



**Part II** **Organizational Action** *(continued)***17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► [See Attached Statement](#)**18** Can any resulting loss be recognized? ► [See Attached Statement](#)**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ► [See Attached Statement](#)**Sign  
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ► Courtney Walsh Date ► 10/15/2023Print your name ► Courtney Walsh Title ► VP, Corporate Controller**Paid  
Preparer  
Use Only**

|                            |                      |      |   |      |
|----------------------------|----------------------|------|---|------|
| Print/Type preparer's name | Preparer's signature | Date | Check <input type="checkbox"/> if self-employed | PTIN |
| Firm's name ►              | Firm's EIN ►         |      |   |      |
| Firm's address ►           | Phone no.            |      |   |      |

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

Starry Group Holdings, Inc.

EIN: 87-4759355

Attachments to Form 8937

**Disclaimer:** The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the "IRC"). The information contained in Form 8937 and this attachment does not constitute tax advice and does not purport to take into account the specific circumstances of any shareholder, warrant holder, noteholder, holder of indebtedness or other interest or holder of general unsecured claims, and is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties under the IRS. All such holders are urged to consult their tax advisors regarding the U.S. tax consequences of the transactions described herein and the impact to tax basis resulting from the transactions.

**Form 8937, Line 9**

***Classification and description***

Capital Stock: All capital stock of Starry Group Holdings, Inc. ("Starry Holdings"), including (i) shares of Class A Common Stock, (ii) shares of Class X Common Stock, and (iii) options and warrants to purchase capital stock of Starry Holdings (the "Existing Equity Interests") that was cancelled on August 31, 2023 (the "Effective Date") (the "Old Starry Holdings Equity Interests").

Debt: Prepetition Term Loan Claims and DIP Facility Claims.

Common stock of Starry Holdings that was issued in connection with the emergence from bankruptcy (the "New Starry Holdings Common Stock").

**Form 8937, Line 10**

The CUSIP number for Old Starry Holdings Equity Interests:

- Shares of Class A Common Stock – 85572U 102
- Shares of Class X Common Stock – N/A
- Warrants to purchase capital stock of Starry Holdings – 85572U 110

The CUSIP number for Prepetition Term Loan Claims:

- Prepetition Term Loan Claims – N/A
- DIP Facility Claims – N/A

The CUSIP number for New Starry Holdings Common Stock: N/A

**Form 8937, Line 14**

*Describe the organization action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action*

On February 20, 2023 (the "Petition Date"), Starry Holdings and certain of its direct and indirect subsidiaries (collectively, the "Debtors") commenced voluntary cases under Chapter 11 of Title 11 of the United States Code ("Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") jointly administered under case number [23-10219]. On May 26, 2023 (the "Confirmation Date"), the Bankruptcy Court entered an order approving and confirming the Third Amended Joint Chapter 11 Plan of Reorganization of Starry Group Holdings, Inc. and Its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code (as amended, supplemented or otherwise modified, the "Plan"). On August 31, 2023 (i.e., the Effective Date), the Plan became effective and Starry Holdings emerged from the Chapter 11 proceedings.

On the Effective Date, the following transaction steps took place (the "Transaction"):

1. Old Starry Holdings Equity Interests were cancelled.
2. New Starry Holdings Common Stock was issued and contributed to capital of Starry, Inc.
3. Starry, Inc. transferred New Starry Holdings Common Stock to the Holders of Prepetition Term Loan Claims in cancellation of such Prepetition Term Loan Claims.

4. DIP Facility Claims were converted on a dollar-for-dollar basis into Exit Facility of approximately \$81.61 million representing the total amount of accrued DIP Facility Claims as of the Effective Date (inclusive of accrued but unpaid interest), with additional borrowing of up to \$11 million.

For more information regarding the Transaction, please see the Plan and the Disclosure Statement filed with the Bankruptcy Court available at <https://www.kccllc.net/starry>.

**Form 8937, Line 15**

*Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis*

*Treatment of Holders of Old Starry Holdings Equity and Effect on Basis*

On the Effective Date, pursuant to the Plan, all the Old Starry Holdings Equity Interests were cancelled and extinguished. Holders of the Old Starry Holdings Equity Interests did not receive any consideration in respect of the Old Starry Holdings Equity Interests and, therefore, will not retain or obtain any tax basis in respect of such Old Starry Holdings Equity Interests that were cancelled.

Holders of the Old Starry Holdings Equity Interests are expected to recognize loss with respect to the interests.

*Treatment of Holders of Prepetition Term Loan Claims and Effect on Basis*

On the Effective Date, pursuant to the Plan, each holder of the Prepetition Term Loan Claims received in full and final satisfaction, settlement, release and discharge of, and in exchange of its allowed claim its pro-rata share of 100% of the New Starry Holdings Common Stock.

The exchange is expected to be treated as a taxable exchange under Section 1001 of the IRC. Apart from amounts allocable to accrued but untaxed interest, holders are expected to recognize gain or loss equal to the difference between the fair market value of the New Starry Holdings Common Stock received and each holder's adjusted tax basis in the Prepetition Term Loan Claims. Each holder's tax basis in the New Starry Holdings Common Stock is expected to equal to the fair market value of New Starry Holdings Common Stock received.

*Treatment of Holders of DIP Facility Claims and Effect on Basis*

On the Effective Date, pursuant to the Plan, the DIP Facility converted into an Exit Facility. The exchange is expected to be treated as a taxable exchange under Section 1001 of the IRC. Apart from amounts allocable to accrued but untaxed interest, holders are expected to recognize gain or loss, if any, equal to the difference between the issues price of the Exit Facility received and such holder's adjusted tax basis in the DIP Facility exchanged. Each holder's tax basis in the Exit Facility is expected to equal the issue price of such Exit Facility received.

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**Form 8937, Line 16**

*Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates*

See Line 15.

**Form 8937, Line 17**

List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based

Holders of Old Starry Holdings Equity Interests: Section 165(g) of the IRC.

Holders of the Prepetition Term Loan Claims: Sections 1001 and 1012 of the IRC.

Holders of DIP Financing: Section 1001 and 1012 of the IRC.

**Form 8937, Line 18**

*Can any resulting loss be recognized?*

See Line 15.

**Form 8937, Line 19**

*Provide any other information necessary to implement the adjustment, such as the reportable tax year*

Any adjustments to basis are expected be taken into account in the taxable year of the applicable holder during which the Effective Date (i.e., August 31, 2023) occurred.