

Prior Monthly Fee Applications:

Application		Requested		Approved	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
April 24, 2009	February 23, 2009 – March 31, 2009	\$17,942.50	\$145.00	\$14,354.00 ² (80% of \$17,942.50)	\$145.00

² The Debtors inadvertently paid 100% of Dorsey’s fees requested in the First Monthly Application. At the Debtors’ request, Dorsey is holding the overpayment in a client escrow account and will either return the overpayment to the Debtors or apply it to the fees requested in this Application when the Application is approved pursuant to the interim compensation procedures approved by this Court.

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

In re:

MUZAK HOLDINGS LLC, *et al.*,³

Debtors.

Chapter 11

Case No. 09-10422 (KJC)

Jointly Administered

Objection Deadline: June 17, 2009 at 4:00 p.m.
Hearing Date: Only if Objections are Timely Filed.

**SECOND MONTHLY FEE APPLICATION OF DORSEY & WHITNEY (DELAWARE)
LLP, AS CO-COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR
THE PERIOD APRIL 1, 2009 THROUGH APRIL 30, 2009**

Dorsey & Whitney (Delaware) LLP, (“Dorsey” or the “Firm”), co-counsel to the Official Committee of Unsecured Creditors (the “Committee”), hereby submits this Second Monthly Fee Application of Dorsey & Whitney (Delaware) LLP, as Co-Counsel to the Official Committee of Unsecured Creditors, for Compensation and Reimbursement of Expenses for the Period April 1, 2009, through April 30, 2009 (the “Second Monthly Application”). In support hereof, Dorsey respectfully represents as follows:

INTRODUCTION

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

³ 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. 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.

BACKGROUND

3. On April 24, 2009, the Court entered 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] (the “Administrative Order”) authorizing estate professionals and statutory committee members (the “Professionals”) to submit monthly applications for interim compensation and reimbursement for expenses, pursuant to the procedures specified therein.

4. On February 23, 2009, the Office of the United States Trustee for the District of Delaware appointed the seven-member Committee. See Docket No. 78. By order of the Court entered on April 16, 2009, the Committee retained Dorsey *nunc pro tunc* to February 23, 2009, as co-counsel to the Committee (the “Retention Order”) [Docket No. 240].

5. The Retention Order authorized the payment of Dorsey’s fees on an hourly basis and the reimbursement of Dorsey’s actual and necessary out-of-pocket expenses as administrative expenses of the Debtors’ estates.

APPLICATION FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES

6. Subject to Court approval, Dorsey seeks payment for compensation on an hourly basis, plus reimbursement of actual, necessary expenses incurred by Dorsey during April 1, 2009 through April 30, 2009 (the “Application Period”). The rates charged by Dorsey in this case do not differ from the rates charged to Dorsey’s non-bankruptcy clients.

7. A summary of the hours spent, the names of each professional and paraprofessional rendering services to the Committee during the Application Period, the regular customary billing rates and the total value of time incurred by each of the Dorsey attorneys rendering services to the Committee is attached hereto as Exhibit A. A summary of the computer generated time entries reflecting the time recorded for these services, organized in project billing categories pursuant to Rule 2016-2(c)(ii) of the Local Rules for the United States Bankruptcy Court for the District of Delaware (the “Local Rules”) is attached hereto as Exhibit B. A summary statement of expenses incurred by Dorsey during the Application Period is attached hereto as Exhibit C. All time entries and requested expenses are in compliance with Local Rule 2016-2.⁴

8. Pursuant to the Administrative Order, Dorsey and other professionals retained in this case are authorized to file and to serve upon the Notice Parties identified in the Administrative Order monthly fee applications (a “Monthly Fee Application”), pursuant to section 331 of the Bankruptcy Code, for interim approval and allowance of compensation for services rendered and reimbursement of expenses incurred during the immediately preceding month (the “Compensation Period”). Pursuant to the Administrative Order, each Notice Party will have twenty (20) days after service of a Monthly Fee Application to object thereto (the “Objection Deadline”). Upon expiration of the Objection Deadline, the Professional may file a certificate of no objection with the Court after which the Debtors are authorized and directed to pay each professional an amount (the “Actual Monthly Payment”) equal to the lesser of (i) 80 percent (80%) of the fees and 100 percent (100%) of the expenses requested in the Monthly Fee Application (the “Maximum Monthly Payment”) and (ii) 80 percent (80%) of the fees and 100

⁴ Dorsey has also attempted to ensure that this Application complies with the Guidelines. To the extent the Guidelines conflict with local rules, in particular, Local Rule 2016-2, Dorsey has chosen to comply with such local rule. Dorsey will supplement this Application with additional detail or information upon request.

percent (100%) of the expenses requested in the applicable Monthly Fee Application that are not subject to an objection pursuant to subparagraph (c) of the Administrative Order.

9. In accordance with the Administrative Order, Dorsey has filed and served the Notice Parties identified in the Administrative Order this Second Monthly Application with respect to fees and expenses incurred during the Application Period; to wit, fees in the amount of \$12,991.50, and expenses in the amount of \$2,801.36 for the period commencing April 1, 2009, and ending April 30, 2009.

10. All services and costs for which compensation is requested by Dorsey in this Second Monthly Application were reasonable and necessary, and were performed for and on behalf of the Committee during the Application Period.

PRIOR MONTHLY FEE APPLICATIONS

11. Pursuant to the Administrative Order, on April 24, 2009, Dorsey filed its First Monthly Fee Application of Dorsey & Whitney (Delaware) LLP, as Co-Counsel to the Official Committee of Unsecured Creditors, for Compensation and Reimbursement of Expenses for the Period February 23, 2009, through March 31, 2009 (the "First Monthly Application") [Docket No. 254]. Through the First Monthly Application, Dorsey sought interim allowance of compensation in the amount of \$14,354.00 (80% of \$17,942.50) and reimbursement of expenses in the amount of \$145.00 for services rendered during the period of February 23, 2009 through and including March 31, 2009. On May 15, 2009, Dorsey filed a certificate of no objection with respect to the First Monthly Application [Docket No. 293].

SUMMARY OF SERVICES RENDERED

12. All of the professional services that Dorsey rendered to the Committee during the Application Period are set forth in detail in Exhibit D, segregated according to project billing categories.

REIMBURSEMENT OF EXPENSES

13. During the Application Period, Dorsey incurred certain necessary expenses in rendering legal services to the Committee as summarized in Exhibit C and set forth in more detail in Exhibit D, segregated according to project billing categories.

14. Dorsey seeks reimbursement for its reasonable, necessary and actual expenses incurred during the Application Period in the total amount of \$2,801.36.

COMPENSATION REQUESTED

15. Dorsey expended 33.70 hours during the Application Period in furtherance of its efforts on behalf of the Committee. Dorsey requests allowance of compensation in the amount of \$12,911.50, for legal services rendered during the Application Period at a blended hourly rate of \$383.13.

16. None of the requested fees and expenses detailed herein have been paid.

LEGAL STANDARD

17. Section 331 of the Bankruptcy Code permits professionals employed pursuant to Bankruptcy Court order to apply for interim compensation under the standards set forth in Section 330. Section 330(a)(1)(A) and (B) of the Bankruptcy Code allows the payment of:

- (A) reasonable compensation for actual, necessary services rendered by the trustee, examiner, professional person, or attorney and by any paraprofessional person employed by any such person; and
- (B) reimbursement for actual, necessary expenses.

11 U.S.C. § 330(a)(1)(A) and (B). Reasonableness of compensation is determined by the “market-driven approach” which considers the nature, extent and value of the services provided by the professional and the cost of comparable services in nonbankruptcy contexts. See Zolfo Cooper & Co., v. Sunbeam-Oster Co., 50 F.3d 253, 258 (3d Cir. 1995); In re Busy Beaver

Building Ctr., Inc., 19 F.3d 833, 849 (3d Cir. 1994). Thus, “the baseline rule is for firms to receive their customary rates.” Zolfo Cooper, 50 F.3d at 259.

18. In accordance with its practice in nonbankruptcy matters, Dorsey has calculated its compensation requested in this Second Monthly Application by applying its standard hourly rates. Dorsey’s calculation is based upon hourly rates that are well within the range of rates that are charged by comparable firms in other large bankruptcy cases. Accordingly, Dorsey’s rates should be determined to be reasonable under section 330 of the Bankruptcy Code.

19. Dorsey’s fees during the Application Period are also reasonable under the prevailing legal standard and should be allowed. The amount of Dorsey’s fees is not unusual given the complexity and size of the Debtors’ Chapter 11 cases and Dorsey’s fees are commensurate with fees that other attorneys of comparable experience and expertise have charged and been awarded in similar Chapter 11 cases. It is submitted that Dorsey provided substantial benefit to the unsecured creditors and these estates, in addition to assisting the Committee and its members in participating in these proceedings and satisfying their fiduciary duties. Indeed, bankruptcy courts have recognized that it is imperative that the Committee be represented by competent and diligent counsel, because chapter 11 is a difficult and arcane process, filled with traps for the unwary and committee members cannot hope to fulfill their fiduciary duties without proper representation. *See In re Standard Steel*, 200 B.R. 511, 513 (Bankr. S.D.N.Y. 1996). Accordingly, Dorsey’s fees are reasonable pursuant to section 330 of the Bankruptcy Code.

20. Section 330(a)(1)(B) of the Bankruptcy Code permits reimbursement for actual, necessary expenses. Dorsey’s legal services and expenses incurred during the

Application Period are set forth in this Second Monthly Application and constitute only those necessary expenses that were incurred for the benefit of unsecured creditors and the Debtors' estates. Dorsey has properly requested reimbursement only of actual, necessary and appropriate legal expenses.

21. No agreement or understanding exists between Dorsey and any third person for the sharing or division of compensation. All of the services for which compensation is requested in this Second Monthly Application were rendered at the request of and solely on behalf of the Committee.

22. Pursuant to the standards set forth in sections 330 and 331 of the Bankruptcy Code, Dorsey submits that the compensation requested is for actual and necessary services and expenses, and is reasonable, based upon the nature, extent and value of such services, the time spent thereon, and the costs of comparable services in a case under the Bankruptcy Code. The time records annexed to this Second Monthly Application constitute only a general statement of the services rendered and time expended without description of the challenges and constraints under which Dorsey actually rendered these services. The challenge of these cases were attended to and managed by Dorsey at all levels, promptly and expertly. Dorsey submits, therefore, that its fees and expenses were actual, necessary, reasonable, and justified, and should be allowed in full.

NOTICE

23. No trustee or examiner has been appointed in these Chapter 11 cases. Notice of this Second Monthly Application has been given to: (i) the Debtors, Muzak Holdings LLC, 3318 Lakemont Blvd., Fort Mill, South Carolina 29708, Attn.: Michael F. Zendan, II, Esq.; (ii) counsel for the Debtors, Kirkland & Ellis LLP, 153 East 53rd Street, New York, New York, 10022, Attn.: Joshua A. Sussberg; (iii) co-counsel for the Debtors, Klehr, Harrison, Harvey,

Branzburg & Ellers LLP, 919 Market Street, Suite 1000, Wilmington, Delaware 19801, Attn.: Domenic Pacitti and Michael Yurkewicz; (iv) the Office of the United States Trustee for the District of Delaware, Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn.: David Klauder; (v) counsel to the statutory committee of unsecured creditors, Akin Gump Strauss Hauer & Feld LLP, Robert S. Strauss Building, 1333 New Hampshire Avenue, N.W., Washington, D.C. 20036-1564, Attn.: David M. Dunn; and (vi) counsel to the *ad hoc* group of term loan lenders, Bingham McCutchen LLP, One Federal Street, Boston, MA 02110-1726, Attn.: Andrew J. Gallo. In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is required.

NO PRIOR REQUEST

24. No prior request for the relief sought in this Second Monthly Application has been made to this or any other court.

25. WHEREFORE, Dorsey respectfully requests that the Court: (i) grant the Second Monthly Application; and (ii) grant such further relief as may be appropriate.

Dated: May 28, 2009

DORSEY & WHITNEY (DELAWARE) LLP

/s/ Eric Lopez Schnabel
Eric Lopez Schnabel (DE Bar No. 3672)
Robert W. Mallard (DE Bar No. 4279)
DORSEY & WHITNEY (DELAWARE) LLP
1105 North Market Street (16th Floor)
Wilmington, Delaware 19801
Telephone: (302) 425-7162
Facsimile: (302) 335-0830
E-mail: schnabel.eric@dorsey.com

Co-Counsel for the Official Committee of
Unsecured Creditors

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

In re:

MUZAK HOLDINGS LLC, *et al.*,⁵

Debtors.

Chapter 11

Case No. 09-10422 (KJC)

Jointly Administered

CERTIFICATION

1. Eric Lopez Schnabel, an attorney admitted to practice before the courts of the State of Delaware, certifies that:

2. I am a partner of Dorsey & Whitney (Delaware) LLP (“Dorsey”). Dorsey was retained by the Official Committee of Unsecured Creditors of the above-captioned debtors and debtors-in-possession as co-counsel pursuant to an order of this Court. This certification is made in support of the Second Monthly Fee Application of Dorsey & Whitney LLP, Co-Counsel to the Official Committee of Unsecured Creditors for the Period April 1, 2009 through April 30, 2009 (the “Second Monthly Application”) for compensation and reimbursement of expenses, and is made in compliance with Local Rule 2016-2 of this Court, setting forth the Contents of Application for Compensation and Expenses (the “Guidelines”).

⁵ 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.

3. I have read the Second Monthly Application and I certify that the Second Monthly Application substantially complies with the Guidelines.

Dated: May 28, 2009

DORSEY & WHITNEY (DELAWARE) LLP

/s/ Eric Lopez Schnabel

Eric Lopez Schnabel (DE Bar No. 3672)
DORSEY & WHITNEY (DELAWARE) LLP
1105 North Market Street (16th Floor)
Wilmington, Delaware 19801
Telephone: (302) 425-7162
Facsimile: (302) 335-0830
E-mail: schnabel.eric@dorsey.com

Co-Counsel to the Committee

EXHIBIT A

EXHIBIT A – TIMEKEEPER SUMMARY

April 1, 2009 Through and Including April 30, 2009

<u>Name of Professional Individual</u>	<u>Position with Dorsey and Year of Obtaining License(s) To Practice</u>	<u>Hourly Billing Rate</u>	<u>Total Billed Hours</u>	<u>Total Compensation</u>
Eric Lopez Schnabel	Partner; admitted DE 1998, PA 2000, NJ 2000	\$495.00	10.70	\$5,296.50
Robert W. Mallard	Associate; admitted DE 2002	\$335.00	20.00	\$6,700.00
Scott A. Cummings	Associate; admitted VA 2005, DC 2006, UT 2007	\$305.00	3.00	\$915.00
Grand Totals:			33.70	\$12,911.50
Blended Rate: \$383.13				

EXHIBIT B

EXHIBIT B – PROJECT SUMMARY

April 1, 2009 Through and Including April 30, 2009

PROJECT BILLING CATEGORY	HOURS	VALUE
Business Operations	1.4	\$581.00
Case Administration	10.5	\$3,613.50
Claims Administration and Objections	0.2	\$99.00
Fee/Employment Applications	15.0	\$5,575.00
Financing	0.8	\$396.00
Meeting of Creditors	3.3	\$1,601.50
Plan and Disclosure Statement	2.5	\$1,045.50
TOTAL COMPENSATION	33.7	\$12,911.50

TOTAL HOURS:	33.7
BLENDED RATE:	\$383.13
TOTAL COMPENSATION:	\$12,911.50
TOTAL EXPENSES INCURRED:	\$2,801.36
TOTAL	\$15,712.86

EXHIBIT C

EXHIBIT C - EXPENSE SUMMARY

April 1, 2009 Through and Including April 30, 2009¹

EXPENSE BILLING CATEGORY	VALUE
PACER Charges	\$58.56
Business Meals – Breakfast for E. Schnabel, D. Dunn and J. Savin to discuss business 3/12/09	\$69.00
IKON Office Solutions – Mail out for Bankruptcy including envelopes 03/17/09	\$969.08
IKON Office Solutions – Mail out for Bankruptcy including envelopes 03/20/09	\$1,568.80
IKON Office Solutions – Mail out for Bankruptcy including envelopes 02/27/09	\$135.92
TOTAL	\$2,801.36

¹ Due to a lag in the billing cycle certain expenses incurred prior to this Application Period were not received by Dorsey until this Application Period .

EXHIBIT D

EXHIBIT D - INVOICES

(See attached.)



DELAWARE OFFICE
302-425-7171

(Tax Identification No. 20-5240826)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Muzak Holdings Official Comm Unsecured Creditors
c/o Eric Lopez Schnabel
Dorsey & Whitney (Delaware) LLP
1105 N. Market Street
Wilmington DE 19801

May 27, 2009
Invoice No. 1577751

Client-Matter No.: 486379-00001
Delaware Counsel Representation

For Legal Services Rendered Through April 30, 2009

INVOICE TOTAL

Total For Current Legal Fees	\$12,911.50
Total For Current Disbursements and Service Charges	\$2,801.36
Total For Current Invoice	\$15,712.86

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:
Dorsey & Whitney (Delaware) LLP
1105 North Market St
Wilmington, DE 19801

Wire Instructions:
Wilmington Trust
1100 North Market St
Wilmington, DE 19890

ABA Routing Number: 031100092
Account Number: 2943-0381

Please make reference to the invoice number

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE



DELAWARE OFFICE
302-425-7171

(Tax Identification No. 20-5240826)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Muzak Holdings Official Comm Unsecured Creditors
c/o Eric Lopez Schnabel
Dorsey & Whitney (Delaware) LLP
1105 N. Market Street
Wilmington DE 19801

May 27, 2009
Invoice No. 1577751

Client-Matter No: 486379-00001

Delaware Counsel Representation

For Legal Services Rendered Through April 30, 2009

BUSINESS OPERATIONS

04/06/09	E. Schnabel	Review e-mails from Debtors regarding critical vendor payments	0.20	99.00
04/13/09	R. Mallard	Review Critical Vendor Claims Payment Summary for the period from February 10, 2009 through March 31, 2009	0.40	134.00
04/21/09	R. Mallard	Review debtors' lien claim notices provide by D. Dunn	0.30	100.50
04/21/09	E. Schnabel	Review lien correspondence from debtors	0.10	49.50
04/24/09	E. Schnabel	Review lien claim notice from debtors	0.10	49.50
04/29/09	E. Schnabel	Review motion to assume ASCAP contract	0.30	148.50

BUSINESS OPERATIONS 581.00

CASE ADMINISTRATION

04/01/09	R. Mallard	Review docket and filed pleadings to create list of pleadings to be heard at upcoming hearings for E. Schnabel (1.5); multiple emails with E. Schnabel regarding	2.00	670.00
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ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE

Muzak Holdings Official Comm Unsecured Creditor
 Client-Matter No.: 486379-00001
 Invoice No.: 1577751

May 27, 2009
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CASE ADMINISTRATION

case status and information for upcoming hearings (.5);

04/01/09	E. Schnabel	E-mails with R. Mallard regarding April 15 hearing and items on agenda	0.20	99.00
04/07/09	R. Mallard	Multiple emails regarding creditor inquiries	0.20	67.00
04/14/09	R. Mallard	Review amended notice of agenda regarding committee retention application issues (.2); review Declaration of Disinterestedness of Christopher Williams, Fern Templet, LLC (.2); review Declaration of Disinterestedness of Coe W. Ramsey, Brooks Pierce McLendon Humphrey & Leonard LLP (.2)	0.60	201.00
04/14/09	R. Mallard	Review rule 2019 Statement /Joint Verified Statement of Bingham McCutchen LLP and Reed Smith LLP	0.20	67.00
04/15/09	R. Mallard	Emails with D. Dunn regarding hearing and preparing hearing binder; prepare hearing binder; office conference with E. Schnabel regarding hearing issues	1.20	402.00
04/15/09	R. Mallard	Review Order Granting Motion for Admission pro hac vice of Paul Shalhoub (.2); review Order Granting Motion for Admission pro hac vice of Sarah Seewer (.2); emails with E. Schnabel and D. Dunn regarding 341 meeting issues (.2)	0.60	201.00
04/15/09	E. Schnabel	Telephone conference with D. Dunn regarding hearing (.2); telephone conference with Debtors regarding change of time for hearing (.1); telephone conference with Chambers regarding hearing time (.1)	0.40	198.00
04/16/09	R. Mallard	Review Request for Service of Notices filed by Recovery Management Systems	1.30	435.50

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE

Muzak Holdings Official Comm Unsecured Creditor
 Client-Matter No.: 486379-00001
 Invoice No.: 1577751

May 27, 2009
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CASE ADMINISTRATION

Corp (.2); review entered Order Authorizing the Debtors to Implement the Muzak Key Employee Incentive Plan (.2); review entered Order Authorizing the Retention and Employment of Dorsey & Whitney (Delaware) LLP as Co-Counsel for the Official Committee of Unsecured Creditors (.1); review entered Order Authorizing the Official Committee of Unsecured Creditors of Muzak Holdings LLC, et al., to Retain and Employ Akin Gump Strauss Hauer & Feld LLP as Co-Counsel (.1); review entered Order Authorizing Retention of FTI Consulting, Inc. as Financial Advisor for the Official Committee of Unsecured Creditors (.1); review entered Order Granting Motion of the Official Committee of Unsecured Creditors for Entry of an Order Regarding Creditor Access to Information and Retention of a Website Administration Agent (.1); review Order Authorizing the Employment and Retention of PricewaterhouseCoopers LLP as Auditors and Tax Advisors (.1)

04/20/09	R. Mallard	Review debtors' milestone letter provided by D. Dunn (.3); review order granting motion to file schedules under seal (.2); review Certification of Counsel Relating to Interim Compensation Procedures (.2);	0.70	234.50
04/21/09	R. Mallard	Emails with R. Harris regarding procedure for submission of amended orders (.2); review local rules and draft reply email to R. Harris (.3)	0.50	167.50
04/22/09	R. Mallard	Emails with R. Harris regarding certification of counsel for interim compensation procedures	0.20	67.00

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE

Muzak Holdings Official Comm Unsecured Creditor
 Client-Matter No.: 486379-00001
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May 27, 2009
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CASE ADMINISTRATION

04/24/09	R. Mallard	Review of Declaration of Disinterestedness of David Shankman of Shankman, Leone & Westerman, P.A. (.2); review of entered Amended Order Authorizing the Debtors to Establish Procedures for Interim Compensation (.4); forward entered compensation order to S. Cummings (.10); review of Notice of Appearance and Request for Notices Filed by Tennessee Department of Revenue (.2)	0.90	301.50
04/29/09	R. Mallard	Review of motion to assume certain contracts with ASCAP (American Society of Composers, Authors and Publishers) (.3); draft summary email to E. Schnabel (.20) review motion to enlarge time to remove civil actions (.3); draft summary email to E. Schnabel (.2)	1.00	335.00
04/30/09	R. Mallard	Review of summary and recommendations regarding motions set for the 5/13/2009 hearing received from D. Dunn (.40); review follow up emails from J. Savin (.1)	0.50	167.50

CASE ADMINISTRATION **3,613.50**

CLAIMS ADMINISTRATION AND OBJECTIONS

04/29/09	E. Schnabel	Review bar date motion	0.20	99.00
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CLAIMS ADMINISTRATION AND OBJECTIONS **99.00**

FEE/EMPLOYMENT APPLICATIONS

04/03/09	R. Mallard	Review summary of Pricewaterhousecooper s retention application provided by D. Dunn to	0.20	67.00
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Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE

Muzak Holdings Official Comm Unsecured Creditor
 Client-Matter No.: 486379-00001
 Invoice No.: 1577751

May 27, 2009
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**FEE/EMPLOYMENT
 APPLICATIONS**

committee

04/03/09	E. Schnabel	Review memorandum regarding PWC retention (.3); e-mails with Committee regarding retention (.1)	0.40	198.00
04/13/09	R. Mallard	Emails from D. Dunn regarding committees' professional retention application certificates of no objection; draft (.2); file and serve committee Professionals' retention application certificates of no objection (1.0); review multiple emails with committee regarding fee auditor proposals (.3); multiple emails regarding blacklines of retention orders issues (.20)	1.50	502.50
04/14/09	R. Mallard	Emails with D. Dunn regarding revised retention orders for FTI and Garden City Group (.3); emails with debtors' local counsel regarding amending notice of agenda (.2); emails with and forward copy of Dorsey & Whitney proposed retention order to R. Harris (.2)	0.70	234.50
04/14/09	E. Schnabel	Review and revise detail on first fee application	1.50	742.50
04/21/09	E. Schnabel	E-mails with Akin regarding fee applications and order	0.30	148.50
04/23/09	S. Cummings	Discussion with E. Schnabel regarding preparation of monthly fee statement	0.10	30.50
04/23/09	R. Mallard	Emails with R. Ozols regarding Akin Gump and FTI fee applications (.2); office conference with E. Schnabel and S. Cummings regarding drafting Dorsey fee application (.3)	0.50	167.50
04/23/09	E. Schnabel	Telephone conference with S. Cummings regarding first fee application (.2); review	0.60	297.00

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE

Muzak Holdings Official Comm Unsecured Creditor
 Client-Matter No.: 486379-00001
 Invoice No.: 1577751

May 27, 2009
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**FEE/EMPLOYMENT
 APPLICATIONS**

and revise first fee application (.4)

04/24/09	S. Cummings	Preparation of monthly fee application and exhibits; review of order governing payment procedures; discussion with E. Schnabel regarding preparation of application	2.90	884.50
04/24/09	R. Mallard	Review and edit draft R. Mallard time entries for first monthly fee application (.3); emails with S. Cummings regarding issues with drafting Dorsey first monthly fee application (.20)	0.50	167.50
04/24/09	R. Mallard	Review and edit draft Dorsey first monthly fee application (.5); prepare Dorsey fee application for filing (.40); emails with R. Ozols regarding draft Akin Gump and FTI fee applications (.2); review and prepare Akin Gump first monthly fee application for filing (.5); review and prepare FTI first monthly fee application for filing (.5); draft notice of filing of committees' professionals' first monthly fee applications (.3); draft certificate of service (.2); efile Dorsey first monthly fee application (.4); efile Akin first monthly fee application (.4); efile FTI first monthly fee application (.4); efile notice and certificate of service (.3); serve fee applications (.4)	4.60	1,541.00
04/24/09	E. Schnabel	Review and revise first fee application (1.0); telephone conference with S. Cummings regarding revisions to fee application (.2)	1.20	594.00

**FEE/EMPLOYMENT
 APPLICATIONS**

5,575.00

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE

Muzak Holdings Official Comm Unsecured Creditor
 Client-Matter No.: 486379-00001
 Invoice No.: 1577751

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FINANCING

04/02/09	E. Schnabel	Telephone conference with D. Dunn regarding investigation and status of case	0.30	148.50
04/03/09	E. Schnabel	Review documents regarding investigation (.4); e-mails with D. Dunn regarding investigation (.1)	0.50	247.50

FINANCING

396.00

MEETINGS OF CREDITORS

04/07/09	E. Schnabel	E-mails with J. Savin regarding creditor calls	0.10	49.50
04/13/09	E. Schnabel	Numerous e-mails with committee and Akin regarding fee auditor (.5); review and revise correspondence regarding fee auditor (.5)	1.00	495.00
04/15/09	R. Mallard	Review Minute Sheet 341 Meeting Held On April 15, 2009	0.20	67.00
04/17/09	E. Schnabel	Attend committee telephone meeting regarding status of case and other issues	1.80	891.00
04/17/09	E. Schnabel	E-mails with Debtors and D. Dunn regarding 341 meeting	0.20	99.00

MEETINGS OF CREDITORS

1,601.50

PLAN AND DISCLOSURE STATEMENT

04/03/09	R. Mallard	Review of One Equity Partners Proposal and summary provided by D. Dunn	0.20	67.00
04/06/09	E. Schnabel	Review e-mails and attachments regarding plan proposal	0.40	198.00
04/10/09	E. Schnabel	Review e-mails and attachments regarding plan proposal	0.30	148.50
04/13/09	R. Mallard	Review of non-Silver Point holders plan	0.50	167.50

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**PLAN AND DISCLOSURE
 STATEMENT**

term sheet

04/13/09	R. Mallard	Review of Silver Point plan term sheet proposal	0.50	167.50
04/17/09	E. Schnabel	Review report on financial analysis and plan scenarios	0.50	247.50
04/20/09	E. Schnabel	Review correspondence regarding milestone extensions	0.10	49.50

PLAN AND DISCLOSURE STATEMENT **1,045.50**

Total for Legal Fees **\$12,911.50**

Disbursements and Service Charges

Pacer Charges	58.56
Business Meals - Breakfast for E. Schnabel, D. Dunn and J, Savin to discuss business 03/12/09	69.00
IKON Office Solutions - Mail out for Bankruptcy including envelopes 03/17/09	969.08
IKON Office Solutions - Mail out for Bankruptcy including envelopes 03/20/09	1,568.80
IKON Office Solutions - Mail out for Bankruptcy including envelopes 02/27/09	135.92

Total for Disbursements and Service Charges **\$2,801.36**

Total This Invoice **\$15,712.86**

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

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Timekeeper Summary

Timekeeper	Hours	Billed Rate	Amount
S. Cummings	3.00	305.00	915.00
R. Mallard	20.00	335.00	6,700.00
E. Schnabel	10.70	495.00	5,296.50
Total all Timekeepers	33.70		12,911.50

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE

**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 17, 2009 at 4:00 p.m.
Hearing Date: Only if Objections are Timely Filed.

NOTICE OF MOTION

PLEASE TAKE NOTICE, that on May 28, 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).

Second Monthly Fee Application Dorsey & Whitney (Delaware) LLP, as Co-Counsel to The Official Committee Of Unsecured Creditors, for Compensation and Reimbursement of Expenses for the Period 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 17, 2009 at 4:00 p.m. At the same time, you must also serve a copy of the response upon the following:

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	James R. Savin, Esq. David M. Dunn, Esq. Akin Gump Strauss Hauer & Feld LLP

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.

LLP 919 Market Street, Suite 1000, Wilmington, Delaware 19801,	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 28, 2009

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

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

In re:

MUZAK HOLDINGS LLC, *et al.*,

Debtors.

Chapter 11

Case No. 09-10422 (KJC)

Jointly Administered

CERTIFICATE OF SERVICE

I, Robert W. Mallard, Esq., hereby certify that on the 28th of May, 2009, I caused the following documents to be served on the parties on the attached service list via first class mail.

1. *Second Monthly Fee Application of Dorsey & Whitney (Delaware) LLP, as Co-Counsel to The Official Committee Of Unsecured Creditors, for Compensation and Reimbursement of Expenses for the Period April 1, 2009 Through April 30, 2009*

4. *Notice of Motion.*

Dated: May 28, 2009

By: /s/ Robert W. Mallard
Robert W. Mallard (No. 3672)
DORSEY & WHITNEY (DELAWARE) LLP
1105 North Market Street; Suite 1600
Wilmington, DE 19801

Service List

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
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