

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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In re: : Chapter 11
:

STARRY GROUP HOLDINGS, INC.¹ : Case No. 23-10219 (KBO)
:

Reorganized Debtor. : **Hearing Date: December 20, 2023 at 10:30 a.m. (ET)**
: **Obj. Deadline: December 1, 2023 at 4:00 p.m. (ET)**
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**REORGANIZED DEBTOR’S FOURTH OMNIBUS OBJECTION TO CLAIMS
(SUBSTANTIVE)**

(No Liability Claims and Reduced Amount Claim)

THIS OBJECTION SEEKS TO DISALLOW, EXPUNGE, RECLASSIFY, AND/OR MODIFY CERTAIN CLAIMS. CLAIMANTS SHOULD CAREFULLY REVIEW THIS OBJECTION AND THE SCHEDULES ATTACHED TO THE PROPOSED ORDER ATTACHED TO THIS OBJECTION TO DETERMINE WHETHER THIS OBJECTION AFFECTS THEIR CLAIMS.

The above-captioned reorganized debtor (the “**Reorganized Debtor**,” and collectively with certain of its affiliates before the Effective Date (as defined below), the “**Debtors**”) respectfully represents as follows in support of this objection (this “**Objection**”):

RELIEF REQUESTED

1. By this Objection, the Reorganized Debtor seeks entry of an order, substantially in the form attached hereto as **Exhibit A** (the “**Proposed Order**”): (a) disallowing and expunging certain claims to which the Reorganized Debtor asserts it has no liability (the “**No Liability Claims**”), which are listed on Schedule 1 to the Proposed Order; and (b) reducing and allowing a claim that is in excess of the liabilities reflected in the Books and Records (as defined below)

¹ The reorganized debtor in this case, along with the last four digits of the reorganized debtor’s federal tax identification number, is: Starry Group Holdings, Inc. (9355). The reorganized debtor’s address is 38 Chauncy Street, Suite 200, Boston, Massachusetts 02111.



(the “**Reduced Amount Claim**,” and collectively with the No Liability Claims, the “**Disputed Claims**”), which is listed on Schedule 2 to the Proposed Order. In support of this Objection, the Reorganized Debtor relies on the *Declaration of Heath Gray in Support of Reorganized Debtor’s Fourth Omnibus Objection to Claims (Substantive)* (the “**Gray Declaration**”), attached hereto as **Exhibit B**.

JURISDICTION AND VENUE

2. The United States Bankruptcy Court for the District of Delaware (the “**Court**”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper in the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory and legal predicates for the relief requested herein are section 502 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rules 3003 and 3007 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 3007-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”).

4. Pursuant to Local Rule 9013-1(f), the Reorganized Debtor consents to the entry of a final order or judgment by the Court in connection with this Objection if it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

BACKGROUND

A. General Background

5. On February 20, 2023 (the “**Petition Date**”), the Debtors commenced with the Court voluntary cases (the “**Chapter 11 Cases**”) under chapter 11 of the Bankruptcy Code. The factual background regarding the Debtors, including their business operations, their capital and debt structures, and the circumstances leading to the commencement of the Chapter 11 Cases, is set forth in detail in the *Declaration of Chaitanya Kanojia in Support of Chapter 11 Petitions and First Day Pleadings* [Docket No. 41] (the “**First Day Declaration**”), and is incorporated herein by reference.

B. Specific Background

6. On March 21, 2023, the Court entered an order [Docket No. 185] (the “**Bidding Procedures Order**”)² approving, among other things, bidding procedures for a Sale of substantially all of the Debtors’ Assets and/or equity of the reorganized Debtors. On April 23, 2023, the Debtors filed the *Notice of Auction Cancellation* [Docket No. 352], which provided that the Debtors received only one Qualified Bid, which was a Qualified Bid by the DIP Agent and Prepetition Agent that would be submitted for Court approval in accordance with the Bidding Procedures Order in the event that the Plan (as defined below) was not consummated.

7. On March 31, 2023, the Court entered an order [Docket No. 271] approving, inter alia, the adequacy of the information contained in the *Disclosure Statement for Amended Joint Chapter 11 Plan of Reorganization of Starry Group Holdings, Inc. and Its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code* [Docket No. 273], procedures for soliciting votes to accept or

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in the Bidding Procedures Order or the Confirmation Order (as defined below), as applicable.

reject the *Amended Joint Chapter 11 Plan of Reorganization of Starry Group Holdings, Inc. and Its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code* [Docket No. 272] (together with all exhibits and supplements thereto, the “**Solicited Plan**”), and the deadline and procedures for filing objections to confirmation of the Solicited Plan. On May 22, 2023, the Debtors filed the *Third Amended Joint Chapter 11 Plan of Reorganization of Starry Group Holdings, Inc. and Its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code* [Docket No. 459] (together with all exhibits and supplements thereto, and as modified or amended from time to time, the “**Plan**”). On May 26, 2023, the Court entered an order confirming the Plan [Docket No. 487] (the “**Confirmation Order**”).³ The Plan became effective on August 31, 2023 (the “**Effective Date**”).

BAR DATES

8. On March 14, 2023, the Court entered an order [Docket No. 128] (the “**Bar Date Order**”) providing that, except as otherwise provided therein or another order of the Court, (a) any creditor (as defined in section 101(10) of the Bankruptcy Code) or equity security holder (as defined in section 101(17) of the Bankruptcy Code) who asserts a claim (as defined in section 101(5) of the Bankruptcy Code) against the Debtors that arose, or is deemed to have arisen, before the Petition Date and whose claim is either (i) not listed on the Debtors’ schedules of assets and liabilities (collectively, the “**Schedules**”) or (ii) is listed on the Schedules as disputed, contingent, or unliquidated, must file a Proof of Claim on or before 5:00 p.m. (prevailing Eastern Time) on April 17, 2023 (the “**General Bar Date**”), and (b) all governmental units (as defined in section 101(27) of the Bankruptcy Code) must file a Proof of Claim against

³ The First Day Declaration and other relevant case information is available on the following website maintained by the Reorganized Debtor’s claims and noticing agent, Kurtzman Carson Consultants LLC (“**KCC**”): <http://www.kccllc.net/Starry>.

the Debtors on or before August 21, 2023, at 5:00 p.m. (prevailing Eastern Time) (the “**Governmental Bar Date**”).

9. Pursuant to the Bar Date Order, except as otherwise provided by another order of the Court, any person or entity that holds a claim that arises from the rejection of an executory contract or unexpired lease must file a Proof of Claim based on such rejection by the later of (a) the General Bar Date or (b) 5:00 p.m. (prevailing Eastern Time) on the date that is 21 days following service of an order approving such rejection (the “**Rejection Damages Bar Date**,” and collectively with the General Bar Date and the Governmental Bar Date, the “**Bar Dates**”).⁴

SCHEDULES, PROOFS OF CLAIM, AND CLAIMS RECONCILIATION

10. On March 29, 2023, each Debtors filed their Schedules and Statement of Financial Affairs, as may have been amended from time to time.

11. The Debtors’ register of claims (the “**Claims Register**”), maintained by KCC, indicates that approximately 350 Proofs of Claim and certain claims scheduled by the Debtors on their Schedules (collectively, the “**Claims**”) have been filed in the Chapter 11 Cases.

12. In the ordinary course of business, the Debtors maintain books and records (the “**Books and Records**”) that reflect, among other things, the nature and amount of the liabilities owed to their creditors. The Debtors and their professionals have been reviewing, comparing, and reconciling the Claims (including any supporting documentation) with the Schedules and the Books and Records. This reconciliation process includes identifying particular categories of Claims that may be subject to objection. While this analysis and reconciliation is

⁴ As set forth in the Confirmation Order, claims arising from the rejection of an executory contract or unexpired lease by virtue of the Plan must be filed within 30 days of the Effective Date.

ongoing, the Reorganized Debtor has determined that the Disputed Claims should be disallowed, expunged, and/or modified for one or more reasons described below.

A. No Liability Claims

13. After reconciling each of the No Liability Claims against the Books and Records, the Reorganized Debtor has determined that it is not liable with respect to the No Liability Claims for the reasons set forth on Schedule 1 to the Proposed Order. Any failure to disallow and expunge the No Liability Claims will result in the applicable claimants potentially receiving an unwarranted recovery against the Debtors' estates, to the detriment of creditors in the Chapter 11 Cases.

14. Accordingly, the Reorganized Debtor objects to the No Liability Claims and requests entry of the Proposed Order disallowing and expunging each of the No Liability Claims.

B. Reduced Amount Claim

15. The Reorganized Debtor has reviewed the Reduced Amount Claim and determined that the amount asserted on such Reduced Amount Claim is in excess of the liability reflected in the Books and Records. Additionally, the claimant has not provided sufficient documentation to support the Reduced Amount Claim in the amount asserted.

16. Accordingly, the Reorganized Debtor respectfully submits that the Reduced Amount Claim should be reduced to the liability amount actually reflected in the Books and Records. Reducing the Reduced Amount Claim to the amount actually reflected in the Books and Records will allow the Reorganized Debtor to properly maintain the Claims Register and prevent the claimant from potentially receiving an unwarranted recovery against the Debtors' estates, to the detriment of creditors in the Chapter 11 Cases.

BASIS FOR RELIEF REQUESTED

17. Section 502(a) of the Bankruptcy Code provides, in pertinent part, that “[a] claim or interest, proof of which is filed under section 501 of this title, is deemed allowed, unless a party in interest . . . objects.” 11 U.S.C. § 502(a). Once an objection to a claim is filed, the Court, after notice and a hearing, shall determine the allowed amount of the claim. *See* 11 U.S.C. § 502(b).

18. Section 502(b)(1) of the Bankruptcy Code provides, in part, that a claim may not be allowed to the extent that it “is unenforceable against the debtor and property of the debtor, under any agreement or applicable law.” 11 U.S.C. § 502(b)(1). While a properly filed proof of claim is *prima facie* evidence of the claim’s allowed amount, when an objecting party rebuts a claim’s *prima facie* validity, the claimant bears the burden of proving the claim’s validity by a preponderance of evidence. *See In re Allegheny Int’l, Inc.*, 954 F.2d 167, 173-74 (3d Cir. 1992). The burden of persuasion with respect to the claim is always on the claimant. *See id.* at 174. Pursuant to Bankruptcy Rule 3007(d), a debtor is permitted to file omnibus objections to more than one claim on the bases enumerated therein, which include, among other things, that such claims “[do] not comply with applicable rules, and the objection states that the objector is unable to determine the validity of the claim because of the noncompliance.” Fed. R. Bankr. P. 3007(d)(6).

19. However, a claimant asserting administrative expense priority bears the burden of establishing entitlement to such priority. *See, e.g., In re Bernard Techs., Inc.*, 342 B.R. 174, 177 (Bankr. D. Del. 2006); *In re O’Brien Env’tl. Energy, Inc.*, 181 F.3d 527, 533 (3d Cir. 1999); *In re Goody’s Family Clothing Inc.*, 610 F.3d 812, 818 (3d Cir. 2010); *In re Interstate Grocery Distribs. Sys.*, 2001 Bankr. LEXIS 1240, at *17 (Bankr. D.N.J. Oct. 4, 2001) (citing *In re Drexel Burnham Lambert Group, Inc.*, 134 B.R. 482 (Bankr. S.D.N.Y. 1991)) (“The burden of proving entitlement

to an administrative expense claim is on the claimant and the measure of proof is preponderance of the evidence.”). Section 503(b)(1)(A) of the Bankruptcy Code grants administrative priority to claims for, among other enumerated categories of estate expenses, “the actual, necessary costs and expenses of preserving the estate.” 11 U.S.C. § 503(b)(1)(A). The Third Circuit utilizes a two-part test to determine whether a claim is entitled to administrative expense priority. “For a claim in its entirety to be entitled to . . . priority under § 503(b)(1)(A), the debt must arise from a transaction with the debtor-in-possession and the consideration supporting the claimant’s right to payment must be beneficial to the debtor-in-possession in the operation of the business.” *In re O’Brien Env’tl. Energy, Inc.*, 181 F.3d at 532–33.

20. Claimants bear a similar burden for claims under section 503(b)(9) of the Bankruptcy Code. To establish entitlement to a section 503(b)(9) claim, a claimant must prove by a preponderance of the evidence that “(1) the vendor sold ‘goods’ to the debtor; (2) the goods were received by the debtor within twenty days [before the bankruptcy] filing; and (3) the goods were sold . . . in the ordinary course of business.” *In re World Imports, Ltd.*, 862 F.3d 338, 341 (3d Cir. 2017) (quoting *In re Goody’s Fam. Clothing, Inc.*, 401 B.R. 131, 133 (Bankr. D. Del. 2009)). Section 503(b)(9) of the Bankruptcy Code grants an administrative priority claim for “the value of any goods received by the debtor within 20 days before the date of commencement of a case under this title in which the goods have been sold to the debtor in the ordinary course of such debtor’s business.” 11 U.S.C. § 503(b)(9).

21. The Disputed Claims are unenforceable against the Debtors for the reasons set forth above and on Schedule 1 and Schedule 2 to the Proposed Order. Therefore, pursuant to section 502(b)(1) of the Bankruptcy Code, Bankruptcy Rule 3007, and Local Rule 3007-1, the

Reorganized Debtor respectfully requests that the Court enter the Proposed Order granting the relief requested herein.

RESPONSES TO OBJECTION

22. Filing and Service of Responses: To contest this Objection, a claimant must file and serve a written response to this Objection (a “**Response**”) so that it is actually received by the Clerk of the Court and the parties in the following paragraph no later than 4:00 p.m. (ET) on December 1, 2023 (the “**Response Deadline**”). Claimants should locate their names and Claims on Schedule 1 and/or Schedule 2 to the Proposed Order, and carefully review this Objection. A Response must address each ground upon which the Reorganized Debtor objects to a particular Claim. A hearing to consider this Objection will be held on December 20, 2023 at 10:30 a.m. (ET), before the Honorable Karen B. Owens, United States Bankruptcy Judge, at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 6th Floor, Courtroom 3, Wilmington, Delaware 19801 (the “**Hearing**”).

23. Each Response must be filed and served upon the following entities at the following addresses: (a) the Office of the Clerk of the Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801; (b) Latham & Watkins LLP, 355 South Grand Avenue, Suite 100, Los Angeles, CA 90071, Attn: Nicholas J. Messina; and (c) Young Conaway Stargatt & Taylor LLP, 1000 N. King St., Wilmington, DE 19801, Attn: Joseph M. Mulvihill, Timothy R. Powell, and Emily C.S. Jones.

24. Content of Responses: Every Response to this Objection must contain, at a minimum, the following:

- a. a caption setting forth the name of the Court, the above-referenced case number, and the title of this Objection to which the Response is directed;
- b. the name of the claimant and description of the basis for the amount of the Disputed Claim;

- c. a concise statement setting forth the reasons why a particular Disputed Claim should not be disallowed, expunged, reclassified, and/or modified for the reasons set forth in this Objection, including, but not limited to, the specific factual and legal bases upon which the claimant will rely in opposing this Objection at the Hearing;
- d. all documentation or other evidence of the Claim in question, to the extent not already included with the claimant's Proof of Claim, upon which the claimant will rely in opposing this Objection at the Hearing;
- e. the name, address, telephone number, and fax number of the person(s) (who may be the claimant or a legal representative thereof) possessing ultimate authority to reconcile, settle, or otherwise resolve the Claim on behalf of the claimant; and
- f. the name, address, telephone number, and fax number of the person(s) (who may be the claimant or a legal representative thereof) to whom the Reorganized Debtor should serve any reply to the Response.

25. Timely Response Required; Hearing; Replies: If a Response is properly and timely filed and served in accordance with the above procedures, the Reorganized Debtor will endeavor to reach a consensual resolution with the claimant. If no consensual resolution is reached, the Court will conduct the Hearing with respect to this Objection and the Response(s) on December 20, 2023 at 10:30 a.m. (ET), or such other date and time as parties filing Responses may be notified. Only those Responses made in writing and timely filed and received will be considered by the Court at any such hearing.

26. Adjournment of Hearing: The Reorganized Debtor reserves the right to adjourn the Hearing on any Claim included in this Objection. In the event that the Reorganized Debtor so adjourns the Hearing, it will state that the Hearing on that particular Claim has been adjourned on the agenda for the Hearing on this Objection, which agenda will be served on the person designated by the claimant in its Response.

27. If a claimant whose Claim is subject to this Objection, and who is served with this Objection, fails to file and serve a timely Response in compliance with the foregoing procedures,

the Reorganized Debtor will present to the Court an appropriate order disallowing, expunging, and/or modifying the Disputed Claim without further notice to the claimant.

28. Separate Contested Matter: Each of the Disputed Claims and the Reorganized Debtor's objections thereto as asserted in this Objection constitute a separate contested matter as contemplated by Bankruptcy Rule 9014. The Reorganized Debtor requests that any order entered by the Court with respect to an objection asserted herein will be deemed a separate order with respect to each such Disputed Claim.

RESERVATION OF RIGHTS

29. The Reorganized Debtor expressly reserves the right to amend, modify, or supplement this Objection, and to file additional objections to any other Claims (filed or not) that may be asserted against the Debtors and their estates. Should one or more of the grounds of objection stated in this Objection be dismissed or overruled, the Reorganized Debtor reserves the right to object to each of the Disputed Claims or any other Proofs of Claim on any other grounds that the Reorganized Debtor discovers or elects to pursue.

30. Notwithstanding anything contained in this Objection, or the exhibits and schedules attached hereto, nothing herein will be construed as a waiver of any rights that the Debtors, or any successor to the Debtors, may have to enforce rights of setoff against the claimants.

31. Nothing in this Objection will be deemed or construed: (a) as an admission as to the validity of any claim or interest against the Debtors; (b) as a waiver of the Debtors' rights to dispute or otherwise object to any claim or proof of interest on any grounds or basis; (c) to waive or release any right, claim, defense, or counterclaim of the Debtors, or to estop the Debtors from asserting any right, claim, defense, or counterclaim; (d) as an approval or assumption of any agreement, contract, or lease, pursuant to section 365 of the Bankruptcy Code; or (e) as an

admission that any obligation is entitled to administrative expense priority or any such contract or agreement is executory or unexpired for purposes of section 365 of the Bankruptcy Code or otherwise.

COMPLIANCE WITH LOCAL BANKRUPTCY RULE 3007-1

32. The undersigned representative of the Reorganized Debtor has reviewed the requirements of Local Rule 3007-1 and certifies that this Objection substantially complies with that Local Rule. To the extent that this Objection does not comply in all respects with the requirements of Local Rule 3007-1, the Reorganized Debtor believes such deviations are not material and respectfully requests that any such requirement be waived.

FURTHER INFORMATION

33. Questions about or requests for additional information about the proposed disposition of the Disputed Claims hereunder should be directed to the Reorganized Debtor's counsel in writing at the following address: Young Conaway Stargatt & Taylor LLP, 1000 N. King St., Suite 2-328, Wilmington, DE 19801, Attn: Joseph M. Mulvihill and Timothy R. Powell (emails: jmulvihill@ycst.com and tpowell@ycst.com).

NOTICE

34. Notice of this Objection will be provided to: (a) the Office of the United States Trustee for the District of Delaware (Attn: Benjamin Hackman); (b) the holders of Disputed Claims; and (c) any party that has requested notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested herein, the Reorganized Debtor submits that no other or further notice is necessary.

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WHEREFORE, the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as the Court may deem just and appropriate.

Dated: November 17, 2023
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Timothy R. Powell

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Counsel for Reorganized Debtor

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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In re: : Chapter 11
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STARRY GROUP HOLDINGS, INC.¹ : Case No. 23-10219 (KBO)
:
Reorganized Debtor. : **Hearing Date: December 20, 2023 at 10:30 a.m. (ET)**
: **Obj. Deadline: December 1, 2023 at 4:00 p.m. (ET)**
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**NOTICE OF REORGANIZED DEBTOR’S FOURTH OMNIBUS OBJECTION TO CLAIMS
(SUBSTANTIVE)**

**PARTIES RECEIVING THIS OBJECTION SHOULD REVIEW
SCHEDULES 1–2 TO THE PROPOSED ORDER TO DETERMINE
IF THEIR CLAIM IS SUBJECT TO THIS OBJECTION.**

PLEASE TAKE NOTICE that Starry Group Holdings, Inc., the above-captioned reorganized debtor (the “**Reorganized Debtor**”), has filed the attached *Reorganized Debtor’s Fourth Omnibus Objection to Claims (Substantive)* (the “**Objection**”).

PLEASE TAKE FURTHER NOTICE that any responses (each, a “**Response**”) to the Objection must be filed on or before December 1, 2023 at 4:00 p.m. (ET) (the “**Response Deadline**”) with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801. At the same time, any party submitting a Response (each, a “**Respondent**”) must serve a copy of its Response upon the undersigned counsel to the Reorganized Debtor so as to be received on or before the Response Deadline.

PLEASE TAKE FURTHER NOTICE that any Response must contain, at a minimum, the following

- (a) a caption setting forth the name of the United States Bankruptcy Court for the District of Delaware, the above-referenced case number, and the title of this Objection to which the Response is directed;
- (b) the name of the Respondent and a description of the basis for the amount and classification asserted in the Disputed Claim (as defined in the Objection), if applicable;
- (c) a concise statement setting forth the reasons why the Disputed Claim should not be disallowed, reclassified, reduced, or otherwise modified for the reasons set forth in

¹ The reorganized debtor in this case, along with the last four digits of the reorganized debtor’s federal tax identification number, is: Starry Group Holdings, Inc. (9355). The reorganized debtor’s address is 38 Chauncy Street, Suite 200, Boston, Massachusetts 02111.

the Objection, including, but not limited to, the specific factual and legal bases upon which the Respondent will rely in opposing the Objection;

- (d) all documentation or other evidence of the Disputed Claim or asserted amount and classification, to the extent not included with the proof of claim previously filed with the Bankruptcy Court, upon which the Respondent will rely in opposing the Objection at the Hearing (as defined below); and
- (e) the name, address, telephone number, and fax number of the person(s) (who may be the claimant or a legal representative thereof) possessing ultimate authority to reconcile, settle, or otherwise resolve the Disputed Claim on behalf of the claimant.

PLEASE TAKE FURTHER NOTICE THAT A HEARING TO CONSIDER THE OBJECTION WILL BE HELD ON DECEMBER 20, 2023 AT 10:30 A.M. (ET) BEFORE THE HONORABLE KAREN B. OWENS, UNITED STATES BANKRUPTCY COURT JUDGE FOR THE DISTRICT OF DELAWARE.

PLEASE TAKE FURTHER NOTICE THAT, IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE OBJECTION WITHOUT FURTHER NOTICE OR A HEARING.

Dated: November 17, 2023
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

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Counsel for the Reorganized Debtor

EXHIBIT A

Proposed Order

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

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	:	
In re:	:	Chapter 11
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STARRY GROUP HOLDINGS, INC. ¹	:	Case No. 23-10219 (KBO)
	:	
Reorganized Debtor.	:	Re: Docket No. _____
	:	
	X	

**ORDER SUSTAINING REORGANIZED DEBTOR’S
FOURTH OMNIBUS OBJECTION TO CLAIMS
(SUBSTANTIVE)**

Upon the objection (the “**Objection**”)² of the above-captioned reorganized debtor (the “**Reorganized Debtor**,” and collectively with certain of its affiliates before the Effective Date, the “**Debtors**”) for entry of an order (this “**Order**”) disallowing, expunging, reclassifying, and/or modifying the Disputed Claims for the reasons set forth on **Schedule 1** and **Schedule 2** attached hereto, all as more fully set forth in the Objection; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Objection in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Objection is in the best interests of the Debtors’ estates, their creditors, and other parties in

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² Capitalized terms used but not otherwise defined herein have the same meanings ascribed to such terms in the Objection.

interest; and this Court having found that the Reorganized Debtor's notice of the Objection and opportunity for a hearing on the Objection were appropriate and no other notice need be provided; and this Court having reviewed the Objection and having heard the statements in support of the relief requested therein at a hearing before this Court (the "**Hearing**"), if any; and this Court having determined that the legal and factual bases set forth in the Objection and at the Hearing, if any, establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, **IT IS HEREBY ORDERED THAT:**

1. The Objection is GRANTED as set forth herein.
2. Any Response to the Objection not otherwise withdrawn, resolved, or adjourned is hereby overruled on its merits.
3. The No Liability Claims identified on **Schedule 1** are disallowed and expunged in their entirety.
4. The Reduced Amount Claim identified on **Schedule 2** is reduced and allowed in the amount set forth in the column titled "Allowed Claim Amount."
5. This Order shall be deemed a separate order with respect to each of the Disputed Claims identified on **Schedule 1** and **Schedule 2** attached hereto. Any stay of this Order pending appeal by any of the claimants whose Disputed Claim(s) are subject to this Order shall only apply to the contested matter which involves such claimant and shall not act to stay the applicability or finality of this Order with respect to the other contested matters listed in the Objection or this Order.
6. The Reorganized Debtor and KCC are authorized to take all actions necessary and appropriate to give effect to this Order.

7. KCC is authorized to modify the Claims Register to comport with the relief granted by this Order.

8. Nothing in this Order or the Objection is intended or shall be construed as a waiver of any of the rights the Reorganized Debtor may have to enforce rights of setoff against the claimants.

9. Nothing in the Objection or this Order shall be deemed or construed: (a) as an admission as to the validity of any claim against the Debtors; (b) as a waiver of the Debtors' rights to dispute or otherwise object to any claim on any grounds or basis; (c) to waive or release any right, claim, defense, or counterclaim of the Debtors, or to estop the Debtors from asserting any right, claim, defense, or counterclaim; (d) as an approval or assumption of any agreement, contract, or lease, pursuant to section 365 of the Bankruptcy Code; or (e) as an admission that any obligation is entitled to administrative expense priority or any such contract or agreement is executory or unexpired for purposes of section 365 of the Bankruptcy Code or otherwise.

10. The terms and conditions of this Order shall be immediately enforceable and effective upon its entry.

11. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

SCHEDULE 1

No Liability Claims

Starry Group Holdings, Inc., et al.4th Omnibus Objection to Claims (Substantive) – **Schedule 1: No Liability Claims**

#	Name of Claimant	Date Claim Filed	Claim Number	Debtor Name	Claim Type	Claim Amount	Comments
1	AEP VENTURES, LLC JEFFREY W HOERSDIG 1 RIVERSIDE PLAZA COLUMBUS OH 43215	4/20/2023	157	Starry, Inc.	Executory Contract Claim	\$0.00 (S) 0.00 (A) 0.00 (P) 0.00 (U) \$0.00 (T)	No liability related to this claim exists on the Books and Records
2	SAMUEL PEREZ EDWIN AIWAZIAN LAWYERS FOR JUSTICE, PC 410 WEST ARDEN AVENUE, SUITE 203 GLENDALE CA 91203	4/27/2023	285	Starry, Inc.	Litigation Claim	\$0.00 (S) 0.00 (A) 0.00 (P) 0.00 (U) \$0.00 (T)	No liability related to this claim exists on the Books and Records
3	AMANDA THYER DAVIS 323 E 5TH ST APT 214 LOS ANGELES CA 90013	9/15/2023	363	Starry Group Holdings, Inc.	503(b)(9) Claim	\$0.00 (S) 30.00 (A) 13,350.00 (P) 11,825.00 (U) \$25,205.00 (T)	No liability related to this claim exists on the Books and Records

SCHEDULE 2

Reduced Amount Claim

Starry Group Holdings, Inc., et al.

4th Omnibus Objection to Claims (Substantive) – **Schedule 2: Reduced Amount Claim**

#	Name of Claimant	Date Claim Filed	Claim Number	Debtor Name	Claim Type	Filed Claim Amount	Allowed Claim Amount	Comments
1	ARLINGATE EQUITIES, LLC MAXWELL STURMAN 55 FIFTH AVE APT. 4F NEW YORK NY 10003	9/6/2023	362	Starry, Inc.	Landlord Claim	\$0.00 (S) 0.00 (A) 0.00 (P) 358,489.00 (U) \$358,489.00 (T)	\$0.00 (S) 0.00 (A) 0.00 (P) 155,000.00 (U) \$155,000.00 (T)	Claim reduced to the greater of 1 years rent or 15% of the remaining term (not to exceed three years), in accordance with U.S. Chapter 11 Code 502(b)(6) limitation on damages resulting from the termination of a lease.

EXHIBIT B

Gray Declaration

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

	X	
	:	
In re:	:	Chapter 11
	:	
STARRY GROUP HOLDINGS, INC. ¹	:	Case No. 23-10219 (KBO)
	:	
Reorganized Debtor.	:	
	:	
	X	

**DECLARATION OF HEATH GRAY IN SUPPORT OF REORGANIZED DEBTOR’S
FOURTH OMNIBUS OBJECTION TO CLAIMS
(SUBSTANTIVE)**

Pursuant to 28 U.S.C. § 1746, I, Heath C. Gray, hereby declare under penalty of perjury that the following is true and correct to the best of my knowledge and belief:

1. I am a Senior Managing Director at FTI Consulting, Inc. (“**FTI**”), a financial advisory services firm. FTI maintains offices at, among other places, 1166 Avenue of the Americas, New York, New York 10036. FTI is the financial advisor to the above-captioned reorganized debtor (the “**Reorganized Debtor**,” and collectively with certain of its affiliates before the Effective Date, the “**Debtors**”). As a result of my position, I am familiar with the Debtors’ day-to-day business operations and affairs, the Books and Records, and the Debtors’ chapter 11 efforts.

2. I submit this declaration (this “**Declaration**”) in support of the *Reorganized Debtor’s Fourth Omnibus Objection to Claims (Substantive)* (the “**Objection**”).²

¹ The reorganized debtor in this case, along with the last four digits of the reorganized debtor’s federal tax identification number, is: Starry Group Holdings, Inc. (9355). The reorganized debtor’s address is 38 Chauncy Street, Suite 200, Boston, Massachusetts 02111.

² All capitalized terms used and not otherwise defined herein have the meanings ascribed to them in the Objection.

3. I have reviewed the Objection and am directly, or by and through other personnel or representatives of the Reorganized Debtor, reasonably familiar with the information contained therein, the Proposed Order, and the schedules attached to the Proposed Order. I am executing this Declaration on behalf of the Reorganized Debtor.

4. Considerable resources and time have been expended in reviewing and reconciling the Proofs of Claim filed or pending against the Debtors and their estates in the Chapter 11 Cases.

5. In preparing this Declaration, I or other representatives of the Reorganized Debtor (a) reviewed (i) the Claims Register, by which we identified Claims that should be disallowed, expunged, and/or modified, and (ii) the Books and Records with respect to the Claims described in the Objection, (b) conferred with the Reorganized Debtor's representatives and outside counsel having knowledge relevant to understanding the validity of the Claims, (c) approved the inclusion of the Claims in the Objection, and (d) reviewed the Objection and the Proposed Order. Accordingly, I am familiar with the information contained therein and in Schedule 1 and Schedule 2 to the Proposed Order.

6. Except as otherwise indicated, all facts set forth in this Declaration are based on my personal knowledge of the Debtors' operations, finances, and Books and Records, my review of the Proofs of Claim and Claims Register, or information received from other members of the Debtors, or the Debtors' professional advisors. If called upon to testify, I would testify competently to the facts set forth herein.

A. No Liability Claims

7. I, along with other representatives of the Reorganized Debtor, have reviewed the Books and Records and determined that the Reorganized Debtor and the Debtors' estates are not liable on account of the No Liability Claims. Accordingly, to prevent the applicable claimants

from potentially receiving an unwarranted recovery, to the detriment of creditors in the Chapter 11 Cases, the Reorganized Debtor seeks to disallow and expunge the No Liability Claims in their entirety for the reasons set forth on Schedule 1 to the Proposed Order.

B. Reduced Amount Claim

8. I, along with other representatives of the Reorganized Debtor, reviewed the Reduced Amount Claim listed on Schedule 2 to the Proposed Order to determine the bases upon which liability was asserted against the Debtors. This process included a review of the Proof of Claim filed and any supporting documentation attached to such Proof of Claim.

9. Based upon this review, I believe that the Reduced Amount Claim should be modified, reduced, and allowed in the amount set forth in the column titled “Allowed Claim Amount” on Schedule 2 to the Proposed Order. The amount listed in such column for the Reduced Amount Claim represents the fair, accurate, and reasonable value of the Reduced Amount Claim as reflected in the Books and Records.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.

Executed on November 17, 2023

/s/ Heath C. Gray

Heath Gray
Senior Managing Director
FTI Consulting, Inc.

Financial Advisor for the Reorganized Debtor