

**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.¹ : (Jointly Administered)
:
: **Objection Deadline: October 4, 2021**
:
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**SUMMARY SHEET TO THE SECOND MONTHLY FEE APPLICATION
OF KURTZMAN CARSON CONSULTANTS LLC, AS ADMINISTRATIVE
ADVISOR TO THE DEBTORS, FOR THE PERIOD FROM
JULY 1, 2021 THROUGH AND INCLUDING JULY 31, 2021**

General Information

Name of Applicant:	Kurtzman Carson Consultants LLC
Authorized to Provide Services to:	The above-captioned debtors
Petition Date:	March 29, 2021
Date of Retention Order:	April 30, 2021, effective as of March 29, 2021
Type of Application:	Monthly

Summary of Fees and Expenses Sought in the Fee Application

Period for Which Compensation and Reimbursement is Sought in the Fee Application:	July 1, 2021 through July 31, 2021
Amount of Compensation Sought as Actual, Reasonable, and Necessary for the Fee Period:	\$538.89 (80% of \$673.61)
Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary for the Fee Period:	\$0.00
Total Compensation and Expense Reimbursement Request for the Fee Period:	\$538.89 (80% of \$673.61)

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.



211063621091300000000001

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
Solicitation	5.4	\$673.61
Totals		\$673.61

COMPENSATION BY INDIVIDUAL

Initials	Name	Position	Hours	Rate	Total
JDG	Jennifer Grageda	Consultant	0.5	\$115.80	\$57.90
PAL	Patrick Leatham	Senior Consultant	1.4	\$163.25	\$228.55
SEB	Senayt Berhe	Consultant	2.6	\$115.76	\$300.98
TFL	Teresa Flores	Consultant	0.9	\$95.76	\$86.18
	TOTALS		5.4		\$673.61

Total Incurred:	\$673.61
Blended Rate:	\$178.12

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Debtors. ¹	:		(Jointly Administered)
	:		
	:		Objection Deadline: October 4, 2021
	:		
	X		

**SECOND MONTHLY FEE APPLICATION OF KURTZMAN CARSON
CONSULTANTS LLC, AS ADMINISTRATIVE ADVISOR TO THE DEBTORS, FOR
THE PERIOD FROM JULY 1, 2021 THROUGH AND INCLUDING JULY 31, 2021**

Pursuant to Sections 330 and 331 of Title 11 of the United States Code, §§ 101-1532 (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, dated April 21, 2021 [Docket No. 83] (the “Interim Compensation Order”), Kurtzman Carson Consultants LLC (“KCC”), administrative advisor for the above-captioned debtors (the “Debtors”), hereby submits its second monthly fee application (this “Fee Application”) for allowance of compensation for professional services provided in the amount of \$673.61 and authorization of payment of \$538.89 (which is 80% of \$673.61) for the period from

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.

July 1, 2021 through and including July 31, 2021 (the “Fee Period”). In support of this Fee Application, KCC represents as follows:

JURISDICTION

1. The United States Bankruptcy Court for the District of Delaware (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and KCC confirms its consent pursuant to Local Rule 9013-l(f) to the entry of a final order by the Court in connection with this Fee Application to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

2. Venue in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory bases for the relief requested herein are section 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, and Local Rules 2016-1 and 2016-2.

BACKGROUND

4. On March 29, 2021 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

5. On the Petition Date, the Debtors filed an application to employ KCC as its claims and noticing agent (in such capacity, the “Claims and Noticing Agent”) pursuant to 28 U.S.C. § 156(c) and Local Rule 2002-1(f) [Docket No. 4] (the “Section 156(c) Application”), which was approved by the Court on March 31, 2021 [Docket No. 31] (the “Section 156(c) Order”).

6. Given that the administration of these chapter 11 cases would require KCC to perform duties outside the scope of 28 U.S.C. § 156(c), the Debtors supplemented the Section

156(c) Application with the application to retain KCC to perform certain services as the Debtors' administrative advisor in these chapter 11 cases (in such capacity, the "Administrative Advisor"). Accordingly, on April 13, 2021, the Debtors filed the *Debtors' Application for Authorization to Employ and Retain Kurtzman Carson Consultants LLC as Administrative Advisor Effective as of the Petition Date* [Docket No. 61]. On April 30, 2021, the Court entered the *Order Authorizing the Debtors to Employ and Retain Kurtzman Carson Consultants LLC as Administrative Advisor Effective as of the Petition Date* [Docket No. 115] (the "Retention Order"). The Retention Order authorized the Debtors to compensate KCC in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the United States Trustee Fee Guidelines and any orders entered in these cases governing professional compensation and reimbursement for services rendered and charges and disbursements incurred.

7. The Retention Order authorizes KCC to provide the following services:

- (a) assist with, among other things, the preparation of the Debtors' schedules of assets and liabilities, schedules of executory contracts and unexpired leases, and statements of financial affairs (the "Schedules");
- (b) assist with, among other things, solicitation, balloting, tabulation and calculation of votes, as well as preparing any appropriate reports required in furtherance of confirmation of any chapter 11 plan;
- (c) generate an official ballot certification and testify, if necessary, in support of the ballot tabulation results for any chapter 11 plan in the Chapter 11 Case;
- (d) generate, provide and assist with claims objections, exhibits, claims reconciliation, and related matters; and
- (e) provide such other claims processing, noticing, solicitation, balloting, and administrative services described in the Services Agreement, but not included in the Section 156(c) Application, as may be requested by the Debtors from time to time.

8. The amounts sought in this Application do not include any fees that may be payable by the Debtors for services provided by KCC under the Section 156(c) Order. Procedures for the

payment of such fees and disbursements are separately addressed in the Section 156(c) Order. Additionally, no fees and disbursements for services provided to the Debtors under the Retention Order are or will be sought to be paid under the Section 156(c) Order.

9. All services for which compensation is requested by KCC were performed on behalf of the Debtors.

SUMMARY AND VALUATION OF SERVICES

10. The amount of time spent by each employee providing services to the Debtors for the Fee Period is detailed in line item listings of time entries and descriptive detail set forth herein and in the invoices attached hereto as Exhibit A. These are KCC's normal hourly rates of compensation for work of this character. The reasonable value of the services rendered by KCC for the Fee Period as Administrative Advisor to the Debtors in these chapter 11 cases is \$673.61 due for fees. KCC is not seeking reimbursement for any expenses in this Application.

11. During the Fee Period, KCC's professionals performed 5.4 hours of work related to the Debtors' Solicitation. This included processing and reviewing ballots, and performed quality assurance related thereto. KCC believes that the time entries included in Exhibit A are in compliance with the requirements of Local Rule 2016-2.

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

CONCLUSION

WHEREFORE, KCC respectfully requests that the Court enter an Order: (i) granting the Fee Application and allowing compensation in the amount of \$673.61; (ii) directing payment by the Debtors of \$538.89 (which is 80% of \$673.61) for professional services; and (iii) granting such other and further relief as the Court deems just and proper.

Dated: September 13, 2021
El Segundo, California

/s/ Sarah Harbuck
KURTZMAN CARSON CONSULTANTS LLC
Sarah Harbuck
Drake D. Foster
222 N. Pacific Coast Highway, 3rd Floor
El Segundo, California 90245
Tel: 310.751.1539

Administrative Advisor to the Debtors

CERTIFICATION

I, Sarah Harbuck, pursuant to 28 U.S.C. § 1746, state as follows:

- a) I am Corporate Counsel of the applicant firm, Kurtzman Carson Consultants LLC.
- b) I am familiar with the work performed by Kurtzman Carson Consultants LLC on behalf of the Debtors.
- c) I have reviewed the foregoing Fee Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Local Rule 2016-2, and submit that the Fee Application substantially complies with such order.

I certify, under penalty of perjury, that the foregoing statements are true to the best of my knowledge, information, and belief.

Dated: September 13, 2021
El Segundo, California

/s/ Sarah Harbuck

Sarah Harbuck

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In re : Chapter 11
AEROCENTURY CORP., et al., : Case No. 21-10636 (JTD)
Debtors.¹ : (Jointly Administered)
: **Objection Deadline: October 4, 2021 at 4:00 p.m. (ET)**
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NOTICE OF SECOND MONTHLY FEE APPLICATION

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

PLEASE TAKE NOTICE that Kurtzman Carson Consultants LLC has filed its *Second Monthly Fee Application of Kurtzman Carson Consultants LLC, as Administrative Advisor to the Debtors, for the Period From July 1, 2021 Through and Including 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 \$673.61.

PLEASE TAKE FURTHER NOTICE that objections to the Application, if any, are required to be filed on or before **October 4, 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 55th 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, 6th Floor, Wilmington, Delaware 19801 (Attn: Jeremy W. Ryan and R. Stephen McNeill, jryan@potteranderson.com, rmcneill@potteranderson.com).

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 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: September 13, 2021
Wilmington, Delaware

/s/ Joseph M. Mulvihill

Joseph M. Barry (No. 4221)

Ryan M. Bartley (No. 4985)

Joseph M. Mulvihill (No. 6061)

S. Alexander Faris (No. 6278)

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



August 27, 2021

AeroCentury Corp.
Christopher Tigno
1440 Chapin Avenue, #310
Burlingame CA 94010

Re: AeroCentury Corp.
USBC Case No. 21-10636

Dear Christopher Tigno:

Enclosed please find Kurtzman Carson Consultants' ("KCC") invoice for the period July 1, 2021 to July 31, 2021 in the amount of \$673.61 for the above referenced matter. Pursuant to our services agreement, KCC's invoice is due upon receipt.

If you have any questions, please contact me at (310) 751-1803 or egershbein@kccllc.com.

Sincerely,
Kurtzman Carson Consultants LLC

A handwritten signature in black ink, appearing to read "Evan Gershbein".

Evan Gershbein
EVP Restructuring

Enclosures



August 27, 2021

Copy Parties

Linda Casey
Office of the United States Trustee Delaware
844 King St Ste 2207
Lockbox 35
Wilmington DE 19801

Hal Lyons
1440 Chapin Avenue, #310
Burlingame CA 94010

Lorenzo Marinuzzi
Lorenzo Marinuzzi, Morrison & Foerster
250 West 55th Street
New York NY 10019-9601

Adam Rosen
B. Riley Securities, Inc.
11100 Santa Monica Blvd -Suite 800
Los Angeles CA 90025

Joseph M Barry
Young Conaway Stargatt & Taylor, LLP
1000 N King St
Rodney Square
Wilmington DE 19801

Ryan M Bartley
Young Conaway Stargatt & Taylor, LLP
1000 N King St
Rodney Square
Wilmington DE 19801

Travis G Buchanan
Young Conaway Stargatt & Taylor, LLP
1000 N King St
Rodney Square
Wilmington DE 19801

S Alexander Faris
Young Conaway Stargatt & Taylor, LLP
1000 N King St
Rodney Square
Wilmington DE 19801



August 27, 2021

Copy Parties

Kurtzman Carson Consultants LLC

Account Number	70907FA	Invoice Date	August 27, 2021
Invoice Number	US_KCC2109573	Due Date	Due upon receipt

AeroCentury Corp.
Summary

<u>Description</u>	<u>Amount</u>
<u>Hourly Fees</u>	
Hourly Fees Charged	\$673.61
Total of Hourly Fees	\$673.61
<u>Expenses</u>	
Expenses	\$0.00
Total Expenses	\$0.00
Invoice Subtotal	\$673.61
Sales and Use Tax	0.00
Total Invoice	\$673.61

Please detach and return this portion of the statement with your check to KCC.
Please reference your Account Number and Invoice Number on your Remittance.

Account Number 70907FA
Invoice Number US_KCC2109573
Total Amount Due \$673.61

Check Payments to:
Kurtzman Carson Consultants LLC
Dept CH 16639
Palatine, IL 60055-6639

Wire Payments to:
Kurtzman Carson Consultants LLC
HSBC Bank, NA
452 Fifth Avenue, New York, NY 10018

Amount Paid \$

Kurtzman Carson Consultants LLC

07/01/2021 - 07/31/2021

Total Hourly Fees by Employee

<u>Initial</u>	<u>Employee Name</u>	<u>Position Type</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
JDG	Jennifer Grageda	CON	0.50	\$115.80	\$57.90
PAL	Patrick Leathem	SC	1.40	\$163.25	\$228.55
SEB	Senayt Berhe	CON	2.60	\$115.76	\$300.98
TFL	Teresa Flores	CON	0.90	\$95.76	\$86.18
			<i>Total</i>		<i>\$673.61</i>

Kurtzman Carson Consultants LLC

07/01/2021 - 07/31/2021

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
7/22/2021	JDG	Facilitate ballot processing, scan and input into KCC CaseView	CON	Solicitation	0.10
7/22/2021	SEB	Coordinate and input received ballots into KCC CaseView	CON	Solicitation	0.10
<i>Total for 7/22/2021</i>					<i>0.20</i>
7/26/2021	PAL	Review ballots input into KCC CaseView	SC	Solicitation	1.20
7/26/2021	JDG	Facilitate ballot processing, scan and input into KCC CaseView	CON	Solicitation	0.10
7/26/2021	SEB	Coordinate and input received ballots into KCC CaseView	CON	Solicitation	0.40
<i>Total for 7/26/2021</i>					<i>1.70</i>
7/27/2021	JDG	Facilitate ballot processing, scan and input into KCC CaseView	CON	Solicitation	0.10
7/27/2021	SEB	Coordinate and input received ballots into KCC CaseView	CON	Solicitation	0.10
<i>Total for 7/27/2021</i>					<i>0.20</i>
7/28/2021	PAL	Review ballots input into KCC CaseView	SC	Solicitation	0.20
7/28/2021	JDG	Facilitate ballot processing, scan and input into KCC CaseView	CON	Solicitation	0.10
7/28/2021	SEB	Coordinate and input received ballots into KCC CaseView	CON	Solicitation	0.50
7/28/2021	SEB	Process and prepare ballots received for scanning into KCC CaseView	CON	Solicitation	0.50
7/28/2021	TFL	Scan received ballots into KCC CaseView	CON	Solicitation	0.40
<i>Total for 7/28/2021</i>					<i>1.70</i>
7/30/2021	JDG	Facilitate ballot processing, scan and input into KCC CaseView	CON	Solicitation	0.10
7/30/2021	SEB	Coordinate and input received ballots into KCC CaseView	CON	Solicitation	0.50
7/30/2021	SEB	Process and prepare ballots received for scanning into KCC CaseView	CON	Solicitation	0.50
7/30/2021	TFL	Scan received ballots into KCC CaseView	CON	Solicitation	0.50
<i>Total for 7/30/2021</i>					<i>1.60</i>
<i>Total Hours</i>					<i>5.40</i>

Kurtzman Carson Consultants LLC

07/01/2021 - 07/31/2021

Expenses

Description

Units

Rate

Amount

Total Expenses