

XPO Logistics, Inc.
Form DEF 14A
November 21, 2016
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14A

(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant

Filed by a Party Other Than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

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

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Section 240.14a-12

XPO LOGISTICS, INC.

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(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

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

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

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11:

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

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

(3) Filing Party:

(4) Date Filed:

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Dear Fellow Stockholders:

On behalf of the Board of Directors of XPO Logistics, Inc., a Delaware corporation (XPO , the Company , we , us or our), we invite you to join us at a special meeting of stockholders of the Company, which will be held on December 20, 2016 at 9:00 a.m., local time, at Two Greenwich Office Park, Greenwich, Connecticut 06831.

At the special meeting, you will be asked to consider and vote on a proposal to approve the adoption of the XPO Logistics, Inc. 2016 Omnibus Incentive Compensation Plan (the Plan Proposal). **Our Board of Directors believes that the Plan Proposal is in the best interests of the Company and its stockholders and, therefore, recommends that you vote FOR the Plan Proposal.**

The proxy statement attached to this letter provides you with information about the Plan Proposal and the special meeting of the Company s stockholders. We encourage you to read the entire proxy statement carefully. You may also obtain more information about the Company from documents we have filed with the U.S. Securities and Exchange Commission. See Where You Can Find Additional Information in the accompanying proxy statement.

Regardless of the number of shares of our common stock you own (including those that you would own if your shares of our Series A Convertible Perpetual Preferred Stock (Series A Preferred Stock) had converted into shares of our common stock as of November 17, 2016, the record date for the special meeting), your vote is important. Whether or not you plan to attend the special meeting, please take the time to submit a proxy by following the instructions on your proxy card as soon as possible. You may do so by completing, signing, dating and returning the enclosed proxy card by mail, or you may submit your proxy by telephone or electronically through the Internet, as further described on the proxy card. If your shares of common stock (including those that you would own if your shares of our Series A Preferred Stock had converted into shares of our common stock as of November 17, 2016, the record date for the special meeting) are held in an account at a broker, dealer, commercial bank, trust company or other nominee, you should instruct such broker or other nominee how to vote in accordance with the voting instruction form furnished by such broker or other nominee.

Voting by proxy will not prevent you from voting your shares in person if you subsequently choose to attend the special meeting.

Thank you for your cooperation and continued support.

Sincerely,

Bradley S. Jacobs
Chairman of the Board and Chief Executive Officer

November 21, 2016

THE ACCOMPANYING PROXY STATEMENT IS DATED NOVEMBER 21, 2016

AND IS FIRST BEING MAILED TO STOCKHOLDERS ON OR ABOUT NOVEMBER 21, 2016.

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XPO LOGISTICS, INC.

FIVE GREENWICH OFFICE PARK

GREENWICH, CONNECTICUT 06831

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

To Be Held on December 20, 2016

To the Stockholders of XPO Logistics, Inc.:

Notice is hereby given that a special meeting of stockholders of XPO Logistics, Inc. will be held on December 20, 2016 at 9:00 a.m., local time, at Two Greenwich Office Park, Greenwich, Connecticut 06831:

1. To consider and vote on a proposal to approve the adoption of the XPO Logistics, Inc. 2016 Omnibus Incentive Compensation Plan (the **New Plan**), including, without limitation, the material terms of the 2016 Omnibus Incentive Compensation Plan for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended (the **Plan Proposal**);
2. To consider and vote on a proposal to adjourn or postpone the special meeting, if necessary, to solicit additional proxies (the **Adjournment Proposal** and together with the **Plan Proposal**, the **Proposals**); and
3. To transact such other business as may properly come before the special meeting and any adjournment or postponement thereof.

The Company's Board of Directors recommends that stockholders vote FOR each of the Plan Proposal and the Adjournment Proposal.

Only stockholders of record of our common stock and our Series A Convertible Perpetual Preferred Stock (the **Series A Preferred Stock**) as of the close of business on November 17, 2016, the **Record Date**, are entitled to receive notice of, and to vote at, the special meeting and at any adjournment or postponement of the special meeting.

The approval of the **New Plan** requires the affirmative vote of a majority of the shares of our common stock (including those that would be issued if all of our outstanding **Series A Preferred Stock** had converted into shares of our common stock as of the **Record Date**) present, entitled to vote and voted for or against the **Plan Proposal** at the special meeting at which a quorum is present. The approval of the **Adjournment Proposal** requires the affirmative vote of a majority of the shares of our common stock (including those that would be issued if all of our outstanding **Series A Preferred Stock** had converted into shares of our common stock as of the **Record Date**) present, entitled to vote and voted for or against the **Adjournment Proposal** at the special meeting, whether or not a quorum is present.

Please note that, if you plan to attend the special meeting in person, you will need to register in advance and receive an admission card to be admitted. Please follow the instructions on page 2 of the proxy statement.

Even if you plan to attend the special meeting in person, we request that you submit a proxy by following the instructions on your proxy card as soon as possible and thus ensure that your shares will be represented at the special meeting if you are unable to attend. Please do so by completing, signing, dating and returning the

enclosed proxy card by mail, or you may submit your proxy by telephone or electronically through the Internet, as further described on the proxy card. If you sign, date and return your proxy card without indicating how you wish to vote, your vote will be counted as a vote FOR the Plan Proposal (and, if necessary and appropriate, the Adjournment Proposal). If your shares are held in an account at a broker, dealer, commercial bank, trust company or other nominee, you should instruct such broker or other nominee how to vote in accordance with the voting instruction form furnished by such broker or other nominee.

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Whether you attend the special meeting or not, you may revoke a proxy at any time before your proxy is voted at the special meeting. You may do so by properly delivering a later-dated proxy either by mail, the Internet or telephone or by attending the special meeting in person and voting. You also may revoke your proxy by delivering a notice of revocation to the Company (Attention: Secretary, XPO Logistics, Inc., Five Greenwich Office Park, Greenwich, Connecticut 06831) prior to the vote at the special meeting. If you hold your shares through a broker, dealer, commercial bank, trust company or other nominee, you should follow the instructions of such broker or other nominee regarding revocation of proxies. Furthermore, voting by proxy will not prevent you from voting your shares in person if you subsequently choose to attend the special meeting.

Your vote is important. Whether or not you plan to attend the special meeting in person, it is important that your shares be represented. We ask that you vote your shares as soon as possible.

By Order of the Board of Directors,

Gordon E. Devens

Chief Legal Officer and Secretary

Greenwich, Connecticut

November 21, 2016

Important Notice Regarding the Availability of Proxy Materials for the Stockholders Special Meeting To Be Held on December 20, 2016: This proxy statement for the special meeting to be held on December 20, 2016 is available free of charge at www.edocumentview.com/xpospc.

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SUMMARY VOTING INSTRUCTIONS

Ensure that your shares of our common stock and our Series A Preferred Stock, on an as-converted basis, can be voted at the special meeting by submitting your proxy or contacting your broker, dealer, commercial bank, trust company or other nominee.

Registered Stockholders. If you are a registered stockholder (i.e., you hold your shares in your own name through our transfer agent, Computershare Trust Company, N.A.), you may vote by proxy via the Internet, by telephone, or by mail by following the instructions provided on the proxy card. Stockholders of record who attend the special meeting may vote in person by obtaining a ballot from the inspector of elections.

Beneficial Owners. If you are a beneficial owner of shares (i.e., your shares are held in the name of a brokerage firm, bank or a trustee), you may vote by proxy by following the instructions provided in the vote instruction form or other materials provided to you by the brokerage firm, bank, or other nominee that holds your shares. To vote in person at the special meeting, you must obtain a legal proxy from the brokerage firm, bank or other nominee that holds your shares.

If you sign, date and return your proxy card without indicating how you wish to vote, your vote will be counted as a vote FOR the Plan Proposal and, if necessary and appropriate, the Adjournment Proposal.

For additional questions regarding the Plan Proposal, assistance in submitting proxies or voting shares of our common stock (including those you would own if all of your outstanding Series A Preferred Stock had converted into shares of our common stock as of the Record Date), or to request additional copies of the proxy statement or the enclosed proxy card, please contact the proxy solicitation agent, Innisfree M&A Incorporated, by mail at 501 Madison Avenue, 20th Floor, New York, New York 10022 or by telephone toll-free at 888-750-5834. If your shares are held in an account at a broker, dealer, commercial bank, trust company or other nominee, you should also call such broker or other nominee for additional information. Such broker or other nominee may contact Innisfree M&A Incorporated by telephone at 212-750-5833.

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Important Notice Regarding the Availability of Proxy Materials for the Special Meeting of Stockholders to be Held on December 20, 2016

This Proxy Statement is available, free of charge, at www.edocumentview.com/xpospc.

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PROXY STATEMENT

This proxy statement sets forth information relating to the solicitation of proxies by the Board of Directors of XPO Logistics, Inc. (the Company) in connection with our Company's special meeting or any adjournment or postponement of the special meeting. This proxy statement is being furnished by our Board of Directors for use at the special meeting of stockholders to be held at Two Greenwich Office Park, Greenwich, Connecticut 06831, on December 20, 2016 at 9:00 a.m., local time.

This proxy statement and form of proxy are first being mailed to stockholders on or about November 21, 2016, to our stockholders of record as of the close of business on November 17, 2016 (the Record Date).

QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE PROPOSALS

The following questions and answers address briefly some questions you may have regarding the special meeting and the Proposals (as defined below). These questions and answers may not address all questions that may be important to you as a stockholder of the Company. Please refer to the more detailed information contained elsewhere in this proxy statement.

Q: Why did I receive these proxy materials?

A: We are providing these proxy materials in connection with the solicitation by our Board of Directors of proxies to be voted at the special meeting in connection with the approval of the adoption of the XPO Logistics, Inc. 2016 Omnibus Incentive Compensation Plan (the New Plan).

Our common stock is listed on the New York Stock Exchange (the NYSE), and we are subject to the rules set forth in the NYSE Listed Company Manual (the NYSE Rules). Sections 303A.08 and Section 312 of the NYSE Rules require shareholder approval of equity compensation plans of the Company.

Q: What items of business will be voted on at the special meeting?

A: The business expected to be voted on at the special meeting is the approval of the following proposals:

To consider and vote on a proposal to approve the adoption of the XPO Logistics, Inc. 2016 Omnibus Incentive Compensation Plan (including, without limitation, the material terms of the 2016 Omnibus Incentive Compensation Plan for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended) (the Plan Proposal);

To consider and vote on a proposal to adjourn or postpone the special meeting, if necessary, to solicit additional proxies (the Adjournment Proposal and together with the Plan Proposal, the Proposals); and

To consider and transact such other business as may properly come before the special meeting and any adjournments or postponements thereof.

Q: Where and when is the special meeting?

A: The special meeting will be held at Two Greenwich Office Park, Greenwich, Connecticut 06831, on December 20, 2016 at 9:00 a.m., local time.

Q: Who can attend and vote at the special meeting?

A: You are entitled to receive notice of and to attend and vote at the special meeting, or any postponement or adjournment thereof, if, as of the close of business on November 17, 2016 (the Record Date), you were a holder of record of our common stock or the Company's Series A Convertible Perpetual Preferred Stock (the Series A Preferred Stock).

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As of the Record Date, there were issued and outstanding 110,865,064 shares of our common stock, each of which is entitled to one vote on each matter to come before the special meeting. In addition, as of the Record Date, there were issued and outstanding 72,485 shares of Series A Preferred Stock. Each share of Series A Preferred Stock is entitled to vote together with our common stock on each matter to come before the special meeting as if the share of Series A Preferred Stock were converted into shares of our common stock as of the Record Date, meaning that each share of Series A Preferred Stock is entitled to approximately 143 votes on each matter to come before the special meeting. As a result, a total of 121,220,064 votes are eligible to be cast at the special meeting based on the number of outstanding shares of our common stock and Series A Preferred Stock, voting together, as a single class.

If you wish to attend the special meeting and your shares are held in an account at a broker, dealer, commercial bank, trust company or other nominee (i.e., in street name), you will need to bring a copy of your voting instruction card or statement reflecting your share ownership as of the Record Date. Street name holders who wish to vote at the special meeting will need to obtain a proxy from the broker, dealer, commercial bank, trust company or other nominee that holds their shares.

Q: Do I need a ticket to attend the special meeting?

A: Yes, you will need an admission card to enter the special meeting. You may request tickets by providing the name under which you hold shares of record or, if your shares are held in the name of a bank, broker or other holder of record, the evidence of your beneficial ownership of the shares, the number of tickets you are requesting and your contact information. You can submit your request in the following ways:

by sending an e-mail to contact@xpo.com; or

by calling us toll-free at (855) 976-6951.

Stockholders also must present a form of personal photo identification in order to be admitted to the special meeting.

Q: How many shares must be present to conduct business at the special meeting?

A: A quorum is necessary to hold a valid meeting of stockholders. For each of the Proposals to be presented at the special meeting, the holders of shares of our common stock or Series A Preferred Stock outstanding on the Record Date, representing 60,610,033 votes must be present at the special meeting, in person or by proxy. If you vote including by Internet, telephone or proxy card your shares voted will be counted towards the quorum for the special meeting. Abstentions are counted as present for the purpose of determining a quorum; broker non-votes are not counted for the purpose of determining the presence of a quorum at the special meeting as the Proposals to be considered would not be evaluated as routine by the NYSE.

Q: What are my voting choices?

A: You may vote FOR or AGAINST or you may ABSTAIN from voting on any Proposal to be voted on at the special meeting. Your shares will be voted as you specifically instruct. If you sign your proxy or voting instruction card without giving specific instructions, your shares will be voted in accordance with the recommendations of our Board of Directors and in the discretion of the proxy holders on any other matters that properly come before the meeting.

Q: What vote is required to approve the Proposals?

A: The Plan Proposal requires the affirmative vote of a majority of the shares of our common stock (including those that would be issued if all of our outstanding Series A Preferred Stock had converted into shares of our common stock as of the Record Date) present, entitled to vote and voted for or against the Plan Proposal at the special meeting at which a quorum is present. The Adjournment Proposal requires the affirmative vote of a majority of the shares of our common stock (including those that would be issued if all of our

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outstanding Series A Preferred Stock had converted into shares of our common stock as of the Record Date) present, entitled to vote and voted for or against the Adjournment Proposal at the special meeting, whether or not a quorum is present.

Q: What will happen if the Plan Proposal is not approved?

A: The effectiveness of the New Plan is conditioned upon approval of the Plan Proposal. Under Section 303A.08 and Section 312 of the NYSE Rules, if the Plan Proposal is not approved, the XPO Logistics, Inc. Amended and Restated 2011 Omnibus Incentive Compensation Plan (the 2011 Plan) and the Con-way Inc. 2012 Equity and Incentive Plan, which was assumed by the Company in connection with the acquisition of Con-way Inc. in October 2015 (the Con-way Plan), will not be replaced with the New Plan, and will remain in place pursuant to their respective current terms and an increase in the number of authorized shares available for issuance under the 2011 Plan will not be implemented.

Given that the 2011 Plan has very few shares remaining for issuance and, under the applicable NYSE Rules, the Con-way Plan may only be used for grants to heritage employees of Con-way Inc., we believe that failure to approve the New Plan will have an adverse effect on our ability to attract and retain key employees and other service providers.

Q: How does the Company's Board of Directors recommend that I vote?

A: For the reasons described in Proposal 1: Approval of the Adoption of the XPO Logistics, Inc. 2016 Omnibus Incentive Compensation Plan on page 6 of the proxy statement, our Board of Directors, after careful consideration, unanimously recommends that our stockholders vote **FOR** the approval of the Plan Proposal and **FOR** the Adjournment Proposal.

Q: How will our directors and executive officers vote on the Proposals?

A: Our directors and current executive officers have informed us that, as of the date of this proxy statement, they intend to vote all of their shares of our common stock and Series A Preferred Stock in favor of the approval of each of the Proposals.

As of the Record Date, excluding any shares issuable upon the exercise of currently outstanding options and warrants, our directors and current executive officers owned, in the aggregate, 11,561,086 shares of our common stock (including 9,882,143 shares that would be issued if all of our outstanding Series A Preferred Stock had converted into shares of our common stock as of the Record Date), representing collectively approximately 9.54% of the votes eligible to be cast at the special meeting.

Q: What do I need to do now?

A: We urge you to read this proxy statement carefully and to consider how approving the Proposals affects you. Then just mail your completed, dated and signed proxy card in the enclosed return envelope as soon as possible so that your shares can be voted at the special meeting of our stockholders. Holders of record may also vote by telephone or the Internet by following the instructions on the proxy card.

Q: What happens if I do not respond or if I respond and fail to indicate my voting preference or if I abstain from voting?

A: If you fail to sign, date and return your proxy card or fail to vote by telephone or Internet as provided on your proxy card, your shares will not be counted towards establishing a quorum for the special meeting, which requires holders representing a majority of the outstanding shares of our common stock (including those that would be issued if all of our outstanding Series A Preferred Stock had converted into shares of our common stock as of the Record Date) to be present in person or by proxy.

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If you respond and do not indicate your voting preference, we will count your proxy as a vote in favor of the approval of each of the Proposals. Abstentions will have no effect on the Plan Proposal or the Adjournment Proposal.

Q: If my shares are held in street name by my broker, dealer, commercial bank, trust company or other nominee, will such broker or other nominee vote my shares for me?

A: You should instruct your broker or other nominee on how to vote your shares using the instructions provided by such broker or other nominee. Absent specific voting instructions, brokers or other nominees who hold shares of Company common stock in street name for customers are prevented by the NYSE Rules from exercising voting discretion in respect of non-routine or contested matters. The Company expects that when the NYSE evaluates the Proposals to be voted on at the special meeting to determine whether each Proposal is a routine or non-routine matter, the Proposals would not be evaluated as routine. Shares not voted by a broker or other nominee because such broker or other nominee does not have instructions or cannot exercise discretionary voting power with respect to one or more Proposals are referred to as broker non-votes. Such broker non-votes may not be counted for the purpose of determining the presence of a quorum at the special meeting in the absence of a routine proposal. It is important that you instruct your broker or other nominee on how to vote your shares of Company common stock held in street name in accordance with the voting instructions provided by such broker or other nominee.

Q: How do I vote?

A: If you are a *registered stockholder* (i.e., you hold your shares in your own name through our transfer agent, Computershare Trust Company, N.A. and not through a broker, bank or other nominee that holds shares for your account in street name), you may vote by proxy via the Internet, by telephone, or by mail by following the instructions provided on the proxy card. Proxies submitted by telephone or through the Internet must be received by 11:59 p.m. New York City time on December 19, 2016. Please see the proxy card provided to you for instructions on how to submit your proxy by telephone or the Internet. Stockholders of record who attend the special meeting may vote in person by obtaining a ballot from the inspector of elections.

If you are a *beneficial owner* of shares (i.e., your shares are held in the name of a brokerage firm, bank or a trustee), you may vote by proxy by following the instructions provided in the vote instruction form or other materials provided to you by the brokerage firm, bank, or other nominee that holds your shares. To vote in person at the special meeting, you must obtain a legal proxy from the brokerage firm, bank or other nominee that holds your shares.

Q: Can I change my vote after I have mailed my proxy card?

A: Yes. Whether you attend the special meeting or not, you may revoke a proxy at any time before your proxy is voted at the special meeting. You may do so by properly delivering a later-dated proxy either by mail, the Internet or telephone or by attending the special meeting in person and voting. Please note, however, your attendance at the special meeting will not automatically revoke any prior proxy unless you vote again at the special meeting or specifically request in writing that your prior proxy be revoked. You also may revoke your proxy by delivering a

notice of revocation to the Company (Attention: Secretary, XPO Logistics, Inc., Five Greenwich Office Park, Greenwich, Connecticut 06831) prior to the vote at the special meeting. If you hold your shares through a broker, dealer, commercial bank, trust company or other nominee, you should follow the instructions of such broker or other nominee regarding revocation of proxies.

Q: Where can I find the results of the voting?

A: We intend to announce preliminary voting results at the special meeting and will publish final results through a Current Report on Form 8-K to be filed with the U.S. Securities and Exchange Commission (SEC) within four business days after the special meeting. The Current Report on Form 8-K will be available on the Internet at our website, www.xpo.com.

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Q: Who will pay for the cost of soliciting proxies?

A: We will pay for the cost of soliciting proxies. We have engaged Innisfree M&A Incorporated to assist us in soliciting proxies in connection with the special meeting, and have agreed to pay them approximately \$9,000, plus their expenses for providing such services. Our directors, officers and other employees, without additional compensation, may solicit proxies personally, in writing, by telephone, by email or otherwise. As is customary, we will reimburse brokerage firms, fiduciaries, voting trustees, and other nominees for forwarding our proxy materials to each beneficial owner of common stock or preferred stock held of record by them.

Q: What is householding and how does it affect me?

A: In accordance with notices to many stockholders who hold their shares through a bank, broker or other holder of record (a street-name stockholder) and share a single address, only one copy of this proxy statement is being delivered to that address unless contrary instructions from any stockholder at that address were received. This practice, known as householding, is intended to reduce our printing and postage costs. However, any such street-name stockholder residing at the same address who wishes to receive a separate copy of this proxy statement may request a copy by contacting the bank, broker or other holder of record, or by sending a written request to: Investor Relations, XPO Logistics, Inc., Five Greenwich Office Park, Greenwich, Connecticut 06831 or by contacting Investor Relations by telephone at (855) 976-6951. The voting instruction form sent to a street-name stockholder should provide information on how to request (1) householding of future company materials or (2) separate materials if only one set of documents is being sent to a household. A stockholder who would like to make one of these requests should contact us as indicated above.

Q: Can I obtain an electronic copy of proxy material?

A: Yes, this proxy statement, the accompanying notice of special meeting and the proxy card are available on the Internet at www.edocumentview.com/xpospc.

Q: What happens if the special meeting is adjourned or postponed?

A: Although it is not expected, the special meeting may be adjourned or postponed for the purpose of soliciting additional proxies. Any adjournment or postponement may be made without notice, other than by an announcement made at the special meeting, by approval of the holders of a majority of the outstanding shares of our common stock (including those that would be issued if all of our outstanding Series A Preferred Stock had converted into shares of our common stock as of the Record Date) present, entitled to vote and voted for or against the Adjournment Proposal at the special meeting, whether or not a quorum is present. Any signed proxies received by the Company will be voted in favor of an adjournment or postponement in these circumstances. Any adjournment or postponement of the special meeting for the purpose of soliciting additional proxies will allow Company stockholders who have already sent in their proxies to revoke them at any time prior to their use.

Q: Who can help answer my other questions?

A: If you have more questions about the Proposals or voting, you should contact the proxy solicitation agent, Innisfree M&A Incorporated, by mail at 501 Madison Avenue, 20th Floor, New York, New York 10022 or by telephone toll-free at 888-750-5834. If your shares are held in an account at a broker, dealer, commercial bank, trust company or other nominee, you should also call such broker or other nominee for additional information. Such broker or other nominee may contact Innisfree M&A Incorporated by telephone at 212-750-5833.

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The XPO Logistics, Inc. Amended and Restated 2011 Omnibus Incentive Compensation Plan (the *Prior Plan*) was approved by stockholders at our company's May 31, 2012 annual meeting of stockholders. Upon the recommendation of the Compensation Committee of the Board, our Board has unanimously approved, subject to stockholder approval, the 2016 Omnibus Incentive Compensation Plan (the *New Plan*). The New Plan is intended to replace the Prior Plan and the Con-way Inc. 2012 Equity and Incentive Plan (the *Con-way Plan*), the latter of which was assumed by the Company in connection with the acquisition of Con-way Inc. in October 2015. Each of the Prior Plan and the Con-way Plan would be frozen with respect to new grants on the date on which the New Plan is approved by our stockholders (the *Approval Date*). The Prior Plan amended and restated the XPO Logistics, Inc. 2011 Omnibus Incentive Compensation Plan, which previously replaced the Express-1 Expedited Solutions, Inc. Amended and Restated 2001 Stock Option Plan (the *Stock Option Plan*), which was automatically terminated, replaced and superseded by the XPO Logistics, Inc. 2011 Omnibus Incentive Compensation Plan on September 1, 2011. Any awards granted under the Prior Plan and the Con-way Plan and any stock options granted under the Stock Option Plan and the Con-way Plan will remain in effect pursuant to their respective terms. If stockholder approval for the New Plan is not received, the Prior Plan and the Con-way Plan will not be amended and restated, and will remain in place pursuant to their respective current terms and an increase in the number of authorized shares available for issuance under the Prior Plan will not be implemented.

The principal features of the New Plan are summarized below. This summary does not contain all information about the New Plan. A copy of the complete text of the New Plan is attached hereto as Annex A to this proxy statement, and the following description is qualified in its entirety by reference to the text of the New Plan.

The New Plan makes several changes related to the maximum total number of shares of common stock, par value \$0.001 per share (our *common stock*), that we may issue under the New Plan and to certain limits on maximum grants that may be made to any individual under the New Plan in any fiscal year and will enable us to avail ourselves of the performance-based compensation exception to the \$1 million limit on deductibility of compensation for our CEO and certain of our other executive officers under Section 162(m) of the Internal Revenue Code of 1986, as amended (the *Code*). Among the more significant of these changes are the following:

Increase the maximum total number of shares of our common stock we may issue by 3,400,000 shares. You should note that, as of the Record Date, under the Con-way Plan there were approximately 4,160,000 shares available for grant and under the Prior Plan there were 46,792 shares available for grant. **If the New Plan is approved by shareholders, no further awards may be granted under the Con-way Plan or the Prior Plan.** Under the terms of the New Plan, the maximum number of shares will not be increased to the extent that awards previously made under the Prior Plan or the Con-way Plan, or stock options previously made under the Prior Plan, the Stock Option Plan or the Con-way Plan, are forfeited, in each case, following the Approval Date (see the table on page 8 of this proxy statement);

Increase the maximum number of shares of our common stock available to be granted under the New Plan to any participant in any fiscal year from 500,000 to 2,500,000;

Increase the maximum aggregate amount of cash and other property that would be permitted to be paid or delivered under the New Plan to any participant in any fiscal year from \$5,000,000 to \$10,000,000;

Approve the performance goals described below under the subheading *Performance Criteria Applicable to Performance Compensation Awards* under the heading *Performance Compensation Awards* that were approved by stockholders under the Prior Plan; and

Limit the value of shares of our common stock that would be available to be granted pursuant to awards to any non-employee director in the New Plan in any fiscal year to \$350,000 on the date of grant.

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Highlights of Key Corporate Governance Practices and Provisions under the New Plan

We believe that the New Plan will promote the interests of our stockholders and is consistent with principles of good corporate governance. The New Plan includes the following practices and provisions:

Administered by an independent compensation committee. Awards under the New Plan will be administered by our Compensation Committee, which is composed entirely of independent directors who meet the SEC and NYSE standards of independence.

Granting of performance awards. Under the New Plan, the Compensation Committee may grant performance-based awards intended to qualify as performance-based compensation under Section 162(m) of the Code.

Awards require a minimum vesting period. Subject to certain exceptions under the New Plan, awards granted to eligible individuals generally require a minimum vesting period of three years with proration available and shorter vesting periods available for performance-based awards as described in more detail below.

Clawbacks. All awards under the New Plan are subject to recoupment or clawback under certain circumstances.

No liberal share counting. The New Plan prohibits the reuse of shares withheld to satisfy the exercise price or tax withholding requirements of an award or share-based awards granted under the New Plan that are settled in cash.

Cap on awards to non-employee directors. The value of shares (as of the date of grant) awarded to a single non-employee director during a fiscal year will not exceed \$350,000.

No discounted stock options or SARs. All stock options and stock appreciation right (or SAR) awards under the New Plan must have an exercise price or base price that is not less than the fair market value of the underlying common stock on the date of grant.

No repricing of stock options or SARs. The New Plan prohibits any repricing of stock options or SARs for shares or cash without stockholder approval.

No tax gross-ups. The New Plan does not include any tax gross-up provisions.

No reloads. The New Plan does not permit the grant of stock option reloads.

Table of Contents**Determination of Number of Shares for the New Plan**

As of November 17, 2016, our capital structure consisted of: (i) 110,865,064 shares of outstanding common stock, (ii) 72,485 shares of preferred stock, which presently are convertible into 10,355,000 shares of our common stock and vote together with our common stock on an as-converted basis on all matters on which the common stock may vote, except as otherwise required by law, and separately as a class with respect to certain matters implicating the rights of holders of preferred stock, (iii) warrants presently exercisable for an aggregate of 10,390,671 shares of our common stock at a price of \$7.00 per share (the Warrants), and (iv) 4.50% Convertible Senior Notes due October 1, 2017 (the Convertible Notes), which are currently convertible into 3,008,443 shares of common stock. Due to our capital structure, when calculating potential dilution, or overhang, in determining a reasonable number of shares of common stock to be reserved for issuance under the New Plan, we assume the preferred stock and the Convertible Notes are converted to shares of common stock and we include the Warrants using the treasury stock method, as shown in the table below.

Our Fully-Diluted Capitalization:

Shares of common stock	110,865,064
Shares of common stock issuable upon conversion of preferred stock	10,355,000
Shares of common stock issuable upon exercise of 10,390,671 Warrants (using the treasury method and assuming a price of \$42.35 per share, which was the closing price of our common stock on the NYSE on November 17, 2016)	8,673,205
Shares of common stock issuable upon conversion of Convertible Notes	3,008,443
Fully-Diluted Common Stock Outstanding	132,901,712

The table below represents our potential overhang levels based on our fully-diluted common stock outstanding, as shown above, and our request for 3,400,000 additional shares to be available for awards pursuant to the New Plan.

Potential Overhang with 3,400,000 Additional Shares:

Equity awards outstanding as of November 17, 2016 ⁽¹⁾	4,627,987
Grants under the Con-way Plan	557,576
Grants under the Prior Plan	4,070,411
Shares available for grant under the Prior Plan or the Con-way Plan ⁽²⁾	0
Additional requested shares	3,400,000
Total Potential Dilution, or Overhang	8,027,987
Potential Dilution as a Percentage of Fully-Diluted Common Stock Outstanding	6.09%

(1) Excludes options to purchase 50,000 shares of our common stock that were granted outside the Prior Plan.

(2) As described elsewhere in this proxy statement, shares available for issuance under the Con-way Plan or the Prior Plan will no longer be available for issuance upon shareholder approval of the New Plan.

The Board and the Compensation Committee considered various factors, including potential burn rate (described below), potential dilution or overhang and historical grant practices, in determining the number of shares to be

available for issuance under the New Plan.

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We actively manage our long-term dilution by limiting the number of shares subject to equity awards that we grant, commonly expressed as a percentage of total shares outstanding and referred to as burn rate. Burn rate is a key measure of dilution that shows how rapidly a company is depleting its shares reserved for equity compensation plans, and differs from annual dilution because it does not take into account cancellations and other shares returned to the reserve. In order to calculate burn rate, we include the number of stock options granted in any given period, plus the number of full value shares earned during the period and divide the total by the weighted average common shares outstanding.

We have calculated the burn rate under the Prior Plan for the past three years (note that our burn rate does not include grants made prior to the merger with Con-way and assumed under the Con-way Plan), as set forth in the following table (share numbers rounded and reported in thousands):

XPO Burn Rate

(Shares reported in thousands)

	Fiscal Year Ended December 31,			3-Year Average
	2015	2014	2013	
Options Granted	86	50	111	
Restricted Stock Units Granted	330	176	306	
Performance-based Restricted Stock Units Vested	25	0	0	
Weighted Average Common Shares Outstanding	92,756	53,630	22,752	
Volatility Multiplier	2.0	2.0	2.0	
Burn Rate	0.86%	0.75%	3.18%	1.59%

Note: Burn rate is calculated as (options granted + RSUs granted + Performance-based RSUs vested) / weighted average shares outstanding. All RSUs granted and Performance-based RSUs vested are adjusted using a multiplier of 2.0 options per share (based on the ISS methodology and the Company's 3-year average stock price volatility).

The primary purpose of the changes introduced between the Prior Plan and the New Plan is to increase the number of authorized shares available under the New Plan. We estimate, based on historical grant information, that the 3,400,000 additional shares to be made available under the New Plan would provide us sufficient capacity to make awards at historical rates for approximately the next three years. Our Board believes that this increase in authorized shares represents a reasonable amount of potential equity dilution and allows us to continue awarding equity incentives, which are an important component of our overall compensation program. Our Board and the Compensation Committee considered the following material factors, among others, in determining acceptable and targeted levels of dilution: competitive data from relevant peer companies, the current and future accounting expense associated with our equity award practices, stockholder feedback and the influence of certain proxy advisory firms. Our equity programs are revisited at least annually and assessed against these and other measures.

The purpose in seeking renewed approval of the performance goals for purposes of Section 162(m) of the Code is to ensure that the Compensation Committee is afforded the opportunity to maximize the deductibility of executive

compensation if and to the extent it so desires. The purpose of providing limits on the number of shares to non-employee directors in any calendar year is to conform to current practice in corporate governance.

In addition, the purpose of the changes to the individual limits under the New Plan is to provide us appropriate flexibility in making future equity awards.

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Purpose of the New Plan

The New Plan, as approved by our Board, is a flexible omnibus incentive compensation plan that would allow us to use different forms of compensation awards, retain and reward eligible participants under the New Plan and strengthen the alignment of interests between management and our stockholders. The purpose of the New Plan would be to promote our interests and those of our stockholders by (1) attracting and retaining exceptional directors, officers, employees and consultants (including prospective directors, officers, employees and consultants) and (2) enabling such individuals to participate in, and motivating their efforts toward, our long-term growth and financial success.

Summary of the New Plan

Types of Awards

The New Plan would provide for the grant of options intended to qualify as incentive stock options (ISOs) under Section 422 of the Code, nonqualified stock options (NSOs), stock appreciation rights (SARs), restricted share awards, restricted stock units (RSUs), performance compensation awards, performance units, cash incentive awards, deferred share units and other equity-based and equity-related awards, as well as cash-based awards.

Plan Administration

The New Plan would be administered by the Compensation Committee of our Board or such other committee our Board designates to administer the New Plan (the Committee). Subject to the terms of the New Plan and applicable law, the Committee would have sole authority to administer the New Plan, including, but not limited to, the authority to (1) designate plan participants, (2) determine the type or types of awards to be granted to a participant, (3) determine the number of shares of our common stock to be covered by awards, (4) determine the terms and conditions of awards, (5) determine the vesting schedules of awards and, if certain performance criteria were required to be attained in order for an award to vest or be settled or paid, establish such performance criteria and certify whether, and to what extent, such performance criteria have been attained, (6) interpret, administer, reconcile any inconsistency in, correct any default in and/or supply any omission in, the New Plan, (7) establish, amend, suspend or waive such rules and regulations and appoint such agents as it should deem appropriate for the proper administration of the New Plan, (8) accelerate the vesting or exercisability of, payment for or lapse of restrictions on, awards, and (9) make any other determination and take any other action that the Committee deems necessary or desirable for the administration of the New Plan.

Shares Available For Awards

Subject to adjustment for changes in capitalization, the aggregate number of shares of our common stock that would be available to be delivered pursuant to awards granted under the New Plan would be 3,400,000, all of which could be granted pursuant to incentive stock options. Awards that are settled in cash would not reduce the number of shares available for delivery under the New Plan. If, after the effective date of the New Plan, any award granted under the New Plan were forfeited, or otherwise expired, terminated or were canceled without the delivery of all shares subject thereto, then the number of shares subject to such award that were not issued would not be treated as issued for purposes of reducing the maximum aggregate number of shares that may be delivered pursuant to the New Plan.

Notwithstanding the foregoing, and for the avoidance of doubt, shares that were surrendered or tendered to us in payment of the exercise price of an award (including with respect to stock-settled SARs) or any taxes required to be withheld in respect of an award and awards based on the fair market value of a share that are settled other than by the delivery of shares (including cash settlement) would not become available again to be delivered pursuant to awards

under the New Plan or increase the number of shares that may be delivered pursuant to ISOs under the New Plan. Subject to adjustment for changes in capitalization, the maximum number of shares

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of our common stock that would be available to be granted pursuant to awards to any participant in the New Plan in any fiscal year would be 2,500,000. In the case of awards settled in cash based on the fair market value of a share, the maximum aggregate amount of cash that would be permitted to be paid pursuant to awards granted to any participant in the New Plan in any fiscal year would be equal to the per-share fair market value as of the relevant vesting, payment or settlement date multiplied by the maximum number of shares which could be granted, as described above (*i.e.*, 2,500,000 shares). The maximum aggregate amount of cash and other property (valued at fair market value) that would be permitted to be paid or delivered pursuant to awards under the New Plan (other than as described in the two immediately preceding sentences) to any participant in any fiscal year would be \$10,000,000. The maximum value of shares of our common stock that would be available to be granted pursuant to awards to any non-employee director in the New Plan in any fiscal year would be \$350,000 as of the date of grant. Subject to adjustment for changes in capitalization, the maximum number of shares of our common stock that would be available to be granted pursuant to ISOs to any participant in the New Plan in any fiscal year would be 2,500,000.

Changes in Capitalization

In the event of any extraordinary dividend or other extraordinary distribution, recapitalization, rights offering, stock split, reverse stock split, split-up or spin-off affecting the shares of our common stock, the Committee would make equitable adjustments and other substitutions to the New Plan and awards under the New Plan in the manner it determined to be appropriate or desirable. In the event of any reorganization, merger, consolidation, combination, repurchase or exchange of our common stock or other similar corporate transactions, the Committee in its discretion would be permitted to make such adjustments and other substitutions to the New Plan and awards under the New Plan as it deemed appropriate or desirable.

Substitute Awards

The Committee would be permitted to grant awards in assumption of, or in substitution for, outstanding awards previously granted by us or any of our affiliates or a company that we acquired or with which we combined. Any shares issued by us through the assumption of or substitution for outstanding awards granted by a company that we acquired would not reduce the aggregate number of shares of our common stock available for awards under the New Plan, except that awards issued in substitution for ISOs would reduce the number of shares of our common stock available for ISOs under the New Plan.

Source of Shares

Any shares of our common stock issued under the New Plan would consist, in whole or in part, of authorized and unissued shares or of treasury shares.

Eligible Participants

Any director, officer, employee or consultant (including any prospective director, officer, employee or consultant) of our company or our affiliates would be eligible to participate in the New Plan. We currently expect that awards generally will be limited to approximately 300 employees and to non-employee directors (of whom there are currently six eligible directors).

Stock Options

The Committee would be permitted to grant both ISOs and NSOs under the New Plan. The exercise price for stock options would not be less than the fair market value (as defined in the New Plan) of our common stock on the grant

date. The Committee may not reprice any stock option granted under the New Plan without the approval of our stockholders. All stock options granted under the New Plan would be NSOs unless the applicable award agreement expressly stated that the stock option was intended to be an ISO. Under the proposed New Plan,

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all ISOs and NSOs would be intended to qualify as performance-based compensation under Section 162(m) of the Code. Subject to the provisions of the New Plan and the applicable award agreement, the Committee would determine, at or after the grant of a stock option, the vesting criteria, term, methods of exercise and any other terms and conditions of any stock option. Unless otherwise set forth in the applicable award agreement, each stock option would expire upon the earlier of (i) the tenth anniversary of the date the stock option was granted and (ii) three months after the participant who was holding the stock option ceased to be a director, officer, employee or consultant for us or one of our affiliates. The exercise price would be permitted to be paid with cash (or its equivalent) or, in the sole discretion of the Committee, with previously acquired shares of our common stock or through delivery of irrevocable instructions to a broker to sell our common stock otherwise deliverable upon the exercise of the stock option (provided that there was a public market for our common stock at such time), or, in the sole discretion of the Committee, a combination of any of the foregoing, provided that the combined value of all cash and cash equivalents and the fair market value of any such shares so tendered to us as of the date of such tender, together with any shares withheld by us in respect of taxes relating to a stock option, was at least equal to such aggregate exercise price.

Stock Appreciation Rights

The Committee would be permitted to grant SARs under the New Plan. The exercise price for SARs would not be less than the fair market value (as defined in the New Plan) of our common stock on the grant date. The Committee may not reprice any SAR granted under the New Plan without the approval of our stockholders. Upon exercise of a SAR, the holder would receive cash, shares of our common stock, other securities, other awards, other property or a combination of any of the foregoing, as determined by the Committee, equal in value to the excess, if any, of the fair market value of a share of our common stock on the date of exercise of the SAR over the exercise price of the SAR. Under the New Plan, all SARs would be intended to qualify as performance-based compensation under Section 162(m) of the Code. Subject to the provisions of the New Plan and the applicable award agreement, the Committee would determine, at or after the grant of a SAR, the vesting criteria, term, methods of exercise, methods and form of settlement and any other terms and conditions of any SAR. Unless otherwise set forth in the applicable award agreement, each SAR would expire upon the earlier of (i) the tenth anniversary of the date the SAR was granted and (ii) three months after the participant who was holding the SAR ceased to be a director, officer, employee or consultant for us or one of our affiliates. Under certain circumstances, the Committee would have the ability to substitute, without the consent of the affected participant, SARs for outstanding NSOs. No SAR granted under the New Plan could be exercised more than 10 years after the date of grant.

Restricted Shares and Restricted Stock Units

Subject to the provisions of the New Plan, the Committee would be permitted to grant restricted shares and RSUs. Restricted shares and RSUs would not be permitted to be sold, assigned, transferred, pledged or otherwise encumbered except as provided in the New Plan or the applicable award agreement, except that the Committee could determine that restricted shares and RSUs would be permitted to be transferred by the participant for no consideration. Restricted shares could be evidenced in such manner as the Committee would determine.

An RSU would be granted with respect to one share of our common stock or have a value equal to the fair market value of one such share. Upon the lapse of restrictions applicable to an RSU, the RSU could be paid in cash, shares of our common stock, other securities, other awards or other property, as determined by the Committee, or in accordance with the applicable award agreement. In connection with each grant of restricted shares, except as provided in the applicable award agreement, the holder would be entitled to the rights of a stockholder (including the right to vote and receive dividends) in respect of such restricted shares. The Committee would be permitted to, on such terms and conditions as it might determine, provide a participant who holds RSUs with dividend equivalents, payable in cash, shares of our common stock, other securities, other awards or other property. If a restricted share or RSU were

intended to qualify as performance-based

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compensation under Section 162(m) of the Code, the requirements described below in Performance Compensation Awards would be required to be satisfied in order for such restricted share or RSU to be granted or vest.

Performance Units

Subject to the provisions of the New Plan, the Committee would be permitted to grant performance units to participants. Performance units would be awards with an initial value established by the Committee (or that was determined by reference to a valuation formula specified by the Committee) at the time of the grant. In its discretion, the Committee would set performance goals that, depending on the extent to which they were met during a specified performance period, would determine the number and/or value of performance units that would be paid out to the participant. The Committee, in its sole discretion, would be permitted to pay earned performance units in the form of cash, shares of our common stock or any combination thereof that would have an aggregate fair market value equal to the value of the earned performance units at the close of the applicable performance period. The determination of the Committee with respect to the form and timing of payout of performance units would be set forth in the applicable award agreement. The Committee would be permitted to, on such terms and conditions as it might determine, provide a participant who holds performance units with dividends or dividend equivalents, payable in cash, shares of our common stock, other securities, other awards or other property. If a performance unit were intended to qualify as performance-based compensation under Section 162(m) of the Code, the requirements below described in Performance Compensation Awards would be required to be satisfied.

Cash Incentive Awards

Subject to the provisions of the New Plan, the Committee would be permitted to grant cash incentive awards to participants. In its discretion, the Committee would determine the number of cash incentive awards to be awarded, the duration of the period in which, and any condition under which, the cash incentive awards would vest or be forfeited, and any other terms and conditions applicable to the cash incentive awards. Subject to the provisions of the New Plan, the holder of a cash incentive award would receive payment based on the number and value of the cash incentive award earned, which would be determined by the Committee, in its discretion, based on the extent to which performance goals or other conditions applicable to the cash incentive award have been achieved. If a cash incentive award were intended to qualify as performance-based compensation under Section 162(m) of the Code, the requirements described below in Performance Compensation Awards would be required to be satisfied.

Other Stock-Based Awards

Subject to the provisions of the New Plan, the Committee would be permitted to grant to participants other equity-based or equity-related compensation awards, including vested stock. The Committee would be permitted to determine the amounts and terms and conditions of any such awards. If such an award were intended to qualify as performance-based compensation under Section 162(m) of the Code, the requirements described below in Performance Compensation Awards would be required to be satisfied.

Performance Compensation Awards

The Committee would be permitted to designate any award granted under the New Plan (other than ISOs, NSOs and SARs) as a performance compensation award in order to qualify such award as performance-based compensation under Section 162(m) of the Code. Awards designated as performance compensation awards would be subject to the following additional requirements:

Recipients of Performance Compensation Awards. The Committee would, in its sole discretion, designate within the first 90 days of a performance period (or, if shorter, within the maximum period allowed under Section 162(m) of the Code) the participants who would be eligible to receive

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performance compensation awards in respect of such performance period. The Committee would also determine the length of performance periods, the types of awards to be issued, the performance criteria that would be used to establish the performance goals, the kinds and levels of performance goals and any objective performance formula used to determine whether a performance compensation award had been earned for the performance period.

Performance Criteria Applicable to Performance Compensation Awards. The performance criteria would be limited to the following: (1) share price, (2) net income, earnings or earnings before or after taxes (including earnings before interest and taxes, earnings before interest, taxes, depreciation and amortization), in each case, for the avoidance of doubt, on an adjusted basis, (3) operating income, operating profit or economic profit, (4) capital efficiency, (5) cash flow (including specified types or categories thereof including, but not limited to, operating cash flow and free cash flow), (6) cash flow return on capital, (7) revenues (including specified types or categories thereof), (8) return on stockholders' equity, (9) return on investment or capital, (10) return on assets, (11) gross or net profitability/profit margins, (12) objective measures of productivity or operating efficiency, (13) costs (including specified types or categories thereof), (14) budgeted expenses (operating and capital), (15) market share (in the aggregate or by segment), (16) level or amount of acquisitions (in terms of size, number of transactions or otherwise), (17) economic value-added, (18) enterprise value, (19) book value, (20) working capital, (21) safety and accident rates, (22) days sales outstanding, (23) customer satisfaction, (24) overall or selected premium or sales, (25) expense ratio, (26) gross or unit margin, or (27) total stockholder return. These performance criteria would be permitted to be applied on an absolute basis or be relative to one or more peer companies or indices or any combination thereof or, if applicable, be computed on an accrual or cash accounting basis, or be calculated on a per share basis. These performance criteria would be permitted to be applied on overall corporate results, or on results of a subsidiary or business unit, provided that these results are able to be established and certified in a manner that satisfies the requirements of Section 162(m) of the Code. The performance goals and periods could vary from participant to participant and from time to time. To the extent required under Section 162(m) of the Code, the Committee would, within the first 90 days of the applicable performance period (or, if shorter, within the maximum period allowed under Section 162(m) of the Code), define in an objective manner the method of calculating the performance criteria it selected to use for the performance period.

Modification of Performance Goals. The Committee would be permitted to adjust or modify the calculation of performance goals for a performance period in the event of, in anticipation of, or in recognition of, any unusual or extraordinary corporate item, transaction, event or development or any other unusual or nonrecurring events affecting us, any of our affiliates, subsidiaries, divisions or operating units (to the extent applicable to such performance goal) or our financial statements or the financial statements of any of our affiliates, or changes in applicable rules, rulings, regulations or other requirements of any governmental body or securities exchange, accounting principles, law or business conditions, so long as that adjustment or modification did not cause a performance compensation award intended to qualify as performance based compensation under Section 162(m) of the Code to fail to qualify as performance-based compensation under Section 162(m) of the Code.

Requirements to Receive Payment for 162(m) Awards. Except as otherwise permitted by Section 162(m) of the Code, in order to be eligible for payment in respect of a performance compensation award for a particular performance period, participants would be required to be employed by us on the last day of the performance period, the performance goals for such period would be required to be satisfied and certified by the

Committee and the performance formula would be required to determine that all or some portion of the performance compensation award had been earned for such period.

Negative Discretion. The Committee would be permitted to, in its sole discretion, reduce or eliminate the amount of a performance compensation award earned in a particular performance period, even if applicable performance goals had been attained and without regard to any employment agreement between us and a participant.

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Limitations on Committee Discretion. Except as otherwise permitted by Section 162(m) of the Code, in no event could any discretionary authority granted to the Committee under the New Plan be used, to the extent that the Committee intends that an award qualify as qualified performance-based compensation under Section 162(m) of the Code, to grant or provide payment in respect of performance compensation awards for which performance goals had not been attained, increase a performance compensation award for any participant at any time after the first 90 days of the performance period (or, if shorter, within the maximum period allowed under Section 162(m) of the Code) or increase a performance compensation award above the maximum amount payable under the underlying award.

Form of Payment. Performance compensation awards (other than restricted shares, RSUs and other stock-based awards) would be payable in cash or in restricted stock, RSUs or fully vested shares of equivalent value and would be paid on the terms determined by the Committee in its discretion. Any shares of restricted stock or RSUs would be subject to the terms of the New Plan or any successor equity compensation plan and any applicable award agreement. The number of shares of restricted stock, RSUs or fully vested shares that is equivalent in value to a particular dollar amount would be determined in accordance with a methodology specified by the Committee within the first 90 days of a plan year (or, if shorter, the maximum period allowed under Section 162(m) of the Code).

Clawbacks

The Company may clawback awards provided to eligible employees to the extent required by applicable law and as otherwise determined by the Compensation Committee and set forth in an award agreement.

Minimum Vesting Period

Subject to the terms of the New Plan and the applicable award agreement, all awards granted hereunder other than SARs, options or cash incentive awards are subject to a vesting period of at least three years following the date of grant, except that (1) a vesting period of at least one year following the date of grant is permissible if vesting is conditioned upon the achievement of performance goals, (2) any award may vest in part prior to the expiration of any vesting period (except that in no event will any portion of such awards vest prior to the first anniversary of the date of grant), and (3) up to five percent of shares available for grant under the New Plan may be granted without regard to these requirements and the Committee may accelerate the vesting with respect to any such awards.

Amendment and Termination of the New Plan

Subject to any applicable law or government regulation, to any requirement that must be satisfied if the New Plan were intended to be a stockholder-approved plan for purposes of Section 162(m) of the Code and to the rules of the applicable national stock exchange or quotation system on which the shares of our common stock may be listed or quoted, the New Plan would be permitted to be amended, modified or terminated by our Board without the approval of our stockholders, except that stockholder approval would be required for any amendment that would (i) increase the maximum number of shares of our common stock available for awards under the New Plan or increase the maximum number of shares of our common stock that could be delivered pursuant to ISOs granted under the New Plan, (ii) change the class of employees or other individuals eligible to participate in the New Plan, (iii) amend or decrease the exercise price of any option or SAR, (iv) cancel or exchange any option or SAR at a time when its exercise price exceeds the fair market value of the underlying shares, (v) allow repricing of any option or SAR without stockholder approval, or (vi) constitute a material increase in the benefits to be provided to eligible employees within the meaning of the New York Stock Exchange rules as of the date hereof. Under these provisions, stockholder approval would not be required for all possible amendments that might increase the cost of the New Plan. No modification, amendment or

termination of the New Plan that would materially and adversely impair the rights of any participant would be effective without the consent of the affected participant, unless otherwise provided by the Committee in the applicable award agreement.

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The Committee would be permitted to waive any conditions or rights under, amend any terms of, or alter, suspend, discontinue, cancel or terminate any award previously granted under the New Plan, the Prior Plan or the Stock Option Plan, prospectively or retroactively. However, unless otherwise provided by the Committee in the applicable award agreement or in the New Plan, any such waiver, amendment, alteration, suspension, discontinuance, cancellation or termination that would materially and adversely impair the rights of any participant to any award previously granted would not be effective without the consent of the affected participant.

The Committee would be authorized to make adjustments in the terms and conditions of awards in the event of any unusual or nonrecurring corporate event (including the occurrence of a change of control of our company) affecting us, any of our affiliates or our financial statements or the financial statements of any of our affiliates, or of changes in applicable rules, rulings, regulations or other requirements of any governmental body or securities exchange, accounting principles or law whenever the Committee, in its discretion, determined that those adjustments were appropriate or desirable, including providing for the substitution or assumption of awards, accelerating the exercisability of, lapse of restrictions on, or termination of, awards or providing for a period of time for exercise prior to the occurrence of such event and, in its discretion, the Committee would be permitted to provide for a cash payment to the holder of an award in consideration for the cancellation of such award.

Change of Control

The New Plan would provide that, unless otherwise provided in an award agreement, in the event of a change of control of our company, awards will be assumed and replaced by awards of equivalent value in connection with the change of control and that such assumed awards would have so-called "double trigger" vesting provisions, such that the awards will vest in full and become immediately exercisable upon qualifying terminations of employment during the two-year period following the change of control. However, in the event that awards are not replaced with awards of equivalent value the vesting of the awards will generally accelerate immediately prior to the change of control.

Unless otherwise provided pursuant to an award agreement, a change of control would be defined to mean any of the following events, generally:

during any period, a change in the composition of a majority of the board of directors, as constituted on the first day of such period, that was not supported by a majority of the incumbent board of directors;

consummation of certain mergers or consolidations of our company with any other corporation following which our stockholders hold 50% or less of the combined voting power of the surviving entity;

the stockholders approve a plan of complete liquidation or dissolution of our company; or

an acquisition by any individual, entity or group of beneficial ownership of a percentage of the combined voting power of the then outstanding voting securities entitled to vote generally in the election of directors that was equal to or greater than 30%.

Although award agreements may provide for a different definition of change of control than is provided for in the New Plan, except in the case of a transaction described in the third bullet above, any definition of change of control set forth in any award agreement would provide that a change of control would not occur until consummation or

effectiveness of a change of control of our company, rather than upon the announcement, commencement, stockholder approval or other potential occurrence of any event or transaction that, if completed, would result in a change of control of our company.

Term of the New Plan

No award would be permitted to be granted under the New Plan after the tenth anniversary of the Approval Date.

Table of Contents**Certain Federal Tax Aspects of the New Plan**

The following summary describes the U.S. Federal income tax treatment associated with options awarded under the New Plan. The summary is based on the law as in effect on the date of this filing. The summary does not discuss state, local and foreign tax consequences.

Incentive Stock Options

Neither the grant nor the exercise of an ISO results in taxable income to the optionee for regular U.S. federal income tax purposes. However, an amount equal to (i) the per-share fair market value on the exercise date minus the exercise price at the time of grant multiplied by (ii) the number of shares with respect to which the ISO is being exercised will count as alternative minimum taxable income which, depending on the particular facts, could result in liability for the alternative minimum tax or AMT. If the optionee does not dispose of the shares issued pursuant to the exercise of an ISO until the later of the two-year anniversary of the date of grant of the ISO and the one-year anniversary of the date of the acquisition of those shares, then (a) upon a later sale or taxable exchange of the shares, any recognized gain or loss would be treated for tax purposes as a long-term capital gain or loss and (b) we would not be permitted to take a deduction with respect to that ISO for federal income tax purposes.

If shares acquired upon the exercise of an ISO were disposed of prior to the expiration of the two-year and one-year holding periods described above (a disqualifying disposition), generally the optionee would realize ordinary income in the year of disposition in an amount equal to the lesser of (i) any excess of the fair market value of the shares at the time of exercise of the ISO over the amount paid for the shares or (ii) the excess of the amount realized on the disposition of the shares over the participant's aggregate tax basis in the shares (generally, the exercise price). A deduction would be available to us equal to the amount of ordinary income recognized by the optionee. Any further gain realized by the optionee would be taxed as short-term or long-term capital gain and would not result in any deduction by us. A disqualifying disposition occurring in the same calendar year as the year of exercise would eliminate the alternative minimum tax effect of the ISO exercise.

Special rules may apply where all or a portion of the exercise price of an ISO is paid by tendering shares, or if the shares acquired upon exercise of an ISO are subject to substantial forfeiture restrictions. The foregoing summary of tax consequences associated with the exercise of an ISO and the disposition of shares acquired upon exercise of an ISO assumes that the ISO is exercised during employment or within three months following termination of employment. The exercise of an ISO more than three months following termination of employment will result in the tax consequences described below for NSOs, except that special rules apply in the case of disability or death. An individual's stock options otherwise qualifying as ISOs will be treated for tax purposes as NSOs (and not as ISOs) to the extent that, in the aggregate, they first become exercisable in any calendar year for stock having a fair market value (determined as of the date of grant) in excess of \$100,000.

Nonqualified Stock Options

An NSO (that is, a stock option that does not qualify as an ISO) would result in no taxable income to the optionee or deduction to us at the time it is granted. An optionee exercising an NSO would, at that time, realize taxable compensation equal to (i) the per-share fair market value on the exercise date minus the exercise price at the time of grant multiplied by (ii) the number of shares with respect to which the stock option is being exercised. If the NSO was granted in connection with employment, this taxable income would also constitute wages subject to withholding and employment taxes. A corresponding deduction would be available to us. The foregoing summary assumes that the shares acquired upon exercise of an NSO option are not subject to a substantial risk of forfeiture.

Section 162(m)

Section 162(m) of the Code currently provides that if, in any year, the compensation that is paid to our Chief Executive Officer or to any of our three other most highly compensated executive officers (excluding our Chief

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Financial Officer under currently applicable rules) exceeds \$1,000,000 per person, any amounts that exceed the \$1,000,000 threshold will not be deductible by us for federal income tax purposes, unless the compensation qualifies for an exception to Section 162(m) of the Code. Certain performance-based awards under plans approved by stockholders are not subject to the deduction limit. Stock options that would be awarded under the New Plan are intended to be eligible for this performance-based exception.

Section 409A

Section 409A of the Code imposes restrictions on nonqualified deferred compensation. Failure to satisfy these rules results in accelerated taxation, an additional tax to the holder in an amount equal to 20% of the deferred amount, and a possible interest charge. Stock options granted with an exercise price that is not less than the fair market value of the underlying shares on the date of grant will not give rise to deferred compensation for this purpose unless they involve additional deferral features. Stock options that would be awarded under the New Plan are intended to be eligible for this exception.

Required Vote

The affirmative vote of shares of our common stock or preferred stock, voting together as a single class, representing a majority of votes cast thereon at the annual meeting or any adjournment or postponement thereof is required to approve this Plan Proposal.

Recommendation

Our Board unanimously recommends a vote FOR this Plan Proposal.

Table of Contents**NEW PLAN BENEFITS****Equity Grants Under the XPO Logistics, Inc. Amended and Restated 2016 Omnibus Incentive Compensation Plan**

The following table discloses the benefits or amounts that will be received by or allocated to each of the following under the New Plan to the extent determinable as of the date hereof.

Name and Position	Dollar Value (\$)	Number of Restricted Stock Units
Bradley S. Jacobs	0	0
<i>Chairman and Chief Executive Officer</i>		
John J. Hardig	0	0
<i>Chief Financial Officer</i>		
Troy A. Cooper	0	0
<i>Chief Operating Officer</i>		
Gordon E. Devens	0	0
<i>Chief Legal Officer</i>		
Scott B. Malat	0	0
<i>Chief Strategy Officer</i>		
Executive Group	0	0
Non-Executive Director Group	0	0
Non-Executive Officer Employee Group ⁽¹⁾	\$ 3,400,281 ⁽²⁾	80,290

(1) Represents the grant of 80,290 performance-based restricted stock units approved by the Compensation Committee under the New Plan as of November 10, 2016, to recently hired employees. These awards are subject to approval of the Plan Proposal.

(2) Calculated based on a closing price on the New York Stock Exchange of \$42.35 on November 17, 2016.

Table of Contents**EQUITY COMPENSATION PLAN INFORMATION**

The following table gives information as of November 17, 2016, with respect to the Company's compensation plans under which equity securities are authorized for issuance.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights⁽¹⁾ (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)
Equity compensation plans approved by security holders	4,627,987 ⁽²⁾	\$ 13.45	4,207,206 ⁽³⁾
Equity compensation plans not approved by security holders	130,290 ⁽⁴⁾	\$ 14.09	0
Total	4,758,277	\$ 13.48	4,207,206

(1) The weighted average exercise price is based solely on the outstanding options.

(2) Includes 961,255 stock options outstanding under the XPO Logistics, Inc. Amended and Restated 2011 Omnibus Incentive Compensation Plan, 62,561 stock options outstanding under the Segmentz, Inc. 2001 Stock Option Plan, and 91,737 stock options outstanding under the Con-way Inc. 2006 Equity and Incentive Plan. Also includes an aggregate of 3,046,595 restricted stock units and performance-based restricted stock units granted under the XPO Logistics, Inc. Amended and Restated 2011 Omnibus Incentive Compensation Plan and 465,839 restricted stock units granted under the Con-way Inc. 2012 Equity and Incentive Plan. The weighted average remaining contractual life for these stock options outstanding is 4.68. Excludes 22,306 restricted stock units and 22,306 performance-based restricted stock units that were granted to former Con-way executives on November 18, 2016, under the Con-way Plan.

(3) Includes 46,792 securities available for issuance under the XPO Logistics, Inc. Amended and Restated 2011 Omnibus Incentive Compensation Plan and 4,160,414 securities available for issuance under the Con-way Inc. 2012 Equity and Incentive Plan. The securities available for grant under the Con-way Inc. 2012 Equity and Incentive Plan cannot be granted to employees who were employees of XPO Logistics, Inc. or its subsidiaries prior to the closing of the Con-way acquisition.

(4) Includes 50,000 stock options granted to our Chief Financial Officer in February 2012 outside the security holder-approved plan as employee inducement grants. Also includes 80,290 performance-based restricted stock units approved by the Compensation Committee for grant under the New Plan as of November 10, 2016 to recently hired employees. These awards of performance-based restricted stock units are subject to approval of the Plan Proposal.

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**ADJOURNMENT PROPOSAL APPROVAL OF THE ADJOURNMENT OR POSTPONEMENT OF
THE SPECIAL MEETING**

The Company's stockholders are being asked to consider and vote on a proposal to adjourn or postpone the special meeting, if necessary, to solicit additional proxies. The Board of Directors believes this proposal to be in the best interests of the Company's stockholders because it gives the Company flexibility to solicit the vote of additional holders of the Company's voting securities to vote on matters the Board of Directors deems important to the Company. **The Board of Directors of the Company recommends that stockholders vote FOR the Proposal to adjourn or postpone the special meeting, if necessary, to solicit additional proxies.**

Table of Contents**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth information concerning the beneficial ownership of our voting securities as of the Record Date by (i) each person who is known by us, based solely on a review of public filings, to be the beneficial owner of more than 5% of any class of our outstanding voting securities, (ii) each director, (iii) each named executive officer and (iv) all executive officers and directors as a group. None of the foregoing persons beneficially owned any shares of equity securities of our subsidiaries as of the Record Date.

Under applicable SEC rules, a person is deemed to be the beneficial owner of a voting security if such person has (or shares) either investment power or voting power over such security or has (or shares) the right to acquire such security within 60 days by any of a number of means, including upon the exercise of options or warrants or the conversion of convertible securities. A beneficial owner's percentage ownership is determined by assuming that options, warrants and convertible securities that are held by the beneficial owner, but not those held by any other person, and which are exercisable or convertible within 60 days, have been exercised or converted.

Unless otherwise indicated, we believe that all persons named in the table below have sole voting and investment power with respect to all voting securities shown as being owned by them. Unless otherwise indicated, the address of each beneficial owner in the table below is care of XPO Logistics, Inc., Five Greenwich Office Park, Greenwich, Connecticut 06831.

Name of Beneficial Owner	Shares of Common Stock Beneficially Owned	Percentage of Class Outstanding ⁽¹⁾	Shares of Series	
			A Preferred Stock Beneficially Owned ⁽²⁾	Percentage of Class Outstanding
Beneficial Ownership of 5% or more				
Jacobs Private Equity, LLC	19,285,714 ⁽³⁾	14.8%	67,500	92.6%
Orbis Investment Management Limited ⁽⁴⁾				
Orbis House, 25 Front Street				
Hamilton Bermuda HM11	16,404,627	14.8%		
Coral Blue Investment Pte. Ltd ⁽⁵⁾				
168 Robinson Road #37-01, Capital				
Tower, Singapore 068912	10,937,278	9.9%		
Ontario Teachers Pension Plan Board ⁽⁶⁾				
5650 Yonge Street, 3rd Floor				
Toronto, ON M2M 4H5	7,706,021	7.0%		
The Vanguard Group ⁽⁷⁾	6,504,076	5.9%		
100 Vanguard Blvd.				

Malvern, PA 19355

Spruce House Investment Management
LLC⁽⁸⁾

435 Hudson Street, 8th Floor

New York, NY 10014

6,047,055

5.5%

Wellington Management Group LLP⁽⁹⁾

280 Congress Street

Boston, MA 02210

5,612,844

5.1%

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Name of Beneficial Owner	Shares of Common Stock Beneficially Owned	Percentage of Class Outstanding ⁽¹⁾	Shares of Series	
			A Preferred Stock Beneficially Owned ⁽²⁾	Percentage of Class Outstanding
Directors:				
Gena L. Ashe				
Louis DeJoy	1,119,074 ⁽¹⁰⁾	1.0%		
Michael G. Jesselson	341,723 ⁽¹¹⁾	*	725 ⁽¹²⁾	1.0%
Adrian P. Kingshott	127,972 ⁽¹³⁾	*	300	*
Jason D. Papastavrou	236,847 ⁽¹⁴⁾	*	650 ⁽¹⁵⁾	*
Oren G. Shaffer	60,758 ⁽¹⁶⁾	*		
Named Executive Officers:				
Bradley S. Jacobs+	19,662,175 ⁽¹⁷⁾	15.1%	67,500	92.6%
Troy A. Cooper	124,768 ⁽¹⁸⁾	*		
John J. Hardig	130,749 ⁽¹⁹⁾	*		
Gordon E. Devens	172,506 ⁽²⁰⁾	*		
Scott B. Malat	124,420 ⁽²¹⁾	*		
Current Executive Officers and Directors as a Group (12 People)	22,300,077⁽²²⁾	17.0%	69,175	95.4%

* Less than 1%

+ Director and Executive Officer

- (1) For purposes of this column, the number of shares of the class outstanding reflects the sum of (i) 110,865,064 shares of our common stock that were outstanding as of the Record Date, (ii) the number of shares of our common stock into which the outstanding shares of our preferred stock held by the relevant person, if any, were convertible on the Record Date, (iii) the number of shares of our common stock, if any, which the relevant person could acquire on exercise of options or warrants within 60 days of the Record Date and (iv) the number of restricted stock units (RSUs), if any, held by the relevant person that are or will become vested within 60 days of the Record Date.
- (2) Each share of our Series A Preferred Stock that was outstanding on the Record Date has an initial liquidation preference of \$1,000 per share and is convertible into approximately 143 shares of our common stock at an effective conversion price of \$7.00 per share of our common stock. Our Series A Preferred Stock votes together as a single class with our common stock on an as-converted basis, except with respect to certain matters that impact the rights of holders of our Series A Preferred Stock, in which case our Series A Preferred Stock votes separately as a single class.
- (3) Consists of 9,642,857 shares of our common stock issuable upon the exercise of 9,642,857 warrants at an exercise price of \$7.00 per share of common stock, and 9,642,857 shares of our common stock issuable upon conversion of 67,500 shares of our Series A Preferred Stock.
- (4) Based on the Schedule 13G, filed February 16, 2016, filed by Orbis Investment Management Limited (OIML), Orbis Investment Management (U.S.), LLC (OIMUS) and Orbis Asset Management Limited (OAML), which reported that, as of December 31, 2015, OIML beneficially owned 15,914,012 shares, OIMUS beneficially owned 411,455 shares, and OAML beneficially owned 79,160 shares. The group has sole voting and sole dispositive power over such shares.
- (5) Based on the Form 4, filed August 10, 2016, filed by Coral Blue Investment Pte. Ltd. and GIC Private Limited, which reported that, as of August 8, 2016, Coral Blue Investment Pte. Ltd. beneficially owned 10,937,278 shares

of common stock and shares voting and dispositive power over such shares of common stock with GIC Private Limited.

- (6) Based on the Schedule 13G, filed February 11, 2016, filed by Ontario Teachers Pension Plan Board, which reported that, as of December 31, 2015, Ontario Teachers Pension Plan Board beneficially owned 7,706,021 shares with sole voting and sole dispositive power over such shares.

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- (7) Based on the Schedule 13G, filed February 11, 2016, filed by The Vanguard Group, which reported that, as of December 31, 2015, The Vanguard Group beneficially owned 6,504,076 shares with sole voting power over 155,228 shares, shared voting power over 4,300 shares, sole dispositive power over 6,350,548 shares and shared dispositive power over 153,528 shares.
- (8) Based on the Schedule 13G/A, filed February 16, 2016, filed by Spruce House Investment Management LLC, Spruce House Capital LLC, The Spruce House Partnership LP, Zachary Sternberg, and Benjamin Stein, which reported that, as of December 31, 2015, Spruce House Investment Management LLC beneficially owned 6,000,000 shares, Spruce House Capital LLC beneficially owned 6,000,000 shares, The Spruce House Partnership LP beneficially owned 6,000,000 shares, Zachary Sternberg beneficially owned 6,045,000 shares and Benjamin Stein beneficially owned 6,047,055 shares. Benjamin Stein has sole voting power over 47,055 shares, shared voting power over 6,000,000 shares, sole dispositive power over 47,055 shares and shared dispositive power over 6,000,000 shares. Zachary Sternberg has sole voting power over 45,000 shares, shared voting power over 6,000,000 shares, sole dispositive power over 45,000 shares and shared dispositive power over 6,000,000 shares.
- (9) Based on the Schedule 13G, filed February 11, 2016, filed by Wellington Management Group LLP, Wellington Group Holdings LLP, and Wellington Investment Advisors Holdings LLP, which reported that, as of December 31, 2015, the group beneficially owned 5,612,844 shares with shared voting power over 4,477,940 shares and shared dispositive power over 5,612,844 shares.
- (10) Includes (i) 192,086 shares of our common stock beneficially owned by The Louis DeJoy Family Partnership, LLC, of which Mr. DeJoy is the managing member, (ii) 484,340 shares of our common stock owned by the Louis DeJoy and Aldona Z. Wos Family Foundation, of which Mr. DeJoy is the president, and (iii) 6,501 RSUs that are or will become vested within 60 days of the Record Date.
- (11) Includes (i) 12,000 shares of our common stock beneficially owned by the Michael G. Jesselson and Linda Jesselson 3/12/84 Trust, of which Mr. Jesselson is a trustee, (ii) 12,000 shares of our common stock beneficially owned by the Michael G. Jesselson and Linda Jesselson 11/26/85 Trust, of which Mr. Jesselson is a trustee, (iii) 12,000 shares of our common stock beneficially owned by the Michael G. Jesselson and Linda Jesselson 3/31/87 Trust, of which Mr. Jesselson is a trustee, (iv) 10,000 shares of our common stock beneficially owned by the Michael G. Jesselson and Linda Jesselson 6/30/93 Trust, of which Mr. Jesselson is a trustee, (v) 10,000 shares of our common stock owned by Mr. Jesselson's spouse, (vi) 103,572 shares of our common stock issuable upon the exercise of 103,572 warrants at an exercise price of \$7.00 per share of our common stock, which warrants are beneficially owned by the Michael G. Jesselson 12/18/80 Trust and the Michael G. Jesselson 4/8/71 Trust, of which trusts Mr. Jesselson is the beneficiary, (vii) 21,322 shares of our common stock issuable upon the exercise of 21,322 warrants at an exercise price of \$7.00 per share of our common stock, which warrants are beneficially owned by the Michael G. Jesselson and Linda Jesselson, Trustees UID 6/30/93 FBO Maya Ariel Ruth Jesselson, of which Mr. Jesselson is the beneficiary, (viii) 103,570 shares of our common stock issuable upon conversion of 725 shares of our Series A Preferred Stock, which shares of our Series A Preferred Stock are beneficially owned by the Michael G. Jesselson 12/18/80 Trust and the Michael G. Jesselson 4/8/71 Trust, of which trusts Mr. Jesselson is the beneficiary, (ix) 24,000 shares of our common stock issuable upon the exercise of options that are or will become exercisable within 60 days of the Record Date, and (x) 6,501 RSUs that are or will become vested within 60 days of the Record Date.
- (12) See clause (viii) of footnote (12).
- (13) Includes (i) 42,857 shares of our common stock issuable upon the exercise of 42,857 warrants at an exercise price of \$7.00 per share of our common stock, (ii) 42,857 shares of our common stock issuable upon conversion of 300 shares of our Series A Preferred Stock, (iii) 24,000 shares of our common stock issuable upon the exercise of options that are or will become exercisable on within 60 days of the Record Date, and (iv) 10,758 RSUs that are or will become vested within 60 days of the Record Date.
- (14) Includes (i) 1,375 shares of our common stock beneficially owned by the Brett A. Athans Declaration of Trust, of which Dr. Papastavrou is the trustee, (ii) 92,857 shares of our common stock issuable upon the exercise of 92,857

warrants at an exercise price of \$7.00 per share of our common stock, which warrants are beneficially owned by Springer Wealth Management LLC, of which Dr. Papastavrou is the owner of 100% of the equity securities, (iii) 92,857 shares of our common stock issuable upon conversion of 650 shares of

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- our Series A Preferred Stock, which shares of Series A Preferred Stock are beneficially owned by Springer Wealth Management LLC, of which Dr. Papastavrou is the owner of 100% of the equity securities, (iv) 24,000 shares of our common stock issuable upon the exercise of options that are or will become exercisable within 60 days of the Record Date and (v) 15,758 RSUs that are or will become vested within 60 days of the Record Date.
- (15) See clause (iii) of footnote (15).
- (16) Includes (i) 8,500 shares of our common stock issuable upon the exercise of 8,500 warrants at an exercise price of \$7.00 per share of common stock, (ii) 24,000 shares of our common stock issuable upon the exercise of options that are or will become exercisable within 60 days of the Record Date and (iii) 15,758 RSUs that are or will become vested within 60 days of the Record Date.
- (17) Mr. Jacobs has indirect beneficial ownership of the shares of our common stock and our Series A Preferred Stock beneficially owned by JPE as a result of being its Managing Member. See footnote (3). Also includes 250,000 shares of our common stock issuable upon the exercise of options that are or will become exercisable within 60 days of the Record Date.
- (18) Includes (i) 10,000 shares of common stock issuable upon the exercise of 10,000 warrants at an exercise price of \$7.00 per share of common stock and (ii) 25,000 shares of our common stock issuable upon the exercise of options that are or will become exercisable within 60 days of the Record Date.
- (19) Includes 50,000 shares of our common stock issuable upon the exercise of options that are or will become exercisable within 60 days of the Record Date.
- (20) Includes (i) 20,000 shares of our common stock issuable upon the exercise of 20,000 warrants at an exercise price of \$7.00 per share of common stock and (ii) 125,000 shares of our common stock issuable upon the exercise of options that are or will become exercisable within 60 days of the Record Date.
- (21) Includes (i) 12,750 shares of our common stock issuable upon the exercise of 12,750 warrants at an exercise price of \$7.00 per share of common stock, and (ii) 48,000 shares of our common stock issuable upon the exercise of options that are or will become exercisable within 60 days of the Record Date.
- (22) Includes (i) 9,954,715 shares of our common stock issuable upon the exercise of 9,954,715 warrants at an exercise price of \$7.00 per share of our common stock, (ii) 9,882,143 shares of our common stock issuable upon conversion of 69,175 shares of our preferred stock, (iii) 729,000 shares of our common stock issuable upon the exercise of options that are or will become exercisable within 60 days of the Record Date, and (iv) 55,276 RSUs that are or will become vested within 60 days of the Record Date.

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STOCKHOLDER PROPOSALS

Stockholder proposals will be eligible for consideration for inclusion in the proxy statement and form of proxy for the Company's 2017 annual meeting of stockholders in accordance with Rule 14a-8 under the U.S. Securities Exchange Act of 1934, as amended (the Exchange Act), and the Company's Amended and Restated Bylaws (the Bylaws), as described below.

As more specifically provided in our Bylaws, no business may be brought before an annual meeting of our stockholders unless it is specified in the notice of the annual meeting or is otherwise brought before the annual meeting by or at the direction of our Board or by a stockholder entitled to vote who has delivered proper notice to us not less than 90 days or more than 180 days prior to the earlier of the date of the annual meeting and the first anniversary of the preceding year's annual meeting. Accordingly, assuming that our 2017 annual meeting of stockholders is held on or after May 11, 2017, any stockholder proposal to be considered at the 2017 annual meeting, including nominations of persons for election to our Board, must be properly submitted to us not earlier than November 12, 2016 nor later than February 10, 2017. Detailed information for submitting stockholder proposals or nominations of director candidates will be provided upon written request to: Secretary, XPO Logistics, Inc., Five Greenwich Office Park, Greenwich, Connecticut 06831.

The foregoing requirements are separate from the SEC's requirements that a stockholder must meet in order to have a stockholder proposal included in our proxy statement for the 2017 annual meeting of stockholders. Stockholders interested in submitting a proposal for inclusion in our proxy materials for the 2017 annual meeting may do so by following the procedures set forth in Rule 14a-8 under the Exchange Act. To be eligible for inclusion in such proxy materials pursuant to such rule, stockholder proposals must be received by our Secretary not later than December 10, 2016.

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OTHER MATTERS

No business other than that set forth in the attached notice of special meeting is expected to come before the special meeting. However, should any other matters requiring a vote of stockholders arise, the persons named in the accompanying proxy will vote thereon according to their best judgment in the interest of the Company.

SOLICITATION OF PROXIES

It is expected that the solicitation of proxies will be primarily by mail. Proxies may also be solicited personally by regular employees of the Company, by telephone or by other means of communication at nominal cost. The Company will bear the cost of such solicitation. It will reimburse banks, brokers and trustees, or their nominees, for reasonable expenses incurred by them in forwarding proxy material to beneficial owners of stock in accordance with the NYSE schedule of charges. In addition, the Company has retained Innisfree M&A Incorporated to assist us in soliciting proxies and verifying the records relating to the solicitations in connection with the special meeting. Innisfree M&A Incorporated will receive approximately \$9,000, plus their reasonable and customary expenses for providing such services.

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WHERE YOU CAN FIND MORE INFORMATION

We are subject to the informational requirements of the Exchange Act. We file reports, proxy statements and other information with the SEC. You may read and copy these reports, proxy statements and other information at the SEC's Public Reference Section at 100 F Street, N.E., Washington, D.C. 20459. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also maintains an internet website, located at www.sec.gov, which contains reports, proxy statements and other information regarding companies and individuals that file electronically with the SEC.

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Annex A

XPO LOGISTICS, INC.

2016 OMNIBUS INCENTIVE COMPENSATION PLAN

SECTION 1. Purpose. The purpose of this XPO Logistics, Inc. 2016 Omnibus Incentive Compensation Plan (the Plan) is to promote the interests of the Company and its stockholders by (a) attracting and retaining exceptional directors, officers, employees and consultants (including prospective directors, officers, employees and consultants) of the Company (as defined below) and its Affiliates (as defined below) and (b) enabling such individuals to participate in the long-term growth and financial success of the Company. This Plan is intended to replace the Prior Company Plan and the Prior Con-way Plan (each as defined below and, together, the Prior Plans), which Prior Plans shall be frozen with respect to future grants on the Approval Date (as defined below). The Prior Company Plan (as originally adopted and prior to its amendment and restatement in 2012) previously replaced and superseded the Option Plan (as defined below). Notwithstanding the foregoing, any awards granted under the Prior Plans or the Option Plan shall remain in effect pursuant to their respective terms.

SECTION 2. Definitions. As used herein, the following terms shall have the meanings set forth below:

Affiliate means (a) any entity that, directly or indirectly, is controlled by, controls or is under common control with, the Company and/or (b) any entity in which the Company has a significant equity interest, in either case, as determined by the Committee.

Approval Date means December 20, 2016, the date on which the Plan is approved by the Company's stockholders.

Award means any award that is permitted under SECTION 6 and was granted under the Plan or the Prior Plans and any award that is permitted under Article 6 of the Option Plan and was granted under the Option Plan.

Award Agreement means any written or electronic agreement, contract or other instrument or document evidencing any Award, which may (but need not) require execution or acknowledgment by a Participant.

Applicable Exchange means the New York Stock Exchange LLC or any other national stock exchange or quotation system on which the Shares may be listed or quoted.

Board means the Board of Directors of the Company.

Cash Incentive Award means an Award (a) that is granted pursuant to SECTION 6(g) of the Plan, (b) that is settled in cash and (c) the value of which is set by the Committee and is not calculated by reference to the Fair Market Value of Shares.

Change of Control shall (a) have the meaning set forth in an Award Agreement; provided, however, that except in the case of a transaction described in subparagraph (b)(iii) below, any definition of Change of Control set forth in an Award Agreement shall provide that a Change of Control shall not occur until consummation or effectiveness of a change in control of the Company, rather than upon the announcement, commencement, stockholder approval or other potential occurrence of any event or transaction that, if completed, would result in a change in control of the Company, or (b) if there is no definition set forth in an Award Agreement, mean the occurrence of any of the following events:

(i) during any period, individuals who were directors of the Company on the first day of such period (the Incumbent Directors) cease for any reason to constitute a majority of the Board; provided, however, that any individual becoming a director subsequent to the first day of such period whose election, or nomination by the Board for election by the Company's stockholders, was approved by a vote of at least a majority of the Incumbent Directors shall be considered as though such individual were an Incumbent Director, but

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excluding for this purpose, any such individual whose initial assumption of office occurs as a result of an actual or threatened election contest with respect to the election or removal of directors or other actual or threatened solicitation of proxies or consents by or on behalf of a Person other than the Board (including without limitation any settlement thereof);

(ii) the consummation of (A) a merger, consolidation, statutory share exchange or similar form of corporate transaction involving the Company (each of the events referred to in this clause (A) being hereinafter referred to as a Reorganization) or (B) the sale or other disposition of all or substantially all of the assets of the Company to an entity that is not an Affiliate (a Sale), in each case, if such Reorganization or Sale requires the approval of the Company's stockholders under the law of the Company's jurisdiction of organization (whether such approval is required for such Reorganization or Sale or for the issuance of securities of the Company in such Reorganization or Sale), unless, immediately following such Reorganization or Sale, (1) individuals and entities who were the beneficial owners (as such term is defined in Rule 13d-3 under the Exchange Act (or a successor rule thereto)) of the securities eligible to vote for the election of the Board (Company Voting Securities) outstanding immediately prior to the consummation of such Reorganization or Sale continue to beneficially own, directly or indirectly, more than 50% of the combined voting power of the then outstanding voting securities of the corporation or other entity resulting from such Reorganization or Sale (including a corporation that, as a result of such transaction, owns the Company or all or substantially all of the Company's assets either directly or through one or more subsidiaries) (the Continuing Company) in substantially the same proportion as the voting power of such Company Voting Securities among the holders thereof immediately prior to the Reorganization or Sale (excluding, for such purposes, any outstanding voting securities of the Continuing Company that such beneficial owners hold immediately following the consummation of the Reorganization or Sale as a result of their ownership prior to such consummation of voting securities of any corporation or other entity involved in or forming part of such Reorganization or Sale other than the Company), (2) no person (as such term is used in Section 13(d) of the Exchange Act) (each, a Person) (excluding (x) any employee benefit plan (or related trust) sponsored or maintained by the Continuing Company or any corporation controlled by the Continuing Company and (y) any one or more Specified Stockholders) beneficially owns, directly or indirectly, 30% or more of the combined voting power of the then outstanding voting securities of the Continuing Company and (3) at least 50% of the members of the board of directors of the Continuing Company (or equivalent body) were Incumbent Directors at the time of the execution of the definitive agreement providing for such Reorganization or Sale or, in the absence of such an agreement, at the time at which approval of the Board was obtained for such Reorganization or Sale;

(iii) the stockholders of the Company approve a plan of complete liquidation or dissolution of the Company unless such liquidation or dissolution is part of a transaction or series of transactions described in paragraph (ii) above that does not otherwise constitute a Change of Control; or

(iv) any Person, corporation or other entity or group (as used in Section 14(d)(2) of the Exchange Act) (other than (A) the Company, (B) any trustee or other fiduciary holding securities under an employee benefit plan of the Company or an Affiliate, (C) any company owned, directly or indirectly, by the stockholders of the Company in substantially the same proportions as their ownership of the voting power of the Company Voting Securities or (D) any one or more Specified Stockholders, including any group in which a Specified Stockholder is a member) becomes the beneficial owner, directly or indirectly, of securities of the Company representing 30% or more of the combined voting power of the Company Voting Securities; provided, however, that for purposes of this subparagraph (iv), the following acquisitions shall not constitute a Change of Control: (w) any acquisition directly from the Company, (x) any acquisition by any employee benefit plan (or related trust) sponsored or maintained by the Company or an Affiliate, (y) any acquisition by an underwriter temporarily holding such Company Voting Securities pursuant to an offering of such securities or any acquisition by a pledgee of Company Voting Securities holding such securities as collateral or temporarily holding such securities upon foreclosure of the underlying obligation or (z) any

acquisition pursuant to a Reorganization or Sale that does not constitute a Change of Control for purposes of subparagraph (ii) above.

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Code means the Internal Revenue Code of 1986, as amended from time to time, or any successor statute thereto, and the regulations promulgated thereunder.

Committee means the Compensation Committee of the Board or a subcommittee thereof, or such other committee of the Board as may be designated by the Board to administer the Plan.

Company means XPO Logistics, Inc., a corporation organized under the laws of Delaware, together with any successor thereto.

Deferred Share Unit means a deferred share unit Award that represents an unfunded and unsecured promise to deliver Shares in accordance with the terms of the applicable Award Agreement.

Exchange Act means the Securities Exchange Act of 1934, as amended from time to time, or any successor statute thereto, and the regulations promulgated thereunder.

Exercise Price means (a) in the case of each Option, the price specified in the applicable Award Agreement as the price-per-Share at which Shares may be purchased pursuant to such Option or (b) in the case of each SAR, the price specified in the applicable Award Agreement as the reference price-per-Share used to calculate the amount payable to the applicable Participant pursuant to such SAR.

Fair Market Value means, except as otherwise provided in the applicable Award Agreement, (a) with respect to any property other than Shares, the fair market value of such property determined by such methods or procedures as shall be established from time to time by the Committee and (b) with respect to Shares as of any date, (i) the closing per-share sales price of the Shares as reported by the Applicable Exchange for such stock exchange for such date or if there were no sales on such date, on the closest preceding date on which there were sales of Shares or (ii) in the event there shall be no public market for the Shares on such date, the fair market value of the Shares as determined in good faith by the Committee.

Incentive Stock Option means an option to purchase Shares from the Company that (a) is granted under SECTION 6(b) of the Plan and (b) is intended to qualify for special Federal income tax treatment pursuant to Sections 421 and 422 of the Code, as now constituted or subsequently amended, or pursuant to a successor provision of the Code, and which is so designated in the applicable Award Agreement.

Independent Director means a member of the Board (a) who is neither an employee of the Company nor an employee of any Affiliate, and (b) who, at the time of acting, is a Non-Employee Director under Rule 16b-3.

Nonqualified Stock Option means an option to purchase Shares from the Company that (a) is granted under SECTION 6(b) of the Plan and (b) is not an Incentive Stock Option.

Option means an Incentive Stock Option or a Nonqualified Stock Option or both, as the context requires.

Option Plan means the Express-1 Expedited Solutions, Inc. Amended and Restated 2001 Stock Option Plan.

Participant means any director, officer, employee or consultant (including any prospective director, officer, employee or consultant) of the Company or its Affiliates who is eligible for an Award under SECTION 5 and who is selected by the Committee to receive an Award under the Plan or who receives a Substitute Award pursuant to SECTION 4(c).

Performance Compensation Award means any Award designated by the Committee as a Performance Compensation Award pursuant to SECTION 6(e) of the Plan.

Performance Criteria means the criterion or criteria that the Committee shall select for purposes of establishing the Performance Goal(s) for a Performance Period with respect to any Performance Compensation Award, Performance Unit or, if applicable, Cash Incentive Award under the Plan.

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Performance Formula means, for a Performance Period, the one or more objective formulas applied against the relevant Performance Goal to determine, with regard to the Performance Compensation Award, Performance Unit or, if applicable, Cash Incentive Award of a particular Participant, whether all, some portion but less than all, or none of such Award has been earned for the Performance Period.

Performance Goal means, for a Performance Period, the one or more goals established by the Committee for the Performance Period based upon the Performance ttom" ALIGN="right">(2,727) (6,142) 24 (6,118)

Total interest-bearing liabilities

(5,315) (10,111) (15,426) (3,027) (15,849) (18,876)

Change in net interest income

\$ 10,078 \$ (5,940) \$ 4,138 \$ 15,141 \$ 9,775 \$ 24,916

⁽¹⁾ Changes in interest due to both volume and rate have been allocated on a pro-rata basis using the absolute ratio value of amounts calculated.

⁽²⁾ Includes mortgage loans held for sale and shown net of unearned income.

Table 3 Investment Portfolio

(In Thousands)

The following table sets forth the scheduled maturity distribution and weighted average yield based on the amortized cost of our investment portfolio as of December 31, 2012. Information regarding the carrying value of the investment securities listed below as of December 31, 2012, 2011 and 2010 is contained under the heading **Financial Condition and Results of Operations – Investments and Investment Interest Income** in Item 7, Management’s Discussion and Analysis of Financial Condition and Results of Operations.

	One Year or Less		After One Year Through Five Years		After Five Years Through Ten Years		After Ten Years	
	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield
Held to Maturity:								
Obligations of other U.S. Government agencies and corporations	\$		\$ 3,500	0.68%	\$ 86,545	1.93%	\$	
Obligations of states and political subdivisions	8,937	4.82%	34,076	3.93%	45,883	4.60%	138,825	5.37%
Available for Sale:								
Obligations of other U.S. Government agencies and corporations					2,169	3.35%		
Mortgage-backed securities			6,159	4.99%	54,074	3.58%	242,185	2.41%
Trust preferred securities							28,612	1.02%
Other debt securities							22,079	2.43%
Other equity securities							2,355	1.26%
	\$ 8,937		\$ 43,735		\$ 188,671		\$ 434,056	

The maturity of mortgage-backed securities reflects scheduled repayments based upon the contractual maturities of the securities. Weighted average yields on tax-exempt obligations have been computed on a fully tax equivalent basis assuming a federal tax rate of 35% and a state tax rate of 3.3%, which is net of federal tax benefit.

Table of Contents**Table 4 Loan Portfolio***(In Thousands)*

The following table sets forth loans, net of unearned income, outstanding at December 31, 2012, which, based on remaining scheduled repayments of principal, are due in the periods indicated. Loans with balloon payments and longer amortizations are often repriced and extended beyond the initial maturity when credit conditions remain satisfactory. Demand loans, loans having no stated schedule of repayments and no stated maturity, and overdrafts are reported below as due in one year or less. For information regarding the loan balances in each of the categories listed below as of the end of each of the last five years, see Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, under the heading "Financial Condition and Results of Operations - Loan and Loan Interest Income." See "Risk Management - Credit Risk and Allowance for Loan Losses" in Item 7 for information regarding the risk elements applicable to, and a summary of our loan loss experience with respect to, the loans in each of the categories listed below.

	One Year or Less	After One Year Through Five Years	After Five Years	Total
Commercial, financial, agricultural	\$ 162,323	\$ 127,202	\$ 27,525	\$ 317,050
Lease financing	30	160		190
Real estate - construction	68,747	13,949	23,010	105,706
Real estate - 1-4 family mortgage	220,120	427,834	255,469	903,423
Real estate - commercial mortgage	496,563	739,610	190,470	1,426,643
Installment loans to individuals	22,697	32,970	1,574	57,241
	\$ 970,480	\$ 1,341,725	\$ 498,048	\$ 2,810,253

The following table sets forth the fixed and variable rate loans maturing or scheduled to reprice after one year as of December 31, 2012:

	Interest Sensitivity	
	Fixed Rate	Variable Rate
Due after one year through five years	\$ 1,058,780	\$ 282,945
Due after five years	331,800	166,248
	\$ 1,390,580	\$ 449,193

Table 5 Deposits*(In Thousands)*

The following table shows the maturity of certificates of deposit and other time deposits of \$100 or more at December 31, 2012:

	Certificates of Deposit	Other
Three Months or Less	\$ 86,872	\$ 6,688
Over Three through Six Months	69,623	6,992
Over Six through Twelve Months	159,456	9,727
Over 12 Months	234,025	35,264

\$	549,976	\$	58,671
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ITEM 1A. RISK FACTORS

In addition to the other information contained in or incorporated by reference into this Form 10-K and the exhibits hereto, the following risk factors should be considered carefully in evaluating our business. The risks disclosed below, either alone or in combination, could materially adversely affect the business, financial condition or results of operations of the Company. Additional risks not presently known to us, or that we currently deem immaterial, may also adversely affect our business, financial condition or results of operations.

Risks Related To Our Business and Industry

Our business may be adversely affected by current economic conditions in general and specifically in our Mississippi, Tennessee, Alabama and Georgia markets.

Over the past few years, the United States economy and the global economy have experienced a severe economic downturn. Only in the past year has it appeared that United States and global economic conditions are beginning to improve, and even then the improvement has been sluggish. Notwithstanding these signs of improvement, business activity across a wide range of industries and regions remains greatly reduced, and local governments and many businesses are in serious difficulty due to the lack of consumer spending and the lack of liquidity in the credit markets. Unemployment has also remained elevated above historical levels. The markets in which we operate have not been immune from the effects of this economic downturn.

Since mid-2007, the financial services industry and the securities markets generally were materially and adversely affected by significant declines in the values of nearly all asset classes and by a significant lack of liquidity in the credit markets. This was initially triggered by declines in home prices and the values of subprime mortgages. The global markets have since been characterized by substantially increased volatility and an overall loss of investor confidence, initially in financial institutions, but now in companies in virtually all other industries and in the broader markets.

Declining asset values, defaults on mortgages and consumer loans, and the lack of market and investor confidence, as well as other factors, have all combined to cause rating agencies to lower credit ratings, and to otherwise increase the cost and decrease the availability of liquidity, despite very significant and lasting declines in Federal Reserve borrowing rates and other government actions. As a result of this market volatility, many banks and other institutions have suffered significant losses and have become reluctant to lend, even on a secured basis, due to the increased risk of default and the impact of declining asset values on the value of collateral. This has significantly weakened the strength and liquidity of many financial institutions worldwide, resulting in the failure or near-failure of many institutions.

In addition, the economic conditions in the states of Mississippi, Tennessee, Alabama and Georgia and the specific local markets in which we operate will particularly affect our results of operations and our financial condition. Due to our limited market areas, the local economic conditions in these areas have a significant impact on the demand for our products and services as well as the ability of our customers to repay loans, the value of the collateral securing loans and the stability of our deposit funding sources.

Our financial performance generally, and in particular the ability of borrowers to pay interest on and repay principal of outstanding loans and the value of collateral securing those loans, is highly dependent upon the business conditions in the markets where we operate, in the United States as a whole and abroad. These conditions include liquidity in the credit markets, short-term and long-term interest rates, inflation, deflated money supply, political issues, legislative and regulatory changes, fluctuations in both debt and equity capital markets, broad trends in industry and finance and the strength of the U.S. economy and the local economies in which we operate, all of which are beyond our control. We anticipate that the business environment in our markets and the United States as a whole will continue its slow recovery over the foreseeable future, and there remains a possibility of further deterioration. In either case, the credit quality of our loans and the value of loan collateral, as well as our results of operations and financial condition, are likely to be materially and adversely affected. We believe that the impact of the economic downturn in the United States heightens all of the risks described in the remainder of this Item 1A.

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We are subject to lending risk.

There are inherent risks associated with our lending activities. These risks include, among other things, the impact of changes in interest rates and changes in the economic conditions in the markets where we operate as well as those across the United States. Increases in interest rates and/or weakening economic conditions could adversely impact the ability of borrowers to repay outstanding loans or the value of the collateral securing these loans. For the reasons explained below, if current trends in the housing and real estate markets continue, we may experience higher than normal delinquencies and credit losses.

As of December 31, 2012, approximately 65.80% of our loan portfolio consisted of commercial, construction and commercial real estate loans. These types of loans are generally viewed as having more risk to our financial condition than other types of loans due primarily to the large amounts loaned to individual borrowers. Because the loan portfolio contains a significant number of commercial, construction and commercial real estate loans with relatively large balances, the deterioration of one or a few of these loans could cause a significant increase in nonperforming loans. An increase in nonperforming loans could result in a net loss of earnings from these loans, an increase in the provision for possible loan losses and an increase in loan charge-offs, all of which could have a material adverse effect on our financial condition and results of operations.

Our commercial, construction and commercial real estate loan portfolios are discussed in more detail under the heading **Operations** **Operations of Community Banks** in Item 1, Business.

We have a high concentration of loans secured by real estate.

At December 31, 2012, approximately 86.67% of our loan portfolio had real estate as a primary or secondary component of the collateral securing the loan. The real estate provides an alternate source of repayment in the event of a default by the borrower. Over the past few years, United States real estate, particularly Georgia real estate, has experienced a severe decline in value, with the real estate market and property values just recently showing small signs of stabilization. Although real estate values in our Alabama, Mississippi and Tennessee markets have not declined as dramatically as in Georgia and other areas of the United States, any such adverse change in our markets could significantly impair the value of the particular collateral securing our loans and our ability to sell the collateral upon foreclosure for an amount necessary to satisfy the borrower's obligations to us. Furthermore, in a declining real estate market, we often will need to further increase our allowance for loan losses to address the deterioration in the value of the real estate securing our loans. This was the case from 2008 to 2011. Any of the foregoing could have a material adverse effect on our financial condition and results of operations.

We have a concentration of credit exposure in commercial real estate.

At December 31, 2012, we had approximately \$1.4 billion in commercial real estate loans, representing approximately 50.76% of our loans outstanding on that date. In addition to the general risks associated with our lending activities described above, including the effects of declines in real estate values, commercial real estate loans are subject to additional risks. Commercial real estate loans depend on cash flows from the property to service the debt. Cash flows, either in the form of rental income or the proceeds from sales of commercial real estate, may be affected significantly by general economic conditions. A downturn in the local economy generally or in occupancy rates where the property is located could increase the likelihood of default.

In addition, in light of the current downturn in United States real estate markets generally, banking regulators are giving commercial real estate lending greater scrutiny and, in some instances, have required banks with higher levels of commercial real estate loans to implement improved underwriting, internal controls, risk management policies and portfolio stress testing, as well as possibly higher levels of allowances for loan losses and capital levels as a result of commercial real estate lending growth and exposure. Any of these factors could have a material adverse effect on our financial condition and results of operations.

We depend on the accuracy and completeness of information furnished by others about customers and counterparties.

In deciding whether to extend credit or enter into other transactions, we often rely on information furnished by or on behalf of customers and counterparties, including financial statements, credit reports, other financial information and appraisals of the value of collateral. We may also rely on representations of those customers, counterparties or other third parties, such as independent auditors, as to the accuracy and completeness of that information. Reliance on inaccurate or misleading financial statements, credit reports, other financial information or appraisals could have a material adverse effect on our business and, in turn, our financial condition and results of operations.

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Our allowance for possible loan losses may be insufficient, and we may be required to further increase our provision for loan losses.

Although we try to maintain diversification within our loan portfolio in order to minimize the effect of economic conditions within a particular industry, management also maintains an allowance for loan losses, which is a reserve established through a provision for loan losses charged to expense, to absorb probable credit losses inherent in the entire loan portfolio. The appropriate level of the allowance is based on management's ongoing analysis of the loan portfolio and represents an amount that management deems adequate to provide for inherent losses, including collateral impairment. Among other considerations in establishing the allowance for loan losses, management considers economic conditions reflected within industry segments, the unemployment rate in our markets, loan segmentation and historical losses that are inherent in the loan portfolio. The determination of the appropriate level of the allowance for loan losses inherently involves a high degree of subjectivity and requires management to make significant estimates of current credit risks and future trends, all of which may undergo material changes. Changes in economic conditions affecting borrowers, new information regarding existing loans, identification of additional problem loans and other factors, both within and outside of our control, may require an increase in the allowance for loan losses.

The economic downturn in the United States has made it more difficult to estimate with precision the extent to which credit risks and future trends need to be addressed through a provision to our allowance for loan losses. If current weak economic conditions continue, particularly in the construction and real estate markets, we expect that we will continue to experience higher than normal delinquencies and credit losses. As a result, we may be required to make further increases in our provision for loan losses and to charge off additional loans in the future, which could materially adversely affect our financial condition and results of operations.

In addition, bank regulatory agencies periodically review the allowance for loan losses and may require an increase in the provision for loan losses or the recognition of further loan charge-offs, based on judgments different than those of management. In addition, if charge-offs in future periods exceed the allowance for loan losses, we will need additional provisions to increase the allowance for loan losses. Any increases in the allowance for loan losses will result in a decrease in net income and, possibly, capital and may have a material adverse effect on our financial condition and results of operations. A discussion of the policies and procedures related to management's process for determining the appropriate level of the allowance for loan losses is set forth under the heading "Risk Management - Credit Risk and Allowance for Loan Losses" in Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations.

We are subject to interest rate risk.

Our earnings and cash flows are largely dependent upon our net interest income. Net interest income is the difference between interest earned on assets, such as loans and securities, and the cost of interest-bearing liabilities, such as deposits and borrowed funds. Interest rates are highly sensitive to many factors that are beyond our control, including general economic conditions and policies of various governmental and regulatory agencies and, in particular, the Federal Reserve. Currently, to help combat the effects of the economic downturn in the United States, the Federal Reserve has indicated that it is likely to maintain a low interest rate policy with respect to its federal funds target rate for the foreseeable future. Changes in monetary policy, including changes in interest rates, could influence not only the interest we receive on loans and securities and the amount of interest we pay on deposits and borrowings, but such changes could also affect (1) our ability to originate loans and obtain deposits, which could reduce the amount of fee income generated, and (2) the fair value of our financial assets and liabilities.

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Our financial results are constantly exposed to market risk.

Market risk refers to the probability of variations in net interest income or the fair value of our assets and liabilities due to changes in interest rates, among other things. The primary source of market risk to us is the impact of changes in interest rates on net interest income. We are subject to market risk because of the following factors:

Assets and liabilities may mature or reprice at different times. For example, if assets reprice more slowly than liabilities and interest rates are generally rising, earnings may initially decline.

Assets and liabilities may reprice at the same time but by different amounts. For example, when interest rates are generally rising, we may increase rates charged on loans by an amount that is less than the general increase in market interest rates because of intense pricing competition. Also, risk occurs when assets and liabilities have similar repricing frequencies but are tied to different market interest rate indices that may not move in tandem.

Short-term and long-term market interest rates may change by different amounts, i.e., the shape of the yield curve may affect new loan yields and funding costs differently.

The remaining maturity of various assets and liabilities may shorten or lengthen as interest rates change. For example, if long-term mortgage interest rates decline sharply, mortgage-backed securities held in our securities portfolio may prepay significantly earlier than anticipated, which could reduce portfolio income. If prepayment rates increase, we would be required to amortize net premiums into income over a shorter period of time, thereby reducing the corresponding asset yield and net interest income.

Interest rates may have an indirect impact on loan demand, credit losses, loan origination volume, the value of financial assets and financial liabilities, gains and losses on sales of securities and loans, the value of mortgage servicing rights and other sources of earnings.

Although management believes it has implemented effective asset and liability management strategies to reduce market risk on the results of our operations, these strategies are based on assumptions that may be incorrect. Any substantial, unexpected, prolonged change in market interest rates could have a material adverse effect on our financial condition and results of operations.

Volatility in interest rates may also result in disintermediation, which is the flow of funds away from financial institutions into direct investments, such as U.S. Government and Agency securities and other investment vehicles, including mutual funds, which generally pay higher rates of return than financial institutions because of the absence of federal insurance premiums and reserve requirements. Disintermediation could also result in material adverse effects on our financial condition and results of operations.

A discussion of our policies and procedures used to identify, assess and manage certain interest rate risk is set forth under the heading "Risk Management - Interest Rate Risk" in Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations.

Liquidity needs could adversely affect our results of operations and financial condition.

We rely on dividends from the Bank as our primary source of funds. The primary source of the Bank's funds are customer deposits and loan repayments. While scheduled loan repayments are a relatively stable source of funds, they are subject to the ability of borrowers to repay the loans. The ability of borrowers to repay loans can be adversely affected by a number of factors, including changes in economic conditions, adverse trends or events affecting business industry groups, reductions in real estate values or markets, business closings or lay-offs, inclement weather, natural disasters and international instability. Many of these conditions arose during the recent economic downturn. Additionally, deposit levels may be affected by a number of factors, including rates paid by competitors, general interest rate levels, returns available to customers on alternative investments and general economic conditions. Accordingly, we may be required from time to time to rely on secondary sources of liquidity to meet withdrawal demands or otherwise fund operations or to support growth. Such sources include Federal Home Loan Bank advances and federal funds lines of credit from correspondent banks. While we believe that these sources are currently adequate, there can be no assurance they will be sufficient to meet future liquidity demands.

If the aforementioned sources of liquidity are not adequate for our needs, we may attempt to raise additional capital in the capital markets. Our ability to raise additional capital, if needed, will depend on conditions in such markets at that time, which are outside our control, and on our financial performance. Accordingly, we cannot assure you of our ability to raise additional capital in this manner.

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If we are unable to meet our liquidity needs, we may be required to slow or discontinue loan growth, capital expenditures or other investments or liquidate assets.

Our business strategy includes the continuation of growth plans, and our financial condition and results of operations could be negatively affected if we fail to grow or fail to manage our growth effectively.

We have grown our business outside our Mississippi footprint through the acquisition of entire financial institutions and through de novo branching. Since the second half of 2010, we have opened seven de novo branches, acquired specified assets and the operations of, and assumed specified liabilities of, Crescent and American Trust in two FDIC-assisted transactions and acquired the RBC Bank (USA) trust division. Also, on February 7th, 2013, we announced the signing of a definitive merger agreement pursuant to which we will acquire by merger First M&F Corporation (First M&F) and its wholly-owned subsidiary, Merchants and Farmers Bank. We intend to continue pursuing a growth strategy for our business through de novo branching and to evaluate attractive acquisition opportunities that are presented to us, whether via negotiated or FDIC-assisted transactions. Our prospects must be considered in light of the risks, expenses and difficulties frequently encountered by companies when expanding their franchise, including the following (all of which are generally applicable to an analysis of the risks relating to our pending acquisition of First M&F):

Management of Growth. We may be unable to successfully:

- maintain loan quality in the context of significant loan growth;
- maintain adequate management personnel and systems to oversee such growth;
- maintain adequate internal audit, loan review and compliance functions; and
- implement additional policies, procedures and operating systems required to support such growth.

Operating Results. There is no assurance that existing offices or future offices will maintain or achieve deposit levels, loan balances or other operating results necessary to avoid losses or produce profits. Our growth and de novo branching strategy necessarily entails growth in overhead expenses as we routinely add new offices and staff. Our historical results may not be indicative of future results or results that may be achieved as we continue to increase the number and concentration of our branch offices. Should any new location be unprofitable or marginally profitable, or should any existing location experience a decline in profitability or incur losses, the adverse effect on our results of operations and financial condition could be more significant than would be the case for a larger company.

Development of Offices. There are considerable costs involved in opening branches, and new branches generally do not generate sufficient revenues to offset their costs until they have been in operation for at least a year or more. Accordingly, our de novo branches can be expected to negatively impact our earnings for some period of time until the branches reach certain economies of scale. Our expenses could be further increased if we encounter delays in opening any of our de novo branches. We may be unable to accomplish future branch expansion plans due to a lack of available satisfactory sites, difficulties in acquiring such sites, increased expenses or loss of potential sites due to complexities associated with zoning and permitting processes, higher than anticipated merger and acquisition costs or other factors. Finally, we have no assurance our de novo branches or branches that we may acquire will be successful even after they have been established or acquired, as the case may be.

Expansion into New Markets. Much of our recent growth has been focused in the highly-competitive metropolitan areas of Memphis and Nashville, Tennessee and Birmingham and Huntsville, Alabama as well as north Georgia and east Tennessee markets. The customer demographics and financial services offerings in these markets are unlike those found in the Mississippi markets that we have historically served. In these growth markets we face competition from a wide array of financial institutions, including much larger, well-established financial institutions.

Regulatory and Economic Factors. Our growth and expansion plans may be adversely affected by a number of regulatory and economic developments or other events, including regulatory changes enacted in response to the current economic downturn (which are discussed in more detail below) or regulatory conditions imposed on us in connection with the approval of our pending acquisition. Failure to obtain required regulatory approvals, changes in laws and regulations or other regulatory developments and changes in prevailing economic conditions or other unanticipated events may prevent or adversely affect our continued growth and expansion. Such factors may cause us to alter our growth and expansion plans or slow or halt the growth and expansion process, which may prevent us from entering certain target markets or allow competitors to gain or retain market share in our existing or expected markets.

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Failure to successfully address these issues could have a material adverse effect on our financial condition and results of operations, and could adversely affect our ability to successfully implement our business strategy. Also, if our growth occurs more slowly than anticipated or declines, our operating results could be materially adversely affected.

We may fail to realize the anticipated benefits of our recent and pending acquisitions.

The success of our acquisitions of specified assets and the operations of, and our assumption of specified liabilities of, Crescent and American Trust from the FDIC, our acquisition of the trust division of RBC Bank (USA) and, if completed, our acquisition of First M&F will depend on, among other things, our ability to realize anticipated cost savings and to integrate the acquired assets and operations in a manner that permits growth opportunities and does not materially disrupt our existing customer relationships or result in decreased revenues resulting from any loss of customers. If we are not able to successfully achieve these objectives, the anticipated benefits of the acquisition may not be realized fully or at all or may take longer to realize than expected. Additionally, we will make fair value estimates of certain assets and liabilities in recording each acquisition. Actual values of these assets and liabilities could differ from our estimates, which could result in our not achieving the anticipated benefits of the particular acquisition.

We cannot assure you that our acquisitions will have positive results, including results relating to: correctly assessing the asset quality of the assets acquired; the total cost of integration, including management attention and resources; the time required to complete the integration successfully; the amount of longer-term cost savings; being able to profitably deploy funds acquired in the transaction; retaining the existing client relationships; or the overall performance of the combined business.

Our future growth and profitability depends, in part, on our ability to successfully manage the combined operations. Integration of an acquired business can be complex and costly, and we may encounter a number of difficulties, such as:

- deposit attrition, customer loss and revenue loss;
- the loss of key employees;
- the disruption of our operations and business;
- our inability to maintain and increase competitive presence;
- possible inconsistencies in standards, control procedures and policies; and/or
- unexpected problems with costs, operations, personnel, technology and credit.

Additionally, general market and economic conditions or governmental actions affecting the financial industry generally may inhibit our successful integration of the operations acquired.

Notwithstanding our loss-share arrangements with the FDIC with respect to some of the assets that we acquired, we may continue to experience increased credit costs or need to take additional markdowns and make additional provisions to the allowance for loan losses on the Crescent and American Trust loans acquired whether on account of the effects of the economic downturn in the United States or otherwise. Similar circumstances could arise following our completion of our acquisition of First M&F. Any of these actions could adversely affect our financial condition and results of operations in the future. There is no assurance that as our integration efforts continue in connection with either of the FDIC-assisted transactions or the integration of First M&F, other unanticipated costs, including the diversion of personnel, or losses will not be incurred. In addition, the attention and effort devoted to the integration of an acquired business may divert management's attention from other important issues and could harm our business.

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We may experience difficulty in managing the loan portfolios acquired from Crescent and American Trust within the limits of the loss protection provided by the FDIC.

In connection with the acquisitions of Crescent's and American Trust's respective assets and operations and the assumption of their liabilities, the Bank entered into loss-share arrangements with the FDIC that covered approximately \$700 million of acquired assets in the aggregate. Under each loss-share arrangement, 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. In addition, each Purchase and Assumption Agreement with the FDIC provides that after the 10th anniversary of the acquisition, the FDIC has a right to recover a portion of its shared-loss reimbursements if losses on the covered assets are less than \$242 million for Crescent or \$16 million for American Trust. The loss-share agreements applicable to single-family residential mortgage loans provide for FDIC loss-share and Bank reimbursement to the FDIC to run for ten years, and the loss-share agreement applicable to commercial and other assets provides for FDIC loss-share and Bank reimbursement to the FDIC to run for five years, with additional recovery sharing for three years thereafter.

The FDIC has the right to refuse or delay loss-share payments for loan losses if we do not adhere to the terms of the loss-share agreements. Also, any charge-offs that we experience after the terms of the loss-share agreements have ended would not be recoverable from the FDIC.

Certain provisions of the loss-share agreements entered into with the FDIC may have anti-takeover effects and could limit our ability to engage in certain strategic transactions that our board of directors believes would be in the best interests of shareholders.

The FDIC's agreement to bear 80% of qualifying losses on single family residential loans for ten years and commercial loans for five years is a significant asset of the Company and a feature of the Crescent and American Trust acquisitions without which we would not have entered into either transaction. Our agreements with the FDIC require that we receive FDIC consent, which may be withheld by the FDIC in its sole discretion, prior to us or our shareholders engaging in certain transactions. If any such transaction is completed without prior FDIC consent, the FDIC would have the right to discontinue either or both of the loss-share arrangements.

Among other things, prior FDIC consent is required for (1) a merger or consolidation of the Company with or into another company if our shareholders will own less than 2/3 of the combined company, (2) a sale of all or substantially all of the assets of the Bank, or (3) a sale of shares by one or more of our shareholders that will effect a change in control of the Bank, as determined by the FDIC with reference to the standards set forth in the Change in Bank Control Act (generally, the acquisition of between 10% and 25% of our voting securities where the presumption of control is not rebutted, or the acquisition of more than 25% of our voting securities). It is unlikely that we would have any ability to control or prevent such a sale by our shareholders. If we or any shareholder desired to enter into any such transaction, there can be no assurances that the FDIC would grant its consent in a timely manner, without conditions, or at all. If one of these transactions were to occur without prior FDIC consent and the FDIC withdrew its loss-share protection, there could be a material adverse impact on the Company.

We may engage in additional FDIC-assisted transactions.

We intend to continue to evaluate opportunities to acquire failed banks through FDIC-assisted transactions. If we acquire the assets and liabilities of additional failed banks in FDIC-assisted transactions, we will be subject to many of the same risks as those discussed above with respect to the Crescent and American Trust transactions, in addition to the risks we would face in acquiring another bank in a negotiated transaction. In addition, because FDIC-assisted transactions are structured in a manner that do not allow us the time and access to information normally associated with preparing for and evaluating a negotiated acquisition, we may face additional risks in FDIC-assisted transactions, including additional strain on management resources, management of problem loans, problems related to integration of personnel and operating systems and impact to our capital resources requiring us to raise additional capital. We cannot assure you that we will be successful in overcoming these risks or any other problems encountered in connection with FDIC-assisted transactions. Our inability to overcome these risks could have a material adverse effect on our business, financial condition and results of operations.

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We may face risks with respect to future acquisitions.

When we attempt to expand our business through mergers and acquisitions (including FDIC-assisted transactions), we seek targets that are culturally similar to us, have experienced management and possess either significant market presence or have potential for improved profitability through economies of scale or expanded services or, in the case of FDIC-assisted transactions, on account of the loss-share arrangements with the FDIC associated with such transactions. We believe that our pending acquisition of First M&F meets these criteria. In addition to the general risks associated with our growth plans and the particular risks associated with FDIC-assisted transactions both of which are highlighted above, in general acquiring other banks, businesses or branches involves various risks commonly associated with acquisitions, including, among other things:

- the time and costs associated with identifying and evaluating potential acquisition and merger targets;
- inaccuracies in the estimates and judgments used to evaluate credit, operations, management and market risks with respect to the target institution;
- the time and costs of evaluating new markets, hiring experienced local management and opening new bank locations, and the time lags between these activities and the generation of sufficient assets and deposits to support the costs of the expansion;
- our ability to finance an acquisition and possible dilution to our existing shareholders;
- the diversion of our management's attention to the negotiation of a transaction;
- the incurrence of an impairment of goodwill associated with an acquisition and adverse effects on our results of operations;
- entry into new markets where we lack experience; and
- risks associated with integrating the operations and personnel of the acquired business, as discussed above in the context of the Crescent and American Trust transactions.

All of the foregoing matters are applicable to our pending acquisition of First M&F.

We expect to continue to evaluate merger and acquisition opportunities (including FDIC-assisted transactions) that are presented to us and conduct due diligence activities related to possible transactions with other financial institutions. As a result, merger or acquisition discussions and, in some cases, negotiations may take place and future mergers or acquisitions involving cash, debt or equity securities may occur at any time. Historically, acquisitions of non-failed financial institutions involve the payment of a premium over book and market values, and, therefore, some dilution of our book value and net income per common share may occur in connection with any future transaction (which may be the case as a result of the First M&F acquisition). Failure to realize the expected revenue increases, cost savings, increases in geographic or product presence and/or other projected benefits from an acquisition could have a material adverse effect on our financial condition and results of operations.

Competition in our industry is intense and may adversely affect our profitability.

We face substantial competition in all areas of our operations from a variety of different competitors, many of which are larger and have substantially greater resources than we have, including higher total assets and capitalization, greater access to capital markets and a broader offering of financial services. Such competitors primarily include national, regional and community banks within the various markets in which we operate. We also face competition from many other types of financial institutions, including savings and loans, credit unions, finance companies, brokerage firms, insurance companies, factoring companies and other financial intermediaries. The information under the heading "Competition" in Item 1, Business, provides more information regarding the competitive conditions in our growth markets.

Our industry could become even more competitive as a result of legislative, regulatory and technological changes and continued consolidation. The economic downturn in the United States has already resulted in the consolidation of a number of financial institutions, in addition to acquisitions of failed institutions. We expect additional consolidation to occur. Banks, securities firms and insurance companies can merge under the umbrella of a financial holding company, which can offer virtually any type of financial service, including banking, securities underwriting, insurance (both agency and underwriting) and merchant banking. Also, as highlighted by our discussion of the Dodd-Frank Act, legislative and regulatory changes on both the federal and state level may materially affect competitive conditions in our industry. Finally, technology has lowered barriers to entry and made it possible for non-banks to offer products and services traditionally provided by banks, such as automatic transfer and automatic payment systems. Many of our competitors have fewer regulatory constraints and may have lower cost structures.

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Our ability to compete successfully depends on a number of factors, including, among other things:

- the ability to develop, maintain and build upon long-term customer relationships based on top quality service, high ethical standards and safe and sound assets;
- the ability to expand our market position;
- the scope, relevance and pricing of products and services offered to meet customer needs and demands;
- the rate at which we introduce new products and services relative to our competitors;
- customer satisfaction with our level of service; and
- industry and general economic trends.

Failure to perform in any of these areas could significantly weaken our competitive position, which could adversely affect our growth and profitability, which, in turn, could have a material adverse effect on our financial condition and results of operations.

We may be adversely affected by the soundness of other financial institutions.

Entities within the financial services industry are interrelated as a result of trading, clearing, counterparty and other relationships. We have exposure to many different industries and counterparties and from time to time execute transactions with counterparties in the financial services industry, including commercial banks, brokers and dealers, investment banks and other institutional clients. Many of these transactions expose us to credit risk in the event of a default by a counterparty or client. In addition, our credit risk may be exacerbated when the collateral we hold cannot be realized upon or is liquidated at prices not sufficient to recover the full amount of the credit due to us. Any such losses could have a material adverse effect on our financial condition and results of operations.

We are subject to extensive government regulation, and such regulation could limit or restrict our activities and adversely affect our earnings.

We and the Bank are subject to extensive federal and state regulation and supervision. Banking regulations are primarily intended to protect depositors' funds, federal deposit insurance funds and the banking system as a whole. These regulations affect our lending practices, capital structure, investment practices, dividend policy and growth, among other things. Furthermore, as discussed below, the Dodd-Frank Act has already, and likely in the future will, result in significant changes to the regulations governing banks and other financial institutions, and other changes to such regulations have been proposed. We believe it is likely that some of these proposed changes will be enacted, although it is impossible to predict the ultimate substance of these changes or their likely effect on our activities or profitability. Changes to statutes, regulations or regulatory policies, including changes in interpretation or implementation of the foregoing, could affect us and/or the Bank in substantial and unpredictable ways. Such changes could subject us to additional costs, limit the types of financial services and products we may offer and/or increase the ability of non-banks to offer competing financial services and products, among other things.

Under regulatory capital adequacy guidelines and other regulatory requirements, we and the Bank must meet guidelines that include quantitative measures of assets, liabilities and certain off-balance sheet items, subject to qualitative judgments by regulators about components, risk weightings and other factors. If we fail to meet these minimum capital guidelines and other regulatory requirements, our financial condition would be materially and adversely affected. Our failure to maintain the status of well capitalized under our regulatory framework could affect the confidence of our customers in us, thus compromising our competitive position. In addition, failure to maintain the status of well capitalized under our regulatory framework or well managed under regulatory examination procedures could compromise our status as a bank holding company and related eligibility for a streamlined review process for merger or acquisition proposals and would result in higher deposit insurance premiums assessed by the FDIC.

We are also subject to laws, regulations and standards relating to corporate governance and public disclosure in addition to the Dodd-Frank Act, including the Sarbanes-Oxley Act of 2002 and SEC regulations. These laws, regulations and standards are subject to varying interpretations in many cases, and as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies, which could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices. We are committed to maintaining high standards of corporate governance and public disclosure. As a result, our efforts to comply with evolving laws, regulations and standards have resulted in, and are likely to continue to result in, increased expenses and a diversion of management time and attention.

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Failure to comply with laws, regulations or policies could also result in sanctions by regulatory agencies and/or civil money penalties, which could have a material adverse effect on our business, financial condition and results of operations. While we have policies and procedures designed to prevent any such violations, there can be no assurance that such violations will not occur. The information under the heading "Supervision and Regulation" in Item 1, Business, and Note P, "Regulatory Matters," in the Notes to Consolidated Financial Statements of the Company in Item 8, Financial Statements and Supplementary Data, provides more information regarding the regulatory environment in which we and the Bank operate.

Financial reform legislation enacted by Congress will, among other things, tighten capital standards and result in new laws and regulations that likely will increase our costs of operations.

The Dodd-Frank Act was signed into law on July 21, 2010. This new law significantly changed the then-existing bank regulatory structure and affected the lending, deposit, investment, trading and operating activities of financial institutions and their holding companies. The Dodd-Frank Act requires various federal agencies to adopt a broad range of new implementing rules and regulations and to prepare numerous studies and reports for Congress. The federal agencies have been given significant discretion in drafting the implementing rules and regulations, and consequently, many of the details and much of the impact of the Dodd-Frank Act may not be known for many months or years.

Certain provisions of the Dodd-Frank Act have had a near term impact on us. For example, a provision of the Dodd-Frank Act eliminated the federal prohibitions on paying interest on demand deposits, thus allowing businesses to have interest-bearing checking accounts. Depending on competitive responses, this significant change to existing law could have an adverse impact on the Company's interest expense.

The Dodd-Frank Act also broadened the base for FDIC insurance assessments. Assessments are now based on the average consolidated total assets less tangible equity capital of a financial institution. The Dodd-Frank Act also permanently increased the maximum amount of deposit insurance for banks, savings institutions and credit unions to \$250,000 per depositor, retroactive to January 1, 2009.

The Dodd-Frank Act also requires publicly traded companies to give stockholders a non-binding vote on executive compensation and so-called "golden parachute" payments in certain circumstances. The legislation also directs the Federal Reserve Board to promulgate rules prohibiting excessive compensation paid to bank holding company executives, regardless of whether the company is publicly traded or not.

The Dodd-Frank Act created a new Consumer Financial Protection Bureau (the "CFPB") with broad powers to supervise and enforce consumer protection laws. The CFPB has broad rule-making authority for a wide range of consumer protection laws that apply to all banks and savings institutions, including the authority to prohibit "unfair, deceptive or abusive" acts and practices. The CFPB has examination and enforcement authority over all banks and savings institutions with more than \$10 billion in assets. Institutions such as Renasant Bank with \$10 billion or less in assets will continue to be examined for compliance with the consumer laws by their primary bank regulators. The Dodd-Frank Act also weakened the federal preemption rules that were applicable for national banks and federal savings associations, and gave state attorneys general the ability to enforce federal consumer protection laws.

It is difficult to predict at this time what specific impact the Dodd-Frank Act and the yet to be written implementing rules and regulations will have on us. However, it is expected that at a minimum our operating and compliance costs will increase, and our interest expense could increase.

Because of stresses on the Deposit Insurance Fund, the FDIC has recently imposed, and could impose in the future, additional assessments on the banking industry.

The current financial crisis has caused the Deposit Insurance Fund administered by the FDIC to fall below required minimum levels. Because the FDIC replenishes the DIF through assessments on the banking industry, we anticipate that the FDIC will likely maintain relatively high deposit insurance premiums for the foreseeable future. In 2010, the FDIC imposed a special deposit insurance assessment on the banking industry, and there can be no assurance that it will not do so again. It has also required banking organizations to "pre-pay" deposit insurance premiums in order to replenish the liquid assets of the DIF, and may impose similar requirements in the future. High insurance premiums and special assessments will adversely affect our profitability.

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Changes in accounting standards issued by the Financial Accounting Standards Board (FASB) or other standard-setting bodies may adversely affect our financial statements.

Our financial statements are subject to the application of accounting principles generally accepted in the United States (GAAP), which are periodically revised and/or expanded. Accordingly, from time to time we are required to adopt new or revised accounting standards issued by FASB. Market conditions have prompted accounting standard setters to promulgate new guidance which further interprets or seeks to revise accounting pronouncements related to financial instruments, structures or transactions as well as to issue new standards expanding disclosures. The impact of accounting developments that have been issued but not yet implemented is disclosed in our annual reports on Form 10-K and our quarterly reports on Form 10-Q. An assessment of proposed standards is not provided as such proposals are subject to change through the exposure process and, therefore, the effects on our financial statements cannot be meaningfully assessed. It is possible that future accounting standards that we are required to adopt could change the current accounting treatment that we apply to our consolidated financial statements and that such changes could have a material effect on our financial condition and results of operations.

Our information systems may experience a security breach, computer virus or disruption of service.

Renasant Bank provides its customers the ability to bank online. The secure transmission of confidential information over the Internet is a critical element of online banking. While we use qualified third party vendors to test and audit our network, our network could become vulnerable to unauthorized access, computer viruses, phishing schemes, cyber-attacks and other security problems. The Bank may be required to spend significant capital and other resources to protect against the threat of security breaches and computer viruses, or to alleviate problems caused by security breaches or viruses. To the extent that our activities or the activities of our customers involve the storage and transmission of confidential information, security breaches and viruses could expose us or the Bank to claims, litigation and other possible liabilities. Any inability to prevent security breaches or computer viruses could also cause existing customers to lose confidence in the Bank's systems and could adversely affect its reputation and its ability to generate deposits. Any failures, interruptions or security breaches could result in damage to our reputation, a loss of customer business, increased regulatory scrutiny, or possible exposure to financial liability, any of which could have a material adverse effect on our financial condition and results of operations.

We may not be able to attract and retain skilled people.

Our success depends in part on our ability to retain key executives and to attract and retain additional qualified personnel who have experience both in sophisticated banking matters and in operating a bank of our size. Competition for such personnel can be intense in the banking industry, and we may not be successful in attracting or retaining the personnel we require. The unexpected loss of one or more of our key personnel could have a material adverse effect on our business because of their skills, knowledge of our markets, years of industry experience and the difficulty of promptly finding qualified replacements. We expect to effectively compete in this area by offering financial packages that are competitive within the industry.

We are subject to environmental liability risk associated with lending activities.

A significant portion of our loan portfolio is secured by real property. During the ordinary course of business, we may foreclose on and take title to properties securing certain loans. In doing so, there is a risk that hazardous or toxic substances could be found on these properties. If hazardous or toxic substances are found, we may be liable for remediation costs, as well as for personal injury and property damage. Environmental laws may require us to incur substantial expenses and may materially reduce the affected property's value or limit our ability to use or sell the affected property. The remediation costs and any other financial liabilities associated with an environmental hazard could have a material adverse effect on our financial condition and results of operations. In addition, future laws or more stringent interpretations or enforcement policies with respect to existing laws may increase our exposure to environmental liability. Although management has policies and procedures to perform an environmental review before the loan is recorded and before initiating any foreclosure action on real property, these reviews may not be sufficient to detect all potential environmental hazards.

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Severe weather, natural disasters, acts of war or terrorism and other external events could significantly impact our business.

Severe weather, natural disasters, acts of war or terrorism and other adverse external events could have a significant impact on our ability to conduct business. Such events could affect the stability of our deposit base, impair the ability of borrowers to repay outstanding loans, impair the value of collateral securing loans, cause significant property damage, result in loss of revenue and/or cause us to incur additional expenses. Although management has established disaster recovery policies and procedures, the occurrence of any such event could have a material adverse effect on our business, which, in turn, could have a material adverse effect on our financial condition and results of operations.

Risks Associated With Our Common Stock

Our stock price can be volatile.

Stock price volatility may make it more difficult for an investor to resell our common stock when desired and at attractive prices. Our stock price can fluctuate significantly in response to a variety of factors including, among other things:

- actual or anticipated variations in quarterly results of operations;
- recommendations by securities analysts;
- operating and stock price performance of other companies that investors deem comparable to us;
- news reports relating to trends, concerns and other issues in the banking and financial services industry;
- perceptions in the marketplace regarding us and/or our competitors;
- new technology used, or services offered, by us or our competitors;
- significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving us or our competitors;
- failure to integrate acquisitions or realize anticipated benefits from acquisitions;
- changes in government regulations; and
- geopolitical conditions such as acts or threats of terrorism or military conflicts.

General market fluctuations, industry factors and general economic and political conditions and events, such as economic slowdowns or recessions, interest rate changes or credit loss trends, could also cause our stock price to decrease regardless of operating results.

The trading volume in our common stock is less than that of other larger bank holding companies.

Although our common stock is listed for trading on The NASDAQ Global Select Market, the average daily trading volume in our common stock is lower than other publicly traded companies, generally less than that of many of our competitors and other larger bank holding companies. For the three months ended February 28, 2013, the average daily trading volume for Renasant common stock was 66,547 shares per day. A public trading market having the desired characteristics of depth, liquidity and orderliness depends on the presence in the marketplace of willing buyers and sellers of our common stock at any given time. This presence depends on the individual decisions of investors and general economic and market conditions over which we have no control. Significant sales of our common stock, or the expectation of these sales, could cause volatility in the price of our common stock.

Our ability to declare and pay dividends is limited by law, and we may be unable to pay future dividends.

We are a separate and distinct legal entity from the Bank, and we receive substantially all of our revenue from dividends from the Bank. These dividends are the principal source of funds to pay dividends on our common stock and interest and principal on debt. Various federal and/or state laws and regulations limit the amount of dividends that the Bank may pay to us. In the event the Bank is unable to pay dividends to us, we may not be able to service debt, pay obligations or pay dividends on our common stock. The inability to receive dividends from the Bank could have a material adverse effect on our business, financial condition and results of operations. The information under Note O, Restrictions on Cash, Bank Dividends, Loans or Advances, in the Notes to Consolidated Financial Statements of the Company in Item 8, Financial Statements and Supplementary Data, provides a detailed discussion about the restrictions governing the Bank's ability to transfer funds to us.

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Holders of our junior subordinated debentures have rights that are senior to those of our common shareholders.

We have supported a portion of our growth through the issuance of trust preferred securities from special purpose trusts and accompanying junior subordinated debentures. Also, in connection with the Heritage Financial Holding Corporation (Heritage) and Capital Bancorp, Inc. (Capital) mergers, we assumed junior subordinated debentures issued by Heritage and Capital, respectively. At December 31, 2012, we had trust preferred securities and accompanying junior subordinated debentures with a carrying value of \$76 million. Payments of the principal and interest on the trust preferred securities of these trusts are conditionally guaranteed by us. Further, the junior subordinated debentures we issued to the trusts are senior to our shares of common stock. As a result, we must make payments on the junior subordinated debentures before any dividends can be paid on our common stock and, in the event of our bankruptcy, dissolution or liquidation, the holders of the junior subordinated debentures must be satisfied before any distributions can be made on our common stock. We have the right to defer distributions on our junior subordinated debentures (and the related trust preferred securities) for up to five years, during which time no dividends may be paid on our common stock.

An investment in our common stock is not an insured deposit.

Our common stock is not a bank deposit and, therefore, is not insured against loss by the FDIC, any deposit insurance fund or by any other public or private entity. Investment in our common stock is inherently risky for the reasons described in this Risk Factors section and elsewhere in this Annual Report on Form 10-K and is subject to the same market forces that affect the price of common stock in any company. As a result, an investor may lose some or all of his investment in our common stock.

Our Articles of Incorporation and Bylaws, as well as certain banking laws, could decrease our chances of being acquired even if our acquisition is in our shareholders' best interests.

Provisions of our Articles of Incorporation and Bylaws and federal banking laws, including regulatory approval requirements, could make it more difficult for a third party to acquire us, even if doing so would be perceived to be beneficial to our shareholders. The combination of these provisions impedes a non-negotiated merger or other business combination, which, in turn, could adversely affect the market price of our common stock.

Our issuance of preferred stock could adversely affect holders of our common stock and discourage a takeover.

Our shareholders authorized the Board of Directors to issue up to 5,000,000 shares of preferred stock without any further action on the part of our shareholders. Our Board of Directors also has the power, without shareholder approval, to set the terms of any series of preferred stock that may be issued, including voting rights, dividend rights, preferences over our common stock with respect to dividends or in the event of a dissolution, liquidation or winding up and other terms. In the event that we issue preferred stock in the future that has preference over our common stock with respect to payment of dividends or upon our liquidation, dissolution or winding up, or if we issue preferred stock with voting rights that dilute the voting power of our common stock, the rights of the holders of our common stock or the market price of our common stock could be adversely affected. In addition, the ability of our Board of Directors to issue shares of preferred stock without any action on the part of our shareholders may impede a takeover of us and prevent a transaction perceived to be favorable to our shareholders.

Shares eligible for future sale could have a dilutive effect.

Shares of our common stock eligible for future sale, including those that may be issued in any other private or public offering of our common stock for cash or as incentives under incentive plans, could have a dilutive effect on the market for our common stock and could adversely affect market prices. As of February 28, 2013, there were 75,000,000 shares of our common stock authorized, of which 25,193,906 shares were outstanding.

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The FDIC's Statement of Policy on the Acquisition of Failed Insured Depository Institutions may restrict our activities and those of certain investors in us.

On August 26, 2009, the FDIC adopted the final Statement of Policy on the Acquisition of Failed Insured Depository Institutions (the Statement). The Statement purports to provide guidance concerning the standards for more than de minimis investments in acquirers of deposit liabilities and the operations of failed insured depository institutions. The Statement applies to private investors in a company, including any company acquired to facilitate bidding on failed banks or thrifts that is proposing to, directly or indirectly, assume deposit liabilities, or such liabilities and assets, from the resolution of a failed insured depository institution. By its terms, the Statement does not apply to investors with 5% or less of the total voting power of an acquired depository institution or its bank or thrift holding company (provided there is no evidence of concerted action by these investors). When applicable, among other things, covered investors (other than certain mutual funds) are prohibited by the Statement from selling their securities in the relevant institution for three years. In addition, covered investors must disclose to the FDIC information about the investors and all entities in the ownership chain, including information as to the size of the capital fund or funds, its diversification, the return profile, the marketing documents, the management team and the business model, as well as such other information as is determined to be necessary to assure compliance with the Statement. Furthermore, among other restrictions, the acquired institution must maintain a ratio of Tier 1 common equity to total assets of at least 10% for a period of three years from the time of acquisition; thereafter, the institution must maintain capital such that it is well capitalized during the remaining period of ownership by the covered investor. In addition, under the Statement, covered investors employing ownership structures utilizing entities that are domiciled in Secrecy Law Jurisdictions (as defined in the Statement) would not be eligible to own a direct or indirect interest in an insured depository institution, subject to certain exceptions.

The Statement may be applicable to private investors in us and, in the event of any such private investors covered by the Statement, will be applicable to us. Furthermore, because the applicability of the Statement depends in large part on the specific investor, we may not know at any given point of time whether the Statement applies to any investor and, accordingly, to us. Each investor must make its own determination concerning whether the Statement applies to it and its investment in us. Each investor is cautioned to consult its own legal advisors concerning such matters. We cannot assure investors that the Statement will not be applicable to us.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

The main office of the Company is located at 209 Troy Street, Tupelo, Mississippi. Various departments occupy each floor of the five-story building. The Technology Center, also located in Tupelo, houses electronic data processing, document preparation, document imaging, loan servicing and deposit operations. In addition, the Bank operates forty-six branches, two financial services offices and one mortgage loan production office throughout north and north central Mississippi, twelve branches throughout Tennessee, ten branches throughout north and central Alabama and twelve branches throughout north Georgia. Our Community Banks and Wealth Management segments operate out of all of these offices.

In Mississippi, the Bank has seven branches in Tupelo, three branches in Booneville, two branches each in Amory, Corinth, New Albany, Oxford, Pontotoc, Starkville and West Point and one branch each in Aberdeen, Batesville, Belden, Calhoun City, Coffeeville, Columbus, Grenada, Guntown, Hernando, Horn Lake, Iuka, Louisville, Okolona, Olive Branch, Slatton, Sardis, Shannon, Smithville, Southaven, Verona, Water Valley and Winona. The Bank operates one financial services office in Tupelo and one mortgage loan production office in Oxford.

In Tennessee, the Bank operates twelve branches: three branches in the Memphis area, six branches in the Nashville area and three branches in eastern Tennessee. In Memphis, the Bank operates one branch each in East Memphis, Germantown and Collierville. In Nashville, the Bank operates two branches within the city of Nashville and one branch each in Franklin, Goodlettsville, Hendersonville and Hermitage. In eastern Tennessee, the Bank operates one branch each in Bristol, Jonesborough and Maryville.

In Alabama, the Bank has three branches in Decatur, three branches in Birmingham and one branch each in Huntsville, Madison, Montgomery, and Tuscaloosa.

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In Georgia, the Bank has three branches in Alpharetta, two branches each in Cartersville and Woodstock and one branch each in Canton, Cumming, Jasper, Marble Hill and Roswell.

Renasant Insurance has one office each in Corinth, Louisville and Tupelo, Mississippi.

The Bank owns the Company's main office located at 209 Troy Street, Tupelo, Mississippi as well as forty of the Mississippi branch office sites and its two financial services offices. The Bank leases seven locations in Mississippi for use in conducting banking activities as well as various storage facilities. In Tennessee, the Bank owns five branch office sites. The remaining seven branch office sites as well as storage facilities in Tennessee are leased. In Alabama, the Bank owns two of the branch office sites and leases eight office sites. In Georgia, the Bank owns nine of the branch office sites and leases three office sites. Renasant Insurance owns each of the three locations for conducting its business. The aggregate annual rental for all leased premises during the year ending December 31, 2012 was \$2.6 million. None of our properties are subject to any material encumbrances.

ITEM 3. LEGAL PROCEEDINGS

There are no material pending legal proceedings to which the Company, the Bank, Renasant Insurance or any other subsidiaries are a party or to which any of their property is subject, and no such legal proceedings were terminated in the fourth quarter of 2012.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

Table of Contents**PART II****ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES****Market Information and Dividends**

The Company's common stock trades on The NASDAQ Global Select Market (NASDAQ) under the ticker symbol RNST. On February 28, 2013, the Company had approximately 7,100 shareholders of record and the closing sales price of the Company's common stock was \$22.01. The following table sets forth the high and low sales price for the Company's common stock for each quarterly period for the fiscal years ended December 31, 2012 and 2011 as reported on NASDAQ, and the amount of cash dividends declared during each quarterly period during such fiscal years:

	Dividends Per Share	Prices	
		High	Low
2012			
1st Quarter	\$ 0.17	\$ 16.99	\$ 14.42
2nd Quarter	0.17	17.16	14.66
3rd Quarter	0.17	19.97	15.66
4th Quarter	0.17	20.45	16.53
2011			
1st Quarter	\$ 0.17	\$ 17.63	\$ 14.77
2nd Quarter	0.17	17.59	13.74
3rd Quarter	0.17	15.89	11.80
4th Quarter	0.17	15.35	12.11

The Company declares dividends on a quarterly basis. Funds for the payment of cash dividends are obtained from dividends received by the Company from the Bank. Accordingly, the declaration and payment of cash dividends by the Company depends upon the Bank's earnings, financial condition, general economic conditions, compliance with regulatory requirements and other factors. Restrictions on the Bank's ability to transfer funds to the Company in the form of cash dividends exist under federal and state law and regulations. See Note O, Restrictions on Cash, Bank Dividends, Loans or Advances, in the Notes to Consolidated Financial Statements of the Company in Item 8, Financial Statements and Supplementary Data, for a discussion of these restrictions. These restrictions do not, and are not expected in the future to, materially limit the Company's ability to pay dividends to its shareholders in an amount consistent with the Company's history of dividend payments.

However, as discussed above in Item 1, Business, under the subheading Pending Acquisition of First M&F Corporation, if, in connection with the Company's acquisition of First M&F, First M&F does not redeem, or the Company does not repurchase, the CDCI Preferred Stock prior to the closing, then the Company will issue shares of preferred stock with the same terms and conditions as the shares of CDCI Preferred Stock, which could result in the Company being subject to the TARP regulations, including the dividend restrictions thereunder. The Company currently anticipates that these shares of CDCI Preferred Stock will be redeemed or purchased.

Please refer to Item 12, Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters, for a discussion of the securities authorized for issuance under the Company's equity compensation plans.

Issuer Purchases of Equity Securities

The Company did not repurchase any of its outstanding equity securities during the three month period ended December 31, 2012.

Unregistered Sales of Equity Securities

In January 2012, 41,500 shares of restricted stock were awarded under the Company's 2011 Long-term Incentive Compensation Plan. At the time of the award, the shares issuable under the incentive plan had not been registered with the Securities and Exchange Commission. All recipients of the restricted stock awards were senior executive officers; therefore, the sale was exempt as a private placement under §4(2) of the Securities Exchange Act of 1934, as amended. Furthermore, no consideration was paid for the restricted stock awards.

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The following performance graph compares the performance of our common stock to the NASDAQ Market Index and to a peer group of regional southeast bank holding companies (which includes the Company) for our reporting period. The performance graph assumes that the value of the investment in our common stock, the NASDAQ Market Index and the peer group of regional southeast bank holding companies was \$100 at December 31, 2007, and that all dividends were reinvested.

	Period Ending December 31,					
	2007	2008	2009	2010	2011	2012
Renasant Corporation	\$ 100.00	\$ 1.88	\$ 68.77	\$ 89.39	\$ 83.20	\$ 110.53
NASDAQ Market Index	100.00	60.02	87.24	103.08	102.26	120.42
SNL Southeast Bank Index ⁽¹⁾	100.00	40.48	40.65	39.47	23.09	38.36

(1) The SNL Geographic Index, Southeast Banks, is a peer group of 91 regional bank holding companies, whose common stock is traded either on the New York Stock Exchange, NYSE Amex or NASDAQ, and who are headquartered in Alabama, Arkansas, Florida, Georgia, Mississippi, North Carolina, South Carolina, Tennessee, Virginia and West Virginia.

There can be no assurance that our common stock performance will continue in the future with the same or similar trends depicted in the performance graph above. We will not make or endorse any predictions as to future stock performance. The information provided under the heading Stock Performance Graph shall not be deemed to be soliciting material or to be filed with the SEC or subject to its proxy regulations or to the liabilities of Section 18 of the Securities Exchange Act of 1934, as amended, other than as provided in Item 201 of Regulation S-K. The information provided in this section shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

Table of Contents**ITEM 6. SELECTED FINANCIAL DATA⁽¹⁾***(In Thousands, Except Share Data) (Unaudited)*

Year Ended December 31,	2012	2011	2010	2009	2008
Interest income	\$ 159,313	\$ 170,687	\$ 165,483	\$ 170,316	\$ 200,177
Interest expense	25,975	41,401	60,277	71,098	91,520
Net interest income	133,338	129,286	105,206	99,218	108,657
Provision for loan losses	18,125	22,350	30,665	26,890	22,804
Noninterest income	68,711	64,699	92,692	57,493	54,548
Noninterest expense	150,459	136,960	120,540	105,440	107,689
Income before income taxes	33,465	34,675	46,693	24,381	32,712
Income taxes	6,828	9,043	15,018	5,863	8,660
Net income	\$ 26,637	\$ 25,632	\$ 31,675	\$ 18,518	\$ 24,052

Per Common Share

Net income Basic	\$ 1.06	\$ 1.02	\$ 1.39	\$ 0.88	\$ 1.15
Net income Diluted	1.06	1.02	1.38	0.87	1.14
Book value at December 31	19.80	19.44	18.75	19.45	19.00
Closing price ⁽²⁾	19.14	15.00	16.91	13.60	17.03
Cash dividends declared and paid	0.68	0.68	0.68	0.68	0.68

At December 31,

Assets	\$ 4,178,616	\$ 4,202,008	\$ 4,297,327	\$ 3,641,081	\$ 3,715,980
Loans, net of unearned income	2,810,253	2,581,084	2,524,590	2,347,615	2,530,886
Securities	674,077	796,341	834,472	714,164	695,106
Deposits	3,461,221	3,412,237	3,468,151	2,576,100	2,344,331
Borrowings	164,706	254,709	316,436	618,024	933,976
Shareholders' equity	498,208	487,202	469,509	410,122	400,371

Selected Ratios

Return on average:

Total assets	0.64%	0.60%	0.80%	0.50%	0.65%
Shareholders' equity	5.39%	5.34%	7.16%	4.56%	5.97%
Average shareholders' equity to average assets	11.96%	11.27%	11.21%	10.96%	10.87%

At December 31,

Shareholders' equity to assets	11.92%	11.59%	10.93%	11.26%	10.77%
Allowance for loan losses to total loans, net of unearned income ⁽³⁾	1.72%	1.98%	2.07%	1.67%	1.38%
Allowance for loan losses to nonperforming loans ⁽³⁾	146.90%	127.00%	84.32%	78.25%	87.45%
Nonperforming loans to total loans, net of unearned income ⁽³⁾	1.17%	1.56%	2.46%	2.13%	1.58%
Dividend payout	64.15%	66.67%	49.28%	78.16%	59.65%

(1) Selected consolidated financial data includes the effect of mergers and other acquisition transactions from the date of each merger or other transaction. On February 4, 2011, Renasant Bank acquired specified assets and assumed specified liabilities of American Trust Bank, a Georgia-chartered bank headquartered in Roswell, Georgia (American Trust), from the Federal Deposit Insurance Corporation (FDIC), as receiver for American Trust. On July 23, 2010, Renasant Bank acquired specified assets and assumed specified liabilities of Crescent Bank & Trust Company, a Georgia-chartered bank headquartered in Jasper, Georgia (Crescent), from the FDIC, as receiver for Crescent. Refer to Item 1, Business, and Note B, Mergers and Acquisitions, in the Notes to Consolidated

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Financial Statements in Item 8, Financial Statements and Supplementary Data, for additional information about the transaction involving American Trust and Crescent.

(2) Reflects the closing price on The NASDAQ Global Select Market on the last trading day of the Company's fiscal year.

(3) Excludes assets covered under loss-share agreements with the FDIC.

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ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(In Thousands, Except Share Data)

Performance Overview

Net income was \$26,637 for 2012 compared to \$25,632 for 2011 and \$31,675 for 2010. The fluctuation in net income since 2010 was influenced by a number of factors:

In 2010, the Company expanded into north Georgia through its acquisition of the assets of Crescent Bank & Trust Company (Crescent) in an FDIC-assisted transaction. The acquisition resulted in a bargain purchase gain of \$42,211 for 2010. In 2011, the Company broadened its footprint in north Georgia through its acquisition of the assets of American Trust Bank (American Trust) in an FDIC-assisted transaction. A bargain purchase gain of \$8,774 was recorded in 2011. The Company did not record any bargain purchase gains during 2012.

In 2011, the Company acquired the Birmingham, Alabama-based trust division of RBC Bank (USA). Under the terms of the agreement, approximately \$680,000 in assets under management were transferred to the Company. In connection with the acquisition, the Company recognized a gain of \$570.

The Company expanded its franchise by opening de novo locations in Columbus, Mississippi during the fourth quarter of 2010, Starkville, Mississippi and Montgomery and Tuscaloosa, Alabama during 2011, and Maryville and Jonesborough, Tennessee during 2012. These de novo branches contributed \$185,722 to total loans and \$134,113 to total deposits at December 31, 2012, and \$34,058 to total loans and \$53,203 to total deposits at December 31, 2011.

Net interest income increased 3.13% to \$133,338 for 2012 as compared to \$129,286 for 2011; net interest income was \$105,206 for 2010. Interest income decreased 6.66% to \$159,313 for 2012 from \$170,687 for 2011; interest income was \$165,483 for 2010. The decrease from 2010 and 2011 levels is primarily attributable to an increase in average earning assets offset by a decrease in our yield resulting from the declining interest rate environment. Interest expense decreased 37.26% to \$25,975 for 2012 compared to \$41,401 for 2011; interest expense was \$60,277 for 2010. A shift from higher costing liabilities to lower costing deposits resulted in lower interest expense since 2010.

Net charge-offs as a percentage of average loans decreased to 0.67% in 2012 compared to 0.91% in 2011. Net charge-offs as a percentage of average loans was 1.00% in 2010. The provision for loan losses was \$18,125 for 2012 compared to \$22,350 for 2011 and \$30,665 for 2010.

Noninterest income was \$68,711 for 2012 compared to \$64,699 for 2011 and \$92,692 for 2010. Higher levels of mortgage loan refinancings in 2012 primarily drove the increase in noninterest income from 2011 through the collection of commissions and fees on the loan originations and the gain on the subsequent sale of the loans in the secondary market. The aforementioned gains from the acquisitions of American Trust and the RBC Bank (USA) trust division were recorded in noninterest income in 2011, and the gain from the acquisition of Crescent was recorded in noninterest income in 2010.

Noninterest expenses were \$150,459 for 2012 compared to \$136,960 for 2011 and \$120,540 for 2010. The increase in noninterest expense during 2012 was primarily due to costs associated with our de novo locations, commissions related to the increase in mortgage production during 2012 as compared to 2011 as well as higher health insurance costs.

Loans, net of unearned income, totaled \$2,810,253 at December 31, 2012, an increase of \$229,169, or 8.88%, from December 31, 2011. The increase in loans was attributable to growth in 1-4 family residential mortgages, owner and non-owner occupied commercial real estate

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loans and commercial loans, as well as loan production generated by our de novo expansion.

Deposits totaled \$3,461,221 at December 31, 2012, an increase of \$48,984, or 1.44%, from December 31, 2011. Management's strategy to build and maintain a stable source of funding through core deposits, driven by noninterest-bearing deposits, has allowed for certain higher costing time deposits to mature or expire without renewal, some of which have been replaced with noninterest-bearing deposits and other lower costing deposits. Deposits from our de novo locations also contributed to the increase in deposits year over year.

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A historical look at key performance indicators is presented below.

	2012	2011	2010	2009	2008
Diluted EPS	\$ 1.06	\$ 1.02	\$ 1.38	\$ 0.87	\$ 1.14
Diluted EPS Growth	3.92%	(26.09%)	58.62%	(23.68%)	(30.49%)
Return on Average Assets	0.64%	0.60%	0.80%	0.50%	0.65%
Return on Average Shareholders' Equity	5.39%	5.34%	7.16%	4.56%	5.97%

Pending acquisition of First M&F Corporation

On February 7, 2013, the Company announced the signing of a definitive merger agreement pursuant to which it will acquire First M&F Corporation ("First M&F"), a bank holding company headquartered in Kosciusko, Mississippi, and the parent of Merchants and Farmers Bank, a Mississippi banking corporation.

According to the terms of the merger agreement, each First M&F common shareholder will receive 0.6425 shares of Renasant common stock for each share of First M&F common stock, and the merger is expected to qualify as a tax-free reorganization for First M&F shareholders. Based on Renasant's 10-day average closing price of \$19.22 per share as of February 4, 2013, the aggregate transaction value is approximately \$118.8 million.

The acquisition is expected to close in the third quarter of 2013 and is subject to regulatory approval, the approval of the shareholders of both the Company and First M&F, and other customary conditions set forth in the merger agreement. Pursuant to the terms of the merger agreement, Merchants and Farmers Bank is expected to merge with and into Renasant Bank immediately after the merger of First M&F with and into the Company.

In addition, in connection with the consummation of the merger, each outstanding share of First M&F's Fixed Rate Cumulative Perpetual Preferred Stock, Class B Non-Voting, Series CD, issued to the U.S. Department of the Treasury under its Community Development Capital Initiative (the "CDCI Preferred Stock"), as well as the related warrant held by the U.S. Department of the Treasury, will be either redeemed by First M&F or purchased by the Company. If this does not occur, then the CDCI Preferred Stock will be converted into the right to receive one share of preferred stock of the Company with an analogous designation and the related warrant will be converted into a warrant to purchase the Company's common stock, subject to adjustment to reflect the exchange ratio in the merger.

Critical Accounting Policies

Our financial statements are prepared using accounting estimates for various accounts. Wherever feasible, we utilize third-party information to provide management with estimates. Although independent third parties are engaged to assist us in the estimation process, management evaluates the results, challenges assumptions used and considers other factors which could impact these estimates. We monitor the status of proposed and newly issued accounting standards to evaluate the impact on our financial condition and results of operations. Our accounting policies, including the impact of newly issued accounting standards, are discussed in further detail in Note A, "Significant Accounting Policies," in the Notes to Consolidated Financial Statements in Item 8, Financial Statements and Supplementary Data. The following discussion presents some of the more significant estimates used in preparing our financial statements.

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Allowance for Loan Losses

The accounting policy most important to the presentation of our financial statements relates to the allowance for loan losses and the related provision for loan losses. The allowance for loan losses is available 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 the Financial Accounting Standards Board Accounting Standards Codification Topic (ASC)450, Contingencies (ASC 450). 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, Receivables (ASC 310). The balance of the loans determined to be impaired under ASC 310 and the related allowance is included in management's estimation and analysis of the allowance for loan losses. The determination of the appropriate level of the allowance is sensitive to a variety of internal factors, primarily historical loss ratios and assigned risk ratings, and external factors, primarily the economic environment. Additionally, the estimate of the allowance required to absorb credit losses in the entire portfolio may change due to shifts in the mix and level of loan balances outstanding and in prevailing economic conditions, as evidenced by changes in real estate demand and values, interest rates, unemployment rates and energy costs. While no one factor is dominant, each could cause actual loan losses to differ materially from originally estimated amounts. For a discussion of other considerations in establishing the allowance for loan losses and our loan policies and procedures for addressing credit risk, please refer to the disclosures in this Item under the heading Risk Management Credit Risk and Allowance for Loan Losses.

Certain loans acquired in acquisitions or mergers are accounted for under ASC 310-30, Loans and Debt Securities Acquired with Deteriorated Credit Quality (ASC 310-30). ASC 310-30 prohibits the carryover of an allowance for loan losses for loans acquired in which the acquirer concludes that it will not collect the contractual amount. As a result, these loans are carried at values which represent management's estimate of the future cash flows of these loans. Increases in expected cash flows to be collected from the contractual cash flows are required to be recognized as an adjustment of the loan's yield over its remaining life, while decreases in expected cash flows are required to be recognized as an impairment. A more detailed discussion of loans accounted for under ASC 310-30, which were acquired in connection with our mergers with Capital Bancorp, Inc. (Capital) in 2007 and with Heritage Financial Holding Corporation (Heritage) in 2005 and our acquisitions of Crescent and American Trust in FDIC-assisted transactions in 2010 and 2011, respectively, is set forth below under the heading Risk Management Credit Risk and Allowance for Loan Losses and in Note D, Loans and the Allowance for Loan Losses, in the Notes to Consolidated Financial Statements in Item 8, Financial Statements and Supplementary Data.

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Other-Than-Temporary-Impairment on Investment Securities

On a quarterly basis, we evaluate our investment portfolio for other-than-temporary-impairment (OTTI) in accordance with ASC 320, Investments – Debt and Equity Securities. An investment security is considered impaired if the fair value of the security is less than its cost or amortized cost basis. When impairment of an equity security is considered to be other-than-temporary, the security is written down to its fair value and an impairment loss is recorded in earnings. When impairment of a debt security is considered to be other-than-temporary, the security is written down to its fair value. The amount of OTTI recorded as a loss in earnings depends on whether we intend to sell the debt security and whether it is more likely than not that we will be required to sell the security before recovery of its amortized cost basis. If we intend to sell the debt security or more likely than not will be required to sell the security before recovery of its amortized cost basis, the entire difference between the security’s amortized cost basis and its fair value is recorded as an impairment loss in earnings. If we do not intend to sell the debt security and it is not more likely than not that we will be required to sell the security before recovery of its amortized cost basis, OTTI is separated into the amount representing credit loss and the amount related to all other market factors. The amount related to credit loss is recognized in earnings. The amount related to other market factors is recognized in other comprehensive income, net of applicable taxes.

The amount of OTTI recorded in earnings as a credit loss is dependent upon management’s estimate of discounted future cash flows expected from the investment security. The difference between the expected cash flows and the amortized cost basis of the security is considered to be credit loss. The remaining difference between the fair value and the amortized cost basis of the security is considered to be related to all other market factors. Our estimate of discounted future cash flows incorporates a number of assumptions based on both qualitative and quantitative factors. Performance indicators of the security’s underlying assets, including credit ratings and current and projected default and deferral rates, as well as the credit quality and capital ratios of the issuing institutions are considered in the analysis. Changes in these assumptions could impact the amount of OTTI recognized as a credit loss in earnings. For additional information regarding the evaluation of our securities portfolio for OTTI, please refer to Note A, Significant Accounting Policies, and Note C, Securities, in the Notes to Consolidated Financial Statements in Item 8, Financial Statements and Supplementary Data.

Intangible Assets

Our intangible assets consist primarily of goodwill, core deposit intangibles, and customer relationship intangibles. Goodwill arises from business combinations and represents the value attributable to unidentifiable intangible elements of the business acquired. In connection with the reconstitution of our reportable segments, we redefined our reporting units with respect to the level at which our impairment testing of goodwill is performed. Reporting units related to our bank that were previously defined along geographical boundaries have been consolidated into one Community Banks reporting unit. A Wealth Management reporting unit was created, and the Insurance reporting unit was retained. We review the goodwill of each reporting unit for impairment on an annual basis, or more often, if events or circumstances indicate that it is more likely than not that the fair value of the reporting unit is below the carrying value of its equity. In determining the fair value of our reporting units, we use both the market and discounted cash flow approaches. The market approach averages the values derived by applying a market multiple, based on observed purchase transactions, to the book value, tangible book value, loan and/or deposit balances and the last twelve months adjusted and unadjusted net income. The discounted cash flow approach requires assumptions about short and long-term net cash flow growth rates for each reporting unit, as well as discount rates. Long-term net cash flow forecasts are developed for each reporting unit by considering several key business drivers such as new business initiatives, market share changes, anticipated loan and deposit growth, historical performance, and industry and economic trends, among other considerations.

We assess the reasonableness of the estimated fair value of the reporting units by reference to our market capitalization; however, due to the significant volatility in the equity markets with respect to the financial institution sector since 2008, we also consulted supplemental information based on observable market multiples, adjusting to reflect our specific factors, as well as current market conditions.

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The estimated fair value of a reporting unit is highly sensitive to changes in the estimates and assumptions. In some instances changes in these assumptions could impact whether the fair value of a reporting unit is greater than its carrying value. We perform sensitivity analyses around these assumptions in order to assess the reasonableness of the assumptions and the resulting estimated fair values. If the carrying value of a reporting unit's equity exceeds its estimated fair value, we then calculate the fair value of the reporting unit's implied goodwill. Implied goodwill is the excess fair value of a reporting unit (as determined using the above-described methodology) over the fair value of its net assets and is calculated by determining the fair value of the reporting unit's assets and liabilities, including previously unrecognized intangible assets, on an individual basis. This calculation is performed in the same manner as goodwill is recognized in a business combination. Significant judgment and estimates are involved in estimating the fair value of the assets and liabilities of the reporting unit.

Other identifiable intangible assets, primarily core deposit intangibles and customer relationship intangibles, are reviewed at least annually for events or circumstances which could impact the recoverability of the intangible asset, such as loss of core deposits, increased competition or adverse changes in the economy. To the extent any other identifiable intangible asset is deemed unrecoverable, an impairment loss would be recorded as a noninterest expense to reduce the carrying amount. These events or circumstances, when or if they occur, could be material to our operating results for any particular reporting period.

Benefit Plans and Stock Based Compensation

Our independent actuary firm prepares actuarial valuations of our pension cost under ASC 715, Compensation Retirement Benefits (ASC 715). The discount rate utilized in the December 31, 2012 valuation was 3.90%, compared to 5.06% in 2011. Actual plan assets as of December 31, 2012 were used in the calculation and the expected long-term return on plan assets assumed for this valuation was 8.00%. Changes in these assumptions and estimates can materially affect the benefit plan obligation and the funded status of the plan which in turn may impact shareholders' equity through an adjustment to accumulated other comprehensive income and future pension expense. The pension plan covered under ASC 715 was frozen as of December 31, 1996.

The Company recognizes compensation expense for all share-based payments to employees in accordance with ASC 718, Compensation Stock Compensation. We utilize the Black-Scholes model for determining fair value of our options. Determining the fair value of, and ultimately the expense we recognize related to, our stock options requires us to make assumptions regarding dividend yields, expected stock price volatility, estimated forfeitures and the expected life of the option. Changes in these assumptions and estimates can materially affect the calculated fair value of stock-based compensation and the related expense to be recognized. Due to the low historical forfeiture rate, the Company has not estimated any forfeitures in determining the fair value of options granted in 2012, 2011 and 2010. Changes in this assumption in the future could result in lower expenses related to the Company's stock options. For a description of our assumptions utilized in calculating the fair value of our share-based payments, please refer to Note N, Employee Benefit and Deferred Compensation Plans, in the Notes to Consolidated Financial Statements in Item 8, Financial Statements and Supplementary Data.

Business Combinations, Accounting for Acquired Loans and Related Assets

The Company accounts for its acquisitions under ASC 805, Business Combinations, which requires the use of the purchase method of accounting. All identifiable assets acquired, including loans, are recorded at fair value. No allowance for loan losses related to the acquired loans is recorded on the acquisition date because the fair value measurements incorporate assumptions regarding credit risk. The fair value measurements of acquired loans are based on estimates related to expected prepayments and the amount and timing of undiscounted expected principal, interest and other cash flows.

Over the life of the acquired loans, the Company continues to estimate cash flows expected to be collected on individual loans or on pools of loans sharing common risk characteristics. The Company evaluates, as of the end of each fiscal quarter, the present value of the acquired loans determined using the effective interest rates. If the cash flows expected to be collected have decreased, the Company recognizes a provision for loan loss in its consolidated statement of income; for any increases in cash flows expected to be collected, the Company adjusts the amount of accretable yield recognized on a prospective basis over the loan's or pool's remaining life.

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Because the FDIC will reimburse the Company for losses related to a portion of the loans acquired in the Crescent and American Trust transactions, an indemnification asset is recorded at fair value at the acquisition date. The indemnification asset is recognized at the same time as the indemnified loans and measured on the same basis, subject to collectability or contractual limitations. The fair value of the indemnification asset reflects the reimbursements expected to be received from the FDIC, using an appropriate discount rate, which reflects counterparty credit risk and other uncertainties.

The indemnification asset is measured on the same basis as the related indemnified loans. Subsequent changes to the fair value of the indemnification asset also follow that model. Decreases in the future cash flows expected to be collected on the loans immediately increase the fair value of the indemnification asset. Increases in the future cash flows expected to be collected on the loans decrease the fair value of the indemnification asset, with such decrease being accreted into interest income over (1) the same period or (2) the life of the fair value of the indemnification asset, whichever is shorter. Loss assumptions used in the basis of the indemnified loans are consistent with the loss assumptions used to measure the indemnification asset. Fair value accounting incorporates into the fair value of the indemnification asset an element of the time value of money, which is accreted back into income over the life of the shared loss agreements.

Upon the determination of an incurred loss the indemnification asset will be reduced by the amount owed by the FDIC. A corresponding receivable is recorded on the balance sheet until cash is received from the FDIC.

Income Taxes

Accrued taxes represent the estimated amount payable to or receivable from taxing jurisdictions, either currently or in the future, and are reported, on a net basis, as a component of *Other assets* in the Consolidated Balance Sheets. The calculation of our income tax expense is complex and requires the use of many estimates and judgments in its determination.

Management's determination of the realization of the net deferred tax asset is based upon management's judgment of various future events and uncertainties, including the timing and amount of future income earned by certain subsidiaries and the implementation of various tax plans to maximize realization of the deferred tax asset. Management believes that the Company and its subsidiaries will generate sufficient operating earnings to realize the deferred tax assets.

For certain business plans enacted by the Company, management bases the estimates of related tax liabilities on its belief that future events will validate management's current assumptions regarding the ultimate outcome of tax-related exposures. As part of this process, management consults with its outside advisers to assess the relative merits and risks of our proposed tax treatment of such business plans. Although we have received from these outside advisers opinions that our proposed tax treatment should prevail, the examination of our income tax returns, changes in tax law and regulatory guidance may impact the tax treatment of these transactions and resulting provisions for income taxes.

We believe that we employ appropriate methods for these calculations and that the results of such calculations closely approximate the actual cost. We review the calculated results for reasonableness and compare those calculations to prior period costs. We also consider the effect of current economic conditions on the calculations.

For additional information regarding our income tax accounting, please refer to Note A, *Significant Accounting Policies*, in the Notes to Consolidated Financial Statements in Item 8, Financial Statements and Supplementary Data.

Financial Condition and Results of Operations

Net Income

Net income for the year ended December 31, 2012 was \$26,637 compared to net income of \$25,632 for the year ended December 31, 2011 and \$31,675 for the year ended December 31, 2010. Basic earnings per share for the year ended December 31, 2012 were \$1.06 as compared to \$1.02 for the year ended December 31, 2011 and \$1.39 for the year ended December 31, 2010. Diluted earnings per share for the year ended December 31, 2012 were \$1.06 as compared to \$1.02 for the year ended December 31, 2011 and \$1.38 for the year ended December 31, 2010. The higher earnings per share in 2010 as compared to 2012 and 2011 was due primarily to the acquisition of Crescent and the related one-time gain the Company recorded in connection with the acquisition.

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Net interest income, the difference between interest earned on assets and the cost of interest-bearing liabilities, is the largest component of our net income, comprising 66.96% of total net revenue in 2012. Total net revenue consists of net interest income on a fully taxable equivalent basis and noninterest income. The primary concerns in managing net interest income are the mix and the repricing of rate-sensitive assets and liabilities.

Net interest income increased 3.13% to \$133,338 for 2012 compared to \$129,286 in 2011. Net interest income was \$105,206 in 2010. On a tax equivalent basis, net interest income increased \$4,138 to \$139,261 in 2012 as compared to \$135,123 in 2011; net interest income was \$110,207 in 2010. With respect to the increase in tax-equivalent net interest income in 2012, the increase due to the change in the volume of net earning assets was \$10,078, while the decrease from the changing interest rate environment was \$5,940.

	Net Interest Margin		Tax Equivalent
	2012	2011	2010
	3.94%	3.77%	3.26%

Net interest margin, the tax equivalent net yield on earning assets, increased to 3.94% during 2012 from 3.77% in 2011 and 3.26% in 2010. Net interest margin and net interest income are influenced by several factors, primarily changes in interest rates, competition and the shape of the interest rate yield curve. Significant reductions in interest rate indices in 2008 have put downward pressure on net interest margin since 2009. With each rate reduction in rate indices, specifically, the prime rate, rates paid on U.S. Treasury securities and the London Interbank Offering Rate (LIBOR), the yield on our variable rate loans indexed to these indices decreased. At the same time, competitive and market-wide liquidity factors prevented the cost of funding sources, particularly deposits, from declining proportionately. As a result, net interest margin declined. Economic forces have continued to keep interest rates low since 2008; however, a shift in our costing liabilities mix from higher costing borrowed funds to lower costing deposits resulting in a lower overall cost of funds and a shift in our earning assets from cash and securities into loans has offset the impact of the depressed interest rate environment on our net interest margin, resulting in net interest margin improvement in both 2011 and 2012.

Interest income, on a tax equivalent basis, was \$165,236 for 2012 compared to \$176,524 for 2011. The prolonged low interest rate environment contributed to a lower yield on earning assets. The following table presents the percentage of total average earning assets, by type and yield, for 2012, 2011 and 2010:

	Percentage of Total			Yield		
	2012	2011	2010	2012	2011	2010
Loans	76.65%	71.82%	72.17%	5.10%	5.53%	5.65%
Securities	20.88	22.90	21.78	3.61	4.06	4.34
Other	2.47	5.28	6.05	0.23	0.29	0.28
Total earning assets	100.00%	100.00%	100.00%	4.67%	4.92%	5.04%

Interest expense was \$25,975 for 2012, a decrease of \$15,426, or 37.26%, as compared to 2011. The decrease in interest expense was due to the decrease in the cost of interest-bearing liabilities as a result of the declining interest rate environment and a change in the mix of our interest-bearing liabilities in which we utilized lower cost deposits to replace higher costing liabilities, specifically time deposits and borrowed funds. In addition, the average balance of noninterest-bearing deposits increased \$56,318, or 11.56%, during 2012 as compared to 2011. The cost of interest-bearing liabilities was 0.85% for 2012 as compared to 1.27% for 2011, while the average balance of interest-bearing liabilities decreased to \$3,049,034 for 2012 compared to \$3,255,934 for 2011.

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The following table presents, by type, the Company's funding sources, which consist of total average deposits and borrowed funds, and the total cost of each funding source for each of the years presented:

	Percentage of Total			Cost of Funds		
	2012	2011	2010	2012	2011	2010
Noninterest-bearing demand	15.13%	13.02%	9.69%	%	%	%
Interest-bearing demand	38.40	35.84	31.61	0.28	0.68	1.10
Savings	6.42	5.63	4.40	0.23	0.38	0.73
Time deposits	34.76	38.36	41.62	1.17	1.52	2.18
Federal Home Loan Bank advances	2.50	3.40	8.49	4.29	4.11	3.67
Other borrowed funds	2.79	3.75	4.19	3.08	3.16	3.47
Total deposits and borrowed funds	100.00%	100.00%	100.00%	0.72%	1.11%	1.74%

Interest income, on a tax equivalent basis, was \$176,524 for 2011 compared to \$170,484 for 2010. The average balance of interest-earning assets increased during 2011 as compared to 2010 driving the increase in interest income; however, the lower interest rate environment and the change in the mix of interest-earning assets from higher yielding loans to lower yielding investment securities contributed to a lower yield on earning assets. Interest expense was \$41,401 for 2011, a decrease of \$18,876, or 31.32%, as compared to 2010. The decrease in interest expense was due to the decrease in the cost of interest-bearing liabilities as a result of the declining interest rate environment and a change in the mix of our interest-bearing liabilities in which we utilized lower cost deposits to replace higher costing liabilities. The cost of interest-bearing liabilities was 1.27% for 2011 as compared to 1.93% for 2010, while the average balance of interest-bearing liabilities increased to \$3,255,934 for 2011 compared to \$3,121,157 for 2010.

Loans and Loan Interest Income

Loans, excluding mortgage loans held for sale, are the Company's most significant earning asset, comprising 67.25%, 61.43% and 58.75% of total assets at December 31, 2012, 2011 and 2010, respectively. The table below sets forth the balance of loans outstanding by loan type at December 31:

	2012	2011	2010	2009	2008
Commercial, financial, agricultural	\$ 317,050	\$ 278,091	\$ 265,276	\$ 281,329	\$ 312,648
Lease financing	190	328	503	778	1,746
Real estate - construction	105,706	81,235	82,361	133,299	241,818
Real estate - 1-4 family mortgage	903,423	824,627	872,382	820,917	886,380
Real estate - commercial mortgage	1,426,643	1,336,635	1,239,843	1,040,589	1,015,894
Installment loans to individuals	57,241	60,168	64,225	70,703	72,400
Total loans, net of unearned income	\$ 2,810,253	\$ 2,581,084	\$ 2,524,590	\$ 2,347,615	\$ 2,530,886

The following table presents the percentage of loans, by category, to total loans at December 31 for the last five years:

	2012	2011	2010	2009	2008
Commercial, financial, agricultural	11.28%	10.77%	10.51%	11.98%	12.35%
Lease financing	0.01	0.01	0.02	0.04	0.07
Real estate - construction	3.76	3.15	3.26	5.68	9.56
Real estate - 1-4 family mortgage	32.15	31.95	34.56	34.97	35.02
Real estate - commercial mortgage	50.76	51.79	49.11	44.32	40.14
Installment loans to individuals	2.04	2.33	2.54	3.01	2.86

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Total	100.00%	100.00%	100.00%	100.00%	100.00%
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Loan concentrations are considered to exist when there are amounts loaned to a number of borrowers engaged in similar activities which would cause them to be similarly impacted by economic or other conditions. At December 31, 2012, there were no concentrations of loans exceeding 10% of total loans which are not disclosed as a category of loans separate from the categories listed above.

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Loans secured by real estate represented 86.67%, 86.89%, 86.93%, 84.97% and 84.72% of the Company's total loan portfolio at December 31, 2012, 2011, 2010, 2009 and 2008, respectively. The following table provides further details of the types of loans in the Company's loan portfolio secured by real estate at December 31:

	2012	2011	2010	2009	2008
Real estate construction:					
Residential	\$ 48,453	\$ 31,802	\$ 37,619	\$ 45,559	\$ 139,332
Commercial	56,201	47,620	39,725	74,440	90,039
Condominiums	1,052	1,813	5,017	13,300	12,447
Total real estate construction	105,706	81,235	82,361	133,299	241,818
Real estate 1-4 family mortgage:					
Primary	466,282	373,192	363,498	345,971	361,153
Home equity	198,781	193,140	183,427	171,180	181,960
Rental/investment	156,956	167,364	199,373	158,436	178,814
Land development	81,404	90,930	126,084	145,330	164,453
Total real estate 1-4 family mortgage	903,423	824,627	872,382	820,917	886,380
Real estate commercial mortgage:					
Owner-occupied	640,906	641,220	593,743	537,387	530,938
Non-owner occupied	638,486	529,524	457,735	367,011	347,000
Land development	147,251	165,891	188,365	136,191	137,956
Total real estate commercial mortgage	1,426,643	1,336,635	1,239,843	1,040,589	1,015,894
Total loans secured by real estate	\$ 2,435,772	\$ 2,242,497	\$ 2,194,586	\$ 1,994,805	\$ 2,144,092

Total loans at December 31, 2012 were \$2,810,253, an increase of \$229,169 from \$2,581,084 at December 31, 2011. Loans covered under loss-share agreements with the FDIC (referred to as covered loans) were \$237,088 at December 31, 2012, a decrease of \$102,374, compared to \$339,462 at December 31, 2011. For covered loans, the FDIC will reimburse the Bank 80% of the losses incurred on these loans. The covered loans will continue to decline through the Company's aggressive efforts to bring those covered loans that are commercial in nature to resolution as the loss-share agreements applicable to this portfolio provides reimbursement for five years from the acquisition date. The following table provides a breakdown of covered loans at December 31:

	2012	2011	2010
Commercial, financial, agricultural	\$ 10,800	\$ 17,803	\$ 20,921
Lease financing			
Real estate construction:			
Residential	1,648	3,158	6,476
Commercial		3,918	9,087
Condominiums			
Total real estate construction	1,648	7,076	15,563
Real estate 1-4 family mortgage:			
Primary	20,623	21,491	19,786
Home equity	15,622	23,048	21,454
Rental/investment	26,586	42,217	51,065
Land development	10,617	21,167	30,214
Total real estate 1-4 family mortgage	73,448	107,923	122,519
Real estate commercial mortgage:			

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Owner-occupied	63,683	101,448	71,455
Non-owner occupied	50,879	48,939	24,863
Land development	36,599	56,105	78,254
Total real estate commercial mortgage	151,161	206,492	174,572
Installment loans to individuals	31	168	106
Total covered loans	\$ 237,088	\$ 339,462	\$ 333,681

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Loans not covered under a loss-share agreement at December 31, 2012 were \$2,573,165, an increase of \$331,543, compared to \$2,241,622 at December 31, 2011. The increase in loans not covered under loss-share agreements in 2012 was attributable to growth in 1-4 family residential mortgages, owner and non-owner occupied commercial real estate loans and commercial loans, as well as loan production generated by our de novo expansion. Loans from our de novo locations in Columbus and Starkville, Mississippi, Tuscaloosa and Montgomery, Alabama and Maryville and Jonesborough, Tennessee contributed \$151,664 of the total increase in loans from December 31, 2011.

The following table provides a breakdown of loans not covered under a loss-share agreement at December 31:

	2012	2011	2010
Commercial, financial, agricultural	\$ 306,250	\$ 260,288	\$ 244,355
Lease financing	190	328	503
Real estate construction:			
Residential	46,805	28,644	31,143
Commercial	56,201	43,702	30,638
Condominiums	1,052	1,813	5,017
Total real estate construction	104,058	74,159	66,798
Real estate 1-4 family mortgage:			
Primary	445,659	351,702	343,712
Home equity	183,159	170,092	161,973
Rental/investment	130,370	125,147	148,308
Land development	70,787	69,763	95,870
Total real estate 1-4 family mortgage	829,975	716,704	749,863
Real estate commercial mortgage:			
Owner-occupied	577,223	539,772	522,288
Non-owner occupied	587,607	480,585	432,872
Land development	110,652	109,786	110,111
Total real estate commercial mortgage	1,275,482	1,130,143	1,065,271
Installment loans to individuals	57,210	60,000	64,119
Total loans not covered under a loss-share agreement	\$ 2,573,165	\$ 2,241,622	\$ 2,190,909

During 2012, loans in our Tennessee and Mississippi markets increased \$74,495 and \$75,147, respectively, while loans in our Alabama markets increased \$101,382. Loans in our Georgia markets not covered under loss-share agreements increased \$79,104 from December 31, 2011.

Mortgage Loans Held for Sale

Mortgage loans held for sale were \$34,845 at December 31, 2012 compared to \$28,222 at December 31, 2011. Originations of mortgage loans to be sold totaled \$588,454 in 2012, \$433,845 in 2011 and \$519,447 in 2010. Mortgage rates in the latter half of 2011 declined to historic lows and remained at these historically low levels throughout 2012, which prompted a significant increase in refinancings in 2012.

Mortgage loans to be sold are sold either on a best efforts basis or under a mandatory delivery sales agreement. Under a best efforts sales agreement, residential real estate originations are locked in at a contractual rate with third party private investors or directly with government sponsored agencies, and the Company is obligated to sell the mortgages to such investors only if the mortgages are closed and funded. The risk we assume is conditioned upon loan underwriting and market conditions in the national mortgage market. Under a mandatory delivery sales agreement, the Company commits to deliver a certain principal amount of mortgage loans to an investor at a specified price and delivery date. Penalties are paid to the investor if we fail to satisfy the contract. Gains and losses are realized at the time consideration is received and all other criteria for sales treatment have been met. These loans are typically sold within thirty days after the loan is funded. Although loan fees and some interest income are derived from mortgage loans held for sale, the main source of income is gains from the sale of these loans in the secondary market.

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Investment income is the second largest component of interest income. 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, at December 31:

	2012		2011		2010	
	Balance	% of Portfolio	Balance	% of Portfolio	Balance	% of Portfolio
Obligations of other U.S. Government agencies and corporations	\$ 92,487	13.72%	\$ 125,055	15.70%	\$ 97,455	11.68%
Mortgage-backed securities	312,803	46.40	409,639	51.44	473,456	56.74
Obligations of states and political subdivisions	227,721	33.78	224,750	28.22	206,083	24.70
Trust preferred securities	15,068	2.24	12,785	1.61	4,583	0.54
Other debt securities	22,930	3.40	21,875	2.75	23,054	2.76
Other equity securities	3,068	0.46	2,237	0.28	29,841	3.58
	\$ 674,077	100.00%	\$ 796,341	100.00%	\$ 834,472	100.00%

In 2012, investment income, on a tax equivalent basis, decreased \$6,760 to \$26,629 from \$33,389 for 2011. The average balance in the investment portfolio in 2012 was \$738,365 compared to \$821,532 in 2011. The tax equivalent yield on the investment portfolio in 2012 was 3.61%, down 45 basis points from 2011. The decline in yield was a result of the reinvestment of cash flows from the Company's portfolio that had higher rates than the rates on the securities that the Company purchased with the proceeds of such calls. These rates were lower due to the generally lower interest rate environment.

The balance of our investment portfolio at December 31, 2012 was \$674,077 compared to \$796,341 at December 31, 2011. During 2012, we purchased \$287,384 in investment securities. Mortgage-backed securities and collateralized mortgage obligations (CMOs), in the aggregate, comprised 52.10% of the purchases. CMOs are included in the Mortgage-backed securities line item in the above table. The mortgage-backed securities and CMOs held in our investment portfolio are primarily issued by government sponsored entities. U.S. Government Agency securities and municipal securities accounted for 40.49% and 6.32%, respectively, of total securities purchased in 2012. The carrying value of securities sold during 2012 totaled \$124,156, consisting solely of mortgage-backed securities. Maturities and calls of securities during 2012 totaled \$282,985. At December 31, 2012, unrealized losses of \$14,035 were recorded on investment securities with a carrying value of \$78,908.

The Company holds investments in pooled trust preferred securities that had a cost basis of \$28,612 and \$30,410 and a fair value of \$15,068 and \$12,785 at December 31, 2012 and 2011, 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 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 our tranches is negatively impacted. Management has determined that there has been an adverse change in estimated cash flows for each of the four pooled trust preferred securities. Accordingly, the Company recognized other-than-temporary-impairment losses on these securities of \$262 and \$3,075 during the years ended December 31, 2011 and 2010, respectively. No additional impairment was recognized during the year ended December 31, 2012. Furthermore, based on the qualitative factors discussed above, each of the four pooled trust preferred securities were classified as nonaccrual assets at December 31, 2012. Investment interest income is recorded on the cash-basis method until qualifying for return to accrual status.

In 2011, investment income, on a tax equivalent basis, increased \$1,383 to \$33,389 from \$32,006 for 2010. The average balance in the investment portfolio in 2011 was \$821,532 compared to \$737,256 in 2010. The tax equivalent yield on the investment portfolio in 2011 was 4.06%, down 28 basis points from 2010.

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The balance of our investment portfolio at December 31, 2011 declined \$38,131 to \$796,341 compared to \$834,472 at December 31, 2010. During 2011, we purchased \$295,038 in investment securities. U.S. Government Agency securities and municipal securities accounted for 44.28% and 17.50%, respectively, of total securities purchased in 2011. Mortgage-backed securities and CMOs, in the aggregate, made up the remaining 38.22% of the purchases. The carrying value of securities sold during 2011 totaled \$94,024, consisting of mortgage-backed securities and municipal securities. Maturities and calls of securities during 2011 totaled \$234,395. At December 31, 2011, unrealized losses of \$17,864 were recorded on investment securities with a carrying value of \$40,191.

*Deposits and Deposit Interest Expense***Average Interest-Bearing Deposits to Total Average Deposits**

2012	2011	2010
84.02%	85.98%	88.90%

The Company relies on deposits as its major source of funds. Total deposits were \$3,461,221 and \$3,412,237 at December 31, 2012 and 2011, respectively. Noninterest-bearing deposits at December 31, 2012 and 2011 were \$568,214 and \$531,910, respectively, while interest-bearing deposits were \$2,893,007 and \$2,880,327 at December 31, 2012 and 2011, respectively. The balance of deposits at December 31, 2012 as compared to December 31, 2011 increased 1.44% which is primarily attributable to management's focus on growing and maintaining a stable source of funding, specifically core deposits, and allowing more costly deposits, including certain time deposits, to mature. The source of funds that we select depends on the terms and how those terms assist us in mitigating interest rate risk and maintaining our net interest margin. Accordingly, funds are only acquired when needed and at a rate that is prudent under the circumstances.

Public fund deposits are those of counties, municipalities, or other political subdivisions and may be readily obtained based on the Company's pricing bid in comparison with competitors. Since public fund deposits are obtained through a bid process, these deposit balances may fluctuate as competitive and market forces change. The Company has focused on growing stable sources of deposits which has resulted in the Company relying less on public fund deposits. However, the Company continues to participate in the bidding process for public fund deposits. Our public fund transaction accounts are principally obtained from municipalities including school boards and utilities. Public fund deposits at December 31, 2012 were \$344,342 compared to \$338,273 at December 31, 2011 and \$359,195 at December 31, 2010.

Following management's emphasis on growing a stable source of funding through core deposits and allowing more costly deposits to mature or expire, deposits in our Alabama, Mississippi, and Tennessee markets increased \$981, \$27,009, and \$66,716, respectively, during 2012. Deposits in our Georgia markets decreased \$78,328 during 2012 due to an intentional runoff of time deposits. Deposits from our de novo locations in Columbus and Starkville, Mississippi, Tuscaloosa and Montgomery, Alabama and Maryville and Jonesborough, Tennessee totaled \$134,113 at December 31, 2012 representing an increase of \$80,910 from December 31, 2011.

Interest expense on deposits was \$19,030, \$31,729 and \$44,487 for 2012, 2011 and 2010, respectively. The cost of total deposits was 0.56%, 0.91%, and 1.47% for the years ending December 31, 2012, 2011, and 2010, respectively. The cost of interest-bearing deposits was 0.67%, 1.06% and 1.66% for the same periods. A more detailed discussion of the cost of our deposits is set forth below under the heading "Liquidity and Capital Resources" in this item.

Borrowed Funds and Interest Expense on Borrowings

Total borrowings include securities sold under agreements to repurchase, federal funds purchased, advances from the FHLB and junior subordinated debentures. Interest expense on total borrowings was \$6,945, \$9,672 and \$15,790 for the years ending December 31, 2012, 2011 and 2010, respectively. Funds are borrowed from the FHLB primarily to match-fund against certain loans, negating interest rate exposure when rates rise. Such match-funded loans are typically large commercial or real estate loans. FHLB advances were \$83,843 and \$117,454 at December 31, 2012 and 2011, respectively. The cost of our FHLB advances was 4.29%, 4.11% and 3.67% for 2012, 2011 and 2010.

In addition, short-term FHLB advances, securities purchased under agreements to repurchase and federal funds purchased are used, as needed, to meet day to day liquidity needs. The Company had no short-term FHLB advances or federal funds purchased outstanding at December 31, 2012, 2011 or 2010. The Company had \$5,254, \$11,485, and \$12,087 in securities sold under agreements to repurchase at December 31, 2012, 2011, and 2010, respectively.

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Interest expense on junior subordinated debentures was \$2,594, \$2,487 and \$3,058 for the years ended December 31, 2012, 2011 and 2010, respectively. For more information about our outstanding subordinated debentures, refer to the discussion in this item below under the heading *Shareholders' Equity and Regulatory Matters*.

In March 2012, the Company repaid \$50,000 of qualifying senior debt securities issued under the Temporary Liquidity Guaranty Program (TLGP) at maturity. While outstanding, the cost of the TLGP debt was 3.94%, 3.83% and 3.79% for 2012, 2011 and 2010.

Effective January 2012, a portion of the Federal Reserve's Treasury Tax and Loan program was eliminated. As a result, all deposits held by the Company under the program were withdrawn as of December 31, 2011. The outstanding balance of treasury, tax and loan notes at December 31, 2010 was \$3,299.

Noninterest Income

Noninterest Income to Average Assets
(Excludes securities gains/losses)

2012	2011	2010
1.62%	1.41%	2.33%

Total noninterest income includes fees generated from deposit services, mortgage loan originations, insurance products, trust and other wealth management products and services, bargain purchase gain resulting from certain acquisitions, securities gains and all other noninterest income. Our focus is to develop and enhance our products that generate noninterest income in order to diversify our revenue sources. Noninterest income as a percentage of total net revenues was 33.04%, 32.38% and 45.68% for 2012, 2011 and 2010.

Noninterest income was \$68,711 for the year ended December 31, 2012, an increase of \$4,012, or 6.20%, as compared to \$64,699 for 2011. Noninterest income was \$92,692 for the year ended December 31, 2010. The bargain purchase gain resulting from the acquisition of Crescent in 2010 totaled \$42,211.

Service charges on deposit accounts include maintenance fees on accounts, per item charges, account enhancement charges for additional packaged benefits and overdraft fees. Service charges on deposit accounts were \$18,612 for 2012, a decrease of \$499, or 2.61%, from 2011. Service charges on deposit accounts were \$19,111 in 2011, a decrease of \$2,393 from 2010. The decline in service charges on deposit accounts was primarily a result of the reduction in customer spending which began in 2009 as a result of current economic conditions and the impact of new regulations enacted in the third quarter of 2010 which restricted the Company's ability to impose overdraft fees. Overdraft fees represented 82.14%, 87.80%, and 89.28% of total charges for deposit services in 2012, 2011 and 2010, respectively.

Fees and commissions increased 34.05% to \$17,595 during 2012 as compared to \$13,126 for 2011. Fees and commissions include fees related to deposit services, such as interchange fees on debit card transactions, as well as fees charged on mortgage loans originated to be sold, such as origination, underwriting, documentation and other administrative fees. Mortgage loan fees increased \$3,005, or 83.36%, to \$6,610 during 2012 as compared to \$3,605 for 2011. This is due to the increase in mortgage loan originations to be sold in the secondary market in 2012. Interchange fees on debit card transactions continue to be a strong source of noninterest income. For 2012, fees associated with debit card usage were \$8,322, an increase of 13.43% as compared to \$7,337 for 2011. Income derived from use of our debit cards made up 47.30% of the total fees and commissions for 2012. We expect income from use of our debit cards to continue to grow as our customers use this convenient method of payment. As directed by the Durbin Debit Interchange Amendment to the Dodd-Frank Act that went into effect October 1, 2011, the Federal Reserve enacted regulations governing the reasonableness of certain fees associated with our debit cards and also placed restrictions on the rates charged for interchange fees on debit card transactions. Although these provisions apply only to financial institutions with more than \$10 billion in assets, we expect that all financial institutions, regardless of size, will have to adjust their rates in order to remain competitive as affected institutions lower their debit card fees. Management believes these restrictions could have an adverse impact on these interchange fees in the future, but is unable at this time to predict the extent or timing of such impact.

Fees and commissions increased \$2,564 to \$13,126 during 2011 as compared to \$10,562 for 2010. Mortgage loan fees increased \$806 during 2011 to \$3,604 as compared to 2010. This is due to the increase in mortgage loan originations to be sold in the secondary market during the same period. For 2011, fees associated with debit card usage were \$7,337, an increase of 22.90% as compared to \$5,970 for 2010.

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Through Renasant Insurance, we offer a range of commercial and personal insurance products through major insurance carriers. Income earned on insurance products was \$3,630, \$3,298 and \$3,435 for the years ended December 31, 2012, 2011 and 2010, respectively. Contingency income is a bonus received from the insurance underwriters and is based both on commission income and claims experience on our clients' policies during the previous year. Increases and decreases in contingency income are reflective of corresponding increases and decreases in the amount of claims paid by insurance carriers. Contingency income, which is included in Other noninterest income in the Consolidated Statements of Income, was \$257, \$368 and \$274 for 2012, 2011 and 2010, respectively.

The Trust division within the Wealth Management segment operates on a custodial basis which includes administration of benefit plans, as well as accounting and money management for trust accounts. The division manages a number of trust accounts inclusive of personal and corporate benefit accounts, self-directed IRAs, and custodial accounts. Fees for managing these accounts are based on changes in market values of the assets under management in the account, with the amount of the fee depending on the type of account. Additionally, the Financial Services division within the Wealth Management segment provides specialized products and services to our customers, which include fixed and variable annuities, mutual funds, and stocks offered through a third party provider. Wealth Management revenue was \$6,926 for 2012 compared to \$4,864 for 2011 and \$3,637 for 2010. The market value of trust assets under management was \$1,090,908 and \$1,024,585 at December 31, 2012 and 2011, respectively. The increases in Wealth Management revenue were primarily attributable to the acquisition of the Birmingham, Alabama-based trust division of RBC Bank (USA) in the third quarter of 2011.

Gains on sales of securities for 2012 were \$1,894, resulting from the sale of approximately \$124,156 in securities, compared to gains on sales of securities for 2011 of \$5,057, resulting from the sale of approximately \$94,024 in securities. Gains on sales of securities for 2010 were \$3,955, resulting from the sale of approximately \$125,969 in securities. Other-than-temporary-impairment losses recognized in 2010 and 2011 are discussed above.

Gains on the sale of mortgage loans held for sale were \$12,499, \$4,133 and \$6,224 for the years ended December 31, 2012, 2011, and 2010, respectively. Originations of mortgage loans to be sold totaled \$588,454 for 2012 as compared to \$433,845 for 2011 and \$519,447 for 2010. The increase in originations of mortgage loans to be sold and the related gain on the sales in 2012 is due to the higher levels of refinancing in 2012 made possible by historically lower mortgage interest rates.

*Noninterest Expense***Noninterest Expense to Average Assets**

2012	2011	2010
3.64%	3.22%	3.06%

Noninterest expense was \$150,459, \$136,960 and \$120,540 for 2012, 2011 and 2010, respectively. Noninterest expense increased \$13,499, or 9.86%, during 2012 as compared to 2011, as detailed in the discussion below.

Salaries and employee benefits is the largest component of noninterest expenses and represented 53.84%, 48.29% and 48.86% of total noninterest expense at December 31, 2012, 2011 and 2010, respectively. During 2012, salaries and employee benefits increased \$14,867, or 22.48%, to \$81,002 as compared to \$66,135 for 2011. The increase is primarily attributable to commissions related to the increase in mortgage production during 2012 as compared to 2011 as well as higher health insurance costs. Personnel costs associated with our de novo locations in Maryville and Jonesborough, Tennessee also contributed to the increase. During 2011, salaries and employee benefits increased \$7,235, or 12.28%, to \$66,135 as compared to \$58,900 for 2010 primarily as a result of our acquisitions of American Trust and the RBC Bank (USA) trust division and our de novo locations in Columbus, Mississippi, in the fourth quarter of 2010 and Starkville, Mississippi, and Tuscaloosa and Montgomery, Alabama, during 2011.

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The compensation expense recorded in connection with grants of stock options and awards of restricted stock, which is included within salaries and employee benefits, was \$1,368, \$620 and \$752 for 2012, 2011 and 2010, respectively. Restricted stock awards in all three years were subject to the satisfaction of performance-based conditions. In 2012, the target performance conditions were achieved, and compensation expense was recognized accordingly. In 2011, the Company's compensation committee exercised its negative discretion to cancel the 2011 restricted stock awards because the relevant performance conditions were achieved only after taking into account the impact of the American Trust Acquisition. This explains the increase in compensation expense recorded in connection with grants of stock options and awards of restricted stock from 2011 to 2012. Performance thresholds required for the awards granted in 2010 were achieved, but fewer shares were issued resulting in less compensation expense as compared to 2012.

Data processing costs increased \$1,427, or 19.56%, to \$8,724 for 2012 from 2011. Data processing costs increased \$923 to \$7,297 for 2011 from \$6,374 in 2010. The increase in data processing costs over the periods presented is reflective of increased loan, deposit and debit card processing from growth in the number of loans and deposits and increases in debit card transactions. The inclusion of data processing costs from American Trust and Crescent operations in 2011 and 2010, respectively, also contributed to the increase.

Net occupancy and equipment expense in 2012 was \$14,597, an increase of \$1,045, compared to \$13,552 for 2011. Net occupancy and equipment expense increased \$1,708 for 2011 compared to \$11,844 for 2010. These increases are attributable to occupancy costs associated with the operations of the Company's recent banking expansions beginning in 2010.

Expenses related to other real estate owned for 2012 were \$13,596, a decrease of \$1,730 compared to 2011. Expenses on other real estate owned for 2012 include write downs of \$7,272 of the carrying value to fair value on certain pieces of property held in other real estate owned. Other real estate owned with a cost basis of \$57,840 was sold during 2012, resulting in a net loss of \$2,096. Expenses related to other real estate owned for 2011 were \$15,326, an increase of \$5,708 compared to 2010. Expenses on other real estate owned for the year ended December 31, 2011 include write downs of \$8,224 of the carrying value to fair value on certain pieces of property held in other real estate owned. Other real estate owned with a cost basis of \$47,972 was sold during 2011, resulting in a net loss of \$3,073.

Professional fees include fees for legal and accounting services. Professional fees were \$4,241 for 2012 as compared to \$4,173 for 2011 and \$3,651 for 2010. Professional fees attributable to legal fees associated with loan workouts and foreclosure proceedings remain at higher levels in correlation with the overall economic downturn and credit deterioration identified in our loan portfolio and the Company's efforts to bring these credits to resolution.

Advertising and public relations expense was \$4,835 for 2012, an increase of \$750 compared to \$4,085 for 2011. Advertising and public relations expense increased \$872 for 2011 compared to \$3,213 for 2010. These year-over-year increases are attributable to advertising and marketing costs associated with the Company's expansion into new markets since 2010.

Amortization of intangible assets totaled \$1,381 for 2012 compared to \$1,742 for 2011 and \$1,974 for 2010. This amortization relates to finite-lived intangible assets recorded in prior mergers which are being amortized over the useful lives as determined at acquisition. These finite-lived intangible assets have remaining estimated useful lives ranging from two to fourteen years. During 2011, the Company amortized the remaining core deposit intangible recorded in connection with the Renasant Bancshares acquisition. The amortization was \$326 in 2011 compared to \$652 in 2010. This reduction was offset by amortization expense related to finite-lived intangible assets recorded in association with the Crescent, American Trust and the RBC Trust (USA) trust division acquisitions.

Communication expenses are those expenses incurred for communication to clients and between employees. Communication expenses were \$4,212 for 2012 as compared to \$4,500 for 2011 and \$3,985 for 2010.

Total noninterest expenses for 2011 included \$1,651 of acquisition-related expenses associated with the American Trust and RBC Bank (USA) trust division acquisitions. In comparison, total noninterest expenses for 2010 included \$1,955 of acquisition-related expenses associated with the Crescent acquisition. The Company did not record any acquisition related expenses during 2012.

The Company repaid FHLB advances prior to their contractual maturity of \$24,000 in 2012, \$50,000 in 2011, and \$148,000 in 2010, and, as a result, incurred prepayment penalties of \$898, \$1,903 and \$2,785 for the years ended December 31, 2012, 2011, and 2010, respectively.

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	Efficiency Ratio	
	2011	2010
2012	72.35%	68.54%
2011	71.90%	75.01%
2010	75.01%	59.41%

The efficiency ratio is one measure of productivity in the banking industry. This ratio is calculated to measure the cost of generating one dollar of revenue. That is, the ratio is designed to reflect the percentage of one dollar which must be expended to generate that dollar of revenue. The Company calculates this ratio by dividing noninterest expense by the sum of net interest income on a fully taxable equivalent basis and noninterest income. The increase in noninterest expense coupled with net interest income and noninterest income remaining relatively flat resulted in the deterioration in the Company's efficiency ratio for 2012 as compared to 2011. The lower efficiency ratio in 2010 as compared to 2012 and 2011 was attributable to the bargain purchase gain arising from the Crescent acquisition. Excluding the gains on acquisitions included in noninterest income in 2011 and 2010, our efficiency ratio was 71.90% and 75.01% in 2011 and 2010, respectively. We remain committed to aggressively managing our costs within the framework of our business model. We expect the efficiency ratio to improve from levels reported in 2012 and 2011 from incremental revenue driven by the associated salaries expense generated by the maturity of the Company's de novo locations and continued reduction in credit related costs as credit quality improves. The Company experienced an unusually high level of health insurance claims in 2012. Lower levels of health insurance costs in 2013 are also expected to contribute to an improvement in the efficiency ratio.

Income Taxes

Income tax expense for 2012, 2011 and 2010 was \$6,828, \$9,043 and \$15,018, respectively. The effective tax rates for those years were 20.40%, 26.08% and 32.16%, respectively. The decrease in the effective tax rate for 2012 as compared to 2011 was attributable to reversals of valuation allowances against the deferred tax assets related to state net operating loss carryforwards and additional benefits from investments in low-income housing tax credits that were utilized on federal and state income tax returns filed during 2012. The decrease in the effective tax rate for 2011 as compared to 2010 was attributable to higher levels of pre-tax income in 2010 as a result of the Crescent acquisition.

Risk Management

The management of risk is an on-going process. Primary risks that are associated with the Company include credit, interest rate and liquidity risk. Credit and interest rate risk are discussed below, while liquidity risk is discussed in the next subsection under the heading "Liquidity and Capital Resources."

Credit Risk and Allowance for Loan Losses

Inherent in any lending activity is credit risk, that is, the risk of loss should a borrower default. Credit risk is monitored and managed on an ongoing basis by a credit administration department, senior loan committee, a loss management committee and the Board of Directors loan committee. Credit quality, adherence to policies and loss mitigation are major concerns of credit administration and these committees. The Company's central appraisal review department reviews and approves third-party appraisals obtained by the Company on real estate collateral and monitors loan maturities to ensure updated appraisals are obtained. This department is managed by a licensed real estate appraiser and employs an additional three licensed appraisers.

We have a number of documented loan policies and procedures that set forth the approval and monitoring process of the lending function. Adherence to these policies and procedures is monitored by management and the Board of Directors. A number of committees and an underwriting staff oversee the lending operations of the Company. These include in-house loan and loss management committees and the Board of Directors loan committee and problem loan review committee. In addition, we maintain a loan review staff to independently monitor loan quality and lending practices. Loan review personnel monitor and, if necessary, adjust the grades assigned to loans through periodic examination, focusing its review on commercial and real estate loans rather than consumer and consumer mortgage loans.

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In compliance with loan policy, the lending staff is given lending limits based on their knowledge and experience. In addition, each lending officer's prior performance is evaluated for credit quality and compliance as a tool for establishing and enhancing lending limits. Before funds are advanced on consumer and commercial loans below certain dollar thresholds, loans are reviewed and scored using centralized underwriting methodologies. Loan quality or risk-rating grades are assigned based upon certain factors, which include the scoring of the loans. This information is used to assist management in monitoring the credit quality. Loan requests of amounts greater than an officer's lending limits are reviewed by senior credit officers, in-house loan committees or the Board of Directors.

For commercial and commercial real estate secured loans, 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. Loan grades range from 1 to 9, with 1 being loans with the least credit risk. Allowance factors established by management are applied to the total balance of loans in each grade to determine the amount needed in the allowance for loan losses. The allowance factors are established based on historical loss ratios experienced by the Company for these loan types, as well as the credit quality criteria underlying each grade, adjusted for trends and expectations about losses inherent in our existing portfolios. In making these adjustments to the allowance factors, management takes into consideration factors which it believes are causing, or are likely in the future to cause, losses within our loan portfolio but which may not be fully reflected in our historical loss ratios. For portfolio balances of consumer, consumer mortgage and certain other similar loan types, 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 loss management committee and the Board of Directors' problem loan review committee monitor loans that are past due or those that have been downgraded and placed on the Company's internal watch list due to a decline in the collateral value or cash flow of the debtor; the committees then adjust loan grades accordingly. This information is used to assist management in monitoring credit quality. In addition, the Company's portfolio management committee monitors and identifies risks within the Company's loan portfolio by focusing its efforts on reviewing and analyzing loans which are not on the Company's internal watch list. The portfolio management committee monitors loans in portfolios or regions which management believes could be stressed or experiencing credit deterioration.

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 and interest when due according to the contractual terms of the loan agreement. Impairment is measured on a loan-by-loan basis for problem loans of \$500 or greater 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. For real estate collateral, the fair market value of the collateral is based upon a recent appraisal by a qualified and licensed appraiser of the underlying collateral. When the ultimate collectability of a loan's principal is in doubt, wholly or partially, the loan is placed on nonaccrual.

After all collection efforts have failed, collateral securing loans may be repossessed and sold or, for loans secured by real estate, foreclosure proceedings are initiated. The collateral is sold at public auction for fair market value (based upon recent appraisals described in the above paragraph), with fees associated with the foreclosure being deducted from the sales price. The purchase price is applied to the outstanding loan balance. If the loan balance is greater than the sales proceeds, the deficient balance is sent to the Board of Directors' loan committee for charge-off approval. These charge-offs reduce the allowance for loan losses.

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Charge-offs reflect the realization of losses in the portfolio that were recognized previously through the provision for loan losses. Net charge-offs for 2012 were \$18,118, or 0.67% as a percentage of average loans, compared to net charge-offs of \$23,425, or 0.91%, for 2011 and \$24,395, or 1.00%, for 2010. The current levels of net charge-offs are a direct result of the prolonged effects of the economic downturn in our markets on borrowers' ability to repay their loans coupled with the decline in market values of the underlying collateral securing loans, particularly real estate secured loans. Although many of the markets in which we operate did not experience the extreme appreciation in real estate values as experienced in other national markets over the past few years, the real estate market in all of our markets began to slow down significantly in 2008. The large inventories of both completed residential homes and land that had been developed for future residential home construction, coupled with declining consumer demand for residential real estate, caused a severe decline in the values of both homes and developed land. As a result, the credit quality of some of our loans in the construction and land development portfolios deteriorated. The ongoing effects of these conditions continued to exist throughout 2012 and our levels of charge-offs are reflective of bringing these credits to resolution.

The allowance for loan losses is available 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. 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. Other considerations in establishing the allowance for loan losses include economic conditions reflected within industry segments, the unemployment rate in our markets, loan segmentation and historical losses that are inherent in the loan portfolio. The allowance for loan losses is established after input from management, loan review and the loss management committee. An evaluation of the adequacy of the allowance is calculated quarterly based on the types of loans, an analysis of credit losses and risk in the portfolio, economic conditions and trends within each of these factors. In addition, on a regular basis, management and the Board of Directors review loan ratios. These ratios include the allowance for loan losses as a percentage of total loans, net charge-offs as a percentage of average loans, the provision for loan losses as a percentage of average loans, nonperforming loans as a percentage of total loans and the allowance coverage on nonperforming loans. Also, management reviews past due ratios by officer, community bank and the Company as a whole. The allowance for loan losses was \$44,347, \$44,340 and \$45,415 at December 31, 2012, 2011 and 2010, respectively.

Provision for Loan Losses to Average Loans

	2011	2010
2012		
0.67%	0.87%	1.26%

The provision for loan losses charged to operating expense is an amount which, in the judgment of management, is necessary to maintain the allowance for loan losses at a level that is believed to be adequate to meet the inherent risks of losses in our loan portfolio. Factors considered by management in determining the amount of the provision for loan losses include the internal risk rating of individual credits, historical and current trends in net charge-offs, trends in nonperforming loans, trends in past due loans, trends in the market values of underlying collateral securing loans and the current economic conditions in the market in which we operate.

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Beginning in 2008, the Company began recording its provision for loan losses higher than historical levels to address credit deterioration resulting from the effects of the economic downturn on the ability of the Company's borrowers to make timely payments or repay their loans at maturity, especially in connection with the construction and land development segment of the loan portfolio. This deterioration was reflected in the increase in nonperforming loans, as well as the decline in market values of underlying collateral securing loans, primarily real estate, which peaked in 2010. In addition, during these periods management worked to proactively identify potential credit deterioration in the loan portfolio through the internal loan grading system and, as deterioration was identified, increased the provision for loan losses, which resulted in an increase in the allowance for loan losses. Since 2010, however, the Company has experienced improvement in its credit quality measures as evidenced by lower levels of classified loans, total past due loans and nonperforming loans. The decrease in nonperforming and past due loans is attributable to a number of factors. The Company's continued efforts to bring problem credits to resolution, primarily through the foreclosure process, have had a significant effect. In addition, the markets in which the Company operates have experienced declining inventories of single family properties, lower vacancy rates on commercial and multifamily properties, increasing levels of median household incomes and the addition of several large employers which has resulted in declining unemployment rates. As the improving economic conditions in the Company's markets resulted in lower levels of classified loans, nonperforming loans and loans 30-89 days past due as compared to previous periods and management simultaneously resolved problem credits, management determined that the allowance for loan losses was at a level adequate to absorb probable losses on the existing loan portfolio. Accordingly, the Company has recorded lower levels of provision for loan losses in 2012 compared to 2011 and 2010. The provision for loan losses was \$18,125, \$22,350 and \$30,665 for 2012, 2011 and 2010, respectively.

	2012	2011	2010	2009	2008
Specific reserves for impaired loans	\$ 17,597	\$ 15,410	\$ 17,529	\$ 14,468	\$ 8,769
Allocated reserves for remaining portfolio	26,750	28,930	27,886	24,677	26,136
Total	\$ 44,347	\$ 44,340	\$ 45,415	\$ 39,145	\$ 34,905

All of the loans acquired in the Company's FDIC-assisted acquisitions and certain loans acquired in previous acquisitions that are accounted for under ASC 310-30 are carried at values which, in management's opinion, reflect the estimated future cash flows, based on the facts and circumstances surrounding each respective loan at the date of acquisition. The Company continually monitors these loans as part of our normal credit review and monitoring procedures for changes in the estimated future cash flows; to the extent future cash flows deteriorate below initial projections, the Company may be required to reserve for these loans in the allowance for loan losses through future provision for loan losses. The Company did not increase the allowance for loan losses for loans accounted for under ASC 310-30 during 2012, 2011 or 2010. The provision for loan losses charged to operating expense attributable to loans accounted for under ASC 310-30 totaled \$3,268, \$544 and \$(135) during 2012, 2011 and 2010, respectively, which includes \$2,527 and \$512 for 2012 and 2011, respectively, that was attributable to loans covered by loss-share agreements with the FDIC.

The following table presents the allocation of the allowance for loan losses by loan category at December 31 for each of the years presented.

	2012	2011	2010	2009	2008
Commercial, financial, agricultural	\$ 3,307	\$ 4,197	\$ 2,625	\$ 4,855	\$ 5,238
Lease financing	1	1	3	4	8
Real estate - construction	711	1,073	2,115	4,494	6,590
Real estate - 1-4 family mortgage	18,347	17,191	20,870	15,593	10,514
Real estate - commercial mortgage	21,416	20,979	18,779	12,577	10,775
Installment loans to individuals	565	899	1,023	1,622	1,780
Total	\$ 44,347	\$ 44,340	\$ 45,415	\$ 39,145	\$ 34,905

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The table below reflects the activity in the allowance for loan losses, in thousands, for the years ended December 31:

	2012	2011	2010	2009	2008
Balance at beginning of year	\$ 44,340	\$ 45,415	\$ 39,145	\$ 34,905	\$ 26,372
Provision for loan losses	18,125	22,350	30,665	26,890	22,804
Charge-offs					
Commercial, financial, agricultural	4,923	2,037	1,161	2,682	623
Lease financing					
Real estate construction	187	836	4,181	2,719	2,393
Real estate 1-4 family mortgage	9,231	16,755	14,189	16,234	11,224
Real estate commercial mortgage	5,828	5,792	6,512	2,144	1,067
Installment loans to individuals	386	373	319	313	376
Total charge-offs	20,555	25,793	26,362	24,092	15,683
Recoveries					
Commercial, financial, agricultural	531	272	282	187	207
Lease financing					
Real estate construction	34	110	68	199	136
Real estate 1-4 family mortgage	1,330	767	999	700	237
Real estate commercial mortgage	455	1,056	533	158	31
Installment loans to individuals	87	163	85	198	801
Total recoveries	2,437	2,368	1,967	1,442	1,412
Net charge-offs	18,118	23,425	24,395	22,650	14,271
Balance at end of year	\$ 44,347	\$ 44,340	\$ 45,415	\$ 39,145	\$ 34,905
Net charge-offs to:					
Loans - average	0.67%	0.91%	1.00%	0.91%	0.55%
Allowance for loan losses	40.86%	52.83%	53.72%	57.86%	40.89%
Allowance for loan losses to:					
Loans - year end	1.72%	1.98%	2.07%	1.67%	1.38%
Nonperforming loans	146.90%	127.00%	84.32%	78.25%	87.45%

The following table provides further details of the Company's net charge-offs of loans secured by real estate for the years ended December 31:

	2012	2011	2010	2009	2008
Real estate construction:					
Residential	\$ 149	\$ 724	\$ 1,378	\$ 2,278	\$ 1,735
Commercial	4	2			
Condominiums			2,735	242	522
Total real estate construction	153	726	4,113	2,520	2,257
Real estate 1-4 family mortgage:					
Primary	1,109	1,570	2,513	1,765	1,481
Home equity	2,542	1,721	1,601	2,191	1,160
Rental/investment	1,668	3,813	1,751	1,548	1,897
Land development	2,582	8,884	7,325	10,030	6,449
Total real estate 1-4 family mortgage	7,901	15,988	13,190	15,534	10,987
Real estate commercial mortgage:					

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Owner-occupied	1,039	3,123	2,713	213	227
Non-owner occupied	2,781	(282)	2,288	1,711	759
Land development	1,553	1,895	978	62	50
Total real estate commercial mortgage	5,373	4,736	5,979	1,986	1,036
Total net charge-offs of loans secured by real estate	\$ 13,427	\$ 21,450	\$ 23,282	\$ 20,040	\$ 14,280

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Nonperforming assets consist of nonperforming loans, other real estate owned and nonaccruing securities available-for-sale. Nonperforming loans are those on which the accrual of interest has stopped or loans which are contractually 90 days past due on which interest continues to accrue. Generally, the accrual of interest is discontinued when the full collection of principal or interest is in doubt or when the payment of principal or interest has been contractually 90 days past due, unless the obligation is both well secured and in the process of collection. Management, the loss management committee and our loan review staff closely monitor loans that are considered to be nonperforming.

Debt securities may be transferred to nonaccrual status where the recognition of investment interest is discontinued. A number of qualitative factors, including but not limited to the financial condition of the underlying issuer and current and projected deferrals or defaults, are considered by management in the determination of whether a debt security should be transferred to nonaccrual status. The interest on these nonaccrual investment securities is accounted for on the cash-basis method until qualifying for return to accrual status. Nonaccruing securities available-for-sale consist of the Company's investments in pooled trust preferred securities issued by financial institutions, each of which is on nonaccrual status.

The following table provides details of the Company's nonperforming assets covered by loss-share agreements with the FDIC (covered assets) and not covered under loss-share agreements as of the dates presented:

	Covered Assets	Not Covered Assets	Total Assets
December 31, 2012			
Nonaccruing loans	\$ 53,186	\$ 26,881	\$ 80,067
Accruing loans past due 90 days or more		3,307	3,307
Total nonperforming loans	53,186	30,188	83,374
Other real estate owned	45,534	44,717	90,251
Total nonperforming loans and OREO	98,720	74,905	173,625
Nonaccruing securities available-for-sale, at fair value		15,068	15,068
Total nonperforming assets	\$ 98,720	\$ 89,973	\$ 188,693
Nonperforming loans to total loans			2.97%
Nonperforming assets to total assets			4.52%
Allowance for loan losses to total loans			1.58%
December 31, 2011			
Nonaccruing loans	\$ 88,034	\$ 31,154	\$ 119,188
Accruing loans past due 90 days or more	1,134	3,760	4,894
Total nonperforming loans	89,168	34,914	124,082
Other real estate owned	43,156	70,079	113,235
Total nonperforming loans and OREO	132,324	104,993	237,317
Nonaccruing securities available-for-sale, at fair value		12,785	12,785
Total nonperforming assets	\$ 132,324	\$ 117,778	\$ 250,102
Nonperforming loans to total loans			4.81%
Nonperforming assets to total assets			5.95%
Allowance for loan losses to total loans			1.72%

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December 31, 2010			
Nonaccruing loans	\$ 82,393	\$ 46,662	\$ 129,055
Accruing loans past due 90 days or more		7,196	7,196
Total nonperforming loans	82,393	53,858	136,251
Other real estate owned	54,715	71,833	126,548
Total nonperforming assets	\$ 137,108	\$ 125,691	\$ 262,799
Nonperforming loans to total loans			5.40%
Nonperforming assets to total assets			6.12%
Allowance for loan losses to total loans			1.80%

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Due to the significant difference in the accounting for the loans and other real estate owned covered by loss-share agreements and loss mitigation offered under the loss-share agreements with the FDIC, the Company believes that excluding the covered assets from its asset quality measures provides a more meaningful presentation of the Company's asset quality. The asset quality measures surrounding the Company's nonperforming assets discussed in the remainder of this section exclude covered assets relating to the Company's FDIC-assisted acquisitions.

Another category of assets which contribute to our credit risk is 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 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 their restructured terms that are either contractually 90 days past due or placed on nonaccrual status are reported as nonperforming loans.

The following table shows the principal amounts of nonperforming and restructured loans as of December 31 of each year presented. All loans where information exists about possible credit problems that would cause us to have serious doubts about the borrower's ability to comply with the current repayment terms of the loan have been reflected in the table below.

	2012	2011	2010	2009	2008
Nonaccruing loans	\$ 26,881	\$ 31,154	\$ 46,662	\$ 39,454	\$ 35,661
Accruing loans past due 90 days or more	3,307	3,760	7,196	10,571	4,252
Total nonperforming loans	30,188	34,914	53,858	50,025	39,913
Restructured loans	29,436	36,311	32,615	36,335	1,270
Total nonperforming and restructured loans	\$ 59,624	\$ 71,225	\$ 86,473	\$ 86,360	\$ 41,183
Interest income recognized on nonaccruing and restructured loans	\$ 1,934	\$ 2,043	\$ 1,200	\$ 1,557	\$ 1,597
Interest income foregone on nonaccruing and restructured loans	\$ 2,390	\$ 2,341	\$ 2,166	\$ 1,285	\$ 538
Nonperforming loans to:					
Loans year end	1.17%	1.56%	2.46%	2.13%	1.58%
Loans average	1.11%	1.35%	2.20%	2.00%	1.54%

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The following table presents nonperforming loans, not subject to a loss-share agreement, by loan category at December 31 for each of the years presented.

	2012	2011	2010	2009	2008
Commercial, financial, agricultural	\$ 1,641	\$ 3,505	\$ 2,422	\$ 3,446	\$ 2,709
Real estate construction:					
Residential		489	333	3,648	5,196
Commercial					
Condominiums					1,255
Total real estate construction		489	333	3,648	6,451
Real estate 1-4 family mortgage:					
Primary	6,708	5,242	6,514	4,281	2,968
Home equity	860	1,013	829	990	612
Rental/investment	4,100	5,757	10,942	5,500	3,796
Land development	4,260	1,739	17,608	17,859	18,141
Total real estate 1-4 family mortgage	15,928	13,751	35,893	28,630	25,517
Real estate commercial mortgage:					
Owner-occupied	2,313	2,342	6,336	3,984	2,341
Non-owner occupied	8,665	11,741	4,300	5,049	2,753
Land development	1,313	2,413	3,903	5,045	
Total real estate commercial mortgage	12,291	16,496	14,539	14,078	5,094
Installment loans to individuals	328	673	671	223	142
Total nonperforming loans	\$ 30,188	\$ 34,914	\$ 53,858	\$ 50,025	\$ 39,913

The increase in nonperforming loans since December 31, 2008, as shown in the above tables, is attributable to credit deterioration primarily in our commercial and residential land development loans over the period. The decrease in nonperforming loans at December 31, 2012 compared to prior years was due to management foreclosing on several problem loans, primarily residential land development loans. Nonperforming land development loans represented 18.46%, 11.89% and 39.94% of total nonperforming loans at December 31, 2012, 2011 and 2010, respectively. The Company's coverage ratio, or its allowance for loan losses as a percentage of nonperforming loans, was 146.90%, 127.00% and 84.32% as of December 31, 2012, 2011 and 2010, respectively.

Management has evaluated the aforementioned loans and other loans classified as nonperforming and believes that all nonperforming loans have been adequately reserved for in the allowance for loan losses at December 31, 2012. Management also continually monitors past due loans for potential credit quality deterioration. Total loans past due 30-89 days were \$8,044, \$15,804 and \$21,520 at December 31, 2012, 2011 and 2010, respectively.

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As shown above, restructured loans totaled \$29,436 at December 31, 2012 compared to \$36,311 at December 31, 2011. At December 31, 2012, total loans restructured through interest rate concessions represented 65.75% of total restructured loans, while loans restructured by a concession in payment terms represented the remainder. The following table provides further details of the Company's restructured loans at December 31, 2012 and 2011:

	2012	2011
Commercial, financial, agricultural	\$	\$
Real estate construction:		
Residential		
Commercial		
Condominiums		
Total real estate construction		
Real estate 1-4 family mortgage:		
Primary	1,469	5,106
Home equity		
Rental/investment	1,923	2,060
Land development	7,461	10,923
Total real estate 1-4 family mortgage	10,853	18,089
Real estate commercial mortgage:		
Owner-occupied	11,138	11,226
Non-owner occupied	6,934	6,232
Land development	337	585
Total real estate commercial mortgage	18,409	18,043
Installment loans to individuals	174	179
Total restructured loans	\$ 29,436	\$ 36,311

Changes in the Company's restructured loans are set forth in the table below. The update to ASC 310 issued by FASB in April 2011 that provided clarification of which loan modifications constituted troubled debt restructurings did not affect loans previously disclosed as restructured at December 31, 2010 or additional loans with concessions in the table below.

	2012	2011
Balance as of January 1	\$ 36,311	\$ 32,615
Additional loans with concessions	5,943	18,540
Reductions due to:		
Reclassified as nonperforming	(8,058)	(9,861)
Transfer to other real estate owned	(419)	(2,898)
Charge-offs	(1,682)	
Paydowns	(1,808)	(1,453)
Lapse of concession period	(851)	(632)
Balance as of December 31	\$ 29,436	\$ 36,311

Other real estate owned consists of properties acquired through foreclosure or acceptance of a deed in lieu of foreclosure. These properties are carried at the lower of cost or fair market value based on appraised value less estimated selling costs. Losses arising at the time of foreclosure of properties are charged against the allowance for loan losses. Reductions in the carrying value subsequent to acquisition are charged to earnings and are included in Other real estate owned in the Consolidated Statements of Income. Other real estate owned with a cost basis of \$30,410 was

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sold during the year ended December 31, 2012, resulting in a net loss of \$1,336, while other real estate owned with a cost basis of \$29,085 was sold during the year ended December 31, 2011, resulting in a net loss of \$2,522. Other real estate owned with a cost basis of \$27,901 was sold during the year ended December 31, 2010, resulting in a net loss of \$1,824.

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The following table provides details of the Company's other real estate owned not covered under loss-sharing agreements with the FDIC as of December 31, 2012 and 2011:

	2012	2011
Residential real estate	\$ 7,842	\$ 15,364
Commercial real estate	7,779	11,479
Residential land development	22,490	36,105
Commercial land development	6,221	7,131
Other	385	
Total other real estate owned	\$ 44,717	\$ 70,079

Changes in the Company's other real estate owned were as follows:

	2012	2011
Balance as of January 1	\$ 70,079	\$ 71,833
Additions	9,683	34,481
Capitalized improvements	507	61
Impairments	(5,328)	(7,894)
Dispositions	(30,410)	(29,085)
Other	186	683
Balance as of December 31	\$ 44,717	\$ 70,079

Interest Rate Risk

Market risk is the risk of loss from adverse changes in market prices and rates. The majority of assets and liabilities of a financial institution are monetary in nature and therefore differ greatly from most commercial and industrial companies that have significant investments in fixed assets and inventories. Our market risk arises primarily from interest rate risk inherent in lending and deposit-taking activities. Management believes a significant impact on the Company's financial results stems from our ability to react to changes in interest rates. To that end, management actively monitors and manages our interest rate risk exposure.

We have an Asset/Liability Committee (ALCO) which is authorized by the Board of Directors to monitor our interest rate sensitivity and to make decisions relating to that process. The ALCO's goal is to structure our asset/liability composition to maximize net interest income while managing interest rate risk so as to minimize the adverse impact of changes in interest rates on net interest income and capital. Profitability is affected by fluctuations in interest rates. A sudden and substantial change in interest rates may adversely impact our earnings because the interest rates borne by assets and liabilities do not change at the same speed, to the same extent or on the same basis.

We monitor the impact of changes in interest rates on our net interest income and economic value of equity (EVE) using rate shock analysis. Net interest income simulations measure the short-term earnings exposure from changes in market rates of interest in a rigorous and explicit fashion. Our current financial position is combined with assumptions regarding future business to calculate net interest income under varying hypothetical rate scenarios. EVE measures our long-term earnings exposure from changes in market rates of interest. EVE is defined as the present value of assets minus the present value of liabilities at a point in time. A decrease in EVE due to a specified rate change indicates a decline in the long-term earnings capacity of the balance sheet assuming that the rate change remains in effect over the life of the current balance sheet.

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The following rate shock analysis depicts the estimated impact on net interest income and EVE of immediate changes in interest rates at the specified levels for the periods presented:

Change in Interest Rates ⁽¹⁾ (In Basis Points)	Percentage Change In:			
	Net Interest Income ⁽²⁾		Economic Value of Equity ⁽³⁾	
	2012	2011	2012	2011
+400	2.75%	4.54%	19.35%	18.93%
+300	2.35%	3.88%	17.86%	16.72%
+200	1.44%	2.82%	14.80%	13.87%
+100	0.62%	1.83%	10.98%	10.30%
-100	(4.08%)	(2.40%)	(2.54%)	(5.09%)

⁽¹⁾ On account of the present position of the target federal funds rate, the Company did not perform an analysis assuming a downward movement in rates of more than 100 bps.

⁽²⁾ The percentage change in this column represents the projected net interest income for 12 months on a flat balance sheet in a stable interest rate environment versus the projected net interest income in the various rate scenarios.

⁽³⁾ The percentage change in this column represents our EVE in a stable interest rate environment versus EVE in the various rate scenarios.

The rate shock results for the net interest income simulation is less asset sensitive as of December 31, 2012 as compared to December 31, 2011. This shift is due to our improved liability mix as higher cost fixed-rate borrowings and time deposits were replaced with variable, but much lower rate deposits. Additionally, on the asset side, lower-yielding investments within the securities portfolio and overnight investments in interest-bearing balances with banks were shifted to the higher-yielding, longer-term loan portfolio. The EVE results are slightly more asset sensitive reflecting the increased value of the non-time deposits whose rates have declined versus the prior year.

The preceding measures assume no change in the size or asset/liability compositions of the balance sheet. Thus, the measures do not reflect actions the ALCO may undertake in response to such changes in interest rates. The above results of the interest rate shock analysis are within the parameters set by the Board of Directors. The scenarios assume instantaneous movements in interest rates in increments of 100, 200, 300 and 400 basis points. With the present position of the target federal funds rate, the declining rate scenarios seem improbable. Furthermore, it has been the Federal Reserve's policy to adjust the target federal funds rate incrementally over time and recently the Federal Reserve has indicated that it does not intend to adjust the target federal funds rate for the foreseeable future. As interest rates are adjusted over a period of time, it is our strategy to proactively change the volume and mix of our balance sheet in order to mitigate our interest rate risk. The computation of the prospective effects of hypothetical interest rate changes requires numerous assumptions regarding characteristics of new business and the behavior of existing positions. These business assumptions are based upon our experience, business plans and published industry experience. Key assumptions employed in the model include asset prepayment speeds, competitive factors, the relative price sensitivity of certain assets and liabilities and the expected life of non-maturity deposits. Because these assumptions are inherently uncertain, actual results will differ from simulated results.

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 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 December 31, 2012, the Company had notional amounts of \$81,879 on interest rate contracts with corporate customers and \$81,879 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. Beginning on the respective effective date, the Company will receive a variable rate of interest based on the three-month LIBOR plus a pre-determined spread and pay 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.

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The Company also enters into interest rate lock commitments with its customers to mitigate the Company's interest rate risk associated with its commitments to fund fixed-rate residential mortgage loans. Under the interest rate lock commitments, interest rates for a mortgage loan are locked in with the customer for a period of time, typically thirty days. Once an interest rate lock commitment is entered into with a customer, the Company also enters into a forward commitment to sell the residential mortgage loan to secondary market investors. Accordingly, the Company does not incur risk if the interest rate lock commitment in the pipeline fails to close.

For more information about the Company's derivative financial instruments, see Note S, Derivative Instruments, in the Notes to Consolidated Financial Statements of the Company in Item 8, Financial Statements and Supplementary Data.

Liquidity and Capital Resources

Liquidity management is the ability to meet the cash flow requirements of customers who may be either depositors wishing to withdraw funds or borrowers needing assurance that sufficient funds will be available to meet their credit needs.

Core deposits, which are deposits excluding time deposits and public fund deposits, are a major source of funds used by Renasant Bank to meet cash flow needs. Maintaining the ability to acquire these funds as needed in a variety of markets is the key to assuring Renasant Bank's liquidity. Management continually monitors the liquidity and non-core dependency ratios to ensure compliance with ALCO targets.

Our investment portfolio is another alternative for meeting liquidity needs. These assets generally have readily available markets that offer conversions to cash as needed. Within the next twelve months the securities portfolio is forecasted to generate cash flow through principal payments and maturities equal to 25.56% of the carrying value of the total securities portfolio. Securities within our investment portfolio are also used to secure certain deposit types and short-term borrowings. At December 31, 2012, securities with a carrying value of \$327,368 were pledged to secure government, public, trust, and other deposits and as collateral for short-term borrowings and derivative instruments as compared to \$325,952 at December 31, 2011.

Other sources available for meeting liquidity needs include federal funds purchased and advances from the FHLB. Interest is charged at the prevailing market rate on federal funds purchased and FHLB advances. There were no outstanding federal funds purchased at December 31, 2012 or December 31, 2011. Funds obtained from the FHLB are used primarily to match-fund fixed rate loans in order to minimize interest rate risk and also be used to meet day to day liquidity needs, particularly when the cost of such borrowing compares favorably to the rates that we would be required to pay to attract deposits. At December 31, 2012, the balance of our outstanding advances with the FHLB was \$83,843. The total amount of the remaining credit available to us from the FHLB at December 31, 2012 was \$1,160,984. We also maintain lines of credit with other commercial banks totaling \$85,000. These are unsecured, uncommitted lines of credit maturing at various times within the next twelve months. There were no amounts outstanding under these lines of credit at December 31, 2012 or 2011, respectively.

In March 2012, the Company repaid \$50,000 of qualifying senior debt securities issued under the TLGP at maturity. The cost of the TLGP debt while outstanding was 3.94%, 3.83% and 3.79% for the years ended December 31, 2012, 2011 and 2010, respectively.

The following table presents, by type, the Company's funding sources, which consist of total average deposits and borrowed funds, and the total cost of each funding source for each of the years presented:

	Percentage of Total			Cost of Funds		
	2012	2011	2010	2012	2011	2010
Noninterest-bearing demand	15.13%	13.02%	9.69%	%	%	%
Interest-bearing demand	38.40	35.84	31.61	0.28	0.68	1.10
Savings	6.42	5.63	4.40	0.23	0.38	0.73
Time deposits	34.76	38.36	41.62	1.17	1.52	2.18
Federal Home Loan Bank advances	2.50	3.40	8.49	4.29	4.11	3.67
Other borrowed funds	2.79	3.75	4.19	3.08	3.16	3.47
Total deposits and borrowed funds	100.00%	100.00%	100.00%	0.72%	1.11%	1.74%

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Our strategy in choosing funds is focused on minimizing cost along with considering our balance sheet composition and interest rate risk position. Accordingly, management targets growth of non-interest bearing deposits. While we do not control the types of deposit instruments our clients choose, we do influence those choices with the rates and the deposit specials we offer. We constantly monitor our funds position and evaluate the effect that various funding sources have on our financial position. Our cost of funds decreased in 2012, 2011, and 2010 as management used lower costing deposits and repaid higher costing funding sources.

Cash and cash equivalents were \$132,420 at December 31, 2012, compared to \$209,017 at December 31, 2011 and \$292,669 at December 31, 2010. Cash used in investing activities for the year ended December 31, 2012 was \$196,824 compared to cash provided by investing activities of \$135,537 in 2011 and \$329,820 in 2010. Proceeds from the sale, maturity or call of securities within our investment portfolio were \$409,035 for 2012 compared to \$333,476 for 2011 and \$414,563 in 2010. For 2012, these proceeds from the investments portfolio were primarily used to fund loan growth, as evidenced by a net increase in loans of \$300,686 during 2012. A net increase in loans utilized funds of \$44,333 in 2011 compared to a net decrease in loans in 2010 providing funds of \$120,331. Purchases of investment securities were \$287,384 for 2012 compared to \$295,038 for 2011 and \$530,699 for 2010. The net cash proceeds received from the acquisition of American Trust were \$148,443 in 2011, compared to the net cash proceeds received from the acquisition of Crescent of \$337,127 in 2010. The net cash paid for the RBC Bank (USA) trust division acquisition was \$510 in 2012 and \$792 in 2011 for a total purchase price of \$1,302.

Cash used in financing activities for the year ended December 31, 2012, 2011 and 2010 was \$57,483, \$372,320 and \$286,161, respectively. Cash provided from the sale of securities during 2012 was partially used to reduce FHLB borrowings by \$24,000 prior to maturity. In addition, in 2012, the Company repaid \$50,000 of qualifying senior debt securities issued under the TLGP at maturity. Cash provided from the acquisition of American Trust was partially used to reduce long-term debt by \$72,645 for 2011. Cash provided from the acquisition of Crescent was primarily used to reduce our total borrowings in 2010, as cash used to reduce total borrowings was \$326,543 for 2010. The net proceeds to the Company from the issuance and sale of 3,925,000 common shares in a private placement, which was completed on July 23, 2010, were \$51,832.

On February 7, 2013, the Company announced its intention to acquire First M&F in an all-stock merger. At this time, management expects that, after giving effect to the merger, the Company's and the Bank's capital ratios will remain above the well-capitalized requirements. Furthermore, management does not expect that the Company's and the Bank's liquidity will be negatively impacted to a material degree.

The Company's liquidity and capital resources are substantially dependent on the ability of the Bank to transfer funds to the Company in the form of dividends, loans and advances. Please refer to Note O, "Restrictions on Cash, Bank Dividends, Loans or Advances," in the Notes to Consolidated Financial Statements of the Company in Item 8, Financial Statements and Supplementary Data, for a detailed discussion of the federal and state restrictions on the Bank's ability to transfer funds to the Company.

Off-Balance Sheet Transactions

The Company enters into loan commitments and standby letters of credit in the normal course of its business. Loan commitments are made to accommodate the financial needs of the Company's customers. Standby letters of credit commit the Company to make payments on behalf of customers when certain specified future events occur. Both arrangements have credit risk essentially the same as that involved in extending loans to customers and are subject to the Company's normal credit policies. Collateral (e.g., securities, receivables, inventory, equipment, etc.) is obtained based on management's credit assessment of the customer.

Loan commitments and standby letters of credit do not necessarily represent future cash requirements of the Company in that while the borrower has the ability to draw upon these commitments at any time, these commitments often expire without being drawn upon. The Company's unfunded loan commitments and standby letters of credit outstanding at December 31, 2012, 2011 and 2010 are as follows:

	2012	2011	2010
Loan commitments	\$ 463,684	\$ 401,132	\$ 325,309
Standby letters of credit	34,391	46,978	28,105

The Company closely monitors the amount of remaining future commitments to borrowers in light of prevailing economic conditions and adjusts these commitments as necessary. The Company will continue this process as new commitments are entered into or existing commitments are renewed.

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For more information about the Company's off-balance sheet transactions, see Note L, Commitments, Contingent Liabilities and Financial Instruments with Off-Balance Sheet Risk, in the Notes to Consolidated Financial Statements of the Company in Item 8, Financial Statements and Supplementary Data.

Contractual Obligations

The following table presents, as of December 31, 2012, significant fixed and determinable contractual obligations to third parties by payment date. The Note Reference below refers to the applicable footnote in the Notes to Consolidated Financial Statements in Item 8, Financial Statements and Supplementary Data.

	Note Reference	Payments Due In:				Total
		Less Than One Year	One to Three Years	Three to Five Years	Over Five Years	
Operating leases	E	\$ 2,436	\$ 3,880	\$ 3,253	\$ 4,118	\$ 13,687
Deposits without a stated maturity ⁽¹⁾	I	2,268,567				2,268,567
Time deposits	I	697,829	360,711	119,488	14,626	1,192,654
Securities sold under agreements to repurchase	J	5,254				5,254
Federal Home Loan Bank advances	K	3,989	13,892	2,219	63,743	83,843
Junior subordinated debentures	K				75,609	75,609
Purchase obligations ⁽²⁾		2,002				
Total contractual obligations		\$ 2,978,075	\$ 378,483	\$ 124,960	\$ 158,096	\$ 3,639,614

⁽¹⁾Excludes interest.

⁽²⁾Purchase obligations represent obligations under agreements to purchase goods or services that are enforceable and legally binding on the Company and that specify all significant terms, including: fixed or minimum quantities to be purchased; fixed, minimum or variable price provisions; and the approximate timing of the transaction. The purchase obligation amounts presented above primarily relate to certain contractual payments for capital expenditures expected to be incurred in connection with construction and remodeling projects.

Shareholders' Equity and Regulatory Matters

Total shareholders' equity of the Company was \$498,208 and \$487,202 at December 31, 2012 and 2011, respectively. Book value per share was \$19.80 and \$19.44 at December 31, 2012 and 2011, respectively. The growth in shareholders' equity was attributable to earnings retention offset by dividends declared and changes in accumulated other comprehensive income.

On September 5, 2012, the Company filed a shelf registration statement with the SEC. The shelf registration statement, which the SEC declared effective on September 17, 2012, allows the Company to raise capital from time to time, up to an aggregate of \$150,000, through the sale of common stock, preferred stock, debt securities, warrants and units, or a combination thereof, subject to market conditions. Specific terms and prices will be determined at the time of any offering under a separate prospectus supplement that the Company will be required to file with the SEC at the time of the specific offering. The proceeds of the sale of securities, if and when offered, will be used for general corporate purposes as described in any prospectus supplement and could include the expansion of the Company's banking, insurance and wealth management operations as well as other business opportunities.

The Company has junior subordinated debentures with a carrying value of \$75,609 at December 31, 2012, of which \$73,000 are included in the Company's Tier 1 capital. The Federal Reserve Board issued guidance in March 2005 providing more strict quantitative limits on the amount of securities that, similar to our junior subordinated debentures, are includable in Tier 1 capital. The new guidance, which became effective in March 2009, did not impact the amount of debentures we include in Tier 1 capital. In addition, although our existing junior subordinated debentures are unaffected, on account of changes enacted as part of the Dodd-Frank Act, any trust preferred securities issued after May 19, 2010 may not be included in Tier 1 capital.

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The Federal Reserve, the FDIC and the Office of the Comptroller of the Currency have issued guidelines governing the levels of capital that banks must maintain. Those guidelines specify capital tiers, which include the following classifications:

Capital Tiers	Tier 1 Capital to Average Assets (Leverage)	Tier 1 Capital to Risk Weighted Assets	Total Capital to Risk Weighted Assets
Well capitalized	5% or above	6% or above	10% or above
Adequately capitalized	4% or above	4% or above	8% or above
Undercapitalized	Less than 4%	Less than 4%	Less than 8%
Significantly undercapitalized	Less than 3%	Less than 3%	Less than 6%
Critically undercapitalized		2% or less	

The following table includes the capital ratios and capital amounts for the Company and the Bank for the years presented:

	Actual		Minimum Capital Requirement to be Well Capitalized		Minimum Capital Requirement to be Adequately Capitalized	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
December 31, 2012						
Renasant Corporation:						
Tier 1 Capital to Average Assets (Leverage)	\$ 388,362	9.86%	\$ 196,871	5.00%	\$ 157,497	4.00%
Tier 1 Capital to Risk-Weighted Assets	388,362	12.74%	182,964	6.00%	121,976	4.00%
Total Capital to Risk-Weighted Assets	426,877	14.00%	304,940	10.00%	243,952	8.00%
Renasant Bank:						
Tier 1 Capital to Average Assets (Leverage)	\$ 379,602	9.67%	\$ 196,192	5.00%	\$ 156,954	4.00%
Tier 1 Capital to Risk-Weighted Assets	379,602	12.47%	182,580	6.00%	121,720	4.00%
Total Capital to Risk-Weighted Assets	417,717	13.73%	304,300	10.00%	243,440	8.00%

December 31, 2011

Renasant Corporation:						
Tier 1 Capital to Average Assets (Leverage)	\$ 375,829	9.44%	\$ 199,000	5.00%	\$ 159,200	4.00%
Tier 1 Capital to Risk-Weighted Assets	375,829	13.32%	169,279	6.00%	112,852	4.00%
Total Capital to Risk-Weighted Assets	411,208	14.58%	282,131	10.00%	225,705	8.00%
Renasant Bank:						
Tier 1 Capital to Average Assets (Leverage)	\$ 368,087	9.26%	\$ 198,683	5.00%	\$ 158,946	4.00%
Tier 1 Capital to Risk-Weighted Assets	368,087	13.07%	168,993	6.00%	112,662	4.00%
Total Capital to Risk-Weighted Assets	403,407	14.32%	281,655	10.00%	225,324	8.00%

In June 2012, the Federal Reserve, the FDIC and the Office of the Comptroller of the Currency issued notices of proposed rulemaking (NPRs) that would call for broad and comprehensive revision of regulatory capital standards for U.S. banking organizations.

In the Basel III Capital NPR, the agencies are proposing to revise their risk-based and leverage capital requirements consistent with agreements reached by the Basel Committee on Banking Supervision (BCBS) in Basel III: A Global Regulatory Framework for More Resilient Banks and Banking Systems (Basel III). The proposed revisions would include implementation of a new common equity Tier 1 minimum capital requirement, a higher minimum Tier 1 capital requirement and other items that would affect the calculation of the numerator of a banking organization s risk-based capital ratios. Additionally, consistent with Basel III, the agencies are proposing to apply limits on a banking organization s capital distributions and certain discretionary bonus payments if the banking organization does not hold a specified amount of common equity Tier 1 capital in addition to the amount necessary to meet its minimum risk-based capital requirements. The revisions set forth in this NPR are consistent with section 171 of the Dodd-Frank Act, which requires the agencies to establish minimum risk-based and leverage capital requirements.

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The new common equity Tier 1 capital ratio includes common equity as defined under GAAP and does not include any other type of non-common equity under GAAP. The Basel III capital requirements would require banks to have common equity Tier 1 capital of 4.5% of average assets, Tier 1 capital of 6% of average assets, as compared to the current 4%, and total capital of 8% of risk-weighted assets to be categorized as adequately capitalized. The Basel III final capital framework also requires the phase-out of trust preferred securities as Tier 1 capital of bank holding companies of the Company's size in equal installments over a defined period.

The Standardized Approach NPR includes proposed changes to the agencies' general risk-based capital requirements for determining risk-weighted assets that would affect the calculation of the denominator of a banking organization's risk-based capital ratios. The proposed changes would revise the agencies' rules for calculating risk-weighted assets to enhance risk sensitivity and would incorporate certain international capital standards of the BCBS set forth in the standardized approach of the International Convergence of Capital Measurement and Capital Standards: A Revised Framework (Basel II). This notice also proposes alternatives to credit ratings for calculating risk-weighted assets for certain assets, consistent with section 939A of the Dodd-Frank Act.

The calculation of risk-weighted assets in the denominator of the Basel III capital ratios would be adjusted to reflect the higher risk nature of certain types of loans. Specifically, as applicable to the Company and Renasant Bank:

Residential mortgages: Replaces the current 50% risk weight for performing residential first-lien mortgages and a 100% risk-weight for all other mortgages with a risk weight of between 35% and 200% determined by the mortgage's loan-to-value ratio and whether the mortgage falls into one of two categories based on eight criteria that include the term, use of negative amortization and balloon payments, certain rate increases and documented and verified borrower income.

Commercial mortgages: Replaces the current 100% risk weight with a 150% risk weight for certain high volatility commercial real estate acquisition, development and construction loans.

Nonperforming loans: Replaces the current 100% risk weight with a 150% risk weight for loans, other than residential mortgages, that are 90 days past due or on nonaccrual status.

An assessment of the Basel III proposed rulemaking on the Company and Renasant Bank is not provided in this annual report because such proposals are subject to change through the comment and review process. Therefore, the effects of the Basel III proposed rulemaking on the Company and Renasant Bank cannot be meaningfully assessed. The final rules resulting from the Basel III proposed rulemaking could impact the Company's and Renasant Bank's capital ratios.

SEC Form 10-K

A COPY OF THIS ANNUAL REPORT ON FORM 10-K, AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION, MAY BE OBTAINED WITHOUT CHARGE BY DIRECTING A WRITTEN REQUEST TO: JOHN S. OXFORD, VICE PRESIDENT, RENASANT CORPORATION, 209 TROY STREET, TUPELO, MISSISSIPPI, 38804-4827.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Please refer to the discussion found under the headings Risk Management, Interest Rate Risk, and Liquidity and Capital Resources in Management's Discussion and Analysis of Financial Condition and Results of Operations above for the disclosures required pursuant to this Item 7A.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The Consolidated Financial Statements of the Company meeting the requirements of Regulation S-X are included on the succeeding pages of this Item. All schedules have been omitted because they are not required or are not applicable.

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RENASANT CORPORATION AND SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS

Years Ended December 31, 2012, 2011 and 2010

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Report on Management's Assessment of Internal Control over Financial Reporting

Renasant Corporation (the Company) is responsible for the preparation, integrity and fair presentation of the consolidated financial statements included in this annual report. The consolidated financial statements and notes included in this annual report have been prepared in conformity with accounting principles generally accepted in the United States and necessarily include some amounts that are based on management's best estimates and judgments.

Management of the Company is responsible for establishing and maintaining effective internal control over financial reporting designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in conformity with accounting principles generally accepted in the United States. The Company's internal control over financial reporting includes those policies and procedures that: (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

The system of internal control over financial reporting as it relates to the financial statements is evaluated for effectiveness by management and tested for reliability through a program of internal audits. Actions are taken to correct potential deficiencies as they are identified. Any system of internal control, no matter how well designed, has inherent limitations, including the possibility that a control can be circumvented or overridden, and misstatements due to error or fraud may occur and not be detected. Also, because of changes in conditions, internal control effectiveness may vary over time. Accordingly, even an effective system of internal control will provide only reasonable assurance with respect to financial statement preparation.

Management, with the participation of the Company's chief executive officer and chief financial officer, conducted an assessment of the effectiveness of the Company's system of internal control over financial reporting as of December 31, 2012, based on criteria for effective internal control over financial reporting described in Internal Control - Integrated Framework, issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management has concluded that, as of December 31, 2012, the Company's system of internal control over financial reporting is effective and meets the criteria of the Internal Control - Integrated Framework. HORNE LLP, the Company's independent registered public accounting firm that has audited the Company's financial statements included in this annual report, has issued an attestation report on the Company's internal control over financial reporting which is included herein.

E. Robinson McGraw
Chairman, President and
Chief Executive Officer

Kevin D. Chapman
Executive Vice President and
Chief Financial Officer

March 8, 2013

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders

Renasant Corporation

Tupelo, Mississippi

We have audited the accompanying consolidated balance sheets of Renasant Corporation and subsidiaries (the Company) as of December 31, 2012 and 2011, and the related consolidated statements of income, consolidated statements of comprehensive income, changes in shareholders equity, and cash flows for each of the three years in the period ended December 31, 2012. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2012 and 2011, and the results of its operations, changes in shareholders equity and cash flows for each of the three years in the period ended December 31, 2012, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2012, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated March 8, 2013 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

Memphis, Tennessee
March 8, 2013

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders

Renasant Corporation

Tupelo, Mississippi

We have audited Renasant Corporation and subsidiaries (the Company) internal control over financial reporting as of December 31, 2012, based on criteria established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Report on Management's Assessment of Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (c) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2012, based on criteria established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Company as of December 31, 2012 and 2011, and the related consolidated statements of income, consolidated statements of comprehensive income, changes in shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2012 and our report dated March 8, 2013 expressed an unqualified opinion.

Memphis, Tennessee
March 8, 2013

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Renasant Corporation and Subsidiaries

Consolidated Balance Sheets

(In Thousands, Except Share Data)

	December 31,	
	2012	2011
Assets		
Cash and due from banks	\$ 63,225	\$ 85,684
Interest-bearing balances with banks	69,195	123,333
Cash and cash equivalents	132,420	209,017
Securities held to maturity (fair value of \$334,475 and \$344,618, respectively)	317,766	332,410
Securities available for sale, at fair value	356,311	463,931
Mortgage loans held for sale, at fair value	34,845	28,222
Loans, net of unearned income:		
Covered under loss-share agreements	237,088	339,462
Not covered under loss-share agreements	2,573,165	2,241,622
Total loans, net of unearned income	2,810,253	2,581,084
Allowance for loan losses	(44,347)	(44,340)
Loans, net	2,765,906	2,536,744
Premises and equipment, net	66,752	54,498
Other real estate owned:		
Covered under loss-share agreements	45,534	43,156
Not covered under loss-share agreements	44,717	70,079
Total other real estate owned, net	90,251	113,235
Goodwill	184,859	184,879
Other intangible assets, net	6,066	7,447
FDIC loss-share indemnification asset	44,153	107,754
Other assets	179,287	163,871
Total assets	\$ 4,178,616	\$ 4,202,008
Liabilities and shareholders equity		
Liabilities		
Deposits		
Noninterest-bearing	\$ 568,214	\$ 531,910
Interest-bearing	2,893,007	2,880,327
Total deposits	3,461,221	3,412,237
Short-term borrowings	5,254	11,485
Long-term debt	159,452	243,224
Other liabilities	54,481	47,860
Total liabilities	3,680,408	3,714,806
Shareholders equity		
Preferred stock, \$.01 par value 5,000,000 shares authorized; no shares issued and outstanding		
Common stock, \$.50 par value 75,000,000 shares authorized, 26,715,797 shares issued; 25,157,637 and 25,066,068 shares outstanding, respectively	133,579	133,579

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Treasury stock, at cost	(25,626)	(26,815)
Additional paid-in capital	218,128	217,477
Retained earnings	180,628	171,108
Accumulated other comprehensive loss, net of taxes	(8,501)	(8,147)
Total shareholders equity	498,208	487,202
Total liabilities and shareholders equity	\$ 4,178,616	\$ 4,202,008

See Notes to Consolidated Financial Statements.

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Renasant Corporation and Subsidiaries

Consolidated Statements of Income

(In Thousands, Except Share Data)

	Year Ended December 31,		
	2012	2011	2010
Interest income			
Loans	\$ 137,800	\$ 142,218	\$ 137,286
Securities			
Taxable	13,120	19,831	21,537
Tax-exempt	8,194	8,095	6,087
Other	199	543	573
Total interest income	159,313	170,687	165,483
Interest expense			
Deposits	19,030	31,729	44,487
Borrowings	6,945	9,672	15,790
Total interest expense	25,975	41,401	60,277
Net interest income	133,338	129,286	105,206
Provision for loan losses	18,125	22,350	30,665
Net interest income after provision for loan losses	115,213	106,936	74,541
Noninterest income			
Service charges on deposit accounts	18,612	19,111	21,504
Fees and commissions	17,595	13,126	10,562
Insurance commissions	3,630	3,298	3,435
Wealth Management revenue	6,926	4,864	3,637
Gains on sales of securities	1,894	5,057	3,955
Other-than-temporary-impairment losses on securities available for sale		(15,445)	(16,189)
Non-credit related portion of other-than-temporary impairment on securities, recognized in other comprehensive income		15,183	13,114
Net impairment losses on securities		(262)	(3,075)
BOLI income	3,370	2,821	2,595
Gains on sales of mortgage loans held for sale	12,499	4,133	6,224
Gain on acquisition		9,344	42,211
Other	4,185	3,207	1,644
Total noninterest income	68,711	64,699	92,692
Noninterest expense			
Salaries and employee benefits	81,002	66,135	58,900
Data processing	8,724	7,297	6,374
Net occupancy and equipment	14,597	13,552	11,844
Other real estate owned	13,596	15,326	9,618
Professional fees	4,241	4,173	3,651
Advertising and public relations	4,835	4,085	3,213
Intangible amortization	1,381	1,742	1,974
Communications	4,212	4,500	3,985

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Merger-related expenses		1,651	1,955
Extinguishment of debt	898	1,903	2,785
Other	16,973	16,596	16,241
Total noninterest expense	150,459	136,960	120,540
Income before income taxes	33,465	34,675	46,693
Income taxes	6,828	9,043	15,018
Net income	\$ 26,637	\$ 25,632	\$ 31,675
Basic earnings per share	\$ 1.06	\$ 1.02	\$ 1.39
Diluted earnings per share	\$ 1.06	\$ 1.02	\$ 1.38
Cash dividends per common share	\$ 0.68	\$ 0.68	\$ 0.68

See Notes to Consolidated Financial Statements.

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Renasant Corporation and Subsidiaries

Consolidated Statements of Comprehensive Income

(In Thousands)

	Year Ended December 31,		
	2012	2011	2010
Net income	\$ 26,637	\$ 25,632	\$ 31,675
Other comprehensive income, net of tax:			
Securities available for sale:			
Unrealized holding gains on securities	3,305	22,443	1,913
Non-credit related portion of other-than-temporary impairment on securities		(9,376)	(8,098)
Reclassification adjustment for gains realized in net income	(1,170)	(2,961)	(2,442)
Amortization of unrealized holding gains on securities transferred to the held to maturity category	(350)	(617)	(630)
Total securities available for sale	1,785	9,489	(9,257)
Derivative instruments:			
Unrealized holding (losses) gains on derivative instruments	(1,336)		158
Reclassification adjustment for gains realized in net income	(311)	(377)	(224)
Totals derivative instruments	(1,647)	(377)	(66)
Defined benefit pension and post-retirement benefit plans:			
Net (loss) gain arising during the period	(756)	(1,092)	52
Less amortization of net actuarial loss recognized in net periodic pension cost	264	274	286
Total defined benefit pension and post-retirement benefit plans	(492)	(818)	338
Other comprehensive (loss) income, net of tax	(354)	8,294	(8,985)
Comprehensive income	\$ 26,283	\$ 33,926	\$ 22,690

See Notes to Consolidated Financial Statements.

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Renasant Corporation and Subsidiaries

Consolidated Statements of Changes in Shareholders' Equity

(In Thousands, Except Share Data)

	Common Stock		Treasury	Additional Paid-In	Retained	Accumulated Other Comprehensive Income (Loss)	Total
	Shares	Amount	Stock	Capital	Earnings		
Balance at January 1, 2010	21,082,991	\$ 113,954	\$ (27,788)	\$ 184,831	\$ 146,581	\$ (7,456)	\$ 410,122
Net income					31,675		31,675
Changes in other comprehensive income (loss)						(8,985)	(8,985)
Comprehensive income							22,690
Cash dividends (\$0.680 per share)					(15,709)		(15,709)
Shares issued in equity offering	3,925,000	19,625		32,181			51,806
Exercise of stock options	35,121		601	(753)			(152)
Stock-based compensation				752			752
Balance at December 31, 2010	25,043,112	\$ 133,579	\$ (27,187)	\$ 217,011	\$ 162,547	\$ (16,441)	\$ 469,509
Net income					25,632		25,632
Changes in other comprehensive income (loss)						8,294	8,294
Comprehensive income							33,926
Cash dividends (\$0.680 per share)					(17,071)		(17,071)
Exercise of stock options	22,956		372	(154)			218
Stock-based compensation				620			620
Balance at December 31, 2011	25,066,068	\$ 133,579	\$ (26,815)	\$ 217,477	\$ 171,108	\$ (8,147)	\$ 487,202
Net income					26,637		26,637
Changes in other comprehensive income (loss)						(354)	(354)
Comprehensive income							26,283
Cash dividends (\$0.680 per share)					(17,117)		(17,117)
Exercise of stock options	91,569		1,189	(717)			472
Stock-based compensation				1,368			1,368
Balance at December 31, 2012	25,157,637	\$ 133,579	\$ (25,626)	\$ 218,128	\$ 180,628	\$ (8,501)	\$ 498,208

See Notes to Consolidated Financial Statements.

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Renasant Corporation and Subsidiaries

Consolidated Statements of Cash Flows

(In Thousands, Except Share Data)

	Year Ended December 31,		
	2012	2011	2010
Operating activities			
Net income	\$ 26,637	\$ 25,632	\$ 31,675
Adjustments to reconcile net income to net cash provided by operating activities:			
Provision for loan losses	18,125	22,350	30,665
Depreciation, amortization and accretion	7,710	4,798	9,503
Deferred income tax (benefit) expense	(18,116)	(2,498)	9,750
Funding of mortgage loans held for sale	(588,454)	(433,845)	(519,447)
Proceeds from sales of mortgage loans held for sale	594,008	438,212	523,716
Gains on sales of mortgage loans held for sale	(12,499)	(4,133)	(6,224)
Gains on sales of securities	(1,894)	(5,057)	(3,955)
Other-than-temporary-impairment losses on securities		262	3,075
Gains on sales of premises and equipment	(39)	(38)	(41)
Gain on acquisition		(9,344)	(42,211)
Stock-based compensation	1,368	620	752
Decrease in FDIC loss-share indemnification asset, net of accretion	62,247	60,110	
Decrease in other assets	84,344	54,186	59,465
Increase in other liabilities	4,273	1,876	3,727
Net cash provided by operating activities	177,710	153,131	100,450
Investing activities			
Purchases of securities available for sale	(152,873)	(112,761)	(426,790)
Proceeds from sales of securities available for sale	126,050	86,048	129,924
Proceeds from call/maturities of securities available for sale	134,964	167,191	273,979
Purchases of securities held to maturity	(134,511)	(182,277)	(103,909)
Proceeds from sales of securities held to maturity		13,033	
Proceeds from call/maturities of securities held to maturity	148,021	67,204	10,660
Net (increase) decrease in loans	(300,686)	(44,333)	120,331
Purchases of premises and equipment	(17,588)	(6,333)	(11,757)
Proceeds from sales of premises and equipment	309	114	255
Net cash paid in acquisition	(510)	(792)	
Net cash received in acquisition		148,443	337,127
Net cash (used in) provided by investing activities	(196,824)	135,537	329,820
Financing activities			
Net increase in noninterest-bearing deposits	36,304	153,015	24,769
Net increase (decrease) in interest-bearing deposits	12,680	(431,936)	(22,821)
Net decrease in short-term borrowings	(6,231)	(3,901)	(7,011)
Proceeds from long-term debt	3,100		2,180
Repayment of long-term debt	(86,711)	(72,645)	(319,532)
Cash paid for dividends	(17,117)	(17,071)	(15,709)
Cash received on exercise of stock options	548	218	126
Excess tax (expense) benefits from exercise of stock options	(56)		5
Proceeds from equity offering			51,832
Net cash used in financing activities	(57,483)	(372,320)	(286,161)

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Net (decrease) increase in cash and cash equivalents	(76,597)	(83,652)	144,109
Cash and cash equivalents at beginning of year	209,017	292,669	148,560
Cash and cash equivalents at end of year	\$ 132,420	\$ 209,017	\$ 292,669
Supplemental disclosures			
Cash paid for interest	\$ 26,988	\$ 43,000	\$ 62,244
Cash paid for income taxes	23,971	9,265	4,165
Noncash transactions:			
Transfers of loans to other real estate	48,660	43,513	51,334
<i>See Notes to Consolidated Financial Statements.</i>			

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note A Significant Accounting Policies

(In Thousands, Except Share Data)

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.

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.

Consolidation: In accordance with the Financial Accounting Standards Board (FASB) Accounting Standards Codification Topic (ASC) 810, Consolidation (ASC 810), a company's consolidated financial statements are required to include subsidiaries in which the company has a controlling financial interest. The accompanying Consolidated Financial Statements and Notes to Consolidated Financial Statements include the accounts of the Company and its consolidated subsidiaries, all of which are wholly-owned. All intercompany balances and transactions have been eliminated. Certain prior year amounts have been reclassified to conform to the current year presentation. The Company is not the primary beneficiary of any variable interest entity as defined by ASC 810.

Cash and Cash Equivalents: The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents.

Securities: Debt securities are classified as held to maturity when purchased if management has the positive intent and ability to hold the securities to maturity. Held to maturity securities are stated at amortized cost. Securities not classified as held to maturity or trading are classified as available for sale. Presently, the Company has no intention of establishing a trading classification. Available for sale securities are stated at fair value, with the unrealized gains and losses, net of tax, reported in accumulated other comprehensive income within shareholders' equity.

The amortized cost of securities is adjusted for amortization of premiums and accretion of discounts. Such amortization and accretion is included in interest income from securities. Dividend income is included in interest income from securities. Realized gains and losses on sales of securities are reflected under the line item Gains on sales of securities on the Consolidated Statements of Income. The cost of securities sold is based on the specific identification method.

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. When impairment of an equity security is considered to be other-than-temporary, the security is written down to its fair value and an impairment loss is recorded as a loss within noninterest income in the Consolidated Statements of Income. When impairment of a debt security is considered to be other-than-temporary, the security is written down to its fair value. The amount of OTTI recorded as a loss within noninterest income depends on whether an entity intends to sell the debt security and whether it is more likely than not that the entity will be required to sell the security before recovery of its amortized cost basis. If an entity intends to, or has decided to, sell the debt security or more likely than not will be required to sell the security before recovery of its amortized cost basis, OTTI must be recognized in earnings in an amount equal to the entire difference between the security's amortized cost basis and its fair value. If an entity does not intend to sell the debt security and it is not more likely than not that the entity will be required to sell the security before recovery of its amortized cost basis, OTTI is separated into the amount representing credit loss and the amount related to all other market factors. The amount related to credit loss is recognized in earnings. The amount related to other market factors is recognized in other comprehensive income, net of applicable taxes.

Furthermore, debt securities may be transferred to a nonaccrual status where the recognition of investment interest is discontinued. A number of qualitative factors, including but not limited to the financial condition of the underlying issuing financial institutions and current and projected deferrals or defaults, are considered by management in the determination of whether the debt security should be transferred to nonaccrual status. The interest on these nonaccrual investment securities is accounted for on the cash-basis method until the debt security qualifies for return to accrual status. See Note C, Securities, for further details regarding the Company's securities portfolio.

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note A Significant Accounting Policies (continued)

Securities Sold Under Agreements to Repurchase: Securities sold under agreements to repurchase are accounted for as collateralized financing transactions and are recorded at the amounts at which the securities were sold. Securities, generally U.S. government and federal agency securities, pledged as collateral under these financing arrangements cannot be sold or repledged by the secured party.

Mortgage Loans Held for Sale: Mortgage loans held for sale represent residential mortgage loans held for sale. The Company has elected to carry these loans at fair value as permitted under the guidance in ASC 825, Financial Instruments (ASC 825). Mortgage loans held for sale are classified separately on the Consolidated Balance Sheets. Gains and losses are realized at the time consideration is received and all other criteria for sales treatment have been met. These gains and losses are classified under the line item Gains on sales of mortgage loans held for sale on the Consolidated Statements of Income.

Loans and the Allowance for Loan Losses: Loans that management has the intent and ability to hold for the foreseeable future or until maturity or pay-off generally are reported at their outstanding unpaid principal balances adjusted for charge-offs, the allowance for loan losses and any deferred fees or costs on originated loans. Renasant Bank defers certain nonrefundable loan origination fees as well as the direct costs of originating or acquiring loans. The deferred fees and costs are then amortized over the term of the note for all loans with payment schedules. Those loans with no payment schedule are amortized using the interest method. The amortization of these deferred fees is presented as an adjustment to the yield on loans. Interest income is accrued on the unpaid principal balance.

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.

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 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.

Restructured loans are those for which concessions have been granted to the borrower due to a deterioration of the borrower's financial condition and 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 their restructured terms that are either contractually 90 days past due or placed on nonaccrual status are reported as nonperforming loans.

See Note D, Loans and the Allowance for Loan Losses, for disclosures regarding the Company's past due and nonaccrual loans, impaired loans and restructured loans.

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note A Significant Accounting Policies (continued)

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, Receivables (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.

Business Combinations, Accounting for Acquired Loans and Related Assets: Business combinations are accounted for by applying the acquisition method in accordance with ASC 805, Business Combinations (ASC 805). Under the acquisition method, identifiable assets acquired and liabilities assumed and any non-controlling interest in the acquiree at the acquisition date are measured at their fair values as of that date and are recognized separately from goodwill. Results of operations of the acquired entities are included in the Consolidated Statements of Income from the date of acquisition.

Loans acquired in business combinations with evidence of credit deterioration since origination and for which it is probable that all contractually required payments will not be collected are considered to be credit impaired. Acquired credit-impaired loans are accounted for under the accounting guidance for loans and debt securities acquired with deteriorated credit quality, in accordance with ASC 310-30, Loans and Debt Securities Acquired with Deteriorated Credit Quality (ASC 310-30), and initially measured at fair value, which includes estimated future credit losses expected to be incurred over the life of the loans. Increases in expected cash flows to be collected on these loans are recognized as an adjustment of the loan's yield over its remaining life, while decreases in expected cash flows are recognized as an impairment. Loans acquired through business combinations that do not meet the specific criteria of ASC 310-30, but for which a discount is attributable, at least in part, to credit quality, are also accounted for under this guidance. As a result, related discounts are recognized subsequently through accretion based on the expected cash flow of the acquired loans.

Acquired loans covered under loss-share agreements with the Federal Deposit Insurance Corporation (FDIC) are recorded, as of their respective acquisition dates, at fair value. The fair value of these loans represents the expected discounted cash flows to be received over the lives of the loans, taking into account the Company's estimate of future credit losses on the loans. These loans are excluded from the calculation of the allowance for loan losses because the fair value measurement incorporates an estimate of losses on acquired loans. The Company monitors future cash flows on these loans; to the extent future cash flows deteriorate below initial projections, the Company reserves for these loans in the allowance for loan losses through the provision for loan losses. The Company recorded a provision for loan losses of \$2,527 and \$512 in association with the loans covered under loss-share agreements acquired in the Crescent and American Trust transactions during the years ended December 31, 2012 and 2011, respectively.

In these Notes to Consolidated Financial Statements, the Company refers to loans subject to the loss-share agreements as covered loans or loans covered under loss-share agreements and loans that are not subject to the loss-share agreements as not covered loans or loans not covered under loss-share agreements.

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note A Significant Accounting Policies (continued)

As part of the loan portfolio and other real estate owned fair value estimation in connection with FDIC-assisted acquisitions, a FDIC loss-share indemnification asset is established, which represents the present value of the estimated losses on covered assets to be reimbursed by the FDIC. 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.

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

	2012	2011
Balance at January 1	\$ 107,754	\$ 155,657
Additions through acquisition		11,926
Realized losses in excess of initial estimates on:		
Loans	10,408	2,088
OREO	7,778	1,320
Reimbursable expenses	3,752	1,083
Accretion	(1,354)	281
Reimbursements received from the FDIC	(84,185)	(64,601)
Balance at December 31	\$ 44,153	\$ 107,754

Premises and Equipment: Premises and equipment are stated at cost less accumulated depreciation. Depreciation is computed primarily by use of the straight-line method for furniture, fixtures, equipment, autos and premises. The annual provisions for depreciation have been computed primarily using estimated lives of forty years for premises, seven years for furniture and equipment and three to five years for computer equipment and autos. Leasehold improvements are expensed over the period of the leases or the estimated useful life of the improvements, whichever is shorter.

Other Real Estate Owned: Other real estate owned consists of properties acquired through foreclosure or acceptance of a deed in lieu of foreclosure. These properties are carried at the lower of cost or fair market value based on appraised value less estimated selling costs. Losses arising at the time of foreclosure of properties are charged against the allowance for loan losses. Reductions in the carrying value subsequent to acquisition are charged to earnings and are included under the line item Other real estate owned in the Consolidated Statements of Income.

Mortgage Servicing Rights: 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 December 31, 2012 and 2011, respectively. 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 years ended December 31, 2012 or 2011, respectively.

Goodwill and Other Intangible Assets: Goodwill represents the excess of the cost of an acquisition over the fair value of the net assets acquired. Other intangible assets represent purchased assets that also lack physical substance but can be distinguished from goodwill because of

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contractual or other legal rights. Intangibles with finite lives are amortized over their estimated useful lives. Goodwill and other intangible assets are subject to impairment testing annually or more frequently if events or circumstances indicate possible impairment. Goodwill is assigned to the Company's reporting segments. Fair values of reporting segments are determined using either discounted cash flow analyses based on internal financial forecasts or, if available, market-based valuation multiples for comparable businesses. Other intangible assets, consisting of core deposit intangibles, are reviewed for events or circumstances which could impact the recoverability of the intangible asset, such as a loss of core deposits, increased competition or adverse changes in the economy. No impairment was identified for the Company's goodwill or its other intangible assets as a result of the testing performed during 2012, 2011 or 2010.

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note A Significant Accounting Policies (continued)

Bank-Owned Life Insurance: Bank-owned life insurance (BOLI) is an institutionally-priced insurance product that is specifically designed for purchase by insured depository institutions. BOLI is a life insurance policy purchased by Renasant Bank on certain employees, with Renasant Bank being listed as the primary beneficiary. The carrying value of BOLI is recorded at the cash surrender value of the policies, net of any applicable surrender charges. The carrying value of BOLI included in the Consolidated Balance Sheets under the line item Other assets at December 31, 2012 and 2011 was \$84,556 and \$83,052, respectively. Changes in the value of the cash surrender value of the policies are reflected under the line item BOLI income on the Consolidated Statements of Income.

Insurance Agency Revenues: Renasant Insurance, Inc. is a full-service insurance agency offering all lines of commercial and personal insurance through major third-party insurance carriers. Commissions and fees are recognized when earned based on contractual terms and conditions of insurance policies with the insurance carriers. These commissions and fees are classified under the line item Insurance commissions on the Consolidated Statements of Income. Contingency fee income paid by the insurance carriers is recognized upon receipt and classified under the line item Other noninterest income on the Consolidated Statements of Income.

Trust and Financial Services Revenues: The Company offers trust services as well as various alternative investment products, including annuities and mutual funds. Trust revenues are recognized on the accrual basis in accordance with the contractual terms of the trust. Commissions and fees from the sale of annuities and mutual funds are recognized when earned based on contractual terms with the third party broker-dealer. These commissions and fees are classified under the line item Wealth Management revenue on the Consolidated Statements of Income.

Income Taxes: Income taxes are accounted for under the liability method. Under this method, deferred tax assets and liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. It is the Company's policy to recognize interest and penalties, if incurred, related to unrecognized tax benefits in income tax expense. The Company and its subsidiaries file a consolidated federal income tax return. Renasant Bank provides for income taxes on a separate-return basis and remits to the Company amounts determined to be currently payable.

Deferred income taxes, included in Other assets on the Consolidated Balance Sheets, reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Realization of deferred tax assets is dependent upon the generation of a sufficient level of future taxable income and recoverable taxes paid in prior years. Although realization is not assured, management believes that the Company and its subsidiaries will realize a substantial majority of the deferred tax assets. A valuation allowance, if needed, reduces deferred tax assets to the expected amount most likely to be realized through a charge to income tax expense.

Fair Value Measurements: ASC 820, Fair Value Measurements and Disclosures, (ASC 820) 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). See Note R, Fair Value Measurements, for further details regarding the Company's methods and assumptions used to estimate the fair values of the Company's financial assets and liabilities.

Derivative Instruments and Hedging Activities: The Company utilizes derivative financial instruments as part of its ongoing efforts to manage its interest rate risk exposure. Derivative financial instruments are included in the Consolidated Balance Sheets line item Other assets or Other liabilities at fair value in accordance with ASC 815, Derivatives and Hedging.

Cash flow hedges are utilized to mitigate the exposure to variability in expected future cash flows or other types of forecasted transactions. For the Company's derivatives designated as cash flow hedges, changes in the fair value of cash flow hedges are, to the extent that the hedging

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relationship is effective, recorded as other comprehensive income and are subsequently recognized in earnings at the same time that the hedged item is recognized in earnings. The ineffective portions of the changes in fair value of the hedging instruments are immediately recognized in earnings. The assessment of the effectiveness of the hedging relationship is evaluated under the hypothetical derivative method.

The Company also utilizes derivative instruments that are not designated as hedging instruments. The Company enters into interest rate cap and/or floor agreements with its customers and then enters into an offsetting derivative contract position with other financial institutions to mitigate the interest rate risk associated with these customer contracts. Because these derivative instruments are not designated as hedging instruments, changes in the fair value of the derivative instruments are recognized currently in earnings.

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note A Significant Accounting Policies (continued)

The Company enters into interest rate lock commitments on certain residential mortgage loans with its customers to mitigate the interest rate risk associated with the commitments to fund fixed-rate mortgage loans. Under such commitments, interest rates for a mortgage loan are typically locked in for up to forty-five days with the customer. These interest rate lock commitments are recorded at fair value in the Company's Consolidated Balance Sheets. Gains and losses arising from changes in the valuation of the commitments are recognized currently in earnings and are reflected under the line item "Gains on sales of mortgage loans held for sale" on the Consolidated Statements of Income.

The Company utilizes two methods to deliver mortgage loans to be sold to an investor. Under a "best efforts" sales agreement, the Company enters into a sales agreement with an investor in the secondary market to sell the loan when an interest rate lock commitment is entered into with a customer, as described above. Under a "best efforts" sales agreement, the Company is obligated to sell the mortgage loan to the investor only if the loan is closed and funded. Thus, the Company will not incur any liability to an investor if the mortgage loan commitment in the pipeline fails to close. Under a mandatory delivery sales agreement, the Company commits to deliver a certain principal amount of mortgage loans to an investor at a specified price and delivery date. Penalties are paid to the investor should the Company fail to satisfy the contract. Mandatory delivery mortgage loan commitments are recorded at fair value in the Company's Consolidated Balance Sheets. Gains and losses arising from changes in the valuation of these commitments are recognized currently in earnings and are reflected under the line item "Gains on sales of mortgage loans held for sale" on the Consolidated Statements of Income.

Treasury Stock: Treasury stock is recorded at cost. Shares held in treasury are not retired.

Stock-Based Compensation: Compensation expense for option grants and restricted stock awards is determined based on the estimated fair value of the stock options and restricted stock on the applicable grant or award date. Further, compensation expense is based on an estimate of the number of option grants expected to vest and is recognized over the option's vesting period. The Company did not estimate any option forfeitures for 2012, 2011 or 2010 due to the low historical forfeiture rate. Expense associated with the Company's stock-based compensation is included under the line item "Salaries and employee benefits" on the Consolidated Statements of Income. The Company recognizes compensation expense for all share-based payments to employees in accordance with ASC 718, "Compensation - Stock Compensation." See Note N, "Employee Benefit and Deferred Compensation Plans," for further details regarding the Company's stock-based compensation.

Earnings Per Common Share: 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 assuming outstanding stock options were exercised into common shares, calculated in accordance with the treasury stock method. See Note W, "Net Income Per Common Share," for the reconciliation of the numerators and denominators of the basic and diluted earnings per share computations.

Impact of Recently-Issued Accounting Standards and Pronouncements: In October 2012, FASB issued an update to ASC 805 concerning subsequent accounting for an indemnification asset recognized as a result of a government-assisted acquisition of a financial institution. The update prescribes that when changes in the cash flows expected to be collected on the indemnification asset occur as a result of the changes in the cash flows expected to be collected on the assets subject to indemnification, a reporting entity should subsequently account for the change in the measurement of the indemnification asset on the same basis as the change in the assets subject to indemnification. Any amortization of changes in value of the indemnification asset should be limited to the lesser of the term of the indemnification agreement and the remaining life of the indemnified assets. This update to ASC 805 is effective for interim and annual reporting periods beginning on or after December 15, 2012 and should be applied retrospectively. The Company is currently accounting for changes in the value of the loss-share indemnification assets recorded in connection with its acquisitions assisted by the FDIC as prescribed by this update; thus the adoption of the update will not have an impact on the financial position or results of operations of the Company.

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note A Significant Accounting Policies (continued)

In February 2013, FASB issued an update to ASC 220, Comprehensive Income, (ASC 220) that requires a reporting entity to disclose information about reclassification adjustments from accumulated other comprehensive income in their financial statements on the face of the financial statement that presents comprehensive income or as a separate disclosure in the footnotes of the financial statements. The update requires that a reporting entity disclose the effects of reclassifications from accumulated other comprehensive income on net income line items only for those items that are reported in their entirety in net income, such as realized gains or losses on securities available-for-sale reclassified from accumulated other comprehensive income to net income the date the securities are sold, in the period of reclassification. For items that are not reclassified in their entirety into net income, such as the amortization of net actuarial gains or losses recognized in net periodic pension cost, a reporting entity is required to add a cross reference to the footnote that includes additional information about the effect of the reclassification. This update to ASC 220 is effective prospectively for interim and annual reporting periods beginning after December 15, 2012, with early adoption permitted. The adoption of the update will impact disclosures only and is not expected to have a material impact on the financial position or results of operations of the Company.

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note B Mergers and Acquisitions

(In Thousands)

Acquisition of RBC Bank (USA) Trust Division

On August 31, 2011, the Company acquired the Birmingham, Alabama-based trust division of RBC Bank (USA), which served clients in Alabama and Georgia. Under the terms of the transaction, RBC Bank (USA) transferred its approximately \$680,000 in assets under management, comprised of personal and institutional clients with over 200 trust, custodial and escrow accounts, to a wholly-owned subsidiary, and the Bank acquired all of the ownership interests in the subsidiary, which was subsequently merged into the Bank. In connection with the acquisition, the Company recognized a gain of \$570, which was recognized under the line item "Gain on acquisition" in the Consolidated Statements of Income for the year ended December 31, 2011. Acquisition costs related to the transaction of \$326 were recognized under the line item "Merger-related expenses" in the Consolidated Statements of Income for the year ended December 31, 2011.

FDIC-Assisted Acquisitions

On February 4, 2011, the Bank entered into a purchase and assumption agreement with loss-share agreements with the FDIC to acquire specified assets and assume specified liabilities of American Trust Bank, a Georgia-chartered bank headquartered in Roswell, Georgia ("American Trust"). American Trust operated 3 branches in the northwest region of Georgia.

In connection with the acquisition, the Bank entered into loss-share agreements with the FDIC that covered \$73,657 of American Trust loans (the "covered ATB loans"). The Bank will share in the losses on the asset pools (including single family residential mortgage loans and commercial loans) covered under the loss-share agreements. Pursuant to the terms of the loss-share agreements, the FDIC is obligated to reimburse the Bank for 80% of all eligible losses with respect to covered ATB loans, 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 ATB loans.

The acquisition of American Trust resulted in a pre-tax gain of \$8,774. Due to the difference in tax bases of the assets acquired and liabilities assumed, the Company recorded a deferred tax liability of \$3,356, resulting in an after-tax gain of \$5,418. Under the Internal Revenue Code, the gain will be recognized over the six years following the transaction. The foregoing pre-tax and after-tax gains are considered a bargain purchase gain under ASC 805 since the total acquisition-date fair value of the identifiable net assets acquired exceeded the fair value of the consideration transferred. This gain was recognized under the line item "Gain on acquisition" in the Consolidated Statements of Income for the year ended December 31, 2011. Acquisition costs related to the American Trust acquisition of \$1,325 were recognized under the line item "Merger-related expenses" in the Consolidated Statements of Income for the year ended December 31, 2011.

On July 23, 2010, the Bank acquired specified assets and assumed specified liabilities of Crescent Bank & Trust Company, a Georgia-chartered bank headquartered in Jasper, Georgia ("Crescent"), from the FDIC, as receiver for Crescent. Crescent operated 11 branches in the northwest region of Georgia.

In connection with the acquisition, the Bank entered into loss-share agreements with the FDIC that covered \$361,472 of Crescent loans and \$50,168 of other real estate owned (the "covered Crescent assets"). The Bank will share in the losses on the asset pools (including single family residential mortgage loans and commercial loans) covered under the loss-share agreements. Pursuant to the terms of the loss-share agreements, the FDIC is obligated to reimburse the Bank for 80% of all eligible losses with respect to covered Crescent 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 Crescent assets.

The acquisition of Crescent resulted in a pre-tax gain of \$42,211. Due to the difference in tax bases of the assets acquired and liabilities assumed, the Company recorded a deferred tax liability of \$16,146, resulting in an after-tax gain of \$26,065. Under the Internal Revenue Code, the gain will be recognized over the six years following the transaction. The foregoing pre-tax and after-tax gains are considered a bargain purchase gain under ASC 805 since the total acquisition-date fair value of the identifiable net assets acquired exceeded the fair value of the consideration transferred. This gain was recognized under the line item "Gain on acquisition" in the Consolidated Statements of Income for the

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year ended December 31, 2010. Acquisition costs related to the Crescent acquisition of \$1,955 were recognized under the line item Merger-related expenses in the Consolidated Statements of Income for the year ended December 31, 2010.

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note C Securities*(In Thousands, Except Number of Securities)*

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

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
December 31, 2012				
Obligations of other U.S. Government agencies and corporations	\$ 90,045	\$ 116	\$ (232)	\$ 89,929
Obligations of states and political subdivisions	227,721	16,860	(35)	244,546
	\$ 317,766	\$ 16,976	\$ (267)	\$ 334,475
December 31, 2011				
Obligations of other U.S. Government agencies and corporations	\$ 107,660	\$ 225	\$ (74)	\$ 107,811
Obligations of states and political subdivisions	224,750	12,083	(26)	236,807
	\$ 332,410	\$ 12,308	\$ (100)	\$ 344,618

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. Based on this analysis, the Company sold certain securities representing obligations of state and political subdivisions that were classified as held to maturity during 2011. The securities sold showed significant credit deterioration in that an analysis of the financial condition of the respective issuers showed the issuers were operating at net deficits with little to no financial cushion to offset future contingencies. These securities had a carrying value of \$13,017, and the Company recognized a net gain of \$16 on the sale during the year ended December 31, 2011. No securities classified as held to maturity were sold during the years ended December 31, 2012 or 2010.

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

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
December 31, 2012				
Obligations of other U.S. Government agencies and corporations	\$ 2,169	\$ 273	\$	\$ 2,442
Residential mortgage backed securities:				
Government agency mortgage backed securities	139,699	5,209	(91)	144,817
Government agency collateralized mortgage obligations	115,647	2,273	(399)	117,521
Commercial mortgage backed securities:				
Government agency mortgage backed securities	41,981	3,077		45,058
Government agency collateralized mortgage obligations	5,091	316		5,407
Trust preferred securities	28,612		(13,544)	15,068
Other debt securities	22,079	852	(1)	22,930

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Other equity securities	2,355	713	3,068
	\$ 357,633	\$ 12,713	\$ (14,035) \$ 356,311

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note C Securities (continued)

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
December 31, 2011				
Obligations of other U.S. Government agencies and corporations	\$ 17,193	\$ 202	\$	\$ 17,395
Residential mortgage backed securities:				
Government agency mortgage backed securities	224,242	6,455	(30)	230,667
Government agency collateralized mortgage obligations	133,369	3,700	(82)	136,987
Commercial mortgage backed securities:				
Government agency mortgage backed securities	34,635	2,054	(20)	36,669
Government agency collateralized mortgage obligations	5,170	146		5,316
Trust preferred securities	30,410		(17,625)	12,785
Other debt securities	21,351	527	(3)	21,875
Other equity securities	2,341		(104)	2,237
	\$ 468,711	\$ 13,084	\$ (17,864)	\$ 463,931

Gross realized gains and gross realized losses on sales of securities available for sale for the years 2012, 2011 and 2010 were as follows:

	Year Ended December 31,		
	2012	2011	2010
Gross gains on sales of securities available for sale	\$ 2,321	\$ 5,041	\$ 4,499
Gross losses on sales of securities available for sale	(427)		(544)
Gain on sales of securities available for sale, net	\$ 1,894	\$ 5,041	\$ 3,955

At December 31, 2012 and 2011, securities with a carrying value of approximately \$308,362 and \$305,746, respectively, were pledged to secure government, public, trust, and other deposits. Securities with a carrying value of \$19,006 and \$20,206 were pledged as collateral for short-term borrowings and derivative instruments at December 31, 2012 and 2011, respectively.

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note C Securities (continued)

The amortized cost and fair value of securities at December 31, 2012 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 Cost	Fair Value	Amortized Cost	Fair Value
Due within one year	\$ 8,937	\$ 9,026	\$	\$
Due after one year through five years	37,576	38,713		
Due after five years through ten years	132,428	135,969	2,169	2,442
Due after ten years	138,825	150,767	28,612	15,068
Residential mortgage backed securities:				
Government agency mortgage backed securities			139,699	144,817
Government agency collateralized mortgage obligations			115,647	117,521
Commercial mortgage backed securities:				
Government agency mortgage backed securities			41,981	45,058
Government agency collateralized mortgage obligations			5,091	5,407
Other debt securities			22,079	22,930
Other equity securities			2,355	3,068
	\$ 317,766	\$ 334,475	\$ 357,633	\$ 356,311

The following table presents the gross unrealized losses and fair value of investment securities, aggregated by investment category and the length of time the investments have been in a continuous unrealized loss position 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
Held to Maturity:						
December 31, 2012						
Obligations of other U.S. Government agencies and corporations	\$ 35,224	\$ (232)	\$	\$	\$ 35,224	\$ (232)
Obligations of states and political subdivisions	2,861	(34)	126	(1)	2,987	(35)
Total	\$ 38,085	\$ (266)	\$ 126	\$ (1)	\$ 38,211	\$ (267)
December 31, 2011						
Obligations of other U.S. Government agencies and corporations	\$ 19,919	\$ (74)	\$	\$	\$ 19,919	\$ (74)
Obligations of states and political subdivisions	4,301	(19)	1,530	(7)	5,831	(26)
Total	\$ 24,220	\$ (93)	\$ 1,530	\$ (7)	\$ 25,750	\$ (100)

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note C Securities (continued)

	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Available for Sale:						
December 31, 2012						
Obligations of other U.S. Government agencies and corporations	\$	\$	\$	\$	\$	\$
Residential mortgage backed securities:						
Government agency mortgage backed securities	15,431	(91)			15,431	(91)
Government agency collateralized mortgage obligations	44,616	(389)	1,605	(10)	46,221	(399)
Commercial mortgage backed securities:						
Government agency mortgage backed securities						
Government agency collateralized mortgage obligations						
Trust preferred securities			15,068	(13,544)	15,068	(13,544)
Other debt securities			2,188	(1)	2,188	(1)
Other equity securities						
Total	\$ 60,047	\$ (480)	\$ 18,861	\$ (13,555)	\$ 78,908	\$ (14,035)
December 31, 2011						
Obligations of other U.S. Government agencies and corporations	\$	\$	\$	\$	\$	\$
Residential mortgage backed securities:						
Government agency mortgage backed securities	4,446	(30)			4,446	(30)
Government agency collateralized mortgage obligations	16,806	(82)			16,806	(82)
Commercial mortgage backed securities:						
Government agency mortgage backed securities			1,255	(20)	1,255	(20)
Government agency collateralized mortgage obligations						
Trust preferred securities			12,785	(17,625)	12,785	(17,625)
Other debt securities			2,662	(3)	2,662	(3)
Other equity securities	2,237	(104)			2,237	(104)
Total	\$ 23,489	\$ (216)	\$ 16,702	\$ (17,648)	\$ 40,191	\$ (17,864)

As of December 31, 2012, investment securities that have been in a continuous unrealized loss position for less than 12 months include 8 investments in Obligations of other U.S. government agencies, 4 investments in Obligations of states and political subdivisions, 3 investments in Residential mortgage backed securities, and 11 investments in Residential collateralized mortgage obligations. Investment securities that have been in a continuous unrealized loss position for 12 months or more include 1 investment in Obligations of states and political subdivisions, 1 investment in Residential collateralized mortgage obligations, 4 investments in pooled Trust preferred securities, and 1 investment in Other debt securities. The Company does not intend to sell the debt securities, and it is not more likely than not that the Company will be required to sell the securities before recovery of the investments amortized cost.

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note C Securities (continued)

The Company evaluates its investment portfolio for 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.

The Company holds investments in pooled trust preferred securities that had a cost basis of \$28,612 and \$30,410 and a fair value of \$15,068 and \$12,785 at December 31, 2012 and 2011, 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 December 31, 2012, 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 did conclude that it was probable that there had been an adverse change in estimated cash flows for all four pooled trust preferred securities and recognized credit related impairment losses of \$3,075 on two of the four securities (XIII and XXIV in the table below) in 2010 and \$262 on the remaining two securities in 2011. No additional impairment was recognized during the year ended December 31, 2012.

However, based on the qualitative factors discussed above, each of the four pooled trust preferred securities was classified as a nonaccruing asset at December 31, 2012. 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 December 31, 2012:

Name	Single/ Pooled	Class/ Tranche	Amortized Cost	Fair Value	Unrealized Loss	Lowest Credit Rating	Issuers Currently in Deferral or Default
XIII	Pooled	B-2	\$ 1,216	\$ 986	\$ (230)	Ca	35%
XXIII	Pooled	B-2	9,753	6,312	(3,441)	Ca	22%
XXIV	Pooled	B-2	12,076	4,992	(7,084)	Ca	35%
XXVI	Pooled	B-2	5,567	2,778	(2,789)	Ca	33%
			\$ 28,612	\$ 15,068	\$ (13,544)		

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:

	2012	2011
Balance at January 1	\$ (3,337)	\$ (3,075)
Additions related to credit losses for which OTTI was not previously recognized		(262)

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Increases in credit loss for which OTTI was previously recognized

Balance at December 31	\$ (3,337)	\$ (3,337)
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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note D Loans and the Allowance for Loan Losses*(In Thousands, Except Number of Loans)*

The following is a summary of loans at December 31:

	2012	2011
Commercial, financial, agricultural	\$ 317,050	\$ 278,091
Lease financing	195	343
Real estate construction	105,706	81,235
Real estate 1-4 family mortgage	903,423	824,627
Real estate commercial mortgage	1,426,643	1,336,635
Installment loans to individuals	57,241	60,168
Gross loans	2,810,258	2,581,099
Unearned income	(5)	(15)
Loans, net of unearned income	2,810,253	2,581,084
Allowance for loan losses	(44,347)	(44,340)
Net loans	\$ 2,765,906	\$ 2,536,744

Past Due and Nonaccrual Loans

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 Past Due	90 Days or More Past Due	Current Loans	Total Loans	30-89 Days Past Due	90 Days or More Past Due	Current Loans	Total Loans	Total Loans
December 31, 2012									
Commercial, financial, agricultural	\$ 484	\$ 15	\$ 312,943	\$ 313,442	\$ 215	\$ 3,131	\$ 262	\$ 3,608	\$ 317,050
Lease financing			195	195					195
Real estate construction	80		103,978	104,058		1,648		1,648	105,706
Real estate 1-4 family mortgage	6,685	1,992	867,053	875,730	1,249	13,417	13,027	27,693	903,423
Real estate commercial mortgage	5,084	1,250	1,373,470	1,379,804	325	38,297	8,217	46,839	1,426,643
Installment loans to individuals	197	50	56,715	56,962	7	265	7	279	57,241
Unearned income			(5)	(5)					(5)
Total	\$ 12,530	\$ 3,307	\$ 2,714,349	\$ 2,730,186	\$ 1,796	\$ 56,758	\$ 21,513	\$ 80,067	\$ 2,810,253

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December 31, 2011

Commercial, financial, agricultural	\$ 2,071	\$ 165	\$ 269,078	\$ 271,314	\$ 511	\$ 5,474	\$ 792	\$ 6,777	\$ 278,091
Lease financing			343	343					343
Real estate construction		41	73,670	73,711		7,524		7,524	81,235
Real estate 1-4 family mortgage	11,949	2,481	771,596	786,026	1,140	31,457	6,004	38,601	824,627
Real estate commercial mortgage	6,749	2,044	1,262,068	1,270,861	2,411	62,854	509	65,774	1,336,635
Installment loans to individuals	473	163	59,020	59,656	10	480	22	512	60,168
Unearned income			(15)	(15)					(15)
Total	\$ 21,242	\$ 4,894	\$ 2,435,760	\$ 2,461,896	\$ 4,072	\$ 107,789	\$ 7,327	\$ 119,188	\$ 2,581,084

Restructured loans contractually 90 days past due totaled \$646 at December 31, 2012. There were no restructured loans contractually 90 days past due at December 31, 2011. The outstanding balance of restructured loans on nonaccrual status was \$11,420 and \$2,295 at December 31, 2012 and 2011, respectively.

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note D Loans and the Allowance for Loan Losses (continued)*Impaired Loans*

Impaired loans recognized in conformity with ASC 310, segregated by class, were as follows:

	December 31, 2012			Year Ended December 31, 2012	
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized ⁽¹⁾
With a related allowance recorded:					
Commercial, financial, agricultural Lease financing	\$ 1,620	\$ 1,767	\$ 708	\$ 1,771	\$ 7
Real estate construction					
Real estate 1-4 family mortgage	28,848	31,079	9,201	31,300	922
Real estate commercial mortgage	34,400	36,603	7,688	39,189	1,413
Installment loans to individuals					
Total	\$ 64,868	\$ 69,449	\$ 17,597	\$ 72,260	\$ 2,342
With no related allowance recorded:					
Commercial, financial, agricultural Lease financing	\$ 1,620	\$ 3,375	\$	\$ 1,716	\$ 37
Real estate construction	1,648	2,447		1,813	
Real estate 1-4 family mortgage	10,094	48,943		15,611	603
Real estate commercial mortgage	39,450	81,564		45,950	926
Installment loans to individuals					
Total	\$ 52,812	\$ 136,329	\$	\$ 65,090	\$ 1,566
Totals	\$ 117,680	\$ 205,778	\$ 17,597	\$ 137,350	\$ 3,908

	December 31, 2011			Year Ended December 31, 2011	
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized ⁽¹⁾
With a related allowance recorded:					
Commercial, financial, agricultural Lease financing	\$ 3,358	\$ 3,764	\$ 1,441	\$ 3,603	\$ 95
Real estate construction	108	108	16	108	
Real estate 1-4 family mortgage	27,047	27,508	6,077	25,449	1,104

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Real estate commercial mortgage Installment loans to individuals	35,505	36,289	7,876	35,836	1,249
Total	\$ 66,018	\$ 67,669	\$ 15,410	\$ 64,996	\$ 2,448
With no related allowance recorded:					
Commercial, financial, agricultural Lease financing	\$ 2,913	\$ 5,811	\$	\$ 2,528	\$ 33
Real estate construction	7,076	18,096		11,974	
Real estate 1-4 family mortgage	26,785	71,613		31,035	601
Real estate commercial mortgage Installment loans to individuals	63,900	132,052		73,228	1,607
Total	\$ 100,674	\$ 227,572	\$	\$ 118,765	\$ 2,241
Totals	\$ 166,692	\$ 295,241	\$ 15,410	\$ 183,761	\$ 4,689

⁽¹⁾ Includes interest income recognized using the cash-basis method of income recognition of \$1,801 and \$1,752, respectively. The average recorded investment in impaired loans for the year ended December 31, 2010 was \$185,899. Interest income recognized on impaired loans for the year ended December 31, 2010 was \$2,293, which included interest income recognized using the cash-basis method of income recognition of \$821.

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note D Loans and the Allowance for Loan Losses (continued)*Restructured Loans*

The following table presents restructured loans segregated by class as of the dates presented:

	Number of Loans	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
December 31, 2012			
Commercial, financial, agricultural		\$	\$
Lease financing			
Real estate construction			
Real estate 1-4 family mortgage	19	18,450	10,853
Real estate commercial mortgage	16	18,985	18,409
Installment loans to individuals	1	184	174
Total	36	\$ 37,619	\$ 29,436
December 31, 2011			
Commercial, financial, agricultural		\$	\$
Lease financing			
Real estate construction			
Real estate 1-4 family mortgage	18	20,313	18,089
Real estate commercial mortgage	12	17,853	18,043
Installment loans to individuals	1	184	179
Total	31	\$ 38,350	\$ 36,311

Changes in the Company's restructured loans are set forth in the table below. The update to ASC 310 issued by FASB in April 2011 that provided clarification of which loan modifications constituted troubled debt restructurings did not affect loans previously disclosed as restructured at December 31, 2010 or additional loans with concessions in the table below.

	Number of Loans	Recorded Investment
Totals at January 1, 2011	39	\$ 32,615
Additional loans with concessions	13	18,540
Reductions due to:		
Reclassified as nonperforming	(17)	(9,861)
Transfer to other real estate owned	(2)	(2,898)
Charge-offs		

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Principal paydowns		(1,453)
Lapse of concession period	(2)	(632)
Totals at December 31, 2011	31	\$ 36,311
Additional loans with concessions	14	5,943
Reductions due to:		
Reclassified as nonperforming	(5)	(8,058)
Charge-offs	(1)	(1,682)
Transfer to other real estate owned	(1)	(419)
Principal paydowns		(1,808)
Lapse of concession period	(2)	(851)
Totals at December 31, 2012	36	\$ 29,436

The allocated allowance for loan losses attributable to restructured loans was \$3,969 and \$5,994 at December 31, 2012 and 2011, respectively. The Company had \$288 and \$194 in remaining availability under commitments to lend additional funds on these restructured loans at December 31, 2012 and 2011, respectively.

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note D Loans and the Allowance for Loan Losses (continued)*Credit Quality*

For commercial and commercial real estate secured loans, 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 commercial and commercial real estate secured 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 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
December 31, 2012				
Commercial, financial, agricultural	\$ 226,540	\$ 1,939	\$ 3,218	\$ 231,697
Real estate construction	71,633	651		72,284
Real estate 1-4 family mortgage	96,147	24,138	32,589	152,874
Real estate commercial mortgage	989,095	46,148	37,996	1,073,239
Installment loans to individuals	7			7
Total	\$ 1,383,422	\$ 72,876	\$ 73,803	\$ 1,530,101
December 31, 2011				
Commercial, financial, agricultural	\$ 187,550	\$ 2,929	\$ 7,292	\$ 197,771
Real estate construction	52,593	2,362	108	55,063
Real estate 1-4 family mortgage	86,858	31,851	35,809	154,518
Real estate commercial mortgage	873,614	54,949	41,874	970,437
Installment loans to individuals	199			199
Total	\$ 1,200,814	\$ 92,091	\$ 85,083	\$ 1,377,988

For portfolio balances of consumer, consumer mortgage and certain other similar loan types, 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
December 31, 2012			
Commercial, financial, agricultural	\$ 74,003	\$ 210	\$ 74,213
Lease financing	195		195
Real estate construction	31,774		31,774
Real estate 1-4 family mortgage	670,074	5,328	675,402

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Real estate commercial mortgage	195,086	449	195,535
Installment loans to individuals	54,918	91	55,009
Total	\$ 1,026,050	\$ 6,078	\$ 1,032,128
December 31, 2011			
Commercial, financial, agricultural	\$ 61,864	\$ 198	\$ 62,062
Lease financing	343		343
Real estate construction	18,756	340	19,096
Real estate 1-4 family mortgage	554,702	5,951	560,653
Real estate commercial mortgage	156,050	756	156,806
Installment loans to individuals	55,356	169	55,525
Total	\$ 847,071	\$ 7,414	\$ 854,485

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note D Loans and the Allowance for Loan Losses (continued)*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
December 31, 2012				
Commercial, financial, agricultural	\$	\$ 10,800	\$ 340	\$ 11,140
Lease financing				
Real estate construction		1,648		1,648
Real estate 1-4 family mortgage	6,122	67,326	1,699	75,147
Real estate commercial mortgage	25,782	125,379	6,708	157,869
Installment loans to individuals		31	2,194	2,225
Total	\$ 31,904	\$ 205,184	\$ 10,941	\$ 248,029
December 31, 2011				
Commercial, financial, agricultural	\$ 38	\$ 17,765	\$ 455	\$ 18,258
Lease financing				
Real estate construction	4,031	3,045		7,076
Real estate 1-4 family mortgage	12,252	95,671	1,533	109,456
Real estate commercial mortgage	44,994	161,498	2,900	209,392
Installment loans to individuals		168	4,276	4,444
Total	\$ 61,315	\$ 278,147	\$ 9,164	\$ 348,626

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 as of the dates presented:

	Impaired Covered Loans	Other Covered Loans	Not Covered Loans	Total
December 31, 2012:				
Contractually-required principal and interest	\$ 109,054	\$ 264,406	\$ 13,253	\$ 386,713
Nonaccretable difference ⁽¹⁾	(77,137)	(52,517)	(1,182)	(130,836)
Cash flows expected to be collected	31,917	211,889	12,071	255,877
Accretable yield ⁽²⁾	(13)	(6,705)	(1,130)	(7,848)

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Fair value	\$ 31,904	\$ 205,184	\$ 10,941	\$ 248,029
December 31, 2011:				
Contractually-required principal and interest	\$ 165,279	\$ 377,100	\$ 13,625	\$ 556,004
Nonaccretable difference ⁽¹⁾	(103,924)	(89,196)	(3,715)	(196,835)
Cash flows expected to be collected	61,355	287,904	9,910	359,169
Accretable yield ⁽²⁾	(40)	(9,757)	(746)	(10,543)
Fair value	\$ 61,315	\$ 278,147	\$ 9,164	\$ 348,626

⁽¹⁾ Represents contractual principal cash flows of \$120,572 and \$185,460, respectively, and interest cash flows of \$10,264 and \$11,375, respectively, not expected to be collected.

⁽²⁾ Represents contractual interest payments expected to be collected of \$4,945 and \$7,177, respectively, and purchase discount of \$2,903 and \$3,366, respectively.

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note D Loans and the Allowance for Loan Losses (continued)

Changes in the accretable yield of loans acquired with deteriorated credit quality were as follows:

	Impaired Covered Loans	Other Covered Loans	Not Covered Loans	Total
Balance at January 1, 2011	\$ (3,626)	\$ (11,670)	\$ (172)	\$ (15,468)
Additions through acquisition		(4,335)	(102)	(4,437)
Reclasses from nonaccretable difference	(1,384)	(9,434)	(1,181)	(11,999)
Accretion	4,970	15,682	709	21,361
Balance at December 31, 2011	\$ (40)	\$ (9,757)	\$ (746)	\$ (10,543)
Reclasses from nonaccretable difference	(1,055)	(12,178)	(1,937)	(15,170)
Accretion	1,082	15,230	1,553	17,865
Balance at December 31, 2012	\$ (13)	\$ (6,705)	\$ (1,130)	\$ (7,848)

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note D Loans and the Allowance for Loan Losses (continued)*Allowance for Loan Losses*

The following table provides a rollforward 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 - Construction	Real Estate - 1-4 Family Mortgage	Real Estate - Commercial Mortgage	Installment and Other ⁽¹⁾	Total
Year Ended December 31, 2012						
Allowance for loan losses:						
Beginning balance	\$ 4,197	\$ 1,073	\$ 17,191	\$ 20,979	\$ 900	\$ 44,340
Charge-offs	(4,923)	(187)	(9,231)	(5,828)	(386)	(20,555)
Recoveries	531	34	1,330	455	87	2,437
Net charge-offs	(4,392)	(153)	(7,901)	(5,373)	(299)	(18,118)
Provision for loan losses	4,274	(121)	13,201	10,938	(20)	28,272
Benefit attributable to FDIC loss-share agreements	(777)	(88)	(4,326)	(5,202)	(15)	(10,408)
Recoveries payable to FDIC	5		182	74		261
Provision for loan losses charged to operations	3,502	(209)	9,057	5,810	(35)	18,125
Ending balance	\$ 3,307	\$ 711	\$ 18,347	\$ 21,416	\$ 566	\$ 44,347
Period-End Amount Allocated to:						
Individually evaluated for impairment	\$ 708	\$	\$ 9,201	\$ 7,688	\$	\$ 17,597
Collectively evaluated for impairment	2,599	711	9,146	13,728	566	26,750
Acquired with deteriorated credit quality						
Ending balance	\$ 3,307	\$ 711	\$ 18,347	\$ 21,416	\$ 566	\$ 44,347
Year Ended December 31, 2011						
Allowance for loan losses:						
Beginning balance	\$ 2,625	\$ 2,115	\$ 20,870	\$ 18,779	\$ 1,026	\$ 45,415
Charge-offs	(2,037)	(836)	(16,755)	(5,792)	(373)	(25,793)
Recoveries	272	110	767	1,056	163	2,368
Net charge-offs	(1,765)	(726)	(15,988)	(4,736)	(210)	(23,425)
Provision for loan losses	3,464	(316)	12,900	8,289	90	24,427
Benefit attributable to FDIC loss-share agreements	(132)		(597)	(1,353)	(6)	(2,088)
Recoveries payable to FDIC	5		6			11

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Provision for loan losses charged to operations	3,337	(316)	12,309	6,936	84	22,350
Ending balance	\$ 4,197	\$ 1,073	\$ 17,191	\$ 20,979	\$ 900	\$ 44,340

Period-End Amount Allocated to:

Individually evaluated for impairment	\$ 1,441	\$ 16	\$ 6,077	\$ 7,876	\$	\$ 15,410
Collectively evaluated for impairment	2,756	1,057	11,114	13,103	900	28,930
Acquired with deteriorated credit quality						

Ending balance	\$ 4,197	\$ 1,073	\$ 17,191	\$ 20,979	\$ 900	\$ 44,340
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Year Ended December 31, 2010

Allowance for loan losses:

Beginning balance	\$ 4,855	\$ 4,494	\$ 15,593	\$ 12,577	\$ 1,626	\$ 39,145
Charge-offs	(1,161)	(4,181)	(14,189)	(6,512)	(319)	(26,362)
Recoveries	282	68	999	533	85	1,967

Net charge-offs	(879)	(4,113)	(13,190)	(5,979)	(234)	(24,395)
Provision for loan losses	(1,351)	1,734	18,467	12,181	(366)	30,665

Ending balance	\$ 2,625	\$ 2,115	\$ 20,870	\$ 18,779	\$ 1,026	\$ 45,415
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Period-End Amount Allocated to:

Individually evaluated for impairment	\$ 549	\$ 20	\$ 10,349	\$ 6,611	\$	\$ 17,529
Collectively evaluated for impairment	2,076	2,095	10,521	12,168	1,026	27,886
Acquired with deteriorated credit quality						

Ending balance	\$ 2,625	\$ 2,115	\$ 20,870	\$ 18,779	\$ 1,026	\$ 45,415
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(1) Includes lease financing receivables.

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note D Loans and the Allowance for Loan Losses (continued)

The following table provides recorded investment in loans, net of unearned income, based on the Company's impairment methodology as of the dates presented:

	Commercial	Real Estate - Construction	Real Estate - 1-4 Family Mortgage	Real Estate - Commercial Mortgage	Installment and Other ⁽¹⁾	Total
December 31, 2012						
Individually evaluated for impairment	\$ 1,620	\$ -	\$ 28,848	\$ 34,400	\$ -	\$ 64,868
Collectively evaluated for impairment	304,290	104,058	799,428	1,234,374	55,206	2,497,356
Acquired with deteriorated credit quality	11,140	1,648	75,147	157,869	2,225	248,029
Ending balance	\$ 317,050	\$ 105,706	\$ 903,423	\$ 1,426,643	\$ 57,431	\$ 2,810,253
December 31, 2011						
Individually evaluated for impairment	\$ 3,358	\$ 108	\$ 27,047	\$ 35,505	\$ -	\$ 66,018
Collectively evaluated for impairment	256,475	74,051	688,124	1,091,738	56,052	2,166,440
Acquired with deteriorated credit quality	18,258	7,076	109,456	209,392	4,444	348,626
Ending balance	\$ 278,091	\$ 81,235	\$ 824,627	\$ 1,336,635	\$ 60,496	\$ 2,581,084

⁽¹⁾ Includes lease financing receivables.

Related Party Loans

Certain executive officers and directors of Renasant Bank and their associates are customers of and have other transactions with Renasant Bank. Related party loans and commitments are made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with persons not related to Renasant Bank and do not involve more than a normal risk of collectability or present other unfavorable features. A summary of the changes in related party loans follows:

Loans at December 31, 2011	\$ 22,650
New loans and advances	3,592
Payments received	(4,373)
Changes in related parties	
Loans at December 31, 2012	\$ 21,869

No related party loans were classified as past due, nonaccrual, impaired or restructured at December 31, 2012 or 2011. Unfunded commitments to certain executive officers and directors and their associates totaled \$5,170 and \$5,331 at December 31, 2012 and 2011, respectively.

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note E Premises and Equipment*(In Thousands)*

Bank premises and equipment at December 31 are summarized as follows:

	2012	2011
Premises	\$ 75,106	\$ 63,043
Leasehold improvements	6,426	5,240
Furniture and equipment	22,344	21,769
Computer equipment	6,664	13,419
Autos	221	221
Total	110,761	103,692
Accumulated depreciation	(44,009)	(49,194)
Net	\$ 66,752	\$ 54,498

Depreciation expense was \$5,043, \$4,146 and \$3,791 for the years ended December 31, 2012, 2011 and 2010, respectively.

The Company has operating leases which extend to 2025 for certain land and office locations. Leases that expire are generally expected to be renewed or replaced by other leases. Rental expense was \$2,567, \$2,489 and \$2,287 for 2012, 2011 and 2010, respectively. The following is a summary of future minimum lease payments for years following December 31, 2012:

2013	\$ 2,436
2014	2,040
2015	1,840
2016	1,719
2017	1,534
Thereafter	4,118
Total	\$ 13,687

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note F 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 OREO	Not Covered OREO	Total OREO
December 31, 2012			
Residential real estate	\$ 8,778	\$ 7,842	\$ 16,620
Commercial real estate	14,368	7,779	22,147
Residential land development	5,005	22,490	27,495
Commercial land development	17,383	6,221	23,604
Other		385	385
Total	\$ 45,534	\$ 44,717	\$ 90,251
December 31, 2011			
Residential real estate	\$ 11,110	\$ 15,364	\$ 26,474
Commercial real estate	8,211	11,479	19,690
Residential land development	4,441	36,105	40,546
Commercial land development	19,394	7,131	26,525
Total	\$ 43,156	\$ 70,079	\$ 113,235

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

	Covered OREO	Not Covered OREO	Total OREO
Balance at December 31, 2010	\$ 54,715	\$ 71,833	\$ 126,548
Transfers of loans	9,032	34,481	43,513
Capitalized improvements		61	61
Impairments ⁽¹⁾	(1,650)	(7,894)	(9,544)
Dispositions	(18,887)	(29,085)	(47,972)
Other	(54)	683	629
Balance at December 31, 2011	\$ 43,156	\$ 70,079	\$ 113,235
Transfers of loans	38,977	9,683	48,660
Capitalized improvements		507	507
Impairments ⁽¹⁾	(9,722)	(5,328)	(15,050)
Dispositions	(27,430)	(30,410)	(57,840)
Other	553	186	739

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Balance at December 31, 2012	\$ 45,534	\$ 44,717	\$ 90,251
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(1) Of the total impairment charges of \$1,650 recorded for covered OREO in 2011, \$330 was included in the Consolidated Statements of Income for the year ended December 31, 2011, while the remaining \$1,320 increased the FDIC loss-share indemnification asset. Of the total impairment charges of \$9,722 recorded for covered OREO in 2012, \$1,944 was included in the Consolidated Statements of Income for the year ended December 31, 2012, while the remaining \$7,778 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:

	Year Ended December 31,		
	2012	2011	2010
Repairs and maintenance	\$ 2,996	\$ 2,427	\$ 1,500
Property taxes and insurance	1,678	1,980	2,815
Impairments	7,272	8,224	3,718
Net losses on OREO sales	2,096	3,073	1,824
Rental income	(446)	(378)	(239)
Total	\$ 13,596	\$ 15,326	\$ 9,618

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note G Goodwill and Other Intangible Assets*(In Thousands)*

Changes in the carrying amount of goodwill during the years ended December 31, 2012 and 2011 were as follows:

	Goodwill
Balance at December 31, 2010	\$ 184,879
Adjustment to previously recorded goodwill	
Balance at December 31, 2011	\$ 184,879
Adjustment to previously recorded goodwill	(20)
Balance at December 31, 2012	\$ 184,859

The adjustment to previously recorded goodwill in 2012 reflects tax benefits associated with the exercise of stock options assumed in connection with prior acquisitions.

In connection with the American Trust acquisition in 2011, the Company recorded a core deposit intangible asset of \$229, which is being amortized over ten years on a straight-line basis.

In connection with the RBC Bank (USA) acquisition in 2011, the Company recorded a customer relationship intangible of \$1,970, which is being amortized over fifteen years on a straight-line basis.

The following table provides a summary of finite-lived intangible assets as of the dates presented:

	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
December 31, 2012			
Core deposit intangible	\$ 13,284	\$ (9,013)	\$ 4,271
Customer relationship intangible	1,970	(175)	1,795
Total finite-lived intangible assets	\$ 15,254	\$ (9,188)	\$ 6,066
December 31, 2011			
Core deposit intangible	\$ 13,284	\$ (7,763)	\$ 5,521
Customer relationship intangible	1,970	(44)	1,926
Total finite-lived intangible assets	\$ 15,254	\$ (7,807)	\$ 7,447

Aggregate amortization expense for the years ended December 31, 2012, 2011 and 2010 was \$1,381, \$1,742 and \$1,974, respectively. The estimated amortization expense of finite-lived intangible assets for future periods is summarized as follows:

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2013	\$ 1,235
2014	1,034
2015	802
2016	681
2017	466
Thereafter	1,848
Total	\$ 6,066

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note H Mortgage Servicing Rights*(In Thousands)*

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

Carrying value at January 1, 2012	\$ 195
Capitalization	4,195
Amortization	(157)
Carrying value at December 31, 2012	\$ 4,233

Data and key economic assumptions related to the Company's mortgage servicing rights as of December 31, 2012 are as follows:

Unpaid principal balance	\$ 393,698
Weighted-average prepayment speed (CPR)	8.16%
Estimated impact of a 10% increase	\$ (116)
Estimated impact of a 20% increase	(227)
Discount rate	11.55%
Estimated impact of a 100bp increase	\$ (146)
Estimated impact of a 200bp increase	(282)
Weighted-average coupon interest rate	3.28%
Weighted-average servicing fee (basis points)	25.03
Weighted-average remaining maturity (in months)	281

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note I Deposits*(In Thousands)*

The following is a summary of deposits as of December 31:

	2012	2011
Noninterest-bearing deposits	\$ 568,214	\$ 531,910
Interest-bearing demand deposits	1,455,180	1,335,646
Savings deposits	245,173	217,148
Time deposits	1,192,654	1,327,533
Total deposits	\$ 3,461,221	\$ 3,412,237

The approximate scheduled maturities of time deposits at December 31, 2012 are as follows:

2013	\$ 697,829
2014	219,616
2015	141,095
2016	47,380
2017	72,108
Thereafter	14,626
Total	\$ 1,192,654

The aggregate amount of time deposits in denominations of \$100 or more at December 31, 2012 and 2011 was \$608,647 and \$663,385, respectively. Certain executive officers and directors had amounts on deposit with Renasant Bank of approximately \$10,145 and \$12,016 at December 31, 2012 and 2011, respectively.

Note J Short-Term Borrowings*(In Thousands)*

Short-term borrowings as of December 31 are summarized as follows:

	2012	2011
Securities sold under agreements to repurchase	\$ 5,254	\$ 11,485
Total short-term borrowings	\$ 5,254	\$ 11,485

The average balances and cost of funds of short-term borrowings for the years ending December 31 are summarized as follows:

	Average Balances			Cost of Funds		
	2012	2011	2010	2012	2011	2010
Federal funds purchased	\$ 4,346	\$ 30	\$ 16	0.15%	1.73%	1.00%
Treasury, tax and loan notes		2,551	2,580			
Securities sold under agreements to repurchase	8,031	11,835	16,264	0.18	0.25	0.41
Total short-term borrowings	\$ 12,377	\$ 14,416	\$ 18,860	0.17%	0.21%	0.36%

The Company maintained a treasury, tax and loan notes account with the Federal Reserve with any balance collateralized by assets of Renasant Bank in 2010 and 2011. Effective January 2012, a portion of the Treasury Tax and Loan program was eliminated. As a result, all deposits held by the Company were withdrawn as of December 31, 2011. In addition, the Company maintains lines of credit with correspondent banks totaling \$85,000 at December 31, 2012. Interest is charged at the market federal funds rate on all advances. There were no amounts outstanding under these lines of credit at December 31, 2012 or 2011.

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note K Long-Term Debt*(In Thousands)*

Long-term debt as of December 31, 2012 and 2011 is summarized as follows:

	2012	2011
Federal Home Loan Bank advances	\$ 83,843	\$ 117,454
Junior subordinated debentures	75,609	75,770
TLGP Senior Note		50,000
Total long-term debt	\$ 159,452	\$ 243,224

Federal Home Loan Bank advances

Long-term advances from the FHLB outstanding at December 31, 2012 had maturities ranging from 2013 to 2030 with a combination of fixed and floating rates ranging from 1.60% to 7.93%. Weighted-average interest rates on outstanding advances at December 31, 2012 and 2011 were 4.20% and 4.15%, respectively. These advances are collateralized by a blanket lien on the Company's mortgage loans. The Company had availability on unused lines of credit with the FHLB of \$1,160,984 at December 31, 2012.

The Company repaid FHLB advances prior to their contractual maturity of \$24,000 in 2012, \$50,000 in 2011, and \$148,000 in 2010, and, as a result, incurred prepayment penalties of \$898, \$1,903 and \$2,785 for the years ended December 31, 2012, 2011, and 2010, respectively.

Junior subordinated debentures

The Company owns the outstanding common securities of business trusts that issued corporation-obligated mandatorily redeemable preferred capital securities to third-party investors. The trusts used the proceeds from the issuance of their preferred capital securities and common securities (collectively referred to as capital securities) to buy floating rate junior subordinated debentures issued by the Company. The debentures are the trusts' only assets and interest payments from the debentures finance the distributions paid on the capital securities. Distributions on the capital securities are payable quarterly at a rate per annum equal to the interest rate being earned by the trusts on the debentures held by the trusts. The capital securities are subject to mandatory redemption, in whole or in part, upon repayment of the debentures. The Company has entered into an agreement which fully and unconditionally guarantees the capital securities subject to the terms of the guarantee.

The following table provides details on the debentures as of December 31, 2012:

	Principal Amount	Interest Rate	Year of Maturity	Amount Included in Tier 1 Capital
PHC Statutory Trust I	\$ 20,619	3.16%	2033	\$ 20,000
PHC Statutory Trust II	31,959	2.18	2035	31,000
Heritage Financial Statutory Trust I	10,310	10.20	2031	10,000
Capital Bancorp Capital Trust I	12,372	1.86	2035	12,000

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During 2003, the Company formed PHC Statutory Trust I to provide funds for the cash portion of the Renasant Bancshares, Inc. merger. The interest rate for PHC Statutory Trust I reprices quarterly equal to the three-month LIBOR at the determination date plus 285 basis points. In April 2012, the Company entered into an interest rate swap agreement effective March 17, 2014, whereby, beginning on the effective date, the Company will receive a variable rate of interest based on the three-month LIBOR plus a spread of 2.85% and pay a fixed rate of interest of 5.49%. For more information about the Company's derivative financial instruments, see Note S, Derivative Instruments. The debentures owned by PHC Statutory Trust I are currently redeemable at par.

During 2005, the Company formed PHC Statutory Trust II to provide funds for the cash portion of the Heritage Financial Holding Corporation (Heritage) merger. The interest rate for PHC Statutory Trust II reprices quarterly equal to the three-month LIBOR at the determination date plus 187 basis points. The debentures owned by PHC Statutory Trust II are currently redeemable at par.

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Notes to Consolidated Financial Statements

Note K Long-Term Debt (continued)

Pursuant to the merger with Heritage, the Company assumed the debentures issued to Heritage Financial Statutory Trust I. The premium associated with the Company's assumption of the debentures issued to Heritage Financial Statutory Trust I had a carrying value of \$349 and \$510 at December 31, 2012 and 2011, respectively. The premium is being amortized through February 2015. The interest rate for Heritage Financial Statutory Trust I is fixed at 10.20% per annum. On or after February 22, 2021, the debentures owned by Heritage Financial Statutory Trust I may be redeemed at par.

Pursuant to the merger with Capital Bancorp, Inc. (Capital) in 2007, the Company assumed the debentures issued to Capital Bancorp Capital Trust I. The discount associated with the Company's assumption of the debentures issued to Capital Bancorp Capital Trust I was fully amortized during 2010. The interest rate for Capital Bancorp Capital Trust I reprices quarterly equal to the three-month LIBOR plus 150 basis points. In March 2012, the Company entered into an interest rate swap agreement effective March 31, 2014, whereby, beginning on the effective date, the Company will receive a variable rate of interest based on the three-month LIBOR plus a spread of 1.50% and pay a fixed rate of interest of 4.42%. For more information about the Company's derivative financial instruments, see Note S, Derivative Instruments. The debentures owned by Capital Bancorp Capital Trust I are currently redeemable at par.

The Company has classified \$73,000 of the debentures described in the above paragraphs as Tier 1 capital. The Federal Reserve Board issued guidance in March 2005 providing more strict quantitative limits on the amount of securities, similar to the junior subordinated debentures issued or assumed by the Company, that are includable in Tier 1 capital. The new guidance, which became effective in March 2009, did not impact the amount of debentures the Company includes in Tier 1 capital. Furthermore, the provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act have no effect on the treatment of these debentures as Tier 1 capital.

TLGP Senior Note

On March 31, 2009, Renasant Bank completed an offering of a \$50,000 aggregate principal amount 2.625% Senior Note (the Note) which was guaranteed by the FDIC under its Temporary Liquidity Guarantee Program (the TLGP). Renasant Bank received net proceeds, after the placement commission but before deducting other expenses of the offering, of approximately \$49,700, which was used to pay-off long-term advances with the FHLB as they matured in 2009. In March 2012, the Bank repaid the note at maturity.

The aggregate stated maturities of long-term debt outstanding at December 31, 2012, are summarized as follows:

2013	\$ 3,989
2014	6,688
2015	7,204
2016	2,219
2017	
Thereafter	139,352
Total	\$ 159,452

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note L Commitments, Contingent Liabilities and Financial Instruments with Off-Balance Sheet Risk

(In Thousands)

Loan commitments are made to accommodate the financial needs of the Company's customers. Standby letters of credit commit the Company to make payments on behalf of customers when certain specified future events occur. Both arrangements have credit risk essentially the same as that involved in extending loans to customers and are subject to the Company's normal credit policies. Collateral (e.g., securities, receivables, inventory, equipment, etc.) is obtained based on management's credit assessment of the customer. The Company's unfunded loan commitments (unfunded loans and unused lines of credit) and standby letters of credit outstanding at December 31, 2012 were \$463,684 and \$34,391, respectively, compared to \$401,132 and \$46,978, respectively, at December 31, 2011.

Various claims and lawsuits are pending against the Company and Renasant Bank. In the opinion of management, after consultation with legal counsel, resolution of these matters is not expected to have a material effect on the consolidated financial statements.

Market risk resulting from interest rate changes on particular off-balance sheet financial instruments may be offset by other on- or off-balance sheet transactions. Interest rate sensitivity is monitored by the Company for determining the net effect of potential changes in interest rates on the market value of both on-and off-balance sheet financial instruments.

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note M Income Taxes*(In Thousands)*

Significant components of the provision for income taxes (benefits) are as follows:

	Year Ended December 31,		
	2012	2011	2010
Current			
Federal	\$ 24,512	\$ 10,655	\$ 5,268
State	432	886	
	24,944	11,541	5,268
Deferred			
Federal	(16,093)	(2,300)	8,392
State	(2,023)	(198)	1,358
	(18,116)	(2,498)	9,750
	\$ 6,828	\$ 9,043	\$ 15,018

The reconciliation of income taxes computed at the United States federal statutory tax rates to the provision for income taxes is as follows:

	Year Ended December 31,		
	2012	2011	2010
Tax at U.S. statutory rate	\$ 11,713	\$ 12,136	\$ 16,343
Increase (decrease) in taxes resulting from:			
Tax-exempt interest income	(2,825)	(2,831)	(2,104)
BOLI income	(1,179)	(988)	(908)
Investment tax credits	(921)	(199)	(199)
Amortization of investment in low-income housing tax credits	2,083		
State income tax (benefit) expense, net of federal benefit	(775)	9	554
(Decrease)/increase to valuation allowance	(816)	(61)	804
Other items, net	(452)	977	528
	\$ 6,828	\$ 9,043	\$ 15,018

Significant components of the Company's deferred tax assets and liabilities at December 31, 2012 and 2011 are as follows:

	2012	2011
Deferred tax assets		
Allowance for loan losses	\$ 20,207	\$ 16,027

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Purchase accounting adjustments	7,850	14,339
Deferred compensation	9,108	8,269
Net unrealized losses on securities	28	796
Impairment of assets	4,821	4,992
State net operating loss carryforwards	317	1,133
Other	6,555	4,899
Gross deferred tax assets	48,886	50,455
Valuation allowance on state net operating loss carryforwards	(317)	(1,133)
Total deferred tax assets	48,569	49,322
Deferred tax liabilities		
Basis difference in acquired assets	12,196	31,246
Investment in partnerships	2,943	3,200
Core deposit intangible	1,056	1,072
Depreciation	2,870	1,135
Other	459	2,298
Total deferred tax liabilities	19,524	38,951
Net deferred tax assets	\$ 29,045	\$ 10,371

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note M Income Taxes (continued)

The Company and its subsidiaries file a consolidated U.S. federal income tax return. The Company is currently open to audit under the statute of limitations by the Internal Revenue Service for the years ending December 31, 2009 through 2011. The Company and its subsidiaries' state income tax returns are open to audit under the statute of limitations for the years ended December 31, 2009 through 2011.

A reconciliation of the beginning and ending amount of unrecognized tax benefits, excluding interest, related to federal and state income tax matters as of December 31 is as follows:

	2012	2011	2010
Balance at January 1	\$ 1,423	\$ 1,801	\$ 562
Additions based on positions related to current period	300	469	982
Additions based on positions related to prior period			425
Reductions based on positions related to prior period			
Settlements		(716)	
Reductions due to lapse of statute of limitations		(131)	(168)
Balance at December 31	\$ 1,723	\$ 1,423	\$ 1,801

If ultimately recognized, the Company does not anticipate any material increase in the effective tax rate for 2012 relative to any tax positions taken prior to January 1, 2012. The Company had accrued \$446, \$364 and \$477 for interest and penalties related to unrecognized tax benefits as of December 31, 2012, 2011 and 2010, respectively.

Note N Employee Benefit and Deferred Compensation Plans

(In Thousands, Except Share Data)

The Company sponsors a noncontributory defined benefit pension plan, under which participation and future benefit accruals ceased as of December 31, 1996. The Company's funding policy is to contribute annually to the plan an amount at least equal to the minimum amount determined by consulting actuaries in accordance with the requirements of the Internal Revenue Code. The Company contributed \$100 and \$60 to the pension plan for 2012 and 2011, respectively. The Company does not anticipate that a contribution will be required in 2013. The plan's accumulated benefit obligations and the projected benefit obligations are substantially the same since benefit accruals under the plan ceased at 1996 levels. The accumulated benefit obligation for the plan was \$19,428 and \$17,815 at December 31, 2012 and 2011, respectively. There is no additional minimum pension liability required to be recognized.

The Company also provides retiree health care benefits for certain employees who were employed by the Company and enrolled in the Company's health plan as of December 31, 2004. To receive benefits, an eligible employee must retire from service with the Company and its affiliates between age 55 and 65 and be credited with at least 15 years of service or with 70 points, determined as the sum of age and service at retirement. The Company periodically determines the portion of the premium to be paid by each eligible retiree and the portion to be paid by the Company. Coverage ceases when an employee attains age 65 and is eligible for Medicare. The Company also provides life insurance coverage for each retiree in the face amount of \$5 until age 70. Retirees can purchase additional insurance or continue coverage beyond age 70 at their sole expense.

The Company has accounted for its obligation related to these retiree benefits in accordance with ASC 715, Compensation - Retirement Benefits. The Company has limited its liability for the rate of increase in the per capita cost of covered benefits (i.e., health care cost trend rate) to the rate

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of inflation assumed to be 4% each year. Increasing or decreasing the assumed health care cost trend rates by one percentage point in each year would not materially increase or decrease the accumulated post-retirement benefit obligation or the service and interest cost components of net periodic post-retirement benefit costs as of December 31, 2012, and for the year then ended.

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note N Employee Benefit and Deferred Compensation Plans (continued)

Information relating to the defined benefit pension plan (Pension Benefits) and post-retirement health and life plans (Other Benefits) as of December 31, 2012 and 2011 is as follows:

	Pension Benefits		Other Benefits	
	2012	2011	2012	2011
Change in benefit obligation				
Benefit obligation at beginning of year	\$ 17,815	\$ 16,821	\$ 1,764	\$ 1,840
Service cost			23	36
Interest cost	863	914	65	80
Plan participants' contributions			96	105
Actuarial loss (gain)	1,914	1,102	(235)	(114)
Benefits paid	(1,164)	(1,022)	(170)	(183)
Benefit obligation at end of year	\$ 19,428	\$ 17,815	\$ 1,543	\$ 1,764
Change in fair value of plan assets				
Fair value of plan assets at beginning of year	\$ 15,426	\$ 15,938		
Actual return on plan assets	1,646	450		
Contribution by employer	100	60		
Benefits paid	(1,164)	(1,022)		
Fair value of plan assets at end of year	\$ 16,008	\$ 15,426		
Funded status at end of year	\$ (3,420)	\$ (2,389)	\$ (1,543)	\$ (1,764)

Weighted-average assumptions as of December 31

Discount rate	3.90%	5.06%	3.04%	4.61%
Expected return on plan assets	8.00%	8.00%	N/A	N/A

The plan expense for the defined benefit pension and post-retirement health and life plans for the year ended December 31, 2012, 2011 and 2010 is as follows:

	Pension Benefits			Other Benefits		
	2012	2011	2010	2012	2011	2010
Components of net periodic benefit cost (income)						
Service cost	\$	\$	\$	\$ 23	\$ 36	\$ 35
Interest cost	862	914	944	65	80	94
Expected return on plan assets	(1,192)	(1,230)	(1,149)			
Prior service cost recognized						
Recognized actuarial loss	355	303	308	73	140	155
Net periodic benefit cost	\$ 25	\$ (13)	\$ 103	\$ 161	\$ 256	\$ 284

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Future estimated benefit payments under the defined benefit pension plan and post-retirement health and life plan are as follows:

	Pension Benefits	Other Benefits
2013	\$ 1,211	\$ 165
2014	1,250	170
2015	1,255	190
2016	1,324	163
2017	1,304	150
Thereafter	6,730	656

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note N Employee Benefit and Deferred Compensation Plans (continued)

Amounts recognized in accumulated other comprehensive income, net of tax, for the year ended December 31, 2012 are as follows:

	Pension Benefits	Other Benefits
Prior service cost	\$	\$
Actuarial loss	(6,884)	(361)
Total	\$ (6,884)	\$ (361)

The estimated costs that will be amortized from accumulated other comprehensive income into net periodic cost over the next fiscal year are as follows:

	Pension Benefits	Other Benefits
Prior service cost	\$	\$
Actuarial loss	404	63
Total	\$ 404	\$ 63

The investment objective for the pension or defined benefit plan is to achieve above average income and moderate long term growth. An investment committee appointed by management seeks to accomplish this objective by combining an equity income strategy (approximately 60%), which generally invests in larger capitalization common stocks, and an intermediate fixed income strategy (approximately 40%), which generally invests in U.S. Government securities and investment grade corporate bonds. It is the committee's intent to give the investment managers flexibility within the overall guidelines with respect to investment decisions and their timing. However, significant modifications of any previously approved investments or anticipated use of derivatives to execute investment strategies must be approved by the committee.

The plan's expected long-term rate of return was estimated using market benchmarks for investment classes applied to the plan's target asset allocation. The expected return on investment classes was computed using a valuation methodology which projected future returns based on current equity valuations rather than historical returns.

The fair values of the Company's defined benefit pension plan assets by category at December 31, 2012 and 2011 follow below. Equity securities consist primarily of common stocks of both U.S. companies and international companies that are traded in active markets and are valued based on quoted market prices of identical assets. Fixed income securities consist of U.S. Government securities and investment grade corporate bonds. The fair values of these instruments are based on quoted market prices of similar instruments or a discounted cash flow model.

Quoted Prices In Active Markets	Significant Other	Significant Unobservable	Totals
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	for Identical Assets (Level 1)	Observable Inputs (Level 2)	Inputs (Level 3)
December 31, 2012			
Cash and cash equivalents	\$ 430	\$	\$ 430
Equity securities:			
U.S. large cap companies	3,059		3,059
U.S. mid cap companies	3,490		3,490
U.S. small cap companies	1,980		1,980
International companies	1,177		1,177
Fixed income securities:			
U.S. government bonds		2,458	2,458
Other corporate bonds		3,414	3,414
	\$ 10,136	\$ 5,872	\$ 16,008

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note N Employee Benefit and Deferred Compensation Plans (continued)

	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Totals
December 31, 2011				
Cash and cash equivalents	\$ 335	\$	\$	\$ 335
Equity securities:				
U.S. large cap companies	3,207			3,207
U.S. mid cap companies	3,447			3,447
U.S. small cap companies	1,988			1,988
International companies	1,048			1,048
Fixed income securities:				
U.S. government bonds		2,722		2,722
Other corporate bonds		2,679		2,679
	\$ 10,025	\$ 5,401	\$	\$ 15,426

The Company maintains a 401(k) plan, which is a contributory plan. Employees may contribute pre-tax earnings, subject to a maximum established annually by the IRS. The Company matches employee deferrals, up to 4% of compensation. The Company also makes a nondiscretionary contribution for each eligible employee in an amount equal to 5% of plan compensation and 5% of plan compensation in excess of the Social Security wage base. Employees are automatically enrolled in the plan when employment commences. Company contributions are allocated to participants who are employed on the last day of each plan year and credited with 1,000 hours of service during the year. The Company's costs related to the 401(k) plan, excluding employee deferrals, in 2012, 2011 and 2010 were \$4,645, \$4,228 and \$3,443, respectively.

The Company adopted the Performance Based Rewards incentive compensation plan on January 1, 2001, under which annual cash bonuses are paid to eligible officers and employees, subject to the attainment of designated performance criteria. The Company designates minimum levels of performance for all applicable profit centers and rewards employees on performance over the minimum level. The expense associated with the plan for 2012 and 2010 was \$1,953 and \$1,409, respectively. The Company did not make any payments under the plan during 2011 and thus did not incur any expense. In 2011, one of the performance metrics was satisfied. However, the performance metric was met due to the gain recognized from the American Trust acquisition. Therefore, the Board of Directors' compensation committee exercised its discretion to determine that no cash bonuses would be paid based on the occurrence of an extraordinary event.

The Company maintains three deferred compensation plans: a Deferred Stock Unit Plan and two conventional deferred compensation plans. Nonemployee directors may defer all or any portion of their fees and retainer to the Deferred Stock Unit Plan or the deferred compensation plan maintained for their benefit. Officers may defer base salary and bonus to the Deferred Stock Unit Plan or salary to the deferred compensation plan maintained for their benefit, subject to limits that are determined annually by the Company. Amounts credited to the Deferred Stock Unit Plan are invested in units representing shares of the Company's common stock. Amounts credited to the conventional deferred compensation plans are invested at the discretion of each participant from among designated investment alternatives. Directors and officers who participated in these deferred compensation plans on or before December 31, 2006, may invest in a preferential interest rate investment that is derived from the Moody's Average Corporate Bond Rate, adjusted monthly, and the beneficiaries of participants in the deferred compensation plans as of such date may receive a preretirement death benefit in excess of the amounts credited to plan accounts at the time of death. All of the Company's deferred compensation plans are unfunded. It is anticipated that the two conventional deferred compensation plans will result in no additional cost to the Company because life insurance policies on the lives of the participants have been purchased in amounts estimated to be sufficient to

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pay plan benefits. The Company is both the owner and beneficiary of the life insurance policies. The expense recorded in 2012, 2011 and 2010 for the Company's deferred compensation plans, inclusive of deferrals, was \$1,573, \$1,393 and \$1,523, respectively.

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note N Employee Benefit and Deferred Compensation Plans (continued)

The Company assumed four supplemental executive retirement plans (SERPs) in connection with the merger with Capital. The SERPs were established by Capital to provide supplemental retirement benefits. The plans provide four officers of the Company specified annual benefits based upon a projected retirement date. These benefits are payable for a 15-year period after retirement. The supplemental executive retirement liabilities totaled \$2,451 and \$2,073 at December 31, 2012 and 2011, respectively. The plans are not qualified under Section 401 of the Internal Revenue Code.

At December 31, 2012, an aggregate of 1,635,555 common shares were reserved for issuance under the Company's employee benefit plans.

In March 2011, the Company adopted a long-term equity incentive plan, which provides for the grant of stock options and restricted stock. The plan replaced the long-term incentive plan adopted in 2001 as the prior plan expired in October 2011. The Company issues shares of treasury stock to satisfy stock options exercised or restricted stock granted under the plan. Options granted under the plan allow participants to acquire shares of the Company's common stock at a fixed exercise price and expire ten years after the grant date. Options vest and become exercisable in installments over a three-year period measured from the grant date. Options that have not vested are forfeited and cancelled upon the termination of a participant's employment. The Company recorded compensation expense of \$538, \$486 and \$388 for the years ended December 31, 2012, 2011 and 2010, respectively, for options granted under the plan.

The fair value of each option grant was estimated on the grant date using the Black-Scholes option-pricing model with the following assumptions for each option grant:

	2012 Grant	2011 Grant	2010 Grant
Dividend yield	4.55%	4.02%	4.74%
Expected volatility	37%	36%	34%
Risk-free interest rate	0.79%	1.97%	2.48%
Expected lives	6 years	6 years	6 years
Weighted average fair value	\$ 3.10	\$ 3.93	\$ 3.01

The total intrinsic value of options exercised during the years ended December 31, 2012, 2011 and 2010 was \$757, \$8 and \$178, respectively. Unrecognized stock-based compensation expense related to stock options and restricted stock totaled \$578 and \$50, respectively, at December 31, 2012. At such date, the weighted average period over which this unrecognized expense is expected to be recognized was approximately 1.3 years and 1.0 years for stock options and restricted stock, respectively. The following table summarizes information about options issued under the long-term equity incentive plan as of and for the year ended December 31, 2012:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life	Aggregate Intrinsic Value
Outstanding at beginning of year	1,327,275	\$ 18.77		
Granted	172,000	14.96		
Exercised	(163,652)	13.54		
Forfeited	(56,375)	21.81		

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Outstanding at end of year	1,279,248	\$	18.79	5.14	\$	2,838
Exercisable at end of year	949,082	\$	19.92	4.01	\$	1,646

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note N Employee Benefit and Deferred Compensation Plans (continued)

The Company awards performance-based restricted stock to executives and time-based restricted stock to directors and other officers and employees under the 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 upon the Company 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 Company recorded compensation expense of \$830, \$134 and \$364 for the years ended December 31, 2012, 2011 and 2010, respectively, for restricted stock awarded under the plan. The following table summarizes the changes in restricted stock as of and for the year ended December 31, 2012:

	Performance- Based Restricted Stock	Weighted Average Grant-Date Fair Value	Time- Based Restricted Stock	Weighted Average Grant-Date Fair Value
Nonvested at beginning of year		\$	1,500	\$ 14.22
Granted	39,800 ⁽¹⁾	14.96	9,684	15.49
Vested	(37,800)	14.96	(1,500)	14.22
Cancelled	(2,000)			
Nonvested at end of year		\$	9,684	\$ 15.49

⁽¹⁾ In January 2012, the Company awarded 34,000 shares of performance-based restricted stock based on the target level of performance goals. The Company exceeded the financial performance measures for the award; therefore, an additional 3,800 shares were issued for a total award of 37,800 shares.

Note O Restrictions on Cash, Bank Dividends, Loans or Advances*(In Thousands)*

Renasant Bank is required to maintain minimum average balances with the Federal Reserve. At December 31, 2012 and 2011, Renasant Bank's reserve requirements with the Federal Reserve were \$31,259 and \$27,243, respectively, with which it was in full compliance.

The Company's ability to pay dividends to its shareholders is substantially dependent on the ability of Renasant Bank to transfer funds to the Company in the form of dividends, loans and advances. Under Mississippi law, a Mississippi bank may not pay dividends unless its earned surplus is in excess of three times capital stock. A Mississippi bank with earned surplus in excess of three times capital stock may pay a dividend, subject to the approval of the Mississippi Department of Banking and Consumer Finance. Accordingly, the approval of this supervisory authority is required prior to Renasant Bank paying dividends to the Company.

Federal Reserve regulations also limit the amount Renasant Bank may loan to the Company unless such loans are collateralized by specific obligations. At December 31, 2012, the maximum amount available for transfer from Renasant Bank to the Company in the form of loans was \$41,772. As of December 31, 2012, Company borrowings from Renasant Bank totaled \$1,500.

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note P Regulatory Matters*(In Thousands)*

Renasant Bank is subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory, and possibly additional discretionary, actions by regulators that, if undertaken, could have a direct material effect on Renasant Bank's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, Renasant Bank must meet specific capital guidelines that involve quantitative measures of Renasant Bank's assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. Renasant Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

The Federal Reserve, the FDIC and the Office of the Comptroller of the Currency have issued guidelines governing the levels of capital that banks must maintain. Those guidelines specify capital tiers, which include the following classifications:

Capital Tiers	Tier 1 Capital to Average Assets (Leverage)	Tier 1 Capital to Risk Weighted Assets	Total Capital to Risk Weighted Assets
Well capitalized	5% or above	6% or above	10% or above
Adequately capitalized	4% or above	4% or above	8% or above
Undercapitalized	Less than 4%	Less than 4%	Less than 8%
Significantly undercapitalized	Less than 3%	Less than 3%	Less than 6%
Critically undercapitalized		2% or less	

As of December 31, 2012, Renasant Bank met all capital adequacy requirements to which it is subject. Also, as of December 31, 2012, the most recent notification from the FDIC categorized Renasant Bank as well capitalized under the regulatory framework for prompt corrective action. There are no conditions or events since that notification that management believes have changed Renasant Bank's category.

The following table provides the capital and risk-based capital and leverage ratios for the Company and for Renasant Bank as of December 31:

	2012		2011	
	Amount	Ratio	Amount	Ratio
Renasant Corporation				
Tier 1 Capital to Average Assets (Leverage)	\$ 388,362	9.86%	\$ 375,829	9.44%
Tier 1 Capital to Risk-Weighted Assets	388,362	12.74%	375,829	13.32%
Total Capital to Risk-Weighted Assets	426,877	14.00%	411,208	14.58%
Renasant Bank				
Tier 1 Capital to Average Assets (Leverage)	\$ 379,602	9.67%	\$ 368,087	9.26%
Tier 1 Capital to Risk-Weighted Assets	379,602	12.47%	368,087	13.07%
Total Capital to Risk-Weighted Assets	417,717	13.73%	403,407	14.32%

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note Q Segment Reporting

(In Thousands)

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

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 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 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

Note Q Segment Reporting (continued)

The following table provides financial information for our operating segments as of and for the years ended December 31, 2012, 2011 and 2010:

	Community Banks	Insurance	Wealth Management	Other	Consolidated
2012:					
Net interest income	\$ 134,463	\$ 96	\$ 1,326	\$ (2,547)	\$ 133,338
Provision for loan losses	18,172		(47)		18,125
Noninterest income	57,594	4,049	6,984	84	68,711
Noninterest expense	140,244	3,149	6,491	575	150,459
Income before income taxes	33,641	996	1,866	(3,038)	33,465
Income taxes	7,202	386	400	(1,160)	6,828
Net income (loss)	\$ 26,439	\$ 610	\$ 1,466	\$ (1,878)	\$ 26,637
Total assets	\$ 4,117,998	\$ 12,094	\$ 38,971	\$ 9,553	\$ 4,178,616
Goodwill	182,076	2,783			184,859
2011:					
Net interest income	\$ 130,140	\$ 112	\$ 1,297	\$ (2,263)	\$ 129,286
Provision for loan losses	22,381		(31)		22,350
Noninterest income	55,310	3,812	5,487	90	64,699
Noninterest expense	128,850	2,958	4,741	411	136,960
Income before income taxes	34,219	966	2,074	(2,584)	34,675
Income taxes	9,118	375	539	(989)	9,043
Net income (loss)	\$ 25,101	\$ 591	\$ 1,535	\$ (1,595)	\$ 25,632
Total assets	\$ 4,144,940	\$ 10,645	\$ 40,852	\$ 5,571	\$ 4,202,008
Goodwill	182,096	2,783			184,879
2010:					
Net interest income	\$ 106,855	\$ 121	\$ 1,236	\$ (3,006)	\$ 105,206
Provision for loan losses	30,658		7		30,665
Noninterest income	85,181	3,688	3,702	121	92,692
Noninterest expense	113,814	2,912	3,441	373	120,540
Income before income taxes	47,564	897	1,490	(3,258)	46,693
Income taxes	15,431	348	485	(1,246)	15,018
Net income (loss)	\$ 32,133	\$ 549	\$ 1,005	\$ (2,012)	\$ 31,675
Total assets	\$ 4,242,606	\$ 9,809	\$ 39,310	\$ 5,602	\$ 4,297,327

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Goodwill	182,096	2,783	184,879
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In connection with the FDIC-assisted acquisitions of American Trust in 2011 and Crescent in 2010, the Company recognized gains on acquisitions of \$8,774 in 2011 and \$42,211 in 2010, which are included in Noninterest income for the Community Banks segment in the table above.

In connection with the acquisition of the RBC Bank (USA) trust division in 2011, the Company recognized a gain on acquisition of \$570, which is included in Noninterest income for the Wealth Management segment in the table above.

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note R Fair Value Measurements

(In Thousands)

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.

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:

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 actively 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 including 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

Note R Fair Value Measurements (continued)

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
December 31, 2012				
Financial assets:				
Securities available for sale:				
Obligations of other U.S. Government agencies and corporations	\$	\$ 2,442	\$	\$ 2,442
Residential mortgage-backed securities:				
Government agency mortgage backed securities		144,817		144,817
Government agency collateralized mortgage obligations		117,521		117,521
Commercial mortgage-backed securities:				
Government agency mortgage backed securities		45,058		45,058
Government agency collateralized mortgage obligations		5,407		5,407
Trust preferred securities			15,068	15,068
Other debt securities		22,930		22,930
Other equity securities		3,068		3,068
Total securities available for sale		341,243	15,068	356,311
Derivative instruments:				
Interest rate contracts		3,083		3,083
Interest rate lock commitments		1,571		1,571
Total derivative instruments		4,654		4,654
Mortgage loans held for sale		34,845		34,845
Total financial assets	\$	\$ 380,742	\$ 15,068	\$ 395,810
Financial liabilities:				
Derivative instruments:				
Interest rate swap	\$	\$ 2,164	\$	\$ 2,164
Interest rate contracts		3,152		3,152
Forward commitments		198		198
Total derivative instruments		5,514		5,514
Total financial liabilities	\$	\$ 5,514	\$	\$ 5,514

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note R Fair Value Measurements (continued)

	Level 1	Level 2	Level 3	Totals
December 31, 2011				
Financial assets:				
Securities available for sale:				
Obligations of other U.S. Government agencies and corporations	\$	\$ 17,395	\$	\$ 17,395
Residential mortgage-backed securities:				
Government agency mortgage backed securities		230,667		230,667
Government agency collateralized mortgage obligations		136,987		136,987
Commercial mortgage-backed securities:				
Government agency mortgage backed securities		36,669		36,669
Government agency collateralized mortgage obligations		5,316		5,316
Trust preferred securities		0	12,785	12,785
Other debt securities		21,875		21,875
Other equity securities		0	2,237	2,237
Total securities available for sale		448,909	15,022	463,931
Derivative instruments:				
Interest rate contracts		2,132		2,132
Interest rate lock commitments		1,197		1,197
Total derivative instruments		3,329		3,329
Total financial assets	\$	\$ 452,238	\$ 15,022	\$ 467,260
Financial liabilities:				
Derivative instruments:				
Interest rate contracts	\$	\$ 2,063	\$	\$ 2,063
Forward commitments		427		427
Total derivative instruments		2,490		2,490
Total financial liabilities	\$	\$ 2,490	\$	\$ 2,490

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. Because the inputs that were significant to the valuation of the Company's investments in other equity securities were observable in active markets, these securities were reclassified into Level 2 within the fair value hierarchy as of September 30, 2012. There were no such transfers between levels of the fair value hierarchy during 2011.

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note R Fair Value Measurements (continued)

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:

	Securities available for sale		
	Trust preferred securities	Other equity securities	Total
Balance at January 1, 2011	\$ 1,433	\$ 29,841	\$ 31,274
Realized gains (losses) included in net income	(256)	212	(44)
Unrealized gains (losses) included in other comprehensive income	10,394	(270)	10,124
Capitalization of interest	1,214		1,214
Additions through acquisition		1,194	1,194
Sales			
Issues			
Settlements		(4,037)	(4,037)
Transfers into Level 3			
Transfers out of Level 3		(24,703)	(24,703)
Balance at December 31, 2011	\$ 12,785	\$ 2,237	\$ 15,022
Realized gains (losses) included in net income		14	14
Unrealized gains (losses) included in other comprehensive income	4,081	782	4,863
Reclassification adjustment	(952)		(952)
Sales			
Issues			
Settlements	(846)		(846)
Transfers into Level 3			
Transfers out of Level 3		(3,033)	(3,033)
Balance at December 31, 2012	\$ 15,068	\$	\$ 15,068

For 2012 and 2011, 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 December 31, 2012 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	\$ 15,068	Discounted cash flows	Default rate	0-100%

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note R Fair Value Measurements (continued)*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 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:

	Level 1	Level 2	Level 3	Totals
December 31, 2012				
Impaired loans	\$	\$	\$ 20,178	\$ 20,178
OREO			33,761	33,761
Total	\$	\$	\$ 53,939	\$ 53,939

	Level 1	Level 2	Level 3	Totals
December 31, 2011				
Impaired loans	\$	\$	\$ 38,064	\$ 38,064
OREO			23,945	23,945
Total	\$	\$	\$ 62,009	\$ 62,009

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

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 year ended December 31, 2012 and 2011, respectively. Impaired loans not covered under loss-share agreements that were measured or re-measured at fair value had a carrying value of \$27,149 and \$46,596 at December 31, 2012 and December 31, 2011, respectively, and a specific reserve for these loans of \$6,971 and \$8,532 was included in the allowance for loan losses for the same periods ended.

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 at 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.

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note R Fair Value Measurements (continued)

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:

	December 31, 2012	December 31, 2011
OREO covered under loss-share agreements:		
Carrying amount prior to remeasurement	\$ 19,254	\$ 7,111
Impairment recognized in results of operations	(901)	(305)
Increase in FDIC loss-share indemnification asset	(3,602)	(1,221)
Receivable from other guarantor	(41)	
Fair value	\$ 14,710	\$ 5,585
OREO not covered under loss-share agreements:		
Carrying amount prior to remeasurement	\$ 22,277	\$ 25,252
Impairment recognized in results of operations	(3,226)	(6,892)
Fair value	\$ 19,051	\$ 18,360

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 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 December 31, 2012 and 2011, respectively, and no impairment charges were recognized in earnings during 2012 or 2011.

The following table presents information as of December 31, 2012 about significant unobservable inputs (Level 3) used in the valuation of assets measured at fair value on a nonrecurring basis:

Financial instrument	Fair Value	Valuation Technique	Significant Unobservable Inputs	Range of Inputs
Impaired loans	\$ 20,178	Appraised value of collateral less estimated costs to sell	Estimated costs to sell	4-10%
OREO	\$ 33,761	Appraised value of property less estimated costs to sell	Estimated costs to sell	4-10%

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note R Fair Value Measurements (continued)*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.

Net gains of \$402 resulting from fair value changes of these mortgage loans were recorded in income during 2012. 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 is 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:

	Aggregate Fair Value	Aggregate Unpaid Principal Balance	Difference
December 31, 2012			
Mortgage loans held for sale measured at fair value	\$ 34,845	\$ 34,002	\$ 843
Past due loans of 90 days or more			
Nonaccrual loans			

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note R Fair Value Measurements (continued)*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:

	Carrying Value	Fair Value			Total
		Level 1	Level 2	Level 3	
December 31, 2012					
Financial assets					
Cash and cash equivalents	\$ 132,420	\$ 132,420	\$	\$	\$ 132,420
Securities held to maturity	317,766		334,475		334,475
Securities available for sale	356,311		341,243	15,068	356,311
Mortgage loans held for sale	34,845		34,845		34,845
Loans covered under loss-share agreements	237,088			235,890	235,890
Loans not covered under loss-share agreements, net	2,528,818			2,452,937	2,452,937
FDIC loss-share indemnification asset	44,153			44,153	44,153
Derivative instruments	4,654		4,654		4,654
Financial liabilities					
Deposits	\$ 3,461,221	\$ 2,268,568	\$ 1,200,785	\$	\$ 3,469,353
Short-term borrowings	5,254	5,254			5,254
Federal Home Loan Bank advances	83,843		99,870		99,870
Junior subordinated debentures	75,609		27,985		27,985
Derivative instruments	5,514		5,514		5,514

	Carrying Value	Fair Value
December 31, 2011		
Financial assets		
Cash and cash equivalents	\$ 209,017	\$ 209,017
Securities held to maturity	332,410	344,618
Securities available for sale	463,931	463,931
Mortgage loans held for sale	28,222	28,222
Loans covered under loss-share agreements	339,462	351,318
Loans not covered under loss-share agreements, net	2,197,282	2,220,159
FDIC loss-share indemnification asset	107,754	107,754
Derivative instruments	3,329	3,329
Financial liabilities		
Deposits	\$ 3,412,237	\$ 3,420,775
Short-term borrowings	11,485	11,485
Federal Home Loan Bank advances	117,454	127,976
Junior subordinated debentures	75,770	28,832

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TLGP Senior Note	50,000	50,384
Derivative instruments	2,490	2,490

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note R Fair Value Measurements (continued)

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, 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.

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.

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TLGP Senior Note: The fair value for the Company's senior note guaranteed by the FDIC under the TLGP is determined by discounting the future cash flows using the current market rate. The outstanding balance of the Company's TLGP note was paid in full in March 2012.

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note S 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. In the first quarter of 2011, the Company began entering 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 December 31, 2012, the Company had notional amounts of \$81,879 on interest rate contracts with corporate customers and \$81,879 in offsetting interest rate contracts with other financial institutions to mitigate the Company's rate exposure on its corporate customers' contracts.

In March and April 2012, the Company entered into two interest rate swap agreements effective March 30, 2014 and March 17, 2014, respectively. Beginning on the respective effective date, the Company will receive a variable rate of interest based on the three-month LIBOR plus a pre-determined spread and pay 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. The interest rate swaps had a total fair value of \$(2,164) at December 31, 2012.

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. Deferred gains related to the swaps of \$503, \$610, and \$363 were amortized into net interest income for the years ended December 31, 2012, 2011 and 2010, respectively.

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 \$72,757 and \$56,217 at December 31, 2012 and 2011, 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 \$100,000 and \$42,074 at December 31, 2012 and 2011, respectively.

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note S Derivative Instruments (continued)

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

	Balance Sheet Location	Fair Value December 31,	
		2012	2011
Derivative assets:			
Not designated as hedging instruments:			
Interest rate contracts	Other Assets	\$ 3,083	\$ 2,132
Interest rate lock commitments	Other Assets	1,571	1,197
Totals		\$ 4,654	\$ 3,329
Derivative liabilities:			
Designated as hedging instruments:			
Interest rate swap	Other Liabilities	\$ 2,164	\$
Totals		\$ 2,164	\$
Not designated as hedging instruments:			
Interest rate contracts	Other Liabilities	\$ 3,152	\$ 2,063
Forward commitments	Other Liabilities	198	427
Totals		\$ 3,350	\$ 2,490

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

	Year Ended December 31,		
	2012	2011	2010
Derivatives designated as cash flow hedging instruments:			
Interest rate contracts:			
Included in interest income on loans	\$ 503	\$ 610	\$ 915
Included in interest expense on borrowings			(225)
Total	\$ 503	\$ 610	\$ 690
Derivatives not designated as hedging instruments:			
Interest rate contracts:			
Included in interest income on loans	\$ 2,345	\$ 994	\$ 86
Included in other noninterest expense	(69)		

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Interest rate lock commitments:

Included in gains on sales of mortgage loans held for sale	375	881	71
Forward commitments			
Included in gains on sales of mortgage loans held for sale	(3,550)	(427)	
Total	\$ (899)	\$ 1,448	\$ 157

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note T Renasant Corporation (Parent Company Only) Condensed Financial Information*(In Thousands)***Balance Sheets**

	December 31,	
	2012	2011
Assets		
Cash and cash equivalents ⁽¹⁾	\$ 3,883	\$ 4,724
Investments	6,568	2,237
Investment in bank subsidiary ⁽¹⁾	563,345	552,524
Accrued interest receivable on bank balances ⁽¹⁾	9	16
Stock options receivable ⁽¹⁾	102	620
Other assets	4,048	3,381
Total assets	\$ 577,955	\$ 563,502
Liabilities and shareholders equity		
Junior subordinated debentures	\$ 75,609	\$ 75,770
Intercompany borrowed funds ⁽¹⁾	1,500	
Accrued interest payable on intercompany borrowed funds ⁽¹⁾	21	
Other liabilities	2,617	530
Shareholders equity	498,208	487,202
Total liabilities and shareholders equity	\$ 577,955	\$ 563,502

⁽¹⁾ Eliminates in consolidation**Statements of Income**

	Year Ended December 31,		
	2012	2011	2010
Income			
Dividends from bank subsidiary ⁽¹⁾	\$ 18,117	\$ 17,071	\$ 15,709
Interest income from bank subsidiary ⁽¹⁾	16	30	47
Other dividends	114	81	91
Other income	22	202	35
Total income	18,269	17,384	15,882
Expenses	3,190	2,898	3,431

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Income before income tax benefit and equity in undistributed net income of bank subsidiary	15,079	14,486	12,451
Income tax benefit	(1,160)	(989)	(1,246)
Equity in undistributed net income of bank subsidiary ⁽¹⁾	10,398	10,157	17,978
Net income	\$ 26,637	\$ 25,632	\$ 31,675

⁽¹⁾ Eliminates in consolidation

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note T Renasant Corporation (Parent Company Only) Condensed Financial Information (continued)**Statements of Cash Flows**

	Year Ended December 31,		
	2012	2011	2010
Operating activities			
Net income	\$ 26,637	\$ 25,632	\$ 31,675
Adjustments to reconcile net income to net cash provided by operating activities:			
Equity in undistributed net income of bank subsidiary	(10,398)	(10,157)	(17,978)
Amortization	(161)	(350)	(160)
(Increase) decrease in other assets	(418)	183	503
Increase in other liabilities	2,139	590	640
Net cash provided by operating activities	17,799	15,898	14,680
Investing activities			
Purchase of securities held to maturity	(3,500)		
Purchase of securities available for sale	(15)		(1,000)
Investment in subsidiaries		(15,000)	(35,000)
Net cash used in investing activities	(3,515)	(15,000)	(36,000)
Financing activities			
Cash paid for dividends	(17,117)	(17,071)	(15,709)
Cash received on exercise of stock-based compensation	548	218	126
Excess tax(expense) benefits from exercise of stock options	(56)		5
Proceeds from advances from bank subsidiary	1,500		
Proceeds from equity offering			51,832
Net cash (used in) provided by financing activities	(15,125)	(16,853)	36,254
(Decrease) increase in cash and cash equivalents	(841)	(15,955)	14,934
Cash and cash equivalents at beginning of year	4,724	20,679	5,745
Cash and cash equivalents at end of year	\$ 3,883	\$ 4,724	\$ 20,679

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note U Quarterly Results of Operations*(In Thousands, Except Share Data) (Unaudited)*

The following table sets forth a summary of the unaudited quarterly results of operations.

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
2012				
Interest income	\$ 40,505	\$ 39,978	\$ 39,154	\$ 39,676
Interest expense	7,662	6,568	6,022	5,723
Net interest income	32,843	33,410	33,132	33,953
Provision for loan losses	4,800	4,700	4,625	4,000
Noninterest income	16,387	16,238	18,014	18,072
Noninterest expense	36,621	36,710	38,631	38,497
Income before income taxes	7,809	8,238	7,890	9,528
Income taxes	1,835	1,893	853	2,247
Net income	\$ 5,974	\$ 6,345	\$ 7,037	\$ 7,281
Basic earnings per share	\$ 0.24	\$ 0.25	\$ 0.28	\$ 0.29
Diluted earnings per share	\$ 0.24	\$ 0.25	\$ 0.28	\$ 0.29
2011				
Interest income	\$ 43,843	\$ 43,819	\$ 41,981	\$ 41,044
Interest expense	12,707	11,153	9,070	8,471
Net interest income	31,136	32,666	32,911	32,573
Provision for loan losses	5,500	5,350	5,500	6,000
Noninterest income	20,995	12,380	18,395	12,929
Noninterest expense	35,993	31,645	36,958	32,364
Income before income taxes	10,638	8,051	8,848	7,138
Income taxes	3,085	2,294	2,316	1,348
Net income	\$ 7,553	\$ 5,757	\$ 6,532	\$ 5,790
Basic earnings per share	\$ 0.30	\$ 0.23	\$ 0.26	\$ 0.23
Diluted earnings per share	\$ 0.30	\$ 0.23	\$ 0.26	\$ 0.23

Refer to Note B, Mergers and Acquisitions, above for a discussion of the Bank's acquisition of specified assets and assumption of specified liabilities of American Trust in the first quarter of 2011 and the acquisition of RBC (USA) Trust Division in the third quarter of 2011. The

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Company recognized gains on sales of securities available for sale of \$5,041 during the third quarter of 2011, and \$904 and \$869 in the first and second quarters of 2012, respectively. The gains are included in Noninterest income in the table above.

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note V Other Comprehensive Income*(In Thousands)*

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

	Pre-Tax	Tax Expense (Benefit)	Net of Tax
Year Ended December 31, 2012			
Securities available for sale:			
Unrealized holding gains on securities	\$ 5,351	\$ 2,046	\$ 3,305
Non-credit related portion of other-than-temporary impairment on securities			
Reclassification adjustment for gains realized in net income	(1,894)	(724)	(1,170)
Amortization of unrealized holding gains on securities transferred to the held to maturity category	(567)	(217)	(350)
Total securities available for sale	2,890	1,105	1,785
Derivative instruments:			
Unrealized holding losses on derivative instruments	(2,164)	(828)	(1,336)
Reclassification adjustment for gains realized in net income	(503)	(192)	(311)
Total derivative instruments	(2,667)	(1,020)	(1,647)
Defined benefit pension and post-retirement benefit plans:			
Net loss arising during the period	(1,225)	(469)	(756)
Amortization of net actuarial loss recognized in net periodic pension cost	428	164	264
Total defined benefit pension and post-retirement benefit plans	(797)	(305)	(492)
Total other comprehensive loss	\$ (574)	\$ (220)	\$ (354)
Year Ended December 31, 2011			
Securities available for sale:			
Unrealized holding gains on securities	\$ 36,346	\$ 13,903	\$ 22,443
Non-credit related portion of other-than-temporary impairment on securities			
Reclassification adjustment for gains realized in net income	(15,183)	(5,807)	(9,376)
Amortization of unrealized holding gains on securities transferred to the held to maturity category	(4,795)	(1,834)	(2,961)
Amortization of net actuarial loss recognized in net periodic pension cost	(1,000)	(383)	(617)
Total securities available for sale	15,368	5,879	9,489
Derivative instruments:			
Reclassification adjustment for gains realized in net income	(610)	(233)	(377)

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Total derivative instruments	(610)	(233)	(377)
Defined benefit pension and post-retirement benefit plans:			
Net loss arising during the period	(1,769)	(677)	(1,092)
Amortization of net actuarial loss recognized in net periodic pension cost	444	170	274
Total defined benefit pension and post-retirement benefit plans	(1,325)	(507)	(818)
Total other comprehensive income	\$ 13,433	\$ 5,139	\$ 8,294

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note V Other Comprehensive Income (continued)

	Pre-Tax	Tax Expense (Benefit)	Net of Tax
Year Ended December 31, 2010			
Securities available for sale:			
Unrealized holding gains on securities	\$ 3,098	\$ 1,185	\$ 1,913
Non-credit related portion of other-than-temporary impairment on securities	(13,114)	(5,016)	(8,098)
Reclassification adjustment for gains realized in net income	(3,955)	(1,513)	(2,442)
Amortization of unrealized holding gains on securities transferred to the held to maturity category	(1,020)	(390)	(630)
Total securities available for sale	(14,991)	(5,734)	(9,257)
Derivative instruments:			
Unrealized holding gains on derivative instruments	256	98	158
Reclassification adjustment for gains realized in net income	(363)	(139)	(224)
Total derivative instruments	(107)	(41)	(66)
Defined benefit pension and post-retirement benefit plans:			
Net gain arising during the period	84	32	52
Amortization of net actuarial loss recognized in net periodic pension cost	463	177	286
Total defined benefit pension and post-retirement benefit plans	547	209	338
Total other comprehensive loss	\$ (14,551)	\$ (5,566)	\$ (8,985)

The accumulated balances for each component of other comprehensive income, net of tax, at December 31 were as follows:

	2012	2011	2010
Unrealized gains (losses) on securities	\$ 17,428	\$ 15,643	\$ (3,222)
Non-credit related portion of other-than-temporary impairment on securities	(17,474)	(17,474)	(8,098)
Unrealized (losses) gains on derivative instruments	(1,211)	436	813
Unrecognized defined benefit pension and post-retirement benefit plans obligations	(7,244)	(6,752)	(5,934)
Total accumulated other comprehensive loss	\$ (8,501)	\$ (8,147)	\$ (16,441)

Note W Net Income Per Common Share

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(In Thousands, Except Share Data)

Basic and diluted net income per common share calculations are as follows:

	Year Ended December 31,		
	2012	2011	2010
Basic			
Net income applicable to common stock	\$ 26,637	\$ 25,632	\$ 31,675
Average common shares outstanding	25,108,652	25,058,381	22,842,502
Net income per common share basic	\$ 1.06	\$ 1.02	\$ 1.39
Diluted			
Net income applicable to common stock	\$ 26,637	\$ 25,632	\$ 31,675
Average common shares outstanding	25,108,652	25,058,381	22,842,502
Effect of dilutive stock-based compensation	66,340	127,750	133,586
Average common shares outstanding diluted	25,174,992	25,186,131	22,976,088
Net income per common share diluted	\$ 1.06	\$ 1.02	\$ 1.38

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Renasant Corporation and Subsidiaries

Notes to Consolidated Financial Statements

Note X Subsequent Events

Merger with First M&F Corporation

On February 7, 2013, the Company announced the signing of a definitive merger agreement pursuant to which it will acquire First M&F Corporation (First M&F), a bank holding company headquartered in Kosciusko, Mississippi, and the parent of Merchants and Farmers Bank, a Mississippi banking corporation.

According to the terms of the merger agreement, each First M&F common shareholder will receive 0.6425 shares of Renasant common stock for each share of First M&F common stock, and the merger is expected to qualify as a tax-free reorganization for First M&F shareholders. Based on Renasant's 10-day average closing price of \$19.22 per share as of February 4, 2013, the aggregate transaction value is approximately \$118.8 million.

The acquisition is expected to close in the third quarter of 2013 and is subject to regulatory approval, the approval of the shareholders of both the Company and First M&F, and other customary conditions set forth in the merger agreement. Pursuant to the terms of the merger agreement, Merchants and Farmers Bank is expected to merge with and into Renasant Bank immediately after the merger of First M&F with and into the Company.

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ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Based upon their evaluation as of December 31, 2012, our Principal Executive Officer and Principal Financial Officer have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) are effective for ensuring that information the Company is required to disclose in reports that it files or submits under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

Management's Annual Report on Internal Control over Financial Reporting and Attestation Report of Independent Registered Public Accounting Firm

The information required to be furnished pursuant to this item is set forth under the headings "Report on Management's Assessment of Internal Control over Financial Reporting" and "Reports of Independent Registered Public Accounting Firm" in the Company's Consolidated Financial Statements in Item 8, Financial Statements and Supplementary Data.

Changes in Internal Control over Financial Reporting

There were no changes to internal control over financial reporting during the fourth quarter of 2012 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

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PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Executive Officers of the Company

The information appearing under the heading "Executive Officers" in the Company's Definitive Proxy Statement for its 2013 Annual Meeting of Shareholders is incorporated herein by reference.

Code of Ethics

The Company has adopted a code of business conduct and ethics in compliance with Item 406 of Regulation S-K for the Company's principal executive officer, principal financial officer, principal accounting officer and controller. The Company's Code of Ethics is available on its website at www.renasant.com by clicking on "Corporate Overview," and then "Governance Documents," and then "Code of Ethics." Any person may request a free copy of the Code of Ethics from the Company by sending a request to the following address: Renasant Corporation, 209 Troy Street, Tupelo, Mississippi, 38804-4827, Attention: Director of Investor Relations. The Company intends to satisfy the disclosure requirement under Item 5.05(c) of Form 8-K regarding an amendment to, or waiver from, a provision of the Company's Code of Ethics by posting such information on its website, at the address specified above.

Directors of the Company, Shareholder Recommendations of Director Candidates, Audit Committee Members and Section 16(a) Beneficial Ownership Reporting Compliance

The information appearing under the headings "Board of Directors" and "Stock Ownership" in the Company's Definitive Proxy Statement for its 2013 Annual Meeting of Shareholders is incorporated herein by reference.

ITEM 11. EXECUTIVE COMPENSATION

The information appearing under the headings "Board of Directors," "Compensation Discussion and Analysis," "Compensation Committee Report," "Compensation Committee Interlocks and Insider Participation" and "Compensation Tables" in the Company's Definitive Proxy Statement for its 2013 Annual Meeting of Shareholders is incorporated herein by reference.

Table of Contents**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The information appearing under the headings "Stock Ownership" in the Company's Definitive Proxy Statement for its 2013 Annual Meeting of Shareholders is incorporated herein by reference.

The following table includes certain information about the Company's equity compensation plans as of December 31, 2012:

Equity Compensation Plan Information at December 31, 2012

Plan category	(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights	(b) Weighted-average exercise price of outstanding options, warrants and rights ⁽³⁾	(c) Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by security holders ⁽¹⁾	1,186,375	\$ 19.28	398,826
Equity compensation plans not approved by security holders ⁽²⁾	92,873	12.57	0
Total	1,279,248	\$ 18.79	398,826

⁽¹⁾ As of December 31, 2012, there were two shareholder-approved equity compensation plans:

The first shareholder approved plan is the 2001 LTIP, which expired by its terms on October 8, 2011. On its expiration date, a total of 1,537,500 shares of common stock had been authorized for issuance under the plan. At December 31, 2012, options to acquire 1,014,375 shares were outstanding. No further grants or awards can be made under the 2001 LTIP.

At the 2011 annual meeting of shareholders held on April 9, 2011, our shareholders approved the 2011 LTIP. A total of 600,000 shares of common stock have been reserved for grant, award or issuance under the 2011 LTIP. As of December 31, 2012, 398,826 shares are remaining for issuance under the 2011 LTIP.

⁽²⁾ As of December 31, 2012, there were four equity compensation plans that were not approved by our shareholders:

In connection with the merger with Renasant Bancshares, Inc., we assumed the Renasant Bancshares, Inc. Stock Option Plan, under which options to purchase an aggregate of 1,675 shares of our common stock remain outstanding as of December 31, 2012; no additional options or other forms of equity incentives will be granted or awarded under the plan.

In connection with the merger with Heritage, we assumed the Heritage Financial Holding Corporation Incentive Stock Compensation Plan, under which options to purchase an aggregate of 8,700 shares of our common stock remained outstanding as of December 31, 2012; no additional options or other forms of equity incentives will be granted or awarded under the plan.

In connection with the merger with Capital, we assumed the Capital 2001 Stock Option Plan, under which options to purchase an aggregate of 82,498 shares of our common stock remained outstanding as of December 31, 2012; no additional options or other forms of equity incentives will be granted or awarded under the plan.

The DSU Plan is described in the Company's Definitive Proxy Statement for its 2013 Annual Meeting of Shareholders under the heading *Compensation Discussion and Analysis - How are perquisites and retirement plans integrated into our compensation program?*. An aggregate of 317,500 shares of common stock is authorized for issuance under the plan. Units representing an aggregate of 188,020 shares of our common stock have been credited to participant accounts.

⁽³⁾ The weighted average exercise price does not take into account awards under the Company's deferred compensation plans.

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ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information appearing under the heading "Board of Directors" in the Company's Definitive Proxy Statement for its 2013 Annual Meeting of Shareholders is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information appearing under the heading "Independent Registered Public Accountants" in the Company's Definitive Proxy Statement for its 2013 Annual Meeting of Shareholders is incorporated herein by reference.

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PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) - (1) Financial Statements

The following consolidated financial statements and supplementary information for the fiscal years ended December 31, 2012, 2011 and 2010 are included in Part II, Item 8, Financial Statements and Supplementary Data:

- (i) Report on Management's Assessment of Internal Control over Financial Reporting
- (ii) Reports of Independent Registered Public Accounting Firm
- (iii) Consolidated Balance Sheets December 31, 2012 and 2011
- (iv) Consolidated Statements of Income Years ended December 31, 2012, 2011 and 2010
- (v) Consolidated Statements of Comprehensive Income Years ended December 31, 2012, 2011 and 2010
- (vi) Consolidated Statements of Changes in Shareholders' Equity Years ended December 31, 2012, 2011 and 2010
- (vii) Consolidated Statements of Cash Flows Years ended December 31, 2012, 2011 and 2010
- (viii) Notes to Consolidated Financial Statements

(a) - (2) Financial Statement Schedules

All schedules have been omitted because they are either not applicable or the required information has been included in the consolidated financial statements or notes thereto.

(a) - (3) Exhibits required by Item 601 of Regulation S-K

- (2)(i) Purchase and Assumption Agreement Whole Bank All Deposits, among the Federal Deposit Insurance Corporation, as Receiver of Crescent Bank & Trust Company, Jasper, Georgia, the Federal Deposit Insurance Corporation and Rensant Bank, dated as of July 23, 2010⁽¹⁾
- (2)(ii) Agreement and Plan of Merger by and among Rensant Corporation, Rensant Bank, First M&F Corporation and Merchants and Farmers Bank dated as of February 6, 2013⁽²⁾
- (3)(i) Articles of Incorporation of the Company, as amended⁽³⁾
- (3)(ii) Restated Bylaws of the Company ⁽⁴⁾
- (4)(i) Articles of Incorporation of the Company, as amended⁽³⁾
- (4)(ii) Restated Bylaws of the Company ⁽⁴⁾
- (10)(i) The Peoples Holding Company 2001 Long-Term Incentive Plan, as amended*⁽⁵⁾
- (10)(ii) Rensant Corporation Deferred Stock Unit Plan, as amended*⁽⁶⁾
- (10)(iii) The Peoples Holding Company Plan of Assumption of Rensant Bancshares, Inc. Stock Option Plan*⁽⁷⁾
- (10)(iv)

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The Peoples Holding Company Plan of Assumption of Heritage Financial Holding Corporation Incentive Stock Compensation Plan^{*(8)}

- (10)(v) Description of Performance Based Rewards Bonus Plan^{*(9)}
- (10)(vi) Renasant Bank Executive Deferred Income Plan, as amended^{*(10)}
- (10)(vii) Renasant Bank Directors Deferred Fee Plan, as amended^{*(11)}
- (10)(viii) Employment Agreement dated as of June 29, 2007 by and between R. Rick Hart and Renasant Corporation, as amended.^{*(12)}
- (10)(ix) Termination and Release Agreement dated as of June 29, 2007 by and among R. Rick Hart, Capital Bancorp, Inc., Capital Bank & Trust Company and Renasant Corporation.^{*(13)}
- (10)(x) Employment Agreement dated as of June 29, 2007 by and between John W. Gregory, Jr. and Renasant Bank.^{*(14)}

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- (10)(xi) Termination and Release Agreement dated as of June 29, 2007 by and among John W. Gregory, Jr., Capital Bancorp, Inc., Capital Bank & Trust Company and Renasant Corporation.*⁽¹⁵⁾
- (10)(xii) Second Amendment to the Capital Bank & Trust Company Supplemental Executive Retirement Plan Agreement dated August 20, 2003 for R. Rick Hart, executed June 29, 2007.*⁽¹⁶⁾
- (10)(xiii) Second Amendment to the Capital Bank & Trust Company Supplemental Executive Retirement Plan Agreement dated July 10, 2006 for R. Rick Hart, executed June 29, 2007.*⁽¹⁷⁾
- (10)(xiv) Second Amendment to the Capital Bank & Trust Company Supplemental Executive Retirement Plan Agreement dated August 20, 2003 for John W. Gregory, Jr., executed June 29, 2007.*⁽¹⁸⁾
- (10)(xv) Second Amendment to the Capital Bank & Trust Company Supplemental Executive Retirement Plan Agreement dated July 10, 2006 for John W. Gregory, Jr., executed June 29, 2007.*⁽¹⁹⁾
- (10)(xvi) Supplemental Agreement to the Capital Bancorp, Inc. 2001 Stock Option Plan for R. Rick Hart, executed June 29, 2007.*⁽²⁰⁾
- (10)(xvii) Supplemental Agreement to the Capital Bancorp, Inc. 2001 Stock Option Plan for John W. Gregory, Jr., executed June 29, 2007.*⁽²¹⁾
- (10)(xviii) Renasant Corporation Plan of Assumption of Capital Bancorp, Inc. 2001 Stock Option Plan*⁽²²⁾
- (10)(xix) Renasant Corporation Plan of Assumption of Capital Bancorp, Inc. Director Deferred Stock Compensation Plan*⁽²³⁾
- (10)(xx) Executive Employment Agreement dated January 2, 2008 by and between E. Robinson McGraw and Renasant Corporation*⁽²⁴⁾
- (10)(xxi) Renasant Corporation Severance Pay Plan*⁽²⁵⁾
- (10)(xxii) Change in Control Agreement dated as of January 1, 2009 between Renasant Corporation and Stuart R. Johnson*⁽²⁶⁾
- (10)(xxiii) Change in Control Agreement dated as of January 1, 2009 between Renasant Corporation and C. Mitchell Waycaster*⁽²⁷⁾
- (10)(xxiv) Change in Control Agreement dated as of January 1, 2009 between Renasant Corporation and Michael D. Ross*⁽²⁸⁾
- (10)(xxv) The Renasant Corporation 2011 Long-Term Incentive Compensation Plan, as amended*⁽²⁹⁾
- (10)(xxvi) Change in Control Agreement dated as of January 18, 2011 between Renasant Corporation and Kevin D. Chapman*⁽³⁰⁾
- (21) Subsidiaries of the Registrant
- (23) Consent of Independent Registered Public Accounting Firm
- (31)(i) Certification of the Principal Executive Officer, as required pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- (31)(ii) Certification of the Principal Financial Officer, as required pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- (32)(i) Certification of the Principal Executive Officer, as required pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- (32)(ii) Certification of the Principal Financial Officer, as required pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- (101) The following materials from Renasant Corporation's Annual Report on Form 10-K for the year ended December 31, 2012 were formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets as of December 31, 2012 and December 31, 2011, (ii) Consolidated Statements of Income for the years ended December 31, 2012, 2011 and 2010, (iii) Consolidated Statements of Comprehensive Income for the years ended December 31, 2012, 2011 and 2010, (iv) Consolidated Statements of Changes in Shareholders' Equity for the years ended December 31, 2012, 2011 and 2010, (v) Consolidated Statements of Cash Flows for the years ended December 31, 2012, 2011 and 2010 and (vi) Notes to Consolidated Financial Statements.

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- * Management contract or compensatory plan or arrangement required to be filed as an exhibit to this Form 10-K pursuant to Item 15(b) of Form 10-K.

- (1) Filed as exhibit 2.1 to the Form 8-K of the Company filed with the Securities and Exchange Commission on July 27, 2010 and incorporated herein by reference.

- (2) Filed as exhibit 2.1 to the Form 8-K of the Company filed with the Securities and Exchange Commission on February 11, 2013 and incorporated herein by reference.

- (3) Filed as exhibit 3.1 to the Form 10-Q of the Company filed with the Securities and Exchange Commission on May 9, 2005 and incorporated herein by reference.

- (4) Filed as exhibit 3(ii) to the Form 8-K of the Company filed with the Securities and Exchange Commission on January 22, 2013 and incorporated herein by reference.

- (5) Filed as exhibits 4.1 and 4.2 to the Form S-8 Registration Statement of the Company (File No. 333-102152) filed with the Securities and Exchange Commission on December 23, 2002 and, as to Amendment No. 1 to the plan, as Appendix B to the Company's Definitive Proxy Statement filed with the Securities and Exchange Commission on March 14, 2005, and, as to Amendment No. 2 to the plan, as Exhibit 99.1 to the Form 8-K of the Company filed with the Securities and Exchange Commission on July 19, 2006, each of which is incorporated herein by reference.

- (6) Filed as exhibits 4.3 and 4.4 to the Form S-8 Registration Statement of the Company (File No. 333-102152) filed with the Securities and Exchange Commission on December 23, 2002, and, as to the amendment and restatement of the plan, as exhibit 99.2 to the Form 8-K of the Company filed with the Securities and Exchange Commission on July 19, 2006, and, as to the amendments to the amended and restated plan, as exhibit 99.1 to the Form S-8 Registration Statement of the Company (File No. 333-141185) filed with the Securities and Exchange Commission on June 29, 2007, as exhibit 10.2 to the Form 8-K of the Company filed with the Securities and Exchange Commission on February 17, 2009, and as exhibit 99.1 to the Form 8-K of the Company filed with the Securities and Exchange Commission on January 23, 2012, each of which is incorporated herein by reference.

- (7) Filed as exhibit 99 to the Form S-8 Registration Statement of the Company (File No. 333-117987) filed with the Securities and Exchange Commission on August 6, 2004 and incorporated herein by reference.

- (8) Filed as exhibit 10.13 to the Form 8-K of the Company filed with the Securities and Exchange Commission on January 24, 2005 and incorporated herein by reference.

- (9) Filed under Item 1.01 of the Form 8-K of the Company filed with the Securities and Exchange Commission on February 3, 2005 and incorporated herein by reference.

- (10) Filed as exhibit 99.1 to the Form 8-K of the Company filed with the Securities and Exchange Commission on January 5, 2007, and, as to the amendment of the plan, as exhibit 10.3 to the Form 8-K of the Company filed with the Securities and Exchange Commission on February 17, 2009, each of which is incorporated herein by reference.

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- ⁽¹¹⁾ Filed as exhibit 99.2 to the Form 8-K of the Company filed with the Securities and Exchange Commission on January 5, 2007, and, as to the amendment of the plan, as exhibit 10.4 to the Form 8-K of the Company filed with the Securities and Exchange Commission on February 17, 2009, each of which is incorporated herein by reference.
- ⁽¹²⁾ Filed as exhibit 10.1 to the Form 8-K of the Company filed with the Securities and Exchange Commission on July 6, 2007, and, as to the amendment to the employment agreement, as exhibit 10.1 to the Form 8-K of the Company filed with the Securities and Exchange Commission on March 7, 2012, each of which is incorporated herein by reference.
- ⁽¹³⁾ Filed as exhibit 10.2 to the Form 8-K of the Company filed with the Securities and Exchange Commission on July 6, 2007 and incorporated herein by reference.
- ⁽¹⁴⁾ Filed as exhibit 10.3 to the Form 8-K of the Company filed with the Securities and Exchange Commission on July 6, 2007 and incorporated herein by reference.
- ⁽¹⁵⁾ Filed as exhibit 10.4 to the Form 8-K of the Company filed with the Securities and Exchange Commission on July 6, 2007 and incorporated herein by reference.
- ⁽¹⁶⁾ Filed as exhibit 10.5 to the Form 8-K of the Company filed with the Securities and Exchange Commission on July 6, 2007 and incorporated herein by reference.
- ⁽¹⁷⁾ Filed as exhibit 10.6 to the Form 8-K of the Company filed with the Securities and Exchange Commission on July 6, 2007 and incorporated herein by reference.

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- (18) Filed as exhibit 10.7 to the Form 8-K of the Company filed with the Securities and Exchange Commission on July 6, 2007 and incorporated herein by reference.
- (19) Filed as exhibit 10.8 to the Form 8-K of the Company filed with the Securities and Exchange Commission on July 6, 2007 and incorporated herein by reference.
- (20) Filed as exhibit 10.9 to the Form 8-K of the Company filed with the Securities and Exchange Commission on July 6, 2007 and incorporated herein by reference.
- (21) Filed as exhibit 10.10 to the Form 8-K of the Company filed with the Securities and Exchange Commission on July 6, 2007 and incorporated herein by reference.
- (22) Filed as exhibit 99.1 to the Form S-8 Registration Statement of the Company (File No. 333-144694) filed with the Securities and Exchange Commission on July 19, 2007 and incorporated herein by reference.
- (23) Filed as exhibit 99.2 to the Form S-8 Registration Statement of the Company (File No. 333-144694) filed with the Securities and Exchange Commission on July 19, 2007 and incorporated herein by reference.
- (24) Filed as exhibit 10.1 to the Form 8-K of the Company filed with the Securities and Exchange Commission on March 7, 2008 and incorporated herein by reference.
- (25) Filed as exhibit 10.5 to the Form 8-K of the Company filed with the Securities and Exchange Commission on February 17, 2009 and incorporated herein by reference.
- (26) Filed as exhibit 10.6 to the Form 8-K of the Company filed with the Securities and Exchange Commission on February 17, 2009 and incorporated herein by reference.
- (27) Filed as exhibit 10.7 to the Form 8-K of the Company filed with the Securities and Exchange Commission on February 17, 2009 and incorporated herein by reference.
- (28) Filed as exhibit 10.1 to the Form 8-K of the Company filed with the Securities and Exchange Commission on March 4, 2010 and incorporated herein by reference.
- (29) Filed as exhibit 99.2 to the Form S-8 Registration Statement of the Company (File No. 333-179973) filed with the Securities and Exchange Commission on March 7, 2012 and incorporated herein by reference.
- (30) Filed as exhibit 10.2 to the Form 8-K of the Company filed with the Securities and Exchange Commission on March 7, 2012 and incorporated herein by reference.

The Company does not have any long-term debt instruments under which securities are authorized exceeding ten percent of the total assets of the Company and its subsidiaries on a consolidated basis. The Company will furnish to the Securities and Exchange Commission, upon its request, a copy of all long-term debt instruments.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

RENASANT CORPORATION

Date: March 8, 2013

by: /s/ E. Robinson McGraw
E. Robinson McGraw
Chairman, President and
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant in the capacities and on the date indicated.

Date: March 8, 2013

by: /s/ William M. Beasley
William M. Beasley
Director

Date: March 8, 2013

by: /s/ George H. Booth, II
George H. Booth, II
Director

Date: March 8, 2013

by: /s/ Frank B. Brooks
Frank B. Brooks
Director

Date: March 8, 2013

by: /s/ Kevin D. Chapman
Kevin D. Chapman
Executive Vice President and
Chief Financial Officer
(Principal Financial and Accounting Officer)

Date: March 8, 2013

by: /s/ John M. Creekmore
John M. Creekmore
Vice Chairman of the Board and Director

Date: March 8, 2013

by: /s/ Albert J. Dale, III
Albert J. Dale, III
Director

Date: March 8, 2013

by: /s/ Jill V. Deer
Jill V. Deer
Director

Date: March 8, 2013

by: /s/ Marshall H. Dickerson
Marshall H. Dickerson
Director

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Date: March 8, 2013

by: /s/ John T. Foy
John T. Foy
Director

Date: March 8, 2013

by: /s/ R. Rick Hart
R. Rick Hart
Executive Vice President and Director

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Date: March 8, 2013 by: /s/ Richard L. Heyer, Jr.
Richard L. Heyer, Jr.
Director

Date: March 8, 2013 by: /s/ Neal A. Holland, Jr.
Neal A. Holland, Jr.
Director

Date: March 8, 2013 by: /s/ Jack C. Johnson
Jack C. Johnson
Director

Date: March 8, 2013 by: /s/ E. Robinson McGraw
E. Robinson McGraw
Chairman of the Board, Director,
President and Chief Executive Officer
(Principal Executive Officer)

Date: March 8, 2013 by: /s/ J. Niles McNeel
J. Niles McNeel
Director

Date: March 8, 2013 by: /s/ Theodore S. Moll
Theodore S. Moll
Director

Date: March 8, 2013 by: /s/ Michael D. Shmerling
Michael D. Shmerling
Director

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EXHIBIT INDEX

Exhibit Number	Description
(21)	Subsidiaries of the Registrant
(23)	Consent of Independent Registered Public Accounting Firm
(31)(i)	Certification of the Principal Executive Officer, as required pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
(31)(ii)	Certification of the Principal Financial Officer, as required pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
(32)(i)	Certification of the Principal Executive Officer, as required pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
(32)(ii)	Certification of the Principal Financial Officer, as required pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
(101)	The following materials from Renasant Corporation's Annual Report on Form 10-K for the year ended December 31, 2012 were formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets as of December 31, 2012 and December 31, 2011, (ii) Consolidated Statements of Income for the years ended December 31, 2012, 2011 and 2010, (iii) Consolidated Statements of Comprehensive Income for the years ended December 31, 2012, 2011 and 2010, (iv) Consolidated Statements of Changes in Shareholders' Equity for the years ended December 31, 2012, 2011 and 2010, (v) Consolidated Statements of Cash Flows for the years ended December 31, 2012, 2011 and 2010 and (vi) Notes to Consolidated Financial Statements.