

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)
: :
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**DECLARATION OF DARLENE S. CALDERON WITH RESPECT TO THE
TABULATION OF VOTES ON THE AMENDED JOINT CHAPTER 11 PLAN
OF REORGANIZATION OF STARRY GROUP HOLDINGS, INC. AND ITS
DEBTOR AFFILIATES UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

I, Darlene S. Calderon, depose and say under the penalty of perjury:

1. I am a Director of Corporate Restructuring Services employed by Kurtzman Carson Consultants LLC (“**KCC**”), whose main business address is 222 N. Pacific Coast Highway, 3rd Floor, El Segundo, California 90245.

2. I submit this declaration (this “**Declaration**”) regarding the solicitation and tabulation of Ballots cast on the *Amended Joint Chapter 11 Plan of Reorganization of Starry Group Holdings, Inc. and its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code* [Docket No. 272] (as has been and may be further revised, supplemented, modified and/or amended from time to time, the “**Solicited Plan**”),² except as otherwise noted, all facts set forth herein are based on my personal knowledge, knowledge that I acquired from individuals under my supervision, and my review of

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 defined herein have the meanings ascribed to them in the Solicited Plan, or if not defined therein, in the Disclosure Statement Order (as defined below).



relevant documents. I am authorized to submit this Declaration on behalf of KCC. If I were called to testify, I could and would testify competently as to the facts set forth herein.

3. The Court authorized KCC's retention (a) as claims and noticing agent to the Debtors on February 22, 2023 pursuant to the *Order Authorizing Retention and Appointment of Kurtzman Carson Consultants LLC as Claims and Noticing Agent Effective as of Petition Date* [Docket No. 61], and (b) as administrative advisor to the Debtors on March 21, 2023 pursuant to the *Order Authorizing the Retention and Employment of Kurtzman Carson Consultants as Administrative Advisor to the Debtors, Effective as of the Petition Date* [Docket No. 178] (together, the "**Retention Orders**"). The Retention Orders authorize KCC to assist the Debtors with, among other things, the service of solicitation materials and tabulation of votes cast to accept or reject the Solicited Plan. KCC and its employees have considerable experience in soliciting and tabulating votes to accept or reject chapter 11 plans.

4. On March 31, 2023, the Court entered the *Order (A) Approving the Amended Disclosure Statement; (B) Establishing the Voting Record Date, Voting Deadline, and Other Dates; (C) Approving Procedures for Soliciting, Receiving, and Tabulating Votes on the Amended Plan and for Filing Objections to the Amended Plan; (D) Approving the Manner and Forms of Notice and Other Related Documents; and (E) Granting Related Relief* [Docket No. 271] (the "**Disclosure Statement Order**"), establishing, among other things, the Solicitation Procedures. KCC adhered to the procedures outlined in the Disclosure Statement Order and the Ballots distributed to parties entitled to vote on the Solicited Plan. I supervised the solicitation and tabulation performed by KCC's employees.

A. Service and Transmittal of Solicitation Packages and Related Information

5. Pursuant to the Disclosure Statement Order, on April 5, 2023 and from time to time thereafter, KCC caused the Solicitation Packages to be served on all known Holders of Claims in Class 3 (Prepetition Term Loan Claims) and Class 4 (General Unsecured Claims) (together, the “**Voting Classes**”). In lieu of a Solicitation Package, all known Holders of Claims and Interests in Class 1 (Other Priority Claims), Class 2 (Other Secured Claims), Class 5 (Intercompany Claims), Class 6 (Subordinated Claims), Class 7 (Intercompany Interests), and Class 8 (Equity Interests) (collectively, the “**Non-Voting Classes**”), and Holders of Unclassified Claims, received the Notice of Non-Voting Status and the Confirmation Hearing Notice. Counterparties to the Debtors’ Executory Contracts and Unexpired Leases who did not have scheduled Claims and did not file a Proof of Claim as of the Voting Record Date received the Contract/Lease Notice, all in accordance with the Disclosure Statement Order. Furthermore, KCC caused the Confirmation Hearing Notice to be served on the creditor matrix and all other parties required to receive such notice pursuant to the Disclosure Statement Order. A certificate of service evidencing the foregoing was filed with the Court on April 21, 2023 [Docket No. 339].

6. On April 4, 2023, KCC posted links to the electronic versions of the Solicited Plan, Disclosure Statement, Disclosure Statement Order, and Confirmation Hearing Notice on the public access website at www.kccllc.net/Starry.

7. On April 5, 2023, the Publication Notice was published in *The Wall Street Journal (National Edition)*. An affidavit evidencing the publication of the Publication Notice was filed with the Court on April 26, 2023 [Docket No. 364].

8. KCC also forwarded Solicitation Packages, Notices of Non-Voting Status, Contract/Lease Notices, and Confirmation Hearing Notices to voting, non-voting, and creditor

matrix parties, as applicable, whose packages were returned with a forwarding address or if an alternate address was available. The supplemental certificates of service evidencing the foregoing were filed with the Court [Docket Nos. 418 & 430].

9. Between April 10, 2023 and May 8, 2023, KCC caused to be served supplemental Solicitation Packages on Holders of Claims entitled to vote who filed claims after the Voting Record Date, but on or before the General Bar Date. Supplemental Solicitation Packages we also served on Governmental Units that filed Claims on or before the Voting Deadline. A supplemental certificate of service evidencing the foregoing was filed with the Court on May 17, 2023 [Docket No. 431] (together with the certificates of service filed on April 21, 2023, May 12, 2023, and May 17, 2023, the “**Solicitation Affidavits**”).

B. The Tabulation Process

10. The Disclosure Statement Order established March 31, 2023 as the Voting Record Date to determine which Holders of Claims and Interests were entitled to receive the Solicitation Package or the Notice of Non-Voting Status, as applicable. Pursuant to the Disclosure Statement Order, Holders of Claims in Class 3 (Prepetition Term Loan Claims) and Class 4 (General Unsecured Claims) were entitled to vote to accept or reject the Solicited Plan. No other Classes were entitled to vote on the Solicited Plan.

11. In accordance with the Solicitation Procedures, KCC worked closely with the Debtors’ advisors to identify the Holders of Claims in the Voting Classes entitled to vote as of the Voting Record Date, and to coordinate the distribution of Solicitation Packages to such Holders. A detailed description of KCC’s distribution of Solicitation Packages is set forth in the Solicitation Affidavits.

12. In accordance with the Solicitation Procedures, KCC received, reviewed, determined the validity of, and tabulated the Ballots submitted to vote on the Solicited Plan. Each Ballot submitted to KCC was date-stamped, scanned, assigned a Ballot number, entered into KCC's voting database, and processed. To be included in the tabulation results as valid, a Ballot must have been (a) properly completed pursuant to the Solicitation Procedures, (b) executed by the relevant Holder entitled to vote on the Solicited Plan (or such Holder's representative), (c) returned to KCC via an approved method of delivery set forth in the Solicitation Procedures unless the delivery method requirement was waived by the Debtors, and (d) received by KCC on or before the Voting Deadline (*i.e.*, 5:00 p.m. (Eastern Time) on May 15, 2023 unless extended in writing by the Debtors), which was established by the Disclosure Statement Order.

13. The final tabulation of votes cast by timely and properly completed Ballots received by KCC is attached hereto as Exhibit A. The detailed Ballot report for the Class 3 (Prepetition Term Loan Claims) and Class 4 (General Unsecured Claims) Ballots is attached hereto as Exhibit A-1 and Exhibit A-2, respectively.

C. Ballots That Were Not Counted

14. A report of any Ballots from parties in the Voting Classes excluded from the final tabulation, and the reasons for exclusion of such Ballots, is attached hereto as Exhibit B. All such Ballots were not counted for one of the following reasons: Ballot did not indicate an acceptance or rejection of the Solicited Plan (*i.e.*, an "abstained" vote); or the Ballot was returned late.

D. Opt-Out Election

15. KCC also reviewed and documented which Entities submitted a Ballot rejecting the Plan and checked the box on such Ballot to opt out of the Third-Party Release. A report of all Entities who opted out of the Third-Party Release by checking the opt-out box and rejected the Plan is

attached hereto as Exhibit C. For the avoidance of doubt, this Declaration does not certify the validity or enforceability of any opt-out elections received, including those reported on Exhibit C, but rather is providing these opt-out election results for reporting and informational purposes only.

[Remainder of page left intentionally blank]

To the best of my knowledge, information and belief, the foregoing information concerning the distribution, submission, and tabulation of Ballots in connection with the Solicited Plan is true.

Dated: May 22, 2023

/s/ Darlene S. Calderon

Darlene S. Calderon

KCC

222 N Pacific Coast Highway, 3rd Floor

El Segundo, CA 90245

Tel 310.823.9000

Exhibit A

**Exhibit A
Ballot Tabulation Summary**

Class Name	Class Description	Not Tabulated	Members Voted	Members Accepted	Members Rejected	% Members Accepted	% Members Rejected	Total \$ Voted	\$ Accepted	\$ Rejected	% \$ Accepted	% \$ Rejected	Class Accepted or Rejected
3	Prepetition Term Loan Claims	0	31	31	0	100.00%	0.00%	\$287,509,059.22	\$287,509,059.22	\$0.00	100.00%	0.00%	Accepted
4	General Unsecured Claims	4	74	65	9	87.84%	12.16%	\$20,270,282.99	\$14,836,225.68	\$5,434,057.31	73.19%	26.81%	Accepted

Exhibit A-1

Exhibit A-1
Class 3 Ballot Detail
Prepetition Term Loan Claims

Creditor Name	Date Received	Ballot No.	Voting Amount	Vote
Lender 001	05/12/2023	63	Redacted	Accept
Lender 002	05/12/2023	64	Redacted	Accept
Lender 003	05/12/2023	65	Redacted	Accept
Lender 004	05/12/2023	67	Redacted	Accept
Lender 005	05/12/2023	66	Redacted	Accept
Lender 006	05/12/2023	68	Redacted	Accept
Lender 007	05/15/2023	95	Redacted	Accept
Lender 008	04/13/2023	8	Redacted	Accept
Lender 009	05/15/2023	93	Redacted	Accept
Lender 010	05/15/2023	94	Redacted	Accept
Lender 011	05/12/2023	70	Redacted	Accept
Lender 012	05/12/2023	69	Redacted	Accept
Lender 013	05/12/2023	71	Redacted	Accept
Lender 014 ⁽¹⁾	05/17/2023	108	Redacted	Accept
Lender 015	05/11/2023	59	Redacted	Accept
Lender 016	05/12/2023	72	Redacted	Accept
Lender 017	05/12/2023	74	Redacted	Accept
Lender 018	05/12/2023	73	Redacted	Accept
Lender 019	05/12/2023	75	Redacted	Accept
Lender 020	05/12/2023	77	Redacted	Accept
Lender 021	05/12/2023	76	Redacted	Accept
Lender 022	05/12/2023	78	Redacted	Accept
Lender 023	05/15/2023	103	Redacted	Accept
Lender 024	05/15/2023	96	Redacted	Accept
Lender 025	05/15/2023	97	Redacted	Accept
Lender 026	05/12/2023	80	Redacted	Accept
Lender 027	05/12/2023	79	Redacted	Accept
Lender 028	05/12/2023	81	Redacted	Accept
Lender 029	05/12/2023	84	Redacted	Accept
Lender 030	05/12/2023	82	Redacted	Accept
Lender 031	05/12/2023	83	Redacted	Accept

⁽¹⁾ Debtors provided Claimant with an extended voting deadline to 11:59pm ET on May 17, 2023

Exhibit A-2

Exhibit A-2
Class 4 Ballot Detail
General Unsecured Claims

Creditor Name	Date Received	Ballot No.	Voting Amount	Vote
1050 Grand Ave / CALAX0058 / CALAX0058	05/08/2023	47	\$792.12	Accept
3635 Fashion Way / S-LAXLAX0222-A / CALAX0109	04/13/2023	7	\$1,278.80	Accept
535 S Gramercy Place / CALAX0497 / CALAX0497	04/26/2023	22	\$361.06	Accept
Alan J. MacKenzie	05/02/2023	33	\$4,323.36	Accept
All In Electrical	04/16/2023	10	\$12,095.00	Accept
Altex	04/12/2023	2	\$2,381.41	Accept
American Towers LLC and Related Entities	05/15/2023	92	\$3,916,440.63	Reject
Ammar Nuruddin	05/08/2023	50	\$6,534.00	Accept
Avnet Electronics Marketing	04/25/2023	21	\$197,585.60	Accept
Berkeley Nucleonics Corporation	05/03/2023	35	\$13,717.13	Accept
BoardTek Electronics Corp	05/15/2023	91	\$166,663.02	Accept
CF Principal Investments LLC	05/15/2023	101	\$907,725.97	Accept
Chad S Philpott	05/07/2023	44	\$3,082.50	Reject
Chara Spears	05/14/2023	88	\$51,000.00	Accept
CHLOE LI	05/04/2023	40	\$1,186.56	Accept
Colleen Perry Keith and Barry Allen Keith	05/02/2023	31	\$5,700.00	Accept
Columbus Metropolitan Club	05/01/2023	28	\$3,500.00	Accept
Crystek Crystals Corporation	04/26/2023	27	\$614.53	Accept
Custom Tool Supply- Capitol One CC	04/18/2023	16	\$619.63	Accept
Deborah Casper	04/18/2023	14	\$689.00	Accept
EAN SERVICES LLC	04/18/2023	15	\$114,454.14	Accept
Elite Protective Services	04/12/2023	4	\$5,300.00	Accept
Erynne Davis ⁽²⁾	05/15/2023	105	\$500.00	Accept
ETM Manufacturing	04/11/2023	1	\$3,279.00	Accept
Euler Hermes N.A - Agent for Automationdirect.com Inc.	04/17/2023	12	\$9,913.13	Accept
Euler Hermes N.A - Agent for WPG Americas Inc.	04/17/2023	11	\$5,760.00	Accept
Goodbon Technology Inc	05/07/2023	43	\$895.00	Accept
Green Environmental, Inc	05/08/2023	46	\$3,450.00	Accept
Hardware Specialty Co., Inc	05/04/2023	38	\$19,215.67	Accept
Harold W Cranswick	05/06/2023	42	\$3,942.40	Reject
Heilind Electronics Inc	05/03/2023	34	\$16,527.31	Accept
HoustonHogle LLP	04/12/2023	3	\$47,476.74	Accept
Hubbard/Curtis St. LLC	04/22/2023	17	\$157,236.36	Accept
Hunaid Mahesri	05/14/2023	87	\$105,057.00	Accept
Jason Engle	05/04/2023	36	\$477.00	Accept
JL TELECOMMUNICATIONS INC	05/09/2023	55	\$116,333.00	Accept
Joel Stone	05/13/2023	85	\$3,477.86	Accept
JOSEPH CHAKKALAKAL	05/11/2023	62	\$4,082.02	Accept
Joy Kruger	05/06/2023	56	\$7,000.01	Accept
JRE TEST LLC	04/24/2023	19	\$23,638.00	Accept
Junk King Middlesex	05/02/2023	18	\$3,012.75	Accept
Kabilka, et al ⁽²⁾	05/15/2023	104	\$1,250,000.00	Reject
Kamran Bakhtian	05/04/2023	37	\$1,841.98	Accept

Exhibit A-2
Class 4 Ballot Detail
General Unsecured Claims

Creditor Name	Date Received	Ballot No.	Voting Amount	Vote
Lehigh Outfitters, LLC	05/01/2023	29	\$1,696.98	Accept
Linda Nguyen	05/11/2023	57	\$14,020.00	Reject
Luis A. Herrera Mendez	04/27/2023	23	\$227.80	Accept
Mathew Berkholtz	05/09/2023	51	\$13,914.60	Accept
Nancy M Whitehurst	05/09/2023	52	\$200.00	Accept
Paul Beutelman	04/28/2023	25	\$648.00	Reject
Peter K. Bennett	04/27/2023	24	\$2,168.95	Accept
Polycase	05/15/2023	100	\$20,714.61	Accept
Prince Lobel Tye LLP	05/11/2023	60	\$9,109.34	Accept
Prudential Group Insurance	05/08/2023	49	\$41,222.28	Accept
Prudential Group Insurance - NY	05/08/2023	48	\$7,056.87	Accept
Ralph Derrico & Regina Derrico	05/02/2023	32	\$1.00	Accept
Randstad North America	04/13/2023	6	\$84,853.84	Accept
Robert Taulbee	04/28/2023	26	\$1,232.00	Accept
Rowland & Moore LLP ⁽³⁾	05/18/2023	98	\$3,535.00	Accept
Ryan Chow	04/18/2023	13	\$4,802.40	Accept
Safety Compliance Management, Inc.	05/15/2023	102	\$2,421.90	Accept
Shenzhen Sayes Technology Co., Ltd.	05/15/2023	99	\$621,584.57	Accept
Steven Ha and Linda Nguyen	05/11/2023	58	\$7,989.00	Accept
Steven Lurenz	05/02/2023	30	\$2,990.20	Reject
TennVac Technology Co., Ltd.	05/15/2023	89	\$1,270.00	Accept
Thai First Precision IND. Co., Ltd	04/24/2023	20	\$1,375.00	Accept
Top Tier Properties LLC	05/09/2023	54	\$5,000.00	Accept
Total Warehouse Inc	04/12/2023	5	\$12,574.00	Accept
Totech Europe B.V.	05/05/2023	41	\$30,068.00	Reject
US Roofing	05/09/2023	53	\$660.00	Accept
Valmont Site Pro 1	05/15/2023	90	\$32,485.65	Accept
Wallaby Connect LLC	05/14/2023	86	\$212,865.58	Reject
Wesley Chung	05/04/2023	39	\$1.00	Accept
Zayo Group LLC ⁽⁴⁾	05/19/2023	109	\$74,476.39	Accept
Zyxel Communications, Inc ⁽²⁾	05/15/2023	106	\$11,859,958.34	Accept

⁽²⁾ Debtors provided Claimant with an extended voting deadline to 11:59pm ET on May 15, 2023

⁽³⁾ Debtors provided Claimant with an extended voting deadline to 11:59pm ET on May 18, 2023

⁽⁴⁾ Debtors provided Claimant with an extended voting deadline to 11:59pm ET on May 19, 2023

Exhibit B

Exhibit B
Ballots Excluded from Tabulation

Creditor Name	Date Received	Ballot No.	Voting Amount	Vote	Class	Reason Excluded
4605 Lankershim Blvd / S-LAXLAX0335-A / CASFV0012	04/13/2023	9	\$10.17	Abstain	4 General Unsecured Claims	Abstained
Brian Coffey	05/16/2023	107	\$50,680.75	Reject	4 General Unsecured Claims	Late Filed
Chau, Tom	05/08/2023	45	\$133,383.16	Abstain	4 General Unsecured Claims	Abstained
Oracle	05/11/2023	61	\$1,264.20	Abstain	4 General Unsecured Claims	Abstained

Exhibit C

Exhibit C
Opt-Out Summary

Creditor Name	Date Received	Ballot No.	Voting Amount	Vote	Class	Opt Out of Release
American Towers LLC and Related Entities	05/15/2023	92	\$3,916,440.63	Reject	4 General Unsecured Claims	Yes
Chad S Philpott	05/07/2023	44	\$3,082.50	Reject	4 General Unsecured Claims	Yes
Harold W Cranswick	05/06/2023	42	\$3,942.40	Reject	4 General Unsecured Claims	Yes
Kabilka, et al ⁽²⁾	05/15/2023	104	\$1,250,000.00	Reject	4 General Unsecured Claims	Yes
Paul Beutelman	04/28/2023	25	\$648.00	Reject	4 General Unsecured Claims	Yes
Steven Lurenz	05/02/2023	30	\$2,990.20	Reject	4 General Unsecured Claims	Yes
Totech Europe B.V.	05/05/2023	41	\$30,068.00	Reject	4 General Unsecured Claims	Yes
Wallaby Connect LLC	05/14/2023	86	\$212,865.58	Reject	4 General Unsecured Claims	Yes

Creditor Name	Date Received	Ballot No.	Voting Amount	Vote	Class	Opt Out of Release
Linda Nguyen	05/11/2023	57	\$14,020.00	Reject	4 General Unsecured Claims	No

⁽²⁾ Debtors provided Claimant with an extended voting deadline to 11:59pm ET on May 15, 2023