

**TRUST ASSET MANAGEMENT  
FORM ADV, PART IIA**

**Item 1 – Cover Page**

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January 1, 2013

This Brochure provides information about the qualifications and business practices of Trust Asset Management, LLC (“TAM”). If you have any questions about the contents of this Brochure, please contact us at (832) 308-2783 or [info@tam-llc.com](mailto:info@tam-llc.com). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Trust Asset Management, LLC is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an adviser provide you with information about which you determine to hire or retain an Adviser.

Additional Information about TAM is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**Item 2 - Material Changes**

Growth of AUM – In 2013 TAM added 10 new non-discretionary trust fund clients with assets totaling approximately \$50 million. In addition, TAM’s four private fund clients’ assets grew from approximately \$85 million to approximately \$163 million.

Asset Based Fee for Private Fund Clients - On January 1, 2013, TAM established an asset based fee arrangement for its private fund clients in order to support the growing and more complex investment portfolio of the private fund clients and the additional external cost TAM expends on obtaining third party valuations for the assets of each private fund client. Since TAM began providing investment supervisory services to the Axys Capital Funds in Q4 2011, the total assets among all funds has more than doubled. More information regarding TAM’s services to these private funds can be found in Items 4, 5, 6, 7, 13, and 16.

Avalon Model Portfolio – In January 2012 TAM implemented the use of the Avalon Model Portfolio in lieu of traditional sub-advisory services from Avalon Advisors. This enabled TAM to maintain the trust fund client assets on the Pershing prime broker platform.

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Securities Lending – TAM temporarily suspended its securities lending program for trust fund clients due to market conditions.

Soft Dollar Arrangement – Throughout 2012, TAM expanded its soft dollar executions for trust fund clients, thereby reducing TAM’s cost structure and improving the financial viability of the firm.

Consolidation of Custodians – in early 2012 TAM successfully completed a consolidation of legacy trust fund clients onto a single platform.

Additional information about Trust Asset Management, LLC is available via the SEC’s website, [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC’s website also provides information about any persons affiliated with TAM who are registered or are required to be registered as investment adviser representatives of TAM.

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**Item 4 - Advisory Business**

Trust Asset Management, LLC ("TAM") commenced fee based advisory services began on November 1, 2009 and is owned by Northstar Memorial Group, LLC.

TAM provides investment management services to "Trust Fund Clients" which are trusts formed for various regulatory purposes related to the operating business of its parent organization as prescribed by various state laws. While TAM provides investment advisory services directly to most of its trust fund clients' accounts, it does subcontract out the portfolio management of some of its clients' accounts to sub-advisors. TAM also recommends that its trust clients invest in private pooled investment vehicles ("Private Funds") that TAM also advises.

TAM's management of client portfolios can be on a fully discretionary or non-discretionary basis. The firm actively manages portfolios with an overall goal of maximizing total returns subject to each client's risk profile and investment objective. TAM does not consider the services offered to be "financial planning" or described by any similar term.

Types of Investments

TAM recommends investment in a variety of asset categories, including cash and cash equivalents, equities, debt or fixed income investments, and alternative investments.

TAM offers investment advice on and utilizes the following types of investments:

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Types of Investments - continued

**Public**

- Money market funds
- Fixed income securities
- Common and preferred stock
- Limited partnerships
- Open end and closed-end mutual funds
- Derivatives based on tangible and intangible assets such options and futures

**Private**

- Real estate
- Energy Interest
- Energy Infrastructure
- Private Equity
- Private Debt
- Participation Interest

TAM chooses combinations of these investments to form strategies it deems appropriate given the client's investment objectives and risk tolerance,

TAM also uses some leverage and hedging techniques, including derivatives designed to mimic equity or debt positions, securities lending, buying securities on margin and selling securities short; all of which are either permitted or restricted by each clients' Investment Policy Statement.

Investment Strategies

TAM invests and manages clients' assets in accordance with investment objectives selected by the client, in the form of model type portfolios of securities that TAM believes best represents the client's investment objectives and restrictions.

The current investment strategies provided by TAM are as follows: 1) Long Term Growth, and 2) Balanced Income, Growth, and Preservation of Capital.

Clients and the state regulatory schemes to which they are subject may impose restrictions on investing in certain securities or types of securities.

Assets Under Management

As of December 31, 2012, the total amount of assets under management by TAM was as follows:

***Trust Funds***

Discretionary Assets:	\$329,959,671
Discretionary Accounts:	91
Non-discretionary Assets:	\$50,328,756
Non-discretionary Accounts:	10

Assets Under Management - continued

***Private Investment Funds***

Non-discretionary Assets:	\$163,215,726
Non-discretionary Accounts:	4

**Item 5 – Fees and Compensation**

TAM charges a fixed-percentage fee per annum for investment advice based on assets under management. All fees are currently billed quarterly, in arrears. Clients are billed for fees incurred or to be incurred and clients give prior written approval for the deduction of fees from their accounts. Typically advisory fees are not negotiable; however, some clients may have regulatory restrictions on the amount of fees that can be paid.

TAM may also charge administrative fees for certain labor intensive services such as monitoring and making transfers between multiple accounts for each Client in order to provide liquidity or to generate additional income to the client account through securities lending. Service fees associated with generating fee income for the Client will be performance-based in nature. That means that the service fee will be a percentage of the additional income earned for the client from the activity.

TAM charges performance-based fees in addition to asset based fees to its private fund clients which, in turn, invest primarily if not exclusively in private companies or private investment opportunities which are usually described as “alternative investments”.

Fee Schedules

The following describes TAM’s basic advisory fee schedule. In some cases, fees charged by TAM may be greater than fees charged by other investment advisors for similar services; in other cases our fees may be lower.

***Trust Clients:***

Minimum Acct Size:	None
All Dollar Ranges:	0.50% for clients subject to state regulatory restrictions 1.00% for all other clients 0.00% for clients in states where fees are limited in some way.

***Private Fund Clients:***

Minimum Acct Size:	None
All Dollar Ranges:	1.50% for all clients

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Fee Schedules – continued

For private fund clients, TAM also charges performance based fees, as described in Item 6 below.

With respect to administrative services fees charged to any client, TAM charges fees for the accounting necessary for securities lending programs. That fee is 36% of the additional net fee income earned by the client from the securities lending activity. Or, put another way, that fee is 25% of the additional gross fee income earned by the client from the securities lending activity.

**Item 6 - Performance-Based Advisory Fees and Side-By-Side Management**

In addition to the asset management fee outlined above TAM charges its private fund advisory clients compensation based on a share of earnings or capital appreciation of the assets held by those funds since the beginning of the 4th quarter of 2011. Returns in the private funds are only earned and distributed when actual realized gains from sale of assets or income occurs, net of any ordinary expenditures of the fund such as administrative, accounting, legal, and tax costs. The Investors in the private funds receive the first 1.75% of the realized return on a quarterly basis and 7% per annum. If the private fund earns less than 1.75% in net earnings for the quarter, the investors are entitled to an additional amount equal to the amount by which the fund underperformed that benchmark on a cumulative basis. Once the first 1.75% and any accrued underperformance are paid to the investors in the private fund, TAM is entitled to receive as performance-based compensation, an amount equal to 0.4375% of the remaining earnings and then 20% of every additional dollar of net earnings for the quarter.

TAM manages client accounts “side by side”, meaning it manages some client accounts (private funds) for a share of the realized income or capital appreciation of the client assets and manage other client accounts for a percentage of assets under management.

**Item 7 – Types of Clients**

TAM offers investment advice to trusts formed for various purposes as required by the operating business of TAM’s parent organization. Trustees are appointed by the trustor or settlor, TAM’s parent organization, to act on behalf of the trusts. All of TAM’s current clients are trusts and are regulated by the states in which they were formed.

In addition, TAM offers investment advice to limited liability companies formed to be private funds invested in by trusts, which are also its clients.

**Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss**

TAM’s method of security analysis is one that evaluates the fundamentals of the companies whose securities it purchases. Sources of information used by TAM include financial newspapers and magazines, inspections of corporate activities, research materials prepared by others, corporate rating

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services, annual reports, prospectuses and filings with the Securities and Exchange Commission and company press releases.

With respect to alternative investments made by its private fund clients, TAM has developed due diligence processes that are tailored to the particular type of investment presented by the alternative investment opportunity (e.g. real estate, oil and gas interests or promissory notes and other credit instruments).

Investment strategies employed include long-and short-term purchases; short sales; purchases on margin; option writing (including covered options, uncovered options and spreading strategies); and the use of certain other derivatives.

TAM may enter into derivative transactions when the use is consistent with established client investment guidelines and the firm's investment strategy as selected by the client. A derivative is a financial arrangement between two parties whose payments or values are based on—or 'derived' from—the performance of some agreed-upon benchmark. Common benchmarks include securities, indices, commodities, interest rates, currency exchange rates, securities spreads and other assets or economic benchmarks with varying degrees and types of associated risks.

Derivatives can be used for a variety of reasons. For example, if a portfolio consists of foreign investments that are denominated in the currency of the country of the issuer, we may want to reduce the risk of fluctuations in the value of such currencies. Or, we may want to modify the risk/return profile of a portfolio without incurring huge transaction cost and without disturbing the portfolio. Derivatives can be used to achieve these and other goals.

There are significant risks associated with derivatives that can result in the loss of principal, or in certain cases, the loss of more than the initial investment. The primary risks associated with derivatives are (i) market risk (the risk that the market value of the investment will decline), (ii) credit risk (the risk that the counterparty to the transactions will default on its obligations), (iii) liquidity risk (the risk that the instrument will not be readily marketable) and (iv) valuation risk (the risk that because the instrument is thinly traded, it may have only one pricing source). Additionally, if these instruments are traded frequently, transaction costs will mount and will affect the overall return on assets of the client. In no event will TAM invest in any derivative instrument on behalf of a client unless such investment is consistent with established client investment guidelines.

Please remember that investing in securities generally involves a risk of loss that clients should be prepared to bear.

**Item 9 – Disciplinary Information**

TAM has no history of disciplinary infractions. Nor do any of its officers, directors or key personnel have a disciplinary history.

**Item 10 – Other Financial Industry activities and Affiliations**

TAM is wholly owned by NorthStar Memorial Group, LLC, which utilizes TAM's advisory services in its own operating business. However, through a series of higher holding companies, TAM is owned by an eventual parent entity, the managing member of which is Evergreen Investment Advisers, LLC, an SEC registered investment advisor. However, the business of that registered advisor is of a completely different character than TAM's business. There are no operational ties between the two; and that adviser has never exercised any control over TAM's business. Consequently, TAM's relationship with the other adviser is not material to TAM's advisory business and does not create a conflict of interest with TAM.

TAM utilizes the personnel and/or services of its parent in the performance of its business including accounting, real estate services and acquisition of client relationships. No additional fees or expenses are charged to the client for the parent's services except as set forth in the investment advisory agreement.

**Item 11 - Code of Ethics, Participation in Client Transactions, Personal Trading**

TAM has adopted a Code of Ethics expressing the firm's commitment to ethical conduct. The Code identifies "material non-public information" about companies whose securities are traded in the public markets and forbids employees and others from using it for personal gain. No person supervised by TAM may prefer his or her own interests to that of an advisory client or make personal investment decisions based on the investment management trading activities of advisory clients. In addition, all employees and others supervised by TAM are required to keep all information about the Clients and their investments confidential. TAM personnel are required not to accept or receive gifts from others that might influence investment decisions and must report other gifts that are valued at more than \$300.00.

Individuals employed or otherwise supervised by TAM are required to consult with the Chief Compliance Officer prior to any trade if they reasonably believe that such trade might conflict with the Personal Securities Transactions policy.

If a security is held or about to be held in a TAM portfolio for a TAM client, the employee or supervised person is subject to a 24 hour blackout period with respect to trading that security. Purchases of certain securities, including shares in initial public offerings and shares or interests in companies making a private offering require prior approval from the Chief Compliance Officer.

No person holding a security in his or her own account or having any other interest in that company can recommend purchase or sale of that company's security for a Client, unless he or she discloses such interest in the targeted investment to the client beforehand.

To supervise compliance with the firm's Code of Ethics, TAM requires that persons with access to information about the firm's trading provide annual securities holdings reports and quarterly transactions reports to the firm's Chief Compliance Officer ("TAM CCO"). The TAM CCO must also obtain initial and annual certifications in writing from each Supervised person that she or he has received a copy, read and understood it and agrees to abide by it.



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TAM, as a matter of policy, does not have a proprietary trading account and does not own any securities for its own account. Consequently, TAM does not sell securities to or purchase securities from Clients.

The TAM CCO is required to retain records concerning the codes of ethics that have been in place for the preceding five years; records of violations; written acknowledgment of receipt of the code annually; records of reports and other information related to the Code of Ethics and violations.

TAM will provide a copy of the Code of Ethics to any client or prospective client upon request. Clients may request a complete copy of TAM's Code of Ethics by contacting the firm's Chief Compliance Officer in person at (832) 308-2748 or in writing at [compliance@tam-llc.com](mailto:compliance@tam-llc.com) or,

Trust Asset Management, LLC  
Attn: Chief Compliance Officer  
1900 Saint James Place Suite 300  
Houston, Texas 77056

**Item 12 - Brokerage Practices**

Under the TAM Investment Advisory Agreement with each Client, the person or entity with authority to make decisions on behalf of the Client (i.e. the Trustee of each trust client or the manager of the private fund) has the responsibility to choose which securities broker through whom TAM's investment advice and strategy is implemented.

As a part of the services it provides, TAM makes recommendations to Clients as to brokerage platforms and other service providers and products that will be the most effective for its clients. In order to better serve its Clients, TAM has entered into a services agreement with a "prime broker" whereby TAM is able to use a proprietary online trading platform on behalf of its clients. In addition, TAM has entered into services agreements with certain introducing or "executing" brokers including a "soft dollar services" broker. TAM's clients often take those recommendations with respect to which broker or other service provider to use. However, both TAM and the prime broker require that the Client enter into a separate agreement with the prime broker.

It is TAM's policy to seek the best execution available in light of the overall quality of brokerage and research services provided to it or its clients. Best execution involves reasonably seeking the most favorable terms for a transaction under the circumstances. TAM's relationship with the prime broker enables it to rely on that broker to help fulfill its obligation to seek best execution through use of the proprietary online trading platform.

TAM's soft dollar services executing broker rebates two thirds of the commission it earns to be used by TAM to purchase investment related products and services which the broker purchases on TAM's behalf. The relationship with the soft dollar broker has been in place since January 1, 2012. To date, TAM has accumulated soft dollar credits and has used those credits to;

1. acquire an electronic and automated order management system, through which it can trade securities in a block for multiple accounts, and

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2. compensate TAM's administrative services partner for provision of investment portfolio accounting system and services; and
3. defray block-based "trade away" charges imposed by its prime broker.

All of these expenditures help TAM do a better job for its clients at a lower cost to the client.

The actual allocation of brokerage business between and among the Prime Broker and Executing Brokers may vary from year to year. In no case will TAM make binding commitments as to the level of brokerage commissions it will allocate to a broker, nor will it commit to pay cash if an informal target is not met.

Directed Brokerage

Under its investment advisory agreement with TAM, each Client has the option of directing TAM to use a particular executing broker to effect particular trades in its account. In following the client's direction to use a particular executing broker to execute either all or part of the brokerage transactions from their accounts, clients must be aware that, in doing so, they may adversely affect TAM's ability to obtain volume discounts on bunched orders or seek to achieve best execution.

When effecting bunched orders, we attempt to include transactions of clients who have directed the use of a particular executing broker in the bunched order. In such transactions, the previous executing broker must agree to transfer that portion of a bunched order relating to a client who has directed the use of a particular broker to the new executing broker specified by the client. If the previous executing broker does not agree to make this transfer, the order for the same securities on behalf of a client who has directed the use of a particular executing broker will be effected through the specified broker and the cost of the transaction may be greater.

In selecting Executing Brokers for a portfolio transaction, a Client must consider, without limitation, the overall direct net economic impact results to an account, including both price paid or received and any commissions and other costs paid, the efficiency with which the transaction is effected, the ability to effect the transactions at all where a large block is involved, the availability of the broker to stand ready to execute possibly difficult transactions in the future, responsiveness to TAM and the financial strength and stability of the broker.

Trade Aggregation and Allocation

TAM seeks, but is not obligated, to bunch orders for the purchase or sale of the same security for client accounts where TAM deems this to be appropriate and in the best interests of the accounts, consistent with applicable regulatory requirements. TAM has implemented an electronic and automated Order Management System to better accomplish this task. When a bunched order is filled in its entirety, each participating client account will participate at the volume weighted average share price for the bunched order on the same business day, and the transaction costs shall be shared pro-rata based on each client's participation in the bunched order. When a bunched order is only partially filled, the securities purchased will be allocated on a pro-rata basis to each account participating in the bunched order based on the initial amount requested for the account, subject to certain exceptions (such as de minimus orders) and each participating account will participate at the volume weighted average share prices for the bunched order on the same business day.

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TAM performs investment advisory services for multiple clients and may give advice and take action, with respect to any of those, which may differ from the advice given or the timing or nature of action taken with respect to any other client. Provided that, over a period of time and to the extent practical, TAM allocates investment opportunities to each client and account on a fair and equitable basis relative to other similarly situated client accounts.

Cross Transactions

TAM does not engage in agency or principal cross transactions. However, there are some circumstances where Client A needs to liquidate some of its positions in its account while Client B needs to acquire more of that same security. TAM arranges for an Executing Broker to execute Client A's sell transaction and Client B's buy transaction, and rely on the broker's best execution policy and procedure.

Research

Currently, TAM does not use client brokerage commissions (or markups or markdowns) to obtain research services.

**Item 13 - Review of Accounts**

The Chief Investment Officer is responsible for monitoring and maintaining compliance with the Client objectives and conducts reviews periodically throughout the year. Formal reviews are conducted at least annually. This includes a review of Client portfolio asset allocation, the effects/or demands of external cash flows, investment strategies, securities, adherence to client investment guidelines and benchmarks, and performance analysis.

Written account and performance information are available to Clients on a quarterly basis. More frequent reports may be provided upon request.

**Item 14 – Client Referrals and Other Compensation**

TAM does not enter into agreements with or make commitments to broker-dealers or any other persons or entities under which TAM is obligated to compensate them for client referrals. A change in TAM policies requires a determination to do so by TAM's sole Manager. If such a change occurs, we will inform clients about the terms of that policy and compensation to others under it.

**Item 15 – Custody**

TAM is related to its current clients by virtue of common ownership. However, TAM does not have custody of Client funds, as that term is defined by SEC Rule 206(4)-2. Client Funds advised by TAM are held by institutions such as banks that would qualify as "Qualified Custodians" under that same rule.

Clients will receive statements from the custodian in addition to any statements they may receive from TAM.

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TAM statements may vary from custodial statements based on accounting procedures, reporting dates or valuation methodologies of certain securities.

**Item 16 – Investment Discretion**

Under the terms of the discretionary investment advisory agreement it has with each client, TAM has the authority to determine, without obtaining specific Client consent, the securities to be bought or sold, amount of securities to be bought or sold, broker or dealer to be used and commission rates paid. Under these agreements, TAM's Clients grant it full discretionary authority over securities purchases and sales, subject to investment objectives and guidelines that are established by the Investment Policy Statement prescribed for each Client as well as the agreement between TAM and the trustee or manager of the client at the time the account is opened, and, in any event subject to the Client's ability to name an executing broker.

**Item 17 – Voting Client Securities**

Proxy Voting Policies and Procedures

TAM does not vote proxies for its clients with respect to securities of companies held by its Clients. That is a responsibility retained by the trustees or managers of TAM Clients. If and when it receives any proxy, informational or voting materials, TAM forwards those promptly to the trustees of the trusts or managers of the private funds which hold the securities.

Class Action Lawsuits

TAM is not responsible for exercising Clients' rights to participate in the proceeds of class action lawsuits affecting securities they own or have owned. TAM will generally not notify Clients regarding class action lawsuits and will not transmit proof of claim forms to Clients except upon Client request.

**Item 18 – Financial Information**

As an adviser which has discretionary authority and does not seek Client fees six months in advance, TAM is required to disclose any financial condition that is reasonably likely to impair its ability to meet its contractual commitments to clients. At the present time, TAM knows of no such financial condition.

**Item 19 – Requirements for State Registered Advisers**

TAM is not a State registered adviser.