

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

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:
In re : Chapter 11
:
JETFLEET HOLDING CORP. : Case No. 21-10637 (JTD)
:
Reorganized Debtor.¹ :
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Objection Deadline: October 27, 2021 at 4:00 p.m. (ET)

**SUMMARY SHEET TO THE THIRD MONTHLY FEE APPLICATION
OF KURTZMAN CARSON CONSULTANTS LLC, AS ADMINISTRATIVE
ADVISOR TO THE DEBTORS, FOR THE PERIOD FROM
AUGUST 1, 2021 THROUGH AND INCLUDING AUGUST 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:	August 1, 2021 through August 31, 2021
Amount of Compensation Sought as Actual, Reasonable, and Necessary for the Fee Period:	\$9,259.90 (80% of \$11,574.88)
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:	\$9,259.90 (80% of \$11,574.88)

¹ The last four digits of the Reorganized Debtor's federal tax identification number are 5342, and the Reorganized Debtor's mailing address is 1325 Howard Ave., #614, Burlingame, CA 94010. The chapter 11 cases of the following affiliates of the Debtor were closed effective as of October 4, 2021: AeroCentury Corp. (3974) and JetFleet Management Corp. (0929) [See Chapter 11 Case No. 21-10636 (JTD), Docket No. 323].



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Prior applications:

		Requested		Approved	
Date Filed; Docket No.	Period Covered	Fees	Expenses	Fees	Expenses
6/7/21 Docket No. 183	3/29/21 – 4/30/21	\$14,303.35	\$0.00	\$14,303.35	\$0.00
9/13/21 Docket No. 302	7/1/21 – 7/31/21	\$673.61	\$0.00	\$538.89 (80% of \$673.61)	\$0.00

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
Solicitation	68.8	\$11,574.88
Totals		\$11,574.88

COMPENSATION BY INDIVIDUAL

Initials	Name	Position	Hours	Rate	Total
AMG	Ana Garcia	Solicitation Consultant	0.8	\$174.25	\$139.40
AML	Angela Nguyen	Solicitation Consultant	9.5	\$182.75	\$1,736.14
ASK	Ashley Kuarasingh	Consultant	3.5	\$160.25	\$560.88
ATE	Ana Arias	Solicitation Consultant	0.5	\$174.24	\$87.12
CCE	Cerene Credo	Consultant	0.5	\$115.78	\$57.89
DYV	Dylan Vazquez	Solicitation Consultant	0.7	\$174.26	\$121.98
JCW	Josh Wilson	Solicitation Consultant	0.6	\$182.75	\$109.65
JDG	Jennifer Grageda	Consultant	0.6	\$115.80	\$69.48
JEE	James Lee	Securities Consultant	11.6	\$182.75	\$2,119.90
JNG	Jennifer Ngo	Solicitation Consultant	7.5	\$174.25	\$1,306.88
JUY	Justin Uy	Consultant	2.9	\$95.75	\$277.67
KVR	Kevin Martin	Securities Consultant	13.5	\$182.75	\$2,467.19
MCL	Mikayla Cleary	Solicitation Consultant	0.7	\$174.26	\$121.98
PAL	Patrick Leathem	Solicitation Consultant	4.2	\$174.25	\$731.84
RWN	Ronald Wilson	Solicitation Consultant	0.5	\$174.24	\$87.12
SEB	Senayt Berhe	Consultant	2.6	\$115.76	\$300.98
STP	Stephanie Paul	Consultant	2.8	\$95.76	\$268.13
SUS	Sumesh Srivastava	Solicitation Consultant	4.5	\$174.25	\$784.13
SZA	Sonia Zapien	Solicitation Consultant	0.4	\$174.25	\$69.70
TPE	Thomas Peterson	Solicitation Consultant	0.9	\$174.24	\$156.82
TOTALS			68.8		\$11,574.88

Total Incurred:	\$11,574.88
Blended Rate:	\$168.24

**IN THE UNITED STATES BANKRUPTCY COURT
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In re : Chapter 11
JETFLEET HOLDING CORP., :
Reorganized Debtor.¹ : Case No. 21-10637 (JTD)
: **Objection Deadline: October 27, 2021 at 4:00 p.m. (ET)**
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**THIRD MONTHLY FEE APPLICATION OF KURTZMAN CARSON CONSULTANTS
LLC, AS ADMINISTRATIVE ADVISOR TO THE DEBTORS, FOR THE PERIOD
FROM AUGUST 1, 2021 THROUGH AND INCLUDING AUGUST 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 third monthly fee application (this “Fee Application”) for allowance of compensation for professional services provided in the amount of \$11,574.88 and authorization of payment of \$9,259.90 (which is 80% of \$11,574.88) for the period from August

¹ The last four digits of the Reorganized Debtor’s federal tax identification number are 5342, and the Reorganized Debtor’s mailing address is 1325 Howard Ave., #614, Burlingame, CA 94010. The chapter 11 cases of the following affiliates of the Debtor were closed effective as of October 4, 2021: AeroCentury Corp. (3974) and JetFleet Management Corp. (0929) [See Chapter 11 Case No. 21-10636 (JTD), Docket No. 323].

1, 2021 through and including August 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 \$11,574.88 due for fees. KCC is not seeking reimbursement for any expenses in this Application.

11. During the Fee Period, KCC's professionals performed 68.8 hours of work related to the Debtors' Solicitation. This included processing and reviewing ballots and performing quality assurance related thereto. In addition, KCC tabulated votes, prepared voting summary reports, reviewed correspondence related to the solicitation, drafted the voting declaration, and attended the confirmation hearing. 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 \$11,574.88; (ii) directing payment by the Debtors of \$9,259.90 (which is 80% of \$11,574.88) for professional services; and (iii) granting such other and further relief as the Court deems just and proper.

Dated: October 6, 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: October 6, 2021
El Segundo, California

/s/ Sarah Harbuck

Sarah Harbuck

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Reorganized Debtor.¹ : **Objection Deadline: October 27, 2021 at 4:00 p.m. (ET)**
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NOTICE OF THIRD MONTHLY FEE APPLICATION

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

PLEASE TAKE NOTICE that Kurtzman Carson Consultants LLC has filed its *Third Monthly Fee Application of Kurtzman Carson Consultants LLC, as Administrative Advisor to the Debtors, for the Period From August 1, 2021 Through and Including August 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 \$11,574.88.

PLEASE TAKE FURTHER NOTICE that objections to the Application, if any, are required to be filed on or before **October 27, 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 Reorganized Debtor, 1325 Howard Ave., #614, Burlingame, CA 94010 (Attn: Hal Lyons); (ii) co-counsel to the Reorganized Debtor, 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 Reorganized Debtor, 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 last four digits of the Reorganized Debtor’s federal tax identification number are 5342, and the Reorganized Debtor’s mailing address is 1325 Howard Ave., #614, Burlingame, CA 94010. The chapter 11 cases of the following affiliates of the Debtor were closed effective as of October 4, 2021: AeroCentury Corp. (3974) and JetFleet Management Corp. (0929) [See Chapter 11 Case No. 21-10636 (JTD), Docket No. 323].

PLEASE TAKE FURTHER NOTICE THAT, PURSUANT TO THE ORDER ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR RETAINED PROFESSIONALS [DOCKET NO. 83; CASE NO. 21-10636], 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: October 6, 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

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Wilmington, Delaware 19801

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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 Reorganized Debtor

EXHIBIT A

Kurtzman Carson Consultants LLC

Account Number	70907FA	Invoice Date	September 16, 2021
Invoice Number	US_KCC2128140	Due Date	Due upon receipt

AeroCentury Corp.
Summary

<u>Description</u>	<u>Amount</u>
<u>Hourly Fees</u>	
Hourly Fees Charged	\$11,574.88
<i>Total of Hourly Fees</i>	\$11,574.88
<u>Expenses</u>	
Expenses	\$0.00
<i>Total Expenses</i>	\$0.00
<i>Invoice Subtotal</i>	\$11,574.88
Sales and Use Tax	0.00
<i>Total Invoice</i>	\$11,574.88

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_KCC2128140
Total Amount Due \$11,574.88

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

08/01/2021 - 08/31/2021

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>
AMG	Ana Garcia	SOL	0.80	\$174.25	\$139.40
AML	Angela Nguyen	SOL	9.50	\$182.75	\$1,736.14
ASK	Ashley Kuarasingh	CON	3.50	\$160.25	\$560.88
ATE	Ana Arias	SOL	0.50	\$174.24	\$87.12
CCE	Cerene Credo	CON	0.50	\$115.78	\$57.89
DYV	Dylan Vazquez	SOL	0.70	\$174.26	\$121.98
JCW	Josh Wilson	SOL	0.60	\$182.75	\$109.65
JDG	Jennifer Grageda	CON	0.60	\$115.80	\$69.48
JEE	James Lee	SEC	11.60	\$182.75	\$2,119.90
JNG	Jennifer Ngo	SOL	7.50	\$174.25	\$1,306.88
JUY	Justin Uy	CON	2.90	\$95.75	\$277.67
KVR	Kevin Martin	SEC	13.50	\$182.75	\$2,467.19
MCL	Mikayla Cleary	SOL	0.70	\$174.26	\$121.98
PAL	Patrick Leathem	SOL	4.20	\$174.25	\$731.84
RWN	Ronald Wilson	SOL	0.50	\$174.24	\$87.12
SEB	Senayt Berhe	CON	2.60	\$115.76	\$300.98
STP	Stephanie Paul	CON	2.80	\$95.76	\$268.13
SUS	Sumesh Srivastava	SOL	4.50	\$174.25	\$784.13
SZA	Sonia Zapien	SOL	0.40	\$174.25	\$69.70
TPE	Thomas Peterson	SOL	0.90	\$174.24	\$156.82
Total				\$11,574.88	

Kurtzman Carson Consultants LLC

08/01/2021 - 08/31/2021

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
8/2/2021	AML	Review ballots input into KCC CaseView	SOL	Solicitation	0.50
8/2/2021	PAL	Emails with Case Team re ballot review	SOL	Solicitation	0.20
8/2/2021	SUS	Administrative quality control review of ballots input into KCC CaseView	SOL	Solicitation	0.20
8/2/2021	KVR	Review of AeroCentury ballot email box for ballot submissions and questions from DTC Participants	SEC	Solicitation	0.50
Total for 8/2/2021					1.40
8/3/2021	JDG	Facilitate ballot processing, scan and input into KCC CaseView	CON	Solicitation	0.10
8/3/2021	JUY	Process and prepare ballots received for scanning into KCC CaseView	CON	Solicitation	1.10
8/3/2021	SEB	Coordinate and input received ballots into KCC CaseView	CON	Solicitation	0.70
8/3/2021	STP	Scan received ballots into KCC CaseView	CON	Solicitation	0.50
8/3/2021	STP	File ballots to maintain integrity of original document tracking system	CON	Solicitation	0.30
8/3/2021	KVR	Review of AeroCentury ballot email box for ballot submissions and questions from DTC Participants	SEC	Solicitation	0.50
Total for 8/3/2021					3.20
8/4/2021	CCE	Coordinate and input received ballots into KCC CaseView	CON	Solicitation	0.10
8/4/2021	KVR	Review of AeroCentury ballot email box for ballot submissions and questions from DTC Participants	SEC	Solicitation	0.50
Total for 8/4/2021					0.60
8/5/2021	AML	Review ballots input into KCC CaseView	SOL	Solicitation	0.40
8/5/2021	KVR	Review of AeroCentury ballot email box for ballot submissions and questions from DTC Participants	SEC	Solicitation	0.50
Total for 8/5/2021					0.90
8/6/2021	SEB	Coordinate and input received ballots into KCC CaseView	CON	Solicitation	0.20
8/6/2021	SEB	Process and prepare ballots received for scanning into KCC CaseView	CON	Solicitation	0.20
8/6/2021	STP	Scan received ballots into KCC CaseView	CON	Solicitation	0.10
8/6/2021	STP	File ballots to maintain integrity of original document tracking system	CON	Solicitation	0.20
8/6/2021	KVR	Review of AeroCentury ballot email box for ballot submissions and questions from DTC Participants	SEC	Solicitation	0.50
Total for 8/6/2021					1.20
8/9/2021	JEE	Office conference w/ securities team re: upcoming voting deadline and processing votes	SEC	Solicitation	0.20
8/9/2021	JUY	Process and prepare ballots received for scanning into KCC CaseView	CON	Solicitation	0.20
8/9/2021	SEB	Process and prepare ballots received for scanning into KCC CaseView	CON	Solicitation	0.10
8/9/2021	SEB	Coordinate and input received ballots into KCC CaseView	CON	Solicitation	0.10
8/9/2021	STP	Scan received ballots into KCC CaseView	CON	Solicitation	0.10
8/9/2021	KVR	Review of AeroCentury ballot email box for ballot submissions and questions from DTC Participants	SEC	Solicitation	0.50
Total for 8/9/2021					1.20
8/10/2021	JUY	Process and prepare ballots received for scanning into KCC CaseView	CON	Solicitation	0.20

Kurtzman Carson Consultants LLC

08/01/2021 - 08/31/2021

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
8/10/2021	SEB	Coordinate and input received ballots into KCC CaseView	CON	Solicitation	0.10
8/10/2021	SEB	Process and prepare ballots received for scanning into KCC CaseView	CON	Solicitation	0.10
8/10/2021	STP	Scan received ballots into KCC CaseView	CON	Solicitation	0.10
8/10/2021	KVR	Review of AeroCentury ballot email box for ballot submissions and questions from DTC Participants	SEC	Solicitation	0.50
Total for 8/10/2021					1.00
8/11/2021	AML	Prepare and send voting summary report	SOL	Solicitation	0.50
8/11/2021	JEE	Office conference w/ securities team re: outstanding solicitation/voting status	SEC	Solicitation	0.20
8/11/2021	JEE	Tabulate equity votes received to date	SEC	Solicitation	0.40
8/11/2021	JEE	Admin review of voting tabulation reports from case team	SEC	Solicitation	0.50
8/11/2021	PAL	Review ballots input into KCC CaseView and draft voting report and related correspondence	SOL	Solicitation	1.70
8/11/2021	STP	File ballots to maintain integrity of original document tracking system	CON	Solicitation	0.20
8/11/2021	KVR	Review of AeroCentury ballot email box for ballot submissions and questions from DTC Participants	SEC	Solicitation	0.50
Total for 8/11/2021					4.00
8/12/2021	JEE	Office conference w/ securities team re: status of votes	SEC	Solicitation	0.20
8/12/2021	CCE	Coordinate and input received ballots into KCC CaseView	CON	Solicitation	0.10
8/12/2021	SEB	Coordinate and input received ballots into KCC CaseView	CON	Solicitation	0.30
8/12/2021	SEB	Process and prepare ballots received for scanning into KCC CaseView	CON	Solicitation	0.10
8/12/2021	STP	Scan received ballots into KCC CaseView	CON	Solicitation	0.20
Total for 8/12/2021					0.90
8/13/2021	JDG	Facilitate ballot processing, scan and input into KCC CaseView	CON	Solicitation	0.10
8/13/2021	JEE	Office conference w/ securities team re: status of votes	SEC	Solicitation	0.20
8/13/2021	PAL	Review updated voting report and related correspondence	SOL	Solicitation	0.10
8/13/2021	SEB	Coordinate and input received ballots into KCC CaseView	CON	Solicitation	0.20
8/13/2021	SEB	Process and prepare ballots received for scanning into KCC CaseView	CON	Solicitation	0.20
8/13/2021	STP	Scan received ballots into KCC CaseView	CON	Solicitation	0.10
Total for 8/13/2021					0.90
8/15/2021	AML	Prepare voting report as of 8/15/2021	SOL	Solicitation	0.50
8/15/2021	PAL	Review updated voting report	SOL	Solicitation	0.10
Total for 8/15/2021					0.60
8/16/2021	AML	Update voting summary report	SOL	Solicitation	0.30
8/16/2021	JEE	Office conference w/ securities team re: status of votes	SEC	Solicitation	0.20
8/16/2021	PAL	Review updated voting report and review ballots	SOL	Solicitation	0.40
8/16/2021	STP	File ballots to maintain integrity of original document tracking system	CON	Solicitation	0.20
8/16/2021	KVR	Review of AeroCentury ballot email box for DTC Participant inquiries or Master Ballot submissions	SEC	Solicitation	0.50
8/16/2021	KVR	Review of AeroCentury ballot email box for DTC participant inquiries and master ballot submissions	SEC	Solicitation	0.50

Kurtzman Carson Consultants LLC

08/01/2021 - 08/31/2021

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
Total for 8/16/2021					2.10
8/17/2021	KVR	Review of AeroCentury ballot email box for DTC Participant inquiries and master ballot submissions	SEC	Solicitation	0.50
Total for 8/17/2021					0.50
8/18/2021	JEE	Office conference w/ securities team re: upcoming voting deadline and tabulation of votes	SEC	Solicitation	0.30
8/18/2021	PAL	Review updated voting results	SOL	Solicitation	0.10
8/18/2021	KVR	Review of AeroCentury ballot email box for DTC Participant inquiries and master ballot submissions	SEC	Solicitation	0.50
Total for 8/18/2021					0.90
8/19/2021	AML	Prepare and send voting summary report	SOL	Solicitation	0.50
8/19/2021	JEE	Review updated voting results for equity holders	SEC	Solicitation	0.40
8/19/2021	PAL	Review updated voting report and review ballots	SOL	Solicitation	0.80
8/19/2021	JNG	Process and tabulate incoming Class 7 ballots; update team of status	SOL	Solicitation	0.30
8/19/2021	KVR	Review of AeroCentury email box for DTC participant inquiries or master ballot submission for tabulation	SEC	Solicitation	0.50
8/19/2021	KVR	Audited DTC Participant # 534 Interactive Broker and #6769 Robinhood Class 7 Master Ballots	SEC	Solicitation	0.60
8/19/2021	KVR	Communication w/ Broadridge re: reminder voting deadline for submission of Class 7 Master Ballot	SEC	Solicitation	0.50
Total for 8/19/2021					3.60
8/20/2021	AML	Prepare draft of Voting Declaration	SOL	Solicitation	1.50
8/20/2021	JEE	Emails and calls w/ nominees re: inquiries on upcoming voting deadline and paperwork for same	SEC	Solicitation	1.40
8/20/2021	PAL	Review ballots and draft voting declaration	SOL	Solicitation	0.30
Total for 8/20/2021					3.20
8/23/2021	AML	Prepare final voting summary report	SOL	Solicitation	0.50
8/23/2021	AML	Respond to email from client re final voting report	SOL	Solicitation	0.20
8/23/2021	AML	Administrative review of ballots in KCC CaseView	SOL	Solicitation	0.50
8/23/2021	JDG	Facilitate ballot processing, scan and input into KCC CaseView	CON	Solicitation	0.10
8/23/2021	ASK	Tabulate master ballots received	CON	Solicitation	2.30
8/23/2021	ASK	Review master ballots received	CON	Solicitation	1.20
8/23/2021	JEE	Office conference w/ securities team re: vote deadline and tabulation of same	SEC	Solicitation	0.30
8/23/2021	JEE	Audit master ballots received for voting equity class	SEC	Solicitation	2.50
8/23/2021	JEE	Review draft vote certification and exhibits for same	SEC	Solicitation	1.30
8/23/2021	JCW	Administrative quality control review of ballots input into KCC CaseView	SOL	Solicitation	0.60
8/23/2021	PAL	Monitor correspondence from Case Team and counsel re voting results	SOL	Solicitation	0.30
8/23/2021	ATE	Administrative quality control review of ballots input into KCC CaseView	SOL	Solicitation	0.50
8/23/2021	AMG	Administrative quality control review of ballots input into KCC CaseView	SOL	Solicitation	0.80
8/23/2021	DYV	Administrative quality control review of ballots input into KCC CaseView	SOL	Solicitation	0.70

Kurtzman Carson Consultants LLC

08/01/2021 - 08/31/2021

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
8/23/2021	MCL	Administrative quality control review of ballots input into KCC CaseView	SOL	Solicitation	0.70
8/23/2021	SUS	Administrative quality control review of ballots input into KCC CaseView	SOL	Solicitation	4.30
8/23/2021	SZA	Administrative quality control review of ballots input into KCC CaseView	SOL	Solicitation	0.40
8/23/2021	TPE	Administrative quality control review of ballots input into KCC CaseView	SOL	Solicitation	0.90
8/23/2021	JNG	Process, tabulate, and audit Class 7 ballots received; update team of status; review final vote tabulation report	SOL	Solicitation	5.50
8/23/2021	RWN	Administrative quality control review of ballots input into KCC CaseView	SOL	Solicitation	0.50
8/23/2021	KVR	Audited Broadridge Class 7 Master Ballot, made necessary changes to tabulation report	SEC	Solicitation	0.90
8/23/2021	KVR	Review of draft voting agent declaration, added comments/changes to blackline, forwarded to A Nguyen for review	SEC	Solicitation	0.70
8/23/2021	KVR	Communication w/ J Ngo and A Kuarsingh re: receipt of Broadridge Class 7 Master ballot and requested processing	SEC	Solicitation	0.20
8/23/2021	KVR	Communication w/ A Kuarsingh confirming tabulation of Broadridge Class 7 Master Ballot and inquired if any issues	SEC	Solicitation	0.30
8/23/2021	KVR	Communication w/ R Colachagua at Broadridge re: Broadridge Class 7 Master Ballot not yet received	SEC	Solicitation	0.50
8/23/2021	KVR	Communication w/ R Colachagua confirming receipt of Broadridge Class 7 Master Ballot	SEC	Solicitation	0.20
Total for 8/23/2021					26.90
8/24/2021	AML	Review comments on Voting Declaration and send draft to counsel	SOL	Solicitation	0.40
8/24/2021	AML	Respond to email from counsel re Voting Declaration revisions	SOL	Solicitation	0.30
8/24/2021	AML	Prepare exhibits for Voting Declaration	SOL	Solicitation	1.20
8/24/2021	JDG	Facilitate ballot processing, scan and input into KCC CaseView	CON	Solicitation	0.10
8/24/2021	JEE	Coordinate w/ case team re: finalizing vote certification	SEC	Solicitation	1.00
8/24/2021	JEE	Audit revised vote declaration exhibits	SEC	Solicitation	1.00
8/24/2021	JEE	Office conference w/ securities team re: vote tabulation and certification	SEC	Solicitation	0.30
8/24/2021	PAL	Review correspondence from Case Team re vote declaration	SOL	Solicitation	0.20
8/24/2021	CCE	Coordinate and input received ballots into KCC CaseView	CON	Solicitation	0.10
8/24/2021	JUY	Process and prepare ballots received for scanning into KCC CaseView	CON	Solicitation	0.20
8/24/2021	SEB	Process and prepare ballots received for scanning into KCC CaseView	CON	Solicitation	0.10
8/24/2021	STP	Scan received ballots into KCC CaseView	CON	Solicitation	0.10
8/24/2021	JNG	Review vote declaration for the tabulation of votes to security holders and prepare exhibits for filing and Class 7 Vote Summary	SOL	Solicitation	1.70
8/24/2021	KVR	Review Class 3 Exhibits to voting agent declaration, approved for forwarding to case team	SEC	Solicitation	0.70
8/24/2021	KVR	Final review of voting agent declaration and exhibits	SEC	Solicitation	0.70
Total for 8/24/2021					8.10
8/25/2021	AML	Update Declaration and Exhibits per request from counsel	SOL	Solicitation	0.50
8/25/2021	AML	Finalize Voting Declaration	SOL	Solicitation	0.80
8/25/2021	JEE	Office conference w/ securities team re: prep for confirmation hearing	SEC	Solicitation	0.20
8/25/2021	STP	File ballots to maintain integrity of original document tracking system	CON	Solicitation	0.20
Total for 8/25/2021					1.70

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08/01/2021 - 08/31/2021

Time Detail

<u>Date</u>	<u>Employee</u>	<u>Description</u>	<u>Position Type</u>	<u>Category</u>	<u>Hours</u>
8/26/2021	AML	Email counsel re confirmation hearing attendance	SOL	Solicitation	0.20
8/26/2021	JDG	Facilitate ballot processing, scan and input into KCC CaseView	CON	Solicitation	0.10
8/26/2021	JEE	Office conference w/ securities team re: prep for confirmation hearing	SEC	Solicitation	0.20
8/26/2021	CCE	Coordinate and input received ballots into KCC CaseView	CON	Solicitation	0.20
8/26/2021	JUY	Process and prepare ballots received for scanning into KCC CaseView	CON	Solicitation	1.20
8/26/2021	STP	Scan received ballots into KCC CaseView	CON	Solicitation	0.20
Total for 8/26/2021					2.10
8/27/2021	JEE	Office conference w/ securities team re: prep for confirmation hearing	SEC	Solicitation	0.20
8/27/2021	KVR	Communication w/ A Nguyen re: confirmation hearing and arranging appearance	SEC	Solicitation	0.50
Total for 8/27/2021					0.70
8/30/2021	AML	Review ballots input into KCC CaseView	SOL	Solicitation	0.30
8/30/2021	AML	Respond to counsel re attending confirmation hearing	SOL	Solicitation	0.10
8/30/2021	JDG	Facilitate ballot processing, scan and input into KCC CaseView	CON	Solicitation	0.10
8/30/2021	JEE	Review docket for confirmation matters	SEC	Solicitation	0.40
8/30/2021	SEB	Process and prepare ballots received for scanning into KCC CaseView	CON	Solicitation	0.10
8/30/2021	SEB	Coordinate and input received ballots into KCC CaseView	CON	Solicitation	0.10
8/30/2021	STP	Scan received ballots into KCC CaseView	CON	Solicitation	0.10
8/30/2021	KVR	Communication w/ M Smith confirming receipt of registration for confirmation hearing	SEC	Solicitation	0.10
Total for 8/30/2021					1.30
8/31/2021	AML	Attend confirmation hearing	SOL	Solicitation	0.30
8/31/2021	JEE	Office conference w/ securities team re: confirmation hearing	SEC	Solicitation	0.20
8/31/2021	STP	File ballots to maintain integrity of original document tracking system	CON	Solicitation	0.20
8/31/2021	KVR	Appearance as public securities witness for confirmation hearing	SEC	Solicitation	0.40
8/31/2021	KVR	Review of Voting Agent declaration, DS/Plan and Solicitation Service certificates of service in preparation of confirmation hearing	SEC	Solicitation	0.70
Total for 8/31/2021					1.80
Total Hours					68.80

Kurtzman Carson Consultants LLC

08/01/2021 - 08/31/2021

Expenses

Description

Units

Rate

Amount

Total Expenses