

**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.<sup>1</sup> : **Hearing Date: December 9, 2021 at 1:00 p.m. (ET)**  
: **Objection Deadline: November 23, 2021 at 4:00 p.m. (ET)**  
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**REORGANIZED DEBTOR’S MOTION FOR ENTRY  
OF A FINAL DECREE AND ORDER CLOSING THE CHAPTER 11 CASE  
AND TERMINATING CLAIMS AND NOTICING SERVICES**

The above-captioned reorganized debtor (the “Reorganized Debtor”) submits this motion (this “Motion”), under section 350(a) of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), Rule 3022 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rule 3022-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), seeking entry of an order and final decree, substantially in the form attached hereto as **Exhibit A** (the “Proposed Final Decree”), closing the Reorganized Debtor’s chapter 11 case and terminating certain claims and noticing services. In support of this Motion, the Reorganized Debtor respectfully represents as follows:

**JURISDICTION AND VENUE**

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012. This matter is a core proceeding within the meaning of 28

<sup>1</sup> 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].



U.S.C. § 157(b)(2), and the Reorganized Debtor confirms its consent, pursuant to Local Rule 9013-1(f), to the entry of a final order or judgment by the Court in connection with this Motion if it is determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

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

3. The statutory and other bases for the relief requested in this Motion are Bankruptcy Code section 350(a), Bankruptcy Rule 3022, and Local Rule 3022-1.

### **BACKGROUND**

#### **A. General Background**

4. On March 29, 2021 (the “Petition Date”), that Reorganized Debtor and certain of its affiliates (collectively, the “Debtors”) filed voluntary petitions for relief (the “Chapter 11 Cases”) under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Court”). The Debtors operated their business and managed their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No party requested the appointment of a trustee or examiner in these cases, and no statutory committee was appointed.

5. On August 31, 2021, the Court entered the *Findings of Fact, Conclusions of Law, and Order Approving and Confirming the Combined Disclosure Statement and Joint Chapter 11 Plan of the Debtors* [Case No. 21-10636, Docket No. 296] (the “Confirmation Order” and, attached as Exhibit A thereto, the “Plan”). The Confirmation Order is final and non-appealable.

6. The effective date of the Plan occurred on October 1, 2021 (the “Effective Date”) [Case No. 21-10636, Docket No. 321].

7. On October 5, 2021, the Court entered a final decree closing the cases of AeroCentury Corp. and JetFleet Management Corp. [Case No. 21-10636, Docket No. 323].

8. Additional information regarding the Debtors' business, capital structure, and the circumstances preceding the Petition Date may be found in the *Combined Disclosure Statement and Joint Chapter 11 Plan of AeroCentury Corp., and Its Affiliated Debtors* [Case No. 21-10636, Docket No. 282].

**B. Claims Administration**

9. On March 31, 2021, the Court entered an order appointing Kurtzman Carson Consultants ("KCC") as the claims and noticing agent in the Debtors' Chapter 11 Cases [Case No. 21-10636, Docket No. 31] (the "KCC Retention Order"). Pursuant to the KCC Retention Order, KCC is authorized to maintain: (i) all proofs of claim filed against the Debtors; and (ii) an official claims register by docketing all proofs of claim in a claims database containing, inter alia, information regarding the name and address of each claimant, the date the proof of claim was received by KCC, the claim number assigned to the proof of claim, and the asserted amount and classification of the claim.

10. On April 28, 2021, each of the Debtors filed their respective schedules of assets and liabilities and statements of financial affairs pursuant to Bankruptcy Rule 1007 and Local Rule 1007-1 [Case No. 21-10636, Docket Nos. 91-96] (collectively, the "Schedules").

11. Pursuant to Article XI of the Plan, the Reorganized Debtor is authorized to object to any and all claims that have not previously been allowed.

**RELIEF REQUESTED**

12. By this Motion, the Reorganized Debtor seeks entry of the Proposed Final Decree closing the Reorganized Debtor's chapter 11 case and terminating the claims and noticing services provided by KCC.

13. Pursuant to Local Rule 3022-1, the final report and account is attached hereto as **Exhibit B**. The Reorganized Debtor will pay the Quarterly Fees for the fourth quarter of 2021 within thirty (30) days of the Court's entry of the final decree.

**BASIS FOR RELIEF**

**A. Closing of the Chapter 11 Case**

14. Section 350(a) of the Bankruptcy Code provides that “[a]fter an estate is fully administered and the court has discharged the trustee, the court shall close the case.”<sup>2</sup> Bankruptcy Rule 3022, which implements section 350 of the Bankruptcy Code, further provides that “[a]fter an estate is fully administered in a chapter 11 reorganization case, the court, on its own motion or on motion of a party in interest, shall enter a final decree closing the case.”<sup>3</sup>

15. The term “fully administered” is not defined in the Bankruptcy Code, the Bankruptcy Rules, or the Bankruptcy Local Rules. The Advisory Committee Notes to Bankruptcy Rule 3022 (the “Advisory Committee Notes”), however, set forth the following non-exclusive factors for consideration in determining whether a case has been fully administered:

- a. whether the order confirming the plan has become final;
- b. whether deposits required by the plan have been distributed;
- c. whether the property proposed by the plan to be transferred has been transferred;
- d. whether the debtor or the successor of the debtor under the plan has assumed the business or the management of the property dealt with by the plan;
- e. whether payments under the plan have commenced; and

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<sup>2</sup> 11 U.S.C. § 350(a).

<sup>3</sup> FED. R. BANKR. P. 3022.

- f. whether all motions, contested matters, and adversary proceedings have been finally resolved.<sup>4</sup>

Courts look “to the advisory committee’s notes on Bankruptcy Rule 3022 in seeking guidance as to the meaning of ‘fully administered.’”<sup>5</sup> “[A]ll of the factors in the Committee Note need not be present before the Court will enter a final decree.”<sup>6</sup>

16. In addition to the factors set forth in the Advisory Committee Notes, courts consider whether the plan of reorganization has been substantially consummated.<sup>7</sup> Section 1101(2) of the Bankruptcy Code defines substantial consummation as the: “(A) transfer of all or substantially all of the property proposed by the plan to be transferred; (B) assumption by the debtor or by the successor to the debtor under the plan of the business or of the management of all or substantially all of the property dealt with by the plan; and (C) commencement of distribution under the plan.”<sup>8</sup>

17. All of these factors need not be present before a court will enter a final decree. For example, the fact that a small amount of the consideration to be distributed pursuant to a plan

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<sup>4</sup> FED. R. BANKR. P. 3022, Advisory Committee Note (1991).

<sup>5</sup> *In re SLI, Inc.*, No. 02-12608, 2005 WL 1668396, at \*2 (Bankr. D. Del. June 24, 2005); *In re JCP Props., Ltd.*, 540 B.R. 596, 605 (Bankr. S.D. Tex. 2015).

<sup>6</sup> *Walnut Assocs. v. Saidel*, 164 B.R. 487, 493 (E.D. Pa. 1994); *In re Idearc Inc.*, No. 09-31828 (BJH) (Bankr. N.D. Tex. Dec. 29, 2011).

<sup>7</sup> See *JCP Props.*, 540 B.R. at 605 (“[S]ubstantial consummation is the pivotal question here to determine the propriety of closing the [case]”).

<sup>8</sup> 11 U.S.C. § 1101(2).

remains to be distributed should not be an impediment to the issuance of a final decree.<sup>9</sup> This Court has also closed a case where an appeal and an adversary proceeding remained pending.<sup>10</sup>

18. Here, the foregoing factors weigh strongly in favor of closing the Reorganized Debtor's chapter 11 case. In particular, (i) the Confirmation Order has become final and is non-appealable; (ii) the Effective Date has occurred; (iii) other than a claim objection that is expected to be resolved prior to entry of the Final Decree, there are no pending motions, contested matters or adversary proceedings in the Chapter 11 Cases; (iv) all proofs of claim filed in the Chapter 11 Cases have been, or will be, reconciled and, to the extent necessary, modified or disallowed; (v) all allowed administrative expenses, including all U.S. Trustee fees due and owing to the U.S. Trustee pursuant to 28 U.S.C. § 1930 prior to the date hereof have been paid, and in the case of any U.S. Trustee fees that will be due and owing for the fourth quarter of 2021, such fees will be paid in accordance with the Proposed Final Decree; (vi) all distributions to holders of allowed claims and interests required to be made under the Plan have been made; and (vii) the Plan has been substantially consummated within the meaning of section 1101(2) of the Bankruptcy Code.

19. The Reorganized Debtor believes the relevant factors support a finding that this chapter 11 case has been fully administered within the meaning of Bankruptcy Code section 350(a), the Reorganized Debtor has substantially consummated the Plan, and entry of the Proposed Final Decree is appropriate for the chapter 11 case.

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<sup>9</sup> See Advisory Committee Notes ("Entry of a final decree closing a chapter 11 case should not be delayed solely because the payments required by the plan have not been completed."); *In re Jay Bee Enters., Inc.*, 207 B.R. 536, 538 (Bankr. E.D. Ky. 1997) (finding that Bankruptcy Rule 3022 "does not require that a chapter 11 case be kept open until all awarded fees and allowed claims have been paid in accordance with the confirmed plan or until the statutory fees . . . have been paid"); *In re JMP-Newcor Int'l, Inc.*, 225 B.R. 462 (Bankr. N.D. Ill. 1998) (entering a final decree though the debtors still needed to make certain distributions).

<sup>10</sup> H'rg Tr. 20:20-25, *In re Millennium Lab Holdings, II, LLC, et al.*, Case No. 15-12284 (LSS) (Bankr. D. Del. Mar. 20, 2018) ("The reorganized debtors argue that the pending appeal and the pending adversary proceeding do not preclude closure of the cases. And I agreed, overruling Voya's objection.")

20. Lastly, the Reorganized Debtor has made explicit in the Proposed Final Decree that entry of a final decree closing the chapter 11 case is without prejudice to the reopening of the chapter 11 case pursuant to section 350(b) of the Bankruptcy Code.

21. Accordingly, the Reorganized Debtor respectfully requests the Court enter the Proposed Final Decree closing the chapter 11 case.

**B. Termination of Claims and Noticing Agent**

22. In addition to the foregoing, the Reorganized Debtor requests entry of an order terminating KCC as claims and noticing agent. Upon termination, and except as otherwise provided herein, KCC shall have no further obligations to the Court, the Debtors, or any other party in interest as claims and noticing agent. KCC may, but is not obligated to, continue to provide any other services that may be requested by the Debtors.

23. In accordance with Local Rule 2002-1(f)(ix), within 28 days of entry of the Proposed Order, KCC will (i) forward to the Clerk of the Court an electronic version of all imaged claims, (ii) upload the creditor mailing list into CM/ECF, and (iii) docket a final claims register in the remaining case, Case No. 21-10637 (JTD), containing the claims filed in all of the Debtors' cases. KCC also will box and deliver all original claims to the Philadelphia Federal Records Center, 14470 Townsend Road, Philadelphia, Pennsylvania 19154, and docket a completed SF-135 Form indicating the accession and location numbers of the archived claims.

24. Should KCC receive any mail regarding the Debtors, KCC will collect and forward such mail to the Debtors as soon as is practicable.

**NOTICE**

25. Notice of this Motion will be provided to (i) the U.S. Trustee; (ii) counsel to prepetition lender; and (iii) any party that has requested notice pursuant to Bankruptcy Rule 2002.

In light of the nature of the relief requested herein, the Reorganized Debtor submits that no other or further notice is required.

WHEREFORE, the Reorganized Debtor respectfully requests entry of the Proposed Final Decree, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and granting such other relief as is just and proper.

Dated: November 9, 2021  
Wilmington, Delaware

/s/ Joseph M. Mulvihill

Joseph M. Barry (No. 4221)

Ryan M. Bartley (No. 4985)

Joseph M. Mulvihill (No. 6061)

S. Alexander Faris (No. 6278)

**YOUNG CONAWAY STARGATT & TAYLOR, LLP**

1000 N. King Street

Rodney Square

Wilmington, Delaware 19801

Telephone: (302) 571-6600

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rbartley@ycst.com

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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

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rferraioli@mofocom

*Counsel to the Reorganized Debtor*

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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In re : Chapter 11
  
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JETFLEET HOLDING CORP., : Case No. 21-10637 (JTD)
  
:
  
Reorganized Debtor.<sup>1</sup> : **Hearing Date: December 9, 2021 at 1:00 p.m. (ET)**
  
: **Objection Deadline: November 23, 2021 at 4:00 p.m. (ET)**
  
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**NOTICE OF MOTION**

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

**PLEASE TAKE NOTICE** that the above-captioned reorganized debtor (the “Reorganized Debtor”) has filed the attached *Reorganized Debtor’s Motion for Entry of a Final Decree and Order Closing the Chapter 11 Case and terminating Claims and Noticing Services* (the “Motion”).

**PLEASE TAKE FURTHER NOTICE** that any objections to the Motion must be filed on or before **November 23, 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 counsel to the Reorganized Debtors so as to be received on or before the Objection Deadline.

**PLEASE TAKE FURTHER NOTICE THAT A HEARING TO CONSIDER THE MOTION WILL BE HELD ON **DECEMBER 9, 2021 AT 1:00 P.M. (ET)** BEFORE THE HONORABLE JOHN T. DORSEY, UNITED STATES BANKRUPTCY COURT JUDGE FOR THE DISTRICT OF DELAWARE.**

**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.**

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<sup>1</sup> 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].

Dated: November 9, 2021  
Wilmington, Delaware

*/s/ Joseph M. Mulvihill*

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E-mails: lmarinuzzi@mofocom

rferraioli@mofocom

*Counsel to the Reorganized Debtor*

**Exhibit A**

**Proposed Final Decree**

**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. <sup>1</sup>	:	Re: Docket No. ____
	:	
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**FINAL DECREE CLOSING THE CHAPTER 11 CASE  
AND TERMINATING CLAIMS AND NOTICING SERVICES**

Upon the motion (“Motion”)<sup>2</sup> of JetFleet Holding Corp., (the “Reorganized Debtor”) for entry of a final decree (this “Final Decree”), pursuant to section 350(a) of the Bankruptcy Code and Bankruptcy Rule 3022, closing the chapter 11 case and terminating claims and noticing services, as more fully set forth in the Motion; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and this matter being a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and the Court being able to issue a final decree consistent with Article III of the United States Constitution; and venue of this proceeding and the Motion in this district being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and appropriate notice of and opportunity for a hearing on the Motion having been given; and the relief requested in the Motion being in the best interests of the Reorganized Debtor’s estate, its creditors, and other parties in interest; and the Court having determined that the legal and factual

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<sup>1</sup> 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].

<sup>2</sup> Each capitalized term used but not otherwise defined herein shall have the meaning ascribed to it in the Motion.

bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The chapter 11 case of JetFleet Holding Corp., Case No. 21-10637, is hereby closed pursuant to Bankruptcy Section 350(a), effective as of the date of entry of this Final Decree.

2. A docket entry shall be made in the chapter 11 case reflecting the entry of this Final Decree.

3. Entry of this Final Decree is without prejudice to the rights of the Reorganized Debtor or other party in interest to seek to reopen the chapter 11 case for cause pursuant to section 350(b) of the Bankruptcy Code.

4. The claims and noticing services for the Debtors' chapter 11 cases is terminated in accordance with the Motion upon the completion of the services listed in paragraph 5 below. Thereafter, KCC shall have no further obligations to this Court, the Debtors, or any other party in interest with respect to the claims and noticing services in the Debtors' chapter 11 cases.

5. Pursuant to Local Rule 2002-1(f)(ix), within twenty-eight (28) days of entry of this Final Decree and Order, KCC shall (a) forward to the Clerk of the Court an electronic version of all imaged claims, (b) upload the creditor mailing list into CM/ECF, and (c) docket a final claims register in the lead case containing claims of all cases. KCC shall also box and deliver all original claims to the Philadelphia Federal Records Center, 14470 Townsend Road, Philadelphia, Pennsylvania 19154 and docket a completed SF-135 Form indicating the accession and location numbers of the archived claims.

6. Should KCC receive any mail regarding the Debtors or these chapter 11 cases, KCC shall collect and forward such mail to the Debtors as soon as is practicable.

7. Notwithstanding any provision of the Bankruptcy Code, Bankruptcy Rules, or Local Rules to the contrary, the terms and conditions of this Final Decree shall be immediately effective and enforceable upon its entry.

8. Within thirty (30) days of the entry of this Final Decree, the Reorganized Debtor shall (a) file with the Court and provide to the U.S. Trustee all outstanding post-confirmation reports, and (b) pay all Quarterly Fees due and payable pursuant to 28 U.S.C. § 1930.

9. The Reorganized Debtor and its agents are authorized to take all actions necessary to effectuate the relief granted pursuant to this Final Decree in accordance with the Motion.

10. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Final Decree.

**EXHIBIT B**

**Verified Final Report**

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

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 In re : Chapter 11  
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 JETFLEET HOLDING CORP., : Case No. 21-10637 (JTD)  
 :  
 Reorganized Debtor.<sup>1</sup> :  
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**VERIFIED FINAL REPORT**

Pursuant to Rule 3022-1(c) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, the following is a final report regarding the chapter 11 case of JetFleet Holding Corp., Case No. 21-10637 (JTD) (the “Chapter 11 Case”):

1. On the date hereof, the above-captioned debtor (the “Debtor”) filed the *Reorganized Debtor’s Motion for Entry of a Final Decree and Order Closing the Chapter 11 Case and Terminating Claims and Noticing Services* (the “Motion”).<sup>2</sup>

2. The Debtor and its estate incurred the following professional expenses administering the Chapter 11 Case:<sup>3</sup>

<b><u>Type of Fees/Expenses</u></b>	<b><u>Amount of Fees/Expenses</u></b>
A. Attorneys for Debtor – Fees	
(i) Young Conaway Stargatt & Taylor, LLP	\$666,332.50
(ii) Morrison & Foerster LLP	\$486,540.50

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<sup>1</sup> 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].

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

<sup>3</sup> Such amounts also cover services to the debtors of the Closed Cases.

## B. Attorneys for Debtor – Expenses

(i)	Young Conaway Stargatt & Taylor, LLP	\$11,450.54
(ii)	Morrison & Foerster LLP	\$955.48

## C. Other Professionals for Debtor – Fees

(i)	B. Riley Securities, Inc.	\$680,000
(ii)	BDO USA, LLP	\$58,000
(iii)	Kurtzman Carson Consultants LLC	\$26,551.84

## D. Other Professionals for Debtor – Expenses

(i)	B. Riley Securities, Inc.	\$8,049.76
(ii)	BDO USA, LLP	\$0
(iii)	Kurtzman Carson Consultants LLC	\$0

**TOTAL PAYMENTS** \$1,937,880.62

3. No trustee, examiner or statutory committee was appointed in the Chapter 11 Case. As a result, no fees were incurred for a trustee, examiner, committee, or their counsel.

4. In connection with closing the Chapter 11 Case, the Reorganized Debtor will pay all fees due and owing to the Office of the United States Trustee for the District of Delaware under section 1930 of title 28 of the United States Code, and the Reorganized Debtor will complete any remaining reports with respect to the Chapter 11 Case as required under any order approving the Motion.

5. All expenses arising from the administration of the Reorganized Debtor's estates and the Chapter 11 Cases, including, without limitation, U.S. Trustee fees, have been paid or will be paid as and when such expenses come due.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated: November 9, 2021

Respectfully submitted,

/s/ Harold M. Lyons

Harold M. Lyons

JetFleet Holding Corp.