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November 13, 2012

Elizabeth M. Murphy
Secretary
U.S. Securities & Exchange Commission
100 F Street, NE
Washington, DC 20549-1090

RE: File Number S7-23-07, Temporary Rule Regarding Principal Trades with Certain Advisory Accounts

Dear Secretary Murphy,

Fi360, Inc. ("fi360")[1] appreciates the opportunity to comment on the Commission's proposed extension of the Interim Rule[2] and in particular, its continued rejection of industry requests to expand the principal trading safe harbor to other securities.[3] However, fi360 believes the Interim Rule fully accomplished its original purpose,[4] which in 2007 was to assist the brokerage industry in transitioning 1 million customer accounts out of fee-based brokerage programs. The programs were offered under an SEC rule[5] exempting certain brokerage accounts from the fiduciary protections of the Investment Advisers Act of 1940, including

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1 Fi360 provides fiduciary training services and other resources to the financial services industry; it also administers the Accredited Investment Fiduciary® (AIF®) and Accredited Investment Fiduciary Analyst® (AIFA®) designation programs. At present, there are more than 5,800 active AIF and AIFA designees.

2 *Temporary Rule Regarding Principal Trades with Certain Advisory Clients,* SEC Release No. IA-3483, Oct. 9, 2012 ("Interim Rule" or "2012 Release").

3 *See, e.g.,* Letters from Ira D. Hammerman, Senior Managing Director and General Counsel, Securities Industry and Financial Markets Association, to the SEC, dated June 27, 2007, at 2 ("SIFMA 2007 Letter"); Aug. 21, 2009, at 3 ("SIFMA 2009 Letter"); and Dec. 20, 2010, at 3 ("SIFMA 2010 Letter").

4 As noted in the Release accompanying the original interim rule, under the Final Regulatory Flexibility Analysis, the Commission's "reasons include the need to facilitate the transition of customers in fee-based brokerage accounts in the wake of the *FPA* decision and to address the stated inability of the sponsors of those accounts to offer clients some of the services the clients desire in the non-discretionary accounts to which they will be transitioned." *Temporary Rule Regarding Principal Trades with Certain Advisory Clients,* SEC Release No. IA-2653, Sep. 24, 2007 ("2007 Release"), at 73.

5 Former Rule 202(a)(11)-1, Investment Advisers Act of 1940 (commonly known as the "Merrill Lynch Rule").

Section 206(3), which requires notice-and-consent prior to each trade settlement. The Merrill Lynch Rule was vacated in April 2007 by a federal appeals court, prompting adoption of the Interim Rule[6] after calls for regulatory relief.

Since the original purpose of the Interim Rule was met several years ago, that is, the orderly transfer of fee-based brokerage accounts to other accounts, fi360 has not been able to identify a compelling public policy rationale for continuing the Rule extension. Although no "dumping" of devalued securities has been discovered under the Interim Rule, the Commission has noted related compliance problems[7] that would indicate that a prudent process is not always being followed in carefully avoiding or managing the heightened conflicts of interest associated with principal trading.

Moreover, an SEC study of financial literacy among investors released this past summer reaffirms the widely held view of academics and securities industry professionals that "investors have a weak grasp of elementary financial concepts and lack critical knowledge of ways to avoid investment fraud."[8] With respect to security transactions, investors' lack of basic knowledge is no different. An online survey of sample trade confirmations for a stock, mutual fund, and mortgage-backed security indicated that slightly more than one in two investors (53.5%) correctly identified the product involved, and when asked why it matters when acting as principal or agent, only a slightly larger number (60.5%) were able to determine that a broker acting in a principal capacity may have a conflict of interest.[9] Such broader issues of concern raise legitimate questions about the effectiveness of the current disclosure regimen under the Interim Rule and whether the specific requirement to disclose conflicts at the point of transaction, either orally or in writing, bridges the gap in fulfilling the adviser's duty of loyalty.

For these and other reasons, which we discuss in greater detail below, fi360 believes that the Commission should not extend the Interim Rule for more than a limited period of time until it has objective, empirical data on how many eligible firms actually use the safe harbor; a better understanding of the scope of problems related to compliance issues and potential other breaches of fiduciary conduct; and whether there are abuses in terms of excessive mark-ups or mark-downs separate and apart from obvious "dumping" of soured securities. At most, we believe an extension of six months is adequate time for firms to adjust their compliance systems and inform clients of any changes. We provide specific suggestions on the process at the end of this comment letter.

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6 *Financial Planning Association v. SEC*, 482 F.3d 481 (D.C. Cir. 2007).

7 *Temporary Rule Regarding Principal Trades with Certain Advisory Clients,* SEC Release No. IA-3118, Dec. 1, 2010 ("2010 Release"), at 7-8.

8 *See* staff of the U.S. Securities and Exchange Commission, *Study Regarding Financial Literacy Among Investors* ("Financial Literacy Study"), August 2012, at iii, *available at* http://sec.gov/news/studies/2012/917-financial-literacy-study-part1.pdf (last visited October 2012).

9 *Id*., at 77-78.

The three most important unresolved questions related to extending the Interim Rule that we review are 1) the Rule's open-ended status; 2) the potential (or real) erosion of the dual registrant's fiduciary duty in executing principal trades; and 3) in light of recent emphasis on cost-benefit analyses by Members of Congress, the Commission, and the courts,[10] the pronounced absence of an economic analysis substantiating the benefits of the rule for investors. We elaborate on these issues below.

1. Open-Ended Status of Interim Rule

The Interim Rule was first adopted on Sept. 24, 2007, with a sunset date of Dec. 31, 2009. The Interim Rule has been extended twice, with the third and latest extension proposed to run from Jan. 1, 2013 through Dec. 31, 2014. In all, if the current proposal is adopted, the Interim Rule would span a total of seven years and three months. Each time the Commission has proposed an extension, its rationale has evolved, albeit with a common thread of allowing the agency more time to observe, to continue to review public comments, and to see how dual registrants are complying with the rule. We believe that the five years already lapsed provides adequate time for the Commission to make an informed judgment.

In 2007, the Commission stated that "making the rule temporary allows us an opportunity to observe how those [brokerage] firms use the alternative means of compliance provided by the rule, and whether those firms serve their clients' best interests."[11] At the time, many observers assumed that the SEC would use research from the forthcoming RAND study on broker and adviser standards to facilitate promulgation of a final rule. Commissioner Paul Atkins echoed this thinking during the Sept. 19, 2007, open meeting when the Interim Rule was adopted:

> The two year sunset of the rule will allow us time to adopt permanent principal trading relief; once we have the benefit of comments on this rule. The Rand Study … which we expect to receive by the end of the year will provide us with the raw data to consider more far-reaching changes to the manner in which we regulate broker-dealers and investment advisers.[12]

Most industry commenters agreed with this approach, pointing to the urgency of taking action prior to the court-imposed, Oct. 1, 2007, deadline for eliminating the fee-based brokerage programs. They also welcomed the RAND study as a way of promulgating a final solution. SIFMA noted that "time is short, and the Commission needs to act soon to resolve the

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[10] *See, e.g., Business Roundtable and Chamber of Commerce v. Securities and Exchange Commission ("Business Roundtable* Decision*")*, No. 10-1305 slip op. (D.C. Cir. Jul. 22, 2011), in which the court vacated Rule 14a-11, the SEC's shareholder access rule.

[11] 2007 Release, at 13.

[12] Webcast of SEC Open Meeting, Sept. 19, 2007, Commissioner Paul Atkins, at 1:03:48, *available at* http://www.connectlive.com/events/secopenmeetings (last visited November 2012).

issues that pertain to fee-based brokerage accounts and arise from the court's decision."[13] Merrill Lynch, one of the principal advocates of the fee-based brokerage programs, urged the SEC to provide regulatory relief, "at least until the completion of the RAND study and its analysis."[14]

An influential Member of Congress, too, urged the Commission to act quickly. "Unless the SEC intervenes, there will not be time for an orderly transition in which customers of broker-dealers are adequately informed about the changes caused by the *FPA* opinion and their alternatives," said Rep. Spencer Bachus, R-Ala., who was then Ranking Member of the House Committee on Financial Services.[15]

Moving forward two years, with the interim rule slated to sunset on Dec. 31, 2009, the agency's basis for a new extension shifted from a court order and the RAND study to reform legislation moving through Congress. The Commission also commented that

> [W]e need additional time to understand how, and in what situations, advisers are using the rule. Fewer firms than we anticipated…immediately determined to rely on it and those that did were slower than expected to implement the rule.[16]

Consequently, the Commission determined to extend the interim rule for only one year "while we continue to evaluate the operation of the rule."[17]

In July 2010, the Dodd-Frank Wall Street Reform and Consumer Protection Act ("Dodd-Frank Act"), among other things, required a new SEC study on investment advisers and broker-dealers, with a deadline of January 2011.[18] Shortly thereafter, on Aug. 9, 2010, when the Commission was well aware of the pending fiduciary study ("Section 913 Study"), the Director of the Investment Management Division, Andrew J. Donohue, wrote to SIFMA that the interim rule would likely expire at the end of 2010 and that only a "few" firms were relying on it.[19]

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[13] Letter from Ira D. Hammerman, Senior Managing Director and General Counsel, to Robert Plaze, et al, of the Commission, June 27, 2007, at 3.

[14] Letter from Robert J. McCann, Vice Chairman, Merrill Lynch Global Private Client Div., to SEC Chairman Christopher Cox, July 11, 2007.

[15] Letter from Rep. Spencer Bachus to SEC Chairman Cox, July 10, 2007.

[16] *Temporary Rule Regarding Principal Trades with Certain Advisory Clients*, SEC Release No. IA-2965, Dec. 23, 2009 ("2009 Release"), at 11-12.

[17] *Id*. at 12.

[18] Dodd-Frank Act, Sec. 913.

[19] Letter from Andrew J. Donohue, Director, Division of Investment Management, U.S. Securities and Exchange Commission, to Ira D. Hammerman, Senior Managing Director and General Counsel, Securities Industry and Financial Markets Association (Aug. 9, 2010), *available at* http://www.sec.gov/rules/final/2009/ia-2965a-sifma-letter.pdf. The Division's observation is consistent with the Commission's previous discussion in the 2009 Release that fewer firms than expected appeared to be using the rule.

However, SIFMA responded in a comment letter asserting that trading activity in reliance on the Interim Rule had occurred in more than 900,000 accounts held by seven firms.[20]

With the Interim Rule set to expire at the end of 2010, the Commission replaced earlier references to the RAND Study with the new Section 913 Study. In its proposing Release, the SEC stated that, "[W]e believe it would be premature to require firms relying on the rule to restructure their operations and client relationships before we complete our [Section 913] study and our broader consideration of the regulatory requirements applicable to broker-dealers and investment advisers."[21]

Finally, when we turn to the current proposal, we find that the Commission, having in 2010 needed time to complete the study, now required another two-year extension to evaluate its own study, based on a desire to consider "the findings, conclusions, and recommendations of the study and the comments we have received from interested parties." The 2012 Release went on to say that consideration of these issues would not be completed prior to the December 31, 2012, sunset date for the Interim Rule.[22]

The latest Release continues to fuel uncertainty with respect to a final resolution. Given the agency's removal from its Dodd-Frank timetable of a 2011 deadline for proposing a broker-adviser fiduciary rule, and the implications of the *Business Roundtable* Decision suggesting more detailed economic analyses are needed to pass judicial review, it seems reasonable to expect additional extensions of the Interim Rule. Our concern is heightened by the inconsistent treatment of a cost-benefit analysis in the two rules.

On the one hand, when the Section 913 study was released, two SEC Commissioners called for "a stronger analytical and empirical foundation" before adopting a uniform fiduciary standard.[23] Of course, a fiduciary rule has not yet been proposed, but most observers hold a consensus view – one that is not disputed by the Commission – that additional economic analysis will be forthcoming. On the other hand, even though the Interim Rule extensions have provided ample opportunity for similar calls for substantive economic analysis, the Commission has remained silent. Both issues are inextricably intertwined in terms of the Dodd-Frank mandate to evaluate risks to investor protection. Yet we find little or no apparent interest by the Commission in performing an economic analysis of the Interim Rule, leaving a perception that what we do know about the rule is merely anecdotal, reinforced by the 2012 Release's

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[20] SIFMA 2010 Letter, at 2.

[21] 2010 Release, at 16.

[22] 2012 Release, at 6-7.

[23] *See* SEC Commissioners Kathleen L. Casey and Troy A. Paredes, "Statement Regarding Study on Investment Advisers and Broker-Dealers," January 2011, *available at* http://sec.gov/news/speech/2011/spch012211klctap.htm (last visited November 2012).

acknowledgement that "the extent to which firms currently rely on the [interim] rule is unknown."[24]

As such, in addition to taking issue with the substance of the Interim Rule, we are equally hesitant to support a public policy process that is increasingly in conflict within the constraints of the Administrative Procedure Act ("APA"), due to the temporary rule's indeterminate status. Recall that the initial petition for judicial review of the Merrill Lynch Rule involved not substantive legal issues under the rule, but rather the basic question of whether the Commission had violated the APA by permitting the operation of fee-based programs for five years under a pending rule.[25] In the instant case, principal trading has likewise been conducted for five years under a temporary administrative proceeding. To be clear, fi360 is not encouraging the Commission to hastily approve a permanent rule. As we discuss in our comment letter, before considering a permanent principal trading rule, the SEC must first substantiate the benefits that accrue to investors under a "best interest" fiduciary standard and whether the Interim Rule has been effective in serving both capital markets and the public. In our view, the collection and analysis of empirical data – particularly data relevant to evaluating the benefits of principal trading to investors under a duty of loyalty – is necessary in making that determination. Such data is readily available through SEC or FINRA sweeps of dual registrants.

2. Potential Erosion of the Fiduciary Duty

As noted in the Section 913 Study, "[p]rincipal trades by broker-dealers raise the *same* [emphasis added] potential conflicts of interest as such trades by investment advisers and thus implicate the duty of loyalty…"[26] However, in discussing application of a uniform fiduciary standard to a broker-dealer in its capacity as principal, SEC staff suggests that "it would not necessarily be required to follow the specific notice and consent procedures of Advisers Act Section 206(3)."[27]

Unless we are reading too much into the preceding statement, it is troubling to anticipate that the SEC may apply a "uniform"[28] standard in two different ways. If such a standard contains more than one disclosure alternative (as is currently permitted under the Interim Rule and Section 206(3)), then it follows that the standard cannot be uniform. It is true that a fiduciary standard may be enforced in different ways by different regulators; such is the

[24] 2012 Release, at 12.

[25] *Certain Broker-Dealers Deemed Not To Be Investment Advisers*, 69 Fed. Reg. 51,620, n. 4, Aug. 20, 2004.

[26] Section 913 Study, at 120.

[27] *Id.*

[28] *See,* e.g., Definition of "Uniform: (*adj*.) Not changing in form or character; remaining the same in all cases and at all times." *Oxford Dictionaries,* http://oxforddictionaries.com/definition/american_english/uniform?region=us&q=uniform (last visited October 2012).

case with the application of fiduciary principles to personalized investment advice under ERISA[29] and under the Uniform Prudent Investors Act.[30] However, it is rare to see *one* regulator offer *two* different disclosure regimens for the *same* activity. Such a public policy approach would only serve to exacerbate investor confusion over market conduct standards underscored by the RAND report.

Given the broad obligations of a fiduciary advisor to act in the client's best interest, when a rule is prophylactic, in the words of one commenter, it leaves room "above, below and around the regulated institutions assum[ing] that anything which is not prohibited explicitly is permitted."[31] And it goes, almost without saying, that two disclosure remedies for the same transaction make investor protection even more costly and confusing.

The original review of compensation practices that prompted the SEC to propose the Merrill Lynch Rule was contained in the "Tully Report."[32] The Report readily acknowledged the conflicts inherent in the broker-dealer business model, and recommended a variety of changes, including a suggestion that brokers be separated from the firm's financial interests in the sale of inventory (principal trading).

> Firms have an economic interest in selling their inventories, and they can (and many do) provide incentives for RRs to move it. Some firms have organized their trading floors, where feasible, so that RRs are unaware of products held in inventory.[33]

While charged with identifying "'best practices' used in the industry to eliminate, reduce, or mitigate these conflicts," the Tully Report focused only on compensation practices. It did not address management of conflicts through fiduciary practices, although it generally embraced "a culture of high ethical and professional standards."[34] As a result, the Commission should consider alternative ways of managing principal trading conflicts, such as building the regulatory walls suggested by Tully, not by maintaining two disclosure standards, one which has yet to be proven to enhance investor protection.

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[29] Employee Retirement Income Security Act of 1974 ("ERISA").

[30] Uniform Prudent Investor Act ("UPIA"), *available at http://www.uniformlaws.org/Act.aspx?title=Prudent Investor Act* (last visited November 2012).

[30] Letter from Tamar Frankel, Professor of Law, Boston University School of Law, to the Commission, Dec. 14, 2010, at 7.

[32] Daniel Tully, Chairman and Chief Executive Officer, Merrill Lynch & Co., *Report of the Committee on Compensation Practices* ("Tully Report"), *available at* http://www.sec.gov/news/studies/bkrcomp.txt (last visited October 2012).

[33] *Id.*, at 13.

[34] *Id.*, at 12.

With regard to the eight different kinds of compliance deficiencies noted in the 2010 Release and the cumulative effect on a fiduciary standard, the first deficiency cited was a basic failure to comply with either the section 206(3) or Interim Rule safe harbor, which is a clear violation of the duty of loyalty. Other potential breaches included failure to provide disclosures; providing disclosures that appeared to be confusing, misleading or incomplete; failure to obtain transaction-by-transaction consent; and providing written confirmations that were "potentially" confusing or incomplete. Some of the other deficiencies were related to failures of compliance systems in monitoring unusual trading patterns. In some respects, all of the deficiencies listed above represent a failure to establish a fiduciary culture, even if "dumping" is not evident.

While SEC staff is to be commended for providing at least a limited picture of how the rule is (or isn't) working in practice, that information is nonetheless inadequate in forming a reasoned opinion. None of the Releases provide data on how many firms utilize the safe harbor, how many have been cited for deficiencies or worse, the volume of principal trading covered by the rule, the total value or type of securities traded, investor losses or gains realized in selling their purchases, and other data that would assist commenters in supporting or opposing the Interim Rule. We do not know of any regulatory sweeps to evaluate compliance, other than references to an absence of "dumping." Nor is "dumping" distinguished in the Releases from other mark-ups that would constitute a breach of fiduciary duty by benefitting the firm more than the client. Thus without additional information, it is hard to assess the potential erosion (or adherence) to a duty of loyalty under the Advisers Act.

We believe such information is readily obtainable by securities regulators. As far back as 1995, the Tully Report noted information systems available at two national broker-dealers "for helping branch managers monitor the consistency of [broker] transactions with known client objectives," including "a transaction contrary to the firm's research." Tully went on to say

> These buckets are used as signals, prompting managers to examine the accounts and the activities of their RRs. The same information is being made available to RRs to encourage self-regulation.[35]

If technology was available 17 years ago to track principal trading, among other things, it is reasonable to assume that ever more sophisticated tracking systems are at work today across the universe of brokerage firms, including those selling from inventory. We would encourage the Commission, if it hasn't already done so, to provide the public with a more detailed analysis of how dual registrants are complying with the rule so that the public can better evaluate its effectiveness.

[35] Tully Report, at 13.

Academic research can also be applied to principal trading activity to better understand excessive mark-ups and mark-downs, including dumping, which is the most abusive form cited in the Release. An NASD-sponsored paper analyzed the mark-ups and mark-downs of 161,635 principal transactions and agency trades during the 2003-2005 time period from data collected in a sweep. According to the author of the paper, the dataset is the only comprehensive trading data examined to-date.[36]

Unfortunately, the data were not from a random sampling of broker-dealers so it does not necessarily reflect the type of firm or securities covered by the Interim Rule. The transactions were gathered from 14 mostly smaller broker-dealer firms and then merged with stock price information from the Center for Research in Securities Prices (CRSP), allowing the study's author to assess fair market value in relation to mark-ups and mark-downs. The study reviewed retail transactions of mostly less liquid, lower-priced securities, not necessarily those traded under the Interim Rule.

We would recommend that the Commission employ a roughly similar methodology and, more importantly, either through random sampling -- or if there is an insufficient number -- then the universe of broker-dealers relying on the Interim Rule, to assess excessive pricing, front running, and dumping of securities among those traded under the Interim Rule.

3. Inadequate Economic Analysis

Finally, the current and previous Releases stress the importance of investor choice as the principal benefit of the Interim Rule.[37] We beg to differ, given the fuzziness of the logic that implies more is always better. Rotten fruit can be hidden under fresh produce. While a retail shopper can usually detect and return defective products for a full refund, the retail investor is financially illiterate and, as discussed earlier, may not even be aware that the securities he purchased was indeed "sour."

Clearly, new and secondary securities issues are vital to the capital markets and, as such, are the lifeblood of most publicly traded companies. But as we saw in 2008, some of the firms aggressively marketing certain products nearly went bankrupt while disavowing a fiduciary duty to their investment banking clients and betting against them at the same time. Drawing from that experience, we would suggest that "choice" -- standing on its own vague merits -- and without a means of measuring monetary value, is indeed a poorly articulated basis for modifying longstanding anti-fraud rules of the Commission.

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[36] *See* Allen Ferrell, *The Law and Finance of Broker-Dealer Mark-Ups*, John M. Olin Center for Law, Economics and Business (Harvard: Cambridge, Mass., Apr. 6, 2011), available at http://www.finra.org/web/groups/industry/@ip/@reg/@notice/documents/notices/p123492.pdf, (last visited November 2012.

[37] 2012 Release at 13.

In our view, the Interim Rule's pervasive shortcoming is that it fails to adequately justify "choice" as the primary rationale for an extension (when in fact the original purpose of transitioning fee-based accounts is well-documented). The instant proposal then recommends a third extension of the Interim Rule, but again without substantiation of the benefits that purportedly accrue to investors. Instead, the benefits cited are vague and without a monetary measure. These benefits include promoting "a more efficient allocation of capital by increasing access … to a wider range of securities" and that, in the long-term, may lead to an increase in capital formation. The costs to industry, in contrast, have been calculated precisely at $37,205,569, and have remained unchanged over the past five years.

We have suggested ways in the previous section of collecting a dataset that would be useful in analyzing the effectiveness of the rule. However, only regulators can take the initiative since precise data is not believed to be available from commercial vendors. Additionally, compared to a cost-benefit analysis of investor returns of clients of brokers and advisors, as suggested by some Commissioners under a fiduciary rule, we believe it to be far easier to analyze investment performance under the Interim Rule, where the dataset is limited to principal trades and in which other variables are not as likely to come into play. Additionally, research of investment returns could be expanded to include the other securities recommended by SIFMA in 2007 for inclusion under the Interim Rule. This analysis would help the Commission determine how those issues performed over a five-year period compared to comparable agency trades, controlling for variables, and assessing whether additional "choice" is needed.

Conclusion

We believe that the SEC should extend the Interim Rule until July 2013. The Commission can do much during this six-month period to assess the Rule's effectiveness.

The Commission could alert the brokerage community – as former Director Donohue had previously begun to do – so that if dual registrants desire to extend or make the Interim Rule permanent, that they submit a basic dataset within 90 days to the SEC, including the following information:

- Number of broker-dealers relying on the safe harbor;
- Number of advisory accounts in which principal trading has been conducted;
- Number of principal transactions under the Interim Rule, and the spread between the transaction and fair market value (or something similar to the approach applied in the NASD study);
- A random sampling of trades to determine the investment return for those accounts compared to agency transactions for the same securities;

- An effort to determine the effectiveness of oral and written disclosures of conflicts prior to the principal transaction, consistent with a fiduciary duty of loyalty; and

- A review of the compliance deficiencies cited in the 2010 Release to assess whether the problems are systemic or isolated.

If the information submitted by dual registrants indicates that compliance problems are relatively minimal, and in particular, if principal trading activity is determined to result in significantly higher realized gains for accountholders than agency transactions, then extend the Interim Rule for an additional six months during which public comments would be accepted for making the Interim Rule permanent. On the other hand, if the empirical data collected by the Commission are unpersuasive in supporting investor 'choice,' or compliance problems represent a diminution of the fiduciary duty of loyalty, then let the Rule expire.

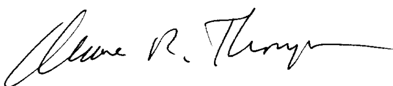
In summary, we believe the Commission should not continue to extend the Interim Rule without metrics that support its benefits to investors, and we remain concerned about dilution of the fiduciary duty of loyalty in the management of principal trading conflicts. In our view, the practice of collecting and analyzing empirical data – particularly data relevant to the longer-term benefits or costs to investors – is essential for not only determining whether the extension is appropriate but in developing other applicable rules under regulatory harmonization.

We truly appreciate the opportunity to provide our views on these important issues. Please do not hesitate to contact us if you have any questions or would like additional information.

Sincerely,

Blaine F. Aikin
CEO

Byron Bowman
General Counsel



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