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<DESCRIPTION>NOV 5 8K -- CREDIT AGREEMENT AMENDMENT NO 9  
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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934

Date of Report (Date of earliest event reported): November 5, 2004

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, CA 94010  
(Address of principal executive offices) (Zip Code)

650-340-1888  
(Registrant's telephone number including area code)

Not applicable  
(Former name and former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 1.01 Entry into a Material Definitive Agreement  
Item 2.03 Creation of a Direct Financial Obligation

The Company entered into a Ninth Amendment to Credit Agreement ("Amendment"), dated as of November 4, 2004, with National City Bank, as agent, and National City Bank, California Bank & Trust, and First Bank dba First Bank & Trust, as lenders. The Amendment renews the Company's \$50 million credit facility with the lenders for an additional term expiring on October 31, 2005; waives non-compliance with two financial covenants as of September 30, 2004; and amends certain pricing and covenant terms of credit facility.

Item 9.01 Exhibit and Financial Statements

The Exhibit is being furnished with this Form 8-K

Exhibit 10.1 Form of Ninth Amendment to Amended and Restated  
Credit Agreement

SIGNATURES

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

Date: November 5, 2004

AEROCENTURY CORP.

By: /s/ Toni M. Perazzo

Toni M. Perazzo  
Sr. Vice President & Chief Financial Officer

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