

# Meridian Wealth Management, LLC

250 West Main Street, Suite 3150  
Lexington, KY 40507  
Phone: (859) 543-4516  
Fax: (859) 543-4523

[www.meridianwealthllc.com](http://www.meridianwealthllc.com)

**May 12, 2015**

## **Form ADV Part 2A Brochure**

Meridian Wealth Management, LLC (Meridian) is an investment adviser registered with the Securities and Exchange Commission (SEC). An "investment adviser" means any person who, for compensation, engages in the business of advising others, either directly or through publications or writings, as to the value of securities or as to the advisability of investing in, purchasing, or selling securities, or who, for compensation and as part of a regular business, issues or promulgates analyses or reports concerning securities. Registration with the SEC or any state securities authority does not imply a certain level of skill or training.

This brochure provides information about the qualifications and business practices of Meridian Wealth Management, LLC. If you have any questions about the contents of this brochure, please contact us at **(859) 543-4516**. 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 Wealth Management, LLC is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**Item 2- Material Changes**

Since the filing of the Meridians last annual update Brochure on March 25, 2015, we have moved our office as follows:

Old Address:

3009 Atkinson Avenue, Suite 106  
Lexington, KY 40509

New Address:

250 West Main Street, Suite 3150  
Lexington, KY 40507

Additionally, we are no longer associated with Summit Brokerage. No other material changes were made to our Brochure.

Pursuant to SEC Rules, we will deliver to you a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our fiscal year. We may further provide other ongoing disclosure information about material changes as necessary. All such information will be provided to Clients at no cost.

A complete copy of our updated Brochure may be requested at no cost by contacting us at (859)543-4516.

Additional information about Meridian Wealth Management, LLC is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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#### **Item 4 – Advisory Business**

Meridian Wealth Management, LLC (hereinafter “Meridian”) is a Registered Investment Advisor (RIA) based in Lexington, Kentucky. We are a limited liability company (LLC) formed under the laws of the State of Kentucky. We have been providing investment advisory services since 2009. Gregory Wayne Couch is the principal owner of Meridian.

Currently, we offer the following investment advisory services, personalized to each individual client:

- Portfolio Management Services
- Financial Planning Services
- Pension Consulting Services
- Municipal Advisory Services

The following paragraphs describe the services we provide and what we charge for those services. The term Associated Person, as used in this Brochure, refers to an individual from Meridian who is an officer, employee or individual providing investment advice on behalf of Meridian.

#### ***Portfolio Management Services***

Portfolio management refers to the management of money, including investments. Assets are usually held in what is called a portfolio. Determining the types and quantities of securities to hold in a portfolio is referred to as portfolio management.

Meridian offers discretionary and non-discretionary portfolio management services to our clients and prospective clients. Discretionary portfolio management means we will make investment decisions and place buy or sell orders in your account without contacting you. These decisions would be made based upon your stated investment objectives. Non-discretionary portfolio management means we will contact you before a trading decision is implemented.

Our investment advice is tailored to meet our clients’ needs and investment objectives. If you decide to hire Meridian to manage your portfolio, we will gather your financial information, assess your goals and assess how much risk we recommend that would be appropriate for your investments. The information we gather will help us implement an asset allocation strategy that will be specific to your goals, whether we are actively investing for you or simply providing you with advice.

There are a few ways we might create your investment portfolio depending on what we believe would work well for you. We may customize a portfolio for you based upon the goals and risk you shared during the information gathering process. Or we might use a predetermined portfolio strategy rather than creating a customized portfolio strategy. Alternatively, we may recommend that one of the model portfolios developed by Meridian would be appropriate to your financial situation.

Meridian mainly uses equity securities, exchange traded funds, mutual funds, corporate securities, municipal securities, U.S. government securities in its portfolio management programs. We may also recommend that clients invest in various limited partnerships.

When we construct clients’ investment portfolios, we will monitor the portfolio’s performance on an ongoing basis and rebalance the portfolio as we feel is necessary, as changes occur in market conditions or financial circumstances, or both.

As outlined above, discretionary portfolio management services means that once the portfolio has been agreed upon, the ongoing supervision and management of the portfolio will be Meridian's responsibility. This authority is granted to us by you in a written agreement. This allows Meridian to decide on specific securities, the quantity of the securities and placing buy or sell orders for your account without obtaining your approval for each transaction. This type of authorization is done using either the investment advisory agreement you sign with Meridian, a limited power of attorney agreement, or trading authorization forms. You may limit this authority by setting a limit on the type of securities that can be purchased for your account. Limitations will be outlined in writing.

The non-discretionary portfolio management service means, as outlined above, that we must obtain your approval prior to placing any transactions in your account.

### ***Delegation to Sub-Advisors***

For those of our clients who hire us for discretionary portfolio management services and who have signed an agreement with us to this effect, you should be aware that we may use one or more sub-advisors to manage or assist in managing a portion of your account. All sub-advisors that we retain or recommend to clients must be registered as investment advisers with either the SEC or with the appropriate state authority (ies). We will continuously monitor the performance of any accounts managed by the sub-adviser and in a discretionary engagement will have authority to hire or fire the sub-adviser at our discretion. The sub-advisor(s) may use one or more of their own model portfolios to manage your account.

### ***Financial Planning Services***

We offer broad based financial planning including charitable gifting strategies, risk and insurance analysis and tax, estate and retirement planning. Meridian strives to achieve clients' long-term financial goals by implementing a financial planning process that may include any or all of the following steps:

- Assessment of a client's present financial situation by collecting information regarding net worth and cash flow statements, tax returns, insurance policies, investment portfolios, pension plans, employee benefit statements, etc.
- Identification of a client's financial and personal goals and objectives. Goals or objectives may include financing a child's college education, retirement planning, etc. The identified goals or objectives are specific, realistic and measurable.
- Resolution of financial-related problems. Obstacles to achieving financial independence are identified so that possible resolutions may be found. Examples of problem areas can include too little or too much insurance coverage, inadequate cash flow or lack of a tax plan.
- A written financial plan is prepared that includes recommendations and solutions to any financial-related problems.
- Implementation of the financial plan. Once the financial plan is finalized and agreed upon the recommendations and solutions are executed to reach the desired goals and objectives.

- Evaluation of the financial plan is conducted periodically. The financial planning service provides periodic review and revision of the plan to ensure that the financial goals are achieved.

Financial plans are based on your situation and the information you provide to Meridian. If your financial situation, goals, objectives, or needs change, it is imperative that you notify us promptly.

We also provide financial planning services that cover a specific area, such as retirement or estate planning. We offer consultative services where we set an appointment to meet with you for financial planning advice for an hourly fee.

You may choose to accept or reject our recommendations. If you decide to proceed with our recommendations, you may do so either through our investment advisory services or by using a custodian (e.g., Charles Schwab & Company, Pershing, TD Ameritrade) of your choice to execute our recommendations.

### ***Pension Consulting Services***

Meridian provides several pension consulting related services separately or in combination. While the primary clients for these services will be pension, profit sharing and 401(k) plans, Meridian will also offer similar services, where appropriate, to individuals and trusts, estates and charitable organizations. Pension Consulting Services are comprised of four distinct services. Clients may choose to use any or all of these services.

#### ***1.) Investment Policy Statement Preparation***

Meridian will meet with the client (in person or over the telephone) to assess the client's investment needs and goals. Meridian will then prepare a written Investment Policy Statement (IPS) stating those needs and goals and creating a policy to help achieve these goals. The IPS will also list the criteria for selection of investment vehicles and the procedures and timing interval for monitoring of investment performance.

#### ***2.) Selection of Investment Managers***

Meridian will review various investments, consisting of one or all of the following: individual equities, bonds, other investment products and mutual funds (both index and managed) to determine which of these investments are appropriate to implement the client's IPS. The number of investments to be recommended will be determined by the client, based on the Investment Policy Statement.

#### ***3.) Monitoring of Investment Performance***

Client investments will be monitored continuously based on the procedures and timing intervals outlined in the Investment Policy Statement. Although Meridian will not be involved in any way in the purchase or sale of these investments, Meridian will monitor the client's portfolio and will make recommendations to the client as market factors and the client's needs dictate.

#### ***4.) Employee Communications***

For pension, profit sharing and 401(k) plans where the individual account participant exercises control over assets in his/her own account (hereinafter "self-directed plans"), Meridian also provides educational support and investment workshops designed for the Plan participants. The nature of the topics to be covered will be determined by Meridian and the client under the guidelines established in ERISA Section 404©. The educational support and investment workshops

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will NOT provide plan participants with individualized, tailored investment advice or individualized, tailored asset allocation recommendations.

Other pension consulting services are available on request. All of our pension consulting services, whether general or customized, will be outlined in an agreement that shows the services that will be provided and the fees that will be charged for those services.

### ***Municipal Advisory Service***

Meridian provides advisory and consulting services to issuers of municipal securities and to municipalities on topics including:

- The issuance of municipal securities.
- The investment of the proceeds from an offering of municipal securities.
- The handling and escrow of municipal investments.

We conduct feasibility studies on municipal projects and perform tax and/or revenue projections in connection with offerings or potential offerings of municipal securities.

We may also consult with third party market makers, placement agents or solicitors for municipal entities.

### ***Assets Under Management***

As of 3/17/2015, we managed \$185,000,000 in client assets on a discretionary basis and \$17,000,000 on a non-discretionary basis.

### **Item –5 - Fees and Compensation**

Meridian charges a percentage of assets under management, hourly charges or fixed fees (not including subscription fees for its advisory services and financial planning).

### ***Portfolio Management Services***

If you decide to engage Meridian for portfolio management services, we will charge an annual fee based upon a percentage of the market value of the assets being managed. Generally, our fee for portfolio management services will be set at an annual rate of 1.00% of assets under management. Since this fee is negotiable based on complexity of account, level of service, etc., the exact fee to be charged to the client will be clearly stated in the advisory agreement signed by the client and Meridian.

Meridian will either bill you directly for payment of our fees or the fees will be deducted from your investment account with your authorization. Fees are calculated and billed monthly or quarterly in advance and are based on the value of your portfolio at the end of the preceding month or quarter. Payment in full is expected upon invoice presentation.

If you choose to have Meridian's fee deducted directly from your account, you must provide authorization. The qualified custodian holding your funds and securities will send you an account statement at least quarterly which will detail account activity. Please review each statement for accuracy.

Our annual fee is exclusive of, and in addition to brokerage commissions, transaction fees and other related costs and expenses which will be incurred by the client. Please see Item 12 – Brokerage Practices for further information on brokerage and transaction costs.

At the inception of investment management services, the initial fees will be calculated on a pro-rata basis if for a partial quarter. The Advisory Agreement between Meridian and the client will continue in effect until either party terminates the Agreement in accordance with the terms of the Agreement. Meridian's fee will be pro-rated through the date of termination and any remaining balance shall be charged or refunded to the client, as appropriate, in a timely manner.

### ***Financial Planning Services***

Meridian may provide its clients with financial planning and consulting services. Meridian will generally charge an hourly fee of \$250 for financial planning or consulting services. The fee is negotiable depending on the nature, complexity and time involved in providing the client with the requested services.

If the client engages Meridian for portfolio management or other additional investment advisory services, Meridian may at its discretion offset all or a portion of its fees for those services based upon the amount paid for financial planning or consulting services. At our discretion, we may also waive or offset a portion of a financial planning fee by commissions earned by Associated Persons for the sale of securities and insurance products, in their separate capacities as insurance agents and registered representatives.

Prior to engaging Meridian to provide financial planning or consulting services, the client will generally be required to enter into a written agreement with us. The agreement will set forth the terms and conditions of the engagement and describe the scope of the services to be provided and the portion of the fee that is due from the client. Generally, the fee will be payable as invoiced. Either party may terminate the agreement by written notice to the other. In the event the client terminates an engagement, the balance of Meridian's unearned fees (if any) shall be refunded to the client.

### ***Pension Consulting Services***

The compensation arrangement for these services may be based on hourly fees, based on fixed fees, or based on a percentage of assets under management. Pension Consulting Services will be negotiated on a case by case basis and the exact fee paid by the client will be clearly stated in the pension consulting agreement signed by the client and Meridian.

If you choose to have Meridian's fee deducted directly from your account, you must provide authorization. The qualified custodian holding your funds and securities will send you an account statement at least quarterly which will detail account activity. Please review each statement for accuracy.

### ***Additional Fees and Expenses***

All fees paid to Meridian for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or exchange traded funds to their shareholders. These fees and expenses are described in each fund's prospectus. These fees generally include a management fee, other fund expenses and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. Accordingly, the client should review both the fees charged by the funds and the fees charged by Meridian to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.



***Compensation for the Sale of Securities or Other Investment Products***

The Chief Compliance Officer of Meridian regularly reviews client transactions to ensure that Meridian is acting in the best interest of its clients.

Meridian recommends many types of securities, including mutual funds to its advisory clients. Where Meridian does recommend a mutual fund to an advisory client, Meridian will generally recommend a no-load mutual fund where no sales commission is paid.

All conflicts of interest between you and Meridian, and the Associated Persons of our Meridian, are outlined in this Disclosure Brochure. If additional conflicts arise in the future, we will notify you in writing or supply you with an updated Disclosure Brochure.

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

We and our Associated Persons do not accept performance-based fees and do not manage performance based and non-performance based accounts on a side by side basis. Performance based fees are based on a share of capital gains on or capital appreciation of the client's assets.

**Item 7 - Types of Clients**

We offer investment advisory services to individuals, pension and profit sharing plan participants, trusts, estates, charitable organizations, corporations, municipalities and other business entities.

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

The following are different methods of analysis that we may use when providing you with investment advice:

- Charting is a technique that attempts to forecast future market moves by studying historical data on charts.
- Fundamental Analysis is a technique that attempts to determine a security's value by focusing on underlying factors that affect a company's actual business and its future prospects. The term refers to the analysis of the economic well-being of a financial entity as opposed to only its price movements.
- Technical Analysis is a technique that relies on the assumption that current market data (such as charts of price, volume, and open interest) can help predict future market trends, at least in the short term. It assumes that market psychology influences trading and can predict when stocks will rise or fall.
- Cyclical Analysis is a technique that looks at cycles, specifically analyzing the way prices follow certain patterns and trends.

We may use one or more of the following investment strategies when advising you on investments:

- Long-Term Purchases are securities held for over a year.
- Short-Term Purchases are securities held for less than a year.
- Covered Call Options is an option strategy in which an investor writes an option contract while at the same time owning an equivalent number of shares of the underlying stock.

The investment advice provided along with the strategies suggested by Meridian will vary depending on each client's specific financial situation and goals. This brief statement does not disclose all of the risks and other significant aspects of investing in financial markets. In light of the risks, you should fully understand the nature of the contractual relationship(s) into which you are entering and the extent of your exposure to risk. Certain investing strategies may not be suitable for many members of the public. You should carefully consider whether the strategies employed will be appropriate for you in light of your experience, objectives, financial resources and other relevant circumstances.

### ***General Investment Risk***

All investments come with the risk of losing money. Investing involves substantial risks, including complete possible loss of principal plus other losses and may not be suitable for many members of the public. Investments, unlike savings and checking accounts at a bank, are not insured by the government to protect against market losses. Different market instruments carry different types and degrees of risk and you should familiarize yourself with the risks involved in the particular market instruments you intend to invest in.

### ***Loss of Value***

There can be no assurance that a specific investment will achieve its investment objectives and past performance should not be seen as a guide to future returns. The value of investments and the income derived may fall as well as rise and investors may not recoup the original amount invested.

Investments may also be affected by any changes in exchange control regulation, tax laws, withholding taxes, international, political and economic developments, and government, economic or monetary policies.

### ***Interest Rate Risk***

Fixed income securities and funds that invest in bonds and other fixed income securities may fall in value if interest rates change. Generally, the prices of debt securities rise when interest rates fall, and their prices fall when interest rates rise. Longer-term debt securities are usually more sensitive to interest rate changes.

### ***Credit Risk***

Investments in bonds and other fixed income securities are subject to the risk that the issuer(s) may not make required interest payments. An issuer suffering an adverse change in its financial condition could lower the credit quality of a security, leading to greater price volatility of the security. A lowering of the credit rating of a security may also offset the security's liquidity, making it more difficult to sell. Funds investing in lower quality debt securities are more susceptible to these problems and their value may be more volatile.

### ***Foreign Exchange Risk***

Foreign investments may be affected favorably or unfavorably by exchange control regulations or changes in the exchange rates. Changes in currency exchange rates may influence the share value, the dividends or interest earned and the gains and losses realized. Exchange rates between currencies are determined by supply and demand in the currency exchange markets, the international balance of payments, governmental intervention, speculation and other economic and political conditions. If the currency in which a security is denominated appreciates against the US Dollar, the value of the security will increase. Conversely, a decline in the exchange rate of the currency would adversely affect the value of the security.

### ***Futures and Options Risk***

Options and futures contracts on securities carry a high degree of risk. The amount of the initial margin is small relative to the value of the futures contract so that transactions are "leveraged" or "geared". A relatively small market movement will have a proportionately larger impact which may work for or against the investor. The placing of certain orders which are intended to limit losses to certain amounts may not be effective because market conditions may make it impossible to execute such orders. Transactions in options also carry a high degree of risk. Selling ("writing" or "granting") an option generally entails considerably greater risk than purchasing options. Although the premium received by the seller is fixed, the seller may sustain a loss well in excess of that amount.

The seller will also be exposed to the risk of the purchaser exercising the option and the seller will be obliged either to settle the option in cash or to acquire or deliver the underlying investment. If the option is "covered" by the seller holding a corresponding position in the underlying investment or a future on another option, the risk may be reduced.

### **Item 9 - Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of us or the integrity of our management. There is no history of material legal or disciplinary events by Meridian or our management persons.

### **Item 10 - Other Financial Industry Activities and Affiliations**

Gregory Couch, Managing Member and Chief Compliance Officer, and other Associated Persons of Meridian are licensed insurance agents and can effect transactions in insurance products for their clients and earn commissions for these activities. Meridian expects that clients to whom it offers advisory services may also be clients for whom these individuals act as insurance agents. Clients are instructed that the fees paid to Meridian for advisory services are separate and distinct from the commissions earned by its IARs for placing the client in insurance products. Clients to whom the Meridian offers advisory services are informed that they are under no obligation to use the Firm's IARs for insurance services and may use the insurance brokerage firm and agent of their choosing.

### **Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

#### ***Description of Our Code of Ethics***

Meridian has adopted a Code of Ethics (Code) to address investment advisory conduct. The Code focuses primarily on fiduciary duty, personal securities transactions, insider trading, gifts, and conflicts of interest. The Code includes Meridian's policies and procedures developed to protect client's interests in relation to the following topics:

- The duty at all times to place the interests of clients first.
- The requirement that all personal securities transactions be conducted in such a manner as to be consistent with the Code.
- The responsibility to avoid any actual or potential conflict of interest or misuse of an employee's position of trust and responsibility.
- The fiduciary principle that information concerning the identity of security holdings and financial circumstances of clients is confidential; and
- The principle that independence in the investment decision-making process is paramount.

A copy of Meridian's Code is available upon request to the Chief Compliance Officer at Meridian's principal office address.

### ***Personal Trading Practices***

At times Meridian and/or its Investment Advisor Representatives may take positions in the same securities as clients, which may pose a conflict of interest with clients. Meridian prohibits any employee trading which would be unfair to a client. Should a conflict occur because of materiality (i.e. a thinly traded stock), disclosure will be made to the client(s) at the time of trading. Incidental trading not deemed to be a conflict (i.e. a purchase or sale which is minimal in relation to the total outstanding value, and as such would have negligible effect on the market price), would not be disclosed at the time of trading.

### **Item 12 - Brokerage Practices**

Meridian does not maintain custody of client assets. Instead, we require all client assets be maintained in an account at a non-affiliated qualified custodian, generally a broker-dealer or bank.

While we recommend that you use Pershing, Charles Schwab & Company and TD Ameritrade along with various retirement plan custodians, you will open your investment account by entering into an account agreement directly with qualified custodian. We do not open accounts for you, although we can assist you in doing so with the respective firm selected to custody your assets.

### ***Research and Other Soft Dollar Benefits***

Although not considered a formal "soft dollar" arrangement, Meridian may receive benefits from its custodians and brokers for research services to include reports, software, and institutional trading support.

Meridian understands its duty for best execution and considers all factors in making recommendations to clients. These research services may be useful in servicing all Meridian clients, and may not be used in connection with any particular account that may have paid compensation to the firm providing such services. While Meridian may not always obtain the lowest commission rate, Meridian believes the rate is reasonable in relation to the value of the brokerage and research services provided.

### ***Brokerage for Client Referrals***

We do not receive client referrals from broker-dealers and custodians in which we have an institutional advisory arrangement. Also, we do not receive other benefits from a broker-dealer in exchange for client referrals.

### ***Directed Brokerage***

The client may direct brokerage transactions to a specified broker-dealer other than the firm recommended by Meridian. It is up to the client to negotiate the commission rate, as Meridian will not. The client may not be able to negotiate the most competitive rate. As a result, the client may pay more than the rate available through the broker-dealer used by Meridian. In client directed brokerage arrangements, the client may not be able to participate in aggregated ("blocked") trades, which may help reduce the cost of execution. Where the client does not otherwise designate a broker-dealer, Meridian recommends a broker-dealer with competitive commission rates.

### ***Trade Aggregation***

While individual client advice is provided to each account, client trades may be executed as a block trade for cost savings and trading efficiency. Meridian encourages its existing and new clients to use it custodian, and only accounts in the custody of Meridian's custodian would have the opportunity to participate in

aggregated securities transactions. No advisory account within the block trade will be favored over any other advisory account and each account will participate in an aggregated order at the average share price and receive the same commission rate. Meridian and/or its IARs may participate in block trades with clients, and may also participate on a pro rata basis for partial fills, but only after the determination has been made that clients will receive fair and equitable treatment.

### **Item 13 - Review of Accounts**

#### ***Portfolio Management Account Reviews***

Meridian monitors the individual investments within Meridian's portfolio management program continuously. Client portfolio performance is reviewed, at a minimum, on a quarterly basis. Meridian offers portfolio management clients an in-person portfolio review meeting on an annual basis. Since a financial plan represents a snapshot in time, ongoing reviews are not automatically conducted. However, we recommend clients engage us on an annual basis to update the financial plan to account for changes in a client's financial situation.

The account reviews are performed by the client's Investment Advisory Representative. Meridian's Chief Compliance Officer and other designated compliance staff will also monitor the managed portfolios periodically.

#### ***Reports***

Clients will receive statements directly from their account custodian(s) on at least a quarterly basis. Additionally, Meridian may provide performance reports at its sole discretion.

### **Item 14 - Client Referrals and Other Compensation**

We do not receive economic benefits from third parties in exchange for providing investment advice or other advisory services to our clients.

We may however receive economic benefits from brokers or custodians in the form of the support products and services that are made available to investment advisors. These products and services, how they benefit us, and the related conflicts of interest are described in Item 12 above. The availability to us of these products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

We and our related persons do not compensate, either directly or indirectly, any person or entity who is not our supervised person for client referrals.

### **Item 15 - Custody**

Meridian does not hold client funds or securities, but instead requires that they be held by a third party custodian. We may, however have limited control in some instances to trade on your behalf, to deduct our advisory fees from your account with your authorization, or to request disbursements to you.

Clients will receive account statements at least quarterly from the broker-dealer or other qualified custodian. Client is urged to compare custodial account statements against statements prepared by Meridian for accuracy. Minor variations may occur because of reporting dates, accrual methods of interest and dividends and other factors. The custodial statement should be considered the official record of your account for tax purposes.

**Item 16 - Investment Discretion**

Meridian offers Portfolio Management Services to its advisory clients on both a discretionary and non-discretionary basis. Meridian will manage client accounts on a discretionary basis if the client has granted discretionary authority in the client advisory agreement. Discretionary authority extends to the type and amount of securities to be bought and sold and do not require advance client approval. However, Meridian does not have the ability to withdraw funds or securities from the client's account. In a non-discretionary account, an Associated Person of Meridian recommends the purchase or sale of securities for review and approval by their clients. Meridian will only purchase or sell securities which have been approved by clients in advance.

You may limit this authority if you wish by, for example, setting a limit on the type of securities that can be purchased for your account. Simply provide us with your restrictions or guidelines in writing. Please refer to the "Advisory Business" section in this Brochure for more information on our discretionary management services.

**Item 17 - Voting Client Securities**

***Proxy Voting***

Meridian does not vote proxies. Questions about proxies may be made via the contact information on the cover page.

**Item 18 - Financial Information**

We are required in this Item to provide you with certain financial information or disclosures about Meridian's financial condition. Meridian has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

## **Miscellaneous**

### ***Class Action Lawsuits***

From time to time, securities held in the accounts of clients will be the subject of class action lawsuits.

Meridian has no obligation to determine if securities held by the client are subject to a pending or resolved class action lawsuit. It also has no duty to evaluate a client's eligibility or to submit a claim to participate in the proceeds of a securities class action settlement or verdict. Furthermore, Meridian has no obligation or responsibility to initiate litigation to recover damages on behalf of clients who may have been injured as a result of actions, misconduct, or negligence by corporate management of issuer whose securities are held by clients.

Where Meridian receives written or electronic notice of a class action lawsuit, settlement, or verdict affecting securities owned by a client, it will forward all notices, proof of claim forms, and other materials, to the client. Electronic mail is acceptable where appropriate, and the client has authorized contact in this manner.

### ***Securities Trade Error Correction Procedures***

On infrequent occasions, an error may be made in a client account. For example, a security may be erroneously purchased for the account instead of sold. In these situations, Meridian generally seeks to rectify the error by placing the client account in a similar position as it would have been had there been no error. Depending on the circumstances, various corrective steps may be taken, including among others canceling the trade or adjusting an allocation.

### ***Confidentiality***

Meridian views protecting its customers' private information as a top priority and, pursuant to the requirements of the Gramm-Leach-Bliley Act, Meridian has instituted policies and procedures to ensure that customer information is kept private and secure.

Meridian does not disclose any nonpublic personal information about its customers or former customers to any nonaffiliated third parties, except as permitted by law. In the course of servicing a client account, Meridian may share some information with its service providers, such as transfer agents, custodians, broker-dealers, accountants, and lawyers.

Meridian restricts internal access to nonpublic personal information about its clients to those employees who need to know that information in order to provide products or services to the client. Meridian maintains physical and procedural safeguards that comply with state and federal standards to guard a client's nonpublic personal information and ensure its integrity and confidentiality. As emphasized above, it has always been and will always be Meridian's policy never to sell information about current or former customers or their accounts to anyone. It is also the Meridian's policy not to share information unless required to process a transaction, at the request of the client, or as required by law.

A copy of the Meridian's privacy policy notice will be provided to each client prior to, or contemporaneously with, the execution of the advisory agreement. Thereafter, Meridian will deliver a copy of the current privacy policy notice to its clients on an annual basis. If you have any questions on this policy, please contact Gregory Couch, Chief Compliance Officer at (859) 543-4516.