

RENASANT CORP
Form 10-K
March 12, 2008
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For fiscal year ended December 31, 2007

Commission file number 000-12154

RENASANT CORPORATION

(Exact name of registrant as specified in its charter)

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Mississippi
(State or other jurisdiction of
incorporation or organization)

64-0676974
(I.R.S. Employer
Identification No.)

209 Troy Street
Tupelo, Mississippi 38804
(Address of principal executive offices) (Zip Code)

(662) 680-1001
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, \$5.00 par value	The NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Act: NONE

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. YES NO

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). YES NO

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As of June 30, 2007, the aggregate market value of the registrant's common stock, \$5.00 par value, held by non-affiliates of the registrant, computed by reference to the last sale price as reported on The NASDAQ Global Select Market for such date, was \$387,506,970.

As of February 29, 2008, 20,907,487 shares of the registrant's common stock, \$5.00 par value, were outstanding. The registrant has no other classes of securities outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Proxy Statement relating to the 2008 Annual Meeting of Shareholders of Renasant Corporation are incorporated by reference into Part III.

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Form 10-K

For the year ended December 31, 2007

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PART I

This Annual Report on Form 10-K may contain or incorporate by reference statements which may constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Prospective investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties and that actual results may differ materially from those contemplated by such forward-looking statements. Important factors currently known to management that could cause actual results to differ materially from those in forward-looking statements include those risks identified in Item 1A, Risk Factors, of this Form 10-K and significant fluctuations in interest rates, inflation, economic recession, significant changes in the federal and state legal and regulatory environment, significant underperformance in our portfolio of outstanding loans and competition in our markets. We undertake no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to future operating results over time.

The information set forth in this Annual Report on Form 10-K is as of February 29, 2008, unless otherwise indicated herein.

ITEM 1. BUSINESS

General

Renasant Corporation (referred to herein as the Company, we, our, or us), a Mississippi corporation incorporated in 1982, owns and operates Renasant Bank, a Mississippi banking association with operations in Mississippi, Alabama and Tennessee, and Renasant Insurance, Inc., a Mississippi corporation with operations in Mississippi. Renasant Insurance, Inc. is a wholly-owned subsidiary of Renasant Bank. Renasant Bank is referred to herein as the Bank and Renasant Insurance, Inc. is referred to herein as Renasant Insurance. Prior to our name changes in 2005, our name was The Peoples Holding Company, the Bank's name was The Peoples Bank and Trust Company, and Renasant Insurance's name was The Peoples Insurance Agency, Inc.

Our vision is to be the financial services advisor and provider of choice in each community we serve. With this vision in mind, management has organized the branch banks into community banks using a franchise concept. The franchise approach empowers community bank presidents to execute their own business plans in order to achieve our vision. Specific performance measurement tools are available to assist these presidents in determining the success of their plan implementation. A few of the ratios used in measuring the success of their business plan include:

return on average assets

the efficiency ratio

loan and deposit growth

net charge-offs to average loans

net interest margin and spread

fee income shown as a percent of loans and deposits

the number and type of services provided per household

the percentage of loans past due and nonaccruing

While we have preserved decision-making at a local level, we have centralized our legal, accounting, investment, loan review, human resources, audit and data processing functions. The centralization of these processes enables us to maintain consistent quality of these functions and achieve certain economies of scale.

Our vision is further validated through our core values. These values state that (1) employees are our greatest assets, (2) quality is not negotiable and (3) clients' trust is foremost. Centered on these values was the development of five different objectives that are the focal point of our strategic plan. Those objectives include: (1) client satisfaction and development, (2) financial soundness and profitability, (3) growth, (4) employee satisfaction and development and (5) shareholder satisfaction and development.

Members of our Board of Directors also serve as members of the Board of Directors of the Bank. Responsibility for the management of our Bank remains with the Board of Directors and officers of the Bank; however, management services rendered by the Company to the Bank are intended to supplement the internal management and expand the scope of banking services normally offered by the Bank.

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Mergers

On January 1, 2005, the Company merged with Heritage Financial Holding Corporation (Heritage), a bank holding company headquartered in Decatur, Alabama. The Company issued approximately 2.1 million shares of its common stock and paid approximately \$23.1 million in cash as merger consideration to the shareholders of Heritage. Heritage Bank, a wholly-owned subsidiary of Heritage with eight banking offices in Decatur, Huntsville and Birmingham, Alabama, was merged into the Bank immediately after the consummation of the merger of Heritage into the Company.

On July 1, 2007, the Company merged with Capital Bancorp, Inc. (Capital), a bank holding company headquartered in Nashville, Tennessee. The Company issued approximately 2.8 million shares of its common stock and paid approximately \$56.0 million in cash as merger consideration to the shareholders of Capital. The Company used the proceeds of its public offering of 2.76 million shares of its common stock completed in June, 2007 to pay the cash portion of the merger consideration. Capital Bank & Trust Company, a wholly-owned subsidiary of Capital with seven banking offices in the Nashville-Davidson-Murfreesboro, Tennessee Metropolitan Statistical Area, was merged into the Bank immediately after the consummation of the merger of Capital into the Company.

Operations

We have four reportable segments: a Mississippi community bank, a Tennessee community bank, an Alabama community bank and an insurance agency. Financial information about our segments, including information with respect to revenues from external customers, profit or loss and total assets for each segment, is contained in the Notes to the Consolidated Financial Statements of the Company located in Item 8, Financial Statements and Supplementary Data. The description of the operations of the Bank immediately below applies to the operations of each of our three banking segments.

Operations of the Bank

Substantially all of our business activities are conducted through, and substantially all of our assets and revenues are derived from, the Bank, which is a community bank offering a complete range of banking and financial services to individuals and to small to medium-size businesses. These services include checking and savings accounts, business and personal loans, interim construction and residential mortgage loans, student loans, equipment leasing, as well as safe deposit and night depository facilities. Automated teller machines are located throughout our market area. Our Internet Banking product and our call center also provide 24-hour banking services. Accounts receivable financing is also available to qualified businesses.

On February 29, 2008, we had 68 banking and financial services offices located throughout our markets in north and north central Mississippi, west and middle Tennessee, and north and north central Alabama.

Lending Activities. Income generated by our lending activities, in the form of both interest income and loan-related fees, comprises a substantial portion of our revenue, accounting for approximately 72.57%, 70.32% and 69.06% of our total revenue in 2007, 2006 and 2005, respectively. Our lending philosophy is to minimize credit losses by following strict credit approval standards, diversifying our loan portfolio and conducting ongoing review and management of the loan portfolio. The following is a description of each of the principal types of loans in our loan portfolio, the relative risk of each type of loan and the steps we take to reduce credit risk. A further discussion of our risk reduction policies and procedures can be found in Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, under the heading Risk Management Credit Risk and Allowance for Loan Losses. We have omitted a discussion of lease financing, as such financing comprised only approximately 0.10% of our portfolio at December 31, 2007.

Commercial, Financial and Agricultural Loans. Commercial, financial and agricultural loans (referred to as commercial loans), which accounted for approximately 12.29% of our total loans at December 31, 2007, are customarily granted to established local business customers in our market area on a fully collateralized basis to meet their credit needs. Many of these loans have terms allowing the loan to be extended for periods of between one and five years. Loans are usually structured either to fully amortize over the term of the loan or to balloon after the third year or fifth year of the loan, typically with an amortization period not to exceed 15 years. The terms and loan structure are dependent on the collateral and strength of the borrower. The loan-to-value ratios range from 50% to

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80%, depending on the type of collateral. The risks of these types of loans depend on the general business conditions of the local economy and the local business borrower's ability to sell its products and services in order to generate sufficient operating revenue to repay us under the agreed upon terms and conditions.

Commercial lending generally involves greater credit risk than residential real estate or consumer lending and generally different risks from those associated with commercial real estate lending or construction loans. Although commercial loans may be collateralized by equipment or other business assets, the liquidation of collateral in the event of a borrower default may represent an insufficient source of repayment because equipment and other business assets may, among other things, be obsolete or of limited use. Accordingly, the repayment of a commercial loan depends primarily on the creditworthiness and projected cash flow of the borrower (and any guarantors), while liquidation of collateral is considered a secondary source of repayment. To manage these risks, the Bank's policy is to secure its commercial loans with both the assets of the borrowing business and any other additional collateral and guarantees that may be available. In addition, we actively monitor certain financial measures of the borrower, including advance rate, cash flow, collateral value and other appropriate credit factors. We employ the use of commercial loan credit scoring models for smaller level commercial loans.

Real Estate Commercial Mortgage. Our Real Estate Commercial Mortgage loans (commercial real estate loans) represented approximately 36.66% of our total loans at December 31, 2007. We offer commercial real estate loans to developers of commercial properties for purposes of site acquisition and preparation and other development prior to actual construction. In addition, loans in which the owner develops a property with the intention of occupying it are also included in commercial real estate loans. Because payments on these loans are often dependent on the successful development, operation and management of the properties, repayment of these loans may be affected by adverse conditions in the real estate market or the economy as a whole, in addition to the borrower's ability to generate sufficient operating revenue to repay us. If our estimate of value proves to be inaccurate, we may not be able to obtain full repayment on the loan in the event of default and foreclosure. We seek to minimize risks by limiting the maximum loan-to-value ratio and strictly scrutinizing the financial condition of the borrower, the quality of the collateral and the management of the property securing the loan. We also actively monitor such financial measures as advance rate, cash flow, collateral value and other appropriate credit factors. We generally obtain loan guarantees from financially capable parties to the transaction based on a review of personal financial statements.

Real Estate 1-4 Family Mortgage. We are active in the Real Estate 1-4 Family Mortgage area (referred to as residential real estate loans), with approximately 32.89% of our total loans at December 31, 2007 being residential real estate loans. We offer both first and second mortgages on residential real estate and loans for the preparation of residential real property prior to construction. In addition, we offer home equity lines of credit and term loans secured by first and second mortgages on the residences of borrowers for purchases, refinances, home improvements, education and other personal expenditures. Both fixed and variable rate loans are offered with competitive terms and fees. Originations of residential real estate loans are generated through either retail efforts in our branches or wholesale marketing, which involves obtaining mortgage referrals from third-party mortgage brokers. We attempt to minimize the risk associated with residential real estate loans by strictly scrutinizing the financial condition of the borrower; typically, we also limit the maximum loan-to-value ratio.

We retain loans for our portfolio when the Bank has sufficient liquidity to fund the needs of established customers and when rates are favorable to retain the loans. We also originate residential real estate loans with the intention of selling them in the secondary market to third party private investors. These loans are collateralized by one-to-four family residential real estate and are sold with servicing rights released. Mortgage loan originations to be sold are locked in at a contractual rate with third party private investors, and we are obligated to sell the mortgages to such investors only if the mortgages are closed and funded. The risk we assume is conditioned upon loan underwriting and market conditions in the national mortgage market. The Company does not actively market or originate subprime mortgage loans.

We also offer home equity loans or lines of credit as an option to borrowers who elect to utilize the accumulated equity in their homes by borrowing money through either a first or second lien home equity loan or line of credit. We limit our exposure to second lien home equity loans or lines of credit, which inherently carry a higher risk of loss upon default, by limiting these types of loans to borrowers with high credit scores.

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Real Estate Construction. Our Real Estate Construction loans (construction loans) represented approximately 14.93% of our total loans at December 31, 2007. Our construction loan portfolio consists of loans for the construction of single family residential properties, multi-family properties and commercial projects. Maturities for construction loans generally range from 6 to 12 months for residential property and from 12 to 24 months for non-residential and multi-family properties. Construction lending entails significant additional risks compared to residential mortgage or commercial real estate lending. A significant additional risk is that loan funds are advanced upon the security of the property under construction, which is of uncertain value prior to the completion of construction. Thus, it is more difficult to evaluate accurately the total loan funds required to complete a project and to calculate related loan-to-value ratios. To minimize the risks associated with construction lending, we limit loan-to-value ratios to 85% of when-completed appraised values for owner-occupied and investor-owned residential or commercial properties. We believe that these loan-to-value ratios will be sufficient to compensate for fluctuations in the real estate market and thus minimize the risk of loss.

Installment Loans to Individuals. Installment Loans to Individuals (or consumer loans), which represented approximately 3.13% of our total loans at December 31, 2007, are granted to individuals for the purchase of personal goods. These loans are generally granted for periods ranging between one and six years at fixed rates of interest 1% to 5% above the prime interest rate quoted in The Wall Street Journal. Loss or decline of income by the borrower due to unplanned occurrences may represent risk of default to us. In the event of default, a shortfall in the value of the collateral may pose a loss to us in this loan category. Before granting a consumer loan, we assess the applicant s credit history and ability to meet existing and proposed debt obligations. Although the applicant s creditworthiness is the primary consideration, the underwriting process also includes a comparison of the value of the collateral, if any, to the proposed loan amount. We obtain a lien against the item securing the loan and hold title until the loan is repaid in full.

Deposit Services. We offer a broad range of deposit services and products to our consumer and commercial clients. Through our community branch networks, we offer totally free consumer checking accounts with free internet banking with bill pay and free debit cards, interest bearing checking, money market accounts and savings accounts. In addition, Renasant offers certificates of deposit, individual retirement accounts and health savings accounts.

For our commercial clients, we offer a competitive suite of cash management products which include, but are not limited to, remote deposit capture, CD ROM statements with account reconciliation, electronic statements, positive pay, ACH origination and wire transfer, wholesale and retail lockbox, investment sweep accounts, enhanced business internet banking, outbound data exchange, multi-bank reporting and international services.

The deposit services we offer accounted for approximately 10.45%, 11.59% and 12.16% of our total revenue in 2007, 2006 and 2005. No material portion of our deposits has been obtained from a single or small group of customers, and the loss of any single customer s deposits or a small group of customer s deposits would not have a materially adverse effect on our business. The deposits held by our Bank have been primarily generated within their respective market areas. Neither we nor the Bank have any foreign activities.

Other Products and Services. Through the Financial Services division of the Bank, we also offer a wide variety of fiduciary services and administer (as trustee or in other fiduciary or representative capacities) qualified retirement plans, profit sharing and other employee benefit plans, personal trusts and estates. In addition, the Financial Services division offers annuities, mutual funds and other investment services through a third party broker-dealer. The Financial Services division does not constitute a separately-reportable segment for financial reporting purposes.

Operations of Renasant Insurance

Renasant Insurance is a full-service insurance agency offering all lines of commercial and personal insurance through major carriers. At December 31, 2007, Renasant Insurance contributed total revenue of \$4.1 million, or 2.68%, of the Company s total revenue and operated three offices in central and northern Mississippi.

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Vigorous competition exists in all major product and geographic areas in which we conduct banking business. We compete through our Bank with state, regional and national banks in all of our service areas, as well as savings and loan associations, credit unions, finance companies, mortgage companies, insurance companies, brokerage firms and investment companies for available loans and depository accounts. All of these numerous institutions compete in the delivery of services and products through availability, quality and pricing, and many of our competitors are larger and have substantially greater resources than we do, including higher total assets and capitalization, greater access to capital markets and a broader offering of financial services.

For 2007, we maintained approximately 18% of the market share (deposit base) in our Mississippi area, approximately 2% in our Tennessee area and approximately 2% in our Alabama area. Certain markets in which we operate have demographics which we believe indicate the possibility of future growth at higher rates than other markets in which we operate. We have identified these markets, which are listed in the table below, as our key growth markets. At December 31, 2007, 81% of our loans and 67% of our deposits were located in these key markets. The following table shows our deposit share in the counties that we consider our key markets as of June 30, 2007 (which is the latest date that such information is available):

Market	Available Deposits (in billions)	Deposit Share
<i>Mississippi</i>		
Tupelo	\$ 1.7	29.7%
DeSoto County	1.7	10.8%
Oxford	0.7	3.1%
<i>Alabama</i>		
Birmingham	20.8	0.6%
Decatur	1.5	14.2%
Huntsville/Madison	5.0	2.9%
<i>Tennessee</i>		
Germantown	1.5	10.8%
Collierville	0.7	3.0%
Memphis/Cordova	23.1	1.3%
Nashville/Brentwood	21.3	3.0%
Total	\$ 78.0	

Source: FDIC , dated as of June 30, 2007.

Our major competitor in the Birmingham and Huntsville/Madison markets is Regions Bank, which maintains approximately 26% and 31% of the market share (based on deposits), respectively, in those two markets. We compete with Regions Bank for both loans and deposits. First Tennessee Bank has a significant market share in the Memphis market. However, because of our footprint and our current lines of business in the Memphis market, our business does not materially overlap with that of First Tennessee Bank in the Memphis market.

In addition to the specific markets discussed above, Regions Bank and First Tennessee Bank compete with us in our other markets. Other competitors in these areas include BancorpSouth, Cadence Bank, Compass Bank, Colonial Bank, Merchants and Farmers Bank (primarily in Mississippi) and Trustmark National Bank. In addition, there are smaller community banks in our service areas that compete with us on an individual market basis.

Insurance

We encounter strong competition in our markets in which we conduct insurance operations. Through our insurance subsidiary, we compete with independent insurance agencies and agencies affiliated with other banks and/or other insurance carriers (e.g. Allstate, State Farm, etc.). All of

these agencies compete in the delivery of personal and commercial product lines. There is no dominant insurance agency in our markets.

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Supervision and Regulation

Banking

Under the current regulatory environment, nearly every facet of our banking operations is regulated pursuant to various state and federal banking laws, rules and regulations. The primary focus of these laws and regulations is the protection of depositors and the maintenance of the safety and soundness of the banking system as a whole and the insurance funds of the Federal Deposit Insurance Corporation (FDIC). While the following summary addresses the regulatory environment in which we operate, it is not intended to be a fully inclusive discussion of the statutes and regulations affecting our operations. Discussions of statutes and regulations in this section focus only on certain provisions of such statutes and regulations and do not purport to be comprehensive. Such discussions are qualified in their entirety by reference to the relevant statutes and regulations. In addition, the impact from future changes in federal or state legislation on our operations cannot be predicted.

We are a bank holding company within the meaning of the Bank Holding Company Act of 1956, as amended (the Act), and are registered as such with the Board of Governors of the Federal Reserve System (the Federal Reserve). We are required to file with the Federal Reserve an annual report and such other information as the Federal Reserve may require. The Federal Reserve may also make examinations of us and the Bank pursuant to the Act. The Federal Reserve has the authority (which to date it has not exercised) to regulate provisions of certain types of our debt.

The Act requires a bank holding company to obtain the prior approval of the Federal Reserve before acquiring direct or indirect ownership or control of more than 5% of the voting shares of any bank that is not already majority-owned by such bank holding company. The Act further provides that the Federal Reserve shall not approve any acquisition, merger or consolidation which would result in a monopoly or which would be in furtherance of any combination or conspiracy to monopolize or attempt to monopolize the business of banking. The Federal Reserve will also not approve any transaction in which the effect of the transaction might be to substantially lessen competition or in any manner amount to a restraint on trade, unless the anti-competitive effects of the proposed transaction are clearly outweighed by the benefits to the public interest resulting from the probable effect of the transaction in meeting the convenience and needs of the community to be served.

The Act also prohibits a bank holding company, with certain exceptions, from itself engaging in or acquiring direct or indirect control of more than 5% of the voting shares of any company engaged in non-banking activities. The principal exception to this prohibition is for a bank holding company engaging in or acquiring shares of a company whose activities are found by the Federal Reserve to be so closely related to banking or managing banks as to be a proper incident thereto. In making determinations whether activities are closely related to banking or managing banks, the Federal Reserve is required to consider whether the performance of such activities by a bank holding company or its subsidiaries can reasonably be expected to produce benefits to the public, such as greater convenience, increased competition or gains in efficiency of resources and whether such public benefits outweigh the risks of possible adverse effects, such as decreased or unfair competition, conflicts of interest or unsound banking practices.

The Company and the Bank are subject to certain restrictions imposed by the Federal Reserve Act and the Federal Deposit Insurance Act on any extensions of credit to the Company or the Bank, on investments in the stock or other securities of the Company or the Bank and on taking such stock or other securities as collateral for loans of any borrower.

On November 12, 1999, the Gramm-Leach-Bliley Financial Services Modernization Act of 1999 (the Financial Services Modernization Act) was signed into law. The Financial Services Modernization Act eliminates the barriers erected by the 1933 Glass-Steagall Act and amends the Act, among other statutes. Further, it allows for the affiliation of banking, securities and insurance activities in new financial services organizations.

A dominant theme of the Financial Services Modernization Act is functional regulation of financial services, with the primary regulator of the Company or its subsidiaries being the agency which traditionally regulates the activity in which the Company or its subsidiaries wishes to engage. For example, the Securities and Exchange Commission (SEC) will regulate bank holding company securities transactions, and the various banking regulators will oversee banking activities.

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The principal provisions of the Financial Services Modernization Act permit the Company, so long as it meets the standards for a well-managed and well-capitalized institution and has at least a satisfactory Community Reinvestment Act performance rating, to engage in any activity that is financial in nature, including security and insurance underwriting, investment banking and merchant banking investing in commercial and industrial companies. The Company, if it satisfies the above criteria, can file a declaration of its status as a financial holding company (FHC) with the Federal Reserve and thereafter engage directly or through nonbank subsidiaries in the expanded range of activities which the Financial Services Modernization Act identifies as financial in nature. Further, the Company, if it elects FHC status, will be able to pursue additional activities which are incidental or complementary in nature to a financial activity or which the Federal Reserve subsequently determines to be financial in nature. We have not elected to become an FHC.

Under the Reigle-Neal Interstate Banking and Branching Efficiency Act of 1994 (the Interstate Act), the Company or any other bank holding company located in Mississippi is able to acquire a bank located in any other state, and a bank holding company located outside Mississippi can acquire any Mississippi-based bank, in either case subject to certain deposit percentage and other restrictions.

The Interstate Act also provides that, unless an individual state has elected to prohibit out-of-state banks from operating interstate branches within its territory, adequately capitalized and managed bank holding companies may consolidate their multistate bank operations into a single bank subsidiary and branch interstate through acquisitions. Under Mississippi law, out-of-state bank holding companies may establish a bank in Mississippi only by acquiring a Mississippi bank or Mississippi bank holding company.

Bank holding companies are allowed to acquire savings associations under The Financial Institutions Reform, Recovery and Enforcement Act of 1989 (FIRREA). Deposit insurance premiums for banks and savings associations were increased as a result of FIRREA, and losses incurred by the FDIC in connection with the default or assistance of troubled federally-insured financial institutions are required to be reimbursed by other federally-insured financial institutions.

The Bank is chartered under the laws of the State of Mississippi and as a result is subject to the supervision of, and is regularly examined by, the Department of Banking and Consumer Finance of the State of Mississippi. Certain restrictions exist under Mississippi law regarding the ability of our Bank to transfer funds to us in the form of cash dividends, loans or advances. The approval of the Department of Banking and Consumer Finance of the State of Mississippi is required prior to the Bank paying dividends. The amount of any dividend is limited to earned surplus in excess of three times its capital stock. Federal Reserve regulations also limit the amount the Bank may loan to us unless such loans are collateralized by specific obligations.

The Bank's deposits are insured by the FDIC, and the Bank is subject to examination and review by that regulatory authority. The Federal Deposit Insurance Corporation Improvement Act of 1991 (FDICIA) provides for increased funding for the FDIC's Deposit Insurance Fund through risk based assessments and expands the regulatory powers of federal banking agencies to permit prompt corrective actions to resolve problems of insured depository institutions.

The Community Reinvestment Act of 1997 requires the assessment by the appropriate regulatory authority of a financial institution's record in meeting the credit needs of its local communities, including low and moderate-income neighborhoods, consistent with the safe and sound operation of those institutions. These factors are also considered in evaluating mergers, acquisitions and applications to open a branch or facility.

On October 26, 2001, President Bush signed the USA PATRIOT Act of 2001 into law. This act contains the International Money Laundering Abatement and Financial Anti-Terrorism Act of 2001 (the IMLAFA). The IMLAFA substantially broadens existing anti-money laundering legislation and the extraterritorial jurisdiction of the United States, imposes new compliance and due diligence obligations, creates new crimes and penalties, compels the production of documents located both inside and outside the United States, including those of foreign institutions that have a correspondent relationship in the United States and clarifies the safe harbor from civil liability to customers. The U.S. Treasury Department has issued a number of regulations implementing the USA PATRIOT Act that apply certain of its requirements to financial institutions such as our Bank. The regulations impose new obligations on financial institutions to maintain appropriate policies, procedures and controls to detect, prevent and

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report money laundering and terrorist financing. The IMLAFA requires all financial institutions, as defined, to establish anti-money laundering compliance and due diligence programs. Such programs must include, among other things, adequate policies, the designation of a compliance officer, employee training programs and an independent audit function to review and test the program. The Company believes that it has complied with these requirements.

Insurance

Renasant Insurance is subject to licensing requirements and regulation under the laws of the United States and the State of Mississippi. The laws and regulations are primarily for the benefit of clients. In all jurisdictions, the applicable laws and regulations are subject to amendment by regulatory authorities. Generally, such authorities are vested with relatively broad discretion to grant, renew and revoke licenses and approvals and to implement regulations. Licenses may be denied or revoked for various reasons, including the violation of such regulations, conviction of crimes and the like. Possible sanctions which may be imposed for violation of regulations include suspension of individual employees, limitations on engaging in a particular business for a specified period of time, revocation of licenses, censures and fines.

Monetary Policy and Economic Controls

We and the Bank are affected by the policies of regulatory authorities, including the Federal Reserve. An important function of the Federal Reserve is to regulate the national supply of bank credit in order to combat recession and curb inflationary pressures. Among the instruments of monetary policy used by the Federal Reserve to implement these objectives are open market operations in U.S. Government securities, changes in the discount rate on bank borrowings and changes in reserve requirements against bank deposits. These instruments are used in varying degrees to influence overall growth of bank loans, investments and deposits and may also affect interest rates charged on loans or paid for deposits.

The monetary policies of the Federal Reserve have had a significant effect on the operating results of commercial banks in the past and are expected to do so in the future. In view of changing conditions in the national economy and in the various money markets, as well as the effect of actions by monetary and fiscal authorities including the Federal Reserve, the effect on our, and the Bank's, future business and earnings cannot be predicted with accuracy.

Sources and Availability of Funds

The funds essential to our, and our Bank's, business consist primarily of funds derived from customer deposits, federal funds purchased, Federal Home Loan Bank advances and borrowings from correspondent banks by the Bank. The availability of such funds is primarily dependent upon the economic policies of the federal government, the economy in general and the general credit market for loans.

Personnel

At December 31, 2007, we employed 880 people at all of our subsidiaries on a full-time equivalent basis. Of this total, the Bank accounted for 842 employees, and Renasant Insurance employed 38 individuals. The Company has no additional employees; however, at December 31, 2007, 17 employees of the Bank served as officers of the Company in addition to their positions with the Bank.

Dependence Upon a Single Customer

Neither we nor our subsidiaries are dependent upon a single customer or upon a limited number of customers. A discussion of concentrations of credit in our loan portfolio is set forth under the heading Risk Management Loan Concentrations in Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations.

Available Information

Our Internet address is www.renasant.com. We make available at this address under the link SEC Filings, free of charge, our Annual Report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, as soon as reasonably practical after we electronically file such material with, or furnish it to, the SEC.

Table of Contents**Index to Financial Statements****Table 1 Distribution of Assets, Liabilities and Shareholders Equity; Interest Rates and Interest Differential***(In Thousands)*

The following table sets forth average balance sheet data, including all major categories of interest-earning assets and interest-bearing liabilities, together with the interest earned or interest paid and the average yield or average rate paid on each such category for the years ended December 31, 2007, 2006 and 2005:

	Year Ended December 31,									
	2007			2006			2005			
	Average Balance	Interest Income/Expense	Yield/Rate	Average Balance	Interest Income/Expense	Yield/Rate	Average Balance	Interest Income/Expense	Yield/Rate	
Interest-earning assets:										
Loans ⁽¹⁾	\$ 2,259,634	\$ 172,694	7.64%	\$ 1,752,759	\$ 132,861	7.58%	\$ 1,622,749	\$ 110,248	6.79%	
Securities:										
Taxable ⁽²⁾	381,652	19,879	5.21	323,291	15,629	4.83	308,430	13,270	4.30	
Tax-exempt	121,792	7,731	6.35	114,065	7,342	6.44	112,459	7,288	6.48	
Other	23,931	1,539	6.43	31,220	1,807	5.79	27,023	928	3.43	
Total interest-earning assets	2,787,009	201,843	7.24	2,221,335	157,639	7.10	2,070,661	131,734	6.36	
Cash and due from banks	69,454			69,467			60,912			
Intangible assets	146,175			99,198			101,194			
Other assets	130,153			117,077			121,904			
Total assets	\$ 3,132,791			\$ 2,507,077			\$ 2,354,671			
Interest-bearing liabilities:										
Deposits:										
Interest-bearing demand	\$ 159,871	4,336	2.71	\$ 77,424	1,671	2.16	\$ 67,424	798	1.18	
Savings and money market	706,253	18,413	2.61	665,752	14,346	2.15	611,112	7,799	1.28	
Time deposits	1,271,482	61,067	4.80	990,973	41,450	4.18	865,559	26,631	3.08	
Total interest-bearing deposits	2,137,606	83,816	3.92	1,734,149	57,467	3.31	1,544,095	35,228	2.28	
Total other interest-bearing liabilities	340,084	18,566	5.46	237,802	12,763	5.37	315,046	12,735	4.04	
	1,279,992									
	(See item 4)									
10	CHECK IF THE									
	AGGREGATE AMOUNT									
	IN ROW (9) EXCLUDES									
	CERTAIN SHARES*									
11	PERCENT OF CLASS									
	REPRESENTED BY									
	AMOUNT IN ROW (9)									

12 0.4% (See item 4)
 TYPE OF REPORTING
 PERSON*

IA

** SEE INSTRUCTION BEFORE FILLING OUT **

SEC 1745 (2-02)

Page 11 of 23

CUSIP No. 378973408

13G

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

2 Pandora Select Partners LP
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

5 SOLE VOTING POWER

0

6 SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

1,279,992 (See item 4)

7 SOLE DISPOSITIVE POWER

WITH:

0

8 SHARED DISPOSITIVE POWER

9 1,279,992 (See item 4)
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 1,279,992 (See item 4)
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 0.4% (See item 4)
TYPE OF REPORTING PERSON*

PN

** SEE INSTRUCTION BEFORE FILLING OUT **

SEC 1745 (2-02)

Page 12 of 23

CUSIP No. 378973408

13G

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

2 Pandora Select Fund, LP
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

6 SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

1,279,992 (See item 4)

7 SOLE DISPOSITIVE POWER

WITH:

0

8 SHARED DISPOSITIVE POWER

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12 0.4% (See item 4)
TYPE OF REPORTING PERSON*

PN

** SEE INSTRUCTION BEFORE FILLING OUT **

SEC 1745 (2-02)

Page 13 of 23

CUSIP No. 378973408

13G

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

2 Pandora Select Fund, Ltd
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

5 SOLE VOTING POWER

0

6 SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

1,279,992 (See item 4)

7 SOLE DISPOSITIVE POWER

WITH:

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 0.4% (See item 4)
TYPE OF REPORTING PERSON*

PN

** SEE INSTRUCTION BEFORE FILLING OUT **

SEC 1745 (2-02)

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CUSIP No. 378973408

13G

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

2 Whitebox Special Opportunities Advisors, LLC
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

6 SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

426,663 (See item 4)

7 SOLE DISPOSITIVE POWER

WITH:

0

8 SHARED DISPOSITIVE POWER

9 426,663 (See item 4)
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 426,663 (See item 4)
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 0.1% (See item 4)
TYPE OF REPORTING PERSON*

IA

** SEE INSTRUCTION BEFORE FILLING OUT **

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CUSIP No. 378973408

13G

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

2 Whitebox Special Opportunities Fund Series B Partners, L.P.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

5 SOLE VOTING POWER

0

6 SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

426,663 (See item 4)

7 SOLE DISPOSITIVE POWER

WITH:

0

8 SHARED DISPOSITIVE POWER

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AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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12 0.1% (See item 4)
TYPE OF REPORTING PERSON*

IA

** SEE INSTRUCTION BEFORE FILLING OUT **

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CUSIP No. 378973408

13G

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

2 Whitebox Special Opportunities Fund, LP
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

6 SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

426,663 (See item 4)

7 SOLE DISPOSITIVE POWER

WITH:

0

8 SHARED DISPOSITIVE POWER

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AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 0.1% (See item 4)
TYPE OF REPORTING PERSON*

PN

** SEE INSTRUCTION BEFORE FILLING OUT **

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CUSIP No. 378973408

13G

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

2 Whitebox Special Opportunities Fund SPC, Ltd
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

5 SOLE VOTING POWER

0

6 SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

426,663 (See item 4)

7 SOLE DISPOSITIVE POWER

WITH:

0

8 SHARED DISPOSITIVE POWER

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12 0.1% (See item 4)
TYPE OF REPORTING PERSON*

PN

** SEE INSTRUCTION BEFORE FILLING OUT **

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CUSIP No. 378973408

13G

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

2 Whitebox Special Opportunities Fund LP, Series B
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

6 SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

426,663 (See item 4)

7 SOLE DISPOSITIVE POWER

WITH:

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12 0.1% (See item 4)
TYPE OF REPORTING PERSON*

PN

** SEE INSTRUCTION BEFORE FILLING OUT **

SEC 1745 (2-02)

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CUSIP No. 378973408

13G

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

2 Whitebox Special Opportunities Fund SPC, Ltd Segregated Portfolio B
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

5 SOLE VOTING POWER

0

6 SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

426,663 (See item 4)

7 SOLE DISPOSITIVE POWER

WITH:

0

8 SHARED DISPOSITIVE POWER

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 0.1% (See item 4)
TYPE OF REPORTING PERSON*

PN

** SEE INSTRUCTION BEFORE FILLING OUT **

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CUSIP No. 378973408

13G

Item 1. (a) Name of Issuer

GobalStar Incorporated

(b) Address of Issuer's Principal Executive Offices

461 South Milpitas Blvd

Milpotas, CA 95035

Item 2. (a) Name of Person Filing

This statement is filed by:

- (i) Whitebox Advisors, LLC, a Delaware limited liability company (WA);
- (ii) Whitebox Multi-Strategy Advisors, LLC, a Delaware limited liability company (WMSA);
- (iii) Whitebox Multi-Strategy Partners, L.P., a British Virgin Islands limited partnership (WMSP);
- (iv) Whitebox Multi-Strategy Fund, L.P., a Delaware limited partnership (WMSFLP);
- (v) Whitebox Multi-Strategy Fund, Ltd., a British Virgin Islands international business company (WMSFLTD);
- (vi) Whitebox Concentrated Convertible Arbitrage Advisors, LLC, a Delaware limited liability company (WCCAA);
- (vii) Whitebox Concentrated Convertible Arbitrage Partners, L.P., a British Virgin Islands limited partnership (WCCAP);
- (viii) Whitebox Concentrated Convertible Arbitrage Fund, L.P., a Delaware limited partnership (WCCAFLP);
- (ix) Whitebox Concentrated Convertible Arbitrage Fund, Ltd., a British Virgin Islands international business company (WCCAFLTD);
- (x) Pandora Select Advisors, LLC, a Delaware limited liability company (PSA);
- (xi) Pandora Select Partners, L.P., a British Virgin Islands limited partnership (PSP);
- (xii) Pandora Select Fund, L.P., a Delaware limited partnership (PSFLP);
- (xiii) Pandora Select Fund, Ltd., a British Virgin Islands international business company (PSFLTD);
- (xiv) Whitebox Special Opportunities Advisors, LLC, a Delaware limited liability company (WSOPA);
- (xv) Whitebox Special Opportunities Fund, Series B Partners, LP, a British Virgin Islands limited partnership (WSOPBP);
- (xvi) Whitebox Special Opportunities Fund, L.P., a Delaware Series limited partnership (WSOPFLP);
- (xvii) Whitebox Special Opportunities Fund SPC, Ltd., a British Virgin Islands Segregated Portfolio Company (WSOPFLTD);
- (xviii) Whitebox Special Opportunities Fund, L.P, Series B, a Delaware Series limited partnership (WSOPFLPB);
- (xix) Whitebox Special Opportunities Fund SPC, Ltd. Segregated Portfolio B, a British Virgin Islands Segregated Portfolio Company (WSOPFLTDB);
- (xx) IAM Mini-Fund 14 Limited, a Cayman Islands Corporation (IAM);

(b) Address of Principal Business Office or, if none, Residence

The address of the business office of WA, WMSA, WMSFLP, WCCAA, WCCAFLP, PSA, PSFLP, WSOPA, WSOPFLP, and WSOPFLPB is:

3033 Excelsior Boulevard

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Suite 300

Minneapolis, MN 55416

The address of the business office of WMSP, WMSFLTD, WCCAP, WCCAFLTD, PSP, PSFLTS, WSOPBP, WSOPFLTD, and WSOPFLTDB is:

Trident Chambers, P.O. Box 146

Waterfront Drive, Wickhams Cay

Road Town, Tortola, British Virgin Islands

The address of the business office of IAM is:

IAM Mini-Fund 14 Limited

Boundary Hall, Cricket Square

George Town, Grand Cayman, KY1-1102 Cayman Islands

(c) Citizenship

WA, WMSA, WMSFLP, WCFLP, WCCAA, WCCAFLP, PSA, PSFLP, WSOPA, WSOPFLP, and WSOPFLPB are organized under the laws of the State of Delaware; WMSP, WMSFLTD, WCCAP, WCCAFLTD, PSP, PSFLTS, WSOPBP, WSOPFLTD, and WSOPFLTDB are organized under the laws of the British Virgin Islands; IAM is organized under the laws of the Cayman Islands.

(d) Title of Class of Securities

Common Stock

(e) CUSIP Number

378973408

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) .. Broker or dealer registered under section 15 of the Act.
- (b) .. Bank as defined in section 3(a)(6) of the Act.
- (c) .. Insurance company as defined in section 3(a)(19) of the Act.
- (d) .. Investment company registered under section 8 of the Investment Company Act of 1940.
- (e) x An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E).
- (f) .. An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F).
- (g) .. A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G).
- (h) .. A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) .. A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940.
- (j) .. Group, in accordance with § 240.13d-1(b)(1)(ii)(J).

**** SEE INSTRUCTION BEFORE FILLING OUT ****

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Item 4. Ownership

(a) Amount Beneficially Owned

WA, acting as an investment adviser to its client, is deemed to be the beneficial owner of 13,471,149 shares of Common Stock of the Company.

WMSA, is deemed to beneficially own 6,032,750 Shares of Common Stock of the company.

WMSP is deemed to beneficially own 6,032,750 shares of Common Stock as a result of its ownership of Convertible Bonds and Warrants of the company

WMSFLP is deemed to beneficially own 6,032,750 shares of Common Stock as a result of its indirect ownership of Convertible Bonds and Warrants of the company

WMSFLTD is deemed to beneficially own 6,032,750 shares of Common Stock as a result of its indirect ownership of Convertible Bonds and Warrants of the company

WCCAA, is deemed to beneficially own 4,836,189 Shares of Common Stock of the company.

WCCAP is deemed to beneficially own 4,836,189 shares of Common Stock as a result of its ownership of Convertible Bonds and Warrants of the company

WCCAFLP is deemed to beneficially own 4,836,189 shares of Common Stock as a result of its indirect ownership of Convertible Bonds and Warrants of the company

WCCAFLTD is deemed to beneficially own 4,836,189 shares of Common Stock as a result of its indirect ownership of Convertible Bonds and Warrants of the company

PSA, is deemed to beneficially own 1,279,992 Shares of Common Stock of the company.

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PSP is deemed to beneficially own 1,279,992 shares of Common Stock as a result of its ownership of Convertible Bonds of the company

PSFLP is deemed to beneficially own 1,279,992 shares of Common Stock as a result of its indirect ownership of Convertible Bonds of the company

PSFLTD is deemed to beneficially own 1,279,992 shares of Common Stock as a result of its indirect ownership of Convertible Bonds of the company

WSOPA is deemed to beneficially own 426,663 Shares of Common Stock of the company.

WSOPAP is deemed to beneficially own 426,663 shares of Common Stock as a result of its ownership of Convertible Bonds of the company

WSOPFLP is deemed to beneficially own 426,663 shares of Common Stock as a result of its indirect ownership of Convertible Bonds of the company

WSOPFLTD is deemed to beneficially own 426,663 shares of Common Stock as a result of its indirect ownership of Convertible Bonds of the company

WSOPFLPB is deemed to beneficially own 426,663 shares of Common Stock as a result of its indirect ownership of Convertible Bonds of the company

WSOPFLTDB is deemed to beneficially own 426,663 shares of Common Stock as a result of its indirect ownership of Convertible Bonds of the company

IAM, is deemed to beneficially own 895,555 Shares of Common Stock as a result of its ownership of Convertible Bonds and Common Stock of the company

As a result of the relationship described in this statement, each of WA, WMSA, WMSFLP, WMSFLTD, WCCAA, WCCAFLP, WCCAFLTD, PSA, PSFLP, PSFLTD, WSOPA, WSOPFLP, WSOPFLPB, WSOPFLTD, and WSOPFLTDB may be deemed to possess indirect beneficial ownership of the shares of Common Stock beneficially owned by each of WMSP, WCCAP, PSP, WSOPBP, and IAM.

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WA, WMSA, WMSFLP, WMSFLTD, WCCAA, WCCAFLP, WCCAFLTD, PSA, PSFLP, PSFLTD, WSOPA, WSOPFLP, WSOPFLPB, WSOPFLTD, and WSOPFLTDB each disclaim indirect beneficial ownership of the shares of Common Stock except to the extent of their pecuniary interest in such shares.*

Based on the relationships described herein, these entities may be deemed to constitute a group within the meaning Of Rule 13d-5(b)(1) under the Securities Exchange Act of 1934. The filing of this statement shall not be construed as An admission that WA, WMSA, WMSP, WMSFLP, WMSFLTD, WCCAA, WCCAP, WCCAFLP, WCCAFLTD, PSA, PSP, PSFLP, PSFLTD, WSOPA, WSOPBP, WSOPFLP, WSOPFLPB, WSOPFLTD, WSOPFLTDB, and IAM are a group, Or have agreed to act as a group.*

(b) Percent of Class

WA beneficially owns 4.4 % of the company s Common Stock.*

WMSA is deemed to beneficially own 2.0 % of the company s Common Stock

WMSP is deemed to beneficially own 2.0 % of the company s Common Stock

WMSFLP is deemed to beneficially own 2.0 % of the company s Common Stock

WMSFLTD is deemed to beneficially own 2.0 % of the company s Common Stock

WCCAA is deemed to beneficially own 1.6 % of the company s Common Stock

WCCAP is deemed to beneficially own 1.6 % of the company s Common Stock

WCCAFLP is deemed to beneficially own 1.6 % of the company s Common Stock

WCCAFLTD is deemed to beneficially own 1.6 % of the company s Common Stock

PSA is deemed to beneficially own 0.4 % of the company s Common Stock

PSP is deemed to beneficially own 0.4 % of the company s Common Stock

Edgar Filing: RENASANT CORP - Form 10-K

PSFLP is deemed to beneficially own 0.4 % of the company's Common Stock

PSFLTD is deemed to beneficially own 0.4 % of the company's Common Stock

WSOPA is deemed to beneficially own 0.1 % of the company's Common Stock

WSOPBP is deemed to beneficially own 0.1 % of the company's Common Stock

WSOPFLP is deemed to beneficially own 0.1 % of the company's Common Stock

WSOPFLTD is deemed to beneficially own 0.1 % of the company's Common Stock

WSOPFLPB is deemed to beneficially own 0.1 % of the company's Common Stock

WSOPFLTDB is deemed to beneficially own 0.1 % of the company's Common Stock

IAM beneficially owns 0.3 % of the company's Common Stock.*

The percentage of Common Stock reportedly owned by each entity herein is based on 289,999,000 shares of outstanding Common Stock of the Company, which is the total number of shares issued and outstanding on October 29, 2010.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

0

(ii) Shared power to vote or to direct the vote

WA has shared voting power with respect to 13,471,149 shares of the Issuer's Common Stock.

WMSA, WMSP, WMSFLP, and WMSFLTD have shared voting power with respect to 6,032,750 Shares of the Company's Common Stock.

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WCCAA, WCCAP, WCCAFLP, and WCCAFLTD have shared voting power with respect to 4,836,189 Shares of the Company's Common Stock.

PSA, PSP, PSFLP, and PSFLTD have shared voting power with respect to 1,279,992 Shares of the Company's Common Stock.

WSOPA, WSOPBP, WSOPFL, WSOPFLTD, WSOPFLPB, and WSOPFLTDB have shared voting power with respect to 426,663 Shares of the Company's Common Stock.

(iii) Sole power to dispose or to direct the disposition of

0

(iv) Shared power to dispose or to direct the disposition of

WA has shared voting power with respect to 13,471,149 shares of the Issuer's Common Stock.

WMSA, WMSP, WMSFLP, and WMSFLTD have shared voting power with respect to 6,032,750 Shares of the Company's Common Stock.

WCCAA, WCCAP, WCCAFLP, and WCCAFLTD have shared voting power with respect to 4,836,189 Shares of the Company's Common Stock.

PSA, PSP, PSFLP, and PSFLTD have shared voting power with respect to 1,279,992 Shares of the Company's Common Stock.

WSOPA, WSOPBP, WSOPFL, WSOPFLTD, WSOPFLPB, and WSOPFLTDB have shared voting power with respect to 426,663 Shares of the Company's Common Stock.

Instruction. For computations regarding securities which represent a right to acquire an underlying security *see* §240.13d3(d)(1).

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following *.

Instruction. Dissolution of a group requires a response to this item.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group

See Item 2

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

** SEE INSTRUCTION BEFORE FILLING OUT **

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

02/11/11

Date

/s/ Jonathan D. Wood

Signature

Jonathan D. Wood as Chief Financial Officer of
Whitebox Advisors, LLC.

Name/Title

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

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**** SEE INSTRUCTION BEFORE FILLING OUT ****

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