

**Before the
COPYRIGHT ROYALTY BOARD
LIBRARY OF CONGRESS
Washington, DC**

In the Matter of

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

Docket No. 2011- 3 CRB Phonorecords II

PETITION TO PARTICIPATE

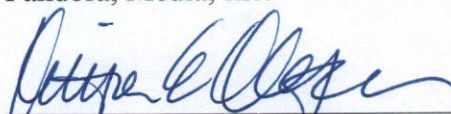
Name: Pandora, Media, Inc.
Address: 2101 Webster St. Suite 1650
Oakland, CA 94612
Telephone: 818-990-1800
Facsimile: 818-497-9787
Contact: Milton E. Olin, Jr., Esq.
Email: MOlin@altolinlaw.com

Pursuant to the Notice announcing commencement of proceeding published by the Copyright Royalty Judges at 764 Fed. Reg. 590 (January 5, 2011), Pandora Media, Inc. ("Pandora") hereby submits this Petition to Participate in the above-captioned proceeding.

Pandora is a well-known and significant provider of Internet radio services in the United States and has an interest in the subject matter of this proceeding and wishes to participate fully therein.

Respectfully Submitted,

Pandora, Media, Inc.



Milton E. Olin, Jr., Esq.*
Attorney For Pandora, Media, Inc.
Altschul & Olin, LLP
16133 Ventura Boulevard
Encino, CA 91436
Ph: 818 990 1800
Fax: 818 479 9787
Email: MOlin@altolinlaw.com

Date: February 4, 2011

*Milton E. Olin, Jr., Esq. is a member (#67024) in good standing of the California State Bar.

CERTIFICATE OF SERVICE

I hereby certify that a copy of Pandora Media, Inc.'s Petition to Participate in Docket No. 2011- 3 CRB Phonorecords II was served February 4, 2011 via hand delivery on the following:

Copyright Royalty Board
Library of Congress
James Madison Memorial Building
LM-401
101 Independence Ave., SE.
Washington, DC 20559-6000

Dated: February 4, 2011
