

Partner, New York

Banking



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## Education

J.D., Brooklyn Law School, 2013  
(*summa cum laude*)

B.A., State University of New York,  
Binghamton, 2010 (*cum laude*)

## Bar Admissions

New York

David Passes represents private equity funds, corporations, investment banks and commercial banks in connection with acquisition financings, leveraged buyouts, bridge loans, asset-based loans, corporate recapitalizations, first and second-lien financings, investment-grade financings, and other types of U.S. and international financings.

Mr. Passes' practice extends across a wide range of industries. Notable representations include:

- Elon Musk in connection with \$13 billion of secured debt financing facilities related to his \$44 billion acquisition of Twitter
- FTAI Infrastructure Inc. in connection with several financings, including:
  - the acquisition financing of The Wheeling Corporation
  - multiple private activity bond offerings to finance the development, construction and acquisition of transport, loading, unloading and storage facilities at the Port of Beaumont, Texas, and the Repauno Port and Terminal in New Jersey
  - the inaugural issuance of senior secured notes and term loans by Long Ridge Energy, a subsidiary of FTAI Infrastructure Inc.
- MP Materials in its public-private partnership with the U.S. Department of Defense that includes a multibillion-dollar package of investments and long-term commitments to support U.S. rare earth magnetism independence
- Go Residential Real Estate Investment Trust in financing related to its \$410 million IPO of trust units and listing on the Toronto Stock Exchange
- New Fortress Energy in numerous debt financing transactions
- Paratek Pharmaceuticals, Inc., a portfolio company of B-Flexion and Novo Holdings, in the financing of its acquisition of OptiNose, Inc.
- Adtalem Global Education Inc. in a new credit agreement that provided for \$850 million of senior secured term B loans and a \$400 million revolving credit facility to finance its acquisition of Walden e-Learning, LLC from Laureate Education, Inc.
- Entegris, Inc. in connection with \$3 billion of secured debt financing related to its acquisition of CMC Materials, Inc.
- Corporation Service Company in connection with secured debt financing related to its \$2 billion acquisition of Intertrust N.V.
- JAB Holding Company in connection with:
  - a \$3 billion credit facility related to its \$7.5 billion acquisition of Panera Bread
  - a \$2.8 billion credit facility related to its acquisition of National Veterinary Associates from Ares Management
  - a \$495 million credit facility to support its acquisition of Compassion-First Pet Hospitals from Quad-C Management Inc.
  - a \$500 million credit facility related to its \$1.35 billion acquisition of Krispy Kreme Doughnuts
  - a \$2.4 billion unsecured credit facility to finance the acquisition of Dr Pepper Snapple by its portfolio company Keurig Green Mountain

# David S. Passes

Continued

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- Veritas Capital in connection with the financings of:
    - its \$2.8 billion acquisition of Cubic Corp.
    - Verscend Technologies, Inc. \$4.9 billion acquisition of Cotiviti Holdings, Inc.
    - its \$700 million acquisition of the capital services business of Chicago Bridge & Iron Company N.V.
    - its acquisitions of Anaren, Onsolve, StandardAero and Abaco Systems
  - Hg Capital in connection with the financings related to its acquisitions of Litera Microsystems, Intelrad and Caseware International
  - Centene Corp. in connection with loan facilities related to its acquisitions of Health Net, Inc. and Well Care Health Plans, Inc.
  - DowDuPont Inc. in the financings related to its spin-off and reorganization
  - Cava Group in the financing for its acquisition of Zoe's Kitchen

In recognition of his work, Mr. Passes has been ranked by *Chambers USA* and named a Rising Star by *IFLR1000*.