

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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In re : Chapter 11
  
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AEROCENTURY CORP., *et al.*, : Case No. 21-10636 (JTD)
  
:
  
Debtors.<sup>1</sup> : (Jointly Administered)
  
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**SUPPLEMENTAL DECLARATION OF EVAN GERSHBEIN  
IN SUPPORT OF THE DEBTORS' APPLICATION  
FOR AUTHORIZATION TO EMPLOY AND RETAIN  
KURTZMAN CARSON CONSULTANTS LLC AS ADMINISTRATIVE  
ADVISOR EFFECTIVE AS OF THE PETITION DATE**

I, Evan Gershbein, being duly sworn, state the following under penalty of perjury:

1. I am the Executive Vice President of Corporate Restructuring Services for Kurtzman Carson Consultants LLC ("KCC"), whose offices are located at 222 N. Pacific Coast Highway, 3<sup>rd</sup> Floor, El Segundo, California 90245. Except as otherwise noted, I have personal knowledge of the matters set forth herein, and if called and sworn as a witness, I could and would testify competently thereto.

1. This supplemental declaration (this "Supplemental Declaration") is made in support of the *Debtors' Application for Authorization to Employ and Retain Kurtzman Carson Consultants LLC as Administrative Advisor Agent Effective as of the Petition Date* (the "Application") [Docket No. 61].<sup>2</sup>

2. This Supplemental Declaration incorporates the *Declaration of Evan Gershbein in Support of Application of Debtors for Authorization to Employ and Retain Kurtzman Carson*

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of their federal employer identification number, are: AeroCentury Corp. (3974); JetFleet Holding Corp. (5342); and JetFleet Management Corp. (0929). The Debtors' mailing address is 1440 Chapin Avenue, Suite 310, Burlingame, CA 94010.

<sup>2</sup> Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the Application.



*Consultants LLC as Claims and Noticing Agent Effective as of the Petition Date* attached as Exhibit B to the *Application of Debtors for Authorization to Employ and Retain Kurtzman Carson Consultants LLC as Claims and Noticing Agent Effective as of the Petition Date* [Docket No. 4] and the *Declaration of Evan Gershbein in Support of the Debtors' Application for Authorization to Employ and Retain Kurtzman Carson Consultants LLC as Administrative Advisor Effective as of the Petition Date* attached as Exhibit B to the Application.

3. As Administrative Advisor, KCC will perform the Administrative Services specified in the Application and the Services Agreement.

4. I caused to be submitted for review by our conflicts system the list of parties in interest as of the Petition Date as set forth on Schedule 1 hereto. The results of the conflict check were compiled and reviewed by KCC professionals under my supervision. At this time, and as set forth in further detail herein, KCC is not aware of any connection that would present a disqualifying conflict of interest. Should KCC discover any new relevant facts or relationships bearing on the matters described herein during the period of its retention, KCC will use reasonable efforts to promptly file a supplemental declaration.

5. KCC is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, in that KCC and its professional personnel:

- (a) are not creditors, equity security holders or insiders of the Debtors;
- (b) are not and were not, within two years before the date of the filing of the chapter 11 cases, directors, officers or employees of the Debtors; and
- (c) do not have an interest materially adverse to the interest of the Debtors' estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with or interest in the, the Debtors.

6. The Debtors have many creditors and, accordingly, KCC may have rendered and may continue to render services to certain of these creditors in matters unrelated to the chapter 11 cases, either as vendors or in cases where KCC serves in a neutral capacity as a bankruptcy claims and noticing agent or class action settlement administrator. KCC has not and will not represent the separate interests of any such creditor in the chapter 11 cases. To the best of my knowledge, neither KCC, nor any of its professional personnel, has any relationship with the Debtors that would impair KCC's ability to serve as Notice and Claims Agent or Administrative Advisor. KCC has working relationships with certain of the professionals retained by the Debtors and other parties herein, but such relationships, except to the extent that KCC and counsel to the Debtors have communicated concerning the preparations for the chapter 11 cases, are unrelated to the chapter 11 cases. In addition, KCC personnel may have relationships with some of the Debtors' creditors. Such relationships are, however, of a personal or financial nature and are unrelated to the chapter 11 cases. KCC has and will continue to represent clients in matters unrelated to the chapter 11 cases and has and will continue to have relationships in the ordinary course of its business with certain vendors and professionals in connection with matters unrelated to the chapter 11 cases. KCC may also provide professional services to entities or persons that may be creditors or parties in interest in these chapter 11 cases, which services do not directly relate to, or have any direct connection with, these chapter 11 cases or the Debtors.

7. KCC is an indirect subsidiary of Computershare Limited ("Computershare"). Computershare is a financial services and technologies provider for the global securities industry. Within the Computershare corporate structure, KCC operates as a separate, segregated business unit with separate personnel. As such, any relationships that Computershare and its affiliates maintain do not create an interest of KCC that would be materially adverse to the Debtors' estates

or any class of creditors or equity security holders. KCC performs transfer agent or other administrative services for the attached companies listed on the Debtors' parties in interest list: Alliant Insurance Services, Inc., American Express, AT&T, and American Airlines, Inc.

8. To the best of my knowledge, and except as disclosed herein and in the Section 156(c) Application, KCC neither holds nor represents any interest materially adverse to the Debtors' estates in connection with any matter on which it would be employed and that it is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as would be required by section 327(a) of the Bankruptcy Code. KCC will continue to supplement its disclosure to the Court if any facts or circumstances are discovered that would require disclosure.

9. KCC has informed the Debtors that, subject to Court approval, it will invoice the Debtors at its standard hourly rates, which are set forth in the Services Agreement.

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 information, knowledge and belief.

Dated: April 29, 2021

Respectfully submitted,

**KURTZMAN CARSON CONSULTANTS LLC**

/s/ Evan Gershbein

Evan Gershbein  
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