

January 14, 2005

CERTIFIED MAIL

Top Hat Plan Exemption  
Employee Benefits Security Administration  
Room N-1513  
U.S. Department of Labor  
200 Constitution Avenue NW  
Washington, DC 20210

Re: Pinnacle Financial Corporation Long-Term Incentive Plan Phantom Stock Program (the "Plan")

Dear Sir or Madam:

On behalf of Pinnacle Financial Corporation, I submit this statement to exempt Pinnacle Financial Corporation from further compliance with the reporting and disclosure provisions of Part 1 of Title I of the Employee Retirement Income Security Act of 1974, as amended, in connection with its maintenance of the Plan. This statement is prepared and submitted pursuant to Department of Labor Regulations Section 2520.104-23b.

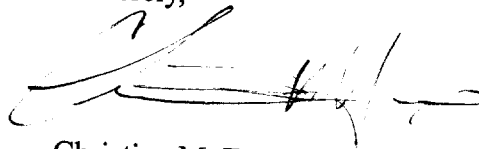
Pinnacle Financial Corporation established the Plan on December 24, 2004 primarily for the purpose of providing deferred compensation for seven members of a select group of management or highly compensated employees. As of the Plan's establishment, seven employees were eligible to participate in the Plan.

Pinnacle Financial Corporation maintains one other deferred compensation plan that is offered primarily to a select group of management or highly compensated employees. This additional plan has been maintained for three employees.

Pinnacle Financial Corporation is the sponsoring employer of the Plan and its address is P.O. Box 430, Elberton, GA 30635. The employer identification number for Pinnacle Financial Corporation is 58-1538862.

If you have any questions or comments about this filing, please contact me at the address indicated above.

Sincerely,

A handwritten signature in black ink, appearing to read "Christian M. Fox". The signature is fluid and cursive, with a prominent initial "C" and "F".

Christian M. Fox

For Powell Goldstein LLP

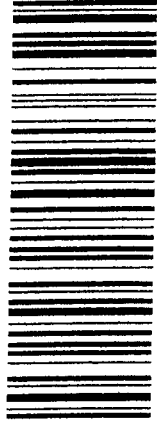
cc: Mr. Jackson McConnell

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**POWELL  
GOLDSTEIN** LLP

One Atlantic Center  
Fourteenth Floor  
1201 West Peachtree Street, NW  
Atlanta GA 30309-3488

**CERTIFIED MAIL**



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**RETURN RECEIPT  
REQUESTED**

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