



Mark C. Winings

Lending & Finance Practice Group Leader

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Mark Winings is a trusted advisor in commercial lending and finance, known for his practical counsel to financial institutions and businesses navigating complex transactions and regulatory matters.

Mark serves as Practice Group Leader for the Lending & Finance practice group. Mark advises financial institutions and other businesses in a broad range of financing and commercial lending transactions. He also represents clients in real estate transactions and other commercial and corporate matters. He strives to be a trusted partner and counselor to each client he serves.

Mark served on the Board of Aldermen of the City of Clayton, MO from 2011-2020 and has held other leadership positions in the City of Clayton. He is a former Chairman of the Firm's Recruiting Committee.

Mark was selected by his peers for inclusion in Best Lawyers® from 2016 to 2026. He is a Fellow in the American College of Mortgage Attorneys, in which he serves as vice-chairman of the Capital Markets Committee.

Mark resides in Clayton, Missouri with his wife Rula and their four children.

Education

- Northwestern University School of Law (J.D., 1994)
 - *The Journal of Criminal Law & Criminology*, book review editor and member of Executive Board
- The University of Illinois at Urbana-Champaign (B.S., *with high honors*, 1991)
 - Accounting

Certifications

- Certified Public Accountant, Illinois

Professional Affiliations

Services

- Lending & Finance
- Banking & Financial
- Bankruptcy & Insolvency
- Corporate Strategies
- Real Estate

- Fellow, American College of Mortgage Attorneys
- American Bar Association
- Bar Association of Metropolitan St. Louis

Admissions

- Missouri Bar
- Illinois Bar

Charitable & Civic Involvement

- Board of Directors, Harvester Church of the Nazarene (2007-2010, 2021-present)
- Alderman, City of Clayton, MO (2011-2020)
- Member, City of Clayton Parks and Recreation Commission (2008-2011, 2013-2014, 2016-2020)
- Member, Treasurer, Clayton Recreation, Sports and Wellness Commission (2018-2020)
- Member, Clayton Charter Advisory Task Force (2017-2019)
- Board of Directors, Clayton Century Foundation (2012-2014, 2016-2018)
- Member, City of Clayton Plan Commission and Architectural Review Board (2014-2016)
- Trustee, City of Clayton Non-Uniformed Employees Retirement Fund Board (2011-2013)
- Trustee, City of Clayton Uniformed Employees Retirement Fund Board (2011-2013)
- Chairman, Harvester Church of the Nazarene Capital Campaign (2009-2012)
- Chairman, Finance & Administration Committee, Harvester Church of the Nazarene (2007-2010)

Special Honors

- Selected for inclusion in *Best Lawyers*® 2016-2026 for Banking & Finance Law and Corporate Law
- Selected for inclusion in *Missouri & Kansas Rising Stars*® 2008

Firm Committees

- Former Chairman, Recruiting Committee

Lending & Finance

Mark advises financial institutions and other businesses in a broad range of financing and commercial lending transactions, including working capital- and asset-based loans, real estate and construction loans, acquisition financings, senior secured loans, mezzanine loans, leveraged financings, debt offerings, and loan restructurings and workouts. He has more than 25 years of experience and regularly represents both lenders and borrowers across the economic spectrum in a variety of industries, giving him the judgment and perspective to provide practical advice to his clients. Mark collaborates with his clients through all phases of a transaction, from deal structuring through due diligence, document negotiation, and closing.

Mark's recent banking & finance transactions include representing:

- A publicly traded consumer goods company obtaining a syndicated, secured credit facility consisting of an \$800 million revolving loan and \$2.2 billion term loan
- A publicly traded consumer goods company in a \$1.75 billion senior notes offering
- A mezzanine loan and private equity fund providing a multi-lender \$10 million senior subordinated secured loan to finance the acquisition of a medical software firm
- A national bank providing a \$50 million line of credit to a hospitality firm, secured by real estate in multiple states
- A publicly traded consumer goods company entering into multiple interest rate hedging agreements
- A construction company entering into a commodities hedging agreement
- A construction company obtaining a \$55 million asset-based loan
- A publicly traded consumer goods company obtaining a syndicated, secured credit facility consisting of a \$400 million revolving loan and \$885 million term loan to finance an acquisition
- A publicly traded consumer goods company in a \$630 million senior notes offering
- A real estate investment and management firm obtaining a \$42 million securitized conduit loan secured by an office and retail complex
- A sporting goods manufacturer obtaining a \$765 million syndicated, secured credit facility
- A national bank providing a \$30 million syndicated, secured credit facility to a publishing firm
- A national bank providing a \$14 million secured line of credit (with borrowing base) to a health care service provider
- A mezzanine loan and private equity fund providing a \$6 million senior subordinated secured loan to finance the acquisition of an aerospace services firm
- A mezzanine loan and private equity fund providing a multi-tranche, multi-lender \$19 million senior secured and senior subordinated secured loan to finance the acquisition of a business networking firm

Real Estate

Mark regularly represents investors, developers, owners, tenants, and lenders in a variety of real estate matters including purchase, sale, lease, and financing transactions. He also has experience with zoning and land use issues.

Mark's recent real estate transactions include representing:

- A real estate investor in the sale of a shopping center outparcel to a national fast food chain
- A multi-unit fast food franchisee in the sale of its business, including multiple locations
- A real estate investor in a long-term lease of commercial property to a national

convenience store chain

- An automobile dealership in the purchase of a commercial real estate parcel
- A real estate investment and management firm obtaining a \$42 million securitized conduit loan secured by an office and retail complex
- A national bank providing a \$35 million syndicated loan to a developer secured by 500-acre business park

Public & Community Service

Mark is committed to public service. He was elected in 2011, and re-elected in 2014 and 2017, to the Board of Aldermen of the City of Clayton, MO, which is a vibrant, inner-ring suburb of the City of St. Louis, the county seat of St. Louis County, and the hub and "second downtown" of the St. Louis region. As an alderman, Mark voted on proposed legislation and resolutions for Clayton and represented Clayton's various stakeholders in establishing municipal policies and priorities. While in office, Mark worked with Clayton's professional staff and other elected officials to eliminate the city's budget deficit while continuing to provide exceptional municipal services to Clayton's residents and businesses, attract hundreds of millions of dollars in new investment to the city, and maintain Clayton's position as a regional leader. Mark served as an alderman from 2011-2020.

Mark previously served on the City of Clayton's Parks and Recreation Commission and as a Member and the Treasurer of the Clayton Recreation, Sports and Wellness Commission, which oversees the operation of The Center of Clayton, a joint-use athletic and recreational facility. He also served on the City of Clayton's Plan Commission and Architectural Review Board, which is responsible for planning, guiding, and directing the development, redevelopment, and growth of Clayton and encouraging high standards of architectural, site, and landscape design, and as a Director of the Clayton Century Foundation, a nonprofit community organization dedicated to privately financing long-term capital projects within the City of Clayton.

Additionally, Mark previously served on the City of Clayton's Charter Advisory Task Force and on the Uniformed Employees Retirement Fund Board and Non-Uniformed Employees Retirement Fund Board.

Mark is active in his church, Harvester Church of the Nazarene, in St. Peters, MO, where he has previously served on the Board of Directors and as Chairman of the Finance and Administration Committee. He also led the church's capital campaign from 2009 through 2012.

Case Studies

\$2.45 Billion Acquisition for Post Holdings, Inc.

Lewis Rice represented St. Louis-based Post Holdings, Inc. in its \$2.45 billion acquisition of Michael Foods from its private equity owners Thomas H. Lee Partners and GS Capital Partners. The acquisition is Post's largest to date and included a significant number of real property assets, including plants, farmland and leased real property. Michael Foods is a

distributor and processor of cheese, egg, and refrigerated potato products.

Publications

November 19, 2024

Show-Me the Terms: Missouri's New Financing Disclosure Law

January 11, 2024

Federal Funds Available for Energy Investments Powering Up in 2024

June 5, 2020

Important Change for Developers Obtaining Tax Abatement in Missouri

November 2019

Landlord Consents: Why and When?

September 2019

Noteworthy: Should Lenders Use Promissory Notes?

May 2019

We're in the *Endgame* Now: Recommended LIBOR Replacement Language Released

December 2018

Subtraction by Division: How Recent Changes to the Delaware LLC Act Can Pose Risks for Lenders

October 2017

A Matter of Opinion

August 2017

Reports of LIBOR's Death Are Not Greatly Exaggerated

June 2017

The ABCs of PMSIs: A Primer on Purchase Money Security Interests (PMSIs), Part 2

June 2017

The ABCs of PMSIs: A Primer on Purchase Money Security Interests (PMSIs), Part 1

April 25, 2017

Electronic Signatures and Paperless Closings

Bar Association of Metropolitan St. Louis

Spring 2017

Rise of The Machines: Electronic Signatures and Paperless Closings

The Abstract

March 2017

"Control" Your Destiny: Perfecting a Security Interest in Deposit Accounts

December 2016

Rise of the Machines: Electronic Signatures and Paperless Closings

September 2016

"Trust" but Verify: Trust Certificates Can Be a Win-Win for Lenders and Trusts

Fall 2016

Circuits Remain Split on Application of ECOA to Spousal Guarantors

The Abstract

July 2016

Face Value: How the U.S. Treasury Designs Our Money

December 2014

Banking and Lending Institution Forms

LexisNexis Sheshunoff