

Smith A W Pete Jr
 Form 4
 November 25, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Smith A W Pete Jr

2. Issuer Name and Ticker or Trading Symbol
 ALLIANCEBERNSTEIN HOLDING L.P. [AB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 11/25/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O ALLIANCEBERNSTEIN L.P., 1345 AVENUE OF THE AMERICAS

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10105

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
units rep. assignments of beneficial owner. of lp interests ⁽¹⁾	11/25/2008		P	400 A	\$ 15.85 2,789 ⁽²⁾	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith A W Pete Jr C/O ALLIANCEBERNSTEIN L.P. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	X			

Signatures

/s/ Laurence E. Cranch, by
pwr. att'y
11/25/2008

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Units representing assignments of beneficial ownership of limited partnership interests in AllianceBernstein Holding L.P. ("Holding Units")
- (2) Total includes 119 Holding Units acquired through distribution reinvestment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. ereson With:

5.

Sole Voting Power
91,948

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6.

Shared Voting Power

0

7.

Sole Dispositive Power

91,948

8.

Shared Dispositive Power

0

9.

Aggregate Amount Beneficially Owned by Each Reporting Person

91,948

10.

Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11.

Percent of Class Represented by Amount in Row (9)

5.7% (1)

12.

Type of Reporting Person (See Instructions)

IN

Explanation of Responses:

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(1) Based upon 1,606,557 shares of common stock of the issuer outstanding as of November 8, 2013, as disclosed in the Form 10-Q filed on November 8, 2013 by the issuer with the U.S. Securities and Exchange Commission with respect to the quarter ended September 30, 2013.

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Item 1.

- (a) Name of Issuer
AeroCentury Corp.
- (b) Address of Issuer's Principal Executive Offices
1440 Chapin Avenue, Suite 310, Burlingame, California 94010

Item 2.

- (a) Name of Person Filing
Lee G. Beaumont
- (b) Address of Principal Business Office or, if none, Residence
2090 Centro Street, East, Tiburon, California 94920
- (c) Citizenship
United States of America
- (d) Title of Class of Securities
Common Stock
- (e) CUSIP Number
007737109

Item 3.

If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is:

- (a) A Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) A Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) An Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) An Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) A Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with

Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:

_____.

Item 4. Ownership.

- (a) Amount beneficially owned:
91,948
- (b) Percent of class:
5.7%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote:
91,948
 - (ii) Shared power to vote or to direct the vote:
0
 - (iii) Sole power to dispose or to direct the disposition of:
91,948
 - (iv) Shared power to dispose or to direct the disposition of:
0

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2014

LEE G. BEAUMONT

/s/ Lee G. Beaumont

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-INDENT: 0pt; LINE-HEIGHT: 1.25; MARGIN-RIGHT: 0pt">19,027

\$	17,620
\$	13,432
\$	65,258
\$	14,103
\$	13,973
\$	13,864
As Restated	15,538
	19,185
	17,869
	13,696
	66,288
	14,401

	14,305
	14,256
Pre-Tax Income:	
Reported	
\$	14,961
\$	17,500
\$	16,106
\$	12,197
\$	60,764
\$	13,387
\$	13,573
\$	14,486
As Restated	
	15,319
	17,658
	16,355
	12,461
	61,793
	13,685
	13,905
	14,878
Net Income:	
Explanation of Responses:	8

Reported

\$	9,126
\$	10,675
\$	51,566
\$	7,094
\$	78,461
\$	8,356
\$	8,548
\$	9,147

As Restated

9,343
10,771
54,102
7,601
81,817
8,288
8,422
9,011

Fully Diluted EPS:

Reported

\$	0.32
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Explanation of Responses:

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\$	0.37
\$	1.74
\$	0.25
\$	2.75
\$	0.29
\$	0.30
\$	0.32
As Restated	
	0.32
	0.37
	1.88
	0.27
	2.94
	0.29
	0.30
	0.32
Fully Diluted Shares:	
Reported	
	29,940
	29,563
	29,761
	28,884
Explanation of Responses:	10

	28,514
	28,862
	28,694
	28,212
As Restated	
	29,940
	29,570
	28,877
	28,107
	27,806
	28,130
	28,039
	27,737

Operating Results:

Registrant reported that:

For the fourth quarter 2004, it reported net income of \$11.1 million, or \$0.40 per share on a diluted basis, as compared to net income of \$7.6 million, or \$0.27 per share on a diluted basis, for the fourth quarter 2003. Results for the fourth quarter 2004 include increased depreciation expense of \$1.4 million related to a reduction in the remaining useful lives of Registrant's five long distance switches and other income of \$1.9 million due to a reduction in sales and use tax accruals.

For the full year 2004, net income was \$36.8 million, or \$1.32 per share on a diluted basis, as compared to net income of \$81.8 million, or \$2.94 per share on a diluted basis, for the full year 2003. Registrant has changed the classification of certain expenses presented in the accompanying financial information, including customer billing expenses, from network and line costs to general and administrative expense.

See the attached Consolidated Financial Information for Registrant. The attached Consolidated Financial Information, as well as the financial information discussed above in this section, "Operating Results," and in the table under "Restatement" above reflect Registrant's management's estimates based on its initial evaluation of the effect of the corrections discussed above under "Restatements." All such financial information is unaudited.

TALK AMERICA HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except for per share data)
(Unaudited)

	Three Months Ended December 31,		For the Year Ended December 31,	
	2004	2003 Restated	2004	2003 Restated
Revenue	\$ 125,251	\$ 101,407	\$ 471,012	\$ 383,693
Costs and expenses:				
Network and line costs	61,805	46,420	225,244	173,349
General and administrative expenses	18,415	17,184	72,020	63,104
Provision for doubtful accounts	7,259	3,038	21,313	11,599
Sales and marketing expenses	14,396	15,862	70,202	51,008
Depreciation and amortization	7,009	5,207	22,904	18,345
Total costs and expenses	108,884	87,711	411,683	317,405
Operating income	16,367	13,696	59,329	66,288
Other income (expense):				
Interest income	86	51	290	388
Interest expense	(35)	(1,287)	(733)	(7,353)
Other income (expense), net	1,895	1	1,895	2,470
Income before provision for income taxes	18,313	12,461	60,781	61,793
Provision (benefit) for income taxes	7,222	4,860	23,969	(20,024)
Net income	\$ 11,091	\$ 7,601	\$ 36,812	\$ 81,817
Income per share - Basic:				
Net income per share	\$ 0.41	\$ 0.29	\$ 1.37	\$ 3.10
Weighted average common shares outstanding	26,992	26,526	26,847	26,376
Income per share - Diluted:				
Net income per share	\$ 0.40	\$ 0.27	\$ 1.32	\$ 2.94
Weighted average common and common equivalent shares outstanding	27,750	28,107	27,854	27,806