

Board of Governors of the Federal Reserve System

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Annual Report of Bank Holding Companies—FR Y-6

1086168

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)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11 (a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)). 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 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). 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 Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank 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.

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

12/31/2011  
Month / Day / Year

1. JAMES F. HOUSE  
Name of the Bank Holding Company Director and Official  
PRESIDENT AND CEO  
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address  
UNITED SECURITY BANCSHARES, INC.  
Legal Title of Bank Holding Company  
P.O. BOX 249

(Mailing Address of the Bank Holding Company) Street / P.O. Box  
THOMASVILLE, ALABAMA 36784  
City State Zip Code

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have 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.

131 WEST FRONT STREET  
Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:  
ROBERT STEEN VICE PRESIDENT  
Name Title

334-636-5424 extension 260  
Area Code / Phone Number / Extension

334-636-9606  
Area Code / FAX Number  
rsteen@firstusbank.com

E-mail Address  
www.firstusbank.com

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

[Signature]  
Signature of Bank Holding Company Director and Official  
3-29-2012  
Date of Signature

For bank 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 \_\_\_\_\_  
C.I. \_\_\_\_\_

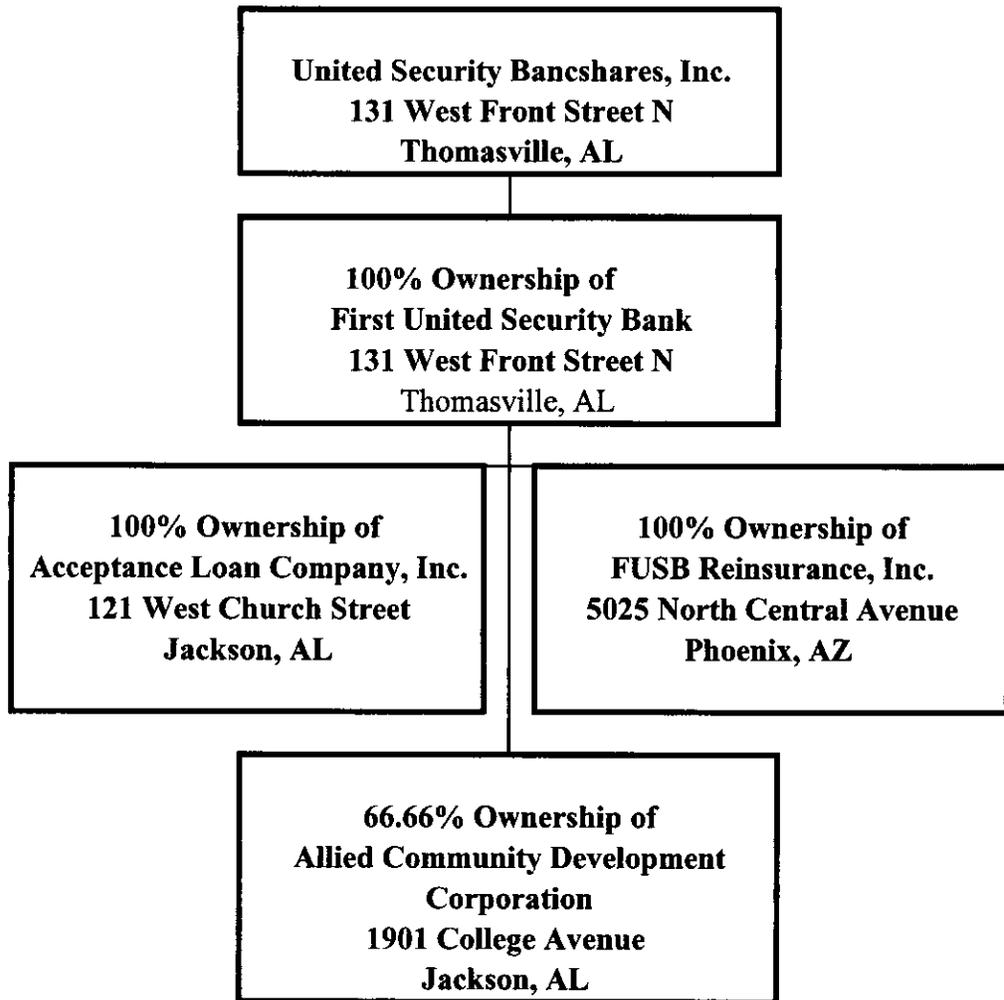
Does the reporter request confidential treatment for any portion of this submission?  
 Yes Please identify the report items to which this request applies:  
 In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.  
 The information for which confidential treatment is sought is being submitted separately labeled "Confidential."  
 No

FORM FR Y-6

**UNITED SECURITY BANCSHARES, INC.  
THOMASVILLE, ALABAMA  
FISCAL YEAR ENDING DECEMBER 31, 2011**

Report Item 1. The Bank holding company is registered with the Securities and Exchange Commission; therefore, a copy of our annual report is not included.

Report Item 2a. Organizational Chart.  
United Security Bancshares, Inc. is a one-bank holding company.



Report Item 2b. The Domestic Branch Listing was submitted via email on February 27, 2012.

Report Item 3.(1) None

Report Item 3.(2) None

## DIRECTORS SERVE BOTH UNITED SECURITY BANCSHARES, INC. and FIRST UNITED SECURITY BANK.

(1) DIRECTORS: Name City, State, Country	(2) Principal Occupation	(3) Title/Position with (a) Holding Co. (b) Subsidiaries of HC (c) any other business(dir,ptr,ex off,trustee)	(4) Number of Shares* in (a) Holding Company (b) subsidiaries of HC (c) any other co if 25% >	(4) **Percent Owned (a) Holding Company (b) subsidiaries of HC (c) any other co if 25% >
Dan R. Barlow Grove Hill, AL / USA	Retired (Former Exec. VP of First United Security Bank)	(a) Director (b) Director, First United Sec. Bank Vice Chairman, Director, Acceptance Loan Company (c) N/A	(a) 16,434 / 548 (i) (b) N/A (c) N/A	(a) 1% / N/A (b) N/A (c) N/A
Andrew C. Bearden, Jr. Thomasville, AL / USA	Certified Public Accountant Consultant, BEACO Consulting, LLC	(a) Director (b) Director, First United Sec. Bank (c) N/A	(a) 9,861 / 528 (i) (b) N/A (c) N/A	(a) 1% / N/A (b) N/A (c) N/A
Linda H. Breedlove Jackson, AL / USA	Retired (Breedlove Office Supplies) Part time writer/proofer for The South Alabamian, Inc.	(a) Director (b) Director, First United Security Bank, Chairperson, President, FUSB Reinsurance, Inc. Director, Acceptance Loan Company (c) N/A	(a) 11,163 (b) N/A (c) N/A	(a) 1% (b) N/A (c) N/A
Gerald P. Corgill Thomasville, AL / USA	President-Dozier Hardware Co., Inc.	(a) Vice Chairman/Director (b) Vice-Chairman/Director, First United Security Bank (c) President, Dozier Hardware Co., Inc.	(a) 40,000 / 113,936 (i) (b) N/A (c) 2,500-Dozier Hardware Company, Inc.	(a) 1% / 2% (b) N/A (c) 50%
Wayne C. Curtis Pelham, AL / USA	Consultant Retired, Superintendent of Banks	(a) Director (b) Director, First United Sec. Bank (c) N/A	(a) 3,958 (b) N/A (c) N/A	(a) 1% (b) N/A (c) N/A
John C. Gordon Grove Hill, AL / USA	Investment/Land Management	(a) Director (b) Director, First United Security Bank (c) President, Forest Services, Inc. President, SS & J Land Co., Inc.	(a) 158,609 (b) N/A (c) 500- Forest Services Inc. 100- SS & J Land Co., Inc.	(a) 3% (b) N/A (c) 50% 33%
William G. Harrison Thomasville, AL / USA	Retired Former Timber Settlements/Records Manager for Linden Lumber Company	(a) Director (b) Director, First United Security Bank Director, FUSB Reinsurance (c) N/A	(a) 56,086 (b) N/A (c) N/A	(a) 1% (b) N/A (c) N/A
James F. House Thomasville, AL / USA	President and Chief Executive Officer of United Security Bancshares, Inc. and First United Security Bank	(a) President and CEO (b) Pres & CEO, First United Security Bank, Director, FUSB Reinsurance, Inc. Director, Acceptance Loan Company (c) N/A	(a) 5,000 (b) N/A (c) N/A	(a) 1% (b) N/A (c) N/A
Hardie B. Kimbrough Thomasville, AL / USA	Of Counsel, Gilmore Law Firm Retired Presiding Judge - 1st Judicial Circuit, AL	(a) Chairman/Director (b) Chairman/Director, First United Sec. Bk (c) N/A	(a) 52,344 / 29,994 (i) (b) N/A (c) N/A	(a) 1% / 1% (b) N/A (c) N/A
John Lee McPhearson Butler, AL / USA	Attorney at Law	(a) Director (b) Director, First United Security Bank (c) N/A	(a) 3,500 (b) N/A (c) N/A	(a) 1% (b) N/A (c) N/A
Jack W. Meigs Brent, AL / USA	Presiding Judge 4th Judicial Circuit, Alabama	(a) Director (b) Director, First United Sec. Bank Director/Treas, FUSB Reinsurance, Inc. (c) N/A	(a) 2,014 / 250 (i) (b) N/A (c) N/A	(a) 1% / N/A (b) N/A (c) N/A
Howard M. Whitted Theodore, AL / USA	Retired (Weyerhaeuser) Forester Consultant Forester and Manager for Whitted Family Holdings	(a) Director (b) Director, First United Security Bank Director, Acceptance Loan Co., Inc. (c) President, Whitted Motor Co., Inc.	(a) 14,522 (b) N/A (c) 180 - Whitted Motor Company, Inc.	(a) 1% (b) N/A (c) 30%
Bruce N. Wilson Grove Hill, AL / USA	Attorney	(a) Director (b) Director, First United Security Bank Director/Chairman, Acceptance Loan Co. Inc. Director, FUSB Reinsurance, Inc. (c) Sr. Partner in law firm of Wilson and Drinkard	(a) 13,681 / 200 (i) (b) N/A (c) N/A	(a) 1% / N/A (b) N/A (c) N/A

\* We have no options, warrants, or other securities to report.

\*\* Percentages rounded to nearest whole number as per new instructions effective 12/31/11.

(1) <b>EXECUTIVE OFFICERS</b> Name City, State, Country	(2) Principal Occupation	(3) Title/Position with (a) Holding Co. (b) Subsidiaries of HC (c) any other business (dir, ptr, ex off, trustee)	(4) Number of Shares in (a) Holding Company (b) subsidiaries of HC (c) any other co if 25% >	(4) *Percent Owned (a) Holding Company (b) subsidiaries of HC (c) any other co if 25% >
Beverly J. Dozier Thomasville, AL / USA	Sr. Vice-Pres, Exec. Administration, and Corporate Secretary / Assistant Treasurer for First United Security Bank	(a) VP/Secretary/Assistant Treasurer (b) Sr. VP/Exec. Admin., Corp. Secretary & Asst Treasurer of First United Security Bank (c) N/A	(a) 14,843 / 7,920 (i) (b) N/A (c) N/A	(a) 1% / 1% (b) N/A (c) N/A
Robert Steen Grove Hill, AL / USA	Executive Vice-President, CFO, and Corporate Treasurer / Assistant Secretary for First United Security Bank	(a) VP / Treasurer / Asst Secretary (b) Ex. VP/CFO/Treas./Asst Sec. of First United Security Bank Director, Acceptance Loan Co., Inc. Secretary, FUSB Reinsurance, Inc. (c) N/A	(a) 11,087 (b) N/A N/A N/A (c) N/A	(a) 1% (b) N/A N/A N/A (c) N/A
J Daniel Matheson, III Harpersville, AL / USA	President and CEO, R2Metrics, Inc. Sr. VP, Investment Officer of First United Security Bank	(a) Investment Officer (b) Sr. VP, Invstmnt Off., First United Security Director, FUSB Reinsurance, Inc. (c) Pres/Owner, R2Metrics, Inc. Sr. VP, Synovus Securities	(a) 5,893 (b) N/A N/A (c) 1,000 N/A	(a) 1% (b) N/A N/A (c) 100% N/A
Eric H. Mabowitz Sweet Water, AL / USA	Executive Vice President, Chief Credit Officer of First United Security Bank	(a) Executive Officer (b) Exec. VP, Retail Division, Branch Administrator, First United Security Bank Director, Acceptance Loan Company (c) N/A	(a) 2,758 (b) N/A N/A (c) N/A	(a) 1% (b) N/A N/A (c) N/A
Craig B. Nelson Thomasville, AL / USA	Exec VP, Credit Division, & Chief Credit Officer of First United Security Bank	(a) Executive Officer (b) EVP, Credit Division & Chief Credit Officer of First United Security Bank (c) N/A	(a) N/A (b) N/A (c) N/A	(a) N/A (b) N/A (c) N/A
Donald P. Maughan, II Tuscaloosa, AL / USA	Exec VP, Commercial Lending Division, Sr. Lender	(a) Executive Officer (b) EVP, Commercial Lending Division, Senior Lender of First United Security Bk (c) N/A	(a) N/A (b) N/A (c) N/A	(a) N/A (b) N/A (c) N/A
William C. Mitchell Jackson, AL / USA	President and Chief Executive Officer of Acceptance Loan Company, Inc.	(a) Executive Officer (b) President and CEO of Acceptance Loan Company, Inc. (c) N/A	(a) 2,467 (b) N/A (c) N/A	(a) 1% (b) N/A (c) N/A

\* We have no options, warrants, or other securities to report.

\* Percentages rounded to nearest whole number as per new instructions effective 12/31/11.

1086168

**Results:** A list of branches for your depository institution: FIRST UNITED SECURITY BANK (ID\_RSSD: 259330).  
 This depository institution is held by UNITED SECURITY BANCSHARES, INC. (1086168) of THOMASVILLE, AL.  
 The data are as of 12/31/2011. Data reflects information that was received and processed through 01/05/2012.

**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)	259330	FIRST UNITED SECURITY BANK	131 W. FRONT STREET	THOMASVILLE	AL	36784	CLARKE	UNITED STATES	11132	0	FIRST UNITED SECURITY BANK	259330	
OK		Full Service	463230	BRENT BRANCH	2334 MAIN STREET	BRENT	AL	35034	BIBB	UNITED STATES	10884	8	FIRST UNITED SECURITY BANK	259330	
OK		Full Service	536134	BUTLER BRANCH	305 SOUTH MULBERRY AVENUE	BUTLER	AL	36904	CHOCTAW	UNITED STATES	12979	5	FIRST UNITED SECURITY BANK	259330	
OK		Full Service	3136580	CALERA BRANCH	4720 HIGHWAY 31 SOUTH	CALERA	AL	35040	SHELBY	UNITED STATES	365469	20	FIRST UNITED SECURITY BANK	259330	
OK		Full Service	185233	CENTREVILLE BRANCH	135 BELCHER STREET	CENTREVILLE	AL	35042	BIBB	UNITED STATES	10883	13	FIRST UNITED SECURITY BANK	259330	
OK		Full Service	260233	COFFEEVILLE BRANCH	688 HIGHWAY 84	COFFEEVILLE	AL	36524	CLARKE	UNITED STATES	240380	2	FIRST UNITED SECURITY BANK	259330	
OK		Full Service	3434754	COLUMBIANA BRANCH	225 WEST COLLEGE STREET	COLUMBIANA	AL	35051	SHELBY	UNITED STATES	453310	22	FIRST UNITED SECURITY BANK	259330	
OK		Full Service	134035	FULTON BRANCH	1910 HIGHWAY 178	FULTON	AL	36446	CLARKE	UNITED STATES	240379	1	FIRST UNITED SECURITY BANK	259330	
OK		Full Service	413338	GILBERTOWN BRANCH	43 MELVIN ROAD	GILBERTOWN	AL	36908	CHOCTAW	UNITED STATES	247433	6	FIRST UNITED SECURITY BANK	259330	
OK		Limited Service	2712914	COBB STREET BRANCH	102 COBB STREET	GROVE HILL	AL	36451	CLARKE	UNITED STATES	240383	15	FIRST UNITED SECURITY BANK	259330	
OK		Full Service	148135	MAIN STREET BRANCH	131 MAIN STREET	GROVE HILL	AL	36451	CLARKE	UNITED STATES	3820	9	FIRST UNITED SECURITY BANK	259330	
OK		Full Service	2712875	HARPERSVILLE BRANCH	52 WHEAT STREET	HARPERSVILLE	AL	35078	SHELBY	UNITED STATES	240385	17	FIRST UNITED SECURITY BANK	259330	
OK		Full Service	1943485	COLLEGE AVENUE BRANCH	2101 COLLEGE AVE	JACKSON	AL	36545	CLARKE	UNITED STATES	207886	12	FIRST UNITED SECURITY BANK	259330	
OK		Full Service	322131	JACKSON COMMERCE BRANCH	208 COMMERCE STREET	JACKSON	AL	36545	CLARKE	UNITED STATES	9725	10	FIRST UNITED SECURITY BANK	259330	
OK		Full Service	2814283	BUCKSVILLE BRANCH	22170 HIGHWAY 216	MCCALLA	AL	35111	TUSCALOOSA	UNITED STATES	240384	16	FIRST UNITED SECURITY BANK	259330	
OK		Full Service	633332	HIGHWAY 43 NORTH BRANCH	33445 HIGHWAY 43 NORTH	THOMASVILLE	AL	36784	CLARKE	UNITED STATES	233898	11	FIRST UNITED SECURITY BANK	259330	
OK		Full Service	321237	HIGHWAY 43 SOUTH BRANCH	32451 HIGHWAY 43 SOUTH	THOMASVILLE	AL	36784	CLARKE	UNITED STATES	15333	3	FIRST UNITED SECURITY BANK	259330	
OK		Full Service	3201358	TUSCALOOSA BRANCH	8710 HIGHWAY 69 SOUTH	TUSCALOOSA	AL	35405	TUSCALOOSA	UNITED STATES	429298	21	FIRST UNITED SECURITY BANK	259330	
OK		Full Service	539836	WOODSTOCK BRANCH	20041 HIGHWAY 11	WOODSTOCK	AL	35188	BIBB	UNITED STATES	238747	14	FIRST UNITED SECURITY BANK	259330	