

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

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

GOOGLE, 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), Google, Inc. ("Google") hereby petitions to participate in the above-captioned proceeding to determine the reasonable rates and terms for making and distributing phonorecords.

Google has a significant interest in the subject matter of this proceeding because it contemplates offering a service that would engage in digital phonorecord deliveries during the statutory term of the rates under consideration.

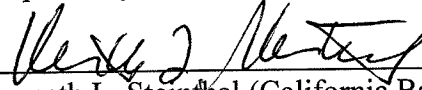
Google's contact information, as required by 37 C.F.R. § 351.1(b)(1)(i)(A), is as follows:

Google, Inc.
1600 Amphitheatre Parkway
Mountain View, CA 94043
Phone: (650) 253-0000
Fax: (650) 253-0001
zahavah@google.com

The requisite \$150 filing fee is enclosed herewith.

Dated: January 31, 2011

Respectfully submitted,



Kenneth L. Steinthal (California Bar No. 268655)

GREENBERG TRAURIG LLP

153 Townsend St., 8th Floor

San Francisco, CA 94107

Phone: (415) 655-1300

Fax: (415) 707-2010

steinthal@gtlaw.com

Counsel for Google, Inc.