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BANCORPSOUTH INC
Form 13F-HR
May 06, 2011

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2011

Check here if Amendment ; Amendment Number:

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

Institutional Investment Manager Filing this Report:

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

Form 13F File Number: 28-10453

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

Person Signing this Report on Behalf of Reporting Manager:

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

Signature Place and Date of Signing:

/s/ Cathy S. Freeman	Tupelo Mississippi	May 6, 2011
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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: 292
 Form 13F Information Table Value Total: \$ 1,108,543
 (thousands)

LIST OF OTHER INCLUDED MANAGERS:

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

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

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FORM 13F INFORMATION TABLE

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

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

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

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

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

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

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	MKT VAL x 1000	Shares/ PRN Amt	SH/ PUT/ CALL	INVESTMENT DISCRETION		
						SOLE (A)	SHR (B)	OTH (C)
HALLIBURTON CO	COM	406216101	548	10,995	SH	X		
RESTER ENTERPRISES LP 8% INT		407000991	337	1	SH	X		
DAVIS FAMILY HOLDINGS LP		419002993	1,194	0	SH	X		
HEINZ H J CO	COM	423074103	269	5,513	SH	X		
HEINZ H J CO	COM	423074103	16	319	SH			X
HESS CORP	COM	42809H107	438	5,138	SH	X		
HEWLETT PACKARD CO	COM	428236103	228	5,571	SH	X		
KEY COLONY		430004994	694	1	SH			X
JOHNSTON ENTERPRISES, L.P.		432004992	1,380	54	SH	X		
GURDON TIMBER LTD 36.494%		434002994	500	1	SH	X		
WOODLAND HILLS LIMITED PARTN		435001995	220	25	SH	X		
SUNNYDALE LIMITED PARTNERSHI		436001994	1,558	88	SH	X		
WEH PROPERTIES LIMITED PARTN		436002992	410	86	SH	X		
CRICKET LIMITED PARTNERSHIP		436003990	941	28	SH	X		
MCM TIMBER 3.021% INTEREST		438002990	243	1	SH	X		
MCM TIMBER 3.020% INTEREST		438003998	243	1	SH	X		
MCM TIMBER 1.510% INTEREST		438004996	1,598	2	SH	X		
HONEYWELL INTL INC	COM	438516106	309	5,170	SH	X		
MARIE P CARTER ENTERPRISES L		439004995	1,623	1	SH	X		
OAK GROVE LAND CO, L.P. 12.5		440000990	265	3	SH	X		
REED HOLDINGS PARTNERSHIP, L		441002995	1,104	71	SH	X		
HOSPIRA INC	COM	441060100	388	7,031	SH	X		
HOSPIRA INC	COM	441060100	22	400	SH			X
MCM TIMBER 12% INTEREST		442000998	966	1	SH	X		
CABEARK, LP 14.1179% INTERES		443003991	422	1	SH	X		
DCT OPERATING PARTNERSHIP		443004999	580	75,518	SH	X		
CABEARK, LP 84.8821% INTERES		444003990	2,535	1	SH	X		
CABE-LONG PROPERTIES, LTD		444005995	308	4	SH	X		
MCMILLON PROPERTIES L/P		445000995	2,183	96	SH	X		
CABE-LONG PROPERTIES, LTD		445001993	1,682	4	SH	X		
CABE-LONG PROPERTIES, LTD		445003999	2,831	1	SH	X		
LONGENECKER PARTNERS GENERAL		448001990	4,297	99	SH			X
1.08% LLC INTEREST IN		448005991	300	1	SH	X		
TALL PINES, LLC		449001999	992	50	SH	X		

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

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

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

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

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

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

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

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

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