

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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:
In re: : Chapter 11
:
STARRY GROUP HOLDINGS, INC., et al.,¹ : Case No. 23-10219 (KBO)
:
Debtors. : (Jointly Administered)
:
----- X Re: Docket No. 12

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, (IV) AUTHORIZING PAYMENT OF PREPETITION
CLAIMS OWING TO ADMINISTRATORS, AND (V) GRANTING RELATED RELIEF

Upon the motion (the "Motion")² of the above-captioned debtors and debtors in possession
(collectively, the "Debtors") for entry of orders (a) authorizing, but not directing, the Debtors, in
their discretion, to pay, continue, or otherwise honor the Workforce Obligations, (b) confirming
the Debtors' authority to continue each of the Workforce Programs in the ordinary course of
business, (c) authorizing the Debtors to pay any and all local, state, and federal withholding and
payroll-related or similar taxes and other Deductions relating to the Workforce Obligations,
(d) authorizing the Debtors, in their discretion, to pay any prepetition claims owing to the
Administrators in the ordinary course of business, and (e) granting related relief, all as more fully
set forth in the Motion; and this Court having reviewed the Motion and the First Day Declaration;
and this Court having jurisdiction to consider the Motion and the relief requested therein in

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

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



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, except as set forth in the Motion with respect to entry of this Interim Order and notice of the Final Hearing (as defined below); 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 Interim Order, therefore, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is granted on an interim basis, as set forth herein.
2. All objections to the entry of this Interim Order, to the extent not withdrawn or settled, are overruled.
3. Aggregate payments authorized by this Interim Order shall not exceed \$435,800 absent further order of this Court. Such payments shall not exceed the amounts set forth in the table below in the aggregate without further order of this Court.

Workforce Obligations	Approximate Interim Amounts
<i>Workforce Obligations</i>	
i. Wage Obligations	\$ 113,400
ii. Commissions	\$ 14,400
iii. Non-Insider Retention	\$0
iv. Deductions	\$ 28,200
v. Benefits Obligations	\$ 0
vi. PTO Obligations	\$ 249,600

Workforce Obligations	Approximate Interim Amounts
vii. Reimbursable Expense Obligations	\$ 12,000
viii. Non-Salaried Worker Obligations	\$ 10,800
Total	\$ 428,400
<i>Non-Employee Director Costs</i>	\$ 5,000
<i>Administrator Fees and Expenses</i>	\$ 2,400
GRAND TOTAL	\$ 435,800

4. Subject to the requirements of sections 507(a)(4) and (a)(5) of the Bankruptcy Code, the Debtors are authorized but not directed to pay or otherwise honor the Workforce Obligations to, or for the benefit of, the Workforce.

5. The Debtors are authorized to (a) continue each of the Workforce Programs, in the ordinary course of business during the Chapter 11 Cases in the manner and to the extent that such Workforce Programs were in effect immediately before the filing of the Chapter 11 Cases, and (b) continue to fund and to make payments in connection with the costs of and the expenses incurred in the administration of any Workforce Program in the ordinary course of business; *provided, however*, that the Debtors shall not make any payments under the Non-Insider Retention Plan absent further order of this Court.

6. The Debtors are authorized to reimburse the Employees with respect to all Reimbursable Expenses Obligations incurred before the Petition Date. In addition, the Debtors are authorized to make direct payments to third parties owed amounts in connection with such Reimbursable Expenses Obligations.

7. The Debtors are authorized but not directed to pay any and all local, state, and federal withholding and payroll-related or similar taxes related to their prepetition Workforce Obligations and to withhold and pay amounts that are attributable to the Deductions, including,

but not limited to, all withholding taxes, social security taxes, and Medicare taxes, whether such taxes relate to the period before or after the Petition Date.

8. The Debtors are authorized but not directed to pay amounts owed in connection with claims of the Administrators in connection with administering and delivering payments or providing other services and benefits to the Workforce for prepetition services rendered and claims for reimbursement based on prepetition disbursements made by the Administrators.

9. The Debtors are authorized but not directed to pay prepetition amounts due and owing to the Per Diem Employees and to the Staffing Agencies in connection with the provision of ICs, and to continue to pay the Per Diem Employees and the Staffing Agencies for such services postpetition in the ordinary course of business.

10. The Debtors are authorized to “cash out” unpaid PTO upon termination of an employee to the extent required by applicable non-bankruptcy law.

11. Subject to the following proviso, the Debtors are authorized but not directed to continue the Severance Benefits on a postpetition basis in the ordinary course of business, and to pay any accrued amounts thereunder as they become due; provided that (a) no payments with respect to any Severance Benefits shall be made pursuant to this Interim Order to any individual Employee who is an insider, (b) payments of prepetition Severance Benefits pursuant to this Interim Order shall not exceed \$18,000 in the aggregate, (c) payments of prepetition Severance Benefits to any individual former Employee shall not exceed the priority cap set forth in section 507(a)(4) of the Bankruptcy Code, and (d) nothing in this Interim Order shall be deemed to authorize the payment of any amounts in satisfaction of retention bonus or severance obligations that are prohibited by section 503(c) of the Bankruptcy Code.

12. 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.

13. 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 Interim 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 Interim Order.

14. The Debtors are authorized but not directed to issue new postpetition checks, or effect new electronic funds transfers, 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.

15. Any authorization under this Interim Order to pay, and the payment of, any amounts on account of the Workforce Obligations shall not affect the Debtors' right to contest the amount or validity of any Workforce Obligation, including without limitation, any amounts that may be due to any taxing authority.

16. Notwithstanding anything to the contrary in this Interim Order, the Debtors retain their right to modify or terminate any Workforce Program to the extent that such right exists under the terms of the Workforce Program or as may be required by applicable law.

17. Nothing in the Motion or this Interim Order, nor any actions or payments made by the Debtors pursuant to this Interim 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' 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 Interim Order. Nothing contained in this Interim 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.

18. Notwithstanding Bankruptcy Rule 6004(h), to the extent applicable this Interim Order shall be effective and enforceable immediately upon entry hereof.

19. The requirements set forth in Bankruptcy Rule 6004(a) are hereby waived.

20. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied because the relief set forth in this Interim Order is necessary to avoid immediate and irreparable harm.

21. 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 Interim Order.

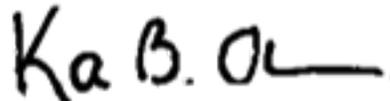
22. The final hearing (the "**Final Hearing**") on the Motion shall be held on March 22, 2023, at 2:00 p.m., prevailing Eastern Time. On or before 4:00 p.m., prevailing Eastern Time, on March 15, 2023, any objections or responses to entry of a final order on the Motion (a "**Final Order**") shall be filed with this Court, and served on: (a) proposed counsel to the Debtors, (i) Latham & Watkins LLP, (1) 355 South Grand Avenue, Suite 100, Los Angeles, California 90071 (Attn: Ted A. Dillman (ted.dillman@lw.com), Jeffrey T. Mispagel (jeffrey.mispagel@lw.com), and Nicholas J. Messana (nicholas.messana@lw.com)) and (2) 330 North Wabash Avenue, Suite 2800, Chicago, Illinois 60611 (Attn: Jason B. Gott (jason.gott@lw.com)) and (ii) Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000

North King Street, Wilmington, Delaware 19801 (Attn: Kara Hammond Coyle (kcoyle@ycst.com), Joseph M. Mulvihill (jmulvihill@ycst.com), and Timothy R. Powell (tpowell@ycst.com)); (b) counsel to ArrowMark Agency Services LLC as DIP Agent and Prepetition Agent, (i) Sheppard, Mullin, Richter & Hampton LLP, (1) 333 South Hope Street, 43rd Floor, Los Angeles, California 90071 (Attn: Kyle J. Mathews (KMathews@sheppardmullin.com)), and (2) 321 North Clark Street, 32nd Floor, Chicago, Illinois 60643 (Attn: Justin Bernbrock (JBernbrock@sheppardmullin.com), Bryan V. Uelk (BUelk@sheppardmullin.com), and Catherine Jun (CJun@sheppardmullin.com)), and (ii) Potter Anderson & Corroon LLP, Hercules Plaza, 1313 North Market Street, 6th Floor, P.O. Box 951, Wilmington, Delaware 19801 (Attn: L. Katherine Good (kgood@potteranderson.com)); (c) counsel to any statutory committee appointed in the Chapter 11 Cases; and (d) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: Benjamin Hackman (Benjamin.A.Hackman@usdoj.gov)).

In the event that no objections to entry of the Final Order are timely received, this Court may enter such Final Order without need for the Final Hearing.

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

Dated: February 23rd, 2023
Wilmington, Delaware


KAREN B. OWENS
UNITED STATES BANKRUPTCY JUDGE