# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## **SCHEDULE 13G**

Under the Securities Exchange Act of 1934 (Amendment No. )

## ALLISON TRANSMISSION HOLDINGS, INC.

(Name of Issuer)

Common Stock (Title of Class of Securities)

> 01973R101 (CUSIP Number)

**December 31, 2012** (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).

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1	Names of reporting persons			
	Onex Corporation			
2	Check th	ie a	ppropriate box if a member of a group	
	(a) □	(	b)	
3	SEC use	onl	ly .	
4	Citizen o	or p	lace of organization	
	Onta	ric	o, Canada	
		5	Sole voting power	
Nı	ımber of		0	
	shares	6	Shared voting power	
	neficially			
	wned by		73,985,653	
0.	each	7	Sole dispositive power	
re	porting			
person			0	
with		8	Shared dispositive power	
		U	Shared dispositive power	
			73,985,653	
9	Aggrega	te a	mount beneficially owned by each reporting person	
	73,9			
10	Check if	the	aggregate amount in Row (9) excludes certain shares	
	Not Applicable			
11	Percent of	of c	lass represented by amount in Row 9	
	40.5	%		
12	Type of	repo	orting person	
		_		
	CO			

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1	Names of reporting persons			
	Gerald W. Schwartz			
2			ppropriate box if a member of a group	
	(a) □	(	b) 🗆	
3	SEC use	on	ly	
4	Citizen o	or p	lace of organization	
	Not	арј	plicable	
		5	Sole voting power	
Nı	ımber of		0	
	shares	6	Shared voting power	
	neficially		75 240 740	
70	wned by each	7	75,348,749 Sole dispositive power	
re	porting	/	Sole dispositive power	
person			0	
	with	8	Shared dispositive power	
			75,348,749	
9	Aggrega	te a	mount beneficially owned by each reporting person	
	75,3	48,	,749	
10				
	Not Applicable			
11			lass represented by amount in Row 9	
11	1 CICCIII (	J1 C	mos represented by unrount in now 5	
	41.3			
12	Type of	repo	orting person	
	IN			

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1	Names of reporting persons		
	Onex Partners GP Inc.		
2			ppropriate box if a member of a group
	(a) □	(	b) 🗆
3	SEC use	onl	y
4	Citizen o	or p	lace of organization
	Dela	wa	are
· ·		5	Sole voting power
Νι	ımber of		0
	shares	6	Shared voting power
	neficially wned by		50,442,591
re	each eporting	7	Sole dispositive power
	person		0
	with	8	Shared dispositive power
			50,442,591
9	Aggrega	te a	mount beneficially owned by each reporting person
	50,4	42,	591
10	Check if	the	aggregate amount in Row (9) excludes certain shares
	Not Applicable		
11	Percent (	of c	lass represented by amount in Row 9
	27.6		
12	Type of	repo	orting person
	CO		

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1	Names of reporting persons			
	Onex Partners II GP LP			
2	Check th		ppropriate box if a member of a group	
	(a) □	(	b) 🗆	
3	SEC use	onl	ly	
4	Citizen o	or p	lace of organization	
	Dela	wa	ure	
		5	Sole voting power	
Nı	ımber of		0	
	shares	6	Shared voting power	
	neficially			
07	wned by		50,442,591	
	each	7	Sole dispositive power	
	porting person		0	
with		8	Shared dispositive power	
			50,442,591	
9	Aggrega	te a	mount beneficially owned by each reporting person	
	50.4	12	501	
10	50,442,591  Check if the aggregate amount in Row (9) excludes certain shares			
10	Check ii	tiic	aggregate uniount in Now (5) excludes certain sinites	
	Not Applicable			
11	Percent o	of c	lass represented by amount in Row 9	
	27.6	%		
12			orting person	
	DN			
	ואוט			

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1	Names of reporting persons			
	Onex Partners II LP			
2			ppropriate box if a member of a group	
	(a) □	(	b) 🗆	
3	SEC use			
4	Citizen o	or p	lace of organization	
	Dela	wa		
		5	Sole voting power	
Nı	ımber of		0	
	shares	6	Shared voting power	
	neficially		24.004.404	
07	wned by	_	34,064,491	
re	each porting	7	Sole dispositive power	
person			0	
	with	8	Shared dispositive power	
			34,064,491	
9	Aggrega	te a	mount beneficially owned by each reporting person	
	34,0	64,	491	
10				
11	Not Applicable  1 Percent of class represented by amount in Row 9			
11	rercent (	JI C	lass represented by amount in Kow 9	
	18.7	%		
12	Type of	repo	orting person	
	PN			

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1	Names of	re	porting persons		
		Onex American Holdings II LLC			
2	of the first of th				
	(a) 🗆	(	b) 🗆		
3	SEC use				
4	Citizen o	r pl	ace of organization		
	Dela	wa	re		
		5	Sole voting power		
NT.	umber of		0		
	shares	6	Shared voting power		
	neficially		22.542.002		
07	wned by each	7	23,543,062		
each 7 Sole dispositive power reporting			Sole dispositive power		
person 0			0		
	with	8	Shared dispositive power		
23,543,062			23,543,062		
9	Aggregat	e a	mount beneficially owned by each reporting person		
	23,54	13,	062		
10	Check if	the	aggregate amount in Row (9) excludes certain shares		
	Not Applicable				
11			ass represented by amount in Row 9		
	12.99	/			
12			orting person		
14	Type of f	cpc	uring betoon		
i	OO (Limited Liability Company)				

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1	Names of reporting persons				
	Allison Executive Investco LLC				
2			ppropriate box if a member of a group		
	(a) □	(	b) 🗆		
3	SEC use	onl	y		
4	Citizen o	r pl	lace of organization		
	Dela	wa	ure		
	,	5	Sole voting power		
NI.	umber of		0		
	shares	6	Shared voting power		
bei	neficially				
07	wned by		22,901,322		
each 7 Sole dispositive power			Sole dispositive power		
reporting person 0			0		
	with	8	Shared dispositive power		
			22,901,322		
9	Aggregat	e a	mount beneficially owned by each reporting person		
	22,90	)1,	322		
10		_	aggregate amount in Row (9) excludes certain shares		
	Not	۱n	plicable		
11	Not Applicable  Percent of class represented by amount in Row 9				
	1 creent o		and represented by announce and the second s		
	12.59				
12	Type of r	epo	orting person		
	00.0	Li	mited Liability Company)		
	OO (Diffice Diability Company)				

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1	Names of reporting persons			
	Allison Executive Investco II LLC			
2			ppropriate box if a member of a group	
	(a) 🗆	(	b) 🗆	
3	SEC use	on	y	
4	Citizen	or p	lace of organization	
	Dela	Wa	ure	
		5	Sole voting power	
NI.	ımber of		0	
	shares	6	Shared voting power	
	neficially			
0,	wned by		22,901,322	
each 7 Sole dispositive power			Sole dispositive power	
reporting 0			0	
with		8	Shared dispositive power	
			22,901,322	
9	Aggrega	te a	mount beneficially owned by each reporting person	
	22,9	01,	322	
10	Check if	the	aggregate amount in Row (9) excludes certain shares	
	Not Applicable			
11			lass represented by amount in Row 9	
	12.5			
12	Type of	repo	orting person	
	OO (Limited Liability Company)			

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1	Names of reporting persons			
0			erican Holdings Subco LLC	
2	(a) $\square$		ppropriate box if a member of a group b) $\ \Box$	
3	SEC use			
4	Citizen	or p	lace of organization	
	Dela	wa	are	
		5	Sole voting power	
	ımber of	6	0 Shared voting power	
	shares neficially	U	Shared voting power	
	wned by		22,901,322	
	each	7	Sole dispositive power	
	porting			
person			0	
	with	8	Shared dispositive power	
			22,901,322	
9	Aggrega	te a	mount beneficially owned by each reporting person	
	22.9	01	322	
10	22,901,322 Check if the aggregate amount in Row (9) excludes certain shares			
	Not Applicable			
11	Percent	of c	lass represented by amount in Row 9	
	12.5	%		
12	Type of	repo	orting person	
	OO (Limited Liability Company)			

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1	Names of reporting persons			
	OAH Wind LLC			
2			ppropriate box if a member of a group	
	(a) 🗆	(	b) 🗆	
3	SEC use	on	y	
4	Citizen o	r p	lace of organization	
	Dela	wa	ure	
		5	Sole voting power	
N.T.			0	
	umber of shares	6	Shared voting power	
	neficially		22.004.222	
07	wned by	-	22,901,322	
each 7 Sole dispositive power reporting			Sole dispositive power	
	person		0	
	with	8	Shared dispositive power	
			22,901,322	
9	Aggrega	te a	mount beneficially owned by each reporting person	
	22 Q	<b>0</b> 1	377	
10	22,901,322 Check if the aggregate amount in Row (9) excludes certain shares			
	Not Applicable			
11	Percent	)† C	lass represented by amount in Row 9	
	12.5	%		
12	Type of	epo	orting person	
	OO (Limited Liability Company)			

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1	Names of re	porting persons			
		Onex Allison Holding Ltd S.à r.l.			
2	2 Check the appropriate box if a member of a group				
	(a) $\Box$ (1	b) 🗆			
3	SEC use onl	v			
4	Citizen or pl	ace of organization			
	Luxeml	oourg			
	5	Sole voting power			
Nι	umber of	0			
	shares 6	Shared voting power			
	eneficially wned by	22,901,322			
0	each 7	Sole dispositive power			
reporting   Sole dispositive power					
	person	0			
	with 8	Shared dispositive power			
		22.004.222			
0		22,901,322			
9	Aggregate a	mount beneficially owned by each reporting person			
	22,901,	322			
10	Check if the	aggregate amount in Row (9) excludes certain shares			
	3.T . A				
11	Not Applicable  Percent of class represented by amount in Row 9				
11	Percent of cl	ass represented by amount in Kow 9			
	12.5%				
12		orting person			
	CO (Luxembourg Corporation)				

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1	Names of reporting persons		
	Onex Allison Co-Invest LP		
2			ppropriate box if a member of a group
	(a) 🗆	(	b) 🗆
3	SEC use	on	y
4	Citizen o	or p	lace of organization
	ъ 1		
	Dela	_	
		5	Sole voting power
NI.	ımber of		0
	shares	6	Shared voting power
	neficially	·	
	wned by		16,057,930
	each	7	Sole dispositive power
	porting person		0
with		8	Shared dispositive power
.,		U	Shared dispositive power
16,057,930			
9	Aggrega	te a	mount beneficially owned by each reporting person
	16,0	57	930
10			aggregate amount in Row (9) excludes certain shares
10	CHECK II	ше	aggregate amount in Now (3) excludes certain shares
	Not Applicable		
11			lass represented by amount in Row 9
	8.8%		
12	Type of	repo	orting person
	PN		

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1	Names of reporting persons						
	1597257 Ontario Inc.						
2			e appropriate box if a member of a group				
	(a) □ (b) □						
3	SEC use only						
4 Citizen or place of organization							
Ontario, Canada							
		5	Sole voting power				
Number of shares beneficially owned by each			0				
		6	Shared voting power				
			1,363,096				
		7	Sole dispositive power				
reporting			0				
	person with	_					
With		8	Shared dispositive power				
			1,363,096				
9	9 Aggregate amount beneficially owned by each reporting person						
1,363,096							
10							
	Not Applicable						
11							
	0.8%						
12							
14	Type of reporting person						
	CO						

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1	Names of reporting persons						
	Onex American Holdings GP LLC						
2 Check the appropriate box if a member of a group							
	(a)						
3	SEC use only						
4	Citizen or place of organization						
	Delaware						
		5	Sole voting power				
Number of shares beneficially owned by			0				
		6	Shared voting power				
			641,740				
re	each	7	Sole dispositive power				
	reporting person		0				
with		8	Shared dispositive power				
			641,740				
9	Aggregate amount beneficially owned by each reporting person						
	641,740						
10 Check if the aggregate amount in Row (9) excludes certain shares							
	Not Applicable						
11							
	0.4%						
12	Type of reporting person						
Ī	OO (Limited Liability Company)						

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1	1 Names of reporting persons						
1	realities of Teporting persons						
	Onex US Principals LP						
2 Check the appropriate box if a member of a group							
	(a) □ (b) □						
3	SEC use only						
1							
4	4 Citizen or place of organization						
	Delaware						
		5	Sole voting power				
			0				
Number of shares		6	Shared voting power				
	neficially						
owned by			641,740				
	each	7	Sole dispositive power				
reporting			0				
person with		8	Shared dispositive power				
***************************************		O	Shared dispositive power				
			641,740				
9	9 Aggregate amount beneficially owned by each reporting person						
	641,740						
10	·						
11	Not Applicable						
11	Percent of class represented by amount in Row 9						
	0.4%						
12	Type of reporting person						
	PN						
	PIN						

#### ITEM 1. (a) Name of Issuer:

Allison Transmission Holdings, Inc. (the "Issuer")

#### (b) Address of Issuer's Principal Executive Offices:

One Allison Way Indianapolis, IN 46222

#### ITEM 2. (a) Name of Person Filing:

Each of the following is hereinafter individually referred to as a "Reporting Person" and collectively as the "Reporting Persons." This statement is filed on behalf of:

Onex Corporation

Gerald W. Schwartz

Onex Partners GP Inc.

Onex Partners II GP LP

Onex Partners II LP

Onex American Holdings II LLC

Allison Executive Investco LLC

Allison Executive Investco II LLC

Onex American Holdings Subco LLC

OAH Wind LLC

Onex Allison Holding Ltd S.à r.l.

Onex Allison Co-Invest LP

1597257 Ontario Inc.

Onex American Holdings GP LLC

Onex US Principals LP

#### (b) Address or Principal Business Office:

The business address of each of the Reporting Persons is c/o Onex Corporation, 161 Bay Street, Toronto, A6, M5J2S1.

#### (c) Citizenship of each Reporting Person is:

Onex Corporation and 1597257 Ontario Inc. are organized in the province of Ontario, Canada. Onex Allison Holding Ltd S.à r.l. is organized in the Grand Duchy of Luxembourg. Each of the other Reporting Persons is organized in the state of Delaware.

#### (d) Title of Class of Securities:

Common stock, \$0.01 par value per share ("Common Stock")

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#### (e) CUSIP Number:

01973R101

#### ITEM 3.

Not Applicable

#### Item 4. Ownership.

#### Ownership (a-c)

The ownership information presented below represents beneficial ownership of Common Stock of the Issuer as of December 31, 2012, based upon 182,666,614 shares of the Issuer's Common Stock outstanding as of October 22, 2012.

Reporting Person	Amount beneficially owned	Percent of class:	Sole power to vote or to direct the vote:	Shared power to vote or to direct the vote:	Sole power to dispose or to direct the disposition of:	Shared power to dispose or to direct the disposition of:
Onex Corporation	73,985,653	40.5%	0	73,985,653	0	73,985,653
Gerald W. Schwartz	75,348,749	41.3%	0	75,348,749	0	75,348,749
Onex Partners GP Inc.	50,442,591	27.6%	0	50,442,591	0	50,442,591
Onex Partners II GP LP	50,442,591	27.6%	0	50,442,591	0	50,442,591
Onex Partners II LP	34,064,491	18.7%	0	34,064,491	0	34,064,491
Onex American Holdings II LLC	23,543,062	12.9%	0	23,543,062	0	23,543,062
Allison Executive Investco LLC	22,901,322	12.5%	0	22,901,322	0	22,901,322
Allison Executive Investco II LLC	22,901,322	12.5%	0	22,901,322	0	22,901,322
Onex American Holdings Subco LLC	22,901,322	12.5%	0	22,901,322	0	22,901,322
OAH Wind LLC	22,901,322	12.5%	0	22,901,322	0	22,901,322
Onex Allison Holding Limited S.à r.l.	22,901,322	12.5%	0	22,901,322	0	22,901,322
Onex Allison Co-Invest LP	16,057,930	8.8%	0	16,057,930	0	16,057,930
1597257 Ontario Inc.	1,363,096	0.8%	0	1,363,096	0	1,363,096
Onex American Holdings GP LLC	641,740	0.4%	0	641,740	0	641,740
Onex US Principals LP	641,740	0.4%	0	641,740	0	641,740

Onex Partners II LP is the record holder of 34,064,491 shares of common stock; Onex Allison Holding Limited S.à r.l. is the record holder of 22,901,322 shares of common stock; Onex Allison Co-Invest LP is the record holder of 16,057,930 shares of common stock; Onex US Principals LP is the record holder of 641,740 shares of common stock; and Onex Partners II GP LP is the record holder of 320,170 shares of common stock.

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Onex Corporation may be deemed to beneficially own the common stock held by (a) Onex Partners II LP, through Onex Corporation's ownership of all of the common stock of Onex Partners GP Inc., the general partner of Onex Partners II GP LP, the general partner of Onex Partners II LP; (b) Onex Allison Holding Limited S.à r.l., through Onex Corporation's ownership of all of the equity of Onex American Holdings II LLC, which owns all of the equity of each of Allison Executive Investco LLC, which owns all of the equity of Allison Executive Investco II LLC, and Onex American Holdings Subco LLC, which owns all of the equity of OAH Wind LLC, which OAH Wind LLC and Allison Executive Investco II LLC own all of the equity of Onex Allison Holding Limited S.à r.l.; (c) Onex Allison Co-Invest LP, through Onex Corporation's ownership of all of the common stock of Onex Partners GP Inc., the general partner of Onex Partners II GP LP, the general partner of Onex Allison Co-Invest LP; (d) Onex US Principals LP, through Onex Corporation's ownership of all of the equity of Onex American Holdings II LLC, which owns all of the equity of Onex American Holdings GP LLC, the general partner of Onex US Principals LP; and (e) Onex Partners II GP LP, through Onex Corporation's ownership of all of the common stock of Onex Partners GP Inc., the general partner of Onex Partners II GP LP.

1597257 Ontario Inc. is the record holder of 1,361,911 shares of common stock and 1,185 shares of non-voting common stock. 1597257 Ontario Inc. is an independent entity that is controlled by Mr. Gerald W. Schwartz. Mr. Schwartz, the Chairman, President and Chief Executive Officer of Onex Corporation, owns shares representing a majority of the voting rights of the shares of Onex Corporation and as such may be deemed to beneficially own all of the common stock owned beneficially by Onex Corporation. Mr. Schwartz disclaims any such beneficial ownership. Mr. Schwartz has indirect voting and investment control of Onex Corporation.

#### ITEM 5. Ownership of Five Percent or Less of a Class

Not applicable.

#### 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 Not applicable.

#### ITEM 8. **Identification and Classification of Members of the Group**

Not applicable.

#### ITEM 9. **Notice of Dissolution of Group**

Not applicable.

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ITEM 10. Certification

Not applicable.

#### **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 14, 2013

#### **ONEX CORPORATION**

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

#### GERALD W. SCHWARTZ

By: /s/ Gerald W. Schwartz
Name: Gerald W. Schwartz

#### ONEX PARTNERS GP INC.

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

#### ONEX PARTNERS II GP LP

By: Onex Partners GP Inc., General Partner

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

#### ONEX PARTNERS II LP

By Onex Partners II GP LP, General Partner By Onex Partners Manager LP, its Agent

By Onex Partners Manager GP ULC, its General Partner

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

#### ONEX AMERICAN HOLDINGS II LLC

CUSIP No. 01973R101

#### ALLISON EXECUTIVE INVESTCO LLC

By: /s/ Andrea E. Daly Name: Andrea E. Daly Title: Authorized Person

#### ALLISON EXECUTIVE INVESTCO II LLC

By: /s/ Andrea E. Daly Name: Andrea E. Daly Title: Authorized Person

#### ONEX AMERICAN HOLDINGS SUBCO LLC

By: /s/ Andrea E. Daly Name: Andrea E. Daly Title: Authorized Person

#### OAH WIND LLC

By: /s/ Andrea E. Daly Name: Andrea E. Daly Title: Authorized Person

#### ONEX ALLISON HOLDING LIMITED S.À R.L.

By: /s/ Andrea E. Daly Name: Andrea E. Daly Title: Authorized Person

#### ONEX ALLISON CO-INVEST LP

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

Onex Partners Manager GP ULC, its General Partner By:

By: /s/ Andrea E. Daly Name: Andrea E. Daly Title: Authorized Person

#### **1597257 ONTARIO INC.**

#### ONEX AMERICAN HOLDINGS GP LLC

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

#### ONEX US PRINCIPALS LP

By: /s/ Andrea E. Daly

Name: Andrea E. Daly Title: Authorized Person

#### LIST OF EXHIBITS

Exhibit No. Description

99

Joint Filing Agreement

#### JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with each other on behalf of each of them of such a statement on Schedule 13G with respect to the common stock beneficially owned by each of them of Allison Transmission Holdings, Inc. This Joint Filing Agreement shall be included as an Exhibit to such Schedule 13G.

IN WITNESS WHEREOF, the undersigned hereby execute this Joint Filing Agreement as of the 14th day of February, 2013.

#### **ONEX CORPORATION**

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

#### **GERALD W. SCHWARTZ**

By: /s/ Gerald W. Schwartz
Name: Gerald W. Schwartz

#### ONEX PARTNERS GP INC.

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

#### ONEX PARTNERS II GP LP

By: Onex Partners GP Inc., General Partner

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

#### ONEX PARTNERS II LP

By Onex Partners II GP LP, General Partner
By Onex Partners Manager LP, its Agent

By Onex Partners Manager GP ULC, its General Partner

#### ONEX AMERICAN HOLDINGS II LLC

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

#### ALLISON EXECUTIVE INVESTCO LLC

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

#### ALLISON EXECUTIVE INVESTCO II LLC

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

#### ONEX AMERICAN HOLDINGS SUBCO LLC

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

#### OAH WIND LLC

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

#### ONEX ALLISON HOLDING LIMITED S.À R.L.

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

#### ONEX ALLISON CO-INVEST LP

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

By: Onex Partners Manager GP ULC, its General Partner

#### **1597257 ONTARIO INC.**

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

#### ONEX AMERICAN HOLDINGS GP LLC

By: /s/ Andrea E. Daly
Name: Andrea E. Daly
Title: Authorized Person

#### ONEX US PRINCIPALS LP