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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 2010

FU.	r calendar year 2010, or tax year beginning		, and ending		
G	Check all that apply Initial return		ormer public charity	Final retur	n
N:	Amended return	Address chan	ge	Name change  A Employer identification	n number
'''	and or loundation			A Limployer identification	ii iiuiiinei
L	BANCORPSOUTH FOUNDATI	ON		64-6217237	7
Nι	umber and street (or P O box number if mail is not delivered to street	address)	Room/suite	B Telephone number	
$\perp$	P.O. BOX 789			(662)680-2	2000
Cı	ty or town, state, and ZIP code			C If exemption application is ;	
<u>_</u>	TUPELO, MS 38802  Check type of organization X Section 501(c)(3) ex	vomat a musto formadation		D 1. Foreign organization 2. Foreign organizations mechanisms and attach of	s, check here
η.		Compt private roundation  Other taxable private founds	ation		·
I F	air market value of all assets at end of year   J   Accounti		X Accrual	E If private foundation sta under section 507(b)(1	tus was terminated
(i	· I —	ther (specify)		F If the foundation is in a	• • •
_	\$ 3,141,125. (Part I, colu	mn (d) must be on cash l	pasis)	under section 507(b)(1	(B), check here
P	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 chantable purposes (cash basis only)
	1 Contributions, gifts, grants, etc., received			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	57,361.	57,361.	<u> </u>	
	5a Gross rents	37,301.	37,301.		
	b Net rental income or (loss)				
Φ	6a Net gain or (loss) from sale of assets not on line 10	<5,092.	>		
Revenue	b Gross sales price for all 3,030,811.				,
æ	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications 10a and allowances DECOLIVED				
	b Less Cost of goods solo UEIVEU			-	
	c Gross profitor (loss)  11 Other income MAY 17 2011  12 Total Add lines 1 through 11		-		
	11 Other Income MAY 17 2011   C	50.00			
		52,269. 0.	57,361. 0.		
	13 Compensation of otheres questions trustees etc.  14 Other employees alaries and wages	0.	U.		0.
	15 Pension plans, employee benefits				<del></del>
enses	16a Legal fees				
pen	b Accounting fees				
Exp	c Other professional fees	604			
ative.	17 Interest . STMT 1	684. 5,542.	0.		0.
Operating and Administrative	18 Taxes STMT 1     19 Depreciation and depletion	3,342.			<u> </u>
E.	20 Occupancy				
Ad	21 Travel, conferences, and meetings				
and	22 Printing and publications				
ing	23 Other expenses STMT 2	14,790.	14,665.		0.
erat	24 Total operating and administrative	21 016	14 665		0
õ	expenses. Add lines 13 through 23 25 Contributions, grits, grants paid	21,016. 65,100.	14,665.		0. 65,100.
	26 Total expenses and disbursements.	03,100.			03,100.
	Add lines 24 and 25	86,116.	14,665.		65,100.
	27 Subtract line 26 from line 12				<u> </u>
	a Excess of revenue over expenses and disbursements	<33,847.			
	b Net investment income (if negative, enter -0-)		42,696.	N7 / 70	
02354	C Adjusted net income (if negative, enter -0-)			N/A	

Page 2

Cash-non-stateral-bearing   1.0 sh-non-stateral-bearing   1.0 sh	-		Balance Sheets Attached schedules and amounts in the description	Beginning of year	End o	f year
2 Savings and temporary cash investments 39,831. 45,489. 45,489.  3 Accounts receivable	1	art	column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
A Record is receivable Less allowance for doubtful accounts Less accounts doubtful accounts Less accounts doubtful accounts Less accounts downers Less accounts downers Less accounts downers Less accounts downers Less accounts demoter Less accounts demoter Less accounts demoter Less accounts	_	1	Cash - non-interest-bearing	1,905.		
A Piedges receivable ► Lass allowance for doubtful accounts ► 1 A Piedges receivable ► Lass allowance for doubtful accounts ► 5 Grants receivable 6 8 Receivables due from officers, directors, frustees, and other disqualited persons 7 Other rose activation annotate 1 Less allowance for doubtful accounts ► 10a investments occuporate stock 8 TMT 3 10a investments - Corporate stock 8 TMT 4 1 Investments - Corporate bonds 1 Investments - corporat		2	Savings and temporary cash investments	39,831.	45,489.	45,489.
Periodic receivable   Less allowance for doubtful accounts   Signature seesable   East allowance for doubtful accounts   Signature seesable   East allowance for doubtful accounts   East allowance for doubtful ac		3	Accounts receivable			
Security of the property of th			Less allowance for doubtful accounts ▶			
5 Grafts receivable 6 Receivables due from officers, directors, trustees, and other disqualified persons 7 Other eces inclinate membre Lass allowance for doubtful accounts >		4	Pledges receivable ►		:	
Receivables due from officers, directors, frustees, and other disqual/find persons   1		į	Less allowance for doubtful accounts ▶			
Singulating persons		5	Grants receivable		·	
Total rate and towas remoth		6	Receivables due from officers, directors, trustees, and other			
Less allowance for doubtful accounts						
Investments - corporate stock   1,099,510   1,325,674   1,327,314   1,653,262   1,389,498   1,568,322   1,653,262   1,389,498   1,568,322   1,653,262   1,389,498   1,568,322   1,653,262   1,389,498   1,568,322   1,653,262   1,389,498   1,568,322   1,653,262   1,389,498   1,568,322   1,653,262   1,389,498   1,568,322   1,653,262   1,389,498   1,568,322   1,653,262   1,389,498   1,568,322   1,653,262   1,389,498   1,568,322   1,568,32		7	Other notes and loans receivable			
19   Prepard expenses and deferred charges   10   1,099,510.   1,325,674.   1,327,314.   1,653,262.   1,389,498.   1,568,322.   1,089,498.   1,568			Less allowance for doubtful accounts ▶			
b Investments - corporate stock c Investments - corporate bonds 11 investments - corporate bonds 12 investments - corporate bonds 12 investments - corporate bonds 13 investments - corporate bonds 14 Land, buildings, and equipment basis 15 Ciber assets (describe) 16 Total assets (to be completed by all filers) 17 Accounts payable and accrued expenses 18 Grants payable 19 Deferred revenue 20 Losen stom offices, directors, funtees, and other disqualified persons 19 Deferred revenue 20 Losen stom offices, directors, funtees, and other disqualified persons 21 Total Hiabilities (describe) 22 Total Hiabilities (describe) 23 Total Hiabilities (describe) 24 Unrestricted 25 Temporarily restricted 26 Permanently restricted 27 Copital stock, fust principal, or current funds 28 Parlam or capital surplus, or land, bidg, and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 20 Losen capital surplus, or land, bidg, and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances 31 Total Habilities and net assets/fund balances 31 Total tassets or fund balances at beginning of year - Part III, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) 20 Center amount from Part I, ine 27a 21 Center amount from Part I, ine 27a 22 Captal store, fursing the store the part of the funds 31 Total response on the part I, ine 27a 32 Center amount from Part I, ine 27a 33 Total response on the part of th	ts	8	Inventories for sale or use			*
b Investments - corporate stock c Investments - corporate bonds 11 investments - corporate bonds 12 investments - corporate bonds 12 investments - corporate bonds 13 investments - corporate bonds 14 Land, buildings, and equipment basis 15 Ciber assets (describe) 16 Total assets (to be completed by all filers) 17 Accounts payable and accrued expenses 18 Grants payable 19 Deferred revenue 20 Losen stom offices, directors, funtees, and other disqualified persons 19 Deferred revenue 20 Losen stom offices, directors, funtees, and other disqualified persons 21 Total Hiabilities (describe) 22 Total Hiabilities (describe) 23 Total Hiabilities (describe) 24 Unrestricted 25 Temporarily restricted 26 Permanently restricted 27 Copital stock, fust principal, or current funds 28 Parlam or capital surplus, or land, bidg, and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 20 Losen capital surplus, or land, bidg, and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances 31 Total Habilities and net assets/fund balances 31 Total tassets or fund balances at beginning of year - Part III, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) 20 Center amount from Part I, ine 27a 21 Center amount from Part I, ine 27a 22 Captal store, fursing the store the part of the funds 31 Total response on the part I, ine 27a 32 Center amount from Part I, ine 27a 33 Total response on the part of th	sse	9	Prepaid expenses and deferred charges			
c   Investments - corporate bonds   195,000   195,000   200,000   200,000   100,000	Ÿ	10a	Investments - U S and state government obligations STMT 3	1,099,510.	1,325,674.	1,327,314.
c   Investments - corporate bonds   195,000   195,000   200,000   200,000   100,000				1,653,262.	1,389,498.	1,568,322.
Less accumulated deprecation   195,000		c	Investments - corporate bonds			
12 Investments - mortgage loans 13 Investments - other 14 Land, buildings, and equipment basis ▶ Less xoundaed depression 15 Other assets (describe ▶  16 Total assets (to be completed by all filers)  17 Accounts payable and accrued expenses 18 Grants payable 19 Deferred revenue 20 Loans from officers, directors, trustees, and other disqualified persons 21 Total filestities (describe ▶  23 Total filestities (describe ▶  24 Temporarily restricted 25 Temporarily restricted 26 Permanently restricted 27 Temporarily restricted 28 Paid-in or capital surplus, or land, bidg, and equipment fund 29 Paid-in or capital surplus, or land, bidg, and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 20 Total inabilities assets or fund balances 21 Total inabilities and net assets/fund balances 31 Total inabilities and net assets/fund balances 31 Total inabilities and net assets/fund balances 31 Total reasets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on pnor year's return) 2 Contact and complete ines 27 through 31. 3 Total reasets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on pnor year's return) 2 Contact and the contact of the contact		11	Investments - land, buildings, and equipment basis			
13 Investments - other 14 Land, buildings, and equipment basis ► 15 Other assets (describe ► 16 Total assets (to be completed by all filers) 17 Accounts payable and accrued expenses 18 Grants payable 19 Deferred revenue 20 Loans from officers, directors, trustees, and other disqualified persons 21 Total flabilities (add lines 17 through 22) 22 Total flabilities (add lines 17 through 22) 23 Total flabilities (add lines 17 through 22) 24 Unrestricted 25 Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. 26 Part III Analysis of Changes in Net Assets or Fund Balances 27 (1989, 508. 2,955,661. 29 (1989, 508. 2,955,66			Less: accumulated depreciation	195,000.	195,000.	200,000.
14 Land, buildings, and equipment basis   Less accumulated dispersion   Less accumulated dispe		12	Investments - mortgage loans			
15 Other assets (describe   15 Other assets (describe   16 Other assets (describe   17 Other assets (describe   18 Other assets (describe   18 Other assets (describe   19 Other described by all fillers)   2,989,508   2,955,661   3,141,125   18 Other assets (to be completed by all fillers)   2,989,508   2,955,661   3,141,125   18 Other last payable and accrued expenses   18 Other last payable and accrued expenses   19 Other described expenses   19 Other described expenses   19 Other described expenses   10 Other liabilities (describe   10 Other liabilities (describe   10 Other liabilities (describe   10 Other liabilities (add lines 17 through 22)   0 Other liabilities (describe   10 Other liabilities (add lines 17 through 22)   0 Other liabilities (add lines 24 through 26 and lines 30 and 31   24 Unrestricted   24 Unrestricted   25 Temporarily restricted   26 Permanently restricted   27 Permanently restricted   28 Permanently restricted   29 Permanently restricted   29 Permanently restricted   29 Permanently restricted   20 Other liabilities and not follow SFAS 117, check here   X		13	Investments - other			
15 Other assets (describe   )   16 Total assets (to be completed by all filers)   2,989,508.   2,955,661.   3,141,125.   17 Accounts payable and accrued expenses   8 Grants payable   19 Deferred revenue   20 Leans from officers, directors, fusities, and other disqualified persons   21 Mortgages and other notes payable   22 Other liabilities (describe   )   23 Total liabilities (add lines 17 through 22)   0 .		14	Land, buildings, and equipment basis ▶		·	
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17 Accounts payable and accrued expenses   18 Grants payable   19 Deferred revenue   20 Learns from officers, directors, irustees, and other disqualified persons   21 Mortgages and other notes payable   22 Other liabilities (add lines 17 through 22)   0 . 0 . 0 .		15	Other assets (describe >			
17 Accounts payable and accrued expenses   18 Grants payable   19 Deferred revenue   20 Learns from officers, directors, irustees, and other disqualified persons   21 Mortgages and other notes payable   22 Other liabilities (add lines 17 through 22)   0 . 0 . 0 .		l				<del>" " — —</del>
18 Grants payable   Deferred revenue		16	Total assets (to be completed by all filers)	2,989,508.	2,955,661.	3,141,125.
19 Deferred revenue Loans from officers, directors, trustees, and other disqualified persons  20 Mortgages and other notes payable  21 Other liabilities (describe ▶  22 Other liabilities (add lines 17 through 22)  23 Total liabilities (add lines 17 through 22)  24 Unrestricted  25 Temporarily restricted  26 Permanently restricted  27 Foundations that do not follow SFAS 117, check here  28 and complete lines 27 through 31.  29 Capital stock, trust principal, or current funds  29 Retained earnings, accumulated income, endowment, or other funds  20 Retained earnings, accumulated income, endowment, or other funds  21 Total net assets or fund balances  21 Total net assets or fund balances at beginning of year - Part III, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)  20 Enter amount from Part I, line 27a		17	Accounts payable and accrued expenses			
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24 Unrestricted 25 Temporarily restricted 26 Permanently restricted 27 Capital stock, trust principal, or current funds 28 Paid-in or capital surplus, or land, bldg, and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances  2			·			
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31 Total liabilities and net assets/fund balances 2,989,508. 2,955,661.  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)  2 Enter amount from Part I, line 27a	Ä		The state of the s			
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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)  2 Enter amount from Part I, line 27a  2 (33,847.>				0 000 500	0 055 661	
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)  2 Enter amount from Part I, line 27a  1 2,989,508. 2 <33,847.>		31	Total liabilities and net assets/fund balances	2,989,508.	2,955,661.	
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)  2 Enter amount from Part I, line 27a  1 2,989,508. 2 <33,847.>	P	art	Analysis of Changes in Net Assets or Fund Ba	lances		
(must agree with end-of-year figure reported on prior year's return)  2 Enter amount from Part I, line 27a  1 2,989,508. 2 <33,847.>					······································	
				Ü		2 000 500
					F +	2,909,508.
						<u> </u>

5

4 Add lines 1, 2, and 3

5 Decreases not included in line 2 (itemize)

6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30

Page 3

(a) List and desc	and Losses for Tax on II ribe the kind(s) of property sold (e carehouse, or common stock, 200 sh	g , real estate,	it income	(b) How P - Pur D - Do	acquired rchase		acquired day, yr )	(d) Date sold (mo , day, yr )
1a PUBLICLY TRADE				0 00	ilation			
b								
		<del></del>						
<u>d</u>								
e (e) Gross sales price	(f) Depreciation allowed (or allowable)		st or other basis expense of sale	<del></del>	1		Gain or (loss) s (f) minus (	
a 3,030,811.			3,035,90	3.	•	-		<5,092
b								
C								
<u>d</u>		<u> </u>						<del></del>
Complete only for exacts about	ne sous to column (b) and august by	the foundation	n on 12/21/60	<del>-  </del>		0		<del> </del>
Complete only for assets showin	ig gain in column (h) and owned by	1	xcess of col (I)		(I) col	Gains (C (k), but	Col (h) gain not less than	minus ı -0-) <b>or</b>
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69		r col (j), if any				(from col (I	
a								<5,092
b								•
С							-	
d								
<u>e</u>				_	1			
2 Capital gain net income or (net ca	pital loss) { If gain, also ente If (loss), enter -0	r in Part I, line I- in Part I, line	7 7	} 2				<5,092
3 Net short-term capital gain or (los	•							
If gain, also enter in Part I, line 8,	column (c)			<b>}</b>  _	İ		NT / 7	
If (loss), enter -0- in Part I, line 8  Part V Qualification U	nder Section 4940(e) for	Poducos	LTay on Not	J 3	mont Inco	ama.	N/A	
If section 4940(d)(2) applies, leave the Was the foundation liable for the sect If "Yes," the foundation does not qual	tion 4942 tax on the distributable am ify under section 4940(e). Do not co	mplete this pa	ırt .					Yes X No
1 Enter the appropriate amount in 6	each column for each year, see instr	uctions before	making any entrie			1		(d)
Base periód years	(b) Adjusted qualifying dis	tributions	Net value of nor	(c) ncharitable	-use assets	ļ	Distribi	ution ratio ded by col (c))
Calendar year (or tax year beginning 2009	19 1117   1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	8,600.			5,192		(cor (b) divi	.028737
2008		0,492.			6,386			.109259
2007		7,050.			8,528			.030511
2006		9,400.	_		8,843.			.040835
2005	41	0,250.		3,17	7,464.	<del> </del>		.129112
2 Total of line 1, column (d)						2		.338454
3 Average distribution ratio for the 5 the foundation has been in exister	•	on line 2 by 5,	or by the number (	of years		3		.067691
4 Enter the net value of noncharitab	le-use assets for 2010 from Part X,	line 5				4	2	2,991,865.
5 Multiply line 4 by line 3						5		202,522.
6 Enter 1% of net investment incom	se (1% of Part I line 27b)					6	<del>-</del>	427.
7 Add lines 5 and 6						7		202,949.
8 Enter qualifying distributions from	ı Part XII, line 4					8		65,100.
	line 7, check the box in Part VI, line	1b, and comp	lete that part using	j a 1% tax	rate		-	<u> </u>

orr	m 990-PF (2010) BANCORPSOUTH FOUNDATION		21723		Page 4
Pi	art VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or	1948 - s	ee instr	uctic	ns)
12	a 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)				
t	Domestic foundations that meet the section 4940(e) requirements in Part V, check here   and enter 1%	1		8	354.
	of Part I, line 27b				
C	: All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2			0.
	Add lines 1 and 2	3			354.
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			354.
6	Credits/Payments				
а	2010 estimated tax payments and 2009 overpayment credited to 2010 6, 140.				
	Exempt foreign organizations - tax withheld at source	1 1			
	: Tax paid with application for extension of time to file (Form 8868)	1			
	I Backup withholding erroneously withheld 6d	1			
	Total credits and payments Add lines 6a through 6d	7 [		6,1	40.
	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached	8			
	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9			
	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		5,2	86.
	Enter the amount of line 10 to be Credited to 2011 estimated tax > 5,286. Refunded >	11			0.
	art VII-A Statements Regarding Activities	·			
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene	ın		Yes	No
	any political campaign?		1a		Х
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?		1b		Х
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published	d or			
	distributed by the foundation in connection with the activities.				1
E	Did the foundation file Form 1120-POL for this year?		10		Х
	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.				-
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation	-			-
	managers ► \$ 0.				1
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		2	ĺ	Х
	If "Yes," attach a detailed description of the activities.				
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation,	r			
	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3	1	Х
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		4a		X
	If "Yes," has it filed a tax return on Form 990-T for this year?	N/I	A 4b		
	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5		X
	If "Yes," attach the statement required by General Instruction T				
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	ŀ		
	remain in the governing instrument?		6	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year?		7	Х	
	If "Yes," complete Part II, col. (c), and Part XV				
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	Х	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for cale	ndar			
	year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		9		_X_
	Did any paragraph become cubetantial contributors during the tay year?		1 40	I	l v

P	art VII-A	Statements Regarding Activities (continued)			
11	At any time	during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of			
	section 512	t(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the four	ndation acquire a direct or indirect interest in any applicable insurance contract before			ŀ
	August 17,	2008?	12		X
13	Did the four	ndation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website ad			_	
14	The books	are in care of ► GARY BONDS Telephone no ► 662			0
	Located at	►BANCORPSOUTH BANK, P.O BOX 789, TUPELO, MS ZIP+4	<b>▶</b> 3880	2	
15	Section 494	17(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			
	and enter th	ne amount of tax-exempt interest received or accrued during the year		N/A	
16	At any time	during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank,	1	Ye	F
	-	or other financial account in a foreign country?	10	<u> </u>	X
	See page 20	of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of			1
-	the foreign		<u>.</u>		
Pź		Statements Regarding Activities for Which Form 4720 May Be Required	E	1	1.
		4720 if any item is checked in the "Yes" column, unless an exception applies.		Ye	s No
1 a		/ear did the foundation (either directly or indirectly)			-
		e in the sale or exchange, or leasing of property with a disqualified person?	NO		
		money from, lend money to, or otherwise extend credit to (or accept it from)  alified person?  Yes X			I
					-
					1
			NO		1
		er any income or assets to a disqualified person (or make any of either available benefit or use of a disqualified person)?	No		-
			NU		
		o pay money or property to a government official? (Exception Check "No"			Į.
		nundation agreed to make a grant to or to employ the official for a period after strong or government service, if terminating within 90 days )	No		1
h		tion of government service, if terminating within 90 days )  er is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations	NU		
u		1941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	'A 1b	1	ŀ
		ns relying on a current notice regarding disaster assistance check here	¨ ⊢‴	+	1
c	•	idation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected	_		-
		rst day of the tax year beginning in 2010?	10		ĺх
2		lure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation			
_		ection 4942(j)(3) or 4942(j)(5))			
а		f tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning			
	before 2010		No		I
	If "Yes," list	the years <b>&gt;</b>			1
b	Are there ar	y years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect			1
	valuation of	assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach			1
	statement -	see instructions ) N/	A 2b		
C	If the provis	ions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here			1
	<b></b>				1
3a	Did the four	idation hold more than a 2% direct or indirect interest in any business enterprise at any time			1
	during the y		No		Ī
b	•	it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after			Ī
	-	69, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose			Ī
		acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C,	,		ŧ
		), to determine if the foundation had excess business holdings in 2010.) $$		+	+
		dation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<u>4a</u>	+-	<u> </u>
b		dation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that	ŀ		1,
	had not bee	n removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

Form 990-PF (2010) BANCORPSOUTH FOUNDATION			64-62172	237 Page
Part VII-B   Statements Regarding Activities for Which	Form 4720 May Be	Required (contil	nued)	
5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	n 4945(e))?	Y	es X No	
(2) Influence the outcome of any specific public election (see section 4955),	or to carry on, directly or indi			
any voter registration drive?		Y	es X No	
(3) Provide a grant to an individual for travel, study, or other similar purposes	32	Y	es X No	
(4) Provide a grant to an organization other than a charitable, etc., organization	on described in section		1	
509(a)(1), (2), or (3), or section 4940(d)(2)?		Y	es X No	1 1
(5) Provide for any purpose other than religious, charitable, scientific, literary	, or educational purposes, or	for		1 1
the prevention of cruelty to children or animals?		Y	es X No	
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify un	der the exceptions described	ın Regulations	•	1 1
section 53 4945 or in a current notice regarding disaster assistance (see instru	uctions)?		N/A	5b
Organizations relying on a current notice regarding disaster assistance check h	nere		▶□ [	
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption f	rom the tax because it mainta	ained		1 1
expenditure responsibility for the grant?		- /-	es 🔲 No	
If "Yes," attach the statement required by Regulations section 53 494	5-5(d)		Į.	1 1
6a Did the foundation, during the year, receive any funds, directly or indirectly, to				
a personal benefit contract?		Y	es X No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	personal benefit contract?			6b 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 s	shelter transaction?	Ye	es X No	
b If "Yes," did the foundation receive any proceeds or have any net income attribu			/-	7b
Part VIII Information About Officers, Directors, Trust Paid Employees, and Contractors		anagers, Highly		
1 List all officers, directors, trustees, foundation managers and their	componentian			
List an officers, directors, trustees, foundation managers and their	(b) Title, and average	(c) Compensation	(d) Contributions to	(a) Evpopes
(a) Name and address	hours per week devoted to position	(If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANCORPSOUTH, INC.	TRUSTEE			
P.O. BOX 789				
TUPELO, MS 38802	0.00	0.	0.	0.
AUBREY PATTERSON	DISTRIBUTION	COMMITTEE	MAN	
P.O. BOX 789				
TUPELO, MS 38802	0.25	0.	0.	0.
NASH ALLEN	DISTRIBUTION	COMMITTEE	MAN	
P.O. BOX 789				
TUPELO, MS 38802	0.25	0.	0.	0.
	DISTRIBUTION			
P.O. BOX 789				
TUPELO, MS 38802	0.25	0.	0.	0.
2 Compensation of five highest-paid employees (other than those inc		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				
				1
				l
			İ	
Total number of other employees paid over \$50,000	·	·	<b>&gt;</b>	0

Part VIII Information About Officers, Directors, Trustees, Foundat Paid Employees, and Contractors (continued)	ion Managers, Highly	
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		
	_	
<u>-</u>		
<del>-</del>	_	
		<del></del> .
	4	
	4	
Total number of others receiving over \$50,000 for professional services  Part IX-A Summary of Direct Charitable Activities		<b>&gt;</b> 0
L	<del> </del>	
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistic number of organizations and other beneficiaries served, conferences convened, research papers produced.	al information such as the	Expenses
1 NONE	500, 610	
NONE		
		0.
2		
4		
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 lin	es 1 and 2	Amount
1 NONE		
		0.
2		
		_ <del>.</del>
All other program-related investments See instructions		
3 NONE		
		^
Table Addison delicated to		0.
Total. Add lines 1 through 3	<b>&gt;</b>	0.

Form **990-PF** (2010)

P	art X Minimum Investment Return (All domestic foundations must complete this part. Foreign fo	undations,	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	2,732,475. 104,951.
b	Average of monthly cash balances	1b	104,951.
C	Fair market value of all other assets	10	200,000.
đ	Total (add lines 1a, b, and c)	1d	3,037,426
е	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	3,037,426.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	45,561.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,991,865.
6	Minimum investment return Enter 5% of line 5	6	149,593.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations a foreign organizations check here and do not complete this part.)	ind certain	
1	Minimum investment return from Part X, line 6	1	149,593.
2 a	Tax on investment income for 2010 from Part VI, line 5		· · ·
b	Income tax for 2010 (This does not include the tax from Part VI)  2b	7	
	Add lines 2a and 2b	2c	854.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	854. 148,739.
1	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	148,739.
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	148,739.
P	art 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	<u>1a</u>	65,100. 0.
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	
l	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	65,100.
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.
3	Adjusted qualifying distributions. Subtract line 5 from line 4	6	65,100.
	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

Form **990-PF** (2010)

4940(e) reduction of tax in those years

Page 9

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				148,739.
2 Undistributed income, if any, as of the end of 2010				110,700.
a Enter amount for 2009 only			0.	
b Total for prior years				<u> </u>
g rotal for prior years		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005 104,951.	1			<del>,</del>
b From 2006	, 1			
c From 2007	1			
d From 2008 341,100.			•	
e From 2009 78,600.	1			
f Total of lines 3a through e	524,651.			
4 Qualifying distributions for 2010 from	321/031.			
Part XII, line 4 > 65, 100.				
a Applied to 2009, but not more than line 2a	1		0.	
b Applied to undistributed income of prior			<u> </u>	
years (Election required - see instructions)	1	0.		
c Treated as distributions out of corpus		0.		
·	65,100.			
(Election required - See instructions)	03,100.			0.
d Applied to 2010 distributable amount	0.			<u> </u>
e Remaining amount distributed out of corpus	148,739.			148,739.
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a) )	140,730.			140,739.
6 Enter the net total of each column as indicated below.				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	441,012.			<u>.</u>
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 2009 Subtract line				
4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2010 Subtract				
lines 4d and 5 from line 1. This amount must	1	1		
be distributed in 2011				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 2005				
not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011.				
Subtract lines 7 and 8 from line 6a	441,012.		1	
O Analysis of line 9				
a Excess from 2006	-	1		
b Excess from 2007				
c Excess from 2008 297, 312.			#	
d Excess from 2009 78,600.	#		1	
e Excess from 2010 65, 100.				
	** CEE COMMEN	ודאות ב		5 000 DE (0040)

_		SOUTH FOUND			64-62	17237 Page 10
Pa	rt XIV Private Operating F	oundations (see in	structions and Part VI	-A, question 9)	N/A	
1 a	If the foundation has received a ruling of	r determination letter tha	t it is a private operating			
	foundation, and the ruling is effective fo	r 2010, enter the date of	the ruling	▶		<del>.</del>
b	Check box to indicate whether the found	dation is a private operatii	ng foundation described i	n section	4942(j)(3) or 49	)42(j)(5)
2 a	Enter the lesser of the adjusted net	Tax year		Prior 3 years		
	income from Part I or the minimum	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
	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					
۵	Qualifying distributions made directly		<del></del>			
·	for active conduct of exempt activities					
	Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the					
	alternative test relied upon					
	"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,				1	
	dividends, rents, payments on					
	securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public			<del> </del>		
	and 5 or more exempt					
	organizations as provided in section 4942(j)(3)(B)(iii)					
	(3) Largest amount of support from					<del></del> ,
	an exempt organization					
	(4) Gross investment income			· · -		
	t XV Supplementary Info	rmation (Comple	te this part only i	f the foundation	had \$5,000 or mo	re in assets
1	at any time during the				40,000 0	
1	Information Regarding Foundation		<u> </u>	· · · · · · · · · · · · · · · · · · ·		
	List any managers of the foundation who	-	han 2% of the total contr	ibutions received by the	foundation before the close	e of any tay
	year (but only if they have contributed m			ioditono roccirca by the	Touridation bototo (no otoo	s or any tax
NON	JE					
	List any managers of the foundation who	own 10% or more of the	stock of a cornoration (	or an equally large portio	n of the ownership of a nai	rtnership or
	other entity) of which the foundation has			or an equally large portion	ii or the ownership or a par	tuicising or
NON	JE					
	Information Regarding Contribution	on Grant Gift Loan	Scholarshin etc. Pro	ograms.		
	Check here ► ☐ If the foundation or		• • • • • • • • • • • • • • • • • • • •	-	nt accent unsolicited reque	sete for funde. If
	the foundation makes gifts, grants, etc. (					
	The name, address, and telephone numb	<del> </del>	<u> </u>			
CET	CONTINUENT C	·				
	STATEMENT 6	b			· <del>- · · - · · ·</del>	
D	The form in which applications should be	e submitted and informati	on and materials they sho			
C	Any submission deadlines					
	Any restrictions or limitations on awards	such as by geographical	Lareas chantable fields t	ands of institutions, or o	ther factors	<del></del>
u	,	, goograpinou	, c.iui ituoio iioio3, f	20 0		

1 2 3 3 3 3 3 3 3 3 3 3 3 3 3 3 3 3 3 3	(			
3 Grants and Contributions Paid During the Y	ear or Approved for Future	Payment	<del>, </del>	
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation	Purnose of grant or	
Name and address (home or business)	any foundation manager	I status of	Purpose of grant or contribution	Amount
	or substantial contributor	recipient		
a Paid during the year			j	
				li
				]
SEE STATEMENT 7				
Total			<b>▶</b> 3a	65,100.
b Approved for future payment				
			İ	
Total SEE STATEMENT 8	•	<del> </del>	> 2h	118.500.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated		ea dusiness income	7-3	ided by section 512, 513, or 514	(e)
1 Program service revenue	(a) Business code	(b) Amount	(C) Exclu- sion code	(d) Amount	Related or exempt function income
a	_		<u> </u>		
b					
C					
d			1		
е	Į.				
1	_		1		
g Fees and contracts from government agencies	_		1		
-	<del></del>		+		<del></del>
2 Membership dues and assessments			-		
3 Interest on savings and temporary cash			1 1		
investments			1 4	F7 261	
4 Dividends and interest from securities			14	57,361.	
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			<b>†</b> ***		
			+		
8 Gain or (loss) from sales of assets other			18	<b>5</b> 002	
than inventory		<del></del>	1 1 0	<5,092.	<u> </u>
9 Net income or (loss) from special events			4		
O Gross profit or (loss) from sales of inventory					
1 Other revenue					
a					
b					
C					
d					
e					
	-	0.		52,269.	0.
2 Subtotal Add columns (b) (d) and (e)	į l				
				12	52.269.
3 Total Add line 12, columns (b), (d), and (e)	<u> </u>			13	52,269.
3 Total Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations  Part XVI-B  Relationship of Activities	s to the Acco	omplishment of Ex		t Purposes	52,269.
3 Total Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations  Part XVI-B Relationship of Activities  Line No. Explain below how each activity for which in	s to the Acco	omplishment of Ex		t Purposes	52,269.
3 Total Add line 12, columns (b), (d), and (e) See worksheet in line 13 instructions to verify calculations  Part XVI-B Relationship of Activities  Line No. Explain below how each activity for which in the foundation's exempt purposes (other the	s to the Acco	omplishment of Ex		t Purposes	52,269.
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Part X	Information Re Exempt Organ		and Transactions a	and Relationships With Noncl	haritabl	е	
1 Did ti		rectly engage in any of the followi	ng with any other organization	on described in section 501(c) of		Yes	No
		)(3) organizations) or in section 5					1
	·	ation to a noncharitable exempt o					
(1)	· · ·		- <b>J</b>		1a(1)	1	X
	Other assets				1a(2)		Х
, ,	transactions						
(1) 8	Sales of assets to a noncharita	ble exempt organization			15(1)		Х
		ncharitable exempt organization			1b(2)		X
(3) F	Rental of facilities, equipment,	or other assets			1b(3)		Х
	Reimbursement arrangements				1b(4)		Х
(5) L	oans or loan guarantees				1b(5)		Х
(6) F	erformance of services or me	mbership or fundraising solicitation	ons		1b(6)		Х
c Shari	ng of facilities, equipment, ma	iling lists, other assets, or paid en	nployees		10		Х
d If the	answer to any of the above is	"Yes," complete the following schi	edule Column (b) should alv	vays show the fair market value of the good	s, other ass	ets,	
or sei	vices given by the reporting fo	oundation. If the foundation receiv	red less than fair market valu	e in any transaction or sharing arrangemen	t, show in		
colun	nn (d) the value of the goods,	other assets, or services received					
a) Line no	(b) Amount involved	(c) Name of noncharitabl	e exempt organization	(I) Description of transfers, transactions, a	nd sharing ar	rangeme	nts
		N/A					
				-			
				<u>-</u>	<u> </u>		
		·					
				-			
				·			
-				-			
2a Ictho	foundation directly or indirect	ly affiliated with, or related to, one	or more tay-eyemet ereaniz	sations described			
	•	than section 501(c)(3)) or in sect		ations described	Yes	x	] No
	s," complete the following sche		1011 327		163	41	JINO
<b>D</b> 11 100	(a) Name of orga		(b) Type of organization	(c) Description of relation	nship		
	N/A		\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	· · · · · · · · · · · · · · · · · ·	•		
	· · · · · · · · · · · · · · · · · · ·				-		
	•						
<del></del>					<u>-</u>		-
				statements, and to the best of my knowledge and	belief, it is tru	e, correc	:t,
Sign	and complete Declaration of prepar	rer (other than taxpayer or fiduciary) is be	ased on all information of which pr	reparer has any knowledge			
Here	days.	Dords	15/12/1	1 Statubution Come	ulteen	~	,
_ [i	Signature of officer or true	stee	Date	Title			
	Print/Type preparer's na	me Preparer's s	gnature	Date Check If PTIN	J		
	D A	$G \cdot (C)$	JA. Cran CPA	self- employed			
Paid	David A.		of 17. way, CIA	2/1/11			
Prepare		OITTE TAX LLP	1	Fırm's EIN ►			
Jse On		O PEABODY PLACE					
	Firm's address ► MEI	MPHIS, TN 38103	-3626	Phone no 901-	-322-0	5700	)

FORM 990-PF	TAXES			STATEMENT		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVE MENT INC		(C) ADJUSTEI NET INCOM		
REAL ESTATE TAXES	5,542.	0.			0.	
TO FORM 990-PF, PG 1, LN 18	5,542.	0.			0.	
FORM 990-PF	OTHER E	XPENSES			STATEMENT 2	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVE MENT INC		(C) ADJUSTED NET INCOM		
FIDUCIARY FEES INSURANCE EXPENSE TAX PREPARATION FEE	14,630. 125. 35.	14,630. 0. 35.			0. 0. 0.	
TO FORM 990-PF, PG 1, LN 23	14,790.				0.	
FORM 990-PF U.S. AND S	STATE/CITY G	OVERNMENT	OBLI	GATIONS	STATEMENT 3	
DESCRIPTION	U.S GOV'		вос	K VALUE	FAIR MARKET VALUE	
U.S GOVERNMENT AGENCIES - FHI U.S GOVERNMENT AGENCIES - FFO MISSISSIPPI DEV BK SPL OBLIG		X		775,000. 499,668. 51,006.	773,209. 503,354. 50,751.	
TOTAL U.S. GOVERNMENT OBLIGATIONS				,274,668.	1,276,563.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				51,006.		
TOTAL TO FORM 990-PF, PART II	1,325,674. 1,327,314					

FORM 990-PF CORPORAT	E STOCK	STATEMENT	4
DESCRIPTION	BOOK VALUE	FAIR MARKET	Г
FIRST WESTERN BANCSHARES INC CERT #682	216,890.	127,70	<u></u>
DODGE & COX STOCK FUND	150,468.	·	
FIDELITY LOW PRICE STOCK FUND #316	99,408.	•	
T. ROWE PRICE GROWTH STOCK	113,255.	•	
T. ROWE PRICE MID CAP GROWTH FUND	139,696.		
ROYCE PENNSYLVANIA MUTUAL FUND	93,368.	149,12	29.
FRANKLIN MUTUAL DISCOVERY Z FUND	145,477.	135,27	78.
DWS DREMAN SMALL CAP VALUE INST	51,401.	73,23	39.
FEDERATED INTERCONTINENTAL INST	127,480.	140,40	)5.
FIDELITY ADVISOR NEW INSIGHT S INST	131,325.	143,39	8.
T. ROWE PRICE EQUITY INCOME FUND	120,730.	144,60	)3.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,389,498.	1,568,32	22.

## 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, 2010

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, 2010 tax year as allocated out of corpus.

Signature of foundation officer, manager, or director

64-6217237

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION PART XV, LINES 2A THROUGH 2D

STATEMENT

6

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.

FORM 990-PF	GRANTS AND CONTRI	BUTIONS PAID DURING THE YEAR		STATEMENT 7
RECIPIENT NAME AND ADDRESS	RECIPIENT STATUS	PURPOSE OF GRANT	RECIPIENT RELATIONSHIP	AMOUNT
SOUTHERN ARKANSAS UNIVERSITY FOUNDATION P.O. BOX 9174 MAGNOLIA, AR 71754-9174	501 (C) (3) FOUNDATION	FUNDS DONATED FOR USE BY CHARITABLE ORGANIZATION	N/A	7,500
ARKANSAS REPERTORY THEATRE 601 MAIN STREET LITTLE ROCK, AR 72201	501 (C) (3) FOUNDATION	FUNDS DONATED FOR USE BY CHARITABLE ORGANIZATION	N/A	2,500
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
PUSHMATAHA AREA COUNCIL BOY SCOUTS OF AMERICA 420 31ST STREET COLUMBUS, MS 39705-1806	501 (C) (3) ORGANIZATION	FUNDS DONATED FOR USE BY CHARITABLE ORGANIZATION	N/A	4,000
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 2717 JACKSON, MS 39207	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

BANCORPSOUTH FOUNDATION				64-6217237		
FORM 990-PF	STATEME GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR					
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		
TOTAL TO FORM 990-PF. PART XV. LINE 3A				65,100		

FORM 990-PF GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT					
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	501 (C) (3) ORGANIZATION	FUNDS DONATED FOR USE BY CHARITABLE ORGANIZATION	N/A		
TOTAL PLEDGE	25,000	AMOUNT PAID	15,000	10,000	
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 601 MAIN STREET LITTLE ROCK, AR 72201	501 (C) (3) ORGANIZATION	FUNDS DONATED FOR USE BY CHARITABLE ORGANIZATION	N/A		
TOTAL PLEDGE	10,000	AMOUNT PAID	7,500	2,500	
PHILLIPS COMMUNITY COLLEGE OF THE 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	24,000	6,000	
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	75,000	0	
TOTAL TO FORM 990-PF, PART XV, LI	NE 3B			118,500	