

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
Obj. Deadline: Oct. 23, 2023 at 4:00 p.m. (ET)
Hearing Date: Nov. 1, 2023 at 9:30 a.m. (ET)
Related to Docket Nos. 495, 518, 525, 572

SUMMARY OF FOURTH MONTHLY AND FINAL FEE APPLICATION OF M3 ADVISORY PARTNERS, LP FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR (I) THE MONTHLY PERIOD FROM JUNE 1, 2023 THROUGH JULY 31, 2023 AND (II) THE CASE PERIOD FROM MARCH 8, 2023 THROUGH JULY 31, 2023, WITH ADDITIONAL TIME THROUGH SEPTEMBER 30, 2023 FOR PREPARATION OF FINAL FEE APPLICATION

Name of Applicant: M3 Advisory Partners, LP
Authorized to provide professional services to: Official Committee of Unsecured Creditors
Date of retention: April 27, 2023, effective as of March 8, 2023
Monthly period for which compensation and reimbursement is sought: June 1, 2023 through July 31, 2023, with additional time through September 30, 2023 for preparation of a final fee application
Amount of monthly compensation sought as actual, reasonable and necessary: \$15,030.00 2
Amount of monthly expense reimbursement sought as actual, reasonable and necessary: \$0.00

1 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.
2 This amount includes 5.0 hours and \$3,545.00 of fees through September 30, 2023 related to preparation of this fourth monthly and final fee application.



Case period for which compensation and reimbursement is sought:

March 8, 2023 through July 31, 2023, with additional time through September 30, 2023 for preparation of a final fee application

Amount of final compensation sought as actual, reasonable and necessary:

\$699,559.72³

Amount of final expense reimbursement sought as actual, reasonable and necessary:

\$440.28

Amount of compensation paid to date as actual, reasonable and necessary:

\$663,608.00

Amount of expense reimbursement paid to date as actual, reasonable and necessary:

\$387.37

This is a:

Final Fee Application

Prior Applications:

Application	Date Filed	Period Covered	Requested Fees/Expenses	Approved Fees/Expenses
First Monthly	5/30/23 [D.I. 495]	3/8/23 – 3/31/23	\$340,380.00/ \$302.13	\$272,304.00/ \$302.13
Second Monthly	6/13/23 [D.I. 518]	4/1/23 – 4/30/23	\$323,228.00/ \$85.24	\$258,582.40/ \$85.24
First Interim	6/14/23 [D.I. 525]	3/8/23 – 4/30/23	\$663,608.00/ \$387.37	\$663,608.00/ \$387.37
Third Monthly	7/14/23 [D.I. 572]	5/1/23 – 5/31/23	\$21,016.50/ \$52.91	\$16,813.20/ \$52.91

³ As memorialized in 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] (the “Plan”), professionals for the Official Committee of Unsecured Creditors (the “Committee”) agreed to an aggregate fee/expense cap of \$2.25 million. Pursuant to an agreement between M3 Advisory Partners, LP (“M3” or the “Applicant”) and the Committee’s counsel, McDermott Will & Emery LLP (“MWE”), M3 is subject to a fee/expense cap of \$700,000, and MWE is subject to a fee/expense cap of \$1.5 million. Because M3’s actual fees and expenses in these cases total \$700,094.78, M3 is voluntarily reducing its requested fees and expenses by \$94.78.

STARRY GROUP HOLDINGS, INC., *ET AL.*
SUMMARY OF BILLING BY PROFESSIONAL FOR
MONTHLY PERIOD FROM JUNE 1, 2023 THROUGH JULY 31, 2023,
WITH ADDITIONAL TIME THROUGH SEPTEMBER 30, 2023 FOR
PREPARATION OF FINAL FEE APPLICATION

Name of Professional Person	Initials	Position of the Applicant	Hourly Billing Rate	Total Billed Hours	Total Compensation
Robert Winning	RW	Managing Director	\$1,150	1.0	\$1,150.00
Jon Boffi	JB	Director	\$945	1.0	\$945.00
Mark Callahan	MC	Senior Associate	\$650	10.9	\$7,085.00
Manuel Luna	ML	Analyst	\$450	13.0	\$5,850.00
TOTALS				25.9	\$15,030.00

Blended Hourly Rate: \$580.31

STARRY GROUP HOLDINGS, INC., *ET AL.*
SUMMARY OF BILLING BY PROFESSIONAL FOR
CASE PERIOD FROM MARCH 8, 2023 THROUGH JULY 31, 2023,
WITH ADDITIONAL TIME THROUGH SEPTEMBER 30, 2023 FOR
PREPARATION OF FINAL FEE APPLICATION

Name of Professional Person	Initials	Position of the Applicant	Hourly Billing Rate	Total Billed Hours	Total Compensation
Robert Winning	RW	Managing Director	\$1,150	150.5	\$173,075.00
Martin Young	MY	Managing Director	\$1,150	25.3	\$29,095.00
Jon Boffi	JB	Director	\$945	195.1	\$184,369.50
Mark Callahan	MC	Senior Associate	\$650	289.6	\$188,240.00
Manuel Luna	ML	Analyst	\$450	277.5	\$124,875.00
TOTALS				938.0	\$699,654.50

Blended Hourly Rate: \$745.90

STARRY GROUP HOLDINGS, INC., *ET AL.*
COMPENSATION BY PROJECT CATEGORY FOR
MONTHLY PERIOD FROM JUNE 1, 2023 THROUGH JULY 31, 2023,
WITH ADDITIONAL TIME THROUGH SEPTEMBER 30, 2023 FOR
PREPARATION OF FINAL FEE APPLICATION

Task Code	Project Category	Total Hours	Total Fees
4	Claims/Liabilities Subject to Compromise	1.0	\$1,150.00
7	Fee Applications	24.9	\$13,880.00
	TOTALS	25.9	\$15,030.00

STARRY GROUP HOLDINGS, INC., *ET AL.*
COMPENSATION BY PROJECT CATEGORY FOR
CASE PERIOD FROM MARCH 8, 2023 THROUGH JULY 31, 2023,
WITH ADDITIONAL TIME THROUGH SEPTEMBER 30, 2023 FOR
PREPARATION OF FINAL FEE APPLICATION

Task Code	Project Category	Total Hours	Total Fees
1	Asset Sales	15.0	\$13,962.00
2	Business Plan	230.2	\$175,220.50
3	Case Administration	28.0	\$16,414.50
4	Claims/Liabilities Subject to Compromise	8.2	\$8,999.50
5	Contracts	1.3	\$1,454.00
6	Court Attendance/Participation	0.9	\$850.50
7	Fee Applications	51.0	\$26,181.00
8	Financial & Operational Matters	33.2	\$21,938.50
9	Financing Matters (Cash Budget, DIP, Exit, Other)	234.0	\$165,368.50
10	Firm Retention	1.6	\$1,758.00
11	General Correspondence with Debtor & Debtors' Professionals	45.4	\$38,696.00
12	General Correspondence with UCC & UCC Counsel	63.1	\$57,872.00
13	Miscellaneous Motions	0.8	\$360.00
14	Monthly Operating Reports	0.9	\$873.50
15	Plan of Reorganization/Disclosure Statement	47.8	\$49,513.00
16	Potential Avoidance Actions/Litigation Support	132.8	\$96,118.50
17	SOFAs & SOALs	43.4	\$23,614.50
18	Trade Vendor Matters	0.4	\$460.00
	TOTALS	938.0	\$699,654.50

STARRY GROUP HOLDINGS, INC., *ET AL.*
EXPENSE SUMMARY FOR CASE PERIOD
FROM MARCH 8, 2023 THROUGH JULY 31, 2023

Expense Category	Total Expenses
Business Meals	\$256.98
Conference Calls	\$183.30
Total	\$440.28

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

<p>In re:</p> <p>STARRY GROUP HOLDINGS, INC., <i>et al.</i>,¹</p> <p style="text-align: center;">Debtors.</p>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 23-10219 (KBO)</p> <p>Jointly Administered</p> <p>Obj. Deadline: Oct. 23, 2023 at 4:00 p.m. (ET)</p> <p>Hearing Date: Nov. 1, 2023 at 9:30 a.m. (ET)</p> <p>Related to Docket Nos. 495, 518, 525, 572</p>
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**FOURTH MONTHLY AND FINAL FEE APPLICATION OF
M3 ADVISORY PARTNERS, LP FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR (I) THE MONTHLY PERIOD FROM
JUNE 1, 2023 THROUGH JULY 31, 2023 AND (II) THE CASE PERIOD FROM
MARCH 8, 2023 THROUGH JULY 31, 2023, WITH ADDITIONAL TIME THROUGH
SEPTEMBER 30, 2023 FOR PREPARATION OF FINAL FEE APPLICATION**

M3 Advisory Partners, LP, financial advisor to the Official Committee of Unsecured Creditors 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 this fourth monthly and final fee application (the “Application”) pursuant to (i) sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), (ii) Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), (iii) 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”), (iv) the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals and (II) Granting*

¹ 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.

Related Relief [Docket No. 173] (the “Interim Compensation Order”),² and (v) the Debtors’ Plan, for final allowance of compensation for professional services rendered and reimbursement of actual and necessary expenses incurred for the period from March 8, 2023 through July 31, 2023, with additional time through September 30, 2023 for preparation of a final fee application (the “Case Period”). In support of the Application, M3 respectfully represents as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction to consider the 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 these Chapter 11 Cases and the 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), M3 consents to the entry of a final judgement or order with respect to the Application if it is determined that this 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 Debtors commenced the Chapter 11 Cases by filing petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to operate

² Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Interim Compensation Order.

their businesses 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.

5. On March 3, 2023, the Office of the United States Trustee for the District of Delaware 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 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].

7. On May 22, 2023, the Court entered the *Findings of Fact, Conclusions of Law, and Order Confirming 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. 487] (the "Confirmation Order"), thereby confirming the Plan. On August 31, 2023 (the "Effective Date"), the Plan became effective. *See* Docket No. 656.

8. Article II.A.2 of the Plan provides that all chapter 11 case professionals must file final requests for payment of compensation and reimbursement of expenses incurred prior to and on the Effective Date no later than forty-five (45) days after the Effective Date (*i.e.*, October 15, 2023). *See* Plan, § II.A.2. The Application represents M3's fourth monthly and final request for payment of compensation and reimbursement of expenses in the Chapter 11 Cases.

B. The Retention of M3

9. On April 11, 2023, the Committee applied [Docket No. 315] to the Court for an order authorizing the Committee to retain and employ M3 as its financial advisor, effective as of

March 8, 2023. On April 27, 2023, the Court entered an order [Docket No. 369] (the “Retention Order”) authorizing such retention. The Retention Order authorizes M3 to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

C. The Interim Compensation Order

10. 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

11. By the Application, M3 seeks approval and allowance of compensation in the amount of \$15,030.00 for professional services rendered during the period from June 1, 2023 through July 31, 2023, with additional time through September 30, 2023 for preparation of a final fee application (the “Monthly Period”). M3 also seeks final approval and allowance of compensation in the amount of \$699,559.72 for professional services rendered, and reimbursement in the amount of \$440.28 of actual and necessary expenses incurred, during the Case Period, including any all holdbacks.³ Pursuant to the Interim Compensation Order, and as detailed in the chart below, M3 filed three monthly fee applications that have not been heard by the Court for final approval. *See* Docket Nos. 495, 518, 572 (collectively, the “Monthly Applications”).⁴

³ As noted above, as memorialized in the Plan, Committee professionals agreed to an aggregate fee/expense cap of \$2.25 million. Pursuant to an agreement between the Committee’s professionals, M3 is subject to a fee/expense cap of \$700,000, and MWE (counsel to the Committee) is subject to a fee/expense cap of \$1.55 million. Because M3’s actual fees in these cases total \$700,094.78, M3 is voluntarily reducing its requested fees by \$94.78.

⁴ Further, M3 filed an interim fee application for the period from March 8, 2023 through April 30, 2023 [Docket No. 525] (the “Interim Application”), which was approved on July 19, 2023 [Docket No. 581].

MONTHLY FEE APPLICATION			REQUESTED FEES AND EXPENSES		APPROVED FEES AND EXPENSES		HOLDBACK
Application Docket No. Date Filed	CNO Docket No. Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses	Fee Holdback (20%)
First Monthly D.I. 495 5/30/23	D.I. 543 6/23/23	3/8/23- 3/31/23	\$340,380.00	\$302.13	\$272,304.00	\$302.13	\$68,076.00
Second Monthly D.I. 518 6/13/23	D.I. 562 7/7/23	4/1/23- 4/30/23	\$323,228.00	\$85.24	\$258,582.40	\$85.24	\$64,645.60
Third Monthly D.I. 572 7/14/23	D.I. 710 10/2/23	5/1/23- 5/31/23	\$21,016.50	\$52.91	\$16,813.20	\$52.91	\$4,203.30
Total			\$684,624.50	\$440.28	\$547,699.60	\$440.28	\$136,924.90

12. In support of this request for final allowance of all fees and expenses incurred by M3 during the Case Period, M3 incorporates herein by reference each of its Monthly Applications and the Interim Application, together with the certificates of no objection filed with respect to the same.

DESCRIPTION OF SERVICES RENDERED

13. During the Case Period, M3's professionals ("M3 Professionals") devoted the majority of their time to asset sale matters, case administration matters, business plan matters, claims and liabilities subject to compromise, contract matters, preparation of professional fee and retention applications, financial and operational matters, cash budget and financing matters, correspondence with the Debtors and the Debtors' professionals, correspondence with the members of the Committee, plan and disclosure matters, potential avoidance actions and litigation support, and Statements of Financial Affairs ("SOFAs") and Statements of Assets and Liabilities ("SOALS"). M3 Professionals' work in these matter categories is summarized below and is described in detail in the time detail attached hereto as **Exhibit A** (for the Monthly Period) and in the Monthly Applications.

1. Asset Sales
Amount Sought: \$13,962.00

14. During the Case Period, M3 analyzed various aspects of the Debtors' proposed sale process. Among other things, M3 reviewed the proposed bids related to a potential postpetition sale process, liaised the Debtors' advisors regarding updates on such sale process, and corresponded with counsel to the Committee regarding issues with the Debtors' proposed bids.

15. M3 Professionals devoted a total of 15.0 hours to asset sales matters during the Case Period, for which compensation in the amount of \$13,962.50 is sought.

2. Business Plan
Amount Sought: \$175,220.50

16. During the Case Period, M3 performed various tasks with the goal of assessing the Debtors' go-forward business plan. M3 reviewed the Debtors' plan of reorganization, analyzed financial projections, unit economics, and other aspects of the Debtors' business plan, performed diligence on issues such as spectrum licenses, and prepared various presentations for the Committee in connection with the foregoing. M3 also engaged in conversations with various Committee members in connection with the Debtors' business plan.

17. M3 Professionals devoted a total of 230.2 hours to business plan matters during the Case Period, for which compensation in the amount of \$175,220.50 is sought.

3. Case Administration
Amount Sought: \$16,414.50

18. During the Case Period, M3 engaged in various tasks related to managing the case, such as performing basic diligence with the goal of crafting a work plan, creating trackers related to various workflow items, communicating with counsel to the Committee regarding workstreams and case strategy, and drafting presentations for the Committee.

19. M3 Professionals devoted a total of 28.0 hours to case administration matters during the Case Period, for which compensation in the amount of \$16,414.50 is sought.

**4. Claims/Liabilities Subject to Compromise
Amount Sought: \$8,999.50**

20. During the Case Period, M3 engaged in various tasks related to the potential claims pool as well as analyzing the claims related to the Rural Digital Opportunity Fund.

21. M3 Professionals devoted a total of 8.2 hours to claims and liabilities subject to compromise during the Case Period, for which compensation in the amount of \$8,999.50 is sought.

**5. Contracts
Amount Sought: \$1,454.00**

22. During the Case Period, M3 engaged in various tasks related to exit costs and analyzed cure schedules.

23. M3 Professionals devoted a total of 1.3 hours to contract matters during the Case Period, for which compensation in the amount of \$1,454.00 is sought.

**6. Fee Applications
Amount Sought: \$26,181.00**

24. During the Case Period, M3 devoted time to preparing its Monthly Applications, Interim Application, and this Application.

25. M3 Professionals devoted a total of 51.0 hours to fee application matters during the Case Period, for which compensation in the amount of \$26,181.00 is sought.

**7. Financial and Operational Matters
Amount Sought: \$21,938.50**

26. During the Case Period, M3 analyzed various items related to the Debtors' finances and operations. Among other things, M3 reviewed historical financial statements and key performance indicators for purposes of analyzing the Debtors' business plan, compared pre- and

post-petition financial models, examined operating budgets and models, and reviewed the Debtors' equity ownership reports.

27. M3 Professionals devoted a total of 33.2 hours to financial and operational matters during the Case Period, for which compensation in the amount of \$21,938.50 is sought.

8. Financing Matters
Amount Sought: \$165,368.50

28. During the Case Period, M3 analyzed the Debtors' prepetition financing and examined the Debtors' proposed DIP financing arrangement to assess its necessity and potential cost to the estates. Specifically, M3 accessed the Debtors' dataroom and performed diligence in connection with the materials therein, reviewed weekly DIP and variance reports from the Debtors' professionals, and worked alongside counsel to the Committee on drafting the objection to the Debtors' DIP financing proposal and arriving at a resolution of the same.

29. M3 Professionals devoted a total of 234.0 hours to financing matters during the Case Period, for which compensation in the amount of \$165,368.50 is sought.

9. Firm Retention
Amount Sought: \$1,758.00

30. During the Case Period, M3 corresponded with counsel to the Committee regarding the M3 retention application and reviewed the same.

31. M3 Professionals devoted a total of 1.6 hours to firm retention matters during the Case Period, for which compensation in the amount of \$1,758.00 is sought.

10. General Correspondence with Debtor & Debtors' Professionals
Amount Sought: \$38,696.00

32. During the Case Period, M3 corresponded regularly with the Debtors and their professionals on items related to the progress of the Chapter 11 Cases, including for purposes of evaluating the status of the sale process, compliance with the budget, and diligence requests.

33. M3 Professionals devoted a total of 45.4 hours to general correspondence with the Debtors and their professionals during the Case Period, for which compensation in the amount of \$38,696.00 is sought.

**11. General Correspondence with UCC & UCC Counsel
Amount Sought: \$57,872.00**

34. During the Case Period, M3 corresponded regularly with the Committee and counsel to the Committee regarding various workstreams, including matters related to the status of the sale process, the Debtors' chapter 11 plan and the settlement discussions related thereto, the investigation of the Debtors' prepetition transactions and corporate actions, the Debtors' business plan, and various financial projections.

35. M3 Professionals devoted a total of 63.1 hours to general correspondence with the Committee and its counsel during the Case Period, for which compensation in the amount of \$57,872.00 is sought.

**12. Plan of Reorganization/Disclosure Statement
Amount Sought: \$49,513.00**

36. During the Case Period, M3 performed various tasks related to the Debtors' plan of reorganization and disclosure statement. Among other things, M3 worked alongside counsel to the Committee to analyze the Debtors' revised plan documents in conjunction with settlement negotiations related to the Debtors' chapter 11 plan. M3 also coordinated with counsel to the Committee on drafting the Committee's objection to the Debtors' disclosure statement.

37. M3 Professionals devoted a total of 47.8 hours to plan and disclosure statement matters during the Case Period, for which compensation in the amount of \$49,513.00 is sought.

13. Potential Avoidance Actions/Litigation Support
Amount Sought: \$96,118.50

38. During the Case Period, M3 performed various tasks in connection with providing litigation support to the Committee's counsel regarding the Debtors' prepetition financing and matters related thereto. Among other things, M3 reviewed and analyzed information contained in the Debtors' data room.

39. M3 Professionals devoted a total of 132.8 hours to potential avoidance actions and litigation support during the Case Period, for which compensation in the amount of \$96,118.50 is sought.

14. SOFAs/SOALs
Amount Sought: \$23,614.50

40. During the Case Period, M3 analyzed the Debtors' SOFAs and SOALs to, among other things, determine the Debtors' financial condition and identify potential sources of value for the Debtors' estates and unsecured creditors. M3 analyzed the various secured and unsecured claims, as well as the prepetition transfers identified by the Debtors. M3 summarized its findings in a presentation to the Committee.

41. M3 Professionals devoted a total of 43.4 hours to SOFA and SOAL matters during the Case Period, for which compensation in the amount of \$23,614.50 is sought.

**DESCRIPTION OF ACTUAL, REASONABLE,
AND NECESSARY EXPENSES INCURRED**

42. During the Case Period, M3 incurred actual, reasonable, and necessary expenses in connection with its engagement by the Debtors in the aggregate amount of \$440.28, for which M3 seeks reimbursement. The summary sheets prefixed to the Application specify the categories of expenses and respective totals of expenses that M3 incurred in connection with the Chapter 11 Cases. Additionally, detailed descriptions of the actual and necessary expenses incurred by M3 in

the performance of services rendered during the Case Period (except for the Monthly Period) are attached to the Monthly Applications. M3 did not incur any expenses during the Monthly Period.

43. As illustrated in both the summary cover sheets and the Monthly Applications, the expenses are broken down into various categories of charges, including conference call expenses and business meals.

NOTICE

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

NO PRIOR REQUEST

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

CERTIFICATE OF COMPLIANCE AND WAIVER

46. The undersigned representative of M3 certifies that he has reviewed the requirements of Local Rule 2016-2 and that the Application substantially complies with that Local Rule. To the extent that the Application does not comply in all respects with the requirements of Local Rule 2016-2, M3 believes that such deviations are not material and respectfully requests that any such requirement be waived.

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CONCLUSION

WHEREFORE, M3 respectfully requests that the Court enter an order (a) granting the Application and authorizing compensation in the amount of \$699,559.72 for professional services rendered, and reimbursement in the amount of \$440.28 for actual, reasonable, and necessary expenses incurred, during the Case Period; and (b) granting such other and further relief as the Court deems just and proper.

Dated: October 2, 2023

M3 ADVISORY PARTNERS, LP

/s/ Robert Winning _____

Robert Winning
Managing Director

Financial Advisor to Official Committee of Unsecured
Creditors of Starry Group Holdings, Inc., *et al.*

EXHIBIT A

**Detailed Description of Services Provided
During Monthly Period**

EXHIBIT A
Starry Group Holdings, INC., et al. - CASE NO. 23-10219 (KBO)
DETAIL OF TIME ENTRIES
PERIOD JUNE 1, 2023 THROUGH JULY 31, 2023

TASK CODE	PROFESSIONAL	DATE	DESCRIPTION	HOURS	RATE	AMOUNT
<u>Claims / Liabilities Subject to Compromise</u>						
2	RW	7/5/2023	Review materials from FTI re: claims reconciliation; Call re: same; and follow-up	1.0	\$ 1,150.00	\$ 1,150.00
			<i>Claims / Liabilities Subject to Compromise</i>	1.0		\$ 1,150.00
<u>Fee Application</u>						
4	ML	6/1/2023	Review and revise April monthly fee application	1.9	\$ 450.00	\$ 855.00
4	ML	6/3/2023	Review and revise April monthly fee application	0.9	\$ 450.00	\$ 405.00
4	ML	6/7/2023	Review and revise May monthly fee application	2.7	\$ 450.00	\$ 1,215.00
4	ML	6/12/2023	Prepare M3 First Interim Fee Application	0.9	\$ 450.00	\$ 405.00
4	ML	6/12/2023	Review and revise First Interim Fee Application	2.8	\$ 450.00	\$ 1,260.00
4	ML	6/15/2023	Review and revise May monthly fee application	3.1	\$ 450.00	\$ 1,395.00
4	ML	6/16/2023	Review and revise May monthly fee application	0.7	\$ 450.00	\$ 315.00
4	MC	7/25/2023	Correspond with M3 and MWE re: final fee application	0.2	\$ 650.00	\$ 130.00
4	MC	7/26/2023	Review and revise final and June Fee Application; Correspond with N. Rowles (MWE) re: same	3.6	\$ 650.00	\$ 2,340.00
4	MC	7/27/2023	Review and revise June Monthly Fee Application; Correspond with N. Rowles (MWE) and J. Boffi (M3) re: same	3.1	\$ 650.00	\$ 2,015.00
4	MC	9/26/2023	Review and revise final fee application; Correspond and discuss with N. Rowles (MWE) re: same	2.2	\$ 650.00	\$ 1,430.00
4	MC	9/26/2023	Review and revise final fee application	1.8	\$ 650.00	\$ 1,170.00
4	JB	9/27/2023	Review final fee application	1.0	\$ 945.00	\$ 945.00
			<i>Fee Application</i>	24.9		\$ 13,880.00
			Hours and Fees Total	25.9		\$ 15,030.00

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	
)	Chapter 11
)	
STARRY GROUP HOLDINGS, INC., <i>et al.</i> , ¹)	Case No. 23-10219 (KBO)
)	
Debtors.)	Jointly Administered
)	
)	Obj. Deadline: Oct. 23, 2023 at 4:00 p.m. (ET)
)	Hearing Date: Nov. 1, 2023 at 9:30 a.m. (ET)
)	Related to Docket Nos. 495, 518, 525, 572

**NOTICE OF FOURTH MONTHLY AND FINAL FEE APPLICATION
OF M3 ADVISORY PARTNERS, LP FOR ALLOWANCE OF COMPENSATION
AND REIMBURSEMENT OF EXPENSES FOR (I) THE MONTHLY PERIOD FROM
JUNE 1, 2023 THROUGH JULY 31, 2023 AND (II) THE CASE PERIOD FROM
MARCH 8, 2023 THROUGH JULY 31, 2023, WITH ADDITIONAL TIME THROUGH
SEPTEMBER 30, 2023 FOR PREPARATION OF FINAL FEE APPLICATION**

PLEASE TAKE NOTICE that, on October 2, 2023, the *Fourth Monthly and Final Fee Application of M3 Advisory Partners, LP for Allowance of Compensation and Reimbursement of Expenses for (I) the Monthly Period from June 1, 2023 Through July 31, 2023 and (II) the Case Period from March 8, 2023 Through July 31, 2023, With Additional Time Through September 30, 2023 for Preparation of Final Fee Application* (the “Application”) was filed with the United States Bankruptcy Court for the District of Delaware (the “Court”). The Application seeks approval of compensation in the amount of \$699,559.72 and reimbursement of expenses in the amount of \$440.28.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application or the relief requested therein 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 Court and served so as to be received by the following parties listed in the Interim Compensation Order no later than **October 23, 2023 at 4:00 p.m. (Eastern Time)**:

- i. Starry Group Holdings, Inc. (Attn: Courtney Norton (cnorton@starry.com));
- ii. counsel to the Debtors: (a) Latham & Watkins LLP, 355 South Grand Avenue, Suite 100, Los Angeles, CA 90071 (Attn: Ted A. Dillman (ted.dillman@lw.com) and

¹ 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.

Nicholas J. Messana (nicholas.messana@lw.com)); and (b) Young Conaway Stargatt & Taylor, LLP, 1000 North King Street, Wilmington, DE 19801 (Attn: Kara Hammond Coyle (kcoyle@ycst.com) and Joseph M. Mulvihill (jmulvihill@ycst.com));

- iii. counsel to ArrowMark Agency Services, LLC, as DIP Agent and Prepetition Agent: (a) Sheppard, Mullin, Richter & Hampton LLP, (1) 333 South Hope Street, 43rd Floor, Los Angeles, CA 90071 (Attn: Kyle J. Mathews (KMathews@sheppardmullin.com)), and (2) 321 North Clark Street, 32nd Floor, Chicago, IL 60654 (Attn: Justin Bernbrock (JBernbrock@sheppardmullin.com), Bryan V. Uelk (BUelk@sheppardmullin.com), and Catherine Jun (CJun@sheppardmullin.com)); and (b) Potter Anderson & Corroon LLP, Hercules Plaza, 1313 North Market Street, 6th Floor, Wilmington, DE 19801 (Attn: L. Katherine Good (kgood@potteranderson.com));
- iv. counsel to the Creditors' Committee: McDermott Will & Emery LLP, (a) The Brandywine Building, 1000 N. West Street, Suite 1400, Wilmington, DE 19801 (Attn: David R. Hurst (dhurst@mwe.com)); and (b) One Vanderbilt Avenue, New York, NY 10017 (Attn: Kristin Going (kgoing@mwe.com), Darren Azman (dazman@mwe.com), Stacy Lutkus (salutkus@mwe.com) and Natalie Rowles (nrowles@mwe.com)); and
- v. counsel to the United States Trustee for the District of Delaware, J. Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801 (Attn: Benjamin A. Hackman (Benjamin.A.Hackman@usdoj.gov)).

PLEASE TAKE FURTHER NOTICE THAT A HEARING (“HEARING”) ON THE APPLICATION WILL BE HELD ON **NOVEMBER 1, 2023 AT 9:30 A.M. (EASTERN TIME) BEFORE THE HONORABLE KAREN B. OWENS, UNITED STATES BANKRUPTCY JUDGE, IN THE 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 APPLICATION ARE TIMELY FILED AND RECEIVED IN ACCORDANCE WITH THE INTERIM COMPENSATION ORDER, THE RELIEF REQUESTED IN THE APPLICATION MAY BE GRANTED WITHOUT FURTHER NOTICE OR HEARING.

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Dated: October 2, 2023
Wilmington, Delaware

MCDERMOTT WILL & EMERY LLP

/s/ David R. Hurst

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- and -

Darren Azman (admitted *pro hac vice*)
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*Counsel to the Official Committee of Unsecured
Creditors*