



James D. "Dan" Rollins III
Chairman of the Board &
Chief Executive Officer

June 11, 2018



Mr. Brent J. Fields, Secretary
United States Securities and Exchange Commission
100 F Street NE
Washington, D.C. 20549

**Re: Transaction Fee Pilot for NMS Stocks,
Securities and Exchange Act Release No. 82873
(March 14, 2018), 83 FR 13008 (March 26, 2018)
(File No. S7-05-18)**

Dear Mr. Fields:

We write to express our concerns regarding the Transaction Fee Pilot (the "Pilot") recently proposed by the Securities and Exchange Commission (the "Commission") intended to examine broker routing behavior and to request that BancorpSouth Bank (BXS) (BXS:NYSE) be excluded from the Pilot test groups. As proposed, the Pilot would divide publicly-listed stocks into three test groups of 1,000 stocks, with each group required to have different limits on access fees and rebates, with the remaining 5,200 publicly-listed stocks comprising a control group that would be subject to the current regulatory structure. The Pilot would run for two years.

Before addressing the substantive issues presented by the Pilot, I would point out that BXS does not submit its public filings to the SEC, but to the FDIC. For this reason alone, BXS should be excluded from the Pilot.

As an NYSE listed company, BXS received a copy of the comment letter provided to you by Elizabeth K. King, General Counsel and Corporate Secretary, NYSE Group, Inc., dated May 31, 2018. We fully agree with the NYSE's letter and encourage the Commission to consider the NYSE arguments in opposition to the Pilot, specifically:

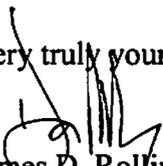
1. the potential for bid-ask spreads to widen, resulting in higher costs for issuers conducting a share repurchase program;
2. the potential for wider spreads to disadvantage one security versus another due to differing investor transaction costs;

3. the Pilot would unfairly place transaction pricing restrictions on national securities exchanges while allowing other market participants to compete free of any such restrictions; and
4. the concern that the Pilot, as currently designed to include only national securities exchanges, would not provide the Commission with usable data to inform the Commission's policymaking on the trading impacts of transaction-based fees and rebates.

More specifically, BXS objects to the Pilot based on the Pilot's design, and we believe that as a result of such design, BXS's inclusion in one of the test groups may negatively impact BXS's stock and harm its shareholders. Negative impacts may include wider bid-ask spreads and higher transaction costs for BXS stock as compared to stocks in the control group. In addition to harming BXS shareholders and potential investors, the Pilot may directly harm BXS by increasing transaction costs for BXS's own stock repurchase program. Finally, BXS is concerned that some or a majority of its peers may not be included in a test group causing BXS to be evaluated differently than its peers and for its stock to be less attractive than the stocks of its peers. Stocks should be treated equally in the market, and the Pilot, by arbitrarily placing issuers in test and control groups, will result in unequal treatment.

For these reasons and others stated in detail by the NYSE, BXS urges the Commission not to adopt the Pilot. Should the Commission decide to continue with the Pilot, BXS requests that it be excluded from the Pilot test groups.

Very truly yours,



James D. Rollins III
Chairman and Chief Executive Officer
BancorpSouth Bank

cc: Honorable Jay Clayton, Chairman
Honorable Michael S. Piwowar, Commissioner
Honorable Kara M. Stein, Commissioner
Honorable Robert J. Jackson, Jr., Commissioner
Honorable Hester M. Pierce, Commissioner
Mr. Brett Redfearn, Director, Division of Trading and Markets
Ms. Kristie K. Elmquist, Regional Director, Federal Deposit Insurance Corporation
Ms. Maureen Loviglio, Senior Staff Accountant, Federal Deposit Insurance Corporation