

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

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In re : Chapter 11  
AEROCENTURY CORP., *et al.*, : Case No. 21-10636 (JTD)  
Debtors.<sup>1</sup> : (Jointly Administered)  
: **Objection Deadline: September 7, 2021 at 4:00 p.m. (ET)**  
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**SUMMARY OF FOURTH MONTHLY APPLICATION OF YOUNG CONAWAY  
STARGATT & TAYLOR, LLP FOR ALLOWANCE OF COMPENSATION  
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES  
AS COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION FOR  
THE PERIOD FROM JULY 1, 2021 THROUGH JULY 31, 2021**

Name of Applicant: Young Conaway Stargatt & Taylor, LLP  
Authorized to Provide Professional Services to: Debtors and Debtors in Possession  
Effective Date of Retention: March 29, 2021 (order entered on April 30, 2021)  
Period for which compensation and reimbursement is sought: July 1, 2021 through July 31, 2021  
Amount of Compensation sought as actual, reasonable and necessary: \$62,830.50  
Amount of Expense Reimbursement sought as actual, reasonable and necessary: \$201.68  
This is a:  X  monthly \_\_\_ final application

This monthly application includes 7.70 hours with a value of \$2,957.00 incurred in connection with the preparation of Fee Applications.

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of their federal employer identification number, are: AeroCentury Corp. (3974); JetFleet Holding Corp. (5342); and JetFleet Management Corp. (0929). The Debtors' mailing address is 1440 Chapin Avenue, Suite 310, Burlingame, CA 94014.



**Prior applications:**

		<b>Requested</b>		<b>Approved</b>	
Date Filed; Docket No.	Period Covered	Fees	Expenses	Fees	Expenses
5/17/21 Docket No. 139	3/29/21 – 4/30/21	\$160,999.50	\$5,996.16	Pending	Pending
6/15/21 Docket No. 188	5/1/21 – 5/31/21	\$110,275.00	\$433.40	Pending	Pending
7/15/21 Docket No. 227	6/1/21 – 6/30/21	\$81,806.50	\$588.44	Pending	Pending
<b>Total</b>		<b>\$353,081.00</b>	<b>\$7,018.00</b>	<b>\$0.00</b>	<b>\$0.00</b>

**COMPENSATION BY INDIVIDUAL**

<b>Name of Professional Person</b>	<b>Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise</b>	<b>Hourly Billing Rate (including changes)</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Craig D. Grear	Partner since 2000. Joined firm as associate in 1996. Member of DE Bar since 1996.	\$1,075.00	0.20	\$215.00
Joseph M. Barry	Partner since 2009. Joined firm as associate in 2001. Member of NY Bar since 2001 and DE Bar since 2002.	\$885.00	27.70	\$24,514.50
Joseph M. Mulvihill	Joined firm as associate in 2019. Member of DE Bar since 2014.	\$575.00	48.90	\$28,117.50
S. Alexander Faris	Joined firm as an associate in 2020. Member of the DE Bar since 2016.	\$485.00	2.50	\$1,212.50
Heather P. Smillie	Joined firm as a law clerk in 2020.	\$400.00	2.30	\$920.00
Dalali H. Agblevor	Summer Associate	\$275.00	0.80	\$220.00
Debbie Laskin	Paralegal	\$320.00	0.50	\$160.00
Melissa Romano	Paralegal	\$310.00	0.70	\$217.00
Michelle Smith	Paralegal	\$310.00	23.40	\$7,254.00
<b>TOTAL:</b>			<b>107.00</b>	<b>\$62,830.50</b>
<b>Blended Rate:</b>		<b>\$587.20</b>		

**COMPENSATION BY PROJECT CATEGORY**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
Case Administration (B001)	3.20	\$1,051.50
Court Hearings (B002)	3.30	\$1,244.00
Schedules & Statements, U.S. Trustee Reports (B004)	4.50	\$2,274.50
Lease/Executory Contract Issues (B005)	0.60	\$238.50
Use, Sale or Lease Property (363 Issues) (B006)	26.80	\$18,413.00
Claims Analysis, Objections and Resolutions (B007)	8.90	\$4,175.00
Meetings (B008)	2.10	\$1,207.50
Other Adversary Proceedings (B011)	0.80	\$283.00
Plan and Disclosure Statement (B012)	37.20	\$23,875.50
General Corporate Matters (B014)	2.90	\$2,566.50
Retention of Professionals/Fee Issues (B017)	9.00	\$4,544.50
Fee Application Preparation (B018)	7.70	\$2,957.00
<b>TOTAL:</b>	<b>107.00</b>	<b>\$62,830.50</b>

**EXPENSE SUMMARY**

<b>Expenses Category</b>	<b>Total Expenses</b>
Computerized Legal Research	\$125.27
Docket Retrieval / Search	\$21.40
Reproduction Charges	\$16.40
Teleconference / Video Conference	\$38.61
<b>TOTAL:</b>	<b>\$201.68</b>

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

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

**FOURTH MONTHLY APPLICATION OF YOUNG CONAWAY  
STARGATT & TAYLOR, LLP FOR ALLOWANCE OF COMPENSATION  
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES  
AS COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION FOR  
THE PERIOD FROM JULY 1, 2021 THROUGH JULY 31, 2021**

Pursuant to sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), and Rule 2016 of the Federal Rules of Bankruptcy Procedure, and in accordance with that certain *Order Authorizing the Retention and Employment of Young Conaway Stargatt & Taylor, LLP as Co-Counsel for the Debtors, Effective as of the Petition Date* [Docket No. 114] (the “Retention Order”), and that certain *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [Docket No. 83] (the “Interim Compensation Order”), the law firm of Young Conaway Stargatt & Taylor, LLP (hereinafter “YCS&T”) hereby moves this Court for reasonable compensation for professional legal services rendered as counsel to the above-captioned debtors and debtors in possession (the “Debtors”) in the amount of \$62,830.50, together with reimbursement for actual and necessary expenses incurred in the amount of \$201.68, for the period commencing July 1,

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of their federal employer identification number, are: AeroCentury Corp. (3974); JetFleet Holding Corp. (5342); and JetFleet Management Corp. (0929). The Debtors’ mailing address is 1440 Chapin Avenue, Suite 310, Burlingame, CA 94014.

2021 through and including July 31, 2021 (the “Fee Period”). In support of its Application, YCS&T respectfully represents as follows:

1. Pursuant to the Retention Order, YCS&T was employed to represent the Debtors as bankruptcy counsel in connection with these chapter 11 cases, *nunc pro tunc* to March 29, 2021. The Retention Order authorized YCS&T to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

2. All services for which compensation is requested by YCS&T were performed for or on behalf of the Debtors.

### **SUMMARY OF SERVICES RENDERED**

3. Attached hereto as Exhibit A is a detailed statement of fees incurred during the Fee Period showing the amount of \$62,830.50 due for fees.

4. The services rendered by YCS&T during the Fee Period are grouped into the categories set forth in Exhibit A. The attorneys and paralegals who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category, in the attachments hereto.

### **DISBURSEMENTS**

5. YCS&T has incurred out-of-pocket disbursements during the Fee Period in the amount of \$201.68. Attached hereto as Exhibit B is a detailed statement of expenses paid during the Fee Period. This disbursement sum is broken down into categories of charges, including, among other things, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document processing, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by the Firm to outside copying services for use in mass mailings, travel expenses, expenses for “working

meals,” computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. A complete review by category of the expenses incurred for the Fee Period may be found attached hereto as Exhibit B. To the extent such itemization is insufficient to satisfy the requirements of Rule 2016-2(e)(ii) of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), YCS&T respectfully requests that the Court waive strict compliance with such Local Rule.

6. Costs incurred for overtime and computer assisted research are not included in YCS&T’s normal hourly billing rates and, therefore, are itemized and included in YCS&T’s disbursements. Pursuant to Local Rule 2016-2, YCS&T represents that its rate for duplication is \$.10 per page for black and white copies and \$.80 per page for color copies, its rate for outgoing telecopier transmissions is \$.25 per page (excluding related long distance transmission charges), there is no charge for incoming telecopier transmissions and there is no surcharge for computerized research.

### **VALUATION OF SERVICES**

7. Attorneys and paraprofessionals of YCS&T have expended a total of 107.00 hours in connection with this matter during the Fee Period.

8. The amount of time spent by each of these persons providing services to the Debtors for the Fee Period is fully set forth in the detail attached hereto as Exhibit A. These are YCS&T’s normal hourly rates of compensation for work of this character. The reasonable value of the services rendered by YCS&T for the Fee Period as counsel for the Debtors in these cases is \$62,830.50.

9. YCS&T believes that the time entries included in Exhibit A attached hereto and the expense breakdown set forth in Exhibit B hereto are in compliance with the requirements of Local Rule 2016-2.

10. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under chapter 11.

11. This Application covers the interim fee period from July 1, 2021 through and including July 31, 2021. YCS&T has and will continue to perform additional necessary services subsequent to July 31, 2021, for which YCS&T will file subsequent fee applications.

*[Remainder of page intentionally left blank]*

**CONCLUSION**

WHEREFORE, YCS&T requests that allowance be made to it in the sum of \$62,830.50 as compensation for necessary professional services rendered to the Debtors for the Fee Period, and the sum of \$201.68 for reimbursement of actual necessary costs and expenses incurred during that period, and further requests such other and further relief as this Court may deem just and proper.

Dated: August 16, 2021  
Wilmington, Delaware

/s/ Joseph M. Barry

Joseph M. Barry (No. 4221)

Ryan M. Bartley (No. 4985)

Joseph M. Mulvihill (No. 6061)

S. Alexander Faris (No. 6278)

**YOUNG CONAWAY STARGATT & TAYLOR, LLP**

1000 N. King Street

Rodney Square

Wilmington, Delaware 19801

Telephone: (302) 571-6600

Facsimile: (302) 571-1253

E-mails: jbarry@ycst.com  
rbartley@ycst.com  
tbuchanan@ycst.com  
afaris@ycst.com

*Counsel to the Debtors and Debtors in Possession*

**VERIFICATION**

I, Joseph M. Barry, declare, pursuant to 28 U.S.C. § 1746, under penalty of perjury:

1. I am a Partner in the applicant firm, Young Conaway Stargatt & Taylor, LLP, and have been admitted to the bar of the Supreme Court of Delaware since 2002.
2. I have personally performed many of the legal services rendered by Young Conaway Stargatt & Taylor, LLP, as counsel for the Debtors, and am familiar with all other work performed on behalf of the Debtors by the lawyers and paraprofessionals in the firm.
3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.

Dated: August 16, 2021

/s/ Joseph M. Barry  
JOSEPH M. BARRY

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

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

**NOTICE OF FOURTH MONTHLY FEE APPLICATION**

TO: (I) THE DEBTORS; (II) COUNSEL TO THE PREPETITION LENDER; AND (III) THE U.S. TRUSTEE

**PLEASE TAKE NOTICE** that Young Conaway Stargatt & Taylor, LLP has filed its *Fourth Monthly Application of Young Conaway Stargatt & Taylor, LLP for Allowance of Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Debtors and Debtors in Possession for the Period From July 1, 2021 Through July 31, 2021* (the “Application”) with the United States Bankruptcy Court for the District of Delaware (the “Court”). The Application seeks allowance of monthly fees in the amount of \$62,830.50 and monthly expenses in the amount of \$201.68.

**PLEASE TAKE FURTHER NOTICE** that objections to the Application, if any, are required to be filed on or before **September 7, 2021 at 4:00 p.m. (ET)** (the “Objection Deadline”) with the Clerk of the United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 N. Market Street, Wilmington, Delaware 19801. You must also serve any such objection so as to be received by the following on or before the Objection Deadline: (i) the Debtors, 1440 Chapin Avenue, Suite 310, Burlingame, CA 94014 (Attn: Hal Lyons); (ii) co-counsel to the Debtors, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801 (Attn: Joseph M. Barry and Joseph M. Mulvihill, jbarry@ycst.com, jmulvihill@ycst.com); (iii) co-counsel to the Debtors, Morrison & Foerster LLP, 250 West 55<sup>th</sup> Street, New York, NY 10019-9601 (Attn: Lorenzo Marinuzzi and Raff Ferraioli, lmarinuzzi@mofo.com, rferraioli@mofo.com); (iv) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801 (Attn: Linda Casey, Esq. Linda.Casey@usdoj.gov); and (v) counsel to the Prepetition Lender, Vedder Price P.C., 222 North LaSalle Street, Chicago, Illinois 60601, Attn: Neil Poland and David L. Kane (npoland@vedderprice.com, dkane@vedderprice.com) and Potter Anderson & Corroon LLP, 1313 N. Market Street, 6<sup>th</sup> Floor, Wilmington, Delaware 19801 (Attn: Jeremy W. Ryan and R. Stephen McNeill, jryan@potteranderson.com, rmcneill@potteranderson.com).

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of their federal employer identification number, are: AeroCentury Corp. (3974); JetFleet Holding Corp. (5342); and JetFleet Management Corp. (0929). The Debtors’ mailing address is 1440 Chapin Avenue, Suite 310, Burlingame, CA 94014.

**PLEASE TAKE FURTHER NOTICE THAT, PURSUANT TO THE ORDER ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR RETAINED PROFESSIONALS [DOCKET NO. 83], IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURES, THE DEBTORS WILL BE AUTHORIZED TO PAY 80% OF REQUESTED INTERIM FEES AND 100% OF REQUESTED INTERIM EXPENSES WITHOUT FURTHER ORDER OF THE COURT.**

**PLEASE TAKE FURTHER NOTICE THAT ONLY IF AN OBJECTION IS PROPERLY AND TIMELY FILED IN ACCORDANCE WITH THE ABOVE PROCEDURES, AND CANNOT BE CONSENSUALLY RESOLVED, WILL A HEARING BE HELD ON THE APPLICATION.**

Dated: August 16, 2021  
Wilmington, Delaware

/s/ Joseph M. Barry

Joseph M. Barry (No. 4221)

Ryan M. Bartley (No. 4985)

Joseph M. Mulvihill (No. 6061)

S. Alexander Faris (No. 6278)

**YOUNG CONAWAY STARGATT & TAYLOR, LLP**

1000 N. King Street

Rodney Square

Wilmington, Delaware 19801

Telephone: (302) 571-6600

Facsimile: (302) 571-1253

E-mails: jbarry@ycst.com

rbartley@ycst.com

tbuchanan@ycst.com

afaris@ycst.com

-and-

Lorenzo Marinuzzi (admitted *pro hac vice*)

Raff Ferraioli (admitted *pro hac vice*)

**MORRISON & FOERSTER LLP**

250 West 55th Street

New York, NY 10019-9601

Telephone: (212) 468-8000

Facsimile: (212) 468-7900

E-mails: lmarinuzzi@mofo.com

rferraioli@mofo.com

*Counsel to the Debtors and Debtors in Possession*

**EXHIBIT A**

RODNEY SQUARE  
1000 NORTH KING STREET  
WILMINGTON, DELAWARE 19801

P.O. BOX 391  
WILMINGTON, DELAWARE 19899-0391

(302) 571-6600  
(800) 253-2234 (DE ONLY)

TAX I.D. NO. 51-0082644

(302) 571-1253 FAX  
www.ycst.com

Writer's Direct Dial  
(302) 571-6705

Writer's E-Mail  
jbarry@ycst.com

AeroCentury Corp.  
1440 Chapin Avenue  
Suite 310  
Burlingame, CA 94010

Invoice Date: August 5, 2021  
Invoice Number: 50026198  
Matter Number: 100803.1001

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Re: Debtor Representation

**CURRENT INVOICE**

Professional Services	\$	62,830.50
Disbursements	\$	<u>201.68</u>
Total Due This Invoice	\$	63,032.18

AeroCentury Corp.

Invoice Date:

August 5, 2021

Invoice Number:

50026198

Matter Number:

100803.1001

**Time Detail**

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
07/07/21	AFARI	E-mails with J. Mulvihill and M. Smith re: various pleadings with expired objection deadlines	B001	0.50	242.50
07/07/21	MSMIT	Review and evaluate incoming pleadings for distribution to co-counsel	B001	0.20	62.00
07/09/21	MSMIT	Update critical dates calendar	B001	0.80	248.00
07/12/21	MSMIT	Review and evaluate incoming pleadings for distribution to co-counsel	B001	0.10	31.00
07/13/21	MSMIT	Review and evaluate incoming pleadings for distribution to co-counsel	B001	0.10	31.00
07/14/21	MSMIT	Review and evaluate incoming pleadings for distribution to co-counsel	B001	0.10	31.00
07/15/21	MSMIT	Review and evaluate incoming pleadings for distribution to co-counsel	B001	0.10	31.00
07/20/21	MSMIT	Review and evaluate incoming pleadings for distribution to co-counsel	B001	0.10	31.00
07/21/21	MSMIT	Review and evaluate incoming pleadings for distribution to co-counsel	B001	0.10	31.00
07/26/21	DAGBL	Review and revise notice re: motion for exclusivity	B001	0.80	220.00
07/26/21	MSMIT	Review and evaluate incoming pleadings for distribution to co-counsel	B001	0.10	31.00
07/26/21	MSMIT	Review and evaluate incoming pleadings for distribution to co-counsel	B001	0.10	31.00
07/30/21	MSMIT	Review and evaluate incoming pleadings for distribution to co-counsel	B001	0.10	31.00
07/09/21	JBARR	Work with YCS&T re: hearing prep and related	B002	0.20	177.00
07/09/21	MSMIT	Prepare agenda for July 14, 2021 hearing	B002	0.60	186.00
07/12/21	JMULV	Review and revise agenda and amended agenda	B002	0.40	230.00
07/12/21	MSMIT	Update agenda for July 14, 2021 hearing (.3); finalize for filing and coordinate service of same (.6)	B002	0.90	279.00
07/13/21	MSMIT	Prepare amended agenda for July 14, 2021 hearing (.1); finalize for filing and coordinate service of same (.6)	B002	0.70	217.00
07/22/21	MSMIT	Prepare and file COC regarding omnibus hearing date	B002	0.50	155.00

AeroCentury Corp.

Invoice Date:

August 5, 2021

Invoice Number:

50026198

Matter Number:

100803.1001

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
06/30/21	DLASK	Finalize for filing and coordinate service of monthly operating reports for April (amended) and May	B004	0.50	160.00
07/19/21	JMULV	Correspondence with company re: MORs	B004	0.20	115.00
07/21/21	JMULV	Correspondence with H. Lyons re: UST fee invoice	B004	0.30	172.50
07/26/21	JMULV	Review and revise MORs	B004	1.10	632.50
07/27/21	JMULV	Correspondence with H. Lyons re: MOR	B004	0.20	115.00
07/27/21	JMULV	Attend call with company re: MOR	B004	0.30	172.50
07/30/21	JMULV	Finalize operating reports for filing	B004	1.20	690.00
07/30/21	MROMA	Finalize and file monthly operating reports for June 2021; emails with J. Mulvihill re: same	B004	0.70	217.00
07/08/21	AFARI	Review and finalize CNO for 365(d)(4) extension motion	B005	0.30	145.50
07/08/21	MSMIT	Prepare CNO regarding motion to extend 365(d)(4) deadline (.2); file same and upload order (.3)	B005	0.20	62.00
07/12/21	MSMIT	Coordinate service of order extending 365(d)(4) deadline	B005	0.10	31.00
07/01/21	JBARR	Working group emails re: sale of assets	B006	0.10	88.50
07/01/21	JMULV	Correspondence with company re: sale closing documents	B006	0.60	345.00
07/02/21	JBARR	Review revise and edit assignment agreement and work with J. Mulvihill re: same	B006	0.50	442.50
07/02/21	JMULV	Review and revise assignment agreement	B006	2.10	1,207.50
07/05/21	JBARR	Emails re: closing docs from Falko	B006	0.10	88.50
07/06/21	JBARR	Work with J. Mulvihill re: closing issues and voluminous emails re: same	B006	0.90	796.50
07/06/21	JMULV	Correspondence with Vedder Price and C. Tigno re: bills of sale	B006	0.60	345.00
07/09/21	JBARR	Voluminous working group emails re: sale papers and related closing documents	B006	0.50	442.50
07/12/21	JBARR	Ongoing work re: closing and closing related issues	B006	1.00	885.00

AeroCentury Corp.

Invoice Date:

August 5, 2021

Invoice Number:

50026198

Matter Number:

100803.1001

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
07/12/21	JMULV	Review and revise multiple sale and assignment documents	B006	2.20	1,265.00
07/12/21	JMULV	Correspondence with tax counsel re: tax issues	B006	0.30	172.50
07/13/21	JMULV	Review and revise correspondence to Chamberlain re: APA	B006	0.30	172.50
07/13/21	JMULV	Correspondence with Vedder Price re: lease novation	B006	0.30	172.50
07/14/21	JBARR	Voluminous working group emails re: sale and related closing issues (includes review of certain sale closing documents and conferral with J. Mulvihill)	B006	1.10	973.50
07/14/21	JMULV	Correspondence with Vedder Price re: sale documents and lease novations	B006	2.10	1,207.50
07/15/21	JBARR	Voluminous working group emails re: various sale closing issues	B006	1.00	885.00
07/15/21	JMULV	Review and revise documents related to sale and lease novation	B006	1.30	747.50
07/16/21	JBARR	Working group emails re: sale issues	B006	0.50	442.50
07/16/21	JMULV	Correspondence with Vedder Price and company re: sale documents	B006	0.40	230.00
07/19/21	JMULV	Review and revise various sale documents	B006	1.30	747.50
07/20/21	JBARR	Voluminous working group correspondence re: sale closings and work with J. Mulvihill re: same	B006	1.00	885.00
07/21/21	JMULV	Review and revise lease novation amendment	B006	1.10	632.50
07/22/21	JBARR	Ongoing voluminous working group emails re: sale and closing issues and related documentation and work with J. Mulvihill re: same	B006	0.80	708.00
07/23/21	JBARR	Voluminous working group emails re: sale process issues and closing documents	B006	0.70	619.50
07/23/21	JBARR	Work with J. Mulvihill re: sale issues and related correspondence	B006	0.40	354.00
07/23/21	JMULV	Review and revise motion to extend exclusivity period	B006	1.10	632.50
07/23/21	JMULV	Review and revise lease novation agreement	B006	0.70	402.50
07/27/21	JBARR	Working group emails re: sale closing and related issues	B006	0.60	531.00
07/27/21	JMULV	Review and comment on sale documents	B006	0.60	345.00

AeroCentury Corp.

Invoice Date:

August 5, 2021

Invoice Number:

50026198

Matter Number:

100803.1001

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
07/28/21	JBARR	Work with YCS&T team re: sale issues and voluminous working group emails re: same	B006	1.00	885.00
07/28/21	JMULV	Draft notice of sale closing	B006	0.50	287.50
07/28/21	JMULV	Correspondence with H. Lyons re: sale order	B006	0.20	115.00
07/28/21	JMULV	Review and revise asset sale memo	B006	0.30	172.50
07/28/21	MSMIT	Prepare notice of closing of sale	B006	0.60	186.00
07/02/21	HSMIL	Update claim chart (.6); call with J. Barry and J. Mulvihill re: remaining claim strategy (.2); revise draft of notice of satisfaction (1.2); correspond with claimants (.3)	B007	2.30	920.00
07/02/21	JBARR	Review and work to finalize issues re: liquidation analysis and claims exposure (.4); organize and prepare for and attend call with H. Smillie and J. Mulvihill re: same (.3); follow up email to/from client re: same (.1); follow up emails from H. Smillie (.1)	B007	0.90	796.50
07/02/21	JMULV	Attend claims update call with J. Barry and H. Smillie	B007	0.40	230.00
07/06/21	JMULV	Call with claimant re: claim objection	B007	0.20	115.00
07/08/21	AFARI	Review and finalize CNO re: 2nd omnibus claim objection (.4); e-mails with M. Smith re: same (.3)	B007	0.70	339.50
07/08/21	MSMIT	Prepare certification of counsel regarding 1st omnibus claims objection (.2); file same and upload order (.4)	B007	0.60	186.00
07/08/21	MSMIT	Prepare CNO regarding 2nd omnibus claims objection (.2); file same and upload order (.3)	B007	0.50	155.00
07/09/21	MSMIT	Prepare claims binders for 1st and 2nd omnibus claims objections and forward same to Chambers	B007	0.90	279.00
07/12/21	MSMIT	Coordinate service of orders sustaining 1st and 2nd omnibus claims objections	B007	0.10	31.00
07/15/21	JMULV	Correspondence with H. Lyons re: notice of satisfaction	B007	0.20	115.00
07/16/21	JBARR	Emails to/from H. Lyons re: PPP loan	B007	0.10	88.50

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<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
07/21/21	JMULV	Finalize notice of satisfaction for filing	B007	0.30	172.50
07/21/21	MSMIT	Finalize for filing and coordinate service of 1st notice of satisfaction of claims	B007	0.70	217.00
07/22/21	AFARI	Call and e-mails with shareholder whose claim was subject to omnibus claim objection	B007	0.50	242.50
07/23/21	JMULV	Correspondence with company re: claims issues	B007	0.50	287.50
07/02/21	JMULV	Attend conference call with restructuring professionals and company re: plan sponsor	B008	0.90	517.50
07/21/21	JMULV	Attend call re: board meeting preparation	B008	1.20	690.00
07/08/21	AFARI	Review and finalize CNO for removal motion	B011	0.20	97.00
07/08/21	MSMIT	Prepare CNO regarding motion to extend removal deadline (.2); file same and upload order (.3)	B011	0.50	155.00
07/12/21	MSMIT	Coordinate service of removal extension order	B011	0.10	31.00
07/02/21	JBARR	Review and analyze deck re: plan proposals and prepare notes for advisors call (.5); prepare for and attend advisors call re: plan proposals (1.0); follow up on plan issues (.4)	B012	1.90	1,681.50
07/07/21	JMULV	Review liquidation analysis and correspondence with company and B. Riley re: same	B012	0.30	172.50
07/07/21	JMULV	Review UST objection to solicitation procedures order	B012	2.50	1,437.50
07/08/21	JBARR	Review UST objection to plan & DS (.3); working group emails re: same (.6); work with J. Mulvihill re: same (.4); consider and develop strategy and legal arguments re; same (.4)	B012	1.70	1,504.50
07/08/21	JMULV	Correspondence with A. Rosen re: UST resolution	B012	0.60	345.00
07/08/21	JMULV	Drafting reply to UST objection to solicitation procedures motion	B012	3.10	1,782.50
07/08/21	JMULV	Drafting update to company re: resolution with UST	B012	0.50	287.50
07/08/21	JMULV	Call with UST re: resolution to objection	B012	0.40	230.00
07/09/21	JBARR	Work with J. Mulvihill re: resolution of UST objection to plan	B012	0.20	177.00

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07/09/21	JMULV	Correspondence with UST and company re: resolution to objection	B012	0.70	402.50
07/10/21	JMULV	Revising plan documents and correspondence with company re: same	B012	3.20	1,840.00
07/11/21	JMULV	Correspondence with company and UST re: revised plan documents	B012	0.40	230.00
07/12/21	JBARR	Work with J. Mulvihill re: resolution of UST objection to DS (.3); meeting with J. Mulvihill re: DS hearing (.3); emails with J. Mulvihill re: hearing prep and DS (.3); finalize agenda and hearing prep (.2)	B012	1.10	973.50
07/12/21	JMULV	Finalizing plan documents and revised order	B012	2.30	1,322.50
07/12/21	MSMIT	Finalize for filing and coordinate service of Combined Disclosure Statement and Plan	B012	0.60	186.00
07/12/21	MSMIT	Prepare notice of blackline of revised Combined Disclosure Statement and Plan (.2); finalize for filing and coordinate service of same (.5)	B012	0.70	217.00
07/12/21	MSMIT	Prepare certification of counsel regarding solicitation procedures motion (.2); file same and upload order (.5)	B012	0.70	217.00
07/13/21	JMULV	Review liquidation analysis	B012	0.40	230.00
07/13/21	JMULV	Call with Epiq re: solicitation	B012	0.50	287.50
07/13/21	JMULV	Finalize solicitation documents	B012	2.60	1,495.00
07/13/21	MSMIT	Review solicitation documents and forward same to KCC	B012	0.30	93.00
07/13/21	MSMIT	Coordinate service of solicitation procedures order	B012	0.10	31.00
07/14/21	JMULV	Finalizing combined plan for solicitation	B012	1.20	690.00
07/14/21	MSMIT	Finalize for filing and coordinate service of confirmation notice	B012	0.50	155.00
07/14/21	MSMIT	Finalize for filing and coordinate service of solicitation version of Combined Disclosure Statement and Plan	B012	0.60	186.00
07/15/21	JBARR	Call with A. Rosen re: plan negotiations (.5); review plan term sheet and emails with A. Rosen re: same (.2); consider and evaluate structure and strategy (.4)	B012	1.10	973.50
07/17/21	JBARR	Working group emails re: plan	B012	0.20	177.00

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<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
07/20/21	JBARR	Working group emails re: preparation for board call	B012	0.30	265.50
07/21/21	JBARR	Prepare for and attend advisors' call re: plan, next steps and prep for board call (1.2); consider and develop plan strategy and analyze possible plan structure issues (.7)	B012	1.90	1,681.50
07/21/21	JMULV	Review motion to extend exclusivity	B012	0.30	172.50
07/22/21	CGREA	Telephone conference with J. Barry re: plan structure and emergence issues	B012	0.20	215.00
07/22/21	JBARR	Review draft schematics and emails re: plan sponsorship and discuss with C. Gear (.4); correspondence to plan working group re: same (.2); consider and develop research and issues re: plan structure and alternatives (.4); working group emails re: same and prep for board call (.3)	B012	1.30	1,150.50
07/22/21	JMULV	Correspondence with C. Tigno re: solicitation service	B012	0.20	115.00
07/26/21	JMULV	Finalize motion to extend exclusivity for filing	B012	0.50	287.50
07/26/21	MSMIT	Finalize for filing and coordinate service of motion to extend exclusivity	B012	0.60	186.00
07/27/21	JBARR	Meeting with J. Mulvihill re: plan and related issues (.2); continue to consider and develop strategy and next steps re: confirmation (.4)	B012	0.60	531.00
07/28/21	JMULV	Correspondence with H. Lyons re: tax disclosures	B012	0.30	172.50
07/29/21	JBARR	Attention to plan issues	B012	0.90	796.50
07/30/21	JMULV	Research re plan sponsor agreements	B012	1.70	977.50
07/06/21	JBARR	Prepare for and attend BOD call	B014	1.00	885.00
07/23/21	JBARR	Prepare for and attend board call and review and analyze presentation materials and transaction structures following call (information from A. Rosen during meeting)	B014	1.90	1,681.50
07/13/21	MSMIT	Draft interim fee application for B. Riley	B017	0.80	248.00
07/14/21	JMULV	Drafting B. Riley fee letter	B017	1.30	747.50

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07/14/21	MSMIT	Continue to draft interim fee application for B. Riley	B017	0.20	62.00
07/20/21	JBARR	Emails to/from L. Marinuzzi, J. Mulvihill and M. Smith re: status of various monthly and quarterly fee applications and related.	B017	0.40	354.00
07/20/21	JBARR	Emails from/to G. Roberts re: YCS&T fees	B017	0.10	88.50
07/20/21	JMULV	Review and revise B. Riley fee application	B017	0.60	345.00
07/20/21	JMULV	Review and revise MoFo fee application	B017	0.60	345.00
07/20/21	MSMIT	Prepare and file CNO regarding Morrison & Foerster May fee application	B017	0.40	124.00
07/20/21	MSMIT	Emails with J. Barry and J. Mulvihill regarding interim fee hearing (.1); email to Chambers regarding same (.1)	B017	0.20	62.00
07/20/21	MSMIT	Email to KCC regarding preparations for interim fee application	B017	0.10	31.00
07/20/21	MSMIT	Finalize for filing and coordinate service of Morrison & Foerster June 2021 fee application	B017	0.60	186.00
07/21/21	MSMIT	Email to R. Ferraioli regarding MoFo supplement to interim fee application	B017	0.10	31.00
07/22/21	JMULV	Correspondence with R. Ferraioli re: interim fee applications	B017	0.30	172.50
07/23/21	JBARR	Attention to issues re: interim fee applications and review of related documents and correspondence.	B017	0.80	708.00
07/26/21	JMULV	Correspondence with B. Riley re: fee application	B017	0.40	230.00
07/27/21	JMULV	Finalize B. Riley fee statement for filing	B017	0.40	230.00
07/27/21	MSMIT	Finalize for filing and coordinate service of B. Riley 1st interim fee application	B017	0.80	248.00
07/27/21	MSMIT	Finalize for filing and coordinate service of 1st interim fee application of Debtors' professionals	B017	0.70	217.00
07/28/21	JMULV	Correspondence with H. Lyons re: KCC invoice	B017	0.20	115.00
07/02/21	JBARR	Review revise edit and finalize exhibit to YCS&T fee application	B018	0.50	442.50
07/08/21	AFARI	Review and revise CNO for YCST fee app	B018	0.30	145.50

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07/08/21	MSMIT	Prepare and file CNO regarding YCST May 2021 fee application	B018	0.40	124.00
07/12/21	MSMIT	Prepare YCST June 2021 fee application	B018	0.60	186.00
07/13/21	JBARR	Review, revise and edit YCS&T fee application (.3); emails to/from M. Smith re: same (.1)	B018	0.40	354.00
07/15/21	MSMIT	Revise YCST June 2021 fee application (.1); finalize for filing and coordinate service of same (.6)	B018	0.70	217.00
07/21/21	MSMIT	Begin to prepare YCST supplement to interim fee application	B018	0.50	155.00
07/22/21	MSMIT	Continue to prepare YCST supplement to interim fee application	B018	2.90	899.00
07/22/21	MSMIT	Prepare 1st interim application for Debtors' professionals	B018	0.60	186.00
07/23/21	MSMIT	Multiple emails with J. Mulvihill regarding filing of interim fee applications	B018	0.20	62.00
07/23/21	MSMIT	Finalize preparation of YCST supplement to interim fee application	B018	0.60	186.00
<b>Total</b>				<b>107.00</b>	<b>\$62,830.50</b>

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**Timekeeper Summary**

<u>Name</u>	<u>Hours</u>	<u>Amount</u>
Craig D. Grear	0.20	215.00
Debbie Laskin	0.50	160.00
Delali H. Agblevor	0.80	220.00
Heather P. Smillie	2.30	920.00
Joseph M. Barry	27.70	24,514.50
Joseph M. Mulvihill	48.90	28,117.50
Melissa Romano	0.70	217.00
Michelle Smith	23.40	7,254.00
S. Alexander Faris	2.50	1,212.50
<b>Total</b>	<b>107.00</b>	<b>\$62,830.50</b>

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**Task Summary****Task Code:B001****Case Administration**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
S. Alexander Faris	Associate	0.50	485.00	242.50
Michelle Smith	Paralegal	1.90	310.00	589.00
Delali H. Agblevor	Summer Associate	0.80	275.00	220.00
<b>Total</b>		<b>3.20</b>		<b>1,051.50</b>

**Task Code:B002****Court Hearings**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Joseph M. Barry	Partner	0.20	885.00	177.00
Joseph M. Mulvihill	Associate	0.40	575.00	230.00
Michelle Smith	Paralegal	2.70	310.00	837.00
<b>Total</b>		<b>3.30</b>		<b>1,244.00</b>

**Task Code:B004****Schedules & Statements, U.S. Trustee Reports**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Joseph M. Mulvihill	Associate	3.30	575.00	1,897.50
Debbie Laskin	Paralegal	0.50	320.00	160.00
Melissa Romano	Paralegal	0.70	310.00	217.00
<b>Total</b>		<b>4.50</b>		<b>2,274.50</b>

**Task Code:B005****Lease/Executory Contract Issues**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
S. Alexander Faris	Associate	0.30	485.00	145.50
Michelle Smith	Paralegal	0.30	310.00	93.00
<b>Total</b>		<b>0.60</b>		<b>238.50</b>

**Task Code:B006****Use, Sale or Lease of Property (363 issues)**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Joseph M. Barry	Partner	10.20	885.00	9,027.00
Joseph M. Mulvihill	Associate	16.00	575.00	9,200.00
Michelle Smith	Paralegal	0.60	310.00	186.00
<b>Total</b>		<b>26.80</b>		<b>18,413.00</b>

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**Task Code:B007****Claims Analysis, Objections and Resolutions**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Joseph M. Barry	Partner	1.00	885.00	885.00
Heather P. Smillie	Associate	2.30	400.00	920.00
Joseph M. Mulvihill	Associate	1.60	575.00	920.00
S. Alexander Faris	Associate	1.20	485.00	582.00
Michelle Smith	Paralegal	2.80	310.00	868.00
<b>Total</b>		<b>8.90</b>		<b>4,175.00</b>

**Task Code:B008****Meetings**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Joseph M. Mulvihill	Associate	2.10	575.00	1,207.50
<b>Total</b>		<b>2.10</b>		<b>1,207.50</b>

**Task Code:B011****Other Adversary Proceedings**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
S. Alexander Faris	Associate	0.20	485.00	97.00
Michelle Smith	Paralegal	0.60	310.00	186.00
<b>Total</b>		<b>0.80</b>		<b>283.00</b>

**Task Code:B012****Plan and Disclosure Statement**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Craig D. Grear	Partner	0.20	1,075.00	215.00
Joseph M. Barry	Partner	11.20	885.00	9,912.00
Joseph M. Mulvihill	Associate	21.70	575.00	12,477.50
Michelle Smith	Paralegal	4.10	310.00	1,271.00
<b>Total</b>		<b>37.20</b>		<b>23,875.50</b>

**Task Code:B014****General Corporate Matters**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Joseph M. Barry	Partner	2.90	885.00	2,566.50
<b>Total</b>		<b>2.90</b>		<b>2,566.50</b>

**Task Code:B017****Retention of Professionals/Fee Issues**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Joseph M. Barry	Partner	1.30	885.00	1,150.50
Joseph M. Mulvihill	Associate	3.80	575.00	2,185.00
Michelle Smith	Paralegal	3.90	310.00	1,209.00
<b>Total</b>		<b>9.00</b>		<b>4,544.50</b>

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**Task Code:B018****Fee Application Preparation**

<b><u>Name</u></b>	<b><u>Timekeeper Title</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Joseph M. Barry	Partner	0.90	885.00	796.50
S. Alexander Faris	Associate	0.30	485.00	145.50
Michelle Smith	Paralegal	6.50	310.00	2,015.00
<b>Total</b>		<b>7.70</b>		<b>2,957.00</b>

**EXHIBIT B**

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**Cost Detail**

<u>Date</u>	<u>Description</u>	<u>Quantity</u>	<u>Amount</u>
05/17/21	Soundpath Conferencing - Teleconference - Payee: Soundpath Confer Services, LLC	1.00	2.05
05/21/21	Soundpath Conferencing - Teleconference - Payee: Soundpath Confer Services, LLC	1.00	4.22
05/24/21	Soundpath Conferencing - Teleconference - Payee: Soundpath Confer Services, LLC	1.00	3.52
06/02/21	Docket Retrieval / Search	6.00	0.60
06/02/21	Docket Retrieval / Search	1.00	0.10
06/08/21	Docket Retrieval / Search	14.00	1.40
06/08/21	Docket Retrieval / Search	14.00	1.40
06/08/21	Docket Retrieval / Search	1.00	0.10
06/08/21	Docket Retrieval / Search	2.00	0.20
06/08/21	Docket Retrieval / Search	1.00	0.10
06/08/21	Docket Retrieval / Search	2.00	0.20
06/09/21	Docket Retrieval / Search	2.00	0.20
06/09/21	Docket Retrieval / Search	2.00	0.20
06/09/21	Docket Retrieval / Search	20.00	2.00
06/09/21	Docket Retrieval / Search	6.00	0.60
06/09/21	Docket Retrieval / Search	2.00	0.20
06/09/21	Docket Retrieval / Search	2.00	0.20
06/09/21	Docket Retrieval / Search	30.00	3.00
06/09/21	Docket Retrieval / Search	2.00	0.20
06/09/21	Docket Retrieval / Search	3.00	0.30
06/09/21	Docket Retrieval / Search	2.00	0.20
06/09/21	Docket Retrieval / Search	2.00	0.20
06/09/21	Docket Retrieval / Search	3.00	0.30
06/09/21	Docket Retrieval / Search	4.00	0.40
06/09/21	Docket Retrieval / Search	5.00	0.50
06/09/21	Docket Retrieval / Search	13.00	1.30
06/09/21	Docket Retrieval / Search	5.00	0.50
06/09/21	Docket Retrieval / Search	15.00	1.50

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<u>Date</u>	<u>Description</u>	<u>Quantity</u>	<u>Amount</u>
06/09/21	Docket Retrieval / Search	4.00	0.40
06/09/21	Docket Retrieval / Search	15.00	1.50
06/09/21	Docket Retrieval / Search	3.00	0.30
06/09/21	Docket Retrieval / Search	3.00	0.30
06/09/21	Docket Retrieval / Search	14.00	1.40
06/09/21	Docket Retrieval / Search	6.00	0.60
06/10/21	Soundpath Conferencing - Teleconference - Payee: Soundpath Confer Services, LLC	1.00	4.53
06/10/21	Computerized Legal Research Westlaw Search by: BROOKS,JOSHUA	49.00	85.25
06/10/21	Computerized Legal Research Westlaw Search by: MULVIHILL,JOSEPH M	23.00	40.02
06/15/21	Docket Retrieval / Search	1.00	0.10
06/22/21	Docket Retrieval / Search	3.00	0.30
06/22/21	Docket Retrieval / Search	2.00	0.20
06/22/21	Docket Retrieval / Search	2.00	0.20
06/22/21	Docket Retrieval / Search	2.00	0.20
06/25/21	Soundpath Conferencing - Teleconference - Payee: Soundpath Confer Services, LLC	1.00	5.68
07/02/21	Photocopy Charges Duplication BW	18.00	1.80
07/02/21	Photocopy Charges Duplication BW	15.00	1.50
07/02/21	Soundpath Conferencing - Teleconference - Payee: Soundpath Confer Services, LLC	1.00	12.51
07/02/21	Color Photocopy Charges Duplication Color	15.00	12.00
07/02/21	Soundpath Conferencing - Teleconference - Payee: Soundpath Confer Services, LLC	1.00	1.78
07/02/21	Photocopy Charges Duplication BW	11.00	1.10
07/08/21	Soundpath Conferencing - Teleconference - Payee: Soundpath Confer Services, LLC	1.00	4.32
<b>Total</b>			<b>\$201.68</b>

**Cost Summary**

<u>Description</u>	<u>Amount</u>
Computerized Legal Research	125.27
Docket Retrieval / Search	21.40
Reproduction Charges	16.40
Teleconference / Video Conference	38.61
<b>Total</b>	<b>\$201.68</b>