

Policy Regarding SEC Rule 17g-5(a)(3)

Issued by: MIS Compliance Department

Applicable to: All MIS Employees

Effective Date: August 5, 2019

POLICY

SEC Rule 17g-5(a)(3) was established to require the disclosure of information used to rate a 17g-5 SFI to non-hired NRSROs, potentially facilitating the ability to issue unsolicited ratings on such instruments. To address these requirements in connection with the rating of a 17g-5 SFI MIS will:

- (A) maintain a website (“MIS Website”) listing each 17g-5 SFI for which MIS is in the process of determining an initial Credit Rating and will maintain this listing in compliance with applicable rules and regulations;
- (B) obtain from the Arranger of a 17g-5 SFI to be rated by MIS a written representation that MIS has determined it can reasonably rely upon that the Arranger Group will (1) maintain a password-protected website that is in compliance with applicable rules and regulations; (2) post all information to the website at the same time the information is provided to MIS; and (3) provide access to the website to any NRSRO that provides a certification described in SEC Rule 17g-5(e); and
- (C) implement necessary procedures to comply with SEC Rule 17g-5(a)(3). Among other things, such procedures will address:
 - i. processing a request for Credit Rating and other analytical review in connection with 17g-5 SFIs;
 - ii. the information exchange during the rating and monitoring processes;
 - iii. reasonable reliance on the representations of an Arranger; and
 - iv. the maintenance of the MIS Website.

DEFINED TERMS

17g-5 SFI

An SFI that is subject to SEC Rule 17g-5(a)(3).

Ancillary Services

Ancillary Services are those products and services that are not Credit Rating Services and which may include market forecasts, estimates of economic trends, pricing analysis or other general data analysis as well as related distribution services.

Arranger

The Arranger is the issuer, sponsor or underwriter making the representations required to be obtained by MIS for transactions subject to SEC Rule 17g-5(a)(3).

Arranger Group

The Arranger Group is the Arranger and any third party with which the Arranger contracted to provide information to MIS, for the purpose of determining the initial credit rating or undertaking credit rating surveillance of the 17g-5 SFI.

Arranger Website

The password protected internet website where the Arranger of a 17g-5 SFI represents that it makes all of the information it provides to the hired NRSRO for the purposes of determining the initial credit rating or undertaking credit rating surveillance of the 17g-5 SFI available to any other NRSRO that provides the certification required under SEC Rule 17g-5(e).

Credit Rating

A Credit Rating is an opinion from MIS regarding the creditworthiness of an entity, a debt or financial obligation, debt security, preferred share or other financial instrument, or of an issuer of such a debt or financial obligation, debt security, preferred share or other financial instrument, issued using an established and defined ranking system of rating categories.

Moody's Investors Services, Inc. (MIS)

MIS refers to Moody's Investors Service, Inc. and its affiliates that issue Ratings under the "Moody's Investors Service" brand name.

MIS Employee

The term MIS Employee means any full-time or part-time employee of MIS.

MIS Website

The password-protected internet website on which MIS maintains a list of each 17g-5 SFI for which it is currently in the process of determining an initial credit rating in chronological order and identifying the type of SFI, the name of the issuer, the date the rating process was initiated, and the URL of the Arranger Website. MIS must provide free and unlimited access to such password-protected internet website during the applicable calendar year to any NRSRO that provides MIS with a copy of the SEC Rule 17g-5(e) certification that covers that calendar year.

NRSRO

NRSRO refers to a nationally recognized statistical rating organization, as such term is defined in the U.S. Securities Exchange Act of 1934.

Other Permissible Services

Other Permissible Services are those products and services identified in MIS's Rating Symbols and Definitions, which are not Credit Rating Services or Ancillary Services.

Structure Finance Instrument (SFI)

An SFI is a financial instrument with a rating that carries the (sf) designator, as described in Moody's Rating Symbols and Definitions.

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