

**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)	
)	

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

RealNetworks has a significant interest in the subject matter of this proceeding because it operates "white label" services that are engaged by mobile providers to effectuate digital phonorecord deliveries to consumers over their networks.

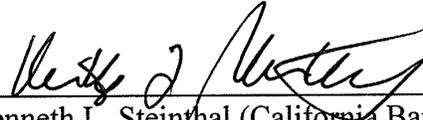
RealNetworks' contact information, as required by 37 C.F.R. § 351.1(b)(1)(i)(A), is as follows:

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The requisite \$150 filing fee is enclosed herewith.

Dated: February 3, 2011

Respectfully submitted,



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