

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

**In re:**

**MUZAK HOLDINGS LLC, *et al.*,<sup>1</sup>**

**Debtors.**

Chapter 11

Case No. 09-10422 (KJC)

Jointly Administered

**APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
FOR ENTRY OF AN ORDER AUTHORIZING EMPLOYMENT AND RETENTION OF  
DORSEY & WHITNEY (DELAWARE) LLP AS CO-COUNSEL  
NUNC PRO TUNC TO FEBRUARY 23, 2009**

The Official Committee of Unsecured Creditors (the “Committee”) of Muzak Holdings LLC, *et al.* (the “Debtors”), hereby presents this application (the “Application”) to the Court for the entry of an order authorizing the employment and retention of Dorsey & Whitney (Delaware) LLP (“Dorsey”) as Co-Counsel to the Committee *nunc pro tunc* to February 23, 2009, pursuant to sections 328(a), 504 and 1103(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2014, 2016, and 5002 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”). In support of the Application, the Committee submits the declaration of Eric Lopez Schnabel, Esquire (the “Schnabel Declaration”), attached hereto as Exhibit A and incorporated herein by reference, and respectfully represents as follows:

---

<sup>1</sup> The Debtors in these chapter 11 cases, together with the last four digits of each Debtor’s federal tax identification, number, are: Muzak Holdings LLC (3730); Muzak Holdings Finance Corp. (3728); Muzak LLC (3729); Background Music Broadcasters, Inc. (3014); Muzak Capital Corporation (2302); MLP Environmental Music, LLC (6098); Business Sound, Inc. (9525); BI Acquisition, LLC (6049); Muzak Finance Corp. (7963); Electro-Systems Corporation (6059); Audio Environments, Inc. (4111); Telephone Audio Productions, Inc. (4894); Vortex Sound Communications Company, Inc. (3711); Muzak Houston, Inc. (9984); and Music Incorporated (3710). The location of the Debtors’ corporate headquarters and the service address for all the Debtors is: 3318 Lakemont Boulevard, Fort Mill, South Carolina 29708.

## **JURISDICTION AND VENUE**

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief requested herein are sections 328(a), 504 and 1103(a) of the Bankruptcy Code, Bankruptcy Rules 2014, 2016, and 5002, and Local Rule 2014-1.

## **BACKGROUND<sup>2</sup>**

### The Debtors and their Businesses

2. On February 10, 2009 (the “Petition Date”), each of the Debtors filed voluntary petitions with this Court for relief under chapter 11 of title 11 of the United States Code (the “Chapter 11 Cases”).

3. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code. No request has been made for the appointment of a trustee or examiner.

4. The Debtors are leading providers of business media services, and together with its network of licensees, serves more than 250,000 business locations nationwide. The Debtors programming, created from its music catalog of over 2.6 million songs, reaches an estimated 100 million people daily.

5. The Debtors commenced these Chapter 11 Cases to restructure their debt which was set to mature in the first quarter of 2009. The Debtors’ financial difficulties stem primarily

---

<sup>2</sup> The background facts set forth herein are primarily based upon the representations contained in papers filed by the Debtors in these proceedings. As the Committee was just organized and has not yet verified the accuracy of such statements, nothing contained herein or otherwise shall be deemed a waiver of the Committee’s right to dispute or challenge the facts set forth herein.

from the economic factors affecting the Debtors' ability to pursue a potential merger and sale transaction and an extension of debt maturity.

The Committee and its Selection of Professionals

6. On February 23, 2009, the Office of the United States Trustee for the District of Delaware appointed seven (7) members to the Committee. On February 23, 2009, the Committee interviewed counsel. Subject to the approval of this Court, the Committee selected and formally voted to retain Akin Gump Strauss Hauer & Feld LLP ("Akin Gump") as its counsel and subsequently, Dorsey as its Co-Counsel.

**RELIEF REQUESTED**

7. Pursuant to section 1103(a) of the Bankruptcy Code, a committee appointed under section 1102 of the Bankruptcy Code may, with the Court's approval, "select and authorize the employment by such committee of one or more attorneys, accountants, or other agents to perform services for such committee." Pursuant to section 328(a) of the Bankruptcy Code, a committee may employ or authorize the employment of professionals under section 1103 of the Bankruptcy Code "on any reasonable terms and conditions of employment."

8. The Committee seeks to employ Dorsey as its Co-Counsel in these Chapter 11 Cases. Dorsey maintains offices for the practice of law at 1105 North Market Street, Suite 1600, Wilmington, DE 19801, and in eighteen (18) other offices throughout the United States, Canada, Europe, Australia and Asia.

9. The Committee selected Dorsey for the reason that the partners and associates of Dorsey have considerable expertise in the fields of bankruptcy, insolvency, reorganizations, liquidations, debtors' and creditors' rights, debt restructuring and corporate reorganizations, commercial litigation, corporate and securities, and intellectual property, among others.

10. The Committee also seeks to retain Dorsey because of the firm's expertise, experience and knowledge practicing before this Court, as well as its proximity to the Court, and its ability to respond quickly to emergency hearings and other emergency matters in the Court. To the extent necessary, Dorsey may also be able to act as conflict counsel with respect to certain matters that Akin Gump cannot handle. The Committee believes that Dorsey's attorneys are well qualified and able to represent it in these Chapter 11 Cases. In addition, Dorsey has been actively involved in numerous major Chapter 11 cases both in this District, throughout the country, and internationally.

11. The Committee seeks to retain Dorsey nunc pro tunc to February 23, 2009.

#### **SCOPE OF SERVICES**

12. The Committee believes that the services of Dorsey are necessary to enable them to execute faithfully their statutory duties. Subject to further order of this Court, the Committee anticipates that Dorsey may render the following services while coordinating with Akin Gump in these Chapter 11 Cases:

- a. Advise the Committee of its rights, powers, and duties in these cases;
- b. Assist and advise the Committee in its consultations with the Debtors relative to the administration of these cases;
- c. Assist the Committee in analyzing the claims of the Debtors' creditors in negotiation with such creditors;
- d. Assist with the Committee's investigation of the acts, conduct, assets, liabilities and financial condition of the Debtors and the operation of the Debtors' business;
- e. Assist the Committee in its analysis of, and negotiations with, the Debtors or their creditors concerning matters related to, among other things, the terms of a plan or plans of reorganization for the Debtors;
- f. Assist and advise the Committee with respect to its communications with the general creditor body regarding significant matters in these cases;

- g. Assist and counsel the Committee in respect to its organization; the conduct of its business and meetings; the dissemination of information to its constituency; and such other matters as are reasonably deemed necessary to facilitate the administrative activities of the Committee;
- h. Attend meetings of the Committee;
- i. To appear, as appropriate, before this Court, the Appellate Courts, and other Courts in which matters may be heard and to protect the interests of the Committee before said Courts and the United States Trustee;
- j. Review and analyze all applications, orders, statements of operations and schedules filed with the Court and advise the Committee as to their propriety;
- k. Assist the Committee in preparing pleadings and applications as may be necessary in furtherance of the Committee's interests and objectives; and
- l. Perform such other legal and other services as may be required and are deemed to be in the interests of the Committee in accordance with the Committee's powers and duties as set forth in the Bankruptcy Code.

13. As noted above, the Committee has also sought to retain Akin Gump as counsel. However, the retention of Dorsey as Co-Counsel is necessary and will enable the Committee to operate more efficiently, given Dorsey's specialized knowledge of bankruptcy law and procedures in Delaware. The Committee, Akin Gump, and Dorsey will make every effort to avoid duplicative efforts and to represent the Debtors' unsecured creditors in an efficient and cost-effective manner.

14. Subject to this Court's approval of the Application, Dorsey is willing to serve as the Committee's Co-Counsel and to perform the services described above.

#### **COMPENSATION**

15. Subject to this Court's approval, Dorsey will charge for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates for services of this type and nature and for this type of matter in effect on the date such services are rendered and for its actual, reasonable and necessary out-of-pocket disbursements incurred in connection therewith.

Specifically, the attorneys primarily responsible for this engagement are Eric Lopez Schnabel, a partner, at \$495 per hour and Robert W. Mallard, an associate, at \$335 per hour.

16. Dorsey intends to apply to the Court for allowance of compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, the applicable Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules and Orders of this Court. In connection with reimbursement of expenses, Dorsey charges \$.10 cents per copy for in-house copies. Compensation will be payable to Dorsey in compliance with the above rules, on an hourly basis, plus reimbursement of actual, necessary expenses incurred by Dorsey.

#### **DISCLOSURE CONCERNING DISINTERESTEDNESS**

17. To the best of the Committee's knowledge, information and belief, and except as set forth in the Schnabel Declaration, none of Dorsey's respective attorneys hold or represent any interest adverse to the Committee, the Debtors or their estates or creditors, and thus, Dorsey is a "disinterested person," as defined in Section 101(14) of the Bankruptcy Code.

18. The Committee believes that the retention of Dorsey is in the best interest of the Committee, the Debtors, their estate and creditors.

19. No prior application has been made for the relief requested herein to this or any other Court.

20. Dorsey and certain of its partners, counsel, and associates may have in the past represented, may currently represent, and likely in the future will represent parties in interest of the Debtors' cases in connection with matters unrelated to the Debtors and these cases. Thus, while Dorsey has undertaken, and continues to undertake, efforts to identify connections with the Debtors and other parties-in-interest, it is possible that connections with some parties-in-interest

have not yet been identified. Should Dorsey, through its continuing efforts or as these cases progress, learn of any new connections of the nature described above, Dorsey will so advise the Court.

### **NOTICE**

21. Notice of this Application has been provided to: (a) the U.S. Trustee; (b) counsel for the Debtors; and (c) those parties that have requested notice on these cases pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested herein, the Committee submits that such notice is due and sufficient under the circumstances and that no other or further notice is required.

### **CONCLUSION**

22. WHEREFORE, the Committee respectfully requests that this Court enter an order, in substantially the form attached hereto, (i) granting this Application; (ii) authorizing the Committee to employ and retain Dorsey as its local counsel, *nunc pro tunc* to February 23, 2009; and (iii) granting such other, further and different relief as is just and proper.

Dated: March 19, 2009

THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS OF MUZAK  
HOLDINGS LLC., *ET AL.*

By: /s/ David M. Dunn  
On Behalf of the Committee

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

**In re:**

**MUZAK HOLDINGS LLC, *et al.*,<sup>1</sup>**

**Debtors.**

Chapter 11

Case No. 09-10422 (KJC)

Jointly Administered

**DECLARATION OF ERIC LOPEZ SCHNABEL IN SUPPORT OF THE APPLICATION  
OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR ENTRY OF  
AN ORDER AUTHORIZING RETENTION AND EMPLOYMENT OF  
DORSEY & WHITNEY (DELAWARE) LLP AS CO-COUNSEL  
FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
NUNC PRO TUNC TO FEBRUARY 23, 2009**

I, Eric Lopez Schnabel, hereby declare under penalty of perjury:

1. I am an attorney and partner of the law firm of Dorsey & Whitney (Delaware) LLP (“Dorsey”), which maintains an office for the practice of law at 1105 North Market Street, 16<sup>th</sup> Floor, Wilmington, Delaware, 19801. Dorsey also maintains offices for the practice of law in eighteen (18) other offices throughout the United States, Canada, Europe, Australia and Asia. I am an attorney-at-law, duly admitted and in good standing to practice in the State of Delaware and the United States District Court of the District of Delaware.

---

<sup>1</sup> The Debtors in these chapter 11 cases, together with the last four digits of each Debtor’s federal tax identification, number, are: Muzak Holdings LLC (3730); Muzak Holdings Finance Corp. (3728); Muzak LLC (3729); Background Music Broadcasters, Inc. (3014); Muzak Capital Corporation (2302); MLP Environmental Music, LLC (6098); Business Sound, Inc. (9525); BI Acquisition, LLC (6049); Muzak Finance Corp. (7963); Electro-Systems Corporation (6059); Audio Environments, Inc. (4111); Telephone Audio Productions, Inc. (4894); Vortex Sound Communications Company, Inc. (3711); Muzak Houston, Inc. (9984); and Music Incorporated (3710). The location of the Debtors’ corporate headquarters and the service address for all the Debtors is: 3318 Lakemont Boulevard, Fort Mill, South Carolina 29708.

2. I am familiar with the matters set forth herein and make this Declaration<sup>2</sup> (the “Declaration”) in support of the Application Of The Official Committee Of Unsecured Creditors For Entry Of An Order Authorizing Retention And Employment Of Dorsey & Whitney (Delaware) LLP As Co-Counsel For The Official Committee Of Unsecured Creditors, *Nunc Pro Tunc* to February 23, 2009, and to provide certain disclosures under section 327(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”).

3. I make this Declaration based in material part on a review conducted by me or by others under my direction of a list of certain creditors and parties-in-interest of the Debtors and a review of the results of a search of such list in Dorsey’s conflicts database.

4. To the extent that any information disclosed herein requires supplementation, amendment, or modification upon Dorsey’s completion of further analysis or as additional information becomes available to it, I will submit a supplemental declaration to the Court.

5. The Committee has requested that Dorsey advise and assist the Committee as Co-Counsel with respect to bankruptcy, restructuring, credit, corporate finance, corporate governance, securities law, business litigation, capital markets, mergers and acquisitions, tax, executive compensation, employee benefits and a wide variety of other disciplines that are or may be applicable in the Debtors’ Chapter 11 Cases.

---

<sup>2</sup> Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to such terms in the Application.

6. In connection with its proposed retention by the Committee in these Chapter 11 Cases, Dorsey researched its client database to determine whether it represented any interest adverse to the Debtors' estates or the Committee or to the creditors the Committee represents with respect to the matter on which it is to be employed. In that process, Dorsey compared its client database with the names of (a) the Debtors; (b) the top 30 creditors of the Debtors; (c) the equity holders of record for the Debtors; (d) the agent for the pre-petition secured lending facility; (e) the current trustees to the Debtors' various bond issues; and (f) the members of the Committee.

7. Attached hereto as Schedule 1 is a list of all such entities that were processed through the Dorsey conflicts database system to determine whether any such entity was or is a client of Dorsey. To the extent a name on Schedule 1 resulted in a potential "hit" as a potentially current or past client or an adverse party to a client of Dorsey, such information is disclosed on Schedule 2 attached hereto.

8. Based upon my review of the potential "hits" identified on Schedule 2, Dorsey believes that it does not hold or represent an interest that is adverse to the Debtors' estates or the Committee or to the creditors the Committee represents, and that Dorsey is a "disinterested person" as defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code.

9. In addition to the foregoing, Dorsey may have performed services in the past and may perform services in the future, in matters unrelated to these Chapter 11 Cases, for affiliates of creditors, persons on Schedules 1 or 2, or other parties-in-interest in the Debtors' Chapter 11 Cases. As part of its customary practice, Dorsey is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be employed by

the Debtors, claimants, and parties-in-interest in these Chapter 11 Cases. Dorsey does not and will not perform services for any such person in connection with these Chapter 11 Cases, or have any relationship with any such person, their attorneys or accountants that through such relationship would knowingly be adverse to the Debtors or their estates.

10. Neither I nor any principal of or professional employed by Dorsey has agreed to share or will share any of the compensation to be received from the Debtors with any other person other than the principals and regular employees of Dorsey.

11. Subject to the Court's approval, Dorsey will charge for its services on an hourly basis in accordance with its ordinary and customary hourly rates for such matters in effect on the date services are rendered. These rates may change from time to time in accordance with Dorsey's established billing practices and procedures. Dorsey will maintain detailed, contemporaneous records of time and any actual and necessary expenses incurred in connection with the rendering of legal services described above by category and nature of the services rendered.

12. As of the date herein, Dorsey's current hourly billing rates for those lead professionals anticipated to work on these Chapter 11 Cases are:

<b>Professional Type (Partner/Associate/Paralegal)</b>	<b>Name of Professional</b>	<b>Hourly Rate</b>
Partner	Eric Lopez Schnabel	\$495
Associate	Robert W. Mallard	\$335

Dorsey will also utilize additional partners, associates, and other professionals and para-professionals to the extent necessary to perform the services required. Such other persons shall also charge for services in accordance with Dorsey's ordinary and customary hourly rates for such persons in effect on the date services are rendered. Dorsey will also seek reimbursement for its expenses, including reimbursement for the payment of certain third-party experts and

consultants, incurred while rendering the services pursuant to its ordinary and customary practices.

13. Dorsey hereby discloses that it has not received any payment for services to be rendered by Dorsey in connection with these Chapter 11 Cases. Except as provided herein, no promises have been received by Dorsey or any member or associate thereof as to compensation in connection with these Chapter 11 Cases other than in accordance with the provisions of the Bankruptcy Code.

14. The proposed employment of Dorsey is not prohibited by or improper under Rule 5002 of the Bankruptcy Rules. I am not related, and to the best of my knowledge, no attorney at the firm is related, to any United States Bankruptcy Judge or District Court Judge for the District of Delaware or to the United States Trustee for such district or any employee in the office thereof.

15. Dorsey is agreeable to representing the Committee in connection with legal services as set forth herein and in the Application, with compensation payable to Dorsey on an hourly basis, plus reimbursement for actual, necessary expenses and other charges incurred by Dorsey subject to the filing of appropriate fee applications.

**28 U.S.C. § 1746 DECLARATION**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 19, 2009.

/s/ Eric Lopez Schnabel  
Eric Lopez Schnabel

## SCHEDULE 1

ACN Holdings, LLC  
aka  
Musi-Cal, Audio Environments  
aka  
Osborn Sound & Communications of GA  
aka  
American Music/American Music Network  
aka  
Suncom Comm  
aka  
Business Sound  
aka  
Music Acquisition  
aka  
On Hold Communications  
American Society of Composers, Authors and Publishers (ASCAP)  
AT&T  
Audio Environments, Inc.  
Background Music Broadcasters, Inc.  
Banc of America Capital Investors, L.P.  
Bear Sterns & Co. Inc.  
Bear Sterns Corporate Lending, Inc.  
BI Acquisition, LLC  
BMG Film & Television Music  
Bosch Security Sys/Telex Com  
Broadcast Music, Inc. (BMI)  
Business Sound, Inc.  
Adrian L D Cameron  
CDW Direct LLC  
Corporate Trust and Loan Agency  
Daphne L Murray  
Daphne L. Clark  
Dish Network  
Dish Network, LLC  
DMX, Inc.  
Bronwein M Dukate  
Bronwen Mary DuKate  
Electro-Systems Corporation  
EMI Capital Records  
Extron Electronics  
Harry Fox Agency  
Installers Depot  
International Planned Music Association  
IWC Electric LLC

JPMorgan Chase Bank  
Mackenzie Laboratories, Inc.  
MCM Wireless  
MFC Global Investment Management (U.S.) LLC  
MLP Environmental Music LLC  
Monarch Alternative Capital LP  
Music Incorporated  
Muzak Capital Corporation  
Muzak Finance Corp.  
Muzak Holdings Finance Corp.  
Muzak Holdings LLC  
Muzak Houston, Inc.  
Muzak LLC  
Oce Imagistics International  
Rhino Entertainment  
SESAC Inc.  
Silver Point Capital Advisors, LLC  
Sony Music  
Telephone Audio Productions, Inc.  
The Bank of New York Mellon  
TW Telecom  
U.S. Bank National Association  
U.S. Bank, N.A.  
United Parcel Service  
Universal Music Enterprises  
Virgin Records  
Vortex Sound Communications Company, Inc.  
Warner Special Products  
Wells Fargo Bank, N.A.

**SCHEDULE 2**

<b><u>Party</u></b>	<b><u>Dorsey Relationship</u></b>
American Society of Composers, Authors and Publishers (ASCAP)	Adverse in closed unrelated matters.
AT&T	Adverse in open unrelated matters.
Banc of America Capital Investors, L.P.	Bank of America Capital Investors, L.P. is adverse in a closed unrelated matter.
Bear Sterns & Co. Inc.	Former client in closed unrelated matters. Financial advisor in open unrelated matters. Joint client in open unrelated matters. Adverse in open unrelated matter.
Bear Sterns Corporate Lending, Inc.	Adverse in closed unrelated matter.
Broadcast Music, Inc. (BMI)	Former client in closed unrelated matter.
DMX Music	Adverse in closed unrelated matter.
Echostar Communications d/b/a Dish Network	Former client in closed unrelated matter.
Extron Electronics	Former client in closed unrelated matter.
JPMorgan Chase Bank	Former client in closed unrelated matter. Adverse in open unrelated matter.
Mackenzie Laboratories, Inc.	Adverse in open unrelated matter.
Muzak LP	Former client in closed unrelated matters
Muzak, Inc.	Adverse in closed unrelated matters.
Rhino Entertainment Co.	Co-party in open and closed unrelated matters.
Silver Point Capital, L.P.	Adverse in closed unrelated matter.
Sony BMG Music Entertainment	Current client in open unrelated matters
Sony Music Entertainment Holdings	Current client in open unrelated matters.
The Bank of New York Mellon	Current client in open unrelated matter.
U.S. Bank National Association	Current client in various open and closed unrelated matters.

United Parcel Service	Adverse in open unrelated matter.
Universal Music Enterprises (part of Universal Music Group)	Various Universal Music Group subsidiaries are current clients in open unrelated matters.
Virgin Records	Adverse in closed unrelated matter
Wells Fargo Bank, N.A.	Current client in various open and closed unrelated matters.

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

**In re:**

**MUZAK HOLDINGS LLC, *et al.*,<sup>1</sup>**

**Debtors.**

Chapter 11

Case No. 09-10422 (KJC)

Jointly Administered

**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF  
DORSEY & WHITNEY (DELAWARE) LLP AS CO-COUNSEL  
FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
NUNC PRO TUNC TO FEBRUARY 23, 2009**

Upon the Application (the “Application”) of the Official Committee of Unsecured Creditors (the “Committee”) of Muzak Holdings LLC, *et al.* (the “Debtors”), for entry of an order authorizing the employment and retention of Dorsey & Whitney (Delaware) LLP (“Dorsey”) as co-counsel *nunc pro tunc* to February 23, 2009 pursuant to Sections 328(a), 504 and 1103(a) of Title 11 of the United States Code §§ 101 *et seq.* (the “Bankruptcy Code”), Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) 2014 and 2016; and upon the Declaration of Eric Lopez Schnabel in support thereof (the “Schnabel Declaration”); and it appearing that Dorsey represents no interest adverse to the Debtors’ estates, the Committee or creditors herein with respect to the matters for which Dorsey is to be engaged, that Dorsey being a disinterested person as that term is defined in Section 101(14) of the Bankruptcy Code, and the employment and retention of Dorsey being necessary and in the best interests of the Debtors’

---

<sup>1</sup> The Debtors in these chapter 11 cases, together with the last four digits of each Debtor’s federal tax identification, number, are: Muzak Holdings LLC (3730); Muzak Holdings Finance Corp. (3728); Muzak LLC (3729); Background Music Broadcasters, Inc. (3014); Muzak Capital Corporation (2302); MLP Environmental Music, LLC (6098); Business Sound, Inc. (9525); BI Acquisition, LLC (6049); Muzak Finance Corp. (7963); Electro-Systems Corporation (6059); Audio Environments, Inc. (4111); Telephone Audio Productions, Inc. (4894); Vortex Sound Communications Company, Inc. (3711); Muzak Houston, Inc. (9984); and Music Incorporated (3710). The location of the Debtors’ corporate headquarters and the service address for all the Debtors is: 3318 Lakemont Boulevard, Fort Mill, South Carolina 29708.

estates, and good and adequate notice of the Application having been given, and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, that the Application is APPROVED and GRANTED; and it is further

ORDERED, that pursuant to Sections 327, 328(a) and 1103(a) of the Bankruptcy Code and Bankruptcy Rule 2014(a), the Committee is hereby authorized and empowered to employ and retain Dorsey, as its Co-Counsel effective *nunc pro tunc* to February 23, 2009, on the terms and conditions set forth in the Application and the Schnabel Declaration; and it is further

ORDERED, that compensation and reimbursement of expenses to be paid to Dorsey shall be paid as an administrative expense of the Debtors' estates in such amounts as shall be allowed and determined upon appropriate application to the Court pursuant to Sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, the United States Trustee Guidelines for fees and all orders and such other procedures as may be fixed by this Court.

Dated: Wilmington, Delaware  
April \_\_, 2009

---

Honorable Kevin J. Carey, Chief Judge  
UNITED STATES BANKRUPTCY COURT