

QUITCLAIM BILL OF SALE 96978697

Enviropur Waste Refining and Technology, Inc. (formerly known as Moreco Energy, Inc.) ("Seller"), an Illinois corporation and debtor and debtor-in-possession in Case No. 96 B 28478 pending in the United States Bankruptcy Court for the Northern District of Illinois, Eastern Division (the "Bankruptcy Case"), for itself and on behalf of its bankruptcy estate, for One Million Two Hundred Thousand Dollars (\$1,200,000), the receipt and adequacy of which are hereby acknowledged, hereby sells, transfers, conveys, delivers, assigns and quitclaims unto BC Ventures Limited, a Washington corporation ("Buyer"), all of its right, title and interest in and to the personal property (the "Assets") set forth on Exhibit A hereto.

Seller hereby disclaims and makes no representations or warranties of any kind or nature whatsoever regarding the Assets, including warranties of merchantability or fitness for any particular purpose, whether express or implied, and the same are sold in an "as is, where is" condition with all faults, if any.

In witness whereof, Seller hereby executes this Quitclaim Bill of Sale in its name by the duly authorized representative this 20th day of December, 1996.

SELLER:

. DEPT-01 RECORDING \$27.50  
. T#0003 TRAN 1065 12/30/96 11:48:00  
. #0977 & LM \*-96-978697  
. COOK COUNTY RECORDER

Enviropur Waste Refining and  
Technology, Inc.,  
an Illinois corporation

. DEPT-10 PENALTY \$24.00

By: Francis J. Lappin  
Name: ~~Robert J. Wessel~~ FRANCIS J. LAPPIN  
Its: VICE PRESIDENT

Instrument Prepared By:

Janice L. Duban  
Rudnick & Wolfe  
203 North LaSalle Street  
Chicago, Illinois 60601-1293

Handwritten signature and stamp area with a grid and numbers.

96978697

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STATE OF ILLINOIS )  
  ) SS.  
COUNTY OF COOK    )

I, DONNA CHICKERILLO, a Notary Public, in and for the County and State shown above, DO HEREBY CERTIFY that <sup>FRANCIS J. LIPPIN</sup>~~Robert J. Wessels~~, as Vice President of Enviropur Waste Refining and Technology, Inc., an Illinois corporation, personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged to me that he, being thereunto duly authorized, signed and delivered said instrument.

GIVEN under my hand and notarial seal this 20th day of December, 1996.



Donna Chickerillo  
Notary Public

My Commission expires:

9-19-99

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- G. All trade and other accounts receivable arising from Seller's business at the McCook Facility.
- H. All cash and cash equivalents, and all of Seller's interest in account #37910-00-7 at American National Bank and Trust Company of Chicago.

Excluded Assets. The Assets shall expressly exclude (the "Excluded Assets") (i) original corporate minute books and stock records books, (ii) causes of action and litigation rights arising under 11 U.S.C. Sections 510 and 544-553, (iii) rights, refunds or other tax attributes or benefits, including those arising from net operating losses and (iv) the two gas cylinders owned by U.S. Cylinder Gas Corporation.

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## EXHIBIT A TO OUTCLAIM BILL OF SALE

All of the personal property owned by Seller and located at the premises commonly known as 7601 West 47th Street, McCook, Illinois (the "McCook Facility"), including, without limitation, all of the following described property and all of Seller's licenses, permits, certifications, patents, trademarks and, except as defined in the Excluded Assets hereinbelow, all causes of action and litigation rights, to the extent such personal property relates to or affects the maintenance and operation of the McCook Facility (but specifically excluding the property hereinafter identified as the "Excluded Assets") (collectively, the "Assets"):

- A. All machinery, equipment (including all transportation and office equipment), fixtures, trade fixtures, tools, dies and furniture, including, without limitation, all such items which are located in or at the McCook Facility.
- B. All inventories of work in process, semi-finished and finished goods, raw materials, promotional materials, replacement and spare parts, packaging materials, operating supplies, including without limitation all memorandum and non-memorandum inventory located at the McCook Facility.
- C. All office supplies, production supplies, spare parts, other miscellaneous supplies, and other tangible property of any kind, including, without limitation, all property of any kind located in any building, warehouse, office or other space at the McCook Facility.
- D. All prepayments and prepaid expenses, including, without limitation, utility or leasehold deposits relating to Seller's business at the McCook Facility.
- E. All lists, records and other information pertaining to accounts, personnel and referral sources, all lists and records pertaining to suppliers and customers, and all books and records of every kind (including without limitation those evidenced by computer) relating to Seller's business at the McCook Facility.
- F. All permits, licenses, certifications and approvals from all permitting, licensing, accrediting and certifying agencies, and the rights to all data and records held by such permitting, licensing and certifying agencies, relating to Seller's business at the McCook Facility.

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