Docket #218 Date Filed: 3/28/2023

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re	Chapter 11
STARRY GROUP HOLDINGS, INC., et al., [1]	Case No. 23-10219 (KBO)
Debtors.	(Jointly Administered)

SCHEDULES OF ASSETS AND LIABILITIES FOR
STARRY SPECTRUM LLC (CASE NO. 23-10224)

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.

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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	:	Chapter 11
STARRY GROUP HOLDINGS, INC., *et al.*,[1]	:	Case No. 23-10219 (KBO)
Debtors.	:	(Jointly Administered)

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. ("**Starry Group**") and its affiliated debtors and debtors in possession in the above-captioned chapter 11 cases (the "**Debtors**") submit their Schedules of Assets and Liabilities (the "**Schedules**") and Statements of Financial Affairs (the "**Statements**") pursuant to section 521 of title 11 of the United States Code (the "**Bankruptcy Code**") 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.

[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.

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 re-categorized. 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 "**Litigation Actions**") 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.

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

Schedule A/B, Part 8, Items 47-50 – Machinery, Equipment, and Vehicles. 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, cross-claims, 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

Statements, Part 2, Question 4 – Payments and Transfers to Insiders. 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.

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

Statements, Part 6, Question 11 – Payments Related to Bankruptcy. 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.

* * * * *

Fill in this information to identify the case:

Debtor Name: In re : Starry Spectrum LLC

United States Bankruptcy Court for the: District of Delaware

Case number (if known): 23-10224 (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

1. ***Schedule A/B: Assets–Real and Personal Property*** (Official Form 206A/B)

1a. **Real property:**

Copy line 88 from *Schedule A/B* ..... $ 0.00

1b. **Total personal property:**

Copy line 91A from *Schedule A/B* ..... $ 0.00

1c. **Total of all property:**

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 206D)

Copy the total dollar amount listed in Column A, *Amount of claim*,from line 3 of *Schedule D* ..... $ 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:**

Copy the total claims from Part 1 from line 5a of *Schedule E/F* ..... $ 0.00

3b. **Total amount of claims of nonpriority amount of unsecured claims:**

Copy the total of the amount of claims from Part 2 from line 5b of *Schedule E/F* ..... + $ 0.00

4. **Total liabilities**

Lines 2 + 3a + 3b ..... $ 287,509,059.23

Fill in this information to identify the case:
Debtor Name: In re : Starry Spectrum LLC
United States Bankruptcy Court for the: District of Delaware
Case number (if known): 23-10224 (KBO)

☐ Check if this is an amended filing

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.

Part 1: Cash and cash equivalents

1. **Does the debtor have any cash or cash equivalents?**

☑ No. Go to Part 2.

☐ Yes. Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor	Current value of debtor's interest

2. **Cash on hand**

_____ $ _____

3. **Checking, savings, money market, or financial 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 of Part 1**

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80. $ 0.00

Debtor: Starry Spectrum LLC
Name

Case number *(if known)*: 23-10224

Part 2: Deposits and prepayments

6. **Does the debtor have any deposits or prepayments?**

☑ No. Go to Part 3.

☐ Yes. Fill in the information below.

	Current value of debtor's interest
7. **Deposits, including security deposits and utility deposits** Description, including name of holder of deposit	
	$
8. **Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent** Description, including name of holder of prepayment	
	$
9. **Total of Part 2.** Add lines 7 through 8. Copy the total to line 81.	$ 0.00

Debtor: Starry Spectrum LLC Case number *(if known)*: 23-10224

Name

Part 3: Accounts receivable

10. **Does the debtor have any accounts receivable?**

☑ No. Go to Part 4.

☐ Yes. Fill in the information below.

						Current value of debtor's interest
		Description	face amount		doubtful or uncollectible accounts	
11.	**Accounts receivable**					
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

Debtor: Starry Spectrum LLC Name

Case number *(if known)*: 23-10224

Part 4: Investments

13. **Does the debtor own any investments?**

☑ No. Go to Part 5.

☐ 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 unincorporated businesses, including any interest in an LLC, partnership, or joint venture**

Name of entity: % of ownership:

_____ _____ _____ $ _____

16. **Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1**

Describe:

_____ _____ $ _____

17. **Total of Part 4.**

Add lines 14 through 16. Copy the total to line 83. $ 0.00

Debtor: Starry Spectrum LLC Name

Case number *(if known)*: 23-10224

Part 5: Inventory, excluding agriculture 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 resale**		$		$
22.	**Other inventory or supplies**		$		$

23. **Total of Part 5.**
Add lines 19 through 22. Copy the total to line 84. $ 0.00

24. **Is any of the property listed in Part 5 perishable?**

- ☐ No
- ☐ Yes

25. **Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?**

- ☐ No
- ☐ Yes. Description _____ Book value $ _____ Valuation method _____ Current value $ _____

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

- ☐ No
- ☐ Yes

Debtor: Starry Spectrum LLC Name

Case number *(if known)*: 23-10224

Part 6: Farming and fishing-related assets (other than 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 vehicles)	$		$
31. **Farm and fishing supplies, chemicals, and feed**	$		$
32. **Other farming and fishing-related property not already listed in Part 6**	$		$

33. **Total of Part 6.**
Add lines 28 through 32. Copy the total to line 85. $ 0.00

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

- ☐ No
- ☐ Yes. Is any of the debtor's property stored at the cooperative?
  - ☐ No
  - ☐ Yes

35. **Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?**

- ☐ No
- ☐ 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

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

- ☐ No
- ☐ Yes

Debtor: Starry Spectrum LLC Name

Case number *(if known)*: 23-10224

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. **Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?**

☑ No. Go to Part 8.

☐ 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
39.	**Office furniture**	$		$
40.	**Office fixtures**	$		$
41.	**Office equipment, including all computer equipment and communication systems equipment and software**	$		$
42.	**Collectibles** *Examples:* Antiques and figurines; paintings,prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball 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 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?**

☐ No

☐ Yes

Debtor: Starry Spectrum LLC Name

Case number *(if known)*: 23-10224

Part 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 farm vehicles**

_____ $ _____ _____ $ _____

48. **Watercraft, trailers, motors, and related accessories** Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels

_____ $ _____ _____ $ _____

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 property listed in Part 8?**

- ☐ No
- ☐ Yes

53. **Has any of the property listed in Part 8 been appraised by a professional within the last year?**

- ☐ No
- ☐ Yes

Debtor: Starry Spectrum LLC Case number *(if known)*: 23-10224

Name

Part 9: Real property

54. **Does the debtor own or lease any real property?**

☑ No. Go to Part 10.

☐ Yes. Fill in the information below.

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 Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available.	**Nature and extent of debtor's interest in property**	**Net book value of debtor's interest** (Where available)	**Valuation method used for current value**	**Current value of debtor's interest**
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?**

☐ No

☐ Yes

Debtor: Starry Spectrum LLC Name

Case number *(if known)*: 23-10224

Part 10: Intangibles and intellectual property

59. **Does the debtor have any interests in intangibles or intellectual property?**

☐ No. Go to Part 11.

☑ 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**			
60.1	None	$		$
61.	**Internet domain names and websites**			
61.1	None	$		$
62.	**Licenses, franchises, and royalties**			
62.1	FCC Experimental License WK2XXZ (File No. 0269-EX-CR-2022)	$ 0.00		$ Undetermined
62.2	FCC Experimental License WI2XEB (File no. 0085-EX-CM-2022)	$ 0.00		$ Undetermined
63.	**Customer lists, mailing lists, or other compilations**			
63.1	None	$		$
64.	**Other intangibles, or intellectual property**			
64.1	None	$		$
65.	**Goodwill**			
65.1	None	$		$

66. **Total of Part 10.**

Add lines 60 through 65. Copy the total to line 89. $ 0.00

67. **Do your lists or records include personally identifiable information of customers** (as defined in 11 U.S.C. §§ 101(41A) and 107)**?**

☑ No

☐ Yes

68. **Is there an amortization or other similar schedule available for any of the property listed in Part 10?**

☑ No

☐ Yes

69. **Has any of the property listed in Part 10 been appraised by a professional within the last year?**

☑ No

☐ Yes

Debtor: Starry Spectrum LLC Case number *(if known)*: 23-10224

Name

Part 11: All other assets

70. **Does the debtor own any other assets that have not yet been reported on this form?**
Include all interests in executory contracts and unexpired leases not previously reported on this form.

☐ No. Go to Part 12.

☑ Yes. Fill in the information below.

Current value of debtor's interest

71. **Notes receivable**

Description (include name of obligor) | Total face amount | doubtful or uncollectible accounts

71.1 None $ _____ - $ _____ =..... ➔ $ _____

72. **Tax refunds and unused net operating losses (NOLs)**

Description (for example, federal, state, local)

72.1 See Global Notes Tax year _____ $ _____

73. **Interests in insurance policies or annuities**

73.1 See Global Notes $ _____

74. **Causes of action against third parties (whether or not a lawsuit has been filed)**

74.1 None $ _____

Nature of claim _____

Amount requested $ _____

75. **Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims**

75.1 None $ _____

Nature of claim _____

Amount requested $ _____

76. **Trusts, equitable or future interests in property**

76.1 None $ _____

77. **Other property of any kind not already listed** *Examples*: Season tickets, country club membership

77.1 None $ _____

78. **Total of Part 11.**

Add lines 71 through 77. Copy the total to line 90. $ 0.00

79. **Has any of the property listed in Part 11 been appraised by a professional within the last year?**

☑ No

☐ Yes

Debtor: Starry Spectrum LLC (Name) Case number *(if known)*: 23-10224

Part 12: Summary

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

	Type of property	Current value of personal 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.** *Copy line 43, Part 7.*	$ 0.00	
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 column.....91a.	$ 0.00 + 91b.	$ 0.00
92.	**Total of all property on Schedule A/B.** Lines 91a + 91b = 92.		$ 0.00

Fill in this information to identify the case:

Debtor Name: In re : Starry Spectrum LLC

United States Bankruptcy Court for the: District of Delaware

Case number (if known): 23-10224 (KBO)

☐ Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property 12/15

Be as complete and accurate as possible.

1. **Do any creditors have claims secured by debtor's property?**
   - ☐ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
   - ☑ Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims

2. **List in alphabetical order all creditors who have secured claims.** If a creditor has more than one secured claim, list the creditor separately for each claim.

	Column A **Amount of claim** Do not deduct the value of collateral.	*Column B* **Value of collateral that supports this claim**

2.1 **Creditor's name**

ArrowMark Agency Services, LLC, as Agent to 2022 Tranche D Loans

Creditor's Name

Creditor's mailing address

Notice Name

100 Fillmore St.

Street

Denver | CO | 80206

City | State | ZIP Code

Country

Creditor's email address, if known

agencynotices@arrowmarkpartners.com

Date debt was incurred 12/14/2022

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

- ☐ No
- ☑ Yes. Have you already specified the relative priority?
  - ☑ No. Specify each creditor, including this creditor, and its relative priority.
    See Global Notes
  - ☐ Yes. The relative priority of creditors is specified on lines

Describe debtor's property that is subject to a lien

See Global Notes | $ 15,908,434.99 | $ Undetermined

Describe the lien

2022 Tranche D Loans

Is the creditor an insider or related party?

- ☑ No
- ☐ Yes

Is anyone else liable on this claim?

- ☐ No
- ☑ Yes. Fill out *Schedule H: Codebtors(Official Form 206H).*

As of the petition filing date, the claim is: Check all that apply.

- ☐ Contingent
- ☐ Unliquidated
- ☐ Disputed

Debtor: Starry Spectrum LLC (Name) Case number *(if known)*: 23-10224

Part 1: Additional Page

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**

2.2 **Creditor's name**

ArrowMark Agency Services, LLC, as Agent to 2023 Tranche D Loans
Creditor's Name

Creditor's mailing address

Notice Name
100 Fillmore St.
Street

Denver | CO | 80206
City | State | ZIP Code

Country

Creditor's email address, if known

agencynotices@arrowmarkpartners.com

Date debt was incurred 1/30/2023

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

☐ No
☑ Yes. Have you already specified the relative priority?
  ☑ No. Specify each creditor, including this creditor, and its relative priority.
    See Global Notes
  ☐ Yes. The relative priority of creditors is specified on lines

Describe debtor's property that is subject to a lien

See Global Notes | $ 15,584,807.06 | $ Undetermined

Describe the lien

2023 Tranche D Loans

Is the creditor an insider or related party?

☑ No
☐ Yes

Is anyone else liable on this claim?

☐ No
☑ Yes. Fill out *Schedule H: Codebtors(Official Form 206H).*

As of the petition filing date, the claim is:
Check all that apply.

☐ Contingent
☐ Unliquidated
☐ Disputed

Debtor: Starry Spectrum LLC (Name) Case number *(if known)*: 23-10224

Part 1: Additional Page

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**

2.3 **Creditor's name**

ArrowMark Agency Services, LLC, as Agent to Tranche A Loan
Creditor's Name

Creditor's mailing address

Notice Name
100 Fillmore St.
Street

Denver | CO | 80206
City | State | ZIP Code

Country

Creditor's email address, if known

agencynotices@arrowmarkpartners.com

Date debt was incurred 2/14/2019

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

☐ No
☑ Yes. Have you already specified the relative priority?
  ☑ No. Specify each creditor, including this creditor, and its relative priority.
    See Global Notes
  ☐ Yes. The relative priority of creditors is specified on lines

Describe debtor's property that is subject to a lien

See Global Notes | $ 81,631,321.96 | $ Undetermined

Describe the lien

Tranche A Loan

Is the creditor an insider or related party?

☑ No
☐ Yes

Is anyone else liable on this claim?

☐ No
☑ Yes. Fill out *Schedule H: Codebtors(Official Form 206H).*

As of the petition filing date, the claim is:
Check all that apply.

☐ Contingent
☐ Unliquidated
☐ Disputed

Debtor: Starry Spectrum LLC (Name) Case number *(if known)*: 23-10224

Part 1: Additional Page

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**

2.4 **Creditor's name**

ArrowMark Agency Services, LLC, as Agent to Tranche B Loan
Creditor's Name

Creditor's mailing address

Notice Name
100 Fillmore St.
Street

Denver | CO | 80206
City | State | ZIP Code

Country

Creditor's email address, if known

agencynotices@arrowmarkpartners.com

Date debt was incurred 12/13/2019

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

☐ No
☑ Yes. Have you already specified the relative priority?
  ☑ No. Specify each creditor, including this creditor, and its relative priority.
    See Global Notes
  ☐ Yes. The relative priority of creditors is specified on lines

Describe debtor's property that is subject to a lien

See Global Notes | $ 113,115,736.45 | $ Undetermined

Describe the lien

Tranche B Loan

Is the creditor an insider or related party?

☑ No
☐ Yes

Is anyone else liable on this claim?

☐ No
☑ Yes. Fill out *Schedule H: Codebtors(Official Form 206H).*

As of the petition filing date, the claim is:
Check all that apply.

☐ Contingent
☐ Unliquidated
☐ Disputed

Debtor: Starry Spectrum LLC (Name) Case number *(if known)*: 23-10224

Part 1: Additional Page

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**

2.5 **Creditor's name**

ArrowMark Agency Services, LLC, as Agent to Tranche C Loans
Creditor's Name

Creditor's mailing address

Notice Name
100 Fillmore St.
Street

Denver | CO | 80206
City | State | ZIP Code

Country

Creditor's email address, if known

agencynotices@arrowmarkpartners.com

Date debt was incurred 10/6/2021

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

☐ No
☑ Yes. Have you already specified the relative priority?
  ☑ No. Specify each creditor, including this creditor, and its relative priority.
    See Global Notes
  ☐ Yes. The relative priority of creditors is specified on lines

Describe debtor's property that is subject to a lien

See Global Notes | $ 61,268,758.77 | $ Undetermined

Describe the lien

Tranche C Loans

Is the creditor an insider or related party?

☑ No
☐ Yes

Is anyone else liable on this claim?

☐ No
☑ Yes. Fill out *Schedule H: Codebtors(Official Form 206H).*

As of the petition filing date, the claim is:
Check all that apply.

☐ Contingent
☐ Unliquidated
☐ Disputed

3. **Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.** $ 287,509,059.23

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 _____	
Notice Name		
Street		
City / State / ZIP Code		
Country		

Fill in this information to identify the case:

Debtor Name: In re : Starry Spectrum LLC

United States Bankruptcy Court for the: District of Delaware

Case number (if known): 23-10224 (KBO)

☐ Check if this is an amended filing

Official Form 206E/F

Schedule E/F: Creditors Who Have Unsecured Claims 12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on Schedule A/B: Assets - Real and Personal Property (Official Form 206A/B) and on Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. **Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).**

☑ No. Go to Part 2.

☐ Yes. Go to Line 2.

2. **List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part.** If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

		Total claim	Priority amount
2.1 **Priority creditor's name and mailing address**	**As of the petition filing date, the claim is:** *Check all that apply.*	$	$

Creditor Name

Creditor's Notice name

Address

City State ZIP Code

Country

☐ Contingent

☐ Unliquidated

☐ Disputed

Basis for the claim:

Date or dates debt was incurred

Last 4 digits of account number

Is the claim subject to offset?

☐ No

☐ Yes

Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) ()

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.

Nonpriority creditor's name and mailing address

Creditor Name

Creditor's Notice name

Address

City State ZIP Code

Country

Date or dates debt was incurred

Last 4 digits of account number

As of the petition filing date, the claim is:
Check all that apply.

☐ Contingent

☐ Unliquidated

☐ Disputed

Basis for the claim:

Is the claim subject to offset?

☐ No

☐ Yes

Amount of claim

$

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
Name Notice Name Street City State ZIP Code Country	Line ☐ Not Listed.Explain	

Part 4: 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**	5a.	$ 0.00
5b.	**Total claims from Part 2**	5b. +	$ 0.00
5c.	**Total of Parts 1 and 2** Lines 5a + 5b = 5c.	5c.	$ 0.00

Fill in this information to identify the case:

Debtor Name: In re : Starry Spectrum LLC

United States Bankruptcy Court for the: District of Delaware

Case number (if known): 23-10224 (KBO)

☐ Check if this is an amended filing

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 leases**	**State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**
State what the contract or lease is for and the nature of the debtor's interest	Name Notice Name Address City State ZIP Code Country
State the term remaining	
List the contract number of any government contract	

Fill in this information to identify the case:

Debtor Name: In re : Starry Spectrum LLC

United States Bankruptcy Court for the: District of Delaware

Case number (if known): 23-10224 (KBO)

☐ Check if this is an amended filing

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 Street Suite 200 Boston (City) MA (State) 02111 (ZIP Code) Country			ArrowMark Agency Services, LLC, as Agent to 2022 Tranche D Loans	☑ D ☐ E/F ☐ G
2.2	Starry (MA), Inc.	38 Chauncy Street Street Suite 200 Boston (City) MA (State) 02111 (ZIP Code) Country			ArrowMark Agency Services, LLC, as Agent to 2023 Tranche D Loans	☑ D ☐ E/F ☐ G

Debtor: Starry Spectrum LLC (Name) Case number *(if known)*: 23-10224

2.3	Starry (MA), Inc.	38 Chauncy Street Street Suite 200 Boston / MA / 02111 City / State / ZIP Code Country	ArrowMark Agency Services, LLC, as Agent to Tranche A Loan	☑ D ☐ E/F ☐ G
2.4	Starry (MA), Inc.	38 Chauncy Street Street Suite 200 Boston / MA / 02111 City / State / ZIP Code Country	ArrowMark Agency Services, LLC, as Agent to Tranche B Loan	☑ D ☐ E/F ☐ G
2.5	Starry (MA), Inc.	38 Chauncy Street Street Suite 200 Boston / MA / 02111 City / State / ZIP Code Country	ArrowMark Agency Services, LLC, as Agent to Tranche C Loans	☑ D ☐ E/F ☐ G
2.6	Starry Installation Corp.	38 Chauncy Street Street Suite 200 Boston / MA / 02111 City / State / ZIP Code Country	ArrowMark Agency Services, LLC, as Agent to 2022 Tranche D Loans	☑ D ☐ E/F ☐ G

Debtor: Starry Spectrum LLC (Name) Case number *(if known)*: 23-10224

2.7	Starry Installation Corp.	38 Chauncy Street Street Suite 200 Boston / MA / 02111 City / State / ZIP Code Country	ArrowMark Agency Services, LLC, as Agent to 2023 Tranche D Loans	☑ D ☐ E/F ☐ G
2.8	Starry Installation Corp.	38 Chauncy Street Street Suite 200 Boston / MA / 02111 City / State / ZIP Code Country	ArrowMark Agency Services, LLC, as Agent to Tranche A Loan	☑ D ☐ E/F ☐ G
2.9	Starry Installation Corp.	38 Chauncy Street Street Suite 200 Boston / MA / 02111 City / State / ZIP Code Country	ArrowMark Agency Services, LLC, as Agent to Tranche B Loan	☑ D ☐ E/F ☐ G
2.10	Starry Installation Corp.	38 Chauncy Street Street Suite 200 Boston / MA / 02111 City / State / ZIP Code Country	ArrowMark Agency Services, LLC, as Agent to Tranche C Loans	☑ D ☐ E/F ☐ G

Debtor: Starry Spectrum LLC (Name) Case number *(if known)*: 23-10224

2.11	Starry Spectrum Holdings LLC	38 Chauncy Street Street Suite 200 Boston / MA / 02111 City / State / ZIP Code Country	ArrowMark Agency Services, LLC, as Agent to 2022 Tranche D Loans	☑ D ☐ E/F ☐ G
2.12	Starry Spectrum Holdings LLC	38 Chauncy Street Street Suite 200 Boston / MA / 02111 City / State / ZIP Code Country	ArrowMark Agency Services, LLC, as Agent to 2023 Tranche D Loans	☑ D ☐ E/F ☐ G
2.13	Starry Spectrum Holdings LLC	38 Chauncy Street Street Suite 200 Boston / MA / 02111 City / State / ZIP Code Country	ArrowMark Agency Services, LLC, as Agent to Tranche A Loan	☑ D ☐ E/F ☐ G
2.14	Starry Spectrum Holdings LLC	38 Chauncy Street Street Suite 200 Boston / MA / 02111 City / State / ZIP Code Country	ArrowMark Agency Services, LLC, as Agent to Tranche B Loan	☑ D ☐ E/F ☐ G

Debtor: Starry Spectrum LLC (Name) Case number *(if known)*: 23-10224

2.15	Starry Spectrum Holdings LLC	38 Chauncy Street Street Suite 200 Boston / MA / 02111 City / State / ZIP Code Country	ArrowMark Agency Services, LLC, as Agent to Tranche C Loans	☑ D ☐ E/F ☐ G
2.16	Starry, Inc.	38 Chauncy Street Street Suite 200 Boston / MA / 02111 City / State / ZIP Code Country	ArrowMark Agency Services, LLC, as Agent to 2022 Tranche D Loans	☑ D ☐ E/F ☐ G
2.17	Starry, Inc.	38 Chauncy Street Street Suite 200 Boston / MA / 02111 City / State / ZIP Code Country	ArrowMark Agency Services, LLC, as Agent to 2023 Tranche D Loans	☑ D ☐ E/F ☐ G
2.18	Starry, Inc.	38 Chauncy Street Street Suite 200 Boston / MA / 02111 City / State / ZIP Code Country	ArrowMark Agency Services, LLC, as Agent to Tranche A Loan	☑ D ☐ E/F ☐ G

Debtor: Starry Spectrum LLC (Name) Case number *(if known)*: 23-10224

2.19	Starry, Inc.	38 Chauncy Street Street Suite 200 Boston / MA / 02111 City / State / ZIP Code Country		ArrowMark Agency Services, LLC, as Agent to Tranche B Loan	☑ D ☐ E/F ☐ G
2.20	Starry, Inc.	38 Chauncy Street Street Suite 200 Boston / MA / 02111 City / State / ZIP Code Country		ArrowMark Agency Services, LLC, as Agent to Tranche C Loans	☑ D ☐ E/F ☐ G
2.21	Testco LLC	38 Chauncy Street Street Suite 200 Boston / MA / 02111 City / State / ZIP Code Country		ArrowMark Agency Services, LLC, as Agent to 2022 Tranche D Loans	☑ D ☐ E/F ☐ G
2.22	Testco LLC	38 Chauncy Street Street Suite 200 Boston / MA / 02111 City / State / ZIP Code Country		ArrowMark Agency Services, LLC, as Agent to 2023 Tranche D Loans	☑ D ☐ E/F ☐ G

Debtor: Starry Spectrum LLC (Name) Case number *(if known)*: 23-10224

2.23	Testco LLC	38 Chauncy Street Street Suite 200 Boston / MA / 02111 City / State / ZIP Code Country	ArrowMark Agency Services, LLC, as Agent to Tranche A Loan	☑ D ☐ E/F ☐ G
2.24	Testco LLC	38 Chauncy Street Street Suite 200 Boston / MA / 02111 City / State / ZIP Code Country	ArrowMark Agency Services, LLC, as Agent to Tranche B Loan	☑ D ☐ E/F ☐ G
2.25	Testco LLC	38 Chauncy Street Street Suite 200 Boston / MA / 02111 City / State / ZIP Code Country	ArrowMark Agency Services, LLC, as Agent to Tranche C Loans	☑ D ☐ E/F ☐ G
2.26	Vibrant Composites Inc.	38 Chauncy Street Street Suite 200 Boston / MA / 02111 City / State / ZIP Code Country	ArrowMark Agency Services, LLC, as Agent to 2022 Tranche D Loans	☑ D ☐ E/F ☐ G

Debtor: Starry Spectrum LLC (Name) Case number *(if known)*: 23-10224

2.27	Vibrant Composites Inc.	38 Chauncy Street Street Suite 200 Boston / MA / 02111 City / State / ZIP Code Country	ArrowMark Agency Services, LLC, as Agent to 2023 Tranche D Loans	☑ D ☐ E/F ☐ G
2.28	Vibrant Composites Inc.	38 Chauncy Street Street Suite 200 Boston / MA / 02111 City / State / ZIP Code Country	ArrowMark Agency Services, LLC, as Agent to Tranche A Loan	☑ D ☐ E/F ☐ G
2.29	Vibrant Composites Inc.	38 Chauncy Street Street Suite 200 Boston / MA / 02111 City / State / ZIP Code Country	ArrowMark Agency Services, LLC, as Agent to Tranche B Loan	☑ D ☐ E/F ☐ G
2.30	Vibrant Composites Inc.	38 Chauncy Street Street Suite 200 Boston / MA / 02111 City / State / ZIP Code Country	ArrowMark Agency Services, LLC, as Agent to Tranche C Loans	☑ D ☐ E/F ☐ G

Debtor: Starry Spectrum LLC (Name) Case number *(if known)*: 23-10224

2.31	Widmo Holdings LLC	38 Chauncy Street Street Suite 200 Boston / MA / 02111 City / State / ZIP Code Country	ArrowMark Agency Services, LLC, as Agent to 2022 Tranche D Loans	☑ D ☐ E/F ☐ G
2.32	Widmo Holdings LLC	38 Chauncy Street Street Suite 200 Boston / MA / 02111 City / State / ZIP Code Country	ArrowMark Agency Services, LLC, as Agent to 2023 Tranche D Loans	☑ D ☐ E/F ☐ G
2.33	Widmo Holdings LLC	38 Chauncy Street Street Suite 200 Boston / MA / 02111 City / State / ZIP Code Country	ArrowMark Agency Services, LLC, as Agent to Tranche A Loan	☑ D ☐ E/F ☐ G
2.34	Widmo Holdings LLC	38 Chauncy Street Street Suite 200 Boston / MA / 02111 City / State / ZIP Code Country	ArrowMark Agency Services, LLC, as Agent to Tranche B Loan	☑ D ☐ E/F ☐ G

Debtor: Starry Spectrum LLC (Name) Case number *(if known)*: 23-10224

2.35	Widmo Holdings LLC	38 Chauncy Street Street Suite 200 Boston (City) / MA (State) / 02111 (ZIP Code) Country		ArrowMark Agency Services, LLC, as Agent to Tranche C Loans	☑ D ☐ E/F ☐ G

Fill in this information to identify the case:

Debtor Name: In re : Starry Spectrum LLC

United States Bankruptcy Court for the: District of Delaware

Case number (if known): 23-10224 (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 have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☑ *Schedule A/B: Assets–Real and Personal Property* (Official Form 206A/B)
- ☑ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☑ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☑ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☑ *Schedule H: Codebtors* (Official Form 206H)
- ☑ *Summary of Assets and Liabilities for Non-Individuals* (Official 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 declare under penalty of perjury that the foregoing is true and correct.

Executed on 03/28/2023
MM / DD / YYYY

✖ / s / William Lundregan
Signature of individual signing on behalf of debtor

William Lundregan
Printed name

Executive Vice President, Chief Legal Officer and Secretary
Position or relationship to debtor