

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

----- X  
:   
In re: : Chapter 11  
:   
STARRY GROUP HOLDINGS, INC., *et al.*,<sup>1</sup> : Case No. 23-10219 (KBO)  
:   
Debtors. : (Jointly Administered)  
:   
----- X Ref. Docket Nos. 7, 58 & 177

**CERTIFICATE OF COUNSEL**

On February 20, 2023, Starry Group Holdings, Inc. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) filed the *Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing Debtors to Pay Prepetition Claims of (A) Lien Claimants, (B) 503(b)(9) Claimants, and (V) Foreign Vendors, (II) Confirming Administrative Expenses Priority Status for Outstanding Prepetition Purchase Orders, and (III) Granting Related Relief* [D.I. 8, as amended at D.I. 177] (the “**Motion**”).

On February 22, 2023, the United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered an order [D.I. 58] (the “**Interim Order**”) granting the relief requested in the Motion on an interim basis. Pursuant to the Interim Order, objections to the entry of an order approving the Motion on a final basis (the “**Proposed Final Order**”) were to be filed and served by 4:00 p.m. (ET) on March 15, 2023 (the “**Objection Deadline**”).

<sup>1</sup> The debtors in these cases, along with the last four digits of each debtor’s federal tax identification number, are: Starry Group Holdings, Inc. (9355); Starry, Inc. (9616); Connect Everyone LLC (5896); Starry Installation Corp. (7000); Starry (MA), Inc. (2010); Starry Spectrum LLC (N/A); Testco LLC (5226); Starry Spectrum Holdings LLC (9444); Widmo Holdings LLC (9208); Vibrant Composites Inc. (8431); Starry Foreign Holdings Inc. (3025); and Starry PR Inc. (1214). The debtors’ address is 38 Chauncy Street, Suite 200, Boston, Massachusetts 02111.



Prior to the Objection Deadline, the Debtors received informal comments to the Proposed Final Order from the Official Committee of Unsecured Creditors (the “**Committee**”). No other informal responses or objections to the Motion were received.

Following discussions with the Committee, the Debtors agreed to a revised form of order (the “**Revised Proposed Final Order**”) approving the Motion, a copy of which is attached hereto as **Exhibit A**. For the convenience of the Court and other interested parties, a blackline comparing the Revised Proposed Final Order against the Proposed Final Order is attached hereto as **Exhibit B**.

The Committee, the Office of the United States Trustee for the District of Delaware, and the Prepetition Agent do not object to entry of the Revised Proposed Final Order.

The Debtors respectfully request that the Court enter the Revised Proposed Final Order without further notice or hearing at the Court’s earliest convenience.

Dated: March 21, 2023  
Wilmington, Delaware

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*Counsel for Debtors and Debtors in Possession*

**EXHIBIT A**

**Proposed Final Order**

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

----- X  
:   
In re: : Chapter 11  
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STARRY GROUP HOLDINGS, INC., *et al.*,<sup>1</sup> : Case No. 23-10219 (KBO)  
:   
Debtors. : (Jointly Administered)  
:   
----- X **Re: Docket Nos. 8 & 58**

**FINAL ORDER (I) AUTHORIZING DEBTORS  
TO PAY PREPETITION CLAIMS OF (A) LIEN CLAIMANTS,  
(B) 503(b)(9) CLAIMANTS, AND (C) FOREIGN VENDORS, (II) CONFIRMING  
ADMINISTRATIVE EXPENSE PRIORITY STATUS FOR OUTSTANDING  
PREPETITION PURCHASE ORDERS, AND (III) GRANTING RELATED RELIEF**

Upon the motion (the “**Motion**”)<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) for entry of orders (a) authorizing, but not directing, the Debtors to pay the prepetition claims of (i) Lien Claimants, (ii) 503(b)(9) Claimants, and (iii) Foreign Vendors, (b) confirming the administrative expense priority status of all undisputed obligations of the Debtors arising out of the Outstanding Orders, and (c) granting related relief, all as more fully set forth in the Motion; and this Court having reviewed the Motion, the First Day Declaration, and the Interim Order, as approved by this Court; and this Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 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 February 29, 2012; and this Court having found that this is a core proceeding

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<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in the Motion.

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 Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and this Court having determined that there is good and sufficient cause for the relief granted in this Final Order, therefore, it is hereby

**ORDERED, ADJUDGED, AND DECREED THAT:**

1. The Motion is granted on a final basis, as set forth herein.
2. All objections to the entry of this Final Order, to the extent not withdrawn or settled, are overruled.
3. The Debtors are authorized, but not directed, to pay prepetition Lien Claims, 503(b)(9) Claims, and Foreign Vendor Claims (collectively, the “**Vendor Claims**”) in amounts not to exceed those specified in the chart below, absent further order of this Court; *provided, however*, that the Debtors are authorized, after prior notice to the official committee of unsecured creditors appointed in the Chapter 11 Cases (the “**Creditors’ Committee**”), to pay prepetition Vendor Claims in an amount exceeding the applicable caps so long as the total amount of prepetition Vendor Claims and prepetition Critical Vendor Claims<sup>3</sup> that are paid pursuant to the Interim Order, this Final Order, and any orders with respect to the Critical Vendor Motion do not exceed \$2,690,439 in the aggregate, absent further order of this Court.

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<sup>3</sup> “**Critical Vendor Claims**” has the meaning ascribed to such term in the *Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing Debtors to Pay Prepetition Claims of Critical Vendors, and (II) Granting Related Relief* [Docket No. 7] (the “**Critical Vendor Motion**”).

<b>Prepetition Obligations</b>	<b>Final Amount</b>
Lien Claimants	\$417,812
503(b)(9) Claimants	\$50,000
Foreign Vendors	\$1,005,189
<b>Total</b>	<b>\$1,473,001</b>

4. The Debtors are authorized to undertake all appropriate efforts to cause a Vendor to enter into the form of Vendor Agreement, substantially in the form attached to the Motion as **Exhibit C**, which form of Vendor Agreement is hereby approved, and the Debtors are authorized to negotiate, modify, or amend the form of Vendor Agreement in the exercise of their reasonable business judgment to the extent such negotiations, modifications, or amendments are not materially adverse to the Debtors. The Debtors shall provide copies of all executed Vendor Agreements to the Creditors' Committee promptly upon execution and shall consult with the Creditors' Committee to the extent practicable with respect to negotiations, modifications, and amendments to the form of Vendor Agreement.

5. The Debtors are authorized, but not directed, in the exercise of their reasonable business judgment, to condition payment of prepetition Vendor Claims on the agreement of Vendors to enter into Vendor Agreements.

6. If any party accepts payment pursuant to the relief requested by this Final Order and thereafter does not continue to provide goods or services on Customary Trade Terms (regardless of whether a Vendor Agreement has been executed), and subject to any Vendor Agreement that may be executed or otherwise agreed by the Debtors: (a) the Debtors may demand repayment in cash and otherwise take all action to have such payment be deemed to be an improper postpetition transfer on account of a prepetition claim and (b) upon recovery by the Debtors, any

prepetition claim of such party shall be reinstated as if the payment had not been made and the deadline for such party to file a reinstated claim will be the later of (i) the general bar date established by order of this Court or (ii) 30 days after the Debtors provide written notice to the party of the reinstatement of its claim.

7. All undisputed obligations of the Debtors arising under the Outstanding Orders are granted administrative expense priority status in accordance with section 503(b)(1)(a) of the Bankruptcy Code.

8. Notwithstanding anything to the contrary in this Final Order, the Motion, or any exhibits thereto, the priority of any prepetition Vendor Claim (including that of any 503(b)(9) Claim) shall not be affected by whether such Vendor executes a Vendor Agreement, provides goods or services to the Debtors under Customary Trade Terms, or otherwise.

9. The Banks shall be, and are, hereby authorized, when requested by the Debtors, to process, honor, pay, and, if necessary, reissue any and all checks or electronic funds transfers, including prepetition checks and electronic payment and transfer requests that the Debtors reissue or re-request postpetition, drawn on the Debtors' accounts, whether those checks were presented before or after the Petition Date, provided that sufficient funds are available in such accounts to make the payments.

10. The Banks may rely on the representations of the Debtors with respect to whether any check or other transfer drawn or issued by the Debtors before the Petition Date should be honored pursuant to this Final Order, and the Banks shall not have any liability to any party for relying on such representations by the Debtors as provided for in this Final Order.

11. The Debtors are authorized, but not directed, to issue new postpetition checks, or effect new electronic funds transfers, on account of prepetition Vendor Claims as set forth herein,



and to replace any prepetition checks or electronic fund transfer requests that may be lost or dishonored as a result of the commencement of the Chapter 11 Cases.

12. Nothing in the Motion or this Final Order, nor any actions or payments made by the Debtors pursuant to this Final Order, shall be construed as: (a) an admission as to the validity of any claim against the Debtors or the existence of any lien against the Debtors' properties; (b) a waiver of the Debtors' or any other party in interest's respective rights to dispute any claim or lien on any grounds; (c) a promise to pay any claim; (d) an implication or admission that any particular claim would constitute an allowed claim; (e) an assumption or rejection of any executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code; (f) a limitation on the Debtors' rights under section 365 of the Bankruptcy Code to assume or reject any executory contract with any party subject to this Final Order; or (g) a waiver of the Debtors' or any other party in interest's respective rights under the Bankruptcy Code, any other applicable non-bankruptcy law, or any order of this Court. Nothing contained in this Final Order shall be deemed to increase, reclassify, elevate to an administrative expense status, or otherwise affect any claim to the extent it is not paid.

13. Notwithstanding Bankruptcy Rule 6004(h) or any other procedural rule, to the extent applicable, this Final Order shall be effective and enforceable immediately upon entry hereof.

14. The Debtors are hereby authorized to take such actions and to execute such documents as may be necessary to implement the relief granted by this Final Order.

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

**EXHIBIT B**

**Blackline of Final Order**

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

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	:	
In re:	:	Chapter 11
	:	
STARRY GROUP HOLDINGS, INC., <i>et al.</i> , <sup>1</sup>	:	Case No. 23- <del>10219</del> ( <del>KBO</del> )
	:	
Debtors.	:	(Jointly Administered)
	:	
	x	Re: Docket Nos. <a href="#">8 &amp; 58</a>

**FINAL ORDER (I) AUTHORIZING DEBTORS  
TO PAY PREPETITION CLAIMS OF (A) LIEN CLAIMANTS,  
(B) 503(b)(9) CLAIMANTS, AND (C) FOREIGN VENDORS, (II) CONFIRMING  
ADMINISTRATIVE EXPENSE PRIORITY STATUS FOR OUTSTANDING  
PREPETITION PURCHASE ORDERS, AND (III) GRANTING RELATED RELIEF**

Upon the motion (the “**Motion**”)<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) for entry of orders (a) authorizing, but not directing, the Debtors to pay the prepetition claims of (i) Lien Claimants, (ii) 503(b)(9) Claimants, and (iii) Foreign Vendors, (b) confirming the administrative expense priority status of all undisputed obligations of the Debtors arising out of the Outstanding Orders, and (c) granting related relief, all as more fully set forth in the Motion; and this Court having reviewed the Motion, the First Day Declaration, and the Interim Order, as approved by this Court; and this Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District

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<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in the Motion.

Court for the District of Delaware, dated 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 Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and this Court having determined that there is good and sufficient cause for the relief granted in this Final Order, therefore, it is hereby

**ORDERED, ADJUDGED, AND DECREED THAT:**

1. The Motion is granted on a final basis, as set forth herein.
2. All objections to the entry of this Final Order, to the extent not withdrawn or settled, are overruled.

3. The Debtors are authorized, but not directed, to pay prepetition Lien Claims, 503(b)(9) Claims, and Foreign Vendor Claims (collectively, the “**Vendor Claims**”) in amounts not to exceed those specified in ~~following~~ the chart below, absent further order of this Court: provided, however, that the Debtors are authorized, after prior notice to the official committee of unsecured creditors appointed in the Chapter 11 Cases (the “Creditors’ Committee”), to pay prepetition Vendor Claims in an amount exceeding the applicable caps so long as the total amount of prepetition Vendor Claims and prepetition Critical Vendor Claims<sup>3</sup> that are paid pursuant to the Interim Order, this Final Order, and any

<sup>3</sup> “Critical Vendor Claims” has the meaning ascribed to such term in the Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing Debtors to Pay Prepetition Claims of Critical Vendors, and (II) Granting Related Relief [Docket No. 7] (the “Critical Vendor Motion”).

orders with respect to the Critical Vendor Motion do not exceed \$2,690,439 in the aggregate, absent further order of this Court.

Prepetition Obligations	Final Amount
Lien Claimants	\$ <del>290,000</del> <u>417,812</u>
503(b)(9) Claimants	\$50,000
Foreign Vendors	\$ <del>890,000</del> <u>1,005,189</u>
<b>Total</b>	<b>\$<del>1,230,000</del><u>1,473,001</u></b>

4. The Debtors are authorized to undertake all appropriate efforts to cause a Vendor to enter into the form of Vendor Agreement, substantially in the form attached to the Motion as **Exhibit C**, which form of Vendor Agreement is hereby approved, and the Debtors are authorized to negotiate, modify, or amend the form of Vendor Agreement in the exercise of their reasonable business judgment to the extent such negotiations, modifications, or amendments are not materially adverse to the Debtors. The Debtors shall provide copies of all executed Vendor Agreements to the Creditors' Committee promptly upon execution and shall consult with the Creditors' Committee to the extent practicable with respect to negotiations, modifications, and amendments to the form of Vendor Agreement.

5. The Debtors are authorized, but not directed, in the exercise of their reasonable business judgment, to condition payment of prepetition Vendor Claims on the agreement of Vendors to enter into Vendor Agreements.

6. If any party accepts payment pursuant to the relief requested by this Final Order and thereafter does not continue to provide goods or services on Customary Trade Terms (regardless of whether a Vendor Agreement has been executed), and subject to any Vendor Agreement that may be executed or otherwise agreed by the Debtors: (a) the Debtors may

demand repayment in cash and otherwise take all action to have such payment be deemed to be an improper postpetition transfer on account of a prepetition claim and (b) upon recovery by the Debtors, any prepetition claim of such party shall be reinstated as if the payment had not been made and the deadline for such party to file a reinstated claim will be the later of (i) the general bar date established by order of this Court or (ii) 30 days after the Debtors provide written notice to the party of the reinstatement of its claim.

7. All undisputed obligations of the Debtors arising under the Outstanding Orders are granted administrative expense priority status in accordance with section 503(b)(1)(a) of the Bankruptcy Code.

8. Notwithstanding anything to the contrary in this Final Order, the Motion, or any exhibits thereto, the priority of any prepetition Vendor Claim (including that of any 503(b)(9) Claim) shall not be affected by whether such Vendor executes a Vendor Agreement, provides goods or services to the Debtors under Customary Trade Terms, or otherwise.

9. The Banks shall be, and are, hereby authorized, when requested by the Debtors, to process, honor, pay, and, if necessary, reissue any and all checks or electronic funds transfers, including prepetition checks and electronic payment and transfer requests that the Debtors reissue or re-request postpetition, drawn on the Debtors' accounts, whether those checks were presented before or after the Petition Date, provided that sufficient funds are available in such accounts to make the payments.

10. The Banks may rely on the representations of the Debtors with respect to whether any check or other transfer drawn or issued by the Debtors before the Petition Date should be honored pursuant to this Final Order, and the Banks shall not have any liability to any party for relying on such representations by the Debtors as provided for in this Final Order.

11. The Debtors are authorized, but not directed, to issue new postpetition checks, or effect new electronic funds transfers, on account of prepetition Vendor Claims as set forth herein, and to replace any prepetition checks or electronic fund transfer requests that may be lost or dishonored as a result of the commencement of the Chapter 11 Cases.

12. Nothing in the Motion or this Final Order, nor any actions or payments made by the Debtors pursuant to this Final Order, shall be construed as: (a) an admission as to the validity of any claim against the Debtors or the existence of any lien against the Debtors' properties; (b) a waiver of the Debtors' or any other party in interest's respective rights to dispute any claim or lien on any grounds; (c) a promise to pay any claim; (d) an implication or admission that any particular claim would constitute an allowed claim; (e) an assumption or rejection of any executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code; ~~or~~ (f) a limitation on the Debtors' rights under section 365 of the Bankruptcy Code to assume or reject any executory contract with any party subject to this Final Order; or (g) a waiver of the Debtors' or any other party in interest's respective rights under the Bankruptcy Code, any other applicable non-bankruptcy law, or any order of this Court.

Nothing contained in this Final Order shall be deemed to increase, reclassify, elevate to an administrative expense status, or otherwise affect any claim to the extent it is not paid.

13. Notwithstanding Bankruptcy Rule 6004(h) or any other procedural rule, to the extent applicable, this Final Order shall be effective and enforceable immediately upon entry hereof.

14. The Debtors are hereby authorized to take such actions and to execute such documents as may be necessary to implement the relief granted by this Final Order.

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