

JACKSON & KELLY

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BENEFIT PLAN ADMINISTRATION

BETTY S. IRELAND
CERTIFIED PENSION CONSULTANT (A.S.P.A.)
340-1090

NANCY W. CREASY
PENSION ADMINISTRATOR
340-1089

MORGANTOWN, WEST VIRGINIA
MARTINSBURG, WEST VIRGINIA
NEW MARTINSVILLE, WEST VIRGINIA
SISTERSVILLE, WEST VIRGINIA
LEXINGTON, KENTUCKY
FRANKFORT, KENTUCKY
WASHINGTON, DC

October 18, 1991

Top-Hat Plan Exemption
Pension & Welfare Benefits Administration
Room N-5644
U.S. Department of Labor
200 Constitution Avenue, N.W.
Washington, D.C. 20210

RE: City Holding Co. Non-Qualified Deferred
Compensation Plans

Dear Sirs:

This is to inform you that City Holding Co., a West Virginia corporation, EIN: 55-0619957, for and on its own behalf, and for and on behalf of its wholly owned subsidiary, the First State Bank & Trust, EIN: 55-0537178, has entered into a top-hat type non-qualified deferred compensation agreement with two select management employees of the First State Bank & Trust. The Company maintains two (2) such top-hat plans, and there is one participant in each plan.

The addresses of these companies are as follows:

City Holding Co.
3601 MacCorkle Avenue, S.E.
Charleston, WV 25304

First State Bank & Trust
1218 Main Street
Rainelle, WV 25962

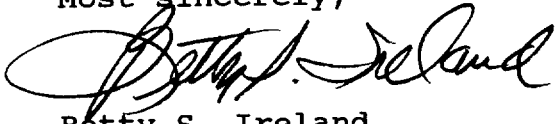


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You may contact the undersigned if you have further questions on this matter, or request copies of the plan documents.

Most sincerely,

A handwritten signature in cursive script, appearing to read "Betty S. Ireland".

Betty S. Ireland

BSI:bcw

cc: Robert A. Henson, CFO