

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

In The Matter Of:))
Adjustment or Determination of Compulsory)	Docket No. 2011-3
License Rates for Making)	CRB Phonorecords II
and Distributing Phonorecords)	
)	

APPLE INC.'S PETITION TO PARTICIPATE

Pursuant to 17 U.S.C. § 803(b)(1)(B), Section 351.1(b) of the Copyright Royalty Judges' Rules and Procedures (37 C.F.R. § 351.1(b)), and the Copyright Royalty Judges' January 5, 2011 Federal Register notice (76 Fed. Reg. 590), Apple Inc. ("Apple") hereby petitions to participate in the above-captioned proceeding to determine the reasonable rates and terms for making and distributing phonorecords.

Apple has a significant interest in the subject matter of this proceeding because it owns and operates the iTunes Store, which sells digital phonorecords. Apple expects to continue making digital phonorecord deliveries throughout the statutory term of the rates under consideration.

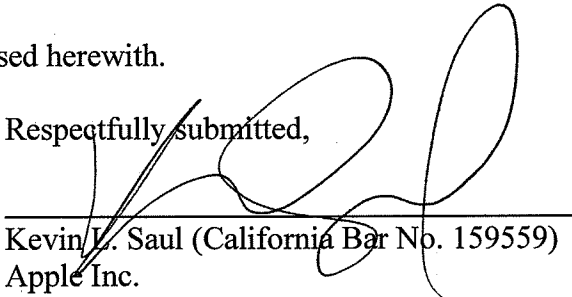
Apple's contact information, as required by 37 C.F.R. § 351.1(b)(1)(i)(A), is as follows:

Apple Inc.
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The requisite \$150 filing fee is enclosed herewith.

Dated: January 26, 2011

Respectfully submitted,



Kevin L. Saul (California Bar No. 159559)
Apple Inc.