

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re)
)
Spirit Airlines, Inc.,) Case No. 25-11897 (SHL)
)
Debtor.) Chapter 11
)

**OBJECTION TO DEBTORS’ MOTION OF THE DEBTORS FOR ENTRY OF ORDERS
(I)(A) APPROVING BIDDING PROCEDURES FOR SALE OF THE DEBTORS’
ASSETS, (B) AUTHORIZING THE POTENTIAL SELECTION OF STALKING HORSE
BIDDER(S), (C) APPROVING BID PROTECTIONS, (D) SCHEDULING AUCTION(S)
FOR, AND HEARING(S) TO APPROVE, THE SALE OF THE DEBTORS’ ASSETS, (E)
APPROVING THE FORM AND MANNER OF NOTICES OF SALE, AUCTION(S), AND
SALE HEARING(S), AND (F) APPROVING THE ASSUMPTION AND ASSIGNMENT
PROCEDURES, (II)(A) APPROVING THE SALE OF THE DEBTORS’ ASSETS FREE
AND CLEAR OF LIENS, CLAIMS, INTERESTS, AND ENCUMBRANCES AND
(B) AUTHORIZING ASSUMPTION AND ASSIGNMENT OF EXECUTORY
CONTRACTS AND UNEXPIRED LEASES, AND (III) GRANTING RELATED RELIEF**

Comes Now, the undersigned and on behalf of the Port Authority of New York & New Jersey (the “Port Authority”) and files this Objection to Debtors’ Motion of the Debtors for Entry of Orders (I)(A) Approving Bidding Procedures For Sale Of The Debtors’ Assets, (B) Authorizing the Potential Selection of Stalking Horse Bidder(s), (C) Approving Bid Protections, (D) Scheduling Auction(s) for, and Hearing(s) to Approve, The Sale of the Debtors’ Assets, (E) Approving the Form and Manner of Notices of Sale, Auction(s), and Sale Hearing(s), And (F) Approving the Assumption and Assignment Procedures, (II)(A) Approving the Sale of the Debtors’ Assets Free and Clear of Liens, Claims, Interests, and Encumbrances and (B) Authorizing Assumption And Assignment Of Executory Contracts and Unexpired Leases, and (III) Granting Related Relief (the “Objection”). In support of the Objection, the Port Authority states as follows:

1. The Debtors on May 27, 2026 [Dkt. 1117] filed the Bidding Procedures Motion.
2. Pursuant to the contemporaneous filed Notice, the Debtors noted that the hearing on the Bidding Procedures Motion is to take place on June 10, 2026 and noted an objection deadline of June 3, 2026.
3. In the Bidding Motion, the Debtors indicate that they seek to sell airport landing slots at New York's LaGuardia Airport ("LGA Slots") that is managed and run by the Port Authority.
4. The Port Authority files this Objection to the Bidding Procedures Motion and notes as follows:
 - a. The Debtors appear to be under the mistaken belief that the LGA slots are based upon a contract or license that is fungible and transferable. This is an incorrect assumption.
 - b. There are a select few airports in the United States that landing authority for airlines is regulated by both the Federal Aviation Authority ("FAA") and the airport. Simply stated, there is no contract or license to assume and assign. Rather, landing slots are a privilege that can be withdrawn or cancelled to meet the potential needs of the National Airspace System and the airport..
 - c. The regulatory structure governing landing slots, created by Congress, provides for involvement of airports and the FAA in the imposition of slot controls and the assignment and transfer process. *See Air Transport Ass'n of Am., Inc. v. U.S. Dept. of Transp.*, 613 F.3d 206, 216-17 (D.C. Cir. 2010).
 - d. Moreover, the job of managing airports is delegated to airport proprietors who have the right to control the use of their own airfield and terminal facilities in

compliance with federal law. *See W. Air Lines v. Port Auth. of N.Y. & N.J.*,
658 F. Supp. 952, 956-57 (S.D.N.Y. 1986), *aff'd*, 817 F.2d 222 (2d Cir. 1987).
Slots themselves do not have intrinsic value without corresponding permission
from the airport sponsor to utilize particular facilities at the airport, which is
not and could not be auctioned alongside the slots themselves.

Accordingly, based upon the foregoing, the Port Authority objects to the sale of the LGA
Slots as identified in the Bidding Procedures Motion and respectfully requests the Court to enter
an order in accordance with this pleading.

Respectfully Submitted,

/s/ R. Scott Williams
R. Scott Williams
Counsel for
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CERTIFICATE OF SERVICE

I hereby certify that I have served a copy of the foregoing electronically through the CM/ECF system and on the persons listed below on this the 3rd day of June, 2026.

/s/ R. Scott Williams
R. Scott Williams

The U.S. Trustee, 1 Bowling Green, New York, NY 10004, Attn: Shara Cornell (shara.cornell@usdoj.gov) and Rachael E. Siegel (Rachael.E.Siegel@usdoj.gov);

Counsel to the Debtors, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017, Attn: Marshall S. Huebner, Darren S. Klein, Christopher S. Robertson, and Joseph S. Brown

Counsel to the Official Committee of Unsecured Creditors (the “Committee”), Willkie Farr & Gallagher LLP, 787 7th Avenue, New York, NY 10019, Attn: Brett H. Miller, Todd M. Goren, James H. Burbage, and Jessica D. Graber (bmiller@willkie.com, tgoren@willkie.com, jburbage@willkie.com, and jgrabber@willkie.com)

Counsel to the Ad Hoc Group of Senior Secured Noteholders, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036, Attn: Michael S. Stamer and Jason Rubin; and (v) counsel to the RCF Agent, Milbank LLP, 55 Hudson Yards, New York, NY 10001-2163, Attn: Andrew Harmeyer and Jason Kestecher (collectively, the “Objection Service Parties”).