

UNITED SECURITY BANCSHARES  
Form 10-Q  
August 08, 2008

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

**FORM 10-Q**

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2008.

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

Commission file number: 000-32987

**UNITED SECURITY BANCSHARES**

(Exact name of registrant as specified in its charter)

CALIFORNIA  
(State or other jurisdiction of  
incorporation or organization)

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

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

93721  
(Zip Code)

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

Indicate by check mark whether the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing for the past 90 days.

Yes  No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act).

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

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

Aggregate market value of the Common Stock held by non-affiliates as of the last business day of the registrant's most recently completed second fiscal quarter - June 30, 2008: \$121,168,727

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

Common Stock, no par value

(Title of Class)

Shares outstanding as of July 31, 2008: 11,798,089

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**PART I. Financial Information****United Security Bancshares and Subsidiaries  
Consolidated Balance Sheets – (unaudited)  
June 30, 2008 and December 31, 2007**

<i>(in thousands except shares)</i>	June 30, 2008	December 31, 2007
<b>Assets</b>		
Cash and due from banks	\$ 23,429	\$ 25,300
Federal funds sold	0	0
Cash and cash equivalents	23,429	25,300
Interest-bearing deposits in other banks	6,770	2,909
Investment securities available for sale (at fair value)	98,260	89,415
Loans and leases	589,104	598,220
Unearned fees	(1,448)	(1,739)
Allowance for credit losses	(11,223)	(10,901)
Net loans	576,433	585,580
Accrued interest receivable	2,817	3,658
Premises and equipment – net	14,942	15,574
Other real estate owned	7,514	6,666
Intangible assets	3,462	4,621
Goodwill	10,417	10,417
Cash surrender value of life insurance	14,178	13,852
Investment in limited partnership	2,918	3,134
Deferred income taxes	5,025	4,301
Other assets	6,696	6,288
<b>Total assets</b>	<b>\$ 772,861</b>	<b>\$ 771,715</b>
<b>Liabilities &amp; Shareholders' Equity</b>		
<b>Liabilities</b>		
Deposits		
Noninterest bearing	\$ 134,663	\$ 139,066
Interest bearing	424,009	495,551
Total deposits	558,672	634,617
Federal funds purchased	82,640	22,280
Other borrowings	28,000	10,000
Accrued interest payable	1,097	1,903
Accounts payable and other liabilities	8,027	7,143
Junior subordinated debentures (at fair value)	12,741	13,341
Total liabilities	691,177	689,284
<b>Shareholders' Equity</b>		
Common stock, no par value		
20,000,000 shares authorized, 11,798,992 and 11,855,192 issued and outstanding, in 2008 and 2007, respectively	31,740	32,587
Retained earnings	51,495	49,997
Accumulated other comprehensive loss	(1,551)	(153)
Total shareholders' equity	81,684	82,431
<b>Total liabilities and shareholders' equity</b>	<b>\$ 772,861</b>	<b>\$ 771,715</b>

See notes to consolidated financial statements

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

<i>(In thousands except shares and EPS)</i>	Quarter Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
<b>Interest Income:</b>				
Loans, including fees	\$ 10,083	\$ 12,809	\$ 21,435	\$ 25,909
Investment securities – AFS – taxable	1,282	1,000	2,600	1,933
Investment securities – AFS – nontaxable	15	27	39	54
Federal funds sold	1	49	17	145
Interest on deposits in other banks	50	77	84	157
<b>Total interest income</b>	<b>11,431</b>	<b>13,962</b>	<b>24,175</b>	<b>28,198</b>
<b>Interest Expense:</b>				
Interest on deposits	3,020	4,531	7,221	8,588
Interest on other borrowings	682	595	1,240	1,041
<b>Total interest expense</b>	<b>3,702</b>	<b>5,126</b>	<b>8,461</b>	<b>9,629</b>
<b>Net Interest Income Before Provision for Credit Losses</b>				
<b>Provision for Credit Losses</b>	<b>7,729</b>	<b>8,836</b>	<b>15,714</b>	<b>18,569</b>
<b>Provision for Credit Losses</b>	<b>548</b>	<b>208</b>	<b>813</b>	<b>410</b>
<b>Net Interest Income</b>	<b>7,181</b>	<b>8,628</b>	<b>14,901</b>	<b>18,159</b>
<b>Noninterest Income:</b>				
Customer service fees	1,272	1,176	2,469	2,312
Gain on redemption of securities	0	0	24	0
Gain on sale of other real estate owned	67	11	67	23
Gain on proceeds from bank-owned life insurance	0	219	0	219
Gain on swap ineffectiveness	0	33	9	32
(Loss) gain on fair value of financial liability	(39)	113	501	113
Shared appreciation income	33	18	143	24
Other	388	384	841	812
<b>Total noninterest income</b>	<b>1,721</b>	<b>1,954</b>	<b>4,054</b>	<b>3,535</b>
<b>Noninterest Expense:</b>				
Salaries and employee benefits	2,903	2,795	5,745	5,482
Occupancy expense	996	917	1,960	1,740
Data processing	69	99	149	236
Professional fees	408	333	717	766
Director fees	67	72	131	128
Amortization of intangibles	257	278	535	462
Correspondent bank service charges	96	129	226	205
Impairment loss on core deposit intangible	0	0	624	0
Loss on California tax credit partnership	108	116	216	217
Write-down on OREO	31	0	31	0
OREO expense	48	33	80	75
Other	661	745	1,346	1,406

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Total noninterest expense	5,644	5,517	11,760	10,717
<b>Income Before Taxes on Income</b>	<b>3,258</b>	<b>5,065</b>	<b>7,195</b>	<b>10,977</b>
<b>Provision for Taxes on Income</b>	<b>1,188</b>	<b>1,757</b>	<b>2,625</b>	<b>4,066</b>
<b>Net Income</b>	<b>\$ 2,070</b>	<b>\$ 3,308</b>	<b>\$ 4,570</b>	<b>\$ 6,911</b>
<b>Other comprehensive (loss) income, net of tax:</b>				
Unrealized (loss) gain on available for sale securities, interest rate swap, and past service costs of employee benefit plans - net income (benefit) tax of \$(780), \$(156), \$(932) and \$50	(1,171)	(262)	(1,398)	75
<b>Comprehensive Income</b>	<b>\$ 899</b>	<b>\$ 3,046</b>	<b>\$ 3,172</b>	<b>\$ 6,986</b>
<b>Net Income per common share</b>				
Basic	\$ 0.18	\$ 0.27	\$ 0.39	\$ 0.58
Diluted	\$ 0.18	\$ 0.27	\$ 0.39	\$ 0.57
<b>Shares on which net income per common shares were based</b>				
Basic	11,818,665	12,078,030	11,832,296	12,012,675
Diluted	11,821,658	12,135,006	11,836,368	12,068,897

See notes to consolidated financial statements

**United Security Bancshares and Subsidiaries**  
**Consolidated Statements of Changes in Shareholders' Equity**  
**Periods Ended June 30, 2008**

	Common stock Number	Common stock Amount	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
<i>(In thousands except shares)</i>	of Shares				
<b>Balance January 1, 2007</b>	11,301,113	\$ 20,448	\$ 46,884	\$ (1,290)	\$ 66,042
Director/Employee stock options exercised	90,000	510			510
Net changes in unrealized loss on available for sale securities (net of income tax benefit of \$39)				(58)	(58)
Net changes in unrealized loss on interest rate swaps (net of income tax of \$61)				91	91
Net changes in unrecognized past service					
Cost on employee benefit plans (net of income tax of \$28)				42	42
Dividends on common stock (\$0.25 per share)			(3,034)		(3,034)
Repurchase and cancellation of common shares	(424,161)	(8,622)			(8,622)
Issuance of shares for business combination	976,411	21,537			21,536
Stock-based compensation expense		93			93
Cumulative effect of adoption of SFAS No. 159 (net income tax benefit of \$613)			(845)		(845)
Cumulative effect of adoption of FIN48			(1,298)		(1,298)
Net Income			6,911		6,911
<b>Balance June 30, 2007 (Unaudited)</b>	11,943,363	33,966	48,618	(1,215)	81,369
Net changes in unrealized loss on available for sale securities (net of income tax of \$644)				966	966
Net changes in unrealized loss on interest rate swaps (net of income tax of \$36)				54	54
Net changes in unrecognized past service					
Cost on employee benefit plans (net of income tax of \$14)				42	42
Dividends on common stock (\$0.25 per share)			(2,967)		(2,967)
	(88,171)	(1,472)			(1,472)

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Repurchase and cancellation of common shares					
Stock-based compensation expense		93			93
Net Income			4,346		4,346
<b>Balance December 31, 2007</b>	11,855,192	32,587	49,997	(153)	82,431
Director/Employee stock options exercised	8,000	70			70
Net changes in unrealized loss on available for sale securities (net of income tax benefit of \$962)				(1,443)	(1,443)
Net changes in unrealized loss on interest rate swaps (net of income tax of \$1)				2	2
Net changes in unrecognized past service					
Cost on employee benefit plans (net of income tax of \$29)				43	43
Dividends on common stock (\$0.26 per share)			(3,072)		(3,072)
Repurchase and cancellation of common shares	(64,200)	(978)			(978)
Stock-based compensation expense		61			61
Net Income			4,570		4,570
<b>Balance June 30, 2008 (Unaudited)</b>	11,798,992 \$	31,740 \$	51,495 \$	(1,551)\$	81,684

See notes to consolidated financial statements

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

<i>(In thousands)</i>	Six Months Ended June 30,	
	2008	2007
<b>Cash Flows From Operating Activities:</b>		
Net income	\$ 4,570	\$ 6,911
Adjustments to reconcile net income to cash provided by operating activities:		
Provision for credit losses	813	410
Depreciation and amortization	1,382	1,266
Amortization of investment securities	(73)	(62)
Gain on redemption of securities	(24)	0
Decrease in accrued interest receivable	840	111
Decrease in accrued interest payable	(806)	(67)
(Decrease) increase in unearned fees	(291)	3
Increase in income taxes payable	2,025	342
Stock-based compensation expense	61	93
Decrease in accounts payable and accrued liabilities	(846)	(1,217)
Gain on sale of other real estate owned	(67)	(23)
Write-down of other real estate owned	31	0
Impairment loss on core deposit intangible	624	0
Gain on swap ineffectiveness	(9)	(32)
Income from life insurance proceeds	0	(219)
Increase in surrender value of life insurance	(327)	(101)
Gain on fair value option of financial liabilities	(501)	(113)
Loss on tax credit limited partnership interest	216	217
Net (increase) decrease in other assets	(377)	537
Net cash provided by operating activities	7,241	8,056
<b>Cash Flows From Investing Activities:</b>		
Net increase in interest-bearing deposits with banks	(3,861)	(17)
Purchases of available-for-sale securities	(41,000)	(19,178)
Maturities and calls of available-for-sale securities	29,979	18,287
Net purchase of correspondent bank stock	0	255
Investments in limited partnerships	(17)	0
Investment in other bank stock	(72)	0
Net decrease (increase) in loans	5,888	(26,030)
Cash and equivalents received in bank acquisition	0	6,373
Proceeds from sales of foreclosed assets	52	14
Proceeds from settlement of other real estate owned	1,710	23
Capital expenditures for premises and equipment	(277)	(745)
Net cash used in investing activities	(7,598)	(21,018)
<b>Cash Flows From Financing Activities:</b>		
Net increase (decrease) in demand deposit and savings accounts	24,409	(57,132)
Net (decrease) increase in certificates of deposit	(100,354)	41,592
Net increase in federal funds purchased	60,360	13,060
Net increase in FHLB term borrowings	18,000	10,000

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Proceeds from Director/Employee stock options exercised	70	510
Repurchase and retirement of common stock	(978)	(8,622)
Payment of dividends on common stock	(3,021)	(2,948)
Net cash used in financing activities	(1,514)	(3,540)
<b>Net decrease in cash and cash equivalents</b>	<b>(1,871)</b>	<b>(16,502)</b>
<b>Cash and cash equivalents at beginning of period</b>	<b>25,300</b>	<b>43,068</b>
<b>Cash and cash equivalents at end of period</b>	<b>\$ 23,429</b>	<b>\$ 26,566</b>

See notes to consolidated financial statements

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

**1. Organization and Summary of Significant Accounting and Reporting Policies**

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

These unaudited financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information on a basis consistent with the accounting policies reflected in the audited financial statements of the Company included in its 2007 Annual Report on Form 10-K. These interim financial statements do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of a normal recurring, nature) considered necessary for a fair presentation have been included. Operating results for the interim periods presented are not necessarily indicative of the results that may be expected for any other interim period or for the year as a whole. Certain reclassifications have been made to the 2007 financial statements to conform to the classifications used in 2008. None of these reclassifications were material.

**New Accounting Standards:**

In September 2006, the Emerging Issues Task Force (EITF) reached a final consensus on Issue No. 06-4 (EITF 06-4), *"Accounting for Deferred Compensation and Postretirement Benefit Aspects of Endorsement Split-Dollar Life Insurance Arrangements."* EITF 06-4 requires employers to recognize a liability for future benefits provided through endorsement split-dollar life insurance arrangements that extend into postretirement periods in accordance with SFAS No. 106, *"Employers' Accounting for Postretirement Benefits Other Than Pensions* or APB Opinion No. 12, *Omnibus Opinion-1967."* The provisions of EITF 06-4 became effective on January 1, 2008 and are to be applied as a change in accounting principle either through a cumulative-effect adjustment to retained earnings or other components of equity or net assets in the statement of financial position as of the beginning of the year of adoption, or through retrospective application to all prior periods. The Company's split-dollar life insurance benefits are limited to the employee's active service period. EITF 06-4 had no impact on the Company's financial condition or results of operations.

In March 2008, the Financial Accounting Standards Board (FASB) issued SFAS No. 161, "Disclosures about Derivative Instruments and Hedging Activities - an Amendment of FASB Statement 133." SFAS No. 161 enhances required disclosures regarding derivatives and hedging activities, including enhanced disclosures regarding how an entity uses derivative instruments and how derivative instruments and related hedged items are accounted for and affect an entity's financial position, financial performance, and cash flows. SFAS No. 161 is effective for fiscal years and interim periods beginning after November 15, 2008. Adoption of SFAS No. 161 as of January 1, 2009 will not have a material impact on the Company's consolidated financial position or results of operations, as it impacts financial statement disclosure only.

2. *Investment Securities Available for Sale*

Following is a comparison of the amortized cost and approximate fair value of securities available-for-sale, as of June 30, 2008 and December 31, 2007:

<i>(In thousands)</i>	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value (Carrying Amount)
<b>June 30, 2008:</b>				
U.S. Government agencies	\$ 44,120	\$ 245	\$ (220)	\$ 44,145
U.S. Government agency collateralized mortgage obligations	41,417	131	(1,984)	39,564
Obligations of state and political subdivisions	1,287	18	0	1,305
Other investment securities	13,821	0	(575)	13,246
	\$ 100,645	\$ 394	\$ (2,779)	\$ 98,260
<b>December 31, 2007:</b>				
U.S. Government agencies	\$ 65,764	\$ 524	\$ (302)	\$ 65,986
U.S. Government agency collateralized mortgage obligations	7,782	44	(4)	7,822
Obligations of state and political subdivisions	2,227	54	0	2,281
Other investment securities	13,752	0	(426)	13,326
	\$ 89,525	\$ 622	\$ (732)	\$ 89,415

Included in other investment securities at June 30, 2008 are a short-term government securities mutual fund totaling \$7.6 million, a CRA-qualified mortgage fund totaling \$4.8 million, and a money-market mutual fund totaling \$821,000. Included in other investment securities at December 31, 2007, 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 realized gains totaling \$24,000 on calls of available-for-sale securities during the six months ended June 30, 2008. There were no realized losses on sales or calls of available-for-sale securities during the six months ended June 30, 2008. There were no realized gains or losses on sales or calls of available-for-sale securities during the six months ended June 30, 2007.

Securities that have been temporarily impaired less than 12 months at June 30, 2008 are comprised of four collateralized mortgage obligations and three U.S. government agency securities with a total weighted average life of 3.0 years. As of June 30, 2008, there were two other investment securities and one U.S. government agency security with a total weighted average life of 1.5 years that have been temporarily impaired for twelve months or more.

The following summarizes temporarily impaired investment securities at June 30, 2008:

<i>(In thousands)</i>	Less than 12 Months		12 Months or More		Total	
	Fair Value (Carrying	Unrealized	Fair Value (Carrying	Unrealized	Fair Value (Carrying	Unrealized

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	Amount)	Losses	Amount)	Losses	Amount)	Losses
<u>Securities available for sale:</u>						
U.S. Government agencies	\$ 5,336	\$ (48)	\$ 4,842	\$ (172)	\$ 10,178	\$ (220)
U.S. Government agency collateralized mortgage obligations	22,419	(1,984)	0	0	22,419	(1,984)
Obligations of state and political subdivisions	0	0	0	0	0	0
Other investment securities	0	0	12,425	(575)	12,425	(575)
Total impaired securities	\$ 27,755	\$ (2,032)	\$ 17,267	\$ (747)	\$ 45,022	\$ (2,779)

Because the decline in market value is attributable to changes in market rates of interest rather than credit quality, and because the Company has the ability and intent to hold these investments until a recovery of fair value, which may be at maturity, the Company considers these investments to be temporarily impaired at June 30, 2008.

At June 30, 2008 and December 31, 2007, available-for-sale securities with an amortized cost of approximately \$85.4 million and \$71.0 million (fair value of \$83.6 million and \$71.3 million) were pledged as collateral for public funds, treasury tax and loan balances, and repurchase agreements.

### 3. *Loans and Leases*

Loans include the following:

<i>(In thousands)</i>	June 30, 2008	% of Loans	December 31, 2007	% of Loans
Commercial and industrial	\$ 220,547	37.4%	\$ 204,385	34.2%
Real estate – mortgage	136,775	23.2%	142,565	23.8%
Real estate – construction	155,046	26.4%	178,296	29.8%
Agricultural	51,890	8.8%	46,055	7.7%
Installment/other	17,203	2.9%	18,171	3.0%
Lease financing	7,643	1.3%	8,748	1.5%
<b>Total Gross Loans</b>	<b>\$ 589,104</b>	<b>100.0%</b>	<b>\$ 598,220</b>	<b>100.0%</b>

Loans over 90 days past due and still accruing totaled \$1.2 million and \$189,000 at June 30, 2008 and December 31, 2007, respectively. Nonaccrual loans totaled \$44.0 million and \$21.6 million at June 30, 2008 and December 31, 2007, respectively.

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

<i>(In thousands)</i>	June 30, 2008	December 31, 2007	June 30, 2007
Balance, beginning of year	\$ 10,901	\$ 8,365	\$ 8,365
Provision charged to operations	813	5,697	410
Losses charged to allowance	(564)	(4,493)	(168)
Recoveries on loans previously charged off	73	64	30
Reserve acquired in merger	0	1,268	1,268
Balance at end-of-period	\$ 11,223	\$ 10,901	\$ 9,905

The allowance for credit losses represents management's estimate of the risk inherent in the loan portfolio based on the current economic conditions, collateral values and economic prospects of the borrowers. The formula allowance for unfunded loan commitments totaling \$426,000 and \$548,000 at June 30, 2008 and December 31, 2007, respectively, is carried in other liabilities. The Company's market areas of the San Joaquin Valley, the greater Oakhurst area, East Madera County, and Santa Clara County, have all been impacted by the economic downturn related to depressed real estate markets and the tightening of liquidity markets. The Company has taken these events into account when reviewing estimates of factors that may impact the allowance for credit losses.

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

<i>(in thousands)</i>	June 30, 2008	December 31, 2007	June 30, 2007
Total impaired loans at period-end	\$ 40,735	\$ 20,627	\$ 17,921
Impaired loans which have specific allowance	8,546	10,750	14,314
Total specific allowance on impaired loans	4,169	4,452	5,056
Total impaired loans which as a result of write-downs or the fair value of the	32,189	9,877	3,607

collateral, did not have a specific allowance

<i>(in thousands)</i>	YTD – 6/30/08	YTD - 12/31/07	YTD – 6/30/07
Average recorded investment in impaired loans during period	\$ 25,829	\$ 15,857	\$ 11,973
Income recognized on impaired loans during period	0	0	0

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**4. Deposits**

Deposits include the following:

<i>(In thousands)</i>	June 30, 2008	December 31, 2007
Noninterest-bearing deposits	\$ 134,663	\$ 139,066
Interest-bearing deposits:		
NOW and money market accounts	180,540	153,717
Savings accounts	42,001	40,012
Time deposits:		
Under \$100,000	56,966	52,297
\$100,000 and over	144,502	249,525
Total interest-bearing deposits	424,009	495,551
Total deposits	\$ 558,672	\$ 634,617

**5. Short-term Borrowings/Other Borrowings**

At June 30, 2008, the Company had collateralized and uncollateralized lines of credit with the Federal Reserve Bank of San Francisco and other correspondent banks aggregating \$331.1 million, as well as Federal Home Loan Bank (“FHLB”) lines of credit totaling \$36.8 million. At June 30, 2008, the Company had total outstanding balances of \$32.0 million drawn against its FHLB line of credit. The weighted average cost of borrowings outstanding at June 30, 2008 was 2.55%. Of the \$32.0 million in FHLB borrowings outstanding at June 30, 2008, \$4.0 million was in two-week borrowings, and the other \$28.0 million consists of FHLB term-borrowings summarized in the table below.

FHLB term borrowings at June 30, 2008 (in 000’s):

Term	Balance at 3/31/08	Fixed Rate	Maturity
1 year	\$ 7,000	2.51%	2/11/09
2 year	10,000	4.92%	3/30/09
2 year	11,000	2.67%	2/11/10
	\$ 28,000	3.43%	

At December 31, 2007, the Company had collateralized and uncollateralized lines of credit with the Federal Reserve Bank of San Francisco and other correspondent banks aggregating \$386.7 million, as well as Federal Home Loan Bank (“FHLB”) lines of credit totaling \$22.0 million. At December 31, 2007, the Company had total outstanding balances of \$32.3 million in borrowings, including \$10.4 million in federal funds purchased from correspondent banks at an average rate of 4.2%, and \$21.9 million drawn against its FHLB lines of credit. Of the \$21.9 million in FHLB borrowings outstanding at December 31, 2007, \$11.9 million was in overnight borrowings at an average rate of 3.3%, and the other \$10.0 million consists of a two-year FHLB advance at a fixed rate of 4.92% and a maturity date of March 30, 2009. The weighted average cost of borrowings for the year ended December 31, 2007 was 5.17%.

These lines of credit generally have interest rates tied to the Federal Funds rate or are indexed to short-term U.S. Treasury rates or LIBOR. FHLB advances are collateralized by all of the Company’s stock in the FHLB and certain qualifying mortgage loans. All lines of credit are on an “as available” basis and can be revoked by the grantor at any time.

**6. Supplemental Cash Flow Disclosures**

<i>(In thousands)</i>	Six Months Ended June 30,	
	2008	2007
<b>Cash paid during the period for:</b>		
Interest	\$ 9,268	\$ 10,274
Income Taxes	600	3,724
<b>Noncash investing activities:</b>		
Dividends declared not paid	\$ 1,534	\$ 1,499
Loans transferred to foreclosed assets	\$ 2,522	0
<b>Supplemental disclosures related to acquisitions:</b>		
Deposits		\$ 69,600
Other liabilities		286
Securities available for sale		(7,414)
Loans, net of allowance for loan losses		(62,426)
Premises and equipment		(728)
Intangibles		(11,085)
Accrued interest and other assets		(3,396)
Stock issued		21,536
Net cash and equivalents acquired	\$	6,373

7. *Net Income per Common Share*

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

<i>(In thousands except earnings per share data)</i>	Quarter Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
Net income available to common shareholders	\$ 2,070	\$ 3,308	\$ 4,570	\$ 6,911
Weighted average shares issued	11,819	12,078	11,832	12,013
Add: dilutive effect of stock options	3	57	4	56
Weighted average shares outstanding adjusted for potential dilution	11,822	12,135	11,836	12,069
Basic earnings per share	\$ 0.18	\$ 0.27	\$ 0.39	\$ 0.58
Diluted earnings per share	\$ 0.18	\$ 0.27	\$ 0.39	\$ 0.57
Anti-dilutive shares excluded from earnings per share calculation	169	51	109	48

8. *Derivative Financial Instruments and Hedging Activities*

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 an interest rate swap agreement for the purpose of minimizing interest rate fluctuations on its interest rate margin and equity.

Under the interest rate swap agreement, the Company receives a fixed rate and pays a variable rate based on the Prime Rate ("Prime"). The swap qualifies as a cash flow hedge under SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities", as amended, and is designated as a hedge of the variability of cash flows the Company receives from certain variable-rate loans indexed to Prime. In accordance with SFAS No. 133, the swap agreement is measured at fair value and reported as an asset or liability on the consolidated balance sheet. The portion of the change in the fair value of the swap that is deemed effective in hedging the cash flows of the designated assets is recorded in accumulated other comprehensive income and reclassified into interest income when such cash flow occurs in the future. Any ineffectiveness resulting from the hedge is recorded as a gain or loss in the consolidated statement of income as part of noninterest income.

The amortizing hedge has a remaining notional value of \$198,000 at June 30, 2008, matures in September 2008, and has a duration of approximately two months. As of June 30, 2008, the maximum length of time over which the Company is hedging its exposure to the variability of future cash flows is approximately three months. As of June 30, 2008, the loss amounts in accumulated other comprehensive income associated with these cash flows totaled less than \$1,000. During the six months ended June 30, 2008, \$5,000 was reclassified from other accumulated comprehensive income into expense, and is reflected as a reduction in interest income.

The Company performed a quarterly analysis of the effectiveness of the interest rate swap agreement at June 30, 2008. As a result of a correlation analysis, the Company has determined that the swap remains highly effective in achieving

offsetting cash flows attributable to the hedged risk during the term of the hedge and, therefore, continues to qualify for hedge accounting under the guidelines of SFAS No. 133. However, during the second quarter of 2006, the Company determined that the underlying loans being hedged were paying off faster than the notional value of the hedge instrument was amortizing. This difference between the notional value of the hedge and the underlying hedged assets is considered an “overhedge” pursuant to SFAS No. 133 guidelines and may constitute ineffectiveness if the difference is other than temporary. The Company determined during 2006 that the difference was other than temporary and, as a result, reclassified a net total of \$75,000 of the pretax hedge loss reported in other comprehensive income into earnings during 2006. As of June 30, 2008, the notional value of the hedge was still in excess of the value of the underlying loans being hedged by approximately \$133,000, but had improved from the \$1.3 million difference existing at December 31, 2007. As a result, the Company recorded a pretax hedge gain related to swap ineffectiveness of approximately \$9,100 during the six months ended June 30, 2008. Amounts recognized as hedge ineffectiveness gains or losses are reflected in noninterest income.

## 9.

**Common Stock Repurchase Plan**

Since August 2001, the Company's Board of Directors has approved three separate consecutive plans to repurchase, as conditions warrant, up to approximately 5% of the Company's common stock on the open market or in privately negotiated transactions. The duration of the stock repurchase programs has been open-ended and the timing of purchases depends on market conditions. As each new stock repurchase plan was approved, the previous plan was cancelled.

On May 16, 2007, the Board of Directors approved a third 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 previous 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 shares.

During the six months ended June 30, 2008, 64,200 shares were repurchased at a total cost of \$978,000 and an average per share price of \$15.23.

## 10.

**Stock Based Compensation**

On January 1, 2006 the Company adopted the disclosure provisions of Financial Accounting Standards Board (FASB) Statement No. 123 R, "Accounting for Share-Based Payments". SFAS No. 123R requires 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 six months ended June 30, 2008 and 2007 is \$61,000 and \$93,000 of share-based compensation, respectively. The related tax benefit on share-based compensation recorded in the provision for income taxes was not material to either quarter.

A summary of the Company's options as of January 1, 2008 and changes during the six months ended June 30, 2008 is presented below.

	2005 Plan	Weighted Average Exercise Price	1995 Plan	Weighted Average Exercise Price
Options outstanding January 1, 2008	176,500	\$ 17.14	36,000	\$ 11.21
Exercised during the period	0	—	(8,000)	8.75
Forfeited during the period	0	—	(12,000)	11.53
Options outstanding June 30, 2008	176,500	\$ 17.14	16,000	\$ 12.21
	62,900	\$ 17.05	14,000	\$ 12.21

Options exercisable at June 30,  
2008

As of June 30, 2008 and 2007, there was \$162,000 and \$317,000, respectively, of total unrecognized compensation expense related to nonvested stock options. This cost is expected to be recognized over a weighted average period of approximately 1.00 years and 1.50 years, respectively. The Company received \$70,000 and \$510,000 in cash proceeds on options exercised during the six months ended June 30, 2008 and 2007, respectively. No tax benefits were realized on stock options exercised during the six months ended June 30, 2008 or 2007, because all options exercised during the periods were incentive stock options.

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	Period Ended June 30, 2008	Period Ended June 30, 2007
Weighted average grant-date fair value of stock options granted	n/a	\$ 4.51
Total fair value of stock options vested	\$ 106,295	\$ 103,346
Total intrinsic value of stock options exercised	\$ 55,000	\$ 1,517,000

The Company 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.

For options vested as of January 1, 2006 or granted after January 1, 2006, and valued in accordance with FAS 123R, the Company 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 Company 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.

	June 30, 2008	June 30, 2007
Risk Free Interest Rate	—	4.53%
Expected Dividend Yield	—	2.47%
Expected Life in Years	—	6.50
Expected Price Volatility	—	20.63%

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 about 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 Company's recorded stock-based compensation expense could have been materially different from that previously reported by the Company. In addition, the Company is required to estimate the expected forfeiture rate and only recognize expense for those shares expected to vest. The Company's current expected forfeiture rate is zero. If the Company's actual forfeiture rate is materially different from the estimate, the share-based compensation expense could be materially different.

## II. *Taxes – FIN48*

The Company adopted the provisions of FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes" (FIN48), on January 1, 2007. FIN 48 clarifies SFAS No. 109, "Accounting for Income Taxes," to indicate a criterion 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 of FIN48, 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.

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The Company and a subsidiary file income tax returns in the U.S federal jurisdiction, and several states within the U.S. There are no filings in foreign jurisdictions. The Company is not currently aware of any tax jurisdictions where the Company or any subsidiary is subject examination by federal, state, or local taxing authorities before 2001. The Internal Revenue Service (IRS) has not examined the Company's or any subsidiaries federal tax returns since before 2001, and the Company currently is not aware of any examination planned or contemplated by the IRS. The California Franchise Tax Board (FTB) concluded an audit of the Company's 2004 state tax return during the fourth quarter of 2007, resulting in a disallowance of approximately \$19,000 related to Enterprise Zone loan interest deductions taken during 2004. The \$19,000 was recorded as a component of tax expense for the year ended December 31, 2007.

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 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 pursuing 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 reviewed its REIT tax position as of January 1, 2007 (adoption date) and again during subsequent quarters since that time in light of the adoption of FIN48. 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" (as defined in FIN48) that the Bank will prevail in its case with the FTB. As a result of the implementation of FIN48, the Company recognized approximately a \$1.3 million increase in the liability for unrecognized tax benefits (included in other liabilities), which was accounted for as a reduction to the January 1, 2007 balance of retained earnings. The adjustment provided at adoption included penalties proposed by the FTB of \$181,000 and interest totaling \$210,000. During the year ended December 31, 2007, and the six months ended June 30, 2008, the Company recorded an additional \$87,000 and \$43,000, respectively in interest liability pursuant to the provisions of FIN48. The Company had approximately \$522,000 accrued for the payment of interest and penalties at June 30, 2008. Subsequent to the initial adoption of FIN48, 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, 2008	\$ 1,385
Additions for tax provisions of prior years	43
Balance at June 30, 2008	\$ 1,428

## 12. *Fair Value Adjustments - Junior Subordinated Debt/Trust Preferred Securities*

Effective January 1, 2007, the Company elected early adoption of SFAS No.159, "The Fair Value Option for Financial Assets and Financial Liabilities, including an amendment of FASB Statement No. 115". The Company also adopted the provisions of SFAS No. 157, "Fair Value Measurements", effective January 1, 2007, in conjunction with the adoption of SFAS No. 159. SFAS No. 159 generally permits the measurement of selected eligible financial instruments at fair value at specified election dates. Upon adoption of SFAS No. 159, the Company elected the fair value measurement option for all the Company's pre-existing junior subordinated debentures issued under the Company's wholly-owned trust, USB Capital Trust I. The junior subordinated debt issued under USB Capital Trust I was ultimately redeemed during July 2007, and USB Capital Trust I was dissolved. The Company also elected the fair value option pursuant to

SFAS No. 159 for subsequent junior subordinated debt issued under USB Capital Trust II formed during July 2007. The rate paid on the junior subordinated debt issued under USB Capital Trust II is 3-month LIBOR plus 129 basis points, and is adjusted quarterly.

At June 30, 2008 the Company performed a fair value measurement analysis on its junior subordinated debt pursuant to SFAS No. 157 using a valuation model approach that had been utilized in previous periods because of the absences of quoted market prices. Because the trust preferred markets became effectively inactive during the first quarter of 2008 due to increasing credit concerns in the capital markets, management used unobservable pricing spreads to 3-month LIBOR in the fair value determination of its junior subordinated debt. Management utilized a similar market spread from 3-month LIBOR to that used for the fourth quarter of 2007 when observable data were more available. Management believes this market spread is still indicative of those used by market participants.

The fair value calculation performed at June 30, 2008 resulted in a pretax loss adjustment of \$39,000 for the quarter ended June 30, 2008, and a cumulative pretax gain adjustment \$501,000 for the six months ended June 30, 2008. The cumulative gain adjustment is the result of a 191 basis point decline in the 3-month LIBOR base rate between December 31, 2007 and June 30, 2008. At June 30, 2008, the total cumulative fair value gain recorded on the balance sheet for was \$2.9 million. Upon initial adoption of SFAS No. 159, fair value adjustments were reflected in retained earnings. Fair value gains and losses subsequent to initial adoption of SFAS No. 159 are reflected as a component of noninterest income.

### 13. *Fair Value Measurements—Adoption of SFAS No. 157*

Effective January 1, 2007, the Company adopted SFAS 157, “Fair Value Measurements”, concurrent with its early adoption of SFAS No. 159. SFAS No. 157 clarifies the definition of fair value, describes methods used to appropriately measure fair value in accordance with generally accepted accounting principles and expands fair value disclosure requirements. This statement applies whenever other accounting pronouncements require or permit fair value measurements.

The fair value hierarchy under SFAS No. 157 prioritizes the inputs to valuation techniques used to measure fair value into three broad levels (Level 1, Level 2, and Level 3). Level 1 inputs are unadjusted quoted prices in active markets (as defined) for identical assets or liabilities that the reporting entity has the ability to access at the measurement date. Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Level 3 inputs are unobservable inputs for the asset or liability, and reflect the reporting entity’s own assumptions about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

The Company performs fair value measurements on certain assets and liabilities as the result of the application of accounting guidelines and pronouncements that were relevant prior to the adoption of SFAS No. 157. Some fair value measurements, such as for available-for-sale securities and interest rate swaps are performed on a recurring basis, while others, such as impairment of loans, goodwill 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 June 30, 2008 (in 000’s):

Description of Assets	June 30, 2008	Quoted Prices in Active Markets		Significant Unobservable Inputs (Level 3)
		for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	
AFS Securities	\$ 98,260		\$ 98,260	
Investment in Bank equity securities	315	\$ 315		
Interest Rate Swap	(0)		(0)	
Impaired Loans (non-recurring)	4,377			\$ 4,377
Core deposit intangibles (non-recurring)	1,495			1,495
Total	\$ 104,447	\$ 315	\$ 98,260	\$ 5,872

Description of Liabilities	June 30, 2008	Quoted Prices in Active Markets		Significant Unobservable Inputs (Level 3)
		for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	
Junior subordinated debt	\$ 12,741			\$ 12,741

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Total	\$	12,741	\$	0	\$	0	\$	12,741
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The following tables summarize the Company's assets and liabilities that were measured at fair value on a recurring basis as of December 31, 2007 (in 000's):

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Description of Assets	December 31, 2007	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
AFS Securities	\$ 89,415	\$ 89,415		
Interest Rate Swap	(12)		\$ (12)	
Impaired Loans (non-recurring)	6,298		4,185	\$ 2,113
Total	\$ 95,701	\$ 89,415	\$ 4,173	\$ 2,113

Description of Liabilities	December 31, 2007	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Junior subordinated debt	\$ 13,341		\$ 13,341	
Total	\$ 13,341	\$ 0	\$ 13,341	\$ 0

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

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.

The fair value of interest rate swap contracts is based on the discounted net present value of the swap using third party dealer quotes. Changes in fair market value are recorded in other comprehensive income, and changes resulting from ineffectiveness are recorded in current earnings.

Fair value measurements for impaired loans are performed pursuant to SFAS No. 114, and are based upon either collateral values supported by appraisals, or observed market prices. The change in fair value of impaired assets that were valued based upon level three inputs was approximately \$37,000 and \$203,000 for the six months ended June 30, 2008, and year ended December 31, 2007, respectively. This loss is 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.

The fair value of the junior subordinated debt was determined based upon a valuation discounted cash flows model utilizing observable market rates and credit characteristics for similar instruments. In its analysis, the Company used characteristics that distinguish market participants generally use, and considered factors specific to (a) the liability, (b) the principal (or most advantageous) market for the liability, and (c) market participants with whom the reporting entity would transact in that market. For the six month period ended June 30, 2008, management utilized a similar market spread from 3-month LIBOR to that used for the fourth quarter of 2007 when observable data were more available. The Company believes this adjustment is significant enough to the fair value determination of the junior

subordinated debt as to make them Level 3 inputs as of March 31, 2008 and June 30, 2008. The junior subordinated debt was classified as Level 2 as of December 31, 2007.

The nonrecurring fair value measurements performed during the quarter ended March 31, 2008 resulted in a pretax fair value impairment adjustment of \$624,000 (\$364,000 net of tax) to the core deposit intangible asset. The adjustment is reflected as a component of noninterest expense for the quarter ended March 31, 2008.

The following tables provide a reconciliation of assets and liabilities at fair value using significant unobservable inputs (Level 3) on a recurring and non-recurring basis during the periods ended June 30, 2008 and 2007 (in 000's):

	6/30/2008		6/30/2007	
	Impaired Loans and CDI		Impaired Loans	Business Combinations
<b>Reconciliation of Assets:</b>				
Beginning balance	\$ 2,211	\$	1,521	\$ 0
Total gains or (losses) included in earnings (or changes in net assets)	(570)		(203)	9,910
Transfers in and/or out of Level 3	4,231		85	68,748
Ending balance	\$ 5,872	\$	1,403	\$ 78,658

The amount of total gains or (losses) for the period included in earnings (or changes in net assets) attributable to the change in unrealized gains or losses relating to assets still held at the reporting date	\$ 74	\$	(203)	\$ 9,910
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	6/30/2008		6/30/2007	
	Junior Sub Debt		Business Combinations	
<b>Reconciliation of Liabilities:</b>				
Beginning balance	\$	0	\$	0
Total gains or (losses) included in earnings (or changes in net assets)		(501)		(3,215)
Transfers in and/or out of Level 3		13,242		69,600
Ending balance	\$	12,741	\$	66,385

The amount of total gains or (losses) 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	\$	(501)	\$	(3,215)
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During the quarter ended March 31, 2008, the Company reclassified approximately \$12.8 million in junior subordinated debt from Level 2 to Level 3 because certain significant inputs for the fair value measurement became unobservable. The fair value of junior subordinated debt was again considered a Level 3 input at June 30, 2008. This re-class was primarily the result of continued credit market and liquidity deterioration in which credit markets for trust preferred securities became effectively inactive during the period.

**14. Impairment Loss – Core Deposit Intangible**

The Company conducts periodic impairment analysis on its intangible assets and goodwill. Impairment analysis is performed at least annually or more often as conditions require.

During the first quarter of 2008, the Company performed an impairment analysis of the goodwill and core deposit intangible assets associated with the Legacy Bank merger completed during February 2007. The original goodwill and core deposit intangible assets recorded as a result of the Legacy merger totaled \$8.8 million and \$3.0 million respectively. Goodwill is not amortized. The core deposit intangible asset is being amortized over an estimated life of approximately seven years. As a result, the Company recognized \$164,000 and \$63,000 in amortization expense during the first quarter of 2008 and 2007, respectively, bringing the net remaining carrying value of the Legacy core deposit intangible to \$2.3 million at March 31, 2008.

During the impairment analysis performed as of March 31, 2008, it was determined that the original deposits purchased from Legacy Bank during February 2007 had declined faster than originally anticipated when the core deposit intangible was calculated at the time of the merger. As a result of increased deposit runoff, particularly in interest-bearing and noninterest-bearing checking accounts, the estimated value of the Legacy core deposit intangible was determined to be \$1.6 million at March 31, 2008 rather than the pre-adjustment carrying value of \$2.3 million. As a result of the impairment analysis, 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 quarter ended March 31, 2008. Pursuant to the impairment analysis conducted as of March 31, 2008, the Company determined that there was no impairment to the goodwill related to the Legacy merger. During the quarter ended June 30, 2008, the Company recorded \$145,000 of amortization expense related to the Legacy core deposit intangible asset bringing the net carrying value to \$1.5 million at June 30, 2008.

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

*Certain matters discussed or incorporated by reference in this Quarterly Report of Form 10-Q are forward-looking statements that are subject to risks and uncertainties that could cause actual results to differ materially from those projected in the forward-looking statements. Such risks and uncertainties include, but are not limited to, those described in Management's Discussion and Analysis of Financial Condition and Results of Operations. Such risks and uncertainties include, but are not limited to, the following factors: i) competitive pressures in the banking industry and changes in the regulatory environment; ii) exposure to changes in the interest rate environment and the resulting impact on the Company's interest rate sensitive assets and liabilities; iii) decline in the health of the economy nationally or regionally which could reduce the demand for loans or reduce the value of real estate collateral securing most of the Company's loans; iv) credit quality deterioration that could cause an increase in the provision for loan losses; v) Asset/Liability matching risks and liquidity risks; volatility and devaluation in the securities markets, and vi) expected cost savings from recent acquisitions are not realized. Therefore, the information set forth therein should be carefully considered when evaluating the business prospects of the Company. For additional information concerning risks and uncertainties related to the Company and its operations, please refer to the Company's Annual Report on Form 10-K for the year ended December 31, 2007.*

The Company currently has eleven banking branches, which provide financial services in Fresno, Madera, Kern, and Santa Clara counties in the state of California.

***Trends Affecting Results of Operations and Financial Position***

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

	YTD Average 6/30/08	YTD Average 12/31/07	YTD Average 6/30/07
Loans and Leases	84.17%	85.00%	83.77%
Investment securities available for sale	14.99%	13.46%	14.23%
Interest-bearing deposits in other banks	0.68%	1.02%	1.20%
Federal funds sold	0.16%	0.52%	0.80%
Total earning assets	100.00%	100.00%	100.00%
NOW accounts	8.12%	8.82%	9.34%
Money market accounts	23.08%	25.99%	27.95%
Savings accounts	7.73%	8.79%	9.45%
Time deposits	48.01%	50.05%	47.41%
Other borrowings	10.66%	3.40%	2.57%
Subordinated debentures	2.40%	2.95%	3.28%
Total interest-bearing liabilities	100.00%	100.00%	100.00%

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

Although continued weakness in the real estate markets and the general economy have impacted the Company's operations to some degree, the Company continues its business development and expansion efforts throughout a diverse and growing market area, and as a result, realized stable earnings during the six months ended June 30, 2008.

With market rates of interest declining 100 basis points during the fourth quarter of 2007, and another 225 basis points during the first six months of 2008, the Company has experienced continued declines in its net interest margin. The Company's net interest margin was 4.57% for the six months ended June 30, 2008, as compared to 5.35% for the year ended December 31, 2007, and 5.68% for the six months ended June 30, 2007. With approximately 62% of the loan portfolio in floating rate instruments at June 30, 2008, the effects of market rates continue to be realized almost immediately on loan yields. Loans yielded 7.41% during the six months ended June 30, 2008, as compared to 9.07% for the year ended December 31, 2007, and 9.45% for the six months ended June 30, 2007. With a significant increase in nonaccrual loans during the first six months of 2008, the Company reversed approximately \$585,000 in interest income during the period, reducing the loan yield by approximately 20 basis points during the first six months of 2008. Loan yield was enhanced during 2007, as a nonperforming loan was paid off during the first quarter of 2007, providing an additional \$825,000 in previously unrecognized interest income that would not have otherwise been recognized during 2007, and an enhancement to loan yield of approximately 30 basis points for the six months ended June 30, 2007 and 14 basis points for the year ended December 31, 2007. With market rates of interest declining so rapidly during the past three quarters, deposit repricing has been slow to follow loan repricing, as deposit rate changes tend to lag the market, while floating-rate loans reprice immediately. While deposit rates have declined, the Company continues to experience pricing pressures on deposits, especially money market accounts and time deposits, as increased competition for deposits continues throughout the Company's market area. The Company's average cost of funds was 3.18% for the six months ended June 30, 2008 as compared to 3.91% for the year ended December 31, 2007, and 3.86% for the six months ended June 30, 2007.

Total noninterest income of \$4.1 million reported for the six months ended June 30, 2008 increased \$519,000 or 14.7% as compared to the six months ended June 30, 2007, and was enhanced by \$501,000 in fair value gains recorded on the Company junior subordinated debt pursuant to SFAS No. 159, as well as \$143,000 in shared appreciation income recorded during the first six months of 2008. Noninterest income continues to be driven by customer service fees, which totaled \$2.5 million for the six months ended June 30, 2008, representing an increase of \$157,000 or 6.8% over the \$2.3 million in customer service fees reported for the six months ended June 30, 2007. Customer service fees represented 60.9% and 65.4% of total noninterest income for the six-month periods ended June 30, 2008 and 2007, respectively.

Noninterest expense increased approximately \$1.0 million or 9.7% between the six-month periods ended June 30, 2007 and June 30, 2008. An impairment loss on the Company's core deposit intangible asset related to the Legacy Bank merger totaled \$624,000 or 59.8% of the increase in noninterest expense experienced during the first six months of 2008. Other components of the increase experienced during 2008 were employee salary and benefit costs, including additional employee costs associated with the new financial services department, increased amortization costs for intangible assets, and increased correspondent bank charges. Professional fees declined \$49,000 or 6.4% between the six-month periods ended June 30, 2007 and June 30, 2008 as the result of reductions in corporate legal fees between the two periods.

The Company has maintained a strong, yet conservative balance sheet, with moderate runoff experienced in both loans and deposits during the first six months of 2008. Total assets showed little change, increasing approximately \$1.1 million during the six months ended June 30, 2008, with increases of \$12.7 million in investment securities and interest-bearing deposits in other banks offsetting the decrease in loans. Even with decreased loan volume during 2008, average loans comprised approximately 84% of overall average earning assets during the six months ended June 30, 2008.

Nonperforming assets increased during the quarter ended June 30, 2008 as real estate markets continue to suffer from the mortgage crisis which began during mid-2007. Nonaccrual loans increased \$21.7 million from the balance reported at March 31, 2008, and increased \$22.5 million from the balance reported at December 31, 2007, to a balance of \$44.0 million at June 30, 2008. This increase in nonaccrual loans during the quarter was almost exclusively in construction loans. Most of these nonaccrual loans are collateral dependent and as such do not require large specific

loss reserves at this time. In determining the adequacy of the underlying collateral related to these loans, management monitors trends within specific geographical areas, loan-to-value ratios, appraisals, and other credit issues related to the specific loans. Impaired loans (comprised exclusively of nonaccrual loans at June 30, 2008) increased \$20.0 million during the second quarter of 2008 to a balance of \$40.7 million at June 30, 2008. Other real estate owned through foreclosure increased a moderate \$848,000 between December 31, 2007 and June 30, 2008, as four properties were moved through foreclosure proceedings when all other means of collection failed. One of those foreclosed properties totaling \$1.6 million was subsequently sold during the second quarter of 2008. As a result of these events, nonperforming assets as a percentage of total assets increased from 3.66% at December 31, 2007 to 6.67% at June 30, 2008.

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. Increased charge-offs and additional loan loss provisions made during the six months ended June 30, 2008 impacted earnings to some degree, but the provisions made to the allowance for credit losses, totaling \$265,000 and \$548,000 during the first and second quarters of 2008, respectively, are adequate to cover inherent losses in the loan portfolio.

Deposits decreased by \$75.9 million during the six months ended June 30, 2008, as brokered deposits of \$100,000 or more matured and were replaced with less costly borrowings from the Company's FHLB lines of credit or from the Federal Reserve Discount Window. In total, average core deposits, including NOW accounts, money market accounts, and savings accounts, continue to comprise a high percentage of total interest-bearing liabilities for the six months ended June 30, 2008, as brokered time deposits have been allowed to run off as they matured during 2008. The Company has increasingly utilized its overnight borrowing and other term credit lines, with borrowings totaling \$110.6 million at June 30, 2008 as compared to \$32.3 million at December 31, 2007. In addition, the Company increased its use of FHLB term credit lines during the first six months of 2008, with one-to-two year fixed-rate borrowings totaling \$28.0 million at June 30, 2008, as compared to \$10.0 million in a single two year fixed rate note at December 31, 2007. The average rate of those term borrowings was 3.43% at June 30, 2008 as compared to 4.92% at December 31, 2007, representing a cost reduction of 149 basis points during the first six months of 2008. Overnight borrowings have increased significantly during the second quarter of 2008, as maturing brokered deposits were replaced with less expensive overnight borrowings through the Federal Reserve Discount window. Although the Company has realized significant interest expense reductions by utilizing these overnight borrowings lines, the use of such lines will 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 declined as market rates of interest have fallen over the past several quarters. With pricing at 3-month-LIBOR plus 129 basis points, the effective cost of the subordinated debt was 4.08% at June 30, 2008, representing a rate reduction of 191 basis points between December 31, 2007 and June 30, 2008. As a result of interest rate declines experienced during the first six months of 2008, the Company recorded an additional \$501,000 pretax fair value gain on its junior subordinated debt bring the total cumulative gain recorded on the debt to \$2.9 million at June 30, 2008.

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 have shown weaker demand for construction lending and commercial lending from small and medium size businesses, as commercial and residential real estate markets declined during 2007 and have remained soft during the first six months of 2008. The first six months of 2008 have presented challenges with tightening credit, weakening real estate markets, and loan losses affecting the loan portfolio.

The Company continually evaluates its strategic business plan as economic and market factors change in its market area. Growth and increasing market share will be of primary importance during 2008 and beyond. The banking industry is currently experiencing continued pressure on net margins as well as asset quality resulting from conditions in the sub-prime real estate market, and a general deterioration in credit markets. As a result, market rates of interest and asset quality will continue be an important factor in the Company's ongoing strategic planning process.

### **Results of Operations**

For the six months ended June 30, 2008, the Company reported net income of \$4.6 million or \$0.39 per share (\$0.39 diluted) as compared to \$6.9 million or \$0.58 per share (\$0.57 diluted) for the six months ended June 30, 2007. The Company's return on average assets was 1.19% for the six-month period ended June 30, 2008 as compared to 1.89% for the six-month period ended June 30, 2007. The Bank's return on average equity was 10.98% for the six months ended June 30, 2008 as compared to 17.42% for the same six-month period of 2007.

### ***Net Interest Income***

Net interest income before provision for credit losses totaled \$15.7 million for the six months ended June 30, 2008, representing a decrease of \$2.9 million, or 15.4% when compared to the \$18.6 million reported for the same six months of the previous year. The decrease in net interest income between 2007 and 2008 is primarily the result of

decreased yields on interest-earning assets, which more than offset increases in volumes of earning assets, as well as decreases in the Company's cost of interest-bearing liabilities.

The Bank's net interest margin, as shown in Table 1, decreased to 4.57% at June 30, 2008 from 5.68% at June 30, 2007, a decrease of 111 basis point (100 basis points = 1%) between the two periods. Average market rates of interest have decreased significantly between the six-month periods ended June 30, 2007 and 2008. The prime rate averaged 5.65% for the six months ended June 30, 2008 as compared to 8.25% for the comparative six months of 2007.

**Table 1. Distribution of Average Assets, Liabilities and Shareholders' Equity:**

Interest rates and Interest Differentials

Six Months Ended June 30, 2008 and 2007

(dollars in thousands)	2008			2007		
	Average Balance	Interest	Yield/ Rate	Average Balance	Interest	Yield/ Rate
<b>Assets:</b>						
Interest-earning assets:						
Loans and leases (1)	\$ 581,835	\$ 21,435	7.41%	\$ 552,701	\$ 25,909	9.45%
Investment Securities – taxable	101,929	2,600	5.13%	91,665	1,933	4.25%
Investment Securities – nontaxable (2)	1,649	39	4.76%	2,227	54	4.89%
Interest-bearing deposits in other banks	4,725	84	3.58%	7,912	157	4.00%
Federal funds sold and reverse repos	1,073	17	3.19%	5,308	145	5.51%
Total interest-earning assets	691,211	\$ 24,175	7.03%	659,813	\$ 28,198	8.62%
Allowance for credit losses	(10,964)			(9,461)		
Noninterest-bearing assets:						
Cash and due from banks	21,275			24,395		
Premises and equipment, net	15,320			15,956		
Accrued interest receivable	3,101			4,146		
Other real estate owned	7,576			1,919		
Other assets	43,836			41,562		
Total average assets	\$ 771,355			\$ 738,330		
<b>Liabilities and Shareholders' Equity:</b>						
Interest-bearing liabilities:						
NOW accounts	\$ 43,514	\$ 114	0.53%	\$ 47,021	\$ 151	0.65%
Money market accounts	123,683	1,513	2.46%	140,674	2,143	3.07%
Savings accounts	41,404	284	1.38%	47,566	456	1.93%
Time deposits	257,238	5,310	4.15%	238,653	5,838	4.93%
Other borrowings	57,105	860	3.03%	12,933	347	5.41%
Junior subordinated debentures	12,886	380	5.93%	16,490	694	8.49%
Total interest-bearing liabilities	535,830	\$ 8,461	3.18%	503,337	\$ 9,629	3.86%
Noninterest-bearing liabilities:						
Noninterest-bearing checking	143,947			145,668		
Accrued interest payable	1,277			2,264		
Other liabilities	6,600			7,065		
Total Liabilities	687,654			658,334		
Total shareholders' equity	83,701			79,996		
Total average liabilities and						

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shareholders' equity	\$ 771,355	\$ 738,330
Interest income as a percentage of average earning assets	7.03%	8.62%
Interest expense as a percentage of average earning assets	2.46%	&