

**Before the
COPYRIGHT ROYALTY JUDGES
LIBRARY OF CONGRESS
Washington, D.C.**

In the Matter of

Docket No. 2011-3 CRB

Phonorecords II

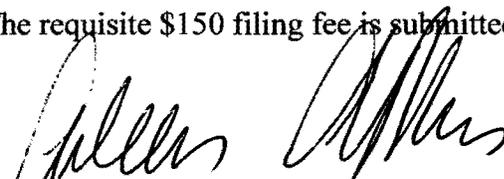
Adjustment or Determination of
Compulsory License Rates for Making
and Distributing Phonorecords

PETITION TO PARTICIPATE

Pursuant to Section 804 (b)(4) of the Copyright Act, Title 17, Section 351.1 (b) of the Copyright Royalty Judges Rules and Procedures, (37 CFR 351.1 (b)), and Federal Register , Vol. 76, No. 3, Wednesday, January 5, 2011 , Napster LLC files this petition stating its intention to participate in the above-captioned proceeding before the Copyright Royalty Judges to determine the reasonable rates and terms for making and distributing phonorecords (17 U.S.C.115) for the period beginning January 1, 2013, and ending on December 31, 2017.

Napster, LLC has an interest in the subject matter of this proceeding, in that Napster, LLC offers a music subscription service which allows users to stream and download musical works, and for which we license, report on and pay for numerous musical compositions under the above-referenced license and will therefore be subject to the rates and terms established in this proceeding. As such, Napster, LLC intends to fully participate in the proceeding.

The requisite \$150 filing fee is submitted herewith.


February 4, 2011

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