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December 28, 1999

Via Berry Best Courier

Federal Communications Commission
Wireless Telecommunications Bureau
1270 Fairfield Road
Gettysburg, PA 17325-7245

Dear Sir/Madam:

Enclosed are the original and one copy of an ownership report for Muzak LLC, the licensee of MAS microwave stations WNEZ75 1, WNTF298, WNTL507, WNTV211 and WPJA293. This ownership report is being filed in association with an application for the *pro forma* transfer of control of Muzak, LLC from ABRY Holdings III, Inc. to ABRY Holdings III Co. (File No. 0000062803).

There is no filing fee associated with this ownership report.

Please address any questions regarding this report to Howard Liberman of this firm at (202) 775-7150 or to undersigned counsel.

Very truly yours,

Elizabeth A. Hammond

Elizabeth A. Hammond

Enclosure



Applicant/Licensee Information

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity):		3) Applicant TIN:	
M u z a k L L C		[REDACTED]	

Related FCC Regulated Businesses of Applicant/Licensee

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:

Signature

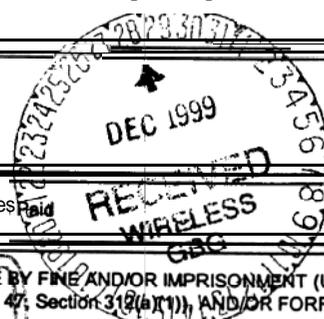
5) Typed or Printed Name of Party Authorized to Sign

First Name:	MI:	Last Name:	Suffix:
Brad		Bodenman	

Title:

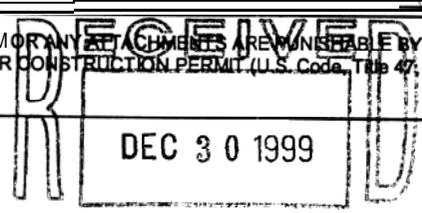
Chief Financial Officer

Signature:	Date:
	December 15, 1999



Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).



Licensing & Technical
Analysis Branch

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):			M:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity):				3) Disclosable Interest Holder's TIN:	
ABRY Broadcast Partners III, L.P.				[REDACTED]	
4) Disclosable Interest Hdder's Address:					
18 Newbury Street, Boston, MA 02116					
5) Type of Interest in Applicant () (refer to Instructions for list)		6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant:	
D		L		100	
6) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):			9) Disclosable Interest Holder's Country of Citizenship:		
0			USA		
10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):					

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Quorum Broadcast Holdings, LLC 10 New England Business Center, Andover, MA	television	[REDACTED]	100
Nexstar Broadcasting Group, L.L.C. television 1000 Executive Park, Clarks Summit, PA	1	[REDACTED]	19
ABRY/Continuity, Inc. 18 Newbury Street, Boston, MA	radio	[REDACTED]	35

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):		MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): ABRY Equity Investors, L.P.			3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Hdder's Address: 18 Newbury Street, Boston, MA 02116				
5) Type of Interest in Applicant () (refer to Instructions for list) I		6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): L		7) Percent of Interest Held in Applicant: 100
8) Disclosable Interest Hdder's Type of Ownership (refer to instructions for list): G			9) Disclosable Interest Holder's Country of Citizenship: USA	
10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): ABRY Equity Investors, L.P, ABRY Broadcast Partners III, L.P., Muzak LLC				

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
			
			
			

