EXHIBIT A

Revised Proposed Order

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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re	:	
	:	Chapter 11
AEROCENTURY CORP., *et al.*,	:	
	:	Case No. 21-10636 (JTD)
Debtors.[1]	:	
	:	(Jointly Administered)
	:	
	:	**Re: Docket No. 197**

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")[2] 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

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

[2] Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the 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;[3]

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

[3] 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** (the "Confirmation Objection Deadline").

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. 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.

12. 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.

13. The Debtors shall file a notice identifying any Plan Sponsor and the proposed treatment of Interests under the Plan Sponsor Agreement as soon as practicable after entry into a binding agreement with a Plan Sponsor, but not later than fourteen (14) days before the Voting Deadline and Confirmation Objection Deadline.

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

In re	:	
	:	Chapter 11
AEROCENTURY CORP., *et al.*,	:	
	:	Case No. 21-10636 (JTD)
Debtors.[1]	:	
	:	(Jointly Administered)
	:	

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).

IF YOU ARE RECEIVING THIS BALLOT, YOU WILL BE CONSENSUALLY GRANTING RELEASES TO THE DEBTORS AND THIRD PARTIES UNLESS YOU OPT-OUT OF BY CHECKING THE BOX IN ITEM 3 OF THIS BALLOT. PLEASE SEE ARTICLE 14 OF THE PLAN FOR FURTHER INFORMATION

IF YOU FAIL TO VOTE, YOU WILL BE DEEMED TO GRANT THE THRID-PARTY RELEASES

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").[2] 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.[3]

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).

The Debtors will file a document detailing the treatment to be accorded to Holders of Interests in Class 7 no later than 14 days before the Voting Deadline. If the definitive Plan Sponsor Agreement is executed on or before 7 days prior to the Voting Deadline, the Plan Sponsor Agreement will be included within the Plan Supplement. If a Plan Sponsor Agreement is not executed before 7 days prior to the Voting Deadline, the Debtors will file a notice that they will seek confirmation of the Stand-Alone Plan. Parties can obtain copies of all documents on the claims agent website at http://www.kccllc.net/aerocentury, or by requesting a copy from the Debtors by sending an email to msmith@ycst.com.

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

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

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

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:

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.

   a. 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;

   b. 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

   c. **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.

1. 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.

2. 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.**

3. The Ballot does not constitute and will not be deemed a proof of Claim or an assertion of a Claim or Interest.

4. 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" shall mean (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 containing 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:[4]

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	

[4] For voting purposes only, subject to tabulation rules.

EXHIBIT 2

Beneficial Holder Ballot

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

	:	Chapter 11
In re	:	
	:	Case No. 21-10636 (JTD)
AEROCENTURY CORP., *et al.*,	:	
	:	(Jointly Administered)
Debtors.[1]	:	

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).

IF YOU ARE RECEIVING THIS BALLOT, YOU WILL BE CONSENSUALLY GRANTING RELEASES TO THE DEBTORS AND THIRD PARTIES UNLESS YOU OPT-OUT OF BY CHECKING THE BOX IN ITEM 3 OF THIS BALLOT. PLEASE SEE ARTICLE 14 OF THE PLAN FOR FURTHER INFORMATION

IF YOU FAIL TO VOTE, YOU WILL BE DEEMED TO GRANT THE THRID-PARTY RELEASES

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.

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).

The Debtors will file a document detailing the treatment to be accorded to Holders of Interests in Class 7 no later than 14 days before the Voting Deadline. If the definitive Plan Sponsor Agreement is executed on or before 7 days prior to the Voting Deadline, the Plan Sponsor Agreement will be included within the Plan Supplement. If a Plan Sponsor Agreement is not executed before 7 days prior to the Voting Deadline, the Debtors will file a notice that they will seek confirmation of the Stand-Alone Plan. Parties can obtain copies of all documents on the claims agent website at http://www.kccllc.net/aerocentury, or by requesting a copy from the Debtors by sending an email to msmith@ycst.com.

You are receiving this Ballot because your Nominee[2] has identified you as a Beneficial Holder[3] 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.

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

[2] "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.

[3] "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.

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.

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):

□ **ACCEPT** (vote FOR) the Combined Disclosure Statement and Plan	□ **REJECT** (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):

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

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:[4]

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.

[4] 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" shall mean (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 containing 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

In re	:	Chapter 11
	:	Case No. 21-10636 (JTD)
AEROCENTURY CORP., *et al.*,	:	
	:	(Jointly Administered)
Debtors.[1]	:	

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

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).

IF YOU ARE RECEIVING THIS BALLOT, YOU WILL BE CONSENSUALLY GRANTING RELEASES TO THE DEBTORS AND THIRD PARTIES UNLESS YOU OPT-OUT OF BY CHECKING THE BOX IN ITEM 3 OF THIS BALLOT. PLEASE SEE ARTICLE 14 OF THE PLAN FOR FURTHER INFORMATION

IF YOU FAIL TO VOTE, YOU WILL BE DEEMED TO GRANT THE THRID-PARTY RELEASES

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.

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).

The Debtors will file a document detailing the treatment to be accorded to Holders of Interests in Class 7 no later than 14 days before the Voting Deadline. If the definitive Plan Sponsor Agreement is executed on or before 7 days prior to the Voting Deadline, the Plan Sponsor Agreement will be included within the Plan Supplement. If a Plan Sponsor Agreement is not executed before 7 days prior to the Voting Deadline, the Debtors will file a notice that they will seek confirmation of the Stand-Alone Plan. Parties can obtain copies of all documents on the claims agent website at http://www.kccllc.net/aerocentury, or by requesting a copy from the Debtors by sending an email to msmith@ycst.com.

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.

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

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 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 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** Indicate below the votes cast from Item 2 of the Beneficial Holder Ballot by checking the appropriate box below.		**Item 3: Third Party Release Opt Out** Indicate Opt Out of Giving the Third Party Release from Item 3 of the Beneficial Holder Ballot by checking the below box
		Accept the Combined Disclosure Statement and Plan	**Reject the Combined Disclosure Statement and Plan**	**Opt Out**
1.		□	□	□
2.		□	□	□
3.		□	□	□
4.		□	□	□
5.		□	□	□
6.		□	□	□
7.		□	□	□
8.		□	□	□
9.		□	□	□
10.		□	□	□
TOTALS:				

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,[2] 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;

[2] 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:[3]

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" shall mean (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 containing 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.

[3] 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.

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.

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.[4] 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.

[4] 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

In re	:	Chapter 11
AEROCENTURY CORP., *et al.*,	:	Case No. 21-10636 (JTD)
Debtors.[1]	:	(Jointly Administered)

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

IF YOU ARE REEIVING THIS NOTICE, YOU MAY BE CONSENSUALLY GRANTING RELEASES TO THE DEBTORS AND THIRD PARTIES. UNIMPAIRED CREDITORS ARE GRANTING SUCH RELEASES UNLESS THEY FILE AN OBJECTION TO THE PLAN. PARTIES ENTITLED TO VOTE ARE GRANTING SUCH RELEASES UNLESS THEY OPT-OUT ON THEIR BALLOT. PLEASE SEE ARTICLE 14 OF THE PLAN FOR FURTHER INFORMATION

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")[2] 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.

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

[2] Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the 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[3] 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.

[3] 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@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)

EXHIBIT A

Revised Proposed Order

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re	:	
	:	Chapter 11
AEROCENTURY CORP., *et al.*,	:	
	:	Case No. 21-10636 (JTD)
Debtors.[1]	:	
	:	(Jointly Administered)
	:	
	:	**Re: Docket No. 197**

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")[2] 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

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

[2] Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the 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;[3]

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

[3] 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** (the "Confirmation Objection Deadline").

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. 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.

12. 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.

13. The Debtors shall file a notice identifying any Plan Sponsor and the proposed treatment of Interests under the Plan Sponsor Agreement as soon as practicable after entry into a binding agreement with a Plan Sponsor, but not later than fourteen (14) days before the Voting Deadline and Confirmation Objection Deadline.

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

In re	:	
	:	Chapter 11
AEROCENTURY CORP., *et al.*,	:	
	:	Case No. 21-10636 (JTD)
Debtors.[1]	:	
	:	(Jointly Administered)
	:	

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).

IF YOU ARE RECEIVING THIS BALLOT, YOU WILL BE CONSENSUALLY GRANTING RELEASES TO THE DEBTORS AND THIRD PARTIES UNLESS YOU OPT-OUT OF BY CHECKING THE BOX IN ITEM 3 OF THIS BALLOT. PLEASE SEE ARTICLE 14 OF THE PLAN FOR FURTHER INFORMATION

IF YOU FAIL TO VOTE, YOU WILL BE DEEMED TO GRANT THE THRID-PARTY RELEASES

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").[2] 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.[3]

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).

The Debtors will file a document detailing the treatment to be accorded to Holders of Interests in Class 7 no later than 14 days before the Voting Deadline. If the definitive Plan Sponsor Agreement is executed on or before 7 days prior to the Voting Deadline, the Plan Sponsor Agreement will be included within the Plan Supplement. If a Plan Sponsor Agreement is not executed before 7 days prior to the Voting Deadline, the Debtors will file a notice that they will seek confirmation of the Stand-Alone Plan. Parties can obtain copies of all documents on the claims agent website at http://www.kccllc.net/aerocentury, or by requesting a copy from the Debtors by sending an email to msmith@ycst.com.

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

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

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

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:

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.

   a. 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;

   b. 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

   c. **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.

1. 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.

2. 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.**

3. The Ballot does not constitute and will not be deemed a proof of Claim or an assertion of a Claim or Interest.

4. 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" shall mean (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 containing 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:[4]

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	

[4] For voting purposes only, subject to tabulation rules.

EXHIBIT 2

Beneficial Holder Ballot

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re	:	Chapter 11
	:	Case No. 21-10636 (JTD)
AEROCENTURY CORP., *et al.*,	:	
	:	(Jointly Administered)
Debtors.[1]	:	

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).

IF YOU ARE RECEIVING THIS BALLOT, YOU WILL BE CONSENSUALLY GRANTING RELEASES TO THE DEBTORS AND THIRD PARTIES UNLESS YOU OPT-OUT OF BY CHECKING THE BOX IN ITEM 3 OF THIS BALLOT. PLEASE SEE ARTICLE 14 OF THE PLAN FOR FURTHER INFORMATION

IF YOU FAIL TO VOTE, YOU WILL BE DEEMED TO GRANT THE THRID-PARTY RELEASES

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.

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).

The Debtors will file a document detailing the treatment to be accorded to Holders of Interests in Class 7 no later than 14 days before the Voting Deadline. If the definitive Plan Sponsor Agreement is executed on or before 7 days prior to the Voting Deadline, the Plan Sponsor Agreement will be included within the Plan Supplement. If a Plan Sponsor Agreement is not executed before 7 days prior to the Voting Deadline, the Debtors will file a notice that they will seek confirmation of the Stand-Alone Plan. Parties can obtain copies of all documents on the claims agent website at http://www.kccllc.net/aerocentury, or by requesting a copy from the Debtors by sending an email to msmith@ycst.com.

You are receiving this Ballot because your Nominee[2] has identified you as a Beneficial Holder[3] 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.

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

[2] "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.

[3] "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.

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.

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):

□ **ACCEPT** (vote FOR) the Combined Disclosure Statement and Plan	□ **REJECT** (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):

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

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:[4]

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.

[4] 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" shall mean (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 containing 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

In re	:	Chapter 11
	:	Case No. 21-10636 (JTD)
AEROCENTURY CORP., *et al.*,	:	
	:	(Jointly Administered)
Debtors.[1]	:	

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

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).

IF YOU ARE RECEIVING THIS BALLOT, YOU WILL BE CONSENSUALLY GRANTING RELEASES TO THE DEBTORS AND THIRD PARTIES UNLESS YOU OPT-OUT OF BY CHECKING THE BOX IN ITEM 3 OF THIS BALLOT. PLEASE SEE ARTICLE 14 OF THE PLAN FOR FURTHER INFORMATION

IF YOU FAIL TO VOTE, YOU WILL BE DEEMED TO GRANT THE THRID-PARTY RELEASES

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.

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).

The Debtors will file a document detailing the treatment to be accorded to Holders of Interests in Class 7 no later than 14 days before the Voting Deadline. If the definitive Plan Sponsor Agreement is executed on or before 7 days prior to the Voting Deadline, the Plan Sponsor Agreement will be included within the Plan Supplement. If a Plan Sponsor Agreement is not executed before 7 days prior to the Voting Deadline, the Debtors will file a notice that they will seek confirmation of the Stand-Alone Plan. Parties can obtain copies of all documents on the claims agent website at http://www.kccllc.net/aerocentury, or by requesting a copy from the Debtors by sending an email to msmith@ycst.com.

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.

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

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 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 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** Indicate below the votes cast from Item 2 of the Beneficial Holder Ballot by checking the appropriate box below.		**Item 3: Third Party Release Opt Out** Indicate Opt Out of Giving the Third Party Release from Item 3 of the Beneficial Holder Ballot by checking the below box
		Accept the Combined Disclosure Statement and Plan	**Reject the Combined Disclosure Statement and Plan**	**Opt Out**
1.		□	□	□
2.		□	□	□
3.		□	□	□
4.		□	□	□
5.		□	□	□
6.		□	□	□
7.		□	□	□
8.		□	□	□
9.		□	□	□
10.		□	□	□
TOTALS:				

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,[2] 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;

[2] 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:[3]

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" shall mean (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 containing 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.

[3] 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.

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.

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.[4] 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.

[4] 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

In re	:	Chapter 11
AEROCENTURY CORP., *et al.*,	:	Case No. 21-10636 (JTD)
Debtors.[1]	:	(Jointly Administered)

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

IF YOU ARE REEIVING THIS NOTICE, YOU MAY BE CONSENSUALLY GRANTING RELEASES TO THE DEBTORS AND THIRD PARTIES. UNIMPAIRED CREDITORS ARE GRANTING SUCH RELEASES UNLESS THEY FILE AN OBJECTION TO THE PLAN. PARTIES ENTITLED TO VOTE ARE GRANTING SUCH RELEASES UNLESS THEY OPT-OUT ON THEIR BALLOT. PLEASE SEE ARTICLE 14 OF THE PLAN FOR FURTHER INFORMATION

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")[2] 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.

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

[2] Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the 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[3] 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.

[3] 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@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)

EXHIBIT B

Blackline

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re	:	
	:	Chapter 11
AEROCENTURY CORP., *et al.*,	:	
	:	Case No. 21-10636 (JTD)
Debtors.[1]	:	
	:	(Jointly Administered)
	:	
	:	**Re: Docket No.**
	:	197

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")[2] 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

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

[2] Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion or the Combined Disclosure Statement and Plan, as applicable.

pursuant to 28 U.S.C. § 157(b)(2); and this Court being able to issue a final order consistent with Article III 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;[3]

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

[3] 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** (the "Confirmation Objection Deadline").

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.~~

11. ~~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.

12. ~~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.

13. The Debtors shall file a notice identifying any Plan Sponsor and the proposed treatment of Interests under the Plan Sponsor Agreement as soon as practicable after entry into a binding agreement with a Plan Sponsor, but not later than fourteen (14) days before the Voting Deadline and Confirmation Objection Deadline.

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

In re	:	
	:	Chapter 11
AEROCENTURY CORP., *et al.*,	:	
	:	Case No. 21-10636 (JTD)
Debtors.[1]	:	
	:	(Jointly Administered)
	:	

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).

IF YOU ARE RECEIVING THIS BALLOT, YOU WILL BE CONSENSUALLY GRANTING RELEASES TO THE DEBTORS AND THIRD PARTIES UNLESS YOU OPT-OUT OF BY CHECKING THE BOX IN ITEM 3 OF THIS BALLOT. PLEASE SEE ARTICLE 14 OF THE PLAN FOR FURTHER INFORMATION

IF YOU FAIL TO VOTE, YOU WILL BE DEEMED TO GRANT THE THRID-PARTY RELEASES

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").[2] 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.[3]

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).

The Debtors will file a document detailing the treatment to be accorded to Holders of Interests in Class 7 no later than 14 days before the Voting Deadline. If the definitive Plan Sponsor Agreement is executed on or before 7 days prior to the Voting Deadline, the Plan Sponsor Agreement will be included within the Plan Supplement. If a Plan Sponsor Agreement is not executed before 7 days prior to the Voting Deadline, the Debtors will file a notice that they will seek confirmation of the Stand-Alone Plan. Parties can obtain copies of all documents on the claims agent website at http://www.kccllc.net/aerocentury, or by requesting a copy from the Debtors by sending an email to msmith@ycst.com.

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

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

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

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:

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.

a. 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;

b. 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

c. **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.

1. 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.

2. 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.**

3. The Ballot does not constitute and will not be deemed a proof of Claim or an assertion of a Claim or Interest.

4. 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" shall mean (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~~ containing 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:[4]

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	

[4] For voting purposes only, subject to tabulation rules.

EXHIBIT 2

Beneficial Holder Ballot

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re	:	Chapter 11
	:	Case No. 21-10636 (JTD)
AEROCENTURY CORP., *et al.*,	:	
	:	(Jointly Administered)
Debtors.[1]	:	

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).

IF YOU ARE RECEIVING THIS BALLOT, YOU WILL BE CONSENSUALLY GRANTING RELEASES TO THE DEBTORS AND THIRD PARTIES UNLESS YOU OPT-OUT OF BY CHECKING THE BOX IN ITEM 3 OF THIS BALLOT. PLEASE SEE ARTICLE 14 OF THE PLAN FOR FURTHER INFORMATION

IF YOU FAIL TO VOTE, YOU WILL BE DEEMED TO GRANT THE THRID-PARTY RELEASES

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.

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).

The Debtors will file a document detailing the treatment to be accorded to Holders of Interests in Class 7 no later than 14 days before the Voting Deadline. If the definitive Plan Sponsor Agreement is executed on or before 7 days prior to the Voting Deadline, the Plan Sponsor Agreement will be included within the Plan Supplement. If a Plan Sponsor Agreement is not executed before 7 days prior to the Voting Deadline, the Debtors will file a notice that they will seek confirmation of the Stand-Alone Plan. Parties can obtain copies of all documents on the claims agent website at http://www.kccllc.net/aerocentury, or by requesting a copy from the Debtors by sending an email to msmith@ycst.com.

You are receiving this Ballot because your Nominee[2] has identified you as a Beneficial Holder[3] 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.

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

[2] "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.

[3] "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.

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.

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):

□ **ACCEPT** (vote FOR) the Combined Disclosure Statement and Plan	□ **REJECT** (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):

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

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:[4]

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.

[4] 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" shall mean (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~~ containing 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

In re	:	Chapter 11
	:	Case No. 21-10636 (JTD)
AEROCENTURY CORP., *et al.*,	:	
	:	(Jointly Administered)
Debtors.[1]	:	

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

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).

IF YOU ARE RECEIVING THIS BALLOT, YOU WILL BE CONSENSUALLY GRANTING RELEASES TO THE DEBTORS AND THIRD PARTIES UNLESS YOU OPT-OUT OF BY CHECKING THE BOX IN ITEM 3 OF THIS BALLOT. PLEASE SEE ARTICLE 14 OF THE PLAN FOR FURTHER INFORMATION

IF YOU FAIL TO VOTE, YOU WILL BE DEEMED TO GRANT THE THRID-PARTY RELEASES

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.

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).

The Debtors will file a document detailing the treatment to be accorded to Holders of Interests in Class 7 no later than 14 days before the Voting Deadline. If the definitive Plan Sponsor Agreement is executed on or before 7 days prior to the Voting Deadline, the Plan Sponsor Agreement will be included within the Plan Supplement. If a Plan Sponsor Agreement is not executed before 7 days prior to the Voting Deadline, the Debtors will file a notice that they will seek confirmation of the Stand-Alone Plan. Parties can obtain copies of all documents on the claims agent website at http://www.kccllc.net/aerocentury, or by requesting a copy from the Debtors by sending an email to msmith@ycst.com.

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.

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

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 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 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** Indicate below the votes cast from Item 2 of the Beneficial Holder Ballot by checking the appropriate box below.		**Item 3: Third Party Release Opt Out** Indicate Opt Out of Giving the Third Party Release from Item 3 of the Beneficial Holder Ballot by checking the below box
		Accept the Combined Disclosure Statement and Plan	**Reject the Combined Disclosure Statement and Plan**	**Opt Out**
1.		□	□	□
2.		□	□	□
3.		□	□	□
4.		□	□	□
5.		□	□	□
6.		□	□	□
7.		□	□	□
8.		□	□	□
9.		□	□	□
10.		□	□	□
TOTALS:				

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,[2] 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;

[2] 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:[3]

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" shall mean (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~~ containing 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.

[3] 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.

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.

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.[4] 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.

[4] 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

In re	:	Chapter 11
AEROCENTURY CORP., *et al.*,	:	Case No. 21-10636 (JTD)
Debtors.[1]	:	(Jointly Administered)

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

IF YOU ARE REEIVING THIS NOTICE, YOU MAY BE CONSENSUALLY GRANTING RELEASES TO THE DEBTORS AND THIRD PARTIES. UNIMPAIRED CREDITORS ARE GRANTING SUCH RELEASES UNLESS THEY FILE AN OBJECTION TO THE PLAN. PARTIES ENTITLED TO VOTE ARE GRANTING SUCH RELEASES UNLESS THEY OPT-OUT ON THEIR BALLOT. PLEASE SEE ARTICLE 14 OF THE PLAN FOR FURTHER INFORMATION

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")[2] 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.

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.

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

[2] Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Combined Disclosure Statement and Plan.

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).

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[3] 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).

[3] 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@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)

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.