

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
AEROCENTURY CORP., <i>et al.</i> ,)	Case No. 21-10636 (JTD)
)	
Debtors. ¹)	Jointly Administered
)	
)	Ref. Docket No. 58

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF MORRISON &
FOERSTER LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS-IN-
POSSESSION EFFECTIVE AS OF THE PETITION DATE**

Upon the application (the “Application”)² of the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), for an order approving the employment and retention of Morrison & Foerster LLP (“Morrison & Foerster”) as their attorneys effective as of the Petition Date, pursuant to sections 327(a) and 330 of title 11 of the United States Code (the “Bankruptcy Code”), rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 2014-1 and 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), as more fully set forth in the Application; and upon consideration of the Marinuzzi Declaration and the Lyons Declaration; and the Court being satisfied, based on the representations made in the Application and the Marinuzzi Declaration, that Morrison & Foerster is “disinterested” as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy, and as required under section 327(a) of the Bankruptcy Code, and that Morrison & Foerster represents

¹ 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. (0292). The Debtors’ mailing address is 1440 Chapin Avenue, Suite 310, Burlingame, CA 94010.

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



no interest adverse to the Debtors' estates with respect to the matters upon which it is to be engaged; and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 1334(b) and 157 and the Amended Standing Order of Reference from the United States District Court for the District of Delaware dated February 29, 2012; and venue before this Court being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and consideration of the Application and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and due and proper notice of the Application having been provided to the parties listed therein, and it appearing that no other or further notice need be provided; and the Court having determined that it may enter a final order consistent with Article III of the United States Constitution; and the Court having found that the employment and retention of Morrison & Foerster is necessary and in the best interest of the Debtors, their estates, their creditors, and all other parties in interest; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED as set forth herein.
2. The Debtors are authorized, pursuant to section 327(a) of the Bankruptcy Code, Bankruptcy Rule 2014(a), and Local Rule 2014-1, to employ and retain Morrison & Foerster as their attorneys on the terms and conditions set forth in the Application and the Marinuzzi Declaration, effective as of the Petition Date.
3. Morrison & Foerster is authorized to provide the following services:
 - a. advising the Debtors with respect to their powers and duties as debtors-in-possession in the continued management and operation of their business and property;
 - b. attending meetings and negotiating with creditors and parties in interest;
 - c. advising and assisting the Debtors in connection with any potential property dispositions, including any sale of substantially all of the Debtors' assets;

- d. advising the Debtors with respect to, and assist in the negotiation and documentation of, financing agreements and related transactions;
 - e. taking all necessary action to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any actions commenced against the Debtors, and representing Debtors' interests in negotiations concerning all significant litigation in which the Debtors are involved, including, but not limited to, objections to claims filed against the Debtors or their estates;
 - f. preparing all motions, applications, answers, orders, reports, and papers necessary to the administration of the Cases;
 - g. acting on behalf of the Debtors to obtain approval of solicitation procedures, a disclosure statement, and confirmation of a chapter 11 plan;
 - h. appearing before this Court, any appellate courts, and the United States Trustee for the District of Delaware (the "United States Trustee");
 - i. performing other necessary legal services for the Debtors in connection with the Cases, including (i) analyzing the Debtors' leases and executory contracts and the assumption or assignment thereof, (ii) analyzing the validity of liens against the Debtors, and (iii) advising on corporate, litigation, and other legal matters;
 - j. taking necessary and appropriate steps to bring the Cases to a conclusion; and
 - k. advising the Debtors with respect to general corporate, SEC reporting and SEC compliance matters.
4. Morrison & Foerster shall use its reasonable efforts to avoid any duplication of services provided by any of the Debtors' other retained professionals in these Cases.
5. Morrison & Foerster shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of this Court. In connection with each of its applications for compensation and reimbursement of expenses, Morrison & Foerster shall make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the Revised U.S. Trustee Fee Guidelines.

6. Morrison & Foerster shall apply any remaining amounts of the Corporate Services Fee and the Advance Payment Retainer toward postpetition fees and expenses after such postpetition fees and expenses are awarded to Morrison & Foerster by order of the Court, including pursuant to interim compensation procedures approved by the Court.

7. Morrison & Foerster shall file with the Court and serve upon the United States Trustee and any official committee appointed in the Cases a notice of any changes to its hourly billing rates for attorneys or other personnel performing services for the Debtors.

8. To the extent this Order is inconsistent with the Application, the Marinuzzi Declaration, or the Lyons Declaration, the terms of this Order shall govern.

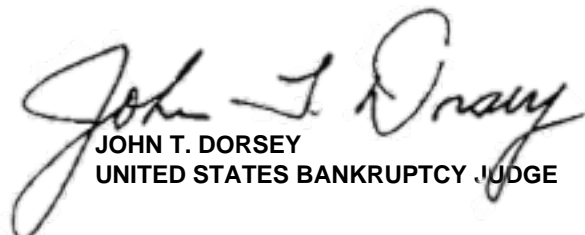
9. The Debtors are authorized to execute any additional or supplemental documents incident to the relief granted herein.

10. The Debtors are authorized to take any and all actions necessary to effectuate the relief granted herein.

11. This Order shall be immediately effective and enforceable upon its entry.

12. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

**Dated: April 30th, 2021
Wilmington, Delaware**


**JOHN T. DORSEY
UNITED STATES BANKRUPTCY JUDGE**