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

| Debtors.                               | Obj. Deadline: 7/5/23 at 4:00 p.m. (ET) Hearing Date: 7/20/23 at 10:30 a.m. (ET) Related to Docket Nos. 496, 515 |
|--|--|
|  | (Jointly Administered)   |
| STARRY GROUP HOLDINGS, INC., et al., 1 | Case No. 23-10219 (KBO)  |
| In re:                                 | ) Chapter 11   |

SUMMARY OF FIRST INTERIM FEE APPLICATION OF MCDERMOTT WILL & EMERY LLP, COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM MARCH 6, 2023 THROUGH APRIL 30, 2023

Name of Applicant: MCDERMOTT WILL & EMERY LLP

Authorized to provide professional

services to:

Official Committee of Unsecured Creditors of

Starry Group Holdings, Inc., et al.

Date of retention: April 27, 2023, effective as of March 6, 2023

Period for which compensation

and reimbursement is sought: March 6, 2023 through April 30, 2023

Amount of compensation sought as

actual, reasonable and necessary: \$1,469,256.50

Amount of expense reimbursement

sought as actual, reasonable and necessary: \$4,535.17

Amount of compensation approved

as actual, reasonable and necessary:<sup>2</sup> \$0.00

If no objections are received by June 20, 2023 to McDermott Will & Emery LLP's first monthly fee application [Docket No. 496], \$743,852.80 in fees and \$3,463.51 in expenses will be approved. If no objections are received by July 3, 2023 to McDermott Will & Emery LLP's second monthly fee application [Docket No. 515], \$431,552.40 in fees and \$1,071.66 in expenses will be approved.



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.

Amount of expense reimbursement approved as actual, reasonable,

and necessary: \$0.00

Amount of holdback fees sought:<sup>3</sup> \$293,851.30

This is an:  $\underline{x}$  Interim Application

#### SUMMARY OF MONTHLY FEE APPLICATIONS FOR INTERIM FEE PERIOD

| MONTHLY FEE<br>APPLICATION |        | REQUESTED FEES<br>AND EXPENSES |                | APPROVED FEES<br>AND EXPENSES |          | HOLDBACK |              |
|----------------------------|--------|--------------------------------|----------------|-------------------------------|----------|----------|--------------|
| Application                | CNO    | Period                         | Requested      | Requested                     | Approved | Approved | Fees         |
| Docket No.                 | Date   | Covered                        | Fees           | Expenses                      | Fees     | Expenses | Holdback     |
| Date Filed                 | Filed  |                                |                |                               | (80%)    | (100%)   | (20%)        |
|                            | Docket |                                |                |                               |          |          |              |
|                            | No.    |                                |                |                               |          |          |              |
| First                      | N/A    | 3/6/23 -                       | \$929,816.00   | \$3,463.51                    | Pending  | Pending  | \$185,963.20 |
| Monthly                    |        | 3/31/23                        |                |                               |          |          |              |
| D.I. 496                   |        |                                |                |                               |          |          |              |
| 5/30/23                    |        |                                |                |                               |          |          |              |
| Second                     | N/A    | 4/1/23 -                       | \$539,440.50   | \$1,071.66                    | Pending  | Pending  | \$107,888.10 |
| Monthly                    |        | 4/30/23                        |                |                               | C        |          |              |
| D.I. 515                   |        |                                |                |                               |          |          |              |
| 6/12/23                    |        |                                |                |                               |          |          |              |
|                            | Total  |                                | \$1,469,256.50 | \$4,535.17                    | -        | -        | \$293,851.30 |

ii

Applicant seeks allowance of the 20% holdback for its first and second monthly fee applications [Docket Nos. 496, 515].

## OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR STARRY GROUP HOLDINGS, INC., *ET AL*. SUMMARY OF BILLING BY PROFESSIONAL MARCH 6, 2023 THROUGH APRIL 30, 2023

| Name of<br>Professional<br>Person | Date of<br>Bar<br>Admission | Position with<br>the Applicant<br>and Practice<br>Area | Hourly<br>Billing Rate <sup>4</sup> | Total<br>Billed<br>Hours | Total<br>Compensation |
|-----------------------------------|-----------------------------|--|-------------------------------------|--------------------------|-----------------------|
| Andrew B.<br>Kratenstein          | 2000                        | Partner;<br>Trial                                      | \$1,545                             | 28.2                     | \$43,569.00           |
| Kristin K. Going                  | 2002                        | Partner;<br>Corporate<br>Advisory                      | \$1,395                             | 149.0                    | \$207,855.00          |
| David R. Hurst                    | 1998                        | Partner;<br>Corporate<br>Advisory                      | \$1,395                             | 78.9                     | \$110,065.50          |
| Ari Edelman                       | 2006                        | Partner; 2006 Corporate \$ Advisory                    |                                     | 2.0                      | \$2,670.00            |
| Darren Azman                      | 2011                        | Partner;<br>Corporate<br>Advisory                      | \$1,305                             | 13.0                     | \$16,965.00           |
| Stacy A. Lutkus                   | 2003                        | Partner;<br>Corporate<br>Advisory                      | \$1,305                             | 243.2                    | \$317,376.00          |
| Jessica Greer Griffith            | 2014                        | Partner;<br>Trial                                      | \$1,170                             | 74.1                     | \$86,697.00           |
| Kristine Suh                      | 1997                        | Counsel;<br>Corporate<br>Advisory                      | \$1,130                             | 17.8                     | \$20,114.00           |
| Samuel C. Ashworth                | 2017                        | Associate;<br>White Collar<br>& Securities             | \$1,070                             | 28.7                     | \$30,709.00           |
| Daniel Thomson                    | 2019                        | Associate;<br>Corporate<br>Advisory                    | \$1,035                             | 93.9                     | \$97,186.50           |
| Kaylynn Webb                      | 2017                        | Associate;<br>Trial                                    | \$1,035                             | 29.7                     | \$30,739.50           |

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Except as set forth below, the rate represents the current standard hourly rate of each McDermott attorney and paralegal who rendered legal services at a ten percent discount.

| Name of<br>Professional<br>Person | Date of<br>Bar<br>Admission | Position with the Applicant and Practice Area  Hourly Billing Rate <sup>4</sup> |                 | Total<br>Billed<br>Hours | Total<br>Compensation |
|-----------------------------------|-----------------------------|---|-----------------|--------------------------|-----------------------|
| Natalie A. Rowles                 | 2018                        | Associate;<br>Corporate<br>Advisory   | Corporate \$995 |                          | \$217,706.00          |
| David W. Giattino                 | 2011                        | Associate;<br>Corporate<br>Advisory   | \$955           | 72.8                     | \$69,524.00           |
| Alexander T. Dickinson            | 2022                        | Associate;<br>Trial   | \$850           | 6.8                      | \$5,780.00            |
| Landon Foody                      | 2023                        | Associate;<br>Corporate<br>Advisory   | \$750           | 219.3                    | \$164,475.00          |
| Daniel Northrop                   | N/A                         | Paralegal;<br>Corporate<br>Advisory   | \$605           | 74.8                     | \$45,254.00           |
| Cathy Greer                       | N/A                         | Paralegal;<br>Corporate<br>Advisory   | Corporate \$480 |                          | \$576.00              |
| Jessica Hirshon                   | N/A                         | Paralegal;<br>Corporate<br>Advisory   | Corporate \$460 |                          | \$1,840.00            |
| John Hoffman                      | N/A                         | Research Manager; Research & \$310 Libraries                                    |                 | 0.5                      | \$155.00              |
|                                   | TOTA                        | LS  |                 | 1,356.7                  | \$1,469,256.50        |

All Timekeepers Blended Hourly Rate: \$1,082.96 Attorney Blended Hourly Rate: \$1,113.80

## OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR STARRY GROUP HOLDINGS, INC., *ET AL*. COMPENSATION BY PROJECT CATEGORY MARCH 6, 2023 THROUGH APRIL 30, 2023

| Project Category                       | Total Hours | <b>Total Fees</b> |
|--|-------------|-------------------|
|  |             |                   |
| Case Administration                    | 208.1       | \$196,746.50      |
| Asset Disposition                      | 36.9        | \$40,261.50       |
| Meetings/Communications with Creditors | 161.6       | \$178,307.00      |
| Court Hearings                         | 32.6        | \$38,615.00       |
| Fee/Employment Applications            | 42.0        | \$45,883.50       |
| Assumption/Rejection of Leases         | 7.7         | \$7,077.00        |
| Non-Working Travel <sup>5</sup>        | 1.5         | \$2,092.50        |
| Business Operations                    | 4.8         | \$5,584.00        |
| Employee Benefits/Pensions             | 0.2         | \$121.00          |
| Financing/Cash Collateral              | 262.9       | \$293,925.00      |
| Tax Issues                             | 0.3         | \$181.50          |
| Utilities                              | 0.3         | \$181.50          |
| Vendor Matters                         | 2.8         | \$3,234.00        |
| Insurance                              | 0.1         | \$60.50           |
| Claims Administration & Objections     | 10.7        | \$10,815.50       |
| Plan and Disclosure Statement          | 340.9       | \$365,073.00      |
| Investigations                         | 243.3       | \$281,097.50      |
| TOTALS                                 | 1,356.7     | \$1,469,256.50    |

In accordance with Del. Bankr. L.R. 2016-2(d)(ix), non-working travel time is separately described in McDermott's monthly time detail, and is billed at 50% of regular hourly rates.

# OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR STARRY GROUP HOLDINGS, INC., *ET AL*. EXPENSE SUMMARY MARCH 6, 2023 THROUGH APRIL 30, 2023

| <b>Expense Category</b> | Service Provider<br>(if applicable) | Total Expenses |
|-------------------------|-------------------------------------|----------------|
| Outside Copying/Binders | Reliable                            | \$875.37       |
| Outside Service         | Reliable                            | \$1,990.59     |
| Transcripts             | Reliable                            | \$128.40       |
| Court Filing Fees       |                                     | \$100.00       |
| Other Court Fees        | PACER                               | \$334.30       |
| Transportation          | Uber; Amtrak                        | \$690.71       |
| Lodging                 | Hotel DuPont                        | \$415.80       |
| TOTAL                   |                                     | \$4,535.17     |

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

|  | Obj. Deadline: 7/5/23 at 4:00 p.m. (ET) Hearing Date: 7/20/23 at 10:30 a.m. (ET) Related to Docket Nos. 496, 515 |
|--|--|
| Debtors.                               | (Jointly Administered)   |
| STARRY GROUP HOLDINGS, INC., et al., 1 | Case No. 23-10219 (KBO)  |
| In re:                                 | ) Chapter 11   |

FIRST INTERIM FEE APPLICATION OF MCDERMOTT WILL & EMERY LLP, COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM MARCH 6, 2023 THROUGH APRIL 30, 2023

McDermott Will & Emery LLP (the "Applicant" or "McDermott"), counsel to the Official Committee of Unsecured Creditors (the "Committee") of Starry Group Holdings, Inc., et al., as debtors and debtors in possession (the "Debtors") in the above-captioned chapter 11 cases (the "Chapter 11 Cases"), hereby submits its first interim fee application (the "Interim Fee Application"), pursuant to sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code"), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), and the Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals and (II) Granting Related Relief [Docket No. 173] (the "Interim

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.

Compensation Order"),<sup>2</sup> for allowance of compensation for services rendered and reimbursement of expenses incurred during the interim period from March 6, 2023 through April 30, 2023 (the "Interim Fee Period"), and respectfully represents as follows:

#### **JURISDICTION AND VENUE**

- 1. The Court has jurisdiction to consider the Interim Fee Application 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 February 29, 2012. This is a core proceeding under 28 U.S.C. § 157(b).
- 2. Venue of the Chapter 11 Cases and the Interim Fee Application in this District is proper under 28 U.S.C. §§ 1408 and 1409.
- 3. The legal predicates for the relief requested herein are Bankruptcy Code sections 330 and 331, Bankruptcy Rule 2016, and Local Rule 2016-2. Pursuant to Local Rule 9013-1(f), McDermott consents to the entry of a final judgement or order with respect to the Interim Fee Application if it is determined that the Court would lack Article III jurisdiction to enter such final judgement or order absent the consent of the parties.

#### **BACKGROUND**

#### A. The Chapter 11 Cases

4. On February 20, 2023 (the "<u>Petition Date</u>"), the Debtors commenced the Chapter 11 Cases by filing petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their business and manage their properties as debtors and debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108. No trustee or examiner has been appointed in the Chapter 11 Cases.

Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Interim Compensation Order.

- 5. On March 3, 2023, the Office of the United States Trustee for the District of Delaware (the "<u>U.S. Trustee</u>") appointed the Committee pursuant to Bankruptcy Code section 1102(a) [Docket No. 99].
- 6. Additional information regarding the Debtors and the Chapter 11 Cases, including information regarding the Debtors' business operations, capital structure, financial condition, and the reasons for and objectives of the Chapter 11 Cases, is set forth in the *Declaration of Chaitanya Kanojia in Support of Chapter 11 Petitions and First Day Pleadings* [Docket No. 41] (the "<u>First</u> Day Declaration").

#### **B.** The Retention of McDermott

7. On April 11, 2023, the Committee applied [Docket No. 313] to the Court for an order authorizing the Committee to retain and employ McDermott as its counsel, effective as of March 6, 2023. On April 27, 2023, the Court entered an order [Docket No. 368] authorizing such retention.

#### C. The Interim Compensation Order

8. On March 20, 2023, the Court entered the Interim Compensation Order, which sets forth the procedures for interim compensation and reimbursement of expenses in the Chapter 11 Cases.

#### RELIEF REQUESTED

9. By the Interim Fee Application, Applicant seeks interim approval and allowance of compensation for professional services rendered in the amount of \$1,469,256.50, and reimbursement of actual and necessary expenses incurred in the amount of \$4,535.17, during the Interim Fee Period, including any and all holdbacks. Pursuant to the Interim Compensation Order,

and as detailed in the chart below, McDermott filed two monthly applications that have not been heard by the Court for interim approval (together, the "Monthly Applications"):

| MONTHLY FEE |        | REQUESTED FEES |                | APPROVED FEES |          | HOLDBACK |              |
|-------------|--------|----------------|----------------|---------------|----------|----------|--------------|
| APPLICATION |        | AND EXPENSES   |                | AND EXPENSES  |          |          |              |
| Application | CNO    | Period         | Requested      | Requested     | Approved | Approved | Fees         |
| Docket No.  | Date   | Covered        | Fees           | Expenses      | Fees     | Expenses | Holdback     |
| Date Filed  | Filed  |                |                |               | (80%)    | (100%)   | (20%)        |
|             | Docket |                |                |               |          |          |              |
|             | No.    |                |                |               |          |          |              |
| First       | N/A    | 3/6/23 -       | \$929,816.00   | \$3,463.51    | Pending  | Pending  | \$185,963.20 |
| Monthly     |        | 3/31/23        |                |               |          |          |              |
| D.I. 496    |        |                |                |               |          |          |              |
| 5/30/23     |        |                |                |               |          |          |              |
| Second      | N/A    | 4/1/23 -       | \$539,440.50   | \$1,071.66    | Pending  | Pending  | \$107,888.10 |
| Monthly     |        | 4/30/23        |                |               |          |          |              |
| D.I. 515    |        |                |                |               |          |          |              |
| 6/12/23     |        |                |                |               |          |          |              |
|             | Total  |                | \$1,469,256.50 | \$4,535.17    | -        | -        | \$293,851.30 |

10. In support of this request for the interim allowance of all fees and expenses incurred by Applicant during the Interim Fee Period, McDermott incorporates herein by reference each of its Monthly Applications.

#### **NOTICE**

11. As required under the Interim Compensation Order, notice of the Interim Fee Application will be served on the Fee Notice Parties (as defined in the Interim Compensation Order). Moreover, notice of the hearing on the Interim Fee Application will be served on all parties that have requested notice in the Chapter 11 Cases pursuant to Bankruptcy Rule 2002.

#### **NO PRIOR REQUEST**

12. No prior request for the relief sought in the Interim Fee Application has been made to this or any other court.

[Remainder of Page Intentionally Left Blank]

WHEREFORE, McDermott respectfully requests that the Court enter an Order: (i) granting the Interim Fee Application and authorizing interim allowance of compensation for professional services rendered in the amount of \$1,469,256.50, and reimbursement for actual and necessary costs incurred in the amount of \$4,535.17, (ii) directing payment by the Debtors of the foregoing amounts, including the 20% holdback of fees, as provided for in the Interim Compensation Order, and (iii) granting such other and further relief as the Court deems just and proper.

Dated: June 14, 2023

Wilmington, Delaware

#### McDermott Will & Emery LLP

/s/ David R. Hurst

David R. Hurst (I.D. No. 3743)

The Nemours Building

1007 North Orange Street, 10th Floor

Wilmington, DE 19801

Telephone: (302) 485-3900 Fax: (302) 351-8711 E-mail: dhurst@mwe.com

- and -

Darren Azman (admitted *pro hac vice*) Kristin Going (admitted *pro hac vice*) Stacy A. Lutkus (admitted *pro hac vice*) Natalie Rowles (admitted *pro hac vice*)

One Vanderbilt Avenue

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kgoing@mwe.com salutkus@mwe.com nrowles@mwe.com

Counsel to the Official Committee of Unsecured Creditors

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

|  | Obj. Deadline: 7/5/23 at 4:00 p.m. (ET) Hearing Date: 7/20/23 at 10:30 a.m. (ET) Related to Docket Nos. 496, 515 |
|--|--|
| Debtors.                               | (Jointly Administered)   |
| STARRY GROUP HOLDINGS, INC., et al., 1 | Case No. 23-10219 (KBO)  |
| )<br>n re:                             | ) Chapter 11   |

NOTICE OF FIRST INTERIM FEE APPLICATION OF MCDERMOTT WILL & EMERY LLP, COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM MARCH 6, 2023 THROUGH APRIL 30, 2023

To: (i) the Debtors; (ii) counsel to the Debtors; (iii) counsel to ArrowMark Agency Services LLC; (iv) counsel to the U.S. Trustee; and (v) all parties in interest required to receive notice pursuant to Fed. R. Bankr. P. 2002. Parties receiving notice in the above-captioned chapter 11 cases pursuant to Fed. R. Bankr. P. 2002 shall receive this Notice only.

PLEASE TAKE NOTICE that, on June 14, 2023, the First Interim Fee Application of McDermott Will & Emery LLP, Counsel to the Official Committee of Unsecured Creditors, for Allowance of Compensation and Reimbursement of Expenses for the Period from March 6, 2023 through April 30, 2023 (the "Interim Fee Application"), which seeks approval of a fee application for professional services rendered to the Official Committee of Unsecured Creditors (the "Committee") in the amount of \$1,469,256.50, together with reimbursement of expenses in the amount of \$4,535.17, was filed with the Court.

PLEASE TAKE FURTHER NOTICE that, objections, if any, to the Interim Fee Application must be made in accordance with the Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals and (II) Granting Related Relief [Docket No. 173] (the "Interim Compensation Order"), and must be filed with the Clerk of the Bankruptcy Court, and be served upon the undersigned counsel and the Fee Notice Parties (as defined in the Interim Compensation Order) so as to be received no later than July 5, 2023 at 4:00 p.m. (Eastern Time).

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.

PLEASE TAKE FURTHER NOTICE THAT A HEARING ON THE INTERIM FEE APPLICATION HAS BEEN SCHEDULED FOR JULY 20, 2023 AT 10:30 A.M. (EASTERN TIME) BEFORE THE HONORABLE KAREN B. OWENS, UNITED STATES BANKRUPTCY JUDGE, UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 NORTH MARKET STREET, 6TH FLOOR, COURTROOM NO. 3, WILMINGTON, DELAWARE 19801.

PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS TO THE INTERIM FEE APPLICATION ARE TIMELY FILED AND RECEIVED IN ACCORDANCE WITH THIS NOTICE OR IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED BY THE INTERIM FEE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

**PLEASE TAKE FURTHER NOTICE** that a copy of the Interim Fee Application shall be provided upon request.

Dated: June 14, 2023

Wilmington, Delaware

#### McDermott Will & Emery LLP

#### /s/ David R. Hurst

David R. Hurst (I.D. No. 3743) The Nemours Building 1007 North Orange Street, 10th Floor Wilmington, DE 19801

Telephone: (302) 485-3900 Fax: (302) 351-8711 E-mail: dhurst@mwe.com

- and -

Darren Azman (admitted *pro hac vice*) Kristin Going (admitted *pro hac vice*) Stacy A. Lutkus (admitted *pro hac vice*) Natalie Rowles (admitted *pro hac vice*)

One Vanderbilt Avenue New York, NY 10017-3852 Telephone: (212) 547-5400 Fax: (212) 547-5444

E-mail: dazman@mwe.com kgoing@mwe.com

salutkus@mwe.com nrowles@mwe.com

Counsel to the Official Committee of Unsecured Creditors

# **EXHIBIT A**

**Going Certification** 

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

| In re:                                 | ) Chapter 11              |
|--|---------------------------|
| STARRY GROUP HOLDINGS, INC., et al., 1 | ) Case No. 23-10219 (KBO) |
| Debtors.                               | (Jointly Administered)    |
|  | )<br>)                    |

#### **CERTIFICATION OF KRISTIN K. GOING**

- I, Kristin K. Going, pursuant to 28 U.S.C. § 1746, hereby declare that the following is true and correct to the best of my knowledge, information, and belief:
- 1. I am a partner of the firm of McDermott Will & Emery LLP ("McDermott" or the "Firm")<sup>2</sup> which maintains offices for the practice of law at, among other locations, One Vanderbilt Avenue, New York, New York, 10017-3852. I have been duly admitted to practice in the States of New York and Maryland; the District of Columbia; the United States District Courts for the Southern and Eastern Districts of New York, the Northern and Southern Districts of Ohio, the District of Columbia, and the District of Maryland; the United States Court of Appeals for the Second Circuit; and the Supreme Court of the United States.

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.

<sup>&</sup>lt;sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the *First Interim Fee Application of McDermott Will & Emery LLP, Counsel to the Official Committee of Unsecured Creditors, for Allowance of Compensation and Reimbursement of Expenses for the Period from March 6, 2023 through April 30, 2023* (the "Interim Fee Application").

- 2. I have personally performed many of the legal services rendered by McDermott as counsel to the Committee and am familiar with the other work performed on behalf of the Committee by the attorneys and other persons in the Firm.
- 3. I have reviewed the Interim Fee Application, and the facts set forth therein are true and correct to the best of my knowledge, information, and belief. Moreover, I have reviewed the requirements of Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware and submit that the Interim Fee Application substantially complies with that Local Rule. To the extent that the Interim Fee Application does not comply in all respects with the requirements of Local Rule 2016-2, I believe that such deviations are not material and respectfully request that any such requirement be waived.
- 4. In addition, I certify that McDermott has made reasonable efforts to comply with the *Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective as of November 1, 2013 (the "U.S. Trustee Guidelines"). With respect to section C.5 of the U.S. Trustee Guidelines, I certify the following with respect to the Interim Fee Period:

**Question:** Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period? If so, please explain.

Response: Yes. McDermott provided a 10% discount on its standard hourly rates for the legal services it rendered to the Committee in the Chapter 11 Cases during the Interim Fee Period.

**Question:** If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client?

Response: The fees sought in the Interim Fee Application did not exceed the fees

budgeted for the time period covered by the application by 10% or

more.

Question: Have any of the professionals included in this fee application varied

their hourly rate based on the geographic location of the bankruptcy

case?

Response: No.

**Question:** Does the fee application include time or fees related to reviewing or

revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.) If so,

please quantify by hours and fees.

Response: No.

**Question:** Does this fee application include time or fees for reviewing time

records to redact any privileged or other confidential information? If

so, please quantify by hours and fees.

Response: No.

**Question:** If the fee application includes any rate increases since retention:

i. Did your client review and approve those rate increases in advance?

ii. Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11–458?

Response: The Interim Fee Application does not include any rate increases since

McDermott's retention.

5. McDermott's staffing plan is attached as **Exhibit 1** hereto. A schedule setting forth a description of the task codes utilized in the Chapter 11 Cases, the number of budgeted and billed hours expended by McDermott professionals by task code, and the budgeted and billed aggregate fees associated with each task code is attached as **Exhibit 2** hereto. Additionally, a

summary of blended hourly rates for McDermott timekeepers who billed to (a) non-bankruptcy matters and (b) the Chapter 11 Cases is attached as **Exhibit 3** hereto.

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

Dated: New York, New York June 14, 2023

MCDERMOTT WILL & EMERY LLP

/s/ Kristin K. Going

Kristin K. Going One Vanderbilt Avenue New York, New York 10017-3852

Telephone: (212) 547-5429 Facsimile: (646) 417-7313

## **EXHIBIT 1**

## **Staffing Plan**

Average hourly rates are based on the individual hourly rate of all timekeepers and are provided by position and overall.

| Position          | Estimated Number of<br>Timekeepers | Average Hourly Rate (\$) |
|-------------------|------------------------------------|--------------------------|
| Partners/Counsel  | 8                                  | \$1,322.50               |
| Associates        | 7                                  | \$955.71                 |
| Paralegals        | 3                                  | \$515.00                 |
| Research Managers | 1                                  | \$310.00                 |
| Total             | 19                                 | \$1,006.58               |

EXHIBIT 2

Budget & Compensation Summary by Matter
March 6, 2023 through April 30, 2023

|       |                                       |          | Hours |         | Compensation (\$) |             |                |  |
|-------|---------------------------------------|----------|-------|---------|-------------------|-------------|----------------|--|
| #     | Matter                                | Budgeted |       | D:II.ad | Budg              | Budgeted    |                |  |
|       |                                       | Low      | High  | Billed  | Low               | High        | Billed         |  |
| B110  | Case Administration                   | 100      | 200   | 208.1   | \$110,000         | \$220,000   | \$196,746.50   |  |
| B130  | Asset Disposition                     | 20       | 40    | 36.9    | \$22,000          | \$44,000    | \$40,261.50    |  |
| B150  | Meetings/Communication with Creditors | 100      | 200   | 161.6   | \$110,000         | \$220,000   | \$178,307.00   |  |
| B155  | Court Hearings                        | 20       | 40    | 32.6    | \$22,000          | \$44,000    | \$38,615.00    |  |
| B160  | Fee/Employment Applications           | 20       | 40    | 42.0    | \$22,000          | \$44,000    | \$45,883.50    |  |
| B185  | Assumption/Rejection of Leases        | 10       | 20    | 7.7     | \$11,000          | \$22,000    | \$7,077.00     |  |
| B195  | Non-Working Travel                    | 10       | 20    | 1.5     | \$11,000          | \$22,000    | \$2,092.50     |  |
| B210  | Business Operations                   | 10       | 20    | 4.8     | \$11,000          | \$22,000    | \$5,584.00     |  |
| B220  | Employee Benefits/Pensions            | 10       | 20    | 0.2     | \$11,000          | \$22,000    | \$121.00       |  |
| B230  | Financing/Cash Collateral             | 200      | 400   | 262.9   | \$220,000         | \$440,000   | \$293,925.00   |  |
| B240  | Tax Issues                            | 10       | 20    | 0.3     | \$11,000          | \$22,000    | \$181.50       |  |
| B270  | Utilities                             | 10       | 20    | 0.3     | \$11,000          | \$22,000    | \$181.50       |  |
| B280  | Vendor Matters                        | 10       | 20    | 2.8     | \$11,000          | \$22,000    | \$3,234.00     |  |
| B290  | Insurance                             | 10       | 20    | 0.1     | \$11,000          | \$22,000    | \$60.50        |  |
| B310  | Claims Administration & Objections    | 10       | 20    | 10.7    | \$11,000          | \$22,000    | \$10,815.50    |  |
| B320  | Plan and Disclosure Statement         | 200      | 400   | 340.9   | \$220,000         | \$440,000   | \$365,073.00   |  |
| N/A   | Investigations                        | 200      | 400   | 243.3   | \$220,000         | \$440,000   | \$281,097.50   |  |
| Total |                                       | 950      | 1,900 | 1,357.7 | \$1,045,000       | \$2,090,000 | \$1,469,256.50 |  |

#### **EXHIBIT 3**

#### **Rate Disclosure**

The blended hourly rate for all U.S.-based McDermott timekeepers (including both professionals and paraprofessionals), excluding time billed on bankruptcy and pro bono engagements and by timekeepers practicing primarily in McDermott's Business Restructuring Practice Group, during period beginning on March 6, 2023 to April 30, 2023 (the "Interim Fee Period"), was in the aggregate, approximately \$927 per hour (the "Non-Bankruptcy Blended Hourly Rate"). <sup>1</sup>

The blended hourly rate for all McDermott timekeepers who billed time to McDermott's representation of the Committee during the Interim Fee Period was approximately \$1,083 per hour (the "Committee Blended Hourly Rate"). The following is a comparison of these rates:

| Position            | Committee Blended<br>Hourly Rate | Non-Bankruptcy Blended<br>Hourly Rate |
|---------------------|----------------------------------|---------------------------------------|
| Partners/Counsel    | \$1,328                          | \$1,240                               |
| Associates          | \$920                            | \$835                                 |
| Paralegals          | \$596                            | \$354                                 |
| Library Researchers | \$310                            | \$405                                 |
| All Positions       | \$1,083                          | \$927                                 |

McDermott calculated the Non-Bankruptcy Blended Hourly Rate by dividing the total dollar amount billed during the Interim Fee Period by U.S.-based McDermott timekeepers, excluding time billed on bankruptcy and pro bono engagements and by timekeepers practicing primarily in McDermott's Business Restructuring Practice Group, by the total number of corresponding hours billed by U.S.-based McDermott timekeepers during the Interim Fee Period.