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

**In re:**

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

**Debtors.<sup>1</sup>**

**Chapter 11**

**Case No. 24-11988 (SHL)**

**Jointly Administered**

**AGENDA FOR FEBRUARY 13, 2025 HEARING**

Time and Date of Hearing: February 13, 2025, at 10:00 a.m.<sup>2</sup>

Location of Hearing: The hearing will be conducted via Zoom for Government. Parties wishing to appear at or attend the Hearing (whether “live” or “listen only”) are required to register their appearance at <https://ecf.nysb.uscourts.gov/cgi-bin/nysbAppearances.pl> by 4:00 p.m. on the business day prior to the hearing.

Copies of Motions: A copy of each pleading can be viewed on the Court’s website at <http://www.nysb.uscourts.gov> (subject to its terms) and <https://dm.epiq11.com/SpiritGoForward> (free of charge).

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<sup>1</sup> The Debtors’ names and 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.

<sup>2</sup> All times herein are expressed in prevailing Eastern Time.

**1. FINAL APPROVAL OF THE DISCLOSURE STATEMENT AND  
CONFIRMATION OF THE PLAN**

*Disclosure Statement for the Joint Plan of Reorganization of Spirit Airlines, Inc. and its Debtor Affiliates* [ECF No. 270]

*First Amended Joint Chapter 11 Plan of Spirit Airlines, Inc. and its Debtor Affiliates* [ECF No. 354]

Objection Deadline: January 21, 2025, at 5:00 p.m.

Responses Received:

- A. Limited Objection to Joint Chapter 11 Plan of Reorganization [ECF No. 348]
  - i. Withdrawal of Limited Objection to Joint Chapter 11 Plan of Reorganization [ECF. No. 402]
- B. Joint Limited Objection of the Texas Taxing Authorities to the First Amended Joint Chapter 11 Plan of Reorganization of Spirit Airlines, Inc. and its Debtor Affiliates [ECF No. 401]
  - i. Notice of Withdrawal of Joint Limited Objection of the Texas Taxing Authorities to the First Amended Joint Chapter 11 Plan of Reorganization of Spirit Airlines, Inc. and its Debtor Affiliates [ECF No. 429]
- C. Oracle America, Inc.'s Objection and Reservation of Rights Regarding Debtors' First Amended Joint Chapter 11 Plan of Reorganization of Spirit Airlines, Inc. and its Debtor Affiliates ("Rights Reservation") [ECF No. 403]
  - i. Notice of Withdrawal [ECF No. 430]
- D. Reservation of Rights and Limited Objection of Masergy Communications, Inc. to the First Amended Joint Chapter 11 Plan of Reorganization of Spirit Airlines, Inc. and Its Debtor Affiliates [ECF No. 405]
  - i. Notice of Withdrawal of the Reservation of Rights and Limited Objection of Masergy Communications, Inc. to the First Amended Joint Chapter 11 Plan of Reorganization of Spirit Airlines, Inc. and Its Debtor Affiliates [ECF No. 448]
- E. Reservation of Rights of Dallas/Fort Worth International Airport Board [ECF No. 407]
- F. Limited Objection by the Securities and Exchange Commission to Confirmation of the Joint Chapter 11 Plan of Reorganization of Spirit Airlines, Inc. and its Debtor Affiliates [ECF No. 408]

- G. Los Angeles World Airport's Limited Objection to the First Amended Joint Plan of Reorganization of Spirit Airlines, Inc. and Its Debtor Affiliates [ECF No. 410]
  - i. Los Angeles World Airport's Withdrawal of Limited Objection to the First Amended Joint Plan of Reorganization of Spirit Airlines, Inc. and Its Debtor Affiliates [ECF No. 450]
- H. United States Trustee's Objection to Debtors' Disclosure Statement and Plan [ECF No. 412]
- I. The City of Philadelphia's Reservation of Rights and Limited Objection Regarding Debtors' First Amended Joint Chapter 11 Plan of Reorganization of Spirit Airlines, Inc. and its Debtor Affiliates [ECF No. 413]
  - i. Notice of Withdrawal [ECF No. 434]

Related Documents:

- A. Motion of the Debtors for Entry of Orders (I) Approving the Disclosure Statement on an Interim and Final Basis, (II) Scheduling a Combined Hearing for Final Approval of the Disclosure Statement and Confirmation of the Plan, (III) Establishing Certain Dates and Deadlines in Connection with the Solicitation and Confirmation of the Plan, (IV) Approving the Forms of Ballots, Solicitation Package, and Notices, (V) Approving the Solicitation and Tabulation Procedures, (VI) Approving the Equity Rights Offering Procedures and Related Materials, and (VII) Authorizing the Debtors to (A) Assume and Perform Under the Backstop Commitment Agreement and (B) Pay the Backstop Obligations [ECF No. 115]
- B. Order (I) Approving the Disclosure Statement on an Interim Basis, (II) Scheduling a Combined Hearing for Final Approval of the Disclosure Statement and Confirmation of the Plan, (III) Establishing Certain Dates and Deadlines in Connection with the Solicitation and Confirmation of the Plan, (IV) Approving the Forms of Ballots, Solicitation Package, and Notices, (V) Approving the Solicitation and Tabulation Procedures, (VI) Approving the Equity Rights Offering Procedures and Related Materials, and (VII) Authorizing the Debtors to (A) Assume and Perform Under the Backstop Commitment Agreement and (B) Pay the Backstop Obligations [ECF No. 246]
- C. Notice of (I) Deadlines to (A) Cast Votes to Accept or Reject the Plan, (B) Submit Opt-Out Forms, and (C) Object to Final Approval of the Disclosure Statement and Confirmation of the Plan, (II) Combined Hearing to Consider Final Approval of the Disclosure Statement and Confirmation of the Plan, and (III) Related Matters and Procedures [ECF No. 271]
- D. Verification of Publication [ECF No. 288]
- E. Certificate of Service of Solicitation Documents [ECF No. 293]

- F. Notice of Redline of Chapter 11 Plan [ECF No. 355]
- G. Notice of Filing of Proposed Confirmation Order [ECF No. 356]
- H. Notice of Filing of Plan Supplement to the First Amended Joint Chapter 11 Plan of Reorganization of Spirit Airlines, Inc. and its Debtor Affiliates [ECF No. 357]
- I. Debtors' Memorandum of Law in Support of Final Approval of the Disclosure Statement and Confirmation of the First Amended Joint Chapter 11 Plan of Reorganization of Spirit Airlines, Inc. and its Debtor Affiliates [ECF No. 390]
- J. Declaration of Fred Cromer in Support of Confirmation of the First Amended Joint Chapter 11 Plan of Reorganization of Spirit Airlines, Inc. and its Debtor Affiliates [ECF No. 391]
- K. Declaration of Robert M. Caruso in Support of Confirmation of the First Amended Joint Chapter 11 Plan of Reorganization of Spirit Airlines, Inc. and its Debtor Affiliates [ECF No. 392]
- L. Declaration of Diego Simonian in Support of Confirmation of the First Amended Joint Chapter 11 Plan of Reorganization of Spirit Airlines, Inc. and its Debtor Affiliates [ECF No. 393]
- M. Declaration of Bruce Mendelsohn in Support of (I) Confirmation of the First Amended Joint Chapter 11 Plan of Reorganization of Spirit Airlines, Inc. and its Debtor Affiliates and (II) Motion of the Debtors for Entry of an Order Authorizing the Debtors to Redact Commercially Sensitive Information [ECF No. 394]
- N. Notice of Adjournment of Combined Hearing and Hearing on Motion of the Debtor for Entry of Interim and Final Orders (I) Authorizing (A) the Debtors to Maintain their Existing Cash Management System, Bank Accounts, and Business Forms, (B) the Debtors to Open and Close Bank Accounts, and (C) Financial Institutions to Administer the Bank Accounts and Honor and Process Related Checks and Transfers, (II) Waiving Deposit and Investment Requirements, and (III) Allowing Intercompany Transactions and Affording Administrative Expense Priority to Post-Petition Intercompany Claims [ECF No. 435]
- O. Declaration of Stephenie Kjontvedt of Epiq Corporate Restructuring, LLC Regarding the Solicitation and Tabulation of Ballots Cast on the Joint Chapter 11 Plan of Reorganization of Spirit Airlines, Inc. and its Debtor Affiliates [ECF No. 452]
- P. Notice of Filing of Revised Proposed Confirmation Order [ECF No. 453]
- Q. Debtors' Reply in Further Support of Final Approval of the Disclosure Statement and Confirmation of The First Amended Joint Chapter 11 Plan of Reorganization of Spirit Airlines, Inc. and its Debtor Affiliates [ECF No. 454]

- R. Statement of the Ad Hoc Group of Convertible Noteholders in Support of Final Approval of the Disclosure Statement and Confirmation of the First Amended Joint Chapter 11 Plan of Reorganization of Spirit Airlines, Inc. and Its Debtor Affiliates [ECF No. 455]
- S. Statement of the Ad Hoc Group of Senior Secured Noteholders in Support of Confirmation of the First Amended Joint Chapter 11 Plan of Reorganization of Spirit Airlines, Inc. and Its Debtor Affiliates and Final Approval of the Disclosure Statement [ECF No. 456]
- T. Notice of Filing of Plan Supplement to the First Amended Joint Chapter 11 Plan of Reorganization of Spirit Airlines, Inc. and Its Debtor Affiliates [ECF No. 471]
- U. Statement of the Official Committee of Unsecured Creditors in Support of Final Approval of the Disclosure Statement and Confirmation of the First Amended Joint Chapter 11 Plan of Reorganization of Spirit Airlines, Inc. and its Debtor Affiliates [ECF No. 473]
- V. Notice of Filing of Revised Proposed Confirmation Order [ECF No. 476]

Status: The Debtors resolved all objections and responses except those of the SEC [ECF No. 408] and the U.S. Trustee [ECF No. 412], which are going forward on a contested basis.

## 2. SEALING MOTION

*Motion of the Debtors for Entry of an Order Authorizing the Debtors to Redact Commercially Sensitive Information* [ECF No. 358]

Objection Deadline: January 22, 2025, at 12:00 p.m.

Responses Received: None

Related Documents:

- A. Declaration of Bruce Mendelsohn in Support of (I) Confirmation of the First Amended Joint Chapter 11 Plan of Reorganization of Spirit Airlines, Inc. and its Debtor Affiliates and (II) Motion of the Debtors for Entry of an Order Authorizing the Debtors to Redact Commercially Sensitive Information [ECF No. 394]
- B. Certificate of No Objection Regarding Motion of the Debtors for Entry of an Order Authorizing the Debtors to Redact Commercially Sensitive Information [ECF No. 438]
- C. Notice of Cancellation and Adjournment of Hearing Scheduled for January 29, 2025, at 11:00 A.M. [ECF No. 445]

Status: On January 24, 2025, the Debtors filed a form of order under a certificate of no objection. Accordingly, a hearing on this matter is necessary only to the extent the Court has any questions or concerns.

### 3. CASH MANAGEMENT MOTION

*Motion of the Debtor for Entry of Interim and Final Orders (I) Authorizing (A) the Debtors to Maintain Their Existing Cash Management System, Bank Accounts, and Business Forms, (B) the Debtors to Open and Close Bank Accounts, and (C) Financial Institutions to Administer the Bank Accounts and Honor and Process Related Checks and Transfers, (II) Waiving Deposit and Investment Requirements, and (III) Allowing Intercompany Transactions and Affording Administrative Expense Priority to Post-Petition Intercompany Claims* [ECF No. 7]

Objection Deadline: December 10, 2024, at 12:00 p.m.

Responses Received:

- A. Limited Objection of the United States Trustee to Debtors' Motion for Final Order on Cash Management [ECF No. 396]

Related Documents:

- A. Declaration of Fred Cromer in Support of the Chapter 11 Proceedings and First Day Pleadings [ECF No. 2]
- B. Interim Order (I) Authorizing (A) the Debtor to Maintain Its Existing Cash Management System, Bank Accounts, and Business Forms, (B) the Debtor to Open and Close Bank Accounts, and (C) Financial Institutions to Administer the Bank Accounts and Honor and Process Related Checks and Transfers, (II) Waiving Deposit and Investment Requirements, and (III) Allowing Intercompany Transactions and Affording Administrative Expense Priority to Post-Petition Intercompany Claims [ECF No. 46]
- C. Notice of Revised Proposed Final Order Authorizing (A) the Debtor to Maintain Its Existing Cash Management System, Bank Accounts, and Business Forms, (B) the Debtor to Open and Close Bank Accounts, and (C) Financial Institutions to Administer the Bank Accounts and Honor and Process Related Checks and Transfers, (II) Waiving Deposit and Investment Requirements, and (III) Allowing Intercompany Transactions and Affording Administrative Expense Priority to Post-Petition Intercompany Claims [ECF No. 216]
- D. Second Interim Order (I) Authorizing (A) the Debtor to Maintain Its Existing Cash Management System, Bank Accounts, and Business Forms, (B) the Debtor to Open and Close Bank Accounts, and (C) Financial Institutions to Administer the Bank Accounts and Honor and Process Related Checks and Transfers, (II) Waiving Deposit and Investment Requirements, and (III) Allowing Intercompany

Transactions and Affording Administrative Expense Priority to Post-Petition Intercompany Claims [ECF No. 273]

- E. Third Interim Order (I) Authorizing (A) the Debtor to Maintain Its Existing Cash Management System, Bank Accounts, and Business Forms, (B) the Debtor to Open and Close Bank Accounts, and (C) Financial Institutions to Administer the Bank Accounts and Honor and Process Related Checks and Transfers, (II) Waiving Deposit and Investment Requirements, and (III) Allowing Intercompany Transactions and Affording Administrative Expense Priority to Post-Petition Intercompany Claims [ECF No. 398]
- F. Notice of Adjournment of Combined Hearing and Hearing on Motion of the Debtor for Entry of Interim and Final Orders (I) Authorizing (A) the Debtors to Maintain their Existing Cash Management System, Bank Accounts, and Business Forms, (B) the Debtors to Open and Close Bank Accounts, and (C) Financial Institutions to Administer the Bank Accounts and Honor and Process Related Checks and Transfers, (II) Waiving Deposit and Investment Requirements, and (III) Allowing Intercompany Transactions and Affording Administrative Expense Priority to Post-Petition Intercompany Claims [ECF No. 435]
- G. Fourth Interim Order (I) Authorizing (A) the Debtor to Maintain Its Existing Cash Management System, Bank Accounts, and Business Forms, (B) the Debtor to Open and Close Bank Accounts, and (C) Financial Institutions to Administer the Bank Accounts and Honor and Process Related Checks and Transfers, (II) Waiving Deposit and Investment Requirements, and (III) Allowing Intercompany Transactions and Affording Administrative Expense Priority to Post-Petition Intercompany Claims [ECF No. 446]
- H. Debtors' Reply to Objection of the United States Trustee to Motion of the Debtor for Entry of Interim and Final Orders (I) Authorizing (A) the Debtors to Maintain Their Existing Cash Management System, Bank Accounts, and Business Forms, (B) the Debtors to Open and Close Bank Accounts, and (C) Financial Institutions to Administer the Bank Accounts and Honor and Process Related Checks and Transfers, (II) Waiving Deposit and Investment Requirements, and (III) Allowing Intercompany Transactions and Affording Administrative Expense Priority to Post-Petition Intercompany Claims [ECF No. 474]
- I. Supplemental Declaration of Fred Cromer in Support of Motion of the Debtor for Entry of Interim and Final Orders (I) Authorizing (A) the Debtors to Maintain their Existing Cash Management System, Bank Accounts, and Business Forms, (B) the Debtors to Open and Close Bank Accounts, and (C) Financial Institutions to Administer the Bank Accounts and Honor and Process Related Checks and Transfers, (II) Waiving Deposit and Investment Requirements, and (III) Allowing Intercompany Transactions and Affording Administrative Expense Priority to Post-Petition Intercompany Claims [ECF No. 475]

Status: This matter is going forward on a contested basis.

**4. STATUS CONFERENCE**

*Movant Steven P. Endres' Ex Parte Motion to Contest Debtors' Petition for Relief and for Relief from Automatic Stay* [ECF No. 428]

Related Documents:

- A. Debtors' Statement Regarding Movant Steven P. Endres' Purported Ex Parte Motion to Contest the Debtors' Petition for Relief and for Relief From Automatic Stay [ECF No. 449]
- B. Notice of Status Conference [ECF No. 466]

Status: This conference is going forward.

**5. PRE-TRIAL CONFERENCE**

*Zim Aircraft Cabin Solutions, LLC v. Spirit Airlines, Inc.*, Adv. No. No. 24-04044 (SHL) (Bankr. S.D.N.Y. Dec. 13, 2024)

Related Documents:

- A. Adversary Complaint [ECF No. 197; Adv. ECF No. 1]
- B. Summons and Notice of Pretrial Conference in an Adversary Proceeding [Adv. ECF No. 8]
- C. Stipulation and Agreed Order Extending the Deadline for Defendant Spirit to Respond to Plaintiff's Complaint [Adv. ECF No. 11]
- D. Notice of Rescheduling of Pre-Trial Conference Scheduled for February 13, 2025, at 11:00 a.m. [Adv. ECF No. 12]
- E. Stipulation and Agreed Order Extending the Deadline for Defendant Spirit to Respond to Plaintiff's Complaint [Adv. ECF No. 14]

Status: This conference is going forward.

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Dated: February 11, 2025  
New York, New York

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