

Lawyers



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Waldo Jones is the partner that heads up the Firm's Australia practice and has been resident in Australia for twenty-four of the twenty-eight years he has been with the Firm. Mr. Jones advises numerous U.S. and non-U.S. corporations and broker-dealers and non-U.S. governments on a wide range of securities, M&A, project finance, bank finance, privatization, liability management, venture capital and joint venture transactions.

Securities offerings have included a variety of SEC-registered and private offerings of equity, debt (secured and unsecured), hybrid securities, convertible securities, medium-term notes, extendible notes, high-yield debt and commercial paper of various governmental and corporate issuers in a wide range of industries. Mr. Jones has also advised extensively on M&A and on corporate governance, U.S. securities law compliance, particularly matters arising under SEC's cross-border tender offer rules, the Sarbanes-Oxley Act and related SEC and U.S. stock exchange rules.

Recognitions

- *Best Lawyers in Australia* – Debt Capital Markets – Lawyer of the Year (Sydney) (2020)
- *Chambers Asia-Pacific* – Capital Markets: U.S. Law – Band 1 lawyer (2013, 2014, 2015, 2016, 2017, 2018, 2019)
- *Chambers Global* – Capital Markets (Foreign Experts for USA) in Australia (2013, 2014, 2015, 2016, 2017, 2018, 2019)
- *Chambers Global* – Capital Markets: U.S. Law in Australia – Spotlight Table (2014, 2015)
- *Chambers Global* – Capital Markets: Debt & Equity (Experts Based Abroad) in U.S. (2013, 2014, 2015)

PRACTICES & CAPABILITIES

Mergers & Acquisitions

Corporate Governance

Asia

Australia/New Zealand

Capital Markets

Structured Finance

Equity

High-Yield

Financial Services

Financial Services Capital Markets

Broker-Dealer

Project Development & Finance

Restructuring

Credit & Leveraged Finance

Debt

M&A Financial Advisory

EDUCATION

1990, University of Pittsburgh Law School, J.D.

1985, Rutgers University - New Brunswick, B.A.

BAR ADMISSIONS

New York

- *Best Lawyers in Australia* – Debt Capital Markets (2016, 2017, 2020)
- *Best Lawyers in Australia* – Equity Capital Markets (2012, 2013, 2014, 2015, 2016, 2017, 2020)
- *Best Lawyers in Australia* – Mergers and Acquisitions (2016, 2017, 2020)
- *Best Lawyers in Australia* – Private Equity (2020)
- *Legal 500 Asia Pacific - Australia* – Capital Markets (2016, 2018)
- *Who's Who Legal* – Capital Markets – Debt and Equity – Most Highly Regarded Individual (2015)
- *Who's Who Legal* – Capital Markets – Debt and Equity (2014)
- *Chambers Global* – Capital Markets: U.S. Law in Australia – Band 1 lawyer (2013)
- *Best Lawyers in Australia* – Capital Markets (2009, 2010, 2011, 2012)
- *PLC Which Lawyer?* Capital Markets (2012-13)
- *Chambers Asia Pacific* – Capital Markets: Debt and Equity (2012)
- *PLC Which Lawyer?* Yearbook (2007, 2008, 2011)
- *PLC Cross-border Capital Markets Handbook* (2009)

SELECTED REPRESENTATIONS

Debt Offerings and Other Financings (recent highlights):

- Debt offerings by major financial institutions, including:
 - **ASB Bank**, on the establishment of and subsequent offerings off its \$10 billion senior medium term notes program
 - **Commonwealth Bank of Australia**, on the establishment of and offerings off its \$50 billion medium term notes program, \$30 billion covered bonds program, \$25 billion Section 3(a)(2) program, \$35 billion commercial paper program
 - **Goldman Sachs Australia**, on the establishment of and subsequent offerings off its A\$10 billion medium term notes program
 - **Macquarie Bank**, on the updates of and offerings off its \$20 billion Rule 144A/Reg. S medium term notes program
 - **Macquarie Group**, on the updates and offerings off its \$10 billion medium term notes program
 - **QBE Insurance Group Limited**, on its \$399.95 million (2016) Rule 144A/Reg. S offering of “Tier 2” subordinated notes
 - **Suncorp –Metway**, on the establishment of,

subsequent updates of and offerings off its \$15 billion senior medium-term notes program

- Major Australian enterprises and their underwriters on their Rule 144A/Reg. S offerings, including:
 - **APA Group**, on its \$750 million debut (2012); \$1.4 billion (2015) and \$850 million (2017) offerings of senior guaranteed notes
 - The underwriters to **Ancor** on its \$600 million debut (2016) and \$500 million (2018) offerings of senior notes
 - The underwriters to **Ausgrid Group** on its \$1 billion offering of senior guaranteed notes (2018)
 - **Fortescue Metals Group**, on its \$750 million (2017) and \$500 million (2018) offerings of senior unsecured notes
 - The underwriters to **Goodman Group** on its \$600 million debut (2016), and \$800 million, and €500 million (2017) offerings of guaranteed senior notes
 - **Newcastle Coal Infrastructure Group**, on its \$500 million debut offering of senior secured notes (2017)
 - The underwriters to **Sydney Airport Group** on its \$500 million (2015) and \$900 million (2016) offerings of senior notes
 - **Woodside Petroleum**, on its \$800 million offering of senior unsecured notes (2017)

IPOs, Equity Offerings and Other Financings (2012 - present):

- The underwriters on the IPO and listing on the Australian Securities Exchange of **Viva Energy Group** (pending)
- The underwriters on the A\$919 million IPO and listing on the Australian Securities Exchange of **Reliance Worldwide** (2016)
- The underwriters on the A\$833 million IPO and listing on the Australian Securities Exchange of **MYOB** (2015)
- The underwriters on the A\$486 million IPO and listing on the Australian Securities Exchange of **Regis Healthcare** (2014)
- **QBE Insurance Group Limited**'s sole underwriter in its A\$650 million private institutional offer of ordinary shares (2014)
- **Challenger Limited**'s sole underwriter on A\$250 million private institutional share offer (2014)
- **Mighty River Power** on its \$1.4 billion privatization by IPO by the New Zealand Government (2013)
- The underwriters on the A\$582 million IPO and listing on the Australian Securities Exchange of **Nine Entertainment Co. Holdings** (2013)
- The underwriters on the A\$581 million IPO and listing on the Australian Securities Exchange of **Pact Group Holdings Pty**

Ltd (2013)

- Debt private placements pursuant 4(a)(2), including for:
 - **Charter Hall Group** and certain of its funds and subsidiaries (2013- 2018)
 - **Newcastle Coal Infrastructure Group** (2011 -2014)
- **SCA Property Group** on its A\$472 million IPO an spin-off from Woolworths (2012)
- Numerous entitlements offerings and share placements by Australian issuers, including :
 - **Cleanaway** on its A\$590.4 million rights offering (2018)
 - **Nufarm** on its A\$446 million rights offering (2017)
 - **JB HiFi** on its A\$394 million rights offering (2016)
 - **Macquarie Group**, on its A\$400 million rights offering (2015)
 - **Commonwealth Bank of Australia** on its A\$5.1 billion, rights offering of ordinary shares (2015)
 - **Charter Hall Limited** and **Charter Hall Funds Management Limited, as responsible entity for Charter Hall Property Trust** (A\$225 million, 2015)
 - **DEXUS Funds Management Limited** (A\$400 million, 2015)
 - **Aristocrat Leisure Limited's** sole underwriter on A\$375 million private institutional share offer (2014)
 - **APA Group** (A\$1.8 billion, 2014)
 - **Arrium** (A\$756 million, 2014)
 - **Mesoblast Limited** (A\$50 million, 2013)

Debt Liability Management Matters (2012 - present):

- The dealer managers to **Goodman Group** on its \$482 million exchange offering of guaranteed senior notes (2017)
- **QBE Insurance Group** on its exchange offer of subordinated notes (2016)
- **CIMIC** (formerly Leighton Holdings Limited), on its all cash tender offer for \$500 million of notes (2015)
- **Commonwealth Bank of Australia** on its all cash tender offer for \$2.73 billion of Commonwealth Government guaranteed notes (2014)
- The dealer managers in connection with the \$1.68 billion all cash tender offer by **Macquarie Bank** for \$2.73 billion of Commonwealth Government guaranteed notes (2013)

M&A and Other U.S. Legal Matters:

- A major Australian headquartered company on its proposed acquisition of a U.S.-incorporated, U.S.-based private company (2017)

- **Asciano** as to U.S. legal matters on its proposed acquisition by Brookfield (2016)
- **Telstra** as to U.S. legal matters on its acquisition of PacNet (2015)
- Lead managers in the offer and sale by the **Spark Infrastructure Group** of its ordinary stapled securities to partly fund its acquisition of a 14.1 percent interest in the DUET Group (2014)
- **Goldman Sachs** as financial adviser to **MMG** (Australia) in connection with the \$5.85 billion acquisition of the Las Bambas copper project (Peru) by an MMG-led consortium consisting of 3 China state-owned companies, China Minmetals, Guoxin International Investment Corp and CITIC Metal Co, from Glencore Xstrata (Switzerland) (2014)
- **AGL** and **Alinta** as to U.S. legal matters on its merger via scheme of arrangement (2006)
- **Rinker Group** and **CSR** on Rinker's demerger from CSR, including exchange and tender offers of debt securities and subsequent SEC registration of Rinker's shares and listing of its ADRs on the NYSE (2003)
- Lenders and borrowers in negotiating and structuring of senior credit facilities
- **AXA APH** and **AMP** as to U.S. legal matters on the acquisition of AXA's Asia-Pacific businesses (2011)
- **Orica** and **Dulux** as to U.S. legal matters on the demerger of Dulux from Orica (2010)
- **Kirin Holdings** in respect of U.S. financing matters on its A\$3.31 billion acquisition of Lion Nathan (2009)
- **ABC Learning Centres** on its sale of an interest in its U.S. business to Morgan Stanley private equity (2008)
- Consortium arrangements related to **Macquarie Infrastructure Partners'** acquisition of Duquesne Light (2007)
- Represented the sponsors on a project financing of the **Oleoducto Central** oil pipeline in Colombia, in in respect of several capital markets and bank financings (1995)
- Regularly advises international and Australian investment banks and their U.S. broker-dealer affiliates on their U.S. capital markets activities, including the requirements for public and private securities offerings and the distribution of research reports