

**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

**STIPULATION AND AGREED ORDER DIRECTING THE UNITED STATES
TRUSTEE TO APPOINT CONSUMER PRIVACY OMBUDSMAN**

TO: THE HONORABLE SEAN H. LANE,
UNITED STATES BANKRUPTCY JUDGE:

William K. Harrington, the United States Trustee for Region 2 (the “**United States Trustee**”), and Spirit Aviation Holdings, Inc., with its affiliated debtor entities (collectively, the “**Debtors**”) (the United States Trustee together with the Debtors, the “**Parties**”) hereby enter into this stipulation and agreed order (the “**Stipulation and Agreed Order**”) directing the United States Trustee to appoint a consumer privacy ombudsman (“**CPO**”).

Recitals

WHEREAS, on August 29, 2025 (the “**Petition Date**”), each Debtor filed a voluntary petition under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”), thereby commencing the Chapter 11 Cases;

WHEREAS, on June 22, 2026, this Court entered the *Order (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)*

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.

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 And (II) Granting Related Relief [ECF No. 1213] (the “**Bidding Procedures Order**”)²;

WHEREAS, the Parties have determined that it is in their best interests to enter into this Stipulation and Agreed Order agreeing (a) to the appointment of a Consumer Privacy Ombudsman (“**CPO**”) pursuant to 11 U.S.C. §§ 105(a) and 332 with respect to the sale of the Debtors’ customers’ “personally identifiable information,” as such term is defined in 11 U.S.C. § 101(41A) (“**PII**”), and (b) to cooperate with the CPO to fulfill his/her duties; and

WHEREAS, the Parties are authorized to enter into this Stipulation and Agreed Order;

NOW, IT IS THEREFORE STIPULATED AND AGREED, AND UPON APPROVAL BY THE COURT OF THIS STIPULATION AND AGREED ORDER AS INDICATED BELOW, IT IS SO ORDERED AS FOLLOWS:

1. The foregoing recitals are incorporated herein by reference.
2. To facilitate sales of PII and to assist the Court in connection therewith, the United States Trustee shall appoint a disinterested person to serve as CPO.
3. The CPO shall (a) perform the functions set forth in 11 U.S.C. § 332(b), subject to the terms of this Stipulation and Agreed Order, and (b) at all times comply with 11 U.S.C. § 332(c).
4. If a report or recommendation of the CPO is required to be submitted, then any such report or recommendation must be submitted at least 7 days prior to the applicable Sale Hearing.
5. The CPO shall be compensated in accordance with Section 330 of the Bankruptcy Code upon Court approval of a request for compensation, and shall have the benefit of the “Professional Fee Carve Out” set forth in paragraph 13 of the *Final Order (I) Authorizing the*

² Capitalize terms used but not defined herein shall have the meanings ascribed to such terms in the Bidding Procedures Order or the Bidding Procedures approved thereby.

Debtors to Obtain Postpetition Financing; (II) Granting Senior Secured Liens and Superpriority Administrative Expense Claims; (III) Authorizing the Debtors to Utilize Cash in Encumbered Accounts; (IV) Granting Adequate Protection; (V) Modifying the Automatic Stay; and (VI) Granting Related Relief [ECF No. 394], as amended, supplemented, or otherwise modified from time to time, including by the Agreed Order [ECF No. 643] and Final DIP Order Amendment No. 2 attached as Exhibit 1 to the *Order (I) Authorizing the Debtors to Wind Down Operations, (II) Approving the Debtors' Use of Cash Collateral and Amendments to the DIP Credit Agreement and Final DIP Order, (III) Authorizing Modification or Termination of the Debtors' Employee Programs, (IV) Approving Wind-Down Retention Plan, (V) Approving Modification of Contract Rejection Procedures, (VI) Approving Non-Fleet Assets Sale Procedures, (VII) Approving Non-Fleet Assets Abandonment Procedures, (VIII) Approving the Use of Certain Third-Party Contractors, (IX) Approving Protections for Certain Persons Implementing the Wind-Down, (X) Enforcing an Administrative Stay, (XI) Authorizing the Preemption of Applicable Laws and Ordinances for the Debtors to Effectuate the Wind-Down, (XII) Authorizing the Debtors to Take Any and All Actions Necessary to Implement the Wind-Down, and (XIII) Granting Related Relief* [ECF No. 1048] (the “**Final DIP Order**”) in an aggregate amount not to exceed \$50,000 (or such other amount as agreed between the Debtors and the Required DIP Lenders (as defined in the Final DIP Order)) to the extent such compensation is set forth in the Approved Wind-Down Budget (as defined in the Final DIP Order); *provided* that any compensation paid to the CPO shall not reduce the Post-Carve Out Notice Amount (as defined in the Final DIP Order).

6. Nothing in this Stipulation and Agreed Order or the relief sought and granted herein shall constitute or be deemed: (a) an admission by the Debtors or any party in interest of (i) any failure to comply with applicable privacy policies in effect on the date of the commencement of

this bankruptcy case and (ii) whether any proposed sale or lease of PII complies with such policies; (b) a waiver of the Debtors' or any other party in interest's right to seek further recourse of the Court should any conflict arise related to the appointment and service of a CPO; or (c) a waiver of the CPO's ability to seek remedy of this Court should parties fail to provide information and documentation necessary to complete their duties as provided herein and pursuant to 11 U.S.C. § 332.

7. This Stipulation and Agreed Order constitutes the entire agreement between the Parties in respect of the subject matter hereof and shall not be modified, altered, amended, or vacated without the prior written consent of all Parties hereto.

8. Notwithstanding anything to the contrary in the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules for the Southern District of New York (the "**Local Rules**"), or otherwise, the terms and conditions of this Stipulation and Agreed Order shall be immediately effective and enforceable upon its entry.

IN WITNESS WHEREOF, and in agreement herewith, by and through the undersigned counsel, the Parties have executed and delivered this Stipulation and Agreed Order as of the day first set forth below.

Dated: July 13, 2026

DAVIS POLK & WARDWELL LLP

By: /s/ Christopher S. Robertson
Marshall S. Huebner
Darren S. Klein
Christopher S. Robertson
450 Lexington Avenue
New York, NY 10017
Tel.: (212) 450-4000

Counsel to the Debtors and Debtors in Possession

SO ORDERED.

Dated: July 15, 2026
White Plains, New York

WILLIAM K. HARRINGTON
UNITED STATES TRUSTEE, Region 2

By: /s/ Shara Cornell
Shara Cornell
Trial Attorney
Department of Justice
Office of the United States Trustee
Alexander Hamilton U.S. Custom House
One Bowling Green Rm. 534
New York, New York 10004

/s/ Sean H. Lane
THE HONORABLE SEAN H. LANE
UNITED STATES BANKRUPTCY JUDGE