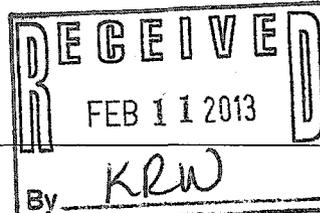




Annual Report of Holding Companies—FR Y-6



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)); 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)) and section 10(c)(2)(H) of the Home Owners' Loan Act. 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 and top-tier savings and loan 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.

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

February 05, 2013

Month / Day / Year

I, Marsha S. Daniel

Name of the Holding Company Director and Official

Executive Vice President

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.

Reporter's Name, Street, and Mailing Address

USAL Bancorp, Inc.

Legal Title of Holding Company

P O Box 570

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

Union Springs AL 36089

City State Zip Code

104 East Hardaway Avenue

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:

Marsha S. Daniel

Signature of Holding Company Director and Official

02/05/2013

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 2685577
C.I. _____

Person to whom questions about this report should be directed:

Marsha S. Daniel EVP

Name Title

334-738-2060

Area Code / Phone Number / Extension

334-460-7245

Area Code / FAX Number

mdaniel@amerifirstbank.com

E-mail Address

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

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

Revised 4-22-13

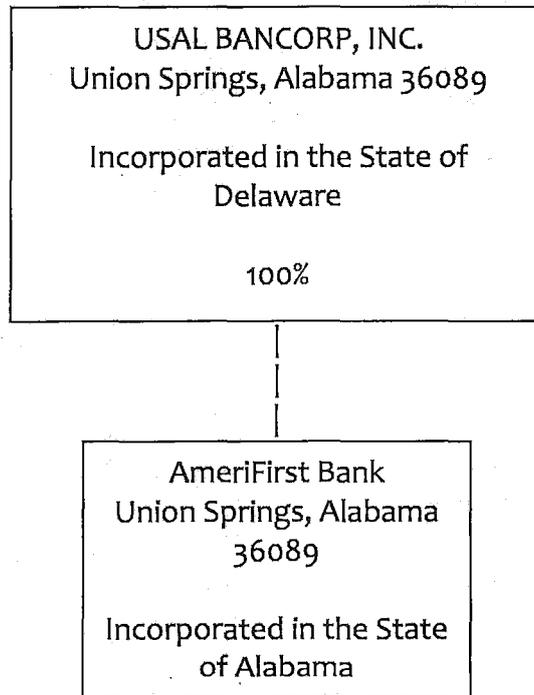
Form FR Y_6

USAL Bancorp, Inc.
Union Springs, AL 36089
Fiscal Year Ending December 31, 2012

Report Item:

- 1> a. The BHC is not required to prepare Form 10K with the SEC.
- 1> b. The BHC does prepare an annual report for its shareholders. Enclosed are two copies of the annual report.

2> Organizational Chart



Supplement to Organizational Chart:

- 2a> Not Applicable
- 2b> Not Applicable
- 2c> Not Applicable
- 2d> Not Applicable

Revised 4-22-13

Results: A list of branches for your depository institution: AMERIFIRST BANK (ID_RSSD: 139133).
This depository institution is held by USAL BANCORP, INC. (2685577) of UNION SPRINGS, AL.
The data are as of 03/31/2013. Data reflects information that was received and processed through 04/10/

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 A**

Close: If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure

Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action**

Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Actio**

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, p:

Submission Procedure

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

Note:

To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules f
The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://>

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name
OK		Full Service (Head Office)	139133	AMERIFIRST BANK
OK		Full Service	2798217	PEPPERTREE BRANCH
CLOSE	12/31/2009	Full Service	2852904	ZELDA ROAD BRANCH
ADD	3/1/2012	Loan Production Office		OPELIKA
OK		Full Service	3812174	PRATTVILLE OFFICE

2013.

action column and the date when this information first became valid in the **Effective Date** column.

date in the **Effective Date** column.

column.

column and the opening or acquisition date in the **Effective Date** column.

age scaling, and/or legal sized paper.

for more information.

at the e-mail.

for each branch with a **Data Action** of Change, Close, Delete, or Add.

at 10online.federalreserve.gov.

is not required.

Street Address	City	State	Zip Code	County	Country
104 EAST HARDAWAY AVENUE	UNION SPRINGS	AL	36089	BULLOCK	UNITED STATES
8165 VAUGHAN ROAD	MONTGOMERY	AL	36116	MONTGOMERY	UNITED STATES
2801 ZELDA ROAD	MONTGOMERY	AL	36106	MONTGOMERY	UNITED STATES
3120 Frederick Rd, Ste. L	Opelika	AL	36804	LEE	UNITED STATES
1799 HIGHWAY 14 EAST	PRATTVILLE	AL	36066	AUTAUGA	UNITED STATES

FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
1859	0	AMERIFIRST BANK	139133	
194512	2	AMERIFIRST BANK	139133	
Not Required	Not Required	AMERIFIRST BANK	139133	
		AMERIFIRST BANK	139133	
480332	5	AMERIFIRST BANK	139133	

Form FR Y_6

USAL Bancorp, Inc.
 Union Springs, AL 36089
 Fiscal Year Ending December 31, 2012

Report Item 3: Shareholders		
Current Shareholders with ownership, control or holdings of 5% or more With power to vote as of 12/31/2009		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and % of each class of voting securities
Tony Gibson Union Springs, Alabama United States of America	USA	22,440 voting shares 11.74973% of Common
(2)(a) Name and Address	(2)(b) Country or Citizenship Or Incorporation	(2)(c) Number and % of each class of voting securities

None

None

None

Revised 5-13-13

Form FR Y-6
11-2006

Report Item 4: Directors and Officers							
(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name & Address (City, State, Country)	Principal Occupation If other than with BHC	Title & Position with BHC	Title & Position with Subsidiaries	Title & Position with Other Businesses	Percentage of Voting shares in BHC	Percentage of Voting shares in Subsidiaries	Names of other companies if 25% or more of voting securities are held
James L. Bassett Hardaway, AL	Soil Farm	Director	N/A	Beck's Turf Owner ✓	.52%	None	N/A
Samuel R. Wagoner Union Springs, AL USA	President/CEO - USAL Bancorp, Inc.	RESIGNED Executive Office President/CEO	N/A	N/A		None	N/A
Alfred F. Cook Opelika, AL	Retired	Exec. Chairman of Board	N/A	Albicom Co, LLC Sandcastles, LLC Owner ✓	0.21% 0.00%	None	N/A
Rebecca Gibson Union Springs, AL USA	Home & Office Furnishings	Director	N/A	Gibson's Home Center, Owner ✓	0.26%	None	N/A
John T. Main Union Springs, AL USA	Pharmacy	Vice Chairman	N/A	Main Drug, Owner Southern Springs, Partner ✓	0.50%	None	N/A
Louis C. Rutland Union Springs, AL USA	Attorney	Director	N/A	Rutland Law, Owner	1%	None	N/A
Greg Smoker Union Springs, AL USA	Grocer	Director	N/A	Smoker, Inc. Owner ✓	2.70%	None	N/A
John C. Trussell Union Springs, AL USA	Sales Rep. Bonnie Plant Farm	Director	N/A	Retired	0.30%	None	N/A
Joe M. Varner Union Springs, AL USA	Independent Farmer	Director	N/A	Plantation Plant Farm, Owner Stuart Varner Cattle Partner ✓	0.20% 29.2%	None	N/A
Jerard Labovitz Union Springs, AL USA	Bus Owner Steel Company	Director	N/A			None	N/A
Tony Gibson Union Springs, AL USA	Owner	Shareholder	N/A	Gibson's, Owner ✓	11.79%	None	100

*** Tony Gibson is not a Director or Officer of USAL Bancorp, Inc. He is a principal shareholder with current holdings of 11.79% of voting shares.

Flynn Reggie Dubose, Jr.
Mt. Meigs, AL
USA

Construction

Director

N/A Owner

.052%

None

N/A

Robert R. Ramsey
Montgomery, Al
USA

Banking

President / CEO
Director

N/A -

.052%

None

None