

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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: Chapter 11
In re :
: Case No. 21-10636 (JTD)
AEROCENTURY CORP., et al., :
: (Jointly Administered)
Debtors.¹ :
: **Objection Deadline: April 19, 2021 at 4:00 p.m. (ET)**
: **Hearing Date: April 26, 2021 at 2:00 p.m. (ET)**
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DEBTORS’ MOTION FOR ENTRY OF ORDER (A) ESTABLISHING BAR DATES AND RELATED PROCEDURES FOR FILING PROOFS OF CLAIM (INCLUDING FOR CLAIMS ARISING UNDER SECTION 503(b)(9) OF THE BANKRUPTCY CODE) AND (B) APPROVING THE FORM AND MANNER OF NOTICE THEREOF

The debtors in possession in the above-captioned cases (collectively, the “Debtors”) hereby submit this motion (the “Motion”) for entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Bar Date Order”) (a) establishing deadlines by which creditors (as defined in section 101(10) of the Bankruptcy Code (as defined below)) may file proofs of claim (the “Proofs of Claim”) in these Chapter 11 Cases (as defined below); (b) establishing related procedures for filing Proofs of Claim; (c) approving the form and scope of notice of the Bar Dates (as defined below) in substantially the form attached to the Bar Date Order as **Exhibit 1** (the “Bar Date Notice”); (d) approving mailing procedures with respect thereto; and (e) granting additional relief as requested below. In support of this Motion, the Debtors rely on the *Declaration of Harold M. Lyons in Support of Chapter 11 Petition and First-Day Applications* [Docket No. 2] (the “First

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.



Day Declaration”), which is incorporated herein by reference. In further support of this Motion, the Debtors respectfully represent as follows:

JURISDICTION

1. This Court has jurisdiction to consider this Motion under 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 as of February 29, 2012. This is a core proceeding pursuant to 28 U.S.C. § 157(b), and, under Rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the Debtors consent to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution. Venue of these cases and this Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409.

2. The statutory and legal predicates for the relief requested herein are sections 105(a), 501, 502 and 1111(a) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), Rules 2002(a)(7), 3003(c) and 5005(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Local Rule 2002-1.

BACKGROUND

3. On March 29, 2021 (the “Petition Date”), the Debtors each commenced a bankruptcy case (the “Chapter 11 Cases”) by filing a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are authorized to continue to operate their business and manage their property as debtors in possession pursuant to sections 1107(a) and 1108 of the

Bankruptcy Code. No official committees have been appointed in the Chapter 11 Case, and no request has been made for the appointment of a trustee or examiner.

4. Additional factual background relating to the Debtors' business, capital structure, and the commencement of the Chapter 11 Cases is set forth in further detail in the First Day Declaration.

ESTABLISHMENT OF THE BAR DATES

5. Bankruptcy Rule 3003(c)(2) provides that any creditor or equity security holder who asserts a claim (as defined in section 101(5) of the Bankruptcy Code) against or interest in the Debtors that arose, or is deemed to have arisen, prior to the Petition Date and whose claim or interest is either (i) not listed on the Debtors' schedules of assets and liabilities (collectively, the "Schedules") or (ii) is listed on the Schedules as disputed, contingent or unliquidated, must file a proof of claim or interest. Bankruptcy Rule 3003(c)(3) provides that the Court shall fix the time within which proofs of claim or interest must be filed in a chapter 11 case. The Debtors anticipate filing the Schedules in advance of the hearing on this Motion.

6. General Bar Date. The Debtors request that the Court establish 5:00 p.m. (prevailing Eastern Time) on the date that is 30 days after the later of (i) the date the Debtors file their Schedules with the Court, and (ii) the date of entry of the Bar Date Order, as the deadline for all persons and entities (excluding governmental units as defined in section 101(27) of the Bankruptcy Code), holding a claim against the Debtors, to file a Proof of Claim in these Chapter 11 Cases (the "General Bar Date"). The General Bar Date would be the date by which all creditors (as defined in section 101(10) of the Bankruptcy Code) holding prepetition claims (as defined in section 101(5) of the Bankruptcy Code) must file Proofs of Claim unless one of the exceptions set forth in this Motion is applicable. Subject to these exceptions, the General Bar Date would apply

to all creditors holding claims against the Debtors that arose, or are deemed to have arisen, prior to the Petition Date, including, without limitation, secured claims, unsecured priority claims (including, without limitation, claims entitled to priority under sections 507(a)(3) through 507(a)(10) and 503(b)(9) of the Bankruptcy Code) and unsecured non-priority claims (the holder of any such claims, the "Claimant").

7. Governmental Bar Date. In addition, section 502(b)(9) of the Bankruptcy Code provides that governmental units (as defined in section 101(27) of the Bankruptcy Code) shall have 180 days after the petition date, or such later time as the Bankruptcy Rules may provide, to file proofs of claim or interest. Accordingly, because the proposed General Bar Date is expected to be earlier than 180 days after the Petition Date, the Debtors request that the Court establish September 27, 2021 at 5:00 p.m. (prevailing Eastern Time) as the deadline for each governmental unit holding a claim against the Debtors to file a Proof of Claim in these Chapter 11 Cases (the "Governmental Bar Date").

8. Rejection Damages Bar Date. The Debtors further propose that any person or entity that holds a claim that arises from the rejection of an executory contract or unexpired lease must file a Proof of Claim based on such rejection by the later of (a) the General Bar Date or (b) 5:00 p.m. (prevailing Eastern Time) on the date that is twenty-one (21) days following service of an order approving such rejection (the "Rejection Damages Bar Date").

9. Amended Schedules Bar Date. The Debtors further propose that, if the Debtors amend their Schedules, the deadline by which creditors holding claims affected by such amendment must file a Proof of Claim shall be the later of (i) the General Bar Date or (ii) 5:00 p.m. (prevailing Eastern Time) on the date that is twenty-one (21) days from the date that the Debtors provide written notice to the affected creditor that the Schedules have been amended

(the “Amended Schedules Bar Date” and, together with the General Bar Date, the Governmental Bar Date, and the Rejection Damages Bar Date, as applicable, the “Bar Date” or “Bar Dates”).

PROCEDURES FOR FILING PROOFS OF CLAIM

10. Pursuant to the Bar Date Order, each person or entity (including, without limitation, each individual, partnership, joint venture, corporation, estate, trust and governmental unit) that holds or seeks to assert a claim (as defined in section 101(5) of the Bankruptcy Code) against the Debtors that arose, or is deemed to have arisen, prior to the Petition Date (including, without limitation, claims entitled to administrative priority status under section 503(b)(9) of the Bankruptcy Code) must file with Kurtzman Carson Consultants LLC (“KCC”), the Debtors’ claims and noticing agent, an original, written proof of such claim that substantially conforms to the Proof of Claim form attached to the Bar Date Order as **Exhibit 2** (the “Proof of Claim Form”) either by (i) mailing the original Proof of Claim by regular mail to AeroCentury Claims Processing Center, c/o KCC, 222 N. Pacific Coast Hwy., Ste. 300, El Segundo, CA 90245; (ii) delivering such original Proof of Claim by overnight mail, courier service, hand delivery, or in person to the address set forth in the preceding clause, or (iii) completing the electronic Proof of Claim Form (an “Electronic Proof of Claim”) available online at <https://epoc.kccllc.net/AeroCentury>. The Debtors request that the Bar Date Order provide that (i) Proofs of Claim sent by facsimile, telecopy, or electronic mail will **not** be accepted and (ii) Proofs of Claim are deemed timely filed only if such claims are **actually received** by KCC on or before 5:00 p.m. (prevailing Eastern Time) on the applicable Bar Date. The Debtors propose that properly filing an original, written Proof of Claim or an Electronic Proof of Claim that substantially conforms to the Proof of Claim Form be deemed to satisfy the procedural requirements for the assertion of administrative priority claims under section 503(b)(9) of the Bankruptcy Code (which, despite their priority status, are prepetition

claims); *provided, however*, that all other administrative claims under section 503(b) of the Bankruptcy Code must be made by separate requests for payment in accordance with section 503(a) of the Bankruptcy Code and will not be deemed proper if made by a Proof of Claim.

I. CLAIMS FOR WHICH A PROOF OF CLAIM IS NOT REQUIRED TO BE FILED BY THE APPLICABLE BAR DATE

11. The Debtors propose that holders of the following claims **not** be required to file a Proof of Claim on or before the applicable Bar Date solely with respect to such claims:

- a. Drake Asset Management Jersey Limited, a company incorporated in Jersey (Channel Islands) as prepetition lender (in such capacity, the “Prepetition Lender”), as set forth in the *Interim Order Under 11 U.S.C. §§ 105, 361, 362, 363, and 507, and Bankruptcy Rules 2002, 4001, and 9014 (I) Authorizing Debtors to use Cash Collateral, (II) Granting Adequate Protection to Secured Lender, and (III) Scheduling a Final hearing Pursuant to Bankruptcy Rule 4001(b)* [Docket No. 37];
- b. a claim against the Debtors for which a signed Proof of Claim has already been properly filed with the Clerk of the Bankruptcy Court for the District of Delaware or KCC in a form substantially similar to Official Bankruptcy Form No. 410;
- c. a claim that is listed on the Debtors’ Schedules if and only if (i) such claim is not scheduled as “disputed,” “contingent,” or “unliquidated” **and** (ii) the holder of such claim agrees with the amount, nature and priority of the claim as set forth in the Schedules;
- d. an administrative expense claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration (other than any claim allowable under section 503(b)(9) of the Bankruptcy Code);
- e. an administrative expense claim for postpetition fees and expenses incurred by any professional allowable under sections 330, 331, and 503(b) of the Bankruptcy Code;
- f. a claim that has been paid in full by the Debtors in accordance with the Bankruptcy Code or an order of this Court;
- g. a claim that has been allowed by an order of this Court entered on or before the applicable Bar Date;
- h. a claim of any Debtor against another Debtor;

- i. any fees payable to the office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) under 28 U.S.C. § 1930; and
- j. a claim for which specific deadlines have been fixed by an order of this Court entered on or before the applicable Bar Date.

12. The Debtors propose that any person or entity holding an equity security (as defined in section 101(16) of the Bankruptcy Code and including, without limitation, common stock, preferred stock, warrants, or stock options) or other ownership interest in the Debtors (an “Interest Holder”) not be required to file a proof of interest on or before the applicable Bar Date; *provided, however*, that an Interest Holder that wishes to assert claims against the Debtors that arise out of or relate to the ownership or purchase of an equity security or other ownership interest, including, but not limited to, a claim for damages or rescission based on the purchase or sale of such equity security or other ownership interest, must file a Proof of Claim on or before the applicable Bar Date. The Debtors reserve the right to seek relief at a later date establishing a deadline for Interest Holders to file proofs of interest.

II. REQUIREMENTS FOR PREPARING AND FILING PROOFS OF CLAIM

13. With respect to preparing and filing a Proof of Claim, the Debtors propose that each Proof of Claim be required to be consistent with the following:

- a. Each Proof of Claim must: (a) be legible; (b) include a claim amount denominated in United States dollars using, if applicable, the exchange rate as of 5:00 p.m., prevailing Eastern Time, on the Petition Date (and to the extent such claim is converted to United States dollars, state the rate used in such conversion); (c) set forth with specificity the legal and factual basis for the alleged claim; (d) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form 410; and (e) be signed by the Claimant or by an authorized agent or legal representative of the Claimant on behalf of the Claimant, whether such signature is an electronic signature or is ink.
- b. Any Proof of Claim asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must also (a) set forth with specificity:

(i) the date of shipment of the goods the Claimant contends the Debtors received in the twenty (20) days before the Petition Date; (ii) the date, place, and method (including carrier name) of delivery of the goods the Claimant contends the Debtors received in the twenty (20) days before the Petition Date; (iii) the value of the goods the Claimant contends the Debtors received in the twenty (20) days before the Petition Date; and (iv) whether the Claimant timely made a demand to reclaim such goods under section 546(c) of the Bankruptcy Code; (b) attach any documentation identifying the particular invoices for which the 503(b)(9) claim is being asserted; and (c) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable).

- c. Proofs of Claim signed electronically by the Claimant or an authorized agent or legal representative of the Claimant may be deemed acceptable for purposes of claims administration. Copies of Proofs of Claim or Proofs of Claim sent by facsimile or electronic mail will not be accepted.
- d. Each Proof of Claim must clearly identify the Debtor against which a claim is asserted, including the individual Debtor's case number. A Proof of Claim filed under the joint administration case number (21-10636 (JTD)), or otherwise without identifying a specific Debtor, will be deemed as filed only against AeroCentury Corp.
- e. Unless otherwise ordered by the Court, each Proof of Claim must state a claim against **only one** Debtor, clearly indicate the Debtor against which the claim is asserted, and be filed on the claims register of such Debtor. To the extent more than one Debtor is listed on the Proof of Claim, such claim may be treated as if filed only against AeroCentury Corp.
- f. Each Proof of Claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d). If, however, such documentation is voluminous, such Proof of Claim may include a summary of such documentation or an explanation as to why such documentation is not available; *provided* that any creditor shall be required to transmit such documentation to Debtors' counsel upon request no later than ten (10) days from the date of such request.
- g. Each Proof of Claim must be filed, including supporting documentation so as to be **actually received** by KCC on or before the applicable Bar Date as follows: electronically through the interface available at <https://epoc.kccllc.net/AeroCentury>, or if submitted through non-electronic means, by U.S. Mail or other hand delivery system to, AeroCentury Claims Processing Center, c/o KCC, 222 N. Pacific Coast Hwy., Ste. 300, El Segundo, CA 90245. Proofs of claim sent by facsimile or electronic mail will not be accepted.

- h. Claimants wishing to receive acknowledgment that their Proofs of Claim were received by KCC must submit (i) a copy of the Proof of Claim Form (in addition to the original Proof of Claim Form sent to KCC) and (ii) a self-addressed, stamped envelope.

III. CONSEQUENCES OF FAILURE TO FILE PROOF OF CLAIM BY THE BAR DATES

14. The Debtors propose that, pursuant to Bankruptcy Rule 3003(c)(2), any Claimant that is required to file a Proof of Claim in these Chapter 11 Cases pursuant to the Bankruptcy Code, the Bankruptcy Rules or the Bar Date Order with respect to a particular claim against the Debtors, but that fails to do so properly by the applicable Bar Date, shall not be treated as a creditor with respect to such claim for any purpose of voting or distribution.

PROCEDURES FOR PROVIDING NOTICE OF THE BAR DATES

I. MAILING OF BAR DATE NOTICE

15. To provide adequate notice to creditors pursuant to Bankruptcy Rule 2002(a)(7), and (f), the Debtors propose to serve the Bar Date Notice, together with a copy of the Proof of Claim Form (the "Bar Date Package"), by first class United States mail, postage prepaid (or equivalent service), to the following parties:

- a. all known potential Claimants and their counsel (if known), including all persons and entities listed in the Schedules at the addresses set forth therein as potentially holding claims;
- b. all parties that have requested notice of the proceedings in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002 as of the date of the Bar Date Order;
- c. all parties that have filed Proofs of Claim in these Chapter 11 Cases as of the date of the Bar Date Order;
- d. all known holders of equity securities in the Debtors as of the date of the Bar Date Order;
- e. all known parties to executory contracts and unexpired leases with the Debtors as of the Petition Date, as identified in the Schedules;

- f. all known parties to litigation with the Debtors as of the date of the Bar Date Order;
- g. the District Director of the Internal Revenue Service for the District of Delaware;
- h. all known taxing authorities for the jurisdictions in which the Debtors maintain or conduct business;
- i. the Securities and Exchange Commission; and
- j. the United States Attorney for the District of Delaware;

16. The Debtors propose to serve the Bar Date Package within five (5) business days after the later of (i) the date the Debtors file their Schedules with the Court, and (ii) the date of entry of the Bar Date Order. The proposed Bar Date Notice provides creditors and parties in interest with sufficient and appropriate information regarding who must file a Proof of Claim, the procedure for filing a Proof of Claim and the consequences of failing to timely file a Proof of Claim. Accordingly, the Debtors request that the Court approve the form and scope of the proposed Bar Date Notice.

II. SUPPLEMENTAL MAILINGS

17. After the initial mailing of the Bar Date Package, the Debtors may, in their discretion, make supplemental mailings of notices, including in the event that: (a) notices are returned by the post office with forwarding addresses; (b) certain parties acting on behalf of parties in interest (*e.g.*, banks and brokers with respect to equity holders) decline to pass along notices to these parties and instead return their names and addresses to the Debtors for direct mailing; and (c) additional potential claimants or parties in interest become known after the initial mailing of the Bar Date Package.

18. The Debtors request that the Court permit the Debtors to make supplemental mailings of the Bar Date Package in the situations described above and similar circumstances as

soon as reasonably practicable after entry of the Bar Date Order, with any such mailings deemed timely and the Bar Date being applicable to the recipient creditors. To the extent that any notices are returned as “return to sender” without a forwarding address, the Debtors respectfully request that they should not be required to mail additional notices to such creditors.

III. PUBLICATION NOTICE

19. Potential claims against the Debtors may exist that the Debtors have not been able to identify on the Schedules. Such unknown potential claims may include, for example: (a) vendors that failed to submit invoices to the Debtors; (b) claims of persons or entities with potential unasserted causes of action against the Debtors; and (c) other claims that, for various other reasons, are not recorded in the Debtors’ books and records. Accordingly, the Debtors believe that: (a) it is appropriate to provide notice of the Bar Dates to these persons or entities whose names and addresses are unknown to the Debtors; and (b) it is advisable to provide supplemental notice to known holders of potential claims. Therefore, pursuant to Bankruptcy Rule 2002(I),² the Debtors request authority, but not the direction, to publish notice of the Bar Dates substantially in the form attached to the Bar Date Order as **Exhibit 3** (the “Publication Notice”) once in *USA Today (National Edition)* as soon as practicable after service of the Bar Date Packages, but no later than twenty-one (21) days before the General Bar Date, and such other local newspapers or publications, if any, as the Debtors deem appropriate. In the Debtors’ judgment, such publication is likely to reach the widest possible audience of creditors who may not otherwise have notice of these Chapter 11 Cases.

² Bankruptcy Rule 2002(I) provides that “[t]he court may order notice by publication if it finds that notice by mail is impracticable or that it is desirable to supplement the notice.”

THE DEBTORS' RESERVATION OF RIGHTS

20. Nothing contained herein or in the Bar Date Order, the Publication Notice or the Bar Date Notice is intended or should be construed as a waiver of any of the Debtors' rights, including, without limitation, their rights to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to the nature, amount, liability, or classification thereof; (b) subsequently designate any scheduled claim as disputed, contingent, or unliquidated; or (c) otherwise amend the Schedules. In addition, nothing contained herein or in the Bar Date Order, the Publication Notice, or the Bar Date Notice is intended to be an admission of the validity of any claim against the Debtors or an approval, assumption, or rejection of any agreement, contract, or lease under section 365 of the Bankruptcy Code.

BASIS FOR RELIEF

I. AUTHORITY EXISTS TO APPROVE THE BAR DATES AND THE PROPOSED PROCEDURES FOR FILING PROOFS OF CLAIM IN THESE CHAPTER 11 CASES

21. Bankruptcy Rule 3003(c)(3) generally governs the filing of proofs of claim in a chapter 11 case and provides, in relevant part, that “[t]he court shall fix and for cause shown may extend the time within which proofs of claim or interest may be filed.” Fed R. Bankr. P. 3003(c)(3). Although Bankruptcy Rule 2002(a)(7) provides that all parties in interest must receive, at a minimum, twenty-one (21) days’ notice of the deadline for filing proofs of claim pursuant to Bankruptcy Rule 3003(c), neither the Bankruptcy Code, the Bankruptcy Rules, nor the Local Rules specify a time by which proofs of claim must be filed in chapter 11 cases (other than section 502(b)(9) of the Bankruptcy Code relating to governmental units). As it specifically relates to claims seeking administrative expenses, the Bankruptcy Code plainly recognizes the importance to the administration of the estate of limiting the lifespan of such claims, requiring that Claimants

seeking administrative expense Claims under section 503(a) “timely file” such claims. *See* 11 U.S.C. § 503(a); 11 U.S.C. § 1129(a)(9)(A) (requiring payment in full of claims asserted under sections 503(b) and 502(f) prior to court approval of a reorganization plan); *see also In re American Metallurgical Prods. Co. v. Kirkpatrick & Lockhart*, 228 B.R. 146, 154 (Bankr. W.D. Pa. 1998) (noting that an administrative expense claim may be tardily filed only for cause).

22. The punctual resolution of prepetition claims is essential to the Debtors’ successful reorganization and to the efficient administration of their estates. Establishing a bar date allows the Debtors to expeditiously and efficiently determine and evaluate the liabilities of their estates in order to prepare a plan of reorganization that is in the best interests of their creditors. In contrast, the absence of such a bar date, would prolong creditor uncertainty, increase the costs and expenses incurred by the Debtors in connection with the claims reconciliation process, and delay or even derail the claims process, thus undercutting one of the principal purposes of bankruptcy law—“secur[ing] within a limited period the prompt and effectual administration and settlement of the debtor’s estate.” *Chemetron Corp. v. Jones*, 72 F.3d 341, 346 (3d Cir. 1995).

23. The Bar Dates and related procedures described herein are designed to achieve administrative and judicial efficiency. Such procedures provide creditors with ample notice and opportunity and provide a clear process for filing Proofs of Claim. Indeed, the proposed procedures outlined above provide comprehensive notice and clear instructions to creditors, on the one hand, and allow these Chapter 11 Cases to move forward quickly with a minimum of administrative expense and delay, on the other hand.

24. The Debtors’ proposed procedures provide clear instructions that will help avoid confusion and/or uncertainty among their creditors that might lead them to file unnecessary protective Proofs of Claim or multiple Proofs of Claim that would cause expense and delay in the

claims process for all parties. Further, the use of a personalized Proof of Claim Form for all known creditors is designed to both streamline the claims process and provide useful information to creditors as to how their claims are reflected in the Debtors' Schedules. The proposed procedures comply with the Bankruptcy Code and also provide the Debtors with flexibility in case of the need for supplemental bar dates or situations in which a creditor's claim status may change during these Chapter 11 Cases (such as in the event of executory contract or unexpired lease rejections).

25. For the reasons set forth above, the Bar Dates, the Bar Date Order, the Bar Date Notice, and the Publication Notice proposed by the Debtors are fair, reasonable and adequate.

II. THE PROPOSED NOTICE PROCEDURES ARE REASONABLE AND APPROPRIATE

26. Pursuant to Bankruptcy Rule 2002(a)(7), creditors are entitled to at least twenty one (21) days' notice by mail of the deadline fixed for filing Proofs of Claim pursuant to Bankruptcy Rule 3003(c). Fed. R. Bankr. P. 2002(a)(7). Bankruptcy Rule 2002(p)(2) requires at least thirty (30) days' notice to creditors with foreign addresses. Fed. R. Bankr. P. 2002(p)(2). Additionally, Bankruptcy Rule 2002(l) provides that the Court may order notice by publication if it finds that notice by mail is impractical or it is desirable to supplement other notice. Fed. R. Bankr. P. 2002(l). Bankruptcy Rule 9008 also provides that the Court shall determine the form and manner of publication notice, the newspapers used, and the frequency of publication.

27. To determine the adequacy of notice to a creditor, case law distinguishes between "known" and "unknown" creditors. Generally, the former are creditors whose identity is either known or is reasonably ascertainable by a debtor, while the latter are creditors whose interests are conjectural or future or, although potentially discoverable upon investigation, do not come to the knowledge of a debtor in the ordinary course of business. *See Tulsa Prof'l Collection Serv., Inc.*

v. Pope, 485 U.S. 478, 490 (1988); *Mullane v. Central Hanover Bank & Trust Co.*, 339 U.S. 306, 317 (1950) (publication is acceptable where it is not “reasonably possible or practicable to give more adequate warning,” whereas when names and addresses are available, notice must be mailed). While the Debtors have and will continue to undertake reasonably diligent efforts to identify all creditors, it is possible that these efforts will not identify every creditor of the Debtors.

28. Where a creditor is known to the debtor, due process requires that the debtor take reasonable steps, such as direct mailing, to provide actual notice of the deadline for submitting proofs of claim. However, where a creditor is unknown, due process requires only that the debtor take reasonable steps, such as notice by publication, to provide constructive notice of the deadline for submitting proofs of claim. *See, e.g., In re Enron Corp.*, Case No. 01-16034, 2006 WL 898031, at *4 (Bankr. S.D.N.Y. Mar. 29, 2006) (“[D]ebtor must send actual notice of the bar date to any known creditor, while constructive notice is generally sufficient with an unknown creditor”). Accordingly, the Debtors propose to mail the Bar Date Notice to their known creditors, and to rely on the Publication Notice to give notice to any unknown creditors. These procedures are consistent with applicable case law and practice. *See, e.g., Mullane*, 339 U.S. at 317; *Tulsa*, 485 U.S. at 490 (if names and addresses are available, notice must be mailed, whereas publication notice is allowed if it is not “reasonably possible or practicable to give more adequate warning”).

29. The Debtors submit that they are providing sufficient time for all parties in interest, including foreign creditors, to assert their claims. Further, because the notice procedures described herein will provide notice to all known parties in interest by mail and notice to any unknown parties in interest by publication, the Debtors submit that the proposed notice procedures are reasonably calculated to provide notice to all parties that may wish to assert a claim in these Chapter 11 Cases.

30. The Bar Date Notice and the Publication Notice proposed by the Debtors are fair, reasonable and adequate. The procedures proposed herein are appropriate and fair to all parties affected thereby in that they provide ample notice and give sufficient time to creditors within which to file any necessary Proofs of Claims. Granting the relief requested will facilitate the orderly confirmation and implementation of any chapter 11 plan in these Chapter 11 Cases and expedite any payment of claims to creditors.

NOTICE

31. Notice of this Motion will be given to: (i) the United States Trustee for the District of Delaware; (ii) the holders of the five (5) largest unsecured claims against the Debtors; (iii) counsel to the Prepetition Lender; (iv) the United States Attorney's Office for the District of Delaware; (v) the Internal Revenue Service; (vi) the United States Securities and Exchange Commission; and (vii) any party that requests service pursuant to Bankruptcy Rule 2002. The Debtors submit that, under the circumstances, no other or further notice is required.

[Remainder of page intentionally left blank.]

CONCLUSION

WHEREFORE, the Debtors respectfully requests entry of the Proposed Order, substantially in the form attached hereto as **Exhibit A**, respectively, (i) granting the relief requested herein, and (ii) granting such other relief as is just and proper.

Dated: April 5, 2021
Wilmington, Delaware

/s/ Joseph M. Mulvihill

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Proposed Counsel to the Debtors and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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NOTICE OF MOTION

TO: (I) THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE; (II) THE HOLDERS OF THE FIVE (5) LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS; (III) COUNSEL TO THE PREPETITION LENDER; (IV) THE UNITED STATES ATTORNEY’S OFFICE FOR THE DISTRICT OF DELAWARE; (V) THE INTERNAL REVENUE SERVICE; (VI) THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION; AND (VII) ANY PARTY THAT REQUESTS SERVICE PURSUANT TO BANKRUPTCY RULE 2002.

PLEASE TAKE NOTICE that the debtors and debtors in possession in the above-captioned cases (the “Debtors”) have filed the attached *Debtors’ Motion for Entry of Order (A) Establishing Bar Dates and Related Procedures for Filing Proofs of Claim (Including for Claims Arising Under Section 503(b)(9) of the Bankruptcy Code) and (B) Approving the Form and Manner of Notice Thereof* (the “Motion”).

PLEASE TAKE FURTHER NOTICE that any objections to the Motion must be filed on or before **April 19, 2021 at 4:00 p.m. (ET)** (the “Objection Deadline”) with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801. At the same time, you must serve a copy of the objection upon the undersigned proposed counsel to the Debtors so as to be received on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE THAT A REMOTE HEARING TO CONSIDER THE MOTION WILL BE HELD ON APRIL 26, 2021 AT 2:00 P.M. (ET) BEFORE THE HONORABLE JOHN T. DORSEY, UNITED STATES BANKRUPTCY COURT JUDGE FOR THE DISTRICT OF DELAWARE.

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.

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

Dated: April 5, 2021
Wilmington, Delaware

/s/ Joseph M. Mulvihill

Joseph M. Barry (No. 4221)

Ryan M. Bartley (No. 4985)

Joseph M. Mulvihill (No. 6061)

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-and-

Lorenzo Marinuzzi (admitted *pro hac vice*)

Erica J. Richards (admitted *pro hac vice*)

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erichards@mofocom

Proposed Counsel to the Debtors and Debtors in Possession

EXHIBIT A

Proposed Bar Date Order

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

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

**ORDER ESTABLISHING BAR DATES AND RELATED PROCEDURES
FOR FILING PROOFS OF CLAIM (INCLUDING FOR CLAIMS
ARISING UNDER SECTION 503(b)(9) OF THE BANKRUPTCY CODE)
AND APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

Upon the motion (the “Motion”)² of the Debtors for an order, establishing Bar Dates and related procedures by which creditors must file their Proofs of Claim, as more fully described in the Motion; and the Court having reviewed the Motion; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 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 as of February 29, 2012; and consideration of the Motion and the relief requested therein being a core proceeding under 28 U.S.C. § 157(b)(2); and the Court having authority to enter a final order consistent with Article III of the United States Constitution; and venue being proper before this

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

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion, unless otherwise noted.

Court under 28 U.S.C. §§ 1408 and 1409; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and a hearing having been held to consider the relief requested in the Motion (the “Hearing”); and upon the record of the Hearing and all the proceedings before the Court; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Court hereby approves (i) the forms of the Bar Date Notice, the Proof of Claim Form, and the Publication Notice, substantially in the forms attached to this Bar Date Order as **Exhibit 1**, **Exhibit 2** and **Exhibit 3**, respectively, and (ii) the manner of providing notice of the Bar Dates as described in the Motion.
3. Pursuant to Bankruptcy Rule 3003(c)(2), any creditor (as defined in section 101(10) of the Bankruptcy Code) or equity security holder (as defined in section 101(17) of the Bankruptcy Code) who asserts a claim (as defined in section 101(5) of the Bankruptcy Code) against the Debtors that arose, or is deemed to have arisen, prior to the Petition Date and whose claim is either (a) not listed on the Debtors’ schedules of assets and liabilities (collectively, the “Schedules”) or (b) is listed on the Schedules as disputed, contingent or unliquidated, must file a Proof of Claim on or prior to 5:00 p.m. (prevailing Eastern Time) on the date (the “General Bar Date”) that is 30 days after the later of (i) the date the Debtors file their Schedules with the Court, and (ii) the date of entry of this Bar Date Order.
4. Notwithstanding paragraph 3 above, the deadline for governmental units (as defined in section 101(27) of the Bankruptcy Code) to file a Proof of Claim against the Debtors is September 27, 2021 at 5:00 p.m. (prevailing Eastern Time) (the “Governmental Bar Date”).

5. Any person or entity that holds a claim that arises from the rejection of an executory contract or unexpired lease must file a Proof of Claim based on such rejection by the later of (a) the General Bar Date or (b) 5:00 p.m. (prevailing Eastern Time) on the date that is twenty-one (21) days following service of an order approving such rejection (the “Rejection Damages Bar Date”).

6. If the Debtors amend their Schedules, then the deadline to submit a Proof of Claim for those creditors affected by any such amendment shall be the later of (a) the applicable Bar Date or (b) 5:00 p.m. (prevailing Eastern Time) on the date that is twenty-one (21) days from the date that the Debtors provide written notice to the affected creditor that the Schedules have been amended (the “Amended Schedules Bar Date” and, together with the General Bar Date, the Governmental Bar Date, and the Rejection Damages Bar Date, as applicable, the “Bar Date” or “Bar Dates”).

7. Any person or entity (including, without limitation, each individual, partnership, joint venture, corporation, estate, trust and governmental unit), that holds, or seeks to assert, a claim (as defined in section 101(5) of the Bankruptcy Code) against the Debtors that arose, or is deemed to have arisen, prior to the Petition Date, no matter how remote, contingent, or unliquidated, including, without limitation, secured claims, unsecured priority claims (including, without limitation, claims entitled to priority under sections 507(a)(3) through 507(a)(10) and 503(b)(9) of the Bankruptcy Code) and unsecured non-priority claims (the holder of any such claim, the “Claimant”), must properly file a Proof of Claim on or before the applicable Bar Date in order to share in the Debtors’ estates.

8. All Claimants must submit by overnight mail, courier service, hand delivery, regular mail, in person or electronically through the online Proof of Claim Form available at <https://epoc.kccllc.net/AeroCentury>, an original, written proof of claim that substantially conforms

to the Proof of Claim Form so as to be **actually received** by KCC, the Debtors' claims and noticing agent, by no later than 5:00 p.m. (prevailing Eastern Time) on or before the applicable Bar Date at the following address: AeroCentury Claims Processing Center, c/o KCC, 222 N. Pacific Coast Hwy., Ste. 300, El Segundo, CA 90245.

9. A Proof of Claim must satisfy all of the following requirements to be considered properly and timely filed in these Chapter 11 Cases:

- a. Each Proof of Claim must: (a) be legible; (b) include a claim amount denominated in United States dollars using, if applicable, the exchange rate as of 5:00 p.m., prevailing Eastern Time, on the Petition Date (and to the extent such claim is converted to United States dollars, state the rate used in such conversion); (c) set forth with specificity the legal and factual basis for the alleged claim; (d) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form 410; and (e) be signed by the Claimant or by an authorized agent or legal representative of the Claimant on behalf of the Claimant, whether such signature is an electronic signature or is ink.
- b. Any Proof of Claim asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must also (a) set forth with specificity: (i) the date of shipment of the goods the Claimant contends the Debtors received in the twenty (20) days before the Petition Date; (ii) the date, place, and method (including carrier name) of delivery of the goods the Claimant contends the Debtors received in the twenty (20) days before the Petition Date; (iii) the value of the goods the Claimant contends the Debtors received in the twenty (20) days before the Petition Date; and (iv) whether the Claimant timely made a demand to reclaim such goods under section 546(c) of the Bankruptcy Code; (b) attach any documentation identifying the particular invoices for which the 503(b)(9) claim is being asserted; and (c) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable).
- c. Proofs of Claim signed electronically by the Claimant or an authorized agent or legal representative of the Claimant may be deemed acceptable for purposes of claims administration. Copies of Proofs of Claim or Proofs of Claim sent by facsimile or electronic mail will not be accepted.
- d. Each Proof of Claim must clearly identify the Debtor against which a claim is asserted, including the individual Debtor's case number. A Proof of Claim filed under the joint administration case number (Case No. 21-10636

(JTD)), or otherwise without identifying a specific Debtor, will be deemed as filed only against AeroCentury Corp.

- e. Unless otherwise ordered by the Court, each Proof of Claim must state a claim against **only one** Debtor, clearly indicate the Debtor against which the claim is asserted, and be filed on the claims register of such Debtor. To the extent more than one Debtor is listed on the Proof of Claim, such claim may be treated as if filed only against AeroCentury Corp.
- f. Each Proof of Claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d). If, however, such documentation is voluminous, such Proof of Claim may include a summary of such documentation or an explanation as to why such documentation is not available; *provided* that any creditor shall be required to transmit such documentation to Debtors' counsel upon request no later than ten (10) days from the date of such request.
- g. Each Proof of Claim must be filed, including supporting documentation so as to be **actually received** by KCC on or before the applicable Bar Date as follows: electronically through the interface available at <https://epoc.kcellc.net/AeroCentury>, or if submitted through non-electronic means, by U.S. Mail or other hand delivery system to, AeroCentury Claims Processing Center, c/o KCC, 222 N. Pacific Coast Hwy., Ste. 300, El Segundo, CA 90245.
- h. Claimants wishing to receive acknowledgment that their Proofs of Claim were received by KCC must submit (a) a copy of the Proof of Claim Form (in addition to the original Proof of Claim Form sent to KCC) and (b) a self-addressed, stamped envelope.

10. Proofs of Claim sent to KCC by facsimile, telecopy, or electronic mail will **not** be accepted and will **not** be considered properly or timely filed for any purpose in these Chapter 11 Cases.

11. Notwithstanding the above, holders of the following claims are **not** required to file a Proof of Claim on or before the applicable Bar Date solely with respect to such claim:

- a. Drake Asset Management Jersey Limited, a company incorporated in Jersey (Channel Islands) in its capacity as prepetition lender, as set forth in the *Interim Order Under 11 U.S.C. §§ 105, 361, 362, 363, and 507, and Bankruptcy Rules 2002, 4001, and 9014 (I) Authorizing Debtors to use Cash Collateral, (II) Granting Adequate Protection to Secured Lender, and*

(III) Scheduling a Final hearing Pursuant to Bankruptcy Rule 4001(b)
[Docket No. 37];

- b. a claim against the Debtors for which a signed Proof of Claim has already been properly filed with the Clerk of the Bankruptcy Court for the District of Delaware or KCC in a form substantially similar to Official Bankruptcy Form No. 410;
- c. a claim that is listed on the Debtors' Schedules if and only if (a) such claim is not scheduled as "disputed," "contingent," or "unliquidated" and (b) the holder of such claim agrees with the amount, nature and priority of the claim as set forth in the Schedules;
- d. an administrative expense claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration (other than any claim allowable under section 503(b)(9) of the Bankruptcy Code);
- e. an administrative expense claim for post-petition fees and expenses incurred by any professional allowable under sections 330, 331, and 503(b) of the Bankruptcy Code;
- f. a claim that has been paid in full by the Debtors in accordance with the Bankruptcy Code or an order of this Court;
- g. a claim that has been allowed by an order of this Court entered on or before the applicable Bar Date;
- h. a claim of any Debtor against another Debtor;
- i. any fees payable to the office of the United States Trustee for the District of Delaware (the "U.S. Trustee") under 28 U.S.C. § 1930; and
- j. a claim for which specific deadlines have been fixed by an order of this Court entered on or before the applicable Bar Date.

12. Any Claimant exempted from filing a Proof of Claim pursuant to paragraph 11 above must still properly and timely file a Proof of Claim for any other claim that does not fall within the exemptions provided by paragraph 11 above.

13. Any person or entity holding an equity security (as defined in section 101(16) of the Bankruptcy Code and including, without limitation, common stock, preferred stock, warrants, or stock options) or other ownership interest in the Debtors (an "Interest Holder") is not required

to file a proof of interest on or before the applicable Bar Date; *provided, however*, that an Interest Holder that wishes to assert claims against the Debtors that arise out of or relate to the ownership or purchase of an equity security or other ownership interest, including, but not limited to, a claim for damages or rescission based on the purchase or sale of such equity security or other ownership interest, must file a Proof of Claim on or before the applicable Bar Date. The Debtors reserve the right to seek relief at a later date establishing a deadline for Interest Holders to file proofs of interest.

14. Within five (5) business days after the later of (i) the date the Debtors file their Schedules with the Court, and (ii) the date of entry of this Bar Date Order, the Debtors shall serve the Bar Date Notice, together with a copy of the Proof of Claim Form (the “Bar Date Package”), by first class United States mail, postage prepaid (or equivalent service), to the following parties:

- a. all known potential Claimants and their counsel (if known), including all persons and entities listed in the Schedules at the addresses set forth therein as potentially holding claims;
- b. all parties that have requested notice of the proceedings in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002 as of the date of the Bar Date Order;
- c. all parties that have filed Proofs of Claim in these Chapter 11 Cases as of the date of the Bar Date Order;
- d. all known holders of equity securities in the Debtors as of the date of the Bar Date Order;
- e. all known parties to executory contracts and unexpired leases with the Debtors as of the Petition Date, as identified in the Schedules;
- f. all known parties to litigation with the Debtors as of the date of the Bar Date Order;
- g. the District Director of the Internal Revenue Service for the District of Delaware;

- h. all known taxing authorities for the jurisdictions in which the Debtors maintain or conduct business;
- i. the Securities and Exchange Commission; and
- j. the United States Attorney for the District of Delaware.

15. In accordance with Bankruptcy Rule 2002(a)(7), service of the Bar Date Package in the manner set forth in this Bar Date Order is and shall be deemed to be good and sufficient notice of the Bar Date to known Claimants.

16. Pursuant to Bankruptcy Rule 2002(l), the Debtors are authorized, but not directed to cause the Publication Notice to be published once in *USA Today* (national edition) as soon as practicable after service of the Bar Date Packages, but no later than twenty-one (21) days before the General Bar Date, and in such other local newspapers or publications, if any, as the Debtors deem appropriate. Such form and manner of publication notice is hereby approved and authorized and is and shall be deemed to be good and sufficient notice of the Bar Dates to unknown Claimants.

17. Properly filing an original, written Proof of Claim that substantially conforms to the Proof of Claim Form shall be deemed to satisfy the procedural requirements for the assertion of administrative priority claims under section 503(b)(9) of the Bankruptcy Code; *provided, however,* that all other administrative claims under section 503(b) of the Bankruptcy Code must be made by separate requests for payment in accordance with section 503(a) of the Bankruptcy Code and will not be deemed proper if made by Proof of Claim.

18. Pursuant to Bankruptcy Rule 3003(c)(2), any Claimant that is required to file a Proof of Claim in these Chapter 11 Cases pursuant to the Bankruptcy Code, the Bankruptcy Rules or this Bar Date Order with respect to a particular claim against the Debtors, but that fails to do so

properly by the applicable Bar Date, shall not be treated as a creditor with respect to such claim for purposes of voting and distribution.

19. Nothing contained in this Bar Date Order or in the Motion, the Publication Notice or the Bar Date Notice is intended or should be construed as a waiver of any of the Debtors' rights, including, without limitation, their rights to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to the nature, amount, liability, or classification thereof; (b) subsequently designate any scheduled claim as disputed, contingent, or unliquidated; or (c) otherwise amend the Schedules. In addition, nothing contained in this Bar Date Order or in the Motion, the Publication Notice, or the Bar Date Notice is intended to be an admission of the validity of any claim against the Debtors or an approval, assumption, or rejection of any agreement, contract, or lease under section 365 of the Bankruptcy Code.

20. The provisions of this Bar Date Order apply to all claims of whatever character or nature against the Debtors or their assets, whether secured or unsecured, priority or non-priority, liquidated or unliquidated, fixed or contingent.

21. All Claimants who desire to rely on the Schedules with respect to filing a Proof of Claim in these Chapter 11 Cases shall have the sole responsibility for determining that their respective claim is accurately listed therein.

22. The terms and conditions of this Bar Date Order are immediately effective and enforceable upon its entry.

23. The Debtors and KCC are authorized and empowered to take all actions necessary or appropriate to implement the relief granted in this Bar Date Order.

24. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation and/or interpretation of this Bar Date Order.

Exhibit 1

Bar Date Notice

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

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

**NOTICE OF DEADLINE FOR THE FILING
OF PROOFS OF CLAIM, INCLUDING FOR CLAIMS
ASSERTED UNDER SECTION 503(b)(9) OF THE BANKRUPTCY CODE**

THE GENERAL BAR DATE IS 5:00 P.M. (PREVAILING EASTERN TIME) ON [●]

TO: ALL HOLDERS OF POTENTIAL CLAIMS AGAINST THE DEBTORS (AS LISTED BELOW)

Please take notice that on March 29, 2021 (the “Petition Date”), the debtors and debtors in possession in the above-captioned cases (together, the “Debtors”) filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code with the United States Bankruptcy Court for the District of Delaware (the “Court”).

Please take further notice that on [●], 2021, the Court entered an order (the “Bar Date Order”) establishing certain dates by which parties holding prepetition claims against the Debtors must file proofs of claim, including requests for payment pursuant to Section 503(b)(9) of the Bankruptcy Code (“Proofs of Claim”).

For your convenience, except with respect to beneficial owners of the Debtors’ debt and equity securities, enclosed with this notice (this “Notice”) is a Proof of Claim Form, which identifies on its face the amount, nature, and classification of your claim(s), if any, listed in the Debtors’ schedules of assets and liabilities filed in these cases (the “Schedules”). If the Debtors believe that you hold claims against more than one Debtor, you will receive multiple Proof of Claim forms, each of which will reflect the nature and amount of your claim as listed in the Schedules.

As used in this Notice, the term “*creditor*” has the meaning given to it in section 101(10) of the Bankruptcy Code, and includes all persons, entities, estates, trusts, governmental units and

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.

the United States Trustee. In addition, the terms “*persons*,” “*entities*,” and “*governmental units*” are defined in sections 101(41), 101(15) and 101(27) of the Bankruptcy Code, respectively.

As used in this Notice, the term “*claim*” or “*Claim*” has the meaning given to it in section 101(5) of the Bankruptcy Code, and includes as to or against the Debtors: (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

YOU ARE RECEIVING THIS NOTICE BECAUSE YOU MAY HAVE OR YOU MAY ASSERT A CLAIM AGAINST THE DEBTORS IN THE ABOVE-CAPTIONED CHAPTER 11 CASES. THEREFORE, YOU SHOULD READ THIS NOTICE CAREFULLY AND *DISCUSS* IT WITH YOUR ATTORNEY. IF YOU DO NOT HAVE AN ATTORNEY, YOU MAY WISH TO CONSULT ONE.

General Information about the Debtors’ Cases. The Debtors’ cases are being jointly administered under case number 21-10636 (JTD). No trustee or examiner has been requested in these Chapter 11 Cases, and no committees have been appointed.

Individual Debtor Information. The last four digits of each Debtor’s federal tax identification number are set forth below. The Debtors’ mailing address is 1440 Chapin Avenue, Suite 310, Burlingame, CA 94010.

<u>Debtor</u>	<u>Case No.</u>	<u>EID# (Last 4 Digits)</u>
AeroCentury Corp.	21-10636 (JTD)	3974
JetFFleet Holding Corp.	21-10637 (JTD)	5342
JetFleet Management Corp.	21-10638 (JTD)	0929

A CLAIMANT SHOULD CONSULT AN ATTORNEY IF THE CLAIMANT HAS ANY QUESTIONS, INCLUDING WHETHER SUCH CLAIMANT SHOULD FILE A PROOF OF CLAIM.

1. THE BAR DATES

The Bar Date Order establishes the following bar dates for filing Proofs of Claim in these Chapter 11 Cases (collectively, the “Bar Dates”):

a. ***General Bar Date.*** Except as expressly set forth in this Notice, all entities (except governmental units) holding claims against the Debtors that arose or are deemed to have arisen prior to the Petition Date, including requests for payment pursuant to section 503(b)(9) of the Bankruptcy Code, are required to file Proofs of Claim ***by 5:00 p.m., prevailing Eastern time on [●].*** Except as expressly set forth in this Notice, the General Bar Date applies to all types of claims against the Debtors that arose on or prior to the Petition Date, including secured claims, unsecured priority claims, and unsecured non-priority claims.

b. **Governmental Bar Date.** All governmental units holding claims against the Debtors that arose or are deemed to have arisen prior to the Petition Date are required to file Proofs of Claim by September 27, 2021, at 5:00 p.m., prevailing Eastern Time. The Governmental Bar Date applies to all governmental units holding claims against the Debtors (whether secured, unsecured priority, or unsecured non-priority) that arose on or prior to the Petition Date, including governmental units with claims against the Debtors for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which the Debtors were a party.

c. **Rejection Damages Bar Date.** Unless otherwise ordered by the Court, all entities holding claims against the Debtors arising from the rejection of executory contracts and unexpired leases of the Debtors are required to file Proofs of Claim by the later of (a) the General Bar Date or the Governmental Bar Date, as applicable, and (b) 5:00 p.m., prevailing Eastern Time, on the date that is twenty-one (21) days following entry of an order approving the rejection of any executory contract or unexpired lease of the Debtors.

d. **Amended Schedules Bar Date.** If, subsequent to the date of this Notice, the Debtors amend or supplement their Schedules to reduce the undisputed, noncontingent, and liquidated amount of a claim listed in the Schedules, to change the nature or classification of a claim against the Debtors reflected in the Schedules, or to add a new claim to the Schedules, the affected creditor is required to file a Proof of Claim or amend any previously filed Proof of Claim in respect of the amended scheduled claim by the later of (a) the General Bar Date or the Governmental Bar Date, as applicable, and (b) 5:00 p.m., prevailing Eastern Time, on the date that is twenty-one (21) days from the date on which the Debtors mail notice of the amendment to the Schedules (or another time period as may be fixed by the Court).

2. PERSONS OR ENTITIES WHO MUST FILE A PROOF OF CLAIM.

Any person or entity that has or seeks to assert a claim against the Debtors which arose, or is deemed to have arisen, prior to the Petition Date, including, without limitation, a claim under section 503(b)(9) of the Bankruptcy Code, **MUST FILE A PROOF OF CLAIM ON OR BEFORE THE APPLICABLE BAR DATE** in order to potentially share in the Debtors' estates.

Under the Bar Date Order, the filing of a Proof of Claim Form shall be deemed to satisfy the procedural requirements for the assertion of administrative priority claims under section 503(b)(9) of the Bankruptcy Code. All other administrative claims under section 503(b) of the Bankruptcy Code must be made by separate requests for payment in accordance with section 503(a) of the Bankruptcy Code and shall not be deemed proper if made by Proof of Claim. No deadline has yet been established for the filing of administrative claims other than claims under section 503(b)(9) of the Bankruptcy Code. **Claims under section 503(b)(9) of the Bankruptcy Code must be filed by the applicable Bar Date.**

Acts or omissions of the Debtors that occurred or arose before the Petition Date may give rise to claims against the Debtors that must be filed by the applicable Bar Date, notwithstanding that such claims may not have matured, are contingent or have not become fixed or liquidated prior to or as of the Petition Date.

THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE DEBTORS BELIEVE THAT YOU HAVE A CLAIM. A CLAIMANT SHOULD CONSULT AN ATTORNEY IF THE CLAIMANT HAS ANY QUESTIONS, INCLUDING WHETHER SUCH CLAIMANT SHOULD FILE A PROOF OF CLAIM.

A. Claims For Which No Proof of Claim is Required to be Filed.

Notwithstanding the above, holders of the following claims are not required to file a Proof of Claim on or before the applicable Bar Date solely with respect to such claim:

a. Drake Asset Management Jersey Limited, a company incorporated in Jersey (Channel Islands) in its capacity as prepetition lender, as set forth in the Interim Order Under 11 U.S.C. §§ 105, 361, 362, 363, and 507, and Bankruptcy Rules 2002, 4001, and 9014 (I) Authorizing Debtors to use Cash Collateral, (II) Granting Adequate Protection to Secured Lender, and (III) Scheduling a Final hearing Pursuant to Bankruptcy Rule 4001(b) [Docket No. 37];

b. a claim against the Debtors for which a signed Proof of Claim has already been properly filed with the Clerk of the Bankruptcy Court for the District of Delaware or Kurtzman Carson Consultants LLC (“KCC”) in a form substantially similar to Official Bankruptcy Form No. 410;

c. a claim that is listed on the Debtors’ Schedules if and only if (i) such claim is not scheduled as “disputed,” “contingent,” or “unliquidated” **and** (ii) the holder of such claim agrees with the amount, nature and priority of the claim as set forth in the Schedules;

d. an administrative expense claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration (other than any claim allowable under section 503(b)(9) of the Bankruptcy Code);

e. an administrative expense claim for post-petition fees and expenses incurred by any professional allowable under sections 330, 331, and 503(b) of the Bankruptcy Code;

f. a claim that has been paid in full by the Debtors in accordance with the Bankruptcy Code or an order of this Court;

g. a claim that has been allowed by an order of this Court entered on or before the applicable Bar Date;

h. a claim of any Debtor against another Debtor;

i. any fees payable to the United States Trustee under 28 U.S.C. § 1930; and

j. a claim for which specific deadlines have been fixed by an order of this Court entered on or before the applicable Bar Date.

Please take notice that any Claimant exempted from filing a Proof of Claim pursuant to paragraph A above must still properly and timely file a Proof of Claim for any other claim

that does not fall within the exemptions provided by paragraph A above. As set forth above, creditors are not required to file a proof of claim with respect to any amounts paid by the Debtors.

B. No Bar Date for Proof of Interest. Any person or entity holding an equity security (as defined in section 101(16) of the Bankruptcy Code and including, without limitation, common stock, preferred stock, warrants, or stock options) or other ownership interest in the Debtors (an “Interest Holder”) is not required to file a proof of interest on or before the applicable Bar Date; *provided*, however, that an Interest Holder that wishes to assert claims against the Debtors that arise out of or relate to the ownership or purchase of an equity security or other ownership interest, including, but not limited to, a claim for damages or rescission based on the purchase or sale of such equity security or other ownership interest, must file a Proof of Claim on or before the applicable Bar Date. The Debtors have reserved the right to establish at a later time a bar date requiring Interest Holders to file proofs of interest. If such a bar date is established, Interest Holders will be notified in writing of the bar date for filing of proofs of interest at the appropriate time.

3. WHEN AND WHERE TO FILE. All Claimants must submit (by overnight mail, courier service, hand delivery, regular mail, or in person) an original, written Proof of Claim that substantially conforms to the Proof of Claim Form so as to be **actually received** by KCC, the Debtors’ claims and notice agent, by no later than 5:00 p.m. (prevailing Eastern Time) on or before the applicable Bar Date at the following address:

AeroCentury Claims Processing Center
c/o KCC
222 N. Pacific Coast Hwy., Ste. 300
El Segundo, CA 90245

Alternatively, Claimants may submit a Proof of Claim electronically by completing the Proof of Claim Form that can be accessed at KCC’s website, <https://epoc.kccllc.net/AeroCentury>.

Proofs of Claim will be deemed timely filed only if **actually received** by KCC on or before the applicable Bar Date. Proofs of Claim may **not** be delivered by facsimile, telecopy, or electronic mail transmission. Any facsimile, telecopy, or electronic mail submissions will **not** be accepted and will **not** be deemed filed until a Proof of Claim is submitted to KCC by overnight mail, courier service, hand delivery, regular mail, in person, or through KCC’s website listed above.

Claimants wishing to receive acknowledgment that their Proofs of Claim were received by KCC must submit (a) a copy of the Proof of Claim and (b) a self-addressed, stamped envelope (in addition to the original Proof of Claim sent to KCC).

4. CONTENTS OF A PROOF OF CLAIM. With respect to preparing and filing of a Proof of Claim, the Debtors propose that each Proof of Claim be required to be consistent with the following:

a. Each Proof of Claim must: (a) be legible; (b) include a claim amount denominated in United States dollars using, if applicable, the exchange rate as of 5:00 p.m., prevailing Eastern Time, on the Petition Date (and to the extent such claim is converted to United States dollars, state

the rate used in such conversion); (c) set forth with specificity the legal and factual basis for the alleged claim; (d) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form 410; and (e) be signed by the Claimant or by an authorized agent or legal representative of the Claimant on behalf of the Claimant, whether such signature is an electronic signature or is ink.

b. Any Proof of Claim asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must also (a) set forth with specificity: (i) the date of shipment of the goods the Claimant contends the Debtors received in the twenty (20) days before the Petition Date; (ii) the date, place, and method (including carrier name) of delivery of the goods the Claimant contends the Debtors received in the twenty (20) days before the Petition Date; (iii) the value of the goods the Claimant contends the Debtors received in the twenty (20) days before the Petition Date; and (iv) whether the Claimant timely made a demand to reclaim such goods under section 546(c) of the Bankruptcy Code; (b) attach any documentation identifying the particular invoices for which the 503(b)(9) claim is being asserted; and (c) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable).

c. Proofs of Claim signed electronically by the Claimant or an authorized agent or legal representative of the Claimant may be deemed acceptable for purposes of claims administration. Copies of Proofs of Claim or Proofs of Claim sent by facsimile or electronic mail will not be accepted.

d. Each Proof of Claim must clearly identify the Debtor against which a claim is asserted, including the individual Debtor's case number. A Proof of Claim filed under the joint administration case number (Case No. 21-10636 (JTD)), or otherwise without identifying a specific Debtor, will be deemed as filed only against AeroCentury Corp.

e. Unless otherwise ordered by the Court, each Proof of Claim must state a claim against **only one** Debtor, clearly indicate the Debtor against which the claim is asserted, and be filed on the claims register of such Debtor. To the extent more than one Debtor is listed on the Proof of Claim, such claim may be treated as if filed only against AeroCentury Corp.

f. Each Proof of Claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d). If, however, such documentation is voluminous, such Proof of Claim may include a summary of such documentation or an explanation as to why such documentation is not available; *provided* that any creditor shall be required to transmit such documentation to Debtors' counsel upon request no later than ten (10) days from the date of such request.

g. Each Proof of Claim must be filed, including supporting documentation so as to be **actually received** by KCC on or before the applicable Bar Date as follows: electronically through the interface available at <https://epoc.kccllc.net/AeroCentury>, or if submitted through non-electronic means, by U.S. Mail or other hand delivery system at the following address: AeroCentury Claims Processing Center, c/o KCC, 222 N. Pacific Coast Hwy., Ste. 300, El Segundo, CA 90245.

h. Proofs of claim sent by facsimile or electronic mail will not be accepted.

i. Claimants wishing to receive acknowledgment that their Proofs of Claim were received by KCC must submit (i) a copy of the Proof of Claim Form (in addition to the original Proof of Claim Form sent to KCC) and (ii) a self-addressed, stamped envelope.

5. **CONSEQUENCES OF FAILURE TO FILE PROOF OF CLAIM BY THE BAR DATE.** Any Claimant that is required to file a Proof of Claim in these chapter 11 cases pursuant to the Bankruptcy Code, the Bankruptcy Rules, or the Bar Date Order with respect to a particular claim against the Debtors, but that fails to do so properly by the applicable Bar Date, shall not be treated as a creditor with respect to such claim for purposes of voting and distribution.

6. **CONTINGENT CLAIMS.** Acts or omissions of or by the Debtors that occurred, or that are deemed to have occurred, prior to the Petition Date, including, without limitation, acts or omissions related to any indemnity agreement, guarantee, services provided to or rendered by the Debtors, or goods provided to or by the Debtors, may give rise to claims against the Debtors notwithstanding the fact that such claims (or any injuries on which they may be based) may be contingent or may not have matured or become fixed or liquidated prior to the Petition Date. Therefore, any person or entity that holds a claim or potential claim against the Debtors, no matter how remote, contingent, or unliquidated, **MUST** file a Proof of Claim on or before the applicable Bar Date.

7. **THE DEBTORS' SCHEDULES.** You may be listed as the holder of a claim against the Debtors in the Schedules. The Schedules are available free of charge on KCC's website at <http://www.kccllc.net/AeroCentury>. If you rely on the Schedules, it is your responsibility to determine that your claim is accurately listed in the Schedules. As described above, if (a) you agree with the nature, amount and status of your claim as listed in the Schedules **and** (b) your claim is **NOT** described as "disputed," "contingent," or "unliquidated," then you are not required to file a Proof of Claim in these Chapter 11 Cases with respect to such claim. Otherwise, or if you decide to file a Proof of Claim, you must do so before the applicable Bar Date in accordance with the procedures set forth in this Notice and the Bar Date Order.

8. **RESERVATION OF RIGHTS.** Nothing contained in this Notice or the Bar Date Order is intended or should be construed as a waiver of any of the Debtor's rights, including without limitation, their rights to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to the nature, amount, liability, or classification thereof; (b) subsequently designate any scheduled claim as disputed, contingent, or unliquidated; or (c) otherwise amend or supplement the Schedules. In addition, nothing contained herein of the Bar Date Order is intended or should be construed as an admission of the validity of any claim against the Debtors or an approval, assumption, or rejection of any agreement, contract, or lease under section 365 of the Bankruptcy Code. All such rights and remedies are reserved.

9. **ADDITIONAL INFORMATION.** The Schedules, the Proof of Claim Form and Bar Date Order are available free of charge on KCC's website at <http://www.kccllc.net/AeroCentury>. If you have questions concerning the filing or processing of Claims, you may contact the Debtors' claims agent, KCC, at (866) 967-1783

(U.S./Canada) or (310) 751-2683 (International). If you require additional information regarding the filing of a Proof of Claim, you may contact counsel for the Debtors in writing at the addresses below.

Dated: April [●], 2021
Wilmington, Delaware

/s/ DRAFT

Joseph M. Barry (No. 4221)

Ryan M. Bartley (No. 4985)

Joseph M. Mulvihill (No. 6061)

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-and-

Lorenzo Marinuzzi (admitted *pro hac vice*)

Erica J. Richards (admitted *pro hac vice*)

MORRISON & FOERSTER LLP

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Facsimile: (212) 468-7900

E-mails: lmarinuzzi@mofocom

erichards@mofocom

Proposed Counsel to the Debtors and Debtors in Possession

Exhibit 2

Proof of Claim Form

Your claim can be filed electronically on KCC's website at <https://epoc.kccllc.net/AeroCentury>.

United States Bankruptcy Court for the District of Delaware		
Indicate Debtor against which you assert a claim by checking the appropriate box below. (Check only one Debtor per claim form.)		
<input type="checkbox"/> AeroCentury Corp. (Case No. 21-10636)	<input type="checkbox"/> JetFleet Holdings Corp. (Case No. 21-10637)	<input type="checkbox"/> JetFleet Management Corp. (Case No. 21-10638)

Official Form 410 Proof of Claim

04/19

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Other than a claim under 11 U.S.C. § 503(b)(9), this form should not be used to make a claim for an administrative expense arising after the commencement of the case.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies or any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. **Do not send original documents;** they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed.

Part 1: Identify the Claim																			
1. Who is the current creditor?	_____ Name of the current creditor (the person or entity to be paid for this claim) Other names the creditor used with the debtor _____																		
2. Has this claim been acquired from someone else?	<input type="checkbox"/> No <input type="checkbox"/> Yes. From whom? _____																		
3. Where should notices and payments to the creditor be sent?	<table style="width: 100%; border: none;"> <tr> <td style="width: 50%; border: none;">Where should notices to the creditor be sent?</td> <td style="width: 50%; border: none;">Where should payments to the creditor be sent? (if different)</td> </tr> <tr> <td style="border: none;">Name _____</td> <td style="border: none;">Name _____</td> </tr> <tr> <td style="border: none;">Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)</td> <td style="border: none;"></td> </tr> <tr> <td style="border: none;">Number _____ Street _____</td> <td style="border: none;">Number _____ Street _____</td> </tr> <tr> <td style="border: none;">City _____ State _____ ZIP Code _____</td> <td style="border: none;">City _____ State _____ ZIP Code _____</td> </tr> <tr> <td style="border: none;">Country _____</td> <td style="border: none;">Country _____</td> </tr> <tr> <td style="border: none;">Contact phone _____</td> <td style="border: none;">Contact phone _____</td> </tr> <tr> <td style="border: none;">Contact email _____</td> <td style="border: none;">Contact email _____</td> </tr> <tr> <td colspan="2" style="border: none; padding-top: 10px;">Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____</td> </tr> </table>	Where should notices to the creditor be sent?	Where should payments to the creditor be sent? (if different)	Name _____	Name _____	Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)		Number _____ Street _____	Number _____ Street _____	City _____ State _____ ZIP Code _____	City _____ State _____ ZIP Code _____	Country _____	Country _____	Contact phone _____	Contact phone _____	Contact email _____	Contact email _____	Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____	
Where should notices to the creditor be sent?	Where should payments to the creditor be sent? (if different)																		
Name _____	Name _____																		
Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)																			
Number _____ Street _____	Number _____ Street _____																		
City _____ State _____ ZIP Code _____	City _____ State _____ ZIP Code _____																		
Country _____	Country _____																		
Contact phone _____	Contact phone _____																		
Contact email _____	Contact email _____																		
Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____																			
4. Does this claim amend one already filed?	<input type="checkbox"/> No <input type="checkbox"/> Yes. Claim number on court claims registry (if known) _____ Filed on _____ <div style="text-align: right; font-size: small;">MM / DD / YYYY</div>																		
5. Do you know if anyone else has filed a proof of claim for this claim?	<input type="checkbox"/> No <input type="checkbox"/> Yes. Who made the earlier filing? _____																		

Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. Do you have any number you use to identify the debtor? No
 Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: ____ _

7. How much is the claim? \$ _____ Does this amount include interest or other charges?
 No
 Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. What is the basis of the claim? Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.
 Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).
 Limit disclosing information that is entitled to privacy, such as health care information.

9. Is all or part of the claim secured? No
 Yes. The claim is secured by a lien on property.
Nature of property:
 Real estate: If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.
 Motor vehicle
 Other. Describe: _____
Basis for perfection: _____
 Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)
Value of property: \$ _____
Amount of the claim that is secured: \$ _____
Amount of the claim that is unsecured: \$ _____ (The sum of the secured and unsecured amount should match the amount in line 7.)
Amount necessary to cure any default as of the date of the petition: \$ _____
Annual Interest Rate (when case was filed) _____%
 Fixed
 Variable

10. Is this claim based on a lease? No
 Yes. Amount necessary to cure any default as of the date of the petition. \$ _____

11. Is this claim subject to a right of setoff? No
 Yes. Identify the property: _____

12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

No

Yes. Check all that apply:

	Amount entitled to priority
<input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).	\$ _____
<input type="checkbox"/> Up to \$3,025* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).	\$ _____
<input type="checkbox"/> Wages, salaries, or commissions (up to \$13,650* earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).	\$ _____
<input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).	\$ _____
<input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).	\$ _____
<input type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)(____) that applies.	\$ _____

* Amounts are subject to adjustment on 4/01/22 and every 3 years after that for cases begun on or after the date of adjustment.

13. Is all or part of the claim pursuant to 11 U.S.C. § 503(b)(9)?

No

Yes. Indicate the amount of your claim arising from the value of any goods received by the debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim.

\$ _____

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

- I am the creditor.
- I am the creditor's attorney or authorized agent.
- I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.
- I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgement that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date _____
MM / DD / YYYY

Signature

Print the name of the person who is completing and signing this claim:

Name _____
First name Middle name Last name

Title _____

Company _____
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address _____
Number Street

City State ZIP Code Country

Contact phone _____ Email _____

Official Form 410

Instructions for Proof of Claim

United States Bankruptcy Court

04/19

These instructions and definitions generally explain the law. In certain circumstances, such as bankruptcy cases that debtors do not file voluntarily, exceptions to these general rules may apply. You should consider obtaining the advice of an attorney, especially if you are unfamiliar with the bankruptcy process and privacy regulations.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157 and 3571

PLEASE SEND COMPLETED PROOF(S) OF CLAIM TO:

AeroCentury Claims Processing Center
c/o KCC
222 N. Pacific Coast Hwy., Ste. 300
El Segundo, CA 90245

Alternatively, your claim can be filed electronically on KCC's website at <https://epoc.kccllc.net/AeroCentury>.

How to fill out this form

■ **Fill in all of the information about the claim as of the date the case was filed.**

■ **Fill in the caption at the top of the form**

■ **If the claim has been acquired from someone else, then state the identity of the last party** who owned the claim or was the holder of the claim and who transferred it to you before the initial claim was filed.

■ **Attach any supporting documents to this form.** Attach redacted copies of any documents that show that the debt exists, a lien secures the debt, or both. (See the definition of *redaction* on the next page.)

Also attach redacted copies of any documents that show perfection of any security interest or any assignments or transfers of the debt. In addition to the documents, a summary may be added. Federal Rule of Bankruptcy Procedure (called "Bankruptcy Rule") 3001(c) and (d).

■ **Do not attach original documents because attachments may be destroyed after scanning.**

■ **If the claim is based on delivery health care goods or services, do not disclose confidential health care information. Leave out or redact confidential information both in the claim and in the attached documents.**

■ **A Proof of Claim form and any attached documents must show only the last 4 digits of any social security number, individual's tax identification number, or financial account number, and only the year of any person's date of birth.** See Bankruptcy Rule 9037.

■ **For a minor child, fill in only the child's initials and the full name and address of the child's parent or guardian.** For example, write *A.B., a minor child (John Doe, parent, 123 Main St., City, State)*. See Bankruptcy Rule 9037.

Confirmation that the claim has been filed

To receive confirmation that the claim has been filed, either enclose a stamped self-addressed envelope and a copy of this form or you may view a list of filed claims in this case by visiting the Claims and Noticing and Agent's website at <http://www.kccllc.net/AeroCentury>

Understand the terms used in this form

Administrative expense: Generally, an expense that arises after a bankruptcy case is filed in connection with operating, liquidating, or distributing that bankruptcy estate. 11 U.S.C. § 503

Claim: A creditor's right to receive payment for a debt that the debtor owed on the date the debtor filed for bankruptcy. 11 U.S.C. § 101 (5). A claim may be secured or unsecured.

Claim Pursuant to 11 U.S.C. §503(b)(9): A claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of the Debtor's business. Attach documentation supporting such claim.

Creditor: A person, corporation, or other entity to whom a debtor owes a debt that was incurred on or before the date the debtor filed for bankruptcy. 11 U.S.C. §101 (10).

Debtor: A person, corporation, or other entity to who is in bankruptcy. Use the debtor's name and case number as shown in the bankruptcy notice you received. 11 U.S.C. §101 (13).

Evidence of perfection: Evidence of perfection of a security interest may include documents showing that a security interest has been filed or recorded, such as a mortgage, lien, certificate of title, or financing statement.

Information that is entitled to privacy: A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, an individual's tax identification number, or a financial account number, only the initials of a minor's name, and only the year of any person's date of birth. If a claim is based on delivering health care goods or services, limit the disclosure of the goods or services to avoid embarrassment or disclosure of confidential health care information. You may later be required to give more information if the trustee or someone else in interest objects to the claim.

Priority claim: A claim within a category of unsecured claims that is entitled to priority under 11 U.S.C. §507(a). These claims are paid from the available money or property in a bankruptcy case before other unsecured claims are paid. Common priority unsecured claims include alimony, child support, taxes, and certain unpaid wages.

Proof of claim: A form that shows the amount of debt the debtor owed to a creditor on the date of the bankruptcy filing. The form must be filed in the district where the case is pending.

Redaction of information: Masking, editing out, or deleting certain information to protect privacy. Filers must redact or leave out information entitled to **privacy** on the *Proof of Claim* form and any attached documents.

Do not file these instructions with your form.

Secured claim under 11 U.S.C. §506(a): A claim backed by a lien on particular property of the debtor. A claim is secured to the extent that a creditor has the right to be paid from the property before other creditors are paid. The amount of a secured claim usually cannot be more than the value of the particular property on which the creditor has a lien. Any amount owed to a creditor that is more than the value of the property normally may be an unsecured claim. But exceptions exist; for example, see 11 U.S.C. § 1322(b) and the final sentence of 1325(a).

Examples of liens on property include a mortgage on real estate a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In states, a court judgment may be a lien.

Setoff: Occurs when a creditor pays itself with money belonging to the debtor that it is holding, or by canceling a debt it owes to the debtor.

Uniform claim identifier: An optional 24-character identifier that some creditors use to facilitate electronic payment.

Unsecured claim: A claim that does not meet the requirements of a secured claim. A claim may be unsecured in part to the extent that the amount of the claim is more than the value of the property on which a creditor has a lien.

Offers to purchase a claim

Certain entities purchase claims for an amount that is less than the face value of the claims. These entities may contact creditors offering to purchase their claims. Some written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court, the bankruptcy trustee, or the debtor. A creditor has no obligation to sell its claim. However, if a creditor decides to sell its claim, any transfer of that claim is subject to Bankruptcy Rule 3001(e), any provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.) that apply, and any orders of the bankruptcy court that apply.

Exhibit 3

Publication Notice

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

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

**NOTICE OF DEADLINE FOR THE FILING OF PROOFS OF CLAIM, INCLUDING
FOR CLAIMS ASSERTED UNDER SECTION 503(b)(9) OF THE BANKRUPTCY CODE**

(THE GENERAL BAR DATE IS [●], AT 5:00 P.M. (PREVAILING EASTERN TIME))

PLEASE TAKE NOTICE OF THE FOLLOWING:

On March 29, 2021 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code with the United States Bankruptcy Court for the District of Delaware (the “Court”). On [●], 2021, the Court entered an order [Docket No. ●] (the “Bar Date Order”)² establishing certain deadlines for the filing of proofs of claim in the Chapter 11 Cases of the following debtors and debtors in possession (together, the “*Debtors*”):

<u>Debtor</u>	<u>Case No.</u>	<u>EID# (Last 4 Digits)</u>
AeroCentury Corp.	21-10636 (JTD)	3974
JetFFleet Holding Corp.	21-10637 (JTD)	5342
JetFleet Management Corp.	21-10638 (JTD)	0929

Pursuant to the Bar Date Order, each person or entity (including, without limitation, each individual, partnership, joint venture, corporation, estate, and trust) that holds or seeks to assert a claim (as defined in section 101(5) of the Bankruptcy Code) against the Debtors that arose, or is deemed to have arisen, prior to the Petition Date (including, without limitation, claims entitled to administrative priority status under section 503(b)(9) of the Bankruptcy Code), no matter how remote or contingent such right to payment or equitable remedy may be, **MUST FILE A PROOF OF CLAIM** on or before 5:00 p.m. (prevailing Eastern Time), on [●], 2021 (the “General Bar Date”), by sending an original proof of claim form to Kurtzman Carson Consultants LLC (“KCC”), or by completing the online proof of claim form available at <https://epoc.kccllc.net/AeroCentury>, so that it is **actually received** on or before the General Bar Date; *provided* that, solely with respect

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

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion

to governmental units (as defined in section 101(27) of the Bankruptcy Code), the deadline for such governmental units to file a proof of claim against the Debtors is September 27, 2021 at 5:00 p.m. (prevailing Eastern Time) (the “Governmental Bar Date”).

All entities holding claims against the Debtors arising from the rejection of executory contracts and unexpired leases of the Debtors are required to file proofs of claim by the later of (a) the General Bar Date or the Governmental Bar Date, as applicable, and (b) 5:00 p.m., prevailing Eastern Time, on the date that is twenty-one (21) days following entry of an order approving the rejection of any executory contract or unexpired lease of the Debtors (the “Rejection Damages Bar Date”).

All entities asserting claims against the Debtors that are affected by an amendment or supplement to the Schedules are required to file a proof of claim or amend any previously filed proof of claim in respect of the amended scheduled claim by the later of (a) the General Bar Date or the Governmental Bar Date, as applicable, and (b) 5:00 p.m., prevailing Eastern Time, on the date that is twenty-one (21) days from the date on which the Debtors mail notice of the amendment to the Schedules (or another time period as may be fixed by the Court) (the “Amended Schedules Bar Date”).

Proofs of claim must be sent by overnight mail, courier service, hand delivery, regular mail, or in person, or completed electronically through KCC’s website. Proofs of claim sent by facsimile, telecopy, or electronic mail will **not** be accepted and will **not** be considered properly or timely filed for any purpose in these Chapter 11 Cases.

ANY PERSON OR ENTITY THAT IS REQUIRED TO FILE A PROOF OF CLAIM IN THESE CHAPTER 11 CASES WITH RESPECT TO A PARTICULAR CLAIM AGAINST THE DEBTORS, BUT THAT FAILS TO DO SO PROPERLY BY THE APPLICABLE BAR DATE, SHALL NOT BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR PURPOSES OF VOTING AND DISTRIBUTION.

A copy of the Bar Date Order and proof of claim form may be obtained by contacting the Debtors’ Claims Agent, in writing, at AeroCentury Claims Processing Center, c/o KCC, 222 N. Pacific Coast Hwy., Ste. 300, El Segundo, CA 90245, or online at <http://www.kccllc.net/AeroCentury>. The Bar Date Order can also be viewed on the Court’s website at www.deb.uscourts.gov. If you have questions concerning the filing or processing of claims, you may contact the Debtors’ claims agent, KCC, at (866) 967-1783 (U.S./Canada) or (310) 751-2683 (International).

Dated: April [●], 2021
Wilmington, Delaware

/s/ DRAFT

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

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rbartley@ycst.com

jmulvihill@ycst.com

afaris@ycst.com

-and-

Lorenzo Marinuzzi (admitted *pro hac vice*)

Erica J. Richards (admitted *pro hac vice*)

MORRISON & FOERSTER LLP

250 West 55th Street

New York, NY 10019-9601

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E-mails: lmarinuzzi@mofomo.com

erichards@mofomo.com

Proposed Counsel to the Debtors and Debtors in Possession