

EXHIBIT D



DATE: April 4, 2007
SUBJECT: Memorandum of Understanding between Quest Energy Management Group, Inc. and Viking Oil & Gas, LLC

This document outlines the agreement between Quest Energy Management Group, Inc. (hereinafter referred to as "Quest") and Viking Oil & Gas, LLC (hereinafter referred to as "Viking") regarding the Quest Silverado #1 Production prospect as agreed to January 5, 2006.

- Viking commits to invest \$1,000,000 with Quest on or before April 16, 2007

In exchange for \$1,000,000 Quest will:

- Increase Viking's interest in Silverado #1 from 40% working interest to 50% working interest
- Repurchase Viking's interest in Silverado #1 upon receipt of initial draw on the interim \$60mm financing, which is expected in Q4-07 or Q1-08
- The repurchase of Viking's Silverado #1 interest shall be for \$4,000,000 plus a 40% equity ownership of Quest Energy Management Group, Inc.

The parties also agree that:

- The business plan for Quest is to grow the company thru the acquisition and development of oil & gas properties with a geographic focus in the Permian Basin of West Texas. When Quest has attained the necessary size and value, the company will become a public company thru an IPO or any other such method as may be appropriate.
- Quest will make no distributions of profits, but will reinvest any profits in the company's core business.
- The successful execution of the business plan is contingent on the company's ability to secure up to \$500,000,000 in funding for additional acquisitions and development.
- In lieu of any additional capital contribution from Viking, Viking and its principals agree to provide any and all assistance to Quest, as may be necessary to secure the funding for the business plan.
- In the event that securing the funding requires the sale or give up of any equity in Quest, the dilution of ownership shall be pro-rata based on the 60%/40% split.

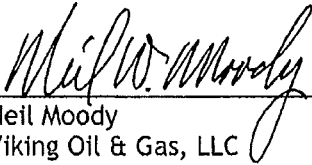
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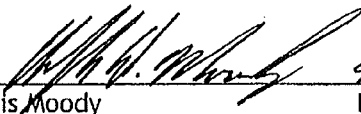
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- Should the funding not be secured, and the business plan is not fully executed, Quest shall have the sole and exclusive right to re-purchase Viking's interest in Quest.

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

 4/4/07

Neil Moody
Viking Oil & Gas, LLC DATE

 4/4/07

Chris Moody
Viking Oil & Gas, LLC DATE

 4/10/07

Paul Downey, CEO
Quest Energy Management Group, Inc. DATE

