

The total time expended for the preparation of this application will be included in the next monthly fee application.

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 (80% of \$17,942.50)	\$145.00
May 29, 2009	April 1, 2009 – April 30, 2009	\$12,911.50	\$2,801.36	\$10,329.20 (80% of \$12,911.50)	\$2,801.36
June 25, 2009	May 1, 2009 – May 31, 2009	\$5,213.00	\$396.34	\$4,170.40 (80% of \$5,213.00)	\$396.34
October 7, 2009	June 1, 2009 – August 31, 2009	\$15,403.00	\$505.99	\$12,322.40 (80% of \$15,403.00)	\$505.99

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

In re:

MUZAK HOLDINGS LLC, *et al.*,²

Debtors.

Chapter 11

Case No. 09-10422 (KJC)

Jointly Administered

Objection Deadline: December 28, 2009 at 4:00 p.m.

Hearing Date: Only if Objections are Timely Filed.

**COMBINED SEVENTH AND EIGHTH MONTHLY FEE APPLICATIONS OF DORSEY
& WHITNEY (DELAWARE) LLP, AS CO-COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS, FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE PERIOD SEPTEMBER 1, 2009
THROUGH OCTOBER 31, 2009**

Dorsey & Whitney (Delaware) LLP, (“Dorsey” or the “Firm”), co-counsel to the Official Committee of Unsecured Creditors (the “Committee”), hereby submits this Combined Seventh and Eighth Monthly Fee Applications of Dorsey & Whitney (Delaware) LLP, as Co-Counsel to the Official Committee of Unsecured Creditors, for Compensation and Reimbursement of Expenses for the Period September 1, 2009, through October 31, 2009 (the “Combined 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”).

² 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 September 1, 2009 through October 31, 2009 (the “Combined 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 Combined 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 Combined Application Period is attached hereto as Exhibit C. All time entries and requested expenses are in compliance with Local Rule 2016-2.³

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

³ 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 Combined Monthly Application with respect to fees and expenses incurred during the Combined Application Period; to wit, fees in the amount of \$14,210.50, and expenses in the amount of \$169.44 for the period commencing September 1, 2009, and ending October 31, 2009.

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

12. On May 29, 2009, Dorsey filed its 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”) [Docket No. 316]. Through the Second Monthly Application, Dorsey sought interim allowance of compensation in the amount of \$10,329.20 (80% of \$12,911.50) and reimbursement of expenses in the amount of \$2,801.36 for services rendered during the period of April 1, 2009 through and including April 30, 2009. On June 23, 2009, Dorsey filed a certificate of no objection with respect to the Second Monthly Application [Docket No. 365].

13. On June 25, 2009, Dorsey filed its Third 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 May 1, 2009, through May 31, 2009 (the “Third Monthly Application”) [Docket No. 370]. Through the Third Monthly Application, Dorsey sought interim allowance of compensation in the amount of \$4,170.40 (80% of \$5,213.00) and reimbursement of expenses in the amount of \$396.34 for services rendered during the period of May 1, 2009 through and including May 31, 2009. On July 15, 2009, Dorsey filed a certificate of no objection with respect to the Third Monthly Application [Docket No. 392].

14. On October 7, 2009, Dorsey filed its Combined 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 June 1, 2009, through August 31, 2009 (the “First Combined Monthly Application”) [Docket No. 543]. Through the First Combined Monthly Application, Dorsey sought interim allowance of compensation in the amount of \$12,322.40 (80% of \$15,403.00) and reimbursement of expenses in the amount of \$505.99 for services rendered during the period of June 1, 2009 through and

including August 31, 2009. On November 20, 2009, Dorsey filed a certificate of no objection with respect to the First Combined Monthly Application [Docket No. 664].

PRIOR INTERIM FEE APPLICATIONS

15. Pursuant to the Administrative Fee Order, on July 15, 2009, Dorsey filed its First Interim Fee Application (as defined below) for interim allowance of compensation for services rendered during the period February 23, 2009 through and including May 31, 2009 (the “First Interim Fee Period”) in the sum of \$36,067.00, which amount includes the 20% holdback of fees requested in the First Interim Fee Period in the amount of \$7,213.40, and for reimbursement of expenses in the amount of \$3,342.70 (the “First Interim Fee Application”). On September 18, 2009, the Court entered an omnibus order approving, among other things, the First Interim Fee Application in its entirety [Docket No. 490].

16. Pursuant to the Administrative Fee Order, on November 20, 2009, Dorsey filed its Second Interim Fee Application (as defined below) for interim allowance of compensation for services rendered during the period June 1, 2009 through and including August 31, 2009 (the “Second Interim Fee Period”) in the sum of \$15,403.00, which amount includes the 20% holdback of fees requested in the Second Interim Fee Period in the amount of \$3,080.60, and for reimbursement of expenses in the amount of \$505.99 (the “Second Interim Fee Application”). A hearing on the Second Interim Fee Application has not been scheduled at this time.

SUMMARY OF SERVICES RENDERED

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

REIMBURSEMENT OF EXPENSES

18. During the Combined 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.

19. Dorsey seeks reimbursement for its reasonable, necessary and actual expenses incurred during the Combined Application Period in the total amount of \$169.44.

COMPENSATION REQUESTED

20. Dorsey expended 36.40 hours during the Combined Application Period in furtherance of its efforts on behalf of the Committee. Dorsey requests allowance of compensation in the amount of \$14,210.50 for legal services rendered during the Combined Application Period at a blended hourly rate of \$390.40

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

LEGAL STANDARD

22. 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.

23. In accordance with its practice in nonbankruptcy matters, Dorsey has calculated its compensation requested in this Combined 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.

24. Dorsey’s fees during the Combined 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.

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

Application Period are set forth in this Combined 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.

26. 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 Combined Monthly Application were rendered at the request of and solely on behalf of the Committee.

27. 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 Combined 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

28. No trustee or examiner has been appointed in these Chapter 11 cases. Notice of this Combined 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

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

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

Dated: December 8, 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.,⁴

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 Combined Seventh and Eighth Monthly Fee Applications of Dorsey & Whitney LLP, Co-Counsel to the Official Committee of Unsecured Creditors for the Period September 1, 2009 through October 31, 2009 (the “Combined 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”).

⁴ 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 Combined Monthly Application and I certify that the Combined Monthly Application substantially complies with the Guidelines.

Dated: December 8, 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 – COMBINED TIMEKEEPER SUMMARY

September 1, 2009 Through and Including October 31, 2009

Name of Professional Individual	Position with Dorsey and Year of Obtaining License(s) To Practice	Hourly¹ Billing Rate	Total Billed Hours	Total Compensation
Eric Lopez Schnabel	Partner; admitted DE 1998, PA 2000, NJ 2000	495.00	6.80	\$3,366.00
		525.00	4.80	\$2,520.00
Robert W. Mallard	Associate; admitted DE 2002	\$335.00	6.0	\$2,010.00
		\$350.00	12.90	\$4,515.00
Scott A. Cummings	Associate; admitted VA 2005, DC 2006, UT 2007	\$305.00	5.90	\$1,799.50
Grand Totals:			36.4	\$14,210.50
Blended Rate: \$390.40				

¹ Effective October 1, 2009, the hourly billing rate for Eric Lopez Schnabel increased to \$525.00 and for Robert W. Mallard increased to \$350.00.

EXHIBIT B

EXHIBIT B – COMBINED PROJECT SUMMARY

September 1, 2009 Through and Including October 31, 2009

PROJECT BILLING CATEGORY	HOURS	VALUE
Business Operations	0.3	\$148.50
Case Administration	3.3	\$1,473.00
Fee/Employment Applications	17.8	\$6,107.50
Financing	1.0	\$525.00
Meeting of Creditors	2.1	\$1,060.50
Plan and Disclosure Statement	11.9	\$4,896.00
TOTAL COMPENSATION	36.4	\$14,210.50

TOTAL HOURS:	36.4
BLENDED RATE:	\$390.40
TOTAL COMPENSATION:	\$14,210.50
TOTAL EXPENSES INCURRED:	\$169.44
TOTAL	\$14,379.94

EXHIBIT C

EXHIBIT C – COMBINED EXPENSE SUMMARY

September 1, 2009 Through and Including October 31, 2009

EXPENSE BILLING CATEGORY	VALUE
Pacer Charges	\$18.48
Copy/Print -	\$12.36
Copy/Print – Mailouts 8/24/09	\$68.60
Copy/Print – Mailouts 9/22/09	\$70.00
TOTAL	\$169.44

EXHIBIT D

EXHIBIT D – INVOICES

September 1, 2009 Through and Including October 31, 2009

(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

December 8, 2009
Invoice No. 1620792

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

For services rendered September 1, 2009 through October 31, 2009

INVOICE TOTAL

Total For Current Legal Fees	\$14,210.50
Total For Current Disbursements and Service Charges	\$169.44
Total For Current Invoice	\$14,379.94

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

December 8, 2009
Invoice No. 1620792

Client-Matter No: 486379-00001

Delaware Counsel Representation

For services rendered September 1, 2009 through October 31, 2009

BUSINESS OPERATIONS

09/24/09	E. Schnabel	E-mails with Committee regarding critical vendor issues	0.30	148.50
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BUSINESS OPERATIONS			148.50
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CASE ADMINISTRATION

09/03/09	E. Schnabel	Review agenda for hearing (.1); review memorandum regarding motions on for hearing (.2)	0.30	148.50
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09/04/09	E. Schnabel	E-mails with D. Dunn regarding hearing and committee call	0.20	99.00
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09/08/09	R. Mallard	Multiple emails regarding cancellation of hearing	0.50	167.50
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09/11/09	E. Schnabel	Review summary of pending motions for hearing	0.30	148.50
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09/16/09	E. Schnabel	Review agenda for hearing	0.10	49.50
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09/18/09	E. Schnabel	Attend pre-hearing conference with counsel (.2); attending hearing (.2); post-	0.50	247.50
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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.: 1620792

December 8, 2009
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CASE ADMINISTRATION

hearing discussion with UST regarding fee committee (.1)

10/12/09	R. Mallard	Review of memorandum summarizing pleadings scheduled to be heard on October 27th	0.30	105.00
10/12/09	E. Schnabel	Review summary of pleadings for hearing	0.30	157.50
10/26/09	R. Mallard	Review emails from Debtor's counsel regarding pre-hearing conference with Judge Carey and forward same to E. Schnabel (.2); review update from D. Dunn on case status	0.40	140.00
10/26/09	E. Schnabel	E-mails with Akin and Committee regarding hearing	0.30	157.50
10/27/09	E. Schnabel	Review update on hearing	0.10	52.50

CASE ADMINISTRATION **1,473.00**

FEE/EMPLOYMENT APPLICATIONS

09/14/09	R. Mallard	Draft and electronically file certifications of no objection for Akin Gump and FTI August fee applications	0.80	268.00
09/16/09	R. Mallard	Review of draft summary of interim fee applications; emails with E. Schnabel regarding Dorsey & Whitney LLP interim fee application	0.40	134.00
09/16/09	E. Schnabel	Review fee order (.2); e-mails with Akin regarding fee order and revisions (.1); conference with R. Mallard regarding fee order (.1)	0.40	198.00
09/17/09	E. Schnabel	E-mails with Akin and Debtors regarding fee order and revisions (.4); review fee committee statement (.1)	0.50	247.50

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.: 1620792

December 8, 2009
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**FEE/EMPLOYMENT
 APPLICATIONS**

09/21/09	R. Mallard	Review of Akin Gump 6th monthly fee application in preparation for filing (.3); draft notice and certificate of service (.2); electronically file Akin Gump fee application (.3); review of FTI 6th monthly fee application in preparation for filing (.3) draft notice and certificate of service (.2); electronically file FTI fee application (.3); serve Akin Gump and FTI fee applications (.3)	1.90	636.50
09/24/09	S. Cummings	E-mails with R. Mallard regarding preparation of fifth and sixth monthly fee applications (0.2)	0.20	61.00
09/24/09	R. Mallard	Emails with S. Cummings regarding drafting Dorsey & Whitney 5 and 6th monthly fee applications	0.30	100.50
09/25/09	S. Cummings	E-mails with R. Mallard regarding preparation of fee applications (0.2); continued preparation of fifth and sixth fee applications (0.9)	1.10	335.50
09/25/09	R. Mallard	Review and edit July 2009 Dorsey & Whitney LLP invoices in preparation for 5th Monthly Fee Application (.4); multiple emails with S. Cummings regarding preparation of Dorsey and Whitney LLP 5th and 6th monthly fee applications (.3)	0.70	234.50
09/28/09	S. Cummings	Continued preparation of fifth and sixth monthly fee applications (0.3); e-mails with R. Mallard regarding same (0.2)	0.50	152.50
09/29/09	S. Cummings	E-mails with R. Mallard regarding fifth and sixth fee applications (0.2)	0.20	61.00
09/29/09	R. Mallard	Mutilate emails regarding draft 5th and 6th fee applications for Dorsey & Whitney	0.40	134.00

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.: 1620792

December 8, 2009
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**FEE/EMPLOYMENT
 APPLICATIONS**

09/30/09	S. Cummings	E-mails with R. Mallard regarding fifth and sixth fee applications (0.1)	0.10	30.50
09/30/09	R. Mallard	Additional review of July 2009 Dorsey & Whitney invoices for draft 5th monthly fee application	0.50	167.50
10/01/09	R. Mallard	Emails with D. Harris regarding filing Akin Gump 6th monthly fee applications	0.20	70.00
10/05/09	S. Cummings	E-mail with R. Mallard regarding preparation of fee applications (0.1)	0.10	30.50
10/06/09	S. Cummings	Continued preparation of fifth and sixth fee applications and exhibits (1.6)	1.60	488.00
10/06/09	R. Mallard	Review and revise Dorsey & Whitney LLP August 2009 invoices in preparation for 6th monthly fee application (.3); review objection deadlines and draft email to S. Cummings regarding preparing 6th monthly fee application and begin 2nd interim fee application (.2)	0.50	175.00
10/07/09	S. Cummings	Finalization of fifth and sixth fee applications (1.1); e-mail with R. Mallard regarding same (0.1)	1.20	366.00
10/07/09	R. Mallard	Review and prepare Dorsey & Whitney LLP 4th, 5th, and 6th combined monthly fee applications for filing (.7); electronically file and serve the same (.5)	1.20	420.00
10/07/09	E. Schnabel	Review and revise fee application	0.50	262.50
10/14/09	S. Cummings	Preparation of second interim fee application (0.8)	0.80	244.00
10/14/09	R. Mallard	Draft and electronically file certificates of no objection for Akin Gump and FTI 6th monthly fee applications	0.80	280.00
10/15/09	S. Cummings	E-mail with R. Mallard regarding deadline	0.10	30.50

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.: 1620792

December 8, 2009
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**FEE/EMPLOYMENT
 APPLICATIONS**

for filing interim fee applications (0.1)

10/15/09	R. Mallard	Emails with D. Dunn regarding timing for filing second interim fee applications	0.20	70.00
10/20/09	R. Mallard	Review and prepare Akin Gump 7th monthly fee application for filing (.3); draft notice and certificate of service (.3); electronically file and serve Akin Gump 7th monthly (.4); Review and prepare FTI 7th monthly fee application for filing (.3); draft notice and certificate of service (.3); electronically file and serve FTI 7th monthly (.4)	2.00	700.00
10/30/09	R. Mallard	Review of notice of second monthly application of PricewaterhouseCooper (.1); review notice of seventh monthly application of Kirkland and Ellis (.1); review seventh monthly application of Moelis & Co. (.4)	0.60	210.00

FEE/EMPLOYMENT APPLICATIONS			6,107.50
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FINANCING

10/15/09	E. Schnabel	Review financial reports and projections, business plan and related documents	1.00	525.00
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FINANCING			525.00
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MEETINGS OF CREDITORS

09/08/09	E. Schnabel	Review FTI materials for conference call (.6); attend committee telephone conference (.5)	1.10	544.50
09/29/09	E. Schnabel	E-mails with creditor regarding claim (.1); e-mails with Akin regarding creditor inquiry (.1)	0.20	99.00

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December 8, 2009
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MEETINGS OF CREDITORS

09/29/09	E. Schnabel	E-mails with Committee regarding various issues	0.10	49.50
10/01/09	E. Schnabel	Attend committee telephone conference regarding numerous issues	0.70	367.50

MEETINGS OF CREDITORS **1,060.50**

PLAN AND DISCLOSURE STATEMENT

09/01/09	R. Mallard	Multiple emails regarding Silverpoint and the Ad Hoc Committee term sheets and committee calls regarding the same (.2); review of term sheets (.3)	0.50	167.50
09/01/09	E. Schnabel	Review revised plan term sheet and memorandum regarding negotiations	0.30	148.50
09/10/09	E. Schnabel	Review Plan and Disclosure Statement filed by Debtors	1.50	742.50
09/25/09	E. Schnabel	Review proposals on plan (.5); review plan provisions (.5)	1.00	495.00
10/05/09	R. Mallard	Review e-mail from D. Dunn regarding first amended plan and disclosure statement (.1); review of first amended plan and disclosure statement blackline (2.0)	2.10	735.00
10/05/09	E. Schnabel	E-mails with Committee regarding amended plan and disclosure statement	0.10	52.50
10/05/09	E. Schnabel	Review amended plan	1.00	525.00
10/06/09	R. Mallard	Review of first amended plan of reorganization and blackline and disclosure statement	1.30	455.00
10/06/09	E. Schnabel	Review amended disclosure statement and related exhibits	0.10	52.50
10/26/09	R. Mallard	Emails regarding second modified plan	0.30	105.00

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Muzak Holdings Official Comm Unsecured Creditor
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**PLAN AND DISCLOSURE
 STATEMENT**

and disclosure statement

10/26/09	E. Schnabel	Review second modified plan and disclosure statement	0.70	367.50
10/27/09	R. Mallard	Review 2nd amended plan and disclosure statement blacklines (2.0); attend pre-hearing conference in Judge Carey's chambers (.5); attend disclosure statement hearing (.5)	3.00	1,050.00

**PLAN AND DISCLOSURE
 STATEMENT**

4,896.00

Total for Legal Fees \$14,210.50

Disbursements and Service Charges

PACER	2.64
Pacer Service Center Electronic Court Searches	15.84
Copy/Print	12.36
IKON Office Solutions - Bankruptcy Mailouts 08/24/09	68.60
IKON Office Solutions - Bankruptcy Mailouts 09/22/09	70.00

Total for Disbursements and Service Charges \$169.44

Total This Invoice \$14,379.94

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ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE

Muzak Holdings Official Comm Unsecured Creditor
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December 8, 2009
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Timekeeper Summary

Timekeeper	Hours	Billed Rate	Amount
S. Cummings	5.90	305.00	1,799.50
R. Mallard	12.90	350.00	4,515.00
R. Mallard	6.00	335.00	2,010.00
E. Schnabel	4.80	525.00	2,520.00
E. Schnabel	6.80	495.00	3,366.00
Total all Timekeepers	36.40		14,210.50

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: December 28, 2009 at 4:00 p.m.

Hearing Date: Only if Objections are Timely Filed.

NOTICE OF MOTION

PLEASE TAKE NOTICE, that on December 8, 2009, the Official Committee of Unsecured Creditors (the "Committee") filed the following Application for Compensation (the "Application"). The Application is 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).

Combined Seventh and Eighth Monthly Fee Applications of Dorsey & Whitney (Delaware) LLP, as Co-Counsel to The Official Committee Of Unsecured Creditors, for Compensation and Reimbursement of Expenses for the Period September 1, 2009 Through October 31, 2009.

PLEASE ALSO TAKE NOTICE, that you are required to file a response to the Applications on or before December 28, 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: December 8, 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 8th of December, 2009, I caused the following documents to be served on the parties on the attached service list via first class mail.

1. *Combined Seventh and Eighth Monthly Fee Applications of Dorsey & Whitney (Delaware) LLP, as Co-Counsel to The Official Committee Of Unsecured Creditors, for Compensation and Reimbursement of Expenses for the Period September 1, 2009 Through October 31, 2009.*

4. *Notice of Motion.*

Dated: December 8, 2009

By: /s/ Robert W. Mallard
Robert W. Mallard (No. 4729)
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
Andrew J. Gallo Bingham McCutchen LLP One Federal Street Boston, MA 02110-1726	David Klauder Office of the United States Trustee 844 King Street, Suite 2207 Lockbox 35 Wilmington, DE 19801