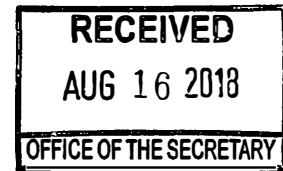


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**UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION**



**Administrative Proceeding
File No. 3-18580**

**In the Matter of the Application of
EGAN-JONES RATINGS COMPANY**

MOTION TO DISMISS AND BRIEF IN SUPPORT

On behalf of Egan-Jones Ratings Company (“EJR”), we hereby move the Commission to dismiss the above-captioned administrative proceeding, which was brought pursuant to Section 15E(a)(2)(A)(ii) of the Securities and Exchange Act of 1934 (“Exchange Act”) to grant or deny EJR’s application to register as a nationally recognized statistical rating organization (“NRSRO”) in two ratings classes.

As explained below in its Brief in Support of this Motion, EJR seeks this relief because EJR has voluntarily withdrawn its application for registration on August 15, 2018, rendering the administrative proceeding moot.

BRIEF IN SUPPORT

On April 10, 2018, EJR submitted a Form NRSRO to apply for registration as an NRSRO in two credit ratings classes: (i) issuers of asset-backed securities; and (ii) issuers of government securities, municipal securities, or securities issued by a foreign government. On July 9, 2018, the Securities and Exchange Commission (the “Commission”) issued an order instituting proceedings (“OIP”) pursuant to Section 15E(a)(2)(A)(ii) of the Exchange Act to determine

whether that application should be granted or denied.¹ Pursuant to Exchange Act Rule 17g-1(d),² EJR filed its Notice of Withdrawal with the Commission on August [15], 2018, withdrawing its April 10, 2018 application for registration of two additional ratings classes.

EJR respectfully submits that the Administrative Proceeding against EJR should be dismissed because EJR has withdrawn its application for registration. The OIP specifies that these “proceedings under Exchange Act Section 15E(a)(2)(A)(ii) . . . are instituted to determine whether re-registration of EJR should be denied.” See OIP at 3. The sole issue at stake is whether Egan-Jones’ NRSRO registration application should be granted or denied. Withdrawing the application for registration leaves the proceedings with no controversy on whether to admit or deny the registration. Therefore, the proceedings should be dismissed as moot. In similar situations, administrative proceedings have been dismissed as moot. See, e.g., *In the Matter of Expleo Solutions, Inc.*, Exchange Act Rel. No. 78638 (Aug. 22, 2016) (Commission granted dismissal of Exchange Act Section 12(j) proceedings against respondent as moot because respondent voluntarily deregistered its securities and “revocation and suspension of registration are the only remedies available in a proceeding instituted under Section 12(j)”); *In the Matter of JMAR Technologies, Inc.*, Exchange Act Rel. No. 67503 (July 25, 2012) (Commission dismissed Section 12(j) proceedings where respondent filed a Form 15—deregistering their securities—after an OIP was instituted, rendering the Section 12(j) proceedings moot).

Furthermore, the granting of this motion to dismiss is in the public interest. There is no good reason to maintain the OIP and spend valuable resources on a matter that is moot. This is especially so as EJR is committed to engaging in a constructive dialogue with the Office of

¹ See *Order Instituting Administrative Proceedings Pursuant to Section 15E(a)(2)(A)(ii) of the Securities Exchange Act of 1934 and Notice of Hearing*, Exchange Act Release No. 83610, available at <https://www.sec.gov/litigation/admin/2018/34-83610.pdf>.

² 17 C.F.R. § 240.17g-1(d).

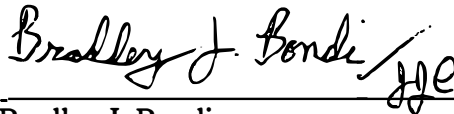
Credit Ratings (“OCR”), to clear up past misunderstandings, and to be responsive to OCR’s concerns. The dismissal also will allow EJR to focus on further enhancements to its compliance environment, governance and internal controls. We believe that such a course is a better use of resources of all parties and will better serve both EJR and the Commission in fulfilling the core mission of the ratings registration and oversight process. OCR has informed EJR that it has no objection to EJR’s filing of its withdrawal notice and motion to dismiss.

Conclusion

For the reasons set forth above, EJR respectfully requests that the Commission order the dismissal of these proceedings.

Dated: August 15, 2018

Respectfully submitted,

Handwritten signature of Bradley J. Bondi in cursive script, with a horizontal line underneath and a small 'JTB' monogram to the right.

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CERTIFICATE OF SERVICE

I, Bradley J. Bondi, certify that on August 15, 2018, the foregoing Motion to Dismiss was

filed with and/or served upon the following:

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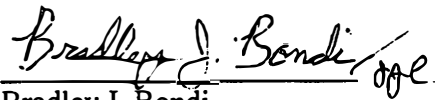
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Dated: August 15, 2018



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