

165457

SPECIAL WARRANTY DEED AND ASSIGNMENT OF INTEREST

THIS SPECIAL WARRANTY DEED AND ASSIGNMENT OF INTEREST is made this 27TH day of November, 1996 by and between American Plastics & Chemicals Inc., ("APAC") a Delaware corporation, formerly known as Petrol Oil and Gas Corporation ("Petrol"), and Quest U.S.A. Resources, Inc., a Nevada Corporation ("Quest").

RECITALS

A. On November 16, 1990 Petrol entered into a "Deed of Non-Participating Net Smelter Return Royalty" affecting the Bullion-Monarch property situated in Eureka County, Nevada ("Deed"). The Deed was recorded in Eureka County on August 7, 1990 in Book 219 of Official Records, Pages 503-510. The Deed created a 0.312% (alternatively 31.20% of 1%) net smelter return royalty in favor of Petrol ("Petrol Royalty").

B. Quest desires to purchase any interest that APAC has acquired in the Deed.

C. Quest has investigated the chain of ownership set forth in the Deed and has satisfied itself that APAC is the successor owner of the royalty interest herein described.

D. APAC now wishes to transfer the Petrol Royalty to Quest on the terms and conditions set forth below. Therefore the parties have agreed as follows:

1. Conveyance and Assignment of APAC Interest. In consideration of the sum of Ten and No/100 Dollars (\$10.00) and other valuable consideration paid to APAC by Quest, APAC does hereby convey and assign to Quest all of its right, title and interest in and to the Petrol Royalty, together with all other rights and obligations set forth in the Deed.

2. Warranties and Representations of APAC. In making this conveyance to Quest, APAC makes the following warranties and representations to Quest:

a. APAC has not granted any liens, encumbrances, or first rights of refusal in the

Petrol Royalty.

b. APAC has the right to enter into this Deed and Assignment, and its actions have been duly authorized by corporate resolution.

c. APAC is not aware of any claims, demands, liabilities, or litigation affecting the Petrol Royalty.

3. Warranties and Representations of Quest. In making this conveyance to Quest, Quest makes the following warranties and representations to APAC:

a. Quest has investigated the chain of title and is satisfied that APAC is the successor owner of the royalty interest.

b. Quest has the right to enter into this Deed and Assignment, and its actions have been duly authorized by corporate resolution.

c. Quest is not aware of any claims, demands, liabilities, or litigation affecting the Petrol Royalty.

4. After-Acquired Title. In the event that APAC acquires any interest in the Bullion-Monarch property or royalty interests, as more particularly described in the Deed, all such property and royalty interests shall automatically be conveyed to and become the property of Quest.

IN WITNESS WHEREOF, APAC has set its hand to this instrument upon the day and year first above written.

AMERICAN PLASTICS & CHEMICALS INC., a
Delaware corporation, formerly known as Petrol
Oil and Gas Corporation

By: 

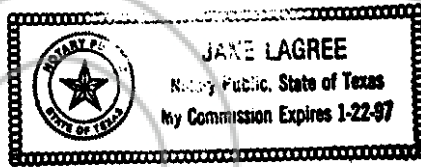
M. Edward Stewart, Its President

STATE OF TEXAS)
)
COUNTY OF DALLAS)

On this 27 day of November, 1996, M. Edward Stewart personally appeared before me a notary public and acknowledged that as President of the corporation he executed the foregoing instrument on behalf of the American Plastics & Chemicals Inc., a Delaware corporation.


Notary Public, State of Texas

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BOOK 304 PAGE 177
OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Quest International
96 DEC 17 PM 2:00
EUREKA COUNTY NEVADA
M.H. REBALEATI, RECORDER
FILE NO. FEES 9.00

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