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. §§ 249(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.

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 an LLC, see the General Instructions for the authorized individual who 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.

Signature of Holding Company Director and Official
3/25/2020
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
C.I.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2019

No LEI

For Federal Reserve Bank Use Only

FR Y-6
OMB Number 7100-0297
Approval expires November 30, 2022
Page 1 of 2

Is confidential treatment requested for any portion of this report submission? ................................. 0
0=No
1=Yes

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 ........................................... 0
2. a letter justifying this request has been provided separately ................................................................. 0

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."
REPORT ITEM

1. The bank holding company prepares an annual report for its securities holders and is not registered with the SEC. The bank holding company deregistered from the SEC on 9/13/16. As specified by Federal Reserve Bank of Richmond, 2 copies are enclosed.

2A. Organizational Chart

```
M&F BANCORP, INC
NO LEI
DURHAM, NC
INCORPORATED IN NORTH CAROLINA

100%
MECHANICS & FARMERS BANK
NO LEI
DURHAM, NC
INCORPORATED IN NORTH CAROLINA
```

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. (2807810) of DURHAM, NC.
The data are as of 12/31/2019. Data reflects information that was received and processed through 03/05/2020.

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.

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.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNINUM*</th>
<th>Office Number</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>332224</td>
<td>MECHANICS &amp; FARMERS BANK</td>
<td>116 WEST PARRISH STREET</td>
<td>DURHAM</td>
<td>NC</td>
<td>27701</td>
<td>DURHAM</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>MECHANICS &amp; FARMERS BANK</td>
<td>332224</td>
<td>MECHANICS &amp; FARMERS BANK</td>
</tr>
</tbody>
</table>
**CURRENT SHAREHOLDERS WITH OWNERSHIP, CONTROL OR HOLDING OF ≥5% OR MORE WITH POWER TO VOTE AS FISCAL YEAR ENDING 12/31/2018**

<table>
<thead>
<tr>
<th>1A NAMES &amp; ADDRESSES</th>
<th>1B COUNTRY OF CITIZENSHIP OR INCORPORATION</th>
<th>1C NUMBER AND PERCENTAGE OF EACH CLASS OF VOTING SECURITIES</th>
</tr>
</thead>
<tbody>
<tr>
<td><em>JAMES E SANSON</em></td>
<td>USA</td>
<td>60,266, 2.96%</td>
</tr>
<tr>
<td></td>
<td>CHAPEL HILL, NC, USA</td>
<td></td>
</tr>
<tr>
<td><em>BERYL VIVIAN GILMORE</em></td>
<td>USA</td>
<td>60,266, 2.96%</td>
</tr>
<tr>
<td></td>
<td>BETHESDA, MD, USA</td>
<td></td>
</tr>
<tr>
<td><em>SARAH GENEVIEVE SANSOM STEWART</em></td>
<td>USA</td>
<td>60,266, 2.96%</td>
</tr>
<tr>
<td></td>
<td>NEW YORK, NY, USA</td>
<td></td>
</tr>
<tr>
<td>NORTH CAROLINA MUTUAL LIFE INSURANCE COMPANY</td>
<td>USA</td>
<td>186,040, 9.16%</td>
</tr>
<tr>
<td></td>
<td>DURHAM, NC 27701</td>
<td></td>
</tr>
<tr>
<td>JULIA W TAYLOR TRUST**</td>
<td>USA</td>
<td>159,614, 7.86%</td>
</tr>
<tr>
<td></td>
<td>PITTSBORO, NC, USA</td>
<td></td>
</tr>
</tbody>
</table>

**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 12/31/2018**

<table>
<thead>
<tr>
<th>2A NAMES &amp; ADDRESSES</th>
<th>2B COUNTRY OF CITIZENSHIP OR INCORPORATION</th>
<th>2C NUMBER AND PERCENTAGE OF EACH CLASS OF VOTING SECURITIES</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

*The M&F Bancorp, Inc. stock pertaining to the Estate of the late Dr. Vivian M. Sansom which included 180,798 shares of common stock was settled in 2017. The new owners who are siblings, own 60,266 individually and 180,798 collectively.

**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.
<table>
<thead>
<tr>
<th>NAME &amp; ADDRESS</th>
<th>PRINCIPAL OCCUPATION (INCLUDES PARTNERSHIPS) IF %25 OR MORE OF NAME &amp; ADDRESS</th>
<th>PRINCIPAL OCCUPATION (INCLUDE NAMES OF OTHER BUSINESSES)</th>
<th>TITLE &amp; POSITION WITH BANK HOLDING COMPANY</th>
<th>TITLE &amp; POSITION WITH OTHER BUSINESSES</th>
<th>PERCENTAGE OF VOTING SHARES IN BANK HOLDING COMPANY</th>
<th>PERCENTAGE OF VOTING SHARES IN SUBSIDIARIES (INCLUDE NAMES)</th>
</tr>
</thead>
<tbody>
<tr>
<td>MICHAEL L. LAWRENCE</td>
<td>CFO/TREASURER ALAMANCE FARMERS' INSURANCE COMPANY</td>
<td>CFO/TREASURER ALAMANCE FARMERS' INSURANCE COMPANY</td>
<td>DIRECTOR</td>
<td>DIRECTOR</td>
<td>Less than 1% of Company’s o/s stock</td>
<td>NONE</td>
</tr>
<tr>
<td>WILLIE T CLOSS JR</td>
<td>FINANCIAL CONSULTANT</td>
<td></td>
<td>DIRECTOR</td>
<td>DIRECTOR</td>
<td>None</td>
<td>Less than 1% of Company’s o/s stock</td>
</tr>
<tr>
<td>DIXTER V PERRY</td>
<td>CERTIFIED FINANCIAL PLANNER</td>
<td></td>
<td>DIRECTOR</td>
<td>DIRECTOR</td>
<td>Managing Principal</td>
<td>Less than 1% of Company’s o/s stock</td>
</tr>
<tr>
<td>JAMES A STEWART</td>
<td>BROKER/CONSULTANT STEWART INVESTMENT PROPERTIES, INC</td>
<td></td>
<td>CHAIRMAN</td>
<td>DIRECTOR</td>
<td>Broker, Consultant</td>
<td>2.10%</td>
</tr>
<tr>
<td>CONNIE J. WHITE</td>
<td>RETIRED MANAGEMENT CONSULTANT</td>
<td></td>
<td>DIRECTOR</td>
<td>VICE CHAIR/DIRECTOR</td>
<td>None</td>
<td>Less than 1% of Company’s o/s stock</td>
</tr>
<tr>
<td>JAMES H SILLS III</td>
<td>PRESIDENT/CEO</td>
<td></td>
<td>PRESIDENT/CEO</td>
<td>DIRECTOR &amp; BANK</td>
<td>Director, HS Verification, LLC</td>
<td>None</td>
</tr>
<tr>
<td>RANDALL C. HALL</td>
<td>EVP/CFO</td>
<td></td>
<td>EVP/CFO</td>
<td></td>
<td>None</td>
<td>Less than 1% of Company’s o/s stock</td>
</tr>
<tr>
<td>VALERIE M. QUIET</td>
<td>SVP/CHIEF LEGAL OFFICER</td>
<td></td>
<td>SVP/CHIEF LEGAL OFFICER</td>
<td>SECRETARY/COMPLIANCE OFFICER</td>
<td>None</td>
<td>None</td>
</tr>
</tbody>
</table>

* M&F BANCORP, INC
* FISCAL YEAR ENDING DECEMBER 31, 2019

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**Note:** The table above reflects the principal occupations and positions of the listed individuals, along with the percentage of voting shares they hold in the company and its subsidiaries.