

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

----- X  
In re: : Chapter 11  
: :  
STARRY GROUP HOLDINGS, INC., *et al.*,<sup>1</sup> : Case No. 23-10219 (KBO)  
: :  
Debtors. : (Jointly Administered)  
: :  
----- X Ref. Docket Nos. 10 & 75

**CERTIFICATE OF COUNSEL**

On February 20, 2023, Starry Group Holdings, Inc. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) filed the *Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing Debtors to Pay Certain Taxes and Fees and (II) Granting Related Relief* [D.I. 10] (the “**Motion**”).

On February 23, 2023, the United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered an order [D.I. 75] (the “**Interim Order**”) granting the relief requested in the Motion on an interim basis. Pursuant to the Interim Order, objections to the entry of an order approving the Motion on a final basis (the “**Proposed Final Order**”) were to be filed and served by 4:00 p.m. (ET) on March 15, 2023 (the “**Objection Deadline**”).

Prior to the Objection Deadline, the Debtors received informal comments to the Proposed Final Order from the Office of the United States Trustee for the District of Delaware (the “**U.S. Trustee**”) and the Official Committee of Unsecured Creditors (the “**Committee**”). No other informal responses or objections to the Motion were received.

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



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

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

Dated: March 19, 2023  
Wilmington, Delaware

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*Proposed Counsel for Debtors and Debtors in Possession*

**EXHIBIT A**

**Revised Proposed Final Order**

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

	X	
	:	
In re:	:	Chapter 11
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STARRY GROUP HOLDINGS, INC., <i>et al.</i> , <sup>1</sup>	:	Case No. 23-10219 (KBO)
	:	
Debtors.	:	(Jointly Administered)
	:	
	X	<b>Re: Docket Nos. 10 &amp; 75</b>

**FINAL ORDER (I) AUTHORIZING DEBTORS TO PAY  
CERTAIN TAXES AND FEES AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “**Motion**”)<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) for entry of orders (a) authorizing, but not directing, the Debtors to pay the Taxes and Fees and (b) granting related relief, all as more fully set forth in the Motion; and this Court having reviewed the Motion, the First Day Declaration, and the Interim Order, as approved by this Court; and this Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the

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

record herein; and after due deliberation thereon; and this Court having determined that there is good and sufficient cause for the relief granted in this Final Order, therefore, it is hereby

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

1. The Motion is granted on a final basis, as set forth herein.
2. All objections to the entry of this Final Order, to the extent not withdrawn or settled, are overruled.
3. The Debtors are authorized, but not directed, in the ordinary course of business as such obligations become due, to pay the Taxes and Fees arising before the Petition Date, including all of those Taxes and Fees subsequently determined, upon audit or otherwise, to be owed, without further order of this Court in an aggregate amount not to exceed \$446,000 on a final basis. Nothing in this Final Order shall authorize the payment of Taxes and Fees that are past-due.
4. The Banks shall be, and are hereby authorized, when requested by the Debtors, to process, honor, pay, and, if necessary, reissue any and all checks or electronic funds transfers, including prepetition checks and electronic payment and transfer requests that the Debtors reissue or re-request postpetition, drawn on the Debtors' accounts, whether those checks were presented before or after the Petition Date, provided that sufficient funds are available in such accounts to make the payments.
5. The Banks may rely on the representations of the Debtors with respect to whether any check or other transfer drawn or issued by the Debtors before the Petition Date should be honored pursuant to this Final Order, and the Banks shall not have any liability to any party for relying on such representations by the Debtors as provided for in this Final Order.
6. The Debtors are authorized, but not directed, to issue new postpetition checks, or effect new electronic funds transfers, on account of Taxes and Fees as set forth herein, and to

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

7. The Debtors shall maintain a schedule of payments made pursuant to the Interim Order and this Final Order and provide a copy of such schedule to the official committee of unsecured creditors appointed in the Chapter 11 Cases on a monthly basis beginning upon entry of this Final Order, but need not provide such schedule during any month in which no new payments would be reflected thereon.

8. The Debtors shall serve this Final Order on all relevant Taxing Authorities.

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

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

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

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



**EXHIBIT B**

**Blackline**

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

	X	
	:	
In re:	:	Chapter 11
	:	
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	:	
Debtors.	:	(Jointly Administered)
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	X	Re: Docket Nos. <u>10 &amp; 75</u>

**FINAL ORDER (I) AUTHORIZING DEBTORS TO PAY  
CERTAIN TAXES AND FEES AND (II) GRANTING RELATED RELIEF**

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

proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and this Court having determined that there is good and sufficient cause for the relief granted in this Final Order, therefore, it is hereby

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

1. The Motion is granted on a final basis, as set forth herein.
2. All objections to the entry of this Final Order, to the extent not withdrawn or settled, are overruled.
3. The Debtors are authorized, but not directed, in the ordinary course of business as such obligations become due, to pay the Taxes and Fees arising before the Petition Date, including all of those Taxes and Fees subsequently determined, upon audit or otherwise, to be owed, without further order of this Court in an aggregate amount not to exceed \$446,000 on a final basis. Nothing in this Final Order shall authorize the payment of Taxes and Fees that are past-due.
4. The Banks shall be, and are hereby authorized, when requested by the Debtors, to process, honor, pay, and, if necessary, reissue any and all checks or electronic funds transfers, including prepetition checks and electronic payment and transfer requests that the Debtors reissue or re-request postpetition, drawn on the Debtors' accounts, whether those checks were presented before or after the Petition Date, provided that sufficient funds are available in such accounts to make the payments.
5. The Banks may rely on the representations of the Debtors with respect to whether any check or other transfer drawn or issued by the Debtors before the Petition Date should be

honored pursuant to this Final Order, and the Banks shall not have any liability to any party for relying on such representations by the Debtors as provided for in this Final Order.

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

7. The Debtors shall maintain a schedule of payments made pursuant to the Interim Order and this Final Order and provide a copy of such schedule to the official committee of unsecured creditors appointed in the Chapter 11 Cases on a monthly basis beginning upon entry of this Final Order, but need not provide such schedule during any month in which no new payments would be reflected thereon.

8. The Debtors shall serve this Final Order on all relevant Taxing Authorities.

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

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

|        10.    ~~8.~~ Notwithstanding Bankruptcy Rule 6004(h) or any other procedural rule, to the extent applicable, this Final Order shall be effective and enforceable immediately upon entry hereof.

|        11.    ~~9.~~ The Debtors are hereby authorized to take such actions and to execute such documents as may be necessary to implement the relief granted by this Final Order.

|        12.    ~~10.~~ This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Final Order.

Summary report: Litera® Change-Pro for Word 10.8.2.11 Document comparison done on 3/17/2023 1:51:12 PM	
Style name: L&W without Moves	
Intelligent Table Comparison: Active	
Original DMS: iw://usdocs.lw.com/US-DOCS/139980007/1	
Modified DMS: iw://usdocs.lw.com/US-DOCS/139980007/4	
Changes:	
<u>Add</u>	17
<del>Delete</del>	9
<del>Move From</del>	0
<del>Move To</del>	0
<u>Table Insert</u>	0
<del>Table Delete</del>	0
<del>Table moves to</del>	0
<del>Table moves from</del>	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
<b>Total Changes:</b>	26