

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

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In re : Chapter 11
JETFLEET HOLDING CORP., :
Reorganized Debtor.¹ : Case No. 21-10637 (JTD)
: **Objection Deadline: November 5, 2021 at 4:00 p.m. (ET)**
: **Hearing Date: November 17, 2021 at 3:00 p.m. (ET)**
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**SUMMARY OF SIXTH MONTHLY AND FINAL APPLICATION OF YOUNG
CONAWAY STARGATT & TAYLOR, LLP FOR ALLOWANCE OF COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS COUNSEL
TO JETFLEET HOLDING CORP. AND ITS AFFILIATED DEBTORS FOR THE
MONTHLY PERIOD FROM SEPTEMBER 1, 2021 THROUGH SEPTEMBER 30, 2021,
AND THE FINAL PERIOD FROM MARCH 29, 2021 THROUGH SEPTEMBER 30, 2021**

Name of Applicant:	Young Conaway Stargatt & Taylor, LLP
Authorized to Provide Professional Services to:	JetFleet Holding Corp. and its affiliated debtors
Effective Date of Retention:	March 29, 2021 (order entered on April 30, 2021)
Monthly Period for which compensation and reimbursement is sought:	September 1, 2021 through September 31, 2021
Amount of Monthly Compensation sought as actual, reasonable and necessary:	\$72,742.50
Amount of Monthly Expense Reimbursement sought as actual, reasonable and necessary:	\$3,946.81
Final Period for which compensation and reimbursement is sought:	March 29, 2021 through and including September 30, 2021
Amount of Final Compensation sought as actual, reasonable and necessary:	\$666,332.50

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



Amount of Final Expense Reimbursement sought \$11,450.54
as actual, reasonable and necessary:

This is a: X monthly X final application

This application includes 1.30 hours with a value of \$460.50 incurred in connection with the preparation of monthly Fee Applications.

Prior applications:

		Requested		Approved	
Date Filed; Docket No.	Period Covered	Fees	Expenses	Fees	Expenses
5/17/21 Docket No. 139	3/29/21 – 4/30/21	\$160,999.50	\$5,996.16	\$160,999.50	\$5,741.06 ²
6/15/21 Docket No. 188	5/1/21 – 5/31/21	\$110,275.00	\$433.40	\$110,275.00	\$433.40
7/15/21 Docket No. 227	6/1/21 – 6/30/21	\$81,806.50	\$588.44	\$81,806.50	\$588.44
8/16/21 Docket No. 263	7/1/21 – 7/31/21	\$62,830.50	\$201.68	Pending	Pending
9/15/21 Docket No. 303	8/1/21 – 8/31/21	\$177,678.50	\$539.15	Pending	Pending
Included Herein	9/1/21 – 9/30/21	\$72,742.50	\$3,946.81	Pending	Pending
Total		\$666,332.50	\$11,705.64	\$353,081.00	\$6,762.90

² This amount includes a voluntary reduction of \$255.10.

MONTHLY COMPENSATION BY INDIVIDUAL

Name of Professional Person	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
Craig D. Grear	Partner since 2000. Joined firm as an associate in 1996. Member of DE Bar since 1996.	\$1,075.00	7.20	\$7,740.00
Joseph M. Barry	Partner since 2009. Joined firm as an associate in 2001. Member of NY Bar since 2001 and DE Bar since 2002.	\$885.00	27.50	\$24,337.50
Joseph M. Mulvihill	Joined firm as an associate in 2019. Member of DE Bar since 2014.	\$575.00	59.00	\$33,925.00
Heather P. Smillie	Joined firm as a law clerk in 2020.	\$400.00	8.80	\$3,520.00
Melissa Romano	Paralegal	\$310.00	0.60	\$186.00
Michelle Smith	Paralegal	\$310.00	9.60	\$2,976.00
Karen Luongo	Paralegal	\$290.00	0.20	\$58.00
TOTAL:			112.90	\$72,742.50
Blended Rate:		\$644.31		

MONTHLY COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
Case Administration (B001)	2.10	\$731.00
Court Hearings (B002)	0.70	\$217.00
Schedules & Statements, U.S. Trustee Reports (B004)	2.50	\$1,146.00
Lease/Executory Contract Issues (B005)	8.60	\$6,305.00
Use, Sale or Lease Property (363 Issues) (B006)	12.70	\$7,426.50
Claims Analysis, Objections and Resolutions (B007)	6.10	\$2,464.50
Plan and Disclosure Statement (B012)	74.80	\$52,327.50
General Corporate Matters (B014)	0.20	\$58.00
Retention of Professionals/Fee Issues (B017)	3.90	\$1,606.50
Fee Application Preparation (B018)	1.30	\$460.50
TOTAL:	112.90	\$72,742.50

MONTHLY EXPENSE SUMMARY

Expenses Category	Total Expenses
Computerized Legal Research	\$136.91
Deposition / Transcript	\$67.90
Docket Retrieval / Search	\$84.30
Reproduction Charges	\$1.80
Secretary of State	\$3,600.00
Teleconference / Video Conference	\$55.90
TOTAL:	\$3,946.81

SUMMARY OF FINAL FEE APPLICATION

Name of Applicant	Young Conaway Stargatt & Taylor, LLP
Name of Client	Debtors
Time period covered by Final Application	March 29, 2021 through September 30, 2021
Total compensation sought during the Final Application Period	\$666,332.50
Total expenses sought during the Final Application Period	\$11,450.54
Petition Date	March 29, 2021
Retention Date	March 29, 2021
Date of order approving employment	April 30, 2021
Total compensation approved by interim order to date	\$353,081.00
Total expenses approved by interim order to date	\$7,018.00
Total allowed compensation paid to date	\$545,488.20
Total allowed expenses paid to date	\$7,503.73
Blended rate in the Final Application for all attorneys	\$685
Blended rate in the Final Application for all timekeepers	\$596
Compensation sought in the Final Application already paid pursuant to a monthly compensation order but not yet allowed	\$192,407.20
Expenses sought in the Final Application already paid pursuant to a monthly compensation order but not yet allowed	\$740.83
Number of professionals included in the Final Application	15
If applicable, number of professionals in the Final Application not included in staffing plan approved by client	9
If applicable, difference between fees budgeted and compensation sought during the Application Period	Amt. Budgeted: \$824,194.00 Amt. Sought: \$666,332.50 Difference: (\$157,861.50)
Number of professionals billing fewer than 15 hours to the case during the Application Period	9
Are any rates higher than those approved or disclosed at retention?	No

**SUMMARY OF TIMEKEEPERS INCLUDED IN THE
FINAL APPLICATION**

Name	Title	Department	Date of First Admission	Fees Billed in the Application Period	Hours Billed in the Application Period	Hourly Rate Billed in the Application Period
Craig D. Gear	Partner	Business Planning & Tax	1996	\$15,910.00	14.80	\$1,075.00
Joseph M. Barry	Partner	Bankruptcy	2001	\$249,481.50	281.90	\$885.00
Ryan M. Bartley	Partner	Bankruptcy	2007	\$514.50	0.70	\$735.00
Michael S. Nieburg	Partner	Bankruptcy	2009	\$13,630.00	18.80	\$725.00
Joseph M. Mulvihill	Associate	Bankruptcy	2014	\$241,557.50	420.10	\$575.00
S. Alexander Faris	Associate	Bankruptcy	2016	\$33,562.00	69.20	\$485.00
Thomas C. Mandracchia	Associate	Bankruptcy	2018	\$5,580.00	12.40	\$450.00
Heather P. Smillie	Law Clerk	Bankruptcy	-	\$57,120.00	142.80	\$400.00
Joshua Brooks	Law Clerk	Bankruptcy	-	\$1,240.00	3.10	\$400.00
Dalali H. Agblevor	Summer Associate	-	-	\$220.00	0.80	\$275.00
Debbie Laskin	Paralegal	Bankruptcy	-	\$928.00	2.90	\$320.00
Melissa Romano	Paralegal	Bankruptcy	-	\$403.00	1.30	\$310.00
Michelle Smith	Paralegal	Bankruptcy	-	\$46,035.00	148.50	\$310.00
Beth Olivere	Paralegal	Bankruptcy	-	\$93.00	0.30	\$310.00
Karen Luongo	Paralegal	Business Planning & Tax	-	\$58.00	0.20	\$290.00
TOTAL				\$666,332.50	1,117.80	

SUMMARY OF FINAL COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
Case Administration (B001)	42.40	\$15,569.50
Court Hearings (B002)	63.30	\$33,163.00
Cash Collateral/DIP Financing (B003)	54.80	\$37,865.00
Schedules & Statements, U.S. Trustee Reports (B004)	65.40	\$35,517.50
Lease/Executory Contract Issues (B005)	15.40	\$9,086.00
Use, Sale or Lease Property (363 Issues) (B006)	188.50	\$119,653.00
Claims Analysis, Objections and Resolutions (B007)	64.10	\$31,921.00
Meetings (B008)	6.50	\$4,574.50
Other Adversary Proceedings (B011)	4.20	\$1,589.00
Plan and Disclosure Statement (B012)	476.40	\$304,884.50
Creditor Inquiries (B013)	4.80	\$4,071.00
General Corporate Matters (B014)	10.00	\$8,638.00
Employee Mattes (B015)	0.50	\$155.00
Retention of Professionals/Fee Issues (B017)	102.50	\$50,943.00
Fee Application Preparation (B018)	19.00	\$8,702.50
TOTALS	1,117.80	\$666,332.50

FINAL EXPENSE SUMMARY

Expenses Category	Total Expenses
Computerized Legal Research	\$373.66
Court Reporter	\$225.00
Delivery / Courier	\$36.00
Deposition / Transcript	\$164.60
Docket Retrieval / Search	\$143.10
Filing Fee	\$5,477.00
Postage	\$2.00
Reproduction Charges	\$1,207.30
Secretary of State	\$3,600.00
Teleconference / Video Conference	\$221.88
TOTAL	\$11,450.54

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

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	:		
In re	:		Chapter 11
	:		
JETFLEET HOLDING CORP.,	:		Case No. 21-10637 (JTD)
	:		
Reorganized Debtor. ¹	:		Objection Deadline: November 5, 2021 at 4:00 p.m. (ET)
	:		Hearing Date: November 17, 2021 at 3:00 p.m. (ET)
	-X		

**SIXTH MONTHLY AND FINAL APPLICATION OF YOUNG CONAWAY STARGATT
& TAYLOR, LLP FOR ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO JETFLEET
HOLDING CORP. AND ITS AFFILIATED DEBTORS FOR THE MONTHLY PERIOD
FROM SEPTEMBER 1, 2021 THROUGH SEPTEMBER 30, 2021, AND THE FINAL
PERIOD FROM MARCH 29, 2021 THROUGH SEPTEMBER 30, 2021**

Pursuant to sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the “Bankruptcy Code”), and Rule 2016 of the Federal Rules of Bankruptcy Procedure, and in accordance with that certain *Order Authorizing the Retention and Employment of Young Conaway Stargatt & Taylor, LLP as Co-Counsel for the Debtors, Effective as of the Petition Date* [Docket No. 114; Case No. 21-10636] (the “Retention Order”), and that certain *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [Docket No. 83; Case No. 21-10636] (the “Interim Compensation Order”), the law firm of Young Conaway Stargatt & Taylor, LLP (hereinafter “YCS&T”) hereby moves this Court for reasonable compensation for professional legal services rendered as counsel to the JetFleet Holding Corp. (“JHC”) and its affiliated debtors (collectively, the “Debtors”) in the amount of \$72,742.50, together with reimbursement for actual and necessary expenses incurred in

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

the amount of \$3,946.81, for the period commencing September 1, 2021 through and including September 30, 2021 (the “**Monthly Fee Period**”), and in the amount of \$666,332.50, together with reimbursement for actual and necessary expenses incurred in the amount of \$11,450.54 for the final period commencing March 29, 2021 through and including September 30, 2020 (the “**Final Fee Period**”). In support of its Application, YCS&T respectfully represents as follows:

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

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

SUMMARY OF MONTHLY SERVICES RENDERED

3. Attached hereto as Exhibit A is a detailed statement of fees incurred during the Monthly Fee Period showing the amount of \$72,742.50 due for fees.

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

MONTHLY DISBURSEMENTS

5. YCS&T has incurred out-of-pocket disbursements during the Monthly Fee Period in the amount of \$3,946.81. Attached hereto as Exhibit B is a detailed statement of expenses paid during the Monthly Fee Period. This disbursement sum is broken down into categories of charges, including, among other things, telephone and telecopier toll and other charges, mail and

express mail charges, special or hand delivery charges, document processing, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by the Firm to outside copying services for use in mass mailings, travel expenses, expenses for “working meals,” computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. A complete review by category of the expenses incurred for the Monthly Fee Period may be found attached hereto as Exhibit B. To the extent such itemization is insufficient to satisfy the requirements of Rule 2016-2(e)(ii) of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), YCS&T respectfully requests that the Court waive strict compliance with such Local Rule.

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

VALUATION OF MONTHLY SERVICES

7. Attorneys and paraprofessionals of YCS&T have expended a total of 112.90 hours in connection with this matter during the Monthly Fee Period.

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

reasonable value of the services rendered by YCS&T for the Monthly Fee Period as counsel for the Debtors in these cases is \$72,742.50.

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

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

REQUEST FOR FINAL APPROVAL OF FEES AND EXPENSES

11. This Application also covers the Final Fee Period of March 29, 2021 through and including September 30, 2021. During the Final Fee Period, YCS&T performed necessary services and incurred out-of-pocket disbursements for the Debtors and their estates. As set forth in prior monthly applications, in accordance with the factors enumerated in 11 U.S.C. § 330, approval of the fees requested for the Final Fee Period 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 this title. In addition, the out-of-pocket disbursements for which reimbursement is sought were actual, reasonable and necessary costs incurred while representing the Debtors.

12. YCS&T has performed, and will continue to perform additional necessary services, and has incurred, and will continue to incur, additional expenses, subsequent to September 30, 2021 in connection with its representation of JMC as a reorganized debtor.

STATEMENT OF APPLICANT

13. The following statements address the questions set forth under section C.5 of the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger Chapter 11 Cases* (the “UST Guidelines”):

- a) During the Final Fee Period, YCS&T did not agree to any variations from, or alternatives to, its standard or customary billing rates, fees, or terms.
- b) The fees sought by YCS&T are not more than the fees budgeted pursuant to the original budget provided by Young Conaway to the Debtors.
- c) The professionals included in the Application for the Final Fee Period did not vary their hourly rate based on the geographic location of the bankruptcy case.
- d) The Application for the Final Fee Period did not include any fees dedicated to revising time records or preparing and revising invoices that would not normally be compensable outside of bankruptcy.
- e) The time period covered by the Application for the Final Fee Period includes approximately 3.00 hours with a value of \$2,555.00 spent by YCS&T to ensure that the time entries subject for the Final Fee Period comply with the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware and do not disclose privileged or confidential information. This review and any revisions associated therewith are a necessary component of YCS&T’s preparation of each monthly fee application.

- f) The Application does not include any rate increases since retention.

BUDGET AND STAFFING PLAN

14. In accordance with the Retention Order and Interim Compensation Order, attached hereto as Exhibit C is the budget and staffing plan for YCS&T approved by the Debtors for the Final Fee Period.

BLENDED RATE SCHEDULE

15. A blended rate schedule, as requested by *Appendix B* to the UST Guidelines, is attached hereto as Exhibit D.

CONCLUSION

WHEREFORE, YCS&T requests that allowance be made to it in the sum of \$72,742.5 as compensation for necessary professional services rendered to the Debtors for the Monthly Fee Period, and the sum of \$3,946.81 for reimbursement of actual necessary costs and expenses incurred during that Monthly Fee Period, and final allowance be made to it in the sum of \$666,332.50 as compensation for necessary professional services rendered to the Debtors for the Final Fee Period, and the sum of \$11,450.54 for reimbursement of actual necessary costs and expenses incurred for the Final Fee Period, and further requests such other and further relief as this Court may deem just and proper.

[Signature page follows]

Dated: October 15, 2021
Wilmington, Delaware

/s/ Joseph M. Barry

Joseph M. Barry (No. 4221)

Ryan M. Bartley (No. 4985)

Joseph M. Mulvihill (No. 6061)

S. Alexander Faris (No. 6278)

YOUNG CONAWAY STARGATT & TAYLOR, LLP

1000 N. King Street

Rodney Square

Wilmington, Delaware 19801

Telephone: (302) 571-6600

Facsimile: (302) 571-1253

E-mails: jbarry@ycst.com

rbartley@ycst.com

tbuchanan@ycst.com

afaris@ycst.com

Counsel to the Debtors and Debtors in Possession

VERIFICATION

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

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

Dated: October 15, 2021

/s/ Joseph M. Barry
JOSEPH M. BARRY

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

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	:	
In re	:	Chapter 11
	:	
JETFLEET HOLDING CORP.,	:	Case No. 21-10637 (JTD)
	:	
Reorganized Debtor. ¹	:	Objection Deadline: November 5, 2021 at 4:00 p.m. (ET)
	:	Hearing Date: November 17, 2021 at 3:00 p.m. (ET)
	X	

NOTICE OF SIXTH MONTHLY AND FINAL FEE APPLICATION

TO: (I) THE DEBTORS; (II) COUNSEL TO THE PREPETITION LENDER; AND (III) THE U.S. TRUSTEE; AND (IV) AND (VI) ANY PARTY THAT HAS REQUESTED NOTICE PURSUANT TO BANKRUPTCY RULE 2002.

PLEASE TAKE NOTICE that Young Conaway Stargatt & Taylor, LLP has filed its *Sixth Monthly and Final Application of Young Conaway Stargatt & Taylor, LLP for Allowance of Compensation for Services Rendered and Reimbursement of Expenses as Counsel to JetFleet Holding Corp. and Its Affiliated Debtors in Possession for the Monthly Period From September 1, 2021 Through September 30, 2021, and the Final Period From March 29, 2021 Through September 30, 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 \$72,742.50 and monthly expenses in the amount of \$3,946.81, and final fees in the amount of \$666,332.50 and final expenses in the amount of \$11,450.54.

PLEASE TAKE FURTHER NOTICE that objections to the Application, if any, are required to be filed on or before **November 5, 2021 at 4:00 p.m. (ET)** (the “Objection Deadline”) with the Clerk of the United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 N. Market Street, Wilmington, Delaware 19801. You must also serve any such objection so as to be received by the following on or before the Objection Deadline: (i) the Reorganized Debtor, 1325 Howard Ave., #614, Burlingame, CA 94010 (Attn: Hal Lyons); (ii) co-counsel to the Reorganized Debtor, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801 (Attn: Joseph M. Barry and Joseph M. Mulvihill, jbarry@ycst.com, jmulvihill@ycst.com); (iii) co-counsel to the Reorganized Debtor, Morrison & Foerster LLP, 250 West 55th Street, New York, NY 10019-9601 (Attn: Lorenzo Marinuzzi and Raff Ferraioli, lmarinuzzi@mof.com, rferraioli@mof.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:

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

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).

PLEASE TAKE FURTHER NOTICE THAT A REMOTE HEARING TO CONSIDER APPROVAL OF THE APPLICATION WILL BE HELD ON NOVEMBER 17, 2021 AT 3:00 P.M. (ET) BEFORE THE HONORABLE JOHN T. DORSEY, UNITED STATES BANKRUPTCY COURT JUDGE.

PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS OR RESPONSES TO THE APPLICATION ARE TIMELY FILED AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED THEREIN WITHOUT FURTHER NOTICE OR A HEARING.

Dated: October 15, 2021
Wilmington, Delaware

/s/ Joseph M. Barry

Joseph M. Barry (No. 4221)

Ryan M. Bartley (No. 4985)

Joseph M. Mulvihill (No. 6061)

S. Alexander Faris (No. 6278)

YOUNG CONAWAY STARGATT & TAYLOR, LLP

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-and-

Lorenzo Marinuzzi (admitted *pro hac vice*)

Raff Ferraioli (admitted *pro hac vice*)

MORRISON & FOERSTER LLP

250 West 55th Street

New York, NY 10019-9601

Telephone: (212) 468-8000

Facsimile: (212) 468-7900

E-mails: lmarinuzzi@mofo.com

rferraioli@mofo.com

Counsel to the Reorganized Debtor

EXHIBIT A

Monthly Fees

RODNEY SQUARE
1000 NORTH KING STREET
WILMINGTON, DELAWARE 19801

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

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

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

Writer's Direct Dial
(302) 571-6705

Writer's E-Mail
jbarry@ycst.com

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

Invoice Date: October 12, 2021
Invoice Number: 50027775
Matter Number: 100803.1001

Re: Debtor Representation

CURRENT INVOICE

Professional Services	\$	72,742.50
Disbursements	\$	<u>3,946.81</u>
Total Due This Invoice	\$	76,689.31

AeroCentury Corp.

Invoice Date:

October 12, 2021

Invoice Number:

50027775

Matter Number:

100803.1001

Time Detail

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
09/01/21	MSMIT	Update critical dates memorandum	B001	0.50	155.00
09/02/21	MSMIT	Circulate critical dates memorandum	B001	0.10	31.00
09/09/21	JMULV	Correspondence with various parties re: CNOs	B001	0.20	115.00
09/14/21	HSMIL	Emails with M. Smith re: omnibus hearing date	B001	0.20	80.00
09/15/21	HSMIL	Review COC re: omnibus hearing date	B001	0.10	40.00
09/15/21	MSMIT	Review and evaluate incoming pleadings for distribution to co-counsel	B001	0.10	31.00
09/17/21	MSMIT	Review and evaluate incoming pleadings for distribution to co-counsel	B001	0.10	31.00
09/20/21	MSMIT	Review and evaluate incoming pleadings for distribution to co-counsel	B001	0.10	31.00
09/22/21	MSMIT	Review and evaluate incoming pleadings for distribution to co-counsel	B001	0.10	31.00
09/28/21	MSMIT	Prepare certification of counsel and proposed order closing certain cases	B001	0.50	155.00
09/29/21	MSMIT	Review and evaluate incoming pleadings for distribution to co-counsel	B001	0.10	31.00
09/14/21	MSMIT	Email to chambers requesting omnibus hearing date	B002	0.10	31.00
09/15/21	MSMIT	Prepare and file certification of counsel regarding omnibus hearing date (.5); coordinate service of order regarding same (.1)	B002	0.60	186.00
09/21/21	JMULV	Correspondence with ACY re: MOR	B004	0.40	230.00
09/23/21	JMULV	Correspondence with company and UST re: fee payments	B004	0.30	172.50
09/27/21	JMULV	Review and finalize MORs for filing	B004	0.70	402.50
09/27/21	MSMIT	Finalize and assemble July monthly operating reports (x3) (.4); finalize for filing and coordinate service of same (.7)	B004	1.10	341.00
09/08/21	JBARR	Emails to/from client and J. Mulvihill re: office lease (.2); review lease (.3); consider strategy (.3)	B005	0.80	708.00
09/23/21	JMULV	Correspondence with A. Rosen re: office lease	B005	0.20	115.00

AeroCentury Corp.

Invoice Date:

October 12, 2021

Invoice Number:

50027775

Matter Number:

100803.1001

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
09/28/21	JMULV	Call with C. Grear re: assumption issues	B005	1.20	690.00
09/28/21	JMULV	Review and revise rejection motion	B005	1.10	632.50
09/29/21	JBARR	Voluminous emails to/from client, A. Rosen, J. Mulvihill re: lease rejection and meeting with J. Mulvihill re: same	B005	0.40	354.00
09/29/21	JMULV	Attention to lease rejection issues	B005	0.60	345.00
09/29/21	MSMIT	Finalize for filing and coordinate service of 1440 Chapin Owner rejection motion	B005	0.60	186.00
09/30/21	JBARR	Voluminous working group emails re: closing and related documentation (includes review of plan and plan sponsor documents re: closing issues raised by plan sponsor) (1.6); several calls to/from J. Mulvihill re: closing (1.0); calls with Lewis Brisbois re: closing issues (.3); work to resolve and settle closing issues raised by Plan Sponsor (.5); finalize closing Issues (.3)	B005	3.70	3,274.50
09/01/21	JMULV	Review various sale documents	B006	1.70	977.50
09/02/21	JBARR	Working group emails re: NOL procedures and related	B006	0.20	177.00
09/02/21	JMULV	Review sale documents	B006	1.20	690.00
09/06/21	JMULV	Correspondence with H. Lyons re: Tax returns	B006	0.20	115.00
09/07/21	JMULV	Review various sale documents	B006	1.10	632.50
09/08/21	JMULV	Review sale documents	B006	0.60	345.00
09/13/21	JBARR	Emails to/from client re: D&O coverage	B006	0.20	177.00
09/14/21	JMULV	Correspondence with J. Barry re: APA	B006	0.50	287.50
09/14/21	JMULV	Call with C. Tigno re: APA	B006	0.60	345.00
09/16/21	JMULV	Correspondence with J. Barry re: bank account transition	B006	0.60	345.00
09/16/21	JMULV	Review and revise assignment and sale documents and NTE agreement	B006	1.40	805.00
09/17/21	JMULV	Correspondence with Company and Plan Sponsor re: various effective date issues	B006	1.10	632.50

AeroCentury Corp.

Invoice Date:

October 12, 2021

Invoice Number:

50027775

Matter Number:

100803.1001

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
09/17/21	JMULV	Correspondence with F. Pegueros and C. Tigno re: security releases	B006	0.40	230.00
09/23/21	JMULV	Correspondence with various parties re: DACA release	B006	0.90	517.50
09/24/21	JMULV	Review and revise various sale closing documents	B006	1.40	805.00
09/27/21	JMULV	Review and revise DACA release agreement	B006	0.60	345.00
09/09/21	HSMIL	Review updated claim register (.3); emails with KCC re: same (.1); draft and revise claim objection (1.2); draft notice of satisfaction (.5); emails with H. Lyons re: same (.2); emails with J. Mulvihill re: same (.1)	B007	2.40	960.00
09/09/21	JMULV	Review updated claims register	B007	0.50	287.50
09/14/21	HSMIL	Review/revise claim objection (.8); emails with J. Mulvihill re: same (.1); draft email to client re: same (.2); revise notice of satisfaction (.2)	B007	1.30	520.00
09/16/21	HSMIL	Email exchange with client re: claim objection	B007	0.20	80.00
09/20/21	HSMIL	Revise claim objection (.4); prepare same for filing (.3); review notice of same (.2); emails with M. Smith re: same (.1)	B007	1.00	400.00
09/20/21	MSMIT	Prepare notice (.1); finalize for filing and coordinate service of 3rd omnibus claims objection (.6)	B007	0.70	217.00
09/01/21	JMULV	Prepare for and attend call with company re: effective date issues	B012	0.70	402.50
09/02/21	JBARR	Review and analyze closing checklist and emails with J. Mulvihill re: same (.1); follow up emails re: plan issues (.2)	B012	0.30	265.50
09/02/21	JMULV	Draft effective date checklist	B012	0.90	517.50
09/03/21	HSMIL	Email exchange with debtor team re: effective date information	B012	0.20	80.00
09/03/21	JBARR	Various working group emails re: sales closing and plan closing	B012	0.60	531.00
09/07/21	JMULV	Correspondence with H. Lyons re: plan transactions	B012	0.40	230.00
09/07/21	JMULV	Drafting statutory trust agreement	B012	2.20	1,265.00
09/08/21	HSMIL	Team call re: effective date planning	B012	1.00	400.00

AeroCentury Corp.

Invoice Date:

October 12, 2021

Invoice Number:

50027775

Matter Number:

100803.1001

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
09/08/21	JBARR	Ongoing work with J. Mulvihill re: closing and effective date documents.	B012	0.50	442.50
09/08/21	JBARR	Prepare for and attend call with YCST team, MoFo and A. Rosen re: various closing issues and walk through closing checklist and follow up with J. Mulvihill re: same	B012	1.00	885.00
09/08/21	JMULV	Call with H. Lyons re: effective date	B012	0.20	115.00
09/08/21	JMULV	Call with KCC re: distributions	B012	0.50	287.50
09/08/21	JMULV	Correspondence with C. Tigno re: rejections	B012	0.30	172.50
09/08/21	JMULV	Correspondence with H. Lyons re: effective date issues	B012	0.30	172.50
09/08/21	JMULV	Drafting trust agreement	B012	2.90	1,667.50
09/09/21	JBARR	Work with MoFo, client and J. Mulvihill re: various closing issues	B012	0.90	796.50
09/09/21	JMULV	Drafting statutory trust agreement	B012	0.80	460.00
09/10/21	JBARR	Work to resolve outstanding post-confirmation and closing date issues (including working with client, A. Rosen, MoFo and J. Mulvihill re: same (1.1); prepare for and attend call with H. Lyons and A. Rosen re: same (.3); follow up with Plan Sponsor and related (.2)	B012	1.60	1,416.00
09/10/21	JMULV	Attend call with company re: effective date timing	B012	0.20	115.00
09/13/21	JBARR	Work with J. Mulvihill re: finalizing plan and related documents for closing and effective date	B012	1.30	1,150.50
09/14/21	JBARR	Review, revise and edit trust agreement and work with J. Mulvihill to finalize same	B012	0.90	796.50
09/15/21	JBARR	Work with J. Mulvihill to finalize trust agreement	B012	0.30	265.50
09/15/21	JMULV	Review and revise trust agreement	B012	1.60	920.00
09/15/21	JMULV	Correspondence with H. Lyons re: effective date	B012	0.40	230.00
09/16/21	JBARR	Work with J. Mulvihill and client re: effective date and closing	B012	0.80	708.00
09/17/21	CGREA	Attention to plan implementation issues	B012	0.20	215.00

AeroCentury Corp.

Invoice Date:

October 12, 2021

Invoice Number:

50027775

Matter Number:

100803.1001

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
09/17/21	JBARR	Work on closing issues (includes working to resolve issue re: payment of investment funds and plan sponsor issues)	B012	1.20	1,062.00
09/18/21	CGREA	Review and analyze statutory trust agreement	B012	1.00	1,075.00
09/18/21	CGREA	Review and analyze plan re: acquisition of Series B Pfd shares and related issues	B012	0.90	967.50
09/18/21	CGREA	Emails with J. Mulvihill re: trust issues	B012	0.10	107.50
09/18/21	CGREA	Research re: tax issues in connection with trust formation	B012	0.30	322.50
09/20/21	CGREA	Telephone conference with J. Mulvihill re: trust issues	B012	0.30	322.50
09/20/21	CGREA	Research re: issues with respect to AeroCentury Trust	B012	0.20	215.00
09/20/21	CGREA	Follow up call with J. Mulvihill re: trust issues and related tax issues	B012	0.20	215.00
09/20/21	CGREA	Emails with J. Mulvihill re: revisions to and issues with respect to statutory trust to hold Series B pfd share	B012	0.20	215.00
09/20/21	CGREA	Revise trust agreement to hold Series B pfd share	B012	0.90	967.50
09/20/21	JBARR	Work with client, J. Mulvihill and Lewis Brisbois re: closing and effective date issues and related documentation	B012	2.00	1,770.00
09/20/21	JMULV	Attention to revisions to trust agreement	B012	3.10	1,782.50
09/20/21	JMULV	Call with H. Lyons re: intercompany receivables	B012	0.60	345.00
09/20/21	JMULV	Review and revise letter agreement re: payment of plan sponsor funds	B012	0.80	460.00
09/21/21	CGREA	Attention to trust structure issues	B012	0.20	215.00
09/21/21	CGREA	Emails with J. Mulvihill and J. Barry re: trust admin issues	B012	0.10	107.50
09/21/21	HSMIL	Research re: plan revisions (0.4); draft and revise certification of counsel re: plan revision (0.5); emails with J. Mulvihill and J. Barry re: same (0.2)	B012	1.10	440.00
09/21/21	JBARR	Attention to various closing/effective date issues and related documentation and voluminous working group correspondence	B012	2.00	1,770.00
09/21/21	JMULV	Correspondence with various parties re: dividend payment	B012	0.40	230.00

AeroCentury Corp.

Invoice Date:

October 12, 2021

Invoice Number:

50027775

Matter Number:

100803.1001

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
09/21/21	JMULV	Attention to dividend record date issues	B012	1.20	690.00
09/21/21	JMULV	Revise trust agreement	B012	0.70	402.50
09/21/21	JMULV	Correspondence with J. Yung re: letter agreement	B012	0.40	230.00
09/22/21	CGREA	Review and analyze revisions to trust agreement with respect to regulatory compliance and reporting issues re: same	B012	0.40	430.00
09/22/21	CGREA	Emails with J. Mulvihill re: trust agreement issues	B012	0.10	107.50
09/22/21	JBARR	Voluminous working group emails re: closing and effective date issues (.8); review revise and edit draft 8K and related press release (.5); work with J. Mulvihill re: same (.5)	B012	1.80	1,593.00
09/22/21	JMULV	Correspondence with chambers re: distribution effective date order	B012	0.20	115.00
09/22/21	JMULV	Correspondence with various parties re: effective date	B012	1.30	747.50
09/22/21	JMULV	Finalize distribution effective date order for filing	B012	0.40	230.00
09/22/21	JMULV	Correspondence with J. Barry and H. Lyons re: intercompany claims	B012	1.10	632.50
09/22/21	JMULV	Correspondence with MoFo re: revisions to trust agreement	B012	0.60	345.00
09/22/21	MSMIT	File certification of counsel regarding order amending class 7 record date (.5); coordinate service of order (.1)	B012	0.60	186.00
09/23/21	JBARR	Work with J. Mulvihill re: closing/ED issues	B012	0.50	442.50
09/23/21	JMULV	Correspondence with KCC re: effective date	B012	0.20	115.00
09/23/21	JMULV	Attention to various trust issues	B012	0.80	460.00
09/24/21	JMULV	Correspondence with C. Tigno re: NYSE requirements	B012	0.60	345.00
09/24/21	JMULV	Correspondence with BMT re: trust agreement	B012	0.40	230.00
09/25/21	JBARR	Research issues for T. Harris and respond to emails re: same (.3); follow up emails re: closing issues (.3)	B012	0.60	531.00
09/26/21	JBARR	Working group emails re: closing issues and related	B012	0.30	265.50

AeroCentury Corp.

Invoice Date:

October 12, 2021

Invoice Number:

50027775

Matter Number:

100803.1001

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
09/26/21	JMULV	Correspondence with various parties re: effective date task list	B012	0.60	345.00
09/27/21	JBARR	Work to address numerous closing and effective date issues (1.1); call with MoFo and J. Mulvihill re: same (.6); call with A. Rosen re: same (.3); follow up correspondence re: same and consider next steps and closing scheduled for 9/30 (.3)	B012	2.30	2,035.50
09/27/21	JMULV	Correspondence with Company and Plan Sponsor re: KYC diligence	B012	1.20	690.00
09/27/21	JMULV	Correspondence with T. Harris re: PSA	B012	0.30	172.50
09/27/21	JMULV	Review and revise plan supplement	B012	0.40	230.00
09/27/21	JMULV	Finalize trust agreement	B012	0.70	402.50
09/27/21	JMULV	Prepare for and attend call re: effective date WIP list	B012	0.60	345.00
09/28/21	CGREA	Attention to trust formation and election issues	B012	0.20	215.00
09/28/21	CGREA	Emails with J. Mulvihill re: transfers on plan effective date	B012	0.10	107.50
09/28/21	CGREA	Follow up on issues with respect to transfer of UK entities under plan	B012	0.10	107.50
09/28/21	CGREA	Telephone conference with J. Mulvihill re: transfers upon effective date of plan	B012	0.40	430.00
09/28/21	CGREA	Review and analyze plan supplement documents in connection with transfers of leases and subsidiary equity on plan effective date	B012	1.00	1,075.00
09/28/21	HSMIL	Research (.4) and draft (.9) rejection motion for office lease	B012	1.30	520.00
09/28/21	JBARR	Ongoing work on effective date issues	B012	0.50	442.50
09/28/21	JBARR	Prepare for and attend meeting with J. Mulvihill re: case closure issues	B012	0.30	265.50
09/28/21	JBARR	Attention to various effective date and closing issues	B012	1.20	1,062.00
09/28/21	JMULV	Call with potential plan trustee	B012	0.50	287.50
09/28/21	JMULV	Attention to various closing and effective date items	B012	1.10	632.50
09/28/21	JMULV	Call with J. Barry re: effective date task list	B012	0.60	345.00

AeroCentury Corp.

Invoice Date:

October 12, 2021

Invoice Number:

50027775

Matter Number:

100803.1001

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
09/28/21	MSMIT	Prepare notice of 3rd plan supplement	B012	0.50	155.00
09/29/21	CGREA	Attention to trust formation issues and related emails with J. Mulvihill re: same	B012	0.20	215.00
09/29/21	JBARR	Work to resolve various closing/effective date issues and related voluminous email traffic and discussions with J. Mulvihill	B012	1.20	1,062.00
09/29/21	JMULV	Call with potential plan trustee	B012	0.50	287.50
09/29/21	JMULV	Attention to various effective date issues	B012	1.30	747.50
09/29/21	JMULV	Respond to KYC requests	B012	0.30	172.50
09/29/21	JMULV	Correspondence with C. Tigno re: tax issues	B012	0.40	230.00
09/29/21	JMULV	Attention to funds flow memo	B012	0.40	230.00
09/29/21	JMULV	Update notice of effective date	B012	0.30	172.50
09/29/21	JMULV	Finalize plan supplement for filing	B012	0.40	230.00
09/29/21	JMULV	Correspondence with various parties re: trust agreement	B012	1.10	632.50
09/29/21	MSMIT	Finalize for filing and coordinate service of 3rd plan supplement	B012	0.60	186.00
09/30/21	CGREA	Attention to plan effectiveness matters and related emails with J. Mulvihill re: same	B012	0.10	107.50
09/30/21	JMULV	Finalize trust agreement for submission	B012	0.40	230.00
09/30/21	JMULV	Correspondence with plan sponsor re: closing cases and plan supplement	B012	0.40	230.00
09/30/21	JMULV	Correspondence with UST re: coc closing cases	B012	0.30	172.50
09/30/21	JMULV	Attention to various effective date items	B012	3.70	2,127.50
09/30/21	JMULV	Review and revise COC re: closing cases	B012	0.30	172.50
09/30/21	MSMIT	Assist J. Mulvihill with finalizing Trust Agreement and Certificate	B012	0.20	62.00
09/30/21	KLUON	File Cert. of Trust of The ACY Legacy Shareholder Trust with the Delaware Sec. of State; email to J. Mulvihill and J. Barry re: same	B014	0.20	58.00

AeroCentury Corp.

Invoice Date:

October 12, 2021

Invoice Number:

50027775

Matter Number:

100803.1001

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
09/07/21	MROMA	Emails with J. Barry re: filing of certificate of no objection for YCST's fourth fee application	B017	0.10	31.00
09/08/21	MROMA	Finalize and file certificate of no objection re: YCST's fourth monthly fee application	B017	0.20	62.00
09/09/21	JMULV	Correspondence with R. Ferraioli re: fee applications	B017	0.20	115.00
09/09/21	MROMA	Email to J. Mulvihill re: certificate of no objection for Morrison & Foerster's fourth monthly fee application; finalize and file same	B017	0.30	93.00
09/13/21	MSMIT	Finalize for filing and coordinate service of KCC July 2021 fee application	B017	0.60	186.00
09/15/21	JMULV	Correspondence with R. Ferraioli and J. Barry re: various fee issues	B017	0.40	230.00
09/15/21	JMULV	Review and revise MoFo fee application	B017	0.30	172.50
09/15/21	MSMIT	Finalize for filing and coordinate service of Morrison & Foerster August 2021 fee application	B017	0.60	186.00
09/17/21	JMULV	Review and revise BDO fee application	B017	0.60	345.00
09/17/21	MSMIT	Finalize for filing and coordinate service of BDO 1st interim fee application	B017	0.60	186.00
09/08/21	JBARR	Email to client re: CNO re: fee app	B018	0.10	88.50
09/15/21	MSMIT	Prepare YCST August 2021 fee application (.6); finalize for filing and coordinate service of same (.6)	B018	1.20	372.00
Total				112.90	\$72,742.50

AeroCentury Corp.

Invoice Date: October 12, 2021
Invoice Number: 50027775
Matter Number: 100803.1001

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Amount</u>
Craig D. Gear	7.20	7,740.00
Heather P. Smillie	8.80	3,520.00
Joseph M. Barry	27.50	24,337.50
Joseph M. Mulvihill	59.00	33,925.00
Karen Luongo	0.20	58.00
Melissa Romano	0.60	186.00
Michelle Smith	9.60	2,976.00
Total	112.90	\$72,742.50

AeroCentury Corp.

Invoice Date:

October 12, 2021

Invoice Number:

50027775

Matter Number:

100803.1001

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

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Heather P. Smillie	Associate	0.30	400.00	120.00
Joseph M. Mulvihill	Associate	0.20	575.00	115.00
Michelle Smith	Paralegal	1.60	310.00	496.00
Total		2.10		731.00

Task Code:B002**Court Hearings**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Michelle Smith	Paralegal	0.70	310.00	217.00
Total		0.70		217.00

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

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Joseph M. Mulvihill	Associate	1.40	575.00	805.00
Michelle Smith	Paralegal	1.10	310.00	341.00
Total		2.50		1,146.00

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

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Joseph M. Barry	Partner	4.90	885.00	4,336.50
Joseph M. Mulvihill	Associate	3.10	575.00	1,782.50
Michelle Smith	Paralegal	0.60	310.00	186.00
Total		8.60		6,305.00

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

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Joseph M. Barry	Partner	0.40	885.00	354.00
Joseph M. Mulvihill	Associate	12.30	575.00	7,072.50
Total		12.70		7,426.50

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

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Heather P. Smillie	Associate	4.90	400.00	1,960.00
Joseph M. Mulvihill	Associate	0.50	575.00	287.50
Michelle Smith	Paralegal	0.70	310.00	217.00
Total		6.10		2,464.50

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

AeroCentury Corp.

Invoice Date: October 12, 2021
 Invoice Number: 50027775
 Matter Number: 100803.1001

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Craig D. Grear	Partner	7.20	1,075.00	7,740.00
Joseph M. Barry	Partner	22.10	885.00	19,558.50
Heather P. Smillie	Associate	3.60	400.00	1,440.00
Joseph M. Mulvihill	Associate	40.00	575.00	23,000.00
Michelle Smith	Paralegal	1.90	310.00	589.00
Total		74.80		52,327.50

Task Code:B014 **General Corporate Matters**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Karen Luongo	Paralegal	0.20	290.00	58.00
Total		0.20		58.00

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

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Joseph M. Mulvihill	Associate	1.50	575.00	862.50
Melissa Romano	Paralegal	0.60	310.00	186.00
Michelle Smith	Paralegal	1.80	310.00	558.00
Total		3.90		1,606.50

Task Code:B018 **Fee Application Preparation**

<u>Name</u>	<u>Timekeeper Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Joseph M. Barry	Partner	0.10	885.00	88.50
Michelle Smith	Paralegal	1.20	310.00	372.00
Total		1.30		460.50

EXHIBIT B

Monthly Expenses

AeroCentury Corp.

Invoice Date:

October 12, 2021

Invoice Number:

50027775

Matter Number:

100803.1001

Cost Detail

<u>Date</u>	<u>Description</u>	<u>Quantity</u>	<u>Amount</u>
08/02/21	Docket Retrieval / Search	9.00	0.90
08/06/21	Docket Retrieval / Search	2.00	0.20
08/06/21	Docket Retrieval / Search	1.00	0.10
08/09/21	Docket Retrieval / Search	1.00	0.10
08/09/21	Docket Retrieval / Search	3.00	0.30
08/09/21	Docket Retrieval / Search	2.00	0.20
08/10/21	Docket Retrieval / Search	1.00	0.10
08/10/21	Docket Retrieval / Search	2.00	0.20
08/16/21	Docket Retrieval / Search	2.00	0.20
08/17/21	Docket Retrieval / Search	15.00	1.50
08/18/21	Docket Retrieval / Search	30.00	3.00
08/18/21	Docket Retrieval / Search	2.00	0.20
08/18/21	Docket Retrieval / Search	2.00	0.20
08/18/21	Docket Retrieval / Search	23.00	2.30
08/18/21	Docket Retrieval / Search	30.00	3.00
08/18/21	Docket Retrieval / Search	1.00	0.10
08/18/21	Docket Retrieval / Search	30.00	3.00
08/18/21	Docket Retrieval / Search	30.00	3.00
08/18/21	Docket Retrieval / Search	30.00	3.00
08/18/21	Docket Retrieval / Search	3.00	0.30
08/18/21	Docket Retrieval / Search	7.00	0.70
08/18/21	Docket Retrieval / Search	213.00	21.30
08/18/21	Docket Retrieval / Search	1.00	0.10
08/18/21	Docket Retrieval / Search	12.00	1.20
08/18/21	Docket Retrieval / Search	30.00	3.00
08/18/21	Docket Retrieval / Search	4.00	0.40
08/18/21	Docket Retrieval / Search	224.00	22.40
08/18/21	Docket Retrieval / Search	4.00	0.40
08/19/21	Docket Retrieval / Search	6.00	0.60
08/20/21	Docket Retrieval / Search	2.00	0.20
08/24/21	Docket Retrieval / Search	1.00	0.10
08/24/21	Docket Retrieval / Search	8.00	0.80
08/24/21	Soundpath Conferencing - Teleconference - Payee: Soundpath Confer Services, LLC	1.00	9.28
08/24/21	Docket Retrieval / Search	8.00	0.80
08/24/21	Computerized Legal Research Westlaw Search by: SMILLIE, HEATHER	6.00	19.08

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<u>Date</u>	<u>Description</u>	<u>Quantity</u>	<u>Amount</u>
08/24/21	Docket Retrieval / Search	2.00	0.20
08/24/21	Docket Retrieval / Search	2.00	0.20
08/25/21	Docket Retrieval / Search	1.00	0.10
08/25/21	Docket Retrieval / Search	2.00	0.20
08/25/21	Docket Retrieval / Search	9.00	0.90
08/25/21	Docket Retrieval / Search	10.00	1.00
08/26/21	Computerized Legal Research Westlaw Search by: SMILLIE,HEATHER	28.00	89.17
08/26/21	Soundpath Conferencing - Teleconference - Payee: Soundpath Confer Services, LLC	1.00	9.55
08/26/21	Soundpath Conferencing - Teleconference - Payee: Soundpath Confer Services, LLC	1.00	2.33
08/26/21	Soundpath Conferencing - Teleconference - Payee: Soundpath Confer Services, LLC	1.00	8.78
08/26/21	Docket Retrieval / Search	18.00	1.80
08/26/21	Docket Retrieval / Search	1.00	0.10
08/26/21	Docket Retrieval / Search	2.00	0.20
08/26/21	Docket Retrieval / Search	2.00	0.20
08/26/21	Docket Retrieval / Search	2.00	0.20
08/26/21	Docket Retrieval / Search	30.00	3.00
08/26/21	Docket Retrieval / Search	2.00	0.20
08/27/21	Docket Retrieval / Search	14.00	1.40
08/27/21	Soundpath Conferencing - Teleconference - Payee: Soundpath Confer Services, LLC	1.00	6.99
08/27/21	Docket Retrieval / Search	2.00	0.20
08/27/21	Computerized Legal Research Westlaw Search by: SMILLIE,HEATHER	9.00	28.66
08/27/21	Docket Retrieval / Search	1.00	0.10
08/27/21	Docket Retrieval / Search	1.00	0.10
08/30/21	Docket Retrieval / Search	2.00	0.20
08/30/21	Docket Retrieval / Search	1.00	0.10
09/08/21	Soundpath Conferencing - Teleconference - Payee: Soundpath Confer Services, LLC	1.00	18.97
09/17/21	Photocopy Charges Duplication BW	18.00	1.80
09/30/21	Secretary of State - Filing Fee- THE ACY LEGACY SHAREHOLDER TRUST	1.00	600.00
09/30/21	Secretary of State - Filing Fee- THE ACY LEGACY SHAREHOLDER TRUST	1.00	600.00
09/30/21	Secretary of State - Filing Fee- THE ACY LEGACY SHAREHOLDER TRUST	1.00	600.00

AeroCentury Corp.

Invoice Date: October 12, 2021
 Invoice Number: 50027775
 Matter Number: 100803.1001

<u>Date</u>	<u>Description</u>	<u>Quantity</u>	<u>Amount</u>
09/30/21	Reliable Wilmington - Deposition/Transcript Payment to Reliable Wilmington for transcript services related to AeroCentury hearing held 8/31/2021	1.00	67.90
09/30/21	Secretary of State - Filing Fee- THE ACY LEGACY SHAREHOLDER TRUST	1.00	600.00
09/30/21	Secretary of State - Filing Fee- THE ACY LEGACY SHAREHOLDER TRUST	1.00	600.00
09/30/21	Secretary of State - Filing Fee- THE ACY LEGACY SHAREHOLDER TRUST	1.00	600.00
Total			\$3,946.81

Cost Summary

<u>Description</u>	<u>Amount</u>
Computerized Legal Research	136.91
Deposition/Transcript	67.90
Docket Retrieval / Search	84.30
Reproduction Charges	1.80
Secretary of State	3,600.00
Teleconference / Video Conference	55.90
Total	\$3,946.81

EXHIBIT C**BUDGET AND STAFFING PLAN**

Professional	Position of Applicant, Number of Years in that Position, Year of Obtaining License to Practice
Joseph M. Barry	Partner since 2009. Joined firm as associate in 2001. Member of NY Bar since 2001 and DE Bar since 2002.
Ryan M. Bartley	Partner since 2018. Joined firm as an associate in 2007. Member of DE Bar since 2007.
Joseph M. Mulvihill	Joined firm as associate in 2019. Member of DE Bar since 2014.
S. Alexander Faris	Joined firm as an associate in 2020. Member of the DE Bar since 2016.
Heather Smillie	Joined firm as a law clerk in 2020.
Michelle Smith	Paralegal

STAFFING PLAN		
Category of Timekeeper	Number of Timekeepers Expected to Work on the Matter During the Budgeted Period	Average Rate¹
Partner	2	\$885
Counsel	-	
Associate (7 or more years since first admission)	1	\$575
Associate (4-6 years since first admission)	1	\$485
Associate (less than 4 years since first admission)	-	-
Paralegal	2	\$355

¹ The Average Hourly Rate is a weighted average based on the individual hourly rate of, and projected number of hours worked by, each timekeeper over the course of the Final Fee Period.

BUDGET					
March/April: \$174,194			July: \$125,000		
May: \$152,350			August: \$150,000		
June: \$147,650			September: \$75,000		
			TOTAL: \$824,194		
Project Category		Estimated Hours	Billed Hours	Estimated Fees	Billed Fees
B001	Case Administration	71.00	42.40	\$41,140.00	\$15,569.50
B002	Court Hearings	71.00	63.30	\$41,140.00	\$33,163.00
B003	Cash Collateral/DIP Financing	71.00	54.80	\$41,140.00	\$37,865.00
B004	Schedules & Statements, U.S. Trustee Reports	86.00	65.40	\$49,368.00	\$35,517.50
B005	Lease/Executory Contract issues	43.00	15.40	\$24,684.00	\$9,086.00
B006	Use, Sale or Lease of Property (363 issues)	285.00	188.50	\$164,559.00	\$119,653.00
B007	Claims Analysis, Objections and Resolutions	143.00	64.10	\$82,280.00	\$31,921.00
B008	Meetings	14.00	6.50	\$8,228.00	\$4,574.50
B009	Stay Relief Matters	0.00	0.00	\$0.00	\$0.00
B010	Reclamation Claims and Reclamation Adversaries (Only)	0.00	0.00	\$0.00	\$0.00
B011	Other Adversary Proceedings	14.00	4.20	\$8,228.00	\$1,589.00
B012	Plan and Disclosure Statement	399.00	476.40	\$230,383.00	\$304,884.50
B013	Creditor Inquiries	14.00	4.80	\$8,228.00	\$4,071.00
B014	General Corporate Matters	14.00	10.00	\$8,228.00	\$8,638.00
B015	Employee Matters	14.00	0.50	\$8,228.00	\$155.00
B016	Asset Analysis	0.00	0.00	\$0.00	\$0.00
B017	Retention of Professionals/Fee Issues	143.00	102.50	\$82,280.00	\$50,943.00
B018	Fee Application Preparation	43.00	19.00	\$24,684.00	\$8,702.50
B019	Travel	0.00	0.00	\$0.00	\$0.00
B020	Utility Services	0.00	0.00	\$0.00	\$0.00
Total		1,425.00	1,117.80	\$822,798.00	\$666,332.50

EXHIBIT D**CUSTOMARY AND COMPARABLE
COMPENSATION DISCLOSURES**

Young Conaway's hourly rates for bankruptcy services are comparable to the hourly rates charged in complex chapter 11 cases by similarly skilled bankruptcy attorneys. In addition, Young Conaway's hourly rates for bankruptcy services are comparable to the rates charged by the Firm for other complex corporate and litigation matters. The rates charged by the Firm for the services performed in the prior calendar year in the practice areas that are comparable to the services performed by the Bankruptcy and Corporate Restructuring section – namely, Corporate Counseling and Litigation, Business Planning, and Intellectual Property Litigation -are set forth below. Also included below is 2020 blended hourly rate information for all sections of the Firm, excluding the Bankruptcy and Corporate Restructuring section and the Personal Injury and Workers' Compensation section.

Category of Timekeeper	Blended Hourly Rate		
	Billed In comparable practice areas for preceding calendar year¹	Billed Firm-wide for preceding calendar year²	Billed This Application
Partner	\$786	\$698	\$884
Counsel	\$605	\$533	N/A
Associate	\$422	\$418	\$559
Paralegal	\$260	\$230	\$354
Aggregated:	\$552	\$523	\$596

¹ This column reflects the blended 2020 rates charged by the firm for complex corporate and litigation matters in the following sections of the firm: Corporate Counseling and Litigation, Business Planning, and Intellectual Property Litigation.

² This column excludes blended hourly rates for the Bankruptcy and Corporate Restructuring section and the Personal Injury and Workers' Compensation section.