

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

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

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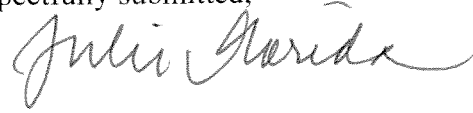
**MICROSOFT’S PETITION TO PARTICIPATE**

Pursuant to 17 U.S.C. § 803(b)(1)(B) and 76 Fed. Reg. 590, Microsoft Corporation (“Microsoft”) hereby petitions to participate in the above-captioned proceeding to adjust or determine the rates and terms applicable to the compulsory license for making and distributing phonorecords, 17 U.S.C. § 115, and corresponding regulations, 37 C.F.R. § 385.

Microsoft has a significant interest in the subject matter of this proceeding. Microsoft is a leading innovator in computer software and the Internet. Microsoft’s mission is to enable individuals and businesses throughout the world to realize their full potential by creating technology that transforms the way people work, play and communicate. Microsoft develops, manufactures, licenses and supports a wide range of programs and services for a variety of computing devices, including Windows and Microsoft Office. Most relevant to this proceeding is Microsoft’s Zune service: an online music and video entertainment service accessible via Zune software for PCs, Xbox 360 gaming consoles, Windows Phone 7 mobile handsets, and Zune HD media player devices. As part of this service, Zune makes digital phonorecord deliveries pursuant to § 115 and related regulations. Microsoft thus has a significant and direct interest in this proceeding, as the rates and terms for this activity directly impact Zune.

The requisite \$150 filing fee is enclosed.

Respectfully submitted,

A handwritten signature in cursive script that reads "Julie Florida".

Julie Florida  
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Interactive Entertainment Business  
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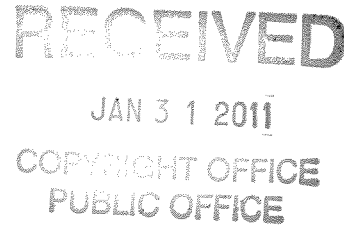
January 27, 2011



January 31, 2011

Copyright Royalty Board  
Attn: Ms. LaKeshia Keys  
Library of Congress  
James Madison Memorial Building  
Room LM-403  
101 Independence Avenue, SE  
Washington, DC 20559-6000

**VIA Courier**



**Re: Microsoft's Petition to Participate in Docket No. 2011-3 CRB  
Phonorecords II**

Dear Ms. Keys:

On behalf of Microsoft Corporation, please see the enclosed petition to participate in Docket No. 2011-3 CRB Phonorecords II, Adjustment or Determination of Compulsory Rates for Making and Distributing Phonorecords.

The requisite \$150 filing fee is enclosed.

Sincerely,

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