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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: September 30, 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<br>-----<br>[Signature] | Tupelo, Mississippi<br>-----<br>[City, State] | November 15, 2004<br>-----<br>[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: 645

Form 13F Information Table Value Total: \$432,688  
(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<br>[X\$1000] | SHRS OR<br>PRN AMT | SH/<br>PRN | PCT/<br>CALL | INVESTMENT<br>DISCRETION | O |
|------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------------|---|
| DAIMLERCHRYSLER AG           | ORD            | D1668R123 | 1                  | 49                 | SH         |              | SOLE                     |   |
| ACE LIMITED                  |                | G0070K103 | 10                 | 311                | SH         |              | SOLE                     |   |
| INGSOLL-RAND CO CL A BERMUDA |                | G4776G101 | 344                | 6447               | SH         |              | SOLE                     |   |
| NOBLE CORP                   |                | G65422100 | 15                 | 447                | SH         |              | SOLE                     |   |
| ROYAL CARIBBEAN CRUISES      |                | V7780T103 | 5                  | 200                | SH         |              | SOLE                     |   |
| A F L A C INC                |                | 001055102 | 77                 | 2400               | SH         |              | SOLE                     |   |
| AGL RESOURCES, INC           |                | 001204106 | 30                 | 1090               | SH         |              | SOLE                     |   |
| AES CORPORATION              |                | 00130H105 | 7                  | 1000               | SH         |              | SOLE                     |   |
| AOL TIME WARNER              |                | 00184A105 | 489                | 32407              | SH         |              | SOLE                     |   |
| AT&T CORP                    | COM NEW        | 001957505 | 118                | 5517               | SH         |              | SOLE                     |   |
| AT&T CORP                    | COM NEW        | 001957505 | 2                  | 119                | SH         |              | DEFINED                  |   |
| AT&T WIRELESS SVCS INC       |                | 00209A106 | 59                 | 7327               | SH         |              | SOLE                     |   |
| AT&T WIRELESS SVCS INC       |                | 00209A106 | 1                  | 192                | SH         |              | DEFINED                  |   |
| ABBOTT LAB                   |                | 002824100 | 1316               | 30958              | SH         |              | SOLE                     |   |
| ABBOTT LAB                   |                | 002824100 | 204                | 4800               | SH         |              | DEFINED                  |   |
| ACTUANT CORP                 | CLASS A        | 00508X203 | 1                  | 20                 | SH         |              | SOLE                     |   |
| ACXIOM CORP                  | COM            | 005125109 | 15                 | 1000               | SH         |              | SOLE                     |   |
| ADAMS EXPRESS CO             | COM            | 006212104 | 114                | 9692               | SH         |              | SOLE                     |   |
| ADAPTEC INC                  |                | 00651F108 | 3                  | 400                | SH         |              | SOLE                     |   |
| ADECCO SA                    | SPONS ADR      | 006754105 | 3                  | 260                | SH         |              | SOLE                     |   |
| ADVANCED MICRO DEVICES INC   |                | 007903107 | 6                  | 600                | SH         |              | SOLE                     |   |
| ADVANCED MICRO DEVICES INC   |                | 007903107 | 2                  | 200                | SH         |              | DEFINED                  |   |
| AETNA INC                    | COM            | 00817Y108 | 6                  | 100                | SH         |              | DEFINED                  |   |
| AGERE SYSTEM INC-A           |                | 00845V100 | 0                  | 32                 | SH         |              | SOLE                     |   |
| AGERE SYS INC                | CL B           | 00845V209 | 2                  | 793                | SH         |              | SOLE                     |   |

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|                                      |               |           |      |          |         |
|--------------------------------------|---------------|-----------|------|----------|---------|
| AGILENT TECHNOLOGIES, INC.           |               | 00846U101 | 37   | 1675 SH  | SOLE    |
| AGNICO EAGLE MINES                   |               | 008474108 | 6    | 500 SH   | SOLE    |
| AIR PRODS & CHEMS INC                | COM           | 009158106 | 1    | 27 SH    | SOLE    |
| ALCOA INC                            |               | 013817101 | 134  | 5156 SH  | SOLE    |
| ALCOA INC                            |               | 013817101 | 13   | 500 SH   | DEFINED |
| ALLEGHENY ENERGY INC                 |               | 017361106 | 1    | 200 SH   | SOLE    |
| ALLIANCE CAP MGMT HLDG L P           |               | 01855A101 | 66   | 2000 SH  | DEFINED |
| ALLIED CAP CORP NEW                  | COM           | 01903Q108 | 7    | 315 SH   | SOLE    |
| ALLSTATE CORP COMMON                 |               | 020002101 | 182  | 4990 SH  | SOLE    |
| ALLSTATE CORP COMMON                 |               | 020002101 | 22   | 604 SH   | DEFINED |
| ALLTEL CORP                          |               | 020039103 | 215  | 4640 SH  | SOLE    |
| ALLTEL CORP                          |               | 020039103 | 491  | 10600 SH | DEFINED |
| ALTRIA GROUP INC                     |               | 02209S103 | 528  | 12068 SH | SOLE    |
| AMERICAN EAGLE OUTFITTERS, INC       |               | 02553E106 | 3    | 220 SH   | SOLE    |
| AMERICAN ELECTRIC POWER              |               | 025537101 | 147  | 4903 SH  | SOLE    |
| AMER EXPRESS CO                      |               | 025816109 | 171  | 3800 SH  | SOLE    |
| AMERICAN INTERNATIONAL GROUP,<br>INC |               | 026874107 | 325  | 5633 SH  | SOLE    |
| AMERICAN INTERNATIONAL GROUP,<br>INC |               | 026874107 | 10   | 175 SH   | DEFINED |
| AMERICAN ITALIAN PASTA COMPANY       | CLASS A       | 027070101 | 3    | 80 SH    | SOLE    |
| AMERUS LIFE HOLDINGS                 |               | 03072M108 | 24   | 712 SH   | SOLE    |
| AMERISOURCEBERGEN CORP               |               | 03073E105 | 10   | 193 SH   | SOLE    |
| AMATEK INC                           |               | 031100100 | 3    | 80 SH    | SOLE    |
| AMGEN INC                            |               | 031162100 | 198  | 3071 SH  | SOLE    |
| AMGEN INC                            |               | 031162100 | 12   | 200 SH   | DEFINED |
| AMSOUTH BANCORPORATION               |               | 032165102 | 1717 | 80971 SH | SOLE    |
| AMVESCAP PLC                         | ADR           | 03235E100 | 1    | 120 SH   | SOLE    |
| ANADARKO PETE CORP                   |               | 032511107 | 61   | 1464 SH  | DEFINED |
| ANALOG DEVICES INC                   | COM           | 032654105 | 3    | 100 SH   | SOLE    |
| ANHEUSER-BUSCH COMPANIES             |               | 035229103 | 1061 | 21509 SH | SOLE    |
| ANHEUSER-BUSCH COMPANIES             |               | 035229103 | 177  | 3600 SH  | DEFINED |
| ANTHEM INC                           |               | 03674B104 | 227  | 3195 SH  | SOLE    |
| APARTMENT INVT & MGMT CO             | CL A          | 03748R101 | 43   | 1100 SH  | SOLE    |
| APPLE COMP INC                       |               | 037833100 | 66   | 3200 SH  | DEFINED |
| APPLIED MATERIALS INC                |               | 038222105 | 96   | 5350 SH  | SOLE    |
| ARCH COAL, INC                       |               | 039380100 | 4    | 200 SH   | SOLE    |
| ARCHER-DANIELS-MIDLAND COMPANY       |               | 039483102 | 3    | 279 SH   | SOLE    |
| ARMOR HOLDINGS, INC                  |               | 042260109 | 4    | 285 SH   | SOLE    |
| ARVINMERITOR                         |               | 043353101 | 0    | 44 SH    | SOLE    |
| ASTORIA FINANCIAL CORP               |               | 046265104 | 4    | 155 SH   | SOLE    |
| AUTODESK INC                         |               | 052769106 | 4    | 277 SH   | SOLE    |
| AUTO DATA PROCESS                    |               | 053015103 | 186  | 5200 SH  | SOLE    |
| AUTO DATA PROCESS                    |               | 053015103 | 78   | 2200 SH  | DEFINED |
| AUTOZONE                             |               | 053332102 | 17   | 200 SH   | SOLE    |
| AUTOZONE                             |               | 053332102 | 47   | 530 SH   | DEFINED |
| AVAYA INC                            |               | 053499109 | 2    | 227 SH   | SOLE    |
| AVON PRODUCTS INC                    | COM           | 054303102 | 45   | 700 SH   | SOLE    |
| AXA-UAP                              | ADR           | 054536107 | 4    | 236 SH   | SOLE    |
| BP AMOCO PLC                         | SPONSORED ADR | 055622104 | 425  | 10117 SH | SOLE    |

| NAMES OF ISSUER | TITLE OF CLASS | CUSIP     | VALUE [X\$1000] | SHRS OR SH/ PRN AMT | PCT/ CALL | INVESTMENT DISCRETION | MA |
|-----------------|----------------|-----------|-----------------|---------------------|-----------|-----------------------|----|
| BP AMOCO PLC    | SPONSORED ADR  | 055622104 | 194             | 4610 SH             |           | DEFINED               |    |

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|                                       |                     |           |       |            |         |
|---------------------------------------|---------------------|-----------|-------|------------|---------|
| BMC SOFTWARE                          |                     | 055921100 | 11    | 797 SH     | SOLE    |
| BAKER HUGHES INC                      | COM                 | 057224107 | 14    | 506 SH     | SOLE    |
| BALDOR ELEC CO                        | COM                 | 057741100 | 30026 | 1422387 SH | DEFINED |
| BANCO BILBAO VIZCAYA                  | SP ADR              | 05946K101 | 2     | 285 SH     | SOLE    |
| BANCORP MS                            |                     | 05969210X | 306   | 14000 SH   | SOLE    |
| BANCORPSOUTH INC                      |                     | 059692103 | 19640 | 897229 SH  | SOLE    |
| BANCORPSOUTH INC                      |                     | 059692103 | 2977  | 136013 SH  | DEFINED |
| BANK OF AMERICA CORP                  | NEW COM             | 060505104 | 652   | 8360 SH    | SOLE    |
| BANK OF AMERICA CORP                  | NEW COM             | 060505104 | 23    | 300 SH     | DEFINED |
| BANK OF THE OZARKS, INC               |                     | 063904106 | 2051  | 46100 SH   | DEFINED |
| BANK OF NEW YORK                      |                     | 064057102 | 231   | 7965 SH    | SOLE    |
| BANK ONE CORP                         | COM                 | 06423A103 | 93    | 2420 SH    | SOLE    |
| BANK ONE CORP                         | COM                 | 06423A103 | 57    | 1482 SH    | DEFINED |
| BAXTER INTL INC                       |                     | 071813109 | 224   | 7715 SH    | SOLE    |
| BEAR STEARNS COS INC                  |                     | 073902108 | 103   | 1381 SH    | SOLE    |
| BED BATH & BEYOND                     |                     | 075896100 | 7     | 200 SH     | SOLE    |
| BELLSOUTH CORP                        |                     | 079860102 | 788   | 33284 SH   | SOLE    |
| BELLSOUTH CORP                        |                     | 079860102 | 9     | 400 SH     | DEFINED |
| BERKSHIRE HATHAWAY "A"                |                     | 084670108 | 75    | 1 SH       | SOLE    |
| BERKSHIRE HATHAWAY INC DEL            | CL B                | 084670207 | 7     | 3 SH       | DEFINED |
| BLACKROCK INVT QUALITY MUNI TR<br>INC |                     | 09247D105 | 41    | 3000 SH    | SOLE    |
| MF BLACKROCK INCOME TRUST             |                     | 09247F100 | 18    | 2400 SH    | SOLE    |
| BLACKSTONE INVESTMENT<br>TRUST        | QUALITY TERM        | 09247J102 | 39    | 4155 SH    | SOLE    |
| BLOCK H & R INC                       | COM                 | 093671105 | 16    | 375 SH     | SOLE    |
| BOEING INC                            |                     | 097023105 | 45    | 1330 SH    | SOLE    |
| BORG WARNER AUTOMOTIVE INC            |                     | 099724106 | 4     | 62 SH      | SOLE    |
| BOSTON SCIENTIFIC                     |                     | 101137107 | 1     | 23 SH      | SOLE    |
| BRISTOL MYERS SQUIBB CO               |                     | 110122108 | 529   | 20638 SH   | SOLE    |
| BRISTOL MYERS SQUIBB CO               |                     | 110122108 | 15    | 600 SH     | DEFINED |
| BRITISH SKY BROADCASTING GP PLC       | SPON ADR            | 111013108 | 2     | 70 SH      | SOLE    |
| BROWN TOM INC NEW                     |                     | 115660201 | 2     | 105 SH     | SOLE    |
| BUCKEYE TECHNOLOGY INC                |                     | 118255108 | 13    | 1500 SH    | SOLE    |
| CBRL GROUP INC                        | COM                 | 12489V106 | 35    | 1000 SH    | SOLE    |
| CEC ENTMT INC                         |                     | 125137109 | 33    | 850 SH     | SOLE    |
| CIGNA CORPORATION                     |                     | 125509109 | 9     | 217 SH     | SOLE    |
| CLECO CORP COM                        |                     | 12561W105 | 7     | 461 SH     | SOLE    |
| CSK AUTO CORP                         |                     | 125965103 | 3     | 250 SH     | SOLE    |
| CNET NETWORKS INC                     |                     | 12613R104 | 0     | 118 SH     | SOLE    |
| CVS CORP DELAWARE                     |                     | 126650100 | 10    | 353 SH     | SOLE    |
| CADBURY SCHWEPPE'S PLC                | ADR                 | 127209302 | 30    | 1200 SH    | SOLE    |
| CALLAWAY GOLF CO                      |                     | 131193104 | 5     | 385 SH     | SOLE    |
| CAMPBELL SOUP CO                      | COM                 | 134429109 | 10    | 400 SH     | SOLE    |
| CANON INC                             | ADR REPSTG<br>5SHRS | 138006309 | 3     | 70 SH      | SOLE    |
| CAPITAL ONE FINL CORP                 | COM                 | 14040H105 | 148   | 2600 SH    | SOLE    |
| CARDINAL HEALTH INC                   | COM                 | 14149Y108 | 11    | 200 SH     | SOLE    |
| CARNIVAL CORP                         |                     | 143658300 | 6     | 206 SH     | SOLE    |
| CATERPILLAR INC                       |                     | 149123101 | 61    | 900 SH     | SOLE    |
| CENDANT CORP                          | COM                 | 151313103 | 20    | 1099 SH    | SOLE    |
| CENTERPOINT ENERGY INC                |                     | 15189T107 | 4     | 500 SH     | SOLE    |
| CENTURYTEL, INC                       |                     | 156700106 | 102   | 3040 SH    | SOLE    |
| CHARTER COMMUNICATIONS INC            | DEL CL A            | 16117M107 | 2     | 600 SH     | SOLE    |
| CHECKPOINT SYSTEMS                    |                     | 162825103 | 15    | 1000 SH    | SOLE    |
| CHEVRONTEXACO CORP                    |                     | 166764100 | 933   | 13063 SH   | SOLE    |
| CHEVRONTEXACO CORP                    |                     | 166764100 | 94    | 1327 SH    | DEFINED |
| CINERGY                               |                     | 172474108 | 4     | 114 SH     | SOLE    |
| CISCO SYS INC                         |                     | 17275R102 | 751   | 38342 SH   | SOLE    |
| CISCO SYS INC                         |                     | 17275R102 | 27    | 1400 SH    | DEFINED |
| CITIGROUP, INC                        |                     | 172967101 | 919   | 20204 SH   | SOLE    |
| CITIGROUP, INC                        |                     | 172967101 | 369   | 8117 SH    | DEFINED |

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|                                      |              |           |      |           |         |
|--------------------------------------|--------------|-----------|------|-----------|---------|
| CITIZENS HOLDING COMPANY             |              | 174715102 | 3020 | 158987 SH | SOLE    |
| CLEAR CHANNEL COMMUNICATIONS         |              | 184502102 | 3    | 100 SH    | SOLE    |
| COCA COLA BOTTLING CO CONS           | COM          | 191098102 | 21   | 420 SH    | SOLE    |
| COCA COLA CO                         |              | 191216100 | 1124 | 26182 SH  | SOLE    |
| COCA COLA CO                         |              | 191216100 | 60   | 1400 SH   | DEFINED |
| COCA COLA ENTERPRISES INC            | COM          | 191219104 | 45   | 2400 SH   | SOLE    |
| COLGATE-PALMOLIVE CO                 |              | 194162103 | 229  | 4112 SH   | SOLE    |
| COLGATE-PALMOLIVE CO                 |              | 194162103 | 11   | 200 SH    | DEFINED |
| COLONIAL BANCGROUP INC               |              | 195493309 | 1    | 90 SH     | SOLE    |
| COLONIAL HIGH INCOME MUNICIPAL TRUST |              | 195743109 | 1    | 200       | SOLE    |
| COMCAST CORP                         | NEW CL ACOM  | 20030N101 | 186  | 6060 SH   | SOLE    |
| COMCAST CORP                         | NEW CL A COM | 20030N101 | 2    | 80 SH     | DEFINED |
| COMMSCOPE INC                        |              | 203372107 | 12   | 1000 SH   | SOLE    |
| COMPUTER SCIENCES CORPORATION COMMON |              | 205363104 | 3    | 99 SH     | DEFINED |

| NAMES OF ISSUER                  | TITLE OF CLASS | CUSIP     | VALUE [X\$1000] | SHRS OR SH/ PRN AMT | PCT/ CALL | INVESTMENT DISCRETION | O |
|----------------------------------|----------------|-----------|-----------------|---------------------|-----------|-----------------------|---|
| CONEXANT SYS INC                 | COM            | 20714200  | 0               | 176 SH              |           | SOLE                  |   |
| CONOCO PHILLIPS                  |                | 20825C104 | 290             | 5314 SH             |           | SOLE                  |   |
| CONSECO STRATEGIC INC FD         | SH BEN INT     | 20847A102 | 8               | 866 SH              |           | SOLE                  |   |
| CONSTELLATION ENERGY CORP        |                | 210371100 | 5               | 150 SH              |           | SOLE                  |   |
| COOPER TIRE & RUBBER CO          |                | 216831107 | 253             | 15953 SH            |           | SOLE                  |   |
| COOPER TIRE & RUBBER CO          |                | 216831107 | 1               | 100 SH              |           | DEFINED               |   |
| COSTCO WHOLESALE CORP            |                | 22160K105 | 13              | 445 SH              |           | SOLE                  |   |
| COX COMMUNICATIONS               | CL A           | 224044107 | 3               | 100 SH              |           | DEFINED               |   |
| CRESCENT REAL ESTATE EQUITIE     | COM            | 225756105 | 2               | 200 SH              |           | SOLE                  |   |
| CROSS COUNTRY HEALTHCARE, INC    |                | 227483104 | 3               | 280 SH              |           | SOLE                  |   |
| CYTYC CORPORATION                |                | 232946103 | 2               | 175 SH              |           | SOLE                  |   |
| DNP SELECT INCOME FD INC         |                | 23325P104 | 11              | 1100 SH             |           | DEFINED               |   |
| DANAHER CORP DEL                 | COM            | 235851102 | 229             | 3105 SH             |           | SOLE                  |   |
| DANKA BUSINESS SYS PLC           | SPONSORED ADR  | 236277109 | 12              | 5000 SH             |           | SOLE                  |   |
| DEERE & CO                       |                | 244199105 | 79              | 1500 SH             |           | SOLE                  |   |
| DEL MONTE FOODS                  | COM            | 24522P103 | 1               | 121 SH              |           | SOLE                  |   |
| DELPHI AUTO SYSTEMS              |                | 247126105 | 2               | 250 SH              |           | SOLE                  |   |
| DELTA & PINE LD CO               | COM            | 247357106 | 11              | 509 SH              |           | SOLE                  |   |
| DELTIC TIMBER INC                |                | 247850100 | 182             | 6324 SH             |           | SOLE                  |   |
| DELTIC TIMBER INC                |                | 247850100 | 18660           | 645471 SH           |           | DEFINED               |   |
| DEVON ENERGY CORP NEW            | COM            | 25179M103 | 3               | 82 SH               |           | SOLE                  |   |
| DIAL CORPORATION                 |                | 25247D101 | 7               | 348 SH              |           | SOLE                  |   |
| WALT DISNEY CO                   |                | 254687106 | 248             | 12323 SH            |           | SOLE                  |   |
| WALT DISNEY CO                   |                | 254687106 | 4               | 200 SH              |           | DEFINED               |   |
| DOMINION RES INC VA NEW          |                | 25746U109 | 1               | 25 SH               |           | SOLE                  |   |
| DOW CHEMICAL CO                  |                | 260543103 | 77              | 2383 SH             |           | SOLE                  |   |
| DOW CHEMICAL CO                  |                | 260543103 | 15              | 483 SH              |           | DEFINED               |   |
| DREYFUS STRATEGIC MUNICIPALS INC |                | 261932107 | 19              | 2086                |           | SOLE                  |   |
| DREYFUS MUNICIPAL INCOME INC     |                | 26201R102 | 17              | 1832                |           | SOLE                  |   |
| DU PONT EI D NEMOURS & CO        |                | 263534109 | 80              | 2011 SH             |           | SOLE                  |   |
| DU PONT EI D NEMOURS & CO        |                | 263534109 | 4               | 100 SH              |           | DEFINED               |   |
| DUKE ENERGY CORP                 | COM            | 264399106 | 59              | 3364 SH             |           | SOLE                  |   |
| DYNEX CAP INC                    | COM NEW        | 26817Q506 | 0               | 106 SH              |           | DEFINED               |   |
| E-LOAN INC                       |                | 26861P107 | 3               | 1000 SH             |           | SOLE                  |   |
| EMC CORP                         |                | 268648102 | 23818           | 18880 SH            |           | SOLE                  |   |

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|                               |            |           |      |           |         |
|-------------------------------|------------|-----------|------|-----------|---------|
| EMC CORP                      |            | 268648102 | 50   | 4000 SH   | DEFINED |
| ENSCO INTERNATIONAL INC       |            | 26874Q100 | 10   | 396 SH    | SOLE    |
| E TRADE GROUP INC             |            | 269246104 | 37   | 4000 SH   | SOLE    |
| EASTMAN KODAK CO              |            | 277461109 | 20   | 1000 SH   | SOLE    |
| EASTMAN KODAK CO              |            | 277461109 | 2    | 125 SH    | DEFINED |
| EATON CORP                    | COM        | 278058102 | 280  | 3165 SH   | SOLE    |
| ECHOSTAR COMMUN               |            | 278762109 | 19   | 500 SH    | SOLE    |
| EDWARDS LIFESCIENCES CORP     |            | 28176E108 | 6    | 240 SH    | SOLE    |
| EL PASO CORPORATION           |            | 28336L109 | 1    | 212 SH    | SOLE    |
| ELAN CORP PLC                 | ADR        | 284131208 | 0    | 100 SH    | SOLE    |
| ELECTRONIC DATA SYS CORP NEW  |            | 285661104 | 12   | 642 SH    | SOLE    |
| EMCOR GROUP INC               |            | 29084Q100 | 2    | 50 SH     | SOLE    |
| EMERSON ELECTRIC CO           |            | 291011104 | 115  | 2200 SH   | SOLE    |
| ENCYSIVE PHARMACEUTICALS INC  | COM        | 29256X107 | 0    | 100 SH    | SOLE    |
| ENCORE WIRE CORP              | COM        | 292562105 | 282  | 21300 SH  | SOLE    |
| ENGELHARD CORP                |            | 292845104 | 6    | 253 SH    | DEFINED |
| ENTERASYS NETWORKS INC        |            | 293637104 | 0    | 200 SH    | SOLE    |
| ENTERGY CORP                  |            | 29364G103 | 285  | 5274 SH   | SOLE    |
| ENTERGY CORP                  |            | 29364G103 | 32   | 593 SH    | DEFINED |
| EQUITY INNS, INC              |            | 294703103 | 11   | 1500 SH   | DEFINED |
| EQUITY RESIDENTIAL PPTYS SBI  |            | 29476L107 | 12   | 436 SH    | SOLE    |
| ESTERLINE TECHNOLOGIES CORP   |            | 297425100 | 3    | 185 SH    | SOLE    |
| EXXON MOBIL CORP              |            | 30231G102 | 5465 | 149364 SH | SOLE    |
| EXXON MOBIL CORP              |            | 30231G102 | 976  | 26676 SH  | DEFINED |
| FPL GROUP INC                 |            | 302571104 | 216  | 3430 SH   | SOLE    |
| FED HMN LN MTG CORP           | VOTING COM | 313400301 | 13   | 250 SH    | SOLE    |
| FNMA COM                      |            | 313586109 | 84   | 1200 SH   | SOLE    |
| FEDERATED DEPT STORES INC     |            | 31410H101 | 1    | 41 SH     | SOLE    |
| FEDEX CORPORATION             |            | 31428X106 | 96   | 1500 SH   | SOLE    |
| FEDEX CORPORATION             |            | 31428X106 | 6    | 100 SH    | DEFINED |
| FIRST DATA CORP               | COM        | 319963104 | 1    | 40 SH     | SOLE    |
| FIRST INDL RLTY TR INC        |            | 32054K103 | 14   | 450 SH    | SOLE    |
| FIRST M & F CORP              |            | 320744105 | 46   | 1293 SH   | SOLE    |
| FIRST TENNESSEE NATIONAL CORP |            | 337162101 | 300  | 7082 SH   | SOLE    |
| FISERV INC                    |            | 337738108 | 183  | 5045 SH   | SOLE    |
| FIRSTMERIT CORP               |            | 337915102 | 1    | 75 SH     | SOLE    |
| FLEET BOSTON CORP             |            | 339030108 | 29   | 976 SH    | SOLE    |
| FORD MOTOR COMPANY COMMON     |            | 345370860 | 30   | 2830 SH   | SOLE    |
| FORD MOTOR COMPANY COMMON     |            | 345370860 | 7    | 700 SH    | DEFINED |
| FOREST LABS                   |            | 345838106 | 13   | 266 SH    | SOLE    |

| NAMES OF ISSUER           | TITLE OF CLASS | CUSIP     | VALUE [X\$1000] | SHRS OR SH/ PRN AMT | PCT/ CALL | INVESTMENT DISCRETION | MA |
|---------------------------|----------------|-----------|-----------------|---------------------|-----------|-----------------------|----|
| FORREST OIL CORP          |                | 346091705 | 129             | 5400 SH             |           | SOLE                  |    |
| FORRESTER RESEARCH INC    |                | 346563109 | 3               | 235 SH              |           | SOLE                  |    |
| FULTON FINANCIAL CORP -PA |                | 360271100 | 4               | 205 SH              |           | SOLE                  |    |
| FURNITURE BRANDS INTL     |                | 360921100 | 4               | 185 SH              |           | SOLE                  |    |
| GSI COMMERCE INC          |                | 36238G102 | 0               | 29 SH               |           | SOLE                  |    |
| GAP INC DEL               | COM            | 364760108 | 26              | 1562 SH             |           | SOLE                  |    |
| GENERAL ELECTRIC CO       |                | 369604103 | 2382            | 79943 SH            |           | SOLE                  |    |
| GENERAL ELECTRIC CO       |                | 369604103 | 83              | 2800 SH             |           | DEFINED               |    |
| GENERAL MLS INC           | COM            | 370334104 | 18              | 397 SH              |           | SOLE                  |    |
| GENERAL MLS INC           | COM            | 370334104 | 0               | 20 SH               |           | DEFINED               |    |
| GEN MTR CORP              |                | 370442105 | 23              | 571 SH              |           | SOLE                  |    |

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| GENOME THERAPEUTICS CORP              | COM           | 372430108 | 3    | 1000 SH   | SOLE    |
| GEORGIA PAC CORP                      |               | 373298108 | 40   | 1660 SH   | SOLE    |
| GILLETTE CO                           |               | 375766102 | 89   | 2806 SH   | SOLE    |
| GILLETTE CO                           |               | 375766102 | 111  | 3485 SH   | DEFINED |
| GLAXO WELLCOME PLC                    | SPONSORED ADR | 37733W105 | 17   | 405 SH    | SOLE    |
| GOLDMAN SACHS GROUP                   |               | 38141G104 | 14   | 178 SH    | SOLE    |
| GOODYEAR TIRE & RUBBER                |               | 382550101 | 3    | 526 SH    | SOLE    |
| GREAT LAKES CHEM CORP                 | COM           | 390568103 | 35   | 1785 SH   | DEFINED |
| GREAT PLAINS ENERGY INC               |               | 391164100 | 56   | 1855 SH   | SOLE    |
| GUIDANT CORP                          | COM           | 401698105 | 112  | 2405 SH   | SOLE    |
| HCA INC.                              |               | 404119109 | 101  | 2743 SH   | SOLE    |
| HCC INSURANCE HOLDINGS, INC           |               | 404132102 | 4    | 155 SH    | SOLE    |
| HALLIBURTON CO                        | COM           | 406216101 | 19   | 800 SH    | SOLE    |
| HANCOCK FABRICS                       |               | 409900107 | 25   | 1600 SH   | SOLE    |
| HANCOCK HLDG CO CAP VALUE             |               | 410120109 | 214  | 4345 SH   | SOLE    |
| CEF HANCOCK JOHN PFD                  |               | 41013X106 | 9    | 400 SH    | SOLE    |
| JOHN HANCOCK                          |               | 41014S106 | 9    | 285 SH    | SOLE    |
| HARLEY DAVIDSON INC                   | COM           | 412822108 | 17   | 355 SH    | SOLE    |
| HARRIS CORP                           |               | 413875105 | 50   | 1400 SH   | SOLE    |
| HARTFORD FNCL SV GRP INC              | COM           | 416515104 | 13   | 250 SH    | DEFINED |
| HASBRO, INC                           |               | 418056107 | 14   | 787 SH    | DEFINED |
| HEADWATERS INC                        |               | 42210P102 | 4    | 305 SH    | SOLE    |
| HEINZ H J CO                          | COM           | 423074103 | 9    | 273 SH    | SOLE    |
| HERSHEY FOODS CORP                    |               | 427866108 | 179  | 2475 SH   | SOLE    |
| HEWLETT PACKARD CO                    |               | 428236103 | 448  | 23160 SH  | SOLE    |
| HEWLETT PACKARD CO                    |               | 428236103 | 7    | 400 SH    | DEFINED |
| HIBERNIA CORP                         |               | 428656102 | 6232 | 307778 SH | SOLE    |
| HIBERNIA CORP                         |               | 428656102 | 18   | 900 SH    | DEFINED |
| HIGH INCOME OPPORTUNITY FD            |               | 42967Q105 | 17   | 2500 SH   | SOLE    |
| HILB ROGAL & HAMILTON COMPANY         |               | 431294107 | 3    | 102 SH    | SOLE    |
| HOME DEPOT                            |               | 437076102 | 487  | 15325 SH  | SOLE    |
| HOME DEPOT                            |               | 437076102 | 48   | 1532 SH   | DEFINED |
| HONEYWELL INTL INC                    |               | 438516106 | 24   | 925 SH    | SOLE    |
| HUBBELL INC                           | CL B          | 443510201 | 36   | 1000 SH   | SOLE    |
| HUDSON UNITED BANCORP                 |               | 444165104 | 1    | 45 SH     | SOLE    |
| ICN PHARMACEUTICALS INC NEW           | COM           | 448924100 | 9    | 525 SH    | SOLE    |
| ING PRIME RATE TR                     | SH BEN INT    | 44977W106 | 99   | 13907 SH  | SOLE    |
| ILLINOIS TOOL WORKS INC               |               | 452308109 | 5    | 76 SH     | SOLE    |
| IMPERIAL TOBACCO PLC                  | SPON ADR      | 453142101 | 2    | 90 SH     | SOLE    |
| ING GROEP N V                         |               | 456837103 | 10   | 548 SH    | SOLE    |
| INSIGHT ENTERPRISES INC               | COM           | 45765U103 | 42   | 2775 SH   | SOLE    |
| INPUT/OUTPUT INC                      |               | 457652105 | 3    | 835 SH    | SOLE    |
| INTEL CORP CAP                        |               | 458140100 | 1513 | 54984 SH  | SOLE    |
| INTEL CORP CAP                        |               | 458140100 | 104  | 3780 SH   | DEFINED |
| IBM CORP                              |               | 459200101 | 1652 | 18705 SH  | SOLE    |
| IBM CORP                              |               | 459200101 | 41   | 475 SH    | DEFINED |
| INTL PAPER CO                         |               | 460146103 | 221  | 5667 SH   | SOLE    |
| INTL PAPER CO                         |               | 460146103 | 35   | 900 SH    | DEFINED |
| IONICS, INC                           |               | 462218108 | 3    | 155 SH    | SOLE    |
| JDS UNIPHASE CORP                     | COM           | 46612J101 | 0    | 120 SH    | SOLE    |
| J P MORGAN CHASE & CO                 |               | 46625H100 | 111  | 3249 SH   | SOLE    |
| J P MORGAN CHASE & CO                 |               | 46625H100 | 51   | 1500 SH   | DEFINED |
| JANUS CAPITAL GROUP INC.              |               | 47102X105 | 8    | 600 SH    | SOLE    |
| JOHNSON & JOHNSON                     |               | 478160104 | 2033 | 41062 SH  | SOLE    |
| JOHNSON & JOHNSON                     |               | 478160104 | 440  | 8900 SH   | DEFINED |
| JOHNSON CONTROLS INC                  |               | 478366107 | 271  | 2865 SH   | SOLE    |
| KLA TENCOR CORP                       |               | 482480100 | 5    | 100 SH    | SOLE    |
| KELLOGG CO                            |               | 487836108 | 6    | 200 SH    | SOLE    |
| KIMBERLY-CLARK CORP                   |               | 494368103 | 25   | 500 SH    | SOLE    |
| KIMBERLY-CLARK CORP                   |               | 494368103 | 20   | 400 SH    | DEFINED |
| KINDER MORGAN ENERGY PARTNERS,<br>L.P |               | 494550106 | 52   | 1232 SH   | SOLE    |

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| KOHL'S CORP                  |               | 500255104 | 144 | 2700 SH  | SOLE    |
| KONINKLIJKE PHLPS ELECTRSN V | SP ADR NEW    | 500472303 | 5   | 219 SH   | SOLE    |
| KROGER CO                    |               | 501044101 | 195 | 10948 SH | SOLE    |
| LSI LOGIC CORP               | COM           | 502161102 | 3   | 400 SH   | SOLE    |
| LA QUINTA CORP PAIRED CTF1   | COM LA QUINTA | 50419U202 | 2   | 389 SH   | SOLE    |
| LAFARGE SPONSORED            | ADR           | 505861401 | 2   | 180 SH   | SOLE    |
| ESTEE LAUDER CO              |               | 518439104 | 20  | 600 SH   | DEFINED |
| LEHMAN BROTHERS HOLDINGS     | COM           | 524908100 | 255 | 3695 SH  | SOLE    |
| LEVEL 3 COMMUNICATIONS INC   |               | 52729N100 | 32  | 6037 SH  | SOLE    |

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|--|----------------|-----------|-----------------|---------------------|-----------|-----------------------|----|
| LEXMARK INTL NEW                         | CL A           | 529771107 | 341             | 5412 SH             |           | SOLE                  |    |
| THE LIBERTY CORPORATION                  |                | 530370105 | 100             | 2400 SH             |           | SOLE                  |    |
| ELI LILLY & CO                           |                | 532457108 | 496             | 8360 SH             |           | SOLE                  |    |
| ELI LILLY & CO                           |                | 532457108 | 89              | 1500 SH             |           | DEFINED               |    |
| LIMITED BRANDS, INC                      |                | 532716107 | 7               | 515 SH              |           | SOLE                  |    |
| LINCOLN NATIONAL CORP IND                |                | 534187109 | 1               | 35 SH               |           | SOLE                  |    |
| LOCKHEED MARTIN CORP                     |                | 539830109 | 4               | 100 SH              |           | SOLE                  |    |
| LOEWS CORP                               |                | 540424108 | 1               | 34 SH               |           | SOLE                  |    |
| LOWES CO INC                             |                | 548661107 | 608             | 11725 SH            |           | SOLE                  |    |
| LUCENT TECHNOLOGIES                      |                | 549463107 | 49              | 23205 SH            |           | SOLE                  |    |
| LUCENT TECHNOLOGIES                      |                | 549463107 | 4               | 2000 SH             |           | DEFINED               |    |
| M & T BANK CORP                          |                | 55261F104 | 174             | 2000 SH             |           | SOLE                  |    |
| MFS INTER INCOME TR                      | SH BENINT      | 55273C107 | 6               | 1000 SH             |           | SOLE                  |    |
| MGNA ENTMT CORP                          |                | 559211107 | 0               | 20 SH               |           | SOLE                  |    |
| MANULIFE FINANCIAL CORP                  |                | 56501R106 | 1105            | 38281 SH            |           | SOLE                  |    |
| MARATHON OIL CORP                        |                | 565849106 | 1               | 54 SH               |           | SOLE                  |    |
| MARSH & MCLENNAN                         |                | 571748102 | 139             | 2928 SH             |           | SOLE                  |    |
| MAXIM INTEGRATED PRODUCTS INC            |                | 57772K101 | 14              | 356 SH              |           | SOLE                  |    |
| MAY DEPARTMENT STORES CO                 |                | 577778103 | 8               | 335 SH              |           | SOLE                  |    |
| MCCORMICK & CO                           |                | 579780206 | 158             | 5800 SH             |           | SOLE                  |    |
| MCDATA CORP                              | CLASS A        | 580031201 | 0               | 73 SH               |           | DEFINED               |    |
| MCDONALD'S CORP                          |                | 580135101 | 87              | 3700 SH             |           | SOLE                  |    |
| MEADWESTVACO CORP                        |                | 583334107 | 39              | 1547 SH             |           | SOLE                  |    |
| MEDIMMUNE INC                            | COM            | 584699102 | 2               | 75 SH               |           | SOLE                  |    |
| MEDTRONIC INC                            | COM            | 585055106 | 16              | 360 SH              |           | SOLE                  |    |
| MELLON FINL CORP                         |                | 58551A108 | 24              | 800 SH              |           | SOLE                  |    |
| MERCK & CO INC                           |                | 589331107 | 1441            | 28489 SH            |           | SOLE                  |    |
| MERCK & CO INC                           |                | 589331107 | 83              | 1650 SH             |           | DEFINED               |    |
| MERRILL LYNCH & CO, INC                  |                | 590188108 | 17              | 320 SH              |           | SOLE                  |    |
| METLIFE INC                              | COM            | 59156R108 | 74              | 2660 SH             |           | SOLE                  |    |
| MICROSOFT CORP                           |                | 594918104 | 789             | 28419 SH            |           | SOLE                  |    |
| MICROSOFT CORP                           |                | 594918104 | 22              | 800 SH              |           | DEFINED               |    |
| MICRON TECHNOLOGY                        |                | 595112103 | 26              | 2000 SH             |           | SOLE                  |    |
| MID-AMERICA APARTMENT                    | CMNTYS         | 59522J103 | 30              | 1000 SH             |           | DEFINED               |    |
| MIDAS GROUP INC                          |                | 595626102 | 8               | 666 SH              |           | SOLE                  |    |
| MILLER HERMAN INC                        | COM            | 600544100 | 77              | 3385 SH             |           | SOLE                  |    |
| MIRANT CORP                              |                | 604675108 | 1               | 2698 SH             |           | SOLE                  |    |
| MONSANTO CO. (NEW)                       |                | 61166W101 | 4               | 187 SH              |           | SOLE                  |    |
| MONSANTO CO. (NEW)                       |                | 61166W101 | 5               | 235 SH              |           | DEFINED               |    |
| MOODYS CORP                              |                | 615369105 | 33              | 602 SH              |           | SOLE                  |    |
| MORGAN STANLEY DEAN WITTER DISCOVER & CO |                | 617446448 | 369             | 7316 SH             |           | SOLE                  |    |



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|                                 |           |           |        |            |         |
|---------------------------------|-----------|-----------|--------|------------|---------|
| MORGAN STANLEY DEAN WITTER      |           | 617446448 | 13     | 260 SH     | DEFINED |
| DISCOVER & CO                   |           |           |        |            |         |
| MOTOROLA INC                    |           | 620076109 | 123    | 10308 SH   | SOLE    |
| MOTOROLA INC                    |           | 620076109 | 89     | 7466 SH    | DEFINED |
| MULTIMEDIA GAMES INC            |           | 625453105 | 16     | 450 SH     | SOLE    |
| MUNICIPAL MORTGAGE & EQUITY LLC | GROWTH SH | 62624B101 | 137    | 5600 SH    | SOLE    |
| MUNI HOLDINGS INSD FD           |           | 62625A102 | 13     | 1000       | SOLE    |
| MUNIVEST FD INC                 | COM       | 626295109 | 45     | 5000       | SOLE    |
| MURPHY OIL CORP                 | COM       | 626717102 | 4397   | 74858 SH   | SOLE    |
| MURPHY OIL CORP                 | COM       | 626717102 | 273205 | 4650306 SH | DEFINED |
| MYLAN LABORATORIES INC          |           | 628530107 | 84     | 2197 SH    | SOLE    |
| NBC CAP CORP                    |           | 628729105 | 129    | 5333 SH    | SOLE    |
| NCR CORP NEW                    |           | 62886E108 | 2      | 64 SH      | SOLE    |
| NASDAQ 100 TRUST                |           | 631100104 | 6      | 200 SH     | SOLE    |
| NATIONAL COMM FINL CORP         |           | 63545P104 | 64     | 2600 SH    | SOLE    |
| NEWELL RUBBERMAID INC           |           | 651229106 | 14     | 692 SH     | SOLE    |
| NEWS CORP LTD                   | ADR       | 652487703 | 1      | 44 SH      | SOLE    |
| NICOR INC                       | COM       | 654086107 | 17     | 500 SH     | SOLE    |
| NIKE INC                        | CLASS B   | 654106103 | 52     | 860 SH     | SOLE    |
| NIPPON TEL & TEL                | SPON ADR  | 654624105 | 3      | 155 SH     | SOLE    |
| NISOURCE INC                    |           | 65473P105 | 159    | 7980 SH    | SOLE    |
| NOKIA CORP                      | SPND ADR  | 654902204 | 223    | 14303 SH   | SOLE    |
| NOBLE ENERGY INC                |           | 655044105 | 38     | 1000 SH    | SOLE    |
| NOMURA HOLDINGS INC             | ADR       | 65535H208 | 4      | 270 SH     | SOLE    |
| NORFOLK SO CORP                 |           | 655844108 | 26     | 1434 SH    | SOLE    |
| NORTEL NETWORK CORP NEW         |           | 656568102 | 20     | 5000 SH    | SOLE    |
| NORTHERN BORDER LP              |           | 664785102 | 43     | 1000 SH    | SOLE    |
| NORTHERN TRUST COMPANY          | NTRS      | 665859104 | 75     | 1780 SH    | SOLE    |
| NORTHERN TRUST COMPANY          | NTRS      | 665859104 | 152    | 3600 SH    | DEFINED |
| NORTHROP GRUMMAN                |           | 666807102 | 1      | 23 SH      | SOLE    |
| NORTHWESTERN CORPORATION        |           | 668074107 | 0      | 330 SH     | SOLE    |
| NOVARTIS AG SPONSORED           | ADR       | 66987V109 | 3      | 80 SH      | SOLE    |
| NU SKIN ENTERPRISES INC         | CLASS A   | 67018T105 | 5      | 395 SH     | SOLE    |
| NUVEEN INSD PREMIUM INCOME      | MUNI FD   | 6706D8104 | 4      | 338        | SOLE    |
| NUVEEN MUNICIPAL MARKET OPP     |           | 67062W103 | 50     | 3529       | SOLE    |
| OKLAHOMA GAS & ELEC ENERGYCORP  |           | 670837103 | 22     | 1000 SH    | SOLE    |
| NUVEEN QUALITY INCOME MUNI      |           | 670977107 | 7      | 500 SH     | SOLE    |
| NUVEEN PREMIER MUNICIPAL INC    |           | 670988104 | 22     | 1565 SH    | SOLE    |

| NAMES OF ISSUER         | TITLE OF CLASS | CUSIP     | VALUE [X\$1000] | SHRS OR SH/ PRN AMT | PCT/ CALL | INVESTMENT DISCRETION | MA |
|-------------------------|----------------|-----------|-----------------|---------------------|-----------|-----------------------|----|
| OSI PHARMACEUTICALS INC | COM            | 671040103 | 0               | 5 SH                |           | SOLE                  |    |
| OCCIDENTAL PETE COR DEL |                | 674599105 | 17              | 500 SH              |           | SOLE                  |    |
| OCWEN FINANCIAL CORP    |                | 675746101 | 3               | 880 SH              |           | SOLE                  |    |
| OFFICEMAX INC           |                | 67622M108 | 9               | 1000 SH             |           | SOLE                  |    |
| OHIO CASUALTY CORP      |                | 677240103 | 3               | 225 SH              |           | SOLE                  |    |
| OLIN CORP               |                | 680665205 | 2               | 166 SH              |           | DEFINED               |    |
| OMNICOM GROUP           |                | 681919106 | 21              | 300 SH              |           | SOLE                  |    |
| ORACLE SYSTEMS CORP     |                | 68389X105 | 126             | 11255 SH            |           | SOLE                  |    |
| PNC BANK CORP           |                | 693475105 | 1               | 29 SH               |           | SOLE                  |    |
| PPG INDUSTRIES INC      |                | 693506107 | 32              | 626 SH              |           | SOLE                  |    |
| PACTIV COPR             |                | 695257105 | 43              | 2146 SH             |           | SOLE                  |    |
| PAYCHEX INC             |                | 704326107 | 5               | 150 SH              |           | SOLE                  |    |

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| PCCW LTD SONSORED                     | ADR      | 70454G207 | 3    | 494 SH   | DEFINED |
| PENTAIR INC                           |          | 709631105 | 3    | 80 SH    | SOLE    |
| PEOPLES ENERGY CORP                   | COM      | 711030106 | 20   | 500 SH   | DEFINED |
| PEOPLES HLDG CO                       | COM      | 711148106 | 16   | 367 SH   | SOLE    |
| PEOPLES HLDG CO                       | COM      | 711148106 | 22   | 500 SH   | DEFINED |
| PEPCO HLDGS INC                       |          | 713291102 | 7    | 457 SH   | SOLE    |
| PEPSIAMERICAS INC                     |          | 71343P200 | 57   | 4000 SH  | SOLE    |
| PEPSICO INC                           | COM      | 713448108 | 1473 | 32156 SH | SOLE    |
| PEPSICO INC                           | COM      | 713448108 | 97   | 2130 SH  | DEFINED |
| PFIZER INC                            |          | 717081103 | 1699 | 55958 SH | SOLE    |
| PFIZER INC                            |          | 717081103 | 164  | 5417 SH  | DEFINED |
| PHELPS DODGE CORP                     | COM      | 717265102 | 23   | 500 SH   | DEFINED |
| THE PHOENIX COMPANIES                 |          | 71902E109 | 12   | 1051 SH  | SOLE    |
| PITNEY BOWES INC                      | COM      | 724479100 | 8    | 220 SH   | SOLE    |
| PLACER DOME INC                       |          | 725906101 | 2    | 170 SH   | SOLE    |
| POPE & TALBOT INC DELAWARE            |          | 732827100 | 3    | 220 SH   | SOLE    |
| POTLATCH CORP                         | COM      | 737628107 | 4    | 150 SH   | SOLE    |
| POWER TECHNOLOGIES                    |          | 739363109 | 4    | 665 SH   | SOLE    |
| PRAXAIR INC                           | COM      | 74005P104 | 18   | 300 SH   | DEFINED |
| PRINCIPAL FINANCIAL GROUP             |          | 74251V102 | 51   | 1671 SH  | SOLE    |
| PROCTER & GAMBLE CO                   | COM      | 742718109 | 1239 | 13356 SH | SOLE    |
| PROCTER & GAMBLE CO                   | COM      | 742718109 | 129  | 1400 SH  | DEFINED |
| PROGRESS ENERGY INC                   | COM      | 743263105 | 10   | 232 SH   | SOLE    |
| PRUDENTIAL FINANCIAL                  |          | 744320102 | 140  | 3773 SH  | SOLE    |
| PUBLIC SVC ENTERPRISE GROUP INC       |          | 744573106 | 1    | 34 SH    | SOLE    |
| PUBLIC STORAGE, INC REIT              |          | 74460D109 | 7    | 180 SH   | SOLE    |
| PUTNAM MANAGED MUNICIPAL INCOME TRUST |          | 746823103 | 3    | 500      | DEFINED |
| PUTNAM MASTER INTER INCR              |          | 746909100 | 7    | 1150 SH  | SOLE    |
| QLOGIC CORP                           | COM      | 747277101 | 49   | 1053 SH  | SOLE    |
| QUALCOMM INC                          |          | 747525103 | 8    | 200 SH   | SOLE    |
| QUANTA SERVICES, INC                  |          | 74762E102 | 6    | 730 SH   | SOLE    |
| QWEST COMMUNICATIONS INTL INC         | COM      | 749121109 | 7    | 2104 SH  | SOLE    |
| RALCORP HOLDINGS NEW                  | COM      | 751028101 | 1    | 66 SH    | DEFINED |
| RARE HOSPITALITY INTL INC             |          | 753820109 | 2    | 120 SH   | SOLE    |
| RAYOVAC CORP                          |          | 755081106 | 2    | 180 SH   | SOLE    |
| RAYTHEON CO NEW                       |          | 755111507 | 157  | 5630 SH  | SOLE    |
| REED ELSEVIER PLC                     | SPON ADR | 758205108 | 2    | 85 SH    | SOLE    |
| REGIONS FNCL CORP                     |          | 758940100 | 609  | 17800 SH | SOLE    |
| REGIONS FNCL CORP                     |          | 758940100 | 61   | 1786 SH  | DEFINED |
| RELIANT RESOURCES INC                 |          | 75952B105 | 2    | 394 SH   | SOLE    |
| RELIANT RESOURCES INC                 |          | 75952B105 | 10   | 2022 SH  | DEFINED |
| REMINGTON OIL & GAS CORP              | COM      | 759594302 | 29   | 1600 SH  | SOLE    |
| RIO TINTO GBP                         |          | 767204100 | 3    | 40 SH    | SOLE    |
| RIVERSTONE NETWORKS INC               |          | 769320102 | 0    | 102 SH   | SOLE    |
| ROCKWELL INTL CORP NEW                |          | 773903109 | 4    | 177 SH   | SOLE    |
| ROCKWELL COLLINS INC                  |          | 774341101 | 4    | 177 SH   | SOLE    |
| ROWAN COMPANIES INC                   |          | 779382100 | 3    | 155 SH   | SOLE    |
| ROXIE INC                             |          | 780008108 | 0    | 65 SH    | SOLE    |
| ROYAL DUTCH PETE CO                   | NY REG   | 780257804 | 367  | 8313 SH  | SOLE    |
|                                       | GLD1.25  |           |      |          |         |
| ROYAL DUTCH PETE CO                   | NY REG   | 780257804 | 141  | 3200 SH  | DEFINED |
|                                       | GLD1.25  |           |      |          |         |
| RUBY TUESDAY INC                      |          | 781182100 | 30   | 1260 SH  | DEFINED |
| SBC COMMUNICATIONS, INC               |          | 78387G103 | 625  | 28128 SH | SOLE    |
| SBC COMMUNICATIONS, INC               |          | 78387G103 | 17   | 780 SH   | DEFINED |
| ST JUDE MEDICAL                       |          | 790849103 | 263  | 4895 SH  | SOLE    |
| SANMINA CORP                          |          | 800907107 | 2    | 306 SH   | SOLE    |
| SARA LEE CORP                         | COM      | 803111103 | 61   | 3340 SH  | SOLE    |
| SCANA CORP NEW                        |          | 80589M102 | 223  | 6512 SH  | SOLE    |
| SCHERING PLOUGH CORP                  | COM      | 806605101 | 284  | 18639 SH | SOLE    |
| SCHERING PLOUGH CORP                  | COM      | 806605101 | 289  | 19000 SH | DEFINED |

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|                            |      |           |     |         |         |
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| SCHLUMBERGER LTD           | COM  | 806857108 | 297 | 6156 SH | SOLE    |
| THE CHARLES SCHWAB CORP    |      | 808513105 | 17  | 1500 SH | SOLE    |
| SCRIPPS EW INC NEW         | CL A | 811054204 | 34  | 400 SH  | SOLE    |
| SEARS ROEBUCK & CO         | COM  | 812387108 | 83  | 1920 SH | SOLE    |
| SEARS ROEBUCK & CO         | COM  | 812387108 | 7   | 167 SH  | DEFINED |
| SELIGMAN SELECT MUN FD INC |      | 816344105 | 13  | 1250 SH | SOLE    |
| SEROLOGICALS CORP          |      | 817523103 | 3   | 235 SH  | SOLE    |
| SERVICEMASTER COMPANY      | COM  | 81760N109 | 77  | 7593 SH | SOLE    |

| NAMES OF ISSUER                  | TITLE OF CLASS | CUSIP     | VALUE [X\$1000] | SHRS OR SH/ PRN AMT | PCT/ CALL | INVESTMENT DISCRETION | MA |
|----------------------------------|----------------|-----------|-----------------|---------------------|-----------|-----------------------|----|
| SHELL TRANS & TRADING PLCNEW YRK | SH NEW         | 822703609 | 67              | 1800 SH             |           | DEFINED               |    |
| SHERWIN WILLIAMS CO              | COM            | 824348106 | 32              | 1100 SH             |           | SOLE                  |    |
| SIEMENS AG                       | SPONS ADR      | 826197501 | 3               | 55 SH               |           | SOLE                  |    |
| SIMMONS 1ST NATL CORP            | CL A \$5 PAR   | 828730200 | 303             | 13200 SH            |           | SOLE                  |    |
| SIMMONS 1ST NATL CORP            | CL A \$5 PAR   | 828730200 | 11              | 500 SH              |           | DEFINED               |    |
| SIMON PROPERTY GROUP INC         |                | 828806109 | 311             | 7155 SH             |           | SOLE                  |    |
| SIRIUS SATTELITE RADIO           |                | 82966U103 | 18              | 10000 SH            |           | SOLE                  |    |
| SKYWORKS SOLUTIONS               |                | 83088M102 | 0               | 61 SH               |           | SOLE                  |    |
| SMUCKER J M CO                   |                | 832696405 | 0               | 18 SH               |           | SOLE                  |    |
| SMURFIT-STONE CONTAINER CORP     |                | 832727101 | 7               | 495 SH              |           | SOLE                  |    |
| SNAP ON INC                      |                | 833034101 | 4               | 145 SH              |           | SOLE                  |    |
| SOLUTIA INC                      | COM            | 834376105 | 1               | 500 SH              |           | SOLE                  |    |
| SONIC WALL INC                   |                | 835470105 | 5               | 910 SH              |           | SOLE                  |    |
| SONY CORP                        |                | 835699307 | 34              | 1000 SH             |           | DEFINED               |    |
| SOUTHERN CO                      | COM            | 842587107 | 567             | 19359 SH            |           | SOLE                  |    |
| SOUTHERN CO                      | COM            | 842587107 | 76              | 2600 SH             |           | DEFINED               |    |
| SOUTHWEST AIRLS CO               | COM            | 844741108 | 8               | 505 SH              |           | SOLE                  |    |
| SPINNAKER EXPLORATION CO         |                | 84855W109 | 2               | 115 SH              |           | SOLE                  |    |
| SPRINT CORP                      | COM FON GROUP  | 852061100 | 845             | 56000 SH            |           | SOLE                  |    |
| STANCORP FINANCIAL GROUP         |                | 852891100 | 2               | 50 SH               |           | SOLE                  |    |
| STARBUCKS CORP                   |                | 855244109 | 21              | 744 SH              |           | SOLE                  |    |
| STEWART ENTERPRISES              |                | 860370105 | 15              | 4000 SH             |           | SOLE                  |    |
| STONE ENERGY CORP                |                | 861642106 | 3               | 95 SH               |           | SOLE                  |    |
| SUN LIFE FINANCIAL               |                | 866796105 | 294             | 13617 SH            |           | SOLE                  |    |
| SUN MICROSYSTEMS                 |                | 866810104 | 5               | 1700 SH             |           | SOLE                  |    |
| SUNGARD DATA SYSTEMS             |                | 867363103 | 197             | 7525 SH             |           | SOLE                  |    |
| SUNOCO INC                       |                | 86764P109 | 40              | 1000 SH             |           | SOLE                  |    |
| SUNTRUST BANKS INC               | COM            | 867914103 | 60              | 1005 SH             |           | SOLE                  |    |
| SYNOVUS FINL CORP                |                | 87161C105 | 28              | 1125 SH             |           | SOLE                  |    |
| TDC A/S SPONSORED                | ADR            | 87236N102 | 3               | 210 SH              |           | SOLE                  |    |
| TECO ENERGY INC                  | COM            | 872375100 | 4               | 300 SH              |           | SOLE                  |    |
| TXU CORP                         |                | 873168108 | 35              | 1500 SH             |           | SOLE                  |    |
| TARGET CORP                      |                | 87612E106 | 284             | 7557 SH             |           | SOLE                  |    |
| TARGET CORP                      |                | 87612E106 | 15              | 400 SH              |           | DEFINED               |    |
| TELEFONICA SA                    | SPONSORED ADR  | 879382208 | 3               | 90 SH               |           | SOLE                  |    |
| TELLABS INC DELAWARE             |                | 879664100 | 4               | 600 SH              |           | SOLE                  |    |
| TELLABS INC DELAWARE             |                | 879664100 | 1               | 200 SH              |           | DEFINED               |    |
| TENNECO AUTOMOTIVE NW            |                | 880349105 | 0               | 150 SH              |           | SOLE                  |    |
| TEVA PHARMACEUTICAL IND ADR'S    |                | 881624209 | 14              | 249 SH              |           | SOLE                  |    |
| TEXAS GENCO HOLDINGS INC.        |                | 882443104 | 0               | 25 SH               |           | SOLE                  |    |
| TEXAS GENCO HOLDINGS INC.        |                | 882443104 | 3               | 128 SH              |           | DEFINED               |    |
| TEXAS INSTRUMENTS                |                | 882508104 | 27              | 1200 SH             |           | SOLE                  |    |
| TEXTRON INCORPORATED COMM        |                | 883203101 | 244             | 6198 SH             |           | SOLE                  |    |

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|                                  |                      |           |      |          |         |
|----------------------------------|----------------------|-----------|------|----------|---------|
| THOMAS & BETTS CORP              | COM                  | 884315102 | 3    | 200 SH   | SOLE    |
| THORNBURG MORTGAGE INC           |                      | 885218107 | 7    | 300 SH   | SOLE    |
| 3M CO                            |                      | 88579Y101 | 355  | 5142 SH  | SOLE    |
| TIFFANY & CO NEW                 |                      | 886547108 | 82   | 2200 SH  | SOLE    |
| TOTAL FINA ELF S.A. ADR          |                      | 89151E109 | 3    | 40 SH    | SOLE    |
| TOYOTA MOTOR CORP ADR NEW        |                      | 892331307 | 3    | 60 SH    | SOLE    |
| TRAVELERS PROPERTY CASUALTY CORP | CL A                 | 89420G109 | 13   | 831 SH   | SOLE    |
| TRAVELERS PROPERTY CASUALTY CORP | CL A                 | 89420G109 | 5    | 350 SH   | DEFINED |
| TRAVELERS PPTY & CAS CORP        | NEW CLASS B          | 89420G406 | 8    | 539 SH   | SOLE    |
| TRAVELERS PPTY & CAS CORP        | NEW CLASS B          | 89420G406 | 11   | 720 SH   | DEFINED |
| TRIAD HOSPS INC                  |                      | 89579K109 | 2    | 80 SH    | SOLE    |
| TRIBUNE COMPANY                  |                      | 896047107 | 55   | 1200 SH  | SOLE    |
| TRUSTMARK CORP                   | COM                  | 898402102 | 631  | 23288 SH | SOLE    |
| TRUSTMARK CORP                   | COM                  | 898402102 | 27   | 1000 SH  | DEFINED |
| TYCO INTL LTD NEW                | COM                  | 902124106 | 7    | 350 SH   | SOLE    |
| TYSON FOODS INC                  | CL A                 | 902494103 | 10   | 750 SH   | SOLE    |
| TYSON FOODS INC                  | CL A                 | 902494103 | 211  | 15000 SH | DEFINED |
| UST INC COMMON STOCK             |                      | 902911106 | 1    | 50 SH    | SOLE    |
| USA TRUCK INC -RESTRICTED        |                      | 902925106 | 837  | 71498 SH | SOLE    |
| US BANCORP DEL NEW               |                      | 902973304 | 10   | 441 SH   | SOLE    |
| US UNWIRED INC                   |                      | 90338R104 | 5    | 5000 SH  | SOLE    |
| ULTRATECH STEPPER INC            |                      | 904034105 | 1    | 65 SH    | SOLE    |
| UNIFI INC                        |                      | 904677101 | 2    | 605 SH   | SOLE    |
| UNION PACIFIC CORP               |                      | 907818108 | 12   | 222 SH   | SOLE    |
| UNION PACIFIC CORP               |                      | 907818108 | 229  | 3950 SH  | DEFINED |
| UNION PLANTERS CORP              |                      | 908068109 | 1007 | 31864 SH | SOLE    |
| UNION PLANTERS CORP              | CONV PFD SER<br>E 8% | 908068307 | 57   | 1000 SH  | SOLE    |
| UNISYS CORP                      |                      | 909214108 | 7    | 531 SH   | SOLE    |

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|---------------------------|----------------|-----------|-----------------|---------------------|-----------|-----------------------|----|
| UNITED STATIONERS INC     |                | 913004107 | 2               | 75 SH               |           | SOLE                  |    |
| UNIVERSAL ELECTRONICS INC |                | 913483103 | 1               | 165 SH              |           | SOLE                  |    |
| VERIZON COMMUNICATIONS    |                | 92343V104 | 814             | 25102 SH            |           | SOLE                  |    |
| VERIZON COMMUNICATIONS    |                | 92343V104 | 76              | 2344 SH             |           | DEFINED               |    |
| VIAD CORP                 |                | 92552R109 | 8               | 348 SH              |           | SOLE                  |    |
| VIACOM INC                | CL B           | 925524308 | 79              | 2071 SH             |           | SOLE                  |    |
| VIACOM INC                | CL B           | 925524308 | 12              | 325 SH              |           | DEFINED               |    |
| VISTEON CORP              |                | 92839U107 | 0               | 75 SH               |           | SOLE                  |    |
| VODAFONE GROUP PLC NEW    |                | 92857W100 | 86              | 4259 SH             |           | SOLE                  |    |
| W.P.CAREY & CO., LLC      |                | 92930Y107 | 78              | 2474 SH             |           | SOLE                  |    |
| WACHOVIA CORP 2ND NEW     |                | 929903102 | 425             | 10330 SH            |           | SOLE                  |    |
| WACHOVIA CORP 2ND NEW     |                | 929903102 | 20              | 500 SH              |           | DEFINED               |    |
| WAL MART STORES INC       | COM            | 931142103 | 2674            | 47896 SH            |           | SOLE                  |    |
| WAL MART STORES INC       | COM            | 931142103 | 256             | 4586 SH             |           | DEFINED               |    |
| WALGREEN CO               | COM            | 931422109 | 247             | 8094 SH             |           | SOLE                  |    |
| WASHINGTON MUTUAL INC     |                | 939322103 | 25              | 649 SH              |           | SOLE                  |    |
| WASTE MANAGEMENT INC NEW  |                | 94106L109 | 125             | 4803 SH             |           | SOLE                  |    |
| WASTE MANAGEMENT INC NEW  |                | 94106L109 | 0               | 1 SH                |           | DEFINED               |    |
| WATSON WYATT & CO HLDGS   | CLASS A        | 942712100 | 3               | 170 SH              |           | SOLE                  |    |
| WEBSTER FINANCIAL CORP    |                | 947890109 | 3               | 90 SH               |           | SOLE                  |    |
| WEINGARTEN RLTY INVS      | SH BEN INT     | 948741103 | 67              | 1500 SH             |           | SOLE                  |    |

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| WELLS FARGO & CO. NEW       |          | 949746101 | 235 | 4575 SH  | SOLE    |
| WELLS FARGO & CO. NEW       |          | 949746101 | 10  | 200 SH   | DEFINED |
| WESTAR ENERGY INC           |          | 95709T100 | 3   | 200 SH   | SOLE    |
| WEYERHAEUSER CO             | COM      | 962166104 | 222 | 3800 SH  | SOLE    |
| WHITNEY HOLDING CORP COMMON |          | 966612103 | 108 | 3180 SH  | SOLE    |
| WILD OATS MKTS INC          |          | 96808B107 | 3   | 365 SH   | SOLE    |
| WILLIAMS COMPANY COMMON     |          | 969457100 | 16  | 1757 SH  | SOLE    |
| WYETH                       |          | 983024100 | 370 | 8045 SH  | SOLE    |
| WYETH                       |          | 983024100 | 13  | 300 SH   | DEFINED |
| XM SATELLITE                |          | 983759101 | 387 | 25000 SH | SOLE    |
| XCEL ENERGY INC             |          | 98389B100 | 2   | 154 SH   | SOLE    |
| XILINX INC                  |          | 983919101 | 2   | 100 SH   | SOLE    |
| YANKEE CANDLE CO INC        |          | 984757104 | 4   | 175 SH   | SOLE    |
| YUM BRANDS INC              |          | 988498101 | 77  | 2626 SH  | SOLE    |
| ZIMMER HLDGS INC            |          | 98956P102 | 18  | 328 SH   | SOLE    |
| ZOLL MEDICAL CORP           |          | 989922109 | 3   | 115 SH   | SOLE    |
| ALLIANT TECHSYSTEMS         |          | 018804104 | 10  | 210 SH   | SOLE    |
| ALLSTATE CORP               |          | 020002101 | 5   | 150 SH   | SOLE    |
| ALLTEL CORP NEW             |          | 020039103 | 6   | 125 SH   | SOLE    |
| AMER INTL GROUP INC         |          | 026874107 | 4   | 67 SH    | SOLE    |
| AMGEN INC                   |          | 31162100  | 11  | 175 SH   | SOLE    |
| AMSOUTH BANCORP             |          | 032165102 | 291 | 13724 SH | SOLE    |
| AUTOMATIC DATA              |          | 053015103 | 4   | 100 SH   | SOLE    |
| BANCORPSOUTH INC            |          | 059692103 | 271 | 12373 SH | SOLE    |
| BANK OF AMERICA             |          | 060505104 | 12  | 150 SH   | SOLE    |
| BERKSHIRE HATHAWAY INC      | DEL CL B | 084670207 | 25  | 10 SH    | SOLE    |
| BEST BUY INC                |          | 86516101  | 5   | 100 SH   | SOLE    |
| BOMBAY COMPANY INC          |          | 097924104 | 0   | 0 SH     | SOLE    |
| BOSTON SCIENTIFIC           |          | 101137107 | 8   | 120 SH   | SOLE    |
| CAREER EDUCATION CRP        |          | 141665109 | 0   | 0 SH     | SOLE    |
| CITIGROUP INC               |          | 1.73E+08  | 102 | 2250 SH  | SOLE    |
| COCA COLA CO                |          | 191216100 | 52  | 1200 SH  | SOLE    |
| COVENTRY HEALTH CARE        |          | 222862104 | 0   | 0 SH     | SOLE    |
| DISNEY WALT CO DEL          |          | 254687106 | 4   | 200 SH   | SOLE    |
| E M C CORP MASS             |          | 268648102 | 11  | 900 SH   | SOLE    |
| EATON VANCE TAX MGD         | CLASS B  | 277911848 | 35  | 1982 SH  | SOLE    |
| GENERAL DYNAMICS CRP        |          | 369550108 | 9   | 110 SH   | SOLE    |
| GENERAL ELECTRIC CO         |          | 3.7E+08   | 226 | 7585 SH  | SOLE    |
| GENERAL MOTORS CORP         |          | 370442105 | 10  | 240 SH   | SOLE    |
| HEWLETT-PACKARD CO          |          | 428236103 | 10  | 540 SH   | SOLE    |
| HOME DEPOT INC              |          | 437076102 | 4   | 127 SH   | SOLE    |
| INTEL CORP                  |          | 4.58E+08  | 121 | 4380 SH  | SOLE    |
| ISHARES TR DOW JONES        |          | 464287788 | 251 | 3157 SH  | SOLE    |
| JETBLUE AWYS CORP           |          | 477143101 | 6   | 100 SH   | SOLE    |
| JOHNSON & JOHNSON           |          | 478160104 | 5   | 100 SH   | SOLE    |
| L-3 COMMUNICATIONS          |          | 502424104 | 12  | 280 SH   | SOLE    |
| LUCENT TECH INC             |          | 549463107 | 1   | 500 SH   | SOLE    |
| MAGNA-LAB INC CL A          |          | 559235106 | 0   | 2000 SH  | SOLE    |
| MICROSOFT CORP              |          | 5.95E+08  | 51  | 1834 SH  | SOLE    |
| MYLAN LABS INC              |          | 628530107 | 9   | 230 SH   | SOLE    |
| NASDAQ 100 TR               |          | 6.31E+08  | 8   | 250 SH   | SOLE    |
| NOKIA CORP ADR              |          | 654902204 | 2   | 100 SH   | SOLE    |
| OPEN TEXT CORP              |          | 683715106 | 0   | 0 SH     | SOLE    |
| OXFORD HEALTH PLANS         |          | 691471106 | 0   | 0 SH     | SOLE    |
| PEOPLES HLDG CO             |          | 711148106 | 66  | 1439 SH  | SOLE    |
| PFIZER INC                  |          | 7.17E+08  | 14  | 468 SH   | SOLE    |
| PITNEY BOWES INC            |          | 724479100 | 8   | 200 SH   | SOLE    |
| PROCTER & GAMBLE CO         |          | 742718109 | 136 | 1470 SH  | SOLE    |
| RF MICRO DEVICES INC        |          | 749941100 | 4   | 400 SH   | SOLE    |
| RESPIRONICS INC             |          | 761230101 | 0   | 0 SH     | SOLE    |
| SUN MICROSYSTEMS INC        |          | 866810104 | 2   | 600 SH   | SOLE    |
| SYBRON DENTAL COM           |          | 871142105 | 2   | 83 SH    | SOLE    |

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|----------------------|---------|-----------|-----|----------|------|
| SYSCO CORP           |         | 871829107 | 3   | 100 SH   | SOLE |
| TAIWAN SEMICONDUCTOR |         | 874039100 | 7   | 680 SH   | SOLE |
| TEMPLETON FOREIGN    | CLASS A | 880196209 | 491 | 50649 SH | SOLE |
| TEXAS INSTRUMENTS    |         | 882508104 | 7   | 300 SH   | SOLE |

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|----------------------|----------------|---------------|-----------------|---------------------|-----------|-----------------------|----|
| TYCO INTL LTD NEW    |                | 902124106     | 2               | 80 SH               |           | SOLE                  |    |
| US BANCORP DEL       |                | 902973304     | 5               | 215 SH              |           | SOLE                  |    |
| WAL-MART STORES INC  |                | 9.31E+08      | 13              | 240 SH              |           | SOLE                  |    |
| WALGREEN COMPANY     |                | 931422109     | 5               | 150 SH              |           | SOLE                  |    |
| PUTNAM INTERNATIONAL | EQUITY CL A    | 74680E101     | 37              | 1985 SH             |           | SOLE                  |    |
| APOGENT TECHNOLOGIES |                | 03760A101     | 5               | 250 SH              |           | SOLE                  |    |
| BOEING CAP CORP SR   |                | 09700WDJ9     | 25              | 25000 SH            |           | SOLE                  |    |
| CISCO SYS INC        |                | 17275R102     | 22              | 1100 SH             |           | SOLE                  |    |
| HOSPITALITY          |                | 44106M102     | 4               | 100 SH              |           | SOLE                  |    |
| INTL PAPER CO        |                | 460146AR4     | 25              | 25000 SH            |           | SOLE                  |    |
| JDS UNIPHASE CORP    |                | 46612J101     | 1               | 250 SH              |           | SOLE                  |    |
| JUNIPER NETWORKS     |                | 48203R104     | 2               | 100 SH              |           | SOLE                  |    |
| KRAFT FOODS INC      | CL A           | 50075N104     | 3               | 100 SH              |           | SOLE                  |    |
| LABORATORY CORP AMER |                | 50540R409     | 3               | 100 SH              |           | SOLE                  |    |
| MBNA CORP            |                | 55262L100     | 2               | 100 SH              |           | SOLE                  |    |
| MERISTAR HOSPITALITY |                | 58984Y103     | 6               | 847 SH              |           | SOLE                  |    |
| NAUTILUS GROUP INC   |                | 63910B102     | 4               | 300 SH              |           | SOLE                  |    |
| PRIVATE EXPT FDG     |                | 742651CU4     | 545             | 500000 SH           |           | SOLE                  |    |
| S & P 500 DEPOSITORY |                | 78462F103     | 10              | 100 SH              |           | SOLE                  |    |
| SONIC AUTOMOTIVE INC |                | 83545G102     | 0               | 0 SH                |           | SOLE                  |    |
| TRAVELERS PPTY CAS   | CORP NEW CL A  | 89420G109     | 0               | 10 SH               |           | SOLE                  |    |
| TRAVELERS PPTY CAS   | CORP NEW CL B  | 89420G406     | 0               | 22 SH               |           | SOLE                  |    |
| WORLDCOM INC GA NEW  | COM            | 98157D106     | 0               | 1095 SH             |           | SOLE                  |    |
| WORLDCOM INC GA (MCI |                | 98157D304     | 0               | 55 SH               |           | SOLE                  |    |
| AMDOCS LIMITED       | ISIN           | G02602103     | 6               | 325 SH              |           | SOLE                  |    |
|                      |                | #GB0022569080 |                 |                     |           |                       |    |
| FLEXTRONICS INTL INC | ISIN           | Y2573F102     | 9               | 600 SH              |           | SOLE                  |    |
|                      |                | #SG9999000020 |                 |                     |           |                       |    |
| GRAND TOTALS         |                |               | 432688          | 10673059            |           |                       |    |
|                      |                |               | =====           | =====               |           |                       |    |