



Important Notice
The Depository Trust Company

| | |
|-------------------|--|
| B #: | 1381-14 |
| Date: | 07/18/14 |
| To: | All Participants |
| Category: | Dividends |
| From: | International Services |
| Attention: | Operations, Reorg & Dividend Managers, Partners & Cashiers |
| Subject: | Tax Relief - Country: Ireland Fly Leasing Limited. – CUSIP: 34407D109 Record Date: 07/31/14 Pay Date: 08/20/14 EDS Cut-Off Date: 08/08/14 8:00 PM EST |

Participants can use DTC’s Elective Dividend System (EDS) function over the Participant Terminal System (PTS) or TaxRelief option on the Participant Browser System (PBS) web site to certify all or a portion of their position entitled to the applicable withholding tax rate. Participants are urged to consult the PTS or PBS function TAXI or TaxInfo respectively before certifying their elections over PTS or PBS.

Important: Prior to certifying tax withholding elections, participants are urged to read, understand and comply with the information in the Legal Conditions category found on TAXI or TaxInfo in PTS or PBS respectively. Questions regarding this Important Notice may be directed to GlobeTax.

****Please Note** The EDS window will open on August 01, 2014 & close on August 08, 2014**

Important Legal Information: *The Depository Trust Company (“DTC”) does not represent or warrant the accuracy, adequacy, timeliness, completeness or fitness for any particular purpose of the information contained in this communication, which is based in part on information obtained from third parties and not independently verified by DTC and which is provided as is. The information contained in this communication is not intended to be a substitute for obtaining tax advice from an appropriate professional advisor. In providing this communication, DTC shall not be liable for (1) any loss resulting directly or indirectly from mistakes, errors, omissions, interruptions, delays or defects in such communication, unless caused directly by gross negligence or willful misconduct on the part of DTC, and (2) any special, consequential, exemplary, incidental or punitive damages.*

To ensure compliance with Internal Revenue Service Circular 230, you are hereby notified that: (a) any discussion of federal tax issues contained or referred to herein is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties that may be imposed under the Internal Revenue Code; and (b) as a matter of policy, DTC does not provide tax, legal or accounting advice and accordingly, you should consult your own tax, legal and accounting advisor before engaging in any transaction.

Non-Confidential

DTCC is now offering enhanced access to all important notices via a new, Web-based subscription service. The new notification system leverages RSS Newsfeeds, providing significant benefits including real-time updates and customizable delivery. To learn more and to set up your own DTCC RSS alerts, visit http://www.dtcc.com/subscription_form.php.

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Non-Confidential

FLY LEASING LIMITED has announced a cash dividend. Deutsche Bank Trust Company Americas acts as the Depository for the company’s American Depositary Receipt (“ADR”) program.

Using DTC’s Elective Dividend System (“EDS”) function over the Participant Terminal System (“PTS”), Participants may certify all or a portion of their position entitled to the applicable withholding tax rates. Use of EDS will permit entitlement amounts to be paid through DTC.

| DIVIDEND EVENT DETAILS | |
|-------------------------------------|--------------------------------------|
| COUNTRY OF ISSUANCE | IRELAND |
| ISSUE | FLY LEASING LIMITED |
| CUSIP# | 34407D109 |
| DEPOSITARY | DEUTSCHE BANK TRUST COMPANY AMERICAS |
| ADR RECORD DATE | July 31, 2014 |
| ADR PAY DATE | August 20, 2014 |
| ADR GROSS DIVIDEND RATE ON PAY DATE | 0.25 USD |
| ORD GROSS DIVIDEND RATE ON PAY DATE | TBD |
| RATIO | 1 ORD : 1 ADR |
| STATUTORY WHT RATE | 20% |

| CHARGES & DEADLINES | | | | | |
|--------------------------------|---------------------------|----------------|---------------------------|---|--|
| FILING METHOD | BATCH | PAYMENT METHOD | DEPOSITARY SERVICE CHARGE | MINIMUM SERVICE CHARGE PER BENEFICIAL OWNER | FINAL DEADLINE (ALL TIMES EST) |
| RELIEF AT SOURCE | PAYMENT ON PAY DATE | VIA DTC | \$0.005 per ADR | \$0 | EDS DEADLINE August 8, 2014; 8:00 P.M. |
| LONG-FORM | POST-EDS PROCESS; ONGOING | CHECK | \$0.0075 per ADR | \$25.00 | December 14, 2018 |

| RELIEF-AT-SOURCE (“EDS”) ELIGIBILITY MATRIX | | | |
|--|--------------|--|------------------------|
| RATE DESCRIPTION | RECLAIM RATE | ELIGIBLE RESIDENTS | DOCUMENTATION REQUIRED |
| UNFAVORABLE 20% | 0% | NON-TREATY COUNTRIES & NON-US RELEVANT TERRITORIES | NONE |
| EXEMPT 0% | 20% | U.S. RESIDENT ENTITIES | NONE (SEE NOTE) |

***NOTE: Participants using the DTC EDS system agree that the following criteria have been met:**

1. The Participant has determined that the direct beneficial owner of the shares (individual or legal entity) is a resident of the United States who is eligible for the 0% Irish withholding tax rate. The direct beneficial owner of the shares to be paid at the exempt rate has a U.S. address on the participant's books and records. (For these beneficial owners, supporting documentation for EDS certification of the exempt rate consists of the books and records of the participant, showing a U.S. address for the direct beneficial owner, and need not be supported by a certificate of U.S. tax residence or by an application for exemption from Irish dividend withholding tax.) This is not tax advice. Please consult your tax advisor.
2. The Participant hereby certifies that it will indemnify Deutsche Bank Trust Company Americas (and its agents) for any liability it may incur as a result of reliance upon information provided by such Participant in connection with an EDS election, a claim for refund, or a failure to provide information requested by the Irish Tax Authorities. Deutsche Bank Trust Company Americas shall not be liable for any failure to secure a refund.
3. The Participant shall be liable for any loss due to foreign exchange fluctuations.
4. The Participant agrees to immediately return to Deutsche Bank Trust Company Americas any funds erroneously received as a result of an improper EDS election or refund claim. In addition, the Participant agrees to pay any interest, additions to tax or penalties thereon.
5. The Participant agrees to comply with any audit requests within 21 days.

***IRISH INDIVIDUALS DO NOT QUALIFY FOR 20% REFUND.**

****THE BENEFICIAL OWNER MUST NOT BE CONTROLLED OR OWNED BY IRISH RESIDENTS**

Special Notes on U.S. Entities That Are Ineligible To Claim Through EDS

U.S. Partnerships and Trusts are entitled for tax relief via EDS as follows:

U.S. PARTNERSHIPS

For Irish Dividend Withholding Tax (DWT) purposes, a partnership is viewed as a U.S. resident only to the extent that all of the partnership's underlying partners are U.S. residents. If all partners are U.S. residents, the partnership is entitled to exemption from DWT. If at least one partner is not a U.S. resident, no part of the partnership's position is entitled to exemption from DWT.

Withholding rate with Participant EDS certification for partnerships whose partners are all U.S. residents: 0%

Withholding rate without Participant EDS certification and for partnerships with at least 1 partner that is not a U.S. resident: 20%

U.S. TRUSTS

Taxable Trusts (for Irish Dividend Withholding Tax (DWT) purposes, "discretionary trusts"): If a trust is taxable at the entity level and is able to obtain an IRS Form 6166 at the level of the trust, it is entitled to exemption from DWT.

Non-taxable trusts (for Irish Dividend Withholding Tax (DWT) purposes, "non-discretionary trusts"): If a trust is not taxable at the entity level, eligibility for exemption from DWT depends on the residency of its underlying beneficiaries. If all beneficiaries are U.S. residents, the trust is entitled to exemption from DWT. If at least one beneficiary is not a U.S. resident, no part of the trust's position is entitled to exemption from DWT and the trust's entire position is subject to the statutory rate of Dividend Withholding Tax.

Withholding rate with Participant EDS certification for taxable trusts and non-taxable trusts whose beneficiaries are all U.S. residents: 0%

Withholding rate without Participant EDS certification and for Non-taxable trusts with at least 1 non-U.S. resident: 20%

*NOTE: The DWT provisions are set out in the (Irish) Taxes Consolidation Act 1997, Sections 172A-172M, as modified by changes therein contained in the (Irish) Finance Bill 2000, Sections 26 to 29.

A dividend withholding tax (“DWT”) of 20% applies to dividends paid by Republic of Ireland companies from April 6, 1999, however, in the case of ADS holders such dividends may be paid at gross, (i.e. without deduction of DWT) where the underlying ADS holder’s address is:

A United States address on the register of ADR’s maintained by a United States Depository Bank. Deutsche Bank Trust Company Americas acts as “Depository Bank” (and acts as “Qualified Intermediary” as defined in Irish legislation*).

A United States address on the records of a specified intermediary, located in the United States, of the Depository Bank, through which the dividend is paid. (DTC acts as “Specified Intermediary” as defined in Irish legislation*).

To ensure that underlying ADR holders with U.S. addresses receive their Fly Leasing Limited (Sponsored) dividends gross please notify DTC, via EDS, no later than **August 8, 2014**, as to the declaration of the ADR amount representing Exempt and Liable ADR holders of record date **July 31, 2014**.

| LONG-FORM ELIGIBILITY MATRIX | | | |
|--------------------------------------|--------------|--|---|
| RATE DESCRIPTION | RECLAIM RATE | ELIGIBLE RESIDENTS | DOCUMENTATION REQUIRED |
| EXEMPT U.S. 0% | 20% | U.S. RESIDENT ENTITIES (CLAIMED UNFAVORABLE THROUGH EDS) | 1. COVER LETTER 2. DTC PARTICIPANT POWER OF ATTORNEY |
| EXEMPT NON-U.S.** 0% | 20% | ALBANIA, ARMENIA, AUSTRALIA, AUSTRIA, BAHRAIN, BELARUS, BELGIUM, BOSNIA & HERZEGOVINA, BULGARIA, CANADA, CHILE, CHINA, CROATIA, CYPRUS, CZECH REPUBLIC, DENMARK, EGYPT, ESTONIA, FINLAND, FRANCE, GEORGIA, GERMANY, GREECE, HONG KONG, HUNGARY, ICELAND, INDIA, ISRAEL, ITALY, JAPAN, KOREA, KUWAIT, LATVIA, LITHUANIA, LUXEMBOURG, MACEDONIA, MALAYSIA, MALTA, MEXICO, MOLDOVA, MONTENEGRO, MOROCCO, THE NETHERLANDS, NEW ZEALAND, NORWAY, PANAMA, PAKISTAN, POLAND, PORTUGAL, QATAR, ROMANIA, RUSSIA, SAUDI ARABIA, SERBIA, SLOVAK REPUBLIC, SINGAPORE, SLOVENIA, SOUTH AFRICA, SPAIN, SWEDEN, SWITZERLAND, THE REPUBLIC OF TURKEY, THAILAND, UKRAINE, UNITED ARAB EMIRATES, UNITED KINGDOM, UZBEKISTAN, VIETNAM, ZAMBIA | 1. COVER LETTER 2. DTC PARTICIPANT POWER OF ATTORNEY 3. DIVIDEND WITHHOLDING TAX REFUND CLAIM FORM 4. COMPOSITE NON-RESIDENT V2 FORM |
| EXEMPT ELIGIBLE IRISH ENTITIES 0% | 20% | IRISH RESIDENT COMPANIES, PENSION SCHEMES, QUALIFYING EMPLOYEE SHARE OWNERSHIP TRUSTS, COLLECTIVE INVESTMENT UNDERTAKINGS OR CHARITIES | 1. COVER LETTER 2. DTC PARTICIPANT POWER OF ATTORNEY 3. DIVIDEND WITHHOLDING TAX REFUND CLAIM FORM 4. COMPOSITE RESIDENT V3 FORM |

CONTACT DETAILS

| | |
|-----------------------|---|
| PRIMARY CONTACT | APRIL RICHLAND |
| DOMESTIC PHONE (U.S.) | 1-800-876-0959 |
| DOMESTIC FAX (U.S.) | 1-866-888-1120 |
| INTERNATIONAL PHONE | 1-212-747-9100 |
| INTERNATIONAL FAX | 1-212-747-0029 |
| EMAIL ADDRESS | April_Richland@GlobeTax.com |
| COMPANY | DEUTSCHE BANK TRUST COMPANY AMERICAS/GLOBE TAX |
| STREET ADDRESS | 90 BROAD STREET, 16 TH FLOOR ATTN: IRISH ADR RECLAIMS |
| CITY/STATE/ZIP | NEW YORK, NY 10004 |
| ADDITIONAL CONTACTS | GINA GIANNOU, MAX RAMOS |

DESCRIPTION OF VARIOUS LONG-FORM DOCUMENTATION

| DOCUMENT NAME | DESCRIPTION | ORIGINAL / COPY | SIGNATURE REQUIREMENT |
|---|--|-----------------|--|
| COVER LETTER (APPENDIX A) | Cover letter required for all long-form claims | ORIGINAL | DTC PARTICPANT |
| DIVIDEND WITHHOLDING TAX REFUND CLAIM FORM | Claim for repayment of Irish tax on dividends form. This form needs to be certified by the beneficial owner's local tax office for non-U.S. entities. | ORIGINAL | DTC PARTICPANT OR FINAL BENEFICIAL OWNER |
| COMPOSITE NON-RESIDENT V2 FORM | Irish dividend withholding tax exemption declaration form for non-U.S relevant territory beneficial owners. This form needs to be certified by the beneficial owner's local tax office for non-U.S. entities. | ORIGINAL | DTC PARTICPANT OR FINAL BENEFICIAL OWNER |
| COMPOSITE RESIDENT V3 FORM | Irish dividend withholding tax exemption declaration form for eligible Irish beneficial owners. | ORIGINAL | DTC PARTICPANT OR FINAL BENEFICIAL OWNER |
| BENEFICIAL OWNER POWER OF ATTORNEY | A document issued by the beneficial owner to the DTC Participant if the Participant is signing the Dividend Withholding Tax Refund Claim Form or Composite Non-Resident V2 form on behalf of the beneficial owner. This document must be on the beneficial owner's letterhead. | COPY | FINAL BENEFICIAL OWNER |
| DTC PARTICIPANT POWER OF ATTORNEY (APPENDIX B) | A document issued by the DTC Participant to the Depository authorizing the Depository to file the long form reclaim and receive payment on the Participant's behalf. This document must be on the DTC Participant's letterhead. | COPY | DTC PARTICIPANT |

FREQUENTLY ASKED QUESTIONS (FAQs)

| QUESTION | ANSWER |
|---|--|
| CAN I SUBMIT A TRUST AGREEMENT IN LIEU OF A POA SIGNED BY THE BENEFICIAL OWNER? | YES, BUT A LIMITED POA SIGNED BY THE PARTICIPANT MUST BE ACCOMPANIED BY THE TRUST AGREEMENT. |
| HOW LONG DOES IT TAKE FOR LONG-FORM CLAIMS TO BE PAID? | WE ESTIMATE IT TAKES 4 MONTHS FOR LONG FORM CLAIMS TO BE PAID. |
| DOES THE LONG-FORM PROCESS HAVE A MINIMUM POSITION REQUIRMENT PER BENEFICIAL OWNER? | NO, THERE IS A MINIMUM FEE OF \$25 PER BENEFICIAL OWNER WHICH MAY BE WAIVED ON AN EXCEPTIONAL BASIS FOR CLIENTS RECLAIMING LESS THAN \$50. IN SUCH INSTANCES A FEE OF 50% OF THE RECLAIMED AMOUNT WILL BE APPLIED. |
| WHAT IS THE STATUTE OF LIMITATIONS FOR FILING IRISH RECLAIMS? | IT IS 4 YEARS FROM THE END OF THE YEAR IN WHICH THE DIVIDEND WAS PAID. CLAIMS RECEIVED AFTER OUR SUBMISSION DEADLINE WILL BE FILED ON A BEST EFFORT BASIS. |
| WHAT HAPPENS IF THE PARTICIPANT DOES NOT MAKE AN EDS ELECTION WITHIN THE SPECIFIED EDS ELECTION WINDOW? | ALL SHARES WILL BE WITHHELD AT THE 20% TAX RATE. YOU WILL HAVE AN OPPORTUNITY TO FILE LONG FORM IF THIS TRANSPIRES. |
| WILL DEUTSCHE BANK TRUST COMPANY AMERICAS/GLOBETAX ACCEPT CLAIMS FILED DIRECTLY TO THEM BY THE BENEFICIAL OWNERS? | DEUTSCHE BANK TRUST COMPANY AMERICAS/GLOBETAX ONLY ACCEPTS CLAIMS FILED BY THE DTC PARTICIPANT WHO WAS HOLDING THE SECURITIES THROUGH DTC AND ONLY TO THE EXTENT THAT DTC HAS REPORTED THESE HOLDINGS TO US AS VALID RECORD DATE HOLDINGS. BENEFICIAL OWNERS ARE REQUIRED TO FILE THEIR CLAIMS THROUGH THE CUSTODY CHAIN TO THE DTC PARTICIPANT OF RECORD. ALL CLAIMS NOT RECEIVED DIRECTLY FROM THE DTC PARTICIPANT WILL BE RETURNED TO THE BENEFICIAL OWNER. |

APPENDIX A – COVER LETTER

(DTC Participant's Letterhead)

Deutsche Bank Trust Company Americas
90 Broad Street, 16th Floor
New York, New York 10004-2205
Phone: 1-800-876-0959 Fax: 1-866-888-1120
ATTN: Irish Reclaims

Re: Withholding Certification for FLY LEASING LIMITED ; CUSIP# 34407D109

We, **<DTC Participant Name>**, a Specified Intermediary (SI) by virtue of our agreement with DTC, also known under DTC participant number **0000**, acting on behalf of the beneficial owners of the ADR income specified below claim repayment of **XXX EUR**. This repayment is in respect of DWT deducted from a relevant distribution made by **FLY LEASING LIMITED (Cusip: 34407D109)** on the record date of **July 31, 2014**. We declare that the beneficial owners of the dividends to which this repayment claim relates are entitled to receive the distribution without the deduction of DWT in accordance with Chapter 8A, Part 6 of the Taxes Consolidation Act, 1997 due to **<Beneficial Owners Country of Residence>** membership in the EU or because of an existing Double Taxation Treaty between **<Beneficial Owners Country of Residence>** and Ireland. In addition, we hereby state that these shares are held in a nominee capacity only and we therefore receive no beneficial interest from them; all monies repaid by Revenue will be paid to the underlying beneficial owners.

Below is the list of beneficial owners and their respective holdings, which total **<Number of ADRs held>** ADRs. **Please note the ratio for this dividend of Ordinary shares to ADRs is 1 : 1.** The information is as follows:

| <u>Beneficial Owner Name</u> | <u>Address</u> | <u>Taxpayer I.D. Number</u> | <u># of ADRs</u> | <u># of Ordinary Shares</u> |
|------------------------------|----------------|-----------------------------|------------------|-----------------------------|
| 1) | | | | |

We authorize Deutsche Bank Trust Company Americas to present this documentation on the behalf of the beneficial owners listed above. Please contact the undersigned at **[Signatory's Telephone Number]** should you have any questions.

Sincerely,

[SIGNATURE]

<Name and Title of the Signor>

U.S. Payment Address:

Deutsche Bank Trust Company Americas shall not be liable for failure to secure the refund and shall not be liable for any loss due to foreign exchange fluctuation. Any funds erroneously received shall be immediately returned to Deutsche Bank Trust Company Americas plus any interest, additions to tax or penalties imposed thereon. This is not tax advice. Please consult your tax advisor.

Note

Revenue reserves the right to carry out any checks they may deem necessary to verify the accuracy of this claim and, in particular, they reserve the right to audit the register of depository receipts held by the Qualified Intermediary / Specified Intermediary. We agree to indemnify Revenue against any loss or liability which may be incurred as a result of any failure to secure the tax refund to the cited beneficial owners.

APPENDIX B

*****THIS DOCUMENT MUST BE PREPARED ON COMPANY LETTERHEAD*****

Power of Attorney

(Name of Broker), with address in **(City, State, Country)** hereby appoints Deutsche Bank Trust Company Americas ("Bank") and/or the Bank's designated standing proxy(ies) as its true and lawful attorney with full Power of Attorney to do all or any of the following acts with respect to the American Depository Receipts representing shares in **FLY LEASING LIMITED** that the Bank holds in its safe custody on behalf of the Undersigned broker/agent.

- i) To file required forms with competent tax authorities in order to secure any tax privileges and benefits such as tax reduction or tax-exemption at source.
- ii) To receive on behalf of the Undersigned tax repayments made by competent tax authorities as a result of lodging reclaim forms.

The Undersigned also authorizes the Bank and/or the Bank's designated standing proxy(ies) to submit this power of attorney or a photocopy of it to competent tax authorities.

(the Name of the broker representative)

<Place and Date> _____
Place and Date

<Signature of broker representative> _____
Authorized Signature(s)/Title(s)