

**Pile Wealth Management
One Indiana Square
Suite 1200
Indianapolis, Indiana 46204**

**Phone: 317-269-3454
Fax: 317-269-3450
Web Site: www.pilewealth.com**

January 24, 2024

**FORM ADV PART 2A.
BROCHURE**

This brochure provides information about the qualifications and business practices of Pile Wealth Management. If you have any questions about the contents of this brochure, please contact us at 317-269-3454. 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 Pile Wealth Management is also available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for Pile Wealth Management is 111536.

Pile Wealth Management is a Registered Investment Adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

January 24,2024

Item 2 – Material Changes

Pile Wealth Management amends this Brochure at least annually. This Item of the Brochure will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes.

The most recent Annual Updating Amendment was filed on January 24, 2024 and did not contain any material changes.

We will further provide you with a new Brochure as necessary based on changes or new information, without charge.

Currently, our Brochure may be requested by contacting Neal Clements or Michael Winslow at 317-269-3454.

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Advisory Business

Form ADV Part 2A, Item 4

Pile Wealth Management's registration was granted by the U.S. Securities and Exchange Commission on December 14, 2001. Neal A. Clements (CRD Number 5719057) is the President and Chief Compliance Officer of the firm. Pile CPAs (EIN Number 35-0865680) owns one hundred (100%) percent of the equity of the firm. The firm is not publicly owned or traded. The firm manages client assets on an individualized basis. As of the fiscal year end of the firm on December 31, 2023, \$136,379,329 was managed on a discretionary basis, representing 196 accounts.

Pile Wealth Management (PWM), an Indiana Limited Liability Partnership, is a fee only investment advisor providing such professional services to our clients. We do not receive any income in connection with acting as your advisor except for the fees we charge as described below.

We will work with you to determine your goals, investment objectives, and risk profile. We will then develop an investment strategy on your behalf. We will utilize historical financial data as well as portfolio allocation software to develop a customized portfolio that is consistent with your investment strategy. We may work with you to develop a transition plan in order to move some or all of your assets from your existing asset allocation to the desired allocation. We will monitor the performance of the assets as well as the asset allocation strategy. We will also produce quarterly performance reports for you and will review portfolio results with you on a regular basis.

We provide the following Investment Advisory Services:

- A. Determine your goals and objectives
- B. Analyze your financial condition
- C. Recommend options to achieve your financial objectives
- D. Implement investment strategies
- E. Monitor your investment performance

Fees and Compensation

Form ADV Part 2A, Item 5

Standard Fee Schedule

The annual fee to individual clients for PWM's investment management services will be charged as a percentage of assets under management, according to the schedule below:

Assets Under Management	Annual Fee (%)
On the first \$1,000,000	1.00%
On the next \$1,000,000	0.70%
On the next \$1,000,000	0.50%
On the next \$2,000,000	0.40%
On all amounts thereafter	0.35%

Minimum Annual Fee: \$5,000

Institutional Fee Schedule

PWM generally charges institutional clients (both for-profit and not-for-profit institutions) with accounts where the total balance of all accounts exceeds \$5,000,000 according to the schedule below:

Assets Under Management	Annual Fee (%)
Up to \$40,000,000	0.20%
Amounts above \$40,000,000	0.05%

Minimum Annual Fee: \$25,000

Generally, not-for-profit institutional clients with accounts where the total balance of all accounts is less than \$5,000,000 receive a discount of fifteen percent (15%) from PWM's Standard Fee Schedule disclosed in the previous section.

The annual fee is charged on the entire account balance each calendar quarter, in advance, based on the market value of your account as of the value on the last day of the previous quarter. Initial charges will be prorated for the current quarter. On a quarterly basis we will provide you with an invoice or statement showing all fees charged to you. Generally, fees are charged against your investment accounts. You will provide PWM or a designated service vendor the authority to withdraw these fees directly from the account.

We will on occasion negotiate alternate fees to the above for your account. Fees may also vary based on individual or family circumstances. Your agreement may be canceled at any time, by either party, for any reason upon receipt of written notice. Upon termination of any account, any prepaid, unearned or unapplied fees will be promptly refunded to you. You shall enjoy a five-day penalty free right of rescission. All fees paid to PWM for investment advisory services are separate and distinct from the fees charged by mutual funds to their shareholders, including investment advisory fees which the mutual fund's investment adviser may charge to the fund. These fees and expenses are described in each fund's prospectus.

Performance-Based Fees and Side-By-Side Management

Form ADV Part 2A, Item 6

PWM 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). All fees are calculated as described above and are not charged on the basis of income or capital gains or capital appreciation of the funds or any portion of the funds of an advisory client.

Types of Clients

Form ADV Part 2A, Item 7

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

Methods of Analysis, Investment Strategies and Risk of Loss

Form ADV Part 2A, Item 8

Investment advice may be offered on any investments held by a client at the start of the advisory relationship. The primary vehicles recommended for investing are passively managed mutual funds, exchange traded funds (ETFs) and customized, laddered fixed income portfolios. PWM generally only recommends investment grade bonds and monitors these securities for changes in rating.

PWM may recommend public real estate investment trusts (REITS) and commodities index funds for certain clients who desire to include real estate or commodities in their asset allocation strategy.

PWM's security analysis is based on several factors including those derived from commercially available software technology, securities rating services, general market and financial information, due diligence reviews and specific investment analysis that clients may request.

PWM's investment advice is based on long-term investment strategies incorporating the principles of Modern Portfolio Theory. PWM's investment approach is firmly rooted in the belief that markets are efficient, and that investors' returns are determined principally by asset allocation decisions, not by market timing or stock selection. PWM focuses on developing globally diversified portfolios, principally using passively managed mutual funds and ETFs that are available to institutional investors and clients of a network of select investment advisors.

Although all investments involve risk, PWM's investment recommendations seek to limit risk through broad global diversification and investment in high-quality fixed income securities. PWM's investment philosophy is designed for investors who desire a buy and hold strategy, with an investment time horizon of a minimum of five years, and preferably longer. Frequent trading of securities increases transaction costs that PWM's investment philosophy seeks to minimize for clients.

All investments present the risk of loss of principal – the risk that the value of securities (mutual funds, exchange traded funds (ETFs) and individual bonds), when sold or otherwise disposed of, may be less than the price paid for the securities. Even when the value of the securities when sold is greater than the price paid, there is the risk that the appreciation will be less than inflation. In other words, the purchasing power of the proceeds may be less than the purchasing power of the original investment.

The mutual funds and ETFs utilized by PWM may include funds invested in domestic and international equities, including real estate investment trusts (REITs), corporate and government fixed income securities and commodity futures. Equity securities may include large capitalization, medium capitalization, and small capitalization stocks. Mutual funds and ETF shares invested in fixed income securities are subject to the same interest rate, inflation and credit risks associated with the underlying bond holdings.

Among the riskiest mutual funds used in PWM's investment strategies are the U.S. and International small capitalization and small capitalization value funds, emerging markets funds, and commodity futures funds. Conservative fixed income securities have lower risk of loss of principal, but most bonds present the risk of loss of purchasing power through lower expected return. This risk is greatest

for longer-term bonds.

Certain funds utilized by PWM may contain international securities. Investing outside the United States involves additional risks, such as currency fluctuations, periods of illiquidity and price volatility. These risks may be greater with investments in developing countries.

More information about the risks of any particular market sector can be reviewed in representative mutual fund prospectuses within each applicable sector.

Equity Securities Risk. Equity securities (common, convertible preferred stocks and other securities whose values are tied to the price of stocks, such as rights, warrants and convertible debt securities) could decline in value if the issuer's financial condition declines or in response to overall market and economic conditions. A fund's principal market segment(s), such as large cap, mid cap or small cap stocks, or growth or value stocks may underperform other market segments or the equity markets as a whole. Investments in smaller companies and mid-size companies may involve greater risk and price volatility than investments in larger, more mature companies.

Fixed-Income Securities Risk. Fixed-income securities are subject to interest rate risk and credit quality risk. The market value of fixed-income securities generally declines when interest rates rise, and an issuer of fixed-income securities could default on its payment obligations.

Asset Allocation Risk. A fund's selection and weighting of asset classes and/or underlying funds may cause it to underperform other funds with a similar investment objective.

Disciplinary Information

Form ADV Part 2A, Item 9

Registered investment advisors are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of PWM or the integrity of PWM's management. PWM has no information applicable to this Item.

Other Financial Industry Activities and Affiliations

Form ADV Part 2A, Item 10

PWM may contract with other firms for administrative services in carrying out its duties under this Agreement, including trade processing, collecting of management fees, record maintenance, report preparation and research services, and Client agrees to execute a limited power of attorney in favor of such firms as required for them to carry out those services.

PWM has contracted to use Buckingham Strategic Partners, LLC (“BSP”) for such services. Client acknowledges and agrees that PWM shall, and is hereby deemed to, control all aspects of the services provided hereunder and BSP shall not be liable for any breach of this Agreement by Advisor.

PWM has also contracted with BSP for sub-advisory services with respect to Clients’ fixed income accounts. BSP provides fixed income portfolio construction, trade processing, collection of management fees, record maintenance, report preparation, marketing assistance, and research. For its services, BSP charges PWM a fee based on a percentage of Client’s assets under management. The fee charged by PWM to its Client includes all sub-advisory fees charged by BSP.

Some of PWM's representatives and associates are employed by and perform work for Pile CPAs, a CPA firm. Some of the CPA clients may become investment advisory clients, and vice-versa. Some of the principals of PWM are members or employees of Pile CPAs and perform duties for Pile CPAs clients.

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

Form ADV Part 2A, Item 11

PWM has adopted a Code of Ethics (the "Code") in compliance with Rule 204A-1 of the Investment Advisors Act of 1940 for its employees and associates. The Code was developed to provide general ethical guidelines and specific instructions regarding our duties to you as our advisory client. The Code was adopted to establish standards and procedures for the detection and prevention of employees and associates taking inappropriate advantage of their positions and their access to information concerning the investments or investment intentions of their clients, or their ability to influence such investment intentions, for personal gain or in a manner detrimental to the interests of their clients. As part of the Code, no person PWM employs may benefit, either directly or indirectly, from transactions placed on behalf of advisory accounts. Employees cannot buy or sell securities for the personal portfolio(s) where their decision is substantially derived, in whole or part, from their employment, unless the information is also available to the investing public on reasonable inquiry. We do not prefer our interests to your interests. The Code acknowledges the general principles that PWM and/or its employees and associates owe a fiduciary obligation to our clients, have the duty at all times to place the interests of our clients first, conduct all personal securities transactions in such a manner as to avoid any actual or potential conflict of interest or abuse of individual's position of trust and responsibility, should not take inappropriate advantage of their positions in relation to client accounts, must comply with Federal Securities Laws, and must safeguard nonpublic information about its and their securities, instructions, and interests.

On occasion, PWM's associated persons may buy or sell securities that they recommend to clients. PWM may also make recommendations or take action with respect to investments for clients which may differ in nature or timing from actions taken for other clients or employees. There is no conflict of interest as the securities are widely held and publicly traded.

We monitor employee personal and proprietary personal trading. We strive to ensure that all employees act in accordance with applicable regulations governing registered investment advisory practices as applicable to the firm. Employees not in observance of this goal are subject to sanctions, including termination of employment. A copy of our Code of Ethics is available upon request to any advisory client or prospective advisory client.

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

(4) requiring all of PWM's employees to conduct their trading through a specified broker or reporting all transactions promptly to PWM, and (5) monitoring the securities trading of the firm and its employees and associated persons.

PWM or individuals associated with PWM may buy or sell securities identical to those recommended to customers for their personal account. It is the express policy of PWM that no person employed by PWM may purchase or sell any security prior to a transaction(s) being implemented for an advisory account, therefore, preventing such employees from benefiting from transactions placed on behalf of advisory accounts. PWM or any related person(s) may have an interest or position in a certain security(ies) which may also be recommended to a client. As these situations may represent a conflict of interest, PWM has established the following restrictions to ensure its fiduciary responsibilities:

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

Brokerage Practices

Form ADV Part 2A, Item 12

PWM may recommend that clients establish brokerage accounts with the Institutional division of Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. PWM is independently owned and operated and not affiliated with Schwab. Schwab provides PWM with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the advisor's client's assets is maintained in accounts at Schwab Institutional, and the services are not otherwise contingent upon committing to Schwab any specific amount of business (assets in custody or trading). Schwab's services 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 PWM client accounts maintained in its custody, Schwab generally does not charge separately for custody but is compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through Schwab or that settle into Schwab accounts. Schwab also makes available to PWM other products and services that benefit PWM but may not benefit its clients' accounts. Some of these other products and services assist PWM in managing and administering clients' accounts. These include software and other technology that provide access to client account data (such as trade confirmations and account statements); facilitate trade execution; provide research, pricing information and other market data; facilitate payment of PWM'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 PWM's accounts, including accounts not maintained at Schwab Institutional. Schwab Institutional also makes available to PWM other services intended to help PWM 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. In addition, Schwab may make available, arrange and/or pay for these types of services rendered to PWM by independent third parties. Schwab Institutional may discount or waive fees it would otherwise charge for some of these services or pay all or a part of these fees of a third-party providing these services to PWM. While as a fiduciary, PWM endeavors to act in its clients' best interests, PWM's recommendation that clients maintain their assets in accounts at Schwab may be based in part on the benefit to PWM of the availability of some of the foregoing products and services provided by Schwab, which may create a potential conflict of interest.

PWM also will recommend that 401(k) clients establish brokerage accounts with Matrix Trust Company, Charles Schwab or another custodian to maintain custody of clients' investment assets, provide trustee services, and to affect trades on their accounts. Matrix Trust Company and Charles Schwab are both registered broker-dealers and is a members of SIPC. PWM is independently owned and operated and not affiliated with Matrix Trust Company, Charles Schwab or any other trust company (the Broker/Dealers). The Broker/Dealers provides PWM with access to its institutional trading and custody services, which are typically not available to retail investors. The Broker/Dealers provide services including brokerage, custody, trust, 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. The Broker/Dealers charge 401(k) plans a custody fee that is based on the plan's asset value. Plans are generally not charged separately for security trades that are executed through the Broker/Dealers or that settle into the Broker/Dealers accounts.

We may, if requested by you, assist you in the selection of a stockbroker. We have no relationship, compensatory or otherwise, with any stockbrokers other than Schwab and Matrix Trust Company as stated herein.

Review of Accounts

Form ADV Part 2A, Item 13

In accordance with our investment advisory agreement, PWM advisors review your portfolio quarterly. In addition, PWM advisors are responsible for monitoring your statements and meeting with you or conferring by telephone no less than semi-annually. More frequent reviews may be triggered by market events or changes in your circumstances. Neal Clements (President) and Michael Winslow (Vice President) review the performance of all accounts as well as the investment allocation relative to the target allocation established. Clients are contacted about performance and/or investment allocation by an investment advisor if deemed necessary during the periodic conferences.

You will receive quarterly reports which summarize your asset management account performance.

Client Referrals and Other Compensation

Form ADV Part 2A, Item 14

Dimensional Fund Advisors, Inc. provides PWM with software to research DFA's fund performance and benchmark index data. This software may not be offered to other investment advisory firms. Charles Schwab & Co. extends various discounts for services and products to us that may not be offered to other investment advisory firms. These discounts apply to such products and services as software, mutual fund transaction costs and seminar and conference fees.

Custody

Form ADV Part 2A, Item 15

Clients should receive at least quarterly statements from the qualified custodian that holds and maintains clients' investment assets. PWM urges its clients to carefully review such statements and compare such official custodial records to the account statements that may be provided to you by PWM. PWM's statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

PWM is considered to have custody of certain client accounts solely as a result of certain third-party standing letters of authorization arrangements; PWM does not otherwise have custody of client assets.

We have standing letters of authorization (SLOA) with certain clients that grant PWM authority to disburse funds from the client's accounts to specific other accounts, with different registrations, designated by the client. These SLOAs are classified as third-party SLOA. When an investment advisor has a SLOA arrangement with a client that allows the investment advisor to transfer the client's funds or securities to a third party's account, the investment advisor is considered to have custody of the client's assets, and therefore, must comply with certain custody requirements. As of January 2024, we had third-party SLOA arrangements on 35 accounts with a combined balance of \$15,149,646.

PWM attests that we are complying with the following seven conditions as outlined by the U.S. Securities and Exchange Commission related to Investment Advisers Act of 1940, Section 206(4) regarding Standing Letters of Authorization ("SLOA") Arrangements.

1. The client provides an instruction to the qualified custodian (Charles Schwab), in writing, that includes the client's signature, the third party's name, and the third party's account number with a custodian to which the transfer should be directed.
2. The client authorizes PWM, in writing, on the qualified custodian's form to direct transfers to the third party on a specified schedule or from time to time as directed by the terms of the SLOA arrangement.
3. The client's qualified custodian (Charles Schwab) performs appropriate verification of the instruction, such as signature review or other method to verify the client's authorization.
4. The client can terminate or change the instructions to the client's qualified custodian (Charles Schwab).
5. PWM has no authority to designate or change the identity of the third party, the address, or any other information about the third party contained in the client's instruction.
6. PWM maintains records showing that the third party is not a related party of the investment adviser or located at the same address as the investment adviser.
7. The client's qualified custodian (Charles Schwab) sends the client, in writing, an initial notice confirming the existence and terms of the SLOA and an annual notice reconfirming this information.

Investment Discretion

Form ADV Part 2A, Item 16

The firm has discretionary authority, granted through the execution by the advisory client of a Limited Power of Attorney, to determine, without first obtaining specific client consent, the securities to be bought and/or sold and the number of securities to be bought and/or sold.

Voting Client Securities

Form ADV Part 2A, Item 17

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

Financial Information

Form ADV Part 2A, Item 18

The firm does not receive advisory fees more than three months in advance.

Requirements for State-Registered Advisers

Form ADV Part 2A, Item 19

The following individuals are the principal executive officers and management persons of Pile Wealth Management:

- Neal A. Clements, President
- Michael S. Winslow, Vice President

Information regarding formal education and business background for each of these individuals is provided in a Brochure Supplement for the firm.

Some of the officers of PWM are also engaged in the business of providing public accounting and consulting services through Pile CPAs. The approximate amount of time that each of the officers spend providing public accounting and consulting services is indicated below:

- Neal A. Clements, President 5%
- Michael S. Winslow, Vice President 80%

No principal executive officers, or management persons are compensated with performance based fees.

We are required to disclose all material facts regarding certain legal or disciplinary events pertaining to arbitration awards or other civil, regulatory, or administrative proceedings in which our firm or management personnel were found liable or against whom an award was granted.

Our firm and our management personnel have no reportable legal or disciplinary event to disclose.

Neither PWM, nor our management personnel have a relationship or arrangement with any issuer of securities.

Additional Information

None.