

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

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In re : Chapter 11
AEROCENTURY CORP., *et al.*, : Case No. 21-10636 (JTD)
Debtors.¹ : (Jointly Administered)
: **Objection Deadline: October 6, 2021 at 4:00 p.m. (ET)**
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**SUMMARY OF FIFTH MONTHLY APPLICATION OF
MORRISON & FOERSTER LLP FOR ALLOWANCE OF COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES
AS COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION
FOR THE PERIOD FROM AUGUST 1, 2021 THROUGH AUGUST 31, 2021**

Name of Applicant: Morrison & Foerster LLP

Authorized to Provide Professional Services to: Debtors and Debtors in Possession

Effective Date of Retention: March 29, 2021 (order entered on April 30, 2021)

Period for which compensation and reimbursement is sought: August 1, 2021 through August 31, 2021

Amount of Compensation sought as actual, reasonable and necessary: \$132,614.00

Amount of Expense Reimbursement sought as actual, reasonable and necessary: \$2.50

This is a: X monthly final application

This monthly application includes 2.7 hours with a value of \$2,234.00 incurred in connection with the preparation of Fee Applications.²

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

² As an accommodation to the Debtors, and consistent with applicable billing guidelines, Morrison & Foerster is not seeking payment for time spent reviewing its time entries for confidential information and compliance with billing guidelines.

| Prior Applications | | Requested | | Approved | |
|---------------------------|--------------------------|---------------------|----------------|---------------------|----------------|
| Date Filed; Docket No. | Period Covered | Fees | Expenses | Fees | Expenses |
| 5/17/2021 ECF No. 138 | 3/29/2021 – 4/30/2021 | \$77,502.50 | \$0.00 | \$77,502.50 | \$0.00 |
| 6/25/2021 ECF No. 198 | 5/1/2021 – 5/31/2021 | \$51,381.00 | \$90.00 | \$51,381.00 | \$90.00 |
| 7/20/2021 ECF No. 231 | 6/1/2021 – 6/30/2021 | \$32,053.50 | \$0.00 | \$32,053.50 | \$0.00 |
| 8/18/2021 ECF No. 267 | 7/1/2021 – 7/31/2021 | \$46,217.00 | \$0.00 | \$36,973.60 | \$0.00 |
| Total | | \$207,154.00 | \$90.00 | \$197,910.60 | \$90.00 |

COMPENSATION BY INDIVIDUAL

| Professional Person | Position with the Applicant | Year Admitted | Department | Hourly Billing Rate | Total Hours Billed | Total Compensation |
|---|------------------------------------|----------------------|-------------------------------------|----------------------------|---------------------------|---------------------------|
| Besse, Dirk | Partner | 1999 (Germany) | Corporate | \$1,275.00 | 0.20 | \$255.00 |
| Timothy J. Harris | Partner | 1997 | Corporate | \$1,375.00 | 60.00 | \$82,500.00 |
| Lorenzo Marinuzzi | Partner | 1996 | Business Restructuring & Insolvency | \$1,550.00 | 25.20 | \$39,060.00 |
| Bayz, Panagiotis C. | Of Counsel | 1991 | Finance & Projects | \$1,100.00 | 0.40 | \$440.00 |
| Ferraioli, Raff | Associate | 2016 | Business Restructuring & Insolvency | \$825.00 | 12.80 | \$10,560.00 |
| Guido, Laura | Senior Paralegal | N/A | Business Restructuring & Insolvency | \$420.00 | 0.70 | \$294.00 |
| Total Incurred: | | | | | 99.3 | \$133,109.00 |
| Blended Rate: | | | | | | \$1,340.47 |
| Less Client Accommodation for Time Entry Review (100% of Fees Incurred): | | | | | n/a | \$(495.00) |
| Total Requested: | | | | | 99.3 | \$132,614.00 |

COMPENSATION BY PROJECT CATEGORY

| Project Category Number | Matter Description | Total Hours Billed | Total Fees Requested |
|---|--|-----------------------------------|---------------------------------|
| 009 | Corporate Governance and Board Matters | 17.90 | \$25,307.50 |
| 011 | Employment and Fee Applications | 2.70 | \$2,234.00 |
| 017 | Plan and Disclosure Statement | 53.30 | \$70,782.50 |
| 024 | Hearings | 0.80 | \$1,187.50 |
| 032 | Time Entry Review | 0.60 | \$495.00 |
| 039 | SEC Reporting/Compliance | 24.00 | \$33,102.50 |
| Total Incurred: | | 99.3 | \$133,109.00 |
| Less Client Accommodation for Time Entry Review (100% of Fees Incurred): | | n/a | \$(495.00) |
| Total Requested: | | 99.3 | \$132,614.00 |

EXPENSE SUMMARY

| Description | Amount |
|-----------------------------------|---------------|
| On-line Research – OTHER DATABASE | \$2.50 |
| Total Requested: | \$2.50 |

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FOR THE DISTRICT OF DELAWARE**

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In re : Chapter 11
AEROCENTURY CORP., *et al.*, : Case No. 21-10636 (JTD)
Debtors.¹ : (Jointly Administered)
: **Objection Deadline: October 6, 2021 at 4:00 p.m. (ET)**
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**FIFTH MONTHLY APPLICATION OF MORRISON
& FOERSTER LLP FOR ALLOWANCE OF COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES
AS COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION FOR
THE PERIOD FROM AUGUST 1, 2021 THROUGH AUGUST 31, 2021**

Pursuant to sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), and Rule 2016 of the Federal Rules of Bankruptcy Procedure, and in accordance with that certain *Order Authorizing the Retention and Employment of Morrison & Foerster LLP as Co-Counsel for the Debtors, Effective as of the Petition Date* [Docket No. 116] (the “Retention Order”), and that certain *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [Docket No. 83] (the “Interim Compensation Order”), the law firm of Morrison & Foerster LLP (“Morrison & Foerster”) hereby moves this Court for reasonable compensation for professional legal services rendered as counsel to the above-captioned debtors and debtors in possession (the “Debtors”) in the amount of \$132,614.00, and reimbursement for the actual and necessary expenses incurred in the amount of \$2.50, for the period commencing August 1, 2021 through and including August 31,

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

2021 (the “Fee Period”). In support of its Application, Morrison & Foerster respectfully represents as follows:

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

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

SUMMARY OF SERVICES RENDERED

3. Attached hereto as Exhibit A is a detailed statement of fees incurred during the Fee Period showing the amount of \$132,614.00 due for fees.

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

DISBURSEMENTS

5. Morrison & Foerster has incurred \$2.50 in actual and necessary expenses during the Fee Period, and seeks reimbursement for these charges.

VALUATION OF SERVICES

6. Morrison & Foerster attorneys and paraprofessionals have expended a total of 99.3 hours in connection with this matter during the Fee Period.

7. The amount of time spent by each of these persons providing services to the Debtors for the Fee Period is fully set forth in the detail attached hereto as Exhibit A. These are

Morrison & Foerster's normal hourly rates of compensation for work of this character. The reasonable value of the services rendered by Morrison & Foerster for the Fee Period as counsel for the Debtors in these cases is \$132,614.00.

8. Morrison & Foerster believes that the time entries included in Exhibit A attached hereto are in compliance with the requirements of Local Rule 2016-2.

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

10. This Application covers the interim fee period from August 1, 2021 through and including August 31, 2021. Morrison & Foerster has and will continue to perform additional necessary services subsequent to August 31, 2021, for which Morrison & Foerster will file subsequent fee applications to the extent necessary.

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CONCLUSION

WHEREFORE, Morrison & Foerster requests that allowance be made to it in the sum of \$132,614.00 as compensation for necessary professional services rendered to the Debtors for the Fee Period, and reimbursement in the sum of \$2.50 for actual and necessary expenses incurred during the Fee Period, and further requests such other and further relief as this Court may deem just and proper.

Dated: September 15, 2021
New York, New York

/s/ Lorenzo Marinuzzi

Lorenzo Marinuzzi (admitted *pro hac vice*)

Raff Ferraioli (admitted *pro hac vice*)

MORRISON & FOERSTER LLP

250 West 55th Street

New York, NY 10019-9601

Telephone: (212) 468-8000

Facsimile: (212) 468-7900

E-mails: lmarinuzzi@mofo.com
rferraioli@mofo.com

Counsel to the Debtors and Debtors in Possession

VERIFICATION

I, Lorenzo Marinuzzi, declare, pursuant to 28 U.S.C. § 1746, under penalty of perjury:

1. I am a partner with the law firm of Morrison & Foerster LLP (“Morrison & Foerster”) and am admitted to the Bar of the States of New York and New Jersey.

2. I have personally performed many of the legal services rendered by Morrison & Foerster, as counsel for the Debtors, and am familiar with all other work performed on behalf of the Debtors by the lawyers and paraprofessionals in the firm.

3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.

Dated: September 15, 2021

/s/ Lorenzo Marinuzzi
LORENZO MARINUZZI

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

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In re : Chapter 11
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AEROCENTURY CORP., *et al.*, : Case No. 21-10636 (JTD)
:
Debtors.¹ : (Jointly Administered)
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: **Objection Deadline: October 6, 2021 at 4:00 p.m. (ET)**
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NOTICE OF FIFTH MONTHLY FEE APPLICATION

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

PLEASE TAKE NOTICE that Morrison & Foerster LLP has filed the *Fifth Monthly Application of Morrison & Foerster LLP for Allowance of Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Debtors and Debtors in Possession for the Period From August 1, 2021 through August 31, 2021* (the “Application”) with the United States Bankruptcy Court for the District of Delaware (the “Court”). The Application seeks allowance of monthly fees in the amount of \$132,614.00 and reimbursement of monthly expenses in the amount of \$2.50.

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

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

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

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

Dated: September 15, 2021
Wilmington, Delaware

/s/ Joseph M. Mulvihill

Joseph M. Barry (No. 4221)

Ryan M. Bartley (No. 4985)

Joseph M. Mulvihill (No. 6061)

S. Alexander Faris (No. 6278)

YOUNG CONAWAY STARGATT & TAYLOR, LLP

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-and-

Lorenzo Marinuzzi (admitted *pro hac vice*)

Raff Ferraioli (admitted *pro hac vice*)

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E-mails: lmarinuzzi@mofo.com

rferraioli@mofo.com

Counsel to the Debtors and Debtors in Possession

EXHIBIT A

MORRISON | FOERSTER

PO BOX 742335
 LOS ANGELES
 CALIFORNIA 90074-2335
 TELEPHONE: 415 268 7000
 FACSIMILE: 415 268 7522
 WWW.MOFO.COM

MORRISON & FOERSTER LLP
 BEIJING, BERLIN, BOSTON, BRUSSELS,
 DENVER, HONG KONG, LONDON,
 LOS ANGELES, NEW YORK, PALO ALTO,
 SAN DIEGO, SAN FRANCISCO, SHANGHAI,
 SINGAPORE, TOKYO, WASHINGTON, D.C.

AeroCentury Corp.
 Christopher B. Tigno
 General Counsel
 1440 Chapin Avenue, Suite 310
 Burlingame, CA 94010

Taxpayer ID # [REDACTED]
 Invoice Number: 6041092
 Invoice Date: September 15, 2021
 Client/Matter Number: 038817-0000013

Matter Name: RESTRUCTURING

RE: RESTRUCTURING

For Professional Services Rendered and Disbursements Incurred through August 31, 2021

| | <u>U.S.Dollars</u> |
|--|--------------------------|
| Current Fees | 133,109.00 |
| Client Accommodation - Time Entry Review | (495.00) |
| Current Fees Value | <u>132,614.00</u> |
| Current Disbursements | <u>2.50</u> |
| Total This Invoice | <u>132,616.50</u> |

Payment may be made by Electronic Funds transfer to the firm's account

[REDACTED]
 [REDACTED]
 [REDACTED]
 [REDACTED]
 [REDACTED]

MORRISON | FOERSTER

Matter Number: 038817-0000013
 Matter Name: RESTRUCTURING

Invoice Number: 6041092
 Invoice Date: September 15, 2021

Time Detail

| Date | Services | Timekeeper | Hours | Value |
|---|--|---------------------|--------------|------------------|
| Corporate Governance and Board Matters | | | | |
| 04-Aug-21 | Discussions with T. Harris regarding CFIUS issues for PRC investment. | Bayz, Panagiotis C. | 0.40 | 440.00 |
| 09-Aug-21 | Prepare for board meeting to review term sheet (.4); participate in board meeting on term sheet (1.4). | Marinuzzi, Lorenzo | 1.80 | 2,790.00 |
| 12-Aug-21 | Review restated ACY certificate and bylaws (2.1); review and markup JHC restated articles (2.2). | Harris, Timothy J. | 4.30 | 5,912.50 |
| 13-Aug-21 | Review and markup revised draft of JHC articles of incorporation. | Harris, Timothy J. | 1.90 | 2,612.50 |
| 14-Aug-21 | Review legacy bylaws (.7); draft amended and restated bylaws (1.8); revise voting proxy to cover changes to size of board of directors (.3). | Harris, Timothy J. | 3.00 | 4,125.00 |
| 16-Aug-21 | Attend joint board meeting of JHC and ACY (.9); review and revise minutes of same (.3) review report in connection with same (.5). | Harris, Timothy J. | 1.70 | 2,337.50 |
| 16-Aug-21 | Prepare for (.3) and participate in board call on plan sponsor docs (.9). | Marinuzzi, Lorenzo | 1.20 | 1,860.00 |
| 24-Aug-21 | Attend board meeting regarding proposed alternative plan sponsor. | Harris, Timothy J. | 1.30 | 1,787.50 |
| 24-Aug-21 | Prepare for (.3) and participate in board meeting regarding alternative restructuring (1.3). | Marinuzzi, Lorenzo | 1.60 | 2,480.00 |
| 26-Aug-21 | Correspondence regarding director and officer insurance tail coverage. | Harris, Timothy J. | 0.70 | 962.50 |
| Total: 009 | Corporate Governance and Board Matters | | 17.90 | 25,307.50 |
| Employment and Fee Applications | | | | |
| 13-Aug-21 | Prepare July fee application. | Guido, Laura | 0.70 | 294.00 |
| 17-Aug-21 | Analyze and revise July monthly fee statement (.9); correspond with L. Marinuzzi regarding same (.1). | Ferraioli, Raff | 0.90 | 742.50 |
| 17-Aug-21 | Finalize monthly fee statement (.6); correspond with L. Marinuzzi regarding same (.1). | Ferraioli, Raff | 0.70 | 577.50 |
| 18-Aug-21 | Review and finalize July Fee statement | Marinuzzi, Lorenzo | 0.40 | 620.00 |
| Total: 011 | Employment and Fee Applications | | 2.70 | 2,234.00 |
| Plan and Disclosure Statement | | | | |
| 04-Aug-21 | Review and markup term sheet for exit financing from potential plan sponsors; conference with A. Bayz regarding CFIUS issues. | Harris, Timothy J. | 3.80 | 5,225.00 |

MORRISON | FOERSTER

Matter Number: 038817-0000013
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Invoice Number: 6041092
 Invoice Date: September 15, 2021

| Date | Services | Timekeeper | Hours | Value |
|-------------|--|--------------------|--------------|--------------|
| 04-Aug-21 | Review term sheet for equity investment as revised by C. Tigno and T. Harris (.7); review T Harris correspondence on trading and listing concerns (.3); call with J. Barry (YCST) on next steps for equity investment and scheduling (.3). | Marinuzzi, Lorenzo | 1.60 | 2,480.00 |
| 05-Aug-21 | Conduct and analyze research regarding the listing of post-reorganized equity (.7); correspond with L. Marinuzzi regarding same (.2); correspond with T. Harris regarding same (.2). | Ferraioli, Raff | 1.10 | 907.50 |
| 05-Aug-21 | Review revised investment term sheet and correspondence from investor on open points (.8); call with investor to review open points and next steps (.5); review with T. Harris and R. Ferraioli precedent for stock issuance under recent bankruptcy plans (.4). | Marinuzzi, Lorenzo | 1.70 | 2,635.00 |
| 06-Aug-21 | Review updated term sheets for investment, multiple drafts (.7); correspondence with J. Barry and C. Tigno on timeline (.3). | Marinuzzi, Lorenzo | 1.00 | 1,550.00 |
| 07-Aug-21 | Analyze draft plan sponsor term sheet. | Ferraioli, Raff | 1.10 | 907.50 |
| 07-Aug-21 | Review final term sheet for board consideration and correspondence from ACY director regarding same. | Marinuzzi, Lorenzo | 0.50 | 775.00 |
| 09-Aug-21 | Call with L. Marinuzzi regarding reorg plan, stockholder approval and 8-K disclosure. | Harris, Timothy J. | 0.50 | 687.50 |
| 09-Aug-21 | Finalize term sheet for execution (.5); review notice and final comments (.4). | Marinuzzi, Lorenzo | 0.90 | 1,395.00 |
| 10-Aug-21 | Review and comment on plan sponsor escrow agreement. | Harris, Timothy J. | 2.80 | 3,850.00 |
| 11-Aug-21 | Review escrow markup and correspondence with plan sponsors' counsel on updated transaction documents (.6); review ballot report and timeline (.2). | Marinuzzi, Lorenzo | 0.80 | 1,240.00 |
| 12-Aug-21 | Review correspondence from T. Harris on plan sponsor documents and SEC requirement in connection with same (.4); review updated draft plan sponsor materials (.4); review correspondence from J. Barry (YCST) on plan sponsor timeline and board control (.5). | Marinuzzi, Lorenzo | 1.30 | 2,015.00 |
| 13-Aug-21 | Review and markup investor syndicate common stock purchase agreement (2.0), ACY Series A Preferred stock purchase agreement (1.3) and Series B Preferred stock purchase agreement (1.2) with JHC; review client's comments and questions on same (1.4). | Harris, Timothy J. | 5.90 | 8,112.50 |
| 14-Aug-21 | Analyze plan sponsor documents (1.4); correspond with L. Marinuzzi (.1) and YCST team (.1) regarding same. | Ferraioli, Raff | 1.60 | 1,320.00 |

MORRISON | FOERSTER

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|-------------|--|--------------------|--------------|--------------|
| 14-Aug-21 | Review investors' comments to common stock purchase agreement. | Harris, Timothy J. | 0.80 | 1,100.00 |
| 14-Aug-21 | Review updated plan sponsor document markups (.8); review correspondence from J. Barry and T. Harris on open points and management comments (.7). | Marinuzzi, Lorenzo | 1.50 | 2,325.00 |
| 15-Aug-21 | Review markups of JHC charter and investment documents (2.4); correspond with plan sponsor's counsel regarding same (.4); telephone call with C. Tigno regarding majority voting control (.5). | Harris, Timothy J. | 3.30 | 4,537.50 |
| 15-Aug-21 | Review further internal markup of plan sponsor documents. | Marinuzzi, Lorenzo | 0.50 | 775.00 |
| 16-Aug-21 | Review updated voting report (.1); analyze comments to plan sponsor agreement (.3) and correspondence among the debtors' professionals regarding same (.2). | Ferraioli, Raff | 0.60 | 495.00 |
| 16-Aug-21 | Review investor markup of Securities Purchase Agreement (1.2). Negotiate final issue in Plan Sponsor Agreement regarding matters related to NYSE Amex (1.4). | Harris, Timothy J. | 2.60 | 3,575.00 |
| 17-Aug-21 | Analyze draft confirmation order (.8); analyze correspondence regarding equity issuance under plan (.3). | Ferraioli, Raff | 1.10 | 907.50 |
| 17-Aug-21 | Review and comment on draft of Confirmation order. | Harris, Timothy J. | 0.90 | 1,237.50 |
| 17-Aug-21 | Review and revise draft confirmation order. | Marinuzzi, Lorenzo | 0.70 | 1,085.00 |
| 18-Aug-21 | Analyze comments regarding confirmation from the US Trustee (.2); analyze proposed responses to same (.3); correspond with L. Marinuzzi regarding same (.1). | Ferraioli, Raff | 0.60 | 495.00 |
| 19-Aug-21 | Analyze confirmation order. | Ferraioli, Raff | 1.10 | 907.50 |
| 20-Aug-21 | Review US Trustee concerns/objections on plan (.4); review proposed resolution of US Trustee objections with J. Mulvihill (YCST) (.4). | Marinuzzi, Lorenzo | 0.80 | 1,240.00 |
| 23-Aug-21 | Analyze update regarding potential plan objection and counter proposal (.2); analyze comments to confirmation filings (.2) and begin review of same (.3). | Ferraioli, Raff | 0.70 | 577.50 |
| 23-Aug-21 | Call with B. Chipman, (counsel to Monocoque) regarding client interest (.5); call with J. Barry (YCST) regarding same and next steps (.3); review draft Tigno and Rosen declaration (5); review confirmation brief (.5). | Marinuzzi, Lorenzo | 1.80 | 2,790.00 |

MORRISON | FOERSTER

Matter Number: 038817-0000013
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Invoice Number: 6041092
 Invoice Date: September 15, 2021

| Date | Services | Timekeeper | Hours | Value |
|---------------------------------|---|--------------------|--------------|------------------|
| 24-Aug-21 | Review correspondence regarding potential alternative plan sponsor (.3); review term sheet from potential alternative plan sponsor and identify and assess issues with same (1.9). | Harris, Timothy J. | 2.20 | 3,025.00 |
| 24-Aug-21 | Review term sheet from potential plan sponsor (.6); correspondence to/from A. Rosen (B. Riley) and J. Barry (YCST) on term sheet and next steps (.5); review NDA signed by potential bidders (.4); review objection to confirmation (.5); analyze issues list on new proposal and questions (.4). | Marinuzzi, Lorenzo | 2.40 | 3,720.00 |
| 25-Aug-21 | Analyze voting results update; analyze comments to confirmation order. | Ferraioli, Raff | 0.40 | 330.00 |
| 25-Aug-21 | Review sponsor comments to draft confirmation order. | Harris, Timothy J. | 0.90 | 1,237.50 |
| 25-Aug-21 | Review updated plan docs and comments from sponsor. | Marinuzzi, Lorenzo | 1.00 | 1,550.00 |
| 26-Aug-21 | Analyze confirmation materials and status of plan dispute. | Ferraioli, Raff | 0.90 | 742.50 |
| 26-Aug-21 | Review strategy for depositions and document discovery in connection with plan dispute. | Marinuzzi, Lorenzo | 0.50 | 775.00 |
| 27-Aug-21 | Further review confirmation materials. | Ferraioli, Raff | 1.40 | 1,155.00 |
| 27-Aug-21 | Review correspondence from J. Barry (YCST) to objector on depositions and filing under seal (.3); review withdrawal of objection (.1); review draft Tigno and Rosen declarations in support of confirmation (.4); review markup of confirmation order (.6). | Marinuzzi, Lorenzo | 1.40 | 2,170.00 |
| 30-Aug-21 | Review final prep for confirmation and resolution of US Trustee objection to releases. | Marinuzzi, Lorenzo | 0.60 | 930.00 |
| Total: 017 | Plan and Disclosure Statement | | 53.30 | 70,782.50 |
| Hearings | | | | |
| 31-Aug-21 | Attend virtual confirmation hearing. | Harris, Timothy J. | 0.30 | 412.50 |
| 31-Aug-21 | Prepare for and attend confirmation hearing. | Marinuzzi, Lorenzo | 0.50 | 775.00 |
| Total: 024 | Hearings | | 0.80 | 1,187.50 |
| Time Entry Review | | | | |
| 12-Aug-21 | Analyze invoice for compliance with U.S. Trustee guidelines. | Ferraioli, Raff | 0.60 | 495.00 |
| Total: 032 | Time Entry Review | | 0.60 | 495.00 |
| SEC Reporting/Compliance | | | | |
| 04-Aug-21 | Review and markup 10-Q. | Harris, Timothy J. | 3.50 | 4,812.50 |

MORRISON | FOERSTER

Matter Number: 038817-0000013
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| Date | Services | Timekeeper | Hours | Value |
|-------------|---|--------------------|--------------|--------------|
| 05-Aug-21 | Conduct and analyze research regarding compliance of potential restructuring transaction with securities law and listing requirements. | Harris, Timothy J. | 1.80 | 2,475.00 |
| 05-Aug-21 | Complete review and comment on 10-Q. | Harris, Timothy J. | 1.30 | 1,787.50 |
| 06-Aug-21 | Review ballot for stockholder approval of reorg plan and analyze compliance with NYSE American Rule 713. | Harris, Timothy J. | 0.80 | 1,100.00 |
| 06-Aug-21 | Review SEC outline from T. Harris on steps for dealing with exchange and listing. | Marinuzzi, Lorenzo | 0.40 | 620.00 |
| 09-Aug-21 | Conduct and analyze research regarding NYSE requirements and next steps (2.4); call with C. Ringo regarding call with NYSE and stockholder meeting requirements (.6). | Harris, Timothy J. | 3.00 | 4,125.00 |
| 09-Aug-21 | Review SEC strategy with T. Harris. | Marinuzzi, Lorenzo | 0.30 | 465.00 |
| 10-Aug-21 | Review and markup 8-K (.4); attention to correspondence with NYSE American (.3). | Harris, Timothy J. | 0.70 | 962.50 |
| 11-Aug-21 | Review materials regarding trading restrictions (.3); correspond with C. Tingo regarding same (.2). | Harris, Timothy J. | 0.50 | 687.50 |
| 15-Aug-21 | Review and markup Q2 earnings release. | Harris, Timothy J. | 1.20 | 1,650.00 |
| 16-Aug-21 | Analyze required NYSE Amex Additional Listing Application for issuance of shares (.6) and correspond with Delaware counsel regarding same (.3); review and markup NT- 10Q (.6); review and comment on 8-K filing (.4); draft short-form merger documents to merge JMC into JHC (1.1). | Harris, Timothy J. | 3.00 | 4,125.00 |
| 17-Aug-21 | Review correspondence from Bourse regarding German listing (.3); correspond with D. Besse regarding same (.2); review NYSE American rules in connection with request post-confirmation actions (.8); correspond with C. Tigno regarding same (.6). | Harris, Timothy J. | 1.90 | 2,612.50 |
| 18-Aug-21 | Correspond with T. Harris regarding AeroCentury German listing. | Besse, Dirk | 0.20 | 255.00 |
| 18-Aug-21 | Attention to NYSE American supplemental listing application (.2); draft related party disclosures (.3); summarize legal impact of notice of German listing (.4). | Harris, Timothy J. | 0.90 | 1,237.50 |
| 19-Aug-21 | Conduct and analyze Research regarding Reg S-X and Exchange Act rules (.3), telephone call with C. Tigno regarding same (.2) and prepare analysis email regarding same (.3). | Harris, Timothy J. | 0.80 | 1,100.00 |
| 25-Aug-21 | Telephone call with C. Tigno regarding trading restrictions and noticing requirements (.4); correspond with bankruptcy counsel regarding same, potential new sponsor (.2). | Harris, Timothy J. | 0.60 | 825.00 |

| Date | Services | Timekeeper | Hours | Value |
|-------------------|---|--------------------|---------------------|-------------------|
| 27-Aug-21 | Analyze and revise Current Report on Form 8-K reporting confirmation order (.7) and Regulation S-K requirements of same (.8). | Harris, Timothy J. | 1.30 | 1,787.50 |
| 30-Aug-21 | Review and markup Form 8-K for confirmation of reorganization plan. | Harris, Timothy J. | 1.80 | 2,475.00 |
| Total: 039 | SEC Reporting/Compliance | | 24.00 | 33,102.50 |
| | | | Current Fees | 132,614.00 |

MORRISON | FOERSTER

Matter Number: 038817-0000013
 Matter Name: RESTRUCTURING

Invoice Number: 6041092
 Invoice Date: September 15, 2021

Timekeeper Summary

| No. | Timekeeper | Rate | Hours | Value |
|------------|-----------------------------|-------------|--------------|-------------------|
| 18653 | Besse, Dirk | 1,275.00 | 0.20 | 255.00 |
| 04557 | Harris, Timothy J. | 1,375.00 | 60.00 | 82,500.00 |
| 14116 | Marinuzzi, Lorenzo | 1,550.00 | 25.20 | 39,060.00 |
| 22181 | Ferraioli, Raff | 825.00 | 12.80 | 10,560.00 |
| 03832 | Bayz, Panagiotis C. | 1,100.00 | 0.40 | 440.00 |
| 13849 | Guido, Laura | 420.00 | 0.70 | 294.00 |
| | Client Accommodation - Time | | | (495.00) |
| | Entry Review | | | |
| | TOTAL | | 99.30 | 132,614.00 |



Matter Number: 038817-0000013
 Matter Name: RESTRUCTURING

Invoice Number: 6041092
 Invoice Date: September 15, 2021

Task Code Summary

| Task Code | Description | Hours | Value |
|-----------|--|--------------|-------------------|
| 009 | Corporate Governance and Board Matters | 17.90 | 25,307.50 |
| 011 | Employment and Fee Applications | 2.70 | 2,234.00 |
| 017 | Plan and Disclosure Statement | 53.30 | 70,782.50 |
| 024 | Hearings | 0.80 | 1,187.50 |
| 032 | Time Entry Review | 0.60 | 495.00 |
| 039 | SEC Reporting/Compliance | 24.00 | 33,102.50 |
| | Client Accommodation - Time Entry Review | | (495.00) |
| | TOTAL | 99.30 | 132,614.00 |

MORRISON | FOERSTER

Matter Number: 038817-0000013
Matter Name: RESTRUCTURING

Invoice Number: 6041092
Invoice Date: September 15, 2021

Disbursement Detail

| Date | Description | Value |
|------------------------------|-----------------------------------|--------------|
| 31-Aug-21 | On-line Research - OTHER DATABASE | 2.50 |
| Current Disbursements | | 2.50 |



Matter Number: 038817-0000013
Matter Name: RESTRUCTURING

Invoice Number: 6041092
Invoice Date: September 15, 2021

Invoice Summary

| | <u>U.S.Dollars</u> |
|-------------------------|--------------------|
| Total Fees | 132,614.00 |
| Total Disbursements | 2.50 |
| Total Amount Due | 132,616.50 |

MORRISON | FOERSTER

Matter Number: 038817-0000013
Matter Name: RESTRUCTURING

Invoice Number: 6041092
Invoice Date: September 15, 2021

For your convenience, we have listed below previous invoices on this matter that remain outstanding at this time according to our records. If you have already submitted payment, we appreciate your promptness. Should you note any discrepancies or if we can provide additional assistance, please call our Client Accounting team at (415) 268-6446 or (866) 314-5320

| Date | Invoice Number | Currency | Original Invoice Amount | Payments Applied | Amount Outstanding |
|-----------|----------------|----------|-------------------------|------------------|--------------------|
| 13-Aug-21 | 6031872 | USD | 46,217.00 | 0.00 | 46,217.00 |