

IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

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

NOTICE OF:

- (I) APPROVAL OF COMBINED DISCLOSURE STATEMENT AND PLAN ON AN INTERIM BASIS FOR SOLICITATION PURPOSES ONLY; AND (II) THE HEARING TO CONSIDER (A) FINAL APPROVAL OF THE COMBINED DISCLOSURE STATEMENT AND PLAN AS CONTAINING ADEQUATE INFORMATION AND (B) CONFIRMATION OF THE COMBINED DISCLOSURE STATEMENT AND PLAN

IF YOU ARE RECEIVING THIS NOTICE, YOU MAY BE CONSENSUALLY GRANTING RELEASES TO THE DEBTORS AND THIRD PARTIES. UNIMPAIRED CREDITORS ARE GRANTING SUCH RELEASES UNLESS THEY FILE AN OBJECTION TO THE PLAN. PARTIES ENTITLED TO VOTE ARE GRANTING SUCH RELEASES UNLESS THEY OPT-OUT ON THEIR BALLOT. PLEASE SEE ARTICLE 14 OF THE PLAN FOR FURTHER INFORMATION

PLEASE TAKE NOTICE OF THE FOLLOWING:

On March 29, 2021 (the "Petition Date"), the above-captioned debtors and debtors-in-possession (the "Debtors") filed voluntary petitions for relief under title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Court").

I. APPROVAL OF COMBINED DISCLOSURE STATEMENT AND PLAN ON AN INTERIM BASIS

1. Pursuant to the Solicitation Procedures Order [Docket No. 222] the Court approved the Combined Disclosure Statement and Joint Chapter 11 Plan of AeroCentury Corp. and Its Affiliated Debtors [Docket No. 225] (as may be amended, modified, or supplemented from time to time, the "Combined Disclosure Statement and Plan")2 on an interim basis for solicitation purposes only.

Copies of the Combined Disclosure Statement and Plan, the Solicitation Procedures, and all other documents filed in the Chapter 11 Cases may be obtained and reviewed without charge at http://www.kccllc.net/AeroCentury, or upon request to KCC by (i) telephone at (866) 967-1783 (U.S./Canada) or 1 (310) 751-2683 (International), or (ii) email at aroinfo@kccllc.com.

II. THE HEARING TO CONSIDER (A) FINAL APPROVAL OF THE COMBINED DISCLOSURE STATEMENT AND PLAN AS CONTAINING ADEQUATE INFORMATION AND (B) CONFIRMATION OF THE COMBINED DISCLOSURE STATEMENT AND PLAN

2. Confirmation Hearing. A combined hearing (the "Confirmation Hearing") to consider (a) final approval of the Combined Disclosure Statement and Plan as containing adequate information within the meaning of Bankruptcy Code section 1125 and (b) confirmation of the Combined Disclosure Statement and Plan will be held before the John T. Dorsey, United States Bankruptcy Judge, at the United States Bankruptcy Court for the District of Delaware, 5th Floor, Courtroom #5, 824 North Market Street, Wilmington, Delaware 19801, on August 31, 2021 at 10:00 a.m. (prevailing Eastern Time). The Confirmation Hearing may be continued from time to time without further notice other than the announcement by the Debtors in open court of the adjourned date at the Confirmation Hearing or any continued hearing or as indicated in any notice filed with the Court on the docket in the Chapter 11 Cases.

3. Voting Deadline. Only holders of Interests in Class 7 are entitled to vote to accept or reject the Combined Disclosure Statement and Plan. The deadline for the submission of such votes is August 23, 2021 at 4:00 p.m. (prevailing Eastern Time).

4. Parties Not Entitled to Vote. Holders of Unimpaired Claims in Class 1 (Priority Non-Tax Claims), Class 2 (Other Secured Claims), Class 3 (Prepetition Loan Claims), Class 4 (PPP Loan Claims), and Class 5 (General Unsecured Claims) will be paid

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

2 Capitalized terms used but not otherwise defined herein shall have the meanings ascribed t



in full and are deemed to accept the Combined Disclosure Statement and Plan. Holders of Claims or interests in Class 6 (Intercompany Claims) Impaired/Unimpaired Claims are deemed to either accept or reject the plan and are not entitled to vote. In accordance with Bankruptcy Code section 1123(a)(1), Administrative Claims and Priority Tax Claims, as described in the Combined Disclosure Statement and Plan, have not been classified and, therefore, Holders of such Claims are not entitled to vote to accept or reject the Combined Disclosure Statement and Plan. The respective treatment of such unclassified Claims is set forth in Article VII of the Combined Disclosure Statement and Plan.

5. **Objections to Confirmation.** Objections to confirmation of the Combined Disclosure Statement and Plan, including any objection to the adequacy of the disclosures, if any, must: (a) be in writing; (b) state the name and address of the objecting party and the nature of the Claim or Interest of such party; (c) state with particularity the basis and nature of such objection; and (d) be filed with the Court and served on the Notice Parties<sup>3</sup> so as to be received no later than **4:00 p.m. (prevailing Eastern Time) on August 23, 2021**. Unless an objection is timely served and filed as prescribed herein, it may not be considered by the Court.

**PLEASE BE ADVISED THAT ARTICLE XIV OF THE COMBINED DISCLOSURE STATEMENT AND PLAN CONTAINS CERTAIN RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, INCLUDING:**

**Section 14.1(c): As of the Effective Date, for good and valuable consideration, the adequacy of which is hereby confirmed, the Releasing Parties shall be deemed to forever release, waive and discharge the Third-Party Released Parties of all claims, obligations, suits, judgments, damages, demands, debts, rights, remedies, causes of action and liabilities of any nature whatsoever in connection with or related to the Debtors, the Chapter 11 Cases, or the combined Disclosure Statement and Plan, whether liquidated or unliquidated, fixed or contingent, matured or unmatured, known or unknown, foreseen or unforeseen, then existing or hereafter arising, in law, equity, or otherwise that are or may be based in whole or in part upon any act, omission, transaction, event, or other occurrence taking place or existing on or prior to the Effective Date (other than the rights of Holders of Allowed Claims to enforce the obligations under the Confirmation Order and the Plan); provided, however, that nothing in this section shall operate as a release, waiver or discharge of any causes of action or liabilities unknown to such Entity as of the Petition Date arising out of gross negligence, willful misconduct, fraud, or criminal acts of any such Released Party as determined by a Final Order.**

**THE FOLLOWING PARTIES ARE “RELEASING PARTIES” AND WILL BE DEEMED TO HAVE CONSENTED TO AND GRANTED THE THIRD-PARTY RELEASES SET FORTH IN SECTION 14.1(c) OF THE COMBINED DISCLOSURE STATEMENT AND PLAN: (a) all Holders of Claims and Interests that are Unimpaired, (b) all Holders of Claims and Interests who vote to accept the Plan, (c) all Holders of Claims and Interests who vote to reject the Plan and who do not submit a Release Opt-Out Election; and (d) all Holders of Claims and Interests that are entitled to vote to accept the Plan, but do not timely return a Ballot on the Voting Deadline containing a Release Opt-Out Election, and with respect to each of the foregoing, their Related Parties.**

A “Release Opt-Out Election” shall mean the timely election of a Holder of a Class 7 Interest entitled to vote on the Plan to “opt out” of being a Released Party by submitting a Ballot by the Voting Deadline that (i) votes to reject the Plan and (ii) selects the option set forth on the Ballot to not grant the releases set forth in Section 14.1(c) of the Plan.

“Third-Party Released Parties” shall mean (i) the Debtors, (ii) any directors that served or are currently serving on the Debtors’ boards of directors; (iii) the Debtors’ current officers; and (iv) with respect to each of the foregoing, their Related Parties

“Related Parties” shall mean any successors, assigns, participants, representatives, members, partners, financial advisors, investment advisors (including, without limitation, employees of investment advisors), legal advisors, managers, consultants, accountants, affiliates, subsidiaries, parents, current officers, current directors, current employees, attorneys, and agents (solely in their capacities as such).

**YOU ARE ADVISED AND ENCOURAGED TO CAREFULLY REVIEW AND CONSIDER THE COMBINED DISCLOSURE STATEMENT AND PLAN, INCLUDING THE RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS SET FORTH IN ARTICLE XIV THEREOF.**

<sup>3</sup> The Notice Parties are: (i) co-counsel to the Debtors, (a) Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, Attn: Joseph M. Barry, Esq. (jbarry@ycst.com), Ryan M. Bartley, Esq. (rbartley@ycst.com), and Joseph M. Mulvihill, Esq. (jmulvihill@ycst.com), and (b) Morrison & Foerster LLP, 250 West 55th Street, New York, NY 10019-9601, Attn: Lorenzo Marinuzzi, Esq. (lmarinuzzi@mof.com) and Raff Ferraioli, Esq. (rferraioli@mof.com); and (iii) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, Delaware, 19801, Attn: Linda Casey, Esq. (linda.casey@usdoj.gov)