

BANCORPSOUTH INC
Form 10-Q
November 07, 2013
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

X QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2013

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 001-12991

BANCORPSOUTH, INC.

(Exact name of registrant as specified in its charter)

Mississippi

(State or other jurisdiction of incorporation or organization)

64-0659571

(I.R.S. Employer Identification No.)

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One Mississippi Plaza, 201 South Spring Street

Tupelo, Mississippi
(Address of principal executive offices)

38804
(Zip Code)

Registrant's telephone number, including area code: (662) 680-2000

NOT APPLICABLE

(Former name, former address, and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check One): Large accelerated filer Accelerated filer Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of November 1, 2013, the registrant had outstanding 95,213,534 shares of common stock, par value \$2.50 per share.

BANCORPSOUTH, INC.

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PART I.

FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS.

BANCORPSOUTH, INC. AND SUBSIDIARIES

Consolidated Balance Sheets

	September 30, 2013 (Unaudited)	December 31, 2012 (1)	September 30, 2012 (Unaudited)
(Dollars in thousands, except per share amounts)			
ASSETS			
Cash and due from banks	\$ 199,464	\$ 223,814	\$ 176,529
Interest bearing deposits with other banks	361,401	979,800	757,207
Available-for-sale securities, at fair value	2,554,156	2,434,032	2,483,606
Loans and leases	8,806,392	8,672,752	8,716,715
Less: Unearned income	33,277	35,763	36,746
Allowance for credit losses	153,974	164,466	169,019
Net loans and leases	8,619,141	8,472,523	8,510,950
Loans held for sale	77,114	129,138	129,408
Premises and equipment, net	314,441	319,456	321,068
Accrued interest receivable	43,034	44,356	48,314
Goodwill	275,173	275,173	275,173
Bank-owned life insurance	236,969	231,120	203,798
Other real estate owned	76,853	103,248	128,211
Other assets	158,407	184,538	201,473
TOTAL ASSETS	\$ 12,916,153	\$ 13,397,198	\$ 13,235,737
LIABILITIES			
Deposits:			
Demand: Noninterest bearing	\$ 2,597,762	\$ 2,545,169	\$ 2,492,508
Interest bearing	4,493,359	4,799,496	4,697,260
Savings	1,220,227	1,145,785	1,103,490
Other time	2,406,598	2,597,696	2,681,382
Total deposits	10,717,946	11,088,146	10,974,640
Federal funds purchased and securities sold under agreement to repurchase	418,623	414,611	377,676
Accrued interest payable	5,156	6,140	6,759
Junior subordinated debt securities	31,446	160,312	160,312
Long-term debt	83,500	33,500	33,500
Other liabilities	178,871	245,437	236,147
TOTAL LIABILITIES	11,435,542	11,948,146	11,789,034
SHAREHOLDERS' EQUITY			
Common stock, \$2.50 par value per share			

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Authorized - 500,000,000 shares; Issued - 95,211,602, 94,549,867 and 94,440,710 shares, respectively	238,029	236,375	236,102
Capital surplus	312,798	311,909	311,271
Accumulated other comprehensive (loss) income	(39,389)	(8,646)	5,952
Retained earnings	969,173	909,414	893,378
TOTAL SHAREHOLDERS' EQUITY	1,480,611	1,449,052	1,446,703
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 12,916,153	\$ 13,397,198	\$ 13,235,737

(1) Derived from audited financial statements.

See accompanying notes to consolidated financial statements.

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BANCORPSOUTH, INC. AND SUBSIDIARIES

Consolidated Statements of Income

(Unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2013	2012	2013	2012
(In thousands, except for per share amounts)				
INTEREST REVENUE:				
Loans and leases	\$ 98,836	\$ 105,937	\$ 296,452	\$ 322,686
Deposits with other banks	310	399	1,395	1,182
Federal funds sold and securities purchased under agreement to resell	-	2	-	3
Available-for-sale securities:				
Taxable	8,218	9,329	25,323	30,679
Tax-exempt	3,866	4,109	11,737	12,575
Loans held for sale	731	974	2,090	2,204
Total interest revenue	111,961	120,750	336,997	369,329
INTEREST EXPENSE:				
Deposits:				
Interest bearing demand	2,061	3,889	7,609	12,523
Savings	383	686	1,318	2,091
Other time	7,271	9,482	22,983	31,048
Federal funds purchased and securities sold under agreement to repurchase	80	73	213	202
Federal Home Loan Bank borrowings	350	364	1,047	1,097
Junior subordinated debt	1,424	2,875	7,141	8,633
Other	151	2	154	5
Total interest expense	11,720	17,371	40,465	55,599
Net interest revenue	100,241	103,379	296,532	313,730
Provision for credit losses	500	6,000	7,500	22,000
Net interest revenue, after provision for credit losses	99,741	97,379	289,032	291,730
NONINTEREST REVENUE:				
Mortgage lending	5,134	13,549	35,372	39,731
Credit card, debit card and merchant fees	8,834	8,270	24,681	23,580
Deposit service charges	13,679	14,189	39,335	43,002
Trust income	3,332	3,101	9,734	8,522
Security (losses) gains, net	(5)	39	17	290
Insurance commissions	23,800	23,519	76,303	69,636
Other	7,740	7,753	24,499	24,487
Total noninterest revenue	62,514	70,420	209,941	209,248
NONINTEREST EXPENSE:				
Salaries and employee benefits	73,532	74,829	231,230	227,421
Occupancy, net of rental income	10,360	10,944	31,174	31,497

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Equipment	4,555	5,083	14,088	15,540
Deposit insurance assessments	3,325	3,998	9,068	13,375
Voluntary early retirement expense	-	-	10,850	-
Write-off and amortization of bond issue cost	2,907	38	2,983	114
Other	34,718	38,896	107,626	118,027
Total noninterest expense	129,397	133,788	407,019	405,974
Income before income taxes	32,858	34,011	91,954	95,004
Income tax expense	8,001	10,186	25,537	27,689
Net income	\$ 24,857	\$ 23,825	\$ 66,417	\$ 67,315
Earnings per share: Basic	\$ 0.26	\$ 0.25	\$ 0.70	\$ 0.72
Diluted	\$ 0.26	\$ 0.25	\$ 0.70	\$ 0.72
Dividends declared per common share	\$ 0.05	\$ 0.01	\$ 0.07	\$ 0.03

See accompanying notes to consolidated financial statements.

BANCORPSOUTH, INC. AND SUBSIDIARIES
 Consolidated Statements of Comprehensive Income
 (Unaudited)

	Three months ended September 30, 2013		2012		Nine months ended September 30, 2013		2012	
	(In thousands)							
Net income	\$	24,857	\$	23,825	\$	66,417	\$	67,315
Other comprehensive (loss) income, net of tax								
Unrealized (losses) gains on securities		(881)		4,183		(33,220)		6,306
Pension and other postretirement benefits		825		435		2,477		1,907
Other comprehensive (loss) income, net of tax		(56)		4,618		(30,743)		8,213
Comprehensive income	\$	24,801	\$	28,443	\$	35,674	\$	75,528

See accompanying notes to consolidated financial statements.

BANCORPSOUTH, INC. AND SUBSIDIARIES

Consolidated Statements of Cash Flows

(Unaudited)

	Nine months ended September 30,	
	2013	2012
	(In thousands)	
Operating Activities:		
Net income	\$ 66,417	\$ 67,315
Adjustment to reconcile net income to net cash provided by operating activities:		
Provision for credit losses	7,500	22,000
Depreciation and amortization	19,874	20,336
Deferred taxes	(3,002)	-
Amortization of intangibles	2,151	2,366
Amortization of debt securities premium and discount, net	11,514	9,794
Share-based compensation expense	2,017	2,363
Security gains, net	(17)	(290)
Net deferred loan origination expense	(5,845)	(6,088)
Excess tax benefit from exercise of stock options	68	-
Decrease in interest receivable	1,322	2,952
Decrease in interest payable	(984)	(1,885)
Realized gain on mortgages sold	(42,343)	(49,030)
Proceeds from mortgages sold	1,301,266	1,448,252
Origination of mortgages held for sale	(1,202,701)	(1,447,087)
Loss on other real estate owned, net	5,325	20,447
Increase in bank-owned life insurance	(5,849)	(3,713)
Decrease in prepaid pension asset	15,175	3,401
Decrease in prepaid deposit insurance assessments	-	11,086
Other, net	(11,985)	7,377
Net cash provided by operating activities	159,903	109,596
Investing activities:		
Proceeds from calls and maturities of available-for-sale securities	408,824	386,658
Proceeds from sales of available-for-sale securities	-	2,812
Purchases of available-for-sale securities	(617,203)	(348,905)
Net (increase) decrease in loans and leases	(169,671)	124,393
Purchases of premises and equipment	(18,077)	(18,815)
Proceeds from sale of premises and equipment	3,047	1,063
Proceeds from sale of other real estate owned	41,617	50,029
Other, net	108	(23)
Net cash (used in) provided by investing activities	(351,355)	197,212
Financing activities:		
Net (decrease) increase in deposits	(370,200)	19,452
Net increase in short-term debt and other liabilities	4,000	2,232
Advances of long-term debt	50,000	-
Redemption of Junior Subordinated Debt	(128,866)	-
Issuance of common stock	459	108,733
Excess tax benefit from exercise of stock options	(68)	-

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Payment of cash dividends	(6,622)	(2,833)
Net cash (used in) provided by financing activities	(451,297)	127,584
(Decrease) increase in cash and cash equivalents	(642,749)	434,392
Cash and cash equivalents at beginning of period	1,203,614	499,344
Cash and cash equivalents at end of period	\$ 560,865	\$ 933,736

See accompanying notes to consolidated financial statements, specifically Note 18.

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Notes to Consolidated Financial Statements

(Unaudited)

NOTE 1 – BASIS OF FINANCIAL STATEMENT PRESENTATION AND PRINCIPLES OF CONSOLIDATION

The accompanying unaudited interim consolidated financial statements of BancorpSouth, Inc. (the “Company”) have been prepared in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”) and follow general practices within the industries in which the Company operates. For further information, refer to the audited consolidated financial statements and notes included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2012. In the opinion of management, all adjustments necessary for a fair presentation of the consolidated financial statements have been included and all such adjustments were of a normal, recurring nature. The results of operations for the three-month and nine-month periods ended September 30, 2013 are not necessarily indicative of the results to be expected for the full year. Certain 2012 amounts have been reclassified to conform with the 2013 presentation.

The consolidated financial statements include the accounts of the Company, its wholly-owned subsidiaries, BancorpSouth Bank (the “Bank”) and Gumtree Wholesale Insurance Brokers, Inc., and the Bank’s wholly-owned subsidiaries, Personal Finance Corporation of Tennessee, BancorpSouth Insurance Services, Inc., BancorpSouth Investment Services, Inc., BancorpSouth Municipal Development Corporation and BancorpSouth Bank Securities Corporation.

NOTE 2 – LOANS AND LEASES

The Company’s loan and lease portfolio is disaggregated into the following segments: commercial and industrial; real estate; credit card; and all other loans and leases. The real estate segment is further disaggregated into the following classes: consumer mortgage; home equity; agricultural; commercial and industrial-owner occupied; construction, acquisition and development; and commercial real estate. A summary of gross loans and leases by segment and class as of the dates indicated follows:

September 30, 2013	2012	December 31, 2012
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(In thousands)

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Commercial and industrial Real estate	\$ 1,510,035	\$ 1,471,563	\$ 1,484,788
Consumer mortgages	1,931,171	1,888,783	1,873,875
Home equity	490,361	492,833	486,074
Agricultural	234,547	257,733	256,196
Commercial and industrial-owner occupied	1,422,077	1,309,631	1,333,103
Construction, acquisition and development	723,609	823,692	735,808
Commercial real estate	1,795,352	1,738,516	1,748,881
Credit cards	105,112	101,405	104,884
All other	594,128	632,559	649,143
Total	\$ 8,806,392	\$ 8,716,715	\$ 8,672,752

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The following table shows the Company's loans and leases, net of unearned income, as of September 30, 2013 by segment, class and geographical location:

	Alabama and Florida Panhandle (In thousands)	Arkansas*	Mississippi*	Missouri	Greater Memphis Area	Tennessee*	Texas and Louisiana
Commercial and industrial	\$ 82,158	\$ 167,672	\$ 280,961	\$ 30,080	\$ 22,350	\$ 81,512	\$ 25,000
Real estate							
Consumer mortgages	119,583	254,133	696,396	61,622	97,748	156,788	484,890
Home equity	64,712	39,351	164,095	21,443	67,668	68,951	61,879
Agricultural	8,570	74,355	55,503	3,918	15,212	11,869	60,186
Commercial and industrial-owner occupied	165,153	174,315	471,711	60,402	96,102	86,582	277,303
Construction, acquisition and development	91,974	67,271	185,174	26,834	79,615	104,400	135,489
Commercial real estate	264,623	303,769	276,522	195,627	101,268	96,988	408,417
Credit cards	-	-	-	-	-	-	-
All other	35,094	60,041	154,391	2,661	48,839	40,976	88,651
Total	\$ 831,867	\$ 1,140,907	\$ 2,284,753	\$ 402,587	\$ 528,802	\$ 648,066	\$ 1,770,000

* Excludes the Greater Memphis Area.

The Company's loan concentrations which exceed 10% of total loans are reflected in the preceding tables. A substantial portion of construction, acquisition and development loans are secured by real estate in markets in which the Company is located. The Company's loan policy generally prohibits the use of interest reserves on loans originated after March 2010. Certain of the construction, acquisition and development loans were structured with interest-only terms. A portion of the consumer mortgage and commercial real estate portfolios originated through the permanent financing of construction, acquisition and development loans. The prolonged economic downturn has negatively impacted many borrowers' and guarantors' ability to make payments under the terms of the loans as their liquidity has been depleted. Accordingly, the ultimate collectability of a substantial portion of these loans and the recovery of a substantial portion of the carrying amount of other real estate owned ("OREO") are susceptible to changes in real estate values in the corresponding market areas. Continued economic distress could negatively impact additional borrowers' and guarantors' ability to repay their debt which would make more of the Company's loans collateral dependent.

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The following tables provide details regarding the aging of the Company's loan and lease portfolio, net of unearned income, by segment and class at September 30, 2013 and December 31, 2012:

September 30, 2013							
	30-59 Days Past Due	60-89 Days Past Due	90+ Days Past Due	Total Past Due	Current	Total Outstanding	90+ Days Past Due still Accruing
(In thousands)							
Commercial and industrial	\$ 1,553	\$ 580	\$ 1,595	\$ 3,728	\$ 1,500,081	\$ 1,503,809	\$ 15
Real estate							
Consumer mortgages	11,488	2,928	13,004	27,420	1,903,751	1,931,171	1,178
Home equity	1,095	280	569	1,944	488,417	490,361	-
Agricultural	740	22	3,145	3,907	230,640	234,547	-
Commercial and industrial-owner occupied	1,355	3,619	1,440	6,414	1,415,663	1,422,077	-
Construction, acquisition and development	4,525	247	9,210	13,982	709,627	723,609	-
Commercial real estate	7,912	752	8,733	17,397	1,777,955	1,795,352	-
Credit cards	462	290	286	1,038	104,074	105,112	263
All other	1,600	223	455	2,278	564,799	567,077	23
Total	\$ 30,730	\$ 8,941	\$ 38,437	\$ 78,108	\$ 8,695,007	\$ 8,773,115	\$ 1,479

December 31, 2012							
	30-59 Days Past Due	60-89 Days Past Due	90+ Days Past Due	Total Past Due	Current	Total Outstanding	90+ Days Past Due still Accruing
(In thousands)							
Commercial and industrial	\$ 3,531	\$ 476	\$ 4,118	\$ 8,125	\$ 1,468,486	\$ 1,476,611	\$ 414
Real estate	11,308	3,643	13,821	28,772	1,845,103	1,873,875	512

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Consumer mortgages								
Home equity	1,337	371	350	2,058	484,016	486,074	-	
Agricultural	400	287	3,946	4,633	251,563	256,196	10	
Commercial and industrial-owner occupied	2,629	3,587	2,933	9,149	1,323,954	1,333,103	19	
Construction, acquisition and development	2,547	2,472	14,790	19,809	715,999	735,808	-	
Commercial real estate	4,673	56	10,469	15,198	1,733,683	1,748,881	-	
Credit cards	536	379	473	1,388	103,496	104,884	228	
All other	2,354	253	445	3,052	618,505	621,557	27	
Total	\$ 29,315	\$ 11,524	\$ 51,345	\$ 92,184	\$ 8,544,805	\$ 8,636,989	\$ 1,210	

The Company utilizes an internal loan classification system to grade loans according to certain credit quality indicators. These credit quality indicators include, but are not limited to, recent credit performance, delinquency, liquidity, cash flows, debt coverage ratios, collateral type and loan-to-value ratio. The Company's internal loan classification system is compatible with classifications used by the Federal Deposit Insurance Corporation, as well as other regulatory agencies. Loans may be classified as follows:

Pass: Loans which are performing as agreed with few or no signs of weakness. These loans show sufficient cash flow, capital and collateral to repay the loan as agreed.

Special Mention: Loans where potential weaknesses have developed which could cause a more serious problem if not corrected.

Substandard: Loans where well-defined weaknesses exist that require corrective action to prevent further deterioration.

Doubtful: Loans having all the characteristics of Substandard and which have deteriorated to a point where collection and liquidation in full is highly questionable.

Loss: Loans that are considered uncollectible or with limited possible recovery.

Impaired: Loans for which it is probable that the Company will be unable to collect all amounts due according to the contractual terms of the loan agreement and for which a specific impairment reserve has been considered.

The following tables provide details of the Company's loan and lease portfolio, net of unearned income, by segment, class and internally assigned grade at September 30, 2013 and December 31, 2012:

	September 30, 2013						
	Pass	Special Mention	Substandard	Doubtful	Loss	Impaired	Total
	(In thousands)						
Commercial and industrial	\$ 1,461,578	\$ 7,774	\$ 31,596	\$ -	\$ -	\$ 2,861	\$ 1,503,809
Real estate							
Consumer mortgages	1,794,492	22,114	103,987	918	-	9,660	1,931,171
Home equity	471,418	2,569	15,069	-	-	1,305	490,361
Agricultural	210,065	3,044	17,816	-	-	3,622	234,547
Commercial and industrial-owner occupied	1,343,131	12,632	52,992	475	105	12,742	1,422,077
Construction, acquisition and development	637,448	8,450	53,498	1,027	-	23,186	723,609
Commercial real estate	1,668,562	17,266	83,226	412	-	25,886	1,795,352

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Credit cards	105,112	-	-	-	-	-	105,112
All other	548,402	4,497	13,695	-	-	483	567,077
Total	\$ 8,240,208	\$ 78,346	\$ 371,879	\$ 2,832	\$ 105	\$ 79,745	\$ 8,773,115

December 31, 2012

	Pass	Special Mention	Substandard	Doubtful	Loss	Impaired	Total
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(In thousands)

Commercial and industrial Real estate	\$ 1,426,498	\$ 14,663	\$ 29,876	\$ 729	\$ -	\$ 4,845	\$ 1,476,611
Consumer mortgages	1,691,682	32,840	131,141	2,907	198	15,107	1,873,875
Home equity	461,151	4,791	17,619	1,057	76	1,380	486,074
Agricultural	227,138	5,729	17,947	-	-	5,382	256,196
Commercial and industrial-owner occupied	1,202,111	31,087	82,816	369	-	16,720	1,333,103
Construction, acquisition and development	567,881	30,846	75,031	715	-	61,335	735,808
Commercial real estate	1,524,262	53,455	120,591	160	-	50,413	1,748,881
Credit cards	104,884	-	-	-	-	-	104,884
All other	600,807	8,397	10,196	601	10	1,546	621,557
Total	\$ 7,806,414	\$ 181,808	\$ 485,217	\$ 6,538	\$ 284	\$ 156,728	\$ 8,636,989

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The following tables provide details regarding impaired loans and leases, net of unearned income, by segment and class as of and for the three and nine months ended September 30, 2013 and as of and for the year ended December 31, 2012:

	September 30, 2013			Average Recorded Investment		Interest Income Recognized	
	Recorded Investment in Impaired Loans	Unpaid Principal Balance of Impaired Loans	Related Allowance for Credit Losses	Three months ended September 30, 2013	Nine months ended September 30, 2013	Three months ended September 30, 2013	Nine months ended September 30, 2013
(In thousands)							
With no related allowance:							
Commercial and industrial	\$ 2,861	\$ 3,244	\$ -	\$ 2,868	\$ 2,792	\$ 6	\$ -
Real estate:							
Consumer mortgages	7,917	10,698	-	9,779	10,041	20	48
Home equity	873	911	-	694	1,007	1	4
Agricultural	3,622	4,219	-	3,630	3,809	-	4
Commercial and industrial-owner occupied	9,714	12,173	-	7,514	8,306	23	60
Construction, acquisition and development	16,666	25,026	-	19,708	30,212	17	89
Commercial real estate	18,613	25,724	-	18,900	27,513	33	140
All other	483	776	-	489	786	2	6
Total	\$ 60,749	\$ 82,771	\$ -	\$ 63,582	\$ 84,466	\$ 102	\$ 302
With an allowance:							
Commercial and industrial	\$ -	\$ -	\$ 283	\$ 123	\$ 788	\$ -	\$ -
Real estate:							
Consumer mortgages	1,743	1,743	489	3,059	4,037	11	24
Home equity	432	432	23	337	593	-	2
Agricultural	-	-	-	39	439	-	2
Commercial and industrial-owner occupied	3,028	3,090	1,119	4,417	5,434	18	52
Construction, acquisition and development	6,520	6,666	1,637	5,087	8,692	9	63
	7,273	12,253	292	12,008	13,033	4	51

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Commercial real estate									
All other	-	-	-	-	-	-	-	-	-
Total	\$ 18,996	\$ 24,184	\$ 3,843	\$ 25,070	\$ 33,016	\$ 42	\$		1
Total:									
Commercial and industrial	\$ 2,861	\$ 3,244	\$ 283	\$ 2,991	\$ 3,580	\$ 6	\$		
Real estate:									
Consumer mortgages	9,660	12,441	489	12,838	14,078	31		72	
Home equity	1,305	1,343	23	1,031	1,600	1		6	
Agricultural	3,622	4,219	-	3,669	4,248	-		6	
Commercial and industrial-owner occupied	12,742	15,263	1,119	11,931	13,740	41		112	
Construction, acquisition and development	23,186	31,692	1,637	24,795	38,904	26		152	
Commercial real estate	25,886	37,977	292	30,908	40,546	37		191	
All other	483	776	-	489	786	2		6	
Total	\$ 79,745	\$ 106,955	\$ 3,843	\$ 88,652	\$ 117,482	\$ 144	\$		5

	December 31, 2012				
	Recorded Investment in Impaired Loans	Unpaid Principal Balance of Impaired Loans	Related Allowance for Credit Losses	Average Recorded Investment	Interest Income Recognized
(In thousands)					
With no related allowance:					
Commercial and industrial	\$ 2,557	\$ 4,169	\$ -	\$ 2,779	\$ 12
Real estate:					
Consumer mortgages	11,307	15,464	-	11,762	77
Home equity	934	1,078	-	858	6
Agricultural	4,435	6,292	-	3,527	8
Commercial and industrial-owner occupied	13,018	16,551	-	12,674	123
Construction, acquisition and development	47,982	69,331	-	54,085	324
Commercial real estate	33,952	45,722	-	19,824	199
All other	1,544	2,165	-	848	9
Total	\$ 115,729	\$ 160,772	\$ -	\$ 106,357	\$ 758
With an allowance:					
Commercial and industrial	\$ 2,288	\$ 2,288	\$ 1,241	\$ 5,368	\$ 38
Real estate:					
Consumer mortgages	3,800	3,914	1,103	10,323	88
Home equity	446	446	111	569	5
Agricultural	947	947	92	1,468	12
Commercial and industrial-owner occupied	3,702	4,737	864	9,977	65
Construction, acquisition and development	13,353	16,257	4,350	45,582	377
Commercial real estate	16,461	16,709	2,720	16,953	204
All other	2	2	60	324	3
Total	\$ 40,999	\$ 45,300	\$ 10,541	\$ 90,564	\$ 792
Total:	\$ 4,845	\$ 6,457	\$ 1,241	\$ 8,147	\$ 50

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Commercial and industrial						
Real estate:						
Consumer mortgages	15,107	19,378	1,103	22,085	165	
Home equity	1,380	1,524	111	1,427	11	
Agricultural	5,382	7,239	92	4,995	20	
Commercial and industrial-owner occupied	16,720	21,288	864	22,651	188	
Construction, acquisition and development	61,335	85,588	4,350	99,667	701	
Commercial real estate	50,413	62,431	2,720	36,777	403	
All other	1,546	2,167	60	1,172	12	
Total	\$ 156,728	\$ 206,072	\$ 10,541	\$ 196,921	\$ 1,550	

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The following tables provide details regarding impaired real estate construction, acquisition and development loans and leases, net of unearned income, by collateral type as of and for the three months and nine months ended September 30, 2013 and as of and for the year ended December 31, 2012:

	September 30, 2013			Average Recorded Investment		Interest Income		Recognized	
	Recorded	Unpaid	Related	Three months	Nine months	Three months	Nine months	ended	ended
	Investment	Principal	Allowance	ended	ended	ended	ended	September	September
	in Impaired	Impaired	for Credit	September 30,	September 30,	September 30,	September 30,	30,	30,
	Loans	Loans	Losses	2013	2013	2013	2013	2013	2013
	(In thousands)								
With no related allowance:									
Multi-family construction	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
One-to-four family construction	2,638	4,147	-	3,916	5,675	6		25	
Recreation and all other loans	744	790	-	750	872	-		1	
Commercial construction	126	464	-	126	2,060	-		1	
Commercial acquisition and development	7,579	8,664	-	8,572	10,164	5		35	
Residential acquisition and development	5,579	10,961	-	6,344	11,441	6		27	
Total	\$ 16,666	\$ 25,026	\$ -	\$ 19,708	\$ 30,212	\$ 17		\$ 89	
With an allowance:									
Multi-family construction	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
One-to-four family	-	-	-	86	442	-		3	

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construction Recreation and all other loans	-	-	-	-	-	-	-	-	-
Commercial construction	1,461	1,461	629	476	672	3	11		
Commercial acquisition and development	2,539	2,620	244	1,636	1,607	2	10		
Residential acquisition and development	2,520	2,585	764	2,889	5,971	4	39		
Total	\$ 6,520	\$ 6,666	\$ 1,637	\$ 5,087	\$ 8,692	\$ 9	\$ 63		

Total: Multi-family construction	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
One-to-four family construction	2,638	4,147	-	4,002	6,117	6	28
Recreation and all other loans	744	790	-	750	872	-	1
Commercial construction	1,587	1,925	629	602	2,732	3	12
Commercial acquisition and development	10,118	11,284	244	10,208	11,771	7	45
Residential acquisition and development	8,099	13,546	764	9,233	17,412	10	66
Total	\$ 23,186	\$ 31,692	\$ 1,637	\$ 24,795	\$ 38,904	\$ 26	\$ 152

	December 31, 2012				
	Recorded	Unpaid	Related	Average	Interest
	Investment	Principal	Allowance	Recorded	Income
	in Impaired	Balance of	for Credit	Investment	Recognized
	Loans	Impaired	Losses		
	Loans	Loans			
(In thousands)					
With no related allowance:					
Multi-family construction	\$ -	\$ -	\$ -	\$ -	\$ -
One-to-four family construction	8,475	13,586	-	8,070	53
Recreation and all other loans	1,117	1,335	-	623	5
Commercial construction	5,714	6,646	-	3,585	51
Commercial acquisition and development	13,753	15,786	-	12,145	63
Residential acquisition and development	18,923	31,978	-	29,662	152
Total	\$ 47,982	\$ 69,331	\$ -	\$ 54,085	\$ 324
With an allowance:					
Multi-family construction	\$ -	\$ -	\$ -	\$ -	\$ -
One-to-four family construction	1,130	1,475	290	4,094	29
Recreation and all other loans	-	-	-	69	-
Commercial construction	-	-	-	1,255	15
Commercial acquisition and development	1,711	1,960	563	9,206	74
Residential acquisition and development	10,512	12,822	3,497	30,958	259
Total	\$ 13,353	\$ 16,257	\$ 4,350	\$ 45,582	\$ 377
Total:					
Multi-family construction	\$ -	\$ -	\$ -	\$ -	\$ -
One-to-four family construction	9,605	15,061	290	12,164	82
Recreation and all other loans	1,117	1,335	-	692	5
Commercial construction	5,714	6,646	-	4,840	66
Commercial acquisition and development	15,464	17,746	563	21,351	137
Residential acquisition and development	29,435	44,800	3,497	60,620	411
Total	\$ 61,335	\$ 85,588	\$ 4,350	\$ 99,667	\$ 701

Loans considered impaired under Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 310, Receivables (“FASB ASC 310”), are loans for which, based on current information and events, it is probable that the Company will be unable to collect all amounts due according to the contractual terms of the loan

agreement. The Company's recorded investment in loans considered impaired at September 30, 2013 and December 31, 2012 was \$79.7 million and \$156.7 million, respectively. At September 30, 2013 and December 31, 2012, \$19.0 million and \$41.0 million, respectively, of those impaired loans had a valuation allowance of \$3.8 million and \$10.5 million, respectively. The remaining balance of impaired loans of \$60.7 million and \$115.7 million at September 30, 2013 and December 31, 2012, respectively, were charged down to fair value, less estimated selling costs which approximated net realizable value. Therefore, such loans did not have an associated valuation allowance. Impaired loans that were characterized as troubled debt restructurings ("TDRs") totaled \$25.0 million and \$47.3 million at September 30, 2013 and December 31, 2012, respectively. The average

recorded investment in impaired loans was \$88.7 million and \$117.5 million for the three months and nine months ended September 30, 2013, respectively, and \$196.9 million for the year ended December 31, 2012.

Non-performing loans and leases (“NPLs”) consist of non-accrual loans and leases, loans and leases 90 days or more past due and still accruing, and loans and leases that have been restructured (primarily in the form of reduced interest rates and modified payment terms) because of the borrower’s weakened financial condition or bankruptcy proceedings. The following table presents information concerning NPLs as of the dates indicated:

	September 30, 2013	2012	December 31, 2012
	(In thousands)		
Non-accrual loans and leases	\$ 121,353	\$ 219,738	\$ 207,241
Loans and leases 90 days or more past due, still accruing	1,479	1,442	1,210
Restructured loans and leases still accruing	21,502	26,147	25,099
Total non-performing loans and leases	\$ 144,334	\$ 247,327	\$ 233,550

The Bank’s policy for all loan classifications provides that loans and leases are generally placed in non-accrual status if, in management’s opinion, payment in full of principal or interest is not expected or payment of principal or interest is more than 90 days past due, unless such loan or lease is both well-secured and in the process of collection. At September 30, 2013, the Company’s geographic NPL distribution was concentrated primarily in its Alabama, Mississippi and Tennessee markets, including the greater Memphis, Tennessee area, a portion of which is in northwest Mississippi and Arkansas. The following table presents the Company’s nonaccrual loans and leases by segment and class as of the dates indicated:

	September 30, 2013	2012	December 31, 2012
	(In thousands)		
Commercial and industrial	\$ 5,498	\$ 8,674	\$ 9,311
Real estate			
Consumer mortgages	30,569	35,599	36,133
Home equity	3,287	3,471	3,497
Agricultural	4,086	7,190	7,587
Commercial and industrial-owner occupied	18,138	27,059	20,910
Construction, acquisition and development	26,127	92,351	66,635
Commercial real estate	31,468	40,514	57,656
Credit cards	196	465	415
All other	1,984	4,415	5,097

Total	\$ 121,353	\$ 219,738	\$ 207,241
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In the normal course of business, management will sometimes grant concessions, which would not otherwise be considered, to borrowers that are experiencing financial difficulty. Loans identified as meeting the criteria set out in FASB ASC 310 are identified as TDRs. The concessions granted most frequently for TDRs involve reductions or delays in required payments of principal and interest for a specified period, the rescheduling of payments in accordance with a bankruptcy plan or the charge-off of a portion of the loan. In most cases, the conditions of the credit also warrant nonaccrual status, even after the restructure occurs. Other conditions that warrant a loan being considered a TDR include reductions in interest rates to below market rates due to bankruptcy plans or by the bank in an attempt to assist the borrower in working through liquidity problems. As part of the credit approval process, the restructured loans are evaluated for adequate collateral protection in determining the appropriate accrual status at the time of restructure. TDRs recorded as nonaccrual loans may generally be returned to accrual status in periods after the restructure if there has been at least a six-month period of sustained repayment performance by the borrower in accordance with the terms of the restructured loan and the interest rate at the time of restructure was at or above market for a comparable loan. During the third quarter of 2013, the most common

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concessions that were granted involved rescheduling payments of principal and interest over a longer amortization period, granting a period of reduced principal payment or interest only payment for a limited time period, or the rescheduling of payments in accordance with a bankruptcy plan.

The following tables summarize the financial effect of TDRs for the periods indicated:

Three months ended September 30, 2013				
	Number	Pre-Modification	Post-Modification	
	of	Outstanding	Outstanding	
	Contracts	Recorded	Recorded	
		Investment	Investment	
(Dollars in thousands)				
Commercial and industrial	1	\$ 835	\$ 835	
Real estate				
Consumer mortgages	10	452	451	
Commercial and industrial-owner occupied	2	2,234	2,231	
Commercial real estate	3	1,406	1,403	
All other	3	1,112	1,112	
Total	19	\$ 6,039	\$ 6,032	

Nine months ended September 30, 2013				
	Number	Pre-Modification	Post-Modification	
	of	Outstanding	Outstanding	
	Contracts	Recorded	Recorded	
		Investment	Investment	
(Dollars in thousands)				
Commercial and industrial	3	\$ 919	\$ 919	
Real estate				
Consumer mortgages	16	1,233	1,231	
Home equity	1	15	-	
Commercial and industrial-owner occupied	7	3,361	3,358	
Construction, acquisition and development	12	2,568	2,546	
Commercial real estate	4	1,574	1,570	
All other	3	1,112	1,112	
Total	46	\$ 10,782	\$ 10,736	

	Year ended December 31, 2012		
	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
		(Dollars in thousands)	
Commercial and industrial Real estate	8	\$ 1,686	\$ 1,348
Consumer mortgages	38	9,875	9,109
Agricultural	2	853	861
Commercial and industrial-owner occupied	30	14,367	13,741
Construction, acquisition and development	37	21,583	21,159
Commercial real estate	12	8,159	8,132
All other	9	1,855	1,692
Total	136	\$ 58,378	\$ 56,042

The tables below summarize TDRs within the previous 12 months for which there was a payment default during the period indicated (i.e., 30 days or more past due at any given time during the period indicated).

Three months ended September
30, 2013
Number of Recorded
Contracts Investment

(Dollars in thousands)

Real estate			
Consumer mortgages	2	\$	129
Commercial and industrial-owner occupied	2	464	
Construction, acquisition and development	1	351	
Total	5	\$	944

Nine months ended September 30,
2013
Number of Recorded
Contracts Investment

(Dollars in thousands)

Commercial and industrial	3	\$	129
Real estate			
Consumer mortgages	7	580	
Commercial and industrial-owner occupied	5	730	
Construction, acquisition and development	3	1,874	
Commercial real estate	3	3,534	
All other	1	1	
Total	22	\$	6,848

Year ended December 31, 2012

	Number of Contracts (Dollars in thousands)	Recorded Investment	
Commercial and industrial Real estate	2	\$	179
Consumer mortgages	18	2,096	
Agricultural	1	170	
Commercial and industrial-owner occupied	11	2,659	
Construction, acquisition and development	21	5,503	
Commercial real estate	4	2,525	
All other	1	7	
Total	58	\$	13,139

NOTE 3 – ALLOWANCE FOR CREDIT LOSSES

The following tables summarize the changes in the allowance for credit losses by segment and class for the periods indicated:

	Nine months ended September 30, 2013				Balance, End of Period
	Balance, Beginning of Period	Charge-offs	Recoveries	Provision	
	(In thousands)				
Commercial and industrial Real estate	\$ 23,286	\$ (3,835)	\$ 2,156	\$ (2,275)	\$ 19,332
Consumer mortgages	35,966	(7,724)	3,332	4,793	36,367
Home equity	6,005	(1,182)	510	327	5,660
Agricultural	3,301	(498)	181	(182)	2,802
Commercial and industrial-owner occupied	20,178	(2,814)	1,990	(1,640)	17,714
Construction, acquisition and development	21,905	(4,961)	2,199	(6,218)	12,925
Commercial real estate	40,081	(9,302)	4,194	9,815	44,788
Credit cards	3,611	(1,757)	496	1,232	3,582
All other	10,133	(1,791)	814	1,648	10,804
Total	\$ 164,466	\$ (33,864)	\$ 15,872	\$ 7,500	\$ 153,974

	Year ended December 31, 2012				Balance, End of Period
	Balance, Beginning of Period	Charge-offs	Recoveries	Provision	
	(In thousands)				
Commercial and industrial Real estate	\$ 20,724	\$ (12,362)	\$ 7,096	\$ 7,828	\$ 23,286
Consumer mortgages	36,529	(13,122)	1,836	10,723	35,966
Home equity	8,630	(2,721)	496	(400)	6,005
Agricultural	3,921	(1,240)	126	494	3,301
Commercial and industrial-owner occupied	21,929	(9,015)	2,696	4,568	20,178
Construction, acquisition and development	45,562	(33,085)	8,407	1,021	21,905
Commercial real estate	39,444	(12,728)	8,538	4,827	40,081
Credit cards	4,021	(2,221)	527	1,284	3,611
All other	14,358	(2,904)	1,024	(2,345)	10,133
Total	\$ 195,118	\$ (89,398)	\$ 30,746	\$ 28,000	\$ 164,466

Nine months ended
September 30, 2012

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	Balance, Beginning of Period (In thousands)	Charge-offs	Recoveries	Provision	Balance, End of Period
Commercial and industrial Real estate	\$ 20,724	\$ (10,188)	\$ 3,589	\$ 7,580	\$ 21,705
Consumer mortgages	36,529	(9,333)	1,017	3	28,216
Home equity	8,630	(1,657)	430	(1,482)	5,921
Agricultural	3,921	(784)	116	(599)	2,654
Commercial and industrial-owner occupied	21,929	(7,594)	2,135	2,849	19,319
Construction, acquisition and development	45,562	(27,799)	6,786	7,993	32,542
Commercial real estate	39,444	(8,702)	6,330	5,099	42,171
Credit cards	4,021	(1,690)	383	455	3,169
All other	14,358	(1,927)	789	102	13,322
Total	\$ 195,118	\$ (69,674)	\$ 21,575	\$ 22,000	\$ 169,019

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The following tables provide the allowance for credit losses by segment, class and impairment status as of the dates indicated::

	September 30, 2013			
	Recorded Balance of Impaired Loans	Allowance for Impaired Loans and Leases	Allowance for All Other Loans and Leases	Total Allowance
	(In thousands)			
Commercial and industrial Real estate	\$ 2,861	\$ 283	\$ 19,049	\$ 19,332
Consumer mortgages	9,660	489	35,878	36,367
Home equity	1,305	23	5,637	5,660
Agricultural	3,622	-	2,802	2,802
Commercial and industrial-owner occupied	12,742	1,119	16,595	17,714
Construction, acquisition and development	23,186	1,637	11,288	12,925
Commercial real estate	25,886	292	44,496	44,788
Credit cards	-	-	3,582	3,582
All other	483	-	10,804	10,804
Total	\$ 79,745	\$ 3,843	\$ 150,131	\$ 153,974

	December 31, 2012			
	Recorded Balance of Impaired Loans	Allowance for Impaired Loans and Leases	Allowance for All Other Loans and Leases	Total Allowance
	(In thousands)			
Commercial and industrial Real estate	\$ 4,845	\$ 1,241	\$ 22,045	\$ 23,286
Consumer mortgages	15,107	1,103	34,863	35,966
Home equity	1,380	111	5,894	6,005
Agricultural	5,382	92	3,209	3,301
Commercial and industrial-owner occupied	16,720	864	19,314	20,178
Construction, acquisition and development	61,335	4,350	17,555	21,905
Commercial real estate	50,413	2,720	37,361	40,081
Credit cards	-	-	3,611	3,611
All other	1,546	60	10,073	10,133
Total	\$ 156,728	\$ 10,541	\$ 153,925	\$ 164,466

Management evaluates impaired loans individually in determining the adequacy of the allowance for impaired loans. As a result of the Company individually evaluating loans of \$500,000 or more that are 60 or more days past due for impairment, further review of remaining loans collectively, as well as the corresponding potential allowance, would be immaterial in the opinion of management.

NOTE 4 – OTHER REAL ESTATE OWNED

The following table presents the activity in OREO for the periods indicated:

	Nine months ended September 30, 2013		2012	Year ended December 31, 2012
	(In thousands)			
Balance at beginning of period	\$ 103,248	\$ 173,805		\$ 173,805
Additions to foreclosed properties				
New foreclosed properties	21,397	23,938		32,389
Reductions in foreclosed properties				
Sales	(42,785)	(53,328)		(81,220)
Writedowns	(5,007)	(16,204)		(21,726)
Balance at end of period	\$ 76,853	\$ 128,211		\$ 103,248

The following tables present the OREO by geographical location, segment and class as of the dates indicated:

	September 30, 2013								
	Alabama and Florida Panhandle	Arkansas*	Mississippi*	Missouri	Greater Memphis Area	Tennessee*	Texas and Louisiana	Other	
	(In thousands)								
Commercial and industrial Real estate	\$ 251	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Consumer mortgages	1,886	634	1,876	-	543	186	60	108	
Home equity	442	58	-	-	-	175	-	-	
Agricultural	907	-	216	-	1,153	1,835	-	-	
Commercial and industrial-owner occupied	246	112	1,118	-	348	-	105	-	
Construction, acquisition and development	15,820	741	11,749	400	24,941	7,680	57	242	
	352	316	569	-	980	150	140	-	

Commercial real
estate

All other	-	58	132	98	28	14	94	33
Total	\$ 19,904	\$ 1,919	\$ 15,660	\$ 498	\$ 27,993	\$ 10,040	\$ 456	\$ 383

* Excludes the Greater Memphis Area.

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	December 31, 2012								
	Alabama and Florida Panhandle (In thousands)	Arkansas*	Mississippi*	Missouri	Greater Memphis Area	Tennessee*	Texas and Louisiana	Other	
Commercial and industrial	\$ 395	\$ -	\$ 106	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Real estate									
Consumer mortgages	1,714	173	2,220	-	961	624	760	3,665	
Home equity	-	-	-	-	-	-	-	-	-
Agricultural	856	-	99	-	1,089	2,169	212	-	
Commercial and industrial-owner occupied	155	146	1,602	-	2,630	66	146	-	
Construction, acquisition and development	13,610	1,430	15,659	734	35,717	9,535	1,844	448	
Commercial real estate	478	1,420	3	263	819	76	176	-	
All other	46	16	227	92	734	12	89	32	
Total	\$ 17,254	\$ 3,185	\$ 19,916	\$ 1,089	\$ 41,950	\$ 12,482	\$ 3,227	\$ 4,144	

* Excludes the Greater Memphis Area.

	September 30, 2012								
	Alabama and Florida Panhandle (In thousands)	Arkansas*	Mississippi*	Missouri	Greater Memphis Area	Tennessee*	Texas and Louisiana	Other	
Commercial and industrial	\$ 411	\$ 94	\$ 105	\$ -	\$ 797	\$ -	\$ -	\$ -	\$ -
Real estate									
Consumer mortgages	2,621	251	2,645	71	1,350	634	290	4,084	
Home equity	-	-	216	-	-	-	-	-	-
Agricultural	876	-	-	-	1,130	2,303	-	-	
Commercial and industrial-owner occupied	533	69	1,510	-	375	50	146	-	
Construction, acquisition and development	16,953	1,647	15,800	880	41,732	13,929	2,163	523	
Commercial real estate	826	1,548	2,219	362	7,014	245	226	-	
All other	46	16	224	113	1,152	-	-	32	
Total	\$ 22,266	\$ 3,625	\$ 22,719	\$ 1,426	\$ 53,550	\$ 17,161	\$ 2,825	\$ 4,637	

* Excludes the Greater Memphis Area.

The Company incurred total foreclosed property expenses of \$3.3 million and \$8.8 million for the three months ended September 30, 2013 and 2012, respectively. Realized net losses on dispositions and holding losses on valuations of these properties, a component of total foreclosed property expenses, were \$2.1 million and \$7.0 million for the three months ended September 30, 2013 and 2012, respectively. The Company incurred total foreclosed property expenses of \$8.9 million and \$27.4 million for the nine months ended September 30, 2013 and 2012, respectively. Realized net losses on dispositions and holding losses on valuations of these properties, a component of total foreclosed property expenses, were \$5.3 million and \$20.4 million for the nine months ended September 30, 2013 and 2012, respectively.

NOTE 5 – SECURITIES

A comparison of amortized cost and estimated fair values of available-for-sale securities as of September 30, 2013 and December 31, 2012 follows:

September 30, 2013

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
(In thousands)				
U.S. Government agencies	\$ 1,512,554	\$ 11,921	\$ 5,016	\$ 1,519,459
Government agency issued residential mortgage-backed securities	265,163	4,673	1,469	268,367
Government agency issued commercial mortgage-backed securities	238,489	2,026	11,103	229,412
Obligations of states and political subdivisions	516,784	14,749	2,644	528,889
Other	6,935	1,094	-	8,029
Total	\$ 2,539,925	\$ 34,463	\$ 20,232	\$ 2,554,156

December 31, 2012

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
(In thousands)				
U.S. Government agencies	\$ 1,380,979	\$ 21,081	\$ 64	\$ 1,401,996
Government agency issued residential mortgage-backed securities	358,677	8,457	259	366,875
Government agency issued commercial mortgage-backed securities	87,314	4,266	135	91,445
Obligations of states and political subdivisions	531,940	34,049	116	565,873
Other	7,052	791	-	7,843

Total \$ 2,365,962 \$ 68,644 \$ 574 \$ 2,434,032

Gross gains of approximately \$43,000 and gross losses of approximately \$26,000 were recognized on available-for-sale securities during the first nine months of 2013, while gross gains of approximately \$329,000 and gross losses of approximately \$39,000 were recognized during the first nine months of 2012.

The amortized cost and estimated fair value of available-for-sale securities at September 30, 2013 by contractual maturity are shown below. Actual maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties. Equity securities are considered as maturing after ten years.

	September 30, 2013		
	Amortized Cost	Estimated Fair Value	Weighted Average Yield
	(Dollars in thousands)		
Maturing in one year or less	\$ 518,661	\$ 521,825	1.62 %
Maturing after one year through five years	1,132,003	1,138,516	1.33
Maturing after five years through ten years	161,230	165,642	5.74
Maturing after ten years	224,379	230,394	5.92
Mortgage-backed securities	503,652	497,779	2.04
Total	\$ 2,539,925	\$ 2,554,156	

The following tables summarize information pertaining to temporarily impaired available-for-sale securities with continuous unrealized loss positions at September 30, 2013 and December 31, 2012:

	September 30, 2013					
	Continuous Unrealized Loss Position					
	Less Than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
	(In thousands)					
U.S. Government agencies	\$ 396,667	\$ 5,016	\$ -	\$ -	\$ 396,667	\$ 5,016
Government agency issued residential mortgage-backed securities	74,939	1,319	4,749	150	79,688	1,469
Government agency issued commercial mortgage-backed securities	190,975	10,900	10,606	203	201,581	11,103
Obligations of states and political subdivisions	102,323	2,597	773	47	103,096	2,644
Other	-	-	-	-	-	-
Total	\$ 764,904	\$ 19,832	\$ 16,128	\$ 400	\$ 781,032	\$ 20,232

	December 31, 2012					
	Continuous Unrealized Loss Position					
	Less Than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
	(In thousands)					
U.S. Government agencies	\$ 47,395	\$ 64	\$ -	\$ -	\$ 47,395	\$ 64
Government agency issued residential mortgage-backed securities	55,939	145	2,839	114	58,778	259

Government agency issued commercial mortgage-backed securities	26,239	135	-	-	26,239	135
Obligations of states and political subdivisions	9,247	73	313	43	9,560	116
Other	-	-	-	-	-	-
Total	\$ 138,820	\$ 417	\$ 3,152	\$ 157	\$ 141,972	\$ 574

Based upon a review of the credit quality of these securities, and considering that the issuers were in compliance with the terms of the securities, management has no intent to sell these securities, and it is more likely than not that the Company would not be required to sell the securities prior to recovery of costs. Therefore, the impairments related to these securities were determined to be temporary. No other-than-temporary impairment was recorded during the first nine months of 2013.

NOTE 6 – PER SHARE DATA

Basic earnings per share (“EPS”) are calculated using the two-class method. The two-class method provides that unvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and shall be included in the computation of basic

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EPS. Diluted EPS is computed using the weighted-average number of shares determined for the basic EPS computation plus the shares resulting from the assumed exercise of all outstanding share-based awards using the treasury stock method. Weighted-average antidilutive stock options to purchase 1.6 million and 1.8 million shares of Company common stock with a weighted average exercise price of \$23.42 and \$23.40 per share for the three months and nine months ended September 30, 2013, respectively, were excluded from diluted shares. There were no antidilutive other equity awards for the three months and nine months ended September 30, 2013. Weighted-average antidilutive stock options to purchase 2.9 million shares of Company common stock for both the three months and nine months ended September 30, 2012, with a weighted average exercise price of \$20.59 and \$20.67 per share for the three months and nine months ended September 30, 2012, respectively, were excluded from diluted shares. Antidilutive other equity awards of approximately 50,000 and 17,000 shares of Company common stock for the three months and nine months ended September 30, 2012, respectively, were also excluded from diluted shares. The following tables provide a reconciliation of the numerators and denominators of the basic and diluted earnings per share computations for the periods shown:

	Three months ended September 30, 2013			2012		
	Income (Numerator)	Shares (Denominator)	Per Share Amount	Income (Numerator)	Shares (Denominator)	Per Share Amount
Basic EPS	(In thousands, except per share amounts)					
Income available to common shareholders	\$ 24,857	95,201	\$ 0.26	\$ 23,825	94,438	\$ 0.25
Effect of dilutive share- based awards	-	318		-	91	
Diluted EPS						
Income available to common shareholders plus assumed exercise of all outstanding share-based awards	\$ 24,857	95,519	\$ 0.26	\$ 23,825	94,529	\$ 0.25

	Nine months ended September 30, 2013			2012		
	Income (Numerator)	Shares (Denominator)	Per Share Amount	Income (Numerator)	Shares (Denominator)	Per Share Amount

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Basic EPS	(In thousands, except per share amounts)									
Income available to common shareholders	\$	66,417	94,991	\$	0.70	\$	67,315	93,534	\$	0.72
Effect of dilutive share-based awards		-	236				-	79		
Diluted EPS										
Income available to common shareholders plus assumed exercise of all outstanding share-based awards	\$	66,417	95,227	\$	0.70	\$	67,315	93,613	\$	0.72

NOTE 7 – COMPREHENSIVE INCOME

The following tables present the components of other comprehensive (loss) income and the related tax effects allocated to each component for the periods indicated:

	Three months ended September 30, 2013			2012		
	Before tax amount	Tax effect	Net of tax amount	Before tax amount	Tax effect	Net of tax amount
Net unrealized (losses) gains on available-for- sale securities:	(In thousands)					
Unrealized (losses) gains arising during holding period	\$ (1,439)	\$ 554	\$ (885)	\$ 6,820	\$ (2,613)	\$ 4,207
Reclassification adjustment for net losses (gains) realized in net income (1)	5	(1)	4	(39)	15	(24)
Recognized employee benefit plan net periodic benefit cost (2)	1,337	(512)	825	704	(269)	435
Other comprehensive (loss) income	\$ (97)	\$ 41	\$ (56)	\$ 7,485	\$ (2,867)	\$ 4,618
Net income			24,857			23,825
Comprehensive income			\$ 24,801			\$ 28,443

Nine months ended September 30,
2013

2012

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	Before tax amount	Tax effect	Net of tax amount	Before tax amount	Tax effect	Net of tax amount
Net unrealized (losses) gains on available-for- sale securities:	(In thousands)					
Unrealized (losses) gains arising during holding period	\$ (53,820)	\$ 20,610	\$ (33,210)	\$ 10,519	\$ (4,034)	\$ 6,485
Reclassification adjustment for net gains realized in net income (1)	(17)	7	(10)	(290)	111	(179)
Recognized employee benefit plan net periodic benefit cost (2)	4,011	(1,534)	2,477	3,088	(1,181)	1,907
Other comprehensive (loss) income	\$ (49,826)	\$ 19,083	\$ (30,743)	\$ 13,317	\$ (5,104)	\$ 8,213
Net income			66,417			67,315
Comprehensive income			\$ 35,674			\$ 75,528

(1) Reclassification adjustments for net gains (losses) on available-for-sale securities are reported as net security gains (losses) on the consolidated statements of income.

(2) Recognized employee benefit plan net periodic benefit cost include amortization of unrecognized transition amount, recognized prior service cost and recognized net loss. For more information, see Note 9 - Pension Benefits.

NOTE 8 – GOODWILL AND OTHER INTANGIBLE ASSETS

The carrying amounts of goodwill by operating segment for the nine months ended September 30, 2013 were as follows:

	Community Banking	Insurance Agencies	Total
	(In thousands)		
Balance as of December 31, 2012	\$ 217,618	\$ 57,555	\$ 275,173
Goodwill recorded during the period	-	-	-
Purchase accounting adjustments	-	-	-
Balance as of September 30, 2013	\$ 217,618	\$ 57,555	\$ 275,173

The Company's policy is to assess goodwill for impairment at the reporting segment level on an annual basis or sooner if an event occurs or circumstances change which indicate that the fair value of a reporting segment is below its carrying amount. Impairment is the condition that exists when the carrying amount of goodwill exceeds its implied fair value. Accounting standards require management to estimate the fair value of each reporting segment in assessing impairment at least annually. The Company's annual assessment date is during the Company's fourth quarter. No events occurred during the first nine months of 2013 that indicated the necessity of an earlier goodwill impairment assessment.

In the current economic environment, forecasting cash flows, credit losses and growth in addition to valuing the Company's assets with any degree of assurance is very difficult and subject to significant changes over very short periods of time. Management will continue to update its analysis as circumstances change. As market conditions continue to be volatile and unpredictable, impairment of goodwill related to the Company's reporting segments may be necessary in future periods.

The following tables present information regarding the components of the Company's identifiable intangible assets for the dates and periods indicated:

As of

As of

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	September 30, 2013		December 31, 2012	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Amortized intangible assets:	(In thousands)			
Core deposit intangibles	\$ 27,801	\$ 22,115	\$ 27,801	\$ 21,674
Customer relationship intangibles	36,239	27,695	36,239	26,098
Non-solicitation intangibles	525	264	525	151
Total	\$ 64,565	\$ 50,074	\$ 64,565	\$ 47,923
Unamortized intangible assets:				
Trade names	\$ 688	\$ -	\$ 688	\$ -

	Three months ended		Nine months ended	
	September 30, 2013	September 30, 2012	September 30, 2013	September 30, 2012
Aggregate amortization expense for:	(In thousands)			
Core deposit intangibles	\$ 141	\$ 235	\$ 441	\$ 712
Customer relationship intangibles	507	579	1,597	1,588
Non-solicitation intangibles	38	47	113	66
Total	\$ 686	\$ 861	\$ 2,151	\$ 2,366

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The following table presents information regarding estimated amortization expense on the Company's amortizable identifiable intangible assets for the year ending December 31, 2013 and the succeeding four years:

	Core Deposit Intangibles	Customer Relationship Intangibles	Non- Solicitation Intangibles	Total
Estimated Amortization Expense:	(In thousands)			
For year ending December 31, 2013	\$ 582	\$ 2,101	\$ 150	\$ 2,833
For year ending December 31, 2014	526	1,820	150	2,496
For year ending December 31, 2015	487	1,497	75	2,059
For year ending December 31, 2016	451	1,161	-	1,612
For year ending December 31, 2017	419	992	-	1,411

NOTE 9 – PENSION BENEFITS

The following table presents the components of net periodic benefit costs for the periods indicated:

	Three months ended September 30,		Nine months ended September 30,	
	2013	2012	2013	2012
	(In thousands)			
Service cost	\$ 2,684	\$ 2,068	\$ 8,052	\$ 7,252
Interest cost	2,053	1,934	6,159	6,078
Expected return on assets	(2,743)	(2,765)	(8,229)	(8,447)
Amortization of unrecognized transition amount	5	3	15	13
Recognized prior service cost	(192)	(192)	(576)	(576)
Recognized net loss	1,524	893	4,572	3,651
Net periodic benefit costs	\$ 3,331	\$ 1,941	\$ 9,993	\$ 7,971

NOTE 10 – RECENT PRONOUNCEMENTS

In April 2011, the FASB issued an accounting standards update (“ASU”) regarding reconsideration of effective control for repurchase agreements. This ASU removes from the assessment of effective control (1) the criterion requiring the transferor to have the ability to repurchase or redeem the financial assets on substantially the agreed terms, even in the event of default by the transferee, and (2) the collateral maintenance implementation guidance related to that criterion. Other criteria applicable to the assessment of effective control are not changed by this ASU. The ASU is effective for the first interim or annual period beginning on or after December 15, 2011 and should be applied prospectively to transactions or modifications of existing transactions that occur on or after the effective date. The adoption of this ASU did not have a material impact on the financial position and results of operations of the Company.

In May 2011, the FASB issued an ASU regarding amendments to achieve common fair value measurement and disclosure requirements in U.S. GAAP and International Financial Reporting Standards (“IFRS”). This ASU provides amendments to ensure that fair value has the same meaning in U.S. GAAP and IFRS and that their respective fair value measurements and disclosure requirements are the same. The ASU is effective during interim

and annual periods beginning after December 15, 2011 and should be applied prospectively. The adoption of this ASU did not have a material impact on the financial position and results of operations of the Company.

In June 2011, the FASB issued an ASU regarding the presentation of comprehensive income. This ASU amends existing guidance and eliminates the option to present the components of other comprehensive income as part of the statement of changes in shareholders' equity. This ASU requires that comprehensive income be presented in either a single continuous statement or in two separate but consecutive statements. This ASU is effective for interim and annual periods beginning on or after December 15, 2011. The adoption of this ASU changed the manner in which the Company's other comprehensive income is disclosed and did not have an impact on the financial position and results of operations of the Company.

In September 2011, the FASB issued an ASU regarding goodwill impairment. This ASU gives companies the option to perform a qualitative assessment of whether it is more likely than not that a reporting unit's fair value is less than its carrying value as a basis for determining whether it is necessary to perform the two-step goodwill impairment test. This ASU is effective for interim and annual periods beginning after December 15, 2011. The adoption of this ASU did not have an impact on the financial position and results of operations of the Company.

In July 2012, the FASB issued an ASU regarding indefinite-lived intangible assets impairment. This ASU permits companies to first assess qualitative factors to determine whether it is more likely than not that an indefinite-lived intangible asset is impaired as a basis for determining whether it is necessary to perform the quantitative impairment test on that asset. This ASU is effective for interim and annual periods beginning after September 15, 2012. This ASU did not have an impact on the financial position and results of operations of the Company.

In January 2013, the FASB issued an ASU regarding clarification of the scope of disclosures about offsetting assets and liabilities. This ASU limits the scope of the new balance sheet offsetting disclosures in the original ASU issued in 2011 to derivatives, repurchase agreements, and securities lending transactions to the extent that they are (1) offset in the financial statements or (2) subject to an enforceable master netting arrangement or similar agreement. This ASU is effective for interim and annual periods beginning on or after January 1, 2013. The adoption of this ASU affected disclosures only and did not have an impact on the financial position and results of operations of the Company.

In February 2013, the FASB issued an ASU regarding the reporting of amounts reclassified out of accumulated other comprehensive income. This ASU requires entities to present information about reclassification adjustments from accumulated other comprehensive income in their interim and annual financial statements in a single note or on the face of the financial statements. This ASU is effective for interim and annual periods beginning after December 15, 2012. The adoption of this ASU affected disclosures only and did not have an impact on the financial position and results of operations of the Company.

NOTE 11 - SEGMENT REPORTING

The Company is a financial holding company with subsidiaries engaged in the business of banking and activities closely related to banking. The Company determines reportable segments based upon the services offered, the significance of those services to the Company's financial condition and operating results and management's regular review of the operating results of those services. The Company's primary segment is Community Banking, which includes providing a full range of deposit products, commercial loans and consumer loans. The Company has also designated two additional reportable segments -- Insurance Agencies and General Corporate and Other. The

Company's insurance agencies serve as agents in the sale of commercial lines of insurance and full lines of property and casualty, life, health and employee benefits products and services. The General Corporate and Other operating segment includes mortgage lending, trust services, credit card activities, investment services and other activities not allocated to the Community Banking or Insurance Agencies operating segments.

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Results of operations and selected financial information by operating segment for the three-month and nine-month periods ended September 30, 2013 and 2012 were as follows:

	Community Banking (In thousands)	Insurance Agencies	General Corporate and Other	Total
Three months ended September 30, 2013:				
Results of Operations				
Net interest revenue	\$ 93,404	\$ 41	\$ 6,796	\$ 100,241
Provision for credit losses	95	-	405	500
Net interest revenue after provision for credit losses	93,309	41	6,391	99,741
Noninterest revenue	27,443	24,878	10,193	62,514
Noninterest expense	80,733	21,515	27,149	129,397
Income (loss) before income taxes	40,019	3,404	(10,565)	32,858
Income tax expense (benefit)	10,180	1,542	(3,721)	8,001
Net income (loss)	\$ 29,839	\$ 1,862	\$ (6,844)	\$ 24,857
Selected Financial Information				
Total assets at end of period	\$ 9,773,134	\$ 186,003	\$ 2,957,016	\$ 12,916,153
Depreciation and amortization	5,658	858	\$ 728	7,244
Three months ended September 30, 2012:				
Results of Operations				
Net interest revenue	\$ 96,981	\$ 62	\$ 6,336	\$ 103,379
Provision for credit losses	5,726	-	274	6,000
Net interest revenue after provision for credit losses	91,255	62	6,062	97,379
Noninterest revenue	28,826	23,461	18,133	70,420
Noninterest expense	84,672	20,721	28,395	133,788
Income (loss) before income taxes	35,409	2,802	(4,200)	34,011
Income tax expense (benefit)	11,150	1,147	(2,111)	10,186
Net income (loss)	\$ 24,259	\$ 1,655	\$ (2,089)	\$ 23,825
Selected Financial Information				
Total assets at end of period	\$ 10,085,948	\$ 176,027	\$ 2,973,762	\$ 13,235,737
Depreciation and amortization	5,973	953	732	7,658

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	Community Banking	Insurance Agencies	General Corporate and Other	Total
(In thousands)				
Nine months ended September 30, 2013				
Results of Operations				
Net interest revenue	\$ 278,373	\$ 131	\$ 18,028	\$ 296,532
Provision for credit losses	6,334	-	1,166	7,500
Net interest revenue after provision for credit losses	272,039	131	16,862	289,032
Noninterest revenue	80,670	77,202	52,069	209,941
Noninterest expense	248,494	64,913	93,612	407,019
Income (loss) before income taxes	104,215	12,420	(24,681)	91,954
Income tax expense (benefit)	33,830	3,619	(11,912)	25,537
Net income (loss)	\$ 70,385	\$ 8,801	\$ (12,769)	\$ 66,417
Selected Financial Information				
Total assets at end of period	\$ 9,773,134	\$ 186,003	\$ 2,957,016	\$ 12,916,153
Depreciation and amortization	17,174	2,637	2,214	22,025
Nine months ended September 30, 2012				
Results of Operations				
Net interest revenue	\$ 294,720	\$ 211	\$ 18,799	\$ 313,730
Provision for credit losses	20,242	-	1,758	22,000
Net interest revenue after provision for credit losses	274,478	211	17,041	291,730
Noninterest revenue	85,536	69,516	54,196	209,248
Noninterest expense	263,236	58,882	83,856	405,974
Income (loss) before income taxes	96,778	10,845	(12,619)	95,004
Income tax expense (benefit)	30,054	4,370	(6,735)	27,689
Net income (loss)	\$ 66,724	\$ 6,475	\$ (5,884)	\$ 67,315
Selected Financial Information				
Total assets at end of period	\$ 10,085,948	\$ 176,027	\$ 2,973,762	\$ 13,235,737
Depreciation and amortization	17,835	2,669	2,198	22,702

NOTE 12 – MORTGAGE SERVICING RIGHTS

Mortgage servicing rights (“MSRs”), which are recognized as a separate asset on the date the corresponding mortgage loan is sold, are recorded at fair value as determined at each accounting period end. An estimate of the fair value of the Company’s MSRs is determined utilizing assumptions about factors such as mortgage interest rates, discount rates,

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mortgage loan prepayment speeds, market trends and industry demand. Data and assumptions used in the fair value calculation related to MSRs as of the dates indicated were as follows:

	September 30,		December 31,
	2013	2012	2012
	(Dollars in thousands)		
	\$	\$	\$
Unpaid principal balance	5,543,619	4,841,075	5,058,912
Weighted-average prepayment speed (CPR)	11.4	18.4	17.1
Discount rate (annual percentage)	10.3	10.8	10.8
Weighted-average coupon interest rate (percentage)	4.2	4.5	4.4
Weighted-average remaining maturity (months)	308.0	307.0	307.0
Weighted-average servicing fee (basis points)	26.7	27.4	27.1

Because the valuation is determined by using discounted cash flow models, the primary risk inherent in valuing the MSR's is the impact of fluctuating interest rates on the estimated life of the servicing revenue stream. The use of different estimates or assumptions could also produce different fair values. The Company does not hedge the change in fair value of MSR's and, therefore, the Company is susceptible to significant fluctuations in the fair value of its MSR's in changing interest rate environments.

The Company has only one class of mortgage servicing asset comprised of closed end loans for one-to-four family residences, secured by first liens. The following table presents the activity in this class for the periods indicated:

	2013	2012
	(In thousands)	
Fair value as of January 1	\$ 37,882	\$ 30,174
Additions:		
Origination of servicing assets	12,106	13,385
Changes in fair value:		
Due to payoffs/paydowns	(5,004)	(5,644)
Due to change in valuation inputs or assumptions used in the valuation model	6,049	(3,346)
Other changes in fair value	(8)	(7)
Fair value as of September 30	\$ 51,025	\$ 34,562

All of the changes to the fair value of the MSR's are recorded as part of mortgage lending noninterest revenue on the income statement. As part of mortgage lending noninterest revenue, the Company recorded contractual servicing fees of \$3.7 million and \$3.2 million and late and other ancillary fees of approximately \$335,000 and \$361,000 for the three months ended September 30, 2013 and 2012, respectively. The Company recorded contractual servicing fees of \$10.8 million and \$9.5 million and late and other ancillary fees of \$1.0 million for both the nine months ended September 30, 2013 and 2012.

NOTE 13 – DERIVATIVE INSTRUMENTS AND OFFSETTING ASSETS AND LIABILITIES

The derivatives held by the Company include commitments to fund fixed-rate mortgage loans to customers and forward commitments to sell individual fixed-rate mortgage loans. The Company's objective in obtaining the forward commitments is to mitigate the interest rate risk associated with the commitments to fund the fixed-rate mortgage loans. Both the commitments to fund fixed-rate mortgage loans and the forward commitments to sell individual fixed-rate mortgage loans are reported at fair value, with adjustments being recorded in current period earnings, and are not accounted for as hedges. At September 30, 2013, the notional amount of forward commitments to sell individual fixed-rate mortgage loans was \$120.7 million with a carrying value and fair value reflecting a loss of \$2.2 million. At September 30, 2012, the notional amount of forward commitments to sell individual fixed-rate mortgage loans was \$220.9 million with a carrying value and fair value reflecting a loss of \$4.4 million. At September 30, 2013, the notional amount of commitments to fund individual fixed-rate mortgage loans was \$88.5 million with a carrying value and fair value reflecting a gain of approximately \$2.3 million. At September 30, 2012, the notional

amount of commitments to fund individual fixed-rate mortgage loans was \$251.5 million with a carrying value and fair value reflecting a gain of \$7.1 million.

The Company also enters into derivative financial instruments in the form of interest rate swaps to meet the financing, interest rate and equity risk management needs of its customers. Upon entering into these interest rate swaps to meet customer needs, the Company enters into offsetting positions to minimize interest rate and equity risk to the Company. These derivative financial instruments are reported at fair value with any resulting gain or loss recorded in current period earnings. These instruments and their offsetting positions are recorded in other assets and other liabilities on the consolidated balance sheets. As of September 30, 2013, the notional amount of customer related derivative financial instruments was \$438.0 million with an average maturity of 55 months, an average interest receive rate of 2.5% and an average interest pay rate of 5.6%. As of September 30, 2012, the notional amount of customer related derivative financial instruments was \$483.0 million with an average maturity of 60 months, an average interest receive rate of 2.5% and an average interest pay rate of 5.8%.

Certain financial instruments such as derivatives, may be eligible for offset in the consolidated balance sheet and/or subject to master netting arrangements or similar agreements. The Bank's derivative transactions with

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upstream financial institution counterparties are generally executed under International Swaps and Derivative Association master agreements which include “right of set-off” provisions. In such cases there is generally a legally enforceable right to offset recognized amounts and there may be an intention to settle such amounts on a net basis. Nonetheless, the Bank does not generally offset such financial instruments for financial reporting purposes.

The following table presents components of financial instruments eligible for offsetting for the periods indicated:

September 30, 2013			Gross Amounts Not Offset in the Consolidated Balance Sheet			
	Gross Amount Recognized	Gross Amount Offset	Net Amount Recognized	Financial Instruments	Financial Collateral Pledged	Net Amount
(In thousands)						
Financial assets:						
Derivatives:						
Forward commitments	\$ 2,283	\$ -	\$ 2,283	\$ -	\$ -	\$ 2,283
Loan/lease interest rate swaps	33,130	-	33,130	-	-	33,130
Total financial assets	\$ 35,413	\$ -	\$ 35,413	\$ -	\$ -	\$ 35,413
Financial liabilities:						
Derivatives:						
Forward commitments	\$ 2,257	\$ -	\$ 2,257	\$ -	\$ -	\$ 2,257
Loan/lease interest rate swaps	33,130	-	33,130	-	(33,130)	-
Repurchase arrangements	418,623	-	418,623	(418,623)	-	-
Total financial liabilities	\$ 454,010	\$ -	\$ 454,010	\$ (418,623)	\$ (33,130)	\$ 2,257

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December 31, 2012

				Gross Amounts Not Offset in the Consolidated Balance Sheet		
	Gross Amount Recognized	Gross Amount Offset	Net Amount Recognized	Financial Instruments	Financial Collateral Pledged	Net Amount
(In thousands)						
Financial assets:						
Derivatives:						
Forward commitments	\$ 4,168	\$ -	\$ 4,168	\$ -	\$ -	\$ 4,168
Loan/lease interest rate swaps	52,154	-	52,154	-	-	52,154
Total financial assets	\$ 56,322	\$ -	\$ 56,322	\$ -	\$ -	\$ 56,322
Financial liabilities:						
Derivatives:						
Forward commitments	\$ 622	\$ -	\$ 622	\$ -	\$ -	\$ 622
Loan/lease interest rate swaps	52,154	-	52,154	-	(52,154)	-
Repurchase arrangements	414,611	-	414,611	(414,611)	-	-
Total financial liabilities	\$ 467,387	\$ -	\$ 467,387	\$ (414,611)	\$ (52,154)	\$ 622

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September 30, 2012

	Gross Amount Recognized	Gross Amount Offset	Net Amount Recognized	Gross Amounts Not Offset in the Consolidated Balance Sheet		
				Financial Instruments	Financial Collateral Pledged	Net Amount
(In thousands)						
Financial assets:						
Derivatives:						
Forward commitments	\$ 7,065	\$ -	\$ 7,065	\$ -	\$ -	\$ 7,065
Loan/lease interest rate swaps	55,706	-	55,706	-	-	55,706
Total financial assets	\$ 62,771	\$ -	\$ 62,771	\$ -	\$ -	\$ 62,771
Financial liabilities:						
Derivatives:						
Forward commitments	\$ 4,371	\$ -	\$ 4,371	\$ -	\$ -	\$ 4,371
Loan/lease interest rate swaps	55,706	-	55,706	-	(55,706)	-
Repurchase arrangements	377,676	-	377,676	(377,676)	-	-
Total financial liabilities	\$ 437,753	\$ -	\$ 437,753	\$ (377,676)	\$ (55,706)	\$ 4,371

NOTE 14 – FAIR VALUE DISCLOSURES

“Fair value” is defined by FASB ASC 820, Fair Value Measurements and Disclosure (“FASB ASC 820”), as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. FASB ASC 820 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that observable inputs be used when available. Observable inputs are inputs that

market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the reporting entity. Unobservable inputs are inputs that reflect the reporting entity's assumptions about the assumptions that market participants would use in pricing the asset or liability developed based on the best information available under the circumstances. The hierarchy is broken down into the following three levels, based on the reliability of inputs:

Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities that are accessible at the measurement date.

Level 2: Significant other observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs for the asset or liability that reflect the reporting entity's own assumptions about the assumptions that market participants would use in pricing the asset or liability.

Determination of Fair Value

The Company uses the valuation methodologies listed below to measure different financial instruments at fair value. An indication of the level in the fair value hierarchy in which each instrument is generally classified is included. Where appropriate, the description includes details of the valuation models, the key inputs to those models as well as any significant assumptions.

Available-for-sale securities. Available-for-sale securities are recorded at fair value on a recurring basis. Fair value measurement is based upon quoted prices, if available. If quoted prices are not available, fair values are determined by matrix pricing, which is a mathematical technique widely used in the industry to value debt securities without relying exclusively on quoted prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted securities. The Company's available-for-sale securities that are traded on an active exchange, such as the New York Stock Exchange, are classified as Level 1. Available-for-sale securities valued using matrix pricing are classified as Level 2. Available-for-sale securities valued using matrix pricing that has been adjusted to compensate for the present value of expected cash flows, market liquidity, credit quality and volatility are classified as Level 3.

Mortgage servicing rights. The Company records MSR's at fair value on a recurring basis with subsequent remeasurement of MSR's based on change in fair value. An estimate of the fair value of the Company's MSR's is determined by utilizing assumptions about factors such as mortgage interest rates, discount rates, mortgage loan prepayment speeds, market trends and industry demand. All of the Company's MSR's are classified as Level 3. For additional information about the Company's valuation of MSR's, see Note 12, Mortgage Servicing Rights.

Derivative instruments. The Company's derivative instruments consist of commitments to fund fixed-rate mortgage loans to customers and forward commitments to sell individual fixed-rate mortgage loans. Fair value of these derivative instruments is measured on a recurring basis using recent observable market prices. The Company also enters into interest rate swaps to meet the financing, interest rate and equity risk management needs of its customers. The fair value of these instruments is either an observable market price or a discounted cash flow valuation using the terms of swap agreements but substituting original interest rates with prevailing interest rates ranging from 1.53% to 3.7%. The Company also considers the associated counterparty credit risk when determining the fair value of these instruments. The Company's interest rate swaps, commitments to fund fixed-rate mortgage loans to customers and forward commitments to sell individual fixed-rate mortgage loans are classified as Level 3.

Loans held for sale. Loans held for sale are carried at the lower of cost or estimated fair value and are subject to nonrecurring fair value adjustments. Estimated fair value is determined on the basis of existing commitments or the current market value of similar loans. All of the Company's loans held for sale are classified as Level 2.

Impaired loans. Loans considered impaired under FASB ASC 310 are loans for which, based on current information and events, it is probable that the creditor will be unable to collect all amounts due according to the contractual terms of the loan agreement. Impaired loans are subject to nonrecurring fair value adjustments to reflect (1) partial write-downs that are based on the observable market price or current appraised value of the collateral, or (2) the full charge-off of the loan carrying value. All of the Company's impaired loans are classified as Level 3.

Other real estate owned. OREO is carried at the lower of cost or estimated fair value, less estimated selling costs and is subject to nonrecurring fair value adjustments. Estimated fair value is determined on the basis of independent appraisals and other relevant factors less an average of 7% for estimated selling costs. All of the Company's OREO is

classified as Level 3.

Off-Balance sheet financial instruments. The fair value of commitments to extend credit and standby letters of credit is estimated using the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreement and the present creditworthiness of the counterparties. The Company has reviewed the unfunded portion of commitments to extend credit as well as standby and other letters of credit, and has determined that the fair value of such financial instruments is not material. The Company classifies the estimated fair value of credit-related financial instruments as Level 3.

Assets and Liabilities Recorded at Fair Value on a Recurring Basis

The following tables present the balances of the assets and liabilities measured at fair value on a recurring basis as of September 30, 2013 and 2012:

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	September 30, 2013			
	Level 1	Level 2	Level 3	Total
Assets:	(In thousands)			
Available-for-sale securities:				
U.S. Government agencies	\$ -	\$ 1,519,459	\$ -	\$ 1,519,459
Government agency issued residential mortgage-backed securities	-	268,367	-	268,367
Government agency issued commercial mortgage-backed securities	-	229,412	-	229,412
Obligations of states and political subdivisions	-	528,889	-	528,889
Other	1,048	6,981	-	8,029
Mortgage servicing rights	-	-	51,025	51,025
Derivative instruments	-	-	35,004	35,004
Total	\$ 1,048	\$ 2,553,108	\$ 86,029	\$ 2,640,185
Liabilities:				
Derivative instruments	\$ -	\$ -	\$ 35,386	\$ 35,386

	September 30, 2012			
	Level 1	Level 2	Level 3	Total
Assets:	(In thousands)			
Available-for-sale securities:				
U.S. Government agencies	\$ -	\$ 1,472,747	\$ -	\$ 1,472,747
Government agency issued residential mortgage-backed securities	-	338,230	-	338,230
Government agency issued commercial mortgage-backed securities	-	90,306	-	90,306
Obligations of states and political subdivisions	-	574,559	-	574,559
Other	672	7,092	-	7,764
Mortgage servicing rights	-	-	34,562	34,562
Derivative instruments	-	-	62,088	62,088
Total	\$ 672	\$ 2,482,934	\$ 96,650	\$ 2,580,256
Liabilities:				
Derivative instruments	\$ -	\$ -	\$ 60,077	\$ 60,077

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The following tables present the changes in Level 3 assets and liabilities measured at fair value on a recurring basis for the nine-month periods ended September 30, 2013 and 2012:

	Mortgage Servicing Rights	Derivative Instruments	Available- for-sale Securities
	(In thousands)		
Balance at December 31, 2012	\$ 37,882	\$ 2,911	\$ -
Year to date net gains (losses) included in:			
Net income (loss)	1,037	(3,293)	-
Other comprehensive income	-	-	-
Purchases, sales, issuances and settlements, net	12,106	-	-
Transfers in and/or out of Level 3	-	-	-
Balance at September 30, 2013	\$ 51,025	\$ (382)	\$ -
Net unrealized losses included in net income for the quarter relating to assets and liabilities held at September 30, 2013	\$ (240)	\$ (7,245)	\$ -

	Mortgage Servicing Rights	Derivative Instruments	Available- for-sale Securities
	(In thousands)		
Balance at December 31, 2011	\$ 30,174	\$ 342	\$ -
Year to date net gains (losses) included in:			
Net (loss) income	(8,997)	1,669	-
Other comprehensive income	-	-	-
Purchases, sales, issuances and settlements, net	13,385	-	-
Transfers in and/or out of Level 3	-	-	-
Balance at September 30, 2012	\$ 34,562	\$ 2,011	\$ -
Net unrealized losses included in net income for the quarter relating to assets and liabilities held at September 30, 2012	\$ (3,206)	\$ (811)	\$ -

Assets and Liabilities Recorded at Fair Value on a Nonrecurring Basis

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The following tables present the balances of assets and liabilities measured at fair value on a nonrecurring basis as of September 30, 2013 and 2012:

	September 30, 2013				Total	Total
	Level 1	Level 2	Level 3	Total	Losses	
Assets:	(In thousands)					
Loans held for sale	\$ -	\$ 77,114	\$ -	\$ 77,114	\$ -	-
Impaired loans	-	-	79,745	79,745	(3,843)	
Other real estate owned	-	-	76,853	76,853	(20,332)	

	September 30, 2012				Total
	Level 1	Level 2	Level 3	Total	Losses
Assets:	(In thousands)				
Loans held for sale	\$ -	\$ 129,408	\$ -	\$ 129,408	\$ -
Impaired loans	-	-	176,139	176,139	(18,205)
Other real estate owned	-	-	128,211	128,211	(26,216)

Fair Value of Financial Instruments

FASB ASC 825, Financial Instruments (“FASB ASC 825”), requires that the Company disclose estimated fair values for its financial instruments. Fair value estimates, methods and assumptions are set forth below for the Company's financial instruments.

Loans and Leases. Fair values are estimated for portfolios of loans and leases with similar financial characteristics. The fair value of loans and leases is calculated by discounting scheduled cash flows through the estimated maturity using rates the Company would currently offer customers based on the credit and interest rate risk inherent in the loan or lease. Assumptions regarding credit risk, cash flows and discount rates are judgmentally determined using available market and borrower information. Estimated maturity represents the expected average cash flow period, which in some instances is different than the stated maturity. This entrance price approach results in a calculated fair value that would be different than an exit or estimated actual sales price approach and such differences could be significant. All of the Company’s loans and leases are classified as Level 3.

Deposit Liabilities. Under FASB ASC 825, the fair value of deposits with no stated maturity, such as noninterest bearing demand deposits, interest bearing demand deposits and savings, is equal to the amount payable on demand as of the reporting date. The fair value of certificates of deposit is based on the discounted value of contractual cash flows. The discount rate is estimated using the prevailing rates offered for deposits of similar maturities. The Company’s noninterest bearing demand deposits, interest bearing demand deposits and savings are classified as Level 1. Certificates of deposit are classified as Level 2.

Debt. The carrying amounts for federal funds purchased and repurchase agreements approximate fair value because of their short-term maturity. The fair value of the Company’s fixed-term Federal Home Loan Bank (“FHLB”) advances is based on the discounted value of contractual cash flows. The discount rate is estimated using the prevailing rates available for advances of similar maturities. The fair value of the Company’s junior subordinated debt is based on market prices or dealer quotes. The Company’s federal funds purchased, repurchase agreements and junior

subordinated debt are classified as Level 1. FHLB advances are classified as Level 2.

Lending Commitments. The Company's lending commitments are negotiated at prevailing market rates and are relatively short-term in nature. As a matter of policy, the Company generally makes commitments for fixed-rate loans for relatively short periods of time. Therefore, the estimated value of the Company's lending commitments approximates the carrying amount and is immaterial to the financial statements. The Company's lending commitments are classified as Level 1.

The Company's off-balance sheet commitments including letters of credit, which totaled \$105.4 million at September 30, 2013, are funded at current market rates at the date they are drawn upon. It is management's opinion that the fair value of these commitments would approximate their carrying value, if drawn upon.

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The following table presents carrying and fair value information of financial instruments at September 30, 2013 and December 31, 2012:

	September 30, 2013		December 31, 2012	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Assets:	(In thousands)			
Cash and due from banks	\$ 199,464	\$ 199,464	\$ 223,814	\$ 223,814
Interest bearing deposits with other banks	361,401	361,401	979,800	979,800
Available-for-sale securities	2,554,156	2,554,156	2,434,032	2,434,032
Net loans and leases	8,619,141	8,851,004	8,472,523	8,546,810
Loans held for sale	77,114	78,143	129,138	129,230
Liabilities:				
Noninterest bearing deposits	2,597,762	2,597,762	2,545,169	2,545,169
Savings and interest bearing deposits	5,713,586	5,713,586	5,945,281	5,945,281
Other time deposits	2,406,598	2,430,422	2,597,696	2,634,099
Federal funds purchased and securities sold under agreement to repurchase and other short-term borrowings	418,623	412,724	414,611	414,399
Long-term debt and other borrowings	114,990	116,433	193,867	205,072
Derivative instruments:				
Forward commitments to sell fixed rate mortgage loans	(2,250)	(2,250)	(536)	(536)
Commitments to fund fixed rate mortgage loans	2,276	2,276	4,081	4,081
Interest rate swap position to receive	32,720	32,720	51,517	51,517
Interest rate swap position to pay	(33,130)	(33,130)	(52,154)	(52,154)

NOTE 15 – OTHER NONINTEREST REVENUE AND EXPENSE

The following table details other noninterest revenue for the three months and nine months ended September 30, 2013 and 2012:

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	Three months ended September 30,		Nine months ended September 30,	
	2013	2012	2013	2012
	(In thousands)			
Annuity fees	\$ 719	\$ 548	\$ 1,745	\$ 1,825
Brokerage commissions and fees	2,005	1,782	6,166	4,999
Bank-owned life insurance	1,954	1,750	5,849	6,175
Other miscellaneous income	3,062	3,673	10,739	11,488
Total other noninterest income	\$ 7,740	\$ 7,753	\$ 24,499	\$ 24,487

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The following table details other noninterest expense for the three months and nine months ended September 30, 2013 and 2012:

	Three months ended		Nine months ended	
	September 30,		September 30,	
	2013	2012	2013	2012
	(In thousands)			
Advertising	\$ 1,210	\$ 1,081	\$ 3,122	\$ 2,824
Foreclosed property expense	3,298	8,794	8,897	27,415
Telecommunications	2,227	2,118	6,510	6,347
Public relations	1,105	1,309	3,285	4,130
Data processing	2,772	2,312	8,023	7,520
Computer software	2,190	1,856	6,299	5,445
Amortization of intangibles	686	861	2,151	2,366
Legal fees	4,626	3,004	17,888	6,201
Postage and shipping	1,027	1,060	3,236	3,348
Other miscellaneous expense	15,577	16,501	48,215	52,431
Total other noninterest expense	\$ 34,718	\$ 38,896	\$ 107,626	\$ 118,027

NOTE 16 – COMMITMENTS AND CONTINGENT LIABILITIES

The nature of the Company's business ordinarily results in a certain amount of claims, litigation, investigations and legal and administrative cases and proceedings. Although the Company and its subsidiaries have developed policies and procedures to minimize the impact of legal noncompliance and other disputes, and endeavored to provide reasonable insurance coverage, litigation and regulatory actions present an ongoing risk.

The Company and its subsidiaries are engaged in lines of business that are heavily regulated and involve a large volume of financial transactions and potential transactions with numerous customers or applicants. From time to time, borrowers, customers, former employees and other third parties have brought actions against the Company or its subsidiaries, in some cases claiming substantial damages. Financial services companies are subject to the risk of class action litigation and, from time to time, the Company and its subsidiaries are subject to such actions brought against it. Additionally, the Bank is, and management expects it to be, engaged in a number of foreclosure proceedings and other collection actions as part of its lending and leasing collections activities, which, from time to time, have resulted in counterclaims against the Bank. Various legal proceedings have arisen and may arise in the future out of claims against entities to which the Company is a successor as a result of business combinations. The Company's insurance has deductibles, and will likely not cover all such litigation or other proceedings or the costs of defense. The Company and its subsidiaries may also be subject to enforcement actions by federal or state regulators, including the Securities

and Exchange Commission, the Federal Reserve, the FDIC, the Consumer Financial Protection Bureau, the Department of Justice, state attorneys general and the Mississippi Department of Banking and Consumer Finance.

When and as the Company determines it has meritorious defenses to the claims asserted, it vigorously defends against such claims. The Company will consider settlement of claims when, in management's judgment and in consultation with counsel, it is in the best interests of the Company to do so.

The Company cannot predict with certainty the cost of defense, the cost of prosecution or the ultimate outcome of litigation and other proceedings filed by or against it, its directors, management or employees, including remedies or damage awards. On at least a quarterly basis, the Company assesses its liabilities and contingencies in connection with outstanding legal proceedings utilizing the latest and most reliable information available. For matters where a loss is not probable or the amount of the loss cannot be estimated, no accrual is established. For matters where it is probable the Company will incur a loss and the amount can be reasonably estimated, the Company establishes an accrual for the loss. Once established, the accrual is adjusted periodically to reflect any relevant developments. The actual cost of any outstanding legal proceedings or threatened claims, however, may

turn out to be substantially higher than the amount accrued. Further, the Company's insurance will not cover all such litigation, other proceedings or claims, or the costs of defense.

While the final outcome of any legal proceedings, including those disclosed below, is inherently uncertain, based on the information available, advice of counsel and available insurance coverage, management believes that the litigation-related expense of \$11.4 million accrued as of September 30, 2013 is adequate and that any incremental liability arising from the Company's legal proceedings and threatened claims, including the matters described herein and those otherwise arising in the ordinary course of business, will not have a material adverse effect on the Company's business or consolidated financial condition. It is possible, however, that future developments could result in an unfavorable outcome for or resolution of any one or more of the lawsuits in which the Company or its subsidiaries are defendants, which may be material to the Company's results of operations for a given fiscal period.

On August 16, 2011, a shareholder filed a putative derivative action purportedly on behalf of the Company in the Circuit Court of Lee County, Mississippi, against certain current and past executive officers and the members of the Board of Directors of the Company. The plaintiff in this shareholder derivative lawsuit asserts that the individual defendants violated their fiduciary duties based upon allegations that the defendants issued materially false and misleading statements regarding the Company's business and financial results. In particular, the allegations relate to the Company's recording and reporting of its unaudited financial statements, including the allowance and provision for credit losses, and its internal control over financial reporting leading up to the filing of the Company's Annual Report on Form 10-K for the year ended December 31, 2009. The plaintiff is seeking to recover alleged damages to the Company in an unspecified amount, equitable and/or injunctive relief, and attorney's fees. Although it is not possible to predict the ultimate resolution or financial liability with respect to this litigation, management is currently of the opinion that the outcome of this lawsuit will not have a material adverse effect on the Company's business, consolidated financial position or results of operations.

In November 2010, the Company was informed that the Atlanta Regional Office of the SEC had issued an Order of Investigation concerning the Company. In August 2013, the Company was informed that this investigation had been completed as to the Company and that the Atlanta Regional Office does not intend to recommend any enforcement action by the SEC.

On May 18, 2010, the Bank was named as a defendant in a class action lawsuit filed by an Arkansas customer of the Bank in the U.S. District Court for the Northern District of Florida. The suit challenges the manner in which overdraft fees were charged and the policies related to posting order of debit card and ATM transactions. The suit also makes a claim under Arkansas' consumer protection statute. The plaintiff is seeking to recover damages in an unspecified amount and equitable relief. The case was transferred to pending multi-district litigation in the U.S. District Court for the Southern District of Florida wherein an order was entered certifying a class in this case. The consolidated pretrial proceedings in the multi-district litigation court are close to completion and the case will then be remanded to the U.S. District Court for the Northern District of Florida for further proceedings. There are significant uncertainties involved in any purported class action litigation. Although it is not possible to predict the ultimate resolution or financial liability with respect to this litigation, management is currently of the opinion that the outcome of this lawsuit will not have a material adverse effect on the Company's business, consolidated financial position or results of operations. However, there can be no assurance that an adverse outcome or settlement would not have a material adverse effect on the Company's consolidated results of operations for a given fiscal period.

NOTE 17 – LONG-TERM DEBT

In 2002, the Company issued \$128.9 million in 8.15% Junior Subordinated Debt Securities to BancorpSouth Capital Trust I (the "Trust"), a business trust. The Trust used the proceeds from the issuance of five million shares of 8.15% trust preferred securities, \$25 face value per share, to acquire the 8.15% Junior Subordinated Debt Securities. Both the Junior Subordinated Debt Securities and the trust preferred securities mature on January 28, 2032, and are callable at the option of the Company. The Company redeemed the Junior Subordinated Debt Securities and the related trust preferred securities at par on August 12, 2013. As a result of the redemption, a pre-tax charge of \$2.9 million was recorded during the third quarter of 2013 to write-off unamortized issuance costs.

On August 8, 2013, the Company entered into a Credit Agreement with U.S. Bank National Association ("U.S. Bank") as a lender and administrative agent, and First Tennessee Bank, National Association, as a lender. The Credit Agreement includes an unsecured revolving loan of up to \$25.0 million that terminates and the

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outstanding balance of which is payable in full on August 8, 2015, and an unsecured multi-draw term loan of up to \$60.0 million, which commitment terminates on February 28, 2014 and the outstanding balance of which is payable in full on August 8, 2018. The proceeds from the term loan may be used to repurchase trust preferred securities, and the proceeds from the revolving loan may be used for working capital, capital expenditures and other lawful corporate purposes. Borrowings under the Credit Agreement bear interest at a Eurocurrency or base rate plus, in each case, an applicable interest rate margin. On August 8, 2013, the Company borrowed \$50.0 million under the term loan for which the principal balance is payable in full on August 8, 2018.

NOTE 18 – CORRECTION OF IMMATERIAL ERROR

During the quarter ended March 31, 2013, the Company identified an immaterial error in its cash flow statements for prior periods. The Company improperly reported losses on the sale and writedowns of OREO as Investing Activities instead of as a reconciling item within Operating Activities, as well as reported unsettled trade liabilities for investment purchases as Operating Activities instead of Investing Activities. These changes had no impact to the overall total of cash inflows and outflows within the cash flow statements for prior periods. The Company has deemed these changes immaterial to its consolidated financial statement taken as a whole. Please see BancorpSouth's Form 10-Q for the period ended March 31, 2013 for changes made in cash flow statements for the years ended December 31, 2012 and December 31, 2011, as well as the period ended March 31, 2012. Also, the changes to the cash flow statement for the six months ended June 30, 2012 can be found in BancorpSouth's Form 10Q for the period ended June 30, 2013. The following table reflects the changes in the cash flow statements for the nine months ended September 30, 2012:

	As Originally Reported (In thousands)	Adjustment	As Adjusted
Nine months ended September 30, 2012			
Net cash provided by operating activities	\$ 100,290	\$ 9,306	109,596
Net cash provided by investing activities	206,518	(9,306)	197,212
Net cash provided by financing activities	127,584	-	127,584
Increase in cash and cash equivalents	434,392	-	434,392
Cash and cash equivalents at beginning of period	499,344	-	499,344
Cash and cash equivalents at end of period	\$ 933,736	\$ -	\$ 933,736

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this report may not be based on historical facts and are “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements may be identified by reference to a future period(s) or by the use of forward-looking terminology, such as “anticipate,” “assume,” “believe,” “estimate,” “expect,” “may,” “might,” “will,” “intend,” “indicated,” “could,” or “would,” or future or conditional verb tenses, and variations or negatives of terms. These forward-looking statements include, without limitation, those relating to amortization expense for intangible assets, goodwill impairments, loan impairment, utilization of appraisals and inspections for real estate loans, maturity, renewal or extension of construction, acquisition and development loans, net interest revenue, fair value determinations, the amount of the Company’s non-performing loans and leases, credit quality, credit losses, liquidity, off-balance sheet commitments and arrangements, valuation

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of mortgage servicing rights, allowance and provision for credit losses, continued weakness in the economic environment, early identification and resolution of credit issues, utilization of non-GAAP financial measures, the ability of the Company to collect all amounts due according to the contractual terms of loan agreements, the Company's reserve for losses from representation and warranty obligations, the Company's foreclosure process related to mortgage loans, the resolution of non-performing loans that are collaterally dependent, real estate values, fully-indexed interest rates, interest rate risk, interest rate sensitivity, calculation of economic value of equity, impaired loan charge-offs, troubled debt restructurings, diversification of the Company's revenue stream, liquidity needs and strategies, sources of funding, net interest margin, declaration and payment of dividends, future acquisitions and consideration to be used therefore, the use of proceeds from the Company's underwritten public offering, the impact of litigation regarding debit card fees and the impact of certain claims, and pending litigation. We caution you not to place undue reliance on the forward-looking statements contained in this report, in that actual results could differ materially from those indicated in such forward-looking statements as a result of a variety of factors. These factors may include, but are not limited to, conditions in the financial markets and economic conditions generally, the adequacy of the Company's provision and allowance for credit losses to cover actual credit losses, the credit risk associated with real estate construction, acquisition and development loans, losses resulting from the significant amount of the Company's other real estate owned, limitations on the Company's ability to declare and pay dividends, the impact of legal proceedings, the availability of capital on favorable terms if and when needed, liquidity risk, governmental regulation, including the Dodd Frank Act, and supervision of the Company's operations, the short-term and long-term impact of changes to banking capital standards on the Company's regulatory capital and liquidity, the impact of regulations on service charges on the Company's core deposit accounts, the susceptibility of the Company's business to local economic and environmental conditions, the soundness of other financial institutions, changes in interest rates, the impact of monetary policies and economic factors on the Company's ability to attract deposits or make loans, volatility in capital and credit markets, reputational risk, the impact of hurricanes or other adverse weather events, any requirement that the Company write down goodwill or other intangible assets, diversification in the types of financial services the Company offers, the Company's ability to adapt its products and services to evolving industry standards and consumer preferences, competition with other financial services companies, risks in connection with completed or potential acquisitions, the Company's growth strategy, interruptions or breaches in the Company's information system security, the failure of certain third party vendors to perform, unfavorable ratings by ratings agencies, dilution caused by the Company's issuance of any additional shares of its common stock to raise capital or acquire other banks, bank holding companies, financial holding companies and insurance agencies, other factors generally understood to affect the financial results of financial services companies and other factors detailed from time to time in the Company's press releases and filings with the Securities and Exchange Commission. We undertake no obligation to update these forward-looking statements to reflect events or circumstances that occur after the date of this report.

OVERVIEW

BancorpSouth, Inc. (the "Company") is a regional financial holding company headquartered in Tupelo, Mississippi with \$12.9 billion in assets at September 30, 2013. BancorpSouth Bank (the "Bank"), the Company's wholly-owned banking subsidiary, has commercial banking operations in Mississippi, Tennessee, Alabama, Arkansas, Texas, Louisiana, Florida and Missouri. The Bank's insurance agency subsidiary also operates an office in Illinois. The Bank and its insurance agency and brokerage subsidiaries provide commercial banking, leasing, mortgage origination and servicing, insurance, brokerage and trust services to corporate customers, local governments, individuals and other financial institutions through an extensive network of branches and offices.

Management's discussion and analysis provides a narrative discussion of the Company's financial condition and results of operations. For a complete understanding of the following discussion, please refer to the unaudited consolidated

financial statements for the three-month and nine-month periods ended September 30, 2013 and 2012 and the notes to such financial statements found under “Part I, Item 1. Financial Statements” of this report. This discussion and analysis is based on reported financial information. The information that follows is provided to enhance comparability of financial information between years and to provide a better understanding of the Company’s operations.

As a financial holding company, the financial condition and operating results of the Company are heavily influenced by economic trends nationally and in the specific markets in which the Company’s subsidiaries provide financial services. Generally, during the past several years, the pressures of the national and regional economic cycle have created a difficult operating environment for the financial services industry. The Company is not immune to such pressures and the continuing economic downturn has had a negative impact on the Company and its

customers in all of the markets that it serves. While this impact was reflected in the credit quality measures during 2010 and 2011, the Company's financial condition improved during 2012 as reflected by decreases in the allowance for credit losses, net charge-offs, total NPLs and total non-performing assets ("NPAs"), when compared to 2011 and 2010. The Company's financial condition continued to improve during the first nine months of 2013, as the allowance for credit losses, net charge-offs, total NPLs and total NPAs decreased at September 30, 2013 compared to December 31, 2012 and September 30, 2012. Management believes that the Company is better positioned with respect to overall credit quality as evidenced by this improvement in credit quality metrics at September 30, 2013 compared to December 31, 2012 and September 30, 2012. Management believes, however, that future weakness in the economic environment could adversely affect the strength of the credit quality of the Company's assets overall. Therefore, management will continue to focus on early identification and resolution of any credit issues.

The largest source of the Company's revenue is derived from the operation of its principal operating subsidiary, the Bank. The financial condition and operating results of the Bank are affected by the level and volatility of interest rates on loans, investment securities, deposits and other borrowed funds, and the impact of economic downturns on loan demand, collateral value and creditworthiness of existing borrowers. The financial services industry is highly competitive and heavily regulated. The Company's success depends on its ability to compete aggressively within its markets while maintaining sufficient asset quality and cost controls to generate net income.

The Company's debit card revenue remains relatively stable for the comparable three-month and nine-month periods. During 2012, the Company's debit card revenue decreased as a result of the Federal Reserve's final rule implementing the Durbin Debt Interchange Amendment to the Dodd-Frank Act (the "Durbin Amendment"). The Federal Reserve's final rule implementing the Durbin Amendment has been challenged in court, including a lower court ruling adverse to the Federal Reserve's implementation of the final rule. The effect of this litigation, appeals therefrom, or any subsequent rule changes by the Federal Reserve are uncertain, but may impact debit card revenue in future reporting periods.

The information that follows is provided to enhance comparability of financial information between periods and to provide a better understanding of the Company's operations:

SELECTED FINANCIAL DATA

	Three months ended September 30,		Nine months ended September 30,	
	2013	2012	2013	2012

(Dollars in thousands, except per share data)

Earnings Summary:

Total interest revenue	\$ 111,961	\$ 120,750	\$ 336,997	\$ 369,329
Total interest expense	11,720	17,371	40,465	55,599
Net interest income	100,241	103,379	296,532	313,730
Provision for credit losses	500	6,000	7,500	22,000
Noninterest income	62,514	70,420	209,941	209,248
Noninterest expense	129,397	133,788	407,019	405,974
Income before income taxes	32,858	34,011	91,954	95,004
Income tax expense	8,001	10,186	25,537	27,689
Net income	\$ 24,857	\$ 23,825	\$ 66,417	\$ 67,315

Balance Sheet - Period-end
balances:

Total assets	\$ 12,916,153	\$ 13,235,737	\$ 12,916,153	\$ 13,235,737
Total securities	2,554,156	2,483,606	2,554,156	2,483,606
Loans and leases, net of unearned income	8,773,115	8,679,969	8,773,115	8,679,969
Total deposits	10,717,946	10,974,640	10,717,946	10,974,640
Long-term debt	83,500	33,500	83,500	33,500
Total shareholders' equity	1,480,611	1,446,703	1,480,611	1,446,703

Balance Sheet-Average Balances:

Total assets	\$ 12,928,505	\$ 13,019,016	\$ 13,106,798	\$ 13,041,785
Total securities	2,598,786	2,481,201	2,578,778	2,503,278
Loans and leases, net of unearned income	8,682,966	8,716,646	8,617,699	8,747,690
Total deposits	10,745,945	10,856,524	10,923,877	10,936,173
Long-term debt	62,848	33,500	43,390	33,500
Total shareholders' equity	1,474,047	1,432,157	1,470,510	1,399,984

Common Share Data:

Basic earnings per share	\$ 0.26	\$ 0.25	\$ 0.70	\$ 0.72
Diluted earnings per share	0.26	0.25	0.70	0.72
Cash dividends per share	0.05	0.01	0.07	0.03
Book value per share	15.55	15.32	15.55	15.32
Tangible book value per share	12.50	12.22	12.50	12.22
Dividend payout ratio	19.15	% 3.96	% 10.03	% 4.17

Financial Ratios (Annualized):

Return on average assets	0.76	%	0.73	%	0.68	%	0.69	%
Return on average shareholders' equity	6.69		6.62		6.04		6.42	
Total shareholders' equity to total assets	11.46		10.93		11.46		10.93	
Tangible shareholders' equity to tangible assets	9.43		8.91		9.43		8.91	
Net interest margin-fully taxable equivalent	3.45		3.55		3.40		3.62	

Credit Quality Ratios (Annualized):

Net charge-offs to average loans and leases	0.35	%	0.59	%	0.28	%	0.73	%
Provision for credit losses to average loans and leases	0.02		0.28		0.12		0.34	
Allowance for credit losses to net loans and leases	1.76		1.95		1.76		1.95	
Allowance for credit losses to NPLs	106.68		68.34		106.68		68.34	
Allowance for credit losses to NPAs	69.61		45.01		69.61		45.01	
NPLs to net loans and leases	1.65		2.85		1.65		2.85	
NPAs to net loans and leases	2.52		4.33		2.52		4.33	

Capital Adequacy:

Tier 1 capital	13.25	%	13.55	%	13.25	%	13.55	%
Total capital	14.50		14.81		14.50		14.81	
Tier 1 leverage capital	9.93		10.21		9.93		10.21	

In addition to financial ratios based on measures defined by accounting principles generally accepted in the United States ("U.S. GAAP"), the Company utilizes tangible shareholders' equity, tangible asset and tangible book value per share measures when evaluating the performance of the Company. Tangible shareholders' equity is defined by the Company as total shareholders' equity less goodwill and identifiable intangible assets. Tangible assets are defined by the Company as total assets less goodwill and identifiable intangible assets. Management believes the ratio of tangible shareholders' equity to tangible assets to be important to investors who are interested in

evaluating the adequacy of the Company's capital levels. Tangible book value per share is defined by the Company as tangible shareholders' equity divided by total common shares outstanding. Management believes that tangible book value per share is important to investors who are interested in changes from period to period in book value per share exclusive of changes in intangible assets. The following table reconciles tangible shareholders' equity, tangible assets and tangible book value per share as presented above to U.S. GAAP financial measures as reflected in the Company's unaudited consolidated financial statements:

	September 30,			
	2013	2012		
	(Dollars in thousands, except per share data)			
Tangible Assets:				
Total assets	\$ 12,916,153	\$ 13,235,737		
Less: Goodwill	275,173	275,173		
Other identifiable intangible assets	15,179	17,932		
Total tangible assets	\$ 12,625,801	\$ 12,942,632		
Tangible Shareholders' Equity:				
Total shareholders' equity	\$ 1,480,611	\$ 1,446,703		
Less: Goodwill	275,173	275,173		
Other identifiable intangible assets	15,179	17,932		
Total tangible shareholders' equity	\$ 1,190,259	\$ 1,153,598		
Total shares outstanding	95,211,602	94,440,710		
Tangible shareholders' equity to tangible assets	9.43	%	8.91	%
Tangible book value per share	\$ 12.50	\$ 12.22		

FINANCIAL HIGHLIGHTS

The Company reported net income of \$24.9 million for the third quarter of 2013, compared to net income of \$23.8 million for the same quarter of 2012. For the first nine months of 2013, the Company reported net income of \$66.4 million compared to net income of \$67.3 million for the first nine months of 2012. A factor contributing to the decrease in net income for the nine months ended September 30, 2013 was the decrease in net interest income, as net interest revenue was \$100.2 million for the third quarter of 2013, compared to \$103.4 million for the third quarter of 2012 and was \$296.5 million for the first nine months of 2013 compared to \$313.7 million for the first nine months of 2012. The decrease in net interest revenue was offset by the decrease in the provision for credit losses, as the provision in the third quarter of 2013 was \$0.5 million, compared to a provision of \$6.0 million for the third quarter of 2012. The provision was \$7.5 million for the first nine months of 2013 compared to \$22.0 million for the first nine months of 2012. The decrease in the provision for credit losses reflected the impact of a decrease in NPL formation

during the first nine months of 2013, as NPLs decreased from \$233.6 million at December 31, 2012 to \$144.3 million at September 30, 2013. Net charge-offs decreased to \$7.6 million, or 0.35% of average loans and leases, during the third quarter of 2013, compared to \$12.8 million, or 0.59% of average loans and leases, during the third quarter of 2012 and decreased to \$18.0 million, or 0.28% of average loans and leases, for the first nine months of 2013 compared to \$48.1 million, or 0.73% of average loans and leases, for the first nine months of 2012.

The impact of the economic environment continues to be evident on real estate construction, acquisition and development loans and more particularly on residential construction, acquisition and development loans. Prior to 2012, many of these loans had become collateral-dependent, requiring recognition of an impairment loss to reflect the decline in real estate values. During 2012 and the first nine months of 2013, the Company continued its focus on improving credit quality and reducing NPLs, especially in the real estate construction, acquisition and development loan portfolio as evidenced by the decrease in that portfolio's nonaccrual loans by \$40.5 million to \$26.1 million at September 30, 2013 from \$66.6 million at December 31, 2012 and a decrease of \$66.2 million from \$92.4 million at September 30, 2012.

The primary source of revenue for the Company is the net interest revenue earned by the Bank. Net interest revenue is the difference between interest earned on loans, investments and other earning assets and interest paid on deposits and other obligations. Net interest revenue was \$100.2 million for the third quarter of 2013, a decrease of \$3.1 million, or 3.0%, from \$103.4 million for the third quarter of 2012. Net interest revenue was \$296.5 million for the first nine months of 2013, a decrease of \$17.2 million, or 5.5%, from \$313.7 million for the first nine months of 2012. Net interest revenue is affected by the general level of interest rates, changes in interest rates and changes in the amount and composition of interest earning assets and interest bearing liabilities. The Company's objective is to manage those assets and liabilities to maximize net interest revenue, while balancing interest rate, credit, liquidity and capital risks. The decrease in net interest revenue for the third quarter and first nine months of 2013 compared to the third quarter and first nine months of 2012 was primarily a result of the larger decrease in interest revenue than the decrease in interest expense as the yield on earning assets declined by a greater amount than that of interest-bearing liabilities. The decline in earning asset yields was primarily a result of the balance in short-term investments which is the lowest yielding earning asset. Yields on interest-bearing liabilities decreased as a result of the redemption of the 8.15% trust preferred securities.

Interest revenue decreased \$8.8 million, or 7.3%, in the third quarter of 2013 compared to the third quarter of 2012 and decreased \$32.3 million, or 8.8%, for the first nine months of 2013 compared to the first nine months of 2012. The Company has managed to replace some loan runoff with new loan production, primarily in its Alabama, Greater Memphis Area, Texas and Louisiana markets. The decrease in interest revenue was somewhat offset by the decrease in interest expense, as the Company experienced an increase in lower rate savings deposits and noninterest demand deposits and a decrease in higher rate other time deposits, which resulted in a decrease in interest expense of \$5.7 million, or 32.5%, in the third quarter of 2013 compared to the third quarter of 2012 and a decrease of \$15.1 million, or 27.2%, for the first nine months of 2013 compared to the first nine months of 2012. The Company also redeemed the 8.15% trust preferred securities during the third quarter of 2013, which contributed to the reduction in interest expense for the third quarter and first nine months of 2013.

The Company attempts to diversify its revenue stream by increasing the amount of revenue received from mortgage lending operations, insurance agency activities, brokerage and securities activities and other activities that generate fee income. Management believes this diversification is important to reduce the impact of fluctuations in net interest revenue on the overall operating results of the Company. Noninterest revenue decreased \$7.9 million, or 11.2%, for the third quarter of 2013 compared to the third quarter of 2012 and remained relatively stable for the first nine months of 2013 compared to the first nine months of 2012. One of the primary contributors to the decrease in noninterest revenue for the third quarter of 2013 compared to the third quarter of 2012 was the decrease in mortgage lending revenue to \$5.1 million for the third quarter of 2013 compared to \$13.5 million for the third quarter of 2012. Mortgage lending revenue also decreased to \$35.4 million for the first nine months of 2013 compared to \$39.7 million for the first nine months of 2012. The decrease in mortgage lending revenue for these periods was primarily related to the decrease in mortgage origination revenue. Mortgage origination volume decreased 43.8% to \$341.9 million for the third quarter of 2013 compared to \$607.9 million for the third quarter of 2012 and decreased 16.9% to \$1.2 billion for the first nine months of 2013 compared to \$1.4 billion for the first nine months of 2012. The decrease in mortgage lending revenue was somewhat offset by the change in fair value of MSRs. The fair value of MSRs decreased approximately \$240,000 during the third quarter of 2013 compared to a decrease of \$3.2 million during the third quarter of 2012 and increased \$6.0 million for the first nine months of 2013 compared to a decrease of \$3.3 million for the first nine months of 2012. The decrease in mortgage lending revenue for the first nine months of 2013 compared to the first nine months of 2012 was more than offset by the increase in insurance commissions, which increased 9.6% to \$76.3 million for the first nine months of 2013 compared to \$69.6 million for the first nine months of 2012. The increase in insurance commissions was primarily a result of policies written for and growth from existing customers. There were no significant non-recurring noninterest revenue items during the first nine months of 2013 or 2012.

Total noninterest expense decreased 3.3% to \$129.4 million for the third quarter of 2013 compared to \$133.8 million for the third quarter of 2012 and increased 0.3% to \$407.0 million for the first nine months of 2013 compared to

\$406.0 million for the first nine months of 2012. Salaries and employee benefits expense decreased to \$73.5 million for the third quarter of 2013 compared to \$74.8 million for the third quarter of 2012 and increased to \$231.2 million for the first nine months of 2013 compared to \$227.4 million for the first nine months of 2012. The decrease in salaries and employee benefits for the third quarter of 2013 compared to the third quarter of 2012 was primarily related to decreases in employee salaries resulting from a reduction in workforce after the voluntary early retirement program was accepted by certain employees that met job classification, age and years-of-service criteria in the second quarter of 2013. The increase in salaries and employee benefits for the first nine months of 2013 compared to the first nine months of 2012 was primarily related to increases in employee benefits and commissions

during the first and second quarter of 2013 compared to the same period in 2012. A pre-tax charge of \$10.9 million was recorded during the second quarter of 2013 related to additional benefits offered under the voluntary early retirement program previously mentioned, and a pre-tax charge of \$2.9 million was recorded during the third quarter of 2013 to write-off unamortized issuance costs related to the redemption of the 8.15% trust preferred securities. No such voluntary early retirement program or redemption and resulting write-off of unamortized issuance costs were recorded in 2012.

Legal expense increased to \$4.6 million in the third quarter of 2013 from \$3.0 million in the third quarter of 2012 and increased to \$17.9 million for the first nine months of 2013 compared to \$6.2 million for the first nine months of 2012. The increase in legal expense was primarily a result of a charge of \$10.7 million to legal expense during the first nine months of 2013 that was recorded to increase the litigation accrual related to various legal matters.

Noninterest expense was also impacted by the decrease in foreclosed property expense. Foreclosed property expense decreased 62.5% to \$3.3 million for the third quarter of 2013 compared to \$8.8 million for the third quarter of 2012 and decreased 67.5% to \$8.9 million for the first nine months of 2013 compared to \$27.4 million for the first nine months of 2012. Foreclosed property expense decreased primarily as a result of the Company experiencing lower losses on the sale and smaller writedowns of OREO. The Company continues to focus attention on controlling noninterest expense. The major components of net income are discussed in more detail below.

RESULTS OF OPERATIONS

Net Interest Revenue

Net interest revenue is the difference between interest revenue earned on assets, such as loans, leases and securities, and interest expense paid on liabilities, such as deposits and borrowings, and continues to provide the Company with its principal source of revenue. Net interest revenue is affected by the general level of interest rates, changes in interest rates and changes in the amount and composition of interest-earning assets and interest bearing liabilities. The Company's long-term objective is to manage interest-earning assets and interest-bearing liabilities to maximize net interest revenue, while balancing interest rate, credit and liquidity risk. Net interest margin is determined by dividing fully taxable equivalent net interest revenue by average earning assets. For purposes of the following discussion, revenue from tax-exempt loans and investment securities has been adjusted to a fully taxable equivalent ("FTE") basis, using an effective tax rate of 35%. The following table presents average interest earning assets, average interest bearing liabilities, net interest revenue-FTE, net interest margin-FTE and net interest rate spread for the three months and nine months ended September 30, 2013 and 2012:

	Three months ended September 30,					
	2013			2012		
	Average Balance	Interest	Yield/ Rate	Average Balance	Interest	Yield/ Rate
ASSETS						
(Dollars in millions, yields on taxable equivalent basis)						
Loans and leases (net of unearned income) (1)(2)	\$ 8,683.0	\$ 99.7	4.55%	\$ 8,716.7	\$ 106.8	4.87%
Loans held for sale	78.0	0.7	3.72%	118.9	1.0	3.26%
Available-for-sale securities:						
Taxable (3)	2,178.2	8.2	1.50%	2,022.3	9.4	1.86%
Non-taxable (4)	420.6	6.0	5.61%	458.9	6.3	5.48%
Federal funds sold, securities purchased under agreement to resell and short-term investments	487.0	0.3	0.25%	608.0	0.4	0.26%
Total interest earning assets and revenue	11,846.8	114.9	3.85%	11,924.8	123.9	4.13%
Other assets	1,242.3			1,273.5		
Less: Allowance for credit losses	(160.6)			(179.3)		
Total	\$ 12,928.5			\$ 13,019.0		
LIABILITIES AND SHAREHOLDERS' EQUITY						
Deposits:						
Demand - interest bearing	\$ 4,530.2	\$ 2.0	0.18%	\$ 4,704.9	\$ 3.9	0.33%
Savings	1,216.6	0.4	0.12%	1,092.8	0.7	0.25%
Other time	2,447.3	7.3	1.18%	2,729.9	9.5	1.38%
Federal funds purchased, securities sold under agreement to repurchase, short-term FHLB borrowings and other short term borrowings	441.9	0.1	0.07%	390.1	0.1	0.09%
Junior subordinated debt securities	86.1	1.4	6.57%	160.3	2.9	7.13%
Long-term FHLB borrowings	62.8	0.5	3.19%	33.5	0.3	4.14%
Total interest bearing liabilities and expense	8,784.9	11.7	0.53%	9,111.5	17.4	0.76%
Demand deposits - noninterest bearing	2,551.8			2,328.9		
Other liabilities	117.7			146.4		
Total liabilities	11,454.4			11,586.8		
Shareholders' equity	1,474.1			1,432.2		
Total	\$ 12,928.5			\$ 13,019.0		
Net interest revenue-FTE		\$ 103.2			\$ 106.5	
Net interest margin-FTE			3.45%			3.55%
Net interest rate spread			3.32%			3.37%
Interest bearing liabilities to						

interest earning assets	74.15%	76.41%
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(1) Includes taxable equivalent adjustment to interest of \$0.8 million and \$0.9 million for the three months ended September 30, 2013 and 2012, respectively, using an effective tax rate of 35%.

(2) Includes non-accrual loans.

(3) Includes taxable equivalent adjustment to interest of \$0.1 million for the three months ended September 30, 2012, using an effective tax rate of 35%.

(4) Includes taxable equivalent adjustment to interest of \$2.1 million and \$2.2 million for the three months ended September 30, 2013 and 2012, respectively, using an effective tax rate of 35%.

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	Nine months ended September 30,					
	2013			2012		
	Average		Yield/	Average		Yield/
	Balance	Interest	Rate	Balance	Interest	Rate
(Dollars in millions, yields on taxable equivalent basis)						
ASSETS						
Loans and leases (net of unearned income) (1)(2)	\$ 8,617.7	\$ 298.9	4.64%	\$ 8,747.7	\$ 325.2	4.97%
Loans held for sale	85.9	2.1	3.25%	86.1	2.2	3.42%
Available-for-sale securities:						
Taxable (3)	2,142.9	25.3	1.58%	2,049.9	31.0	2.02%
Non-taxable (4)	435.9	18.1	5.54%	453.4	19.4	5.70%
Federal funds sold, securities purchased under agreement to resell and short-term investments	737.0	1.4	0.25%	595.5	1.2	0.27%
Total interest earning assets and revenue	12,019.4	345.8	3.85%	11,932.6	379.0	4.24%
Other assets	1,250.7			1,298.0		
Less: allowance for credit losses	(163.3)			(188.8)		
Total	\$ 13,106.8			\$ 13,041.8		
LIABILITIES AND SHAREHOLDERS' EQUITY						
Deposits:						
Demand - interest bearing	\$ 4,708.3	\$ 7.6	0.22%	\$ 4,811.1	\$ 12.5	0.35%
Savings	1,199.7	1.3	0.15%	1,065.2	2.1	0.26%
Other time	2,502.9	23.0	1.23%	2,820.5	31.0	1.47%
Federal funds purchased, securities sold under agreement to repurchase, short-term FHLB borrowings and other short term borrowings	401.0	0.2	0.07%	375.5	0.3	0.09%
Junior subordinated debt securities	135.3	7.2	7.06%	160.3	8.6	7.19%
Long-term FHLB borrowings	43.4	1.2	3.71%	33.5	1.1	4.18%
Total interest bearing liabilities and expense	8,990.6	40.5	0.60%	9,266.1	55.6	0.80%
Demand deposits - noninterest bearing	2,512.9			2,239.4		
Other liabilities	132.8			136.3		
Total liabilities	11,636.3			11,641.8		
Shareholders' equity	1,470.5			1,400.0		
Total	\$ 13,106.8			\$ 13,041.8		
Net interest revenue-FTE		\$ 305.3			\$ 323.4	
Net interest margin-FTE			3.40%			3.62%
Net interest rate spread			3.24%			3.44%
Interest bearing liabilities to interest earning assets			74.80%			77.65%

(1) Includes taxable equivalent adjustment to interest of \$2.5 million for both the nine months ended September 30, 2013 and 2012 using an effective tax rate of 35%.

(2) Includes non-accrual loans.

(3) Includes taxable equivalent adjustments to interest of \$0.1 million for the nine months ended September 30, 2012, using an effective tax rate of 35%

(4) Includes taxable equivalent adjustment to interest of \$6.3 million and \$6.8 million for the nine months ended September 30, 2013 and 2012, respectively, using an effective tax rate of 35%.

Net interest revenue-FTE for the three-month period ended September 30, 2013 decreased \$3.3 million, or 3.1%, compared to the same period in 2012. Net interest revenue-FTE for the nine-month period ended September 30, 2013 decreased \$18.1 million, or 5.6%, compared to the same period in 2012. The decrease in net interest revenue-FTE was primarily a result of the larger decrease in interest revenue-FTE than the decrease in interest

expense as the yield on earning assets declined by a greater amount than that of interest-bearing liabilities. The decline in earning asset yields was primarily a result of the balance in short-term investments which is the lowest yielding earning asset, although yields on time deposits and interest-bearing liabilities decreased. Yields on interest-bearing liabilities decreased as a result of the redemption of the 8.15% trust preferred securities.

Interest revenue-FTE for the three-month period ended September 30, 2013 decreased \$9.1 million, or 7.3%, compared to the same period in 2012. Interest revenue-FTE for the nine-month period ended September 30, 2013 decreased \$33.2 million, or 8.8%, compared to the same period in 2012. The decrease in interest revenue-FTE for these periods was a result of the increase in lower rate securities combined with the declining loan yields, as interest rates continued to be at historically low levels resulting in a decrease in the yield on average interest-earning assets of 28 basis points for the third quarter of 2013 compared to the same period in 2012 and 39 basis points for the first nine months of 2013 compared to the same period in 2012. Average interest-earning assets decreased \$78.0 million, or 0.7%, for the three-month period ended September 30, 2013, compared to the same period in 2012. Average interest-earning assets increased \$86.8 million, or 0.7%, for the nine-month period ended September 30, 2013, compared to the same period in 2012. While average interest-earning assets increased for the nine-month period ended September 30, 2013, compared to the same period in 2012 as a result of the larger increase in short-term investments resulting from excess liquidity than the decrease in net loans and leases, average interest-earning assets decreased for the third quarter of 2013 compared to the third quarter of 2012 as short-term investments were utilized in the redemption of the 8.15% trust preferred securities during the third quarter of 2013 resulting in a decrease in the quarterly average balance for short-term investments.

Interest expense for the three-month period ended September 30, 2013 decreased \$5.7 million, or 32.5%, compared to the same period in 2012. Interest expense for the nine-month period ended September 30, 2013 decreased \$15.1 million, or 27.2%, compared to the same period in 2012. The decrease in interest expense for these periods was a result of the increase in average lower cost savings deposits combined with the decrease in interest bearing and other time deposit and their corresponding rates. Also, 8.15% trust preferred securities were redeemed during the third quarter of 2013 resulting in a decrease in interest expense related to junior subordinated debt securities, as well as in the rates paid on those securities. This combined activity resulted in an overall decrease in the average rate paid of 23 basis points for the third quarter of 2013 compared to the third quarter of 2012 and 20 basis points for the first nine months of 2013 compared to the first nine months of 2012. Average interest bearing liabilities decreased \$326.6 million, or 3.6%, for the three-month period ended September 30, 2013 compared to the same period in 2012. Average interest bearing liabilities decreased \$275.5 million, or 3.0%, for the nine-month period ended September 30, 2013 compared to the same period in 2012. The decrease in average interest bearing liabilities for these periods was a result of increases in average lower cost savings deposits being more than offset by decreases in average interest bearing demand deposits and other time deposits, as well as decreases in average junior subordinated debt resulting from the redemption of the 8.15% trust preferred securities during the third quarter of 2013.

Net interest margin was 3.45% for the three months ended September 30, 2013, a decrease of 10 basis points from 3.55% for the three months ended September 30, 2012. Net interest margin was 3.40% for the nine months ended September 30, 2013, a decrease of 22 basis points from 3.62% for the nine months ended September 30, 2012. The decrease in the net interest margin for these periods was due to the yield on earning assets declining by a greater amount than that of interest-bearing liabilities with this decline in earning asset yield primarily a result of the increase in the balance in short-term investments, the lowest yielding earning asset. The decrease in net interest margin is somewhat offset by the redemption of the trust preferred securities.

Interest Rate Sensitivity

The interest rate sensitivity gap is the difference between the maturity or re-pricing opportunities of interest sensitive assets and interest sensitive liabilities for a given period of time. A prime objective of the Company's asset/liability management is to maximize net interest margin while maintaining a reasonable mix of interest sensitive assets and liabilities. The following table presents the Company's interest rate sensitivity at September 30, 2013:

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Interest Rate Sensitivity - Maturing or Repricing Opportunities

0 to 90 Days	91 Days to One Year	Over One Year to Five Years	Over Five Years
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(In thousands)

Interest earning assets:				
Interest bearing deposits with banks	\$ 361,401	\$ -	\$ -	\$ -
Available-for-sale and trading securities	221,871	525,507	1,374,564	432,214
Loans and leases, net of unearned income	3,356,464	1,839,031	3,265,246	312,374
Loans held for sale	50,293	572	3,296	22,953
Total interest earning assets	3,990,029	2,365,110	4,643,106	767,541
Interest bearing liabilities:				
Interest bearing demand deposits and savings	5,713,586	-	-	-
Other time deposits	484,658	1,070,033	851,702	205
Federal funds purchased and securities sold under agreement to repurchase, short-term FHLB borrowings and other short-term borrowings	418,623	-	-	-
Long-term debt and junior subordinated debt securities	-	-	53,500	61,446
Other	-	-	45	-
Total interest bearing liabilities	6,616,867	1,070,033	905,247	61,651
Interest rate sensitivity gap	\$ (2,626,838)	\$ 1,295,077	\$ 3,737,859	\$ 705,890
Cumulative interest sensitivity gap	\$ (2,626,838)	\$ (1,331,761)	\$ 2,406,098	\$ 3,111,988

In the event interest rates increase after September 30, 2013, based on this interest rate sensitivity gap, the Company could experience decreased net interest revenue in the following one-year period, as the cost of funds could increase at a more rapid rate than interest revenue on interest-earning assets. However, the Company's historical repricing sensitivity on interest-bearing demand deposits and savings suggests that these deposits, while having the ability to reprice in conjunction with rising market rates, often exhibit less repricing sensitivity to a change in market rates, thereby somewhat reducing the exposure to rising interest rates. In the event interest rates decline after September 30, 2013, based on this interest rate sensitivity gap, it is possible that the Company could experience slightly increased net interest revenue in the following one-year period. However, any potential benefit to net interest revenue in a falling rate environment is mitigated by implied rate floors on interest-bearing demand deposits and savings resulting from the historically low interest rate environment. It should be noted that the balances shown in the table above are at September 30, 2013 and may not be reflective of positions at other times during the year or in subsequent periods. Allocations to specific interest rate sensitivity periods are based on the earlier of maturity or repricing dates. The elevated liability sensitivity in the 0 to 90 day category as compared to other categories was primarily a result of the Company's utilization of shorter term, lower cost deposits to fund earning assets.

As of September 30, 2013, the Bank had \$1.7 billion in variable rate loans with interest rates determined by a floor, or minimum rate. This portion of the loan portfolio had an average interest rate earned of 4.32%, an average maturity of 47 months and a fully-indexed interest rate of 3.77% at September 30, 2013. The fully-indexed interest rate is the

interest rate that these loans would be earning without the effect of interest rate floors. While the Bank benefits from interest rate floors in the current interest rate environment, loans currently earning their floored interest rate may not experience an immediate impact on the interest rate earned should key indices rise. Key indices include, but are not limited to, the Bank's prime rate, the Wall Street Journal prime rate and the London Interbank Offering Rate. At September 30, 2013, the Company had \$666.7 million, \$1.2 billion and \$658.5 million in variable rate loans with interest rates tied to the Bank's prime rate, the Wall Street Journal prime rate and the London Interbank Offering Rate, respectively. The Bank's net interest margin may be negatively impacted by the timing and magnitude of a rise in key indices.

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Interest Rate Risk Management

Interest rate risk refers to the potential changes in net interest income and Economic Value of Equity (“EVE”) resulting from adverse movements in interest rates. EVE is defined as the net present value of the balance sheet’s cash flow. EVE is calculated by discounting projected principal and interest cash flows under the current interest rate environment. The present value of asset cash flows less the present value of liability cash flows derives the net present value of the Company’s balance sheet. The Company’s Asset / Liability Committee utilizes financial simulation models to measure interest rate exposure. These models are designed to simulate the cash flow and accrual characteristics of the Company’s balance sheet. In addition, the models incorporate assumptions about the direction and volatility of interest rates, the slope of the yield curve, and the changing composition of the Company’s balance sheet arising from both strategic plans and customer behavior. Finally, management makes assumptions regarding loan and deposit growth, pricing, and prepayment speeds.

The sensitivity analysis included in the tables below delineates the percentage change in net interest income and EVE derived from instantaneous parallel rate shifts of plus and minus 400, 300, 200 and 100 basis points. The impact of minus 400, 300, 200 and 100 basis point rate shocks as of September 30, 2013 and 2012 was not considered meaningful because of the historically low interest rate environment. However, the risk exposure should be mitigated by any downward rate shifts. Variances were calculated from the base case scenario, which reflected prevailing market rates, and the net interest income forecasts used in the calculations spanned 12 months for each scenario.

For the tables below, average life assumptions and beta values for non-maturity deposits were estimated based on the historical behavior rather than assuming an average life of one day and a beta value of 1, or 100%. Historical behavior suggests that non-maturity deposits have longer average lives for which to discount expected cash flows and lower beta values for which to re-price expected cash flows. The former results in a higher premium derived from the present value calculation, while the latter results in a slower rate of change and lower change in interest rate paid given a change in market rates. Both have a positive impact on the EVE calculation for rising rate shocks. Calculations using these assumptions are designed to delineate more precise risk exposure under the various shock scenarios. While the falling rate shocks are not considered meaningful in the historically low interest rate environment, the risk profile would be negatively impacted by downward rate shifts under these assumptions.

Rate Shock	Net Interest Income	
	% Variance from Base Case Scenario	
	September 30, 2013	September 30, 2012
+400 basis points	7.4%	21.1%
+300 basis points	9.1%	18.9%
+200 basis points	10.3%	14.9%
+100 basis points	4.9%	6.9%
-100 basis points	NM	NM
-200 basis points	NM	NM
-300 basis points	NM	NM
-400 basis points	NM	NM

NM=not meaningful

Rate Shock	Economic Value of Equity % Variance from Base Case Scenario	
	September 30, 2013	September 30, 2012
+400 basis points	23.9%	24.5%
+300 basis points	19.3%	22.7%
+200 basis points	13.4%	18.7%
+100 basis points	7.1%	9.7%
-100 basis points	NM	NM
-200 basis points	NM	NM
-300 basis points	NM	NM
-400 basis points	NM	NM

NM=not meaningful

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	Net Interest Income	
	% Variance from Base Case Scenario	
Rate Ramp	September 30, 2013	September 30, 2012
+200 basis points	4.1%	7.1%
-200 basis points	NM	NM

NM=not meaningful

Provision for Credit Losses and Allowance for Credit Losses

In the normal course of business, the Bank assumes risks in extending credit. The Bank manages these risks through underwriting in accordance with its lending policies, loan review procedures and the diversification of its loan and lease portfolio. Although it is not possible to predict credit losses with certainty, management regularly reviews the characteristics of the loan and lease portfolio to determine its overall risk profile and quality.

The provision for credit losses is the periodic cost of providing an allowance or reserve for estimated probable losses on loans and leases. The Board of Directors has appointed a Credit Committee, composed of senior management and loan administration staff which meets on a quarterly basis to review the recommendations of several internal working groups developed for specific purposes including the allowance for loans and lease losses, impairments and charge-offs. The allowance for loan and lease losses group (“ALLL group”) bases its estimates of credit losses on three primary components: (1) estimates of inherent losses that may exist in various segments of performing loans and leases; (2) specifically identified losses in individually analyzed credits; and (3) qualitative factors that may impact the performance of the loan and lease portfolio. Factors such as financial condition of the borrower and guarantor, recent credit performance, delinquency, liquidity, cash flows, collateral type and value are used to assess credit risk. Expected loss estimates are influenced by the historical losses experienced by the Bank for loans and leases of comparable creditworthiness and structure. Specific loss assessments are performed for loans and leases of significant size and delinquency based upon the collateral protection and expected future cash flows to determine the amount of impairment under FASB ASC 310, Receivables (“FASB ASC 310”). In addition, qualitative factors such as changes in economic and business conditions, concentrations of risk, loan and lease growth, acquisitions and changes in portfolio risk resulting from regulatory changes are considered in determining the adequacy of the level of the allowance for credit losses.

Attention is paid to the quality of the loan and lease portfolio through a formal loan review process. An independent loan review department of the Bank is responsible for reviewing the credit rating and classification of individual credits and assessing trends in the portfolio, adherence to internal credit policies and procedures and other factors that may affect the overall adequacy of the allowance for credit losses. The ALLL group is responsible for ensuring that the allowance for credit losses provides coverage of both known and inherent losses. The ALLL group meets at least quarterly to determine the amount of adjustments to the allowance for credit losses. The ALLL group is composed of senior management from the Bank’s loan administration and finance departments. In 2010, the Bank established a real estate risk management group and an impairment group. The real estate risk management group oversees compliance with regulations and U.S. GAAP related to lending activities where real estate is the primary collateral. The impairment group is responsible for evaluating loans that have been specifically identified through various channels, including examination of the Bank’s watch list, past due listings, findings of the internal loan review department, loan officer assessments and loans to borrowers or industries known to be experiencing problems. For all loans identified, the responsible loan officer in conjunction with his or her credit administrator is required to prepare an impairment analysis to be reviewed by the impairment group. The impairment group deems that a loan is impaired if it is probable that the Company will be unable to collect all the contractual principal and interest on the loan. The

impairment group also evaluates the circumstances surrounding the loan in order to determine if the loan officer used the most appropriate method for assessing the impairment of the loan (i.e., present value of expected future cash flows, observable market price or fair value of the underlying collateral). The impairment group meets on a monthly basis.

If concessions are granted to a borrower as a result of its financial difficulties, the loan is classified as a TDR and analyzed for possible impairment as part of the credit approval process. TDRs are reserved in accordance with FASB ASC 310 in the same manner as impaired loans that are not TDRs. Should the borrower's financial condition, collateral protection or performance deteriorate, warranting reassessment of the loan rating or impairment, additional reserves may be required.

Loans of \$500,000 or more that become 60 or more days past due are identified for review by the impairment group, which decides whether an impairment exists and to what extent a specific allowance for credit

loss should be made. Loans that do not meet these requirements may also be identified by management for impairment review, particularly if the loan is a small loan that is part of a larger relationship. Loans subject to such review are evaluated as to collateral dependency, current collateral value, guarantor or other financial support and likely disposition. Each such loan is individually evaluated for impairment. The impairment evaluation of real estate loans generally focuses on the fair value of underlying collateral obtained from appraisals, as the repayment of these loans may be dependent on the liquidation of the collateral. In certain circumstances, other information such as comparable sales data is deemed to be a more reliable indicator of fair value of the underlying collateral than the most recent appraisal. In these instances, such information is used in determining the impairment recorded for the loan. As the repayment of commercial and industrial loans is generally dependent upon the cash flow of the borrower or guarantor support, the impairment evaluation generally focuses on the discounted future cash flows of the borrower or guarantor support, as well as the projected liquidation of any pledged collateral. The impairment group reviews the results of each evaluation and approves the final impairment amounts, which are then included in the analysis of the adequacy of the allowance for credit losses in accordance with FASB ASC 310. Loans identified for impairment are placed in non-accrual status.

The Company's policy is to obtain an appraisal at the time of loan origination for real estate collateral securing a loan of \$250,000 or more, consistent with regulatory guidelines. The Company's policy is to obtain an updated appraisal when certain events occur, such as the refinancing of the debt, the renewal of the debt or events that indicate potential impairment. A new appraisal is generally ordered for loans greater than \$500,000 that have characteristics of potential impairment such as delinquency or other loan-specific factors identified by management, when a current appraisal (dated within the prior 12 months) is not available or when a current appraisal uses assumptions that are not consistent with the expected disposition of the loan collateral. In order to measure impairment properly at the time that a loan is deemed to be impaired, a staff appraiser may estimate the collateral fair value based upon earlier appraisals, sales contracts, approved foreclosure bids, comparable sales, officer estimates or current market conditions until a new appraisal is received. This estimate can be used to determine the extent of the impairment on the loan. After a loan is deemed to be impaired, it is management's policy to obtain an updated appraisal on at least an annual basis. Management performs a review of the pertinent facts and circumstances of each impaired loan, such as changes in outstanding balances, information received from loan officers and receipt of re-appraisals, on a monthly basis. As of each review date, management considers whether additional impairment should be recorded based on recent activity related to the loan-specific collateral as well as other relevant comparable assets. Any adjustment to reflect further impairments, either as a result of management's periodic review or as a result of an updated appraisal, are made through recording additional loan loss provisions or charge-offs.

At September 30, 2013, impaired loans totaled \$79.7 million, which was net of cumulative charge-offs of \$27.2 million. Additionally, the Company had specific reserves for impaired loans of \$3.8 million included in the allowance for credit losses. Impaired loans at September 30, 2013 were primarily from the Company's commercial real estate and construction, acquisition and development portfolios. Impaired loan charge-offs are determined necessary when management does not anticipate any future recovery of collateral values. The loans were evaluated for impairment based on the fair value of the underlying collateral securing the loan. As part of the impairment review process, appraisals are used to determine the property values. The appraised values that are used are generally based on the disposition value of the property, which assumes Bank ownership of the property "as-is" and a 180-360 day marketing period. If a current appraisal or one with an inspection date within the past 12 months using the necessary assumptions is not available, a new third-party appraisal is ordered. In cases where an impairment exists and a current appraisal is not available at the time of review, a staff appraiser may determine an estimated value based upon earlier appraisals, the sales contract, approved foreclosure bids, comparable sales, comparable appraisals, officer estimates or current market conditions until a new appraisal is received. After a new appraisal is received, the value used in the review will be updated and any adjustments to reflect further impairments are made. Appraisals are obtained from state-certified appraisers based on certain assumptions which may include foreclosure status, bank ownership, OREO marketing period of 180 days, costs to sell, construction or development status and the highest and best use of the property. A staff appraiser may make adjustments to appraisals based on sales contracts, comparable sales and other pertinent information if an appraisal does not incorporate the effect of these assumptions.

When a guarantor is relied upon as a source of repayment, it is the Company's policy to analyze the strength of the guaranty. This analysis varies based on circumstances, but may include a review of the guarantor's personal and business financial statements and credit history, a review of the guarantor's tax returns and the preparation of a cash flow analysis of the guarantor. Management will continue to update its analysis on individual

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guarantors as circumstances change. Because of the continued weakness in the economy, subsequent analyses may result in the identification of the inability of some guarantors to perform under the agreed upon terms.

Any loan or portion thereof which is classified as “loss” by regulatory examiners or which is determined by management to be uncollectible, because of factors such as the borrower’s failure to pay interest or principal, the borrower’s financial condition, economic conditions in the borrower’s industry or the inadequacy of underlying collateral, is charged off.

The following table provides an analysis of the allowance for credit losses for the periods indicated:

	Three months ended		Nine months ended	
	September 30,		September 30,	
	2013	2012	2013	2012
	(Dollars in thousands)			
Balance, beginning of period	\$	161,047		