

COPY

RECEIVED

MAR 23 2015

FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
Page 1 of 2

Board of Governors of the Federal Reserve System

FRB RICHMOND



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.

I, James H. Sills, III

Name of the Holding Company Director and Official

President and 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.

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.

James H. Sills III

Signature of Holding Company Director and Official

03/20/2015

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 2807810
C.I. _____

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

December 31, 2014

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

M&F Bancorp, Inc

Legal Title of Holding Company

2634 Durham Chapel Hill Blvd

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

Durham	NC	27707
City	State	Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Kathy E. Fox VP/Controller

Name Title

919-536-7547

Area Code / Phone Number / Extension

919-687-7807

Area Code / FAX Number

kathy.fox@mfbonline.com

E-mail Address

www.mfbonline.com

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

FORM FR Y-6
M&F BANCORP, INC
FISCAL YEAR ENDING DECEMBER 31, 2014

REPORT ITEM

- 1 Registered with the SEC.

- 2A Organizational Chart

M&F BANCORP, INC
DURHAM, NC
INCORPORATED IN NORTH CAROLINA

100%
MECHANICS & FARMERS BANK
DURHAM, NC
INCORPORATED IN NORTH CAROLINA

- 2.B. Domestic branch listing submitted via email on March 20, 2015 to the Federal Reserve Bank.

Results: A list of branches for your depository institution: MECHANICS & FARMERS BANK (ID_RSSD: 332224).
 This depository institution is held by M&F BANCORP, INC. (2807610) of DURHAM, NC.
 The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

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)	332224	MECHANICS & FARMERS BANK	116 WEST PARRISH STREET	DURHAM	NC	27701	DURHAM	UNITED STATES	357883		9	MECHANICS & FARMERS BANK	332224	
OK		Full Service	278425	CHARLOTTE BRANCH	101 BEATTIES FORD RD	CHARLOTTE	NC	28216	MECKLENBURG	UNITED STATES	226799		1	MECHANICS & FARMERS BANK	332224	
OK		Full Service	577324	CHAPEL HILL BOULEVARD BRANCH	2705 CHAPEL HILL BLVD	DURHAM	NC	27707	DURHAM	UNITED STATES	226800		2	MECHANICS & FARMERS BANK	332224	
OK		Full Service	3726235	PARRISH STREET BRANCH	116 WEST PARRISH STREET	DURHAM	NC	27701	DURHAM	UNITED STATES	Not Required	Not Required			MECHANICS & FARMERS BANK	332224
OK		Full Service	474928	GREENSBORO BRANCH	100 SOUTH MURROW BOULEVARD	GREENSBORO	NC	27401	GUILFORD	UNITED STATES	14171		13	MECHANICS & FARMERS BANK	332224	
OK		Full Service	394428	RALEIGH BRANCH	13 EAST HARGETT ST	RALEIGH	NC	27601	WAKE	UNITED STATES	226802		4	MECHANICS & FARMERS BANK	332224	
OK		Full Service	455020	ROCK QUARRY ROAD BRANCH	1824 ROCK QUARRY RD	RALEIGH	NC	27610	WAKE	UNITED STATES	226805		7	MECHANICS & FARMERS BANK	332224	
OK		Full Service	174424	WINSTON-SALEM BRANCH	770 MARTIN LUTHER KING JR DRIVE	WINSTON SALEM	NC	27101	FORSYTH	UNITED STATES	226806		8	MECHANICS & FARMERS BANK	332224	

FORM FR Y-6
M&F BANCORP, INC
FISCAL YEAR ENDING DECEMBER 31, 2014

REPORT ITEM 3: SHAREHOLDERS
 1.A.B.C. AND 2.A.B.C

CURRENT SHAREHOLDERS WITH OWNERSHIP, CONTROL OR HOLDING OF %5 OR MORE WITH POWER TO VOTE AS FISCAL YEAR ENDING 12/31/2014			SHAREHOLDER 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 FISCAL YEAR ENDING 12/31/2014		
1.A NAMES & ADDRESSES CITY, STATE, COUNTRY	1.B COUNTRY OF CITIZENSHIP OR INCORPORATION	1.C NUMBER AND PERCENTAGE OF EACH CLASS OF VOTING SECURITIES	2.A NAMES & ADDRESSES CITY, STATE, COUNTRY	2.B COUNTRY OF CITIZENSHIP OR INCORPORATION	2.C NUMBER AND PERCENTAGE OF EACH CLASS OF VOTING SECURITIES
VIVIAN M. SANSOM RALEIGH, NC 27610	USA	180,798 8.90%			
JOSEPH M SANSOM* RALEIGH, NC 27610	USA	180,798 8.90%	NONE		
JAMES M. SANSOM* DURHAM, NC	USA	180,798 8.90%			
SELENA W WHEELER TRUST PITTSBORO, NC	USA	146,234 7.20%			
NORTH CAROLINA MUTUAL LIFE INSURANCE COMPANY DURHAM, NC 27701	USA	186,040 9.20%			
JULIA W TAYLOR TRUST** PITTSBORO, NC	USA	194,712 9.60%			

*Pursuant to a Power of Attorney, Dr. Sansom's sons, Joseph M. Sansom and James E. Sansom, each have voting and investment powers over Dr. Sansom's shares of common stock. Excluding Dr. Sansom's shares, as of April 1, 2014, Joseph M. Sansom and James M. Sansom each beneficially owned 1,848 shares.

**Includes 163,234 shares of common stock owned by the Selena Warren Wheeler Trust, for whom Ms. Julia Taylor serves as Trustee and, as such, has certain voting and investment powers over these shares and 48,478 of common stock owned by the Julia W. Taylor Trust for which Ms. Taylor also serves as trustee and as such, has voting and investment power over these shares.

FORM FR 14
MAF BANK, INC
FISCAL YEAR ENDING DECEMBER 31, 2014

REPORT ITEM 4: INSIDERS
1,2,3 A,B,C AND 4 A,B,C

1	2	3A	3B	3C	4A	4B	4C
NAME & ADDRESS CITY, STATE, COUNTRY	PRINCIPAL OCCUPATION IF OTHER THAN WITH BANK HOLDING COMPANY	TITLE & POSITION WITH BANK HOLDING COMPANY	TITLE & POSITION WITH SUBSIDIARIES (INCLUDE NAMES OF OTHER BUSINESSES)	TITLE & POSITION WITH OTHER BUSINESSES (INCLUDE NAMES OF OTHER BUSINESSES)	PERCENTAGE OF VOTING SHARES IN BANK HOLDING COMPANY	PERCENTAGE OF VOTING SHARES IN SUBSIDIARIES (INCLUDE NAMES)	(INCLUDE PARTNERSHIPS) IF %25 OR MORE OF VOTING SECURITIES ARE HELD (LIST NAMES OF COMPANIES AND PERCENTAGE OF VOTING)
MICHAEL L. LAWRENCE* DURHAM, NC, USA	CFO, NORTH CAROLINA MUTUAL LIFE INS COMPANY	DIRECTOR	DIRECTOR	CFO, N C MUTUAL LIFE INS CO DIRECTOR, NC STATE INVESTMENT FUND BOARD	Less than 1% of Company's o's stock	NONE	LAWRENCE PROPERTIES LLC 100%
WILLIE T. CLOSS, JR. DURHAM, NC, USA	FINANCIAL CONSULTANT	DIRECTOR	DIRECTOR	FORMER EXEC VICE PRES NORTH CAROLINA MUTUAL LIFE INS COMPANY DIRECTOR, NORTH CAROLINA MUTUAL LIFE INS COMPANY	Less than 1% of Company's o's stock	NONE	NONE
JAMES H. SPEED, JR. ** DURHAM, NC, USA	PRESIDENT/CEO NORTH CAROLINA MUTUAL LIFE INS COMPANY	DIRECTOR	DIRECTOR	PRESIDENT/CEO NORTH CAROLINA MUTUAL LIFE INS COMPANY DIRECTOR BELLMAN CAPITAL MANAGEMENT INVESTMENT TRUST BROWN CAPITAL MUTUAL FUNDS STARBOARD INVESTMENT TRUST INVESTORS TITLE COMPANY CAROLINA MOTOR CLUB, INC	Less than 1% of Company's o's stock	NONE	SPEED FINANCIAL GROUP 60%
RAYMOND C. PIERCE DURHAM, NC, USA	PARTNER NELSON MULLINS RELEY & SCARBOROUGH, I	DIRECTOR	DIRECTOR	PARTNER, NELSON MULLINS LLC DIRECTOR, GREENSTEEL LLC	Less than 1% of Company's o's stock	NONE	NONE
JAMES A. STEWART DURHAM, NC, USA	BROKER/CONSULTANT STEWART INVESTMENT PROPERTIES, INC	CHAIRMAN, DIRECTOR	CHAIRMAN, DIRECTOR	BROKER/CONSULTANT STEWART INVESTMENT PROPERTIES, INC MAJAJA, INC PRESIDENT CLEARVIEW HOUSING CORP, PRESIDENT CLEARVIEW COMMERCIAL PROP, LLC, MANAGER CAMELLIA ASSOCIATES, LLC, MANAGER TRIANGLE COMMUNITY FOUNDATION, DIRECTOR	1.99%	NONE	STEWART INVESTMENT PROPERTIES, INC 100% MAJAJA, INC PRESIDENT 50% CLEARVIEW HOUSING CORP, PRESIDENT 45.07% CLEARVIEW COMMERCIAL PROP, MANAGER 45.07% CAMELLIA ASSOCIATES, LLC, MANAGER 51% DOVERWOOD ASSOCIATES, LLC 90% Madison Associates, LP 25%
CONNIE J. WHITE DURHAM, NC, USA	MANAGEMENT CONSULTANT	DIRECTOR	DIRECTOR	NONE	Less than 1% of Company's o's stock	NONE	NONE
JAMES H. SELLS, III DURHAM, NC, USA	N/A	PRESIDENT/CEO/DIRECTOR	PRESIDENT/CEO/DIRECTOR MAF BANK	N/A	0	NONE	NONE
RANDALL C. HALL DURHAM, NC, USA	N/A	SVP/CFO	SVP/CFO/HR	N/A	0	NONE	NONE
VALERIE M. QUIETT DURHAM, NC, USA	N/A	SVP/ CHIEF LEGAL OFFICER/ CORP SEC COMPLIANCE OFFICER	SVP/ CHIEF LEGAL OFFICER/ SECRETARY/ COMPLIANCE OFFICER	N/A	0	NONE	NONE

*Mr. Lawrence is CFO of NC Mutual Life Insurance Company, a significant stockholder of the Company.

**Mr. Speed is President and CEO of NC Mutual Life Insurance Company, a significant stockholder of the Company.