

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

MUZAK HOLDINGS LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 09-10422 (KJC)

Jointly Administered

Objection Deadline: June 15, 2009 at 4:00 p.m.
Hearing Date: Only if Objections are Timely Filed.

NOTICE OF MOTION

PLEASE TAKE NOTICE, that on May 22, 2009, the Official Committee of Unsecured Creditors (the “Committee”) filed the following Applications for Compensation (the “Applications”). The Applications are submitted pursuant to the Amended Order Authorizing the Debtors to Establish Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Statutory Committee Members (Docket No. 252).

1. *Second Monthly Fee Application of Akin Gump Strauss Hauer & Feld LLP Co-Counsel for The Official Committee Of Unsecured Creditors, for Interim Allowance of Compensation and for the Reimbursement of Expenses for Services Rendered During the Period From April 1, 2009 Through April 30, 2009.*

2. *Second Monthly Application of FTI Consulting, Inc. for Allowance of Compensation for Services Rendered and Reimbursement of Expenses as Financial Advisors to the Official Committee Of Unsecured Creditors for the Period from April 1, 2009 Through April 30, 2009.*

PLEASE ALSO TAKE NOTICE, that you are required to file a response to the Applications on or before June 15, 2009 at 4:00 p.m. At the same time, you must also serve a copy of the response upon the following:

¹ 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.

Michael F. Zendan, II, Esq. Muzak Holdings LLC 3318 Lakemont Blvd. Fort Mill, South Carolina 29708,	Joshua A. Sussberg Kirkland & Ellis LLP 153 East 53 rd Street New York, New York, 10022
Domenic Pacitti Michael Yurkewicz Klehr, Harrison, Harvey, Branzburg & Ellers LLP 919 Market Street, Suite 1000, Wilmington, Delaware 19801,	James R. Savin, Esq. David M. Dunn, Esq. Akin Gump Strauss Hauer & Feld LLP Robert S. Strauss Building 1333 New Hampshire Avenue, N.W. Washington, DC 20036-1564
Eric Lopez Schnabel, Esq. Robert W. Mallard, Esq. DORSEY & WHITNEY (DELAWARE) LLP 1105 North Market Street, Suite 1600 Wilmington, DE 19801	David Klauder Office of the United States Trustee 844 King Street, Suite 2207 Lockbox 35 Wilmington, DE 19801
Andrew J. Gallo Bingham McCutchen LLP One Federal Street Boston, MA 02110-1726	

PLEASE ALSO TAKE NOTICE, THAT IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF DEMANDED BY THE APPLICATIONS WITHOUT FURTHER NOTICE OR HEARING.

Dated: May 22, 2009

By: /s/ Robert W. Mallard
Robert W. Mallard (No. 4279)
DORSEY & WHITNEY (DELAWARE) LLP
1105 North Market Street; Suite 1600
Wilmington, DE 19801