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MeridianIA.com

09/12/2012

ANNUAL UPDATE BROCHURE

Part 2A of Form ADV

Item 1 – Cover Page

This Brochure provides information about the qualifications and business practices of Meridian Investment Advisors (“Meridian”). If you have any questions about the contents of this Brochure, please contact us at 501/663-7055 and/or LVanNess@MeridianIA.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

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

Additional information about Meridian is also available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure clients will receive a summary of any material changes to this and subsequent brochures within 120 days of the close of our business' fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

We may further provide clients with a new brochure as necessary based on changes or new information, at any time, without charge.

Our last annual brochure was dated 03/15/12, with an amended brochure dated 09/12/2012.

Currently, our brochure may be requested by contacting Lewis Van Ness, Managing Principal at 501/663-7055 or LVanNess@MeridianIA.com. Our brochure is also available on our web site www.MeridianIA.com, also free of charge.

Additional information about Meridian is also available via the SEC's web site www.adviserinfo.sec.gov. The SEC's web site also provides information about any persons affiliated with Meridian who are registered, or are required to be registered, as investment adviser representatives.

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Item 4 – Advisory Business

Meridian is an independent SEC Registered Investment Advisor. Headquartered in Little Rock, Arkansas, the firm was founded in 1983. As of August 31, 2012 we manage \$336 million in assets for endowments, foundations, company retirement plans, individuals, and high net worth families on a discretionary basis.

Since inception, Meridian has served as a money manager to assist clients with setting goals, establishing investment strategy, and managing financial asset portfolios on a discretionary basis. We are a fee only advisor and serve approximately 150 clients.

Our Retirement Services division was created in 1997 to provide retirement plan consulting to large defined contribution plans (i.e. 401(k), 403(b), and 457(b) plans). Plan assets range from \$1 million to \$20 million and include over 2,000 participants.

Meridian is structured as an S Corporation. The principal owners of Meridian are Pat D. Moon and Lewis W. Van Ness.

Item 5 – Fees and Compensation

For accounts that are balanced (invested in a blend of stocks and bonds), Meridian's customary annual fee for investment management services shall be as follows: 0.85% of the first \$10 million of market value; 0.75% of the next \$10 million and 0.50% for amounts over \$20 million. Fees applicable to fixed income accounts shall be as follows: 0.45% of the first \$10 million of market value and 0.35% for amounts over \$10 million. Fees applicable to equity accounts shall be as follows: 1% of the first \$10 million of market value and 0.75% for amounts over \$10 million.

Meridian's annual fee is payable on a quarterly basis with such quarterly payment being calculated at the rate of 1/4 of the above percentages on the total value of a client's account as of the last business day of March, June, September and December and is payable in arrears or in advance, as agreed to by Meridian and client*. For the time period between the date an investment advisory agreement is entered into and the first regular quarterly fee calculation date, an initial fee shall be computed on a pro-rata basis for such time period. In the event that an investment advisory agreement is canceled by the client or Meridian, the client shall be entitled to a pro-rata refund of any prepaid fee.

Meridian's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of, and in addition to, Meridian's fee. Meridian does not receive any portion of these commissions, fees, and costs.

*Fees may either be deducted from the client's account or billed by Meridian. Client may select either method.

Client funds are frequently invested in money market funds which charge a management fee. Client funds held by a custodian or a broker may be swept into the custodian broker or bank's short-term investment funds. Funds of this nature ordinarily charge a fee for the investment of cash in mutual funds and money market type investments. These fees are in addition to those charged by Meridian, i.e., if client account is invested in a mutual fund, exchange traded fund, or money market fund, there may be an additional management fee charged by those entities.

Compensation for investment advice furnished through consultations shall be negotiated in advance between Meridian and client and may be based upon (1) an hourly or daily fee, at a rate agreed to by the client, plus expenses, (2) a fixed fee agreed to by the client, or (3) a percentage fee, at a rate agreed to by the client, based upon the amount of client's assets to which such consultations relate. Such compensation shall be payable at a time agreed to by Meridian and client.

Meridian serves as investment advisor to client-sponsored defined contribution plans whereby the sponsor offers a variety of investment options to participants.

Participants are offered a minimum of four such investment options, e.g. money market, fixed income, equity funds and Lifestyle funds or Target Retirement funds. Meridian selects registered mutual funds or collective trust funds. Participants allocate their individual account balances among the funds selected by Meridian. Meridian has the discretion to designate the funds utilized and to increase or decrease the number of such funds. Meridian's annual fee schedule for this ranges from 0.25% to 1.0%. Funds selected by Meridian charge a fee for management of assets. Meridian's fee is in addition to that charged by the funds.

Meridian reserves the right to modify its customary fee arrangements when, in Meridian's judgment, circumstances with respect to the client justify a different arrangement.

Item 6 – Performance-Based Fees

Meridian does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Item 7 – Types of Clients

Meridian provides portfolio management services to individuals, high net worth families, corporate retirement plans, public pension funds, charitable institutions, foundations, endowments, and municipalities.

Meridian has an initial minimum account size of \$500,000. This minimum may be adjusted at the discretion of Meridian depending on the facts and circumstances, e.g. for minimum account size purposes, the value of client accounts may be aggregated or an account may be accepted when it is anticipated that additional funds will be contributed.

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

Meridian focuses first on the appropriate assets allocation for clients. Matching the risk level of the portfolio with the client's risk profile is crucial in achieving long-term goals.

Common Stocks: Meridian invests primarily in common stocks and seeks to invest in companies that offer superior opportunities for growth of capital. These companies, in our opinion, are attractively valued and represent good long-term value. Meridian believes that an important way to accomplish this is through fundamental analysis. Meridian may also invest in relatively attractive investment opportunities, both domestic and securities issuers domiciled outside the U.S., through exchange-traded funds or mutual funds.

Fixed Income: Meridian invests primarily in U.S. Treasuries, Agencies of the Federal government, high quality U.S. corporate bonds, and municipal bonds. Average maturity and duration of the fixed income portfolio is determined by Meridian's investment committee economic outlook.

Risks of Investing in Financial Assets: As with all financial securities, prices can fall because of weakness in stock or bond markets, a particular industry, or a specific holding. The financial markets can decline for many reasons, including adverse political or economic developments, changes in investor philosophy, or heavy institutional selling.

The prospects for an industry or company may deteriorate because of a variety of factors, including disappointing earnings or changes in the competitive environment. In addition, Meridian's assessment of companies may prove incorrect, resulting in losses or poor performance even in rising markets. Investing in small companies involves greater risk than is customarily associated with larger companies. Stocks of small companies are subject to more abrupt or erratic price movements than larger-company stocks. Small companies often have limited product lines, markets, or financial resources, and their managements may lack depth and experience. Such companies seldom pay significant dividends that could cushion returns in a falling market.

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

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 Meridian or the integrity of Meridian's management. Meridian and its principals have experienced no legal or disciplinary events.

Item 10 – Other Financial Industry Activities and Affiliations

Meridian may recommend clients establish brokerage accounts with various registered brokers/dealers, members SIPC, to maintain custody of clients' assets and to effect trades for their accounts. Meridian is independently owned and operated and not affiliated with any broker/dealer. The brokers/dealers provide Meridian with access to its institutional trading and custody services, which are typically not available to their retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a specified amount of the advisor's clients' assets is maintained in the accounts at brokers/dealers. Meridian does not commit to any broker/dealer a specific amount of trading. The

brokers/dealers' services may include brokerage, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For Meridian's client accounts maintained in its custody, the brokers/dealers generally do not charge separately for custody but are compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through brokers/dealers or that settle into brokers'/dealers' accounts.

The brokers/dealers also make available to Meridian other products and services that benefit Meridian but may not benefit its clients' accounts. Some of these other products and services assist Meridian in managing and administering clients' accounts. These may include software and other technology that provide access to client account data (such as trade confirmations and account statements); facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts); provide research, pricing information and other market data; facilitate payment of Meridian's fees from its clients' accounts; and assist with back-office functions, recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of Meridian's accounts, including accounts not maintained at the providing broker/dealer. The broker/dealer may also make available to Meridian other services intended to help Meridian manage and further develop its business enterprise. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, and marketing. While as a fiduciary Meridian endeavors to act in its clients' best interests, Meridian's recommendation that clients maintain their assets in accounts at a particular broker/dealer may be based in part on the benefit to Meridian of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by a particular broker/dealer which may create a potential conflict of interest.

Item 11 – Code of Ethics

Meridian has adopted a Code of Ethics (the "Code") for all supervised persons of the firm describing its high standard of business conduct and fiduciary duty to its clients. The Code includes provisions relating to the confidentiality of client information, a prohibition on insider trading, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at Meridian must acknowledge the terms of the Code of Ethics annually, or as amended. Meridian's complete Code of Ethics is available upon request.

Meridian has a profit sharing plan which may, from time to time, purchase or sell securities. In addition, personnel of Meridian may purchase or sell securities for themselves or accounts in which they may have a beneficial interest. The Code is designed to proscribe transactions which would result in actual or potential conflicts of interest between clients and employees of Meridian in connection with the purchase and/or sale of securities.

Meridian anticipates that, in appropriate circumstances, consistent with clients' investment objectives, it will cause accounts over which Meridian has management authority to effect, and will recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which Meridian, its affiliates and/or clients, directly or indirectly, have a position of interest. Meridian's employees and persons associated with Meridian are required to follow Meridian's Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of

Meridian and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for Meridian's clients. The Code is designed to assure that the personal securities transactions, activities and interests of the employees of Meridian will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code, certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of Meridian's clients. In addition, the Code requires pre-clearance of many transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored to reasonably prevent conflicts of interest between Meridian and its clients.

Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with Meridian's obligation of best execution. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a total average price. Meridian will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the Order.

It is Meridian's policy that the firm will not affect any principal or agency cross securities transactions for client accounts. Meridian will also not cross trades between client accounts. Principal transactions are generally defined as transactions where Meridian, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

Meridian's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Lewis W. Van Ness.

Item 12 – Brokerage Practices

In cases in which Meridian determines or suggests brokers and negotiates or suggests commission rates, such decisions or actions are based upon Meridian's evaluation of execution ability and brokerage service and on the basis of research services or the receipt of other products or services. Other products and services may include trading platforms, publications of regulatory and industry issues, and dedicated service representatives. Meridian may pay a broker a brokerage commission in excess of that which another broker might have charged for effecting the same transaction, in recognition of services provided by the broker.

Meridian has adopted trading policies that are intended to insure that all trades are undertaken and, where necessary, allocated to advisory clients in a manner that fulfills our fiduciary obligation to each advisory client and otherwise allocates securities on a basis that is fair, equitable, consistently applied and does not unfairly discriminate against any advisory client. Instances

where allocation may be necessary include without limitation: block trades, bunching client trades, simultaneous transactions in securities for advisory clients and the firm (or an employee of the firm), and disposition of unattractive securities (e.g., a downgraded security). When allocation is necessary, securities shall be apportioned among advisory clients and others in accordance with the Meridian's trading policies and otherwise as directed by the Chief Compliance Officer (the "CCO"). In determining whether an allocation is fair, the CCO shall take into account Meridian's fiduciary duties to each client; potential conflicts of interest; the facts and circumstances presented in each instance, each client's individual investment objectives, mandates and suitability; eligibility to participate in the transaction and any other considerations which, in the sole judgment of the CCO, are relevant and material to the overall goal of allocating securities on a fair and equitable basis.

Lewis W. Van Ness is the Chief Compliance Officer.

Item 13 – Review of Accounts

Meridian reviews investment advisory accounts periodically and, in general, no less frequently than once a quarter. Formal reviews of the portfolio and the client files, including all legal documents and investment policy statements, are done on an annual basis by Meridian's principles. In addition to such regular reviews, special reviews may be triggered by changes in client objectives, changes in client cash positions, or changes in the outlook for the economy, specific industries, or specific securities.

Meridian furnishes written quarterly reports to clients containing a portfolio listing by security, cost, current market value, yield, and a transaction record of securities purchased or sold during the period covered by the report. We also furnish income/expense reports. Some clients request such reports be provided on a monthly basis.

Item 14 – Client Referrals and Other Compensation

Meridian does not have client referrals or other compensation agreements with any other parties.

Item 15 – Custody

Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. Meridian urges you to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16 – Investment Discretion

Meridian usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, Meridian observes the investment policies, limitations, and restrictions of the client. For registered investment companies, Meridian's authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made. Investment guidelines and restrictions are developed between Meridian and Client and are agreed to in writing.

Item 17 – Voting Client Securities

In certain circumstances, and in accordance with the client's specific advisory agreement, Meridian shall vote proxies related to securities held by any client in a manner that is in the best interest of the client. Meridian shall consider only those factors that relate to the client's investment(s) or that are established by the client's written instructions. Such factors will include how a vote will economically impact and affect the value of the client's investment.

Proxy votes generally will be cast in favor of proposals that:

- * maintain or strengthen the shared interests of shareholders and management
- * increase shareholder value
- * maintain or increase shareholder influence over the issuer's board of directors and management
- * maintain or increase the rights of shareholders.

Proxy votes generally will be cast against proposals having the opposite effect.

In voting on each and every issue, Meridian and its employees shall vote in a prudent and timely fashion and only after a careful evaluation of the issue(s) presented on the ballot.

In exercising its voting discretion, Meridian and its employees shall avoid any direct or indirect conflict of interest raised by such voting decision. Meridian will provide adequate disclosure to the client if any substantive aspect or foreseeable result of the subject matter to be voted upon raises an actual or potential conflict of interest to Meridian.

Consistent with SEC Rule 206(4)-6, Meridian will keep certain records required by applicable law in connection with its proxy voting activities for clients and shall provide proxy-voting information to clients upon their written or oral request. A copy of Meridian's proxy-voting policies and procedures are available to clients upon request.

Pat D. Moon, CFA, Managing Principal will be responsible for voting proxies.

Item 18 – Financial Information

Registered investment advisers 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.

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09/12/12

Part 2B of Form ADV: Brochure Supplement

Item 1 – Cover Page

This Brochure supplement provides information about Pat D. Moon and Lewis W. Van Ness that supplements the Meridian Investment Advisors brochure. You should have received a copy of that brochure. Please contact Lewis W. Van Ness if you did not receive Meridian Investment Advisors brochure or if you have any questions about the contents of this supplement.

Additional information about Pat or Lewis is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Education Background and Business Experience

Name	Date of Birth	Education & Business Background
Pat D. Moon	10-5-61	<p>University of Central Ark. - BBA Texas Christian University – MBA Chartered Financial Analyst Chartered Investment Counselor</p> <p>Managing Principal, Meridian Management Company (04-00 to present) Vice President & Portfolio Manager, Meridian Management Company (03-97 to 04-00) Vice President & Senior Portfolio Manager, Boatmen's Trust Co. (1995-1997) Senior Investment Officer, First Commercial Capital Mgmt., (1994-1995) Vice President & Manager Trust Investments, Simmons First National Bank (1990-1994)</p>
Lewis W. Van Ness	03-25-56	<p>University of Arkansas - BSBA Chartered Financial Analyst Chartered Investment Counselor</p> <p>Managing Principal, Meridian Management Company (06-93 to present) Vice President, Meridian Management Company (04-89 to 06-93) Senior Vice President, First Commercial Capital Mgmt., (04-84 to 04-89) Vice President Trust Investments, National Bank of Commerce (02-79 to 04-84)</p>
Hoyte R. Pyle	03-08-67	<p>Baylor University - BBA Chartered Financial Analyst</p> <p>Senior Portfolio Manager, Meridian Management Company (07-12 to present) Senior Vice President and Portfolio Manager, U.S. Trust (11-07 to 07-12) Regional Investment Manager, Morgan Asset Management (10-03 to 11-07) Vice President and Trust Investment Manager, Bank of the Ozarks (01-01 to 10-03)</p>
D. Jason Feilke, CFP™	11-06-79	<p>University of Arkansas - BBA University of Arkansas - MBA Certified Financial Planner™</p> <p>Director of Retirement Plan Services, Meridian Management Company (07-12 to present) Supervising Advisor, BKD Wealth Advisors (06-10 to 07-12) Financial Advisor, Merrill Lynch (05-06 to 05-10) Institutional Fixed Income Broker, Stephens, Inc. (08-03 to 09-05)</p>

The Chartered Financial Analyst (CFA) charter is a globally respected, graduate-level investment credential established in 1962 and awarded by CFA Institute — the largest global association of investment professionals.

There are currently more than 90,000 CFA charterholders working in 134 countries. To earn the CFA charter, candidates must: 1) pass three sequential, six-hour examinations; 2) have at least four years of qualified professional investment experience; 3) join CFA Institute as members; and 4) commit to abide by, and annually reaffirm, their adherence to the CFA Institute Code of Ethics and Standards of Professional Conduct.

High Ethical Standards

The CFA Institute Code of Ethics and Standards of Professional Conduct, enforced through an active professional conduct program, require CFA charterholders to:

- Place their clients' interests ahead of their own
- Maintain independence and objectivity
- Act with integrity
- Maintain and improve their professional competence
- Disclose conflicts of interest and legal matters

Global Recognition

Passing the three CFA exams is a difficult feat that requires extensive study (successful candidates report spending an average of 300 hours of study per level). Earning the CFA charter demonstrates mastery of many of the advanced skills needed for investment analysis and decision making in today's quickly evolving global financial industry. As a result, employers and clients are increasingly seeking CFA charterholders—often making the charter a prerequisite for employment.

Additionally, regulatory bodies in 22 countries and territories recognize the CFA charter as a proxy for meeting certain licensing requirements, and more than 125 colleges and universities around the world have incorporated a majority of the CFA Program curriculum into their own finance courses.

Comprehensive and Current Knowledge

The CFA Program curriculum provides a comprehensive framework of knowledge for investment decision making and is firmly grounded in the knowledge and skills used every day in the investment profession. The three levels of the CFA Program test a proficiency with a wide range of fundamental and advanced investment topics, including ethical and professional standards, fixed-income and equity analysis, alternative and derivative investments, economics, financial reporting standards, portfolio management, and wealth planning.

The CFA Program curriculum is updated every year by experts from around the world to ensure that candidates learn the most relevant and practical new tools, ideas, and investment and wealth management skills to reflect the dynamic and complex nature of the profession.

To learn more about the CFA charter, visit www.cfainstitute.org.

Item 3 – Disciplinary Information

Pat Moon and Lewis Van Ness have not been involved in any legal or disciplinary events.

Item 4 – Other Business Activities

Meridian and Meridian's principals are not registered representatives of a broker dealer or any other commission-based broker dealer business. Meridian's only compensation is from fees disclosed in the investment advisory agreement executed with our clients.

Item 5 – Additional Compensation

Mr. Moon and Mr. Van Ness do not receive any compensation other than investment advisory fees from Meridian. There are no other sources of income from business not associated with Meridian advisory contracts.

Item 6 – Supervision

Mr. Moon and Mr. Van Ness are the only employees of Meridian that give investment advice. Meridian has policies and procedures in place to review advice given and monitor portfolios of the principals on a periodic basis.