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December 31, 1998

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

Ladies and Gentlemen:

On behalf of Ameri-National Corporation ("Employer"), located at 5370 College Boulevard, Suite 100, Overland Park, KS 66207, EIN 48-1055686, and pursuant to 29 C.F.R. § 2520.104-23, we hereby file the following statement as an alternative method of compliance with the reporting and disclosure requirements of Part I of Title I of the Employee Retirement Income Security Act of 1974 as amended.

The Employer declares that it maintains one (1) Phantom Stock Deferred Compensation Agreement for the purpose of providing deferred compensation for one select management and highly compensated employee. The employee participating in the Plan is Stephen K. Matthews.

In accordance with ERISA Section 104(a)(1), we will provide the Plan document to the Secretary upon request.

Yours very truly,



Phil C. McKnight

PCM:rdh

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Re: Correction of Original Top-Hat Statement

Ladies and Gentlemen:

On December 16, 1998, we submitted a Top-Hat Statement on behalf of our client, Ameri-National Corporation. We are now writing to inform you that a typographical error was made on this prior Top-Hat Statement. The employer identification number for our client is 48-1055686 rather than 48-7055686 as was originally represented.

We have enclosed a revised Top-Hat Statement with the correct employer identification number. Please discard our client's December 16, 1998 Top-Hat Statement from the appropriate file and replace it with the one enclosed.

Thank you very much for your help and we apologize for any inconvenience. Please call the undersigned if any other information is needed.

Yours very truly,



Phil C. McKnight

PCM/scg

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