

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK
OF SAN FRANCISCO

2019 MAY -7 AM 9:22



Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)(A)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2017

Month / Day / Year

549300J2H2JYVXXP3J32

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

I, Dennis Woods

Name of the Holding Company Director and Official

President & CEO

Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

United Security Bancshares

Legal Title of Holding Company

2126 Inyo Street

(Mailing Address of the Holding Company) Street / P.O. Box

Fresno

CA

93721

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Christy Reed

Financial Analyst

Name

Title

559/243-2381

Area Code / Phone Number / Extension

559/320-1220

Area Code / FAX Number

creed@unitedsecuritybank.com

E-mail Address

www.unitedsecuritybank.com

Address (URL) for the Holding Company's web page

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Signature of Holding Company Director and Official

3/23/18

Date of Signature

For holding companies not registered with the SEC—
Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID 3015975

C.I. I

Is confidential treatment requested for any portion of this report submission?	0=No	1=Yes	<u>0</u>
In accordance with the General Instructions for this report (check only one),			
1. a letter justifying this request is being provided along with the report		<input type="checkbox"/>	
2. a letter justifying this request has been provided separately ...		<input type="checkbox"/>	
NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."			

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

N/A

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical Location (if different from mailing address)

Form FR Y-6

United Security Bancshares

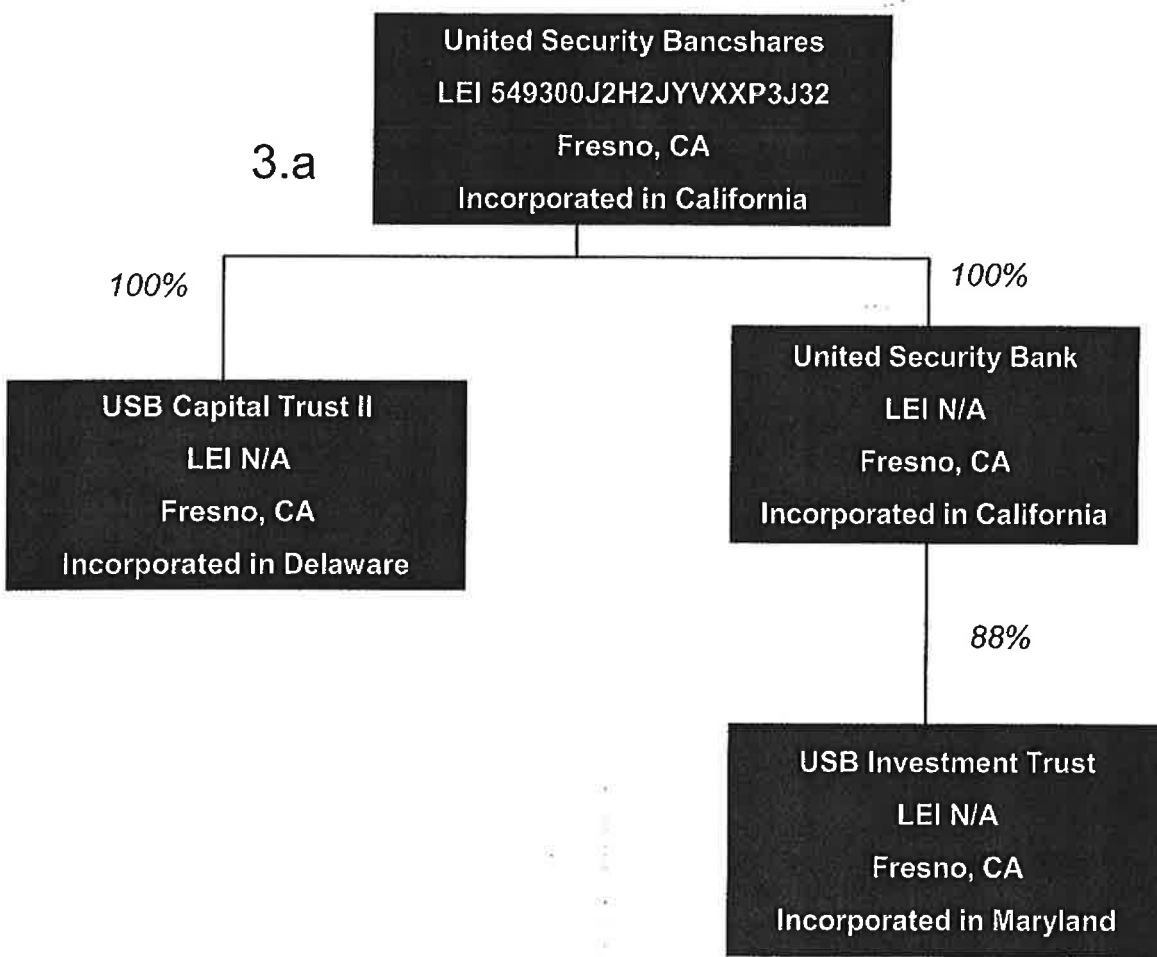
Fresno, CA

Fiscal Year Ended December 31, 2017

1: The bank holding company is registered with the SEC.

2(a): Organizational Chart:

2(b): N/A



Results: A list of branches for your holding company: UNITED SECURITY BANCSHARES (3015975) of FRESNO, CA.
The data are as of 12/31/2017. Data reflects information that was received and processed through 01/04/2018.

Reconciliation and Verification Steps

1. In the Data Action column of each branch row, enter one or more of the actions specified below
2. If required, enter the date in the Effective Date column

Actions

OK: If the branch information is correct, enter 'OK' in the Data Action column.
Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the Data Action column and the date when this information first became valid in the Effective Date column.
Close: If a branch listed was sold or closed, enter 'Close' in the Data Action column and the sale or closure date in the Effective Date column.
Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the Data Action column.
Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the Data Action column and the opening or acquisition date in the Effective Date column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add.
The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	1162017	UNITED SECURITY BANK	2126 INYO STREET	FRESNO	CA	93721	FRESNO	UNITED STATES	Not Required	Not Required	UNITED SECURITY BANK	1162017	
OK		Full Service	2694579	BAKERSFIELD BRANCH	3404 COFFEE ROAD	BAKERSFIELD	CA	93308	KERN	UNITED STATES	Not Required	Not Required	UNITED SECURITY BANK	1162017	
OK		Full Service	3214077	CAMPBELL BRANCH	1875 SOUTH BASCOM AVENUE, SUITE 119	CAMPBELL	CA	95008	SANTA CLARA	UNITED STATES	Not Required	Not Required	UNITED SECURITY BANK	1162017	
OK		Full Service	741769	CARUTHERS BRANCH	13356 SOUTH HENDERSON AVENUE	CARUTHERS	CA	93609	FRESNO	UNITED STATES	Not Required	Not Required	UNITED SECURITY BANK	1162017	
OK		Full Service	71064	COALINGA BRANCH	145 EAST DURIAM STREET	COALINGA	CA	93210	FRESNO	UNITED STATES	Not Required	Not Required	UNITED SECURITY BANK	1162017	
OK		Full Service	91464	FIREBAUGH BRANCH	1067 "O" STREET	FIREBAUGH	CA	93622	FRESNO	UNITED STATES	Not Required	Not Required	UNITED SECURITY BANK	1162017	
OK		Full Service	3516577	CONVENTION CENTER BRANCH	855 M STREET, SUITE 130	FRESNO	CA	93721	FRESNO	UNITED STATES	Not Required	Not Required	UNITED SECURITY BANK	1162017	
OK		Full Service	1925717	FIRST AND HERNDON BRANCH	7088 NORTH FIRST STREET	FRESNO	CA	93720	FRESNO	UNITED STATES	Not Required	Not Required	UNITED SECURITY BANK	1162017	
OK		Full Service	4275909	FRESNO WEST SHAW BRANCH	2151 WEST SHAW AVENUE	FRESNO	CA	93711	FRESNO	UNITED STATES	Not Required	Not Required	UNITED SECURITY BANK	1162017	
OK		Full Service	465766	OAKHURST BRANCH	40074 HIGHWAY 49	OAKHURST	CA	93644	MADERA	UNITED STATES	Not Required	Not Required	UNITED SECURITY BANK	1162017	
OK		Full Service	892465	SAN JOAQUIN BRANCH	21574 MANNING AVENUE	SAN JOAQUIN	CA	93660	FRESNO	UNITED STATES	Not Required	Not Required	UNITED SECURITY BANK	1162017	
OK		Full Service	362463	TAFT BRANCH	523 CASCADE PLACE	TAFT	CA	93268	KERN	UNITED STATES	Not Required	Not Required	UNITED SECURITY BANK	1162017	

Form FR Y-6
United Security Bancshares
Fresno, California
Fiscal Year Ending December 31, 2017

Report Item 3: Shareholders

(1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2017			Securities holders not listed in (3)(1)(a) through (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2017		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Dennis R. Woods Fresno, CA, USA	USA	1,102,864 - 6.53% Common	N/A		
Benjamin Mackovak Cleveland, OH, USA	USA	916,289 - 5.43% Common			

Form FR Y-6
United Security Bancshares
Fresno, California
Fiscal Year Ending December 31, 2017

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (include partnerships if 25% or more of voting securities are held) (List names of companies and percentage of voting securities held)
Robert G. Bitter Madera, CA, USA	Pharmacist	Director, Secr.	Director, Secr., United Security Bank	Co-owner with wife, Berenda Creek Ranch Partner with brother and sister-in-law, Bitter Properties	1.99%	0.10% USB Investment Trust	Berenda Creek Ranch 100% Selma Shopping Center dba Bitter Properties 75%
Stan Cavalla Kerman, CA, USA	Owner, Steel Business	Director	Director, United Security Bank	President, Suburban Steel	3.90%	0.10% USB Investment Trust	Suburban Steel 50%
Tom Ellithorpe Fresno, CA, USA	Owner, Insurance	Director	Director, United Security Bank	Owner, Insurance Buying Service	0.84%	0.10% USB Investment Trust	Insurance Buying Service 100%
Benjamin Mackovak Cleveland, OH, USA	Investor	Director	Director, United Security Bank	Co-Founder, Managing Member Strategic Value Bank Partners, LLC	5.43%	N/A	Strategic Value Private Investors, LLC 27% Cavalier Capital LLC, 100% Cavalier Capital Holdings, LLC 100%
Nabeel Mahmood Fresno, CA, USA	Executive	Director	Director, United Security Bank	Chief Information Officer Maxco	N/A	N/A	N/A
Robert M. Mochizuki Fresno, CA, USA	Orthopaedic Surgeon	Director, Lead	Director, United Security Bank	President, Arthroscopic Surgery Associates Treasurer, American Canyon Flatland Company	1.49%	N/A	Arthroscopic Surgery Associates, President 100% American Canyon Flatland Company, Treasurer 75%
Kenneth Newby Fresno, CA, USA	Certified Public Accountant	Director	Director, United Security Bank	Owner, Kenneth Newby, CPA	0.03%	N/A	El Dorado Pistachio 25%, partner
Susan Quigley Fresno, CA, USA	Certified Public Accountant	Director	Director, United Security Bank	Retired	0.01%	N/A	N/A
Brian Tkacz Richmond, VA, USA	Information Technology Director	Director	Director, United Security Bank	Director, Information Technology Markel Corporation	N/A	N/A	N/A
Mike Woolf Fresno, CA, USA	Dentist	Director	Director, United Security Bank	Mike Woolf Farming, partner Mile Woolf, DDS, owner	1.30%	N/A	Mike Woolf Farming, LLC 50% Mike Woolf, DDS, sole proprietor 100%
Dennis R. Woods Fresno, CA, USA	N/A	Chairman President & CEO	Chairman, United Security Bank Trustee, USB Investment Trust President, USB Investment Trust Administrator, USB Capital Trust II	Chairman, Table Mtn. Construction Co President, Denwoods Farm Co Inc Partner, Pistachio Farm Co. Partner, I-5 Almonds	6.53%	0.10% USB Investment Trust	Denwoods Farm Co Inc 100%, Pres Pistachio Farm Co. 33%, partner I-5 Almonds 65%, partner
David L. Eytcheson Fresno, CA, USA	N/A	SVP & COO	SVP & COO, United Security Bank Administrator, USB Capital Trust II	N/A	1.49%	0.10% USB Investment Trust	N/A
Bhavneet Gill Fresno, CA, USA	N/A	SVP & CFO	SVP & CFO, United Security Bank	N/A	0.06%	N/A	N/A
Jon Heidt Fresno, CA, USA	N/A	SVP & CRO	SVP & CCO, United Security Bank	N/A	0.01%	N/A	N/A
William Yarbenet Fresno, CA, USA	N/A	SVP & CCO	SVP & CCO, United Security Bank	N/A	0.14%	N/A	N/A