



The Pakistan Credit Rating Agency Limited

Rating Report

WAPDA | Sukuk | May-17

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Rating History table with columns: Dissemination Date, Long Term Rating, Short Term Rating, Outlook, Action, Rating Watch. Rows include dates from 04-Dec-2024 to 04-Apr-2017.

Rating Rationale and Key Rating Drivers

The assigned rating incorporates The Pakistan Water and Power Development Authority's ("WAPDA") high strategic importance as Pakistan's sole platform for developing water and hydropower resources. Most of WAPDA's projects are funded by the Government of Pakistan ("GoP" or the "Government") through grants, re-lending, and loans, along with a favorable tariff scheme that covers operating costs and ensures a reasonable return on investment. In May 2017, WAPDA issued the first tranche of its Sukuk, valued at PKR 15,000mln to finance Stage-I of the Dasu Hydropower Project ("Dasu" or the "Project"). Located on the Indus River in Dasu Kohistan, Khyber Pakhtunkhwa, approximately 350 km from Islamabad, Dasu will become Pakistan's second-largest hydropower project. The Project, launched in 2017 and expected to be completed by May 2027, will be developed in two stages. With a total capacity of 4,320 MW (2,160 MW in Stage-I), Dasu is projected to generate 21,485 GWh annually (12,220 GWh from Stage-I). Stage-I includes constructing a hydraulic structure on the Indus and installing underground power facilities. The Project has achieved approximately 22.36% physical progress and 63.78% financial progress. In FY24, the entire 5,031 acres of land required for the project was successfully acquired. Additional key milestones achieved during this period include: i) Upstream Starter Dam (up to El. 798 m) ii) Completion of Project Colony Phase-A iii) Excavation of 765 KVA Switchyard iv) Completion of Left bank traffic tunnel (LBTT). The Project would be financed through a mix of WAPDA internally generated cash (15%) and borrowing (85%) i) Long-term (local & foreign) ii) Bonds Issuance (Islamic & Conventional). The assigned rating of Sukuk incorporates an unconditional and irrevocable guarantee by the GoP. The guarantee covers the payment of the total outstanding amount of the Sukuk and the related profit component. The GoP would pay the entire called amount immediately upon receiving a demand notice from the issuing agent. Additionally, WAPDA has maintained a Debt Payment Account (DPA) with the Facility Agent which will be held under an exclusive lien in favor of the Issue agent. During each month, WAPDA deposits an amount equivalent to 1/6th of the upcoming installment into the DPA, so that the aggregate amount available in the DPA on the upcoming Installment date is equal to the relevant upcoming Installment. During FY25 excavations of Dam Abutments on right and left Banks of river, 132KV transmission line from Dubair to Dasu, main crushing and batching plants at Sigloo area, and excavations of power house and transformer caverns are planned.

Table with 2 columns: Key Rating Drivers, Disclosure. Rows include: Name of Rated Entity (WAPDA | Sukuk | May-17), Type of Relationship (Solicited), Purpose of the Rating (Debt Instrument Rating), Applicable Criteria (Methodology | Debt Instrument Rating(Dec-23),Methodology | Rating Modifiers(Apr-24)), Related Research (Sector Study | Power(Jan-24)), Rating Analysts (Madiha Sohail | madiha.sohail@pacra.com | +92-42-35869504).

Issuer Profile

Profile After its unbundling in 2007, The Pakistan Water and Power Development Authority ("WAPDA") redefined its Power wing to focus on hydropower generation and the operation and maintenance of powerhouses. Its mandate now centers on the efficient development of water and hydropower resources, currently producing 9,389 MW and standing as the nation's largest hydel energy producer. WAPDA operates under two key business segments: hydropower generation and water resource development, including dams, reservoirs, irrigation, and navigation locks. It constructs, operates, and maintains hydropower assets for affordable, clean electricity and develops water storage facilities to address Pakistan's water challenges. Projects underway aim to add around 8,990 MW by 2029.

Ownership WAPDA is an autonomous and statutory body, 100% owned by the Government of Pakistan ("GoP" or the "Government") and established under the 1958 WAPDA Act. WAPDA holds high strategic importance as Pakistan's sole platform for developing water and hydropower resources. Given its crucial role and the Government's strong support and direct oversight, full ownership and control are expected to remain with the Government in the coming years.

Governance The WAPDA's Chairperson and department heads for power, water and finance segments are directly appointed by the Government of Pakistan. The WAPDA operates under the administrative control of the Federal Government, which exercises close oversight over its budget, accounts, powers, duties, and projects. Most of WAPDA's projects are funded by the Government through grants, re-lending, and loans, along with a favorable tariff scheme that covers operating costs and ensures a reasonable return on investment. Lt. General (Retd.) Sajjad Ghani, the chairperson of WAPDA since 2022, is a retired army professional and a diplomat who brings the experience of 4 decades with him to the management of the WAPDA.

Management WAPDA's management structure is divided into three wings i) Water ii) Power and iii) Finance Wing. The Water Wing Member controls the wing through its divisions including North, Central, South and Northern Areas in addition to project specific zones including Mangla, Neelum Jhelum, Mohmand Dam, Diamer Basha Dam, and Dasu Hydropower Projects. The financial affairs of this wing are looked after by GM Finance (Water). Apart from project offices, there are other offices which provide various technical services to different projects. WAPDA Power Wing is responsible for operation and maintenance of the Hydel Power Stations under generation license granted by NEPRA in the name of General Manager (Hydel) Operation after the de-bundling of WAPDA into various companies. All the financial matters of Power Wing are managed by General Manager (Finance) Power under the control of Member Power. The Finance Wing oversees the financing functions of WAPDA and is the administrative head of WAPDA Audit, Accounts, Finance, and cost centers. The General Manager oversees overall administration and services.

Business Risk In FY-2024, Pakistan's power generation declined by 1.9% to 127,160 GWh, marking the second consecutive year of decrease due to higher electricity costs, rising inflation, and reduced economic activity. Hydropower was the largest source, providing 31% of total generation, followed by RLNG and nuclear, each contributing 19%, and local coal at 12%. The remaining 19% of power came from other thermal sources, including imported coal, with a small portion from renewable sources like wind and solar. Going forward, WAPDA aims to add over 10,000 MW of hydropower capacity within the next decade, positioning low-cost renewable electricity as a competitive challenge for thermal plants. With a current generation capacity of 9,389 MW, WAPDA has major projects underway, including Mohmand Dam, Tarbela 5th Extension, Dasu Hydropower, and Diamer Basha Dam Power Project. These projects, expected to add a total of 8,990 MW, are set for completion in 2025, 2026, 2027, and 2029, respectively. In FY23, WAPDA generated 31,286 GWh of electricity and reported approximately PKR 38bln in revenue and PKR 17bln in profit for 6MFY24 (FY23: PKR 75bln in revenue and PKR 8bln in profit).

Financial Risk As of Dec'23, the WAPDA is significantly leveraged with a leverage ratio of 72% (compared to 74% in June 2023). Its total debt stands at PKR 697bln down from PKR 718bln in Jun 23, primarily utilized for hydroelectric projects. The WAPDA's cash flow is largely dependent on payments from CPPA-G. In accordance with NEPRA's tariff notification, WAPDA billed CPPA-G, amounting to PKR 210bln as of Dec'23 (Jun'23: PKR 290bln). The WAPDA's liquidity is supported by Government grants, loans, and strong access to capital markets, thanks to its Government's ownership and crucial role in Pakistan's power sector.

Instrument Rating Considerations

About The Instrument On May 8, 2017, WAPDA issued a PKR 15,000mln rated, secured, privately placed Islamic sukuk "WAPDA | Sukuk | May-17" (Sukuk) to partially fund Stage-1 of the Dasu Hydropower Project ("Dasu" or the "Project") a 2,160 MW run-of-river project. Stage-1 (DHP-I) includes constructing a hydraulic structure on the Indus River and underground power generation facilities. The Project's total financing is capped at PKR 144bln, split between i) PKR 88bln secured by a sovereign guarantee from the Government of Pakistan, and ii) PKR 56bln secured by WAPDA assets. The Sukuk has a 15-year term, with semi-annual profit payments at 6M Kibor +1.45% on a 365-day basis, and the principal is repaid in twenty equal installments of PKR 750mln, starting from November 8, 2022. Total payments made to date include PKR 14,384mln in markup and PKR 3,750mln in principal. A call option is attached, exercisable only after the availability period on installment dates with a 30-day notice. Project progress is currently around 22.36% physically and 63.78% financially.

Relative Seniority/Subordination Of Instrument The claims of the Sukuk holders will rank superior to the claims of other stakeholders.

Credit Enhancement The Sukuk facility is secured by a GoP-backed guarantee from the Ministry of Finance, offering an unconditional and irrevocable first demand guarantee that covers principal, profit, and any due payments without SLR eligibility. WAPDA is also required to maintain a Debt Payment Account (DPA) with the Investment Agent, held under an exclusive lien in favor of the Issue Agent. Each month, by the 15th, WAPDA deposits 1/6th of the installment amount into this account, ensuring that the full installment amount is available by the next payment date.



The Pakistan Credit Rating Agency Limited

PKR bln

Pakistan Water and Development Authority (Hydroelectric - NEPRA Regulated Business) Power	Dec-23 6M	Jun-23 12M	Jun-22 12M	Jun-21 12M
A BALANCE SHEET				
1 Non-Current Assets	967	893	719	605
2 Investments	21	21	-	-
3 Related Party Exposure	-	-	-	-
4 Current Assets	488	516	482	427
a Inventories	-	-	-	-
b Trade Receivables	211	290	275	243
5 Total Assets	1,476	1,430	1,201	1,032
6 Current Liabilities	37	31	26	19
a Trade Payables	24	17	19	16
7 Borrowings	697	718	577	470
8 Related Party Exposure	150	128	98	90
9 Non-Current Liabilities	325	302	252	218
10 Net Assets	267	250	249	234
11 Shareholders' Equity	267	250	249	234
B INCOME STATEMENT				
1 Sales	38	75	99	67
a Cost of Good Sold	(17)	(29)	(27)	(26)
2 Gross Profit	21	46	72	41
a Operating Expenses	(2)	(3)	(2)	(2)
3 Operating Profit	19	43	70	39
a Non Operating Income or (Expense)	29	13	(0)	8
4 Profit or (Loss) before Interest and Tax	48	57	70	47
a Total Finance Cost	(31)	(49)	(50)	(30)
b Taxation	-	-	-	-
6 Net Income Or (Loss)	17	8	19	17
C CASH FLOW STATEMENT				
a Free Cash Flows from Operations (FCFO)	-	21	86	53
b Net Cash from Operating Activities before Working Capital Changes	-	21	86	53
c Changes in Working Capital	-	17	(27)	(10)
1 Net Cash provided by Operating Activities	-	38	60	43
2 Net Cash (Used in) or Available From Investing Activities	-	(57)	(75)	(52)
3 Net Cash (Used in) or Available From Financing Activities	-	26	27	90
4 Net Cash generated or (Used) during the period	-	8	12	80
D RATIO ANALYSIS				
1 Performance				
a Sales Growth (for the period)	1.1%	-24.2%	47.8%	0.0%
b Gross Profit Margin	54.8%	61.3%	73.0%	61.4%
c Net Profit Margin	44.6%	10.1%	19.7%	25.2%
d Cash Conversion Efficiency (FCFO adjusted for Working Capital/Sales)	0.0%	50.4%	60.8%	64.7%
e Return on Equity [Net Profit Margin * Asset Turnover * (Total Assets/Shareholders' Equity)]	13.1%	3.0%	8.1%	7.2%
2 Working Capital Management				
a Gross Working Capital (Average Days)	1209	1379	957	1329
b Net Working Capital (Average Days)	1109	1289	892	1242
c Current Ratio (Current Assets / Current Liabilities)	13.2	16.8	18.9	22.1
3 Coverages				
a EBITDA / Finance Cost	0.0	1.4	2.1	1.9
b FCFO / Finance Cost+CMLTB+Excess STB	0.0	0.1	0.3	0.2
c Debt Payback (Total Borrowings+Excess STB) / (FCFO-Finance Cost)	0.0	-21.0	9.6	14.4
4 Capital Structure				
a Total Borrowings / (Total Borrowings+Shareholders' Equity)	72.3%	74.2%	69.9%	66.7%
b Interest or Markup Payable (Days)	26.7	34.8	28.3	22.7
c Entity Average Borrowing Rate	8.7%	7.3%	8.2%	6.0%

Credit Rating

Credit rating reflects forward-looking opinion on credit worthiness of underlying entity or instrument; more specifically it covers relative ability to honor financial obligations. The primary factor being captured on the rating scale is relative likelihood of default.

Scale	Long-term Rating Definition
AAA	Highest credit quality. Lowest expectation of credit risk. Indicate exceptionally strong capacity for timely payment of financial commitments
AA+	
AA	Very high credit quality. Very low expectation of credit risk. Indicate very strong capacity for timely payment of financial commitments. This capacity is not significantly vulnerable to foreseeable events.
AA-	
A+	
A	High credit quality. Low expectation of credit risk. The capacity for timely payment of financial commitments is considered strong. This capacity may, nevertheless, be vulnerable to changes in circumstances or in economic conditions.
A-	
BBB+	
BBB	Good credit quality. Currently a low expectation of credit risk. The capacity for timely payment of financial commitments is considered adequate, but adverse changes in circumstances and in economic conditions are more likely to impair this capacity.
BBB-	
BB+	
BB	Moderate risk. Possibility of credit risk developing. There is a possibility of credit risk developing, particularly as a result of adverse economic or business changes over time; however, business or financial alternatives may be available to allow financial commitments to be met.
BB-	
B+	
B	High credit risk. A limited margin of safety remains against credit risk. Financial commitments are currently being met; however, capacity for continued payment is contingent upon a sustained, favorable business and economic environment.
B-	
CCC	
CC	Very high credit risk. Substantial credit risk "CCC" Default is a real possibility. Capacity for meeting financial commitments is solely reliant upon sustained, favorable business or economic developments. "CC" Rating indicates that default of some kind appears probable. "C" Ratings signal imminent default.
C	
D	Obligations are currently in default.

Scale	Short-term Rating Definition
A1+	The highest capacity for timely repayment.
A1	A strong capacity for timely repayment.
A2	A satisfactory capacity for timely repayment. This may be susceptible to adverse changes in business, economic, or financial conditions.
A3	An adequate capacity for timely repayment. Such capacity is susceptible to adverse changes in business, economic, or financial conditions.
A4	The capacity for timely repayment is more susceptible to adverse changes in business, economic, or financial conditions. Liquidity may not be sufficient.



*The correlation shown is indicative and, in certain cases, may not hold.

Outlook (Stable, Positive, Negative, Developing) Indicates the potential and direction of a rating over the intermediate term in response to trends in economic and/or fundamental business/financial conditions. It is not necessarily a precursor to a rating change. 'Stable' outlook means a rating is not likely to change. 'Positive' means it may be raised. 'Negative' means it may be lowered. Where the trends have conflicting elements, the outlook may be described as 'Developing'.

Rating Watch Alerts to the possibility of a rating change subsequent to, or, in anticipation of some material identifiable event with indeterminable rating implications. But it does not mean that a rating change is inevitable. A watch should be resolved within foreseeable future, but may continue if underlying circumstances are not settled. Rating watch may accompany rating outlook of the respective opinion.

Suspension It is not possible to update an opinion due to lack of requisite information. Opinion should be resumed in foreseeable future. However, if this does not happen within six (6) months, the rating should be considered withdrawn.

Withdrawn A rating is withdrawn on a) termination of rating mandate, b) the debt instrument is redeemed, c) the rating remains suspended for six months, d) the entity/issuer defaults, or/and e) PACRA finds it impractical to surveil the opinion due to lack of requisite information.

Harmonization A change in rating due to revision in applicable methodology or underlying scale.

Surveillance. Surveillance on a publicly disseminated rating opinion is carried out on an ongoing basis till it is formally suspended or withdrawn. A comprehensive surveillance of rating opinion is carried out at least once every six months. However, a rating opinion may be reviewed in the intervening period if it is necessitated by any material happening.

Note. This scale is applicable to the following methodology(s):
 a) Broker Entity Rating
 b) Corporate Rating
 c) Debt Instrument Rating
 d) Financial Institution Rating
 e) Holding Company Rating
 f) Independent Power Producer Rating
 g) Microfinance Institution Rating
 h) Non-Banking Finance Companies Rating

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(1) Rating is just an opinion about the creditworthiness of the entity and does not constitute recommendation to buy, hold or sell any security of the entity rated or to buy, hold or sell the security rated, as the case may be | Chapter III; 14-3-(x)

2) Conflict of Interest

- i. The Rating Team or any of their family members have no interest in this rating | Chapter III; 12-2-(j)
- ii. PACRA, the analysts involved in the rating process and members of its rating committee, and their family members, do not have any conflict of interest relating to the rating done by them | Chapter III; 12-2-(e) & (k)
- iii. The analyst is not a substantial shareholder of the customer being rated by PACRA [Annexure F; d-(ii)] Explanation: for the purpose of above clause, the term "family members" shall include only those family members who are dependent on the analyst and members of the rating committee

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- (4) PACRA does not disclose or discuss with outside parties or make improper use of the non-public information which has come to its knowledge during business relationship with the customer | Chapter III; 10-7-(d)
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Conduct of Business

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- (7) PACRA uses due care in preparation of this Rating Report. Our information has been obtained from sources we consider to be reliable but its accuracy or completeness is not guaranteed. PACRA does not, in every instance, independently verifies or validates information received in the rating process or in preparing this Rating Report | Clause 11-(A)(p).
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- (10) PACRA maintains principal of integrity in seeking rating business | Chapter III; 11-A-(u)
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- (12) PACRA receives compensation from the entity being rated or any third party for the rating services it offers. The receipt of this compensation has no influence on PACRA's opinions or other analytical processes. In all instances, PACRA is committed to preserving the objectivity, integrity and independence of its ratings. Our relationship is governed by two distinct mandates i) rating mandate - signed with the entity being rated or issuer of the debt instrument, and fee mandate - signed with the payer, which can be different from the entity
- (13) PACRA does not provide consultancy/advisory services or other services to any of its customers or to any of its customers' associated companies and associated undertakings that is being rated or has been rated by it during the preceding three years unless it has adequate mechanism in place ensuring that provision of such services does not lead to a conflict of interest situation with its rating activities; | Chapter III; 12-2-(d)
- (14) PACRA discloses that no shareholder directly or indirectly holding 10% or more of the share capital of PACRA also holds directly or indirectly 10% or more of the share capital of the entity which is subject to rating or the entity which issued the instrument subject to rating by PACRA; | Reference Chapter III; 12-2-(f)
- (15) PACRA ensures that the rating assigned to an entity or instrument is not be affected by the existence of a business relationship between PACRA and the entity or any other party, or the non-existence of such a relationship | Chapter III; 12-2-(i)
- (16) PACRA ensures that the analysts or any of their family members shall not buy or sell or engage in any transaction in any security which falls in the analyst's area of primary analytical responsibility. This clause shall, however, not be applicable on investment in securities through collective investment schemes. | Chapter III; 12-2-(l)
- (17) PACRA has established policies and procedure governing investments and trading in securities by its employees and for monitoring the same to prevent insider trading, market manipulation or any other market abuse | Chapter III; 11-B-(g)

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- (19) PACRA reviews all the outstanding ratings periodically, on annual basis; Provided that public dissemination of annual review and, in an instance of change in rating will be made; | Chapter III | 17-(b)
- (20) PACRA initiates immediate review of the outstanding rating upon becoming aware of any information that may reasonably be expected to result in downgrading of the rating; | Chapter III | 17-(c)
- (21) PACRA engages with the issuer and the debt securities trustee, to remain updated on all information pertaining to the rating of the entity/instrument; | Chapter III | 17-(d)

Probability of Default

(22) PACRA's Rating Scale reflects the expectation of credit risk. The highest rating has the lowest relative likelihood of default (i.e., probability). PACRA's transition studies capture the historical performance behavior of a specific rating notch. Transition behavior of the assigned rating can be obtained from PACRA's Transition Study available at our website. (www.pacra.com). However, actual transition of rating may not follow the pattern observed in the past; | Chapter III | 14-3(f)(vii)

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**Sukuk
Series A
May 17**



Regulatory and Supplementary Disclosure

Nature of Instrument	Size of Issue (PKR)	Years	Security	Quantum of Security	Nature of Assets	Issue Agent
Sukuk May17	15,000 mln	15 years	1. Un-conditional & irrevocable first demand guarantee covering principal and profit from the Ministry of Finance, GoP. 2. Exclusive lien over debt payment account for the benefit of investors. 3.First pari passu charge on all present and future fixed assets of WAPDA with 25% margin.	WAPDA maintained a Debt Payment Account with the Facility Agent which will be held under an exclusive lien in favor of The Security Trustee (for the benefit of the lenders/ Investors). During each month, WAPDA shall deposit the equivalent of 1/6 th of the Installment Amount ("Monthly Payment") into the Debt Payment Account (not later than 15 days of each month of the Installment/Rental Period) so that the aggregate amount available in the Debt Payment Account on the upcoming Installment Date is equal to the relevant Installment Amount.	WAPDA's own cash flows.	Pak Brunei Investment Company

Name of Issuer	Water and Power Development Authority
Issue Date	May-17
Maturity	May-32
Profit Rate	6MK+1.45%

WAPDA | Sukuk | May-17 | Redemption Schedule

(000)

Payment Period	Date	Principal as at Start of Period	Principal Repaid	Profit Payments	Cumulative amount to be paid	Balance as at end of period
				Interest 6MK+1.45%		
0	May-17	15,000,000			-	15,000,000
1	Nov-17	15,000,000		574,685	574,685	15,000,000
2	May-18	15,000,000		566,059	566,059	15,000,000
3	Nov-18	15,000,000		601,907	601,907	15,000,000
4	May-19	15,000,000		839,047	839,047	15,000,000
5	Nov-19	15,000,000		961,085	961,085	15,000,000
6	May-20	15,000,000		1,106,172	1,106,172	15,000,000
7	Nov-20	15,000,000		702,639	702,639	15,000,000
8	May-21	15,000,000		658,192	658,192	15,000,000
9	Nov-21	15,000,000		689,568	689,568	15,000,000
10	May-22	15,000,000		757,685	757,685	15,000,000
11	Nov-22	15,000,000	750,000	1,244,416	1,994,416	14,250,000
12	May-23	14,250,000	750,000	1,221,787	1,971,787	13,500,000
13	Nov-23	13,500,000	750,000	1,601,329	2,351,329	12,750,000
14	May-24	12,750,000	750,000	1,468,382	2,218,382	12,000,000
15	Nov-24	12,000,000	750,000	1,397,193	2,147,193	11,250,000
16	May-25	11,250,000	750,000	1,292,042	2,042,042	10,500,000
17	Nov-25	10,500,000	750,000	1,219,231	1,969,231	9,750,000
18	May-26	9,750,000	750,000	1,125,957	1,875,957	9,000,000
19	Nov-26	9,000,000	750,000	1,039,345	1,789,345	8,250,000
20	May-27	8,250,000	750,000	952,733	1,702,733	7,500,000
21	Nov-27	7,500,000	750,000	880,397	1,630,397	6,750,000
22	May-28	6,750,000	750,000	777,379	1,527,379	6,000,000
23	Nov-28	6,000,000	750,000	698,597	1,448,597	5,250,000
24	May-29	5,250,000	750,000	602,953	1,352,953	4,500,000
25	Nov-29	4,500,000	750,000	525,383	1,275,383	3,750,000
26	May-30	3,750,000	750,000	430,681	1,180,681	3,000,000
27	Nov-30	3,000,000	750,000	350,255	1,100,255	2,250,000
28	May-31	2,250,000	750,000	258,408	1,008,408	1,500,000
29	Nov-31	1,500,000	750,000	174,176	924,176	750,000
30	May-32	750,000	750,000	86,375	836,375	-
		Total	15,000,000	24,804,060	39,804,060	-