

Fly Leasing Ltd  
Form SC 13G/A  
April 03, 2017

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

**SCHEDULE 13G**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No.1)\***

**FLY LEASING LIMITED**  
**(Name of Issuer)**  
**American Depositary Shares,**  
**each representing one Common Share, par value \$0.001 per share**  
**(Title of Class of Securities)**  
**05614P 101**  
**(CUSIP Number)**  
**December 31, 2016**  
**(Date of Event Which Requires Filing of This Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSONS

Onex Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

3 (a) (b)  
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Ontario, Canada

5 SOLE VOTING POWER

NUMBER OF

SHARES 0  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,427,732  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0  
8 SHARED DISPOSITIVE POWER

WITH

9 2,427,732  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 2,427,732  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

*7.5%*

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO, FI

1 NAMES OF REPORTING PERSONS

Onex Partners III GP LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

3 (a) (b)  
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,806,537  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0  
8 SHARED DISPOSITIVE POWER

WITH

9 1,806,537  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 1,806,537  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.6%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

1 NAMES OF REPORTING PERSONS

Onex Partners GP Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

3 (a) (b)  
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,806,537  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0  
8 SHARED DISPOSITIVE POWER

WITH

9 1,806,537  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 1,806,537  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.6%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO



1 NAMES OF REPORTING PERSONS

Onex US Principals LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

3 (a) (b)  
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 5,241  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0  
8 SHARED DISPOSITIVE POWER

WITH

9 5,241  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 5,241  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

1 NAMES OF REPORTING PERSONS

Onex American Holdings GP LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

3 (a) (b)  
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 5,241  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0  
8 SHARED DISPOSITIVE POWER

WITH

9 5,241  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 5,241  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

1 NAMES OF REPORTING PERSONS

Onex American Holdings II LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

3 (a) (b)  
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 5,241  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0  
8 SHARED DISPOSITIVE POWER

WITH

9 5,241  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 5,241  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

7

1 NAMES OF REPORTING PERSONS

Onex Partners III PV LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

3 (a) (b)  
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 21,746  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0  
8 SHARED DISPOSITIVE POWER

WITH

21,746  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 21,746  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN



1 NAMES OF REPORTING PERSONS

Onex Partners III Select LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

3 (a) (b)  
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 5,517  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0  
8 SHARED DISPOSITIVE POWER

WITH

9 5,517  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 5,517  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

1 NAMES OF REPORTING PERSONS

Onex Partners III LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

3 (a) (b)  
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,715,470  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0  
8 SHARED DISPOSITIVE POWER

WITH

9 1,715,470  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 1,715,470  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.3%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

1 NAMES OF REPORTING PERSONS

New PCo II Investments Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

3 (a) (b)  
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Ontario, Canada

5 SOLE VOTING POWER

NUMBER OF

SHARES 0  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 15,744  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0  
8 SHARED DISPOSITIVE POWER

WITH

9 15,744  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 15,744  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO, FI

1 NAMES OF REPORTING PERSONS

Gerald W. Schwartz

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

3 (a) (b)  
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

5 SOLE VOTING POWER

NUMBER OF

SHARES 0  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,443,476  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0  
8 SHARED DISPOSITIVE POWER

WITH

9 2,443,476  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 2,443,476  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

*7.6%*

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

12



This Amendment No. 1 to Schedule 13G ( Amendment No. 1 ) relates to American Depository Shares, each representing one Common Share, par value \$0.001 per share ( Common Stock ) of Fly Leasing Limited, a Bermuda corporation (the Issuer ), and amends and supplements the Schedule 13G previously filed by Onex Corporation and other reporting persons with the Securities and Exchange Commission ( SEC ) on January 9, 2013 (the Schedule 13G ).

This Amendment No. 1 amends the Schedule 13G, as set forth below.

**Item 2(a). Name of Person Filing:**

Item 2(a) is hereby amended and restated in its entirety as follows:

Onex Corporation, Onex Partners III GP LP, Onex Partners GP Inc., Onex US Principals LP, Onex American Holdings GP LLC, Onex American Holdings II LLC, Onex Partners III PV LP, Onex Partners III Select LP, Onex Partners III LP, New PCo II Investments Ltd., and Gerald W. Schwartz (collectively, Reporting Persons ) are filing this statement jointly, pursuant to the provisions of Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended. See Exhibit 99.1 for their Joint Filing Agreement.

**Item 2(b). Address of Principal Business Office or, if None, Residence:**

Item 2(b) is hereby amended and restated in its entirety as follows:

The address for the principal business office of each of Onex Corporation, New PCo II Investments Ltd., and Gerald W. Schwartz is:

161 Bay Street P.O. Box 700

Toronto, Ontario, Canada M5J 2S1

The address for the principal business office of each of Onex Partners III GP LP, Onex Partners GP Inc., Onex Partners III PV LP, Onex Partners III Select LP and Onex Partners III LP is:

712 Fifth Avenue

New York, New York 10019

The address for the principal business office of each of Onex US Principals LP, Onex American Holdings GP LLC and Onex American Holdings II LLC is:

421 Leader Street

Marion, Ohio 43302

**4. Ownership.**

Item 4 is hereby amended and restated in its entirety as follows:

The information below is based on holdings as of December 31, 2016. The number of shares of Common Stock reported herein are held as American Depository Shares.

(a) Amount beneficially owned:

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|                               |                           |
|-------------------------------|---------------------------|
| Onex Corporation              | 2,427,732 <sup>(1)</sup>  |
| Onex Partners III GP LP       | 1,806,537 <sup>(2)</sup>  |
| Onex Partners GP Inc.         | 1,806,537 <sup>(3)</sup>  |
| Onex US Principals LP         | 5,241 <sup>(4)</sup>      |
| Onex American Holdings GP LLC | 5,241 <sup>(5)</sup>      |
| Onex American Holdings II LLC | 5,241 <sup>(6)</sup>      |
| Onex Partners III PV LP       | 21,746 <sup>(7)</sup>     |
| Onex Partners III Select LP   | 5,517 <sup>(8)</sup>      |
| Onex Partners III LP          | 1,715,470 <sup>(9)</sup>  |
| New PCo II Investments Ltd.   | 15,744 <sup>(10)</sup>    |
| Gerald W. Schwartz            | 2,443,476 <sup>(11)</sup> |

- (1) Consists of the following: (i) 615,954 shares of Common Stock directly held by Onex Corporation ( Onex ); (ii) 63,804 shares of Common Stock directly held by Onex Partners III GP LP ( OPGP ); (iii) 5,241 shares of Common Stock directly held by Onex US Principals LP ( Principals ); (iv) 21,746 shares of Common Stock directly held by Onex Partners III PV LP ( OPPV ); (v) 5,517 shares of Common Stock directly held by Onex Partners III Select LP ( OP Select ); and (vi) 1,715,470 shares of Common Stock directly held by Onex Partners III LP ( OP III ). Onex may be deemed to beneficially own the shares of Common Stock directly held by: (a) OPGP through its ownership of all of the common stock of Onex Partners GP Inc. ( Onex GP Inc. ), which is the general partner of OPGP; (b) Principals through its ownership of all of the equity of Onex American Holdings II LLC ( OAH II ), which owns all of the equity of Onex American Holdings GP LLC ( OAH GP ), which is the general partner of Principals; (c) OPPV, through its ownership of all of the common stock of Onex GP Inc., which is the general partner of OPGP, which is the general partner of OPPV, (d) OP Select, through its ownership of all of the common stock of Onex GP Inc., which is the general partner of OPGP, which is the general partner of OP Select, and (e) OP III, through its ownership of all of the common stock of Onex GP Inc., which is the general partner of OPGP, which is the general partner of OP III. Onex disclaims beneficial ownership of the Common Stock reported as beneficially owned by it herein except to the extent of its pecuniary interest therein.
  - (2) Consists of the following: (i) 63,804 shares of Common Stock directly held by OPGP; (ii) 21,746 shares of Common Stock directly held by OPPV; (iii) 5,517 shares of Common Stock directly held by OP Select; and (iv) 1,715,470 shares of Common Stock directly held by OP III. OPGP, as the general partner of each of OPPV, OP Select and OP III, may be deemed to beneficially own the shares of Common Stock directly held by each of them.
  - (3) All of the shares of Common Stock beneficially owned by OPGP may be deemed to be beneficially owned by Onex GP Inc., its general partner.
  - (4) Consists of shares of Common Stock directly held by Principals.
  - (5) All of the shares of Common Stock beneficially owned by Principals may be deemed to be beneficially owned by OAH GP, its general partner.
  - (6) All of the shares of Common Stock beneficially owned by OAH GP may be deemed to be beneficially owned by OAH II, which owns all of the equity of OAH GP.
  - (7) Consists of shares of Common Stock directly held by OPPV.
  - (8) Consists of shares of Common Stock directly held by OP Select.
  - (9) Consists of shares of Common Stock directly held by OP III.
  - (10) Consists of shares of Common Stock directly held by New PCo II Investments Ltd. ( New PCo ).
  - (11) Consists of 15,744 shares of Common Stock directly held by New PCo, and all shares of Common Stock reported as beneficially owned by Onex (see footnotes 1 and 10). All of the shares of Common Stock beneficially owned by New PCo may be deemed to be beneficially owned by Mr. Schwartz, who is the indirect holder of all of the voting rights in New PCo. In addition, as Mr. Schwartz is the Chairman, President and Chief Executive Officer of Onex, and the indirect holder of a majority of the voting rights of the shares of Onex, he may be deemed to beneficially own all Common Stock beneficially owned by Onex. Mr. Schwartz disclaims beneficial ownership of the Common Stock reported as beneficially owned by him herein except to the extent of his pecuniary interest therein.
- (b) Percent of class (based on 32,256,440 shares of Common Stock outstanding as of December 31, 2016, as reported by the Issuer on Form 20-F filed with the SEC on March 15, 2017.)

|                               |      |
|-------------------------------|------|
| Onex Corporation              | 7.5% |
| Onex Partners III GP LP       | 5.6% |
| Onex Partners GP Inc.         | 5.6% |
| Onex US Principals LP         | 0.0% |
| Onex American Holdings GP LLC | 0.0% |
| Onex American Holdings II LLC | 0.0% |
| Onex Partners III PV LP       | 0.1% |
| Onex Partners III Select LP   | 0.0% |
| Onex Partners III LP          | 5.3% |
| New PCo II Investments Ltd.   | 0.0% |
| Gerald W. Schwartz            | 7.6% |

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

|                               |   |
|-------------------------------|---|
| Onex Corporation              | 0 |
| Onex Partners III GP LP       | 0 |
| Onex Partners GP Inc.         | 0 |
| Onex US Principals LP         | 0 |
| Onex American Holdings GP LLC | 0 |
| Onex American Holdings II LLC | 0 |
| Onex Partners III PV LP       | 0 |
| Onex Partners III Select LP   | 0 |
| Onex Partners III LP          | 0 |
| New PCo II Investments Ltd.   | 0 |
| Gerald W. Schwartz            | 0 |

(ii) Shared power to vote or to direct the vote:

|                               |           |
|-------------------------------|-----------|
| Onex Corporation              | 2,427,732 |
| Onex Partners III GP LP       | 1,806,537 |
| Onex Partners GP Inc.         | 1,806,537 |
| Onex US Principals LP         | 5,241     |
| Onex American Holdings GP LLC | 5,241     |
| Onex American Holdings II LLC | 5,241     |
| Onex Partners III PV LP       | 21,746    |
| Onex Partners III Select LP   | 5,517     |
| Onex Partners III LP          | 1,715,470 |
| New PCo II Investments Ltd.   | 15,744    |
| Gerald W. Schwartz            | 2,443,476 |

(iii) Sole power to dispose or to direct the disposition of:

|                  |   |
|------------------|---|
| Onex Corporation | 0 |
|------------------|---|

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|                               |   |
|-------------------------------|---|
| Onex Partners III GP LP       | 0 |
| Onex Partners GP Inc.         | 0 |
| Onex US Principals LP         | 0 |
| Onex American Holdings GP LLC | 0 |
| Onex American Holdings II LLC | 0 |
| Onex Partners III PV LP       | 0 |
| Onex Partners III Select LP   | 0 |
| Onex Partners III LP          | 0 |
| New PCo II Investments Ltd.   | 0 |
| Gerald W. Schwartz            | 0 |

(iv) Shared power to dispose or to direct the disposition of:

|                               |           |
|-------------------------------|-----------|
| Onex Corporation              | 2,427,732 |
| Onex Partners III GP LP       | 1,806,537 |
| Onex Partners GP Inc.         | 1,806,537 |
| Onex US Principals LP         | 5,241     |
| Onex American Holdings GP LLC | 5,241     |
| Onex American Holdings II LLC | 5,241     |
| Onex Partners III PV LP       | 21,746    |
| Onex Partners III Select LP   | 5,517     |
| Onex Partners III LP          | 1,715,470 |
| New PCo II Investments Ltd.   | 15,744    |
| Gerald W. Schwartz            | 2,443,476 |

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

Item 8 is hereby amended and restated in its entirety as follows:

See Exhibit 99.2.

**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.

Dated: March 31, 2017

**ONEX CORPORATION**

By: /s/ David Copeland  
Name: David Copeland  
Title: Managing Director - Tax

**ONEX PARTNERS III GP LP**

By: Onex Partners GP Inc., its General Partner

By: /s/ Joshua Hausman  
Name: Joshua Hausman  
Title: Vice President

By: /s/ Matthew Ross  
Name: Matthew Ross  
Title: Vice President

**ONEX PARTNERS GP INC.**

By: /s/ Joshua Hausman  
Name: Joshua Hausman  
Title: Vice President

By: /s/ Matthew Ross  
Name: Matthew Ross  
Title: Vice President

**ONEX US PRINCIPALS LP**

By: Onex American Holdings GP LLC, its  
General Partner

By: /s/ Joshua Hausman  
Name: Joshua Hausman  
Title: Director

**ONEX AMERICAN HOLDINGS GP LLC**

By: /s/ Joshua Hausman  
Name: Joshua Hausman

Title: Director



ONEX AMERICAN HOLDINGS II LLC

By: /s/ Joshua Hausman  
Name: Joshua Hausman  
Title: Director

ONEX PARTNERS III PV LP

By: Onex Partners III GP LP, its General Partner  
By: Onex Partners Manager LP, its Agent  
By: Onex Partners Manager GP ULC, its General Partner

By: /s/ Joshua Hausman  
Name: Joshua Hausman  
Title: Managing Director

By: /s/ Matthew Ross  
Name: Matthew Ross  
Title: Managing Director

ONEX PARTNERS III SELECT LP

By: Onex Partners III GP LP, its General Partner  
By: Onex Partners Manager LP, its Agent  
By: Onex Partners Manager GP ULC, its General Partner

By: /s/ Joshua Hausman  
Name: Joshua Hausman  
Title: Managing Director

By: /s/ Matthew Ross  
Name: Matthew Ross  
Title: Managing Director

ONEX PARTNERS III LP

By: Onex Partners III GP LP, its General Partner  
By: Onex Partners Manager LP, its Agent  
By: Onex Partners Manager GP ULC, its General Partner

By: /s/ Joshua Hausman  
Name: Joshua Hausman  
Title: Managing Director

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By: /s/ Matthew Ross

Name: Matthew Ross

Title: Managing Director

NEW PCO II INVESTMENTS LTD.

By: /s/ Michelle Iskander  
Name: Michelle Iskander  
Title: Secretary

/s/ Gerald W. Schwartz, by Andrea E. Daly  
Gerald W. Schwartz, by Andrea E. Daly,

attorney-in-fact\*

\* Pursuant to a power of attorney attached hereto as Exhibit 99.3

**INDEX TO EXHIBITS**

**Exhibits:**

- 99.1 Joint Filing Agreement, dated March 31, 2017, by and among Onex Corporation, Onex Partners III GP LP, Onex Partners GP Inc., Onex US Principals LP, Onex American Holdings GP LLC, Onex American Holdings II LLC, Onex Partners III PV LP, Onex Partners III Select LP, Onex Partners III LP, New PCo II Investments Ltd. and Gerald W. Schwartz.
- 99.2 Group Members Identification.
  
- 99.3 Power of Attorney dated March 23, 2017.