

**HARLEM PARK PARTNERS, INC.**

Ameer Flippin, CEO  
650 California St. 7 Fl  
San Francisco, CA 94108  
Telephone: (240) 581-4693  
AmeerFlippin@Outlook.com

*Pro se Interested Party as sole  
shareholder of Harlem Park Partners, Inc.,  
an Investment Advisory & Financial Engineering Firm*

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

**In re:**

**SPIRIT AVIATION HOLDINGS, INC., et al.,  
  
Debtors.<sup>1</sup>**

**Chapter 11**

**Case No. 25-11897 (SHL)**

**Jointly Administered**

**MOTION OF AMEER FLIPPIN OF HARLEM PARK PARTNERS, INC.  
TO INTERVENE PURSUANT TO FEDERAL RULE 24 AND  
BANKRUPTCY RULE 7024 IN AN ADVERSARY PROCEEDING  
AND SUPPORTING [ PROPOSED ] ORDER**

Ameer Flippin, CEO of Harlem Park Partners, Inc. (the "Movant"), respectfully moves this Court for entry of an Order, pursuant to Federal Rule of Civil Procedure 24(a) and (b) and Federal Rule of Bankruptcy Procedure 7024, permitting the Movant to intervene in the above-captioned chapter 11 cases (the "Chapter 11 Cases"). In support of this Motion, the Movant respectfully states:

1. On August 29, 2025 (the "Petition Date"), each of the Debtors in the above-captioned cases filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). The Debtors are authorized to continue to operate their businesses and manage their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Chapter 11 Cases are being jointly administered.

2. The Movant has a direct, significant, and legally protectable interest in the subject matter of these cases, specifically relating to the "PIK Toggle Secured Notes" and the assignment of a portion of the debt to Harlem Park Partners, Inc. The Movant's participation is essential to protect its rights and interests, which will not be adequately represented by the existing parties in these proceedings.
3. The Movant's intervention will not cause undue delay or prejudice to the existing parties. Instead, it will bring a necessary perspective to the proceedings, helping to ensure a comprehensive and just resolution for all parties.
4. The Movant seeks to be granted intervenor status for all purposes in the Chapter 11 Cases, including but not limited to, the right to file pleadings, notices, and motions, attend hearings, and receive service of all documents filed in these cases.
5. This motion is based upon the Declaration of Ameer Flippin and all prior filings in these Chapter 11 Cases, including but not limited to the Notice of Appearance and the email correspondence regarding the "PIK Toggle Secured Notes" and asset assignment.
6. The purpose of the Offer is to acquire an ownership interest in the Company. Furthermore, our interest extends to exploring a "strategic breakup of Spirit Aviation Holdings, Inc. to include a new startup airline" that would start operation during the Chapter 11 reorganization pending approval of the appropriate licenses from the federal government. The objective is to create a separate, small luxury startup alliance airline company. This new entity would operate exclusively on the top 10 busiest domestic routes, in alignment with Spirit's existing full-service strategy. We believe this multi-faceted approach, combining a Tender Offer with a strategic breakup, could be a beneficial component of the restructuring, and wish to have this matter considered in bankruptcy. Following the successful completion of this initial 6.0% Tender Offer, the Purchaser may seek to explore potential post-offer acquisition plans.

WHEREFORE, the Movant respectfully requests that this Court enter the Proposed Order, in the form attached hereto, granting this Motion and permitting the Movant to intervene in these Chapter 11 Cases for all purposes, and for such other and further relief as the Court may deem just and proper.

Dated: San Francisco, CA  
September 4, 2025

**HARLEM PARK PARTNERS, INC.**  
*an Investment Advisory & Financial  
Engineering Firm*

By: /s/ Ameer Flippin

Ameer Flippin  
Harlem Park Partners, Inc.  
650 California Street 7 Fl  
San Francisco, CA 94108  
Telephone: (240) 581-4693  
AmeerFlippin@Outlook.com

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**[ PROPOSED ] ORDER  
GRANTING MOTION TO INTERVENE**

Upon the Motion (the "Motion") of Ameer Flippin, CEO of Harlem Park Partners, Inc. (the "Movant"), Pro se, seeking an order pursuant to Federal Rule of Civil Procedure 24(a) and (b) and Federal Rule of Bankruptcy Procedure 7024 to intervene in the above-captioned Chapter 11 Cases; and the Court having reviewed the Motion and the record in these cases; and the Court finding that Movant has a direct, significant, and legally protectable interest in the subject matter of the Chapter 11 Cases and that such interest will not be adequately represented by the existing parties; and the Court further finding that granting the relief requested in the Motion is in the best interests of the Debtors' estates and creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED that:

1. The Motion is GRANTED.
2. The Movant is hereby granted intervenor status in the Chapter 11 Cases for all purposes, including, but not limited to, the right to file pleadings, notices, and motions, attend hearings, and receive service of all documents filed in these cases.
3. The Court retains jurisdiction over any matter arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: \_\_\_\_\_, 2025  
White Plains, New York

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THE HONORABLE SEAN H. LANE  
UNITED STATES BANKRUPTCY JUDGE.