Before the
UNITED STATES COPYRIGHT OFFICE
Washington, D.C.

In the Matter of: Strategic Plan for Recordation of Documents	Docket No. 2014-1

COMMENTS OF THE
RECORDING INDUSTRY ASSOCIATION OF AMERICA, INC.

The Recording Industry Association of America, Inc. ("RIAA") is pleased to provide these Comments in response to the Copyright Office's Notice of Inquiry ("NOI") in the above-captioned proceeding. *See* 79 Fed. Reg. 2696 (Jan. 15, 2014).

RIAA is the trade association that represents the major music companies. Its members create, manufacture and/or distribute approximately 85% of all legitimate recorded music produced and sold in the United States. As such, its members have registered many thousands of copyrights and also record documents pertaining to copyrights.

The Copyright Office Catalog is a valuable national resource. However, the Catalog could be improved if it were easier and more economical to include information in its database through the recordation process. As heavy users of the copyright registration system, RIAA's members would probably record more documents if the logistical and economic impediments to doing so were lower. Accordingly, RIAA applauds the Office for considering the kinds of technical changes described in the NOI. At the same time, we strongly oppose the suggestion in Part III.5 of the NOI that draconian penalties be implemented under the guise of creating incentives to encourage rights holders to record documents transferring title to copyrighted works. Voluntary incentives already exist, and if the Office wishes to offer additional incentives

to recordation, it should consider financial incentives that would be voluntary. We address each of the Office's specific subjects of inquiry below.

1. Guided Remitter Responsibility Model of Electronic Recordation.

RIAA and its members are generally in favor of the Office's proposal to move toward a guided remitter responsibility model for electronic recordation, and support the prospect of lower recordation fees, which may tend to encourage greater use of the recordation process.

We understand that moving toward an electronic recordation system means that scanned and uploaded copies of documents would be accepted for recordation (presumably with a certification as contemplated by 17 U.S.C. § 205(a)), and that providing hard copy signed "wet ink" originals would no longer be the primary means of recording documents. This would be a positive step, because submission of hard copies, and particularly signed originals, is a significant obstacle to recordation for RIAA member companies.[1]

The guided remitter model appears promising beyond mere electronic delivery of copies. This model has the potential to reduce costs and increase the accuracy and utility of the resulting Copyright Office Catalog entries. Of course, it will be critical that a guided remitter system be easy to use, have clear instructions for users, and include the kinds of validation measures described in the NOI. The system will be used by persons of varying degrees of sophistication, and occasional users of a guided remitter system will never have the level of expertise at recordation that the Office's full-time recordation specialists do. As such, RIAA believes that maintaining the integrity of the Copyright Office Catalog will require developing mechanisms to

[1] We understand that use of the electronic recordation system would not depend on whether a work was originally registered by electronic or paper-based means. That is significant because RIAA member companies own numerous copyrights that were registered by each means, and they continue to use both means of registration.

address false recordation by third parties (whether merely erroneous or fraudulent), and innocent mistakes made by proper remitters. We address each of these in turn.

First, a guided remitter system creates a possibility that a stranger having no connection to a copyright owner or work could cloud the title to a work improperly by recording an unrelated document against that work through a user error (*e.g.*, because a registration number is mistyped when transcribing the document). It will be important that the instructions and validation measures included in a guided remitter system be sufficient to prevent users who are acting in good faith, but may be inexperienced or careless, from clouding the title to the works of others. For example, a registration number should be confirmed to match an existing registration, and the user should be prompted with identification information from the registration record to confirm that the user has correctly identified the intended work.

If errors happen despite such mitigation measures, it should be clear that the rightful owner of a copyright will not be penalized in any way or lose any rights if it is the victim of a false recording, regardless of when a third-party error is discovered. The Office should provide a mechanism for copyright owners to bring to the Office's attention documents that they believe were improperly recorded against their copyrights, and have an efficient and speedy process for correcting errors.

In addition, we believe the Office should give consideration to implementing a mechanism for notifying the record owner of a copyright of documents recorded against that copyright, such as by electronic mail, in order to enhance the record owner's ability to detect errors at the earliest possible time. We recognize that providing such notice may not be possible in every case, because of the large number of registered works for which the Office does not have any current address information for the copyright owner, let alone a current electronic mail address. However, we believe the Office should offer a mechanism to maintain current

electronic mail address information for copyright owners, and where it has such information, use it to notify copyright owners of recordations against their works.

Second, removing recordation specialists from the process of examining all documents submitted for recordation creates a higher risk of fraud, because under the current system recordation specialists play an important role in spotting suspicious filings.

At a minimum, and as in the case of mere errors, it should be clear that the rightful copyright owner will not be penalized or lose any rights if it is the victim of fraud, regardless of when the fraud is discovered. Victims of fraud should have access to an efficient and speedy process for correcting it.

We also believe that a guided remitter system should be designed to not only include the kinds of error detection methods described in the NOI, but also a certification that takes into account the provisions of the false statements statute (18 U.S.C. § 1001(a)). The remitter should be required to represent that it is properly recording the relevant document against the works indicated, and that, to the best of the remitter's knowledge, any action memorialized in the relevant document was properly authorized by the person or entity identified in the document as taking that action.

In addition, the Office should consider implementing in the recordation system fraud detection mechanisms that perform a role similar to the recordation specialist's role of spotting suspicious filings, so that recordations having indicia of fraud can be flagged for examination by a recordation specialist.

We assume that a user would be able to record a document only after having created a user account for the recordation system and paid the relevant recordation fee. The Office should design the account registration process for the recordation system to provide some level of

assurance that users of the recordation system are known persons, and maintain information concerning the remitter and payment sufficient to allow investigation of possible fraud.

A mechanism for notifying the record owner of a copyright of documents recorded against that copyright, such as by electronic mail, would enhance the record owner's ability to detect fraud as well as third-party errors.

Finally, removing recordation specialists from the process of examining documents submitted for recordation creates a new possibility for an individual copyright owner or the clerical staff of an institutional copyright owner to inadvertently introduce errors into the record chain of title of the copyright owner's valuable copyright assets by inaccurately characterizing a recorded document as part of the guided remitter data entry process even when the document is associated with proper works. For example, it is easy to imagine that a user might mistype the name of a party to a document, reverse the roles of assignor and assignee, characterize a security interest as an assignment, or fail to input identifying information for one work in a long list of works attached to a recorded document. We recognize that it will be important for copyright owners to have appropriately qualified and properly trained staff members handle the recordation function for them. However, most copyright owners' staff using the recordation system will likely do so only occasionally, and errors by occasional users seem inevitable. This is even more likely to be the case where an individual who owns a single or a small number of registered works accesses the electronic recordation system.

Accordingly, there should be a mechanism for correcting mistakes made by the remitter as part of the recordation process. Where a mistake is recognized quickly, it would be desirable if the remitter could correct a submission before it is processed by the Copyright Office. Where a mistake is not discovered until after the submission is processed, there should be a mechanism for rectifying the error other than by creating a second record of the underlying document,

thereby creating an ambiguous public record. It also should be understood that it is the underlying document that determines the rights of the parties, not the indexing of that document through the recordation system. As in the case of third-party errors, a rightful copyright owner should not be penalized in any way or lose any rights as a result of a data entry error by the actual copyright owner or by a clerical employee of an institutional copyright owner.

The foregoing highlights the importance of building into a recordation system accuracy checks to help the remitter avoid both errors relating to the remitter's works and errors relating to the works of others. To the extent practicable, all input fields should be validated by technological means to increase the likelihood that data is entered accurately. For example, names (and the spelling of names) should be matched against appropriate fields of existing registration records of the works against which a document is being recorded to present users opportunities to correct errors as part of the input process. As a further example, if the Office determines that it will optionally begin to collect ISRC numbers as part of the registration and recordation processes, the recordation system should know which characters are supposed to be letters, which characters are supposed to be numbers, and which characters can be either letters or numbers, and refuse to accept an ISRC number that does not follow the prescribed format. Preferably the system would also recognize the range of valid values for each of the parts of an ISRC, and so could, for example, not only recognize that the reference year should be two numbers, but also recognize an invalid reference year. The Office should also recognize that a particular ISRC number may not in all instances be associated with all versions of a particular work. We also support the Office's suggestion of permitting storage of certain information from repeat filers (e.g., corporate name, corporate address, ISNI (if used)) to enable use of that information when recording subsequent documents.

2. Structured Electronic Documents.

We applaud the Copyright Office for being forward-thinking in its consideration of how to create a state-of-the-art recordation system. We also fully support the principle that an electronic recordation system (and other Copyright Office systems) should be designed with an eye toward interoperability with outside systems and databases, so that, for example, it may be possible, at some point in the future, for large-scale users of the Copyright Office's services to take actions such as providing index information for recordation of transfer documents by means of an extract from a private repertoire database. Adopting standards for structured electronic documents could facilitate the electronic exchange of information concerning copyright transfers.

However, when the NOI refers to structured electronic documents, we understand it to contemplate a particular method of preparing transfer documents, such that the signed writing memorializing a transfer, as described in 17 U.S.C. § 204(a), would either be an electronically-signed digital file with embedded indexing information that would be uploadable to the Office's recordation system, or potentially a printed and signed copy of such a document where the electronic version would be uploadable to the Office's recordation system to provide indexing information. We cannot advocate that the Office make a significant investment in pursuing this application of structured electronic document standards.

The computer systems and business processes used in the copyright departments of the major record companies cannot at this time create or submit structured electronic documents. It is not clear to us that the cost of implementing such technology can be justified based on the volume of transfer activity in the recorded music industry. Moreover, it is not clear to us how generation and use of structured electronic documents as instruments of conveyance or other transfer documents would fit into the business processes associated with negotiating, closing, and

integrating acquisitions in the recorded music industry. For example, if one record company were to buy another record company, or buy part of the catalog of another company, it is not clear to us that it would be practicable to generate conveyance documents for the acquired assets in a structured electronic document format, and to make such documents the definitive embodiment of a transfer of sound recording copyrights. Thus, we think the NOI may be correct when it suggests that use of structured electronic transfer documents may be more suited to high-volume production of standardized transfer documents by a small group of regular document originators than it is to the relatively low volume production of more individualized copyright transfer agreements by parties that do not need to generate such documents every day.

Most importantly, however, if the Office decides to adopt structured electronic document standards, the use of structured electronic documents for electronic recordation should be and remain voluntary, lest copyright owners continue to use paper-based recordation of their transfer documents, or forgo recordation altogether, should they so choose. If an electronic recordation system is set up to record structured electronic documents, it should also be set up to accept electronic recordation of documents not prepared in a structured format.

3. <u>Linking of Document Records to Registration Records</u>.

As the NOI notes, Section 205(c) of the Copyright Act creates a relationship between registration records and recorded documents, even if that relationship is not implemented through links in the Copyright Office Catalog. *See* 79 Fed. Reg. 2697. That section provides as follows:

> Recordation of a document in the Copyright Office gives all persons constructive notice of the facts stated in the recorded document, but only if —
>
> (1) the document, or material attached to it, specifically identifies the work to which it pertains so that, after the document is indexed

> by the Register of Copyrights, it would be revealed by a reasonable search under the title or registration number of the work; and
>
> (2) registration has been made for the work.

17 U.S.C. § 205(c). This provision provides a strong incentive for the beneficiary of a document to record it in the Office in order to obtain the benefit of constructive notice. However, it is clear under Section 205(a) that documents pertaining to copyrights are recordable even if they do not meet the requirements sufficient to give constructive notice.

Given this legal regime, a linkage between registration records and recorded documents would be positive, as it would allow users of the Copyright Office Catalog more easily to find relevant documents and thereby obtain actual knowledge as well as constructive knowledge of the contents of those documents. However, the Office certainly should not require that all recorded documents refer to a copyright registration number or be indexed by registration number. There may be situations where a person wishes to record a document that pertains to an unregistered work or a work with a currently unknown registration number.[2] Precluding recordation of such a document would impermissibly narrow the broad scope of documents recordable under Section 205(a) to a subset of the documents providing constructive notice under Section 205(c).[3]

Where the relevant works are registered and the remitter of a document is prepared to provide the information necessary to index a document by registration number, we agree that adopting a standardized format for registration numbers would be useful. While the NOI refers

[2] For example, even important works that are not U.S. works are frequently unregistered, and registration numbers for pre-1978 works are often not readily available. Moreover, in instances of large-scale copyright asset purchases, it may not be possible to refer specifically to each copyright or registration that has been purchased, resulting in the recordation of a general assignment document that does not reference the specific copyrights.

[3] It also will be impossible to create a link between pre-1978 registration records and recorded documents until pre-1978 registration records are available online.

to the "official format used by the Copyright Office," 79 Fed. Reg. at 2698, we note that the registration numbers on registration certificates issued by the Office contain hyphens and no leading zeros, while the registration numbers in the Copyright Office Catalog contain no hyphens and are padded to a uniform length with leading zeros. This inconsistency creates confusion concerning the proper format for a registration number, and that confusion would undermine the utility of the Copyright Office Catalog if users of a guided remitter recordation system were permitted to enter registration numbers in arbitrary formats. A uniform requirement is thus welcomed.

4. Use of Standard Identifiers and Other Metadata Standards.

While we believe that the provision of standard identifiers in recorded documents or information provided as part of the process of indexing recorded documents would be helpful, it should not be required, either now or in the future. Identifiers relevant to the music industry of which the Office should invite submission, on a voluntary basis, include International Standard Recording Codes or "ISRCs" (ISO 3901), International Standard Musical Work Codes or "ISWCs" (ISO 15707), and International Standard Name Identifiers or "ISNIs" (ISO 27729). However, the Office should recognize that a particular identifier may not in all instances be associated with all versions of a particular work.

We believe that the incorporation of these identifiers in the Copyright Office Catalog on a voluntary basis would, over time, aid in the usability of the Catalog. However, we note that the Copyright Office Catalog should not be expected to become a comprehensive database of such identifiers, or of ownership. Taking ISRCs, as an example, many different versions of a particular sound recording may be released in the ordinary course of today's music business. Such versions include explicit versions, clean versions, radio remixes, DJ remixes, and ringtones. Each individual version of the recording has a unique ISRC number. Given the proliferation of

such "versioning," the number of ISRCs associated with a given sound recording can be quite large, and the number of ISRCs associated with an album of sound recordings is even larger. As a result, a requirement that all the ISRCs associated with a work be listed in connection with a document submitted for recordation would be extremely burdensome. Moreover, to the extent that additional versions are released after a document is recorded, any such listing would be incomplete. Thus, the goal of collecting identifiers such as ISRCs in the Copyright Office Catalog should be to improve the prospects for searching the Catalog and linking it to other sources of information about works, but not necessarily to achieve comprehensive usage of such identifiers within the Catalog, nor to create an authoritative mapping of ISRC numbers to copyright registration numbers or vice versa.

In view of the foregoing, it is not clear that any incentives beyond increased usability of the Catalog are required to motivate document remitters to provide standard identifiers. To the extent that the Office may wish to provide incentives to encourage the inclusion of standard identifiers – or the use of the recordation system generally – we would favor the provision of modest monetary incentives, and not ones that are punitive in nature, such as the "incentives" addressed in connection with Question 5 of the NOI. Monetary incentives might include, for example, lower fees where more comprehensive indexing information is provided or for large-scale use of the recordation system to create a more robust public record of ownership information.

With respect to metadata standards, DDEX is a forum for development of automated means of exchange of information about works along the digital supply chain. While there is not today a DDEX standard for copyright registration or recordation of information pertaining to copyrights, it is interesting to contemplate a future in which information about works could be communicated with the Office in ways similar to the ways such information increasingly is

communicated among business partners. Thus, we encourage the Office to explore, as part of the design of its system, the possibility of making its system compatible with the data dictionary developed by DDEX. Of course, the Office could not require use of messaging standards that do not yet exist, nor require copyright owners to expend resources to create systems compatible with any specific messaging standards. Even in the future, although DDEX messaging standards may be sufficiently specialized, they should not be viewed as the sole means of communicating information to the Office.

5. <u>Additional Statutory Incentives to Record Documents Pertaining to Copyright</u>.

A. Requiring the recordation of all documents in the chain of title from the author to the current owner as a precondition to filing a copyright infringement lawsuit, and/or as a precondition to an entitlement to statutory damages and attorneys' fees, is an extremely bad idea. The United States copyright system has steadily moved away from the imposition of formalities on copyright owners. One reason is that many such formalities would conflict with treaty obligations of the United States. Another is that the copyright system functions efficiently without undue formalities (as do the copyright systems of many countries throughout the world).

In 1989, Congress amended the Copyright Act to eliminate the following requirement under then Section 205(d) of the Act:

> [n]o person claiming by virtue of a transfer to be the owner of copyright or any exclusive right under a copyright is entitled to institute an infringement action under this title until ***the instrument of transfer*** under which such person claims has been recorded in the Copyright Office[.] (Emphasis added.)

Thus, even under the previous mandatory recordation provision that Congress eliminated, there was no requirement that ***all documents in a chain of title*** had to be recorded before an infringement suit could be filed. Accordingly, it is not the case, as stated in Part III.5 of the NOI, that Congress could "***reinstate*** the requirement, dropped in 1989, of recording ***all*** documents in

the chain of title" as a precondition of filing an infringement lawsuit. (Emphasis added.) There ***never*** was such a requirement in the Copyright Act. The suggestion that such a requirement should be imposed now is a radical one, as it would impose unreasonable formalities of a type never before mandated, and move United States copyright law 180 degrees away from the direction it has been heading for years – and for no good reason.

The suggestion that the entire chain of title of a copyrighted work should be recorded before a copyright claimant could bring suit for infringement (or before certain important remedies would be available) should be rejected for several reasons. First, it would unfairly increase the burden on rights holders who are entitled to be able to protect their copyrights without undue complications and obstacles – a right so valuable as to be enshrined in the Constitution. Standing to sue and the existence of effective remedies are critical tools for RIAA members to fight sound recording piracy, which is a substantial economic problem for the record industry. Indeed, copyright infringement is a major problem for all other copyright industries as well, and we all need effective tools to combat it.

Second, such an unprecedented requirement would constitute a true trap for the unwary – particularly for small and/or unsophisticated copyright owners who could be unaware of mandatory recordation requirements, who may not keep chain of title documents in an organized manner, and/or who may be unable to afford the recordation fees. Even sophisticated rights holders buying, for example, catalogs of recordings would be harmed if they inadvertently failed to record a single document in a long chain of title. (This is not a speculative harm. Chains of title to sound recordings can be complicated, sometimes going back many years and/or resulting from the mergers or sales of record labels.) In addition, a mandatory recordation requirement could have a deleterious impact on the free alienability of copyrighted works. If, through due diligence, an interested buyer discovered that a piece of a chain of title was missing or was

unclear, the buyer might well decline to purchase the work because he or she would not be able to comply with the mandatory chain of title recordation requirement, thereby losing the ability to bring suit for infringement of the work, or be limited in the remedies that could be pursued in court.[4] Such a situation would create a great, if not complete, disincentive to the purchase of such works, potentially making them unsellable, thereby harming the market for copyrighted works and creating a drag on the economy. If the buyer nevertheless purchased the work, he or she would ***never*** be able to sue for copyright infringement, or ***never*** have available important remedies. There can be no justification for such a result.

Third, for parties acquiring or selling recordings or other copyrighted properties, a fully documented chain of title for a work is not always easily accessible. It would not always be possible promptly to locate and record all such documents, putting rights owners at risk of not being able to protect their copyrights by litigation. Moreover, filers' staffing and related costs would substantially increase due to the need to locate and record all documents in a chain of title, particularly for older works that may have longer chains of title. If necessary, chain of title can be proven in a particular litigation; there is no need to impose such a burden on ***all*** copyright owners in ***all*** instances when questions of title can be addressed in those rare cases when they become an actual issue.

Fourth, requiring recordation of the full chain of title provides little if any public benefit – the identity of the copyright claimant can easily be ascertained through the registration of the copyright. The preceding historical chain of ownership is not relevant if someone wishes to contact the copyright claimant.

---

[4] Statutory damages and an award of attorneys' fees are very useful remedies for copyright owners.

Fifth, even returning to the requirement that Congress eliminated in 1989 – recordation of the most recent instrument of transfer – is unwise and would impose unnecessary burdens on rights holders, and create the potential for depriving those rights holders, particularly unsophisticated ones, of important rights. Even limiting the change in that way would represent an unwise step towards the reinstatement of formalities and would conflict with the United States' treaty obligations, as noted further in Section B below.

On a related point, the suggestion that a transfer would be invalid unless it were properly recorded with the Office also is extremely problematic for many of the reasons set forth above. In addition, such a requirement could invite legal challenges, including possible due process "takings" challenges for potential retroactive requirements for past or pending transfers. It would also severely undermine the expectations of those who paid for and received a transfer of copyright ownership should they fail to comply with a technical formality.

B. In order to facilitate the cross-border protection and dissemination of copyrighted materials, in the last half century the United States has largely harmonized its copyright law with those of its trading partners. *See Eldred v. Ashcroft*, 537 U.S. 186, 205-06 (2003); *Golan v. Holder*, 132 S. Ct. 873, 889 (2012). Once again requiring the formalities of mandatory recordation would conflict with the United States' international treaty obligations under the Berne Convention and the World Trade Organization TRIPS Agreement. As was noted by the Senate Judiciary Committee in 1988 when it was holding hearings on the implementation of the Berne Convention:

> The committee concludes that the recordation requirement of section 205(d) [which then required recordations], at least as applied to foreign works originating in Berne countries, is incompatible with the Berne [Article 5(2)] prohibition against formalities as preconditions for the "enjoyment and exercise" of copyright.

Senate Rep. on the Berne Convention Implementation Act of 1988, S. Rep. No. 100-352, 100th Cong. 1st Sess., at 26 (1988). Moreover, as noted above, the formalities now being suggested are substantially more onerous than those Congress eliminated in 1989 when it implemented the Berne Convention. Additional formalities should not now be created.

C. Instituting what are *de facto* recordation requirements in the Copyright Act cannot fairly be seen as providing additional "incentives" for recordation. Instead, the proposed "incentives" would serve as mandates that must be followed by anyone who wants to avoid losing very valuable rights and/or remedies. Indeed, failure to follow those mandates would have an extremely punitive result.[5]

In addition, the undue burdens that would be imposed on rights holders by what is, in effect, a mandatory recordation system would be significant. There would be substantial administrative and staffing costs incurred by rights holders, as well as the cost of paying recordation fees, in order to record all transfers of rights, corporate name changes, and other documents. A system that effectively requires recordation would add to the transactional costs of buying and selling catalogs of recordings (and other copyrighted material), making the buying and selling of copyrighted properties more expensive, and needlessly burdening the economy.

Further, any *de facto* mandatory recordation system would be harmful and unfair to small and unsophisticated copyright owners and foreign rights holders, who would find it extremely difficult to make the required filings. For foreign rights holders, such a system would be nearly impossible to comply with – certainly on a timely basis. In short, making recordation of chain of title documents essentially mandatory would create an undue burden on both domestic and foreign rights holders, while providing scant countervailing public benefit.

[5] A punitive result would be even more pronounced if the suggestion to invalidate any transfer of a copyright interest unless a memorandum of that transfer were recorded were implemented.

Finally, the Copyright Act already provides true voluntary incentives to record copyright-related documents such as assignments and licenses. *See* Section 205(c) (constructive notice through recordation of a document) and Section 205(d) (priority for recorded documents in the event of conflicting transfers). Some courts also recognize recordation as a way to perfect security interests in registered works. If the Office really wants to incentivize recordation, we suggest that instead of the punitive approach outlined in the NOI, the Office create financial incentives, along the lines of those used by private businesses, that would encourage the recordation of documents. Such incentives could include:

- A "frequent filer" program that would allow large-scale copyright owners to receive a certain number of free recordations each year for every X number of documents recorded by them.
- Bulk pricing, whereby the recordation fee for each document recorded would go down as the number of the documents recorded by that copyright owner went up.
- Package pricing for recordation fees, whereby a copyright owner could pre-buy X numbers of recordations at lump sum prices with the price per recordation lower based on the number of pre-purchased recordations.

Such financial incentives, taken together with existing incentives, would advance the goal of encouraging increased recordation without threatening to deprive copyright owners of valuable rights.

CONCLUSION

The RIAA supports the Office's effort to consider the types of technical changes described in Part III.1-4 of the NOI. The RIAA's members would probably record more documents if the logistical and economic impediments to doing so were lower, and if truly voluntary incentives were enhanced. At the same time, we staunchly oppose the penalties that

are disguised as “incentives” in Part III.5 of the NOI because they would unfairly put rights holders at risk of being deprived of valuable rights with scant countervailing public benefit.

Dated: March 14, 2014

/s/ Susan B. Chertkof
Susan B. Chertkof
Senior Vice President, Business and Legal Affairs

/s/ George M. Borkowski
George M. Borkowski
Senior Vice President, Litigation and Legal Affairs