

**Item 1: Cover Sheet**

**FORM ADV PART 2A  
INFORMATIONAL BROCHURE**



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**March 7, 2023**

**This brochure provides information about the qualifications and business practices of Tekmen Wells, LLC. If you have any questions about the contents of this brochure, please contact us at (646) 760-4770. 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. Tekmen Wells, LLC is a registered investment adviser. Registration does not imply any certain level of skill or training.**

**Additional information about Tekmen Wells, LLC is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

**Item 2: Statement of Material Changes**

We are required to state, in this Item 2, any material changes to this Form ADV Part 2A. Since the last annual amendment in March 2022, there have been no material changes.

### Item 3: Table of Contents

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## INFORMATIONAL BROCHURE

### TEKMEN WELLS, LLC

#### **Item 4: Advisory Business**

Tekmen Wells, LLC (also “Tekmen Wells”, “we”, or “the Firm”) has been in business since August 2013. Hakan Ergulec is the Firm’s principal. He brings over 17 years of industry experience. The Firm provides asset management and general consulting services on a fee basis.

#### **Asset Management**

Asset management services will generally be provided on a discretionary basis. When Tekmen Wells is engaged to provide asset management services on a discretionary basis, it will monitor client accounts to ensure that they are meeting asset allocation requirements. As a client, if any changes are needed to your investments, we will make those changes. These changes may involve selling a security or group of investments and buying others or keeping the proceeds in cash. You may at any time place restrictions on the types of investments we may use on your behalf, or on the allocations to each security type. As a client, you will receive written or electronic confirmations from your account custodian after any changes are made to your account. You will also receive statements, at least quarterly, from your account custodian.

Clients engaging Tekmen Wells on a discretionary basis will be asked to execute a Limited Power of Attorney (granting Tekmen Wells the discretionary authority over the client accounts) as well as an Investment Advisory Agreement that outlines the responsibilities of both the client and Tekmen Wells.

In limited circumstances, and as a courtesy to some clients, Tekmen Wells may provide asset management services on a non-discretionary basis. When a client engages us to provide investment management services on a non-discretionary basis, we monitor the accounts in the same way as for discretionary services. The difference is that changes to your account will not be made until we have confirmed with you (either verbally or in writing) that our proposed change is acceptable to you.

Clients that participate in our Wrap Program have certain costs and fees covered as part of their management fee. The costs covered in the Wrap Program by the management fee and that are not chargeable to clients that are in the Wrap Program include (1) transaction fees for the purchase or sale of securities, (2) wire transfer fees, (3) platform fees for our Wrap Program sponsor, Envestnet, and (4) any third-party manager fees for managers on the Envestnet platform that perform separate account management services. Fees that are not included as part of the Wrap Program and that may be chargeable to the clients regardless of whether they participate in the Wrap Program, include (1) expenses related to the use of margin, (2) fees charged to shareholders of mutual funds or ETFs, (3) mark-ups and mark-downs, spreads, odd-lot differentials, (4) fees charged by regulatory agencies, and (5) any transaction fees for securities trades executed by a broker-dealer other than Pershing Advisor Solutions, LLC. Clients who do not participate in the Wrap Program will be responsible for all fees that may apply, including those that are outlined as covered in the Wrap Program.

Because of the nature of a wrap fee program, the wrap fee program client may pay more or less than if the client had compensated Tekmen Wells outside of the wrap fee program. For example, if a client’s account is rarely traded, the transaction fees the client would have paid would be minimal, thus limiting the benefits of “wrapping” management fees and transaction fees. Tekmen Wells receives a portion of the wrap fee for its services.

### *Third Party Manager Programs*

Tekmen Wells offers clients Third Party Manager programs. These programs are provided through Envestnet Asset Management, Inc. (“Envestnet”) and can be accessed by clients regardless of whether they participate in the Wrap Program, which is offered by Tekmen Wells and sponsored by Envestnet. Envestnet is a registered investment adviser that offers investment advisory and investment management programs under which Tekmen Wells provides investment advisory and administrative services. For all the programs described, Tekmen Wells does not maintain custody of the individual funds or other assets owned by each client.

The Third-Party Manager programs are offered under an agreement with Envestnet and Tekmen Wells, in which Tekmen Wells may engage third party managers to manage assets for clients. The programs include the use of client sub-accounts managed by registered investment advisers selected by Tekmen Wells from among those available through Envestnet’s platform (each a “Third Party Manager”). All Third-Party Managers enter into sub-advisory contracts with Envestnet. The Third-Party Managers have discretionary authority to direct the investment of the assets allocated to the Third-Party Managers under this program. Separate disclosure statements for the Third-Party Managers and Envestnet are provided to the client by Tekmen Wells.

For clients that participate in the Wrap Program and use Third Party Managers, the fees payable to such managers are included in the wrap program, as are fees payable to Envestnet and any transaction fees. The remainder of the wrap fee is the management fee payable to Tekmen Wells. The amount payable to Tekmen Wells varies depending upon the amount of trading in a client's account, and the fees payable to Third Party Managers and Envestnet. The more transactions in the account or the higher the fees to the Third-Party Managers, the less compensation to Tekmen Wells. Accordingly, Tekmen Wells has a financial incentive to avoid trading the account, or to choose managers with lower fees instead of managers with higher fees. This creates a conflict of interest between the firm and its wrap clients. Tekmen Wells attempts to mitigate this conflict by requiring that the firm’s employees acknowledge their fiduciary duty to place client interests ahead of their own and by periodically reviewing whether the wrap program is in the best interests of each client. Further, Tekmen Wells and its principals believe that Tekmen Wells has a greater incentive to protect client assets and guard the best interests of its clients. Recommending the best risk adjusted investments that fit each client's specific investment objectives is the most important way Tekmen Wells can ensure its continued success. Tekmen Wells has a long-term view on its business. It values developing long-term relationships with its clients over minor near-term cost savings to Tekmen Wells. Tekmen Wells believes it is important to offer clients a clear view of their total costs. The Tekmen Wells wrap program enables clients to easily understand the total costs of managing their assets.

Tekmen Wells will receive no additional compensation for offering the wrap fee program.

### **Financial Planning and Consulting**

From time to time, Tekmen Wells may be engaged to perform financial planning or consulting services outside the scope of traditional asset management. Consulting topics by their nature may vary greatly, but may include discussions regarding a client’s business, estate planning, suggestion and diligence of alternative assets, real estate or other personal assets. Clients who engage Tekmen Wells to provide such services will generally be required to execute a Financial Planning Agreement or Consulting Agreement.

If you request, Tekmen Wells may recommend the services of other professionals for implementation purposes. You are under no obligation to engage the services of any such recommended professional. You retain absolute discretion over all such implementation decisions and are free to accept or reject any recommendation from Tekmen Wells. If you engage any professional recommended by Tekmen Wells, and a dispute arises thereafter relative to such engagement, you agree to seek recourse exclusively from and against the engaged professional.

## **Assets Under Management**

As of December 31, 2022, Tekmen Wells has \$66,638,109 in assets under management across 66 accounts, all of which are managed on a discretionary basis.

### **Item 5: Fees and Compensation**

#### **A. Fees Charged**

All investment management clients will be required to execute an Investment Advisory Agreement that will describe the type of management services to be provided and the fees, among other items.

##### *Asset Management*

Generally, fees vary from 0% to 2.00% per annum of the market value of a client's assets managed by Tekmen Wells, which may include some or all assets, and those assets may be held with any custodian or held separately without the services of any custodian such as would be the case with certain private investments, rental properties and real estate. The fee range stated is a guide. Fees are negotiable, and may be higher or lower than this range, based on the nature of the account. Factors affecting fee percentages include the size of the account, complexity of asset structures, and other factors.

##### *Financial Consulting*

Consulting fees can be hourly, fixed fee basis, or included with asset management services. Our hourly charge is \$600 per hour. Because of the varied nature of consulting services, fixed fees will vary greatly, but will generally be between \$500 and \$10,000. The fee range stated is a guide. Fees may be higher or lower than this range, based on the nature of the engagement. Fees are negotiable and will depend on the anticipated complexity of the services to be provided.

All clients, but especially those with smaller accounts, should be advised they may receive similar services from other professionals for higher or lower overall costs.

#### **B. Fee Payment**

Investment advisory fees will generally be debited directly from each client's account, though in limited circumstances a check may be accepted. The advisory fee is paid quarterly, in advance, on or about the 15<sup>th</sup> of the first month of each quarter (the "Billing Date"\*). The value used for the fee calculation is time weighted, such that all deposits and withdrawals are accounted for in the calculation of your fee. On the Billing Date, your account will be charged a fee in advance for the then current quarter equal to your balance as of the last day of the previous quarter multiplied by your annual fee, divided by 365, multiplied by the number of days in the current quarter. In calculating the market value of a client's assets, assets allocated to cash or a cash proxy, such as a money market account, will be included in the calculation of assets under management. Quarterly fees are then adjusted on the next Billing Date at the beginning of the next quarter for any deposits and withdrawals made in the current quarter. Adjustments to fees for withdrawals reduce fees by an amount equal to the withdrawal amount multiplied by your annual fee divided by 365 then multiplied by the number of days in the previous quarter after the withdrawal was made. Similarly, adjustments to fees for contributions increase the fees charged by an amount equal to the contribution amount multiplied by your annual fee divided by 365 then multiplied by the number of days in the previous quarter after the contribution was made. Once the calculation is made, we will instruct your account custodian to deduct the fee from your account and remit it to Tekmen Wells.

Clients whose fees are directly debited will provide written authorization to debit advisory fees from their accounts held by a qualified custodian chosen by the client. The client will receive a statement from their account custodian showing all transactions in their account, including the fee.

\* In limited cases, there could be inter-quarter fee calculations and debits, which would be triggered by large additions, new account openings, new assets coming into an investment program or change of investment program. In these cases, the charges are calculated in the same fashion as an addition as outlined above.

Tekmen Wells does not typically recommend that clients trade on margin or otherwise attempt to increase performance through leverage. However, to the extent a client does trade on margin, the value of the margin is used to determine the amount of fees payable to Tekmen Wells. This presents a conflict of interest, as Tekmen Wells will have an incentive to recommend margin, as trading on margin has the potential to increase, even temporarily, the value of the assets which in turn increases the amount of fees due to Tekmen Wells. As stated above, margin is not typically recommended, as the risks are significant. Please see Item 8 for a discussion of risk factors, including trading on margin.

### **C. Other Fees**

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There are a number of other fees that can be associated with holding and investing in securities. Expenses of a fund will not be included in management fees, as they are deducted from the value of the shares by the mutual fund manager. For complete discussion of expenses related to each mutual fund, you should read a copy of the prospectus issued by that fund. Tekmen Wells can provide or direct you to a copy of the prospectus for any fund that it recommends to you.

For clients in the wrap program, fees will also be incurred related to the use of Envestnet and any third party managers. These fees are included in the wrap program and therefore are not separately charged to clients that are in the wrap program.

Please make sure to read Item 12 of this informational brochure, where we discuss broker-dealer and custodial issues.

### **D. Pro-rata Fees**

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If you become a client during a quarter, you will pay the management fee only for the portion of the quarter during which you are a client. If you terminate our relationship during a quarter, you will be refunded the portion of the prepaid management fee for the remainder of the quarter. Once your notice of termination is received, we will refund the unearned fees to you in whatever way you direct (check or wire back to your account). Tekmen Wells will cease to perform services, including processing trades and distributions, upon termination. Assets not transferred from terminated accounts within 30 (thirty) days of termination may be “de-linked,” meaning they will no longer be visible to Tekmen Wells and will become an account with the custodian.

### **E. Compensation for the Sale of Securities**

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This item is not applicable.

### **Item 6: Performance-Based Fees**

Tekmen Wells does not charge performance-based fees.

### **Item 7: Types of Clients**

Clients may include individuals, trusts, foundations, endowments, and corporations. Tekmen Wells does not require any account minimum.

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

It is important for you to know and remember that all investments carry risks. **Investing in securities involves risk of loss that clients should be prepared to bear.**

### Methods of Analysis and Investment Strategies

Each client's portfolio will be invested according to that client's investment objectives. Tekmen Wells determines these objectives by interviewing the client and/or asking the client to put these objectives in writing. Once we understand your objectives for each account, we will develop a set of asset allocation guidelines. An asset allocation strategy is a percentage-based allocation to different investment types. For example, a client may have an asset allocation strategy that calls for 40-60% of the portfolio to be invested in equity securities, with 20% of that allocated to international equities and the remaining balance in fixed income. Another client may have an asset allocation of 50-60% in fixed income securities and the remainder equities. The percentages in each type that we recommend are based on the typical behavior of that security type, individual securities that we follow, current market conditions, your current financial situation, your financial goals, and the timeline to get you to those goals. Because we develop an investment strategy based on your personal situation and financial goals, your asset allocation guidelines may be similar to or different from another client's. Once we agree on allocation guidelines, risk tolerance, time horizon, and how to achieve these results, we will develop a written investment policy statement to guide all parties involved in the execution of these goals, including but not limited to, Tekmen Wells, the client, the custodian, and the investment managers.

Upon completion of the investment policy statement, we will periodically recommend securities transactions in your portfolio to meet the guidelines of the asset allocation strategy. It is important to remember that because market conditions can vary greatly, your asset allocation guidelines are not necessarily strict rules. Rather, we review accounts individually, and may deviate from the guidelines as we believe necessary.

Additionally, part of the Tekmen Wells process includes, where appropriate, involving multiple generations in order to facilitate family financial planning. This can increase the financial education of the later generations and manage expectations. However, potential for conflicts of interest exists with the exchange of intergenerational information. Tekmen Wells attempts to minimize these conflicts by treating each household as its own fiduciary relationship. Information can only be shared across generations with each household's consent.

The specific securities we recommend for your account will depend on market conditions and our research at the time. Generally, we recommend a mix of alternative assets, mutual funds, index funds, exchange traded funds, stocks, bonds and options. Specific funds are chosen based on how well their investment objectives fit into the plan and allocation recommended by Tekmen Wells. Tekmen Wells reviews a fund's risk parameters, past performance, peer rankings, fees, expenses, and any other aspect it deems relevant to that particular fund. We base our conclusions on predominantly publicly available research, such as regulatory filings, press releases, competitor analyses, and in some cases research we receive from our custodian or other market analyses. We may also use technical analysis, which means that we will review the past behaviors of the security and the markets in which it trades for signals as to what might happen in the future.

### Third Party Managers

We may recommend that certain portions of a client's portfolio be managed by independent third-party managers or recommend direct investment with independent third-party managers, typically when those managers demonstrate knowledge and expertise in a particular investment strategy. No assets will be allocated to third party managers for non-discretionary accounts without the prior permission of the client. Permission for such allocations will be obtained for each allocation.



Tekmen Wells will obtain appropriate due diligence on all independent third-party managers, making reasonable inquiries into their performance calculations, policies and procedures, code of ethics policies and other operational and compliance matters to account for performance and risk management. We examine the experience, expertise, investment philosophies and past performance of independent third-party investment managers in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We monitor the manager's underlying holdings, strategies, concentration and leverage as part of our overall periodic risk assessment. Additionally, as part of our due-diligence process, we survey the manager's compliance and business enterprise risks.

Based on a client's individual circumstances and needs, we will determine which selected money manager's portfolio management style is appropriate for that client. Factors considered in making this determination include account size, risk tolerance and the investment philosophy of the selected money manager. We encourage clients to review each third-party manager's disclosure document regarding the particular characteristics of any program and managers selected by us.

We will regularly and continuously monitor the performance of the selected money managers. If we determine that a particular selected money manager is not providing sufficient management services to the client, or are not managing the client's portfolio in a manner consistent with the client's investment objectives, we will remove the client's assets from that selected money manager and place the client's assets with another money manager at our discretion and without prior consent from the client, unless the client's account is managed by us on a non-discretionary basis. Permission for non-discretionary accounts will be obtained before placing the client's assets with another money manager.

#### Risks Associated with Our Approach and Investing in General

There are always risks to investing. Clients should be aware that all investments carry various types of risk including the potential loss of principal that clients should be prepared to bear. It is impossible to name all possible types of risks. Among the risks are the following:

- **Political Risk:** Most investments have a global component, even domestic stocks. Political events anywhere in the world may have unforeseen consequences to markets around the world.
- **General Market Risk:** Markets can, as a whole, go up or down on various news releases or for no understandable reason at all. This sometimes means that the price of specific securities could go up or down without real reason and may take some time to recover any lost value. Adding new securities may not help to minimize this risk since all securities may be affected by market fluctuations.
- **Currency Risk:** When investing in another country using another currency, the changes in the value of the currency can change the value of your security value in your portfolio.
- **Regulatory Risk:** Changes in laws and regulations from any government can change the value of a given company and its accompanying securities. Certain industries are more susceptible to government regulation. Changes in zoning, tax structure or laws impact the return on these investments.
- **Tax Risk Related to Short Term Trading:** Clients should note that Tekmen Wells may engage in short-term trading transactions. These transactions may result in short term gains or losses for federal and state tax purposes, which may be taxed at a higher rate than long term strategies. Tekmen Wells endeavors to invest client assets in a tax efficient manner, but all clients are advised to consult with their tax professionals regarding the transactions in client accounts.

- **Purchasing Power Risk:** Purchasing power risk is the risk that your investment's value will decline as the price of goods rises (inflation). The investment's value itself does not decline, but its relative value does, which is the same thing. Inflation can happen for a variety of complex reasons, including a growing economy and a rising money supply.
- **Business Risk:** This can be thought of as certainty or uncertainty of income. Management comes under business risk. For example, cyclical companies (like automobile companies) may have more business risk because of the less steady income stream. On the other hand, fast food chains may tend to have steadier income streams and therefore, less business risk.
- **Financial Risk:** The amount of debt or leverage determines the financial risk of a company.
- **Default Risk:** This risk pertains to the ability of a company to service their debt. Ratings provided by several rating services help to identify those companies with more risk. Obligations of the U.S. government are said to be free of default risk but do carry some remote risk of default as do all sovereign debt issuances.
- **Liquidity Risk:** Many investments can be exited virtually on demand if the seller is willing to accept a lower execution price for exiting the investment quickly. However, some investments, notably private placements, investments in small companies, and private transactions may not be liquidated easily, and in some cases, not upon request at all. Even contractual terms that appear to guarantee a certain ability to liquidate an investment are frequently subject to conditions limiting the effectiveness of such provisions. Accordingly, clients should communicate with Tekmen Wells their needs for liquidity to ensure their needs match the investments chosen by Tekmen Wells.
- **Margin Risk:** Tekmen Wells may utilize margin on a limited basis for clients with higher risk tolerances. "Margin" is a tool used to maximize returns on a given investment by using securities in a client account as collateral for a loan from the custodian to the client. The proceeds of that loan are then used to buy more securities. In a positive result, the additional securities provide additional return on the same initial investment. In a negative result, the additional securities provide additional losses. Margin therefore carries a higher degree of risk than investing without margin. Any client account that will use margin will do so in accordance with Regulation T. Borrowing on margin requires a minimum level of collateral which is periodically (each day) measured by the custodian. Extreme market fluctuations may cause collateral values to fall below those amounts required by the custodian, which would trigger a liquidation of some or all securities, possibly at a time when market values are depressed resulting in unanticipated losses. Tekmen Wells may utilize margin on a limited basis for clients with higher risk tolerances.
- **Risks Specific to Sub-advisors and Other Managers:** If we invest some of your assets with another advisor, including a private placement, there are additional risks. These include risks that the other manager may not be as qualified as we believe them to be, that the investments they use may not be as liquid as we would normally use in your portfolio, or that their risk management guidelines may be more liberal than we would normally employ. It is also possible that the information given to Tekmen Wells by the manager or private placement is inaccurate or insufficient for Tekmen Wells to render appropriate investment advice to the client regarding the investment.
- **Short Sales:** "Short sales" are a way to implement a trade in a security Tekmen Wells feels is overvalued. In a "long" trade, the investor is hoping the security increases in price. Thus, in a long trade, the amount of the investor's potential loss (without margin) is the amount paid for the security. In a short sale, the investor is hoping the security decreases in price. However, unlike a long trade where the price of the security can only go from the purchase price to zero, in a short sale, the price of the security can go infinitely upwards. Thus, in a short sale, the potential for loss is unlimited and unknown, where the potential for loss in a long trade is limited and knowable. Tekmen Wells utilizes short sales only when the client's risk tolerances permit.

- **Information Risk:** All investment professionals rely on research in order to make conclusions about investment options. This research is usually a mix of both internal (proprietary) and external (provided by third parties) data and analyses. Even an adviser who says they rely solely on proprietary research must still collect data from third parties. This data, or outside research is chosen for its perceived reliability, but there is no guarantee that the data or research will be completely accurate. Failure in data accuracy or research will translate to a compromised ability by the adviser to reach satisfactory investment conclusions.
- **Small Companies:** Some investment opportunities in the marketplace involve smaller issuers. These companies may be starting up or are historically small. While these companies sometimes have potential for outsized returns, they also have the potential for losses because the reasons the company is small are also risks to the company's future. For example, a company's management may lack experience, or the company's capital for growth may be restricted. These small companies also tend to trade less frequently than larger companies, which can add to the risks associated with their securities because the ability to sell them at an appropriate price may be limited as compared to the markets as a whole. Not only do these companies have investment risk, if a client is invested in such small companies and requests immediate or short-term liquidity, these securities may require a significant discount to value in order to be sold in a shorter time frame.
- **Concentration Risk:** While Tekmen Wells selects individual securities, including mutual funds, for client portfolios based on an individualized assessment of each security, this evaluation comes without an overlay of general economic or sector specific issue analysis. This means that a client's equity portfolio may be concentrated in a specific sector, geography, or sub-sector (among other types of potential concentrations), so that if an unexpected event occurs that affects that specific sector or geography, for example, the client's equity portfolio may be affected negatively, including significant losses.
- **Transition Risk:** As assets are transitioned from a client's prior advisers to Tekmen Wells there may be securities and other investments that do not fit within the asset allocation strategy selected for the client. Accordingly, these investments will need to be sold in order to reposition the portfolio into the asset allocation strategy selected by Tekmen Wells. However, this transition process may take some time to accomplish. Some investments may not be unwound for a lengthy period of time for a variety of reasons that may include unwarranted low share prices, restrictions on trading, contractual restrictions on liquidity, or market-related liquidity concerns. In some cases, there may be securities or investments that are never able to be sold. The inability to transition a client's holdings into recommendations of Tekmen Wells may adversely affect the client's account values, as Tekmen Wells' recommendations may not be able to be fully implemented.
- **Restriction Risk:** Clients may at all times place reasonable restrictions on the management of their accounts. However, placing these restrictions may make managing the accounts more difficult, thus lowering the potential for returns.
- **Risks Related to Investment Term & Liquidity:** Securities do not follow a straight line up in value. All securities will have periods of time when the current price of the security is not an accurate measure of its value. If you require us to liquidate your portfolio during one of these periods, you will not realize as much value as you would have had the investment had the opportunity to regain its value. Further, some investments are made with the intention of the investment appreciating over an extended period of time. Liquidating these investments prior to their intended time horizon may result in losses.
- **Excess Cash Balance Risk:** Client accounts may have cash balances in excess of \$250,000, which is the insurance limit of the Federal Deposit Insurance Corporation. For cash balances in excess of that amount, there is an enhanced risk that operation related counterparty risk related to the account custodian could cause losses in the account. We mitigate this risk by carrying cash balances in amounts either subject to protection or as limited as you, the client, directs. You may elect to participate in a "cash sweep" program through your account custodian which automatically moves excess cash from your investment account into a cash

account and then invests that cash into cash based investments, such as money market funds. We do not receive compensation of any kind for facilitating your participation in such cash sweep accounts.

#### **Item 9: Disciplinary Information**

There are no disciplinary items to report.

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

##### **A. Broker-Dealer**

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Neither the principal of Tekmen Wells, nor any related persons are registered, or have an application pending to register, as a broker dealer or as an associated person of the foregoing entities.

##### **B. Futures Commission Merchant/Commodity Trading Advisor**

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Neither the principal of Tekmen Wells, nor any related persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

##### **C. Relationship with Related Persons**

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This item is not applicable.

##### **D. Recommendations of other Advisers for Compensation**

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Tekmen Wells does not utilize nor select other advisers or third-party managers for compensation by those managers. Any third party manager that is recommended is recommended based on its merits and the results of Tekmen Wells' research process.

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

- A. A copy of our Code of Ethics is available upon request. Our Code of Ethics includes discussions of our fiduciary duty to clients, political contributions, gifts, entertainment, and trading guidelines.
- B. Not applicable. Tekmen Wells does not recommend to clients that they invest in any security in which Tekmen Wells or any principal thereof has any financial interest.
- C. On occasion, an employee of Tekmen Wells may purchase for his or her own account securities which are also recommended for clients. Our Code of Ethics details rules for employees regarding personal trading and avoiding conflicts of interest related to trading in one's own account. To avoid placing a trade before a client (in the case of a purchase) or after a client (in the case of a sale), all employee trades must be reviewed by the Compliance Officer.
- D. On occasion, an employee of Tekmen Wells may purchase for his or her own account securities which are also recommended for clients at the same time the clients purchase the securities. Our Code of Ethics details rules for employees regarding personal trading and avoiding conflicts of interest related to trading in one's own account.

## Item 12: Brokerage Practices

### A. Recommendation of Broker-Dealer

Tekmen Wells recommends that investment accounts be held in custody by Pershing Adviser Solutions, LLC, which is a wholly owned subsidiary of The Bank of New York Mellon Corporation, and is also affiliated with Pershing, LLC (collectively, “Pershing”). Pershing, LLC and Pershing Adviser Solutions, LLC are both SEC registered, FINRA member broker dealers. Pershing offers enhanced services to independent investment advisers, including custody of securities, trade execution platforms, and access to research not available to the general public. Pershing is wholly independent from Tekmen Wells. It is expected that most, if not all, transactions in a given client account will be cleared through the custodian of that account in its capacity as a broker-dealer.

Tekmen Wells recommends Pershing to its clients based on a variety of factors. These include, but are not limited to, commission costs. Pershing has what can be considered discounted commission rates. However, in choosing a broker-dealer or custodian to recommend, we are most concerned with the value the client receives for the cost paid, not just the cost. Pershing adds value beyond commission cost. Other factors that may be considered in determining overall value include speed and accuracy of execution, financial strength, knowledge and experience of staff, research and service. Pershing also has arrangements with many mutual funds that enable us to purchase these mutual funds for client accounts at reduced transaction charges (as opposed to other broker-dealers). Tekmen Wells re-evaluates the use of Pershing at least annually to determine if it still provides the best value for our clients.

Pershing provides us with some non-cash benefits (not available to retail customers) in return for placing client assets with them or executing trades through them. Such non-cash benefits are referred to as “soft dollars”. Currently, these benefits come in the form of investment research and sponsored attendance at various investment seminars. We may also receive such items as investment software, books, and research reports. These products, services, or educational seminars are items that will play a role in determining how to invest client accounts. If there is any item that has a multi-use aspect, mixed between investment and non-investment purposes, Tekmen Wells will determine a reasonable allocation of investment to non-investment use and soft dollars will be allocated only to the investment portion of the product (and Tekmen Wells will pay the remaining cost). Tekmen Wells receives a benefit from these services, as otherwise it would be compiling the same research. This may cause us, or another adviser, to want to place more client accounts with a broker-dealer/custodian such as Pershing, solely because of these added benefits. However, the value to all of our clients of these benefits is included in our evaluation of custodians. Products and services received via soft dollars will generally be used for the benefit of all clients. However, it is possible that a given client’s trades will generate soft dollars that acquire products and/or services that are not ultimately utilized for that same client’s account. Soft dollars provide additional value and are accordingly considered in determining which broker-dealer or custodian to utilize as part of our best execution analysis.

We do not consider whether Pershing or any other broker-dealer/custodian, refers clients to Tekmen Wells as part of our evaluation of these broker-dealers.

### B. Aggregating Trades

Commission costs per client may be lower on a particular trade if all clients, in whose accounts the trade is to be made, are executed at the same time. This is called aggregating trades. Instead of placing a number of trades for the same security for each account, we will, when appropriate, execute one trade for all accounts and then allocate the trades to each account after execution. If an aggregate trade is not fully executed, the securities will be allocated to client accounts on a *pro rata* basis, except where doing so would create an unintended adverse consequence (For example, if a *pro rata* division would result in a client receiving a fraction of a share, or a position in the account of less than 1%.)

### **Item 13: Review of Accounts**

All accounts will be reviewed by a senior professional on at least an annual basis. However, it is expected that market conditions, changes in a particular client's account, or changes to a client's circumstances will trigger a review of accounts.

All clients will receive statements and confirmations of trades directly from Pershing. Please refer to Item 15 regarding Custody.

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

#### **A. Economic Benefit Provided by Third Parties for Advice Rendered to Client**

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*Please refer to Item 12, where we discuss recommendation of Broker-Dealers.*

#### **B. Compensation to Non-Advisory Personnel for Client Referrals.**

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Tekmen Wells does not directly or indirectly compensate any person who is not advisory personnel for client referrals.

### **Item 15: Custody**

Tekmen Wells deducts fees from client accounts but does not have custody of client funds otherwise. Clients will receive statements directly from Pershing, and copies of all trade confirmations directly from Pershing.

Clients whose fees are directly debited will provide written authorization to debit advisory fees from their accounts held by a qualified custodian chosen by the client. The client will receive a statement from their account custodian showing all transactions in their account, including the fee.

We encourage clients to carefully review the statements and confirmations sent to them by their custodian, and to compare the information on any reports prepared by Tekmen Wells against the information in the statements provided directly from Pershing. Please alert us of any discrepancies.

### **Item 16: Investment Discretion**

Asset management services will generally be provided on a "discretionary" basis. When Tekmen Wells is engaged to provide asset management services on a discretionary basis, it will monitor your accounts to ensure that they are meeting your asset allocation requirements. If any changes are needed to your investments, we will make the changes. These changes may involve selling a security or group of investments and buying others or keeping the proceeds in cash. You may at any time place restrictions on the types of investments we may use on your behalf, or on the allocations to each security type. You will receive written or electronic confirmations from your account custodian after any changes are made to your account. You will also receive statements at least quarterly from your account custodian. Clients engaging us on a discretionary basis will be asked to execute a Limited Power of Attorney (granting us the discretionary authority over the client accounts) as well as an Investment Advisory Agreement that outlines the responsibilities of both the client and Tekmen Wells.

**Item 17: Voting Client Securities**

Copies of our Proxy Voting Policies are available upon request.

From time to time, shareholders of stocks, mutual funds, exchange traded funds or other securities may be permitted to vote on various types of corporate actions. Examples of these actions include mergers, tender offers, or board elections. Clients are required to vote proxies related to their investments, or to choose not to vote their proxies. Tekmen Wells will not accept authority to vote client securities. Clients will receive their proxies directly from the custodian for the client account. Tekmen Wells will not give clients advice on how to vote proxies.

**Item 18: Financial Information**

Tekmen Wells does not require the prepayment of fees more than six (6) months or more in advance and therefore has not provided a balance sheet with this brochure.

There are no material financial circumstances or conditions that would reasonably be expected to impair our ability to meet our contractual obligations to our clients.

**Item 1: Cover Sheet**

**INFORMATIONAL BROCHURE  
WRAP FEE PROGRAM**



**TEKMEN WELLS, LLC**  
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New York, NY 10105  
[www.tekmenwells.com](http://www.tekmenwells.com)

Hakan Ergulec  
(646) 760-4770

**March 7, 2023**

**This wrap fee program brochure provides information about the qualifications and business practices of Tekmen Wells, LLC. If you have any questions about the contents of this brochure, please contact us at (646) 760-4770. Information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Tekmen Wells, LLC is a registered investment adviser. Registration does not imply any certain level of skill or training.**

**Additional information about Tekmen Wells, LLC is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**



**Item 2: Material Changes**

We are required to state, in this Item 2, any material changes to this Form ADV Part 2A. Since the last annual amendment in March 2022, there has been no material changes.

### **Item 3: Table of Contents**

#### **Table of Contents**

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#### **Item 4: Services, Fees, and Compensation**

The Wrap Program (the “program”) is a wrap fee program offered by Tekmen Wells, LLC (Tekmen Wells) and sponsored by Envestnet Asset Management, Inc. (“Envestnet”).

Tekmen Wells, LLC (“Tekmen Wells”) has been in business since August, 2013. Hakan Ergulec is the Firm’s principal. He brings over 17 years of industry experience. The Firm provides asset management and general consulting services on a fee basis.

Envestnet is a registered investment adviser that offers investment advisory and investment management programs under which Tekmen Wells provides investment advisory and administrative services. For all the programs described, Tekmen Wells does not maintain custody of the individual funds or other assets owned by each client.

#### **Description of the Program**

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##### *Financial Planning*

In most cases, the client will supply to Tekmen Wells information including income, income sources, investments, savings, insurance, tax, assets and liabilities, age and many other items that are helpful to the firm in assessing your financial goals. The information is typically provided during personal interviews and supplemented with written information. Once the information is received, we will discuss your financial needs and goals with you, and compare your current financial situation with the goals you state. Once these are compared, we will create a financial and/or investment plan to help you meet your goals.

The plan is intended to be a suggested blueprint of how to meet your goals. Not every plan will be the same for every client. Each one is specific to the client who requested it. Because the plan is based on information supplied by you, it is very important that you accurately and completely communicate to us the information we need. Also, your circumstances and needs may change as your engagement with us progresses. It is very important that you continually update us with any changes so that if the updates require changes to your plan, we can make those changes. Otherwise, your plan may no longer be accurate.

##### *Asset Management*

Asset management services may be provided on a “discretionary” or on a “non-discretionary” basis. When Tekmen Wells is engaged to provide asset management services on a discretionary basis, it will monitor your accounts to ensure that they are meeting your asset allocation requirements. If any changes are needed to your investments, we will make the changes. These changes may involve selling a security or group of investments and buying others or keeping the proceeds in cash. You may at any time place restrictions on the types of investments we may use on your behalf, or on the allocations to each security type. You will receive written or electronic confirmations from your account custodian after any changes are made to your account. You will also receive monthly statements from your account custodian. Clients engaging us on a discretionary basis will be asked to execute a Limited Power of Attorney (granting us the discretionary authority over the client accounts) as well as an Investment Advisory Agreement that outlines the responsibilities of both the client and Tekmen Wells.

When a client engages us to provide investment management services on a non-discretionary basis, we monitor the accounts in the same way as for discretionary services. The difference is that changes to your account will not be made until we have confirmed with you (either verbally or in writing) that our proposed change is acceptable to you.

If you request, Tekmen Wells may recommend the services of other professionals for implementation purposes. You are under no obligation to engage the services of any such recommended professional. You retain absolute discretion over all such implementation decisions and are free to accept or reject any recommendation from Tekmen Wells. If you engage any professional recommended by Tekmen Wells, and a dispute arises thereafter relative to such engagement, you agree to seek recourse exclusively from and against the engaged professional.

As of December 31, 2022, Tekmen Wells has \$66,638,109 in assets under management across 66 accounts, all of which are managed on a discretionary basis.

Clients that participate in our Wrap Program have certain costs and fees covered as part of their management fee. The costs covered in the Wrap Program by the management fee and that are not chargeable to clients that are in the Wrap Program include (1) transaction fees for the purchase or sale of securities, (2) wire transfer fees, (3) platform fees for our Wrap Program sponsor, Envestnet, and (4) any third party manager fees for managers on the Envestnet platform that perform separate account management services. Fees that are not included as part of the Wrap Program and that may be chargeable to the clients regardless of whether they participate in the Wrap Program, include (1) expenses related to the use of margin, (2) fees charged to shareholders of mutual funds or ETFs, (3) mark-ups and mark-downs, spreads, odd-lot differentials, (4) fees charged by regulatory agencies, and (5) any transaction fees for securities trades executed by a broker-dealer other than Pershing Advisor Solutions, LLC. Clients who do not participate in the Wrap Program will be responsible for all fees that may apply, including those that are outlined as covered in the Wrap Program.

Because of the nature of a wrap fee program, the wrap fee program client may pay more or less than if the client had compensated Tekmen Wells outside of the wrap fee program. For example, if a client's account is rarely traded, the transaction fees the client would have paid would be minimal, thus limiting the benefits of "wrapping" management fees and transaction fees. Tekmen Wells receives a portion of the wrap fee for its services.

Various fees and expenses are paid by Tekmen Wells as part of the wrap fee program, including transaction fees paid to various broker-dealers, Envestnet's fee, and third party manager fees. The remainder of the wrap fee is the management fee payable to Tekmen Wells. The amount payable to Tekmen Wells varies depending upon the amount of trading in a client's account, Envestnet's fee and the amount of any third party manager fees. The more transactions in the account, or the higher Envestnet's fee, or the higher the third party manager fees, the less compensation to Tekmen Wells. Accordingly, Tekmen Wells has a financial incentive to avoid trading the account and to choose managers with the lowest fees as opposed to the best managers for the client. This creates a conflict of interest between the firm and its wrap clients. Tekmen Wells attempts to mitigate this conflict by requiring that the firm's employees acknowledge their fiduciary duty to place client interests ahead of their own and by periodically reviewing whether the wrap program is in the best interests of each client. Further Tekmen Wells and its principals believe that Tekmen Wells has a greater incentive to protect client assets and guard the best interests of its clients. Recommending the best risk adjusted investments that fit each client's specific investment objectives is the most important way Tekmen Wells can ensure its continued success. Tekmen Wells has a long-term view on its business. It values developing long-term relationships with its clients over minor near-term cost savings to Tekmen Wells. Tekmen Wells believes it is important to offer clients a clear view of their total costs. The Tekmen Wells wrap program enables clients to easily understand the total costs of managing their assets.

Tekmen Wells will receive no additional compensation for offering the wrap fee program.

## **Fees and Compensation**

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### *Fees Charged*

All clients will be required to execute a written agreement that will describe the type of services to be provided and the fees, among other items.

### *Financial Planning*

Financial planning fees can be hourly, fixed fee basis, or included with asset management services. Our hourly charge is \$600 per hour. Fixed fees will be between \$500 and \$10,000. The fee range stated is a guide. Fees may

be higher or lower than this range, based on the nature of the engagement. Fees are negotiable, and will depend on the anticipated complexity of your plan.

#### Asset Management

Generally, fees vary from 0% to 2.00% per annum of the market value of a client's assets managed by Tekmen Wells, which may include some or all assets and those assets may be held with any custodian or held separately without the services of any custodian such as would be the case with certain private investments, rental properties and real estate. The fee range stated is a guide. Fees are negotiable, and may be higher or lower than this range, based on the nature of the account. Factors affecting fee percentages include the size of the account, complexity of asset structures, and other factors.

All clients, but especially those with smaller accounts, should be advised they may receive similar services from other professionals for higher or lower overall costs.

#### Fee Payment

Fees for financial planning and/or consulting will be billed to each client. If the client terminates the agreement prior to completion of the services, any unearned fees will be returned to the client.

Investment advisory fees will generally be debited directly from each client's account, though in limited circumstances a check may be accepted. The advisory fee is paid quarterly, in advance, on or about the 15<sup>th</sup> of the first month of each quarter (the "Billing Date"\*). The value used for the fee calculation is time weighted, such that all deposits and withdrawals are accounted for in the calculation of your fee. On the Billing Date, your account will be charged a fee in advance for the then current quarter equal to your balance as of the last day of the previous quarter multiplied by your annual fee, divided by 365, multiplied by the number of days in the current quarter. In calculating the market value of a client's assets, assets allocated to cash or a cash proxy, such as a money market account, will be included in the calculation of assets under management. Quarterly fees are then adjusted on the next Billing Date at the beginning of the next quarter for any deposits and withdrawals made in the current quarter. Adjustments to fees for withdrawals reduce fees by an amount equal to the withdrawal amount multiplied by your annual fee divided by 365 then multiplied by the number of days in the previous quarter after the withdrawal was made. Similarly, adjustments to fees for contributions increase the fees charged by an amount equal to the contribution amount multiplied by your annual fee divided by 365 then multiplied by the number of days in the previous quarter after the contribution was made. Once the calculation is made, we will instruct your account custodian to deduct the fee from your account and remit it to Tekmen Wells.

Clients whose fees are directly debited will provide written authorization to debit advisory fees from their accounts held by a qualified custodian chosen by the client. The client will receive a statement from their account custodian showing all transactions in their account, including the fee.

\* In limited cases, there could be inter-quarter fee calculations and debits, which would be triggered by large additions, new account openings, new assets coming into an investment program or change of investment program. In these cases, the charges are calculated in the same fashion as an addition as outlined above.

Tekmen Wells does not typically recommend that clients trade on margin or otherwise attempt to increase performance through leverage. However, to the extent a client does trade on margin, the value of the margin is used to determine the amount of fees payable to Tekmen Wells. This presents a conflict of interest, as Tekmen Wells will have an incentive to recommend margin, as trading on margin has the potential to increase, even temporarily, the value of the assets which in turn increases the amount of fees due to Tekmen Wells. As stated above, margin is not typically recommended, as the risks are significant. Please see Item 8 of the informational brochure for a discussion of risk factors, including trading on margin.

### *Other Fees*

There are a number of other fees that can be associated with holding and investing in securities. Expenses of a fund will not be included in management fees, as they are deducted from the value of the shares by the mutual fund manager. For complete discussion of expenses related to each mutual fund, you should read a copy of the prospectus issued by that fund. Tekmen Wells can provide or direct you to a copy of the prospectus for any fund that it recommends to you.

Please make sure to read Item 12 of the Informational Brochure, where we discuss broker-dealer and custodial issues.

### *Pro-rata Fees*

If you become a client during a quarter, you will pay a management fee for the number of days left in that quarter. If you terminate our relationship during a quarter, you will be refunded the portion of the prepaid management fee for the remainder of the quarter. Once your notice of termination is received, we will refund the unearned fees to you in whatever way you direct (check or wire back to your account). Tekmen Wells will cease to perform services, including processing trades and distributions, upon termination. Assets not transferred from terminated accounts within 30 (thirty) days of termination may be “de-linked,” meaning they will no longer be visible to Tekmen Wells and will become an account with the custodian.

## **Item 5: Account Requirement and Type of Clients**

Clients participating in the Program may include individuals, trusts, foundations, and corporations. Tekmen Wells does not require clients to place a minimum amount of assets with the firm.

## **Item 6: Portfolio Manager Selection and Evaluation**

The wrap fee program offered by Tekmen Wells is sponsored by Envestnet. The only fees covered under the Wrap Program fee are (1) transaction fees for the purchase or sale of securities, (2) wire transfer fees, (3) platform fees for our Wrap Program sponsor, Envestnet, and (4) any third-party manager fees for managers on the Envestnet platform that perform separate account management services. All client accounts managed by Tekmen Wells, including wrap fee program clients, are managed with similar processes, although account recommendations may differ.

## **Item 7: Client Information provided to Portfolio Managers**

Please see response to Item 6, above

## **Item 8: Client Contact with Portfolio Managers**

Clients may contact any portfolio manager, at any time.

## **Item 9: Additional Information**

### **Disciplinary Information**

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Neither the firm nor any of its employees or principals has any disciplinary information to report.

### **Other Financial Industry Activities and Affiliations**

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#### *Broker-Dealer*

Not applicable.

#### *Futures Commission Merchant/Commodity Trading Advisor*

Neither members of management, nor any related persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

#### *Relationship with Related Persons*

Not applicable

#### *Recommendations of other Advisers*

See response to Item 8 of the Information Brochure regarding third-party managers.

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

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- A. A copy of our Code of Ethics is available upon request. Our Code of Ethics includes discussions of our fiduciary duty to clients, political contributions, gifts, entertainment, and trading guidelines.
- B. Not applicable. Tekmen Wells does not recommend to clients that they invest in any security in which Tekmen Wells or any principal thereof has any financial interest.
- C. On occasion, an employee of Tekmen Wells may purchase for his or her own account securities which are also recommended for clients. Our Code of Ethics details rules for employees regarding personal trading and avoiding conflicts of interest related to trading in one's own account. To avoid placing a trade before a client (in the case of a purchase) or after a client (in the case of a sale), all employee trades are reviewed by the Compliance Officer.

On occasion, an employee of Tekmen Wells may purchase for his or her own account securities which are also recommended for clients at the same time the clients purchase the securities. Our Code of Ethics details rules for employees regarding personal trading and avoiding conflicts of interest related to trading in one's own account.

### **Review of Accounts**

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All accounts will be reviewed by one of Tekmen Wells' investment adviser representatives on at least an annual basis. However, it is expected that market conditions, changes in a particular client's account, or changes to a client's circumstances will trigger a review of accounts.

All clients will receive statements from their account custodian showing transactions and holding in their accounts.

We encourage you to compare the information on any report prepared by Tekmen Wells against the information in the statements provided directly from Pershing and alert us of any discrepancies.

### **Client Referrals and Other Compensation**

---

Pershing provides us with some non-cash benefits (not available to retail customers) in return for placing client assets with them or executing trades through them. Such non-cash benefits are referred to as "soft dollars". Currently, these benefits come in the form of investment research and sponsored attendance at various investment

seminars. We may also receive such items as investment software, books and research reports. These products, services, or educational seminars are items that will play a role in determining how to invest client accounts. If there is any item that has a multi-use aspect, mixed between investment and non-investment purposes, Tekmen Wells will determine a reasonable allocation of investment to non-investment use and soft dollars will be allocated only to the investment portion of the product (and we will pay the remaining cost). Tekmen Wells receives a benefit from these services, as otherwise it would be compiling the same research. This may cause a conflict of interest as we may want to place more client accounts with a broker-dealer/custodian such as Pershing, solely because of these added benefits. As such, Tekmen Wells may have an incentive to select or recommend a broker-dealer based on interests in receiving the research or other products or services, rather than on clients' interest in receiving most favorable execution. Tekmen Wells attempts to mitigate this potential conflict by performing regular reviews of execution services and value clients receive to ensure clients are receiving the best possible value for costs paid. However, the value to all of our clients of these benefits is included in our evaluation of custodians. Products and services received via soft dollars will generally be used for the benefit of all clients. However, it is possible that a given client's trades will generate soft dollars that acquire products and/or services that are not ultimately utilized for that same client's account. Soft dollars provide additional value, and are accordingly considered in determining which broker-dealer or custodian to utilize as part of our best execution analysis.

### **Financial Information**

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Tekmen Wells does not require the prepayment of fees more than six (6) months or more in advance and therefore has not provided a balance sheet with this brochure.

There are no material financial circumstances or conditions that would reasonably be expected to impair our ability to meet our contractual obligations to our clients.