

Disclosure Brochure

April 2, 2014

Dawn Advisors, LLC

A Registered Investment Adviser

This brochure provides information about the qualifications and business practices of Dawn Advisors, LLC (hereinafter “Dawn”). If you have any questions about the contents of this brochure, please contact Scott M. Brown at (201) 705-1200. 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 Dawn Advisors, LLC is available on the SEC’s website at www.adviserinfo.sec.gov.

Dawn Advisors, LLC is an SEC registered investment adviser. Registration does not imply any level of skill or training.

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Item 2. Material Changes

This Item discusses only the material changes that have occurred since Dawn's last annual update. Since this is Dawn's initial Disclosure Brochure, there are no material changes to report.

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Firm Disclosure Brochure

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Item 4. Advisory Business

Dawn has been formed to provide investment advisory services. Dawn is under common control and shares a principal office and place of business with PKS Advisory Services, LLC ("PKSA"), an investment adviser that is registered with the SEC (SEC File Number 801-62147). At the time of this filing, Dawn does not conduct any advisory business. It is anticipated that Dawn will be purchased by an individual(s) interested in utilizing the services of PKSA or one of its affiliates, and owning an independent investment adviser. At that time, this Disclosure Brochure will be amended.

Dawn was formed in March 2014, and is owned by Interim Holdings, LLC and its manager is Pro Tem Holdings, LLC, which is under common control with PKSA. Since Dawn has not begun to provide any advisory services, it does not yet have any assets under management.

This Disclosure Brochure describes the business of Dawn. Certain sections will also describe the activities of *Supervised Persons*. *Supervised Persons* are any of Dawn's employees, officers, partners, directors (or other persons occupying a similar status or performing similar functions), or any other person who is subject to Dawn's supervision or control.

Item 5. Fees and Compensation

Dawn does not currently provide advisory services. In the future, however, Dawn expects to offer its services on a fee basis, which may include hourly and/or fixed fees, as well as fees based upon assets under management. Prior to engaging Dawn to provide any services, the client would be required to enter into a written agreement with Dawn setting forth the terms and conditions of the engagement.

Item 6. Performance-Based Fees and Side-by-Side Management

Dawn does not currently provide advisory services. Therefore, Dawn does not provide any services for performance-based fees.

Item 7. Types of Clients

Dawn does not currently provide advisory services. Therefore, Dawn does not have any clients.

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

Dawn does not currently provide advisory services. Therefore, Dawn does not have any methods of analysis, investment strategies or risks of loss to disclose.

Item 9. Disciplinary Information

Dawn is required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of its management. Dawn does not have any required disclosures to this Item.

Item 10. Other Financial Industry Activities and Affiliations

Related Investment Adviser

Dawn is under common control and ownership with PKSA. It is anticipated that Dawn may recommend the services of PKSA in the future. If at that time there is any common control between Dawn and PKSA, such conflict will be disclosed to clients.

Related Broker Dealer

Dawn is under common control and ownership with Purshe Kaplan Sterling Investments, Inc. ("PKS"), an SEC registered broker-dealer and member of FINRA. It is anticipated that the individuals providing advisory services through Dawn in the future may be registered representatives of PKS. Dawn will disclose this to clients as a conflict of interest and explain that clients have the option to purchase investment products through other brokers or agents not affiliated with Dawn.

Receipt of Insurance Commission

Dawn is also affiliated with PKS Financial Services, Inc. ("PKSFS"). PKSFS is an insurance agency licensed in all states in which it conducts business. It is anticipated that the individuals providing advisory services through Dawn in the future may be licensed insurance agents with PKSFS and other various insurance companies. Dawn will disclose this to clients as a conflict of interest, if necessary.

Item 11. Code of Ethics

Dawn and persons associated with Dawn ("Associated Persons") are permitted to buy or sell securities that it also recommends to clients consistent with Dawn's policies and procedures.

Dawn has adopted a code of ethics that sets forth the standards of conduct expected of its associated persons and requires compliance with applicable securities laws ("*Code of Ethics*"). Dawn's *Code of Ethics* contains written policies reasonably designed to prevent the unlawful use of material non-public information by Dawn or any of its associated persons. The *Code of Ethics* also requires that certain of Dawn's personnel (called "*Access Persons*") report their personal securities holdings and transactions and obtain pre-approval of certain investments such as initial public offerings and limited offerings.

When Dawn is engaging in or considering a transaction in any security on behalf of a client, no *Access Person* may effect for themselves or for their immediate family (i.e., spouse, minor children, and adults living in the same household as the *Access Person*) a transaction in that security unless:

- the transaction has been completed;
- the transaction for the *Access Person* is completed as part of a batch trade (as defined below in Item 12) with clients; or
- a decision has been made not to engage in the transaction for the client.

These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

This *Code of Ethics* has been established recognizing that some securities trade in sufficiently broad markets to permit transactions by *Access Persons* to be completed without any appreciable impact on the markets of such securities. Therefore, under certain limited circumstances, exceptions may be made to the policies stated above.

While Dawn does not currently provide advisory services, in the future clients and prospective clients will be able to contact Dawn to request a copy of its *Code of Ethics*.

Item 12. Brokerage Practices

Dawn does not currently provide advisory services. Therefore, Dawn does not select or recommend any broker-dealers to clients.

Item 13. Review of Accounts

Dawn does not currently provide advisory services. Therefore, Dawn does not review any accounts or provide reports.

Item 14. Client Referrals and Other Compensation

Dawn is required to disclose any relationship or arrangement where it receives an economic benefit from a third party (non-client) for providing advisory services. In addition, Dawn is required to disclose any direct or indirect compensation that it provides for client referrals. Dawn does not have any required disclosures to this Item.

Item 15. Custody

Dawn does not currently provide advisory services. Therefore, Dawn does not have custody of any client funds or securities.

Item 16. Investment Discretion

Dawn does not currently provide advisory services. Therefore, Dawn does not accept discretionary authority to manage securities on behalf of clients.

Item 17. Voting Client Securities

Dawn does not currently provide advisory services. Therefore, Dawn does not vote proxies on behalf of clients.

Item 18. Financial Information

Dawn is not required to disclose any financial information pursuant to this Item due to the following:

- The firm does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance;
- The firm does not have a financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients; and
- The firm has not been the subject of a bankruptcy petition at any time during the past ten years.

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Prepared by:



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The Adviser's Advisor®