

Ratchaburi Electricity Generating Holding Public Co. Ltd.

Primary Credit Analyst:

Cheng Jia Ong, Singapore (65) 6239-6302; chengjia.ong@spglobal.com

Secondary Contacts:

Mary Anne Low, Singapore (65) 6239-6378; mary.anne.low@spglobal.com

Abhishek Dangra, FRM, Singapore (65) 6216-1121; abhishek.dangra@spglobal.com

Table Of Contents

Credit Highlights

Outlook

Our Base-Case Scenario

Company Description

Business Risk

Financial Risk

Liquidity

Covenant Analysis

Environmental, Social and Governance Factors

Group Influence

Government Influence

Issue Ratings - Subordination Risk Analysis

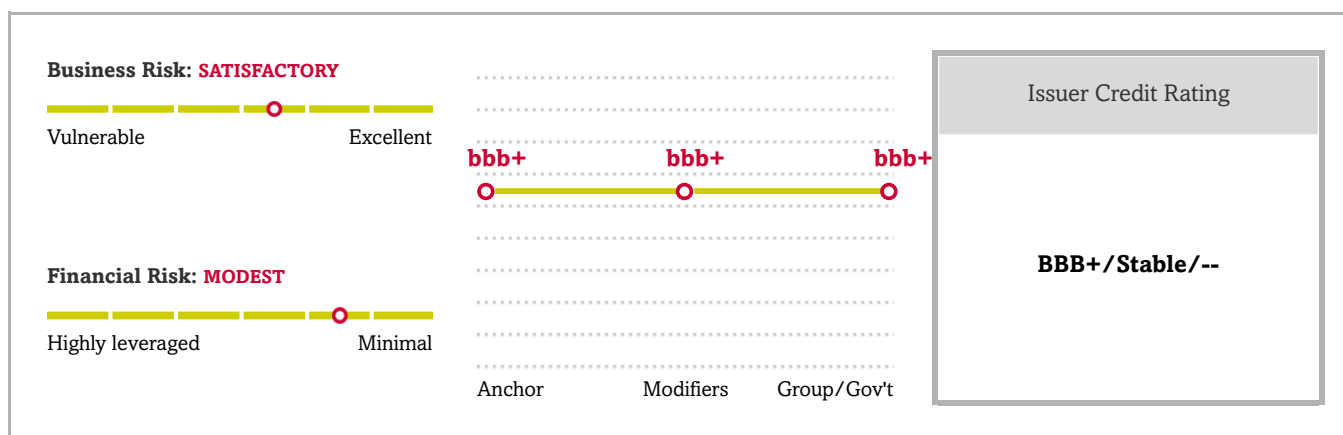
Table Of Contents (cont.)

Reconciliation

Ratings Score Snapshot

Related Criteria

Ratchaburi Electricity Generating Holding Public Co. Ltd.



Credit Highlights

Overview	
Key Strengths	Key Risks
Good cash flow visibility with strong PPAs.	Site concentration and limited fuel diversity.
Sound domestic market position.	Growth aspirations leading to potentially incremental debt.
Record of moderate on-balance-sheet debt.	Unexpected risks from sizable non-recourse project finance debt in equity-accounted joint ventures.

Ratch is likely to maintain good visibility over cash flow due to power purchase agreements (PPAs). The company has a long-term PPA with Thailand's dominant electricity producer, Electricity Generating Authority of Thailand (EGAT), and this should sustain its EBITDA over the next couple of years. However, due to gradual structural decline in availability payments, growth will be dependent on new capacity additions that come onstream from 2021.

We expect Ratch to maintain moderate leverage. The company's capacity expansion plans, with elevated spending, will put some pressure on cash flows. However, we believe Ratch's balance-sheet management will be sufficiently prudent to protect its credit profile over 2018-2020. We forecast a ratio of funds from operations (FFO) to debt at 37%-40% over 2019-2020, and anticipate the debt-to-EBITDA ratio will trend up to 2.0x.

Outlook: Stable

The stable outlook on Ratch reflects our expectation that the company will calibrate its growth aspirations to preserve its robust capital structure over the next two years. We anticipate Ratch's relationship with and credit quality of its controlling shareholder, EGAT, will not materially change in the period.

Downside scenario

We may lower the rating if we lower the sovereign credit rating on Thailand (FC: BBB+/Stable/A-2; LC: A-/Stable/A-2), or consider that Ratch no longer benefits from indirect support from the Thai government in honoring EGAT's obligations under its PPA.

We may also lower the rating if we lower Ratch's 'bbb+' stand-alone credit profile (SACP) by four notches or more. This is dependent on our expectations that EGAT and the government will be incentivized to provide extraordinary financial support in the case of distress, and that the relationship between EGAT and Ratch remains intact.

We may lower our assessment of Ratch's SACP if the company's debt-to-EBITDA ratio approaches 3x for a prolonged period. This could happen if the company undertakes: (1) aggressive debt-funded expansion; or (2) sustained investments through joint ventures (JVs) that weakens its balance sheet. This includes cases of adverse developments at JVs where we believe Ratch will extend financial support, or a significant increase in debt on existing high-risk JV projects in which RATCH has a material interest.

Upside scenario

We could upgrade Ratch if we raise the sovereign rating on Thailand, as the sovereign rating anchors the creditworthiness of EGAT, its controlling parent and predominant PPA counterparty.

Our Base-Case Scenario

Assumptions	Key Metrics			
<ul style="list-style-type: none">Thailand and Australia's GDP growth of around 3% in 2018, to support power demand.EBITDA, adjusted for principal repayment on financial leases and dividends from JVs, of Thai baht (THB) 11 billion-THB12 billion annually.Dividends received from equity accounted JVs to exceed THB2.5 billion a year.Capital expenditure (capex) including acquisitions of THB8 billion-THB10 billion each year.Debt to increase to about THB20 billion-THB25 billion over 2018-2020 on account of accelerated investments and capex.Stable dividend payout of approximately THB3.5 billion annually.				
		2017A	2018E	2019E
	Debt to EBITDA (x)	1.3	1.8	2.0
	FFO to debt (%)	62.1	About 45	35-40
	FOCF to debt (%)	25.6	Marginally negative	2.9
*FFO-Funds from operations. FOCF-Funds from operating cash flows. A--Actual. E—Estimate.				

Company Description

Ratch is Thailand's second-largest power generator, with operations mainly in Thailand, Australia, and Laos. The company's total operational capacity is 6,853 megawatt (MW), including JVs. It is 45% owned by EGAT.

Business Risk: Satisfactory

Good market position in Thailand's power sector

We expect Ratch to maintain its position as the second-largest power producer in Thailand after EGAT, representing around 12% of the total domestic generation capacity of Thailand. EGAT is the largest player with around 37% of generation capacity and the sole operator of the transmission network in Thailand. Other independent power producers (IPPs) in the country have lower capacity. Setting-up new large thermal capacities is challenging in Thailand due to environmental and social concerns. Consolidation also appears difficult. The regulator--Energy Regulatory Commission--blocked the merger of Global Power Synergy PLC (GPSC) with Glow Energy PLC on concerns of monopoly.

Strong revenue visibility with strong counterparty EGAT

We expect the availability and energy payments under the long-term PPA with EGAT to account for 92% of its operational equity capacity over the next few years. We believe the PPAs allow Ratch to earn quasi-regulated returns. Multiple PPAs of typically 25 years protect Ratch from demand volume risk and fuel cost risk, leading to earnings stability. In our view, Ratch's declining availability payments and renewal risk of expiring PPAs are the key risks to

cash flow visibility. EGAT has allowed some PPAs to expire when due for renewal in view of reasonably comfortable reserve margins in Thailand. However, Ratch's PPA expiry is staggered, with most of them expiring post 2030.

Site concentration and limited fuel diversity

About 72% of Ratch's capacity is concentrated in Thailand, and the remaining capacity of 12% and 15% is spread in Australia and Laos, respectively. More than 50% of Ratch's generating capacity is co-located in Ratchaburi province, resulting in some susceptibility to site concentration risk.

Ratch is also highly reliant on gas as fuel, with about 80% of its power generation capacity being gas based. The company does not have any major investments in its near-term pipeline to diversify into other sources of power generation within the country.

Increasing commissioning of new capacity over 2018-2021

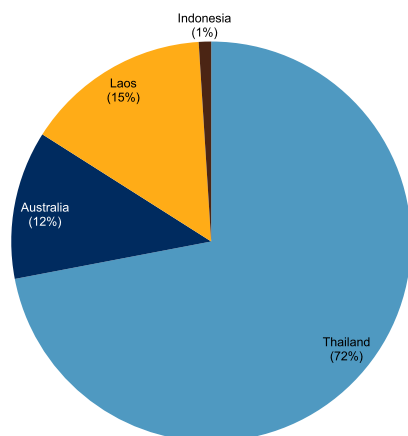
Ratch's committed offshore expansion plans may gradually help to improve geographic diversification. But the plans will not result in a material decline in concentration risk, in our view. Increasing overseas presence could also expose the company to higher regulatory risks in countries like Indonesia and Laos, compared with the stable regulatory environment in Thailand. By the end of 2018, Ratch's installed capacity in Australia will increase by 180MW with the commissioning of the Mount Emerald Wind Farm. The bulk of the company's new offshore capacity of about 377MW is due to come into operation in 2021.

We believe Ratch's recent stake acquisition in hydro project in Indonesia is in line with its intent to grow business in neighboring countries. The operational project with long term PPAs will be debt neutral for Ratch.

Nonetheless, the company's capacity in Thailand remains high at 69% of its total installed capacity at the end of the period in 2021.

Chart 1

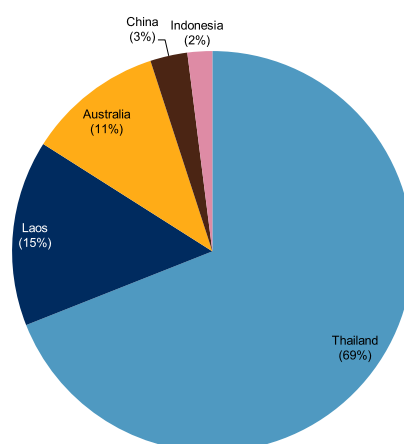
Total Installed Capacity Attributed To Ratch By Geography
Estimate for 2018



Source: S&P Global Ratings.
Copyright © 2018 by Standard & Poor's Financial Services LLC. All rights reserved.

Chart 2

Total Installed Capacity Attributed To Ratch By Geography
Estimate for 2021



Source: S&P Global Ratings.
Copyright © 2018 by Standard & Poor's Financial Services LLC. All rights reserved.

Ratch has sizable growth aspirations

Under the name of "BSR Joint Venture," Ratch is considering a high-speed rail project linking three major airports to the State Railway of Thailand. This project is under a public-private partnership (PPP) framework. We are not in a position to assess the impact on business and financials since the project is still in a preliminary evaluation stage. However, if it proceeds, we consider such endeavors as diversification from Ratch's otherwise stable utilities profile.

Peer comparison

Table 1

Ratchaburi Electricity Generating Holding Public Co. Ltd. -- Peer Comparison				
Industry Sector: Generating Company				
	Ratchaburi Electricity Generating Holding Public Co. Ltd.	NTPC Ltd.	CLP Holdings Ltd.	Global Power Synergy Public Co. Ltd.
	--Average of past three fiscal years--			
(Mil. Mix curr.)	THB	Re	HK\$	THB
Revenues	52473.3	811968.6	84069	21589.6
EBITDA	11653.8	210774.1	26688.3	4450.6
Funds from operations (FFO)	9584.4	119477.7	22343.7	4211.1
Net income from cont. oper.	5153.4	106882.5	14453	2593.5
Cash flow from operations	9956.8	144223.1	22137.7	3741.4
Capital expenditures	7097.2	214399.8	10388.3	3364.8
Free operating cash flow	2859.7	-70176.7	11749.4	376.6
Discretionary cash flow	-493.8	-111917.7	3695.2	-1095.5
Cash and short-term investments	11399.3	32272.8	5873	7536.7
Debt	14523.9	1137392.8	64875.4	10868.2
Equity	62051.3	985071.3	106508.5	38751.5
Adjusted ratios				
EBITDA margin (%)	22.2	26	31.7	20.6
Return on capital (%)	11.8	8.1	10.2	6.9
EBITDA interest coverage (x)	8.1	2.6	10.6	7.3
FFO cash int. cov. (X)	8.1	2.6	8.6	14.9
Debt/EBITDA (x)	1.2	5.4	2.4	2.4
FFO/debt (%)	66	10.5	34.4	38.7
Cash flow from operations/debt (%)	68.6	12.7	34.1	34.4
Free operating cash flow/debt (%)	19.7	-6.2	18.1	3.5
Discretionary cash flow/debt (%)	-3.4	-9.8	5.7	-10.1

We view NTPC Ltd., Global Power Synergy Public Co. Ltd. (GPSC), and CLP Holdings Ltd.(CLP) as peers of Ratch because they are all operating thermal plants and demonstrate similar business and industry risk exposure. Ratch's operations under the quasi-regulatory structure are comparable to that of the Indian regulated utilities. All the peers and Ratch have entrenched positions in their markets and make significant contribution to domestic generation.

Ratch's capacity and revenues remain small compared with the other power producers in Asia. In comparison to its peers, Ratch is also weaker in terms of diversity and scale, as about 70% of operations are concentrated at a single location.

Despite smaller scale and less diversity, Ratch fares better in terms of operating efficiency because its Indian peers are exposed to weaker state electricity boards, occasional project delays, and some execution risk.

Ratch is also the least leveraged of the peer group. Despite the company's weakening financial ratios, we expect Ratch to maintain significantly lower leverage compared with its peers.

Financial Risk: Modest

Leverage to increase to a still-comfortable level

We expect Ratch's ratio of FFO-to-debt to decline to about 45% in 2018 and 38-40% in 2019 and 2020, from a higher ratio of about 62% in 2017. There is room for revenue growth in 2019 when the new power generation capacity comes on stream in late 2018. Nonetheless, we maintain expectations of lower availability payments to prevail in the next couple of years, which would keep revenues subdued. The availability payments Ratch receives from EGAT is declining because, according to a preset schedule, return on initial capital investment is skewed toward the first half of the PPA tenor, while the later part of the tenor mainly consists of reimbursing maintenance costs.

Higher capex and investments to stall deleveraging

In view of the company's growth aspirations and capital spending towards committed projects, we do not foresee significant improvement in the company's financial metrics over the next three to five years. We estimate the company's debt-to-EBITDA ratio to be around 2.0x for the next one to two years.

We expect Ratch's cash outflows towards capital expenditure to reach THB8.0 billion-THB8.5 billion per year in 2018 and 2019, due to growing capacities and potential investments in JVs. The company is building additional capacity of about 772MW over 2018-2021, which will bring Ratch's overall capacity to around 7.6GW upon commercial operation of these projects.

We do not consolidate the equity-accounted JVs financial liabilities, because these debts are structured as project financing and nonrecourse to the company. Also, these projects are largely de-risked with little likelihood of need for extra support from the sponsor. However, we remain mindful that the financing structure across debt and equity is much more aggressive for these projects compared with Ratch's balance sheet, and that any performance issue could necessitate unscheduled equity injections from the company. Should Ratch undertake more equity-accounted projects, we would review ownership and standing of co-shareholders, materiality and execution risks, and the reputational impact of an absence of support in the case of financial distress, to assess the pertinence of a pro rata consolidation.

Financial summary

Table 2

Ratchaburi Electricity Generating Holding Public Co. Ltd. -- Financial Summary					
Industry Sector: Generating Company					
	--Fiscal year ended Dec. 31--				
	2017	2016	2015	2014	2013
(Mil. THB)					
Revenues	45,916.3	50,773.9	60,729.6	58,785.6	50,612.4
EBITDA	11,340.7	12,376.1	11,244.5	12,051.2	11,040.5
Funds from operations (FFO)	9,165.1	10,410.3	9,177.9	9,590.6	8,753.0
Net income from continuing operations	6,106.7	6,165.7	3,187.9	6,279.0	6,514.1
Cash flow from operations	9,519.2	10,787.5	9,563.7	9,829.9	4,085.9
Capital expenditures	6,444.5	9,250.2	6,296.8	1,976.6	683.7
Free operating cash flow	3,074.7	1,537.3	3,266.9	7,853.3	3,402.2
Discretionary cash flow	(404.2)	(1,753.6)	(23.6)	4,562.9	111.5
Cash and short-term investments	10,010.5	12,594.7	11,592.8	14,265.8	9,404.4
Debt	14,755.4	15,649.8	13,108.9	11,915.4	15,693.9
Equity	63,281.2	62,452.8	60,419.8	61,199.4	59,126.5
Adjusted ratios					
EBITDA margin (%)	24.7	24.4	18.5	21.4	21.8
Return on capital (%)	14.8	10.9	9.7	12.1	11.3
EBITDA interest coverage (x)	7.5	8.8	8.1	8.3	6.8
FFO cash int. cov. (x)	7.6	8.5	8.1	8.0	5.6
Debt/EBITDA (x)	1.3	1.3	1.2	0.9	1.4
FFO/debt (%)	62.1	66.5	70.0	84.8	55.8
Cash flow from operations/debt (%)	64.5	68.9	73.0	82.5	26.0
Free operating cash flow/debt (%)	20.8	9.8	24.9	65.9	21.7
Discretionary cash flow/debt (%)	(2.7)	(11.2)	(0.2)	38.3	0.7

Liquidity: Adequate

We assess Ratch's liquidity as adequate because we anticipate that the company's funding sources will cover uses sufficiently over the next 12 months. RATCH has supportive banking relationships and good access to domestic and international debt markets, given its market position and indirect connection to the government through EGAT. We expect the company to maintain sufficient headroom in its covenants even if EBITDA declines by 15%.

Our liquidity assessment is based on the following factors and assumptions:

Principal Liquidity Sources	Principal Liquidity Uses
<ul style="list-style-type: none"> • Cash and short-term investments of about THB16 billion as of Sept. 30, 2018. • Our expectation of cash flow from operations of around THB6 billion during the period. 	<ul style="list-style-type: none"> • Short-term debt maturities of THB4.3 billion. • Consolidated capital spending including acquisitions of up to THB8 billion over the next year. We believe the company has some flexibility in its capex and JV investments. • Dividend payments of up to THB3.5 billion per annum.

Debt maturities

Table 3

Ratchaburi Electricity Generating Holding Public Co. Ltd. -- Debt Maturities As of Dec. 31, 2017	
Debt due in	Amount
2018	2,658
Between 1 and 5 years	13,400
After 5 years	5,871
Total	21,929

Covenant Analysis

Compliance expectations

Ratch is comfortably compliant with all covenants, with sufficient headroom. We expect the company to continue to comply with its covenants, given its track record of compliance and we do not expect any material changes that would cause other changes.

Requirements

	Covenants	Limits	Actual (as of Dec. 31, 2017)
Private placement	Net Debt/Equity	<1.3x	0.19

Environmental, Social and Governance Factors

We believe Ratch's ESG risks are neutral to credit quality. Its JV projects in neighboring countries in renewables provides some diversification from its overdependence on gas. Ratch's foray into renewables outside Thailand can improve carbon exposure, as well as enhance country and fuel diversification. However, environmental and social risks for some hydro projects could be elevated as seen in its Laos JV project's dam break which resulted in some casualties. While financially it has insignificant impact on Ratch, adverse public opinion or geopolitical resistance can impact Ratch's growth plans. We believe Ratch has adequate governance framework in line with peers.

Group Influence

We believe Ratch is strategically important within the EGAT group. EGAT maintains a 45% stake in Ratch and has a policy to maintain at least 50% of total generating capacity in Thailand, including equity stakes in subsidiaries. Ratch is the preferred subsidiary when it comes to overseas sourcing of power for Thailand on private projects because of its experience and financial strength.

Government Influence

We believe that the company benefits from indirect government support via its parent EGAT in times of financial distress, given its systemic importance to fulfill power demand in Thailand.

Issue Ratings - Subordination Risk Analysis

Capital structure

As of September 2018, Ratch's capital structure consists of about US\$1,013 million (THB32.7 billion) of total debt. All borrowings issued by RH International (Singapore) (RHIS), Ratch's sub-holding company, are unsecured.

Analytical conclusions

We equalize the issue rating on Ratch's U.S. dollar medium-term notes program and Japanese yen bond, both issued by RHIS, a Singapore-registered wholly owned intermediate holding company that holds foreign investment on behalf of Ratch. Under the terms of the notes, these debts are irrevocably and unconditionally guaranteed by the rated parent.

Reconciliation

Table 4

Reconciliation Of Ratchaburi Electricity Generating Holding Public Co. Ltd. Reported Amounts With S&P Global Ratings Adjusted Amounts (Mil. THB)

--Fiscal year ended Dec. 31, 2017--

Ratchaburi Electricity Generating Holding Public Co. Ltd. reported amounts

	Debt	Shareholders' equity	Revenues	EBITDA	Operating income	EBITDA	Cash flow from operations	Capital expenditures
Reported	21,932.2	63,265.3	41,996.0	4,804.0	3,462.3	4,804.0	8,207.4	4,739.6
S&P Global Ratings adjustments								
Interest expense (reported)	--	--	--	--	--	(1,502.5)	--	--
Interest income (reported)	--	--	--	--	--	354.9	--	--
Current tax expense (reported)	--	--	--	--	--	(1,027.9)	--	--
Surplus cash	(7,507.9)	--	--	--	--	--	--	--

Table 4

Reconciliation Of Ratchaburi Electricity Generating Holding Public Co. Ltd. Reported Amounts With S&P Global Ratings Adjusted Amounts (Mil. THB) (cont.)								
Dividends received from equity investments	--	--	--	2,371.6	--	2,371.6	--	--
Non-operating income (expense)	--	--	--	--	4,414.4	--	--	--
Reclassification of interest and dividend cash flows	--	--	--	--	--	--	1,311.8	--
Non-controlling Interest/Minority interest	--	15.9	--	--	--	--	--	--
Debt - Accrued interest not included in reported debt	313.5	--	--	--	--	--	--	--
Debt - Unamortised capitalized borrowing costs	17.6	--	--	--	--	--	--	--
Revenues - Other	--	--	3,920.4	3,920.4	3,920.4	3,920.4	--	--
EBITDA - Other	--	--	--	244.7	244.7	244.7	--	--
D&A - Impairment charges/(reversals)	--	--	--	--	40.8	--	--	--
EBIT - Other	--	--	--	--	(244.7)	--	--	--
Capital expenditures - Other	--	--	--	--	--	--	--	1,004.8
Total adjustments	(7,176.9)	15.9	3,920.4	6,536.6	8,375.6	4,361.1	1,311.8	1,004.8
S&P Global Ratings adjusted amounts								
	Debt	Equity	Revenues	EBITDA	EBIT	Funds from operations	Cash flow from operations	Capital expenditures
Adjusted	14,755.4	63,281.2	45,916.3	11,340.7	11,838.0	9,165.1	9,519.2	5,744.5

Ratings Score Snapshot

Issuer Credit Rating

BBB+/Stable/--

Business risk: Satisfactory

- **Country risk:** Moderately high
- **Industry risk:** Moderately high
- **Competitive position:** Satisfactory

Financial risk: Modest

- **Cash flow/Leverage:** Modest

Anchor: bbb+

Modifiers

- **Diversification/Portfolio effect:** Neutral (no impact)
- **Capital structure:** Neutral (no impact)
- **Financial policy:** Neutral (no impact)
- **Liquidity:** Adequate (no impact)
- **Management and governance:** Satisfactory (no impact)
- **Comparable rating analysis:** Neutral (no impact)

Stand-alone credit profile : bbb+

- **Group credit profile:** bbb+
- **Entity status within group:** Strategically important (no impact)

Related Criteria

- Criteria - Corporates - General: Reflecting Subordination Risk In Corporate Issue Ratings, March 28, 2018
- General Criteria: Guarantee Criteria, Oct. 21, 2016
- General Criteria: Rating Government-Related Entities: Methodology And Assumptions, March 25, 2015
- Criteria - Corporates - General: Methodology And Assumptions: Liquidity Descriptors For Global Corporate Issuers, Dec. 16, 2014
- Criteria - Corporates - Industrials: Key Credit Factors For The Unregulated Power And Gas Industry, March 28, 2014
- General Criteria: Methodology: Industry Risk, Nov. 19, 2013
- General Criteria: Country Risk Assessment Methodology And Assumptions, Nov. 19, 2013
- Criteria - Corporates - General: Corporate Methodology: Ratios And Adjustments, Nov. 19, 2013
- Criteria - Corporates - General: Corporate Methodology, Nov. 19, 2013
- General Criteria: Group Rating Methodology, Nov. 19, 2013
- General Criteria: Methodology: Timeliness Of Payments: Grace Periods, Guarantees, And Use Of 'D' And 'SD' Ratings, Oct. 24, 2013
- General Criteria: Methodology: Management And Governance Credit Factors For Corporate Entities And Insurers, Nov. 13, 2012
- General Criteria: Stand-Alone Credit Profiles: One Component Of A Rating, Oct. 1, 2010
- General Criteria: Use Of CreditWatch And Outlooks, Sept. 14, 2009

Business And Financial Risk Matrix

Business Risk Profile	Financial Risk Profile					
	Minimal	Modest	Intermediate	Significant	Aggressive	Highly leveraged
Excellent	aaa/aa+	aa	a+ / a	a-	bbb	bbb-/bb+
Strong	aa/aa-	a+ / a	a-/bbb+	bbb	bb+	bb
Satisfactory	a/a-	bbb+	bbb/bbb-	bbb-/bb+	bb	b+
Fair	bbb/bbb-	bbb-	bb+	bb	bb-	b
Weak	bb+	bb+	bb	bb-	b+	b/b-
Vulnerable	bb-	bb-	bb-/b+	b+	b	b-

Ratings Detail (As Of December 21, 2018)**Ratchaburi Electricity Generating Holding Public Co. Ltd.**

Issuer Credit Rating BBB+/Stable/--

Senior Unsecured BBB+

Issuer Credit Ratings History

06-Jan-2011 BBB+/Stable/--

19-Nov-2010 BBB/Stable/--

Related Entities**RH International (Singapore) Corporation Pte. Ltd.**

Senior Unsecured BBB+

*Unless otherwise noted, all ratings in this report are global scale ratings. S&P Global Ratings' credit ratings on the global scale are comparable across countries. S&P Global Ratings' credit ratings on a national scale are relative to obligors or obligations within that specific country. Issue and debt ratings could include debt guaranteed by another entity, and rated debt that an entity guarantees.

Copyright © 2018 by Standard & Poor's Financial Services LLC. All rights reserved.

No content (including ratings, credit-related analyses and data, valuations, model, software or other application or output therefrom) or any part thereof (Content) may be modified, reverse engineered, reproduced or distributed in any form by any means, or stored in a database or retrieval system, without the prior written permission of Standard & Poor's Financial Services LLC or its affiliates (collectively, S&P). The Content shall not be used for any unlawful or unauthorized purposes. S&P and any third-party providers, as well as their directors, officers, shareholders, employees or agents (collectively S&P Parties) do not guarantee the accuracy, completeness, timeliness or availability of the Content. S&P Parties are not responsible for any errors or omissions (negligent or otherwise), regardless of the cause, for the results obtained from the use of the Content, or for the security or maintenance of any data input by the user. The Content is provided on an "as is" basis. S&P PARTIES DISCLAIM ANY AND ALL EXPRESS OR IMPLIED WARRANTIES, INCLUDING, BUT NOT LIMITED TO, ANY WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE, FREEDOM FROM BUGS, SOFTWARE ERRORS OR DEFECTS, THAT THE CONTENT'S FUNCTIONING WILL BE UNINTERRUPTED OR THAT THE CONTENT WILL OPERATE WITH ANY SOFTWARE OR HARDWARE CONFIGURATION. In no event shall S&P Parties be liable to any party for any direct, indirect, incidental, exemplary, compensatory, punitive, special or consequential damages, costs, expenses, legal fees, or losses (including, without limitation, lost income or lost profits and opportunity costs or losses caused by negligence) in connection with any use of the Content even if advised of the possibility of such damages.

Credit-related and other analyses, including ratings, and statements in the Content are statements of opinion as of the date they are expressed and not statements of fact. S&P's opinions, analyses and rating acknowledgment decisions (described below) are not recommendations to purchase, hold, or sell any securities or to make any investment decisions, and do not address the suitability of any security. S&P assumes no obligation to update the Content following publication in any form or format. The Content should not be relied on and is not a substitute for the skill, judgment and experience of the user, its management, employees, advisors and/or clients when making investment and other business decisions. S&P does not act as a fiduciary or an investment advisor except where registered as such. While S&P has obtained information from sources it believes to be reliable, S&P does not perform an audit and undertakes no duty of due diligence or independent verification of any information it receives. Rating-related publications may be published for a variety of reasons that are not necessarily dependent on action by rating committees, including, but not limited to, the publication of a periodic update on a credit rating and related analyses.

To the extent that regulatory authorities allow a rating agency to acknowledge in one jurisdiction a rating issued in another jurisdiction for certain regulatory purposes, S&P reserves the right to assign, withdraw or suspend such acknowledgment at any time and in its sole discretion. S&P Parties disclaim any duty whatsoever arising out of the assignment, withdrawal or suspension of an acknowledgment as well as any liability for any damage alleged to have been suffered on account thereof.

S&P keeps certain activities of its business units separate from each other in order to preserve the independence and objectivity of their respective activities. As a result, certain business units of S&P may have information that is not available to other S&P business units. S&P has established policies and procedures to maintain the confidentiality of certain non-public information received in connection with each analytical process.

S&P may receive compensation for its ratings and certain analyses, normally from issuers or underwriters of securities or from obligors. S&P reserves the right to disseminate its opinions and analyses. S&P's public ratings and analyses are made available on its Web sites, www.standardandpoors.com (free of charge), and www.ratingsdirect.com and www.globalcreditportal.com (subscription), and may be distributed through other means, including via S&P publications and third-party redistributors. Additional information about our ratings fees is available at www.standardandpoors.com/usratingsfees.

STANDARD & POOR'S, S&P and RATINGSDIRECT are registered trademarks of Standard & Poor's Financial Services LLC.