

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

In re:)	
)	Chapter 11 Cases
MUZAK HOLDINGS LLC, <u>et al.</u> , ¹)	Case No. 09-10422 (KJC)
)	Jointly Administered
Debtors.)	

**NOTICE OF INTERIM FEE APPLICATION REQUEST OF
AKIN GUMP STRAUSS HAUER & FELD LLP, COUNSEL
FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
FOR INTERIM ALLOWANCE OF COMPENSATION AND
FOR REIMBURSEMENT OF EXPENSES FOR SERVICES
RENDERED DURING THE PERIOD FROM
FEBRUARY 20, 2009 THROUGH MAY 31, 2009**

Name of Applicant: Akin Gump Strauss Hauer & Feld LLP

Authorized to Provide
Professional Services to: Official Committee of Unsecured Creditors

Date of Retention: April 15, 2009 (nunc pro tunc to February 20, 2009)

Period for which Compensation
and Reimbursement is sought: February 20, 2009 through May 31, 2009

Amount of Compensation sought as
actual, reasonable, and necessary: \$1,294,447.75

Amount of Expense Reimbursement sought
as actual, reasonable, and necessary: \$26,418.23

This is Akin Gump's first interim fee application request (the "First Interim Fee Application Request").²

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.

² Notice of this First Interim Fee Application Request (and supporting documentation) will be provided to the Fee Review Committee pursuant to the Court's Order Establishing a Fee Review Committee and Approving Protocols Related Thereto (Docket No. 346).

**CUMULATIVE SUMMARY OF MONTHLY APPLICATIONS OF
AKIN GUMP STRAUSS HAUER & FELD LLP FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS COUNSEL FOR THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM
FEBRUARY 20, 2009 THROUGH MAY 31, 2009**

Fee Application Filing Date; Docket No.	Total Fees Requested	Total Expenses Requested	Certification of No Objection Filing Date; Docket No.	Amount of Fee Paid (80%)	Amount of Expenses Paid (100%)	Amount of Holdback Fees Sought
04/24/09 255	\$557,797.25	\$11,593.64	05/15/09 294	\$446,237.80	\$11,593.64	\$111,559.45
05/22/09 298	\$472,621.00	\$6,470.30	06/16/09 343	\$378,096.80	\$6,470.30	\$ 94,524.20
06/22/09 364	\$264,029.50	\$8,354.29	07/14/09 388	\$211,223.60	\$8,354.20	\$ 52,805.90
Total	\$1,294,447.75	\$26,418.23		\$1,035,558.20	\$26,418.23	\$258,889.55

PLEASE TAKE NOTICE that, pursuant to the Court's Amended Order Authorizing the Debtors to Establish Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Statutory Committee Members, dated April 24 (Docket No. 252) (the "Interim Compensation Order"), objections, if any, to the First Interim Fee Application Request must be filed with the Court and served on the Applicant at the address set forth below and the Notice Parties (as defined in the Interim Compensation Order) so as to be received by August 3, 2009 at 4:00 p.m. (ET). If no timely objections are filed to the First Interim Fee Application Request, the Court may enter an order granting the First Interim Fee Application Request without a hearing. If any timely objections are received to the First Interim Fee Application Request, a hearing will be held before the Honorable Kevin J. Carey, Chief Judge, United States Bankruptcy Court for the District of Delaware, 624 North Market Street, Wilmington, Delaware 19801, at a time and date to be determined.

Dated: Washington, D.C.
July 15, 2009

AKIN GUMP STRAUSS HAUER & FELD LLP

By: /s/ James R. Savin

James R. Savin

A Member of the Firm

1333 New Hampshire Avenue, N.W.

Washington, D.C.

(202) 887-4000

*Counsel to the Official Committee of Unsecured
Creditors*

**SUMMARY OF ATTORNEYS AND LEGAL ASSISTANTS
RENDERING SERVICES DURING THE PERIOD
FEBRUARY 20, 2009 THROUGH MAY 31, 2009**

Name of Professional Person	Position of the Applicant; Number of Years in that Position at Current or Prior Firms; Year of Obtaining License to Practice; Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation Requested
Christopher M. Gores	Partner for 31 years; Admitted in 1969; Corporate Department	\$750	2.10	\$1,575.00
Paul B. Hewitt	Partner for 26 years; Admitted in 1974; Litigation Department	\$755	0.30	\$226.50
Howard B. Jacobson	Partner for 21 years; Admitted in 1979; Tax Department	\$690	3.40	\$2,346.00
Jason Karlov	Partner for 5 years; Admitted in 1996; Corporate Department	\$550	114.55	\$63,002.50
Alan L. Laves	Partner for 15 years; Admitted in 1985; Corporate Department	\$750	0.30	\$225.00
Carl B. Lee	Partner for 31 years; Admitted in 1971; Real Estate Department	\$690	10.90	\$7,521.00
Phillip R. Marchesiello	Partner for 3 years; Admitted in 1997; Communications Department	\$550	8.50	\$4,675.00
Russell W. Parks, Jr.	Partner for 26 years; Admitted in 1973; Corporate Department	\$855	13.00	\$11,115.00
Abid Qureshi	Partner for 2 years; Admitted in 1995; Financial Restructuring Department	\$675	16.20	\$10,935.00
James R. Savin	Partner for 3 years; Admitted in 1998; Financial Restructuring Department	\$725	315.45	\$228,701.25
Robin M. Schachter	Partner for 20 years; Admitted in 1977; Tax Department	\$655	2.40	\$1,572.00

Name of Professional Person	Position of the Applicant; Number of Years in that Position at Current or Prior Firms; Year of Obtaining License to Practice; Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation Requested
Anthony W. Swisher	Partner for 2 years; Admitted in 1995; Litigation Department	\$550	30.90	\$16,995.00
Jena Q. Watson	Partner for 3 years; Admitted in 1998; Corporate Department	\$575	4.70	\$2,702.50
Roberta F. Colton	Senior Counsel for 1 year; Admitted in 1975; Real Estate Department	\$485	15.30	\$7,420.50
Gregory S. Grigorian	Senior Counsel for 1 year; Admitted in 1996; Corporate Department	\$595	16.80	\$9,996.00
Erica M. Johnson	Senior Counsel for 1 year; Admitted in 1997; Corporate Department	\$565	65.00	\$36,725.00
Mark T. Mitchell	Senior Counsel for 5 years; Admitted in 1987; Real Estate Department	\$495	14.90	\$7,375.50
David M. Dunn	Counsel for 2 years; Admitted in 2003; Financial Restructuring Department	\$560	257.05	\$143,948.00
Michael Gerald	Counsel for 1 year; Admitted in 2001; Tax Department	\$500	115.00	\$57,500.00
Angeline L. Koo	Counsel for 1 year; Admitted in 2005; Litigation Department	\$530	91.40	\$48,442.00
David C. Lee	Counsel for 3 years; Admitted in 2000; Intellectual Property Department	\$500	66.70	\$33,350.00
Shaya Rochester	Counsel for 1 year; Admitted in 2003; Financial Restructuring Department	\$560	0.20	\$112.00
Bruce G. Rosen	Counsel for 9 years; Admitted in 1992; Real Estate Department	\$500	3.40	\$1,700.00
Laura Geyer	Senior Attorney for 1 year; Admitted in 1998; Intellectual Property Department	\$410	13.80	\$5,658.00

Name of Professional Person	Position of the Applicant; Number of Years in that Position at Current or Prior Firms; Year of Obtaining License to Practice; Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation Requested
Jeffrey J. Zissa	Senior Attorney for 3 years; Admitted in 1989; Real Estate Department	\$380	11.20	\$4,256.00
David M. Zvara	Senior Attorney for 3 years; Admitted in 1984; Real Estate Department	\$315	30.30	\$9,544.50
Magdalena D. Camillo	Associate for 4 years; Admitted in 2005; Corporate Department	\$410	217.70	\$89,257.00
Elizabeth A. Cyr	Associate for 5 years; Admitted in 2004; Labor Department	\$440	35.00	\$15,400.00
Kevin M. Eide	Associate for 1 year; Not Yet Admitted; Financial Restructuring Department	\$325	69.00	\$22,425.00
Daniel J. Harris	Associate for 1 year; Admitted in 2009; Financial Restructuring Department	\$325	273.80	\$88,985.00
Shannen L. Naegel	Associate for 2 years; Admitted in 2007; Tax Department	\$335	32.60	\$10,921.00
Jordan O' Regan	Associate for 2 years; Admitted in 2007; Corporate Department	\$335	19.10	\$6,398.50
Robert K. Ozols	Associate for 3 years; Admitted in 2006; Financial Restructuring Department	\$420	288.60	\$121,212.00
Carolyn E. Perez	Associate for 1 year; Admitted in 2009; Communications Department	\$290	4.50	\$1,305.00
Justin A. Radell	Associate for 5 years; Admitted in 2004; Corporate Department	\$440	85.80	\$37,752.00
Lesia O. Skrypoczka	Associate for 5 years; Admitted in 2004; Intellectual Property Department	\$440	51.60	\$22,704.00
Aimee C. Stern	Associate for 4 years; Admitted in 2001; Corporate Department	\$410	29.80	\$12,218.00

Name of Professional Person	Position of the Applicant; Number of Years in that Position at Current or Prior Firms; Year of Obtaining License to Practice; Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation Requested
Roxanne Tizravesh	Associate for 1 year; Admitted in 2009; Litigation Department	\$325	139.60	\$45,370.00
William K. Wetmore	Associate for 1 year; Admitted in 2008; Corporate Department	\$290	175.80	\$50,982.00
Christina M. Pant	Staff Attorney for 4 years; Admitted in 1985; Real Estate Department	\$295	31.10	\$9,174.50
Paul G. Scolese	Policy Advisor for 8 years; Public Law & Policy Department	\$515	4.20	\$2,163.00
Jacqueline A. Carter	Legal Assistant for 4 years; Corporate Department	\$90	5.00	\$450.00
Michael J. Reagan	Legal Assistant for 3 years; Financial Restructuring Department	\$155	134.50	\$20,847.50
Michael Rubinson	Legal Assistant for 2 years; Litigation Department	\$190	19.00	\$3,610.00
Peter J. Sprofera	Legal Assistant for 33 years; Financial Restructuring Department	\$245	63.20	\$15,484.00
Elizabeth V. Stork	Legal Assistant for 1 year; Litigation Department	\$190	0.10	\$19.00
Tibisay Boggio Turner	Librarian for 3 years	\$110	0.20	\$22.00
Leslie W. Lanphear	Librarian for 13 years	\$215	0.60	\$129.00

Total Amount of Fees: \$1,294,447.75
Total Number of Hours: 2,904.55
Blended Hourly Rate: \$445.66

**COMPENSATION BY PROJECT CATEGORY
FEBRUARY 20, 2009 THROUGH MAY 31, 2009**

Project Category	Total Hours	Total Fees
General Case Administration	220.70	\$89,058.00
Akin Gump Fee Application/Monthly Billing Report	96.40	\$31,618.50
Analysis of Other Professionals Fee Applications/Reports	32.00	\$13,566.00
Review/Preparation of Schedules, Statements	38.30	\$13,292.00
Retention of Professionals	161.60	\$63,581.50
Creditors Committee Meetings	85.70	\$47,554.00
Court Hearings	19.50	\$9,487.00
Financial Reports and Analysis	32.60	\$18,533.50
DIP and Exit Financing	59.30	\$36,796.50
Executory Contracts/License Agreements	502.35	\$230,153.00
General Claims Analysis/Claims Objections	172.20	\$73,193.50
Analysis of Pre-Petition Transactions	429.70	\$183,973.50
Analysis of Secured Claims/Adequate Protection Issues	122.80	\$55,912.50
General Adversary Proceedings	14.00	\$7,112.00
Tax Issues	34.10	\$12,630.50
Labor Issues/Employee Benefits	326.90	\$153,609.00
Real Estate Issues/Leases	133.70	\$55,254.50
Exclusivity	4.10	\$1,904.00
Plan, Disclosure Statement and Plan Related Documentation	308.20	\$134,607.50

Project Category	Total Hours	Total Fees
Asset/Stock Transactions/Business Liquidations	67.30	\$37,710.00
Travel (billed at 50% of actual time)	26.40	\$17,399.25
Committee Website	16.70	\$7,501.50
TOTAL	2,904.55	\$1,294,447.75

DISBURSEMENT SUMMARY
FEBRUARY 20, 2009 THROUGH MAY 31, 2009

Computerized Research/PACER Charges	\$10,973.51
Conference Call/Telephone Charges	\$3,585.73
Courier Service/Postage	\$469.94
Duplicating (billed at \$0.10 per page)	\$2,674.00
Meals/Meeting Expenses	\$2,068.01
Professional Fees (Lien Search Charges)	\$1,719.25
Professional Fees (Title Reports)	\$638.00
Travel – Airfare	\$1,570.70
Travel – Ground Transportation	\$1,281.76
Travel – Incidentals	\$64.68
Travel – Lodging	\$1,270.45
Travel – Parking	\$86.00
Travel – Telephone & Fax	\$16.20
TOTAL	\$26,418.23