

**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 SECOND 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
JUNE 1, 2009 THROUGH AUGUST 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: June 1, 2009 through August 31, 2009

Amount of Compensation sought as
actual, reasonable, and necessary: \$225,972.00

Amount of Expense Reimbursement sought
as actual, reasonable, and necessary: \$8,106.61

This is Akin Gump's second interim fee application request (the "Second 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 Second 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 INTERIM 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
JUNE 1, 2009 THROUGH AUGUST 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
07/20/09 405	\$97,515.50	\$1,698.88	08/13/09 813	\$78,012.40	\$1,698.88	\$19,503.10
08/20/09 445	\$54,191.00	\$3,774.12	09/14/09 473	\$43,352.80	\$3,774.12	\$10,838.20
09/20/09 503	\$74,265.50	\$2,633.61	10/14/09 559	\$59,412.40	\$2,633.61	\$14,853.10
Total	\$225,972.00	\$8,106.61		\$180,777.60	\$8,106.61	\$45,194.40

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 Second 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 December 9, 2009 at 4:00 p.m. (ET). If no timely objections are filed to the Second Interim Fee Application Request, the Court may enter an order granting the Second Interim Fee Application Request without a hearing. If any timely objections are received to the Second 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.
November 20, 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
JUNE 1, 2009 THROUGH AUGUST 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
Howard B. Jacobson	Partner for 11 years; Admitted in 1979; Tax Department	\$690	2.70	\$1,863.00
James R. Savin	Partner for 3 years; Admitted in 1998; Financial Restructuring Department	\$725	126.40	\$91,640.00
David M. Dunn	Counsel for 2 years; Admitted in 2003; Financial Restructuring Department	\$560	124.80	\$69,888.00
Angeline L. Koo	Counsel for 1 year; Admitted in 2005; Litigation Department	\$530	0.80	\$424.00
Daniel J. Harris	Associate for 1 year; Admitted in 2009; Financial Restructuring Department	\$325	115.20	\$37,440.00
Shannen L. Naegel	Associate for 2 years; Admitted in 2007; Tax Department	\$335	4.30	\$1,440.50
Robert K. Ozols	Associate for 3 years; Admitted in 2006; Financial Restructuring Department	\$420	33.30	\$13,986.00
Paul G. Scolese	Policy Advisor for 8 years; Public Law & Policy Department	\$515	0.30	\$154.50
Michael J. Reagan	Legal Assistant for 3 years; Financial Restructuring Department	\$155	34.60	\$5,363.00
Peter J. Sprofera	Legal Assistant for 33 years; Financial Restructuring Department	\$245	15.40	\$3,773.00

Total Amount of Fees: \$225,972.00
Total Number of Hours: 457.80
Blended Hourly Rate: \$493.60

**COMPENSATION BY PROJECT CATEGORY
JUNE 1, 2009 THROUGH AUGUST 31, 2009**

Project Category	Total Hours	Total Fees
General Case Administration	27.80	\$7,532.00
Akin Gump Fee Application/Monthly Billing Report	97.10	\$30,385.00
Analysis of Other Professionals Fee Applications/Reports	7.10	\$2,568.00
Creditors Committee Meetings	44.00	\$24,654.00
Court Hearings	8.40	\$4,932.50
Financial Reports and Analysis	4.40	\$2,441.00
DIP and Exit Financing	25.30	\$13,070.50
Executory Contracts/License Agreements	6.70	\$2,726.50
General Claims Analysis/Claims Objections	2.80	\$1,098.00
Analysis of Pre-Petition Transactions	1.10	\$357.50
Analysis of Secured Claims/Adequate Protection Issues	6.50	\$3,857.00
Tax Issues	7.00	\$3,303.50
Labor Issues/Employee Benefits	2.40	\$993.00
Real Estate Issues/Leases	16.50	\$6,511.00
Plan, Disclosure Statement and Plan Related Documentation	189.40	\$114,092.50
Asset/Stock Transactions/Business Liquidations	3.50	\$2,537.50
Travel (billed at 50% of actual time)	7.80	\$4,912.50
TOTAL	457.80	\$225,972.00

DISBURSEMENT SUMMARY
JUNE 1, 2009 THROUGH AUGUST 31, 2009

Computerized Research/PACER Charges	\$1,045.27
Conference Call/Telephone Charges	\$4,263.13
Courier Service/Postage	\$61.00
Duplicating (billed at \$0.10 per page)	\$353.30
Meals/Meeting Expenses	\$933.89
Travel – Airfare	\$450.20
Travel – Ground Transportation	\$611.99
Travel – Parking	\$36.00
Travel – Telephone & Fax	\$10.83
Travel – Train Fare	\$341.00
TOTAL	\$8,106.61

**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 20th of November, 2009, I caused the following documents to be served on the parties on the attached service list via first class mail.

1. *Notice of Second Interim Fee Application Request 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 June 1, 2009 Through August 31, 2009*

Dated: November 20, 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
Andrew J. Gallo Bingham McCutchen LLP One Federal Street Boston, MA 02110-1726	