

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

Re: ECF No. 147

In re:

SPIRIT AIRLINES, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11988 (SHL)

Jointly Administered

**THIRD SUPPLEMENTAL DECLARATION OF MARSHALL S.
HUEBNER IN SUPPORT OF THE APPLICATION OF THE DEBTORS FOR
AUTHORITY TO EMPLOY AND RETAIN DAVIS POLK & WARDWELL LLP
AS ATTORNEYS FOR THE DEBTORS *NUNC PRO TUNC* TO THE PETITION DATE**

Marshall S. Huebner, in support of the *Application of the Debtors for Authority to Employ and Retain Davis Polk & Wardwell LLP as Attorneys for the Debtors Nunc Pro Tunc to the Petition Date* [ECF No. 147], dated December 3, 2024 (the “**Application**”),² declares as follows:

1. I am a partner of Davis Polk & Wardwell LLP (“**Davis Polk**” or the “**Firm**”), a law firm with its principal office at 450 Lexington Avenue, New York, New York 10017 and other offices in Washington, D.C., Northern California, London, Madrid, Brussels, São Paulo, Tokyo, Beijing, and Hong Kong.

2. I submit this third supplemental declaration (the “**Third Supplemental Declaration**”) to supplement my Initial Declarations (as defined below) that were submitted in connection with Davis Polk’s retention in these Chapter 11 Cases. Unless otherwise stated in this Third Supplemental Declaration, I have personal knowledge of the facts set forth herein.

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Spirit Airlines, Inc. (7023), Spirit Finance Cayman 1 Ltd. (7020), Spirit Finance Cayman 2 Ltd. (7362), Spirit IP Cayman Ltd. (4732), and Spirit Loyalty Cayman Ltd. (4752). The Debtors’ mailing address is 1731 Radiant Drive, Dania Beach, FL 33004.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

3. On November 18, 2024, Debtor Spirit Airlines, Inc. filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. On November 25, 2024, Spirit Airlines, Inc.'s subsidiaries filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

4. On December 3, 2024, the Debtors filed the Application. My declaration in support of the Application was attached to the Application as Exhibit A (the “**Original Declaration**”). On December 19, 2024, the Court entered an order granting the Application [ECF No. 276] (the “**Retention Order**”). I submitted supplemental declarations in support of the Application on December 15, 2024 [ECF No. 220] and December 31, 2024 [ECF No. 309] (such declarations, together with the Original Declaration, the “**Initial Declarations**”).

5. Since the filing of the Original Declaration, the Debtors and Alvarez & Marsal North America, LLC have identified additional potential parties in interest (the “**Supplemental Potential Parties in Interest**”). A list of the Supplemental Potential Parties in Interest is attached hereto as **Schedule 1**.

6. In accordance with the Internal Review Procedures described in the Original Declaration, Davis Polk reviewed the Supplemental Potential Parties in Interest and identified parties (or their affiliates) that Davis Polk has represented within the last two years and/or currently represents, and may continue to represent in the future, in matters unrelated to the Debtors (the “**Supplemental Client Match Parties**”). A list of the Supplemental Client Match Parties is attached hereto as **Schedule 2**.

7. Davis Polk does not and will not represent any of the entities listed on **Schedule 2** in matters related to the Chapter 11 Cases. To the best of my knowledge and information, none of the entities listed on **Schedule 2** (each together with its respective affiliates) was the source of more than one percent of Davis Polk's revenues for the 12 months ended December 31, 2024.

8. Davis Polk believes that it is a “disinterested person,” as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b), and, as required by section 327(a) and referenced by section 328(c) of the Bankruptcy Code, neither holds nor represents any interest adverse to the Debtors or their estates.

[Remainder of page intentionally left blank]

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is, to the best of my knowledge and belief, true and correct.

Dated: February 6, 2025
New York, New York

By: /s/ Marshall S. Huebner
Marshall S. Huebner
Partner
Davis Polk & Wardwell LLP

Schedule 1 to Huebner Third Supplemental Declaration

Supplemental Potential Parties In Interest List

SPIRIT AIRLINES, INC.

SUPPLEMENTAL POTENTIAL PARTIES IN INTEREST

Banks / Lenders / UCC Lien Parties /

Administrative Agents

Apple Bank For Savings

BAC - Honduras

BNP Paribas, New York Branch

Credit Industriel Et Commercial, New York
Branch

Dekabank Deutsche Girozentrale

Landesbank Baden-Wuerttemberg

Present or Former Directors / Officers

Gore, Simon C.

Haralson, Scott M.

Zier, Dawn M.

Ordinary Course Professionals

Fox Rothschild

Franco Law Firm

Unsecured Creditors' Committee

Professionals

Willkie Farr & Gallagher LLP

Schedule 2 to Huebner Third Supplemental Declaration

Supplemental Client Match List for Past Two Years

SPIRIT AIRLINES, INC.

SUPPLEMENTAL CLIENT MATCH LIST¹

Matched Entity	Relationship to Debtors
Apple Bank For Savings	Banks / Lenders / UCC Lien Parties / Administrative Agents
BNP Paribas, New York Branch	Banks / Lenders / UCC Lien Parties / Administrative Agents
Credit Industriel Et Commercial, New York Branch	Banks / Lenders / UCC Lien Parties / Administrative Agents
Willkie Farr & Gallagher LLP	Unsecured Creditors' Committee Professionals

¹ Davis Polk currently represents, or has represented within the past two years, the entities listed on this Schedule 2 or one or more of their affiliates.