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**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.

Table of Contents

| | |
|---|------------------|
| <i>Advisory Business</i> | <i>1</i> |
| <i>Fees and Compensation</i> | <i>2</i> |
| <i>Performance-Based Fees and Side-By-Side Management</i> | <i>4</i> |
| <i>Types of Clients</i> | <i>5</i> |
| <i>Methods of Analysis, Investment Strategies and Risk of Loss</i> | <i>6</i> |
| <i>Disciplinary Information</i> | <i>7</i> |
| <i>Other Financial Industry Activities and Affiliations</i> | <i>8</i> |
| <i>Code of Ethics, Participation or Interest in Client Transactions and Personal Trading</i> | <i>9</i> |
| <i>Brokerage Practices</i> | <i>11</i> |
| <i>Review of Accounts</i> | <i>14</i> |
| <i>Client Referrals and Other Compensation</i> | <i>15</i> |
| <i>Custody</i> | <i>16</i> |
| <i>Investment Discretion</i> | <i>17</i> |
| <i>Voting Client Securities</i> | <i>18</i> |
| <i>Financial Information</i> | <i>19</i> |
| <i>Requirements for State-Registered Advisers</i> | <i>20</i> |
| <i>Additional Information</i> | <i>21</i> |

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. R J Pile, LLC (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 September 30, 2010, \$31,310,922 was managed on a discretionary basis, representing 62 accounts, and \$11,735,830 was managed on a nondiscretionary basis, representing 54 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 and ascertain your goals, investment objectives, and risk profile. We will then design a written policy statement 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 policy. 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 may monitor the performance of the assets as well as the asset allocation strategy. We will also hold regular review meetings with you and produce quarterly performance reports for you.

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 \$20,000,000 | 0.20% |
| Amounts above \$20,000,000 | 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. None of our fees shall be based upon capital gains or upon capital appreciation of assets. 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

None.

Types of Clients

Form ADV Part 2A, Item 7

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

Methods of Analysis, Investment Strategies and Risk of Loss

Form ADV Part 2A, Item 8

Our securities analysis is based upon a number of factors including those derived from commercially available software technology, security rating service, general market and financial information, historical data, due diligence reviews, and specific investment analysis you request from time to time.

PWM uses Morningstar to evaluate funds and track historical performance and also uses DFA Returns software.

Our advice is based upon long-term strategies that incorporate the principles of Modern Portfolio Theory. Our investment approach is based on the belief that markets are "efficient", and that investors returns are determined principally by asset allocation decisions, not market timing or stock picking.

Disciplinary Information

Form ADV Part 2A, Item 9

None.

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 BAM Advisor Services, LLC ("BAM") for such services. Client acknowledges and agrees that PWM shall, and is hereby deemed to, control all aspects of the services provided hereunder and BAM shall not be liable for any breach of this Agreement by Advisor.

PWM has also contracted with BAM for sub-advisory services with respect to Clients' fixed income accounts. BAM provides fixed income portfolio construction, trade processing, collection of management fees, record maintenance, report preparation, marketing assistance, and research. For its services, BAM 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 BAM.

Some of PWM's employees and associated persons are CPAs and perform work for RJ Pile, LLC, a CPA firm. Some of the CPA clients may become investment advisory clients, and vice-versa. Some of the owners of PWM are owners of RJ Pile, LLC, and spend their time as accountants

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. This activity is reviewed quarterly to ensure compliance with internal control policies and procedures.

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 applicant is in and shall continue to be in total compliance with The Insider Trading and Securities Fraud Enforcement Act of 1988. Specifically, applicant has adopted a firm wide policy statement outlining insider trading compliance by Applicant and its associated persons and other employees. This statement has been distributed to all associated persons and other employees of applicant 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, applicant 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 applicant, 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 applicant's employees may have non-public information, (4) requiring all of applicant's employees to conduct their trading through a specified broker or reporting all transactions promptly to applicant, and (5) monitoring the securities trading of the firm and its employees and associated persons.

Applicant or individuals associated with applicant may buy or sell securities identical to those recommended to customers for their personal account.

It is the express policy of applicant that no person employed by applicant 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.

Applicant 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, applicant has established the following restrictions in order to ensure its fiduciary responsibilities:

- 1) A director, officer or employee of applicant 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 applicant shall prefer his or her own interest to that of the advisory client. 2). Applicant 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 Brent Walker. 3) Applicant 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.

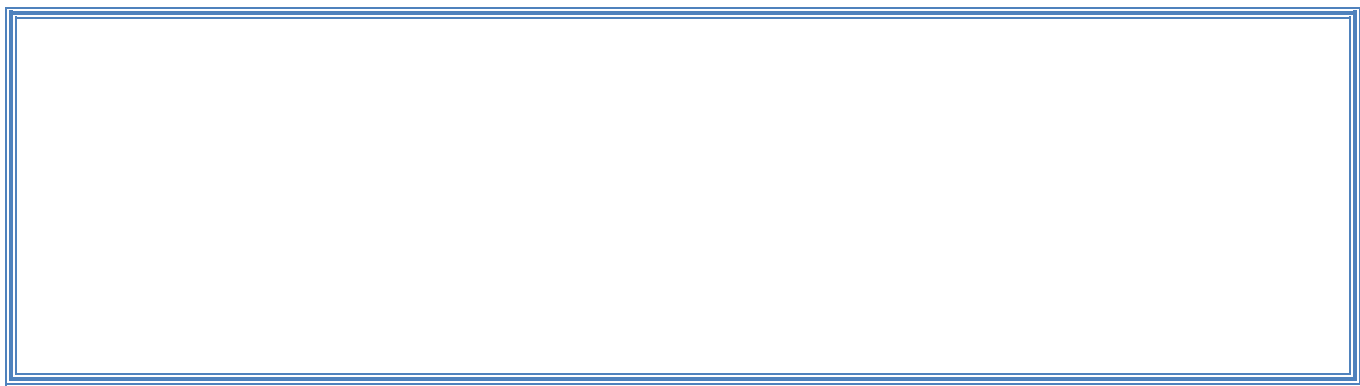
For PWM client accounts maintained in its custody, Schwab generally does not charge separately for custody but is compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

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 may recommend that 401(k) clients establish brokerage accounts with TD Ameritrade, a registered broker-dealer, member SIPC, to maintain custody of clients', provide trustee services, and to effect trades on their accounts. PWM is independently owned and operated and not affiliated with TD Ameritrade. TD Ameritrade provides PWM with access to its institutional trading and custody services, which are typically not available to TD Ameritrade retail investors. TD Ameritrade provides 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. TD Ameritrade charges 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 TD Ameritrade or that settle into TD Ameritrade accounts.

We may, if requested by you, assist you in the selection of a stock broker. We have no relationship, compensatory or otherwise, with any stock brokers other than Schwab or TD Ameritrade 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), Michael Winslow (Vice President), Matt Rice (Vice President) and Michael Harpring meet as a group on a periodic basis to 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 meetings.

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

None.

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 amount 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 six months in advance.

Requirements for State-Registered Advisers

Form ADV Part 2A, Item 19

Not applicable.

Additional Information

None.