

BANCORPSOUTH INC  
Form 10-K  
February 25, 2014  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 10-K

(Mark One)

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

For the fiscal year ended December 31, 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

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common stock, \$2.50 par value	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None.

(Cover Page Continued on Next Page)

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(Continued from Cover Page)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 definition 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  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

The aggregate market value of the registrant's common stock held by non-affiliates of the registrant on June 30, 2013 was approximately \$1,606,000,000, based on the last reported sale price per share of the registrant's common stock as reported on the New York Stock Exchange on June 30, 2013.

As of February 17, 2014, the registrant had outstanding 95,581,336 shares of common stock, par value \$2.50 per share.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive Proxy Statement used in connection with the registrant's 2014 Annual Meeting of Shareholders, to be held April 23, 2014, are incorporated by reference into Part III of this Report.

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BANCORPSOUTH, INC.

FORM 10-K

For the Fiscal Year Ended December 31, 2013

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## PART I

### ITEM 1. BUSINESS.

#### GENERAL

BancorpSouth, Inc. (the “Company”) is a financial holding company incorporated in 1982. Through its principal bank subsidiary, BancorpSouth Bank (the “Bank”), the Company conducts commercial banking and financial services operations in Mississippi, Tennessee, Alabama, Arkansas, Texas, Louisiana, Florida, Missouri and Illinois. At December 31, 2013, the Company and its subsidiaries had total assets of \$13.0 billion and total deposits of \$10.8 billion. The Company’s principal office is located at One Mississippi Plaza, 201 South Spring Street, Tupelo, Mississippi 38804 and its telephone number is (662) 680-2000.

The Company’s Internet website address is [www.bancorpsouth.com](http://www.bancorpsouth.com). The Company makes available its annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and all amendments to those reports free of charge on its website on the Investor Relations webpage under the caption “SEC Filings” as soon as reasonably practicable after such material is electronically filed with, or furnished to, the Securities and Exchange Commission (the “SEC”). The SEC maintains a website that contains reports, proxy and information statements, and other information regarding issuers that file or furnish information electronically with the SEC at [www.sec.gov](http://www.sec.gov). The Company’s website and the information contained therein or linked thereto are not intended to be incorporated into this Annual Report on Form 10-K (this “Report”).

#### DESCRIPTION OF BUSINESS

The Bank has its principal office in Tupelo, Lee County, Mississippi, and conducts a general commercial banking, trust and insurance business through 290 offices in Mississippi, Tennessee, Alabama, Arkansas, Texas, Louisiana, Florida, Missouri and Illinois. The Bank has grown through the acquisition of other banks and insurance agencies and through the opening of new branches and offices.

The Bank and its subsidiaries provide a range of financial services to individuals and small-to-medium size businesses. The Bank operates investment services and insurance agency subsidiaries which engage in investment brokerage services and sales of other insurance products. The Bank’s trust department offers a variety of services including personal trust and estate services, certain employee benefit accounts and plans, including individual retirement accounts, and limited corporate trust functions. All of the Company’s assets are located in the United States and all of its revenues generated from external customers originate within the United States.

The Company has registered the trademarks “BancorpSouth,” both typed form and design, and “Bank of Mississippi,” both typed form and design, with the U.S. Patent and Trademark Office. The trademark “BancorpSouth” will expire in 2024 and “Bank of Mississippi” will expire in 2020 unless the Company extends these trademarks for additional ten-year periods. Registrations of these trademarks with the U.S. Patent and Trademark Office generally may be renewed and continue indefinitely, provided that the Company continues to use these trademarks and files appropriate

maintenance and renewal documentation with the U.S. Patent and Trademark Office at times required by the federal trademark laws and regulations.

## COMPETITION

Vigorous competition exists in all major areas where the Bank is engaged in business. The Bank competes for available loans and depository accounts with state and national commercial banks, as well as savings and loan associations, insurance companies, credit unions, money market mutual funds, automobile finance companies and financial services companies. None of these competitors is dominant in the entire area served by the Bank.

The principal areas of competition in the banking industry center on a financial institution's ability and willingness to provide credit on a timely and competitively priced basis, to offer a sufficient range of deposit and investment opportunities at competitive prices and maturities, and to offer personal and other services of sufficient quality and at competitive prices. Management believes that the Company and its subsidiaries can compete effectively in all these areas.



## REGULATION AND SUPERVISION

This section provides a brief summary of the regulatory environment in which the Company and its subsidiaries operate and is not designed to be a complete discussion of all statutes and regulations affecting such operations, including those statutes and regulations specifically mentioned herein. Changes in applicable laws, and their application by regulatory and law enforcement agencies, cannot necessarily be predicted, but could have a material effect on the business and results of the Company and its subsidiaries.

The Company is subject to regulation and supervision by the Board of Governors of the Federal Reserve System (the “Federal Reserve”). The Company is required to file annual reports with the Federal Reserve and such other information as the Federal Reserve may require. The Federal Reserve also conducts examinations of the Company.

In 2004, pursuant to the Gramm-Leach-Bliley Act of 1999 (“GLBA”), the Company elected to be a financial holding company regulated as such under the Bank Holding Company Act of 1956 (the “Bank Holding Company Act”). Financial holding company powers relate to financial activities that are determined by the Federal Reserve to be financial in nature, incidental to an activity that is financial in nature or complementary to a financial activity (provided that the complementary activity does not pose a safety and soundness risk). GLBA expressly characterizes certain activities as financial in nature, including lending activities, underwriting and selling insurance, providing financial or investment advice, securities underwriting, dealing and making markets in securities and merchant banking. According to Federal Reserve policy and the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the “Dodd-Frank Act”), a financial holding company must act as a source of financial strength to its subsidiary banks and commit resources to support each such subsidiary.

The Bank is incorporated under the laws of the State of Mississippi and is subject to the applicable provisions of Mississippi banking laws and the laws of the various states in which it operates, as well as federal law. The Bank is subject to the supervision of the Mississippi Department of Banking and Consumer Finance and to regular examinations by that department. Deposits in the Bank are insured by the Federal Deposit Insurance Corporation (the “FDIC”) and, therefore, the Bank is subject to the provisions of the Federal Deposit Insurance Act and to examination by the FDIC. FDIC regulations require that management report annually on its responsibility for preparing its institution’s financial statements, and establishing and maintaining an internal control structure and procedures for financial reporting and compliance with designated laws and regulations concerning safety and soundness. The Bank is not a member of the Federal Reserve.

The Company and the Bank are subject to the provisions of the Federal Deposit Insurance Corporation Improvement Act of 1991 (“FDICIA”). Among other things, FDICIA provides a framework for a system of supervisory actions based primarily on the capital levels of financial institutions. FDICIA identifies five capital categories for insured depository institutions (“well capitalized,” “adequately capitalized,” “undercapitalized,” “significantly undercapitalized” and “critically undercapitalized”) and requires the respective federal regulatory agencies to implement systems for “prompt corrective action” for insured depository institutions that do not meet minimum capital requirements within such categories. Capital is measured in two “Tiers” – Tier 1 capital consists of common shareholders’ equity and qualifying non-cumulative perpetual preferred stock, less goodwill and certain other intangible assets, and Tier 2 capital consists of general allowance for losses on loans and leases, “hybrid” debt capital instruments and all or a portion of other subordinated capital debt, depending upon the remaining term to maturity. Total capital is the sum of Tier 1 and Tier 2 capital. For an insured financial institution to be classified as “well capitalized,” the Tier 1 capital, total capital and Tier 1 leverage capital (Tier 1 capital divided by the difference of total assets less goodwill) ratios must be at least 6%, 10% and 5%, respectively. The Bank exceeded the criteria for the “well capitalized” category at December 31, 2013. The Company is required to comply with the risk-based capital guidelines established by the Federal Reserve and with other tests relating to capital adequacy that the Federal Reserve adopts from time to time. See Note 21 to the Company’s Consolidated Financial Statements included in this Report for a discussion of the Company’s capital

amounts and ratios.

In July 2013, the Federal Reserve published final rules (the “Basel III Capital Rules”) establishing a new comprehensive capital framework for U.S. banking organizations. The Basel III Capital Rules implement the Basel Committee on Banking Supervision’s December 2010 framework known as “Basel III” for strengthening international capital standards as well as certain provisions of the Dodd-Frank Act. The Basel III Capital Rules increase minimum requirements for both the quantity and quality of capital held by banking organizations. The Basel III Capital Rules include a new minimum ratio of common equity Tier 1 capital to risk-weighted assets of 4.5% and a common equity Tier 1 capital conservation buffer of 2.5% of risk-weighted assets. The Basel III Capital Rules also adjusted the methodology for calculating risk-weighted assets to enhance risk sensitivity. Beginning January 1, 2015, the Company must be compliant with revised minimum regulatory capital ratios and will begin the transitional period for definitions of regulatory capital and regulatory capital adjustments and deductions established under the Basel III Capital Rules.

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Compliance with the risk-weighted asset calculations will be required on January 1, 2015. Management believes the Company's current capital ratios exceed those required in the final rule.

FDICIA provides for a risk-based deposit insurance premium structure for insured financial institutions. The FDIC generally provides deposit insurance up to \$250,000 per customer per institution for depository accounts held at insured financial institutions. Substantially all of the deposits of the Bank are insured up to applicable limits by the Deposit Insurance Fund ("DIF") of the FDIC and are subject to deposit insurance assessments to maintain the DIF. The FDIC utilizes a risk-based assessment system that imposes insurance premiums based upon a risk matrix that takes into account a bank's capital level and supervisory rating. As a result of the Dodd-Frank Act, institutions with total consolidated assets of \$10 billion or more are required to bear a greater portion of the costs associated with increasing the DIF's reserve ratio.

The Dodd-Frank Act established the independent Consumer Financial Protection Bureau (the "CFPB"), which is tasked with protecting consumers from unfair, deceptive and abusive financial products and practices. The Dodd-Frank Act also created the Financial Stability Oversight Council to focus on identifying, monitoring and addressing systemic risks in the financial system. The Financial Stability Oversight Council is tasked with recommending increasingly strict rules for capital, leverage and other requirements based on a company's size and complexity. The Dodd-Frank Act required the implementation of the "Volcker Rule" for banks and bank holding companies, which prohibits, with certain limited exceptions, proprietary trading and investment in and sponsorship of hedge funds and private equity funds, and generally otherwise limits the relationships with such funds. The Dodd-Frank Act also includes provisions that, among other things, reorganize bank supervision and strengthen the Federal Reserve.

The Dodd-Frank Act eliminated many of the remaining regulations that limited the ability of a bank to open branches in different states. The Dodd-Frank Act included savings associations and industrial loan companies, as well as banks, in the nationwide deposit limitation. Consequently, no acquisition of any financial institution can be approved if the effect of the acquisition would be to increase the acquirer's nationwide deposits to more than 10% of all deposits. In addition, pursuant to the Durbin Debt Interchange Amendment to the Dodd-Frank Act (the "Durbin Amendment"), the Dodd-Frank Act requires fees charged for debit card transactions, commonly referred to as interchange fees, to be both "reasonable and proportional" to the cost incurred by the card issuer. Under the Durbin Amendment, the Federal Reserve's final rule set a base interchange rate of \$0.21 per transaction, plus an additional five basis points of the transaction cost for fraud charges. An upward adjustment of no more than \$0.01 on the debit interchange fee is also allowed for implementing certain fraud prevention standards. It should be noted that these pricing determinations are the subject of active litigation to which the Federal Reserve is a party. Additionally, issuers are required to include two unaffiliated networks for routing debit transactions, one that is signature-based and one that is personal identification number based.

Further, the Dodd-Frank Act provided that the appropriate federal regulators must establish standards prohibiting as an unsafe and unsound practice any compensation plan of a bank holding company or other "covered financial institution" that provides an insider or other employee with "excessive compensation" or could lead to a material financial loss to such firm. Prior to the implementation of the Dodd-Frank Act, the bank regulatory agencies promulgated the Interagency Guidance on Sound Incentive Compensation Policies, which requires financial institutions to establish metrics for measuring the impact of activities to achieve incentive compensation with the related risk to the financial institution of such behavior.

The Company is a legal entity that is separate and distinct from its subsidiaries. There are various legal limitations on the extent to which the Bank may extend credit, pay dividends or otherwise supply funds to the Company or its affiliates. In particular, the Bank is subject to certain restrictions imposed by federal law, including without limitation, sections 23A and 23B of the Federal Reserve Act, on any extensions of credit to the Company or, with certain exceptions, other affiliates.

The primary source of funds for dividends paid to the Company's shareholders has been dividends paid to the Company by the Bank. Various federal and state laws limit the amount of dividends that the Bank may pay to the Company without regulatory approval. Under Mississippi law, the Bank must obtain approval of the Commissioner of the Mississippi Department of Banking and Consumer Finance prior to paying any dividend on the Bank's common stock. Under FDICIA, the Bank may not pay any dividends if, after paying the dividend, it would be undercapitalized under applicable capital requirements. The FDIC also has the authority to prohibit the Bank from engaging in business practices that the FDIC considers to be unsafe or unsound, which, depending on the financial condition of the Bank, could include the payment of dividends.

In addition, the Federal Reserve has the authority to prohibit the payment of dividends by a bank holding company if its actions constitute unsafe or unsound practices. The Federal Reserve has issued a policy statement, Supervisory Release 09-4 ("SR 09-4"), on the payment of cash dividends by bank holding companies, which outlines the Federal Reserve's view that a bank holding company that is experiencing earnings weaknesses or other financial

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pressures should not pay cash dividends that exceed its net income, that are inconsistent with its capital position or that could only be funded in ways that weaken its financial health, such as by borrowing or selling assets. The Federal Reserve has indicated that, in some instances, it may be appropriate for a bank holding company to eliminate its dividends. Further, in the current financial and economic environment, the Federal Reserve has indicated that bank and financial holding companies should carefully review their dividend policy and has discouraged payment ratios that are at maximum allowable levels unless both asset quality and capital are very strong.

The Community Reinvestment Act of 1977 (“CRA”) and its implementing regulations provide an incentive for regulated financial institutions to meet the credit needs of their local community or communities, including low and moderate income neighborhoods, consistent with the safe and sound operation of such financial institutions. The regulations provide that the appropriate regulatory authority will assess reports under CRA in connection with applications for establishment of domestic branches, acquisitions of banks or mergers involving financial holding companies. An unsatisfactory rating under CRA may serve as a basis to deny an application to acquire or establish a new bank, to establish a new branch or to expand banking services. As of December 31, 2013, the Company had a “satisfactory” rating under CRA.

The Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001, as extended and revised by the PATRIOT Improvement and Reauthorization Act of 2005 (the “USA Patriot Act”), requires each financial institution to: (i) establish an anti-money laundering program; (ii) establish due diligence policies, procedures and controls with respect to its private banking accounts and correspondent banking accounts involving foreign individuals and certain foreign financial institutions; and (iii) avoid establishing, maintaining, administering or managing correspondent accounts in the United States for, or on behalf of, foreign financial institutions that do not have a physical presence in any country. The USA Patriot Act also requires that financial institutions follow certain minimum standards to verify the identity of customers, both foreign and domestic, when a customer opens an account. In addition, the USA Patriot Act contains a provision encouraging cooperation among financial institutions, regulatory authorities and law enforcement authorities with respect to individuals, entities and organizations engaged in, or reasonably suspected of engaging in, terrorist acts or money laundering activities.

The activities of the Company and its subsidiaries are also subject to regulation under various federal laws and regulations thereunder, including the Riegle-Neal Interstate Banking and Branching Efficiency Act, the Truth-in-Lending Act, the Truth-in-Savings Act, the Equal Credit Opportunity Act, the Fair Housing Act, the Home Mortgage Disclosure Act, the Fair Credit Reporting Act, the Electronic Funds Transfer Act, the Currency and Foreign Transactions Reporting Act, the National Flood Insurance Act, the Flood Protection Act, the Real Estate Settlement Procedures Act, the Bank Secrecy Act, laws and regulations governing unfair, deceptive, and/or abuse acts and practices, the Servicemembers Civil Relief Act, the Housing and Economic Recovery Act, and the Credit Card Accountability Act, among others, as well as various state laws.

GLBA and other federal and state laws, as well as various regulations and guidelines adopted by the Federal Reserve and the FDIC, provide for minimum standards of privacy to protect the confidentiality of the non-public personal information of customers and to regulate the use of such information by financial institutions. The Company and its subsidiaries have adopted a customer information security program to comply with these regulatory requirements.

The Company and the Bank’s insurance subsidiaries are regulated by the insurance regulatory authorities and applicable laws and regulations of the states in which they operate.

BancorpSouth Investment Services, Inc., the Bank’s investment services subsidiary, is regulated as a registered investment adviser and a broker-dealer by federal and state securities regulatory and self-regulatory authorities.

The Sarbanes-Oxley Act of 2002 (the “Sarbanes-Oxley Act”) is applicable to all companies with equity or debt securities registered under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). In particular, the

Sarbanes-Oxley Act established: (i) requirements for audit committees, including independence, expertise and responsibilities; (ii) certification and related responsibilities regarding financial statements for the Chief Executive Officer and Chief Financial Officer of the reporting company; (iii) standards for auditors and regulation of audits; (iv) disclosure and reporting obligations for the reporting company and its directors and executive officers; and (v) civil and criminal penalties for violation of the securities laws.

In addition, there have been a number of legislative and regulatory proposals that could have an impact on the operation of financial holding companies and their bank and non-bank subsidiaries. Management is not able to predict whether or in what form these proposals may be adopted in the future and, if adopted, what their effect will be on the Company and its subsidiaries.

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## LENDING ACTIVITIES

The Bank's lending activities include both commercial and consumer loans. Loan originations are derived from a number of sources including direct solicitation by the Bank's loan officers, existing depositors and borrowers, builders, attorneys, walk-in customers and, in some instances, other lenders, real estate broker referrals and mortgage loan companies. The Bank has established systematic procedures for approving and monitoring loans that vary depending on the size and nature of the loan, and applies these procedures in a disciplined manner.

### Commercial Lending

The Bank offers a variety of commercial loan services including term loans, lines of credit, equipment and receivable financing and agricultural loans. A broad range of short-to-medium term commercial loans, both secured and unsecured, are made available to businesses for working capital (including inventory and receivables), business expansion (including acquisition and development of real estate and improvements), and the purchase of equipment and machinery. The Bank also makes construction loans to real estate developers for the acquisition, development and construction of residential subdivisions.

Commercial loans are granted based on the borrower's ability to generate cash flow to support its debt obligations and other cash related expenses. A borrower's ability to repay commercial loans is substantially dependent on the success of the business itself and on the quality of its management. As a general practice, the Bank takes as collateral a security interest in any available real estate, equipment, inventory, receivables or other personal property, although such loans may also be made infrequently on an unsecured basis. In many instances, the Bank requires personal guarantees of its commercial loans to provide additional credit support.

The Bank has had very little exposure as an agricultural lender. Crop production loans have been either fully supported by the collateral and financial strength of the borrower, or a 90% loan guaranty has been obtained through the Farm Service Agency on such loans.

### Residential Consumer Lending

A portion of the Bank's lending activities consists of the origination of fixed and adjustable rate residential mortgage loans secured by owner-occupied property located in the Bank's primary market areas. Home mortgage lending is unique in that a broad geographic territory may be served by originators working from strategically placed offices either within the Bank's traditional banking facilities or from other locations. In addition, the Bank offers construction loans, second mortgage loans and home equity lines of credit.

The Bank finances the construction of individual, owner-occupied houses on the basis of written underwriting and construction loan management guidelines. First mortgage construction loans are made to qualified individual borrowers and are generally supported by a take-out commitment from a permanent lender. The Bank makes residential construction loans to individuals who intend to erect owner-occupied housing on a purchased parcel of real estate. The construction phase of these loans has certain risks, including the viability of the contractor, the contractor's ability to complete the project and changes in interest rates.

In most cases, the Bank sells its mortgage loans with terms of 15 years or more in the secondary market and either retains or releases the right to service those loans. The sale of mortgage loans to the secondary market allows the

Bank to manage the interest rate risks related to such lending operations. Generally, after the sale of a loan with servicing retained, the Bank's only involvement is to act as a servicing agent. In certain cases, the Bank may be required to repurchase mortgage loans upon which customers have defaulted that were previously sold in the secondary market if these loans did not meet the underwriting standards of the entity that purchased the loans. Any such loans are held by the Bank in its mortgage loan portfolio.

#### Non-Residential Consumer Lending

Non-residential consumer loans made by the Bank include loans for automobiles, recreation vehicles, boats, personal (secured and unsecured) and deposit account secured loans. Non-residential consumer loans are attractive to the Bank because they typically have a shorter term and carry higher interest rates than those charged on other types of loans.

The Bank also issues credit cards solicited on the basis of applications received through referrals from the Bank's branches and other marketing efforts. The Bank generally has a small portfolio of credit card receivables outstanding. Credit card lines are underwritten using conservative credit criteria, including past credit history and debt-to-income ratios, similar to the credit policies applicable to other personal consumer loans.



The Bank grants consumer loans based on employment and financial information solicited from prospective borrowers as well as credit records collected from various reporting agencies. Financial stability and credit history of the borrower are the primary factors the Bank considers in granting such loans. The availability of collateral is also a factor considered in making such loans. The geographic area of the borrower is another consideration, with preference given to borrowers in the Bank's primary market areas.

## OTHER FINANCIAL SERVICES

The Bank's insurance service subsidiary serves as an agent in the sale of title insurance, commercial lines of insurance and a full line of property and casualty, life, health and employee benefits products and services and operates in Mississippi, Tennessee, Alabama, Arkansas, Texas, Louisiana, Missouri and Illinois.

The Bank's investment services subsidiary provides brokerage, investment advisory and asset management services and operates in certain communities in Mississippi, Tennessee, Alabama, Arkansas, Louisiana, Texas, Florida and Missouri.

See Note 22 to the Company's Consolidated Financial Statements included elsewhere in this Report for financial information about each segment of the Company, as defined by U.S. generally accepted accounting principles ("U.S. GAAP").

## ASSET QUALITY

Management seeks to maintain a high quality of assets through conservative underwriting and sound lending practices. Management intends to follow this policy even though it may result in foregoing the funding of higher yielding loans. Management believes that the Bank has adequate underwriting and loan administration policies in place and personnel to manage the associated risks prudently.

In an effort to maintain the quality of the loan portfolio, management seeks to limit high risk loans. These loans include loans to provide initial equity and working capital to new businesses with no other capital strength, loans secured by unregistered stock, loans for speculative transactions in stock, land or commodity markets, loans to borrowers or the taking of collateral outside the Bank's primary market areas, loans dependent on secondary liens as primary collateral and non-recourse loans. To the extent risks are identified, additional precautions are taken in order to reduce the Bank's risk of loss. Commercial loans entail certain additional risks because they usually involve large loan balances to single borrowers or a related group of borrowers, resulting in a more concentrated loan portfolio. Further, because payment of these loans is usually dependent upon the successful operation of the commercial enterprise, the risk of loss with respect to these loans may increase in the event of adverse conditions in the economy.

The Board of Directors of the Bank focuses much of its efforts and resources, and that of the Bank's management and lending officials, on loan underwriting and credit quality monitoring policies and practices. Loan status and monitoring is handled through the Bank's loan administration department. Also, 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. Weak financial performance is identified and monitored using past due reporting, the internal loan rating system, loan review reports, the various loan committee functions and periodic asset quality rating committee meetings. Senior loan officers have established a review process with the objective of identifying, evaluating and initiating necessary corrective action for problem loans. The results of loan reviews are reported to the Audit Committee of both the Company's and the Bank's Board of Directors. This process is an integral element of the Bank's loan program. Nonetheless, management maintains a cautious outlook in anticipating the potential effects of uncertain economic conditions (both locally and nationally) and the possibility of more stringent regulatory standards.

## RECENT ACQUISITIONS

On December 18, 2013, the Company announced the purchase of certain assets of GEM Insurance Agencies, LP ("GEM"), an independent insurance agency located in Houston, Texas. Consideration paid to complete this transaction consisted of cash paid to GEM in the aggregate amount of \$20.7 million. The provisions of the related purchase agreement also provide for additional aggregate consideration of up to \$6.2 million in cash to be paid in three annual installments if certain performance criteria are met. This acquisition was not material to the financial position or results of operations of the Company.

## EMPLOYEES

At December 31, 2013, the Company and its subsidiaries had approximately 4,005 full-time equivalent employees. The Company and its subsidiaries are not a party to any collective bargaining agreements and employee relations are considered to be good.

## EXECUTIVE OFFICERS OF THE REGISTRANT

Information follows concerning the executive officers of the Company:

Name	Offices Held	Age
James D. Rollins III	Chief Executive Officer of the Company and the Bank; Director of the Company	55
James V. Kelley	President and Chief Operating Officer of the Company and the Bank; Director of the Company and the Bank	64
William L. Prater	Treasurer and Chief Financial Officer of the Company; Executive Vice President, Chief Financial Officer and Cashier of the Bank	53
W. James Threadgill, Jr.	Executive Vice President of the Company and Vice Chairman of the Bank	59
Gordon Lewis	Executive Vice President of the Company and Vice Chairman of the Bank	64
James Ronald Hodges	Executive Vice President of the Company and Vice Chairman and Chief Lending Officer of the Bank	61
Cathy S. Freeman	Executive Vice President and Corporate Secretary of the Company and the Bank	48
Carol Waddle	Executive Vice President of the Company and Executive Vice President, Audit and Loan Review of the Bank	52

None of the executive officers of the Company is related by blood, marriage or adoption to any other executive officer or to any of the Company's directors or nominees for election at the 2014 annual meeting of shareholders. There are no arrangements or understandings between any of the executive officers and any other person pursuant to which any individual was or is to be selected as an officer. The executive officers of the Company are appointed by the Board of Directors at its first meeting following the annual meeting of shareholders, and they hold office until the next annual meeting or until their successors are duly appointed and qualified.

Effective November 27, 2012, Mr. Rollins was appointed Chief Executive Officer of the Bank and the Company. Prior to joining the Company, Mr. Rollins served as President and Chief Operating Officer of Prosperity Bancshares, Inc. for at least the preceding four years.

Mr. Kelley has served as President and Chief Operating Officer of the Bank and the Company for at least the past five years.

Mr. Prater joined the Company on September 1, 2008 and served as Executive Vice President until June 30, 2009, when he was named Treasurer and Chief Financial Officer of the Company and Executive Vice President, Chief Financial Officer and Cashier of the Bank.

Mr. Threadgill has served as Executive Vice President of the Company and Vice Chairman of the Bank for at least the past five years.

Mr. Lewis has served as Executive Vice President of the Company and Vice Chairman of the Bank for at least the past five years.

Mr. Hodges had served as Regional and Area Loan Administrator for at least two years prior to April 2010, when he was named Senior Executive Vice President of the Bank and Deputy to the Company's Chief Lending Officer. Mr. Hodges served in that capacity until September 2011, when he was named Executive Vice President of the Company and Vice Chairman and Chief Lending Officer of the Bank.

Mrs. Freeman has served as Executive Vice President of the Company and the Bank for at least the past five years.

Ms. Waddle had served as Senior Vice President and General Auditor of the Company for at least one year prior to January 27, 2010, when she was named Senior Vice President of the Company and Senior Vice President, Audit and Loan Review of the Bank. Ms. Waddle served in that capacity until January 2012, when she was named Executive Vice President of the Company and Executive Vice President, Audit and Loan Review of the Bank.

#### BOARD OF DIRECTORS OF THE REGISTRANT

Information follows concerning the Board of Directors of the Company:

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Name	Occupation
Gus J. Blass, III	General Partner Capital Properties, LLC Little Rock, AR
James E. Campbell, III	Chief Executive Officer H+M Company, Inc. Jackson, TN
Albert C. Clark	President and Chief Executive Officer C.C. Clark, Inc. Starkville, MS
Grace Clark	Retired Tupelo, MS

Hassell H. Franklin	Chief Executive Officer Franklin Corporation Houston, MS
W.G. "Mickey" Holliman, Jr.	Managing Member Five Star, LLC Tupelo, MS
Warren A. Hood, Jr.	Chairman and Chief Executive Officer Hood Companies, Inc. Hattiesburg, MS
Keith J. Jackson	President/Founder P.A.R.K. Little Rock, AR

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James V. Kelley	President and Chief Operating Officer Bancorp South, Inc. and Bancorp South Bank Tupelo, MS
Larry G. Kirk	Retired Tupelo, MS
Turner O. Lashlee	Chairman Lashlee-Rich, Inc. Humboldt, TN
Guy W. Mitchell, III	Attorney at Law Mitchell, McNutt & Sams, PA Tupelo, MS
Robert C. Nolan	Chairman Deltic Timber Corporation El Dorado, AR
W. Cal Partee	Managing Partner P1 Oil and Gas, LLC Magnolia, AR
Aubrey B. Patterson	Chairman Bancorp South, Inc. and Bancorp South Bank Tupelo, MS
Alan W. Perry	Attorney at Law Forman, Perry, Watkins, Krutz, & Tardy, LLP Jackson, MS
James D. Rollins, III	Chief Executive Officer Bancorp South, Inc. and Bancorp South Bank Tupelo, MS
Thomas H. Turner	Vice Chairman and President Turner Industries Group, L.L.C. Baton Rouge, LA

CORPORATE INFORMATION

Corporate Headquarters

BancorpSouth

One Mississippi Plaza  
201 South Spring Street  
Tupelo, MS 38804

Annual Meeting

9:00 a.m. (local time), April 23, 2014

BancorpSouth Corporate Headquarters

Fourth Floor

One Mississippi Plaza  
201 South Spring Street  
Tupelo, MS 38804

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Common Shares

Listed on the New York Stock Exchange

NYSE Symbol: BXS

Transfer Agent and Registrar

Registrar and Transfer Company

10 Commerce Drive

Cranford, New Jersey 07016-3572

Tel: (800)368-5948

E-mail: [info@rtco.com](mailto:info@rtco.com)

Internet address: [www.rtco.com](http://www.rtco.com)

#### ITEM 1A. RISK FACTORS.

Certain statements contained in this Annual 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 Exchange Act. 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,” “believe,” “estimate,” “expect,” “plan,” “predict,” “foresee,” “may,” “might,” “could,” “should,” “would,” “could” or “intend,” future or conditional verb tenses, and variations or negatives of such terms. These forward-looking statements include, without limitation, those relating to the Company’s trademarks, the Company’s ability to compete effectively, the effect of changes in laws, governmental regulations and legislative proposals affecting financial institutions, examinations by federal regulators, commercial loans, repurchase of mortgage loans, the impact of economic conditions in the Company’s market area and the economic downturn, identification and resolution of credit issues, debit card revenues, the use of non-U.S. GAAP financial measures, the effect of certain claims, legal and administrative proceedings and pending litigation, reserves for troubled debt restructurings, diversification of revenue stream, the Company’s policy regarding asset quality, the Company’s policy regarding underwriting and lending practices, critical and significant accounting policies, allowance for credit losses, other real estate owned, impairment of goodwill, other-than-temporary impairment of securities, valuation of mortgage servicing rights, pension and other postretirement benefit amounts, net interest revenue, net interest margin, interest rate sensitivity, the impact of the historically low interest rate environment, credit quality, credit losses, determination of collateral fair value, analysis of guarantors, compliance with underwriting and/or appraisal standards, potential losses from representation and warranty obligations, the Company’s foreclosure process, inspection and review of construction, acquisition and development loans, maturity and renewal of construction, acquisition and development loans, deferred tax assets, unrecognized tax benefits, junior subordinated debt securities, capital resources, sources of liquidity and liquidity strategies, sources of maturing loans and investment securities, the Company’s ability to obtain funding, the ability to declare and/or pay dividends, credit losses from off-balance sheet commitments and arrangements, future acquisitions and consideration to be used therefor, the impact of recent accounting

pronouncements, amortization expense of amortizable identifiable intangible assets, interest income, valuation of stock options, fair value of loans and leases, fair value of held-to-maturity and available-for-sale securities, maturities of available-for-sale securities, fair value of lending commitments, appraisal adjustments, concessions granted for troubled debt restructurings, value of investment securities, contributions to pension plans, related party transactions, impaired loans, nonperforming loans and leases, non-accrual loans and leases, economic value of equity, future lease payments, the use of proceeds from the underwritten public offering of the Company's common stock, deposits, the Company's operating results and financial condition, the terms and closing of the proposed transactions with each of Ouachita Bancshares Corp. and Central Community Corporation, and amendments to the Company's code of business conduct and ethics or waiver of a provision thereof.

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 due to a variety of factors. These factors include, but are not limited to, the following:

- Local, regional and national economic conditions and the impact they may have on the Company and its customers and the Company's assessment of that impact;
- The ability of the Company to increase noninterest revenue and expand noninterest revenue business;
- Changes in general business or economic conditions or government fiscal and monetary policies;
- Fluctuations in prevailing interest rates and the effectiveness of the Company's interest rate hedging strategies;

- The ability of the Company to maintain credit quality;
- The ability of the Company to provide and market competitive products and services;
- Changes in the Company's operating or expansion strategy;
- Geographic concentration of the Company's assets and susceptibility to economic downturns in that area;
- The availability of and costs associated with maintaining and/or obtaining adequate and timely sources of liquidity;
- Volatility and disruption in national and international financial markets;
- Government intervention in the U.S. financial system;
- Laws and regulations affecting financial institutions in general;
- The ability of the Company to operate and integrate new technology;
- The ability of the Company to manage its growth and effectively serve an expanding customer and market base;
- The ability of the Company to attract, train and retain qualified personnel;
- Changes in consumer preferences;
  - The ability of the Company to collect amounts due under loan agreements and to attract deposits;
  - Legislation and court decisions related to the amount of damages recoverable in legal proceedings;
- Possible adverse rulings, judgments, settlements and other outcomes of pending litigation; and
- Other factors generally understood to affect the financial results of financial services companies.

The Company undertakes no obligation to update its forward-looking statements to reflect events or circumstances that occur after the date of this Report.

In addition to the factors listed above that could influence the forward-looking statements in this Report, management believes that the risk factors set forth below should be considered in evaluating the Company's business. Other relevant risk factors are outlined below and may be supplemented from time to time in the Company's filings with the SEC.

Our financial performance may be adversely affected by conditions in the financial markets and economic conditions generally.

Our financial performance generally, and in particular the ability of borrowers to pay interest on and repay principal of outstanding loans and the value of collateral securing those loans, is highly dependent upon the business environment in the markets where we operate and in the United States as a whole. A favorable business environment is generally characterized by, among other factors, economic growth, efficient capital markets, low inflation, high business and investor confidence, and strong business earnings. Unfavorable or uncertain economic and market conditions can be caused by declines in economic growth, business activity or investor or business confidence, limitations on the availability or increases in the cost of credit and capital, increases in inflation or interest rates, natural disasters or a combination of these or other factors.

Since mid-2007, market conditions have led to the failure or merger of a number of prominent financial institutions. Financial institution failures or near-failures have resulted in further losses as a consequence of defaults on securities issued by them and defaults under contracts entered into with such entities as counterparties. Despite recent stabilization in market conditions, there remains a risk of continued asset and economic deterioration, which may increase the cost and decrease the availability of liquidity.

In addition, certain European nations continue to experience varying degrees of financial stress. Despite various assistance packages, market concerns over the direct and indirect exposure of European banks and insurers to these European nations and each other have resulted in a widening of credit spreads and increased costs of funding for some

European financial institutions. Risks related to the European economic crisis have had, and may continue to have, a negative impact on global economic activity and the financial markets.

There can be no assurance that global market and economic conditions will improve in the near term. Such conditions could adversely affect the credit quality of our loans, our results of operations and our financial condition.

Our provision and allowance for credit losses may not be adequate to cover actual credit losses.

We make various assumptions and judgments about the collectability of our loan and lease portfolio and utilize these assumptions and judgments when determining the provision and allowance for credit losses. The determination of the appropriate level of the provision for credit losses inherently involves a high degree of subjectivity and requires us to make significant estimates of current credit risks and future trends, all of which may undergo material changes. Deterioration in economic conditions affecting borrowers, new information regarding existing loans, identification of additional problem loans and other factors, both within and outside of our control, may require an increase in the amount

reserved in the allowance for credit losses. In addition, bank regulatory agencies periodically review our provision and the total allowance for credit losses and may require an increase in the allowance for credit losses or future provisions for credit losses, based on judgments different than those of management. Any increases in the provision or allowance for credit losses will result in a decrease in our net income and, potentially, capital, and may have a material adverse effect on our financial condition and results of operations. See “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations – Results of Operations – Provision for Credit Losses and Allowance for Credit Losses” included herein for more information regarding our process for determining the appropriate level of the provision and allowance for credit losses.

We make and hold in our portfolio a significant number of real estate construction, acquisition and development loans, which are based upon estimates of costs and values associated with the completed project and which pose more credit risk than other types of loans typically made by financial institutions.

At December 31, 2013, we had a balance of \$741.5 million in real estate construction, acquisition and development loans, representing 8.3% of our total loan portfolio. These real estate construction, acquisition and development loans have certain risks that are not present in other types of loans. The primary credit risks associated with real estate construction, acquisition and development loans are underwriting, project risks and market risks. Project risks include cost overruns, borrower credit risk, project completion risk, general contractor credit risk and environmental and other hazard risks. Market risks are risks associated with the sale of the completed residential and commercial units. They include affordability risk, which means the risk that borrowers cannot obtain affordable financing, product design risk, and risks posed by competing projects. Real estate construction, acquisition and development loans also involve additional risks because funds are advanced upon the security of the project, which is of uncertain value prior to its completion, and costs may exceed realizable values in declining real estate markets. Because of the uncertainties inherent in estimating construction costs and the realizable market value of the completed project and the effects of governmental regulation of real property, it is relatively difficult to evaluate accurately the total funds required to complete a project and the related loan-to-value ratio. As a result, real estate construction, acquisition and development loans often involve the disbursement of substantial funds with repayment dependent, in part, on the success of the ultimate project and the ability of the borrower to sell or lease the property, rather than the ability of the borrower or guarantor to repay principal and interest. If our appraisal of the value of the completed project proves to be overstated or market values or rental rates decline, we may have inadequate security for the repayment of the loan upon completion of construction of the project. If we are forced to foreclose on a project prior to or at completion due to a default, there can be no assurance that we will be able to recover all of the unpaid balance and accrued interest on the loan as well as related foreclosure and holding costs. In addition, we may be required to fund additional amounts to complete the project and may have to hold the property for an unspecified period of time while we attempt to dispose of it. The adverse effects of the foregoing matters upon our real estate construction, acquisition and development portfolio could necessitate a further increase in non-performing loans related to this portfolio and these non-performing loans may result in a material level of charge-offs, which may have a material adverse effect on our financial condition and results of operations. At December 31, 2013, non-accrual real estate construction, acquisition and development loans totaled \$17.6 million.

As a result of the downturn in the housing market, demand for construction, acquisition and development loans has been declining. The decline in this portfolio presents an additional challenge to maintaining and growing our earning assets.

We hold a significant amount of other real estate owned and may acquire and hold significant additional amounts, which could lead to increased operating expenses and vulnerability to additional declines in real property values.

As our business necessitates, we foreclose on and take title to real estate serving as collateral for loans. At December 31, 2013, we had \$69.3 million of other real estate owned, or OREO, compared to \$103.2 million at December 31, 2012. At December 31, 2013, \$52.4 million, or 75.6%, of the total OREO balance had been carried on the books for longer than one year. As the properties held continue to age, we expect that future writedowns will become more likely and increase in amount. Although declining over recent years, significant OREO balances have resulted in substantial noninterest expenses as we incur costs to manage, maintain and dispose of foreclosed properties. We expect that our earnings will continue to be negatively affected by various expenses associated with OREO, including personnel costs, insurance and taxes, completion and repair costs, valuation adjustments and other expenses associated with real property ownership, as well as by the funding costs associated with OREO assets and any unfavorable pricing in connection with the disposition of foreclosed properties. The expenses associated with holding a significant amount of OREO could have a material adverse effect on our results of operations and financial condition.

Other real estate is reported at the lower of cost or fair value, less estimated selling costs. Fair value is determined on the basis of current appraisals, comparable sales and other estimates of value obtained principally from independent sources. At the time of foreclosure, any excess of the loan balance over the fair value of the real estate held as collateral is charged to the allowance for credit losses. Subsequent valuation adjustments on the periodic revaluation of the property will result in additional charges, with a corresponding write-down expense. Significant judgments and complex estimates are required in estimating the fair value of OREO, and the period of time within which such estimates can be considered current is significantly shortened during periods of market volatility, as we have experienced during the past few years. In response to market conditions and other economic factors, we may utilize alternative sale strategies other than orderly disposition as part of our OREO disposition strategy, such as immediate liquidation sales. As a result, the net proceeds realized from sales transactions could differ significantly from appraisals, comparable sales, and other estimates used to determine the fair value of OREO. A significant increase in the rate of foreclosures on real estate collateral with reported fair values less than the loan balances, a substantial additional decline in the value of our holdings of OREO or our failure to realize net proceeds from sales of substantial amounts of other real estate owned equal to or greater than our reported values, or some combination of these, could have a material adverse effect on our financial condition.

Our ability to declare and pay dividends is limited.

There can be no assurance of whether or when we may pay dividends on our common stock in the future. Future dividends, if any, will be declared and paid at the discretion of our board of directors and will depend on a number of factors. Historically, our principal source of funds used to pay cash dividends on our common equity has been dividends received from the Bank. Although the Bank's asset quality, earnings performance, liquidity and capital requirements will be taken into account before we declare or pay any future dividends on our common stock, our board of directors will also consider our liquidity and capital requirements and our board of directors could determine to declare and pay dividends without relying on dividend payments from the Bank.

Federal and state banking laws and regulations and state corporate laws restrict the amount of dividends we may declare and pay. For example, under guidance issued by the Federal Reserve Board, as a bank holding company, we are required to consult with the Federal Reserve before declaring dividends and are to consider eliminating, deferring or reducing dividends if (1) our net income available to shareholders for the past four quarters, net of dividends previously paid during that period, is not sufficient to fully fund the dividends, (2) our prospective rate of earnings retention is not consistent with our capital needs and overall current and prospective financial condition, or (3) we will not meet, or are in danger of not meeting, our minimum regulatory capital adequacy ratios.

We may become involved in legal or administrative proceedings filed by or against us.

The nature of our business ordinarily results in a certain amount of claims, litigation, investigations and legal and administrative investigations and proceedings. Although we 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.

We 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 us, our directors, management or employees, including remedies or damage awards. On at least a quarterly basis, we assess our liabilities and contingencies in connection with outstanding legal proceedings as well as certain threatened claims (which are not considered incidental to the ordinary conduct of our business) 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 we will incur a loss

and the amount can be reasonably estimated, we establish 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, our insurance will not cover all such litigation, other proceedings or claims, or the costs of defense. While the final outcome of any legal proceedings is inherently uncertain, based on the information available, advice of counsel and available insurance coverage, management believes that the litigation-related expense we have accrued is adequate and that any incremental liability arising from pending legal proceedings and threatened claims and those otherwise arising in the ordinary course of business, will not have a material adverse effect on our 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 our results of operations for one or more quarterly reporting periods. See "Item 3. Legal Proceedings" included herein for more information regarding material pending legal proceedings.

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We may elect or be compelled to seek additional capital in the future, but that capital may not be available on favorable terms when it is needed.

We are required by federal regulatory authorities to maintain adequate levels of capital to support our operations. In addition, we may elect to raise additional capital to support our business or to finance any acquisitions or we may otherwise elect or be required to raise additional capital. Our ability to raise additional capital, if needed, will depend on conditions in the capital markets, economic conditions and a number of other factors, many of which are outside our control, and on our financial performance. Accordingly, we cannot provide assurance of our ability to raise additional capital if needed or to be able to do so on terms acceptable to us. If we cannot raise additional capital on favorable terms when needed, it may have a material adverse effect on our financial condition and results of operations.

Liquidity risk could impair our ability to fund operations and jeopardize our financial condition.

Liquidity is essential to our business. An inability to raise funds through deposits, borrowings, the sale of loans and other sources could have a substantial negative effect on the liquidity of the Bank and/or the Company. Our access to funding sources in amounts adequate to finance our activities or the terms of which are acceptable to us could be impaired by factors that affect us specifically or the financial services industry or economy in general. A decrease in the level of our business activity as a result of a downturn in the markets in which our loans are concentrated could detrimentally impact our access to liquidity sources. Our ability to borrow could also be impaired by factors that are not specific to us, such as a disruption in the financial markets or negative views and expectations about the prospects for the financial services industry in light of the recent turmoil faced by banking organizations and the continued deterioration in credit markets.

Our operations are subject to extensive governmental regulation and supervision.

We elected to be a financial holding company pursuant to the GLBA and the Bank Holding Company Act. The Bank is a Mississippi state banking corporation. Both the Company and the Bank are subject to extensive governmental regulation, supervision, legislation and control. Banking regulations are primarily intended to protect depositors' funds, federal deposit insurance funds and the banking system as a whole, not security holders. These laws and regulations limit the manner in which we operate, including the amount of loans we can originate, interest we can charge on loans and fees we can charge for certain services. See "Item 1. Regulation and Supervision" included herein for more information regarding regulatory burden and supervision.

The Company and the Bank are currently well capitalized under applicable guidelines. Our business could be negatively affected, however, if the Company or the Bank fails to remain well capitalized. For example, because the Bank and its subsidiaries are well capitalized and we qualify as a financial holding company, we are permitted to engage in a broader range of activities than are permitted to a bank holding company. Loss of financial holding company status would require that we either cease these broader activities or divest certain of the Bank's subsidiaries if we desire to continue such activities.

Congress and federal regulatory agencies continually review banking laws, regulations and policies for possible changes. It is possible that there will be continued changes to the banking and financial institutions regulatory regimes in the future. Changes to statutes, regulations or regulatory policies, including changes in interpretation or implementation of statutes, regulations or policies, could affect us in substantial and unpredictable ways. Such changes could subject us to additional costs, limit the types of financial services and products we may offer and/or increase the ability of non-banks to offer competing financial services and products, among other things. We cannot

predict the extent to which the government and governmental organizations may change any of these laws or controls. We also cannot predict how such changes would adversely affect our business and prospects.

The Dodd-Frank Act and related rules and regulations may adversely affect our business, financial condition and results of operations.

The Dodd-Frank Act contains a variety of far-reaching changes and reforms for the financial services industry and directs federal regulatory agencies to study the effects of, and issue implementing regulations for, these reforms. Many of the provisions of the Dodd-Frank Act could have a direct effect on our performance and, in some cases, impact our ability to conduct business. Examples of these provisions include, but are not limited to:

- Creation of the Financial Stability Oversight Council that may recommend to the Federal Reserve increasingly strict rules for capital, leverage, liquidity, risk management and other requirements as companies grow in size and complexity;
- Application of the same leverage and risk-based capital requirements that apply to insured depository institutions to most bank and financial holding companies, such as the Company;
- Changes to deposit insurance assessments;

- Regulation of proprietary trading;
- Repeal of the federal prohibitions on the payment of interest on demand deposits, thereby permitting depository institutions to pay interest on business transaction and other accounts;
- Establishment of the CFPB with broad authority to implement new consumer protection regulations and, for bank and financial holding companies with \$10 billion or more in assets, to examine and enforce compliance with federal consumer laws;
- Implementation of risk retention rules for loans (excluding qualified residential mortgages) that are sold by a bank;
- Implementation of annual stress tests for all banks with assets exceeding \$10 billion
- Regulation of debit-card interchange fees and
- Regulation of lending and the requirements for Qualified Mortgages, Qualified Residential Mortgages and the assessment of “ability to repay” requirements.

Many of these provisions have already been the subject of proposed and final rules by regulatory authorities. Many other provisions, however, remain subject to regulatory rulemaking and implementation, the effects of which are not yet known. The provisions of the Dodd-Frank Act and any rules adopted to implement those provisions as well as any additional legislative or regulatory changes may impact the profitability of our business, may require that we change certain of our business practices, may materially affect our business model or affect retention of key personnel, may require us to raise additional capital and could expose us to additional costs (including increased compliance costs). These and other changes may also require us to invest significant management attention and resources to make any necessary changes and may adversely affect our ability to conduct our business as previously conducted or our financial condition and results of operations.

The short-term and long-term impact of changes to banking capital standards could negatively impact our regulatory capital and liquidity.

The Basel III Capital Rules, when implemented by U.S. banking agencies and fully phased-in, represent the most comprehensive overhaul of the U.S. banking capital framework in over two decades. These rules will require bank holding companies and their subsidiaries, such as the Company and the Bank, to dedicate more resources to capital planning and regulatory compliance, and maintain substantially more capital as a result of higher required capital levels and more demanding regulatory capital risk-weightings and calculations. The rules will also require all banks to change substantially the manner in which they collect and report information to calculate risk-weighted assets, and will likely increase risk-weighted assets at many banking organizations as a result of applying higher risk-weightings to certain types of loans and securities. As a result, we may be forced to limit originations of certain types of commercial and mortgage loans, thereby reducing the amount of credit available to borrowers and limiting opportunities to earn interest income from the loan portfolio, or change the way we manage past-due exposures. As a result of the changes to bank capital levels and the calculation of risk-weighted assets, many banks could be required to access the capital markets on short notice and in relatively weak economic conditions, which could result in banks raising capital that significantly dilutes existing shareholders. Additionally, many community banks could be forced to limit banking operations and activities, and growth of loan portfolios and interest income, in order to focus on retention of earnings to improve capital levels. If the Basel III Capital Rules require us to access the capital markets in this manner, or similarly limit the Bank's operations and activities, the Basel III Capital Rules would have a detrimental effect on our net income and return on equity and limit the products and services we provide to our customers. See “Item 1. Business - Regulation and Supervision” included herein for more information regarding the Basel III Capital Rules.

We obtain a significant portion of our noninterest revenue through service charges on core deposit accounts, and regulations impacting service charges could reduce our fee income.

A significant portion of our noninterest revenue is derived from service charge income. Management anticipates that changes in banking regulations and, in particular, the Federal Reserve's rules pertaining to certain overdraft payments on consumer accounts and the FDIC's Overdraft Payment Programs and Consumer Protection Final Overdraft Payment Supervisory Guidance, will continue to have an adverse impact on our service charge income. Additionally, changes in customer behavior as well as increased competition from other financial institutions may result in declines in deposit accounts or in overdraft frequency resulting in a decline in service charge income. A reduction in deposit account fee income could have a material adverse effect on our earnings.

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Because of the geographic concentration of our assets, our business is highly susceptible to local economic conditions.

Our business is primarily concentrated in selected markets in Mississippi, Tennessee, Alabama, Arkansas, Texas, Louisiana, Florida, Missouri and Illinois. As a result of this geographic concentration, our financial condition and results of operations depend largely upon economic conditions in these market areas. Deterioration in economic conditions in the markets we serve could result in one or more of the following: an increase in loan delinquencies; an increase in problem assets and foreclosures; a decrease in the demand for our products and services; and a decrease in the value of collateral for loans, especially real estate collateral, in turn reducing customers' borrowing power, the value of assets associated with problem loans and collateral coverage.

We may be adversely affected by the soundness of other financial institutions.

Financial services institutions are interrelated as a result of trading, clearing, counterparty or other relationships. We have exposure to many different industries and counterparties, and routinely execute transactions with counterparties in the financial services industry, including commercial banks, brokers and dealers, investment banks and other institutional clients. Many of these transactions expose us to credit risk in the event of a default by a counterparty or client. In addition, our credit risk may be exacerbated when the collateral we hold cannot be realized upon or is liquidated at prices not sufficient to recover the full amount of the credit or derivative exposure owed to us. Any such losses could have a material adverse affect on our financial condition and results of operations.

Changes in interest rates could have an adverse impact on our results of operations and financial condition.

Our earnings and financial condition are dependent to a large degree upon net interest income, which is the difference or spread between interest earned on loans, securities and other interest-earning assets and interest paid on deposits, borrowings and other interest-bearing liabilities. When market rates of interest change, the interest we receive on our assets and the interest we pay on our liabilities may fluctuate. This can cause decreases in our spread and can adversely affect our earnings and financial condition.

Interest rates are highly sensitive to many factors including:

- The rate of inflation;
- Economic conditions;
- Federal monetary policies; and
- Stability of domestic and foreign markets.

The Bank originates residential mortgage loans for sale and for our portfolio. The origination of residential mortgage loans is highly dependent on the local real estate market and the level of interest rates. Increasing interest rates tend to reduce the origination of loans for sale and fee income, which we report as gain on sale of loans. Decreasing interest rates generally result in increased prepayments of loans and mortgage-backed securities, as borrowers refinance their debt in order to reduce their borrowing cost. This typically leads to reinvestment at lower rates than the loans or securities were paying. Changes in market interest rates could also reduce the value of our financial assets. Our financial condition and results of operations could be adversely affected if we are unsuccessful in managing the effects of changes in interest rates.

Monetary policies and economic factors may limit our ability to attract deposits or make loans.

The monetary policies of federal regulatory authorities, particularly the Federal Reserve, and economic conditions in our service area and the United States generally, affect our ability to attract deposits and extend loans. We cannot predict either the nature or timing of any changes in these monetary policies and economic conditions, including the Federal Reserve's interest rate policies, or their impact on our financial performance. Adverse conditions in the economic environment could also lead to a potential decline in deposits and demand for loans.

Volatility in capital and credit markets could adversely affect our business.

The capital and credit markets have experienced volatility and disruption in recent years. In some cases, the markets have produced downward pressure on stock prices and credit availability for certain issuers without regard to those issuers' underlying financial strength. If market disruption and volatility continue or worsen, there can be no assurance that we will not experience an adverse effect, which may be material, on our ability to access capital and on our business, financial condition and results of operations.

Reputational risk may impact our results.

Our ability to originate and maintain accounts is highly dependent upon customer and other external perceptions of our business practices and/or our financial health. Adverse perceptions regarding our business practices and/or our

financial health could damage our reputation in both the customer and funding markets, leading to difficulties in generating and maintaining accounts as well as in financing them. Adverse developments with respect to the customer or other external perceptions regarding the practices of our competitors, or our industry as a whole, may also adversely impact our reputation. While we carefully monitor internal and external developments for areas of potential reputational risk and have established governance structures to assist in evaluating such risks in our business practices and decisions, adverse reputational impacts on third parties with whom we have important relationships may also adversely impact our reputation. Adverse impacts on our reputation, or the reputation of our industry, may also result in greater regulatory and/or legislative scrutiny, which may lead to laws, regulations or regulatory actions that may change or constrain the manner in which we engage with our customers and the products and services we offer. Adverse reputational impacts or events may also increase our litigation risk.

Hurricanes or other adverse weather events could negatively affect local economies where we maintain branch offices or cause disruption or damage to our branch office locations, which could have an adverse effect on our business or results of operations.

We have operations in Mississippi, Alabama, Louisiana, Texas and Florida, which include areas susceptible to hurricanes or tropical storms. Such weather conditions can disrupt our operations, result in damage to our branch office locations or negatively affect the local economies in which we operate. We cannot predict whether or to what extent damage caused by future hurricanes, tropical storms or other adverse weather events will affect our operations or the economies in our market areas, but such weather conditions could result in a decline in loan originations and an increase in the risk of delinquencies, foreclosures or loan losses. Our business or results of operations may be adversely affected by these and other negative effects of devastating hurricanes or storms.

We could be required to write down goodwill and other intangible assets.

When we acquire a business, a portion of the purchase price of the acquisition is generally allocated to goodwill and other identifiable intangible assets. The amount of the purchase price that is allocated to goodwill and other intangible assets is determined by the excess of the purchase price over the net identifiable assets acquired. At December 31, 2013, our goodwill and other identifiable intangible assets were \$312.9 million. Under current accounting standards, if we determine goodwill or intangible assets are impaired because, for example, the acquired business does not meet projected revenue targets or certain key employees leave, we are required to write down the carrying value of these assets. We conduct a review at least annually to determine whether goodwill is impaired. Our annual goodwill impairment evaluation performed during the fourth quarter of 2013 indicated no impairment of goodwill for our reporting segments. We cannot provide assurance, however, that we will not be required to take an impairment charge in the future. Any impairment charge would have an adverse effect on our shareholders' equity and financial results and could cause a decline in our stock price.

Diversification in types of financial services may adversely affect our financial performance.

As part of our business strategy, we may further diversify our lines of business into areas that are not traditionally associated with the banking business. As a result, we would need to manage the development of new business lines in which we have not previously participated. Each new business line would require the investment of additional capital and the significant involvement of our senior management to develop and integrate the service subsidiaries with our traditional banking operations. We can provide no assurances that we will be able to develop and integrate new services without adversely affecting our financial performance.

Maintaining or increasing our market share may depend upon our ability to adapt our products and services to evolving industry standards and consumer preferences.

Our success depends, in part, on our ability to adapt our products and services as well as our distribution of them to evolving industry standards and consumer preferences. Payment methods have evolved with the advancement of technology, such as consumer use of smart phones and PayPal accounts to pay bills, thereby increasing competitive pressure in the delivery of financial products and services. The development and adoption by us of new technologies could require us to make substantial expenditures to modify our existing products and services. Further, we might not be successful in developing or introducing new products and services, adapting to changing consumer preferences and spending and saving habits, achieving market acceptance or regulatory approval, or sufficiently maintaining and growing a loyal customer base. Our inability to adapt to evolving industry standards and consumer preferences could have an adverse impact on our financial condition and results of operations.

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We compete with other financial holding companies, bank holding companies, banks, insurance and financial services companies.

The banking, insurance and financial services businesses are extremely competitive in our service areas in Mississippi, Tennessee, Alabama, Arkansas, Texas, Louisiana, Florida, Missouri and Illinois. We compete, and will continue to compete, with well-established banks, credit unions, insurance agencies and other financial institutions, some of which have significantly greater resources and lending limits. Some of our competitors provide certain services that we do not provide.

We face risks in connection with completed or potential acquisitions.

Historically, we have grown through the acquisition of other financial institutions as well as the development of de novo offices. As appropriate opportunities present themselves, we have pursued and intend to continue to pursue additional acquisitions in the future that we believe are strategic, including possible FDIC-assisted transactions. There can be no assurance that we will be able to identify, negotiate or finance potential acquisitions successfully or integrate such acquisitions with our current business.

Upon completion of an acquisition, we are faced with the challenges of integrating and converting the operations, services, products, personnel and systems of acquired companies into our business, which may divert management's attention from ongoing business operations. The success of our acquisitions is often dependent on the continued employment of key employees of the acquired business. If certain key employees were to leave, we could conclude that the value of an acquired business has decreased and that the related goodwill has been impaired. We cannot assure you that we will be successful in effectively integrating any acquisition into the operations of our business or in retaining key employees. Moreover, there can be no assurance that the anticipated benefits of any acquisition will be realized.

Our growth strategy includes risks that could have an adverse effect on financial performance.

An element of our growth strategy is the acquisition of additional banks (which might include the acquisition of bank assets and liabilities in FDIC-assisted transactions), bank holding companies, financial holding companies, insurance agencies and/or other businesses related to the financial services industry that may complement our organizational structure in order to achieve greater economies of scale. We cannot assure you that appropriate growth opportunities will continue to exist, that we will be able to acquire banks, insurance agencies, bank holding companies and/or financial holding companies that satisfy our criteria or that any such acquisitions will be on terms favorable to us. Further, our growth strategy requires that we continue to hire qualified personnel, while concurrently expanding our managerial and operational infrastructure. We cannot assure you that we will be able to hire and retain qualified personnel or that we will be able to successfully expand our infrastructure to accommodate future acquisitions or growth. As a result of these factors, we may not realize the expected economic benefits associated with our acquisitions. This could have a material adverse effect on our financial performance.

We may experience interruptions or breaches that may affect our information system security.

We rely heavily on communications and information systems to conduct our business. Any failure, interruption or breach in security of these systems could result in failures or disruptions in our customer relationship management, general ledger, deposit, loan and other systems. Third parties with which we do business or that facilitate our business

activities could also be sources of operational and informational security risk to us, including from breakdowns or failures of their own systems or capacity constraints.

While we have policies and procedures designed to prevent or limit the effect of the failure, interruption or security breach of these information systems, there can be no assurance that any such failures, interruptions or security breaches will not occur or, if they do occur, that they will be adequately addressed. The occurrence of any failures, interruptions or security breaches of these information systems could damage our reputation, result in a loss of customer business, cause us to expend significant additional resources to modify or enhance our protective measures or to investigate and remediate any information security vulnerabilities, subject us to additional regulatory scrutiny, or expose us to civil litigation and possible financial liability, any of which could have a material adverse effect on our financial condition and results of operations.

We may be adversely affected by the failure of certain third party vendors to perform.

We rely upon certain third party vendors to provide products and services necessary to maintain our day-to-day operations. Accordingly, our operations are exposed to the risk that these vendors might not perform in accordance with applicable contractual arrangements or service level agreements. We maintain a system of policies and procedures designed to monitor vendor risks. While we believe these policies and procedures help to mitigate risk, the failure of an

external vendor to perform in accordance with applicable contractual arrangements or service level agreements could be disruptive to our operations, which could have a material adverse effect on our financial condition and results of operations.

We and/or the holders of certain classes of our securities could be adversely affected by unfavorable ratings from rating agencies.

Our ability to access the capital markets is important to our overall funding profile. This access is affected by the ratings assigned by rating agencies to us, certain of our subsidiaries and particular classes of securities we issue. A downgrade to our or our subsidiaries' credit rating could affect our ability to access the capital markets, increase our borrowing costs and negatively impact our profitability. Additionally, a downgrade of the credit rating of any particular security issued by us or our subsidiaries could negatively affect the ability of the holders of that security to sell the securities and the prices at which any such securities may be sold.

Issuing additional shares of our common stock to acquire other banks, bank holding companies, financial holding companies and/or insurance agencies may result in dilution for existing shareholders and may adversely affect the market price of our stock.

In connection with our growth strategy, we have issued, and may issue in the future, shares of our common stock to acquire additional banks, bank holding companies, financial holding companies, insurance agencies and/or other businesses related to the financial services industry that may compliment our organizational structure. Resales of substantial amounts of common stock in the public market and the potential of such sales could adversely affect the prevailing market price of our common stock and impair our ability to raise additional capital through the sale of equity securities. We usually must pay an acquisition premium above the fair market value of acquired assets for the acquisition of banks, bank holding companies, financial holding companies and insurance agencies. Paying this acquisition premium, in addition to the dilutive effect of issuing additional shares, may also adversely affect the prevailing market price of our common stock.

Anti-takeover provisions may discourage a change of our control.

Our governing documents and certain agreements to which we are a party contain provisions that make a change-in-control difficult to accomplish, and may discourage a potential acquirer. These include a classified or "staggered" board of directors, change-in-control agreements with members of management and supermajority voting requirements. These anti-takeover provisions may have an adverse effect on the market for our common stock.

Securities that we issue, including our common stock, are not FDIC insured.

Securities that we issue, including our common stock, are not savings or deposit accounts or other obligations of any bank and are not insured by the FDIC or any other governmental agency or instrumentality or any private insurer and are subject to investment risk, including the possible loss of your investment.

We may issue debt or equity securities or securities convertible into equity securities, any of which may be senior to our common stock as to distributions and in liquidation, which could negatively affect the value of our common stock.

In the future, we may attempt to increase our capital resources by entering into debt or debt-like financing that is unsecured or secured by all or up to all of our assets, or by issuing additional debt or equity securities, which could include issuances of secured or unsecured commercial paper, medium-term notes, senior notes, subordinated notes, preferred stock or securities convertible into or exchangeable for equity securities. In the event of our liquidation, our lenders and holders of our debt and preferred securities would receive a distribution of our available assets before distributions to the holders of our common stock. Because any decision to incur debt or issue securities in future offerings will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of any such future offerings and debt financings. Further, market conditions could require us to accept less favorable terms for the issuance of our securities in the future.

We are subject to environmental liability risk associated with our lending activities.

A significant portion of our loan portfolio is secured by real property. During the ordinary course of business, we may foreclose on and take title to properties securing certain loans. In doing so, there is a risk that hazardous or toxic substances could be found on these properties. If hazardous or toxic substances are found, we may be liable for remediation costs, as well as for personal injury and property damage. Environmental laws may require us to incur substantial expenses and may materially reduce the affected property's value or limit our ability to use or sell the

affected property. In addition, future laws or more stringent interpretations or enforcement policies with respect to existing laws may increase our exposure to environmental liability. The remediation costs and any other financial liabilities associated with an environmental hazard could have a material adverse effect on our business, results of operations and financial condition.

Our earnings could be adversely impacted by incidences of fraud and compliance failures that are not within our direct control.

Financial institutions are inherently exposed to fraud risk. A fraud can be perpetrated by a customer of the Bank, an employee, a vendor or members of the general public. We are most subject to fraud and compliance risk in connection with the origination of loans, automated clearing house transactions, ATM transactions and checking transactions. Our largest fraud risk, associated with the origination of loans, includes the intentional misstatement of information in property appraisals or other underwriting documentation provided to us by third parties. The compliance risk is that loans are not originated in compliance with applicable laws and regulations and our standards. There can be no assurance that we can prevent or detect acts of fraud or violation of law or our compliance standards by the third parties that we deal with. Repeated incidences of fraud or compliance failures could adversely impact the performance of our loan portfolio.

We depend upon key personnel and we may not be able to retain them nor to attract, assimilate and retain highly qualified employees in the future.

Our success depends in significant part upon the continued service of our senior management team and our continuing ability to attract, assimilate and retain highly qualified and skilled managerial, product development, lending, marketing and other personnel. The loss of the services of any members of our senior management or other key personnel or the inability to hire or retain qualified personnel in the future could adversely affect our business, results of operations and financial condition.

Unfavorable results from ongoing stress test analyses conducted at or on the Company and the Bank may adversely affect our ability to retain customers or compete for new business opportunities.

Under final rules associated with the requirements of the Dodd-Frank Wall Street Reform and Consumer Protection Act and specifically section 165(i)(2) thereof, the Federal Reserve and other banking regulators require the Company and the Bank to perform, and in turn, the regulators themselves to conduct periodic stress tests and analysis of BancorpSouth to evaluate our ability to absorb losses in various economic and financial scenarios. This stress test analysis uses three economic and financial scenarios generated by the Federal Reserve, including a baseline, adverse and severely adverse scenarios. The regulators may also use, and require companies to use, additional components in the adverse and severely adverse scenarios or additional or more complex scenarios designed to capture salient risks to specific lines of business. The rules also require us to conduct our own periodic stress test analysis to assess the potential impact on the Company, including our consolidated earnings, losses and capital, under each of the economic and financial scenarios used as part of the regulators' stress test analysis. A summary of the results of certain aspects of the Federal Reserve's annual stress analysis is to be released publicly and will contain bank holding company specific information and results. The rules also require us to disclose publicly a summary of the results of our semi-annual stress analyses, and the Bank's annual stress analyses, under the severely adverse scenario.

Although the stress tests are not meant to assess our current condition, and even if we remain stable and well capitalized, we cannot predict the market's or our customers' reaction to the results of these stress tests. Our customers' reactions could limit our ability to attract and retain customers or to effectively compete for new business opportunities.

Additionally, our regulators may require us to raise additional capital or take other actions, or may impose restrictions on our business, based on the results of the stress tests, including requiring revisions or changes to our capital plans. We may not be able to raise additional capital if required to do so, or may not be able to do so on terms favorable to us. Any such capital raises, if required, may also be dilutive to our existing shareholders.

New, proposed and future regulatory initiatives associated with the CFPB may increase compliance burdens, which could have a material adverse effect on our financial condition and results of operations.

The Dodd-Frank Act created the CFPB, which has examination and enforcement authority over the Bank and its subsidiaries, and gave CFPB broad rulemaking authority to administer and carry out the purposes and objectives of certain federal consumer financial laws with respect to financial institutions that offer financial products and services to consumers. The CFPB is authorized to make rules identifying and prohibiting acts or practices that are unfair, deceptive or abusive in connection with any transaction with a consumer for a consumer financial product or service, or the

offering of a consumer financial product or service. The term “abusive” is new and untested, and we cannot predict how it will be enforced.

Based on the provisions of the Dodd-Frank Act and anticipated implementing regulations, it is likely that banks will be subject to increased regulation and compliance obligations that expose us to noncompliance risk and consequences, which could have a material adverse effect on our financial condition and results of operations.

Our framework for managing risks may not be effective in mitigating risk and any resulting loss.

Our risk management framework seeks to mitigate risk and any resulting loss. We have established processes intended to identify, measure, monitor, report and analyze the types of risk to which we are subject, including liquidity, credit, market, interest rate, operational, legal and compliance, and reputational risk. However, as with any risk management framework, there are inherent limitations to our risk management processes and strategies. There may exist, or develop in the future, risks that we have not appropriately anticipated or identified. Also, breakdowns in our risk management framework could have a material adverse effect on its financial condition and results of operations.

#### ITEM 1B. UNRESOLVED STAFF COMMENTS.

None.

#### ITEM 2. PROPERTIES.

The physical properties of the Company are held by its subsidiaries as follows:

- a. The Bank - The main office is located at One Mississippi Plaza, 201 South Spring Street in the central business district of Tupelo, Mississippi in a seven-floor, modern, glass, concrete and steel office building owned by the Bank. The Bank occupies approximately 80% of the space, with the remainder leased to various unaffiliated tenants.

The Bank owns 234 of its 256 branch banking facilities. The remaining 22 branch banking facilities are occupied under leases with unexpired terms ranging from one to ten years. The Bank also owns other buildings that provide space for computer operations, lease servicing, mortgage lending, warehouse needs and other general purposes.

Management considers all of the Bank’s owned buildings and leased premises to be in good condition.

b.BancorpSouth Insurance Services, Inc. - This wholly-owned subsidiary of the Bank owns five of the 29 offices it occupies. It leases 24 offices that have unexpired terms varying in duration from one to nine years.

### ITEM 3. LEGAL PROCEEDINGS.

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 CFPB, 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.

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 by allegedly issuing materially false and misleading statements regarding the Company's business and financial results. The plaintiff is seeking to recover alleged damages in an unspecified amount and equitable and/or injunctive relief, and attorneys' fees. A motion to dismiss has been under advisement by the court since early 2013. 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.

On May 18, 2010, the Bank was named as a defendant in a purported 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 have concluded and the case has been 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.

#### ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

## PART II

## ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

## MARKET FOR COMMON STOCK

The common stock of the Company trades on the New York Stock Exchange under the symbol "BXS." The following table sets forth, for the quarters indicated, the range of sale prices of the Company's common stock as reported on the New York Stock Exchange:

		High	Low
2013	Fourth	\$ 25.54	\$ 19.64
	Third	20.77	17.76
	Second	18.06	14.72
	First	16.52	14.14
2012	Fourth	\$ 15.00	\$ 12.55
	Third	15.69	13.81
	Second	14.70	12.40
	First	14.21	10.85

## HOLDERS OF RECORD

As of February 17, 2014, there were 8,125 shareholders of record of the Company's common stock.

## DIVIDENDS

The Company declared cash dividends each quarter in an aggregate annual amount of \$0.12 and \$0.04 per share during 2013 and 2012, respectively. Future dividends, if any, will vary depending on the Company's profitability, anticipated capital requirements and applicable federal and state regulations. The Company is further restricted by the Federal Reserve's authority to limit or prohibit the payment of dividends, as outlined in SR 09-4 and the FDIC's authority to prohibit the Bank from engaging in business practices that the FDIC considers to be unsafe or unsound,

which, depending on the financial condition of the Bank, could include the payment of dividends. There can be no assurance that the Federal Reserve Bank, the FDIC or other regulatory bodies will not limit or prohibit future dividends. See “Item 1. Business – Regulation and Supervision” included herein for more information on restrictions and limitations on the Company’s ability to pay dividends.

#### ISSUER PURCHASES OF EQUITY SECURITIES

The Company did not repurchase any shares of its common stock during the quarter ended December 31, 2013.

#### STOCK PERFORMANCE GRAPH

The graph below compares the annual percentage change in the cumulative total shareholder return on the Company’s common stock against the cumulative total return of the SNL Southeast Bank Index and the S&P 500 Index for a period of five years. The graph assumes an investment of \$100 in the Company’s common stock and in each respective index on December 31, 2008 and reinvestment of dividends on the date of payment without commissions. The SNL Southeast Bank Index is presented by SNL Financial LC and consists of 85 publicly traded banks and bank holding companies located in the southeastern United States as of December 31, 2013. The performance graph represents past performance and should not be considered to be an indication of future performance.

Index	Period Ending					
	12/31/08	12/31/09	12/31/10	12/31/11	12/31/12	12/31/13
BancorpSouth, Inc.	100.00	104.64	75.00	52.33	69.25	121.78
SNL Southeast Bank Index	100.00	100.41	97.49	57.04	94.75	128.40
S&P 500	100.00	126.46	145.51	148.59	172.37	228.19

Source: SNL Financial LC

## ITEM 6. SELECTED FINANCIAL DATA.

See “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations – Selected Financial Information” for the Selected Financial Data.

## ITEM 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

### OVERVIEW

The Company is a regional financial holding company with \$13.0 billion in assets headquartered in Tupelo, Mississippi. The Company’s wholly-owned banking subsidiary has commercial banking operations in Mississippi, Tennessee, Alabama, Arkansas, Texas, Louisiana, Florida, and Missouri. 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. The Bank’s insurance agency subsidiary also operates an office in Illinois.

Management's discussion and analysis provides a narrative discussion of the Company's financial condition and results of operations for the previous three years. For a complete understanding of the following discussion, you should refer to the Consolidated Financial Statements and related Notes presented elsewhere in this Report. This discussion and analysis is based on reported financial information, and certain amounts for prior years have been reclassified to conform with the current financial statement presentation. 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. During recent years, the pressures of the national and regional economic cycle created a difficult operating environment for the financial services industry. The Company was not immune to such pressures and the economic downturn had a negative impact on the Company and its customers in all of the markets that it serves. While this impact has been reflected in the Company's credit quality measures during 2010 and 2011, the Company's financial condition improved during 2012 and 2013, as reflected by decreases in the allowance for credit losses, net charge-offs, total non-performing loans and leases ("NPLs") and total non-performing assets ("NPAs"). Management believes that the Company is better positioned with respect to overall credit quality as evidenced by the improvement in credit quality metrics at December 31, 2013 compared to December 31, 2012 and December 31, 2011. Management believes, however, that continued 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 remained relatively stable in 2013 compared to 2012. During 2012, the Company's debit card revenue decreased as a result of 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 the Company's 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  
INFORMATION

	At or for the Year Ended December 31,				
	2013	2012	2011	2010	2009
Earnings Summary:	(Dollars in thousands, except per share amounts)				
Interest revenue	\$ 449,507	\$ 486,424	\$ 537,853	\$ 582,762	\$ 615,414
Interest expense	50,558	71,833	102,940	141,620	170,515
Net interest revenue	398,949	414,591	434,913	441,142	444,899
Provision for credit losses	7,500	28,000	130,081	204,016	117,324
Net interest revenue, after provision for credit losses	391,449	386,591	304,832	237,126	327,575
Noninterest revenue	275,066	280,149	270,845	264,144	275,276
Noninterest expense	534,849	549,193	533,633	487,033	490,017
Income before income taxes	131,666	117,547	42,044	14,237	112,834
Income tax expense (benefit)	37,551	33,252	4,475	(8,705)	30,105
Net income	\$ 94,115	\$ 84,295	\$ 37,569	\$ 22,942	\$ 82,729
Balance Sheet - Year-End Balances:					
Total assets	\$ 13,029,733	\$ 13,397,198	\$ 12,995,851	\$ 13,615,010	\$ 13,167,867
Total securities	2,466,989	2,434,032	2,513,518	2,709,081	1,993,594
Loans and leases, net of unearned income	8,958,015	8,636,989	8,870,311	9,333,107	9,775,136
Total deposits	10,773,836	11,088,146	10,955,189	11,490,021	10,677,702
Long-term debt	81,714	33,500	33,500	110,000	112,771
Total shareholders' equity	1,513,130	1,449,052	1,262,912	1,222,244	1,276,296
Balance Sheet - Average Balances:					
Total assets	13,068,568	13,067,276	13,280,047	13,304,836	13,203,659
Total securities	2,561,918	2,490,898	2,620,404	2,157,096	2,179,479
Loans and leases, net of unearned income	8,671,441	8,719,399	9,159,431	9,621,529	9,734,580
Total deposits	10,877,366	10,936,694	11,251,406	11,107,445	10,155,730
Long-term debt	53,050	33,500	66,673	111,547	290,582
Total shareholders' equity	1,478,429	1,413,667	1,240,768	1,241,321	1,255,605
Common Share Data:					
Basic earnings per share	\$ 0.99	\$ 0.90	\$ 0.45	\$ 0.28	\$ 0.99
Diluted earnings per share	0.99	0.90	0.45	0.27	0.99

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Cash dividends per share	0.12	0.04	0.14	0.88	0.88
Book value per share	15.89	15.33	15.13	14.64	15.29
Tangible book value per share	12.60	12.23	11.68	11.17	11.78
Dividend payout ratio	12.12	4.44	31.11	314.29	88.89
Financial Ratios:					
Return on average assets	0.72%	0.65%	0.28%	0.17%	0.63%
Return on average shareholders' equity	6.37%	5.96%	3.03%	1.85%	6.59%
Total shareholders' equity to total assets	11.61%	10.82%	9.72%	8.98%	9.69%
Tangible shareholders' equity to tangible assets	9.44%	8.83%	7.67%	7.00%	7.63%
Net interest margin-fully taxable equivalent	3.43%	3.57%	3.69%	3.70%	3.77%
Credit Quality Ratios:					
Net charge-offs to average loans and leases	0.22%	0.67%	1.44%	1.90%	0.76%
Provision for credit losses to average loans and leases	0.09%	0.32%	1.42%	2.12%	1.21%
Allowance for credit losses to net loans and leases	1.71%	1.90%	2.20%	2.11%	1.80%
Allowance for credit losses to NPLs	127.27%	70.42%	60.55%	49.93%	94.41%
Allowance for credit losses to NPAs	80.76%	48.83%	39.33%	37.31%	71.64%
NPLs to net loans and leases	1.34%	2.70%	3.63%	4.23%	1.91%
NPAs to net loans and leases	2.12%	3.90%	5.59%	5.65%	2.51%
Capital Ratios:					
Tier 1 capital	12.99%	13.77%	11.77%	10.61%	11.17%
Total capital	14.25%	15.03%	13.03%	11.87%	12.42%
Tier 1 leverage capital	9.93%	10.25%	8.85%	8.07%	8.95%

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In addition to financial ratios based on measures defined by 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 assets and tangible shareholders' equity as presented above to U.S. GAAP financial measure as reflected in the Company's consolidated financial statements:

	December 31, 2013	2012	2011	2010	2009
	(In thousands)				
<b>Tangible Assets:</b>					
Total assets	\$ 13,029,733	\$ 13,397,198	\$ 12,995,851	\$ 13,615,010	\$ 13,167,867
Less: Goodwill	286,800	275,173	271,297	270,097	270,097
Identifiable intangible assets	26,079	17,329	16,613	19,624	23,533
Total tangible assets	\$ 12,716,854	\$ 13,104,696	\$ 12,707,941	\$ 13,325,289	\$ 12,874,237
<b>Tangible Shareholders' Equity:</b>					
Total shareholders' equity	\$ 1,513,130	\$ 1,449,052	\$ 1,262,912	\$ 1,222,244	\$ 1,276,296
Less: Goodwill	286,800	275,173	271,297	270,097	270,097
Identifiable intangible assets	26,079	17,329	16,613	19,624	23,533
Total tangible shareholders' equity	\$ 1,200,251	\$ 1,156,550	\$ 975,002	\$ 932,523	\$ 982,666
Total shares outstanding	95,231,691	94,549,867	83,483,796	83,481,737	83,450,296
Tangible shareholders' equity to tangible assets	9.44%	8.83%	7.67%	7.00%	7.63%
Tangible book value per share	\$ 12.60	\$ 12.23	\$ 11.68	\$ 11.17	\$ 11.78

## FINANCIAL HIGHLIGHTS

The Company reported net income of \$94.1 million for 2013 compared to \$84.3 million for 2012 and \$37.6 million for 2011. The decreased provision for credit losses was the most significant factor contributing to the increase in earnings in both 2013 compared to 2012 and 2012 compared to 2011, as the provision for credit losses was \$7.5 million in 2013 compared to \$28.0 million in 2012 and \$130.1 million in 2011. Net charge-offs decreased to \$18.7 million, or 0.22% of average loans and leases, in 2013 from \$58.7 million, or 0.67% of average loans and leases, in



2012 and \$131.9 million, or 1.44% of average loans and leases, in 2011. The decrease in the provision for credit losses from 2012 to 2013 and from 2011 to 2012 reflected the impact of significant decreases in NPL formation during both 2013 and 2012, as NPLs decreased to \$120.4 million at December 31, 2013 after having decreased to \$233.6 million at December 31, 2012 from \$322.3 million at December 31, 2011. The impact of the economic environment continues to be evident on real estate consumer mortgage, commercial and construction, acquisition and development loans and more specifically on residential construction, acquisition and development loans. Prior to 2012, many of these loans had become collateral-dependent, requiring recognition of additional loan loss provisions or charge-offs to reflect the decline in real estate values. During 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 of \$49.0 million, or 73.6%, to \$17.6 million at December 31, 2013 from \$66.6 million at December 31, 2012.

The primary source of revenue for the Company is 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 for 2013 was \$398.9 million, compared to \$414.6 million for 2012 and \$434.9 million for 2011. 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. One of the

Company's long-term objectives is to manage those assets and liabilities to maximize net interest revenue, while balancing interest rate, credit, liquidity and capital risks. The 3.8% decrease in net interest revenue in 2013 compared to 2012 was a result of the decrease in interest expense being more than offset by the decrease in interest revenue as the yield on earning assets declined by a greater amount than that of interest-bearing liabilities. The decline in earning asset yield was primarily a result of the balance in short-term investments, which is the lowest yielding earning asset, combined with declining loan yields as interest rates continued to be at historically low levels. The Company experienced a decrease in interest paid on junior subordinated debt resulting from the redemption of 8.15% trust preferred securities in the third quarter of 2013, as well as an increase in lower rate savings deposits and a decrease in higher rate average demand and other time deposits which resulted in a decrease in interest expense of \$21.3 million, or 29.6%, in 2013 compared to 2012.

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 for 2013 was \$275.1 million, compared to \$280.1 million for 2012 and \$270.8 million for 2011. One of the primary contributors to the decrease in noninterest revenue from 2012 to 2013 was the decrease in mortgage lending revenue to \$45.0 million in 2013 compared to \$56.9 million in 2012. The decrease in mortgage lending revenue was primarily related to the decrease in mortgage originations. Mortgage origination volume decreased by approximately \$600 million in 2013 to \$1.4 billion from \$2.0 billion in 2012. The decreased level of mortgage origination volume resulted in a decrease in origination revenue to \$26.1 million in 2013 from \$53.3 million in 2012. The decrease in mortgage lending revenue in 2013 compared to 2012 was somewhat offset by the change in fair value of Mortgage servicing rights ("MSRs"). The fair value of MSRs increased \$8.9 million in 2013 compared to a decrease of \$3.2 million in 2012.

Service charges decreased 7.0% in 2013 compared to 2012 and 14.7% in 2012 compared to 2011 as a result of a decrease in insufficient fund fees and a lower volume of items processed. Changes in banking regulations and, in particular, the Federal Reserve's rules pertaining to certain overdraft payments on consumer accounts and the FDIC's Overdraft Payment Programs and Consumer Protection Final Overdraft Payment Supervisory Guidance, resulted in the continued decreases in insufficient fund fees. While service charges and mortgage lending revenue decreased in 2013 compared to 2012, insurance commissions increased 8.4% to \$97.7 million in 2013 from \$90.1 million in 2012 after increasing 3.7% from \$86.9 million in 2011. The increase in insurance commissions was a result of new policies and growth from existing customers coupled with the revenue contributed by the acquisition of certain assets of The Security Group, Inc. in July 2012 and GEM in December 2013.

Noninterest expense for 2013 was \$534.8 million, a decrease of 2.6% from \$549.2 million for 2012, which was an increase of 2.9% from \$533.6 million for 2011. The decrease in noninterest expense in 2013 compared to 2012 was primarily a result of decreases in deposit insurance assessments and foreclosed property expense. Deposit insurance assessments decreased \$4.7 million, or 28.7%, in 2013 compared to 2012 and decreased \$4.8 million, or 22.7%, in 2012 compared to 2011 as a result of improvement evidenced in various variables utilized by the FDIC in calculating the deposit insurance assessment. Foreclosed property expense decreased \$27.7 million, or 70.2%, to \$11.7 million in 2013 compared to \$39.4 million in 2012 primarily as a result of the Company experiencing lower losses on the sale and smaller writedowns of OREO. The decrease in noninterest expense was somewhat offset by a pre-tax charge of \$10.9 million that was recorded during the second quarter of 2013 related to additional benefits offered under the voluntary early retirement program and a pre-tax charge of \$2.9 million that was recorded during the third quarter of 2013 to write-off unamortized issuance costs related to the redemption of 8.15% trust preferred securities in the third quarter of 2013. No such voluntary early retirement program or redemption and resulting write-off of unamortized issuance costs were recorded in 2012 and 2011. Legal expenses increased \$11.1 million, or 118.8%, in 2013 compared to 2012 as a result of a charge of \$10.7 million to legal expense during 2013 that was recorded to increase the litigation accrual related to various legal matters after only increasing approximately \$164,000, or 1.8% in 2012 compared to 2011. Income tax expense increased in 2013 and 2012 primarily as a result of the increase in pre-tax income in 2013 compared to 2012 and in 2012 compared to 2011. The major components of net income are discussed

in more detail in the various sections that follow.

#### CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The Company's consolidated financial statements are prepared in accordance with U.S. GAAP, which require the Company to make estimates and assumptions (see Note 1 to the Company's Consolidated Financial Statements included elsewhere in this Report). Management believes that its determination of the allowance for credit losses, valuation of OREO, the annual goodwill impairment assessment, the assessment for other-than-temporary impairment of

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securities, the valuation of MSRs and the estimation of pension and other postretirement benefit amounts involve a higher degree of judgment and complexity than the Company's other significant accounting policies. Further, these estimates can be materially impacted by changes in market conditions or the actual or perceived financial condition of the Company's borrowers, subjecting the Company to significant volatility of earnings.

#### Allowance for Credit Losses

The allowance for credit losses is established through the provision for credit losses, which is a charge against earnings. Provisions for credit losses are made to reserve for estimated probable losses on loans and leases. The allowance for credit losses is a significant estimate and is regularly evaluated by the Company for adequacy by taking into consideration factors such as changes in the nature and volume of the loan and lease portfolio; trends in actual and forecasted portfolio credit quality, including delinquency, charge-off and bankruptcy rates; and current economic conditions that may affect a borrower's ability to pay. In determining an adequate allowance for credit losses, management makes numerous assumptions, estimates and assessments. The use of different estimates or assumptions could produce different provisions for credit losses. See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Results of Operations – Provision for Credit Losses and Allowance for Credit Losses" included herein for more information. At December 31, 2013, the allowance for credit losses was \$153.2 million, representing 1.71% of total loans and leases, net of unearned income.

#### Other Real Estate Owned

OREO, consisting of assets that have been acquired through foreclosure or in satisfaction of loans, is carried at the lower of cost or fair value, less estimated selling costs. Fair value is based on independent appraisals and other relevant factors. OREO is revalued on an annual basis or more often if market conditions necessitate. Valuation adjustments required at foreclosure are charged to the allowance for credit losses. Subsequent valuation adjustments on the periodic revaluation of the property are charged to net income as noninterest expense. Significant judgments and complex estimates are required in estimating the fair value of OREO, and the period of time within which such estimates can be considered current is significantly shortened during periods of market volatility, as experienced during the past two years. As a result, the net proceeds realized from sales transactions could differ significantly from appraisals, comparable sales, and other estimates used to determine the fair value of OREO.

#### Goodwill

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. The Company performed a qualitative assessment of whether it was more likely than not that a reporting segment's fair value was less than its carrying value during the fourth quarter of 2013. Based on this assessment, it was determined that the Company's reporting segments' fair value exceeded their carrying value. Therefore, the two-step quantitative goodwill impairment test was not deemed necessary and no goodwill impairment was recorded during 2013.

In the current 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. If market conditions continue to be volatile and unpredictable, impairment of goodwill related to the Company's reporting segments may be necessary in future periods. Goodwill was \$286.8 million at December 31, 2013.

#### Assessment for Other-Than-Temporary Impairment of Securities

Securities are evaluated periodically to determine whether a decline in their value is other-than-temporary. The term "other-than-temporary" is not intended to indicate a permanent decline in value. Rather, it means that the prospects for near-term recovery of value are not necessarily favorable. Management reviews criteria such as the magnitude and duration of the decline, as well as the reasons for the decline, and whether the Company would be required to sell the securities before a full recovery of costs in order to predict whether the loss in value is other-than-temporary. Once a decline in value is determined to be other-than-temporary, the impairment is separated into (a) the amount of the impairment related to the credit loss and (b) the amount of the impairment related to all other factors. The value of the security is reduced by the other-than-temporary impairment with the amount of the impairment related to credit loss recognized as a charge to earnings and the amount of the impairment related to all other factors recognized in other comprehensive income.

## Mortgage Servicing Rights

The Company recognizes as assets the rights to service mortgage loans for others, known as MSR's. The Company records MSR's at fair value on a recurring basis with subsequent remeasurement of MSR's based on change in fair value in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 860, Transfers and Servicing ("FASB ASC 860"). An estimate of the fair value of the Company's MSR's is determined utilizing assumptions about factors such as mortgage interest rates, discount rates, mortgage loan prepayment speeds, market trends and industry demand. 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. At December 31, 2013, the Company's mortgage servicing asset was valued at \$54.7 million.

## Pension and Postretirement Benefits

Accounting for pension and other postretirement benefit amounts is another area where the accounting guidance requires management to make various assumptions in order to appropriately value any related asset or liability. Estimates that the Company makes to determine pension-related assets and liabilities include actuarial assumptions, expected long-term rate of return on plan assets, rate of compensation increase for participants and discount rate. Estimates that the Company makes to determine asset and liability amounts for other postretirement benefits include actuarial assumptions and a discount rate. Changes in these estimates could impact earnings. For example, lower expected long-term rates of return on plan assets could negatively impact earnings, as would lower estimated discount rates or higher rates of compensation increase. In estimating the projected benefit obligation, actuaries must make assumptions about such factors as mortality rate, turnover rate, retirement rate, disability rate and the rate of compensation increases. The Company accounts for the over-funded or under-funded status of its defined benefit and postretirement plans as an asset or liability in its consolidated balance sheets and recognizes changes in that funded status in the year in which the changes occur through comprehensive income as required by FASB ASC 715, Compensation – Retirement Benefits ("FASB ASC 715"). In accordance with FASB ASC 715, the Company calculates the expected return on plan assets each year based on the balance in the pension asset portfolio at the beginning of the year and the expected long-term rate of return on that portfolio. In determining the reasonableness of the expected rate of return, the Company considers a variety of factors including the actual return earned on plan assets, historical rates of return on the various asset classes of which the plan portfolio is comprised and current/prospective capital market conditions and economic forecasts. The Company used an expected rate of return of 5.5% on plan assets for 2013. The discount rate is the rate used to determine the present value of the Company's future benefit obligations for its pension and other postretirement benefit plans. The Company determines the discount rate to be used to discount plan liabilities at the measurement date with the assistance of its actuary using the actuary's proprietary model. The Company developed a level equivalent yield using its actuary's model as of December 30, 2013 and the expected cash flows from the BancorpSouth, Inc. Retirement Plan (the "Basic Plan"), the BancorpSouth, Inc. Restoration Plan (the "Restoration Plan") and the BancorpSouth, Inc. Supplemental Executive Retirement Plan (the "Supplemental Plan"). Based on this analysis, the Company established its discount rate assumptions for determination of the projected benefit obligation at 4.90% for the Basic Plan, 4.50% for the Restoration Plan and 3.65% for the Supplemental Plan based on a December 31, 2013 measurement date.

## 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. One of the Company's long-term objectives 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%.

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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 years ended December 31, 2013:

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	2013			2012			2011
(Taxable equivalent basis)	Average Balance	Interest	Yield/Rate	Average Balance	Interest	Yield/Rate	Average Balance
<b>ASSETS</b> (Dollars in thousands, yields on taxable equivalent basis)							
Loans and leases (net of unearned income) (1)(2)	\$ 8,671,441	\$ 399,738	4.61%	\$ 8,719,399	\$ 428,998	4.92%	\$ 9,159,431
Loans held for sale	77,984	2,539	3.26%	91,215	3,033	3.33%	53,504
Held-to-maturity securities:							
Taxable (3)	-	-	-	-	-	-	547,471
Non-taxable (4)	-	-	-	-	-	-	133,827
Available-for-sale securities:							
Taxable (5)	2,129,615	33,286	1.56%	2,035,628	39,849	1.96%	1,667,936
Non-taxable (6)	432,304	23,918	5.53%	455,270	25,627	5.63%	271,170
Federal funds sold, securities purchased under agreement to resell and short-term investments	670,170	1,694	0.25%	659,459	1,714	0.26%	310,052
Total interest earning assets and revenue	11,981,514	461,175	3.85%	11,960,971	499,221	4.17%	12,143,391
Other assets	1,247,897			1,290,436			1,347,685
Less: allowance for credit losses	(160,843)			(184,131)			(211,029)
<b>Total</b>	<b>\$ 13,068,568</b>			<b>\$ 13,067,276</b>			<b>\$ 13,280,047</b>

**LIABILITIES AND SHAREHOLDERS' EQUITY**

<b>Deposits:</b>							
<b>Demand - interest bearing</b>							
	\$ 4,651,841	\$ 9,645	0.21%	\$ 4,784,011	\$ 16,111	0.34%	\$ 4,907,058
Savings	1,205,980	1,705	0.14%	1,078,302	2,697	0.25%	943,317
Other time	2,467,611	29,729	1.20%	2,773,953	39,797	1.43%	3,322,733
<b>Federal funds purchased, securities sold under agreement to repurchase,</b>							

short-term FHLB and other borrowings	418,168	294	0.07%	382,167	330	0.09%	437,589
Junior subordinated debt securities	109,119	7,376	6.76%	160,312	11,502	7.17%	160,312
Long-term debt	53,050	1,809	3.41%	33,500	1,396	4.17%	66,673
Total interest bearing liabilities and expense	8,905,769	50,558	0.57%	9,212,245	71,833	0.78%	9,837,682
Demand deposits - noninterest bearing	2,551,934			2,300,428			2,078,298
Other liabilities	132,436			140,936			123,299
Total liabilities	11,590,139			11,653,609			12,039,279
Shareholders' equity	1,478,429			1,413,667			1,240,768
Total	\$ 13,068,568			\$ 13,067,276			\$ 13,280,047
Net interest revenue-FTE		\$ 410,617			\$ 427,388		
Net interest margin-FTE			3.43%			3.57%	
Net interest rate spread			3.28%			3.39%	
Interest bearing liabilities to interest earning assets			74.33%			77.02%	

(1) Includes taxable equivalent adjustment to interest of approximately \$3,297,000, \$3,387,000, and \$3,337,000 in 2013, 2012 respectively, using an effective tax rate of 35%.

(2) Non-accrual loans are included in Loans and leases (net of unearned income).

(3) Includes taxable equivalent adjustments to interest of approximately \$186,000 in 2011 using an effective tax rate of 35%.

(4) Includes taxable equivalent adjustments to interest of approximately \$3,035,000 in 2011 using an effective tax rate of 35%.

(5) Includes taxable equivalent adjustment to interest of approximately \$441,000 and \$254,000 in 2012 and 2011, respectively effective tax rate of 35%.

(6) Includes taxable equivalent adjustment to interest of approximately \$8,371,000, \$8,969,000, and \$5,914,000 in 2013, 2012 respectively, using an effective tax rate of 35%.

Net interest revenue-FTE decreased 3.9% to \$410.6 million in 2013 from \$427.4 million in 2012, which represented a decrease of 4.5% from \$447.6 million in 2011. The decrease in net interest revenue-FTE for 2013 compared to 2012 was a result of the increase in average short-term investments combined with declining loan yields and lack of substantial loan growth, as the short-term investments had lower average rates earned than the average rates paid on interest bearing liabilities. The decrease in net interest revenue –FTE for 2013 was somewhat offset by the decrease in higher rate average demand and other time deposits, as well as a decrease in rates paid on junior subordinated debt resulting from the redemption of 8.15% trust preferred securities in the third quarter of 2013. The decrease in net interest revenue-FTE for 2012 compared to 2011 was primarily a result of increase in short-term investments resulting from excess liquidity coupled with the continued lack of substantial loan growth, as the short-term investments had lower average rates earned than the average rates paid on interest bearing liabilities. The yield on interest earning assets declined 32 basis points to 3.85% in 2013 from 4.17% in 2012, which exceeded the decline of 21 basis points in the average rate paid on interest bearing liabilities to 0.57% in 2013 from 0.78% in 2012. The yield on interest earning assets declined 36 basis points to 4.17% in 2012 from 4.53% in 2011 and the average rate paid on interest bearing liabilities declined 27 basis points to 0.78% in 2012 compared to 1.05% in 2011. The declining loan yields experienced by the Company in 2013 and 2012 were a result of reduced interest rates with this decline being somewhat offset by the impact of the interest rate floors evident on a portion of the Company’s variable rate loans. The effect of the interest rate floors on the Company’s variable rate loans is more fully discussed in “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations – Results of Operations – Interest Rate Sensitivity.”

Interest revenue-FTE decreased 7.6% to \$461.2 million in 2013 from \$499.2 million in 2012, which represented a decrease of 9.3% from \$550.6 million in 2011. The decreases in interest revenue-FTE in 2013 and 2012 were primarily a result of the declining loan yields on decreased net loans and leases, as interest rates were at historically low levels with the 2013 and 2012 decrease also impacted by increased lower rate securities and short-term investments, resulting in an overall decrease in the yield on average interest earning assets of 32 basis points during 2013 and 36 basis points during 2012. Average interest earning assets remained relatively stable at \$12.0 billion in 2013 after having decreased \$182.4 million, or 1.5%, to \$12.0 billion in 2012 from \$12.1 billion in 2011. The decrease in average interest-earning assets during 2012 was primarily a result of the larger decrease in net loans and leases and securities than the increase in short-term investments resulting from excess liquidity.

Interest expense decreased 29.6% to \$50.6 million in 2013 from \$71.8 million in 2012, which represented a decrease of 30.2% from \$102.9 million in 2011. The decrease in interest expense during 2013 was a result of the increase in average lower cost savings deposits and a decrease in interest bearing and other time deposits and their corresponding rates, as well as a decrease in rates paid on junior subordinated debt resulting from the redemption of 8.15% trust preferred securities in the third quarter, resulting in an overall decrease in the average rate paid of 21 basis points. The decrease in interest expense during 2012 was a result of the increase in average lower cost savings deposits combined with the decrease in interest bearing and other time deposits and their corresponding rates, coupled with the decrease in higher rate long-term FHLB borrowings, resulting in an overall decrease in the average rate paid of 27 basis points. Average interest bearing liabilities decreased \$306.5 million, or 3.3%, to \$8.9 billion in 2013 after decreasing \$625.4 million, or 6.4%, from \$9.2 billion in 2012. The decrease in average interest bearing liabilities in 2013 compared to 2012 and from 2012 to 2011 was a result of increases in average lower cost savings deposits being more than offset by decreases in average interest bearing demand deposits, other time deposits, short-term borrowings and long-term borrowings.

Net interest margin-FTE for 2013 was 3.43%, a decrease of 14 basis points from 3.57% for 2012, which represented a decrease of 12 basis points from 3.69% for 2011. The decrease in the net interest margin-FTE for 2013 was attributable to the yield on earning assets declining by a greater amount than that of interest-bearing liabilities, with the decline in earning asset yield primarily a result of the increase in the average balance of short-term investments, the lowest yielding asset. The decrease in the net interest margin-FTE for 2012 was primarily a result of weak loan demand, competitive pressure on loan pricing resulting in loans re-pricing at lower rates, both at maturity and, in some cases, prior to maturity and an increase in short-term investments having lower yields than those earned on the loan

portfolio.

Net interest revenue-FTE may also be analyzed by segregating the rate and volume components of interest revenue and interest expense. The table below presents an analysis of rate and average volume change in net interest revenue from 2012 to 2013 and from 2011 to 2012. Changes that are not solely a result of volume or rate have been allocated to volume.

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(Taxable equivalent basis)	2013 over 2012 - Increase (Decrease)			2012 over 2011 - Increase (Decrease)		
	Volume	Rate	Total	Volume	Rate	Total
INTEREST REVENUE (In thousands)						
Loans and leases, net of unearned income	\$ (2,211)	\$ (27,049)	\$ (29,260)	\$ (21,650)	\$ (13,765)	\$ (35,415)
Loans held for sale	(431)	(63)	(494)	1,254	(440)	814
Held-to-maturity securities:						
Taxable	-	-	-	-	(13,266)	(13,266)
Non-taxable	-	-	-	-	(8,673)	(8,673)
Available-for-sale securities:						
Taxable	1,469	(8,032)	(6,563)	7,198	(11,592)	(4,394)
Non-taxable	(1,271)	(438)	(1,709)	10,363	(1,633)	8,730
Federal funds sold, securities purchased under agreement to resell and short-term investments	27	(47)	(20)	908	(62)	846
Total decrease	(2,417)	(35,629)	- (38,046)	- (1,927)	(49,431)	- (51,358)
INTEREST EXPENSE						
Demand deposits - interest bearing	(274)	(6,192)	(6,466)	(414)	(6,121)	(6,535)
Savings deposits	181	(1,173)	(992)	338	(852)	(514)
Other time deposits	(3,691)	(6,377)	(10,068)	(7,873)	(14,039)	(21,912)
Federal funds purchased, securities sold under agreement to repurchase, short-term FHLB and other borrowings	25	(61)	(36)	(48)	(177)	(225)
Junior subordinated debt securities	(3,460)	(666)	(4,126)	-	51	51
Long-term debt	667	(254)	413	(1,382)	(590)	(1,972)
Total decrease	(6,552)	(14,723)	(21,275)	(9,379)	(21,728)	(31,107)
Total net increase (decrease)	\$ 4,135	\$ (20,906)	\$ (16,771)	\$ 7,452	\$ (27,703)	\$ (20,251)

### Interest Rate Sensitivity

The interest rate sensitivity gap is the difference between the maturity or repricing opportunities of interest sensitive assets and interest sensitive liabilities for a given period of time. A prime objective of asset/liability management is to maximize net interest margin while maintaining a reasonable mix of interest sensitive assets and liabilities.



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The following table presents the Company's interest rate sensitivity at December 31, 2013:

	Interest Rate Sensitivity - Maturing or Repricing			
	0 to 90 Days (In thousands)	91 Days to One Year	Over One Year to Five Years	Over Five Years
<b>INTEREST EARNING ASSETS:</b>				
Interest bearing deposits with banks	\$ 319,462	\$ -	\$ -	\$ -
Available-for-sale securities	188,572	489,610	1,333,496	455,311
Loans and leases, net of unearned income	3,335,393	1,764,031	3,463,506	395,085
Loans held for sale	42,776	582	3,353	22,882
Total interest earning assets	3,886,203	2,254,223	4,800,355	873,278
<b>INTEREST BEARING LIABILITIES:</b>				
Interest bearing demand and savings deposits	5,816,580	-	-	-
Other time deposits	504,339	1,037,690	770,461	174
Federal funds purchased, securities sold under agreement to repurchase, short-term FHLB borrowings and other short-term borrowings	421,028	-	-	-
Long-term debt and junior subordinated debt securities	-	-	51,714	61,446
Other	-	-	41	-
Total interest bearing liabilities	6,741,947	1,037,690	822,216	61,620
Interest rate sensitivity gap	\$ (2,855,744)	\$ 1,216,533	\$ 3,978,139	\$ 811,658
Cumulative interest sensitivity gap	\$ (2,855,744)	\$ (1,639,211)	\$ 2,338,928	\$ 3,150,586

In the event interest rates increase after December 31, 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 December 31, 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 December 31, 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 December 31, 2013, the Bank had \$1.8 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 4.29%, an average maturity of 61 months and a fully-indexed interest rate of 3.80% at December 31, 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 December 31, 2013, the Company had \$649.1 million, \$1.3 billion and \$679.3 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 December 31, 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	
	December 31, 2013	December 31, 2012
+400 basis points	8.1%	24.1%
+300 basis points	9.6%	21.3%
+200 basis points	10.0%	17.4%
+100 basis points	4.7%	8.1%
-100 basis points	NM	NM
-200 basis points	NM	NM
-300 basis points	NM	NM
-400 basis points	NM	NM

NM=not meaningful

Economic Value of Equity  
% Variance from Base Case Scenario

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Rate Shock	December 31, 2013	December 31, 2012
+400 basis points	22.7%	27.1%
+300 basis points	18.2%	22.6%
+200 basis points	12.4%	15.9%
+100 basis points	6.6%	12.7%
-100 basis points	NM	NM
-200 basis points	NM	NM
-300 basis points	NM	NM
-400 basis points	NM	NM

NM=not meaningful

In addition to instantaneous rate shocks, the Company monitors interest rate exposure through simulations of gradual interest rate changes over a 12-month time horizon. The results of these analyses are included in the following table:

Rate Ramp	Net Interest Income % Variance from Base Case Scenario	
	December 31, 2013	December 31, 2012
+200 basis points	4.0%	8.1%
-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 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 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 troubled debt restructuring ("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.

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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 December 31, 2013, impaired loans totaled \$54.9 million, which was net of cumulative charge-offs of \$17.2 million. Additionally, the Company had specific reserves related to impaired loans of \$4.1 million included in the allowance for credit losses. Impaired loans at December 31, 2013 were primarily from the Company's construction, acquisition and development and commercial real estate 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 180-360 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 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.

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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.

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An analysis of the allowance for credit losses for the five years ended December 31, 2013 is provided in the following table:

	2013	2012	2011	2010	2009
	(Dollars in thousands)				
Balance, beginning of period	\$ 164,466	\$ 195,118	\$ 196,913	\$ 176,043	\$ 132,793
Loans and leases charged off:					
Commercial and industrial	(4,672)	(12,362)	(17,337)	(11,879)	(9,534)
Real estate					
Consumer mortgages	(9,159)	(13,122)	(10,186)	(25,639)	(13,917)
Home equity	(1,469)	(2,721)	(5,852)	(5,215)	(5,372)
Agricultural	(736)	(1,240)	(3,420)	(1,201)	(848)
Commercial and industrial-owner occupied	(3,855)	(9,015)	(10,302)	(9,200)	(4,033)
Construction, acquisition and development	(6,745)	(33,085)	(67,362)	(113,237)	(32,638)
Commercial real estate	(10,341)	(12,728)	(17,436)	(14,084)	(3,584)
Credit cards	(2,316)	(2,221)	(3,072)	(4,559)	(4,770)
All other	(2,899)	(2,904)	(7,088)	(6,008)	(3,517)
Total loans and leases charged off	(42,192)	(89,398)	(142,055)	(191,022)	(78,213)
Recoveries:					
Commercial and industrial	3,517	7,096	1,567	1,330	761
Real estate					
Consumer mortgages	5,067	1,836	1,111	1,448	824
Home equity	607	496	185	179	109
Agricultural	215	126	123	12	2
Commercial and industrial-owner occupied	2,724	2,696	393	399	297
Construction, acquisition and development	4,682	8,407	3,951	1,706	128
Commercial real estate	4,978	8,538	1,045	845	189
Credit cards	629	527	803	829	617
All other	1,043	1,024	1,001	1,128	1,212
Total recoveries	23,462	30,746	10,179	7,876	4,139
Net charge-offs	(18,730)	(58,652)	(131,876)	(183,146)	(74,074)
Provision charged to operating expense	7,500	28,000	130,081	204,016	117,324
Balance, end of period	\$ 153,236	\$ 164,466	\$ 195,118	\$ 196,913	\$ 176,043
Loans and leases, net of unearned income - average	\$ 8,671,441	\$ 8,719,399	\$ 9,159,431	\$ 9,621,529	\$ 9,734,580
Loans and leases, net of unearned income - period end	\$ 8,958,015	\$ 8,636,989	\$ 8,870,311	\$ 9,333,107	\$ 9,775,136

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Net charge-offs to average loans and leases	0.22%	0.67%	1.44%	1.90%	0.76%
Provision for credit losses to average loans and leases, net of unearned income	0.09%	0.32%	1.42%	2.12%	1.21%
Allowance for credit losses to loans and leases, net of unearned income	1.71%	1.90%	2.20%	2.11%	1.80%

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Net charge-offs decreased \$39.9 million, or 68.1%, in 2013 compared to 2012, and decreased \$73.2 million, or 55.5%, in 2012 compared to 2011. Net charge-offs as a percentage of average loans and leases decreased to 0.22% in 2013 compared to 0.67% in 2012 after having decreased from 1.44% in 2011. These decreases were primarily a result of decreased losses within the real estate construction, acquisition and development and commercial segments of the Company's loan and lease portfolio. The losses experienced in this segment were primarily a result of the weakened financial condition of the corresponding borrowers and guarantors. These borrowers' weakened state hindered their ability to service their loans with the Company, which caused a number of loans to become collateral dependent. Once it is determined a loan's repayment is dependent upon the underlying collateral, the loan is charged down to net realizable value or a specific reserve is allocated to the loan. This process resulted in decreased levels of charge-offs in 2013 and 2012, as updated appraisals came in closer to loan carrying values.

The provision for credit losses decreased \$20.5 million to \$7.5 million in 2013 compared to \$28.0 million in 2012 after having decreased from \$130.1 million in 2011 as a result of decreases in net charge-offs, declines in the formation of new non-accrual loans, including fewer loans being identified for impairment, continued stabilization in values of previously impaired loans, and significant decreases in NPLs. As of December 31, 2013 and 2012, 60% and 76%, respectively, of nonaccrual loans had been charged down to net realizable value or had specific reserves to reflect recent appraised values. As a result, impaired loans had an aggregate net book value of 70% and 71% of their contractual principal balance at December 31, 2013 and 2012, respectively. Nonaccrual loans not impaired are loans that either fall below the impairment threshold or are not determined to be collaterally dependent.

The allowance for credit losses decreased \$11.3 million to \$153.2 million at December 31, 2013 compared to \$164.5 million at December 31, 2012 after decreasing \$30.6 million from \$195.1 million at December 31, 2011. The decrease in the allowance for credit losses at December 31, 2013 compared to December 31, 2012 and 2011 was a result of improving credit metrics in 2013, including reductions in classified, non-performing and impaired loans and lower net charge-off levels in 2013 compared to 2012 and 2011. For more information about the Company's classified, non-performing and impaired loans, see "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Financial Condition – Loans and Leases" of this Report.

The breakdown of the allowance by loan and lease segment and class is based, in part, on evaluations of specific loan and lease histories and on economic conditions within specific industries or geographical areas. Accordingly, because all of these conditions are subject to change, the allocation is not necessarily indicative of the breakdown of any future allowance for losses. The following tables present (i) the breakdown of the allowance for credit losses by loan and lease segment and class and (ii) the percentage of each segment and class in the loan and lease portfolio to total loans and leases at the dates at December 31 of each of the years indicated:

	2013		2012		2011	
	Allowance for Credit Loss (Dollars in thousands)	% of Loans in Each Category to Total Loans	Allowance for Credit Loss	% of Loans in Each Category to Total Loans	Allowance for Credit Loss	% of Loans in Each Category to Total Loans
Commercial and industrial	\$ 18,376	17.1 %	\$ 23,286	17.1 %	\$ 20,724	16.6 %
Real estate						

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Consumer mortgages	39,525	22.0	35,966	21.6	36,529	21.8
Home equity	5,663	5.5	6,005	5.6	8,630	5.8
Agricultural	2,800	2.6	3,301	3.0	3,921	2.7
Commercial and industrial-owner occupied	17,059	16.4	20,178	15.4	21,929	14.6
Construction, acquisition and development	11,828	8.3	21,905	8.5	45,562	10.2
Commercial real estate	43,853	20.5	40,081	20.2	39,444	19.7
Credit cards	3,782	1.2	3,611	1.2	4,021	1.2
All other	10,350	6.4	10,133	7.4	14,358	7.4
Total	\$ 153,236	100.0 %	\$ 164,466	100.0 %	\$ 195,118	100.0 %

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	2010		2009	
	Allowance for Credit Loss (Dollars in thousands)	% of Loans in Each Category to Total Loans	Allowance for Credit Loss	% of Loans in Each Category to Total Loans
Commercial and industrial Real estate	\$ 22,479	16.1 %	\$ 21,154	15.1 %
Consumer mortgages	35,540	20.8	37,048	20.5
Home equity	7,305	5.8	7,218	5.6
Agricultural	4,997	2.7	4,192	2.7
Commercial and industrial-owner occupied	20,403	14.2	22,989	14.7
Construction, acquisition and development	59,048	12.5	46,193	14.9
Commercial real estate	33,439	19.4	26,694	18.4
Credit cards	4,126	1.1	3,481	1.1
All other	9,576	7.4	7,074	7.0
Total	\$ 196,913	100.0 %	\$ 176,043	100.0 %

Noninterest Revenue

The components of noninterest revenue for the years ended December 31, 2013, 2012 and 2011 and the percentage change between such years are shown in the following table:

	2013		2012		2011
	Amount	% Change	Amount	% Change	Amount
	(Dollars in thousands)				
Mortgage lending	\$ 44,977	(21.0) %	\$ 56,919	233.5 %	\$ 17,069
Credit card, debit card and merchant fees	33,005	4.1	31,705	(25.2)	42,373
Deposit service charges	52,905	(7.0)	56,877	(14.7)	66,670
Trust income	13,451	12.9	11,913	(2.2)	12,186
Securities gains, net	46	(89.6)	442	(96.4)	12,127
Insurance commissions	97,700	8.4	90,138	3.7	86,918
Annuity fees	2,312	3.1	2,243	(32.5)	3,323
Brokerage commissions and fees	7,203	7.3	6,714	13.5	5,918
Bank-owned life insurance	8,314	3.0	8,074	5.4	7,662
Other miscellaneous income	15,153	0.2	15,124	(8.9)	16,599
Total noninterest revenue	\$ 275,066	(1.8) %	\$ 280,149	3.4 %	\$ 270,845

The Company's revenue from mortgage lending typically fluctuates as mortgage interest rates change and is primarily attributable to two activities - origination and sale of new mortgage loans and servicing mortgage loans. Since the

Company does not hedge the change in fair value of its MSR's, mortgage revenue can be significantly affected by changes in the valuation of MSR's in changing interest rate environments. The Company's normal practice is to originate mortgage loans for sale in the secondary market and to either retain or release the associated MSR's with the loan sold. The Company records MSR's at fair value on a recurring basis with subsequent remeasurement of MSR's based on change in fair value in accordance with FASB ASC 860. For more information about the Company's treatment of MSR's, see "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Critical Accounting Policies and Estimates – Mortgage Servicing Rights" of this Report.

In the course of conducting the Company's mortgage lending activities of originating mortgage loans and selling those loans in the secondary market, various representations and warranties are made to the purchasers of the mortgage loans. These representations and warranties also apply to underwriting the real estate appraisal opinion of value for the collateral securing these loans. Under the representations and warranties, failure by the Company to

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comply with the underwriting and/or appraisal standards could result in the Company being required to repurchase the mortgage loan or to reimburse the investor for losses incurred (i.e., make whole requests) if such failure cannot be cured by the Company within the specified period following discovery. During 2013, 16 mortgage loans totaling approximately \$931,000 were repurchased or otherwise settled as a result of underwriting and appraisal standard exceptions or make whole requests. Losses of approximately \$661,000 were recognized related to these repurchased and make whole loans. During 2012, 14 mortgage loans totaling approximately \$2.1 million were repurchased or otherwise settled as a result of underwriting and appraisal standard exceptions or make whole requests. Losses of approximately \$782,000 were recognized related to these repurchased and make whole loans.

At December 31, 2013, the Company had reserved approximately \$911,000 for potential losses from representation and warranty obligations, compared to a reserve of approximately \$729,000 at December 31, 2012. The reserve is based on the Company's repurchase and loss trends, and quantitative and qualitative factors that may result in anticipated losses different than historical loss trends, including loan vintage, underwriting characteristics and macroeconomic trends.

Management believes that the Company's foreclosure process related to mortgage loans continues to operate effectively. Before beginning the foreclosure process, a mortgage loan foreclosure committee of the Bank reviews the identified delinquent loan. All documents and activities related to the foreclosure process are executed in-house by mortgage department personnel.

Origination revenue, a component of mortgage lending revenue, is comprised of gains or losses from the sale of the mortgage loans originated, origination fees, underwriting fees and other fees associated with the origination of loans. Mortgage loan origination volumes of \$1.4 billion, \$2.0 billion and \$1.2 billion produced origination revenue of \$26.1 million, \$53.3 million and \$24.3 million for 2013, 2012 and 2011, respectively. The decrease in mortgage origination revenue in 2013 compared to 2012 was a direct result of the decrease in mortgage loan origination volumes during 2013 compared to 2012, as well as the result of interest rate volatility during 2013. The increase in mortgage origination revenue in 2012 compared to 2011 was a direct result of the increase in mortgage loan origination volumes during 2012 compared to 2011.

Revenue from the servicing process, another component of mortgage lending revenue, includes fees from the actual servicing of loans. Revenue from the servicing of loans was \$16.2 million, \$14.4 million and \$12.9 million for 2013, 2012 and 2011, respectively. Changes in the fair value of the Company's MSR's are generally a result of changes in mortgage interest rates from the previous reporting date. An increase in mortgage interest rates typically results in an increase in the fair value of the MSR's while a decrease in mortgage interest rates typically results in a decrease in the fair value of MSR's. The fair value of MSR's is impacted by principal payments, prepayments and payoffs on loans in the servicing portfolio. Decreases in value from principal payments, prepayments and payoffs were \$6.2 million, \$7.6 million and \$6.2 million for 2013, 2012 and 2011, respectively. The Company does not hedge the change in fair value of its MSR's and is susceptible to significant fluctuations in their value in changing interest rate environments. Reflecting this sensitivity to interest rates, the fair value of MSR's increased \$8.9 million in 2013 and decreased \$3.2 million and \$14.0 million in 2012 and 2011, respectively.

The following table presents the Company's mortgage lending operations for 2013, 2012 and 2011:

2013		2012		2011
Amount	% Change	Amount	% Change	Amount

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(Dollars in thousands)

Production revenue:					
Origination	\$ 26,110	(51.0) %	\$ 53,296	119.5 %	\$ 24,286
Servicing	16,168	12.0	14,435	11.6	12,929
Payoffs/Paydowns	(6,244)	(18.4)	(7,649)	(23.8)	(6,180)
Total	36,034	(40.0)	60,082	93.6	31,035
Market value adjustment	8,943	(382.7)	(3,163)	77.4	(13,966)
Mortgage lending revenue	\$ 44,977	(21.0)	\$ 56,919	233.5	\$ 17,069

(Dollars in millions)

Origination volume	\$ 1,425	(28.6)	\$ 1,996	64.6	\$ 1,213
Outstanding principal balance of mortgage loans serviced at year-end	\$ 5,577	10.2	\$ 5,059	17.8	\$ 4,293

Credit card, debit card and merchant fees remained relatively stable in 2013 compared to 2012 after decreasing in 2012 compared to 2011 as a result of the impact of the implementation of the Durbin Amendment, which was somewhat offset by the increases in the number and monetary volume of items processed.

Changes in banking regulations and, in particular, the Federal Reserve's rules pertaining to certain overdraft payments on consumer accounts and the FDIC's Overdraft Payment Programs and Consumer Protection Final Overdraft Payment Supervisory Guidance, resulted in decreases in insufficient fund fees during 2013 and 2012. As a result, service charges on deposit accounts, which include insufficient fund fees, decreased in 2013 when compared to 2012 and in 2012 compared to 2011.

Trust income increased in 2013 compared to 2012 primarily as a result of increases in the value of assets under management or in custody, as revenue is earned on assets under management, combined with fees generated by customers added during 2012 and 2013. Trust income decreased in 2012 compared to 2011 primarily as a result of decreases in the value of assets under management or in custody, as well as non-recurring fees received during 2011 that were not received during 2012.

Net securities gains of approximately \$46,000, \$442,000 and \$12.1 million were recorded in 2013, 2012 and 2011, respectively. These amounts reflected the sales and calls of securities from the available-for-sale portfolio and held-to-maturity portfolio. Some of the sales of available-for-sale securities in 2011 were previously classified as held-to-maturity, because during the second quarter of 2011, the Company determined that it no longer had the intent to hold until maturity all securities that were previously classified as held-to-maturity. Any sales of held-to-maturity securities during the first two quarters of 2011 occurred within three months of maturity and were so near maturity that management believed changes in interest rates would not have a significant impact on fair value.

Insurance commissions increased 8.4% in 2013 compared to 2012 and increased 3.7% in 2012 compared to 2011 as a result of new policies and growth from existing customers coupled with the revenue contributed by the acquisition of certain assets of The Securance Group, Inc. in July 2012 and GEM in December 2013. Annuity fees remained relatively stable in 2013 compared to 2012 after decreasing 32.5% in 2012 compared to 2011 as a result of fewer annuity sales combined with reduced commissions on those sales. Brokerage commissions and fees increased in 2013 compared to 2012 and in 2012 compared to 2011 as a result of the increase in sales of real estate investment trust products. Bank-owned life insurance revenue remained relatively stable in 2013 compared to 2012 and 2011. The Company recorded life insurance proceeds of approximately \$450,000, \$872,000 and \$658,000 during 2013, 2012 and 2011, respectively.

Other miscellaneous income includes safe deposit box rental income, gain or loss on disposal of assets, and other miscellaneous and non-recurring revenue items. Other miscellaneous income remained relatively stable in 2013 compared to 2012 and decreased 8.9% in 2012 compared to 2011 primarily as a result of gains of \$2.2 million on the dispositions of fixed assets recorded during 2011. No such gains were recognized in 2012 or 2013.



## Noninterest Expense

The components of noninterest expense for the years ended December 31, 2013, 2012 and 2011 and the percentage change between years are shown in the following table:

	2013		2012		2011
	Amount	% Change	Amount	% Change	Amount
	(Dollars in thousands)				
Salaries and employee benefits	\$ 306,696	0.7 %	\$ 304,624	7.7 %	\$ 282,880
Occupancy, net of rental income	41,109	(2.4)	42,140	(0.5)	42,362
Equipment	18,386	(11.8)	20,849	(4.0)	21,707
Deposit insurance assessments	11,755	(28.7)	16,478	(22.7)	21,316
Voluntary early retirement expense	10,850	100.0	-	-	-
Write-off and amortization of bond issue cost	2,995	100.0	153	-	153
Prepayment penalty on FHLB borrowings	-	NM	-	NM	9,778
Advertising	4,558	(6.4)	4,869	(4.5)	5,098
Foreclosed property expense	11,728	(70.2)	39,406	41.8	27,796
Telecommunications	8,481	(0.4)	8,515	1.5	8,386
Public relations	4,258	(21.6)	5,434	(5.1)	5,727
Data processing	10,962	7.1	10,234	5.8	9,677
Computer software	8,496	13.6	7,476	(0.3)	7,502
Amortization of intangibles	2,979	(7.5)	3,222	(3.1)	3,324
Legal expenses	20,426	118.8	9,334	1.8	9,170
Postage and shipping	4,369	(2.2)	4,465	(7.2)	4,812
Other miscellaneous expense	66,801	(7.2)	71,994	(2.6)	73,945
Total noninterest expense	\$ 534,849	(2.6) %	\$ 549,193	2.9 %	\$ 533,633

NM = not meaningful

Salaries and employee benefits remained stable in 2013 compared to 2012 after increasing in 2012 compared to 2011 primarily because of increased employee benefits and incentive compensation. Pension plan costs, a component of salaries and employee benefits expense, increased in 2013 to \$13.3 million after increasing in 2012 to \$10.9 million from \$4.9 million in 2011. Occupancy expense remained relatively stable in 2013, 2012 and 2011.

Equipment expense decreased in 2013 and 2012 as a result of a decrease in depreciation expense coupled with the Company's continued focus on controlling such expenses. The decrease in deposit insurance assessments in 2013 and 2012 was a result of improvement evidenced in several variables utilized by the FDIC in calculating the deposit insurance assessment. Effective as of the second quarter of 2011, the FDIC bases the deposit insurance assessment on a redefined assessment base and a new scorecard method to calculate the assessment rate. During the second quarter of 2011, the Company recorded \$9.8 million in expenses related to the early repayment of FHLB advances. No early repayments were made during 2013 or 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 that was offered to certain employees that met job classification,

age and years-of-service criteria. No such expenses were recorded during 2012 or 2011.

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 8.15% trust preferred securities. No such redemption and resulting write-off of unamortized issuance costs were recorded in 2012 or 2011.

Foreclosed property expense decreased in 2013 as the Company experienced lower losses on the sales and smaller writedowns of OREO as a result of smaller declines in property values attributable to the prevailing economic environment combined with decreased other foreclosed property expenses as a result of the decrease in the number of OREO properties owned during 2013. During 2013, the Company added \$29.3 million to OREO through foreclosure. Sales of OREO in 2013 were \$57.1 million resulting in a net loss on sale of OREO of \$1.3 million. The components of foreclosed property expense for the years ended December 31, 2013, 2012 and 2011 and the percentage change between years are shown in the following table:

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	2013		2012		2011
	Amount	% Change	Amount	% Change	Amount
	(Dollars in thousands)				
Loss on sale of other real estate owned	\$ 1,267	(85.0)%	\$ 8,446	682.8 %	\$ 1,079
Writedown of other real estate owned	6,118	(71.8)	21,726	6.7	20,353
Other foreclosed property expense	4,343	(53.0)	9,234	45.1	6,364
Total foreclosed property expense	\$ 11,728	(70.2)%	\$ 39,406	41.8 %	\$ 27,796

While the Company experienced some fluctuations in various components of other noninterest expense, including advertising, public relations, data processing, and amortization of intangibles, total legal expenses increased in 2013 compared to 2012 as a result of increased litigation reserves related to various lawsuits.

#### Income Taxes

The Company recorded income tax expense of \$37.6 million in 2013 compared to an income tax expense of \$33.3 million in 2012 and an income tax expense of \$4.5 million in 2011. The increase in income tax expense in 2013 was primarily a result of the increase in pre-tax income, which increased 12.0% in 2013 compared to 2012. The increase in income tax expense in 2012 was primarily a result of the increase in pre-tax income, which increased 179.5% in 2012 compared to 2011, while tax preference items, such as tax-exempt interest income, remained relatively consistent with prior years. The primary differences between the Company's recorded expense for 2013, 2012 and 2011 and the expense that would have resulted from applying the U.S. statutory tax rate of 35% to the Company's pre-tax income were the effects of tax-exempt income and other tax preference items. During the third quarter of 2013, a \$1.6 million tax benefit was recorded as a result of the resolution of an uncertain tax position. The uncertain tax position related to the review of the tax treatment of items during the tax years 2007 through 2009. The review was resolved in the Company's favor during the third quarter of 2013, resulting in the reversal of the uncertain tax position reserve for the matter.

#### FINANCIAL CONDITION

The percentage of earning assets to total assets measures the effectiveness of management's efforts to invest available funds into the most efficient and profitable uses. Earning assets at December 31, 2013 were \$11.8 billion, or 90.7% of total assets, compared with \$12.2 billion, or 90.9% of total assets, at December 31, 2012.

#### Loans and Leases

The Bank's loan and lease portfolio represents the largest single component of the Company's earning asset base, comprising 72.4% of average earning assets during 2013. The Bank's lending activities include both commercial and consumer loans and leases. Loan and lease originations are derived from a number of sources, including direct solicitation by the Bank's loan officers, existing depositors and borrowers, builders, attorneys, walk-in customers and, in some instances, other lenders, real estate broker referrals and mortgage loan companies. The Bank has established systematic procedures for approving and monitoring loans and leases that vary depending on the size and nature of the loan or lease, and applies these procedures in a disciplined manner. The Company's loans and leases are widely diversified by borrower and industry. Loans and leases, net of unearned income, totaled \$9.0 billion at December 31, 2013, representing a 3.7% increase from \$8.6 billion at December 31, 2012.

The following table shows the composition of the Company's gross loans and leases by collateral type at December 31 for the years indicated:

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	2013 (In thousands)	2012	2011	2010	2009
Commercial and industrial Real estate	\$ 1,538,302	\$ 1,484,788	\$ 1,484,967	\$ 1,505,471	\$ 1,484,011
Consumer mortgages	1,976,073	1,873,875	1,945,190	1,978,145	2,017,067
Home equity	494,339	486,074	514,362	543,272	550,085
Agricultural	234,576	256,196	239,487	252,292	262,069
Commercial and industrial-owner occupied	1,473,320	1,333,103	1,301,575	1,331,473	1,449,554
Construction, acquisition and development	741,458	735,808	908,362	1,148,161	1,459,503
Commercial real estate	1,846,039	1,748,881	1,754,022	1,816,951	1,806,766
Credit cards	111,328	104,884	106,281	106,345	108,086
All other	578,453	649,143	657,012	694,241	685,845
Total gross loans and leases	\$ 8,993,888	\$ 8,672,752	\$ 8,911,258	\$ 9,376,351	\$ 9,822,986

The following table shows the Company's net loans and leases by collateral type as of December 31, 2013 by geographical location:

	Alabama and Florida Panhandle (In thousands)	Arkansas*	Mississippi*	Missouri	Greater Memphis Area	Tennessee*	Texas Louisiana
Commercial and industrial Real estate	\$ 83,078	\$ 164,113	\$ 280,964	\$ 36,018	\$ 23,551	\$ 81,253	\$
Consumer mortgages	127,619	260,013	688,228	61,471	101,167	158,714	487,9
Home equity	64,438	39,785	165,421	20,997	67,170	70,517	64,02
Agricultural	8,416	71,200	58,042	3,575	14,547	11,129	63,15
Commercial and industrial-owner occupied	176,162	173,027	472,646	64,911	91,790	88,710	282,8
Construction, acquisition and development	99,980	70,508	190,990	28,024	80,339	101,782	134,5
Commercial real estate	266,963	311,504	275,601	212,869	93,079	104,034	425,9
Credit cards**	-	-	-	-	-	-	-
All other	32,101	59,247	147,163	2,590	48,056	39,404	86,03
Total	\$ 858,757	\$ 1,149,397	\$ 2,279,055	\$ 430,455	\$ 519,699	\$ 655,543	\$ 1

\*Excludes the Greater Memphis Area

\*\*Credit card receivables are spread across all geographic regions but are not viewed by the Company's management as part of the geographic breakdown.

Commercial and Industrial - Commercial and industrial loans are loans and leases to finance business operations, equipment and owner-occupied facilities primarily for small and medium-sized enterprises. These include both lines of credit for terms of one year or less and term loans which are amortized over the useful life of the assets financed. Personal guarantees are generally required for these loans. Also included in this category are loans to finance

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agricultural production and business credit card lines. Commercial and industrial loans outstanding increased 3.6 % from December 31, 2012 to December 31, 2013.

**Real Estate – Consumer Mortgages -** Consumer mortgages are first- or second-lien loans to consumers secured by a primary residence or second home. These loans are generally amortized over terms up to 15 or 20 years with maturities of three to five years. The loans are generally secured by properties located generally within the local market area of the community bank which originates and services the loan. These loans are underwritten in accordance with the Bank's general loan policies and procedures which require, among other things, proper documentation of each borrower's financial condition, satisfactory credit history and property value. Consumer mortgages outstanding increased 5.5% from December 31, 2012 to December 31, 2013. In addition to loans originated through the Bank's branches, the Bank originates and services consumer mortgages sold in the secondary market which are underwritten and closed pursuant to investor and agency guidelines. The Bank's exposure to sub-prime mortgages is minimal.

**Real Estate – Home Equity -** Home equity loans include revolving credit lines which are secured by a first or second lien on a borrower's residence. Each loan is underwritten individually by lenders who specialize in home equity lending and must conform to Bank lending policies and procedures for consumer loans as to borrower's financial condition, ability to repay, satisfactory credit history and the condition and value of collateral. Properties securing home equity loans are generally located in the local market area of the Bank branch or office originating and servicing the loan. The Bank has not purchased home equity loans from brokers or other lending institutions. Home equity loans outstanding increased 1.7% from December 31, 2012 to December 31, 2013.

**Real Estate – Agricultural -** Agricultural loans include loans to purchase agricultural land and production lines secured by farm land. Agricultural loans outstanding decreased 8.4% from December 31, 2012 to December 31, 2013.

**Real Estate – Commercial and Industrial-Owner Occupied -** Commercial and industrial-owner occupied loans include loans secured by business facilities to finance business operations, equipment and owner-occupied facilities primarily for small and medium-sized enterprises. These include both lines of credit for terms of one year or less and term loans which are amortized over the useful life of the assets financed. Personal guarantees are generally required for these loans. Commercial and industrial-owner occupied loans increased 10.5% from December 31, 2012 to December 31, 2013.

**Real Estate – Construction, Acquisition and Development -** Construction, acquisition and development loans include both loans and credit lines for the purpose of purchasing, carrying and developing land into commercial developments or residential subdivisions. Also included are loans and lines for construction of residential, multi-family and commercial buildings. Prior to March 2010, these loans were often structured with interest reserves to fund interest costs during the construction and development period. Additionally, certain loans are structured with interest only terms. The Bank primarily engages in construction and development lending only in local markets served by its branches. The weakened economy and housing market has negatively impacted builders and developers in particular. Sales of finished houses slowed during 2009 and activity has remained relatively slow since then, which has resulted in lower demand for residential lots and development land. The Company curtailed the origination of new construction, acquisition and development loans significantly during 2009 and the Company has continued to maintain that strategy. Construction, acquisition and development loans remained relatively stable, increasing 0.8% from December 31, 2012 to December 31, 2013.

The underwriting process for construction, acquisition and development loans with interest reserves is essentially the same as that for a loan without interest reserves and may include analysis of borrower and guarantor financial strength, market demand for the proposed project, experience and success with similar projects, property values, time horizon for project completion and the availability of permanent financing once the project is completed. The Company's loan policy generally prohibits the use of interest reserves on loans originated after March 2010. Construction, acquisition and development loans, with or without interest reserves, are inspected periodically to

ensure that the project is on schedule and eligible for requested draws. Inspections may be performed by construction inspectors hired by the Company or by appropriate loan officers and are done periodically to monitor the progress of a particular project. These inspections may also include discussions with project managers and engineers. For performing construction, acquisition and development loans, interest is generally recognized as interest income as it is earned. Non-performing construction, acquisition and development loans are placed on non-accrual status and interest income is not recognized, except in those situations where principal is expected to be received in full. In such situations, interest income is recognized as payment is received.

At December 31, 2013, the Company had \$13.7 million in construction, acquisition and development loans that provided for the use of interest reserves with approximately \$379,000 recognized as interest income during 2013. The amount of such loans with interest reserves that were on non-accrual status was approximately \$122,000 at December 31, 2013. Interest income is not being recognized on construction, acquisition and development loans with interest reserves that are in non-accrual status. Loans with interest reserves normally have a budget that includes the various cost

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components involved in the project. Interest is such a cost, along with hard and other soft costs. The Company's policy is to allow interest reserves only during the construction phase.

So that interest capitalization is appropriate, interest reserves are not included for any renewal period after construction is completed or otherwise ceases, requiring borrowers to make interest payments no less than quarterly. Loans for which construction is complete, or has ceased, and where interest payments are not made on a timely basis are considered non-performing and are generally placed in nonaccrual status. Procedures are in place to restrict the structuring of a loan with terms that do not require performance until the end of the loan term, as well as to restrict the advancement of funds to keep a loan from becoming non-performing with any such advancement identified as a TDR.

On a case-by-case basis, a construction, acquisition and development loan may be extended, renewed or restructured. Loans are sometimes extended for a short period of time (generally 90 days or less) beyond the contractual maturity to facilitate negotiations or allow the borrower to gain other financing or acquire more recent note-related information, such as appraisals or borrower financial statements. These short-term extensions are not ordinarily accounted for as TDRs if the loan and project are performing in accordance with the terms of the loan agreement and/or promissory note. Construction, acquisition and development loans may be renewed when the borrower has satisfied the terms and conditions of the original loan, including payment of interest, and when management believes that the borrower is able to continue to meet the terms of the renewed note during the renewal period. Many loans are structured to mature consistent with the construction or development period or at least annually. If concessions are granted to a borrower as a result of its financial difficulties, the loan is classified as a TDR and analyzed for impairment.

The Bank's real estate risk management group is responsible for reviewing and approving the structure and classification of all construction, acquisition and development loan renewals and modifications above a threshold of \$500,000. The analysis performed by the real estate risk management group may include the review of updated appraisals, borrower and guarantor financial condition, construction status and proposed loan structure. If the new terms of the loan meet the criteria of a TDR as set out in FASB ASC 310, the loan is identified as such.

Each construction, acquisition and development loan is underwritten to address: (i) the desirability of the project, its market viability and projected absorption period; (ii) the creditworthiness of the borrower and the guarantor as to liquidity, cash flow and assets available to ensure performance of the loan; (iii) equity contribution to the project; (iv) the developer's experience and success with similar projects; and (v) the value of the collateral. Each factor must be acceptable under the Company's lending policy and risk review.

The construction, acquisition and development portfolio is further categorized by risk characteristics into the following six categories: commercial acquisition and development; residential acquisition and development; multi-family construction; one-to-four family construction; commercial construction; and recreation and all other loans. Construction, acquisition and development loans were \$741.5 million and \$735.8 million at December 31, 2013 and 2012, respectively. The following table shows the Company's net loans and leases in the construction, acquisition and development portfolio by geographical location at December 31, 2013:

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Real Estate Construction, Acquisition and Development Performing:	Alabama and Florida Panhandle (In thousands)	Arkansas*	Mississippi*	Missouri	Greater Memphis Area	Tennessee*	Texas and Louisiana	Other
Multi-family construction	\$ -	\$ 997	\$ 167	\$ -	\$ -	\$ 4,519	\$ 2,019	\$ -
One-to-four family construction	36,892	13,785	50,145	7,187	10,972	64,909	35,315	8,000
Recreation and all other loans	1,575	7,774	12,178	517	3,862	1,165	9,056	-
Commercial construction	18,437	18,154	34,295	7,228	14,011	4,306	25,630	2,000
Commercial acquisition and development	9,886	15,642	35,999	4,024	20,205	11,071	21,091	1,000
Residential acquisition and development	28,730	13,739	54,198	7,013	22,705	14,666	38,866	4,000
Total	\$ 95,520	\$ 70,091	\$ 186,982	\$ 25,969	\$ 71,755	\$ 100,636	\$ 131,977	\$ -
Non-performing:								
Multi-family construction	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
One-to-four family construction	724	210	572	145	889	279	1,392	-
Recreation and all other loans	-	13	-	-	728	-	-	-
Commercial construction	34	-	-	-	346	831	-	-
Commercial acquisition and development	2,168	24	1,906	1,583	3,199	-	-	-
Residential acquisition and development	1,534	170	1,530	327	3,422	36	1,182	1,000
Total	\$ 4,460	\$ 417	\$ 4,008	\$ 2,055	\$ 8,584	\$ 1,146	\$ 2,574	\$ -
Total:								
Multi-family construction	\$ -	\$ 997	\$ 167	\$ -	\$ -	\$ 4,519	\$ 2,019	\$ -
One-to-four family construction	37,616	13,995	50,717	7,332	11,861	65,188	36,707	8,000
Recreation and all other loans	1,575	7,787	12,178	517	4,590	1,165	9,056	-
Commercial construction	18,471	18,154	34,295	7,228	14,357	5,137	25,630	2,000
Commercial acquisition and development	12,054	15,666	37,905	5,607	23,404	11,071	21,091	1,000

Commercial  
acquisition and  
development

Residential  
acquisition and  
development

Total	30,264	13,909	55,728	7,340	26,127	14,702	40,048	5
	\$ 99,980	\$ 70,508	\$ 190,990	\$ 28,024	\$ 80,339	\$ 101,782	\$ 134,551	\$

\* Excludes the Greater Memphis Area

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The following table shows the maturity distribution of the Company's net loans and leases in the construction, acquisition and development portfolio as of December 31, 2013:

Real Estate Construction, Acquisition and Development Outstanding loan balances:	Past Due (In thousands)	One Year or Less	One to Five Years	After Five Years	Total
Multi-family construction	\$ -	\$ 3,504	\$ 4,198	\$ -	\$ 7,702
One-to-four family construction	2,693	184,783	33,555	3,255	224,286
Recreation and all other loans	50	11,307	17,298	8,213	36,868
Commercial construction	-	75,860	31,729	43,258	150,847
Commercial acquisition and development	4,526	44,699	63,545	15,387	128,157
Residential acquisition and development	4,224	102,412	69,552	17,410	193,598
Total	\$ 11,493	\$ 422,565	\$ 219,877	\$ 87,523	\$ 741,458
Non-accrual loans:					
Multi-family construction	\$ -	\$ -	\$ -	\$ -	\$ -
One-to-four family construction	1,738	686	340	173	2,937
Recreation and all other loans	-	728	-	-	728
Commercial construction	-	865	-	-	865
Commercial acquisition and development	3,750	2,850	290	-	6,890
Residential acquisition and development	2,764	2,061	1,194	128	6,147
Total	\$ 8,252	\$ 7,190	\$ 1,824	\$ 301	\$ 17,567

As of December 31, 2013, 57.0% of the loans in the construction, acquisition and development portfolio were scheduled to mature within one year. Many of these maturities may occur prior to the completion of the related projects; and management expects that these loans will be renewed for an additional period of time. The Company's loan policy requires that updated appraisals from qualified third party appraisers be obtained for any real estate loan over \$250,000 that is renewed. If the borrower is experiencing financial difficulties, and the renewal is made with concessions, the loan is considered to be a TDR. These TDRs are tested for impairment by assessing the estimated disposal value of the collateral from the recent appraisal or by assessing the present value of the discounted cash flows expected on these loans.

The following table presents the activity in the construction, acquisition and development nonaccrual loans for 2013:

	(In thousands)
Balance at December 31, 2012	\$ 66,635
Additions to construction, acquisition and development nonaccruals:	
Formation of new nonaccrual loans	7,566
Reductions in construction, acquisition and development nonaccruals:	
Charge-offs	(5,453)
Foreclosures to OREO	(12,591)
Payments	(24,127)
Transfers to accrual status	(11,385)
Transfer to other loan category	(3,078)
Balance at December 31, 2013	\$ 17,567

The five largest credits that made up the construction, acquisition and development nonaccrual loan balance at December 31, 2013 were located throughout the Company's geographical locations and in various stages of development and maturity. The five largest credits made up 43.4% of the total construction, acquisition and development nonaccrual loan balance at December 31, 2013.

Real Estate – Commercial - Commercial loans include loans to finance income-producing commercial and multi-family properties. Lending in this category is generally limited to properties located in the Company's trade area with only limited exposure to properties located elsewhere but owned by in-market borrowers. Loans in this category

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include loans for neighborhood retail centers, medical and professional offices, single retail stores, warehouses and apartments leased generally to local businesses and residents. The underwriting of these loans takes into consideration the occupancy and rental rates as well as the financial health of the borrower. The Bank's exposure to national retail tenants is minimal. The Bank has not purchased commercial real estate loans from brokers or third-party originators. Real estate-commercial loans increased 5.6% from December 31, 2012 to December 31, 2013.

Credit Cards - Credit cards include consumer and business MasterCard and Visa accounts. The Bank offers credit cards primarily to its deposit and loan customers. Credit card balances increased 6.1% from December 31, 2012 to December 31, 2013.

All Other - All other loans and leases include consumer installment loans and loans and leases to state, county and municipal governments and non-profit agencies. Consumer installment loans and leases include term loans of up to five years secured by automobiles, boats and recreational vehicles. The Bank offers lease financing for vehicles and heavy equipment to state, county and municipal governments and medical equipment to healthcare providers across the southern states. All other loan and lease decreased 11.3% from December 31, 2012 to December 31, 2013.

The maturity distribution of the Company's loan portfolio is one factor in management's evaluation by collateral type of the risk characteristics of the loan and lease portfolio. The following table shows the maturity distribution of the Company's loans and leases, net of unearned income, as of December 31, 2013:

	One Year or Less (In thousands)	One to Five Years	After Five Years
Commercial and industrial	\$ 885,045	\$ 447,844	\$ 196,360
Real estate			
Consumer mortgages	405,686	957,777	612,610
Home equity	238,260	255,943	136
Agricultural	57,485	108,869	68,222
Commercial and industrial-owner occupied	225,486	584,075	663,759
Construction, acquisition and development	434,058	219,877	87,523
Commercial real estate	303,626	906,347	636,066
Credit cards	111,328	-	-
All other	202,055	262,990	86,588
Total loans and leases, net of unearned income	\$ 2,863,029	\$ 3,743,722	\$ 2,351,264

The interest rate sensitivity of the Company's loan and lease portfolio is important in the management of net interest margin. The Bank attempts to manage the relationship between the interest rate sensitivity of its assets and liabilities to produce an effective interest differential that is not significantly impacted by the level of interest rates. The following table shows the interest rate sensitivity of the Company's loans and leases, net of unearned income, due after one year as of December 31, 2013:

Fixed Rate	Variable Rate
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(In thousands)

Loan and lease portfolio			
Due after one year	\$	4,101,192	\$ 2,498,106

NPLs consist of non-accrual loans and leases, loans and leases 90 days or more past due, still accruing, and accruing loans and leases that have been restructured (primarily in the form of reduced interest rates and modified payment terms) because of the borrower's or guarantor's weakened financial condition or bankruptcy proceedings. The Company's policy 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 the loan or lease is both well-secured and in the process of collection. NPAs consist of NPLs and other real estate owned, which consists of foreclosed properties. NPAs, which are carried either in the loan account or other real estate owned on the Company's consolidated balance sheets, depending on foreclosure status, were as follows at the end of each year presented:



	2013	2012	2011	2010	2009
	(Dollars in thousands)				
Non-accrual loans and leases	\$ 92,173	\$ 207,241	\$ 276,798	\$ 347,499	\$ 144,013
Loans 90 days or more past due, still accruing	1,226	1,210	3,434	8,500	36,301
Restructured loans and leases, but accruing	27,007	25,099	42,018	38,376	6,161
Total NPLs	120,406	233,550	322,250	394,375	186,475
Other real estate owned	69,338	103,248	173,805	133,412	59,265
Total NPAs	\$ 189,744	\$ 336,798	\$ 496,055	\$ 527,787	\$ 245,740
NPLs to net loans and leases	1.71%	2.70%	3.63%	4.23%	1.91%
NPAs to net loans and leases	2.12%	3.90%	5.59%	5.65%	2.51%

NPLs decreased 48.4% in 2013 compared to 2012 and decreased 27.5% in 2012 compared to 2011. Other real estate owned decreased 32.8% in 2013 compared to 2012 and decreased 40.6% in 2012 compared to 2011. Included in NPLs at December 31, 2013 were \$54.9 million of loans that were impaired. These impaired loans had a specific reserve of \$4.1 million included in the allowance for credit losses of \$153.2 million at December 31, 2013, and were net of \$17.2 million in partial charge-downs previously taken on these impaired loans. NPLs at December 31, 2012 included \$156.7 million of loans that were impaired and had a specific reserve of \$10.5 million included in the allowance for credit losses of \$164.5 million at December 31, 2012. While restructured loans and leases still accruing remained relatively stable in 2013 compared to 2012, the increase in restructured loans and leases still accruing in 2011 reflected the increase in loans which met the criteria for disclosure as TDRs because payment terms or pricing had been modified by the Company or by orders under bankruptcy proceedings but which demonstrated sufficient performance to support the remaining principal and accrued interest. The decrease in restructured loans and leases accruing in 2012 reflected the combination of paydowns on existing restructured loans and the ability to return restructured loans to performing status due to at least a six-month sustained period of repayment performance under the restructured loan terms by the borrower with the interest rate at the time of restructure being at or above market for a comparable loan.

Non-accrual loans at December 31, 2013 reflected a decrease of \$115.1 million, or 55.5%, to \$92.2 million from \$207.2 million at December 31, 2012 after decreasing \$70.0 million, or 25.1%, from \$276.8 million at December 31, 2011. The Bank's NPL levels over the past several years have been reflective of the continuing effects of the prevailing economic environment on the Bank's loan portfolio, as a significant portion of the prior increases in the Bank's NPLs was attributable to problems developing for established customers with real estate related loans, particularly residential construction and development loans, primarily in the Bank's more urban markets. These problems resulted primarily from the decreased liquidity of certain borrowers and third party guarantors, as well as the declines in appraised real estate values for loans which became collateral dependent during the past two years and certain other borrower specific factors. The decrease in non-accrual loans during 2013 and 2012 was primarily recognized in the real estate construction, acquisition and development portfolio, as non-accrual loans in this portfolio decreased \$49.0 million, or 73.6% to \$17.6 million at December 31, 2013 after decreasing \$66.5 million, or 49.9%, to \$66.6 million at December 31, 2012 from \$133.1 million at December 31, 2011. The decrease in the real estate construction, acquisition and development portfolio resulted from charge-offs of previous non-accrual loans and

a reduction in the non-accrual formation related to the real estate construction, acquisition and development portfolio combined with payment received on existing non-accrual loans.

Of the construction, acquisition and development portfolio, which totaled \$741.5 million at December 31, 2013, \$473.1 million represented loans made by the Bank's locations in Alabama, Mississippi and Tennessee, including the greater Memphis, Tennessee area, a portion of which is in northwest Mississippi and Arkansas. One-to-four family construction loans were the largest component of the real estate construction, acquisition and development portfolio and totaled \$224.3 million at December 31, 2013 with \$165.4 million, or 73.7%, of such loans made by the Bank's locations in Alabama, Mississippi and Tennessee. These areas have experienced a higher incidence of NPLs, primarily as a result of a severe downturn in the housing market in these regions. Of the Company's total NPLs of \$120.4 million at December 31, 2013, \$72.2 million, or 60.0%, were loans made within these markets. These markets continue to be affected by high inventories of unsold homes, unsold lots and undeveloped land intended for use as housing developments. The following table presents the Company's NPLs by geographical location at December 31, 2013:

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	Outstanding (Dollars in thousands)	90+ Days Past Due still Accruing	Non- accruing Loans	Restructured Loans, still accruing	NPLs	NPLs as a % of Outstanding
Alabama and Florida Panhandle	\$ 858,757	\$ -	\$ 14,869	\$ 670	\$ 15,539	5.9 %
Arkansas*	1,149,397	-	5,682	2,006	7,688	2.4
Mississippi*	2,279,055	-	23,474	4,592	28,066	1.6
Missouri	430,455	-	7,897	7,996	15,893	9.3
Greater Memphis Area	519,699	-	9,590	5,580	15,170	5.8
Tennessee*	655,543	-	11,260	2,161	13,421	2.8
Texas and Louisiana	1,810,810	-	9,451	1,917	11,368	1.2
Other	1,254,299	1,226	9,950	2,085	13,261	1.8
Total	\$ 8,958,015	\$ 1,226	\$ 92,173	\$ 27,007	\$ 120,406	2.7 %

\*Excludes the Greater Memphis Area

OREO decreased by \$33.9 million to \$69.3 million at December 31, 2013 compared to December 31, 2012, which was a decrease of \$70.6 million from \$173.8 million at December 31, 2011. The decrease in OREO in 2013 and 2012 was a result of sales of foreclosed properties exceeding new foreclosures. Writedowns were the result of continuing processes to value these properties at fair value. The Bank recorded losses from the loans that were secured by these foreclosed properties in the allowance for credit losses at the time of foreclosure.

The ultimate impact of the economic downturn on the Company's financial condition and results of operations will depend on its severity and duration. Continued weakness in the economy could adversely affect the Bank's volume of NPLs. The Bank will continue to focus on improving and enhancing existing processes related to the early identification and resolution of potential credit problems. 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/or interest for a specified time, 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 non-accrual status, even after the restructure occurs. TDR loans may be returned to accrual status in years after the restructure if there has been at least a six-month sustained period of repayment performance under the restructured loan terms by the borrower and the interest rate at the time of restructure was at or above market for a comparable loan. For reporting purposes, if a restructured loan is 90 days or more past due or has been placed in non-accrual status, the restructured loan is included in the loans 90 days or more past due category or the non-accrual loan category of NPAs. Total restructured loans were \$50.3 million and \$81.4 million at December 31, 2013 and 2012, respectively. Restructured loans of \$23.2 million and \$56.2 million were included in the non-accrual loan category at December 31, 2013 and 2012, respectively.

The total amount of interest earned on NPLs was \$6.2 million, \$4.3 million, \$12.6 million, \$11.2 million and \$4.1 million in 2013, 2012, 2011, 2010 and 2009, respectively. The gross interest income that would have been recorded under the original terms of those loans and leases if they had been performing amounted to \$7.3 million, \$15.6 million, \$18.7 million, \$21.7 million and \$8.4 million in 2013, 2012, 2011, 2010 and 2009, respectively.

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. Loans the Bank considered impaired, which were included in NPLs, totaled \$54.9 million, \$156.7 million, \$234.9 million, \$273.4 million and \$128.5 million at December 31, 2013, 2012, 2011, 2010 and 2009, respectively, with a valuation allowance of \$4.1 million, \$10.5 million, \$39.7 million, \$40.7 million and \$22.7

million, respectively.

At December 31, 2013, the Company did not have any concentration of loans or leases in excess of 10% of total loans and leases outstanding which were not otherwise disclosed as a category of loans or leases. Loan concentrations are considered to exist when there are amounts loaned to multiple borrowers engaged in similar activities which would cause them to be similarly impacted by economic or other conditions. The Bank conducts business in a geographically concentrated area and has a significant amount of loans secured by real estate to borrowers in varying activities and businesses, but does not consider these factors alone in identifying loan concentrations. The ability of the Bank's borrowers to repay loans is somewhat dependent upon the economic conditions prevailing in the Bank's market areas.

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 following table provides details of

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the Company's loan and lease portfolio, net of unearned income, by segment, class and internally assigned grade at December 31, 2013:

	December 31, 2013						
	Pass (In thousands)	Special Mention	Substandard	Doubtful	Loss	Impaired	Total
Commercial and industrial	\$ 1,495,972	\$ 978	\$ 30,886	\$ 99	\$ -	\$ 1,314	\$ 1,529,249
Real estate							
Consumer mortgage	1,859,094	1,531	108,615	427	-	6,406	1,976,073
Home equity	478,283	250	14,570	96	-	1,140	494,339
Agricultural	214,728	779	18,187	-	-	882	234,576
Commercial and industrial-owner occupied	1,409,757	116	50,853	849	-	11,745	1,473,320
Construction, acquisition and development	674,299	1,459	49,401	587	-	15,712	741,458
Commercial real estate	1,751,553	386	76,199	420	-	17,481	1,846,039
Credit cards	111,328	-	-	-	-	-	111,328
All other	538,467	71	12,832	-	-	263	551,633
Total	\$ 8,533,481	\$ 5,570	\$ 361,543	\$ 2,478	\$ -	\$ 54,943	\$ 8,958,015

In the normal course of business, management becomes aware of possible credit problems in which borrowers exhibit potential for the inability to comply with the contractual terms of their loans and leases, but which at the time do not yet meet the criteria for disclosure as NPLs. However, based upon past experiences, some of these loans and leases with potential weaknesses will ultimately be restructured or placed in non-accrual status. At December 31, 2013, the Bank had \$5.6 million of potential problem loans or leases or loans and leases with potential weaknesses that were not included in the non-accrual loans and leases or in the loans 90 days or more past due categories. These loans or leases are included in the above rated categories. Loans with identified weaknesses based upon analysis of the credit quality indicators are included in the 90 days or more past due category or in the non-accrual loan and lease category which includes impaired loans. See Note 5 to the Company's Consolidated Financial Statements included elsewhere in this Report for additional information regarding the Company's internal loan classification system.



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The following table provides details regarding the aging of the Company's loan and lease portfolio, net of unearned income, by internally assigned grade at December 31, 2013:

	Current	30-59 Days Past Due	60-89 Days Past Due	90+ Days Past Due	Total
	(In thousands)				
Pass	\$ 8,525,219	\$ 8,262	\$ -	\$ -	\$ 8,533,481
Special Mention	5,570	-	-	-	5,570
Substandard	315,534	22,436	7,728	15,845	361,543
Doubtful	2,366	-	-	112	2,478
Loss	-	-	-	-	-
Impaired	36,557	1,697	3,100	13,589	54,943
Total	\$ 8,885,246	\$ 32,395	\$ 10,828	\$ 29,546	\$ 8,958,015

All loan grade categories decreased at December 31, 2013 compared to December 31, 2012, specifically the Special Mention, Substandard and Impaired categories which decreased 96.9%, 25.5% and 64.9%, respectively. All of the \$5.6 million of Special Mention loans and leases remained current as to scheduled repayment of principal and interest, and no Special Mention loans had outstanding balances that were 90 days or more past due at December 31, 2013.

Of the \$361.5 million of Substandard loans and leases, 87.3% remained current as to scheduled repayment of principal and interest, with only 4.3% having outstanding balances that were 90 days or more past due at December 31, 2013. Of the \$54.9 million of Impaired loans and leases, 66.5% remained current as to scheduled repayment of principal and/or interest, with 24.7% having outstanding balances that were 90 days or more past due at December 31, 2013.

The following table provides details regarding the aging of the Company's nonaccrual loans and leases by segment and class at December 31, 2013:

	30-59 Days Past Due	60-89 Days Past Due	90+ Days Past Due	Total Past Due	Current	Total Outstanding
	(In thousands)					
Commercial and industrial Real estate	\$ 543	\$ 72	\$ 574	\$ 1,189	\$ 1,890	\$ 3,079
Consumer mortgage	1,429	1,368	11,691	14,488	11,157	25,645
Home equity	224	677	740	1,641	2,054	3,695
Agricultural	30	-	883	913	347	1,260
Commercial and industrial-owner occupied	399	1,006	4,585	5,990	12,578	18,568
Construction, acquisition and development	1,481	1,741	7,005	10,227	7,340	17,567
Commercial real estate	23	321	2,539	2,883	18,089	20,972
Credit cards	14	21	38	73	46	119
All other	58	35	265	358	910	1,268

Total	\$	4,201	\$	5,241	\$	28,320	\$	37,762	\$	54,411	\$	92,173
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Collateral for some of the Bank's loans and leases is subject to fair value evaluations that fluctuate with market conditions and other external factors. In addition, while the Bank has certain underwriting obligations related to such evaluations, the evaluations of some real property and other collateral are dependent upon third-party independent appraisers employed either by the Bank's customers or as independent contractors of the Bank. During the current economic cycle, some subsequent fair value appraisals have reported lower values than were originally reported. These declining collateral values could impact future losses and recoveries.



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The following table provides additional details related to the Company's loan and lease portfolio, net of unearned income, and the distribution of NPLs at December 31, 2013:

Loans and leases, net of unearned income	Outstanding (Dollars in thousands)	90+ Days Past Due still Accruing	Non-accruing Loans	Restructured Loans, but Accruing	NPLs	NPLs as a % of Outstanding	
Commercial and industrial Real estate	\$ 1,529,249	\$ 27	\$ 3,079	\$ 1,073	\$ 4,179	0.3	%
Consumer mortgage	1,976,073	888	25,645	2,576	29,109	1.5	
Home equity	494,339	-	3,695	-	3,695	0.8	
Agricultural	234,576	-	1,260	625	1,885	0.8	
Commercial and industrial-owner occupied	1,473,320	-	18,568	4,983	23,551	1.6	
Construction, acquisition and development	741,458	-	17,567	6,734	24,301	3.3	
Commercial real estate	1,846,039	311	20,972	8,081	29,364	1.6	
Credit cards	111,328	-	119	1,645	1,764	1.6	
All other	551,633	-	1,268	1,290	2,558	0.5	
Total	\$ 8,958,015	\$ 1,226	\$ 92,173	\$ 27,007	\$ 120,406	1.3	%

The following table provides selected characteristics of the Company's real estate construction, acquisition and development loans at December 31, 2013:

Real Estate Construction, Acquisition and Development	Outstanding (Dollars in thousands)	90+ Days Past Due still Accruing	Non-accruing Loans	Restructured Loans, but Accruing	NPLs	NPLs as a % of Outstanding	
Multi-family construction	\$ 7,702	\$ -	\$ -	\$ -	\$ -	-	%
One-to-four family construction	224,286	-	2,937	1,274	4,211	1.9	
Recreation and all other loans	36,868	-	728	13	741	2.0	
Commercial construction	150,847	-	865	346	1,211	0.8	
Commercial acquisition and development	128,157	-	6,890	1,990	8,880	6.9	
Residential acquisition and development	193,598	-	6,147	3,111	9,258	4.8	
Total	\$ 741,458	\$ -	\$ 17,567	\$ 6,734	\$ 24,301	3.3	%

Securities

The Company uses the Bank's securities portfolio to make various term investments, to provide a source of liquidity and to serve as collateral to secure certain types of deposits. In evaluating the balance sheet during the second quarter of 2011, management determined that it would be in the Company's best interest to prepay a portion of its long-term FHLB borrowings. In the course of that evaluation, management also determined certain securities classified as held-to-maturity should be sold as their terms more closely aligned with the FHLB borrowings which assisted in the mitigation of interest rate risk. Based on the change in intent not to hold to maturity, the Company transferred all held-to-maturity securities to the available-for-sale category during the second quarter of 2011. The following tables show the carrying value of the Company's held-to-maturity and available-for-sale securities by investment category at December 31, 2013, 2012, and 2011:

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	2013	2012	2011
	(In thousands)		
Available-for-sale securities:			
U. S. Government agency securities	\$ 1,458,349	\$ 1,401,996	\$ 1,501,243
Government agency issued residential mortgage-backed securities	250,234	366,875	404,610
Government agency issued commercial mortgage-backed securities	230,912	91,445	34,599
Taxable obligations of states and political subdivisions	104,377	110,731	113,343
Tax-exempt obligations of states and political subdivisions	415,028	455,142	450,177
Other securities	8,089	7,843	9,546
Total	\$ 2,466,989	\$ 2,434,032	\$ 2,513,518

A portion of the Company's securities portfolio continues to be tax exempt. Investments in tax-exempt securities totaled \$415.0 million at December 31, 2013, compared to \$455.1 million at the end of 2012 and \$450.2 million at the end of 2011. The Company invests only in investment grade securities, with the exception of obligations of certain counties and municipalities within the Company's market area, and avoids other high yield non rated securities and investments.

At December 31, 2013, the Company's available-for-sale securities totaled \$2.5 billion. These securities, which are subject to possible sale, are recorded at fair value. At December 31, 2013, the Company held no securities whose decline in fair value was considered other than temporary.

The following table shows the maturities and weighted average yields at December 31, 2013 for the carrying value of the available-for-sale securities, excluding mortgage-backed securities:

	Securities Maturing				Total
	Within One Year	After One But Within Five Years	After Five But Within Ten Years	After Ten Years	
	(Dollars in thousands)				
Available-for-sale securities:					
U. S. Government agency securities	\$ 473,782	\$ 984,567	\$ -	\$ -	\$ 1,458,349
Obligations of states and political subdivisions	34,018	109,360	163,747	212,280	519,405
Other	-	20	92	7,977	8,089
Total	\$ 507,800	\$ 1,093,947	\$ 163,839	\$ 220,257	\$ 1,985,843
Weighted average yield	1.52%	1.30%	5.71%	5.86%	

The yield on tax-exempt obligations of states and political subdivisions has been adjusted to a taxable equivalent basis using a 35% tax rate.

Net unrealized gains on available-for-sale securities as of December 31, 2013 totaled \$6.4 million. Net unrealized gains on available-for-sale securities as of December 31, 2012 totaled \$68.1 million.

The following table shows the available-for-sale securities portfolio by credit rating as obtained from Moody's Investors Services as of December 31, 2013:

	Amortized Cost		Estimated Fair Value	
	Amount	% of Total	Amount	% of Total
Available-for-sale securities:	(Dollars in thousands)			
Aaa	\$ 1,985,077	80.7%	\$ 1,980,137	80.3%
Aa1 to Aa3	174,287	7.1%	179,093	7.3%
A1 to A3	52,201	2.1%	52,717	2.1%
Baa1 to Baa2	1,530	0.1%	1,533	0.1%
Not rated (1)	247,513	10.0%	253,509	10.2%
Total	\$ 2,460,608	100.0%	\$ 2,466,989	100.00%

(1) Not rated securities primarily consist of Mississippi and Arkansas municipal bonds.

Of the securities not rated by Moody's Investors Services, bonds with a book value of \$55.6 million and a market value of \$57.0 million were rated A- or better by Standard & Poor's Rating Services.

## Goodwill

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. The Company performed a qualitative assessment of whether it was more likely than not that a reporting segment's fair value was less than its carrying value during the fourth quarter of 2013. Based on this assessment, it was determined that the Company's reporting segments' fair value exceeded their carrying value. Therefore, the two-step quantitative goodwill impairment test was not deemed necessary and no goodwill impairment was recorded during 2013.

In the current 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. If market conditions continue to be volatile and unpredictable, impairment of goodwill related to the Company's reporting segments may be necessary in future periods. Goodwill was \$286.8 million and \$275.2 million at December 31, 2013 and December 31, 2012, respectively.

Other Real Estate Owned

OREO was \$69.3 million and \$103.2 million at December 31, 2013 and 2012, respectively. OREO at December 31, 2013 had aggregate loan balances at the time of foreclosure of \$159.1 million. The following table presents the Company's OREO by geographical location and collateral type at December 31, 2013:

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	Alabama and Florida Panhandle (In thousands)	Arkansas*	Mississippi*	Missouri	Greater Memphis Area	Tennessee*	Texas and Louisiana	Other	T
Commercial and industrial Real estate	\$ 223	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 2
Consumer mortgages	1,613	309	1,532	33	132	210	-	108	3
Home equity	442	-	-	-	-	-	-	-	4
Agricultural	907	-	216	-	1,084	930	-	-	3
Commercial and industrial-owner occupied	33	32	1,002	-	449	25	105	-	1
Construction, acquisition and development	15,667	631	11,631	1,059	22,696	5,174	257	158	5
Commercial real estate	353	316	569	-	980	-	140	-	2
All other	84	1	82	-	28	-	94	33	3
Total	\$ 19,322	\$ 1,289	\$ 15,032	\$ 1,092	\$ 25,369	\$ 6,339	\$ 596	\$ 299	\$ 6

\* Excludes the Greater Memphis Area

Because of the relatively high number of the Bank's NPLs that have been determined to be collaterally dependent, management expects the resolution of a significant number of these loans to necessitate foreclosure proceedings resulting in further additions to OREO. While management expects future foreclosure activity in virtually all loan categories, the magnitude of NPLs in the construction, acquisition and development portfolio at December 31, 2013 indicated that a majority of additions to OREO in the near-term might be from that category.

At the time of foreclosure, the fair value of construction, acquisition and development properties is typically determined by an appraisal performed by a third party appraiser holding professional certifications. Such appraisals are then reviewed and evaluated by the Company's internal appraisal group. A market value appraisal using a 180-360 day marketing period is typically ordered and the OREO is recorded at the time of foreclosure at its market value less estimated selling costs. For residential subdivisions that are not completed, the appraisals reflect the uncompleted status of the subdivision.

To attempt to ensure that OREO is carried at the lower of cost or fair value less estimated selling costs on an ongoing basis, new appraisals are obtained on at least an annual basis and the OREO carrying values are adjusted accordingly. The type of appraisals typically used for these periodic reappraisals are "Restricted Use Appraisals," meaning the appraisal is for client use only. Other indications of fair value are also used to attempt to ensure that OREO is carried at the lower of cost or fair value. These include listing the property with a broker and acceptance of an offer to purchase from a third party. If an OREO property is listed with a broker at an amount less than the current carrying value, the carrying value is immediately adjusted to reflect the list price less estimated selling costs and if an offer to purchase is accepted at a price less than the current carrying value, the carrying value is immediately adjusted to reflect that sales price, less estimated selling costs. The majority of the properties in OREO are actively marketed using a combination of real estate brokers, bank staff who are familiar with the particular properties and/or third parties.

## Deposits

Deposits originating within the communities served by the Bank continue to be the Bank's primary source of funding its earning assets. The Company has been able to effectively compete for deposits in its primary market areas, while continuing to manage the exposure to rising interest rates. The distribution and market share of deposits by type of deposit and by type of depositor are important considerations in the Company's assessment of the stability of its fund sources and its access to additional funds. Furthermore, management shifts the mix and maturity of the deposits depending on economic conditions and loan and investment policies in an attempt, within set policies, to minimize cost and maximize net interest margin.

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The following table presents the Bank's noninterest bearing, interest bearing demand, savings and other time deposits at December 31, 2013, 2012 and 2011 and the percentage change between years:

	2013		2012		2011	
	Amount	% Change	Amount	% Change	Amount	
	(Dollars in millions)					
Noninterest bearing demand deposits	\$ 2,645	3.9 %	\$ 2,545	12.1 %	\$ 2,270	
Interest bearing demand deposits	4,582	(4.5)	4,799	2.0	4,707	
Savings	1,234	7.7	1,146	15.6	991	
Other time	2,313	(11.0)	2,598	(13.0)	2,987	
Total deposits	\$ 10,774	(2.8)	\$ 11,088	1.2	\$ 10,955	

The 2.8% decrease in deposits at December 31, 2013 compared to December 31, 2012 was primarily a result of the decrease in interest bearing demand deposits of \$217.0 million, or 4.5%, to \$4.6 billion at December 31, 2013 from \$4.8 billion at December 31, 2012 and in other time deposits of \$285.0 million, or 11.0%, to \$2.3 billion at December 31, 2013 from \$2.6 billion at December 31, 2012. The 1.2% increase in deposits at December 31, 2012 compared to December 31, 2011 was primarily a result of the increase in savings deposits of 15.6% to \$1.1 billion at December 31, 2012 from \$991.0 million at December 31, 2011.

The following table presents the classification of the Bank's deposits on an average basis for the three years ended December 31, 2013:

	2013		2012		2011	
	Average Amount	Average Rate	Average Amount	Average Rate	Average Amount	Average Rate
	(Dollars in thousands)					
Noninterest bearing demand deposits	\$ 2,551,934	-	\$ 2,300,428	-	\$ 2,078,298	-
Interest bearing demand deposits	4,651,841	0.21%	4,784,011	0.34%	4,907,058	0.46%
Savings deposits	1,205,980	0.14%	1,078,302	0.25%	943,317	0.34%
Other time deposits	2,467,611	1.20%	2,773,953	1.43%	3,322,733	1.86%
Total deposits	\$ 10,877,366		\$ 10,936,694		\$ 11,251,406	

The Bank's other time deposits of \$100,000 and greater, including certificates of deposits of \$100,000 and greater, at December 31, 2013 had maturities as follows:

Maturing in	Amount (In thousands)
Three months or less	\$ 232,598
Over three months through six months	161,545
Over six months through 12 months	301,663
Over 12 months	389,573
Total	\$ 1,085,379

The average maturity of time deposits at December 31, 2013 was approximately 13.9 months, compared to approximately 15 months at December 31, 2012.

#### Liquidity and Capital Resources

One of the Company's goals is to provide adequate funds to meet increases in loan demand or any potential increase in the normal level of deposit withdrawals. This goal is accomplished primarily by generating cash from the Bank's operating activities and maintaining sufficient short-term liquid assets. These sources, coupled with a stable deposit base and a historically strong reputation in the capital markets, allow the Company to fund earning assets and

maintain the availability of funds. Management believes that the Bank's traditional sources of maturing loans and investment securities, sales of loans held for sale, cash from operating activities and a strong base of core deposits are adequate to meet the Company's liquidity needs for normal operations over both the short-term and the long-term.

To provide additional liquidity, the Company utilizes short-term financing through the purchase of federal funds and securities sold under agreement to repurchase. All securities sold under agreements to repurchase are accounted for as collateralized financing transactions and are recorded at the amounts at which the securities were acquired or sold plus accrued interest. Further, the Company maintains a borrowing relationship with the FHLB which provides access to short-term and long-term borrowings. The Company also has access to the Federal Reserve discount window and other bank lines. The Company had no short-term borrowings from the FHLB nor the Federal Reserve at December 31, 2013 and December 31, 2012 compared to \$1.5 million at December 31, 2011. The Company had federal funds purchased and securities sold under agreement to repurchase of \$421.0 million and \$414.6 million at December 31, 2013 and 2012, respectively.

On August 8, 2013, the Company entered into a credit agreement (the "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 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 in connection with the redemption of its 8.15% Junior Subordinated Debt Securities, for which the principal balance is payable in full on August 8, 2018. As a result, the Company had long-term borrowings from U.S. Bank totaling \$48.2 million at December 31, 2013. The Company also had long-term borrowings from the FHLB totaling \$33.5 million at both December 31, 2013 and 2012. The Company has pledged eligible mortgage loans to secure the FHLB borrowings and had \$2.8 billion in additional borrowing capacity under the existing FHLB borrowing agreement at December 31, 2013.

The Company had non-binding federal funds borrowing arrangements with other banks aggregating \$689.0 million at December 31, 2013. Secured borrowing arrangements utilizing the Company's securities portfolio also provide substantial additional liquidity to the Company. Such arrangements typically provide for borrowings of 95% to 98% of the unencumbered fair value of the Company's federal government and government agencies securities portfolio. The ability of the Company to obtain funding from these or other sources could be negatively affected should the Company experience a substantial deterioration in its financial condition or its debt rating, or should the availability of short-term funding become restricted as a result of the disruption in the financial markets. Management does not anticipate any short- or long-term changes to its liquidity strategies and believes that the Company has ample sources to meet the liquidity challenges caused by the current economic conditions. The Company utilizes, among other tools, maturity gap tables, interest rate shock scenarios and an active asset and liability management committee to analyze, manage and plan asset growth and to assist in managing the Company's net interest margin and overall level of liquidity.

#### Off-Balance Sheet Arrangements

In the ordinary course of business, the Company enters into various off-balance sheet commitments and other arrangements to extend credit that are not reflected on the consolidated balance sheets of the Company. The business purpose of these off-balance sheet commitments is the routine extension of credit. As of December 31, 2013,

commitments to extend credit included \$105.4 million for letters of credit and \$2.0 billion for interim mortgage financing, construction credit, credit card and other revolving line of credit arrangements. While most of the commitments to extend credit were made at variable rates, included in these commitments were forward commitments to fund individual fixed-rate mortgage loans of \$55.4 million at December 31, 2013, with a carrying value and fair value reflecting a gain of approximately \$567,000, which has been recognized in the Company's results of operations. Fixed-rate lending commitments expose the Company to risks associated with increases in interest rates. As a method to manage these risks, the Company also enters into forward commitments to sell individual fixed-rate mortgage loans. At December 31, 2013, the Company had \$90.2 million in such commitments to sell, with a carrying value and fair value reflecting a gain of approximately \$654,000, which has been recognized in the Company's results of operations. The Company also faces the risk of deteriorating credit quality of borrowers to whom a commitment to extend credit has been made; however, no significant credit losses are expected from these commitments and arrangements.

## Regulatory Requirements for Capital

The Company is required to comply with the risk based capital guidelines established by the Board of Governors of the Federal Reserve. These guidelines apply a variety of weighting factors that vary according to the level of risk associated with the assets. Capital is measured in two “Tiers”: Tier 1 consists of common shareholders’ equity and qualifying non-cumulative perpetual preferred stock, less goodwill and certain other intangible assets; and Tier 2 consists of general allowance for losses on loans and leases, “hybrid” debt capital instruments and all or a portion of other subordinated capital debt, depending upon remaining term to maturity. Total capital is the sum of Tier 1 and Tier 2 capital. The required minimum ratio levels to be considered “well capitalized” for the Company’s Tier 1 capital, total capital, as a percentage of total risk-adjusted assets, and Tier 1 leverage capital (Tier 1 capital divided by total assets, less goodwill) are 6%, 10% and 5%, respectively. The Company exceeded the required minimum levels for these ratios at December 31, 2013 and 2012 as follows:

	December 31, 2013		December 31, 2012	
	Amount	Ratio	Amount	Ratio
	(Dollars in thousands)			
BancorpSouth, Inc.				
Tier 1 capital (to risk-weighted assets)	\$ 1,255,244	12.99%	\$ 1,316,905	13.77%
Total capital (to risk-weighted assets)	1,376,752	14.25	1,437,320	15.03
Tier 1 leverage capital (to average assets)	1,255,244	9.93	1,316,905	10.25

The FDIC’s capital based supervisory system for insured financial institutions categorizes the capital position for banks into five categories, ranging from “well capitalized” to “critically undercapitalized.” For a bank to be classified as “well capitalized,” the Tier 1 capital, total capital and leverage capital ratios must be at least 6%, 10% and 5%, respectively. The Bank met the criteria for the “well capitalized” category at December 31, 2013 and 2012 as follows:

	December 31, 2013		December 31, 2012	
	Amount	Ratio	Amount	Ratio
	(Dollars in thousands)			
BancorpSouth Bank				
Tier 1 capital (to risk-weighted assets)	\$ 1,237,716	12.83%	\$ 1,191,567	12.48%
Total capital (to risk-weighted assets)	1,359,195	14.09	1,311,840	13.74
Tier 1 leverage capital (to average assets)	1,237,716	9.81	1,191,567	9.34

Federal and state banking laws and regulations and state corporate laws restrict the amount of dividends that the Company may declare and pay. For example, under guidance issued by the Federal Reserve, as a bank holding company, the Company is required to consult with the Federal Reserve before declaring dividends and is to consider eliminating, deferring or reducing dividends if (i) the Company’s net income available to shareholders for the past four quarters, net of dividends previously paid during that period, is not sufficient to fully fund the dividends, (ii) the Company’s prospective rate of earnings retention is not consistent with its capital needs and overall current and prospective financial condition, or (iii) the Company will not meet, or is in danger of not meeting, its minimum regulatory capital adequacy ratios.

## Uses of Capital

Subject to pre-approval of the Federal Reserve and other banking regulators, the Company may pursue acquisitions of depository institutions and businesses closely related to banking that further the Company's business strategies, including FDIC-assisted transactions. Management anticipates that consideration for any transactions other than FDIC-assisted transactions would include shares of the Company's common stock, cash or a combination thereof.

On January 24, 2012, the Company completed an underwritten public offering of 10,952,381 shares of Company common stock at a public offering price of \$10.50 per share. The gross proceeds from the offering, before expenses, were \$109.3 million. Offering expenses were approximately \$575,000. The proceeds from the offering have been and will be used by the Company for general corporate purposes, including to maintain certain capital levels and liquidity at the Company, potentially provide equity capital to the Bank, fund growth either organically or through the acquisition of other financial institutions, insurance agencies, or other businesses that are closely aligned to the operations of the Company, and fund investments in its subsidiaries.

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. The Company redeemed the 8.15% Junior Subordinated Debt Securities and the related trust preferred securities at par on August 12, 2013.

The Company assumed \$6.2 million in Junior Subordinated Debt Securities and the related \$6.0 million in trust preferred securities pursuant to the merger on December 31, 2004 with Business Holding Corporation. The Company also assumed \$6.7 million in Junior Subordinated Debt Securities and the related \$6.5 million in trust preferred securities pursuant to the merger on December 1, 2005 with American State Bank Corporation and \$18.5 million in Junior Subordinated Debt Securities and the related \$18.0 million in trust preferred securities pursuant to the merger on March 1, 2007 with City Bancorp. The Company's \$30.5 million in assumed trust preferred securities qualifies as Tier 1 capital at December 31, 2013 under Federal Reserve Board guidelines. At December 31, 2013, the \$30.5 million in assumed trust preferred securities were callable at the option of the Company upon obtaining approval of the Federal Reserve. The Company redeemed \$8.25 million of the Junior Subordinated Debt Securities and \$8.0 million of the related trust preferred securities assumed in the City Bancorp merger at par on January 8, 2014. See Note 12 to the Company's Consolidated Financial Statements included elsewhere in this Report for additional information regarding Junior Subordinated Debt Securities.

#### Contractual Obligations

The Company has contractual obligations to make future payments on debt and lease agreements. See Notes 10, 11, 12 and 24 to the Company's Consolidated Financial Statements included elsewhere in this Report for further disclosures regarding contractual obligations. The following table summarizes the Company's contractual obligations at December 31, 2013:

	Payment Due by Period				
	Total	Less than One Year	One to Three Years	Three to Five Years	More than Five Years
Contractual obligations:	(In thousands)				
Deposit maturities	\$ 10,773,836	\$ 10,003,201	\$ 513,742	\$ 256,719	\$ 174
Junior subordinated debt	31,446	-	-	-	31,446
Long-term debt	81,714	-	3,500	48,214	30,000
Short-term FHLB and other borrowings	54	18	36	-	-
Operating lease obligations	19,707	4,990	6,756	3,707	4,254
Purchase obligations	65,337	31,958	19,686	11,393	2,300
Total contractual obligations	\$ 10,972,094	\$ 10,040,167	\$ 543,720	\$ 320,033	\$ 68,174

The Company's operating lease obligations represent short and long-term operating lease and rental payments for facilities, certain software and data processing and other equipment. Purchase obligations represent obligations to purchase goods and services that are legally binding and enforceable on the Company and that specify all significant terms, including: fixed or minimum quantities to be purchased; fixed, minimum or variable price provisions; and the approximate timing of the transaction. The purchase obligation amounts presented above primarily relate to certain contractual payments for services provided related to information technology.

### Certain Litigation Contingencies

The nature of the Company's business ordinarily results in a certain amount of claims, litigation, investigations and legal and administrative investigations 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 as well as certain threatened claims (which are not considered incidental to the ordinary conduct of the Company's business) 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 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 December 31, 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 by allegedly issuing materially false and misleading statements regarding the Company's business and financial results. The plaintiff is seeking to recover alleged damages in an unspecified amount and equitable and/or injunctive relief, and attorneys' fees. A motion to dismiss has been under advisement by the court since early 2013. 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.

On May 18, 2010, the Bank was named as a defendant in a purported 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 have concluded and the case has been 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.

#### Recent Pronouncements

In April 2011, the FASB issued an 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

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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. Early adoption is not permitted. 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 shareholder’s 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. This ASU did not have a material 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. Early adoption is permitted. This ASU did not have a material 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 with respect 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.



ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Market risk reflects the risk of economic loss resulting from changes in interest rates and market prices. This risk of loss can be reflected in either reduced potential net interest revenue in future periods or diminished market values of financial assets.

The Company's market risk arises primarily from interest rate risk that is inherent in its lending, investment and deposit taking activities. Financial institutions derive their income primarily from the excess of interest collected over interest paid. The rates of interest the Company earns on certain of its assets and owes on certain of its liabilities are established contractually for a period of time. Because market interest rates change over time, the Company is exposed to lower profit margins (or losses) if it cannot adapt to interest rate changes. Several techniques might be used by a financial institution to minimize interest rate risk. One approach used by the Company is to periodically analyze its assets and liabilities and make future financing and investing decisions based on payment streams, interest rates, contractual maturities, repricing opportunities and estimated sensitivity to actual or potential changes in market interest rates. Such activities fall under the broad definition of asset/liability management. The Company's primary asset/liability management technique is the measurement of its asset/liability gap, that is, the difference between the amounts of interest-sensitive assets and liabilities that will be refinanced (repriced) during a given period. If the asset amount to be repriced exceeds the corresponding liability amount for a certain day, month, year or longer period, the Company is in an asset-sensitive gap position. In this situation, net interest revenue would increase if market interest rates rose or decrease if market interest rates fell. If, alternatively, more liabilities than assets will reprice, the Company is in a liability-sensitive position. Accordingly, net interest revenue would decline when rates rose and increase when rates fell. These examples assume that interest-rate changes for assets and liabilities are of the same magnitude, whereas actual interest-rate changes generally differ in magnitude for assets and liabilities.

Management seeks to manage interest rate risk through the utilization of various tools that include matching repricing periods for new assets and liabilities and managing the composition and size of the investment portfolio so as to reduce the risk in the deposit and loan portfolios, while at the same time maximizing the yield generated from the portfolio.

MSRs are sensitive to changes in interest rates. Changes in the fair value of the Company's MSRs are generally a result of changes in mortgage interest rates from the previous reporting date. An increase in mortgage interest rates typically results in an increase in the fair value of the MSRs while a decrease in mortgage interest rates typically results in a decrease in the fair value of MSRs. The Company does not hedge the change in fair value of its MSRs and is susceptible to significant fluctuations in their value in changing interest rate environments.

The Company enters into interest rate swaps (derivative financial instruments) to meet the financing, interest rate and equity risk management needs of its customers. Upon entering into these instruments to meet customer needs, the Company enters into offsetting positions to minimize interest rate and equity risk to the Company. These instruments are reported at fair value and the value of these positions, which are offsetting, are recorded in other assets and other liabilities on the consolidated balance sheets.

The table below provides information about the Company's financial instruments that are sensitive to changes in interest rates as of December 31, 2013. The expected maturity categories take into account repricing opportunities as well as contractual maturities. For core deposits without contractual maturities (e.g., interest bearing checking, savings and money market accounts), the table presents cash flows based on management's judgment concerning their most likely runoff or repricing behaviors. The fair value of loans, deposits and other borrowings are based on the discounted value of expected cash flows using a discount rate that is commensurate with the maturity. The fair value of securities is based on market prices or dealer quotes.

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	Principal Amount Maturing/Repricing in:							Fair value December 31, 2013
	2014	2015	2016	2017	2018	Thereafter	Total	
Rate-sensitive assets:	(Dollars in thousands)							
Fixed interest rate loans and leases	\$ 1,388,124	\$ 584,711	\$ 734,936	\$ 755,452	\$ 862,950	\$ 1,189,378	\$ 5,515,551	\$ 5,838,681
Average interest rate	4.80%	5.00%	4.95%	4.65%	4.36%	4.28%	4.64%	
Variable interest rate loans and leases	\$ 2,684,783	\$ 66,457	\$ 114,762	\$ 165,205	\$ 391,379	\$ 89,471	\$ 3,512,057	3,443,789
Average interest rate	4.18%	4.75%	4.69%	4.26%	4.29%	3.91%	4.22%	
Fixed interest rate securities	\$ 676,428	\$ 382,648	\$ 394,627	\$ 401,297	\$ 151,477	\$ 454,131	\$ 2,460,608	\$ 2,466,989
Average interest rate	2.06%	2.14%	2.35%	1.72%	1.78%	4.45%	2.49%	
Other interest bearing assets	\$ 319,462	-	-	-	-	-	\$ 319,462	\$ 319,462
Average interest rate	0.25%	-	-	-	-	-	0.25%	
Mortgage servicing rights (1)	-	-	-	-	-	-	\$ 54,662	\$ 54,662
Rate-sensitive liabilities:								
Savings and interest bearing checking	\$ 5,816,580	-	-	-	-	-	\$ 5,816,580	\$ 5,816,580
Average interest rate	0.20%	-	-	-	-	-	0.20%	
Fixed interest rate time deposits	\$ 1,542,029	\$ 363,800	\$ 149,942	\$ 135,020	\$ 121,699	\$ 174	\$ 2,312,664	\$ 2,332,380
Average interest rate	0.91%	1.88%	1.49%	1.24%	1.06%	10.07%	1.13%	
Fixed interest rate borrowings	-	\$ 3,500	-	-	-	\$ 30,000	\$ 33,500	\$ 35,874
Average interest rate	-	4.85%	-	-	-	4.08%	4.16%	
Variable interest rate borrowings	\$ 421,028	\$ 41	-	-	\$ 48,214	\$ 31,446	\$ 500,729	\$ 491,085

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Average interest rate	0.07%	8.00%	-	-	2.05%	2.91%	0.44%		
Rate-sensitive off balance sheet items:									
Commitments to extend credit for single family mortgage loans	\$ 55,429	-	-	-	-	-	\$ 55,429	\$ 55,429	
Average interest rate	4.47%	-	-	-	-	-	4.47%		
Forward contracts to sell individual fixed rate mortgage loans	\$ 90,190	-	-	-	-	-	\$ 90,190	\$ 90,190	
Average interest rate	3.81%	-	-	-	-	-	3.81%		
Interest rate swap position to receive	\$ 412,916	-	-	-	-	-	\$ 412,916	\$ 28,907	
Average interest rate	2.52%	-	-	-	-	-	2.52%		
Interest rate swap position to pay	\$ 412,916	-	-	-	-	-	\$ 412,916	\$ (29,249)	
Average interest rate	5.59%	-	-	-	-	-	5.59%		

(1) MSR's represent a non-financial asset that is rate-sensitive in that its value is dependent upon the underlying mortgage loans being serviced that are rate-sensitive.



For additional information about the Company's market risk and its strategies for minimizing this risk, see "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Results of Operations – Interest Rate Sensitivity" and "– Interest Rate Risk Management" and "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Financial Condition – Securities."

## ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

### SELECTED QUARTERLY FINANCIAL DATA

#### Summary of Quarterly Results

	Quarter Ended			
	March 31	June 30	Sept. 30	Dec. 31
2013	(In thousands, except per share amounts)			
Interest revenue	\$ 113,027	\$ 112,009	\$ 111,961	\$ 112,510
Net interest revenue	98,078	98,213	100,241	102,417
Provision for credit losses	4,000	3,000	500	-
Income before income taxes	30,025	29,071	32,858	39,712
Income tax expense	9,220	8,316	8,001	12,014
Net income	20,805	20,755	24,857	27,698
Earnings per share: Basic	0.22	0.22	0.26	0.29
Diluted	0.22	0.22	0.26	0.29
Dividends per share	0.01	0.01	0.05	0.05
2012				
Interest revenue	\$ 125,375	\$ 123,204	\$ 120,750	\$ 117,095
Net interest revenue	105,610	104,741	103,379	100,861
Provision for credit losses	10,000	6,000	6,000	6,000
Income before income taxes	32,290	28,703	34,011	22,543
Income tax expense	9,424	8,079	10,186	5,563
Net income	22,866	20,624	23,825	16,980
Earnings per share: Basic	0.25	0.22	0.25	0.18
Diluted	0.25	0.22	0.25	0.18
Dividends per share	0.01	0.01	0.01	0.01



MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. GAAP. The Company's internal control over financial reporting includes those policies and procedures that:

- (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. GAAP, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2013. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework (1992).

Based on management's assessment and those criteria, management believes that the Company maintained effective internal control over financial reporting as of December 31, 2013.

The Company's independent registered public accounting firm has issued a report on the effectiveness of the Company's internal control over financial reporting. That report appears on page 74 of this Report.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Shareholders

BancorpSouth, Inc.:

We have audited BancorpSouth, Inc.'s internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control—Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). BancorpSouth, Inc.'s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, BancorpSouth, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control—Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of BancorpSouth, Inc. and subsidiaries as of December 31, 2013 and 2012, and the related consolidated statements of income, comprehensive income, shareholders' equity and cash flows for each of the years in the three-year period ended December 31, 2013, and our report dated February 25, 2014 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

Jackson, Mississippi

February 25, 2014

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Shareholders

BancorpSouth, Inc.:

We have audited the accompanying consolidated balance sheets of BancorpSouth, Inc. and subsidiaries as of December 31, 2013 and 2012, and the related consolidated statements of income, comprehensive income, shareholders' equity and cash flows for each of the years in the three-year period ended December 31, 2013. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of BancorpSouth, Inc. and subsidiaries as of December 31, 2013 and 2012, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2013, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), BancorpSouth, Inc.'s internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control—Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated February 25, 2014 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

/s/ KPMG LLP

Jackson, Mississippi

February 25, 2014

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Consolidated Balance Sheets  
BancorpSouth, Inc. and Subsidiaries

	December 31, 2013	December 31, 2012
	(Dollars in thousands, except per share amounts)	
<b>ASSETS</b>		
Cash and due from banks	\$ 208,961	\$ 223,814
Interest bearing deposits with other banks	319,462	979,800
Available-for-sale securities, at fair value (amortized cost of \$2,460,608 and \$2,365,962, respectively)	2,466,989	2,434,032
Loans and leases	8,993,888	8,672,752
Less: Unearned income	35,873	35,763
Allowance for credit losses	153,236	164,466
Net loans and leases	8,804,779	8,472,523
Loans held for sale	69,593	129,138
Premises and equipment, net	315,260	319,456
Accrued interest receivable	42,150	44,356
Goodwill	286,800	275,173
Other identifiable intangibles	26,079	17,329
Bank-owned life insurance	239,434	231,120
Other real estate owned	69,338	103,248
Other assets	180,888	167,209
<b>TOTAL ASSETS</b>	<b>\$ 13,029,733</b>	<b>\$ 13,397,198</b>
<b>LIABILITIES</b>		
Deposits:		
Demand: Noninterest bearing	\$ 2,644,592	\$ 2,545,169
Interest bearing	4,582,450	4,799,496
Savings	1,234,130	1,145,785
Other time	2,312,664	2,597,696
Total deposits	10,773,836	11,088,146
Federal funds purchased and securities sold under agreement to repurchase	421,028	414,611
Accrued interest payable	4,836	6,140
Junior subordinated debt securities	31,446	160,312
Long-term debt	81,714	33,500
Other liabilities	203,743	245,437
<b>TOTAL LIABILITIES</b>	<b>11,516,603</b>	<b>11,948,146</b>
<b>SHAREHOLDERS' EQUITY</b>		
Common stock, \$2.50 par value per share		
Authorized - 500,000,000 shares; Issued - 95,231,691 and 94,549,867 shares, respectively	238,079	236,375
Capital surplus	312,900	311,909
Accumulated other comprehensive loss	(29,959)	(8,646)



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Retained earnings	992,110	909,414
TOTAL SHAREHOLDERS' EQUITY	1,513,130	1,449,052
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 13,029,733	\$ 13,397,198

See accompanying notes to consolidated financial statements.

Consolidated Statements of Income BancorpSouth, Inc. and Subsidiaries	Year Ended December 31,		
	2013	2012	2011
INTEREST REVENUE:	(In thousands, except per share amounts)		
Loans and leases	\$ 396,441	\$ 425,611	\$ 461,076
Deposits with other banks	1,694	1,711	701
Federal funds sold and securities purchased under agreement to resell	-	3	167
Held-to-maturity securities:			
Taxable	-	-	13,080
Tax-exempt	-	-	5,638
Available-for-sale securities:			
Taxable	33,286	39,408	43,989
Tax-exempt	15,547	16,658	10,983
Loans held for sale	2,539	3,033	2,219
Total interest revenue	449,507	486,424	537,853
INTEREST EXPENSE:			
Deposits:			
Interest bearing demand	9,645	16,111	22,646
Savings	1,705	2,697	3,211
Other time	29,729	39,797	61,709
Federal funds purchased and securities sold under agreement to repurchase	297	274	458
Long-term debt	1,803	1,446	3,459
Junior subordinated debt	7,376	11,502	11,451
Other	3	6	6
Total interest expense	50,558	71,833	102,940
Net interest revenue	398,949	414,591	434,913
Provision for credit losses	7,500	28,000	130,081
Net interest revenue, after provision for credit losses	391,449	386,591	304,832
NONINTEREST REVENUE:			
Mortgage lending	44,977	56,919	17,069
Credit card, debit card and merchant fees	33,005	31,705	42,373
Deposit service charges	52,905	56,877	66,670
Trust income	13,451	11,913	12,186
Security gains, net	46	442	12,127
Insurance commissions	97,700	90,138	86,918
Other	32,982	32,155	33,502
Total noninterest revenue	275,066	280,149	270,845
NONINTEREST EXPENSE:			
Salaries and employee benefits	306,696	304,624	282,880
Occupancy, net of rental income	41,109	42,140	42,362
Equipment	18,386	20,849	21,707
Deposit insurance assessments	11,755	16,478	21,316
Voluntary early retirement expense	10,850	-	-
Write-off and amortization of bond issue cost	2,995	153	153
Prepayment penalty on FHLB borrowings	-	-	9,778

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Other	143,058	164,949	155,437
Total noninterest expense	534,849	549,193	533,633
Income before income taxes	131,666	117,547	42,044
Income tax expense	37,551	33,252	4,475
Net income	\$ 94,115	\$ 84,295	\$ 37,569
Earnings per share: Basic	\$ 0.99	\$ 0.90	\$ 0.45
Diluted	\$ 0.99	\$ 0.90	\$ 0.45

See accompanying notes to consolidated financial statements.

Consolidated Statements of Comprehensive Income  
 BancorpSouth, Inc. and Subsidiaries

	Year Ended December 31,		
	2013	2012	2011
	(In thousands)		
Net income	\$ 94,115	\$ 84,295	\$ 37,569
Other comprehensive (loss) income, net of tax			
Unrealized (losses) gains on securities	(38,065)	1,599	26,989
Pension and other postretirement benefits	16,752	(7,984)	(14,797)
Other comprehensive (loss) income	(21,313)	(6,385)	12,192
Comprehensive income	\$ 72,802	\$ 77,910	\$ 49,761

See accompanying notes to consolidated financial statements.

Consolidated  
Statements of  
Shareholders'  
Equity  
BancorpSouth,  
Inc. and  
Subsidiaries  
Years Ended  
December 31,  
2013, 2012 and  
2011

	Common Stock		Capital	Accumulated Other Comprehensive	Retained	Total
	Shares	Amount	Surplus	Loss	Earnings	
	(Dollars in thousands, except per share amounts)					
Balance, December 31, 2010	83,481,737	\$ 208,704	\$ 224,976	\$ (14,453)	\$ 803,017	\$ 1,222,244
Net income	-	-	-	-	37,569	37,569
Change in fair value of available-for-sale securities, net of tax effect of \$16,766	-	-	-	26,989	-	26,989
Change in pension funding status, net of tax effect of (\$9,166)	-	-	-	(14,797)	-	(14,797)
Comprehensive income						49,761
Exercise of stock options	2,217	5	15	-	-	20
Income tax benefit from exercise of stock options	-	-	(50)	-	-	(50)
Recognition of stock compensation	5,000	13	2,670	-	-	2,683
Repurchase of stock	(5,158)	(13)	(44)	-	-	(57)
Cash dividends declared, \$0.14 per share	-	-	-	-	(11,689)	(11,689)
Balance, December 31,	83,483,796	208,709	227,567	(2,261)	828,897	1,262,912

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2011						
Net income	-	-	-	-	84,295	84,295
Change in fair value of available-for-sale securities, net of tax effect of \$1,002	-	-	-	1,599	-	1,599
Change in pension funding status, net of tax effect of (\$4,946)	-	-	-	(7,984)	-	(7,984)
Comprehensive income						77,910
Issuance of stock	10,952,381	27,381	81,296			108,677
Exercise of stock options	6,533	17	67	-	-	84
Income tax expense from exercise of stock options	-	-	(32)	-	-	(32)
Recognition of stock compensation	112,315	281	3,073	-	-	3,354
Repurchase of stock	(5,158)	(13)	(62)			(75)
Cash dividends declared, \$0.04 per share	-	-	-	-	(3,778)	(3,778)
Balance, December 31, 2012	94,549,867	236,375	311,909	(8,646)	909,414	1,449,052
Net income	-	-	-	-	94,115	94,115
Change in fair value of available-for-sale securities, net of tax effect of (\$23,621)	-	-	-	(38,065)	-	(38,065)
Change in pension funding status, net of tax effect of \$10,376	-	-	-	16,752	-	16,752
Comprehensive income						72,802
Exercise of stock options	58,982	147	765	-	-	912
Income tax expense from						

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exercise of stock options	-	-	139	-	-	139
Recognition of stock compensation	622,842	1,557	87	-	-	1,644
Cash dividends declared, \$0.12 per share	-	-	-	-	(11,419)	(11,419)
Balance, December 31, 2013	95,231,691	\$ 238,079	\$ 312,900	\$ (29,959)	\$ 992,110	\$ 1,513,130

See accompanying notes to consolidated financial statements.

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Consolidated Statements of Cash Flows  
BancorpSouth, Inc. and Subsidiaries

	Year Ended December 31,		
	2013	2012	2011
	(In thousands)		
Operating Activities:			
Net income	\$ 94,115	\$ 84,295	\$ 37,569
Adjustment to reconcile net income to net cash provided by operating activities:			
Provision for credit losses	7,500	28,000	130,081
Depreciation and amortization	26,544	27,720	28,890
Deferred taxes	3,358	(3,749)	(4,251)
Amortization of intangibles	2,979	3,222	3,324
Amortization of debt securities premium and discount, net	15,062	13,422	19,176
Share-based compensation expense	1,644	1,886	2,683
Security gains, net	(46)	(442)	(12,127)
Net deferred loan origination expense	(7,639)	(7,944)	(8,357)
Excess tax benefit from exercise of stock options	(139)	32	50
Decrease in interest receivable	2,206	6,910	9,759
Decrease in interest payable	(1,304)	(2,504)	(5,692)
Realized gain on mortgages sold	(49,304)	(68,114)	(36,968)
Proceeds from mortgages sold	1,530,589	2,019,225	1,262,709
Origination of mortgages held for sale	(1,424,983)	(1,996,479)	(1,212,548)
Loss on other real estate owned, net	7,385	30,172	21,432
Increase in bank-owned life insurance	(8,314)	(8,074)	(7,663)
(Increase) decrease in prepaid pension asset	(3,705)	16,795	25,056
Decrease in prepaid deposit insurance assessments	-	11,086	20,088
Other, net	7,784	5,198	2,905
Net cash provided by operating activities	203,732	160,657	276,116
Investing Activities:			
Proceeds from calls and maturities of held-to-maturity securities	-	-	135,781
Proceeds from calls and maturities of available-for-sale securities	584,926	520,952	387,105
Proceeds from sales of available-for-sale securities	-	3,628	274,807
Purchases of held-to-maturity securities	-	-	(151,105)
Purchases of available-for-sale securities	(718,432)	(430,819)	(414,269)
Net decrease in short-term investments	-	-	150,000
Net (increase) decrease in loans and leases	(361,383)	150,225	214,043
Purchases of premises and equipment	(25,459)	(24,680)	(20,475)
Proceeds from sale of premises and equipment	3,084	1,136	2,363
Acquisition of businesses, net of cash acquired	(17,360)	(5,971)	-
Proceeds from sale of other real estate owned	54,475	73,660	63,509
Purchases of bank-owned life insurance, net of proceeds from death benefits	-	(22,961)	1,641
Contingency earn-out payment	-	-	(1,200)
Other, net	117	(23)	(51)
Net cash (used in) provided by investing activities	(480,032)	265,147	642,149
Financing Activities:			
Net (decrease) increase in deposits	(314,310)	132,957	(534,832)
Net increase (decrease) in short-term debt and other liabilities	6,403	39,165	(69,399)
Redemption of junior subordinated debt securities	(128,866)	-	-



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Advances of long-term debt	50,000	-	-
Repayment of long-term debt	(1,786)	-	(75,000)
Issuance of common stock	912	110,229	20
Repurchase of common stock	-	(75)	(57)
Excess tax expense (benefit) from exercise of stock options	139	(32)	(50)
Payment of cash dividends	(11,383)	(3,778)	(11,689)
Net cash (used in) provided by financing activities	(398,891)	278,466	(691,007)
(Decrease) increase in Cash and Cash Equivalents	(675,191)	704,270	227,258
Cash and Cash Equivalents at Beginning of Year	1,203,614	499,344	272,086
Cash and Cash Equivalents at End of Year	\$ 528,423	\$ 1,203,614	\$ 499,344

See accompanying notes to consolidated financial statements, specifically Note 28.

Notes to Consolidated Financial Statements

BancorpSouth, Inc. and Subsidiaries

December 31, 2013, 2012 and 2011

(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements of BancorpSouth, Inc. (the “Company”) have been prepared in conformity with U.S. GAAP. In preparing the financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the balance sheets and revenues and expenses for the periods reported. Actual results could differ significantly from those estimates. The Company’s subsidiaries are engaged in the business of banking, insurance, brokerage and other activities closely related to banking. The Company and its subsidiaries are subject to the regulations of certain federal and state regulatory agencies and undergo periodic examinations by those regulatory agencies. The following is a summary of the Company’s more significant accounting and reporting policies. Certain 2012 and 2011 amounts have been reclassified to conform with the 2013 presentation.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, BancorpSouth Bank and its wholly owned subsidiaries (the “Bank”) and Gumtree Wholesale Insurance Brokers, Inc. All significant intercompany accounts and transactions have been eliminated in consolidation.

Cash Flow Statements

Cash equivalents include cash and amounts due from banks, including interest bearing deposits with other banks. The Company paid interest of \$51.9 million, \$74.3 million and \$108.6 million and income taxes of \$39.5 million, \$28.1 million and \$11.6 million for the years ended December 31, 2013, 2012 and 2011, respectively. Held-to-maturity securities with amortized cost of \$1.6 billion and fair value of \$1.7 billion were transferred to available for sale securities during 2011. No such transfers between security classifications were made in 2013 or 2012. Loans and leases of \$42.2 million, \$89.4 million and \$142.1 million were charged-off during 2013, 2012 and 2011, respectively. Unsettled purchases of securities were \$1.2 million and \$24.9 million at December 31, 2013 and 2012, respectively, with no unsettled purchases of securities at December 31, 2011. Loans foreclosed and transferred to OREO were \$29.3 million, \$32.4 million and \$125.2 million during 2013, 2012 and 2011, respectively.

Securities

Securities are classified as either held-to-maturity, trading or available-for-sale. Held-to-maturity securities are debt securities for which the Company has the ability and management has the intent to hold to maturity. They are reported at amortized cost. Trading securities are debt and equity securities that are bought and held principally for the purpose of selling them in the near term. They are reported at fair value, with unrealized gains and losses included in earnings. Available-for-sale securities are debt and equity securities not classified as either held-to-maturity securities or trading securities. They are reported at fair value, with unrealized gains and losses excluded from earnings and reported, net of tax, as a separate component of shareholders’ equity until realized. Gains and losses on

securities are determined on the identified certificate basis. Amortization of premium and accretion of discount are computed using the interest method.

During the second quarter of 2011, the Company determined that it no longer had the intent to hold until maturity all securities that were previously classified as held-to-maturity. As a result of this determination, all securities were classified as available-for-sale and recorded at fair value as of June 30, 2011. The Company reclassified held-to-maturity securities with amortized cost of \$1.6 billion and fair value of \$1.7 billion to available-for-sale resulting in an increase in other comprehensive income of \$19.7 million during the second quarter of 2011. The Company did not have any securities classified as held-to-maturity at December 31, 2013 and 2012.

Securities are evaluated periodically to determine whether a decline in their value is other-than-temporary. The term "other-than-temporary" is not intended to indicate a permanent decline in value. Rather, it means that the prospects for near term recovery of value are not necessarily favorable, or that there is a lack of evidence to support fair values equal to, or greater than, the carrying value of the investment. Management reviews criteria such as the magnitude and duration of the decline, as well as the reasons for the decline, and whether the Company would be required to sell the securities before a full recovery of costs in order to predict whether the loss in value is other-than-temporary. Once a decline in value is determined to be other-than-temporary, the impairment is separated into (a) the amount of the impairment related to the credit loss and (b) the amount of the impairment related to all other factors. The value of the security is reduced by the other-than-temporary impairment with the amount of the impairment related to credit loss

recognized as a charge to earnings and the amount of the impairment related to all other factors recognized in other comprehensive income.

#### Securities Purchased and Sold Under Agreements to Resell or Repurchase

Securities purchased under agreements to resell are accounted for as short-term investments and securities sold under agreements to repurchase are accounted for as collateralized financing transactions and are recorded at the amounts at which the securities were acquired or sold plus accrued interest. The securities pledged as collateral are generally U.S. government and federal agency securities.

#### Loans and Leases

Loans and leases are recorded at the face amount of the notes reduced by collections of principal. Loans and leases include net unamortized deferred origination costs and fees. Net deferred origination costs and fees are recognized as a component of income using the effective interest method. In the event of a loan pay-off, the remaining net deferred origination costs and fees are automatically recognized into income and/or expense. Where doubt exists as to the collectibility of the loans and leases, interest income is recorded as payment is received. Interest is recorded monthly as earned on all other loans.

Loans of \$500,000 or more that become 60 or more days past due are identified for review by the impairment group of the Bank, 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 Bank's 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 December 31, 2013, impaired loans totaled \$54.9 million, which was net of cumulative charge-offs of \$17.2 million. Additionally, the Company had specific reserves of \$4.1 million included in the allowance for credit losses. Impaired loans at December 31, 2013 were primarily from the Company's construction, acquisition and development and commercial real estate 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,

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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, the Company analyzes 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 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.

The Bank's policy 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 the loan or lease is both well-secured and in the process of collection. Once placed in non-accrual status, all accrued but uncollected interest related to the current fiscal year is reversed against the appropriate interest and fee income on loans and leases account with any accrued but uncollected interest related to prior fiscal years reversed against the allowance for credit losses account.

In the normal course of business, management grants concessions to borrowers, which would not otherwise be considered, where the borrowers 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 time, 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. 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. TDR loans may be returned to accrual status in years after the restructure if there has been at least a six-month sustained period of repayment performance under the restructured loan terms by the borrower and the interest rate at the time of restructure was at or above market for a comparable loan. During 2013, the most common concessions 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.

#### Provision and Allowance for Credit Losses

The provision for credit losses is the periodic cost of providing an allowance or reserve for estimated probable losses on loans and leases. The Bank’s Board of Directors has appointed a Credit Committee, composed of senior management and loan administration staff, which meets on at least a quarterly basis and more frequently if necessary 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. In addition, qualitative factors such as changes in economic and business conditions, portfolio 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

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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 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 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 determined to be impaired are reserved in accordance with FASB ASC 310 in the same manner as impaired loans which 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.

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. In addition, bank regulatory agencies periodically review the Bank's allowance for credit losses and may require an increase in the provision for credit losses or the recognition of further loan charge-offs, based on judgments different than those of management.

#### Loans Held for Sale

Mortgages originated and held for sale in the secondary market are carried at the lower of cost or estimated fair value in the aggregate. Estimated fair value is determined on the basis of existing commitments or the current market value of similar loans. Loan sales are recognized when the transaction closes, the proceeds are collected, ownership is transferred and, through the sales agreement, continuing involvement consists of the right to service the loan for a fee for the life of the loan, if applicable. Gains on the sale of loans held for sale are recorded as part of mortgage lending revenue on the statement of income.

In the course of conducting the Company's mortgage lending activities of originating mortgage loans and selling those loans in the secondary market, various representations and warranties are made to the purchasers of the mortgage loans. Every loan closed by the Bank's mortgage center is run through a government agency automated underwriting system. Any exceptions noted during this process are remedied prior to sale. These representations and warranties also apply to underwriting the real estate appraisal opinion of value for the collateral securing these loans. Under the representations and warranties, failure by the Company to comply with the underwriting and/or appraisal standards could result in the Company being required to repurchase the mortgage loan or to reimburse the investor for losses incurred (i.e., make whole requests) if such failure cannot be cured by the Company within the specified period



following discovery. During 2013, 16 mortgage loans totaling approximately \$931,000 were repurchased or otherwise settled as a result of underwriting and appraisal standard exceptions or make whole requests. Losses of approximately \$661,000 were recognized related to these repurchased and make whole loans. During 2012, 14 mortgage loans totaling \$2.1 million were repurchased or otherwise settled as a result of underwriting and appraisal standard exceptions or make whole requests. Losses of approximately \$782,000 were recognized related to these repurchased and make whole loans. During 2011, seven mortgage loans totaling approximately \$803,000 were repurchased or otherwise settled as a result of underwriting and appraisal standard exceptions or make whole requests. Losses of approximately \$181,000 were recognized related to these repurchased and make whole loans. At December 31, 2013, the Company had reserved \$1.1 million for potential losses from representation and warranty obligations.

Government National Mortgage Association (“GNMA”) optional repurchase programs allow financial institutions to buy back individual delinquent mortgage loans that meet certain criteria from the securitized loan pool for which the institution provides servicing. At the servicer’s option and without GNMA’s prior authorization, the servicer

may repurchase such a delinquent loan for an amount equal to 100% of the remaining principal balance of the loan. Under FASB ASC 860, this buy-back option is considered a conditional option until the delinquency criteria are met, at which time the option becomes unconditional. When the Company is deemed to have regained effective control over these loans under the unconditional buy-back option, the loans can no longer be reported as sold and must be brought back onto the balance sheet as loans held for sale, regardless of whether the Company intends to exercise the buy-back option. These loans are reported as held for sale in accordance with U.S. GAAP with the offsetting liability being reported as other liabilities. At December 31, 2013, the amount of loans subject to buy back was \$20.9 million.

#### Premises and Equipment

Premises and equipment are stated at cost, less accumulated depreciation and amortization. Provisions for depreciation and amortization, computed using straight-line methods, are charged to expense over the shorter of the lease term or the estimated useful lives of the assets. Costs of major additions and improvements are capitalized. Expenditures for routine maintenance and repairs are charged to expense as incurred.

#### Other Real Estate Owned

Real estate acquired through foreclosure, consisting of properties obtained through foreclosure proceedings or acceptance of a deed in lieu of foreclosure, is reported on an individual asset basis at the lower of cost or fair value, less estimated selling costs. Fair value is determined on the basis of current appraisals, comparable sales and other estimates of value obtained principally from independent sources. Any excess of the loan balance at the time of foreclosure over the fair value of the real estate held as collateral is charged to the allowance for credit losses. Based upon management's evaluation of the real estate acquired through foreclosure, additional expense may be recorded and included in other noninterest expense when necessary in an amount sufficient to reflect any declines in estimated fair value. Gains and losses realized on the disposition of the properties are included in other noninterest expense.

#### Goodwill and Other Intangible Assets

Goodwill represents costs in excess of the fair value of net assets acquired in connection with purchase business combinations. Goodwill and intangible assets acquired in a purchase business combination and determined to have an indefinite useful life are not amortized, but instead tested for impairment at least annually in accordance with the provisions of FASB ASC 350, Intangibles – Goodwill and Other. Intangible assets with estimable useful lives are amortized over their respective estimated useful lives to their estimated residual values, and reviewed for impairment in accordance with FASB ASC 360, Property, Plant and Equipment. Goodwill and other intangible assets are reviewed annually within the fourth quarter for possible impairment, or sooner if a goodwill impairment indicator is identified. If impaired, the asset is written down to its estimated fair value. No impairment charges have been recognized through December 31, 2013. See Note 9, Goodwill and Other Intangible Assets, for additional information.

#### Mortgage Servicing Rights

The Company recognizes as assets the rights to service mortgage loans for others, known as MSR's. The Company records MSR's at fair value on a recurring basis with subsequent remeasurement of MSR's based on change in fair value in accordance with FASB ASC 860. An estimate of the fair value of the Company's MSR's is determined utilizing assumptions about factors such as mortgage interest rates, discount rates, mortgage loan prepayment speeds, market trends and industry demand. 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. MSR's are included in the other assets category of the consolidated balance sheet. Changes in the fair value of MSR's are recorded as part of mortgage lending noninterest revenue on the consolidated statement of income.

#### Pension and Postretirement Benefits Accounting

The Company accounts for its defined benefit pension plans using an actuarial model as required by FASB ASC 715. This model uses an approach that allocates pension costs over the service period of employees in the plan. The Company also accounts for its other postretirement benefits using the requirements of FASB ASC 715. FASB ASC 715 requires the Company to recognize net periodic postretirement benefit costs as employees render the services necessary to earn their postretirement benefits. The principle underlying the accounting as required by FASB ASC 715 is that

employees render service ratably over the service period and, therefore, the income statement effects of the Company's defined benefit pension and postretirement benefit plans should follow the same pattern. The Company accounts for the over-funded or under-funded status of its defined benefit and other postretirement plans as an asset or liability in its consolidated balance sheets and recognizes changes in that funded status in the year in which the changes occur through comprehensive income, as required by FASB ASC 715.

The discount rate is the rate used to determine the present value of the Company's future benefit obligations for its pension and other postretirement benefit plans. The Company determines the discount rate to be used to discount plan liabilities at the measurement date with the assistance of its actuary using the actuary's proprietary model. The Company developed a level equivalent yield using its actuary's model as of December 31, 2013 and the expected cash flows from the BancorpSouth, Inc. Retirement Plan (the "Basic Plan"), the BancorpSouth, Inc. Restoration Plan (the "Restoration Plan") and the BancorpSouth, Inc. Supplemental Executive Retirement Plan (the "Supplemental Plan"). Based on this analysis, the Company established its discount rate assumptions for determination of the projected benefit obligation at 4.90% for the Basic Plan, 4.50% for the Restoration Plan and 3.65% for the Supplemental Plan based on a December 31, 2013 measurement date.

### Stock-Based Compensation

At December 31, 2013, the Company had three stock-based employee compensation plans. The Company recognizes compensation costs related to these stock-based employee compensation plans in accordance with FASB ASC 718, Compensation – Stock Compensation ("FASB ASC 718"). See Note 16, Stock Incentive and Stock Option Plans, for further disclosures regarding stock-based compensation.

### Derivative Instruments

The derivative instruments 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.

The Company also enters into derivative financial instruments to meet the financing, interest rate and equity risk management needs of its customers. Upon entering into these instruments 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 December 31, 2013, the notional amount of customer related derivative financial instruments was \$412.9 million with an average maturity of 54.7 months, an average interest receive rate of 2.5% and an average interest pay rate of 5.6%.

### Income Taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating

loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date. Deferred tax assets and liabilities are included in the other assets and other liabilities category of the consolidated balance sheet as applicable.

#### Insurance Commissions

Commission income is recorded as of the effective date of insurance coverage or the billing date, whichever is later. Contingent commissions and commissions on premiums billed and collected directly by insurance companies are recorded as revenue when received, which is our first notification of amounts earned. The income effects of subsequent premium and fee adjustments are recorded when the adjustments become known.

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## Recent Pronouncements

In April 2011, the FASB issued an 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. Early adoption is not permitted. 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 shareholder’s 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 had no 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. Early adoption is permitted. This ASU did not have a material 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 with respect 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.

(2) BUSINESS COMBINATIONS

On December 18, 2013, the Company announced the purchase of certain assets of GEM Insurance Agencies, LP (“GEM”), an independent insurance agency located in Houston, Texas. Consideration paid to complete this transaction consisted of cash paid to GEM in the aggregate amount of \$20.7 million. The provisions of the related purchase agreement also provide for additional aggregate consideration of up to \$6.2 million in cash to be paid in three annual installments if certain performance criteria are met. This acquisition was not material to the financial position or results of operations of the Company.

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On July 2, 2012, the Company purchased certain assets of The Securance Group, Inc., an independent insurance agency with locations in Brewton, Montgomery and Troy, Alabama. Consideration paid to complete this transaction consisted of cash paid to The Securance Group shareholders in the aggregate amount of \$6.7 million. The provisions of the related purchase agreement also provide for additional aggregate consideration of up to \$2.0 million in cash to be paid in three annual installments if certain performance criteria are met. This acquisition was not material to the financial position or results of operations of the Company.

The Company completed no material acquisitions during 2011.

### (3) HELD-TO-MATURITY SECURITIES

During the second quarter of 2011, the Company determined that it no longer had the intent to hold until maturity all securities that were previously classified as held-to-maturity. As a result of this determination, all securities were classified as available-for-sale and recorded at fair value as of June 30, 2011. The Company reclassified held-to-maturity securities with amortized cost of \$1.6 billion and fair value of \$1.7 billion to available-for-sale resulting in an increase in other comprehensive income of \$19.7 million during the second quarter of 2011. The Company did not have any securities classified as held-to-maturity at December 31, 2013 and 2012.

Gross gains of approximately \$37,000 and no gross losses were recognized on held-to-maturity securities in 2011 prior to the reclassification of held-to-maturity securities to available-for-sale securities. These gains and losses were a result of held-to-maturity securities being called prior to maturity.

### (4) AVAILABLE-FOR-SALE SECURITIES

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

	2013			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
	(In thousands)			
U.S. Government agencies	\$ 1,455,417	\$ 9,065	\$ 6,133	\$ 1,458,349
Government agency issued residential mortgage-backed securities	249,682	3,118	2,566	250,234
Government agency issued commercial mortgage-backed securities	239,313	1,773	10,174	230,912
Obligations of states and political subdivisions	509,255	12,883	2,733	519,405
Other	6,941	1,148	-	8,089
Total	\$ 2,460,608	\$ 27,987	\$ 21,606	\$ 2,466,989



	2012			
	Amortized	Gross	Gross	Estimated
	Cost	Unrealized	Unrealized	Fair
	(In thousands)	Gains	Losses	Value
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

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At December 31, 2013, the Company's available-for-sale securities included FHLB stock with a carrying value of \$6.8 million compared to a required investment of \$6.7 million. FHLB stock is carried at amortized cost in the financial statements.

Gross gains of approximately \$72,000 and gross losses of approximately \$26,000 were recognized in 2013, gross gains of approximately \$480,000 and gross losses of approximately \$38,000 were recognized in 2012 and gross gains of \$12.4 million and gross losses of approximately \$327,000 were recognized in 2011 on available-for-sale securities.

No other-than-temporary impairment was recorded in 2013, 2012 or 2011.

Available-for-sale securities with a carrying value of \$1.8 billion at December 31, 2013 were pledged to secure public and trust funds on deposit and for other purposes. Included in available-for-sale securities at December 31, 2013, were securities with a carrying value of \$255.2 million issued by a political subdivision within the State of Mississippi and securities with a carrying value of \$115.1 million issued by a political subdivision within the State of Arkansas.

The amortized cost and estimated fair value of available-for-sale securities at December 31, 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.

	Amortized Cost	Estimated Fair Value	Weighted Average Yield	
(Dollars in thousands)				
Maturing in one year or less	\$ 504,785	\$ 507,800	1.52	%
Maturing after one year through five years	1,091,317	1,093,947	1.30	
Maturing after five years through ten years	160,222	163,839	5.71	
Maturing after ten years	215,289	220,257	5.86	
Mortgage-backed securities	488,995	481,146	2.15	
Total	\$ 2,460,608	\$ 2,466,989		

A summary of temporarily impaired available-for-sale investments with continuous unrealized loss positions at December 31, 2013 and 2012 follows:

	2013		2012		Total	
	Less Than 12 Months Fair Value (In thousands)	Unrealized Losses	12 Months or Longer Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. Government agencies	\$ 533,326	\$ 6,133	\$ -	\$ -	\$ 533,326	\$ 6,133
Government agency issued residential						

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mortgage-backed securities	106,179	2,418	4,407	148	110,586	2,566
Government agency issued commercial mortgage-backed securities	176,253	8,578	27,225	1,596	203,478	10,174
Obligations of states and political subdivisions	97,543	2,555	3,663	178	101,206	2,733
Total	\$ 913,301	\$ 19,684	\$ 35,295	\$ 1,922	\$ 948,596	\$ 21,606

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	2012		2012		2012	
	Less Than 12 Months Fair Value (In thousands)	Unrealized Losses	12 Months or Longer Fair Value	Unrealized Losses	Total Fair Value	Unrealized Losses
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
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 had no intent to sell these securities, and it was 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 in 2013.

(5) 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. A summary of gross loans and leases by segment and class at December 31, 2013 and 2012 follows:

	2013 (In thousands)	2012
Commercial and industrial	\$ 1,538,302	\$ 1,484,788
Real estate		
Consumer mortgages	1,976,073	1,873,875
Home equity	494,339	486,074
Agricultural	234,576	256,196

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Commercial and industrial-owner occupied	1,473,320	1,333,103
Construction, acquisition and development	741,458	735,808
Commercial real estate	1,846,039	1,748,881
Credit cards	111,328	104,884
All other	578,453	649,143
Total gross loans and leases	\$ 8,993,888	\$ 8,672,752

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The following table shows the Company's loans and leases, net of unearned income, as of December 31, 2013 by geographical location:

	Alabama and Florida Panhandle (In thousands)	Arkansas*	Mississippi*	Missouri	Greater Memphis Area	Tennessee*	Texas Louisiana
Commercial and industrial	\$ 83,078	\$ 164,113	\$ 280,964	\$ 36,018	\$ 23,551	\$ 81,253	\$
Real estate							
Consumer mortgages	127,619	260,013	688,228	61,471	101,167	158,714	487,900
Home equity	64,438	39,785	165,421	20,997	67,170	70,517	64,020
Agricultural	8,416	71,200	58,042	3,575	14,547	11,129	63,150
Commercial and industrial-owner occupied	176,162	173,027	472,646	64,911	91,790	88,710	282,800
Construction, acquisition and development	99,980	70,508	190,990	28,024	80,339	101,782	134,500
Commercial real estate	266,963	311,504	275,601	212,869	93,079	104,034	425,900
Credit cards**	-	-	-	-	-	-	-
All other	32,101	59,247	147,163	2,590	48,056	39,404	86,030
Total	\$ 858,757	\$ 1,149,397	\$ 2,279,055	\$ 430,455	\$ 519,699	\$ 655,543	\$ 1,000,000

\*Excludes the Greater Memphis Area

\*\*Credit card receivables are spread across all geographic regions but are not viewed by the Company's management as part of the geographic breakdown.

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 made 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 OREO are susceptible to changes in real estate values in these areas. Continued economic distress could negatively impact additional borrowers' and guarantors' ability to repay their debt which will 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, at December 31, 2013 and 2012:

	2013				Current	Total Outstanding	90+ Days Past Due still Accruing
	30-59 Days Past Due (In thousands)	60-89 Days Past Due	90+ Days Past Due	Total Past Due			
Commercial and industrial	\$ 3,122	\$ 310	\$ 601	\$ 4,033	\$ 1,525,216	\$ 1,529,249	\$ 27
Real estate							
Consumer mortgages	12,244	4,703	12,579	29,526	1,946,547	1,976,073	888
Home equity	1,860	869	740	3,469	490,870	494,339	-
Agricultural	319	206	883	1,408	233,168	234,576	-
Commercial and industrial-owner occupied	4,256	1,230	4,585	10,071	1,463,249	1,473,320	-
Construction, acquisition and development	2,557	2,658	7,005	12,220	729,238	741,458	-
Commercial real estate	5,597	321	2,539	8,457	1,837,582	1,846,039	311
Credit cards	455	235	350	1,040	110,288	111,328	-
All other	1,985	296	264	2,545	549,088	551,633	-
Total	\$ 32,395	\$ 10,828	\$ 29,546	\$ 72,769	\$ 8,885,246	\$ 8,958,015	\$ 1,226

2012

	2012				Current	Total Outstanding	90+ Days Past Due still Accruing
	30-59 Days Past Due (In thousands)	60-89 Days Past Due	90+ Days Past Due	Total Past Due			

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Commercial and industrial	\$ 3,531	\$ 476	\$ 4,118	\$ 8,125	\$ 1,468,486	\$ 1,476,611	\$ 414
Real estate							
Consumer mortgages	11,308	3,643	13,821	28,772	1,845,103	1,873,875	512
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



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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 FDIC, 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 December 31, 2013 and 2012:

	December 31, 2013						
	Pass	Special	Substandard	Doubtful	Loss	Impaired	Total
	(In thousands)						
Commercial and industrial	\$ 1,495,972	\$ 978	\$ 30,886	\$ 99	\$ -	\$ 1,314	\$ 1,529,249
Real estate	1,859,094	1,531	108,615	427	-	6,406	1,976,073

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Consumer mortgage								
Home equity	478,283	250	14,570	96	-	1,140	494,339	
Agricultural	214,728	779	18,187	-	-	882	234,576	
Commercial and industrial-owner occupied	1,409,757	116	50,853	849	-	11,745	1,473,320	
Construction, acquisition and development	674,299	1,459	49,401	587	-	15,712	741,458	
Commercial real estate	1,751,553	386	76,199	420	-	17,481	1,846,039	
Credit cards	111,328	-	-	-	-	-	111,328	
All other	538,467	71	12,832	-	-	263	551,633	
Total	\$ 8,533,481	\$ 5,570	\$ 361,543	\$ 2,478	\$ -	\$ 54,943	\$ 8,958,015	

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	December 31, 2012						
	Pass (In thousands)	Special Mention	Substandard	Doubtful	Loss	Impaired	Total
Commercial and industrial	\$ 1,426,498	\$ 14,663	\$ 29,876	\$ 729	\$ -	\$ 4,845	\$ 1,476,611
Real estate							
Consumer mortgage	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

Loans considered impaired under 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 December 31, 2013 and 2012 was \$54.9 million and \$156.7 million, respectively. At December 31, 2013 and 2012, \$11.0 million and \$41.0 million, respectively, of those impaired loans had a valuation allowance of \$4.1 million and \$10.5 million, respectively. The remaining balance of impaired loans of \$44.0 million and \$115.7 million at December 31, 2013 and 2012, respectively, were charged down to the underlying collateral's 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 TDRs totaled \$19.1 million and \$47.3 million at December 31, 2013 and 2012, respectively. The average recorded investment in impaired loans during 2013 and 2012 was \$103.5 million and \$196.9 million, respectively.



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The following tables provide details regarding impaired loans and leases, net of unearned income, by segment and class at December 31, 2013 and 2012:

	December 31, 2013				
	Recorded Investment in Impaired Loans (In thousands)	Unpaid Principal Balance of Impaired Loans	Related Allowance for Credit Losses	Average Recorded Investment	Interest Income Recognized
With no related allowance:					
Commercial and industrial Real estate	\$ 1,314	\$ 1,314	\$ -	\$ 2,578	\$ 16
Consumer mortgage	5,744	6,591	-	8,943	54
Home equity	712	712	-	933	5
Agricultural	882	1,472	-	3,286	4
Commercial and industrial-owner occupied	9,938	12,681	-	8,150	76
Construction, acquisition and development	11,549	13,497	-	25,877	103
Commercial real estate	13,562	23,233	-	24,185	173
All other	263	405	-	655	6
Total	\$ 43,964	\$ 59,905	\$ -	\$ 74,607	\$ 437
With an allowance:					
Commercial and industrial Real estate	\$ -	\$ -	\$ 305	\$ 590	\$ -
Consumer mortgage	662	662	309	3,417	31
Home equity	428	428	37	444	3
Agricultural	-	-	15	402	2
Commercial and industrial-owner occupied	1,807	1,807	739	4,735	54
Construction, acquisition and development	4,163	5,393	1,599	7,989	67
Commercial real estate	3,919	3,919	1,138	11,280	51
All other	-	-	4	-	-
Total	\$ 10,979	\$ 12,209	\$ 4,146	\$ 28,857	\$ 208
Total:					
Commercial and industrial Real estate	\$ 1,314	\$ 1,314	\$ 305	\$ 3,168	\$ 16
Consumer mortgage	6,406	7,253	309	12,360	85
Home equity	1,140	1,140	37	1,377	8
Agricultural	882	1,472	15	3,688	6
Commercial and industrial-owner occupied	11,745	14,488	739	12,885	130
Construction, acquisition and development	15,712	18,890	1,599	33,866	170

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Commercial real estate	17,481	27,152	1,138	35,465	224
All other	263	405	4	655	6
Total	\$ 54,943	\$ 72,114	\$ 4,146	\$ 103,464	\$ 645

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December 31, 2012

	Recorded Investment in Impaired Loans (In thousands)	Unpaid Principal Balance of Impaired Loans	Related Allowance for Credit Losses	Average Recorded Investment	Interest Income Recognized
With no related allowance:					
Commercial and industrial Real estate	\$ 2,557	\$ 4,169	\$ -	\$ 2,779	\$ 12
Consumer mortgage	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 Real estate	\$ 2,288	\$ 2,288	\$ 1,241	\$ 5,368	\$ 38
Consumer mortgage	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:					
Commercial and industrial Real estate	\$ 4,845	\$ 6,457	\$ 1,241	\$ 8,147	\$ 50
Consumer mortgage	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 loans and leases, net of unearned income, which include accruing TDRs, by segment and class at December 31, 2013 and 2012:

	December 31, 2013				
	Recorded Investment in Impaired Loans (In thousands)	Unpaid Principal Balance of Impaired Loans	Related Allowance for Credit Losses	Average Recorded Investment	Interest Income Recognized
With no related allowance:					
Commercial and industrial	\$ 1,314	\$ 1,314	\$ -	\$ 2,579	\$ 16
Real estate					
Consumer mortgage	5,744	6,591	-	8,943	54
Home equity	712	712	-	933	5
Agricultural	882	1,472	-	3,286	4
Commercial and industrial-owner occupied	9,938	12,681	-	8,150	76
Construction, acquisition and development	11,549	13,497	-	25,877	103
Commercial real estate	13,562	23,233	-	24,185	173
All other	263	405	-	655	6
Total	\$ 43,964	\$ 59,905	\$ -	\$ 74,608	\$ 437
With an allowance:					
Commercial and industrial	\$ 937	\$ 937	\$ 415	\$ 975	\$ 14
Real estate					
Consumer mortgage	4,151	4,378	771	6,921	164
Home equity	438	438	-	444	2
Agricultural	625	639	43	871	21
Commercial and industrial-owner occupied	9,590	9,997	1,371	11,895	350
Construction, acquisition and development	10,897	13,933	1,554	15,181	320
Commercial real estate	12,619	12,887	1,604	15,140	224
Credit cards	1,639	1,639	51	2,018	202
All other	1,307	1,310	198	646	24
Total	\$ 42,203	\$ 46,158	\$ 6,007	\$ 54,091	\$ 1,321
Total:					
Commercial and industrial	\$ 2,251	\$ 2,251	\$ 415	\$ 3,554	\$ 30
Real estate					
Consumer mortgage	9,895	10,969	771	15,864	218
Home equity	1,150	1,150	-	1,377	7
Agricultural	1,507	2,111	43	4,157	25
Commercial and industrial-owner occupied	19,528	22,678	1,371	20,045	426
	22,446	27,430	1,554	41,058	423

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Construction, acquisition and development

Commercial real estate	26,181	36,120	1,604	39,325	397
Credit cards	1,639	1,639	51	2,018	202
All other	1,570	1,715	198	1,301	30
Total	\$ 86,167	\$ 106,063	\$ 6,007	\$ 128,699	\$ 1,758

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	December 31, 2012					
	Recorded	Unpaid	Related	Average	Interest	
	Investment	Principal	Allowance	Recorded	Income	
	in Impaired	Balance of	for Credit	Investment	Recognized	
	Loans	Impaired	Losses			
	(In thousands)					
With no related allowance:						
Commercial and industrial Real estate	\$ 2,557	\$ 4,169	\$ -	\$ 2,779	\$	12
Consumer mortgage	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 Real estate	\$ 2,489	\$ 2,489	\$ 1,253	\$ 6,001	\$	70
Consumer mortgage	9,004	9,451	1,506	14,938		262
Home equity	446	446	111	569		5
Agricultural	1,392	1,392	128	1,934		26
Commercial and industrial-owner occupied	12,102	13,352	1,250	17,246		411
Construction, acquisition and development	19,587	22,963	4,414	52,062		641
Commercial real estate	24,855	26,294	3,297	29,668		847
Credit cards	2,397	2,397	75	2,581		258
All other	2,835	2,976	311	3,656		144
Total	\$ 75,107	\$ 81,760	\$ 12,345	\$ 128,655	\$	2,664
Total:						
Commercial and industrial Real estate	\$ 5,046	\$ 6,658	\$ 1,253	\$ 8,780	\$	82
Consumer mortgage	20,311	24,915	1,506	26,700		339
Home equity	1,380	1,524	111	1,427		11
Agricultural	5,827	7,684	128	5,461		34
Commercial and industrial-owner occupied	25,120	29,903	1,250	29,920		534
Construction, acquisition and development	67,569	92,294	4,414	106,147		965
Commercial real estate	58,807	72,016	3,297	49,492		1,046
Credit cards	2,397	2,397	75	2,581		258

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All other	4,379	5,141	311	4,504	153
Total	\$ 190,836	\$ 242,532	\$ 12,345	\$ 235,012	\$ 3,422

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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 at December 31, 2013 and 2012:

	December 31, 2013					Average Recorded Investment	Interest Income Recognized
	Recorded Investment in Impaired Loans (In thousands)	Unpaid Principal Balance of Impaired Loans	Related Allowance for Credit Losses				
With no related allowance:							
Multi-family construction	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
One-to-four family construction	2,530	2,855	-	-	5,022	27	-
Recreation and all other loans	728	773	-	-	837	1	-
Commercial construction	34	34	-	-	1,564	1	-
Commercial acquisition and development	6,243	7,058	-	-	9,176	47	-
Residential acquisition and development	2,014	2,777	-	-	9,278	27	-
Total	\$ 11,549	\$ 13,497	\$ -	\$ -	\$ 25,877	\$ 103	-
With an allowance:							
Multi-family construction	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
One-to-four family construction	-	-	-	-	459	3	-
Recreation and all other loans	-	-	-	-	-	-	-
Commercial construction	831	1,461	-	-	818	11	-
Commercial acquisition and development	-	-	-	-	1,316	10	-
Residential acquisition and development	3,332	3,932	1,599	1,599	5,396	43	-
Total	\$ 4,163	\$ 5,393	\$ 1,599	\$ 1,599	\$ 7,989	\$ 67	-
Total:							
Multi-family construction	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
One-to-four family construction	2,530	2,855	-	-	5,481	30	-
Recreation and all other loans	728	773	-	-	837	1	-
Commercial construction	865	1,495	-	-	2,382	12	-
Commercial acquisition and development	6,243	7,058	-	-	10,492	57	-
Residential acquisition and development	5,346	6,709	1,599	1,599	14,674	70	-
Total	\$ 15,712	\$ 18,890	\$ 1,599	\$ 1,599	\$ 33,866	\$ 170	-



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December 31, 2012

	Recorded Investment in Impaired Loans (In thousands)	Unpaid Principal Balance of Impaired Loans	Related Allowance for Credit Losses	Average Recorded Investment	Interest Income Recognized
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

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The following tables provide details regarding impaired real estate construction, acquisition and development loans and leases, net of unearned income, which include accruing TDRs, by collateral type at December 31, 2013 and 2012:

	December 31, 2013							
	Recorded	Unpaid	Related	Average	Interest			
	Investment	Principal	Allowance	Recorded	Income			
	in Impaired	Balance of	for Credit	Investment	Recognized			
	Loans	Impaired	Losses					
	(In thousands)							
With no related allowance:								
Multi-family construction	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
One-to-four family construction	2,530	2,855	-	5,022	27			
Recreation and all other loans	728	773	-	837	1			
Commercial construction	34	34	-	1,564	1			
Commercial acquisition and development	6,243	7,058	-	9,176	47			
Residential acquisition and development	2,014	2,777	-	9,278	27			
Total	\$ 11,549	\$ 13,497	\$ -	\$ 25,877	\$ 103			
With an allowance:								
Multi-family construction	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
One-to-four family construction	1,274	1,710	33	1,088	25			
Recreation and all other loans	13	13	1	16	1			
Commercial construction	1,176	1,806	4	1,022	23			
Commercial acquisition and development	1,990	1,990	37	3,824	85			
Residential acquisition and development	6,444	8,414	1,479	9,231	186			
Total	\$ 10,897	\$ 13,933	\$ 1,554	\$ 15,181	\$ 320			
Total:								
Multi-family construction	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
One-to-four family construction	3,804	4,565	33	6,110	52			
Recreation and all other loans	741	786	1	853	2			
Commercial construction	1,210	1,840	4	2,586	24			
Commercial acquisition and development	8,233	9,048	37	13,000	132			
Residential acquisition and development	8,458	11,191	1,479	18,509	213			
Total	\$ 22,446	\$ 27,430	\$ 1,554	\$ 41,058	\$ 423			



	December 31, 2012				
	Recorded	Unpaid	Related	Average	Interest
	Investment	Principal	Allowance	Recorded	Income
	in Impaired	Balance of	for Credit	Investment	Recognized
	Loans	Impaired	Losses		
	(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	1,911	2,308	304	4,883	58
Recreation and all other loans	17	17	1	569	25
Commercial construction	-	-	-	1,578	33
Commercial acquisition and development	3,023	3,272	590	11,282	167
Residential acquisition and development	14,636	17,366	3,519	33,750	358
Total	\$ 19,587	\$ 22,963	\$ 4,414	\$ 52,062	\$ 641
Total:					
Multi-family construction	\$ -	\$ -	\$ -	\$ -	\$ -
One-to-four family construction	10,386	15,894	304	12,953	111
Recreation and all other loans	1,134	1,352	1	1,192	30
Commercial construction	5,714	6,646	-	5,163	84
Commercial acquisition and development	16,776	19,058	590	23,427	230
Residential acquisition and development	33,559	49,344	3,519	63,412	510
Total	\$ 67,569	\$ 92,294	\$ 4,414	\$ 106,147	\$ 965

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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 because of the borrower's weakened financial condition. The following table presents information concerning NPLs at December 31, 2013 and 2012:

	2013	2012
	(In thousands)	
Non-accrual loans and leases	\$ 92,173	\$ 207,241
Loans and leases 90 days or more past due, still accruing	1,226	1,210
Restructured loans and leases still accruing	27,007	25,099
Total	\$ 120,406	\$ 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 the loan or lease is both well-secured and in the process of collection. At December 31, 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 at December 31, 2013 and 2012:

	2013	2012
	(In thousands)	
Commercial and industrial	\$ 3,079	\$ 9,311
Real estate		
Consumer mortgages	25,645	36,133
Home equity	3,695	3,497
Agricultural	1,260	7,587
Commercial and industrial-owner occupied	18,568	20,910
Construction, acquisition and development	17,567	66,635
Commercial real estate	20,972	57,656
Credit cards	119	415
All other	1,268	5,097
Total	\$ 92,173	\$ 207,241

The total amount of interest earned on NPLs was \$6.2 million, \$4.3 million and \$12.6 million in 2013, 2012 and 2011, respectively. The gross interest income which would have been recorded under the original terms of those loans and leases amounted to \$7.3 million, \$15.6 million and \$18.7 million in 2013, 2012 and 2011, respectively.

In the normal course of business, management will sometimes grant concessions, which normally would not otherwise be considered, to borrowers that are experiencing financial difficulty. Restructured 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. 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. TDR loans recorded as non-accrual may be returned to accrual status in years after the restructure if there has been at least a six-month period of sustained repayment performance by the borrower under the restructured loan terms and the interest rate at the time of restructure was at or above market for a comparable loan. During 2013, the most common 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 years ended December 31, 2013 and 2012:

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	December 31, 2013		
	Number	Pre-Modification	Post-Modification
	of	Outstanding	Outstanding
	Contracts	Recorded	Recorded
		Investment	Investment
	(Dollars in thousands)		
Commercial and industrial Real estate	3	\$ 919	\$ 919
Consumer mortgages	23	1,843	1,840
Home Equity	2	25	10
Commercial and industrial-owner occupied	8	3,821	3,815
Construction, acquisition and development	15	3,071	2,826
Commercial real estate	4	1,574	1,570
All other	5	1,160	1,161
Total	60	\$ 12,413	\$ 12,141

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	December 31, 2012		
	Number	Pre-Modification	Post-Modification
	of	Outstanding	Outstanding
	Contracts	Recorded	Recorded
		Investment	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 following tables summarize TDRs modified during 2013 and 2012 for which there was a payment default (i.e., 30 days or more past due at any given time during 2013 or 2012):

	Year Ended December 31, 2013	
	Number of	Recorded
	Contracts	Investment
	(Dollars in thousands)	
Commercial and industrial Real estate	3	\$ 129
Consumer mortgages	9	823
Commercial and industrial-owner occupied	6	877
Construction, acquisition and development	3	1,874
Commercial real estate	4	3,625
All other	1	1
Total	26	\$ 7,329



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	Year Ended December 31, 2012	
	Number of Contracts	Recorded Investment (Dollars in thousands)
Commercial and industrial Real estate	2	\$ 179
Consumer mortgages Agricultural	18 1	2,096 170
Commercial and industrial-owner occupied Construction, acquisition and development	11 21	2,659 5,503
Commercial real estate All other	4 1	2,525 7
Total	58	\$ 13,139

During 2013, 2012 and 2011, the most common concessions 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.

(6) ALLOWANCE FOR CREDIT LOSSES

The following table summarizes the changes in the allowance for credit losses for the years ended December 31, 2013, 2012 and 2011:

	2013	2012	2011
	(In thousands)		
Balance at beginning of year	\$ 164,466	\$ 195,118	\$ 196,913
Provision charged to expense	7,500	28,000	130,081
Recoveries	23,462	30,746	10,179
Loans and leases charged off	(42,192)	(89,398)	(142,055)
Balance at end of year	\$ 153,236	\$ 164,466	\$ 195,118

The following tables summarize the changes in the allowance for credit losses by segment and class for the years ended December 31, 2013 and 2012:

	2013				Balance, End of Period
	Balance, Beginning of Period (In thousands)	Charge-offs	Recoveries	Provision	
Commercial and industrial Real estate	\$ 23,286	\$ (4,672)	\$ 3,517	\$ (3,755)	\$ 18,376

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Consumer mortgage	35,966	(9,159)	5,067	7,651	39,525
Home equity	6,005	(1,469)	607	520	5,663
Agricultural	3,301	(736)	215	20	2,800
Commercial and industrial-owner occupied	20,178	(3,855)	2,724	(1,988)	17,059
Construction, acquisition and development	21,905	(6,745)	4,682	(8,014)	11,828
Commercial real estate	40,081	(10,341)	4,978	9,135	43,853
Credit cards	3,611	(2,316)	629	1,858	3,782
All other	10,133	(2,899)	1,043	2,073	10,350
Total	\$ 164,466	\$ (42,192)	\$ 23,462	\$ 7,500	\$ 153,236

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	2012 Balance, Beginning of Period (In thousands)	Charge-offs	Recoveries	Provision	Balance, End of Period
Commercial and industrial Real estate	\$ 20,724	\$ (12,362)	\$ 7,096	\$ 7,828	\$ 23,286
Consumer mortgage	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

The following tables provide the allowance for credit losses by segment and class based on impairment status at December 31, 2013 and 2012:

	December 31, 2013			
	Recorded Balance of Impaired Loans (In thousands)	Allowance for Impaired Loans and Leases	Allowance for All Other Loans and Leases	Total Allowance
Commercial and industrial Real estate	\$ 1,314	\$ 305	\$ 18,071	\$ 18,376
Consumer mortgage	6,406	309	39,216	39,525
Home equity	1,140	37	5,626	5,663
Agricultural	882	15	2,785	2,800
Commercial and industrial-owner occupied	11,745	739	16,320	17,059
Construction, acquisition and development	15,712	1,599	10,229	11,828
Commercial real estate	17,481	1,138	42,715	43,853
Credit cards	-	-	3,782	3,782
All other	263	4	10,346	10,350
Total	\$ 54,943	\$ 4,146	\$ 149,090	\$ 153,236

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	December 31, 2012			
	Recorded Balance of Impaired Loans (In thousands)	Allowance for Impaired Loans and Leases	Allowance for All Other Loans and Leases	Total Allowance
Commercial and industrial Real estate	\$ 4,845	\$ 1,241	\$ 22,045	\$ 23,286
Consumer mortgage	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.

(7) OTHER REAL ESTATE OWNED

The following table presents the activity in OREO for the years ended December 31, 2013 and 2012:

	2013	2012
	(In thousands)	
Balance at beginning of year	\$ 103,248	\$ 173,805
Additions to foreclosed properties		
New foreclosed property	29,265	32,389
Reductions in foreclosed properties		
Sales	(57,057)	(81,220)
Writedowns	(6,118)	(21,726)
Balance at end of year	\$ 69,338	\$ 103,248

Substantially all of these amounts related to construction, acquisition and development projects that were either completed or were in various stages of construction during the year presented. The following table presents the OREO by geographical location and collateral type at December 31, 2013:



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	Alabama and Florida Panhandle (In thousands)	Arkansas*	Mississippi*	Missouri	Greater Memphis Area	Tennessee*	Texas and Louisiana	Other	T
Commercial and industrial Real estate	\$ 223	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 2
Consumer mortgages	1,613	309	1,532	33	132	210	-	108	3
Home equity	442	-	-	-	-	-	-	-	4
Agricultural	907	-	216	-	1,084	930	-	-	3
Commercial and industrial-owner occupied	33	32	1,002	-	449	25	105	-	1
Construction, acquisition and development	15,667	631	11,631	1,059	22,696	5,174	257	158	5
Commercial real estate	353	316	569	-	980	-	140	-	2
All other	84	1	82	-	28	-	94	33	3
Total	\$ 19,322	\$ 1,289	\$ 15,032	\$ 1,092	\$ 25,369	\$ 6,339	\$ 596	\$ 299	\$ 6

\* Excludes the Greater Memphis Area

The Company incurred total foreclosed property expenses of \$11.7 million, \$39.4 million and \$27.8 million in 2013, 2012 and 2011, respectively. Realized net losses on dispositions and holding losses on valuations of these properties, a component of total foreclosed property expenses, were \$7.4 million, \$30.2 million and \$21.4 million in 2013, 2012 and 2011, respectively.

(8) PREMISES AND EQUIPMENT

A summary by asset classification at December 31, 2013 and 2012 follows:

	Estimated Useful Life (Years)	2013 (In thousands)	2012
Land	N/A	\$ 77,264	\$ 76,611
Buildings and improvements	10 - 40	324,100	317,824
Leasehold improvements	10 - 39	8,771	9,759
Equipment, furniture and fixtures	3- 12	274,016	280,423
Construction in progress	N/A	16,129	7,363
Subtotal		700,280	691,980
Accumulated depreciation and amortization		385,020	372,524

Premises and equipment, net	\$	315,260	\$	319,456
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## (9) GOODWILL AND OTHER INTANGIBLE ASSETS

The following tables present the changes in the carrying amount of goodwill by operating segment for the years ended December 31, 2013 and 2012:

	2013		
	Community Banking	Insurance Agencies	Total
	(In thousands)		
Balance as of January 1, 2013	\$ 217,618	\$ 57,555	\$ 275,173
Goodwill recorded during the year	-	11,627	11,627
Balance as of December 31, 2013	\$ 217,618	\$ 69,182	\$ 286,800

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	2012		
	Community Banking	Insurance Agencies	Total
	(In thousands)		
Balance as of January 1, 2012	\$ 217,618	\$ 53,679	\$ 271,297
Goodwill recorded during the year	-	3,876	3,876
Balance as of December 31, 2012	\$ 217,618	\$ 57,555	\$ 275,173

The goodwill recorded in the Company's Insurance Agencies reporting segment during 2013 was related to an insurance agency acquired during the fourth quarter of 2013. The goodwill recorded in this reporting segment during 2012 was related to an insurance agency acquired during the third quarter of 2012.

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. The Company performed a qualitative assessment of whether it was more likely than not that a reporting unit's fair value was less than its carrying value during the fourth quarter of 2013. Based on this assessment, it was determined that each of the Company's reporting segment's fair value exceeded their carrying value. Therefore, the two-step quantitative goodwill impairment test was not deemed necessary and no goodwill impairment was recorded during 2013. The Company's annual goodwill impairment evaluation for 2012 also indicated no impairment of goodwill for its reporting segments. The Company will continue to test reporting segment goodwill for potential impairment on an annual basis in the Company's fourth quarter, or sooner if a goodwill impairment indicator is identified.

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 other identifiable intangible assets as of and for the years ended December 31, 2013 and 2012:

	December 31, 2013		December 31, 2012	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
	(In thousands)			
Amortized intangible assets:				
Core deposit intangibles	\$ 27,801	\$ 22,256	\$ 27,801	\$ 21,674
Customer relationship intangibles	46,967	28,329	36,239	26,098
Non-solicitation intangibles	1,450	242	525	151



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Total	\$	76,218	\$	50,827	\$	64,565	\$	47,923
Unamortized intangible assets:								
Trade names	\$	688	\$	-	\$	688	\$	-

	Year Ended December 31,				
	2013	2012	2011		
Aggregate amortization expense for:	(In thousands)				
Core deposit intangibles	\$ 582	\$ 946	\$ 1,012		
Customer relationship intangibles	2,231	2,163	2,274		
Non-solicitation intangibles	166	113	38		
Total	\$ 2,979	\$ 3,222	\$ 3,324		

Customer relationship intangibles and non-solicitation intangibles were increased during 2013 as a result of the insurance agency acquired during the fourth quarter of 2013.

The following table presents information regarding estimated amortization expense of the Company's amortizable identifiable intangible assets for the year ending December 31, 2014, and the succeeding four years:

	Core Deposit Intangibles	Customer Relationship Intangibles	Non- Solicitation Intangibles	Total
Estimated amortization expense:	(In thousands)			
For the year ending December 31, 2014	\$ 526	\$ 3,241	\$ 350	\$ 4,117
For the year ending December 31, 2015	487	2,817	275	3,579
For the year ending December 31, 2016	451	2,378	200	3,029
For the year ending December 31, 2017	419	2,107	200	2,726
For the year ending December 31, 2018	390	1,758	183	2,331

#### (10) TIME DEPOSITS AND SHORT-TERM DEBT

Certificates of deposit and other time deposits of \$100,000 or more amounting to \$1.1 billion and \$1.2 billion were outstanding at December 31, 2013 and 2012, respectively. Total interest expense relating to certificates of deposit and other time deposits of \$100,000 or more totaled \$16.0 million, \$20.8 million and \$28.7 million for the years ended December 31, 2013, 2012 and 2011, respectively.

For time deposits with a remaining maturity of more than one year at December 31, 2013, the aggregate amount of time deposits maturing in each of the following five years is presented in the following table:

Maturing in	Amount (In thousands)
2015	\$ 363,800
2016	149,942
2017	135,020
2018	121,699
2019	1
Thereafter	173
Total	\$ 770,635

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The following tables present information relating to short-term debt for the years ended December 31, 2013, 2012 and 2011:

	2013				Maximum Outstanding at any Month End
	End of Period		Daily Average		
	Balance	Interest Rate	Balance	Interest Rate	
	(Dollars in thousands)				
Federal funds purchased	\$ -	- %	\$ 1,238	0.33 %	\$ -
Securities sold under agreement to repurchase	421,028	0.07	416,881	0.07	473,753
Total	\$ 421,028		\$ 418,119		\$ 473,753
	2012				
	End of Period		Daily Average		Maximum Outstanding at any Month End
	Balance	Interest Rate	Balance	Interest Rate	
	(Dollars in thousands)				
Federal funds purchased	\$ -	- %	\$ 1,180	0.32 %	\$ -
Securities sold under agreement to repurchase	414,611	0.07	379,871	0.07	423,553
Short-term FHLB advances	-	-	1,053	4.71	1,500
Total	\$ 414,611		\$ 382,104		\$ 425,053
	2011				
	End of Period		Daily Average		Maximum Outstanding at any Month End
	Balance	Interest Rate	Balance	Interest Rate	
	(Dollars in thousands)				
Securities sold under agreement to repurchase	\$ 373,933	0.07 %	\$ 435,931	0.10 %	\$ 493,157
Short-term FHLB advances	1,500	4.71	1,580	5.72	2,723
Total	\$ 375,433		\$ 437,511		\$ 495,880

Federal funds purchased generally mature the day following the date of purchase while securities sold under repurchase agreements generally mature within 30 days from the date of sale. Federal Reserve discount window

borrowings generally mature within 90 days following the date of purchase and short-term FHLB borrowings generally mature within 30 days following the date of purchase. At December 31, 2013, the Bank had established non-binding federal funds borrowing lines of credit with other banks aggregating \$689.0 million.

(11) LONG-TERM DEBT

The Bank has entered into a blanket floating lien security agreement with the FHLB of Dallas. Under the terms of this agreement, the Bank is required to maintain sufficient collateral to secure borrowings in an aggregate amount of the lesser of 75% of the book value (i.e., unpaid principal balance) of the Bank's eligible mortgage loans pledged as collateral or 35% of the Bank's assets. At December 31, 2013, there were no call features on long-term FHLB borrowings.

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At December 31, 2013, long term debt was repayable as follows:

Final due date	Interest rate	Amount
		(In thousands)
2015	4.69% - 5.06%	\$ 3,500
Thereafter	2.04% - 4.08%	78,214
Total		\$ 81,714

On August 8, 2013, the Company entered into a Credit Agreement (the "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 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.

The Company had long-term borrowings from U.S. Bank totaling \$48.2 million and long-term borrowing from the FHLB totaling \$33.5 million at December 31, 2013. On August 8, 2013, the Company borrowed \$50.0 million under the term loan in connection with the redemption of its 8.15% Junior Subordinated Debt Securities for which the principal balance is payable in full on August 8, 2018.

## (12) JUNIOR SUBORDINATED DEBT SECURITIES

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 8.15% Junior Subordinated Debt Securities. The Company redeemed the 8.15% Junior Subordinated Debt Securities and the related trust preferred securities at face value 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.

Pursuant to the merger with Business Holding Corporation on December 31, 2004, the Company assumed the liability for \$6.2 million in Junior Subordinated Debt Securities issued to Business Holding Company Trust I, a statutory trust. Business Holding Company Trust I used the proceeds from the issuance of 6,000 shares of trust preferred securities to acquire the Junior Subordinated Debt Securities. Both the Junior Subordinated Debt Securities and the trust preferred securities mature on April 7, 2034, and are callable at the option of the Company, in whole or in part, on any January 7, April 7, July 7 or October 7. The Junior Subordinated Debt Securities and the trust preferred securities pay a per annum rate of interest, reset quarterly, equal to the three month London Interbank Offered Rate ("LIBOR") plus 2.85%.

Pursuant to the merger with American State Bank Corporation on December 1, 2005, the Company assumed the liability for \$6.7 million in Junior Subordinated Debt Securities issued to American State Capital Trust I, a statutory

trust. American State Capital Trust I used the proceeds from the issuance of 6,500 shares of trust preferred securities to acquire the Junior Subordinated Debt Securities. Both the Junior Subordinated Debt Securities and the trust preferred securities mature on April 7, 2034, and are callable at the option of the Company, in whole or in part, on July 7, October 7, January 7 or April 7. The Junior Subordinated Debt Securities and the trust preferred securities pay a per annum rate of interest, reset quarterly, equal to the three-month LIBOR plus 2.80%.

Pursuant to the merger with City Bancorp on March 1, 2007, the Company assumed the liability for \$8.2 million in Junior Subordinated Debt Securities issued to Signature Bancshares Preferred Trust I, a statutory trust. Signature Bancshares Preferred Trust I used the proceeds from the issuance of 8,000 shares of trust preferred securities to acquire the Junior Subordinated Debt Securities. Both the Junior Subordinated Debt Securities and the trust preferred securities mature on October 8, 2033, and are callable at the option of the Company, in whole or in part, on any January 8, April 8, July 8 or October 8. The Junior Subordinated Debt Securities and the trust preferred securities pay a per annum rate of interest, reset quarterly, equal to the three-month LIBOR plus 3.00%.

Pursuant to the merger with City Bancorp on March 1, 2007, the Company also assumed the liability for \$10.3 million in Junior Subordinated Debt Securities issued to City Bancorp Preferred Trust I, a statutory trust. City Bancorp Preferred Trust I used the proceeds from the issuance of 10,000 shares of trust preferred securities to acquire the Junior Subordinated Debt Securities. Both the Junior Subordinated Debt Securities and the trust preferred securities mature on

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March 15, 2035, and are callable at the option of the Company, in whole or in part, on any March 15, June 15, September 15, or December 15. The Junior Subordinated Debt Securities and the trust preferred securities pay a per annum rate of interest, reset quarterly, equal to the three-month LIBOR plus 2.2%.

(13) INCOME TAXES

Total income taxes for the years ended December 31, 2013, 2012 and 2011 were allocated as follows:

	2013	2012	2011
	(In thousands)		
Income tax expense	\$ 37,551	\$ 33,252	\$ 4,475
Shareholders' equity for other comprehensive income	(13,249)	(3,943)	7,600
Shareholders' equity for stock option plans	(139)	32	(7)
Total	\$ 24,163	\$ 29,341	\$ 12,068

The components of income tax expense attributable to operations were as follows for the years ended December 31, 2013, 2012 and 2011:

	2013	2012	2011
	(In thousands)		
Current:			
Federal	\$ 32,729	\$ 34,316	\$ 5,643
State	1,570	3,389	5,400
Deferred:			
Federal	1,774	(4,964)	(1,626)
State	1,478	511	(4,942)
Total	\$ 37,551	\$ 33,252	\$ 4,475

During 2013, the Company recognized certain tax benefits related to stock options in the amount of approximately \$139,000. Such benefits were recorded as a reduction of income taxes payable and an increase in capital surplus.

During 2013, the Company reversed the deferred tax asset associated with stock options expiring during 2013 in the amount of \$1.1 million. The reversal was recorded as a reduction of deferred tax assets and a reduction in capital surplus.

Income tax expense differed from the amount computed by applying the U.S. federal income tax rate of 35% to income before income taxes resulting from the following:



	2013	2012	2011
	(In thousands)		
Tax expense at statutory rates	\$ 46,083	\$ 41,141	\$ 14,715
Increase (decrease) in taxes resulting from:			
State income taxes, net of federal tax benefit	1,926	2,453	266
Tax-exempt interest revenue	(7,423)	(7,789)	(7,881)
Tax-exempt earnings on life insurance	(2,889)	(2,790)	(2,647)
Deductible dividends paid on 401(k) plan	(187)	(100)	(331)
Other, net	41	337	353
Total	\$ 37,551	\$ 33,252	\$ 4,475

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The tax effects of temporary differences that gave rise to significant portions of the deferred tax assets and deferred tax liabilities at December 31, 2013 and 2012 were as follows:

	2013	2012
Deferred tax assets:	(In thousands)	
Loans, principally due to allowance for credit losses	\$ 58,003	\$ 62,206
Other real estate owned	6,799	13,027
Mark to market - securities	4,164	4,160
Accrued liabilities, principally due to compensation arrangements and vacation accruals	13,085	15,897
Other	2,993	3,884
Investments, principally due to interest income recognition	-	516
State tax credits (net of federal benefit)	-	428
Unrecognized pension expense	20,997	31,374
Total gross deferred tax assets	106,041	131,492
Less: valuation allowance	-	-
Deferred tax assets	\$ 106,041	\$ 131,492
Deferred tax liabilities:		
Lease transactions	\$ 29,997	\$ 34,532
Employment benefits	12,483	22,392
Premises and equipment, principally due to differences in depreciation	23,488	26,824
Mortgage servicing rights	20,679	14,313
Intangible assets	10,654	10,439
Investments, principally due to interest income recognition	133	-
Deferred loan points	2,806	2,650
Other assets, principally due to expense recognition	1,033	767
Unrealized net gains on available-for-sale securities	2,289	26,066
Total gross deferred tax liabilities	103,562	137,983
Net deferred tax assets (liabilities)	\$ 2,479	\$ (6,491)

As of December 31, 2013, the Company had utilized the deferred state tax asset resulting from state tax net operating losses carryforwards.

Based upon the level of historical taxable income and projections for future taxable income over the periods in which the deferred tax assets are deductible, management believes it is more likely than not that the Company will realize the benefits of these deductible differences existing at December 31, 2013.

The following table presents the activity in unrecognized tax benefits for 2013, 2012 and 2011:

2013	2012	2011
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	(In thousands)		
Unrecognized tax benefit, January 1	\$ 1,571	\$ 1,102	\$ 355
Gross increases - tax positions in prior period	-	199	873
Gross decreases - tax positions in prior period	(1,571)	-	(355)
Gross increases - tax positions in current period	-	270	229
Settlements	-	-	-
Lapse of statute of limitations	-	-	-
Unrecognized tax benefit, December 31	\$ -	\$ 1,571	\$ 1,102

The balance of unrecognized tax benefits that, if recognized, would affect the effective tax rate was \$1.6 million and \$1.1 million at December 31, 2012 and 2011, respectively. There were no unrecognized tax benefits at December 31, 2013.

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The Company recognizes accrued interest related to unrecognized tax benefits and penalties as a component of other noninterest expense. The Company accrued interest related to the uncertain tax benefits noted above of approximately \$329,000 and \$26,000 during 2012 and 2011, respectively, with no interest accrued in 2013. The Company recognized a total accrued interest liability of approximately \$0, \$560,000 and \$231,000, at December 31, 2013, 2012 and 2011, respectively.

During 2013, a \$1.6 million tax benefit was recorded as a result of the resolution of an uncertain tax position with the remainder of the settlement pertaining to accrued interest and penalties. The uncertain tax position related to the review of the tax treatment of items during the tax years 2007 through 2009. The review was resolved in our favor during the third quarter of 2013, resulting in the reversal of the uncertain tax position reserve for the matter.

Management does not expect that unrecognized tax benefits will significantly increase or decrease within the next 12 months.

The Company is subject to taxation in the United States and various states and local jurisdictions. The Company files a consolidated United States federal return. Based on the laws of the applicable state where the Company conducts business operations, the Company and its applicable subsidiaries either file a consolidated, combined or separate return. The tax years that remain open for examination for the Company's major jurisdictions of the United States - Mississippi, Arkansas, Tennessee, Alabama, Louisiana and Missouri - are 2010, 2011 and 2012.

#### (14) PENSION, OTHER POST RETIREMENT BENEFIT AND PROFIT SHARING PLANS

The Basic Plan is a non-contributory defined benefit pension plan managed by a trustee covering substantially all full-time employees who have at least one year of service and have attained the age of 21. For such employees hired prior to January 1, 2006, benefits are based on years of service and the employee's compensation until January 1, 2017, at which time benefits will be based on a 2.5% cash balance formula. For such employees hired on or after January 1, 2006, benefits accrue based on a cash balance formula, effective January 1, 2012. The Company's funding policy is to contribute to the Basic Plan the amount that meets the minimum funding requirements set forth in the Employee Retirement Income Security Act of 1974, plus such additional amounts as the Company determines to be appropriate. The difference between the plan assets and projected benefit obligation is included in other assets or other liabilities, as appropriate. Actuarial assumptions are evaluated periodically.

The Restoration Plan provides for the payment of retirement benefits to certain participants in the Basic Plan. The Restoration Plan is a non-qualified plan that covers any employee whose benefit under the Basic Plan is limited by the provisions of the Internal Revenue Code of 1986, as amended (the "Code"), and any employee who elects to participate in the BancorpSouth, Inc. Deferred Compensation Plan, which reduces the employee's benefit under the Basic Plan. For such employees hired prior to January 1, 2006, benefits are based on years of service and the employee's compensation until January 1, 2017, at which time benefits will be based on a 2.5% cash balance formula. For such employees hired on or after January 1, 2006, benefits accrue based on a cash balance formula, effective January 1, 2012. The Supplemental Plan is a non-qualified defined benefit supplemental retirement plan for certain key employees. Benefits commence when the employee retires and are payable over a period of ten years.

The Company uses a December 31 measurement date for its pension and other benefit plans.



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A summary of the three defined benefit retirement plans at and for the years ended December 31, 2013, 2012 and 2011 follows:

	Pension Benefits		
	2013	2012	2011
	(In thousands)		
Change in benefit obligations:			
Projected benefit obligations at beginning of year	\$ 213,804	\$ 182,362	\$ 156,595
Service cost	10,735	9,670	8,107
Interest cost	8,212	8,104	8,327
Amendments	10,850	300	(8,494)
Actuarial loss	(18,794)	22,417	22,253
Benefits paid	(22,116)	(8,232)	(4,197)
Administrative expenses paid	(995)	(817)	(229)
Projected benefit obligations at end of year	\$ 201,696	\$ 213,804	\$ 182,362
Change in plans' assets:			
Fair value of plans' assets at beginning of year	\$ 203,704	\$ 195,004	\$ 197,536
Actual return on assets	13,960	16,631	1,347
Employer contributions	1,894	1,118	547
Benefits paid	(22,116)	(8,232)	(4,197)
Administrative expenses paid	(995)	(817)	(229)
Fair value of plans' assets at end of year	\$ 196,447	\$ 203,704	\$ 195,004
Funded status:			
Projected benefit obligations	\$ (201,696)	\$ (213,804)	\$ (182,362)
Fair value of plans' assets	196,447	203,704	195,004
Net amount recognized	\$ (5,249)	\$ (10,100)	\$ 12,642

Amounts recognized in the consolidated balance sheets consisted of:

	Pension Benefits		
	2013	2012	2011
	(In thousands)		
Prepaid benefit cost	\$ 72,886	\$ 94,046	\$ 102,307
Accrued benefit liability	(23,241)	(22,123)	(20,572)
Intangible asset	-	-	-
Accumulated other comprehensive income adjustment	(54,894)	(82,023)	(69,093)
Net amount recognized	\$ (5,249)	\$ (10,100)	\$ 12,642

Pre-tax amounts recognized in accumulated other comprehensive income consisted of:

	Year ended December 31,	
	2013	2012
	(In thousands)	
Net transition obligation	\$ 19	\$ 37
Net prior service benefit	(5,366)	(6,134)
Net actuarial loss	60,241	88,120
Total accumulated other comprehensive income	\$ 54,894	\$ 82,023

The net transition obligation, net prior service credit and net actuarial loss that will be amortized from accumulated other comprehensive income into net periodic benefit cost over the next fiscal year are approximately \$18,000, (\$768,000) and \$3.7 million, respectively.

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The components of net periodic benefit cost for the years ended December 31, 2013, 2012 and 2011 were as follows:

Components of net periodic benefit cost:	Pension Benefits		
	2013	2012	2011
	(In thousands)		
Service cost	\$ 10,735	\$ 9,670	\$ 8,107
Interest cost	8,212	8,104	8,327
Expected return on assets	(10,974)	(11,263)	(14,864)
Amortization of unrecognized transition amount	18	18	18
Recognized prior service (benefit) cost	(768)	(768)	31
Recognized net loss	6,099	4,868	3,264
Special termination benefit	10,850	300	-
Net periodic benefit cost	\$ 24,172	\$ 10,929	\$ 4,883

The weighted-average assumptions used to determine benefit obligations at December 31, 2013 and 2012 were as follows:

	Basic Plan		Restoration Plan		Supplemental Plan	
	2013	2012	2013	2012	2013	2012
Discount rate	4.90%	4.05%	4.50%	3.65%	3.65%	2.85%
Rate of compensation increase	3.00%	3.00%	3.00%	3.00%	3.00%	3.00%

The weighted-average assumptions used to determine net periodic benefit cost for the years ended December 31, 2013, 2012 and 2011 were as follows:

	Basic Plan		
	2013	2012	2011
Discount rate	4.05%	4.80%	5.50%
Rate of compensation increase	3.00%	3.00%	3.00%
Expected rate of return on plan assets	5.50%	6.00%	8.00%

	Restoration Plan		
	2013	2012	2011
Discount rate	3.65%	4.45%	5.15%
Rate of compensation increase	3.00%	3.00%	3.00%
Expected rate of return on plan assets	N/A	N/A	N/A

	Supplemental Plan		
	2013	2012	2011



Discount rate	2.85%	3.85%	4.50%
Rate of compensation increase	3.00%	3.00%	3.00%
Expected rate of return on plan assets	N/A	N/A	N/A

The following table presents information related to the Restoration Plan and Supplemental Plan that had accumulated benefit obligations in excess of plan assets at December 31, 2013 and 2012:

	2013	2012
	(In thousands)	
Projected benefit obligation	\$ 31,512	\$ 32,659
Accumulated benefit obligation	29,191	31,154
Fair value of assets	-	-

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The following table presents information related to the Company's defined benefit pension plans at December 31, 2013 and 2012:

	2013	2012
	(In thousands)	
Accumulated benefit obligation	\$ 193,317	\$ 205,298

In selecting the expected long-term rate of return on assets used for the Basic Plan, the Company considered the average rate of earnings expected on the funds invested or to be invested to provide for the benefits of the plan. This included considering the trust asset allocation and the expected returns likely to be earned over the life of the plan. This basis is consistent with the prior year. The discount rate is the rate used to determine the present value of the Company's future benefit obligations for its pension and other postretirement benefit plans. The discount rate used to discount plan liabilities is determined by matching the timing and duration of expected cash flows of the Company's pension obligations to a yield curve generated from a broad portfolio of high-quality fixed income debt instruments.

The Company's pension plan weighted-average asset allocations at December 31, 2013 and 2012 and the Company's target allocations for 2014, by asset category, were as follows:

Asset category:	Plan assets at		Target for
	December 31 2013	2012	
Equity securities	34.50%	32.92%	33%
Debt securities	62.10%	61.19%	67%
Cash and equivalents	3.40%	5.89%	0%
Total	100.00%	100.00%	

Equity securities held in the Basic Plan included shares of the Company's common stock with a fair value of \$2.1 million (1.06% of total plan assets) and \$1.2 million (0.58% of total plan assets) at December 31, 2013 and 2012, respectively. An analysis by management is performed annually to determine whether the Company will make a contribution to the Basic Plan.

The following table presents information regarding expected future benefit payments, which reflect expected service, as appropriate:

#### Pension

	Benefits
Expected future benefit payments:	(In thousands)
2014	\$ 12,157
2015	13,852
2016	12,688
2017	13,138
2018	13,611
2019-2023	72,519

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The following table presents the fair value of each major category of plan assets held in the Basic Plan at December 31, 2013 and 2012:

	Pension Benefits	
	2013	2012
Investments, at fair value:	(In thousands)	
Cash	\$ 57	\$ 88
U.S. agency debt obligations	64,298	49,886
Mutual funds	121,178	138,904
Common stock of BancorpSouth, Inc.	2,091	1,196
Money market funds	5,303	9,356
Brokered certificates of deposit	2,973	3,784
Total investments, at fair value	195,900	203,214
Accrued interest and dividends	547	490
Fair value of plan assets	\$ 196,447	\$ 203,704

Fair values are determined based on valuation techniques categorized as follows: Level 1 means the use of quoted prices for identical instruments in active markets; Level 2 means the use of quoted prices for identical or similar instruments in markets that are not active or are directly or indirectly observable; Level 3 means the use of unobservable inputs. Quoted market prices, when available, are used to value investments. Pension plan investments include funds which invest in various types of investment securities and in various companies within various markets. Investment securities are exposed to several risks, such as interest rate, market and credit risks. Because of the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported.

The following tables set forth by level, within the FASB ASC 820, Fair Value Measurements and Disclosure ("FASB ASC 820"), fair value hierarchy, the plan investments at fair value as of December 31, 2013 and 2012:

	December 31, 2013			
	Level 1	Level 2	Level 3	Total
	(In thousands)			
U.S. agency debt obligations	\$ -	\$ 64,298	\$ -	\$ 64,298
Mutual funds	121,178	-	-	121,178
Common stock of BancorpSouth, Inc.	2,091	-	-	2,091
Money market funds	-	5,303	-	5,303
Brokered certificates of deposit	-	2,973	-	2,973
Total	\$ 123,269	\$ 72,574	\$ -	\$ 195,843

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	December 31, 2012			
	Level 1	Level 2	Level 3	Total
	(In thousands)			
U.S. agency debt obligations	\$ -	\$ 49,886	\$ -	\$ 49,886
Mutual funds	138,904	-	-	138,904
Common stock of BancorpSouth, Inc.	1,196	-	-	1,196
Money market funds	-	9,356	-	9,356
Brokered certificates of deposit	-	3,784	-	3,784
Total	\$ 140,100	\$ 63,026	\$ -	\$ 203,126

There were no transfers between Levels of the fair value hierarchy in 2013 or 2012.

The following investments represented 5% or more of the total plan asset value as of December 31, 2013:

	2013 (In thousands)
Fidelity Advisor New Insights Institutional Fund	\$ 11,285
Fidelity Low Price Stock Fund	14,266
Franklin Mutual Discovery Z Fund	11,486
T. Rowe Price Equity Income Fund	11,337
Pioneer Multi-Asset Floating Rate Fund	25,093

The Company has a defined contribution plan (commonly referred to as a “401(k) Plan”). Pursuant to the 401(k) Plan, employees may contribute a portion of their compensation, as set forth in the 401(k) Plan, subject to the limitations as established by the Code. Employee contributions (up to 5% of defined compensation) are matched dollar-for-dollar by the Company. Employer contributions were \$9.8 million, \$9.2 million and \$8.6 million for the years ended December 31, 2013, 2012 and 2011, respectively. Until December 31, 2011, the 401(k) Plan provided that the Company make a profit sharing contribution on behalf of each eligible employee in an amount equal to two percent of each such employee’s eligible compensation. Eligible employees were those hired after December 31, 2005 who worked at least 1,000 hours during the plan year and had attained the age of 21. As of December 31, 2011, the 401(k) Plan was amended and the profit sharing contribution was discontinued. Employer profit sharing contributions were \$1.3 million in 2011.

#### (15) FAIR VALUE DISCLOSURES

“Fair value” is defined by 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 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

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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.

**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 1.5% to 3.5%. 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 subjected 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%. All of the Company's OREO is classified 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 December 31, 2013 and 2012:



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	December 31, 2013			Total
	Level 1	Level 2	Level 3	
Assets:	(In thousands)			
Available-for-sale securities:				
U.S. Government agencies	\$ -	\$ 1,458,349	\$ -	\$ 1,458,349
Government agency issued residential mortgage-back securities	-	250,234	-	250,234
Government agency issued commercial mortgage-back securities	-	230,912	-	230,912
Obligations of states and political subdivisions	-	519,405	-	519,405
Other	1,102	6,987	-	8,089
Mortgage servicing rights	-	-	54,662	54,662
Derivative instruments	-	-	30,230	30,230
Total	\$ 1,102	\$ 2,465,887	\$ 84,892	\$ 2,551,881
Liabilities:				
Derivative instruments	\$ -	\$ -	\$ 29,352	\$ 29,352

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	December 31, 2012			Total
	Level 1	Level 2	Level 3	
(In thousands)				
<b>Assets:</b>				
Available-for-sale securities:				
U.S. Government agencies	\$ -	\$ 1,401,996	\$ -	\$ 1,401,996
Government agency issued residential mortgage-back securities	-	366,875	-	366,875
Government agency issued commercial mortgage-back securities	-	91,445	-	91,445
Obligations of states and political subdivisions	-	565,873	-	565,873
Other	744	7,099	-	7,843
Mortgage servicing rights	-	-	37,882	37,882
Derivative instruments	-	-	55,684	55,684
<b>Total</b>	<b>\$ 744</b>	<b>\$ 2,433,288</b>	<b>\$ 93,566</b>	<b>\$ 2,527,598</b>
<b>Liabilities:</b>				
Derivative instruments	\$ -	\$ -	\$ 52,773	\$ 52,773

The following tables present the changes in Level 3 assets and liabilities measured at fair value on a recurring basis for the years ended December 31, 2013 and 2012:

	Mortgage Servicing Rights	Derivative Instruments	Available-for-sale Securities
(In thousands)			
Balance at December 31, 2012	\$ 37,882	\$ 2,911	\$ -
Total net gains for the year included in:			
Net income (loss)	2,690	(2,033)	-
Other comprehensive income	-	-	-
Additions	14,090	-	-
Transfers in and/or out of Level 3	-	-	-
Balance at December 31, 2013	\$ 54,662	\$ 878	\$ -
Net unrealized gains (losses) included in net income for the year relating to assets and liabilities held at December 31, 2013	\$ 8,943	\$ (2,033)	\$ -

	Mortgage Servicing Rights	Derivative Instruments	Available-for-sale Securities
(In thousands)			
Balance at December 31, 2011	\$ 30,174	\$ 342	\$ -
Total net gains for the year included in:			
Net (loss) income	(10,823)	2,569	-
Other comprehensive income	-	-	-

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Additions	18,531	-	-	-
Transfers in and/or out of Level 3	-	-	-	-
Balance at December 31, 2012	\$ 37,882	\$ 2,911	\$ -	-
Net unrealized (losses) gains included in net income for the year relating to assets and liabilities held at December 31, 2012	\$ (3,163)	\$ 2,569	\$ -	-

The Company had no purchases or settlements during 2013 and 2012.

## Assets and Liabilities Recorded at Fair Value on a Nonrecurring Basis

The following tables present the balances of assets and liabilities measured at fair value on a nonrecurring basis as of December 31, 2013 and 2012:

	December 31, 2013				Total Gains (Losses)
	Level 1 (In thousands)	Level 2	Level 3	Total	
Assets:					
Loans held for sale	\$ -	\$ 69,593	\$ -	\$ 69,593	\$ -
Impaired loans	-	-	54,943	54,943	(4,146)
Other real estate owned	-	-	69,338	69,338	(17,963)

	December 31, 2012				Total Gains (Losses)
	Level 1 (In thousands)	Level 2	Level 3	Total	
Assets:					
Loans held for sale	\$ -	\$ 129,138	\$ -	\$ 129,138	\$ -
Impaired loans	-	-	156,728	156,728	(10,541)
Other real estate owned	-	-	103,248	103,248	(31,055)

## 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 that are used by the Company in estimating fair values of financial instruments and that are not disclosed above in this Note 15 are set forth below.

**Cash and Due From Banks.** The carrying amounts for cash and due from banks approximate fair values due to their immediate and shorter-term maturities.

**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 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

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approximates the carrying amount and is immaterial to the financial statements. The Company's lending commitments are classified as Level 2. The Company's off-balance sheet commitments, including letters of credit, which totaled \$105.4 million at December 31, 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. See Note 24, Commitments and Contingent Liabilities, for additional information regarding lending commitments.

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

	2013		2012	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Assets:	(In thousands)			
Cash and due from banks	\$ 208,961	\$ 208,961	\$ 223,814	\$ 223,814
Interest bearing deposits with other banks	319,462	319,462	979,800	979,800
Available-for-sale and trading securities	2,466,989	2,466,989	2,434,032	2,434,032
Net loans and leases	8,804,779	9,059,171	8,472,523	8,546,810
Loans held for sale	69,593	70,063	129,138	129,230
Liabilities:				
Noninterest bearing deposits	2,644,592	2,644,592	2,545,169	2,545,169
Savings and interest bearing deposits	5,816,580	5,816,580	5,945,281	5,945,281
Other time deposits	2,312,664	2,332,380	2,597,696	2,634,099
Federal funds purchased and securities sold under agreement to repurchase and other short-term borrowings	421,028	414,238	414,611	414,399
Long-term debt and other borrowings	113,201	112,721	193,867	205,072
Derivative instruments:				
Forward commitments to sell fixed rate mortgage loans	654	654	(536)	(536)
Commitments to fund fixed rate mortgage loans	567	567	4,081	4,081
Interest rate swap position to receive	28,907	28,907	51,517	51,517
Interest rate swap position to pay	(29,249)	(29,249)	(52,154)	(52,154)

#### (16) STOCK INCENTIVE AND STOCK OPTION PLANS

Key employees and directors of the Company and its subsidiaries have been granted stock options under the Company's Long-Term Equity Incentive Plan, 1995 Non-Qualified Stock Option Plan for Non-Employees (the "1995 Plan") and 1998 Stock Option Plan (collectively, the "Plans"). Further, restricted stock and restricted stock units may be awarded under the 1995 Plan, and restricted stock, restricted stock units and performance shares may be awarded under the Long-Term Equity Incentive Plan. All options granted pursuant to these plans have an exercise price equal to the market value on the date of the grant and are exercisable over periods of one to ten years. Upon the exercise of stock options, new shares are issued by the Company.

The Company's Directors' Fee Unfunded Plan provides that a minimum of 50% of the compensation payable to each director is paid in the form of the Company's common stock. This plan is registered under the Company's dividend reinvestment plan and the shares are purchased through the Company's dividend reinvestment plan which purchases shares in the open market.

FASB ASC 718 requires that compensation expense be measured using estimates of fair value of all stock-based awards. Compensation expense arising from stock options that has been charged against income for the Plans was \$1.3 million, \$1.9 million and \$2.1 million for 2013, 2012 and 2011, respectively. As of December 31, 2013, there was approximately \$361,000 of total unrecognized compensation cost related to nonvested stock options. That cost is expected to be recognized over the remaining vesting period of non-vested stock options.

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In January 2012, the Company granted stock options to purchase 338,681 shares of the Company's common stock to its employees under the Long-Term Equity Incentive Plan. These stock options have a contractual life of seven years and vest over a one, two or three-year service period. No stock options were granted during 2013 or 2011. The following tables present the stock option activity under the Plans as of December 31, 2013 and 2012 and changes during the years then ended:

	2013			
	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (years)	Aggregate Intrinsic Value (In thousands)
Options				
Outstanding at January 1, 2013	2,764,854	\$ 20.58		
Exercised	(64,000)	15.97		
Cancelled or forfeited	(509,236)	22.67		
Expired	(307,300)	23.60		
Outstanding at December 31, 2013	1,884,318	\$ 19.69	2.7	\$ 10,806
Exercisable at December 31, 2013	1,715,431	\$ 20.45	2.5	\$ 8,528

	2012			
	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (years)	Aggregate Intrinsic Value (In thousands)
Options				
Outstanding at January 1, 2012	2,714,023	\$ 21.72		
Granted	338,681	11.93		
Exercised	(6,333)	12.94		
Cancelled or forfeited	(174,183)	22.04		
Expired	(107,334)	20.03		
Outstanding at December 31, 2012	2,764,854	\$ 20.58	3.1	\$ 1,374
Exercisable at December 31, 2012	2,306,860	\$ 22.23	2.6	\$ 1,332



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	2011		Weighted- Average Remaining Contractual Term (years)	Aggregate Intrinsic Value (In thousands)
	Shares	Weighted- Average Exercise Price		
Options				
Outstanding at January 1, 2011	2,946,307	\$ 21.41		
Exercised	(2,225)	9.40		
Cancelled or forfeited	(76,659)	22.86		
Expired	(153,400)	15.39		
Outstanding at December 31, 2011	2,714,023	\$ 21.72	3.6	\$ 2
Exercisable at December 31, 2011	2,330,234	\$ 22.23	3.3	\$ 2

The following table presents the status of the Company's nonvested options as of December 31, 2013 and changes during the year then ended:

	Shares	Weighted- Average Exercise Price	Weighted- Average Grant Date Fair Value
Nonvested Options			
Outstanding at January 1, 2013	457,994	\$ 12.30	\$ 4.11
Granted	-	-	-
Vested	(257,399)	12.53	4.08
Forfeited or cancelled	(31,708)	12.38	4.10
Outstanding at December 31, 2013	168,887	\$ 11.93	\$ 4.16

The Company uses historical data to estimate stock option exercise and employee departure behavior used in the Black-Scholes-Merton option valuation model. Groups of participants (executive, non-executives and directors) are considered separately for valuation purposes. The expected term of stock options granted is derived from analysis of all historical data on stock option activity and represents the period of time that stock options granted are expected to be outstanding; the range given below results from certain groups of participants exhibiting different post-vesting behaviors. The risk-free rate for periods within the contractual term of the stock option is based on the U. S. Treasury yield curve in effect at the time of grant. The expected volatility is estimated based on the Company's historical experience. The following table provides the range of assumptions used for stock options granted during the year ended December 31, 2012:

2012

Expected volatility	49.9%
Weighted-average volatility	49.9%
Expected dividends	2.50%
Expected term (in years)	4.8 - 4.9
Risk-free rate	0.81%

The weighted-average grant-date fair value of stock options granted during 2012 was \$4.16. The intrinsic value of stock options exercised during the years ended December 31, 2013, 2012 and 2011 was approximately \$289,000, \$9,000 and \$6,000, respectively.

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The following table summarizes information about stock options outstanding at December 31, 2013:

Range of Exercise Prices	Options Outstanding		Weighted-Avg Exercise Price	Options exercisable	
	Number Outstanding	Weighted-Avg Remaining Life (years)		Number Exercisable	Weighted-Avg Exercise Price
\$10.07 to \$13.25	635,251	4.4	\$ 12.63	466,364	\$ 12.59
\$17.10 to \$22.97	539,217	2.0	22.32	539,217	22.32
\$23.19 to \$24.03	349,000	1.4	23.58	349,000	23.58
\$24.27 to \$25.31	360,850	2.0	24.39	360,850	24.39
\$10.07 to \$25.31	1,884,318	2.7	\$ 19.69	1,715,431	\$ 20.45

The Company's Long-Term Equity Incentive plan allows for the issuance of performance shares. Performance shares entitle the recipient to receive shares of the Company's common stock upon the achievement of performance goals that are specified in the award over a specified performance period. The recipient of performance shares is not treated as a shareholder of the Company and is not entitled to vote or receive dividends until the performance conditions stated in the award are satisfied and the shares of stock are actually issued to the recipient.

In January 2010, the Company granted 125,395 performance shares to employees for the two-year performance period from January 1, 2010 through December 31, 2011. In March 2011, the Company granted 125,410 performance shares to employees for the two-year performance period from January 1, 2011 through December 31, 2012. In January 2012, the Company granted 103,055 performance shares to employees for the two-year performance period from January 1, 2012 through December 31, 2013. In January 2013, the Company granted 83,620 performance shares to employees for the two-year performance period from January 1, 2013 through December 31, 2014. All of these performance shares vest over a three-year period and are valued at the fair value of the Company's stock at the grant date based upon the estimated number of shares expected to vest. No expense was recorded in 2011 related to the 2010 grant, as the Company failed to meet the performance threshold for the 2010-2011 performance period. Compensation expense of approximately \$193,000, \$659,000 and \$147,000 was recognized in 2013, 2012 and 2011, respectively, related to the 2011 grant of performance shares. Compensation expense of approximately \$650,000 and \$731,000 was recognized in 2013 and 2012, respectively, related to the 2012 grant of performance shares. Compensation expense of approximately \$801,000 was recognized in 2013 related to the 2013 grant of performance shares.

In May 2010, the Company awarded 5,000 restricted stock units covering 5,000 shares of Company common stock to its directors and the shares of stock covered by this award were issued to the directors in May 2011. No restricted stock units were awarded during 2011. In May 2012, the Company awarded 7,500 restricted stock units covering 7,500 shares of Company common stock to its directors with the shares of stock covered by this award issued to the directors in May 2013. In May 2013, the Company awarded 7,500 restricted stock units covering 7,500 shares of Company common stock to its directors with the shares of stock covered by this award to be issued to the directors in May 2014. Compensation expense of approximately \$104,000, \$67,000, and \$37,000 was recognized in 2013, 2012, and 2011, respectively, related to the restricted stock units issued to the Company's directors.

In June 2012, pursuant to the Long-Term Equity Incentive Plan, the Company awarded 60,000 restricted stock units covering 60,000 shares of Company common stock to senior executives with the shares of stock covered by this award to be issued to the senior executives equally beginning in June 2013 over a five-year period. Compensation expense

of approximately \$311,000 and \$199,000 was recognized in 2013 and 2012 related to the restricted stock units issued to the Company's senior executives.

In November 2012, pursuant to the Long-Term Equity Incentive Plan, the Company awarded 24,083 shares of restricted stock to a senior executive with the shares of stock covered by this award to be issued to the senior executive in November 2017. Compensation expense of approximately \$68,000 was recorded in 2013 related to the restricted stock issued to the Company's senior executive. Also in November 2012, pursuant to the Long-Term Equity Incentive Plan, the Company awarded 88,232 shares of restricted stock to a senior executive, with the shares of stock covered by this award to be issued to the senior executive in January 2015. Compensation expense of approximately \$600,000 was recorded in 2013 related to the restricted stock issued to the Company's senior executive.

In March 2013, pursuant to the Long-Term Equity Incentive Plan, the Company awarded 582,500 shares of restricted stock to employees, with the shares of stock covered by this award to be issued to employees in May 2018. Compensation expense of \$1.4 million was recorded in 2013 related to the restricted stock issued to the Company's employees. Also in March 2013, pursuant to the Long-Term Equity Incentive Plan, the Company awarded 21,341 shares of restricted stock to a senior executive with the shares of stock covered by this award to be issued to the senior

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executive equally beginning in March 2014 over a three-year period. Compensation expense of approximately \$160,000 was recorded in 2013 related to the restricted stock issued to the Company's senior executive.

(17) EARNINGS PER SHARE AND DIVIDEND DATA

The computation of basic earnings per share is based on the weighted average number of common shares outstanding. The computation of diluted earnings per share is based on the weighted average number of shares of common stock outstanding plus the shares resulting from the assumed exercise or vesting of all outstanding share-based awards using the treasury stock method. Weighted-average antidilutive stock options to purchase 1.2 million, 2.9 million and 2.8 million shares of Company common stock with a weighted average exercise price of \$23.81, \$20.64 and \$21.75 per share for 2013, 2012 and 2011, respectively, were excluded from diluted shares. Antidilutive other equity awards covering approximately 36,000 shares of Company common stock for 2011 were also excluded from diluted shares. There were no antidilutive other equity awards for 2013 and 2012. The following tables provide a reconciliation of the numerators and denominators of the basic and diluted earnings per share computations for the years ended December 31, 2013, 2012 and 2011:

	2013		
	Income	Shares	Per Share
	(Numerator)	(Denominator)	Amount
	(In thousands, except per share amounts)		
Basic EPS:			
Income available to common shareholders	\$ 94,115	95,048	\$ 0.99
Effect of dilutive stock options	-	284	
Diluted EPS:			
Income available to common shareholders plus assumed exercise	\$ 94,115	95,332	\$ 0.99

	2012		
	Income	Shares	Per Share
	(Numerator)	(Denominator)	Amount
	(In thousands, except per share amounts)		
Basic EPS:			
Income available to common shareholders	\$ 84,295	93,774	\$ 0.90
Effect of dilutive stock options	-	90	
Diluted EPS:			
Income available to common shareholders plus assumed exercise	\$ 84,295	93,864	\$ 0.90

	2011		
	Income	Shares	Per Share
	(Numerator)	(Denominator)	Amount
	(In thousands, except per share amounts)		
<b>Basic EPS:</b>			
Income available to common shareholders	\$ 37,569	83,486	\$ 0.45
Effect of dilutive stock options	-	23	
<b>Diluted EPS:</b>			
Income available to common shareholders plus assumed exercise	\$ 37,569	83,509	\$ 0.45

Dividends to shareholders are paid from dividends paid to the Company by the Bank which are subject to approval by the applicable state regulatory authority.

## (18) OTHER COMPREHENSIVE INCOME

The following tables present the components of other comprehensive income and the related tax effects allocated to each component for the years ended December 31, 2013, 2012 and 2011:

	2013		
	Before Tax Amount (In thousands)	Tax (Expense) Benefit	Net of Tax Amount
Net unrealized gains on available-for-sale securities:			
Unrealized (losses) gains arising during holding period	\$ (61,640)	\$ 23,603	\$ (38,037)
Reclassification adjustment for net (gains) losses realized in net income (1)	(46)	18	(28)
Recognized employee benefit plan net periodic benefit cost (2)	27,128	(10,376)	16,752
Other comprehensive loss	\$ (34,558)	\$ 13,245	\$ (21,313)

	2012		
	Before Tax Amount (In thousands)	Tax (Expense) Benefit	Net of Tax Amount
Net unrealized gains on available-for-sale securities:			
Unrealized gains (losses) arising during holding period	\$ 3,043	\$ (1,171)	\$ 1,872
Reclassification adjustment for net (gains) losses realized in net income (1)	(442)	169	(273)
Recognized employee benefit plan net periodic benefit cost (2)	(12,930)	4,946	(7,984)
Other comprehensive loss	\$ (10,329)	\$ 3,944	\$ (6,385)



	2011 Before Tax Amount (In thousands)	Tax (Expense) Benefit	Net of Tax Amount
Net unrealized gains on available-for-sale securities:			
Unrealized gains (losses) arising during holding period	\$ 55,882	\$ (21,405)	\$ 34,477
Reclassification adjustment for net (gains) losses realized in net income (1)	(12,127)	4,639	(7,488)
Recognized employee benefit plan net periodic benefit cost (2)	(23,963)	9,166	(14,797)
Other comprehensive income	\$ 19,792	\$ (7,600)	\$ 12,192

- (1) Reclassification adjustments for net gains on available-for-sale securities are reported as security gains, net on the consolidated statement 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 Footnote 14 – Pension, Other Post Retirement Benefit and Profit Sharing Plans.

#### (19) RELATED PARTY TRANSACTIONS

The Bank has made, and expects in the future to continue to make in the ordinary course of business, loans to directors and executive officers of the Company and their affiliates. In management's opinion, these transactions with directors and executive officers were made on substantially the same terms as those prevailing at the time for comparable transactions with other persons and did not involve more than the normal risk of collectibility or present any other unfavorable features. A summary of such outstanding loans is as follows:

	Amount (In thousands)
Loans outstanding at December 31, 2012	\$ 27,682
New loans	46,480
Repayments	(39,546)
Changes in directors and executive officers	-
Loans outstanding at December 31, 2013	\$ 34,616

#### (20) 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, mortgage loan prepayment speeds, market trends and industry demand. Data and assumptions used in the fair value calculation

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related to MSRs for the years ended December 31, 2013, 2012 and 2011 were as follows:

	2013	2012	2011
	(Dollars in thousands)		
	\$	\$	\$
Unpaid principal balance	5,577,325	5,058,912	4,293,552
Weighted-average prepayment speed (CPR)	10.3	17.1	22.7
Discount rate (annual percentage)	10.3	10.8	10.3
Weighted-average coupon interest rate (percentage)	4.2	4.4	4.9
Weighted-average remaining maturity (months)	310.0	307.0	311.0
Weighted-average servicing fee (basis points)	26.6	27.1	28.0

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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 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 years indicated:

	2013	2012
	(In thousands)	
Fair value at beginning of year	\$ 37,882	\$ 30,174
Additions:		
Origination of servicing assets	14,090	18,531
Changes in fair value:		
Due to payoffs/paydowns	(6,244)	(7,649)
Due to change in valuation inputs or assumptions used in the valuation model	8,943	(3,163)
Other changes in fair value	(9)	(11)
Fair value at end of year	\$ 54,662	\$ 37,882

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 \$14.6 million, \$13.0 million and \$11.6 million and late and other ancillary fees of \$1.4 million, \$1.4 million and \$1.3 million in 2013, 2012, and 2011, respectively.

## (21) REGULATORY MATTERS

The Company is subject to various regulatory capital requirements administered by the federal and state banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material adverse effect on the Company's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company must meet specific capital guidelines that involve quantitative measures of the Company's assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. The Company's capital amounts and classification are also subject to qualitative judgments by regulators about components, risk weightings and other factors. Quantitative measures established by the Board of Governors of the Federal Reserve to ensure capital adequacy require the Company to maintain minimum capital amounts and ratios (risk-based capital ratios). All banking companies are required to have core capital ("Tier 1") of at least 4% of risk-weighted assets, total capital of at least 8% of risk-weighted assets and a minimum Tier 1 leverage ratio of 4% of adjusted average assets. The regulations also define well capitalized levels of Tier 1, total capital and Tier 1 leverage as 6%, 10% and 5%, respectively. The Company and the Bank had Tier 1, total capital and Tier 1 leverage above the well capitalized levels at December 31, 2013 and 2012, respectively, as set forth in the following table:



	2013		2012	
	Amount	Ratio	Amount	Ratio
	(Dollars in thousands)			
Tier 1 capital (to risk-weighted assets)				
BancorpSouth, Inc.	\$ 1,255,244	12.99%	\$ 1,316,905	13.77%
BancorpSouth Bank	1,237,716	12.83	1,191,567	12.48
Total capital (to risk-weighted assets)				
BancorpSouth, Inc.	1,376,752	14.25	1,437,320	15.03
BancorpSouth Bank	1,359,195	14.09	1,311,840	13.74
Tier 1 leverage capital (to average assets)				
BancorpSouth, Inc.	1,255,244	9.93	1,316,905	10.25
BancorpSouth Bank	1,237,716	9.81	1,191,567	9.34

## (22) SEGMENTS

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. The increased net income of the Community Banking operating segment in 2013 compared to 2012 and in 2012 compared to 2011 was primarily related to the corresponding decrease in the provision for credit losses. The decreased net income of the General Corporate and Other operating segment in 2013 was primarily related to the decrease in mortgage lending revenue.

Results of operations and selected financial information by operating segment for the years ended December 31, 2013, 2012 and 2011 were as follows:

	Community Banking (In thousands)	Insurance Agencies	General Corporate and Other	Total
2013				
Results of Operations				
Net interest revenue	\$ 372,629	\$ 165	\$ 26,155	\$ 398,949
Provision for credit losses	5,824	-	1,676	7,500
Net interest income after provision for credit losses	366,805	165	24,479	391,449
Noninterest revenue	108,507	99,103	67,456	275,066

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Noninterest expense	324,513	86,557	123,779	534,849
Income (loss) before income taxes	150,799	12,711	(31,844)	131,666
Income tax expense (benefit)	47,454	5,175	(15,078)	37,551
Net income (loss)	\$ 103,345	\$ 7,536	\$ (16,766)	\$ 94,115
Selected Financial Information				
Total assets	\$ 9,809,428	\$ 187,424	\$ 3,032,881	\$ 13,029,733
Depreciation and amortization	22,912	3,655	2,956	29,523

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	Community Banking (In thousands)	Insurance Agencies	General Corporate and Other	Total
2012				
Results of Operations				
Net interest revenue	\$ 389,466	\$ 270	\$ 24,855	\$ 414,591
Provision for credit losses	25,482	-	2,518	28,000
Net interest income after provision				
for credit losses	363,984	270	22,337	386,591
Noninterest revenue	113,613	90,045	76,491	280,149
Noninterest expense	351,378	78,799	119,016	549,193
Income (loss) before income taxes	126,219	11,516	(20,188)	117,547
Income tax expense (benefit)	39,777	4,682	(11,207)	33,252
Net income (loss)	\$ 86,442	\$ 6,834	\$ (8,981)	\$ 84,295
Selected Financial Information				
Total assets	\$ 10,232,036	\$ 173,832	\$ 2,991,330	\$ 13,397,198
Depreciation and amortization	23,773	3,616	3,553	30,942

	Community Banking (In thousands)	Insurance Agencies	General Corporate and Other	Total
2011				
Results of Operations				
Net interest revenue	\$ 407,648	\$ 329	\$ 26,936	\$ 434,913
Provision for credit losses	127,794	-	2,287	130,081
Net interest income after provision				
for credit losses	279,854	329	24,649	304,832
Noninterest revenue	126,807	86,955	57,083	270,845
Noninterest expense	338,125	73,793	121,715	533,633
Income (loss) before income taxes	68,536	13,491	(39,983)	42,044
Income tax expense (benefit)	40,454	5,423	(41,402)	4,475
Net income	\$ 28,082	\$ 8,068	\$ 1,419	\$ 37,569
Selected Financial Information				
Total assets	\$ 10,169,986	\$ 163,995	\$ 2,661,870	\$ 12,995,851
Depreciation and amortization	24,167	3,826	4,221	32,214

(23) DERIVATIVE INSTRUMENTS

The derivative instruments 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 December 31, 2013, the notional amount of forward commitments to sell individual fixed-rate mortgage loans was \$90.2 million, with a carrying value and fair value reflecting a gain of approximately \$654,000. At December 31, 2012, the notional amount of forward commitments to sell individual fixed-rate mortgage loans was \$231.2 million, with a carrying value and fair value reflecting a loss of approximately \$536,000. At December 31, 2013, the notional amount of commitments to fund individual fixed-rate mortgage loans was \$55.4 million, with a carrying value and fair value reflecting a gain of approximately \$567,000. At December 31, 2012, the notional amount of commitments to fund individual fixed-rate mortgage loans was \$198.3 million, with a carrying value and fair value reflecting a gain of \$4.1 million.



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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 December 31, 2013, the notional amount of customer related derivative financial instruments was \$412.9 million, with an average maturity of 54.7 months, an average interest receive rate of 2.5% and an average interest pay rate of 5.6%. As of December 31, 2012, the notional amount of customer related derivative financial instruments was \$496.2 million, with an average maturity of 59.9 months, an average interest receive rate of 2.5% and an average interest pay rate of 5.7%.

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 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:

		December 31, 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		\$ 1,324	\$ -	\$ 1,324	\$ -	\$ -	\$ 1,324			
Loan/lease interest rate swaps		29,249	-	29,249	-	-	29,249			
Total financial assets		\$ 30,573	\$ -	\$ 30,573	\$ -	\$ -	\$ 30,573			
Financial liabilities:										
Derivatives:		\$ 103	\$ -	\$ 103	\$ -	\$ -	\$ 103			

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Forward commitments									
Loan/lease interest rate swaps	29,249	-	29,249	-	(29,249)	-			
Repurchase arrangements	421,028	-	421,028	(421,028)	-	-			
Total financial liabilities	\$ 450,380	\$ -	\$ 450,380	\$ (421,028)	\$ (29,249)	\$ -			103

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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	\$ 4,169	\$ -	\$ 4,169	\$ -	\$ -	\$ 4,169
Loan/lease interest rate swaps	52,154	-	52,154	-	-	52,154
Total financial assets	\$ 56,323	\$ -	\$ 56,323	\$ -	\$ -	\$ 56,323
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

(24) COMMITMENTS AND CONTINGENT LIABILITIES

Leases

Rent expense was \$7.4 million for 2013, \$7.2 million for 2012 and \$7.1 million for 2011. Future minimum lease payments for the following five years for all non-cancelable operating leases with initial or remaining terms of one year or more consisted of the following at December 31, 2013:

Amount  
(In thousands)

2014	\$	4,990
2015		3,715
2016		3,042
2017		2,566
2018		1,140
Thereafter		4,254
Total future minimum lease payments	\$	19,707

#### Mortgage Loans Serviced for Others

The Company services mortgage loans for others that are not included as assets in the Company's accompanying consolidated financial statements. Included in the \$5.6 billion of loans serviced for investors at December 31, 2013 was \$1.3 million of primary recourse servicing pursuant to which the Company is responsible for any losses incurred in the event of nonperformance by the mortgagor. The Company's exposure to credit loss in the event of such nonperformance is the unpaid principal balance at the time of default. This exposure is limited by the underlying collateral, which consists of single family residences and either federal or private mortgage insurance.

#### Lending Commitments

In the normal course of business, there are outstanding various commitments and other arrangements for credit which are not reflected in the consolidated balance sheets. As of December 31, 2013, these included \$105.4 million for letters of credit and \$2.0 billion for interim mortgage financing, construction credit, credit card and revolving line of credit arrangements. The Company did not realize significant credit losses from these commitments and arrangements during the years ended December 31, 2013, 2012 and 2011.

## Litigation

The nature of the Company's business ordinarily results in a certain amount of claims, litigation, investigations and legal and administrative investigations 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 as well as certain threatened claims (which are not considered incidental to the ordinary conduct of the Company's business) 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 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 December 31, 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 by allegedly issuing materially false and misleading statements regarding the Company's business and financial results. The plaintiff is seeking to recover alleged damages in an unspecified amount

and equitable and/or injunctive relief, and attorneys' fees. A motion to dismiss has been under advisement by the court since early 2013. 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.

On May 18, 2010, the Bank was named as a defendant in a purported 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 have concluded and the case has been remanded to the U.S.

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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.

(25) CONDENSED PARENT COMPANY INFORMATION

The following condensed financial information reflects the accounts and transactions of the Company (excluding its subsidiaries) at the dates and for the years indicated:

Condensed Balance Sheets	December 31,	
	2013	2012
Assets:	(In thousands)	
Cash on deposit with subsidiary bank	\$ 56,751	\$ 114,394
Investment in subsidiaries	1,527,137	1,484,097
Other assets	11,525	13,398
Total assets	\$ 1,595,413	\$ 1,611,889
Liabilities and shareholders' equity:		
Total liabilities	\$ 82,283	\$ 162,837
Shareholders' equity	1,513,130	1,449,052
Total liabilities and shareholders' equity	\$ 1,595,413	\$ 1,611,889

Condensed Statements of Income	Year Ended December 31,		
	2013	2012	2011
	(In thousands)		
Dividends from subsidiaries	\$ 35,000	\$ -	\$ 23,000
Other operating income	1,775	1,253	268
Total income	36,775	1,253	23,268
Operating expenses	15,033	16,931	17,358
Income (loss) before tax benefit and equity in undistributed earnings	21,742	(15,678)	5,910
Income tax benefit	5,860	5,732	6,050
Income (loss) before equity in undistributed earnings of subsidiaries	27,602	(9,946)	11,960
Equity in undistributed earnings of subsidiaries	66,513	94,241	25,609
Net income	\$ 94,115	\$ 84,295	\$ 37,569





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Condensed Statements of Cash Flows	Year Ended December 31,		
	2013	2012	2011
	(In thousands)		
Operating activities:			
Net income	\$ 94,115	\$ 84,295	\$ 37,569
Adjustments to reconcile net income to net cash provided by operating activities	(62,419)	(95,231)	(30,348)
Net cash provided by (used in) operating activities	31,696	(10,936)	7,221
Financing activities:			
Cash dividends	(11,383)	(3,778)	(11,689)
Redemption of junior subordinated debt	(128,866)	-	-
Advance of long-term debt	50,000	-	-
Repayment of long-term debt	(1,786)	-	-
Common stock transactions, net	2,696	112,008	2,596
Net cash (used in) provided by financing activities	(89,339)	108,230	(9,093)
(Decrease) increase in cash and cash equivalents	(57,643)	97,294	(1,872)
Cash and cash equivalents at beginning of year	114,394	17,100	18,972
Cash and cash equivalents at end of year	\$ 56,751	\$ 114,394	\$ 17,100

(26) OTHER NONINTEREST INCOME AND EXPENSE

The following table details other noninterest income for the three years ended December 31, 2013, 2012 and 2011:

	2013	2012	2011
	(In thousands)		
Annuity fees	\$ 2,312	\$ 2,243	\$ 3,323
Brokerage commissions and fees	7,203	6,714	5,918
Bank-owned life insurance	8,314	8,074	7,662
Other miscellaneous income	15,153	15,124	16,599
Total other noninterest income	\$ 32,982	\$ 32,155	\$ 33,502

The following table details other noninterest expense for the three years ended December 31, 2013, 2012 and 2011:

	2013	2012	2011
	(In thousands)		
Advertising	\$ 4,558	\$ 4,869	\$ 5,098
Foreclosed property expense	11,728	39,406	27,796
Telecommunications	8,481	8,515	8,386
Public relations	4,258	5,434	5,727
Data processing	10,962	10,234	9,677
Computer software	8,496	7,476	7,502

Amortization of intangibles	2,979	3,222	3,324
Legal expenses	20,426	9,334	9,170
Postage and shipping	4,369	4,465	4,812
Other miscellaneous expense	66,801	71,994	73,945
Total other noninterest expense	\$ 143,058	\$ 164,949	\$ 155,437

(27) SUBSEQUENT EVENTS

On January 8, 2014, the Company announced the signing of a definitive merger agreement with Ouachita Bancshares Corp., parent company of Ouachita Independent Bank (collectively referred to as “OIB”), headquartered in Monroe, Louisiana, pursuant to which Ouachita Bancshares Corp. will be merged with and into the Company. Under the

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terms of the definitive agreement, the Company will issue a maximum of 3,675,000 shares of the Company's common stock plus \$22.9 million in cash for all outstanding shares of Ouachita Bancshares Corp.'s capital stock, subject to certain conditions and potential adjustments. The transaction is subject to certain conditions, including the approval of OIB's shareholders and customary regulatory approvals, and is expected to close during the second quarter of 2014.

On January 22, 2014, the Company announced the signing of a definitive merger agreement with Central Community Corporation, headquartered in Temple, Texas, pursuant to which Central Community Corporation will be merged with and into the Company. Central Community Corporation is the parent company of First State Bank Central Texas, which is headquartered in Austin, Texas. Under the terms of the definitive agreement, the Company will issue approximately 7,250,000 shares of the Company's common stock plus \$28.5 million in cash for all outstanding shares of Central Community Corporation's capital stock, subject to certain conditions and potential adjustments. The transaction is subject to certain conditions, including the approval by Central Community Corporation's shareholders and customary regulatory approvals, and is expected to close during the second quarter of 2014.

The Company has evaluated any additional subsequent events through the date of this filing. Management does not believe there are any additional material subsequent events which would require further disclosure.

#### (28) CORRECTION OF IMMATERIAL ERROR

During 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 and reported purchases of and proceeds from death benefits of bank-owned life insurance 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 statements taken as a whole. The following table reflects the changes in the cash flow statements for the years ended December 31, 2012 and December 31, 2011:

	As Originally Reported	Adjustment	As Adjusted
Year Ended December 31, 2012			
Net cash provided by operating activities	\$ 133,331	\$ 27,326	\$ 160,657
Net cash provided by investing activities	292,473	(27,326)	265,147
Net cash provided by financing activities	278,466	-	278,466
Increase in cash and cash equivalents	704,270	-	704,270
Cash and cash equivalents at beginning of period	499,344	-	499,344
Cash and cash equivalents at end of period	\$ 1,203,614	\$ -	\$ 1,203,614

Year Ended December 31, 2011

Net cash provided by operating activities	\$ 256,425	\$ 19,691	\$ 276,116
Net cash provided by investing activities	661,840	(19,691)	642,149
Net cash used in financing activities	(691,007)	-	(691,007)
Increase in cash and cash equivalents	227,258	-	227,258
Cash and cash equivalents at beginning of period	272,086	-	272,086
Cash and cash equivalents at end of period	\$ 499,344	\$ -	\$ 499,344

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

There have been no changes in the Company's independent accountants and auditors for the two most recent fiscal years.

ITEM 9A. CONTROLS AND PROCEDURES.

CONCLUSION REGARDING THE EFFECTIVENESS OF DISCLOSURE CONTROLS AND PROCEDURES

The Company, with the participation of its management, including the Company's Chief Executive Officer and Chief Financial Officer, carried out an evaluation of the effectiveness of the design and operation of its disclosure controls and procedures (as defined in Rules 13a-15 and 15d-15 under the Exchange Act) as of the end of the period covered by this Report.

Based upon that evaluation and as of the end of the period covered by this Report, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective in ensuring that information required to be disclosed in its reports that the Company files or submits to the SEC under the Exchange Act is recorded, processed, summarized and reported on a timely basis.

Pursuant to Section 404 of the Sarbanes-Oxley Act, the Company has included a report of management's assessment of the design and operating effectiveness of its internal controls as part of this Report. The Company's independent registered public accounting firm reported on the effectiveness of internal control over financial reporting. Management's report and the independent registered public accounting firm's report are included with the Company's 2013 consolidated financial statements in Item 8 of this Report under the captions entitled "Management's Report on Internal Control Over Financial Reporting" and "Report of Independent Registered Public Accounting Firm."

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

There have been no changes in the Company's internal control over financial reporting that occurred during the last fiscal quarter that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

ITEM 9B. OTHER INFORMATION.

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.

Information concerning the directors and nominees of the Company appears under the caption “Proposal 1: Election of Directors” in the Company's definitive Proxy Statement for its 2014 annual meeting of shareholders, and is incorporated herein by reference.

EXECUTIVE OFFICERS OF THE REGISTRANT

Certain information regarding executive officers is included under the section captioned “Executive Officers of the Registrant” in Part I, Item 1, elsewhere in the Report.

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## AUDIT COMMITTEE FINANCIAL EXPERT

Information regarding audit committee financial experts serving on the Audit Committee of the Company's Board of Directors appears under the caption "Corporate Governance - Committees of the Board of Directors" in the Company's definitive Proxy Statement for its 2014 annual meeting of shareholders, and is incorporated herein by reference.

## IDENTIFICATION OF THE AUDIT COMMITTEE

Information regarding the Audit Committee and the identification of its members appears under the caption "Corporate Governance - Committees of the Board of Directors" in the Company's definitive Proxy Statement for its 2014 annual meeting of shareholders, and is incorporated herein by reference. In establishing the Audit Committee's compliance with Rule 10A-3 under the Exchange Act, each member of the Company's Audit Committee is relying upon the exemption provided by Rule 10A-3(b)(1)(iv)(B) of the Exchange Act because each member of the Audit Committee is also a member of the Bank's Board of Directors.

## MATERIAL CHANGES TO PROCEDURES BY WHICH SECURITY HOLDERS MAY RECOMMEND NOMINEES

The Company has not made any material changes to the procedures by which its shareholders may recommend nominees to the Company's Board of Directors since the date of the Company's definitive Proxy Statement for its 2013 annual meeting of shareholders.

## SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Information regarding the Section 16(a) beneficial ownership compliance of each of the Company's directors and executive officers or each person who owns more than 10% of the outstanding shares of the Company's common stock appears under the caption "General Information - Section 16(a) Beneficial Ownership Reporting Compliance" in the Company's definitive Proxy Statement for its 2014 annual meeting of shareholders, and is incorporated herein by reference.

## CERTAIN CORPORATE GOVERNANCE DOCUMENTS

The Company has adopted a code of business conduct and ethics that applies to its directors, chief executive officer, chief financial officer, other officers, other financial reporting persons and employees. The Company has also adopted Corporate Governance Principles for its Board of Directors. These documents, as well as the charters of the Audit Committee, Executive Compensation and Stock Incentive Committee and Nominating Committee of the Board of Directors, are available on the Company's website at [www.bancorpsouth.com](http://www.bancorpsouth.com) on the Investors Relations webpage under the captions "Corporate Information-Governance Documents" and "-Committee Charting," or shareholders may request a free copy of these documents from:

BancorpSouth, Inc.

Corporate Secretary

One Mississippi Plaza

201 South Spring Street

Tupelo, Mississippi 38804

(662) 680-2000

The Company intends to disclose any amendments to its code of business conduct and ethics and any waiver from a provision of the code, as required by the SEC, on the Company's website within four business days following such amendment or waiver.



## ITEM 11. EXECUTIVE COMPENSATION.

This information appears under the captions “Executive Compensation,” “Compensation Discussion and Analysis,” “Director Compensation” and “Executive Compensation and Stock Incentive Committee Report” in the Company's definitive Proxy Statement for its 2014 annual meeting of shareholders, and is incorporated herein by reference.

## ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

Information regarding the security ownership of certain beneficial owners and directors, nominees and executive officers of the Company appears under the caption “Security Ownership of Certain Beneficial Owners and Management” in the Company’s definitive Proxy Statement for its 2014 annual meeting of shareholders, and is incorporated herein by reference.

The following table provides information as of December 31, 2013 with respect to compensation plans (including individual compensation arrangements) under which shares of Company common stock are authorized for issuance:

Plan Category	Number of Securities		Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans(1)
	to be Issued upon Exercise of Outstanding Options, Warrants and Rights	Outstanding Options, Warrants and Rights		
Equity compensation plans approved by shareholders (2)	1,881,539		\$ 19.70	4,181,971
Equity compensation plans not approved by shareholders	2,779		13.86	380,837
Total	1,884,318		\$ 19.69	4,562,808

(1) Excludes shares to be issued upon exercise of outstanding options.

(2) Excludes 723,156 restricted shares that were unvested, 55,500 restricted stock units that were unvested and 297,346 performance shares that were unearned as of December 31, 2013. Equity compensation plans approved by shareholders include the BancorpSouth, Inc. Director Stock Plan, the BancorpSouth, Inc. Executive Performance Incentive Plan, as amended, the BancorpSouth, Inc. Long-Term Equity Incentive Plan, as amended, and the BancorpSouth, Inc. 1995 Non-Qualified Stock Option Plan for Non-employee Directors, as amended.

(3) Equity compensation plans not approved by shareholders include the BancorpSouth, Inc. 1998 Stock Option Plan, as amended, and the plan assumed in connection with the merger of Business Holding Corporation, which was

effective December 31, 2004.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.

Information regarding certain relationships and related transactions with management and others appears under the caption "Certain Relationships and Related Transactions" in the Company's definitive Proxy Statement for its 2014 annual meeting of shareholders, and is incorporated herein by reference. Information regarding director independence appears under the caption "Corporate Governance – Director Independence" in the Company's definitive Proxy Statement for its 2014 annual meeting of shareholders, and is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

Information regarding accountant fees and services appears under the caption "Proposal 2: Ratification of Appointment of Independent Registered Public Accounting Firm" in the Company's definitive Proxy Statement for its 2014 annual meeting of shareholders, and is incorporated herein by reference.

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PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

(a) Index to Consolidated Financial Statements, Financial Statement Schedules and Exhibits:

1. Consolidated Financial Statements: See "Item 8. Financial Statements and Supplementary Data."
2. Consolidated Financial Statement Schedules:  
All schedules are omitted as the required information is inapplicable or the information is presented in the financial statements or related notes.
3. Exhibits:
  - (3) (a) Restated Articles of Incorporation, as amended. (1)
  - (b) Bylaws, as amended and restated. (2)
  - (c) Amendment No. 1 to Amended and Restated Bylaws. (3)
  - (d) Amendment No. 2 to Amended and Restated Bylaws (4)
  - (e) Amendment No. 3 to Amended and Restated Bylaws (4)
- (4) (a) Specimen Common Stock Certificate. (5)
- (b) Certain instruments defining the rights of certain holders of long-term debt

securities of the Registrant are omitted pursuant to Item 601(b)(4)(iii)(A) of Regulation S-K. The Registrant hereby agrees to furnish copies of these instruments to the SEC upon request.

- (10) (a) BancorpSouth, Inc. Supplemental Executive Retirement Plan, as amended and restated. (6)(29)
- (b) Amendment to BancorpSouth, Inc. Supplemental Executive Retirement Plan. (7)(26)
- (c) BancorpSouth, Inc. Amended and Restated Long-Term Equity Incentive Plan. (8)(26)
- (d) Amendment to BancorpSouth, Inc. Amended and Restated Long-Term Equity Incentive Plan. \*(27)
- (e) BancorpSouth, Inc. Amended and Restated Executive Performance Incentive Plan. (9)(26)
- (f) Form of Performance Share Award Agreement.

- (10)(26)
- (g) Form of Restricted Stock Agreement.  
(9)(26)
- (h) BancorpSouth, Inc. Director Stock Plan, as amended and restated. (8)(26)
- (i) BancorpSouth, Inc. 1995 Non-Qualified Stock Option Plan for Non-Employee Directors.  
(11)(26)
- (j) Amendment to the BancorpSouth, Inc. 1995 Non-Qualified Stock Option Plan for Non-Employee Directors  
(12)(26)
- (k) Amendment to the BancorpSouth, Inc. 1995 Non-Qualified Stock Option Plan for Non-Employee Director's.\* (26)
- (l) BancorpSouth, Inc. 1998 Stock Option Plan  
(13)(26)
- (m) Amendment to the BancorpSouth, Inc. 1998 Stock Option Plan  
(14)(26)
- (n) BancorpSouth, Inc. Restoration Plan, as amended and restated.

- (6)(26)
- (o) BancorpSouth, Inc. Amended and Restated Deferred Compensation Plan. (6)(26)
- (p) BancorpSouth, Inc. Home Office Incentive Plan. (15)(26)
- (q) Description of Dividend Reinvestment Plan. (16)(26)
- (r) BancorpSouth, Inc., Amended and Restated Salary Deferral-Profit Sharing Employee Stock Ownership Plan. (17)(26)
- (s) Executive Employment Agreement with James D. Rollins III. (8)(26)
- (t) Amendment to Executive Employment Agreement with James D. Rollins III. (9)(26)
- (u) Restricted Stock Agreement with James D. Rollins III. (9)(26)
- (v) BancorpSouth, Inc. Long-Term Equity Incentive Plan Restricted Stock Award Agreement with James D. Rollins. (26)
- (w) Form of BancorpSouth, Inc. Change in Control

- Agreement.  
(18)(26)
- (x) Form of  
Amendment to  
BancorpSouth,  
Inc. Change in  
Control  
Agreement.  
(6)(26)
- (y) BancorpSouth,  
Inc. Change in  
Control  
Agreement for  
Aubrey B.  
Patterson.  
(19)(26)
- (z) BancorpSouth,  
Inc. Change in  
Control  
Agreement for  
James V. Kelley.  
(20)(26)
- (aa) BancorpSouth,  
Inc. Change in  
Control  
Agreement for  
William L.  
Prater. (21)(26)
- (bb) BancorpSouth,  
Inc. Change in  
Control  
Agreement for  
Gordon Lewis.  
(22)(26)

~~Bancorp~~South,  
Inc. Change in  
Control

Agreement for  
James D.  
Rollins III.

(8)(26)

~~Bancorp~~South,  
Inc. Change in  
Control

Agreement for  
W. James  
Threadgill,

Jr.\*(26)

~~Bancorp~~South,  
Inc. 1994 Stock  
Incentive Plan,  
as amended and  
restated.

(11)(26)

~~Bancorp~~South,  
Inc. Deferred  
Directors' Fee  
Unfunded Plan.

(6)(26)

~~Premier~~  
Bancorp, Inc.  
1998 Stock  
Option Plan.

(23)(26)

~~Premier~~  
Bancorp, Inc.  
1998 Outside  
Director Stock  
Option Plan.

(23)(26)

~~Form~~ of Stock  
Option

Agreement for  
converted  
Business  
Holding  
Corporation

Options  
(Vesting).

(23)(26)

~~Form~~ of Stock  
Option

Agreement for  
converted  
Business



Holding  
Corporation  
Options  
(Non-Vesting).  
(23)(26)

~~Salary~~  
Continuation  
Agreement with  
Gordon R.  
Lewis. (24)(26)

~~Retirement~~  
Agreement and  
Release with  
Larry Bateman.  
(9)(26)

~~Credit~~  
Agreement,  
dated as of  
August 8, 2013,  
among  
BancorpSouth,  
Inc., U.S. Bank  
National  
Association and  
First Tennessee  
Bank, National  
Association.  
(25)

~~Subsidiaries of  
the Registrant.\*~~

~~Consent of  
Independent  
Registered  
Public  
Accounting  
Firm.\*~~

~~Certification of  
the Chief  
Executive  
Officer of  
BancorpSouth,  
Inc. pursuant to  
Rule 13a-14 or  
15d-14 of the  
Securities  
Exchange Act of  
1934, as  
amended, as  
adopted  
pursuant to  
Section 302 of~~

the  
Sarbanes-Oxley  
Act of 2002.\*  
~~Cer~~ Certification of  
the Chief  
Financial  
Officer of  
BancorpSouth,  
Inc. pursuant to  
Rule 13a-14 or  
15d-14 of the  
Securities  
Exchange Act of  
1934, as  
amended, as  
adopted  
pursuant to  
Section 302 of  
the  
Sarbanes-Oxley  
Act of 2002.\*  
~~Cer~~ Certification of  
the Chief  
Executive  
Officer of  
BancorpSouth,  
Inc. pursuant to  
18 U.S.C.  
Section 1350, as  
adopted  
pursuant to  
Section 906 of  
the  
Sarbanes-Oxley  
Act of 2002.\*  
~~Cer~~ Certification of  
the Chief  
Financial  
Officer of  
BancorpSouth,  
Inc. pursuant to  
18 U.S.C.  
Section 1350, as  
adopted  
pursuant to  
Section 906 of  
the  
Sarbanes-Oxley  
Act of 2002.\*  
~~Pl~~ Pursuant to Rule  
405 of

Regulation S-T, the following financial information from the Company's Annual Report on Form 10-K for the year ended December 31, 2013, is formatted in XBRL (Extensible Business Reporting Language) interactive data files: (i) the Consolidated Balance Sheets as of December 31, 2013 and 2012, (ii) the Consolidated Statements of Income for each of the years ended December 31, 2013, 2012 and 2011, (iii) the Consolidated Statements of Comprehensive Income for each of the years ended December 31, 2013, 2012 and 2011, (iv) the Consolidated Statement of Shareholders' Equity for each of the years ended December 31, 2013, 2012, 2011, (v) the

Consolidated  
Statements of  
Cash Flows for  
each of the  
years ended  
December 31,  
2013, 2012 and  
2011, and (vi)  
the Notes to  
Consolidated  
Financial  
Statements,  
tagged as blocks  
of text.\*(28)

- (1) Filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the three months ended June 30, 2009 (file number 1-12991) and incorporated by reference thereto.
- (2) Filed as an exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 1998 (file number 1-12991) and incorporated by reference thereto.
- (3) Filed as an exhibit to the Company's Annual Report on Form 10-K for the year ended December 31,

- 2000 (file number 1-12991) and incorporated by reference thereto.
- (4) Filed as an exhibit to the Company's Current Report on Form 8-K filed on January 26, 2007 (File number 1-12991) and incorporated by reference thereto.
- (5) Filed as an exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 1994 (file number 0-10826) and incorporated by reference thereto.
- (6) Filed as an exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2008 (file number 1-12991) and incorporated by reference thereto.
- (7) Filed as an exhibit to the Company's Quarterly Report on Form

- 10-Q for the three months ended September 30, 2012 (file number 1-12991) and incorporated by reference thereto.
- (8) Filed as an exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2012 (file number 1-12991) and incorporated by reference thereto.
- (9) Filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the three months ended March 31, 2003 (file number 1-12991) and incorporated by reference thereto.
- (10) Filed as an exhibit to the Company's Current Report on Form 8-K filed on March 7, 2007 (file number 1-12991) and incorporated by reference thereto.



- (11) Filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the three months ended June 30, 2005 (file number 1-12991) and incorporated by reference thereto.
- (12) Filed as an exhibit to the Company's Current Report on Form 8-K filed on April 29, 2008 (file number 1-12991) and incorporated by reference thereto.
- (13) Filed as an exhibit to the Company's Post-Effective Amendment No. 5 on Form S-3 to Form S-4 filed on February 23, 1999 (Registration No. 333-280181) and incorporated by reference thereto.
- (14) Filed as an exhibit to the Company's registration statement on Form S-3 filed on March 13, 2007



- (Registration No. 333-141250) and incorporated by reference thereto.
- (15) Filed as an exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2002 (file number 1-12991) and incorporated by reference thereto.
- (16) Filed as the Company's prospectus pursuant to Rule 424(b)(2) filed on January 5, 2004 (Registration No. 033-03009) and incorporated by reference thereto.
- (17) Filed as an exhibit to the Company's registration statement on Form S-8 filed on April 19, 2006 (Registration No. 333-133390) and incorporated by reference thereto.

- (18) Filed as an exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2003 (file number 1-12991) and incorporated by reference thereto.
- (19) Filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the three months ended March 31, 1999 (file number 1-12991) and incorporated by reference thereto.
- (20) Filed as an exhibit to the Company's registration statement on Form S-4 filed on June 14, 2000 (Registration No. 333-39326) and incorporated by reference thereto.
- (21) Filed as an exhibit to the Company's Current Report on Form 8-K filed on June 25, 2009 (file

- number  
1-12991) and  
incorporated  
by reference  
thereto.
- (22) Filed as an  
exhibit to the  
Company's  
Annual Report  
on Form 10-K  
for the year  
ended  
December 31,  
2007 (file  
number  
1-12991) and  
incorporated  
by reference  
thereto.
- (23) Filed as an  
exhibit to the  
Company's  
registration  
statement on  
Form S-8 filed  
on December  
30, 2004  
(Registration  
No.  
333-121785)  
and  
incorporated  
by reference  
thereto.
- (24) Filed as an  
exhibit to the  
Company's  
Quarterly  
Report on  
Form 10-Q for  
the three  
months ended  
March 31,  
2012 (file  
number  
1-12991) and  
incorporated  
by reference  
thereto.
- (25) Filed as an  
exhibit to the

Company's  
Current Report  
on Form 8-K  
filed on  
August 8,  
2013 (file  
number  
1-12991) and  
incorporated  
by reference  
thereto.

- (26) Compensatory  
plans or  
arrangements.
- (27) As provided in  
Rule 406T of  
Regulation  
S-T, this  
information is  
furnished and  
not filed for  
purposes of  
Sections 11  
and 12 of the  
Securities Act  
of 1933 and  
Section 18 of  
the Securities  
Exchange Act  
of 1934.

\* Filed herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BANCORPSOUTH, INC.

DATE: February 25, 2014 By: /s/James D. Rollins III  
James D. Rollins III  
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

/s/James D. Rollins III Chief Executive Officer (Principal  
James D. Rollins III Executive Officer) and Director February 25, 2014

/s/William L. Prater Treasurer and Chief Financial  
William L. Prater Officer (Principal Financial  
Officer) February 25, 2014

/s/Gus J. Blass III Director February 25, 2014  
Gus J. Blass III

/s/James E. Campbell III Director February 25, 2014  
James E. Campbell III

/s/Albert C. Clark Director February 25, 2014  
Albert C. Clark

/s/Grace Clark Director February 25, 2014  
Grace Clark

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/s/Hassell H. Franklin      Director      February 25, 2014  
Hassell H. Franklin

/s/W. G. Holliman, Jr.      Director      February 25, 2014  
W. G. Holliman, Jr.

/s/Warren A. Hood, Jr.      Director      February 25, 2014  
Warren A. Hood, Jr.

/s/Keith J. Jackson      Director      February 25, 2014  
Keith J. Jackson

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/s/James V. Kelley James V. Kelley	Director	February 25, 2014
/s/Larry G. Kirk Larry G. Kirk	Director	February 25, 2014
/s/Turner O. Lashlee Turner O. Lashlee	Director	February 25, 2014
/s/Guy W. Mitchell III Guy W. Mitchell III	Director	February 25, 2014
/s/Robert C. Nolan Robert C. Nolan	Director	February 25, 2014
/s/W. Cal Partee, Jr. W. Cal Partee, Jr.	Director	February 25, 2014
/s/Aubrey B. Patterson Aubrey B. Patterson	Chairman of the Board and Director	February 25, 2014
/s/Alan W. Perry Alan W. Perry	Director	February 25, 2014
/s/Thomas H. Turner Thomas H. Turner	Director	February 25, 2014

INDEX TO EXHIBITS

Exhibit No. Description

- (3) (a) Restated Articles of Incorporation, as amended. (1)
- (b) Bylaws, as amended and restated. (2)
- (c) Amendment No. 1 to Amended and Restated Bylaws. (3)
- (d) Amendment No. 2 to Amended and Restated Bylaws (4)
- (e) Amendment No. 3 to Amended and Restated Bylaws (4)
- (4) (a) Specimen Common Stock Certificate. (5)
- (b) Certain instruments defining the rights of certain holders of long-term debt securities of the Registrant are omitted pursuant to Item 601(b)(4)(iii)(A) of Regulation S-K. The Registrant hereby agrees to furnish copies of these instruments to the SEC upon request.
- (10) (a) BancorpSouth, Inc. Supplemental Executive Retirement Plan,



- as amended and restated. (6)(29)
- (b) Amendment to BancorpSouth, Inc. Supplemental Executive Retirement Plan. (7)(26)
- (c) BancorpSouth, Inc. Amended and Restated Long-Term Equity Incentive Plan. (8)(26)
- (d) Amendment to BancorpSouth, Inc. Amended and Restated Long-Term Equity Incentive Plan.\*(27)
- (e) BancorpSouth, Inc. Amended and Restated Executive Performance Incentive Plan. (9)(26)
- (f) Form of Performance Share Award Agreement. (10)(26)
- (g) Form of Restricted Stock Agreement. (9)(26)
- (h) BancorpSouth, Inc. Director Stock Plan, as amended and restated. (8)(26)
- (i) BancorpSouth, Inc. 1995 Non-Qualified Stock Option Plan for Non-Employee Directors. (11)(26)

- (j) Amendment to the BancorpSouth, Inc. 1995 Non-Qualified Stock Option Plan for Non-Employee Directors (12)(26)
- (k) Amendment to the BancorpSouth, Inc. 1995 Non-Qualified Stock Option Plan for Non-Employee Director's.\*(26)
- (l) BancorpSouth, Inc. 1998 Stock Option Plan (13)(26)
- (m) Amendment to the BancorpSouth, Inc. 1998 Stock Option Plan (14)(26)
- (n) BancorpSouth, Inc. Restoration Plan, as amended and restated. (6)(26)
- (o) BancorpSouth, Inc. Amended and Restated Deferred Compensation Plan. (6)(26)
- (p) BancorpSouth, Inc. Home Office Incentive Plan. (15)(26)
- (q) Description of Dividend Reinvestment Plan. (16)(26)
- (r) BancorpSouth, Inc., Amended and Restated

- Salary
- Deferral-Profit
- Sharing
- Employee Stock
- Ownership Plan.
- (17)(26)
- (s) Executive
- Employment
- Agreement with
- James D. Rollins
- III. (8)(26)
- (t) Amendment to
- Executive
- Employment
- Agreement with
- James D. Rollins
- III. (9)(26)
- (u) Restricted Stock
- Agreement with
- James D. Rollins
- III. (9)(26)
- (v) BancorpSouth,
- Inc. Long-Term
- Equity Incentive
- Plan Restricted
- Stock Award
- Agreement with
- James D. Rollins.
- (26)
- (w) Form of
- BancorpSouth,
- Inc. Change in
- Control
- Agreement.
- (18)(26)
- (x) Form of
- Amendment to
- BancorpSouth,
- Inc. Change in
- Control
- Agreement.
- (6)(26)
- (y) BancorpSouth,
- Inc. Change in
- Control
- Agreement for
- Aubrey B.
- Patterson.
- (19)(26)
- (z) BancorpSouth,
- Inc. Change in

- Control  
Agreement for  
James V. Kelley.  
(20)(26)
- (aa) BancorpSouth,  
Inc. Change in  
Control  
Agreement for  
William L.  
Prater. (21)(26)
- (bb) BancorpSouth,  
Inc. Change in  
Control  
Agreement for  
Gordon Lewis.  
(22)(26)
- (cc) BancorpSouth,  
Inc. Change in  
Control  
Agreement for  
James D. Rollins  
III. (8)(26)
- (dd) BancorpSouth,  
Inc. Change in  
Control  
Agreement for  
W. James  
Threadgill,  
Jr.\*(26)
- (ee) BancorpSouth,  
Inc. 1994 Stock  
Incentive Plan,  
as amended and  
restated. (11)(26)
- (ff) BancorpSouth,  
Inc. Deferred  
Directors' Fee  
Unfunded Plan.  
(6)(26)
- (gg) Premier Bancorp,  
Inc. 1998 Stock  
Option Plan.  
(23)(26)
- (hh) Premier Bancorp,  
Inc. 1998  
Outside Director  
Stock Option  
Plan. (23)(26)
- (ii) Form of Stock  
Option  
Agreement for

- converted  
Business  
Holding  
Corporation  
Options  
(Vesting).  
(23)(26)
- (jj) Form of Stock  
Option  
Agreement for  
converted  
Business  
Holding  
Corporation  
Options  
(Non-Vesting).  
(23)(26)
- (kk) Salary  
Continuation  
Agreement with  
Gordon R.  
Lewis. (24)(26)

- (ll) Retirement Agreement and Release with Larry Bateman.  
(9)(26)
- (mm) Credit Agreement, dated as of August 8, 2013, among BancorpSouth, Inc., U.S. Bank National Association and First Tennessee Bank, National Association.  
(25)
- (21) Subsidiaries of the Registrant.\*
- (23) Consent of Independent Registered Public Accounting Firm.\*
- (31.1) Certification of the Chief Executive Officer of BancorpSouth, Inc. pursuant to Rule 13a-14 or 15d-14 of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.\*
- (31.2) Certification of the Chief Financial Officer of BancorpSouth, Inc. pursuant to Rule 13a-14 or 15d-14 of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.\*
- (32.1) Certification of the Chief Executive Officer of BancorpSouth, Inc. pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section

906 of the Sarbanes-Oxley Act of 2002.\*

- (32.2) Certification of the Chief Financial Officer of BancorpSouth, Inc. pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.\*
- (101) Pursuant to Rule 405 of Regulation S-T, the following financial information from the Company's Annual Report on Form 10-K for the year ended December 31, 2013, is formatted in XBRL (Extensible Business Reporting Language) interactive data files: (i) the Consolidated Balance Sheets as of December 31, 2013 and 2012, (ii) the Consolidated Statements of Income for each of the years ended December 31, 2013, 2012 and 2011, (iii) the Consolidated Statements of Comprehensive Income for each of the years ended December 31, 2013, 2012 and 2011, (iv) the Consolidated Statement of Shareholders' Equity for each of the years ended December 31, 2013, 2012, 2011, (v) the Consolidated Statements of Cash Flows for each of the years ended December 31, 2013, 2012 and 2011, and (vi) the Notes to Consolidated Financial Statements, tagged as blocks of text.\*(28)
- (1) Filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the three months ended June 30, 2009 (file number 1-12991) and incorporated by reference

- thereto.
- (2) Filed as an exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 1998 (file number 1-12991) and incorporated by reference thereto.
  - (3) Filed as an exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2000 (file number 1-12991) and incorporated by reference thereto.
  - (4) Filed as an exhibit to the Company's Current Report on Form 8-K filed on January 26, 2007 (File number 1-12991) and incorporated by reference thereto.
  - (5) Filed as an exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 1994 (file number 0-10826) and incorporated by reference thereto.
  - (6) Filed as an exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2008 (file number 1-12991) and incorporated by reference thereto.
  - (7) Filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the three months ended September 30, 2012 (file number 1-12991) and incorporated by reference thereto.
  - (8) Filed as an exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2012 (file number 1-12991) and incorporated by reference thereto.
  - (9) Filed as an exhibit to the Company's Quarterly Report



on Form 10-Q for the three months ended March 31, 2003 (file number 1-12991) and incorporated by reference thereto.

(10) Filed as an exhibit to the Company's Current Report on Form 8-K filed on March 7, 2007 (file number 1-12991) and incorporated by reference thereto.

(11) Filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the three months ended June 30, 2005 (file number 1-12991) and incorporated by reference thereto.

(12) Filed as an exhibit to the Company's Current Report on Form 8-K filed on April 29, 2008 (file number 1-12991) and incorporated by reference thereto.

(13) Filed as an exhibit to the Company's Post-Effective Amendment No. 5 on Form S-3 to Form S-4 filed on February 23, 1999 (Registration No. 333-280181) and incorporated by reference thereto.

(14) Filed as an exhibit to the Company's registration statement on Form S-3 filed on March 13, 2007 (Registration No. 333-141250) and incorporated by reference thereto.

(15) Filed as an exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2002 (file number 1-12991) and incorporated by reference thereto.



- (16) Filed as the Company's prospectus pursuant to Rule 424(b)(2) filed on January 5, 2004 (Registration No. 033-03009) and incorporated by reference thereto.
- (17) Filed as an exhibit to the Company's registration statement on Form S-8 filed on April 19, 2006 (Registration No. 333-133390) and incorporated by reference thereto.
- (18) Filed as an exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2003 (file number 1-12991) and incorporated by reference thereto.
- (19) Filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the three

months ended  
March 31,  
1999 (file  
number  
1-12991) and  
incorporated  
by reference  
thereto.

- (20) Filed as an exhibit to the Company's registration statement on Form S-4 filed on June 14, 2000 (Registration No. 333-39326) and incorporated by reference thereto.
- (21) Filed as an exhibit to the Company's Current Report on Form 8-K filed on June 25, 2009 (file number 1-12991) and incorporated by reference thereto.
- (22) Filed as an exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2007 (file number 1-12991) and incorporated by reference thereto.

(23)

- Filed as an exhibit to the Company's registration statement on Form S-8 filed on December 30, 2004 (Registration No. 333-121785) and incorporated by reference thereto.
- (24) Filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the three months ended March 31, 2012 (file number 1-12991) and incorporated by reference thereto.
- (25) Filed as an exhibit to the Company's Current Report on Form 8-K filed on August 8, 2013 (file number 1-12991) and incorporated by reference thereto.
- (26) Compensatory plans or arrangements.
- (27) As provided in Rule 406T of Regulation S-T, this

information is  
furnished and  
not filed for  
purposes of  
Sections 11  
and 12 of the  
Securities Act  
of 1933 and  
Section 18 of  
the Securities  
Exchange Act  
of 1934.

\* Filed  
herewith.