

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.¹**

Chapter 11

Case No. 25-11897 (SHL)

Jointly Administered

NOTICE OF WITHDRAWAL OF

**TENDER OFFER OF AMEER FLIPPIN OF HARLEM PARK PARTNERS, INC. FOR DEBT
EXCHANGE FOR 6% OF COMMON SHARES OF SPIRIT AVIATION HOLDINGS, INC.**

I, Ameer Flippin, CEO of Harlem Park Partners, Inc. (the "Movant"), a pro se litigant and interested party in the above-captioned cases, hereby gives notice of the withdrawal of Tender Offer.

**Schedule TO-T/A NOTICE OF WITHDRAWAL OF TENDER OFFER
(Amendment No. 1 to Schedule TO)**

**Tender Offer Statement under Section 14(d)(1)
or 13(e)(1) of the Securities Exchange Act of 1934**

Bidder's Name: Harlem Park Partners, Inc.

Filed by: Harlem Park Partners, Inc.

Subject Company: Spirit Aviation Holdings, Inc.

Explanatory Note:

This Amendment No. 1 to Schedule TO (this "Amendment") amends the Tender Offer Statement on Schedule TO, originally filed with the Securities and Exchange Commission (the "SEC") on, September 2nd, 2025 by Harlem Park Partners, Inc. ("Bidder"), relating to its previously announced tender offer for a debt exchange Offer for 6% of the outstanding shares of common stock of Spirit Aviation Holdings, Inc. (the "Company").

Item 4. Terms of the Transaction

The Bidder hereby withdraws its tender offer for all outstanding shares of common stock of the Company.

Item 11. Additional Information

On September 9th, 2025, the Bidder issues a public announcement stating that, due to the interference by third parties, the failure of phone and email services by Outlook.com, the failure of the corporation to respond to requests for Meet and Confer Meetings, the Bidder, Harlem Park Partners, Inc. is terminating and withdrawing its tender offer. It is believed that the President, the Senate, the House and Federal Regulators have issued ORDERS contrary to supporting a Tender Offer.

Additionally, a NOTICE OF WITHDRAWAL of Tender Offer to Purchase a total of 1,552,800 Shares (6.0%) of Spirit Aviation Holdings, Inc. (Ticker: FLYY) of Common Stock (from the Corporate Treasury Shares) calculated based on a Total of 25,880,000 Shares Outstanding at a Share Value of \$1.25/ Share in a Debt Exchange Offer of \$1,000 = Par Increments of 5-Year Notes; Coupon 12% for \$1,000 Increments of Spirit Aviation Senior Secured Debt (\$1,941,000) secured with an undivided interest in Aircraft Fleet as collateral. The information in this statement is certified to be true, complete, and correct. The Bidder, Harlem Park Partners, Inc. is not obligated to purchase any shares that were previously announced for tender. The Movant hereby withdraws the Objection in its entirety.

Dated: San Francisco, CA
September 10th, 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

EXHIBIT A

1. SEC Filings of Notice of Withdrawal of Tender Offer

Schedule TO-T/A NOTICE OF WITHDRAWAL OF TENDER OFFER

(Amendment No. 1 to Schedule TO)

**Tender Offer Statement under Section 14(d)(1)
or 13(e)(1) of the Securities Exchange Act of 1934**

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Filed by: Harlem Park Partners, Inc.

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The Bidder is not obligated to purchase any shares that were previously announced for tender.

/s/ Ameer Flippin

The information in this statement is certified to be true, complete, and correct.

Harlem Park Partners, Inc.

By: Ameer Flippin, _____

Name: Ameer Flippin

Title: CEO

Date: September 9th, 2025

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE TO – T T/A**

NOTICE OF WITHDRAWAL

**Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934**

SPIRIT AVIATION HOLDINGS, INC.

(Ticker: FLYY)

(Name of Subject Company)

Affiliate of Harlem Park Partners, Inc.

(Offeror)

a wholly-owned subsidiary of

HARLEM PARK PARTNERS, INC.

(CIK #: 0002001926)

(Parent of Offeror)

This is a NOTICE OF WITHDRAWAL of
Tender Offer to Purchase a total of 1,552,800 Shares (6.0%)
of Spirit Aviation Holdings, Inc. (Ticker: FLYY) of Common Stock
(from the Corporate Treasury Shares) calculated based on a Total of
25,880,000 Shares Outstanding at a Share Value of \$1.25/ Share in a
Debt Exchange Offer of \$1,000 = Par Increments of 5-Year Notes; Coupon 12%
for \$1,000 Increments of Spirit Aviation Senior Secured Debt (\$1,941,000)
secured with an undivided interest in Aircraft Fleet as collateral.
(Title of Class of Securities)

84863V 101

(CUSIP Number of Class of Securities)

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

(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications on Behalf of Filing Persons)

With a copy to:
Ameer Flippin
Harlem Park Partners, Inc.
HarlemParkPartners.com
650 California St. 7 Fl
San Francisco, CA 94108
AmeerFlippin@Outlook.com
(240) 581-4693

- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$0
Form or Registration No.: Schedule TO-T T/A

Filing Party: Harlem Park Partners, Inc.
Date Filed: September 9th, 2025

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- Withdrawal of third-party tender offer subject to Rule 14d-1.
 issuer tender offer subject to Rule 13e-4.
 going-private transaction subject to Rule 13e-3.
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
-
-

All information regarding the Offer as set forth in the Schedule TO, including any exhibits and annexes thereto that were previously filed with the Schedule TO, is hereby expressly incorporated by reference in response to Items 1 through 9 and Item 11 of this Schedule TO and is supplemented by the information specifically provided in this Amendment, except as otherwise set forth below. This Amendment should be read together with the Schedule TO. Capitalized terms used but not defined in this Amendment have the meanings ascribed to them in the Schedule TO.

Exhibits.

| Exhibit No. | Description |
|--------------------|--------------------|
|--------------------|--------------------|

SIGNATURES

After due inquiry and to the best of their knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: September 9th, 2025

HARLEM PARK PARTNERS, INC.

By: /s/ Ameer Flippin
Name: Ameer Flippin
Title: Chief Executive Officer and Chief Financial Officer

SPIRIT AVIATION HOLDINGS, INC.

By: _____
Name:
Title:

**NOTICE OF WITHDRAWAL OF
SPIRIT AVIATION HOLDINGS, INC. TENDER OFFER**

September 9th, 2025

DAVIS POLK & WARDWELL LLP
450 Lexington Avenue
New York, New York 10017

Dear Attorneys of Davis Polk LLP, Other Attorneys for Debtors and All Interested Parties,

In re: NOTICE OF WITHDRAWAL of Harlem Park Partners, Inc.'s Debt Exchange
(Assignment) for 6.0% Equity Tender Offer to Spirit Aviation Holdings, Inc

This letter is to inform you that we no longer tend to pursue a Tender Offer as a result of significant developments concerning Spirit Aviation Holdings, Inc. and its outstanding common stock. Please consider this as a NOTICE OF WITHDRAWAL of the Tender Offer.

Please be advised that Harlem Park Partners, Inc., on behalf of an affiliate, has filed a Notice of Withdrawal of the Tender Offer Tombstone with the U.S. Securities and Exchange Commission (SEC) today, September 9th, 2025. This filing is in support of a WITHDRAWAL OF a proposed Debt Exchange Offer to acquire 6% of the outstanding shares of Common Stock of Spirit Aviation Holdings, Inc.

The filing of the Withdrawal Tombstone serves as an official notice of our intent to discontinue with this transaction.

Respectfully submitted,

/s/ Ameer Flippin

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