

NATIONAL REFINERY LIMITED

Unaudited Accounts for the Half Year ended December 31, 2009

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Corporate Information

Board of Directors

Dr. Ghaith R. Pharaon - Chairman Laith G. Pharaon Wael G. Pharaon Shuaib A. Malik Dr. Mohamed Djarraya Firasat Ali Abdus Sattar Alternate Director Iqbal A. Khwaja Alternate Director Babar Bashir Nawaz Alternate Director Jamil A. Khan

Chief Executive Officer

Shuaib A. Malik

Chief Financial Officer

Anwar A. Shaikh

Company Secretary

Shaikh Ather Ahmed

Audit Committee

Abdus Sattar Babar Bashir Nawaz Jamil A. Khan Iqbal A. Khwaja Afzal Hussain Khan Chairman Member Member Secretary

Auditors

A. F. Ferguson & Co. Chartered Accountants.

Solicitors

Ali Sibtain Fazli & Associates

Primary Bankers

Faysal Bank Limited Habib Bank Limited Habib Metropolitan Bank Limited United Bank Limited National Bank of Pakistan

Registered Office

7-B, Korangi Industrial Area, P.O Box 8228 Karachi - 74900, Pakistan. UAN No. 111-675-675 Fax: +92-21-5054663 website: www.nrlpak.com

Share Registrar

Noble Computer Services (Pvt.) Ltd., Mezzanine Floor, House of Habib Building (Siddiqsons Towers), 3-Jinnah Co-operative Housing Society, Main Shahrah-e-Faisal, Karachi - 75350 Contact No. 34325482-87, Fax: 34325442

Directors' Review

Assalam-u-Alaikum!

The Board of Directors is pleased to present a brief overview of the unaudited interim financial information of your company for the half-year ended 31, December 2009.

Your company earned profit after tax of Rs. 1,154 million during the period under review compared to loss after tax of Rs. 793 million during corresponding period of last year. Lube Segment earned profit after tax of Rs. 1,631 million compared to Rs. 2,235 million in the corresponding period. However, the Fuel Segment faced loss after tax of Rs. 478 million compared to loss of Rs. 3,028 million during corresponding period of last year. Except for the month of September, profitability persistently remained under pressure during the period under review.

Price of crude oil continued to fluctuate between US \$ 61.92 and US \$ 80.10 during this period. This resulted in fragile products prices and unfavourable margins especially in Fuel Segment. The prices of Lube Base Oils remained relatively stable. However, the margins were reduced due to unsteady feed cost price. Other factors for Fuel Segment losses were crude oil prices marginally higher than product selling prices, depreciation of Pak Rupee against US Dollar and unfavourable pricing structure of High Speed Diesel and Motor Gasoline.

The issue of circular debt could not be resolved during these six months as well and resultantly the Fuel Segment had to face liquidity problems on account of outstanding amounts. The Government did take some steps for its resolution nevertheless the matter largely remained un-addressed.

Your company had scheduled turnaround of Fuel Segment in most part of July 2009. Resultantly, Refinery operated at 77% of the capacity compared with 89% of capacity during the same period last year. Scheduled turnaround of Lube-II Refinery was also undertaken for 22 days starting from 15 December 2009.

Fuel Refineries operating in the country, including yours, have sustained recurring losses primarily due to the existing Pricing Formula, which needs revision keeping in view the prevalent trend in the crude oil prices. It is however encouraging to note that a process for the revision of Pricing Formula has been initiated by the Government and it is expected that necessary remedial measures would be taken in this regard.

The Board would like to thank all stakeholders for their continued support and interest in National Refinery Limited.

On behalf of the Board

Dr. Ghaith R. Pharaon Chairman

Damascus, Syria February 9, 2010

Auditors' Report

A.F.FERGUSON & CO.

A member firm of
PRICEWATERHOUSECOOPERS

A.F.Ferguson & Co Chartered Accountants State Life Building No. 1-C LI.Chundrigar Road, P.O.Box 4716 Karachi-74000, Pakistan Telephone: (021) 32426682-6 / 32426711-5 Fassimile: 0(21) 32425007 / 32427938

AUDITORS' REPORT TO THE MEMBERS ON REVIEW OF INTERIM FINANCIAL INFORMATION

Introduction

We have reviewed the accompanying condensed interim balance sheet of National Refinery Limited as at December 31, 2009 and the related condensed interim profit and loss account, condensed interim statement of changes in equity and condensed interim cash flow statement for the half year then ended (here-in-after referred to as the "interim financial information"). Management is responsible for the preparation and presentation of this interim financial information in accordance with approved accounting standards as applicable in Pakistan. Our responsibility is to express a conclusion on this interim financial information based on our review. The figures of the condensed interim profit and loss account for the quarters ended December 31, 2009 and 2008 have not been reviewed, as we are required to review only the cumulative figures for the half year ended December 31, 2009.

Scope of Review

We conducted our review in accordance with the International Standard on Review Engagements ISRE 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity". A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim financial information as of and for the half year ended December 31, 2009 is not prepared, in all material respects, in accordance with approved accounting standards as applicable in Pakistan.

Chartered Accountants

Karachi

Dated: February 18, 2010

Name of the engagement partner: Ali Muhammad Mesia

CONDENSED INTERIM BALANCE SHEET

AS AT DECEMBER 31, 2009

	Note	Unaudited December 31, 2009	Audited June 30, 2009
		(Rupees	s in '000)
ASSETS			
NON-CURRENT ASSETS Property, plant and equipment Intangible assets Deferred taxation Long term investment	3 4	3,209,378 3,038 120,408	3,019,311 5,938 84,498
Long term loans and deposits		<u>87,681</u> 3,420,505	<u> </u>
CURRENT ASSETS Stores, spares and chemicals Stock-in-trade Trade debts Loans and advances Deposits and prepayments Accrued interest Other receivables Investments Tax refunds due from Government - Sales tax Cash and bank balances	5	936,517 13,299,498 13,717,997 42,223 57,740 88,684 1,182,616 671,306 411,373 12,513,811 42,921,765 46,342,270	936,594 12,251,181 14,841,288 25,219 53,749 91,500 2,382,583 197,622 575,902 7,800,079 39,155,717 42,344,611
EQUITY AND LIABILITIES SHARE CAPITAL AND RESERVES Share capital Authorised 100,000,000 Ordinary shares of Rs. 10 each		1,000,000	1,000,000
Issued, subscribed and paid up Reserves	6	799,666 <u>16,707,218</u> 17,506,884	799,666 <u>16,553,075</u> 17,352,741
LIABILITIES			
NON-CURRENT LIABILITIES Retirement benefits obligations		178,814	135,547
CURRENT LIABILITIES Trade and other payables Provisions Taxation	7	26,405,398 301,485 1,949,689 28,656,572 28,835,386	23,032,238 301,485 1,522,600 24,856,323 24,991,870
CONTINGENCIES AND COMMITMENTS	8		
TOTAL EQUITY AND LIABILITIES		46,342,270	42,344,611

The annexed notes 1 to 17 form an integral part of this condensed interim financial information.

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Chief Executive Officer

Director

CONDENSED INTERIM PROFIT AND LOSS ACCOUNT

FOR THE HALF YEAR ENDED DECEMBER 31, 2009 (UNAUDITED)

		Quarte	r ended	Half year ended		
	Note	December 31, 2009	December 31, 2008	December 31, 2009	December 31, 2008	
			(Rupees	in '000)		
Gross sales	9	34,976,165	31,070,282	59,785,218	80,336,517	
Trade discounts, taxes, duties and levi	es 10	(6,847,953)	(7,305,392)	(11,669,096)	(13,156,787)	
Net sales		28,128,212	23,764,890	48,116,122	67,179,730	
Cost of products sold		(27,112,949)	(24,288,309)	(45,860,729)	(65,761,112)	
Gross profit / (loss)		1,015,263	(523,419)	2,255,393	1,418,618	
Distribution and marketing expenses		(275,758)	(162,146)	(457,576)	(444,264)	
Administrative expenses		(77,073)	(87,184)	(166,564)	(175,745)	
		662,432	(772,749)	1,631,253	798,609	
Other operating income		275,702	321,758	562,168	659,074	
Other operating expenses		(61,475)	781	(138,759)	(855)	
Operating profit / (loss)		876,659	(450,210)	2,054,662	1,456,828	
Finance cost	11	(78,131)	(279,331)	(221,846)	(2,175,861)	
Profit / (loss) before taxation		798,528	(729,541)	1,832,816	(719,033)	
Taxation	12	(322,367)	27,425	(679,091)	(74,267)	
Profit / (loss) after taxation		476,161	(702,116)	1,153,725	(793,300)	
Earnings / (loss) per share		Rs. 5.95	Rs. (8.78)	Rs. 14.43	Rs. (9.92)	

The annexed notes 1 to 17 form an integral part of this condensed interim financial information.

Chief Executive Officer

(1 Ma) Director

CONDENSED INTERIM CASH FLOW STATEMENT

FOR THE HALF YEAR ENDED DECEMBER 31, 2009 (UNAUDITED)

	Note	December 31, 2009	December 31, 2008
		(Rupees	in '000)
CASH FLOWS FROM OPERATING ACTIVITIES			
Cash generated from / (used in) operations Interest paid Income tax paid (Increase)/ Decrease in long term loans and depo Paid to pension fund	13 sits	6,321,095 - (287,912) (8,534) -	(3,769,621) (45) (653,375) 554 (53,139)
Net cash from / (used in) operating activities		6,024,649	(4,475,626)
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of property, plant and equipment Purchase of intangible asset Proceeds from disposal of property, plant and equ Investments (made) / encashed Interest received on balances with banks Net cash (used in) / from investing activities	ipments	(304,935) - 939 (278,544) 410,240 (172,300)	(199,162) (311) - 2,999,557 404,866 3,204,950
CASH FLOWS FROM FINANCING ACTIVITIES			
Dividends paid Net increase / (decrease) in cash and cash equiva Cash and cash equivalents at the beginning of the Exchange gain on foreign currency bank accounts Cash and cash equivalents at the end of the period	period	(992,864) 4,859,485 7,800,079 182 12,659,746	(1,577,775) (2,848,451) 13,122,136 648 10,274,333

The annexed notes 1 to 17 form an integral part of this condensed interim financial information.

Chief Executive Officer

(1)a) Director

CONDENSED INTERIM STATEMENT OF CHANGES IN EQUITY

FOR THE HALF YEAR ENDED DECEMBER 31, 2009 (UNAUDITED)

	Share Capital	Capital	Reserves	Revenue	Reserves	Special Reserve	Total
	Issued, subscribed and paid-up	Capital compen- sation reserves	Exchange equalisation reserve	General reserve	Unappro- priated profit	(note 2.3)	
	•		(F	Rupees in '000))		
Balance as at July 01, 2008	799,666	10,142	4,117	6,931,400	3,056,023	6,617,697	17,419,045
Final dividend for the year ended June 30, 2008 - Rs. 20 per share	-	-	-	-	(1,599,332)		(1,599,332)
Transfer to general reserve		-		1,456,600	(1,456,600)	-	
Loss for the half year ended December 31, 2008 - Note 2.3	-		-	-	(793,300)		(793,300)
Loss after tax from fuel refinery operations transferred to special reserve	-	-	-	-	3,028,306	(3,028,306)	-
Balance as at December 31, 2008	799,666	10,142	4,117	8,388,000	2,235,097	3,589,391	15,026,413
Profit for the half year ended June 30, 2009	-	-	-	-	2,326,328	-	2,326,328
Transfer to special reserve	-	-	-	-	(329,247)	329,247	-
Balance as at July 01, 2009	799,666	10,142	4,117	8,388,000	4,232,178	3,918,638	17,352,741
Final dividend for the year ended June 30, 2009 - Rs. 12.5 per share	-	-		-	(999,582)		(999,582)
Transfer to general reserve	-	-	-	3,200,000	(3,200,000)	-	
Profit for the half year ended December 31, 2009	-				1,153,725		1,153,725
Loss after tax from fuel refinery operations transferred to special reserve	-			-	477,528	(477,528)	
Balance as at December 31, 2009	799,666	10,142	4,117	11,588,000	1,663,849	3,441,110	17,506,884

The annexed notes 1 to 17 form an integral part of this condensed interim financial information.

Chief Executive Officer

(1 Da' Director

FOR THE HALF YEAR ENDED DECEMBER 31, 2009 (UNAUDITED)

1 LEGAL STATUS AND OPERATIONS

National Refinery Limited was incorporated in Pakistan on August 19, 1963 as a public limited company and its shares are listed on the Karachi, Lahore and Islamabad Stock Exchanges in Pakistan. The address of its registered office is 7-B, Korangi Industrial Area, Karachi, Pakistan.

The Company is engaged in the manufacturing, production and sale of large range of petroleum products. The refinery complex of the Company comprises of three refineries, consisting of two lube refineries, commissioned in 1966 and 1985, and a fuel refinery added to the complex in 1977.

2 BASIS OF PREPARATION

- 2.1 The condensed interim financial information has been prepared in accordance with the requirements of International Accounting Standard (IAS) 34 'Interim Financial Reporting' and is being submitted to the shareholders as required by Section 245 of the Companies Ordinance, 1984 and the listing regulations of the Karachi, Lahore and Islamabad Stock Exchanges.
- 2.2 The accounting policies adopted in the preparation of this condensed interim financial information are the same as those applied in the preparation of the preceding annual financial statements of the Company for the year ended June 30, 2009.

The following new standard is mandatory for the first time for the financial year beginning July 01, 2009:

IFRS 8- "Operating segments" effective for the periods beginning on or after January 01, 2009. The new standard requires a "management approach", under which segment information is presented on the same basis as that used for internal reporting purposes. However, the adoption of this standard does not impact the format and extent of disclosures presented in the condensed interim financial information.

2.3 As per the Import Parity Pricing formula, effective July 1, 2002, certain refineries including the Company have been directed to transfer from their net profit after tax for the year from fuel refinery operations, an amount in excess of 50% of the paid-up share capital, as on July 1, 2002 attributable to fuel segment, to offset against any future losses or to make investment for expansion or up-gradation and is therefore not available for distribution. Transfer to / from special reserve is recognized at each quarter end and is reviewed for adjustment based on profit / loss on an annual basis.

		December 31, 2009	December 31, 2008
3	PROPERTY, PLANT AND EQUIPMENT	(Rupees	s in '000)
	Additions made to property, plant and equipments du	uring the period:	
	Building on leasehold land Processing plant and storage tanks Pipelines Water power and other utilities Vehicles Furniture and fixtures	863 16,844 3,357 3,300 1,258 350	9,164 1,859 404 2,085 727 924

186

7,655 271,122

304,935

10,371

173,628

199,162

Computers and other related accessories

Office and other equipments

Capital work-in-progress - net

FOR THE HALF YEAR ENDED DECEMBER 31, 2009 (UNAUDITED)

		December 31, 2009	June 30, 2009
4	LONG TERM INVESTMENT	(Rupe	es in '000)
-	Investment in related party (unlisted) - available for sale		
	Anoud Power Generation Limited 1,080,000 (June 30, 2009: 1,080,000) ordinary shares of Rs. 10 each, Equity held 9.09 % as at December 31, 2009 and June 30, 2009	10,800	10,800
	Less: Provision for impairment	(10,800)	(10,800)
5	STOCK IN TRADE	-	-

As at December 31, 2009, stock of raw material has been written down by Rs. 210.94 million (June 30, 2009: Rs. 187.54 million) to arrive at its net realisable value.

6 RESERVES

7

Capital reserves Revenue reserves General reserve Unappropriated profit	14,259 11,588,000 1,663,849 13,251,849	14,259 8,388,000 4,232,178 12,620,178
Special reserve	<u>3,441,110</u> <u>16,707,218</u>	3,918,638 16,553,075
TRADE AND OTHER PAYABLES		
Creditors Payable to the Government Related parties Other trade creditors - Note 7.1	1,384,185 59,715 <u>22,610,951</u> 24,054,851	161,793 30,144 <u>21,176,825</u> 21,368,762
Accrued mark-up Accrued expenses Unclaimed Dividends Other liabilities	310,264 693,744 50,256 1,296,283 26,405,398	310,264 541,829 43,538 <u>767,845</u> <u>23,032,238</u>

7.1 These include Rs. 279.54 million (June 30, 2009: Rs. 1.61 billion) withheld from suppliers for purchase of local crude oil and deposited in deposit accounts as per the directives of the Ministry of Petroleum and Natural Resources.

8 CONTINGENCIES AND COMMITMENTS

8.1 Contingencies

There has been no significant change in the contingent liabilities since the issuance of last annual financial statements for the year ended June 30, 2009 except as follows:

FOR THE HALF YEAR ENDED DECEMBER 31, 2009 (UNAUDITED)

- (a) Claims not acknowledged by the Company as debt amounted to Rs. 844.53 million (June 30, 2009; Rs. 545.84 million). These includes claims accumulating to Rs. 700.81 million (June 30, 2009: Rs. 404.08 million) in respect of late payment surcharge claimed by a crude oil supplier.
- (b) Outstanding counter guarantees at the end of the period amounted to Rs. 201.45 million (June 30, 2009; Rs, 157, 30 million)
- (c) The Company has raised claims to certain Oil Marketing Companies (OMCs) in respect of interest on late payments against receivables aggregating to Rs. 1.80 billion (June 30. 2009: Rs. 1.24 billion). However, these have not been recognized in the financial statements as these have not been acknowledged by the OMCs.

8.2 Commitments

- (a) Commitments for capital expenditure as at December 31, 2009 amounted to Rs. 81,26 million (June 30, 2009: Rs. 84.58 million): and
- (b) Outstanding letters of credit at the end of the period amounted to Rs. 10.95 billion (June 30, 2009: Rs. 6.44 billion)

			Quarte	Quarter ended		ar ended	
		Note	December 31, 2009	December 31, 2008	December 31, 2009	December 31, 2008	
•			(Rupees in '000)				
9	GROSS SALES						
	Local		30,454,570	29,325,321	52,071,834	71,771,050	
	Export		4,521,595	1,744,961	7,713,384	8,565,467	
			34,976,165	31,070,282	59,785,218	80,336,517	
10	TRADE DISCOUNTS. TAXES. DUTIES AND LEVIES						

Trade discounts	139,207	152,027	248,230	423,437
Sales tax	4,200,702	3,981,385	7,155,851	8,899,838
Excise duty	364,824	211,924	673,677	510,885
Petroleum development levy	2,143,220	2,960,056	3,591,338	3,322,627
	6,847,953	7,305,392	11,669,096	13,156,787

11 **FINANCE COST**

This includes exchange loss of Rs. 245 million (2008: Rs. 2.22 billion) on foreign currency transactions relating to crude oil purchases.

12 TAXATION

Current - for the period	349,124	(15,656)	715,001	85,655
- for prior periods	-	176,170	-	176,170
Deferred	(26,757)	(187,939)	(35,910)	(187,558)
	322,367	(27,425)	679,091	74,267

FOR THE HALF YEAR ENDED DECEMBER 31, 2009 (UNAUDITED)

2009 2	2008
(Rupees in '000)	
13 CASH GENERATED FROM / (USED IN) OPERATIONS	
Profit / (loss) before taxation 1,832,816 (7)	19,033)
Provision for gratuity 1,184 Provision for post retirement medical benefits 9,688	11,197 874 8,449 38,662
	27,217)
equipments 176 Gain on re-measurement of fair value of open	-
ended mutual fund units (49,205) ((19,535)
Exchange gain on foreign currency bank accounts (182)	(648)
Decrease / (increase) in working capital - Note 13.1 6,321,095	<u>(62,370)</u> (69,621)
13.1 Decrease / (increase) in working capital	
Stock - in - trade (1,048,317) 3,9 Trade debts 1,123,291 (7,0 Loans and advances (17,004) (3,991) Deposits and prepayments (3,991) (3,991) Other receivables 1,199,967 6 Tax refunds due from Government - Sales tax 164,529 (2	(50,413) 07,067 (27,724) 17,876 41,452 (36,681 (30,977) (06,038)
Increase / (decrease) in current liabilities Trade and other payables 3,366,442 ((56,332)
14 CASH AND CASH EQUIVALENTS 4,784,994 (2,7)	62,370)
In hand 500 With banks on:	500
savings accounts deposit accounts - local currency - Note 14.1 deposit accounts - foreign currency (US\$ 61 thousand: 2008; US\$ 61 thousand)	58,692 04,417 05,958 4,766 74,333
Short term investment in treasury bills 145,935 12,659,746 10,2	- 74,333

14.1 Includes Rs. 279.54 million (June 30, 2009: Rs. 1.61 billion) withheld from supplier and deposited with banks as explained in note 7.1.

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FOR THE HALF YEAR ENDED DECEMBER 31, 2009 (UNAUDITED)

15 TRANSACTIONS WITH RELATED PARTIES

15.1 Significant related party transactions are:

		Quarte	r ended	Half year ended		
Nature of relationship	Nature of transaction	December 31, 2009	December 31, 2008	December 31, 2009	December 31, 2008	
			(Rupees	s in '000)		
Associated companies						
	Sale of petroleum products Rental income Hospitality charges Handling income Trade discount and commission on sales	9,758,189 759 1,968 18,243 319,781	6,983,455 670 2,405 19,078 269,584	16,509,060 1,599 3,730 32,696 574,257	18,736,089 1,314 5,237 36,898 776,275	
	Reimbursement of expenses Purchase of petroleum products Dividend paid	1,572 4,817 509,787	474 706 815,659	3,002 8,544 509,787	816 835 815,659	
Post employment staff benefit plans Others	Contributions Purchase of electricity Rental income	29,388 228,581 120	31,232 164,255 110	58,919 409,498 237	62,595 436,847 216	
Key management emplo	yees					
compensation:	Salaries and other employees benefits Post employment benefits	5,407 627 6,034	8,562 750 9,312	13,796 1,577 15,373	12,768 1,334 14,102	

15.2 The related party status of outstanding balances as at December 31, 2009 is included in trade debts, trade and other payables and other receivables respectively.

16 SEGMENT INFORMATION

The financial information regarding business segments is as under:

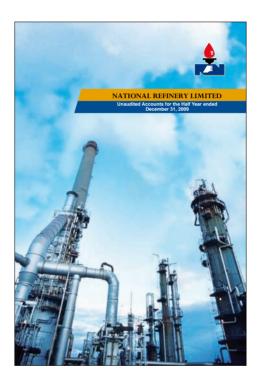
	Fuel		Lube		Total	
	December 31, 2009	December 31, 2008	December 31, 2009	December 31, 2008	December 31, 2009	December 31, 2008
Segment Revenue	(Rupees in '000)					
Sales to external customer local (net of discount, taxes,						
duties and levies) export	26,329,414 7,396,887	42,879,719 7,797,465	14,073,324 316,497	15,734,544 768,002	40,402,738 7,713,384	58,614,263 8,565,467
Inter segment sales	11,617,343	13,492,001	-	-	11,617,343	13,492,001
Elimination of inter segment sales Net sales	45,343,644	- 64.169,185	- 14.389.821	16,502,546	(11,617,343) 48,116,122	(13,492,001) 67,179,730
Segment results after tax	(477,528)	(3,028,306)	1,631,253	2,235,006	1,153,725	(793,300)
	Fuel		Lube		Total	
	December 31, 2009	June 30, 2009	December 31, 2009	June 30, 2009	December 31, 2009	June 30, 2009
	(Rupees in '000)					
Segment Assets Unallocated Assets Total assets as per balance sheet	28,336,533	29,172,546	15,421,305	10,680,182	43,757,838	39,852,728
	28,336,533	29,172,546	15,421,305	10,680,182	<u>2,584,432</u> 46,342,270	<u>2,491,883</u> 42,344,611
Segment Liabilities Unallocated Liabilities	25,083,405	21,752,603	1,802,292	1,716,667	26,885,697	23,469,270 1.522.600
Total liabilities as per balance sheet	25,083,405	21,752,603	1,802,292	1,716,667	<u>1,949,689</u> 28,835,386	24,991,870

17 DATE OF AUTHORIZATION FOR ISSUE

This condensed interim financial information was authorized for issue on 09 February 2010 by the Board of Directors of the Company.

Chief Executive Officer

Director





7-B, Korangi Industrial Area, Karachi-74900, Pakistan. UAN: 111-675-675 Fax: 92-21-5054663 www.nrlpak.com