

# EXHIBIT C



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DATE: January 6, 2006  
SUBJECT: Memorandum of Understanding between Quest Energy Management Group, Inc. and Neil and Chris Moody

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This document outlines the agreement between Quest Energy Management Group, Inc. (hereinafter referred to as "Quest") and Neil and Chris Moody (hereinafter referred to as "Partners") regarding the Quest Silverado #1 Production prospect as agreed to January 5, 2006.

Partners agree to purchase 40% of the Quest Silverado #1 Production properties for \$3,000,000. The payment to be made as follows:

- \$1,800,000 to be wired to First National Bank of Albany Texas as soon as needed to secure the purchase of the Musselman and Kilgore leases (expected to be in the first 2 months of 2006)
- \$1,200,000 to be paid not later than April 15, 2006

In exchange for \$3,000,000 Quest will:

- Assign Partners 40% working interest in the Quest Silverado #1 Production properties (Kilgore Ranch and Musselman Ranch)
- Pay Partners 10% of the net proceeds Quest, SCTEK, Inc. and/or Paul Downey may receive from the sale of the VICR 2X2 EOR Water Flood proprietary technology
- An option for Partners to be leveraged out of Silverado after 18 months
- Right of "first refusal" to participate in future oil and gas production purchases developed by Quest

Signatures below indicate agreement and acceptance of the terms outlined above.

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Neil Mood, Chris Moody, PARTNERS DATE

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Paul Downey, CEO, Quest Energy Management Group DATE

**Strictly Confidential**

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