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BANCORPSOUTH INC
Form 13F-HR/A
November 16, 2004

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2003

Check here if Amendment ; Amendment Number 1

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: Senior Vice President and Corporate Secretary

Phone: (662) 680-2084

Signature, Place, and Date of Signing:

| | | |
|----------------------------------------------|-----------------------------------------------|--------------------------------------|
| /s/ Cathy S. Freeman ----- [Signature] | Tupelo, Mississippi ----- [City, State] | November 15, 2004 ----- [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).)

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List of Other Managers Reporting for this Manager: None.

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 699

Form 13F Information Table Value Total: \$3,216,442
(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 |

FORM 13F INFORMATION TABLE

| NAMES OF ISSUER | TITLE OF CLASS | CUSIP | VALUE [X\$1000] | SHRS OR PRN AMT | SH/ PRN | PUT/ CALL | INVESTMENT DISCRETION | OTHER MANAG |
|----------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------------|----------------|
| ----- | ----- | ----- | ----- | ----- | ----- | ----- | ----- | ----- |
| DAIMLERCHRYSLER AG | ORD | D1668R123 | 2 | 49 | SH | | SOLE | 1 |
| ACE LIMITED | | G0070K103 | 20 | 497 | SH | | SOLE | 1 |
| COOPER INDUSTRIES, LTD | CL A | G24182100 | 10 | 180 | SH | | SOLE | 1 |
| INGSOLL-RAND CO | CL A | G4776G101 | 482 | 7112 | SH | | SOLE | 1 |
| | BERMUDA | | | | | | | |
| NOBLE CORP | | G65422100 | 10 | 300 | SH | | SOLE | 1 |
| ROYAL CARIBBEAN CRUISES | | V7780T103 | 6 | 200 | SH | | SOLE | 1 |
| A F L A C INC | | 001055102 | 86 | 2400 | SH | | SOLE | 1 |
| AGL RESOURCES, INC | | 001204106 | 31 | 1090 | SH | | SOLE | 1 |
| AES CORPORATION | | 00130H105 | 9 | 1000 | SH | | SOLE | 1 |
| AT&T CORP | COM NEW | 001957505 | 121 | 5978 | SH | | SOLE | 1 |
| AT&T CORP | COM NEW | 001957505 | 2 | 119 | SH | | DEFINED | 1 |
| AT&T WIRELESS SVCS INC | | 00209A106 | 67 | 8427 | SH | | SOLE | 1 |
| AT&T WIRELESS SVCS INC | | 00209A106 | 1 | 192 | SH | | DEFINED | 1 |
| ABBOTT LAB | | 002824100 | 1363 | 29267 | SH | | SOLE | 1 |
| ABBOTT LAB | | 002824100 | 223 | 4800 | SH | | DEFINED | 1 |
| ADAMS EXPRESS CO | COM | 006212104 | 120 | 9692 | SH | | SOLE | 1 |
| ADAPTEC INC | | 00651F108 | 3 | 400 | SH | | SOLE | 1 |
| ADECCO SA-SPONS | ADR | 006754105 | 4 | 260 | SH | | SOLE | 1 |
| ADVANCED MICRO DEVICES INC | | 007903107 | 8 | 600 | SH | | SOLE | 1 |
| ADVANCED MICRO DEVICES INC | | 007903107 | 2 | 200 | SH | | DEFINED | 1 |
| AETNA INC | COM | 00817Y108 | 6 | 100 | SH | | DEFINED | 1 |

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| | | | | | | | |
|-----------------------------------|---------|-----------|-------|---------|----|---------|---|
| AGILENT TECHNOLOGIES, INC. | | 00846U101 | 48 | 1675 | SH | SOLE | 1 |
| AGNICO EAGLE MINES | | 008474108 | 6 | 500 | SH | SOLE | 1 |
| AIR PRODS & CHEMS INC | COM | 009158106 | 10 | 190 | SH | SOLE | 1 |
| ALBERTSONS, INC | | 013104104 | 10 | 485 | SH | SOLE | 1 |
| ALCOA INC | | 013817101 | 226 | 5966 | SH | SOLE | 1 |
| ALCOA INC | | 013817101 | 19 | 500 | SH | DEFINED | 1 |
| ALLEGHENY ENERGY INC | | 017361106 | 2 | 200 | SH | SOLE | 1 |
| ALLIANCE CAP MGMT HLDG L P | | 01855A101 | 67 | 2000 | SH | DEFINED | 1 |
| ALLIED CAP CORP | NEW COM | 01903Q108 | 8 | 315 | SH | SOLE | 1 |
| ALLSTATE CORP | COMMON | 020002101 | 611 | 14223 | SH | SOLE | 1 |
| ALLSTATE CORP | COMMON | 020002101 | 25 | 604 | SH | DEFINED | 1 |
| ALLTEL CORP | | 020039103 | 227 | 4890 | SH | SOLE | 1 |
| ALLTEL CORP | | 020039103 | 493 | 10600 | SH | DEFINED | 1 |
| ALTRIA GROUP INC | | 02209S103 | 947 | 17410 | SH | SOLE | 1 |
| AMERICAN EAGLE OUTFITTERS, INC | | 02553E106 | 6 | 375 | SH | SOLE | 1 |
| AMERICAN ELECTRIC POWER | | 025537101 | 160 | 5258 | SH | SOLE | 1 |
| AMER EXPRESS CO | | 025816109 | 183 | 3800 | SH | SOLE | 1 |
| AMERICAN INTERNATIONAL GROUP, INC | | 026874107 | 415 | 6266 | SH | SOLE | 1 |
| AMERICAN INTERNATIONAL GROUP, INC | | 026874107 | 11 | 175 | SH | DEFINED | 1 |
| AMERICAN ITALIAN PASTA COMPANY | CLASS A | 027070101 | 5 | 140 | SH | SOLE | 1 |
| AMERUS LIFE HOLDINGS | | 03072M108 | 24 | 712 | SH | SOLE | 1 |
| AMERISOURCEBERGEN CORP | | 03073E105 | 17 | 313 | SH | SOLE | 1 |
| AMATEK INC | | 031100100 | 7 | 160 | SH | SOLE | 1 |
| AMGEN INC | | 031162100 | 225 | 3655 | SH | SOLE | 1 |
| AMGEN INC | | 031162100 | 12 | 200 | SH | DEFINED | 1 |
| AMSOUTH BANCORPORATION | | 032165102 | 1441 | 58821 | SH | SOLE | 1 |
| ANADARKO PETE CORP | | 032511107 | 74 | 1464 | SH | DEFINED | 1 |
| ANALOG DEVICES INC | COM | 032654105 | 4 | 100 | SH | SOLE | 1 |
| ANHEUSER-BUSCH COMPANIES | | 035229103 | 927 | 17604 | SH | SOLE | 1 |
| ANHEUSER-BUSCH COMPANIES | | 035229103 | 189 | 3600 | SH | DEFINED | 1 |
| APARTMENT INVT & MGMT CO | CL A | 03748R101 | 10 | 305 | SH | SOLE | 1 |
| APPLE COMP INC | | 037833100 | 68 | 3200 | SH | DEFINED | 1 |
| APPLIED MATERIALS INC | | 038222105 | 120 | 5350 | SH | SOLE | 1 |
| AQUANTIVE INC | | 03839G105 | 2 | 280 | SH | SOLE | 1 |
| ARCH COAL, INC | | 039380100 | 10 | 340 | SH | SOLE | 1 |
| ARCHER-DANIELS-MIDLAND COMPANY | | 039483102 | 4 | 279 | SH | SOLE | 1 |
| ARMOR HOLDINGS, INC | | 042260109 | 5 | 225 | SH | SOLE | 1 |
| ARVINMERITOR | | 043353101 | 1 | 44 | SH | SOLE | 1 |
| ASTORIA FINANCIAL CORP | | 046265104 | 4 | 130 | SH | SOLE | 1 |
| AUTODESK INC | | 052769106 | 9 | 389 | SH | SOLE | 1 |
| AUTO DATA PROCESS | | 053015103 | 205 | 5200 | SH | SOLE | 1 |
| AUTO DATA PROCESS | | 053015103 | 87 | 2200 | SH | DEFINED | 1 |
| AUTOZONE | | 053332102 | 17 | 200 | SH | SOLE | 1 |
| AUTOZONE | | 053332102 | 45 | 530 | SH | DEFINED | 1 |
| AVAYA INC | | 053499109 | 2 | 227 | SH | SOLE | 1 |
| AVON PRODUCTS INC | COM | 054303102 | 47 | 700 | SH | SOLE | 1 |
| AXA-UAP | ADR | 054536107 | 5 | 236 | SH | SOLE | 1 |
| BP AMOCO PLC SPONSORED | ADR | 055622104 | 481 | 9767 | SH | SOLE | 1 |
| BP AMOCO PLC SPONSORED | ADR | 055622104 | 227 | 4610 | SH | DEFINED | 1 |
| BMC SOFTWARE | | 055921100 | 23 | 1253 | SH | SOLE | 1 |
| BAKER HUGHES INC | COM | 057224107 | 16 | 506 | SH | SOLE | 1 |
| BALDOR ELEC CO | COM | 057741100 | 32487 | 1422387 | SH | DEFINED | 1 |
| BANCO BILBAO VIZCAYA SP | ADR | 05946K101 | 3 | 285 | SH | SOLE | 1 |
| BANCORPSOUTH INC | | 059692103 | 21344 | 900252 | SH | SOLE | 1 |
| BANCORPSOUTH INC | | 059692103 | 3188 | 134498 | SH | DEFINED | 1 |
| BANK OF AMERICA CORP | NEW COM | 060505104 | 689 | 8570 | SH | SOLE | 1 |
| BANK OF AMERICA CORP | NEW COM | 060505104 | 24 | 300 | SH | DEFINED | 1 |
| BANK OF THE OZARKS, INC | | 063904106 | 2076 | 92200 | SH | DEFINED | 1 |
| BANK OF NEW YORK | | 064057102 | 289 | 8745 | SH | SOLE | 1 |
| BANK ONE CORP | COM | 06423A103 | 110 | 2420 | SH | SOLE | 1 |
| BANK ONE CORP | COM | 06423A103 | 67 | 1482 | SH | DEFINED | 1 |
| BAXTER INTL INC | | 071813109 | 264 | 8670 | SH | SOLE | 1 |

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|------------------------------------------|----------------|-----------|-----------------|-------------|---------------|-----------------------|------------|
| BEAR STEARNS COS INC | | 073902108 | 110 | 1381 | SH | SOLE | 1 |
| BED BATH & BEYOND | | 075896100 | 8 | 200 | SH | SOLE | 1 |
| BELLSOUTH CORP | | 079860102 | 863 | 30525 | SH | SOLE | 1 |
| BELLSOUTH CORP | | 079860102 | 11 | 400 | SH | DEFINED | 1 |
| BERKSHIRE HATHAWAY "A" | | 084670108 | 84 | 1 | SH | SOLE | 1 |
| BERKSHIRE HATHAWAY INC DEL | CL B | 084670207 | 8 | 3 | SH | DEFINED | 1 |
| BLACKROCK INVT QUALITY MUNI TR INC | | 09247D105 | 43 | 3000 | SH | SOLE | 1 |
| MF BLACKROCK INCOME TRUST | | 09247F100 | 17 | 2400 | SH | SOLE | 1 |
| BLACKSTONE INVESTMENT QUALITY TERM TRUST | | 09247J102 | 39 | 4155 | SH | SOLE | 1 |
| BLOCK H & R INC | COM | 093671105 | 29 | 530 | SH | SOLE | 1 |
| BOEING INC | | 097023105 | 52 | 1250 | SH | SOLE | 1 |
| BORG WARNER AUTOMOTIVE INC | | 099724106 | 2 | 32 | SH | SOLE | 1 |
| BOSTON SCIENTIFIC | | 101137107 | 1 | 46 | SH | SOLE | 1 |
| BRINKER INTL INC | | 109641100 | 13 | 414 | SH | SOLE | 1 |
| BRINK'S COMPANY, INC | | 109696104 | 4 | 180 | SH | SOLE | 1 |
| BRISTOL MYERS SQUIBB CO | | 110122108 | 572 | 20028 | SH | SOLE | 1 |
| BRISTOL MYERS SQUIBB CO | | 110122108 | 57 | 2000 | SH | DEFINED | 1 |
| BRITISH SKY BROADCASTING GP PLC | SPON ADR | 111013108 | 3 | 70 | SH | SOLE | 1 |
| BROWN TOM INC | NEW | 115660201 | 6 | 190 | SH | SOLE | 1 |
| BUCKEYE TECHNOLOGY INC | | 118255108 | 15 | 1500 | SH | SOLE | 1 |
| BURLINGTON NORTHERN/SANTA FE CORP | | 12189T104 | 10 | 330 | SH | SOLE | 1 |
| CBRL GROUP INC | COM | 12489V106 | 37 | 990 | SH | SOLE | 1 |
| CEC ENTMT INC | | 125137109 | 18 | 400 | SH | SOLE | 1 |
| CIGNA CORPORATION | | 125509109 | 31 | 544 | SH | SOLE | 1 |
| CLECO CORP | COM | 12561W105 | 10 | 576 | SH | SOLE | 1 |
| CSK AUTO CORP | | 125965103 | 8 | 430 | SH | SOLE | 1 |
| CNET NETWORKS INC | | 12613R104 | 0 | 118 | SH | SOLE | 1 |
| CVS CORP DELAWARE | | 126650100 | 19 | 541 | SH | SOLE | 1 |
| CADBURY SCHWEPPEES PLC | ADR | 127209302 | 35 | 1200 | SH | SOLE | 1 |
| CALLAWAY GOLF CO | | 131193104 | 10 | 615 | SH | SOLE | 1 |
| CAMPBELL SOUP CO | COM | 134429109 | 10 | 400 | SH | SOLE | 1 |
| CAPITAL ONE FINL CORP | COM | 14040H105 | 159 | 2600 | SH | SOLE | 1 |
| CARAUSTAR INDUSTRIES, INC | | 140909102 | 5 | 370 | SH | SOLE | 1 |
| CARDINAL HEALTH INC | COM | 14149Y108 | 12 | 200 | SH | SOLE | 1 |
| CARNIVAL CORP | | 143658300 | 14 | 366 | SH | SOLE | 1 |
| CATERPILLAR INC | | 149123101 | 8 | 100 | SH | SOLE | 1 |
| CENDANT CORP | COM | 151313103 | 24 | 1099 | SH | SOLE | 1 |
| CENTERPOINT ENERGY INC | | 15189T107 | 4 | 500 | SH | SOLE | 1 |
| CENTURYTEL, INC | | 156700106 | 99 | 3040 | SH | SOLE | 1 |
| CHARTER COMMUNICATIONS INC | DEL CL A | 16117M107 | 2 | 600 | SH | SOLE | 1 |
| CHECKPOINT SYSTEMS | | 162825103 | 18 | 1000 | SH | SOLE | 1 |
| CHEVRONTEXACO CORP | | 166764100 | 973 | 11268 | SH | SOLE | 1 |
| CHEVRONTEXACO CORP | | 166764100 | 114 | 1327 | SH | DEFINED | 1 |
| CINERGY | | 172474108 | 2 | 75 | SH | SOLE | 1 |
| CISCO SYS INC | | 17275R102 | 927 | 38289 | SH | SOLE | 1 |
| CISCO SYS INC | | 17275R102 | 33 | 1400 | SH | DEFINED | 1 |
| CITIGROUP, INC | | 172967101 | 942 | 19424 | SH | SOLE | 1 |
| CITIGROUP, INC | | 172967101 | 393 | 8117 | SH | DEFINED | 1 |
| CITIZENS HOLDING COMPANY | | 174715102 | 3631 | 158987 | SH | SOLE | 1 |

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| CLEAR CHANNEL COMMUNICATIONS | | 184502102 | 4 | 100 | SH | SOLE | 1 |
| COCA COLA BOTTLING CO | CONS COM | 191098102 | 19 | 370 | SH | SOLE | 1 |
| COCA COLA CO | | 191216100 | 1305 | 25732 | SH | SOLE | 1 |
| COCA COLA CO | | 191216100 | 71 | 1400 | SH | DEFINED | 1 |
| COCA COLA ENTERPRISES INC | COM | 191219104 | 52 | 2400 | SH | SOLE | 1 |
| COLGATE-PALMOLIVE CO | | 194162103 | 205 | 4112 | SH | SOLE | 1 |
| COLGATE-PALMOLIVE CO | | 194162103 | 10 | 200 | SH | DEFINED | 1 |
| COLONIAL BANCGROUP INC | | 195493309 | 4 | 240 | SH | SOLE | 1 |
| COLUMBIA SPORTSWEAR CO | | 198516106 | 4 | 75 | SH | SOLE | 1 |
| COMCAST CORP | NEW CL A | 20030N101 | 165 | 5046 | SH | SOLE | 1 |
| | COM | | | | | | |
| COMCAST CORP | NEW CL A | 20030N101 | 2 | 80 | SH | DEFINED | 1 |
| | COM | | | | | | |
| COMMSCOPE INC | | 203372107 | 16 | 1000 | SH | SOLE | 1 |
| COMPUTER SCIENCES CORPORATION | COMMON | 205363104 | 4 | 99 | SH | DEFINED | 1 |
| COMSTOCK RES INC | NEW | 205768203 | 3 | 205 | SH | SOLE | 1 |
| CONAGRA FOODS INC | COM | 205887102 | 10 | 415 | SH | SOLE | 1 |
| CONEXANT SYS INC | COM | 207142100 | 0 | 176 | SH | SOLE | 1 |
| CONOCO PHILLIPS | | 20825C104 | 371 | 5672 | SH | SOLE | 1 |
| CONSTELLATION ENERGY CORP | | 210371100 | 5 | 150 | SH | SOLE | 1 |
| COOPER TIRE & RUBBER CO | | 216831107 | 340 | 15953 | SH | SOLE | 1 |
| COOPER TIRE & RUBBER CO | | 216831107 | 2 | 100 | SH | DEFINED | 1 |
| COSTCO WHOLESALE CORP | | 22160K105 | 23 | 640 | SH | SOLE | 1 |
| COX COMMUNICATIONS | CL A | 224044107 | 3 | 100 | SH | DEFINED | 1 |
| CRAY INC | | 225223106 | 3 | 325 | SH | SOLE | 1 |
| CRESCENT REAL ESTATE EQUITIE | COM | 225756105 | 5 | 345 | SH | SOLE | 1 |
| CROSS COUNTRY HEALTHCARE, INC | | 227483104 | 7 | 480 | SH | SOLE | 1 |
| CYBERONICS INC | | 23251P102 | 4 | 155 | SH | SOLE | 1 |
| CYTYC CORPORATION | | 232946103 | 4 | 295 | SH | SOLE | 1 |
| DNP SELECT INCOME FD INC | | 23325P104 | 12 | 1100 | SH | SOLE | 1 |
| DTE ENERGY CO | | 233331107 | 10 | 275 | SH | SOLE | 1 |
| DANAHER CORP DEL | COM | 235851102 | 316 | 3445 | SH | SOLE | 1 |
| DEERE & CO | | 244199105 | 97 | 1500 | SH | SOLE | 1 |
| DEL MONTE FOODS | COM | 24522P103 | 1 | 121 | SH | SOLE | 1 |
| DELL INC | | 24702R101 | 456 | 13437 | SH | SOLE | 1 |
| DELPHI AUTO SYSTEMS | | 247126105 | 2 | 250 | SH | SOLE | 1 |
| DELTA & PINE LD CO | COM | 247357106 | 12 | 509 | SH | SOLE | 1 |
| DELTIC TIMBER INC | | 247850100 | 192 | 6324 | SH | SOLE | 1 |
| DELTIC TIMBER INC | | 247850100 | 19615 | 645471 | SH | DEFINED | 1 |
| DELUXE CORP | | 248019101 | 10 | 265 | SH | SOLE | 1 |
| DEVON ENERGY CORP | NEW COM | 25179M103 | 4 | 82 | SH | SOLE | 1 |

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|-------------------------|----------------|-----------|-----------------|-------------|--------|---------------|-----------------------|------------|
| DIAGEO P L C | SPON ADR | 25243Q205 | 3 | 75 | SH | | SOLE | 1 |
| | NEW | | | | | | | |
| DIAL CORPORATION | | 25247D101 | 9 | 348 | SH | | SOLE | 1 |
| DIAMONDCLUSTER INTL INC | COM | 25278P106 | 2 | 200 | SH | | SOLE | 1 |
| DIGENE CORP | | 253752109 | 4 | 105 | SH | | SOLE | 1 |
| WALT DISNEY CO | | 254687106 | 364 | 15616 | SH | | SOLE | 1 |
| WALT DISNEY CO | | 254687106 | 4 | 200 | SH | | DEFINED | 1 |
| DOMINION RES INC VA | NEW | 25746U109 | 1 | 25 | SH | | SOLE | 1 |
| DOW CHEMICAL CO | | 260543103 | 99 | 2383 | SH | | SOLE | 1 |
| DOW CHEMICAL CO | | 260543103 | 20 | 483 | SH | | DEFINED | 1 |

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| DREYFUS STRATEGIC MUNICIPALS INC | | 261932107 | 20 | 2086 | | SOLE | 1 |
| DREYFUS MUNICIPAL INCOME INC | | 26201R102 | 18 | 1832 | | SOLE | 1 |
| DU PONT EI D NEMOURS & CO | | 263534109 | 32 | 711 | SH | SOLE | 1 |
| DUKE ENERGY CORP | COM | 264399106 | 63 | 3114 | SH | SOLE | 1 |
| DUKE REALTY CORP | | 264411505 | 10 | 345 | SH | SOLE | 1 |
| DYNEX CAP INC | COM NEW | 26817Q506 | 0 | 106 | SH | DEFINED | 1 |
| E-LOAN INC | | 26861P107 | 2 | 1000 | SH | SOLE | 1 |
| EMC CORP | | 268648102 | 276 | 21390 | SH | SOLE | 1 |
| EMC CORP | | 268648102 | 49 | 3800 | SH | DEFINED | 1 |
| ENSCO INTERNATIONAL INC | | 26874Q100 | 2 | 74 | SH | SOLE | 1 |
| ENI S P A SPONSORED | ADR | 26874R108 | 10 | 110 | SH | SOLE | 1 |
| E TRADE FINANCIAL CORP | | 269246104 | 50 | 4000 | SH | SOLE | 1 |
| EASTMAN KODAK CO | | 277461109 | 36 | 1430 | SH | SOLE | 1 |
| EASTMAN KODAK CO | | 277461109 | 3 | 125 | SH | DEFINED | 1 |
| EATON CORP | COM | 278058102 | 383 | 3550 | SH | SOLE | 1 |
| ECHOSTAR COMMUN | | 278762109 | 16 | 500 | SH | SOLE | 1 |
| EDWARDS LIFESCIENCES CORP | | 28176E108 | 7 | 240 | SH | SOLE | 1 |
| EL PASO CORPORATION | | 28336L109 | 1 | 212 | SH | SOLE | 1 |
| ELAN CORP PLC | ADR | 284131208 | 0 | 100 | SH | SOLE | 1 |
| ELECTRONIC DATA SYS CORP | NEW | 285661104 | 15 | 642 | SH | SOLE | 1 |
| EMERSON ELECTRIC CO | | 291011104 | 142 | 2200 | SH | SOLE | 1 |
| EMULEX NETWORK SYSTEMS | | 292475209 | 12 | 465 | SH | SOLE | 1 |
| ENCYSIVE PHARMACEUTICALS INC | COM | 29256X107 | 0 | 100 | SH | SOLE | 1 |
| ENCORE WIRE CORP | COM | 292562105 | 379 | 21300 | SH | SOLE | 1 |
| ENTERASYS NETWORKS INC | | 293637104 | 4 | 1255 | SH | SOLE | 1 |
| ENERGY CORP | | 29364G103 | 299 | 5249 | SH | SOLE | 1 |
| ENERGY CORP | | 29364G103 | 33 | 593 | SH | DEFINED | 1 |
| EQUITY INNS, INC | | 294703103 | 13 | 1500 | SH | DEFINED | 1 |
| EQUITY RESIDENTIAL PPTYS SBI | | 29476L107 | 12 | 436 | SH | SOLE | 1 |
| ESTERLINE TECHNOLOGIES CORP | | 297425100 | 8 | 310 | SH | SOLE | 1 |
| EXXON MOBIL CORP | | 30231G102 | 6018 | 146804 | SH | SOLE | 1 |
| EXXON MOBIL CORP | | 30231G102 | 1093 | 26676 | SH | DEFINED | 1 |
| FPL GROUP INC | | 302571104 | 251 | 3838 | SH | SOLE | 1 |
| FAIR ISAAC & CO INC | | 303250104 | 5 | 110 | SH | SOLE | 1 |
| FED HMN LN MTG CORP | VOTING | 313400301 | 14 | 250 | SH | SOLE | 1 |
| | COM | | | | | | |
| FNMA | COM | 313586109 | 90 | 1200 | SH | SOLE | 1 |
| FEDERATED DEPT STORES INC | | 31410H101 | 1 | 41 | SH | SOLE | 1 |
| FEDEX CORPORATION | | 31428X106 | 108 | 1600 | SH | SOLE | 1 |
| FIRST DATA CORP | COM | 319963104 | 1 | 40 | SH | SOLE | 1 |
| FIRST INDL RLTY TR INC | | 32054K103 | 15 | 450 | SH | SOLE | 1 |
| FIRST M & F CORP | | 320744105 | 48 | 1293 | SH | SOLE | 1 |
| FIRST TENNESSEE NATIONAL CORP | | 337162101 | 56 | 1282 | SH | SOLE | 1 |
| FIRSTMERIT CORP | | 337915102 | 3 | 130 | SH | SOLE | 1 |
| FIRST ENERGY CORP | COMMON | 337932107 | 11 | 328 | SH | SOLE | 1 |
| FLEET BOSTON CORP | | 339030108 | 47 | 1087 | SH | SOLE | 1 |
| FORD MOTOR COMPANY | COMMON | 345370860 | 30 | 1879 | SH | SOLE | 1 |
| FORD MOTOR COMPANY | COMMON | 345370860 | 11 | 700 | SH | DEFINED | 1 |
| FOREST LABS | | 345838106 | 24 | 395 | SH | SOLE | 1 |
| FORREST OIL CORP | | 346091705 | 154 | 5400 | SH | SOLE | 1 |
| FORRESTER RESEARCH INC | | 346563109 | 6 | 390 | SH | SOLE | 1 |
| FUELCELL ENERGY INC | COM | 35952H106 | 2 | 200 | SH | SOLE | 1 |
| FULTON FINANCIAL CORP - PA | | 360271100 | 7 | 355 | SH | SOLE | 1 |
| FURNITURE BRANDS INTL | | 360921100 | 9 | 310 | SH | SOLE | 1 |
| GSI COMMERCE INC | | 36238G102 | 0 | 29 | SH | SOLE | 1 |
| GAP INC DEL | COM | 364760108 | 36 | 1562 | SH | SOLE | 1 |
| GENERAL ELECTRIC CO | | 369604103 | 2314 | 74733 | SH | SOLE | 1 |
| GENERAL ELECTRIC CO | | 369604103 | 179 | 5800 | SH | DEFINED | 1 |
| GENERAL MLS INC | COM | 370334104 | 16 | 370 | SH | SOLE | 1 |
| GENERAL MLS INC | COM | 370334104 | 0 | 20 | SH | DEFINED | 1 |
| GEN MTR CORP | | 370442105 | 52 | 991 | SH | SOLE | 1 |
| GENOME THERAPEUTICS CORP | COM | 372430108 | 3 | 1000 | SH | SOLE | 1 |

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| | | | | | | | |
|-----------------------------|-----------|-----------|-----|-------|----|---------|---|
| GEORGIA PAC CORP | | 373298108 | 68 | 2222 | SH | SOLE | 1 |
| GETTY IMAGES INC | | 374276103 | 5 | 115 | SH | SOLE | 1 |
| GILLETTE CO | | 375766102 | 103 | 2806 | SH | SOLE | 1 |
| GILLETTE CO | | 375766102 | 127 | 3485 | SH | DEFINED | 1 |
| GLAXO WELLCOME PLC | SPONSORED | 37733W105 | 37 | 797 | SH | SOLE | 1 |
| | ADR | | | | | | |
| GOLD FIELDS LTD | SPONS ADR | 38059T106 | 2 | 155 | SH | SOLE | 1 |
| GOLDMAN SACHS GROUP | | 38141G104 | 27 | 282 | SH | SOLE | 1 |
| GOODYEAR TIRE & RUBBER | | 382550101 | 4 | 526 | SH | SOLE | 1 |
| GREAT LAKES CHEM CORP | COM | 390568103 | 48 | 1785 | SH | DEFINED | 1 |
| GREAT PLAINS ENERGY INC | | 391164100 | 59 | 1855 | SH | SOLE | 1 |
| GUIDANT CORP | COM | 401698105 | 147 | 2458 | SH | SOLE | 1 |
| GUITAR CENTER INC | | 402040109 | 4 | 140 | SH | SOLE | 1 |
| HCA INC. | | 404119109 | 91 | 2120 | SH | SOLE | 1 |
| HCC INSURANCE HOLDINGS, INC | | 404132102 | 8 | 265 | SH | SOLE | 1 |
| HALLIBURTON CO | COM | 406216101 | 314 | 12115 | SH | SOLE | 1 |
| HANCOCK FABRICS | | 409900107 | 23 | 1600 | SH | SOLE | 1 |
| HANCOCK HLDG CO CAP VALUE | | 410120109 | 237 | 4345 | SH | SOLE | 1 |
| CEF HANCOCK JOHN PFD | | 41013X106 | 10 | 400 | SH | SOLE | 1 |
| JOHN HANCOCK | | 41014S106 | 10 | 285 | SH | SOLE | 1 |
| HARLEY DAVIDSON INC | COM | 412822108 | 24 | 511 | SH | SOLE | 1 |
| HARMAN INTL INDS INC | | 413086109 | 11 | 150 | SH | SOLE | 1 |

| NAMES OF ISSUER | TITLE OF CLASS | CUSIP | VALUE [X\$1000] | SHRS OR PRN | OR AMT | SH/ PUT/ CALL | INVESTMENT DISCRETION | OTHER MANAG |
|--------------------------------------|----------------|-----------|-----------------|-------------|--------|---------------|-----------------------|-------------|
| HARRIS CORP | | 413875105 | 53 | 1400 | SH | SOLE | 1 | |
| HARTFORD FNCL SV GRP INC | COM | 416515104 | 2 | 49 | SH | SOLE | 1 | |
| HARTFORD FNCL SV GRP INC | COM | 416515104 | 14 | 250 | SH | DEFINED | 1 | |
| HASBRO, INC | | 418056107 | 16 | 787 | SH | DEFINED | 1 | |
| HEADWATERS INC | | 42210P102 | 10 | 525 | SH | SOLE | 1 | |
| HEINZ H J CO | COM | 423074103 | 9 | 273 | SH | SOLE | 1 | |
| HERSHEY FOODS CORP | | 427866108 | 222 | 2895 | SH | SOLE | 1 | |
| HEWLETT PACKARD CO | | 428236103 | 757 | 32988 | SH | SOLE | 1 | |
| HEWLETT PACKARD CO | | 428236103 | 9 | 400 | SH | DEFINED | 1 | |
| HIBERNIA CORP | | 428656102 | 7232 | 307778 | SH | SOLE | 1 | |
| HIBERNIA CORP | | 428656102 | 21 | 900 | SH | DEFINED | 1 | |
| HIGH INCOME OPPORTUNITY FD | | 42967Q105 | 17 | 2500 | SH | SOLE | 1 | |
| HILB ROGAL & HAMILTON COMPANY | | 431294107 | 5 | 177 | SH | SOLE | 1 | |
| HOME DEPOT | | 437076102 | 817 | 23050 | SH | SOLE | 1 | |
| HOME DEPOT | | 437076102 | 54 | 1532 | SH | DEFINED | 1 | |
| HOMESTORE INC COM | | 437852106 | 0 | 180 | SH | SOLE | 1 | |
| HUBBELL INC | CL B | 443510201 | 44 | 1000 | SH | SOLE | 1 | |
| HUDSON UNITED BANCORP | | 444165104 | 2 | 80 | SH | SOLE | 1 | |
| ING PRIME RATE TR BEN INT | | 44977W106 | 110 | 13907 | SH | SOLE | 1 | |
| ILLINOIS TOOL WORKS INC | | 452308109 | 6 | 76 | SH | SOLE | 1 | |
| IMATION CORP | | 45245A107 | 5 | 170 | SH | SOLE | 1 | |
| IMAX CORP | | 45245E109 | 1 | 215 | SH | SOLE | 1 | |
| IMPERIAL TOBACCO PLC | SPON ADR | 453142101 | 3 | 90 | SH | SOLE | 1 | |
| ING GROEP N V | | 456837103 | 20 | 866 | SH | SOLE | 1 | |
| INSIGHT ENTERPRISES INC | COM | 45765U103 | 52 | 2775 | SH | SOLE | 1 | |
| INPUT/OUTPUT INC | | 457652105 | 6 | 1450 | SH | SOLE | 1 | |
| INTERGRATED CIRCUIT SYSTEMS NEW, INC | | 45811K208 | 8 | 295 | SH | SOLE | 1 | |
| INTEGRATED DEVICE TECHNOLOGY | | 458118106 | 3 | 225 | SH | SOLE | 1 | |

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|------------------------------------|----------|-----------|------|-------|----|---------|---|
| INTEGRATED SILICON | | 45812P107 | 7 | 480 | SH | SOLE | 1 |
| INTEL CORP CAP | | 458140100 | 1606 | 50135 | SH | SOLE | 1 |
| INTEL CORP CAP | | 458140100 | 121 | 3780 | SH | DEFINED | 1 |
| IBM CORP | | 459200101 | 1620 | 17484 | SH | SOLE | 1 |
| IBM CORP | | 459200101 | 44 | 475 | SH | DEFINED | 1 |
| INTL PAPER CO | | 460146103 | 419 | 9742 | SH | SOLE | 1 |
| INTL PAPER CO | | 460146103 | 38 | 900 | SH | DEFINED | 1 |
| INTERPORE INTERNATIONAL | | 46062W107 | 2 | 225 | SH | SOLE | 1 |
| INVESTORS FINANCIAL SERVICE CORP | | 461915100 | 3 | 100 | SH | SOLE | 1 |
| IONICS, INC | | 462218108 | 8 | 260 | SH | SOLE | 1 |
| JDS UNIPHASE CORP | COM | 46612J101 | 0 | 120 | SH | SOLE | 1 |
| J P MORGAN CHASE & CO | | 46625H100 | 131 | 3577 | SH | SOLE | 1 |
| J P MORGAN CHASE & CO | | 46625H100 | 55 | 1500 | SH | DEFINED | 1 |
| JANUS CAPITAL GROUP INC. | | 47102X105 | 9 | 600 | SH | SOLE | 1 |
| JEFFERSON PILOT CORPORATION | | 475070108 | 10 | 215 | SH | SOLE | 1 |
| JOHNSON & JOHNSON | | 478160104 | 2075 | 40193 | SH | SOLE | 1 |
| JOHNSON & JOHNSON | | 478160104 | 448 | 8675 | SH | DEFINED | 1 |
| JOHNSON CONTROLS INC | | 478366107 | 368 | 3170 | SH | SOLE | 1 |
| KLA TENCOR CORP | | 482480100 | 5 | 100 | SH | SOLE | 1 |
| KELLOGG CO | | 487836108 | 7 | 200 | SH | SOLE | 1 |
| KERR-MCGEE CORPORATION INC | | 492386107 | 10 | 235 | SH | SOLE | 1 |
| KEYCORP | NEW | 493267108 | 21 | 745 | SH | SOLE | 1 |
| KEYSPAN CORP | COM | 49337W100 | 10 | 285 | SH | SOLE | 1 |
| KIMBERLY-CLARK CORP | | 494368103 | 11 | 200 | SH | SOLE | 1 |
| KIMBERLY-CLARK CORP | | 494368103 | 23 | 400 | SH | DEFINED | 1 |
| KINDER MORGAN ENERGY PARTNERS, L.P | | 494550106 | 11 | 232 | SH | SOLE | 1 |
| KNIGHT TRANSPORTATION INC | | 499064103 | 3 | 120 | SH | SOLE | 1 |
| KOHL'S CORP | | 500255104 | 161 | 3600 | SH | SOLE | 1 |
| KONINKLIJKE PHLPS ELECTRS N V SP | ADR NEW | 500472303 | 4 | 159 | SH | SOLE | 1 |
| KROGER CO | | 501044101 | 224 | 12153 | SH | SOLE | 1 |
| LSI LOGIC CORP | COM | 502161102 | 3 | 400 | SH | SOLE | 1 |
| LAFARGE SPONSORED | ADR | 505861401 | 4 | 180 | SH | SOLE | 1 |
| ESTEE LAUDER CO | | 518439104 | 3 | 100 | SH | SOLE | 1 |
| ESTEE LAUDER CO | | 518439104 | 23 | 600 | SH | DEFINED | 1 |
| LEHMAN BROTHERS HOLDINGS | COM | 524908100 | 310 | 4015 | SH | SOLE | 1 |
| LEVEL 3 COMMUNICATIONS INC | | 52729N100 | 34 | 6037 | SH | SOLE | 1 |
| LEXMARK INTL | NEW CL A | 529771107 | 448 | 5701 | SH | SOLE | 1 |
| THE LIBERTY CORPORATION | | 530370105 | 108 | 2400 | SH | SOLE | 1 |
| ELI LILLY & CO | | 532457108 | 628 | 8935 | SH | SOLE | 1 |
| ELI LILLY & CO | | 532457108 | 105 | 1500 | SH | DEFINED | 1 |
| LIMITED BRANDS, INC | | 532716107 | 25 | 1425 | SH | SOLE | 1 |
| LINCOLN NATIONAL CORP IND | | 534187109 | 12 | 300 | SH | SOLE | 1 |
| LIONBRIDGE TECHNOLOGIES INC | | 536252109 | 3 | 405 | SH | SOLE | 1 |
| LOCKHEED MARTIN CORP | | 539830109 | 5 | 100 | SH | SOLE | 1 |
| LOWES CO INC | | 548661107 | 243 | 4400 | SH | SOLE | 1 |
| LUCENT TECHNOLOGIES | | 549463107 | 65 | 23205 | SH | SOLE | 1 |
| LUCENT TECHNOLOGIES | | 549463107 | 5 | 2000 | SH | DEFINED | 1 |
| M & T BANK CORP | | 55261F104 | 196 | 2000 | SH | SOLE | 1 |
| MFS INTER INCOME TR BENINT | | 55273C107 | 6 | 1000 | SH | SOLE | 1 |
| MI DEVS INC | | 55304X104 | 1 | 50 | SH | SOLE | 1 |
| MSC INDL DIRECT CO A | | 553530106 | 4 | 170 | SH | SOLE | 1 |
| MAGELLAN MIDSTREAM PARTNERS LP | | 559080106 | 10 | 200 | SH | SOLE | 1 |
| MGNA ENTMT CORP | | 559211107 | 0 | 20 | SH | SOLE | 1 |
| MANULIFE FINANCIAL CORP | | 56501R106 | 1236 | 38281 | SH | SOLE | 1 |
| MARATHON OIL CORP | | 565849106 | 12 | 379 | SH | SOLE | 1 |
| MARVEL ENTERPRISES, INC | | 57383M108 | 8 | 285 | SH | SOLE | 1 |
| MASCO CORPORATION | | 574599106 | 2 | 89 | SH | SOLE | 1 |
| MAXIM INTEGRATED PRODUCTS INC | | 57772K101 | 25 | 513 | SH | SOLE | 1 |
| MAY DEPARTMENT STORES CO | | 577778103 | 26 | 910 | SH | SOLE | 1 |
| MCDATA CORP | CLASS A | 580031201 | 0 | 73 | SH | DEFINED | 1 |
| MCDONALD'S CORP | | 580135101 | 377 | 15195 | SH | SOLE | 1 |
| MEADWESTVACO CORP | | 583334107 | 46 | 1547 | SH | SOLE | 1 |

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| NAMES OF ISSUER | TITLE OF CLASS | CUSIP | VALUE [X\$1000] | SHRS OR PRN | SH/ PUT/ INVESTMENT DISCRETION | OTHER MANAG |
|------------------------------------------|----------------|-----------|-----------------|-------------|--------------------------------|-------------|
| MEDCO HEALTH SOLUTIONS INC | | 58405U102 | 43 | 1268 | SH | SOLE |
| MEDCO HEALTH SOLUTIONS INC | | 58405U102 | 0 | 12 | SH | DEFINED |
| MEDICINES COMPANY | | 584688105 | 5 | 175 | SH | SOLE |
| MEDIMMUNE INC | COM | 584699102 | 1 | 75 | SH | SOLE |
| MEDTRONIC INC | COM | 585055106 | 17 | 360 | SH | SOLE |
| MELLON FINL CORP | | 58551A108 | 25 | 800 | SH | SOLE |
| MERCK & CO INC | | 589331107 | 1373 | 29730 | SH | SOLE |
| MERCK & CO INC | | 589331107 | 76 | 1650 | SH | DEFINED |
| MERRILL LYNCH & CO, INC | | 590188108 | 18 | 320 | SH | SOLE |
| METLIFE INC | COM | 59156R108 | 89 | 2660 | SH | SOLE |
| MICROSOFT CORP | | 594918104 | 684 | 25024 | SH | SOLE |
| MICROSOFT CORP | | 594918104 | 21 | 800 | SH | DEFINED |
| MICROSTRATEGY INC | CLASS A | 594972408 | 3 | 75 | SH | SOLE |
| MID-AMERICA APARTMENT | CMNTYS | 59522J103 | 33 | 1000 | SH | DEFINED |
| MIDATLANTIC MEDICAL SERVICES INC | | 59523C107 | 4 | 75 | SH | SOLE |
| MIDAS GROUP INC | | 595626102 | 9 | 666 | SH | SOLE |
| MILLER HERMAN INC | COM | 600544100 | 76 | 3145 | SH | SOLE |
| MINDSPEED TECNOLOGIES | | 602682106 | 0 | 58 | SH | SOLE |
| MIRANT CORP | | 604675108 | 1 | 2698 | SH | SOLE |
| MINITOKYO TOKYO FNCL GROUP INC | SPND ADR | 606816106 | 2 | 330 | SH | SOLE |
| MONSANTO CO. | (NEW) | 61166W101 | 5 | 187 | SH | SOLE |
| MONSANTO CO. | (NEW) | 61166W101 | 6 | 235 | SH | DEFINED |
| MOODYS CORP | | 615369105 | 43 | 725 | SH | SOLE |
| MORGAN STANLEY DEAN WITTER DISCOVER & CO | | 617446448 | 474 | 8196 | SH | SOLE |
| MORGAN STANLEY DEAN WITTER DISCOVER & CO | | 617446448 | 15 | 260 | SH | DEFINED |
| MOTOROLA INC | | 620076109 | 138 | 9908 | SH | SOLE |
| MOTOROLA INC | | 620076109 | 104 | 7466 | SH | DEFINED |
| MULTIMEDIA GAMES INC | | 625453105 | 18 | 450 | SH | SOLE |
| MUNICIPAL MORTGAGE & EQUITY LLC - GROWTH | | 62624B101 | 99 | 4000 | SH | SOLE |
| MUNIVEST FD INC | COM | 626295109 | 45 | 5000 | | SOLE |
| MURPHY OIL CORP | COM | 626717102 | 4668 | 71483 | SH | SOLE |
| MURPHY OIL CORP | COM | 626717102 | 3037114 | 4650306 | SH | DEFINED |
| MYLAN LABORATORIES INC | | 628530107 | 48 | 1908 | SH | SOLE |
| NBC CAP CORP | | 628729105 | 142 | 5333 | SH | SOLE |
| NIC INC | | 62914B100 | 6 | 840 | SH | SOLE |
| NASDAQ 100 TRUST | | 631100104 | 7 | 200 | SH | SOLE |
| NATIONAL COMM FINL CORP | | 63545P104 | 70 | 2600 | SH | SOLE |
| NEWPORT INC | | 651824104 | 3 | 215 | SH | SOLE |
| NEWS CORP LTD | ADR | 652487703 | 1 | 44 | SH | SOLE |
| NICOR INC | COM | 654086107 | 17 | 500 | SH | SOLE |
| NIKE INC | CLASS B | 654106103 | 47 | 700 | SH | SOLE |
| NIPPON TEL & TEL SPON | ADR | 654624105 | 3 | 155 | SH | SOLE |
| NISOURCE INC | | 65473P105 | 204 | 9310 | SH | SOLE |
| NOKIA CORP SPND | ADR | 654902204 | 279 | 16441 | SH | SOLE |
| NOBLE ENERGY INC | | 655044105 | 44 | 1000 | SH | SOLE |
| NOMURA HOLDINGS INC | ADR | 65535H208 | 4 | 270 | SH | SOLE |
| NORFOLK SO CORP | | 655844108 | 33 | 1434 | SH | SOLE |
| NORTEL NETWORK CORP | NEW | 656568102 | 21 | 5000 | SH | SOLE |

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|------------------------------------|---------|-----------|------|-------|----|---------|---|
| NORTHERN TRUST COMPANYNTRS | | 665859104 | 82 | 1780 | SH | SOLE | 1 |
| NORTHERN TRUST COMPANYNTRS | | 665859104 | 166 | 3600 | SH | DEFINED | 1 |
| NORTHRUP GRUMMAN | | 666807102 | 1 | 14 | SH | SOLE | 1 |
| NORTHWESTERN CORPORATION | | 668074107 | 0 | 330 | SH | SOLE | 1 |
| NOVARTIS AG SPONSORED | ADR | 66987V109 | 3 | 80 | SH | SOLE | 1 |
| NU SKIN ENTERPRISES INC | CLASS A | 67018T105 | 11 | 670 | SH | SOLE | 1 |
| NUVEEN INSD PREMIUM INCOME MUNI FD | | 6706D8104 | 4 | 338 | | SOLE | 1 |
| NUVEEN MUNICIPAL MARKET OPP | | 67062W103 | 51 | 3529 | SH | SOLE | 1 |
| OKLAHOMA GAS & ELEC ENERGYCORP | | 670837103 | 24 | 1000 | SH | SOLE | 1 |
| NUVEEN QUALITY INCOME MUNI | | 670977107 | 7 | 500 | SH | SOLE | 1 |
| NUVEEN PREMIER MUNICIPAL INC | | 670988104 | 23 | 1565 | SH | SOLE | 1 |
| OSI PHARMACEUTICALSINC | COM | 671040103 | 0 | 5 | SH | SOLE | 1 |
| OCCIDENTAL PETE COR | DEL | 674599105 | 31 | 755 | SH | SOLE | 1 |
| OCWEN FINANCIAL CORP | | 675746101 | 10 | 1205 | SH | SOLE | 1 |
| OHIO CASUALTY CORP | | 677240103 | 6 | 385 | SH | SOLE | 1 |
| OLIN CORP | | 680665205 | 3 | 166 | SH | DEFINED | 1 |
| OMNICOM GROUP | | 681919106 | 26 | 300 | SH | SOLE | 1 |
| OMNIVISION TECHNOLOGIES | | 682128103 | 3 | 70 | SH | SOLE | 1 |
| ORACLE SYSTEMS CORP | | 68389X105 | 182 | 13810 | SH | SOLE | 1 |
| PNC BANK CORP | | 693475105 | 1 | 29 | SH | SOLE | 1 |
| PPG INDUSTRIES INC | | 693506107 | 40 | 626 | SH | SOLE | 1 |
| PACIFIC CAPITAL BANCORP | | 69404P101 | 4 | 131 | SH | SOLE | 1 |
| PACTIV COPR | | 695257105 | 57 | 2399 | SH | SOLE | 1 |
| PATTERSON UTI ENERGY INC | | 703481101 | 3 | 105 | SH | SOLE | 1 |
| PAYCHEX INC | | 704326107 | 5 | 150 | SH | SOLE | 1 |
| PCCW LTD SONSORED | ADR | 70454G207 | 3 | 494 | SH | DEFINED | 1 |
| PENTAIR INC | | 709631105 | 7 | 165 | SH | SOLE | 1 |
| PEOPLES ENERGY CORP | COM | 711030106 | 21 | 500 | SH | DEFINED | 1 |
| PEOPLES HLDG CO | COM | 711148106 | 42 | 1300 | SH | SOLE | 1 |
| PEPCO HLDGS INC | | 713291102 | 8 | 457 | SH | SOLE | 1 |
| PEPSIAMERICAS INC | | 71343P200 | 68 | 4000 | SH | SOLE | 1 |
| PEPSICO INC | COM | 713448108 | 1477 | 31691 | SH | SOLE | 1 |
| PEPSICO INC | COM | 713448108 | 99 | 2130 | SH | DEFINED | 1 |
| PETSMART INC | | 716768106 | 7 | 305 | SH | SOLE | 1 |
| PFIZER INC | | 717081103 | 1876 | 53122 | SH | SOLE | 1 |
| PFIZER INC | | 717081103 | 191 | 5417 | SH | DEFINED | 1 |
| PHARMACEUTICAL RES INC | | 717125108 | 7 | 110 | SH | SOLE | 1 |
| PHELPS DODGE CORP | COM | 717265102 | 38 | 500 | SH | DEFINED | 1 |
| THE PHOENIX COMPANIES | | 71902E109 | 12 | 1051 | SH | SOLE | 1 |
| PITNEY BOWES INC | COM | 724479100 | 13 | 330 | SH | SOLE | 1 |
| PLACER DOME INC | | 725906101 | 3 | 170 | SH | SOLE | 1 |

| NAMES OF ISSUER | TITLE OF CLASS | CUSIP | VALUE [X\$1000] | SHRS OR PRN | OR AMT | SH/ PUT/ CALL | INVESTMENT DISCRETION | OTHE MANAG |
|-----------------------------------|----------------|-----------|-----------------|-------------|--------|---------------|-----------------------|------------|
| POPE & TALBOT INC DELAWARE | | 732827100 | 6 | 343 | SH | SOLE | 1 | 1 |
| PORTFOLIO RECOVERY ASSOCIATES INC | | 73640Q105 | 2 | 95 | SH | SOLE | 1 | 1 |
| POTLATCH CORP | COM | 737628107 | 5 | 150 | SH | SOLE | 1 | 1 |
| POWER TECHNOLOGIES | | 739363109 | 8 | 1140 | SH | SOLE | 1 | 1 |
| PRAXAIR INC | COM | 74005P104 | 22 | 600 | SH | DEFINED | 1 | 1 |
| PRINCIPAL FINANCIAL GROUP | | 74251V102 | 53 | 1621 | SH | SOLE | 1 | 1 |
| PRIORITY HEALTHCARE INC | CL B | 74264T102 | 3 | 165 | SH | SOLE | 1 | 1 |
| PROCTER & GAMBLE CO | COM | 742718109 | 1389 | 13916 | SH | SOLE | 1 | 1 |
| PROCTER & GAMBLE CO | COM | 742718109 | 139 | 1400 | SH | DEFINED | 1 | 1 |
| PROGRESS ENERGY INC | COM | 743263105 | 10 | 232 | SH | SOLE | 1 | 1 |

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|---------------------------------------|----------|-----------|-----|-------|----|---------|---|
| PRUDENTIAL FINANCIAL | | 744320102 | 162 | 3886 | SH | SOLE | 1 |
| PUBLIC SVC ENTERPRISE GROUP INC | | 744573106 | 2 | 48 | SH | SOLE | 1 |
| PUBLIC STORAGE, INC | REIT | 74460D109 | 7 | 180 | SH | SOLE | 1 |
| PUTNAM MANAGED MUNICIPAL INCOME TRUST | | 746823103 | 3 | 500 | | DEFINED | 1 |
| PUTNAM MASTER INTER INCR | | 746909100 | 7 | 1150 | | SOLE | 1 |
| QLOGIC CORP | COM | 747277101 | 54 | 1053 | SH | SOLE | 1 |
| QUALCOMM INC | | 747525103 | 10 | 200 | SH | SOLE | 1 |
| QUANTA SERVICES, INC | | 74762E102 | 8 | 1225 | SH | SOLE | 1 |
| QWEST COMMUNICATIONS INTL INC | COM | 749121109 | 8 | 1865 | SH | SOLE | 1 |
| CEF RMK HIGH INCOME FUND | | 74963B105 | 16 | 1008 | SH | SOLE | 1 |
| RADISYS CORP | | 750459109 | 3 | 185 | SH | SOLE | 1 |
| RALCORP HOLDINGS | NEW COM | 751028101 | 2 | 66 | SH | DEFINED | 1 |
| RARE HOSPITALITY INTL INC | | 753820109 | 2 | 90 | SH | SOLE | 1 |
| RAYOVAC CORP | | 755081106 | 8 | 415 | SH | SOLE | 1 |
| RAYTHEON CO | NEW | 755111507 | 201 | 6701 | SH | SOLE | 1 |
| REGIONS FNCL CORP | | 758940100 | 662 | 17800 | SH | SOLE | 1 |
| REGIONS FNCL CORP | | 758940100 | 66 | 1786 | SH | DEFINED | 1 |
| RELIANT RESOURCES INC | | 75952B105 | 2 | 394 | SH | SOLE | 1 |
| RELIANT RESOURCES INC | | 75952B105 | 14 | 2022 | SH | DEFINED | 1 |
| REMINGTON OIL & GAS CORP | COM | 759594302 | 15 | 800 | SH | SOLE | 1 |
| REYNOLDS R J TOB HLDGS INC | | 76182K105 | 10 | 180 | SH | SOLE | 1 |
| RIO TINTO GBP | | 767204100 | 2 | 22 | SH | SOLE | 1 |
| RIVERSTONE NETWORKS INC | | 769320102 | 0 | 102 | SH | SOLE | 1 |
| ROCKWELL INTL CORP | NEW | 773903109 | 6 | 177 | SH | SOLE | 1 |
| ROCKWELL COLLINS INC | | 774341101 | 5 | 177 | SH | SOLE | 1 |
| ROWAN COMPANIES INC | | 779382100 | 6 | 265 | SH | SOLE | 1 |
| ROXIE INC | | 780008108 | 0 | 65 | SH | SOLE | 1 |
| ROYAL DUTCH PETE CO | NY REG | 780257804 | 115 | 2203 | SH | SOLE | 1 |
| | GLD1.25 | | | | | | |
| ROYAL DUTCH PETE CO | NY REG | 780257804 | 167 | 3200 | SH | DEFINED | 1 |
| | GLD1.25 | | | | | | |
| RUBY TUESDAY INC | | 781182100 | 35 | 1260 | SH | DEFINED | 1 |
| SBC COMMUNICATIONS, INC | | 78387G103 | 791 | 30383 | SH | SOLE | 1 |
| SBC COMMUNICATIONS, INC | | 78387G103 | 20 | 780 | SH | DEFINED | 1 |
| ST JUDE MEDICAL | | 790849103 | 316 | 5160 | SH | SOLE | 1 |
| ST PAUL COS INC | | 792860108 | 10 | 275 | SH | SOLE | 1 |
| SANMINA CORP | | 800907107 | 3 | 306 | SH | SOLE | 1 |
| SARA LEE CORP | COM | 803111103 | 80 | 3703 | SH | SOLE | 1 |
| SCANA CORP | NEW | 80589M102 | 215 | 6297 | SH | SOLE | 1 |
| SCHERING PLOUGH CORP | COM | 806605101 | 444 | 25569 | SH | SOLE | 1 |
| SCHERING PLOUGH CORP | COM | 806605101 | 330 | 19000 | SH | DEFINED | 1 |
| SCHLUMBERGER LTD | COM | 806857108 | 386 | 7067 | SH | SOLE | 1 |
| SCRIPPS EW INC | NEW CL A | 811054204 | 28 | 300 | SH | SOLE | 1 |
| SEARS ROEBUCK & CO | COM | 812387108 | 86 | 1900 | SH | SOLE | 1 |
| SEARS ROEBUCK & CO | COM | 812387108 | 7 | 167 | SH | DEFINED | 1 |
| SELECT COMFORT CORP | | 81616X103 | 3 | 155 | SH | SOLE | 1 |
| SELIGMAN SELECT MUN FD INC | | 816344105 | 13 | 1250 | SH | SOLE | 1 |
| SEMTECH CORP | | 816850101 | 5 | 230 | SH | SOLE | 1 |
| SEMPRA ENERGY | COM | 816851109 | 10 | 365 | SH | SOLE | 1 |
| SEROLOGICALS CORP | | 817523103 | 7 | 410 | SH | SOLE | 1 |
| SERVICEMASTER COMPANY | COM | 81760N109 | 88 | 7593 | SH | SOLE | 1 |
| SHELL TRANS & TRADING PLC NEW YRK | NEW | 822703609 | 81 | 1800 | SH | DEFINED | 1 |
| SHERWIN WILLIAMS CO | COM | 824348106 | 38 | 1100 | SH | SOLE | 1 |
| SIEMENS AG | SPONS | 826197501 | 4 | 55 | SH | SOLE | 1 |
| | ADR | | | | | | |
| SIMMONS 1ST NATL CORP | CL A \$5 | 828730200 | 363 | 13200 | SH | SOLE | 1 |
| | PAR | | | | | | |
| SIMMONS 1ST NATL CORP | CL A \$5 | 828730200 | 13 | 500 | SH | DEFINED | 1 |
| | PAR | | | | | | |
| SIRIUS SATTELITE RADIO | | 82966U103 | 31 | 10000 | SH | SOLE | 1 |
| SKYWEST INC | | 830879102 | 3 | 215 | SH | SOLE | 1 |

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| | | | | | | | |
|------------------------------|------------------|-----------|-----|-------|----|---------|---|
| SKYWORKS SOLUTIONS | | 83088M102 | 0 | 61 | SH | SOLE | 1 |
| SMUCKER J M CO | | 832696405 | 0 | 7 | SH | SOLE | 1 |
| SMURFIT-STONE CONTAINER CORP | | 832727101 | 9 | 495 | SH | SOLE | 1 |
| SNAP ON INC | | 833034101 | 7 | 240 | SH | SOLE | 1 |
| SOLUTIA INC | COM | 834376105 | 0 | 500 | SH | SOLE | 1 |
| SONIC WALL INC | | 835470105 | 11 | 1535 | SH | SOLE | 1 |
| SONY CORP | | 835699307 | 34 | 1000 | SH | DEFINED | 1 |
| SOUTHERN CO | COM | 842587107 | 566 | 18739 | SH | SOLE | 1 |
| SOUTHERN CO | COM | 842587107 | 78 | 2600 | SH | DEFINED | 1 |
| SOUTHWEST AIRLS CO | COM | 844741108 | 8 | 505 | SH | SOLE | 1 |
| SOUTHWEST BANCORPATION | | 84476R109 | 3 | 85 | SH | SOLE | 1 |
| SPINNAKER EXPLORATION CO | | 84855W109 | 7 | 230 | SH | SOLE | 1 |
| SPRINT CORP | COM FON GROUP | 852061100 | 929 | 56670 | SH | SOLE | 1 |
| SPRINT CORP PCS SR 1 | | 852061506 | 12 | 2161 | SH | SOLE | 1 |
| STANCORP FINANCIAL GROUP | | 852891100 | 5 | 85 | SH | SOLE | 1 |
| STARBUCKS CORP | | 855244109 | 34 | 1039 | SH | SOLE | 1 |
| STEWART ENTERPRISES | | 860370105 | 22 | 4000 | SH | SOLE | 1 |
| STONE ENERGY CORP | | 861642106 | 7 | 165 | SH | SOLE | 1 |
| SUN LIFE FINANCIAL | | 866796105 | 340 | 13617 | SH | SOLE | 1 |
| SUN MICROSYSTEMS | | 866810104 | 7 | 1700 | SH | SOLE | 1 |
| SUNOCO INC | | 86764P109 | 46 | 900 | SH | SOLE | 1 |

| NAMES OF ISSUER | TITLE OF CLASS | CUSIP | VALUE [X\$1000] | SHRS OR PRN AMT | SH/ PRN | PUT/ CALL | INVESTMENT DISCRETION | OTHE MANAG |
|----------------------------------|-------------------|-----------|--------------------|--------------------|------------|--------------|--------------------------|---------------|
| SUNTRUST BANKS INC | COM | 867914103 | 70 | 993 | SH | | SOLE | 1 |
| SUPER VALU INC | | 868536103 | 11 | 415 | SH | | SOLE | 1 |
| SUPPORTSOFT INC | | 868587106 | 5 | 380 | SH | | SOLE | 1 |
| SYNOVUS FINL CORP | | 87161C105 | 32 | 1125 | SH | | SOLE | 1 |
| TDC A/S SPONSORED | ADR | 87236N102 | 3 | 210 | SH | | SOLE | 1 |
| TECO ENERGY INC | COM | 872375100 | 4 | 300 | SH | | SOLE | 1 |
| TTM TECHNOLOGIES | | 87305R109 | 3 | 205 | SH | | SOLE | 1 |
| TXU CORP | | 873168108 | 35 | 1500 | SH | | SOLE | 1 |
| TARGET CORP | | 87612E106 | 335 | 8727 | SH | | SOLE | 1 |
| TARGET CORP | | 87612E106 | 15 | 400 | SH | | DEFINED | 1 |
| TELEFONICA SA SPONSORED | ADR | 879382208 | 3 | 90 | SH | | SOLE | 1 |
| TELLABS INC DELAWARE | | 879664100 | 5 | 600 | SH | | SOLE | 1 |
| TELLABS INC DELAWARE | | 879664100 | 1 | 200 | SH | | DEFINED | 1 |
| TENNECO AUTOMOTIVE NW | | 880349105 | 1 | 150 | SH | | SOLE | 1 |
| TEVA PHARMACEUTICAL IND | ADR'S | 881624209 | 20 | 365 | SH | | SOLE | 1 |
| TEXAS GENCO HOLDINGS INC. | | 882443104 | 0 | 25 | SH | | SOLE | 1 |
| TEXAS GENCO HOLDINGS INC. | | 882443104 | 4 | 128 | SH | | DEFINED | 1 |
| TEXAS INSTRUMENTS | | 882508104 | 218 | 7430 | SH | | SOLE | 1 |
| TEXTRON INCORPORATED | COMM | 883203101 | 410 | 7198 | SH | | SOLE | 1 |
| THOMAS & BETTS CORP | COM | 884315102 | 4 | 200 | SH | | SOLE | 1 |
| THORATEC CORP | | 885175307 | 3 | 260 | SH | | SOLE | 1 |
| THORNBURG MORTGAGE INC | | 885218107 | 8 | 300 | SH | | SOLE | 1 |
| 3M CO | | 88579Y101 | 465 | 5472 | SH | | SOLE | 1 |
| TIFFANY & CO | NEW | 886547108 | 99 | 2200 | SH | | SOLE | 1 |
| TOTAL FINA ELF S.A. | ADR | 89151E109 | 3 | 40 | SH | | SOLE | 1 |
| TOYOTA MOTOR CORP | ADR NEW | 892331307 | 4 | 60 | SH | | SOLE | 1 |
| TRADESTATION GROUP INC | | 89267P105 | 2 | 265 | SH | | SOLE | 1 |
| TRAVELERS PROPERTY CASUALTY CORP | CL A | 89420G109 | 18 | 1123 | SH | | SOLE | 1 |
| TRAVELERS PROPERTY CASUALTY CORP | CL A | 89420G109 | 5 | 350 | SH | | DEFINED | 1 |

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|---------------------------|-----------|-----------|------|-------|----|---------|---|
| TRAVELERS PPTY & CAS CORP | NEW CLASS | 89420G406 | 4 | 289 | SH | SOLE | 1 |
| | B | | | | | | |
| TRAVELERS PPTY & CAS CORP | NEW CLASS | 89420G406 | 12 | 720 | SH | DEFINED | 1 |
| | B | | | | | | |
| TRIAD HOSPS INC | | 89579K109 | 5 | 175 | SH | SOLE | 1 |
| TRIBUNE COMPANY | | 896047107 | 61 | 1200 | SH | SOLE | 1 |
| TRUSTMARK CORP | COM | 898402102 | 595 | 20336 | SH | SOLE | 1 |
| TYCO INTL LTD | NEW COM | 902124106 | 9 | 350 | SH | SOLE | 1 |
| TYSON FOODS INC | CL A | 902494103 | 9 | 750 | SH | SOLE | 1 |
| TYSON FOODS INC | CL A | 902494103 | 132 | 10000 | SH | DEFINED | 1 |
| UCBH HOLDINGS INC | | 90262T308 | 4 | 105 | SH | SOLE | 1 |
| UST INC | COMMON | 902911106 | 1 | 34 | SH | SOLE | 1 |
| | STOCK | | | | | | |
| USA TRUCK INC-RESTRICTED | | 902925106 | 706 | 71498 | SH | SOLE | 1 |
| US BANCORP DEL | NEW | 902973304 | 18 | 609 | SH | SOLE | 1 |
| ULTRA PETROLEUM CORP-CAD | | 903914109 | 8 | 330 | SH | SOLE | 1 |
| ULTRATECH STEPPER INC | | 904034105 | 3 | 122 | SH | SOLE | 1 |
| UNIFI INC | | 904677101 | 6 | 1025 | SH | SOLE | 1 |
| UNION PACIFIC CORP | | 907818108 | 15 | 222 | SH | SOLE | 1 |
| UNION PACIFIC CORP | | 907818108 | 274 | 3950 | SH | DEFINED | 1 |
| UNION PLANTERS CORP | | 908068109 | 1226 | 38951 | SH | SOLE | 1 |
| UNION PLANTERS CORP | CONV PFD | 908068307 | 65 | 1000 | SH | SOLE | 1 |
| | SER E 8% | | | | | | |
| UNISYS CORP | | 909214108 | 5 | 353 | SH | SOLE | 1 |
| UNITED STATIONERS INC | | 913004107 | 5 | 135 | SH | SOLE | 1 |
| UNITED THERA PEUTICS CORP | | 91307C102 | 3 | 145 | SH | SOLE | 1 |
| UNIVERSAL ELECTRONICS INC | | 913483103 | 2 | 165 | SH | SOLE | 1 |
| UNUMPROVIDENT CORP | | 91529Y106 | 11 | 700 | SH | SOLE | 1 |
| VF CORPORATION | | 918204108 | 21 | 505 | SH | SOLE | 1 |
| VERIZON COMMUNICATIONS | | 92343V104 | 842 | 24019 | SH | SOLE | 1 |
| VERIZON COMMUNICATIONS | | 92343V104 | 84 | 2419 | SH | DEFINED | 1 |
| VIAD CORP | | 92552R109 | 8 | 348 | SH | SOLE | 1 |
| VIACOM INC | CL B | 925524308 | 123 | 2781 | SH | SOLE | 1 |
| VIACOM INC | CL B | 925524308 | 14 | 325 | SH | DEFINED | 1 |
| VISTEON CORP | | 92839U107 | 0 | 75 | SH | SOLE | 1 |
| VODAFONE GROUP PLC | NEW | 92857W100 | 94 | 3759 | SH | SOLE | 1 |
| W.P.CAREY & CO., LLC | | 92930Y107 | 75 | 2474 | SH | SOLE | 1 |
| WACHOVIA CORP 2ND | NEW | 929903102 | 732 | 15715 | SH | SOLE | 1 |
| WACHOVIA CORP 2ND | NEW | 929903102 | 23 | 500 | SH | DEFINED | 1 |
| WAL MART STORES INC | COM | 931142103 | 2466 | 46511 | SH | SOLE | 1 |
| WAL MART STORES INC | COM | 931142103 | 243 | 4586 | SH | DEFINED | 1 |
| WALGREEN CO | COM | 931422109 | 333 | 9155 | SH | SOLE | 1 |
| WASHINGTON MUTUAL INC | | 939322103 | 47 | 1184 | SH | SOLE | 1 |
| WASTE CONNECTIONS INC | | 941053100 | 2 | 70 | SH | SOLE | 1 |
| WASTE MANAGEMENT INC | NEW | 94106L109 | 148 | 5013 | SH | SOLE | 1 |
| WASTE MANAGEMENT INC | NEW | 94106L109 | 0 | 1 | SH | DEFINED | 1 |
| WATSON WYATT & CO HLDGS | CLASS A | 942712100 | 6 | 290 | SH | SOLE | 1 |
| WEBSTER FINANCIAL CORP | | 947890109 | 7 | 155 | SH | SOLE | 1 |
| WEINGARTEN RLTY INVS | SH BEN | 948741103 | 66 | 1500 | SH | SOLE | 1 |
| | INT | | | | | | |
| WELLS FARGO & CO. | NEW | 949746101 | 258 | 4385 | SH | SOLE | 1 |
| WELLS FARGO & CO. | NEW | 949746101 | 11 | 200 | SH | DEFINED | 1 |
| WEST MARINE INC | | 954235107 | 5 | 215 | SH | SOLE | 1 |
| WESTAR ENERGY INC | | 95709T100 | 4 | 200 | SH | SOLE | 1 |
| WESTELL TECHNOLOGIES INC | CL A | 957541105 | 1 | 310 | SH | SOLE | 1 |
| WEYERHAEUSER CO | COM | 962166104 | 32 | 500 | SH | SOLE | 1 |
| WHITNEY HOLDING CORP | COMMON | 966612103 | 130 | 3180 | SH | SOLE | 1 |
| WILD OATS MKTS INC | | 96808B107 | 8 | 635 | SH | SOLE | 1 |
| WILLIAMS COMPANY | COMMON | 969457100 | 17 | 1757 | SH | SOLE | 1 |
| WYETH | | 983024100 | 569 | 13421 | SH | SOLE | 1 |
| WYETH | | 983024100 | 12 | 300 | SH | DEFINED | 1 |
| XM SATELLITE | | 983759101 | 657 | 25000 | SH | SOLE | 1 |

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|----------------------|-----------|---|-----|----|------|---|
| XCEL ENERGY INC | 98389B100 | 2 | 154 | SH | SOLE | 1 |
| XILINX INC | 983919101 | 3 | 100 | SH | SOLE | 1 |
| YANKEE CANDLE CO INC | 984757104 | 8 | 300 | SH | SOLE | 1 |

| NAMES OF ISSUER | TITLE OF CLASS | CUSIP | VALUE [X\$1000] | SHRS OR PRN AMT | SH/ PUT/ INVESTMENT DISCRETION | OT MAN |
|-------------------------------|----------------|-----------|-----------------|-----------------|--------------------------------|--------|
| ----- | ----- | ----- | ----- | ----- | ----- | ----- |
| YUM BRANDS INC | | 988498101 | 90 | 2626 | SH | SOLE |
| ZIMMER HLDGS INC | | 98956P102 | 32 | 462 | SH | SOLE |
| ZOLL MEDICAL CORP | | 989922109 | 6 | 195 | SH | SOLE |
| AMDOCS LIMITED | ISIN | G02602103 | 7 | 325 | | SOLE |
| | #GB0022569080 | | | | | |
| FLEXTRONICS INTL INC | ISIN | Y2573F102 | 12 | 800 | | SOLE |
| | #SG9999000020 | | | | | |
| ALLIANT TECHSYSTEMS INC | | 018804104 | 12 | 210 | | SOLE |
| ALLSTATE CORP | | 020002101 | 6 | 150 | | SOLE |
| ALLTEL CORP NEW | | 20039103 | 10 | 225 | | SOLE |
| AMER INTL GROUP INC | | 026874107 | 4 | 67 | | SOLE |
| AMGEN INC | | 31162100 | 11 | 175 | | SOLE |
| AMSOUTH BANCORP | | 032165102 | 336 | 13724 | | SOLE |
| AUTOMATIC DATA PROCESSING INC | | 053015103 | 4 | 100 | | SOLE |
| BANCORPSOUTH INC | | 059692103 | 293 | 12373 | | SOLE |
| BANK OF AMERICA CORP INC. | | 060505104 | 12 | 150 | | SOLE |
| BERKSHIRE HATHAWAY INC | DEL CL B | 084670207 | 28 | 10 | | SOLE |
| BEST BUY INC | | 86516101 | 10 | 200 | | SOLE |
| BOMBAY COMPANY INC | | 097924104 | 2 | 200 | | SOLE |
| BOSTON SCIENTIFIC CORP | | 101137107 | 9 | 240 | | SOLE |
| CAREER EDUCATION CRP | | 141665109 | 4 | 100 | | SOLE |
| CITIGROUP INC | | 172967101 | 119 | 2450 | | SOLE |
| COCA COLA CO | | 191216100 | 61 | 1200 | | SOLE |
| COVENTRY HEALTH CARE | | 222862104 | 13 | 200 | | SOLE |
| EATON VANCE TAX MGD | CLASS B | 277911848 | 39 | 1981.506 | | SOLE |
| GENERAL DYNAMICS CRP | | 369550108 | 10 | 110 | | SOLE |
| GENERAL ELECTRIC CO | | 369604103 | 235 | 7585 | | SOLE |
| GENERAL MOTORS CORP | | 370442105 | 13 | 240 | | SOLE |
| HEWLETT-PACKARD CO | DE | 428236103 | 12 | 540 | | SOLE |
| HOLOGIC INC | | 436440101 | 5 | 300 | | SOLE |
| HOME DEPOT INC | | 437076102 | 5 | 127 | | SOLE |
| INTEL CORP | | 458140100 | 140 | 4380 | | SOLE |
| ISHARES TR DOW JONES | | 464287788 | 278 | 3157 | | SOLE |
| JOHNSON & JOHNSON | | 478160104 | 5 | 100 | | SOLE |
| L-3 COMMUNICATIONS HLDGS INC | | 502424104 | 14 | 280 | | SOLE |
| LANDSTAR SYSTEMS INC | | 515098101 | 4 | 100 | | SOLE |
| LUCENT TECH INC | | 549463107 | 1 | 500.178 | | SOLE |
| MAGNA-LAB INC CL A | | 559235106 | 0 | 2000 | | SOLE |
| MERCK & CO INC | | 589331107 | 5 | 100 | | SOLE |
| MICROSOFT CORP | | 594918104 | 50 | 1834 | | SOLE |
| MYLAN LABS INC | | 628530107 | 9 | 345 | | SOLE |
| NASDAQ 100 TR | UNIT SER 1 | 631100104 | 13 | 370 | | SOLE |
| NOKIA CORP ADR | | 654902204 | 2 | 100 | | SOLE |
| OPEN TEXT CORP | | 683715106 | 4 | 200 | | SOLE |
| OXFORD HEALTH PLANS INC | | 691471106 | 4 | 100 | | SOLE |
| PEOPLES HLDG CO TUPELO MS | | 711148106 | 71 | 2158 | | SOLE |

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|----------------------------------------------|----------|-----------|-----|-----------|------|
| PFIZER INC | | 717081103 | 17 | 468 | SOLE |
| PROCTER & GAMBLE CO | | 742718109 | 147 | 1470 | SOLE |
| RF MICRO DEVICES INC | | 749941100 | 4 | 400 | SOLE |
| RESPIRONICS INC | | 761230101 | 5 | 100 | SOLE |
| SYSCO CORP | | 871829107 | 4 | 100 | SOLE |
| TAIWAN SEMICONDUCTOR MANUFACTURING CO LTD | | 874039100 | 7 | 680 | SOLE |
| TEMPLETON FOREIGN | CLASS A | 880196209 | 539 | 50648.565 | SOLE |
| TEXAS INSTRUMENTS INC | | 882508104 | 9 | 300 | SOLE |
| US BANCORP DEL | COM NEW | 902973304 | 6 | 215 | SOLE |
| VANGUARD HEALTH CARE | | 921908307 | 280 | 2321.981 | SOLE |
| WAL-MART STORES INC | | 931142103 | 13 | 240 | SOLE |
| WALGREEN COMPANY | | 931422109 | 5 | 150 | SOLE |
| WEITZ VALUE | | 949045108 | 378 | 10555.947 | SOLE |
| CISCO SYS INC | | 17275R102 | 27 | 1100 | SOLE |
| COLUMBIA SMALL COMPANY INDEX | CL Z | 19764L232 | 5 | 275.028 | SOLE |
| COLUMBIA SMALL CAP OPPORTUNITY | CL A | 19764W626 | 52 | 3074.738 | SOLE |
| FEDERAL NATL MTG ASSN | DISC NT | 313588UQ6 | 200 | 200000 | SOLE |
| FEDERAL NATL MTG ASSN | DISC NT | 313588XK6 | 100 | 100000 | SOLE |
| FEDERAL NATL MTG ASSN | | 31359MDU4 | 831 | 750000 | SOLE |
| FEDERAL NATL MTG ASSN | | 31359MML4 | 104 | 100000 | SOLE |
| FORD MOTOR CR CO | GLBL NT | 345397UA9 | 21 | 20000 | SOLE |
| GENERAL MTRS ACCEP CORP | | 3704A0DP4 | 20 | 20000 | SOLE |
| HOSPITALITY PROPERTIES TRUST | | 44106M102 | 4 | 100 | SOLE |
| JDS UNIPHASE CORP | | 46612J101 | 1 | 250 | SOLE |
| JUNIPER NETWORKS INC | | 48203R104 | 2 | 100 | SOLE |
| KRAFT FOODS INC | CL A | 50075N104 | 3 | 100 | SOLE |
| LABORATORY CORP AMER HLDGS | COM NEW | 50540R409 | 4 | 100 | SOLE |
| MBNA CORP | | 55262L100 | 2 | 100 | SOLE |
| MERISTAR HOSPITALITY CORP | | 58984Y103 | 6 | 847 | SOLE |
| NAUTILUS GROUP INC | COM | 63910B102 | 4 | 300 | SOLE |
| PRIVATE EXPT FDG CORP | | 742651CU4 | 537 | 500000 | SOLE |
| S & P 500 DEPOSITORY | | 78462F103 | 17 | 150 | SOLE |
| SONIC AUTOMOTIVE INC | | 83545G102 | 5 | 200 | SOLE |
| STUDENT LN MARKETING ASSN | GLBL | 86387UAV7 | 533 | 500000 | SOLE |
| TRAVELERS PPTY CAS CORP | NEW CL A | 89420G109 | 0 | 10 | SOLE |
| TRAVELERS PPTY CAS CORP | NEW CL B | 89420G406 | 0 | 22 | SOLE |

| NAMES OF ISSUER | TITLE OF CLASS | CUSIP | VALUE [X\$1000] | SHRS OR PRN AMT | SH/ PUT/ INVESTMENT DISCRETION | OTHER MANAG |
|------------------------------|----------------|-----------|-----------------|-----------------|--------------------------------|-------------|
| WORLDCOM INC GA NEW GROUP | COM | 98157D106 | 0 | 1095 | SOLE | |
| WORLDCOM INC GA (MCI GROUP) | | 98157D304 | 0 | 55 | SOLE | |
| GRAND TOTALS | | | 3216442 | 13025303.943 | | |