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BANCORPSOUTH INC
Form 13F-HR/A
February 14, 2011

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2010

Check here if Amendment [X]; Amendment Number: 1

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

Institutional Investment Manager Filing this Report:

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

Form 13F File Number: 28-10453

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

Person Signing this Report on Behalf of Reporting Manager:

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

Signature Place and Date of Signing:

/s/ Cathy S. Freeman	Tupelo Mississippi	February 11, 2011
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[Signature]	[City State]	[Date]

Report Type (Check only one.):

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

List of Other Managers Reporting for this Manager: None.

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1
 Form 13F Information Table Entry Total: 273
 Form 13F Information Table Value Total: \$1,108,474
 (thousands)

LIST OF OTHER INCLUDED MANAGERS:

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

No.	Form 13F File Number	Name
1	28-10939	BancorpSouth Bank

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FORM 13F INFORMATION TABLE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	MKT VAL x 1000	Shares/ PRN Amt	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION				S
						SOLE (A)	SHR (B)	OTH (C)	OTH MGR	
LAZARD LTD	SHS A	G54050102	241	6,095	SH	X			1	
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	332	17,898	SH	X			1	1
SEAGATE TECHNOLOGY PLC	SHS	G7945M107	187	12,418	SH	X			1	1
SIGNET JEWELERS LIMITED	SHS	G81276100	210	4,830	SH	X			1	
ACE LTD	SHS	H0023R105	283	4,552	SH	X			1	
ACE LTD	SHS	H0023R105	0	0	SH			X	1	
NOBLE CORPORATION BAAR	NAMEN	H5833N103	203	5,674	SH	X			1	
	-AKT									
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	213	4,602	SH	X			1	
AERCAP HOLDINGS NV	SHS	N00985106	180	12,719	SH	X			1	1
VISTAPRINT N V	SHS	N93540107	229	4,976	SH	X			1	
COPA HOLDINGS SA	CL A	P31076105	232	3,945	SH	X			1	
FLEXTRONICS INTL LTD	ORD	Y2573F102	443	56,483	SH	X			1	5
AT&T INC	COM	00206R102	902	30,716	SH	X			1	2
AT&T INC	COM	00206R102	159	5,415	SH			X	1	
ABBOTT LABS	COM	002824100	738	15,399	SH	X			1	1
ABBOTT LABS	COM	002824100	193	4,036	SH			X	1	
ACERGY S A	SPONSORED ADR	00443E104	206	8,469	SH	X			1	
AIR PRODS & CHEMS INC	COM	009158106	638	7,019	SH	X			1	
ALLSCRIPTS HEALTHCARE SOLUTN	COM	01988P108	380	19,694	SH	X			1	1
ALPHA NATURAL RESOURCES INC	COM	02076X102	206	3,425	SH	X			1	
ALTRIA GROUP INC	COM	02209S103	496	20,166	SH	X			1	1
ALTRIA GROUP INC	COM	02209S103	5	206	SH			X	1	
AMERICAN EXPRESS CO	COM	025816109	583	13,594	SH	X			1	1
AMERIPRISE FINL INC	COM	03076C106	287	4,991	SH	X			1	
AMGEN INC	COM	031162100	435	7,918	SH	X			1	
AMPHENOL CORP NEW	CL A	032095101	310	5,866	SH	X			1	

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APACHE CORP	COM	037411105	387	3,242	SH	X				1	
APPLE INC	COM	037833100	1,394	4,321	SH	X				1	
APPLIED MATLS INC	COM	038222105	329	23,415	SH	X				1	2
ARCHER DANIELS MIDLAND CO	COM	039483102	410	13,630	SH	X				1	1
ARTIO GLOBAL INVT FDS	INTL EQ	04315J506	218	7,239	SH	X				1	
	CL I										
ATMEL CORP	COM	049513104	254	20,632	SH	X				1	2
AUTODESK INC	COM	052769106	409	10,718	SH	X				1	1
BASF SE	SPONSORED	055262505	203	2,526	SH	X				1	
	ADR										
BP PLC	SPONSORED	055622104	282	6,378	SH	X				1	
	ADR										
BP PLC	SPONSORED	055622104	124	2,800	SH				X	1	
	ADR										
BALDOR ELEC CO	COM	057741100	9,866	156,506	SH	X				1	15
BALLY TECHNOLOGIES INC	COM	05874B107	216	5,129	SH	X				1	
BANCO SANTANDER BRASIL S A	ADS REP	05967A107	156	11,501	SH	X				1	1

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	MKT VAL x 1000	Shares/ PRN Amt	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION				S	
						SOLE (A)	SHR (B)	OTH (C)	OTH MGR		
	1 UNIT										
BANCORPSOUTH INC	COM	059692103	17,139	1,074,517	SH	X				1	95
BANCORPSOUTH INC	COM	059692103	179	11,192	SH			X		1	
BANK OF AMERICA CORPORATION	COM	060505104	337	25,282	SH	X				1	2
BANK OF THE OZARKS INC	COM	063904106	2,603	60,051	SH	X				1	6
BARON INVT FDS TR	SMALL CAP FD	068278308	212	8,912	SH	X				1	
BAXTER INTL INC	COM	071813109	582	11,507	SH	X				1	1
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	911	11,371	SH	X				1	1
BEST BUY INC	COM	086516101	212	6,172	SH	X				1	
BRISTOL MYERS SQUIBB CO	COM	110122108	374	14,111	SH	X				1	
BRISTOL MYERS SQUIBB CO	COM	110122108	9	328	SH			X		1	
BROADCOM CORP	CL A	111320107	688	15,807	SH	X				1	1
CVS CAREMARK CORPORATION	COM	126650100	271	7,808	SH	X				1	
CATERPILLAR INC DEL	COM	149123101	419	4,475	SH	X				1	
CELESTICA INC	SUB VTG SHS	15101Q108	176	18,190	SH	X				1	1
1CELGENE CORP	COM	151020104	421	7,120	SH	X				1	
CEPHEID	COM	15670R107	237	10,436	SH	X				1	1
CENTURYLINK INC	COM	156700106	194	4,208	SH	X				1	
CENTURYLINK INC	COM	156700106	7	142	SH			X		1	
CHEVRON CORP NEW	COM	166764100	1,996	21,876	SH	X				1	2
CHEVRON CORP NEW	COM	166764100	732	8,025	SH			X		1	
CHICAGO BRIDGE & IRON CO	N V N Y REGISTRY	167250109	210	6,387	SH	X				1	
	SH										
CISCO SYS INC	COM	17275R102	730	36,087	SH	X				1	3
CITIZENS HLDG CO MISS	COM	174715102	3,359	158,987	SH	X				1	15
CITRIX SYS INC	COM	177376100	206	3,009	SH	X				1	
CLIFFS NATURAL RESOURCES INC	COM	18683K101	782	10,020	SH	X				1	1

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COCA COLA CO	COM	191216100	756	11,493	SH	X			1	1
COCA COLA CO	COM	191216100	322	4,898	SH			X	1	
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	228	3,108	SH	X			1	
COLGATE PALMOLIVE CO	COM	194162103	258	3,216	SH	X			1	
COLUMBIA ACORN TR	INTL	197199763	201	7,094	SH	X			1	
SELECT Z										
COMPANHIA DE BEBIDAS DAS AME	SPON	20441W203	209	6,720	SH	X			1	
ADR PFD										
CONCUR TECHNOLOGIES INC	COM	206708109	258	4,963	SH	X			1	
CONOCOPHILLIPS	COM	20825C104	443	6,501	SH	X			1	
CONOCOPHILLIPS	COM	20825C104	7	96	SH			X	1	
MONTGOMERY EXPLORATION 10.87		216000992	227	1	SH	X			1	
CORNING INC	COM	219350105	601	31,094	SH	X			1	3
CULLEN FROST BANKERS INC	COM	229899109	242	3,961	SH	X			1	
CUMMINS INC	COM	231021106	221	2,007	SH	X			1	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	MKT VAL x 1000	Shares/ PRN Amt	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION				S (
						SOLE (A)	SHR (B)	OTH (C)	OTH MGR	
CYPRESS SEMICONDUCTOR CORP	COM	232806109	235	12,633	SH	X			1	1
DWS VALUE SER INC	SMCP	23338F754	17,417	465,827	SH	X			1	46
	VALF									
	INST									
DWS VALUE SER INC	SMCP	23338F754	95	2,537	SH			X	1	
	VALF									
	INST									
DANAHER CORP DEL	COM	235851102	215	4,567	SH	X			1	
DEERE & CO	COM	244199105	1,164	14,018	SH	X			1	1
DELTIC TIMBER CORP	COM	247850100	356	6,324	SH	X			1	
DELTIC TIMBER CORP	COM	247850100	23,423	415,743	SH			X	1	
DENBURY RES INC	COM NEW	247916208	215	11,258	SH	X			1	1
DEVON ENERGY CORP NEW	COM	25179M103	299	3,805	SH	X			1	
DEVRY INC DEL	COM	251893103	200	4,171	SH	X			1	
DODGE & COX STK FD	COM	256219106	33,491	310,795	SH	X			1	30
DODGE & COX STK FD	COM	256219106	190	1,761	SH			X	1	
DREYFUS APPRECIATION FD INC	COM	261970107	1,534	40,160	SH	X			1	4
DUKE ENERGY CORP NEW	COM	26441C105	271	15,210	SH	X			1	1
DUKE ENERGY CORP NEW	COM	26441C105	6	358	SH			X	1	
ERHC ENERGY INC	COM	26884J104	2	10,000	SH	X			1	1
EAST WEST BANCORP INC	COM	27579R104	270	13,810	SH	X			1	1
EMERSON ELEC CO	COM	291011104	1,114	19,480	SH	X			1	1
EXPRESS SCRIPTS INC	COM	302182100	1,521	28,143	SH	X			1	2
EXXON MOBIL CORP	COM	30231G102	5,501	75,235	SH	X			1	6
EXXON MOBIL CORP	COM	30231G102	1,070	14,630	SH			X	1	
FAIRHOLME FD	COM	304871106	212	5,947	SH	X			1	
FEDERATED EQUITY FDS	INTRCNTL	314172461	38,180	765,584	SH	X			1	76
	INST									
FEDERATED EQUITY FDS	INTRCNTL	314172461	190	3,803	SH			X	1	
	INST									
FEDERATED TOTAL RETURN SERS	ULSHT	31428Q747	115	12,478	SH	X			1	1
	INST NEW									

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FIDELITY CONTRAFUND INC	NEW INSIGHTS I	316071604	34,322	1,704,153	SH	X			1	1,69
FIDELITY CONTRAFUND INC	NEW INSIGHTS I	316071604	190	9,439	SH			X	1	
FIDELITY PURITAN TR	LOW PRICE STK	316345305	34,631	902,307	SH	X			1	89
FIDELITY PURITAN TR	LOW PRICE STK	316345305	243	6,342	SH			X	1	
FLOWSERVE CORP	COM	34354P105	239	2,001	SH	X			1	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	MKT VAL x 1000	Shares/ PRN Amt	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION				S
						SOLE (A)	SHR (B)	OTH (C)	OTH MGR	
GENERAL ELECTRIC CO	COM	369604103	725	39,620	SH	X			1	3
GENERAL MLS INC	COM	370334104	228	6,404	SH	X			1	
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	193	4,932	SH	X			1	
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	8	202	SH				X	1
GOOGLE INC	CL A	38259P508	606	1,021	SH	X			1	
GROWTH FD AMER INC	CL R-5 SHARES	399874833	232	7,620	SH	X			1	
1RESTER ENTERPRISES LP 5% INT		404005993	211	1	SH	X			1	
RESTER ENTERPRISES LP 8% INT		405002999	337	1	SH	X			1	
HALLIBURTON CO	COM	406216101	216	5,284	SH	X			1	
RESTER ENTERPRISES LP 8% INT		407000991	337	1	SH	X			1	
HASBRO INC	COM	418056107	257	5,457	SH	X			1	
DAVIS FAMILY HOLDINGS LP		419002993	1,194	0	SH	X			1	
HEINZ H J CO	COM	423074103	245	4,954	SH	X			1	
HEINZ H J CO	COM	423074103	8	168	SH				X	1
HESS CORP	COM	42809H107	326	4,256	SH	X			1	
HEWLETT PACKARD CO	COM	428236103	239	5,683	SH	X			1	
KEY COLONY		430004994	694	1	SH				X	1
JOHNSTON ENTERPRISES, L.P.		432004992	1,389	0	SH	X			1	
GURDON TIMBER LTD 36.494%		434002994	500	1	SH	X			1	
WOODLAND HILLS LIMITED PARTN		435001995	220	25	SH	X			1	
SUNNYDALE LIMITED PARTNERSHI		436001994	1,558	88	SH	X			1	
WEH PROPERTIES LIMITED PARTN		436002992	410	86	SH	X			1	
CRICKET LIMITED PARTNERSHIP		436003990	941	28	SH	X			1	
MCM TIMBER 3.021% INTEREST		438002990	243	1	SH	X			1	
MCM TIMBER 3.020% INTEREST		438003998	243	1	SH	X			1	
MCM TIMBER 1.510% INTEREST		438004996	1,598	2	SH	X			1	
HONEYWELL INTL INC	COM	438516106	355	6,686	SH	X			1	
MARIE P CARTER ENTERPRISES L		439004995	1,623	1	SH	X			1	
OAK GROVE LAND CO, L.P. 12.5		440000990	265	3	SH	X			1	
REED HOLDINGS PARTNERSHIP, L		441002995	1,104	71	SH	X			1	

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MCM TIMBER 12% INTEREST	442000998	966	1	SH	X					1
CABEARK, LP 14.1179% INTERES	443003991	422	1	SH	X					1
DCT OPERATING PARTNERSHIP	443004999	580	75,518	SH	X					1
CABEARK, LP 84.8821% INTERES	444003990	2,535	1	SH	X					1
CABE-LONG PROPERTIES, LTD	444005995	308	4	SH	X					1
MCMILLON PROPERTIES L/P	445000995	2,183	96	SH	X					1
CABE-LONG PROPERTIES, LTD	445001993	1,682	4	SH	X					1
CABE-LONG PROPERTIES, LTD	445003999	2,831	1	SH	X					1
LONGENECKER PARTNERS GENERAL	448001990	4,052	99	SH					X	1
1.08% LLC INTEREST IN	448005991	300	1	SH	X					1
TALL PINES, LLC	449001999	992	50	SH	X					1

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	MKT VAL x 1000	Shares/ PRN Amt	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION				S
						SOLE (A)	SHR (B)	OTH (C)	OTH MGR	
DONOVAN INVESTMENTS, LLC		449003995	4,640	99	SH	X				1
IAMGOLD CORP	COM	450913108	197	11,086	SH	X				1
ILLINOIS TOOL WKS INC	COM	452308109	258	4,824	SH	X				1
INTEL CORP	COM	458140100	759	36,092	SH	X				3
INTEL CORP	COM	458140100	67	3,200	SH	F		X		1
INTERNATIONAL BUSINESS MACHS	COM	459200101	765	5,210	SH	X				1
INVESTMENT CO AMER	CL A	461308108	1,160	41,181	SH	X				1
JDS UNIPHASE CORP	COM PAR \$0.001	46612J507	155	10,702	SH	X				1
JPMORGAN CHASE & CO	COM	46625H100	322	7,592	SH	X				1
JPMORGAN CHASE & CO	COM	46625H100	83	1,956	SH			X		1
JANUS INVT FD	GLOBAL	471023648	205	17,287	SH	X				1
JANUS INVT FD	SEL FD T OVERSEAS	47103C449	260	5,148	SH	X				1
	FD SHS									
JOHNSON & JOHNSON	COM	478160104	1,358	21,954	SH	X				1
JOHNSON & JOHNSON	COM	478160104	352	5,699	SH			X		1
JOHNSON CTLS INC	COM	478366107	238	6,220	SH	X				1
JUNIPER NETWORKS INC	COM	48203R104	1,003	27,175	SH	X				1
KBR INC	COM	48242W106	206	6,755	SH	X				1
K L S ENVIRO RES INC	COM	482530102	0	125,000	SH	X				1
KIMBERLY CLARK CORP	COM	494368103	249	3,955	SH	X				1
KIMBERLY CLARK CORP	COM	494368103	8	130	SH			X		1
KRAFT FOODS INC	CL A	50075N104	236	7,474	SH	X				1
LENDER PROCESSING SVCS INC	COM	52602E102	216	7,316	SH	X				1
LILLY ELI & CO	COM	532457108	198	5,649	SH	X				1
LILLY ELI & CO	COM	532457108	35	993	SH			X		1
LONGLEAF PARTNERS FDS TR	SH BEN INTL	543069108	250	8,830	SH	X				1
1LORD ASSET MGMT TR	T WHITE INTL	543917108	205	11,912	SH	X				1
LOWES COS INC	COM	548661107	226	9,000	SH	X				1
MFS SER TR I	VALUE FD CL A	552983801	214	9,379	SH	X				1
MANULIFE FINL CORP	COM	56501R106	323	18,800	SH	X				1
MCDONALDS CORP	COM	580135101	629	8,196	SH	X				1

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MCDONALDS CORP	COM	580135101	9	117	SH			X	1
MEDNAX INC	COM	58502B106	338	5,019	SH	X			1
MEDTRONIC INC	COM	585055106	257	6,925	SH	X			1
MERCK & CO INC NEW	COM	58933Y105	261	7,250	SH	X			1
METLIFE INC	COM	59156R108	251	5,640	SH	X			1
MICROSOFT CORP	COM	594918104	1,156	41,427	SH	X			1
COLLABRX SER A PFD STOCK		601A4X997	634	446,227	SH			X	1
MONTGOMERY EXPLORATION		601A5Z991	295	1	SH	X			1
MURPHY OIL CORP	COM	626717102	6,030	80,879	SH	X			1

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	MKT VAL x 1000	Shares/ PRN Amt	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION				S
						SOLE (A)	SHR (B)	OTH (C)	OTH MGR	
MURPHY OIL CORP	COM	626717102	559,351	7,503,034	SH			X	1	
MUTUAL SER FD INC	SHS FD	628380107	351	16,903	SH			X	1	1
MUTUAL SER FD INC	CL Z									
MUTUAL SER FD INC	BEACON	628380305	165	13,366	SH			X	1	1
MUTUAL SER FD INC	FD Z									
MUTUAL SER FD INC	GBL	628380404	34,691	1,174,757	SH	X			1	1,17
MUTUAL SER FD INC	DISCVR									
MUTUAL SER FD INC	FD Z									
MUTUAL SER FD INC	GBL	628380404	179	6,070	SH	X			1	
MUTUAL SER FD INC	DISCVR									
MUTUAL SER FD INC	FD Z									
MYLAN INC	COM	628530107	220	10,408	SH	X			1	1
NATIONAL OILWELL VARCO INC	COM	637071101	325	4,833	SH	X			1	
NESTLE S A	SPONSORED	641069406	331	5,630	SH	X			1	
NETAPP INC	ADR									
NETAPP INC	COM	64110D104	757	13,767	SH	X			1	1
NEW PERSPECTIVE FD INC	COM	648018109	726	25,380	SH	X			1	2
NORFOLK SOUTHERN CORP	COM	655844108	379	6,029	SH	X			1	
OCCIDENTAL PETE CORP DEL	COM	674599105	269	2,742	SH	X			1	
ON SEMICONDUCTOR CORP	COM	682189105	197	19,910	SH	X			1	1
ORACLE CORP	COM	68389X105	244	7,802	SH	X			1	
O REILLY AUTOMOTIVE INC	COM	686091109	559	9,168	SH	X			1	
PDL BIOPHARMA INC	COM	69329Y104	187	30,000	SH			X	1	
PEPSICO INC	COM	713448108	727	11,127	SH	X			1	1
PEPSICO INC	COM	713448108	72	1,100	SH			X	1	
PFIZER INC	COM	717081103	399	22,805	SH	X			1	2
PFIZER INC	COM	717081103	25	1,420	SH			X	1	
PHILIP MORRIS INTL INC	COM	718172109	884	15,099	SH	X			1	1
PHILIP MORRIS INTL INC	COM	718172109	7	118	SH			X	1	
POTASH CORP SASK INC	COM	73755L107	523	3,380	SH	X			1	
PRECISION CASTPARTS CORP	COM	740189105	314	2,253	SH	X			1	
PRICE T ROWE GROUP INC	COM	74144T108	1,024	15,870	SH	X			1	1
PRICE T ROWE GROWTH STK FD I	COM	741479109	36,806	1,144,807	SH	X			1	1,14
PRICE T ROWE GROWTH STK FD I	COM	741479109	270	8,396	SH			X	1	
PROCTER & GAMBLE CO	COM	742718109	2,260	35,131	SH	X			1	3
PROCTER & GAMBLE CO	COM	742718109	390	6,059	SH			X	1	
RALCORP HLDGS INC NEW	COM	751028101	393	6,050	SH	X			1	

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RAYTHEON CO	COM NEW	755111507	273	5,882	SH	X			1
REGIONS FINANCIAL CORP NEW	COM	7591EP100	248	35,464	SH	X			1
REGIONS FINANCIAL CORP NEW	COM	7591EP100	15	2,205	SH		X		1
RENASANT CORP	COM	75970E107	852	50,356	SH	X			1
ROLLINS INC	COM	775711104	215	10,897	SH	X			1
ROWE T PRICE EQUITY INCOME F	SH BEN	779547108	33,305	1,405,861	SH	X			1
	INT								1,405

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	MKT VAL x 1000	Shares/ PRN Amt	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION			
						SOLE (A)	SHR (B)	OTH (C)	OTH MGR
ROWE T PRICE EQUITY INCOME F	SH BEN	779547108	189	7,956	SH			X	1
	INT								
ROWE T PRICE MID-CAP GROWTH	COM	779556109	51,152	873,942	SH	X			1
ROWE T PRICE MID-CAP GROWTH	COM	779556109	283	4,829	SH			X	1
ROWE T PRICE MID CAP VALUE F	COM	77957Y106	244	10,282	SH	X			1
ROYAL DUTCH SHELL PLC	SPON	780259107	217	3,252	SH	X			1
	ADR B								
ROYAL DUTCH SHELL PLC	SPON	780259107	112	1,686	SH			X	1
	ADR B								
ROYAL DUTCH SHELL PLC	SPONS	780259206	102	1,524	SH	X			1
	ADR A								
ROYAL DUTCH SHELL PLC	SPONS	780259206	214	3,200	SH			X	1
	ADR A								
ROYCE FD	PENN	780905840	37,256	3,197,937	SH	X			1
	MUT INV								3
ROYCE FD	PENN	780905840	193	16,595	SH	X			1
	MUT INV								
1SEI INVESTMENTS CO	COM	784117103	230	9,653	SH	X			1
SPDR GOLD TRUST	GOLD SHS	78463V107	307	2,212	SH	X			1
SCHLUMBERGER LTD	COM	806857108	265	3,173	SH	X			1
SHERWIN WILLIAMS CO	COM	824348106	271	3,235	SH	X			1
SIMMONS 1ST NATL CORP	CL A \$1	828730200	301	10,566	SH	X			1
	PAR								
SOUTHERN CO	COM	842587107	4,313	112,823	SH	X			1
SOUTHERN CO	COM	842587107	187	4,893	SH			X	1
SPRINT NEXTEL CORP	COM SER	852061100	212	50,000	SH	X			1
	1								
STAPLES INC	COM	855030102	436	19,144	SH	X			1
STRYKER CORP	COM	863667101	562	10,458	SH	X			1
TARGET CORP	COM	87612E106	992	16,505	SH	X			1
THERMO FISHER SCIENTIFIC INC	COM	883556102	211	3,817	SH	X			1
3M CO	COM	88579Y101	256	2,962	SH	X			1
TIFFANY & CO NEW	COM	886547108	215	3,458	SH	X			1
TRIMBLE NAVIGATION LTD	COM	896239100	476	11,910	SH	X			1
TRUSTMARK CORP	COM	898402102	1,114	44,846	SH	X			1
USA TRUCK INC	COM	902925106	213	16,113	SH	X			1
UNION PAC CORP	COM	907818108	239	2,574	SH	X			1
UNION PAC CORP	COM	907818108	408	4,400	SH			X	1
UNITED TECHNOLOGIES CORP	COM	913017109	272	3,460	SH	X			1
V F CORP	COM	918204108	316	3,672	SH	X			1

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VANGUARD STAR FD	TOTAL	921909602	455	28,867	SH	X	1
	INTL STK						
VANGUARD WORLD FD	MEGA	921910873	2,417	56,305	SH	X	1
	CAP						
	INDEX						

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	MKT VAL x 1000	Shares/ PRN Amt	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION			
							SOLE (A)	SHR (B)	OTH (C)	OTH MGR
VANGUARD EXPLORER FD INC	COM	921926101	510	7,001	SH	X				1
VANGUARD TAX-MANAGED FD	EUROPE	921943858	935	25,851	SH	X				1
VANGUARD INDEX FDS	PAC ETF									
	500	922908108	253	2,182	SH	X				1
VANGUARD INDEX FDS	PORTFOLIO									
	500	922908108	92	795	SH				X	1
VANGUARD INDEX FDS	PORTFOLIO									
	VALUE	922908405	2,872	138,155	SH	X				1
VANGUARD INDEX FDS	PTFL									
	MID CAP	922908629	1,620	21,754	SH	X				1
VANGUARD INDEX FDS	ETF									
	SMALL	922908751	1,119	15,405	SH	X				1
VANGUARD INDEX FDS	CP ETF									
VERIZON COMMUNICATIONS INC	COM	92343V104	513	14,332	SH	X				1
VERIZON COMMUNICATIONS INC	COM	92343V104	37	1,033	SH				X	1
VISA INC	COM CL A	92826C839	205	2,906	SH	X				1
VODAFONE GROUP PLC NEW	SPONS	92857W209	254	9,613	SH	X				1
VODAFONE GROUP PLC NEW	ADR NEW									
	SPONS	92857W209	21	785	SH				X	1
VODAFONE GROUP PLC NEW	ADR NEW									
WT MUT FD	CRM	92934R769	222	7,741	SH	X				1
	MDCP									
	VAL I									
WAL MART STORES INC	COM	931142103	1,259	23,347	SH	X				1
WASHINGTON MUT INVS FD INC	COM	939330106	887	32,614	SH	X				1
WESTERN UN CO	COM	959802109	263	14,143	SH	X				1
YUM BRANDS INC	COM	988498101	1,036	21,116	SH	X				1
FINAL TOTALS			1,108,474	24,762,608						15

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