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October 8, 2013

FORM ADV PART 2A. BROCHURE

This brochure provides information about the qualifications and business practices of Tax Efficient Asset Management Solution, Inc. If you have any questions about the contents of this brochure, please contact us at 949-878-9400. 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.

Additional information about Tax Efficient Asset Management Solution, Inc. is also available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for Tax Efficient Asset Management Solution, Inc. is 146778.

Tax Efficient Asset Management Solution, Inc. is a Registered Investment Adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

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Advisory Business

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Tax Efficient Asset Management Solution, Inc.'s registration was granted by the U.S. Securities and Exchange Commission on April 23, 2008. Timothy Lee Voorhees (CRD Number 8562890) is President and Chief Compliance Officer of the firm. Mr. Voorhees owns ninety-five (95%) percent and Guy Baker owns five (5%) percent of the equity of the firm. The firm is not publicly owned or traded. There are no indirect owners of the firm or intermediaries who have any ownership interest in the firm. The firm manages each client's portfolio on an individualized basis. Clients may impose restrictions. The firm does not sponsor any wrap programs. As of December 31, 2012, the firm managed assets on a discretionary basis in the amount of \$142,750,000 which represented over 1550 accounts.

Tax-Efficient Asset Management Solution, Inc. ("TEAMS") serves wealthy individual and corporate clients by offering a variety of deliverables and services to help clients manage assets tax efficiently. Experienced TEAMS professionals use propriety software to develop comprehensive financial and estate planning illustrations. These plans provide flowcharts illustrating various entities, such as revocable living trusts, LLCs, and irrevocable trusts, that hold stocks, bonds, and other securities that need professional management. Asset Management professionals affiliated with TEAMS illustrate asset management techniques that reduce or eliminate taxes, increase transfers to children, enhance charitable giving goals, or achieve other personal and financial goals. TEAMS illustrations typically show how to reduce income, capital gains, estate, gift, GST, and/or AMT taxes related to investment strategies.

TEAMS planners typically deliver seven types of services to wealthy clients. Each service corresponds to a different deliverable. Our advisers follow a process that begins as the **Counselor** clarifies how the client wants to generate retirement income, transfer wealth to children and/or business associates, give more to charity, or achieve any of more than 50 other goals. The counselor helps the client explore new vistas and then summarizes the goals in a **Family Wealth Statement**. After goals have been clarified, the **Analyst** reviews how the current asset management strategies and planning techniques fail to achieve the goals. The analyst produces a **Financial Checkup** with a report card showing specifically which goals the client fails to achieve. The analyst also collaborates with a **Planner** to summarize the benefits and costs of planning a case that will achieve all of the client's goals with optimizing financial and legal strategies. Quantified benefits and costs are summarized in a **Value Proposition Letter**. If the client agrees to proceed with planning, the planner works with the **Advisor Coordinator, Binder Publisher, and Licensed Implementer(s)** to develop and implement a tactical or comprehensive **Family Wealth Blueprint®** for helping the client realize his or her dreams. Then, once per quarter or once per year, the **Evaluator/Educator** meets with the client to review the plan and educate the clients on ways that the plan could be updated in light of changing goals, tax laws, or market conditions.

TEAMS professionals may deliver their services throughout two or more phases. Phase 1 of the process typically begins with a discovery session. Phase 1 can be completed in just an hour or two if the client has clarity about his or her goals and his or her current situation. In most cases, however, clients welcome assistance in clarifying their goals during a family retreat that culminates with production of a Family Wealth Statement. Many clients also appreciate having their current plans analyzed to see how the current plan fails to achieve goals clarified in the Family Wealth Statement. The current plan is analyzed in a document known as a Financial Checkup. The Financial Checkup typically includes a variety of graphics to illustrate opportunities inherent in current asset management strategies.

Phase 1 culminates with a Value Proposition Letter ("VPL"), which sets the stage for the second phase.

The planning team adapts the VPL to the client's needs. If the client just wants to reduce taxes or manage money more tax efficiently, the planning professionals immediately discuss a relatively simple tactical plan or investment policy statement. If the client wants a more comprehensive process, the planning team discusses a process that produces a comprehensive Family Wealth Blueprint, which illustrates an optimal combination of strategies for minimizing taxes, increasing transfers to heirs, enhancing charitable giving potential, optimizing portfolios, or achieving other personal and financial goals.

Benefits of the planning process:

- ❖ Clients Can Control 100% of Their Wealth
 - Eliminate estate and/or gift taxes
 - Reduce or eliminate income taxes
 - Protect assets from creditors
 - Pass the full value of an estate to heirs
- ❖ Clients Can Move From Success to Significance
 - Make charitable gifts instead of paying taxes
 - Involve family members in benefiting the community
 - Align financial and legal plans with personal values
- ❖ Clients Can Integrate Advanced and Proprietary Tools into a Comprehensive Plan
 - Apply creative and cutting-edge ideas not widely available
 - Illustrate all ideas with one color flow chart and integrated cash flows statement
- ❖ Clients Can Assemble a Highly Skilled Planning Team
 - Engage nationally known attorneys through a simple process
 - Benefit from the national reputation and depth of experience of advisers who specialize in preparing strategic plans
- ❖ Clients Can Obtain a Full-Color Plan Illustrating All of the Proposed Tools
 - Receive comprehensive client presentations that illustrate and integrate the effect of all proposed strategies on cash flow, income taxes, charitable giving, estate taxes and wealth distribution
 - View attractive and easy-to-follow graphs, tables, and text reports
 - Maintain financial and estate information in a format that can be updated easily during quarterly or annual reviews

The Tax Efficient Asset Management Solution, Inc. ("TEAMS") managers will maintain contracts with Nepsis Capital Management, and other Registered Investment Advisers to develop Investment Policy Statements for the tax efficient optimization of portfolio returns. Each Investment Policy Statement ("IPS") considers the tax consequence of accumulating and distributing assets from each portfolio maintained for each trust and/or corporation owned and/or controlled by clients of TEAMS and its affiliated RIAs. Investment Policy Statements will include cash flow projections for each portfolio. IPS analytical reports will analyze expected cash inflows and outflows for each independent portfolio and for

integrated portfolios under different rate of return scenarios.

In cases where the tax exposure of asset management decisions is too large, the TEAMS managers will work with Matsen Voorhees Law, a division of Bohm Matsen, LLP tax attorneys to recommend alternative tax planning techniques that can reduce the tax consequences of optimizing portfolios. The TEAMS managers will have no discretionary authority over managed funds; however, they will have discretion to recommend the addition or deletion of securities when creating and updating Investment Policy Statements. Portfolios depicted in the IPSs will be custodied at various custodial institutions.

Portfolio optimization, in addition to producing many non-tax benefits, can help generate tax-efficient asset management returns in at least ten ways. Portfolio optimization professionals can: 1) review account statements to confirm that the correct trusts own each account in order to keep assets outside of the taxable estate, 2) apply trust accounting principles to accumulate and distribute trust assets tax-efficiently, 3) confirm the accuracy of tax basis and market value numbers shown on the balance sheet, 4) determine that cash withdrawn from accounts for lifestyle needs will be taxed at the most favorable rates, 5) evaluate whether assets not kept liquid for lifestyle needs are invested tax efficiently in longer-return assets, 6) estimate which rates of return to assume when designing tax minimization tools, 7) clarify whether asset management fees are tax deductible, 8) identify unnecessary taxes on portfolio rebalancing transactions, 9) integrate tax-efficient investments into portfolios, and 10) gather data to graph projected after-tax inheritance for heirs under different return/risk assumptions.

TEAMS drafts investment policy statements and provides active management of fiduciary issues while delegating asset management decisions to third party asset managers. To supplement the investment policy statements, TEAMS develops Education Policy Statements (“EPSs”) for retirement plan trustees. The EPS documents clarify how TEAMS staff members provide training meetings, personalized consultations for plan participants, and fiduciary coaching. The fiduciary coaching reviews investment, administrative, and procedural issues relative to industry norms. Fiduciary coaching also involves the daily monitoring of relevant fiduciary cases, statutes, and news items. The personalized coaching involves monitoring each participant’s investment portfolio to generate daily alerts when investment performance deviates from reasonable age-based and asset-based standards. The daily portfolio monitoring reports guide updates to the training and fiduciary coaching process.

Wealth Teams, Inc. and Voorhees Family Office Services, Inc. (“VFOS”) are DBAs of the Tax Efficient Asset Management Solution, Inc. (“TEAMS”). While all financials are pooled on the tax returns, there are differences in the asset management strategies and case management assignments of Wealth Teams and VFOS Teams. VFOS Teams currently assumes responsibility for overseeing all drafting of investment policy statements when clients engage for investment policy statements that include provisions for improving returns through tax planning and estate planning for high net worth families. VFOS Teams uses an active management process executed with support from Nepsis Capital Management, a sub-advisor of TEAMS. Wealth Teams develops and oversees investment policy statements for 401(k) clients. Wealth Teams emphasizes a market based asset management process executed with support from Dimensional Fund Advisors, Inc. Both Wealth Teams and VFOS Teams provide fiduciary coaching services to trustees of irrevocable trusts and qualified plans as part of the active management of legal and investment risks. Both Wealth Teams and VFOS Teams also provide financial planning services according

to terms of financial planning retainers signed by clients.

Fees and Compensation

Form ADV Part 2A, Item 5

TEAMS professionals typically charge a different fee for each phase of the planning process. If a client has clarity about goals and his or her current situation, Phase 1 may involve nothing more than producing a Value Proposition Letter for a price of \$500 to \$3,000. The VPL recommends which plan and/or asset management strategy would be right for the client. (Phase 1 may also involve development of a Family Wealth Statement for \$3,500 to \$6,000 and a Financial Checkup for \$2,500 to \$5,000. These documents typically do not give advice concerning securities.) The VPL also details the costs and benefits of entering into a Phase 2 engagement. After reviewing the VPL, the client engages the TEAMS Professional for a plan in Phase 2. During Phase 2, the client receives a simple **Tactical Plan** illustrating just one planning tool, a **Comprehensive Plan** illustrating all legal and portfolio tools needed to achieve the clients goals, or a **Summary Plan** that illustrates a selection of tools designed to focus on the client's primary needs. Planning fees typically start at \$1,000 for tactical plans and begin at \$12,000 for comprehensive plans. The total fee is based on the complexity of the case and the time involved in planning.

During Phase 3, the planning team will implement the plan. The Phase 3 engagement typically involves a licensed CPA, licensed lawyer, licensed stockbroker or money manager, licensed insurance agent, or other licensed professionals. Implementation of portfolio strategies involves Certified Financial Planners™ and Chartered Financial Consultants on the TEAMS staff. After implementation of portfolio strategies, the client may enter into a Phase 4 engagement for on-going evaluation and enhancement of the plan. During Phase 4, the planning team adapts the plan to address changes in asset values, tax laws, or client goals.

The firm may recommend alternative investments to certain advisory clients without any broker/dealer concession involved. In these situations, the firm shall charge up to 3% in the first year, and up to 1% in subsequent years.

In addition to Advisor's advisory fee, the Client may be charged transaction charges pursuant to a fixed schedule for trade execution. These transaction charges are paid to the account custodian and are retained by the account custodian for its clearance and execution services. Further, Client may pay fees for custodial services, account maintenance fees, transaction fees, and other fees associated with maintaining the Account. Advisor does not share in any portion of such fees. Additionally, mutual funds charge internal management and administrative fees and incur expenses which are deducted from the assets of the mutual fund of which Client will pay a proportionate share. Advisor is not being compensated on the basis of a share of capital gains or capital appreciation of the funds or any other portion of the funds of the Client.

Fees for development and maintenance of the IPS documents will be dependent upon the degree of modeling required to help clients optimize portfolios as part of optimized estate plans. The portfolio optimization process will help clients and advisers at affiliated RIAs "stress test" each legal tool under different rate of return assumptions. When projecting cash flows generated by different types of portfolios, the TEAMS managers will use both portfolio optimization and estate optimization software to evaluate millions of projections and choose the scenarios that optimize the after-tax cash flow and wealth

transfer benefits requested by the clients. As clients and advisers consider the incremental benefits of combining portfolio optimization with estate optimization, they see that these techniques can generally help reduce both income and transfer taxes.

Management fees for each client will be specified on the TEAMS, Inc. Client Fee Schedule. Clients investing with a passive portfolio emphasis pay the fees according to the option they select on the Wealth Teams Client Fee Schedule; clients using the Active portfolio management pay fees on the standard TEAMS Client Fee Schedule. Email Julie@vfos.com to receive the most current versions of these schedules. If fees are charged quarterly in advance, upon termination of service all unearned or unapplied fees will be refunded at once by the adviser to the client.

Performance-Based Fees and Side-By-Side Management

Form ADV Part 2A, Item 6

None.

Types of Clients

Form ADV Part 2A, Item 7

Individuals, pension plans, profit sharing plans, trusts, estates, charitable organizations, corporations and other business entities.

Methods of Analysis, Investment Strategies and Risk of Loss

Form ADV Part 2A, Item 8

One method of securities analysis is fundamental analysis. When using Fundamental Analysis, we generally rely on, among other things, company earnings, balance sheet variables and management quality which are used to predict the future value of an investment. Data we review is generally considered reliable but we can not guarantee nor have we verified its accuracy. In addition, the data that we review is sometimes subjective in nature and open to interpretation. Even if our data and interpretation of the data is correct, there may be other factors that determine the value of securities other than those considered in Fundamental Analysis. We also may utilize technical analysis, cyclical analysis or charting.

Investment strategies employed are long term purchases which are securities held at least a year, short term purchases which are securities held less than a year, trading which are securities held less than 30 days) as well as short sales, margin transactions and option writing.

Listed above are some of the primary risks associated with the way we recommend investments to you, please do not hesitate to contact us to discuss these risks and others in more detail.

Investing in securities involves risk of loss that you should be prepared to bear.

Disciplinary Information

Form ADV Part 2A, Item 9

None.

Other Financial Industry Activities and Affiliations

Form ADV Part 2A, Item 10

The Tax Efficient Asset Management Solution, Inc. (“TEAMS”) managers will maintain contracts with Nepsis Capital Management, and other Registered Investment Advisers to develop Investment Policy Statements for the tax efficient optimization of portfolio returns. Each Investment Policy Statement (“IPS”) will analyze the tax consequence of accumulating and distributing assets from each portfolio maintained for each trust and/or corporation owned and/or controlled by clients of TEAMS and its affiliated RIAs. Investment Policy Statements will include cash flow projections for each portfolio. IPS analytical reports will analyze expected cash inflows and outflows for each independent portfolio and for integrated portfolios under different rate of return scenarios.

In cases where the tax exposure of asset management decisions is too large, the TEAMS managers will work with Matsen Voorhees Law, a division of Bohm Matsen, LLP tax attorneys to recommend alternative tax planning techniques that can reduce the tax consequences of optimizing portfolios. The TEAMS managers will have no discretionary authority over managed funds; however, they will have discretion to recommend the addition or deletion of securities when creating and updating Investment Policy Statements. Portfolios depicted in the IPSs will be custodied at various custodial institutions.

1. Mr. Voorhees is the managing partner of Matsen Voorhees Law, a division of Bohm Matsen, LLP.
2. Mr. Voorhees is a member of the Maryland Bar and does not practice law within the state of California.
3. Mr. Guy Baker is a 50% owner of Baker Jensen Investment Advisors LLC.

These activities create a conflict of interest. To disclose and minimize potential conflicts, clients are asked to sign a “Multi-Disciplinary Disclosure” (“MDP”) at the start of the engagement. This MDP document clarifies the roles and goals of each entity involved with developing integrated solutions for the client.

TEAMS maintains a sub-advisory relationship with Nepsis Capital Management, Inc.

Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Form ADV Part 2A, Item 11

The firm has adopted a written Code of Ethics in accordance with SEC Rule 204A-1. The Code of Ethics outlines the professional behavior with which all associated persons must adhere and also discusses the requisite protocols in relation to personal securities transactions. A copy of the firm's Code of Ethics is available upon request to all clients and prospective clients.

It is further noted that Advisor is in and shall continue to be in total compliance with the Insider Trading and Securities Fraud Enforcement Act of 1988. Specifically, Advisor has adopted a firm wide policy statement outlining insider trading compliance by Advisor and its associated persons and other employees. This statement has been distributed to all associated persons and other employees of Advisor and has been signed and dated by each such person. A copy of such firm wide policy is left with such person and the original is maintained in a master file. Further, Advisor has adopted a written supervisory procedures statement highlighting the steps which shall be taken to implement the firm wide policy. These materials are also distributed to all associated persons and other employees of Advisor, are signed, dated and filed with the insider trading compliance materials. There are provisions adopted for (1) restricting access to files, (2) providing continuing education, (3) restricting and/or monitoring trading on those securities of which Advisor's employees may have non public information, (4) requiring all of Advisor's employees to conduct their trading through a specified broker or reporting all transactions promptly to Advisor, and (5) monitoring the securities trading of the firm and its employees and associated persons.

Advisor or individuals associated with Advisor may buy or sell securities identical to those recommended to customers for their personal account.

It is the expressed policy of Advisor that no person employed by Advisor may purchase or sell any security prior to a transaction(s) being implemented for an advisory account, and therefore, preventing such employees from benefiting from transactions placed on behalf of advisory accounts.

Advisor or any related person(s) may have an interest or position in certain securities which may also be recommended to a client.

As these situations may represent a conflict of interest, Advisor has established the following restrictions in order to ensure its fiduciary responsibilities:

- 1) A director, officer or employee of Advisor shall not buy or sell securities for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by reason of his or her employment unless the information is also available to the investing public on reasonable inquiry. No person of Advisor shall prefer his or her own interest to that of the advisory client.
- 2) Advisor maintains a list of all securities holdings for itself, and anyone associated with this advisory practice. These holdings are reviewed on a regular basis.
- 3) Advisor requires that all individuals must act in accordance with all applicable federal and state

regulations governing registered investment advisory practices.

4) Any individual not in observance of the above may be subject to termination.

At times, applicant or related persons may purchase securities recommended to clients. However, such transactions would be kept completely separate from any client transactions.

Brokerage Practices

Form ADV Part 2A, Item 12

Advisor's fundamental policy is to seek for its clients what in its judgment will be the best overall execution of purchase or sale orders and the most favorable net prices in securities transactions consistent with its judgment as to the business qualifications of the various broker or dealer firms with which Advisor may do business. Decisions with respect to the market in which the transaction is to be completed, the form of the transactions, and the allocation of orders among brokers or dealers are made in accordance with this policy.

In selecting brokers or dealers to effect portfolio transactions, consideration is given to the proven integrity and financial responsibility of the various firms as well as to their demonstrated execution experience and capacity generally and in regard to particular markets or securities and to the competitiveness of the commission rates they charge.

With respect to any brokerage commissions charged by executing broker/dealers, Advisor will regularly and continuously review such charges within the foregoing criteria and such other comparative standards which it may regard as pertinent for the purpose of evaluating the reasonableness of such commissions. As permitted by law, and specifically by provisions of Section 28(e) of the Securities Exchange Act of 1934, Advisor may cause its clients to pay a broker/dealer an amount of commission for executing a portfolio transaction order on behalf of its clients which is in excess of the commissions other broker/dealers would have charged for effecting such a transaction. In order to do so, Advisory must determine in good faith that the higher commissions are reasonable in relation to the value of the brokerage and research services provided by the executing broker/dealer viewed in terms of either a particular transaction or Advisor's overall responsibilities to its other clients.

Review of Accounts

Form ADV Part 2A, Item 13

No preestablished protocol. Periodic and systematic reviews are encouraged. Reviews are undertaken by Mr. Voorhees and the supervised persons.

Client Referrals and Other Compensation

Form ADV Part 2A, Item 14

The firm may employ the services of paid solicitors.

Custody

Form ADV Part 2A, Item 15

None.

Investment Discretion

Form ADV Part 2A, Item 16

The firm may have the authority to select specific securities and the amount of such securities, without first obtaining specific client consent. TEAMS, Inc. delegates all of the responsibility for discretionary authority to Nepsis Capital Management, Dimensional Fund Advisors, and other third party money managers. TEAMS, Inc. retains an array of illustration, reporting, research, design, and other client services responsibilities.

Voting Client Securities

Form ADV Part 2A, Item 17

The firm does not vote proxy statements on behalf of advisory clients.

Financial Information

Form ADV Part 2A, Item 18

No financial reporting is required as the firm does not receive fees more than six months in advance.

Requirements for State-Registered Advisers

Form ADV Part 2A, Item 19

Not applicable.

Additional Information

None.