

RENASANT CORP  
Form 10-Q  
May 09, 2014  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

(Mark One)

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the quarterly period ended March 31, 2014  
Or

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission file number 001-13253

RENASANT CORPORATION  
(Exact name of registrant as specified in its charter)

Mississippi 64-0676974  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

209 Troy Street, Tupelo, Mississippi 38804-4827  
(Address of principal executive offices) (Zip Code)  
(662) 680-1001  
(Registrant's telephone number, including area code)

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 whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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.

Large accelerated filer  Accelerated filer

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

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

As of April 30, 2014, 31,484,327 shares of the registrant's common stock, \$5.00 par value per share, were outstanding. The registrant has no other classes of securities outstanding.



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 Form 10-Q  
 For the Quarterly Period Ended March 31, 2014  
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## PART I. FINANCIAL INFORMATION

## Item 1. FINANCIAL STATEMENTS

## Renasant Corporation and Subsidiaries

## Consolidated Balance Sheets

(In Thousands, Except Share Data)

|  | (Unaudited)       |                      |
|--|-------------------|----------------------|
|  | March 31,<br>2014 | December 31,<br>2013 |
| Assets   |                   |                      |
| Cash and due from banks  | \$82,991          | \$87,342             |
| Interest-bearing balances with banks   | 218,624           | 159,306              |
| Cash and cash equivalents  | 301,615           | 246,648              |
| Securities held to maturity (fair value of \$484,780 and \$408,576 respectively)   | 482,410           | 412,075              |
| Securities available for sale, at fair value   | 564,278           | 501,254              |
| Mortgage loans held for sale, at fair value  | 28,433            | 33,440               |
| Loans, net of unearned income:   |                   |                      |
| Covered under loss-share agreements  | 173,545           | 181,674              |
| Not covered under loss-share agreements  | 3,693,883         | 3,699,344            |
| Total loans, net of unearned income  | 3,867,428         | 3,881,018            |
| Allowance for loan losses  | (48,048)          | (47,665)             |
| Loans, net   | 3,819,380         | 3,833,353            |
| Premises and equipment, net  | 102,184           | 101,525              |
| Other real estate owned:   |                   |                      |
| Covered under loss-share agreements  | 10,218            | 12,942               |
| Not covered under loss-share agreements  | 37,523            | 39,945               |
| Total other real estate owned, net   | 47,741            | 52,887               |
| Goodwill   | 276,144           | 276,100              |
| Other intangible assets, net   | 26,759            | 28,230               |
| FDIC loss-share indemnification asset  | 24,963            | 26,273               |
| Other assets   | 228,924           | 234,485              |
| Total assets   | \$5,902,831       | \$5,746,270          |
| Liabilities and shareholders' equity   |                   |                      |
| Liabilities  |                   |                      |
| Deposits   |                   |                      |
| Noninterest-bearing  | \$914,964         | \$856,020            |
| Interest-bearing   | 4,089,820         | 3,985,892            |
| Total deposits   | 5,004,784         | 4,841,912            |
| Short-term borrowings  | —                 | 2,283                |
| Long-term debt   | 168,700           | 169,592              |
| Other liabilities  | 52,632            | 66,831               |
| Total liabilities  | 5,226,116         | 5,080,618            |
| Shareholders' equity   |                   |                      |
| Preferred stock, \$.01 par value – 5,000,000 shares authorized; no shares issued and outstanding   | —                 | —                    |
| Common stock, \$5.00 par value – 75,000,000 shares authorized, 32,656,166 and 32,656,182 shares issued, respectfully; 31,480,395 and 31,387,668 shares outstanding, respectively | 163,281           | 163,281              |
| Treasury stock, at cost  | (22,109)          | (23,023)             |
| Additional paid-in capital   | 342,113           | 342,552              |

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|  |             |             |
|--|-------------|-------------|
| Retained earnings                                  | 203,037     | 194,815     |
| Accumulated other comprehensive loss, net of taxes | (9,607      | ) (11,973   |
| Total shareholders' equity                         | 676,715     | 665,652     |
| Total liabilities and shareholders' equity         | \$5,902,831 | \$5,746,270 |

See Notes to Consolidated Financial Statements.

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Renasant Corporation and Subsidiaries  
Consolidated Statements of Income (Unaudited)  
(In Thousands, Except Share Data)

|   | Three Months Ended<br>March 31, |          |
|---|---------------------------------|----------|
|   | 2014                            | 2013     |
| Interest income                                     |                                 |          |
| Loans   | \$49,546                        | \$34,158 |
| Securities  |                                 |          |
| Taxable   | 4,243                           | 2,791    |
| Tax-exempt  | 2,189                           | 1,947    |
| Other   | 199                             | 49       |
| Total interest income                               | 56,177                          | 38,945   |
| Interest expense                                    |                                 |          |
| Deposits  | 4,373                           | 4,080    |
| Borrowings  | 1,833                           | 1,484    |
| Total interest expense                              | 6,206                           | 5,564    |
| Net interest income                                 | 49,971                          | 33,381   |
| Provision for loan losses                           | 1,450                           | 3,050    |
| Net interest income after provision for loan losses | 48,521                          | 30,331   |
| Noninterest income                                  |                                 |          |
| Service charges on deposit accounts                 | 5,916                           | 4,500    |
| Fees and commissions                                | 4,972                           | 4,831    |
| Insurance commissions                               | 1,863                           | 818      |
| Wealth management revenue                           | 2,144                           | 1,724    |
| Gains on sales of securities                        | —                               | 54       |
| BOLI income   | 731                             | 730      |
| Gains on sales of mortgage loans held for sale      | 1,585                           | 3,565    |
| Other   | 1,405                           | 1,113    |
| Total noninterest income                            | 18,616                          | 17,335   |
| Noninterest expense                                 |                                 |          |
| Salaries and employee benefits                      | 28,428                          | 21,274   |
| Data processing                                     | 2,695                           | 2,043    |
| Net occupancy and equipment                         | 4,847                           | 3,604    |
| Other real estate owned                             | 1,701                           | 2,049    |
| Professional fees                                   | 1,200                           | 1,173    |
| Advertising and public relations                    | 1,528                           | 1,490    |
| Intangible amortization                             | 1,471                           | 323      |
| Communications                                      | 1,682                           | 1,127    |
| Merger-related expenses                             | 195                             | —        |
| Other   | 3,898                           | 4,474    |
| Total noninterest expense                           | 47,645                          | 37,557   |
| Income before income taxes                          | 19,492                          | 10,109   |
| Income taxes  | 5,895                           | 2,538    |
| Net income  | \$13,597                        | \$7,571  |
| Basic earnings per share                            | \$0.43                          | \$0.30   |
| Diluted earnings per share                          | \$0.43                          | \$0.30   |
| Cash dividends declared per common share            | \$0.17                          | \$0.17   |

See Notes to Consolidated Financial Statements.

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Renasant Corporation and Subsidiaries  
 Consolidated Statements of Comprehensive Income (Unaudited)  
 (In Thousands, Except Share Data)

|   | Three Months Ended<br>March 31, |         |
|---|---------------------------------|---------|
|   | 2014                            | 2013    |
| Net income  | \$13,597                        | \$7,571 |
| Other comprehensive income, net of tax:   |                                 |         |
| Securities:   |                                 |         |
| Unrealized holding gains on securities  | 2,784                           | 146     |
| Reclassification adjustment for losses (gains) realized in net income                               | —                               | 71      |
| Amortization of unrealized holding gains on securities transferred to the held to maturity category | (44                             | ) (66   |
| Total securities  | 2,740                           | 151     |
| Derivative instruments:   |                                 |         |
| Unrealized holding (losses) gains on derivative instruments   | (419                            | ) 207   |
| Reclassification adjustment for gains realized in net income  | —                               | (53     |
| Totals derivative instruments   | (419                            | ) 154   |
| Defined benefit pension and post-retirement benefit plans:  |                                 |         |
| Net (loss) gain arising during the period   | —                               | —       |
| Less amortization of net actuarial loss recognized in net periodic pension cost                     | 45                              | 72      |
| Total defined benefit pension and post-retirement benefit plans                                     | 45                              | 72      |
| Other comprehensive income, net of tax  | 2,366                           | 377     |
| Comprehensive income  | \$15,963                        | \$7,948 |

See Notes to Consolidated Financial Statements.



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Renasant Corporation and Subsidiaries  
Condensed Consolidated Statements of Cash Flows (Unaudited)  
(In Thousands)

|  | Three Months Ended March 31, |           |
|--|------------------------------|-----------|
|  | 2014                         | 2013      |
| Operating activities   |                              |           |
| Net cash provided by operating activities                      | \$20,260                     | \$41,340  |
| Investing activities   |                              |           |
| Purchases of securities available for sale                     | (76,282                      | ) (70,720 |
| Proceeds from sales of securities available for sale           | —                            | 9,013     |
| Proceeds from call/maturities of securities available for sale | 17,069                       | 21,425    |
| Purchases of securities held to maturity                       | (128,684                     | ) (59,987 |
| Proceeds from sales of securities held to maturity             | —                            | 4,461     |
| Proceeds from call/maturities of securities held to maturity   | 57,890                       | 28,590    |
| Net decrease/(increase) in loans                               | 12,038                       | (3,608    |
| Purchases of premises and equipment                            | (2,293                       | ) (2,337  |
| Net cash used in investing activities                          | (120,262                     | ) (73,163 |
| Financing activities   |                              |           |
| Net increase (decrease) in noninterest-bearing deposits        | 58,944                       | (1,149    |
| Net increase in interest-bearing deposits                      | 103,928                      | 95,103    |
| Net (decrease) increase in short-term borrowings               | (2,283                       | ) 1,594   |
| Repayment of long-term debt                                    | (989                         | ) (2,197  |
| Cash paid for dividends  | (5,372                       | ) (4,300  |
| Cash received on exercise of stock-based compensation          | —                            | 225       |
| Excess tax benefit from stock-based compensation               | 741                          | 155       |
| Net cash provided by financing activities                      | 154,969                      | 89,431    |
| Net increase in cash and cash equivalents                      | 54,967                       | 57,608    |
| Cash and cash equivalents at beginning of period               | 246,648                      | 132,420   |
| Cash and cash equivalents at end of period                     | \$301,615                    | \$190,028 |
| Supplemental disclosures                                       |                              |           |
| Cash paid for interest   | \$6,543                      | \$5,779   |
| Cash paid for income taxes                                     | \$4,993                      | \$2,645   |
| Noncash transactions:  |                              |           |
| Transfers of loans to other real estate owned                  | \$2,585                      | \$5,828   |

See Notes to Consolidated Financial Statements.

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Notes to Consolidated Financial Statements (Unaudited)

## Note A – Summary of Significant Accounting Policies

Nature of Operations: Renasant Corporation (referred to herein as the “Company”) owns and operates Renasant Bank (“Renasant Bank” or the “Bank”) and Renasant Insurance, Inc. The Company offers a diversified range of financial, fiduciary and insurance services to its retail and commercial customers through its subsidiaries and full service offices located throughout north and north central Mississippi, Tennessee, north and central Alabama and north Georgia.

Basis of Presentation: The accompanying unaudited consolidated financial statements of the Company and its subsidiaries have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and in accordance with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. For further information regarding the Company’s significant accounting policies, refer to the audited consolidated financial statements and footnotes thereto included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2013 filed with the Securities and Exchange Commission on March 11, 2014.

On September 1, 2013, the Company completed its acquisition of First M&F Corporation (“First M&F”). The financial condition and results of operation for First M&F are included in the Company’s financial statements since the date of the acquisition. See Note M, “Mergers and Acquisitions,” in these Notes to Consolidated Financial Statements for further details regarding the terms and conditions of the Company’s merger with First M&F.

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Subsequent Events: The Company has evaluated, for consideration of recognition or disclosure, subsequent events that have occurred through the date of issuance of its financial statements, and has determined that no significant events occurred after March 31, 2014 but prior to the issuance of these financial statements that would have a material impact on its Consolidated Financial Statements.

## Note B – Securities

(In Thousands)

The amortized cost and fair value of securities held to maturity were as follows as of the dates presented:

|  | Amortized<br>Cost | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Fair<br>Value |
|--|-------------------|------------------------------|-------------------------------|---------------|
| March 31, 2014   |                   |                              |                               |               |
| Obligations of other U.S. Government agencies and corporations | \$185,056         | \$10                         | \$(6,764)                     | ) \$178,302   |
| Obligations of states and political subdivisions               | 297,354           | 10,594                       | (1,470)                       | ) 306,478     |
|  | \$482,410         | \$10,604                     | \$(8,234)                     | ) \$484,780   |
| December 31, 2013  |                   |                              |                               |               |
| Obligations of other U.S. Government agencies and corporations | \$125,061         | \$14                         | \$(8,727)                     | ) \$116,348   |
| Obligations of states and political subdivisions               | 287,014           | 7,897                        | (2,683)                       | ) 292,228     |
|  | \$412,075         | \$7,911                      | \$(11,410)                    | ) \$408,576   |

In light of the ongoing fiscal uncertainty in state and local governments, the Company analyzes its exposure to potential losses in its security portfolio on at least a quarterly basis. Management reviews the underlying credit rating and analyzes the financial condition of the respective issuers. The Company had no sales of such securities in the first quarter ending 2014. However, the

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements (Unaudited)

Company sold certain securities representing obligations of state and political subdivisions that were classified as held to maturity during the same

period in 2013. The securities sold showed significant credit deterioration because our analysis led us to conclude that the issuers were operating at net deficits with little to no financial cushion to offset future contingencies. The securities sold during the first quarter of 2013 had a carrying value of \$4,292, and the Company recognized a net gain of \$169 on the sale.

The amortized cost and fair value of securities available for sale were as follows as of the dates presented:

|  | Amortized<br>Cost | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Fair<br>Value |
|--|-------------------|------------------------------|-------------------------------|---------------|
| March 31, 2014   |                   |                              |                               |               |
| Obligations of other U.S. Government agencies and corporations | \$6,138           | \$136                        | \$(159)                       | ) \$6,115     |
| Residential mortgage backed securities:                        |                   |                              |                               |               |
| Government agency mortgage backed securities                   | 303,024           | 3,254                        | (3,296)                       | ) 302,982     |
| Government agency collateralized mortgage obligations          | 168,484           | 1,464                        | (4,028)                       | ) 165,920     |
| Commercial mortgage backed securities:                         |                   |                              |                               |               |
| Government agency mortgage backed securities                   | 41,063            | 1,402                        | (406)                         | ) 42,059      |
| Government agency collateralized mortgage obligations          | 4,184             | 72                           | —                             | ) 4,256       |
| Trust preferred securities                                     | 27,514            | 290                          | (8,426)                       | ) 19,378      |
| Other debt securities  | 18,918            | 357                          | (177)                         | ) 19,098      |
| Other equity securities  | 2,775             | 1,695                        | —                             | ) 4,470       |
|  | \$572,100         | \$8,670                      | \$(16,492)                    | ) \$564,278   |
|  | Amortized<br>Cost | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Fair<br>Value |
| December 31, 2013  |                   |                              |                               |               |
| Obligations of other U.S. Government agencies and corporations | \$6,144           | \$125                        | \$(201)                       | ) \$6,068     |
| Residential mortgage backed securities:                        |                   |                              |                               |               |
| Government agency mortgage backed securities                   | 261,659           | 2,747                        | (4,414)                       | ) 259,992     |
| Government agency collateralized mortgage obligations          | 149,682           | 1,542                        | (4,679)                       | ) 146,545     |
| Commercial mortgage backed securities:                         |                   |                              |                               |               |
| Government agency mortgage backed securities                   | 41,252            | 1,373                        | (584)                         | ) 42,041      |
| Government agency collateralized mortgage obligations          | 5,007             | 59                           | —                             | ) 5,066       |
| Trust preferred securities                                     | 27,531            | 73                           | (9,933)                       | ) 17,671      |
| Other debt securities  | 19,544            | 240                          | (230)                         | ) 19,554      |
| Other equity securities  | 2,775             | 1,542                        | —                             | ) 4,317       |

\$513,594      \$7,701      \$(20,041      ) \$501,254

Gross realized gains and gross realized losses on sales of securities available for sale for the three months ended March 31, 2014 and 2013 were as follows:

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements (Unaudited)

|  | Three Months Ended<br>March 31, |          |
|--|---------------------------------|----------|
|  | 2014                            | 2013     |
| Gross gains on sales of securities available for sale  | \$—                             | \$—      |
| Gross losses on sales of securities available for sale | —                               | (115 )   |
| Loss on sales of securities available for sale, net    | \$—                             | \$(115 ) |

At March 31, 2014 and December 31, 2013, securities with a carrying value of \$748,738 and \$604,571, respectively, were pledged to secure government, public and trust deposits. Securities with a carrying value of \$4,991 and \$7,626 were pledged as collateral for short-term borrowings and derivative instruments at March 31, 2014 and December 31, 2013, respectively.

The amortized cost and fair value of securities at March 31, 2014 by contractual maturity are shown below. Expected maturities will differ from contractual maturities because issuers may call or prepay obligations with or without call or prepayment penalties.

|   | Held to Maturity  |               | Available for Sale |               |
|---|-------------------|---------------|--------------------|---------------|
|   | Amortized<br>Cost | Fair<br>Value | Amortized<br>Cost  | Fair<br>Value |
| Due within one year                                   | \$69,290          | \$69,391      | \$—                | \$—           |
| Due after one year through five years                 | 54,751            | 56,469        | 1,075              | 1,146         |
| Due after five years through ten years                | 208,703           | 204,699       | 5,063              | 4,969         |
| Due after ten years                                   | 149,666           | 154,221       | 27,514             | 19,378        |
| Residential mortgage backed securities:               |                   |               |                    |               |
| Government agency mortgage backed securities          | —                 | —             | 303,024            | 302,982       |
| Government agency collateralized mortgage obligations | —                 | —             | 168,484            | 165,920       |
| Commercial mortgage backed securities:                |                   |               |                    |               |
| Government agency mortgage backed securities          | —                 | —             | 41,063             | 42,059        |
| Government agency collateralized mortgage obligations | —                 | —             | 4,184              | 4,256         |
| Other debt securities                                 | —                 | —             | 18,918             | 19,098        |
| Other equity securities                               | —                 | —             | 2,775              | 4,470         |
|   | \$482,410         | \$484,780     | \$572,100          | \$564,278     |

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements (Unaudited)

The following table presents the age of gross unrealized losses and fair value by investment category as of the dates presented:

|  | Less than 12 Months |                   |                   | 12 Months or More |                  |                   | Total      |                   |                   |
|--|---------------------|-------------------|-------------------|-------------------|------------------|-------------------|------------|-------------------|-------------------|
|  | #                   | Fair Value        | Unrealized Losses | #                 | Fair Value       | Unrealized Losses | #          | Fair Value        | Unrealized Losses |
| <b>Held to Maturity:</b>                                       |                     |                   |                   |                   |                  |                   |            |                   |                   |
| <b>March 31, 2014</b>  |                     |                   |                   |                   |                  |                   |            |                   |                   |
| Obligations of other U.S. Government agencies and corporations | 26                  | \$ 126,526        | \$(6,053)         | 2                 | \$9,279          | \$(711)           | 28         | \$ 135,805        | \$(6,764)         |
| Obligations of states and political subdivisions               | 70                  | 45,661            | (1,205)           | 6                 | 4,087            | (265)             | 76         | 49,748            | (1,470)           |
| <b>Total</b>   | <b>96</b>           | <b>\$ 172,187</b> | <b>\$(7,258)</b>  | <b>8</b>          | <b>\$ 13,366</b> | <b>\$(976)</b>    | <b>104</b> | <b>185,553</b>    | <b>\$(8,234)</b>  |
| <b>December 31, 2013</b>                                       |                     |                   |                   |                   |                  |                   |            |                   |                   |
| Obligations of other U.S. Government agencies and corporations | 26                  | \$ 105,747        | \$(7,826)         | 2                 | \$9,090          | \$(901)           | 28         | \$ 114,837        | \$(8,727)         |
| Obligations of states and political subdivisions               | 111                 | 59,503            | (2,578)           | 2                 | 933              | (105)             | 113        | 60,436            | (2,683)           |
| <b>Total</b>   | <b>137</b>          | <b>\$ 165,250</b> | <b>\$(10,404)</b> | <b>4</b>          | <b>\$ 10,023</b> | <b>\$(1,006)</b>  | <b>141</b> | <b>\$ 175,273</b> | <b>\$(11,410)</b> |
| <b>Available for Sale:</b>                                     |                     |                   |                   |                   |                  |                   |            |                   |                   |
| <b>March 31, 2014</b>  |                     |                   |                   |                   |                  |                   |            |                   |                   |
| Obligations of other U.S. Government agencies and corporations | 0                   | \$3,841           | \$(159)           | 0                 | \$—              | \$—               | 0          | \$3,841           | \$(159)           |
| Residential mortgage backed securities:                        |                     |                   |                   |                   |                  |                   |            |                   |                   |
| Government agency mortgage backed securities                   | 33                  | 148,117           | (2,197)           | 5                 | 18,501           | (1,100)           | 38         | 166,618           | (3,297)           |
| Government agency collateralized mortgage obligations          | 17                  | 73,776            | (2,025)           | 8                 | 32,315           | (2,003)           | 25         | 106,091           | (4,028)           |
| Commercial mortgage backed securities:                         |                     |                   |                   |                   |                  |                   |            |                   |                   |
| Government agency mortgage backed securities                   | 3                   | 10,487            | (406)             | 0                 | —                | —                 | 3          | 10,487            | (406)             |
| Government agency collateralized                               | 0                   | —                 | —                 | 0                 | —                | —                 | 0          | —                 | —                 |

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|  |    |           |            |    |          |             |    |           |             |
|--|----|-----------|------------|----|----------|-------------|----|-----------|-------------|
| mortgage obligations   |    |           |            |    |          |             |    |           |             |
| Trust preferred securities                                     | 0  | —         | —          | 4  | 17,964   | (8,426 )    | 4  | 17,964    | (8,426 )    |
| Other debt securities  | 1  | 2,713     | (170 )     | 1  | 1,817    | (7 )        | 2  | 4,530     | (177 )      |
| Total  | 54 | \$238,934 | \$(4,957 ) | 18 | \$70,597 | \$(11,536 ) | 72 | \$309,531 | \$(16,493 ) |
| December 31, 2013  |    |           |            |    |          |             |    |           |             |
| Obligations of other U.S. Government agencies and corporations | 1  | \$3,799   | \$(201 )   | 0  | \$—      | \$—         | 1  | \$3,799   | \$(201 )    |
| Residential mortgage backed securities:                        |    |           |            |    |          |             |    |           |             |
| Government agency mortgage backed securities                   | 32 | 134,858   | (3,451 )   | 3  | 13,239   | (963 )      | 35 | 148,097   | (4,414 )    |
| Government agency collateralized mortgage obligations          | 17 | 68,496    | (3,468 )   | 4  | 16,750   | (1,211 )    | 21 | 85,246    | (4,679 )    |
| Commercial mortgage backed securities:                         |    |           |            |    |          |             |    |           |             |
| Government agency mortgage backed securities                   | 4  | 16,570    | (584 )     | 0  | —        | —           | 4  | 16,570    | (584 )      |
| Government agency collateralized mortgage obligations          | 0  | —         | —          | 0  | —        | —           | 0  | —         | —           |
| Trust preferred securities                                     | 0  | —         | —          | 3  | 16,456   | (9,933 )    | 3  | 16,456    | (9,933 )    |
| Other debt securities  | 3  | 7,100     | (217 )     | 1  | 1,897    | (13 )       | 4  | 8,997     | (230 )      |
| Other equity securities  | 0  | —         | —          | 0  | —        | —           | 0  | —         | —           |
| Total  | 57 | \$230,823 | \$(7,921 ) | 11 | \$48,342 | \$(12,120 ) | 68 | \$279,165 | \$(20,041 ) |



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Notes to Consolidated Financial Statements (Unaudited)

The Company evaluates its investment portfolio for other-than-temporary-impairment (“OTTI”) on a quarterly basis. Impairment is assessed at the individual security level. The Company considers an investment security impaired if the fair value of the security is less than its cost or amortized cost basis. Impairment is considered to be other-than-temporary if the Company intends to sell the investment security or if the Company does not expect to recover the entire amortized cost basis of the security before the Company is required to sell the security or before the security’s maturity.

The Company holds investments in pooled trust preferred securities that had an amortized cost basis of \$27,514 and \$27,531 and a fair value of \$19,378 and \$17,671, at March 31, 2014 and December 31, 2013, respectively. The investments in pooled trust preferred securities consist of four securities representing interests in various tranches of trusts collateralized by debt issued by over 340 financial institutions. Management’s determination of the fair value of each of its holdings in pooled trust preferred securities is based on the current credit ratings, the known deferrals and defaults by the underlying issuing financial institutions and the degree to which future deferrals and defaults would be required to occur before the cash flow for the Company’s tranches is negatively impacted. In addition, management continually monitors key credit quality and capital ratios of the issuing institutions. This determination is further supported by quarterly valuations, which are performed by third parties, of each security obtained by the Company. The Company does not intend to sell the investments, and it is not more likely than not that the Company will be required to sell the investments before recovery of the investments’ amortized cost, which may be maturity. At March 31, 2014, management did not, and does not currently, believe such securities will be settled at a price less than the amortized cost of the investment, but the Company previously concluded that it was probable that there had been an adverse change in estimated cash flows for all four trust preferred securities and recognized credit related impairment losses on these securities in 2010 and 2011. No additional impairment was recognized during the three months ended March 31, 2014 or 2013.

However, based on the qualitative factors discussed above, each of the four pooled trust preferred securities was classified as a nonaccruing asset at March 31, 2014. Investment interest is recorded on the cash-basis method until qualifying for return to accrual status.

The following table provides information regarding the Company’s investments in pooled trust preferred securities at March 31, 2014:

| Name  | Single/<br>Pooled | Class/<br>Tranche | Amortized<br>Cost | Fair<br>Value | Unrealized<br>Gain (Loss) | Lowest<br>Credit<br>Rating | Issuers<br>Currently in<br>Deferral or<br>Default |   |
|-------|-------------------|-------------------|-------------------|---------------|---------------------------|----------------------------|---|---|
| XIII  | Pooled            | B-2               | \$ 1,125          | \$ 1,415      | \$ 290                    | Caa3                       | 28  | % |
| XXIII | Pooled            | B-2               | 8,746             | 5,495         | (3,251 )                  | B1                         | 20  | % |
| XXIV  | Pooled            | B-2               | 12,076            | 8,175         | (3,901 )                  | Ca                         | 34  | % |
| XXVI  | Pooled            | B-2               | 5,567             | 4,293         | (1,274 )                  | Ca                         | 30  | % |
|       |                   |                   | \$27,514          | \$ 19,378     | \$(8,136 )                |                            |   |   |

The following table provides a summary of the cumulative credit related losses recognized in earnings for which a portion of OTTI has been recognized in other comprehensive income:

|   | 2014       | 2013       |
|---|------------|------------|
| Balance at January 1  | \$(3,337 ) | \$(3,337 ) |
| Additions related to credit losses for which OTTI was not previously recognized | —          | —          |
| Increases in credit loss for which OTTI was previously recognized               | —          | —          |
| Balance at March 31   | \$(3,337 ) | \$(3,337 ) |



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## Note C – Loans and the Allowance for Loan Losses

(In Thousands, Except Number of Loans)

The following is a summary of loans as of the dates presented:

|                                     | March 31,<br>2014 | December 31,<br>2013 |
|-------------------------------------|-------------------|----------------------|
| Commercial, financial, agricultural | \$440,116         | \$468,963            |
| Lease financing                     | 623               | 53                   |
| Real estate – construction          | 155,900           | 161,436              |
| Real estate – 1-4 family mortgage   | 1,211,260         | 1,208,233            |
| Real estate – commercial mortgage   | 1,968,158         | 1,950,572            |
| Installment loans to individuals    | 91,382            | 91,762               |
| Gross loans                         | 3,867,439         | 3,881,019            |
| Unearned income                     | (11               | ) (1                 |
| Loans, net of unearned income       | 3,867,428         | 3,881,018            |
| Allowance for loan losses           | (48,048           | ) (47,665            |
| Net loans                           | \$3,819,380       | \$3,833,353          |

## Past Due and Nonaccrual Loans

Loans are considered past due if the required principal and interest payments have not been received as of the date such payments were due. Generally, the recognition of interest on mortgage and commercial loans is discontinued at the time the loan is 90 days past due unless the credit is well-secured and in process of collection. Consumer and other retail loans are typically charged-off no later than the time the loan is 120 days past due. In all cases, loans are placed on nonaccrual status or charged-off at an earlier date if collection of principal or interest is considered doubtful. Loans may be placed on nonaccrual regardless of whether or not such loans are considered past due. All interest accrued for the current year, but not collected, for loans that are placed on nonaccrual or charged-off is reversed against interest income. The interest on these loans is accounted for on the cash-basis or cost-recovery method, until qualifying for return to accrual. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

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The following table provides an aging of past due and nonaccrual loans, segregated by class, as of the dates presented:

|   | Accruing Loans         |                                |                  |                | Nonaccruing Loans         |                                |                  |                |                |
|---|------------------------|--------------------------------|------------------|----------------|---------------------------|--------------------------------|------------------|----------------|----------------|
|   | 30-89 Days<br>Past Due | 90 Days<br>or More<br>Past Due | Current<br>Loans | Total<br>Loans | 30-89 Days<br>Past<br>Due | 90 Days<br>or More<br>Past Due | Current<br>Loans | Total<br>Loans | Total<br>Loans |
| March 31, 2014                            |                        |                                |                  |                |                           |                                |                  |                |                |
| Commercial,<br>financial,<br>agricultural | \$1,565                | \$354                          | \$435,597        | \$437,516      | \$36                      | \$1,207                        | \$1,357          | \$2,600        | \$440,116      |
| Lease financing                           | —                      | —                              | 623              | 623            | —                         | —                              | —                | —              | 623            |
| Real estate –<br>construction             | 265                    | —                              | 153,987          | 154,252        | —                         | 1,648                          | —                | 1,648          | 155,900        |
| Real estate – 1-4<br>family mortgage      | 11,884                 | 1,727                          | 1,182,749        | 1,196,360      | 550                       | 7,722                          | 6,628            | 14,900         | 1,211,260      |
| Real estate –<br>commercial<br>mortgage   | 7,712                  | 1,041                          | 1,907,796        | 1,916,549      | 2,939                     | 37,035                         | 11,635           | 51,609         | 1,968,158      |
| Installment loans<br>to individuals       | 366                    | 154                            | 90,783           | 91,303         | —                         | 71                             | 8                | 79             | 91,382         |
| Unearned income                           | —                      | —                              | (11 )            | (11 )          | —                         | —                              | —                | —              | (11 )          |
| Total                                     | \$21,792               | \$3,276                        | \$3,771,524      | \$3,796,592    | \$3,525                   | \$47,683                       | \$19,628         | \$70,836       | \$3,867,428    |
| December 31,<br>2013                      |                        |                                |                  |                |                           |                                |                  |                |                |
| Commercial,<br>financial,<br>agricultural | \$2,067                | \$607                          | \$463,521        | \$466,195      | \$138                     | \$1,959                        | \$671            | \$2,768        | \$468,963      |
| Lease financing                           | —                      | —                              | 53               | 53             | —                         | —                              | —                | —              | 53             |
| Real estate –<br>construction             | 664                    | —                              | 159,124          | 159,788        | —                         | 1,648                          | —                | 1,648          | 161,436        |
| Real estate – 1-4<br>family mortgage      | 10,168                 | 2,206                          | 1,179,703        | 1,192,077      | 1,203                     | 6,041                          | 8,912            | 16,156         | 1,208,233      |
| Real estate –<br>commercial<br>mortgage   | 8,870                  | 1,286                          | 1,888,745        | 1,898,901      | 966                       | 37,439                         | 13,266           | 51,671         | 1,950,572      |
| Installment loans<br>to individuals       | 706                    | 88                             | 90,880           | 91,674         | —                         | 80                             | 8                | 88             | 91,762         |
| Unearned income                           | —                      | —                              | (1 )             | (1 )           | —                         | —                              | —                | —              | (1 )           |
| Total                                     | \$22,475               | \$4,187                        | \$3,782,025      | \$3,808,687    | \$2,307                   | \$47,167                       | \$22,857         | \$72,331       | \$3,881,018    |

There were no restructured loans contractually 90 days past due or more at March 31, 2014 or December 31, 2013. The outstanding balance of restructured loans on nonaccrual status was \$9,696 and \$10,078 at March 31, 2014 and December 31, 2013, respectively.

Impaired Loans

A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the

loan agreement. Impairment is measured on a loan-by-loan basis for commercial, consumer and construction loans above a minimum dollar amount threshold by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price or the fair value of the collateral if the loan is collateral dependent. Large groups of smaller balance homogeneous loans are evaluated collectively for impairment. When the ultimate collectability of an impaired loan's principal is in doubt, wholly or partially, all cash receipts are applied to principal. Once the recorded balance has been reduced to zero, future cash receipts are applied to interest income, to the extent any interest has been foregone, and then they are recorded as recoveries of any amounts previously charged-off. For impaired loans, a specific reserve is established to adjust the carrying value of the loan to its estimated net realizable value.

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Impaired loans recognized in conformity with Financial Accounting Standards Board Accounting Standards Codification Topic ("ASC") 310, "Receivables" ("ASC 310"), segregated by class, were as follows as of the dates presented:

|  | Unpaid<br>Contractual<br>Principal<br>Balance | Recorded<br>Investment<br>With<br>Allowance | Recorded<br>Investment<br>With No<br>Allowance | Total<br>Recorded<br>Investment | Related<br>Allowance |
|--|---|---|--|---------------------------------|----------------------|
| March 31, 2014   |   |   |  |                                 |                      |
| Commercial, financial, agricultural<br>Lease financing | \$9,534                                       | \$723                                       | \$4,761  | \$5,484                         | \$253                |
| Real estate – construction                             | —   | —   | —  | —                               | —                    |
| Real estate – 1-4 family mortgage                      | 2,834   | —   | 1,882  | 1,882                           | —                    |
| Real estate – commercial mortgage                      | 32,727  | 21,831                                      | 4,481  | 26,312                          | 7,285                |
| Installment loans to individuals                       | 123,870                                       | 32,529                                      | 46,960   | 79,489                          | 7,724                |
| Total  | —   | —   | —  | —                               | —                    |
| Total  | \$168,965                                     | \$55,083                                    | \$58,084                                       | \$113,167                       | \$15,262             |
| December 31, 2013                                      |   |   |  |                                 |                      |
| Commercial, financial, agricultural<br>Lease financing | \$6,575                                       | \$743                                       | \$2,043  | \$2,786                         | \$260                |
| Real estate – construction                             | —   | —   | —  | —                               | —                    |
| Real estate – 1-4 family mortgage                      | 2,447   | —   | 1,648  | 1,648                           | —                    |
| Real estate – commercial mortgage                      | 42,868  | 25,374                                      | 8,542  | 33,916                          | 7,353                |
| Installment loans to individuals                       | 108,963                                       | 30,624                                      | 38,517   | 69,141                          | 7,036                |
| Totals   | 620   | 183   | 77   | 260                             | 1                    |
| Totals   | \$161,473                                     | \$56,924                                    | \$50,827                                       | \$107,751                       | \$14,650             |

The following table presents the average recorded investment and interest income recognized on impaired loans for the periods presented:

|  | Three Months Ended<br>March 31, 2014 |                                  | Three Months Ended<br>March 31, 2013 |   |
|--|--------------------------------------|----------------------------------|--------------------------------------|---|
|  | Average<br>Recorded<br>Investment    | Interest<br>Income<br>Recognized | Average<br>Recorded<br>Investment    | Interest<br>Income<br>Recognized <sup>(1)</sup> |
| Commercial, financial, agricultural<br>Lease financing | \$7,745                              | \$5                              | \$3,758                              | \$—   |
| Real estate – construction                             | —                                    | —                                | —                                    | —   |
| Real estate – 1-4 family mortgage                      | 2,037                                | 2                                | 1,650                                | —   |
| Real estate – commercial mortgage                      | 27,754                               | 34                               | 43,097                               | 183   |
| Installment loans to individuals                       | 91,277                               | 64                               | 79,940                               | 343   |
| Total  | —                                    | —                                | —                                    | —   |
| Total  | \$128,813                            | \$105                            | \$128,445                            | \$526   |

Includes interest income recognized using the cash-basis method of income recognition of \$0. The Company (1) recognized \$289 interest income using the cash-basis method of income recognition during the three months ended March 31, 2014.

Restructured Loans

Restructured loans are those for which concessions have been granted to the borrower due to a deterioration of the borrower's financial condition and which are performing in accordance with the new terms. Such concessions may include reduction in interest rates or deferral of interest or principal payments. In evaluating whether to restructure a loan, management analyzes the long-term financial condition of the borrower, including guarantor and collateral support, to determine whether the proposed concessions will increase the likelihood of repayment of principal and interest. Restructured loans that are not performing in accordance with

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their restructured terms that are either contractually 90 days past due or placed on nonaccrual status are reported as nonperforming loans. The following table presents restructured loans segregated by class as of the dates presented:

|                                     | Number of<br>Loans | Pre-<br>Modification<br>Outstanding<br>Recorded<br>Investment | Post-<br>Modification<br>Outstanding<br>Recorded<br>Investment |
|-------------------------------------|--------------------|---|--|
| March 31, 2014                      |                    |   |  |
| Commercial, financial, agricultural | —                  | \$—   | \$—  |
| Lease financing                     | —                  | —   | —  |
| Real estate – construction          | —                  | —   | —  |
| Real estate – 1-4 family mortgage   | 22                 | 19,042  | 9,061  |
| Real estate – commercial mortgage   | 16                 | 12,785  | 10,741   |
| Installment loans to individuals    | —                  | —   | —  |
| Total                               | 38                 | \$31,827  | \$19,802   |
| December 31, 2013                   |                    |   |  |
| Commercial, financial, agricultural | 1                  | \$20  | \$19   |
| Lease financing                     | —                  | —   | —  |
| Real estate – construction          | —                  | —   | —  |
| Real estate – 1-4 family mortgage   | 23                 | 19,371  | 10,354   |
| Real estate – commercial mortgage   | 16                 | 12,785  | 10,934   |
| Installment loans to individuals    | 1                  | 182   | 171  |
| Total                               | 41                 | \$32,358  | \$21,478   |



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Changes in the Company's restructured loans are set forth in the table below:

|                                     | Number of<br>Loans | Recorded<br>Investment |
|-------------------------------------|--------------------|------------------------|
| Totals at January 1, 2014           | 41                 | \$21,478               |
| Additional loans with concessions   | —                  | —                      |
| Reductions due to:                  |                    |                        |
| Reclassified as nonperforming       | (1                 | ) (331                 |
| Paid in full                        | (2                 | ) (190                 |
| Charge-offs                         | —                  | —                      |
| Transfer to other real estate owned | —                  | —                      |
| Principal paydowns                  |                    | (1,155                 |
| Lapse of concession period          | —                  | —                      |
| Totals at March 31, 2014            | 38                 | \$19,802               |

The allocated allowance for loan losses attributable to restructured loans was \$3,137 and \$2,984 at March 31, 2014 and December 31, 2013, respectively. The Company had \$0 and \$93 in remaining availability under commitments to lend additional funds on these restructured loans at March 31, 2014 and December 31, 2013, respectively.

Credit Quality

For loans originated for commercial purposes, internal risk-rating grades are assigned by lending, credit administration or loan review personnel, based on an analysis of the financial and collateral strength and other credit attributes underlying each loan. Management analyzes the resulting ratings, as well as other external statistics and factors such as delinquency, to track the migration performance of the portfolio balances of these loans. Loan grades range between 1 and 9, with 1 being loans with the least credit risk. Loans that migrate toward the "Pass" grade (those with a risk rating between 1 and 4) or within the "Pass" grade generally have a lower risk of loss and therefore a lower risk factor. The "Watch" grade (those with a risk rating of 5) is utilized on a temporary basis for "Pass" grade loans where a significant adverse risk-modifying action is anticipated in the near term. Loans that migrate toward the "Substandard" grade (those with a risk rating between 6 and 9) generally have a higher risk of loss and therefore a higher risk factor applied to those related loan balances. The following table presents the Company's loan portfolio by risk-rating grades as of the dates presented:

|                                     | Pass        | Watch    | Substandard | Total       |
|-------------------------------------|-------------|----------|-------------|-------------|
| March 31, 2014                      |             |          |             |             |
| Commercial, financial, agricultural | \$318,388   | \$7,083  | \$3,011     | \$328,482   |
| Real estate – construction          | 109,808     | 840      | —           | 110,648     |
| Real estate – 1-4 family mortgage   | 130,472     | 11,822   | 21,875      | 164,169     |
| Real estate – commercial mortgage   | 1,368,897   | 31,823   | 35,142      | 1,435,862   |
| Installment loans to individuals    | 1,691       | —        | —           | 1,691       |
| Total                               | \$1,929,256 | \$51,568 | \$60,028    | \$2,040,852 |
| December 31, 2013                   |             |          |             |             |
| Commercial, financial, agricultural | \$328,959   | \$10,588 | \$4,266     | \$343,813   |
| Real estate – construction          | 114,428     | 588      | —           | 115,016     |
| Real estate – 1-4 family mortgage   | 126,916     | 13,864   | 23,370      | 164,150     |
| Real estate – commercial mortgage   | 1,338,340   | 32,892   | 35,121      | 1,406,353   |
| Installment loans to individuals    | 19          | —        | —           | 19          |
| Total                               | \$1,908,662 | \$57,932 | \$62,757    | \$2,029,351 |



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For portfolio balances of consumer, consumer mortgage and certain other loans originated for other than commercial purposes, allowance factors are determined based on historical loss ratios by portfolio for the preceding eight quarters and may be adjusted by other qualitative criteria. The following table presents the performing status of the Company's loan portfolio not subject to risk rating as of the dates presented:

|                                     | Performing  | Non-Performing | Total       |
|-------------------------------------|-------------|----------------|-------------|
| March 31, 2014                      |             |                |             |
| Commercial, financial, agricultural | \$80,738    | \$50           | \$80,788    |
| Lease financing                     | 623         | —              | 623         |
| Real estate – construction          | 42,480      | —              | 42,480      |
| Real estate – 1-4 family mortgage   | 946,404     | 2,358          | 948,762     |
| Real estate – commercial mortgage   | 244,863     | 177            | 245,040     |
| Installment loans to individuals    | 83,382      | 143            | 83,525      |
| Total                               | \$1,398,490 | \$2,728        | \$1,401,218 |
| December 31, 2013                   |             |                |             |
| Commercial, financial, agricultural | \$89,490    | \$176          | \$89,666    |
| Lease financing                     | 53          | —              | 53          |
| Real estate – construction          | 43,535      | —              | 43,535      |
| Real estate – 1-4 family mortgage   | 938,994     | 2,527          | 941,521     |
| Real estate – commercial mortgage   | 242,363     | 666            | 243,029     |
| Installment loans to individuals    | 84,855      | 79             | 84,934      |
| Total                               | \$1,399,290 | \$3,448        | \$1,402,738 |

## Loans Acquired with Deteriorated Credit Quality

Loans acquired in business combinations that exhibited, at the date of acquisition, evidence of deterioration of the credit quality since origination, such that it was probable that all contractually required payments would not be collected, were as follows as of the dates presented:

|                                     | Impaired Covered Loans | Other Covered Loans | Not Covered Loans | Total     |
|-------------------------------------|------------------------|---------------------|-------------------|-----------|
| March 31, 2014                      |                        |                     |                   |           |
| Commercial, financial, agricultural | \$—                    | \$8,283             | \$22,563          | \$30,846  |
| Lease financing                     | —                      | —                   | —                 | —         |
| Real estate – construction          | —                      | 1,648               | 1,124             | 2,772     |
| Real estate – 1-4 family mortgage   | 835                    | 51,417              | 46,077            | 98,329    |
| Real estate – commercial mortgage   | 23,164                 | 88,173              | 175,919           | 287,256   |
| Installment loans to individuals    | —                      | 25                  | 6,141             | 6,166     |
| Total                               | \$23,999               | \$149,546           | \$251,824         | \$425,369 |
| December 31, 2013                   |                        |                     |                   |           |
| Commercial, financial, agricultural | \$—                    | \$9,546             | \$25,938          | \$35,484  |
| Lease financing                     | —                      | —                   | —                 | —         |
| Real estate – construction          | —                      | 1,648               | 1,237             | 2,885     |
| Real estate – 1-4 family mortgage   | 835                    | 53,631              | 48,096            | 102,562   |
| Real estate – commercial mortgage   | 23,684                 | 92,302              | 185,204           | 301,190   |

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|                                  |          |           |           |           |
|----------------------------------|----------|-----------|-----------|-----------|
| Installment loans to individuals | —        | 28        | 6,781     | 6,809     |
| Total                            | \$24,519 | \$157,155 | \$267,256 | \$448,930 |

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The references in the table above and elsewhere in these Notes to "covered loans" and "not covered loans" (as well as to "covered OREO" and "not covered OREO") refer to loans (or OREO, as applicable) covered and not covered, respectively, by loss-share agreements with the FDIC. See Note E, "FDIC Loss-Share Indemnification Asset," below for more information.

The following table presents the fair value of loans determined to be impaired at the time of acquisition and determined not to be impaired at the time of acquisition at March 31, 2014:

|   | Impaired<br>Covered<br>Loans | Other<br>Covered<br>Loans | Not<br>Covered<br>Loans | Total     |
|---|------------------------------|---------------------------|-------------------------|-----------|
| Contractually-required principal and interest | \$66,318                     | \$191,885                 | \$337,443               | \$595,646 |
| Nonaccretable difference <sup>(1)</sup>       | (42,318)                     | (39,131)                  | (50,645)                | (132,094) |
| Cash flows expected to be collected           | 24,000                       | 152,754                   | 286,798                 | 463,552   |
| Accretable yield <sup>(2)</sup>               | (1)                          | (3,208)                   | (34,974)                | (38,183)  |
| Fair value                                    | \$23,999                     | \$149,546                 | \$251,824               | \$425,369 |

(1) Represents contractual principal and interest cash flows of \$582,714 and \$12,932, respectively, not expected to be collected.

(2) Represents contractual interest payments of \$3,352 expected to be collected and purchase discount of \$34,888. Changes in the accretable yield of loans acquired with deteriorated credit quality were as follows:

|   | Impaired<br>Covered<br>Loans | Other<br>Covered<br>Loans | Not<br>Covered<br>Loans | Total      |
|---|------------------------------|---------------------------|-------------------------|------------|
| Balance at January 1, 2014              | \$(13)                       | \$(6,705)                 | \$(1,129)               | \$(7,847)  |
| Reclasses from nonaccretable difference | (17)                         | 1,419                     | (37,489)                | (36,087)   |
| Accretion                               | 29                           | 2,078                     | 3,587                   | 5,694      |
| Balance at March 31, 2014               | \$(1)                        | \$(3,208)                 | \$(35,031)              | \$(38,240) |

## Allowance for Loan Losses

The allowance for loan losses is maintained at a level believed adequate by management to absorb probable credit losses inherent in the entire loan portfolio. The appropriate level of the allowance is based on an ongoing analysis of the loan portfolio and represents an amount that management deems adequate to provide for inherent losses, including collective impairment as recognized under ASC 450, "Contingencies". Collective impairment is calculated based on loans grouped by grade. Another component of the allowance is losses on loans assessed as impaired under ASC 310. The balance of these loans and their related allowance is included in management's estimation and analysis of the allowance for loan losses. Management and the internal loan review staff evaluate the adequacy of the allowance for loan losses quarterly. The allowance for loan losses is evaluated based on a continuing assessment of problem loans, the types of loans, historical loss experience, new lending products, emerging credit trends, changes in the size and character of loan categories and other factors, including its risk rating system, regulatory guidance and economic conditions. This evaluation is inherently subjective, as it requires estimates that are susceptible to significant revision as more information becomes available. The allowance for loan losses is established through a provision for loan losses charged to earnings resulting from measurements of inherent credit risk in the loan portfolio and estimates of probable losses or impairments of individual loans. Loan losses are charged against the allowance when management believes the uncollectability of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the

allowance.

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements (Unaudited)

The following table provides a roll forward of the allowance for loan losses and a breakdown of the ending balance of the allowance based on the Company's impairment methodology for the periods presented:

|  | Commercial | Real Estate -<br>Construction | Real Estate -<br>1-4 Family<br>Mortgage | Real Estate -<br>Commercial<br>Mortgage | Installment<br>and<br>Other <sup>(1)</sup> | Total     |
|--|------------|-------------------------------|---|---|--|-----------|
| <b>Three Months Ended March 31, 2014</b>           |            |                               |   |   |  |           |
| Allowance for loan losses:                         |            |                               |   |   |  |           |
| Beginning balance                                  | \$ 3,090   | \$ 1,091                      | \$ 18,629                               | \$ 23,688                               | \$ 1,167                                   | \$ 47,665 |
| Charge-offs  | (119 )     | —                             | (887 )                                  | (60 )                                   | (231 )                                     | (1,297 )  |
| Recoveries   | 37         | 5                             | 151                                     | 30                                      | 7  | 230       |
| Net (charge-offs) recoveries                       | (82 )      | 5                             | (736 )                                  | (30 )                                   | (224 )                                     | (1,067 )  |
| Provision for loan losses                          | 183        | 13                            | 496                                     | 480                                     | 243  | 1,415     |
| Benefit attributable to FDIC loss-share agreements | (68 )      | —                             | (69 )                                   | 5                                       | —  | (132 )    |
| Recoveries payable to FDIC                         | 5          | —                             | 158                                     | 4                                       | —  | 167       |
| Provision for loan losses charged to operations    | 120        | 13                            | 585                                     | 489                                     | 243  | 1,450     |
| Ending balance                                     | \$ 3,128   | \$ 1,109                      | \$ 18,478                               | \$ 24,147                               | \$ 1,186                                   | \$ 48,048 |
| Period-End Amount Allocated to:                    |            |                               |   |   |  |           |
| Individually evaluated for impairment              | \$ 253     | \$ —                          | \$ 7,285                                | \$ 7,724                                | \$ —                                       | \$ 15,262 |
| Collectively evaluated for impairment              | 2,875      | 1,109                         | 11,193                                  | 16,423                                  | 1,186                                      | 32,786    |
| Acquired with deteriorated credit quality          | —          | —                             | —                                       | —                                       | —  | —         |
| Ending balance                                     | \$ 3,128   | \$ 1,109                      | \$ 18,478                               | \$ 24,147                               | \$ 1,186                                   | \$ 48,048 |
| <b>Three Months Ended March 31, 2013</b>           |            |                               |   |   |  |           |
| Allowance for loan losses:                         |            |                               |   |   |  |           |
| Beginning balance                                  | \$ 3,307   | \$ 711                        | \$ 18,347                               | \$ 21,416                               | \$ 566                                     | \$ 44,347 |
| Charge-offs  | (234 )     | —                             | (614 )                                  | (593 )                                  | (64 )                                      | (1,505 )  |
| Recoveries   | 157        | 16                            | 339                                     | 91                                      | 10   | 613       |
| Net (charge-offs) recoveries                       | (77 )      | 16                            | (275 )                                  | (502 )                                  | (54 )                                      | (892 )    |
| Provision for loan losses                          | (53 )      | (52 )                         | 1,197                                   | 1,825                                   | 542  | 3,459     |
| Benefit attributable to FDIC loss-share agreements | (247 )     | —                             | (261 )                                  | (661 )                                  | —  | (1,169 )  |
| Recoveries payable to FDIC                         | 12         | 1                             | 729                                     | 18                                      | —  | 760       |
| Provision for loan losses charged to operations    | (288 )     | (51 )                         | 1,665                                   | 1,182                                   | 542  | 3,050     |
| Ending balance                                     | \$ 2,942   | \$ 676                        | \$ 19,737                               | \$ 22,096                               | \$ 1,054                                   | \$ 46,505 |
| Period-End Amount Allocated to:                    |            |                               |   |   |  |           |
| Individually evaluated for impairment              | \$ 699     | \$ —                          | \$ 8,641                                | \$ 8,194                                | \$ —                                       | \$ 17,534 |

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|   |         |        |           |           |          |           |
|---|---------|--------|-----------|-----------|----------|-----------|
| Collectively evaluated for impairment     | 2,243   | 676    | 11,096    | 13,902    | 1,054    | 28,971    |
| Acquired with deteriorated credit quality | —       | —      | —         | —         | —        | —         |
| Ending balance                            | \$2,942 | \$ 676 | \$ 19,737 | \$ 22,096 | \$ 1,054 | \$ 46,505 |

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements (Unaudited)

(1) Includes lease financing receivables. The following table provides the recorded investment in loans, net of unearned income, based on the Company's impairment methodology as of the dates presented:

|   | Commercial | Real Estate -<br>Construction | Real Estate -<br>1-4 Family<br>Mortgage | Real Estate -<br>Commercial<br>Mortgage | Installment<br>and Other <sup>(1)</sup> | Total       |
|---|------------|-------------------------------|---|---|---|-------------|
| March 31, 2014                            |            |                               |   |   |   |             |
| Individually evaluated for impairment     | \$723      | \$—                           | \$21,831                                | \$32,523                                | \$—                                     | \$55,077    |
| Collectively evaluated for impairment     | 408,547    | 153,128                       | 1,091,100                               | 1,648,379                               | 85,828                                  | 3,386,982   |
| Acquired with deteriorated credit quality | 30,846     | 2,772                         | 98,329                                  | 287,256                                 | 6,166                                   | 425,369     |
| Ending balance                            | \$440,116  | \$155,900                     | \$1,211,260                             | \$1,968,158                             | \$91,994                                | \$3,867,428 |
| December 31, 2013                         |            |                               |   |   |   |             |
| Individually evaluated for impairment     | \$743      | \$—                           | \$25,374                                | \$30,624                                | \$183                                   | \$56,924    |
| Collectively evaluated for impairment     | 432,736    | 158,551                       | 1,080,297                               | 1,618,758                               | 84,822                                  | 3,375,164   |
| Acquired with deteriorated credit quality | 35,484     | 2,885                         | 102,562                                 | 301,190                                 | 6,809                                   | 448,930     |
| Ending balance                            | \$468,963  | \$161,436                     | \$1,208,233                             | \$1,950,572                             | \$91,814                                | \$3,881,018 |

(1) Includes lease financing receivables.

## Note D – Other Real Estate Owned

(In Thousands)

The following table provides details of the Company's other real estate owned ("OREO") covered and not covered under a loss-share agreement, net of valuation allowances and direct write-downs as of the dates presented:

|                              | Covered<br>OREO | Not Covered<br>OREO | Total<br>OREO |
|------------------------------|-----------------|---------------------|---------------|
| March 31, 2014               |                 |                     |               |
| Residential real estate      | \$1,671         | \$6,466             | \$8,137       |
| Commercial real estate       | 3,083           | 8,513               | 11,596        |
| Residential land development | 916             | 10,419              | 11,335        |
| Commercial land development  | 4,548           | 12,125              | 16,673        |
| Total                        | \$10,218        | \$37,523            | \$47,741      |
| December 31, 2013            |                 |                     |               |
| Residential real estate      | \$2,133         | \$6,767             | \$8,900       |
| Commercial real estate       | 3,598           | 8,984               | 12,582        |
| Residential land development | 1,161           | 12,334              | 13,495        |
| Commercial land development  | 6,050           | 11,860              | 17,910        |
| Other                        | —               | —                   | —             |
| Total                        | \$12,942        | \$39,945            | \$52,887      |



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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements (Unaudited)

Changes in the Company's OREO covered and not covered under a loss-share agreement were as follows:

|                            | Covered<br>OREO | Not Covered<br>OREO | Total<br>OREO |
|----------------------------|-----------------|---------------------|---------------|
| Balance at January 1, 2014 | \$12,942        | \$39,945            | \$52,887      |
| Acquired OREO              | —               | —                   | —             |
| Transfers of loans         | 1,031           | 1,554               | 2,585         |
| Capitalized improvements   | —               | —                   | —             |
| Impairments <sup>(1)</sup> | (1,552          | ) (528              | ) (2,080      |
| Dispositions               | (2,232          | ) (3,341            | ) (5,573      |
| Other                      | 29              | (107                | ) (78         |
| Balance at March 31, 2014  | \$10,218        | \$37,523            | \$47,741      |

Of the total impairment charges of \$1,552 recorded for covered OREO, \$310 was included in the Consolidated (1) Statements of Income for the three months ended March 31, 2014, while the remaining \$1,242 increased the FDIC loss-share indemnification asset.

Components of the line item "Other real estate owned" in the Consolidated Statements of Income were as follows for the periods presented:

|                               | Three Months Ended<br>March 31, |         |
|-------------------------------|---------------------------------|---------|
|                               | 2014                            | 2013    |
| Repairs and maintenance       | \$781                           | \$353   |
| Property taxes and insurance  | 241                             | 353     |
| Impairments                   | 838                             | 986     |
| Net (gain) loss on OREO sales | (114                            | ) 470   |
| Rental income                 | (45                             | ) (113  |
| Total                         | \$1,701                         | \$2,049 |

Note E – FDIC Loss-Share Indemnification Asset  
(In Thousands)

As part of the loan portfolio and OREO fair value estimation in connection with FDIC-assisted acquisitions, a FDIC loss-share indemnification asset is established, which represents the present value as of the acquisition date of the estimated losses on covered assets to be reimbursed by the FDIC. Pursuant to the terms of both of our loss-share agreements, the FDIC is obligated to reimburse the Bank for 80% of all eligible losses with respect to covered assets, beginning with the first dollar of loss incurred. The Bank has a corresponding obligation to reimburse the FDIC for 80% of eligible recoveries with respect to covered assets. The estimated losses are based on the same cash flow estimates used in determining the fair value of the covered assets. The FDIC loss-share indemnification asset is reduced as losses are recognized on covered assets and loss-share payments are received from the FDIC. Realized losses in excess of estimates as of the date of the acquisition increase the FDIC loss-share indemnification asset. Conversely, when realized losses are less than these estimates, the portion of the FDIC loss-share indemnification asset no longer expected to result in a payment from the FDIC is amortized into interest income using the effective interest method.

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements (Unaudited)

Changes in the FDIC loss-share indemnification asset were as follows:

|   |          |   |
|---|----------|---|
| Balance at January 1, 2014                                | \$26,273 |   |
| Changes in expected cash flows from initial estimates on: |          |   |
| Covered Loans   | (90      | ) |
| Covered OREO  | 1,183    |   |
| Reimbursable expenses                                     | 136      |   |
| Accretion   | —        |   |
| Reimbursements received from the FDIC                     | (2,539   | ) |
| Balance at March 31, 2014                                 | \$24,963 |   |

## Note F – Mortgage Servicing Rights

(In Thousands)

The Company retains the right to service certain mortgage loans that it sells to secondary market investors. These mortgage servicing rights, included in “Other assets” on the Consolidated Balance Sheets, are recognized as a separate asset on the date the corresponding mortgage loan is sold. Mortgage servicing rights are amortized in proportion to and over the period of estimated net servicing income. These servicing rights are carried at the lower of amortized cost or fair value. Fair value is determined using an income approach with various assumptions including expected cash flows, prepayment speeds, market discount rates, servicing costs, and other factors. Mortgage servicing rights were carried at amortized cost at March 31, 2014 and December 31, 2013.

Impairment losses on mortgage servicing rights are recognized to the extent by which the unamortized cost exceeds fair value. No impairment losses on mortgage servicing rights were recognized in earnings for the three months ended March 31, 2014 and 2013.

Changes in the Company’s mortgage servicing rights were as follows:

|                            |         |   |
|----------------------------|---------|---|
| Balance at January 1, 2014 | \$8,994 |   |
| Capitalization             | 798     |   |
| Amortization               | (278    | ) |
| Balance at March 31, 2014  | \$9,514 |   |

Data and key economic assumptions related to the Company’s mortgage servicing rights as of March 31, 2014 are as follows:

|   |           |   |
|---|-----------|---|
| Unpaid principal balance                | \$950,600 |   |
| Weighted-average prepayment speed (CPR) | 4.41      | % |
| Estimated impact of a 10% increase      | \$(768    | ) |
| Estimated impact of a 20% increase      | (1,031    | ) |
| Discount rate                           | 11.26     | % |
| Estimated impact of a 10% increase      | \$(826    | ) |
| Estimated impact of a 20% increase      | (1,139    | ) |
| Weighted-average coupon interest rate   | 3.71      | % |

|  |       |
|--|-------|
| Weighted-average servicing fee (basis points)  | 25.09 |
| Weighted-average remaining maturity (in years) | 24.17 |

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements (Unaudited)

## Note G - Employee Benefit and Deferred Compensation Plans

(In Thousands, Except Share Data)

The plan expense for the Company-sponsored noncontributory defined benefit pension plan (“Pension Benefits”) and post-retirement health and life plans (“Other Benefits”) for the periods presented was as follows:

|                                    | Pension Benefits   |         | Other Benefits     |      |
|------------------------------------|--------------------|---------|--------------------|------|
|                                    | Three Months Ended |         | Three Months Ended |      |
|                                    | March 31,          |         | March 31,          |      |
|                                    | 2014               | 2013    | 2014               | 2013 |
| Service cost                       | \$—                | \$—     | \$6                | \$7  |
| Interest cost                      | 318                | 188     | 23                 | 12   |
| Expected return on plan assets     | (539               | ) (311  | ) —                | —    |
| Prior service cost recognized      | —                  | —       | —                  | —    |
| Recognized actuarial loss          | 45                 | 97      | 27                 | 19   |
| Net periodic benefit cost (return) | \$(176             | ) \$(26 | ) \$56             | \$38 |

There were no stock options granted during the three months ended March 31, 2014.

In January 2013, the Company granted stock options which generally vest and become exercisable in equal installments of 33 1/3% upon completion of one, two and three years of service measured from the grant date. The fair value of stock option grants is estimated on the grant date using the Black-Scholes option-pricing model. The Company employs the following assumptions with respect to its stock option grants in 2013:

|                                 | 2014 Grant | 2013 Grant |   |
|---------------------------------|------------|------------|---|
| Shares granted                  | —          | 52,500     |   |
| Dividend yield                  | —          | % 3.55     | % |
| Expected volatility             | —          | % 37       | % |
| Risk-free interest rate         | —          | % 0.76     | % |
| Expected lives                  |            | 6 years    |   |
| Weighted average exercise price | \$—        | \$19.14    |   |
| Weighted average fair value     | \$—        | \$4.47     |   |

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements (Unaudited)

In connection with its merger with First M&F during the third quarter of 2013, the Company assumed First M&F's 2005 Equity Incentive Plan and Stock Option Plan, under which options to purchase an aggregate of 11,557 shares of the Company's common stock were outstanding as of the date of assumption. The assumed options had a weighted average exercise price of \$21.16 and a weighted average remaining contractual life of 2.05 years at the date of assumption. The fair value of the stock options assumed on the date of assumption was \$68 and was estimated using the Black-Scholes option-pricing model. No additional options or other forms of equity incentives will be granted or awarded under this plan.

The following table summarizes the changes in stock option grants as of and for the three months ended March 31, 2014:

|  | Shares    | Weighted Average Exercise Price |
|--|-----------|---------------------------------|
| Options outstanding at beginning of period | 1,060,350 | \$ 18.64                        |
| Assumed from acquisition                   | —         | —                               |
| Granted                                    | —         | —                               |
| Exercised                                  | (61,567   | ) 14.63                         |
| Forfeited                                  | —         | —                               |
| Options outstanding at end of period       | 998,783   | \$ 18.89                        |

The Company awards performance-based restricted stock to executives and time-based restricted stock to directors and other officers and employees under a long-term equity incentive plan. The performance-based restricted stock vests upon completion of a one-year service period and the attainment of certain performance goals.

Performance-based restricted stock is issued at the target level; the number of shares ultimately awarded is determined at the end of each year and may be increased or decreased depending on the Company falling short of, meeting or exceeding financial performance measures defined by the Board of Directors. Time-based restricted stock vests at the end of the service period defined in the respective grant. The fair value of each restricted stock grant is the closing price of the Company's common stock on the day immediately preceding the grant date. The following table summarizes the changes in restricted stock as of and for the three months ended March 31, 2014:

|                                  | Performance-Based Restricted Stock | Weighted Average Grant-Date Fair Value | Time- Based Restricted Stock | Weighted Average Grant-Date Fair Value |
|----------------------------------|------------------------------------|--|------------------------------|--|
| Nonvested at beginning of period | 69,850                             | \$ 19.14                               | 22,338                       | \$ 24.30                               |
| Granted                          | 78,600                             | 31.46                                  | 22,500                       | 31.46                                  |
| Vested                           | (69,850                            | ) 19.14                                | —                            | —                                      |
| Cancelled                        | —                                  | —                                      | —                            | —                                      |
| Nonvested at end of period       | 78,600                             | \$ 31.46                               | 44,838                       | \$ 27.89                               |

During the three months ended March 31, 2014, the Company reissued 92,727 shares from treasury in connection with the exercise of stock options and issuance of restricted stock. The Company recorded total stock-based compensation expense of \$871 and \$478 for the three months ended March 31, 2014 and 2013, respectively.

## Note H – Segment Reporting

(In Thousands)

The operations of the Company's reportable segments are described as follows:

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The Community Banks segment delivers a complete range of banking and financial services to individuals and small to medium-sized businesses including checking and savings accounts, business and personal loans, equipment leasing, as well as safe deposit and night depository facilities.

The Insurance segment includes a full service insurance agency offering all major lines of commercial and personal insurance through major carriers.

The Wealth Management segment offers a broad range of fiduciary services which includes the administration and management of trust accounts including personal and corporate benefit accounts, self-directed IRAs, and custodial



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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements (Unaudited)

accounts. In addition, the Wealth Management segment offers annuities, mutual funds and other investment services through a third party broker-dealer.

In order to give the Company's divisional management a more precise indication of the income and expenses they can control, the results of operations for the Community Banks, the Insurance and the Wealth Management segments reflect the direct revenues and expenses of each respective segment. Indirect revenues and expenses, including but not limited to income from the Company's investment portfolio, as well as certain costs associated with data processing and back office functions, primarily support the operations of the community banks and, therefore, are included in the results of the Community Banks segment. Included in "Other" are the operations of the holding company and other eliminations which are necessary for purposes of reconciling to the consolidated amounts.

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements (Unaudited)

The following table provides financial information for the Company's operating segments for the periods presented:

|                                   | Community<br>Banks | Insurance | Wealth<br>Management | Other     | Consolidated |
|-----------------------------------|--------------------|-----------|----------------------|-----------|--------------|
| Three months ended March 31, 2014 |                    |           |                      |           |              |
| Net interest income               | \$50,636           | \$63      | \$311                | \$(1,039) | ) \$49,971   |
| Provision for loan losses         | 1,389              | —         | 61                   | —         | 1,450        |
| Noninterest income                | 14,083             | 2,393     | 2,116                | 24        | 18,616       |
| Noninterest expense               | 44,125             | 1,474     | 1,868                | 178       | 47,645       |
| Income (loss) before income taxes | 19,205             | 982       | 498                  | (1,193)   | ) 19,492     |
| Income taxes                      | 5,978              | 380       | —                    | (463)     | ) 5,895      |
| Net income (loss)                 | 13,227             | 602       | 498                  | (730)     | ) 13,597     |
|                                   |                    |           |                      |           |              |
| Total assets                      | \$5,826,289        | \$17,442  | \$44,345             | \$14,755  | \$5,902,831  |
| Goodwill                          | 273,387            | 2,757     | —                    | —         | 276,144      |
|                                   |                    |           |                      |           |              |
| Three months ended March 31, 2013 |                    |           |                      |           |              |
| Net interest income               | \$33,677           | \$23      | \$295                | \$(614)   | ) \$33,381   |
| Provision for loan losses         | 2,917              | —         | 133                  | —         | 3,050        |
| Noninterest income                | 14,547             | 1,033     | 1,734                | 21        | 17,335       |
| Noninterest expense               | 35,059             | 813       | 1,581                | 104       | 37,557       |
| Income (loss) before income taxes | 10,248             | 243       | 315                  | (697)     | ) 10,109     |
| Income taxes                      | 2,723              | 94        | —                    | (279)     | ) 2,538      |
| Net income (loss)                 | \$7,525            | \$149     | \$315                | \$(418)   | ) \$7,571    |
|                                   |                    |           |                      |           |              |
| Total assets                      | \$4,205,826        | \$10,214  | \$39,673             | \$11,945  | \$4,267,658  |
| Goodwill                          | 181,996            | 2,783     | —                    | —         | 184,779      |

## Note I – Fair Value Measurements

(In Thousands)

## Fair Value Measurements and the Fair Level Hierarchy

ASC 820, "Fair Value Measurements and Disclosures," provides guidance for using fair value to measure assets and liabilities and also establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The fair value hierarchy gives the highest priority to a valuation based on quoted prices in active markets for identical assets and liabilities (Level 1), moderate priority to a valuation based on quoted prices in active markets for similar assets and liabilities and/or based on assumptions that are observable in the market (Level 2), and the lowest priority to a valuation based on assumptions that are not observable in the market (Level 3).

## Recurring Fair Value Measurements

The Company carries certain assets and liabilities at fair value on a recurring basis in accordance with applicable standards. The Company's recurring fair value measurements are based on the requirement to carry such assets and liabilities at fair value or the Company's election to carry certain eligible assets and liabilities at fair value. Assets and liabilities that are required to be carried at fair value include securities available for sale and derivative instruments. The Company has elected to carry mortgage loans held for sale at fair value on a recurring basis as permitted under the guidance in ASC 825, "Financial Instruments" ("ASC 825").

The following methods and assumptions are used by the Company to estimate the fair values of the Company's financial assets and liabilities that are measured on a recurring basis:

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements (Unaudited)

Securities available for sale: Securities available for sale consist primarily of debt securities, such as obligations of U.S. Government agencies and corporations, mortgage-backed securities, trust preferred securities, and other debt and equity securities. Where quoted market prices in active markets are available, securities are classified within Level 1 of the fair value hierarchy. If quoted prices from active markets are not available, fair values are based on quoted market prices for similar instruments traded in active markets, quoted market prices for identical or similar instruments traded in markets that are not active, or model-based valuation techniques where all significant assumptions are observable in the market. Such instruments are classified within Level 2 of the fair value hierarchy. When assumptions used in model-based valuation techniques are not observable in the market, the assumptions used by management reflect estimates of assumptions used by other market participants in determining fair value. When there is limited transparency around the inputs to the valuation, the instruments are classified within Level 3 of the fair value hierarchy.

Derivative instruments: The Company uses derivatives to manage various financial risks. Most of the Company's derivative contracts are extensively traded in over-the-counter markets and are valued using discounted cash flow models which incorporate observable market based inputs including current market interest rates, credit spreads, and other factors. Such instruments are categorized within Level 2 of the fair value hierarchy and include interest rate swaps and other interest rate contracts such as interest rate caps and/or floors. The Company's interest rate lock commitments are valued using current market prices for mortgage-backed securities with similar characteristics, adjusted for certain factors including servicing and risk. The value of the Company's forward commitments is based on current prices for securities backed by similar types of loans. Because these assumptions are observable in active markets, the Company's interest rate lock commitments and forward commitments are categorized within Level 2 of the fair value hierarchy.

Mortgage loans held for sale: Mortgage loans held for sale are primarily agency loans which trade in active secondary markets. The fair value of these instruments is derived from current market pricing for similar loans, adjusted for differences in loan characteristics, including servicing and risk. Because the valuation is based on external pricing of similar instruments, mortgage loans held for sale are classified within Level 2 of the fair value hierarchy.

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements (Unaudited)

The following table presents assets and liabilities that are measured at fair value on a recurring basis as of the dates presented:

|  | Level 1 | Level 2   | Level 3  | Totals    |
|--|---------|-----------|----------|-----------|
| March 31, 2014   |         |           |          |           |
| Financial assets:  |         |           |          |           |
| Securities available for sale:                                 |         |           |          |           |
| Obligations of other U.S. Government agencies and corporations | \$—     | \$6,115   | \$—      | \$6,115   |
| Residential mortgage-backed securities:                        |         |           |          |           |
| Government agency mortgage backed securities                   | —       | 302,982   | —        | 302,982   |
| Government agency collateralized mortgage obligations          | —       | 165,920   | —        | 165,920   |
| Commercial mortgage-backed securities:                         |         |           |          |           |
| Government agency mortgage backed securities                   | —       | 42,059    | —        | 42,059    |
| Government agency collateralized mortgage obligations          | —       | 4,256     | —        | 4,256     |
| Trust preferred securities                                     | —       | —         | 19,378   | 19,378    |
| Other debt securities  | —       | 19,098    | —        | 19,098    |
| Other equity securities  | —       | 4,470     | —        | 4,470     |
| Total securities available for sale                            | —       | 544,900   | 19,378   | 564,278   |
| Derivative instruments:  |         |           |          |           |
| Interest rate contracts  | —       | 1,278     | —        | 1,278     |
| Interest rate lock commitments                                 | —       | 967       | —        | 967       |
| Forward contracts  | —       | 98        | —        | 98        |
| Total derivative instruments                                   | —       | 2,343     | —        | 2,343     |
| Mortgage loans held for sale                                   | —       | 28,433    | —        | 28,433    |
| Total financial assets   | \$—     | \$575,676 | \$19,378 | \$595,054 |
| Financial liabilities:   |         |           |          |           |
| Derivative instruments:  |         |           |          |           |
| Interest rate swaps  | \$—     | \$1,899   | \$—      | \$1,899   |
| Interest rate contracts  | —       | 1,278     | —        | 1,278     |
| Interest rate lock commitments                                 | —       | 12        | —        | 12        |
| Forward commitments  | —       | 87        | —        | 87        |
| Total derivative instruments                                   | —       | 3,276     | —        | 3,276     |
| Total financial liabilities                                    | \$—     | \$3,276   | \$—      | \$3,276   |

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements (Unaudited)

|  | Level 1 | Level 2   | Level 3  | Totals    |
|--|---------|-----------|----------|-----------|
| December 31, 2013  |         |           |          |           |
| Financial assets:  |         |           |          |           |
| Securities available for sale:                                 |         |           |          |           |
| Obligations of other U.S. Government agencies and corporations | \$—     | \$6,068   | \$—      | \$6,068   |
| Residential mortgage-backed securities:                        |         |           |          |           |
| Government agency mortgage backed securities                   | —       | 259,992   | —        | 259,992   |
| Government agency collateralized mortgage obligations          | —       | 146,545   | —        | 146,545   |
| Commercial mortgage-backed securities:                         |         |           |          |           |
| Government agency mortgage backed securities                   | —       | 42,041    | —        | 42,041    |
| Government agency collateralized mortgage obligations          | —       | 5,066     | —        | 5,066     |
| Trust preferred securities                                     | —       | —         | 17,671   | 17,671    |
| Other debt securities  | —       | 19,554    | —        | 19,554    |
| Other equity securities  | —       | 4,317     | —        | 4,317     |
| Total securities available for sale                            | —       | 483,583   | 17,671   | 501,254   |
| Derivative instruments:  |         |           |          |           |
| Interest rate swap   | —       | 208       | —        | 208       |
| Interest rate contracts  | —       | 1,812     | —        | 1,812     |
| Interest rate lock commitments                                 | —       | 464       | —        | 464       |
| Forward commitments  | —       | 335       | —        | 335       |
| Total derivative instruments                                   | —       | 2,819     | —        | 2,819     |
| Mortgage loans held for sale                                   | —       | 33,440    | —        | 33,440    |
| Total financial assets   | \$—     | \$519,842 | \$17,671 | \$537,513 |
| Financial liabilities:   |         |           |          |           |
| Derivative instruments:  |         |           |          |           |
| Interest rate swaps  | \$—     | \$1,428   | \$—      | \$1,428   |
| Interest rate contracts  | —       | 1,812     | —        | 1,812     |
| Interest rate lock commitments                                 | —       | 52        | —        | 52        |
| Forward commitments  | —       | 24        | —        | 24        |
| Total derivative instruments                                   | —       | 3,316     | —        | 3,316     |
| Total financial liabilities                                    | \$—     | \$3,316   | \$—      | \$3,316   |

The Company reviews fair value hierarchy classifications on a quarterly basis. Changes in the Company's ability to observe inputs to the valuation may cause reclassification of certain assets or liabilities within the fair value hierarchy. Transfers between levels of the hierarchy are deemed to have occurred at the end of period. There were no such transfers between levels of the fair value hierarchy during the three months ended March 31, 2014.

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The following tables provide a reconciliation for assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs, or Level 3 inputs, during the three months ended March 31, 2014 and 2013, respectively:

| Three Months Ended March 31, 2014                       | Securities available for sale |                         | Total    |
|---|-------------------------------|-------------------------|----------|
|   | Trust preferred securities    | Other equity securities |          |
| Balance at January 1, 2014                              | \$17,671                      | \$—                     | \$17,671 |
| Realized gains included in net income                   | —                             | —                       | —        |
| Unrealized gains included in other comprehensive income | 1,724                         | —                       | 1,724    |
| Purchases   | —                             | —                       | —        |
| Sales   | —                             | —                       | —        |
| Issues  | —                             | —                       | —        |
| Settlements   | (17                           | ) —                     | (17      |
| Transfers into Level 3                                  | —                             | —                       | —        |
| Transfers out of Level 3                                | —                             | —                       | —        |
| Balance at March 31, 2014                               | \$19,378                      | \$—                     | \$19,378 |

| Three Months Ended March 31, 2013                       | Securities available for sale |                         | Total    |
|---|-------------------------------|-------------------------|----------|
|   | Trust preferred securities    | Other equity securities |          |
| Balance at January 1, 2013                              | \$15,068                      | \$—                     | \$15,068 |
| Realized gains included in net income                   | —                             | —                       | —        |
| Unrealized gains included in other comprehensive income | 1,878                         | —                       | 1,878    |
| Reclassification adjustment                             | —                             | —                       | —        |
| Purchases   | —                             | —                       | —        |
| Sales   | —                             | —                       | —        |
| Issues  | —                             | —                       | —        |
| Settlements   | (784                          | ) —                     | (784     |
| Transfers into Level 3                                  | —                             | —                       | —        |
| Transfers out of Level 3                                | —                             | —                       | —        |
| Balance at March 31, 2013                               | \$16,162                      | \$—                     | \$16,162 |

For the three months ended March 31, 2014 and 2013, there were no gains or losses included in earnings that were attributable to the change in unrealized gains or losses related to assets or liabilities held at the end of each respective period that were measured on a recurring basis using significant unobservable inputs.

The following table presents information as of March 31, 2014 about significant unobservable inputs (Level 3) used in the valuation of assets and liabilities measured at fair value on a recurring basis:

| Financial instrument       | Fair Value | Valuation Technique   | Significant Unobservable Inputs | Range of Inputs |
|----------------------------|------------|-----------------------|---------------------------------|-----------------|
| Trust preferred securities | \$19,378   | Discounted cash flows | Default rate                    | 0-100%          |

Nonrecurring Fair Value Measurements

Certain assets may be recorded at fair value on a nonrecurring basis. These nonrecurring fair value adjustments typically are a result of the application of the lower of cost or market accounting or a write-down occurring during the period. The following

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Notes to Consolidated Financial Statements (Unaudited)

table provides the fair value measurement for assets measured at fair value on a nonrecurring basis that were still held on the Consolidated Balance Sheets as of the dates presented and the level within the fair value hierarchy each is classified:

|                   |         |         |          |          |
|-------------------|---------|---------|----------|----------|
| March 31, 2014    | Level 1 | Level 2 | Level 3  | Totals   |
| Impaired loans    | \$—     | \$—     | \$3,255  | \$3,255  |
| OREO              | —       | —       | 7,221    | 7,221    |
| Total             | \$—     | \$—     | \$10,476 | \$10,476 |
| December 31, 2013 | Level 1 | Level 2 | Level 3  | Totals   |
| Impaired loans    | \$—     | \$—     | \$11,900 | \$11,900 |
| OREO              | —       | —       | 36,306   | 36,306   |
| Total             | \$—     | \$—     | \$48,206 | \$48,206 |

The following methods and assumptions are used by the Company to estimate the fair values of the Company's financial assets and liabilities measured on a nonrecurring basis:

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Notes to Consolidated Financial Statements (Unaudited)

Impaired loans: Loans considered impaired are reserved for at the time the loan is identified as impaired taking into account the fair value of the collateral less estimated selling costs. Collateral may be real estate and/or business assets including but not limited to equipment, inventory and accounts receivable. The fair value of real estate is determined based on appraisals by qualified licensed appraisers. The fair value of the business assets is generally based on amounts reported on the business's financial statements. Appraised and reported values may be adjusted based on changes in market conditions from the time of valuation and management's knowledge of the client and the client's business. Since not all valuation inputs are observable, these nonrecurring fair value determinations are classified as Level 3. Impaired loans are reviewed and evaluated on at least a quarterly basis for additional impairment and adjusted accordingly, based on the same factors previously identified. Impaired loans covered under loss-share agreements were recorded at their fair value upon the acquisition date, and no fair value adjustments were necessary for the three months ended March 31, 2014 and 2013, respectively. Impaired loans not covered under loss-share agreements that were measured or re-measured at fair value had a carrying value of \$4,107 and \$12,998 at March 31, 2014 and December 31, 2013, respectively, and a specific reserve for these loans of \$852 and \$1,098 was included in the allowance for loan losses for the periods ended on such respective dates.

Other real estate owned: OREO is comprised of commercial and residential real estate obtained in partial or total satisfaction of loan obligations. OREO covered under loss-share agreements is recorded at its fair value on its acquisition date. OREO not covered under loss-share agreements acquired in settlement of indebtedness is recorded at the fair value of the real estate less estimated costs to sell. Subsequently, it may be necessary to record nonrecurring fair value adjustments for declines in fair value. Fair value, when recorded, is determined based on appraisals by qualified licensed appraisers and adjusted for management's estimates of costs to sell. Accordingly, values for OREO are classified as Level 3.

The following table presents OREO measured at fair value on a nonrecurring basis that was still held in the Consolidated Balance Sheets as of the dates presented:

|   | March 31,<br>2014 | December 31,<br>2013 |
|---|-------------------|----------------------|
| OREO covered under loss-share agreements:         |                   |                      |
| Carrying amount prior to remeasurement            | \$4,170           | \$13,067             |
| Impairment recognized in results of operations    | (269              | ) (707               |
| Increase in FDIC loss-share indemnification asset | (1,078            | ) (2,829             |
| Receivable from other guarantor                   | (142              | ) (768               |
| Fair value  | \$2,681           | \$8,763              |
| OREO not covered under loss-share agreements:     |                   |                      |
| Carrying amount prior to remeasurement            | \$5,602           | \$30,436             |
| Impairment recognized in results of operations    | (1,062            | ) (2,893             |
| Fair value  | \$4,540           | \$27,543             |

The following table presents information as of March 31, 2014 about significant unobservable inputs (Level 3) used in the valuation of assets and liabilities measured at fair value on a nonrecurring basis:

| Financial instrument | Fair Value | Valuation Technique  | Significant Unobservable Inputs | Range of Inputs |
|----------------------|------------|--|---------------------------------|-----------------|
| Impaired loans       | 3,255      | Appraised value of collateral less estimated costs to sell | Estimated costs to sell         | 4-10%           |
| OREO                 | 7,221      | Appraised value of property less estimated costs to sell   | Estimated costs to sell         | 4-10%           |

Fair Value Option

The Company elected to measure all mortgage loans originated for sale on or after July 1, 2012 at fair value under the fair value option as permitted under ASC 825. Electing to measure these assets at fair value reduces certain timing differences and better matches the changes in fair value of the loans with changes in the fair value of derivative instruments used to economically hedge them.

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Notes to Consolidated Financial Statements (Unaudited)

Net losses of \$64 and \$277 resulting from fair value changes of these mortgage loans were recorded in income during the three months ended March 31, 2014 and March 31, 2013, respectively. The amount does not reflect changes in fair values of related derivative instruments used to hedge exposure to market-related risks associated with these mortgage loans. The change in fair value of both mortgage loans held for sale and the related derivative instruments are recorded in "Gains on sales of mortgage loans held for sale" in the Consolidated Statements of Income.

The Company's valuation of mortgage loans held for sale incorporates an assumption for credit risk; however, given the short-term period that the Company holds these loans, valuation adjustments attributable to instrument-specific credit risk are nominal. Interest income on mortgage loans held for sale measured at fair value is accrued as it is earned based on contractual rates and is reflected in loan interest income on the Consolidated Statements of Income. The following table summarizes the differences between the fair value and the principal balance for mortgage loans held for sale measured at fair value as of:

| March 31, 2014                                      | Aggregate<br>Fair Value | Aggregate<br>Unpaid<br>Principal<br>Balance | Difference |
|---|-------------------------|---|------------|
| Mortgage loans held for sale measured at fair value | \$28,433                | \$28,275                                    | \$158      |
| Past due loans of 90 days or more                   | —                       | —   | —          |
| Nonaccrual loans                                    | —                       | —   | —          |

## Fair Value of Financial Instruments

The carrying amounts and estimated fair values of the Company's financial instruments, including those assets and liabilities that are not measured and reported at fair value on a recurring basis or nonrecurring basis, were as follows as of the dates presented:

| As of March 31, 2014                               | Carrying<br>Value | Fair Value  |             |           | Total       |
|--|-------------------|-------------|-------------|-----------|-------------|
|  |                   | Level 1     | Level 2     | Level 3   |             |
| <b>Financial assets</b>                            |                   |             |             |           |             |
| Cash and cash equivalents                          | \$301,615         | \$301,615   | \$—         | \$—       | \$301,615   |
| Securities held to maturity                        | 482,410           | —           | 484,780     | —         | 484,780     |
| Securities available for sale                      | 564,278           | —           | 544,900     | 19,378    | 564,278     |
| Mortgage loans held for sale                       | 28,433            | —           | 28,433      | —         | 28,433      |
| Loans covered under loss-share agreements          | 173,545           | —           | —           | 174,167   | 174,167     |
| Loans not covered under loss-share agreements, net | 3,645,835         | —           | —           | 3,597,806 | 3,597,806   |
| FDIC loss-share indemnification asset              | 24,963            | —           | —           | 24,963    | 24,963      |
| Mortgage servicing rights                          | 9,514             | —           | —           | 10,485    | 10,485      |
| Derivative instruments                             | 2,343             | —           | 2,343       | —         | 2,343       |
| <b>Financial liabilities</b>                       |                   |             |             |           |             |
| Deposits   | \$5,004,784       | \$3,539,545 | \$1,470,862 | \$—       | \$5,010,407 |
| Federal Home Loan Bank advances                    | 74,416            | —           | 79,994      | —         | 79,994      |
| Junior subordinated debentures                     | 94,284            | —           | 78,855      | —         | 78,855      |
| Derivative instruments                             | 3,348             | —           | 3,348       | —         | 3,348       |



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| As of December 31, 2013                            | Carrying Value | Fair Value  |             |           | Total       |
|--|----------------|-------------|-------------|-----------|-------------|
|  |                | Level 1     | Level 2     | Level 3   |             |
| <b>Financial assets</b>                            |                |             |             |           |             |
| Cash and cash equivalents                          | \$246,648      | \$246,648   | \$—         | \$—       | \$246,648   |
| Securities held to maturity                        | 412,075        | —           | 408,567     | —         | 408,567     |
| Securities available for sale                      | 501,254        | —           | 483,583     | 17,671    | 501,254     |
| Mortgage loans held for sale                       | 33,440         | —           | 33,440      | —         | 33,440      |
| Loans covered under loss-share agreements          | 181,674        | —           | —           | 182,244   | 182,244     |
| Loans not covered under loss-share agreements, net | 3,651,679      | —           | —           | 3,590,446 | 3,590,446   |
| FDIC loss-share indemnification asset              | 26,273         | —           | —           | 26,273    | 26,273      |
| Mortgage servicing rights                          | 8,994          | —           | —           | 9,840     | 9,840       |
| Derivative instruments                             | 2,818          | —           | 2,818       | —         | 2,818       |
| <b>Financial liabilities</b>                       |                |             |             |           |             |
| Deposits   | \$4,841,912    | \$3,327,688 | \$1,520,667 | \$—       | \$4,848,355 |
| Short-term borrowings                              | 2,283          | 2,283       | —           | —         | 2,283       |
| Federal Home Loan Bank advances                    | 75,405         | —           | 80,989      | —         | 80,989      |
| Junior subordinated debentures                     | 94,187         | —           | 78,301      | —         | 78,301      |
| Derivative instruments                             | 3,096          | —           | 3,096       | —         | 3,096       |

The following methods and assumptions were used to estimate the fair value of each class of financial instruments for which it is practicable to estimate that value. The methodologies for estimating the fair value of financial assets and liabilities that are measured at fair value on a recurring or nonrecurring basis are discussed previously.

**Cash and cash equivalents:** Cash and cash equivalents consist of cash and due from banks and interest-bearing balances with banks. The carrying amount reported in the Consolidated Balance Sheets for cash and cash equivalents approximates fair value based on the short-term nature of these assets.

**Securities held to maturity:** Securities held to maturity consist of debt securities such as obligations of U.S.

Government agencies, states, and other political subdivisions. Where quoted market prices in active markets are available, securities are classified within Level 1 of the fair value hierarchy. If quoted prices from active markets are not available, fair values are based on quoted market prices for similar instruments traded in active markets, quoted market prices for identical or similar instruments traded in markets that are not active, or model-based valuation techniques where all significant assumptions are observable in the market. Such instruments are classified within Level 2 of the fair value hierarchy. When assumptions used in model-based valuation techniques are not observable in the market, the assumptions used by management reflect estimates of assumptions used by other market participants in determining fair value. When there is limited transparency around the inputs to the valuation, the instruments are classified within Level 3 of the fair value hierarchy.

**Loans covered under loss-share agreements:** The fair value of loans covered under loss-share agreements is based on the net present value of future cash proceeds expected to be received using discount rates that are derived from current market rates and reflect the level of interest risk in the covered loans.

**Loans not covered under loss-share agreements:** For variable-rate loans not covered under loss-share agreements that reprice frequently and with no significant change in credit risk, fair values are based on carrying values. Fair values of fixed-rate loans not covered under loss-share agreements, including mortgages and commercial, agricultural and consumer loans, are estimated using a discounted cash flow analysis based on interest rates currently being offered for loans with similar terms to borrowers of similar credit quality.

FDIC loss-share indemnification asset: The fair value of the FDIC loss-share indemnification asset is based on the net present value of future cash flows expected to be received from the FDIC under the provisions of the loss-share agreements using a discount rate that is based on current market rates for the underlying covered loans. Current market rates are used in light of the uncertainty of the timing and receipt of the loss-share reimbursement from the FDIC.

Mortgage servicing rights: The Company retains the right to service certain mortgage loans that it sells to secondary market investors. These servicing rights are carried at the lower of amortized cost or fair value. Fair value is determined using an income approach with various assumptions including expected cash flows, market discount rates, prepayment speeds, servicing costs, and

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Notes to Consolidated Financial Statements (Unaudited)

other factors. Because these factors are not all observable and include management's assumptions, mortgage servicing rights are classified within Level 3 of the fair value hierarchy. Mortgage servicing rights were carried at amortized cost at March 31, 2014 and December 31, 2013, and no impairment charges were recognized in earnings for the three months ended March 31, 2014 and 2013, respectively.

Deposits: The fair values disclosed for demand deposits, both interest-bearing and noninterest-bearing, are, by definition, equal to the amount payable on demand at the reporting date. Such deposits are classified within Level 1 of the fair value hierarchy. The fair values of certificates of deposit and individual retirement accounts are estimated using a discounted cash flow based on currently effective interest rates for similar types of deposits. These deposits are classified within Level 2 of the fair value hierarchy.

Short-term borrowings: Short-term borrowings consist of securities sold under agreements to repurchase and federal funds purchased. The fair value of these borrowings approximates the carrying value of the amounts reported in the Consolidated Balance Sheets for each respective account given the short-term nature of the liabilities.

Federal Home Loan Bank advances: The fair value for Federal Home Loan Bank ("FHLB") advances is determined by discounting the expected future cash outflows using current market rates for similar borrowings, or Level 2 inputs.

Junior subordinated debentures: The fair value for the Company's junior subordinated debentures is determined by discounting the future cash flows using the current market rate.

Note J - Derivative Instruments

(In Thousands)

The Company utilizes derivative financial instruments, including interest rate contracts such as swaps, caps and/or floors, as part of its ongoing efforts to mitigate its interest rate risk exposure and to facilitate the needs of its customers. The Company also from time to time enters into derivative instruments that are not designated as hedging instruments to help its commercial customers manage their exposure to interest rate fluctuations. To mitigate the interest rate risk associated with these customer contracts, the Company enters into an offsetting derivative contract position. The Company manages its credit risk, or potential risk of default by its commercial customers, through credit limit approval and monitoring procedures. At March 31, 2014, the Company had notional amounts of \$73,950 on interest rate contracts with corporate customers and \$73,950 in offsetting interest rate contracts with other financial institutions to mitigate the Company's rate exposure on its corporate customers' contracts and certain fixed-rate loans. In March and April 2012, the Company entered into two interest rate swap agreements effective March 30, 2014 and March 17, 2014, respectively. The Company receives a variable rate of interest based on the three-month LIBOR plus a pre-determined spread and pays a fixed rate of interest. The agreements, which both terminate in March 2022, are accounted for as cash flow hedges to reduce the variability in cash flows resulting from changes in interest rates on \$32,000 of the Company's junior subordinated debentures.

In connection with its merger with First M&F, the Company assumed an interest rate swap designed to convert floating rate interest payments into fixed rate payments. Based on the terms of the agreement, which terminates in March 2018, the Company receives a variable rate of interest based on the three-month LIBOR plus a pre-determined spread and pays a fixed rate of interest. The interest rate swap is accounted for as a cash flow hedge to reduce the variability in cash flows resulting from changes in interest rates on \$30,000 of the junior subordinated debentures assumed in the merger with First M&F.

In May 2010, the Company terminated two interest rate swaps, each designated as a cash flow hedge, designed to convert the variable interest rate on an aggregate of \$75,000 of loans to a fixed rate. As of the termination date, there were \$1,679 of deferred gains related to the swaps, which are being amortized into interest income over the designated hedging periods ending in August 2012 and August 2013, respectively. Deferred gains amortized into net interest income were \$0 and \$85 for the three months ended March 31, 2014 and 2013.

The Company enters into interest rate lock commitments with its customers to mitigate the interest rate risk associated with the commitments to fund fixed-rate residential mortgage loans. The notional amount of commitments to fund



fixed-rate mortgage loans was \$83,103 and \$54,807 at March 31, 2014 and December 31, 2013, respectively. The Company also enters into forward commitments to sell residential mortgage loans to secondary market investors. The notional amount of commitments to sell residential mortgage loans to secondary market investors was \$75,000 and \$50,000 at March 31, 2014 and December 31, 2013, respectively.

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Notes to Consolidated Financial Statements (Unaudited)

The following table provides details on the Company's derivative financial instruments as of the dates presented:

|  | Balance Sheet<br>Location | Fair Value<br>March 31,<br>2014 | December 31,<br>2013 |
|--|---------------------------|---------------------------------|----------------------|
| Derivative assets:                     |                           |                                 |                      |
| Designated as hedging instruments      |                           |                                 |                      |
| Interest rate swap                     | Other Assets              | —                               | 208                  |
| Totals                                 |                           | —                               | 208                  |
| Not designated as hedging instruments: |                           |                                 |                      |
| Interest rate contracts                | Other Assets              | \$1,278                         | \$1,812              |
| Interest rate lock commitments         | Other Assets              | 967                             | 464                  |
| Forward commitments                    | Other Assets              | \$98                            | \$335                |
| Totals                                 |                           | \$2,343                         | \$2,611              |
| Derivative liabilities:                |                           |                                 |                      |
| Designated as hedging instruments:     |                           |                                 |                      |
| Interest rate swap                     | Other Liabilities         | \$1,899                         | \$1,428              |
| Totals                                 |                           | \$1,899                         | \$1,428              |
| Not designated as hedging instruments: |                           |                                 |                      |
| Interest rate contracts                | Other Liabilities         | \$1,278                         | \$1,812              |
| Interest rate lock commitments         | Other Liabilities         | 12                              | 52                   |
| Forward commitments                    | Other Liabilities         | 87                              | 24                   |
| Totals                                 |                           | \$1,377                         | \$1,888              |

Gains (losses) included in the Consolidated Statements of Income related to the Company's derivative financial instruments were as follows as of the periods presented:

|  | Three Months Ended<br>March 31, |         |
|--|---------------------------------|---------|
|  | 2014                            | 2013    |
| Derivatives designated as hedging instruments:             |                                 |         |
| Interest rate swaps (terminated May 2010):                 |                                 |         |
| Included in interest income on loans                       | \$—                             | \$85    |
| Total  | \$—                             | \$85    |
| Derivatives not designated as hedging instruments:         |                                 |         |
| Interest rate contracts:                                   |                                 |         |
| Included in interest income on loans                       | \$779                           | \$799   |
| Included in other noninterest expense                      | —                               | 92      |
| Interest rate lock commitments:                            |                                 |         |
| Included in gains on sales of mortgage loans held for sale | 566                             | 183     |
| Forward commitments  |                                 |         |
| Included in gains on sales of mortgage loans held for sale | 189                             | 198     |
| Total  | \$1,534                         | \$1,272 |



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Notes to Consolidated Financial Statements (Unaudited)

## Offsetting

Certain financial instruments, including derivatives, may be eligible for offset in the consolidated balance sheet when the "right of setoff" exists or when the instruments are subject to an enforceable master netting agreement, which includes the right of the non-defaulting party or non-affected party to offset recognized amounts, including collateral posted with the counterparty, to determine a net receivable or net payable upon early termination of the agreement. Certain of the Company's derivative instruments are subject to master netting agreements; however, the Company has not elected to offset such financial instruments in the Consolidated Balance Sheets. The following table presents the Company's gross derivative positions as recognized in the Consolidated Balance Sheets as well as the net derivative positions, including collateral pledged to the extent the application of such collateral did not reduce the net derivative liability position below zero, had the Company elected to offset those instruments subject to an enforceable master netting agreement:

|   | Offsetting Derivative Assets |                      | Offsetting Derivative Liabilities |                      |
|---|------------------------------|----------------------|-----------------------------------|----------------------|
|   | March 31,<br>2014            | December 31,<br>2013 | March 31,<br>2014                 | December 31,<br>2013 |
| Gross amounts recognized                                    | \$2,342                      | \$2,818              | \$3,276                           | \$3,315              |
| Gross amounts offset in the consolidated balance sheets     | —                            | —                    | —                                 | —                    |
| Net amounts presented in the consolidated balance sheets    | 2,342                        | 2,818                | 3,276                             | 3,315                |
| Gross amounts not offset in the consolidated balance sheets |                              |                      |                                   |                      |
| Financial instruments                                       | 573                          | 1,664                | 573                               | 1,664                |
| Financial collateral pledged                                | —                            | —                    | —                                 | —                    |
| Net amounts   | \$1,769                      | \$1,154              | \$2,703                           | \$1,651              |

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Notes to Consolidated Financial Statements (Unaudited)

## Note K – Other Comprehensive Income

(In Thousands)

Changes in the components of other comprehensive income were as follows for the periods presented:

|   | Pre-Tax | Tax Expense<br>(Benefit) | Net of Tax |
|---|---------|--------------------------|------------|
| Three months ended March 31, 2014   |         |                          |            |
| Securities available for sale:  |         |                          |            |
| Unrealized holding gains on securities  | \$4,509 | \$1,725                  | \$2,784    |
| Non-credit related portion of other-than-temporary impairment on securities                         | —       | —                        | —          |
| Reclassification adjustment for gains realized in net income  | —       | —                        | —          |
| Amortization of unrealized holding gains on securities transferred to the held to maturity category | (71)    | (27)                     | (44)       |
| Total securities available for sale   | 4,438   | 1,698                    | 2,740      |
| Derivative instruments:   |         |                          |            |
| Unrealized holding losses on derivative instruments   | (679)   | (260)                    | (419)      |
| Reclassification adjustment for gains realized in net income  | —       | —                        | —          |
| Total derivative instruments  | (679)   | (260)                    | (419)      |
| Defined benefit pension and post-retirement benefit plans:  |         |                          |            |
| Net gain (loss) arising during the period   | —       | —                        | —          |
| Amortization of net actuarial loss recognized in net periodic pension cost                          | 73      | 28                       | 45         |
| Total defined benefit pension and post-retirement benefit plans                                     | 73      | 28                       | 45         |
| Total other comprehensive income  | \$3,832 | \$1,466                  | \$2,366    |
| Three months ended March 31, 2013   |         |                          |            |
| Securities available for sale:  |         |                          |            |
| Unrealized holding gains on securities  | \$236   | \$90                     | \$146      |
| Non-credit related portion of other-than-temporary impairment on securities                         | —       | —                        | —          |
| Reclassification adjustment for gains realized in net income  | 115     | 44                       | 71         |
| Amortization of unrealized holding gains on securities transferred to the held to maturity category | (106)   | (40)                     | (66)       |
| Total securities available for sale   | 245     | 94                       | 151        |
| Derivative instruments:   |         |                          |            |
| Unrealized holding losses on derivative instruments   | 335     | 128                      | 207        |
| Reclassification adjustment for gains realized in net income  | (85)    | (32)                     | (53)       |
| Total derivative instruments  | 250     | 96                       | 154        |
| Defined benefit pension and post-retirement benefit plans:  |         |                          |            |
| Net gain (loss) arising during the period   | —       | —                        | —          |
| Amortization of net actuarial loss recognized in net periodic pension cost                          | 116     | 44                       | 72         |
| Total defined benefit pension and post-retirement benefit plans                                     | 116     | 44                       | 72         |
| Total other comprehensive income  | \$611   | \$234                    | \$377      |



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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements (Unaudited)

The accumulated balances for each component of other comprehensive income, net of tax, were as follows as of the dates presented:

|  | March 31,<br>2014 | December 31,<br>2013 |
|--|-------------------|----------------------|
| Unrealized gains on securities   | \$13,110          | \$10,370             |
| Non-credit related portion of other-than-temporary impairment on securities        | (17,428           | ) (17,428 )          |
| Unrealized losses on derivative instruments  | (431              | ) (12 )              |
| Unrecognized defined benefit pension and post-retirement benefit plans obligations | (4,858            | ) (4,903 )           |
| Total accumulated other comprehensive loss   | \$(9,607          | ) \$(11,973 )        |

## Note L – Net Income Per Common Share

(In Thousands, Except Share Data)

Basic net income per common share is calculated by dividing net income by the weighted-average number of common shares outstanding for the period. Diluted net income per common share reflects the pro forma dilution of shares outstanding assuming outstanding stock options were exercised into common shares, calculated in accordance with the treasury method. Basic and diluted net income per common share calculations are as follows for the periods presented:

|   | Three Months Ended<br>March 31, |            |
|---|---------------------------------|------------|
|   | 2014                            | 2013       |
| Basic                                       |                                 |            |
| Net income applicable to common stock       | \$13,597                        | \$7,571    |
| Average common shares outstanding           | 31,436,148                      | 25,186,229 |
| Net income per common share - basic         | \$0.43                          | \$0.30     |
| Diluted                                     |                                 |            |
| Net income applicable to common stock       | \$13,597                        | \$7,571    |
| Average common shares outstanding           | 31,436,148                      | 25,186,229 |
| Effect of dilutive stock-based compensation | 232,214                         | 102,556    |
| Average common shares outstanding - diluted | 31,668,362                      | 25,288,785 |
| Net income per common share - diluted       | \$0.43                          | \$0.30     |

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements (Unaudited)

Stock options that could potentially dilute basic net income per common share in the future that were not included in the computation of diluted net income per common share due to their anti-dilutive effect were as follows for the periods presented:

|                          | Three Months Ended |                   |
|--------------------------|--------------------|-------------------|
|                          | March 31,          |                   |
|                          | 2014               | 2013              |
| Number of shares         | 107,396            | 488,824           |
| Range of exercise prices | \$17.63 - \$29.67  | \$19.14 - \$30.63 |

## Note M – Mergers and Acquisitions

On September 1, 2013, the Company completed its acquisition by merger of First M&F, a bank holding company headquartered in Kosciusko, Mississippi, and the parent of Merchants and Farmers Bank, a Mississippi banking corporation. On the same date, Merchants and Farmers Bank was merged into Renasant Bank. On August 31, 2013, First M&F operated 43 banking and insurance locations in Mississippi, Alabama and Tennessee. The acquisition of First M&F allowed the Company to further its strategic initiatives by expanding its geographic footprint into certain markets of Mississippi, Alabama and Tennessee. The Company issued 6,175,576 shares of its common stock for 100% of the voting equity interests in First M&F. The aggregate transaction value, including the dilutive impact of First M&F's stock based compensation assumed by the Company, was \$156.8 million.

The Company recorded approximately \$116.4 million in intangible assets which consist of goodwill of \$91,333 and core deposit intangible of \$25,033. The fair value of the core deposit intangible is being amortized on an accelerated basis over the estimated useful life, currently expected to be approximately 10 years. The intangible assets are not deductible for income tax purposes.

The Company assumed \$30.9 million in fixed/floating rate junior subordinated deferrable interest debentures payable to First M&F Statutory Trust I that mature in March 2036. The acquired subordinated debentures require interest to be paid quarterly at a rate of 90-day LIBOR plus 1.33%. The fair value adjustment on the junior subordinated debentures of \$12,371 will be amortized on a straight line basis over the remaining life.

The following table summarizes the allocation of purchase price to assets and liabilities acquired in connection with the Company's acquisition of First M&F based on their fair values on September 1, 2013. The Company is finalizing the fair value of certain assets and liabilities. As a result, the adjustments included in the following table are preliminary and may change.



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## Allocation of Purchase Price for First M&amp;F Corporation.

|   |           |           |
|---|-----------|-----------|
| Purchase Price:   |           |           |
| Shares issued to common shareholders  | 6,175,576 |           |
| Purchase price per share  | \$25.17   |           |
| Value of stock paid   |           | \$155,439 |
| Cash paid for fractional shares   |           | 17        |
| Fair value of stock based compensation assumed  |           | 68        |
| Deal charges  |           | 1,310     |
| Total Purchase Price  |           | \$156,834 |
| Net Assets Acquired:  |           |           |
| Stockholders' equity at 9/1/13  | \$79,440  |           |
| Increase (decrease) to net assets as a result of fair value adjustments to assets acquired and liabilities assumed: |           |           |
| Securities  | 253       |           |
| Loans, net of First M&F's allowance for loan losses <sup>(1)</sup>  | (45,751   | )         |
| Fixed assets  | (3,070    | )         |
| Core deposits intangible, net of First M&F's existing core deposit intangible                                       | 21,158    |           |
| Other real estate owned <sup>(1)</sup>  | (5,797    | )         |
| Other assets  | (443      | )         |
| Deposits  | (3,207    | )         |
| Junior Subordinated Debt  | 12,371    |           |
| Other liabilities   | 1,748     |           |
| Deferred income taxes   | 8,799     |           |
| Total Net Assets Acquired   |           | 65,501    |
| Goodwill resulting from merger <sup>(2)</sup>   |           | \$91,333  |

(1) The fair value adjustments to acquired loans and other real estate owned reflect management's expectations to more aggressively market and liquidate problem assets quickly.

(2) The goodwill resulting from the merger has been assigned to the Community Banks operating segment.

The following table summarizes the fair value of assets acquired and liabilities assumed at acquisition date in connection with the merger with First M&F. The Company is finalizing the fair value of certain fixed assets and liabilities associated with First M&F's mortgage operations. As a result, the values included in the following table are preliminary and may change.

|                               |           |
|-------------------------------|-----------|
| Cash and cash equivalents     | \$170,005 |
| Securities                    | 227,693   |
| Mortgage loans held for sale  | 1,659     |
| Loans, net of unearned income | 899,246   |
| Premises and equipment        | 32,259    |
| Other real estate owned       | 13,527    |
| Intangible assets             | 116,366   |
| Other assets                  | 55,848    |
| Total assets                  | 1,516,603 |
| Deposits                      | 1,325,872 |
| Borrowings                    | 25,346    |
| Other liabilities             | 9,861     |

The following unaudited pro forma combined condensed consolidated financial information presents the results of operations for the three months ended March 31, 2013 of the Company as though the merger with First M&F had been completed as of the beginning of 2013.

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|                            | Three Months<br>Ended<br>March 31,<br>2013 |
|----------------------------|--|
| Interest income            | \$54,854                                   |
| Interest expense           | 7,706                                      |
| Net interest income        | 47,148                                     |
| Provision for loan losses  | 4,330                                      |
| Noninterest income         | 23,080                                     |
| Noninterest expense        | 51,646                                     |
| Income before income taxes | 14,252                                     |
| Income taxes               | 3,817                                      |
| Net income                 | \$10,435                                   |
| Earnings per share:        |  |
| Basic                      | \$0.33                                     |
| Diluted                    | \$0.33                                     |

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## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(In Thousands, Except Share Data)

This Form 10-Q may contain or incorporate by reference statements regarding Renasant Corporation (referred to herein as the "Company", "we", "our", or "us") 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. Such forward-looking statements usually include words such as "expects," "projects," "proposes," "anticipates," "believes," "intends," "estimates," "strategy," "plan," "potential," "possible" and other similar expressions. 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 (1) the Company's ability to efficiently integrate acquisitions, including the acquisition of First M&F Corporation, into its operations, retain the customers of these businesses and grow the acquired operations; (2) the effect of economic conditions and interest rates on a national, regional or international basis; (3) the timing of the implementation of changes in operations to achieve enhanced earnings or effect cost savings; (4) competitive pressures in the consumer finance, commercial finance, insurance, financial services, asset management, retail banking, mortgage lending and auto lending industries; (5) the financial resources of, and products available to, competitors; (6) changes in laws and regulations, including changes in accounting standards; (7) changes in policy by regulatory agencies; (8) changes in the securities and foreign exchange markets; (9) the Company's potential growth, including its entrance or expansion into new markets, and the need for sufficient capital to support that growth; (10) changes in the quality or composition of the Company's loan or investment portfolios, including adverse developments in borrower industries or in the repayment ability of individual borrowers; (11) an insufficient allowance for loan losses as a result of inaccurate assumptions; (12) general economic, market or business conditions; (13) changes in demand for loan products and financial services; (14) concentration of credit exposure; (15) changes or the lack of changes in interest rates, yield curves and interest rate spread relationships; and (16) other circumstances, many of which are beyond management's control. Management undertakes 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.

## Financial Condition

The following discussion provides details regarding the changes in significant balance sheet accounts at March 31, 2014 compared to December 31, 2013.

## Acquisition of First M&amp;F Corporation

On September 1, 2013, the Company completed its acquisition of First M&F, a bank holding company headquartered in Kosciusko, Mississippi, and the Bank completed its acquisition of First M&F's wholly-owned subsidiary, Merchants and Farmers Bank. Prior to the merger, First M&F operated 35 full-service banking offices and eight insurance offices throughout Mississippi, Tennessee and Alabama. The Company issued approximately 6.2 million shares of its common stock for 100% of the voting equity interests in First M&F in a transaction valued at \$156,834. Including the effect of purchase accounting adjustments, the Company acquired assets with a fair value of \$1,516,603 including loans with a fair value of \$899,246, and assumed liabilities with a fair value of \$1,361,079, including deposits with a fair value of \$1,325,872. At the acquisition date, approximately \$91,333 of goodwill and \$25,033 of core deposit intangible assets were recorded. See Note M, "Mergers and Acquisitions," in the Notes to Consolidated Financial Statements included in Item 1, "Financial Statements," for additional details regarding the Company's merger with First M&F.

## Assets

Total assets were \$5,902,831 at March 31, 2014 compared to \$5,746,270 at December 31, 2013.

## Investments

The securities portfolio is used to provide a source for meeting liquidity needs and to supply securities to be used in collateralizing certain deposits and other types of borrowings. The following table shows the carrying value of our securities portfolio by investment type and the percentage of such investment type relative to the entire securities portfolio as of the dates presented:

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