

## FORM NRSRO

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# 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)**

- |   |  |
|---|--|
| <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:

Japan Credit Rating Agency, Ltd.

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

JCR

**(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):

None

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

<u>5-15-8</u>	<u>Ginza, Chuo-ku, Tokyo</u>	<u>JAPAN</u>	<u>104-0061</u>
<small>(Number and Street)</small>	<small>(City)</small>	<small>(State/Country)</small>	<small>(Zip/Postal Code)</small>

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

None

<u>None</u>			
<small>(Number and Street)</small>	<small>(City)</small>	<small>(State/Country)</small>	<small>(Zip/Postal Code)</small>

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

<u>Atsuko Kajiwara</u>	<u>Division Manager, Compliance Management Division</u>
<small>(Name and Title)</small>	

<u>5-15-8</u>	<u>Ginza, Chuo-ku, Tokyo</u>	<u>JAPAN</u>	<u>104-0061</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

<u>August 31, 2017</u>	<u>Japan Credit Rating Agency, Ltd.</u>
(Date)	(Name of the Applicant/NRSRO)

2. A. Your legal status:

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

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):

**3.** Your credit rating affiliates (See Instructions):

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

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):

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

3

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))	<b>X</b>	787	1985
insurance companies as that term is defined in section 3(a)(19) of the Exchange Act (15 U.S.C. 78c(a)(19))	<b>X</b>	65	1987
corporate issuers	<b>X</b>	2,356	1987
issuers of asset-backed securities as that term is defined in 17 CFR 229.1101(c)	<input type="checkbox"/>	n/a	n/a
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	<b>X</b>	486	1987

- 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):

Internet web site (for free), E-mail Service (for JPY50,000/year), Facsimile services (for JPY95,000/year)

Rating Eye (web-site for JPY550,000/ID/year), Rating Eye Basic (web-site for JPY195,000/ID/year)

J-CRIS(database service to customers electronically for JPY2million /user/year)

<p><b>8.</b> 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.</p>	
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	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"/>	<b>X</b>
<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"/>	<b>X</b>
<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"/>	<b>X</b>

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

<b>Exhibit 1.</b> Credit ratings performance measurement statistics. <b>X</b> 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 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 type="checkbox"/> Exhibit 3 is attached and made a part of this Form NRSRO.
<b>Exhibit 4.</b> Organizational structure. <input 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 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 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 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 Material Changes in Exhibits of Form NRSRO**

The following is a list of all material changes made to the items and exhibits to Form NRSRO during the calendar year ended December 31, 2016.

### 1. Update of April 1, 2016

Exhibit 4:

- Public Sector Rating Group has been changed to Public Sector Rating Division
- Project & Asset Finance Division has been changed to Project & Asset Finance Department
- Corporate Management Department has been changed to Corporate Management & Planning Department
- Research Division has been newly established.
- Head of Financial Institution Rating Department has been replaced by Mr. Shozo Matsumura
- Mr. Fumihiro Honda has become General Manager of Project & Asset Finance Department.
- Mr. Sugiyama has become General Manager of Structured Finance Department.
- Mr. Masuda has become General Manager of International Rating Department.
- Mr. Koichi Tajima has become Division Manager of Research Division.

Exhibit 8:

- Revised the total number of credit analysts and credit analysts supervisors

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### 2. Update of June 17, 2016

Exhibit 4-3:

- Areas/Department of Responsibilities of directors has changed. In addition, three independent directors inaugurated.



3. Update of September 1, 2016

Exhibit 4-2:

- Ms. Atsuko Kajiware has become Division Manager of Compliance Management Division.
- Mr. Koichi Fujimoto resigned Executive Officers.

Exhibit 9:

- Designated Compliance Officer has been replaced by Mr. Koichi Fujimoto.

4. Update of October 11, 2016

Exhibit 2 and 7: Due to the renewal of JCR's website, changed the URL link written in Exhibit 2 and 7.

5. Update of November 24, 2016

Exhibit 2: Amended Page 4, Exhibit 2-1, Rating Process to describe the surveillance process more in detail.  
Amended Page 59 to 65, Exhibit 2-6, Rating Committee Rules.  
Material changes were Article 10, the resolution method has been modified.

Exhibit 5: Amended English translation of Article 25 of Exhibit 5, Code of Conduct.

Exhibit 6: Added the explanation that whether the items listed in I. is prohibited or not and clarified that items listed in II is conflicts of interest to be managed. In addition, modified some of the English translations.

Exhibit 7: Amended English translation of "Code of Conduct" and "Conflicts of Interest Management Policy".

6. Update of December 16, 2016

Exhibit 4-3: Mr. Shozo Matsumura has been elected as an Executive Officer.