

APR 01 REC'D

Board of Governors of the Federal Reserve System



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):

December 31, 2013

Month / Day / Year

I, **JAMES F. HOUSE**

Reporter's Name, Street, and Mailing Address

UNITED SECURITY BANCSHARES, INC.

Name of the Holding Company Director and Official

Legal Title of Holding Company

PRESIDENT AND CHIEF EXECUTIVE OFFICER

P.O. BOX 249

Title of the Holding Company Director and Official

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

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.

THOMASVILLE, AL 36784

City State Zip Code

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.

131 West Front Street, Thomasville, AL 36784

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Thomas S. Elley VP, CFO

Name Title

334-636-5424 260

Area Code / Phone Number / Extension

334-636-9606

Area Code / FAX Number

tellej@firstusbank.com

E-mail Address

www.firstusbank.com

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

James F. House
Signature of Holding Company Director and Official

3-27-2014

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 **1086168**
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.

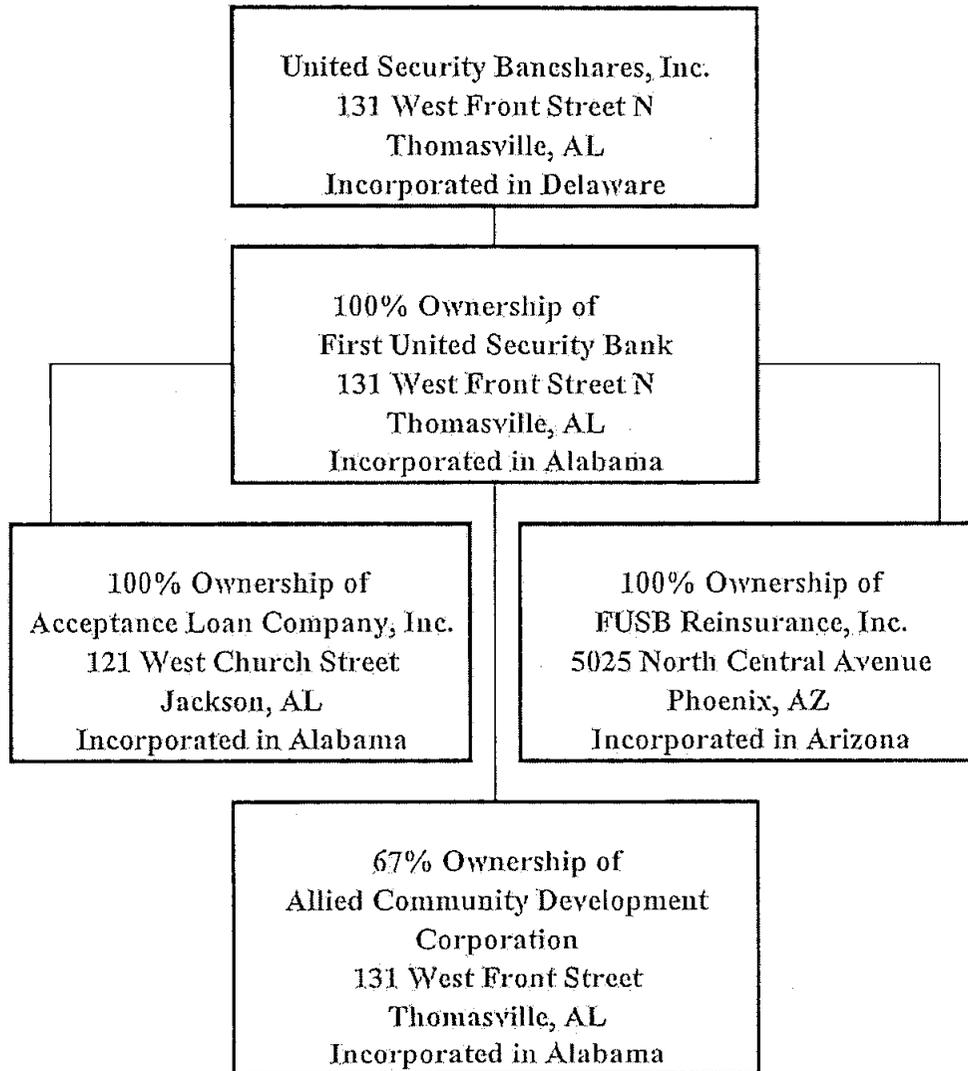
The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

UNITED SECURITY BANCSHARES, INC.
 THOMASVILLE, ALABAMA
 FISCAL YEAR ENDING DECEMBER 31, 2013

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 provided to the Federal Reserve Bank via email on March 3, 2014.

- Report Item 3.(1)
- a. United Security Bancshares, Inc. ESOP with 401(k) Provisions
 Thomasville, AL / USA
 - b. Incorporated in Delaware
 - c. 321,814 shares / 5.3%

- Report Item 3.(2)
- a. N/A
 - b. N/A
 - c. N/A

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 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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 WEST 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 ALABAMA 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	

Report Item 4.

Directors and Officers - 2013

DIRECTORS SERVE BOTH UNITED SECURITY BANCSHARES, INC. ("USBI") and FIRST UNITED SECURITY BANK ("FUSB").

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% >
Andrew C. Bearden, Jr. Thomasville, AL / USA	Certified Public Accountant Consultant, BEACO Consulting, LLC	(a) Chairman/Director (b) Chairman/Director, FUSB (c) N/A	(a) 15,040 / 528 (i) (b) N/A (c) N/A	(a) N/A / 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, FUSB, Chairperson & President of FUSB Reinsurance, Inc. Director, Vice Chairperson of ALC (c) N/A	(a) 15,130 (b) N/A N/A N/A (c) N/A	(a) N/A (b) N/A N/A N/A (c) N/A
Gerald P. Corgill Thomasville, AL / USA	President-Dozier Hardware Co., Inc.	(a) Director (b) Director, FUSB (c) President, Dozier Hardware Co., Inc.	(a) 43,967 / 103,612 (i) (b) N/A (c) 2,500-Dozier Hardware Co., Inc.	(a) 1% / 2% (b) N/A (c) 50%
John C. Gordon Grove Hill, AL / USA	Investment/Land Management	(a) Vice Chairman/Director (b) Vice Chairman/Director, FUSB (c) President, Forest Services, Inc. President, SS & J Land Co., Inc.	(a) 162,576 (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, FUSB Director, FUSB Reinsurance, Inc. (c) N/A	(a) 60,053 (b) N/A N/A (c) N/A	(a) 1% (b) N/A 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, FUSB Director, Acceptance Loan Company	(a) 25,538 (b) N/A N/A (c) N/A	(a) N/A (b) N/A N/A (c) N/A
John Lee McPhearson Butler, AL / USA	Attorney at Law	(a) Director (b) Director, FUSB (c) N/A	(a) 9,067 (b) N/A (c) N/A	(a) N/A (b) N/A (c) N/A
Jack W. Meigs Centreville, AL / USA	Presiding Judge 4th Judicial Circuit, Alabama	(a) Director (b) Director, FUSB Director/Treas, FUSB Reinsurance, Inc. (c) N/A	(a) 5,801 / 250 (i) (b) N/A N/A (c) N/A	(a) N/A / N/A (b) N/A N/A (c) N/A
A. J. Strickland, III Tuscaloosa, AL / USA	Professor of Strategic Management in the Graduate School of Business at the University of Alabama	(a) Director (b) Director, FUSB (c) N/A	(a) 2,201 (b) N/A (c) N/A	(a) N/A / 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, FUSB Director, Acceptance Loan Co., Inc. (c) President, Whitted Motor Co., Inc.	(a) 14,931 (b) N/A N/A (c) 180 - Whitted Motor Company, Inc.	(a) N/A (b) N/A N/A (c) 30%
Bruce N. Wilson Grove Hill, AL / USA	Attorney	(a) Director (b) Director, FUSB Director/Chairman, Acceptance Loan Co. Inc. Director, FUSB Reinsurance, Inc. (c) Sr. Partner in law firm of Wilson and Drinkard	(a) 17,557 / 200 (i) (b) N/A N/A N/A (c) N/A	(a) N/A / N/A (b) N/A N/A 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. EXECUTIVE OFFICERS 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. Dozler Thomasville, AL / USA	Sr. Vice-Pres, Exec. Administration, and Corporate Secretary / Assistant Treasurer of FUSB	(a) VP/Secretary/Assistant Treasurer (b) Sr. VP/Exec. Admin., Corp.Secretary & Asst Treasurer of FUSB (c) N/A	(a) 16,811 / 8,120 (I) (b) N/A (c) N/A	(a) N/A / N/A (b) N/A (c) N/A
Thomas S. Elley Birmingham, AL / USA	Executive Vice-President, CFO, and Corporate Treasurer / Assistant Secretary of FUSB	(a) VP / Treasurer / Asst Secretary (b) Ex. VP/CFO/Treas./Asst Sec of FUSB Director, Acceptance Loan Co., Inc. Secretary, FUSB Reinsurance, Inc. (c) N/A	(a) N/A (b) N/A N/A N/A (c) N/A	(a) N/A (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 FUSB	(a) Investment Officer (b) Sr. VP, Invstmt Off., FUSB Director, FUSB Reinsurance, Inc. (c) Pres/Owner, R2Metrics, Inc. Sr. VP, Synovus Securities	(a) 12,852 (b) N/A N/A (c) 1,000 N/A	(a) N/A (b) N/A N/A (c) 100% N/A
Eric H. Mabowitz Sweet Water, AL / USA	Executive Vice President, Retail Division, Branch Administrator of FUSB	(a) Executive Officer (b) Exec. VP, Retail Division, Branch Administrator, FUSB Director, Acceptance Loan Company (c) N/A	(a) 4,913 (b) N/A N/A (c) N/A	(a) N/A (b) N/A N/A (c) N/A
Anthony G. Cashio Hoover, AL / USA	Exec VP, Credit Division, & Chief Credit Officer of FUSB	(a) Executive Officer (b) EVP, Credit Division & Chief Credit Officer of FUSB (c) N/A	(a) 1,199 (b) N/A (c) N/A	(a) N/A (b) N/A (c) N/A
David L. Saylor Selma, AL / USA	Senior Vice President, Director of Human Resources of FUSB	(a) Executive Officer (b) Sr. VP, Director of Human Res -FUSB VP of Human Resources - ALC (c) N/A	(a) N/A (b) N/A N/A (c) N/A	(a) N/A (b) N/A N/A (c) N/A
D. Phillip Maughan, II Tuscaloosa, AL / USA	Exec VP, Commercial Lending Division, Sr. Lender of FUSB	(a) Executive Officer (b) EVP, Commercial Lending Division, Senior Lender of FUSB (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) 4,404 (b) N/A (c) N/A	(a) 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.