Before the COPYRIGHT ROYALTY JUDGES Washington, D.C.

In the Matter of

Distribution of the 2000, 2001, 2002, and 2003 Cable Royalty Funds Docket No. 2008-2 CRB CD 2000-2003 (Phase II)

JOINT PETITION TO PARTICIPATE OF THE MPAA-REPRESENTED PROGRAM SUPPLIERS

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Pursuant to the notice published in the Federal Register announcing the commencement of a Phase II distribution proceeding regarding the 2000, 2001, 2002, and 2003 cable royalty funds ("2000-2003 Phase II Proceeding") and requesting petitions to participate from interested parties, 76 Fed. Reg. 7590 (February 10, 2011) ("Notice"), the Motion Picture Association of America, Inc. ("MPAA"), its member companies and other producers and distributors of syndicated series, movies, specials, and non-team sports broadcast by television stations and retransmitted by cable systems who have agreed to representation by MPAA ("MPAArepresented Program Suppliers"), hereby petition the Copyright Royalty Judges ("Judges") to participate in the 2000-2003 Phase II Proceeding, as required by 37 C.F.R. § 351.1(b)(2)(ii).

MPAA will represent the copyright owners of syndicated series, movies, specials, and non-team sports broadcast by television stations in the years 2000, 2001, 2002, and 2003 who have agreed to representation by MPAA in the 2000-2003 Phase II Proceeding. The MPAArepresented Program Suppliers for each cable royalty year at issue are identified in Attachment A hereto. MPAA reserves the right to amend its list of represented participants as such amendments may be necessary and legally permissible. As of the date of this joint petition to participate, MPAA and its undersigned counsel certify that they have the authority and consent of each of the parties listed on Attachment A to represent them in the 2000-2003 Phase II Proceeding. As copyright owners of the majority of programming broadcast on stations whose signals were carried by cable systems as distant signals in the years 2000, 2001, 2002, and 2003, the MPAA-represented Program Suppliers have a significant interest in the subject matter of the 2000-2003 Phase II Proceeding, and request that their joint petition to participate be granted. As required by the Judges' regulations and the Notice, MPAA-represented Program Suppliers have attached a check with their \$150 filing fee. *See* 37 C.F.R. § 351.1(b)(4); Notice at 7591.

CONCLUSION

For the foregoing reasons, Program Suppliers request that the Judges grant the MPAArepresented Program Suppliers' joint petition to participate in this proceeding.

Respectfully submitted,

Dated: March 14, 2011

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Attorneys for MPAA-represented Program Suppliers

CERTIFICATE OF SERVICE

I hereby certify that on this 14th day of March, 2011, a copy of the foregoing Joint Petition to Participate of the MPAA-represented Program Suppliers was sent by Federal Express overnight mail to the parties listed on the attached service list.

Lucy Holmes Plannick

JOINT SPORTS CLAIMANTS

Robert Alan Garrett Stephen K. Marsh Marco Palmieri ARNOLD & PORTER LLP 555 Twelfth Street, N.W. Washington, D.C. 20004-1206 robert.garrett@aporter.com stephen.marsh@aporter.com

PUBLIC TELEVISION CLAIMANTS

Ronald G. Dove, Jr. Lindsey Tonsager COVINGTON & BURLING LLP 1201 Pennsylvania Ave., NW Washington, DC 20004-2401

Gena Ashe Marc Mangum Public Broadcasting Service 2100 Crystal Drive Arlington, VA 22202-3785

DEVOTIONAL CLAIMANTS

Clifford M. Harrington Alison B. Rousseau PILLSBURY WINTHROP SHAW PITTMAN LLP 2300 N Street, NW Washington, DC 20037-1128 Clifford.Harrington@PillsburyLaw.com

Arnold P. Lutzker Carolyn Wimby Martin Allison L. Rapp Jeannette M. Carmadella LUTZKER & LUTZKER LLP 1233 20th Street, NW Suite 703 Washington, DC 20036 arnie@lutzker.com

COMMERCIAL TELEVISION CLAIMANTS

NATIONAL ASSOCIATION OF BROADCASTERS

John I. Stewart, Jr. Jennifer H. Burdman Ann Mace CROWELL & MORING LLP 1001 Pennsylvania Ave., NW Washington, DC 20004-2595

MUSIC CLAIMANTS

AMERICAN SOCIETY OF COMPOSERS, AUTHORS AND PUBLISHERS

Joan M. McGivern Samuel Mosenkis ASCAP One Lincoln Plaza New York, NY 10023

BROADCAST MUSIC, INC.

Marvin L. Berenson Joseph J. DiMona BROADCAST MUSIC, INC. 7 World Trade Center 250 Greenwich Street New York, NY 10007-0030

Jay Cohen Lynn B. Bayard Jayson L. Cohen PAUL WEISS RIFKIND WHARTON & GARRISON LLP 1285 Avenue of the Americas New York, NY 10019-6064 Michael J. Remington Jeffrey J. Lopez DRINKER BIDDLE & REATH LLP 1500 K Street, NW – Suite 1100 Washington, DC 20005

SESAC, INC.

John C. Beiter SHACKELFORD, ZUMWALT & HAYES PLLC 1014 16th Avenue South Nashville, TN 37212

CANADIAN CLAIMANTS

L. Kendall Satterfield FINKELSTEIN THOMPSON LLP 1050 30th Street NW Washington, DC 20007 Victor Cosentino LARSON & GASTON LLP 200 S. Los Robles Avenue, Suite 530 Pasadena, CA 91101

INDEPENDENT PRODUCERS GROUP

Brian D. Boydston PICK & BOYDSTON LLP 617 S. Olive Street, Suite 400 Los Angeles, CA 90014

ATTACHMENT A

MPAA-REPRESENTED CLAIMANTS 2000 US CABLE RETRANSMISSION ROYALTIES

2000 CLAIMANT

AB DOLLY LLC AFMA COLLECTIONS ALLIED COMMUNICATIONS INC **AMERICAN HEALTH & FITNESS LLC** AUDIO-VISUAL COPYRIGHT SOCIETY LIMITED **B & A PRODUCTIONS LLC** BABE WINKELMAN PRODUCTIONS INC. **BIG LEAGUE GOLF INC BIG TICKET TELEVISION INC** BODYBLADE INC **BUENA VISTA TELEVISION** CABLE NEWS NETWORK CALIFON PRODUCTIONS. INC CBS BROADCASTING, INC. CESARI RESPONSE TELEVISION, INC. **CF ENTERTAINMENT** CINAR CORPORATION CLASSIC MEDIA LLC COLUMBIA PICTURES TELEVISION INC DIC ENTERTAINMENT LP DICK CLARK PRODUCTIONS, INC. DL TAFFNER, LTD FINTAGE PUBLISHING AND COLLECTION B.V. FIREWORKS ENTERTAINMENT INC FOX ENTERTAINMENT GROUP INC. FOX FAMILY WORLDWIDE INC FTM PRODUCTIONS **GENERAL MILLS SALES INC GENESIS DISTRIBUTION INC** GENESIS INTERMEDIA, INC. **GT MERCHANDISING & LICENSING LLC GUTHY-RENKER** HALLMARK ENTERTAINMENT DISTRIBUTION INC HASBRO, INC. HAWTHORNE COMMUNICATIONS, INC. HEARST ENTERTAINMENT INC. HOME BOX OFFICE INTERSPORT INC JALBERT PRODUCTIONS INC JEOPARDY PRODUCTIONS, INC KOST BROADCAST SALES LARRY HARMON PICTURES CORP. LEVY-GARDNER-LAVEN PRODUCTIONS, INC. LIONS GATE ENTERTAINMENT CORP MAJOR LEAGUE BASEBALL PROPERTIES, INC. MG/PERIN, INC. MODERN ENTERTAINMENT, LTD. MORGAN CREEK PRODUCTIONS INC

MPAA-REPRESENTED CLAIMANTS 2000 US CABLE RETRANSMISSION ROYALTIES

2000 CLAIMANT NATIONAL BASKETBALL ASSOCIATION NATIONAL BROADCASTING COMPANY INC NATIONAL GEOGRAPHIC TELEVISION INC NATIONAL HOCKEY LEAGUE **NELVANA LIMITED** NEW LINE CINEMA CORPORATION **NEW WEST PRODUCTS** NFL FILMS O. ATLAS ENTERPRISES, INC ORANGE GLO, INC. PARAMOUNT PICTURES, A VIACOM COMPANY PATHE IMAGE SNC PEARSON TELEVISION INC **PRODUCTIONS ZONE3 INC** QUICK N BRITE **RICHARD SIMMONS INC** RYSHER ENTERTAINMENT SANDRA CARTER PRODUCTIONS SCREEN MEDIA VENTURES LLC SCRIPT TO SCREEN PRODUCTIONS, INC. SESAME WORKSHOP SFM ENTERTAINMENT SPECTACOR FILMS SPELLING TELEVISION, INC SPORTS LEGENDS INC STEVE ROTFELD PRODUCTIONS, INC. STEVE WHITE FILMS STUDIOCANAL IMAGE STUDIOS USA TELEVISION DISTRIBUTION TALL PONY PRODUCTIONS TELCO PRODUCTIONS, INC. **TELEVISION SYNDICATION CO.** THE CANADIAN BROADCASTING CORPORATION THE CARSEY WERNER COMPANY THE GOODMAN GROUP, LLC. THE LANDSBURG COMPANY THE RECORDING INDUSTRY ASSOCIATION OF AMERICA INC THE SUMMIT MEDIA GROUP INC TIME LIFE FILMS **TODAY'S HOMEOWNER TORSO TRACK INC** TOTAL GYM FITNESS LLC TRANSWORLD INTERNATIONAL, INC. TRIBUNE ENTERTAINMENT COMPANY UNIVISION NETWORK LIMITED PARTNERSHIP **US SKI & SNOWBOARD ASSOCIATION** WARD PRODUCTIONS INC WARNER BROS

MPAA-REPRESENTED CLAIMANTS 2000 US CABLE RETRANSMISSION ROYALTIES

2000 CLAIMANT

WESTERN INTERNATIONAL SYNDICATION WNBA ENTERPRISES LLC WORLDVISION ENTERPRISES, INC

MPAA-REPRESENTED CLAIMANTS 2001 US CABLE RETRANSMISSION ROYALTIES

2001 CLAIMANT

AB DOLLY LLC ABC FAMILY WORLDWIDE, INC. AFMA COLLECTIONS ALLIED COMMUNICATIONS INC AUDIO-VISUAL COPYRIGHT SOCIETY BABE WINKELMAN PRODUCTIONS INC. BENNETT PRODUCTIONS INC. **BIG LEAGUE GOLF INC BIG TICKET TELEVISION INC** BUENA VISTA TELEVISION CABLE NEWS NETWORK LP LLP CALIFON PRODUCTIONS, INC. CARSEY-WERNER-MANDABACH LLC CBS BROADCASTING, INC. CF ENTERTAINMENT, INC CLASSIC MEDIA LLC CNBC, INC. COLUMBIA PICTURES TELEVISION INC COMPACT COLLECTIONS LIMITED **CRYSTAL PICTURES INC** DIC ENTERTAINMENT, LP DL TAFFNER, LTD DREAMWORKS LLC **EUROPEAN PICTURES BV** FAMILY PRODUCTS LLP FINTAGE PUBLISHING & COLLECTION BV FOX ENTERTAINMENT GROUP INC. FREMANTLEMEDIA NORTH AMERICA, INC. GRIZZLY ADAMS PRODUCTIONS INC **GT MERCHANDISING & LICENSING LLC GUTHY-RENKER** HALLMARK ENTERTAINMENT HARMONY GOLD U.S.A. HASBRO, INC. HAWTHORNE COMMUNICATIONS HEARST ENTERTAINMENT INC. HOME BOX OFFICE JAFFE BRAUNSTEIN FILMS LTD JALBERT PRODUCTIONS, INC. JASINSKI TV JEOPARDY PRODUCTIONS, INC. KELLER ENTERTAINMENT CORP KOST BROADCAST SALES LARRY HARMON PICTURES CORP. LEVY-GARDNER-LAVEN PRODUCTIONS, INC. LITTON SYNDICATIONS MAJOR LEAGUE BASEBALL PROPERTIES, INC. MARTHA STEWART LIVING OMNIMEDIA, INC.

MPAA-REPRESENTED CLAIMANTS 2001 US CABLE RETRANSMISSION ROYALTIES

2001 CLAIMANT

MARTY STOUFFER PRODUCTIONS METRO-GOLDWYN-MAYER STUDIOS INC. MG/PERIN, INC. MODERN ENTERTAINMENT, LTD. MOSO PRODUCTIONS NASCAR DIGITAL ENTERTAINMENT LTD NATIONAL BASKETBALL ASSOCIATION NATIONAL BROADCASTING COMPANY INC NATIONAL GEOGRAPHIC TELEVISION NATIONAL HOCKEY LEAGUE NBC ENTERPRISES, INC. **NELVANA LIMITED NEW LINE CINEMA CORPORATION** NFL FILMS O. ATLAS ENTERPRISES, INC. OLIVER PRODUCTIONS, INC. **OVERVIEW PRODUCTIONS INC** PARAMOUNT PICTURES, A VIACOM COMPANY PRODUCTIONS ZONE3 INC. **RED HORSE REMODELING TODAY** RYSHER ENTERTAINMENT SANDRA CARTER PRODUCTIONS SCHOLASTIC ENTERTAINMENT INC. SCREEN MEDIA VENTURES, LLC SCRIPT TO SCREEN PRODUCTIONS, INC SESAME WORKSHOP SFM ENTERTAINMENT LLC SFX TELEVISION SPECTACOR FILMS SPELLING TELEVISION, INC. STEPHEN J CANNELL PRODUCTIONS INC STEVE ROTFELD PRODUCTIONS, INC. STEVE WHITE FILMS STUDIOS USA TELEVISION **TELCO PRODUCTIONS, INC.** THE CANADIAN BROADCASTING CORPORATION THE GOODMAN GROUP, LLC THE LANDSBURG COMPANY THE PROGRAM EXCHANGE THE SUMMIT MEDIA GROUP THE TELEVISION SYNDICATION CO., INC. TIME LIFE FILMS TOTAL GYM FITNESS, LLC TRANSWORLD INTERNATIONAL. INC. TRIBUNE ENTERTAINMENT COMPANY UNIVERSAL CITY STUDIOS LLLP UNIVISION NETWORK LIMITED PARTNERSHIP

MPAA-REPRESENTED CLAIMANTS 2001 US CABLE RETRANSMISSION ROYALTIES

2001 CLAIMANT^{*}

WARD PRODUCTIONS, INC. WARNER BROS. DOMESTIC TELEVISION DISTRIBUTION WESTERN INTERNATIONAL SYNDICATION WNBA ENTERPRISES LLC WORLDVISION ENTERPRISES, INC.

MPAA-REPRESENTED CLAIMANTS 2002 US CABLE RETRANSMISSION ROYALTIES

2002 CLAIMANT

ABC FAMILY WORLDWIDE. INC. AFMA COLLECTIONS AGICOA (GENEVA) AGICOA (MUNICH) ALLIED COMMUNICATIONS INC AMERICAN BROADCASTING COMPANIES, INC. AUDIO-VISUAL COPYRIGHT SOCIETY BABE WINKELMAN PRODUCTIONS INC. BETTER GRADES SEMINARS LLC **BIG LEAGUE GOLF INC BIG TICKET TELEVISION INC. BUENA VISTA TELEVISION** CALIFON PRODUCTIONS, INC. CARSEY WERNER COMPANY LLC CBS BROADCASTING, INC. CF ENTERTAINMENT, INC. CINAR CORPORATION CLASSIC MEDIA LLC CNBC, INC. COMPACT COLLECTIONS LIMITED CRYSTAL PICTURES INC DIC ENTERTAINMENT DICK CLARK PRODUCTIONS, INC. DL TAFFNER, LTD. DREAMWORKS LLC ECLIPSE TELEVISION AND SPORTS MARKETING, LLC EYE PRODUCTIONS INC FINTAGE PUBLISHING & COLLECTION B.V. FOX ENTERTAINMENT GROUP INC. FREMANTLEMEDIA NORTH AMERICA, INC. **GENERAL MILLS SALES INC GENESIS INTERMEDIA INC** GRIZZLY ADAMS PRODUCTIONS, INC. **GT MERCHANDISING & LICENSING LLC GUTHY-RENKER** HALLMARK ENTERTAINMENT DISTRIBUTION LLC HAWTHORNE COMMUNICATIONS INC HISPANIC HERITAGE AWARDS FOUNDATION, INC. INTERSPORT INC JALBERT PRODUCTIONS, INC. JASINSKI TV JEOPARDY PRODUCTIONS, INC. KOST BROADCAST SALES LITTON SYNDICATIONS MAJOR LEAGUE BASEBALL PROPERTIES, INC. MARTHA STEWART LIVING OMNIMEDIA, INC. MARTY STOUFFER PRODUCTIONS LTD.

MPAA-REPRESENTED CLAIMANTS 2002 US CABLE RETRANSMISSION ROYALTIES

2002 CLAIMANT

METRO-GOLDWYN-MAYER STUDIOS INC. MG/PERIN, INC. MICHAEL JAFFE FILMS LTD MODERN ENTERTAINMENT, LTD. NASCAR DIGITAL ENTERTAINMENT LTD. NATIONAL BASKETBALL ASSOCIATION NATIONAL BROADCASTING COMPANY NATIONAL GEOGRAPHIC SOCIETY NBC ENTERPRISES, INC. NELVANA LIMITED **NEW LINE CINEMA CORPORATION** NEW YORK ROAD RUNNERS CLUB INC NFL FILMS **O. ATLAS ENTERPRISES INC OLIVER PRODUCTIONS, INC.** OVERVIEW PRODUCTIONS INC. PARAMOUNT PICTURES, A VIACOM COMPANY PAUL RICH BENNETT PRODUCTIONS PGA TOUR, INC. POWERBASE FITNESS LLC PRODUCTIONS ZONE3 INC **RED HORSE LLC** RYSHER ENTERTAINMENT SANDRA CARTER PRODUCTIONS SCHOLASTIC ENTERTAINMENT INC. SCREEN MEDIA VENTURES, LLC SCRIPT TO SCREEN PRODUCTIONS, INC SFM ENTERTAINMENT LLC SFX TELEVISION SONY PICTURES TELEVISION INC. SPECTACOR FILMS SPELLING TELEVISION, INC. STEPHEN J CANNELL PRODUCTIONS INC STEVE ROTFELD PRODUCTIONS, INC. STEVE WHITE FILMS STUDIOS USA TALL PONY PRODUCTIONS LLC TELCO PRODUCTIONS, INC. THE CANADIAN BROADCASTING CORPORATION THE GOODMAN GROUP LLC THE LANDSBURG COMPANY THE RECORDING INDUSTRY ASSOCIATION OF AMERICA THE SUMMIT MEDIA GROUP THE TELEVISION SYNDICATION CO., INC. TOTAL GYM FITNESS, LLC TRANSWORLD INTERNATIONAL, INC. TRIBUNE ENTERTAINMENT COMPANY

MPAA-REPRESENTED CLAIMANTS 2002 US CABLE RETRANSMISSION ROYALTIES

2002 CLAIMANT

UNITED FEATURE SYNDICATE INC UNITED STATES OLYMPIC COMMITTEE UNIVERSAL CITY STUDIOS PRODUCTIONS LLLP UNIVISION NETWORK LIMITED PARTNERSHIP URBAN LATINO TV, LLC WARD PRODUCTIONS, INC. WARNER BROS. DOMESTIC TELEVISION DISTRIBUTION WESTERN INTERNATIONAL SYNDICATION WNBA WORLD WRESTLING ENTERTAINMENT, INC. WORLDVISION ENTERPRISES INC.

MPAA-REPRESENTED CLAIMANTS 2003 US CABLE RETRANSMISSION ROYALTIES

2003 CLAIMANT

ABC FAMILY WORLDWIDE INC AGICOA ALLIED COMMUNICATIONS INC AMERICAN BROADCASTING COMPANIES INC **ARTIST & IDEA MANAGEMENT LTD** AUDIO-VISUAL COPYRIGHT SOCIETY **B & A PRODUCTIONS LLC** BABE WINKELMAN PRODUCTIONS, INC. BETTER GRADES SEMINARS LLC **BIG TICKET TELEVISION INC BUENA VISTA TELEVISION** CALIFON PRODUCTIONS, INC. CBS BROADCASTING, INC. CF ENTERTAINMENT INC CHAMPION ENTERTAINMENT, INC. **CLASSIC MEDIA INC** CLEAR CHANNEL ENTERTAINMENT INC CNBC INC COMPACT COLLECTIONS LIMITED D.L. TAFFNER LTD DIC ENTERTAINMENT, LP DICK CLARK PRODUCTIONS, INC. DRAGON HOUSE PRODUCTIONS DREAMWORKS LLC ECLIPSE TELEVISION & SPORTS MARKETING LLC EGEDA EURO-PRO EYE PRODUCTIONS INC FINTAGE PUBLISHING AND COLLECTION B.V. FOX ENTERTAINMENT GROUP INC FREMANTLE MEDIA NORTH AMERICA INC **GENERAL MILLS SALES INC** GRIZZLY ADAMS PRODUCTIONS INC GT MERCHANDISING & LICENSING CORP. **GUTHY-RENKER** HAWTHORNE COMMUNICATIONS INC HISPANIC HERITAGE AWARDS FOUNDATION INC HOME BOX OFFICE, INC. HORTUS LTD I.F.T.A. COLLECTIONS INTERTAINMENT LICENSING GMBH JAFFE BRAUNSTEIN FILMS LTD JALBERT PRODUCTIONS INC JEOPARDY PRODUCTIONS, INC. LITTON SYNDICATIONS MAJOR LEAGUE BASEBALL PROPERTIES INC MARTHA STEWART LIVING OMNIMEDIA, INC.

MPAA-REPRESENTED CLAIMANTS 2003 US CABLE RETRANSMISSION ROYALTIES

2003 CLAIMANT

MARTY STOUFFER PRODUCTIONS LTD. METRO-GOLDWYN-MAYER STUDIOS INC. MG / PERIN, INC MICHAEL JAFFE FILMS LTD MODERN ENTERTAINMENT LTD. NASCAR DIGITAL ENTERTAINMENT LTD NATIONAL BASKETBALL ASSOCIATION NATIONAL HOCKEY LEAGUE NBC ENTERPRISES INC NBC UNIVERSAL INC **NELVANA LIMITED NEW LINE CINEMA CORPORATION** NEW YORK ROAD RUNNERS CLUB INC NFL FILMS INC NGHT INC O. ATLAS ENTERPRISES INC OLIVER PRODUCTIONS, INC. PARAMOUNT PICTURES, A VIACOM COMPANY **PRODUCTIONS ZONE3 INC RED HORSE LLC REMODELING TODAY INC RL 101 INC** RYSHER ENTERTAINMENT SANDRA CARTER PRODUCTIONS SCHOLASTIC ENTERTAINMENT INC SCREEN MEDIA VENTURES, LLC SESAME WORKSHOP SFM ENTERTAINMENT LLC SONY PICTURES TELEVISION INC SPECTACOR FILMS SPELLING TELEVISION, INC. STEVE ROTFELD PRODUCTIONS, INC. STEVE WHITE FILMS TELCO PRODUCTIONS, INC. THE CANADIAN BROADCASTING CORPORATION THE CARSEY WERNER COMPANY, LLC THE GOODMAN GROUP LLC THE HERITAGE NETWORKS LLC THE LANDSBURG COMPANY THE RECORDING INDUSTRY ASSOCIATION OF AMERICA INC. THE SUMMIT MEDIA GROUP TOTAL GYM FITNESS LLC TRANSWORLD INTERNATIONAL, INC . TRIBUNE ENTERTAINMENT COMPANY ULTIMATE CHOICE INC UNIVERSAL CITY STUDIOS PRODUCTIONS LLP UNIVISION NETWORK LIMITED PARTNERSHIP

MPAA-REPRESENTED CLAIMANTS 2003 US CABLE RETRANSMISSION ROYALTIES

2003 CLAIMANT

URBAN LATINO TV LLC WARD PRODUCTIONS INC WARNER BROTHERS DOMESTIC TELEVISION DISTRIBUTION WESTERN INTERNATIONAL SYNDICATION WORLD WRESTLING ENTERTAINMENT, INC. WORLDVISION ENTERPRISES, INC.