



OFFICIAL USE  
11-403

**Notice of Government Securities Broker or Government Securities Dealer Activities  
To Be Filed by a Financial Institution Under Section 15C(a)(1)(B)  
of the Securities Exchange Act of 1934**

1. Check appropriate regulatory agency (ARA):

- A.  Comptroller of the Currency
- B.  Board of Governors of the Federal Reserve System
- C.  Federal Deposit Insurance Corporation
- D.  Office of Thrift Supervision
- E.  Securities and Exchange Commission

2. Conducts business as:

- A.  Government Securities Broker
- B.  Government Securities Dealer
- C.  Government Securities Broker and Dealer

3. Filing status of notice:

- A.  Notice
- B.  Amendment

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MAR 21 2002  
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4. A. Full name of the financial institution:

BancorpSouth Bank

B. Address of principal office of financial institution:

One Mississippi Plaza, Tupelo, Mississippi 38802

C. Address of principal office where government securities broker or government securities dealer activities will be conducted (if different from item (B)):

525 East Capitol Street, Jackson, Mississippi 39201

D. Mailing address if different from (B) or (C):

**PROCESSED**  
MAR 11 2002

E. Name, title and telephone number of contact person with respect to this notice:

Alan R. Leach  
Name

Senior Vice President  
Title

**THOMSON FINANCIAL P**  
(601) 592-4905  
Telephone

5. Does financial institution conduct, or will it conduct, government securities broker or government securities dealer activities at any location other than given in Question 4 above? A.  Yes B.  No

(If yes, provide addresses and describe activities.)

See Attached List

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*Handwritten signature*

#5 One Mississippi Plaza Tupelo, MS 38801  
1000 Union University Dr. Jackson, TN 38382  
100 Hardy Street Hattiesburg, MS 39401  
400 University Drive Starkville, MS 39760  
6363 Poplar Ave Memphis, TN 38119  
7125 Airways Blvd. Southaven, MS 38671  
1301 Gunter Avenue Guntersville, AL 35976  
2211 Highland Ave. South Birmingham, AL 35205  
2909 13th Street Gulfport, MS 39501  
101 W. Main Street El Dorado, AR 71730  
1222 Rogers Ave. Fort Smith, AR 72901  
6105 Line Ave., Ste 200 Shreveport, LA 71106

6. Furnish the name and title of each person who is directly engaged in the management, direction or supervision of any of the financial institution's government securities broker or government securities dealer activities:

Full Name			
Last	First	Middle	Title
Leach	Alan	Ray	Senior Vice President
Norrid	Linda	Louise	Vice President
**Fields	Belinda	Ann	Vice President
**Weeks	Michael	Wayne	Vice Chairman

Note: Attach a separate Form G-FIN-4 (or, if previously filed, a copy of Form MSD-4 or Form U-4) for each person named in Item 6.

7. Has any "associated person" (see definition in paragraph A.7. of the instructions) responded "yes" to any question in Item 17 of Form G-FIN-4, or "yes" to one or more questions in Items 23 through 26 of Form MSD-4 or Item 22 on Form U-4?

- A.  Yes                      B.  No

Note: The financial institution and the person executing this form are responsible for making an inquiry of all other employers of any associated person during the immediately preceding three years for the purpose of verifying the accuracy of the information furnished on Form G-FIN-4. (See 17 C.F.R. 400.4(c).) Similar requirements are applicable to Form MSD-4 and Form U-4.

8. The financial institution submitting this notice and the person executing it represent that all of the information contained herein is true, current and complete.

Please print name and title of person executing this notice:

First	Middle	Last	Title
Alan	Ray	Leach	Senior Vice President

Manual Signature: Alan Leach                      Date: 2/12/2002

**FORM G-FIN-4**  
**Disclosure Form for Person Associated with a**  
**Financial Institution Government Securities Broker or Dealer**

1. Applicant Name Fields Belinda A.  
Last First Middle (if none, so specify)

2. Financial Institution Government Securities Broker or Dealer:

A. Name BancorpSouth Bank  
 B. Registration Number [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ]  
 C. Main Address 525 East Capitol Street Jackson, MS 39201

3. Office of Employment of Applicant SAME

4. Date of Employment of Applicant 01 / 04 / 1999  
MM DD YY

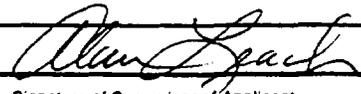
5. To Be Filed With The Following (Indicate One):
- Board of Governors of the Federal Reserve System .....
  - Comptroller of the Currency .....
  - Federal Deposit Insurance Corporation .....
  - Director Office of Thrift Supervision .....
  - Securities and Exchange Commission .....

6. It is anticipated that the applicant will perform the following functions in the capacity indicated:

Capacity  
 Supervisory Non-Supervisory

- A. Underwriting, trading or sales of government securities:
- B. Financial advisory or consultant services for issuers in connection with the issuance of government securities:
- C. Research or investment advice, other than general economic information or advice, with respect to government securities in connection with the activities described in (A) and (B) above:
- D. Activities other than those specifically mentioned which involve communication, directly or indirectly, with public investors in government securities in connection with the activities described in (A) and (B) above:
- E. Processing and clearance activities with respect to government securities:  N/A
- F. Maintenance of records involving activities described in (A) through (E) above:  N/A

7. For the purpose of verifying the information furnished on this form by the applicant named in Item 1 above, this institution has made inquiry of all employers of the applicant during the immediately preceding three years, as set forth below, concerning the accuracy and completeness of the information provided.

Employer	Name and Position of Person Contacted
<u>Deposit Guaranty National Bank</u>	<u>Susan Cain</u>
<u>7-12-02</u>	<u>Alan Leach</u>
<small>Date</small>	<small>Print Name of Supervisor of Applicant</small>
	<u></u>
	<small>Signature of Supervisor of Applicant</small>

**PERSONAL HISTORY OF APPLICANT**

8. Fields Belinda Ann  
Last Name First Middle
9. 426-06-1240  
Social Security Number (Completion is not mandatory)
10. 310 Water Oak Rd  
Resident Street Address
11. Brandon MS 39047  
City State ZIP Code
12. 01 / 30 / 1963  
Date of Birth MM DD YY
13. Nettleton, Mississippi  
Place of Birth
14. Any other name ever used or by which known: Belinda Ann Arnold

**15. Employment History**

The following is a complete, consecutive statement of all my business connections for the past ten years starting with my current position:

Name of Employer, Complete Address and Type of Business	From Mo. Yr.	To Mo. Yr.	Position Held	Reason for Leaving	Full or Part Time
Deposit Guaranty National Bank	06-86	09-98	Funds Management Mgr	Merger	Full
				Severance	

**16. Residential History**

The following is a complete, consecutive statement of all my residential addresses for the past five years starting with my current residential address:

Address (Street, City, State, ZIP Code)	From Mo. Yr.	To Mo. Yr.
310 Water Oak Rd Brandon, MS 39047	12 94	Present

**IF THE ANSWER TO ANY OF THE FOLLOWING QUESTIONS IS YES, ATTACH COMPLETE DETAILS**

**17. Definitions**

- Investment or Investment-Related - Pertaining to securities, commodities, banking, insurance, or real estate (including, but not limited to acting as or being associated with a government securities broker or dealer, municipal securities dealer, broker-dealer, investment company, investment adviser, futures sponsor, bank, or savings and loan association).
  - Involved - Doing an act or aiding, abetting, counseling, commanding, inducing, conspiring with or failing reasonably to supervise another in doing an act
  - Foreign Financial Regulatory Authority - Includes any (a) foreign securities authority; (b) other governmental body or foreign equivalent of a self-regulatory organization empowered by a foreign government to administer or enforce its laws relating to the regulation of investment or investment-related activities or (c) membership organization, a function of which is to regulate the participation of its members in the activities listed above.
- A. Have you, within the 10 years preceding the date of this filing, been convicted of or plead guilty or nolo contendere ("no contest") in a domestic or foreign court to:
- (1) a felony or misdemeanor involving: investments or an investment-related business, fraud, false statements or omissions, wrongful taking of property, or bribery, forgery, counterfeiting or extortion? ..... Yes  No
  - (2) any other felony? ..... Yes  No
- B. Has any domestic or foreign court ever:
- (1) enjoined you in connection with any investment-related activity? ..... Yes  No
  - (2) found that you were involved in a violation of investment-related statutes or regulations? ..... Yes  No
- C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever:
- (1) found you to have made a false statement or omission? ..... Yes  No
  - (2) found you to have been involved in a violation of investment-related regulations or statutes? ..... Yes  No
  - (3) found you to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted? ..... Yes  No
  - (4) entered an order denying, suspending or revoking your registration or disciplined you by restricting your activities? ..... Yes  No
  - (5) imposed a civil money penalty on you, or ordered you to cease and desist from any activity? ..... Yes  No
- D. Has any other federal regulatory agency, any state regulatory agency, or foreign financial regulatory authority ever:
- (1) found you to have made a false statement or omission or been dishonest, unfair or unethical? ..... Yes  No
  - (2) found you to have been involved in a violation of investment regulations or statutes? ..... Yes  No
  - (3) found you to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted? ..... Yes  No
  - (4) entered an order against you in connection with investment-related activity? ..... Yes  No
  - (5) denied, suspended, or revoked your registration or license or otherwise prevented you from associating with an investment related business, or disciplined you by restricting your activities? ..... Yes  No
  - (6) revoked or suspended your license as an attorney, accountant or federal contractor? ..... Yes  No
- E. Has any self-regulatory organization or commodities exchange:
- (1) found you to have made a false statement or omission? ..... Yes  No
  - (2) found you to have been involved in a violation of its rules? ..... Yes  No
  - (3) found you to have been the cause of an investment-related business having its authorization to do business denied, suspended, revoked or restricted? ..... Yes  No
  - (4) disciplined you by expelling or suspending you from membership, barring or suspending your association with its members, or restricting your activities? ..... Yes  No
- F. Has any foreign government, court, regulatory agency, or exchange ever entered an order against you related to investments or fraud other than as reported in items 17.A., B., or D.? ..... Yes  No

- G. Are you now the subject of any complaint, investigation, or proceeding that could result in a "yes" answer to parts A-F of this item? ..... Yes  No
- H: Have you been discharged or permitted to resign because you were accused of:
- (1) violating investment-related statutes, regulations, rules, or industry standards of conduct? ..... Yes  No
- (2) fraud or the wrongful taking of property? ..... Yes  No
- (3) failure to supervise in connection with investment-related statutes, regulations, rules or industry standards of conduct? ..... Yes  No

Date February 12, 2002 Signature of Applicant Belinda A. Fields

**FORM G-FIN-4 ACKNOWLEDGMENT**

18. Applicant Name Belinda Ann Fields

19. Financial Institution Government Securities Broker or Dealer Name BancorpSouth Bank

20. Financial Institution Government Securities Broker or Dealer Address 525 East Capitol Street  
Jackson, MS 39201

Receipt Stamp

21. Attention: Alan Leach

WHEN THE FORM G-FIN-4 IS RECEIVED BY THE APPROPRIATE REGULATORY AGENCY, THIS ACKNOWLEDGMENT WILL BE STAMPED TO SHOW RECEIPT AND RETURNED TO THE PERSON NAMED IN ITEM 21. THE STAMPED ACKNOWLEDGMENT SHOULD BE RETAINED TO SUBSTANTIATE FILING.

"Public reporting burden for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any aspect of this collection of information, including suggestions for reducing this burden: to Bureau of the Public Debt, Government Securities Regulations Staff, Room 515, 999 E Street, N.W., Washington, DC 20239-0001; and to the Office of Management and Budget, Paperwork Reduction Project (1535-0089), Washington, DC 20503."

**15. Employment History**

The following is a complete, consecutive statement of all my business connections for the past ten years starting with my current position:

Name of Employer, Complete Address and Type of Business	From Mo. Yr.	To Mo. Yr.	Position Held	Reason for Leaving	Full or Part Time
BancorpSouth Inc.	1 95	Present	Vice Chairman Bank		Full
KPMG, LLP	5 70	1 95	Partner	Accepted new position	Full

**16. Residential History**

The following is a complete, consecutive statement of all my residential addresses for the past five years starting with my current residential address:

Address (Street, City, State, ZIP Code)	From Mo. Yr.	To Mo. Yr.
3119 Plantation Circle Tupelo, MS 38804	1998	Present
19 O'Keena Drive Jackson, TN 38382	1995	1998

**IF THE ANSWER TO ANY OF THE FOLLOWING QUESTIONS IS YES , ATTACH COMPLETE DETAILS**

**17. Definitions**

- Investment or Investment-Related - Pertaining to securities, commodities, banking, insurance, or real estate (including, but not limited to acting as or being associated with a government securities broker or dealer, municipal securities dealer, broker-dealer, investment company, investment adviser, futures sponsor, bank, or savings and loan association).
  - Involved - Doing an act or aiding, abetting, counseling, commanding, inducing, conspiring with or failing reasonably to supervise another in doing an act.
  - Foreign Financial Regulatory Authority - Includes any (a) foreign securities authority; (b) other governmental body or foreign equivalent of a self-regulatory organization empowered by a foreign government to administer or enforce its laws relating to the regulation of investment or investment-related activities or (c) membership organization, a function of which is to regulate the participation of its members in the activities listed above.
- A. Have you, within the 10 years preceding the date of this filing, been convicted of or plead guilty or nolo contendere ("no contest") in a domestic or foreign court to:
- (1) a felony or misdemeanor involving: investments or an investment-related business, fraud, false statements or omissions, wrongful taking of property, or bribery, forgery, counterfeiting or extortion? ..... Yes  No
  - (2) any other felony? ..... Yes  No
- B. Has any domestic or foreign court ever:
- (1) enjoined you in connection with any investment-related activity? ..... Yes  No
  - (2) found that you were involved in a violation of investment-related statutes or regulations? ..... Yes  No
- C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever:
- (1) found you to have made a false statement or omission? ..... Yes  No
  - (2) found you to have been involved in a violation of investment-related regulations or statutes? ..... Yes  No
  - (3) found you to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted? ..... Yes  No
  - (4) entered an order denying, suspending or revoking your registration or disciplined you by restricting your activities? ..... Yes  No
  - (5) imposed a civil money penalty on you, or ordered you to cease and desist from any activity? ..... Yes  No
- D. Has any other federal regulatory agency, any state regulatory agency, or foreign financial regulatory authority ever:
- (1) found you to have made a false statement or omission or been dishonest, unfair or unethical? ..... Yes  No
  - (2) found you to have been involved in a violation of investment regulations or statutes? ..... Yes  No
  - (3) found you to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted? ..... Yes  No
  - (4) entered an order against you in connection with investment-related activity? ..... Yes  No
  - (5) denied, suspended, or revoked your registration or license or otherwise prevented you from associating with an investment related business, or disciplined you by restricting your activities? ..... Yes  No
  - (6) revoked or suspended your license as an attorney, accountant or federal contractor? ..... Yes  No
- E. Has any self-regulatory organization or commodities exchange:
- (1) found you to have made a false statement or omission? ..... Yes  No
  - (2) found you to have been involved in a violation of its rules? ..... Yes  No
  - (3) found you to have been the cause of an investment-related business having its authorization to do business denied, suspended, revoked or restricted? ..... Yes  No
  - (4) disciplined you by expelling or suspending you from membership, barring or suspending your association with its members, or restricting your activities? ..... Yes  No
- F. Has any foreign government, court, regulatory agency, or exchange ever entered an order against you related to investments or fraud other than as reported in items 17.A., B., or D.? ..... Yes  No

- G. Are you now the subject of any complaint, investigation, or proceeding that could result in a "Yes" answer to parts A-F of this item? ..... Yes No
- H. Have you been discharged or permitted to resign because you were accused of: ..... Yes No
- (1) violating investment-related statutes, regulations, rules, or industry standards of conduct? ..... Yes No
- (2) fraud or the wrongful taking of property? ..... Yes No
- (3) failure to supervise in connection with investment-related statutes, regulations, rules or industry standards of conduct? ..... Yes No

Date 2/12/02 Signature of Applicant *Michael Wayne Weeks*

**FORM G-FIN-4 ACKNOWLEDGMENT**

18. Applicant Name Michael Wayne Weeks
19. Financial Institution Government Securities Broker or Dealer Name BancorpSouth Bank
20. Financial Institution Government Securities Broker or Dealer Address 525 East Capitol Street  
Jackson, MS 39201
21. Attention: Alan Leach

Receipt Stamp

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"Public reporting burden for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any aspect of this collection of information, including suggestions for reducing this burden: to Bureau of the Public Debt, Government Securities Regulations Staff, Room 515, 999 E Street, N.W., Washington, DC 20239-0001; and to the Office of Management and Budget, Paperwork Reduction Project (1535-0089), Washington, DC 20503."

FORM G-FIN-4

OMB # 1535-0089

Disclosure Form for Person Associated with a Financial Institution Government Securities Broker or Dealer

1. Applicant Name Weeks Michael Wayne
Last First Middle (If none, so specify)

2. Financial Institution Government Securities Broker or Dealer:

A. Name BancorpSouth Bank
B. Registration Number
C. Main Address 525 East Capitol Street Jackson, MS 39201

3. Office of Employment of Applicant One Mississippi Plaza Tupelo, MS 38801

4. Date of Employment of Applicant 01 / 13 / 1995
MM DD YY

- 5. To Be Filed With The Following (Indicate One):
Board of Governors of the Federal Reserve System
Comptroller of the Currency
Federal Deposit Insurance Corporation
Director Office of Thrift Supervision
Securities and Exchange Commission

- 6. It is anticipated that the applicant will perform the following functions in the capacity indicated:
Capacity Supervisory Non-Supervisory
A. Underwriting, trading or sales of government securities:
B. Financial advisory or consultant services for issuers in connection with the issuance of government securities:
C. Research or investment advice, other than general economic information or advice, with respect to government securities in connection with the activities described in (A) and (B) above:
D. Activities other than those specifically mentioned which involve communication, directly or indirectly, with public investors in government securities in connection with the activities described in (A) and (B) above:
E. Processing and clearance activities with respect to government securities:
F. Maintenance of records involving activities described in (A) through (E) above:

7. For the purpose of verifying the information furnished on this form by the applicant named in item 1 above, this institution has made inquiry of all employers of the applicant during the immediately preceding three years, as set forth below, concerning the accuracy and completeness of the information provided.

Table with 3 columns: Employer, Name and Position of Person Contacted, Date, Print Name of Supervisor of Applicant, Signature of Supervisor of Applicant. Row 1: BancorpSouth, Carol Warren, 2-12-02, Alan Leach, Alan Leach

PERSONAL HISTORY OF APPLICANT

- 8. Weeks Michael Wayne
Last Name First Middle
9. 587-05-0269
Social Security Number (Completion is not mandatory)
10. 3119 Plantation Circle
Resident Street Address
11. Tupelo, MS 38804
City State ZIP Code
12. 9 / 27 / 1948
Date of Birth MM DD YY
13. Clarksdale, MS
Place of Birth
14. Any other name ever used or by which known: NONE