

**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 PUBLIC AUCTION FOR THE
SALE OF CERTAIN OF THE DEBTORS' AIRCRAFT**

Spirit Aviation Holdings, Inc. and its direct and indirect subsidiaries (collectively, the “**Debtors**,” the “**Company**,” or “**Spirit**”), each of which is a debtor and debtor in possession in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), hereby files this *Notice of Auction for the Sale of Certain of the Debtors' Aircraft* (the “**Sale Notice**”) to provide notice of the following:

PLEASE TAKE NOTICE that Spirit Airlines, LLC (the “**Seller**”) has entered into an Aircraft Sale and Purchase Agreement, dated February 9, 2026 (the “**Aircraft Sale Agreement**”), with CSDS Asset Management LLC (the “**Stalking Horse Buyer**”) to sell (the “**Sale**”) 20 Airbus model A320 aircraft and Airbus model A321 aircraft (each, as described more fully in the Aircraft Sale Agreement, an “**Aircraft**”, and collectively, the “**Aircraft**”) as a package sale, subject to the submission of higher or otherwise better offers in an auction process (the “**Auction**”).

PLEASE TAKE FURTHER NOTICE that, on March 12, 2026, the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) entered the *Order (A) Approving Bidding Procedures and Bid Protections in Connection With the Sale of Certain Aircraft, (B) Approving the Form and Manner of Applicable Notices and (C) Scheduling an Auction and Sale Hearing* [ECF No. 845] (the “**Bidding Procedures Order**”),² authorizing the Debtors to conduct the Auction.

¹ The Debtors' names and last four digits of their respective employer identification numbers are as follows: Spirit Aviation Holdings, Inc. (1797); Spirit Airlines, LLC (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 Bidding Procedures Order, the Bidding Procedures or the *Debtors' Motion for Entry of (I) an Order (A) Approving Bidding Procedures and Bid Protections in Connection with the Sale of Certain Aircraft, (B) Approving the Form and Manner of Applicable Notices and (C) Scheduling an Auction and Sale Hearing and (II) an Order (A) Authorizing the Sale of Aircraft and Related Assets Free and Clear of All Liens, Claims and Encumbrances and Other Interests and (B) Granting Related Relief* [ECF No. 770] (the “**Sale Motion**”).

PLEASE TAKE FURTHER NOTICE that, pursuant to the Bidding Procedures Order, any party wishing to participate in the Auction must do so in accordance with the Bidding Procedures and the Bidding Procedures Order, including (i) the submission of a Potential Bid Package to the parties identified in the Bidding Procedures and (ii) if determined to be a Potential Bidder, the submission of a Bid meeting the criteria specified in the Bidding Procedures such that it is actually received on or before the Bid Deadline by the parties identified in the Bidding Procedures.

PLEASE TAKE FURTHER NOTICE that, if Spirit receives one or more Qualified Bids (excluding consideration of the Aircraft Sale Agreement with the Stalking Horse Buyer) within the requirements and time frame specified by the Bidding Procedures, Spirit will conduct the Auction on April 20, 2026, at 10:00 a.m. (prevailing Eastern Time) at the offices of Debevoise & Plimpton LLP (66 Hudson Boulevard East, New York, NY 10001), or at any such other location as Spirit may hereafter designate (with notice of such alternate location given to all Qualified Bidders under the Bidding Procedures).

PLEASE TAKE FURTHER NOTICE that Spirit will seek approval of the Sale before the Honorable Sean H. Lane of the United States Bankruptcy Court for the Southern District of New York, on April 23, 2026, at 11:00 a.m. (prevailing Eastern Time).

PLEASE TAKE FURTHER NOTICE that any objections to the proposed Sale shall be (a) in writing, in English, and in text-searchable format, (b) filed with the Bankruptcy Court electronically, (c) set forth the name of the objecting party, the nature and amount of any claims or interests held or asserted against the Debtor's estates, the basis for the objection and the specific grounds therefor and (d) served on the Debtors and the Sale Notice Parties specified in the Bidding Procedures Order so as to be received no later than 4:00 p.m. (prevailing Eastern Time) on April 22, 2026 (the “**Objection Deadline**”), in each case, in accordance with the Bidding Procedures Order, Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”), the Court’s *Order Implementing Certain Notice and Case Management Procedures* [ECF No. 61], and the Court’s Chambers’ Rules (available at <https://www.nysb.uscourts.gov/content/judge-sean-h-lane>), to the extent applicable.

CONSEQUENCES OF FAILING TO TIMELY FILE AND SERVE AN OBJECTION

ANY PARTY OR ENTITY WHO FAILS TO TIMELY FILE AND SERVE AN OBJECTION TO THE SALE ON OR BEFORE THE OBJECTION DEADLINE IN ACCORDANCE WITH THE BIDDING PROCEDURES ORDER SHALL BE FOREVER BARRED FROM ASSERTING ANY OBJECTION TO THE SALE, INCLUDING WITH RESPECT TO THE TRANSFER OF THE PROPERTY FREE AND CLEAR OF LIENS, CLAIMS, ENCUMBRANCES AND OTHER INTERESTS EFFECTED THEREUNDER.

PLEASE TAKE FURTHER NOTICE that copies of the Sale Motion and the Bidding Procedures Order, as well as all related exhibits including the Bidding Procedures and the Aircraft Sale Agreement, may be obtained (i) from the Debtors’ notice, claims and balloting

agent, Epiq at its website at <https://dm.epiq11.com/case/spirit>, by clicking on the “Dockets” link or (ii) for a fee via PACER at <https://ecf.nysb.uscourts.gov/>.

Dated: March 12, 2026
New York, NY

DEBEVOISE & PLIMPTON LLP

/s/ Jasmine Ball

Jasmine Ball

Elie J. Worenklein

66 Hudson Boulevard East

New York, NY 10001

Tel.: (212) 909-6000

jball@debevoise.com

eworenklein@debevoise.com

Fleet Counsel to the Debtors and Debtors in Possession