



DeKalb, Mississippi

April 14, 2004

Nonqualified Plan Exemption
Employee Benefits Security Administration
U.S. Department of Labor, Room N-5644
200 Constitution Avenue, N.W.
Washington, DC 20210

Re: The Commercial Bank Marginal Defined Contribution Plan

Dear Sir/Madam:

In accordance with 29 CFR 2520.104-23, on behalf of The Commercial Bank Marginal Defined Contribution Plan, we hereby provide you with the information set forth below:

Name and Address of Employer

The Commercial Bank
West Hopper Street
DeKalb, MS 39328

Employer's Taxpayer Identification Number

64-0139510

Required Declaration

The Employer sponsors The Commercial Bank Marginal Defined Contribution Plan ("Plan"), which has the effect of deferring compensation for a select group of management or highly compensated employees. Benefits are paid out of the general assets of the Employer. Currently, The Commercial Bank maintains two nonqualified plans. There are currently four employees eligible to participate or actually participating in these plans. Specifically, there are two employee(s) eligible to participate in this Plan. This Plan's effective date is January 1, 2004.

If you have any questions about this matter, please contact the undersigned.

Sincerely,

Bill O'Neil

VIA CERTIFIED MAIL

100 Westwood Place
Suite 44D
Brentwood, TN 37027



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NONQUALIFIED PLAN EXEMPTION
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