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BANCORPSOUTH INC
Form 13F-HR
May 06, 2011

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, 2011

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 | Tupelo Mississippi | May 6, 2011 |
| ----- | ----- | ----- |
| [Signature] | [City State] | [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).)

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: 292
 Form 13F Information Table Value Total: \$ 1,108,543
 (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. | Form 13F File Number | Name |
|-----|----------------------|-------------------|
| 1 | 28-10939 | BancorpSouth Bank |

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FORM 13F INFORMATION TABLE

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | Shares/ PRN Amt | SH/ PRN | PUT/ CALL | INVESTMENT DISCRETION | | |
|------------------------------|----------------|-----------|-------------------|--------------------|------------|--------------|--------------------------|------------|------------|
| | | | | | | | SOLE (A) | SHR (B) | OTH (C) |
| COOPER INDUSTRIES PLC | SHS | G24140108 | 262 | 4,030 | SH | | X | | |
| HERBALIFE LTD | COM USD SHS | G4412G101 | 218 | 2,676 | SH | | X | | |
| INVESCO LTD | SHS | G491BT108 | 200 | 7,835 | SH | | X | | |
| LAZARD LTD | SHS A | G54050102 | 236 | 5,673 | SH | | X | | |
| MARVELL TECHNOLOGY GROUP LTD | ORD | G5876H105 | 255 | 16,424 | SH | | X | | |
| SEAGATE TECHNOLOGY PLC | SHS | G7945M107 | 182 | 12,629 | SH | | X | | |
| SIGNET JEWELERS LIMITED | SHS | G81276100 | 226 | 4,903 | SH | | X | | |
| WILLIS GROUP HOLDINGS PUBLIC | SHS | G96666105 | 217 | 5,383 | SH | | X | | |
| ACE LTD | SHS | H0023R105 | 326 | 5,039 | SH | | X | | |
| ALLIED WRLD ASSUR COM HLDG A | SHS | H01531104 | 201 | 3,206 | SH | | X | | |
| CHECK POINT SOFTWARE TECH LT | ORD | M22465104 | 236 | 4,615 | SH | | X | | |
| AERCAP HOLDINGS NV | SHS | N00985106 | 162 | 12,891 | SH | | X | | |
| VISTAPRINT N V | SHS | N93540107 | 256 | 4,928 | SH | | X | | |
| FLEXTRONICS INTL LTD | ORD | Y2573F102 | 584 | 78,234 | SH | | X | | |
| AT&T INC | COM | 00206R102 | 1,103 | 36,025 | SH | | X | | |
| AT&T INC | COM | 00206R102 | 173 | 5,666 | SH | | | | X |
| ABBOTT LABS | COM | 002824100 | 740 | 15,090 | SH | | X | | |
| ABBOTT LABS | COM | 002824100 | 204 | 4,155 | SH | | | | X |
| AFFILIATED MANAGERS GROUP | COM | 008252108 | 219 | 2,005 | SH | | X | | |
| AIR PRODS & CHEMS INC | COM | 009158106 | 633 | 7,019 | SH | | X | | |
| ALLEGHENY TECHNOLOGIES INC | COM | 01741R102 | 244 | 3,602 | SH | | X | | |
| ALLERGAN INC | COM | 018490102 | 226 | 3,180 | SH | | X | | |
| ALLSCRIPTS HEALTHCARE SOLUTN | COM | 01988P108 | 409 | 19,504 | SH | | X | | |
| ALPHA NATURAL RESOURCES INC | COM | 02076X102 | 212 | 3,575 | SH | | X | | |
| ALTRIA GROUP INC | COM | 02209S103 | 531 | 20,393 | SH | | X | | |
| ALTRIA GROUP INC | COM | 02209S103 | 10 | 388 | SH | | | | X |

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|---------------------------|---------------|-----------|-------|--------|----|--|--|--|---|
| AMERICAN EXPRESS CO | COM | 025816109 | 614 | 13,594 | SH | | | | X |
| AMGEN INC | COM | 031162100 | 423 | 7,918 | SH | | | | X |
| AMPHENOL CORP NEW | CL A | 032095101 | 321 | 5,896 | SH | | | | X |
| APACHE CORP | COM | 037411105 | 454 | 3,468 | SH | | | | X |
| APPLE INC | COM | 037833100 | 1,190 | 3,414 | SH | | | | X |
| APPLIED MATLS INC | COM | 038222105 | 318 | 20,383 | SH | | | | X |
| ARCHER DANIELS MIDLAND CO | COM | 039483102 | 492 | 13,665 | SH | | | | X |
| ARTIO GLOBAL INVT FDS | INTL EQ CL I | 04315J506 | 223 | 7,239 | SH | | | | X |
| ASTRAZENECA PLC | SPONSORED ADR | 046353108 | 267 | 5,795 | SH | | | | X |
| ASTRAZENECA PLC | SPONSORED ADR | 046353108 | 10 | 214 | SH | | | | X |
| ATMEL CORP | COM | 049513104 | 287 | 21,057 | SH | | | | X |
| AUTODESK INC | COM | 052769106 | 473 | 10,713 | SH | | | | X |
| BASF SE | SPONSORED ADR | 055262505 | 222 | 2,564 | SH | | | | X |
| BP PLC | SPONSORED ADR | 055622104 | 267 | 6,050 | SH | | | | X |
| BP PLC | SPONSORED ADR | 055622104 | 124 | 2,800 | SH | | | | X |
| BALLY TECHNOLOGIES INC | COM | 05874B107 | 213 | 5,622 | SH | | | | X |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | Shares/ PRN Amt | SH/ PUT/ PRN CALL | INVESTMENT DISCRETION | | |
|------------------------------|-------------------|-----------|-------------------|--------------------|-------------------------|--------------------------|------------|------------|
| | | | | | | SOLE (A) | SHR (B) | OTH (C) |
| BANCO SANTANDER BRASIL S A | ADS REP 1 UNIT | 05967A107 | 130 | 10,564 | SH | | | X |
| BANCORPSOUTH INC | COM | 059692103 | 15,902 | 1,029,252 | SH | | | X |
| BANCORPSOUTH INC | COM | 059692103 | 173 | 11,192 | SH | | | X |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 270 | 20,219 | SH | | | X |
| BANK OF THE OZARKS INC | COM | 063904106 | 2,625 | 60,051 | SH | | | X |
| BARON INVT FDS TR | SMALL CAP FD | 068278308 | 233 | 8,912 | SH | | | X |
| BAXTER INTL INC | COM | 071813109 | 591 | 10,995 | SH | | | X |
| BERKSHIRE HATHAWAY INC DEL | CL B NEW | 084670702 | 951 | 11,371 | SH | | | X |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 399 | 15,105 | SH | | | X |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 16 | 617 | SH | | | X |
| BROADCOM CORP | CL A | 111320107 | 587 | 14,909 | SH | | | X |
| 1CNOOC LTD | SPONSORED ADR | 126132109 | 207 | 820 | SH | | | X |
| CVS CAREMARK CORPORATION | COM | 126650100 | 264 | 7,685 | SH | | | X |
| CATERPILLAR INC DEL | COM | 149123101 | 498 | 4,475 | SH | | | X |
| CELESTICA INC | SUB VTG SHS | 15101Q108 | 196 | 18,313 | SH | | | X |
| CELGENE CORP | COM | 151020104 | 399 | 6,928 | SH | | | X |
| CEPHEID | COM | 15670R107 | 290 | 10,333 | SH | | | X |
| CENTURYLINK INC | COM | 156700106 | 219 | 5,271 | SH | | | X |
| CENTURYLINK INC | COM | 156700106 | 11 | 270 | SH | | | X |
| CHEVRON CORP NEW | COM | 166764100 | 2,188 | 20,358 | SH | | | X |
| CHEVRON CORP NEW | COM | 166764100 | 786 | 7,314 | SH | | | X |
| CHICAGO BRIDGE & IRON CO | | | | | | | | |
| NVNY REGISTRY | SH | 167250109 | 263 | 6,477 | SH | | | X |
| CISCO SYS INC | COM | 17275R102 | 637 | 37,154 | SH | | | X |
| CITIZENS HLDG CO MISS | COM | 174715102 | 3,243 | 158,987 | SH | | | X |
| CLIFFS NATURAL RESOURCES INC | COM | 18683K101 | 750 | 7,628 | SH | | | X |
| COCA COLA CO | COM | 191216100 | 645 | 9,722 | SH | | | X |
| COCA COLA CO | COM | 191216100 | 326 | 4,919 | SH | | | X |
| COLGATE PALMOLIVE CO | COM | 194162103 | 225 | 2,781 | SH | | | X |

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| | | | | | | | | | | |
|------------------------------|-------------------|-----------|--------|---------|----|--|--|--|--|---|
| COLUMBIA ACORN TR | INTL SELECT Z | 197199763 | 206 | 7,094 | SH | | | | | X |
| CONCHO RES INC | COM | 20605P101 | 305 | 2,847 | SH | | | | | X |
| CONCUR TECHNOLOGIES INC | COM | 206708109 | 277 | 5,004 | SH | | | | | X |
| CONOCOPHILLIPS | COM | 20825C104 | 559 | 7,001 | SH | | | | | X |
| CONOCOPHILLIPS | COM | 20825C104 | 14 | 180 | SH | | | | | X |
| MONTGOMERY EXPLORATION 10.87 | | 216000992 | 227 | 1 | SH | | | | | X |
| CORNING INC | COM | 219350105 | 646 | 31,317 | SH | | | | | X |
| CUMMINS INC | COM | 231021106 | 223 | 2,035 | SH | | | | | X |
| CYPRESS SEMICONDUCTOR CORP | COM | 232806109 | 248 | 12,815 | SH | | | | | X |
| DWS VALUE SER INC | SMCP VALF INST | 23338F754 | 17,572 | 447,682 | SH | | | | | X |
| DWS VALUE SER INC | SMCP VALF INST | 23338F754 | 118 | 3,012 | SH | | | | | X |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | Shares/ PRN Amt | SH/ PRN | PUT/ CALL | INVESTMENT DISCRETION | | |
|-----------------------------|-------------------|-----------|-------------------|--------------------|------------|--------------|--------------------------|------------|------------|
| | | | | | | | SOLE (A) | SHR (B) | OTH (C) |
| DANAHER CORP DEL | COM | 235851102 | 222 | 4,279 | SH | | X | | |
| DEERE & CO | COM | 244199105 | 1,316 | 13,580 | SH | | X | | |
| DELTIC TIMBER CORP | COM | 247850100 | 423 | 6,324 | SH | | X | | |
| DELTIC TIMBER CORP | COM | 247850100 | 27,788 | 415,743 | SH | | | | X |
| DENBURY RES INC | COM NEW | 247916208 | 411 | 16,833 | SH | | X | | |
| DEVON ENERGY CORP NEW | COM | 25179M103 | 491 | 5,353 | SH | | X | | |
| DODGE & COX STK FD | COM | 256219106 | 33,800 | 297,092 | SH | | X | | |
| DODGE & COX STK FD | COM | 256219106 | 237 | 2,081 | SH | | | | X |
| DOMINION RES INC VA NEW | COM | 25746U109 | 214 | 4,777 | SH | | X | | |
| DOMINION RES INC VA NEW | COM | 25746U109 | 14 | 316 | SH | | | | X |
| DOMTAR CORP | COM NEW | 257559203 | 207 | 2,250 | SH | | X | | |
| DREYFUS APPRECIATION FD INC | COM | 261970107 | 1,621 | 40,160 | SH | | X | | |
| DU PONT E I DE NEMOURS & CO | COM | 263534109 | 218 | 3,965 | SH | | X | | |
| DUKE ENERGY CORP NEW | COM | 26441C105 | 290 | 15,975 | SH | | X | | |
| DUKE ENERGY CORP NEW | COM | 26441C105 | 12 | 674 | SH | | | | X |
| E M C CORP MASS | COM | 268648102 | 288 | 10,830 | SH | | X | | |
| ERHC ENERGY INC | COM | 26884J104 | 1 | 10,000 | SH | | X | | |
| EAST WEST BANCORP INC | COM | 27579R104 | 305 | 13,894 | SH | | X | | |
| EMERSON ELEC CO | COM | 291011104 | 1,138 | 19,480 | SH | | X | | |
| EXPRESS SCRIPTS INC | COM | 302182100 | 1,329 | 23,890 | SH | | X | | |
| EXXON MOBIL CORP | COM | 30231G102 | 6,088 | 72,363 | SH | | X | | |
| EXXON MOBIL CORP | COM | 30231G102 | 1,231 | 14,630 | SH | | | | X |
| F M C CORP | COM NEW | 302491303 | 207 | 2,441 | SH | | X | | |
| FAIRHOLME FD | COM | 304871106 | 207 | 5,947 | SH | | X | | |
| FEDERATED EQUITY FDS | INTRCONTL INST | 314172461 | 37,504 | 720,959 | SH | | X | | |
| FEDERATED EQUITY FDS | INTRCONTL INST | 314172461 | 235 | 4,509 | SH | | | | X |
| FIDELITY CONTRAFUND INC | NEW INSIGHTS I | 316071604 | 34,624 | 1,644,058 | SH | | X | | |
| FIDELITY CONTRAFUND INC | NEW INSIGHTS I | 316071604 | 233 | 11,046 | SH | | | | X |

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|------------------------------|---------------|-----------|--------|---------|----|---|--|---|
| FIDELITY PURITAN TR | LOW PRICE STK | 316345305 | 35,309 | 866,272 | SH | X | | |
| FIDELITY PURITAN TR | LOW PRICE STK | 316345305 | 293 | 7,178 | SH | | | X |
| FLOWERVE CORP | COM | 34354P105 | 277 | 2,152 | SH | X | | |
| GENERAL ELECTRIC CO | COM | 369604103 | 806 | 40,210 | SH | X | | |
| 1GENERAL MLS INC | COM | 370334104 | 234 | 6,404 | SH | X | | |
| GLAXOSMITHKLINE PLC | SPONSORED ADR | 37733W105 | 211 | 5,494 | SH | X | | |
| GLAXOSMITHKLINE PLC | SPONSORED ADR | 37733W105 | 15 | 381 | SH | | | X |
| GOOGLE INC | CL A | 38259P508 | 855 | 1,458 | SH | X | | |
| GROUPE CGI INC | CL A SUB VTG | 39945C109 | 204 | 9,766 | SH | X | | |
| GROWTH FD AMER INC | CL R-5 SHARES | 399874833 | 244 | 7,620 | SH | X | | |
| RESTER ENTERPRISES LP 5% INT | | 404005993 | 211 | 1 | SH | X | | |
| RESTER ENTERPRISES LP 8% INT | | 405002999 | 337 | 1 | SH | X | | |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | Shares/ PRN Amt | SH/ PUT/ CALL | INVESTMENT DISCRETION | | |
|------------------------------|----------------|-----------|-------------------|--------------------|---------------------|-----------------------|---------|---------|
| | | | | | | SOLE (A) | SHR (B) | OTH (C) |
| HALLIBURTON CO | COM | 406216101 | 548 | 10,995 | SH | X | | |
| RESTER ENTERPRISES LP 8% INT | | 407000991 | 337 | 1 | SH | X | | |
| DAVIS FAMILY HOLDINGS LP | | 419002993 | 1,194 | 0 | SH | X | | |
| HEINZ H J CO | COM | 423074103 | 269 | 5,513 | SH | X | | |
| HEINZ H J CO | COM | 423074103 | 16 | 319 | SH | | | X |
| HESS CORP | COM | 42809H107 | 438 | 5,138 | SH | X | | |
| HEWLETT PACKARD CO | COM | 428236103 | 228 | 5,571 | SH | X | | |
| KEY COLONY | | 430004994 | 694 | 1 | SH | | | X |
| JOHNSTON ENTERPRISES, L.P. | | 432004992 | 1,380 | 54 | SH | X | | |
| GURDON TIMBER LTD 36.494% | | 434002994 | 500 | 1 | SH | X | | |
| WOODLAND HILLS LIMITED PARTN | | 435001995 | 220 | 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 | 941 | 28 | SH | X | | |
| MCM TIMBER 3.021% INTEREST | | 438002990 | 243 | 1 | SH | X | | |
| MCM TIMBER 3.020% INTEREST | | 438003998 | 243 | 1 | SH | X | | |
| MCM TIMBER 1.510% INTEREST | | 438004996 | 1,598 | 2 | SH | X | | |
| HONEYWELL INTL INC | COM | 438516106 | 309 | 5,170 | SH | X | | |
| MARIE P CARTER ENTERPRISES L | | 439004995 | 1,623 | 1 | SH | X | | |
| OAK GROVE LAND CO, L.P. 12.5 | | 440000990 | 265 | 3 | SH | X | | |
| REED HOLDINGS PARTNERSHIP, L | | 441002995 | 1,104 | 71 | SH | X | | |
| HOSPIRA INC | COM | 441060100 | 388 | 7,031 | SH | X | | |
| HOSPIRA INC | COM | 441060100 | 22 | 400 | SH | | | X |
| MCM TIMBER 12% INTEREST | | 442000998 | 966 | 1 | SH | X | | |
| CABEARK, LP 14.1179% INTERES | | 443003991 | 422 | 1 | SH | X | | |
| DCT OPERATING PARTNERSHIP | | 443004999 | 580 | 75,518 | SH | X | | |
| CABEARK, LP 84.8821% INTERES | | 444003990 | 2,535 | 1 | SH | X | | |
| CABE-LONG PROPERTIES, LTD | | 444005995 | 308 | 4 | SH | X | | |
| MCMILLON PROPERTIES L/P | | 445000995 | 2,183 | 96 | SH | X | | |
| CABE-LONG PROPERTIES, LTD | | 445001993 | 1,682 | 4 | SH | X | | |
| CABE-LONG PROPERTIES, LTD | | 445003999 | 2,831 | 1 | SH | X | | |
| LONGENECKER PARTNERS GENERAL | | 448001990 | 4,297 | 99 | SH | | | X |
| 1.08% LLC INTEREST IN | | 448005991 | 300 | 1 | SH | X | | |
| TALL PINES, LLC | | 449001999 | 992 | 50 | SH | X | | |

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|------------------------------|---------|-----------|-------|--------|----|--|--|--|---|
| DONOVAN INVESTMENTS, LLC | | 449003995 | 4,640 | 99 | SH | | | | X |
| IAMGOLD CORP | COM | 450913108 | 248 | 11,264 | SH | | | | X |
| ILLINOIS TOOL WKS INC | COM | 452308109 | 238 | 4,422 | SH | | | | X |
| INTEL CORP | COM | 458140100 | 658 | 32,605 | SH | | | | X |
| INTEL CORP | COM | 458140100 | 65 | 3,200 | SH | | | | X |
| INTERCONTINENTALEXCHANGE INC | COM | 45865V100 | 255 | 2,067 | SH | | | | X |
| INTERNATIONAL BUSINESS MACHS | COM | 459200101 | 1,110 | 6,804 | SH | | | | X |
| INVESTMENT CO AMER | CL A | 461308108 | 1,108 | 37,884 | SH | | | | X |
| JDS UNIPHASE CORP | COM PAR | 46612J507 | 217 | 10,425 | SH | | | | X |
| | | \$0.001 | | | | | | | |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | Shares/ PRN Amt | SH/ PRN | PUT/ CALL | INVESTMENT DISCRETION | | |
|----------------------------|----------------|-----------|-------------------|--------------------|------------|--------------|-----------------------|---------|---------|
| | | | | | | | SOLE (A) | SHR (B) | OTH (C) |
| JPMORGAN CHASE & CO | COM | 46625H100 | 350 | 7,592 | SH | | X | | |
| JPMORGAN CHASE & CO | COM | 46625H100 | 90 | 1,956 | SH | | | | X |
| JANUS INVT FD | GLOBAL SEL | 471023648 | 213 | 17,287 | SH | | X | | |
| | FD T | | | | | | | | |
| JANUS INVT FD | OVERSEAS FD | 47103C449 | 263 | 5,148 | SH | | X | | |
| | SHS | | | | | | | | |
| JOHNSON & JOHNSON | COM | 478160104 | 1,341 | 22,626 | SH | | X | | |
| JOHNSON & JOHNSON | COM | 478160104 | 343 | 5,786 | SH | | | | X |
| JOHNSON CTLS INC | COM | 478366107 | 249 | 5,981 | SH | | X | | |
| JUNIPER NETWORKS INC | COM | 48203R104 | 538 | 12,786 | SH | | X | | |
| KBR INC | COM | 48242W106 | 287 | 7,593 | SH | | X | | |
| 1KIMBERLY CLARK CORP | COM | 494368103 | 309 | 4,731 | SH | | X | | |
| KIMBERLY CLARK CORP | COM | 494368103 | 16 | 245 | SH | | | | X |
| KRAFT FOODS INC | CL A | 50075N104 | 234 | 7,474 | SH | | X | | |
| LENDER PROCESSING SVCS INC | COM | 52602E102 | 236 | 7,316 | SH | | X | | |
| LILLY ELI & CO | COM | 532457108 | 214 | 6,081 | SH | | X | | |
| LILLY ELI & CO | COM | 532457108 | 41 | 1,165 | SH | | | | X |
| LONGLEAF PARTNERS FDS TR | SH BEN INT | 543069108 | 271 | 8,830 | SH | | X | | |
| LORD ASSET MGMT TR T WHITE | | | | | | | | | |
| INTL | | 543917108 | 213 | 11,912 | SH | | X | | |
| LOWES COS INC | COM | 548661107 | 238 | 9,000 | SH | | X | | |
| LUBRIZOL CORP | COM | 549271104 | 241 | 1,799 | SH | | X | | |
| MFS SER TR I | VALUE FD CL A | 552983801 | 226 | 9,379 | SH | | X | | |
| MANULIFE FINL CORP | COM | 56501R106 | 305 | 17,250 | SH | | X | | |
| MCDONALDS CORP | COM | 580135101 | 533 | 7,005 | SH | | X | | |
| MCDONALDS CORP | COM | 580135101 | 8 | 111 | SH | | | | X |
| MEDNAX INC | COM | 58502B106 | 329 | 4,938 | SH | | X | | |
| MEDTRONIC INC | COM | 585055106 | 311 | 7,915 | SH | | X | | |
| MERCK & CO INC NEW | COM | 58933Y105 | 213 | 6,441 | SH | | X | | |
| METLIFE INC | COM | 59156R108 | 257 | 5,749 | SH | | X | | |
| MICROSOFT CORP | COM | 594918104 | 1,023 | 40,279 | SH | | X | | |
| COLLABRX SER A PFD STOCK | | 601A4X997 | 634 | 446,227 | SH | | | | X |
| MONTGOMERY EXPLORATION | | 601A5Z991 | 295 | 1 | SH | | X | | |
| MURPHY OIL CORP | COM | 626717102 | 5,965 | 81,239 | SH | | X | | |
| MURPHY OIL CORP | COM | 626717102 | 549,858 | 7,489,209 | SH | | | | X |
| MUTUAL SER FD INC | SHS FD CL Z | 628380107 | 369 | 16,903 | SH | | | | X |

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|----------------------------|---------------|-----------|--------|-----------|----|--|--|--|---|---|
| MUTUAL SER FD INC | BEACON FD Z | 628380305 | 173 | 13,366 | SH | | | | | X |
| MUTUAL SER FD INC | GBL DISCVR | 628380404 | 35,249 | 1,151,162 | SH | | | | X | |
| | FD Z | | | | | | | | | |
| MUTUAL SER FD INC | GBL DISCVR | 628380404 | 222 | 7,258 | SH | | | | | X |
| | FD Z | | | | | | | | | |
| MYLAN INC | | 628530107 | 239 | 10,559 | SH | | | | X | |
| NATIONAL OILWELL VARCO INC | COM | 637071101 | 433 | 5,468 | SH | | | | X | |
| NESTLE S A | SPONSORED ADR | 641069406 | 322 | 5,587 | SH | | | | X | |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | Shares/ PRN Amt | SH/ PRN | PUT/ CALL | INVESTMENT DISCRETION | | |
|------------------------------|----------------|-----------|-------------------|--------------------|------------|--------------|--------------------------|---------|---------|
| | | | | | | | SOLE (A) | SHR (B) | OTH (C) |
| NETAPP INC | COM | 64110D104 | 664 | 13,795 | SH | | X | | |
| NEW PERSPECTIVE FD INC | COM | 648018109 | 756 | 25,380 | SH | | X | | |
| NORDSTROM INC | COM | 655664100 | 328 | 7,314 | SH | | X | | |
| NORFOLK SOUTHERN CORP | COM | 655844108 | 573 | 8,265 | SH | | X | | |
| O REILLY AUTOMOTIVE INC NEW | COM | 67103H107 | 516 | 8,981 | SH | | X | | |
| OCCIDENTAL PETE CORP DEL | COM | 674599105 | 292 | 2,792 | SH | | X | | |
| ON SEMICONDUCTOR CORP | COM | 682189105 | 188 | 19,106 | SH | | X | | |
| ORACLE CORP | COM | 68389X105 | 300 | 8,972 | SH | | X | | |
| OWENS ILL INC | COM NEW | 690768403 | 266 | 8,797 | SH | | X | | |
| PDL BIOPHARMA INC | COM | 69329Y104 | 174 | 30,000 | SH | | | | X |
| PEPSICO INC | COM | 713448108 | 684 | 10,620 | SH | | X | | |
| PEPSICO INC | COM | 713448108 | 71 | 1,100 | SH | | | | X |
| PFIZER INC | COM | 717081103 | 478 | 23,516 | SH | | X | | |
| PFIZER INC | COM | 717081103 | 29 | 1,420 | SH | | | | X |
| PHILIP MORRIS INTL INC | COM | 718172109 | 846 | 12,890 | SH | | X | | |
| PHILIP MORRIS INTL INC | COM | 718172109 | 15 | 221 | SH | | | | X |
| POTASH CORP SASK INC | COM | 73755L107 | 598 | 10,140 | SH | | X | | |
| PRAXAIR INC | COM | 74005P104 | 210 | 2,064 | SH | | X | | |
| PRECISION CASTPARTS CORP | COM | 740189105 | 342 | 2,324 | SH | | X | | |
| PRICE T ROWE GROUP INC | COM | 74144T108 | 1,056 | 15,900 | SH | | X | | |
| PRICE T ROWE GROWTH STK FD I | COM | 741479109 | 37,389 | 1,105,540 | SH | | X | | |
| PRICE T ROWE GROWTH STK FD I | COM | 741479109 | 311 | 9,196 | SH | | | | X |
| PROCTER & GAMBLE CO | COM | 742718109 | 2,206 | 35,817 | SH | | X | | |
| PROCTER & GAMBLE CO | COM | 742718109 | 376 | 6,111 | SH | | | | X |
| PROGRESS ENERGY INC | COM | 743263105 | 202 | 4,386 | SH | | X | | |
| PROGRESS ENERGY INC | COM | 743263105 | 9 | 205 | SH | | | | X |
| RALCORP HLDGS INC NEW | COM | 751028101 | 418 | 6,102 | SH | | X | | |
| RAYTHEON CO | COM NEW | 755111507 | 299 | 5,882 | SH | | X | | |
| REGIONS FINANCIAL CORP NEW | COM | 7591EP100 | 257 | 35,464 | SH | | X | | |
| REGIONS FINANCIAL CORP NEW | COM | 7591EP100 | 16 | 2,205 | SH | | | | X |
| 1RIO TINTO PLC | SPONSORED ADR | 767204100 | 200 | 2,818 | SH | | X | | |
| ROWE T PRICE EQUITY INCOME F | SH BEN INT | 779547108 | 33,830 | 1,356,450 | SH | | X | | |
| ROWE T PRICE EQUITY INCOME F | SH BEN INT | 779547108 | 235 | 9,428 | SH | | | | X |
| ROWE T PRICE MID-CAP GROWTH | COM | 779556109 | 53,435 | 839,771 | SH | | X | | |
| ROWE T PRICE MID-CAP GROWTH | COM | 779556109 | 359 | 5,645 | SH | | | | X |
| ROWE T PRICE MID CAP VALUE F | COM | 77957Y106 | 256 | 10,219 | SH | | X | | |
| ROYAL DUTCH SHELL PLC | SPON ADR B | 780259107 | 295 | 4,033 | SH | | X | | |
| ROYAL DUTCH SHELL PLC | SPON ADR B | 780259107 | 132 | 1,805 | SH | | | | X |

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| | | | | | | | | |
|-----------------------|--------------|-----------|--------|-----------|----|---|--|---|
| ROYAL DUTCH SHELL PLC | SPONS ADR A | 780259206 | 111 | 1,524 | SH | X | | |
| ROYAL DUTCH SHELL PLC | SPONS ADR A | 780259206 | 233 | 3,200 | SH | | | X |
| ROYCE FD | PENN MUT INV | 780905840 | 38,676 | 3,042,982 | SH | X | | |
| ROYCE FD | PENN MUT INV | 780905840 | 249 | 19,625 | SH | | | X |
| SEI INVESTMENTS CO | COM | 784117103 | 234 | 9,814 | SH | X | | |
| SPDR GOLD TRUST | GOLD SHS | 78463V107 | 208 | 1,484 | SH | X | | |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | Shares/ PRN Amt | SH/ PUT/ CALL | INVESTMENT DISCRETION | | |
|-----------------------------|--------------------------|-----------|-------------------|--------------------|---------------------|-----------------------|---------|---------|
| | | | | | | SOLE (A) | SHR (B) | OTH (C) |
| SCHLUMBERGER LTD | COM | 806857108 | 366 | 3,920 | SH | X | | |
| SHERWIN WILLIAMS CO | COM | 824348106 | 272 | 3,235 | SH | X | | |
| SIMMONS 1ST NATL CORP | CL A \$1 PAR | 828730200 | 286 | 10,566 | SH | X | | |
| SOUTHERN CO | COM | 842587107 | 4,338 | 113,822 | SH | X | | |
| SOUTHERN CO | COM | 842587107 | 194 | 5,085 | SH | | | X |
| SPRINT NEXTEL CORP | COM SER 1 | 852061100 | 508 | 109,466 | SH | X | | |
| STANTEC INC | COM | 85472N109 | 206 | 6,858 | SH | X | | |
| STAPLES INC | COM | 855030102 | 356 | 18,328 | SH | X | | |
| STRYKER CORP | COM | 863667101 | 583 | 9,592 | SH | X | | |
| SUBSEA 7 S A | SPONSORED ADR | 864323100 | 217 | 8,593 | SH | X | | |
| SWIFT TRANSN CO | CL A | 87074U101 | 179 | 12,180 | SH | X | | |
| TARGET CORP | COM | 87612E106 | 829 | 16,584 | SH | X | | |
| 3M CO | COM | 88579Y101 | 231 | 2,468 | SH | X | | |
| TIFFANY & CO NEW | COM | 886547108 | 212 | 3,458 | SH | X | | |
| TRIMBLE NAVIGATION LTD | COM | 896239100 | 602 | 11,910 | SH | X | | |
| TRINA SOLAR LIMITED | SPON ADR | 89628E104 | 223 | 7,419 | SH | X | | |
| TRUSTMARK CORP | COM | 898402102 | 327 | 13,965 | SH | X | | |
| USA TRUCK INC | COM | 902925106 | 203 | 15,613 | SH | X | | |
| ULTIMATE SOFTWARE GROUP INC | COM | 90385D107 | 206 | 3,498 | SH | X | | |
| UNION PAC CORP | COM | 907818108 | 236 | 2,404 | SH | X | | |
| UNION PAC CORP | COM | 907818108 | 433 | 4,400 | SH | | | X |
| UNITED STATES STL CORP NEW | COM | 912909108 | 222 | 4,124 | SH | X | | |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 359 | 4,243 | SH | X | | |
| V F CORP | COM | 918204108 | 362 | 3,672 | SH | X | | |
| VANGUARD STAR FD | TOTAL INTL | 921909602 | 469 | 28,867 | SH | X | | |
| VANGUARD WORLD FD | STK MEGA CAP INDEX | 921910873 | 3,235 | 71,745 | SH | X | | |
| VANGUARD EXPLORER FD INC | COM | 921926101 | 558 | 7,001 | SH | X | | |
| VANGUARD TAX-MANAGED FD | MSCI EAFE ETF | 921943858 | 1,367 | 36,632 | SH | X | | |
| VANGUARD INDEX FDS | 500 PORTFOLIO | 922908108 | 267 | 2,182 | SH | X | | |
| VANGUARD INDEX FDS | 500 PORTFOLIO | 922908108 | 97 | 795 | SH | | | X |
| VANGUARD INDEX FDS | VALUE PTF | 922908405 | 3,057 | 138,155 | SH | X | | |
| VANGUARD INDEX FDS | MID CAP ETF | 922908629 | 2,186 | 27,137 | SH | X | | |
| VANGUARD INDEX FDS | SMALL CP ETF | 922908751 | 1,499 | 18,971 | SH | X | | |
| VERIZON COMMUNICATIONS INC | COM | 92343V104 | 564 | 14,646 | SH | X | | |
| VERIZON COMMUNICATIONS INC | COM | 92343V104 | 48 | 1,241 | SH | | | X |
| VISA INC | COM CL A | 92826C839 | 211 | 2,868 | SH | X | | |
| VODAFONE GROUP PLC NEW | SPONS ADR NEW | 92857W209 | 474 | 16,477 | SH | X | | |
| VODAFONE GROUP PLC NEW | SPONS ADR | 92857W209 | 30 | 1,042 | SH | | | X |

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|---------------------|-----------------|-----------|-------|-----------|---|
| WT MUT FD | NEW CRM MDCP | 92934R769 | 238 | 7,741 SH | X |
| WAL MART STORES INC | VAL I COM | 931142103 | 1,105 | 21,235 SH | X |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | Shares/ PRN Amt | SH/ PRN | PUT/ CALL | INVESTMENT DISCRETION | | |
|--|-------------------|-----------|-------------------|--------------------|------------|--------------|--------------------------|------------|------------|
| | | | | | | | SOLE (A) | SHR (B) | OTH (C) |
| WASHINGTON MUT INVS FD INC | COM | 939330106 | 840 | 29,216 SH | | | X | | |
| WESTERN UN CO | COM | 959802109 | 449 | 21,601 SH | | | X | | |
| WHITING PETE CORP | NEW COM | 966387102 | 228 | 3,099 SH | | | X | | |
| YANZHOU COAL MNG CO LTD | SPON ADR H SHS | 984846105 | 227 | 6,255 SH | | | X | | |
| YUM BRANDS INC | COM | 988498101 | 1,076 | 20,940 SH | | | X | | |
| Final Totals | | | 1,108,543 | 24,074,408 | | | | | |
| Form 13F Information Table Entry Total | | 292 | | | | | | | |

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