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BANCORPSOUTH INC
Form 13F-HR
May 19, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2010

Check here if Amendment []; Amendment Number: ____

This Amendment (Check only one): [] is a restatement
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: BancorpSouth Inc.
Address: One Mississippi Plaza
201 South Spring Street
Tupelo MS 38804

Form 13F File Number: 28-10453

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it that all information contained herein is true correct and complete and that it is understood that all required items statements schedules lists and tables are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Cathy S. Freeman
Title: Executive Vice President and Corporate Secretary
Phone: (662) 680-2084

Signature Place and Date of Signing:

/s/ Cathy S. Freeman	Tupelo Mississippi	May 18, 2010
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[Signature]	[City State]	[Date]

Report Type (Check only one.):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager: None.

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1
 Form 13F Information Table Entry Total: 252
 Form 13F Information Table Value Total: \$934,909
 (thousands)

LIST OF OTHER INCLUDED MANAGERS:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed other than the manager filing this report.

No.	Form 13F File Number	Name
1	28-10939	BancorpSouth Bank

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FORM 13F INFORMATION TABLE

NAME OF ISSUER	TITLE OF CLASS	CUSIP	MKT VAL x 1000	Shares/ PRN Amt	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION		
							SOLE (A)	SHR (B)	OTH (C)
AMDOCS LTD	ORD	G02602103	404	13,415	SH		X		
ACCENTURE PLC IRELAND	SHS	G1151C101	467	11,130	SH		X		
	CLASS A								
COVIDIEN PLC	SHS	G2554F105	1,088	21,630	SH		X		
INVESCO LTD	SHS	G491BT108	281	12,805	SH		X		
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	415	20,345	SH		X		
SINOVAC BIOTECH LTD	SHS	P8696W104	77	12,997	SH		X		
FLEXTRONICS INTL LTD	ORD	Y2573F102	158	20,169	SH		X		
AGL RES INC	COM	001204106	301	7,797	SH		X		
AGL RES INC	COM	001204106	3	66	SH				X
AT&T INC	COM	00206R102	826	31,952	SH		X		
AT&T INC	COM	00206R102	140	5,420	SH				X
ABBOTT LABS	COM	002824100	679	12,887	SH		X		
ABBOTT LABS	COM	002824100	211	4,000	SH				X
ADOBE SYS INC	COM	00724F101	261	7,383	SH		X		
AIR PRODS & CHEMS INC	COM	009158106	760	10,275	SH		X		
ALLERGAN INC	COM	018490102	306	4,683	SH		X		
ALTRIA GROUP INC	COM	02209S103	353	17,188	SH		X		
ALTRIA GROUP INC	COM	02209S103	4	210	SH				X
AMERICAN EXPRESS CO	COM	025816109	579	14,040	SH		X		
AMGEN INC	COM	031162100	458	7,662	SH		X		
AMPHENOL CORP	NEW CL A	032095101	288	6,830	SH		X		

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ANADARKO PETE CORP	COM	032511107	108	1,485 SH	X	
ANADARKO PETE CORP	COM	032511107	124	1,696 SH		X
APPLE INC	COM	037833100	1,583	6,737 SH	X	
APPLIED MATLS INC	COM	038222105	215	15,942 SH	X	
ARTIO GLOBAL INVT FDS	INTL EQ	04315J506	208	7,239 SH	X	
	CL I					
ARTIO GLOBAL INVT FDS	INTL	04315J837	1,785	150,656 SH	X	
	EQTY II I					
ATMEL CORP	COM	049513104	90	17,904 SH	X	
AUTODESK INC	COM	052769106	287	9,767 SH	X	
BJ SERVICES CO		055482103	520	24,305 SH	X	
BP PLC	SPONSORED	055622104	784	13,738 SH	X	
	ADR					
BP PLC	SPONSORED	055622104	167	2,934 SH		X
	ADR					
BALDOR ELEC CO	COM	057741100	6,113	163,446 SH	X	
BANCORPSOUTH INC	COM	059692103	22,839	1,089,634 SH	X	
BANCORPSOUTH INC	COM	059692103	235	11,192 SH		X
BANK OF THE OZARKS INC	COM	063904106	2,212	62,851 SH	X	
BAXTER INTL INC	COM	071813109	503	8,640 SH	X	
BECTON DICKINSON & CO	COM	075887109	264	3,352 SH	X	
BERKSHIRE HATHAWAY INC	DEL CL B	084670702	870	10,701 SH	X	
	NEW					
BEST BUY INC	COM	086516101	263	6,191 SH	X	
BOEING CO	COM	097023105	323	4,446 SH	X	
BRISTOL MYERS SQUIBB CO	COM	110122108	351	13,136 SH	X	
BRISTOL MYERS SQUIBB CO	COM	110122108	9	334 SH		X
BROADCOM CORP	CL A	111320107	742	22,361 SH	X	
CABE/LONG PROPERTIES LIMITED		136002995	479	4,418 SH	X	
CABE/LONG PROPERTIES LIMITED		136002995	3,953	36,457 SH		X
CABE/ARK LIMITED PARTNERSHIP		136003993	6,639	38,082 SH	X	
CATERPILLAR INC	DEL COM	149123101	374	5,950 SH	X	
CELGENE CORP	COM	151020104	565	9,115 SH	X	
CHEVRON CORP	NEW COM	166764100	1,867	24,615 SH	X	
CHEVRON CORP	NEW COM	166764100	609	8,026 SH		X
CISCO SYS INC	COM	17275R102	972	37,333 SH	X	
CITIZENS HLDG CO MISS	COM	174715102	3,924	158,987 SH	X	
1CLIFFS NATURAL RESOURCES INC	COM	18683K101	871	12,270 SH	X	
COCA COLA CO	COM	191216100	546	9,932 SH	X	
COCA COLA CO	COM	191216100	269	4,898 SH		X
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	298	5,848 SH	X	
COLGATE PALMOLIVE CO	COM	194162103	273	3,201 SH	X	
CONOCOPHILLIPS	COM	20825C104	322	6,285 SH	X	
CONOCOPHILLIPS	COM	20825C104	3	66 SH		X
MONTGOMERY EXPLORATION 10.87		216000992	225	1 SH	X	
CORNING INC	COM	219350105	529	26,195 SH	X	
DWS VALUE SER INC SMCP VALF INST		23338F754	15,543	463,285 SH	X	
DWS VALUE SER INC SMCP VALF INST		23338F754	80	2,388 SH		X
DANAHER CORP	DEL COM	235851102	326	4,080 SH	X	
DEERE & CO	COM	244199105	837	14,080 SH	X	
DELTIC TIMBER CORP	COM	247850100	279	6,324 SH	X	
DELTIC TIMBER CORP	COM	247850100	18,313	415,743 SH		X

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	MKT VAL		Shares/ PRN Amt	SH/ PRN	PUT/ CALL	DISCRETION		
			x 1000					SOLE (A)	SHR (B)	OTH (C)
DODGE & COX STK FD	COM	256219106	18,498		180,999	SH		X		
DODGE & COX STK FD	COM	256219106	143		1,402	SH				X
DREYFUS APPRECIATION FD INC	COM	261970107	1,404		40,160	SH		X		
DUKE ENERGY CORP	NEW COM	26441C105	246		15,088	SH		X		
DUKE ENERGY CORP	NEW COM	26441C105	6		364	SH				X
ERHC ENERGY INC	COM	26884J104	6		10,000	SH		X		
EBAY INC	COM	278642103	242		8,990	SH		X		
ECOLAB INC	COM	278865100	235		5,355	SH		X		
EMERSON ELEC CO	COM	291011104	1,125		22,350	SH		X		
EURO PAC GROWTH FD	CL R-4	298706847	232		6,108	SH		X		
	SHARES									
EXELON CORP	COM	30161N101	939		21,424	SH		X		
EXPRESS SCRIPTS INC	COM	302182100	2,111		20,749	SH		X		
EXXON MOBIL CORP	COM	30231G102	5,678		84,771	SH		X		
EXXON MOBIL CORP	COM	30231G102	980		14,630	SH				X
FAIRHOLME FD	COM	304871106	202		5,947	SH		X		
FEDERATED EQUITY FDS	INTRCONTL	314172461	15,050		345,172	SH		X		
	INST									
FEDERATED EQUITY FDS	INTRCONTL	314172461	75		1,718	SH				X
	INST									
FIDELITY ADVISOR SER VIII	DIVR	315920686	213		14,089	SH		X		
	INTL INST									
FIDELITY CONTRAFUND INC	NEW	316071604	24,259		1,349,199	SH		X		
	INSIGHTS									
FIDELITY CONTRAFUND INC	NEW	316071604	124		6,869	SH				X
	INSIGHTS									
	I									
FIDELITY PURITAN TR	LOW	316345305	26,170		756,141	SH		X		
	PRICE STK									
FIDELITY PURITAN TR	LOW	316345305	202		5,824	SH				X
	PRICE STK									
GENERAL ELECTRIC CO	COM	369604103	1,287		70,710	SH		X		
GENERAL MLS INC	COM	370334104	244		3,452	SH		X		
GILEAD SCIENCES INC	COM	375558103	630		13,865	SH		X		
GOOGLE INC	CL A	38259P508	955		1,684	SH		X		
GROWTH FD AMER INC	CL R-5	399874833	217		7,620	SH		X		
	SHARES									
RESTER ENTERPRISES LP 5% INT		404005993	208		1	SH		X		
RESTER ENTERPRISES LP 8% INT		405002999	333		1	SH		X		
RESTER ENTERPRISES LP 8% INT		407000991	333		1	SH		X		
HARBOR FD INTL FD INSTL		411511306	2,004		36,300	SH		X		
DAVIS FAMILY HOLDINGS LP		419002993	1,194		0	SH		X		
LONESTAR PARTNERS, L.P.		420002990	2,500		2,500,000	SH				X
HEINZ H J CO	COM	423074103	211		4,625	SH		X		
HEINZ H J CO	COM	423074103	9		192	SH				X
HEWLETT PACKARD CO	COM	428236103	759		14,275	SH		X		
KEY COLONY		430004994	880		1	SH				X
JOHNSTON ENTERPRISES, L.P.		432004992	1,389		0	SH		X		
GURDON TIMBER LTD 36.494%		434002994	2,477		1	SH		X		
WOODLAND HILLS LIMITED PARTN		435001995	220		25	SH		X		
SUNNYDALE LIMITED PARTNERSHI		436001994	1,558		88	SH		X		
WEH PROPERTIES LIMITED PARTN		436002992	410		86	SH		X		
CRICKET LIMITED PARTNERSHIP		436003990	941		28	SH		X		
MCM TIMBER 3.021% INTEREST		438002990	243		1	SH		X		
MCM TIMBER 3.020% INTEREST		438003998	243		1	SH		X		

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1MCM TIMBER 1.510% INTEREST		438004996	1,595	2 SH	X	
MARIE P CARTER ENTERPRISES L		439004995	1,623	1 SH	X	
OAK GROVE LAND CO, L.P. 12.5		440000990	309	4 SH	X	
REED HOLDINGS PARTNERSHIP, L		441002995	1,104	71 SH	X	
MCM TIMBER 12% INTEREST		442000998	965	1 SH	X	
MCCULLOCH PARTNERS, LTD 7.24		443000997	2,220	6 SH	X	
DCT OPERATING PARTNERSHIP		443004999	603	75,518 SH	X	
MCMILLON PROPERTIES L/P		445000995	2,183	96 SH	X	
ILLINOIS TOOL WKS INC	COM	452308109	295	6,219 SH	X	
INTEL CORP	COM	458140100	1,044	46,853 SH	X	
INTEL CORP	COM	458140100	71	3,200 SH		X
INTERCONTINENTALEXCHANGE INC	COM	45865V100	224	1,998 SH	X	
INTERNATIONAL BUSINESS MACHS	COM	459200101	994	7,754 SH	X	
INVERNESS MED INNOVATIONS IN	COM	46126P106	343	8,800 SH	X	
INVESTMENT CO AMER	COM	461308108	1,100	41,246 SH	X	
ISHARES TR INDEX RUSSELL 2000		464287655	537	7,917 SH	X	
JPMORGAN CHASE & CO	COM	46625H100	613	13,700 SH	X	
JPMORGAN CHASE & CO	COM	46625H100	88	1,956 SH		X
JANUS INVT FD	ORION FD	471023648	185	17,287 SH	X	
	CL T					
JANUS INVT FD	OVERSEAS	47103C449	237	5,148 SH	X	
	FD SHS					
JOHNSON & JOHNSON	COM	478160104	1,483	22,740 SH	X	
JOHNSON & JOHNSON	COM	478160104	372	5,700 SH		X
JOHNSON CTLS INC	COM	478366107	336	10,174 SH	X	
JUNIPER NETWORKS INC	COM	48203R104	864	28,175 SH	X	
K L S ENVIRO RES INC	COM	482530102	0	125,000 SH	X	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	MKT		SH/ PUT/ SOLE	INVESTMENT DISCRETION		
			VAL x 1000	Shares/ PRN Amt		SH/ PRN	CALL	SHR (A)
KELLOGG CO	COM	487836108	266	4,974 SH				X
KIMBERLY CLARK CORP	COM	494368103	216	3,429 SH				X
KIMBERLY CLARK CORP	COM	494368103	8	134 SH				X
KRAFT FOODS INC	CL A	50075N104	285	9,414 SH				X
LENDER PROCESSING SVCS INC	COM	52602E102	295	7,816 SH				X
LILLY ELI & CO	COM	532457108	187	5,166 SH				X
LILLY ELI & CO	COM	532457108	36	998 SH				X
LONGLEAF PARTNERS FDS TR	SH BEN	543069108	227	8,827 SH				X
	INT							
LORD ASSET MGMT TR	T WHITE	543917108	227	14,251 SH				X
	INTL							
LOWES COS INC	COM	548661107	201	8,300 SH				X
MFS SER TR I	VALUE FD	552983801	208	9,631 SH				X
	CL A							
MANULIFE FINL CORP	COM	56501R106	370	18,800 SH				X
MARTIN MARIETTA MATLS INC	COM	573284106	223	2,670 SH				X
MCDONALDS CORP	COM	580135101	489	7,322 SH				X
MCDONALDS CORP	COM	580135101	8	118 SH				X

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MERCK & CO INC	NEW COM	58933Y105	330	8,826 SH	X	
MERCK & CO INC	NEW COM	58933Y105	2	54 SH		X
MICROSOFT CORP	COM	594918104	2,087	71,266 SH	X	
COLLABRX SER A PFD STOCK		601A4X997	634	446,227 SH		X
MONTGOMERY EXPLORATION		601A5Z991	292	1 SH	X	
MURPHY OIL CORP	COM	626717102	4,711	83,839 SH	X	
MURPHY OIL CORP	COM	626717102	421,975	7,509,784 SH		X
MUTUAL SER FD INC	SHS FD	628380107	374	18,499 SH		X
	CL Z					
MUTUAL SER FD INC	BEACON	628380305	162	13,366 SH		X
	FD Z					
MUTUAL SER FD INC	GBL	628380404	32,170	1,137,145 SH	X	
	DISCVR					
	FD Z					
MUTUAL SER FD INC	GBL	628380404	141	4,987 SH		X
	DISCVR					
	FD Z					
NATIONAL OILWELL VARCO INC	COM	637071101	274	6,743 SH	X	
NESTLE S A	SPONSORED	641069406	956	18,642 SH	X	
	ADR					
NETAPP INC	COM	64110D104	373	11,475 SH	X	
NEW PERSPECTIVE FD INC	COM	648018109	660	25,124 SH	X	
NORFOLK SOUTHERN CORP	COM	655844108	236	4,223 SH	X	
ON SEMICONDUCTOR CORP	COM	682189105	110	13,711 SH	X	
O REILLY AUTOMOTIVE INC	COM	686091109	332	7,968 SH	X	
PDL BIOPHARMA INC	COM	69329Y104	186	30,000 SH		X
PEPSICO INC	COM	713448108	1,056	15,961 SH	X	
1PEPSICO INC	COM	713448108	73	1,100 SH		X
PFIZER INC	COM	717081103	446	25,996 SH	X	
PFIZER INC	COM	717081103	24	1,420 SH		X
PHILIP MORRIS INTL INC	COM	718172109	527	10,111 SH	X	
PHILIP MORRIS INTL INC	COM	718172109	6	118 SH		X
POTASH CORP SASK INC	COM	73755L107	602	5,044 SH	X	
PRAXAIR INC	COM	74005P104	296	3,568 SH	X	
PRECISION CASTPARTS CORP	COM	740189105	263	2,075 SH	X	
PRICE T ROWE GROUP INC	COM	74144T108	887	16,130 SH	X	
PRICE T ROWE GROWTH STK FD I	COM	741479109	80,175	2,794,530 SH	X	
PRICE T ROWE GROWTH STK FD I	COM	741479109	592	20,641 SH		X
PROCTER & GAMBLE CO	COM	742718109	2,397	37,887 SH	X	
PROCTER & GAMBLE CO	COM	742718109	383	6,060 SH		X
QUALCOMM INC	COM	747525103	313	7,469 SH	X	
RAYTHEON CO	COM NEW	755111507	279	4,893 SH	X	
REGIONS FINANCIAL CORP	NEW COM	7591EP100	317	40,330 SH	X	
REGIONS FINANCIAL CORP	NEW COM	7591EP100	17	2,205 SH		X
REPUBLIC SVCS INC	COM	760759100	528	18,200 SH	X	
ROWE T PRICE EQUITY INCOME F SH BEN INT		779547108	18,028	809,497 SH	X	
ROWE T PRICE EQUITY INCOME F SH BEN INT		779547108	100	4,491 SH		X
ROWE T PRICE MID-CAP GROWTH	COM	779556109	48,104	934,783 SH	X	
ROWE T PRICE MID-CAP GROWTH	COM	779556109	295	5,726 SH		X
ROWE T PRICE MID CAP VALUE F	COM	77957Y106	277	12,573 SH	X	
ROYAL DUTCH SHELL PLC	SPON ADR	780259107	182	3,287 SH	X	
	B					
ROYAL DUTCH SHELL PLC	SPON ADR	780259107	93	1,687 SH		X
	B					
ROYAL DUTCH SHELL PLC	SPONS	780259206	93	1,600 SH	X	
	ADR A					
ROYAL DUTCH SHELL PLC	SPONS	780259206	185	3,200 SH		X
	ADR A					
ROYCE FD PENN MUT INV		780905840	30,807	3,059,285 SH	X	
ROYCE FD PENN MUT INV		780905840	175	17,370 SH		X

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SCHLUMBERGER LTD	COM	806857108	1,048	16,511 SH	X
SCHWAB CHARLES CORP	NEW COM	808513105	698	37,350 SH	X

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	MKT VAL x 1000	Shares/ PRN Amt	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION		
							SOLE (A)	SHR (B)	OTH (C)
SEQUENOM INC	COM NEW	817337405	63	10,000	SH		X		
SHERWIN WILLIAMS CO	COM	824348106	237	3,500	SH		X		
SIMMONS 1ST NATL CORP	CL A \$1 PAR	828730200	291	10,566	SH		X		
SIRIUS XM RADIO INC	COM	82967N108	9	10,000	SH		X		
SOUTHERN CO	COM	842587107	3,754	113,205	SH		X		
SOUTHERN CO	COM	842587107	162	4,898	SH				X
SOUTHWESTERN ENERGY CO	COM	845467109	214	5,257	SH		X		
SPRINT NEXTEL CORP COMSER 1		852061100	190	50,000	SH		X		
STAPLES INC	COM	855030102	297	12,697	SH		X		
STATE STR CORP	COM	857477103	402	8,900	SH		X		
STRYKER CORP	COM	863667101	1,607	28,086	SH		X		
TARGET CORP	COM	87612E106	561	10,657	SH		X		
TEXAS INSTRS INC	COM	882508104	247	10,087	SH		X		
TEXAS ROADHOUSE INC	COM	882681109	779	56,076	SH		X		
THERMO FISHER SCIENTIFIC INC	COM	883556102	334	6,485	SH		X		
TOTAL S A	SPONSORED ADR	89151E109	231	3,980	SH		X		
TOTAL S A	SPONSORED ADR	89151E109	6	96	SH				X
TRIMBLE NAVIGATION LTD	COM	896239100	361	12,560	SH		X		
TRUSTMARK CORP	COM	898402102	586	23,997	SH		X		
CABE TIMBER I LIMITED PARTNE		9020F6992	1,819	4	SH		X		
LONG TIMBER CO LTD 80% FAMIL		9020G7999	3,786	1	SH		X		
USA TRUCK INC	COM	902925106	285	17,613	SH		X		
US BANCORP	DEL COM NEW	902973304	220	8,500	SH		X		
UNION PAC CORP	COM	907818108	133	1,809	SH		X		
UNION PAC CORP	COM	907818108	323	4,400	SH				X
UNITED TECHNOLOGIES CORP	COM	913017109	747	10,154	SH		X		
V F CORP	COM	918204108	422	5,270	SH		X		
VANGUARD STAR FD	TOTAL INTL STK	921909602	422	28,867	SH		X		
VANGUARD WORLD FD	MEGA CAP INDEX	921910873	1,901	47,287	SH		X		
1VANGUARD EXPLORER FD INC	COM	921926101	435	7,001	SH		X		
VANGUARD TAX-MANAGED FD	EUROPE PAC ETF	921943858	829	23,944	SH		X		
VARIAN SEMICONDUCTOR EQUIPMN	COM	922207105	290	8,750	SH		X		
VANGUARD INDEX FDS	500 PORTFOLIO	922908108	252	2,335	SH		X		
VANGUARD INDEX FDS	500 PORTFOLIO	922908108	114	1,055	SH				X

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VANGUARD INDEX FDS	VALUE	922908405	2,719	138,155 SH	X
	PTFL				
VANGUARD INDEX FDS	SM CP	922908611	234	3,903 SH	X
	VAL ETF				
VANGUARD INDEX FDS	MID CAP	922908629	1,272	19,532 SH	X
	ETF				
VANGUARD INDEX FDS	SMALL CP	922908751	862	13,689 SH	X
	ETF				
VERIZON COMMUNICATIONS INC	COM	92343V104	405	13,055 SH	X
VERIZON COMMUNICATIONS INC	COM	92343V104	32	1,038 SH	X
VISA INC	COM CL A	92826C839	389	4,275 SH	X
VODAFONE GROUP PLC	NEW	92857W209	209	8,960 SH	X
	SPONS				
	ADR NEW				
VODAFONE GROUP PLC	NEW	92857W209	17	744 SH	X
	SPONS				
	ADR NEW				
WAL MART STORES INC	COM	931142103	1,385	24,916 SH	X
WASHINGTON MUT INVS FD INC	COM	939330106	814	31,969 SH	X
WELLS FARGO & CO	NEW COM	949746101	422	13,552 SH	X
WISDOMTREE TRUST	DIV	97717W406	324	7,565 SH	X
	EX-FINL				
	FD				
YUM BRANDS INC	COM	988498101	1,476	38,514 SH	X
FINAL TOTALS			934,909	27,491,754	