Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , and ending

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: BANCORPSOUTH FOUNDATION

Number and street (or P.O box number if mail is not delivered to street address): P.O. BOX 789 | Room/suite

City or town, state, and ZIP code: TUPELO, MS 38802

A Employer identification number 64-6217237

B Telephone number (662)680-2000

C If exemption application is pending, check here ▶ [ ]

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 3,011,862.

J Accounting method: [ ] Cash [X] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis.)*

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received	5.		N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	49,140.	49,140.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<14,697.>			
	b Gross sales price for all assets on line 6a 750,796.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total** Add lines 1 through 11	34,448.	49,140.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest	204.	0.		0.
	18 Taxes STMT 1	5,542.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 2	11,682.	11,559.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	17,428.	11,559.		0.
	25 Contributions, gifts, grants paid	78,600.			78,600.
	26 **Total expenses and disbursements.** Add lines 24 and 25	96,028.	11,559.		78,600.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<61,580.>			
	b **Net investment income** (if negative, enter -0-)		37,581.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

SCANNED MAY 27 2010

MAY 24 2010

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	3,969.	1,905.	1,905.
	2 Savings and temporary cash investments	83,855.	39,831.	39,831.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations STMT 3	949,510.	1,099,510.	1,119,424.
	b Investments - corporate stock STMT 4	1,818,754.	1,653,262.	1,650,702.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ 195,000.			
	Less accumulated depreciation ▶	195,000.	195,000.	200,000.
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	3,051,088.	2,989,508.	3,011,862.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	3,051,088.	2,989,508.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	3,051,088.	2,989,508.	
	31 **Total liabilities and net assets/fund balances**	3,051,088.	2,989,508.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,051,088.
2	Enter amount from Part I, line 27a	2	<61,580.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,989,508.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,989,508.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	TOTAL SHORT TERM CAPITAL GAIN DIVIDENDS	P	VARIOUS	VARIOUS
b	TOTAL LONG TERM CAPITAL GAIN DIVIDENDS	P	VARIOUS	VARIOUS
c	SEE ATTACHED STATEMENT LONG TERM	P	VARIOUS	VARIOUS
d	SEE ATTACHED STATEMENT SHORT TERM	P	VARIOUS	VARIOUS
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	441.			441.
b	355.			355.
c	391,989.		408,629.	<16,640.>
d	358,011.		356,864.	1,147.
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
a				441.
b				355.
c				<16,640.>
d				1,147.
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	<14,697.>
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	340,492.	3,116,386.	.109259
2007	107,050.	3,508,528.	.030511
2006	129,400.	3,168,843.	.040835
2005	410,250.	3,177,464.	.129112
2004	192,013.	3,019,237.	.063597

2	Total of line 1, column (d)	2	.373314
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.074663
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,735,192.
5	Multiply line 4 by line 3	5	204,218.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	376.
7	Add lines 5 and 6	7	204,594.
8	Enter qualifying distributions from Part XII, line 4	8	78,600.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	752.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3	Add lines 1 and 2		3	752.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	752.
6	Credits/Payments			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 6,892.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	6,892.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	6,140.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶	6,140. Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MS			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

923531
02-02-10

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ GARY BONDS Telephone no. ▶662-680-2000

Located at ▶BANCORPSOUTH BANK, P.O BOX 789, TUPELO, MS ZIP+4 ▶38802

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____ , ____ , ____ , ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANCORPSOUTH, INC. P.O. BOX 789 TUPELO, MS 38802	TRUSTEE 0.00	0.	0.	0.
AUBREY PATTERSON P.O. BOX 789 TUPELO, MS 38802	DISTRIBUTION COMMITTEEMAN 0.25	0.	0.	0.
NASH ALLEN P.O. BOX 789 TUPELO, MS 38802	DISTRIBUTION COMMITTEEMAN 0.25	0.	0.	0.
GARY BONDS P.O. BOX 789 TUPELO, MS 38802	DISTRIBUTION COMMITTEEMAN 0.25	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	0.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	0.
2	
All other program-related investments See instructions 3 NONE	0.
Total. Add lines 1 through 3 ▶	0.

923561
02-02-10

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	2,413,390.
b	Average of monthly cash balances	1b	163,455.
c	Fair market value of all other assets	1c	200,000.
d	**Total** (add lines 1a, b, and c)	1d	2,776,845.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,776,845.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	41,653.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,735,192.
6	**Minimum investment return.** Enter 5% of line 5	6	136,760.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	136,760.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 752.		
b	Income tax for 2009 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	752.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	136,008.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	136,008.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	136,008.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	78,600.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	78,600.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	78,600.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

923571
02-02-10

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				136,008.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years. ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005 240,959.				
c From 2006				
d From 2007				
e From 2008 341,100.				
f Total of lines 3a through e	582,059.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 78,600.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	78,600.			
d Applied to 2009 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	136,008.			136,008.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	524,651.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	524,651.			
10 Analysis of line 9				
a Excess from 2005 104,951.				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008 341,100.				
e Excess from 2009 78,600.				

** SEE STATEMENT 5

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see the instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

SEE STATEMENT 6

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 7				
Total			▶ 3a	78,600.
b *Approved for future payment*				
Total SEE STATEMENT 8			▶ 3b	139,500.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	49,140.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	<14,697.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		34,443.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 34,443.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
	N/A

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Gary C. Bonds | 5/17/10 | Committee Member

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature: David A Craig, CPA	Date 5/13/10	Check if self-employed ☐	Preparer's identifying number P00542227
Firm's name (or yours if self-employed), address, and ZIP code: DELOITTE TAX LLP, 100 PEABODY PLACE - SUITE 800, MEMPHIS TN 38103-3626		EIN 86-1065772	
		Phone no 901-322-6700	

923622
02-02-10

FORM 990-PF — TAXES — STATEMENT 1

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REAL ESTATE TAXES	5,542.	0.		0.
TO FORM 990-PF, PG 1, LN 18	5,542.	0.		0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FIDUCIARY FEES	11,559.	11,559.		0.
INSURANCE EXPENSE	123.	0.		0.
TO FORM 990-PF, PG 1, LN 23	11,682.	11,559.		0.

FORM 990-PF — U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS — STATEMENT 3

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S GOVERNMENT AGENCIES - FHLB	X		750,005.	756,173.
U.S GOVERNMENT AGENCIES - FFCB	X		349,505.	363,251.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,099,510.	1,119,424.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,099,510.	1,119,424.

FORM 990-PF CORPORATE STOCK STATEMENT 4

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIRST WESTERN BANCSHARES INC CERT #682	216,889.	176,349.
DODGE & COX STOCK FUND	123,444.	92,998.
FIDELITY LOW PRICE STOCK FUND #316	102,686.	127,824.
T. ROWE PRICE GROWTH STOCK	391,495.	400,180.
T. ROWE PRICE MID CAP GROWTH FUND	179,210.	236,528.
ROYCE PENNSYLVANIA MUTUAL FUND	124,008.	150,758.
FRANKLIN MUTUAL DISCOVERY Z FUND	157,468.	125,675.
DWS DREMAN SMALL CAP VALUE INST	68,011.	71,947.
FEDERATED INTERCONTINENTAL I NST	100,521.	75,806.
FIDELITY ADVISOR NEW INSIGHT S INST	126,142.	115,192.
T. ROWE PRICE EQUITY INCOME FUND	63,388.	77,445.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,653,262.	1,650,702.

BancorpSouth Foundation
64-6217237

A Statement Attached to and Made Part of
Return of Private Foundation (Form 990-PF)
For the year ended December 31, 2009

Election to Treat Qualifying Distribution as Coming From Corpus Pursuant to Code Sec. 4942(h)(2) and Reg. §53.4942(a)-3(d)(2) and §53.4942(a)-3(c)(1)(i)

Pursuant to Code Sec. 4942(h)(2) and Reg. §53.4942(a)-3(d)(2) and §53.4942(a)-3(c)(1)(i), the BancorpSouth Foundation elects to treat current year qualifying distributions made during the December 31, 2009 tax year as allocated out of corpus.

Gary C. Bonds

Signature of foundation officer, manager, or director

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 6
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

GARY BONDS
P.O. BOX 789
TUPELO, MS 38802

TELEPHONE NUMBER

662-680-2000

FORM AND CONTENT OF APPLICATIONS

LETTER FROM THE ORGANIZATION REQUESTING FUNDS AND GIVING THE NATURE OF USE OF THE FUNDS

ANY SUBMISSION DEADLINES

REQUESTS ARE REVIEWED ON A QUARTERLY BASIS

RESTRICTIONS AND LIMITATIONS ON AWARDS

CONTRIBUTIONS ARE ONLY MADE TO 501(C) ENTITIES.

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RECIPIENT STATUS	PURPOSE OF GRANT	RECIPIENT RELATIONSHIP	AMOUNT
SOUTHERN ARKANSAS UNIVERSITY FOUNDATION 100 EAST UNIVERSITY STREET MAGNOLIA, AR 71753-9973	501 (C) (3) FOUNDATION	FUNDS DONATED FOR USE BY CHARITABLE ORGANIZATION	N/A	15,000
SALVATION ARMY 703 DAYBRTITE DRIVE TUPELO, MS 38801-4913	501 (C) (3) FOUNDATION	FUNDS DONATED FOR USE BY CHARITABLE ORGANIZATION	N/A	3,000
PHILLIPS COMMUNITY COLLEGE OF THE UNIVERSITY OF ARKANSAS-STUTTGART CAMPUS P.O. BOX 162 STUTTGART, AR 72160	501 (C) (3) FOUNDATION	FUNDS DONATED FOR USE BY CHARITABLE ORGANIZATION	N/A	6,000
RONALD MCDONALD HOUSE 2524 NORTH STATE STREET JACKSON, MS 39216	501 (C) (3) ORGANIZATION	FUNDS DONATED FOR USE BY CHARITABLE ORGANIZATION	N/A	3,000
ALPHA HOUSE HOME FOR BOYS P.O. BOX 301 TUPELO, MS 38802-0301	501 (C) (3) ORGANIZATION	FUNDS DONATED FOR USE BY CHARITABLE ORGANIZATION	N/A	5,000
YOCONA AREA COUNCIL BOY SCOUTS OF AMERICA 505 AIR PARK ROAD TUPELO, MS 38801-7021	501 (C) (3) ORGANIZATION	FUNDS DONATED FOR USE BY CHARITABLE ORGANIZATION	N/A	17,000
HUGH O'BRIAN YOUTH LEADERSHIP P.O. BOX 720155 JACKSON, MS 39272	501 (C) (3) ORGANIZATION	FUNDS DONATED FOR USE BY CHARITABLE ORGANIZATION	N/A	5,000
CHICKASAW COUNCIL BOY SCOUTS OF AMERICA 171 SOUTH HOLLYWOOD MEMPHIS, TN 38112	501 (C) (3) ORGANIZATION	FUNDS DONATED FOR USE BY CHARITABLE ORGANIZATION	N/A	2,600
PINE BURR AREA COUNCIL BOY SCOUTS OF AMERICA 1318 HARDY STREET HATTIESBURG, MS 39401	501 (C) (3) ORGANIZATION	FUNDS DONATED FOR USE BY CHARITABLE ORGANIZATION	N/A	7,000
ANDREW JACKSON COUNCIL BOY SCOUTS OF AMERICA 855 RIVERSIDE DRIVE JACKSON, MS 39202	501 (C) (3) ORGANIZATION	FUNDS DONATED FOR USE BY CHARITABLE ORGANIZATION	N/A	3,500

FORM 990-PF — STATEMENT 7

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

PUSHMATAHA AREA COUNCIL BOY SCOUTS OF AMERICA 420 31ST AVENUE NORTH COLUMBUS, MS 39705-0020	501 (C) (3) ORGANIZATION	FUNDS DONATED FOR USE BY CHARITABLE ORGANIZATION	N/A	4,000
WINTRHOP P. ROCKEFELLER CANCER INSTITUTE UNIVERSITY OF AR FOR MEDICAL SCIENCES 4301 W. MARKHAM STREET, STE 623 LITTLE ROCK, AR 72205-7199	501 (C) (3) ORGANIZATION	FUNDS DONATED FOR USE BY CHARITABLE ORGANIZATION	N/A	5,000
ARKANSAS REPERATORY THEATRE 601 MAIN STREET LITTLE ROCK, AR 72201	501 (C) (3) ORGANIZATION	FUNDS DONATED FOR USE BY CHARITABLE ORGANIZATION	N/A	2,500
TOTAL TO FORM 990-PF, PART XV, LINE 3A				78,600

FORM 990-PF GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT STATEMENT 8

RECIPIENT NAME AND ADDRESS	RECIPIENT STATUS	PURPOSE OF GRANT	RECIPIENT RELATIONSHIP	PLEDGE OUTSTANDING
NEMCC DEVELOPMENT FOUNDATION 101 CUNNINGHAM BLVD. BOONEVILLE, MS 38829	501 (C) (3) FOUNDATION	FUNDS DONATED FOR USE BY CHARITABLE ORGANIZATION	N/A	
TOTAL PLEDGE	25,000	AMOUNT PAID	5,000	20,000
WINTRHOP P. ROCKEFELLER CANCER INSTITUTE UNIVERSITY OF AR FOR MEDICAL SCIENCES 4301 W. MARKHAM STREET, STE 623 LITTLE ROCK, AR 72205-7199	501 (C) (3) ORGANIZATION	FUNDS DONATED FOR USE BY CHARITABLE ORGANIZATION	N/A	
TOTAL PLEDGE	25,000	AMOUNT PAID	10,000	15,000
CREATE FOUNDATION, INC. P.O. BOX 1053 TUPELO, MS 38802	501 (C) (3) FOUNDATION	FUNDS DONATED FOR USE BY CHARITABLE ORGANIZATION	N/A	
TOTAL PLEDGE	100,000	AMOUNT PAID	20,000	80,000
ARKANSAS REPERTORY THEATRE P.O. BOX 110 LITTLE ROCK, AR 72203-0110	501 (C) (3) ORGANIZATION	FUNDS DONATED FOR USE BY CHARITABLE ORGANIZATION	N/A	
TOTAL PLEDGE	10,000	AMOUNT PAID	5,000	5,000
PHILLIPS COMMUNITY COLLEGE OF THE UNIVERSITY OF ARKANSAS-STUTTGART CAMPUS P.O. BOX 162 STUTTGART, AR 72160	501 (C) (3) FOUNDATION	FUNDS DONATED FOR USE BY CHARITABLE ORGANIZATION	N/A	
TOTAL PLEDGE	30,000	AMOUNT PAID	18,000	12,000
SOUTHERN ARKANSAS UNIVERSITY FOUNDATION 100 EAST UNIVERSITY STREET MAGNOLIA, AR 71753-9973	501 (C) (3) FOUNDATION	FUNDS DONATED FOR USE BY CHARITABLE ORGANIZATION		
TOTAL PLEDGE	75,000	AMOUNT PAID	67,500	7,500
TOTAL TO FORM 990-PF, PART XV, LINE 3B				139,500

For the Account of:
BANCORPSOUTH FOUNDATION
C/U/A DATED 3/25/1999

BancorpSouth®
Asset Management & Trust

Date: *From JANUARY 1, 2009 through DECEMBER 31, 2009*

Capital Gain Statement

Security Name	Shares	Date of Purchase/Cost	Date of Sales/Proceeds	Gain/Loss Amount	Term
FHLB 3.50 013012/09	100000	01/24/2008 100,000.00	01/30/2009 100,000.00	0.00	LONG
FHLB 4 55 102114/08	200000	04/08/2008 200,000 00	01/30/2009 200,000 00	0 00	SHORT
FHLB 3.15 032411/09	50000	03/13/2008 50,000 00	03/24/2009 50,000 00	0.00	LONG
FHLB 3.70 021913/09	100000	02/12/2008 100,000.00	08/19/2009 100,000 00	0 00	LONG
FRANKLIN MUTUAL DISCOVERY Z FUND		(CAPITAL GAIN DISTRIBUTION)		40 17	SHORT
FIDELITY LOW PRICE STOCK FUND # 316		(CAPITAL GAIN DISTRIBUTION)		354.92	LONG
FHLB 3 35 030314/09	150000	02/11/2009 150,000 00	09/22/2009 150,000.00	0.00	SHORT
DWS DREMAN SMALL CAP VALUE INST	248.451	07/02/2007 10,626.25	09/24/2009 7,374.00	-3,252.25	LONG
DODGE & COX STOCK FUND	104.767	05/06/2004 12,195 94	09/24/2009 9,646.00	-2,549 94	LONG
FEDERATED INTERCONTINENTAL I NST	191.142	02/07/2008 10,891.27	09/24/2009 7,942.00	-2,949.27	LONG
FIDELITY ADVISOR NEW INSIGHT S INST	715.208	02/07/2008 13,746.30	09/24/2009 11,522.00	-2,224.30	LONG
FIDELITY LOW PRICE STOCK FUND # 316	434.528	07/03/2003 12,631.73	09/24/2009 13,088.00	456 27	LONG
FRANKLIN MUTUAL DISCOVERY Z FUND	499.962	07/02/2007 17,288.69	09/24/2009 13,209.00	-4,079.69	LONG
T. ROWE PRICE GROWTH STOCK	1571.781	02/14/2005 41,337.85	09/24/2009 39,436.00	-1,901.85	LONG
T ROWE PRICE EQUITY INCOME FUND	399 551	11/13/2008 6,864.29	09/24/2009 8,011.00	1,146.71	SHORT
T ROWE PRICE MID CAP GROWTH FUND	542 145	06/25/2003 19,728.66	09/24/2009 24,223.00	4,494.34	LONG
ROYCE PENNSYLVANIA MUTUAL FD	1735.38	03/02/2006 20,182.47	09/24/2009 15,549.00	-4,633.47	LONG
T ROWE PRICE MID CAP GROWTH FUND		(CAPITAL GAIN DISTRIBUTION)		129.49	SHORT

For the Account of:
BANCORPSOUTH FOUNDATION
C/U/A DATED 3/25/1999

BancorpSouth®
Asset Management & Trust

Date: *From JANUARY 1, 2009 through DECEMBER 31, 2009*

Capital Gain Statement

Security Name	Shares	Date of Purchase/Cost	Date of Sales/Proceeds	Gain/Loss Amount	Term
FIDELITY ADVISOR NEW INSIGHT S INST	(CAPITAL GAIN DISTRIBUTION)			271.60	SHORT
TOTAL		**765,493.45**	**750,000.00**	**-14,697.27**	

SUMMARY	**DISTRIBUTIONS**	**REALIZED**	**TOTAL**
SHORT TERM CAPITAL GAIN/LOSS	441.26	1,146.71	1,587 97
LONG TERM CAPITAL GAIN/LOSS	354 92	-16,640.16	-16,285.24
	796.18	**-15,493.45**	**-14,697.27**