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BANCORPSOUTH INC
Form 13F-HR
May 19, 2010

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

FORM 13F

FORM 13F COVER PAGE

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

Check here if Amendment []; Amendment Number: ____

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

Institutional Investment Manager Filing this Report:

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

Form 13F File Number: 28-10453

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

Person Signing this Report on Behalf of Reporting Manager:

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

Signature Place and Date of Signing:

| | | |
|----------------------|--------------------|--------------|
| /s/ Cathy S. Freeman | Tupelo Mississippi | May 18, 2010 |
| ----- | ----- | ----- |
| [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: 252
 Form 13F Information Table Value Total: \$934,909
 (thousands)

LIST OF OTHER INCLUDED MANAGERS:

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

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

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FORM 13F INFORMATION TABLE

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | Shares/ PRN Amt | SH/ PRN | PUT/ CALL | INVESTMENT DISCRETION | | |
|------------------------------|----------------|-----------|-------------------|--------------------|------------|--------------|-----------------------|---------|---------|
| | | | | | | | SOLE (A) | SHR (B) | OTH (C) |
| AMDOCS LTD | ORD | G02602103 | 404 | 13,415 | SH | | X | | |
| ACCENTURE PLC IRELAND | SHS | G1151C101 | 467 | 11,130 | SH | | X | | |
| | CLASS A | | | | | | | | |
| COVIDIEN PLC | SHS | G2554F105 | 1,088 | 21,630 | SH | | X | | |
| INVESCO LTD | SHS | G491BT108 | 281 | 12,805 | SH | | X | | |
| MARVELL TECHNOLOGY GROUP LTD | ORD | G5876H105 | 415 | 20,345 | SH | | X | | |
| SINOVAC BIOTECH LTD | SHS | P8696W104 | 77 | 12,997 | SH | | X | | |
| FLEXTRONICS INTL LTD | ORD | Y2573F102 | 158 | 20,169 | SH | | X | | |
| AGL RES INC | COM | 001204106 | 301 | 7,797 | SH | | X | | |
| AGL RES INC | COM | 001204106 | 3 | 66 | SH | | | | X |
| AT&T INC | COM | 00206R102 | 826 | 31,952 | SH | | X | | |
| AT&T INC | COM | 00206R102 | 140 | 5,420 | SH | | | | X |
| ABBOTT LABS | COM | 002824100 | 679 | 12,887 | SH | | X | | |
| ABBOTT LABS | COM | 002824100 | 211 | 4,000 | SH | | | | X |
| ADOBE SYS INC | COM | 00724F101 | 261 | 7,383 | SH | | X | | |
| AIR PRODS & CHEMS INC | COM | 009158106 | 760 | 10,275 | SH | | X | | |
| ALLERGAN INC | COM | 018490102 | 306 | 4,683 | SH | | X | | |
| ALTRIA GROUP INC | COM | 02209S103 | 353 | 17,188 | SH | | X | | |
| ALTRIA GROUP INC | COM | 02209S103 | 4 | 210 | SH | | | | X |
| AMERICAN EXPRESS CO | COM | 025816109 | 579 | 14,040 | SH | | X | | |
| AMGEN INC | COM | 031162100 | 458 | 7,662 | SH | | X | | |
| AMPHENOL CORP | NEW CL A | 032095101 | 288 | 6,830 | SH | | X | | |

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| | | | | | | |
|----------------------------------|-----------|-----------|--------|--------------|---|---|
| ANADARKO PETE CORP | COM | 032511107 | 108 | 1,485 SH | X | |
| ANADARKO PETE CORP | COM | 032511107 | 124 | 1,696 SH | | X |
| APPLE INC | COM | 037833100 | 1,583 | 6,737 SH | X | |
| APPLIED MATLS INC | COM | 038222105 | 215 | 15,942 SH | X | |
| ARTIO GLOBAL INVT FDS | INTL EQ | 04315J506 | 208 | 7,239 SH | X | |
| | CL I | | | | | |
| ARTIO GLOBAL INVT FDS | INTL | 04315J837 | 1,785 | 150,656 SH | X | |
| | EQTY II I | | | | | |
| ATMEL CORP | COM | 049513104 | 90 | 17,904 SH | X | |
| AUTODESK INC | COM | 052769106 | 287 | 9,767 SH | X | |
| BJ SERVICES CO | | 055482103 | 520 | 24,305 SH | X | |
| BP PLC | SPONSORED | 055622104 | 784 | 13,738 SH | X | |
| | ADR | | | | | |
| BP PLC | SPONSORED | 055622104 | 167 | 2,934 SH | | X |
| | ADR | | | | | |
| BALDOR ELEC CO | COM | 057741100 | 6,113 | 163,446 SH | X | |
| BANCORPSOUTH INC | COM | 059692103 | 22,839 | 1,089,634 SH | X | |
| BANCORPSOUTH INC | COM | 059692103 | 235 | 11,192 SH | | X |
| BANK OF THE OZARKS INC | COM | 063904106 | 2,212 | 62,851 SH | X | |
| BAXTER INTL INC | COM | 071813109 | 503 | 8,640 SH | X | |
| BECTON DICKINSON & CO | COM | 075887109 | 264 | 3,352 SH | X | |
| BERKSHIRE HATHAWAY INC | DEL CL B | 084670702 | 870 | 10,701 SH | X | |
| | NEW | | | | | |
| BEST BUY INC | COM | 086516101 | 263 | 6,191 SH | X | |
| BOEING CO | COM | 097023105 | 323 | 4,446 SH | X | |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 351 | 13,136 SH | X | |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 9 | 334 SH | | X |
| BROADCOM CORP | CL A | 111320107 | 742 | 22,361 SH | X | |
| CABE/LONG PROPERTIES LIMITED | | 136002995 | 479 | 4,418 SH | X | |
| CABE/LONG PROPERTIES LIMITED | | 136002995 | 3,953 | 36,457 SH | | X |
| CABE/ARK LIMITED PARTNERSHIP | | 136003993 | 6,639 | 38,082 SH | X | |
| CATERPILLAR INC | DEL COM | 149123101 | 374 | 5,950 SH | X | |
| CELGENE CORP | COM | 151020104 | 565 | 9,115 SH | X | |
| CHEVRON CORP | NEW COM | 166764100 | 1,867 | 24,615 SH | X | |
| CHEVRON CORP | NEW COM | 166764100 | 609 | 8,026 SH | | X |
| CISCO SYS INC | COM | 17275R102 | 972 | 37,333 SH | X | |
| CITIZENS HLDG CO MISS | COM | 174715102 | 3,924 | 158,987 SH | X | |
| 1CLIFFS NATURAL RESOURCES INC | COM | 18683K101 | 871 | 12,270 SH | X | |
| COCA COLA CO | COM | 191216100 | 546 | 9,932 SH | X | |
| COCA COLA CO | COM | 191216100 | 269 | 4,898 SH | | X |
| COGNIZANT TECHNOLOGY SOLUTIO | CL A | 192446102 | 298 | 5,848 SH | X | |
| COLGATE PALMOLIVE CO | COM | 194162103 | 273 | 3,201 SH | X | |
| CONOCOPHILLIPS | COM | 20825C104 | 322 | 6,285 SH | X | |
| CONOCOPHILLIPS | COM | 20825C104 | 3 | 66 SH | | X |
| MONTGOMERY EXPLORATION 10.87 | | 216000992 | 225 | 1 SH | X | |
| CORNING INC | COM | 219350105 | 529 | 26,195 SH | X | |
| DWS VALUE SER INC SMCP VALF INST | | 23338F754 | 15,543 | 463,285 SH | X | |
| DWS VALUE SER INC SMCP VALF INST | | 23338F754 | 80 | 2,388 SH | | X |
| DANAHER CORP | DEL COM | 235851102 | 326 | 4,080 SH | X | |
| DEERE & CO | COM | 244199105 | 837 | 14,080 SH | X | |
| DELTIC TIMBER CORP | COM | 247850100 | 279 | 6,324 SH | X | |
| DELTIC TIMBER CORP | COM | 247850100 | 18,313 | 415,743 SH | | X |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL | | Shares/ PRN Amt | SH/ PRN | PUT/ CALL | DISCRETION | | |
|------------------------------|----------------|-----------|---------|--|--------------------|------------|--------------|-------------|------------|------------|
| | | | x 1000 | | | | | SOLE (A) | SHR (B) | OTH (C) |
| DODGE & COX STK FD | COM | 256219106 | 18,498 | | 180,999 | SH | | X | | |
| DODGE & COX STK FD | COM | 256219106 | 143 | | 1,402 | SH | | | | X |
| DREYFUS APPRECIATION FD INC | COM | 261970107 | 1,404 | | 40,160 | SH | | X | | |
| DUKE ENERGY CORP | NEW COM | 26441C105 | 246 | | 15,088 | SH | | X | | |
| DUKE ENERGY CORP | NEW COM | 26441C105 | 6 | | 364 | SH | | | | X |
| ERHC ENERGY INC | COM | 26884J104 | 6 | | 10,000 | SH | | X | | |
| EBAY INC | COM | 278642103 | 242 | | 8,990 | SH | | X | | |
| ECOLAB INC | COM | 278865100 | 235 | | 5,355 | SH | | X | | |
| EMERSON ELEC CO | COM | 291011104 | 1,125 | | 22,350 | SH | | X | | |
| EURO PAC GROWTH FD | CL R-4 | 298706847 | 232 | | 6,108 | SH | | X | | |
| | SHARES | | | | | | | | | |
| EXELON CORP | COM | 30161N101 | 939 | | 21,424 | SH | | X | | |
| EXPRESS SCRIPTS INC | COM | 302182100 | 2,111 | | 20,749 | SH | | X | | |
| EXXON MOBIL CORP | COM | 30231G102 | 5,678 | | 84,771 | SH | | X | | |
| EXXON MOBIL CORP | COM | 30231G102 | 980 | | 14,630 | SH | | | | X |
| FAIRHOLME FD | COM | 304871106 | 202 | | 5,947 | SH | | X | | |
| FEDERATED EQUITY FDS | INTRCONTL | 314172461 | 15,050 | | 345,172 | SH | | X | | |
| | INST | | | | | | | | | |
| FEDERATED EQUITY FDS | INTRCONTL | 314172461 | 75 | | 1,718 | SH | | | | X |
| | INST | | | | | | | | | |
| FIDELITY ADVISOR SER VIII | DIVR | 315920686 | 213 | | 14,089 | SH | | X | | |
| | INTL INST | | | | | | | | | |
| FIDELITY CONTRAFUND INC | NEW | 316071604 | 24,259 | | 1,349,199 | SH | | X | | |
| | INSIGHTS | | | | | | | | | |
| FIDELITY CONTRAFUND INC | NEW | 316071604 | 124 | | 6,869 | SH | | | | X |
| | INSIGHTS | | | | | | | | | |
| | I | | | | | | | | | |
| FIDELITY PURITAN TR | LOW | 316345305 | 26,170 | | 756,141 | SH | | X | | |
| | PRICE STK | | | | | | | | | |
| FIDELITY PURITAN TR | LOW | 316345305 | 202 | | 5,824 | SH | | | | X |
| | PRICE STK | | | | | | | | | |
| GENERAL ELECTRIC CO | COM | 369604103 | 1,287 | | 70,710 | SH | | X | | |
| GENERAL MLS INC | COM | 370334104 | 244 | | 3,452 | SH | | X | | |
| GILEAD SCIENCES INC | COM | 375558103 | 630 | | 13,865 | SH | | X | | |
| GOOGLE INC | CL A | 38259P508 | 955 | | 1,684 | SH | | X | | |
| GROWTH FD AMER INC | CL R-5 | 399874833 | 217 | | 7,620 | SH | | X | | |
| | SHARES | | | | | | | | | |
| RESTER ENTERPRISES LP 5% INT | | 404005993 | 208 | | 1 | SH | | X | | |
| RESTER ENTERPRISES LP 8% INT | | 405002999 | 333 | | 1 | SH | | X | | |
| RESTER ENTERPRISES LP 8% INT | | 407000991 | 333 | | 1 | SH | | X | | |
| HARBOR FD INTL FD INSTL | | 411511306 | 2,004 | | 36,300 | SH | | X | | |
| DAVIS FAMILY HOLDINGS LP | | 419002993 | 1,194 | | 0 | SH | | X | | |
| LONESTAR PARTNERS, L.P. | | 420002990 | 2,500 | | 2,500,000 | SH | | | | X |
| HEINZ H J CO | COM | 423074103 | 211 | | 4,625 | SH | | X | | |
| HEINZ H J CO | COM | 423074103 | 9 | | 192 | SH | | | | X |
| HEWLETT PACKARD CO | COM | 428236103 | 759 | | 14,275 | SH | | X | | |
| KEY COLONY | | 430004994 | 880 | | 1 | SH | | | | X |
| JOHNSTON ENTERPRISES, L.P. | | 432004992 | 1,389 | | 0 | SH | | X | | |
| GURDON TIMBER LTD 36.494% | | 434002994 | 2,477 | | 1 | SH | | X | | |
| WOODLAND HILLS LIMITED PARTN | | 435001995 | 220 | | 25 | SH | | X | | |
| SUNNYDALE LIMITED PARTNERSHI | | 436001994 | 1,558 | | 88 | SH | | X | | |
| WEH PROPERTIES LIMITED PARTN | | 436002992 | 410 | | 86 | SH | | X | | |
| CRICKET LIMITED PARTNERSHIP | | 436003990 | 941 | | 28 | SH | | X | | |
| MCM TIMBER 3.021% INTEREST | | 438002990 | 243 | | 1 | SH | | X | | |
| MCM TIMBER 3.020% INTEREST | | 438003998 | 243 | | 1 | SH | | X | | |

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|-------------------------------|----------|-----------|-------|------------|---|---|
| 1MCM TIMBER 1.510% INTEREST | | 438004996 | 1,595 | 2 SH | X | |
| MARIE P CARTER ENTERPRISES L | | 439004995 | 1,623 | 1 SH | X | |
| OAK GROVE LAND CO, L.P. 12.5 | | 440000990 | 309 | 4 SH | X | |
| REED HOLDINGS PARTNERSHIP, L | | 441002995 | 1,104 | 71 SH | X | |
| MCM TIMBER 12% INTEREST | | 442000998 | 965 | 1 SH | X | |
| MCCULLOCH PARTNERS, LTD 7.24 | | 443000997 | 2,220 | 6 SH | X | |
| DCT OPERATING PARTNERSHIP | | 443004999 | 603 | 75,518 SH | X | |
| MCMILLON PROPERTIES L/P | | 445000995 | 2,183 | 96 SH | X | |
| ILLINOIS TOOL WKS INC | COM | 452308109 | 295 | 6,219 SH | X | |
| INTEL CORP | COM | 458140100 | 1,044 | 46,853 SH | X | |
| INTEL CORP | COM | 458140100 | 71 | 3,200 SH | | X |
| INTERCONTINENTALEXCHANGE INC | COM | 45865V100 | 224 | 1,998 SH | X | |
| INTERNATIONAL BUSINESS MACHS | COM | 459200101 | 994 | 7,754 SH | X | |
| INVERNESS MED INNOVATIONS IN | COM | 46126P106 | 343 | 8,800 SH | X | |
| INVESTMENT CO AMER | COM | 461308108 | 1,100 | 41,246 SH | X | |
| ISHARES TR INDEX RUSSELL 2000 | | 464287655 | 537 | 7,917 SH | X | |
| JPMORGAN CHASE & CO | COM | 46625H100 | 613 | 13,700 SH | X | |
| JPMORGAN CHASE & CO | COM | 46625H100 | 88 | 1,956 SH | | X |
| JANUS INVT FD | ORION FD | 471023648 | 185 | 17,287 SH | X | |
| | CL T | | | | | |
| JANUS INVT FD | OVERSEAS | 47103C449 | 237 | 5,148 SH | X | |
| | FD SHS | | | | | |
| JOHNSON & JOHNSON | COM | 478160104 | 1,483 | 22,740 SH | X | |
| JOHNSON & JOHNSON | COM | 478160104 | 372 | 5,700 SH | | X |
| JOHNSON CTLS INC | COM | 478366107 | 336 | 10,174 SH | X | |
| JUNIPER NETWORKS INC | COM | 48203R104 | 864 | 28,175 SH | X | |
| K L S ENVIRO RES INC | COM | 482530102 | 0 | 125,000 SH | X | |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT | | SH/ PUT/ SOLE | INVESTMENT DISCRETION | | |
|----------------------------|----------------|-----------|------------|-----------------|---------------|-----------------------|------|---------|
| | | | VAL x 1000 | Shares/ PRN Amt | | SH/ PRN | CALL | SHR (A) |
| KELLOGG CO | COM | 487836108 | 266 | 4,974 SH | | | | X |
| KIMBERLY CLARK CORP | COM | 494368103 | 216 | 3,429 SH | | | | X |
| KIMBERLY CLARK CORP | COM | 494368103 | 8 | 134 SH | | | | X |
| KRAFT FOODS INC | CL A | 50075N104 | 285 | 9,414 SH | | | | X |
| LENDER PROCESSING SVCS INC | COM | 52602E102 | 295 | 7,816 SH | | | | X |
| LILLY ELI & CO | COM | 532457108 | 187 | 5,166 SH | | | | X |
| LILLY ELI & CO | COM | 532457108 | 36 | 998 SH | | | | X |
| LONGLEAF PARTNERS FDS TR | SH BEN | 543069108 | 227 | 8,827 SH | | | | X |
| | INT | | | | | | | |
| LORD ASSET MGMT TR | T WHITE | 543917108 | 227 | 14,251 SH | | | | X |
| | INTL | | | | | | | |
| LOWES COS INC | COM | 548661107 | 201 | 8,300 SH | | | | X |
| MFS SER TR I | VALUE FD | 552983801 | 208 | 9,631 SH | | | | X |
| | CL A | | | | | | | |
| MANULIFE FINL CORP | COM | 56501R106 | 370 | 18,800 SH | | | | X |
| MARTIN MARIETTA MATLS INC | COM | 573284106 | 223 | 2,670 SH | | | | X |
| MCDONALDS CORP | COM | 580135101 | 489 | 7,322 SH | | | | X |
| MCDONALDS CORP | COM | 580135101 | 8 | 118 SH | | | | X |

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|--|-----------|-----------|---------|--------------|---|---|
| MERCK & CO INC | NEW COM | 58933Y105 | 330 | 8,826 SH | X | |
| MERCK & CO INC | NEW COM | 58933Y105 | 2 | 54 SH | | X |
| MICROSOFT CORP | COM | 594918104 | 2,087 | 71,266 SH | X | |
| COLLABRX SER A PFD STOCK | | 601A4X997 | 634 | 446,227 SH | | X |
| MONTGOMERY EXPLORATION | | 601A5Z991 | 292 | 1 SH | X | |
| MURPHY OIL CORP | COM | 626717102 | 4,711 | 83,839 SH | X | |
| MURPHY OIL CORP | COM | 626717102 | 421,975 | 7,509,784 SH | | X |
| MUTUAL SER FD INC | SHS FD | 628380107 | 374 | 18,499 SH | | X |
| | CL Z | | | | | |
| MUTUAL SER FD INC | BEACON | 628380305 | 162 | 13,366 SH | | X |
| | FD Z | | | | | |
| MUTUAL SER FD INC | GBL | 628380404 | 32,170 | 1,137,145 SH | X | |
| | DISCVR | | | | | |
| | FD Z | | | | | |
| MUTUAL SER FD INC | GBL | 628380404 | 141 | 4,987 SH | | X |
| | DISCVR | | | | | |
| | FD Z | | | | | |
| NATIONAL OILWELL VARCO INC | COM | 637071101 | 274 | 6,743 SH | X | |
| NESTLE S A | SPONSORED | 641069406 | 956 | 18,642 SH | X | |
| | ADR | | | | | |
| NETAPP INC | COM | 64110D104 | 373 | 11,475 SH | X | |
| NEW PERSPECTIVE FD INC | COM | 648018109 | 660 | 25,124 SH | X | |
| NORFOLK SOUTHERN CORP | COM | 655844108 | 236 | 4,223 SH | X | |
| ON SEMICONDUCTOR CORP | COM | 682189105 | 110 | 13,711 SH | X | |
| O REILLY AUTOMOTIVE INC | COM | 686091109 | 332 | 7,968 SH | X | |
| PDL BIOPHARMA INC | COM | 69329Y104 | 186 | 30,000 SH | | X |
| PEPSICO INC | COM | 713448108 | 1,056 | 15,961 SH | X | |
| 1PEPSICO INC | COM | 713448108 | 73 | 1,100 SH | | X |
| PFIZER INC | COM | 717081103 | 446 | 25,996 SH | X | |
| PFIZER INC | COM | 717081103 | 24 | 1,420 SH | | X |
| PHILIP MORRIS INTL INC | COM | 718172109 | 527 | 10,111 SH | X | |
| PHILIP MORRIS INTL INC | COM | 718172109 | 6 | 118 SH | | X |
| POTASH CORP SASK INC | COM | 73755L107 | 602 | 5,044 SH | X | |
| PRAXAIR INC | COM | 74005P104 | 296 | 3,568 SH | X | |
| PRECISION CASTPARTS CORP | COM | 740189105 | 263 | 2,075 SH | X | |
| PRICE T ROWE GROUP INC | COM | 74144T108 | 887 | 16,130 SH | X | |
| PRICE T ROWE GROWTH STK FD I | COM | 741479109 | 80,175 | 2,794,530 SH | X | |
| PRICE T ROWE GROWTH STK FD I | COM | 741479109 | 592 | 20,641 SH | | X |
| PROCTER & GAMBLE CO | COM | 742718109 | 2,397 | 37,887 SH | X | |
| PROCTER & GAMBLE CO | COM | 742718109 | 383 | 6,060 SH | | X |
| QUALCOMM INC | COM | 747525103 | 313 | 7,469 SH | X | |
| RAYTHEON CO | COM NEW | 755111507 | 279 | 4,893 SH | X | |
| REGIONS FINANCIAL CORP | NEW COM | 7591EP100 | 317 | 40,330 SH | X | |
| REGIONS FINANCIAL CORP | NEW COM | 7591EP100 | 17 | 2,205 SH | | X |
| REPUBLIC SVCS INC | COM | 760759100 | 528 | 18,200 SH | X | |
| ROWE T PRICE EQUITY INCOME F SH BEN INT | | 779547108 | 18,028 | 809,497 SH | X | |
| ROWE T PRICE EQUITY INCOME F SH BEN INT | | 779547108 | 100 | 4,491 SH | | X |
| ROWE T PRICE MID-CAP GROWTH | COM | 779556109 | 48,104 | 934,783 SH | X | |
| ROWE T PRICE MID-CAP GROWTH | COM | 779556109 | 295 | 5,726 SH | | X |
| ROWE T PRICE MID CAP VALUE F | COM | 77957Y106 | 277 | 12,573 SH | X | |
| ROYAL DUTCH SHELL PLC | SPON ADR | 780259107 | 182 | 3,287 SH | X | |
| | B | | | | | |
| ROYAL DUTCH SHELL PLC | SPON ADR | 780259107 | 93 | 1,687 SH | | X |
| | B | | | | | |
| ROYAL DUTCH SHELL PLC | SPONS | 780259206 | 93 | 1,600 SH | X | |
| | ADR A | | | | | |
| ROYAL DUTCH SHELL PLC | SPONS | 780259206 | 185 | 3,200 SH | | X |
| | ADR A | | | | | |
| ROYCE FD PENN MUT INV | | 780905840 | 30,807 | 3,059,285 SH | X | |
| ROYCE FD PENN MUT INV | | 780905840 | 175 | 17,370 SH | | X |

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|---------------------|---------|-----------|-------|-----------|---|
| SCHLUMBERGER LTD | COM | 806857108 | 1,048 | 16,511 SH | X |
| SCHWAB CHARLES CORP | NEW COM | 808513105 | 698 | 37,350 SH | X |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | MKT VAL x 1000 | Shares/ PRN Amt | SH/ PRN | PUT/ CALL | INVESTMENT DISCRETION | | |
|------------------------------|-------------------|-----------|-------------------|--------------------|------------|--------------|-----------------------|---------|---------|
| | | | | | | | SOLE (A) | SHR (B) | OTH (C) |
| SEQUENOM INC | COM NEW | 817337405 | 63 | 10,000 | SH | | X | | |
| SHERWIN WILLIAMS CO | COM | 824348106 | 237 | 3,500 | SH | | X | | |
| SIMMONS 1ST NATL CORP | CL A \$1 PAR | 828730200 | 291 | 10,566 | SH | | X | | |
| SIRIUS XM RADIO INC | COM | 82967N108 | 9 | 10,000 | SH | | X | | |
| SOUTHERN CO | COM | 842587107 | 3,754 | 113,205 | SH | | X | | |
| SOUTHERN CO | COM | 842587107 | 162 | 4,898 | SH | | | | X |
| SOUTHWESTERN ENERGY CO | COM | 845467109 | 214 | 5,257 | SH | | X | | |
| SPRINT NEXTEL CORP COMSER 1 | | 852061100 | 190 | 50,000 | SH | | X | | |
| STAPLES INC | COM | 855030102 | 297 | 12,697 | SH | | X | | |
| STATE STR CORP | COM | 857477103 | 402 | 8,900 | SH | | X | | |
| STRYKER CORP | COM | 863667101 | 1,607 | 28,086 | SH | | X | | |
| TARGET CORP | COM | 87612E106 | 561 | 10,657 | SH | | X | | |
| TEXAS INSTRS INC | COM | 882508104 | 247 | 10,087 | SH | | X | | |
| TEXAS ROADHOUSE INC | COM | 882681109 | 779 | 56,076 | SH | | X | | |
| THERMO FISHER SCIENTIFIC INC | COM | 883556102 | 334 | 6,485 | SH | | X | | |
| TOTAL S A | SPONSORED ADR | 89151E109 | 231 | 3,980 | SH | | X | | |
| TOTAL S A | SPONSORED ADR | 89151E109 | 6 | 96 | SH | | | | X |
| TRIMBLE NAVIGATION LTD | COM | 896239100 | 361 | 12,560 | SH | | X | | |
| TRUSTMARK CORP | COM | 898402102 | 586 | 23,997 | SH | | X | | |
| CABE TIMBER I LIMITED PARTNE | | 9020F6992 | 1,819 | 4 | SH | | X | | |
| LONG TIMBER CO LTD 80% FAMIL | | 9020G7999 | 3,786 | 1 | SH | | X | | |
| USA TRUCK INC | COM | 902925106 | 285 | 17,613 | SH | | X | | |
| US BANCORP | DEL COM NEW | 902973304 | 220 | 8,500 | SH | | X | | |
| UNION PAC CORP | COM | 907818108 | 133 | 1,809 | SH | | X | | |
| UNION PAC CORP | COM | 907818108 | 323 | 4,400 | SH | | | | X |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 747 | 10,154 | SH | | X | | |
| V F CORP | COM | 918204108 | 422 | 5,270 | SH | | X | | |
| VANGUARD STAR FD | TOTAL INTL STK | 921909602 | 422 | 28,867 | SH | | X | | |
| VANGUARD WORLD FD | MEGA CAP INDEX | 921910873 | 1,901 | 47,287 | SH | | X | | |
| 1VANGUARD EXPLORER FD INC | COM | 921926101 | 435 | 7,001 | SH | | X | | |
| VANGUARD TAX-MANAGED FD | EUROPE PAC ETF | 921943858 | 829 | 23,944 | SH | | X | | |
| VARIAN SEMICONDUCTOR EQUIPMN | COM | 922207105 | 290 | 8,750 | SH | | X | | |
| VANGUARD INDEX FDS | 500 PORTFOLIO | 922908108 | 252 | 2,335 | SH | | X | | |
| VANGUARD INDEX FDS | 500 PORTFOLIO | 922908108 | 114 | 1,055 | SH | | | | X |

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|----------------------------|----------|-----------|---------|------------|---|
| VANGUARD INDEX FDS | VALUE | 922908405 | 2,719 | 138,155 SH | X |
| | PTFL | | | | |
| VANGUARD INDEX FDS | SM CP | 922908611 | 234 | 3,903 SH | X |
| | VAL ETF | | | | |
| VANGUARD INDEX FDS | MID CAP | 922908629 | 1,272 | 19,532 SH | X |
| | ETF | | | | |
| VANGUARD INDEX FDS | SMALL CP | 922908751 | 862 | 13,689 SH | X |
| | ETF | | | | |
| VERIZON COMMUNICATIONS INC | COM | 92343V104 | 405 | 13,055 SH | X |
| VERIZON COMMUNICATIONS INC | COM | 92343V104 | 32 | 1,038 SH | X |
| VISA INC | COM CL A | 92826C839 | 389 | 4,275 SH | X |
| VODAFONE GROUP PLC | NEW | 92857W209 | 209 | 8,960 SH | X |
| | SPONS | | | | |
| | ADR NEW | | | | |
| VODAFONE GROUP PLC | NEW | 92857W209 | 17 | 744 SH | X |
| | SPONS | | | | |
| | ADR NEW | | | | |
| WAL MART STORES INC | COM | 931142103 | 1,385 | 24,916 SH | X |
| WASHINGTON MUT INVS FD INC | COM | 939330106 | 814 | 31,969 SH | X |
| WELLS FARGO & CO | NEW COM | 949746101 | 422 | 13,552 SH | X |
| WISDOMTREE TRUST | DIV | 97717W406 | 324 | 7,565 SH | X |
| | EX-FINL | | | | |
| | FD | | | | |
| YUM BRANDS INC | COM | 988498101 | 1,476 | 38,514 SH | X |
| FINAL TOTALS | | | 934,909 | 27,491,754 | |