

AEROCENTURY CORP  
Form 10-K  
May 14, 2013

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 March 31, 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):

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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 May 14, 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.

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) Part I, Item 1, Financial Statements, the Company's statements that it believes that if certain vendor lien litigation is not resolved in the Company's favor, there will not be a material adverse effect on the Company's financial condition or results of operations; that it expects the sale of an aircraft that was the subject of litigation to be completed in the second quarter of 2013; that two Saab 340 airframes are expected to be sold pursuant to consignment agreements; and that it expects the sale of a Fokker 50 to be completed in the second quarter of 2013; (ii) Part 1, Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital Resources," the Company's statements that it believes it will continue to be in compliance with all of the Credit Facility covenants through the term of the Credit Facility; and that the Company will have adequate cash flow to fund operational needs and payments required under its Credit Facility; (ii) 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 due to the slow recovery from the global downturn; 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; that there is likely to be a significant decrease in the pool of customers requiring aircraft; that the Company expects to deliver three Fokker 100 aircraft to a new lessee in the third and fourth quarters of 2013; 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 that it will be in compliance with the covenants of the Credit Facility through its term; and (iii) 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 will have sufficient cash funds to make any required principal repayment that arises due to any borrowing base limitations; that it will be in compliance with the covenants under the Credit Facility through its term; that the availability of financing under the current Credit Facility should be sufficient to fund anticipated asset acquisitions through the term of such facility; that most of the Company's growth will be outside the United States; 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, and in particular, the curing of certain lessee arrearages; impact of the current economic downturn or future financial crises, particularly in Europe, on the Company's customer base of regional air carriers; the continued availability of financing for acquisitions; risks related to use of debt financing for acquisitions; 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.

AeroCentury Corp.  
Balance Sheets  
(Unaudited)

ASSETS

	March 31, 2013	December 31, 2012
<b>Assets:</b>		
Cash and cash equivalents	\$ 2,403,300	\$ 1,596,800
Accounts receivable, including deferred rent of \$924,100 and \$985,300, net of allowance for doubtful accounts of \$2,419,400 and \$2,419,400 at March 31, 2013 and December 31, 2012, respectively	2,808,400	3,196,200
Finance leases receivable	1,500,600	1,557,200
Aircraft and aircraft engines held for lease, net of accumulated depreciation of \$51,135,100 and \$52,244,500 at March 31, 2013 and December 31, 2012, respectively	141,670,800	143,667,700
Assets held for sale	1,601,800	745,400
Prepaid expenses and other	3,227,100	1,663,200
<b>Total assets</b>	<b>\$153,212,000</b>	<b>\$ 152,426,500</b>

LIABILITIES AND STOCKHOLDERS' EQUITY

<b>Liabilities:</b>		
Accounts payable and accrued expenses	\$ 1,161,000	\$ 1,133,600
Notes payable and accrued interest	67,565,300	67,865,700
Maintenance reserves and accrued maintenance costs	11,117,700	15,356,100
Security deposits	6,591,200	7,001,200
Unearned revenues	631,200	752,400
Deferred income taxes	16,196,600	14,419,200
Income taxes payable	17,500	19,100
<b>Total liabilities</b>	<b>103,280,500</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	35,653,900	31,601,600
	50,435,600	46,383,300
Treasury stock at cost, 63,300 shares	(504,100)	(504,100)
<b>Total stockholders' equity</b>	<b>49,931,500</b>	<b>45,879,200</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$153,212,000</b>	<b>\$152,426,500</b>

The accompanying notes are an integral part of these statements.

AeroCentury Corp.  
Statements of Operations  
(Unaudited)

	For the Three Months Ended March 31,	
	2013	2012
<b>Revenues and other income:</b>		
Operating lease revenue, net	\$4,900,200	\$5,906,900
Maintenance reserves revenue, net	7,134,300	849,800
Gain on disposal of assets	218,200	-
Other income	550,000	26,600
	12,802,700	6,783,300
<b>Expenses:</b>		
Maintenance	2,405,200	754,500
Depreciation	1,746,000	1,486,800
Management fees	1,092,100	986,700
Interest	1,065,600	1,071,900
Professional fees, general and administrative and other	327,000	311,300
Insurance	253,700	132,700
Other taxes	22,600	22,600
	6,912,200	4,766,500
Income before income tax provision	5,890,500	2,016,800
Income tax provision	1,838,200	691,800
Net income	\$4,052,300	\$1,325,000
<b>Earnings per share:</b>		
Basic	\$2.63	\$0.86
Diluted	\$2.56	\$0.85
<b>Weighted average shares used in earnings per share computations:</b>		
Basic	1,543,257	1,543,257
Diluted	1,582,327	1,550,756

The accompanying notes are an integral part of these statements.





AeroCentury Corp.  
Statements of Cash Flows  
(Unaudited)

	For the Three Months Ended March 31,	
	2013	2012
Net cash provided by operating activities	\$ 3,241,900	\$ 3,621,100
<b>Investing activities:</b>		
Proceeds from sale of aircraft, net of re-sale fees	1,686,000	-
Purchases of aircraft and aircraft engines	(1,766,400)	(8,209,100)
Net cash used in investing activities	(80,400 )	(8,209,100)
<b>Financing activities:</b>		
Borrowings under Credit Facility	-	7,400,000
Repayments of Credit Facility	(300,000 )	(500,000 )
Debt issuance costs	(2,055,000)	(1,605,000)
Net cash (used in)/provided by financing activities	(2,355,000)	5,295,000
Net increase in cash and cash equivalents	806,500	707,000
Cash and cash equivalents, beginning of period	1,596,800	995,500
Cash and cash equivalents, end of period	\$ 2,403,300	\$ 1,702,500

During the three months ended March 31, 2013 and 2012, the Company paid interest totaling \$715,900 and \$1,136,000, respectively. The Company paid no income taxes during the three months ended March 31, 2013 or 2012.

The accompanying notes are an integral part of these statements.



AeroCentury Corp.  
Notes to Financial Statements (Unaudited)  
March 31, 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 three-month period ended March 31, 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 flow 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)  
March 31, 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:

	March 31, 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	\$2,239,800	\$2,239,800	\$-	\$-	\$1,239,500	\$1,239,500	\$-	\$-
<b>Total</b>	<b>\$2,239,800</b>	<b>\$2,239,800</b>	<b>\$-</b>	<b>\$-</b>	<b>\$1,239,500</b>	<b>\$1,239,500</b>	<b>\$-</b>	<b>\$-</b>

As of March 31, 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 quarters ended March 31, 2013 and 2012, there was no recorded impairment 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, and accounts payable 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.

AeroCentury Corp.  
Notes to Financial Statements (Unaudited)  
March 31, 2013

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

(d) Finance Leases

The leases for one of the Company's aircraft and one General Electric CT7-9B engine contain lessee purchase options at a price substantially below the asset's estimated residual value 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, for any finance lease, 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 lease receivable based on the interest rate inherent in the lease. The Company recognized interest earned on finance leases as "other income" in the amount of \$30,400 and \$23,400 in the three months ended March 31, 2013 and 2012, respectively.

2. Aircraft and Aircraft Engines Held for Lease or Sale

(a) Assets Held for Lease

At March 31, 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	March 31, 2013			December 31, 2012		
	Number owned	% of net book value	%	Number owned	% of net book value	%
Bombardier Dash-8-300	9	25	%	9	25	%
Fokker 100	7	22	%	7	22	%
Bombardier Dash-8-Q400	3	19	%	3	19	%
Fokker 50	12	13	%	13	14	%

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General Electric CF34-8E5 engine	3	7	%	3	7	%
Saab 340B	4	4	%	5	5	%
Saab 340B Plus	4	6	%	4	6	%
deHavilland DHC-8-100	1	1	%	1	1	%
deHavilland DHC-6	1	1	%	1	1	%
Tay 650-15 engine	2	1	%	-	-	
General Electric CT7-9B engine	2	1	%	1	-	
Saab 340A	1	-		1	-	

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

During the first quarter of 2013, the Company sold a Fokker 50 aircraft and recorded a gain of \$218,200. During the first quarter of 2013, the Company used cash of \$1,766,400 for the purchase and capital improvement of aircraft and engines, and for acquisition costs related to two aircraft purchased in late 2012.

During the first quarter of 2013, the Company extended the leases for six of its aircraft. The Company also signed a letter of intent for the lease of three of its off-lease Fokker 100 aircraft and subsequently received an initial security deposit.



AeroCentury Corp.  
Notes to Financial Statements (Unaudited)  
March 31, 2013

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

(a) Assets Held for Lease (continued)

At March 31, 2013, fourteen of the Company's assets, comprised of four Fokker 50 aircraft, three Saab 340B aircraft, four Fokker 100 aircraft, two Tay 650-15 engines and one General Electric CT7-9B engine, were off lease. Except for the two Tay 650-15 engines, the Company is seeking re-lease opportunities for the off-lease assets, which represented 21% of the net book value of the Company's aircraft and engines at March 31, 2013. The Tay 650-15 engines, which were acquired during the first quarter of 2013, are held as spares and used in connection with required maintenance on the Company's Fokker 100 aircraft.

In January 2013, the lessee of two of the Company's Fokker 100 aircraft filed for bankruptcy and returned the aircraft prior to the scheduled lease expirations in March 2013. The Company held \$660,000 of security deposits and \$6,528,500 received from the original lessee when the leases on the two aircraft were assigned to the new lessee upon the sale of the original lessee's assets in 2012. A portion of the security deposits was applied to rent due in January and the balance was recognized as other income. The \$6,528,500 was recognized as maintenance reserves revenue upon termination of the leases in the first quarter of 2013 in connection with the new lessee's bankruptcy.

In January 2013, the Company received notice that a vendor contracted by one of the Company's former customers, which filed for bankruptcy in April 2012, had filed suit against the Company to enforce a mechanics lien placed on the aircraft by the vendor for unpaid maintenance work. The Company intends to contest the basis for the Company's liability for the amount claimed, as well as the validity of the amount of the lien. The Company believes that if the litigation is not resolved in the Company's favor, there will not be a material adverse effect on the Company's financial condition or results of operations.

In February 2013, the Company and the lessee for one of the Company's aircraft reached a settlement in connection with litigation initiated by the lessee in 2012 regarding the return of the aircraft. Pursuant to the settlement, the Company and the lessee have agreed to a sale of the aircraft to the lessee. The Company has received a non-refundable deposit and expects the sale to be completed in the second quarter of 2013.

(b) Assets Held for Sale

Assets held for sale consist of two Saab 340B airframes and one General Electric CT7-9B engine. The airframes are expected to be sold pursuant to consignment agreements executed with a maintenance vendor. During the first quarter of 2013, the Company realized \$36,000 of proceeds from sales of airframe parts. The Company is seeking sales opportunities for the engine.

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 funds that are expected to cover most or all of the cost of the lessees' performance of certain maintenance obligations under the leases. Some of these payments for maintenance reserves are refundable, and some are non-refundable.

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.

AeroCentury Corp.  
Notes to Financial Statements (Unaudited)  
March 31, 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 March 31, 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 of the original lessee's assets in 2012. The subject aircraft were returned to the Company by the new lessee in the first quarter of 2013 in connection with the new lessee's bankruptcy and the payment was recorded as maintenance reserves revenue.

	March 31, 2013	December 31, 2012
Refundable maintenance reserves	\$8,509,500	\$14,477,400
Accrued maintenance costs	2,608,200	878,700
	\$11,117,700	\$15,356,100

Additions to and deductions from the Company's accrued maintenance costs during the three months ended March 31, 2013 and 2012 for aircraft maintenance were as follows:

	For the Three Months Ended March 31,	
	2013	2012
Balance, beginning of period	\$878,700	\$1,013,400
Additions:		
Charged to expense	2,692,600	754,800
Reversals of previously accrued maintenance costs	(287,400 )	(300 )
Total maintenance expense	2,405,200	754,500
Capital equipment	384,800	46,000
Accrued claims related to refundable maintenance reserves	262,900	292,300
Prepaid maintenance and other	90,500	122,500
Total additions	3,143,400	1,215,300

Deductions:

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Payments	1,413,900	1,026,200
Other	-	217,000
Total deductions	1,413,900	1,243,200
Net increase/(decrease) in accrued maintenance costs	1,729,500	(27,900 )
Balance, end of period	\$2,608,200	\$985,500

AeroCentury Corp.-  
Notes to Financial Statements (Unaudited)  
March 31, 2013

#### 4. Notes Payable and Accrued Interest

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

	March 31, 2013	December 31, 2012
Credit Facility principal	\$67,500,000	\$67,800,000
Credit Facility accrued interest	65,300	65,700
	\$67,565,300	\$67,865,700

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

The unused amount of the Credit Facility was \$62,500,000 and \$22,200,000 as of March 31, 2013 and December 31, 2012; however, the amount available on those respective dates was limited to \$12,916,000 and \$1,113,500, respectively, because of exclusions of certain assets from the borrowing base.

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

#### 5. Computation of Earnings Per Share

Basic and diluted earnings per share are calculated as follows:

	For the Three Months Ended March 31,	
	2013	2012
Net income	\$4,052,300	\$1,325,000
Weighted average shares outstanding for the period	1,543,257	1,543,257
Dilutive effect of warrants	39,070	7,499
Weighted average diluted shares used in calculation of diluted earnings per share	1,582,327	1,550,756
Basic earnings per share	\$2.63	\$0.86
Diluted earnings per share	\$2.56	\$0.85

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, includes potentially dilutive common shares outstanding during the period. Potentially dilutive common shares include the assumed exercise of warrants using the treasury stock method.

AeroCentury Corp.  
Notes to Financial Statements (Unaudited)  
March 31, 2013

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, provided that the aggregate purchase price, including chargeable acquisition costs and any acquisition fee, does not exceed the fair market value of the asset based on appraisal, and may receive a remarketing fee in connection with the sale or re-lease of the Company's assets. The Company incurred management fees of \$1,092,100 and \$986,700 during the quarters ended March 31, 2013 and 2012, respectively. The Company paid acquisition fees totaling \$60,000 and \$290,000 during the quarters ended March 31, 2013 and 2012, which were included in the cost basis of the asset purchased. The Company paid remarketing fees of \$68,000 and \$0 to JMC during the quarters ended March 31, 2013 and 2012, respectively. Such fees are amortized over the applicable lease term or included in the gain on sale recognized upon sale of the applicable asset.

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 April 2013, the Company executed a letter of intent to sell a Fokker 50 aircraft that was returned at lease end in April, and received a refundable deposit from the buyer. The Company expects the sale to be completed in the second quarter of 2013.

In April 2013, the Company borrowed \$2,000,000 under the Credit Facility to purchase a Saab 340B Plus aircraft on lease to an existing customer in Thailand, with a lease term expiring in the fourth quarter of 2017. The Company also delivered a General Electric CT7-9B to the same customer. The engine is subject to a finance lease expiring in the second quarter of 2017.

In May 2013, the Company received approximately \$785,000 from a customer for rent and refundable maintenance reserves, which were due in late 2012 and early 2013. As a result of payment delinquencies by this customer, the Company had not previously recorded such amounts and will recognize them in the second quarter of 2013.



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 March 31, 2013 compared to the quarter ended March 31, 2012

The Company recorded net income of \$4.1 million in the quarter ended March 31, 2013 compared to net income of \$1.3 million the same period of 2012.

Operating lease revenue decreased 17% from \$5.9 million in the first quarter of 2012 to \$4.9 million in the first quarter of 2013, primarily reflecting lower portfolio utilization and reduced revenue for leases under which the Company does not record revenue in advance of 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. The average net book value of lease equipment during the first quarters of 2013 and 2012 was approximately \$143.4 million and \$138.6 million, respectively, representing an increase of 3%. The average utilization during the first quarters of 2013 and 2012 was 81% and 87% respectively. At March 31, 2013 and 2012, respectively, approximately 79% and 88% of equipment held for lease, based on net book value, was on lease.

Maintenance reserve revenue for the quarter ended March 31, 2013 increased 740% to \$7.1 million from \$0.8 in the first quarter 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.

During the first quarter of 2013, the Company recorded a gain of \$0.2 million related to the sale of an aircraft. The Company also recorded \$0.5 million of other income related to security deposits retained upon early termination of two leases following the lessee's bankruptcy in January 2013.

The Company's maintenance expense increased 219% to \$2.4 million in the first quarter of 2013 from \$0.8 million in the same period of 2012, primarily as a result of increases in maintenance performed on off-lease aircraft and maintenance performed by lessees using non-refundable reserves. During the first quarters of 2013 and 2012, \$0.7 million and \$0.5 million, respectively, 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 quarters of 2013 and 2012, the Company added equipment to the lease portfolio of approximately \$1.8 million and \$8.2 million, respectively. The Company sold equipment with a book value of approximately \$1.4 million and \$0 during the quarters ended March 31, 2013 and 2012, respectively. Depreciation and management fees increased by 17% and 11%, respectively, from year to year as a result of the net increase in the size of the Company's aircraft and engine portfolio.

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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 on terms similar to the original agreement. The Credit Facility is secured by all of the assets of the Company, including its aircraft and engine portfolio.

The Company borrowed \$0 and \$7.4 million under the Credit Facility during the first quarters of 2013 and 2012, respectively. The Company repaid \$0.3 million and \$0.5 million of its Credit Facility debt during the first quarters of 2013 and 2012, respectively.

As of May 14, 2013, the Company had an outstanding balance of \$69.5 million under the Credit Facility. The outstanding balance is \$60.5 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 \$12.8 million.

As of March 31, 2013 and December 31, 2012, the Company was in compliance with all covenants under the Credit Facility agreement. Although the Company believes it will continue to be in compliance with all of the Credit Facility covenants through the term of the Credit Facility, there can be no assurance of such compliance. 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'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 \$0.4 million in the quarter ended March 31, 2013 compared to the same period in 2012. As discussed below, the change in cash flow was primarily a result of a decrease in payments for rent, the effect of which was partially offset by increases in cash received for maintenance reserves and security deposits and a decrease in expenditures for interest.

Payments for operating lease revenue and maintenance reserves revenue

Payments received from lessees for rent decreased by \$1.0 million in the first quarter of 2013 compared to the same period in 2012 primarily due to an increase in the number of off-lease assets in the 2013 period. Payments received for maintenance reserves increased by \$0.3 million in the first quarter of 2013 compared to the same period in 2012, as a result of asset acquisitions.

The Company is receiving no lease revenue for its assets that are currently off lease, which assets are comprised of four Fokker 50 aircraft, three Saab 340B aircraft, four 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 security deposits

Payments for security deposits increased by \$0.2 million in the first quarter of 2013 compared to the same period of 2012 as a result of a deposit received for the sale of an aircraft, which the Company expects to occur in the second quarter of 2013.

Payments for interest

The Company's payments for interest decreased by \$0.4 million in the first quarter of 2013 compared to the same quarter in 2012, as a result of a lower average outstanding principal balance on the Credit Facility in the first quarter of 2013 as compared to the first quarter of 2012, offset by the payment in January 2012 of a portion of the interest accrued on the Credit Facility in late 2011.

(ii) Investing activities

During the first quarters of 2013 and 2012, the Company received cash of \$1.7 million and \$0, respectively, from the sale of aircraft. During the same time periods, the Company used cash of \$1.8 million and \$8.2 million, respectively, for the purchase and capital improvement of aircraft.

(iii) Financing activities

The Company borrowed \$0 and \$7.4 million under the Credit Facility during the first quarters of 2013 and 2012, respectively. In these same time periods, the Company repaid \$0.3 million and \$0.5 million, respectively, of its total outstanding debt under the Credit Facility. Such repayments were funded by excess cash flow. During the first quarters 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 two of the Company's customers during the second quarter of 2012, and another recently in January 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, there are fewer opportunities for acquisitions. The Company's customers are generally carriers needing additional aircraft to expand their route systems or increase frequencies. 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 such customers requiring aircraft.

### (b) Remarketing Efforts

Unless they are renewed, leases for five of the Company's assets will expire during the remainder of 2013.

The Company is seeking remarketing opportunities for the following assets, which are off lease as of May 14, 2013:

- Four of the six Fokker 50 aircraft that were returned in the second quarter of 2012;
- Three Saab 340B aircraft, which were also returned in the second quarter of 2012; and
- One Fokker 100 aircraft, which was returned to the Company in early 2013.

During the first quarter of 2013, the Company signed a letter of intent for the lease of its other three off-lease Fokker 100 aircraft and received an initial deposit. The Company expects to deliver the aircraft in the third and fourth quarters of 2013.

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

The Company's Credit Facility was recently 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.

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 repayment obligations as well as 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 repayments.

Although the Company believes it will be in compliance with the covenants under the Credit Facility through its term, as discussed below in "Factors that May Affect Future Results – Credit Facility Obligations," there can be no assurance of such compliance. 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 two customers 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.

### 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 in turn 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.

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 and/or filed for bankruptcy. Such an insolvency or bankruptcy filing 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 Obligations.** 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. Although the Company believes, based in part on certain assumptions discussed below, that it will continue to be in compliance with the covenants under the Credit Facility through its term, there can be no assurance that the Company's assumptions will be correct, and if not, the Company will need to seek waivers 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.

The Company's beliefs regarding compliance with its Credit Facility covenants are based on certain assumptions regarding the timing of the incurrence of maintenance expense, remarketing of off-lease assets within the time period anticipated by the Company, certain lease renewals, interest rate levels, the Company's profitability, lessee defaults or bankruptcies, and certain other matters that the Company deems reasonable in light of its experience in the industry (See "Liquidity and Capital Resources – Cash flow," above). There can be no assurance that the Company's assumptions will prove to be correct. If the assumptions are incorrect and the Company has not obtained an applicable waiver or amendment of applicable covenants from its lenders to mitigate the situation, the Company may have to sell a significant portion of its portfolio in order to avoid or cure a default under the Credit Facility agreement.

**Risks of Debt Financing.** 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. 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 believes that the availability of financing under the current Credit Facility should be sufficient to fund anticipated asset acquisitions through the term of such facility, which was recently extended to September 30, 2015. 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 made access to capital more costly and difficult. As a result, commercial lending origination has dramatically

decreased, and asset-based debt financing remains 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.

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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 carriers, and the loss of revenue has affected many carriers' 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 (such as the 2010 Iceland volcano eruption), 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. Currently, 33%, 21%, 21% and 16% of the Company's lease revenue comes from the African, Caribbean, Asian and European regions, respectively, with two, two, four 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.

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.

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 April 30, 2013, based on monthly operating lease revenue and interest income from finance leases, the Company's three largest customers were located in Mozambique, Antigua and Norway and accounted for a total of approximately 58% 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. Such concentration of lessee credit risk decreases as the Company leases additional assets to new lessees.

As of April 30, 2013, the Company owned nine Bombardier Dash-8-300, seven Fokker 100, three Bombardier Dash-8-Q400 and twelve Fokker 50 aircraft, making these four aircraft types the dominant types in the portfolio and representing 25%, 22%, 19% and 13%, 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 has 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 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 eight engines in its portfolio, making up 9% 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 not inherently inconsistent 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.

**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 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.

### 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 March 31, 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 March 31, 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.

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.

AEROCENTURY CORP.

Date: May 14, 2013

By: /s/ Toni M. Perazzo  
Name: Toni M. Perazzo  
Title: Senior Vice  
President-Finance and  
Chief Financial Officer

