

January 5, 2010

By U.S. Mail and Facsimile to (662) 289-8754

Hugh S. Potts
Chairman of the Board and Chief Executive Officer
First M&F Corporation
134 West Washington Street
Kosciusko, Mississippi 39090

**Re: First M&F Corporation
Form 10-K for the Fiscal Year Ended December 31, 2008
File No. 000-09424**

Dear Mr. Potts:

We have completed our review of your Form 10-K for the fiscal year ended December 31, 2008, and we have no further comments.

Sincerely,

Gregory Dundas
Attorney-Adviser