

**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)	
)	

AMAZON DIGITAL SERVICES, 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), Amazon Digital Services, Inc. ("Amazon") hereby petitions to participate in the above-captioned proceeding to determine the reasonable rates and terms for making and distributing phonorecords.

Amazon has a significant interest in the subject matter of this proceeding because it owns and operates the Amazon MP3 store, which engages in the sale of digital phonorecords. Amazon expects to continue making digital phonorecord deliveries throughout the statutory term of the rates under consideration.

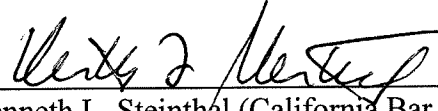
Amazon's contact information, as required by 37 C.F.R. § 351.1(b)(1)(i)(A), is as follows:

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The requisite \$150 filing fee is enclosed herewith.

Dated: January 31, 2011

Respectfully submitted,



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