

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

----- X
In re: : Chapter 11
: :
STARRY GROUP HOLDINGS, INC., *et al.*,¹ : Case No. 23-10219 (KBO)
: :
Debtors. : (Jointly Administered)
: :
----- X Ref. Docket Nos. 12 & 73

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 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* [D.I. 12] (the “**Motion**”).

On February 23, 2023, the United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered an order [D.I. 73] (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**”).

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.



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.

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**

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In re:	:	Chapter 11
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STARRY GROUP HOLDINGS, INC., <i>et al.</i> , ¹	:	Case No. 23-10219 (KBO)
	:	
Debtors.	:	(Jointly Administered)
	:	
	X	Re: Docket Nos. 12 & 73

**FINAL 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, the First Day Declaration, and the Interim Order, as approved by this Court; and this Court having jurisdiction to consider the

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

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 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 to pay or otherwise honor their prepetition Workforce Obligations to, or for the benefit of, the Workforce.
4. The Debtors are authorized but not directed to pay prepetition Non-Employee Director Fees, provided that payments on account of prepetition Non-Employee Director Fees shall not exceed \$30,000 absent further order of this Court. Additionally, the Debtors are authorized but not directed to pay prepetition Non-Employee Director Expenses, provided that payments on account of prepetition Non-Employee Director Expenses shall not exceed \$5,000 absent further order of this Court. Absent further order of this Court, payments on account of prepetition Non-Employee Director Costs to any individual Non-Employee Director shall not exceed the priority

cap set forth in section 507(a)(4) of the Bankruptcy Code. The Debtors are authorized to continue to pay the Non-Employee Director Costs on a postpetition basis in the ordinary course of business.

5. The Debtors are authorized to (a) continue each of the Workforce Programs, in the ordinary course of business during the pendency of 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.

6. The Debtors are authorized but not directed 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 to pay any and all local, state, and federal withholding and payroll-related or similar taxes related to the 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 Non-Insider Retention Plan and Severance Benefits on a postpetition basis in the ordinary course of business, and in each case to pay any accrued amounts thereunder as they become due; provided that (a) no payments with respect to any Non-Insider Retention Plan and Severance Benefits shall be made pursuant to this Final Order to any individual Employee who is an insider, (b) payments of prepetition Severance Benefits pursuant to this Final 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 Final 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 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 (the “Creditors’ Committee”) 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.

13. 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.

14. 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.

15. Any authorization under this Final Order to pay, and the payment of, any amounts on account of the Workforce Obligations shall not affect the Debtors' or any other party in interest's respective 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 Final 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. The Debtors shall consult with the Creditors' Committee with respect to the termination or material modification of any Workforce Program.

17. 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.

18. 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.

19. 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.

20. 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
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In re:	:	Chapter 11
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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, the First Day

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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 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

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prepetition Non-Employee Director Costs to any individual Non-Employee Director shall not exceed the priority cap set forth in section 507(a)(4) of the Bankruptcy Code. The Debtors are authorized to continue to pay the Non-Employee Director Costs on a postpetition basis in the ordinary course of business.

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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.

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11. Subject to the following proviso, the Debtors are authorized but not directed to continue the Non-Insider Retention Plan and Severance Benefits on a postpetition basis in the ordinary course of business, and in each case to pay any accrued amounts thereunder as they become due; provided that (a) no payments with respect to any Non-Insider Retention Plan and Severance Benefits shall be made pursuant to this Final Order to any individual Employee who is an insider, (b) payments of prepetition Severance Benefits pursuant to this Final 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 Final 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.

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13. ~~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.

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15. ~~14.~~ Any authorization under this Final Order to pay, and the payment of, any amounts on account of the Workforce Obligations shall not affect the Debtors' or any other party in interest's respective 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. ~~15.~~ Notwithstanding anything to the contrary in this Final 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. The Debtors shall consult with the Creditors' Committee with respect to the termination or material modification of any Workforce Program.

17. ~~16.~~ 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.

18. ~~17.~~ 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.

19. ~~18.~~ 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.

20. ~~19.~~ 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 1:52:26 PM	
Style name: L&W without Moves	
Intelligent Table Comparison: Active	
Original DMS: iw://usdocs.lw.com/US-DOCS/140032836/1	
Modified DMS: iw://usdocs.lw.com/US-DOCS/140032836/4	
Changes:	
<u>Add</u>	21
Delete	12
Move From	0
Move To	0
<u>Table Insert</u>	0
Table Delete	0
Table moves to	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	33