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Docket #220 Date Filed: 3/28/2023

IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re

STARRY GROUP HOLDINGS, INC., et al., 1

Debtors.

Chapter 11

Case No. 23-10219 (KBO)

(Jointly Administered)

SCHEDULES OF ASSETS AND LIABILITIES FOR TESTCO LLC (CASE NO. 23-10225)

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.

IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

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In re:	:	Chapter 11
STARRY GROUP HOLDINGS, INC., et al., 1	:	Case No. 23-10219 (KBO)
Debtors.	:	(Jointly Administered)
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GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY, AND DISCLAIMERS REGARDING DEBTORS' SCHEDULES OF ASSETS AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS

Starry Group Holdings, Inc. ("<u>Starry Group</u>") and its affiliated debtors and debtors in possession in the above-captioned chapter 11 cases (the "<u>Debtors</u>") submit their Schedules of Assets and Liabilities (the "<u>Schedules</u>") and Statements of Financial Affairs (the "<u>Statements</u>") pursuant to section 521 of title 11 of the United States Code (the "<u>Bankruptcy Code</u>") and Rule 1007 of the Federal Rules of Bankruptcy Procedure.

On February 20, 2023 (the "Petition Date"), the Debtors filed voluntary petitions commencing cases (the "Chapter 11 Cases") for relief under chapter 11 of the Bankruptcy Code with the United States Bankruptcy Court for the District of Delaware (the "Court"). The Chapter 11 Cases have been consolidated for procedural purposes only and are being administered jointly under case number Case No. 23-10219 (KBO). The Debtors continue to manage and operate their business as debtors in possession under sections 1107 and 1108 of the Bankruptcy Code.

The Schedules and Statements were prepared by the Debtors' management and are unaudited. While those members of management responsible for the preparation of the Schedules and Statements have made a reasonable effort to ensure that the Schedules and Statements are accurate and complete based on information known to them at the time of preparation after reasonable inquiries, inadvertent errors or omissions may exist and the subsequent receipt of information may result in material changes in financial and other data contained in the Schedules and Statements. Accordingly, the Debtors reserve their right to amend and supplement the Schedules and Statements from time to time as may be necessary or appropriate; but there can be no guarantees that the Debtors will do so.

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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.

The Debtors and their agents, attorneys, and financial advisors do not guarantee or warrant the accuracy or completeness of the data that is provided herein and shall not be liable for any loss or injury arising out of or caused in whole or in part by the acts, errors, or omissions, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communicating, or delivering the information contained herein. While commercially reasonable efforts have been made to provide accurate and complete information herein, inadvertent errors or omissions may exist. The Debtors and their agents, attorneys, and financial advisors expressly do not undertake any obligation to update, modify, revise, or re-categorize the information provided herein, or to notify any third party should the information be updated, modified, revised, or recategorized. In no event shall the Debtors or their agents, attorneys, and financial advisors be liable to any third party for any direct, indirect, incidental, consequential, or special damages (including, but not limited to, damages arising from the disallowance of a potential claim against the Debtors or damages to business reputation, lost business, or lost profits), whether foreseeable or not and however caused, even if the Debtors or their agents, attorneys, and financial advisors are advised of the possibility of such damages. These Global Notes and Statements of Limitations, Methodology and Disclaimers Regarding Debtors' Schedules of Assets and Liabilities and Statements of Financial Affairs (these "Global Notes") are incorporated by reference in, and comprise an integral part of, the Schedules and Statements, and should be referred to and reviewed in connection with any review of the Schedules and Statements. In the event that the Schedules and Statements differ from these Global Notes, these Global Notes shall control.

General Comments

- 1. **Reservation of Rights.** The Debtors reserve the right to dispute, or to assert setoff or other defenses to, any claim reflected in the Schedules and Statements as to amount, liability, and classification. The Debtors also reserve all rights with respect to the values, amounts, and characterizations of the assets and liabilities listed in the Schedules and Statements.
- 2. **Basis of Presentation.** The Schedules and Statements reflect the separate assets and liabilities of each individual Debtor. For financial reporting purposes, Starry Group and its affiliated debtors and debtors in possession historically prepared consolidated financial statements, which included financial information for all of its subsidiaries which the years ended 2019, 2020 and 2021 were audited annually.

The Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles ("GAAP"), nor are they intended to reconcile to the financial statements previously distributed to lenders, major creditors, or various equity holders on an intermittent basis. It should also be noted that the Debtors use a consolidated cash management system through which the Debtors pay substantially all liabilities and expenses. The Schedules and Statements have been signed by William Lundregan, Executive Vice President, Chief Legal Officer and Secretary, for Starry Group. In reviewing and signing the Schedules and Statements, Mr. Lundregan necessarily relied upon the efforts, statements and representations of the Debtors' accounting and non-accounting personnel who report to, or work with, Mr. Lundregan, either directly or indirectly. Mr. Lundregan has not, and could not have, personally verified the accuracy of each such statement and representation, including statements and representations concerning amounts owed to creditors.

- 3. **Date of Valuations.** Except as otherwise noted in the Schedules and Statements, all liabilities, as well as cash, inventory, and vendor debit balances, are valued as of immediately preceding the Petition Date. The Schedules and Statements reflect the Debtors' best effort to allocate the assets, liabilities, receipts, and expenses to the appropriate Debtor entity "as of" such dates. All values are stated in United States currency. In certain instances, the Debtors used estimates or prorated amounts where actual data as of the aforementioned date was not available. The Debtors made a reasonable effort to allocate liabilities between the pre- and post-petition periods based on the information and research that was conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the Debtors may modify the allocation of liabilities between the pre- and post-petition periods and amend the Schedules and Statements accordingly.
- 4. **Book Value.** Except as otherwise noted, each asset and liability of each Debtor is shown on the basis of net book value of the asset or liability in accordance with such Debtor's accounting books and records. Therefore, unless otherwise noted, the Schedules and Statements are not based upon any estimate of the current market values of the Debtors' assets and liabilities, which may not correspond to book values. It would be cost prohibitive and unduly burdensome to obtain current market valuations of the Debtors' property interests. Except as otherwise noted, the Debtors' assets are presented, in detail, as they appear on the Debtors' accounting sub-ledgers. As such, the detail may include error corrections and value adjustments (shown as negative values or multiple line items for an individual asset). The Debtors believe that certain of their assets, including (a) certain owned property, (b) right of use related to leased assets, and (c) intangibles may have been significantly impaired by, among other things, the events leading to, and the commencement of, the Chapter 11 Cases. The Debtors have not yet formally evaluated the appropriateness of the carrying values ascribed to their assets before the Petition Date.
- 5. **Property and Equipment.** Owned property and equipment are recorded at cost and are shown net of depreciation. Depreciation is recorded using the straight-line method over the estimated useful lives of the assets, which range from three to five years for distribution system, furniture, fixtures, equipment, and software. Leasehold improvements are amortized on the straight-line method over the shorter of the lease term or estimated useful life of the asset. The Debtors may lease equipment from certain third-party lessors. To the extent possible, any such leases are listed in the Schedules and Statements. Nothing in the Schedules and Statements is, or should be construed as, an admission as to the determination of the legal status of any lease (including whether any lease is a true lease or a financing arrangement), and the Debtors reserve all rights with respect thereto.
- 6. Causes of Action. The Debtors have made their best efforts to set forth known causes of action against third parties as assets in the Schedules and Statements. The Debtors reserve all of their rights with respect to causes of action they may have, whether disclosed or not disclosed, and neither these Global Notes nor the Schedules and Statements should be deemed a waiver of any such causes of action.
- 7. **Litigation.** Certain litigation actions (the "<u>Litigation Actions</u>") reflected as claims against a particular Debtor may relate to any of the other Debtors. The Debtors made reasonable

efforts to accurately record the Litigation Actions in the Schedules and Statements of the Debtor(s) that is the party to the Litigation Action. The inclusion of any Litigation Action in the Schedules and Statements does not constitute an admission by the Debtors of liability, the validity of any Litigation Action, or the amount of any potential claim that may result from any claims with respect to any Litigation Action, or the amount and treatment of any potential claim resulting from any Litigation Action currently pending or that may arise in the future.

- 8. **Application of Vendor Credits.** In the ordinary course of their business, the Debtors apply credits against amounts otherwise due to vendors. These credits arise because, among other matters, (a) materials ordered and paid for may not be delivered, (b) materials delivered may be damaged or unusable, and, (c) vendor provided volume rebates and cash discounts. Certain of these credits are subject to change. Vendor claims are listed at the amounts entered on the Debtors' books and records, which may or may not reflect all credits or allowances due from such creditors to the Debtors. The Debtors reserve all of their rights with respect to such credits and allowances.
- 9. Claims. Certain of the Schedules list creditors and set forth the Debtors' estimate of the claims of creditors as of the Petition Date. The claim amounts reflected on the Schedules may include the Debtors' estimates for vendor charges not yet invoiced. By estimating certain invoices, the Debtors are not representing that they have sought to identify and estimate all uninvoiced vendor charges. To the extent that a claim of a particular vendor is an aggregate of multiple invoices, the Debtors have reflected the date the claim liability was incurred with a designation of "various."

The Debtors intentionally have not included "non-cash" accruals, *i.e.*, accruals to recognize expense or liability over multiple periods where no specific obligation to perform is established, such as accruals to equalize lease payments, in the Schedules and Statements.

The Bankruptcy Court has authorized the Debtors, among other matters, to (a) continue certain customer practices, (b) pay certain prepetition wages, salaries, employee benefits and other related obligations, (c) pay certain prepetition sales, use and other taxes, (d) make certain critical vendor payments, (e) pay certain prepetition shipping charges and related possessory liens, and (f) pay certain lienholders. While the Debtors have made their best efforts to reflect the claims, by vendor or counterparty, net of these various adjustments as well as "vendor credits" discussed above, the actual unpaid claims of creditors that may be allowed in the Chapter 11 Cases may differ from the amounts set forth in the Schedules and Statements. Moreover, the Debtors have not attempted to reflect any alleged recoupments in the claims of parties holding prepetition deposits that may assert (or have asserted) a recoupment right.

To the extent any employees have been paid or will be paid in accordance with the Court's order they have not been listed.

Any failure to designate a claim listed on a Schedule as "disputed," "contingent," or "unliquidated" does not constitute an admission by the Debtors that the claim is not "disputed," "contingent," or "unliquidated." The Debtors reserve the right to (a) object to

or otherwise dispute or assert setoff rights, cross-claims, counterclaims, or defenses to any claim reflected on the Schedules as to amount, liability, or classification or (b) otherwise to designate subsequently any claim as "disputed," "contingent," or "unliquidated."

The claims listed on the Schedules do not reflect any analysis of claims under section 503(b)(9) of the Bankruptcy Code. Accordingly, the Debtors reserve all of their rights to dispute or challenge the validity of any asserted claims under section 503(b)(9) of the Bankruptcy Code or the characterization of the structure of any such transaction or any document or instrument related to any creditor's claim.

The Debtors have excluded potential rejection damage claims of counterparties to executory contracts and unexpired leases that may or may not be rejected, to the extent such damage claims exist.

- 10. **Setoffs.** The Debtors routinely incur setoffs and net payments in the ordinary course of business. Such setoffs and nettings may occur due to a variety of transactions or disputes including, but not limited to, counterparty settlements, pricing discrepancies, rebates, returns, warranties, refunds, and negotiations and disputes between Debtors and their customers or suppliers. Due to the voluminous nature of setoffs and nettings, it would be unduly burdensome and costly for the Debtors to list each such transaction. Therefore, although such setoffs and other similar rights may have been accounted for when scheduling certain amounts, these ordinary course setoffs are not independently accounted for and, as such, are or may be excluded from the Schedules and Statements. In addition, some amounts listed in the Schedules and Statements may have been affected by setoffs or nettings by third parties of which the Debtors are not yet aware. The Debtors reserve all rights to challenge any setoff or recoupment rights that may be asserted.
- 11. **Employee Claims.** Pursuant to the *Interim Order (I) Authorizing Payment of Certain Prepetition Workforce Obligations, (II) Authorizing Continuance of Workforce Programs, (III) Authorizing Payment of Withholding and Payroll-Related Taxes, and (IV) Authorizing Payment of Prepetition Claims Owing to Administrators, and (V) Granting Related Relief* [Docket No. 73] (the "**Employee Wage Order**"), the Debtors have been granted the authority to pay, in their discretion, prepetition employee wages, salaries, benefits, and other related obligations. The Debtors currently expect that most prepetition employee claims for wages, salaries, benefits and other related obligations either have been paid or will be paid in the ordinary course of business and therefore, the Schedules and Statements do not include such claims. Notwithstanding the foregoing, the Debtors reserve their rights to (a) evaluate whether to modify or terminate any employee plan or program and (b) modify or terminate, with respect to discretionary obligations, or seek to modify or terminate any such plans or programs.
- 12. **Addresses of Employees.** The Debtors have attempted to list each of their current employees' addresses as the Debtors' corporate address where reasonably possible or alternatively have indicated "Address on File" to protect the privacy of their employees. The Debtors have served and will continue to serve all necessary notices, including notice of the claims bar date, to the actual address of each of their employees.

Schedules

Schedule A/B – Real and Personal Property

Schedule A/B, Parts 1 and 2 - Cash and Cash Equivalents; Deposits and Prepayments. Details with respect to the Debtors' cash management system and bank accounts are provided in the Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing Debtors to (A) Continue Operating Existing Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintaining Existing Business Forms, (D) Continue to Perform Intercompany Transactions, (II) Waiving Certain Requirements Under Section 345 of the Bankruptcy Code and the U.S. Trustee Guidelines and (III) Granting Related Relief [Docket No. 13] (the "Cash Management Motion") and the interim order [Docket No. 71] granting the relief requested in the Cash Management Motion. A full schedule of the Debtors' bank accounts as of the petition date is included in the Cash Management Motion. The Debtors' cash balances are listed as of the Petition Date. Since the petition date, the Debtors filed the Motion of Debtors for Entry of Order (I) Authorizing Modifications to Cash Management System and (II) Granting Related Relief [Docket No. 125] and the Court entered that certain Order (I) Authorizing Modifications to Cash Management System and (II) Granting Related Relief [Docket No. 134] (together the "Modification Motion and Order"). The Modification Motion and Order allow the Debtors to withdraw cash from their accounts to be deposited in an alternative account due to the receivership of the Debtors' bank, Silicon Valley Bank.

Schedule A/B, Part 2, Item 7 - Deposits, Including Security Deposits and Utility Deposits. The Court entered that certain Interim Order (I) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Service, (II) Approving Proposed Adequate Assurance of Payment, (III) Establishing Procedures for Resolving Requests for Additional Assurance of Payment, and (IV) Granting Related Relief [Docket No. 62] on March 22, 2023, authorizing the Debtors to provide adequate assurance of payment for future utility services, including an initial deposit in the amount of \$4,402.64. Such deposit is not listed on Schedule A/B, Part 2, which has been prepared as of the Petition Date.

Schedule A/B, Part 3, Item 11 – Accounts Receivable. The Debtors' reported accounts receivable includes amounts that may be uncollectible. Notwithstanding the foregoing, the Debtors have used reasonable efforts to deduct doubtful or uncollectible accounts. The Debtors are unable to determine with certainty what amounts will actually be collected.

Schedule A/B, Part 4, Item 15 – Investments; Non-Publicly Traded Stock and Interests in Incorporated and Unincorporated Businesses, Including any Interest in an LLC, Partnership, or Joint Venture. The Debtors' ownership interests in their subsidiaries are shown at net book value. The Debtors have not performed a valuation analysis regarding such ownership interests.

<u>Schedule A/B, Part 7, Items 39-45 – Office Furniture, Fixtures, and Equipment; and Collectibles.</u> Dollar amounts are presented net of accumulated depreciation and other adjustments.

<u>Schedule A/B, Part 8, Items 47-50 – Machinery, Equipment, and Vehicles</u>. Dollar amounts are presented net of accumulated depreciation and other adjustments.

Schedule A/B, Part 9, Items 54-58 – Real Property. Real property is reported at book value, net of accumulated depreciation on buildings and improvements. The Debtors may have listed certain assets as real property when such assets are in fact personal property, or the Debtors may have listed certain assets as personal property when such assets are in fact real property. The Debtors reserve all of their rights to recategorize or recharacterize such asset holdings to the extent the Debtors determine that such holdings were listed incorrectly.

Schedule A/B, Part 11, Item 72 – Tax Refunds and Unused Net Operating Losses (NOLs). The Debtor's tax advisors are in the process of assessing the nature and quantity of available NOLs. The analysis is not complete as of the time of the filing of these schedules.

Schedule A/B, Part 11, Item 73 – Interests in Insurance Policies or Annuities. The Debtor's various insurance coverages are prepaid as of the policy inception date. Consequently, the Debtor's interest in the insurance policies is limited to the amount of any prepaid, but unamortized policy premiums.

Schedule A/B, Part 11, Items 74 and 75 – Causes of Action and Other Claims. The Debtors attempted to list known causes of action and other claims. Potential preference actions and fraudulent transfer actions were not listed because the Debtors have not completed an analysis of such potential claims. The Debtors' failure to list any cause of action, claim, or right of any nature is not an admission that such cause of action, claim, or right does not exist, and should not be construed as a waiver of such cause of action, claim, or right.

Other Contingent and Unliquidated Claims or Causes of Action of Every Nature, including Counterclaims of the Debtor and Rights to Setoff Claims. In the ordinary course of business, the Debtors may have accrued, or may subsequently accrue, certain rights to counter-claims, crossclaims, setoffs, refunds with their customers and suppliers, or potential warranty claims against their suppliers. Additionally, certain of the Debtors may be party to pending litigation in which the Debtors have asserted, or may assert, claims as a plaintiff or counter-claims or cross-claims as a defendant. Because certain of these claims are unknown to the Debtors and not quantifiable as of the Petition Date, they may not be listed on Schedule A/B, Part 11, Item 75.

Schedule D - Creditors Holding Claims Secured by Property

Except as otherwise ordered by the Court, the Debtors reserve their rights to dispute or challenge the validity, perfection, or immunity from avoidance of any lien purported to be granted or perfected in any specific asset for the benefit of a secured creditor listed on a Debtor's Schedule D. Moreover, although the Debtors may have scheduled claims of various creditors as secured claims, the Debtors reserve all rights to dispute or challenge the secured nature of any such creditor's claim or the characterization of the structure of any such transaction or any document or instrument (including without limitation, any intercompany agreement) related to such creditor's claim.

In certain instances, a Debtor may be a co-obligor with respect to scheduled claims of other Debtors. No claim set forth on the Schedule D of any Debtor is intended to acknowledge claims of creditors that are or may be otherwise satisfied or discharged.

The descriptions provided in Schedule D are intended only to be a summary. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent, and priority of any liens. Nothing in these Global Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements.

Except as specifically stated herein, parties that may hold security deposits have not been listed on Schedule D. The Debtors have not included parties that may believe their claims are secured through setoff rights or inchoate statutory lien rights.

By listing a party on Schedule D based on a UCC-1 filing, the Debtors are not conceding that such party actually holds a perfected, unavoidable security interest in the asset that is the subject of such filing, and reserves all rights as set forth in these Global Notes.

Schedule E/F – Creditors Holding Unsecured Claims

Pursuant to the Interim Order (I) Authorizing Debtors to Pay Certain Taxes and Fees and (II) Granting Related Relief [Docket No. 75] (the "Tax Order"), the Debtors have been granted the authority to pay, in their discretion, certain tax liabilities that accrued prepetition. Accordingly, any unsecured priority claims based upon prepetition tax accruals that have been paid pursuant to the Tax Orders are not listed on Schedule E. However, the Debtors do list any tax amounts that are currently unpaid, as well as, any ongoing tax audits and unclaimed property. The Debtors acknowledge the possibility that information related to material tax accruals may be discovered subsequent to the filing of the Schedules and Statements. The Debtors reserve the right to supplement or amend this response in the future if additional information becomes available.

Furthermore, pursuant to the Employee Wage Orders, the Debtors received authority to pay certain prepetition obligations, including to pay employee wages and other employee benefits, in the ordinary course of business. The Debtors believe that any non-insider employee claims for prepetition amounts related to ongoing payroll and benefits, whether allowable as a priority or nonpriority claim, have been or will be satisfied, and such satisfied amounts are not listed.

In certain instances, a Debtor may be a guarantor with respect to scheduled claims of other Debtors. No claim set forth on the Schedule E/F of any Debtor is intended to acknowledge claims of creditors that are or may be otherwise satisfied or discharged.

Schedule E/F does not include certain deferred charges, deferred liabilities, accruals, or general reserves. Such amounts are, however, reflected on the Debtors' books and records as required in accordance with GAAP. Such accruals are general estimates of liabilities and do not represent specific Claims as of the Petition Date.

Schedule E/F, Part 2, reflects certain prepetition amounts owing to counterparties to executory contracts and unexpired leases. Such prepetition amounts, however, may be paid in connection with the assumption or assumption and assignment of an executory contract or unexpired lease. In addition, Schedule E/F, Part 2, does not include claims that may arise in connection with the rejection of any executory contracts or unexpired leases, if any, that may be rejected in the Chapter 11 Cases.

The Debtors have listed their known creditors in Schedule E/F. To the extent attorneys have entered appearances on behalf of such creditors, those appearances are noted on the docket of the Debtors' chapter 11 cases and are not separately listed in Schedule E/F, Part 3.

Schedule G – Executory Contracts and Unexpired Leases

The business of the Debtors is complex and, while every effort has been made to ensure the accuracy of Schedule G, inadvertent errors or omissions may have occurred. The Debtors hereby reserve all of their rights to (a) dispute the validity, status, or enforceability of any contracts, agreements, or leases set forth in Schedule G and (b) amend or supplement such Schedule as necessary. Furthermore, the Debtors reserve all of their rights, claims, and causes of action with respect to the contracts and agreements listed on the Schedules, including the right to dispute or challenge the characterization or the structure of any transaction, document, or instrument. The presence of a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or an unexpired lease.

The contracts, agreements, and leases listed on Schedule G may have expired or may have been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letter and other documents, instruments, and agreements that may not be listed therein. Certain of the real property leases listed on Schedule G may contain renewal options, guarantees of payments, options to purchase, rights of first refusal, rights to lease additional space, and other miscellaneous rights. Such rights, powers, duties, and obligations are not set forth on Schedule G. Additionally, the Debtors may be parties to various other agreements concerning real property, such as easements, rights of way, subordination, non-disturbance, supplemental agreements, amendments/letter agreements, title documents, consents, site plans, maps, and other miscellaneous agreements. Such agreements, if any, are not set forth on Schedule G. Certain of the agreements listed on Schedule G may be in the nature of conditional sales agreements or secured financings.

Schedule H - Co-Debtors

The Debtors have listed their prepetition debt as co-Debtor obligations on Schedule H. More information about the Debtors' prepetition debt is contained in the Declaration of Chaitanya Kanojia in Support of Chapter 11 Petitions and First Day Pleadings and the Motion of the Debtors Entry of Interim and Final Orders (I) Authorizing Debtors to Obtain Postpetition Financing, (II) Authorizing Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection, (V) Modifying Automatic Stay, (VI) Schedule a Final Hearing, and (VII) Granting Related Relief [Docket No. 18]. The Debtors reserve all rights to amend Schedule H to the extent that guarantees associated with the Debtors' executory contracts, unexpired leases, secured financings, debt instruments, and other agreements are identified. The Debtors have not listed any litigation-related co-defendants on Schedule H. Instead, all cross-claims affirmatively asserted by co-defendants, other than cross-claims that may have been "deemed" asserted against the Debtors or asserted solely as a procedural matter, can be found on Schedule E/F.

Statements

<u>Statements, Part 2, Question 4 – Payments and Transfers to Insiders.</u> Certain of the Debtors' directors and executive officers received distributions net of tax withholdings in the year preceding the Petition Date. The amounts listed reflect the gross amounts paid to such directors and executive officers rather than the net amounts after deducting for tax withholdings.

As noted in Footnote 9 of the Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing Payment of Certain Prepetition Workforce Obligations, (II) Authorizing Continuance of Workforce Programs, (III) Authorizing Payment of Withholding and Payroll-Related Taxes, (IV) Authorizing Payment of Prepetition Claims Owing to Administrators, and (V) Granting Related Relief [Docket No. 12], the Debtors paid retention bonuses to certain insider and non-insider employees on or about February 3, 2023. The payments to insiders are reflected in Statements, Part 2, Question 4.

<u>Statements, Part 2, Question 6 – Setoffs</u>. For a discussion of setoffs and nettings incurred by the Debtors, refer to Application of Vendor Credits and Setoff paragraph of these Global Notes.

<u>Statements, Part 6, Question 11 – Payments Related to Bankruptcy</u>. The Debtors' disbursements were made by Starry, Inc.. As a result, payments related to bankruptcy are reflected on the Statement of Starry, Inc. only, but were made on behalf of all of the Debtors.

Question 26 - Books, Records and Financial Statements. Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, Starry Group has filed with the U.S. Securities and Exchange Commission (the "SEC") reports on Form 8-K, Form 10-Q, and Form 10-K. These SEC filings contain consolidated financial information relating to the Debtors. Additionally, consolidated financial information for the Debtors is posted on the company's website at https://investors.starry.com/financials/sec-filings. Because the SEC filings and the website are of public record, the Debtors do not maintain records of the parties that requested or obtained copies of any of the SEC filings from the SEC or the Debtors. In addition, in the ordinary course of business, the Debtors provide certain parties, such as financial institutions, investment banks, debtholders, auditors, potential investors, vendors, and financial advisors, financial statements that may not be part of a public filing. The Debtors do not maintain complete lists or other records tracking such disclosures. As such, the Debtors have not provided full lists of these parties in their response to Statements, Part 13, Question 26.

Question 27 – Inventories. The Debtors completed a physical count of inventory representing 85% of the total ledger value during December 2021 and December 2022. The inventory processing was accomplished by Courtney Walsh (Finance), Lorena Spencer (Service Operations), and Ana Cuartas (Manufacturing Operations). The documentation of the inventory processing is maintained as part of the corporate finance books and records in the 38 Chauncy Street, Boston, MA location.

Question 30 - Payments, Distributions, or Withdrawals Credited or Given to Insiders. For a discussion of payments made to insiders by the Debtors, refer to Statements, Part 2, Question 4 paragraph of these Global Notes.

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Fill in this information to identify the case:		
Debtor Name: In re : Testco LLC		
United States Bankruptcy Court for the: District of Delaware		
Case number (if known): 23-10225 (KBO)	☐ Check if this is an amended filing	
Official Form 206Sum		
Summary of Assets and Liabilities for Non-	-Individuals 12/15	
Part 1: Summary of Assets		
Schedule A/B: Assets–Real and Personal Property (Official Form 206A/B)		
1a. Real property:		_
Copy line 88 from Schedule A/B	\$	-
1b. Total personal property:		\neg
Copy line 91A from Schedule A/B	\$	
1c. Total of all property:		\neg
Copy line 92 from Schedule A/B	\$0.00	
Part 2: Summary of Liabilities		
2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206	6D)	$\overline{}$
Copy the total dollar amount listed in Column A, Amount of claim, from line 3 of So	\$ 287,509,059.23	_
3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)		
3a. Total claim amounts of priority unsecured claims:		\neg
Copy the total claims from Part 1 from line 5a of Schedule E/F	\$	
3b. Total amount of claims of nonpriority amount of unsecured claims:		\neg
Copy the total of the amount of claims from Part 2 from line 5b of Schedule E/	/F	
4. Total liabilities		_

Lines 2 + 3a + 3b

287,509,059.23

Fill in this information to identify the case:
Debtor Name: In re : Testco LLC
United States Bankruptcy Court for the: District of Delaware
Case number (if known): 23-10225 (KBO)

Official Form 206A/B

Schedule A/B: Assets - Real and Personal Property

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

ar	t 1:	Cash and cash equivalents				
1.	Does	the debtor have any cash or cash equ	ivalents?			
	☑ No	o. Go to Part 2.				
	☐ Ye	es. Fill in the information below.				
	All ca	sh or cash equivalents owned or co	ontrolled by the debto	r	Current value of	debtor's interest
2	. Cash	on hand				
					\$	
3.	Check	king, savings, money market, or financ	cial brokerage accounts	(Identify all)		
	Name	of institution (bank or brokerage firm)	Type of account	Last 4 digits of account number	\$	
4.	Other	cash equivalents (Identify all)				
					\$	
5.	Total o	of Part 1				
	Add line	es 2 through 4 (including amounts on	any additional sheets)	Conv the total to line 80	\$	0.00

9. Total of Part 2.

Add lines 7 through 8. Copy the total to line 81.

Description, including name of holder of prepayment

8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent

0.00

Case 23-10219-KBO Doc 220 Filed 03/28/23 Page 16 of 47 Testco LLC Case number (if known): Debtor: Name Accounts receivable Part 3: 10. Does the debtor have any accounts receivable? ☑ No. Go to Part 4. $\hfill \Box$ Yes. Fill in the information below. Current value of debtor's 11. Accounts receivable Description face amount doubtful or uncollectible accounts 11a. 90 days old or less: 11b. Over 90 days old:

12. Total of Part 3.

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

0.00

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Debtor:	Testco LLC	Case number (if known):	23-10225
	Name		

Par	t 4: Investments			
13.	Does the debtor own any investments?			
	☑ No. Go to Part 5.			
	$\ \square$ Yes. Fill in the information below.			
			Valuation method used for current value	Current value of debtor's interest
14.	Mutual funds or publicly traded stocks not included in Part 1			
	Name of fund or stock:			
				\$
15	Non-publicly traded stock and interests in incorporated and un	incorporated businesses.		
	including any interest in an LLC, partnership, or joint venture			
	Name of entity:	% of ownership:		
			<u></u>	\$
16.	Government bonds, corporate bonds, and other negotiable and instruments not included in Part 1	l non-negotiable		
	Describe:			
			-	\$
17.	Total of Part 4.			
	Add lines 14 through 16. Copy the total to line 83.			\$0.00

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Debtor:	Testco LLC	Case number (if known):	23-10225	
	Name			

Par	5: Inventory, excluding agricultu	re assets				
18.	Does the debtor own any inventory (excluding agriculture assets)? ☑ No. Go to Part 6. ☐ Yes. Fill in the information below.					
	General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest	
19.	Raw materials		\$\$		\$\$	
20.	Work in progress		\$		\$	
21.	Finished goods, including goods held for re	sale 	\$		\$\$	
22.	Other inventory or supplies		\$		\$ \$	
23	Total of Part 5. Add lines 19 through 22. Copy the total to line is	84.			\$0.00	
24.	Is any of the property listed in Part 5 perisha ☐ No ☐ Yes	able?				
25.	Has any of the property listed in Part 5 been □ No	purchased within 20	days before the bankruptcy wa	s filed?		

Valuation method _____ Current value \$ _

□ No
□ Yes

☐ Yes. Description_____ Book value\$ _____

26. Has any of the property listed in Part 5 been appraised by a professional within the last year?

Case 23-10219-KBO Doc 220 Filed 03/28/23 Page 19 of 47

 Debtor:
 Testco LLC
 Case number (if known):
 23-10225

 Name
 23-10225

Par	t 6: Farming and fishing-related assets (other t	han titled motor vehicles	and land)			
27.	Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?					
	✓ No. Go to Part 7.					
	Yes. Fill in the information below.					
	General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest		
28.	Crops—either planted or harvested	.		•		
		\$	_	\$		
29.	Farm animals Examples: Livestock, poultry, farm-raised fish					
	-	\$	_	_ \$		
30.	Farm machinery and equipment (Other than titled motor vehicle	es)				
		\$		\$		
31.	Farm and fishing supplies, chemicals, and feed					
		\$		\$		
32	Other farming and fishing-related property not already listed	in Part 6				
52.	Other farming and history-related property not already listed	\$		\$		
33.	Total of Part 6.					
	Add lines 28 through 32. Copy the total to line 85.			\$ 0.00		

	No
	Yes
35. Has any	of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?

☐ Yes. Description Book value \$ Valuation method Current value \$

36. Is a depreciation schedule available for any of the property listed in Part 6?

□ No
□ Yes

34. Is the debtor a member of an agricultural cooperative?

☐ Yes. Is any of the debtor's property stored at the cooperative?

37. Has any of the property listed in Part 6 been appraised by a professional within the last year?

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Debtor:	Testco LLC	Case number (if known):	23-10225
	Name		

Pai	t 7: Office furniture, fixtures, and equipment; a	and collectibles				
38.	Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?					
	☑ No. Go to Part 8.					
	$\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ $					
	General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest		
39.	Office furniture					
		\$		\$\$		
40.	Office fixtures					
		\$		\$\$		
41.	Office equipment, including all computer equipment and communication systems equipment and software					
		\$		\$		
42.	Collectibles <i>Examples</i> : Antiques and figurines; paintings,print books, pictures, or other art objects; china and crystal; stamp, card collections; other collections, memorabilia, or collectibles					
		_ \$		\$		
43.	Total of Part 7. Add lines 39 through 42. Copy the total to line 86.			\$0.00		
44.	Is a depreciation schedule available for any of the property	y listed in Part 7?				
	□ No					
	□ Yes					
45.	Has any of the property listed in Part 7 been appraised by	a professional within the last	year?			

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Debtor: Testco LLC Case number (if known): 23-10225

art	8: Machinery, equipment, and vehicles			
46.	Does the debtor own or lease any machinery, equipment,	or vehicles?		
	☑ No. Go to Part 9.			
	Yes. Fill in the information below.			
	General description Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
47.	Automobiles, vans, trucks, motorcycles, trailers, and titled	l farm vehicles		
	<u> </u>	\$\$		\$
48.	Watercraft, trailers, motors, and related accessories Example floating homes, personal watercraft, and fishing vessels	ples: Boats, trailers, motors,		\$
49.	Aircraft and accessories			
		\$		\$
50.	Other machinery, fixtures, and equipment (excluding farm	machinery and equipment) \$		\$
51.	Total of Part 8.			
	Add lines 47 through 50. Copy the total to line 87.			0.00
52.	Is a depreciation schedule available for any of the propert	y listed in Part 8?		
	□ No			
	☐ Yes			
53.	Has any of the property listed in Part 8 been appraised by	a professional within the last y	year?	

Case 23-10219-KBO Doc 220 Filed 03/28/23 Page 22 of 47 Testco LLC Case number (if known): Debtor: Name Part 9: **Real property** Does the debtor own or lease any real property? ☑ No. Go to Part 10. $\hfill \hfill \hfill$ 55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest **Description and location of property** Net book value of Nature and extent of Valuation method Include street address or other description such as debtor's interest Current value of Assessor Parcel Number (APN), and type of property (for debtor's interest in used for current debtor's interest property value example, acreage, factory, warehouse, apartment or office (Where available) building), if available. 55.1 56. Total of Part 9. Add the current value on lines 55.1 through 55.6 and entries from any additional sheets. Copy the total to line 88. 0.00 \$ 57. Is a depreciation schedule available for any of the property listed in Part 9? □ No □ Yes 58. Has any of the property listed in Part 9 been appraised by a professional within the last year?

□ Yes

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23-10225

Debtor: Testco LLC Case number (if known):

Name

Pai	t 10: Intangibles and intellectual property			
59.	Does the debtor have any interests in intangibles or intellectual	property?		
	☑ No. Go to Part 11.			
	\square Yes. Fill in the information below.			
	General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60.	Patents, copyrights, trademarks, and trade secrets	\$		\$
61.	Internet domain names and websites	\$		\$
62.	Licenses, franchises, and royalties	\$		\$
63.	Customer lists, mailing lists, or other compilations	\$		\$
64.	Other intangibles, or intellectual property	\$		\$
65.	Goodwill	\$		\$
66.	Total of Part 10. Add lines 60 through 65. Copy the total to line 89.			\$ 0.00
	Add miles of anough of. Copy are total to mile of.			Ψ
67.	Do your lists or records include personally identifiable informat ☐ No ☐ Yes	ion of customers (as defined in	11 U.S.C. §§ 101(41A) an	d 107) ?
68.	Is there an amortization or other similar schedule available for a No Yes	ny of the property listed in Par	t 10?	
69.	Has any of the property listed in Part 10 been appraised by a pro	ofessional within the last year?		

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23-10225

Debtor:	Testco LLC	Case number

70.	Include all in	ebtor own any other assets that have interests in executory contracts and unexpite Part 12.	not yet been reported on soired leases not previously	this form? reported on this	form.		
		I in the information below.					
							Current value of debtor's interest
71	Notes rece	ivahle					
,			Total face amount	doubtful or und	collectible accounts		
	71.1	None	\$	\$		_= →	\$
72.	Tax refund	s and unused net operating losses (N	OLs)				
		(for example, federal, state, local)	- ·,				
	•	See Global Notes	_	Tax year			\$
72	Intorocto ir	n insurance policies or annuities					
73.							\$
	70.1	Oce Global Notes			-		Ψ
74.	Causes of	action against third parties (whether o	or not a lawsuit				
	74.1	None			=		\$
		Nature of claim			_		
		Amount requested	\$		=		
75.	Other cont every natu set off clair	ingent and unliquidated claims or cau re, including counterclaims of the deb ms	ises of action of otor and rights to				
	75.1	None			_		\$
		Nature of claim			_		
		Amount requested	\$		_		
76	Truete equ	itable or future interests in property					
70.	· · · · · · ·	None					\$
77.		erty of any kind not already listed Exa	amples: Season tickets,		-		
	77.1	None					\$
70	Total of Pa						
70.		1 through 77. Copy the total to line 90.					\$ 0.00
		1,7 1 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2					
79.	Has any of	the property listed in Part 11 been app	oraised by a professional	within the last	year?		
	☑ No						
	□ Yes						

Part 11:

All other assets

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Debtor: Testco LLC

Name

Case number (if known): 23-10225

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form.

	Type of property	 t value of al property		Current value of real property
80.	Cash, cash equivalents, and financial assets. Copy line 5, Part 1.	\$ 0.00		
81.	Deposits and prepayments. Copy line 9, Part 2.	\$ 0.00		
82.	Accounts receivable. Copy line 12, Part 3.	\$ 0.00		
83.	Investments. Copy line 17, Part 4.	\$ 0.00		
84.	Inventory. Copy line 23, Part 5.	\$ 0.00		
85.	Farming and fishing-related assets. Copy line 33, Part 6.	\$ 0.00		
86.	Office furniture, fixtures, and equipment; and collectibles.	\$ 0.00		
	Copy line 43, Part 7.			
87.	Machinery, equipment, and vehicles. Copy line 51, Part 8.	\$ 0.00		
88.	Real property. Copy line 56, Part 9	 		\$ 0.00
89.	Intangibles and intellectual property. Copy line 66, Part 10.	\$ 0.00		
90.	All other assets. Copy line 78, Part 11.	\$ 0.00		
91.	Total. Add lines 80 through 90 for each column91a.	\$ 0.00	• 91b.	\$0.00
92.	Total of all property on Schedule A/B. Lines 91a + 91b = 92	 		

Debtor N United S	ame: In re : Tes tates Bankrupto	stco LLC	District of Delaware						_	Check if amende	this is an d filing
	ial Forn		 tors Who H	ave Cl	aime	: Secured	hy Proi	nert	v		42/45
		l accurate as		ave Ci	aiiiis	Jecureu	by Pio	pert	<u>y</u>		12/15
I. Do ar □ N	ny creditors h	nave claims se	ecured by debtor's pro t page 1 of this form to		th debtor'	's other schedules. D	Debtor has not	thing els	se to report on th	nis form.	
Part 1:	List Credi	itors Who Ha	ve Secured Claims								
			itors who have secur rately for each claim.	ed claims. I	f a credito	or has more than one	9	Do no	nn A unt of claim of deduct the of collateral.		nn B of collateral that orts this claim
2.	1 Creditor's n ArrowMark <i>F</i> 2022 Tranch	Agency Service	es, LLC, as Agent to	Describe d		property that is sub		\$	15,908,434.99	\$	Undetermined
	Notice Name	nailing addres	s	Describe t		ans					
	Street	CO	80206	Is the cred ✓ No ☐ Yes	ditor an iı	nsider or related pa	irty?				
		State email address, es@arrowmark		□ No		le on this claim?	s(Official Form	n 206H).			
	Last 4 digits		12/14/2022	Check all th	nat apply. ngent uidated	ling date, the claim	is:				
	relative ☑ No cre Se □ Ye	e priority? . Specify each ditor, and its reduced Notes	priority of creditors is								

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Column A

Column B

Debtor:	Testco LLC	Case number (if known):	23-10225
	Name		

Copy this page only if more space is needed. Continue numbering the lines sequentially from

Part 1: A

Additional Page

the previous page. Amount of claim Value of collateral that Do not deduct the supports this claim value of collateral. Describe debtor's property that is subject to a lien 2.2 Creditor's name ArrowMark Agency Services, LLC, as Agent to 2023 Tranche D Loans 15,584,807.06 Undetermined See Global Notes Creditor's Name Creditor's mailing address Describe the lien Notice Name 2023 Tranche D Loans 100 Fillmore St. Street Is the creditor an insider or related party? ☑ No Denver CO 80206 ☐ Yes City State ZIP Code Country Is anyone else liable on this claim? No Creditor's email address, if known ☑ Yes. Fill out Schedule H: Codebtors(Official Form 206H). agencynotices@arrowmarkpartners.com Date debt was incurred 1/30/2023 As of the petition filing date, the claim is: Last 4 digits of account Check all that apply. number Contingent Do multiple creditors have an interest in the Unliquidated same property? Disputed No Yes. Have you already specified the relative priority? ☑ No. Specify each creditor, including this creditor, and its relative priority. See Global Notes specified on lines

Case 23-10219-KBO Doc 220 Filed 03/28/23 Page 28 of 47

Debtor:	Testco LLC	Case number (if known):	23-10225

Additional Page

Part 1:

Name

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column A Amount of claim
Do not deduct the
value of collateral.

Column B Value of collateral that supports this claim

3 Cred	reditor's name			Describe	debtor's propert	y that is subject to a	lien			
		ark Agency Service A Loan	es, LLC, as Agent to	See Glob	al Notes		\$	81,631,321.96	\$	Undetermined
Credi	itor's	Name							_	
Cred	dito	r's mailing addres	ss							
		_		Describe	the lien					
Notic	e Na	me		Tranche /	A Loan					
100	Filln	more St.								
Stree	et			_						
				Is the cre	editor an insider	or related party?				
				✓ No						
Den	ver	CO	80206	□ Yes						
City		State	ZIP Code							
Coun	ntry			Is anyon	e else liable on tl	his claim?				
Cred	dito	r's email address,	if known	□ No						
ager	ncyn	notices@arrowmark	cpartners.com	✓ Yes.	Fill out Schedule	H: Codebtors(Official I	orm 206H) .		
Date	e de	ebt was incurred	2/14/2019	_						
Last num		digits of account		Check all	petition filing da that apply.	ite, the claim is:				
		tiple creditors hav roperty?	e an interest in the	_	tingent quidated outed					
	No	0								
V	Ye re	es. Have you alread lative priority?	dy specified the							
	V	No. Specify each creditor, and its re	creditor, including this elative priority.							
		See Global Notes	S	_						
		Yes. The relative specified on lines	priority of creditors is							
				-						

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Debtor:	Testco LLC	Case number (if known):	23-10225

Nam

Name

the previous page.

Part 1: Additional Page

Copy this page only if more space is needed. Continue numbering the lines sequentially from

Column A

Amount of claim

Do not deduct the value of collateral.

Column B
Value of collateral that supports this claim

4 Cred	reditor's name			Des)es	esc	sc	sc	С	С	С	С	С	CI	cr	r	ri	il	ib	b€	е	d	le	eb	ot	tc	or	r's	5 J	р	r	c	P	p	е	rt	y	1	h	а	t	is	;	s	u	bj	je	ec	t	to	a	ı li	ier	1																										
Arro Tran	wMar	rk Agency Service 3 Loan	s, LLC, as Agent to	Se	See	See (e (e	9 (9	,	į	,	. ((c	G	31	Slo	lo'	ob	oa'	1 I	N	Jc	ot	te	es																										\$					11	3	,1	1	5	,7:	36	.45	5	\$			ι	Jr	ıď	de	et€	eri	m	in	e	t
Credi	itor's N	ame					_	_	_	_		_				Ī	_			_			_		_			_	_																											_						Т	_	_	_	_	_	 _	_		_	_	Т	Т	_				Т	_
Cred	ditor'	s mailing addres	s																																																																													
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City		State	ZIP Code																																																																													
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Cred	ditor'	s email address,	if known	П	\neg	ا ر	ı							ı	١	١	N	٧c	lo	O																																																												
ager	ncyno	tices@arrowmark	partners.com	<u></u>	√	_ 	,							,	١	Υ	Υ	16	'e	es	s.	. F	Fil'	II	С	οι	ut	t S	3c	cŀ	70	е	c	lι	ıl	e	ŀ	1:	(20	oc	le	eŁ	ot	Ol	rs	((0	ffi	ici	al	F	ori	n 2	20	61	Н).																						
Date	e deb	t was incurred	12/13/2019																																																																													
Last num		gits of account				s of hecl																									iı	n	Ç	3	c	la	ıt	е	, 1	h	е	c	:I	а	ir	n	į	S	:																															
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\checkmark	Yes	s. Have you alread	dy specified the																																																																													
		No. Specify each o	creditor, including this lative priority.	S																																																																												
		See Global Notes	5																																																																													
		Yes. The relative specified on lines	priority of creditors is	-																																																																												
	-			_																																																																												

Case 23-10219-KBO Doc 220 Filed 03/28/23 Page 30 of 47 Testco LLC Debtor: Case number (if known). 23-10225 Name **Additional Page** Part 1: Copy this page only if more space is needed. Continue numbering the lines sequentially from Column A Column B the previous page. Amount of claim Value of collateral that Do not deduct the supports this claim value of collateral. 2.5 Creditor's name Describe debtor's property that is subject to a lien ArrowMark Agency Services, LLC, as Agent to Tranche C Loans 61,268,758.77 Undetermined See Global Notes Creditor's Name Creditor's mailing address Describe the lien Notice Name Tranche C Loans 100 Fillmore St. Street Is the creditor an insider or related party? ☑ No Denver CO 80206 ☐ Yes City State ZIP Code Is anyone else liable on this claim? Country No Creditor's email address, if known ☑ Yes. Fill out Schedule H: Codebtors(Official Form 206H). agencynotices@arrowmarkpartners.com Date debt was incurred 10/6/2021 As of the petition filing date, the claim is: Last 4 digits of account Check all that apply. number Contingent П Do multiple creditors have an interest in the Unliquidated same property? Disputed

Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

\$ 287,509,059.23

□ No

Yes. Have you already specified the

☑ No. Specify each creditor, including this creditor, and its relative priority.

 \square Yes. The relative priority of creditors is

relative priority?

See Global Notes

specified on lines

Part 2: List Others to Be Notified for a Debt Already Listed in Part 1

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address			On which line in Part 1 did you enter the related creditor?	Last 4 digits of account number for this entity
Name			Line	
- Traine				
Notice Name				
Street				
City	State	ZIP Code		
Country				

Fill in this information to identify the case:				
Debtor Name: In re : Testco LLC				
United States Bankruptcy Court for the: District of Delaware				☐ Check if this is an
Case number (if known): 23-10225 (KBO)				amended filing
		1		
Official Form 206E/F				
Schedule E/F: Creditors Who Ha	ive Unse	cured Claims		12/15
Be as complete and accurate as possible. Use Part 1 for unsecured claims. List the other party to any executory on Schedule A/B: Assets - Real and Personal Property (Official Form 206G). Number the entries in Parts 1 and the Additional Page of that Part included in this form.	contracts or ur (Official Form 20	nexpired leases that could 06A/B) and on Schedule (d result in a claim. 3: Executory Contr	Also list executory contracts acts and Unexpired Leases
art 1: List All Creditors with PRIORITY Unsecured Cla	aims			
1. Do any creditors have priority unsecured claims? (See 11	U.S.C. § 507).			
☑ No. Go to Part 2.				
☐ Yes. Go to Line 2.				
3 creditors with priority unsecured claims, fill out and attach the 2.1 Priority creditor's name and mailing address Creditor Name Creditor's Notice name	As of the petitic Check all that a	on filing date, the claim is: apply.	Total claim	Priority amount
	☐ Disputed			
Address	Basis for the	claim:		
			_	
City State ZIP Code				
Country	_			
Date or dates debt was incurred				
Last 4 digits of account number	-		Is the claim sub	ject to offset?
Specify Code subsection of PRIORITY unsecure claim: 11 U.S.C. § 507(a) ()	ed		□ Yes	

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3.List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

				Amount of claim			
Nonpriority	creditor's name a	nd mailing address	As of the petition filing date, the claim is:	\$			
Creditor Name			Check all that apply.				
orounor realing			☐ Contingent				
			☐ Unliquidated				
Creditor's Notice	name		□ Disputed				
			Basis for the claim:				
Address							
				-			
City	State	ZIP Code					
Country							
Date or date	es debt was incurr	ed	Is the claim subject to offset? ☐ No				
Last 4 digits	s of account		☐ Yes				

Part 3: List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.
If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address			On which line in Part 1 or Part 2 is the related creditor (if any) listed?	Last 4 digits of account number, if any
			Line	
Name			□ Not Listed.Explain	
Notice Name				
Street				
City	State	ZIP Code		
Country				

Total Amounts of the Priority and Nonpriority Unsecured Claims 5. Add the amounts of priority and nonpriority unsecured claims. Total of claim amounts 5a. Total claims from Part 1 5b. Total claims from Part 2 5c. Total of Parts 1 and 2 5c. \$ 0.00

Lines 5a + 5b = 5c.

Fill in this information to identify the case:
Debtor Name: In re : Testco LLC
United States Bankruptcy Court for the: District of Delaware
Case number (if known): 23-10225 (KBO)

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, numbering the entries consecutively.

- 1. Does the debtor have any executory contracts or unexpired leases?
 - ☑ No. Check this box and file this form with the court with the debtor's other schedules. There is nothing else to report on this form.
 - □ Yes. Fill in all of the information below even if the contracts or leases are listed on *Schedule A/B*: Assets Real and Personal Property (Official Form 206A/B).

2.	List all contracts and unexpired lea	ses	State the name and mailing whom the debtor has an ex lease		
	State what the contract or lease is for and the nature of the debtor's interest		Name		
			Notice Name		
	State the term remaining		Address		
	List the contract number of any government contract				
			City	State	ZIP Code
			Country		

Fill in this information to identify the case:		
Debtor Name: In re : Testco LLC		
United States Bankruptcy Court for the: District of Delaware	ire	
Case number (if known): 23-10225 (KBO)		

Official Form 206H

Schedule H: Codebtors

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

- 1. Does the debtor have any codebtors?
 - □ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
 - ✓ Yes
- 2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

	Column 1: Codebtor				Column 2: Creditor	
	Name	Mailing address			Name	Check all schedules that apply:
2.1	Starry (MA), Inc.	38 Chauncy Street			ArrowMark Agency Services, LLC, as Agent to 2022 Tranche D Loans	☑ D
		Street				
		Suite 200			_	□ E/F
					_	□G
		Boston	MA	02111		
		City	State	ZIP Code		
		Country	_			
2.2	Starry (MA), Inc.	38 Chauncy Street			ArrowMark Agency Services, LLC, as Agent to 2023 Tranche D Loans	☑ D
		Street				_
		Suite 200			_	□ E/F
					_	□G
		Boston	MA	02111		
		City	State	ZIP Code	_	
		Country	_			

Doc 220 Filed 03/28/23 Case 23-10219-KBO Page 38 of 47 Debtor: Testco LLC Case number (if known): Name 2.3 Starry (MA), Inc. 38 Chauncy Street ArrowMark Agency Services, \square D LLC, as Agent to Tranche A Loan Street Suite 200 □ E/F \square G **Boston** MA 02111 City State ZIP Code Country ArrowMark Agency Services, LLC, as Agent to Tranche B 2.4 Starry (MA), Inc. 38 Chauncy Street \square D Loan Street Suite 200 □ E/F \square G **Boston** MA 02111 City State ZIP Code Country ArrowMark Agency Services, LLC, as Agent to Tranche C 2.5 Starry (MA), Inc. 38 Chauncy Street Loans Street Suite 200 □ E/F \square G MA 02111 **Boston** City State ZIP Code Country 2.6 Starry Installation Corp. 38 Chauncy Street ArrowMark Agency Services, $\ \ \square$ D LLC, as Agent to 2022 Tranche D Loans Street Suite 200 □ E/F \square G **Boston** MΑ 02111

State

City

Country

ZIP Code

Doc 220 Filed 03/28/23 Page 39 of 47 Case 23-10219-KBO Debtor: Testco LLC Case number (if known): Name 2.7 Starry Installation Corp. 38 Chauncy Street ArrowMark Agency Services, \square D LLC, as Agent to 2023 Tranche D Loans Street Suite 200 □ E/F \square G **Boston** MA 02111 City State ZIP Code Country ArrowMark Agency Services, LLC, as Agent to Tranche A 2.8 Starry Installation Corp. 38 Chauncy Street \square D Loan Street Suite 200 □ E/F \square G **Boston** MA 02111 City State ZIP Code Country ArrowMark Agency Services, LLC, as Agent to Tranche B 2.9 Starry Installation Corp. 38 Chauncy Street Loan Street Suite 200 □ E/F \square G MA 02111 **Boston** City State ZIP Code Country 2.10 Starry Installation Corp. 38 Chauncy Street ArrowMark Agency Services, $\ \ \square$ D LLC, as Agent to Tranche C Loans Street Suite 200 □ E/F \square G

MA

State

02111

ZIP Code

Boston

Country

Doc 220 Filed 03/28/23 Page 40 of 47 Case 23-10219-KBO Debtor: Testco LLC Case number (if known): Name 2.11 Starry Spectrum Holdings LLC 38 Chauncy Street ArrowMark Agency Services, \square D LLC, as Agent to 2022 Tranche D Loans Street Suite 200 □ E/F \square G **Boston** MA 02111 City State ZIP Code Country ArrowMark Agency Services, LLC, as Agent to 2023 Tranche D Loans 2.12 Starry Spectrum Holdings LLC 38 Chauncy Street ☑D Street Suite 200 □ E/F \square G **Boston** MA 02111 City State ZIP Code Country ArrowMark Agency Services, LLC, as Agent to Tranche A 2.13 Starry Spectrum Holdings LLC 38 Chauncy Street Loan Street Suite 200 □ E/F \square G MA 02111 **Boston** City State ZIP Code Country 2.14 Starry Spectrum Holdings LLC 38 Chauncy Street ArrowMark Agency Services, $\ \ \square$ D LLC, as Agent to Tranche B Street Suite 200 □ E/F \square G **Boston** MΑ 02111 City State ZIP Code

Country

Doc 220 Filed 03/28/23 Page 41 of 47 Case 23-10219-KBO Debtor: Testco LLC Name 2.15 Starry Spectrum Holdings LLC 38 Chauncy Street ArrowMark Agency Services, \square D LLC, as Agent to Tranche C Loans Street Suite 200 □ E/F \square G **Boston** MA 02111 City State ZIP Code Country ArrowMark Agency Services, LLC, as Agent to 2022 Tranche D Loans 2.16 Starry Spectrum LLC 38 Chauncy Street ☑D Suite 200 □ E/F \square G **Boston** MA 02111 City State ZIP Code Country ArrowMark Agency Services, LLC, as Agent to 2023 2.17 Starry Spectrum LLC 38 Chauncy Street Tranche D Loans Street Suite 200 □ E/F \square G MA 02111 **Boston** City State ZIP Code Country 2.18 Starry Spectrum LLC 38 Chauncy Street ArrowMark Agency Services, LLC, as Agent to Tranche A Street Suite 200 □ E/F

MΑ

State

02111

ZIP Code

Boston

Country

 \square G

Doc 220 Filed 03/28/23 Page 42 of 47 Case 23-10219-KBO Debtor: Testco LLC Case number (if known): Name 2.19 Starry Spectrum LLC 38 Chauncy Street ArrowMark Agency Services, \square D LLC, as Agent to Tranche B Loan Street Suite 200 □ E/F \square G **Boston** MA 02111 City State ZIP Code Country ArrowMark Agency Services, LLC, as Agent to Tranche C 2.20 Starry Spectrum LLC 38 Chauncy Street \square D Loans Street Suite 200 □ E/F \square G **Boston** MA 02111 City ZIP Code State Country ArrowMark Agency Services, LLC, as Agent to 2022 2.21 Starry, Inc. 38 Chauncy Street Tranche D Loans Street Suite 200 □ E/F \square G MA 02111 **Boston** City State ZIP Code Country 2.22 Starry, Inc. 38 Chauncy Street ArrowMark Agency Services, $\ \ \square$ D LLC, as Agent to 2023 Tranche D Loans Street Suite 200 □ E/F \square G

MΑ

State

02111

ZIP Code

Boston

Country

City

Case 23-10219-KBO Doc 220 Filed 03/28/23 Page 43 of 47 Debtor: Testco LLC Case number (if known): Name 2.23 Starry, Inc. 38 Chauncy Street ArrowMark Agency Services, \square D LLC, as Agent to Tranche A Loan Street Suite 200 □ E/F \square G **Boston** MA 02111 City State ZIP Code Country ArrowMark Agency Services, LLC, as Agent to Tranche B 2.24 Starry, Inc. 38 Chauncy Street \square D Loan Street Suite 200 □ E/F \square G **Boston** MA 02111 City State ZIP Code Country ArrowMark Agency Services, LLC, as Agent to Tranche C 2.25 Starry, Inc. 38 Chauncy Street Loans Street Suite 200 □ E/F \square G MA 02111 **Boston** City State ZIP Code Country 2.26 Vibrant Composites Inc. 38 Chauncy Street ArrowMark Agency Services, $\ \ \square$ D LLC, as Agent to 2022 Tranche D Loans Street Suite 200 □ E/F \square G **Boston** MA 02111 ZIP Code City State Country

Doc 220 Filed 03/28/23 Page 44 of 47 Case 23-10219-KBO Debtor: Testco LLC Case number (if known): Name 2.27 Vibrant Composites Inc. 38 Chauncy Street ArrowMark Agency Services, \square D LLC, as Agent to 2023 Tranche D Loans Street Suite 200 □ E/F \square G **Boston** MA 02111 City State ZIP Code Country ArrowMark Agency Services, LLC, as Agent to Tranche A 2.28 Vibrant Composites Inc. 38 Chauncy Street \square D Loan Street Suite 200 □ E/F \square G **Boston** MA 02111 City State ZIP Code Country ArrowMark Agency Services, LLC, as Agent to Tranche B 2.29 Vibrant Composites Inc. 38 Chauncy Street Loan Street Suite 200 □ E/F \square G MA 02111 **Boston** City State ZIP Code Country 2.30 Vibrant Composites Inc. 38 Chauncy Street ArrowMark Agency Services, $\ \ \square$ D LLC, as Agent to Tranche C Street Suite 200 □ E/F \square G **Boston** MΑ 02111 State ZIP Code

Country

Doc 220 Filed 03/28/23 Case 23-10219-KBO Page 45 of 47 Debtor: Testco LLC Case number (if known): Name 2.31 Widmo Holdings LLC 38 Chauncy Street ArrowMark Agency Services, \square D LLC, as Agent to 2022 Tranche D Loans Street Suite 200 □ E/F \square G **Boston** MA 02111 City State ZIP Code Country ArrowMark Agency Services, LLC, as Agent to 2023 Tranche D Loans 2.32 Widmo Holdings LLC 38 Chauncy Street ☑D Street Suite 200 □ E/F \square G **Boston** MA 02111 City ZIP Code State Country ArrowMark Agency Services, LLC, as Agent to Tranche A 2.33 Widmo Holdings LLC 38 Chauncy Street Loan Street Suite 200 □ E/F \square G MA 02111 **Boston** City State ZIP Code Country 2.34 Widmo Holdings LLC 38 Chauncy Street ArrowMark Agency Services, $\ \ \square$ D LLC, as Agent to Tranche B Street Suite 200 □ E/F \square G **Boston** MΑ 02111 City State ZIP Code

Country

Filed 03/28/23 Page 46 of 47 Case 23-10219-KBO Doc 220 Debtor: Testco LLC Case number (if known): Name ArrowMark Agency Services, LLC, as Agent to Tranche C 2.35 Widmo Holdings LLC 38 Chauncy Street $\ \ \square$ D Loans Street Suite 200 $\;\square\; \mathsf{E}/\mathsf{F}$ \square G Boston MA 02111 City State ZIP Code Country

Case 23-10219-KBO Doc 220 Filed 03/28/23 Page 47 of 47

Fill in this information to identify the case:	
Debtor Name: In re : Testco LLC	

United States Bankruptcy Court for the: District of Delaware

Case number (if known): 23-10225 (KBO)

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

	I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.					
I ha	ve examin	ed the information in the documents checked belo	ow and I have a reasonable belief that the information is true and correct:			
$\overline{\mathbf{A}}$	Schedule	e A/B: Assets–Real and Personal Property (Official	al Form 206A/B)			
\square	Schedule	D: Creditors Who Have Claims Secured by Prop	perty (Official Form 206D)			
\square	Schedule	e E/F: Creditors Who Have Unsecured Claims (Of	ficial Form 206E/F)			
	Schedule	G: Executory Contracts and Unexpired Leases (Official Form 206G)			
	Schedule	e H: Codebtors (Official Form 206H)				
	Summar	of Assets and Liabilities for Non-Individuals (Offi	cial Form 206Sum)			
	Amended Schedule					
	Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)					
	Other document that requires a declaration					
I de	clare unde	r penalty of perjury that the foregoing is true and	correct.			
Evo						
Exe	cuted on	03/28/2023 MM / DD / YYYY	★ / s / William Lundregan Signature of individual signing on behalf of debtor			
		MINI / DD / TTTT	digitative of individual signing on borian of debtor			
			William Lundregan			
			Printed name			
			Executive Vice President, Chief Legal Officer and Secretary			
			Position or relationship to debtor			