

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

In the Matter of

Docket No. 2011-3 CRB
Phonorecords II

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

PETITION TO PARTICIPATE

Pursuant to Section 804 (b)(4) of the Copyright Act, Title 17, Section 351.1 (b) of the Copyright Royalty Judges Rules and Procedures, (37 CFR 351.1 (b)), and Federal Register , Vol. 76, No. 3, Wednesday, January 5, 2011 , Rhapsody International Inc., ("Rhapsody"), files this petition stating its intention to participate in the above-captioned proceeding before the Copyright Royalty Judges to determine the reasonable rates and terms for making and distributing phonorecords (17 U.S.C.115) for the period beginning January 1, 2013, and ending on December 31, 2017.

Rhapsody has a significant interest in the subject matter of this proceeding because it is a digital music service which distributes digital phonorecords under the above-referenced licenses and will therefore be subject to the rates and terms established in this proceeding. As such, Rhapsody intends to fully participate in the proceeding.

The requisite \$150 filing fee is submitted herewith.

January 11, 2011

Cecily D. Mak, Esq.



Vice President and General Counsel
Rhapsody International Inc.
500 Third Street
San Francisco, CA 94107
Phone: (415) 934-2085
Facsimile: (415) 934-6728
e-mail: cmak@rhapsody.com