

RENASANT CORP  
Form DEF 14A  
March 13, 2007  
Table of Contents

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the Securities**  
**Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Rule 14a-12

**RENASANT CORPORATION**

(Name of Registrant as Specified in its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1.) Title of each class of securities to which transaction applies:

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2.) Aggregate number of securities to which transaction applies:

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3.) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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4.) Proposed maximum aggregate value of transaction:

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1.) Amount previously paid:

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2.) Form, Schedule or Registration Statement No.:

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**Table of Contents**

RENASANT CORPORATION

209 Troy Street

Tupelo, Mississippi 38804

March 13, 2007

Dear Shareholder:

On behalf of the board of directors, we cordially invite you to attend the 2007 Annual Meeting of Shareholders of Renasant Corporation. The annual meeting will be held beginning at 2:00 p.m., Central time, on Tuesday, April 17, 2007, at the principal office of Renasant Bank, 209 Troy Street, Tupelo, Mississippi 38804. The formal notice of the annual meeting appears on the next page.

At the annual meeting, you will be asked:

1. To elect six Class 2 directors, each to serve a three-year term;
2. To elect one Class 3 director to serve a one-year term; and

3. To transact such other business as may properly come before the annual meeting or any adjournments thereof.

The accompanying proxy statement provides detailed information concerning the matters to be acted upon at the annual meeting. We urge you to review this proxy statement and each of the proposals carefully. It is important that your views be represented at the annual meeting regardless of the number of shares you own or whether you are able to attend the annual meeting in person. The accompanying proxy statement and proxy card are first being distributed to the shareholders of Renasant Corporation on or about March 13, 2007.

We urge you to mark, sign, date and mail the enclosed proxy card in the postage-prepaid envelope. If you hold shares of Renasant Corporation common stock directly in your name, you may also vote over the internet or by telephone. If internet or telephone voting is available to you, voting instructions will be printed on the proxy card sent to you.

On behalf of our board of directors, I would like to express our appreciation for your continued interest in Renasant Corporation.

Sincerely,

/s/ E. Robinson McGraw  
E. Robinson McGraw  
Chairman of the Board, President and  
Chief Executive Officer

**Table of Contents**

**RENASANT CORPORATION**

209 Troy Street

Tupelo, Mississippi 38804

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

TIME	2:00 p.m., Central time, on Tuesday, April 17, 2007.
PLACE	Renasant Bank 209 Troy Street Tupelo, Mississippi 38804
ITEMS OF BUSINESS	<ol style="list-style-type: none"><li>1. To elect six Class 2 directors who will each serve a three- year term expiring in 2010.</li><li>2. To elect one Class 3 director who will serve a one-year term expiring in 2008.</li><li>3. To transact such other business as may properly come before the annual meeting or any adjournments thereof.</li></ol>
RECORD DATE	You can vote if you are a shareholder of record as of the close of business on February 20, 2007.
ANNUAL REPORT	Our 2006 Summary Annual Report and our Annual Report on Form 10-K for the year ended December 31, 2006, which are not part of the proxy solicitation material, are enclosed.
PROXY VOTING	It is important that your shares be represented and voted at the annual meeting. Please mark, sign, date and promptly return the enclosed proxy card in the postage paid envelope. If you hold shares of Renasant Corporation common stock directly in your name, you may also vote over the internet or by telephone. If internet or telephone voting is available to you, voting instructions will be printed on the proxy card sent to you. Any proxy may be revoked at any time prior to its exercise at the annual meeting.

By Order of the Board of Directors

/s/ E. Robinson McGraw  
E. Robinson McGraw  
Chairman of the Board, President and  
Chief Executive Officer

Tupelo, Mississippi

March 13, 2007

**Table of Contents**

**RENASANT CORPORATION**

**PROXY STATEMENT**

**INDEX**

	<b>Page</b>
<b><u>VOTING YOUR SHARES</u></b>	1
<i><u>Who is soliciting proxies from the shareholders?</u></i>	1
<i><u>What will be voted on at the annual meeting?</u></i>	1
<i><u>Who bears the cost of the proxy solicitation?</u></i>	1
<i><u>Who can vote at the annual meeting?</u></i>	2
<i><u>How many votes must be present to hold the annual meeting?</u></i>	2
<i><u>How many votes does a shareholder have per share?</u></i>	2
<i><u>How are directors elected?</u></i>	2
<i><u>How will the proxy be voted, and how are the votes counted?</u></i>	2
<i><u>How are shares in our 401(k) plan voted?</u></i>	3
<i><u>Can a proxy be revoked?</u></i>	3
<b><u>STOCK OWNERSHIP</u></b>	3
<i><u>Does any person own more than 5% of our common stock?</u></i>	3
<i><u>How much stock is beneficially owned by the directors and executive officers?</u></i>	3
<i><u>Section 16(a) Beneficial Ownership Reporting Compliance</u></i>	5
<b><u>BOARD OF DIRECTORS</u></b>	6
<i><u>How many directors serve on the board, and who are the current directors?</u></i>	6
<i><u>Who are the presiding and lead directors?</u></i>	8
<i><u>Are the directors independent?</u></i>	8
<i><u>How are directors compensated?</u></i>	9
<i><u>How many meetings did the board hold during 2006?</u></i>	10
<i><u>What committees has the board established?</u></i>	10
<i><u>Who serves on the audit committee, and what are its responsibilities?</u></i>	11
<i><u>Who serves on the nominating and governance committee, and what are its responsibilities?</u></i>	11
<i><u>How does the board respond to shareholder questions?</u></i>	12
<i><u>Are directors and other officers indebted to the Bank?</u></i>	13
<i><u>What are our policies and procedures for the review, approval and ratification of related party transactions?</u></i>	13
<i><u>Are there any legal proceedings involving a director and Renasant and the Bank?</u></i>	13
<b><u>EXECUTIVE OFFICERS</u></b>	14
<i><u>Who are our executive officers?</u></i>	14
<b><u>EXECUTIVE COMPENSATION</u></b>	15
<i><u>Who is responsible for determining compensation?</u></i>	15
<i><u>What are the objectives of our compensation program?</u></i>	16
<i><u>What are the specific elements of the compensation program, and what are they intended to address and reward?</u></i>	16

**Table of Contents**

<i><u>Do we benchmark total compensation or any element of compensation?</u></i>	17
<i><u>How are the relative amounts of each element of compensation determined?</u></i>	17
<i><u>How is base salary determined and adjusted?</u></i>	18
<i><u>How is the annual cash bonus determined?</u></i>	18
<i><u>How is equity compensation determined and paid?</u></i>	20
<i><u>How are perquisites, welfare and retirement plans integrated into our compensation program?</u></i>	21
<i><u>Have we entered into employment, severance, change in control or other agreements with our named executive officers?</u></i>	22
<i><u>How do tax, accounting and other statutes or regulations affect the compensation paid to our named executive officers?</u></i>	22
<i><u>What are the compensation committee's conclusions with respect to the 2006 fiscal year?</u></i>	23
<b><u>REPORT OF THE COMPENSATION COMMITTEE</u></b>	23
<b><u>COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION</u></b>	23
<b><u>COMPENSATION TABLES</u></b>	24
<i><u>Summary Compensation Table</u></i>	24
<i><u>Grants of Plan-Based Awards in 2006</u></i>	25
<i><u>Outstanding Equity Awards at December 31, 2006</u></i>	26
<i><u>Option Exercises and Stock Vested in 2006</u></i>	26
<i><u>Pension Benefits</u></i>	27
<i><u>Nonqualified Deferred Compensation</u></i>	27
<b><u>POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL</u></b>	27
<b><u>REPORT OF THE AUDIT COMMITTEE</u></b>	30
<b><u>INDEPENDENT AUDITORS</u></b>	31
<i><u>Who are our auditors?</u></i>	31
<i><u>What fees were paid to the auditors in 2005 and 2006?</u></i>	32
<b><u>PROPOSAL NOS. 1 AND 2 TO ELECT DIRECTORS</u></b>	33
<i><u>What are the voting procedures?</u></i>	33
<i><u>Proposal No. 1 - Election of Six Class 2 Directors</u></i>	33
<i><u>Proposal No. 2 - Election of One Class 3 Director</u></i>	33
<b><u>SHAREHOLDER PROPOSALS FOR THE 2008 ANNUAL MEETING</u></b>	34
<b><u>OTHER MATTERS</u></b>	35
<b><u>AVAILABILITY OF ANNUAL REPORT ON FORM 10-K</u></b>	35
<b><u>APPENDIX A - CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS OF RENASANT CORPORATION</u></b>	A-1
<b><u>APPENDIX B - CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS OF RENASANT CORPORATION</u></b>	B-1

**Table of Contents**

**RENASANT CORPORATION**

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**PROXY STATEMENT**

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**ANNUAL MEETING OF SHAREHOLDERS**

**TO BE HELD TUESDAY, APRIL 17, 2007**

This proxy statement is furnished to the shareholders of Renasant Corporation in connection with the solicitation of proxies by its board of directors for use at the Annual Meeting of Shareholders to be held at 2:00 p.m., Central time, on Tuesday, April 17, 2007, at the principal offices of Renasant Bank, 209 Troy Street, Tupelo, Mississippi 38804, as well as in connection with any adjournments or postponements of the meeting. This proxy statement and accompanying proxy card are first being distributed to the shareholders of the Company on or about March 13, 2007. In this proxy statement, Renasant Corporation is referred to as Renasant, we, our, us, or the Company, and Renasant Bank is referred to as Bank.

**VOTING YOUR SHARES**

*Who is soliciting proxies from the shareholders?*

Our board of directors is soliciting the enclosed proxy. The proxy provides you with the opportunity to vote on the proposals presented at the annual meeting, whether or not you attend the meeting.

*What will be voted on at the annual meeting?*

The enclosed proxy provides the opportunity for you to vote, or to withhold your vote, for each of the following proposals:

1. The election of six Class 2 directors, who are to serve until the expiration of their respective three-year terms or until their successors are elected and qualified; and
2. The election of one Class 3 director, who is to serve until the expiration of his one-year term or until his successor is elected and qualified.

The proxy card also gives the proxy holders discretionary authority to vote the shares represented by the proxy on any matter, other than the above proposals, that is properly presented for action at the annual meeting. In addition, for proxy cards that are signed but which do not contain voting instructions, the proxy card gives the proxy holders discretionary authority to vote the shares represented by the proxy card on the above proposals.

*Who bears the cost of the proxy solicitation?*

We generally bear all costs of soliciting proxies. We have retained and pay a fee to Registrar and Transfer Company to assist in the solicitation of proxies, but we pay no separate compensation solely for the solicitation of proxies. Our directors, officers and employees may solicit proxies by telephone, mail, facsimile, via the Internet or by overnight delivery service. Our directors, officers and employees



## Table of Contents

do not receive separate compensation for these services. We will also, in accordance with the regulations of the Securities and Exchange Commission, or SEC, reimburse brokerage firms and other persons representing beneficial owners of our common stock for their reasonable expenses in forwarding solicitation materials to such beneficial owners.

### *Who can vote at the annual meeting?*

Our board of directors has fixed the close of business on Wednesday, February 20, 2007, as the record date for our annual meeting. Only shareholders of record on that date are entitled to receive notice of and vote at the annual meeting. As of February 20, 2007, our only outstanding class of securities was common stock, \$5.00 par value per share. On that date, we had 75,000,000 shares authorized, of which 15,560,006 shares were outstanding.

You can vote either in person at the annual meeting (if you, rather than your broker, are the record holder of our stock) or by proxy, whether or not you attend the annual meeting. To vote by proxy, you must fill out the enclosed proxy card, date and sign it, and return it in the enclosed postage-paid envelope. If you hold our common stock directly in your name, you may also vote over the internet or by telephone. If internet or telephone voting is available to you, voting instructions will be printed on the proxy card sent to you.

### *How many votes must be present to hold the annual meeting?*

A quorum must be present to hold our annual meeting. A majority of the votes entitled to be cast at the annual meeting constitutes a quorum. Your shares, once represented for any purpose at the annual meeting, are deemed present for purposes of determining a quorum for the remainder of the meeting and for any adjournment, unless a new record date is set for the adjourned meeting. This is true even if you abstain from voting with respect to any matter brought before the annual meeting.

### *How many votes does a shareholder have per share?*

Our shareholders are entitled to one vote for each share held.

### *How are directors elected?*

Directors are elected by plurality vote; the candidates in each class up for election who receive the highest number of votes cast, up to the number of directors to be elected in that class, are elected. Shareholders do not have the right to cumulate their votes.

### *How will the proxy be voted, and how are votes counted?*

When your proxy card is returned, properly signed and dated, the shares represented by your proxy will be voted at the annual meeting as you instruct on the card, including any adjournments or postponements of the meeting. If your proxy card is signed, but no instructions are given, the proxy holders will exercise their discretionary authority to vote the shares represented by the proxy at the annual meeting and any adjournments or postponements as follows:

1. **FOR** the election of nominees Francis J. Cianciola, John M. Creekmore, Neal A. Holland, Jr., E. Robinson McGraw, Theodore S. Moll, and J. Larry Young as Class 2 directors; and
2. **FOR** the election of John W. Smith as a Class 3 director.

## **Table of Contents**

If you hold your shares in a broker's name (sometimes called "street name" or "nominee name"), you must provide voting instructions to your broker. If you do not provide instructions to your broker, the shares will not be voted on any matter on which your broker does not have discretionary authority to vote, which generally includes non-routine matters. A vote that is not cast for this reason is called a "broker non-vote." Broker non-votes will be treated as shares present for the purpose of determining whether a quorum is present at the meeting, but they will not be considered present for purposes of calculating the vote on a particular matter, nor will they be counted as a vote FOR or AGAINST a matter or as an abstention on the matter. The election of directors is generally considered a routine matter for broker voting purposes.

Under Mississippi law, an abstention by a shareholder who is either present in person at the annual meeting or represented by proxy is not a vote cast and is counted neither for nor against the matter subject to the abstention.

### *How are shares in our 401(k) plan voted?*

If you are an employee of Renasant or the Bank and participate in our 401(k) plan, you can vote the number of shares of common stock equal to your units in the Renasant stock fund and shares allocated for your benefit under the ESOP portion of the plan, each determined as of the close of business on February 20, 2007. The trustee of the 401(k) plan, the Bank, acts as a proxy and actually votes the shares. If you do not send instructions within the time required, your shares or share equivalents will not be voted.

### *Can a proxy be revoked?*

Yes. You can revoke your proxy at any time before it is voted. You revoke your proxy by giving written notice to our Secretary before the annual meeting or by granting a subsequent proxy. If you, rather than your broker, are the record holder of our stock, a proxy can also be revoked by appearing in person and voting at the annual meeting. Written notice of the revocation of a proxy should be delivered to the following address: Secretary, Renasant Corporation, 209 Troy Street, Tupelo, Mississippi 38804.

## **STOCK OWNERSHIP**

### *Does any person own more than 5% of our common stock?*

As of February 20, 2007, we had approximately 5,367 shareholders of record. To the knowledge of management, no shareholder owns beneficially more than 5% of our issued and outstanding common stock. As of February 20, 2007, our 401(k) plan held an aggregate of 747,147 shares, or 4.80%, of our common stock. All shares held by the plan are allocated to individual participant accounts. Participants direct the voting of their allocated shares.

### *How much stock is beneficially owned by our directors and executive officers?*

The following table includes information about the common stock owned by our directors, nominees and executive officers, as of February 20, 2007, including their name, position and the number of shares beneficially owned. Beneficial ownership has been determined in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended, or the Exchange Act, and is based upon the number of shares of our common stock issued and outstanding as of February 20, 2007, which was 15,560,006 shares. Unless otherwise noted, the persons below have sole voting power and investment power with respect to the listed shares (subject to any applicable community property laws). The business address for each of the directors and executive officers listed below is 209 Troy Street, Tupelo, Mississippi 38804.

**Table of Contents**

	Amount and Nature of Beneficial Ownership				Percent of Class
	Direct	Options/ Warrants Exercisable Within 60 Days	Other	Total	
<b>Directors and Nominees:</b>					
William M. Beasley	44,273		4,858 <sup>(1)</sup>	49,131	*
George H. Booth, II	12,097			12,097	*
Frank B. Brooks	33,417			33,417	*
Francis J. Cianciola	54,309 <sup>(2)</sup>	6,000		60,309	*
John M. Creekmore	8,680		660 <sup>(3)</sup>	9,340	*
Marshall H. Dickerson	7,924 <sup>(4)</sup>			7,924	*
John T. Foy	5,428			5,428	*
Eugene B. Gifford, Jr.	111,298		49,060 <sup>(5)</sup>	160,358	1.03%
Richard L. Heyer, Jr.	6,132			6,132	*
Neal A. Holland, Jr.	30,298	27,000	160,697 <sup>(6)</sup>	217,995	1.40%
Harold B. Jeffreys	201,345			201,345	1.29%
Jack C. Johnson	30,967	50,265	9,363 <sup>(7)</sup>	90,595	*
J. Niles McNeel	28,408		1,512 <sup>(8)</sup>	29,920	*
Theodore S. Moll	4,500		3,150 <sup>(9)</sup>	7,650	*
John W. Smith	41,148		17,608 <sup>(10)</sup>	58,756	*
H. Joe Trulove	29,672		600 <sup>(11)</sup>	30,272	*
J. Larry Young	8,162		599 <sup>(12)</sup>	8,761	*
<b>Named Executive Officers:</b>					
E. Robinson McGraw	49,555 <sup>(13)</sup>	112,500	601 <sup>(13)</sup>	162,656	1.04%
Stuart R. Johnson	19,941 <sup>(14)</sup>	31,375		51,316	*
James W. Gray	17,975 <sup>(15)</sup>	31,375	575 <sup>(15)</sup>	49,925	*
Larry R. Mathews	4,239 <sup>(16)</sup>	38,500	24,409 <sup>(16)</sup>	67,148	*
C. Mitchell Waycaster	13,499 <sup>(17)</sup>	31,375		44,874	*
Other Executive Officers	84,162	74,250	9,800	168,212	*
All directors, nominees and executive officers as a group (25 persons total)	847,429	402,640	283,492	1,533,561	9.59%

\* Less than 1% of the outstanding common stock.

<sup>(1)</sup> Includes 4,858 shares held by Mr. Beasley's spouse.

<sup>(2)</sup> Mr. Cianciola is also one of our executive officers. Includes an aggregate of 2,916 shares that are allocated to his accounts under our 401(k) plan, over which Mr. Cianciola has voting power, and 1,500 shares representing a target award of restricted stock under our 2001 Long-Term Incentive Plan, or LTIP, with respect to which he possesses voting and dividend rights.

<sup>(3)</sup> Includes 660 shares held by Mr. Creekmore's children.

**Table of Contents**

- (4) Of the 7,924 shares listed, 3,656 shares are pledged as collateral for a loan.
- (5) Includes 49,060 shares held by Mr. Gifford's children and grandchildren, for which Mr. Gifford's spouse serves as custodian. Mr. Gifford disclaims beneficial ownership of the shares held by his children and grandchildren.
- (6) Includes 1,303 shares held in an individual retirement account owned by Mr. Holland's spouse, of which Mr. Holland is the beneficiary, 7,248 shares held by a family limited liability partnership, Holland, LLP, and 152,146 shares held by a family limited liability partnership, Holland Holdings, LLP. Of these shares listed, 49,918 shares are pledged as collateral for a loan.
- (7) Includes 5,631 shares held by Germantown Home Builders, Inc. Retirement Plan, for which Mr. Johnson serves as Trustee, and 3,732 shares held by Mr. Johnson's spouse. Mr. Johnson disclaims beneficial ownership of the shares held by Germantown Home Builders, Inc. Retirement Plan.
- (8) Includes 1,512 shares held by Mr. McNeel's spouse.
- (9) Includes 3,150 shares held by Mr. Moll's children, for which Mr. Moll serves as custodian.
- (10) Includes 17,608 shares held by Mr. Smith's spouse.
- (11) Includes 600 shares held by Mr. Trulove's spouse of which he disclaims beneficial ownership.
- (12) Includes 599 shares held by Mr. Young's spouse.
- (13) Mr. McGraw is also the Chairman of our board of directors. His direct ownership includes an aggregate of 12,926 shares that are allocated to his accounts under our 401(k) plan, over which Mr. McGraw has voting power, and 7,500 shares representing a target award of restricted stock under our LTIP with respect to which he possesses voting and dividend rights. Of the 49,555 shares listed as directly owned, 6,508 shares are pledged as collateral for a loan. His other ownership includes 601 shares held by his son, for which he serves as custodian.
- (14) Direct ownership includes an aggregate of 16,517 shares allocated to Mr. Johnson's accounts under our 401(k) plan, over which he has voting power, and 1,500 shares representing a target award of restricted stock under our LTIP with respect to which he possesses voting and dividend rights.
- (15) Direct ownership includes an aggregate of 14,668 shares allocated to Mr. Gray's accounts under our 401(k) plan, over which he has voting power, and 1,500 shares representing a target award of restricted stock under the LTIP with respect to which he possesses voting and dividend rights. Other ownership includes 575 shares held by Mr. Gray's spouse.
- (16) Direct ownership includes 2,250 shares representing a target award of restricted stock under the LTIP with respect to which Mr. Mathews possesses voting and dividend rights. His other ownership includes 24,409 shares held by a family limited liability corporation, Summitt LLC.

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<sup>(17)</sup> Includes an aggregate of 8,759 shares that are allocated to Mr. Waycaster's accounts under our 401(k) plan, over which he has voting power, and 2,250 shares representing a target award of restricted stock under the LTIP with respect to which he possesses voting and dividend rights.

### *Section 16(a) Beneficial Ownership Reporting Compliance*

Section 16(a) of the Exchange Act requires our executive officers and directors and persons who own more than 10% of a registered class of our equity securities to file with the SEC and the NASDAQ Stock Market, LLC ( Nasdaq ) reports of ownership of our securities and changes in their ownership on Forms 3, 4 and 5. Executive officers, directors and greater than 10% shareholders are required by SEC rules to furnish us with copies of all Section 16(a) reports they file.

**Table of Contents**

Based solely upon a review of the reports on Forms 3, 4 and 5 furnished to us, or written representations from reporting persons that no Form 5 filing was required, we believe that during 2006 our executive officers, directors and greater than 10% owners timely filed all reports they were required to file under Section 16(a), except that two reports covering two transactions for Mr. McNeel and one report covering one transaction for Mr. Mathews were inadvertently filed late.

**BOARD OF DIRECTORS**

*How many directors serve on the board, and who are the current directors?*

Effective as of the annual meeting, a total of 17 directors serve on our board. There are three classes of directors. Eugene B. Gifford, Jr., who is not listed below, serves as a Class 3 director and will retire effective as of our annual meeting because he has reached the mandatory retirement age for directors, which is age 72.

Assuming that all of our nominees for director are elected, after the annual meeting there will be five directors in Class 1, six directors in Class 2 and six directors in Class 3. Mr. Smith, who presently serves as a Class 2 director, has been nominated for election as a Class 3 director, the term of which coincides with when he must retire from the board, having reached the mandatory retirement age for directors. The current term of office for our Class 1 directors expires at the 2009 annual meeting, while the current term of office for our Class 2 directors expires at the 2007 annual meeting, and the current term of office for our Class 3 directors expires at the 2008 annual meeting. All of our directors also presently serve on the board of directors of the Bank. Our directors are:

<b>Name</b>	<b>Age</b>	<b>Class</b>	<b>Experience</b>
<i>George H. Booth II</i> Director since 1994	52	1	Mr. Booth is co-owner of Tupelo Hardware Company, a closely held family business primarily engaged in wholesale and retail hardware sales. Mr. Booth currently serves as president of Tupelo Hardware Company, having served as its vice president from 1976 until 2000.
<i>Frank B. Brooks</i> Director since 1989	63	1	Mr. Brooks has been a cotton farmer since 1959 and has served as president of Yalobusha Gin Company, Inc., a cotton gin located in Yalobusha County, Mississippi, since 1992.
<i>John T. Foy</i> Director since 2004	59	1	Mr. Foy served as president and chief executive officer of Lane Furniture Industries from October, 1996 until February, 2004, when he was named president and chief operating officer of Furniture Brands International, where he also serves