

FEDERAL DEPOSIT INSURANCE CORPORATION

WASHINGTON, D.C.

In the Matter of)	
)	ORDER MODIFYING
ALBERT D. NOE, individually,)	ORDER OF PROHIBITION
and as an institution-affiliated)	FROM FURTHER
party of)	PARTICIPATION
)	
THE FARMERS & MERCHANTS BANK)	FDIC-94-73e
DYER, TENNESSEE)	
)	
(Insured State Nonmember Bank))	

IT IS HEREBY ORDERED that the ORDER OF PROHIBITION FROM FURTHER PARTICIPATION ("ORDER") issued against Albert D. Noe ("Respondent") on May 11, 1995, pursuant to delegated authority, under section 8(e) of the Federal Deposit Insurance Act, 12 U.S.C. § 1818(e), be modified, for good cause shown, to allow the Respondent to sell 24,000 shares of stock Respondent owns in BancorpSouth, Inc. All other provisions of the ORDER shall remain in full force and effect.

Dated at Washington, D.C., this 16th day of June, 2009.

_____/s/_____
Patricia A. Colohan
Acting Associate Director
Division of Supervision
and Consumer Protection