

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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In re: : Chapter 11
: :
STARRY GROUP HOLDINGS, INC.¹ : Case No. 23-10219 (KBO)
: :
Reorganized Debtor. :
: Ref. Docket No. 708
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CERTIFICATION OF COUNSEL

The undersigned counsel to the above-captioned reorganized debtor (the “**Reorganized Debtor**”) hereby certifies as follows:

1. On September 29, 2023, American Towers LLC (“**ATC**”) filed an application for allowance and payment of ATC’s administrative expense claim [D.I. 708] (the “**Application**”, and such administrative expense claim, the “**Administrative Expense Claim**”).

2. ATC and the Reorganized Debtor have entered into a stipulation (the “**Stipulation**”) resolving the Application, the Administrative Expense Claim, and all other claims held by ATC in these chapter 11 cases.

3. Attached hereto as **Exhibit A** is a proposed order (the “**Proposed Order**”) approving the Stipulation. The Stipulation is attached as **Exhibit 1** to the Proposed Order.

4. The Reorganized Debtor and ATC respectfully request that the Court enter the Proposed Order approving the Stipulation at its earliest convenience without further notice or hearing.

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



Dated: March 18, 2024
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Joseph M. Mulvihill

Michael R. Nestor (No. 3526)
Kara Hammond Coyle (No. 4410)
Joseph M. Mulvihill (No. 6061)
Timothy R. Powell (No. 6894)
Rodney Square, 1000 North King Street
Wilmington, Delaware 19801
Telephone: (302) 571-6600
Facsimile: (302) 571-1253
Email: mnestor@ycst.com
kcoyle@ycst.com
jmulvihill@ycst.com
tpowell@ycst.com

-and-

LATHAM & WATKINS LLP

Jeffrey E. Bjork (admitted *pro hac vice*)
Ted A. Dillman (admitted *pro hac vice*)
Jeffrey T. Mispagel (admitted *pro hac vice*)
Nicholas J. Messana (admitted *pro hac vice*)
355 South Grand Avenue, Suite 100
Los Angeles, California 90071
Telephone: (213) 485-1234
Facsimile: (213) 891-8763
Email: jeff.bjork@lw.com
ted.dillman@lw.com
jeffrey.mispagel@lw.com
nicholas.messana@lw.com

Jason B. Gott (admitted *pro hac vice*)
330 North Wabash Avenue, Suite 2800
Chicago, Illinois 60611
Telephone: (312) 876-7700
Facsimile: (312) 993-9767
Email: jason.gott@lw.com

Counsel for Reorganized Debtor

EXHIBIT A

Proposed Order

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

	X	
	:	
In re:	:	Chapter 11
	:	
STARRY GROUP HOLDINGS, INC. ¹	:	Case No. 23-10219 (KBO)
	:	
Reorganized Debtor.	:	(Jointly Administered)
	:	
	X	Ref. Docket No. 708

**ORDER APPROVING STIPULATION BETWEEN THE
REORGANIZED DEBTOR AND ATC**

Upon the *Certification of Counsel* (the “**COC**”) submitted on March 18, 2024, pursuant to which the above-captioned reorganized debtor (the “**Reorganized Debtor**”) seeks entry of an order approving that certain stipulation attached hereto as Exhibit 1 (the “**Stipulation**”)² by and between the Reorganized Debtor and American Towers LLC (“**ATC**”); and upon consideration of the Stipulation and this Court finding that entry into the Stipulation is in the best interests of the Reorganized Debtor’s estate, its creditors, and other parties in interest; and after due deliberation thereon; and this Court having determined that there is good and sufficient cause for the relief granted in this Order, therefore, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Stipulation, attached hereto as Exhibit 1 is approved, as set forth herein.

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

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

2. The Reorganized Debtor, ATC, and the claims and noticing agent, Kurtzman Carson Consultants LLC, are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the terms of the Stipulation.

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

EXHIBIT 1

Stipulation

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

In re:

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

Debtors.

Case No. 23-10219 (KBO)

Chapter 11

(Jointly Administered)

**STIPULATION BETWEEN THE DEBTORS AND AMERICAN TOWERS LLC
RESOLVING ADMINISTRATIVE CLAIM AND AMENDED CLAIM**

This stipulation (this “Stipulation”) is made and entered into by and between (i) the above-captioned reorganized debtors (collectively, the “Debtors”) and (ii) American Towers LLC and its wholly owned subsidiaries (individually and collectively, “ATC”). For purposes of this Stipulation, the Debtors and ATC are each a “Party” and are collectively the “Parties.” The Parties hereby stipulate and agree as follows:

RECITALS

I. The Chapter 11 Cases

A. On February 20, 2023 (the “Petition Date”), each of the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Court”).

B. Pursuant to various prepetition license agreements between debtor Starry, Inc. (“Starry”) and ATC, ATC licenses to Starry the right to use and occupy space at certain facilities in exchange for, among other things, license fees paid to ATC for Starry’s use of the licensed spaces.

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.

C. On the Petition Date, the Debtors filed two omnibus motions seeking the rejection of certain executory contracts and unexpired leases [Docket Nos. 19-20], and on April 20, 2023, the Debtors filed a third omnibus motion seeking rejection of certain executory contracts and unexpired leases [Docket No. 336] (collectively, the “Rejection Motions”). The Rejection Motions proposed the rejection of numerous agreements between the Parties.

D. On March 20 and 22, 2023, and April 20, 2023, the Court entered orders granting the Rejection Motions [Docket Nos. 161, 189, 336]. On April 10, 2023, the Debtors filed their *Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases*, proposing the assumption of numerous agreements between the Parties [Docket No. 311] (the “Cure Notice”). ATC filed an objection asserting differing cure amounts from those listed in the Cure Notice [Docket No. 378].

E. On March 31, 2023, the Debtors filed their (i) *Amended Joint Chapter 11 Plan of Reorganization of Starry Group Holdings, Inc. and Its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code* [Docket No. 272] (as amended or modified, including, without limitation, as filed at Docket No. 407, the “Plan”). In connection with the Plan, the Debtors filed the *Notice of Filing of Plan Supplement* [Docket No. 408] and *Notice of Supplemental Cure Schedule* [Docket No. 412], proposing numerous agreements between the parties be assumed.

F. On May 15, 2023, ATC filed a limited objection and reservation of rights to confirmation of the Plan [Docket No. 421].

G. On May 26, 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* [Docket No. 487], confirming the Plan. Pursuant to the

Plan, all executory contracts not previously assumed or rejected would be deemed assumed as of the Effective Date. Plan, Art. V.A.

H. On August 31, 2023, the Debtors filed the *Notice of (A) Entry of Order Confirming and (B) Effective Date of 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. 656] (the “Effective Date”).

II. ATC’s Relief from Stay

I. On May 23, 2023, the Court entered an order granting relief to GTP Structures I, LLC (“GTP”), a wholly owned subsidiary of ATC, modifying the automatic stay for the sole purpose of permitting GTP to tender to Starry’s insurers under certain insurance policies owned by the Debtor, on GTP’s behalf, its parents’ behalf, on the behalf of the Property owner, and on behalf of the Property manager, to preserve their respective rights under all available insurance coverage where such claims are made in connection with “Specified Lawsuits” as defined herein.² [Docket No. 472].

III. ATC’s Proof of Claim

J. On April 17, 2023, ATC filed Proof of Claim No. 125 in Starry’s chapter 11 case (the “Initial Claim”). On June 9, 2023, ATC filed Proof of Claim No. 343 to amend the Initial Claim (the “Amended Claim”).

K. On July 13, 2023, the Debtors filed an omnibus objection to disallow and expunge the Initial Claim [Docket No. 571]. On August 3, 2023, the Court entered an order sustaining the

² As used herein, Specified Lawsuits means: (i) *Lenka Kabilka, et al. v. Shores Barrington, et al.*, Case No. 21SMCV00944 pending in the Los Angeles Superior Court of the State of California, West District; (ii) *Lenka Kabilka v. City of Santa Monica, et al.*, Case No. 22SMCV37782 pending in the Los Angeles Superior Court of the State of California, Central District; and (iii) *Lenka Kabilka v. Starry, Inc., et al.*, Case No. 22SMCV02593 pending in the Los Angeles Superior Court of the State of California, Central District.

Debtors' objection [Docket No. 612]. The Amended Claim was not affected by the referenced objection and remains outstanding as of the date of this Stipulation.

IV. ATC's Application for Payment of Administrative Claim

L. On September 29, 2023, ATC timely filed an application for allowance and payment of ATC's administrative expense claim in the amount of \$21,783.00 [Docket No. 708] (the "Application", and such administrative Expense Claim, the "Administrative Expense Claim").

M. The Parties have met and conferred regarding the Application and the Amended Claim, and they desire to enter into this Stipulation to document the terms of their consensual resolution of all issues surrounding the Application and Amended Claim.

STIPULATION

NOW, THEREFORE, it is hereby stipulated and agreed to by and between the Parties as follows:

1. Incorporation of Recitals. The foregoing recitals are hereby fully incorporated into and made an express part of this Stipulation.

2. Stipulation Effective Date. The Stipulation is subject to approval by the Court and shall be effective and binding immediately upon entry of an order by the Court approving and authorizing its terms (the "Stipulation Effective Date"). The terms and conditions of this Stipulation shall be immediately effective and enforceable upon the Stipulation Effective Date.

3. Withdrawal of Application. Upon the occurrence of the Stipulation Effective Date, the Application shall be deemed resolved and withdrawn.

4. HRCA Lease Claim. Within ten (10) business days of the Stipulation Effective Date, Starry shall pay \$65,955.44 to ATC in satisfaction of all amounts owed through February 29, 2024, with respect to the assumption and assignment of that certain *Rooftop License Agreement*

(Transmit Carrier) American Tower Site No. 275936, dated December 22, 2017 (the “HRCA Lease Claim”).

5. Administrative Claim. The Parties agree that, except for the HRCA Lease Claim, Starry has paid all administrative amounts due and owing to ATC through and including the Effective Date. The Parties further agree that, following the Petition Date, Starry overpaid ATC in the amount of \$8,193.34 the (“Post-Petition Overpayment”) and that such Post-Petition Overpayment has been applied as partial payment on account of the Administrative Expense Claim.

6. General Unsecured Claim. The Amended Claim is hereby allowed as a general unsecured claim in the amount of \$4,346,427.84 (the “Allowed Claim”). The Allowed Claim shall be paid as an unsecured claim in accordance with the Plan. The Amended Claim includes GTP’s claim for defense and indemnity under certain insurance policies obtained by the Debtors where such claims are made in connection with the Specified Lawsuits. For the avoidance of doubt, nothing in this Stipulation shall be interpreted to waive, limit, or otherwise affect any rights available to the Debtors, GTP, its parent, the Property owner, the Property manager or ATC under the insurance policies mentioned in the immediately preceding sentence.

7. ATC represents that, aside from the Amended Claim, it holds no other claims against any of the Debtors or the bankruptcy estates for the period up to and including the Effective Date.

8. The claims agent for these chapter 11 cases is authorized and directed to modify the official claims register maintained by the claims agent for such cases to comport with the terms of this Stipulation.

9. This Stipulation and any order approving it shall be binding on the Parties and their successors and assigns.

10. The Parties participated collectively in the drafting of this Stipulation, and accordingly, the drafting of this Stipulation shall not be attributed solely to any one Party. This Stipulation shall not be modified, altered, amended or supplemented except by a writing executed by all Parties through their authorized representatives.

11. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Stipulation.

[Signature Page Follows]

Dated: March 18, 2024

**YOUNG CONAWAY STARGATT &
TAYLOR, LLP**

/s/ Joseph M. Mulvihill

Michael R. Nestor (No. 3526)
Kara Hammond Coyle (No. 4410)
Joseph M. Mulvihill (No. 6061)
Timothy R. Powell (No. 6894)
Rodney Square, 1000 North King Street
Wilmington, Delaware 19801
Telephone: (302) 571-6600
Facsimile: (302) 571-1253
Email: mnestor@ycst.com
kcoyle@ycst.com
jmulvihill@ycst.com
tpowell@ycst.com

*Counsel for Debtors and Debtors in
Possession*

STEVENS & LEE, P.C.

/s/ Joseph H. Huston, Jr.

Joseph H. Huston, Jr. (No. 4035)
919 North Market Street, Suite 1300
Wilmington, Delaware 19801
Telephone: (302) 425-3310
Email: joseph.huston@stevenslee.com

-and-

LOCKE LORD LLP

Jonathan W. Young, Esquire
701 8th St., N.W., Suite 500
Washington, D.C. 20001
Telephone: (202) 220-6900
Email: jonathan.young@lockelord.com

-and-

LOCKE LORD LLP

Hanna J. Redd, Esquire
111 Huntington Ave., 9th Floor
Boston, MA 02199
Telephone: (617) 239-0100
Email: hanna.redd@lockelord.com

*Counsel to American Towers LLC and its
Applicable Affiliates*