

PRICE INDEMNITY, LTD.
(the "Company")

NOTICE IS HEREBY GIVEN that a meeting of the Board of Directors of **PRICE INDEMNITY, LTD.** was held July 26, 2004 to vote on the following offset agreement between Prize Indemnity, Ltd. and SCA Promotions, Inc.

SCA Promotions, Inc. may offset its note payable of \$1,000,000.00 and \$200,000.00 premium payable against the claim payable. Interest Payable is not to be offset.

Attending:


Robert D. Hamman, Director


Thomas A. Floerchinger, Director

SCA 000167