



**MERIDIAN CAPITAL MANAGEMENT, INC.**

A Registered Investment Adviser

**DISCLOSURE STATEMENT**

Dated:  
January 2009

4332 Cerritos Avenue, Suite 100  
Los Alamitos, CA 90720-2557

**FORM ADV**  
**Part II - Page 1**      **Uniform Application for Investment Adviser Registration**

Name of Investment Adviser:						
Address:	(Number and Street)	(City)	(State)	(Zip Code)	Area Code: (    )	Telephone Number:

**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.**

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(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.)

Potential persons who are to respond to the collection of information contained in this form  
are not required to respond unless the form displays a currently valid OMB control number.

Applicant:

SEC File Number:

Date:

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**1. A. Advisory Services and Fees.** (check the applicable boxes)

For each type of service provided, state the approximate % of total advisory billings from that service. (See instruction below.)

**Applicant:**

- ☐ (1) Provides investment supervisory services ..... %
- ☐ (2) Manages investment advisory accounts not involving investment supervisory services ..... %
- ☐ (3) Furnishes investment advice through consultations not included in either service described above ..... %
- ☐ (4) Issues periodicals about securities by subscription ..... %
- ☐ (5) Issues special reports about securities not included in any service described above ..... %
- ☐ (6) Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities ..... %
- ☐ (7) On more than an occasional basis, furnishes advice to clients on matters not involving securities ..... %
- ☐ (8) Provides a timing service ..... %
- ☐ (9) Furnishes advice about securities in any manner not described above ..... %

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)

- B. Does applicant call any of the services it checked above financial planning or some similar term? ..... Yes No  
☐ ☐

**C. Applicant offers investment advisory services for: (check all that apply)**

- ☐ (1) A percentage of assets under management ☐ (4) Subscription fees
- ☐ (2) Hourly charges ☐ (5) Commissions
- ☐ (3) Fixed fees (not including subscription fees) ☐ (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. Types of clients** — Applicant generally provides investment advice to: (check those that apply)

- ☐ A. Individuals ☐ E. Trusts, estates, or charitable organizations
- ☐ B. Banks or thrift institutions ☐ F. Corporations or business entities other than those listed above
- ☐ C. Investment companies ☐ G. Other (describe on Schedule F)
- ☐ D. Pension and profit sharing plans

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**3. Types of Investments.** Applicant offers advice on the following: (check those that apply)

- |   |   |
|---|---|
| <input type="checkbox"/> A. Equity securities                                       | <input type="checkbox"/> H. United States government securities     |
| <input type="checkbox"/> (1) exchange-listed securities                             | <input type="checkbox"/> I. Options contracts on:                   |
| <input type="checkbox"/> (2) securities traded over-the-counter                     | <input type="checkbox"/> (1) securities                             |
| <input type="checkbox"/> (3) foreign issuers  | <input type="checkbox"/> (2) commodities                            |
| <input type="checkbox"/> B. Warrants  | <input type="checkbox"/> J. Futures contracts on:                   |
| <input type="checkbox"/> C. Corporate debt securities (other than commercial paper) | <input type="checkbox"/> (1) tangibles                              |
| <input type="checkbox"/> D. Commercial paper  | <input type="checkbox"/> (2) intangibles                            |
| <input type="checkbox"/> E. Certificates of deposit                                 | <input type="checkbox"/> K. Interests in partnerships investing in: |
| <input type="checkbox"/> F. Municipal securities                                    | <input type="checkbox"/> (1) real estate                            |
| <input type="checkbox"/> G. Investment company securities:                          | <input type="checkbox"/> (2) oil and gas interests                  |
| <input type="checkbox"/> (1) variable life insurance                                | <input type="checkbox"/> (3) other (explain on Schedule F)          |
| <input type="checkbox"/> (2) variable annuities                                     | <input type="checkbox"/> L. Other (explain on Schedule F)           |
| <input type="checkbox"/> (3) mutual fund shares                                     |   |

**4. Methods of Analysis, Sources of Information, and Investment Strategies.****A.** Applicant's security analysis methods include: (check those that apply)

- |  |  |
|--|--|
| (1) <input type="checkbox"/> Charting    | (4) <input type="checkbox"/> Cyclical                      |
| (2) <input type="checkbox"/> Fundamental | (5) <input type="checkbox"/> Other (explain on Schedule F) |
| (3) <input type="checkbox"/> Technical   |  |

**B.** The main sources of information applicant uses include: (check those that apply)

- |  |  |
|--|--|
| (1) <input type="checkbox"/> Financial newspapers and magazines    | (5) <input type="checkbox"/> Timing services   |
| (2) <input type="checkbox"/> Inspections of corporate activities   | (6) <input type="checkbox"/> Annual reports, prospectuses, filings with the Securities and Exchange Commission |
| (3) <input type="checkbox"/> Research materials prepared by others | (7) <input type="checkbox"/> Company press releases  |
| (4) <input type="checkbox"/> Corporate rating services             | (8) <input type="checkbox"/> Other (explain on Schedule F)   |

**C.** The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- |   |  |
|---|--|
| (1) <input type="checkbox"/> Long term purchases<br>(securities held at least a year) | (5) <input type="checkbox"/> Margin transactions   |
| (2) <input type="checkbox"/> Short term purchases<br>(securities sold within a year)  | (6) <input type="checkbox"/> Option writing, including covered options, uncovered options, or spreading strategies |
| (3) <input type="checkbox"/> Trading (securities sold within 30 days)                 | (7) <input type="checkbox"/> Other (explain on Schedule F)   |
| (4) <input type="checkbox"/> Short sales  |  |

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**5. Education and Business Standards.**

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients? ..... Yes No  
 (If yes, describe these standards on Schedule F.) ☐ ☐

**6. Education and Business Background.**

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- name
- year of birth
- formal education after high school
- business background for the preceding five years

**7. Other Business Activities.** (check those that apply)

- ☐ A. Applicant is actively engaged in a business other than giving investment advice.
- ☐ B. Applicant sells products or services other than investment advice to clients.
- ☐ C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

**8. Other Financial Industry Activities or Affiliations.** (check those that apply)

- ☐ A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☐ B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
- |  |  |
|--|--|
| <input type="checkbox"/> (1) broker-dealer   | <input type="checkbox"/> (7) accounting firm                                       |
| <input type="checkbox"/> (2) investment company  | <input type="checkbox"/> (8) law firm  |
| <input type="checkbox"/> (3) other investment adviser  | <input type="checkbox"/> (9) insurance company or agency                           |
| <input type="checkbox"/> (4) financial planning firm   | <input type="checkbox"/> (10) pension consultant                                   |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer                         |
| <input type="checkbox"/> (6) banking or thrift institution   | <input type="checkbox"/> (12) entity that creates or packages limited partnerships |

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest? ..... Yes No  
☐ ☐

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

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**9. Participation or 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.)

- 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

(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 triggering 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.

- B. Describe below the nature and frequency of regular reports to clients on their accounts.

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**12. Investment or Brokerage Discretion.**

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

- |  | Yes                      | No                       |
|--|--------------------------|--------------------------|
| (1) securities to be bought or sold? .....               | <input type="checkbox"/> | <input type="checkbox"/> |
| (2) amount of the securities to be bought or sold? ..... | <input type="checkbox"/> | <input type="checkbox"/> |
| (3) broker or dealer to be used? .....                   | <input type="checkbox"/> | <input type="checkbox"/> |
| (4) commission rates paid? .....                         | <input type="checkbox"/> | <input type="checkbox"/> |

	Yes	No
B. Does applicant or a related person suggest brokers to clients? .....	<input type="checkbox"/>	<input type="checkbox"/>

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of 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 commissions higher than those obtainable from other brokers in return for those products and services
- 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 broker in return for products and research services received.

**13. Additional Compensation.**

Does the applicant or a related person have any arrangements, oral or in writing, where it:

- |   |                          |                          |
|---|--------------------------|--------------------------|
| A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients? ..... | Yes                      | No                       |
|   | <input type="checkbox"/> | <input type="checkbox"/> |
| B. directly or indirectly compensates any person for client referrals? .....  | Yes                      | No                       |
|   | <input type="checkbox"/> | <input type="checkbox"/> |

(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; or
  - requires prepayment of more than \$500 in fees per client and 6 or more months in advance
- |  | Yes                      | No                       |
|--|--------------------------|--------------------------|
| Has applicant provided a Schedule G balance sheet? ..... | <input type="checkbox"/> | <input type="checkbox"/> |

**Schedule F of  
Form ADV**

Applicant:  
**Meridian Capital Management Inc.**

SEC File Number:  
801-56034

Date:  
January 2009

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:  
**Meridian Capital Management, Inc.**

IRS Empl. Ident. No.:  
**33-0816134**

**1.A(1)**

**Advisory Services**

Meridian Capital Management, Inc. ("Meridian") provides Portfolio Management Services. An initial interview and data gathering questionnaire is undertaken to determine the client's financial circumstances and investment objectives and to give the client the opportunity to impose reasonable restrictions on the management of the account. Clients have the ability to leave standing instructions with the advisory affiliate to refrain from investing in particular securities or types of securities, or invest in limited amounts of securities.

Meridian selects a portfolio blend (asset allocation or programmed diversification) of mutual funds. This is done in concert with the clients emphasizing the volatility (risk) of the portfolio. The client reviews the portfolio proposal before initial implementation.

Meridian provides on a regular (at least monthly, usually weekly) basis, a review of the funds used. Changes may be made as research deems those changes are prudent. Meridian does not by nature and design, react to market changes within any given day. To do so would violate the disciplines of modern portfolio theory. In general, re-balancing of the portfolio will be done quarterly if there is more than a 20% variance in any asset category.

The client will receive a Quarterly Performance Report from Meridian. On a quarterly basis, the advisory affiliate will notify the client in writing to contact the advisory affiliate if there have been any changes to the client's financial circumstances or investment objectives, or to impose or modify restrictions. The affiliate will contact or attempt to contact the client annually on these matters. It is the client's responsibility to notify the affiliate at any time that there is a material change. Clients may call the advisory affiliate at any time during normal business hours to discuss directly with the affiliate matters that affect the client's account.

All assets are held in custody by Pershing, LLC. All securities remain titled with the name of the client or trustee, allowing the client to withdraw, hypothecate, vote proxies and/or pledge any or all of the securities held by the clearing broker/dealer (Pershing). Pershing issues all trade confirmations, as well as quarterly account statements. Account statements will be provided monthly if transaction activity takes place during the month. The Client retains full ownership of all the securities in the account.

**1.A(3)**

**Financial Planning Services**

Meridian provides Financial Plans consistent with the individual client's financial and tax status and risk tolerance. Planning is segmented and may focus on investments, insurance taxes, and/or estate planning. The plan may be written or oral as provided in the client's Financial Planning Agreement.



**Schedule F of  
Form ADV**

Applicant:  
**Meridian Capital Management Inc.**

SEC File Number:  
801-56034

Date:  
January 2009

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:  
**Meridian Capital Management, Inc.**

IRS Empl. Ident. No.:  
**33-0816134**

**1.D**

**Fees**

Fees for Financial Planning and consultation services are computed at an hourly rate of \$225.00.

Financial Planning Clients will receive an estimated total fee, but will be billed in arrears based on the actual number of hours spent.

The range for a segmented plan generally is from \$450.00 - \$1,000.00, but occasionally the cost could be higher.

For consultation the billing will always be in arrears.

The minimum Fee for new clients is 2 hours or \$450.00.

Fees for Portfolio Management Services are calculated as a percentage of assets under management as follows:

<b>Portfolio Size</b>	<b>Annual Percentage</b>
\$100,000 – \$250,000	1.75%
Next \$500,000, up to \$750,000	1.25%
Next \$750,000, up to \$1,500,000	.75%
Over \$1,500,000	Negotiable

These fees are for Portfolio Management Service only and do not include any transaction costs or commissions, although generally, transactions costs are paid for by Meridian. If an account falls below \$100,000 in value, transaction costs are paid for by the client. Also, clients will incur transaction costs for client directed transactions. Accounts below \$250,000 may be subject to commissions on the initial purchases, and if so, advisory fees are waived for the first year.

Portfolio Investments generally are comprised of no-load or load-waived mutual funds or ETF's only.

The actual fee percentages may differ and are based on the type of assets that are managed as well as the size of the client's account. The minimum account size is generally \$250,000 although smaller account sizes may on occasion be accepted.

Each client will sign an Investment Management Agreement in which the details of the client's fees are also disclosed.

Investment Management Fees are withdrawn quarterly and in arrears, from the client's account with Pershing LLC ("Pershing"), the custodian holding the client's funds and securities, and pursuant to the client agreement. Meridian will mail notice of fee billing to the client concurrently with the withdrawal of fees.

**Schedule F of  
Form ADV**

Applicant:  
**Meridian Capital Management Inc.**

SEC File Number:  
801-56034

Date:  
January 2009

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:  
**Meridian Capital Management, Inc.**

IRS Empl. Ident. No.:  
**33-0816134**

Meridian's Management Fees for the first quarter are charged on a pro-rata basis. Besides those fees paid to Meridian for advisory services with respect to clients' investments in mutual funds, clients also pay separate and distinct additional fees on their mutual fund investment that are charged by and paid to the mutual fund companies, because the mutual fund companies also pay advisory and/or management fees to an investment advisor. Mutual funds may on occasion also impose a redemption fee that may be charged to the client. Details for these fees may be found in the mutual fund prospectus.

After the first five (5) business days following execution of the Investment Management Agreement, this Agreement may be terminated at any time upon 10 days prior written notice by either party. Fees will be pro-rated to the date of termination.

Financial Planning Fees are calculated at an hourly rate, as agreed upon per the Financial Planning Agreement signed by the client. Financial Planning clients will receive an estimate of the total fee and will be billed in arrears based upon the actual number of hours spent.

For any other consultations the billing will be in arrears and agreed upon in writing.

The minimum fee for a new client is \$500.00.

**Item 6**

**Douglas W. Baker, CFP™** (Born 1949)

Education:

University of California at Los Angeles, CA – Credential in Accounting, 1975

University of Southern California / College of Financial Planning, Denver, CO, CFP™  
Designation, 1985

Business Background:

Portfolio Design Advisers, Los Alamitos, CA – President, 2005 to present

Meridian Capital Management, Inc., Los Alamitos, CA – President, 1998 to present

Geneos Wealth Management, Denver, CO – Registered Principal, November 2006 to Present

Douglas W. Baker, CFP™, Los Alamitos, CA – Sole Proprietor 1980 to present

Associated Securities Corp. , Los Angeles, CA - Registered Principal, 1984 to November 2006

**Item 7, 8**

Douglas W. Baker, is also president of Portfolio Design Advisors ("PDA"), an SEC Registered Investment Adviser. In this capacity, he is actively engaged in investment management and investment supervisory activities for clients who are not clients of Meridian. He receives fees for these activities.

**Schedule F of  
Form ADV**

Applicant:  
**Meridian Capital Management Inc.**

SEC File Number:  
801-56034

Date:  
January 2009

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:  
**Meridian Capital Management, Inc.**

IRS Empl. Ident. No.:  
**33-0816134**

**Item 9**

Douglas W. Baker in his capacity as registered principal with Geneos Wealth Management, makes investment recommendations to clients, who may or may not also be clients of Meridian. He receives commissions and/or fees for these activities.

Douglas W. Baker may on occasion buy the same securities for himself that he buys for his clients.

**Item 10**

The firm's minimum account size is \$250,000 although smaller account sizes may occasionally be accepted.

**Item 12**

Under no circumstances will Meridian take custody of client funds or securities. Nor will Meridian vote proxies for clients.

All client transactions are executed through Pershing, LLC., Member NASD/NYSE/SIPC.

**Item 13**

Douglas W. Baker, the president of Meridian receives Rule 12b-1 fees for some but not all of the mutual funds which Meridian recommends to its clients. Thus Meridian may have a conflict of interest in recommending mutual funds to clients for which Douglas W. Baker receives Rule 12b-1 fees.

**Privacy Statement**

Meridian Capital Management, Inc. values you as a customer and respects your right to privacy. We recognize that you have placed your trust in us, and we take the responsibility to preserve that trust. One way we endeavor to keep your trust is to properly handle that personal information.

We pledge to you that:

- Protection of your privacy is a top priority;
- Your account information and all documents you provide to us are protected in a secure environment;
- We only collect personal information in order to accomplish our customer commitments to you;
- Information about you is only used and shared in limited and controlled ways; and,
- In the event that we wish to share information about you with non-affiliated third parties, you will be given options concerning what information may be shared, and your privacy wishes will be respected. You may also choose to opt out of any information sharing.

**Schedule F of  
Form ADV**

Applicant:  
**Meridian Capital Management Inc.**

SEC File Number:  
801-56034

Date:  
January 2009

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:  
**Meridian Capital Management, Inc.**

IRS Empl. Ident. No.:  
**33-0816134**

Meridian maintains physical, electronic and procedural safeguards to ensure that personal information we have about you is treated responsibly, and in accordance with our privacy policy. We restrict access to information about you only to those representatives and employees who need to know that information in order to provide products and services to you or to conduct Meridian's business. Douglas W. Baker or employees who have access to the information may only use it for legitimate business purposes. In addition, we take steps to safeguard information about you in accordance with applicable data security regulations.

We collect personal information about you from these sources:

- Meridian's Account Forms, applications for the purchase of various products, and other forms;
- Product vendors, as a result of your transactions with us; and/or,
- Depending on the product you are requesting to purchase, information received from consumer reporting agencies, medical providers or others.

We may disclose the following categories of information to entities that perform administrative services on our behalf or as required or permitted by law for legal, regulatory, or other purposes:

- Information you provide directly to us on the Customer Account Form, applications or other forms;
- Information we receive about your transactions with us or with our product providers; and/or,
- If required for the products you purchase, information received from other agencies such as: consumer reporting agencies concerning your creditworthiness, motor vehicle and driver's license reports, medical and employment information, and loss reports.

A special note about medical or health information: While we might receive medical or health information from you at the time of application for various types of insurance, we do not use it or share it – internally or externally – for any purpose other than what is directly related to the administration of your policy, account, or claim, as required or permitted by law, or as you authorize us to do.

**Schedule F of  
Form ADV**

Applicant:  
**Meridian Capital Management Inc.**

SEC File Number:  
801-56034

Date:  
January 2009

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:  
**Meridian Capital Management, Inc.**

IRS Empl. Ident. No.:  
**33-0816134**

**Code of Ethics Summary**

- **A detailed Code of Ethics will be mailed to the Client upon request**

Meridian adheres to a strict Code of Ethics based on the Principles of the CFP Board of Standards:

**Principle 1 – Integrity**

Meridian and Douglas W. Baker shall offer and provide professional services with integrity.

**Principle 2 – Objectivity**

Meridian and Douglas W. Baker shall be objective in providing professional services to clients.

**Principle 3 – Competence**

Meridian and Douglas W. Baker shall provide services to clients competently and maintain the necessary knowledge and skill to continue to do so in those areas in which the CFP Board designee is engaged.

**Principle 4 – Fairness**

Meridian and Douglas W. Baker shall perform professional services in a manner that is fair and reasonable to clients, principals, partners and employers, and shall disclose conflict(s) of interest in providing such services.

**Principle 5 – Confidentiality**

Meridian and Douglas W. Baker shall not disclose any confidential client information without the specific consent of the client unless in response to proper legal process, to defend against charges of wrongdoing by Meridian or Douglas W. Baker or in connection with a civil dispute between Meridian or Douglas W. Baker and client.

**Principle 6 – Professionalism**

The conduct of Meridian and Douglas W. Baker in all matters shall reflect credit upon the firm.

**Principle 7 – Diligence**

Meridian and Douglas W. Baker shall act diligently in providing professional services.