Claim #73 Date Filed: 6/3/2026

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re	Chapter 11
AF LIQUIDATING, LLC, *et al.*,[1]	Case No. 26-10183 (MFW)
Debtors.	(Jointly Administered)
	Re: D.I. 246

SPIRIT AIRLINES, LLC'S MOTION AND REQUEST FOR ALLOWANCE AND PAYMENT OF ADMINISTRATIVE EXPENSES

Spirit Airlines, LLC f/k/a Spirit Airlines, Inc. ("Spirit"), through undersigned counsel, hereby submits this motion and request (the "Request"), pursuant to section 503 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code"), for allowance and payment of an administrative expense claim in an amount not less than $1,858,550.71 (the "Postpetition Claim") for flight credits and other amounts accrued between February 11, 2026 (the "Petition Date") and May 9, 2026 (the "Sale Closing Date"). In support of this Request, Spirit incorporates by reference *Spirit Airlines, LLC's Limited Objection and Reservation of Rights to (I) the Notice of Potential Assumption, Assumption and Assignment, or Transfer of Executory Contracts and Unexpired Leases (D.I. 163) and (II) the Debtors' Sale Motion (D.I. 13)* (D.I. 246) (the "Sale and Cure Objection") and respectfully states as follows:

[1] The Debtors in these Chapter 11 Cases and the last four digits of their respective federal tax identification numbers are: AF Liquidating, LLC (1216); AF Dallas III Liquidating, LLC (5615); AF Dallas IV Liquidating, LLC (5558); AF Dallas Liquidating, LLC (3418); AF EU Operations Liquidating Corp. (9406); AF FLL Liquidating, LLC (6470); AF Latam Holding Liquidating Corp. (6475); AF Latam Sim Holdings II Liquidating, LLC (0473); AF Latam Sim Holdings III Liquidating, LLC (2592); AF Latam Sim Holdings IV Liquidating, LLC (0093); AF Latam Sim Holdings Liquidating, LLC (6475); AF Latam Liquidating, LLC (9545); AF Mexico Liquidating Corp. (1402); AF Orlando Liquidating, LLC (8409); AF Sanford Liquidating, LLC (6661); AF Sim Holding Liquidating Corp. (3325); AF Group Europe Liquidating, Corp. (5908); AF Group Topco Liquidating, LLC (5643); and AF Training Liquidating, LLC (6206). The Debtors' service address is 2800 Valley View Lane, Suite 180, Irving, Texas 75062. Debtor AF Liquidating, LLC was formerly known as Avenger Flight Group, LLC.

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JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this Request under 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157. Venue of this proceeding is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

2. On August 29, 2025, Spirit Airlines, LLC, and certain affiliates filed voluntary petitions for relief under chapter 11 of title 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York. Spirit and its affiliate debtors remain in possession of their property and continue to operate and manage their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.[2]

3. On February 11, 2026, the above-captioned debtors and debtors in possession (the "AFG Debtors") filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

Relevant Developments in the AFG and Spirit Bankruptcy Cases

4. On February 12, 2026, the AFG Debtors filed a *Motion for (I) An Order (A) Approving Bid Procedures for the Sale of the Debtors' Assets; (B) Approving Certain Bid Protections in Connection with the Debtors' Entry into Stalking Horse APA; (C) Scheduling the Auction and Sale Hearing; (D) Approving the Form and Manner of Notice Thereof; and (E) Granting Related Relief*; *and (II) An Order or Orders (A) Approving the Sale of the Debtors' Assets Free and Clear of All Encumbrances; and (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases* (D.I. 13) (the "Sale Motion").

[2] Nothing herein impacts Spirit's rights vis-à-vis its own bankruptcy case. Spirit reserves all its rights with respect to the powers and protections afforded it under the Bankruptcy Code and applicable law pursuant to its pending bankruptcy case.

5. On March 11, 2026, the Court entered the *Order (A) Approving Bid Procedures for the Sale of the Debtors' Assets; (B) Approving Certain Bid Protections in Connection with the Debtors' Entry into Stalking Horse APA; (C) Scheduling the Auction and Sale Hearing; (D) Approving the Form and Manner of Notice Thereof; and (E) Granting Related Relief* (D.I. 161) (the "Bid Procedures Order") authorizing the AFG Debtors to, among other things, establish procedures related to the assumption, assumption and assignment, and/or transfer of executory contracts and unexpired leases in connection with a sale or sales of the Debtors' assets.

6. On March 12, 2026, the AFG Debtors filed a cure notice pursuant to the Bid Procedures Order with an objection deadline of March 30, 2026, at 5:00 p.m. (ET). On March 30, 2026, Spirit filed its Sale and Cure Objection.

7. On April 8, 2026, the Court entered the *Order (I) Approving the Sale of Substantially All of the Debtors' Assets Free and Clear of All Liens, Claims, Interests, and Encumbrances, (II) Approving the Debtors' Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (III) Granting Related Relief* (D.I. 292) (the "Sale Order") approving the sale of substantially all the AFG Debtors' assets to AFG Newco, LLC ("Newco"), including accounts receivable and certain claims and causes of action of the AFG Debtors. The Sale Order reserved and preserved Spirit's rights, including rights of setoff, recoupment and otherwise, against the AFG Debtors and Newco. The sale closed to Newco on May 9, 2026. *See* D.I. 394.

8. On April 19, 2026, the AFG Debtors filed a motion (the "Rejection Motion"), seeking rejection of the Training Agreement. After filing the Rejection Motion, the AFG Debtors, Spirit, and Newco engaged in productive discussions to resolve the Rejection Motion and, to that end, on April 23, 2026, entered into a term sheet (the "Term Sheet") that,