



**Item 1.01 Entry into a Material Definitive Agreement**

**Item 2.03 Creation of a Direct Financial Obligation**

The Company entered into a Joinder Agreement and Thirteenth Amendment to Amended and Restated Credit Agreement ("Amendment"), dated May 15, 2006, with National City Bank, as agent, and National City Bank, California Bank & Trust, First Bank dba First Bank & Trust, and Bridge Bank, N.A., as lenders. The Amendment adds Bridge Bank, N.A. as a lender under the credit facility and increases the maximum amount of the credit facility from \$50 million to \$55 million.

**Item 9.01 Exhibit and Financial Statements.**

The Exhibit is being furnished with this Form 8-K

Exhibit 10.1 Form of Joinder Agreement and Thirteenth Amendment to Amended and Restated Credit Agreement

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**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: May 16, 2006

AEROCENTURY CORP

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By: /s/ Toni M. Perazzo

Toni M. Perazzo

Sr. Vice President & Chief Financial Officer