccrual status, the accrued and unpaid interest receivable may be reversed at management's discretion based upon management's assessment of collectibility, and interest is thereafter credited to principal to the extent necessary to eliminate doubt as to the collectibility of the net carrying amount of the loan.

Results of Operations

For the year ended December 31, 2010, the Company reported a net loss of $4.4 million or $0.34 per share ($0.34 diluted) compared to a net loss of $4.5 million or $0.35 per share ($0.35 diluted) for the year ended December 31, 2009, and net income of $4.1 million or $0.32 per share ($0.32 diluted) for the year ended December 31, 2008. Net losses decreased $98,000 between December 31, 2009 and December 31, 2010 as the result of decreases provisions for credit losses taken during the year, which were partially offset by increases in other OREO impairment losses and FDIC insurance expenses. Net income decreased $8.6 million between December 31, 2008 and December 31, 2009 as the result of increased provisions for credit losses taken during the year, combined with declines in the volume of, and yields on earning assets, as well as increases in other impairment losses and OREO-related expenses.

The Company's return on average assets was (0.63%) for the year ended December 31, 2010 as compared to (0.62%) and 0.52 % for the same twelve-month periods of 2009 and 2008, respectively. The Company's return on average equity was (5.69%) for the year ended December 31, 2010 as compared to (5.77%) and 4.93 % for the same twelve-month periods of 2009 and 2008, respectively. As with variances in net income, changes in the return on average assets and average equity experienced by the Company during 2010 and 2009 were primarily the result of fluctuations in loan loss provisions taken during the past three years, as well as changes in impairment losses and OREO-related expenses.

Net Interest Income

Net interest income, the most significant component of earnings, is the difference between the interest and fees received on earning assets and the interest paid on interest-bearing liabilities. Earning assets consist primarily of loans, and to a lesser extent, investments in securities issued by federal, state and local authorities, and corporations, as well as interest-bearing deposits and overnight funds with other financial institutions. These earning assets are funded by a combination of interest-bearing and noninterest-bearing liabilities, primarily customer deposits and short-term and long-term borrowings.

Net interest income before provision for credit losses totaled $27.9 million for the year ended December 31, 2010 as compared to $28.3 million for the year ended December 31, 2009, and $30.2 million for the year ended December 31, 2008. This represents a decrease of $448,000 or 1.6 % between the years ended December 31, 2009 and 2010, as compared to a decrease of $1.9 million or 6.2% between 2008 and 2009. The decrease in net interest income between 2009 and 2010, as well as between 2008 and 2009, is primarily the result of decreased volumes of, and yields earned, on interest-earning assets, which more than offset the decreased yields on interest-bearing liabilities. Significant declines in the Company's cost of funds helped to mitigate declines in net interest income and actually enhanced the net margin between the three annual periods.

Table 1. – Distribution of Average Assets, Liabilities and Shareholders' Equity:
Interest rates and interest differentials
Years Ended December 31, 2010, 2009, and 2008

	2010			2009			2008		
(Dollars in thousands)	Average Balance	Interest	Yield/ Rate	Average Balance	Interest	Yield/ Rate	Average Balance	Interest	Yield/ Rate
Assets:									
Interest-earning assets:									
Loans (1)	$490,421	$29,502	6.02%	$534,830	$31,197	5.83%	$582,500	$39,669	6.81
Investment Securities – taxable	60,696	2,794	4.60%	82,865	4,298	5.19%	98,330	5,170	5.26
	1,246	58	4.65%	1,252	58	4.63%	1,452	68	4.68

Investment Securities – nontaxable (2)									
Interest on deposits in other banks	2,457	41	1.67%	5,905	117	1.90%	9,680	222	2.29
Interest on deposits in FRB	25,519	59	0.23%	3,227	3	0.09%	0	0	0.00
Federal funds sold and reverse repos	29,506	36	0.12%	3,708	3	0.08%	549	18	3.28
Total interest-earning assets	609,845	$32,490	5.33%	631,787	$35,676	5.65%	692,511	$45,147	6.52
Allowance for credit losses	(13,825)			(12,639)			(8,729)		
Noninterest-bearing assets:									
Cash and due from banks	16,815			15,301			20,785		
Premises and equipment, net	12,950			13,731			14,981		
Accrued interest receivable	2,105			2,405			2,779		
Other real estate owned	37,089			34,345			9,434		
Other assets	42,708			49,153			46,122		
Total average assets	$707,687			$734,083			$777,883		
Liabilities and Shareholders' Equity:									
Interest-bearing liabilities:									
NOW accounts	$62,779	$128	0.20%	$45,189	$176	0.39%	$42,988	$223	0.52
Money market accounts	115,752	1,434	1.24%	116,522	2,214	1.90%	124,202	2,963	2.39
Savings accounts	35,336	139	0.39%	35,228	219	0.62%	40,699	482	1.18
Time deposits	231,876	2,516	1.09%	205,261	3,583	1.75%	230,746	8,420	3.65
Other borrowings	35,181	124	0.35%	99,877	804	0.80%	91,368	2,116	2.32
Trust Preferred securities	10,172	248	2.44%	11,692	331	2.83%	12,710	734	5.77
Total interest-bearing liabilities	491,096	$4,589	0.93%	513,769	$7,327	1.43%	542,713	$14,938	2.75
Noninterest-bearing liabilities:									
Noninterest-bearing	133,458			134,925			144,772		
Accrued interest payable	318			623			1,131		
Other liabilities	4,556			6,147			6,782		
Total average liabilities	629,428			655,464			695,398		
Total average shareholders' equity	78,259			78,619			82,485		
Total average liabilities and Shareholders' equity	$707,687			$734,083			$777,883		
Interest income as a percentage of average earning assets			5.33%			5.65%			6.52
Interest expense as a percentage of average earning assets			0.75%			1.17%			2.16
Net interest margin			4.58%			4.49%			4.36

(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 $1,165,000, $1,547,000, and $3,074,000for the years ended December 31, 2010, 2009, and 2008, respectively.

(2) Applicable nontaxable securities yields have not been calculated on a tax-equivalent basis because they are not material to the Company’s results of operations.

The Bank's year-to-date net interest margin, as shown in Table 1, increased to 4.58% at December 31, 2010 from 4.49% at December 31, 2009, an increase of 9 basis points (100 basis points = 1%) between the two periods, and increased 22 basis points from the 4.36% net margin realized during the year ended December 31, 2008.

As a result of changes in market rates of interest, the prime rate averaged 3.25% for the years ended December 31, 2010 and 2009, as compared to 5.09% for the year ended December 31, 2008.

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 years indicated. Changes in interest income and expense, which are not attributable specifically to either rate or volume, are allocated proportionately between the two variances based on the absolute dollar amounts of the change in each.

Table 2. Rate and Volume Analysis

	2010 compared to 2009			2009 compared to 2008		
(In thousands)	Total	Rate	Volume	Total	Rate	Volume
Increase (decrease) in interest income:						
Loans	$(1,695)	$954	$(2,649)	$(8,472)	$(5,395)	$(3,077)
Investment securities	(1,504)	(445)	(1,059)	(882)	(70)	(812)
Interest-bearing deposits in other banks	(76)	(27)	(49)	(105)	(39)	(66)
Interest-bearing deposits in FRB	56	(21)	77	3	0	3
Federal funds sold and securities purchased under agreements to resell	33	2	31	(15)	(32)	17
Total interest income	(3,186)	463	(3,649)	(9,471)	(5,536)	(3,935)
Increase (decrease) in interest expense:						
Interest-bearing demand accounts	(828)	(1.056)	228	(796)	(695)	(101)
Savings accounts	(80)	(81)	1	(263)	(205)	(58)
Time deposits	(1,067)	(1,487)	420	(4,837)	(3,992)	(845)
Other borrowings	(680)	(316)	(364)	(1,312)	(1,493)	181
Trust Preferred securities	(83)	(43)	(40)	(403)	(348)	(55)
Total interest expense	(2,738)	(2,983)	245	(7,611)	(6,733)	(878)
Increase (decrease) in net interest income	$(448)	$3,446	$(3,894)	$(1,860)	$1,197	$(3,057)

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Total interest income decreased approximately $3.2 million, or 8.9% between the years ended December 31, 2009 and 2010, as the result of declines in the volume of averaging earning assets between the two periods. Earning asset volumes decreased in all earning-asset categories except federal funds sold and interest bearing deposits with the FRB between the two annual periods, with the largest decrease experienced in loans. On average, loans decreased by approximately $44.4 million between 2009 and 2010 as the Company continued to focus on the work-out of problem assets. The Company continues to maintain a high percentage of loans in its earning asset mix with loans averaging 80.4% of total earning assets for the year ended December 31, 2010, as compared to 86.1% and 89.0% for the years ended December 31, 2009 and 2008, respectively.

Total interest expense decreased approximately $2.7 million, or 37.8% between the years ended December 31, 2009 and 2010, and is attributable to significant declines in the average rates paid on interest-bearing liabilities. Between those two periods, average interest-bearing liabilities decreased by $22.7 million, and the average rates paid on these liabilities decreased by 49 basis points. Average rates decreased in all interest-bearing liabilities except junior subordinated debentures, and lower-cost deposits including NOW accounts increased while higher-cost deposits including time deposits decreased on average between the two annual periods.

Total interest income decreased approximately $9.5 million or 21.0% between the years ended December 31, 2008 and 2009, and was attributable to a decrease in yields on those earning assets, and to a lesser degree, earning asset volume. Earning asset decline was mostly in loans, with smaller declines in investments and interest-bearing deposits in other banks.

Total interest expense decreased approximately $7.6 million between the years ended December 31, 2008 and 2009 as a result of significant decreases in rates paid on interest-bearing liabilities during 2009, combined with decreases in the volumes of those interest-bearing liabilities. Deposit rates continued to decline throughout much of 2009 as the Federal Reserve lengthened the anticipated duration of the low-interest rate cycle in its efforts to resolve the severe economic downturn. Between the years ended December 31, 2009 and December 31, 2008, rates paid on interest-bearing liabilities decreased in all categories, and on average decreased to almost half of what they had been during the year ended December 31, 2008. During 2009, the Company benefited as it utilized lower-cost funding sources including overnight and short-term borrowings, as well as brokered and other wholesale time deposits, which provided funding rates of less then 0.50% during a significant portion of the year.

Provision for Credit Losses

Provisions for credit losses and the amount added to the allowance for credit losses is determined on the basis of management's continuous 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 year ended December 31, 2010 the provision to the allowance for credit losses amounted to $12.5 million as compared to $13.4 million and $9.5 million for the years ended December 31, 2009 and 2008, respectively.

Provisions to the allowance for credit losses during 2010 included large provisions during the fourth quarters of the year as additional problem loans and further deterioration in existing problem loans were identified during the fourth quarter of 2010. The Company’s review of adequacy of the allowance for loans losses during the fourth quarter included reassessments of the economic improvements seen during the first half of the year which appeared to slow or stall during the third and fourth quarters of 2010 due in part to the prolonged nature of the economic downturn. The Company has determined in working with its bank regulators that many of its loans required a more adverse classification and a greater provision for loan losses than had been taken in prior comparable periods.

During 2009, increases in the provision to the allowance for credit losses included large provisions during the second and fourth quarters of the year as prolonged weakness in the economy, and specifically the residential housing market, required the Company to become even more proactive in its assessment of problem loans. Provisions of $4.8 million and $6.8 million were made in the second and fourth quarters of 2009

Increases in the provision to the allowance for credit losses during 2008, including provisions of $6.4 million and $2.4 million in the third and fourth quarters of 2008, respectively, were the result of higher levels of nonperforming loans during the year, and general deterioration in the housing and credit markets which began during the later part of 2007, and continued throughout 2008.

The amount provided to the allowance for credit losses during 2010 brought the allowance to 3.75% of net outstanding loan balances at December 31, 2010, as compared to 2.96% of net outstanding loan balances at December 31, 2009, and 2.12% at December 31, 2008.

Noninterest Income

The following table summarizes significant components of noninterest income for the years indicated and the net changes between those years:

	Years Ended December 31,			Increase (decrease) during Year	
(In thousands)	2010	2009	2008	2010	2009
Customer service fees	$3,812	$3,882	$4,656	$(70)	$(774)
Increase in cash surrender value of BOLI	554	544	639	10	(95)
Gain (loss) on disposition of securities	68	(37)	24	105	(61)
(Loss) gain on sale of OREO	(85)	(793)	67	708	(860)
Gain on sale of assets	0	863	0	(863)	863
Gain on sale of loans	509	0	0	509	0
Proceeds from life insurance	174	0	0	174	0
Gain (loss) on swap ineffectiveness	0	0	9	0	(9)
Gain on fair value option of financial liabilities	316	1,145	1,363	(829)	(218)
(Loss) gain on sale of fixed assets	(11)	22	(4)	(33)	26
Shared appreciation income	0	23	265	(23)	(242)
Other	602	656	1,324	(54)	(668)
Total	$5,939	$6,305	$8,343	$(366)	$(2,038)

Noninterest income consists primarily of fees and commissions earned on services that are provided to the Company's banking customers and, to a lesser extent, gains on sales of Company assets and other miscellaneous income. Noninterest income for the year ended December 31, 2010 decreased $366,000 or 5.8% when compared to the previous year, and decreased $2.4 million or 28.8% when compared to the year ended December 31, 2008.

Customer service fees continue to provide a substantial part of noninterest income over the three years presented, representing 64.2%, 61.5%, and 55.8% of total noninterest income for the years ended December 31, 2010, 2009, and 2008, respectively. Customer service fees decreased $70,000 between the years ended December 31, 2009 and December 31, 2010, and decreased $774,000 between the years ended December 2008 and December 31, 2009. Much of the decrease in customer service fees between 2008 and 2009 is attributable to decreases in ATM fee income.

During the year ended December 31, 2010, the Company realized gains on the sale of loans totaling $509,000 as the result of the sale of two $17.1 million purchase real estate mortgage portfolios, as well as $174,000 from insurance proceeds on an insurance policy held as collateral on a previously charged-off loan. Additionally, the Company also saw reductions of $708,000 in losses on the disposition of OREO properties during the year ended December 31, 2010 as compared to the previous year.

Decreases in noninterest income were experienced primarily in two categories during 2010. Fair value gains on the Company's junior subordinated debt totaled $316,000 for the year ended December 31, 2010, representing a decrease of $829,000 from the gains recognized during 2009. In addition, during the year ended December 31, 2009, the Company recognized gains of $863,000 on the sale of a large inventory of agricultural equipment that had been foreclosed upon during the years. The gains were not again realized during 2010.

Decreases in noninterest income were experienced in all but two categories during 2009, with decreases experienced in customer service fees, gains in OREO sales, and shared appreciation income. Increases were experienced in gains on sale of assets as the Company disposed of a large inventory of agricultural equipment that had been foreclosed upon during the year. The decrease of $760,000 in other noninterest income experienced during 2009 includes a decrease of approximately $312,000 on OREO rental income; an income decline which the Company does not expect to see change in the future. The loss of $37,000 realized during 2009 on the disposition of investment securities was the result of the sale of a $5.0 million mutual fund that was disposed of for liquidity purposes. The Company has experienced decreases in gains realized from the sale of other real estate owned through foreclosure and, actually realized net pre-tax losses of $793,000 during 2009 as compared to net pre-tax gains of $67,000 for the year ended December 31, 2008. During 2009, the Company accelerated the process of disposing of properties when economically possible rather than continue to hold them and incur ongoing carrying costs to maintain the properties. Additionally, decreases of approximately $450,000 were experienced in revenue generated by the Company’s financial services department between the years ended December 31, 2008 and December 31, 2009.

Shared appreciation income has decreased over the three years presented, with decreases of $23,000 between 2009 and 2010, as compared to decreases of $242,000 between 2008 and 2009. Shared appreciation income results from agreements between the Company and the borrower on certain construction loans where the Company agrees to receive interest on the loan at maturity rather than monthly and the borrower agrees to share in the profits of the project. The profit is determined by the appraised value of the completed project and subsequent refinancing or sale of the project. Due to the difficulty in calculating future values, shared appreciation income is recognized when received. The Company has not participated in a significant number of shared appreciation projects in the past, and as a result of the economic deterioration in the real estate markets over the past several years, we anticipate little or no shared appreciation income in the future.

Noninterest Expense

The following table sets forth the components of total noninterest expense in dollars and as a percentage of average earning assets for the years ended December 31, 2010, 2009 and 2008:

	2010			2009			2008		
(Dollars in thousands)	Amount	% of Average Earning Assets		Amount	% of Average Earning Assets		Amount	% of Average Earning Assets	
Salaries and employee benefits	$8,949	1.47	%	$8,551	1.35	%	$10,610	1.53	%
Occupancy expense	3,789	0.62	%	3,692	0.58	%	3,954	0.57	%
Data processing	85	0.01	%	102	0.02	%	279	0.04	%
Professional fees	2,081	0.34	%	2,201	0.35	%	1,482	0.21	%
FDIC/DFI assessments	2,546	0.42	%	1,203	0.19	%	535	0.08	%
Directors fees	232	0.04	%	253	0.04	%	262	0.04	%
Amortization of intangibles	769	0.13	%	885	0.14	%	972	0.14	%
Correspondent bank service charges	315	0.05	%	362	0.06	%	427	0.06	%
Writedown on investment	355	0.06	%	0	0.00	%	23	0.00	%
Impairment loss on OREO	2,831	0.46	%	1,324	0.21	%	887	0.13	%
Impairment loss on intangible assets	57	0.01	%	81	0.01	%	648	0.09	%
Impairment loss on Goodwill	1,414	0.23	%	3,026	0.48	%	0	0.00	%

Impairment loss on investment securities	1,253	0.21	%	843	0.13	%	0	0.00	%
Loss on lease assets held for sale	0	0.00	%	0	0.00	%	0	0.00	%
Loss on CA Tax Credit Partnership	424	0.07	%	428	0.07	%	432	0.06	%
OREO expense	1,532	0.25	%	1,612	0.26	%	418	0.06	%
Other	2,388	0.39	%	3,403	0.54	%	2,422	0.35	%
Total	$29,020	4.76	%	$27,966	4.43	%	$23,351	3.37	%

Noninterest expense, excluding provision for credit losses and income tax expense, totaled $29.0 million for the year ended December 31, 2010 as compared to $28.0 million and $23.4 million for the years ended December 31, 2009 and 2008, respectively. These figures represent an increase of $1.1 million or 3.8% between the years ended December 31, 2009 and 2010 and an increase of $4.6 million or 19.8% between the years ended December 31, 2008 and 2009. As a percentage of average earning assets, total noninterest expense has increased over the past three years primarily as the result of increases in impairment losses on OREO, goodwill and other assets held by the Company, increases in professional fees related to problem assets and foreclosed properties, as well as increases in FDIC insurance assessments. Noninterest expense amounted to 4.76% of average earning assets for the year ended December 31, 2010 as compared to 4.43% at December 31, 2009 and 3.37% for the year ended December 31, 2008.

Increases in noninterest expense between the years ended December 31, 2009 and December 31, 2010 include impairment losses of $2.8 million on OREO, other-than-temporary impairment losses of $1.3 million on investment securities, and impairment losses of $1.4 million on goodwill. The amount expensed as other-than-temporary impairment losses on the investment securities represents the identified credit-related portion of the impairment. With the prolonged economic downturn, impairment loss continued as the values on many assets declined. Impairment losses on OREO properties are also a function of an increase in the volume of OREO acquired during the last several years, which is also reflected in OREO expense of $1.5 million for the year ended December 31, 2010. During the year ended December 31, 2010, the Company recognized a write-down on an equity investment in bank stock totaling $355,000 as a result of continued deterioration in the economic condition of the company, reflected in a stock price that continued to decline over later half of the year. FDIC insurance assessments increased $1.4 million during 2010 reflecting both the financial condition of the Bank and a general increase in insurance assessment rates within the industry.

The net increase in noninterest expense between the years ended December 31, 2008 and 2009 is in large part the result of $3.0 million in goodwill impairment losses taken during second quarter of 2009. Other changes in noninterest expense are comprised of reductions in salaries and bonus incentives of nearly $2.1 million, and reductions in occupancy and data processing costs of $262,000, which were more than offset by increases in OREO impairment and overhead costs, legal fees, FDIC insurance assessments, and other expenses associated with nonperforming and foreclosed loans, as well as changes in the components of other impairment losses taken on various assets of the Company. During the year ended December 31, 2009, the Company recognized $843,000 in impairment losses ($163,000 during the first quarter, $240,000 during the second quarter, $317,000 during the third quarter, and $123,000 during the fourth quarter of 2009) on three of its residential collateralized mortgage obligations which were determined to be other-than-temporarily impaired   As the economy has declined between 2008 and 2009, the Company streamlined certain departments to more effectively control salary and employee benefit costs where the levels of business are lower than they have been historically. The increase of $981,000 in other noninterest expense between the years ended December 31, 2009 and 2008 is primarily the result of a legal settlement totaling $800,000 for a disputed ATM servicing contract with a third-party servicer.

During the years ended December 31, 2010, 2009, and 2008, the Company recognized stock-based compensation expense of $41,000 (less than $0.01 per share basic and diluted), $53,000 (less than $0.01 per share basic and diluted), and $110,000 ($0.01 per share basic and diluted), respectively. This expense is included in noninterest expense under salaries and employee benefits. Under the current pool of stock options, the Company expects stock-based compensation expense to be about $4,600 per quarter for 2011, about $2,500 per quarter for 2012, and decline after that through 2015. If new stock options are issued, or existing options fail to vest due, for example, to forfeiture, actual stock-based compensation expense in future periods will change.

Income Taxes

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

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

On December 31, 2003 the California Franchise Tax Board (FTB) announced certain tax transactions related to real estate investment trusts (REITs) and regulated investment companies (RICs) will be disallowed pursuant to Senate Bill 614 and Assembly Bill 1601, which were signed into law in the 4th quarter of 2003. As a result, the Company reversed related net state tax benefits recorded in the first three quarters of 2003 and has taken no related tax benefits since that time. The Company continues to review the information available from the FTB and its financial advisors and believes that the Company's position has merit. The Company will pursue its tax claims and defend its use of these entities and transactions. At this time, the Company cannot predict the ultimate outcome.

Pursuant to the guidance, the Company reviewed its REIT tax position as of January 1, 2007 (adoption date of the new guidance), and then has again reviewed its position each subsequent quarter since adoption. The Bank, with guidance from advisors, believes that the case has merit with regard to points of law, and that the tax law at the time allowed for the deduction of the consent dividend. However, the Bank, with the concurrence of advisors, cannot conclude that it is “more than likely” that the Bank will prevail in its case with the FTB. As a result of this determination, effective January 1, 2007 the Company recorded an adjustment of $1.3 million to beginning retained earnings upon adoption of the new guidance related to uncertainty in income taxes to recognize the potential tax liability under the guidelines of the interpretation. The adjustment includes amounts for assessed taxes, penalties, and interest. During the years ended December 31, 2009, 2008, and 2007, the Company increased the unrecognized tax liability by an additional $87,000 in interest for each of the three years, bringing the total recorded tax liability to $1.6 million at December 31, 2009. The Company has determined that there has been no material change to its position on the REIT from that at December 31, 2009, and as a result recorded additional interest liability of $87,000 during the year ended December 31, 2010. It is the Company’s policy to recognize interest and penalties as a component of income tax expense. The Company has reviewed all of its tax positions as of December 31, 2010, and has determined that, other than the REIT, there are no other material amounts that should be recorded under the current income tax accounting guidelines.

Financial Condition

Total assets decreased by $15.0 million or 2.2% during the year to $678.2 million at December 31, 2010, and decreased $82.9 million or 10.9% from the balance of $761.1 million at December 31, 2008. During the year ended December 31, 2010, decreases of $68.2 million were experienced in net loans as construction and real estate lending continued to slow and approximately $14.2 million in problem loans were transferred to OREO, while another $11.9 million was charged off against the allowance for loan losses. Overnight interest-bearing deposits in the Federal Reserve Bank, and federal funds sold, increased a net $70.9 million, while investment securities decreased by $19.9 million during the year ended December 31, 2010. Total deposits of $557.5 million at December 31, 2010 decreased $4.2 million or 0.8% from the balance reported at December 31, 2009, but increased $49.0 million or 9.6% from the balance of $508.5 million reported at December 31, 2008. Declines of $47.8 million in brokered time deposits were partially offset by growth in NOW, money market, and other interest-bearing deposit accounts. Decreases in brokered time deposits during 2010 are the result of the Company’s plan to reduce its dependence on brokered deposits and other wholesale funding sources.

During the year ended December 31, 2009, decreases of $35.6 million were experienced in net loans as construction and real estate lending slowed and approximately $20.0 million in problem loans were transferred to OREO, while another $10.1 million was charged off against the allowance for loan losses. Interest-bearing deposits in other banks and investment securities decreased by $17.1 million and $21.3 million, respectively, during the year ended December 31, 2009. Total deposits of $561.7 million at December 31, 2009 increased $53.2 million or 10.5% from the balance reported at December 31, 2008, and decreased $73.0 million or 11.5% from the balance of $634.6 million reported at December 31, 2007. Deposit growth during 2009 occurred in interest-bearing checking accounts and time deposits of $100,000 or more, while other deposit categories experienced declines between December 31, 2008 and December 31, 2009. Increases in time deposits during 2009 are in large part the result of additional brokered deposits which were obtained as the Company sought to reduce its dependence on overnight and term borrowings from the Federal Reserve and FHLB.

Earning assets averaged approximately $609.8 million during the year ended December 31, 2010, as compared to $631.8 million and $692.5 million for the years ended December 31, 2009 and 2008, respectively. Average interest-bearing liabilities decreased to $491.1 million for the year ended December 31, 2010, as compared to $513.8 million for the year ended December 31, 2009, and decreased from the balance of $542.7 million for the year ended December 31, 2008.

Loans

The Company's primary business is that of acquiring deposits and making loans, with the loan portfolio representing the largest and most important component of its earning assets. Loans totaled $441.7 million at December 31, 2010, representing a decrease of $66.9 million or 13.2% when compared to the balance of $508.6 million at December 31, 2009, and a decrease of $102.9 million or 18.9% when compared to the balance of $544.6 million reported at December 31, 2008. Total loans decreased approximately $30.5 million during the fourth quarter of 2010, $4.4 million of which was the result of transfers of nonperforming loans to OREO, and another $5.6 million was the result of charge-offs against the reserve for loan and lease losses . Average loans totaled $534.8 million, $582.5 million, and $575.4 million for the years ended December 31, 2009, 2008 and 2007, respectively. During 2010 average loans decreased 8.3% when compared to the year ended December 31, 2009 and decreased 15.8% compared to the year ended December 31, 2008.

The following table sets forth the amounts of loans outstanding by category and the category percentages as of the year-end dates indicated:

	2010		2009		2008		2007		2006	
(In thousands)	Dollar Amount	% of Loans	Dollar Amount	% of Loans	Dollar Amount	% of Loans	Dollar Amount	% of Loans	Dollar Amount	% of Loans
Commercial and industrial	$159,224	36.00 %	$167,930	33.00 %	$188,207	34.60 %	$188,826	31.90 %	$146,964	29.70
Real estate – mortgage	157,781	35.7	165,629	32.6	130,856	24	135,252	22.8	113,613	22.9
RE construction & development	65,182	14.8	105,220	20.7	151,091	27.7	200,836	33.8	176,825	35.7
Agricultural	46,308	10.5	50,897	10	52,020	9.6	46,387	7.8	35,502	7.2
Installment/other	12,891	2.9	18,191	3.6	20,782	3.8	18,171	3.1	16,712	3.4
Lease financing	305	0.1	706	0.1	1,595	0.3	3,323	0.6	5,507	1.1
Total Loans	$441,691	100.00%	$508,573	100.00%	$544,551	100.00%	$592,795	100.00%	$495,123	100.0

Loan volume continues to be greatest in what has historically been the Bank's primary lending emphasis: commercial, real estate mortgage, and construction lending. With the continued deterioration of real estate markets that began in 2008, the Company experienced decreases in all loan categories during 2010, with a decrease of $40.0 million or 38.1 % in construction loans, a decrease of $8.7 million or 5.8% in commercial and industrial loans, and a decrease of 7.8 million or 4.7 % in real estate mortgage loans. Modest decreases were also experienced in agricultural loans and installment loans. Lease financing decreased $401,000 during 2010, as the Company is no longer originating commercial leases. Approximately $14.2 million of the total $66.9 million decrease in loans experienced during the year ended December 31, 2010, was the result of nonperforming loans transferred to other real estate owned when all other means of settlement were exhausted.

During 2009, the Company experienced a decrease of $45.9 million or 30.4 % in construction loans, and a decrease of $20.3 million or 10.81% in commercial and industrial loans, with minor decreases in installment as well as in agricultural loans. Lease financing decreased $889,000 during 2009. Partially offsetting these decreases were increases of $34.8 million in real estate mortgage loans, a portion of which were the result of construction loans which were completed or matured during the year and the borrower obtained longer-term financing from the Company. Approximately $20.0 million of the total $36.0 million decrease in loans experienced during the year ended December 31, 2009, was the result of nonperforming loans transferred to other real estate owned.

During 2008, the Company experienced a decrease of $49.7 million or 24.8 % in construction loans, and decreases of $4.4 million and $619,000 in real estate mortgage loans, and commercial and industrial loans, respectively. Lease financing decreased $1.7 million during 2008, as the Company is no longer originating commercial leases. Partially offsetting these decreases were increases of $6.0 million in agricultural loans, and $2.6 million in consumer installment loans. Part of the decrease in construction and real estate loans experienced during 2008 is the result of transfers of approximately $28.5 million ($26.0 million net of charge-offs) in nonperforming loans to OREO.

At December 31, 2010, approximately 72% of commercial and industrial loans have floating rates and, although some may be secured by real estate, many are secured by accounts receivable, inventory, and other business assets. Residential housing markets remained depressed through 2009 and 2010, and as a result, residential construction loans decreased during 2009 and again during 2010. Real estate construction loans decreased $40.0 million or 38.1% during 2010, as compared to a decrease of $45.9 million or 30.4 % during 2009. Construction loans are generally short-term, floating-rate obligations, which consist of both residential and commercial projects. Agricultural loans consisting of mostly short-term, floating rate loans for crop financing, decreased $4.6 million or 9.0% between December 31, 2009 and December 31, 2010, while installment loans decreased $5.3 million or 29.1% during that same period.

The real estate mortgage loan portfolio totaling $159.2 million at December 31, 2010 consists of commercial real estate, residential mortgages, and home equity loans. Commercial real estate is the core of this segment of the portfolio, with balances of $131.6 million, $117.0 million, and $86.0 million at December 31, 2010, 2009, and 2008, respectively. Commercial real estate loans are generally a mix of short to medium-term, fixed and floating rate instruments and, are mainly tied to commercial income and multi-family residential properties. The Company does not currently offer traditional residential mortgage loans, but may purchase mortgage portfolios. The residential real estate mortgage portfolio had balances of $23.8 million, $45.8 million, and $41.6 million at December 31, 2010, 2009 and 2008, respectively. During 2010, the Company sold two purchased residential real estate mortgage portfolios totaling approximately $17.1 million, resulting in the decrease in the residential mortgage portfolio during 2010. The Company also offers short to medium-term, fixed-rate, home equity loans, which totaled $2.4 million at December 31, 2010, $2.8 million at December 31, 2009, and $3.2 million at December 31, 2008.

The following table sets forth the maturities of the Bank's loan portfolio at December 31, 2010. Amounts presented are shown by maturity dates rather than repricing periods:

(In thousands)	Due in one year or less	Due after one Year through Five years	Due after Five years	Total
Commercial and agricultural	$ 108,301	$ 80,992	$ 16,239	$ 205,532
Real estate construction & development	31,460	33,722	0	65,182
	139,761	114,714	16,239	270,714
Real estate – mortgage	31,368	80,709	45,704	157,781
All other loans	4,790	5,154	3,252	13,196
Total Loans	$ 175,919	$ 200,577	$ 65,195	$ 441,691

For the year ended December 31, 2010, the average yield on loans was 6.02%, representing an increase of 18 basis points when compared to the year ended December 31, 2009 and was due in part to the Company utilizing rate floors intended to mitigate interest rate risk as interest rates fall, as well as to compensate the Company for additional credit risk under current market conditions. The Bank's loan portfolio is generally comprised of short-term or floating rate loans and is therefore susceptible to fluctuations in market rates of interest.

For the year ended December 31, 2009, the average yield on loans was 5.83%, representing a decrease of 98 basis points when compared to the year ended December 31, 2008 and was a result of continued loan pricing pressures as market rates of interest remained at historical lows.

The average yield on loans was 6.75% for the year ended December 31, 2008, representing a decrease of 232 basis points when compared to the year ended December 31, 2007 and was a result of a significant decrease in market rates of interest during 2008. The average loan yield for 2008 was also impacted by the reversal of approximately $1.0 million in interest on nonaccrual loans, reducing the average loan yield by 17 basis points for the year ended December 31, 2008.

At December 31, 2010, 2009 and 2008, approximately 57.6%, 60.7% and 64.0% of the Bank's loan portfolio consisted of floating rate instruments, with the majority of those tied to the prime rate.

The following table sets forth the contractual maturities of the Bank's fixed and floating rate loans at December 31, 2010. Amounts presented are shown by maturity dates rather than repricing periods, and do not consider renewals or prepayments of loans:

(In thousands)	Due in one year or less	Due after one Year through Five years	Due after Five years	Total
Accruing loans:				
Fixed rate loans	$ 42,067	$ 83,345	$ 48,315	$ 173,727
Floating rate loans	111,035	107,347	15,188	233,570
Total accruing loans	153,102	190,692	63,503	407,297
Nonaccrual loans:				
Fixed rate loans	4,659	8,699	287	13,645
Floating rate loans	18,158	1,186	1,405	20,749
Total nonaccrual loans	22,817	9,885	1,692	34,394
Total Loans	$ 175,919	$ 200,577	$ 65,195	$ 441,691

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Securities

Following is a comparison of the amortized cost and approximate fair value of available-for-sale for the three years indicated:

	December 31, 2010				December 31, 2009			
(In thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value (Carrying Amount)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value (Carrying Amount)
Available-for-sale:								
U.S. Government agencies	$32,486	$ 1,303	$ (1)	$33,788	$35,119	$ 1,469	$ (2)	$36,586
U.S Gov't agency collateralized mortgage obligations	7,203	552	0	7,755	14,954	376	(10)	15,320
Residential mortgage obligations	11,955	0	(1,995)	9,960	14,273	0	(4,559)	9,714
Obligations of state and political subdivisions	0	0	0	0	1,252	33	0	1,285
Other investment securities	0	0	0	0	9,004	0	(498)	8,506
Total available-for-sale	$51,644	$ 1,855	$ (1,996)	$51,503	$74,602	$ 1,878	$ (5,069)	$71,411

	December 31, 2008			
(In thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available-for-sale:				
U.S. Government agencies	$ 43,110	$ 1,280	$ (204)	$ 44,186
Collateralized mortgage obligations	21,317	189	(40)	21,466
Residential mortgage obligations	17,751	0	(4,951)	12,800
Obligations of state and political subdivisions	1,252	28	0	1,280
Other investment securities	13,880	0	(863)	13,017
Total available-for-sale	$ 97,310	$ 1,497	$ (6,058)	$ 92,749

Included in other investment securities at December 31, 2009, is a short-term government securities mutual fund totaling $7.5 million, and an overnight money-market mutual fund totaling $1.0 million. Included in other investment securities at December 31, 2008, is a short-term government securities mutual fund totaling $7.7 million, a CRA-qualified mortgage fund totaling $4.9 million, and an overnight money-market mutual fund totaling $752,000. The short-term government securities mutual fund invests in debt securities issued or guaranteed by the U.S. Government, its agencies or instrumentalities, with a maximum duration equal to that of a 3-year U.S. Treasury Note.

There were gross realized gains on sales of available-for-sale securities totaling $522,000 and gross unrealized losses totaling $455,000 during the year ended December 31, 2010. There were no realized gains, but there were realized losses on available-for-sale securities totaling $37,000 for the year ended December 31, 2009. There were realized gains on available-for-sale securities totaling $24,000 for the year ended December 31, 2008. There were no realized losses on securities available-for-sale during 2008.

Investment securities decreased $19.9 million between December 2009 and December 2010, as sales, maturities, and pay-downs from investment securities were not reinvested in the securities portfolio but were instead utilized to reduce brokered time deposits and FHLB term borrowings, as well as to provide short-term liquidity in overnight funds. During 2010 the Company sold it holdings in a short-term government securities mutual fund with an amortized cost of $7.6 million recognizing a loss of $449,000. Offsetting this was the sale of a U.S. government agency security with an amortized cost of $7.2 million, resulting in gains of $518,000. In addition, during the fourth quarter of 2010, the Company made the decision, based upon credit risk issues, to sell its remaining investments in various California municipal bonds with an amortized cost of $1.2 million. The sale of the municipal bonds resulted in a net loss of just under $2,000.

Investment securities decreased $21.3 million between December 2008 and December 2009, as maturities and pay-downs from investment securities were not reinvested in the securities portfolio but were instead utilized to reduce overnight and term borrowings. In addition, one mutual fund with a carrying cost of $5.0 million was sold during the fourth quarter of 2009 to provide additional liquidity. Investment securities increased $3.3 million between December 2007 and December 2008, as U.S. government agencies and municipal bonds were either paid down or matured, and additional funds from maturing loans were utilized to purchase additional investment securities or interest-bearing deposits in other banks.

Securities that have been temporarily impaired less than 12 months at December 31, 2010 are comprised of a single U.S. government agency security with a weighted average life of 3.29 years. As of December 31, 2010, there were three residential mortgage obligations with a total weighted average life of 3.27 years that have been temporarily impaired for twelve months or more. At December 31, 2009, the decline in market value for all but the three residential mortgage obligations (see below) is attributable to changes in interest rates and illiquidity, and not credit quality. Because the Company does not have the intent to sell these impaired securities and it is likely that it will not be required to sell the securities before their anticipated recovery, the Company does not consider these securities to be other-than-temporarily impaired at December 31, 2010.

At December 31, 2010, the Company had three non-agency residential mortgage obligations which have been impaired more than twelve months. All three residential mortgage obligations were rated less than high credit quality at December 31, 2010. The residential mortgage obligations had a market value of $10.0 million and unrealized losses of approximately $2.0 million at December 31, 2010. The Company evaluated these three residential mortgage obligations for OTTI by comparing the present value of expected cash flows to previous estimates to determine whether there had been adverse changes in cash flows during the quarter. The OTTI evaluation was conducted utilizing the services of a third party specialist and consultant in MBS and CMO products. The cash flow assumptions used in the evaluation included a number of factors including changes in delinquency rates, anticipated prepayment speeds, loan-to-value ratios, changes in agency ratings, and market prices. As a result of the impairment evaluation, the Company determined that there had been adverse changes in cash flows during the quarter for two of the three residential mortgage obligations reviewed, and concluded that these three investments were other-than-temporarily impaired. During the fourth quarter of 2010, the two residential mortgage obligations had other-than-temporary-impairment losses of $2.0 million, of which $165,000 was recorded as expense and $1.9 million was recorded in other comprehensive loss. On a year-to-date basis, the three residential mortgage obligations had other-than-temporary-impairment losses of $3.2 million, of which $1.3 million was recorded as expense and $1.9 million was recorded in other comprehensive loss. The three residential mortgage obligations remained classified as available for sale at December 31, 2010.

The following summarizes temporarily impaired investment securities at December 31, 2010

(In thousands)	Less than 12 Months		12 Months or More		Total	
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	$135	$(1)	$0	$0	$135	$(1)
U.S. Government agency collateral mortgage obligations	0	0	0	0	0	0
Residential mortgage obligations	0	0	9,960	(1,995)	9,960	(1,995)
Obligations of state and political subdivisions	0	0	0	0	0	0
Other investment securities	0	0	0	0	0	0
Total impaired securities	$135	$(1)	$9,960	$(1,995)	$10,095	$(1,996)

Securities that have been temporarily impaired less than 12 months at December 31, 2009 are comprised of two U.S. government agency securities and one collateralized mortgage obligation with a weighted average life of 1.90 years. As of December 31, 2009, there were three residential mortgage obligations, and one other investment security with a total weighted average life of 1.37 years that have been temporarily impaired for twelve months or more. At December 31, 2009, the decline in market value for all but three (see below) of the impaired securities is attributable to changes in interest rates and illiquidity, and not credit quality. Because the Company does not have the intent to sell these impaired securities and it is likely that it will not be required to sell the securities before their anticipated recovery, the Company does not consider these securities to be other-than-temporarily impaired at December 31, 2009.

The following summarizes temporarily impaired investment securities at December 31, 2009

(In thousands)	Less than 12 Months		12 Months or More		Total	
	Fair Value (Carrying	Unrealized	Fair Value (Carrying	Unrealized	Fair Value (Carrying	Unrealized

Securities available for sale:	Amount)	Losses	Amount)	Losses	Amount)	Losses
U.S. Government agencies	$ 1,498	$ (2)	$ 0	$ 0	$ 1,498	$ (2)
U.S. Government agency collateral mortgage obligations	2,236	(10)	0	0	2,236	(10)
Residential mortgage obligations	0	0	9,714	(4,559)	9,714	(4,559)
Obligations of state and political subdivisions	0	0	0	0	0	0
Other investment securities	0	0	7,502	(498)	7,502	(498)
Total impaired securities	$ 3,734	$ (12)	$ 17,216	$ (5,057)	$ 20,950	$ (5,069)

Securities that have been temporarily impaired less than 12 months at December 31, 2008 are comprised of three residential mortgage obligations and one collateralized mortgage obligation with a weighted average life of 3.66 years, and seven U.S. agency bonds with a weighted average life of 3.18 years. As of December 31, 2008, there were two other investment securities with a total weighted average life of 0.50 years that have been temporarily impaired for twelve months or more. The unrealized losses are due in most part to interest rate changes, as well as credit downgrades in some of the portfolio including three collateralized mortgage obligations. The Company has the ability and intent to hold all investment securities with identified impairments resulting from interest rate changes and credit downgrades to the earlier of the forecasted recovery or the maturity of the underlying investment security. The Company believes that credit downgrades on securities within the portfolio are a result of the severity of the current economic downturn and does not believe the downgrades will result in permanent impairment of those securities. As a result, the Company does not consider these investments to be other-than-temporarily impaired at December 31, 2008.

The following summarizes temporarily impaired investment securities at December 31, 2008

(In thousands)	Less than 12 Months		12 Months or More		Total	
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	$ 6,471	$ (204)	$ 0	$ 0	$ 6,471	$ (204)
Collateralized mortgage obligations	4,768	(40)	0	0	4,768	(40)
Residential mortgage obligations	12,800	(4,951)	0	0	12,800	(4,951)
Obligations of state and political subdivisions	0	0	0	0	0	0
Other investment securities	0	0	12,137	(863)	12,137	(863)
Total impaired securities	$ 24,039	$ (5,195)	$ 12,137	$ (863)	$ 36,176	$ (6,058)

The contractual maturities of investment securities as well as yields based on amortized cost of those securities at December 31, 2010 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.

(Dollars in thousands)	One year or less		After one year to five years		After five years to ten years		After ten years		Total	
	Amount	Yield (1)	Amount	Yield (1)	Amount	Yield (1)	Amount	Yield (1)	Amount	Yield (1)
Available-for-sale:										
U.S. Government agencies	$8554	0.82 %	$5,600	1.24 %	$3,231	4.50 %	$16,403	4.29 %	$33,788	4.37 %
U.S. Gov't agency collateralized	---	---	565	4.70 %	6,348	4.19 %	842	5.35 %	7,755	4.69 %

mortgage obligations										
Residential mortgage obligations	---	---	---	---	---	---	9,960	7.89 %	9,960	7.89 %
Obligations of state and political subdivisions	---	---	---	---	---	---	---	---	---	---
Other investment securities	---	---	---	---	---	---	---	---	---	---
Total estimated fair value	$8,554	0.82 %	$6,165	1.56 %	$9,579	4.29 %	$27,205	5.64 %	$51,503	4.77 %

(1) Weighted average yields are not computed on a tax equivalent basis

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At December 31, 2010 and 2009, available-for-sale securities with an amortized cost of approximately $46.7 million and $66.5 million, respectively (fair value of $47.2 million and $65.3 million, respectively) were pledged as collateral for public funds, FHLB borrowings, and treasury tax and loan balances.

Deposits

The Bank attracts commercial deposits primarily from local businesses and professionals, as well as retail checking accounts, savings accounts and time deposits. Total deposits decreased $4.2 million or 0.8% during the year to a balance of $557.5 million at December 31, 2010 and decreased $53.2 million or 10.5% between December 31, 2008 and December 31, 2009. Core deposits, consisting of all deposits other than time deposits of $100,000 or more and brokered deposits, continue to provide the foundation for the Bank's principal sources of funding and liquidity. These core deposits amounted to 71.5%, 66.7% and 71.9% of the total deposit portfolio at December 31, 2010, 2009 and 2008, respectively.

The following table sets forth the year-end amounts of deposits by category for the years indicated, and the dollar change in each category during the year:

	December 31,			Change during Year	
(In thousands)	2010	2009	2008	2010	2009
Noninterest-bearing deposits	$ 139,690	$ 139,724	$ 149,529	$ (34)	$ (9,805)
Interest-bearing deposits:					
NOW and money market accounts	181,061	158,795	136,612	22,266	22,183
Savings accounts	37,177	34,146	37,586	3,031	(3,440)
Time deposits:					
Under $100,000	58,629	64,481	66,128	(5,852)	(1,647)
$100,000 and over	140,909	164,514	118,631	(23,605)	45,883
Total interest-bearing deposits	417,776	421,936	358,957	(4,160)	62,979
Total deposits	$ 557,466	$ 561,660	$ 508,486	$ (4,194)	$ 53,174

As a result of the March 2010 agreement with the Federal Reserve Bank, the Company will continue to reduce its reliance on brokered and other wholesale funding sources. The Company has a written plan, approved by the Federal Reserve Bank, to improve its liquidity position which includes a timetable to reduce the Bank's reliance on brokered deposits and other wholesale funding, and specific liquidity targets and parameters to meet contractual obligations and unanticipated demands. Under the plan, the Company will systematically reduce the level of brokered deposits to peer levels (as percentage of total deposits) over a period of approximately two years. This will be achieved by letting some or all of the maturing brokered deposits run-off as needed to achieve planned reductions in brokered deposits at the end of each quarter over the two-year period.

During the year ended December 31, 2010, decreases were experienced primarily in time deposits, as brokered time deposits were allowed to runoff as part of the Company's plan to reduce brokered deposits and other wholesale funding. While total time deposits decreased $29.5 million or 12.9% during the year ended December 31, 2010, brokered deposits, a component of total time deposits, decreased $47.8 million or 37.0% during the year. NOW and money market accounts increased $22.3 million or 14.0% while savings accounts increased $3.0 million or 8.9% during the year ended December 31, 2010. Pricing of brokered time deposits and other wholesale deposits have remained low over the past two years and have provided a viable alternate to borrowings from the Federal Reserve or the FHLB. The Company believes this rate structure will eventually turn, and wholesale funding sources, both deposits and borrowings, will again become expensive relative to other core deposits in the marketplace. 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 requires reductions in brokered deposits, which places 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, and savings accounts, as well as noninterest-bearing checking accounts, continue to provide the Company's primary funding source.

During the year ended December 31, 2009, increases were experienced in interest-bearing checking accounts and time deposits of $100,000 or more, while other deposit categories experienced small decreases. Time deposits of $100,000 or more increased $45.8 million or 38.7% during the year ended December 31, 2009, of which $36.0 million of the increase is attributable to increases in brokered deposits. The Company increased brokered deposits during 2009 as part of its liquidity strategy to reduce dependence on overnight and term borrowings from the Federal Reserve and FHLB. Although pricing on borrowing remained attractive during 2009, access to credit lines became more vulnerable as risk profiles of most banks, including the Company, increased in the declining economic environment. Increases were also experienced in NOW and money market accounts which increased $22.2 million or 16.2% during the year ended December 31, 2009.

The Company's deposit base consists of two major components represented by noninterest-bearing (demand) deposits and interest-bearing deposits. Interest-bearing deposits consist of time certificates, NOW and money market accounts and savings deposits. Between December 31, 2009 and December 31, 2010, total interest-bearing deposits decreased $4.2 million or -1.0%, while noninterest-bearing deposits decreased $34,000 less than 0.1%. Total noninterest-bearing deposits increased $63.0 million or 17.5% between December 31, 2008 and December 31, 2008, while interest-bearing deposits decreased $19.8 million or 6.6% between the same two periods presented.

On a year-to-date average, the Company experienced an increase of $42.1 million or 7.8 % in total deposits between the years ended December 31, 2009 and December 31, 2010. Between these two periods, average interest-bearing deposits increased $43.5 million or 10.8%, while total noninterest-bearing checking decreased $1.58 million or -1.1% on a year-to-date average basis. On average, the Company experienced increases in NOW accounts, savings accounts, and time deposits between the years ended December 31, 2009 and December 31, 2010, while money market accounts experienced only minor declines on average during 2010. On a year-to-date average basis, total deposits decreased $46.3 million or 7.9% between the years ended December 31, 2008 and December 31, 2009. Of that total, interest-bearing deposits decreased by $36.4 million or 8.3%, while noninterest-bearing deposits decreased $9.8 million or 6.8% during 2009. On average, the Company experienced decreases in all deposit categories except NOW accounts between the years ended December 31, 2008 and December 31, 2009.

The following table sets forth the average deposits and average rates paid on those deposits for the years ended December 31, 2010, 2009 and 2008:

	2010		2009		2008	
(Dollars in thousands)	Average Balance	Rate %	Average Balance	Rate %	Average Balance	Rate %
Interest-bearing deposits:						
Checking accounts	$ 178,531	0.87 %	$ 161,711	1.48 %	$ 167,190	1.91 %
Savings	35,336	0.39 %	35,228	0.62 %	40,699	1.18 %
Time deposits (1)	231,876	1.09 %	205,261	1.75 %	230,746	3.65 %
Noninterest-bearing deposits	133,458		134,925		144,772	

(1) Included at December 31, 2010, are $140.9 million in time certificates of deposit of $100,000 or more, of which $86.4 million matures in three months or less, $31.2 million matures in 3 to 6 months, $11.7 million matures in 6 to 12 months, and $11.6 million matures in more than 12 months.

Short-term Borrowings

The Company has the ability to obtain borrowed funds consisting of federal funds purchased, securities sold under agreements to repurchase ("repurchase agreements") and Federal Home Loan Bank ("FHLB") advances as alternatives to retail deposit funds. The Company has established collateralized and uncollateralized lines of credit with several correspondent banks, as well as a securities dealer, for the purpose of obtaining borrowed funds as needed. The Company may continue to borrow funds in the future as part of its asset/liability strategy, and may use these funds to acquire certain other assets as deemed appropriate by management for investment purposes and to better utilize the capital resources of the Bank. Federal funds purchased represent temporary overnight borrowings from correspondent banks and are generally unsecured. Repurchase agreements are collateralized by mortgage backed securities and securities of U.S. Government agencies, and generally have maturities of one to six months, but may have longer maturities if deemed appropriate as part of the Company’s asset/liability management strategy. FHLB advances are collateralized by the Company’s investment in FHLB stock, securities, and certain qualifying mortgage loans. In addition, the Company has the ability to obtain borrowings from the Federal Reserve Bank of San Francisco, which would be collateralized by certain pledged loans in the Company’s loan portfolio. The lines of credit are subject to periodic review of the Company’s financial statements by the grantors of the credit lines. Lines of credit may be modified or revoked at any time if the grantors feel there are adverse trends in the Company’s financial position.

The Company had collateralized and uncollateralized lines of credit aggregating $118.7 million and $124.2 million, as well as FHLB lines of credit totaling $32.6 million and $40.8 million at December 31, 2010 and 2009, respectively. At December 31, 2010, the Company had total outstanding balances of $32.0 million drawn against its FHLB line of credit. Of the $32.0 million in FHLB borrowings outstanding at December 31, 2010, all mature within three months and have an average rate of 0.35%. 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.

The table below provides further detail of the Company's federal funds purchased, repurchase agreements and FHLB advances for the years ended December 31, 2010, 2009 and 2008:

(Dollars in thousands)	December 31, 2010	2009	2008
At period end:			
Federal funds purchased	$ 0	$ 0	$ 66,545
Repurchase agreements	0	0	0
FHLB advances	32,000	40,000	88,500
Total at period end	$ 32,000	$ 40,000	$ 155,045
Average ending interest rate – total	0.35 %	0.86 %	0.93 %
Average for the year:			
Federal funds purchased	$ 17	$ 40,443	$ 58,432
Repurchase agreements	0	0	0
FHLB advances	35,164	59,434	32,937
Total average for the year	$ 35,181	$ 99,877	$ 91,369
Average interest rate – total	0.69 %	0.80 %	2.32 %
Maximum total borrowings outstanding at			
Any month-end during the year:			
Federal funds purchased	$ 0	$ 87,530	$ 160,083
FHLB advances	39,000	73,700	28,000
Total	$ 39,000	$ 161,230	$ 188,083

Asset Quality and Allowance for Credit Losses

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

The allowance for credit losses is maintained at a level deemed appropriate by management to provide for known and inherent risks in existing loans and commitments to extend credit. The adequacy of the allowance for credit losses is based upon management's continuing assessment of various factors affecting the collectibility of loans and commitments to extend credit; including current economic conditions, past credit experience, collateral, and concentrations of credit. There is no precise method of predicting specific losses or amounts which may ultimately be charged off on particular segments of the loan portfolio. The collectibility of a loan is subjective to some degree, but must relate to the borrower's financial condition, cash flow, quality of the borrower's management expertise, collateral and guarantees, and the state of the local economy. When determining the adequacy of the allowance for credit losses, the Company follows, in accordance with GAAP, the guidelines set forth in the Interagency Policy Statement on the Allowance for Loan and Lease Losses ("Statement") issued jointly by banking regulators during 2003, and updated and revised in 2006. The Statement 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. Securities and Exchange Commission Staff Accounting Bulletin No. 102 was also released at this time which 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.

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 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.

- 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 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 to 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 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 eleven segments of the Company's loan portfolio are as follows (subtotals are provided as needed to allow the reader to reconcile the amounts to the Company's loan classification reported elsewhere in these financial statements):

Loan Segments for Loan Loss Reserve Analysis (dollars in 000's)		Loan Balances at December 31, 2010	2009	2008	2007	2006
1	Commercial and Business Loans	$ 154,624	$ 161,292	$ 180,750	$ 181,123	$ 143,223
2	Government Program Loans	4,600	6,638	7,457	7,703	3,741
	Total Commercial and Industrial	159,224	167,930	188,207	188,826	146,964
3	Commercial Real Estate Term Loans	131,632	117,010	86,007	95,085	71,697
4	Single Family Residential Loans	23,764	45,828	41,608	37,195	39,184
5	Home Improvement/Home Equity Loans	2,385	2,791	3,241	2,972	2,732
	Total Real Estate Mortgage	157,781	165,629	130,856	135,252	113,613
6	Total RE Construction and Development Loans	65,182	105,220	151,091	200,836	176,825

7	Total Agricultural Loans	46,308	50,897	52,020	46,387	35,502
8	Consumer Loans	12,462	17,939	20,370	17,521	16,327
9	Overdraft protection Lines	74	73	80	85	82
10	Overdrafts	355	179	332	565	303
	Total Installment/other	12,891	18,191	20,782	18,171	16,712
11	Total Lease Financing	305	706	1,595	3,323	5,507
	Total Loans	$ 441,691	$ 508,573	$ 544,551	$ 592,795	$ 495,123

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 ("classified loans")
- and the unallocated allowance

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

The formula allowance is calculated by applying loss factors to outstanding loans and certain unfunded loan commitments. Loss factors are based on the Company's historical loss experience and on the internal risk grade of those loans and, may be adjusted for significant factors that, in management's judgment, affect the collectibility of the portfolio as of the evaluation date. Factors that may affect collectibility of the loan portfolio include:

- Levels of, and trends in delinquencies and nonaccrual loans;
- Trends in volumes and term of loans;
- Effects of any changes in lending policies and procedures including those for underwriting, collection, charge-off, and recovery;
- Experience, ability, and depth of lending management and staff;
- National and local economic trends and conditions and;
- Concentrations of credit that might affect loss experience across one or more components of the portfolio, including high-balance loan concentrations and participations.

Management determines the loss factors for problem-graded loans (substandard, doubtful, and loss), special mention loans, and pass graded loans, based on a loss migration model. The migration analysis incorporates loan losses over the past twelve quarters (three years) and loss factors are adjusted to recognize and quantify the loss exposure from changes in market conditions and trends in the Company's loan portfolio. The twelfth quarter loss factor is compared to the 4th and 8th quarter loss factors and the average loss factor for the 12 quarters. The model may be more heavily weighted on the most current periods if those periods are more indicative of future trends because losses are accelerating in the shorter term. Based on an analysis of the information, current economic conditions and current and historical loss trends for the Bank, the existing net loss factors, prior to qualitative adjustment, are adjusted to recognize and quantify the loss exposure from changes in loss histories and trends in the Company's loan portfolio. For purposes of this analysis, loans are grouped by internal risk classifications, which are "pass", "special mention", "substandard", "doubtful", and "loss." Certain loans are homogenous in nature and are therefore pooled by risk grade. These homogenous loans include consumer installment and home equity loans. Special mention loans are currently performing but are potentially weak, as the borrower has begun to exhibit deteriorating trends, which if not corrected, could jeopardize repayment of the loan and result in further downgrade. Substandard loans have well-defined weaknesses which, if not corrected, could jeopardize the full satisfaction of the debt. A loan classified as "doubtful" has critical weaknesses that make full collection of the obligation improbable. Classified loans, as defined by the Company, include loans categorized as substandard, doubtful, and loss. At December 31, 2010, problem graded or "classified" loans totaled $53.6 million or 12.1% of gross loans, as compared to $69.6 million or 13.7% of gross loans at December 31, 2009.

Loan participations are reviewed for allowance adequacy under the same guidelines as other loans in the Company's portfolio, with an additional participation factor added, if required, for specific risks associated with participations. In general, participations are subject to certain thresholds set by the Company, and are reviewed for geographic location as well as the well-being of the underlying agent bank.

The formula allowance includes reserves for certain off-balance sheet risks including letters of credit, unfunded loan commitments, and lines of credit. Reserves for undisbursed commitments are generally formula allocations based on the Company's historical loss experience and other loss factors, rather than specific loss contingencies. At December 31, 2010, 2009 and 2008, the formula reserve allocated to undisbursed commitments totaled $189,000, $234,000 and $313,000, respectively. The reserve for unfunded commitments is considered a reserve for contingent liabilities and is therefore carried as a liability on the balance sheet for all periods presented.

Specific allowances are established based on management's periodic evaluation of loss exposure inherent in classified loans, impaired loans, and other loans in which management believes there is a probability that a loss has been incurred in excess of the amount determined by the application of the formula allowance. 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, specific allowances, where required, 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 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 the result of both expected and unanticipated changes in 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 December 31, 2010, 2009 and 2008.

(in 000's)	Balance December 31, 2010	Balance December 31, 2009	Balance December 31, 2008
Specific allowance – impaired loans	$ 11,326	$ 7,974	$ 4,972
Formula allowance – classified loans not impaired	394	1,979	2,113
Formula allowance – special mention loans	493	587	752
Total allowance for special mention and classified loans	12,213	10,540	7,837
Formula allowance for pass loans	4,281	4,476	3,550
Unallocated allowance	26	0	142
Total allowance	$ 16,520	$ 15,016	$ 11,529
Impaired loans	$ 50,998	$ 53,794	$ 48,946
Classified loans not considered impaired	2,585	15,816	33,758
Total classified loans	$ 53,583	$ 69,610	$ 82,704
Special mention loans	$ 24,645	$ 27,939	$ 32,285

Although the total loan portfolio has declined over the past three years from $543.3 million at December 31, 2008 to $507.7 million at December 31, 2009, to $441.0 million at December 31, 2010, the level of nonperforming loans has remained high over the past three years, but declined from $51.1 million at December 31, 2009 to $46.9 million at December 31, 2010. During the same period, total classified loans decreased from a high of $82.7 million at December 31, 2008 to $69.6 million at December 31, 2009 and then decreased to $53.6 million at December 31, 2010.

	December 31, 2010	December 31, 2009	December 31, 2008
Allowance for loan losses - period end	$ 16,520	$ 15,016	$ 11,529
Net loans charged off during period	(10,971)	(9,888)	(5,428)
LLR Provision during period	12,475	13,375	9,526
Loans outstanding at period-end	$ 441,046	$ 507,709	$ 543,317
ALLL as % of loans at period-end	3.75 %	2.96 %	2.12 %
Nonaccrual loans	$ 34,394	$ 34,757	$ 45,671
Restructured Loans	12,554	16,026	0
Total nonperforming loans	46,948	50,873	45,671
ALLL as % of nonperforming loans	35.19 %	29.57 %	25.24 %
Impaired loans	$ 50,998	$ 53,794	$ 48,946

Classified loans not considered impaired		2,585			15,816			33,758	
Total classified loans	$	53,583		$	69,610		$	82,704	
ALLL as % of classified loans		30.83	%		21.57	%		13.94	%

Impaired loans decreased approximately $2.8 million between December 31, 2009 and December 31, 2010, but increased approximately $5.2 million during the quarter ended December 31, 2010. The specific allowance related to impaired loans increased $3.4 million and $4.0 million for the year ended and quarter ended December 31, 2010. The formula allowance related to loans that are not impaired (including special mention and substandard) decreased approximately $1.7 million between December 31, 2009 and December 31, 2010, and decreased $610,000 during the quarter ended December 31, 2010. Decreases in the formula allowance for the year ended December 31, 2010 were the result of decreases in the volume of loans in those categories, which was only partially offset by increases in adjusting factors for current economic trends and conditions, and trends in delinquent and nonaccrual loans. The level of “pass” loans decreased approximately $46.6 million during the year ended December 31, 2010, and the related formula allowance decreased $195,000 during 2010 as a result of that volume decrease which more than offset increases in percentage loss allocations, as well as factor allocation increases due to current economic conditions.

At December 31, 2008, the Company segregated approximately $26.3 million of the total $33.8 million in substandard classified loans for purposes of the quarterly analysis of the adequacy of the allowance for credit losses under the formula allowance. Many of these loans had been downgraded to substandard because the borrowers had other direct or indirect lending relationships which were classified as substandard or impaired. The $26.3 million in substandard loans consisted of ten borrowing relationships, which although classified as substandard, the Company believed were performing and therefore did not warrant the same loss factors as other substandard loans in the portfolio. The adequacy of the allowance for credit losses related to this $26.3 million pool of substandard loans was based upon current payment history, loan-to-value ratios, future anticipated performance, and other various factors. The formula allowance for credit losses related to these substandard loans totaled $1.2 million at December 31, 2008. This formula reserve was previously included in the formula allowance for special mention and classified loans totaling $2.9 million at December 31, 2008 in the above table. During the second quarter of 2009, the performance of the segregated substandard loan portfolio deteriorated to a point where management determined that the loans were either impaired or subject to the higher loss factors traditionally applied to other substandard loans. As a result, approximately $16.8 million of the previously segregated substandard loans were transferred to impaired loans, and the remainder analyzed using applicable formula loss factors related to their risk ratings. The increase in the reserve for impaired loans related to this transfer totaled $1.8 million during the quarter ended June 30, 2009 and an increase of approximately $225,000 in other reserve categories during the same period.

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

Management and the Company’s lending officers evaluate the loss exposure of classified and impaired loans on a weekly and 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 Criticized Asset Reports, which are reviewed by senior management. With this information, the migration analysis and the impaired loan analysis are performed on a quarterly basis and adjustments are made to the allowance as deemed necessary. As the real estate market and economic crisis became more severe beginning during the later part of 2008, the Company has successfully worked with many of its borrowers to re-margin loans as collateral values declined, weakening the Company’s credit position and increasing the potential for losses. This process of working with potentially troubled borrowers is monitored closely through the loan review process.

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

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

At December 31, 2010 and 2009, the Company's recorded investment in loans for which impairment has been recognized totaled $51.0 million and $53.8 million, respectively. Included in total impaired loans at December 31, 2010, are $40.9 million of impaired loans for which the related specific allowance is $11.3 million, as well as $10.1 million of impaired loans that as a result of write-downs or the fair value of the collateral, did not have a specific allowance. Total impaired loans at December 31, 2009 included $26.3 million of impaired loans for which the related specific allowance is $8.0 million, as well as $27.5 million of impaired loans that as a result of write-downs or the fair value of the collateral, did not have a specific allowance. The average recorded investment in impaired loans was $49.8 million, $59.6 million and $31.7 million during the years ended December 31, 2010, 2009 and 2008, respectively. 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 is performing under the current contractual terms, income is recognized under the accrual method. For the years ended December 31, 2010 and 2009, the Company recognized $561,000 and $326,000, respectively, in income on such loans. For the year ended December 31, 2008, the Company recognized no income on such loans.

The largest category of impaired loans during the year ended December 31, 2010 has been real estate construction and development loans, with that loan category comprising almost 45% of total impaired loans at December 31, 2010. Impaired construction loans decreased $2.8 million, impaired commercial and industrial loans increased $5.8 million, and impaired agricultural loans increased $3.1 million during the year ended December 31, 2010. With the decline in impaired balances for construction loans during the year ended December 31, 2010, the specific reserve related to impaired construction loans decreased approximately $150,000 during 2010, while specific reserves related to commercial and industrial loans increased $2.6 million during 2010. Specific collateral related to impaired loans is reviewed for current appraisal information, economic trends within geographic markets, loan-to-value ratios, and other factors that may impact the value of the loan collateral. Adjustments are made to collateral values as needed for these factors. Of total impaired loans, approximately $37.8 million or 74.1% are secured by real estate at Dec ember 31, 2010, as compared to 39.7 million or 73.7% of total impaired loans at December 31, 2009. The following table summarizes the components of impaired loans and their related specific allowance at December 31, 2010, 2009 and 2008.

	Balance	Allowance	Balance	Allowance	Balance	Allowance
(in 000's)						

	December 31, 2010	December 31, 2010	December 31, 2009	December 31, 2009	December 31, 2008	December 31, 2008
Commercial and industrial	$14,887	$5,005	$9,064	$2,383	$12,244	$2,340
Real estate – mortgage	9,922	744	12,584	536	3,689	226
RE construction and development	22,759	4,891	25,606	4,741	28,927	2,338
Agricultural	3,107	686	6,212	153	4,086	68
Installment/other	148	0	328	160	0	0
Lease financing	175	0	0	0	0	0
Total impaired loans	$50,998	$11,326	$53,794	$7,973	$48,946	$4,972

Included in impaired loans are loans modified in troubled debt restructurings (“TDR’s”), 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 TDR’s including rate reductions, payment extensions, and forbearance. At December 31, 2010, more than $13.7 million of the total $24.9 million in TDR’s was for real estate construction and development, and there was another $5.0 million and $2.8 million related to those developers in commercial real estate and commercial and industrial, respectively at December 31, 2010.

At December 31, 2010 and 2009, the Company had approximately $3.3 million and $4.0 million, respectively, in restructured residential mortgage loans as the result of borrowers that were unable to get take-out financing at the end of their construction loan with the Company. In part to aid the borrowers retain their newly completed homes under California Senate Bill SB1137, the Company termed these loans at market rates of interest with loans fully amortizing over 30 years with a three-to-five year repayment term. The percentage breakout of TDR’s at December 31, 2010 is similar to the percentage breakout of the $26.1 million in TDR’s reported at December 31, 2009, The majority of these credits are related to real estate construction projects that have slowed significantly or stalled, and the Company has sought to restructure the credits to allow the construction industry time to recover, and the developers time to finish projects at a slower pace which reflects current market conditions in the San Joaquin Valley. Concessions granted in these circumstances include lengthened maturity terms, lower lot release prices, or rate reductions that will enable the borrower to finish the construction projects and repay their loans to the Company. The downturn in the real estate construction market has been protracted, and although the Company has had some success in its restructuring efforts, it is difficult to conclude that we will be entirely successful in our efforts. Areas such as Bakersfield California have been slower to recover than others in out market area. If conditions deteriorate beyond current expectations, the Company may be required to make additional concessions in the future including lower lot release prices to allow borrowers to complete and sell construction units at lower prices currently reflected in the real estate market.

The following tables summarizes TDR’s by type, classified separately as nonaccrual or accrual, which are included in impaired loans at December 31, 2010 and December 31, 2009.

(in thousands)	Total TDR's December 31, 2010	Nonaccrual TDR's December 31, 2010	Accruing TDR's December 31, 2010
Commercial and industrial	$ 2,751	$ 1,359	$ 1,392
Real estate - mortgage:			
Commercial real estate	5,019	0	5,019
Residential mortgages	3,261	0	3,261
Home equity loans	93	43	50
Total real estate mortgage	8,373	43	8,330
RE construction & development	13,730	10,978	2,752
Agricultural	0	0	0
Installment/other	80	0	80
Lease financing	0	0	0
Total Troubled Debt Restructurings	$ 24,934	$ 12,380	$ 12,554

(in thousands)	Total TDR's December 31, 2009	Nonaccrual TDR's December 31, 2009	Accruing TDR's December 31, 2009
Commercial and industrial	$ 3,877	$ 227	$ 3,650

Real estate - mortgage:			
Commercial real estate	3,593	0	3,593
Residential mortgages	3,961	337	3,624
Home equity loans	51	0	51
Total real estate mortgage	7,605	337	7,268
RE construction & development	14,405	9,475	4,930
Agricultural	0	0	0
Installment/other	178	0	178
Lease financing	0	0	0
Total Troubled Debt Restructurings	$ 26,065	$ 10,039	$ 16,026

Of the $24.9 million in total TDR's at December 31, 2010, $12.4 million were on nonaccrual status at period-end. Of the $26.1 million in total TDR's at December 31, 2009, $10.0 million were on nonaccrual status at period-end. As of December 31, 2010, 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, our 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, 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.

The following table summarizes special mention loans by type for the nine month ended December 31, 2010 and December 31, 2009.

(in thousands)	December 31, 2010	December 31, 2009
Commercial and industrial	$ 7,769	$ 5,169
Real estate - mortgage:		
Commercial real estate	4,419	2,278
Residential mortgages	195	0
Home equity loans	0	0
Total real estate mortgage	4,614	2,278
RE construction & development	10,737	20,492
Agricultural	1,525	0
Installment/other	0	0
Lease financing	0	0
Total Special Mention Loans	$ 24,645	$ 27,939

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

Company's exposure from local and worldwide economic conditions, as well as potentially volatile real estate markets, and takes these factors into consideration when analyzing the adequacy of the allowance for credit losses.

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

	December 31,				
(Dollars in thousands)	2010	2009	2008	2007	2006
Total loans outstanding at end of period before deducting allowances for credit losses	$441,045	$507,709	$543,317	$591,056	$488,680
Average net loans outstanding during period	$490,421	$534,830	$582,500	$575,448	$464,514
Balance of allowance at beginning of period	$15,016	$11,529	$7,431	$4,381	$4,295
Loans charged off:					
Real estate	(8,119)	(4,245)	(3,103)	(4,005)	0
Commercial and industrial	(2,878)	(5,648)	(1,890)	(303)	(290)
Lease financing	(81)	(122)	(281)	(8)	(163)
Installment and other	(858)	(130)	(271)	(177)	(48)
Total loans charged off	(11,936)	(10,145)	(5,545)	(4,493)	(501)
Recoveries of loans previously charged off:					
Real estate	10	1	0	0	0
Commercial and industrial	940	245	92	46	195
Lease financing	0	1	14	0	1
Installment and other	15	10	11	18	43
Total loan recoveries	965	257	117	64	239
Net loans charged off	(10,971)	(9,888)	(5,428)	(4,429)	(262)
Reclassification of off-balance sheet reserve	0	0	0	0	0
Reserve acquired in business acquisition	0	0	0	1,268	0
Provision charged to operating expense	12,475	13,375	9,526	6,211	328
Balance of allowance for credit losses at end of period	$16,520	$15,016	$11,529	$7,431	$4,361
Net loan charge-offs to total average loans	2.24%	1.85%	0.93%	0.77%	0.06%
Net loan charge-offs to loans at end of period	2.49%	1.95%	1.00%	0.75%	0.05%
Allowance for credit losses to total loans at end of period	3.75%	2.96%	2.12%	1.26%	0.89%
Net loan charge-offs to allowance for credit losses	66.41%	68.85%	47.08%	59.60%	6.01%
Net loan charge-offs to provision for credit losses	87.94%	73.93%	56.98%	71.31%	79.88%

Both net loan charge-offs and recoveries increased during the year ended December 31, 2010 when compared to the year ended December 31, 2009. Loan charge-offs of $12.0 million experienced during the year ended December 31, 2010 included a $2.5 million charge-off of an impaired nonaccrual loan which had a specific reserve of $2.1 million at December 31, 2010, a charge-off of $857,000 on a $2.1 million nonaccrual loan transferred to OREO during the second quarter of 2010, and a $600,000 charge-off resulting from a short-sale of the underlying collateral for a real-estate secured loan. Charge-offs during the fourth quarter of 2010 includes $676,000 in an agricultural loan, approximately $1.3 million in commercial and industrial loans, as well as approximately $3.2 million in construction and real estate commercial loans. Recoveries during 2010 included $846,000 in death benefit proceeds received during the second quarter from a life insurance policy held as collateral on a loan that had been charged-off during 1998.

The following is a summary of the quarterly activity in the allowance for loan losses for the year ended December 31, 2010

Description	Loss	Recoveries	Provision	Balance
Balance Forward				$ 15,016
1st quarter - 2010	$ 449	$ 6	$ 1,631	16,204
2nd quarter - 2010	5,551	885	519	12,057
3rd quarter - 2010	329	21	1,226	12,975
4th quarter - 2010	5,607	53	9,099	16,520
Total YTD - 2010	$ 11,936	$ 965	$ 12,475	$ 16,520

At December 31, 2010 and 2009, $189,000 and $234,000, respectively, of the formula allowance is allocated to unfunded loan commitments and is, therefore, carried separately in other liabilities.

Management believes that the 3.75% credit loss allowance to total loans at December 31, 2010 is adequate to absorb known and inherent risks in the loan portfolio. No assurance can be given, however, that the economic conditions which may adversely affect the Company's service areas or other circumstances will not be reflected in increased losses in the loan portfolio. Management is not currently aware of any conditions that may adversely affect the levels of losses incurred in the Company’s loan portfolio.

Although the Company does not normally allocate the allowance for credit losses to specific loan categories, an allocation to the major categories has been made for the purposes of this report as set forth in the following table. The allocations are estimates based on the same factors as considered by management in determining the amount of additional provisions to the credit loss allowance and the overall adequacy of the allowance for credit losses.

	2010		2009		2008		2007		2006	
(Dollars in thousands)	Allowance for Credit Losses	% of Loans	Allowance for Credit Losses	% of Loans	Allowance For Credit Losses	% of Loans	Allowance for Credit Losses	% of Loans	Allowance for Credit Losses	% of Loans
Commercial and industrial	$8,209	36.0 %	$7,125	33.0 %	$4,620	34.6 %	$3,008	31.9 %	$1,821	29.7 %
Real estate – mortgage	1,620	35.7 %	1,426	32.6 %	787	24.0 %	593	22.8 %	619	22.9 %
RE construction and development	5,763	14.8 %	5,561	20.7 %	4,795	27.7 %	3,070	33.8 %	1,123	35.7 %
Agricultural	850	10.5 %	334	10.0 %	1,035	9.6 %	559	7.8 %	310	7.1 %
Installment/other	49	2.9 %	535	3.6 %	101	3.8 %	133	3.1 %	187	3.4 %
Lease financing	3	0.1 %	35	0.1 %	49	0.3 %	68	0.6 %	161	1.1 %
Not allocated	26	--	0	--	142	--	0	--	140	--
	$16,520	100.0%	$15,016	100.0%	$11,529	100.0%	$7,431	100.0%	$4,361	100.0%

During 2010, reserve allocations increased in all categories except installment loans and lease financing loans, which decreased approximately $486,000 and $32,000, respectively, during the year. Increases in reserve allocations during 2010 are primarily the result of declining collateral values during the year.

During 2009, reserve allocations increased for commercial and industrial loans, real estate mortgage loans, construction loans, and installment loans. Increased reserve allocations for commercial and industrial loans are the result of increased loan volume and increased loss factors applied to classified loan classifications, while increases in reserve allocations for real estate mortgage and installment loans are primarily the result of increases in substandard loans in those categories. Reserve allocations increased for real estate construction loans as a result of both an increase in the level of special mention loans in that category, as well as increased specific reserves on certain loans in that category between December 31, 2008 and December 31, 2009.

During 2008, reserve allocations increased for commercial and industrial loans, as well as construction and agricultural loans. As with prior years, the significant reserve allocation for lease financing loans is the result of specific reserves allocated to a lease portfolio that has been nonperforming since 2002 and is in the process of litigation (see discussion following). Increased reserve allocations for commercial and industrial loans, construction loans, as well as agricultural loans, are the result of increases in special mention and substandard loans in those categories, with an increase in the volume of loans considered impaired. Successful re-margining of a number of the Company's problem loans during the third and fourth quarters of 2008 helped to reduce potential loss exposure in the loan portfolio.

The following summarizes the Company's allowance for credit losses related to the specific, formula, and unallocated reserves for the year-ends shown:

	December 31,				
(Dollars in 000's)	2010	2009	2008	2007	2006

Formula allowance	$ 5,168	$ 7,043	$ 6,414	$ 6,447	$ 3,637
Specific allowance	11,326	7,973	4,973	984	584
Unallocated allowance	26	0	142	0	140
Total allowance	$ 16,520	$ 15,016	$ 11,529	$ 7,431	$ 4,361

At December 31, 2010, the allowance for credit losses totaled $16.5 million, and consisted of $5.2 million in formula allowance, $11.3 million in specific allowance, and $26 in unallocated allowance. At December 31, 2010, $4.9 million of the specific allowance was allocated to real estate construction loans, and the remaining $5.0 million, $476,000, $241,000, and $686,000 were allocated to commercial and industrial loans, commercial real estate, residential mortgage loans, and agricultural loans, respectively

At December 31, 2009, the allowance for credit losses totaled $15.0 million, and consisted of $7.0 million in formula allowance, $8.0 million in specific allowance, and no unallocated allowance. At December 31, 2009, $4.7 million of the specific allowance was allocated to real estate construction loans, and the remaining $2.4 million, $536,000, $160,000, and $153,000 were allocated to commercial and industrial loans, commercial real estate, installment loans, and agricultural loans, respectively.

The allowance for credit losses totaled $11.5 million At December 31, 2008, and consisted of $6.4 million in formula allowance, $5.0 million in specific allowance, and $142,000 in unallocated reserve. At December 31, 2008, $2.3 million of the specific allowance was allocated to real estate construction loans, and the remaining $2.3 million, $227,000, and $68,000 were allocated to commercial and industrial loans, real estate commercial loans, and agricultural loans, respectively.

The total formula allowance decreased approximately $1.9 million between 2009 and 2010, primarily as the result of decreased volume in “pass” loans. The formula allowance for commercial loans decreased $1.5 million during 2010, and decreased $330,000 for installment loans, with only minor changes in other loan categories. Between December 31, 2009 and December 31, 2010, substandard loans decreased $10.1 million, while special mention and doubtful loans decreased $3.7 million and $2.5 million, respectively.

The total formula allowance increased approximately $629,000 between 2008 and 2009, primarily as the result of increased loss factors applied to “pass loans” which more than outweighed the decline in volume of “pass” loans. Between December 31, 2008 and December 31, 2009, subsubstandard loans decreased $14.5 million, while special mention loans decreased $5.9 million, but the specific reserve increased $3.0 million during the period as a result of deterioration in the impaired loan portfolio.

The total formula allowance decreased approximately $33,000 between 2007 and 2008, primarily as the result of decreased volume in “pass” loans. The formula allowance for construction loans decreased $905,000 during 2008, but increased $574,000 and $408,000 for commercial real estate loans and agricultural loans, respectively, with only minor changes in other loan categories. Between December 31, 2007 and December 31, 2008, sub-substandard loans increased $34.8 million, while special mention and doubtful loans increased $21.1 million and $1.6 million, respectively. Increases in loan downgrades experienced during 2008 were primarily the result of continued deterioration in the overall economy, including the residential construction market, which in turn has impacted other sectors of the lending portfolio.

Although in some instances, the downgrading of a loan resulting from the factors used by the Company in its allowance analysis has been reflected in the formula allowance, management believes that in some instances, the impact of material events and trends has not yet been reflected in the level of nonperforming loans or the internal risk grading process regarding these loans. Accordingly, the Company’s evaluation of probable losses related to these factors may be reflected in the unallocated allowance. The evaluation of the inherent losses concerning these factors involves a higher degree of uncertainty because they are not identified with specific problem credits, and therefore the Company does not spread the unallocated allowance among segments of the portfolio. At December 31, 2010 and December 31, 2008, the Company had an unallocated allowance of $26,000 and $142,000, while at December 31, 2009, the Company had no unallocated allowance. Management’s estimates of the unallocated allowance are based upon a number of underlying factors including 1) the effect of deteriorating national and local economic trends, 2) the effects of export market conditions on certain agricultural and manufacturing borrowers, 3) the effects of abnormal weather patterns on agricultural borrowers, as well as other borrowers that may be impacted by such conditions, 4) the effect of increased competition in the Company’s market area and the resultant potential impact of more relaxed underwriting standards to borrowers with multi-bank relationships, 5) the effect of soft real estate markets, and 6) the effects of having a larger number of borrowing relationships which are close to the Company’s lending limit, any one if which were not to perform to contractual terms, would have a material impact on the allowance.

The Company's loan portfolio has concentrations in commercial real estate, commercial, and construction loans, however the portfolio percentages fall within the Company's loan policy guidelines.

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

The following table sets forth the Company's nonperforming assets as of the dates indicated:

(Dollars in thousands, except footnote)	December 31, 2010		2009		2008		2007		2006	
Nonaccrual loans (1)	$ 34,394		$ 34,757		$ 45,671		$ 16,158		$ 2,693	
Restructured loans	12,554		16,026		0		23		4,906	
Total non-performing loans	46,948		50,783		45,671		16,181		7,599	
Other real estate owned	35,580		36,217		30,153		6,666		1,919	
Total non-performing assets	$ 82,528		$ 87,000		$ 75,824		$ 22,847		$ 9,518	
Loans, past due 90 days or more, still accruing	$ 547		$ 486		$ 680		$ 189		$ 0	
Non-performing loans to total gross loans	10.63	%	9.99	%	8.39	%	2.73	%	1.53	%
Non-performing assets to total gross loans	18.68	%	17.11	%	13.92	%	3.85	%	1.92	%
Allowance for loan losses to nonperforming loans	35.19	%	29.57	%	25.24	%	45.92	%	57.38	%

(1) Included in nonaccrual loans at December 31, 2010, 2009, and 2008 are restructured loans totaling $12.4 million, $10.0 million, and 378,000, respectively. The interest income that would have been earned on nonaccrual loans outstanding at December 31, 2010, 2009, and 2008, in accordance with their original terms is approximately $1.7 million, $3.2 million, and $3.7 million, respectively.

Non-performing assets remain high at December 31, 2010, but have decreased $4.5 million between December 31, 2009 and December 31, 2010. While nonaccrual loans decreased only $363,000 between December 31, 2009 and December 31, 2010, restructured loans not included in the nonaccrual totals decreased $3.5 million as the Company sought to work-out problem credits with borrowers. The net decrease of $637,000 in other real estate owned includes additions of approximately $14.2 million in properties transferred from loans, write-downs of $2,8 million, and gross sales of more than $12.8 million during the year ended December 31, 2010.

Non-performing assets have increased between December 31, 2008 and December 31, 2009 as the prolonged economic downturn continued into 2009. While nonaccrual loans decreased $10.9 million between December 31, 2008 and December 31, 2009, restructured loans not included in the nonaccrual totals increased $16.0 million as the Company sought to work-out problem credits with borrowers. When all other means of repayment failed, the underlying collateral on nonperforming loans was foreclosed upon, resulting in the net increase of $6.1 million in other real estate owned between December 31, 2008 and December 31, 2009. The net change in other real estate owned includes additions of approximately $20.0 million in properties transferred from loans, and gross sales of nearly $13.6 million during the year ended December 31, 2009.

Non-performing assets increased between December 31, 2007 and December 31, 2008 as declines in real estate markets and related sectors experienced since the later part of 2007 resulting from lending problems continued to impact credit markets and the general economy throughout 2008. Nonaccrual loans increased $29.5 million between December 31, 2007 and December 31, 2008, with construction loans comprising approximately 57% of total nonaccrual loans at December 31, 2008, and commercial and industrial loans comprising another 19%.

The following table summarizes the nonaccrual totals by loan category for the periods shown:

Nonaccrual Loans (in 000's):	Balance December 31, 2010	Balance December 31, 2009	Balance December 31, 2008	Change from December 31, 2009	Change from December 31, 2008
Commercial and industrial	$ 13,449	$ 5,355	$ 9,507	$ 8,094	$ 3,942
Real estate - mortgage	1,592	5,336	3,714	(3,744)	(2,122)
Real estate - construction	16,003	17,590	28,928	(1,587)	(12,925)
Agricultural	3,107	6,212	3,406	(3,105)	(299)
Installment/other	68	150	55	(82)	13
Lease financing	175	114	61	61	114
Total Nonaccrual Loans	$ 34,394	$ 34,757	$ 45,671	$ (363)	$ (11,277)

The increase of $8.1 million in commercial and industrial non-accrual loans between December 31, 2009 and December 31, 2010 is largely the result of a single large commercial lending relationship totaling $7.2 million which was transferred to nonaccrual status during the fourth quarter of 2010. The decrease of $363,000 in total nonaccrual loans between December 31, 2009 and December 31, 2010 includes transfers of nearly $14.2 million to other real estate owned. Of the $14.2 million in transfers from nonaccrual loans to other real estate owned during 2010, $4.4 million was transferred during the fourth quarter of 2010.

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

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

Liquidity and Asset/Liability Management

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

Liquidity

Liquidity management may be described as the ability to maintain sufficient cash flows to fulfill both on- and off-balance sheet 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. Other sources of liquidity not on the balance sheet at December 31, 2010 include unused collateralized and uncollateralized lines of credit from other banks, the Federal Home Loan Bank, and from the Federal Reserve Bank totaling $119.3 million.

Cash and cash equivalents have fluctuated during the three years ended December 31, 2010, 2009, and 2008, with period-end balances as follows (from Consolidated Statements of Cash Flows – in 000’s):

	Balance
December 31, 2010	$ 98,430
December 31, 2009	$ 29,229
December 31, 2008	$ 19,426
December 31, 2007	$ 25,300

Cash and cash equivalents increased $69.2 million during the year ended December 31, 2010, as compared to an increase of $9.8 million during the year ended December 31, 2009, and a decrease of $5.9 million during the year ended December 31, 2008.

The Company has maintained positive cash flows from operations over the past three years, which amounted to $10.0 million, $13.3 million, and $12.6 million for the years ended December 31, 2010, 2009, and 2008, respectively.

The Company experienced net cash inflows from investing activities totaling $71.3 million during the year ended December 31, 2010, as the Company experienced significant decreases in loans, and through the sales or OREO properties, as well as maturities of investment securities. The Company experienced net cash inflows from investing activities totaling $58.3 million during the year ended December 31, 2009, as the Company experienced maturities of investment securities and interest-bearing deposits with other banks, as well as net decreases in loans. The Company experienced net cash outflows from investing activities totaling $9.4 million during the year ended December 31, 2008, as purchases of investment securities interest-bearing deposits in other banks exceeded net loan payoffs and maturities of investment securities during the period.

Net cash flows from financing activities, including deposit growth and borrowings, have traditionally provided funding sources for loan growth, but during 2010, 2009, and 2008 the Company experienced net cash outflows totaling $12.1 million, $61.8 million, and $9.1 million, respectively. The cash outflows experienced during 2009 were the result of reductions in levels of brokered time deposits and borrowings from the FHLB which more than offset increases in core deposits. The cash outflows experienced during 2009 were primarily the result of planned reductions in outstanding borrowings which exceeded increases in deposit accounts. During 2008 declines in net deposit accounts, as well as repurchases of the Company’s common stock, exceeded growth in financing categories, including borrowings. The Company has the ability to decrease loan growth, increase deposits and borrowings, or a combination of both to manage balance sheet liquidity.

Liquidity risk arises from the possibility the Company may not be able to satisfy current or future financial commitments, or the Company may become unduly reliant on alternative funding sources. The Company maintains a liquidity risk management policy to address and manage this risk. The policy identifies the primary sources of liquidity, sets wholesale funding limits, establishes procedures for monitoring and measuring liquidity, and establishes minimum liquidity requirements, which comply with regulatory guidance. The liquidity position is continually monitored and reported on a monthly basis to the Board of Directors.

The policy also includes a contingency funding plan to address liquidity needs in the event of an institution-specific or a systemic financial market crisis. In addition to unused lines of credit from other banks totaling $122.3 million, the contingency plan includes identified funding sources, and steps that may be taken in the event the total liquidity ratio falls or is projected to fall below policy limits for any extended period of time. One of the primary directives of the contingency funding plan is to limit the Company's overall level of wholesale funding to no more than 40% of deposits. The current funding program uses both asset-based and liability-based principles, and identifies core deposits as the favored funding source when attainable at a reasonable cost. The policy identifies a number of funding sources or methods the Bank ALCO committee may utilize to fulfill the Company's liquidity funding requirements:

1) Local core deposits are the Company's primary funding source. The Company must expand its efforts to attract these deposits through service-related and competitive pricing tactics. Other liquidity funding sources should only be consider of local core deposits are not attractive because of maturity or pricing.

2) Unsecured Federal Funds lines with correspondent banks may be used to fund short-term peaks in loan demand or deposit run-off. Currently, unsecured borrowing lines with correspondents are limited and may not be reliable for long periods of time or in times of economic stress.

3) Other funding sources such as secured credit lines with the Federal Home Loan Bank or the Federal Reserve may be used for longer periods. The Company collateralizes these available lines with a combination of investment securities and pledged loans. The Company has utilized specific loan pledging with both the FHLB and the Federal Reserve to better ensure the continued availability of those lines of credit.

4) The Company presently has a Discount Window facility available from the Federal Reserve Bank of San Francisco collateralized with loans as discussed above. At December 31, 2010 the Company had available credit of $120.7 million from the Federal Reserve based upon the loans pledged at that date. The Federal Reserve will monitor use of the Discount Window closely given the current status of the Company and the economy as a whole and. In addition, this credit facility may not be competitively priced under normal economic conditions. As such, the Company does not expect to use this facility except in times of crises, but does consider this to be a key contingency funding source.

5) As long as the Bank remains "Well Capitalized" the Company may rely on brokered deposits when core deposit rates are higher in the marketplace or maturity structures are not desirable. The Company's current policy limit for brokered deposits is 25% of total deposits. The Company may also utilize other wholesale deposit sources such as memberships that advertise the Bank's time deposit rates to other subscribers, typically banks and credit unions. The Company's current policy limit on other wholesale deposits is 10% of total deposits.

6) The Bank may sell whole loans or participations in loans to provide additional liquidity. During economic downturns or other crises events, these funding sources may be difficult to achieve in a short period of time or at a reasonable price. As such, this strategy is better used as a long-term asset/liability management tool to effectively balance assets and liabilities to reduce liquidity risk.

7)

The Company currently has Bank Owned Life Insurance (BOLI) policies issued by highly rated insurance companies which may be sold to increase liquidity.

8) The Company owns certain real estate including its administration building and several of its branches. These may be sold and vacated or leased back from the purchaser after sale to provide additional liquidity if needed. The sales process may require substantial time to complete, and may have an adverse impact on earnings depending on market rates and other factors at the time of sale.

9) Investments near maturity may be sold to meet temporary funding needs but may need to be replaced to maintain liquidity ratios within acceptable limits. At the current time much of the investment portfolio is pledged to secure public deposits and borrowing lines. As wholesale funding dependence is reduced, the available liquidity in the investment portfolio will increase. The Company seeks to maintain an investment-grade securities portfolio to ensure quality collateral for pledging against borrowing lines of credit as well as to provide liquidity in times of needs.

The Company continues to utilize liability management, when needed, as part of its overall asset/liability management strategy. Through the discretionary acquisition of short term borrowings, the Company has been able to provide liquidity to fund asset growth while, at the same time, better utilizing its capital resources, and better controlling interest rate risk. The borrowings are generally short-term and more closely match the repricing characteristics of floating rate loans, which comprise approximately 59.1% of the Company's loan portfolio at December 31, 2010. This does not preclude the Company from selling assets such as investment securities to fund liquidity needs but, with favorable borrowing rates, the Company has maintained a positive yield spread between borrowed liabilities and the assets which those liabilities fund. If, at some time, rate spreads become unfavorable, the Company has the ability to utilize an asset management approach and, either control asset growth or, fund further growth with maturities or sales of investment securities.

The Company's liquid asset base which generally consists of cash and due from banks, federal funds sold, securities purchased under agreements to resell ("reverse repos") and investment securities, is maintained at a level deemed sufficient to provide the cash outlay necessary to fund loan growth as well as any customer deposit runoff that may occur. 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 December 31, 2010, the Bank had 62.8% of total assets in the loan portfolio and a loan-to-deposit ratio of 79.1%. Liquid assets at December 31, 2010 include cash and cash equivalents totaling $98.4 million as compared to $29.3 million at December 31, 2009.

Liabilities used to fund liquidity sources include core and non-core deposits as well as short-term borrowings. Core deposits, which comprise approximately 85.4% of total deposits at December 31, 2010, provide a significant and stable funding source for the Company. At December 31, 2010, unused lines of credit with the Federal Home Loan Bank and the Federal Reserve Bank totaling $122.3 million are collateralized in part by certain qualifying loans in the Company's loan portfolio. The carrying value of loans pledged on these used and unused borrowing lines totaled $230.5 million at December 31, 2010. For further discussion of the Company's borrowing lines, see "Short Term Borrowings" included in previously in the financial condition section of this financial review. The Federal Reserve Board has notified the Bank that it will permit the Bank to draw on its line of credit with the Federal Reserve Bank only in limited circumstances and for a short duration.

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 Regulatory Agreement 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.) Under an agreement with the Federal Reserve dated March 23, 2010, the Bank is precluded from paying a cash dividend to the Company. To conserve cash and capital resources, the Company elected at September 30, 2009 to defer the payment of interest on its junior subordinated debt beginning with the quarterly payment due October 1, 2009. The Company has not determined how long it will defer interest payments, but under the terms of the debenture, interest payments may be deferred up to five years (20 quarters). During such deferral periods, the Company is prohibited from paying dividends on its common stock (subject to certain exceptions) and will continue to accrue interest payable on the junior subordinated debt. During the year ended December 31, 2010, the Bank paid no dividends to the parent company. During the year ended December 31, 2009, cash dividends paid by the Bank to the parent company totaled $200,000.

Contractual Obligations, Commitments, Contingent Liabilities, and Off-Balance Sheet Arrangements

The following table presents, as of December 31, 2010, the Company's significant fixed and determinable contractual obligations by payment date. The payment amounts represent those amounts contractually due to the recipient and do not include any unamortized premiums or discounts, or other similar carrying value adjustments. Further discussion of the nature of each obligation is included in the referenced note to the consolidated financial statements.

		Payments Due In				
(In thousands)	Note Reference	One Year Or Less	One to Three Years	Three to Five Years	Over Five Years	Total
Deposits without a stated maturity	6	$357,928	$----	$----	$----	$357,928
Time Deposits	6	182,039	17,087	389	23	199,538
FHLB Borrowings	7	32,000				32,000
Junior Subordinated Debt (at FV)	8				10,646	10,646
Operating Leases	12	456	975	810	948	3,189
Contingent tax liabilities	9	1,669				1,669

A schedule of significant commitments at December 31, 2010 follows:

(In thousands)	
Commitments to extend credit:	
Commercial and industrial	$ 49,765
Real estate – mortgage	288
Real estate – construction	6,658
Agricultural	7,952
Installment	2,705
Revolving home equity and credit card lines	461
Standby letters of credit	1,756

Further discussion of these commitments is included in Notes 3 and 12 to the consolidated financial statements.

Regulatory Matters

Regulatory Agreement

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, among other things, to strengthen board oversight of management and the Bank's operations; submit an enhanced written plan to strengthen credit risk management practices and improve the Bank’s position on the past due loans, classified loans, and other real estate owned; maintain a sound process for determining, documenting, and recording an adequate allowance for loan and lease losses; improve the management of the Bank's liquidity position and funds management policies; maintain sufficient capital at the Company and Bank level; and improve the Bank’s earnings and overall condition. The Company and Bank have also agreed not to increase or guarantee any debt, purchase or redeem any shares of stock, declare or pay any cash dividends, or pay interest on the Company's junior subordinated debt or trust preferred securities, without prior written approval from the Federal Reserve Bank. The 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 effect 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;

- 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 were 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, specifically, that except with the prior written approval of the Federal Reserve Bank, the Company each agree 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);

- 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 current Form 8-K filed with the Securities and Exchange Commission on March 25, 2010.

On April 28, 2010 July 30, 2010, and October 30, 2010, respectively, the Bank submitted progress reports to the Federal Reserve for the first, second, and third quarters of 2010. As of the January 30, 2011 The Company submitted a progress report for the fourth quarter of 2010. At this time, the Company and the Bank believe they are in compliance with the Agreement, including deadlines and remediation of past violations of laws and regulations regarding stale loan appraisals. During the fourth quarter of 2010, the Company identified a material weakness related to the allowance for loan losses and the completeness and accuracy of the provision for loan losses, as well as to the valuation of OREO properties (for further discussion see Item 9A Controls and Procedures.)

Regulatory Order from the California Department of Financial Institutions

During May of 2010, 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 Financial Institutions in June 2009. The Order issued by the California Department of Financial Institutions is basically similar to the written agreement with the Federal Reserve Bank of San Francisco, except for certain additional requirements. The additional requirements in the Order 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 9.5% 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 9.5%

- 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 Financial Institutions

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

The Bank is currently in full compliance with the requirements of the Order including its deadlines. During the fourth quarter of 2010, the Company identified a material weakness related to the allowance for loan losses and the completeness and accuracy of the provision for loan losses, as well as to the valuation of OREO properties (for further discussion see Item 9A Controls and Procedures.)

Capital Adequacy

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

3% Tier 1 capital to total assets. All other institutions are required to maintain a minimum leverage capital ratio of at least 100 to 200 basis points above the 3% minimum requirement.

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

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 Order issued by the California Department of Financial Institutions in May 2010, the Bank is required to maintain a ratio of tangible shareholders' equity to total tangible assets equal to or greater than 9.5%. For purposes of the Order, "tangible shareholders' equity" is defined as shareholders' equity minus intangible assets. The Bank's ratio of tangible shareholders' equity to total tangible assets was 11.7% at December 31, 2010.

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 December 31, 2010 and the regulatory minimums for the Company and the Bank to be well capitalized under the guidelines discussed above:

	Company Actual Capital Ratios	Bank Actual Capital Ratios	Minimum Capital Ratios	Regulatory Minimums - Well Capitalized
Total risk-based capital ratio	16.17%	15.58%	10.00%	10.00%
Tier 1 capital to risk-weighted assets	14.90%	14.35%	9.00%	6.00%
Leverage ratio	11.50%	11.04%	9.00%	5.00%

As is indicated by the above table, the Company and the Bank exceeded all applicable regulatory capital guidelines at December 31, 2010. 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 the amount of the proposed distribution. The primary source of funds with which dividends will be paid to shareholders will come from cash dividends received by the Company from the Bank.

As noted earlier, the Company and the Bank have entered into an agreement with the Federal Reserve Bank that, among other things, require us to obtain the prior approval before paying a cash dividend or otherwise making a distribution on our stock, 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, effective October 2009, the Company elected to defer regularly scheduled quarterly interest payments on its junior subordinated debentures issued in connection with its trust preferred securities. Under the subordinated debenture agreement, the Company is prohibited from paying any dividends or making any other distribution on its common stock for so long as interest payments are being deferred. 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 year ended December 31, 2010, the Company received no cash dividends from the Bank.

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

Stock Repurchase Plan (all figures have been restated t reflect effect of 2-for-1 stock split during May 2006)

	For the Quarters Ended				
	March 31,	June 30,	September 30,	December 31,	YTD
Shares repurchased – 2010	0	0	0	0	0
Average price paid – 2010	$--	$--	$--	$--	$--
Shares repurchased – 2009	488	0	0	0	488
Average price paid – 2009	$7.50	$--	$--	$--	$7.50
Shares repurchased – 2008	29,626	34,574	1,886	22,915	89,001
Average price paid – 2008	$15.26	$15.20	$15.09	$9.31	$13.70
Shares repurchased – 2007	117,403	306,758	28,916	59,255	512,332
Average price paid – 2007	$21.48	$19.89	$18.32	$18.32	$19.71
Shares repurchased – 2006	84	13,121	84,215	10,585	108,005
Average price paid – 2006	$16.57	$23.13	$22.21	$24.58	$22.55

On May 16, 2007, the Company announced a stock repurchase plan to repurchase, as conditions warrant, up to 610,000 shares of the Company's common stock on the open market or in privately negotiated transactions. The repurchase plan represents approximately 5.00% of the Company's currently outstanding common stock. The duration of the program is open-ended and the timing of purchases will depend on market conditions. Concurrent with the approval of the new repurchase plan, the Company canceled the remaining 75,733 shares available under the previous 2004 repurchase plan.

During the year ended December 31, 2007, 512,332 shares were repurchased at a total cost of $10.1 million and an average per share price of $19.71. Of the shares repurchased during 2007, 166,660 shares were repurchased under the 2004 plan at an average cost of $20.46 per shares, and 345,672 shares were repurchased under the 2007 plan at an average cost of $19.35 per share.

During the year ended December 31, 2008, 89,001 shares were repurchased at a total cost of $1.2 million and an average per share price of $13.70.

During the year ended December 31, 2009, 448 shares were repurchased at a total cost of $3,700 and an average per share price of $7.50.

During the Year ended December 31, 2010, the Company did not repurchase any common stock. As a result of the Agreement entered into with the Federal Reserve Bank of San Francisco (FRB) during March 2010 and the Order entered into with the California Department of Financial Institutions (DFI) during May 2010, the Company is prohibited from repurchasing its common shares without prior permission of the FRB and the DFI.

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 December 31, 2010 the Bank's qualifying balance with the Federal Reserve was approximately $25,000.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

Interest Rate Sensitivity and Market Risk

An interest rate-sensitive asset or liability is one that, within a defined time period, either matures or is subject to interest rate adjustments as market rates of interest change. Interest rate sensitivity is the measure of the volatility of earnings from movements in market rates of interest, which is generally reflected in interest rate spread. As interest rates change in the market place, yields earned on assets do not necessarily move in tandem with interest rates paid on liabilities. Interest rate sensitivity is related to liquidity in that each is affected by maturing assets and sources of funds. Interest rate sensitivity is also affected by assets and liabilities with interest rates that are subject to change prior to maturity.

The object of interest rate sensitivity management is to minimize the impact on earnings from interest rate changes in the marketplace. In recent years, deregulation, causing liabilities to become more interest rate sensitive, combined with interest rate volatility in the capital markets, has placed additional emphasis on this principal. When management decides to maintain repricing imbalances, it usually does so on the basis of a well- conceived strategy designed to ensure that the risk is not excessive and that liquidity is properly maintained. The Company's interest rate risk management is the responsibility of the Asset/Liability Management Committee (ALCO), which reports to the Board of Directors on a periodic basis, pursuant to established operating policies and procedures.

As part of its overall risk management, the Company pursues various asset and liability management strategies, which may include obtaining derivative financial instruments to mitigate the impact of interest fluctuations on the Company’s net interest margin. During the second quarter of 2003, the Company entered into a five-year amortizing interest rate swap agreement with the purpose of minimizing interest rate fluctuations on its interest rate margin and equity. The interest rate swap agreement matured on September 30, 2008.

Interest rate risk can be measured through various methods including gap, duration and market value analysis as well as income simulation models, which provides a dynamic view of interest rate sensitivity based on the assumptions of the Company’s Management. The Company employs each of these methods and refines these processes to make the most accurate measurements possible. The information provided by these calculations is the basis for management decisions in managing interest rate risk.

From the “Gap” report below, the Company is apparently subject to interest rate risk to the extent that its liabilities have the potential to reprice more quickly than its assets within the next year. At December 31, 2010, the Company had a cumulative 12-month Gap of $(30.0) million or -6.5% of total earning assets. Management believes the Gap analysis shown below is not entirely indicative of the Company’s actual interest rate sensitivity, because certain interest-sensitive assets and liabilities would not reprice to the same degree as the change in underlying market rates. Approximately $168.8 million of the floating rate loans included in the $217.5 million immediately adjustable category have rate floors and would only change to some degree if any, depending on the magnitude of changes in market rates. Of the $168.8 million in floating rate loans with rate floors, approximately $157.6 million have floors more than 100 basis points above the current loan index rate, and thus rates on those loans would not change for the first 100 basis point increase in market rates. Interest bearing checking and savings accounts which are also included in the immediately adjustable column probably would move only a portion of the total change in market rates and, in fact, might not even move at all. The effects of market value risk have been mitigated to some degree by the makeup of the Bank's balance sheet. Loans are generally short-term or are floating-rate instruments. At December 31, 2010, $378.1 million or 92.8% of the loan portfolio matures or reprices within one year, and less than 1.0% of the portfolio matures or reprices in more than 5 years.

Total investment securities including call options and prepayment assumptions, have a combined duration of approximately 3.7 years. More than $444.1 million or 96.4% of interest-bearing liabilities mature or can be repriced within the next 12 months, even though the rate elasticity of deposits with no defined maturities may not necessarily be the same as interest-earning assets.

The following table sets forth the Company's gap, or estimated interest rate sensitivity profile based on ending balances as of December 31, 2010, representing the interval of time before earning assets and interest-bearing liabilities may respond to changes in market rates of interest. Assets and liabilities are categorized by remaining interest rate maturities rather than by principal maturities of obligations.

Maturities and Interest Rate Sensitivity

(In thousands)	December 31, 2010 Immediately	Next Day But Within Three Months	After Three Months Within 12 Months	After One Year But Within Five Years	After Five Years	Total
Interest Rate Sensitivity Gap:						
Loans (1)	$217,481	$77,134	$83,468	$27,699	$1,515	$407,297
Investment securities		7,625	24,571	19,156	152	51,504
Interest bearing deposits in other banks		3,100	701	595	0	4,396
Federal funds sold and reverse repos	0					0
Total earning assets	$217,481	$87,859	$108,740	$47,450	$1,667	$463,197
Interest-bearing transaction accounts	181,061					181,061
Savings accounts	37,177					37,177
Time deposits	3,060	105,406	74,724	16,325	23	199,538
Federal funds purchased/other borrowings	0	32,000				32,000
Junior subordinated debt		10,646				10,646
Total interest-bearing liabilities	$221,298	$148,052	$74,724	16,325	$23	$460,422
Interest rate sensitivity gap	$(3,817)	$(60,193)	$34,016	$31,125	$1,644	$2,775
Cumulative gap	$(3,817)	$(64,010)	$(29,994)	$1,131	$2,775	
Cumulative gap percentage to Total earning assets	-0.8%	-13.8%	-6.5%	0.2%	0.6%	

(1) Loan balance does not include nonaccrual loans of $34.394 million..

The Company utilizes a vendor-purchased simulation model to analyze net interest income sensitivity to movements in interest rates. The simulation model projects net interest income based on a 100, 200, and 300 basis point rise and a 100, 200, and 300 basis point fall in interest rates ramped over a twelve-month period, with net interest impacts projected out as far as twenty-four months. In addition, a “most likely” scenario is projected based upon expected rate changes over the 24-month period. The model is based on the actual maturity and repricing characteristics of the Company's interest-sensitive assets and liabilities. The model incorporates assumptions regarding the impact of changing interest rates on the prepayment of certain assets and liabilities. Projected net interest income is calculated assuming customers will reinvest maturing deposit accounts and the Company will originate new loans. The balance sheet growth assumptions utilized correspond closely to the Company's strategic growth plans and annual budget. Excess cash is invested in overnight funds or other short-term investments such as U.S. Treasuries. Cash shortfalls are covered through additional borrowing of overnight or short-term funds. The Board of Directors has adopted an interest rate risk policy which establishes maximum decreases in net interest income of 12% and 15% in the event of a 100 BP and 200 BP increase or decrease in market interest rates over a twelve month period. Based on the information and assumptions utilized in the simulation model at December 31, 2010 the resultant projected impact on net interest income falls within policy limits set by the Board of Directors for all rate scenarios simulated.

The Company also utilizes the same vendor-purchased simulation model to project the impact of changes in interest rates on the underlying market value of all the Company's assets, liabilities, and off-balance sheet accounts under alternative interest rate scenarios. The resultant net value, as impacted under each projected interest rate scenario, is referred to as the market value of equity ("MV of Equity"). This technique captures the interest rate risk of the Company's business mix across all maturities. The market analysis is performed using an immediate rate shock of 100, 200, and 300 basis points up and down, and 400 basis points up, calculating the present value of expected cash flows under each rate environment at applicable discount rates. The market value of loans is calculated by discounting the expected future cash flows over either the term to maturity for fixed rate loans or scheduled repricing for floating rate loans using the current rate at which similar loans would be made to borrowers with similar credit ratings. The market value of investment securities is based on quoted market prices obtained from reliable independent brokers. The market value of time deposits is calculated by discounting the expected cash flows using current rates for similar instruments of comparable maturities. The market value of deposits with no defined maturities, including interest-bearing checking, money market and savings accounts is calculated by discounting the expected cash flows at a rate equal to the difference between the cost of these deposits and the alternate use of the funds, federal funds in this case. Assumed maturities for these deposits are estimated using decay analysis and are generally assumed to have implied maturities of less than five years. For noninterest sensitive assets and liabilities, the market value is equal to their carrying value amounts at the reporting date. The Company's interest rate risk policy establishes maximum decreases in the Company's market value of equity of 12% and 15% in the event of an immediate and sustained 100 BP and 200 BP increase or decrease in market interest rates. As shown in the table below, the percentage changes in the net market value of the Company's equity are within policy limits for both rising and falling rate scenarios.

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

	December 31, 2010			December 31, 2009		
Change in Rates	Estimated MV of Equity	Change in MV Of Equity $	Change in MV Of Equity %	Estimated MV of Equity	Change in MV of Equity $	Change in MV Of Equity %
+ 200 BP	$ 72,861	$ 6,669	10.07 %	$ 70,265	$ 5,918	9.18 %
+ 100 BP	70,778	4,586	6.93 %	69,482	5,127	7.97 %
0 BP	66,192	0	0.00 %	64,355	0	0.00 %
- 100 BP	65,835	(358)	-0.54 %	64,912	557	0.87 %
- 200 BP	67,163	971	1.47 %	66,195	1,840	2.86 %

Item 8 - Financial Statements and Supplementary Data

Index to Consolidated Financial Statements:

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management of United Security Bancshares and Subsidiaries (the "Company") is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, and for performing an assessment of the effectiveness of internal control over financial reporting as of December 31, 2010. The Company's internal control over financial reporting is a process designed under the supervision of the Company's management, including the Chief Executive Officer and Chief Financial Officer, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States.
The Company's system of internal control over financial reporting includes policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect transactions and dispositions of assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Management recognizes that there are inherent limitations in the effectiveness of any system of internal control, and accordingly, even effective internal control can provide only reasonable assurance with respect to financial statement preparation and fair presentation. Further, because of changes in conditions, the effectiveness of internal control may vary over time.

Under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, the Company performed an assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2010 based upon criteria in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). As a result of management's evaluation of the Company's internal control over financial reporting, management identified a material weaknesses in the Company's internal control over financial reporting related to the determination of the allowance for loan losses, provision of loans losses, and valuation of OREO. The material weakness resulted from ineffective controls to accurately access on a timely basis the reserves required for impaired loans, and the overall adequacy of the allowance for loan losses, as well as the impact of lower valuations of OREO. As a result of the material weakness, management has concluded that the Company's internal control over financial reporting was not effective as of December 31, 2010.

As a result of the enactment of the Dodd-Frank Wall Street Reform and Consumer Protection Act, "Exemption for Non-accelerated Filers," and in accordance with section 989G of the act, we are not required to provide an attestation report of our independent registered public accounting firm regarding internal control over financial reporting for this fiscal year or thereafter, until such time as we are no longer eligible for the exemption set forth therein.

Report of Independent Registered Public Accounting Firm

To the Board of Directors
United Security Bancshares and Subsidiary

We have audited the accompanying consolidated balance sheets of United Security Bancshares and Subsidiary (Company) as of December 31, 2010 and 2009, and the related consolidated statements of operations and comprehensive (loss) income, shareholders' equity and cash flows for each of the three years in the period ended December 31, 2010. These consolidated financial statements are the responsibility of Company’s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the auditing standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of United Security Bancshares and Subsidiary as of December 31, 2010 and 2009, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2010, in conformity with U.S. generally accepted accounting principles in the United States of America.

/s/ Moss Adams LLP

Stockton, California
March 31, 2011

United Security Bancshares and Subsidiaries
Consolidated Balance Sheets
December 31, 2010 and 2009

	December 31, 2010	December 31, 2009
(in thousands except shares)		
Assets		
Cash and due from banks	$13,259	$15,006
Cash and due from FRB	85,171	2,638
Federal funds sold	0	11,585
Cash and cash equivalents	98,430	29,229
Interest-bearing deposits in other banks	4,396	3,313
Investment securities available for sale (at fair value)	51,503	71,411
Loans and leases	441,691	508,573
Unearned fees	(645)	(865)
Allowance for credit losses	(16,520)	(15,016)
Net loans	424,526	492,692
Accrued interest receivable	2,152	2,497
Premises and equipment - net	12,909	13,296
Other real estate owned	35,580	36,217
Intangible assets	1,209	2,034
Goodwill	5,977	7,391
Cash surrender value of life insurance	15,493	14,972
Investment in limited partnerships	1,851	2,274
Deferred income taxes	8,878	7,534
Other assets	15,306	10,375
Total assets	$678,210	$693,235
Liabilities & Shareholders' Equity		
Liabilities		
Deposits		
Noninterest bearing	$139,690	$139,724
Interest bearing	417,776	421,936
Total deposits	557,466	561,660
Other borrowings	32,000	40,000
Accrued interest payable	222	376
Accounts payable and other liabilities	4,606	4,662
Junior subordinated debt (at fair value)	10,646	10,716
Total liabilities	604,940	617,414
Commitments and Contingencies		
Shareholders' Equity		
Common stock, no par value		
20,000,000 shares authorized, 13,003,840 and 12,496,499 issued and outstanding, in 2010 and 2009, respectively	39,869	37,575
Retained earnings	33,807	40,499
Accumulated other comprehensive loss	(406)	(2,253)
Total shareholders' equity	73,270	75,821

Total liabilities and shareholders' equity	$678,210	$693,235

See notes to consolidated financial statements

United Security Bancshares and Subsidiaries
Consolidated Statements of Operations and Comprehensive (Loss) Income
Years Ended December 31, 2010, 2009 and 2008

(in thousands except shares and EPS)	2010	2009	2008
Interest Income			
Loans, including fees	$29,502	$31,197	$39,669
Investment securities - AFS – taxable	2,794	4,298	5,170
Investment securities - AFS – nontaxable	58	58	68
Federal funds sold and securities purchased			
under agreements to resell	36	3	18
Interest on deposits in FRB	59	3	0
Interest on deposits in other banks	41	117	222
Total interest income	32,490	35,676	45,147
Interest Expense			
Interest on deposits	4,217	6,192	12,088
Interest on other borrowed funds	372	1,135	2,850
Total interest expense	4,589	7,327	14,938
Net Interest Income Before			
Provision for Credit Losses	27,901	28,349	30,209
Provision for Credit Losses	12,475	13,375	9,526
Net Interest Income	15,426	14,974	20,683
Noninterest Income			
Customer service fees	3,812	3,882	4,656
Increase in cash surrender value of BOLI	554	544	639
(Loss) gain on disposition of securities	68	(37)	24
(Loss) gain on sale of other real estate owned	(85)	(793)	67
Gain on sale of loans	509	0	0
Gain on sale of assets	0	863	0
Gains from life insurance	174	0	0
Gain on interest swap ineffectiveness	0	0	9
Gain on fair value option of financial liability	316	1,145	1,363
Gain (loss) on sale of premises and equipment	(11)	22	(4)
Shared appreciation income	0	23	265
Other	602	656	1,324
Total noninterest income	5,939	6,305	8,343
Noninterest Expense			
Salaries and employee benefits	8,949	8,551	10,610
Occupancy expense	3,789	3,692	3,954
Data processing	85	102	279
Professional fees	2,081	2,201	1,482
FDIC/DFI insurance assessments	2,546	1,203	535
Director fees	232	253	262
Amortization of intangibles	769	885	972
Correspondent bank service charges	315	362	427
Impairment loss on other investments	355	0	23
Impairment loss on OREO	2,831	1,324	887
Impairment loss on intangible assets	57	81	648
Impairment loss on goodwill	1,414	3,026	0

Impairment loss on investment securities (cumulative total other-than-temporary loss of $4.1 million and $5.4 million net of $2.0 million and $4.6 million recognized in other comprehensive loss, pre-tax)	1,253	843	0
Loss in equity of limited partnership	424	428	432
Expense on other real estate owned	1,532	1,612	418
Other	2,388	3,403	2,422
Total noninterest expense	29,020	27,966	23,351
(Loss) Income Before Provision for Taxes on Income	(7,655)	(6,687)	5,675
(Benefit) Provision for Taxes on Income	(3,216)	(2,150)	1,605
Net (Loss) Income	$(4,439)	$(4,537)	$4,070
Other comprehensive (loss) income, net of tax			
Unrealized income (loss) on available for sale securities, interest rate swaps, and unrecognized post-retirement costs - net income tax expense (benefit) of $1,232, $441, and $(1,845), respectively	1,847	670	(2,770)
Comprehensive (Loss) Income	$(2,592)	$(3,867)	$1,300
Net (Loss) Income per common share			
Basic	$(0.34)	$(0.35)	$0.31
Diluted	$(0.34)	$(0.35)	$0.31
Weighted shares on which net (loss) income per common share were based			
Basic	13,003,840	13,003,840	13,047,046
Diluted	13,003,840	13,003,840	13,050,752

See notes to consolidated financial statements

United Security Bancshares and Subsidiaries
Consolidated Statements of Changes in Shareholders' Equity
Years Ended December 31, 2010

(in thousands except shares)	Common stock Number of Shares	Amount	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
Balance January 1, 2008	11,855,192	$ 32,587	$ 49,997	$ (153)	$ 82,431
Director/Employee stock options exercised	8,000	70			70
Net changes in unrealized gain on available for sale securities (net of income tax benefit of $1,190)				(2,865)	(2,865)
Net changes in unrealized gain on interest rate swaps (net of income tax expense of $1)				2	2
Net changes in unrecognized past service					
Costs of employee benefit plans (net of income tax expense of $62)				93	93
Dividends on common stock ($0.26 per share)			(3,081)		(3,081)
Common stock dividends	236,181	3,264	(3,264)		0
Repurchase and retirement of common shares	(89,001)	(1,220)			(1,220)
Stock-based compensation expense		110			110
Net Income			4,070		4,070
Balance December 31, 2008	12,010,372	$ 34,811	$ 47,722	$ (2,923)	$ 79,610
Net changes in unrealized gain on available for sale securities (net of income tax expense of $557)				835	835
Net changes in unrecognized past service					
Costs of employee benefit plans (net of income tax benefit of $116)				(165)	(165)
Cash dividends on common stock (cash-in-lieu on stock)			(6)		(6)
Common stock dividends	486,615	2,680	(2,680)		0

Repurchase and retirement of common shares	(488)	(4)			(4)
Other		35			35
Stock-based compensation expense		53			53
Net Loss			(4,537)		(4,537)
Balance December 31, 2009	12,496,499	$ 37,575	$ 40,499	$ (2,253)	$ 75,821
Net changes in unrealized gain on available for sale securities (net of income tax expense of $1,340)				2,010	2,010
Net changes in unrecognized past service					
Costs of employee benefit plans (net of income tax benefit of $108)				(163)	(163)
Common stock dividends	507,341	2,253	(2,253)		0
Stock-based compensation expense		41			41
Net Loss			(4,439)		(4,439)
Balance December 31, 2010	13,003,840	$ 39,869	$ 33,807	$ (406)	$ 73,270

See notes to consolidated financial statements

United Security Bancshares and Subsidiaries
Consolidated Statements of Cash Flows
Years Ended December 31, 2010, 2009 and 2008

(in thousands)	2010	2009	2008
Cash Flows From Operating Activities:			
Net (loss) income	$(4,439)	$(4,537)	$4,070
Adjustments to reconcile net(loss) income to cash provided by operating activities:			
Provision for credit losses	12,475	13,375	9,598
Depreciation and amortization	2,256	2,399	2,751
Accretion of investment securities	(14)	(73)	(123)
(Gain) loss on disposition of securities	(68)	37	(24)
Decrease (increase) in accrued interest receivable	345	(103)	1,263
Decrease in accrued interest payable	(153)	(272)	(1,255)
Decrease in unearned fees	(220)	(369)	(506)
(Decrease) increase in income taxes payable	(3,899)	(1,778)	413
Stock-based compensation expense	41	53	110
Deferred income taxes	(2,569)	(838)	(1,028)
Increase in accounts payable and accrued liabilities	(13)	(53)	(427)
Impairment loss on other investments	355	0	23
Loss (gain) on sale of other real estate owned	85	793	(67)
Impairment loss on securities (OTTI)	1,253	843	0
Impairment loss on goodwill	1,414	3,026	0
Gain on sale of loans	(509)	0	0
Impairment loss on other real estate owned	2,831	1,324	887
Impairment loss on intangible assets	57	81	648
Gain on swap ineffectiveness	0	0	(9)
Gain on fair value option of financial assets	(316)	(1,145)	(1,363)
Income from life insurance proceeds	(174)	0	0
Loss (gain) on sale of premises and equipment	11	(22)	4
Increase in surrender value of life insurance	(521)	(512)	(608)
Loss in limited partnership interest	424	428	432
Net decrease (increase) in other assets	951	708	(2,204)
Net cash provided by operating activities	9,603	13,365	12,585
Cash Flows From Investing Activities:			
Net (increase) decrease in interest-bearing deposits with banks	(1,083)	17,119	(17,522)
Purchases of available-for-sale securities	(10,160)	(1,500)	(44,526)
Net redemption (purchase) of FHLB/FRB and other bank stock	307	(3)	(2,118)
Maturities, calls, and principal payments on available-for-sale securities	14,887	18,439	36,887
Proceeds from sales of available-for-sale securities	17,060	4,963	0
(Investment in) distribution from limited partnership	(1,577)	(33)	38
Investment in bank stock	0	0	(72)
Proceeds from life insurance settlement	1,020	99	0
Proceeds from sale of loans	17,640	0	0
Net decrease in loans	26,732	10,873	16,526
Cash proceeds from settlement of lease asset receivable	0	2,000	0
Cash proceeds from sales of foreclosed leased assets	0	0	56
Cash proceeds from sales of other real estate owned	7,660	6,780	1,710

Cash proceeds from sales of premises and equipment	22	0	0
Capital expenditures for premises and equipment	(791)	(413)	(363)
Net cash provided by (used in) investing activities	71,717	58,324	(9,384)
Cash Flows From Financing Activities:			
Net increase (decrease) in demand deposit and savings accounts	25,263	8,938	(9,068)
Net (decrease) increase in certificates of deposit	(29,457)	44,236	(117,063)
Net (decrease) increase in federal funds purchased	0	(66,545)	56,165
Net (decrease) increase in FHLB borrowings	(8,000)	(48,500)	66,600
Director/Employee stock options exercised	0	0	70
Repurchase and retirement of common stock	0	(4)	(1,220)
Proceeds from note payable	75	0	0
Payment of dividends on common stock	0	(11)	(4,559)
Net cash used in financing activities	(12,119)	(61,886)	(9,075)
Net increase (decrease) in cash and cash equivalents	69,201	9,803	(5,874)
Cash and cash equivalents at beginning of year	29,229	19,426	25,300
Cash and cash equivalents at end of year	$98,430	$29,229	$19,426

See notes to consolidated statements

Notes to Consolidated Financial Statements
Years Ended December 31, 2010, 2009, and 2008

1. Organization and Summary of Significant Accounting and Reporting Policies

Basis of Presentation – The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States and with prevailing practices within the banking industries. The consolidated financial statements include the accounts of United Security Bancshares, and its wholly owned subsidiary, United Security Bank and subsidiary (the “Bank”).United Security Bancshares Capital Trust II (the “Trust”) is deconsolidated pursuant to ASC 810. As a result, the Trust Preferred Securities are not presented on the Company’s consolidated financial statements as equity, but instead the Company’s Subordinated Debentures are presented as a separate liability category. (see Note 8 to the Company’s consolidated financial statements). Intercompany accounts and transactions have been eliminated in consolidation. In the following notes, references to the Bank are references to United Security Bank. References to the Company are references to United Security Bancshares, (including the Bank). United Security Bancshares operates as one business segment providing banking services to commercial establishments and individuals primarily in the San Joaquin Valley of California.

Nature of Operations – United Security Bancshares is a bank holding company, incorporated in the state of California for the purpose of acquiring all the capital stock of the Bank through a holding company reorganization (the “Reorganization”) of the Bank. The Reorganization, which was accounted for in a manner similar to a pooling of interests, was completed on June 12, 2001. Management believes the Reorganization has provided the Company greater operating and financial flexibility and has permitted expansion into a broader range of financial services and other business activities.

During July 2007 the Company formed United Security Bancshares Capital Trust II and issued $15.0 million in Trust Preferred Securities with terms similar to those originally issued under USB Capital Trust I. (See Note 8. “Junior Subordinated Debt/Trust Preferred Securities”).

USB Investment Trust Inc was incorporated effective December 31, 2001 as a special purpose real estate investment trust (“REIT”) under Maryland law. The REIT is a subsidiary of the Bank and was funded with $133.0 million in real estate-secured loans contributed by the Bank. USB Investment Trust was originally formed to give the Bank flexibility in raising capital, and reduce the expenses associated with holding the assets contributed to USB Investment Trust.

The Bank was founded in 1987 and currently operates eleven branches and one construction lending office in an area from eastern Madera County to western Fresno County, as well as Taft and Bakersfield in Kern County, and Campbell in Santa Clara County. The Bank also operates one financial services department located in Fresno, California. The Bank’s primary source of revenue is interest income through providing loans to customers, who are predominantly small and middle-market businesses and individuals. The Bank engages in a full compliment of lending activities, including real estate mortgage, commercial and industrial, real estate construction, agricultural and consumer loans, with particular emphasis on short and medium term obligations.

The Bank offers a wide range of deposit instruments. These include personal and business checking accounts and savings accounts, interest-bearing negotiable order of withdrawal ("NOW") accounts, money market accounts and time certificates of deposit. Most of the Bank's deposits are attracted from individuals and from small and medium-sized business-related sources.

The Bank also offers a wide range of specialized services designed to attract and service the needs of commercial customers and account holders. These services include cashiers checks, travelers checks, money orders, and foreign drafts. In addition, the Bank offers Internet banking services to its commercial and retail customers, and offers certain financial and wealth management services through its financial services department. The Bank does not operate a trust department, however it makes arrangements with its correspondent bank to offer trust services to its customers upon request.

Use of Estimates in the Preparation of Financial Statements - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Material estimates that are particularly susceptible to significant change, relate to the determination of the allowance for loan losses, determination of goodwill, fair value of junior subordinated debt and certain collateralized mortgage obligations, and the valuation of real estate acquired in connection with foreclosures or in satisfaction of loans. Subsequent events—The Company has evaluated events and transactions for potential recognition or disclosure through the day the financial statements were issued.

Significant Accounting Policies - The Company follows accounting standards set by the Financial Accounting Standards Board, commonly referred to as the “FASB”. The FASB sets generally accepted accounting principles (GAAP) that the Company follows to ensure the consistent reporting of its consolidated financial condition, consolidated results of operations, and consolidated cash flows. References to GAAP issued by the FASB in these footnotes are to the FASB Accounting Standards Codification, sometimes referred to as the Codification or ASC. The following is a summary of significant policies:

a. Cash and cash equivalents – Cash and cash equivalents include cash on hand, amounts due from banks, federal funds sold and repurchase agreements. At times throughout the year, balances can exceed FDIC insurance limits. Generally, federal funds sold and repurchase agreements are sold for one-day periods. Repurchase agreements are with a registered broker-dealer affiliated with a correspondent bank and work much like federal funds sold, except that the transaction is collateralized by various investment securities. The securities collateralizing such transactions generally consist of U.S. Treasuries, U.S. Government and U.S. Government-sponsored agencies. The Bank did not have any repurchase agreements during 2010 or 2009, or at December 31, 2010 or 2009. All cash and cash equivalents have maturities when purchased of three months or less.

b. Securities - Debt and equity securities classified as available for sale are reported at fair value, with unrealized gains and losses excluded from net income and reported, net of tax, as a separate component of comprehensive income and shareholders’ equity. Debt securities classified as held to maturity are carried at amortized cost. Gains and losses on disposition are reported using the specific identification method for the adjusted basis of the securities sold.

The Company classifies its securities as available for sale or held to maturity, and periodically reviews its investment portfolio on an individual security basis. Securities that are to be held for indefinite periods of time (including, but not limited to, those that management intends to use as part of its asset/liability management strategy, those which may be sold in response to changes in interest rates, changes in prepayments or any such other factors) are classified as securities available for sale. Securities which the Company has the ability and intent to hold to maturity are classified as held to maturity.

Declines in fair value of individual held-to-maturity and available-for-sale securities below their cost that are other than temporary are recognized by write-downs of the individual securities amortized cost to fair value. Such write-downs would be included in earnings as realized losses. Premiums and discounts are recognized in interest income using the interest method over the period to maturity.

Investments with fair values that are less than amortized cost are considered impaired. Impairment may result from either a decline in the financial condition of the issuing entity or, in the case of fixed interest rate investments, from rising interest rates. At each financial statement date, management assesses each investment to determine if impaired investments are temporarily impaired or if the impairment is other-than-temporary based upon the positive and negative evidence available. Evidence evaluated includes, but is not limited to, industry analyst reports, credit market conditions, and interest rate trends. If negative evidence outweighs positive evidence that the carrying amount is recoverable within a reasonable period of time, the impairment is deemed to be other-than-temporary and the debt security is written down by the amount related to credit losses in the period in which such determination is made, or written down to fair value if the debt security is more than likely to be sold.

c. Loans - Interest income on loans is credited to income as earned and is calculated by using the simple interest method on the daily balance of the principal amounts outstanding. Loans are placed on non-accrual status when principal or interest is past due for 90 days and/or when management believes the collection of amounts due is doubtful. For loans placed on nonaccrual status, the accrued and unpaid interest receivable may be reversed at management's discretion based upon management's assessment of collectibility, and interest is thereafter credited to principal to the extent necessary to eliminate doubt as to the collectibility of the net carrying amount of the loan.

Nonrefundable fees and related direct costs associated with the origination or purchase of loans are deferred and netted against outstanding loan balances. The net deferred fees and costs are generally amortized into interest income over the loan term using the interest method. Other credit-related fees, such as standby letter of credit fees, loan placement fees and annual credit card fees are recognized as noninterest income during the period the related service is performed.

d. Allowance for Credit Losses and Reserve for Unfunded Loan Commitments - The allowance for credit losses is maintained to provide for losses that can reasonably be anticipated. The allowance is based on ongoing quarterly assessments of the probable losses inherent in the loan portfolio, and to a lesser extent, unfunded loan commitments. The reserve for unfunded loan commitments is a liability on the Company's consolidated financial statements and is included in other liabilities. The liability is computed using a methodology similar to that used to determine the allowance for credit losses, modified to take into account the probability of a drawdown on the commitment.

The allowance for credit losses is increased by provisions charged to operations during the current period and reduced by loan charge-offs, net of recoveries. Loans are charged against the allowance when management believes that the collection of the principal is unlikely. The allowance is an amount that management believes will be adequate to absorb losses inherent in existing loans, based on evaluations of the probability of collection. In evaluating the probability of collection, management is required to make estimates and assumptions that affect the reported amounts of loans, allowance for credit losses and the provision for credit losses charged to operations. Actual results could differ significantly from those estimates. These evaluations take into consideration such factors as the composition of the portfolio, overall portfolio quality, loan concentrations, specific problem loans, and current economic conditions that may affect the borrowers' ability to pay. 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, 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 may be adjusted for significant factors that, in management's judgment, affect the collectibility of the portfolio as of the evaluation date. The Company 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 the Company's losses over the past twelve quarters (three years) and loss factors are adjusted to recognize and quantify the loss exposure from changes in market conditions and trends in the loan portfolio. For purposes of this analysis, loans are grouped by internal risk classifications, which are "pass", "special mention", "substandard", "doubtful", and "loss". Certain loa are homogenous in nature and are therefore pooled by risk grade. These homogenous loans include consumer installment and home equity loans. Special mention loans are currently performing but are potentially weak, as the borrower has begun to exhibit deteriorating trends, which if not corrected, could jeopardize repayment of the loan and result in further downgrade. Substandard loans have well-defined weaknesses which, if not corrected, could jeopardize the full satisfaction of the debt. A loan classified as "doubtful" has critical weaknesses that make full collection of the obligation improbable. Classified loans, as defined by the Company, include loans categorized as substandard, doubtful, and loss.

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

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

The allowance analysis also incorporates the results of measuring impaired loans as provided in current accounting standards related to contingencies. A loan is considered impaired when management determines that it is probable that the Company will be unable to collect all amounts due according to the original contractual terms of the loan agreement. Impairment is measured by the difference between the original recorded investment in the loan and the estimated present value of the total expected cash flows, discounted at the loan’s effective rate, or the fair value of the collateral, if the loan is collateral dependent. Any differences in the specific allowance amounts calculated in the impaired loan analysis and the migration analysis are reconciled by management and changes are made to the allowance as deemed necessary.

e. Premises and Equipment - Premises and equipment are carried at cost less accumulated depreciation. Depreciation expense is computed principally on the straight-line method over the estimated useful lives of the assets. Estimated useful lives are as follows:

Buildings	31 Years	Furniture and equipment	3-7 Years

f. Other Real Estate Owned - Real estate properties acquired through, or in lieu of, loan foreclosure are to be sold and are initially recorded at fair value of the property, less estimated costs to sell. The excess, if any, of the loan amount over the fair value is charged to the allowance for credit losses. Subsequent declines in the fair value of other real estate owned, along with related revenue and expenses from operations, are charged to noninterest expense.

g. Intangible Assets and Goodwill - Intangible assets are comprised of core deposit intangibles, other specific identifiable intangibles, and goodwill acquired in branch acquisitions where the consideration given exceeded the fair value of the net assets acquired. Intangible assets and goodwill are reviewed at least annually for impairment. Core deposit intangibles of $966,000 and $1,585,000 (net of accumulated amortization and impairment losses of $6,031,000 and accumulated amortization of $5,412,000) at December 31, 2010 and 2009, respectively, are amortized over the estimated useful lives of the existing deposit bases (average of 7 years) using a method which approximates the interest method. Other specific identifiable intangibles resulting from the purchase of certain bank branches in 1997, which were non-self-sustaining businesses, of $244,000 and $380,000 (net accumulated amortization of $1.8 million and $1.6 million) at December 31, 2010 and 2009, respectively, are being amortized using a method which approximates the interest method over a period of 15 years. The identifiable intangible asset resulting from the purchase of the recurring income stream from ICG Financial Services was amortized over a period of three years and totaled $69,000 at December 31, 2009 (net accumulated amortization and impairment losses of $308,000) It was fully amortized as of December 31, 2010.

During 2010 and 2009, the Company recognized impairment losses of $57,000 and $57,000, respectively, on the core deposit intangible related to the deposits purchased in the Legacy merger consummated during February 2007. During 2009 and 2008, the Company recognized additional impairment losses of $25,000 and $24,000, respectively, on the identifiable intangible asset related to the purchased revenue of ICG Financial Services. The Company recognized no impairment losses on the identifiable intangible asset related to the purchased revenue of ICG Financial Services during 2010.

The estimated aggregate amortization expense related to intangible assets for each of the five succeeding years is as follows (in 000’s):

Year	Amortization expense
2011	$ 481
2012	235
2013	187
2014	63
2015	0
Total	$ 966

Goodwill amounts resulting from the acquisitions of Taft National Bank during April 2004, and Legacy Bank during February 2007 are considered to have an indefinite life and are not amortized. At December 31, 2010, goodwill related to Taft National Bank totaled $1.6 million, and goodwill related to Legacy Bank totaled $4.4 million. Impairment testing of goodwill is performed at the reporting level during April of each year for Taft, and during March of each year for Legacy. During 2010 and 2009, the Company recognized pre-tax and after-tax impairment adjustments of $1,414,000 and $3,026,000, respectively, on the goodwill related to the Legacy Bank merger (see Note 21 to the Company’s consolidated financial statements contained herein for details of the goodwill impairment.) The Company had no impairment adjustments related to goodwill during 2008.

h. Income Taxes - Deferred income taxes are provided for the temporary differences between the financial reporting basis and the tax basis of the Company's assets and liabilities using the liability method, and are reflected at currently enacted income tax rates applicable to the period in which the deferred tax assets or liabilities are expected to be realized or settled.

i. Net (Loss) Income per Share - Basic (loss) income per common share is computed based on the weighted average number of common shares outstanding. Diluted (loss) income per share includes the effect of stock options and other potentially dilutive securities using the treasury stock method to the extent they have a dilutive impact. Net (loss) income per share date has been retroactively adjusted for all stock dividends declared.

j. Cash Flow Reporting - For purposes of reporting cash flows, cash and cash equivalents include cash on hand, noninterest-bearing amounts due from banks, federal funds sold and securities purchased under agreements to resell. Federal funds and securities purchased under agreements to resell are generally sold for one-day periods.

k. Transfers of Financial Assets - Transfers of financial assets are accounted for as sales when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when (1) the assets have been isolated from the Company, (2) the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets, and (3) the Company does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity.

l. Advertising Costs - The Company expenses marketing costs as they are incurred. Advertising expense was $73,000, $64,000, and $121,000 for the years ended December 31, 2010, 2009 and 2008, respectively.

m. Stock Based Compensation - At December 31, 2010, the Company has a stock-based employee compensation plan, which is described more fully in Note 10. The Company accounts for all share-based payments to employees, including grants of employee stock options, to be recognized in the financial statements based on the grant-–date fair value of the award. The fair value is amortized over the requisite service period (generally the vesting period). Included in salaries and employee benefits for the years ended December 31, 2010, 2009 and 2008 is $42,000, $53,000 and $110,000, respectively, of share-based compensation. The related tax benefit, recorded in the provision for income taxes, was not significant.

n. Federal Home Loan Bank stock and Federal Reserve Stock - As a member of the Federal Home Loan Bank (FHLB), the Company is required to maintain an investment in capital stock of the FHLB. In addition, as a member of the Federal Reserve Bank (FRB), the Company is required to maintain an investment in capital stock of the FRB. The investments in both the FHLB and the FRB are carried at cost, which approximates their fair value, in the accompanying consolidated balance sheets under other assets and are subject to certain redemption requirements by the FHLB and FRB. Stock redemptions are at the discretion of the FHLB and FRB.

While technically these are considered equity securities, there is no market for the FHLB or FRB stock. Therefore, the shares are considered as restricted investment securities. Management periodically evaluates the stock for other-than-temporary impairment. Management’s determination of whether these investments are impaired is based on its assessment of the ultimate recoverability of cost rather than by recognizing temporary declines in value. The determination of whether a decline affects the ultimate recoverability of cost is influenced by criteria such as (1) the significance of any decline in net assets of the FHLB or FRB as compared to the capital stock amount of the FHLB or FRB and the length of time this situation has persisted, (2) commitments by the FHLB or FRB to make payments required by law or regulation and the level of such payments in relation to the operating performance of the FHLB or FRB, (3) the impact of legislative and regulatory changes on institutions and, accordingly, the customer base of the FHLB or FRB, and (4) the liquidity position of the FHLB or FRB.

o. Comprehensive (Loss) Income -Comprehensive (loss) income is comprised of net income and other comprehensive (loss) income. Other comprehensive (loss) income includes items previously recorded directly to equity, such as unrealized gains and losses on securities available-for-sale, unrecognized costs of salary continuation defined benefit plans, and certain derivative instruments used as a cash flow hedge. Comprehensive (loss) income is presented in the consolidated statement of Operations and Comprehensive (Loss) Income.

p. Segment Reporting - The Company's operations are solely in the financial services industry and include providing to its customers traditional banking and other financial services. The Company operates primarily in the San Joaquin Valley region of California. Management makes operating decisions and assesses performance based on an ongoing review of the Company's consolidated financial results. Therefore, the Company has a single operating segment for financial reporting purposes.

q. New Accounting Standards:

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

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

In July 2010, the FASB issued ASU 2010-20, "Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses." The new disclosure guidance significantly expands the existing requirements and will lead to greater transparency into a company's exposure to credit losses from lending arrangements. The extensive new disclosures of information as of the end of a reporting period will become effective for both interim and annual reporting periods ending on or after December 15, 2010. Specific disclosures regarding activity that occurred before the issuance of the ASU, such as the allowance roll forward and modification disclosures will be required for periods beginning on or after December 15, 2010. The Company has included the required disclosures in its consolidated financial statements.

On September 17, 2010, the SEC issued Release No. 33-9144, "Commission Guidance on Presentation of Liquidity and Capital Resources Disclosures in Management's Discussion and Analysis." This interpretive release is intended to improve discussion of liquidity and capital resources in Management's Discussion and Analysis of Financial Condition and Results of Operations in order to facilitate understanding by investors of the liquidity and funding risks facing the registrant. This release was issued in conjunction with a proposed rule, "Short-Term Borrowings Disclosures," that would require public companies to disclose additional information to investors about their short-term borrowing arrangements. Release No. 33-9144 was effective on September 28, 2010. The adoption of the new guidance did not have a material impact on the Company's consolidated financial statements.

r. Reclassifications - Certain reclassifications have been made to the 2009 and 2008 financial statements to conform to the classifications used in 2010. None of the reclassifications had an impact on equity or net (loss) income. For 2009, $667,000 in other liabilities was reclassified to other assets on the consolidated balance sheet to properly reflect income taxes receivable at December 31, 2009 and make them comparable to classifications used in 2010. In addition, for the year ended December 31, 2009, approximately $3,000 was reclassified from other noninterest income to interest on deposits in FRB to properly reflect interest income earned on deposits held at FRB during 2009 and make them comparable to the classifications used during 2010.

2. Investment Securities

Following is a comparison of the amortized cost and approximate fair value of investment securities at December 31, 2010 and December 31, 2009:

(In thousands) December 31, 2010: Securities available for sale:	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value (Carrying Amount)
U.S. Government agencies	$ 32,486	$ 1,303	$ (1)	$ 33,788
U.S. Government collateralizedmortgage obligations	7,203	552	0	7,755
Residential mortgage obligations	11,955	0	(1,995)	9,960
Total securities available for sale	$ 51,644	$ 1,855	$ (1,996)	$ 51,503
December 31, 2009:				
Securities available for sale:				
U.S. Government agencies	$ 35,119	$ 1,469	$ (2)	$ 36,586
U.S. Government collateralized mortgage obligations	14,954	376	(10)	15,320
Residential mortgage obligations	14,273	0	(4,559)	9,714
Obligations of state and political subdivisions	1,252	33	0	1,285
Other investment securities	9,004	0	(498)	8,506
Total securities available for sale	$ 74,602	$ 1,878	$ (5,069)	$ 71,411

Included in other investment securities at December 31, 2009, is a short-term government securities mutual fund totaling $7.5 million, and an overnight money-market mutual fund totaling $1.0 million The commercial asset-backed trust consists of fixed and floating rate commercial and multifamily mortgage loans. The short-term government securities mutual fund invests in debt securities issued or guaranteed by the U.S. Government, its agencies or instrumentalities, with a maximum duration equal to that of a 3-year U.S. Treasury Note.

There were gross realized gains on sales of available-for-sale securities totaling $522,000 and gross realized losses totaling $454,000 during the year ended December 31, 2010. There were no gross realized gains, but there were gross losses on available-for-sale securities totaling $37,000 during the year ended December 31, 2009.There were gross realized gains on sales of available-for-sale securities totaling $24,000 during the year ended December 31, 2008. There were no gross realized losses on available-for-sale securities during the year ended December 31, 2008.

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

(In thousands)	December 31, 2010 Amortized Cost	Fair Value (Carrying Amount)
Due in one year or less	$ 8,527	$ 8,554
Due after one year through five years	5,500	5,600
Due after five years through ten years	3,063	3,231
Due after ten years	15,395	16,403

Collateralized mortgage obligations		19,159		17,715
	$	51,644	$	51,503

At December 31, 2010 and 2009, available-for-sale securities with an amortized cost of approximately $46.7 million and $66.5 million (fair value of $47.2 million and $65.4 million) were pledged as collateral for FHLB borrowings, public funds, and treasury tax and loan balances.

The Company had no held-to-maturity or trading securities at December 31, 2010 or 2009.

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 at December 31, 2010 and 2009:

	Less than 12 Months		12 Months or More		Total	
(In thousands)	Fair Value (Carrying Amount)	Unrealized Losses	Fair Value (Carrying Amount)	Unrealized Losses	Fair Value (Carrying Amount)	Unrealized Losses
December 31, 2010:						
Securities available for sale:						
U.S. Government agencies	$ 135	$ (1)	$ 0	$ 0	$ 135	$ (1)
U.S. Government agency collateral mortgage obligations	0	0	0	0	0	0
Residential mortgage obligations	0	0	9,960	(1,995)	9,960	(1,995)
Total impaired securities	$ 135	$ (1)	$ 9,960	$ (1,995)	$ 10,095	$ (1,996)
December 31, 2009:						
Securities available for sale:						
U.S. Government agencies	$ 1,498	$ (2)	$ 0	$ 0	$ 1,498	$ (2)
U.S. Government agency collateral mortgage obligations	2,236	(10)	0	0	2,236	(10)
Residential mortgage obligations	0	0	9,714	(4,559)	9,714	(4,559)
Obligations of state and political subdivisions	0	0	0	0	0	0
Other investment securities	0	0	7,502	(498)	7,502	(498)
Total impaired securities	$ 3,734	$ (12)	$ 17,216	$ (5,057)	$ 20,950	$ (5,069)

Temporarily impaired securities at December 31, 2010 are comprised of three (3) residential mortgage obligations, and one (1) U.S. government agency security, with a total weighted average life of 3.9 years. Temporarily impaired securities at December 31, 2009 are comprised of one (1) collateralized mortgage obligation, three (3) residential mortgage obligations, two (2) U.S. government agency securities, and one (1) other investment securities, with a total weighted average life of 1.8 years.

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 of high credit quality are generally evaluated for OTTI under ASC Topic 320-10, "Investments – Debt and Equity Instruments." Certain purchased beneficial interests not of high credit quality, including non-agency mortgage-backed securities, asset-backed securities, and collateralized debt obligations, are evaluated using the model outlined in ASC Topic 320-40 (formerly EITF Issue No. 99-20, "Recognition of Interest Income and Impairment on Purchased Beneficial Interests and Beneficial Interests that Continue to be Held by a Transfer in Securitized Financial Assets.")

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

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

Effective the first quarter 2009, the Company adopted an amendment to existing guidance on other-than-temporary impairments for debt securities, which establishes a new model for measuring and disclosing OTTI for all debt securities. Other-than-temporary-impairment occurs under the new guidance when the Company intends to sell the security or more likely than not will be required to sell the security before recovery of its amortized cost basis less any current-period credit loss. If an entity intends to sell or more likely than not will be required to sell the security before recovery of its amortized cost basis less any current-period credit loss, the other-than-temporary-impairment shall be recognized in earnings equal to the entire difference between the investment's amortized cost basis and its fair value at the balance sheet date. If an entity does not intend to sell the security and it is not more likely than not that the entity will be required to sell the security before recovery of its amortized cost basis less any current-period loss, the other-than-temporary-impairment shall be separated into the amount representing the credit loss and the amount related to all other factors. The amount of the total other-than-temporary-impairment related to the credit loss is recognized in earnings, and is determined based on the difference between the present value of cash flows expected to be collected and the current amortized cost of the security. The amount of the total other-than-temporary-impairment related to other factors shall be recognized in other comprehensive (loss) income, net of applicable taxes. The previous amortized cost basis less the other-than-temporary-impairment recognized in earnings shall become the new amortized cost basis of the investment.

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

At December 31, 2010, the Company had three non-agency residential mortgage obligations which have been impaired more than twelve months. The three non-agency residential mortgage obligations had a fair value of $10.0 million and unrealized losses of approximately $2.0 million at December 31, 2010. All three non-agency mortgage-backed securities were rated less than high credit quality at December 31, 2010. The Company evaluated these three non-agency residential mortgage obligations quarterly for OTTI by comparing the present value of expected cash flows to previous estimates to determine whether there had been adverse changes in cash flows during the year. The OTTI evaluation was conducted utilizing the services of a third party specialist and consultant in MBS and CMO products. The cash flow assumptions used in the evaluation included a number of factors including changes in delinquency rates, anticipated prepayment speeds, loan-to-value ratios, changes in agency ratings, and market prices. As a result of the impairment evaluation, the Company determined that there had been adverse changes in cash flows during the year for all three of the non-agency residential mortgage obligations reviewed, and concluded that these three non-agency residential mortgage obligations were other-than-temporarily impaired. During the fourth quarter of 2009, the three CMO securities had other-than-temporary-impairment losses of $4.7 million, of which $123,000 was recorded as expense and $4.6 million was recorded in other comprehensive loss. For the year ended December 31, 2009, the three CMO securities had other-than-temporary-impairment losses of $5.4 million, of which $843,000 was recorded as a charge to earnings and $4.6 million was recorded in other comprehensive loss. These three non-agency residential mortgage obligations remained classified as available for sale at December 31, 2010.

The following table details the three non-agency residential mortgage obligations with other-than-temporary-impairment, their credit rating at December 31, 2010, the related credit losses recognized in earnings for the year ended, and impairment losses included in other comprehensive loss.

December 31, 2010 (in 000's)	RALI 2006-QS1G A10 Rated D	RALI 2006 QS8 A1 Rated D	CWALT 2007-8CB A9 Rated CCC	Total
Amortized cost – before OTTI	$ 4,897	$ 1,491	$ 7,663	$ 14,051
Credit loss – year ended December 31, 2010	(1,338)	(404)	(354)	(2,096)
Other impairment (OCI)	(455)	(140)	(1,400)	(1,995)
Carrying amount – December 31, 2010	$ 3,104	$ 947	$ 5,909	$ 9,960
Total impairment - YTD December 31, 2010	$ (1,793)	$ (544)	$ (1,754)	$ (4,091)

The total other comprehensive loss (OCI) balance of $2.0million in the above table is included in unrealized losses of 12 months or more at December 31, 2010.

The following table details the three non-agency residential mortgage obligations with other-than-temporary-impairment, their credit rating at December 31, 2009, the related credit losses recognized in earnings for the year ended, and impairment losses included in other comprehensive loss.

December 31, 2009 (000's)	RALI 2006-QS1G	RALI 2006 QS8 A1	CWALT 2007-8CB

	A10 Rated CCC	Rated CCC	A9 Rated CCC	Total
Amortized cost – before OTTI	$ 5,512	$ 1,676	$ 7,927	$ 15,115
Credit loss – year ended December 31, 2009	(555)	(200)	(88)	(843)
Other impairment (OCI)	(1,650)	(481)	(2,427)	(4,558)
Carrying amount – December 31, 2009	3,307	995	5,412	9,714
Total impairment - YTD December 31, 2009	$ (2,205)	$ (681)	$ (2,515)	$ (5,401)

The total other comprehensive loss (OCI) balance of $4.6 million in the above table is included in unrealized losses of 12 months or more at December 31, 2009.

3. Loans

Loans are comprised of the following:

(In thousands)	December 31, 2010	December 31, 2009
Commercial and business loans	$ 154,624	$ 161,292
Government program loans	4,600	6,638
Total commercial and industrial	$ 159,224	$ 167,930
Real estate – mortgage:		
Commercial real estate	131,632	117,010
Residential mortgages	23,764	45,828
Home Improvement and Home Equity loans	2,385	2,791
Total real estate mortgage	157,781	165,629
RE construction and development	65,182	105,220
Agricultural	46,308	50,897
Installment	12,891	18,191
Lease financing	305	706
Total Loans	$ 441,691	$ 508,573

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, primarily in the state of California.

Commercial and industrial loans represent 36.0% of total loans at December 31, 2010 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 35.7% of total loans at December 31, 2010, 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 is generally 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 are generally of a shorter term than conventional mortgages, with maturities ranging from three to fifteen years on average. Included in this category during 2009 are two purchased fifteen-year jumbo mortgage pools acquired by the Company during 2005, with

$18.4 million remaining at December 31, 2009. These two purchased residential mortgage portfolios were sold during the second quarter of 2010 resulting in a pretax gain of $509,000.

- 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 14.8% of total loans at December 31, 2010, 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 is generally from long-term mortgages with other lending institutions obtained at completion of the project.

Agricultural loans represent 10.5% of total loans at December 31, 2010 and are generally secured by land, equipment, inventory and receivables. Repayment is from the cash flow of the borrower.

Lease financing loans, representing 0.1% of total loans at December 31, 2010, consist of loans to small businesses, which are secured by commercial equipment. Repayment of the lease obligation is from the cash flow of the borrower.

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 December 31, 2010 and 2009, these financial instruments include commitments to extend credit of $67.8 million and $84.0 million, respectively, and standby letters of credit of $1.8 million and $4.0 million, 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. Substantially all 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.

Occasionally, shared appreciation agreements are made between the Company and the borrower on certain construction loans where the Company agrees to receive interest on the loan at maturity rather than monthly and the borrower agrees to share in the profits of the project. Due to the difficulty in calculating future values, shared appreciation income is recognized when received. The Company does not participate in a significant number of shared appreciation projects. The Company received no shared appreciation income during the year ended December 31, 2010. Shared appreciation income totaled $23,000 and $265,000, for the years ended December 31, 2009 and 2008, respectively.

The Company has, and expects to have, lending transactions in the ordinary course of its business with directors, officers, principal shareholders and their affiliates. These loans are granted on substantially the same terms, including interest rates and collateral, as those prevailing on comparable transactions with unrelated parties, and do not involve more than the normal risk of collectibility or present unfavorable features.

Loans to directors, officers, principal shareholders and their affiliates are summarized below:

(In thousands)	December 31, 2010	2009
Aggregate amount outstanding, beginning of year	9,146	17,861
New loans or advances during year	5,783	6,386
Repayments during year	(4,349)	(2,151)
Other (1)	0	(12,950)
Aggregate amount outstanding, end of year	$ 10,580	$ 9,146
Loan commitments	$ 4,030	$ 5,709

(1) Represents loans of Director that resigned during 2009

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. Loans over 90 days past due and still accruing totaled $547,000 and $486,000 at December 31, 2010 and December 31, 2009, respectively. The following is a summary of delinquent loans at December 31, 2010:

December 31, 2010 (000's)	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	$ 4,554	$ 443	$ 4,637	$ 9,634	$ 144,990	$ 154,624	$ 454
Government Program Loans	114	106	305	525	4,075	4,600	93
Total Commercial and Industrial	4,668	549	4,942	10,159	149,065	159,224	547
Commercial Real Estate Term Loans	0	0	1,405	1,405	130,227	131,632	0
Single Family Residential Loans	0	328	98	426	23,338	23,764	0
Home Improvement and Home Equity Loans	102	55	45	202	2,183	2,385	0
Total Real Estate Mortgage	102	383	1,548	2,033	155,748	157,781	0
Total RE Construction and Development Loans	4,004	3,395	1,630	9,029	56,153	65,182	0

Total Agricultural Loans	0	0	398	398	45,910	46,308	0
Consumer Loans	39	12	57	108	12,354	12,462	0
Overdraft protection Lines	0	0	0	0	74	74	0
Overdrafts	0	0	0	0	355	355	0
Total Installment/other	39	12	57	108	12,783	12,891	0
Commercial Lease Financing	0	0	0	0	305	305	0
Total Loans	$ 8,813	$ 4,339	$ 8,575	$ 21,727	$ 419,964	$ 441,691	$ 547

Included in the loans above, are $34.4 million in nonaccrual loans of which $15.0 million are included in past due loans and $19.4 million are included in current loans. Nonaccrual loans which have been restructured and which are performing according to the terms of the restructure agreement, including those for which payments are due at maturity, are considered current in the above table.

Nonaccrual Loans

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

- 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.

Loans that are secured by one-to-four family residential properties (e.g., residential mortgage loans and home equity loans) on which principal and/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.

Consumer loans to individuals for personal, family and household purposes, and unsecured or secured personal property 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 is credited to interest income as received.

Loans on non-accrual status are usually not returned to accruing status unless and until 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). Repayment ability is generally demonstrated through the timely receipt of at least six monthly payments on a loan with monthly amortization.

Nonaccrual loans totaled $34.4 million and $34.8 million at December 31, 2010 and 2009, respectively. There were no remaining undisbursed commitments to extend credit on nonaccrual loans at December 31, 2010. There were remaining undisbursed commitments to extend credit on nonaccrual loans of $1.4 million at December 31, 2009. The interest income that would have been earned on nonaccrual loans outstanding at December 31, 2010 in accordance with their original terms is approximately $1.7 million. During the years ended December 31, 2010 and 2009, the Company recorded $118,000 and $11,000, respectively, in interest income on nonaccrual loans. There was no interest income recorded on nonaccrual loans during the year ended December 31, 2008.

The following is a summary of nonaccrual loan balances at December 31, 2010 and 2009.

December 31, 2010 (000's)	December 31, 2010	December 31, 2009
Commercial and Business Loans	$ 13,238	$ 5,068
Government Program Loans	211	287
Total Commercial and Industrial	13,449	5,355
Commercial Real Estate Term Loans	1,405	4,950
Single Family Residential Loans	98	337
Home Improvement and Home Equity Loans	89	49
Total Real Estate Mortgage	1,592	5,336
Total RE Construction and Development Loans	16,003	17,590
Total Agricultural Loans	3,107	6,212
Consumer Loans	68	150
Overdraft protection Lines	0	0

Overdrafts		0		0
Total Installment/other		68		150
Commercial Lease Financing		175		114
Total Loans	$	34,394	$	34,757

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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 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.

- We expect 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 homogenous 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 when required. The following is a summary of impaired loans at December 31, 2010.

December 31, 2010 (000's)	Unpaid Contractual Principal Balance	Recorded Investment With No Allowance	Recorded Investment With Allowance	Total Recorded Investment	Related Allowance	Average Recorded Investment
Commercial and Business Loans	$16,317	$520	$14,154	$14,676	$4,974	$10,338
Government Program Loans	317	179	32	211	32	307
Total Commercial and Industrial	16,634	699	14,188	14,887	5,006	10,645
Commercial Real Estate Term Loans	6,448	2,761	3,664	6,425	476	7,386
Single Family Residential Loans	3,660	443	2,916	3,359	241	3,528
Home Improvement and Home Equity Loans	143	93	45	138	27	101
Total Real Estate Mortgage	10,251	3,297	6,625	9,922	744	11,015
Total RE Construction and Development Loans	26,584	5,572	17,187	22,759	4,890	23,725
Total Agricultural Loans	4,143	160	2,947	3,107	686	4,141
Consumer Loans	150	148	0	148	0	255
Overdraft protection Lines	0	0	0	0	0	0
Overdrafts	0	0	0	0	0	0
Total Installment/other	150	148	0	148	0	255
Commercial Leases Financing	175	175	0	175	0	54
Total Impaired Loans	$57,937	$10,051	$40,947	$50,998	$11,326	$49,835

The following is a summary of impaired loans at December 31, 2009.

December 31, 2009 (000's)	Unpaid Contractual Principal Balance	Recorded Investment With No Allowance	Recorded Investment With Allowance	Total Recorded Investment	Related Allowance	Average Recorded Investment
Commercial and Business Loans	$9,497	$4,675	$4,101	$8,776	$2,150	$17,347
Government Program Loans	390	13	274	287	233	637
Total Commercial and Industrial	9,887	4,688	4,375	9,063	2,383	17,984
Commercial Real Estate Term Loans	8,662	7,329	1,214	8,543	125	3,841
Single Family Residential Loans	4,011	362	3,599	3,961	367	2,570
Home Improvement and Home Equity Loans	80	0	79	79	44	16
Total Real Estate Mortgage	12,753	7,691	4,892	12,583	536	6,427
Total RE Construction and Development Loans	27,063	9,707	15,900	25,607	4,741	29,597
Total Agricultural Loans	7,978	5,293	919	6,212	153	5,449
Consumer Loans	328	150	178	328	160	139
Overdraft protection Lines	0	0	0	0	0	0
Overdrafts	0	0	0	0	0	0
Total Installment/other	328	150	178	328	160	139
Commercial Leases Financing	0	0	0	0	0	0
Total Impaired Loans	$58,009	$27,529	$26,264	$53,793	$7,973	$59,596

At December 31, 2010 and 2009, the Company's recorded investment in loans for which impairment has been recognized totaled $51.0 million and $53.8 million, respectively. Included in total impaired loans at December 31, 2010 are $40.9 million of impaired loans for which the related specific allowance is $11.3 million, as well as $10.1 million of impaired loans that as a result of write-downs or the fair value of the collateral, did not have a specific allowance. At December 31, 2009, total impaired loans included $26.3 million for which the related specific allowance is $8.0 million, as well as $27.5 million of impaired loans that as a result of write-downs to the fair value of the collateral did not have a specific allowance. The average recorded investment in impaired loans was $49.8 million, $59.6 million, and $31.7 million for the years ended December 31, 2010, 2009, and 2008, respectively. 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 is performing under the current contractual terms for a reasonable period of time, income is recognized under the accrual method. For the years ended December 31, 2010 and 2009, the Company recognized $561,000 and $326,000, respectively in interest income on impaired loans. For the year ended December 31, 2008 the Company recognized no interest income on impaired loans.

Troubled Debt Restructurings

Under the 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). TDR’s are reported as a component of impaired loans.

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.

Troubled debt restructuring or renegotiated troubled debt is a type of restructuring in which the Bank, 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 Bank'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:

  o The reduction (absolute or contingent) of the stated interest rate.

  o 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.

  o The reduction (absolute or contingent) of the face amount or maturity amount of the debt as stated in the instrument or agreement.

  o The reduction (absolute or contingent) of accrued interest.

For a restructured loan to return to accrual status there needs to, among other factors, be 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 perform successfully over the remaining life of the loan. This includes, but is not limited to, 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.

The following quantifies TDR’s by type classified separately as accrual or nonaccrual at December 31, 2010.

(in thousands)	Number TDR’s	Total December 31, 2010	Nonaccrual TDR's December 31, 2010	Accruing TDR's December 31, 2010
Commercial and industrial	13	$ 2,751	$ 1,359	$ 1,392
Real estate - mortgage:				
Commercial real estate	6	5,019	0	5,019
Residential mortgages	11	3,261	0	3,261
Home equity loans	3	93	43	50
Total real estate mortgage	20	8,373	43	8,330
RE construction & development	13	13,730	10,978	2,752
Agricultural	0	0	0	0

Installment/other	2	80	0	80
Lease financing	0	0	0	0
Total Loans	48	$ 24,934	$ 12,380	$ 12,554

The following quantifies TDR's by type classified separately as accrual or nonaccrual at December 31, 2009

(in thousands)	Number TDR's	Total December 31, 2009	Nonaccrual TDR's December 31, 2009	Accruing TDR's December 31, 2009
Commercial and industrial	16	$ 3,877	$ 227	$ 3,650
Real estate - mortgage:				
Commercial real estate	5	3,593	0	3,593
Residential mortgages	12	3,961	337	3,624
Home equity loans	1	51	0	51
Total real estate mortgage	18	7,605	337	7,268
RE construction & development	14	14,405	9,475	4,930
Agricultural	0	0	0	0
Installment/other	4	178	0	178
Lease financing	0	0	0	0
Total Loans	52	$ 26,065	$ 10,039	$ 16,026

The Company makes various types of concessions when structuring TDR's including rate reductions, payment extensions, and forbearance. At December 31, 2010, the Company had 48 restructured loans totaling $24.9 million as compared to 52 restructured loans total $26.1 million at December 31, 2009. At December 31, 2010, more than $13.7 million of the total $24.9 million in TDR's was for real estate construction and development, and there was another $2.0 million and $1.2 million related to real estate developers in commercial real estate and commercial and industrial, respectively at December 31, 2010. The majority of these credits are related to real estate construction projects that slowed significantly or stalled during 2009, and the Company has sought to restructure the credits to allow the construction industry time to recover, and the developers time to finish projects at a slower pace which reflects current market conditions in the San Joaquin Valley. Concessions granted in these circumstances include lengthened maturity terms, lower lot release prices, or rate reductions that will enable the borrower to finish the construction projects and repay their loans to the Company. The downturn in the real estate construction market has been protracted, and although the Company has had some success in its restructuring efforts, it is difficult to conclude that we will be entirely successful in our efforts. Areas such as Bakersfield California have been slow to recover. During the year ended December 31, 2010, approximately $4.1 million in restructured loans were charged off and another $1.2 million was transferred to OREO. Of the $4.1 million in restructured charged-off during 2010, approximately $1.9 million or 46.4% were in constructions, and another $1.6 million or 38.4% were in commercial loans. The Company may be required to make additional concessions in the future including lower lot release prices to allow borrowers to complete and sell construction units at lower prices currently reflected in the real estate market.

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 when entering into a loan transaction, and during the life of that 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.

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 is conservative in assessing 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 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. In arriving at 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 is to apply

- 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 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 ago, 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 complying 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, for loans given a grade 5, the borrower’s financial condition, cash flow or operations evidence more than average risk and short term weaknesses that 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 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 have all the same characteristics that the Substandard 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 is not practical or desirable to defer writing off asset even though partial recovery may be achieved in the future.

The following tables summarize the credit risk ratings for commercial, construction, and other non-consumer related loans for December 31, 2010 and 2009. The Company did not carry any loans graded as loss at December 31, 2010 or 2009.

December 31, 2010 (000's)	Commercial and Lease Financing	Commercial RE	Construction	Agricultural	Total
Grades 1and 2	$ 990	$ 1,112	$ 0	$ 79	$ 2,181
Grade 3	302	6,786	937	0	8,025
Grades 4and 5 – pass	134,058	113,515	33,082	41,597	322,252
Grade 6 – special mention	7,770	4,419	10,737	1,525	24,451
Grade 7 – substandard	16,409	5,800	20,426	3,107	45,742
Grade 8 – doubtful	0	0	0	0	0
Total	$ 159,529	$ 131,632	$ 65,182	$ 46,308	$ 402,651

December 31, 2009 (000's)	Commercial and Lease Financing	Commercial RE	Construction	Agricultural	Total
Grades 1and 2	$ 1,978	$ 0	$ 0	$ 0	$ 1,978
Grade 3	6,727	9,243	5,165	750	21,885
Grades 4 and 5	139,896	93,676	53,823	43,935	331,330
Grade 6	5,419	2,278	20,492	0	28,189
Grade 7	14,616	11,813	23,216	6,212	55,857
Grade 8	0	0	2,524	0	2,524
Total	$ 168,636	$ 117,010	$ 105,220	$ 50,897	$ 441,763

The Company follows consistent underwriting standards outlined in its loan policy for consumer and other homogenous loans, but does not specifically assign as 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 homogenous loans for December 31, 2010 and 2009.

	December 31, 2010				December 31, 2009			
(000's)	Single family Residential	Home Improvement	Installment	Total	Single family Residential	Home Improvement	Installment	Total
Not graded	$18,236	$ 2,225	$ 11,429	$31,890	$38,910	$ 2,668	$ 12,620	$54,198
Pass	3,964	22	1,313	5,299	4,323	23	1,573	5,919
Special Mention	195	0	0	195	0	0	0	0
Substandard	1,369	138	149	1,656	2,595	100	3,998	6,693
Total	$23,764	$ 2,385	$ 12,891	$39,040	$45,828	$ 2,791	$ 18,191	$66,810

Allowance for Loan Losses

The allowance for credit losses represents management's estimate of the risk inherent in the loan portfolio based on the current economic conditions, collateral values and economic prospects of the borrowers. Significant changes in these estimates might be required in the event of a downturn in the economy and/or the real estate markets in the San Joaquin Valley, the greater Oakhurst and East Madera County area, and in Santa Clara County.

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

	Years Ended December 31,		
(In thousands)	2010	2009	2008
Balance, beginning of year	$ 15,016	$ 11,529	$ 7,431
Provision charged to operations	12,475	13,375	9,526
Losses charged to allowance	(11,936)	(10,145)	(5,545)
Recoveries on loans previously charged off	965	257	117
Balance at end-of-period	$ 16,520	$ 15,016	$ 11,529

The allowance for credit losses 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.

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 risk type, that have homogeneity and commonality of purpose and terms for analysis under the formula-based component of the allowance. Loans that are determined to be impaired under current accounting guidelines are not subject to the formula-based reserve analysis, and are evaluated individually for specific impairment under the asset-specific component of the allowance.

Specific allowances are established based on management’s periodic evaluation of loss exposure inherent in classified loans, impaired loans, and other loans in which management believes there is a probability that a loss has been incurred in excess of the amount determined by the application of the formula allowance. For impaired loans, specific allowances are determined based on either the collateralized value of the underlying properties, the net present value of the anticipated cash flows, or the market value of the underlying assets.

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 that, in management's judgment, affect the collectability of the portfolio as of the evaluation date. Factors that may affect collectability of the loan portfolio include:

- Levels of, and trends in delinquencies and nonaccrual loans;
- Trends in volumes and term of loans;
- Effects of any changes in lending policies and procedures including those for underwriting, collection, charge-off, and recovery;
- Experience, ability, and depth of lending management and staff;
- National and local economic trends and conditions and;
- Concentrations of credit that might affect loss experience across one or more components of the portfolio, including high-balance loan concentrations and participations.

The Company utilizes a migration model to determine the formula allowance loss factors for problem-graded loans (substandard, doubtful, and loss), special mention loans, and pass graded loans. The migration analysis incorporates loan losses over the past twelve quarters (three years) and loss factors are adjusted to recognize and quantify the loss exposure from changes in market conditions and trends in the Company’s loan portfolio. For purposes of this analysis, loans are grouped by internal risk classifications, which are “pass”, “special mention”, “substandard”, “doubtful”, and “loss.” Certain loans are homogenous in nature and are therefore pooled by risk grade. These homogenous loans include consumer installment and home equity loans.

The unallocated portion of the allowance is the result of both expected and unanticipated changes in 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 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 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.

Single family residential loans – 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 are inherently considered to have a higher risk level. Because residential real estate has been severely distressed in the recent past, the anticipated risk for this loan segment has increased.

Real estate construction loans – This segment in a normal economy is considered to have a higher risk profile due to construction and market value issues in conjunction with normal credit risks. In the current distressed residential real estate markets the risk has increased.

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.

Consumer loans (including three segments: consumer loans, overdrafts, and overdraft protection lines) – This segment is higher risk because many of the loans are unsecured.

Commercial lease financing – This segment of the portfolio is small and but is considered to be vulnerable to economic cycles given the nature of the leasing relationship where businesses are relatively small or have minimal cash flow. This lending program was terminated in 2005.

The following summarizes the activity in the allowance for credit losses by loan category for the years ended December 31, 2010 and 2009.

2010 (in 000's)	Commercial and Industrial	Real Estate Mortgage	RE Construction Development	Agricultural	Installment & Other	Lease Financing	Unallocated	Total
Beginning balance	7,125	1,426	5,561	334	535	35	0	15,016
Provision for credit losses	3,639	1,610	5,613	1,181	357	49	26	12,475
Charge-offs	(3,484)	(1,416)	(5,421)	(676)	(858)	(81)		(11,936)

Recoveries	929	0	10	11	15	0		965
Net charge-offs	(2,555)	(1,416)	(5,411)	(665)	(843)	(81)	0	(10,971)
Ending balance	8,209	1,620	5,763	850	49	3	26	16,520
Period-end amount allocated to:								
Loans individually evaluated for impairment	5,005	744	4,891	686	0	0	0	11,326
Loans collectively evaluatedfor impairment	3,204	876	872	164	49	3	26	5,194
Ending balance	8,209	1,620	5,763	850	49	3	26	16,520

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2009 (in 000's)	Commercial and Industrial	Real Estate Mortgage	RE Construction Development	Agricultural	Installment & Other	Lease Financing	Unallocated	Total
Beginning balance	4,620	787	4,795	1,035	101	49	142	11,529
Provision for credit losses	6,145	1,415	4,137	1,158	555	107	(142)	13,375
Charge-offs	(3,864)	(779)	(3,372)	(1,879)	(129)	(122)		(10,145)
Recoveries	224	3	1	20	8	1		257
Net charge-offs	(3,640)	(776)	(3,371)	(1,859)	(121)	(121)	0	(9,888)
Ending balance	7,125	1,426	5,561	334	535	35	0	15,016
Period-end amount allocated to:								
Loans individually evaluatedfor impairment	2,383	536	4,741	153	160	0	0	7,973
Loans collectively evaluated for impairment	4,742	890	820	181	375	35	0	7,043
Ending balance	7,125	1,426	5,561	334	535	35	0	15,016

The following summarizes information with respect to the loan balances at December 31, 2010 and 2009.

	December 31, 2010			December 31, 2009		
(000's)	Loans Individually Evaluated for Impairment	Loans Collectively Evaluated for Impairment	Total Loans	Loans Individually Evaluated for Impairment	Loans Collectively Evaluated for Impairment	Total Loans
Commercial and Business Loans	$ 14,676	$ 139,948	$ 154,624	$ 8,777	$ 152,515	$ 161,292
Government Program Loans	211	4,389	4,600	287	6,351	6,638
Total Commercial and Industrial	14,887	144,337	159,224	9,064	158,866	167,930
Commercial Real Estate Loans	6,425	125,207	131,632	8,544	108,466	117,010
Residential Mortgage Loans	3,359	20,405	23,764	3,961	41,867	45,828
Home Improvement and Home Equity Loans	138	2,247	2,385	79	2,712	2,791
Total Real Estate Mortgage	9,922	147,859	157,781	12,584	153,045	165,629
Total RE Construction and Development Loans	22,759	42,423	65,182	25,606	79,614	105,220
Total Agricultural Loans	3,107	43,201	46,308	6,212	44,685	50,897
Total Installment Loans	148	12,743	12,891	328	17,863	18,191

Commercial Leases Financing	175	130	305	0	706	706
Total Loans	$50,998	$390,693	$441,691	$53,794	$454,779	$508,573

4. Premises and Equipment

The components of premises and equipment are as follows:

	December 31,	
(In thousands)	2010	2009
Land	$ 968	$ 968
Buildings and improvements	14,372	14,487
Furniture and equipment	8,446	8,843
	23,786	24,298
Less accumulated depreciation and amortization	(10,877)	(11,002)
Total premises and equipment	$ 12,909	$ 13,296

Total depreciation expense on Company premises and equipment totaled $1.5 million, $1.4 million, and $1.7 million for the years ended December 31, 2010, 2009 and 2008, respectively, and is included in occupancy expense in the accompanying consolidated statements of operations.

5. Investment in Limited Partnership

The Bank owns limited interests in private limited partnerships that acquire affordable housing properties in California that generate Low Income Housing Tax Credits under Section 42 of the Internal Revenue Code of 1986, as amended. The Bank's limited partnership investment is accounted for under the equity method. The Bank's noninterest expense associated with the utilization and expiration of these tax credits for the years ended December 31, 2010, 2009 and 2008 was $424,000, $428,000, and $432,000, respectively. The limited partnership investments are expected to generate remaining tax credits of approximately $1.8 million over the life of the investment. The tax credits expire between 2009 and 2014. Tax credits utilized for income tax purposes for the years ended December 31, 2010, 2009, and 2008 totaled $377,000, $422,000, and $519,000, respectively.

6. Deposits

Deposits include the following:

	December 31,	
(In thousands)	2010	2009
Noninterest-bearing deposits	$ 139,690	$ 139,724
Interest-bearing deposits:		
NOW and money market accounts	181,061	158,795
Savings accounts	37,177	34,146
Time deposits:		
Under $100,000	58,629	64,481
$100,000 and over	140,909	164,514
Total interest-bearing deposits	417,776	421,936
Total deposits	$ 557,466	$ 561,660

At December 31, 2010, the scheduled maturities of all certificates of deposit and other time deposits are as follows:

(In thousands	
One year or less	$ 182,039
More than one year, but less than or equal to two years	14,936
More than two years, but less than or equal to three years	2,151
More than three years, but less than or equal to four years	21
More than four years, but less than or equal to five years	368
More than five years	23
	$ 199,538

The Company may utilize brokered deposits as an additional source of funding. At December 31, 2010 and 2009, the Company held brokered time deposits totaling $81.5 million and $129.4 million, with average rates of 0.92% and 0.65%, respectively. Of this balance at December 31, 2010, $63.5 million is included in time deposits of $100,000 or more, and the remaining $18.2 million is included in time deposits of less than $100,000. Included in brokered time deposits at December 31, 2010 are balances totaling $47.4 million maturing in three months or less, $32.6 million maturing in three to six months, and $1.5 million maturing in 6 to twelve months.

Deposit balances representing overdrafts reclassified as loan balances totaled $355,000 and $179,000 as of December 31, 2010 and 2009, respectively.

Deposits of directors, officers and other related parties to the Bank totaled $3.7 million and $6.7 million at December 31, 2010 and 2009, respectively. The rates paid on these deposits were those customarily paid to the Bank's customers in the normal course of business.

7. Short-term Borrowings/Other Borrowings

At December 31, 2010, the Company had collateralized and uncollateralized lines of credit with the Federal Reserve Bank of San Francisco and other correspondent banks aggregating $118.7 million, as well as Federal Home Loan Bank (“FHLB”) lines of credit totaling $32.6 million. At December 31, 2010, the Company had total outstanding balances of $32.0 million in borrowings drawn against its FHLB lines of credit at an average rate of 0.35%. Of the $32.0 million in FHLB borrowings outstanding at December 31, 2010, all will mature in three months or less. The weighted average cost of borrowings for the year ended December 31, 2010 was 0.69%. 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, 2010, $35.6 million in investment securities at FHLB were pledged as collateral for FHLB advances. Additionally, $230.5 million in real estate-secured loans were pledged at December 31, 2010 as collateral for used and unused borrowing lines with the Federal Reserve Bank totaling $118.7 million. All lines of credit are on an “as available” basis and can be revoked by the grantor at any time.

The Company had collateralized and uncollateralized lines of credit with the Federal Reserve Bank of San Francisco and other correspondent banks aggregating $124.2 million, as well as Federal Home Loan Bank (“FHLB”) lines of credit totaling $40.8 million at December 31, 2009. At December 31, 2009, the Company had total outstanding balances of $40.0 million in borrowings drawn against its FHLB lines of credit at an average rate of 0.86%.

8. Junior Subordinated Debt/Trust Preferred Securities

During July 2007, the Company formed USB Capital Trust II, a wholly-owned special purpose entity, for the purpose of issuing Trust Preferred Securities. USB Capital Trust II is a Variable Interest Entity (VIE) and a deconsolidated entity pursuant to ASC 810. On July 23, 2007, USB Capital Trust II issued $15 million in Trust Preferred securities. The securities have a thirty-year maturity and bear a floating rate of interest (repricing quarterly) of 1.29% over the three-month LIBOR rate (initial coupon rate of 6.65%). Interest will be paid quarterly. Concurrent with the issuance of the Trust Preferred securities, USB Capital Trust II used the proceeds of the Trust Preferred securities offering to purchase a like amount of junior subordinated debentures of the Company. The Company will pay interest on the junior subordinated debentures to USB Capital Trust II, which represents the sole source of dividend distributions to the holders of the Trust Preferred securities. The Company may redeem the junior subordinated debentures during October as follows: 2011 at 100.66, and at par anytime after October 2012.

The Company elected the fair value measurement option for all the Company’s new junior subordinated debentures issued under USB Capital Trust II. During 2008 and 2009, fair value calculations performed by the Company resulted in an unrealized gain of $1.4 million and $1.2 million, respectively.

Effective September 30, 2009 and beginning with the quarterly interest payment due October 1, 2009, the Company elected to defer interest payments on the Company's $15.0 million of junior subordinated debentures relating to its trust preferred securities. The terms of the debentures and trust indentures allow for the Company to defer interest payments for up to 20 consecutive quarters without default or penalty. During the period that the interest deferrals are elected, the Company will continue to record interest expense associated with the debentures. Upon the expiration of the deferral period, all accrued and unpaid interest will be due and payable. During the deferral period, the Company is precluded from paying cash dividends to shareholders or repurchasing its stock. At December 31, 2010 and 2009, the Company had $381,000 and $133,000, respectively, in accrued and unpaid interest on the junior subordinated debt.

At December 31, 2010, as with previous periods, the Company performed a fair value measurement analysis on its junior subordinated debt using a discounted cash flow valuation model approach to determine the present value of those cash flows. The cash flow model utilizes the forward 3-month Libor curve to estimate future quarterly interest payments due over the life of the debt instrument, adjusted for deferrals of interest payments per the Company's election at September 30, 2009, expected to be paid cumulatively in approximately two years. These cash flows were discounted at a rate which incorporates a current market rate for similar-term debt instruments, adjusted for additional credit and liquidity risks associated with the junior subordinated debt. Although there is little market data in the current relatively illiquid credit markets, we believe the 8.2% discount rate used represents what a market participant would consider under the circumstances based on current market assumptions.

The fair value calculation performed at December 31, 2010 resulted in a realized gain of $316,000 for the year ended December 31, 2010. Fair value gains and losses are reflected as a component of noninterest income.

9. Taxes on Income

The tax effects of significant items comprising the Company's net deferred tax assets (liabilities) are as follows:

	December 31,	
(In thousands)	2010	2009
Deferred tax assets:		
Credit losses not currently deductible	$ 5,773	$ 7,661
State franchise tax	126	0
Deferred compensation	1,670	1,558
Net operating losses	2,917	764
Depreciation	326	290
Accrued reserves	79	76
Write-down on other real estate owned	1,419	784
Impairment loss on CMO's	739	0
Capitalized OREO expenses	976	739
Unrealized loss on AFS securities	57	1,397
Other	529	257
Total deferred tax assets	14,611	13,526
Deferred tax liabilities:		
Depreciation	--	--
FHLB dividend	(196)	(243)
Loss on limited partnership investment	(2,066)	(1,951)
Amortization of core deposit intangible	(311)	(508)
Deferred gain SFAS No. 159 – fair value option	(2,139)	(2,009)
Fair value adjustments for purchase accounting	(120)	(120)
Interest on nonaccrual loans	(338)	(417)
Deferred loan costs	(212)	(225)
Prepaid expenses	(351)	(519)
Total deferred tax liabilities	(5,733)	(5,992)
Net deferred tax assets	$ 8,878	$ 7,534

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. The Company has concluded that it is more likely than not that the deferred tax assets will be recognized in the normal course of business, therefore no valuation allowance is considered necessary at December 31, 2010 and 2009.

Taxes on income for the years ended December 31, consist of the following:

(In thousands)			
2010:	Federal	State	Total
Current	$ (2,077)	$ 1,430	$ (647)
Deferred	(296)	(2,273)	(2,569)
	$ (2,373)	$ (843)	$ (3,216)
2009:			
Current	$ (1,174)	$ (138)	$ (1,312)
Deferred	(441)	(397)	(838)
	$ (1,615)	$ (535)	$ (2,150)

2008:			
Current	$ 1,461	$ 1,172	$ 2,633
Deferred	(400)	(628)	(1,028)
	$ 1,061	$ 544	$ 1,605

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A reconciliation of the statutory federal income tax rate to the effective income tax rate is as follows:

	Years Ended December 31,					
	2010		2009		2008	
Statutory federal income tax rate	34.0	%	34.0	%	34.0	%
State franchise tax, net of federal income tax benefit	7.2		7.2		7.2	
Tax exempt interest income	0.2		0.3		(0.4	)
Low Income Housing – federal credits	4.3		6.3		(9.3	)
Cash surrender value of life insurance	2.5		2.8		(3.9	)
Goodwill impairment	(6.3	)	(15.4	)	0	
Other	.6		(3.2	)	0.7	
	42.5	%	32.0	%	28.3	%

At December 31, 2010 the Company has no remaining federal net operating loss carry-forwards, and remaining state net operating loss carry-forwards totaling $5.3 million which expire between 2016 and 2020.

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

During the second quarter of 2006, the FTB issued the Company a letter of proposed adjustments to, and assessments for, (as a result of examination of the tax years 2001 and 2002) certain tax benefits taken by the Bank's subsidiary REIT during 2002. The Company continues to review the information available from the FTB and its financial advisors and believes that the Company's position has merit. The Company is pursing its tax claims and will defend its use of these entities and transactions. The Company will continue to assert its administrative protest and appeal rights pending the outcome of litigation by another taxpayer presently in process on the REIT issue in the Los Angeles Superior Court (City National v. Franchise Tax Board).

The Company again reviewed its REIT tax position as of December 31, 2010. There have been no changes to the Company's tax position with regard to the REIT during the year ended December 31, 2010. The Company had approximately $762,000 and $675,000 accrued for the payment of interest and penalties at December 31, 2010 and December 31, 2009, respectively. It is the Company's policy to recognize interest expense related to unrecognized tax benefits, and penalties, as a component tax expense. A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows (in 000's):

Balance at January 1, 2010	$1,582

Additions for tax provisions of prior years	87
Balance at December 31, 2010	$1,669

10. Stock Based Compensation

Options have been granted to officers and key employees at an exercise price equal to estimated fair value at the date of grant as determined by the Board of Directors. All options granted are service awards, and as such are based solely upon fulfilling a requisite service period (the vesting period). In May 2005, the Company's shareholders approved the adoption of the United Security Bancshares 2005 Stock Option Plan (2005 Plan). At the same time, all previous plans, including the 1995 Plan, were terminated. The 2005 Plan provides for the granting of up to 500,000 shares (adjusted for the 2-for-1 stock split effective May 2006) of authorized and unissued shares of common stock at option prices per share which must not be less than 100% of the fair market value per share at the time each option is granted. The 2005 Plan further provides that the maximum aggregate number of shares that may be issued as incentive stock options under the 2005 Plan is 500,000 (as adjusted for stock split).

The options granted (incentive stock options for employees and non-qualified stock options for Directors) have an exercise price at the prevailing market price on the date of grant. All options granted are exercisable 20% each year commencing one year after the date of grant and expire ten years after the date of grant.

The number of shares granted and remaining under the 1995 Plan was 17,673 shares (17,673 exercisable) as of December 31, 2010. Under the 2005 Plan, 193,366 shares granted shares remain (184,529 incentive stock options and 8,837 nonqualified stock options) as of December 31, 2010, of which 148,248 are vested.

Options outstanding, exercisable, exercised and forfeited are as follows:

	2005 Plan	Weighted Average Exercise Price	1995 Plan	Weighted Average Exercise Price
Options outstanding January 31, 2008	176,500	$ 17.14	36,000	$ 11.21
Granted during the year				
Exercised during the year			(8,000)	$ 8.75
Forfeited during the year	(20,000)	$ 22.54	(12,000)	$ 11.53
Effects of common stock dividend	3,145	$ (0.31)	322	$ (0.25)
Options outstanding December 31, 2008	159,645	$ 16.13	16,322	$ 11.96
Granted during the year				
Exercised during the year				
Forfeited during the year	(5,308)	$ 19.07		
Effects of common stock dividend	6,483	$ (0.63)	662	$ (0.47)
Options outstanding December 31, 2009	160,820	$ 15.38	16,984	$ 11.50
Granted during the year	25,000	$ 4.75		
Exercised during the year				
Forfeited during the year				
Effects of common stock dividend	7,546	$ (0.65)	689	$ (0.45)
Options outstanding December 31, 2010	193,366	$ 13.41	17,673	$ 11.05

Included in total outstanding options at December 31, 2010, are 17,673 exercisable shares under the 1995 plan, at a weighted average price of $11.05, and 148,248 exercisable shares under the 2005 plan, at a weighted average price of $14.58. Included in total outstanding options at December 31, 2009, are 16,984 exercisable shares under the 1995 plan, at a weighted average price of $11.50, and 110,504 exercisable shares under the 2005 plan, at a weighted average price of $15.14. Included in total outstanding options at December 31, 2008, are 14,282 exercisable shares under the 1995 plan, at a weighted average price of $11.96, and 75,895 exercisable shares under the 2005 plan, at a weighted average price of $15.72.

Additional information regarding options as of December 31, 2010 is as follows:

Options Outstanding				Options Exercisable	
Range of Exercise Prices	Number Outstanding	Weighted Avg Remaining Contract Life (yrs)	Weighted Avg Exercise Price	Number Exercisable	Weighted Avg Exercise Price
$ 4.70	26,015	9.1	$ 4.56	0	--
$ 11.50 to $11.92	26,511	4.3	$ 11.18	26,511	$ 11.18

$	13.60 to $17.05	130,345	4.8	$	14.23	117,532	$	14.10
$	18.25 to $21.23	28,168	5.3	$	18.38	22,534	$	18.38
Total		211,039				166,577		

Included in salaries and employee benefits for the years ended December 31, 2010, 2009 and 2008 is $41,000, $53,000 and $110,000 of share-based compensation, respectively. The related tax benefit on share-based compensation recorded in the provision for income taxes was not material to either year.

As of December 31, 2010, 2009 and 2008, there was $37,000, $24,000 and $81,000, respectively, of total unrecognized compensation expense related to non−vested stock options. This cost is expected to be recognized over a weighted average period of approximately 1.0 years. No options were exercised during 2009 or 2010. The Company received $70,000 in cash proceeds on options exercised during the year ended December 31, 2008. No tax benefits were realized on stock options exercised during the year ended December 31, 2008 because all options exercised during the period were incentive stock options.

	Year Ended December 31, 2010	Year Ended December 31, 2009
Weighted average grant-date fair value of stock options granted	$ 2.22	n/a
Total fair value of stock options vested	$ 110,947	$ 147,297
Total intrinsic value of stock options exercised	n/a	n/a

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

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

The Bank expenses the fair value of the option on a straight-line basis over the vesting period for each separately vesting portion of the award. The Bank estimates forfeitures and only recognizes expense for those shares expected to vest. Based upon historical evidence, the Company has determined that because options are granted to a limited number of key employees rather than a broad segment of the employee base, expected forfeitures, if any, are not material. No options were granted during the years ended December 31, 2009 or December 31, 2008. The Company granted 25,000 shares in incentive stock options during 2010. The assumptions used for the 2010 stock option grant are as follows.

	Year Ended December 31, 2010
Risk Free Interest Rate	2.71%
Expected Dividend Yield	0.00%
Expected Life in Years	6.50 Years
Expected Price Volatility	43.07%

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

11. Employee Benefit Plans

Employee Stock Ownership Plan

The Company has an Employee Stock Ownership Plan and Trust, (the “ESOP”), designed to enable eligible employees to acquire shares of common stock. ESOP eligibility is based upon length of service requirements. The Bank contributes cash to the ESOP in an amount determined at the discretion of the Board of Directors. The trustee of the ESOP uses such contribution to purchase shares of common stock currently outstanding, or to repay debt on the leveraged portion of the ESOP, if applicable. The shares of stock purchased by the trustee are then allocated to the accounts of the employees participating in the ESOP on the basis of total relative compensation. Employer contributions vest over a period of six years.

The Company did not make a contribution to the ESOP during 2009 or 2010 and therefore had no ESOP compensation expense during the years ended December 31, 2009 or 2010. ESOP compensation expense totaled $264,000 for the year ended December 31, 2008.

Allocated, committed-to-be-released, and unallocated ESOP shares as of December 31, 2010, 2009 and 2008 were as follows (shares adjusted for 2-for-1 stock split of May 2006):

	2010	2009	2008
Allocated	520,196	580,430	548,369
Committed-to-be-released	0	0	0
Unallocated	0	0	0
Total ESOP shares	520,196	580,430	548,369
Fair value of unreleased shares	N/A	N/A	N/A

401K Plan

The Company has a Cash or Deferred 401(k) Stock Ownership Plan (the “401(k) Plan”) organized under Section 401(k) of the Code. All employees of the Company are initially eligible to participate in the 401(k) Plan upon the first day of the month after date of hire. Under the terms of the plan, the participants may elect to make contributions to the 401(k) Plan as determined by the Board of Directors. Participants are automatically vested 100% in all employee contributions. Participants may direct the investment of their contributions to the 401(k) Plan in any of several authorized investment vehicles. The Company contributes funds to the Plan up to 5% of the employees’ eligible annual compensation. Company contributions are subject to certain vesting requirements over a period of six years. Contributions made by the Company are invested in Company stock. During 2009 and 2010, the Company made no matching contribution to the Deferral Plan. During 2008, the Company contributed a total of $137,000 to the Deferral Plan.

Salary Continuation Plan

The Company has an unfunded, non-qualified Salary Continuation Plan for senior executive officers and certain other key officers of the Company, which provides additional compensation benefits upon retirement for a period of 15 years. Future compensation under the Plan is earned by the employees for services rendered through retirement and vests over a period of 12 to 15 years. The Company accrues for the salary continuation liability based on anticipated years of service and vesting schedules provided under the Plan. The Company’s current benefit liability is determined based upon vesting and the present value of the benefits at a corresponding discount rate. The discount rate used is an equivalent rate for high-quality investment-grade bonds with lives matching those of the service periods remaining for the salary continuation contracts, which averages approximately 20 years. At December 31, 2010 and 2009, $3.9 million and $3.6 million, respectively, had been accrued to date, based on a discounted cash flow using an average discount rate of 3.90% and 4.72%, respectively, and is included in other liabilities. In connection with the implementation of the Salary Continuation Plans, the Company purchased single premium universal life insurance policies on the life of each of the key employees covered under the Plan. The Company is the owner and beneficiary of these insurance policies. The cash surrender value of the policies was $4.1 million and $4.0 million December 31, 2010 and 2009, respectively. Although the Plan is unfunded, the Company intends to utilize the proceeds of such policies to settle the Plan obligations. Under Internal Revenue Service regulations, the life insurance policies are the property of the Company and are available to satisfy the Company's general creditors.

Pursuant to the guidance contained in ASC Topic 715 “Compensation,” the Company is required to recognize in accumulated other comprehensive (loss) income, the amounts that have not yet been recognized as components of net periodic benefit costs. These unrecognized costs arise from changes in estimated interest rates used in the calculation of net liabilities under the plan.

As of December 31, 2010 and 2009, the Company had approximately $321,000 and $158,000, respectively in unrecognized net periodic benefit costs arising from changes in interest rates used in calculating the current post-retirement liability required under the plan. This amount represents the difference between the plan liabilities calculated under net present value calculations, and the net plan liabilities actually recorded on the Company's books at December 31, 2010 and 2009. Pursuant to the adoption of the guidance contained in ASC Topic 715, the Company recorded $169,000 (net of tax of $112,000), as a component of other comprehensive (loss) income at December 31, 2006. The average remaining life of the service terms of the Salary Continuation contracts to which the unrecognized service costs related at the time of adoption, was approximately two years. During the year ended December 31, 2008, approximately $142,000 of the unrecognized prior service cost was recognized in earnings as additional salary expense, and is reflected as an adjustment to accumulated other comprehensive income.

Salary continuation expense is included in salaries and benefits expense, and totaled $72,000, $78,000, and $551,000 for the years ended December 31, 2010, 2009, and 2008, respectively.

The Company owns single premium Bank-owned life insurance policies (BOLI) on certain officers with a portion of the death benefits available to the officers' beneficiaries. The single premium paid in previous years at policy commencement of the BOLI totaled $9.0 million. Additional BOLI policies totaling $227,000 and $579,000 were purchased during 2006 and 2005, respectively. The BOLI's initial net cash surrender value is equivalent to the premium paid, and it adds income through non-taxable increases in its cash surrender value, net of the cost of insurance, plus any death benefits ultimately received by the Company. The cash surrender value of these insurance policies totaled $11.4 million and $11.0 million at December 31, 2010 and December 31, 2009, and is included on the consolidated balance sheet in cash surrender value of life insurance. Income on these policies, net of expense, totaled approximately $416,000, $398,000, and $249,000 for the years ended December 31, 2010, 2009 and 2008, respectively.

12. Commitments and Contingent Liabilities

Lease Commitments: The Company leases land and premises for its branch banking offices and administration facilities. The initial terms of these leases expire at various dates through 2021. Under the provisions of most of these leases, the Company has the option to extend the leases beyond their original terms at rental rates adjusted for changes reported in certain economic indices or as reflected by market conditions. The total expense on land and premises leased under operating leases was $781,000, $852,000, and $864,000 during 2010, 2009, and 2008, respectively. Total rent expense for the years ended December 31, 2010, 2009, and 2008 included approximately $28,000 in reductions, $8,000 in reductions, and $27,000 in increases, respectively, related to adjustments made pursuant to ASC Topic 840, "Leases". The adjustments represent the difference between contractual rent amounts paid and rent amounts actually expensed under the straight-line method pursuant to ASC 840.

Future minimum rental commitments under existing non-cancelable leases as of December 31, 2010 are as follows:

(In thousands):		
2011	$	456
2012		484
2013		491
2014		445
2015		365
Thereafter		948

	$ 3,189

Financial Instruments with Off-Balance Sheet Risk: The Company is party to financial instruments with off-balance sheet risk which arise in the normal course of business. These instruments may contain elements of credit risk, interest rate risk and liquidity risk, and include commitments to extend credit and standby letters of credit. The credit risk associated with these instruments is essentially the same as that involved in extending credit to customers and is represented by the contractual amount indicated in the table below:

(in thousands)	Contractual amount – December 31, 2010	2009
Commitments to extend credit	$ 67,829	$ 84,017
Standby letters of credit	1,756	3,975

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. Substantially all of these commitments are at floating interest rates based on the Prime rate, and most have fixed expiration dates. The Company evaluates each customer's creditworthiness on a case-by-case basis, and 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. Many of the commitments are expected to expire without being drawn upon and, as a result, the total commitment amounts do not necessarily represent future cash requirements of the Company.

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. The Company’s letters of credit are short-term guarantees and have terms from less than one month to approximately 2.5 years. At December 31, 2010, the maximum potential amount of future undiscounted payments the Company could be required to make under outstanding standby letters of credit totaled $1.8 million.

13. Fair Value Measurements and Disclosure

The following summary disclosures are made in accordance with the accounting standards related to fair value measurements and disclosure, 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.

	December 31, 2010		December 31, 2009	
(In thousands)	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
Financial Assets:				
Cash and cash equivalents	$ 98,430	$ 98,430	$ 29,229	$ 29,229
Interest-bearing deposits	4,396	4,523	3,313	3,449
Investment securities	51,503	51,503	71,411	71,411
Loans	424,526	429,249	492,692	496,543
Cash surrender value of life insurance	15,493	15,493	14,972	14,972
Accrued interest receivable	2,152	2,152	2,497	2,497
Investment in bank stock	89	89	143	143
Financial Liabilities:				
Deposits	557,466	557,240	561,660	561,150
Borrowings	32,000	31,996	40,000	39,970
Junior Subordinated Debt	10,646	10,646	10,716	10,716
Accrued interest payable	222	222	376	376
Commitments to extend credit	--	--	--	--
Standby letters of credit	--	--	--	--

Current accounting standards clarify the definition of fair value, describe methods generally used to appropriately measure fair value in accordance with generally accepted accounting principles and expand fair value disclosure requirements. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The statement applies whenever other accounting pronouncements require or permit fair value measurements.

Some fair value measurements, such as for available-for-sale securities, junior subordinated debt, and interest rate swaps, are performed on a recurring basis, while others, such as impairment of goodwill, other real estate owned, impaired loans that are collateral dependent, and other intangibles, are performed on a nonrecurring basis.

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, 2010 (in 000's):

Description of Assets (000's)	December 31, 2010	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
AFS Securities:				
Other investment securities	$0	$0		
U.S Govt agencies	33,788		33,788	
U.S Govt collateralized mortgage obligations	7,755		7,755	
Obligations of state and political subdivisions	0		0	
Private label residential mortgage obligations	9,960			9,960
Total AFS securities	51,503	0	41,543	9,960
Impaired Loans (1):				
Commercial and industrial	9,330			9,330
Real estate mortgage	6,096			6,096
RE construction & development	13,209			13,209
Agricultural	2,261			2,261
Installment/Other	0			0
Total impaired loans	30,896	0	0	30,896
Other real estate owned (1)	19,016			19,016
Investment in bank stock	89	89		
Goodwill (1)	4,350			4,350
Core deposit intangible (1)	344			344
Total	$106,198	$89	$41,543	$ 64,566

(1) Nonrecurring

Description of Liabilities (000's)	December 31, 2010	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Junior subordinated debt	10,646			10,646
Total	10,646	0	0	10,646

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, 2009 (in 000's):

	December 31,	Quoted Prices in	Significant Other	Significant Unobservable

Description of Assets (000's)	2009	Active Markets for Identical Assets (Level 1)	Observable Inputs (Level 2)	Inputs (Level 3)
AFS Securities:				
Other investment securities	$8,506	$1,004	$7,502	
U.S Govt agencies	36,586		36,586	
U.S Govt collateralized mortgage obligations	15,320		15,320	
Obligations of state and political subdivisions	1,285		1,285	
Private label residential mortgage obligations	9,714			9,714
Total AFS securities	71,411	1,004	60,693	9,714
Impaired Loans (1):				
Commercial and industrial	9,174			9,174
Real estate mortgage	4,356			4,356
RE construction & development	4,382			4,382
Agricultural	2,466			2,466
Installment/Other	18			18
Total impaired loans	20,396	0	0	20,396
Other real estate owned (1)	21,273			21,273
Investment in bank stock	143	143		
Goodwill (1)	5,764			5,764
Core deposit intangible (1)	777			777
Total	$119,764	$1,147	$60,693	$ 57,924

(1) Nonrecurring

Description of Liabilities (000's)	December 31, 2009	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Junior subordinated debt	10,716			10,716
Total	10,716	0	0	10,716

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 period (in 000's):

Reconciliation of Assets:	12/31/10 Private label residential mortgage obligations	12/31/09 Private label residential mortgage obligations
Beginning balance	$9,714	$12,800
Total gains or (losses) included in earnings (or other comprehensive loss)	246	(3,086)
Transfers in and/or out of Level 3	0	0
Ending balance	$9,960	$9,714
The amount of total gains or (losses) for the period included in earnings (or other comprehensive loss) attributable to the change in unrealized gains or losses relating to assets still held at the reporting date	$246	$(3,086)

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Reconciliation of Liabilities:	12/31/2010 Junior Subordinated Debt	12/31/2009 Junior Subordinated Debt
Beginning balance	$ 10,716	$ 11,926
Total gains included in earnings (or changes in net assets)	(70)	(1,210)
Transfers in and/or out of Level 3	0	0
Ending balance	$ 10,646	$ 10,716
The amount of total gains for the period included in earnings (or changes in net assets) attributable to the change in unrealized gains or losses relating to liabilities still held at the reporting date	$ (70)	$ (1,210)

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

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

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

Investments – Available for sale securities are valued based upon open-market price quotes obtained from reputable third-party brokers that actively make a market in those securities. Market pricing is based upon specific CUSIP identification for each individual security. To the extent there are observable prices in the market, the mid-point of the bid/ask price is used to determine fair value of individual securities. If that data are not available for the last 30 days, a Level 2-type matrix pricing approach based on comparable securities in the market is utilized. Level-2 pricing may include using a 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. At December 31, 2010 and December 31, 2009, the Company held three non-agency private-label residential mortgage obligations. Fair value of these securities (as well as review for other-than-temporary impairment) was performed by a third-party securities broker specializing in private label residential mortgage obligations using the discounted cash flow method. Fair value was based upon estimated cash flows which included assumptions about future prepayments, default rates, and the impact of credit risk on this type of investment security. Although the pricing of the private label residential mortgage obligations has certain aspects of Level 2 pricing, many of the pricing inputs are based upon unobservable assumptions of future economic trends and as a result the Company considers this to be Level 3 pricing.

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

Impaired Loans - Fair value measurements for impaired loans are performed pursuant to 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.

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.

Goodwill and Core Deposit Intangibles - Goodwill is not amortized but is evaluated periodically for impairment. Fair value of goodwill is determined by comparing the fair value of the operating unit with its carrying value. Fair value is determined on a discounted cash flow methodology using estimated market discount rates and projections of future cash flows for the related operating unit. In addition to projected cash flows, other market metrics are utilized 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 it is determined that goodwill impairment exists, impairment amounts are recorded as an impairment loss in other noninterest expense, and the carrying value of goodwill is reduced by the amount of the impairment. Core deposit intangibles are amortized over the estimated useful lives of the related deposits and are evaluated for impairment periodically. Core deposit intangibles are reviewed for impairment utilizing a discounted cash flow methodology based upon the anticipated deposit runoff over the estimated lives of the deposits, generally six to eight years. If it is determined that impairment exists on the core deposit intangible, impairment amounts are recorded as an impairment loss in other noninterest expense, and the carrying value of core deposit intangible is reduced by the amount of the impairment.

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

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

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

Deposits – In accordance with authoritative accounting guidance, fair values for transaction and savings accounts are equal to the respective amounts payable on demand at December 31, 2010 and December 31, 2009 (i.e., carrying amounts). Fair values of fixed-maturity certificates of deposit were estimated using the rates currently offered for deposits with similar remaining maturities.

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

Junior Subordinated Debt – The fair value of the junior subordinated debt was determined based upon a discounted cash flows model utilizing observable market rates and credit characteristics for similar debt instruments. In its analysis, the Company used characteristics that distinguish market participants generally use, and considered factors specific to (a) the liability, (b) the principal (or most advantageous) market for the liability, and (c) market participants with whom the reporting entity would transact in that market. For the years ended December 31, 2010 and 2009, cash flows were 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. The contract amounts of commitments to extend credit and standby letters of credit are disclosed in Note 12. 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 December 31, 2010 and 2009.

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

14. 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, among other things, to strengthen board oversight of management and the Bank's operations; submit an enhanced written plan to strengthen credit risk management practices and improve the Bank’s position on the past due loans, classified loans, and other real estate owned; maintain a sound process for determining, documenting, and recording an adequate allowance for loan and lease losses; improve the management of the Bank's liquidity position and funds management policies; maintain sufficient capital at the Company and Bank level; and improve the Bank’s earnings and overall condition. The Company and Bank have also agreed not to increase or guarantee any debt, purchase or redeem any shares of stock, declare or pay any cash dividends, or pay interest on the Company's junior subordinated debt or trust preferred securities, without prior written approval from the Federal Reserve Bank. The 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 Holding 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 wholesale 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 effect 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 and submit 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;

- 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 were 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, specifically, that except with the prior written approval of the Federal Reserve Bank, the Company each agree 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);

- 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.

On April 28, 2010, July 30, 2010, and October 30, 2010, respectively, the Bank submitted progress reports to the Federal Reserve for the first, second, and third quarters of 2010. As of January 30, 2011, the Company submitted a progress report for the fourth quarter of 2010. At that time Company and the Bank believed they were in compliance with the Agreement, including deadlines and remediation of past violations of laws and regulations regarding stale loan appraisals. During the year-end closing process for the year ended December 31, 2010 and in conjunction with the Bank's annual safety and soundness exam which began during January 2011, the Company identified a material weakness related to its evaluation of impaired loans and the adequacy of its allowance for loan losses, as well as its valuation of OREO.

Regulatory Order from the California Department of Financial Institutions

During May of 2010, 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 Financial Institutions in June 2009. The Order issued by the California Department of Financial Institutions is basically similar to the written agreement with the Federal Reserve Bank of San Francisco, except for certain additional requirements. The additional requirements in the Order 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 9.5% 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 9.5%

- 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 Financial Institutions

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

The Bank is currently in full compliance with the requirements of the Order including its deadlines. During the fourth quarter of 2010, the Company identified a material weakness related to the allowance for loan losses and the completeness and accuracy of the provision for loan losses, as well as to the valuation of OREO properties.

Capital Guidelines - The Company (on a consolidated basis) and the Bank are subject to various regulatory capital requirements adopted by the Board of Governors of the Federal Reserve System ("Board of Governors"). Failure to meet minimum capital requirements can initiate certain mandates and possible additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company's consolidated financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the consolidated Company and the Bank must meet specific capital guidelines that involve quantitative measures of their assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. The capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors. Prompt corrective action provisions are not applicable to bank holding companies.

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 Order issued by the California Department of Financial Institutions in May 2010, the Bank is required to maintain a ratio of tangible shareholders' equity to total tangible assets equal to or greater than 9.5%. For purposes of the Order, "tangible shareholders' equity" is defined as shareholders' equity minus intangible assets. The Bank's ratio of tangible shareholders' equity to total tangible assets was 11.3% at December 31, 2010.

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.

Quantitative measures established by regulation to ensure capital adequacy require insured institutions to maintain a minimum leverage ratio of Tier 1 capital (the sum of common stockholders' equity, noncumulative perpetual preferred stock and minority interests in consolidated subsidiaries, minus intangible assets, identified losses and investments in certain subsidiaries, plus unrealized losses or minus unrealized gains on available for sale securities) to total assets. Institutions which have received the highest composite regulatory rating and which are not experiencing or anticipating significant growth are required to maintain a minimum leverage capital ratio of 3% of 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.

(In thousands)	Actual Amount	Actual Ratio	For Capital Adequacy Purposes Amount	For Capital Adequacy Purposes Ratio	To Be Well Capitalized Under Prompt Corrective Action Provisions Amount	To Be Well Capitalized Under Prompt Corrective Action Provisions Ratio
As of December 31, 2010 (Company):						
Total Capital (to Risk Weighted Assets)	$86,175	16.17 %	$42,635	8.00 %	N/A	N/A
Tier 1 Capital (to Risk Weighted Assets)	79,389	14.90 %	21,317	4.00 %	N/A	N/A
Tier 1 Capital (to Average Assets)	79,389	11.50 %	27,602	4.00 %	N/A	N/A
As of December 31, 2010 (Bank):						
Total Capital (to Risk Weighted Assets)	$82,712	15.58 %	$42,272	8.00 %	$53,091	10.00 %
Tier 1 Capital (to Risk Weighted Assets)	76,173	14.35 %	21,236	4.00 %	31,854	6.00 %
Tier 1 Capital (to Average Assets)	76,173	11.04 %	27,602	4.00 %	34,503	5.00 %
As of December 31, 2009 - (Company):						
Total Capital (to Risk Weighted Assets)	$91,213	14.30 %	$51,037	8.00 %	N/A	N/A
Tier 1 Capital (to Risk Weighted Assets)	83,149	13.03 %	25,519	4.00 %	N/A	N/A
Tier 1 Capital (to Average Assets)	83,149	11.68 %	28,471	4.00 %	N/A	N/A
As of December 31, 2009 – (Bank):						
Total Capital (to Risk Weighted Assets)	$87,456	13.70 %	$51,082	8.00 %	$63,852	10.00 %
Tier 1 Capital (to Risk Weighted Assets)	79,649	12.47 %	25,541	4.00 %	38,311	6.00 %
Tier 1 Capital (to Average Assets)	79,649	11.19 %	28,471	4.00 %	35,588	5.00 %

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 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 of which must be in the form of Tier 1 capital.

The Company is not subject to “Well Capitalized” guidelines under regulatory Prompt Corrective Action Provisions. Management believes, as of December 31, 2010, that the Company and the Bank meet all capital adequacy requirements to which they are subject.

As of December 31, 2010 and 2009, the most recent notifications from the Bank's regulators categorized the Bank as well-capitalized under the regulatory framework for prompt corrective action. To be categorized as well-capitalized, the Bank must maintain minimum total capital and Tier 1 capital (as defined) to risk-based assets (as defined), and a minimum leverage ratio of Tier 1 capital to average assets (as defined) as set forth in the proceeding discussion. There are no conditions or events since the notification that management believes have changed the institution's category.

Under regulatory guidelines, the $15 million in Trust Preferred Securities issued by USB Capital Trust II in July of 2007 qualifies as Tier 1 capital up to 25% of Tier 1 capital. Any additional portion of Trust Preferred Securities qualifies as Tier 2 capital.

Dividends – Cash dividends, if any, paid to shareholders are paid by the bank holding company, subject to restrictions set forth in the California General Corporation Law. All dividends declared during 2009 were in the form of stock dividends rather than cash dividends.

The primary source of funds with which cash dividends are paid to shareholders comes from cash dividends received by the Company from the Bank. The Company received no cash dividends from the Bank during the year ended December 31, 2010. For the year ended December 31, 2009, the Company received $200,000 in cash dividends from the Bank, from which the Company paid $11,000 in cash dividends to shareholders as a result of cash-in-lieu payments on stock dividends declared.

As noted earlier, the Company and the Bank have entered into an Agreement with the Federal Reserve Bank and have been issued an Order by the California Department of Financial Institutions that, among other things, require prior approval before paying a cash dividend or otherwise making a distribution on our 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, prior to the Agreement with the Federal Reserve Bank and the Order issued by the California Department of Financial Institutions, the Company elected to defer regularly scheduled quarterly interest payments on its junior subordinated debentures issued in connection with its trust preferred securities. The Company is prohibited from paying any dividends or making any other distribution on its common stock for so long as interest payments are being deferred. 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.

Under California state banking law, 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 California State Department of Financial Institutions, in an amount not exceeding the greater of: (i) the Bank's retained earnings; (ii) its net income for the last fiscal year; or (iii) its net income for the current fiscal year. 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.

Cash Restrictions - The Bank is required to maintain average reserve balances with the Federal Reserve Bank. In prior years, 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 both December 31, 2010 and 2009, the Bank's qualifying balance with the Federal Reserve Bank was $25,000 consisting of vault cash and balances.

15. Supplemental Cash Flow Disclosures

	Years Ended December 31,		
(In thousands)	2010	2009	2008
Cash paid during the period for:			
Interest	$ 4,742	$ 7,599	$ 16,193
Income Taxes	3,251	465	2,219
Noncash investing activities:			
Loans transferred to foreclosed property	14,212	19,986	28,543
Loans settled in purchased of partnership	988	0	0
Dividends declared not paid	0	0	5
Net cash and equivalents acquired in merger	--	--	6,373

16. Common Stock Dividend

The Company declared one-percent (1%) common stock dividends during each of the four quarters ended December 31, 2010, September 30, 2010, June 30, 2010, and March 31, 2010. All 1% stock dividends were considered "small stock dividends" resulting in a transfer between retained earnings and common stock an amount equal to the number of shares issued in the stock dividend multiplied by the stock's closing price at the date of declaration. Other than for earnings-per-share calculations, shares issued for the stock dividend have been treated prospectively for financial reporting purposes. For purposes of earnings per share calculations, the Company's weighted average shares outstanding and potentially dilutive shares used in the computation of earnings per share have been restated after giving retroactive effect to a 1% stock dividend to shareholders for all periods presented.

On December 21, 2010, the Company's Board of Directors declared a one-percent (1%) stock dividend on the Company's outstanding common stock. Based upon the number of outstanding common shares on the record date of January 7, 2011, an additional 128,751 shares were issued to shareholders on January 19, 2011. Approximately $483,000 was transferred from retained earnings to common stock based upon the $3.75 closing price of the Company's common stock on the declaration date of December 21, 2009. There were no fractional shares paid.

On September 28, 2010, the Company's Board of Directors declared a one-percent (1%) stock dividend on the Company's outstanding common stock. Based upon the number of outstanding common shares on the record date of October 8, 2010, an additional 127,470 shares were issued to shareholders on October 20, 2010. Approximately

$572,000 was transferred from retained earnings to common stock based upon the $4.49 closing price of the Company's common stock on the declaration date of September 28, 2010. There were no fractional shares paid.

On June 22, 2010, the Company's Board of Directors declared a one-percent (1%) stock dividend on the Company's outstanding common stock. Based upon the number of outstanding common shares on the record date of July 9, 2010, an additional 126,214 shares were issued to shareholders on July 21, 2010. Approximately $543,000 was transferred from retained earnings to common stock based upon the $4.30 closing price of the Company's common stock on the declaration date of June 22, 2010. There were no fractional shares paid.

On March 23, 2010, the Company's Board of Directors declared a one-percent (1%) stock dividend on the Company's outstanding common stock. Based upon the number of outstanding common shares on the record date of April 9, 2010, an additional 124,965 shares were issued to shareholders on April 21, 2010. Approximately $655,000 was transferred from retained earnings to common stock based upon the $5.24 closing price of the Company's common stock on the declaration date of March 23, 2010. There were no fractional shares paid.

The Company declared four one-percent (1%) stock dividends during 2009; one during the fourth quarter on December 15, 2009, and one during the third quarter on September 22, 2009, one during the second quarter on June 23, 2009 and, one during the first quarter on March 24, 2009. As with those declared in 2010, these were considered "small stock dividends."

17. Net (Loss) Income Per 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. (Weighted average shares have been adjusted to give retroactive recognition for the 1% stock dividend for each of the quarters since the third quarter ended September 30, 2008):

(In thousands, except earnings per share data)	Years Ended December 31, 2010	2009	2008
Net (loss) income available to common shareholders	$ (4,439)	$ (4,537)	$ 4,070
Weighted average shares outstanding	13,004	13,004	13,047
Add: dilutive effect of stock options	0	0	4
Weighted average shares outstanding adjusted for potential dilution	13,004	13,004	13,051
Basic (loss) earnings per share	$ (0.34)	$ (0.35)	$ 0.31
Diluted (loss) earnings per share	$ (0.34)	$ (0.35)	$ 0.31
Anti-dilutive shares excluded from earnings per share calculation	210	190	122

18. Other Comprehensive (Loss) Income

The following table provides a reconciliation of the amounts included in comprehensive income:

(In thousands)	Years Ended December 31 2010	2009	2008
Unrealized (loss) gain on available-for-sale securities:			
Unrealized (loss) gain on sale securities – net of income tax (benefit) of $1,367, $542 and ($1,900)	$ 2,051	$ 813	$ (2,850)
Less: Reclassification adjustment for loss (gain) on sale ofavailable-for-sale securities included in net income -net of income tax (benefit) of ($27), $15, and ($10)	(41)	22	(15)
Net unrealized (loss) gain on available-for-sale securities - net income tax (benefit) of ($1,340), $557, and ($1,190)	$ 2,010	$ 835	$ (2,865)

Unrealized loss on interest rate swaps:						
Unrealized losses arising during period – net of income taxbenefit of $0, $0, and $1	$	(0)	$	(0)	$	(3)
Less: reclassification adjustments to interest income		0		0		5
Net change in unrealized loss on interest rate swaps - net of income tax $0, $0, and $1	$	0	$	0	$	2
Previously unrecognized past service costs of employee benefit plans - net tax (benefit) of ($108), ($116), and $62	$	(163)	$	(165)	$	93
Total other comprehensive income (loss)	$	1,847	$	670	$	2,770

19. Investment in Bank Stock

During December 2007, the Company purchased 33,854 common shares of Northern California Bancorp, Inc. (NRLB) in a privately negotiated transaction for a price of $11.50 per share or approximately $389,000. This purchase equals approximately 1.9% of NRLB's outstanding stock and is accounted for as a marketable equity investment by the Company with changes in fair value recorded through other comprehensive (loss) income. NRLB is the holding company of Monterey County Bank. During the first quarter of 2008, the Company purchased an additional 6,517 shares at average price of $11.00 per share bringing the total shares owned to 40,371 at a total carrying value of $444,000. At December 31, 2007, the Company recorded a loss in its equity investment in NRLB of $17,000 based on a quoted market price of $11.00 per share at that date.

The equity position in NRLB stock is accounted for as available-for-sale-securities ("AFS") under the guidelines of ASC Topic 320, "Investments – Debt and Equity Instruments.". As with other debt and equity securities, the investment in NRLB stock is reviewed for other-than-temporary impairment.

The Company reviewed the investment in NRLB stock for other-than-temporary impairment during the fourth quarter of 2010 and determined the continued economic and internal factors contributing to the decline in the price of NRLB's stock were other than temporary. Based upon a price of $2.20 per share at December 31, 2010, the investment in NRLB stock was written down to the stock's current market price resulting in a pretax impairment loss of $355,000. The impairment loss is reflected in noninterest expense for the quarter and year ended December 31, 2010. The Company will continue to review its investment in NRLB stock on an ongoing basis as the economy recovers to determine whether the investment in NRLB stock is other-than-temporarily impaired.

20. Common Stock Repurchase Plan

On May 16, 2007, the Company's Board of Directors approved a plan to repurchase, as conditions warrant, up to 610,000 shares of the Company's common stock on the open market or in privately negotiated transactions. The repurchase plan represents approximately 5.00% of the Company's currently outstanding common stock. The duration of the program is open-ended and the timing of purchases will depend on market conditions. Concurrent with the approval of the new repurchase plan, the Company canceled the remaining 75,733 shares available under the previous 2004 repurchase plan.

During the year ended December 31, 2008, 89,001 shares were repurchased at a total cost of $1.2 million and an average per share price of $13.70. During the year ended December 31, 2009, 488 shares were repurchased at a total cost of $3,700 and an average per share price of $7.50.

As a condition of the Written Agreement entered into with the Federal Reserve Bank of San Francisco (FRB) on May 23, 2010, and the Order entered into with the California Department of Financial Institutions (DFI) on May 17, 2010, the Company may not repurchase any of its common stock without prior approval of the FRB and the DFI. The Company did not repurchase any common shares during the year ended December 31, 2010.

21. Goodwill and Intangible Assets

At December 31, 2010 the Company had $6.0 million of goodwill, $966,000 of core deposit intangibles, and $243,000 of 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 December 31, 2010 and 2009.

(in 000's)	December 31, 2010	December 31, 2009
Goodwill	$ 5,977	$ 7,391
Core deposit intangible assets	966	1,585
Other intangible assets	243	449
Total goodwill and intangible assets	$ 7,186	$ 9,425

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Core deposit intangibles and other identified intangible assets are amortized over their useful lives, while goodwill is not amortized. The Company conducts periodic impairment analysis on goodwill and intangible assets and goodwill at least annually or more often as conditions require. The following table summarizes the amortization expense and impairment losses recorded on the Company's intangible assets and goodwill for the years ended December 2010, 2009, and 2008.

(in 000's)	2010	2009	2008
Amortization expense - core deposit intangibles	$ 563	$ 636	$ 710
Amortization expense - other intangibles	206	249	262
Total amortization expense	$ 769	$ 885	$ 972
Impairment losses - core deposit intangibles	$ 57	$ 56	$ 624
Impairment losses - other intangible assets	0	25	24
Impairment losses - goodwill	1,414	3,026	0
Total impairment losses	$ 1,471	$ 3,107	$ 648

Goodwill: The largest component of goodwill is related to the Legacy merger (Campbell reporting unit) completed during February 2007 and totaled approximately $4.4 million at December 31, 2010. The Company conducted its annual impairment testing of the goodwill related to the Campbell reporting unit effective March 31, 2010. Impairment testing for goodwill is a two-step process.

The first step in impairment testing is to identify potential impairment, which involves determining and comparing the fair value of the operating unit with its carrying value. If the fair value of the operating unit exceeds its carrying value, goodwill is not impaired. If the carrying value exceeds fair value, there is an indication of possible impairment and the second step is performed to determine the amount of the impairment, if any. The fair value determined in the step one testing was determined based on a discounted cash flow methodology using estimated market discount rates and projections of future cash flows for the Campbell operating unit. In addition to projected cash flows, the Company also utilized other market metrics including industry multiples of earnings and price-to-book ratios to estimate what a market participant would pay for the operating unit in the current business environment. Determining the fair value involves a significant amount of judgment, including estimates of changes in revenue growth, changes is discount rates, competitive forces within the industry, and other specific industry and market valuation conditions. The 2010 impairment analysis was impacted by to a large degree by the current economic environment, including significant declines in interest rates, and depressed valuations within the financial industry. Based on the results of step one of the impairment analysis conducted during the first quarter of 2010, the Company concluded that the potential for goodwill impairment existed and, therefore, step-two testing was required to determine if there was goodwill impairment and the amount of goodwill that might be impaired, if any.

During the second quarter of 2010, the Company utilized the services of an independent valuation firm to assist in determining the fair value of the Campbell operating unit under step-two guidelines and whether there was goodwill impairment. The second step in impairment analysis compares the fair value of the Campbell operating unit to the aggregate fair values of its individual assets, liabilities and identified intangibles. As a result of step-two impairment testing, the Company concluded that the goodwill related to the Campbell operating unit was impaired, and recognized a pre-tax and after-tax impairment loss of $1,414,000 at June 30, 2010. Because the Legacy merger was a tax-free transaction, the Bank receives no benefit for the loss recorded during 2010.

As a result of impairment testing conducted during 2009, the Company recognized a pre-tax and after-tax impairment loss of $3,026,000 at June 30, 2009. As with the 2010 impairment loss, the Bank received no tax benefit for the loss recorded during 2009 because the Legacy merger was a tax-free transaction.

Core Deposit Intangibles: During the first quarter of 2010, the Company performed an annual impairment analysis of the core deposit intangible assets associated with the Legacy Bank merger completed during February 2007 (Campbell operating unit). The core deposit intangible asset, which totaled $3.0 million at the time of merger, is being amortized over an estimated life of approximately seven years. The Company recognized $376,000 and $450,000 in amortization expense related to the Legacy operating unit during the years ended December 31, 2010 and 2009, respectively. At December 31, 2010, the carrying value of the core deposit intangible related to the Legacy Bank merger was $344,000.

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

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

As a result of impairment testing of core deposit intangible assets related to the Campbell operating unit conducted during the first quarter of 2008, the Company recorded a pre-tax impairment loss of $624,000 ($364,000, net of tax) reflected as a component of noninterest expense for the year ended December 31, 2008.

Other Intangible Assets: During November 2007, the Company purchased the recurring contractual revenue stream and certain fixed assets from ICG Financial, LLC. Additionally, the Company hired all but one of the former employees of ICG Financial, LLC and its subsidiaries. The total purchase price was $414,000 including $378,000 for the recurring revenue stream and $36,000 for the fixed assets. As a department of the Bank, USB Financial Services provides wealth management, employee benefit, insurance and loan products, as well as consulting services for a variety of clients, utilizing employees hired from ICG Financial LLC. The original capitalized cost of $378,000 for the recurring revenue stream was amortized over a period of approximately three years, and was fully amortized at December 31, 2010. During the fourth quarter of 2008, the Company determined that the purchased intangible asset associated with recurring contractual revenue stream was impaired. As a result the Company recognized a $24,000 impairment loss on the purchased intangible asset, reducing the carrying value of the intangible asset to $206,000 at December 31, 2008. The Company performed an impairment analysis during the fourth quarter of 2009, and determined that the recurring contractual revenue stream was further impaired, resulting in an impairment loss of $25,000 bringing the carrying value of the intangible asset to $69,000 at December 31, 2009. The Company did not recognize any impairment loss during 2010 related to the purchased intangible asset.

22. Parent Company Only Financial Statements

The following are the condensed financial statements of United Security Bancshares and should be read in conjunction with the consolidated financial statements:

United Security Bancshares – (parent only)

Balance Sheets - December 31, 2010 and 2009

(In thousands)		2010		2009
Assets				
Cash and equivalents	$	41	$	20
Investment in bank subsidiary		85,054		87,500
Investment in nonbank entity		0		0
Investment in bank stock		89		143
Other assets		1,018		832
Total assets	$	86,202	$	88,495
Liabilities & Shareholders' Equity				
Liabilities:				
Junior subordinated debt securities (at fair value)	$	10,646	$	10,716
Accrued interest payable		0		0
Deferred taxes		2,166		1,916
Other liabilities		120		42
Total liabilities		12,932		12,674
Shareholders' Equity:				
Common stock, no par value 20,000,000 shares authorized, 13,003,840 and 12,496,499 issued and outstanding, in 2010 and 2009		39,869		37,575
Retained earnings		33,807		40,499
Accumulated other comprehensive loss		(406)		(2,253)
Total shareholders' equity		73,270		75,821
Total liabilities and shareholders' equity	$	86,202	$	88,495

United Security Bancshares – (parent only) Income Statements (In thousands)	Years Ended December 31, 2010	2009	2008
Income			
Dividends from subsidiaries	$0	$200	$4,250
Gain on fair value option of financial assets	316	1,145	1,363
Other income	0	0	10
Total income	316	1,345	5,623
Expense			
Interest expense	251	331	734
Other expense	547	340	401
Total expense	798	671	1,135
(Loss) income before taxes and equity in undistributed income of subsidiary	(482)	674	4,488
Income tax (benefit) expense	(198)	188	108
Deficit in undistributed income of subsidiary	(4,155)	(5,023)	(310)
Net (Loss) Income	$(4,439)	$(4,537)	$4,070

United Security Bancshares – (parent only) Statement of Cash Flows (In thousands)	Years Ended December 31, 2010	2009	2008
Cash Flows From Operating Activities			
Net (loss) income	$(4,439)	$(4,537)	$4,070
Adjustments to reconcile net (loss) income to cash provided by operating activities:			
Deficit (equity) in undistributed income of subsidiary	4,155	5,023	310
Deferred taxes	130	471	567
Write-down of other investments	355	0	23
Gain on fair value option of financial liability	(316)	(1,145)	(1,363)
Amortization of issuance costs	0	0	0
Net change in other liabilities	61	(268)	(15)
Net cash (used in) provided by operating activities	(54)	(456)	3,592
Cash Flows From Investing Activities			
Investment in bank stock	0	0	(72)
Proceeds from sale of investment in title company	0	99	0
Net cash provided by (used in) investing activities	0	99	(72)
Cash Flows From Financing Activities			
Proceeds from stock options exercised	0	0	70
Proceeds from note payable	75	0	0
Repurchase and retirement of common stock	0	31	(1,220)
Payment of dividends on common stock	0	(11)	(4,559)
Net cash provided by (used in) financing activities	75	20	(5,709)
Net increase (decrease) in cash and cash equivalents	21	(337)	(2,189)

Cash and cash equivalents at beginning of year	20	357	2,546
Cash and cash equivalents at end of year	$41	$20	$357
Supplemental cash flow disclosures			
Noncash financing activities:			
Dividends declared not paid	$0	$0	$5

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23. Subsequent Events

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

Item 9 - Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

CONCLUSION REGARDING THE EFFECTIVENESS OF DISCLOSURE CONTROLS AND PROCEDURES

As of the end of the period covered by this report, the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Chief Executive Officer and the Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures, as defined in the Securities and Exchange Act Rule 13(a)-15(e). Based on that evaluation and the identification of the material weaknesses in the Company's internal control over financial reporting above under the caption "Management's Report on Internal Control Over Financial Reporting" in Item 8 of this report ," the Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures were not effective at December 31, 2010 to ensure that information required to be disclosed in its reports that the Company files or submits to the Securities and Exchange Commission under the Exchange Act is recorded, processed, summarized and reported on a timely basis. In light of these material weaknesses, in preparing the Company's Consolidated Financial Statements included in this report, the Company performed a thorough review of the determination of completeness and accuracy of the allowance for credit losses, the provision for loan losses, and valuation of OREO properties to ensure that the Company's Consolidated Financial Statements included in this report have been prepared in accordance with U.S. GAAP. The Company's Chief Executive Officer and Chief Financial Officer have certified that, based on their knowledge, the Company's Consolidated Financial Statements included in this report fairly present in all material respects the Company's financial condition, results of operations and cash flows for the periods presented in this report.

Pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, the Company has included a report of management's assessment of the design and operating effectiveness of its internal controls as part of this report.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

During the quarter ended December 31, 2010, the Company identified a material weakness related to the allowance for loan losses and the completeness and accuracy of the provision for loan losses, as well as to the valuation of OREO properties. While management had identified the material weakness in the fourth quarter of 2010, there were no changes in the Company's internal control over financial reporting that occurred during the fourth quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting. We believe that the deficiencies related to the accounting for impaired loans and for OREO valuations are the result of insufficient levels of appropriately qualified and trained personnel in our financial reporting processes due to the loss of key personnel and inability to replace qualified personnel during the year-end closing process which coincided with the Company's annual safety and soundness examination by its regulators. This, combined with several updated appraisals reflecting significantly lower valuations, led to additional material adjustments in the provision for loan losses and the allowance for loan losses, and in the allowance for OREO impairment.

Specifically the Company did not:

- Effectively have an adequate number of qualified and trained personnel in our credit administration to sufficiently identify problem loans on a timely basis, and provide an appropriate level of allowance for loan and lease losses.

- Effectively have an adequate number of qualified and trained personnel in our credit administration and accounting departments to sufficiently evaluate OREO properties for impairment on a timely basis.

The material weakness contributed to a material change in the provision for loan losses and the allowance for loan losses, as well as impairment losses for OREO, reflected in our earnings reported as of December 31, 2010.

REMEDIATION OF MATERIAL WEAKNESS

The Company determined the following preliminary steps were necessary to address the aforementioned material weaknesses, including:

1) Training of lending and credit personnel to ensure that loans are appropriately classified and that problem loans are identified and communicated to credit administration on a timely basis;

2) Training of lending and credit personnel to ensure that impaired loans are measured in accordance basic accounting guidance ASC 310, Receivables;

3) Training of lending and credit personnel to ensure that OREO valuations are measured in accordance basic accounting guidance ASC 310, Receivables;

4) Hiring additional qualified staff to assist in the review and analysis of impaired loans and OREO.

5) Ensuring via review by qualified senior management that management's assessment of loans requiring impairment analysis and OREO valuations in accordance with ASC 310 is supported by comprehensive documentation;

6) Ensuring that the methodology and inputs related to impaired loan analysis and OREO valuation are reviewed and validated by an independent and qualified third-party reviewer.

7) Documenting of processes and procedures, along with appropriate training, to ensure that the accounting policies, conform to GAAP and are consistently applied prospectively.

We began to execute the remediation plans identified above in the first quarter of 2011 and are continuing into the second quarter of 2011. Management anticipates that these remedial actions will strengthen the Company's internal control over financial reporting and will, over time, address the material weakness that was identified as of December 31, 2010. Because some of these remedial actions will take place on a quarterly basis, their successful implementation will continue to be evaluated before management is able to conclude that the material weakness has been remediated. The Company cannot provide any assurance that these remediation efforts will be successful or that the Company's internal control over financial reporting will be effective as a result of these efforts.

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

Item 9B. Other Information

None

PART III

Item 10 – Directors, Executive Officers, and Corporate Governance

Pursuant to Instruction G, the information required by this item is hereby incorporated herein by reference from the captions entitled "Election of Directors and Executive Officers" and “Corporate Governance Principles and Board Matters” set forth in the Company's definitive Proxy Statement for its 2011 Annual Meeting of Shareholders ("Proxy Statement").

Item 11 - Executive Compensation

Pursuant to Instruction G, the information required by this item is hereby incorporated herein by reference from the captions entitled "Executive Compensation" and “Director Compensation” set forth in the Company's definitive Proxy Statement for its 2011 Annual Meeting of Shareholders ("Proxy Statement").

Item 12 - Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Pursuant to Instruction G, the information required by this item is hereby incorporated herein by reference from the caption entitled "Shareholdings of Certain Beneficial Owners and Management" set forth in the Company's definitive Proxy Statement for its 2011 Annual Meeting of Shareholders ("Proxy Statement").

Item 13 - Certain Relationships and Related Transactions, and Director Independence

Pursuant to Instruction G, the information required by this item is hereby incorporated herein by reference from the captions entitled "Certain Transactions" and “Corporate Governance Principles” set forth in the Company's definitive Proxy Statement for its 2011 Annual Meeting of Shareholders ("Proxy Statement").

Item 14. Principal Accounting Fees and Services

Pursuant to Instruction G, the information required by this item is hereby incorporated herein by reference from the caption entitled "Independent Accountant Fees and Services" set forth in the Company's definitive Proxy Statement for its 2011 Annual Meeting of Shareholders ("Proxy Statement").

PART IV

Item 15 – Exhibits and Financial Statement Schedules

(a)(1) Financial Statements

The Consolidated Financial Statements and related documents set forth in “Item 8. Financial Statements and Supplementary Data” of this report are filed as part of this report.

(a)(2) Financial Statement Schedules

All financial statement schedules are omitted because they are not applicable or not required or because the information is included in the financial statements or notes thereto or is not material.

(a)(3) Exhibits

3.1	Articles of Incorporation of Registrant (1)
3.2	Bylaws of Registrant (1)
4.1	Specimen common stock certificate of United Security Bancshares (1)
10.1	Amended and Restated Executive Salary Continuation Agreement for Dennis Woods (4)
10.2	Amended and Restated Employment Agreement for Dennis R. Woods (4)
10.3	Amended and Restated Executive Salary Continuation Agreement for Kenneth Donahue (4)
10.4	Amended and Restated Change in Control Agreement for Kenneth Donahue (4)
10.5	Amended and Restated Executive Salary Continuation Agreement for David Eytcheson (4)
10.6	Amended and Restated Change in Control Agreement for David Eytcheson (4)
10.7	Amended and Restated Executive Salary Continuation Agreement for Rhodlee Braa (4)
10.8	Amended and Restated Change in Control Agreement for Rhodlee Braa (4)
10.9	Amended and Restated Executive Salary Continuation Agreement for William F. Scarborough (4)
10.10	Amended and Restated Change in Control Agreement for William F. Scarborough (4)
10.11	USB 2005 Stock Option Plan. Filed as Exhibit B to the Company's 2005 Schedule 14A Definitive Proxy filed April 18, 2005 and incorporated herein by reference.
10.12	Stock Option Agreement for William F. Scarborough dated August 1, 2005 (2)
10.13	Stock Option Agreement for Dennis R. Woods dated February 6, 2006 (3)

10.14 Written Agreement between United Security Bancshares, United Security Bank, and the Federal Reserve Bank of San Francisco dated March 23, 2010 (5)

10.15 Stock Option Agreement for Richard B. Shupe dated February 7, 2010

11.1 Computation of earnings per share.

See Note 19 to Consolidated Financial Statements and related documents set forth in "Item 8. Financial Statements and Supplementary Data" of this report are filed as part of this report.

21 Subsidiaries of the Company

23.1 Consent of Moss Adams LLP, Independent Registered Public Accounting Firm

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

(1) Previously filed on April 4, 2001 as an exhibit to the Company's filing on Form S-4 (file number 333-58256).
(2) Previously filed on March 15, 2006 as an exhibit to the Company's filing on Form 10-K for the year ended December 31, 2006 (file number 000-32987).
(3) Previously filed on November 7, 2006 as an exhibit to the Company's filing on Form 10-Q/A for the period ended March 31, 2006 (file number 000-32987).
(4) Previously filed on March 17, 2007 as an exhibit to the Company's filing on Form 10-K for the year ended December 31, 2007 (file number 000-32987).
(5) Previously filed on March 25, 2010 as an exhibit to the Company's filing on Form 8-K (file number 000-32987).

(b) Exhibits filed:

See Exhibit Index under Item 15(a)(3) above for the list of exhibits required to be filed by Item 601 of regulation S-K with this report.

(c) Financial statement schedules filed:

See Item 15(a)(2) above.

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report on Form 10-K for the year ended December 31, 2010 to be signed on its behalf by the undersigned thereunto duly authorized, in Fresno, California, on the 30th day of March, 2011

United Security Bancshares

March 31, 2011	/s/ Dennis R. Woods Dennis R. Woods President and Chief Executive Officer
March 31, 2011	/s/ Richard B. Shupe Richard B. Shupe Senior Vice President and Chief Financial Officer

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities on the date indicated:

Date:	3/31/2011	/s/ Robert G. Bitter Director
Date:	3/31/2011	/s/ Stanley J. Cavalla Director
Date:	3/31/2011	/s/ Tom Ellithorpe Director
Date:	3/31/2011	/s/ R. Todd Henry Director
Date:	3/31/2011	/s/ Ronnie D. Miller Director
Date:	3/31/2011	/s/ Robert M. Mochizuki Director
Date:	3/31/2011	/s/ Walter Reinhard Director
Date:	3/31/2011	/s/ John Terzian Director
Date:	3/31/2011	/s/ Mike Woolf Director