



**Meridian Capital Management
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This brochure provides information about the qualifications and business practices of MERIDIAN CAPITAL MANAGEMENT, INC. ("Meridian"). If you have any questions about the contents of this brochure, please contact us at: 562-594-5670, or by email at: Doug@DWBaker.US. 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 MERIDIAN is available on the SEC's website at www.adviserinfo.sec.gov.

Dated: July 19, 2012

Material Changes

Annual Update

The Material Changes section of this brochure will be updated annually when material changes occur since the previous release of the Firm Brochure.

Material Changes since the Last Update

Since our last brochure, dated February 14, 2011, the following information has changed:

Our total Assets under Management is now approximately \$80,000,000 in assets. We manage these assets for approximately 250 clients.

Full Brochure Available

Whenever you would like to receive a complete copy of our Firm Brochure, please contact us by telephone at: 562-594-5670 or by email at: Doug@DWBaker.us.

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Advisory Business

Firm Description

Meridian Capital Management, inc, ("Meridian") was founded in 1998.

Meridian is a fee-only financial planning and investment management firm. The firm does not sell annuities, insurance, stocks, bonds, mutual funds, limited partnerships, or other commissioned products. The firm is not affiliated with entities that sell financial products or securities. No commissions in any form are accepted. No finder's fees are accepted.

Other professionals (e.g., lawyers, accountants, insurance agents, etc.) are engaged directly by the client on an as-needed basis. Conflicts of interest will be disclosed to the client in the unlikely event they should occur.

The initial meeting, which may be by telephone, is free of charge and is considered an exploratory interview to determine the extent to which financial planning and investment management may be beneficial to the client.

Meridian provides Portfolio Management Services and Financial Planning Services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations and small businesses. Advice is provided through consultation with the client and may include: determination of financial objectives, identification of financial problems, cash flow management, tax planning, insurance review, investment management, education funding, retirement planning, and estate planning.

We undertake an initial interview and data gathering questionnaire 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 firm 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 client so we can determine 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 mutual 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. We feel that 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, or as market conditions warrant.

Principal Owners

Douglas W. Baker owns 100% of the stock in Meridian.

Types of Advisory Services

Meridian provides investment supervisory services, also known as asset management services for its clients.

As of March 13, 2012, Meridian manages approximately \$80,000,000 in assets for approximately 250 clients. All client accounts are managed on a discretionary basis. This means that transactions are effected in accounts without first obtaining a client's express consent.

Tailored Relationships

The goals and objectives for each client are documented in our client relationship management system. Clients may impose restrictions on investing in certain securities or types of securities.

Agreements may not be assigned without client consent.

Types of Agreements

The following agreements define the typical client relationships.

Financial Planning Agreement

A financial plan is designed to help the client with all aspects of financial planning without ongoing investment management after the financial plan is completed.

The financial plan may include, but is not limited to: a net worth statement; a cash flow statement; a review of investment accounts, including reviewing asset allocation and providing repositioning recommendations; strategic tax planning; a review of retirement accounts and plans including recommendations; a review of insurance policies and recommendations for changes, if necessary; one or more retirement scenarios; estate planning review and recommendations; and education planning with funding recommendations.

Detailed investment advice and specific recommendations are provided as part of a financial plan. Implementation of the recommendations is at the discretion of the client.

The fee for a financial plan is predicated upon the facts known at the start of the engagement. The minimum fee is \$500 and is negotiable. Since financial planning is a discovery process, situations occur wherein the client is unaware of certain financial exposures or predicaments.

In the event that the client's situation is substantially different than disclosed at the initial meeting, a revised fee will be presented for mutual agreement. The client must approve the change of scope in advance of the additional work being performed when a fee increase is necessary.

After delivery of a financial plan, future face-to-face meetings may be scheduled as necessary for up to one month. Follow-on implementation work is billed separately at the rate of \$250.00 per hour.

Investment Management Agreement

An Investment Management Agreement may be executed when financial planning is not provided as part of the relationship. The annual fee for an Investment Management Agreement is described below in the section entitled: Fees and Compensation.

Hourly Planning Engagements

Meridian provides hourly planning services for clients who need advice on a limited scope of work. The hourly rate for limited scope engagements is \$250.00.

Asset Management

Assets are invested primarily in no-load or low-load mutual funds and exchange-traded funds ("ETF's"), through Geneos Wealth Management ("Geneos") which, in turn, clears its transactions through Pershing LLC ("Pershing"). Fund companies charge each fund shareholder an investment management fee that is disclosed in the fund prospectus. Transaction fees charged by Geneos and/or Pershing are paid by Meridian.

Stocks and bonds may be purchased or sold through a brokerage account at a client's specific direction. Meridian does not generally invest clients in individual stocks or bonds unless specifically directed to do so by a client. Geneos and Pershing, the brokerage firms that provide transaction services for Meridian, may charge a transaction fee for stock and bond trades which in this instance will be paid by the client and not by Meridian.

Meridian does not receive any compensation, in any form, from fund companies.

Initial public offerings (IPOs) are not available through Meridian.

Termination of Agreement

A Client may terminate any of the above agreements at any time by providing Meridian with 10 days written notice. If the client made an advance payment, Meridian will refund any unearned portion of the advance payment. Fees will be prorated to the date of termination.

Meridian may terminate any of the above agreements at any time by notifying the client in writing. If the client made an advance payment, Meridian will refund any unearned portion of the advance payment.

Fees and Compensation

Description

Meridian bases its fees on a percentage of assets under management, as follows:

Portfolio Size	Annual Percentage
\$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.

Fee Billing

Investment management fees are billed quarterly, in arrears, meaning that we invoice you after the three-month billing period has ended. We deduct Fees from a designated client account to facilitate billing. The client must consent in advance to direct debiting of their investment account.

Fees for the first quarter are charged on a pro-rata basis.

Fees for financial plans are billed 50% in advance, with the balance due upon delivery of the financial plan.

Other Fees

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.

Meridian, in its sole discretion, may waive its minimum fee and/or charge a lesser investment advisory fee based upon certain criteria (e.g., historical relationship, type of assets, anticipated future earning capacity, anticipated future additional assets, dollar amounts of assets to be managed, related accounts, account composition, negotiations with clients, etc.).

Expense Ratios

Mutual funds generally charge a management fee for their services as investment managers. The management fee is called an expense ratio. For example, an expense ratio of 0.50 means that the mutual fund company charges 0.5% for their services. These fees are in addition to the fees paid by you to Meridian.

Performance figures quoted by mutual fund companies in various publications are after their fees have been deducted.

Past Due Accounts and Termination of Agreement

Meridian reserves the right to stop work on any account that is more than 30 days overdue. In addition, Meridian reserves the right to terminate any financial planning engagement where a client has willfully concealed or has refused to provide pertinent information about financial situations when necessary and appropriate, in Meridian's judgment, to providing proper financial advice. Any unused portion of fees collected in advance will be refunded within 30 days.

Performance-Based Fees

Sharing of Capital Gains

Fees are not based on a share of the capital gains or capital appreciation of managed securities.

Meridian does not use a performance-based fee structure because of the potential conflict of interest. Performance-based compensation may create an incentive for the adviser to recommend an investment that may carry a higher degree of risk to the client.

Types of Clients

Description

Meridian generally provides investment advice to individuals, banks or thrift institutions, investment companies, pension and profit sharing plans, trusts, estates, or charitable organizations, corporations or business entities.

Client relationships vary in scope and length of service.

Account Minimums

The minimum account size is \$100,000 of assets under management, which equates to an annual fee of \$1,750.00.

When an account falls below \$100,000 in value, the minimum annual fee of \$1,750.00 is charged. Depending upon circumstances, Meridian will sign an *Hourly Agreement* with the client if assets have diminished significantly below \$100,000.

Meridian has the discretion to waive the account minimum. Accounts of less than \$100,000 may be set up when the client and the advisor anticipate the client will add additional funds to the accounts bringing the total to \$100,000 within a reasonable time. Other exceptions will apply to employees of Meridian and their relatives, multiple accounts for the same client, or relatives of existing clients.

Clients receiving ongoing asset management services will be assessed a \$1,750.00 minimum annual fee. Clients with assets below the minimum account size may pay a higher percentage rate on their annual fees than the fees paid by clients with greater assets under management.

Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

The main sources of information include financial newspapers and magazines, inspections of corporate activities, research materials prepared by others, corporate rating services, annual reports, prospectuses, filings with the Securities and Exchange Commission, and company press releases.

Other sources of information that Meridian may use include Morningstar Principia mutual fund information.

Douglas W. Baker analyzes the above information using modern portfolio theory.

Investment Strategies

The primary investment strategy used for client accounts is strategic and tactical asset allocation utilizing a core and satellite approach. The core positions are

designed for long term positions, should market conditions allow. Meridian does not by nature and design, react to market changes within any given day. Our satellite holdings serve to enhance stronger positions within a given market environment or to reduce volatility in prudent management. Portfolios may be globally diversified to control the risk associated with traditional markets.

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time.

Other strategies may include long-term purchases and sometimes short-term purchases when market conditions dictate that a recently purchased security be sold.

Risk of Loss

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks:

- **Interest-rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- **Inflation Risk:** When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of

customers who buy electricity no matter what the economic environment is like.

- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- **Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

Disciplinary Information

Legal and Disciplinary

The firm and its employees have not been involved in legal or disciplinary events related to past or present investment clients.

Other Financial Industry Activities and Affiliations

Financial Industry Activities

Meridian does not engage in any other financial industry activities.

Affiliations

Meridian has arrangements that are material to its advisory or its clients in that Douglas W. Baker is a registered principal of Geneos Wealth Management, a registered Broker/Dealer, Member FINRA/SIPC.

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

Code of Ethics

The employees of Meridian have committed to a Code of Ethics that is available for review by clients and prospective clients upon request. The firm will provide a copy of the Code of Ethics to any client or prospective client upon request.

Participation or Interest in Client Transactions

Meridian and its employees may buy or sell securities that are also held by clients. Employees may not trade their own securities ahead of client trades. Employees comply with the provisions of the Meridian *Compliance Manual*.

Personal Trading

Since most employee trades are small mutual fund trades or exchange-traded fund trades, the trades do not affect the securities markets.

Brokerage Practices

Selecting Brokerage Firms

Meridian does not have any affiliation with product sales firms. Client assets are held in custody at Pershing LLC, the clearing broker/dealer for Geneos Wealth Management, Inc. On occasion, a client security may be held directly at the product provider, which then acts as custodian for this security.

Meridian executes all its brokerage through Geneos, which in turn clears through Pershing. Meridian does not receive fees or commissions from any of these arrangements.

Best Execution

Meridian reviews the execution of trades on a daily basis. Meridian pays for any trading fees that may occur, except as noted in the section entitled: Asset Management. Meridian relies upon Geneos for best execution review.

Soft Dollars

Meridian receives no soft dollars as a result of its brokerage relationships.

Order Aggregation

Most trades are mutual funds or exchange-traded funds where trade aggregation does not garner any client benefit.

Review of Accounts

Periodic Reviews

Meridian provides monthly account reviews. Changes may be made as research deems those changes to be prudent. Douglas W. Baker, president, performs all reviews.

Account reviews are performed more frequently when market conditions dictate.

Review Triggers

Other conditions that may trigger a review are changes in the tax laws, new investment information, and changes in a client's own situation.

Regular Reports

Investment Management clients receive written quarterly portfolio reports. A Statement of Gains and Losses is provided annually for tax purposes.

Client Referrals and Other Compensation

Incoming Referrals

Meridian has been fortunate to receive many client referrals over the years. The referrals came from current clients, estate planning attorneys, accountants, employees, personal friends of employees and other similar sources. The firm does not compensate referring parties for these referrals.

Referrals Out

Meridian does not accept referral fees or any form of remuneration from other professionals when a prospect or client is referred to them.

Custody

Account Statements

All assets are held at qualified custodians, which means the custodians provide account statements directly to clients at their address of record at least quarterly.

Performance Reports

Clients are urged to compare the account statements received directly from their custodians to the performance report statements provided by Meridian.

Investment Discretion

Discretionary Authority for Trading

Meridian requires discretionary authority to manage securities accounts on behalf of clients. This means that Meridian has the authority to determine, without obtaining specific client consent, the securities to be bought or sold, and the amount of the securities to be bought or sold.

Meridian does not receive any portion of the transaction fees or commissions paid by the client to the custodian on certain trades.

Discretionary trading authority facilitates placing trades in your accounts on your behalf so that we may promptly implement the investment policy that you have approved in writing.

Limited Power of Attorney

A limited power of attorney is a trading authorization for this purpose. You sign a limited power of attorney so that we may execute the trades that you have approved.

Voting Client Securities

Proxy Votes

Meridian does not vote proxies on securities. Clients are expected to vote their own proxies. If clients require assistance in voting proxies, they are encouraged to engage someone else of their own choosing to vote proxies on their behalf.

Financial Information

Financial Condition

Meridian does not have any financial impairment that will preclude the firm from meeting contractual commitments to clients.

A balance sheet is not required to be provided because Meridian does not serve as a custodian for client funds or securities, and does not require prepayment of fees of more than \$1,200 per client, and six months or more in advance.

Business Continuity Plan

General

Meridian has a Business Continuity Plan in place that provides detailed steps to mitigate and recover from the loss of office space, communications, services or key people.

Disasters

The Business Continuity Plan covers natural disasters such as snow storms, hurricanes, tornados, and flooding. The Plan covers man-made disasters such as loss of electrical power, loss of water pressure, fire, bomb threat, nuclear emergency, chemical event, biological event, T-1 communications line outage, Internet outage, railway accident and aircraft accident. Electronic files are backed up daily and archived offsite.

Alternate Offices

Alternate offices are identified to support ongoing operations in the event the main office is unavailable. It is our intention to contact all clients within five days of a disaster that dictates moving our office to an alternate location.

Loss of Key Personnel

Meridian has signed a Business Continuation Agreement with another financial advisory firm to support Meridian in the event of Douglas W. Baker's serious disability or death.

Information Security Program

Information Security

Meridian maintains an information security program to reduce the risk that your personal and confidential information may be breached.

Privacy Notice

Meridian is committed to maintaining the confidentiality, integrity and security of the personal information that is entrusted to us.

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.

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. Advisory Affiliates 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.

Meridian pledges to work to protect the security of your confidential information.

Brochure Supplement (Part 2B of Form ADV)

Education and Business Standards

Meridian requires that advisors in its employ have a bachelor's degree and further coursework demonstrating knowledge of financial planning and tax planning. Acceptable coursework includes a college degree or a CFP®. Additionally, advisors must have work experience that demonstrates their aptitude for financial planning and investment management.

Professional Certifications

Employees have earned certifications and credentials that are required to be explained in further detail.

Certified Financial Planner (CFP): Certified Financial Planners are licensed by the CFP Board to use the CFP mark. CFP certification requirements:

- Bachelor's degree from an accredited college or university.
- Completion of the financial planning education requirements set by the CFP Board (www.cfp.net).
- Successful completion of the 10-hour CFP® Certification Exam.

- Three-year qualifying full-time work experience.
- Successfully pass the Candidate Fitness Standards and background check.

DOUGLAS W. BAKER®

- Date of birth: 1949

Educational Background:

- 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 Experience:

- Meridian Capital Management, Inc., Los Alamitos, CA
President, 1998 to present
- Portfolio Design Advisers, Los Alamitos, CA
President, 2005 to 2012
- Geneos Wealth Management, Inc., Denver CO
Registered Principal, 2006-Present
- Associated Securities Corp. , Los Angeles, CA
Registered Principal, 1984 to 2006
- Douglas W. Baker, CFP®, Los Alamitos, CA
Sole Proprietor 1980 to present

Disciplinary Information: None

Other Business Activities:

- Registered Principal of Geneos Wealth Management
- Licensed Insurance Agent

Additional Compensation:

- Douglas W. Baker receives additional compensation from his business activities as Principal of Geneos Wealth Management.