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BANCORPSOUTH INC  
Form 13F-HR  
May 06, 2013

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON D.C. 20549

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2013

Check here if Amendment ☐; Amendment Number:

This Amendment (Check only one): ☐ is a restatement  
☐ adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: BancorpSouth Inc.  
Address: One Mississippi Plaza  
201 South Spring Street  
Tupelo MS 38804

Form 13F File Number: 28-10453

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists and tables are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Cathy S. Freeman  
Title: Executive Vice President and Corporate Secretary  
Phone: (662) 680-2084

Signature Place and Date of Signing:

|                                              |                                             |                                |
|----------------------------------------------|---------------------------------------------|--------------------------------|
| /s/ Cathy S. Freeman<br>-----<br>[Signature] | Tupelo Mississippi<br>-----<br>[City State] | May 3, 2013<br>-----<br>[Date] |
|----------------------------------------------|---------------------------------------------|--------------------------------|

Report Type (Check only one.):

- ☒ 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- ☐ 13F NOTICE. (Check here if no holdings reported are in this report and all holdings are reported by other reporting manager(s).)
- ☐ 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

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List of Other Managers Reporting for this Manager: None.

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## FORM 13F SUMMARY PAGE

### Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 272

Form 13F Information Table Value Total: 882,171  
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(thousands)

### LIST OF OTHER INCLUDED MANAGERS:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed other than the manager filing this report.

| No.<br>--- | Form 13F File Number<br>----- | Name<br>----      |
|------------|-------------------------------|-------------------|
| 1          | 28-10939                      | BancorpSouth Bank |

| NAME OF ISSUER<br>-----      | TITLE OF<br>CLASS<br>----- | CUSIP<br>----- | MKT VAL<br>x 1000 | SHARES/<br>PRN Amt | SH/<br>PRN | PUT/<br>CALL | INVESTMENT DISCRETION |            |            |        |
|------------------------------|----------------------------|----------------|-------------------|--------------------|------------|--------------|-----------------------|------------|------------|--------|
|                              |                            |                |                   |                    |            |              | SOLE<br>(A)           | SHR<br>(B) | OTH<br>(C) | O<br>M |
| EATON CORP PLC               | SHS                        | G29183103      | 466               | 7,605              | SH         |              | X                     |            |            |        |
| PARTNERRE LTD                | COM                        | G6852T105      | 493               | 5,290              | SH         |              | X                     |            |            |        |
| WILLIS GROUP HOLDINGS PUBLIC | SHS                        | G96666105      | 310               | 7,850              | SH         |              | X                     |            |            |        |
| ACE LTD                      | SHS                        | H0023R105      | 361               | 4,063              | SH         |              | X                     |            |            |        |
| CHECK POINT SOFTWARE TECH LT | ORD                        | M22465104      | 482               | 10,265             | SH         |              | X                     |            |            |        |
| AERCAP HOLDINGS NV           | SHS                        | N00985106      | 183               | 11,849             | SH         |              | X                     |            |            |        |
| FLEXTRONICS INTL LTD         | ORD                        | Y2573F102      | 812               | 120,046            | SH         |              | X                     |            |            |        |
| AT&T INC                     | COM                        | 00206R102      | 1,687             | 45,970             | SH         |              | X                     |            |            |        |
| AT&T INC                     | COM                        | 00206R102      | 248               | 6,752              | SH         |              |                       |            | X          |        |
| ABBOTT LABS                  | COM                        | 002824100      | 507               | 14,359             | SH         |              | X                     |            |            |        |
| ABBOTT LABS                  | COM                        | 002824100      | 141               | 4,000              | SH         |              |                       |            | X          |        |
| ABBVIE INC                   | COM                        | 00287Y109      | 627               | 15,374             | SH         |              | X                     |            |            |        |
| ABBVIE INC                   | COM                        | 00287Y109      | 204               | 5,008              | SH         |              |                       |            | X          |        |
| AETNA INC NEW                | COM                        | 00817Y108      | 494               | 9,662              | SH         |              | X                     |            |            |        |
| AFFILIATED MANAGERS GROUP    | COM                        | 008252108      | 410               | 2,668              | SH         |              | X                     |            |            |        |
| AIR PRODS & CHEMS INC        | COM                        | 009158106      | 611               | 7,019              | SH         |              | X                     |            |            |        |
| ALLIANZ SE                   | SP ADR                     |                |                   |                    |            |              |                       |            |            |        |
|                              | 1/10 SH                    | 018805101      | 158               | 11,634             | SH         |              | X                     |            |            |        |
| ALTERA CORP                  | COM                        | 021441100      | 249               | 7,034              | SH         |              | X                     |            |            |        |
| ALTRIA GROUP INC             | COM                        | 02209S103      | 996               | 28,958             | SH         |              | X                     |            |            |        |
| ALTRIA GROUP INC             | COM                        | 02209S103      | 57                | 1,653              | SH         |              |                       |            | X          |        |
| AMERICAN ELEC PWR INC        | COM                        | 025537101      | 260               | 5,351              | SH         |              | X                     |            |            |        |

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|                            |           |           |        |         |    |  |   |  |  |   |
|----------------------------|-----------|-----------|--------|---------|----|--|---|--|--|---|
| AMERICAN ELEC PWR INC      | COM       | 025537101 | 17     | 353     | SH |  |   |  |  | X |
| AMERICAN EXPRESS CO        | COM       | 025816109 | 833    | 12,350  | SH |  | X |  |  |   |
| AMETEK INC NEW             | COM       | 031100100 | 512    | 11,804  | SH |  | X |  |  |   |
| AMGEN INC                  | COM       | 031162100 | 721    | 7,038   | SH |  | X |  |  |   |
| APPLE INC                  | COM       | 037833100 | 1,342  | 3,032   | SH |  | X |  |  |   |
| ASTRAZENECA PLC            | SPONSORED |           |        |         |    |  |   |  |  |   |
|                            | ADR       | 046353108 | 898    | 17,963  | SH |  | X |  |  |   |
| ASTRAZENECA PLC            | SPONSORED |           |        |         |    |  |   |  |  |   |
|                            | ADR       | 046353108 | 63     | 1,260   | SH |  |   |  |  | X |
| ATRION CORP                | COM       | 049904105 | 434    | 2,262   | SH |  | X |  |  |   |
| AUTODESK INC               | COM       | 052769106 | 299    | 7,250   | SH |  | X |  |  |   |
| BCE INC                    | COM NEW   | 05534B760 | 434    | 9,304   | SH |  | X |  |  |   |
| BCE INC                    | COM NEW   | 05534B760 | 28     | 599     | SH |  |   |  |  | X |
| BP PLC                     | SPONSORED |           |        |         |    |  |   |  |  |   |
|                            | ADR       | 055622104 | 539    | 12,736  | SH |  | X |  |  |   |
| BP PLC                     | SPONSORED |           |        |         |    |  |   |  |  |   |
|                            | ADR       | 055622104 | 156    | 3,688   | SH |  |   |  |  | X |
| BANCORPSOUTH INC           | COM       | 059692103 | 13,043 | 800,158 | SH |  | X |  |  |   |
| BANCORPSOUTH INC           | COM       | 059692103 | 140    | 8,600   | SH |  |   |  |  | X |
| BANK OF THE OZARKS INC     | COM       | 063904106 | 2,867  | 64,636  | SH |  | X |  |  |   |
| BAXTER INTL INC            | COM       | 071813109 | 913    | 12,565  | SH |  | X |  |  |   |
| BED BATH & BEYOND INC      | COM       | 075896100 | 230    | 3,578   | SH |  | X |  |  |   |
| BERKSHIRE HATHAWAY INC DEL | CL B NEW  | 084670702 | 1,084  | 10,400  | SH |  | X |  |  |   |
| BRISTOL MYERS SQUIBB CO    | COM       | 110122108 | 773    | 18,758  | SH |  | X |  |  |   |
| BRISTOL MYERS SQUIBB CO    | COM       | 110122108 | 60     | 1,451   | SH |  |   |  |  | X |
| CVS CAREMARK CORPORATION   | COM       | 126650100 | 406    | 7,376   | SH |  | X |  |  |   |
| CAPITAL ONE FINL CORP      | COM       | 14040H105 | 463    | 8,423   | SH |  | X |  |  |   |

| NAME OF ISSUER             | TITLE OF CLASS | CUSIP     | MKT VAL<br>x 1000 | SHARES/<br>PRN Amt | SH/<br>PRN | PUT/<br>CALL | INVESTMENT DISCRETIO |            |            |        |
|----------------------------|----------------|-----------|-------------------|--------------------|------------|--------------|----------------------|------------|------------|--------|
|                            |                |           |                   |                    |            |              | SOLE<br>(A)          | SHR<br>(B) | OTH<br>(C) | O<br>M |
| CARNIVAL CORP              | PAIRED CTF     | 143658300 | 379               | 11,040             | SH         |              | X                    |            |            |        |
| CATERPILLAR INC DEL        | COM            | 149123101 | 435               | 5,004              | SH         |              | X                    |            |            |        |
| CELGENE CORP               | COM            | 151020104 | 985               | 8,494              | SH         |              | X                    |            |            |        |
| CERNER CORP                | COM            | 156782104 | 406               | 4,286              | SH         |              | X                    |            |            |        |
| CHEVRON CORP NEW           | COM            | 166764100 | 1,889             | 15,901             | SH         |              | X                    |            |            |        |
| CHEVRON CORP NEW           | COM            | 166764100 | 871               | 7,329              | SH         |              |                      |            | X          |        |
| CHICAGO BRIDGE & IRON CO N | SH             |           |                   |                    |            |              |                      |            |            |        |
| V N Y REGISTRY             |                | 167250109 | 223               | 3,588              | SH         |              | X                    |            |            |        |
| CHURCH & DWIGHT INC        | COM            | 171340102 | 303               | 4,685              | SH         |              | X                    |            |            |        |
| CITIZENS HLDG CO MISS      | COM            | 174715102 | 3,148             | 158,987            | SH         |              | X                    |            |            |        |
| 1CITRIX SYS INC            | COM            | 177376100 | 255               | 3,536              | SH         |              | X                    |            |            |        |
| COCA COLA CO               | COM            | 191216100 | 727               | 17,968             | SH         |              | X                    |            |            |        |
| COCA COLA CO               | COM            | 191216100 | 404               | 9,981              | SH         |              |                      |            | X          |        |
| COLGATE PALMOLIVE CO       | COM            | 194162103 | 326               | 2,762              | SH         |              | X                    |            |            |        |
| COLUMBIA ACORN TR          | INTL           |           |                   |                    |            |              |                      |            |            |        |
|                            | SELECT Z       | 197199763 | 365               | 13,676             | SH         |              | X                    |            |            |        |
| COLUMBIA FDS SER TR        | LARGCAP        |           |                   |                    |            |              |                      |            |            |        |
|                            | VAL Z          | 19765H149 | 609               | 46,016             | SH         |              | X                    |            |            |        |
| COLUMBIA FDS SER TR        | MARS GRWTH     |           |                   |                    |            |              |                      |            |            |        |
|                            | Z              | 19765H180 | 816               | 32,394             | SH         |              | X                    |            |            |        |
| COLUMBIA FDS SER TR        | SMLCP VAL      |           |                   |                    |            |              |                      |            |            |        |
|                            | II Z           | 19765J764 | 199               | 11,757             | SH         |              | X                    |            |            |        |

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|                              |              |           |        |         |    |   |   |
|------------------------------|--------------|-----------|--------|---------|----|---|---|
| COLUMBIA FDS SER TR I        | MIDCP GWTH Z | 19765P232 | 229    | 7,879   | SH | X |   |
| COMPANHIA ENERGETICA DE MINA | SP ADR N-V   |           |        |         |    |   |   |
|                              | PFD          | 204409601 | 153    | 12,912  | SH | X |   |
| COMPANHIA PARANAENSE ENERG C | SPON ADR     |           |        |         |    |   |   |
|                              | PFD          | 20441B407 | 160    | 10,340  | SH | X |   |
| CONOCOPHILLIPS               | COM          | 20825C104 | 867    | 14,423  | SH | X |   |
| CONOCOPHILLIPS               | COM          | 20825C104 | 55     | 918     | SH |   | X |
| DWS VALUE SER INC            | SMCP VALF    |           |        |         |    |   |   |
|                              | INST         | 23338F754 | 9,184  | 222,048 | SH | X |   |
| DWS VALUE SER INC            | SMCP VALF    |           |        |         |    |   |   |
|                              | INST         | 23338F754 | 86     | 2,069   | SH |   | X |
| DANAHER CORP DEL             | COM          | 235851102 | 532    | 8,565   | SH | X |   |
| DARDEN RESTAURANTS INC       | COM          | 237194105 | 425    | 8,220   | SH | X |   |
| DEERE & CO                   | COM          | 244199105 | 718    | 8,346   | SH | X |   |
| DELTIC TIMBER CORP           | COM          | 247850100 | 435    | 6,324   | SH | X |   |
| DELTIC TIMBER CORP           | COM          | 247850100 | 19,140 | 278,527 | SH |   | X |
| DENBURY RES INC              | COM NEW      | 247916208 | 239    | 12,841  | SH | X |   |
| DEVON ENERGY CORP NEW        | COM          | 25179M103 | 454    | 8,054   | SH | X |   |
| DIAGEO P L C                 | SPON ADR     |           |        |         |    |   |   |
|                              | NEW          | 25243Q205 | 274    | 2,180   | SH | X |   |
| DODGE & COX STK FD           | COM          | 256219106 | 31,203 | 230,039 | SH | X |   |
| DODGE & COX STK FD           | COM          | 256219106 | 280    | 2,066   | SH |   | X |
| DOLLAR TREE INC              | COM          | 256746108 | 482    | 9,958   | SH | X |   |
| DOMINION RES INC VA NEW      | COM          | 25746U109 | 462    | 7,937   | SH | X |   |
| DOMINION RES INC VA NEW      | COM          | 25746U109 | 31     | 538     | SH |   | X |
| DOW CHEM CO                  | COM          | 260543103 | 431    | 13,537  | SH | X |   |
| DUKE ENERGY CORP NEW         | COM NEW      | 26441C204 | 858    | 11,822  | SH | X |   |
| DUKE ENERGY CORP NEW         | COM NEW      | 26441C204 | 58     | 802     | SH |   | X |

| INVESTMENT DISCRETION   |                |           |                   |                    |                         |             |            |            |        |
|-------------------------|----------------|-----------|-------------------|--------------------|-------------------------|-------------|------------|------------|--------|
| NAME OF ISSUER          | TITLE OF CLASS | CUSIP     | MKT VAL<br>x 1000 | SHARES/<br>PRN Amt | SH/<br>PUT/<br>PRN CALL | SOLE<br>(A) | SHR<br>(B) | OTH<br>(C) | O<br>M |
| E M C CORP MASS         | COM            | 268648102 | 349               | 14,627             | SH                      | X           |            |            |        |
| ERHC ENERGY INC         | COM            | 26884J104 | 1                 | 10,000             | SH                      | X           |            |            |        |
| ECOLAB INC              | COM            | 278865100 | 303               | 3,785              | SH                      | X           |            |            |        |
| EMERSON ELEC CO         | COM            | 291011104 | 376               | 6,737              | SH                      | X           |            |            |        |
| EXPRESS SCRIPTS HLDG CO | COM            | 30219G108 | 1,080             | 18,744             | SH                      | X           |            |            |        |
| EXXON MOBIL CORP        | COM            | 30231G102 | 4,636             | 51,452             | SH                      | X           |            |            |        |
| EXXON MOBIL CORP        | COM            | 30231G102 | 1,246             | 13,830             | SH                      |             |            | X          |        |
| FEDERATED EQUITY FDS    | INTRCONTL      |           |                   |                    |                         |             |            |            |        |
|                         | INST           | 314172461 | 17,852            | 354,761            | SH                      | X           |            |            |        |
| FEDERATED EQUITY FDS    | INTRCONTL      |           |                   |                    |                         |             |            |            |        |
|                         | INST           | 314172461 | 144               | 2,859              | SH                      |             |            | X          |        |
| FEDERATED EQUITY FDS    | STRG VAL       |           |                   |                    |                         |             |            |            |        |
|                         | DV INST        | 314172560 | 487               | 90,028             | SH                      | X           |            |            |        |
| FIDELITY CONTRAFUND INC | NEW            |           |                   |                    |                         |             |            |            |        |
|                         | INSIGHTS I     | 316071604 | 62,518            | 2,488,757          | SH                      | X           |            |            |        |
| FIDELITY CONTRAFUND INC | NEW            |           |                   |                    |                         |             |            |            |        |
|                         | INSIGHTS I     | 316071604 | 554               | 22,034             | SH                      |             |            | X          |        |
| FORD MTR CO DEL         | COM PAR        |           |                   |                    |                         |             |            |            |        |
|                         | \$0.01         | 345370860 | 557               | 42,372             | SH                      | X           |            |            |        |
| GAZPROM O A O           | SPON ADR       | 368287207 | 146               | 17,025             | SH                      | X           |            |            |        |

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|                              |            |           |       |        |    |   |   |
|------------------------------|------------|-----------|-------|--------|----|---|---|
| GENERAL ELECTRIC CO          | COM        | 369604103 | 556   | 24,065 | SH | X |   |
| GENERAL MLS INC              | COM        | 370334104 | 314   | 6,360  | SH | X |   |
| GILEAD SCIENCES INC          | COM        | 375558103 | 492   | 10,053 | SH | X |   |
| GLAXOSMITHKLINE PLC          | SPONSORED  |           |       |        |    |   |   |
|                              | ADR        | 37733W105 | 610   | 12,995 | SH | X |   |
| GLAXOSMITHKLINE PLC          | SPONSORED  |           |       |        |    |   |   |
|                              | ADR        | 37733W105 | 61    | 1,290  | SH |   | X |
| GOLDMAN SACHS GROUP INC      | COM        | 38141G104 | 236   | 1,607  | SH | X |   |
| GOLDMAN SACHS TR             | SATL STRTG |           |       |        |    |   |   |
|                              | SVC        | 38145L406 | 100   | 12,159 | SH | X |   |
| GOOGLE INC                   | CL A       | 38259P508 | 918   | 1,156  | SH | X |   |
| RESTER ENTERPRISES LP 5% INT |            | 404005993 | 222   | 1      | SH | X |   |
| HSBC HLDGS PLC               | SPON ADR   |           |       |        |    |   |   |
|                              | NEW        | 404280406 | 266   | 4,995  | SH | X |   |
| RESTER ENTERPRISES LP 8% INT |            | 405002999 | 356   | 1      | SH | X |   |
| HALLIBURTON CO               | COM        | 406216101 | 512   | 12,669 | SH | X |   |
| RESTER ENTERPRISES LP 8% INT |            | 407000991 | 356   | 1      | SH | X |   |
| DAVIS FAMILY HOLDINGS LP     |            | 419002993 | 617   | 0      | SH | X |   |
| HEINZ H J CO                 | COM        | 423074103 | 204   | 2,816  | SH | X |   |
| 1KEY COLONY                  |            | 430004994 | 1,073 | 1      | SH |   | X |
| JOHNSTON ENTERPRISES, L.P.   |            | 432004992 | 1,380 | 54     | SH | X |   |
| GURDON TIMBER LTD 36.494%    |            | 434002994 | 342   | 1      | SH | X |   |
| WOODLAND HILLS LIMITED PARTN |            | 435001995 | 205   | 25     | SH | X |   |
| SUNNYDALE LIMITED PARTNERSHI |            | 436001994 | 1,558 | 88     | SH | X |   |
| WEH PROPERTIES LIMITED PARTN |            | 436002992 | 410   | 86     | SH | X |   |
| CRICKET LIMITED PARTNERSHIP  |            | 436003990 | 848   | 28     | SH | X |   |
| MCM TIMBER 3.021% INTEREST   |            | 438002990 | 233   | 1      | SH | X |   |
| MCM TIMBER 3.020% INTEREST   |            | 438003998 | 233   | 1      | SH | X |   |
| HONEYWELL INTL INC           | COM        | 438516106 | 558   | 7,407  | SH | X |   |
| OAK GROVE LAND CO, L.P. 12.5 |            | 440000990 | 219   | 2      | SH | X |   |
| REED HOLDINGS PARTNERSHIP, L |            | 441002995 | 1,239 | 68     | SH | X |   |

| NAME OF ISSUER               | TITLE OF CLASS | CUSIP     | MKT VAL<br>x 1000 | SHARES/<br>PRN Amt | SH/<br>PRN | PUT/<br>CALL | INVESTMENT DISCRETIO |            |            |   | O |
|------------------------------|----------------|-----------|-------------------|--------------------|------------|--------------|----------------------|------------|------------|---|---|
|                              |                |           |                   |                    |            |              | SOLE<br>(A)          | SHR<br>(B) | OTH<br>(C) |   |   |
| MCCULLOCH PARTNERS, LTD 9.59 |                | 443000997 | 329               | 5                  | SH         |              | X                    |            |            |   |   |
| CABEARK, LP 35.4444% INTERES |                | 443003991 | 1,414             | 1                  | SH         |              | X                    |            |            |   |   |
| DCT OPERATING PARTNERSHIP    |                | 443004999 | 526               | 75,518             | SH         |              | X                    |            |            |   |   |
| CABEARK, LP 63.5556% INTERES |                | 444003990 | 2,496             | 1                  | SH         |              | X                    |            |            |   |   |
| CABE-LONG PROPERTIES, LTD    |                | 444005995 | 266               | 4                  | SH         |              | X                    |            |            |   |   |
| MCMILLON PROPERTIES L/P      |                | 445000995 | 2,060             | 96                 | SH         |              | X                    |            |            |   |   |
| CABE-LONG PROPERTIES, LTD    |                | 445001993 | 1,472             | 4                  | SH         |              | X                    |            |            |   |   |
| CABE-LONG PROPERTIES, LTD    |                | 445003999 | 1,749             | 1                  | SH         |              | X                    |            |            |   |   |
| INTEREST IN L.D. HANCOCK CO  |                | 448005991 | 7,798             | 16                 | SH         |              | X                    |            |            |   |   |
| TALL PINES, LLC              |                | 449001999 | 971               | 50                 | SH         |              | X                    |            |            |   |   |
| DONOVAN INVESTMENTS, LLC     |                | 449003995 | 4,811             | 99                 | SH         |              | X                    |            |            |   |   |
| TPH ENERGY EQUITY FUND LP    |                | 450005996 | 764               | 1                  | SH         |              |                      |            |            | X |   |
| LONGENECKER EQUITY II, LLC   |                | 451000996 | 3,949             | 99                 | SH         |              |                      |            |            | X |   |
| DTL, SR., L.P                |                | 452002991 | 7,905             | 53                 | SH         |              | X                    |            |            |   |   |
| 10.0% INTEREST IN MCM TIMBER |                | 452005994 | 1,531             | 2                  | SH         |              | X                    |            |            |   |   |
| ILLINOIS TOOL WKS INC        | COM            | 452308109 | 388               | 6,371              | SH         |              | X                    |            |            |   |   |
| TRISTON & COMPANY, LLC       |                | 453001992 | 243               | 90                 | SH         |              |                      |            |            | X |   |
| INTEL CORP                   | COM            | 458140100 | 559               | 25,579             | SH         |              | X                    |            |            |   |   |

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|                              |            |           |        |           |    |  |   |  |  |  |   |
|------------------------------|------------|-----------|--------|-----------|----|--|---|--|--|--|---|
| INTEL CORP                   | COM        | 458140100 | 70     | 3,200     | SH |  |   |  |  |  | X |
| INTERCONTINENTALEXCHANGE INC | COM        | 45865V100 | 385    | 2,359     | SH |  | X |  |  |  |   |
| INTERNATIONAL BUSINESS MACHS | COM        | 459200101 | 1,200  | 5,627     | SH |  | X |  |  |  |   |
| INTUITIVE SURGICAL INC       | COM NEW    | 46120E602 | 324    | 660       | SH |  | X |  |  |  |   |
| INVESTMENT CO AMER           | CL A       | 461308108 | 1,119  | 34,101    | SH |  | X |  |  |  |   |
| ISHARES TR                   | MSCI ACWI  |           |        |           |    |  |   |  |  |  |   |
|                              | EX         | 464288240 | 3,468  | 80,910    | SH |  | X |  |  |  |   |
| JPMORGAN CHASE & CO          | COM        | 46625H100 | 432    | 9,092     | SH |  | X |  |  |  |   |
| JPMORGAN CHASE & CO          | COM        | 46625H100 | 93     | 1,956     | SH |  |   |  |  |  | X |
| JANUS INVT FD                | GLOBAL SEL |           |        |           |    |  |   |  |  |  |   |
|                              | FD T       | 471023648 | 124    | 11,525    | SH |  | X |  |  |  |   |
| JOHN HANCOCK FDS III         | DISC VAL   |           |        |           |    |  |   |  |  |  |   |
|                              | MCP I      | 47803W406 | 20,081 | 1,343,185 | SH |  | X |  |  |  |   |
| JOHN HANCOCK FDS III         | DISC VAL   |           |        |           |    |  |   |  |  |  |   |
|                              | MCP I      | 47803W406 | 227    | 15,182    | SH |  |   |  |  |  | X |
| JOHNSON & JOHNSON            | COM        | 478160104 | 2,221  | 27,243    | SH |  | X |  |  |  |   |
| JOHNSON & JOHNSON            | COM        | 478160104 | 501    | 6,148     | SH |  |   |  |  |  | X |
| KBR INC                      | COM        | 48242W106 | 579    | 18,045    | SH |  | X |  |  |  |   |
| KIMBERLY CLARK CORP          | COM        | 494368103 | 550    | 5,615     | SH |  | X |  |  |  |   |
| KIMBERLY CLARK CORP          | COM        | 494368103 | 37     | 377       | SH |  |   |  |  |  | X |
| KINGFISHER PLC               | SPON ADR   |           |        |           |    |  |   |  |  |  |   |
|                              | PAR        | 495724403 | 156    | 17,800    | SH |  | X |  |  |  |   |
| KRAFT FOODS GROUP INC        | COM        | 50076Q106 | 620    | 12,040    | SH |  | X |  |  |  |   |
| KRAFT FOODS GROUP INC        | COM        | 50076Q106 | 48     | 922       | SH |  |   |  |  |  | X |
| LILLY ELI & CO               | COM        | 532457108 | 647    | 11,395    | SH |  | X |  |  |  |   |
| LILLY ELI & CO               | COM        | 532457108 | 94     | 1,649     | SH |  |   |  |  |  | X |
| LINKEDIN CORP                | COM CL A   | 53578A108 | 358    | 2,031     | SH |  | X |  |  |  |   |
| LONGLEAF PARTNERS FDS TR     | SH BEN INT | 543069108 | 265    | 8,990     | SH |  | X |  |  |  |   |
| LORILLARD INC                | COM        | 544147101 | 211    | 5,236     | SH |  | X |  |  |  |   |
| LORILLARD INC                | COM        | 544147101 | 23     | 559       | SH |  |   |  |  |  | X |
| LOWES COS INC                | COM        | 548661107 | 241    | 6,365     | SH |  | X |  |  |  |   |
| MANULIFE FINL CORP           | COM        | 56501R106 | 261    | 17,705    | SH |  | X |  |  |  |   |
| MARRIOTT INTL INC NEW        | CL A       | 571903202 | 337    | 7,974     | SH |  | X |  |  |  |   |

| NAME OF ISSUER             | TITLE OF CLASS | CUSIP     | MKT VAL<br>x 1000 | SHARES/<br>PRN Amt | SH/<br>PRN | PUT/<br>CALL | INVESTMENT DISCRETIO |     |     |   | O |
|----------------------------|----------------|-----------|-------------------|--------------------|------------|--------------|----------------------|-----|-----|---|---|
|                            |                |           |                   |                    |            |              | SOLE                 | SHR | OTH |   |   |
|                            |                |           |                   |                    |            |              | (A)                  | (B) | (C) |   | M |
| MCDONALDS CORP             | COM            | 580135101 | 824               | 8,264              | SH         |              | X                    |     |     |   |   |
| MCDONALDS CORP             | COM            | 580135101 | 38                | 383                | SH         |              |                      |     |     | X |   |
| 1MEAD JOHNSON NUTRITION CO | COM            | 582839106 | 315               | 4,067              | SH         |              | X                    |     |     |   |   |
| MERCK & CO INC NEW         | COM            | 58933Y105 | 800               | 18,102             | SH         |              | X                    |     |     |   |   |
| MERCK & CO INC NEW         | COM            | 58933Y105 | 62                | 1,404              | SH         |              |                      |     |     | X |   |
| METLIFE INC                | COM            | 59156R108 | 348               | 9,163              | SH         |              | X                    |     |     |   |   |
| MICROSOFT CORP             | COM            | 594918104 | 1,580             | 55,237             | SH         |              | X                    |     |     |   |   |
| MONTGOMERY EXPLORATION     |                | 601A5Z991 | 211               | 1                  | SH         |              | X                    |     |     |   |   |
| MONDELEZ INTL INC          | CL A           | 609207105 | 301               | 9,829              | SH         |              | X                    |     |     |   |   |
| MOSAIC CO NEW              | COM            | 61945C103 | 633               | 10,618             | SH         |              | X                    |     |     |   |   |
| DONOVAN JOINT VENTURE      |                | 621201219 | 300               | 60                 | SH         |              |                      |     |     | X |   |
| MURPHY OIL CORP            | COM            | 626717102 | 5,319             | 83,464             | SH         |              | X                    |     |     |   |   |
| MURPHY OIL CORP            | COM            | 626717102 | 348,792           | 5,472,967          | SH         |              |                      |     |     | X |   |
| MUTUAL SER FD INC          | GBL DISCVR     |           |                   |                    |            |              |                      |     |     |   |   |
|                            | FD Z           | 628380404 | 51,571            | 1,663,569          | SH         |              | X                    |     |     |   |   |
| MUTUAL SER FD INC          | GBL DISCVR     |           |                   |                    |            |              |                      |     |     |   |   |

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|                              |           |           |        |         |    |  |   |  |  |  |   |
|------------------------------|-----------|-----------|--------|---------|----|--|---|--|--|--|---|
| NATIONAL GRID PLC            | FD Z      | 628380404 | 388    | 12,519  | SH |  |   |  |  |  | X |
|                              | SPON ADR  |           |        |         |    |  |   |  |  |  |   |
|                              | NEW       | 636274300 | 638    | 11,004  | SH |  | X |  |  |  |   |
| NATIONAL GRID PLC            | SPON ADR  |           |        |         |    |  |   |  |  |  |   |
|                              | NEW       | 636274300 | 64     | 1,103   | SH |  |   |  |  |  | X |
| NATIONAL OILWELL VARCO INC   | COM       | 637071101 | 386    | 5,455   | SH |  | X |  |  |  |   |
| NETAPP INC                   | COM       | 64110D104 | 226    | 6,624   | SH |  | X |  |  |  |   |
| NETEASE INC                  | SPONSORED |           |        |         |    |  |   |  |  |  |   |
|                              | ADR       | 64110W102 | 216    | 3,944   | SH |  | X |  |  |  |   |
| NEW PERSPECTIVE FD INC       | COM       | 648018109 | 627    | 18,896  | SH |  | X |  |  |  |   |
| NORDSTROM INC                | COM       | 655664100 | 328    | 5,940   | SH |  | X |  |  |  |   |
| NORFOLK SOUTHERN CORP        | COM       | 655844108 | 690    | 8,951   | SH |  | X |  |  |  |   |
| O REILLY AUTOMOTIVE INC NEW  | COM       | 67103H107 | 869    | 8,481   | SH |  | X |  |  |  |   |
| OCCIDENTAL PETE CORP DEL     | COM       | 674599105 | 664    | 8,473   | SH |  | X |  |  |  |   |
| ON SEMICONDUCTOR CORP        | COM       | 682189105 | 424    | 51,274  | SH |  | X |  |  |  |   |
| ORACLE CORP                  | COM       | 68389X105 | 460    | 14,229  | SH |  | X |  |  |  |   |
| PDL BIOPHARMA INC            | COM       | 69329Y104 | 159    | 21,800  | SH |  |   |  |  |  | X |
| PPL CORP                     | COM       | 69351T106 | 372    | 11,872  | SH |  | X |  |  |  |   |
| PPL CORP                     | COM       | 69351T106 | 39     | 1,243   | SH |  |   |  |  |  | X |
| PEPSICO INC                  | COM       | 713448108 | 964    | 12,187  | SH |  | X |  |  |  |   |
| PEPSICO INC                  | COM       | 713448108 | 103    | 1,302   | SH |  |   |  |  |  | X |
| PFIZER INC                   | COM       | 717081103 | 358    | 12,391  | SH |  | X |  |  |  |   |
| PFIZER INC                   | COM       | 717081103 | 41     | 1,420   | SH |  |   |  |  |  | X |
| PHILIP MORRIS INTL INC       | COM       | 718172109 | 910    | 9,820   | SH |  | X |  |  |  |   |
| PHILIP MORRIS INTL INC       | COM       | 718172109 | 24     | 261     | SH |  |   |  |  |  | X |
| POTASH CORP SASK INC         | COM       | 73755L107 | 332    | 8,450   | SH |  | X |  |  |  |   |
| PRAXAIR INC                  | COM       | 74005P104 | 328    | 2,940   | SH |  | X |  |  |  |   |
| PRECISION CASTPARTS CORP     | COM       | 740189105 | 626    | 3,299   | SH |  | X |  |  |  |   |
| PRICE T ROWE GROUP INC       | COM       | 74144T108 | 539    | 7,196   | SH |  | X |  |  |  |   |
| PRICE T ROWE GROWTH STK FD I | COM       | 741479109 | 28,585 | 702,333 | SH |  | X |  |  |  |   |
| PRICE T ROWE GROWTH STK FD I | COM       | 741479109 | 321    | 7,877   | SH |  |   |  |  |  | X |
| PRICELINE COM INC            | COM NEW   | 741503403 | 301    | 438     | SH |  | X |  |  |  |   |
| PROCTER & GAMBLE CO          | COM       | 742718109 | 2,742  | 35,583  | SH |  | X |  |  |  |   |
| PROCTER & GAMBLE CO          | COM       | 742718109 | 480    | 6,231   | SH |  | X |  |  |  | X |
| PRUDENTIAL FINL INC          | COM       | 744320102 | 466    | 7,906   | SH |  | X |  |  |  |   |

| INVESTMENT DISCRETION        |                |           |                   |                    |                         |             |            |            |  |   |
|------------------------------|----------------|-----------|-------------------|--------------------|-------------------------|-------------|------------|------------|--|---|
| NAME OF ISSUER               | TITLE OF CLASS | CUSIP     | MKT VAL<br>x 1000 | SHARES/<br>PRN Amt | SH/<br>PUT/<br>PRN CALL | SOLE<br>(A) | SHR<br>(B) | OTH<br>(C) |  |   |
| QUALCOMM INC                 | COM            | 747525103 | 661               | 9,868              | SH                      | X           |            |            |  |   |
| REGIONS FINL CORP NEW        | COM            | 7591EP100 | 720               | 87,932             | SH                      | X           |            |            |  |   |
| RENASANT CORP                | COM            | 75970E107 | 1,149             | 51,333             | SH                      | X           |            |            |  |   |
| REYNOLDS AMERICAN INC        | COM            | 761713106 | 516               | 11,603             | SH                      | X           |            |            |  |   |
| REYNOLDS AMERICAN INC        | COM            | 761713106 | 53                | 1,191              | SH                      |             |            |            |  | X |
| ROCKWELL AUTOMATION INC      | COM            | 773903109 | 373               | 4,315              | SH                      | X           |            |            |  |   |
| ROWE T PRICE EQUITY INCOME F | SH BEN INT     | 779547108 | 65,314            | 2,230,673          | SH                      | X           |            |            |  |   |
| ROWE T PRICE EQUITY INCOME F | SH BEN INT     | 779547108 | 570               | 19,469             | SH                      |             |            |            |  | X |
| ROWE T PRICE MID-CAP GROWTH  | COM            | 779556109 | 19,148            | 303,025            | SH                      | X           |            |            |  |   |
| ROWE T PRICE MID-CAP GROWTH  | COM            | 779556109 | 169               | 2,678              | SH                      |             |            |            |  | X |
| ROYAL DUTCH                  | SHELL PLC      |           |                   |                    |                         |             |            |            |  |   |
|                              | SPON ADR B     | 780259107 | 690               | 10,321             | SH                      | X           |            |            |  |   |
| ROYAL DUTCH                  | SHELL PLC      |           |                   |                    |                         |             |            |            |  |   |
|                              | SPON ADR B     | 780259107 | 161               | 2,404              | SH                      |             |            |            |  | X |

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|                            |              |           |       |         |    |  |   |  |  |   |
|----------------------------|--------------|-----------|-------|---------|----|--|---|--|--|---|
| ROYAL DUTCH                | SHELL PLC    |           |       |         |    |  |   |  |  |   |
|                            | SPONS ADR A  | 780259206 | 554   | 8,509   | SH |  | X |  |  |   |
| ROYAL DUTCH                | SHELL PLC    |           |       |         |    |  |   |  |  |   |
|                            | SPONS ADR A  | 780259206 | 211   | 3,237   | SH |  |   |  |  | X |
| ROYCE FD                   | PENN MUT     |           |       |         |    |  |   |  |  |   |
|                            | INV          | 780905840 | 9,369 | 739,454 | SH |  | X |  |  |   |
| ROYCE FD                   | PENN MUT     |           |       |         |    |  |   |  |  |   |
|                            | INV          | 780905840 | 82    | 6,451   | SH |  |   |  |  | X |
| 1SALLY BEAUTY HLDGS INC    | COM          | 79546E104 | 358   | 12,194  | SH |  | X |  |  |   |
| SCHLUMBERGER LTD           | COM          | 806857108 | 306   | 4,084   | SH |  | X |  |  |   |
| SHERWIN WILLIAMS CO        | COM          | 824348106 | 546   | 3,235   | SH |  | X |  |  |   |
| SIMMONS 1ST NATL CORP      | CL A \$1 PAR | 828730200 | 268   | 10,566  | SH |  | X |  |  |   |
| SOUTHERN CO                | COM          | 842587107 | 3,721 | 79,315  | SH |  | X |  |  |   |
| SOUTHERN CO                | COM          | 842587107 | 277   | 5,897   | SH |  |   |  |  | X |
| SOUTHWESTERN ENERGY CO     | COM          | 845467109 | 213   | 5,730   | SH |  | X |  |  |   |
| STANLEY BLACK & DECKER INC | COM          | 854502101 | 308   | 3,807   | SH |  | X |  |  |   |
| STRYKER CORP               | COM          | 863667101 | 515   | 7,892   | SH |  | X |  |  |   |
| SUPERIOR ENERGY SVCS INC   | COM          | 868157108 | 407   | 15,673  | SH |  | X |  |  |   |
| SYMANTEC CORP              | COM          | 871503108 | 680   | 27,572  | SH |  | X |  |  |   |
| TJX COS INC NEW            | COM          | 872540109 | 652   | 13,952  | SH |  | X |  |  |   |
| TARGET CORP                | COM          | 87612E106 | 710   | 10,376  | SH |  | X |  |  |   |
| 3M CO                      | COM          | 88579Y101 | 204   | 1,918   | SH |  | X |  |  |   |
| TIFFANY & CO NEW           | COM          | 886547108 | 240   | 3,454   | SH |  | X |  |  |   |
| TOTAL S A                  | SPONSORED    |           |       |         |    |  |   |  |  |   |
|                            | ADR          | 89151E109 | 558   | 11,620  | SH |  | X |  |  |   |
| TOTAL S A                  | SPONSORED    |           |       |         |    |  |   |  |  |   |
|                            | ADR          | 89151E109 | 56    | 1,161   | SH |  |   |  |  | X |
| TRIMBLE NAVIGATION LTD     | COM          | 896239100 | 399   | 13,302  | SH |  | X |  |  |   |
| TRUSTMARK CORP             | COM          | 898402102 | 1,300 | 51,962  | SH |  | X |  |  |   |
| USA TRUCK INC              | COM          | 902925106 | 86    | 17,445  | SH |  | X |  |  |   |
| UNION PAC CORP             | COM          | 907818108 | 446   | 3,130   | SH |  | X |  |  |   |
| UNION PAC CORP             | COM          | 907818108 | 456   | 3,200   | SH |  |   |  |  | X |
| UNITED TECHNOLOGIES CORP   | COM          | 913017109 | 380   | 4,062   | SH |  | X |  |  |   |
| V F CORP                   | COM          | 918204108 | 757   | 4,515   | SH |  | X |  |  |   |
| VALERO ENERGY CORP NEW     | COM          | 91913Y100 | 604   | 13,279  | SH |  | X |  |  |   |
| VANGUARD WORLD FD          | MEGA CAP     |           |       |         |    |  |   |  |  |   |
|                            | INDEX        | 921910873 | 8,674 | 162,017 | SH |  | X |  |  |   |

| NAME OF ISSUER             | TITLE OF CLASS | CUSIP     | MKT VAL<br>x 1000 | SHARES/<br>PRN Amt | SH/<br>PUT/<br>PRN CALL | INVESTMENT DISCRETIO |            |  |  | O<br>(C) | M |
|----------------------------|----------------|-----------|-------------------|--------------------|-------------------------|----------------------|------------|--|--|----------|---|
|                            |                |           |                   |                    |                         | SOLE<br>(A)          | SHR<br>(B) |  |  |          |   |
| VANGUARD INDEX FDS         | MID CAP ETF    | 922908629 | 2,997             | 32,267             | SH                      |                      | X          |  |  |          |   |
| VANGUARD INDEX FDS         | SMALL CP       |           |                   |                    |                         |                      |            |  |  |          |   |
|                            | ETF            | 922908751 | 1,786             | 19,590             | SH                      |                      | X          |  |  |          |   |
| VERIZON COMMUNICATIONS INC | COM            | 92343V104 | 970               | 19,736             | SH                      |                      | X          |  |  |          |   |
| VERIZON COMMUNICATIONS INC | COM            | 92343V104 | 104               | 2,121              | SH                      |                      |            |  |  | X        |   |
| VISA INC                   | COM CL A       | 92826C839 | 616               | 3,624              | SH                      |                      | X          |  |  |          |   |
| VODAFONE GROUP PLC NEW     | SPONS ADR      |           |                   |                    |                         |                      |            |  |  |          |   |
|                            | NEW            | 92857W209 | 1,164             | 40,976             | SH                      |                      | X          |  |  |          |   |
| VODAFONE GROUP PLC NEW     | SPONS ADR      |           |                   |                    |                         |                      |            |  |  |          |   |
|                            | NEW            | 92857W209 | 74                | 2,606              | SH                      |                      |            |  |  | X        |   |
| WUXI PHARMATECH CAYMAN INC | SPONS ADR      |           |                   |                    |                         |                      |            |  |  |          |   |
|                            | SHS            | 929352102 | 172               | 10,034             | SH                      |                      | X          |  |  |          |   |

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|                            |     |           |       |        |    |   |   |
|----------------------------|-----|-----------|-------|--------|----|---|---|
| WAL-MART STORES INC        | COM | 931142103 | 1,467 | 19,600 | SH | X |   |
| WASHINGTON MUT INVS FD INC | COM | 939330106 | 1,035 | 30,400 | SH | X |   |
| WINDSTREAM CORP            | COM | 97381W104 | 84    | 10,543 | SH | X |   |
| WINDSTREAM CORP            | COM | 97381W104 | 9     | 1,076  | SH |   | X |
| YUM BRANDS INC             | COM | 988498101 | 691   | 9,611  | SH | X |   |

|              |  |  |         |  |  |  |  |
|--------------|--|--|---------|--|--|--|--|
| FINAL TOTALS |  |  | 882,171 |  |  |  |  |
|--------------|--|--|---------|--|--|--|--|

|                                        |     |  |  |  |  |  |  |
|----------------------------------------|-----|--|--|--|--|--|--|
| FORM 13F INFORMATION TABLE ENTRY TOTAL | 272 |  |  |  |  |  |  |
|----------------------------------------|-----|--|--|--|--|--|--|