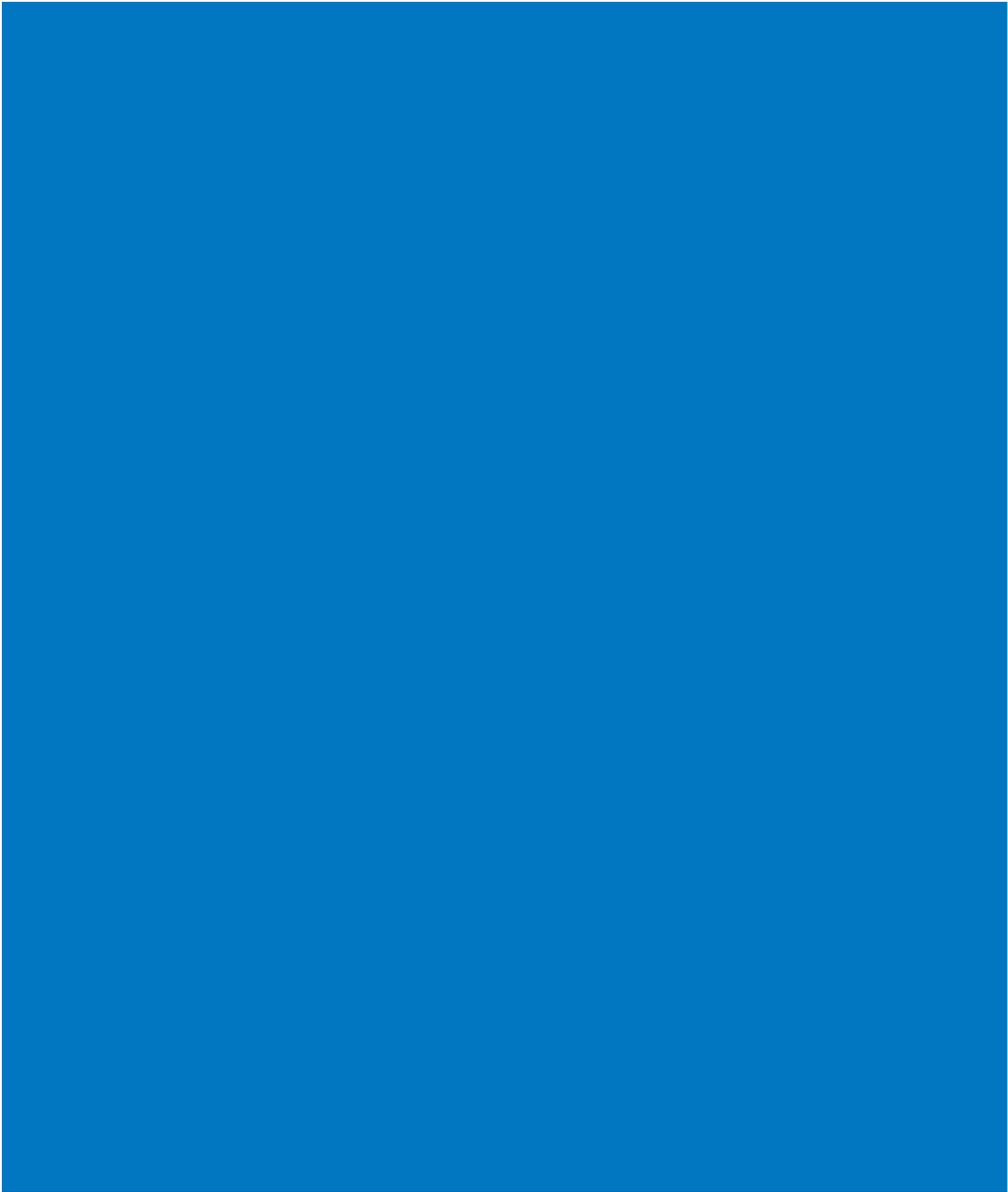




2014 Report on the Code of Professional Conduct



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I. Introduction and Background

A. Introduction

The Moody's Investors Service ("**MIS**") *Code of Professional Conduct* (the "**MIS Code**") sets out the overarching principles that guide MIS in its efforts to protect the quality, integrity, objectivity and transparency of our credit rating process. Through the MIS Code, MIS also seeks to achieve global consistency,¹ safeguard both confidential information produced by MIS or provided to us by Issuers² as well as any other material non-public information, and promote disclosure about our rating methodologies, policies, practices and overall track record. We believe these measures will enhance market understanding of, and confidence in, our Credit Ratings.

The MIS Code largely adopts the provisions of the International Organization of Securities Commissions ("**IOSCO**") in its revised *Code of Conduct Fundamentals for Credit Rating Agencies* issued in 2008³ ("**Revised IOSCO Code**"). The Revised IOSCO Code provides a global framework of principles for credit rating agencies ("**CRAs**") and for disclosure by them of their analytical methodologies, rating procedures and rating performance metrics. MIS endorses the Revised IOSCO Code and is committed to implementing it in our organization to the greatest extent possible through the adoption of our own MIS Code. To maintain global consistency where appropriate, MIS has also adapted the MIS Code to conform to regulation being introduced in G20 jurisdictions.

MIS first adopted a code of professional conduct in June 2005 and has amended it several times to reflect changes in the regulatory environment, feedback we have received from users of our Credit Ratings and/or our own deliberations on how the MIS Code can be enhanced.⁴ In this report, issued pursuant to Provision 4.2 of the MIS Code, we describe (in Section II) the substantive differences between the MIS Code and the Revised IOSCO Code, and how we believe MIS has met the Revised IOSCO Code's objectives notwithstanding those differences. We also discuss (in Section III) how we enforce the MIS Code and make disclosures. Finally, in the Annex, we provide a table of correspondence between the provisions of the MIS Code and the Revised IOSCO Code.

B. Background about MIS

MIS is owned by Moody's Corporation ("**MCO**")⁵, a company listed on the New York Stock Exchange. MIS is the oldest bond rating agency in the world, having introduced bond ratings in 1909. From its inception, MIS has focused on rating debt instruments and today, MIS publishes opinions on a broad range of credit obligors and credit obligations issued in markets around the world, including various corporate and governmental obligations, structured finance securities and commercial paper programs. MIS also publishes investor-oriented credit research, including in-depth research on major debt issuers, industry studies, special comments and credit opinion handbooks.

As of the end of 2014, our Credit Ratings and analysis covered Issuers in more than 130 countries, including approximately 11,000 corporate Issuers and 21,000 public finance Issuers. Additionally, MIS has rated and currently monitors ratings on approximately 72,000 structured finance obligations. As of

1 MIS has country-specific codes in certain jurisdictions where the regulatory frameworks in those jurisdictions require country-specific provisions to be included in a CRA's code of conduct.

2 Capitalized terms used but not defined in this Report have the meanings assigned to them in the MIS Code.

3 MIS expects to make changes to the MIS Code in 2015, based in part upon our review of the revised IOSCO Code of Conduct Fundamental for Credit Rating Agencies ("IOSCO Code") published in March 2015. The 2015 MIS Report on the Code of Professional Conduct will reference the new IOSCO Code.

4 We amended the Code in October 2007, November 2008, August 2010, October 2010, June 2011, December 2013 and November 2014.

5 MCO has two operationally and legally separate subsidiaries, MIS and Moody's Analytics ("**MA**"). MIS is the CRA, while MA brings together all of MCO's other commercial activities.

the end of 2014, MIS employed approximately 5,600 people worldwide, including approximately 2,100 employees within MIS, of whom almost 1,200 are Analysts. We maintain numerous offices around the globe. Members of our analytical teams are situated throughout the world's major financial centers to handle our increasingly global operations and provide the flexibility needed for addressing national or region-specific issues.

MIS's Credit Ratings are our current opinions of the relative future credit risk of entities, credit commitments or debt or debt-like securities. MIS defines credit risk as the risk that an entity may not meet its contractual, financial obligations as they come due and any estimated financial loss in the event of default. Credit Ratings do not address any other risk, including but not limited to liquidity risk, market value risk, or price volatility. Credit Ratings are not statements of current or historical fact. Credit Ratings do not constitute investment or financial advice, and Credit Ratings are not recommendations to purchase, hold or sell particular securities. Credit Ratings do not address the suitability of an investment for any particular investor. Our Credit Ratings are intended for use by financial market professionals. MIS issues its Credit Ratings with the expectation and understanding that each investor will make its own study and evaluation of each security that is under consideration for purchase, holding, or sale.

C. MIS's Implementation of the MIS Code

MIS continually strives to strengthen the quality and integrity of our rating processes, bolster existing measures to manage conflicts of interest, and improve transparency with respect to our Credit Ratings and our rating processes. Among other things, we have revised major policies, committed to review ratings and rating methodologies at least annually, reinforced the operational segregation of credit rating functions from commercial functions, enhanced disclosures associated with credit rating announcements and strengthened internal control functions such as Credit Policy and Compliance.

D. MIS's Adherence to Local Laws

The MIS Code provides that MIS and its Employees will comply with all applicable laws and regulations governing their activities in the jurisdictions in which MIS operates.⁶ There are countries in which MIS's ability to adhere to certain provisions in the Revised IOSCO Code and the MIS Code is limited by national laws and regulations. To the extent that a provision in the MIS Code is inconsistent with applicable laws and regulations in a jurisdiction in which MIS operates, that provision in the MIS Code will not apply in the jurisdiction to the extent of the inconsistency.

E. Changes to the MIS Code

The MIS Code provides a set of defined terms to help users better understand the content of the provisions. These are reviewed and updated and eight material changes or additions were made in the last update as per the table below.

DESCRIPTION OF CHANGE	TEXT OF CHANGE
A new definition of "Rating Personnel" has been included to more accurately describe those persons within MIS who have analytical or Credit Policy responsibilities.	Rating Personnel includes Analysts as well as any other MIS Employees who have an analytical or Credit Policy role involving the development, review or approval of processes, methodologies or models used in providing Rating Services.

⁶ See provision 1.13 of the Code.

DESCRIPTION OF CHANGE	TEXT OF CHANGE
<p>Clarification has been provided within the definition of "Family Member" from the Securities Trading Policy to determine the meaning of "cohabits" within the context of safeguarding confidential information and potential conflicts of interest.</p>	<p>A Family Member is any of the following:</p> <ul style="list-style-type: none"> (i) ... (ii) a person with whom an Employee cohabits (such as a shared living arrangement where the relationship is more than casual), whether or not they share financial responsibilities). This would not include a typical roommate living arrangement.
<p>A new definition of "Unsolicited Credit Ratings" has been added for differences in definitions that apply globally versus those that apply in the EU and Japan respectively.</p>	<p>Unsolicited Credit Ratings</p> <p>Global [except EU and Japan]: Unsolicited Credit Ratings is a Credit Rating which satisfies both of the following two requirements:</p> <ul style="list-style-type: none"> i. it must be initiated by MIS and not requested by the Rated Entity or its Agents; and ii. it must be the first Credit Rating for that Rated Entity. <p>The EU: Unsolicited Credit Ratings are those Credit Ratings not initiated at the request of the Issuer or Rated Entity. This designation applies at the "Credit Rating" level, i.e. it applies at both Rated Entities and issue level.</p> <p>Japan (applicable to both MJKK and MSFJ): Unsolicited Credit Ratings are those Credit Ratings not initiated at the request of the Issuer or Rated Entity. This designation applies at the "Credit Rating" level, i.e. it applies to Issuers, Rated Entities and Debt Ratings. A solicited rating needs to meet the two elements:</p> <ul style="list-style-type: none"> i. has to be issued upon request from the Issuer or Rated Entity; and ii. the request has to remain valid at the time of providing or publishing such rating. <p>The existence of the effective contract agreement is the key to distinguish between "unsolicited" and "solicited."</p>

DESCRIPTION OF CHANGE	TEXT OF CHANGE
<p>A new definition of "Issuer Confidential Information" has been included to more specifically describe the conditions under which MIS will treat Issuer information as confidential and the related limitations on confidentiality.</p>	<p>Issuer Confidential Information is any information received by MIS from an Issuer, its affiliates or its agents in connection with the rating process or in connection with providing Ancillary Services or Other Permissible Services in respect of which MIS has received written notice specifically indicating the proprietary and confidential nature of the information. However, the term "Issuer Confidential Information" shall not include:</p> <ol style="list-style-type: none"> information that is publicly known; information available to MIS on a non-confidential basis prior to disclosure by the Issuer or its agents; information that becomes available to MIS on a non-confidential basis from a third party not reasonably known by MIS to be bound by a confidentiality agreement with the Issuer or otherwise prohibited from making available such information; information developed independently by MIS; information that has been aggregated or transformed in such a way that it is no longer identified as relating to any individual Issuer; or information that is approved for public disclosure in writing by the Issuer, its affiliates or its agents.
<p>A new definition of "Own, Owning and Ownership" has been incorporated from the Securities Trading Policy to describe the methods of ownership within an Employee's securities trading account(s).</p>	<p>The term Own, Owning and Ownership refer to all methods by which an Employee may possess an interest in a Security or an account with a financial services institution, including direct ownership and beneficial ownership (i.e., sole or shared dispositive or voting power over a Security). For the purposes of this Policy, direct ownership includes all Securities held in trust (other than a blind trust) and all Securities held in any individual retirement account (IRA) or 401(k) other than Moody's Profit Participation Investment Plan. For the purposes of this Policy, Employees are deemed to be the beneficial owner of all Securities held by their Family Members.</p>
<p>A new definition of "Rated Entity" has been included to clarify that "Rated Entity" includes an entity seeking a Credit Rating from MIS.</p>	<p>Rated Entity (ies) means any entity rated by MIS or any entity that issues securities rated by MIS or any entity that is seeking a Credit Rating from MIS.</p>
<p>A new definition of "Restricted List" has been included from the Securities Trading Policy to illustrate its scope and where such lists may be found.</p>	<p>Restricted List is a list of Securities by industry, geography or regulation, which an Employee and any Family Members of that Employee may not Own or Trade. All Restricted Lists will be available in the SunGard PTA System.</p>
<p>A new definition of "Trade" has been included from the Securities Trading Policy to provide clarification on the methods of acquiring or divesting securities.</p>	<p>The term Trade (including Trades, Traded and/or Trading) refers to any transaction by which a person acquires or divests himself/herself from an interest or position in a Security, including but not limited to purchases, sales, repurchase agreements, short sales, spread betting (and other forms of gambling on Securities) and entering into derivative transactions, including put options, calls and equity swaps as well as liquidating such derivative positions through purchase, sale or exercise.</p>

II. Differences between the MIS Code and the Revised IOSCO Code

The MIS Code achieves the objectives of the Revised IOSCO Code. We have consistently structured the MIS Code to track the Revised IOSCO Code as closely as practicable, but there are certain differences between the MIS Code and the Revised IOSCO Code. Some of these differences are merely textual, some are different but not substantive, and some are substantive. The substantive differences are intended to describe more fully our rating process, address areas not reflected in the Revised IOSCO Code, or correspond more closely with our business environment and practices. In this section of the report, we explain those differences that might be viewed as substantive.

A. Continuing Education

REVISED IOSCO CODE	MIS CODE
There is no parallel IOSCO Code provision.	1.8 MIS will adopt and maintain an appropriate continuing education program for Analysts. MIS will designate one or more appropriate Employees to implement and oversee the program.

MIS believes in the value of offering ongoing training to its Analysts to help them maintain and enhance their knowledge of matters relevant to credit risk analysis and the Credit Rating process. This includes familiarizing them with emerging credit market issues and helping Analysts remain knowledgeable about MIS's policies, practices and procedures as well as relevant regulatory requirements applicable to CRAs. Although we had already conducted a number of programs in this regard, MIS added Provision 1.8 to the MIS Code in 2008 to enhance our commitment to provide appropriate, continuing education programs for Analysts.

B. Withdrawal of Credit Ratings in Certain Circumstances

REVISED IOSCO CODE	MIS CODE
1.10 Where a CRA makes its ratings available to the public, the CRA should publicly announce if it discontinues rating an issuer or obligation. Where a CRA's ratings are provided only to its subscribers, the CRA should announce to its subscribers if it discontinues rating an issuer or obligation. In both cases, the continuing publications by the CRA of the discontinued rating should indicate the date the rating was last updated and the fact that the rating is no longer being updated.	1.12 MIS will publish a Credit Rating Announcement if it discontinues a public Credit Rating on an Issuer or obligation (except for routine debt maturities, calls, or redemptions) in accordance with MIS's policies and procedures regarding the withdrawal of Credit Ratings.

In certain circumstances, MIS may decide to withdraw a Credit Rating. The "WR" symbol is used to signify that a Credit Rating, either on an obligation, or an Issuer, has been withdrawn.

MIS's *Policy for Withdrawal of Credit Ratings* indicates that, in certain circumstances, MIS generally will not issue a press release announcing that it has withdrawn a Credit Rating. For instance, when a debt instrument matures and all principal and interest has been paid, there is no longer credit risk and no instrument to rate. MIS typically does not issue a press release announcing that it has withdrawn a

Credit Rating in a situation such as this because that event, like others in Provision 1.12, communicates sufficient information to investors about the status of the obligation.

Nevertheless, as indicated above, withdrawn Credit Ratings are identified on MIS's website with the "WR" symbol. Accordingly, MIS believes that the objectives in provision 1.10 of the Revised IOSCO Code are met because of these disclosures on MIS's website.

C. Analyst Look-Back Reviews

REVISED IOSCO CODE	MIS CODE
2.17 A CRA should establish policies and procedures for reviewing the past work of analysts that leave the employ of the CRA and join an issuer the CRA analyst has been involved in rating, or a financial firm with which the CRA analyst has had significant dealings as part of his or her duties at the CRA.	2.17 Where an Analyst or any other Employee who participates in determining or monitoring Credit Ratings leaves the employ of MIS and becomes an employee of a Rated Entity, underwriter, or sponsor of obligations the Analyst or other Employee was involved in rating or of a financial firm with which he or she had dealings as part of his or her duties at MIS, MIS will conduct a look back review of such Analyst's or Employee's work in accordance with applicable law. Where required by law, MIS will report to the regulatory authorities those instances where MIS becomes aware within the time period specified by the relevant regulatory authority, that a former MIS employee obtains employment with such an entity referred to in the preceding sentence in the circumstances described therein after his or her employment with MIS.

Provision 2.17 of MIS's Code was first added in 2008 to align with the Revised IOSCO Code. It was last revised in the MIS Code to conform to MIS's policies, procedures and practices for look-back reviews and to align the section with provisions in the US securities laws and the European Regulation on Credit Rating Agencies. MIS Code Provision 2.17 provides greater detail, noting that MIS conducts look-back reviews for any employee who participates in determining or monitoring credit ratings and becomes an employee of an Issuer, underwriter or sponsor. It also describes the circumstances in which MIS will report certain information on situations that fall within the MIS Code provision to relevant regulatory authorities.

D. Information Disclosure by Structured Finance Issuers

REVISED IOSCO CODE	MIS CODE
2.8c CRAs as an industry should encourage structured finance issuers and originators of structured finance products to publicly disclose all relevant information regarding these products so that investors and other CRAs can conduct their own analyses independently of the CRA contracted by the issuers and/or originators to provide a rating. CRAs should publicly disclose in their rating announcements whether the issuer of a structured finance product has informed it that it is publicly disclosing all relevant information about the product being rated or if the information remains non-public.	3.3 MIS will encourage structured finance Issuers and originators of structured finance products to publicly disclose all relevant information regarding these products.

MIS has been concerned about rating shopping for many years. Rating shopping stems from Issuers' exclusive control over the dissemination of the information needed to analyze an obligation. MIS believes that rating shopping is a harmful practice that can exacerbate the potential conflicts that credit rating agencies face as a result of being paid to provide credit ratings. Accordingly, insofar as we are able, we encourage Issuers to disclose the information relevant to investment decisions publicly, and therefore believe we have captured the substance of Provision 2.8c of the Revised IOSCO Code in Provision 3.3 of the MIS Code, which was added in 2008.

E. Rating Appeal Process

REVISED IOSCO CODE	MIS CODE
There is no parallel IOSCO Code provision.	3.9 Where not precluded by specific circumstances, MIS will allow the Issuer a brief period of time, which may vary depending on the circumstances, to notify MIS of the Issuer's desire to appeal the Credit Rating decision. Appeals should be based on new or additional information that was not available or considered by the rating committee.

Provision 3.9 of the MIS Code explains our process for considering an "appeal" of a Credit Rating decision on an existing, published Credit Rating. An appeal is not intended to enable an Issuer with an existing, published Credit Rating who is dissatisfied with the outcome of a review of that Credit Rating to delay publication of the new Credit Rating. Rather, it is typically available to an Issuer who provides new or additional information that was not previously available or considered by the rating committee and that MIS believes is relevant to its credit analysis. Appeals by Issuers simply because they do not agree with a Credit Rating are not accepted. MIS believes that the appeal process, and our description of that process in the MIS Code, enhances transparency of our Credit Rating policies and our ability to provide timely and well-informed Credit Ratings.

F. Historical Ratings Performance Information

REVISED IOSCO CODE	MIS CODE
<p>3.8 In order to promote transparency and to enable the market to best judge the performance of the ratings, the CRA, where possible, should publish sufficient information about the historical default rates of the CRA rating categories and whether the default rates of these categories have changed over time, so that interested parties can understand the historical performance of each category and if and how rating categories have changed, and be able to draw quality comparisons among ratings given by different CRAs. If the nature of the rating or other circumstances makes a historical default rate inappropriate, statistically invalid, or otherwise likely to mislead the users of the rating, the CRA should explain this. This information should include verifiable, quantifiable historical information about the performance of its rating opinions, organized and structured, and, where possible, standardized in such a way as to assist investors in drawing performance comparisons between different CRAs.</p>	<p>3.10 In order to promote transparency and to enable the market to best judge the aggregate performance of Credit Ratings on debt instruments, where possible, MIS will publish sufficient information about its historical default rates by rating category, the transitions between rating categories, and periodic performance metrics so that financial market professionals can understand the historical performance of securities assigned to different rating categories. Where feasible, this information will include verifiable, quantifiable historical information about the performance of its rating opinions, organized and structured and, where possible, standardized in such a way to assist financial professionals in drawing performance comparisons between credit rating agencies.</p> <p>Upon request, MIS will provide Credit Ratings data to regulatory authorities to allow those authorities to conduct their own evaluation of Credit Ratings performance.</p>

Provision 3.8 of the Revised IOSCO Code provides that CRAs should publish verifiable, quantifiable historical information about the performance of their rating opinions and, where possible, standardize this information in a way that will assist interested parties in drawing performance comparisons between CRAs. Although MIS acknowledges the importance of such publications, and has had provisions similar to the first paragraph of Provision 3.10 since our June 2005 Code, MIS can only commit to do what is feasible. For example, it would not be feasible to produce certain types of ratings performance statistics if MIS has only a small number of outstanding ratings in a given sector, asset class or region because the performance data might not be statistically significant. Likewise, it would not be feasible to publish, for example, ten-year default rate studies if a majority of the ratings have been outstanding for less than ten years. In addition, it should be noted that our Credit Ratings measure different metrics than those of our competitors, and, accordingly, the standardization of certain performance metrics across CRAs might not be meaningful as a result.

The last sentence of Provision 3.10 of MIS's Code, which has no counterpart in the Revised IOSCO Code, states that MIS will provide Credit Ratings data to regulatory authorities to allow those authorities to conduct their own evaluation of Credit Ratings performance. This reflects a commitment MIS made to facilitate regulatory review of ratings performance.

G. Unsolicited Credit Ratings and Non-Participating Credit Ratings

REVISED IOSCO CODE	MIS CODE
3.9 For each rating, the CRA should disclose whether the issuer participated in the rating process. Each rating not initiated at the request of the issuer should be identified as such. A CRA should also disclose its policies and procedures regarding unsolicited ratings.	3.11 In order to promote transparency regarding the nature of MIS's interactions with Issuers, and in accordance with MIS's Policy for Designating Non-Participating Rated Entities, MIS will publicly designate and disclose the names of Rated Entities that decline to participate in the rating process.
	3.12 As a publisher of opinions about credit, MIS reserves the right at any time to issue Unsolicited Credit Ratings if MIS believes: (i) there is a meaningful credit market or investor interest served by the publication of such a rating; and (ii) it has sufficient information to support adequate analysis and, if applicable, ongoing monitoring. In accordance with MIS's policies on designating unsolicited credit ratings, when a Credit Rating is an Unsolicited Credit Rating, MIS will not seek or accept remuneration for its analytical services from the Issuer for at least one year after the publication of such Credit Rating.

MIS believes that all of our Credit Ratings provide comparable informational value because we will assign a Credit Rating only when we believe we have sufficient information to form a useful conclusion. We recognize, however, that market participants have shown an interest in understanding which Credit Ratings are assigned without the Issuer's participation in the rating process.

MIS's Code includes separate provisions related to Non-Participating Credit Ratings and Unsolicited Credit Ratings, which have remained substantively the same since the inception of our Code, and in each case we implemented and published a policy that set out our disclosure standards. The current versions of these policies can be found on moodys.com. We believe that these policies and disclosure practices address the disclosure objectives stated in Provision 3.9 of the Revised IOSCO Code.

H. Separation of Research Sales Staff from the Ratings/Research Process

REVISED IOSCO CODE	MIS CODE
There is no parallel IOSCO Code provision.	3.14 As a publisher of credit research related to its Credit Ratings, MIS will seek to provide clear, accurate, transparent and high quality research about Rated Entities and Issuers. Research sales shall be separated from the research and rating process in ways that help to protect the latter activities from improper conflicts of interest. As provided elsewhere in this section, Issuer Confidential Information and non-public information about MIS's future rating actions may not be selectively disclosed to research subscribers or others.

Provision 3.14 has remained substantively the same since the 2005 MIS Code, because in addition to our publicly available Credit Ratings we provide subscription-based credit research products as a part of our Credit Rating activities. Our credit research publications are largely developed by our Analysts as an extension of the Credit Rating analytical process and they provide more information about a particular industry or asset class, and, in some cases, the activities of a particular Issuer. As such, they constitute “Credit Rating Services” since they are derived from the Credit Rating process. However, we believe that individuals responsible for the sale of these products to our subscribers should be separate from our Analysts in order to promote Analyst independence and prevent potential conflicts of interest that might otherwise arise. Accordingly, the marketing and sale of MIS’s credit research products are conducted by MA, a legally and operationally separate company.

I. Treatment of Confidential Information

REVISED IOSCO CODE	MIS CODE
3.11 A CRA should adopt procedures and mechanisms to protect the confidential nature of information shared with them by issuers under the terms of a confidentiality agreement or otherwise under a mutual understanding that the information is shared confidentially. Unless otherwise permitted by the confidentiality agreement and consistent with applicable laws or regulations, the CRA and its employees should not disclose confidential information in press releases, through research conferences, to future employers, or in conversations with investors, other issuers, other persons, or otherwise.	3.15 MIS and its Employees will: 3.15.1 Preserve the confidentiality of Issuer Confidential Information communicated to them by an Issuer or its agent; and 3.15.2 Unless they have received permission from the Issuer, its affiliates or its designated agents, refrain from publicly disclosing Issuer Confidential Information in Credit Rating Announcements, or through research, conferences, or conversations with investors, other Issuers, or any other persons. 3.15.3 Notwithstanding the foregoing, MIS shall not be restricted from: (a) publishing any Credit Rating or other opinion regarding a particular security or transaction which incorporates Issuer Confidential Information, as long as: (i) the Issuer Confidential Information is not specifically disclosed, and (ii) the disclosure is made publicly so that the opinion is available to investors generally; (b) using third party contractors or agents bound by appropriate confidentiality obligations to assist in any aspect of the ratings process or related business activities; (c) disclosing information as required by any applicable law, rule, or regulation, or at the request of any governmental agency or authority; or (d) disclosing information to third parties with an independent legal right to receive it.

MIS included a provision similar to Revised IOSCO Code Provision 3.11 in the 2005 MIS Code and has subsequently updated it, most recently in 2010. Although MIS agrees with the need to protect Issuer Confidential Information, it would be inappropriate for MIS to prohibit disclosure without exception. For example, there are situations in which MIS makes disclosures to third party contractors who assist MIS in the process of developing or disseminating Credit Ratings. In addition, when MIS is required, pursuant to law, regulation, governmental request or subpoena to share Issuer Confidential Information, MIS is not in a position to refuse to do so. In those circumstances, however, MIS takes all precautions that it deems necessary and appropriate to limit the scope of the disclosure that is compelled.

J. Confidentiality of Rating Committee Composition and Deliberations

REVISED IOSCO CODE	MIS CODE
There is no parallel IOSCO Code provision.	3.23 Except as required under any applicable law, rule, regulation or at the proper request of any governmental agency or authority, MIS's internal deliberations and the identities of persons who participated in a rating committee will be kept strictly confidential and will not be disclosed to persons outside MIS except on a "need- to-know" basis and where such persons are bound by appropriate confidentiality provisions.

MIS's Credit Ratings are not the opinions of any individual Employee, but rather the opinion of MIS. In every Credit Rating Announcement, MIS includes the name of the Lead Analyst and the Managing Director participating in the rating committee. However, MIS views it as inappropriate to disclose the names of other MIS Employees involved in rating committees, since such disclosure might undermine the perception that the Credit Rating is the opinion of MIS, rather than the opinion of any particular individual or collection of individuals.

In addition, preventing the disclosure of the names of members of rating committees protects those members from the possibility that Issuers, investors, their agents or other third parties might make efforts to lobby or otherwise influence the way those individuals might vote at a future rating committee. This provision, in its existing form, was adopted in 2010.

K. Requirements to Report Potential Violations of Laws by Issuers

REVISED IOSCO CODE	MIS CODE
There is no parallel IOSCO Code provision.	3.24 MIS may be required to refer to appropriate law enforcement or regulatory authorities any information that MIS has received from a third party and finds credible that alleges that an Issuer of securities rated by MIS has committed or is committing a violation of law that has not been adjudicated by the relevant court. MIS is not required to verify the accuracy of the information alleging the material violation of law.

Provision 3.24 was added to the MIS Code in 2010 for greater transparency, specifically to explain that MIS may have legal obligations to report possible violations of laws by issuers.

L. Implementation of Subjective Standards

REVISED IOSCO CODE	MIS CODE
There is no parallel IOSCO Code provision.	4.3 With respect to the subjective standards that are incorporated in this Code, MIS will use its good faith efforts in implementing such standards.

The Revised IOSCO Code and MIS's Code include provisions that set subjective standards for conduct. For example, provision 1.4 of the Revised IOSCO Code states that "ratings should reflect all information known, and believed to be relevant, to the CRA" (emphasis added). Provision 1.4 of our Code contains similar language. The underlined language sets a subjective, rather than an objective, standard. MIS believes it would be inappropriate to assess implementation of a subjective standard against an objective or absolute standard and, accordingly, provision 3.24 of our Code (which was introduced into the 2005 Code) clarifies for market participants the standard of behavior (*i.e.*, good faith efforts) that MIS intends to apply in implementing such provisions.

III. Enforcement and Disclosure of the Code and Communication with Market Participants

MIS discloses on moodys.com the MIS Code and our reports on the MIS Code.⁷ The MIS Code is accessible from our homepage via the dropdown menu for Research and Ratings. Our reports on the MIS Code are set out in the “Policies” section of our Regulatory Affairs homepage, which is accessible via the Regulatory Affairs link on moodys.com. MIS intends to continue publishing a regular report discussing: (i) substantive changes to the MIS Code, if any; and (ii) any substantive deviations between the MIS Code and the Revised IOSCO Code.⁸

The MIS Code is available to all MIS employees on our internal and external websites and we have established a training program to communicate the details and objectives of the Code to Analysts worldwide.

MIS welcomes feedback on the Code from our employees as well as the public. We have established an email address (MISCodeofConduct-Comments@moodys.com) on our external website, accessible from the homepage via the dropdown menus for Research and Ratings - Code of Professional Conduct, to which questions and comments on the Code can be sent.

MIS Management is responsible for implementing and enforcing the MIS Code. Subject to applicable law and applicable employment agreements, Employees who violate the MIS Code or other MIS or MCO policies may be subject to discipline, up to and including termination. On an annual basis, the Compliance Department will review and assess the efficiency of such implementation and enforcement.⁹

⁷ See Provision 4.4 of the Code.

⁸ See Provision 4.2 of the Code.

⁹ See Provision 4.1 of the Code.

Annex: Table of Correspondence between the MIS Code and Revised IOSCO Code Provisions

REVISED IOSCO CODE PROVISION	MIS CODE PROVISION	REVISED IOSCO CODE PROVISION	MIS CODE PROVISION	REVISED IOSCO CODE PROVISION	MIS CODE PROVISION
1.1	--	2.1	2.1	3.1	3.1
1.2	1.1, 1.2	2.2	2.2	3.2	3.2, 3.4, 3.5
1.3	1.3	2.3	2.3	3.3	3.6
1.4	1.4	2.4	2.4	3.4	3.4
1.5	1.5	2.5	2.5	3.5	3.7
1.6	1.6	2.6	2.6	3.5a	3.7 (a)
1.7	1.7	2.7	2.7	3.5b	3.7 (b)
1.7-1	1.7.1	2.8	2.8	3.5c	3.7 (c)
1.7-2	1.7.2	2.8a	2.8 (a)	3.6	3.6
1.7-3	1.7, 1.7.3	2.8b	2.8 (b)	3.7	3.8
--	1.8	2.8c	3.3	--	3.9
1.8	1.9	2.9	2.9	3.8	3.10
1.9	1.10	2.10	2.10	3.9	3.11, 3.12
1.9-1	1.11	2.11	2.11	3.10	3.13
1.10	1.12	2.11a	2.11 (a)	--	3.14
1.11	1.13	2.11b	2.11 (b)	3.11	3.15
1.12	1.14	2.12	2.12	3.12	3.16
1.13	1.15	2.13a	2.13 (a)	3.13	3.17
1.14	1.16	2.13b	2.13 (b)	3.14	3.18
1.14-1	1.17	2.13c	2.13 (c)	3.15	3.19
1.15	4.5	2.13d	2.13 (d)	3.16	3.20
1.16	1.18, 1.19	2.13e	2.13 (e)	3.17	3.21
--	1.20	2.14	2.14	3.18	3.22
		2.15	2.15	--	3.23
		2.16	2.16	--	3.24
		2.17	2.17	4.1	4.1, 4.2
				4.2	--
				--	4.3
				4.3	4.4
				--	4.6

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