

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | | |
|--|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person Green Equity Investors CF, L.P. (Last) (First) (Middle) 11111 SANTA MONICA BLVD., SUITE 2000 (Street) LOS ANGELES, CA 90025 (City) (State) (Zip) | | 2. Date of Event Requiring Statement (Month/Day/Year) 04/16/2021 | 3. Issuer Name and Ticker or Trading Symbol AerSale Corp [ASLE] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director _X_ 10% Owner Officer (give title below) Other (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person |
|--|--|--|--|---|--|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|--|--|
| Common Stock | 19,333,716 (1) (2) | D (3) (4) (5) | |
| Common Stock | 7,679,974 (1) (6) | D (3) (4) (5) | |
| Common Stock | 3,933 (1) (7) | D (3) (4) (5) | |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|-----------------|--|----------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Contingent Earnout Shares | (8) | (8) | Common Stock | 692,066 | \$ (8) | D (1) (3) (4) (5) | |
| Contingent Earnout Shares | (9) | (9) | Common Stock | 274,910 | \$ (9) | D (1) (3) (4) (5) | |
| Contingent Earnout Shares | (10) | (10) | Common Stock | 141 | \$ (10) | D (1) (3) (4) (5) | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Green Equity Investors CF, L.P. 11111 SANTA MONICA BLVD. SUITE 2000 LOS ANGELES, CA 90025 | X | X | | |
| Green Equity Investors Side CF, L.P. 11111 SANTA MONICA BLVD. SUITE 2000 LOS ANGELES, CA 90025 | X | X | | |
| LGP Associates CF, LLC 11111 SANTA MONICA BLVD. SUITE 2000 LOS ANGELES, CA 90025 | X | X | | |
| GEI Capital CF, LLC 11111 SANTA MONICA BLVD. SUITE 2000 LOS ANGELES, CA 90025 | X | X | | |

Signatures

/s/ Andrew C. Goldberg, Attorney-in-fact
Signature of Reporting Person 04/21/2021
Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) On April 16, 2021, Green Equity Investors V, L.P. ("GEI V"), Green Equity Investors Side V, L.P. ("GEI Side V"), and Needle Coinvest LLC ("Coinvest") contributed all securities of the Issuer to each of Green Equity Investors CF, L.P. ("Main CF"), Green Equity Investors Side CF, L.P. ("Side CF"), and Needle Coinvest LLC ("Coinvest").
- (2) Represents shares of Common Stock of the Issuer owned by Main CF.
- (3) GEI Capital CF, LLC ("Capital") is the general partner of Main CF and Side CF. Leonard Green & Partners, L.P. ("LGP") is the management company of Main CF and Side CF, and an affiliate of Capital. LGP Management, Inc. ("LGPM") is the general partner of LGP. Peridot Coinvest LLC ("Peridot") is the general partner of LGP.
- (4) Each of Main CF, Side CF, Associates CF, Capital, LGP, LGPM, and Peridot directly (whether through ownership or position), or indirectly through one or more intermediaries, may be deemed for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, to be the issuer.
- (5) Each of the Reporting Persons disclaims beneficial ownership of the shares of Common Stock reported herein and not held for record by such Reporting Person, except to the extent of its pecuniary interest therein. This report shall not otherwise be deemed an admission that the Reporting Person is the beneficial owner of the shares of Common Stock.
- (6) Represents shares of Common Stock owned by Side CF.
- (7) Represents shares of Common Stock owned by Associates CF.
- (8) Represents shares of Common Stock that may be issued to Main CF if the closing sale price of Common Stock equals or exceeds \$15.00 per share for any period of 20 trading days out of 30 consecutive trading days prior to December 22, 2025, pursuant to an "earn out" provision in the Issuer's charter.
- (9) Represents shares of Common Stock that may be issued to Side CF if the closing sale price of Common Stock equals or exceeds \$15.00 per share for any period of 20 trading days out of 30 consecutive trading days prior to December 22, 2025, pursuant to an "earn out" provision in the Issuer's charter.
- (10) Represents shares of Common Stock that may be issued to Associates CF if the closing sale price of Common Stock equals or exceeds \$15.00 per share for any period of 20 trading days out of 30 consecutive trading days prior to December 22, 2025, pursuant to an "earn out" provision in the Issuer's charter.

Remarks:

Messrs. Jonathan Seiffer and Michael Kirton are members of the board of directors of the Issuer, and each is a partner of LGP, which is an affiliate of the other reporting persons (the "LGP Entities"). Accordingly, Messrs. Seiffer and Kirton are deemed to be reporting persons.

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.

Power of Attorney

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

- (1) execute for and on behalf of the undersigned, in his capacity as an officer, director or ten percent stockholder of Aersale Corporation (the "Issuer"), Forms 3, 4, and 5 in accordance with Section 16(a) 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 Form 3, 4, or 5 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 grants to each 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 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to his holdings of and transactions in securities issued by the Issuer, unless earlier revoked by him in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 21st day of April, 2021.

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 CFV, 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 Goldberg

Title: Vice President, General Counsel and Secretary

PERIDOT COINVEST MANAGER LLC

By: /s/ Andrew C. Goldberg

Name: Andrew Goldberg

Title: Vice President, General Counsel and Secretary