FORM ADV

Uniform Application for Investment Adviser Registration

OMB APPROVAL OMB Number: 3235-0049 Expires: July 31, 2008

Estimated average burden hours per

response . . . 9.402

Part II - Page 1

ame of Investment Adviser: Quest Investment Management, Inc.				
ddress: (Number and Street)	(City)	(State) ((Zip Code)	Area Code Telephone Number
One SW Columbia, Suite 1100	Portland	OR	97258	503 221-0158
One SW Columbia, Suite 1100	Portland	OR	97258	503 221-0158

This part of Form ADV gives information about the investment adviser and its business for the use of clients.

The information has not been approved or verified by any governmental authority.

Table of Contents

<u>Item</u>	Page
Advisory Services and Fees	2
Types of Clients.	2
Types of Investments.	3
Methods of Analysis, Sources of Information and Investment Strategies	3
Education and Business Standards.	4
Education and Business Background.	4
Other Business Activities.	4
Other Financial Industry Activities or Affiliations.	4
Participation or Interest in Client Transactions	5
Conditions for Managing Accounts.	5
Review of Accounts.	5
Investment or Brokerage Discretion.	6
Additional Compensation.	6
Balance Sheet	6
Continuation Sheet.	Schedule F
Balance Sheet, if required.	Schedule G
	Advisory Services and Fees Types of Clients. Types of Investments. Methods of Analysis, Sources of Information and Investment Strategies. Education and Business Standards. Education and Business Background. Other Business Activities. Other Financial Industry Activities or Affiliations. Participation or Interest in Client Transactions. Conditions for Managing Accounts. Review of Accounts. Investment or Brokerage Discretion. Additional Compensation. Balance Sheet. Continuation Sheet.

(Schedules A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

Form	ı A	DV	
Part	II -	Page	2

Applicant:
SEC File Number:
Quest Investment Management, Inc.

SEC File Number:
801- 23659
09/21/2007

1.	A.	Advisory Services and Fees. (check the ap	oplicable boxes)		For each type of service provided, state the approximate % of total advisory billings from that service. (See instruction below.)		
	App	olicant:			from that service. (See instruction below.)		
	Б	(1) Provides investment supervisory service	es			100	%
	6	(2) Manages investment advisory accounts	not involving in	vestment su	pervisory services	0	_%
	€	(3) Furnishes investment advice through con	nsultations not in	ncluded in ei	ther service described above	0	_%
	6	(4) Issues periodicals about securities by su	ıbscription			0	_%
	6	(5) Issues special reports about securities no	ot included in an	y service de	scribed above	0	_%
	ē	(6) Issues, not as part of any service describe use to evaluate securities	oed above, any c	harts, graph	s, formulas, or other devices which client may	0	_%
	e	(7) On more than an occasional basis, furnis	shes advice to cl	ients on mat	ters not involving securities	0	_%
	€	(8) Provides a timing service				0	_%
	€	(9) Furnishes advice about securities in any	manner not des	cribed above		0	_%
				• • •	licant has not completed its first fiscal year, e that the percentages are estimates.)		
						Yes	No
	В.	Does applicant call any of the services it che	cked above fina	ncial plannin	g or some similar term?	Ē	Б
	C.	Applicant offers investment advisory service	es for: (check a	ll that apply)	1		
	Б	(1) A percentage of assets under management	ent e	(4) Subscri	ption fees		
	€	(2) Hourly charges	é	(5) Commi	ssions		
	Ь	(3) Fixed fees (not including subscription for	ees) 🧧	(6) Other			
 D. For each checked box in A above, describe on Schedule F: the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee applicant's basic fee schedule, how fees are charged and whether its fees are negotiable when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date 							
2.	Typ	pes of Clients Applicant generally provid	es investment ac	dvice to: (ch	eck those that apply)		
		Individuals			naritable organizations		
Б	В.	Banks or thrift institutions	F. Corpora	ations or bus	iness entities other than those listed above		
é	C.	Investment companies	6 G. Other (describe on S	Schedule F)		
Б	D.	Pension and profit sharing plans					

		SEC File Number: 801- 23659	Date: 09/21/2007
art ii - i age 5	Quest investment Management, Inc.	801- 23039	09/21/2007

3.	Types of Investments Applicant offers advice on the following: (check those that apply)								
		A.	Equity securities	Б	Н.	United States governmental securities			
	Б		(1) exchange-listed securities	2					
	Б		(2) securities traded over-the-counter		I.	Options contracts on:			
	€		(3) foreign issuers	€		(1) securities			
				€		(2) commodities			
	Б	B.	Warrants						
	Б	C.	Corporate debt securities		J.	Futures contracts on:			
			(other than commercial paper)	€		(1) tangibles			
	Б	D.	Commercial paper	€		(2) intangibles			
	Б	E.	Certificates of deposit						
	Б	F.	Municipal securities		K.	Interests in partnerships investing in:			
				Б		(1) real estate			
		G.	Investment company securities:	€		(2) oil and gas interests			
	€		(1) variable life insurance	€		(3) other (explain on Schedule F)			
	€		(2) variable annuities						
	Б		(3) mutual fund shares	Б	L.	Other (explain on Schedule F)			
1		41		4.64	•				
			ods of Analysis, Sources of Information, and Investment oplicant's security analysis methods include: (check those t		_	s.			
		_	Charting	(4) €	-	velical			
	(1)(2)		Fundamental			ther (explain on Schedule F)			
	(3)		Technical	(3) €		(
	В.	Th	e main sources of information applicant uses include: (chec	ck thos	e tha	at apply)			
	(1)	Б	Financial newspapers and magazines	(5)	Ti	ming services			
	(2)	Б	Inspections of corporate activities	⁽⁶⁾ k	Aı an	nnual reports, prospectuses, filings with the Securities d Exchange Commission			
	(3)	Б	Research materials prepared by others	(7)		ompany press releases			
	(4)	Б	Corporate rating services	(8) €	Ot	ther (explain on Schedule F)			
	 C.	Th	e investment strategies used to implement any investment a	advice :	givei	n to clients include: (check those that apply)			
	(1)		Long term purchases (securities held at least a year)			Margin transactions			
			Short term purchases (securities sold within a year)	(6)	<u> </u>	Option writing, including covered options, uncovered			
	(2)	Ю			C	options, or spreading strategies			
	(2)	€	Trading (securities sold within 30 days)	(7)		options, or spreading strategies Other (explain on Schedule F)			
		€	Trading (securities sold within 30 days) Short sales	(7)					

	orm ADV Applicant:						SEC File Number:	Date:		
Part	II - F	Page 4	Quest Investment Management, Inc.	801- 23659	09/21/2007					
			<u> </u>							
5. Edi	ıcati	on and B	Business Standards.						Yes	No
Are	there	e any gen	eral standards of education or business exper	ieno	ce that	applicant requires	of those involved in de	termining		
			ent advice to clients?					C	Б	€
			(If yes, describe the							
6. Edu	ucati	on and B	Business Background.							
For	:		_							
•	eacl	h membe	r of the investment committee or group that d	letei	mines	general investmen	t advice to be given to	clients, or		
•			ant has no investment committee or group, each five, respond only for their supervisors)	ch i	ndivid	ual who determines	s general investment ad	vice given to	o clie	ents
•	eacl	h principa	al executive officer of applicant or each person	n w	vith sir	milar status or perfo	orming similar function	S.		
On	Scheo	dule F, gi	ve the:							
•	nam	ne			•	formal education a	after high school			
•	yea	r of birth			•	business backgrou	and for the preceding fi	ve years		
7. Otł	ier B	usiness	Activities. (check those that apply)		=	-				
Б	A.	Applicar	nt is actively engaged in a business other than	giv	ing in	vestment advice.				
ê	B.	Applica	nt sells products or services other than invest	tme	nt adv	ice to clients.				
€	C.	The prin	cipal business of applicant or its principal ex	ecu	tive of	fficers involves sor	mething other than prov	iding invest	men	t
		advice.								
		(For eacl	h checked box describe the other activities, inc	ludi	ng the	time spent on them	, on Schedule F.)			
3. Oth	ier F	inancial	Industry Activities or Affiliations. (check	tho	se tha	at apply)				
€	A.	Applica	nt is registered (or has an application pending	g) as	s a sec	urities broker-deale	er.			
É	B.		nt is registered (or has an application pending lity trading adviser.	g) a	s a fut	ures commission m	nerchant, commodity po	ool operator	or	
	C.	Applica	nt has arrangements that are material to its ac	lvis	ory bu	siness or its clients	s with a related person	who is a:		
Ê	(1)	broker-d	lealer	É	(7)	accounting firm				
€	(2)	investme	ent company	É	(8)	law firm				
€	(3)	other inv	vestment adviser	É	(9)	insurance compan	y or agency			
ē	(4)	financial	planning firm	ê	(10)	pension consultan	nt			
é	(5)	commod	lity pool operator, commodity trading	ê	(11)	real estate broker	or dealer			
		adviser o	or futures commission merchant	_						
€	(6)	banking	or thrift institution	e	(12)	entity that creates	or packages limited pa	ırtnerships		
		(For e	ach checked box in C, on Schedule F identify	the	e relate	ed person and descr	ribe the relationship and	1 the		
			arran	gen	nents.)				Yes	No
D.	Is a	pplicant o	or a related person a general partner in any pa	artn	ership	in which clients ar	re solicited to invest?		€	Б

(If yes, describe on Schedule F the partnerships and what they invest in.)

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

Form ADV	Applicant:	SEC File Number:	Date:
Part II - Page 5	Quest Investment Management, Inc.	801- 23659	09/21/2007

9. Participation of Interest in Client Transactions.

Applicant or a related person: (check those that apply)

- A. As principal, buys securities for itself from or sells securities it owns to any client.
- B. As broker or agent effects securities transactions for compensation for any client.
- © C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- © D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- E. Buys or sells for itself securities that it also recommends to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

Describe, on Schedule F, your code of ethics, and state that you will provide a copy of your code of ethics to any client or prospective client upon request.

10. Conditions for Managing Accounts. Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other conditions for starting or maintaining an account?

Yes No

ê 6

(If yes, describe on Schedule F.)

- **11. Review of Accounts.** If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or some similarly termed services:
 - A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggers factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

 Individual account reports are available daily. This report includes cost, current market, income, % of total assets, industry groupings. All assets are held by unaffiliated custodians. Each month, in-house

total assets, industry groupings. All assets are held by unaffiliated custodians. Each month, in-house portfolio appraisals are contemporaneously reconcilled with the custodial statement. Advisor's Investment Committee meets bi-weekly to review general market conditions and review events and disclosures relevant to individual holdings in clients' portfolios. These meetings engage a specific portfolio management procedure, which is described within a report separate from this document which is available upon request and is titled "Quest Investment Decision Process." Advisor's investment committee consists of: M.Johnson, Sherwood, Goebel, Hamilton, Nisbet and C. Johnson (see sched. f part II, 6). Investment decisions are coordinated with client's guidelines or questionnaire. All clients are under purview of Investment Committee.

B. Describe below the nature and frequency of regular reports to clients on their accounts. Clients receive monthly custodial statements and quarterly Quest appraisal reports that are accompanied by quarterly performance calculations. Generally, the reports indicate beginning and ending period total net values, a list of holdings with period ending value, funds received such as additions, interest and dividends, funds debited such as withdrawls and fees, relevant data such as maturity, interest date payments, each holding as a percentage of portfolio.

Form ADV	Applicant:	SEC File Number:	Date:
Part II - Page 6	Quest Investment Management, Inc.	801- 23659	09/21/2007

12.	Investment or Brokerage Discretion.		
A	. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:		
	(1) securities to be bought or sold?	Yes	No
	(1) securities to be bought or sold?	Б	€
		Yes	No
	(2) amount of the securities to be bought or sold?	Б	€
		Yes	No
	(3) broker or dealer to be used?	Б	€
		Yes	No
	(4) commission rates paid?	Б	€
_		Yes	No
В	. Does applicant or a related person suggest brokers to clients?	Ь	€
		D	
	For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. I products, research and services given to the applicant or a related person is a factor, describe:		
	• the products, research and services		
	 whether clients may pay commission higher than those obtainable from other brokers in return for those proservices 	ducts and	d
	• whether research is used to service all of applicant's accounts or just those accounts paying for it; and		
	 any procedures the applicant used during the last fiscal year to direct client transactions to a particular broken products and research services received. 	r in retu	rn for
13.	Additional Compensation.		
	oes the applicant or a related person have any arrangements, oral or in writing, where it:		
Δ	. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services)	Yes	No
7 3	from a non-client in connection with giving advice to clients?	É	Б
		Yes	No
В	directly or indirectly compensates any person for client referrals?		
_	or managery compensation and person for exercising the managery and the ma	Ь	€
	(For each yes, describe the arrangements on Schedule F.)		
14.]	Balance Sheet. Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:		
•	has custody of client funds or securities (unless applicant is registered or registering only with the Securities and Exchange Commission); or		
	requires prepayment of more than \$500 in fees per client and 6 or more months in advance	Yes	s No
	Has applicant provided a Schedule G balance sheet?	€	Ь
	Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).	

Schedule A	3 /		CRD No: 118640								
Direct Owners a	nd Execut	ive Office	ers								
-		•	e submitting an initial application chedule C to amend this informa		edule A a	asks for ii	nform	ation	about your direct		
2. Direct Owners	2. Direct Owners and Executive Officers. List below the names of:										
	 (a) each Chief Executive officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, Chief Compliance Officer, director, and individuals with similar status or functions; 										
	(b) if you are organized as a corporation, each shareholder that is a direct owner of 5% or more of a class of your voting securities, unless you are a public reporting company (a company subject to Section 12 or 15(d) of the Exchange Act);										
the sale of securities: law, father she has the (c) if you are upon disso (d) in the case	Direct owners include any <i>person</i> that owns, beneficially owns, has the right to vote, or has the power to sell or direct the sale of , 5% or more of a class of your voting securities. For purposes of this Schedule, a <i>person</i> beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security. (c) if you are organized as a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or has contributed, 5% or more of your capital; (d) in the case of a trust that directly owns 5% or more of a class of your voting securities, or that has the right to receive upon										
(e) if you are	organized a	s a limited	5% or more of you capital, the traditional ("LLC"), (i) the state of t	hose m	nembers	that have	the ri	_	<u> </u>		
			5% or more of your capital, and (i			No No	ı mana	agers,	all elected managers.		
			"DE" if the owner is a domestic	-			er is a	ın enti	ity incorporated or		
-			by entering board/management and for shareholders or members, t			-					
6. Ownership cod	les are:		B - 10% but but less than 10% C - 25% but						an 75%		
and enter 'owners, ge (b) In the PR	'No" if the peneral partner	person doe ers, elected er "PR" if	enter "Yes" if the <i>person</i> has <i>cont</i> es not have <i>control</i> . Note that und managers, and trustees are <i>cont</i> the owner is a public reporting c	der this rol per	s definiti sons.	on, most	execu	itive o	officers and all 25%		
FULL LEGAL NA (Individuals: Last N First Name, Middle	ME Iame,	DE/FE/I	Title or Status	or S Acq	Date Title or Status Acquired MM YYYY		Cont Pers	- 1	CRD No. If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No.		
Johnson, Monte	e Leroy	I	Chairman, Director	02	1985	В	Yes		543-34-7036		
Johnson, Can Mitchell		I	CEO, Director,CCO	02	1985	С	Yes		212-1034		
Johnson, Ko Montgome		I	Senior VP, Sec./Treas., Director	03	1996	С	Yes		542-90-4520		

SEC File No: 801- **23659**

FORM ADV Schedule A

Your Name: Quest Investment Management, Inc.

Applicant:	SEC File Number:	Date:
Quest Investment Management, Inc.	₈₀₁₋ 23659	12/19/2007

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant ex Quest Investment Manage	actly as stated in Item 1A of Form ADV: ment, Inc.	IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
Part II, 1 D	Quest Investment Management, Inc. (Quest)(Advisor) offers professional full-time management of assets, providing traditional portfolio discretionary supervision for qualified retirement plans, endowments, trusts, and individuals. Quest has adopted a flexible investment policy utilizing equity, debt, convertible securities, and short term liquid cash investments such as money market funds. This "fully managed" investment approach permits the advisor to vary assets with investment trends. The strategy will be to increase investment in equities during periods of rising stock market indices. Inversely, an investment strategy may be to reduce investments in equities during periods of declining stock market indices or when, in our judgement, total returns from debt, convertible securities and short-term liquid cash investments are expected to exceed returns from equity securities and long bonds.	
	Services are based on the individual needs and goals of the client.	
Part II, 1, D	Quest utilizes a Top Down strategy, initiating investment considerations with an analysis of credit, quantitative-statistical big picture indications, and global events including economic, political and social cycles/trends. This process assists Quest in asset allocation decisions as to long or short term maturity debt, cash equivalents and equity committment.	
Part II 1, D	Annual fees for portfolio management may be calculated as a percent of net market value of assets, as determined by a third party custodian, assigned to Quest for management. The fee is 1.0% of net market asset value annually on the first \$5 million, with a negotiated sliding scale over \$5 million. Larger accounts may negotiate a lower fee schedule. Each quarter a base fee will be calculated on the aggregate fair market value of cash and securities in the client's account on the last business day of the quarter as determined by a third-party pricing service. In calculating the value of securities in the Account, the value of any security listed on any national securities exchange shall be valued at the last quoted sale price of the valuation date. Any other security or asset shall be valued by the Manager in such a manner as will reflect its fair market value. The quarterly fee generally will be billed in arrears and payable within 30 days after the end of each quarter. Fees will be	

Applicant:	SEC File Number:	Date:
Quest Investment Management, Inc.	₈₀₁₋ 23659	12/19/2007

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

Item of Form (identify)	Answer
	prorated on a daily basis upon establishment of the Account and upon termination of the Account. In addition, the Manager will prorate (based on actual days and a 365 day year) its fee if, during any calendar quarter, net deposits to or withdrawals from the Account significantly differs, in Manager's sole determination, from the market valuation of the preceding quarter's Account.
	Client may negotiate a lower fee schedule with Advisor. Fee schedules are incorporated into the written agreement between Client and Advisor. Most agreements have a mutual thirty-day written termination clause. Fees earned up to termination plus thirty days are payable to Advisor. Fixed annual fees may be negotiated.
Part II 1, D	Quest Investment Management, Inc. (Quest) may determine to contract with another Registered Investment Advisor, called a Sub-Advisor, to obtain additional expertise and services that will accrue to the benefit of the client. The Sub-Advisor will tailor its advice to Quest with regard to a specific individual client of Quest. The Sub-Advisor is required to maintain registration with appropriate governing bodies. Each individual client that engages in the combined Advisor (Quest) and Sub-Advisor relationship shall receive prior to, or at the time of entering into an agreement, the Advisors contract and copies of 1) Advisors ADV Part II, 2) Sub-Advisors ADV Part II or state required disclosure and 3) the agreement specific to the individual client between Advisor and Sub-Advisor. Clients with the Advisor/Sub-Advisor relationship will not incur fees higher than those charged for the conventional Client/Advisor relationship. The amount of fees passed on to the Sub-Advisor is disclosed in the Client/Advisor agreement and the Advisor/Sub-Advisor client specific agreement. Quest presently has an agreement with Johnston & Associates, Inc., Denver, Colorado (Sub-Advisor) and Quest (Advisor).
Part II 1, D	Quest Investment Management, Inc. (Quest) may determine to contract with another legally registered advisor whereby Quest is the Sub-Advisor. Quest (Sub-Advisor) will tailor its professional management of portfolios to the individual client of Advisor. For all purposes, including bonding insurance,

Complete amended pages in full, circle amended items and file with execution page (page 1).

Applicant:	SEC File Number:	Date:
Quest Investment Management, Inc.	₈₀₁₋ 23659	12/19/2007

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant ex Quest Investment Manage	actly as stated in Item 1A of Form ADV: ment, Inc. IRS Empl. Ident. No.:	
Item of Form (identify)	suitability and fiduciary liability each account shall be deemed the Client of both the Advisor and Sub-Advisor. Each individual client that engages in the combined Advisor and Sub-Advisor (Quest) relationship shall receive prior to, or at the time of entering into an agreement, the Advisors contract, required disclosure statement per registration and 1) Sub-Advisors ADV Part II and 2) the agreement specific to the individual client between Advisor and Sub-Advisor. Clients with the Advisor/Sub-Advisor relationship will not incur fees higher than those charged for the conventional Client/Advisor relationship. The amount of fees passed on to the Sub-Advisor is disclosed in the Client/Advisor agreement and the Advisor/Sub-Advisor Client specific agreement. Quest presently has an agreement with Wealth Advisors, Inc., Salem, Oregon (Advisor) and Quest (Sub-Advisor). Quest presently has an agreement with Johnston & Associates, Inc., Denver, Colorado (Advisor) and Quest (Sub-Advisor).	
Part II 2, G	Advisor provides investment advisory services to four commingled pooled trusts and eight real estate pooled trusts. Real Estate trusts are reviewed in item 3K(1) below. The four commingled pooled trusts are known as Capital Accumulation Retirement Trust(s) (CART). Union Bank of California(UBC), is the Trustee and Custodian for the four CART trusts. UBC has appointed Quest Investment Management, Inc., Portland, Oregon to manage the assets of the CART Funds. CART trusts are audited annually by PriceWaterhouse Coopers.	
	CART trusts are limited to tax qualified retirement plans. Investors purchase units in one or more of the four pooled funds. Unit values are calculated daily by the custodian and are available each day via the Internet. Monthly statements are mailed to investors. Maximum annual fees, based on amount of investment, are 1.0% of net market value for the Advisor plus 0.25% to the Trustee and 0.25% to the custodian. Unit valuations are net of custodian and trustee fees, gross of advisor fees. Investors may add or subtract funds from their account or resign the account daily upon receipt by Custodian of a fax or written notice.	
	CART Fund is a balanced portfolio, typically consisting of 60% stocks, 35%	

Complete amended pages in full, circle amended items and file with execution page (page 1).

Applicant:	SEC File Number:	Date:
Quest Investment Management, Inc.	₈₀₁₋ 23659	12/19/2007

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

actly as stated in Item 1A of Form ADV: ment, Inc.	IRS Empl. Ident. No.:
Ansv	ver
bonds and 5% cash. Asset allocations may outlook. The funds objective is long-term enhanced by some flow of fixed income.	
CART-IRA is a balanced fund limited to IRA Rollover assets with the objectives m	•
CART Equity is a portfolio of common storaise cash in the portfolio for short duration outlook. Top-down, global themes are entitle primary goal with income from divident	ons based on Advisors market apphasized. Capital appreciation is
Cart Small Cap Growth is a portfolio of c values typically under \$10 billion. Top-dovappreciation is the primary goal.	
Quest Group Trusts (QGT) were created of Memorandums intended to meet the requirement 1981-1 C.B. 326 and IRS Section 401 (as participating investors, (individual retirement federal income tax exempt, with a medium investment by the QGT in equity real esta QGTs.	rements of Rev Rule 81-100,) (24), for the purpose of providing ent trusts) that are section 501 (a) for pooling of their funds for
Union Bank of California, is the Trustee a Group Trust 1 through 8. QGTs are audite Coopers. Annual fees for QGT are 0.75% Advisor and 0.25% of net asset value eac appointed Quest as Advisor to QGTs 1-8 invest only in to-be-built commercial incommercial invested 100% in equity with no debt property upon completion and delivery of Occupancy. The investment objectives of	ed annually by PriceWaterhouse of net market asset value for h for Trustee and Custodian. UBC QGTs are commingled pools that me producing real estate. All QGTs or leverage. QGT takes title to a local government Certificate of QGT include: an annual net cash
	bonds and 5% cash. Asset allocations may outlook. The funds objective is long-term enhanced by some flow of fixed income. CART-IRA is a balanced fund limited to IRA Rollover assets with the objectives may cash in the portfolio of common staraise cash in the portfolio for short duration outlook. Top-down, global themes are enthe primary goal with income from divided Cart Small Cap Growth is a portfolio of covalues typically under \$10 billion. Top-down appreciation is the primary goal. Quest Group Trusts (QGT) were created Memorandums intended to meet the requiting 1981-1 C.B. 326 and IRS Section 401 (a participating investors, (individual retirement federal incoment ax exempt, with a medium investment by the QGT in equity real estangent Coopers. Annual fees for QGT are 0.75% Advisor and 0.25% of net asset value each appointed Quest as Advisor to QGTs 1-8 invest only in to-be-built commercial incomare invested 100% in equity with no debt property upon completion and delivery of

Complete amended pages in full, circle amended items and file with execution page (page 1).

Applicant:	SEC File Number:	Date:
Quest Investment Management, Inc.	₈₀₁₋ 23659	12/19/2007

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

Quest Investment Manage	actly as stated in Item 1A of Form ADV: ment, Inc. IRS Empl. Ident. No.:	
Item of Form (identify)	•	
	estate (location, cash flow, tenant mix, maintenance). Investments in real estate are confined to the Portland, Oregon metro area. MAI independent appraisals of real estate are completed annually.	
Part II, 3, K, (1)	Advisor's oversight responsibilities to QGTs include supervision of daily activities, monthly financial analysis and review of each QGT, collection of income, payment of expenses, supervision of property management, timely maintenance, tenant relations, regular reports to investors, preparation of proforma budgets, analysis and recommendations to Trustee.	
Part II 3	Quest may propose to tax-qualified clients a participation in pooled equity real estate trusts managed by Quest. Trustees make decision to transfer assets from general portfolio. Assets invested in pooled trusts are deducted from Clients general portfolio for purposes of calculating fees.	
Part II, 5	Members of the Quest Investment Committee are required to have higher education degrees. Members have continuing investment decision process experience over full market and economic cycles. Members attend national continuing-education opportunities.	
Part II, 6	<u>Investment Committee</u>	
	Monte L. Johnson	
	 Born 1935 University of Oregon School of Law, JD Dean Witter & Company; Member NYSE Piper, Jaffray, Hopwood; Member NYSE Board of Directors FJW Financial Management, Registered Investment Advisor 	
	 President Quest Investment Management, Inc., Registered Investment Advisor Portfolio Manager, Chairman, Director, Co-CIO 	

Complete amended pages in full, circle amended items and file with execution page (page 1).

Applicant: SEC File Number: Date:

Quest Investment Management, Inc. 801-23659 12/19/2007

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exact Quest Investment Manageme	ely as stated in Item 1A of Form ADV: ent, Inc.	IRS Empl. Ident. No.:
Item of Form (identify)	Answer	r
(taviting)	Gregory G. Sherwood	
	 Born 1962 Oregon State University, BS Registered Realty Broker Dain Bosworth; Member NYSE Consultants, Investment Advisor 	
	• Quest Investment Management, I President	nc.
	 Portfolio Manager, Co-CIO Continuing Education New York, New York Bank Credi 	it-Analyst Forum
	 San Francisco, CaliforniaSchwab I Boston, Massachusetts Harvard Un 	Institutional Forum
	Douglas P. Goebel, CFA	
	 Born 1968 Wheaton College, BS Capital Trust Company Dain Bosworth, Inc. Quest Investment Management, I Senior Vice President/Portfolio Continuing Education Chicago, Illinois Applying the AIM San Jose, California Merrill Lynch Chartered Financial Analyst 	Analyst R-PPSTM Standards
	E. Adrian Hamilton	
	 Born 1946 California State University Northridge, BA Bank of America Senior Portfolio Manager 	

Applicant:	SEC File Number:	Date:
Quest Investment Management, Inc.	801-23659	12/19/2007

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

. Full name of applicant exact Quest Investment Managem	etly as stated in Item 1A of Form ADV: IRS Empl. Ident. No.:
Item of Form (identify)	Answer
	Hibernia Bank Senior Trust Officer Key Trust Regional Chief Investment Officer Quest Investment Management, Inc. Portfolio Manager Vice President Cameron M. Johnson Born 1967 University of Arizona, BA Continuing Education University of Illinois, Chicago Efficient Investing for Pension Funds University of Pennsylvania, Wharton School, Fundamentals of Money Mgmt New York Institute of Finance, New York Portfolio Management Series 24 Licensed Principal Quest Investment Management, Inc. Portfolio Manager CEO, CCO, Director
	Garth R. Nisbet, CFA
	 Born 1960 University of Washington, BA University of Wisconsin, MBA Crabbe Huson Group, Chief Investment Officer Columbia Management, Sr. Vice President, Portfolio Manager Quest Investment Management, Inc., Sr. Vice President, Portfolio Manager, Fixed Income
	Additional Quest Staff

Applicant:	SEC File Number:	Date:

 ${\bf Quest\ Investment\ Management, Inc.}$

801- **23659** 12/19/2007

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

Item of Form (identify)	Answer	
	 Jill K. Bartell Ben J. Cecchini Kevin M. Johnson, Senior VP, Sec./Treas., Director Amy M. Buster Pat Palmer William B. Zenk, VP Vanna Wai Georgina Kariouz David J. Erfort, VP Gregg L. Kerr, VP Patrick C. Worley, VP Donald W. Soderlind, CFA 	
Part II, 7, A	Advisor has a property management department which provides the industry standard management functions for each property owned by QGTs 1-8. Each QGT is charged a contractual fee. This ranges from 3-4%, depending on the property, of gross lease income received. This is an expense that otherwise would be paid to an outside property manager. The department of Advisor is operated on a non-profit basis. Property Management fees collected in excess of department direct expenses will be rebated to QGTs. Separate financials are generated for the department. The objective of the department is improved tenant relations, lower expenses, which translate into tenant retention.	
Part II, 9, E	Personal trading by Quest associates and immediate family is governed by a written internal policy statement. All such transactions must 1) receive prior approval by the designated Quest compliance officer and 2) comply with the specific stipulations in the written policy. Quest Investment Management, Inc. does not maintain a corporate or "house" account. Quest will not allow aggregation of affiliated persons trades with client trades.	
Part II, 9	Proxy Voting: Quest Investment Management, Inc has adopted and implemented written policies and procedures to ensure proxies are voted in	

Complete amended pages in full, circle amended items and file with execution page (page 1).

Applicant:	SEC File Number:	Date:
Quest Investment Management, Inc.	₈₀₁₋ 23659	12/19/2007

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

 Full name of applicant exactl Quest Investment Managemen 	· ·	RS Empl. Ident. No.:
Item of Form (identify)	Answer	
	the best interests of clients. Such policy discloses to the firms proxy policies and procedures, provides in how inquire about how their proxies were voted, at certain records related to proxy voting practices. F proxy voting policy, please call Cameron Johnson. Code of Ethics: Quest Investment Management, In implemented a written Code of Ethics. This docume fraud by reinforcing fiduciary principles that must go advisory firms and their personnel. Quest's Code of other things: standard of conduct, protecting inside securities trading, treatment of IPO's and private plainterest. Clients may request a copy of Quest's Code the firms Chief Compliance Officer.	nformation to clients about and how Quest retains for a copy of Quest's ac has adopted and ent is designed to prevent govern the conduct of f Ethics covers, among information, personal acements and conflicts of
Part II, 12, A,B	Unless otherwise directed, Client grants discretional choose what investments are to be bought or sold, purchased or sold, the Broker to execute the tradestreceived and commissions paid to executing broker. Brokers are selected on a basis of highest probable considered include research, custodial service, negotive execution capabilities. Advisor performs investment advisory services for may not provide similar advice or services for every. Advisor attempts to allocate buy and sell transaction. Specifically, an effort is made to buy or sell various large position in an effort to reduce executed price individually and not aggregating may result in higher. Advisor may pay a broker a commission in excess.	the amount to be s, the price paid or r. e benefit to Client. Factors otiated commissions, multiple clients. Advisor y client. ns evenly among clients. clients position as a single dispersion. Placing orders er or lower executed price.

Complete amended pages in full, circle amended items and file with execution page (page 1).

Applicant:	SEC File Number:	Date:
Quest Investment Management, Inc.	₈₀₁₋ 23659	12/19/2007

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

Item of Form	Answer
(identify)	
	broker is willing to charge if, in the judgment of the Advisor, the greater commission results in an overall economic benefit to all clients as a
	consequence of collateral services rendered (section 28e of the SEC Act of
	1934). Research furnished by brokers and utilized by Advisor may be of
	benefit to all clients and may not be limited to the beneficial use of only those
	clients for whom transactions were effected.
	Advisor endeavors to effect best execution for buy and sell transactions for
	clients considering all relevant circumstances. Factors considered by Advisor
	include: the competitiveness of a brokers commission rates and spreads,
	promptness of execution, past history in executing orders, accuracy,
	clearance and settlement capabilities, access to the marketplace. Advisor
	considers qualitatively both market price paid or received and commissions paid to broker. In evaluating all of the above factors, Advisor makes a good
	faith determination that the amount of client commissions paid is reasonable in
	light of the value of products or services provided by the broker-dealer.
	Research is defined as lawful and appropriate assistance to the Advisor in the
	performance of its investment decision-making responsibilities. Factors considered include size and experience of the staff providing the information,
	accessibility, timelines of recommendations, and success rates of forecasting.
	Research products include written reports, conference calls, faxes, email, and visitation by analysts.
art II, 12, A,B	There are, generally, two sources of research within the context of this
	disclosure: proprietary and third-party. Proprietary research represents
	information generated inside a brokerage firm that is made available to
	Advisors. The broker will make its proprietary research as defined above,
	available to Advisor in return for commissions. There are no amounts
	required to be paid by Advisor and no obligations by either party. Advisor
	receives proprietary research from selected brokers. Advisor may use
	commissions in return for research services (which Advisor uses in making
	investment decisions on behalf of clients) tendered by a qualified individual
	that is associated with a broker. Third-party research is where a broker
	agrees to provide outside research (not generated by broker) in return for a

Complete amended pages in full, circle amended items and file with execution page (page 1). PAGE 10

Applicant:	SEC File Number:	Date:
Quest Investment Management, Inc.	₈₀₁₋ 23659	12/19/2007

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

L C. E	ement, Inc.
Item of Form (identify)	Answer
•	specified gross commissions. Advisor obtains third-party research from
	Capital Institutional Services, Inc., (Capis) and Donaldson & Co. whereby
	Advisor receives access to:ThompsonOne with "Baseline" which
	enhances Advisor's ability to evaluate client holdings on a quantative and
	technical basis. Capis and Donaldson also provide Starmine and Zacks
	Research both of which aggregate street research. Donaldson
	also provides Advisor third party research from Yardini Research, Inc. Third party research received includes written analysts' reports, confrence calls,
	faxes, emails, online access and on site visits by analysts. This research is not
	readily available to the general public.
	In the event Advisor obtains any mixed-use products or services on a soft
	dollar basis, Advisor will make a reasonable allocation of the cost between
	that portion which is eligible as research or brokerage services and that
	portion which is not so qualified. The portion eligible as research or other brokerage services will be paid for with discretionary client commissions and
	the non-eligible portion, e.g. computer hardware, etc., which is not eligible fo
	the Section 28(e) safe harbor will be paid for with Advisor's own funds. For
	any mixed-use products or services, Advisor will maintain appropriate
	records of its reviews and good faith determinations of its reasonable
	allocations.
	Advisor's soft dollar committee will meet periodically to determine, in good
	faith, that amounts of all commissions are reasonable in relation to the value o
	the brokerage and research services provided. Advisor's soft dollar
	committee will use a three step analysis to determine whether a particular
	product or service falls within the 28(e) safe harbor: 1) Determine whether
	the product or service constitutes brokerage or research under Section 28(e) 2) Determine whether the product or service actually provides lawful and
	appropriate assistance in the performance of the Advisor's investment
	decision-making responsibilities. 3) Make a good-faith determination that the
	amount of client commissions paid is reasonable in light of the value of
	products or services provided by the broker-dealer.
	Clients may also have negotiated commission recapture programs with

Complete amended pages in full, circle amended items and file with execution page (page 1). PAGE 11

Applicant:	SEC File Number:	Date:
Quest Investment Management, Inc.	₈₀₁₋ 23659	12/19/2007

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactl Quest Investment Managemen	y as stated in Item 1A of Form ADV: nt, Inc.	IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
•	brokers and will instruct Quest to use such brok the clients securities transactions. In this circums commissions generated with a broker.	*
	Advisor may suggest a broker for Client to use requires a Client to have a third party custodial refor-fee bank/trust company or a brokerage firm advantaged to use a brokerage firm but needs to document as to other consequences. Advisor refor suggestion.	relationship. This can be a . Client may be cost o review section F of this
	The Client who directs the Advisor to use a spe with a broker as custodian, may pay higher com transactions than might be attainable by the Adv favorable execution of some transactions, or bot directs the Advisor to use a particular broker or understood that Advisor may not have authority obtain volume discounts and best execution may client's securities transactions. In addition, under disparity in commission charges may exist between to other clients. The Client may also forego any execution costs that the Advisor could obtain for volume discounts on batched transactions. A Client be able to participate in an allocation of shar issue shares are provided by another broker. The Advisor to use a particular broker from whom the receive referrals and the Advisor may derive a broker from the above the Advisor may derive a broker from whom the receive referrals and the Advisor may derive a broker from whom the receive referrals and the Advisor may derive a broker from whom the receive referrals and the Advisor may derive a broker from whom the first participate in the Advisor may derive a broker from whom the first participate in the Advisor may derive a broker from whom the first participate in the Advisor may derive a broker from the first participate in	missions on some visor, or may receive less ch. In the event that the Client dealer, it should be to negotiate commissions, y not be achieved for the r these circumstances a een the commissions charged benefit from savings on r its clients through negotiating ient directing brokerage may res of a new issue if those new e Client may direct the the Advisor receives or may
	Discretionary brokerage transactions may be planaffiliated with an introducing pension consulting meet the criteria described in form F. An affiliate introduce Advisor to its clients. There are no observe the consulting firm and Advisor.	firm. These transactions must ed consulting firm may

Complete amended pages in full, circle amended items and file with execution page (page 1). PAGE 12

Applicant:	SEC File Number:	Date:
Quest Investment Management, Inc.	₈₀₁₋ 23659	12/19/2007

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

Quest Investment Manag	xactly as stated in Item 1A of Form ADV: ement, Inc.	IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
Part II, 12, A,B	Advisor may, at its discretion, invest a portion of Clients assets managed by Advisor in specialty open-end mutual funds and Exchange Traded Funds (ETF's). Special funds in the judgment of the Advisor, may offer the Client unique investment opportunities in this pooled form due to greater diversification and more focused research analysis in areas such as emerging growth, foreign markets and esoteric domestic industries. Such an investment will increase the cost to the client. In addition to the Advisors negotiated fee, the Client may incur a commission or transaction fee when an open ended mutual fund purchase is made and will incur an annual management fee by the management of the specialty fund, neither of which is shared with Advisor. Advisor will endeavor to utilize no-load open-end funds where possible and will evaluate the relative total annual costs as a part of the decision process. ETF's trade like an individual stock and will incur a trade commission for each purchase and sale.	
	A client could invest in an open-end mutual of Quest. In that case, the client would not a Quest which are designed, among other thin determining which mutual fund or funds are financial condition and objectives. According the fees charged by the funds and the fees cunderstand the total amount of fees to be particularly evaluate the advisory services being provided.	gs, to assist the client in most appropriate to each client's gly, the client should review both harged by Quest to fully id by the client and to thereby
	Quest Investment Management, Inc.'s does dealer therefore it's policy and practice is to transactions or agency cross transactions.	
Part II, 13, B	Advisor has an internal schedule for certain compensation for new clients whereby empl fee. Client fees are not increased beyond no result of this employee participation.	oyee may gain a share of clients

Applicant:	SEC File Number:	Date:
Quest Investment Management, Inc.	₈₀₁₋ 23659	12/19/2007

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

Quest Investment Managemen		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
Item of Form (identify)	Quest Investment Management, Inc. (Quest) may unaffiliated third-parties to solicit new Quest clien statement and Quests current ADV Part II shall be clients by Solicitor at the earliest reasonable time incorporated into an agreement between Quest are paid a stipulated fee for solicitation of signatory neclearly disclosed. The fee paid by Client shall be and will not be increased to reflect Solicitors come does not have any third-party solicitor agreement	tts. A written disclosure be provided to prospective and such documents shall be ad Client. Solicitor shall be ew clients. This fee shall be at standard negotiated rates apensation. Quest currently

Complete amended pages in full, circle amended items and file with execution page (page 1).

Quest Investment Management, Inc. IA Policies and Procedures Manual 4/8/2008 to Current

Privacy

Policy

As a registered investment adviser, Quest Investment Management, Inc. must comply with SEC Regulation S-P (or other applicable regulations), which requires registered advisers to adopt policies and procedures to protect the "nonpublic personal information" of natural person consumers and customers and to disclose to such persons policies and procedures for protecting that information. Nonpublic personal information includes nonpublic "personally identifiable financial information" plus any list, description or grouping of customers that is derived from nonpublic personally identifiable financial information. Such information may include personal financial and account information, information relating to services performed for or transactions entered into on behalf of clients, advice provided by Quest Investment Management, Inc. to clients, and data or analyses derived from such nonpublic personal information.

Quest Investment Management, Inc.collects nonpublic personal information about clients from the following sources: information we receive from clients on applications or other forms; information about your transactions with us, our affliates, or others. Quest **does not** disclose any nonpublic information about our customers to anyone, except as permitted by law or unless it is necessary to perform client services.

Appropriate notices will be provided to prospective and existing clients concerning our firm's policies and procedures regarding the privacy rules. These notices will be sent out with the annual ADV request notices.

Background

The purpose of these privacy policies and procedures is to provide administrative, technical and physical safeguards which assist employees in maintaining the confidentiality of nonpublic personal information collected from the consumers and customers of an investment adviser. All nonpublic information, whether relating to an adviser's current or former clients, is subject to these privacy policies and procedures. Any doubts about the confidentiality of client information must be resolved in favor of confidentiality.

Responsibility

Cameron M. Johnson is responsible for reviewing, maintaining and enforcing these policies and procedures to ensure meeting Quest Investment Management, Inc.'s client privacy goals and objectives while at a minimum ensuring compliance with applicable federal and state laws and regulations. Cameron M. Johnson may recommend to the President any disciplinary or other action as appropriate. Cameron M. Johnson is also responsible for distributing these policies and procedures to employees and conducting appropriate employee training to ensure employee adherence to these policies and procedures.

Procedure

Quest Investment Management, Inc. has adopted various procedures to implement the firm's policy and reviews to monitor and insure the firm's policy is observed, implemented properly and amended or updated, as appropriate, which include the following:

Non-Disclosure of Client Information

Quest Investment Management, Inc. maintains safeguards to comply with federal and state standards to guard each client's nonpublic personal information. Quest Investment Management, Inc. does not share any nonpublic personal information with any nonaffiliated third parties, except in the following circumstances:

- As necessary to provide the service that the client has requested or authorized, or to maintain and service the client's account;
- As required by regulatory authorities or law enforcement officials who have jurisdiction over Quest Investment Management, Inc., or as otherwise required by any applicable law; and
- To the extent reasonably necessary to prevent fraud and unauthorized transactions.

Employees are prohibited, either during or after termination of their employment, from disclosing nonpublic personal information to any person or entity outside Quest Investment Management, Inc., including family members, except under the circumstances described above. An employee is permitted to disclose nonpublic

personal information only to such other employees who need to have access to such information to deliver our services to the client.

Safeguarding and Disposal of Client Information

Quest Investment Management, Inc. restricts access to nonpublic personal information to those employees who need to know such information to provide services to our clients.

Any employee who is authorized to have access to nonpublic personal information is required to keep such information in a secure compartments or receptacle on a daily basis as of the close of business each day. All electronic or computer files containing such information shall be password secured and firewall protected from access by unauthorized persons. Any conversations involving non public personal information, if appropriate atall, must be conducted by emplyees in private, and care must be taken to avoid any authorized persons overhearing or intercepting such conversations.

Safeguarding standards encompass all aspects of the Quest Investment Management, Inc. that affect security. This includes not just computer security standards but also such areas as physical security and personnel procedures. Examples of important safeguarding standards that Quest Investment Management, Inc. may adopt include:

- Access controls on customer information systems, including controls to authenticate and permit access only
 to authorized individuals and controls to prevent employees from providing customer information to
 unauthorized individuals who may seek to obtain this information through fraudulent means (e.g. requiring
 employee use of user ID numbers and passwords, etc.);
- Access restrictions at physical locations containing customer information, such as buildings, computer
 facilities, and records storage facilities to permit access only to authorized individuals (e.g. intruder detection
 devices, use of fire and burglar resistant storage devices);
- Encryption of electronic customer information, including while in transit or in storage on networks or systems to which unauthorized individuals may have access;
- Measures to protect agains destruction, loss, or damage of customer information due to potential environmental hazards, such as fire and water damage or technological failures (e.g. use of fire resistant storage facilities and vaults; backup and store off site key data to ensure proper recovery); and

Any employee who is authorized to possess "consumer report information" for a business purpose is required to take reasonable measures to protect against unauthorized access to or use of the information in connection with its disposal. There are several components to establishing 'reasonable' measures that are appropriate for the firm:

- Assessing the sensitivity of the consumer report information we collect;
- The nature of our advisory services and the size of our operation;
- Evaluating the costs and benefits of different disposal methods; and
- Researching relevant technological changes and capabilities.

Some methods of disposal to ensure that the information cannot practicably be read or reconstructed that Quest Investment Management, Inc. may adopt include:

- Procedures requiring the shredding of papers containing consumer report information.
- Procedures to ensure the destruction or erasure of electronic media.

Privacy Notices

Quest Investment Management, Inc. will provide each natural person client with initial notice of the firm's current policy when the client relationship is established. Quest Investment Management, Inc. shall also provide each such client with a new notice of the firm's current privacy policies at least annually. If Quest Investment Management, Inc. shares nonpublic personal information relating to a non-California consumer with an nonaffiliated company under circumstances not covered by an exception under Regulation S-P, the firm will deliver to each affected consumer an opportunity to opt out of such information sharing. If Quest Investment Management, Inc. shares nonpublic personal information relating to a California consumer with a non affiliated company under circumstances not covered by an exception under SB1, the firm will deliver to each affected consumer an opportunity to opt in regarding such information sharing. If, at any time, Quest Investment Management, Inc. adopts material changes to its privacy policies, the firm shall provide each such client with a revised notice reflecting the new privacy policies. The Compliance Officer is responsible for ensuring that required notices are distributed to the Quest Investment Management, Inc.'s consumers and customers.

Quest Investment Management, Inc. Written Statement of Proxy Voting Policy

Background

Proxy voting is an important right of shareholders and reasonable care and diligence must be undertaken to ensure that such rights are properly and timely exercised.

Investment advisers registered with the SEC, and which exercise voting authority with respect to client securities, are required by Rule 206(4)-6 of the Investment Advisers Act to

- (a) Adopt and implement written policies and procedures that are reasonably designed to ensure that client securities are voted in the best interests of clients. These policies must include how material conflicts that may arise between the adviser and those of the adviser's clients are addressed.
- (b) Disclose to clients how they may obtain information from the adviser with respect to the voting of proxies for their securities.
- (c) Summarize for clients the adviser's proxy voting policies and procedures and, upon request, furnish a copy to clients.

General Statement

Quest Investment Management, Inc. (Quest) acknowledges that as a fiduciary under the Employment Retirement Income Security Act (ERISA), Quest has the responsibility to manage assets in the best interests of pension trust participants and beneficiaries. Quest recognizes that proxies have economic value and proxies are voted solely in the best interest of the trust participant. In evaluating proxy voting matters, Quest considers those factors that may affect the value of the trust's investment and aims to vote in a fair manner in the best interest of trust participants or beneficiaries. The interest of trust participants will be paramount to those of Quest Investment Management.

Administration of Proxy Voting by Quest

A) Responsibility

- 1) Douglas Goebel, Vice President of Quest, has the responsibility for the implementation and monitoring of Quest's proxy voting policy, practices, disclosures and record keeping.
- 2) It shall be the responsibility of Monte L. Johnson, President, Quest Investment Management, Inc., to affirm that the proxy voting is in compliance with the Securities and Exchange Commission, Department of Labor, Trust guidelines and Quest policy.

B) Procedures

Quest has adopted procedures to implement the firm's policy and monitors its practices to ensure that the firm's policy is observed, properly implemented, amended and updated as appropriate.

- 1) Mr. Goebel shall receive a proxy from the trust custodian for each stock investment as of date of record. It is the responsibility of the trust custodian to deliver proxy materials in a timely manner. Quest utilizes ProxyEdge (Investor Communication Services division of ADP) for institutional proxy management. All employees shall forward any proxy materials received on behalf of clients to Mr. Goebel. Unless explicitly stated in the client guidelines or advisory contract, Quest will vote proxies for all accounts under management for which it receives a fee for advisory services, including sub-advisory or wrap accounts. In some cases, clients may elect to retain proxy voting authority.
- 2) Mr. Goebel will determine which client accounts hold the security to which the proxy relates.
- 3) Absent material conflicts, Mr. Goebel will determine how Quest should decide how each proxy item should be voted in accordance with applicable voting guidelines. Votes will be recorded for record keeping purposes and communicated to solicitor via ProxyEdge software.

- 4) Proxies deemed by Mr. Goebel to be high-impact, potentially contentious issues or issues where material conflicts of interest may arise will be presented to the Quest Investment Committee for voting decisions. Procedures for dealing with conflicts of interests are outlined in section E below. Examples of high-impact, potentially contentious issues would include, but not be limited to, the following matters:
 - Corporate governance matters (changes in state of incorporation, mergers, corporate restructurings, anti-takeover provisions)
 - Changes to capital structure
 - Stock option plans and management compensation issues
 - Social and corporate responsibility issues.

Decisions evolve around factors that may affect the value of the trust's investment and may not subordinate the interests of participants to unrelated objectives. Members of the Quest Investment Committee shall be experienced and trained in security analysis and portfolio management.

- 5) Any contact by vote solicitors shall be required to be in writing and shall be reviewed by the Quest Investment Committee.
- 6) Quest shall treat each proxy as an asset of the trust and shall maintain a high level of confidentiality, except for trustees and/or their representatives, as to voting decisions.
- Proxies shall be voted in a timely manner before the meeting date so that submitted votes will be valid.
- 8) Mr. Goebel is responsible to monitor the effectiveness of any third-party entity contracted to assist in the proxy management process. Any deficiencies in the performance of a contracted entity will be reported to the Chief Compliance Officer so that a determination may be made if any action is necessary.

C) Voting Guidelines

- 1) In the absence of specific voting guidelines from the client, Quest will vote proxies in the best interests of each particular client. Quest's policy is to vote all proxies from a specific issuer the same way for each client absent qualifying restrictions from a client. Clients are permitted to place reasonable restrictions on Quest's voting authority in the same manner that they may place such restrictions on the actual selection of account securities
- Quest will generally vote in favor of routine corporate housekeeping proposals such as the election of directors and selection of auditors absent conflicts of interest raised by auditor's nonaudit services.
- 3) Quest will generally vote against proposals that cause board members to become entrenched or cause unequal voting rights.
- 4) In reviewing proposals, Quest will further consider the opinion of management, the effect on management, the effect on shareholder value and the issuer's business practices.

D) Recordkeeping

Mr. Goebel shall retain the following proxy records in accordance with SEC's five-year retention requirement.

- 1) Each proxy statement received and a record of how proxies are voted
- 2) Any created document that was material to making a decision on how to vote a proxy or that memorializes that decision.
- A copy of each written request from a client for information on how Quest voted such client's proxies and a copy of any written response.
- 4) Policies, procedures and any amendments.

E) Conflicts of Interest

- 1) Mr. Goebel will identify any conflicts that exist between the interests of the adviser and the client by reviewing the relationship of Quest with the issuer of each security to determine if Quest or any of its employees has any financial, business or personal relationship with the issuer.
- 2) If a material conflict of interest exists, the Chief Compliance Officer, Mr. Monte Johnson, will determine whether it is appropriate to disclose the conflict to the affected clients, to give the clients an opportunity to vote the proxies themselves or to address the voting issue through other objective means such as voting in a manner consistent with a predetermined voting policy or receiving an independent third party voting recommendation. The interests of Quest's clients are paramount to those of Quest. This is the overriding principle in resolving material conflicts of interest on proxy matters.
- 3) In general terms, examples of potential conflicts of interest include, but are not limited to, the following:
 - The advisor or related company manages the pension plan for a company soliciting proxies.
 - The advisor or related company administers the employee benefit plan for a company soliciting proxies.
 - The advisor or related company provides brokerage, underwriting, insurance or banking services for a company soliciting proxies.
 - The advisor or related company manages money for an employee group.
- 4) It is the opinion of Quest Investment Management that the occurrence of such conflicts of interest would be infrequent due to the nature of Quest's business (i.e., no related companies providing brokerage, banking, etc.) and the composition of Quest's client list (i.e., primarily individuals, Taft-Hartley pensions and endowments).
- 5) Quest will maintain a record of the voting resolution of any conflict of interest.

F) Client Requests for Information

- 1) All client requests for information regarding proxy votes, policies, or procedures received by any employee shall be forwarded to Mr. Monte Johnson.
- 2) In response to any request, Mr. Goebel will prepare a written response to the client with the information requested, and as applicable will include the name of the issuer, the proposal voted upon, and how Quest voted the client's proxy with respect to each proposal about which the client inquired.

G) Disclosure

Quest will provide conspicuously displayed information in its disclosure document summarizing this proxy policy and procedures, including a statement that clients may request information regarding how Quest voted a client's proxies and that clients may request a copy of these policies and procedures.