

CREDIT OPINION

12 April 2023



Contacts

David Levett +1.312.706.9990 VP-Senior Analyst david.levett@moodys.com

David Strungis +1.312.706.9970 VP-Senior Analyst david.strungis@moodys.com

CLIENT SERVICES

Americas 1-212-553-1653
Asia Pacific 852-3551-3077
Japan 81-3-5408-4100
EMEA 44-20-7772-5454

Duluth Independent School District 709, MN

Update to credit analysis following upgrade to A3

Summary

<u>Duluth Independent School District No. 709</u>'s (A3) reserves have improved to solid levels from what had been a very narrow position following voter approval for a new operating levy as well as an influx of federal aid. The district will either need to raise revenue or reduce expenditures to maintain the financial momentum once federal aid is depleted. The district benefits from Duluth's role as a regional economic center and strong full value per capita. Credit challenges include a declining enrollment trend and elevated leverage.

On date, April 12 we upgraded the district's Issuer Rating to A3 from Baa2. We also upgraded the rating on the district's outstanding general obligation unlimited tax debt and the rating on the district's full-term certificates of participation (non-contingent lease backed by GOULT pledge) to A3 from Baa2, and the rating on the district's annual appropriation certificates of participation (lease: appropriation) to Baa1 from Baa3.

Credit strengths

- » Economic base serves as regional hub supporting solid full value per capita
- » Voter support for operating levy that is supporting recovery of finances

Credit challenges

- » History of weak budgetary performance resulted in an extended period of narrow reserves
- » Declining enrollment trend

Rating outlook

Moody's does not usually assign outlooks to local governments with this amount of debt.

Factors that could lead to an upgrade

- » Further growth in reserves and liquidity
- » Material reduction in leverage

Factors that could lead to a downgrade

- » Decline in reserves and leverage
- » Material increase in leverage and fixed costs

Key indicators

Exhibit 1

Duluth Independent School District 709, MN

	2019	2020	2021	2022	Baa Medians
Economy					
Resident income	97.0%	106.7%	100.0%	N/A	86.0%
Full value (\$000)	\$8,846,660	\$8,832,730	\$9,445,089	\$10,394,088	\$971,081
Population	93,687	93,667	94,589	N/A	12,995
Full value per capita	\$94,428	\$94,299	\$99,854	N/A	\$78,968
Enrollment	8,706	8,896	8,358	8,487	1,707
Enrollment trend	0.3%	1.3%	-1.9%	-0.8%	-1.5%
Financial performance					
Operating revenue (\$000)	\$132,056	\$143,052	\$141,077	\$150,173	\$25,791
Available fund balance (\$000)	\$5,649	\$13,024	\$20,501	\$23,584	\$2,637
Net cash (\$000)	\$26,677	\$30,191	\$41,473	\$39,809	\$3,224
Available fund balance ratio	4.3%	9.1%	14.5%	15.7%	10.6%
Net cash ratio	20.2%	21.1%	29.4%	26.5%	12.4%
Leverage		,	•		
Debt (\$000)	\$197,853	\$196,601	\$183,561	\$208,814	\$20,047
ANPL (\$000)	\$217,226	\$263,598	\$328,040	\$278,278	\$55,909
OPEB (\$000)	\$16,635	\$15,593	\$16,471	\$16,170	\$6,554
Long-term liabilities ratio	326.9%	332.6%	374.3%	335.1%	373.0%
Implied debt service (\$000)	\$21,703	\$14,425	\$14,079	\$12,875	\$1,426
Pension tread water (\$000)	\$5,795	\$5,870	\$6,667	N/A	\$1,760
OPEB contributions (\$000)	\$1,301	\$1,843	\$211	\$234	\$240
Fixed-costs ratio	21.8%	15.5%	14.9%	13.2%	15.8%

For definitions of the metrics in the table above please refer to the <u>US K-12 Public School Districts Methodology</u> or see the Glossary in the Appendix below. Metrics represented as N/A indicate the data were not available at the time of publication. The medians come from our most recently published <u>K12 Median Report</u>.

Sources: US Census Bureau, Duluth Independent School District 709, MN's financial statements and Moody's Investors Service

Profile

Duluth ISD 709 is located along the Lake Superior shoreline about 150 miles north of the Twin City metropolitan area and has a resident population of just under 100,000. The district provides prekindergarten through twelfth grade education to residents of the City of Duluth as well as all or portions of five surrounding townships and has an enrollment of over 8,000.

Detailed credit considerations

Economy: regional economic center with declining enrollment

The district benefits from the <u>City of Duluth</u>'s (Aa2 stable) role as a regional economic center. Key industries underpinning the economy include tourism, healthcare and mining driven by iron ore and the Port of Duluth on Lake Superior. The largest single employers in the district are Essentia Health and St. Luke's Hospital. Three institutions of higher education, including the second-largest campus of the <u>University of Minnesota</u> (Aa1 stable) serve as stabilizing anchors. Resident income is on par with the nation while full value per capita is very strong.

Before the pandemic, the district's enrollment had been trending downward because of a declining number of school aged children. A large drop of over 500 students, or 6% in fiscal 2021 was driven by pandemic related pressures including the loss of students to private schools, neighboring districts and online providers. The district recovered a couple of hundred students in school years 2022 and 2023. Officials project that enrollment will slowly grow going forward given positive momentum in early childhood education, but are conservatively budgeting for enrollment to remain flat.

This publication does not announce a credit rating action. For any credit ratings referenced in this publication, please see the issuer/deal page on https://ratings.moodys.com for the most updated credit rating action information and rating history.

Financial operations: rapidly recovering finances following voter approval of operating levy

The district's financial position will continue to strengthen for at least the next two years because of a voter-approved increase to the operating levy, improved budget management and federal aid. Although a budget will not be passed until the spring, officials preliminary planning indicates the district is poised for another strong year in fiscal 2024 (year-end June 30). The district has about \$20 million remaining in federal aid from Elementary and Secondary School Emergency Relief Fund (ESSR) that will be split between fiscal 2023 and fiscal 2024. Funds are reimbursed to the district after spent. For fiscal 2023, officials are currently projecting that general fund revenue will exceed expenses by about \$1 million inclusive of federal aid. In addition, the district recently sold another property for \$7 million, which will accrue to general fund balance and be spent down over several years for technology.

The district will either need to raise revenue or reduce expenditures to maintain the financial momentum once federal aid is depleted. Officials are proactively planning budgeting for that moment. The district used the infusion of federal aid to hire staff such as counselors, psychologists, math and reading intervention specialists and staff to reduce class sizes. The district is reducing half of those positions for the next school year. The district is also considering approaching voters for a new operating levy. If the district does not receive additional revenue, officials plan to eliminate the remaining positions funded with federal aid. The other key variables in the district's future financial trajectory will be the pace of state aid increases and salary growth. Officials are striving to keep cost of living wage increases for employees under state aid increases given the district reports that wages are very competitive with neighboring districts. The state's biennium budget that extends through the end of fiscal 2023 increased per pupil funding relatively modestly at 2.45% in the first year and 2% in the second year.

The district's reserves more than tripled growing to nearly 16% of revenue in fiscal 2022 from under 5% of revenue in fiscal 2019 primarily because of increased revenue from a new operating levy, an infusion of federal aid, positive expenditure variances and a property sale that generated \$3 million.

Liquidity

The district's cash balance is much higher than fund balance because the district defers spring tax collections to the next fiscal year. About half of the district's cash is held in the debt service fund. Most of reserves in the debt service fund is because of the timing between the levy and debt service payments, but a portion has been accumulated over time from levying more than was needed for debt service.

Leverage: limited borrowing plans

The district's leverage is unlikely to change materially for the next several years because most of its liabilities are related to unfunded pension liabilities and the district is unlikely to issue any debt for a few years. The district's fixed-cost ratio is moderate with expenses equal to about 13% of revenue. Actual fixed costs are higher at over 20% of revenue because the district is favorably amortizing debt more rapidly than the 20 years assumed under our implied debt service calculation. The district may have a small bond issuance in the next few years for technology. The district's two high schools had major remodels just a few years ago.

Legal security

The GOULT bonds are backed by the district's pledge to levy a dedicated property tax unlimited as to rate and amount. The GOULT bonds are additionally secured by statute and supported by the State of Minnesota's School District Credit Enhancement Program which provides for an unlimited advance from the state's general fund should the district be unable to meet debt service requirements.

The full-term COPs do not carry the district's full faith and credit pledge but are supported by a separate, dedicated levy. The obligation of the district to make rental payments is absolute and unconditional and it is not subject to annual appropriation. The Full-Term COPs are also additionally supported by the State of Minnesota's School District Credit Enhancement Program.

The annual appropriation COPs are supported by lease payments which are subject to annual appropriation. The pledged assets are school facilities, which we deem to be a more essential asset.

Debt structure

All of the district's debt is long-term and fixed rate. Amortization is rapid with most GO debt retired in 10 years.

Debt-related derivatives

The district is not a party to any debt-related derivatives.

Pensions and OPEB

The district participates in two multiple-employer cost-sharing plans, the General Employees Retirement Fund (GERF) and the Teachers Retirement Association of Minnesota (TRA). Most of its unfunded liabilities are attributable to the TRA. The State of Minnesota approved legislation in 2018 that modified benefits and modestly increased contributions to TRA. Because of the reform package, school districts are in the process of increasing their TRA employer contribution rate to 8.75% of payroll in 2024 from the previous rate of 7.5%. In aggregate, the total contributions to TRA from all participating school districts in 2021 were equal to about 74% of our tread water indicator, which reflects the issuer contribution that would be required to prevent the unfunded liability from growing assuming realization of all plan assumptions.

ESG considerations

Duluth Independent School District 709's ESG Credit Impact Score is moderately negative (CIS-3), reflecting moderately negative exposure to governance risks, and neutral-to-low exposure to environmental and social risks.

Environmental

Duluth Independent School District 709's E Issuer Profile Score is neutral-to-low (E-2), reflecting neutral-to-low exposure to environmental risks across all categories, including physical climate risk, carbon transition, water management, natural capital and waste and pollution.

Social

Duluth Independent School District 709's S Issuer Profile Score is neutral-to-low (S-2), reflecting relatively low exposure to social risks across all categories, including demographics, labor and income, education, housing, health and safety and access to basic services. The district's demographics, educational attainment and labor market are in line with the nation. Residents have access to basic services.

Governance

Duluth Independent School District 709's G Issuer Profile Score is moderately negative (G-3), reflecting a history of weakness in budget management and policy credibility and effectiveness. The district's previously stressed financial position was, in part, because of negative budgetary variances including budgeting for land sales that did not materialize. To reduce negative variances, management began budgeting more conservatively including assumptions of flat to declining enrollment and are now reacting much more quickly to bring amendments to the board. Transparency and disclosure practices are sound, including timely audit releases. A variance report on how revenue and expenditures are tracking compared with budget is included monthly in the school board meeting packets, but there is not a designated location to access all of the district's variance report reports on its website. Duluth ISD operates in an institutional structure where the state controls the bulk of district revenue, though districts can generate a moderate amount of locally determined revenue.

Rating methodology and scorecard factors

The US K-12 Public School Districts Methodology includes a scorecard, a tool providing a composite score of a school district's credit profile based on the weighted factors we consider most important, universal and measurable, as well as possible notching factors dependent on individual credit strengths and weaknesses. Its purpose is not to determine the final rating, but rather to provide a standard platform from which to analyze and compare school district credits.

The assigned rating differs from the scorecard-indicated outcome because of forward looking information and additional considerations including a management strategy that had historically led to difficulty adhering to budget leading a long period with narrow reserves and the imperative to make budget adjustments to maintain the financial momentum once federal aid is depleted.

Exhibit 2 **Duluth Independent School District 709, MN**

	Measure	Weight	Score	
Economy				
Resident Income (MHI Adjusted for RPP / US MHI)	100.0%	10.0%	Α	
Full value per capita (full valuation of the tax base / population)	109,887	10.0%	Aa	
Enrollment trend (three-year CAGR in enrollment)	-0.8%	10.0%	Α	
Financial performance				
Available fund balance ratio (available fund balance / operating revenue)	15.7%	20.0%	Α	
Net cash ratio (net cash / operating revenue)	26.5%	10.0%	Aaa	
Institutional framework				
Institutional Framework	А	10.0%	Α	
Leverage				
Long-term liabilities ratio ((debt + ANPL + adjusted net OPEB) / operating revenue)	335.1%	20.0%	Α	
Fixed-costs ratio (adjusted fixed costs / operating revenue)	13.2%	10.0%	Aaa	
Notching factors				
No notchings applied				
Scorecard-Indicated Outcome			A1	
Assigned Rating				

Sources: US Census Bureau, Duluth Independent School District 709, MN's financial statements and Moody's Investors Service

Appendix

Exhibit 3 **Key Indicators Glossary**

	Definition	Typical Source*			
Economy					
Resident income	Median Household Income (MHI), adjusted for Regional Price Parity (RPP), as a % of the US	MHI: American Community Survey (US Census Bureau)			
		RPP: US Bureau of Economic Analysis			
Full value (\$000)	Estimated market value of taxable property accessible to the district	financial reports, offering documents or continuing disclosure			
Population	Population of school district	American Community Survey (US Census Bureau)			
Full value per capita	Full value / population of school district	·			
Enrollment	Student enrollment of school district	State data publications			
Enrollment trend	3-year Compound Annual Growth Rate (CAGR) of Enrollment	State data publications; Moody's Investors Service			
Financial performance					
Operating revenue (\$000)	Total annual operating revenue in what we consider to be the district's operating funds	Audited financial statements			
Available fund balance (\$000)	Committed, assigned and unassigned fund balances in what we consider to be the district's operating funds	Audited financial statements			
Net cash (\$000)	Net cash (cash and liquid investments minus short-term debt) in what we consider to be the district's operating funds	Audited financial statements			
Available fund balance ratio	Available fund balance / Operating Revenue	Audited financial statements			
Net cash ratio	Net Cash / Operating Revenue	Audited financial statements			
Leverage					
Debt (\$000)	District's direct gross debt outstanding	Audited financial statements; official statements			
ANPL (\$000)	District's pension liabilities adjusted by Moody's to standardize the discount rate used to compute the present value of accrued benefits	Audited financial statements; Moody's Investors Service			
OPEB (\$000)	District's net other post-employment benefit (OPEB) liabilities adjusted by Moody's to standardize the discount rate used to compute the present value of accrued benefits	Audited financial statements; Moody's Investors Service			
Long-term liabilities ratio	Debt, ANPL and OPEB liabilities as % of operating revenue	Audited financial statements, official statements; Moody's Investors Service			
Implied debt service (\$000)	Annual cost to amortize district's long-term debt over 20 years with level payments	Audited financial statements; official statements; Moody's Investors Service			
Pension tread water (\$000)	Pension contribution necessary to prevent reported unfunded pension liabilities from growing, year over year, in nominal dollars, if all actuarial assumptions are met	Audited financial statements; Moody's			
OPEB contributions (\$000s)	District's actual contribution in a given period, typically the fiscal yearAudited financial statements; official statements				
Fixed-costs ratio	Implied debt service, pension tread water and OPEB contributions as % of operating revenue	Audited financial statements, official statements, pension system financial statements			

^{*}Note: If typical data source is not available then alternative sources or proxy data may be considered. For more detailed definitions of the metrics listed above please refer to the <u>US K-12 Public School Districts Methodology.</u>

Source: Moody's Investors Service

© 2023 Moody's Corporation, Moody's Investors Service, Inc., Moody's Analytics, Inc. and/or their licensors and affiliates (collectively, "MOODY'S"). All rights reserved.

CREDIT RATINGS ISSUED BY MOODY'S CREDIT RATINGS AFFILIATES ARE THEIR CURRENT OPINIONS OF THE RELATIVE FUTURE CREDIT RISK OF ENTITIES, CREDIT COMMITMENTS, OR DEBT OR DEBT-LIKE SECURITIES, AND MATERIALS, PRODUCTS, SERVICES AND INFORMATION PUBLISHED BY MOODY'S (COLLECTIVELY, "PUBLICATIONS") MAY INCLUDE SUCH CURRENT OPINIONS. MOODY'S 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 OR IMPAIRMENT. SEE APPLICABLE MOODY'S RATING SYMBOLS AND DEFINITIONS PUBLICATION FOR INFORMATION ON THE TYPES OF CONTRACTUAL FINANCIAL OBLIGATIONS ADDRESSED BY MOODY'S CREDIT RATINGS. CREDIT RATINGS DO NOT ADDRESS ANY OTHER RISK, INCLUDING BUT NOT LIMITED TO: LIQUIDITY RISK, MARKET VALUE RISK, OR PRICE VOLATILITY. CREDIT RATINGS, NON-CREDIT ASSESSMENTS ("ASSESSMENTS"), AND OTHER OPINIONS INCLUDED IN MOODY'S PUBLICATIONS ARE NOT STATEMENTS OF CURRENT OR HISTORICAL FACT. MOODY'S PUBLICATIONS MAY ALSO INCLUDE QUANTITATIVE MODEL-BASED ESTIMATES OF CREDIT RISK AND RELATED OPINIONS OR COMMENTARY PUBLISHED BY MOODY'S ANALYTICS, INC. AND/OR ITS AFFILIATES. MOODY'S CREDIT RATINGS, ASSESSMENTS, OTHER OPINIONS AND PUBLICATIONS ARE NOT AND DO NOT CONSTITUTE OR PROVIDE INVESTMENT OR FINANCIAL ADVICE, AND MOODY'S CREDIT RATINGS, ASSESSMENTS, OTHER OPINIONS AND PUBLICATIONS ARE NOT AND DO NOT PROVIDE RECOMMENDATIONS TO PURCHASE, SELL, OR HOLD PARTICULAR SECURITIES. MOODY'S CREDIT RATINGS, ASSESSMENTS AND OTHER OPINIONS AND PUBLICATIONS WITH THE EXPECTATION AND UNDERSTANDING THAT EACH INVESTOR WILL, WITH DUE CARE, MAKE ITS OWN STUDY AND EVALUATION OF EACH SECURITY THAT IS UNDER CONSIDERATION FOR PURCHASE, HOLDING, OR SALE

MOODY'S CREDIT RATINGS, ASSESSMENTS, OTHER OPINIONS, AND PUBLICATIONS ARE NOT INTENDED FOR USE BY RETAIL INVESTORS AND IT WOULD BE RECKLESS AND INAPPROPRIATE FOR RETAIL INVESTORS TO USE MOODY'S CREDIT RATINGS, ASSESSMENTS, OTHER OPINIONS OR PUBLICATIONS WHEN MAKING AN INVESTMENT DECISION. IF IN DOUBT YOU SHOULD CONTACT YOUR FINANCIAL OR OTHER PROFESSIONAL ADVISER.

ALL INFORMATION CONTAINED HEREIN IS PROTECTED BY LAW, INCLUDING BUT NOT LIMITED TO, COPYRIGHT LAW, AND NONE OF SUCH INFORMATION MAY BE COPIED OR OTHERWISE REPRODUCED, REPACKAGED, FURTHER TRANSMITTED, TRANSFERRED, DISSEMINATED, REDISTRIBUTED OR RESOLD, OR STORED FOR SUBSEQUENT USE FOR ANY SUCH PURPOSE, IN WHOLE OR IN PART, IN ANY FORM OR MANNER OR BY ANY MEANS WHATSOEVER, BY ANY PERSON WITHOUT MOODY'S PRIOR WRITTEN CONSENT.

MOODY'S CREDIT RATINGS, ASSESSMENTS, OTHER OPINIONS AND PUBLICATIONS ARE NOT INTENDED FOR USE BY ANY PERSON AS A BENCHMARK AS THAT TERM IS DEFINED FOR REGULATORY PURPOSES AND MUST NOT BE USED IN ANY WAY THAT COULD RESULT IN THEM BEING CONSIDERED A BENCHMARK.

All information contained herein is obtained by MOODY'S from sources believed by it to be accurate and reliable. Because of the possibility of human or mechanical error as well as other factors, however, all information contained herein is provided "AS IS" without warranty of any kind. MOODY'S adopts all necessary measures so that the information it uses in assigning a credit rating is of sufficient quality and from sources MOODY'S considers to be reliable including, when appropriate, independent third-party sources. However, MOODY'S is not an auditor and cannot in every instance independently verify or validate information received in the credit rating process or in preparing its Publications.

To the extent permitted by law, MOODY'S and its directors, officers, employees, agents, representatives, licensors and suppliers disclaim liability to any person or entity for any such information, even if MOODY'S or any of its directors, officers, employees, agents, representatives, licensors or suppliers is advised in advance of the possibility of such losses or damages, including but not limited to: (a) any loss of present or prospective profits or (b) any loss or damage arising where the relevant financial instrument is not the subject of a particular credit rating assigned by MOODY'S.

To the extent permitted by law, MOODY'S and its directors, officers, employees, agents, representatives, licensors and suppliers disclaim liability for any direct or compensatory losses or damages caused to any person or entity, including but not limited to by any negligence (but excluding fraud, willful misconduct or any other type of liability that, for the avoidance of doubt, by law cannot be excluded) on the part of, or any contingency within or beyond the control of, MOODY'S or any of its directors, officers, employees, agents, representatives, licensors or suppliers, arising from or in connection with the information contained herein or the use of or inability to use any such information.

NO WARRANTY, EXPRESS OR IMPLIED, AS TO THE ACCURACY, TIMELINESS, COMPLETENESS, MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE OF ANY CREDIT

NO WARRANTY, EXPRESS OR IMPLIED, AS TO THE ACCURACY, TIMELINESS, COMPLETENESS, MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE OF ANY CREDITATING, ASSESSMENT, OTHER OPINION OR INFORMATION IS GIVEN OR MADE BY MOODY'S IN ANY FORM OR MANNER WHATSOEVER.

Moody's Investors Service, Inc., a wholly-owned credit rating agency subsidiary of Moody's Corporation ("MCO"), hereby discloses that most issuers of debt securities (including corporate and municipal bonds, debentures, notes and commercial paper) and preferred stock rated by Moody's Investors Service, Inc. have, prior to assignment of any credit rating, agreed to pay to Moody's Investors Service, Inc. for credit ratings opinions and services rendered by it fees ranging from \$1,000 to approximately \$5,000,000. MCO and Moody's Investors Service also maintain policies and procedures to address the independence of Moody's Investors Service credit ratings and credit rating processes. Information regarding certain affiliations that may exist between directors of MCO and rated entities, and between entities who hold credit ratings from Moody's Investors Service, Inc. and have also publicly reported to the SEC an ownership interest in MCO of more than 5%, is posted annually at www.moodys.com under the heading "Investor Relations — Corporate Governance — Charter Documents - Director and Shareholder Affiliation Policy."

Additional terms for Australia only: Any publication into Australia of this document is pursuant to the Australian Financial Services License of MOODY'S affiliate, Moody's Investors Service Pty Limited ABN 61 003 399 657AFSL 336969 and/or Moody's Analytics Australia Pty Ltd ABN 94 105 136 972 AFSL 383569 (as applicable). This document is intended to be provided only to "wholesale clients" within the meaning of section 761G of the Corporations Act 2001. By continuing to access this document from within Australia, you represent to MOODY'S that you are, or are accessing the document as a representative of, a "wholesale client" and that neither you nor the entity you represent will directly or indirectly disseminate this document or its contents to "retail clients" within the meaning of section 761G of the Corporations Act 2001. MOODY'S credit rating is an opinion as to the creditworthiness of a debt obligation of the issuer, not on the equity securities of the issuer or any form of security that is available to retail investors.

Additional terms for Japan only: Moody's Japan K.K. ("MJKK") is a wholly-owned credit rating agency subsidiary of Moody's Group Japan G.K., which is wholly-owned by Moody's Overseas Holdings Inc., a wholly-owned subsidiary of MCO. Moody's SF Japan K.K. ("MSFJ") is a wholly-owned credit rating agency subsidiary of MJKK. MSFJ is not a Nationally Recognized Statistical Rating Organization ("NRSRO"). Therefore, credit ratings assigned by MSFJ are Non-NRSRO Credit Ratings. Non-NRSRO Credit Ratings are assigned by an entity that is not a NRSRO and, consequently, the rated obligation will not qualify for certain types of treatment under U.S. laws. MJKK and MSFJ are credit rating agencies registered with the Japan Financial Services Agency and their registration numbers are FSA Commissioner (Ratings) No. 2 and 3 respectively.

MJKK or MSFJ (as applicable) hereby disclose that most issuers of debt securities (including corporate and municipal bonds, debentures, notes and commercial paper) and preferred stock rated by MJKK or MSFJ (as applicable) have, prior to assignment of any credit rating, agreed to pay to MJKK or MSFJ (as applicable) for credit ratings opinions and services rendered by it fees ranging from JPY100,000 to approximately JPY550,000,000.

MJKK and MSFJ also maintain policies and procedures to address Japanese regulatory requirements.

REPORT NUMBER

1359699

CLIENT SERVICES

 Americas
 1-212-553-1653

 Asia Pacific
 852-3551-3077

 Japan
 81-3-5408-4100

 EMEA
 44-20-7772-5454

