

---

---

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

---

**SCHEDULE 13D**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 2)\***

---

**AerSale Corporation**  
(Name of Issuer)

**Common Stock, \$0.0001 par value per share**  
(Title of Class of Securities)

**00810F106**  
(CUSIP Number)

**Jennifer Bellah Maguire  
Gibson, Dunn & Crutcher LLP  
333 South Grand Avenue  
Los Angeles, California 90071-3197  
(213) 229-7986**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**April 16, 2021**  
(Date of Event Which Requires Filing of Statement on Schedule 13D)

---

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), checking the following box.

\* 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 disclosures provided in a prior cover page.

The information required on 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)	Name of Reporting Persons: Green Equity Investors CF, L.P.	
(2)	Check the Appropriate Box if a Member of a Group (See Instructions): (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
(3)	SEC Use Only:	
(4)	Source of Funds (See Instructions): WC	
(5)	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e): <input type="checkbox"/>	
(6)	Citizenship or Place of Organization: Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	(7)	Sole Voting Power 0
	(8)	Shared Voting Power 27,017,623 shares of Common Stock
	(9)	Sole Dispositive Power 0
	(10)	Shared Dispositive Power 27,017,623 shares of Common Stock
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person: 27,017,623 shares of Common Stock	
(12)	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): <input type="checkbox"/>	
(13)	Percent of Class Represented by Amount in Row (11): 63.0% beneficial ownership of the Issuer's common stock (based on 41,046,216 shares of Common Stock outstanding as of February 3, 2021 as reported in the Issuer's prospectus filed pursuant to Rule 424(b)(3), filed with the Securities and Exchange Commission on March 31, 2021).	
(14)	Type of Reporting Person (See Instructions): PN	

(1)	Name of Reporting Persons: Green Equity Investors Side CF, L.P.	
(2)	Check the Appropriate Box if a Member of a Group (See Instructions): (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
(3)	SEC Use Only:	
(4)	Source of Funds (See Instructions): WC	
(5)	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e): <input type="checkbox"/>	
(6)	Citizenship or Place of Organization: Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	(7)	Sole Voting Power 0
	(8)	Shared Voting Power 27,017,623 shares of Common Stock
	(9)	Sole Dispositive Power 0
	(10)	Shared Dispositive Power 27,017,623 shares of Common Stock
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person: 27,017,623 shares of Common Stock	
(12)	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): <input type="checkbox"/>	
(13)	Percent of Class Represented by Amount in Row (11): 63.0% beneficial ownership of the Issuer's common stock (based on 42,901,850 shares of Common Stock outstanding as of February 1, 2021 as reported in the Issuer's prospectus filed pursuant to Rule 424(b)(3), filed with the Securities and Exchange Commission on March 31, 2021).	
(14)	Type of Reporting Person (See Instructions): PN	

(1)	Name of Reporting Persons: LGP Associates CF LLC	
(2)	Check the Appropriate Box if a Member of a Group (See Instructions): (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
(3)	SEC Use Only:	
(4)	Source of Funds (See Instructions): WC	
(5)	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e): <input type="checkbox"/>	
(6)	Citizenship or Place of Organization: Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	(7)	Sole Voting Power 0
	(8)	Shared Voting Power 27,017,623 shares of Common Stock
	(9)	Sole Dispositive Power 0
	(10)	Shared Dispositive Power 27,017,623 shares of Common Stock
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person: 27,017,623 shares of Common Stock	
(12)	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): <input type="checkbox"/>	
(13)	Percent of Class Represented by Amount in Row (11): 63.0% beneficial ownership of the Issuer's common stock (based on 42,901,850 shares of Common Stock outstanding as of February 1, 2021 as reported in the Issuer's prospectus filed pursuant to Rule 424(b)(3), filed with the Securities and Exchange Commission on March 31, 2021).	
(14)	Type of Reporting Person (See Instructions): OO (Limited Liability Company)	

(1)	Name of Reporting Persons: GEI Capital CF, LLC	
(2)	Check the Appropriate Box if a Member of a Group (See Instructions): (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
(3)	SEC Use Only:	
(4)	Source of Funds (See Instructions): AF	
(5)	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e): <input type="checkbox"/>	
(6)	Citizenship or Place of Organization: Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	(7)	Sole Voting Power 0
	(8)	Shared Voting Power 27,017,623 shares of Common Stock
	(9)	Sole Dispositive Power 0
	(10)	Shared Dispositive Power 27,017,623 shares of Common Stock
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person: 27,017,623 shares of Common Stock	
(12)	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): <input type="checkbox"/>	
(13)	Percent of Class Represented by Amount in Row (11): 63.0% beneficial ownership of the Issuer's common stock (based on 42,901,850 shares of Common Stock outstanding as of February 1, 2021 as reported in the Issuer's prospectus filed pursuant to Rule 424(b)(3), filed with the Securities and Exchange Commission on March 31, 2021).	
(14)	Type of Reporting Person (See Instructions): OO (Limited Liability Company)	

(1)	Name of Reporting Persons: Leonard Green & Partners, L.P.	
(2)	Check the Appropriate Box if a Member of a Group (See Instructions): (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
(3)	SEC Use Only:	
(4)	Source of Funds (See Instructions): AF	
(5)	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e): <input type="checkbox"/>	
(6)	Citizenship or Place of Organization: Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	(7)	Sole Voting Power 0
	(8)	Shared Voting Power 27,017,623 shares of Common Stock
	(9)	Sole Dispositive Power 0
	(10)	Shared Dispositive Power 27,017,623 shares of Common Stock
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person: 27,017,623 shares of Common Stock	
(12)	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): <input type="checkbox"/>	
(13)	Percent of Class Represented by Amount in Row (11): 63.0% beneficial ownership of the Issuer's common stock (based on 42,901,850 shares of Common Stock outstanding as of February 1, 2021 as reported in the Issuer's prospectus filed pursuant to Rule 424(b)(3), filed with the Securities and Exchange Commission on March 31, 2021).	
(14)	Type of Reporting Person (See Instructions): PN	

(1)	Name of Reporting Persons: LGP Management, Inc.	
(2)	Check the Appropriate Box if a Member of a Group (See Instructions): (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
(3)	SEC Use Only:	
(4)	Source of Funds (See Instructions): AF	
(5)	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e): <input type="checkbox"/>	
(6)	Citizenship or Place of Organization: Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	(7)	Sole Voting Power 0
	(8)	Shared Voting Power 27,017,623 shares of Common Stock
	(9)	Sole Dispositive Power 0
	(10)	Shared Dispositive Power 27,017,623 shares of Common Stock
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person: 27,017,623 shares of Common Stock	
(12)	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): <input type="checkbox"/>	
(13)	Percent of Class Represented by Amount in Row (11): 63.0% beneficial ownership of the Issuer's common stock (based on 42,901,850 shares of Common Stock outstanding as of February 1, 2021 as reported in the Issuer's prospectus filed pursuant to Rule 424(b)(3), filed with the Securities and Exchange Commission on March 31, 2021).	
(14)	Type of Reporting Person (See Instructions): CO	

(1)	Name of Reporting Persons: Peridot Coinvest Manager LLC	
(2)	Check the Appropriate Box if a Member of a Group (See Instructions):  (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
(3)	SEC Use Only:	
(4)	Source of Funds (See Instructions): AF	
(5)	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e): <input type="checkbox"/>	
(6)	Citizenship or Place of Organization: Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	(7)	Sole Voting Power  0
	(8)	Shared Voting Power 27,017,623 shares of Common Stock
	(9)	Sole Dispositive Power  0
	(10)	Shared Dispositive Power 27,017,623 shares of Common Stock
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person: 27,017,623 shares of Common Stock	
(12)	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): <input type="checkbox"/>	
(13)	Percent of Class Represented by Amount in Row (11): 63.0% beneficial ownership of the Issuer's common stock (based on 42,901,850 shares of Common Stock outstanding as of February 1, 2021 as reported in the Issuer's prospectus filed pursuant to Rule 424(b)(3), filed with the Securities and Exchange Commission on March 31, 2021).	
(14)	Type of Reporting Person (See Instructions): OO (Limited Liability Company)	



(1)	Name of Reporting Persons: Green V Holdings, LLC	
(2)	Check the Appropriate Box if a Member of a Group (See Instructions): (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
(3)	SEC Use Only:	
(4)	Source of Funds (See Instructions): WC	
(5)	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e): <input type="checkbox"/>	
(6)	Citizenship or Place of Organization: Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	(7)	Sole Voting Power 0
	(8)	Shared Voting Power 0 shares of Common Stock
	(9)	Sole Dispositive Power 0
	(10)	Shared Dispositive Power 0 shares of Common Stock
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person: 0 shares of Common Stock	
(12)	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): <input type="checkbox"/>	
(13)	Percent of Class Represented by Amount in Row (11): 0.0% beneficial ownership of the Issuer's common stock (based on 42,901,850 shares of Common Stock outstanding as of February 1, 2021 as reported in the Issuer's prospectus filed pursuant to Rule 424(b)(3), filed with the Securities and Exchange Commission on March 31, 2021).	
(14)	Type of Reporting Person (See Instructions): OO (Limited Liability Company)	

(1)	Name of Reporting Persons:  LGP Parts Coinvest LLC	
(2)	Check the Appropriate Box if a Member of a Group (See Instructions): (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
(3)	SEC Use Only:	
(4)	Source of Funds (See Instructions):  WC	
(5)	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):  <input type="checkbox"/>	
(6)	Citizenship or Place of Organization:  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	(7)	Sole Voting Power  0
	(8)	Shared Voting Power  0 shares of Common Stock
	(9)	Sole Dispositive Power  0
	(10)	Shared Dispositive Power  0 shares of Common Stock
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person:  0 shares of Common Stock	
(12)	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):  <input type="checkbox"/>	
(13)	Percent of Class Represented by Amount in Row (11):  0.0% beneficial ownership of the Issuer's common stock (based on 42,901,850 shares of Common Stock outstanding as of February 1, 2021 as reported in the Issuer's prospectus filed pursuant to Rule 424(b)(3), filed with the Securities and Exchange Commission on March 31, 2021).	
(14)	Type of Reporting Person (See Instructions):  OO (Limited Liability Company)	

(1)	Name of Reporting Persons:  Green Equity Investors V, L.P.	
(2)	Check the Appropriate Box if a Member of a Group (See Instructions): (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
(3)	SEC Use Only	
(4)	Source of Funds (See Instructions):  WC	
(5)	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):  <input type="checkbox"/>	
(6)	Citizenship or Place of Organization:  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	(7)	Sole Voting Power  0
	(8)	Shared Voting Power  0 shares of Common Stock
	(9)	Sole Dispositive Power  0
	(10)	Shared Dispositive Power  0 shares of Common Stock
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person:  0 shares of Common Stock	
(12)	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):  <input type="checkbox"/>	
(13)	Percent of Class Represented by Amount in Row (11):  0.0% beneficial ownership of the Issuer's common stock (based on 42,901,850 shares of Common Stock outstanding as of February 1, 2021 as reported in the Issuer's prospectus filed pursuant to Rule 424(b)(3), filed with the Securities and Exchange Commission on March 31, 2021).	
(14)	Type of Reporting Person (See Instructions):  PN	

(1)	Name of Reporting Persons:  Green Equity Investors Side V, L.P.	
(2)	Check the Appropriate Box if a Member of a Group (See Instructions): (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
(3)	SEC Use Only	
(4)	Source of Funds (See Instructions):  WC	
(5)	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):  <input type="checkbox"/>	
(6)	Citizenship or Place of Organization:  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	(7)	Sole Voting Power  0
	(8)	Shared Voting Power  0 shares of Common Stock
	(9)	Sole Dispositive Power  0
	(10)	Shared Dispositive Power  0 shares of Common Stock
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person:  0 shares of Common Stock	
(12)	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):  <input type="checkbox"/>	
(13)	Percent of Class Represented by Amount in Row (11):  0.0% beneficial ownership of the Issuer's common stock (based on 42,901,850 shares of Common Stock outstanding as of February 1, 2021 as reported in the Issuer's prospectus filed pursuant to Rule 424(b)(3), filed with the Securities and Exchange Commission on March 31, 2021).	
(14)	Type of Reporting Person (See Instructions):  PN	

(1)	Name of Reporting Persons:  GEI Capital V, LLC	
(2)	Check the Appropriate Box if a Member of a Group (See Instructions): (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
(3)	SEC Use Only	
(4)	Source of Funds (See Instructions):  WC	
(5)	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):  <input type="checkbox"/>	
(6)	Citizenship or Place of Organization:  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	(7)	Sole Voting Power  0
	(8)	Shared Voting Power  0 shares of Common Stock
	(9)	Sole Dispositive Power  0
	(10)	Shared Dispositive Power  0 shares of Common Stock
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person:  0 shares of Common Stock	
(12)	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):  <input type="checkbox"/>	
(13)	Percent of Class Represented by Amount in Row (11):  0.0% beneficial ownership of the Issuer's common stock (based on 42,901,850 shares of Common Stock outstanding as of February 1, 2021 as reported in the Issuer's prospectus filed pursuant to Rule 424(b)(3), filed with the Securities and Exchange Commission on March 31, 2021).	
(14)	Type of Reporting Person (See Instructions):  OO (Limited Liability Company)	

**ITEM 1. SECURITY AND ISSUER**

This Amendment No. 2 to Schedule 13D relates to shares of Common Stock, par value \$0.0001 per share (the **Common Stock**), of AerSale Corporation (f/k/a Monocle Holdings Inc.), a Delaware corporation (the **Issuer**) and amends and supplements the Schedule 13D filed with the Securities and Exchange Commission (the **SEC**) on December 3, 2020, as amended by Amendment No. 1 to Schedule 13D, filed with the SEC on April 2, 2021 (collectively, the **Schedule 13D**). This Amendment No. 2 is being filed to amend the Schedule 13D to reflect the addition of Green Equity Investors CF, L.P., a Delaware limited partnership, Green Equity Investors Side CF, L.P., a Delaware limited partnership, LGP Associates CF LLC, a Delaware limited liability company, and GEI Capital CF, LLC, a Delaware limited liability company, as members of the group by virtue of the transfer of the shares held by Green Equity Investors V, L.P. (**GEI V**), Green Equity Investors Side V, L.P. (**GEI Side V**), and LGP Parts Coinvest LLC (**Coinvest**) to such new members (as described in Item 6 below).

The address of the Issuer's principal executive offices is 121 Alhambra Plaza, Suite 1700, Coral Gables, Florida 33134.

As of the date of filing of this Amendment No. 2, each of GEI V, GEI Side V, Coinvest, Green V Holdings, LLC (**Holdings**), and GEI Capital V, LLC (**Capital V**), are no longer beneficial owners of the shares of Common Stock reported herein. Consequently, this Amendment No. 2 represents an exit filing with respect to each of GEI V, GEI Side V, Coinvest, Holdings, and Capital V.

**ITEM 2. IDENTITY AND BACKGROUND**

The disclosure provided in Item 2 of the Schedule 13D is amended and restated in its entirety to include the following disclosure.

- (a) This Schedule 13D is being filed by Green Equity Investors CF, L.P., a Delaware limited partnership (**GEI CF**), Green Equity Investors Side CF, L.P., a Delaware limited partnership (**GEI Side CF**), LGP Associates CF LLC, a Delaware limited liability company (**Associates CF**) and together with GEI CF and GEI Side CF, the **Investors**), GEI Capital CF, LLC, a Delaware limited liability company (**Capital**), Leonard Green & Partners, L.P., a Delaware limited partnership (**LGP**), LGP Management, Inc., a Delaware corporation (**LGPM**), and Peridot Coinvest Manager LLC, a Delaware limited liability company (**Peridot**) and together with the foregoing entities and persons, collectively, the **Reporting Persons**) pursuant to their agreement to the joint filing of this Schedule 13D, attached hereto as Exhibit 7.4 (the **Joint Filing Agreement**).

As of the date of this statement, (i) GEI CF is the record owner of 19,333,716 shares of Common Stock, (ii) GEI Side CF is the record owner of 7,679,974 shares of Common Stock, and (iii) Associates CF is the record owner of 3,933 shares of Common Stock. The principal business of each of GEI CF, GEI Side CF, and Associates CF is to pursue investments. Capital is the general partner of GEI CF and GEI Side CF. Capital's principal business is to act as the general partner of GEI CF and GEI Side CF. LGP is an affiliate of Capital. LGP's principal business is to act as the management company of GEI CF, GEI Side CF and other affiliated funds. LGPM is the general partner of LGP. LGPM's principal business is to act as the general partner of LGP. Peridot is an affiliate of LGP and Capital whose principal business is to act as the manager of Associates CF, and other similar entities. Due to their relationships with GEI CF, GEI Side CF, and Associates CF, each of Capital, LGP, LGPM, and Peridot may be deemed to have shared voting and investment power with respect to the shares of Common Stock beneficially owned by the Investors. As such, Capital, LGP, LGPM, and Peridot may be deemed to have shared beneficial ownership over such shares of Common Stock. Each of Capital, LGP, LGPM, and Peridot, however, disclaims beneficial ownership of such shares of Common Stock.

The names of the directors and executive officers of LGPM are set forth on Schedule 1, which is incorporated herein by reference.

- (b) The business address of each of the Reporting Persons and each of the directors and executive officers of LGPM is 11111 Santa Monica Boulevard, Suite 2000, Los Angeles, California 90025.
- (c) Not applicable to GEI CF, GEI Side CF, Associates CF, Capital, LGP, LGPM, or Peridot.

The present principal occupation of each of the directors and officers of LGPM is set forth on Schedule 1.

- (d) None of the Reporting Persons and none of the directors and executive officers of LGPM set forth on Schedule 1 has been convicted in a criminal proceeding during the last five years.
- (e) None of the Reporting Persons and none of the directors and executive officers of LGPM set forth on Schedule 1 has been party to any civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree, or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws during the last five years.
- (f) Each of the Reporting Persons is organized under the laws of Delaware. Each of the directors and executive officers of LGPM is a United States citizen.

### ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

The disclosure provided in Item 3 of the Schedule 13D is amended and restated in its entirety to include the following disclosure.

As of the date of this statement, GEI CF held 19,333,716 shares of Common Stock, GEI Side CF held 7,679,974 shares of Common Stock, and Associates CF held 3,933 shares of Common Stock, representing an aggregate of 27,017,623 shares of Common Stock. Of the 27,017,623 shares of Common Stock, 26,050,506 shares of Common Stock were acquired by GEI V, GEI Side V, and Coinvest as consideration in the merger (the “**Merger**”) pursuant to that certain Amended and Restated Agreement and Plan of Merger, dated as of September 8, 2020, by and among Monocle Holdings Inc., AerSale Aviation, Inc. (f/k/a AerSale Corp.), Monocle Acquisition Corporation, Monocle Merger Sub 1 Inc., Monocle Merger Sub 2 LLC, and LGP, solely in its capacity as the Holder Representative (the “**Merger Agreement**”). Pursuant to the Merger, the Issuer acquired a business in which GEI V, GEI Side V, and Coinvest were invested.

Of the 27,017,623 shares of Common Stock, 967,117 shares of Common Stock were acquired by GEI V, GEI Side V, and Coinvest on February 8, 2021 as a portion of the earn out consideration payable pursuant to the Merger Agreement.

Subsequent to the transactions described above, GEI V, GEI Side V, and Coinvest contributed all securities of the Issuer (including the right to receive the Earnout Shares described in Item 6) to each of GEI CF, GEI Side CF, and Associates CF as part of a transaction pursuant to which GEI V, GEI Side V, Coinvest, and other affiliated co-investment vehicles engaged in a coordinated transfer of their equity interests in several portfolio companies (including the Issuer) to one or more newly formed affiliated investment funds.

### ITEM 4. PURPOSE OF TRANSACTION

The disclosure provided in Item 4 of the Schedule 13D is updated to include the following additional disclosure.

On April 16, 2021, GEI V, GEI Side V, and Coinvest contributed all securities of the Issuer (including the right to receive the Earnout Shares described in Item 6) to each of GEI CF, GEI Side CF, and Associates CF as part of a transaction pursuant to which GEI V, GEI Side V, Coinvest, and other affiliated co-investment vehicles engaged in a coordinated transfer of their equity interests in several portfolio companies (including the Issuer) to one or more newly formed affiliated investment funds.

**ITEM 5. INTEREST IN SECURITIES OF THE ISSUER**

(a) and (b)

Reporting Persons	Shared Beneficial Ownership (Voting and Dispositive Power)	Percentage of Class Beneficially Owned
GEI CF	27,017,623	63.0%
GEI Side CF	27,017,623	63.0%
Associates CF	27,017,623	63.0%
Other Reporting Persons	27,017,623	63.0%

- (c) Other than as disclosed in Item 4 above, none of the Reporting Persons nor the directors and executive officers of LGPM, has effected any transaction involving shares of Common Stock in the 60 days prior to the filing of this Schedule 13D.
- (d) None.
- (e) Not applicable

**ITEM 7. MATERIAL TO BE FILED AS EXHIBITS**

- 7.1 Merger Agreement, dated as of September 8, 2020 (incorporated by reference to Exhibit 2.3 of AerSale Corporation's Current Report on Form 8-K, filed with the Securities and Exchange Commission on December 23, 2020).
- 7.2 Registration Rights Agreement, dated as of December 22, 2020 (incorporated by reference to Exhibit 10.7 of AerSale Corporation's Current Report on Form 8-K, filed with the Securities and Exchange Commission on December 23, 2020).
- 7.3 Lock-Up Agreement, dated as of December 22, 2020 (incorporated by reference to Exhibit 10.8 of AerSale Corporation's Current Report on Form 8-K, filed with the Securities and Exchange Commission on December 23, 2020).
- 7.4 Joint Filing Agreement, dated April 16, 2021.
- 7.5 Power of Attorney, dated April 19, 2021.



SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this Schedule 13D is true, complete, and correct.

Dated as of April 19, 2021

**Green Equity Investors CF, L.P.**  
**By: GEI Capital CF, LLC, its General Partner**

By: /s/ ANDREW GOLDBERG  
Name: Andrew Goldberg  
Title: Vice President, General Counsel and Secretary

**Green Equity Investors Side CF, L.P.**  
**By: GEI Capital CF, LLC, its General Partner**

By: /s/ ANDREW GOLDBERG  
Name: Andrew Goldberg  
Title: Vice President, General Counsel and Secretary

**LGP Associates CF LLC**  
**By: Peridot Coinvest Manager LLC, its Manager**

By: /s/ ANDREW GOLDBERG  
Name: Andrew Goldberg  
Title: Vice President, General Counsel and Secretary

**GEI Capital CF, LLC**

By: /s/ ANDREW GOLDBERG  
Name: Andrew Goldberg  
Title: Vice President, General Counsel and Secretary

**Leonard Green & Partners, L.P.**  
**By: LGP Management, Inc., its General Partner**

By: /s/ ANDREW GOLDBERG  
Name: Andrew Goldberg  
Title: Vice President, General Counsel and Secretary

**LGP Management, Inc.**

By: /s/ ANDREW GOLDBERG  
Name: Andrew Goldberg  
Title: Vice President, General Counsel and Secretary

**Peridot Coinvest Manager LLC**

By: /s/ ANDREW GOLDBERG  
Name: Andrew Goldberg  
Title: Vice President, General Counsel and Secretary

**Green Equity Investors V, L.P.**

**By: GEI Capital CF, LLC, its General Partner**

By: /s/ ANDREW GOLDBERG  
Name: Andrew Goldberg  
Title: Vice President, General Counsel and Secretary

**Green Equity Investors Side V, L.P.**

**By: GEI Capital CF, LLC, its General Partner**

By: /s/ ANDREW GOLDBERG  
Name: Andrew Goldberg  
Title: Vice President, General Counsel and Secretary

**GEI Capital V, LLC**

By: /s/ ANDREW GOLDBERG  
Name: Andrew Goldberg  
Title: Vice President, General Counsel and Secretary

**Green V Holdings, LLC**

**By: LGP Management, Inc., its managing member**

By: /s/ ANDREW GOLDBERG

Name: Andrew Goldberg

Title: Vice President, General Counsel and Secretary

**Joint Filing Agreement**

This will confirm the agreement by and among all the undersigned that the Statement on Schedule 13D filed on or about this date and any further amendments thereto with respect to beneficial ownership by the undersigned of the Common Stock, par value \$0.0001 per share (the "Common Stock") of AerSale Corporation, a Delaware corporation (the "Issuer"), and such other securities of the Issuer and its affiliates that the undersigned may acquire or dispose of from time to time. This agreement is being filed on behalf of each of the undersigned in accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934.

The undersigned further agree that each party hereto is responsible for timely filing of such Statement on Schedule 13D and any further amendments thereto, and for the completeness and accuracy of the information concerning such party contained therein, provided that no party is responsible for the completeness and accuracy of the information concerning the other party, unless such party knows or has reason to believe that such information is inaccurate. The undersigned further agree that this Agreement shall be included as an Exhibit to such joint filing.

This agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

*[Signatures on following pages]*

IN WITNESS WHEREOF, the parties hereto have caused this Joint Filing Agreement to be duly executed as of 16th day of April, 2021.

**Green Equity Investors CF, L.P.**

By: GEI Capital CF, LLC, its General Partner

By: /s/ Andrew Goldberg  
Name: Andrew Goldberg  
Title: Vice President, General Counsel and Secretary

**Green Equity Investors Side CF, L.P.**

By: GEI Capital CF, LLC, its General Partner

By: /s/ Andrew Goldberg  
Name: Andrew Goldberg  
Title: Vice President, General Counsel and Secretary

**LGP Associates CF LLC**

By: Peridot Coinvest Manager LLC, its Manager

By: /s/ Andrew Goldberg  
Name: Andrew Goldberg  
Title: Vice President, General Counsel and Secretary

**GEI Capital CF, LLC**

By: /s/ Andrew Goldberg  
Name: Andrew Goldberg  
Title: Vice President, General Counsel and Secretary

**Leonard Green & Partners, L.P.**

By: LGP Management, Inc., its General Partner

By: /s/ Andrew Goldberg  
Name: Andrew Goldberg  
Title: Vice President, General Counsel and Secretary

**LGP Management, Inc.**

By: /s/ Andrew Goldberg  
Name: Andrew Goldberg  
Title: Vice President, General Counsel and Secretary

**Peridot Coinvest Manager LLC**

By: /s/ Andrew Goldberg  
Name: Andrew Goldberg  
Title: Vice President, General Counsel and Secretary

[SIGNATURE PAGE TO AERSALE CORPORATION 13-D JOINT FILING AGREEMENT]

**POWER OF ATTORNEY**

Know all by these presents, that each of the undersigned hereby constitutes and appoints each of Cody L. Franklin, Andrew C. Goldberg, and Lance J.T. Schumacher, signing singly, as the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director, or beneficial owner of the shares of Common Stock, par value \$0.0001 per share, of AerSale Corporation, a Delaware corporation (the "Issuer"), the Statement on Schedule 13D (or Schedule 13G, if applicable) in accordance with Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Statement on Schedule 13D (or Schedule 13G, if applicable) and all amendment(s) thereto and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grant to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Issuer assuming, any of the undersigned's responsibilities to comply with Section 13 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until each of the undersigned is no longer required to file a Statement on Schedule 13D or Schedule 13G with respect to each of the undersigned's holdings of and transactions in securities issued by the Issuer, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

*[Signatures on following pages]*

**Green Equity Investors CF, L.P.**

**By: GEI Capital CF, LLC, its General Partner**

By: /s/ Andrew C. Goldberg  
Andrew C. Goldberg  
Vice President, General Counsel and Secretary

**Green Equity Investors Side CF, L.P.**

**By: GEI Capital CF, LLC, its General Partner**

By: /s/ Andrew C. Goldberg  
Andrew C. Goldberg  
Vice President, General Counsel and Secretary

**GEI Capital CF, LLC**

By: /s/ Andrew C. Goldberg  
Andrew C. Goldberg  
Vice President, General Counsel and Secretary

**Leonard Green & Partners, L.P.**

**By: LGP Management, Inc., its General Partner**

By: /s/ Andrew C. Goldberg  
Andrew C. Goldberg  
Vice President, General Counsel and Secretary

**LGP Management, Inc.**

By: /s/ Andrew C. Goldberg  
Andrew C. Goldberg  
Vice President, General Counsel and Secretary

**LGP Associates CF LLC**

**By: Peridot Coinvest Manager LLC, its Manager**

By: /s/ Andrew C. Goldberg  
Name: Andrew C. Goldberg  
Title: Vice President, General Counsel and Secretary

---

**Peridot Coinvest Manager LLC**

By: /s/ Andrew C. Goldberg  
Name: Andrew C. Goldberg  
Title: Vice President, General Counsel and Secretary

[SIGNATURE PAGE TO AERSALE CORPORATION 13-D POWER OF ATTORNEY]