

## FORM NRSRO

OMB APPROVAL
OMB Number: 3235-0625
Expires: November 30, 2017
Estimated average burden hours per response: 36

# APPLICATION FOR REGISTRATION AS A NATIONALLY RECOGNIZED STATISTICAL RATING ORGANIZATION (NRSRO)

SEC 1541 (1-15)

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**APPLICATION FOR REGISTRATION AS A  
NATIONALLY RECOGNIZED  
STATISTICAL RATING ORGANIZATION (NRSRO)**

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|---|--|
| <input type="checkbox"/> INITIAL APPLICATION  | <input checked="" type="checkbox"/> ANNUAL CERTIFICATION                                   |
| <input type="checkbox"/> APPLICATION TO ADD CLASS<br>OF CREDIT RATINGS                          | <input type="checkbox"/> UPDATE OF REGISTRATION<br>Items and/or Exhibits Amended:<br>_____ |
| <input type="checkbox"/> APPLICATION SUPPLEMENT<br>Items and/or Exhibits Supplemented:<br>_____ | <input type="checkbox"/> WITHDRAWAL FROM REGISTRATION                                      |

**Important: Refer to Form NRSRO Instructions for General Instructions, Item-by-Item Instructions, an Explanation of Terms, and the Disclosure Reporting Page (NRSRO). "You" and "your" mean the person filing or furnishing, as applicable, this Form NRSRO. "Applicant" and "NRSRO" mean the person filing or furnishing, as applicable, this Form NRSRO and any credit rating affiliate identified in Item 3.**

**1. A. Your full name:**

Morningstar Credit Ratings, LLC

**B. (i) Name under which your credit rating business is primarily conducted, if different from Item 1A:**

N/A

**(ii) Any other name under which your credit rating business is conducted and where it is used (other than the name of a credit rating affiliate identified in Item 3):**

Realpoint (prior to June 10, 2011)

**C. Address of your principal office (do not use a P.O. Box):**

<u>4 World Trade Center</u>	<u>New York</u>	<u>New York</u>	<u>10007</u>
<small>(Number and Street)</small>	<small>(City)</small>	<small>(State/Country)</small>	<small>(Zip/Postal Code)</small>

**D. Mailing address, if different:**

N/A

<u></u>	<u></u>	<u></u>	<u></u>
<small>(Number and Street)</small>	<small>(City)</small>	<small>(State/Country)</small>	<small>(Zip/Postal Code)</small>

**E. Contact person (See Instructions):**

<u>Vickie Tillman</u>	<u>President</u>
<small>(Name and Title)</small>	

<u>4 World Trade Center</u>	<u>New York</u>	<u>New York</u>	<u>10007</u>
<small>(Number and Street)</small>	<small>(City)</small>	<small>(State/Country)</small>	<small>(Zip/Postal Code)</small>

**CERTIFICATION:**

The undersigned has executed this Form NRSRO on behalf of, and on the authority of, the Applicant/NRSRO. The undersigned, on behalf of the Applicant/NRSRO, represents that the information and statements contained in this Form, including Exhibits and attachments, all of which are part of this Form, are accurate in all significant respects. If

this is an ANNUAL CERTIFICATION, the undersigned, on behalf of the NRSRO, represents that the NRSRO's application on Form NRSRO, as amended, is accurate in all significant respects.

3/22/2017

(Date)

Morningstar Credit Ratings, LLC

(Name of the Applicant/NRSRO)

By:

(Signature)

Vickie Tillman, President

(Print Name and Title)

2. A. Your legal status:

☐ Corporation ☒ Limited Liability Company ☐ Partnership ☐ Other (specify) \_\_\_\_\_

B. Month and day of your fiscal year end: 12/31

C. Place and date of your formation (i.e., state or country where you were incorporated, where your partnership agreement was filed, or where you otherwise were formed):

State/Country of formation: Pennsylvania

Date of formation: 8/9/07

3. Your credit rating affiliates (See Instructions):

N/A

(Name) (Address)

(Name) (Address)

(Name) (Address)

(Name) (Address)

(Name) (Address)

4. The designated compliance officer of the Applicant/NRSRO (See Instructions):

Michael Brawer

(Name and Title)

4 World Trade Center

New York

New York

10007

(Number and Street)

(City)

(State/Country)

(Postal Code)

5. Describe in detail how this Form NRSRO and Exhibits 1 through 9 to this Form NRSRO will be made publicly and freely available on an easily accessible portion of the corporate Internet website of the Applicant/NRSRO (See Instructions):

This Form NRSRO and Exhibits 1 through 9 are made public and are freely available on Morningstar Credit Ratings' website (www.morningstarcreditratings.com) under the Regulatory Affairs tab.

6. COMPLETE ITEM 6 ONLY IF THIS IS AN INITIAL APPLICATION, APPLICATION SUPPLEMENT, OR APPLICATION TO ADD A CLASS OF CREDIT RATINGS.

- A. Indicate below the classes of credit ratings for which the Applicant/NRSRO is applying to be registered. For each class, indicate the approximate number of obligors, securities, and money market instruments in that class as of the date of this application for which the Applicant/NRSRO has an outstanding credit rating and the approximate date the Applicant/NRSRO began issuing credit ratings as a "credit rating agency" in that class on a continuous basis through the present (See Instructions):

Class of credit ratings	Applying for registration	Approximate number currently outstanding	Approximate date issuance commenced
financial institutions as that term is defined in section 3(a)(46) of the Exchange Act (15 U.S.C. 78c(a)(46)), brokers as that term is defined in section 3(a)(4) of the Exchange Act (15 U.S.C. 78c(a)(4)), and dealers as that term is defined in section 3(a)(5) of the Exchange Act (15 U.S.C. 78c(a)(5))	<input type="checkbox"/>		
insurance companies as that term is defined in section 3(a)(19) of the Exchange Act (15 U.S.C. 78c(a)(19))	<input type="checkbox"/>		
corporate issuers	<input type="checkbox"/>		
issuers of asset-backed securities as that term is defined in 17 CFR 229.1101(c)	<input type="checkbox"/>		
issuers of government securities as that term is defined in section 3(a)(42) of the Exchange Act (15 U.S.C. 78c(a)(42)), municipal securities as that term is defined in section 3(a)(29) of the Exchange Act (15 U.S.C. 78c(a)(29)), and foreign government securities	<input type="checkbox"/>		

B. Briefly describe how the Applicant/NRSRO makes the credit ratings in the classes indicated in Item 6A readily accessible for free or for a reasonable fee (See Instructions):

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C. Check the applicable box and attach certifications from qualified institutional buyers, if required (See Instructions):

- ☐ The Applicant/NRSRO is attaching \_\_\_\_\_certifications from qualified institutional buyers to this application. Each is marked "Certification from Qualified Institutional Buyer."
- ☐ The Applicant/NRSRO is exempt from the requirement to file certifications from qualified institutional buyers pursuant to section 15E(a)(1)(D) of the Exchange Act.

**Note:** You are not required to make a Certification from a Qualified Institutional Buyer filed with this Form NRSRO publicly available on your corporate Internet website pursuant to Exchange Act Rule 17g-1(i). You may request that the Commission keep these certifications confidential by marking each page "Confidential Treatment" and complying with Commission rules governing confidential treatment. The Commission will keep the certifications confidential upon request to the extent permitted by law.

**7. DO NOT COMPLETE ITEM 7 IF THIS IS AN INITIAL APPLICATION.**

- A. Indicate below the classes of credit ratings for which the NRSRO is currently registered. For each class, indicate the approximate number of obligors, securities, and money market instruments in that class for which the NRSRO had an outstanding credit rating as of the most recent calendar year end and the approximate date the NRSRO began issuing credit ratings as a "credit rating agency" in that class on a continuous basis through the present (See Instructions):

Class of credit rating	Currently registered	Approximate number outstanding as of the most recent calendar year end	Approximate date issuance commenced
financial institutions as that term is defined in section 3(a)(46) of the Exchange Act (15 U.S.C. 78c(a)(46)), brokers as that term is defined in section 3(a)(4) of the Exchange Act (15 U.S.C. 78c(a)(4)), and dealers as that term is defined in section 3(a)(5) of the Exchange Act (15 U.S.C. 78c(a)(5))	<input checked="" type="checkbox"/>	35*	2010
insurance companies as that term is defined in section 3(a)(19) of the Exchange Act (15 U.S.C. 78c(a)(19))	<input type="checkbox"/>		
corporate issuers	<input checked="" type="checkbox"/>	308*	2009
issuers of asset-backed securities as that term is defined in 17 CFR 229.1101(c)	<input checked="" type="checkbox"/>	3,591	2001
issuers of government securities as that term is defined in section 3(a)(42) of the Act (15 U.S.C. 78c(a)(42)), municipal securities as that term is defined in section 3(a)(29) of the Exchange Act (15 U.S.C. 78c(a)(29)), and foreign government securities	<input type="checkbox"/>		

- B. Briefly describe how the NRSRO makes the credit ratings in the classes indicated in Item 7A readily accessible for free or for a reasonable fee (See Instructions):

The credit ratings for the above asset class are readily accessible for free  
on Morningstar Credit Ratings' website ([www.morningstarcreditratings.com](http://www.morningstarcreditratings.com))  
under the Ratings/Surveillance tab.

8. Answer each question. Provide information that relates to a "Yes" answer on a Disclosure Reporting Page (NRSRO) and submit the Disclosure Reporting Page with this Form NRSRO (See Instructions). You are not required to make any disclosure reporting pages submitted with this Form publicly available on your corporate Internet website pursuant to Exchange Act Rule 17g-1(i). You may request that the Commission keep any disclosure reporting pages confidential by marking each page "Confidential Treatment" and complying with Commission rules governing confidential treatment. The Commission will keep the disclosure reporting pages confidential upon request to the extent permitted by law.

\* Please note that the ratings listed herein were originally rated by Morningstar, Inc.'s Corporate Credit Research Group ("CCRG"). Morningstar, Inc. transitioned CCRG, and its credit ratings, to MCR on August 24, 2016. Such credit ratings are now considered ratings of MCR.

	YES	NO
<b>A.</b> Has the Applicant/NRSRO or any person within the Applicant/NRSRO committed or omitted any act, or been subject to an order or finding, enumerated in subparagraphs (A), (D), (E), (G), or (H) of section 15(b)(4) of the Securities Exchange Act of 1934, been convicted of any offense specified in section 15(b)(4)(B) of the Securities Exchange Act of 1934, or been enjoined from any action, conduct, or practice specified in section 15(b)(4)(C) of the Securities Exchange Act of 1934 in the ten years preceding the date of the initial application of the Applicant/NRSRO for registration as an NRSRO or at any time thereafter?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<b>B.</b> Has the Applicant/NRSRO or any person within the Applicant/NRSRO been convicted of any crime that is punishable by imprisonment for 1 or more years, and that is not described in section 15(b)(4) of the Securities Exchange Act of 1934, or been convicted of a substantially equivalent crime by a foreign court of competent jurisdiction in the ten years preceding the date of the initial application of the Applicant/NRSRO for registration as an NRSRO or at any time thereafter?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<b>C.</b> Is any person within the Applicant/NRSRO subject to any order of the Commission barring or suspending the right of the person to be associated with an NRSRO?	<input type="checkbox"/>	<input checked="" type="checkbox"/>

**9. Exhibits (See Instructions).**

<b>Exhibit 1.</b> Credit ratings performance measurement statistics. <input checked="" type="checkbox"/> Exhibit 1 is attached and made a part of this Form NRSRO.
<b>Exhibit 2.</b> A description of the procedures and methodologies used in determining credit ratings. <input checked="" type="checkbox"/> Exhibit 2 is attached and made a part of Form NRSRO.
<b>Exhibit 3.</b> Policies or procedures adopted and implemented to prevent the misuse of material, nonpublic information. <input checked="" type="checkbox"/> Exhibit 3 is attached and made a part of this Form NRSRO.
<b>Exhibit 4.</b> Organizational structure. <input checked="" type="checkbox"/> Exhibit 4 is attached to and made a part of this Form NRSRO.
<b>Exhibit 5.</b> The code of ethics or a statement of the reasons why a code of ethics is not in effect. <input checked="" type="checkbox"/> Exhibit 5 is attached to and made a part of this Form NRSRO.
<b>Exhibit 6.</b> Identification of conflicts of interests relating to the issuance of credit ratings. <input checked="" type="checkbox"/> Exhibit 6 is attached to and made a part of this Form NRSRO.
<b>Exhibit 7.</b> Policies and procedures to address and manage conflicts of interest. <input checked="" type="checkbox"/> Exhibit 7 is attached to and made a part of this Form NRSRO.

**Exhibit 8.** Certain information regarding the credit rating agency's credit analysts and credit analyst supervisors.

☒ Exhibit 8 is attached to and made a part of this Form NRSRO.

**Exhibit 9.** Certain information regarding the credit rating agency's designated compliance officer.

☒ Exhibit 9 is attached to and made a part of this Form NRSRO.

**Exhibit 10.** A list of the largest users of credit rating services by the amount of net revenue earned from the user during the fiscal year ending immediately before the date of the initial application.

☒ Exhibit 10 is attached to and made a part of this Form NRSRO.

**Note:** You are not required to make this Exhibit publicly available on your corporate Internet website pursuant to Exchange Act Rule 17g-1(i). You may request that the Commission keep this Exhibit confidential by marking each page "Confidential Treatment" and complying with Commission rules governing confidential treatment. The Commission will keep the information and documents in the Exhibit confidential upon request to the extent permitted by law.

**Exhibit 11.** Audited financial statements for each of the three fiscal or calendar years ending immediately before the date of the initial application.

☒ Exhibit 11 is attached to and made a part of this Form NRSRO.

**Note:** You are not required to make this Exhibit publicly available on your corporate Internet website pursuant to Exchange Act Rule 17g-1(i). You may request that the Commission keep this Exhibit confidential by marking each page "Confidential Treatment" and complying with Commission rules governing confidential treatment. The Commission will keep the information and documents in the Exhibit confidential upon request to the extent permitted by law.

**Exhibit 12.** Information regarding revenues for the fiscal or calendar year ending immediately before the date of the initial application.

☒ Exhibit 12 is attached to and made a part of this Form NRSRO.

**Note:** You are not required to make this Exhibit publicly available on your corporate Internet website pursuant to Exchange Act Rule 17g-1(i). You may request that the Commission keep this Exhibit confidential by marking each page "Confidential Treatment" and complying with Commission rules governing confidential treatment. The Commission will keep the information and documents in the Exhibit confidential upon request to the extent permitted by law.

**Exhibit 13.** The total and median annual compensation of credit analysts.

☒ Exhibit 13 is attached and made a part of this Form NRSRO.

**Note:** You are not required to make this Exhibit publicly available on your corporate Internet website pursuant to Exchange Act Rule 17g-1(i). You may request that the Commission keep this Exhibit confidential by marking each page "Confidential Treatment" and complying with Commission rules governing confidential treatment. The Commission will keep the information and documents in the Exhibit confidential upon request to the extent permitted by law.

**List of all Material Changes in the application for  
Registration of the NRSRO that occurred for the Calendar Year 2016**

**Morningstar Credit Ratings, LLC (“MCR”)**

This list does not include items that are updated each year in connection with the annual Form NRSRO submission.

<b>Amendment Date</b>	<b>Material Change</b>
2/9/2016	Exhibits 9 and 4 were updated to reflect the change in the DCO to Scott Schilling which became effective 2/5/2016.
6/13/2016	Exhibit 2 was updated to reflect changes to the General Description of the Credit Rating Process that primarily consisted of changes to both the Credit Rating Decision and Withdrawal of Credit Rating sections which were expanded to include new rating announcement related requirements.
7/18/2016	Exhibits 2, 5, and 7 were updated to address SEC recommendations. Exhibit 4 was also updated to reflect an organizational change.
8/22/2016	Exhibits 9 and 4 were updated to reflect the change in the DCO to Michael Brawer which became effective 8/8/2016.
9/6/2016	Form NRSRO was amended to reflect the addition of Corporate and Financial Institution asset classes. Exhibits 2, 3, 5, and 7 were amended to reflect updates to the Code of Conduct, Code of Ethics, Confidential Information and Analytical Firewall, General Description of Credit Ratings for the addition of these asset classes. In addition, where applicable updates were made to reflect removal of ratings outlook for Structured Finance.
10/10/2016	Exhibit 7 was updated to reflect changes to the Logging Inquires from Users of Credit Ratings procedure made to ensure full applicability for both Structured Finance and Corporate groups. The Treatment of Tips Alleging Material Violations of the Law policy was also updated.
12/1/2016	Exhibits 5 and 7 were amended to reflect updates to the Look-Back Reviews, Code of Conduct, and Code of Ethics. The Look-Back policy updates primarily consisted of changes to reflect SEC guidance mandating the time period a look-back should cover. Code of Conduct was updated to clarify requirements in cases where an analytical employee has an immediate family member working for a rated entity. Code of Ethics was updated to include restricted lists for personal holdings, sector fund restrictions, and stock grant reporting requirements. The Gifts section was also updated to incorporate requirements from the US Foreign Corrupt Practices Act.