UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	**Chapter 11**
SPIRIT AVIATION HOLDINGS, INC., *et al.*,	**Case No. 25-11897 (SHL)**
Debtors.[1]	**Jointly Administered**

SUPPLEMENTAL
DECLARATION OF MARC BILBAO
IN SUPPORT OF THE DEBTORS' MOTION
FOR ENTRY OF AN ORDER AUTHORIZING THE SALE
OF 27-EETC FINANCED AIRCRAFT AND RELATED ASSETS
FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES,
AND OTHER INTERESTS AND (B) GRANTING RELATED RELIEF

Marc Bilbao declares and says:

1. I am a senior managing director of FTI Consulting, Inc. ("**FTI**"). I have led FTI's engagement as Spirit's financial advisor since FTI was engaged by Spirit in August 2025. FTI is a leading advisory firm that delivers a broad range of interrelated strategic, operational and financial advisory services. Specifically, FTI's services include, among others, assessments of an organization's financial and operational condition, performance management and improvement, interim and crisis management, restructuring and turnaround consulting, merger and acquisition services, and advisory and guidance through the bankruptcy process. FTI has provided financial advisory services in large and complex chapter 11 cases in this district and throughout the country.

2. I have 28 years of professional experience as a restructuring advisor, investment banker, and financial advisor, among other roles, to companies during both out-of-court and

[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.

chapter 11 proceedings throughout the United States. I have a B.S. in Business Administration from Seattle University and am a Chartered Financial Analyst.

3. I am generally familiar with Spirit's day-to-day operations, businesses, and financial affairs, and the circumstances leading up to the Chapter 11 Cases.[2] I am over the age of 18 and authorized to submit this declaration (the "**Supplemental Declaration**") to supplement my prior declaration [ECF No. 1356] (the "**Initial Declaration**") on behalf of the Debtors in support of the *Debtors' Motion for Entry of (I) An Order (A) Approving Bidding Procedures and Bid Protections in Connection with the Sale of 27 EETC-Financed 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, Encumbrances, and Other Interests and (B) Granting Related Relief* [ECF No. 1251] (together with the exhibits and other attachments thereto, the "**Sale Motion**"). The Initial Declaration is incorporated herein by reference.

4. On July 27, 2026, the Court entered an *Order (A) Approving Bidding Procedures and Bid Protections in Connection with the Sale of 27 EETC-Financed Aircraft, (B) Approving the Form and Manner of Applicable Notices, and (C) Scheduling the Auction and Sale Hearing* [ECF No. 1397] (the "**Bidding Procedures Order**"), thereby approving certain of the relief sought in the Sale Motion. This Supplemental Declaration is focused on the second set of relief requested in the Sale Motion, which is the entry of the Sale Orders and granting related relief.

5. Except as otherwise indicated, the facts set forth in this Supplemental Declaration are based upon my personal knowledge, my review of the relevant documents, information prepared or provided to me by employees of, or professional advisors to, Spirit, or my opinion

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[2] Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Sale Motion.

based upon experience, knowledge, and information concerning Spirit's operations and the airline industry generally. If called upon to testify, I would testify competently to the facts set forth in this Supplemental Declaration.

6. To facilitate Spirit's orderly Wind-Down and maximize recoveries for all stakeholders, Spirit decided to sell its ownership interests in 27 Airbus model A320 aircraft and Airbus model A321 aircraft (each, a "**Subject Aircraft**," and collectively, the "**Subject Aircraft**") as part of a competitive sale process. The Bidding Procedures approved by the Bidding Procedures Order authorized Spirit to market and sell the Subject Aircraft in an efficient and value-maximizing manner, as more fully described below. As a result of that process, the Debtors received one Qualified Bid that was a higher or otherwise better Bid than the Stalking Horse Buyer's Bid, solely in connection with Lot 6 of the Subject Aircraft, from FTAI Aircraft Leasing Bermuda (2026) Ltd. (the "**FTAI Buyer**"). The Stalking Horse Buyer determined not to submit an Overbid for Lot 6. As a result, in consultation with the Consultation Parties and the Stalking Horse Buyer's advisors, the Debtors cancelled the Auction (after previously adjourning the Auction twice). For the reasons stated below, I believe that the Sale of the Subject Aircraft to the Stalking Horse Buyer and the FTAI Buyer as a result of the Debtors' competitive bidding process is in the best interest of the Debtors' estates and that the Court should grant the requested relief of entry of the Sale Orders and related relief.

Sale Process

7. As explained in the *Declaration of Fred Cromer in Support of (I) the Wind-Down Motions and (II) the Motion to Shorten* [ECF No. 1011] (the "**Wind-Down Declaration**"), following a sustained increase in the price of fuel, Spirit reluctantly decided that it had no choice but to cease operations and pursue the Wind-Down.

8. Consistent with the Wind-Down, Spirit is continuing to liquidate its assets in an orderly and expeditious manner, maximizing the value of the Debtors' estates while minimizing the costs associated with winding down a large commercial airline.

9. In accordance with the Wind-Down Plan (as defined in the Wind-Down Declaration), Spirit decided to sell the Subject Aircraft and related equipment, with the Stalking Horse Buyer setting the baseline conditions for such Sale as provided in the Bidding Procedures Order and the Bidding Procedures attached thereto. I believe that monetizing the Subject Aircraft is necessary to and will facilitate the Wind-Down by maximizing recoveries for all stakeholders and reducing the debt that is secured by the Subject Aircraft.

10. Following entry of the Bidding Procedures Order and in keeping with the Bidding Procedures approved therein, FTI contacted 137 targeted buyers, 40 of which responded with interest. 38 groups of interested parties were granted data room access, 33 of which executed a nondisclosure agreement to access the contents therein. Eventually, eight groups placed Bids for all or certain Lots of the Subject Aircraft. The Debtors adjourned the Auction twice, in consultation with the Consultation Parties, providing interested bidders additional time to improve their Bids and submit Qualified Bids. The FTAI Buyer's Qualified Bid for Lot 6 was the only Qualified Bid that was a higher or otherwise better Bid than the Stalking Horse Buyer's Bid, and the Stalking Horse Buyer determined not to submit an Overbid. As a result, the Debtors, in consultation with the Consultation Parties and the Stalking Horse Buyer's advisors, cancelled the Auction as there was no longer a benefit to or need for one.

11. I believe that the transactions reflected in the Aircraft Sale Agreement with the Stalking Horse Buyer to acquire Lots 1, 2, 3, 4, 5, 7 and 8, and the Aircraft Sale Agreement with the FTAI Buyer to acquire Lot 6 (together, the "**Aircraft Sale Agreements**") represent the best

offers for the Subject Aircraft, taken as a whole, and are in the best interests of the Debtors based upon (among other factors and without limitation) (a) the Purchase Prices provided in the Aircraft Sale Agreements, (b) the Bidding Procedures, and (c) the other terms set forth in the Aircraft Sale Agreements. I believe that it is imperative that Spirit implement the Sale of the Subject Aircraft to avail Spirit of the immediate cost savings and financial benefit through the Sale and to remain in compliance with the remainder of the Wind-Down Plan.

12. As set forth in the Initial Declaration, I believe that conducting the Sale subject to the Bidding Procedures was the method most likely to maximize the value for the benefit of the Debtors' estates and creditors, as it subjected the proposed transaction to a comprehensive market test that ensured the consideration received by the Debtors would be fair and reasonable. The Bidding Procedures provided the Debtors with significant flexibility to sell the Subject Aircraft to multiple separate purchasers, resulting in the FTAI Buyer being able to submit its Qualified Bid for Lot 6.

13. Lastly, I believe that each Aircraft Sale Agreement was negotiated at arm's length and in good faith with the applicable parties, during which all parties were represented by sophisticated counsel. I am not aware of any indication of any fraud, collusion, or any attempt to take grossly unfair advantage of the negotiation process or of any similar conduct.

Conclusion

14. For the reasons set forth above, I believe that (a) the relief requested in the Sale Motion with respect to entry of the Sale Orders is fair, equitable, and reasonable and represents a sound exercise of the Debtors' business judgment and (b) the Court's authorization for the Debtors to enter into the Aircraft Sale Agreements is in the best interest of the Debtors' estates and

economic stakeholders and will further serve to maximize value for the benefit of all creditors.

[*Signature Page Follows*]

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated: September 22, 2026
New York, New York

/s/ Marc Bilbao
Marc Bilbao
Senior Managing Director
FTI Consulting, Inc.