

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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In re :  
:  
AEROCENTURY CORP., *et al.*, : Chapter 11  
:  
Debtors.<sup>1</sup> : Case No. 21-10636 (JTD)  
:  
: (Jointly Administered)  
:  
: Hearing Date: July 14, 2021 at 2:00 p.m. (ET)  
-----X : Objection Deadline: July 7, at 4:00 p.m. (ET)

**DEBTORS' MOTION FOR ENTRY OF AN ORDER (I) APPROVING THE  
COMBINED DISCLOSURE STATEMENT AND PLAN ON AN INTERIM BASIS  
FOR SOLICITATION PURPOSES ONLY; (II) ESTABLISHING SOLICITATION  
AND TABULATION PROCEDURES; (III) APPROVING THE FORM OF BALLOTS  
AND SOLICITATION MATERIALS; (IV) ESTABLISHING THE VOTING RECORD  
DATE; (V) FIXING THE DATE, TIME, AND PLACE FOR THE COMBINED  
HEARING AND THE DEADLINE FOR FILING OBJECTIONS THERETO; AND  
(VI) GRANTING RELATED RELIEF**

The above-captioned debtors and debtors in possession (the “Debtors”) hereby file this motion (the “Motion”) for entry of an order, substantially in the form attached hereto as Exhibit A (the “Proposed Solicitation Procedures”), (i) approving the *Combined Disclosure Statement and Joint Chapter 11 Plan of AeroCentury Corp. and Its Affiliated Debtors* (as may be amended, modified, or supplemented, the “Combined Disclosure Statement and Plan”),<sup>2</sup> filed contemporaneously herewith, on an interim basis and for solicitation purposes only; (ii) establishing procedures for the solicitation and tabulation of votes to accept or reject the Combined Disclosure Statement and Plan; (iii) approving the form of ballots and solicitation materials; (iv) establishing a voting record date; (v) fixing the date, time, and place for the

<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 herein shall have the meanings ascribed to them in the Combined Disclosure Statement and Plan



combined hearing (the “Confirmation Hearing”) to approve and confirm the Combined Disclosure Statement and Plan, including the adequacy of the disclosures therein, and establishing the deadline for filing objections related thereto; and (vi) granting related relief. In support of this Motion, the Debtors respectfully state as follows:

### **JURISDICTION AND VENUE**

1. The United States Bankruptcy Court for the District of Delaware (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334(b), and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and pursuant to Rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the Debtors consent to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution. Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory and legal predicates for the relief requested herein are sections 105, 1125, 1126, and 1128 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), Rules 2002(b), 3017, 3018, and 3020 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Local Rule 3017-1.

### **BACKGROUND**

#### **A. General Background**

2. On March 29, 2021 (the “Petition Date”), each of the Debtors commenced a voluntary case under chapter 11 of the Bankruptcy Code (collectively, these “Chapter 11 Cases”). The Debtors are authorized to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No official committees

have been appointed and no request for the appointment of a trustee or examiner has been made in these Chapter 11 Cases.

3. A detailed description of the Debtors and their business and the facts and circumstances leading to the commencement of these Chapter 11 Cases is set forth in detail in the *Declaration of Harold M. Lyons in Support of Chapter 11 Applications and First Day Relief* [D.I. 2] (the “First Day Declaration”), which is incorporated herein by reference.

4. On April 20, 2021, the Court entered an Order [D.I. 81] establishing May 28, 2021, as the date for filing proof of Claims that arose prior to the Petition Date, and establishing September 27, 2021, as the deadline by which any governmental unit must file a proof of Claim (the “Bar Date Order”).

5. As set forth in the First Day Declaration, the Debtors’ paramount goal in these Chapter 11 Cases was to maximize the value of their estates for the benefit of the Debtors’ creditor constituencies and other stakeholders through the sale of certain Assets and to reduce their secured debt obligations. To that end, on March 29, 2021, the Debtors filed a motion [D.I. 12] seeking entry of an order approving bidding procedures relating to the sale of a portion or substantially all of the Assets and, ultimately, approving such sale free and clear of liens, claims, interests, and encumbrances. On April 22, 2021, the Court entered the Bidding Procedures Order [D.I. 87], and thereafter the Debtors and their professionals continued to market the Assets to potential purchasers in accordance therewith.

6. As a result of the Debtors’ marketing efforts, the Debtors submitted three orders to approve the Asset Sales, which were approved by the Court on May 21, 2021, and May 28, 2021 [D.I. 148, 172, & 173].

**B. The Combined Disclosure Statement and Plan**

7. The Combined Disclosure Statement and Plan contemplates two potential paths to the Debtors' emergence from bankruptcy. The first is the Sponsored Plan, whereby the Plan Sponsor will submit the Plan Sponsor Agreement to operate the Reorganized Debtors' businesses on a go-forward basis and relaunch the Debtors' aircraft acquisition, leasing, and disposition operations. The second path is the Stand-Alone Plan, which will occur if an acceptable Plan Sponsor Agreement is not received. Under the Stand-Alone Plan, the Debtors' remaining assets will vest in the Post-Effective Date Debtors, and the Plan Administrator will sell or otherwise monetize the Post-Effective Date Debtor Assets for the benefit of Holders of Allowed Claims and Interests. Thus, the Combined Disclosure Statement and Plan contains both provisions applicable to a reorganization pursuant to the terms of the Plan Sponsor Agreement, as well as provisions only applicable under the Stand-Alone Plan.

8. The Debtors are the proponents of the Combined Disclosure Statement and Plan, and seek a combined hearing, because they believe that the Combined Disclosure Statement and Plan provides the most efficient means to conclude the Chapter 11 Cases under the circumstances.

**RELIEF REQUESTED**

9. By this Motion, the Debtors seek entry of the Proposed Solicitation Procedures: (i) approving the Combined Disclosure Statement and Plan, on an interim basis for solicitation purposes only; (ii) establishing procedures for the solicitation and tabulation of votes to accept or reject the Combined Disclosure Statement and Plan; (iii) approving the form of Ballots (as defined below) and solicitation materials; (iv) establishing a voting record date; (v) fixing the date, time, and place for the Confirmation Hearing and establishing the deadline for filing objections related thereto; and (vi) granting related relief. A summary of the key dates proposed to be established by the Proposed Solicitation Procedures, subject to the Court's availability, is set forth below:

Event	Proposed Date <sup>3</sup>
Voting Record Date	July 9, 2021
Service Date (as defined below)	July 21, 2021
Deadline to Object to Confirmation and Final Approval of Adequacy of Disclosures	August 23, 2021 at 4:00 p.m. (ET)
Voting Deadline	August 23, 2021 at 4:00 p.m. (ET)
Proposed Confirmation Hearing Date	August 31, 2021 at 10:00 a.m. (ET)

### **BASIS FOR RELIEF**

#### **A. The Conditions Under Which a Combined Hearing is Permissible.**

10. Section 1128 of the Bankruptcy Code provides that “[a]fter notice, the court shall hold a hearing on confirmation of a plan” and that “[a] party in interest may object to confirmation of a plan.” Local Rule 3017-2 only applies in chapter 11 cases where the following requirements are met: (i) all or substantially all of the assets were or will be liquidated pursuant to a 363 sale; (ii) the plan of liquidation proposes to comply with section 1129(a)(9) of the Bankruptcy Code; (iii) the plan of liquidation does not seek consensual releases or injunctions; and (iv) the debtor’s combined assets to be distributed pursuant to the proposed plan of liquidation are estimated to be less than \$25 million (excluding causes of action). The Debtors acknowledge that each requirement of Local Rule 3017-2(a) is not present under the circumstances of these Chapter 11 Cases because: (i) the Combined Disclosure Statement and Plan contains a toggle for a potential reorganization; and (ii) the Debtors did not sell all or substantially all of their Assets through the Asset Sales.

11. Nevertheless, the Debtors respectfully request that the Court grant the relief requested by this Motion pursuant to section 105 of the Bankruptcy Code. Indeed, section 105(d)(2)(B)(vi) expressly authorizes the Court to “issue an order . . . that . . . provides that the

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<sup>3</sup> The proposed dates are based on the Proposed Solicitation Procedures being entered by the Court on July 14, 2021.

hearing on approval of the disclosure statement may be combined with the hearing on confirmation of the plan” where the court determined a combined hearing to be “appropriate to ensure the case is handled expeditiously and economically.” *See* 11 U.S.C. § 105(d)(2)(B)(vi); *see also In re Gulf Coast Oil Corp.*, 404 B.R. 407, 425 (Bankr. S.D. Tex. 2009) (“Section 1125(f) authorizes combined plans and disclosure statements in small business cases and § 105(d) authorizes the court to combine them in other cases.”).

12. Pursuant to this authority, Courts in this District have combined hearings on approval of disclosure statements and confirmation of plans in chapter 11 cases outside of Local Rule 3017-2. *See, e.g., In re GST AutoLeather, Inc.*, Case No. 17-12100 (LSS) (Bankr. D. Del. Mar. 14, 2018); *In re Aquion Energy, Inc.*, Case No. 17-10500 (KJC) (Bankr. D. Del. Nov. 7, 2017); *In re Unilife Corp.*, Case No. 17-10805 (LSS) (Bankr. D. Del. Oct. 25, 2017); *In re Phoenix Brands, LLC*, Case No. 16-1124 (BLS) (Bankr. D. Del. Nov. 21, 2016); *In re JMO Wind Down, Inc.*, Case No. 16-10682 (BLS) (Bankr. D. Del. Sept. 1, 2016); *In re SDI Sols. LLC*, Case No. 16-10627 (CSS) (Bankr. D. Del. May 24, 2016); *In re Nuo Therapeutics, Inc.*, Case No. 16-10192 (MFW) (Bankr. D. Del. Mar 29, 2016); *In re Hipcricket, Inc.*, Case No. 15-10104 (LSS) (Bankr. D. Del. Mar. 31, 2015); *In re AFA Inv. Inc.*, Case No. 12-1 1 127 (MFW) (Bankr. D. Del. Jan. 16, 2014).

13. Consistent with the foregoing authority, the Debtors respectfully request that the Court consolidate its approval of the Combined Disclosure Statement and Plan at the Confirmation Hearing, and enter an order scheduling the Confirmation Hearing for August 31, 2021 at 10:00 a.m. (ET). A combined hearing will streamline and expedite the confirmation process, which will inure directly to the benefit of the Debtors’ creditors by hastening the implementation of the plan and reducing administrative expenses. All creditors and parties in interest with appropriate

standing will be afforded adequate time to review the Combined Disclosure Statement and Plan. Based on the circumstances of this case, including that the Combined Disclosure Statement and Plan contemplates paying all General Unsecured Claims in full, the Debtors believe that the solicitation and hearing process proposed herein is reasonable and does not unfairly prejudice any creditors. Accordingly, a combined hearing will spare the Debtors from additional administrative expenses associated with a two-stage process and will promote judicial efficiency and economy.

**B. Interim Approval of the Combined Disclosure Statement and Plan for Solicitation Purposes**

14. Bankruptcy Code section 1125 requires that a disclosure statement be approved by the bankruptcy court as containing “adequate information” prior to a debtor’s solicitation of acceptances or rejections of a plan. 11 U.S.C. § 1125(b). “Adequate information” is defined in the Bankruptcy Code as:

information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor’s books and records . . . that would enable such a hypothetical investor of the relevant class to make an informed judgment about the plan . . . .

11 U.S.C. § 1125(a)(1).

15. In evaluating whether a disclosure statement provides “adequate information,” courts adhere to Bankruptcy Code’s instruction that making this determination is a flexible exercise based on the facts and circumstances of each case and is within the broad discretion of the court. *See, e.g., Krystal Cadillac-Oldsmobile GMC Truck, Inc. v. Gen. Motors Corp.*, 337 F.3d 314, 321–22 (3d Cir. 2003); *see also Oneida Motor Freight, Inc. v. United Jersey Bank*, 848 F.2d 414, 417 (3d Cir. 1988) (“From the legislative history of § 1125 we discern that adequate information will be determined by the facts and circumstances of each case.”); *First Am. Bank of New York v. Century Glove, Inc.*, 81 B.R. 274, 279 (D. Del. 1988) (noting that adequacy of

disclosure for a particular debtor will be determined based on how much information is available from outside sources); S. Rep. No. 95-989, at 121 (1978), *reprinted in* 1978 U.S.C.C.A.N. 5787, 5907 (“[T]he information required will necessarily be governed by the circumstances of the case.”); *In re Ferretti*, 128 B.R. 16, 19 (Bankr. D.N.H. 1991) (stating that a disclosure statement “must clearly and succinctly inform the average unsecured creditor what it is going to get, when it is going to get it, and what contingencies there are to getting its distribution.”).

16. In accordance with these precepts, the Combined Disclosure Statement and Plan provides the pertinent information necessary for eligible Holders of Claims and Interests to make an informed decision about whether to vote to accept or reject the Combined Disclosure Statement and Plan. Specifically, the Combined Disclosure Statement and Plan provides, among other things, information regarding:

- an overview of the major events that occurred prior to, and during the course of, these Chapter 11 Cases;
- a summary of the classification and treatment of all Classes of Claims and Interests under the Combined Disclosure Statement and Plan;
- an estimate of distributions to the Holders of Allowed Claims and Interests pursuant to the Combined Disclosure Statement and Plan;
- the provisions governing distributions under the Combined Disclosure Statement and Plan; and
- the means for implementation of the Combined Disclosure Statement and Plan.

17. The Debtors respectfully submit that the Combined Disclosure Statement and Plan complies with all aspects of Bankruptcy Code section 1125. However, at the hearing on this Motion—which is scheduled for July 14, 2021—the Debtors seek only interim approval of the Combined Disclosure Statement and Plan for solicitation purposes. At the Confirmation Hearing, the Debtors will demonstrate on a final basis that the information set forth therein contains adequate information within the meaning of Bankruptcy Code section 1125.

18. The Debtors filed this Motion and are seeking approval of the procedures and timeline requested herein because, among other reasons, now that the Asset Sales have been approved, the Debtors have limited remaining cash to fund their operations, and desire to exit from bankruptcy in an efficient manner that will maximize value for the benefit of all stakeholders. To ensure that the Combined Disclosure Statement and Plan is confirmed in a timely manner, the Debtors have determined, in their business judgment, that it is necessary and prudent to proceed with a combined plan and disclosure statement process and on the timeline proposed herein. Accordingly, the Debtors respectfully request that the Court enter the Proposed Solicitation Procedures approving, among other things, the Combined Disclosure Statement and Plan on an interim basis for solicitation purposes only.

19. Any objections or proposed modifications to the interim approval of the Combined Disclosure Statement and Plan shall (a) be in writing, (b) comply with the Bankruptcy Rules and the Local Rules, and (c) be filed with the Clerk of the Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, with a copy served upon the following (collectively, the “Notice Parties”): (i) the Debtors at 1440 Chapin Avenue, Suite 310, Burlingame, CA 94010; (ii) co-counsel to the Debtors, (a) Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, Attn: Joseph M. Barry, Esq. (jbarry@ycst.com), Ryan M. Bartley, Esq. (rbartley@ycst.com), and Joseph M. Mulvihill, Esq. (jmulvihill@ycst.com), and (b) Morrison & Foerster LLP, 250 West 55th Street, New York, NY 10019-9601, Attn: Lorenzo Marinuzzi, Esq. (lmarinuzzi@mofo.com) and Raff Ferraioli, Esq. (rferraioli@mofo.com); and (iii) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, Delaware, 19801, Attn: Linda Casey, Esq. (linda.casey@usdoj.gov), by no later than **4:00 p.m. (prevailing Eastern Time) on July 7, 2021.**

**C. Solicitation Procedures*****i. Approval of Form of Solicitation Materials and Ballot***

20. Pursuant to the Combined Disclosure Statement and Plan, the Debtors have created seven (7) separate Classes of Claims and Interests. A chart listing each such Class is below:

<b>Class</b>	<b>Type</b>	<b>Status Under Plan</b>	<b>Voting Status</b>
1	Priority Non-Tax Claims	Unimpaired	Deemed to Accept
2	Other Secured Claims	Unimpaired	Deemed to Accept
3	Prepetition Loan Claims	Unimpaired	Deemed to Accept
4	PPP Loan Claims	Unimpaired	Deemed to Accept
5	General Unsecured Claims	Unimpaired	Deemed to Accept
6	Intercompany Claims	Impaired/Unimpaired	Not Entitled to Vote
7	Interests	Impaired	Entitled to Vote

21. One Class is Impaired and entitled to vote to accept or reject the Combined Disclosure Statement and Plan—Class 7 (Interests) (the “Voting Class”). The remaining classes (collectively, the “Non-Voting Classes”) are not entitled to vote on the Combined Disclosure Statement and Plan, as they are conclusively presumed to have accepted the Combined Disclosure Statement and Plan in accordance with Bankruptcy Code section 1126(f) (in the case of Class 1 Priority Non-Tax Claims, Class 2 Other Secured Claims, Class 3 Prepetition Loan Claims, Class 4 PPP Loan Claims, and Class 5 General Unsecured Claims) or otherwise are not entitled to vote on the Combined Disclosure Statement and Plan (in the case of Class 6 Intercompany Claims).

22. Bankruptcy Rule 3017(d) identifies the materials that must be provided to the holders of claims and equity interests for purposes of soliciting votes and providing adequate notice of the hearing on confirmation of a plan:

Upon approval of a disclosure statement,—except to the extent that the court orders otherwise with respect to one or more unimpaired classes of creditors or equity security holders—the debtor in

possession, trustee, proponent of the plan, or clerk as the court orders shall mail to all creditors and equity security holders, and in a chapter 11 reorganization case shall transmit to the United States trustee,

- (1) the disclosure statement approved by the court;
- (2) the plan or a court-approved summary of the plan;
- (3) notice of the time within which acceptances and rejections of the plan may be filed; and
- (4) any other information as the court may direct, including any court order approving the disclosure statement or a court-approved summary of the opinion.

In addition, notice of the time fixed for filing objections and the hearing on confirmation shall be mailed to all creditors and equity security holders in accordance with [Bankruptcy] Rule 2002(b), and a form of ballot conforming to the appropriate Official Form shall be mailed to creditors and equity security holders entitled to vote on the plan . . . .

Fed. R. Bankr. P. 3017(d).

23. The Debtors propose that the following materials be mailed no later than five (5) business days after the entry of the Proposed Solicitation Procedures (the “Service Date”) by the Debtors’ claims and voting agent, Kurtzman Carson Consultants, LLC (the “Voting Agent” or “KCC”), to the members of the Voting Class (each, a “Solicitation Package”):

- (a) the applicable form of ballots attached to the Proposed Solicitation Procedures as Exhibit 1 (the “Class 7 Ballot”), Exhibit 2 (the “Beneficial Holder Ballot”), and Exhibit 3 the (“Master Ballot” and collectively with the Class 7 Ballot and the Beneficial Holder Ballot, the “Ballots”);<sup>4</sup>
- (b) the notice of, among other things, the Confirmation Hearing and related objection procedures (the “Confirmation Notice”), substantially in the form attached to the Proposed Solicitation Procedures as Exhibit 4;

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<sup>4</sup> The Ballots are substantially similar to Official Form No. 14, but have been modified to be consistent with the specific provisions of the Combined Disclosure Statement and Plan and the facts of these Chapter 11 Cases.

- (c) either a paper copy or a copy in “pdf” format on CD-ROM or flash drive of the Combined Disclosure Statement and Plan;
- (d) either a paper copy or a copy in “pdf” format on CD-ROM or flash drive of the Proposed Solicitation Procedures without exhibits;
- (e) a pre-paid, pre-addressed return envelope;<sup>5</sup> and
- (f) any other documents and materials that the Debtors deem appropriate.

24. The Debtors request that they not be required to transmit Solicitation Packages to Holders of Claims or Interests in the Non-Voting Classes, and instead propose sending such parties only the Confirmation Notice. The Confirmation Notice sets forth, among other things, the manner in which a copy of the Combined Disclosure Statement and Plan and the Solicitation Procedures may be obtained *free of charge* through the website maintained by the Voting Agent or upon request to the Voting Agent.

25. In certain instances, brokerage firms and banks or their agents (collectively, the “Nominees”) hold Class 7 Interests rather than the individual holders themselves (collectively, the “Beneficial Holders”). To ensure proper tabulation of votes for all Interests in Class 7, the Voting Agent will deliver Solicitation Packages to Holders of record as of the Voting Record Date, including Nominees. Additionally, the Voting Agent will distribute Master Ballots and Beneficial Holder Ballots to Nominees under separate cover from the Solicitation Packages delivered to all other holders of record. The Beneficial Holder Ballot will instruct each Beneficial Holder voting on the Combined Disclosure Statement and Plan through a Nominee to return the Beneficial Holder Ballot to the appropriate Nominee with sufficient time for such Nominee to timely cast votes to accept or reject the Combined Disclosure Statement and Plan on behalf of the Beneficial

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<sup>5</sup> Service of the Solicitation Package by electronic mail to Holders for which email addresses are available, as well as Beneficial Holders of Class 7 Interests, will not contain a pre-addressed, postage pre-paid return envelope.

Holders or otherwise follow the directions of the Nominee. The Voting Agent will then tabulate each of the Master Ballots and Beneficial Holder Ballots received.

*ii. Establishment of Voting Deadline*

26. Bankruptcy Rule 3017(c) provides that, “[o]n or before approval of the disclosure statement, the court shall fix a time within which the holders of claims and interests may accept or reject the plan . . . .” Fed. R. Bankr. P. 3017(c). The Debtors will finish the plan solicitation period by mailing the Ballots (and other approved solicitation materials) to the Voting Class no later than five (5) business days after the entry of the Proposed Solicitation Procedures. Based on this schedule, the Debtors propose that any Ballot being cast must be properly executed, completed, and delivered by mail, overnight courier, personal delivery, or E-Ballot (as defined below) to the Voting Agent in accordance with the instructions set forth in the Ballot, so that the Ballot is actually *received* no later than **4:00 p.m. (prevailing Eastern Time) on August 23, 2021** (the “Voting Deadline”). This date will give members of the Voting Class sufficient time to review the solicitation materials and vote.

27. In addition to accepting paper Ballots by mail, overnight courier, and personal delivery, the Debtors request authorization to accept Ballots from members of the Voting Class by electronic Ballots (an “E-Ballot”) transmitted solely through a customized online balloting portal on the Debtors’ case website to be maintained by KCC (the “E-Balloting Portal”). Only registered holders of equity entitled to vote may cast an electronic Ballot and electronically sign and submit the Ballot instantly by utilizing E-Ballot, which allows a Holder to submit an electronic signature. The instructions for submission of E-Ballots will be set forth on the applicable Ballots. The encrypted Ballot data and audit trail created by such electronic submission shall become part of the record of any Ballot submitted in this manner and the creditor’s electronic signature will be

deemed to be immediately legally valid and effective. For the avoidance of doubt, Nominees may submit their Master Ballot to the Voting Agent by electronic mail.

***iii. Approval of Tabulation Procedures***

28. The Debtors propose that the following procedures be utilized in tabulating the votes to accept or reject the Combined Disclosure Statement and Plan (the “Tabulation Procedures”):

**Establishing Amounts for Voting Purposes.**

Solely for purposes of voting to accept or reject the Combined Disclosure Statement and Plan, and not for the purpose of the allowance of, or distribution on account of, any Claim or Interest, and without prejudice to the rights of the Debtors’ and their estates in any other context, the Debtors propose that each Claim or Interest within the Voting Class vote in an amount determined by the following procedures:

**Class 7 (Interests)**

- (a) The amount of Class 7 Interests of directly registered holders and Beneficial Holders for voting purposes only will be established through the transfer agent or applicable Nominees, as the case may be, in the amount of the applicable positions held as of the close of trading on the Voting Record Date, (a) by such holder as evidenced by the records of the transfer agent, or (b) by the Applicable Nominees in Class 7 as evidenced by the securities position report(s) from The Depository Trust Company;
- (b) In addition to the generally applicable voting and tabulation procedures, the following procedures shall apply to holders of Class 7 Interests who hold their position through a Nominee:
  - 1. The Voting Agent shall distribute or cause to be distributed the appropriate number of copies of Beneficial Holder Ballots to each Beneficial Holder of a Class 7 Interest as of the Voting Record Date;
  - 2. Nominees identified by the Voting Agent as Entities through which Beneficial Holders hold their Interests will be provided with (i) Solicitation Packages for each Beneficial Holder represented by the Nominee as of the Voting Record Date, which will contain a

Beneficial Holder Ballot for each Beneficial Holder, and (ii) a Master Ballot;

3. Any Nominee that is a holder of record with respect to Class 7 Interests shall vote on behalf of Beneficial Holders of such Interests by: (i) immediately, and in any event within five (5) Business Days after its receipt of the Solicitation Packages, distributing the Solicitation Packages, including Beneficial Holder Ballots, it receives from the Voting Agent to all such Beneficial Holders;<sup>6</sup> (ii) providing such Beneficial Holders with a return address to send the completed Beneficial Holder Ballots (or a voting information form and/or other customary communication used to collect voting information from its beneficial holder clients along with instructions to the beneficial holder to return its vote to the nominee in a timely fashion); (iii) compiling and validating the votes and other relevant information of all such Beneficial Holders on the Master Ballot; and (iv) transmitting the Master Ballot to the Voting Agent on or before the Voting Deadline;
4. Any Beneficial Holder holding Class 7 Interests as a record holder in its own name shall vote on the Combined Disclosure Statement and Plan by completing and signing a Class 7 Ballot and returning to directly to the Voting Agent on or before the Voting Deadline or submitting a vote through the E-Balloting Portal;
5. Any Beneficial Holder Ballot returned to a Nominee by a Beneficial Holder shall not be counted for purposes of accepting or rejecting the Plan until such Nominee properly completes and delivers to the Voting Agent a Master Ballot that reflects the vote of such Beneficial Holders on or before the Voting Deadline or otherwise validates the Beneficial Holder Ballot in a manner acceptable to the Voting Agent. Nominees shall retain all Beneficial Holder Ballots returned by Beneficial Holders for a period of one (1) year after the Effective Date of the Combined Disclosure Statement and Plan;
6. If a Beneficial Holder holds Class 7 Interests through more than one Nominee or through multiple accounts, such Beneficial Holder may receive more than one Beneficial Holder Ballot and each such Beneficial Holder should execute a separate Beneficial Holder Ballot for each block of Class 7 Interests that it holds through any Nominee and must return each such Beneficial Holder Ballot to the appropriate Nominee;

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<sup>6</sup> For the avoidance of doubt, if a Beneficial Holder has previously provided consent to receive such materials through its Nominee by e-mail, the Debtors propose to honor that request and transmit (or cause to be transmitted) the Solicitation Package to the Beneficial Holder by e-mail.

7. If a Beneficial Holder holds a portion of its Class 7 Interests through a Nominee or Nominees and another portion in its own name as the record holder, such Beneficial Holder should follow the procedures described in section B.4 herein to vote the portion held in its own name and the procedures described in section B.3 herein to vote the portion held by the Nominee(s);
8. Votes cast by Beneficial Holders through Nominees will be applied to the applicable positions held by such Nominees in Class 7 as of the Voting Record Date, as evidenced by the applicable securities position report(s) obtained from The Depository Trust Company. Votes submitted by a Nominee pursuant to a Master Ballot will not be counted in excess of the amount of such Interests held by such Nominee as of the Voting Record Date;
9. If conflicting votes or “over-votes” are submitted by a Nominee pursuant to a Master Ballot, the Debtors will use reasonable efforts to reconcile discrepancies with the Nominees. If over-votes on a Master Ballot are not reconciled prior to the preparation of the Voting Report, the Debtors shall apply the votes to accept and to reject the Combined Disclosure Statement and Plan in the same proportion, by the Voting Class, as the votes to accept and to reject the Combined Disclosure Statement and Plan submitted on the Master Ballot that contained the over-vote, but only to the extent of the Nominee’s position in Class 7;
10. For purposes of tabulating votes, each Nominee or Beneficial Holder will be deemed to have voted the number of shares of its Interests in Class 7;
11. A single Nominee may complete and deliver to the Voting Agent multiple Master Ballots. Votes reflected on multiple Master Ballots will be counted, except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots are inconsistent, the latest received valid Master Ballot received prior to the Voting Deadline will, to the extent of such inconsistency, supersede and revoke any prior received Master Ballot. Likewise, if a Beneficial Holder submits more than one Beneficial Holder Ballot to its Nominee, (i) the latest received valid Beneficial Holder Ballot received before the submission deadline imposed by the Nominee shall be deemed to supersede any prior Beneficial Holder Ballot submitted by the Beneficial Holder, and (ii) the Nominee shall complete the Master Ballot accordingly; and
12. The Debtors will, upon written request, reimburse Nominees for customary mailing and handling expenses incurred by them in forwarding the Beneficial Holder Ballot and other enclosed

materials to the Beneficial Holders for which they are the Nominee. No fees or commissions or other remuneration will be payable to any broker, dealer, or other person for soliciting Beneficial Holder Ballots with respect to the Combined Disclosure Statement and Plan.

- (c) If an Interest is deemed allowed under the Combined Disclosure Statement and Plan, an order of the Court or a stipulated agreement between the parties, such Interest will be temporarily allowed for voting purposes in the deemed allowed amount set forth therein;
- (d) Proofs of claim filed for \$0.00 are not entitled to vote;
- (e) If the Debtors or other party in interest has served an objection or request for estimation as to an Interest at least ten (10) days before the Voting Deadline, such Interest is temporarily disallowed for voting purposes only, and not for purposes of allowance or distribution, except to the extent and in the manner as may be set forth in such objection, or as ordered by the Court before the Voting Deadline;
- (f) For purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code separate Interests held by a single creditor in a particular Class shall be aggregated as if such creditor held one Interest against the Debtors in such Class, and the votes related to such Interests shall be treated as a single vote to accept or reject the Combined Disclosure Statement and Plan;
- (g) Notwithstanding anything to the contrary contained herein, any creditor who has filed or purchased duplicate Claims within the Voting Class shall be provided with only one Solicitation Package and one ballot for voting a single Interest in such Class, regardless of whether the Debtors have objected to such duplicate Claims; and
- (h) If a proof of claim has been amended by a later proof of claim that is filed on or prior to the Voting Record Date, the later filed amending claim shall be entitled to vote in a manner consistent with these tabulation rules, and the earlier filed claim shall be disallowed for voting purposes, regardless of whether the Debtors have objected to such amended claim. Except as otherwise ordered by the Court, any amendments to proofs of claim after the Voting Record Date shall not be considered for purposes of these tabulation rules.

#### **Voting Rules**

- (a) Except as otherwise ordered by the Court, any Ballot received after the Voting Deadline will not be counted absent the consent of the Debtors in their discretion;

- (b) Any Ballot that is illegible or contains insufficient information to permit the identification of the claimant will not be counted;
- (c) Any Ballot cast by a person or entity that does not hold an Interest in a Voting Class as of the Voting Record Date will not be counted;
- (d) Any unsigned Ballot will not be counted, provided that Ballots validly submitted through the E-Balloting Portal will be deemed signed;
- (e) Except in the Debtors' discretion, any Ballot transmitted to the Voting Agent by facsimile or other electronic means (other than through the E-Balloting Portal and via e-mail by Nominees) will not be counted;
- (f) Any Ballot that does not indicate an acceptance or rejection of the Combined Disclosure Statement and Plan, or that indicates both an acceptance and rejection of the Combined Disclosure Statement and Plan, will not be counted;
- (g) Whenever a claimant casts more than one Ballot voting the same Claim prior to the Voting Deadline, only the latest-dated valid Ballot timely received, Ballot will be deemed to reflect the voter's intent and, thus, will supersede any prior Ballots;
- (h) If a claimant casts simultaneous duplicative Ballots that are voted inconsistently, such Ballots will not be counted.
- (i) Subject to the other Tabulation Procedures, each claimant will be deemed to have voted the full amount of its Claim as set forth on the Ballot;
- (j) Claimants may not split their vote within a Class; thus, each claimant will be required to vote all of its Claims within the Class either to accept or reject the Combined Disclosure Statement and Plan, and any votes that are split will not be counted; and
- (k) Subject to any contrary order of the Court, the Debtors further reserve the right to waive any defects or irregularities or conditions of delivery as to any particular Ballot.

29. The Debtors respectfully submit that the Tabulation Procedures are appropriate and reasonable under the circumstances and should be approved.

***iv. Establishment of Voting Record Date***

30. Bankruptcy Rule 3017 provides that the bankruptcy court may set the date on which the disclosure statement is approved or another date as the record date for determining which

holders of securities are entitled to receive solicitation materials, including ballots for voting on a chapter 11 plan. *See* Fed. R. Bankr. P. 3017(d).

31. The Debtors propose that the Court establish July 9, 2021 (the date that is three (3) business days prior to the date this Motion is scheduled to be heard), as the record date (the “Record Date”) for purposes of determining which Holders of Interests are entitled to receive a Ballot to vote to accept or reject the Combined Disclosure Statement and Plan. Only Holders of Interests are entitled to vote. Establishing July 9, 2021, as the Record Date will provide sufficient time for the Debtors and the Voting Agent to ensure that the Solicitation Packages can be mailed by the Service Date.

32. With respect to any transferred Claim, the Debtors propose that the transferee will be entitled to receive and cast a Ballot on account of such transferred Claim only if (a) all actions necessary to effect the transfer of the Claim pursuant to Bankruptcy Rule 3001(e) have been completed by the Record Date (including, without limitation, the passage of any applicable objection period) or (b) the transferee files, no later than the Record Date, (i) the documentation required by Bankruptcy Rule 3001(e) to evidence the transfer and (ii) a sworn statement of the transferor supporting the validity of the transfer.

**C. Confirmation Hearing, Confirmation Objection Deadline, and Notice Thereof**

33. Bankruptcy Rule 3017 provides that, on or before the approval of a disclosure statement, a bankruptcy court “may fix the date for the hearing on confirmation.” *See* Fed. R. Bankr. P. 3017(c). Bankruptcy Code section 105 expressly authorizes a court to “issue an order . . . that . . . provides that the hearing on approval of the disclosure statement may be combined with the hearing on confirmation of the plan” where the bankruptcy court deems a combined hearing to be “appropriate to ensure that the case is handled expeditiously and economically.” *See* 11 U.S.C. § 105(d)(2)(B)(vi); *see also In re Gulf Coast Oil Corp.*, 404 B.R. at 425 (“Section 1125(f)

authorizes combined plans and disclosure statements in small business cases and § 105(d) authorizes the court to combine them in other cases.”); *In re Luminent Mortg. Capital Inc.*, Case No. 08-21389 (Bankr. D. Md. May 15, 2009).

34. Consistent with the foregoing authority, the Debtors respectfully request that the Confirmation Hearing to consider confirmation of the Combined Disclosure Statement and Plan, including final approval of the adequacy of the disclosures therein, be set for August 31, 2021, at 10:00 a.m. (ET). The Debtors submit that a combined hearing will streamline and expedite the Confirmation process, which will inure directly to the benefit of creditors by allowing the Debtors to implement the Combined Disclosure Statement and Plan in a timely and efficient manner and limiting the amount of time the Debtors remain in chapter 11. Under the circumstances, a combined hearing will spare the Debtors from additional administrative expenses associated with a two-stage process, and promote judicial efficiency and economy.

35. In the interests of orderly procedure, the Debtors further request that objections to confirmation of the Combined Disclosure Statement and Plan, including final approval of the adequacy of the disclosures contained therein, if any, must (a) be in writing and (b) be filed with the Court and served on the Notice Parties, so that they are received no later than **4:00 p.m. (prevailing Eastern Time) on August 23, 2021** (the “Confirmation Objection Deadline”). The Debtors shall, if they deem necessary in their discretion, and any other party in interest may, file a reply to any such objections or brief in support of approval of the Combined Disclosure Statement and Plan by no later than **12:00 p.m. (prevailing Eastern Time) on August 30, 2021** (or one (1) business day prior to the date of any adjourned Confirmation Hearing).

36. Bankruptcy Rule 2002(b) requires that the Debtors provide notice to all creditors and parties in interest at least twenty-eight (28) days prior to the deadline for filing objections to

confirmation of the Combined Disclosure Statement and Plan, and the hearing on the final approval of the Combined Disclosure Statement and Plan. Local Rule 3017-2(f) requires that the hearing on the final approval of the Combined Disclosure Statement and Plan be at least forty-five (45) days after the entry of the order approving the voting procedures. Bankruptcy Rule 2002(d), in turn, requires that equity security holders be given notice of these matters in the manner and form directed by the Court.

37. The Confirmation Notice sets forth, among other things, (i) the Confirmation Objection Deadline, (ii) the time, date, and place of the Confirmation Hearing, and (iii) instructions on how to obtain a copy of the Combined Disclosure Statement and Plan free of charge. The Debtors will cause the Confirmation Notice to be served by the Service Date on the following parties: (a) all persons or entities that have filed, or are deemed to have filed a proof of Claim or request for allowance of Claim as of the Record Date; (b) all persons or entities listed on the Schedules as holding a Claim or potential Claim; (c) the Securities and Exchange Commission and any regulatory agencies with oversight authority of the Debtors; (d) the Internal Revenue Service; (e) the United States Attorney's office for the District of Delaware; (f) other known Holders of Claims (or potential Claims) and Interests; (g) all entities known by the Debtors to hold or assert a lien or other interest in the Debtors' property; and (h) any other parties that have requested notice pursuant to Bankruptcy Rule 2002. Under the Debtors' proposed timeline set forth herein, the Confirmation Notice will be served at least twenty-eight days prior to the Confirmation Objection Deadline, and more than thirty-five days prior to the Confirmation Hearing.

38. The Debtors submit that the foregoing procedures for providing notice of the Confirmation Hearing, the Confirmation Objection Deadline, and related matters fully comply

with Bankruptcy Rules 2002 and 3017 and the time limits set forth therein, are consistent with Bankruptcy Code sections 105, 1126(f) and 1126(g) and Bankruptcy Rule 3017(d) with respect to parties that are not entitled to vote on the Combined Disclosure Statement and Plan, are both fair to Holders of Claims or Interests and other parties in interest, and are designed to permit an organized and efficient Confirmation Hearing. Accordingly, the Debtors respectfully request that the Court approve such notice procedures as appropriate under the circumstances of these Chapter 11 Cases and in compliance with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

### **NOTICE**

39. The Debtors will provide notice of this Motion to: (i) the U.S. Trustee; (ii) counsel to the Prepetition Lender; and (iii) all parties who, as of the filing of this Motion, have filed a notice of appearance and request for service of papers pursuant to Bankruptcy Rule 2002 at the time of service. In light of the nature of the relief requested in this Motion, the Debtors respectfully submit that no further notice is necessary.

**CONCLUSION**

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Solicitation Procedures substantially in the form attached hereto as Exhibit A, granting the relief requested herein and such other and further relief as the Court deems just and proper.

Dated: June 22, 2021  
Wilmington, Delaware

/s/ Joseph M. Mulvihill

Joseph M. Barry (No. 4221)

Ryan M. Bartley (No. 4985)

Joseph M. Mulvihill (No. 6061)

S. Alexander Faris (No. 6278)

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*Counsel to the Debtors and Debtors in Possession*

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

	X	
	:	
In re	:	Chapter 11
	:	
AEROCENTURY CORP., <i>et al.</i> ,	:	Case No. 21-10636 (JTD)
	:	
Debtors. <sup>1</sup>	:	(Jointly Administered)
	:	
	:	<b>Hearing Date: July 14, 2021 at 2:00 p.m. (ET)</b>
	:	<b>Objection Deadline: July 7, 2021 at 4:00 p.m. (ET)</b>
	X	

**NOTICE OF MOTION**

TO: (I) THE U.S. TRUSTEE; (II) COUNSEL TO THE PREPETITION LENDER; AND (III) ALL PARTIES WHO, AS OF THE FILING OF THIS MOTION, HAVE FILED A NOTICE OF APPEARANCE AND REQUEST FOR SERVICE OF PAPERS PURSUANT TO BANKRUPTCY RULE 2002 AT THE TIME OF SERVICE.

**PLEASE TAKE NOTICE** that the debtors and debtors in possession in the above-captioned cases (the “Debtors”) have filed the attached *Debtors’ Motion for Entry of an Order (I) Approving the Combined Disclosure Statement and Plan on an Interim Basis for Solicitation Purposes Only; (II) Establishing Solicitation and Tabulation Procedures; (III) Approving the Form of Ballots and Solicitation Materials; (IV) Establishing the Voting Record Date; (V) Fixing the Date, Time, and Place for the Combined Hearing and the Deadline for Filing Objections Thereto; and (VI) Granting Related Relief* (the “Motion”).

**PLEASE TAKE FURTHER NOTICE** that any objections to the Motion must be filed on or before **July 7, 2021 at 4:00 p.m. (ET)** (the “Objection Deadline”) with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801. At the same time, you must serve a copy of the objection upon the undersigned proposed counsel to the Debtors so as to be received on or before the Objection Deadline.

**PLEASE TAKE FURTHER NOTICE THAT A HEARING TO CONSIDER THE MOTION WILL BE HELD ON JULY 14, 2021 AT 2:00 P.M. (ET) BEFORE THE HONORABLE JOHN T. DORSEY, UNITED STATES BANKRUPTCY COURT JUDGE FOR THE DISTRICT OF DELAWARE.**

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<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.

**PLEASE TAKE FURTHER NOTICE THAT, IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR A HEARING.**

Dated: June 22, 2021  
Wilmington, Delaware

/s/ Joseph M. Mulvihill

Joseph M. Barry (No. 4221)

Ryan M. Bartley (No. 4985)

Joseph M. Mulvihill (No. 6061)

S. Alexander Faris (No. 6278)

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Lorenzo Marinuzzi (admitted *pro hac vice*)

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*Counsel to the Debtors and Debtors in Possession*

**EXHIBIT A**

**Proposed Solicitation Procedures**

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

-----X  
:  
In re :  
:  
AEROCENTURY CORP., *et al.*, : Chapter 11  
:  
Debtors.<sup>1</sup> : Case No. 21-10636 (JTD)  
:  
: (Jointly Administered)  
:  
: **Re: Docket No. \_\_**  
-----X

**ORDER (I) APPROVING THE COMBINED DISCLOSURE STATEMENT AND  
PLAN ON AN INTERIM BASIS FOR SOLICITATION PURPOSES ONLY;  
(II) ESTABLISHING SOLICITATION AND TABULATION PROCEDURES;  
(III) APPROVING THE FORM OF BALLOTS AND SOLICITATION MATERIALS;  
(IV) ESTABLISHING THE VOTING RECORD DATE; (V) FIXING THE DATE,  
TIME, AND PLACE FOR THE COMBINED HEARING AND THE DEADLINE FOR  
FILING OBJECTIONS THERETO; AND (VI) GRANTING RELATED RELIEF**

Upon consideration of the motion (the “Motion”)<sup>2</sup> of the debtors in possession in the above-captioned cases (collectively, the “Debtors”) for entry of an order: (i) approving the Combined Disclosure Statement and Plan, on an interim basis and for solicitation purposes only; (ii) establishing procedures for the solicitation and tabulation of votes to accept or reject the Combined Disclosure Statement and Plan; (iii) approving the form of ballots and solicitation materials; (iv) establishing a voting record date; (v) fixing the date, time, and place for the Confirmation Hearing and the deadline for filing objections related thereto; and (vi) granting related relief; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court being able to issue a final order consistent with Article III

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<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 but not otherwise defined herein shall have the meanings ascribed to them in the Motion or the Combined Disclosure Statement and Plan, as applicable.

of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this District is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been given; and it appearing that no other or further notice is required; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estate, its creditors, and other parties in interest; and sufficient cause appearing therefor,

**THE COURT HEREBY FINDS AS FOLLOWS:**

A. The form of ballots attached hereto as Exhibits 1, 2 and 3 (collectively the "Ballots"): (i) are consistent with Official Form No. 14; (ii) adequately address the particular needs of these Chapter 11 Cases; (iii) are appropriate for the Voting Class; and (iv) comply with Bankruptcy Rule 3017(d).

B. The Ballots need not be provided to Holders of Claims or Interests in the following Classes, as such Non-Voting Classes are either (i) unimpaired and are conclusively presumed to have accepted the Combined Disclosure Statement and Plan in accordance with Bankruptcy Code section 1126(f), or (ii) impaired but will neither retain nor receive any property under the Combined Disclosure Statement and Plan and, thus, are conclusively deemed to have rejected the Combined Disclosure Statement and Plan under Bankruptcy Code section 1126(g):

Class	Type	Status Under Plan	Voting Status
1	Priority Non-Tax Claims	Unimpaired	Deemed to Accept
2	Other Secured Claims	Unimpaired	Deemed to Accept
3	Prepetition Loan Claims	Unimpaired	Deemed to Accept
4	PPP Loan Claims	Unimpaired	Deemed to Accept
5	General Unsecured Claims	Unimpaired	Deemed to Accept
6	Intercompany Claims	Impaired/Unimpaired	Not Entitled to Vote

C. The period during which the Debtors may solicit votes to accept or reject the Combined Disclosure Statement and Plan, as established by this Order, provides sufficient time for members of the Voting Class to make informed decisions to accept or reject the Combined Disclosure Statement and Plan and submit a Ballot in a timely fashion, and the solicitation provided by this Order is consistent with Bankruptcy Code section 1126.

D. The Tabulation Procedures (defined below) for the solicitation and tabulation of votes to accept or reject the Combined Disclosure Statement and Plan, as approved herein, provide a fair and equitable voting process and are consistent with Bankruptcy Code section 1126.

E. The contents of the Solicitation Packages and the procedures for providing notice of the Confirmation Hearing and the other matters set forth in the Confirmation Notice, under the circumstances, constitute sufficient notice to all interested parties in accordance with Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

**IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:**

1. The relief requested in the Motion is granted as set forth herein.

**Combined Disclosure Statement and Plan**

2. The Combined Disclosure Statement and Plan is approved on an interim basis for solicitation purposes under Bankruptcy Code sections 105 and 1125 and Bankruptcy Rule 3017.

3. The Ballots, substantially in the forms attached hereto as Exhibits 1, 2, and 3, are approved.

4. To be counted as votes to accept or reject the Combined Disclosure Statement and Plan, a Ballot must be properly executed, completed, and delivered, by mail, overnight courier, personal delivery, or by submitting a properly completed E-Ballot to the Voting Agent in

accordance with the instructions on the Ballot or E-Ballot so that it is actually received no later than **4:00 p.m. (prevailing Eastern Time) on August 23, 2021** (the “Voting Deadline”).

5. The following procedures shall be used in tabulating the votes to accept or reject the Combined Disclosure Statement and Plan (the “Tabulation Rules and Procedures”):

**Amounts for Voting Purposes.**

Solely for purposes of voting to accept or reject the Combined Disclosure Statement and Plan and not for the purpose of the allowance of, or distribution on account of, any Claim or Interest, and without prejudice to the Debtors’ rights in any other context, each Claim within a Class of Claims or Interests is entitled to vote to accept or reject the Combined Disclosure Statement and Plan be in an amount determined by the following procedures:

**Class 7 (Interests)**

- (a) The amount of Class 7 Interests of directly registered holders and Beneficial Holders for voting purposes only will be established through the transfer agent or applicable Nominees, as the case may be, in the amount of the applicable positions held as of the Voting Record Date, (a) by such holder as evidenced by the records of the transfer agent, or (b) by the Applicable Nominees in Class 7 as evidenced by the securities position report(s) from The Depository Trust Company;
- (b) In addition to the generally applicable voting and tabulation procedures, the following procedures shall apply to holders of Class 7 Interests who hold their position through a Nominee:
  - 1. The Voting Agent shall distribute or cause to be distributed the appropriate number of copies of Beneficial Holder Ballots to each Beneficial Holder of a Class 7 Interest as of the Voting Record Date;<sup>3</sup>
  - 2. Nominees identified by the Voting Agent as Entities through which Beneficial Holders hold their Interests will be provided with (i) Solicitation Packages for each Beneficial Holder represented by the Nominee as of the Voting Record Date, which will contain a

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<sup>3</sup> For the avoidance of doubt, if a Beneficial Holder has previously provided consent to receive such materials through its Nominee by e-mail, the Debtors are authorized to transmit (or cause to be transmitted) the Solicitation Package to the Beneficial Holder by e-mail.

Beneficial Holder Ballot for each Beneficial Holder, and (ii) a Master Ballot;

3. Any Nominee that is a holder of record with respect to Class 7 Interests shall vote on behalf of Beneficial Holders of such Interests by: (i) immediately, and in any event within five (5) Business Days after its receipt of the Solicitation Packages, distributing the Solicitation Packages, including Beneficial Holder Ballots, it receives from the Voting Agent to all such Beneficial Holders; (ii) providing such Beneficial Holders with a return address to send the completed Beneficial Holder Ballots (or a voting information form and/or other customary communication used to collect voting information from its beneficial holder clients along with instructions to the beneficial holder to return its vote to the nominee in a timely fashion); (iii) compiling and validating the votes and other relevant information of all such Beneficial Holders on the Master Ballot; and (iv) transmitting the Master Ballot to the Voting Agent on or before the Voting Deadline;
4. Any Beneficial Holder holding Class 7 Interests as a record holder in its own name shall vote on the Combined Disclosure Statement and Plan by completing and signing a Class 7 Ballot and returning to directly to the Voting Agent on or before the Voting Deadline or submitting a vote through the Voting Agent's E-Balloting Portal;
5. Any Beneficial Holder Ballot returned to a Nominee by a Beneficial Holder shall not be counted for purposes of accepting or rejecting the Combined Disclosure Statement and Plan until such Nominee properly completes and delivers to the Voting Agent a Master Ballot that reflects the vote of such Beneficial Holders on or before the Voting Deadline or otherwise validates the Beneficial Holder Ballot in a manner acceptable to the Voting Agent. Nominees shall retain all Beneficial Holder Ballots returned by Beneficial Holders for a period of one (1) year after the Effective Date of the Combined Disclosure Statement and Plan;
6. If a Beneficial Holder holds Class 7 Interests through more than one Nominee or through multiple accounts, such Beneficial Holder may receive more than one Beneficial Holder Ballot and each such Beneficial Holder should execute a separate Beneficial Holder Ballot for each block of Class 7 Interests that it holds through any Nominee and must return each such Beneficial Holder Ballot to the appropriate Nominee;
7. If a Beneficial Holder holds a portion of its Class 7 Interests through a Nominee or Nominees and another portion in its own name as the record holder, such Beneficial Holder should follow the procedures

described in section B.4 herein to vote the portion held in its own name and the procedures described in section B.3 herein to vote the portion held by the Nominee(s);

8. Votes cast by Beneficial Holders through Nominees will be applied to the applicable positions held by such Nominees in Class 7 as of the Voting Record Date, as evidenced by the applicable securities position report(s) obtained from The Depository Trust Company. Votes submitted by a Nominee pursuant to a Master Ballot will not be counted in excess of the amount of such Interests held by such Nominee as of the Voting Record Date;
9. If conflicting votes or “over-votes” are submitted by a Nominee pursuant to a Master Ballot, the Debtors will use reasonable efforts to reconcile discrepancies with the Nominees. If over-votes on a Master Ballot are not reconciled prior to the preparation of the Voting Report, the Debtors shall apply the votes to accept and to reject the Combined Disclosure Statement and Plan in the same proportion, by voting Class, as the votes to accept and to reject the Combined Disclosure Statement and Plan submitted on the Master Ballot that contained the over-vote, but only to the extent of the Nominee’s position in Class 7;
10. For purposes of tabulating votes, each Nominee or Beneficial Holder will be deemed to have voted the number of shares of its Interests in Class 7.
11. A single Nominee may complete and deliver to the Voting Agent multiple Master Ballots. Votes reflected on multiple Master Ballots will be counted, except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots are inconsistent, the latest received valid Master Ballot received prior to the Voting Deadline will, to the extent of such inconsistency, supersede and revoke any prior received Master Ballot. Likewise, if a Beneficial Holder submits more than one Beneficial Holder Ballot to its Nominee, (i) the latest received Beneficial Holder Ballot received before the submission deadline imposed by the Nominee shall be deemed to supersede any prior Beneficial Holder Ballot submitted by the Beneficial Holder, and (ii) the Nominee shall complete the Master Ballot accordingly; and
12. The Debtors will, upon written request, reimburse Nominees for customary mailing and handling expenses incurred by them in forwarding the Beneficial Holder Ballot and other enclosed materials to the Beneficial Holders for which they are the Nominee. No fees or commissions or other remuneration will be payable to any broker, dealer, or other person for soliciting Beneficial Holder

Ballots with respect to the Combined Disclosure Statement and Plan.

- (c) If an Interest is deemed allowed under the Combined Disclosure Statement and Plan, an order of the Court or a stipulated agreement between the parties, such Interest will be temporarily allowed for voting purposes in the deemed allowed amount set forth therein;
- (d) Proofs of claim filed for \$0.00 are not entitled to vote;
- (e) If the Debtors or other party in interest has served an objection or request for estimation as to an Interest at least ten (10) days before the Voting Deadline, such Interest is temporarily disallowed for voting purposes only, and not for purposes of allowance or distribution, except to the extent and in the manner as may be set forth in such objection, or as ordered by the Court before the Voting Deadline;
- (f) For purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code separate Interests held by a single creditor in a particular Class shall be aggregated as if such creditor held one Interest against the Debtors in such Class, and the votes related to such Interests shall be treated as a single vote to accept or reject the Combined Disclosure Statement and Plan;
- (g) Notwithstanding anything to the contrary contained herein, any creditor who has filed or purchased duplicate Claims within the Voting Class shall be provided with only one Solicitation Package and one ballot for voting a single Interest in such Class, regardless of whether the Debtors have objected to such duplicate Claims; and
- (h) If a proof of claim has been amended by a later proof of claim that is filed on or prior to the Voting Record Date, the later filed amending claim shall be entitled to vote in a manner consistent with these tabulation rules, and the earlier filed claim shall be disallowed for voting purposes, regardless of whether the Debtors have objected to such amended claim. Except as otherwise ordered by the Court, any amendments to proofs of claim after the Voting Record Date shall not be considered for purposes of these tabulation rules.

### **Voting Rules**

- (a) Except as otherwise ordered by the Court, any Ballot received after the Voting Deadline will not be counted absent the consent of the Debtors in their discretion;
- (b) Any Ballot that is illegible or contains insufficient information to permit the identification of the claimant will not be counted;

- (c) Any Ballot cast by a person or entity that does not hold an Interest in a Voting Class as of the Voting Record Date will not be counted;
- (d) Any unsigned Ballot will not be counted, provided that Ballots validly submitted through the E-Balloting Portal will be deemed signed;
- (e) Except in the Debtors' discretion, any Ballot transmitted to the Voting Agent by facsimile or other electronic means (other than through the E-Balloting Portal and via e-mail by Nominees) will not be counted;
- (f) Any Ballot that does not indicate an acceptance or rejection of the Combined Disclosure Statement and Plan, or that indicates both an acceptance and rejection of the Combined Disclosure Statement and Plan, will not be counted;
- (g) Whenever a claimant casts more than one Ballot voting the same Claim prior to the Voting Deadline, only the latest-dated valid Ballot timely received, Ballot will be deemed to reflect the voter's intent and, thus, will supersede any prior Ballots;
- (h) If a claimant casts simultaneous duplicative Ballots that are voted inconsistently, such Ballots will not be counted.
- (i) Subject to the other Tabulation Procedures, each claimant will be deemed to have voted the full amount of its Claim as set forth on the Ballot;
- (j) Claimants may not split their vote within a Class; thus, each claimant will be required to vote all of its Claims within the Class either to accept or reject the Combined Disclosure Statement and Plan, and any votes that are split will not be counted; and
- (k) Subject to any contrary order of the Court, the Debtors further reserve the right to waive any defects or irregularities or conditions of delivery as to any particular Ballot.

6. The Confirmation Hearing is hereby scheduled for **August 31, 2021 at 10:00 a.m. (prevailing Eastern Time)**. The Confirmation Hearing may be continued from time to time by the Debtors without further notice other than by (a) announcing any adjourned date at the Confirmation Hearing (or any continued hearing) or (b) filing a notice on the docket of these Chapter 11 Cases.

7. Objections to approval and confirmation of the Combined Disclosure Statement and Plan on any grounds, including adequacy of the disclosures therein, if any, must (a) be in

writing, (b) comply with the Bankruptcy Rules and the Local Rules, and (c) be filed with the Clerk of the Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, with a copy served upon the following (collectively, the “Notice Parties”): (i) the Debtors at 1440 Chapin Avenue, Suite 310, Burlingame, CA 94010; (ii) co-counsel to the Debtors, (a) Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, Attn: Joseph M. Barry, Esq. (jbarry@ycst.com), Ryan M. Bartley, Esq. (rbartley@ycst.com), and Joseph M. Mulvihill, Esq. (jmulvihill@ycst.com), and (b) Morrison & Foerster LLP, 250 West 55th Street, New York, NY 10019-9601, Attn: Lorenzo Marinuzzi, Esq. (lmarinuzzi@mofo.com) and Raff Ferraioli, Esq. (rferraioli@mofo.com); and (iii) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, Delaware, 19801, Attn: Linda Casey, Esq. (linda.casey@usdoj.gov) by no later than **4:00 p.m. (prevailing Eastern Time) on August 23, 2021**.

8. The Debtors shall, if they deem necessary in their discretion, and any other party in interest may, file a reply to any objections or brief in support of approval of the Combined Disclosure Statement and Plan by no later than **12:00 p.m. (prevailing Eastern Time) on August 30, 2021** (or one (1) business days prior to the date of any adjourned Confirmation Hearing).

9. The Confirmation Notice, in substantially the form attached hereto as Exhibit 4, is approved.

10. Pursuant to Bankruptcy Rule 3017(d), July 9, 2021, at 4:00 p.m. (prevailing Eastern Time) shall be the record date for purposes of determining which members of Class 7 are entitled to receive Solicitation Packages and vote on the Combined Disclosure Statement and Plan (the “Record Date”).

11. With respect to any transferred Claim, the transferee shall only be entitled to receive and cast a Ballot on account of such transferred Claim if: (a) all actions necessary to effect the transfer of the Claim pursuant to Bankruptcy Rule 3001(e) have been completed by the Record Date (including, without limitation, the passage of any applicable objection period) or (b) the transferee files, no later than the Record Date, (i) the documentation required by Bankruptcy Rule 3001(e) to evidence the transfer, and (ii) a sworn statement of the transferor supporting the validity of the transfer.

12. On or prior to July 21, 2021 (the “Service Date”), in accordance with the terms of this Order, the Voting Agent shall transmit the Solicitation Packages to the Voting Class containing copies of: (a) the Confirmation Notice; (b) either a paper copy or a copy in “pdf” format on CD-ROM or flash drive of the Combined Disclosure Statement and Plan; (c) the applicable Ballot; and (d) a pre-paid, pre-addressed return envelope.

13. On or prior to the Service Date, the Voting Agent shall mail the Confirmation Notice to the following parties, to the extent such parties are not otherwise entitled to receive a Solicitation Package: (a) all persons or entities that have filed, or are deemed to have filed a proof of Claim or request for allowance of Claim as of the Record Date; (b) all persons or entities listed on the Schedules as holding a Claim or potential Claim; (c) the Securities and Exchange Commission and any regulatory agencies with oversight authority of the Debtors; (d) the Internal Revenue Service; (e) the United States Attorney’s office for the District of Delaware; (f) other known Holders of Claims (or potential Claims) and Interests; (g) all entities known to the Debtors to hold or assert a lien or other interest in the Debtors’ property; (h) all parties listed on the Debtors’ creditor matrix; and (i) any other parties that have requested notice pursuant to Bankruptcy Rule 2002.

14. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

**EXHIBIT 1**

**Class 7 Ballot**

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

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

**CLASS 7 (INTERESTS) BALLOT FOR VOTING TO ACCEPT OR REJECT THE COMBINED DISCLOSURE STATEMENT AND JOINT CHAPTER 11 PLAN OF AEROCENTURY CORP. AND ITS AFFILIATED DEBTORS**

**TO BE COUNTED, YOUR VOTE (WHETHER THROUGH “E-BALLOT” OR “PAPER BALLOT” AS DEFINED BELOW) MUST BE ACTUALLY RECEIVED BY THE VOTING AGENT BY THE VOTING DEADLINE OF AUGUST 23, 2021, AT 4:00 P.M. (PREVAILING EASTERN TIME).**

This ballot (the “Ballot”) is being submitted to you by the above captioned debtors and debtors in possession (collectively, the “Debtors”) to solicit your vote to accept or reject the *Combined Disclosure Statement and Joint Chapter 11 Plan of AeroCentury Corp., and Its Affiliated Debtors* [D.I. [●]] (as it may be amended, supplemented, or modified from time to time pursuant to the terms thereof, the “Combined Disclosure Statement and Plan”).<sup>2</sup> Copies of the Combined Disclosure Statement and Plan may be obtained free of charge on the dedicated webpage of Kurtzman Carson Consultants, LLC (the “Voting Agent”) at <https://kccllc.net/AeroCentury> or upon request to the Voting Agent by (i) telephone at (877) 499-4509 (U.S./Canada) or (917) 281-4800 (International) or (ii) email at [AeroBallots@kccllc.com](mailto:AeroBallots@kccllc.com).<sup>3</sup>

The Combined Disclosure Statement and Plan can be confirmed by the Bankruptcy Court and, thereby, made binding on you if it is accepted by the Holders of at least two-thirds in amount and more than one-half in number of the Claims in each Impaired Class who vote on the Combined Disclosure Statement and Plan and if the Combined Disclosure Statement and Plan otherwise satisfies the applicable requirements of Bankruptcy Code section 1129(a). If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Combined Disclosure Statement and Plan if it finds that the Combined Disclosure Statement and Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Combined Disclosure Statement and Plan and (ii) otherwise satisfies the requirements of Bankruptcy Code section 1129(b).

**VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT**

1. For your vote to count, you must:
  - a. Submit your Ballot by one of the following methods:
    - i. Completing, executing, and submitting this paper Ballot (“Paper Ballot”) by mail, overnight courier, or hand delivery to the following address:

<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> All capitalized terms used but not otherwise defined herein have the meanings set forth in the Combined Disclosure Statement and Plan.

<sup>3</sup> Copies of the Combined Disclosure Statement and Plan are also available for a fee on the Bankruptcy Court’s website, [www.deb.uscourts.gov](http://www.deb.uscourts.gov) (a PACER account is required).

If by first class mail, to:	If by hand delivery or overnight mail, to:
AeroCentury Ballot Processing Center c/o KCC 222 N. Pacific Coast Hwy., Ste. 300 El Segundo, CA 90245	AeroCentury Ballot Processing Center c/o KCC 222 N. Pacific Coast Hwy., Ste. 300 El Segundo, CA 90245

**or**

- ii. Submitting an electronic Ballot (an “E-Ballot”) through the Voting Agent’s dedicated, E-Ballot portal (the “E-Balloting Portal”). To submit your Ballot through the E-Balloting Portal, visit <https://kcc.net/AeroCentury> click on the “Submit E-Ballot” section of the website and follow the instructions to submit your E-Ballot.

- **IMPORTANT NOTE:** You will need the following information to retrieve and submit your customized E-Ballot Ballot:

Unique E-Ballot ID#: \_\_\_\_\_

PIN#: \_\_\_\_\_

- Each E-Ballot ID# is to be used solely for voting only those Claims described in Item 1 of E-Ballot. Please complete and submit an E- Ballot for each E-Ballot ID# you receive, as applicable. If you submit an E-Ballot, you should NOT also submit a Paper Ballot.
- The E-Balloting Portal is the sole manner in which Ballots will be accepted by electronic or online transmission. Ballots submitted by facsimile, email, or other means of electronic transmission will not be counted.

**If you are casting a Ballot using the E-Ballot Portal you should NOT also submit a paper Ballot.**

- In the boxes provided in Item 2 of the Ballot, indicate either acceptance or rejection of the Combined Disclosure Statement and Plan by checking the appropriate box;
  - Review and sign the acknowledgements in Item 4 of the Ballot. Please be sure to sign and date your Ballot. Your signature is required for your vote to be counted. For the avoidance of doubt, a properly submitted E-Ballot will be deemed to include a valid and original signature. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. If the Interest is held by an entity, your Ballot must be executed in the name of an authorized signatory. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot; and
  - Return your Ballot (whether by E-Ballot or by Paper Ballot) so it is received by the Voting Agent on or before the Voting Deadline approved by the Bankruptcy Court, August 23, 2021 at 4:00 p.m. (prevailing Eastern Time).** If a Ballot is received after the Voting Deadline, it will not be counted (even if postmarked prior to the Voting Deadline), except in the Debtors’ discretion. If neither the “accept” nor “reject” box is checked or if both boxes are checked in Item 2 for an otherwise properly completed, executed, and timely returned Ballot, the Ballot will not be counted for voting purposes.
- If you voted to reject the Combined Disclosure Statement and Plan or did not vote, review the opt-out election disclosure in Item 3, and determine whether to opt out of the release provisions contained in Section 14.1(c) of the Combined Disclosure Statement and Plan by checking the box in Item 3. Electing to opt out of such release provisions by checking the box in Item 3 will result in you NOT being a Released Party.
  - You must vote all your Claims within a single Class under the Combined Disclosure Statement and Plan either to accept or reject the Combined Disclosure Statement and Plan. Accordingly, if you return more than one Ballot voting different Claims within a single Class under the Combined Disclosure Statement and Plan and the Ballots are not voted in the same manner, those Ballots will not be counted. An otherwise properly executed Ballot that attempts to partially accept and partially reject Combined Disclosure Statement and Plan likewise will not be counted. **Further, inconsistent, duplicate Ballots with respect to the same Claim shall not be counted.**
  - The Ballot does not constitute and will not be deemed a proof of Claim or an assertion of a Claim or Interest.
  - If you cast more than one Ballot voting the same Claim or Interest prior to the Voting Deadline, the latest received properly completed Ballot will supersede any prior received Ballots.

5. NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.
6. PLEASE RETURN YOUR BALLOT PROMPTLY. THE VOTING AGENT WILL **NOT** ACCEPT BALLOTS BY FACSIMILE OR E-MAIL.

IF YOU HAVE RECEIVED A DAMAGED BALLOT OR HAVE LOST YOUR BALLOT, OR IF YOU HAVE ANY QUESTIONS CONCERNING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CONTACT THE VOTING AGENT BY EMAIL (AEROBALLOTS@KCCLLC.COM) OR BY TELEPHONE AT (877) 499-4509 (U.S./CANADA) OR 1 (917) 281-4800 (INTERNATIONAL). DO NOT CONTACT THE VOTING AGENT OR THE BANKRUPTCY COURT FOR LEGAL ADVICE. THE VOTING AGENT AND THE BANKRUPTCY COURT CANNOT AND WILL NOT PROVIDE PARTIES WITH LEGAL ADVICE.

**NOTICE REGARDING CERTAIN RELEASE, INJUNCTION, AND EXCULPATION PROVISIONS  
IN THE COMBINED DISCLOSURE STATEMENT AND PLAN**

7. PLEASE BE ADVISED THAT THE COMBINED DISCLOSURE STATEMENT AND PLAN CONTAINS CERTAIN RELEASE, INJUNCTION, AND EXCULPATION PROVISIONS, INCLUDING THE FOLLOWING:

Section 14.1(c) contains the following consensual third-party releases by Holders of Claims and Interests:

As of the Effective Date, for good and valuable consideration, the adequacy of which is hereby confirmed, the Releasing Parties shall be deemed to forever release, waive and discharge the Third-Party Released Parties of all claims, obligations, suits, judgments, damages, demands, debts, rights, remedies, causes of action and liabilities of any nature whatsoever in connection with or related to the Debtors, the Chapter 11 Cases, or the combined Disclosure Statement and Plan, whether liquidated or unliquidated, fixed or contingent, matured or unmatured, known or unknown, foreseen or unforeseen, then existing or hereafter arising, in law, equity, or otherwise that are or may be based in whole or in part upon any act, omission, transaction, event, or other occurrence taking place or existing on or prior to the Effective Date (other than the rights of Holders of Allowed Claims to enforce the obligations under the Confirmation Order and the Plan); provided, however, that nothing in this section shall operate as a release, waiver or discharge of any causes of action or liabilities unknown to such Entity as of the Petition Date arising out of gross negligence, willful misconduct, fraud, or criminal acts of any such Released Party as determined by a Final Order.

As defined in the Combined Disclosure Statement and Plan:

“Third-Party Released Parties” shall mean (i) the Debtors, (ii) any directors that served or are currently serving on the Debtors’ boards of directors; (iii) the Debtors’ current officers; and (iv) with respect to each of the foregoing, their Related Parties.

“Releasing Parties” Claims and Interests who vote to accept the Plan, (c) all Holders of Claims and Interests who vote to reject the Plan and who do not submit a Release Opt-Out Election; and (d) all Holders of Claims and Interests that are entitled to vote to accept the Plan, but do not timely return a Ballot on the Voting Deadline continuing a Release Opt-Out Election, and with respect to each of the foregoing, their Related Parties.

“Release Opt-Out Election” shall mean the timely election of a Holder of a Class 7 Interest Claim entitled to vote on the Plan to “opt out” of being a Releasing Party by submitting a Ballot by the Voting Deadline that (i) votes to reject the Plan and (ii) selects the option set forth on the Ballot to not grant the releases set forth in Section 14.1(c) of the Plan.

OTHER RELEASE, INJUNCTION, AND EXCULPATION PROVISIONS ARE FOUND IN SECTION 14.1 OF THE COMBINED DISCLOSURE STATEMENT AND PLAN. YOU ARE ADVISED AND ENCOURAGED TO CAREFULLY REVIEW AND CONSIDER THE COMBINED DISCLOSURE STATEMENT AND PLAN, INCLUDING THE RELEASE, INJUNCTION, AND EXCULPATION PROVISIONS, AS YOUR RIGHTS MIGHT BE AFFECTED.

**PLEASE READ THE PRECEDING VOTING INFORMATION AND  
INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.**

PLEASE COMPLETE ITEMS 1, 2, 3 (IF APPLICABLE) AND 4. IF THIS BALLOT IS NOT SIGNED ON THE  
APPROPRIATE LINE, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

**Item 1. Voting Amount.** The undersigned certifies that, as of July 9, 2021, the undersigned was a Holder of a Class 7 Interest in the amount set forth below:<sup>4</sup>

Voting Amount (in number of shares): \_\_\_\_\_

**Item 2. Vote on Plan.** The undersigned Holder of the Interest identified in Item 1 hereby votes to (check one box only):

☐ **Accept** the Combined Disclosure Statement and Plan

☐ **Reject** the Combined Disclosure Statement and Plan

**You are consenting to the releases set forth in Section 14.1(c) of the Combined Disclosure Statement and Plan and the related injunction to the fullest extent permitted by applicable law if you (i) vote to accept the Combined Disclosure Statement and Plan or (ii) vote to reject the Combined Disclosure Statement and Plan and do not check the box in Item 3 below electing not to grant the releases in Section 14.1(c).**

**Item 3. (ONLY APPLICABLE IF VOTED TO REJECT THE COMBINED DISCLOSURE STATEMENT AND PLAN)  
Release Opt-Out Election.**

If you voted to reject the Combined Disclosure Statement and Plan, check this box if you elect **not** to grant the releases contained in Section 14.1(c) of the Combined Disclosure Statement and Plan. Election to withhold consent is at your option. **If you exercise your right to not grant the releases by checking the box below, you will not be a Released Party.** If you submit your Ballot without this box checked, you will be deemed to consent to the releases set forth in Section 14.1(c) of the Combined Disclosure Statement and Plan and the related injunction to the fullest extent permitted by applicable law.

☐ **The undersigned elects not to grant the releases contained in Section 14.1(c) of the Combined Disclosure Statement and Plan.**

**Item 4. Acknowledgments.** By signing this Ballot, the undersigned acknowledges receipt of the instructions on obtaining the Combined Disclosure Statement and Plan and the other applicable solicitation materials and certifies that the undersigned is the claimant or has the power and authority to vote to accept or reject the Combined Disclosure Statement and Plan on behalf of the claimant. The undersigned understands that an otherwise properly completed, executed, and timely returned Ballot that does not indicate either acceptance or rejection of the Combined Disclosure Statement and Plan or indicates both acceptance and rejection of the Combined Disclosure Statement and Plan will not be counted for voting purposes.

\_\_\_\_\_  
Name of Creditor

\_\_\_\_\_  
Telephone Number

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Email Address

\_\_\_\_\_  
If by Authorized Agent, Name and Title

\_\_\_\_\_  
Name of Institution

\_\_\_\_\_  
Date Completed

\_\_\_\_\_  
Street Address

\_\_\_\_\_  
City, State, Zip Code

<sup>4</sup> For voting purposes only, subject to tabulation rules.

**EXHIBIT 2**

**Beneficial Holder Ballot**

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

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

**CLASS 7 BENEFICIAL HOLDER BALLOT FOR VOTING TO  
ACCEPT OR REJECT THE COMBINED DISCLOSURE STATEMENT AND JOINT  
CHAPTER 11 PLAN OF AEROCENTURY CORP., AND ITS AFFILIATED DEBTORS**

**TO BE COUNTED, YOUR VOTE MUST BE ACTUALLY RECEIVED BY THE VOTING AGENT  
BY THE VOTING DEADLINE OF AUGUST 23, 2021, AT 4:00 P.M. (PREVAILING EASTERN TIME).**

This ballot (the “Ballot” or the “Beneficial holder Ballot”) is being submitted to you by the above-captioned debtors and debtors in possession (collectively, the “Debtors”) to solicit your vote to accept or reject the *Combined Disclosure Statement and Joint Chapter 11 Plan of AeroCentury Corp., and Its Affiliated Debtors* [D.I. [●]] (as it may be amended, supplemented, or modified from time to time pursuant to the terms thereof, the “Combined Disclosure Statement and Plan”). Copies of the Combined Disclosure Statement and Plan may be obtained free of charge on the dedicated webpage of Kurtzman Carson Consultants, LLC (the “Voting Agent”) at <https://kccllc.net/AeroCentury>, or upon request to the Voting Agent by: (i) telephone at (877) 499-4509 (U.S./Canada) or 1 (917) 281-4800 (International); or (ii) email at [aeroballots@kccllc.com](mailto:aeroballots@kccllc.com).

The Combined Disclosure Statement and Plan can be confirmed by the Bankruptcy Court and, thereby, made binding on you if it is accepted by the Holders of at least two-thirds in dollar amount, and more than one-half in number of the Claims in each Impaired Class who vote on the Combined Disclosure Statement and Plan and if the Combined Disclosure Statement and Plan otherwise satisfies the applicable requirements of Bankruptcy Code section 1129(a). If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Combined Disclosure Statement and Plan if it finds that the Combined Disclosure Statement and Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Combined Disclosure Statement and Plan and (ii) otherwise satisfies the requirements of Bankruptcy Code section 1129(b).

You are receiving this Ballot because your Nominee<sup>2</sup> has identified you as a Beneficial Holder<sup>3</sup> of a Class 7 Interest (“Interest”) as of July 9, 2021 (the “Voting Record Date”). Accordingly, you have a right to vote to accept or reject the Combined Disclosure Statement and Plan.

The rights and treatment for each Class are described in the Combined Disclosure Statement and Plan, which was included in the package (the “Solicitation Package”) you are receiving with this Beneficial Holder Ballot.

This Beneficial Holder Ballot may not be used for any purpose other than for casting votes to accept or reject the Combined Disclosure Statement and Plan and making certain certifications with respect to the Combined Disclosure Statement and Plan. If you believe you have received this Beneficial Holder Ballot in error, please contact the Voting Agent immediately at the address, telephone number, or email address set forth above.

You should review the Combined Disclosure Statement and Plan before you vote. You may wish to seek legal advice concerning the Combined Disclosure Statement and Plan and the classification and treatment of your Interest.

**Please return your completed Beneficial Holder Ballot in accordance with your Nominee’s instructions. Nominees are authorized to collect votes to accept or to reject the Combined Disclosure Statement and Plan from Beneficial Holders in accordance with their customary practices, including the use of a “voting instruction form” in lieu of (or in addition to) this Beneficial Holder Ballot, and collecting votes from Beneficial Holders through online voting, by phone, facsimile, or other electronic means.**

<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> “Nominee” means the broker, dealer, commercial bank, trust company, savings and loan, financial institution, or other such party in whose name your beneficial ownership in Class 7 Interests is registered or held of record on your behalf as of the Voting Record Date.

<sup>3</sup> “Beneficial Holder” means a beneficial owner of publicly-traded securities whose claims have not been satisfied prior to the Voting Record Date (as defined herein) pursuant to Court order or otherwise, as reflected in the records maintained by the Nominees holding through an transfer agent or as evidenced by the securities position report from The Depository Trust Company.

**Item 1. Amount of Claim.**

The undersigned hereby certifies that as of the Voting Record Date, the undersigned was the Holder of a Class 7 Interest in the following amount:

\_\_\_\_\_ Shares of Common Stock

**Item 2. Vote on Plan.**

The Holder of the Class 7 Interest against the Debtors set forth in Item 1 votes to (please check one):

- |   |   |
|---|---|
| <input type="checkbox"/> <b><u>ACCEPT</u></b> (vote FOR) the Combined Disclosure Statement and Plan | <input type="checkbox"/> <b><u>REJECT</u></b> (vote AGAINST) the Combined Disclosure Statement and Plan |
|---|---|

You are consenting to the releases set forth in Section 14.1(c) of the Combined Disclosure Statement and Plan and the related injunction to the fullest extent permitted by applicable law if you (i) vote to accept the Combined Disclosure Statement and Plan or (ii) abstain from voting or vote to reject the Combined Disclosure Statement and Plan and do not check the box in Item 3 below electing not to grant the releases in Section 14.1(c).

**Item 3. Important information regarding the Third Party Releases Contained in the Combined Disclosure Statement and Plan.**

If you voted to reject the Combined Disclosure Statement and Plan, check this box if you elect not to grant the releases contained in Section 14.1(c) of the Combined Disclosure Statement and Plan. Election to withhold consent is at your option. If you exercise your right to not grant the releases by checking the box below, you will not be a Released Party. If you submit your Ballot without this box checked, you will be deemed to consent to the releases set forth in Section 14.1(c) of the Combined Disclosure Statement and Plan and the related injunction to the fullest extent permitted by applicable law.

The Holder of a Class 7 Interest identified in Item 1 elects to (optional):

- |  |
|--|
| <input type="checkbox"/> <b>The undersigned elects <u>not</u> to grant the releases contained in section 14.1(c) of the Combined Disclosure Statement and Plan</b> |
|--|

**Important information regarding the Third Party Releases Contained in the Combined Disclosure Statement and Plan**

The Combined Disclosure Statement and Plan includes the following release provisions and definitions:<sup>4</sup>

Section 14.1(c) contains the following consensual third-party releases by Holders of Claims and Interests:

As of the Effective Date, for good and valuable consideration, the adequacy of which is hereby confirmed, the Releasing Parties shall be deemed to forever release, waive and discharge the Third-Party Released Parties of all claims, obligations, suits, judgments, damages, demands, debts, rights, remedies, causes of action and liabilities of any nature whatsoever in connection with or related to the Debtors, the Chapter 11 Cases, or the combined Disclosure Statement and Plan, whether liquidated or unliquidated, fixed or contingent, matured or unmatured, known or unknown, foreseen or unforeseen, then existing or hereafter arising, in law, equity, or otherwise that are or may be based in whole or in part upon any act, omission, transaction, event, or other occurrence taking place or existing on or prior to the Effective Date (other than the rights of Holders of Allowed Claims to enforce the obligations under the Confirmation Order and the Plan); provided, however, that nothing in this section shall operate as a release, waiver or discharge of any causes of action or liabilities unknown to such Entity as of the Petition Date arising out of gross negligence, willful misconduct, fraud, or criminal acts of any such Released Party as determined by a Final Order.

<sup>4</sup> The provisions referenced herein are for summary purposes only and do not include all provisions of the Combined Disclosure Statement and Plan that may affect your rights. If there is any inconsistency between the provisions set forth herein and the Combined Disclosure Statement and Plan, the Combined Disclosure Statement and Plan governs.

As defined in the Combined Disclosure Statement and Plan:

**“Third-Party Released Parties”** shall mean (i) the Debtors, (ii) any directors that served or are currently serving on the Debtors’ boards of directors; (iii) the Debtors’ current officers; and (iv) with respect to each of the foregoing, their Related Parties.

**“Releasing Parties”** Claims and Interests who vote to accept the Plan, (c) all Holders of Claims and Interests who vote to reject the Plan and who do not submit a Release Opt-Out Election; and (d) all Holders of Claims and Interests that are entitled to vote to accept the Plan, but do not timely return a Ballot on the Voting Deadline continuing a Release Opt-Out Election, and with respect to each of the foregoing, their Related Parties.

**“Release Opt-Out Election”** shall mean the timely election of a Holder of a Class 7 Interest entitled to vote on the Plan to “opt out” of being a Releasing Party by submitting a Ballot by the Voting Deadline that (i) votes to reject the Plan and (ii) selects the option set forth on the Ballot to not grant the releases set forth in Section 14.1(c) of the Plan.

**OTHER RELEASE, INJUNCTION, AND EXCULPATION PROVISIONS ARE FOUND IN SECTION 14.1 OF THE COMBINED DISCLOSURE STATEMENT AND PLAN. YOU ARE ADVISED AND ENCOURAGED TO CAREFULLY REVIEW AND CONSIDER THE COMBINED DISCLOSURE STATEMENT AND PLAN, INCLUDING THE RELEASE, INJUNCTION, AND EXCULPATION PROVISIONS, AS YOUR RIGHTS MIGHT BE AFFECTED.**

**Item 4. Certifications.**

By signing this Beneficial Holder Ballot, the undersigned certifies:

- (a) that, as of the Voting Record Date, either: (i) the Entity is the Beneficial Holder of the Interests being voted; or (ii) the Entity is an authorized signatory for an Entity that is the Beneficial Holder of the Interests being voted;
- (b) that the Entity (or in the case of an authorized signatory, the Beneficial Holder) has received a copy of the Disclosure Statement and the Solicitation Package and acknowledges that the solicitation is being made pursuant to the terms and conditions set forth therein;
- (c) that the Entity has cast the same vote with respect to all Interests in a single Class; and
- (d) that no other Beneficial Holder Ballots with respect to the amount of the Interests identified in Item 1 have been cast or, if any other Beneficial Holder Ballots have been cast with respect to such Interests, then any such earlier Beneficial Holder Ballots are hereby revoked.

Name of Holder:	_____
	(Print or Type)
Signature:	_____
Name of Signatory:	_____
	(If other than Beneficial Holder)
Title:	_____
Address:	_____
	_____
Telephone Number:	_____
Email:	_____
Date Completed:	_____

PLEASE COMPLETE THIS BENEFICIAL HOLDER BALLOT AND SUBMIT IT  
(IN ACCORDANCE WITH THE INSTRUCTIONS SET FORTH HEREIN)  
PROMPTLY VIA YOUR NOMINEE'S INSTRUCTIONS.  
IF THE VOTING AGENT DOES NOT **ACTUALLY RECEIVE**  
THE MASTER BALLOT CONTAINING YOUR VOTE ON **OR BEFORE AUGUST 23, 2021, AT 4:00 P.M., PREVAILING  
EASTERN TIME**, (AND IF THE VOTING DEADLINE IS NOT EXTENDED), YOUR VOTE TRANSMITTED BY THIS  
BENEFICIAL HOLDER BALLOT MAY BE COUNTED  
TOWARD CONFIRMATION OF THE COMBINED DISCLOSURE STATEMENT AND PLAN ONLY IN THE DISCRETION OF  
THE DEBTORS.

**INSTRUCTIONS FOR COMPLETING THIS BENEFICIAL HOLDER BALLOT**

1. The Debtors are soliciting the votes of Holders of Interests with respect to the Combined Disclosure Statement and Plan. Capitalized terms used in the Beneficial Holder Ballot or in these instructions (the "Ballot Instructions") but not otherwise defined therein or herein shall have the meaning set forth in the Combined Disclosure Statement and Plan, a copy of which also accompanies this Ballot. **PLEASE READ THE COMBINED DISCLOSURE STATEMENT AND PLAN CAREFULLY BEFORE COMPLETING THIS BENEFICIAL HOLDER BALLOT.**
2. The Combined Disclosure Statement and Plan can be confirmed by the Court and thereby made binding upon you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of Claims in at least one class of creditors that votes on the Combined Disclosure Statement and Plan and if the Combined Disclosure Statement and Plan otherwise satisfies the requirements for confirmation provided by section 1129(a) of the Bankruptcy Code. Please review the Combined Disclosure Statement and Plan for more information.
3. Unless otherwise instructed by your Nominee, to ensure that your vote is counted, you must submit your Beneficial Holder Ballot (or otherwise convey your vote) to your Nominee in sufficient time to allow your Nominee to process your vote and submit a Master Ballot so that the Master Ballot is actually received by the Voting Agent by the Voting Deadline. You may instruct your Nominee to vote on your behalf in the Master Ballot as follows: (a) complete the Beneficial Holder Ballot; (b) indicate your decision either to accept or reject the Combined Disclosure Statement and Plan in the boxes provided in Item 3 of the Beneficial Holder Ballot; and (c) sign and return the Beneficial Holder Ballot to your Nominee in accordance with the instructions provided by your Nominee. The Voting Deadline for the receipt of Master Ballots by the Voting Agent is **August 23, 2021, at 4:00 p.m., prevailing Eastern Time**. Your completed Beneficial Holder Ballot must be received by your Nominee in sufficient time to permit your Nominee to deliver your votes to the Voting Agent on or before the Voting Deadline.
4. **Please follow your Nominee's Instructions.** Nominees are authorized to collect votes to accept or to reject the Combined Disclosure Statement and Plan from Beneficial Holders in accordance with their customary practices, including the use of a "voting instruction form" in lieu of (or in addition to) this Beneficial Holder Ballot, and collecting votes from Beneficial Holders through online voting, by phone, facsimile, or other electronic means. Any Ballot received by the Voting Agent (including via a Nominee on a Master Ballot) after the Voting Deadline will not be counted with respect to acceptance or rejection of the Combined Disclosure Statement and Plan, as applicable, unless the Debtors otherwise determine. Delivery of a Ballot or Master Ballot reflecting your vote to the Voting Agent will be deemed to have occurred only when the Voting Agent ***actually receives*** the originally executed Beneficial Holder Ballot or Master Ballot (as applicable). In all cases, you should allow sufficient time to assure timely delivery.
5. **The following Beneficial Holder Ballots will not be counted:**
  - (a) any Beneficial Holder Ballot that partially rejects and partially accepts the Combined Disclosure Statement and Plan;
  - (b) any Beneficial Holder Ballot that neither accepts nor rejects the Combined Disclosure Statement and Plan;
  - (c) any Beneficial Holder Ballot sent to the Debtors, the Debtors' agents (other than the Voting Agent and only with respect to a pre-validated Beneficial Holder Ballot), or the Debtors' financial or legal advisors;
  - (d) any Beneficial Holder Ballot returned to a Nominee not in accordance with the Nominee's instructions;
  - (e) any Beneficial Holder Ballot that is illegible or contains insufficient information to permit the identification of the holder of the Interest;
  - (f) any Beneficial Holder Ballot submitted by a holder not entitled to vote pursuant to the Combined Disclosure Statement and Plan;
  - (g) any unsigned Beneficial Holder Ballot (except in accordance with the Nominee's instructions);
  - (h) any non-original Beneficial Holder Ballot (except in accordance with the Nominee's instructions); and/or
  - (i) any Beneficial Holder Ballot not marked to accept or reject the Combined Disclosure Statement and Plan or any Beneficial Holder Ballot marked both to accept and reject the Combined Disclosure Statement and Plan
6. The Beneficial Holder Ballot does ***not*** constitute, and shall not be deemed to be, (a) a Proof of Claim or (b) an assertion or admission of a Claim.

7. **Please be sure to sign and date the Beneficial Holder Ballot.** You should indicate that you are signing a Beneficial Holder Ballot in your capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity and, if required or requested by the Voting Agent, the Debtors, or the Bankruptcy Court, must submit proper evidence to the requesting party to so act on behalf of such Holder. In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Beneficial Holder Ballot.
8. Each ballot votes ***only*** your Claims indicated on that ballot, so please complete and return each ballot that you received. If your Beneficial Holder Ballot is not received by your Nominee in sufficient time to be included on a timely submitted Master Ballot, it will not be counted unless the Debtors determine otherwise. In all cases, Beneficial Holders should allow sufficient time to assure timely delivery of your Beneficial Holder Ballot to your Nominee.
9. If you deliver multiple Beneficial Holder Ballots to the Nominee with respect to the same Interest prior to the Voting Deadline, the last received valid Beneficial Holder Ballot timely received will supersede and revoke any earlier received Beneficial Holder Ballots.
10. You must vote all of your Interest within Class 7 either to accept or reject the Combined Disclosure Statement and Plan and may **not** split your vote.

**PLEASE RETURN YOUR BENEFICIAL HOLDER BALLOT PROMPTLY**

**IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT,  
THESE VOTING INSTRUCTIONS, OR THE PROCEDURES FOR VOTING,  
PLEASE CALL THE VOTING AGENT AT: (877) 499-4509 (U.S. AND CANADA) OR  
+1 (917) 281-4800 (INTERNATIONAL) OR EMAIL AEROBALLOTS@KCCLLC.COM.**

**IF THE VOTING AGENT DOES NOT ACTUALLY RECEIVE THE MASTER BALLOT REFLECTING THE VOTE CAST ON THIS BENEFICIAL HOLDER BALLOT ON OR BEFORE AUGUST 23, 2021, AT 4:00 P.M., PREVAILING EASTERN TIME, (AND IF THE VOTING DEADLINE IS NOT EXTENDED), YOUR VOTE TRANSMITTED BY THIS BENEFICIAL HOLDER BALLOT MAY BE COUNTED TOWARD CONFIRMATION OF THE COMBINED DISCLOSURE STATEMENT AND PLAN ONLY IN THE SOLE AND ABSOLUTE DISCRETION OF THE DEBTORS.**

**EXHIBIT 3**

**Master Ballot**

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

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

**CLASS 7 MASTER BALLOT FOR VOTING TO  
ACCEPT OR REJECT THE COMBINED DISCLOSURE STATEMENT  
AND JOINT CHAPTER 11 PLAN OF AEROCENTURY CORP., AND ITS AFFILIATED DEBTORS**

<b>TO BE COUNTED, YOUR VOTE MUST BE ACTUALLY RECEIVED BY THE VOTING AGENT BY THE VOTING DEADLINE OF AUGUST 23, 2021, AT 4:00 P.M. (PREVAILING EASTERN TIME).</b>
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This ballot (the “Ballot”) is being submitted to you by the above captioned debtors and debtors in possession (collectively, the “Debtors”) to solicit your vote to accept or reject the Combined Disclosure Statement and Joint Chapter 11 Plan of AeroCentury Corp., and Its Affiliated Debtors. [D.I. [●]] (as it may be amended, supplemented, or modified from time to time pursuant to the terms thereof, the “Combined Disclosure Statement and Plan”). Copies of the Combined Disclosure Statement and Plan may be obtained free of charge on the dedicated webpage of Kurtzman Carson Consultants, LLC (the “Voting Agent”) at <https://kccllc.net/AeroCentury>, or upon request to the Voting Agent by: (i) telephone at (866) 967-1783 (U.S./Canada) or (310) 751-2683 (International); or (ii) email at [aeroballots@kccllc.com](mailto:aeroballots@kccllc.com).

The Combined Disclosure Statement and Plan can be confirmed by the Bankruptcy Court and, thereby, made binding on you if it is accepted by the Holders of at least two-thirds in dollar amount and more than one-half in number of the Claims in each Impaired Class who vote on the Combined Disclosure Statement and Plan and if the Combined Disclosure Statement and Plan otherwise satisfies the applicable requirements of Bankruptcy Code section 1129(a). If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Combined Disclosure Statement and Plan if it finds that the Combined Disclosure Statement and Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class or Classes rejecting the Combined Disclosure Statement and Plan and (ii) otherwise satisfies the requirements of Bankruptcy Code section 1129(b).

You are receiving this Class 7 Master Ballot (this “Master Ballot”) because you are a broker, dealer, commercial bank, trust company, or other agent nominee (each, a “Nominee”) of a beneficial holder of a Class 7 Interest (each, a “Beneficial Holder”) as of July 9, 2021 (the “Voting Record Date”). Accordingly, you have a right to vote to accept or reject the Combined Disclosure Statement and Plan on behalf of the Beneficial Holders whose Interests you hold.

As a Nominee, you may, at your option, elect to pre-validate a Ballot sent to you by the Voting Agent. Based on your decision whether or not to pre-validate the Ballot, the below guidance with respect to pre-validation is mutually exclusive.

You must IMMEDIATELY forward the solicitation materials to each Beneficial Holder, including: (a) the Ballot; (b) a return envelope addressed to you, its Nominee; and (c) clear instructions stating that the Beneficial Holder must return its Ballot directly to you in sufficient time to allow you to execute this Master Ballot and return it to the Voting Agent by the Voting Deadline. Upon receipt of completed and executed Ballots returned to you by the Beneficial Holder, you must compile and validate the Beneficial Holder’s votes and other relevant information using the customer’s name or account number. You must then execute this Master Ballot and transmit it to the Voting Agent by the Voting Deadline. Retain such Ballots in your files for a period of one (1) year after the effective date of the Combined Disclosure Statement and Plan (as you may be ordered to produce the Beneficial Holder Ballots to the Debtors or the Bankruptcy Court).

Notwithstanding the above, you are also authorized to collect votes to accept or to reject the Combined Disclosure Statement and Plan from Beneficial Holders in accordance with your customary practices, including the use of a “voting instruction form” in lieu of (or in

<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.

addition to) the Ballot, and collecting votes from Beneficial Holders through online voting, by phone, facsimile, or other electronic means; provided that you still must forward the solicitation materials, including the Ballot, to the Beneficial Holders.

No fees or commissions or other remuneration will be payable to you in your capacity as Nominee for soliciting votes on the proposals related to the Combined Disclosure Statement and Plan. The Debtors will, however, upon written request, reimburse you for customary mailing and handling expenses you incur in forwarding the Ballot and other enclosed materials to Beneficial Holders.

This Master Ballot may not be used for any purpose other than for tabulating votes with respect to the Combined Disclosure Statement and Plan and making certain certifications with respect to the Combined Disclosure Statement and Plan. If you believe you have received this Master Ballot in error, or if you believe that you have received the wrong Master Ballot, please contact the Voting Agent immediately.

The rights and treatment for each Class are described in the Combined Disclosure Statement and Plan, which was included in the package (the "Solicitation Package") you are receiving with this Master Ballot (as well as certain other materials). If you received Solicitation Package materials in electronic format and desire paper copies, or if you need to obtain additional Solicitation Packages, you may obtain them from Kurtzman Carson Consultants LLC (the "Voting Agent") at no charge by: (i) calling the Voting Agent at (877) 499-4509 (U.S. and Canada) or 1 (917) 281-4000 (International); (ii) visiting the Debtors' restructuring website at: <https://kccllc.net/AeroCentury>; (iii) writing to the Voting Agent at AeroCentury Corp. Ballot Processing Center, c/o KCC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, California 90245; and/or (iv) emailing [aeroballots@kccllc.com](mailto:aeroballots@kccllc.com) and requesting paper copies of the corresponding materials previously received in electronic format. You may also obtain copies of any pleadings filed in the chapter 11 cases for a fee via PACER at: <https://ecf.deb.uscourts.gov>.

**VOTING—COMPLETE THIS SECTION****ITEM 1: CERTIFICATION OF AUTHORITY TO VOTE**

The undersigned hereby certifies that, as of the Voting Record Date, the undersigned (*please check one and only one*):

- ☐ is a Nominee for Beneficial Holder(s) on account of the Class 7 Interests listed in Item 2 below;
- ☐ is acting under a power of attorney and/or agency agreement (a copy of which will be provided upon request) granted by the Beneficial Holder or a Nominee that is the registered Holder of the Class 7 Interests listed in Item 2 below; or
- ☐ has been granted a proxy (an original of which is annexed hereto) from: (a) a Nominee or (b) the Beneficial Holder that is the registered Holder of Class 7 Interests listed in Item 2 below.

Accordingly, the undersigned certifies that it has full power and authority to vote to accept or reject the Combined Disclosure Statement and Plan on behalf of such Beneficial Holder(s) on account of such Class 7 Interests.

Customer Account Number or Name of Each Beneficial Holder	Item 1: Amount of Class 7 Interests Voted on the Combined Disclosure Statement and Plan	Item 2: Votes to Accept or Reject the Combined Disclosure Statement and Plan		Item 3: Third Party Release Opt Out
		Accept the Combined Disclosure Statement and Plan	Reject the Combined Disclosure Statement and Plan	Opt Out
1.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>TOTALS:</b>				

**ITEM 2: OTHER CERTIFICATIONS**

By signing this Master Ballot, the undersigned certifies that:

1. it has received a copy of the solicitation materials, including the Combined Disclosure Statement and Plan, and Beneficial Holder Ballots, and has delivered the same to the Beneficial Holders listed on the Ballot or to any intermediary nominee,<sup>2</sup> as applicable;
2. it has received a completed and signed Ballot (or other form of transmission in accordance with the Nominee's customary procedures) from each Beneficial Holder listed in Item 2 of this Master Ballot;
3. it is Nominee for the Beneficial Holders of the Class 7 Interests being voted;
4. it has been authorized by each Beneficial Holder to vote on the Combined Disclosure Statement and Plan;

<sup>2</sup> For purposes of these certifications, references to Beneficial Holder shall include any such Beneficial Holder's intermediary nominee.

5. each Beneficial Holder has certified to the undersigned or to an intermediary nominee, as applicable, that it is eligible to vote on the Combined Disclosure Statement and Plan;
6. no other Master Ballots with respect to the same Class 7 Interests identified in Item 2 have been cast or, if any other Master Ballots have been cast with respect to such Interest, then any such earlier Master Ballots are hereby revoked;
7. it will maintain Ballots and evidence of separate transactions returned by Beneficial Holders (whether properly completed or defective) for at least one (1) year after the Effective Date of the Combined Disclosure Statement and Plan, as applicable, and disclose all such information to the Bankruptcy Court or the Debtors, as the case may be, if so ordered; and
8. it has properly disclosed: (a) the number of Beneficial Holders who completed Ballots; the respective amounts of Class 7 Interests owned by each Beneficial Holder who completed a Ballot; (c) each such Beneficial Holder's respective vote concerning the Combined Disclosure Statement and Plan; (d) each such Beneficial Holder's certification as to other Class 7 Interests voted; and (e) the name, customer account, or other identification number for each such Beneficial Holder.

**ITEM 3: MASTER BALLOT COMPLETION AND DELIVERY**

Nominee Name: \_\_\_\_\_

DTC Participant Number: \_\_\_\_\_

Name of Agent for Nominee: \_\_\_\_\_

Social Security (last 4 digits)  
or Federal Tax Identification  
Number (Optional): \_\_\_\_\_

Signature: \_\_\_\_\_

Signatory Name (if other than  
Nominee): \_\_\_\_\_

Title: \_\_\_\_\_

Address: \_\_\_\_\_

Date Completed: \_\_\_\_\_

Email: \_\_\_\_\_

**PLEASE COMPLETE, SIGN, AND DATE THIS BALLOT AND RETURN IT IN ACCORDANCE WITH INSTRUCTIONS CONTAINED HEREIN. THIS BALLOT MUST BE COMPLETED, EXECUTED, AND RETURNED SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING AGENT PRIOR TO THE VOTING DEADLINE: (A) IN THE ENCLOSED PRE-PAID, PRE-ADDRESSED ENVELOPE RETURN ENVELOPE; (B) VIA FIRST CLASS MAIL, OVERNIGHT COURIER, OR HAND DELIVERY TO THE ADDRESS SET FORTH BELOW, OR (C) VIA E-MAIL TO AEROBALLOTS@KCCLLC.COM**

**AeroCentury Corp. Ballot Processing Center  
c/o KCC  
222 N. Pacific Coast Highway, Suite 300  
El Segundo, California 90245**

**TELEPHONE: (877) 499-4509 (U.S. AND CANADA)  
OR 1 (917) 281-4800 (INTERNATIONAL)**

**EMAIL: AEROBALLOTS@KCCLLC.COM**

**Important information regarding the Third Party Releases Contained in the Combined Disclosure Statement and Plan**

The Combined Disclosure Statement and Plan includes the following release provisions and definitions:<sup>3</sup>

Section 14.1(c) contains the following consensual third-party releases by Holders of Claims and Interests:

As of the Effective Date, for good and valuable consideration, the adequacy of which is hereby confirmed, the Releasing Parties shall be deemed to forever release, waive and discharge the Third-Party Released Parties of all claims, obligations, suits, judgments, damages, demands, debts, rights, remedies, causes of action and liabilities of any nature whatsoever in connection with or related to the Debtors, the Chapter 11 Cases, or the combined Disclosure Statement and Plan, whether liquidated or unliquidated, fixed or contingent, matured or unmatured, known or unknown, foreseen or unforeseen, then existing or hereafter arising, in law, equity, or otherwise that are or may be based in whole or in part upon any act, omission, transaction, event, or other occurrence taking place or existing on or prior to the Effective Date (other than the rights of Holders of Allowed Claims to enforce the obligations under the Confirmation Order and the Plan); provided, however, that nothing in this section shall operate as a release, waiver or discharge of any causes of action or liabilities unknown to such Entity as of the Petition Date arising out of gross negligence, willful misconduct, fraud, or criminal acts of any such Released Party as determined by a Final Order.

As defined in the Combined Disclosure Statement and Plan:

“Third-Party Released Parties” shall mean (i) the Debtors, (ii) any directors that served or are currently serving on the Debtors’ boards of directors; (iii) the Debtors’ current officers; and (iv) with respect to each of the foregoing, their Related Parties.

“Releasing Parties” Claims and Interests who vote to accept the Plan, (c) all Holders of Claims and Interests who vote to reject the Plan and who do not submit a Release Opt-Out Election; and (d) all Holders of Claims and Interests that are entitled to vote to accept the Plan, but do not timely return a Ballot on the Voting Deadline continuing a Release Opt-Out Election, and with respect to each of the foregoing, their Related Parties.

“Release Opt-Out Election” shall mean the timely election of a Holder of a Class 7 Interest entitled to vote on the Plan to “opt out” of being a Releasing Party by submitting a Ballot by the Voting Deadline that (i) votes to reject the Plan and (ii) selects the option set forth on the Ballot to not grant the releases set forth in Section 14.1(c) of the Plan.

**OTHER RELEASE, INJUNCTION, AND EXCULPATION PROVISIONS ARE FOUND IN SECTION 14.1 OF THE COMBINED DISCLOSURE STATEMENT AND PLAN. YOU ARE ADVISED AND ENCOURAGED TO CAREFULLY REVIEW AND CONSIDER THE COMBINED DISCLOSURE STATEMENT AND PLAN, INCLUDING THE RELEASE, INJUNCTION, AND EXCULPATION PROVISIONS, AS YOUR RIGHTS MIGHT BE AFFECTED.**

**INSTRUCTIONS FOR COMPLETING THIS MASTER BALLOT**

1. As a Nominee, you MUST: (a) immediately deliver the solicitation materials, including a Ballot as pre-validated or not pre-validated (as more fully described in the Nominee Notice), to each Beneficial Holder for whom you hold Class 7 Interests; (b) following receipt of the Ballot, clearly indicate the Beneficial Holder’s votes with respect to the Combined Disclosure Statement and Plan in this Master Ballot; and (c) sign, date, and return the Master Ballot to the address set forth on the enclosed, pre-paid, pre-addressed envelope as discussed below.

Notwithstanding the above, you are also authorized to collect vote to accept or to reject the Combined Disclosure Statement and Plan from Beneficial Holders in accordance with your customary practices, including the use of a “voting instruction form” in lieu of (or in addition to) the Ballot, and collecting votes from Beneficial Holders through online voting, by phone, facsimile, or other electronic means.

2. For purposes of tabulating this Master Ballot, any Ballot submitted that is incomplete or illegible, indicates unclear or inconsistent votes on the Combined Disclosure Statement and Plan will NOT be counted. Each Beneficial Holder must vote all of its Class 7 Interests to accept or reject the Combined Disclosure Statement and Plan and may not split its vote.

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<sup>3</sup> The provisions referenced herein are for summary purposes only and do not include all provisions of the Combined Disclosure Statement and Plan that may affect your rights. If there is any inconsistency between the provisions set forth herein and the Combined Disclosure Statement and Plan, the Combined Disclosure Statement and Plan governs.

3. You MUST deliver this Master Ballot to the Voting Agent, so as to be ***ACTUALLY RECEIVED*** by the Voting Agent on or before the Voting Deadline, which is **4:00 p.m. prevailing Eastern Time on August 23, 2021**, in the enclosed pre-paid, pre-addressed envelope or at the following address:

**Via First Class or Regular Mail, Overnight Courier or Hand Delivery:**

**AeroCentury Corp. Ballot Processing Center  
c/o KCC  
222 N. Pacific Coast Highway, Suite 300  
El Segundo, California 90245**

**Via E-Mail:**

**AeroBallots@kccllc.com**

4. Any Master Ballot not received by the Voting Agent as described above, or that the Voting Agent receives after the Voting Deadline will NOT be counted unless the Debtors otherwise determine in their sole and absolute discretion. No master Ballot may be withdrawn or modified after the Voting Deadline without the Debtors' prior consent.

5. The method of delivery of Master Ballots to the Voting Agent is at the election and risk of each Nominee. Delivery of a Master Ballot to the Voting Agent will be deemed to have occurred only when the Voting actually receives the executed Master Ballot. Instead of effecting delivery by first-class mail, it is recommended, though not required, that you use electronic mail, an overnight or hand delivery service. In all cases, you should allow sufficient time to assure timely delivery.

6. If you deliver multiple Master Ballots to the Voting Agent with respect to the same Beneficial Holder's Class 7 Interests, ONLY the last properly completed Master Ballot timely received will be deemed to reflect the Beneficial Holder's intent and will supersede and revoke any prior received Master Ballot with respect to such Claims or Interests. The Master Ballot controls in the event a Beneficial Holder mistakenly delivers a Ballot that has not been pre-validated to the Voting Agent.

7. This Master Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Interest, or an assertion or admission of a Claim or an Interest, in the Debtors' Chapter 11 Cases.

8. SIGN AND DATE your Master Ballot.<sup>4</sup> In addition, please provide your name and mailing address if it is different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

**PLEASE RETURN YOUR MASTER BALLOT PROMPTLY**

**IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT,  
THESE VOTING INSTRUCTIONS, OR THE PROCEDURES FOR VOTING,  
PLEASE CALL THE VOTING AGENT AT: (877) 499-4509 (U.S. AND CANADA) OR  
+1 (917) 281-4800 (INTERNATIONAL) OR EMAIL AEROBALLOTS@KCCLLC.COM.**

**IF THE VOTING AGENT DOES NOT *ACTUALLY RECEIVE*  
THIS MASTER BALLOT ON OR BEFORE THE  
VOTING DEADLINE, WHICH IS AUGUST 23, 2021, AT 5:00 P.M., PREVAILING EASTERN TIME, (AND IF THE  
VOTING DEADLINE IS NOT EXTENDED), THE VOTES TRANSMITTED  
BY THIS BALLOT MAY BE COUNTED ONLY IN THE DISCRETION OF THE DEBTORS.**

<sup>4</sup> If you are signing a master Ballot in your capacity as a trustee, executor, administrator, guardian, attorney-in-fact, or officer of a corporation or otherwise acting in a fiduciary or representative capacity, you must indicate such capacity when signing and, if required or requested by the Solicitation Agent, the Company, the Company's counsel, or the Bankruptcy Court, must submit proper evidence to the requesting party of authority to so act on behalf of such Nominee or Beneficial Holder.

**EXHIBIT 4**

**Confirmation Notice**

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

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

**NOTICE OF:**

- (I) **APPROVAL OF COMBINED DISCLOSURE STATEMENT AND PLAN ON AN INTERIM BASIS FOR SOLICITATION PURPOSES ONLY; AND**
- (II) **THE HEARING TO CONSIDER (A) FINAL APPROVAL OF THE COMBINED DISCLOSURE STATEMENT AND PLAN AS CONTAINING ADEQUATE INFORMATION AND (B) CONFIRMATION OF THE COMBINED DISCLOSURE STATEMENT AND PLAN**
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**PLEASE TAKE NOTICE OF THE FOLLOWING:**

On March 29, 2021 (the “Petition Date”), the above-captioned debtors and debtors-in-possession (the “Debtors”) filed voluntary petitions for relief under title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Court”).

**I. APPROVAL OF COMBINED DISCLOSURE STATEMENT AND PLAN ON AN INTERIM BASIS**

1. Pursuant to the Solicitation Procedures the Court approved the *Combined Disclosure Statement and Joint Chapter 11 Plan of AeroCentury Corp. and Its Affiliated Debtors* (as may be amended, modified, or supplemented from time to time, the “Combined Disclosure Statement and Plan”)<sup>2</sup> on an interim basis for solicitation purposes only.

**Copies of the Combined Disclosure Statement and Plan, the Solicitation Procedures, and all other documents filed in the Chapter 11 Cases may be obtained and reviewed without charge at <http://www.kccllc.net/AeroCentury>, or upon request to KCC by (i) telephone at (877) 449-4509 (U.S./Canada) or 1 (917) 281-4800 (International), or (ii) email at [aeroinfo@kccllc.com](mailto:aeroinfo@kccllc.com).**

**II. THE HEARING TO CONSIDER (A) FINAL APPROVAL OF THE COMBINED DISCLOSURE STATEMENT AND PLAN AS CONTAINING ADEQUATE INFORMATION AND (B) CONFIRMATION OF THE COMBINED DISCLOSURE STATEMENT AND PLAN**

2. **Confirmation Hearing.** A combined hearing (the “Confirmation Hearing”) to consider (a) final approval of the Combined Disclosure Statement and Plan as containing adequate information within the meaning of Bankruptcy Code section 1125 and (b) confirmation of the Combined Disclosure Statement and Plan will be held before the John T. Dorsey, United States Bankruptcy Judge, at the United States Bankruptcy Court for the District of Delaware, **5th Floor, Courtroom #5**, 824 North Market Street, Wilmington, Delaware 19801, on **August 31, 2021 at 10:00 a.m. (prevailing Eastern Time)**. The Confirmation Hearing may be continued from time to time without further notice other than the announcement by the Debtors in open court of the adjourned date at the Confirmation Hearing or any continued hearing or as indicated in any notice filed with the Court on the docket in the Chapter 11 Cases.

3. **Voting Deadline.** Only holders of Interests in Class 7 are entitled to vote to accept or reject the Combined Disclosure Statement and Plan. The deadline for the submission of such votes is August 23, 2021 at 4:00 p.m. (prevailing Eastern Time).

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<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 but not otherwise defined herein shall have the meanings ascribed to them in the Combined Disclosure Statement and Plan.

4. **Parties Not Entitled to Vote.** Holders of Unimpaired Claims in Class 1 (Priority Non-Tax Claims), Class 2 (Other Secured Claims), Class 3 (Prepetition Loan Claims), Class 4 (PPP Loan Claims), and Class 5 (General Unsecured Claims) will be paid in full and are deemed to accept the Combined Disclosure Statement and Plan. Holders of Claims or interests in Class 6 (Intercompany Claims) Impaired/Unimpaired Claims are deemed to either accept or reject the plan and are not entitled to vote. In accordance with Bankruptcy Code section 1123(a)(1), Administrative Claims and Priority Tax Claims, as described in the Combined Disclosure Statement and Plan, have not been classified and, therefore, Holders of such Claims are not entitled to vote to accept or reject the Combined Disclosure Statement and Plan. The respective treatment of such unclassified Claims is set forth in Article VII of the Combined Disclosure Statement Plan.

5. **Objections to Confirmation.** Objections to confirmation of the Combined Disclosure Statement and Plan, including any objection to the adequacy of the disclosures, if any, must: (a) be in writing; (b) state the name and address of the objecting party and the nature of the Claim or Interest of such party; (c) state with particularity the basis and nature of such objection; and (d) be filed with the Court and served on the Notice Parties<sup>3</sup> so as to be received no later than **4:00 p.m. (prevailing Eastern Time) on August 23, 2021**. Unless an objection is timely served and filed as prescribed herein, it may not be considered by the Court.

**PLEASE BE ADVISED THAT ARTICLE XIV OF THE COMBINED DISCLOSURE STATEMENT AND PLAN CONTAINS CERTAIN RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, INCLUDING:**

**Section 14.1(c):** As of the Effective Date, for good and valuable consideration, the adequacy of which is hereby confirmed, the Releasing Parties shall be deemed to forever release, waive and discharge the Third-Party Released Parties of all claims, obligations, suits, judgments, damages, demands, debts, rights, remedies, causes of action and liabilities of any nature whatsoever in connection with or related to the Debtors, the Chapter 11 Cases, or the combined Disclosure Statement and Plan, whether liquidated or unliquidated, fixed or contingent, matured or unmatured, known or unknown, foreseen or unforeseen, then existing or hereafter arising, in law, equity, or otherwise that are or may be based in whole or in part upon any act, omission, transaction, event, or other occurrence taking place or existing on or prior to the Effective Date (other than the rights of Holders of Allowed Claims to enforce the obligations under the Confirmation Order and the Plan); provided, however, that nothing in this section shall operate as a release, waiver or discharge of any causes of action or liabilities unknown to such Entity as of the Petition Date arising out of gross negligence, willful misconduct, fraud, or criminal acts of any such Released Party as determined by a Final Order.

**THE FOLLOWING PARTIES ARE “RELEASING PARTIES” AND WILL BE DEEMED TO HAVE CONSENTED TO AND GRANTED THE THIRD-PARTY RELEASES SET FORTH IN SECTION 14.1(c) OF THE COMBINED DISCLOSURE STATEMENT AND PLAN:** (a) all Holders of Claims and Interests that are Unimpaired, (b) all Holders of Claims and Interests who vote to accept the Plan, (c) all Holders of Claims and Interests who vote to reject the Plan and who do not submit a Release Opt-Out Election; and (d) all Holders of Claims and Interests that are entitled to vote to accept the Plan, but do not timely return a Ballot on the Voting Deadline continuing a Release Opt-Out Election, and with respect to each of the foregoing, their Related Parties.

A “Release Opt-Out Election” shall mean the timely election of a Holder of a Class 7 Interest entitled to vote on the Plan to “opt out” of being a Released Party by submitting a Ballot by the Voting Deadline that (i) votes to reject the Plan and (ii) selects the option set forth on the Ballot to not grant the releases set forth in Section 14.1(c) of the Plan.

“Third-Party Released Parties” shall mean (i) the Debtors, (ii) any directors that served or are currently serving on the Debtors’ boards of directors; (iii) the Debtors’ current officers; and (iv) with respect to each of the foregoing, their Related Parties

“Related Parties” shall mean any successors, assigns, participants, representatives, members, partners, financial advisors, investment advisors (including, without limitation, employees of investment advisors), legal advisors, managers, consultants, accountants, affiliates, subsidiaries, parents, current officers, current directors, current employees, attorneys, and agents (solely in their capacities as such).

**YOU ARE ADVISED AND ENCOURAGED TO CAREFULLY REVIEW AND CONSIDER THE COMBINED DISCLOSURE STATEMENT AND PLAN, INCLUDING THE RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS SET FORTH IN ARTICLE XIV THEREOF.**

<sup>3</sup> The Notice Parties are: (i) co-counsel to the Debtors, (a) Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, Attn: Joseph M. Barry, Esq. (jbarry@ycst.com), Ryan M. Bartley, Esq. (rbartley@ycst.com), and Joseph M. Mulvihill, Esq. (jmulvihill@ycst.com), and (b) Morrison & Foerster LLP, 250 West 55th Street, New York, NY 10019-9601, Attn: Lorenzo Marinuzzi, Esq. (lmarinuzzi@mof.com) and Raff Ferraioli, Esq. (rferraioli@mof.com); and (iii) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, Delaware, 19801, Attn: Linda Casey, Esq. (linda.casey@usdoj.gov)