

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 10-Q**

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2013

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: **001-13387**



**AeroCentury Corp.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation or Organization)

**94-3263974**

(I.R.S. Employer Identification No.)

**1440 Chapin Avenue, Suite 310  
Burlingame, California 94010**  
(Address of Principal Executive Offices)

**(650) 340-1888**

(Registrant's Telephone Number Including Area Code)

**None**

(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required submit and post such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: As of November 8, 2013 the issuer had 1,606,557 shares of common stock, par value \$0.001 per share, issued, of which 63,300 are held as treasury stock.

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**PART I**  
**FINANCIAL INFORMATION**

*Forward-Looking Statements*

This Quarterly Report on Form 10-Q includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934, as amended ("the Exchange Act"). All statements in this Report other than statements of historical fact are "forward-looking statements" for purposes of these provisions, including any statements of plans and objectives for future operations and any statements of assumptions underlying any of the foregoing. Statements that include the use of terminology such as "may," "will," "expects," "plans," "anticipates," "estimates," "potential," or "continue," or the negative thereof, or other comparable terminology are forward-looking statements. Forward-looking statements include: (i) in Part I, Item 1, *Financial Statements*, the Company's statement that it believes it may be out of compliance with a credit facility covenant at the December 31, 2013 calculation date; (ii) in Part I, Item 2, *Management's Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital Resources*, the Company's statement that it may be out of compliance with a credit facility covenant at the December 31, 2013 calculation date; and that the Company will have adequate cash flow to meet its ongoing operational needs; (iii) in Part I, Item 2, *Management's Discussion and Analysis of Financial Condition and Results of Operations — Outlook*, the Company's statements that there is an increased possibility of an unanticipated lessee default; that there is an increased possibility that the Company's current lessees will choose to return leased assets at lease expiration rather than renew the existing leases; that the Company is likely to experience lower on-lease utilization rates and longer lead times for remarketing of returned assets as well as lower rental rates for remarketed assets for the remainder of 2013 and that such trend is expected to continue to affect the Company's operating revenue for the remainder of 2013; that there is likely to be a significant decrease in the pool of customers requiring aircraft; that a customer is expected to return four Dash 8-300 aircraft it leases from the Company during late 2013 and the first half of 2014; that the Company will likely incur substantial maintenance expense in the first half of 2014 related to the return an aircraft when that customer uses non-refundable maintenance reserves to meet the return conditions of the lease; that the Company may be out of compliance with a customer concentration covenant under the Credit Facility at the December 31, 2013 calculation date; and that available borrowings under the Credit Facility, considering possible lessee arrearages or off-lease periods, will be sufficient to meet its continuing obligations and repayment obligations as well as fund anticipated acquisitions; and (iv) in Part I, Item 2, *Management's Discussion and Analysis of Financial Condition and Results of Operations – Factors that May Affect Future Results*, that the Company believes it will have sufficient cash funds to make any required principal repayment that arises due to any such borrowing base limitations; that most of the Company's growth will be outside the United States; that the Company intends to continue to focus solely on regional aircraft and engines; that the overall industry experience of JMC's personnel and its technical resources should permit the Company to effectively manage new aircraft types and engines; that effective mitigating factors exist against undue compensation-incented risk-taking by JMC; that it is contemplated that the burden and cost of complying with regulatory requirements will fall primarily upon lessees of equipment; that the costs of complying with environmental regulations will not have a material adverse effect on the Company; that the Company has sufficient cyber-security measures in place; and that sufficient replacement mechanisms exist in the event of an interruption in its internet communications ability that there would not be a material adverse financial impact on the Company's business. These forward-looking statements involve risks and uncertainties, and it is important to note that the Company's actual results could differ materially from those projected or assumed in such forward-looking statements. Among the factors that could cause actual results to differ materially are the factors detailed under the heading *Management's Discussion and Analysis of Financial Condition and Results of Operations — Factors That May Affect Future Results*, including the lack of any unexpected lessee defaults or insolvency; compliance by the Company's lessees with obligations under their respective leases; no sudden current economic downturn or unanticipated future financial crises; the continued availability of financing for acquisitions under the Credit Facility; the Company's success in finding appropriate assets to acquire with such financing; deviations from the assumption that future major maintenance expenses will be relatively evenly spaced over the entire portfolio; and future trends and results which cannot be predicted with certainty. The cautionary statements made in this Report should be read as being applicable to all related forward-looking statements wherever they appear herein. All forward-looking statements and risk factors included in this document are made as of the date hereof, based on information available to the Company as of the date hereof, and the Company assumes no obligation to update any forward-looking statement or risk factor. You should consult the risk factors listed from time to time in the Company's filings with the Securities and Exchange Commission.

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**Item 1. Financial Statements.**

**Item 1. Financial Statements.**

AeroCentury Corp.  
Balance Sheets  
(Unaudited)

ASSETS

	September 30, 2013	December 31, 2012
<b>Assets:</b>		
Cash and cash equivalents	\$ 5,077,300	\$ 1,596,800
Accounts receivable, including deferred rent of \$250,900 and \$985,300, net of allowance for doubtful accounts of \$0 and \$2,419,400 at September 30, 2013 and December 31, 2012, respectively	2,079,700	3,196,200
Finance leases receivable	1,933,200	1,557,200
Aircraft and aircraft engines held for lease, net of accumulated depreciation of \$51,638,300 and \$52,244,500 at September 30, 2013 and December 31, 2012, respectively	138,712,100	143,667,700
Assets held for sale	1,374,300	745,400
Prepaid expenses and other	3,163,800	1,663,200
<b>Total assets</b>	<b>\$ 152,340,400</b>	<b>\$ 152,426,500</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Liabilities:</b>		
Accounts payable and accrued expenses	\$ 976,700	\$ 1,133,600
Notes payable and accrued interest	64,532,400	67,865,700
Maintenance reserves and accrued maintenance costs	12,381,300	15,356,100
Security deposits	6,520,300	7,001,200
Unearned revenues	607,400	752,400
Deferred income taxes	16,825,500	14,419,200
Income taxes payable	4,300	19,100
<b>Total liabilities</b>	<b>101,847,900</b>	<b>106,547,300</b>
<b>Commitments and contingencies</b>		
<b>Stockholders' equity:</b>		
Preferred stock, \$0.001 par value, 2,000,000 shares authorized, no shares issued and outstanding	-	-
Common stock, \$0.001 par value, 10,000,000 shares authorized, 1,606,557 shares issued and outstanding	1,600	1,600
Paid-in capital	14,780,100	14,780,100
Retained earnings	36,214,900	31,601,600
	50,996,600	46,383,300
Treasury stock at cost, 63,300 shares	(504,100)	(504,100)
<b>Total stockholders' equity</b>	<b>50,492,500</b>	<b>45,879,200</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 152,340,400</b>	<b>\$ 152,426,500</b>

The accompanying notes are an integral part of these statements.

AeroCentury Corp.  
Statements of Operations  
(Unaudited)

For the Nine Months Ended

For the Three Months Ended

AeroCentury Corp.  
Statements of Operations  
(Unaudited)

	For the Nine Months Ended September 30,		For the Three Months Ended September 30,	
	2013	2012	2013	2012
<b>Revenues and other income:</b>				
Operating lease revenue, net	\$ 13,941,200	\$ 17,388,600	\$ 4,368,200	\$ 5,792,600
Maintenance reserves revenue, net	8,260,500	3,026,700	556,900	1,263,800
Gain on disposal of assets and other income	4,792,200	954,100	2,023,000	26,500
	<u>26,993,900</u>	<u>21,369,400</u>	<u>6,948,100</u>	<u>7,082,900</u>
<b>Expenses:</b>				
Maintenance	6,239,900	3,174,500	2,451,100	807,400
Depreciation	5,339,700	4,525,800	1,790,300	1,546,300
Management fees	3,218,500	3,085,000	1,054,000	1,091,600
Interest	3,034,300	3,458,900	966,200	1,233,900
Professional fees, general and administrative and other	948,600	977,600	278,900	349,800
Insurance	827,900	611,700	276,300	292,400
Bad debt expense	357,600	310,300	357,600	-
	<u>19,966,500</u>	<u>16,143,800</u>	<u>7,174,400</u>	<u>5,321,400</u>
Income/(loss) before income tax provision	7,027,400	5,225,600	(226,300)	1,761,500
Income tax provision	2,414,100	1,827,100	114,300	648,600
Net income/(loss)	<u>\$ 4,613,300</u>	<u>\$ 3,398,500</u>	<u>\$ (340,600)</u>	<u>\$ 1,112,900</u>
<b>Earnings/(loss) per share:</b>				
Basic	<u>\$ 2.99</u>	<u>\$ 2.20</u>	<u>\$ (0.22)</u>	<u>\$ 0.72</u>
Diluted	<u>\$ 2.91</u>	<u>\$ 2.18</u>	<u>\$ (0.22)</u>	<u>\$ 0.71</u>
<b>Weighted average shares used in earnings/(loss) per share computations:</b>				
Basic	<u>1,543,257</u>	<u>1,543,257</u>	<u>1,543,257</u>	<u>1,543,257</u>
Diluted	<u>1,587,329</u>	<u>1,560,453</u>	<u>1,543,257</u>	<u>1,565,057</u>

The accompanying notes are an integral part of these statements.

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AeroCentury Corp.  
Statements of Cash Flows  
(Unaudited)

	For the Nine Months Ended September 30,	
	2013	2012
Net cash provided by operating activities	<u>\$ 7,222,400</u>	<u>\$ 12,999,700</u>
<b>Investing activities:</b>		
Proceeds from disposal of assets, net of re-sale fees	8,247,400	3,392,000
Purchases of aircraft and aircraft engines	(6,634,300)	(25,660,600)
Net cash provided by/(used in) investing activities	<u>1,613,100</u>	<u>(22,268,600)</u>
<b>Financing activities:</b>		
Borrowings under Credit Facility	4,000,000	19,900,000
Repayments of Credit Facility	(7,300,000)	(5,200,000)

AeroCentury Corp.  
Statements of Cash Flows  
(Unaudited)

	For the Nine Months Ended September 30,	
	2013	2012
Net cash provided by operating activities	\$ 7,222,400	\$ 12,999,700
Investing activities:		
Proceeds from disposal of assets, net of re-sale fees	8,247,400	3,392,000
Purchases of aircraft and aircraft engines	(6,634,300)	(25,660,600)
Net cash provided by/(used in) investing activities	1,613,100	(22,268,600)
Financing activities:		
Borrowings under Credit Facility	4,000,000	19,900,000
Repayments of Credit Facility	(7,300,000)	(5,200,000)
Debt issuance costs	(2,055,000)	(1,605,000)
Net cash (used in)/provided by financing activities	(5,355,000)	13,095,000
Net increase in cash and cash equivalents	3,480,500	3,826,100
Cash and cash equivalents, beginning of period	1,596,800	995,500
Cash and cash equivalents, end of period	\$ 5,077,300	\$ 4,821,600

During the nine months ended September 30, 2013 and 2012, the Company paid interest totaling \$2,260,100 and \$2,766,800 respectively. The Company paid income taxes of \$800 and \$2,100 during the nine months ended September 30, 2013 and 2012, respectively.

The accompanying notes are an integral part of these statements.

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AeroCentury Corp.  
Notes to Financial Statements (Unaudited)  
September 30, 2013

**1. Organization and Summary of Significant Accounting Policies**

*(a) The Company and Basis of Presentation*

AeroCentury Corp. (the "Company"), a Delaware corporation incorporated in 1997, acquires used regional aircraft and engines for lease to foreign and domestic regional carriers.

The condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information, the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the nine-month period ended September 30, 2013 are not necessarily indicative of the results that may be expected for the year ending December 31, 2013.

For further information, refer to the financial statements and footnotes thereto included in the Company's annual report on Form 10-K for the year ended December 31, 2012.

*(b) Use of Estimates*

The Company's financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The Company bases its estimates on

AeroCentury Corp.  
Notes to Financial Statements (Unaudited)  
September 30, 2013

## 1. Organization and Summary of Significant Accounting Policies

### (a) *The Company and Basis of Presentation*

AeroCentury Corp. (the “Company”), a Delaware corporation incorporated in 1997, acquires used regional aircraft and engines for lease to foreign and domestic regional carriers.

The condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information, the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the nine-month period ended September 30, 2013 are not necessarily indicative of the results that may be expected for the year ending December 31, 2013.

For further information, refer to the financial statements and footnotes thereto included in the Company’s annual report on Form 10-K for the year ended December 31, 2012.

### (b) *Use of Estimates*

The Company’s financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”). The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable for making judgments that are not readily apparent from other sources.

The most significant estimates with regard to these financial statements are the residual values and useful lives of the assets, the amount and timing of cash flows associated with each asset that are used to evaluate whether assets are impaired, accrued maintenance costs, accounting for income taxes, and the amounts recorded as allowances for doubtful accounts.

### (c) *Fair Value Measurements*

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs, to the extent possible. The fair value hierarchy under GAAP is based on three levels of inputs.

Level 1 - Quoted prices in active markets for identical assets or liabilities.

Level 2 - Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

AeroCentury Corp.  
Notes to Financial Statements (Unaudited)  
September 30, 2013

**1. Organization and Summary of Significant Accounting Policies (continued)**

*(c) Fair Value Measurements (continued)*

Assets and Liabilities Measured and Recorded at Fair Value on a Recurring Basis

The following table shows by level, within the fair value hierarchy, the fair value of the Company's assets that are measured and recorded at fair value on a recurring basis:

	September 30, 2013			December 31, 2012				
	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3
Money market funds included in cash and cash equivalents	\$ 4,541,200	\$ 4,541,200	\$ -	\$ -	\$ 1,239,500	\$ 1,239,500	\$ -	\$ -
<b>Total</b>	<b>\$ 4,541,200</b>	<b>\$ 4,541,200</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 1,239,500</b>	<b>\$ 1,239,500</b>	<b>\$ -</b>	<b>\$ -</b>

As of September 30, 2013 and December 31, 2012, there were no liabilities that were required to be measured and recorded at fair value on a recurring basis.

Assets Measured and Recorded at Fair Value on a Nonrecurring Basis

The Company determines fair value of long-lived assets held and used, such as aircraft and aircraft engines held for lease and held for sale, by reference to independent appraisals, quoted market prices (e.g., offers to purchase) and other factors. An impairment charge is recorded when the Company believes that the carrying value of an asset will not be recovered through future net cash flows and that the carrying value exceeds its fair value. During the three months and nine months ended September 30, 2013 and 2012, there were no recorded impairments of long-lived assets.

Fair Value of Other Financial Instruments

The Company's financial instruments, other than cash and cash equivalents, consist principally of finance leases receivable and amounts borrowed under its credit facility (the "Credit Facility," as defined in Note 4). The fair value of accounts receivable, finance leases receivable, accounts payable and the refundable reserves portion of the Company's maintenance reserves and accrued maintenance costs approximates the carrying value of these financial instruments.

Borrowings under the Company's Credit Facility bear floating rates of interest that reset periodically to a market benchmark rate plus a credit margin. The Company believes the effective interest rate of this debt agreement approximates current market rates for such indebtedness at the balance sheet date, and therefore that the carrying amount of its floating rate debt at the balance sheet dates approximates its fair value. The fair value of the Company's outstanding balance of its Credit Facility would be categorized as Level 3 under the GAAP fair value hierarchy.

**1. Organization and Summary of Significant Accounting Policies (continued)**

*(d) Finance Leases*

AeroCentury Corp.  
Notes to Financial Statements (Unaudited)  
September 30, 2013

**1. Organization and Summary of Significant Accounting Policies (continued)**

*(d) Finance Leases*

The leases for one of the Company's aircraft and two engines contain lessee purchase options at prices substantially below the assets' estimated residual values at the exercise date for the option. Consequently, the Company considers the purchase options to be "bargain purchase options" and has classified such leases as finance leases for financial accounting purposes. The Company does not include the value, purchase price or accumulated depreciation of finance lease assets on its balance sheet. Instead, the discounted present value of (i) future minimum lease payments (including the bargain purchase option) and (ii) any residual value not subject to a bargain purchase option are reported as a finance lease receivable. Rental revenue and depreciation expense are not recognized on finance leases. Rather, the Company accrues interest on the balance of the finance leases receivable based on the interest rate inherent in the applicable lease. The Company recognized interest earned on finance leases as "other income" in the amount of \$37,100 and \$21,800 in the quarters ended September 30, 2013 and 2012, respectively, and \$102,100 and \$67,800 in the nine months ended September 30, 2013 and 2012, respectively.

**2. Aircraft and Aircraft Engines Held for Lease or Sale**

*(a) Assets Held for Lease*

At September 30, 2013 and December 31, 2012, the Company's aircraft and aircraft engines, which were on lease or held for lease, consisted of the following:

Model	September 30, 2013		December 31, 2012	
	Number owned	% of net book value	Number owned	% of net book value
Bombardier Dash-8-300	9	26%	9	25%
Fokker 100	7	22%	7	22%
Bombardier Dash-8-Q400	3	19%	3	19%
Fokker 50	11	12%	13	14%
Saab 340B Plus	6	9%	4	6%
General Electric CF34-8E5 engine	3	7%	3	7%
Saab 340B	4	4%	5	5%
Tay 650-15 engine	2	1%	-	-
General Electric CT7-9B engine	2	-	1	-
Saab 340A	1	-	1	-
deHavilland DHC-8-100	-	-	1	1%
deHavilland DHC-6	-	-	1	1%

Net book value excludes the Company's Saab 340A aircraft and the two General Electric CT7-9B engines, which are subject to finance leases.

During the third quarter of 2013, the Company purchased a Saab 340B Plus aircraft on lease to an existing customer, with a lease term expiring in the second quarter of 2018. During the third quarter of 2013, the Company used cash of \$2,545,400 for the purchase and capital improvement of aircraft.

AeroCentury Corp.  
Notes to Financial Statements (Unaudited)  
September 30, 2013

## 2. Aircraft and Aircraft Engines Held for Lease or Sale (continued)

### (a) Assets Held for Lease (continued)

During the quarter ended September 30, 2013, the Company sold a Fokker 50 aircraft and a deHavilland DHC-6 aircraft and recorded gains of \$523,400 and \$1,461,800, respectively.

During the third quarter of 2013, the Company leased two of its Saab 340B aircraft to a new customer, each with a term of 48 months, and re-leased a General Electric CF34-8E5 engine to a previous customer under a short-term lease. The Company also extended the lease for another General Electric CF34-8E5 engine on lease to the same customer. Both of these engines were returned to the Company in the fourth quarter of 2013.

In August 2013, the lessee of three of the Company's Fokker 100 aircraft was declared bankrupt and the lessee returned the aircraft to the Company. In connection with the bankruptcy, the Company recorded a bad debt expense of \$357,600.

At September 30, 2013, fourteen of the Company's assets, comprised of four Fokker 50 aircraft, one Saab 340B aircraft, seven Fokker 100 aircraft and two Tay 650-15 engines, which represented 27% of the net book value of the Company's aircraft and engines, were off lease. One of the Fokker 100 aircraft was delivered to a new lessee in October 2013 for a lease term expiring in November 2016. The Company is seeking re-lease opportunities for the other off-lease assets, other than the two Tay 650-15 engines that are being held as spares and used in connection with required maintenance on the Company's Fokker 100 aircraft.

### (b) Assets Held for Sale

Assets held for sale are carried at their estimated fair values, less costs to sell. At September 30, 2013, such assets consisted of two Saab 340B airframes and one General Electric CT7-9B engine. The various components of the airframes are in the process of being sold pursuant to consignment agreements executed with a maintenance vendor. During the third quarter of 2013, the Company realized \$73,600 of proceeds from sales of airframe parts. The Company is seeking sales opportunities for the engine. No adjustments to the carrying value of the Company's assets held for sale were recorded during the three months or nine months ended September 30, 2013 and 2012.

## 3. Maintenance Reserves and Accrued Maintenance Costs

Maintenance costs under the Company's triple net leases are generally the responsibility of the lessees. Most of the Company's leases require payment of maintenance reserves, which are based upon lessee-reported usage and billed monthly, and are intended to accumulate and be applied by the Company toward reimbursement of most or all of the cost of the lessees' performance of certain maintenance obligations under the leases. Maintenance reserves are characterized as either refundable or non-refundable depending on their disposition at lease end.

Refundable maintenance reserves received by the Company are accounted for as a liability, which is reduced when maintenance work is performed during the lease and reimbursement to the lessee is paid. Such reserves are refunded after all return conditions and, in some cases, any other payments due under the lease are satisfied. Any refundable reserves retained by the Company to satisfy return conditions are recorded as revenue when the asset is returned.

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AeroCentury Corp.  
Notes to Financial Statements (Unaudited)  
September 30, 2013

## 3. Maintenance Reserves and Accrued Maintenance Costs (continued)

Non-refundable maintenance reserves are recorded as maintenance reserves revenue (assuming cash is received or collections are reasonably assured). The timing difference between recording maintenance reserves revenue as usage occurs and recording maintenance expense as maintenance

AeroCentury Corp.  
Notes to Financial Statements (Unaudited)  
September 30, 2013

### 3. Maintenance Reserves and Accrued Maintenance Costs (continued)

Non-refundable maintenance reserves are recorded as maintenance reserves revenue (assuming cash is received or collections are reasonably assured). The timing difference between recording maintenance reserves revenue as usage occurs and recording maintenance expense as maintenance is performed can have material effects on the volatility of reported earnings.

At September 30, 2013 and December 31, 2012, the liability for maintenance reserves and accrued maintenance costs consisted of refundable maintenance payments billed to lessees based on usage and accrued maintenance costs for both off-lease aircraft and lessee maintenance claims for non-refundable maintenance reserves. Refundable maintenance reserves at December 31, 2012 also included a \$6,528,500 payment received from a lessee when its two aircraft leases were assigned to a new lessee upon the sale by the original lessee of all of its assets to the new lessee in 2012. In the first quarter of 2013, the two subject aircraft were returned to the Company by the new lessee in connection with the new lessee's bankruptcy and the \$6,528,500 payment was recorded as maintenance reserves revenue. At September 30, 2013 and December 31, 2012, the Company's maintenance reserves and accrued maintenance costs consisted of the following:

	September 30, 2013	December 31, 2012
Refundable maintenance reserves	\$ 9,711,600	\$ 14,477,400
Accrued maintenance costs	2,669,700	878,700
	<u>\$ 12,381,300</u>	<u>\$ 15,356,100</u>

Additions to and deductions from the Company's accrued maintenance costs during the nine months ended September 30, 2013 and 2012 for aircraft maintenance were as follows:

	For the Nine Months Ended September 30,	
	2013	2012
Balance, beginning of period	\$ 878,700	\$ 1,013,400
Additions:		
Charged to expense	6,239,900	3,174,500
Capital equipment	384,800	52,300
Accrued claims related to refundable maintenance reserves	605,900	578,100
Prepaid maintenance and other	134,100	333,500
Total additions	<u>7,364,700</u>	<u>4,138,400</u>
Deductions:		
Payments	4,770,000	3,233,900
Other	803,700	292,400
Total deductions	<u>5,573,700</u>	<u>3,526,300</u>
Net increase in accrued maintenance costs	<u>1,791,000</u>	<u>612,100</u>
Balance, end of period	<u>\$ 2,669,700</u>	<u>\$ 1,625,500</u>

### 4. Notes Payable and Accrued Interest

AeroCentury Corp.  
Notes to Financial Statements (Unaudited)  
September 30, 2013

#### 4. Notes Payable and Accrued Interest

At September 30, 2013 and December 31, 2012, the Company's notes payable and accrued interest consisted of the following:

	September 30, 2013	December 31, 2012
Credit Facility principal	\$ 64,500,000	\$ 67,800,000
Credit Facility accrued interest	32,400	65,700
	<u>\$ 64,532,400</u>	<u>\$ 67,865,700</u>

In March 2013, the Company's Credit Facility (the "Credit Facility") provided by a syndicate of banks was increased from \$90 million to \$130 million and the maturity date was extended to September 30, 2015. The Credit Facility is secured by all of the assets of the Company, including its aircraft and engine portfolio.

As of September 30, 2013, the Company was out of compliance with a customer concentration covenant under its Credit Facility agreement. The higher than anticipated concentration resulted in part from the Company recognizing operating lease revenues from certain lessees on a cash basis, as collectability was not reasonably assured. Based on its current projections, the Company believes it may be out of compliance with this covenant at the December 31, 2013 calculation date for the same reason. The Credit Facility banks have granted a waiver of compliance with this covenant for the September 30, 2013 and December 31, 2013 calculation dates. The Company was in compliance with all covenants under the Credit Facility agreement at December 31, 2012.

The unused amount of the Credit Facility was \$65,500,000 and \$22,200,000 as of September 30, 2013 and December 31, 2012, respectively; however, the amount available on those respective dates was limited to \$16,517,500 and \$1,113,500, respectively, due to borrowing base limitations.

The weighted average interest rate on the Credit Facility was 3.94% and 4.00% at September 30, 2013 and December 31, 2012, respectively.

#### 5. Computation of Earnings/(Loss) Per Share

Basic and diluted earnings per share are calculated as follows:

	For the Nine Months Ended September 30,		For the Three Months Ended September 30,	
	2013	2012	2013	2012
Net income/(loss)	\$ 4,613,300	\$ 3,398,500	\$ (340,600)	\$ 1,112,900
Weighted average shares outstanding for the period	1,543,257	1,543,257	1,543,257	1,543,257
Dilutive effect of warrants	44,072	17,196	-	21,800
Weighted average diluted shares used in calculation of diluted earnings/(loss) per share	<u>1,587,329</u>	<u>1,560,453</u>	<u>1,543,257</u>	<u>1,565,057</u>
Basic earnings/(loss) per share	<u>\$ 2.99</u>	<u>\$ 2.20</u>	<u>\$ (0.22)</u>	<u>\$ 0.72</u>
Diluted earnings/(loss) per share	<u>\$ 2.91</u>	<u>\$ 2.18</u>	<u>\$ (0.22)</u>	<u>\$ 0.71</u>

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AeroCentury Corp.  
Notes to Financial Statements (Unaudited)  
September 30, 2013

#### 5. Computation of Earnings Per Share (continued)

AeroCentury Corp.  
Notes to Financial Statements (Unaudited)  
September 30, 2013

## 5. Computation of Earnings Per Share (continued)

Basic earnings per common share is computed using net income and the weighted average number of common shares outstanding during the period. Diluted earnings per common share are computed using net income and the weighted average number of common shares outstanding, assuming dilution. Weighted average common shares outstanding, assuming dilution, include potentially dilutive common shares outstanding during the period. Potentially dilutive common shares include the assumed exercise of warrants using the treasury stock method. For the three months ended September 30, 2013, the dilutive effect of outstanding warrants was 46,907 potentially outstanding shares issuable upon the assumed exercise of all outstanding warrants. However, the effect of these potentially outstanding shares was not included in the calculation of diluted loss per share for the applicable period because the effect would have been anti-dilutive.

## 6. Related Party Transactions

The Company's portfolio of leased aircraft assets is managed and administered under the terms of a management agreement with JetFleet Management Corp. ("JMC"), which is an integrated aircraft management, marketing and financing business and a subsidiary of JetFleet Holding Corp. ("JHC"). Certain officers of the Company are also officers of JHC and JMC and hold significant ownership positions in both JHC and the Company.

Under the management agreement, JMC receives a monthly management fee based on the net asset value of the assets under management. JMC also receives an acquisition fee for locating assets for the Company. Acquisition fees are included in the cost basis of the asset purchased. JMC may receive a remarketing fee in connection with the re-lease or sale of the Company's assets. Remarketing fees are amortized over the applicable lease term or included in the gain on sale recognized upon sale of the applicable asset.

Fees incurred during the quarters and nine months ended September 30, 2013 and September 30, 2012 were as follows:

	For the Nine Months Ended September 30,		For the Three Months Ended September 30,	
	2013	2012	2013	2012
Management fees	\$ 3,218,500	\$ 3,085,000	\$ 1,054,000	\$ 1,091,600
Acquisition fees	236,000	894,000	88,000	-
Remarketing fees	485,300	182,000	244,300	38,000

In August 2009, the Company entered into an agreement (the "Assignment Agreement") with Lee G. Beaumont in which Mr. Beaumont assigned to the Company his rights to purchase certain aircraft engines from an unrelated third party seller. In January 2012, Mr. Beaumont became a "related person" with respect to the Company due to his open market acquisitions of shares representing over 5% of the Company's common stock. Mr. Beaumont received the third and final installment of \$66,700 due under the Assignment Agreement from the Company in the third quarter of 2012. Mr. Beaumont also receives certain fees from JMC in connection with placement of the engines with new or renewing lessees.

Warrants issued to a group of funds affiliated with Whitebox Advisors, LLC in connection with a subordinated debt financing, which was paid in full in December 2011, became exercisable on December 30, 2011, and the shares issuable upon exercise of the warrants constitute over 5% of the common stock of the Company. As a result, the warrant holders became "related persons" with respect to the Company. The warrants expire on December 31, 2015.

## 7. Subsequent Events

In October 2013, the Company delivered one of its off-lease Fokker 100 aircraft to a new customer under a three-year lease.

In October 2013, the Company agreed to a short-term extension of the lease for its Saab 340A aircraft, which is subject to a finance lease.

In November 2013, the Company acquired a Bombardier CRJ-705 aircraft using a combination of Credit Facility financing and excess cash. The aircraft is subject to a lease expiring in May 2024.

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

The following discussion should be read in conjunction with the Company's Form 10-K for the year ended December 31, 2012 and the unaudited financial statements and related notes that appear elsewhere in this report.

*Critical Accounting Policies, Judgments and Estimates*

The Company's discussion and analysis of its financial condition and results of operations are based upon the financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires management to make estimates and judgments that affect the reported amounts of assets and liabilities, revenues and expenses, and the related disclosure of contingent assets and liabilities at the date of the financial statements. In the event that actual results differ from these estimates or the Company adjusts these estimates in future periods, the Company's operating results and financial position could be materially affected.

The Company's significant accounting policies are described in Notes 1 and 3 to the financial statements. The Company believes that the most critical accounting policies include the following: aircraft capitalization and depreciation; impairment of long-lived assets; maintenance reserves and accrued costs; accounting for income taxes; and revenue recognition, accounts receivable and allowance for doubtful accounts.

*Results of Operations**Quarter ended September 30, 2013 compared to the quarter ended September 30, 2012*

The Company recorded a net loss of \$0.3 million in the quarter ended September 30, 2013 compared to net income of \$1.1 million in the same period of 2012.

Operating lease revenue decreased 25% from \$5.8 million in the third quarter of 2012 to \$4.4 million in the third quarter of 2013, primarily reflecting lower portfolio utilization and reduced revenue for leases under which the Company does not record revenue in advance of cash receipt as a result of substantial uncertainty of collectability. The effects of these decreases were partially offset by increases in operating lease revenue from assets purchased during 2012 and 2013.

The average net book value of assets held for lease during the third quarters of 2013 and 2012 was approximately \$138.8 million and \$143.3 million, respectively, representing a decrease of 3%. The average utilization during the third quarters of 2013 and 2012 was 78% and 84%, respectively. At September 30, 2013 and 2012, respectively, approximately 73% and 84% of equipment held for lease, based on net book value, was on lease.

Maintenance reserves revenue for the quarter ended September 30, 2013 decreased 56% to \$0.6 million from \$1.3 million in the third quarter of 2012, primarily reflecting reduced revenue for leases under which the Company does not record revenue in advance of cash receipt as a result of substantial uncertainty of collectability.

During the quarter ended September 30, 2013, the Company sold a Fokker 50 aircraft and a deHavilland DHC-6 aircraft and recorded gains of approximately \$0.5 million and \$1.5 million, respectively. The Company sold no aircraft during the quarter ended September 30, 2012.

The Company's maintenance expense increased 204% to \$2.4 million in the third quarter of 2013 from \$0.8 million in the same period of 2012, as a result of increases in maintenance performed by lessees using non-refundable reserves and maintenance performed by the Company on off-lease aircraft. During the third quarters of 2013 and 2012, \$2.1 million and \$0.2 million, respectively, of the Company's maintenance expense was funded by non-refundable maintenance reserves that had been previously recorded as revenue when earned.

The Company's interest expense decreased 22% to \$1.0 million in the third quarter of 2013 from \$1.2 million in the same period of 2012, as a result of a lower average Credit Facility balance and lower amortization of Credit Facility renewal fees in the 2013 period.

During the third quarter of 2013, the Company added equipment to the lease portfolio of approximately \$2.3 million. The Company sold equipment with a book value of approximately \$1.9 million during the quarter ended September 30, 2013. The Company did not add or sell equipment during the third quarter of 2012. Depreciation increased by 16% from year to year, primarily as a result of acquisitions and changes in residual assumptions from year to year.

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

The following discussion should be read in conjunction with the Company's Form 10-K for the year ended December 31, 2012 and the unaudited financial statements and related notes that appear elsewhere in this report.

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Operating lease revenue decreased 25% from \$5.8 million in the third quarter of 2012 to \$4.4 million in the third quarter of 2013, primarily reflecting lower portfolio utilization and reduced revenue for leases under which the Company does not record revenue in advance of cash receipt as a result of substantial uncertainty of collectability. The effects of these decreases were partially offset by increases in operating lease revenue from assets purchased during 2012 and 2013.

The average net book value of assets held for lease during the third quarters of 2013 and 2012 was approximately \$138.8 million and \$143.3 million, respectively, representing a decrease of 3%. The average utilization during the third quarters of 2013 and 2012 was 78% and 84%, respectively. At September 30, 2013 and 2012, respectively, approximately 73% and 84% of equipment held for lease, based on net book value, was on lease.

Maintenance reserves revenue for the quarter ended September 30, 2013 decreased 56% to \$0.6 million from \$1.3 million in the third quarter of 2012, primarily reflecting reduced revenue for leases under which the Company does not record revenue in advance of cash receipt as a result of substantial uncertainty of collectability.

During the quarter ended September 30, 2013, the Company sold a Fokker 50 aircraft and a deHavilland DHC-6 aircraft and recorded gains of approximately \$0.5 million and \$1.5 million, respectively. The Company sold no aircraft during the quarter ended September 30, 2012.

The Company's maintenance expense increased 204% to \$2.4 million in the third quarter of 2013 from \$0.8 million in the same period of 2012, as a result of increases in maintenance performed by lessees using non-refundable reserves and maintenance performed by the Company on off-lease aircraft. During the third quarters of 2013 and 2012, \$2.1 million and \$0.2 million, respectively, of the Company's maintenance expense was funded by non-refundable maintenance reserves that had been previously recorded as revenue when earned.

The Company's interest expense decreased 22% to \$1.0 million in the third quarter of 2013 from \$1.2 million in the same period of 2012, as a result of a lower average Credit Facility balance and lower amortization of Credit Facility renewal fees in the 2013 period.

During the third quarter of 2013, the Company added equipment to the lease portfolio of approximately \$2.3 million. The Company sold equipment with a book value of approximately \$1.9 million during the quarter ended September 30, 2013. The Company did not add or sell equipment during the third quarter of 2012. Depreciation increased by 16% from year to year, primarily as a result of acquisitions and changes in residual assumptions from year to year.

During the quarter ended September 30, 2013 the Company recorded a bad debt expense of \$0.4 million related to three aircraft that were returned to the Company after a lessee declared bankruptcy. At September 30, 2013, the Company wrote off all receivables from this lessee against the \$2.4 million allowance for doubtful accounts the Company had recorded for this customer in previous periods.

In the quarter ended September 30, 2013 and 2012, the Company recognized \$0.1 million and \$0.6 million of tax expense on \$0.2 million of pre-tax loss and \$1.7 million of pre-tax income, respectively. For the 2013 period, tax expense was recognized on a pre-tax loss principally because two lessees informed the Company that required foreign withholding payments had not been made to those lessees' countries, and the Company consequently reversed previous accruals of foreign tax credits.

*Nine months ended September 30, 2013 compared to the nine months ended September 30, 2012*

The Company recorded net income of \$4.6 million in the nine months ended September 30, 2013 compared to net income of \$3.4 million in the same period of 2012.

Operating lease revenue decreased 20% from \$17.4 million in the nine months ended September 30, 2012 to \$13.9 million in the same period of 2013, primarily reflecting lower portfolio utilization and reduced revenue for leases under which the Company does not record revenue in advance of cash receipt as a result of substantial uncertainty of collectability. The effects of these decreases were partially offset by increases in operating lease revenue from assets purchased during 2012 and 2013.

The average net book value of assets held for lease during the nine months ended September 30, 2013 and 2012 was approximately \$141.3 million and \$136.8 million, respectively, representing an increase of 3%. The average utilization during the first nine months of 2013 and 2012 was 79% and 86%, respectively.

Maintenance reserves revenue for the nine months ended September 30, 2013 increased 173% to \$8.3 million from \$3.0 million in the same period of 2012. The increase was principally due to the recognition of a one-time payment of \$6.5 million received from the prior lessee of two of the Company's aircraft when the leases were assigned to a new lessee in 2012 and recognized as maintenance reserves revenue upon termination of the leases in the first quarter of 2013.

The Company's maintenance expense increased 97% to \$6.2 million in the first nine months of 2013 from \$3.2 million in the same period of 2012, as a result of increases in maintenance performed by lessees using non-refundable reserves and maintenance performed by the Company on off-lease aircraft. During the nine months ended September 30, 2013 and 2012, \$3.3 million and \$1.4 million of the Company's maintenance expense was funded by non-refundable maintenance reserves that had been previously recorded as revenue when earned.

During the first nine months of 2013 and 2012, the Company added equipment to the lease portfolio of approximately \$6.6 million and \$26.0 million, respectively. The Company sold equipment with a book value of approximately \$5.4 million and \$2.6 million during the first nine months of 2013 and 2012, respectively. Depreciation and management fees increased by 18% and 4% respectively, from year to year as a result of the net increase in the size of the Company's aircraft and engine portfolio.

During the nine months ended September 30, 2013 the Company recorded a bad debt expense of \$0.4 million related to three aircraft that were returned to the Company after a lessee declared bankruptcy. At September 30, 2013, the Company wrote off all receivables from this lessee against the \$2.4 million allowance for doubtful accounts that the Company had recorded for this customer in previous periods. During the nine months ended September 30, 2012, the Company recorded a bad debt expense of \$0.3 million related to six aircraft that were returned to the Company after a lessee declared bankruptcy.

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*Liquidity and Capital Resources*

The Company is currently financing its assets primarily through debt financing and excess cash flows.

*(a) Credit Facility*

In March 2013, the Company's Credit Facility provided by a syndicate of banks was increased to \$130 million and extended to September 30, 2015. The Credit Facility is secured by all of the assets of the Company, including its aircraft and engine portfolio.

The Company borrowed \$4.0 million and \$19.9 million under the Credit Facility during the first nine months of 2013 and 2012, respectively. The Company repaid \$7.3 million and \$5.2 million of its Credit Facility debt during the first nine months of 2013 and 2012, respectively.

As of November 8, 2013, the Company had an outstanding balance of \$77.5 million under the Credit Facility. The outstanding balance is \$52.5 million less than the maximum amount of the Credit Facility, but the exclusion of certain off-lease assets from the collateral base, and reduced advance rates for other assets included in the collateral base have limited the amount available to be drawn by the Company under the Credit Facility to \$0.4 million.

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As of September 30, 2013, the Company was out of compliance with a customer concentration covenant under its Credit Facility agreement. The higher than anticipated concentration resulted in part from the Company recognizing operating lease revenues from certain lessees on a cash basis, as collectability was not reasonably assured. Based on its current projections, the Company believes it may be out of compliance with this covenant at the December 31, 2013 calculation date for the same reason. The Company has received a waiver of compliance with this covenant from the Credit Facility banks for the September 30, 2013 and December 31, 2013 calculation dates.

There can be no assurance that the Company will be in compliance with this covenant or any of the other covenants under the Credit Facility through its term, and in the event of any failure to be in compliance, the Company will need to seek additional waivers or amendment of applicable covenants from its lenders if such compliance failure is not timely cured. Any default under the Credit Facility, if not cured within the time permitted under the facility or waived by the lenders, could result in foreclosure upon any or all of the assets of the Company.

The Company was in compliance with all covenants under the Credit Facility agreement at December 31, 2012.

The Company's interest expense generally increases and decreases with prevailing interest rates. The Company has the ability to enter into interest rate swaps to economically hedge against interest rate increases in its floating rate debt under the Credit Facility and has done so in the past.

### *(b) Cash flow*

The Company's primary sources of cash are (i) rent payments due under the Company's operating and finance leases and (ii) refundable and non-refundable maintenance reserves billed monthly to lessees based on aircraft usage. Cash collected by the Company for maintenance reserves and security deposits is not required by the leases to be segregated and is included in cash and cash equivalents on the Company's balance sheets.

The Company's primary uses of cash are for purchase of aircraft and engines, maintenance expense, management fees, professional fees, insurance, and Credit Facility interest and principal payments. The amount of interest paid by the Company depends on the outstanding balance of its Credit Facility, which carries a floating interest rate as well as an interest rate margin, and is therefore also dependent on changes in prevailing interest rates.

The timing and amount of the Company's payments for maintenance vary, depending on the timing of lessee-performed maintenance that is eligible for reimbursement, the aggregate amount of such claims and the timing and amount of maintenance incurred in connection with preparation of off-lease assets for re-lease to new customers. The Company's maintenance payments typically constitute a large portion of its cash needs, and the Company may from time to time borrow additional funds under the Credit Facility to provide funding for such payments.

Management believes that the Company will have adequate cash flow to meet its ongoing operational needs, including any required repayments under the Credit Facility due to borrowing base limitations, based upon its estimates of future revenues and expenditures, which include assumptions regarding (i) revenues for assets to be re-leased, (ii) required debt payments, (iii) interest rates, (iv) the cost and anticipated timing of maintenance to be performed and (v) timely use of proceeds of unused debt capacity toward additional acquisitions of income producing assets.

Although the Company believes that the assumptions it has made in forecasting its cash flow are reasonable in light of experience, actual results could deviate from such assumptions. Among the more significant factors that could have an impact on the accuracy of cash flow assumptions are (i) lessee non-performance or non-compliance with lease obligations, (ii) inability to locate new lessees for returned equipment within a reasonable remarketing period, or at a rent level consistent with projected rental rates for the asset, (iii) lessee performance of maintenance, and payment of related maintenance claims, earlier than anticipated, (iv) inability to locate and acquire a sufficient volume of additional assets at prices that will produce acceptable net returns, (v) an increase in interest rates and (vi) any one or a combination of the above factors that causes the Company to violate

covenants under the Credit Facility agreement, which may in turn require repayment of some or all of the amounts outstanding under the Credit Facility.

*(i) Operating activities*

The Company's cash flow from operations decreased by \$5.8 million in the nine months ended September 30, 2013 compared to the same period in 2012. As discussed below, the change in cash flow was primarily a result of decreases in payments for rent and increases in payments for maintenance and aircraft insurance.

Payments for operating lease revenue

Payments received from lessees for rent decreased by \$3.6 million in the first nine months of 2013 compared to the same period in 2012 primarily due to an increase in the number of off-lease assets and payment delinquencies in the 2013 period.

The Company is receiving no lease revenue for its assets that are currently off lease, which assets are comprised of four Fokker 50 aircraft, one Saab 340B aircraft, six Fokker 100 aircraft and two Tay 650-15 engines. The Tay 650-15 engines, which were acquired during the first quarter of 2013, are being held as spares and used in connection with required maintenance on the Company's Fokker 100 aircraft.

Payments for maintenance

Payments for maintenance increased by \$1.1 million in the first nine months of 2013 compared to the same period in 2012 as a result of an increase in maintenance costs for off-lease aircraft. The amount of payments for maintenance in future periods will depend on the amount and timing of maintenance paid as reimbursement to lessees for maintenance reserves claims, which are dependent upon utilization and required maintenance intervals, and maintenance paid for off-lease assets.

Payments for aircraft insurance

Payments for aircraft insurance increased by \$0.8 million in the first nine months of 2013 compared to the same period in 2012 as a result of an increase in the number and insured value of the Company's off-lease assets.

*(ii) Investing activities*

During the first nine months of 2013 and 2012, the Company received cash of \$8.2 million and \$3.4 million, respectively, from the sale of aircraft. During the same time periods, the Company used cash of \$6.6 million and \$25.7 million, respectively, for the purchase and capital improvement of aircraft.

*(iii) Financing activities*

The Company borrowed \$4.0 million and \$19.9 million under the Credit Facility during the first nine months of 2013 and 2012, respectively. In these same time periods, the Company repaid \$7.3 million and \$5.2 million, respectively, of its total outstanding debt under the Credit Facility. Such repayments were funded by excess cash flow. During the first nine months of 2013 and 2012, the Company paid \$2.1 million and \$1.6 million of fees related to the extension of the Company's Credit Facility. Such fees are amortized over the term of the Credit Facility.

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*Outlook*

*(a) General*

The slow recovery from the global downturn has resulted in a significant reduction in airline passenger volume and, in reaction to that, a reduction in the number of aircraft and aircraft engines needed for operation by carriers in nearly all geographic areas, especially Europe. This presents a challenging environment for the Company in three respects:

- There is an increased possibility of an unanticipated lessee default, as evidenced by the bankruptcies of four of the Company's customers during 2012 and 2013. A lessee's default and the unscheduled return of an asset to the Company for remarketing could result not only in reduced operating lease revenue but also in unanticipated, unrecoverable expenses arising from the lessee's default on its maintenance and return condition obligations. The Company monitors the performance of all of its customers and has noted that several of the Company's customers have experienced weakened financial conditions and operating results and have not yet achieved financial stability.

## Outlook

### (a) General

The slow recovery from the global downturn has resulted in a significant reduction in airline passenger volume and, in reaction to that, a reduction in the number of aircraft and aircraft engines needed for operation by carriers in nearly all geographic areas, especially Europe. This presents a challenging environment for the Company in three respects:

- There is an increased possibility of an unanticipated lessee default, as evidenced by the bankruptcies of four of the Company's customers during 2012 and 2013. A lessee's default and the unscheduled return of an asset to the Company for remarketing could result not only in reduced operating lease revenue but also in unanticipated, unrecoverable expenses arising from the lessee's default on its maintenance and return condition obligations. The Company monitors the performance of all of its customers and has noted that several of the Company's customers have experienced weakened financial conditions and operating results and have not yet achieved financial stability.
- There is an increased possibility that the Company's current lessees will choose to return leased assets at lease expiration rather than renew the existing leases, notwithstanding that any such lessee may incur significant expenses to satisfy return conditions. Due to decreased demand for aircraft capacity, it is likely that the Company will experience lower on-lease utilization rates and longer lead times for remarketing of returned assets, as well as lower rental rates for remarketed assets, as was the case with several lease extensions and re-leases since 2011. This trend is expected to continue to affect the Company's operating revenue for the remainder of 2013.
- Finally, in the current environment of diminished demand for leisure and business air travel and consequently reduced capacity by carriers, there is likely to be a significant decrease in the pool of customers requiring aircraft. Any decrease in the pool of customers requiring aircraft could increase the Company's reliance on a small number of lessees, which increases the Company's risk of financial covenant compliance (see "*Factors That May Affect Future Results – Concentration of Lessees and Aircraft Type,*" below).

### (b) Remarketing Efforts

Unless they are renewed, leases for six of the Company's assets will expire during the remainder of 2013 and the assets will be returned to the Company.

Two of the assets to be returned in 2013 are Dash-8-300 aircraft, which are on lease to a customer that is replacing its fleet with a different type of aircraft. The customer expects to return the two aircraft, as well as two other Dash-8-300 aircraft it leases from the Company, in late 2013 and the first half of 2014. During the third quarter of 2013, the Company accrued \$0.6 million of maintenance expense related to non-refundable reserves collected from the customer and which the customer may claim for reimbursement of maintenance work that has been performed in connection with the return of the first aircraft. The Company will likely incur substantial maintenance expense in the first half of 2014 related to the return of a second aircraft when the customer uses non-refundable maintenance reserves to meet the return conditions of the lease. Such reserves, expected to total approximately \$1.0 million, have been recorded as maintenance reserves revenue during the lease. Although the Company does not hold maintenance reserves for the remaining two aircraft to be returned, it holds security deposits of \$1.0 million for each aircraft, which will be returned to the customer upon completion of the maintenance work required by the leases. Management believes that, given the current market for Dash-8-300 aircraft, it will be able to re-lease or sell the four returned aircraft in a timely manner.

The Company is seeking remarketing opportunities for the following assets, which are off lease as of November 8, 2013:

- Four of the six Fokker 50 aircraft that were returned in the second quarter of 2012; and
- One Saab 340B aircraft, which was also returned in the second quarter of 2012.

At September 30, 2013, the Company's seven Fokker 100 aircraft were off lease. In October 2013, the Company delivered one of the aircraft to a new customer, and that customer has indicated that it may lease another of the Company's Fokker 100 aircraft. During the first quarter of 2013, the Company signed a letter of intent for the lease of three Fokker 100 aircraft with a start-up airline and received an initial deposit. Although the Company had expected to deliver the aircraft in the third and fourth quarters of 2013, delivery has been delayed. During October 2013, the Company and a new customer signed a letter of intent for the lease of the two remaining Fokker 100 aircraft.

The Company is considering selling some or all of its off-lease aircraft. The Company is analyzing the amount and timing of maintenance required to remarket the aircraft, the amount of which may differ significantly if the aircraft are sold rather than re-leased.

### (c) Credit Facility

During March 2013, the Company's Credit Facility was extended to September 30, 2015 and increased to \$130 million.

Under the Credit Facility, the amount available to be borrowed is limited to the total amount of asset-specific advance rates (expressed as a percentage of each asset's net book or appraised value). Lessee arrearages or asset off-lease periods may reduce the advance rate for the related assets and, therefore, the permitted borrowing under the facility. Additionally, the Credit Facility contains financial and other covenants.

As of September 30, 2013, the Company was out of compliance with a customer concentration covenant under its Credit Facility agreement. The higher than anticipated concentration resulted in part from the Company recognizing operating lease revenues from certain lessees on a cash basis, as collectability was not reasonably assured. Based on its current projections, the Company believes it may be out of compliance with this covenant at the December 31, 2013 calculation date for the same reason. The Company has received a waiver of compliance with this covenant from the Credit Facility banks for the September 30, 2013 and December 31, 2013 calculation dates.

The Company believes that available borrowings under the Credit Facility, considering possible lessee arrearages or off-lease periods, will be sufficient to meet its continuing obligations and to fund anticipated acquisitions. However, there can be no assurance the Company's beliefs will prove to be correct and that the Company will have sufficient cash to make any required Credit Facility repayments. In addition, there can be no assurance that the Company will be in compliance with the covenants under the Credit Facility through its term, and in the event of any non-compliance, the Company will need to seek waivers or amendment of applicable covenants from its lenders if such compliance failure is not timely cured. Any default under the Credit Facility, if not cured in the time permitted under the facility or waived by the lenders, could result in foreclosure upon any or all of the assets of the Company.

*(d) Deferral Agreements*

The Company regularly evaluates the financial performance of all of its lessees and is closely monitoring one customer in particular. In the past, the Company has granted deferral of certain overdue and/or future rental or reserves payment obligations pursuant to agreements with certain customers that had experienced financial difficulties. The Company currently has no deferral agreement balances outstanding. The Company may agree to deferral agreements with certain lessees in the future, which would reduce the Company's borrowing ability under the Credit Facility.

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*Factors that May Affect Future Results*

*Ownership Risks.* The Company's leases are typically less than the entire anticipated remaining useful life of the leased assets. The Company's ability to recover its investment in an asset subject to such a lease is dependent upon the Company's ability to profitably re-lease or sell the asset after the expiration of the lease term. Some of the factors that have an impact on the Company's ability to re-lease or sell the asset include worldwide economic conditions, general aircraft market conditions, regulatory changes that may make an asset's use more expensive or preclude use unless the asset is modified, changes in the supply or cost of aircraft equipment and technological developments that cause the asset to become obsolete. If the Company is unable to remarket its assets on favorable terms when the leases for such assets expire, the Company's business, financial condition, cash flow, ability to service debt and results of operations could be adversely affected.

The Company acquires used aircraft equipment. The market for used aircraft equipment has been cyclical, and generally reflects economic conditions and the strength of the travel and transportation industry. The demand for and value of many types of used aircraft in the recent past has been depressed by such factors as airline financial difficulties, increased fuel costs, the number of new aircraft on order and the number of aircraft coming off lease. Values may also increase for certain aircraft types that become desirable based on market conditions and changing airline capacity. If the Company were to purchase an aircraft during a period of increasing values, it would need to lease such aircraft at a corresponding higher lease rate to compensate for its higher purchase price.

In addition, a successful investment in an asset subject to a lease depends in part upon having the asset returned by the lessee in the condition as required under the lease. Each lease typically obligates a customer to return an asset to the Company in a specified condition, which generally requires it be returned in equal or better condition than at delivery to the lessee. If the lessee becomes insolvent during the term of its lease and the Company has to repossess the asset from the lessee, it is unlikely that the lessee will have the financial ability to meet these return obligations and it is likely that the Company would be required to expend funds in excess of the maintenance reserves collected to return the asset to a remarketable condition. If the lessee files for bankruptcy and rejects the aircraft lease, although the lessee is required to return the aircraft, the lessee is relieved from all further obligations under the lease, including the obligation to return the aircraft in the condition required under the lease. In that case, it is also likely that the Company would be required to expend funds in excess of the maintenance reserves collected to return the asset to a remarketable condition.

Several of the Company's leases do not require payment of monthly maintenance reserves, which serve as the lessee's advance payment for its future repair and maintenance obligations. If repossession due to lessee default or bankruptcy occurs under such a lease, the Company will be left with the expense for the costs of unperformed repair and maintenance under the applicable lease and the Company may incur an unanticipated expense in order to re-lease or sell the asset.

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Furthermore, the occurrence of unexpected adverse changes that impact the Company's estimates of expected cash flows generated from an asset may result in an asset impairment charge against the Company's earnings. The Company periodically reviews long-term assets for impairment, in particular, when events or changes in circumstances indicate the carrying value of an asset may not be recoverable. An impairment loss is recognized when the carrying amount of an asset is estimated to be not recoverable and exceeds its fair value. The Company may be required to recognize asset impairment charges in the future as a result of a prolonged weak economic environment, challenging market conditions in the airline industry or events related to particular lessees, assets or asset types.

**Lessee Credit Risk.** The Company carefully evaluates the credit risk of each customer and attempts to obtain a third party guaranty, letters of credit or other credit enhancements, if it deems them necessary in addition to customary security deposits. There can be no assurance, however, that such enhancements will be available, or that, if obtained, will fully protect the Company from losses resulting from a lessee default or bankruptcy.

If a lessee that is a certified U.S. airline were in default under a lease and sought protection under Chapter 11 of the United States Bankruptcy Code, Section 1110 of the Bankruptcy Code would automatically prevent the Company from exercising any remedies against such lessee for a period of 60 days. After the 60-day period had passed, the lessee would have to agree to perform the lease obligations and cure any defaults, or the Company would have the right to repossess the equipment. This procedure under the Bankruptcy Code has been subject to significant litigation, however, and it is possible that the Company's enforcement rights may be further adversely affected by a bankruptcy filing by a defaulting lessee.

Several of the Company's customers have experienced significant financial difficulties, become insolvent, have been declared or have filed for bankruptcy. Such an insolvency or bankruptcy usually discharges all unpaid obligations of the customer to the Company existing at the time of the filing, resulting in a total loss of those receivables. The Company closely monitors the performance of all of its lessees and the Company's risk exposure to any lessee that may be facing financial difficulties, in order to guide decisions with respect to such lessee that would mitigate losses in the event the lessee becomes insolvent or files for bankruptcy and is unable to meet or rejects its lease obligations. There can be no assurance that additional customers will not become insolvent or file for bankruptcy or that the Company will be able to mitigate any of the resultant losses.

**Credit Facility Debt Limitations.** Under the Credit Facility, the amount available to be borrowed is limited to the total amount of asset-specific advance rates (expressed as a percentage of each asset's net book or appraised value). Lessee arrearages or asset off-lease periods may reduce the advance rate for the related assets and, therefore, the permitted borrowing under the facility. Amounts subject to deferral agreements also reduce the borrowing base. The Company believes it will have sufficient cash funds to make any required principal repayment that arises due to any such borrowing base

limitations.

*Risks of Debt Financing; Credit Facility Financial Covenants.* The Company's use of debt as the primary form of acquisition financing subjects the Company to increased risks associated with leveraging. In addition to payment obligations, the Credit Facility agreement includes financial covenants, including requiring the company to have positive earnings, meet minimum net worth standards and be in compliance with certain financial ratios. There can be no assurance that the Company will be in compliance with these covenants under the Credit Facility through its term, and in the event of any non-compliance, the Company will need to seek waivers or amendment of applicable covenants from its lenders if such compliance failure is not timely cured. The Company's assets secure its debt financing, and any default in payment obligations or other covenants under the Credit Facility, if not cured in the time permitted under the facility or waived by the lenders, could result in foreclosure upon any or all of the assets of the Company.

*Availability of Financing.* The Company's continued growth will depend on its ability to continue to obtain capital, either through debt or equity financings. The financial markets have experienced significant setbacks that have continued to make access to capital and asset-based debt financing more costly and difficult to obtain. There can be no assurance that the Company's belief regarding the availability of financing under the current Credit Facility will prove to be correct, or that the Company will succeed in finding additional funding, and if such financing is found, it may be on terms less favorable than the Company's current debt financings.

*General Economic Conditions and Lowered Demand for Travel.* The Company's business is dependent upon general economic conditions and the strength of the travel and transportation industry. The industry is continuing to experience financial difficulty and contraction due to the downturn and slow recovery in the global economy. Passenger volume has fallen significantly for many carriers, and the loss of revenue has affected their financial condition. The slow recovery from the credit crisis has made it difficult or impossible for many regional carriers to find the additional debt financing on which they have traditionally relied. The confluence of these economic factors increases the likelihood of failures among the Company's customers. The spread of a disease epidemic, the threat or execution of a terrorist attack against aviation, a worsening financial/bank crisis in Europe, a natural event that interrupts air traffic, political crises or other events that cause a prolonged spike in fuel prices, or other like events could exacerbate an already weakened condition and lead to widespread failures in the air carrier industry. If lessees experience financial difficulties and are unable to meet lease obligations, this will, in turn, negatively affect the Company's financial performance.

During the current period of economic weakness, many airlines have reduced capacity in response to lower passenger loads, and as a result, there has been reduced demand for aircraft and aircraft engines and a corresponding decrease in market lease rental rates and aircraft values for many aircraft types. This reduced market value could affect the Company's results if the market value of an asset or assets in the Company's portfolio falls below carrying value, and the Company determines that a write-down of the value on its balance sheet is appropriate. Furthermore, if older, expiring leases are replaced with leases at decreased lease rates, the lease revenue from the Company's existing portfolio is likely to decline, with the magnitude of the decline dependent on the length of the downturn and the depth of the decline in market rents.

Economic downturns can affect certain regions of the world more than others. As the Company's portfolio is not entirely globally diversified, a localized downturn in one of the key regions in which the Company leases assets could have a significant adverse impact on the Company. For the month ended October 31, 2013, 29%, 24%, 20% and 18% of the Company's lease revenue came from the African, Asian, Caribbean and European regions, respectively, with two, four, one and three lessees, respectively.

Over the last few years, several of the Company's customers have experienced financial difficulties arising from a combination of the weakened air carrier market and their own unique financial circumstances and have requested and been granted deferral of certain overdue and/or future rental or reserve payment obligations. It is possible that the Company may enter into additional deferral agreements if the current weakened air carrier environment continues. When a customer requests a deferral of lease obligations, the Company evaluates the lessee's financial plan, the likelihood that the lessee can remain a viable carrier, and whether the deferral will be repaid according to the agreed schedule. The Company may elect to record the deferred rent and reserve payments from the lessee on a cash basis, which could have a material effect on the Company's financial results in the applicable periods.

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*International Risks.* The Company leases assets primarily in overseas markets. Leases with foreign lessees, however, may present different risks than those with domestic lessees. Most of the Company's current and expected growth is expected outside of the United States, and non-U.S. lessees are not subject to U.S. bankruptcy laws, although there may be debtor protection similar to U.S. bankruptcy laws available in some jurisdictions. Certain countries do not have a central registration or recording system with which to locally establish the Company's interest in equipment and related leases. This could make it more difficult for the Company to recover an aircraft in the event of a default by a foreign lessee. In any event, collection and enforcement may be more difficult and complicated in foreign countries.

A lease with a foreign lessee is subject to risks related to the economy of the country or region in which such lessee is located, which may be weaker than the U.S. economy. An economic downturn in a particular country or region may impact a foreign lessee's ability to make lease payments, even if the U.S. and other foreign economies remain stable.

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Foreign lessees are subject to risks related to currency conversion fluctuations. Although the Company's current leases are all payable in U.S. dollars, the Company may agree in the future to leases that permit payment in foreign currency, which would subject such lease revenue to monetary risk due to currency fluctuations. In addition, if the Company undertakes certain obligations under a lease to contribute to a repair or improvement and if the work is performed in a foreign jurisdiction and paid for in foreign currency, currency fluctuations resulting in a weaker dollar between the time such agreement is made and the time payment for the work is made may result in an unanticipated increase in U.S. dollar-denominated cost for the Company.

Even with U.S. dollar-denominated lease payment provisions, the Company could still be affected by a devaluation of the lessee's local currency that would make it more difficult for a lessee to meet its U.S. dollar-denominated payments, increasing the risk of default of that lessee, particularly if its revenue is primarily derived in the local currency.

Foreign lessees that operate internationally may also face restrictions on repatriating foreign revenue to their home country. This could create a cash flow crisis for an otherwise profitable carrier, affecting its ability to meet its lease obligations.

Finally, ownership of a leased asset operating in a foreign country and/or by a foreign carrier may subject the Company to additional tax liabilities that are not present with aircraft operated in the United States. Depending on the jurisdiction, laws governing such tax liabilities may be complex, not well formed or not uniformly enforced. In such jurisdictions, the Company may decide to take an uncertain tax position based on the best advice of the local tax experts it engages, which position may be challenged by the taxing authority. If the taxing authority later assesses a liability, the Company may be required to pay penalties and interest on the assessed amount, which penalties and interest would not give rise to a corresponding foreign tax credit on the Company's U.S. tax return.

*Concentration of Lessees and Aircraft Type.* For the month ended October 31, 2013, based on monthly operating lease revenue and interest income from finance leases, the Company's four largest customers were located in Mozambique, Antigua, Thailand and Norway and accounted for a total of approximately 69% of the Company's monthly lease revenue. A lease default by or collection problem with one or a combination of any of these significant customers could have a disproportionate negative impact on the Company's financial results and borrowing base under the Credit Facility, and, therefore, the Company's operating results are especially sensitive to any negative developments with respect to these customers in terms of lease compliance or collection. In addition, if the Company's revenues become overly concentrated in a small number of lessees, the Company could fail to comply with certain financial covenants in its Credit Facility related to customer concentration. In the event of any such failure to be in compliance, the Company will need to seek waivers or amendment of the applicable covenants from its lenders if such compliance failure is not timely cured. Any default under the Credit Facility, if not cured in the time permitted under the Credit Facility or waived by the lenders, could result in foreclosure upon any or all of the assets of the Company.

As of October 31, 2013, the Company owned nine Bombardier Dash-8-300, seven Fokker 100, three Bombardier Dash-8-Q400 and eleven Fokker 50 aircraft, making these four aircraft types the dominant types in the portfolio and representing 26%, 22%, 19% and 12%, respectively, of net book value. As a result, a change in the desirability and availability of any of these types of aircraft, which would in turn affect valuations of such aircraft, would have a disproportionately significant impact on the Company's portfolio value. Such aircraft type concentration will diminish if the Company acquires additional assets of other types. Conversely, acquisition of these types of aircraft will increase the Company's risks related to its concentration of those aircraft types.

*Risks Related to Regional Air Carriers.* The Company's continued focus on its customer base of regional air carriers subjects the Company to additional risks. Some of the lessees in the regional air carrier market are companies that are start-up, low-capital, and/or low-margin operators. Often, the success of such carriers depends on contractual arrangements with major trunk carriers or franchises from governmental agencies that provide subsidies for operating essential air routes, both of which may be subject to termination or cancellation with short notice periods. Regional carriers, even if financially strong, that are owned by, or are a sister corporation of, an established major carrier can also be swept into bankruptcy if the major carrier files for bankruptcy or becomes insolvent. Two of the Company's regional air carrier customers, one located in the United States and the other in Sweden, filed for bankruptcy in 2012, and one located in Germany filed for bankruptcy in 2013.

*Leasing Risks.* The Company's successful negotiation of lease extensions, re-leases and sales is critical to achieving its financial objectives and

involves a number of risks. Demand for lease or purchase of the assets depends on the economic condition of the airline industry, which is, in turn, sensitive to general economic conditions. The ability to re-lease equipment at acceptable rates may depend on the demand and market values at the time of remarketing.

*Investment in New Aircraft Types and Engines.* The Company intends to continue to focus solely on regional aircraft and engines. Although the Company has traditionally invested in a limited number of types of turboprop aircraft and engines, the Company has also acquired several Fokker 100 regional jet aircraft and a Bombardier CRJ-705 aircraft, as well as regional jet aircraft engines, and may continue to seek acquisition opportunities for new types and models of regional jet and turboprop aircraft and engines used in the Company's targeted customer base of regional air carriers. Acquisition of aircraft types and engines not previously acquired by the Company entails greater ownership risk due to the Company's lack of experience managing those aircraft and engine types. The Company believes, however, that the overall industry experience of JMC's personnel and its technical resources should permit the Company to effectively manage such new aircraft types and engines. Further, the broadening of the asset types in the aircraft portfolio may have a benefit of diversifying the Company's portfolio (see "*Factors That May Affect Future Results – Concentration of Lessees and Aircraft Type,*" above).

*Engine Leasing Risk.* The Company currently has seven engines in its portfolio, making up 8% of the Company's total net book value of aircraft and aircraft engines held for lease. The Company may from time to time lease one or more of these engines under industry standard short-term engine leases, which place the risk of an engine failure not caused by lessee negligence or foreign object damage upon the lessor. It is not economically practicable for an engine lessor to insure against that risk. If an engine failure occurs and is not covered by a manufacturer's warranty or is not otherwise caused by circumstances that the lessee is required to cover, the Company's investment in the engine could be a significant loss or the Company might incur a significant maintenance expense.

*Interest Rate Risk.* The Credit Facility carries a floating interest rate based upon short-term interest rate indices. Lease rates typically, but not always, move over time with interest rates, but market demand and numerous other asset-specific factors also affect lease rates. Because the Company's typical lease rates are fixed at the origination of leases, interest rate changes during the term of a lease have no effect on existing lease rental payments. Therefore, if interest rates rise significantly and there is relatively little lease origination by the Company following such rate increases, the Company could experience decreased net income as additional interest expense outpaces revenue growth. Further, even if significant lease origination occurs following such rate increases, other contemporaneous aircraft market forces may result in lower or flat rental rates, thereby decreasing net income.

*Reliance on JMC.* All management of the Company is performed by JMC under a twenty-year Management Agreement between the Company and JMC that expires in April of 2018 and provides for an asset-based management fee. JMC is not a fiduciary of the Company or its stockholders. The Company's Board of Directors (the "Board") has ultimate control and supervisory responsibility over all aspects of the Company and owes fiduciary duties to the Company and its stockholders. The Board has no control over the internal operations of JMC, but the Board does have the ability and responsibility to manage the Company's relationship with JMC and the performance of JMC's obligations to the Company under the Management Agreement, as it would have for any third party service provider to the Company. While JMC may not owe any fiduciary duties to the Company by virtue of the Management Agreement, all of the officers of JMC are also officers of the Company, and in that capacity owe fiduciary duties to the Company and its stockholders. In addition, certain officers of the Company hold significant ownership positions in the Company and JHC, the parent company of JMC.

The Management Agreement may be terminated if JMC defaults on its obligations to the Company. However, the agreement provides for liquidated damages in the event of its wrongful termination by the Company. Certain directors of the Company are also directors of JMC and, as discussed above, the officers of the Company are also officers of JMC and certain officers hold significant ownership positions in both the Company and JHC, the holding company for JMC. Consequently, the directors and officers of JMC may have a conflict of interest in the event of a dispute between the Company and JMC. Although the Company has taken steps to prevent conflicts of interest arising from such dual roles, such conflicts may still occur.

JMC has acted as the management company for two other aircraft portfolio owners, JetFleet III, which raised approximately \$13 million in bond issuance proceeds, and AeroCentury IV, Inc. ("AeroCentury IV"), which raised approximately \$5 million in bond issuance proceeds. In the first quarter of 2002, AeroCentury IV defaulted on certain bond obligations. In June 2002, the indenture trustee for AeroCentury IV's bondholders repossessed AeroCentury IV's assets and took over management of AeroCentury IV's remaining assets. JetFleet III defaulted on its bond obligation of \$11.1 million in May 2004. The indenture trustee for JetFleet III bondholders repossessed JetFleet III's unsold assets in late May 2004.

*Management Fee Structure.* All decisions regarding acquisitions and disposal of aircraft from the Company's portfolio are made by JMC. JMC is paid a management fee based on the net asset value of the Company's portfolio. It may also receive a one-time asset acquisition fee upon purchase of an asset by the Company, and a one-time remarketing fee in connection with the sale or re-lease of an asset. Optimization of the results of the Company depends on timing of the acquisition, lease yield on the acquired assets, and re-lease or sale of its portfolio assets. Under the current management fee structure, a larger volume of acquisitions generates acquisition fees and also increases the periodic management fee by increasing the size of the aircraft portfolio. Since the Company's current business strategy involves continued growth of its portfolio and a "buy and hold" strategy, a compensation structure that results in greater compensation with an increased portfolio size is consistent with that strategy. The compensation structure does, nonetheless, create a situation where a decision by JMC for the Company to forego an asset transaction deemed to be an unacceptable business risk due to the lessee or the aircraft type is in conflict with JMC's own pecuniary interest. As a result, the compensation structure could act to

incent greater risk-taking by JMC in asset acquisition decision-making. The Company has established objective target guidelines for yields on acquired assets. Further, the Company's Board, including a majority of the outside independent directors, must approve any acquisition that involves a new asset type. While the Company currently believes the foregoing are effective mitigating factors against undue compensation-incented risk-taking by JMC, there is no assurance that such mechanisms can entirely and effectively eliminate such risk.

*Government Regulation.* There are a number of areas in which government regulation may result in costs to the Company. These include aircraft registration safety requirements, required equipment modifications and aircraft noise requirements. Although it is contemplated that the burden and cost of complying with such requirements will fall primarily upon lessees of equipment, there can be no assurance that the cost will not fall on the Company. Furthermore, future government regulations could cause the value of any non-complying equipment owned by the Company to decline substantially.

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*Competition.* The aircraft leasing industry is highly competitive. The Company competes with aircraft manufacturers, distributors, airlines and other operators, equipment managers, leasing companies, equipment leasing programs, financial institutions and other parties engaged in leasing, managing or remarketing aircraft, many of which have significantly greater financial resources. Nevertheless, the Company believes that it is competitive because of JMC's experience and operational efficiency in identifying and obtaining financing for the transaction types desired by regional air carriers. This market segment, which is characterized by transaction sizes of less than \$10 million and in many cases customers that are private companies without well-established third party credit ratings, is not well served by the Company's larger competitors. JMC has developed a reputation as a global participant in this segment of the market, and the Company believes that JMC's reputation benefits the Company. There is, however, no assurance that competition from larger aircraft leasing companies will not increase significantly or that JMC's reputation will continue to be strong in this market segment.

*Casualties, Insurance Coverage.* The Company, as owner of transportation equipment, may be named in a suit claiming damages for injuries or damage to property caused by its assets. As a triple-net lessor, the Company is generally protected against such claims, since the lessee would be responsible for, insure against and indemnify the Company for such claims. A "triple net lease" is a lease under which, in addition to monthly rental payments, the lessee is generally responsible for the taxes, insurance and maintenance and repair of the aircraft arising from the use and operation of the aircraft during the term of the lease. Although the United States Aviation Act may provide some protection with respect to the Company's aircraft assets, it is unclear to what extent such statutory protection would be available to the Company with respect to most of the Company's assets, which are operated in foreign countries where such provisions of the United States Aviation Act may not apply.

The Company's leases generally require a lessee to insure against likely risks of loss or damage to the leased asset, and liability to passengers and third parties pursuant to industry standard insurance policies and require lessees to provide insurance certificates documenting the policy periods and coverage amounts. The Company tracks receipt of the certificates and calendars their expiration dates. Prior to the expiration of an insurance certificate, if a replacement certificate has not been received, the Company reminds the lessee of its obligation to provide current insurance certificates to avoid a default under the lease.

Despite these requirements and procedures, there may be certain cases where the loss is not entirely covered by the lessee or its insurance. The possibility of such an event is remote, but any such uninsured loss with respect to the equipment or insured loss for which insurance proceeds are inadequate might result in a loss of invested capital in and any profits anticipated from, such equipment, as well as a potential claim directly against the Company.

*Compliance with Future Environmental Regulations.* Compliance with future environmental regulations may harm the Company's business. Many aspects of aircraft operations are subject to increasingly stringent environmental regulations, and growing concerns about climate change may result in the imposition by the U.S and foreign governments of additional regulation of carbon emissions, aimed at either requiring adoption of technology to reduce the amount of carbon emissions or putting in place a fee or tax system on carbon emitters. It is likely that any such regulation will be directed at the Company's customers, as operators of aircraft, or at the Company, as owners of aircraft. Under the Company's triple-net arrangements, the Company would likely shift responsibility for compliance to its lessees, but there might be some costs of regulation that the Company could not shift and would itself have to bear. Although it is not expected that the costs of complying with current environmental regulations will have a material adverse effect on the Company's financial position, results of operations, or cash flows, no assurance can be given that the costs of complying with environmental regulations adopted in the future will not have such an effect.

*Cyber-Security Risks.* The Company believes that it has sufficient cyber-security measures in place commensurate with the risks to the Company of a successful cyber-attack or breach of security. The Company's main vulnerability to a cyber-attack would be interruption of the Company's email communications internally and with third parties, and loss of document sharing between the Company's offices and remote workers. Such an attack could temporarily impede the efficiency of the Company's operations; however, the Company believes that sufficient replacement mechanisms exist in the event of such an interruption that there would not be a material adverse financial impact on the Company's business.

*Warrants.* As part of a previous subordinated debt financing, which was fully repaid in December of 2011, the Company issued warrants to purchase

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The Company's leases generally require a lessee to insure against likely risks of loss or damage to the leased asset, and liability to passengers and third parties pursuant to industry standard insurance policies and require lessees to provide insurance certificates documenting the policy periods and coverage amounts. The Company tracks receipt of the certificates and calendars their expiration dates. Prior to the expiration of an insurance certificate, if a replacement certificate has not been received, the Company reminds the lessee of its obligation to provide current insurance certificates to avoid a default under the lease.

Despite these requirements and procedures, there may be certain cases where the loss is not entirely covered by the lessee or its insurance. The possibility of such an event is remote, but any such uninsured loss with respect to the equipment or insured loss for which insurance proceeds are inadequate might result in a loss of invested capital in and any profits anticipated from, such equipment, as well as a potential claim directly against the Company.

*Compliance with Future Environmental Regulations.* Compliance with future environmental regulations may harm the Company's business. Many aspects of aircraft operations are subject to increasingly stringent environmental regulations, and growing concerns about climate change may result in the imposition by the U.S and foreign governments of additional regulation of carbon emissions, aimed at either requiring adoption of technology to reduce the amount of carbon emissions or putting in place a fee or tax system on carbon emitters. It is likely that any such regulation will be directed at the Company's customers, as operators of aircraft, or at the Company, as owners of aircraft. Under the Company's triple-net arrangements, the Company would likely shift responsibility for compliance to its lessees, but there might be some costs of regulation that the Company could not shift and would itself have to bear. Although it is not expected that the costs of complying with current environmental regulations will have a material adverse effect on the Company's financial position, results of operations, or cash flows, no assurance can be given that the costs of complying with environmental regulations adopted in the future will not have such an effect.

*Cyber-Security Risks.* The Company believes that it has sufficient cyber-security measures in place commensurate with the risks to the Company of a successful cyber-attack or breach of security. The Company's main vulnerability to a cyber-attack would be interruption of the Company's email communications internally and with third parties, and loss of document sharing between the Company's offices and remote workers. Such an attack could temporarily impede the efficiency of the Company's operations; however, the Company believes that sufficient replacement mechanisms exist in the event of such an interruption that there would not be a material adverse financial impact on the Company's business.

*Warrants.* As part of a previous subordinated debt financing, which was fully repaid in December of 2011, the Company issued warrants to purchase up to 81,224 shares of the Company's common stock that are currently exercisable (and expire on December 31, 2015) and represent approximately 5% of the post-exercise fully diluted capitalization of the Company. The exercise price of the warrants is \$8.75 per share. If the warrants to purchase shares are exercised at a time when the exercise price is less than the fair market value of the Company's common stock, there will be dilution to the existing holders of common stock. This dilution of the Company's common stock could depress its trading price.

*Possible Volatility of Stock Price.* The market price of the Company's common stock may be subject to fluctuations following developments relating to the Company's operating results, changes in general conditions in the economy, the financial markets, the airline industry, changes in accounting principles or tax laws applicable to the Company or its lessees, or other developments affecting the Company, its customers or its competitors, or arising from other investor sentiment unknown to the Company. Because the Company has a relatively small capitalization of approximately 1.5 million shares outstanding, there is a correspondingly limited amount of trading and float of the Company's shares. Consequently, the Company's stock price is more sensitive to a single large trade or a small number of simultaneous trades along the same trend than a company with larger capitalization and higher trading volume and float.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

This report does not include information described under Item 3 of Form 10-Q pursuant to the rules of the Securities and Exchange Commission that permit "smaller reporting companies" to omit such information.

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**Item 4. Controls and Procedures.**

**CEO and CFO Certifications.** Attached as exhibits to this Quarterly Report on Form 10-Q (the "Report") are certifications of the Company's Chief Executive Officer (the "CEO") and the Company's Chief Financial Officer (the "CFO"), which are required pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (the "Section 302 Certifications"). This section of the Report includes information concerning the evaluation of disclosure controls and procedures referred to in the Section 302 Certifications and this should be read in conjunction with the Section 302 Certifications for a more complete understanding of the topics presented.

**Evaluation of the Company's Disclosure Controls and Procedures.** Disclosure controls and procedures ("Disclosure Controls") are controls and other procedures that are designed to ensure that information required to be disclosed in the Company's reports filed under the Securities Exchange Act of 1934, such as this Report, is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission and that such information is accumulated and communicated to the Company's management, including the CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.

The Company's management, with the participation of the CEO and CFO, evaluated the effectiveness of the design and operation of the Company's Disclosure Controls and concluded that the Company's Disclosure Controls were effective as of September 30, 2013.

**Changes in Internal Control Over Financial Reporting.** No change in the Company's internal control over financial reporting occurred during the fiscal quarter ended September 30, 2013 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

**PART II  
OTHER INFORMATION**

**Item 6. Exhibits**

Exhibit Number	Description
31.1	Certification of Neal D. Crispin, Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Toni M. Perazzo, Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification of Neal D. Crispin, Chief Executive Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certification of Toni M. Perazzo, Chief Financial Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Schema Document
101.CAL	XBRL Calculation Linkbase Document
101.LAB	XBRL Label Linkbase Document
101.PRE	XBRL Presentation Linkbase Document
101.DEF	XBRL Definition Linkbase Document

\* These certificates are furnished to, but shall not be deemed to be filed with, the Securities and Exchange Commission.

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: November 8, 2013

AEROCENTURY CORP.

By: /s/ Toni M. Perazzo

Name: Toni M. Perazzo

Title: Senior Vice President-Finance and  
Chief Financial Officer

