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August 29, 1996

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

RE: Diligence, Inc.

Dear Madam or Sir:

Enclosed please find a Notice of Top Hat Plan Exemption for the above named entity.

Please contact the undersigned if you should have any questions.

Yours very truly,



Thomas K. Jones
for Payne & Jones, Chartered

TKJ:sel
Enclosure
cc: Diligence, Inc.

NOTICE OF TOP HAT PLAN EXEMPTION

Pursuant to DOL Reg. § 2520.104-23, the undersigned employer files this notice with the Secretary of Labor as the alternative method of compliance with Part 1 of Title I of ERISA.

1. Name and address of Employer:

Diligence, Inc.
Attn: Robert C. Lowe
15440 W. 109th St.
Lenexa, KS 66219

2. Employer Identification Number: 48-1160504

3. Declaration:

Diligence, Inc. hereby states that it maintains an unfunded salary continuation plan for one of its employees who is a member of a select group of management or is highly compensated.

4. Number of plans and participants:

Diligence, Inc. maintains one (1) unfunded salary continuation plan designed to provide compensation for a member of management or a highly compensated employee. This plan has one participant. This plan was created on July 1, 1996.

5. Additional Information:

For additional information concerning this unfunded salary compensation plan, please contact the employer's attorney:

Thomas K. Jones, Esq.
Payne & Jones, Chartered
11000 King
Overland Park, KS 66210
(913) 469-4100

Dated this 1ST day of JULY, 1996.

DILIGENCE, INC.


Robert C. Lowe, President