

UNITED SECURITY BANCSHARES  
Form S-4  
January 30, 2004

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As Filed With the Securities and Exchange Commission on January 30, 2004

Registration No.

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**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM S-4**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**UNITED SECURITY BANCSHARES**

(Exact Name of Registrant as Specified in its Charter)

**California**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**6022**  
(Primary Standard Industrial  
Classification Code Number)

**91-2112732**  
(I.R.S. Employer  
Identification Number)

**1525 East Shaw Avenue  
Fresno, California 93710  
(559) 248-4944**

(Address, including zip code, and telephone number, including  
area code, of registrant's principal executive offices)

**Dennis R. Woods  
President and Chief Executive Officer  
United Security Bancshares  
1525 East Shaw Avenue  
Fresno, California 93710  
(559) 248-4944 / Fax: (559) 248-5088**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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**With a copy to:  
Gary Steven Findley, Esq.  
Gary Steven Findley & Associates  
1470 N. Hundley Street  
Anaheim, California 92806  
(714) 630-7136 / Fax: (714) 630-7910**

**Approximate date of commencement of proposed sale of the securities to the public:**

**As soon as practicable after the effective date of this Registration Statement and the satisfaction or waiver of all other conditions to the Merger described in the Proxy Statement-Prospectus.**

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If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. o

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

CALCULATION OF REGISTRATION FEE

Table with 5 columns: Title of Each Class of Securities To Be Registered, Amount To Be Registered, Proposed Maximum Offering Price Per Unit, Proposed Maximum Aggregate Offering Price, Amount of Registration Fee. Row 1: Common Stock, no par value, 243,164, \$27.26, \$6,628,651(1), \$839.85

(1) Pursuant to the provisions of Rule 457(o) the registration fee is calculated based on 243,164 shares of Registrant's common stock at \$27.26 per share, based on the closing price of Registrant's common stock on January 28, 2004.

The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement becomes effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

Taft National Bank letterhead

, 2004

Dear Shareholder:

You are cordially invited to attend the special meeting of shareholders of Taft National Bank, which will be held at Chicken of Oz, located at 1107 Kern Street, Suite #3, Taft, California, on day, , 2004, at 4:00 p.m. At the special meeting of shareholders you will be asked to vote on a merger agreement dated December 11, 2003. The merger agreement details the acquisition of Taft National by United Security Bancshares. Following the acquisition, Taft National will be merged with and into United Security Bank, a wholly-owned subsidiary of United Security. Shareholders of Taft National will receive newly issued shares of United Security common stock as detailed in the merger agreement. The acquisition is subject to conditions including shareholder and regulatory approvals.

The proxy statement-prospectus contains information about United Security and Taft National and describes the conditions upon which the proposed acquisition will occur. Holders of two-thirds of the outstanding shares of Taft National common stock must vote "FOR" approval of the merger agreement, so we urge you to cast your vote.

Whether or not you plan to attend the meeting, please sign, date and return the proxy card in the enclosed envelope as promptly as possible to make sure your shares are represented. If you do not vote, it will have the same effect as voting against the merger.

Your Board of Directors unanimously recommends that you vote FOR the merger.

Sincerely,

Charles Beard  
Chairman of the Board

Dennis Tishma  
President & Chief Executive Officer

Neither the Securities and Exchange Commission nor any state securities regulators have approved either the acquisition described in this proxy statement-prospectus or the United Security common stock to be issued in the acquisition, nor have they determined if this proxy statement-prospectus is accurate or adequate. Any representation to the contrary is a criminal offense.

The date of this proxy statement-prospectus is \_\_\_\_\_, 2004.

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**Taft National Bank**

**Notice of Special Meeting of Shareholders  
, 2004**

To:  
The Shareholders of  
Taft National Bank

Notice is hereby given that, pursuant to its Bylaws and the call of its Board of Directors, the special meeting of shareholders of Taft National Bank will be held at Chicken of Oz, located at 1107 Kern Street, Suite #3, Taft, California, on \_\_\_\_\_ day, \_\_\_\_\_, 2004 at 4:00 p.m., for the purpose of considering and voting upon the following matters:

- 1. *Approval of the Merger Agreement.*** To approve the merger agreement dated December 11, 2003, attached as Appendix A to the proxy statement-prospectus and the transactions contemplated by the merger agreement.
- 2. *Transaction of Other Business.*** To transact such other business as may properly come before the meeting and any adjournment or adjournments thereof.

The merger agreement sets forth the terms of the acquisition of Taft National by United Security Bancshares. As a result of the acquisition, all shareholders of Taft National will receive newly issued shares of United Security common stock for their shares of Taft National common stock. The transaction is also more fully described in the enclosed proxy statement-prospectus and in Appendix A.

The Board of Directors has fixed the close of business on \_\_\_\_\_, 2004 as the record date for determination of shareholders entitled to notice of, and the right to vote at, the special meeting of shareholders.

Since the affirmative vote of shareholders holding not less two-thirds of the outstanding shares of Taft National common stock is required to approve the merger agreement and the transactions contemplated by the merger agreement, it is essential that all shareholders vote. You are urged to vote in favor of the proposal by signing and returning the enclosed proxy as promptly as possible, whether or not you plan to attend the special meeting of shareholders in person. If you do attend the meeting you may then withdraw your proxy. The proxy may be revoked at any time prior to its exercise.

By Order of the Board of Directors

Dated: \_\_\_\_\_, 2004

Bob Hampton, Corporate Secretary

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**Proxy Statement-Prospectus**

**Taft National Bank  
523 Cascade Place  
Taft, California 93268  
(661) 763-5151**

**United Security Bancshares  
1525 East Shaw Avenue  
Fresno, California 93710  
(559) 248-4944**

The Board of Directors of Taft National Bank, referred to as Taft National, has scheduled its special shareholders' meeting for the purpose of:

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approving a merger transaction; and

voting on other matters that may properly come before the meeting.

If approved, the merger will result in Taft National being merged with and into United Security Bank, a wholly-owned subsidiary of United Security Bancshares, referred to as United Security.

You are cordially invited to attend the special shareholders' meeting, which will be held at Chicken of Oz, 1107 Kern Street, Suite #3, Taft, California 93268, on \_\_\_\_\_, 2004, at 4:00 p.m. If you are not able to attend, a proxy authorizing someone else to vote for you in the way that you specify is enclosed. This proxy statement-prospectus provides you with detailed information about the merger, Taft National and United Security.

Taft National and United Security entered into a merger agreement on December 11, 2003. A copy of that agreement is attached as Appendix A to this proxy statement-prospectus. Under the terms of the merger agreement, Taft National will be merged with and into United Security Bank, a wholly-owned subsidiary of United Security. You will receive newly issued shares of United Security common stock in exchange for your shares of Taft National common stock at an exchange ratio to be determined by the merger agreement. You should read the section entitled "The Merger Calculation of Consideration to be Paid to Taft National Shareholders" for additional information.

United Security's common stock is quoted on the Nasdaq-National Market System, or Nasdaq-NMS, under the symbol "UBFO." Taft National common stock is traded over the counter under the symbol "TFNB.PK."

You will be entitled to dissenters' rights in connection with the merger if you comply with the applicable provisions of national banking law. You should read the section entitled "The Merger Dissenters' Rights of Taft National Shareholders" and Appendix B to this proxy statement-prospectus for additional information.

**Please read the section entitled "Risk Factors" beginning on page \_\_\_\_\_ for a discussion of certain factors that you should consider when deciding on how to vote on the merger.**

*This proxy statement-prospectus is dated \_\_\_\_\_, 2004 and is first being mailed to shareholders on or about \_\_\_\_\_, 2004.*

*Neither the Securities and Exchange Commission, or SEC, nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this proxy statement-prospectus. Any representation to the contrary is a criminal offense.*

The shares of United Security common stock offered through this proxy statement-prospectus are not deposits and are not insured by the Federal Deposit Insurance Corporation, or FDIC. United Security and Taft National do not guarantee the investment value of the transaction described in this proxy statement-prospectus.

*The information contained in this proxy statement-prospectus speaks only as of its date unless the information specifically indicates that another date applies.*

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### Questions and Answers About the Merger

*This question and answer summary highlights selected information contained in other sections of this proxy statement-prospectus. To understand the merger more fully, you should carefully read this entire proxy statement-prospectus, including all appendices and financial statements.*

**Q:**           **What am I being asked to vote on?**

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A: You are being asked to vote on an agreement which, if approved, will result in Taft National being merged with and into United Security Bank, a wholly-owned subsidiary of United Security.

**Q: What will happen if Taft National shareholders approve the merger?**

A: If Taft National shareholders approve the merger, and all regulatory approvals are obtained, Taft National will merge with United Security Bank, a wholly-owned bank subsidiary of United Security, and Taft National will cease to operate. We expect this to take place on or about April 30, 2004.

**Q: Why is Taft National merging with United Security?**

A: United Security's and Taft National's respective managements believe that their respective shareholders will benefit from the merger because the business potential for the combined companies exceeds what each company could individually accomplish. United Security and Taft National believe that their similar and complementary financial products and services in the Central Valley market will contribute to enhanced future performance, as well as providing a larger shareholder base. United Security and Taft National believe a larger shareholder base will increase shareholder liquidity and provide for increased shareholder value. Please read the section entitled "The Merger Background and Reasons for the Merger; Recommendation of the Board of Directors" for additional information.

**Q: Should I send in my certificates now?**

A: No. You should not send your Taft National stock certificates in the envelope provided for use in returning your proxy. You will be sent written instructions for exchanging your stock certificates only if the merger is approved and completed.

**Q: What happens if I do not return my proxy card?**

A: If you fail to execute and return your proxy card, it will have the same effect as voting against the merger.

**Q: What risks should I consider before I vote on the merger?**

A: The risks that you should consider in deciding how to vote on the merger are explained in the section of this proxy statement-prospectus entitled "Risk Factors." You are urged to read this section, as well as the rest of this proxy statement-prospectus, before deciding how to vote.

**Q: How do I vote?**

A: Just indicate on your proxy card how you want to vote. Sign and mail your proxy card in the enclosed envelope as soon as possible so that your shares will be represented at the Taft National special shareholders' meeting. Alternatively, you may attend the meeting and vote in person.

If you sign and send in your proxy card and do not indicate how you want to vote, your proxy will be voted in favor of the merger. If you do not sign and send in your proxy card or you abstain from voting, it will have the effect of voting against the merger.

You may attend the meeting and vote your shares in person, rather than voting by proxy. In addition, you may withdraw your proxy up to and including the day of the Taft National special

shareholders' meeting by following the directions on page            and either change your vote or attend the meeting and vote in person.

**Q:**  
**If my shares are held in my broker's name, will my broker vote them for me?**

A: No. Your broker can only vote your shares of Taft National common stock if you provide instructions on how to vote them. You should, therefore, instruct your broker on how to vote your shares by following the directions your broker provides when forwarding these proxy materials to you. If you do not provide voting instructions to your broker, your broker will not be able to vote your shares. This will have the effect of voting against the merger.

**Q:**  
**How do Taft National's directors plan to vote?**

A: All of Taft National's directors have committed to vote their shares in favor of the merger. Taft National's directors collectively hold, as of the record date for the special shareholders' meeting, 79,887 shares, or approximately 29.9%, of Taft National common stock eligible to vote. The affirmative vote of 66<sup>2</sup>/<sub>3</sub>%, or 178,322 shares, of Taft National's issued and outstanding common stock eligible to vote is needed to approve the merger.

**Q:**  
**Who can help answer my other questions?**

A: If you want to ask any additional questions about the merger, you should contact Mr. Dennis Tishma, President and Chief Executive Officer, Taft National Bank, 523 Cascade Place, Taft, California 93268, telephone (661) 763-5151.

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### Summary

*This summary only highlights selected information from this proxy statement-prospectus. It may not contain all the information that is important to you in deciding how to vote. You should carefully read this entire proxy statement-prospectus, including the appendices. These will give you a more complete description of the merger, the merger agreement and the transactions proposed. You should also refer to the section entitled "Description of United Security."*

#### General

This proxy statement-prospectus relates to the proposed merger of Taft National Bank with United Security Bank, a wholly-owned subsidiary of United Security Bancshares. Taft National and United Security believe that the merger will create opportunities to apply their similar community banking philosophies to realize enhanced revenues through asset growth and market penetration.

#### Parties to the Merger (pages    and    )

*United Security Bancshares  
1525 East Shaw Avenue  
Fresno, California 93710  
(559) 248-4944*

United Security is a bank holding company headquartered in Fresno, California. United Security has one subsidiary bank, United Security Bank. Through its subsidiary, United Security serves the California communities of Fresno, Firebaugh, Coalinga, Caruthers, San Joaquin and Oakhurst.

Please read the section entitled "Description of United Security" for additional information about United Security and United Security Bank.

*Taft National Bank  
523 Cascade Place  
Taft, California 93268  
(661) 763-5151*

Taft National is a national banking association which opened for business January 8, 1983. It has an office in Taft, and added its Bakersfield office in May of 1998. Taft National serves the California communities of Taft and Bakersfield.

Please read the section entitled "Information About Taft National" for additional information.

*United Security Bank  
1525 East Shaw Avenue  
Fresno, California 93710  
(559) 248-4944*

United Security Bank, N.A., predecessor to United Security Bank, originally commenced business as a national banking association on December 21, 1987. On February 1, 1999, United Security Bank was incorporated under the laws of the State of California, and on February 3, 1999, following its conversion from a national banking association, was licensed by the Commissioner of Financial Institutions and commenced operations as a California state-chartered bank. United Security Bank is a member of the Federal Reserve System. United Security Bank serves the California communities of Fresno, Firebaugh, Coalinga, Caruthers, San Joaquin and Oakhurst, through full service branches. According to the terms of the merger agreement, Taft National will merge with and into United Security Bank, and United Security Bank will be the survivor.

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#### **Special Shareholders' Meeting (Page )**

Taft National will hold its special shareholders' meeting at Chicken of Oz, located at 1107 Kern Street, Suite #3, Taft, California 93268 on      day,      , 2004 at 4:00 p.m. At this important meeting, Taft National shareholders will consider and vote upon the approval of the merger and other matters that may properly come before the special shareholders' meeting. You may vote at the Taft National special shareholders' meeting if you owned shares of Taft National common stock at the close of business on      , 2004. On that date, Taft National had 267,481 shares of common stock issued and outstanding and entitled to be voted at the shareholders' meeting. Each Taft National shareholder is entitled to one vote for each share he or she held on      , 2004. The affirmative vote of at least two-thirds, or at least 178,322 shares entitled to vote, is required to approve the merger. Under the provisions of the California Corporations Code, United Security's shareholders are not required to approve the merger. Please read the section entitled "The Taft National Meeting" for additional information.

#### **The Merger (Page )**

The merger will result in Taft National being merged out of existence and into United Security Bank, a wholly-owned subsidiary of United Security, subject to shareholder and regulatory approvals, as well as other customary closing conditions. Please read the sections entitled "The Merger Structure of the Merger" and " Certain Effects of the Merger" for additional information.

#### ***The Merger Agreement (Page )***

The merger agreement is the legal document that embodies the merger's terms and governs United Security's and Taft National's merger process, including the issuance of United Security common stock to Taft National's shareholders in connection with the merger. Please read the entire merger agreement which is attached to this proxy statement-prospectus as Appendix A. Also, please read the section entitled "The Merger The Merger Agreement" for additional information.

#### ***Consideration to be Paid to Taft National Shareholders (Page )***

You will have the right to receive newly issued shares of United Security common stock in exchange for your shares of Taft National common stock, based upon an exchange ratio to be determined pursuant to the terms of the merger agreement. Please read the sections entitled "Risk Factors Risks Regarding the Merger" and "The Merger Calculation of Consideration to be Paid to Taft National Shareholders" for additional information.

#### ***Regulatory Approvals (Page )***

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United Security must receive approvals from the Federal Reserve Board, or FRB, and the California Department of Financial Institutions, or the DFI. United Security submitted applications which are currently pending. United Security and Taft National believe the applications will be approved. Please read the section entitled "The Merger Regulatory Approvals" for additional information.

### ***Votes Required; Securities Held by Insiders (Page )***

Approval of the merger requires the affirmative vote of two-thirds of the outstanding shares, or 178,322 shares, of Taft National's 267,481 issued and outstanding shares of common stock. Your failure to vote in person or by proxy, or your abstention from voting entirely, will have the same effect as voting against the merger. Please read the section entitled "The Taft National Meeting."

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Directors and executive officers owned approximately 79,887 shares, or 29.9%, of Taft National's outstanding shares of common stock entitled to vote. Please be aware that Taft National's directors have entered into separate agreements in which they have agreed, among other things, to vote "FOR" approval of the merger agreement. Please read the section entitled "The Merger The Merger Agreement Director Voting Agreements" for additional information.

### ***Opinion of Taft National's Financial Advisor (Page )***

In deciding to approve the merger, Taft National's Board of Directors considered, among other things, the opinion dated December 11, 2003 of James H. Avery Co., Taft National's financial advisor, regarding the fairness, from a financial point of view, of the consideration to be received by Taft National's shareholders as a result of the merger. The advisor's written opinion is attached as Appendix C. You should read it carefully to understand the assumptions made, matters considered and limitations of the review undertaken by the advisor in providing its opinion. Please read the section entitled "The Merger Opinion of Financial Advisor" for additional information.

### ***Recommendation of Taft National's Board of Directors (Page )***

On December 11, 2003, Taft National's Board of Directors unanimously approved the merger agreement and the transactions contemplated by it. Moreover, they unanimously believe that the merger's terms are fair to you and in your best interests. Accordingly, they unanimously recommend a vote "FOR" the proposal to approve the merger agreement and the merger. The conclusions of Taft National's Board of Directors regarding the merger are based upon a number of factors. Please read the sections entitled "The Merger Reasons for the Merger," "Recommendation of the Board of Directors" and " Opinion of Financial Advisor" for additional information.

### ***Exchange of Share Certificates (Page )***

After completing the merger, holders of Taft National stock certificates will need to exchange those certificates for new certificates of United Security common stock. Shortly after completing the merger, Wells Fargo Shareowner Services, United Security's exchange agent, will send Taft National's shareholders detailed instructions on how to exchange their shares. Please do not send any stock certificates until you receive these instructions. Please read the section entitled "The Merger The Merger Agreement Exchange Procedures" for additional information.

### ***Conditions to Closing the Merger (Page )***

In addition to regulatory and shareholder approvals, United Security's and Taft National's obligations to close the merger depend on fulfilling certain conditions, unless waived, including receipt of a tax opinion that the merger qualifies as a tax-free reorganization for federal income tax purposes. Please read the section entitled "The Merger The Merger Agreement Conditions to the Parties' Obligations" for additional information.

### ***Closing the Merger (Page )***

If all required regulatory and shareholder approvals are received as planned, and if the conditions to the merger have either been met or waived, United Security and Taft National anticipate that the merger will close on or about April 30, 2004. However, neither United Security nor Taft National can assure you whether or when the merger will actually close. Please read the section entitled "The Merger The Merger Agreement The Closing" for additional information.

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***Termination of the Merger (Page )***

United Security and Taft National can mutually agree to terminate or extend the merger agreement. Either United Security or Taft National can terminate the merger agreement in the event of a material breach or the occurrence of certain other events, including receipt of an offer from a third party.

United Security and Taft National have agreed that in the event the merger agreement is terminated because of a material breach, the non-breaching party will be entitled to receive \$200,000 from the breaching party. Additionally, a fee of \$300,000 must be paid by Taft National if it completes an alternative merger or similar proposal within twelve months following a termination of the merger agreement by either Taft National or United Security because of certain events specified in the merger agreement. Please read the section entitled "The Merger The Merger Agreement Termination" and " Discussion with Third Parties" for additional information.

***Federal Income Tax Consequences (Page )***

Except for those shareholders who receive cash for their dissenters' rights, Taft National and United Security intend for the merger to be treated as a tax-free reorganization under federal tax law, so that neither Taft National nor United Security will recognize any gain or loss. The federal income tax consequences of the merger to you, however, depend upon whether or not you exercise your dissenters' rights. Please read the section entitled "The Merger Certain Federal Income Tax Consequences" for additional information.

***The tax laws are complex. Therefore, you should consult your individual tax advisor regarding the federal income tax consequences of the merger to you. You should also consult your tax advisor concerning all state, local and foreign tax consequences of the merger.***

***Accounting Treatment (Page )***

United Security must account for the merger as a purchase. Under this method of accounting, the assets and liabilities of the company acquired are recorded at their respective fair value as of completion of the merger, and are added to those of the acquiring company. Financial statements of the acquiring company issued after the merger takes place reflect these values, but are not restated retroactively to reflect the historical financial position or results of operations of the company that was acquired. Please read the section entitled "The Merger Accounting Treatment" for additional information.

**United Security Bank's Management and Operations After the Merger (Page )**

After the merger, United Security Bank's present directors will remain the directors and the current executive officers will remain the executive officers. Please read the section entitled "The Merger Certain Effects of the Merger" and " Interests of Certain Persons in the Merger" for additional information.

**Interests of Certain Persons in the Merger That Are Different From Yours (Page )**

The directors and executive officers of Taft National have financial interests in the merger over and above those of Taft National shareholders. You should consider these interests in deciding how to vote. Please read the section entitled "The Merger Interests of Certain Persons in the Merger" for additional information.

**Differences in Your Rights as a Shareholder (Page )**

As a Taft National shareholder, your rights are currently governed by Taft National's Articles of Association and Bylaws and by the national banking laws. If you do not exercise your dissenters' rights, you will receive United Security common stock in exchange for your Taft National common stock, and you will become a United Security shareholder. Consequently, your rights as a United Security shareholder will be governed by United Security's Articles of Incorporation and Bylaws and by the California Corporations Code, rather than national banking laws. Therefore, the rights of United Security shareholders differ from the rights of Taft National shareholders in certain respects. Please read the section entitled "Comparison of Shareholder Rights" for additional information.

**Dissenters' Rights (Page )**

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In the event you do not wish to accept the consideration offered for your shares, you have the right to dissent from the merger and receive the fair market value of your shares under the provisions of Section 214a(b) of Title 12 of the United States Code. Please read the section entitled "The Merger Dissenters' Rights of Taft National Shareholders" and Appendix B for additional information.

### Dividends

**United Security has paid quarterly cash dividends since its first full year of operation. United Security has paid cash dividends of \$0.115 per share on January 23, 2002, and cash dividends of \$0.13 per share on April 24, 2002, July 24, 2002, October 23, 2002, January 22, 2003 and cash dividends of \$0.145 on April 23, 2003, July 23, 2003, October 22, 2003 and January 21, 2004.**

### Resale of United Security Common Stock by Former Taft National Shareholders (Page )

United Security common stock that you receive in the merger will be freely transferable, unless you are considered an affiliate of Taft National. Please refer to the section entitled "The Merger Resale of United Security Common Stock" for additional information.

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### Risk Factors

*In addition to the other information included in this proxy statement-prospectus or incorporated by reference, you are urged to carefully consider the following factors before making a decision to approve the merger.*

#### Risks Regarding the Merger

##### *Combining United Security and Taft National May Be More Difficult Than Expected*

If United Security and Taft National are unable to successfully integrate their businesses, operating results may suffer. Both United Security and Taft National have operated and, until completion of the merger, will continue to operate independently of one another. It is possible that the integration process could result in the loss of key employees, disruption of United Security's and Taft National's ongoing business or inconsistencies in standards, controls, policies or procedures. These could negatively affect both United Security's and Taft National's ability to maintain relationships with customers and employees, or achieve the anticipated benefits of the merger within the time period expected, if at all. As with any merger of financial institutions, there may also be disruptions that cause customers, both deposit and loan, to take their business to competitors. No guarantees exist that Taft National's integration within United Security's operations will be successful.

##### *You Will Not Know in Advance the Value of the Merger Consideration You Will be Entitled to Receive*

The merger agreement provides that the number of shares of United Security common stock into which a share of Taft National common stock shall be converted shall be equal to the amount determined by dividing the lesser of, (a) the average of the daily closing price of a share of United Security common stock during the 20 consecutive trading days ending at the end of the third trading day immediately preceding the closing of the merger, or (b) \$22.00, into \$5,349,620 (subject to a dollar for dollar adjustment in the event Taft National's expenses in the merger exceed \$300,000 in the aggregate) with the resulting quotient then divided by 267,481 (the number of shares of Taft National common stock outstanding as of the date of the merger agreement). Fluctuations in United Security's per share market value will change the value of the merger consideration. These two components will determine the amount that you will be entitled to receive for each share of Taft National common stock that you own.

Because of the time period spanning the computation of the exchange ratio and per share value of your shares of Taft National common stock, you will not know in advance the number of shares of United Security common stock that you will receive until the merger is completed.

Please read the sections entitled "The Merger Calculation of Consideration to be Paid to Taft National Shareholders."

#### Risks Regarding United Security Common Stock

##### *Limited Market for United Security Common Stock*

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United Security common stock has only traded on the Nasdaq NMS under the symbol "UBFO" since June 5, 2001. Additionally, United Security had 5,530,613 shares issued and outstanding as of January 1, 2004 owned by 646 shareholders of record. Of that amount, 2,086,122 shares are held by directors, executive officers and other insiders and an additional 329,805 shares are owned by United Security's 401(k) plan and employee stock ownership plan, or ESOP. Thus, for all practical purposes, the shares of United Security common stock held by United Security's directors, executive officers, other insiders, the 401(k) plan and the ESOP do not trade. United Security cannot assure you that the stock you receive in the merger may be resold at the frequency or at the prices occurring before the

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merger. Please read the section entitled "Markets; Market Prices and Dividends" for additional information.

### ***United Security Can Issue Common Stock Without Your Approval, Diluting Your Proportional Ownership Interest***

United Security's articles of incorporation authorize it to issue 10,000,000 shares of common stock. Currently, United Security has 5,530,613 shares of common stock issued and outstanding, with up to an additional 243,164 additional shares to be issued in the merger. United Security also has 83,000 shares reserved under various stock option plans covering its directors, officers and employees at exercise prices ranging between \$11.33 and \$17.50. Consequently, any shares of common stock that United Security issues after the merger with Taft National will dilute your proportional ownership interest in United Security, unless you participate in the future offerings.

United Security intends to seek acquisitions of other banks where it believes that those acquisitions will enhance shareholder value or satisfy other strategic objectives. United Security can make future acquisitions, if any, by issuing additional shares of its common stock or other securities convertible into or exercisable for its common stock. As of the date of this proxy statement-prospectus, United Security has not entered into any agreements to acquire other banks, bank holding companies or any other entities. Please read the section entitled "Description of United Security Description of Capital Stock" for additional information.

### ***The Price of United Security Common Stock May Decrease, Preventing You from Selling Your Shares at a Profit***

The market price of United Security common stock could decrease and prevent you from selling your shares at a profit. The market price of United Security common stock has fluctuated in recent years. Since June 12, 2001, United Security's common stock market price has ranged from a low bid price of \$14.94 per share to a high bid price of \$29.50 per share, as adjusted for stock dividends. Fluctuations may occur, among other reasons, due to:

operating results;

market demand;

announcements by competitors;

economic changes;

general market conditions; and

legislative and regulatory changes.

The trading price of United Security common stock may continue to fluctuate in response to these factors and others, many of which are beyond United Security's control. We strongly urge you to consider the likelihood of these market fluctuations before electing the type of merger consideration that you want to receive. Please read the section entitled "Markets; Market Prices and Dividends" for additional information regarding the trading prices of United Security common stock.

## **Risks Regarding the Businesses of United Security and Taft National**

### ***United Security and Taft National Face Lending Risks***

The risk of loan defaults or borrowers' inability to make scheduled payments on their loans is inherent in the banking business. Moreover, United Security and Taft National focus primarily on lending to small- and medium-sized businesses. Consequently, United Security and Taft National may assume greater lending risks than other financial institutions which have a smaller concentration of

those types of loans, and which tend to make loans to larger businesses. Borrower defaults or borrowers' inability to make scheduled payments may result in losses which may exceed United Security's and Taft National's allowances for loan losses. Furthermore, should United Security and Taft National be required to fund currently unfunded loan commitments and letters of credit at higher than anticipated levels, there may be an increased exposure to loan losses, necessitating higher loan loss provisions. Other than these unfunded loan commitments and letters of credit, neither United Security nor Taft National have any off balance sheet exposure. These risks, if they occur, may require higher than expected loan loss provisions which, in turn, can materially impair profitability, capital adequacy and overall financial condition. Please read the sections entitled "Description of United Security Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Information About Taft National Management's Discussion and Analysis of Financial Condition and Results of Operations" for additional information.

***United Security and Taft National Are Limited in the Amount They Can Lend to Any Individual Borrower***

United Security, through its subsidiary, United Security Bank, and Taft National are limited in the amount that they can lend to a single borrower. Accordingly, the size of the loans which they can offer to potential customers is less than the size of loans that their competitors with larger lending limits can offer. Legal lending limits also affect United Security Bank's and Taft National's ability to seek relationships with larger and more established businesses. Through previous experience and relationships with a number of other financial institutions, participations in loans which exceed lending limits are sometimes sold. However, United Security and Taft National cannot assure you of any future success that they may have in attracting or retaining customers seeking larger loans or that they can successfully engage in participation transactions for those loans on favorable terms. For additional information, please read the sections entitled "Description of United Security Business Competition" and "Information About Taft National Banking Services Competition."

***An Increase in Classified Loans May Hurt Performance***

Some of the loans that United Security and Taft National make may, with the passage of time, pose a higher risk of becoming uncollectible. These loans may be classified and require a larger than anticipated amount of loss reserves which, in turn, may reduce United Security's and Taft National's liquidity, earnings and ultimately their capitalization and financial condition. Classified loans as of September 30, 2003, of United Security and Taft National were 50.9% and 76.0% of capital respectively. United Security and Taft National continually evaluate the credit risks associated with loans that indicate a higher than normal risk of collectability. United Security and Taft National believe that they have adequately provided for the related credit risks of their respective loans. However, their respective loan portfolios are vulnerable to adverse changes in the economy and in the particular industries in which their borrowers operate. Accordingly, United Security and Taft National cannot assure you that the level of their classified loans will not increase in the future. For additional information, please read the sections entitled "Description of United Security Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Information About Taft National Management's Discussion and Analysis of Financial Condition and Results of Operations."

***Declines in Real Estate Values Could Materially Impair Profitability and Financial Condition***

Approximately 70% and 51% respectively, of United Security's and Taft National's loans are secured by real estate collateral. A substantial portion of the real estate securing these loans is located in Central California. Real estate values are generally affected by factors such as:

the socioeconomic conditions of the area where real estate collateral is located;

fluctuations in interest rates;

property and income tax laws;

local zoning ordinances governing the manner in which real estate may be used; and

federal, state and local environmental regulations.

Management and the Boards of Directors of United Security and Taft National monitor the concentrations of loans secured by real estate, which are within pre-approved limits. However, declines in real estate values could significantly reduce the value of the real estate collateral securing United Security's and Taft National's loans, increasing the likelihood of defaults. Moreover, if the value of real estate collateral declines to a level that is not enough to provide adequate security for the underlying loans, United Security and Taft National will need to make additional loan loss provisions which, in turn, will reduce their profits. Also, if a borrower defaults on a real estate secured loan, United Security and Taft National may be forced to foreclose on the property and carry it as a nonearning asset which, in turn, may reduce net interest income. For additional information, please read the sections entitled "Description of United Security Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Information About Taft National Management's Discussion and Analysis of Financial Condition and Results of Operations."

#### ***Interest Rates and Other Conditions Impact Profitability***

United Security's and Taft National's profitability depends on the difference between the rates of interest they earn on their loans and investments, and the interest rates they pay on deposits and other borrowings. Like other financial institutions, United Security's and Taft National's net interest income is affected by general economic conditions and other uncontrollable factors, like the monetary policies of the FRB, which influence market interest rates. Accordingly, the ability to adjust the interest rates on investments, loans and deposit products in response to changes in market interest rates may be limited for a period of time. Consequently, United Security's and Taft National's inability to immediately respond to changes in market interest rates can have either a positive or negative effect on net interest income, capital, liquidity and financial condition. United Security and Taft National cannot assure you that any positive trends or developments that they have experienced will continue, or that they will not experience negative trends or developments in the future. Finally, in response to negative economic trends, the FRB has lowered interest rates 13 times since the beginning of 2001. The benchmark overnight federal funds rate (the rate banks charge each other for overnight borrowings) currently stands at 1.00%, one of the lowest levels in four decades. Declines in this key rate affect other rates which United Security and Taft National charge their borrowers and pay depositors, impacting United Security's and Taft National's net interest margins. Due to the mix and composition of United Security's and Taft National's assets and liabilities, changing interest rates may adversely impact their net interest incomes and margins. For additional information, please read the section entitled "Supervision and Regulation United Security Bank and Taft National Impact of Monetary Policies."

#### ***United Security Is Limited in its Ability to Pay Cash Dividends***

While United Security and United Security Bank have paid quarterly cash dividends for the last five years, United Security depends on dividends from United Security Bank, and if the merger is closed, from the profit contribution of Taft National to United Security Bank, in order to pay cash dividends to its shareholders. Moreover, the amount and timing of any dividends is at the discretion of United Security's board of directors. Please refer to the section entitled "Description of United Security Description of Capital Stock" for additional information. Also, please read the sections entitled "Supervision and Regulation United Security Bank Holding Company Liquidity" and " Limitations on Dividend Payments" for additional information.

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#### ***United Security's Future Growth May Be Limited If it Is Not Able to Raise Additional Capital***

Banks and bank holding companies are required to conform to regulatory capital adequacy guidelines and maintain their capital at specified percentages of their assets. These guidelines may limit United Security's ability to grow and could result in banking regulators requiring increased capital levels or reduced loan and other earning asset levels. Therefore, in order to continue to increase its earning assets and net income, United Security may, from time to time, need to raise additional capital. United Security cannot assure you that additional sources of capital will be available or, if they are, that the additional capital will be available on economically reasonable terms. For additional information, please read the sections entitled "Supervision and Regulation United Security Bank and Taft National Risk-Based Capital Guidelines" and "Description of United Security Trust Preferred Securities Offerings."

#### ***United Security Has a Continuing Need to Adapt to Technological Changes***

The banking industry is undergoing rapid technological changes with frequent introductions of new technology-driven products and services. The effective use of technology allows a bank to:

better serve its customers;

increase operating efficiencies through reduced operating costs;

provide a wider range of products and services to their customers; and

attract new customers.

Future success of United Security and Taft National partially depends upon their ability to successfully use technology in providing products and services that will satisfy customers' demands for convenience, as well as to create additional operating efficiencies. Larger competitors already have existing technological infrastructures and substantially greater resources to invest in technological improvements. Neither United Security nor Taft National can assure you that it will be able to effectively implement new technology-driven products and services as they develop, or be successful in marketing those products and services to their current and prospective customers.

#### ***United Security and Taft National Compete Against Larger Banks and Other Institutions***

United Security and Taft National compete for loans and deposits with other banks, savings and thrift associations and credit unions located in their service areas, as well as with other financial services organizations such as brokerage firms, insurance companies and money market mutual funds. These competitors aggressively solicit customers within their market area by advertising through direct mail, the electronic media and other means. Many of their competitors have been in business longer, have established customer bases and are substantially larger. These competing financial institutions offer services, including international banking services, that United Security and Taft National can only offer through correspondents, if at all. Additionally, their larger competitors have greater capital resources and, consequently, higher lending limits. Finally, some of their competitors are not subject to the same degree of regulation. For additional information, please read the sections entitled "Description of United Security Business Competition" and "Information About Taft National Banking Services Competition."

On November 12, 1999, the Gramm-Leach-Bliley Act, or GLB Act, became effective. The GLB Act significantly changed the regulatory structure and oversight of the financial services industry. The GLB Act allows banks and bank holding companies to engage in activities that were previously prohibited. Also, banks and bank holding companies are permitted to affiliate with other financial service providers such as insurance companies and securities firms. Consequently, a qualifying bank holding company, called a financial holding company, can engage in a full range of financial activities,

including banking, insurance, and securities activities, as well as merchant banking and additional activities that are "financial in nature" or "incidental" to those financial activities. Moreover, various non-bank financial services providers can acquire banks while simultaneously offering services such as securities underwriting and brokering insurance products. The GLB Act also expands passive investment activities for bank holding companies that qualify as financial holding companies, thereby permitting them to indirectly invest in any type of company, financial or non-financial, through merchant banking and insurance company affiliations. Consequently, United Security and Taft National may face additional competition from thrift institutions, insurance companies and securities firms which choose to enter the banking business. Additionally, their ability to cross-market banking products to their existing customers may make it more difficult for United Security and Taft National to retain their current customers, as well as making it more difficult for them to attract new customers. For additional information, please read the section entitled "Supervision and Regulation United Security Bank and Taft National."

#### ***Current Banking Laws and Regulations Affect Activities***

United Security and Taft National are subject to extensive regulation. Supervision, regulation and examination of banks and bank holding companies by regulatory agencies are intended primarily to protect depositors rather than stockholders. These regulatory agencies examine bank holding companies and commercial banks, establish capital and other financial requirements and approve acquisitions or other changes of control of financial institutions. United Security's and Taft National's ability to establish new facilities or make acquisitions requires approvals from applicable regulatory bodies. Changes in legislation and regulations will continue to have a significant impact on the banking industry. Although some of the legislative and regulatory changes may benefit United Security and Taft National, others may increase their costs of doing business and assist their nonbank competitors who are not subject to similar regulation. For additional information, please read the section entitled "Supervision and Regulation."

*Taft National Regulatory Agreement*

Taft National has been the subject of enforcement proceedings by bank regulators. Specifically, on March 21, 2001, Taft National entered into a formal written agreement with the Office of the Comptroller of the Currency. The agreement generally prohibits certain operations or practices deemed objectionable by the OCC and required Taft National to take several affirmative actions. Taft National management believes it is in compliance with the terms of the formal agreement. However, ultimate compliance is determined by the OCC, and until such time as Taft National is released from the formal agreement, it may be subject to further enforcement proceedings by the OCC.

**A Warning about Forward Looking Statements**

United Security and Taft National make forward-looking statements in this proxy statement-prospectus that are subject to risks and uncertainties. These forward-looking statements include information about possible or assumed future results after the merger. These forward-looking statements are based on the beliefs and assumptions of United Security's and Taft National's managements, as well as on information currently available to them. While Taft National and United Security believe that the expectations reflected in these forward-looking statements are reasonable, and have based these expectations on their beliefs as well as assumptions they have made, those expectations may ultimately prove to be incorrect.

Forward-looking statements include information concerning possible or assumed future results about the operations of United Security and/or Taft National made throughout this proxy statement-prospectus. Also, when any of the words "anticipates," "believes," "estimates," "seeks," "expects," "plans," "intends" or similar expressions are used, forward-looking statements are being made.

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Many possible events or factors could affect United Security's and Taft National's future results and performance after the merger. The events or factors that could cause results or performance to materially differ from those expressed in the forward-looking statements include:

lower than expected consolidated revenues for United Security;

higher than expected merger related costs;

losses of deposit and loan customers resulting from the merger;

greater than expected operating costs and/or loan losses;

significant increases in competition;

unexpected difficulties or delays in obtaining regulatory approvals for the merger;

the inability to achieve expected cost savings from the merger, or the inability to achieve those savings as soon as expected;

adverse changes in interest rates and economic or business conditions;

adverse legislative or regulatory changes affecting United Security's and Taft National's businesses;

unexpected costs and difficulties in adapting to technological changes and integrating systems;

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adverse changes in the securities markets; and

the effects of terrorist attacks in the U.S. or abroad or other events affecting world peace or international commerce.

Due to the uncertainties surrounding these events or factors, you should not unduly rely on the forward-looking statements made in this proxy statement-prospectus. Actual results may materially differ from those currently expected or anticipated.

Forward-looking statements are not guarantees of performance. Instead, they involve risks, uncertainties and assumptions. The future results and shareholder value of United Security following completion of the merger may materially differ from those expressed in these forward-looking statements. Many of the factors described under the section of this proxy statement-prospectus entitled "Risk Factors" will determine the results and values of United Security, and are beyond United Security's and Taft National's ability to control or predict. As a result, United Security and Taft National claim the protection of the safe harbor provisions contained in the Private Securities Litigation Reform Act of 1995 for the forward-looking statements contained in this proxy statement- prospectus.

### Markets; Market Prices And Dividends

#### Taft National Common Stock

The common stock of Taft National is not listed on any national stock exchange, but is listed on the Over-the-Counter (OTC) Bulletin Board under the symbol of "TFNB.PK." As of January 15, 2004, there were approximately 198 shareholders. The management of Taft National is not aware of any dealers that make a market for Taft National common stock.

There is and has been very little trading in Taft National common stock. On December 10, 2003, the last trading day prior to the announcement of the merger, the bid price of Taft National common stock was \$10.80.

Taft National last declared a cash dividend of \$.60 per share in 1997, which was paid in May, 1998. No cash or stock dividends have been declared since that time.

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#### United Security Common Stock

The following chart summarizes the approximate high and low bid prices and dividends declared per share for United Security. United Security common stock has been quoted on the Nasdaq-NMS and traded under the symbol "UBFO" since June 5, 2001. Before that date, United Security common stock was traded on the over-the-counter marker under the symbol "UBFO.OB." The information in the following table is based upon information provided by the National Association of Securities Dealers for prices on the Nasdaq-NMS. Bid quotations reflect inter-dealer prices, without adjustments for mark-ups, mark-downs, or commissions and may not necessarily represent actual transactions.

	United Security Common Stock	
	High Bid	Low Bid
<b>2002</b>		
First Quarter	\$ 17.50	\$ 16.13
Second Quarter	\$ 18.25	\$ 16.60
Third Quarter	\$ 18.00	\$ 15.00
Fourth Quarter	\$ 19.74	\$ 15.50
<b>2003</b>		
First Quarter	\$ 21.73	\$ 16.29
Second Quarter	\$ 27.64	\$ 18.53
Third Quarter	\$ 26.59	\$ 19.00
Fourth Quarter	\$ 27.69	\$ 24.17

**United Security  
Common Stock**

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**2004**

First Quarter through

, 2004

\$

\$

The following table sets forth the closing price per share of United Security common stock on the Nasdaq-NMS as of December 10, 2003, the last trading day before the date on which United Security and Taft National announced the execution of the merger agreement, and as of , 2004, the last practicable date prior to the date of this proxy statement-prospectus. There have been no trades in the common shares of Taft National since November 25, 2003, at which time 1,562 shares traded at \$10.00 per share. Since 2001, all trades in Taft National common stock have been at \$10.00 per share.

Market Price Per Share as of	United Security Common Stock
December 10, 2003	\$ 26.88
, 2004	\$

You should obtain current market quotations for United Security and Taft National common stock. The market price of United Security common stock will probably fluctuate between the date of this proxy statement-prospectus, the date on which the merger is completed and after the merger. Because the market price of United Security common stock is subject to fluctuation, the number of shares of United Security common stock that you may receive in the merger may increase or decrease.

**Selected Financial Data**

United Security and Taft National are providing the following information to aid you in your analysis of the financial aspects of the merger. The following charts show financial results actually achieved by United Security and Taft National.

**United Security**

United Security derived its annual historical financial data for 2002 and 2001 from the audited consolidated financial statements included elsewhere herein. In the opinion of United Security's management, all adjustments, consisting solely of recurring adjustments, necessary to fairly present the data at those dates and for those periods have been made.

**Taft National**

Taft National derived its annual historical financial data for 2002 and 2001 from its audited financial statements included elsewhere herein. In the opinion of Taft National's management, all adjustments, consisting solely of recurring adjustments, necessary to fairly present the data at those dates and for those periods have been made.

**Comparative Historical Financial  
Data for United Security**

(Unaudited)

Nine Months Ended  
September 30,

Year Ended December 31,

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	2003	2002	2002	2001	2000	1999	1998
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(Restated)  
(in thousands, except per share data and ratios)

**SUMMARY OF EARNINGS:**

Net interest income	\$ 14,429	\$ 13,247	\$ 17,200	\$ 16,652	\$ 17,397	\$ 13,995	\$ 12,914
Provision for credit losses	872	1,189	1,963	1,733	1,580	1,025	1,200
Noninterest income	4,884	3,709	5,368	4,277	2,538	2,781	2,797
Noninterest expense	9,023	8,206	10,860	9,818	8,648	7,898	7,591
Net Income	\$ 6,505	\$ 5,312	\$ 6,833	\$ 6,193	\$ 6,257	\$ 4,923	\$ 4,216

**FINANCIAL POSITION:**

Total assets	\$ 508,225	\$ 533,014	\$ 519,316	\$ 450,928	\$ 356,832	\$ 281,531	\$ 279,950
Total net loans and leases	349,370	357,847	343,042	331,163	256,802	195,233	152,052
Total deposits	433,680	438,526	423,987	368,651	271,862	238,863	252,474
Total shareholders' equity	44,768	40,293	40,561	36,059	33,749	28,316	24,989

**PER SHARE DATA:**

Net Income Basic	\$ 1.19	\$ 0.98	\$ 1.27	\$ 1.14	\$ 1.16	\$ 0.95	\$ 0.82
Net Income Diluted	\$ 1.18	\$ 0.97	\$ 1.25	\$ 1.11	\$ 1.12	\$ 0.89	\$ 0.77
Book value per share	\$ 8.13	\$ 7.42	\$ 7.50	\$ 6.68	\$ 6.23	\$ 5.41	\$ 4.83

**SELECTED FINANCIAL RATIOS:**

Return on average assets	1.70%	1.45%	1.37%	1.55%	1.95%	1.77%	1.58%
Return on average shareholders' equity	20.44%	18.68%	17.64%	17.25%	20.05%	18.31%	17.85%
Average shareholders' equity to average assets	8.34%	7.77%	7.76%	9.00%	9.71%	9.69%	8.86%
Dividend payout ratio	35.59%	38.14%	40.94%	40.09%	32.14%	31.50%	31.30%

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**Comparative Historical Financial Data for Taft National**

(Unaudited)

	Nine Months Ended September 30,		Year Ended December 31,				
	2003	2002	2002	2001	2000	1999	1998
<b>Summary of Earnings:</b>							
Net Interest Income	\$ 1,686	\$ 1,870	\$ 2,457	\$ 2,993	\$ 3,497	\$ 2,516	\$ 1,993
Provision for Loan Losses	323	80	155	878	1,515	92	25
Noninterest Income	783	418	883	668	549	432	313
Noninterest Expense	2,066	2,462	3,332	3,080	2,871	2,591	2,369
Net Income	\$ 80	\$ (254)	\$ (147)	\$ (297)	\$ (196)	\$ 168	\$ (27)

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	Nine Months Ended September 30,				Year Ended December 31,			
<b>Financial Position:</b>								
Total Assets	\$ 51,939	\$ 53,270	\$ 52,926	\$ 53,038	\$ 56,119	\$ 48,695	\$ 49,841	
Total Net Loans and Leases from Loans, net of Deferred Fees	27,509	30,593	31,140	31,842	39,744	32,893	21,806	
Total Deposits	47,417	49,015	48,379	48,367	51,702	44,192	45,360	
Total Shareholders' Equity	3,454	3,307	3,442	3,562	3,859	4,055	3,887	

**Per Share Data:**

Net Income Basic	\$ 0.30	\$ (0.95)	\$ (0.55)	\$ (1.11)	\$ (0.73)	\$ 0.63	\$ (0.10)	
Net Income Diluted	\$ 0.30	\$ (0.95)	\$ (0.55)	\$ (1.11)	\$ (0.73)	\$ 0.63	\$ (0.10)	
Book Value	\$ 12.91	\$ 12.36	\$ 12.87	\$ 13.32	\$ 14.43	\$ 15.16	\$ 14.53	

**Selected Financial Ratios:**

Return on Average Assets	0.15%	(0.48)%	(0.28)%	(0.53)%	(0.36)%	0.32%	(0.06)%	
Return on Average Equity	2.30%	(7.27)%	(4.20)%	(7.84)%	(4.50)%	4.20%	(0.69)%	
Shareholder's Equity to Assets	6.65%	6.21%	6.50%	6.72%	6.88%	8.33%	7.80%	

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**The Taft National Meeting**

**General**

Taft National Bank will hold a special shareholders' meeting on \_\_\_\_\_, 2004 at 4:00 p.m., local time, at Chicken of Oz, 1107 Kern Street, Suite #3, Taft, California 93268. At the special shareholders' meeting you will be asked to consider and vote on the approval of the merger agreement, and any other matters that may properly come before the meeting.

**Record Date; Stock Entitled to Vote; Quorum**

Only holders of record of Taft National common stock at the close of business on \_\_\_\_\_, 2004, the record date for Taft National's special shareholders' meeting, are entitled to receive notice of and to vote at the special shareholders' meeting. On the record date, Taft National had 267,481 shares of its common stock issued, outstanding and eligible to vote at the special shareholders' meeting. A majority of the shares of Taft National common stock issued and outstanding and entitled to vote on the record date must be represented in person or by proxy at the special shareholders' meeting in order for a quorum to be present for purposes of transacting business. In the event that a quorum is not present, it is expected that the special shareholders' meeting will be adjourned or postponed to solicit additional proxies.

**Number of Votes**

Each holder of Taft National common stock will be entitled to one vote, in person or by proxy, for each share of Taft National common stock held on the record date on approval of the merger agreement.

**Votes Required**

Approval of the merger agreement and the merger requires the affirmative vote of at least two-thirds of the shares of Taft National common stock outstanding on the record date. As of the record date, Taft National's directors and executive officers owned 79,887 shares, representing approximately 29.9%, of Taft National's issued and outstanding shares of common stock entitled to vote.

**Voting of Proxies**

*Submitting Proxies*

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Taft National shareholders may vote their shares in person by attending the special shareholders' meeting or they may vote their shares by proxy. In order to vote by proxy, Taft National shareholders must complete the enclosed proxy card, sign and date it and mail it in the enclosed postage pre-paid envelope.

If a written proxy card is signed by a shareholder and returned without instructions, the shares represented by the proxy will be voted "FOR" approval of the merger. Taft National shareholders whose shares are held in "street name" (i.e., in the name of a broker, bank or other record holder) must either direct the record holder of their shares as to how to vote their shares or obtain a proxy from the record holder to vote at the Taft National special shareholders' meeting. It is important that you follow the directions provided by your broker regarding instructions on how to vote your shares. Your failure to instruct your broker on how to vote your shares will have the same effect as voting against the proposal to approve the merger agreement and the merger.

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### ***Revoking Proxies***

Taft National shareholders of record may revoke their proxies at any time before the time their proxies are voted at the Taft National special shareholders' meeting. Proxies may be revoked by written notice, including by telegram or teletype, to the Corporate Secretary of Taft National, by a later-dated proxy signed and returned by mail or by attending the special shareholders' meeting and voting in person. Attendance at the special shareholders' meeting will not, in and of itself, constitute a revocation of a proxy. Instead, Taft National shareholders who wish to revoke their proxies must inform Taft National's Corporate Secretary at the special shareholders' meeting, prior to the vote, that he or she wants to revoke his or her proxy and vote in person. Written notices of proxy revocations must be sent so that they will be received before the taking of the vote at Taft National's special shareholders' meeting as follows:

Taft National Bank  
523 Cascade Place  
Taft, California 93268  
Attention: Bob Hampton  
Corporate Secretary

### ***Abstentions and Broker Nonvotes***

The presence, in person or by properly executed proxy, of the holders of a majority of Taft National's outstanding shares entitled to vote is necessary to constitute a quorum at the special shareholders' meeting. Abstentions and broker nonvotes will be counted in determining whether a quorum is present. Under the applicable rules of the National Association of Securities Dealers, Inc., brokers or members who hold shares in street name for customers who are the beneficial owners of Taft National common stock are prohibited from giving a proxy to vote those shares regarding approval of the merger and the merger agreement, in the absence of specific instructions from beneficial owners. We refer to these as "broker nonvotes." Abstentions and broker nonvotes will not be counted as a vote "FOR" or "AGAINST" the merger agreement and merger at the Taft National special shareholders' meeting. However, abstentions and broker nonvotes will have the same effect as a vote "AGAINST" the merger agreement and merger.

### ***Other Matters***

In addition to voting for approval of the merger, any other matters that are properly presented at the special shareholders' meeting will be acted upon. Taft National's management does not presently know of any other matters to be presented at the Taft National special shareholders' meeting other than those set forth in this proxy statement-prospectus. If other matters come before the special shareholders' meeting, the persons named in the accompanying proxy intend to vote according to the recommendations of Taft National's Board of Directors.

### ***Solicitation of Proxies***

Taft National's Board of Directors is soliciting the proxies for the Taft National special shareholders' meeting. Taft National will pay for the cost of solicitation of proxies. In addition to solicitation by mail, Taft National's directors, officers and employees may also solicit proxies from shareholders by telephone, facsimile, telegram or in person. If Taft National's management deems it advisable, the services of individuals or companies that are not regularly employed by Taft National may be used in connection with the solicitation of proxies. Arrangements will also be made with brokerage houses and other custodians, nominees and fiduciaries to send the proxy materials to beneficial owners. Taft National will, upon request, reimburse those brokerage houses and custodians for their reasonable expenses in so doing.

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Taft National shareholders who submit proxy cards should not send in any stock certificates with their proxy cards. Instructions for the surrender of stock certificates representing shares of Taft National common stock will be mailed by Wells Fargo Shareowner Services, United Security's exchange agent, to former Taft National shareholders shortly after the merger is completed. Please read the section entitled "The Merger The Merger Agreement Exchange of Stock Certificates" for additional information.

### **The Merger**

*This section of the proxy statement-prospectus describes certain aspects of the proposed merger. Because this is a summary, it does not contain all the information that may be important to you. You should read this entire proxy statement-prospectus, including the appendices. A copy of the merger agreement is attached as Appendix A to this proxy statement-prospectus. The following discussion, and the discussion under the subsection entitled "The Merger Agreement," describes important aspects of the merger and the material terms of the merger agreement. These descriptions are qualified by reference to Appendix A.*

### **Background and Reasons for the Merger; Recommendation of the Board of Directors**

Taft National, based in Taft, California, has conducted general banking operations to serve individuals and small to medium-sized businesses since January 3, 1983 in Taft and, since May 11, 1998 with a branch in Bakersfield. Both of these offices are located in Kern County. In serving individuals and small businesses, Taft National has focused on a community-based approach to banking.

During the past several years the board of directors of Taft National has been concerned about the rapid changes occurring in the banking industry in California and Kern County including the trend of consolidation in the banking industry, further expected consolidation and increased competition in Kern County particularly by local and regional banks. In order to compete in a way that more banking customers are now expecting, Taft National faced the prospect of having to expend considerable capital and human resources to develop and maintain technological assets such as computer networks, online transaction processing, internet-enabled accounts and other features of modern banking that would require the raising of additional capital and the prospect of significant on-going expense.

In terms of capital and assets, Taft National is one of the smallest banks in California. Although the board of directors believed that Taft National could and would meet the challenges necessary to build a healthy, modern bank, there would be considerable risk and uncertainty. The board of directors realized that a combination with another bank might be a more effective and less costly way to achieve the necessary scale and/or expertise necessary to accomplish these challenges with fewer risks to Taft National's shareholders. The board and senior management determined that Taft National would and should be receptive to offers that would maximize shareholder value consistent with its fiduciary duties while at the same time continuing to improve on the safety, soundness and profitability of its existing banking franchise.

Taft National had received a number of unsolicited expressions of interest from various banks and private individuals. The board of directors considered each of these and determined that none were in the best interests of Taft National's shareholders.

In September, 2002, the board of directors of Taft National engaged the services of James H. Avery Company as its financial advisor in connection with potential merger or acquisition transactions. James H. Avery Company contacted numerous potential banks as prospective acquirors. Of these institutions, three expressed considerable interest including non-binding offers. Following a review of the expressions of interest by Taft National's legal counsel and financial advisor a term sheet was adopted by the board of directors. After the issuance of the term sheet by Taft National stating the minimum price and terms acceptable to its board of directors, one of these three potential acquirors, United Security, expressed interest at a proposed value to Taft National shareholders significantly above

the other preliminary indications and significantly above the limited trading market for Taft National's shares and within the range in which shares of comparable banks had been acquired. United Security was also the largest of the three potential acquirors with the most stock liquidity.

United Security's offer was \$5,349,620 which was to be reduced, dollar for dollar, by certain merger-related expenses incurred by Taft over \$300,000. The consideration was to be in the form of United Security common stock. James H. Avery Company was asked to prepare a financial analysis of the offer, including comparable transactions. After further negotiation, United Security's offer was enhanced with a provision that the maximum value of United Security common stock to be used in determining the number of shares to be exchanged for Taft National's shares be set at \$22.00 per share. Thus, while the minimum consideration to Taft's shareholders would be \$5,349,620 regardless of the market value of United Security's common stock, there was to be no maximum consideration should the market value of United Security's common stock rise

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above \$22.00 per share. On the date preceding the signing of the merger agreement, for example, the closing price of United Security's common stock was \$26.88 indicating a consideration to Taft's shareholders of \$6,536,262.98 assuming no adjustment for merger-related expenses incurred by Taft over \$300,000.

Additional negotiations related to the agreement and addressing personnel staffing, severance and other issues as well as due diligence investigations by United Security of Taft National and Taft National of United Security were conducted.

On December 11, 2003, the Taft National board held a meeting to discuss and review, with its legal counsel, the draft merger agreement and the related documents. These documents included the shareholder and non-compete agreements of all of Taft National's directors. James H. Avery Company also delivered its written opinion, along with various documentation, that as of December 11, 2003, the consideration to be received by Taft National's shareholders is fair from a financial point of view.

Against this background, upon consideration of the factors discussed above and elsewhere in this proxy statement-prospectus, and based upon the review and discussions by the Taft National board of the terms and conditions of the merger and the related documents and the opinion of James H. Avery Company as well as other relevant factors, the board reached the conclusion that the proposed merger was in the best interest of Taft National and its shareholders, and decided to enter into it. By unanimous vote, the board authorized and approved the merger and the execution of the merger agreement. The merger agreement was executed on December 11, 2003 and a joint press release was issued by the parties later that day.

In reaching its conclusion, the Taft National board considered a number of important matters, including, among other things:

the increased liquidity to be provided to Taft National's shareholders by receiving shares of United Security's common stock in exchange for their shares of Taft National common stock because United Security common stock is reported on the Nasdaq, it has more outstanding shares and shareholders, and the shareholders of Taft National would have the benefit of a more active market for their shares after completion of the acquisition;

the prospects for dividend yields to Taft National shareholders based on United Security's past dividend history and future prospects;

the current and prospective economic conditions and prospects for the markets in which Taft National operates;

competitive pressures and increasing regulatory burdens and constraints in the financial services industry in general and the community banking industry in particular;

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the review by Taft National's board, with its legal and financial advisor, of alternatives to the merger, the range of possible values to Taft National's shareholders obtainable through implementation of alternatives and the timing and likelihood of the same;

the strong commitment United Security has shown in the communities it currently serves, and the likelihood that it will continue this commitment in the communities now served by Taft National;

the enhancement of Taft National's competitiveness and its ability to serve its customers, depositors, creditors, other constituents and the communities in which it operates as a result of a business combination with an institution with greater resources, such as United Security;

the expanded products and services provided by United Security, including larger lending limits, which will significantly enhance the products available to Taft National's customers;

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the availability as part of United Security to utilize the technology infrastructure needed to become competitive in the current financial services marketplace;

the improved ability to attract and retain top employees by offering greater challenges, opportunities and benefits;

the complimentary geographic distribution of United Security's offices in the San Joaquin Valley as compared with Taft National's existing banking offices;

information concerning the business, results of operation, asset quality and financial condition of Taft National and United Security on a stand-alone and combined basis, and the future growth prospects following the merger;

an assessment that, in the current economic environment, expansion through acquisition by another financial institution would be most economically advantageous to Taft National shareholders when compared to other alternatives such as de novo branch openings or branch acquisitions;

the terms and conditions of the merger agreement and related agreements, including the substantial premium over both book value and market value being offered and the earnings multiple of Taft National;

James H. Avery Company's analysis of the financial condition, results of operations, business prospects and stock price of Taft National and comparisons of Taft National to other banks and bank holding companies operating in its industry;

an analysis of the terms of other recent acquisitions in the banking industry, including the prices paid on other recent comparable combinations of banks and bank holding companies, compared to the price to be paid to the shareholders of Taft National;

the opinion of James H. Avery Company to the effect that, as of the date of the opinion, the merger agreement is fair, from a financial view, to the holders of Taft National common stock; and

the expectation that the acquisition will constitute a tax-free reorganization for federal income tax purposes.

In addition to the advantages, discussed in the previous paragraph, of a merger with a larger financial institution, the board of directors and management of Taft National also discussed the various risks of combining with United Security, including:

the disadvantages of being part of a larger entity, including the potential for decreased customer service;

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the risk that integration of Taft National and United Security will divert the combined entities management from other beneficial activities; and

the possible adverse effect on certain employees of Taft National.

However, after weighing the advantages and disadvantages of a merger with United Security, the Taft National board of directors determined that the advantages clearly outweighed the disadvantages.

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The above discussion of the factors considered by the Taft National board of directors is not intended to be exhaustive. In view of the variety and nature of the factors considered by the Taft National board of directors, the Taft National board of directors did not find it practicable to assign relative weights to the specific factors considered in reaching its decision.

For the reasons stated above, the board of directors of Taft National unanimously approved the merger agreement and related transactions, including the merger. The board of directors of Taft National believes that the merger is fair and in the best interests of Taft National and its shareholders. The board of directors of Taft National unanimously recommends that its shareholders vote "FOR" approval of the merger.

### Structure of the Merger

The merger agreement provides that Taft National will merge with and into United Security Bank, United Security's wholly-owned subsidiary. As a result of the merger, United Security Bank will be the surviving bank and will operate under the name "United Security Bank." Each share of Taft National common stock issued and outstanding (other than shares with respect to which dissenters' rights have been perfected) will be converted into the right to receive shares of United Security common stock. Each share of United Security common stock outstanding will remain outstanding after the merger. Please read the sections entitled "The Merger - Calculation of Consideration to be Paid to Taft National Shareholders" and "Dissenters' Rights" for additional information.

### Calculation of Consideration to be Paid to Taft National Shareholders

The merger agreement provides that the number of shares of United Security common stock into which a share of Taft National common stock shall be converted shall be equal to the amount determined by dividing the lesser of, (a) the average of the daily closing price of a share of United Security common stock during the 20 consecutive trading days ending at the end of the third trading day immediately preceding the closing of the merger, or (b) \$22.00, into \$5,349,620 (subject to a dollar for dollar adjustment in the event Taft National's expenses in the merger exceed \$300,000 in the aggregate) with the resulting quotient then divided by 267,481 (the number of shares of Taft National common stock outstanding as of the date of the merger agreement). United Security shall pay the merger consideration primarily in shares of United Security common stock, with a minimum number of shares equal to 243,164, subject to reduction in the event Taft National's merger related expenses exceed \$300,000 in the aggregate.

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On a per share basis, each share of Taft National common stock will be entitled to receive the aggregate merger consideration described above, in shares of United Security common stock. In addition, cash will be paid to Taft National shareholders in lieu of any fractional shares of United Security common stock they would otherwise be entitled to receive.

The following table provides an illustration, at various assumed United Security average stock prices, of the number of shares of United Security common stock to be issued, the aggregate value of merger consideration to be received by Taft National shareholders, and the Taft National per share consideration. Please note that the following table is only an illustration. The Taft National per share merger consideration was computed based upon 267,481 shares of common stock issued and outstanding on December 11, 2003, and assumes, as has been agreed in the merger agreement, that the five \$100,000 convertible subordinated notes which are convertible into shares of Taft National common stock under certain circumstances are not converted.

Assumed Average United Security Stock Prices	Number of United Security Shares to be Received for each Taft National Share	Aggregate Value of Merger Consideration	Value of Taft National per Share Merger Consideration
\$ 19.00	1.05263158	\$ 5,349,620	\$ 20.00
\$ 20.00	1.00000000	\$ 5,349,620	\$ 20.00
\$ 21.00	0.95238095	\$ 5,349,620	\$ 20.00
\$ 22.00	0.90909091	\$ 5,349,620	\$ 20.00
\$ 23.00	0.90909091	\$ 5,592,785	\$ 20.91
\$ 24.00	0.90909091	\$ 5,835,949	\$ 21.82
\$ 25.00	0.90909091	\$ 6,079,114	\$ 22.73
\$ 26.00	0.90909091	\$ 6,322,278	\$ 23.64
\$ 27.00	0.90909091	\$ 6,565,443	\$ 24.55

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Assumed Average United Security Stock Prices	Number of United Security Shares to be Received for each Taft National Share	Aggregate Value of Merger Consideration	Value of Taft National per Share Merger Consideration
\$ 28.00	0.90909091	\$ 6,808,607	\$ 25.45
\$ 29.00	0.90909091	\$ 7,051,772	\$ 26.36

As the table above illustrates, as the average United Security stock price increases beyond \$22.00 per share, the aggregate value of the merger consideration also increases.

### *Fractional Shares*

It is very likely that most of Taft National's shareholders will be entitled to receive a fractional interest of a share of United Security common stock in addition to a whole number of shares of United Security common stock. The merger agreement provides that, in lieu of receiving a fractional share, Taft National's shareholders entitled to a fractional share will receive cash equal to the value of the fractional interest.

### **Certain Federal Income Tax Consequences**

#### *General*

The following discussion addresses the material federal income tax considerations of the merger that are generally applicable to Taft National shareholders. It does not address the tax consequences of the merger under foreign, state, or local tax laws or the tax consequences of transactions completed before or after the merger, such as the exercise of options to purchase Taft National common stock in anticipation of the merger. Also, the following discussion does not deal with all federal income tax

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considerations that may be relevant to certain Taft National shareholders in light of their particular circumstances, such as shareholders who:

are dealers in securities;

are insurance companies, or tax-exempt organizations;

are subject to alternative minimum tax;

hold their shares as part of a hedge, straddle, or other risk reduction transaction;

are foreign persons;

dissent from the merger; or

acquired their Taft National common stock through the exercise of stock options or otherwise as compensation.

***You are urged to consult your own tax advisors regarding the tax consequences of the merger to you based on your own circumstances, including the applicable federal, state, local, and foreign tax consequences.***

The following discussion is based on the Internal Revenue Code of 1986, as amended, referred to as the Code, applicable Treasury Regulations, judicial decisions, and administrative rulings and practice, as of the date of this proxy statement-prospectus, all of which are subject to change. Any such change could be applied to transactions that were completed before the change, and could affect the accuracy of the

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statements and conclusions in this discussion and the tax consequences of the merger to United Security, Taft National and Taft National shareholders.

### *Tax Opinion of Vavrinek, Trine, Day & Co., LLP*

Neither United Security nor Taft National has requested nor will request a ruling from the Internal Revenue Service with regard to any of the tax consequences of the merger. Instead, as a condition to the closing of the merger, Vavrinek, Trine, Day & Co., LLP, independent accountants to Taft National, will render its opinion to United Security and Taft National to the effect that:

the merger constitutes a "reorganization" within the meaning of Code Section 368(a)(1)(A) by reason of the application of Code Section 368(a)(2)(D);

United Security, United Security Bank and Taft National are each a "party" to a reorganization within the meaning of Code Section 368(b);

neither United Security, United Security Bank nor Taft National will recognize federal taxable gain or loss as a result of the merger;

the federal income tax basis and holding periods of the assets exchanged between the parties to the merger will be the same as the federal income tax basis and holding periods of those assets prior to the merger;

to the extent that Taft National shareholders do not dissent in the merger and solely receive shares of United Security common stock: (i) no gain or loss will be recognized on the exchange; (ii) the federal income tax basis of the shares of United Security common stock received by former holders of Taft National common stock will equal the federal income tax basis of such stockholders' shares of Taft National common stock (reduced by any amount allocable to fractional share interests for which cash is received) exchanged; and (iii) the holding period for the shares of United Security common stock received will include the holding period for the shares of Taft National common stock exchanged, provided that the Taft National common stock exchanged was held as a "capital asset" as such term is defined in Code Section 1221; and

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to the extent that cash is received by holders of Taft National common stock in lieu of fractional share interests in United Security common stock, the cash will be treated as being received by the holders of Taft National common stock as a distribution in redemption of such stockholders' fractional share interests, subject to the provisions and limitations of the Code Section 302.

The tax opinion will be based upon the assumption that the merger will take place in the manner described in the merger agreement and will also assume the truth and accuracy of certain factual representations that have been made by United Security and Taft National and which are customarily given in transactions of this nature.

### *Consequences to Taft National Shareholders*

Based on the assumption that the merger will constitute a tax-free reorganization, and subject to the limitations and qualifications referred to in this discussion, the following federal income tax consequences will result from the merger. When you exchange your shares of Taft National common stock solely for United Security common stock (and cash in lieu of a fractional share), you should not recognize any gain or loss, except with respect to the fractional share. If you receive cash in lieu of a fractional share of United Security common stock, you will generally recognize gain or loss in an amount equal to the difference between (1) the amount of cash received in lieu of a fractional share and (2) your basis allocated to the fractional share. The holding period of the United Security common stock you receive in the merger will include the period for which you held your Taft National common stock, provided that you held your Taft National common stock as a capital asset at the time of the merger.

### *Withholding*

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Payments in respect of Taft National common stock or a fractional share of United Security common stock may be subject to the information reporting requirements of the Internal Revenue Service and to a 30% backup withholding tax. Backup withholding will not apply to a payment made to you if you complete and sign the substitute Form W-9 that will be included as part of the transmittal letter and notice from United Security's exchange agent, or you otherwise prove to United Security and its exchange agent that you are exempt from backup withholding.

### ***Reporting and Record Keeping***

When you exchange shares of Taft National common stock in the merger for United Security common stock, you are required to retain records of the transaction, and to attach to your federal income tax return for the year of the merger a statement setting forth all relevant facts with respect to the nonrecognition of gain or loss upon the exchange. At a minimum, the statement must include:

your tax basis in the Taft National common stock surrendered; and

the amount of cash (if any) and the fair market value, as of the effective date of the merger, of the United Security common stock received in exchange.

### ***Federal Income Tax Treatment of Dissenters***

If you effectively dissent from the merger and receive cash for your shares, you will recognize a gain (or loss) for federal income tax purposes equal to the amount by which the cash received for those shares exceeds (or is less than) your federal income tax basis for the shares. The amount of that gain (or loss), if any, will be treated as ordinary income (or loss) or long-term or short-term capital gain (or loss) depending on:

the length of time you held the shares;

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whether you held the shares as a capital asset; and

whether you actually own United Security common stock or are deemed to own shares of Taft National common stock or United Security common stock pursuant to the constructive ownership rules.

In certain circumstances, you can be deemed for tax purposes to own shares that are actually owned by a nondissenter who is related to you, or to own shares of United Security common stock, with the possible result that the cash received upon the exercise of your rights could be treated as a dividend received pursuant to a corporate distribution rather than as an amount received pursuant to a sale or exchange of Taft National common stock.

### ***Warning Regarding Federal Income Tax Opinions***

The opinion of Vavrinek, Trine, Day & Co., LLP is not binding on the Internal Revenue Service or the courts. If the Internal Revenue Service were to successfully assert that the merger is not a reorganization within the meaning of Section 368(a) of the Code, then you would be required to recognize gain or loss equal to the difference between:

the fair market of all United Security common stock and cash received in the exchange; and

your federal income tax basis in the Taft National common stock surrendered.

In such an event, your total initial tax basis in the United Security common stock received would be equal to its fair market value, and your holding period for the United Security common stock would begin the day after the merger. The gain or loss would be a long-term capital gain or loss if your holding period for the Taft National common stock was more than one year and the Taft National common stock was a capital asset in your hands.

*The preceding discussion does not purport to be a complete analysis of all potential tax consequences of the merger that may be relevant to a particular Taft National shareholder. You are urged to consult with your own tax advisor regarding the specific tax consequences to you of the merger, including the applicability and effect of foreign, state, local, and other tax laws.*

**Regulatory Approvals**

***Federal Reserve Board***

Because the survivor of the merger will be a state-chartered member bank, the merger is subject to approval of an application by United Security Bank to the FRB. In reviewing the application, the FRB takes into consideration, among other things, competition, the financial and managerial resources and future prospects of the companies, and the convenience and needs of the communities to be served. Federal law prohibits the FRB from approving the merger if the merger would result in undue concentration of resources or decreased or unfair competition, unless the anti-competitive effects of the merger are clearly outweighed by the benefits to the public.

The FRB has the authority to deny United Security Bank's application if the FRB concludes that the combined organization would have an inadequate capital structure, taking into account, among other factors, the nature of the business and operations and plans for expansion. Furthermore, the FRB must also evaluate the records of United Security Bank in meeting the credit needs of its community, including low- and moderate-income neighborhoods, consistent with safe and sound operation. United Security Bank has an "Outstanding" Community Reinvestment Act evaluations.

United Security Bank submitted its application for FRB approval of the merger on December 16, 2003.

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***California Department of Financial Institutions***

Because the survivor of the merger will be a California-chartered bank, the approval of the DFI is also required. In determining whether to approve the merger, the DFI evaluates the application to determine, among other things, that:

the merger will not result in a monopoly;

the merger will not have the effect of substantially lessening competition;

the shareholders' equity of United Security will be adequate and will not jeopardize United Security Bank's financial condition;

the directors and executive officers of United Security Bank after the merger will be competent;

the merger will afford a reasonable promise of successful operation and that United Security Bank will be operated in a safe and sound manner, in compliance with all applicable laws; and

the merger will be fair, just and equitable.

The application for DFI approval of the merger was submitted on December 20, 2003.

***Statutory Waiting Period***

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Under federal banking laws, a 30-day waiting period must expire following the FRB's approval of the merger. Within that 30-day waiting period the Department of Justice may file objections to the merger under federal antitrust laws. The FRB may reduce the waiting period to 15 days with the concurrence of the Department of Justice. The Department of Justice could take such action under antitrust laws as it deems necessary or desirable in the public interest, including seeking to enjoin the merger unless divestiture of an acceptable number of branches to a competitively suitable purchaser can be made. If the Department of Justice commences an action challenging the merger on antitrust grounds during either the 30-day or 15-day waiting periods, commencement of that action would stay the effectiveness of the regulatory approvals, unless a court of competent jurisdiction specifically orders otherwise.

The merger cannot proceed in the absence of the regulatory approvals and the expiration of the statutory waiting period. United Security and Taft National are not aware of any reasons why regulatory approvals will not be received. United Security and Taft National have agreed to use their reasonable best efforts to obtain all necessary regulatory approvals. *However, there can be no assurance that approvals will be obtained, nor can there be assurance as to the date of any approval. There also can be no assurance that any approvals will not contain unacceptable conditions or requirements.*

### **Resale of United Security Common Stock**

The shares of United Security common stock that you receive as a result of the merger will be registered under the Securities Act of 1933, or the Securities Act. You may freely trade these shares of United Security common stock if you are not considered an "affiliate" of Taft National, as that term is defined in the federal securities laws. Generally, an "affiliate" of Taft National is any person or entity directly or indirectly controlling or who is controlled by Taft National. Taft National's affiliates generally include directors, certain executive officers and holders of 10% or more of Taft National's common stock.

Taft National's affiliates may not sell their shares of United Security common stock acquired in the merger, unless those shares are registered pursuant to an effective registration statement under the Securities Act, or by complying with Securities Act Rule 145 or another applicable exemption from the registration requirements of the Securities Act. United Security may also place restrictive legends on

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certificates representing shares of United Security common stock issued to all persons considered "affiliates" of Taft National.

Before United Security and Taft National complete the merger, the merger agreement requires each "affiliate" of Taft National to execute and deliver to United Security a letter acknowledging that such person or entity will not dispose of any United Security common stock in violation of the Securities Act or Securities Act Rule 145.

### **Certain Effects of the Merger**

The merger agreement requires Taft National to merge into United Security Bank, with United Security Bank as the surviving entity. After the merger, United Security Bank will continue to be United Security's wholly-owned subsidiary, and will continue to have its headquarters at 2151 West Shaw Avenue, Fresno, California 93710. United Security and United Security Bank will continue to operate with its present directors and executive officers.

After the merger, there will be no more trading in Taft National's common stock. Each Taft National shareholder will receive instructions from United Security's exchange agent regarding exchanging Taft National stock certificates.

### **Interests of Certain Persons in the Merger**

Taft National's executive officers have interests in the merger in addition to their interests as Taft National shareholders. Taft National's Board of Directors was aware of these interests and considered them, among other matters, in approving the merger agreement. Under the merger agreement, United Security has agreed to enter into one year employment agreements with Dennis Tishma, Taft National's President and Chief Executive Officer, and Robert Morris, Taft National's Chief Credit Officer and Executive Vice President. The terms of both employment agreements provide that Messrs. Tishma and Morris will continue to receive their current salaries. Both agreements further provide that if Mr. Tishma or Mr. Morris is terminated by United Security without cause before the one year term of the agreement has expired, then United Security must pay Mr. Tishma or Mr. Morris, as the case may be, an amount of money equal to the salary that they would have earned had they not been terminated early.

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On December 18, 1991, Taft National entered into a Salary Continuation Agreement with its former President, Charles E. Smith. The Salary Continuation Agreement provides for the payment of \$60,000 per year for fifteen (15) years beginning on the first month after Mr. Smith retires. Mr. Smith retired December 31, 2001, and Taft National thereafter began payments to Mr. Smith pursuant to the Salary Continuation Agreement. If Mr. Smith dies within fifteen (15) years after his retirement, Mr. Smith's designated beneficiary shall receive the balance of the payments. United Security Bank will assume Taft National's obligations under the Salary Continuation Agreement upon consummation of the merger.

Taft National's bylaws provide Taft National's directors and officers with contractual rights to indemnification binding upon a successor. Please read the section entitled "Comparison of Shareholder Rights Indemnification of Directors and Officers" for additional information.

In settlement of a claim by Taft National against a former director, Taft National was assigned a twenty-five percent (25%) general partnership interest in a partnership that holds title to 523 Cascade Place, Taft, California, Taft National's current headquarters. The remaining seventy-five percent (75%) is owned by three of the directors of Taft National (25% each), Messrs. Beard, Hampton and Colston. The partnership has leased the 11,000 square foot building to Taft National on a long term triple net lease that began September 1, 1982, and will terminate on November 30, 2007. The current rent under the lease is \$9,000 per month plus the landlord's cost of taxes, insurance and maintenance. Although

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the settlement agreement has been signed by all parties, the formal assignment document called for by the settlement agreement has not yet been signed by the former director. Upon consummation of the merger, United Security will succeed to Taft National's interest in the partnership.

The discovery period for Taft National's policy of directors and officers liability insurance will be extended for up to 48 months with respect to all matters arising from facts or events which occurred before the effective time of the merger for which Taft National would have an obligation to indemnify its directors and officers. The cost of this extension shall not exceed \$50,000 under the terms of the merger agreement; however, any premium cost in excess of \$10,000 will be included in the \$300,000 transaction cost ceiling for merger related expenses, above which the purchase price will be reduced dollar for dollar.

Taft currently is indebted on five subordinated debentures each with a principal amount of \$100,000, and are convertible at the option of the holder into common stock of Taft National. These notes were purchased by directors of Taft National to provide additional capital for it as required by the OCC. The directors who each hold one of the \$100,000 subordinated debentures are Messrs. Beard, Hampton, Colston, Hollingsworth, and Lloyd. Each debenture carries an interest rate of Western Edition Wall Street Journal Prime Rate plus 1%, with a term of 10 years ending on September 30, 2011, with principal payments beginning on December 31, 2006 and with an initial conversion price of \$11.50. As consideration for the merger, the holders of the debentures have agreed not to convert those debentures into common stock of Taft National and United Security has agreed to pay all principal and accrued interest on the debentures on or before the effective time of the merger.

### **Dissenters' Rights of Taft National's Shareholders**

Dissenters' rights will be available to the Taft National shareholders in accordance with Section 214a(b) of Title 12 of the United States Code. ***The required procedure set forth in Section 214a(b) of the United States Code must be followed exactly or any dissenters' rights may be lost.***

The information set forth below is a general summary of dissenters' rights as they apply to Taft National shareholders and is qualified in its entirety by reference to Section 214a(b) of Title 12 of the United States Code which is attached to this proxy statement-prospectus as Appendix B.

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### ***Fair Market Value of Shares***

If the merger is approved, Taft National shareholders who dissent from the merger by complying with the procedures set forth in Section 214a(b) of Title 12 of the United States Code will be entitled to receive an amount equal to the fair market value of their shares as of \_\_\_\_\_, 2004, the date of the shareholders' meeting.

***Voting Procedure***

In order to be entitled to exercise dissenters' rights, the shares of Taft National common stock which are outstanding and are entitled to be voted at the special shareholders' meeting must be voted "AGAINST" the merger by the holder of such shares, or the holder of such shares must give written notice to Taft National at or prior to the special meeting of shareholders that such shareholder dissents from the merger agreement. Thus, any Taft National shareholder who wishes to dissent and executes and returns a proxy in the accompanying form or votes at the special shareholders' meeting must vote "AGAINST" the merger. If the shareholder does not return a proxy or provide written notice of dissent, or returns a proxy without voting instructions or with instructions to vote "FOR" or "ABSTAIN" with respect to the merger, or votes in person or by proxy at the special shareholders' meeting "FOR" the merger, his or her shares will be counted as votes in favor of the merger and the shareholder will lose any dissenters' rights.

***Written Demand***

Furthermore, in order to preserve his or her dissenters' rights, a Taft National shareholder must make a written demand upon Taft National for the purchase of dissenting shares and payment to the shareholder of their fair market value, specifying the number of shares held of record by the shareholder and a statement of what the shareholder claims to be the fair market value of those shares as of \_\_\_\_\_, 2004, the date of the special meeting of shareholders. The demand must be addressed to United Security Bank, 1525 East Shaw Avenue, Fresno, California 93710; Attention: Ken Donahue, Assistant Corporate Secretary, and the demand must be received by United Security Bank not later than 30 days after the date of completion of the merger. A vote "AGAINST" the merger does not constitute the written demand.

***Surrender of Certificates***

Within 30 days after the date of completion of the merger, the dissenting shareholder must surrender to United Security Bank, both the written demand and the certificates representing the dissenting shares to be stamped or endorsed with a statement that they are dissenting shares or to be exchanged for certificates of appropriate denomination so stamped or endorsed. Any shares of Taft National common stock that are transferred prior to their submission for endorsement lose their status as dissenting shares.

***Valuation of Shares and Payment***

The value of the shares of Taft National common stock will be determined by a committee of three persons, one to be selected by the majority vote of the dissenting shareholders entitled to received the value of their shares, one by the directors of United Security Bank and the third by the two so chosen. The valuation agreed upon by any two of the three appraisers shall be the value used for payment to the dissenters.

***Disagreement on Price and Comptroller Determination***

If the value decided by the appraisers is not satisfactory to a dissenting shareholder who has requested payment, such shareholder may within five days after being notified of the appraised value of

his or her shares appeal to the Comptroller of the Currency, who shall cause a reappraisal to be made, which shall be final and binding as to the value of the shares. If within ninety days from the date of completion of the merger, for any reason one or more of the appraisers is not selected as provided above, or the appraisers fail to determine the value of the shares, the Comptroller shall upon written request of any interested party, cause an appraisal to be made, which shall be final and binding on all parties.

***Withdrawal of Demand***

A dissenting shareholder may not withdraw his or her dissent or demand for payment unless Taft National consents to the withdrawal.

**Opinion of Financial Advisor**

Taft National's Board of Directors retained James H. Avery Company, pursuant to an engagement letter dated September 24, 2002, to provide financial advisory services for the purposes of analyzing Taft National's strategic options including the rendering of a fairness opinion from a financial point of view to Taft National's shareholders in the event of a proposed merger. Taft National and James H. Avery Company provided this discussion of the review undertaken by James H. Avery Company.

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Taft National retained James H. Avery Company as investment analysts to determine the fairness, from a financial point of view, to the holders of shares of Taft National common stock of the consideration to be received by Taft National in the merger. Pursuant to the merger agreement, each holder of shares of Taft National common stock will receive from United Security, in exchange for his or her shares of Taft National common stock, shares of United Security common stock. The transaction is based on a minimum aggregate consideration of \$5,329,620 less certain specified costs of the transaction incurred by Taft National in excess of \$300,000. The share value for Taft National is to be exchanged based on the determined market value per share of United Security common stock for each share of Taft National common stock based on the average closing price of United Security during the 20 consecutive days of trading ending on the third trading day immediately preceding the date of closing of the merger with a maximum valuation of United Security common stock at \$22.00 per share.

James H. Avery Company has acted for Taft National and for the board of directors of Taft National as financial advisor in this transaction and will receive a fee for its services, including rendering this opinion, equal to 2.00% of the aggregate consideration paid up to a maximum of \$125,000.00 should the aggregate consideration paid equal \$5,000,000.01 to \$7,000,000.00. This fee shall be 2.50% of the aggregate consideration paid up to a maximum of \$200,000.00 should the aggregate consideration paid exceed \$7,000,000.00. A significant portion of the fee is contingent upon the consummation of the merger. James H. Avery Company has not previously provided financial advisory services to Taft National. James H. Avery Company is not a market maker in shares of Taft National common stock nor do its principals or employees own, directly or indirectly, any shares of Taft National common stock. Taft National's board of directors selected James H. Avery Company to act as its financial advisor on the basis of James H. Avery Company's expertise and experience in the banking industry since 1968. James H. Avery Company is an independent financial advisor to the banking industry in California specializing in capital planning, mergers and acquisitions, the valuation of banks and their securities as well as additional related activities.

No limitations were imposed by Taft National on James H. Avery Company in the investigations made or procedures followed in rendering its opinion. James H. Avery Company issued the Taft National fairness opinion on the consideration to be received by the shareholders of Taft National pursuant to the merger agreement as fair, from a financial point of view, to the holders of the shares of Taft National common stock on December 11, 2003.

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In arriving at the Taft National fairness opinion, James H. Avery Company has reviewed and analyzed, among other things, the following:

the merger agreement;

certain publicly available financial and other data with respect to Taft National, United Security and United Security Bank including the consolidated financial statements for recent years and interim periods to September 30, 2003;

certain other publicly available information concerning Taft National and United Security and internal information concerning Taft National;

publicly available information concerning other banks and bank holding companies, the trading markets for their securities and the nature, terms and circumstances of certain other merger transactions James H. Avery Company believed to be relevant, in whole or in part, to its inquiry; and

evaluations and analysis prepared and presented to the board of directors of Taft National.

James H. Avery Company has held discussions with senior management of Taft National concerning Taft National's past and current operations, financial condition and prospects, as well as the results of regulatory examinations. James H. Avery Company has reviewed with senior management of Taft National various operating projections for Taft National as a stand-alone entity, assuming the merger does not occur. Certain pro forma shareholder value comparative projections were derived by James H. Avery Company for United Security and for Taft National as a stand-alone entity based on historical data.

In conducting the review and in arriving at the Taft National fairness opinion, James H. Avery Company relied upon and assumed the accuracy and completeness of the financial and other information provided to James H. Avery Company or was publicly available. James H. Avery Company has not assumed any responsibility for independent verification of this information. James H. Avery Company has relied upon the management of Taft National for various operating projections and assumed that such projections reflect the best currently available

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estimates and judgments of Taft National management. James H. Avery Company has also assumed, without assuming any responsibility for the independent verification of same, that the allowances for loan losses of United Security is adequate to cover its loan losses. James H. Avery Company has also assumed, without assuming any responsibility for the independent verification of same, that there are no active, pending or anticipated legal actions; no under or over market leases or owned fixed asset valuations; or any other under or over-evaluated assets or liabilities for either Taft National or United Security that would significantly change the financial condition for either company.

James H. Avery Company has not made or obtained any evaluations or appraisals of the property of Taft National or United Security, nor has James H. Avery Company examined any individual loan credit files. For purposes of its opinion, James H. Avery Company has assumed that the merger will have the tax, accounting and legal effects described in the merger agreement and has assumed the accuracy of the disclosures in the merger agreement. The Taft National fairness opinion is limited to the fairness, from a financial point of view, to the holders of shares of Taft National common stock of the aggregate minimum consideration as described in the merger agreement and does not address Taft National's underlying decision to proceed with the merger.

James H. Avery Company has considered the financial and other factors, as it has deemed appropriate under the circumstances, including among others the following:

the historical and current financial positions and results of operations of Taft National and United Security, including interest income, interest expense, net interest income, net interest margin, provision for loan losses, noninterest income, noninterest expense, earnings, dividends,

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internal capital generation, book value, return on assets, return on shareholder's equity, capitalization, intangible assets, the amount and type of nonperforming assets, loan losses, all as set forth in the financial statements of Taft National and United Security;

the assets and liabilities of Taft National and United Security, including loan, investment and mortgage portfolios, deposits, other liabilities, historical and current liability sources and costs and liquidity, and

the nature, terms and conditions regarding other merger transactions involving banks and bank holding companies.

James H. Avery Company has also taken into account its assessment of economic, market and financial conditions generally and specifically to the markets in which Taft National and United Security operate, as well as its experience in other transactions, in bank securities valuation and its knowledge of the banking industry generally. The Taft National fairness opinion is necessarily based only upon conditions as they exist and can be evaluated on the date of the opinion and the information made available to James H. Avery Company through the date of the opinion.

James H. Avery Company performed financial analysis and peer-group comparisons with Taft National relating to overall performance and financial condition. James H. Avery Company analyzed other bank merger and acquisition transactions announced between December 5, 2002 and December 5, 2003 where the seller's assets were under \$100 million. This asset size peer group was deemed comparable to the \$52 million in assets reported by Taft National at September 30, 2003. In James H. Avery Company's opinion, the rural and agricultural nature of Taft National's market area and the lack of sufficient recent regional or California transactions in similar markets as Taft National's justified analysis of "peer group" banks nationwide. The transactions analyzed and defined in this section of this proxy statement-prospectus as the "peer group" were: First Carolina State Bank by Capital Bancorp, Alliance Bank of Baton Rouge by IBERIABANK Corp, Midstate Bancorp by Shore Bancshares, FNB Bancshares by American Community Bancshares, BNW Bancorp by Pacific Financial Corp, Hawthorn Corp (Hawthorn Bank) by State Financial Services, PriVest Bank by America Bancshares, Abbeville Capital (Bank of Abbeville) by Community Capital Corp, South Texas Capital Group (Plaza Bank) by Sterling Bancshares, Auburn Community Bank by Western Sierra Bancorp, Village Bancorp by Wintrust Financial Corp, Community Bank of Grants Pass by Cascade Bancorp, North Oakland Community Bank by Community Central Bank, Ojai Valley Bank by Mid-State Bancshares, Hacienda Bank by Heritage Oaks Bancorp, Valley Bancorp by Marquette Financial, Kaweah National Bank by CVB Financial, Suburban Community Bank by Univest Corp, Random Lake Bancorp by Merchants and Manufacturers Bancorp, Pend Oreille Bancorp by Glacier Bancorp, Asiana Bank by Nara Bancorp, Southland Business Bank by Vineyard National Bancorp, DunC Bancshares by Blackhawk Bancorp, RVB Bancshares by Bank of the Ozarks, Centennial Bank by Crescent Financial Corp, Dalles Bancshares by Prosperity Bancshares, Abrams Centre National Bank by Prosperity Bancshares and Millennium Bank by Alabama National BanCorp. The analysis of these announced transactions included comparative financial data relating to income, return on assets, return on equity, equity to assets, loan loss reserves, purchase price announced as a multiple to book value, purchase price announced as a multiple of the last twelve months of net income, purchase price announced as a multiple of total assets and purchase price announced as a premium for "core deposits"

over book value with "core deposits" defined as all domestic deposits less accounts of \$100,000 or more. As discussed in this proxy statement-prospectus, Taft National's various financial ratios do not compare favorably with the peer group median ratios in the areas of loan loss reserves to non-current loans, return on equity and return on assets. Based on the peer group medians to Taft National's ratios in these comparisons, James H. Avery Company's analysis and judgment is that Taft National's value should be lower than the peer group median values.

At September 30, 2003, Taft National's total equity was 6.65% of total assets. The range of peer group banks in terms of total equity to total assets was 6.33% to 14.85% with the median at 8.57%. The range of peer group banks with return on assets of under 0.50% in terms of total equity to total assets was 6.33% to 13.75% with the median at 9.17%. In this total equity to total assets comparison, the median of the peer group was 1.3 times Taft National's. The median for those banks with less than a 50% return on assets was 1.4 times Taft National's.

At September 30, 2003, Taft National's loan loss reserves represented 160% of non-current loans. The range of peer group banks as to loan loss reserves to non-current loans was 35% to 5,045% with five banks having no non-current loans and with the median at 231%. The range of peer group banks with return on assets of under 0.50% as to loan loss reserves to non-current loans was 35% to 1,050% with one bank having no non-current loans and with the median at 185%. In this loan loss reserves to non-current loans comparison, the median of the peer group was 1.4 times Taft National's. The median for those banks with less than a 50% return on assets was 1.2 times Taft National's.

At September 30, 2003, Taft National's annualized return on equity was 3.08% for the year, 2003. The range of peer group banks as to annualized year-to-date return on equity prior their respective announced transactions was -8.02% to +31.30% with the median at 9.21%. The range of peer group banks with return on assets of under 0.50% as to annualized year-to-date return on equity prior their respective announced transactions was -8.02% to +7.03% with the median at 2.76%. In this comparison, the median of the peer group was 3.0 times Taft National's. The median for those banks with less than a 50% return on assets was 0.9 times Taft National's.

At September 30, 2003, Taft National's annualized return on assets was 0.20% for the year, 2003. The range of peer group banks as to annualized year-to-date return on assets prior to their respective announced transactions was -0.74% to +2.19% with the median at 0.81%. The range of peer group banks with return on assets of under 0.50% as to annualized year-to-date return on assets prior to their respective announced transactions was -0.74% to +0.46% with the median at 0.25%. In this comparison, the peer group median was 4.1 times Taft National's. The median for those banks with less than a 50% return on assets was 1.3 times Taft National's.

James H. Avery Company determined that no transaction reviewed was identical to the subject transaction and that, accordingly, any analysis of comparable transactions necessarily involves subjective considerations and judgments concerning differences in financial, operating and market characteristics of the parties to the transactions being compared.

Set forth below is a brief summary of the considerations related to the fairness opinion rendered.

*Multiple of Book Value Method.* This valuation approach is formulated on the announced purchase prices and multiples of book values based on the announced transactions of Taft National's asset-size peer group and those peers with less than a 0.50% return on assets. The multiple of book value is but one methodology utilized in the determination of overall market value of Taft National.

The peer group multiple factor ranged from 1.09 to 2.83 with the median at 1.84. Utilizing the Multiple of Book Value Method the minimum acquisition value, as of the Taft National fairness opinion report date, is as follows:

$$\$3,454,000 \text{ (Taft National's September 30, 2003 book value)} \times 1.84 \text{ (the peer group median)} = \$6,355,360.$$

The peer group with less than a 0.50% return on assets multiple factor was from 1.22 to 2.09 with the median at 1.62. Utilizing the Multiple of Book Value Method the minimum acquisition value, as of the Taft National fairness opinion report date, is as follows:

$$\$3,454,000 \text{ (Taft National's September 30, 2003 book value)} \times 1.62 \text{ (the under 0.50\% ROA peer median)} = \$5,595,480.$$

*Multiple of Income Method.* This valuation approach is formulated on the announced purchase prices and multiples of net income over the previous twelve months based on announced transactions of Taft National's asset-size peer group. Such income data for Taft National was based on call report data through September 30, 2003. The multiple of income is but one methodology utilized in the determination of overall market

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value of Taft National.

The peer group multiple factor ranged from 11.91 to 63.19 with the median at 23.32. Utilizing the Multiple of Income Method (based on Taft National's twelve-month income through September 30, 2003) the acquisition value, as of the Taft National fairness opinion report date, is as follows:

$$\$187,000 \text{ (Taft National's last twelve months income)} \times 23.32 \text{ (the peer group median)} = \$4,360,840.$$

The peer group with less than a 0.50% return on assets multiple factor was not considered as all but three of this group had a negative income during the period preceding their respective announcements. It is also noted that Taft National would have had a net loss during the period as well except for a one-time profit related to its sale of securities during the period.

*Percentage of Total Assets Method.* This valuation approach is formulated on the announced purchase prices as a percentage of total assets based on the announced transactions of Taft National's asset-size peer group. Such asset data for Taft National was based on call report data as of September 30, 2003. The percentage of total assets is but one methodology utilized in the determination of overall market value of Taft National.

The peer group percentage factor ranged from 9.96% to 26.51% with the median at 17.10%. Utilizing the Percentage of Total Assets Method (based on Taft National's total assets as of September 30, 2003) the acquisition value, as of the Taft National fairness opinion report date, is as follows:

$$\$51,939,000 \text{ (Taft National's total assets at September 30, 2003)} \times 0.1710 \text{ (the peer group median)} = \$8,881,569.$$

The peer group with less than a 0.50% return on assets multiple factor ranged from 9.96% to 18.28% with the median at 15.58%. Utilizing the Percentage of Total Assets Method (based on Taft National's total assets as of September 30, 2003) the acquisition value, as of the Taft National fairness opinion report date, is as follows:

$$\$51,939,000 \text{ (Taft National's total assets at September 30, 2003)} \times 0.1558 \text{ (the peer group median)} = \$8,092,096.$$

*Core Deposits Premium over Book Value Method.* This valuation approach is formulated on the announced purchase prices and the percentage premium paid for core deposits over the book value based on the announced transactions of Taft National's asset-size peer group. Core deposits are all domestic bank deposits excluding accounts in excess of \$100,000. Such deposit data for Taft National was based on call report data as of September 30, 2003. The core deposits premium is but one methodology utilized in the determination of overall market value of Taft National.

The peer group premium on core deposits ranged from 1.53% to 22.40% with the median at 9.57%. Utilizing the Core Deposits Premium over Book Value Method (based on Taft National's book value and its core deposits as of September 30, 2003) the acquisition value, as of the Taft National fairness opinion report date, is as follows:

$$\$43,324,000 \text{ (Taft National's core deposits as of September 30, 2003)} \times .0957 \text{ (the peer group median)} = \$4,146,107 \text{ plus} \\ \$3,454,000 \text{ (Taft National's book value as of September 30, 2003)} = \$7,600,107.$$

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The peer group with less than a 0.50% return on assets premium on core deposits ranged from 2.12% to 9.75% with the median at 7.33%. Utilizing the Core Deposits Premium over Book Value Method (based on Taft National's book value and its core deposits as of September 30, 2003) the acquisition value, as of the Taft National fairness opinion report date, is as follows:

$$\$43,324,000 \text{ (Taft National's core deposits as of September 30, 2003)} \times .0733 \text{ (the peer group median)} = \$3,175,649 \text{ plus} \\ \$3,454,000 \text{ (Taft National's book value as of September 30, 2003)} = \$6,629,649.$$

*Valuation Summary using Median Comparative Values All Peer Group Banks*

	<b>Total Value</b>
Multiple of Book Value Method	\$ 6,355,360
Multiple of Income Method	\$ 4,360,840

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	<b>Total Value</b>
Percentage of Total Assets Method	\$ 8,881,569
Core Deposits Premium over Book Value Method	\$ 7,600,107
Mean Average	\$ 6,799,469
Median Average	\$ 6,977,734

As previously noted, financial comparisons of Taft National to the peer-group ratios indicate that the Taft National valuation should be somewhat below the peer group median valuations.

### *Valuation Summary using Median Comparative Values Peer Group Banks with under 0.50% return on assets*

	<b>Total Value</b>
Multiple of Book Value Method	\$ 5,595,480
Multiple of Income Method	Not calculated
Percentage of Total Assets Method	\$ 8,092,096
Core Deposits Premium over Book Value Method	\$ 6,629,649
Mean Average	\$ 6,772,408
Median Average	\$ 6,629,649

As previously noted, financial comparisons of Taft National to the peer-group with return on assets of less than 0.50% ratios indicate that the Taft National valuation should be somewhat below the peer group median valuations.

A review of these comparable multiples, considering Taft National's financial condition relative to the peer group, indicates that the comparisons indicate that the merger consideration is fair.

### *Earnings Accretion Analysis*

James H. Avery Company reviewed and analyzed various projected earnings of Taft National made based on Taft National's continuing independent operation or on a "stand alone" basis. Using the year 2005, Taft National's most recent management projections show a pre-tax profit of \$317,896. These projections were subsequently proved conservative based on November, 2003 pre-tax income being 27% ahead of projections. Much of this was due to the reduction of the loan loss provision which may not be sustainable. Nevertheless, we increased the 2005 management projection by approximately 20% to \$381,000. Based on taxes at 44% of pre-tax earnings, our net profit projection is \$214,000 or \$0.80 per share using current shares outstanding of 267,481.

As of September 30, 2003, United Security's earnings were \$6,309,000 for the year 2003 exclusive of the increase in income as a result of restating 2002 income. United Security's last twelve months

income was \$8,564,000. Including the restatement of income in 2002, United Security's net income has averaged a 15.3% increase per year over the 2000 - 2002 periods. Projecting income at the above \$8,564,000 for 2003 and using a 15% annual increase in such income, United Security's 2005 net income is projected at \$9,850,000 in 2004 and \$11,330,000 in 2005 all projections being on a "stand alone" basis or without the proposed acquisition of Taft National.

Based on conversations with Taft National management we are assuming that, in combining the earnings of Taft National and United Security, there will be a cost savings to the combined entity of approximately 25% of Taft National's stand alone projection of noninterest expenses in 2005 or approximately \$716,000 with a net income after tax increase to the combination of \$425,000. Thus, the projected combined income of the two entities in 2005 is \$11,969,000. Based on the exchange value of United Security shares at \$22.00 per share and the minimum value of the transaction at \$5,329,620 Taft National shareholders will be issued 243,165 shares. Added to United Security's shares outstanding at September 30, 2003 (5,506,466 shares), the combined entities would have 5,749,631 shares outstanding and the earnings per share would be projected at \$2.03. This is approximately 254% higher than that projected for Taft National on a stand alone basis.

A review of the projected accretion of earnings to Taft National shareholders indicates substantially increased earnings to Taft National shareholders and, therefore, higher value to Taft National shareholders if the merger is completed.

### *Future Trading Value Analysis*

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An analysis of per share earnings projected in 2005 for Taft National on a stand alone basis and on United Security on a combined entity basis was made by James H. Avery Company.

Taft National's projected earnings in 2005 are \$0.80 per share on a stand alone basis. The following California banks with assets under \$200,000 were deemed comparable as to earnings per share relative to market value based on third quarter, 2003 reports of SNL Bank & Thrift Weekly: Mission Community Bank San Luis Obispo, Mission Oaks National Bank Temecula, First American Bank Rosemead, Cuyamaca Bank Santee, Summit Bancshares Oakland, and Sonoma Valley Bank Sonoma. These banks had price to last twelve months earnings ratios ranging from 12.4 to 23.9 with a median ratio of 17.0. The application of this median ratio to Taft National's projected earnings per share in 2005 indicated a future market value per share on a stand alone basis at \$13.60.

The combined entities of Taft National and United Security show projected earnings per share in 2005 of \$2.03. The following California banks with assets of \$400,000 to \$700,000 were deemed comparable as to earnings per share relative to market value based on third quarter, 2003 reports of SNL Bank & Thrift Weekly: First Northern Community Bancorp Dixon, FNB Bancorp South San Francisco, Pacific Mercantile Bancorp Costa Mesa, North Bay Bancorp Napa, Pacific Crest Capital Inc. Agoura Hills, First Regional Bancorp Inc. Los Angeles, Redwood Empire Bancorp Santa Rosa, BWC Financial Corp Walnut Creek, Bank of Marin California Corte Madera, Community Bancorp Inc. Escondido, Foothill Independent Bancorp Glendora, and North Valley Bancorp Redding. These banks had price to last twelve months earnings ratios ranging from 13.4 to 23.1 with a median ratio of 16.0. The application of this median ratio to projected earnings per share of the combined entities in 2005 indicated a future market value per share on a combined basis at \$32.48. This is approximately 239% higher than that projected for Taft National on a stand alone basis.

A review of the projected future trading value to Taft National shareholders indicates substantially increased share value to Taft National shareholders and, therefore, higher value to Taft National shareholders if the merger is completed.

### *Future Merger Value Analysis*

An analysis of per share earnings projected in 2005 for Taft National on a stand alone basis and on United Security on a combined entity basis was made by James H. Avery Company.

Taft National's projected earnings in 2005 are \$0.80 per share on a stand alone basis. The following announced sales of California bank's with assets under \$200,000, excluding banks with negative earnings during the twelve month period preceding their announced sales, were deemed comparable as to previous twelve months seller's earnings relative to announced acquisition values for 2002 and 2003: Kerman State Bank by Westamerica Bancorp, Upland Bank by First Community Bancorp, Marathon Bancorp by First Community Bancorp, Bank of Coronado by First Community Bancorp, North State National Bank by TriCo Bancshares, Harbor National Bank by First Community Bancorp, PriVest Bank by America Bancshares, Auburn Community Bank by Western Sierra Bancorp, First State Bancorp by Boston Private Financial Holdings, Ojai Valley Bank by Mid-State Bancshares, Hacienda Bank by Heritage Oaks Bancorp, Kaweah National Bank by CVB Financial Corp, Sun Country Bank by America Bancshares, Verdugo Banking Company by First Community Bancorp, and Central Sierra Bank by Western Sierra Bancorp. These banks had announced price to last twelve months earnings to sales price ratios ranging from 13.74 to 71.77 with a median ratio of 17.66. The application of this median ratio to Taft National's projected earnings per share in 2005 indicated a future market value per share on a stand alone basis at \$14.13.

The combined entities of Taft National and United Security show projected earnings per share in 2005 of \$2.03. The following announced sales of California banks with assets of \$200,000 to \$1,000,000, excluding banks with negative earnings during the twelve month period preceding their announced sales, were deemed comparable as to previous twelve months seller's earnings relative to announced acquisition values for 2002 and 2003: Pacific Crest Capital, Inc. by Pacific Capital Bancorp, California Independent Bancorp by Humboldt Bancorp, First Continental Bank by UCBH Holdings, Central Valley Bancorp by 1867 Western Financial Corp, and Orange County Bancorp by LandAmerica Financial Group. These banks had announced price to last twelve months earnings to sales price ratios ranging from 6.88 to 20.12 with a median ratio of 17.52. The application of this median ratio to projected earnings per share of the combined entities in 2005 indicated a future market value per share on a combined basis at \$35.57. This is approximately 252% higher than that projected for Taft National on a stand alone basis.

A review of the projected future merger value to Taft National shareholders indicates substantially increased share value to Taft National shareholders and, therefore, higher value to Taft National shareholders if the merger is completed.

### *Shareholder Liquidity Considerations*

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The last trade of Taft National's common stock per OTC Bulletin Board quotes was on July 17, 2003. No volume data was available. Taft National trades under the ticker symbol TFNB.PK. The Chief Executive Officer of Taft National believes that less than 500 shares have traded in the past year which is 0.19% of shares outstanding.

United Security trades under the ticker symbol UBFO with a reported average daily volume of 2,727 shares at the date of the fairness opinion or approximately 700,000 shares annually representing approximately 13% of shares outstanding as of September 30, 2003.

This analysis indicates that Taft National shareholders would, as a result of the proposed merger, enjoy greater liquidity as shareholders of United Security than now available as Taft National shareholders.

In performing its analyses, James H. Avery Company made numerous assumptions about industry performance, general business and economic conditions and other matters, many of which are beyond

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the control of Taft National or United Security. The analyses performed are not necessarily indicative of actual values or actual future results, which may be significantly more or less favorable than suggested by those analyses. The analyses were prepared solely as part of James H. Avery Company's analysis as to the fairness of the consideration to holders of shares of Taft National common stock in the merger. The analyses do not purport to be appraisals or to reflect the prices at which Taft National might actually be sold or the prices at which any securities may trade at the present time or in the future.

### *Consideration of Discounted Cash Flow Method.*

James H. Avery Company did not employ the discounted cash flow method in its analysis of the proposed merger even though it is aware that the discounted cash flow method is a commonly used valuation methodology. Discounted cash flow analysis is most appropriate for companies which show relatively steady or somewhat predictable streams of cash flow. Given the negative history of such cash flows, the uncertainty in estimating Taft National's future cash flows and a sustainable long-term growth rate, James H. Avery Company considered a discounted cash flow analysis as inappropriate in its valuation. In addition, James H. Avery Company believes that the provided methodologies proved adequate for determining the fairness of the consideration to Taft National's shareholders from a financial standpoint.

James H. Avery Company provided the written Taft National fairness opinion dated December 11, 2003 regarding the fairness, from a financial point of view, of the consideration to be received by Taft National in the proposed merger, based on the information then available. As of December 11, 2003, James H. Avery Company is of the opinion that the consideration to be received by Taft National shareholders in the proposed merger is fair, from a financial standpoint.

A copy of the fairness opinion of James H. Avery Company, dated as of December 11, 2003, which sets forth certain assumptions made, matters considered and limits on the review undertaken by James H. Avery Company, is attached as Appendix C to this proxy statement-prospectus. Shareholders of Taft National are urged to read the fairness opinion in its entirety.

### **Accounting Treatment**

United Security must account for the merger under the purchase method of accounting prescribed by accounting principles generally accepted in the United States. Under this method, United Security's purchase price will be allocated to Taft National's assets acquired and liabilities assumed based upon their estimated fair values as of the completion of the merger. Deferred tax assets and liabilities will be adjusted for the difference between the tax basis of the assets and liabilities and their estimated values. The excess, if any, of the total acquisition cost over the sum of the assigned fair values of the tangible and identifiable intangible assets acquired, less liabilities assumed will be recorded as goodwill and periodically evaluated for impairment. United Security's financial statements issued after completion of the merger will reflect these values, but historical data are not restated retroactively to reflect the combined historical financial position or results of operations of United Security and Taft National. For additional information, please read the section entitled "Description of United Security Management's Discussion and Analysis of Financial Condition and Results of Operations."

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**The Merger Agreement**

*The Merger*

United Security and Taft National entered into the merger agreement on December 11, 2003. Under the merger agreement's terms, Taft National will merge with and into United Security Bank. The separate corporate existence of Taft National will cease, and United Security Bank will be the survivor. Each share of Taft National common stock issued and outstanding (other than shares with respect to which dissenters' rights have been perfected) will be converted into shares of United Security common stock.

Each share of United Security common stock outstanding immediately before the merger closes will remain outstanding after the merger closes. Please read the sections entitled "The Merger Calculation of Consideration to be Paid to Taft National Shareholders" and "Dissenters' Rights" for additional information.

United Security and Taft National have structured the merger to qualify as a tax-free reorganization from their perspectives. For more information, you are urged to read the section entitled "The Merger Certain Federal Income Tax Consequences" for additional information.

*The Closing*

The merger will be effective at the date and time a short-form merger agreement is filed with the DFI, after having been filed with the California Secretary of State and previously approved by the DFI. At the closing the parties will exchange various documents, including officers' certificates, as required by the merger agreement. The merger agreement provides that the timing for the closing and the completion of the merger shall be mutually agreed upon by the parties and shall be held within 30 days after the last to occur of:

all conditions to the completion of the merger being satisfied or waived;

the receipt of all regulatory approvals; and

the expiration of all applicable waiting periods in connection with the regulatory approvals.

Based upon the timing for Taft National's special shareholders' meeting and the present and anticipated timing of the regulatory approvals, it is presently anticipated that the merger will be closed on or about April 30, 2004. Neither United Security nor Taft National can assure you that the merger will close on that date.

*Exchange Procedures*

United Security's current transfer agent, Wells Fargo Shareowner Services, will be United Security's exchange agent to effect the exchange of shares of United Security common stock for shares of Taft National common stock. A letter of transmittal will be sent to you shortly after the merger is completed. If you do not exercise dissenters' rights, you must use the letter of transmittal to receive shares of United Security common stock in exchange for your shares of Taft National common stock.

In order to promptly receive shares of United Security common stock, you must deliver to the exchange agent:

a properly completed letter of transmittal form;

your certificates representing former shares of Taft National common stock; and

any other required documents described in the letter of transmittal.

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*Do not return your certificates representing shares of Taft National common stock with the enclosed proxy. The certificates should only be forwarded to the exchange agent with the letter of transmittal.*

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Following the completion of the merger and upon surrender of all of the certificates representing former shares of Taft National common stock registered in your name, or a satisfactory indemnity if any of such certificates are lost, stolen or destroyed, together with a properly completed letter of election and transmittal, the exchange agent will mail to you the United Security common stock to which you are entitled, less the amount of any required withholding taxes.

### ***Representations and Warranties***

The merger agreement contains various customary representations and warranties that United Security and Taft National make for each other's benefit. The representations and warranties relate to, among other things:

corporate organization and similar corporate matters;

authorization, execution, delivery, performance and enforceability of the merger agreement and related matters;

conflicts under charter documents, required consents or approvals, and violations of any agreements or law;

capital structure;

the accuracy of documents filed with the Securities and Exchange Commission and bank regulatory agencies;

absence of certain material adverse events, changes, effects or undisclosed liabilities;

retirement and other employee plans and matters relating to the Employee Retirement Income Security Act of 1974, as amended;

litigation;

compliance with laws, including environmental laws;

tax returns and audits;

ownership of real property;

regulatory actions; and

labor matters.

***The foregoing is an outline of the types of representations and warranties made by United Security and Taft National contained in the merger agreement attached as Appendix A. You should carefully review the entire merger agreement, and in particular Articles 3 and 4, containing the detailed representations and warranties of the parties.***

### ***Conduct of Business Before the Merger***

The merger agreement places restrictions on and requires commitments by United Security and Taft National regarding the conduct of their respective businesses between the date of the merger agreement and the closing. Taft National has agreed to make its books and records available to United Security for ongoing review. Additionally, Taft National has agreed to allow a representative from United Security to attend the meetings of its Board of Directors and loan committees. Both United Security and Taft National have agreed to use their best efforts to prepare and file the necessary regulatory applications and to obtain the approvals from the various regulatory agencies as well as to

work together for the purpose of preparing this proxy statement-prospectus. Also, both United Security and Taft National have agreed to use their best efforts to prevent any material changes to their respective representations and warranties contained in the merger agreement.

In addition, Taft National has agreed that until the closing and subject to certain exceptions, including United Security's prior approval, Taft National will not, other than in the ordinary and usual course of business:

declare or pay any dividend;

issue any stock options to acquire shares of Taft National common stock;

amend its Articles of Association or Bylaws;

authorize another acquisition proposal to acquire Taft National unless the Board of Directors of Taft National has determined that the proposal is more favorable to Taft National's shareholders and that the action is necessary for Taft National to comply with its fiduciary duties to shareholders under applicable law;

make, renew, or extend any loan if the aggregate indebtedness of the borrower exceeds or will exceed \$100,000 if unsecured and \$250,000 if secured;

make the credit underwriting policies less stringent than those in effect on December 31, 2002 or reduce the amount of the loan loss reserves;

take into other real estate owned any commercial property without an environmental report reporting no adverse environmental condition on the property; or

materially change its pricing practices on loans or deposit products.

Until the closing, Taft National has agreed to use its best efforts to take certain actions and to:

maintain a reserve for loan losses at an adequate level and charge off all loans deemed uncollectible;

provide Taft National's monthly board reports, copies of all material reports filed with or received from any governmental entity, and monthly unaudited balance sheets, statements of income and changes in shareholders' equity to United Security; and

provide copies of each credit authorization package for credit of \$250,000 or more for secured loans, \$100,000 for unsecured loans, and renewals of any classified or criticized loans, concurrently with submission to Taft National's loan committee.

Until the closing, subject to certain exceptions including Taft National's prior approval, United Security has agreed that it will not, other than in the ordinary and usual course of business, declare or pay any extraordinary dividend.

***The foregoing is a summary of some of the negative and affirmative covenants of the merger agreement. You are encouraged to carefully read the terms of the merger agreement attached as Appendix A, including the specific covenants contained in Articles 5 and 6.***

***Discussions with Third Parties***

The merger agreement provides that Taft National shall not solicit or encourage third party proposals which would result in a merger, exchange offer, or other form of combination and requires that if such a proposal is received, notification must be given to United Security. Notwithstanding the prohibition on soliciting or encouraging such proposals, the merger agreement recognizes that an unsolicited third party proposal might be received. Moreover, the merger agreement permits Taft National engaging in discussions or negotiations with the third party if the proposal is determined, after

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consultation with counsel and a financial advisor, to be superior, from the shareholders' perspective, to the merger.

In the event the merger agreement is terminated because Taft National elects to proceed with a third party transaction, Taft National will be obligated to pay a termination fee to United Security in the amount of \$500,000.

*The foregoing is a summary of the provisions of the merger agreement regarding discussions with third parties. You are encouraged to read the terms of the merger agreement attached as Appendix A, including the specific provisions contained in Sections 6.2.5 and 8.5. of the merger agreement.*

#### ***Employee Benefits***

Immediately prior to the closing, Taft National shall terminate any employee benefit arrangement requested by United Security. After completion of the merger, all employees of Taft National at the date of the completion of the merger, shall be entitled to participate in all of United Security's and United Security Bank's employee benefit arrangements on the same basis as other similarly situated employees of United Security and United Security Bank. Each of these employees will be credited for eligibility, participation and vesting purposes with such employee's respective years of past service with Taft National as though they had been employees of United Security and United Security Bank, except with respect to United Security's Employee Stock Option Plan and 401(k) Plan.

#### ***Conditions to the Parties' Obligations***

The obligations of United Security and Taft National to complete the merger are subject to certain mutual conditions, including, but not limited to the following:

approval of the principal terms of the merger by holders of two-thirds of the outstanding shares of Taft National common stock entitled to vote;

receipt of the regulatory approvals (without the imposition of burdensome conditions) required in connection with the merger;

absence of any statute, rule, regulation or order, being in effect and prohibiting completion of the merger;

the registration statement having become effective regarding the shares of United Security common stock to be issued upon completion of the merger;

the receipt and continued effectiveness of all qualifications or registrations under state securities laws necessary for the issuance of the shares of United Security common stock to be issued upon completion of the merger;

receipt of a tax opinion stating, among other things, that the merger will qualify as a tax-free reorganization for federal income tax purposes;

the holders of the five \$100,000 convertible subordinated notes of Taft National shall not have converted the convertible subordinated notes into shares of Taft National common stock and United Security Bank shall have paid to the holders of the five \$100,000 convertible subordinated notes of Taft National, the principal and any accrued and unpaid interest due on the notes at the date of completion of the merger; and

Dennis Tishma and United Security Bank shall have entered into an employment agreement providing for Mr. Tishma's employment with United Security Bank for a period of one year following completion of the merger, and Robert Morris and United Security Bank shall have entered into an employment agreement providing for Mr. Morris' employment with United Security Bank for a period of one year following completion of the merger.

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United Security's obligation to complete the merger is also subject to the fulfillment or waiver by United Security of certain conditions, including but not limited to the following:

Taft National's representations and warranties being and remaining true, accurate and correct in all material respects;

Taft National's performing, in all material respects, all of its required obligations contained in the merger agreement before the closing;

delivery of affiliate letters executed by each of Taft National's affiliates;

delivery of voting agreements executed by each of Taft National's directors, as well as other various and customary closing documents; and

the number of shares of Taft National common stock which are eligible to be dissenting shares pursuant to Section 214a of the National Bank Act shall not exceed an amount which, when combined with other cash amounts payable in connection with the merger, would result in the merger being disqualified from a tax free reorganization.

In addition, Taft National's obligation to complete the merger is also subject to the fulfillment or waiver by Taft National of certain conditions, including but not limited to the following:

United Security's representations and warranties being and remaining true, accurate and correct in all material aspects;

United Security performing, in all material respects, all of its required obligations contained in the merger agreement before the closing;

receipt of a fairness opinion to the effect that the terms of the merger are fair, from a financial standpoint, to Taft National and its shareholders; and

the fairness opinion shall not have been withdrawn prior to the Taft National meeting.

***The foregoing is a summary of the conditions of the merger agreement. You are encouraged to read the terms of the merger agreement attached as Appendix A, including the specific provisions contained in Article 7 of the merger agreement.***

#### ***Termination***

United Security and Taft National can mutually agree to terminate the merger agreement and abandon the merger at any time.

Under certain circumstances, either United Security or Taft National can terminate the merger agreement:

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if the other party materially breaches any representation, warranty, covenant, or agreement contained in the merger agreement that is not cured prior to completion of the merger; or

if the merger has not closed by June 30, 2004; or

if there is a breach or default that would be reasonably likely to have, a material adverse effect upon the consummation of the merger.

United Security can terminate the merger agreement if Taft National's Board of Directors approves a merger agreement with a party other than United Security or fails to publicly oppose an offer to acquire 25% of the outstanding shares of Taft National common stock.

If the merger agreement is terminated by United Security or Taft National pursuant to a material breach of any representation, warranty, covenant or agreement, the breaching party will owe the other party liquidated damages of \$200,000. If United Security terminates the merger agreement due to lack

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of shareholder approval by Taft National's shareholders, Taft National will owe United Security liquidated damages of \$200,000. In addition, if Taft National's Board of Directors approves an alternative merger or similar proposal within one year of United Security's termination of the merger agreement, Taft National will owe United Security an additional \$300,000. The payment of these fees shall be made as reasonable liquidated damages and not as a penalty or forfeiture.

***The foregoing is a summary of the termination provisions of the merger agreement. You are encouraged to read the terms of the merger agreement attached as Appendix A, including the specific provisions contained in Article 8 of the merger agreement.***

### ***Expenses***

The merger agreement provides that United Security and Taft National shall bear their own costs and expenses incurred in connection with the merger agreement and the merger, except that the costs associated with the conversion of the registration statement into electronic format for filing with the SEC, and printing and mailing this proxy statement-prospectus, shall be split by the parties. The total estimated cost of the merger is approximately \$315,000. United Security will bear approximately \$90,000 and Taft National will bear approximately \$225,000. For example, United Security shall bear, among others, the expenses of:

preparation and delivery of the tax opinion from Vavrinek, Trine, Day & Co., LLP;

preparation of the registration statement, including filing fees;

filing fees and related costs of regulatory applications; and

any notifications and press releases to United Security shareholders, including printing expenses.

Taft National shall bear, among others, the expenses of:

preparation of its proxy materials;

the fairness opinion and investment banking fee; and

any notifications and press releases to Taft National shareholders, including printing expenses.

### ***Director Voting Agreements***

United Security has entered into voting agreements with each of Taft National's directors who hold, in the aggregate, shares representing approximately 29.9% of Taft National common stock entitled to vote. The director's agreements, in the form attached as Exhibit 7.2.8 to the merger agreement, require each of Taft National's directors to vote in favor of the merger at Taft National's shareholders' meeting.

Each director's agreement also provides that the directors will not take any action that will alter or affect in any way the director's right to vote his or her shares of Taft National common stock.

The director's agreements bind the actions of the directors only in their capacity as Taft National shareholders. The directors are not and could not be contractually bound to abrogate their fiduciary duties as directors of Taft National. Accordingly, while the directors are contractually bound to vote as a Taft National shareholder in favor of the merger, their fiduciary duties as directors nevertheless require them to act in their capacities as directors in the best interests of Taft National when they consider the merger. In addition, the directors will continue to be bound by their fiduciary duties as Taft National's directors with respect to any further decisions they make in connection with the merger.

The director's agreements also provide that for a period of two years after the completion of the merger, the director agrees not to compete with United Security through the ownership of more than 1% of, or be connected as an officer, director, employee, principal, agent or consultant to any financial

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institution whose deposits are insured by the FDIC that has its head offices or a branch office within 50 miles of the head office of Taft National.

The director's agreements terminate at the earlier of two years following the completion of the merger or when the merger agreement terminates according to its terms.

### **Description of United Security**

#### **Business**

**General.** United Security was incorporated under the laws of the State of California on February 21, 2001. United Security was organized pursuant to a plan of reorganization for the purpose of becoming the parent corporation of United Security Bank, and on June 12, 2001, the reorganization was effected and shares of United Security common stock were issued to the shareholders of United Security Bank for the common shares held by United Security Bank's shareholders. United Security is a registered bank holding company under the Bank Holding Company Act of 1956. United Security conducts its operations at the administrative offices of United Security Bank located at 1525 East Shaw Avenue, Fresno, California 93710.

United Security Bank, N.A., predecessor to United Security Bank, originally commenced business as a national banking association on December 21, 1987. On February 1, 1999, United Security Bank was incorporated under the laws of the State of California, and on February 3, 1999, following its conversion from a national banking association, was licensed by the Commissioner of Financial Institutions and commenced operations as a California state-chartered bank. United Security Bank is a member of the Federal Reserve System and its deposits are insured to the maximum amount permitted by law by the FDIC. United Security Bank's head office is located at 2151 West Shaw Avenue, Fresno, California and its branch offices are located at 1041 East Shaw Avenue, Fresno, 13356 South Henderson, Caruthers, 145 East Durran Street, Coalinga, 1067 Oliver Street, Firebaugh, 8777 Main Street, San Joaquin, and 40074 Highway 49, Oakhurst. United Security Bank does not have any affiliates or subsidiaries. United Security Bank also has its administrative offices located at 1525 East Shaw Avenue, Fresno.

**Banking Services.** As an independent 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 and Madera Counties.

United Security Bank offers a wide range of deposit instruments including personal and business checking accounts and savings accounts, interest-bearing negotiable order of withdrawal accounts, money market accounts and time certificates of deposit. Most of United Security

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Bank's deposits are attracted from individuals and from small and medium-sized business-related sources.

United Security Bank also engages in a full complement of lending activities, including real estate mortgage, commercial and industrial, real estate construction, as well as agricultural and consumer loans, with particular emphasis on short and medium-term obligations. United Security Bank's loan portfolio is not concentrated in any one industry, although approximately 70% of United Security Bank's loans are secured by real estate. 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 September 30, 2003, United Security Bank had loans (net of unearned fees) outstanding of \$355 million, which represented approximately 82% of United Security Bank's total deposits and approximately 70% 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. A substantial portion of the commercial and industrial loans are secured by accounts receivable, inventory, leases or other collateral.

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The remainder are unsecured; however, extensions of credit are predicated on the financial capacity of the borrower. 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 this loan category is from the cash flow of the borrower. At September 30, 2003 real estate mortgage loans, commercial and industrial loans, real estate construction loans, agricultural loans and lease financing loans constituted approximately 27%, 38%, 25%, 6% and 4%, respectively, of United Security Bank's total loan portfolio.

In the normal course of business, United Security Bank makes various loan commitments and incurs certain contingent liabilities. At September 30, 2003, these financial instruments included commitments to extend credit of \$145 million, and standby letters of credit of \$1.3 million. Of the \$145 million in loan commitments outstanding at September 30, 2003, \$117 million were on loans with maturities of one year or less. Due to the nature of the business of United Security Bank's customers, there are no seasonal patterns or absolute predictability to the utilization of unused loan commitments; therefore United Security Bank is unable to forecast the extent to which these commitments will be exercised within the current year. United Security Bank does not believe that any such utilization will constitute a material liquidity demand.

In addition to the loan and deposit services discussed above, United Security 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 cashier's checks, traveler's checks, money orders, and foreign drafts. United Security 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 United Security Bank's business originates from within Fresno and Madera Counties. Neither United Security Bank's business or liquidity is seasonal, and there has been no material effect upon United Security Bank's capital expenditures, earnings or competitive position as a result of federal, state or local environmental regulation.

**Employees.** At September 30, 2003, United Security and its subsidiaries employed 81 persons on a full-time equivalent basis. United Security believes its employee relations are excellent.

**Properties.** United Security owns its administrative headquarters located at 1525 East Shaw Avenue, Fresno, California. The building consists of approximately 10,000 square feet of interior floor space. The building also houses United Security Bank's administrative offices.

United Security Bank's main office branch is located at 2151 West Shaw Avenue, Fresno, California. United Security Bank owns the building and leases the land under a sublease dated December 1, 1986 between Central Bank and United Security Bank. 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 United Security Bank has options to extend the term for four (4) ten-year periods and one seven (7) year period.

United Security Bank occupies the premises of approximately 3,600 square feet for its East Shaw branch under a lease expiring February 28, 2004 with extensions to August 31, 2011.

United Security Bank leases the Oakhurst branch located at 40074 Highway 49, Oakhurst, California, which consists of approximately 5,000 square feet of interior floor space in a stand alone building. United Security Bank is leasing this office from <sup>41/49</sup> Highway Junction Project, LTD., for an original term of 15 years beginning on April 21, 1999, with options to extend the lease for two additional five-year periods each.

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United Security Bank leases the Caruthers branch located at 13356 South Henderson, Caruthers, California which consists of approximately 5,000 square feet of floor space. The Caruthers branch lease expires in January, 2006 with extensions through January, 2021.

United Security Bank leases its real estate construction offices located at 1535 East Shaw, Suite 105, Fresno, California which consists of approximately 2,100 square feet. The lease term began on March 1, 2001 and expires February 28, 2006.

United Security Bank owns the San Joaquin branch which is located at 21574 Manning Avenue, San Joaquin, California and is approximately 2,100 square feet.

United Security Bank owns the Firebaugh branch located at 1067 O Street, Firebaugh, California. The premises are comprised of approximately 6,198 square feet of interior floor space situated on land totaling approximately one-third of an acre.

United Security Bank owns the Coalinga branch located at 145 East Durian, Coalinga, California. The Coalinga branch has 6,184 square feet of interior floor space situated on approximately 0.45 acres.

**Legal Proceedings.** From time to time, United Security and/or United Security Bank is a party to claims and legal proceedings arising in the ordinary course of business. United Security's management is not aware of any material pending litigation proceedings to which either it or United Security Bank is a party or has recently been a party, which will have a material adverse effect on the financial condition or results of operations of United Security and United Security Bank taken as a whole.

**Trust Preferred Securities Offerings.** On June 26, 2001, United Security formed a wholly-owned Connecticut statutory business trust, USB Capital Trust I. On July 25, 2001, United Security issued USB Capital Trust I Floating Rate Junior Subordinated Deferrable Interest Debentures Due 2031 in the aggregate principal amount of \$15,000,000. These debentures qualify as Tier 1 capital under Federal Reserve Board guidelines subject to limitations under Federal Reserve Board guidelines. In exchange for these debentures USB Capital Trust I paid United Security \$15,000,000. USB Capital Trust I funded its purchase of debentures by issuing \$15,000,000 in floating rate capital securities (capital securities), which were then pooled and sold to third parties. USB Capital Trust I secured the capital securities with debentures issued by United Security. The debentures are the only asset of USB Capital Trust I. The interest rate on both instruments is the same and is computed on actual days divided by 360 times the rate. The rate is the six-month LIBOR (London Interbank Offered Rate) plus 3.75% not to exceed 12.50% adjustable semiannually. The proceeds from the debentures were used to increase the level of risk-based capital with United Security Bank and to invest in an escrow title company.

The debentures and capital securities accrue and pay distributions semi-annually based on the floating rate described above on the stated liquidation value of \$1,000 per security. United Security has entered into contractual agreements which, taken collectively, fully and unconditionally guarantee payment of: (1) accrued and unpaid distributions required to be paid on the capital securities; (2) the redemption price with respect to any capital securities called for redemption by United Security Trust I, and (3) payments due upon voluntary or involuntary dissolution, winding up, or liquidation of United Security Trust I.

The capital securities are mandatorily redeemable upon maturity of the debentures on July 25, 2031, or upon earlier redemption as provided in the indenture.

### **Competition**

The banking business in California generally, and in the market areas served by United Security specifically, are highly competitive with respect to both loans and deposits. United Security competes for loans and deposits with other commercial banks, savings and loan associations, finance companies,

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money market funds, credit unions and other financial institutions, including a number that are much larger than United Security, operating within United Security's primary market areas in the San Joaquin Valley and Eastern Madera County. There has been increased competition for deposit and loan business over the last several years as a result of deregulation. Many of the major commercial banks operating in United Security's market areas offer certain services, such as trust and international banking services, which United Security does not offer directly. Additionally, banks with larger capitalization have larger lending limits and are thereby able to serve larger customers.

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In addition to competition from insured depository institutions, principal competitors for deposits and loans have been mortgage brokerage companies, insurance companies, brokerage houses, credit card companies and even retail establishments offering investment vehicles such as mutual funds, annuities and money market funds, as well as traditional bank-like services such as check access to money market funds, or cash advances on credit card accounts.

In order to compete with the other financial institutions in its principal marketing area, United Security relies principally upon local promotional activities, personal contacts by its officers, directors and employees, and close connections with its community.

### Supervision and Regulation

United Security is a bank holding company within the meaning of the Bank Holding Company Act of 1956, as amended ("BHCA"), and is registered as such with and is subject to the supervision of the FRB. Generally, a bank holding company is required to obtain the approval of the FRB before it may acquire all or substantially all of the assets of any bank, or ownership or control of the voting shares of any bank if, after giving effect to such acquisition of shares, the bank holding company would own or control more than 5% of the voting shares of such bank. The FRB's approval is also required for the merger or consolidation of bank holding companies.

United Security is required to file reports with the FRB and provide such additional information as the FRB may require. The FRB also has the authority to examine United Security and each of its subsidiaries, as well as any arrangements between United Security and any of its subsidiaries, with the cost of any such examination to be borne by United Security.

Banking subsidiaries of bank holding companies are also subject to certain restrictions imposed by federal law in dealings with their holding companies and other affiliates. Subject to certain restrictions set forth in the Federal Reserve Act, a bank can loan or extend credit to an affiliate, purchase or invest in the securities of an affiliate, purchase assets from an affiliate, or issue a guarantee, acceptance, or letter of credit on behalf of an affiliate; provided that the aggregate amount of the above transactions of the bank and its subsidiaries does not exceed 10 percent of the capital stock and surplus of the bank on a per affiliate basis or 20 percent of the capital stock and surplus of the bank on an aggregate affiliate basis. In addition, such transactions must be on terms and conditions that are consistent with safe and sound banking practices and, in particular, a bank and its subsidiaries generally may not purchase from an affiliate a low-quality asset, as that term is defined in the Federal Reserve Act. Such restrictions also prevent a bank holding company and its other affiliates from borrowing from a banking subsidiary of the bank holding company unless the loans are secured by marketable collateral of designated amounts. Further, United Security and its subsidiaries are prohibited from engaging in certain tie-in arrangements in connection with any extension of credit, sale or lease of property or furnishing of services.

A bank holding company is prohibited from itself engaging in or acquiring direct or indirect ownership or control of more than 5% of the voting shares of any company engaged in nonbanking activities. One of the principal exceptions to the prohibition is for activities found by the FRB by order or regulation to be so closely related to banking or managing or controlling banks as to be a proper incident thereto. In making these determinations, the FRB considers whether the performance of such

activities by a bank holding company would offer advantages to the public which outweigh possible adverse effects.

Federal Reserve Regulation "Y" sets out those activities which are regarded as closely related to banking or managing or controlling banks, and thus, are permissible activities that may be engaged in by bank holding companies subject to approval in individual cases by the FRB. Most of these activities are now permitted for national banks. There has been litigation challenging the validity of certain activities authorized by the FRB for bank holding companies, and the FRB has various regulations in this regard still under consideration. The future scope of permitted activities is uncertain.

United Security Bank, as a California state-chartered member bank whose deposits are insured by the FDIC up to the maximum legal limits thereof, is subject to regulation, supervision and regular examination by the Commissioner of Financial Institutions and the Federal Reserve Board. United Security Bank is also subject to provisions of the Federal Reserve Act and their regulations. The regulations of these various agencies govern most aspects of United Security Bank's business, including required reserves on deposits, investments, loans, certain of their check clearing activities, issuance of securities, payment of dividends, branching and numerous other matters. As a consequence of the extensive regulation of commercial banking activities in California and the United States, United Security Bank's business is particularly susceptible to changes in California and federal legislation and regulations which may have the effect of increasing the cost of doing business, limiting permissible activities or increasing competition.

### Summary of Earnings

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The following consolidated Summary of Earnings of United Security and subsidiary for the three years ended December 31, 2002 has been derived from financial statements audited by Moss Adams LLP, independent certified public accountants, as described in their report included elsewhere in this proxy statement/prospectus. The amounts shown for the nine months ended September 30, 2003 and 2002 are unaudited. The September 30, 2003 and 2002 amounts reflect, in the opinion of management, all adjustments (consisting only of normal recurring adjustments) necessary for a fair presentation of

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the results of operations for such periods. These statements should be read in conjunction with the Financial Statements and the Notes relating thereto which appear elsewhere herein.

	Nine Months Ended September 30,		Year Ended December 31,				
	2003	2002	2002	2001	2000	1999	1998
(Restated)							
(in thousands, except per share data and ratios)							
Interest income	\$ 20,110	\$ 21,453	\$ 28,716	\$ 30,063	\$ 28,941	\$ 21,920	\$ 21,519
Interest expense	5,681	8,206	11,516	13,411	11,544	7,925	8,605
Net interest income	14,429	13,247	17,200	16,652	17,397	13,995	12,914
Provision for loan and lease losses	872	1,189	1,963	1,733	1,580	1,025	1,200
Net interest income after provision for loan and lease losses	13,557	12,058	15,237	14,919	15,817	12,970	11,714
Other noninterest income	4,884	3,709	5,368	4,277	2,538	2,781	2,797
Noninterest expense	9,023	8,206	10,860	9,818	8,648	7,898	7,591
Earnings before income taxes	9,418	7,561	9,745	9,378	9,707	7,853	6,920
Provision for income taxes(2)	2,913	2,249	2,912	3,185	3,450	2,930	2,704
Net Income	\$ 6,505	\$ 5,312	\$ 6,833	\$ 6,193	\$ 6,257	\$ 4,923	\$ 4,216
Basic earnings per share	\$ 1.19	\$ 0.98	\$ 1.27	\$ 1.14	\$ 1.16	\$ 0.95	\$ 0.82
Number of shares used in basic earnings per share calculation(3)	5,443,228	5,396,553	5,400,751	5,443,734	5,374,734	5,202,324	5,154,748
Diluted earnings per share	\$ 1.18	\$ 0.97	\$ 1.25	\$ 1.11	\$ 1.12	\$ 0.89	\$ 0.77
Number of shares used in diluted earnings per share calculation(4)	5,497,868	5,487,885	5,487,038	5,563,855	5,587,292	5,514,544	5,490,891

- (1) See Notes to Financial Statements for a summary of significant accounting policies and other related data.
- (2) See Notes to Financial Statements for an explanation of income taxes.
- (3) Basic earnings per share information is based on the weighted average number of shares of common stock outstanding during each period.
- (4) Diluted earnings per share information is based on the weighted average number of shares of common stock and common stock equivalents outstanding during each period.

The following table sets forth selected ratios for the periods indicated:

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	Nine Months Ended September 30,		Year Ended December 31,		
	2003	2002	2002	2001	2000
			(Restated)		
			(Unaudited)		
Net earnings to average shareholders' equity	20.44%	18.68%	17.64%	17.25%	20.05%
Net earnings to average total assets	1.70%	1.45%	1.37%	1.55%	1.95%
Total interest expense to total interest income	28.25%	38.25%	40.10%	44.61%	39.89%
Other operating income to other operating expense	54.12%	45.20%	49.43%	43.57%	29.34%

(1)

Ratios have been annualized for the nine months ended September 30, 2003 and 2002.

The following is United Security's management's discussion and analysis of the significant changes in income and expense accounts presented in the Summary of Earnings for the years ended December 31, 2002, 2001 and 2000 and the nine months ended September 30, 2003 and 2002.

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## Management's Discussion and Analysis of Financial Condition and Results Of Operations

### *For the Years Ended December 31, 2002, 2001 and 2000*

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 United Security Bank are references to United Security Bank. References to United Security are references to United Security Bancshares (including United Security Bank), except for periods prior to June 12, 2001, in which case, references to United Security are references to United Security 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 United Security. United Security contributed \$13.7 million of the \$14.5 million in net proceeds received from the Trust to United Security Bank to increase its regulatory capital and used the rest for United Security's business.

United Security currently has seven banking branches and one construction lending office, which provide financial services in Fresno and Madera counties. As a community-oriented bank, United Security 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. United Security'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.

### *Results of Operations*

For the year ended December 31, 2002, United Security reported net income of \$6.8 million or \$1.27 per share (\$1.25 diluted) as compared to \$6.2 million or \$1.14 per share (\$1.11 diluted) for the year ended December 31, 2001, and \$6.3 million or \$1.16 per share (\$1.12 diluted) for the year ended December 31, 2000. Net income for 2002 increased nearly \$640,000 from the previous year primarily as the result of increased volumes in earning assets combined with a substantial decrease in the cost of interest-bearing liabilities, which helped offset the overall decline in United Security's net margin. Tax benefits from United Security Bank's REIT subsidiary also contributed to the increase in net income for 2002. However, no assurance can be given that the tax benefits available from the REIT will continue to be available in the future.

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United Security's return on average assets was 1.37% for the year ended December 31, 2002 as compared to 1.55% and 1.95% for the same twelve-month periods of 2001 and 2000, respectively. United Security's return on average equity was 17.64% for the year ended December 31, 2002 as compared to 17.25% and 20.05% for the same twelve-month periods of 2001 and 2000, respectively.

### *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 \$17.2 million for the year ended

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December 31, 2002 as compared to \$16.7 million for the year ended December 31, 2001. This represents an increase of \$548,000 or 3.3% between the years ended December 31, 2001 and 2002, as compared to a decrease of \$745,000 or 4.3% between 2000 and 2001. The increase in net interest income between 2001 and 2002 is primarily the result of substantial growth in net average earning assets and liabilities which more than offset the decline in average market rates of interest between those two twelve-month periods. Net interest income decreased between 2000 and 2001 primarily as the result of the substantial decline in market rates of interest between those two twelve-month periods, which more than offset the growth in average earning assets.

### *Distribution of Average Assets, Liabilities and Shareholders' Equity:*

Interest rates and interest differentials

Years Ended December 31, 2002, 2001, and 2000

(Dollars in thousands)	(Restated) 2002			2001			2000		
	Average Balance	Interest	Yield/ Rate	Average Balance	Interest	Yield/ Rate	Average Balance	Interest	Yield/ Rate
<b>Assets:</b>									
Interest-earning assets:									
Loans(1)	\$ 347,192	\$ 24,521	7.06%	\$ 297,653	\$ 26,412	8.87%	\$ 230,305	\$ 24,739	10.74%
Investment Securities taxable	84,904	3,617	4.26%	55,285	3,218	5.82%	54,652	3,798	6.95%
Investment Securities nontaxable(2)	2,889	139	4.81%	3,357	155	4.62%	3,346	162	4.84%
Interest on deposits in other banks	3,048	138	4.53%	0	0				