



# Mark A. Sternberg

PARTNER AND FINANCE PRACTICE LEADER

Mark A. Sternberg practices in the area of corporate finance.



## Industries

[Energy & Cleantech](#)  
[Health Care](#)  
[Media & Entertainment](#)  
[Public Finance](#)  
[Sports](#)  
[Automotive & Transportation](#)

## Practices

[Financial Restructuring & Bankruptcy](#)  
[Finance](#)  
[Real Estate](#)

## Education

University of Illinois College of Law, JD, magna cum laude, Order of the Coif, 1988  
University of Illinois at Urbana-Champaign, Geis College of Business, BS, high honors, 1985

## Offices

[Chicago](#)

## Phone

[312.258.5547](tel:312.258.5547)

## Email

[mark.sternberg@afslaw.com](mailto:mark.sternberg@afslaw.com)

Mark serves primarily as special counsel to institutional investors including insurance companies, finance companies and banks in a wide range of privately placed and Rule 144A financing transactions, including:

- Domestic and cross-border leveraged and synthetic leasing of aircraft, industrial equipment, railroad rolling stock, real estate and vessels
- Project, stadium and facility financings
- Secured and unsecured public utility and energy financings
- Credit-tenant loans
- Portfolio securitization
- Other secured and unsecured debt financings
- Workouts and restructurings

Mark also has represented a number of corporations in their private and public debt financings.

## Client Work

### Domestic Transaction Representations

- The purchasers of \$900 million guaranteed senior notes of a private equity real estate property fund
- The purchasers of \$300 million guaranteed senior notes of a manufacturer of automated teller machines and election systems
- The purchasers of € 200 million senior notes of an international chemical company

The purchasers of \$200 million senior secured notes of a hotel management company secured by a pledge of shares of publicly traded equity securities

- The purchasers of approximately \$40 million senior secured notes in connection with financing a natural-gas fired electric generating plant
- The purchaser of approximately \$21 million senior secured notes issued in connection with the monetization of a fiber-optic network services agreement
- A U.S.-based international oil field services company in connection with its \$1.25 billion senior credit facility

#### **International Transaction Representations**

- The purchasers of \$270 million guaranteed senior notes of an Australian property trust
- The purchasers of \$100 million senior notes of a Puerto Rico domiciled wine and spirits distiller which notes are guaranteed by its Bermudan parent company
- The purchasers of \$100 million senior notes of U.S. subsidiary of a Swiss sanitary technology company which notes are guaranteed by its Swiss parent company and a German sister subsidiary
- The purchasers of \$75 million senior notes of a Swiss-based international medical-technology group
- A Canadian oil field services company in connection with its issuance of CAD \$75 million senior notes which notes are supported by its Netherlands Antilles parent company
- The purchasers of CAD \$60 million secured notes in connection with the monetization of the naming rights to the stadium played in by a Canadian NHL hockey team
- The purchasers of \$30 million senior notes of an English international engineering group which notes are guaranteed by its subsidiaries incorporated under the laws of England, Germany, France and Australia

#### **REIT, Property Fund and Listed Property Trust Representations**

- The purchasers of \$2 billion guaranteed senior notes of an open-end private core real estate fund
- The purchasers of \$800 million guaranteed senior notes of an open-end, commingled private real estate portfolio
- The purchasers of \$800 million senior notes of a REIT focused on the development, acquisition and management of industrial property and transportation infrastructure
- The purchasers of \$625 million guaranteed senior notes of by a vertically-integrated real estate company focused on high-quality office and state-of-the-art media and entertainment properties
- The purchasers of \$500 million senior notes by the core realty fund of a state pension trust
- The purchasers of \$450 million guaranteed senior notes of an Australian listed property trust specialized in developing, owning and managing shopping centers
- The purchasers of \$340 million guaranteed senior notes of a specialty REIT investing in entertainment, recreation and education
- The purchasers of \$250 million senior notes of a vertically-integrated REIT engaged primarily in the ownership and operation, acquisition, development and redevelopment of high-quality neighborhood and community shopping centers

#### **Energy- and Utility-Related Representations**

- The purchasers of \$411,000,000 senior secured notes of the parent holding company of a Northeastern natural gas local distribution company
- The purchasers of \$320 million first mortgage bonds issued by a Southwestern generation and transmission electrical cooperative
- The purchasers of \$75 million of senior unsecured notes of a issued by a Northeastern regional transmission organization
- The purchasers of \$75 million first mortgage bonds issued by a Midwestern independent electric transmission company
- The purchasers of \$75 million of senior secured “mirror bonds” issued by a Northeastern natural

gas distribution company

- The purchasers of \$60 million of pass through trust certificates issued in connection with the construction of a California wind farm
- The purchasers of \$40 million senior secured notes issued by a joint venture in connection with financing a natural-gas fired electric generating plant

#### **Rail-Related Transaction Representations**

- The debt participants holding approximately \$600 million in equipment trust certificates under 14 separate leveraged lease transactions and one single investor lease transaction in connection with the sale and assignment of the lease portfolio of a U.S. subsidiary of a Canadian railcar manufacturer to an international railcar operating lessor
- A Class I Railroad in its public issuance of approximately \$150 million of pass through trust certificates issued in connection with the leveraged lease of locomotives
- Debt participants in their purchases of approximately \$100 million of equipment notes issued in connection with the leveraged lease of railcars by a U.S. subsidiary of a Japanese conglomerate which lease payments are guaranteed by its U.S. and Japanese parent companies
- Debt participants in their purchases of approximately \$80 million of secured notes issued in connection with the leveraged lease of railcars by an operating lessor
- Equity participants in connection with their purchases of approximately \$30 million in equipment cost acquired in connection with the leveraged lease of railcars by an operating lessor
- Debt participants in their purchases of approximately \$25 million of secured notes issued in connection with the leveraged lease of railcars to a major oil company
- Debt participants in their purchases of approximately \$20 million of secured notes issued in connection with the leveraged lease of railcars to a public utility

#### **Aviation-Related Transaction Representations**

- The purchasers of the senior tranche of notes in connection with the \$330 million securitization of lease payments under 50 aircraft engine leases for an international aircraft engine lessor
- Institutional investors in their purchases of \$140 million of senior secured notes issued by an international aircraft operating lessor and secured by airframes, engines, spare parts, leases and other assets
- Institutional investors in their purchases of approximately \$135 million of enhanced equipment trust certificates (EETCs) issued in connection with the leveraged lease of 10 Boeing B717 aircraft by a domestic air carrier
- Debt participants in their purchases of approximately \$60 million of equipment notes issued in connection with the leveraged lease of two McDonnell Douglas MD-90-30 aircraft by a domestic air carrier which lease payments are guaranteed by the airframe manufacturer
- Debt participants in their purchases of approximately \$35 million of equipment notes issued in connection with the leveraged lease of a Boeing 757 aircraft by an operating lessor and subleased to a domestic air carrier
- Debt participants in connection with the assignment by a domestic lessee of its interest in a leveraged lease of aircraft to a wholly-owned subsidiary of an airframe manufacturer and the sublease of such aircraft to a Philippines air carrier
- Institutional investors in connection with their purchases of approximately \$35 million of senior secured notes issued to upgrade a jet fuel storage facility at a major U.S. airport which notes are secured by the obligations of the air carriers party to a cost sharing agreement

## **Publications, Presentations & Recognitions**

---

#### **Publications**

- “Leveraged Leasing From a Lender’s Viewpoint,” (co-author) in *Equipment Leasing-Leveraged Leasing*, 5th ed., The Practising Law Institute (1999)

#### **Presentations**

—

“Special Considerations for Investments in REITs,” (moderator) American College of Investment Council 2017 Fall Annual Meeting and Education Conference, New York, N.Y. (Oct. 20, 2017)

- “Utility Financings,” (moderator) American College of Investment Counsel 2010 Annual Spring Investment Forum, Chicago, Ill.

Mark has also spoken at client in-house seminars on legal and documentation issues arising in structured financings.

### **Recognitions**

- Illinois Leading Lawyer, Law Bulletin’s *Illinois Leading Lawyers Network* (2008-2021)
- Top 250 Business Lawyers, Law Bulletin’s *Illinois Leading Lawyers Network* (2015)
- *Illinois Super Lawyers*, Thomson Reuters (2006)

## **Boards, Memberships & Certifications**

---

### **Boards**

- American College of Investment Counsel, Board of Trustees (2007-2010)

### **Certifications**

- Certified Public Accountant (CPA)

## **Bar Admissions**

---

[Illinois](#)