UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K

(MARK ONE)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2008

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
FOR THE TRANSITION PERIOD FROM TO .

COMMISSION FILE NUMBER 1-14037

MOODY'S CORPORATION

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE	**13-3998945**
(STATE OF INCORPORATION)	(I.R.S. EMPLOYER IDENTIFICATION NO.)

7 World Trade Center at 250 Greenwich Street, NEW YORK, NEW YORK 10007
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)
(ZIP CODE)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (212) 553-0300.

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

TITLE OF EACH CLASS	NAME OF EACH EXCHANGE ON WHICH REGISTERED
COMMON STOCK, PAR VALUE $.01 PER SHARE	NEW YORK STOCK EXCHANGE
PREFERRED SHARE PURCHASE RIGHTS	NEW YORK STOCK EXCHANGE

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:
NONE

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the Registrant: (1) has filed all reports required by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer (see definition of "accelerated filer and large accelerated filer" in Exchange Act Rule 12b-2).

Large Accelerated Filer ☒ Accelerated Filer ☐ Non-accelerated Filer ☐ Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

The aggregate market value of Moody's Corporation Common Stock held by nonaffiliates* on June 30, 2008 (based upon its closing transaction price on the Composite Tape on such date) was approximately $8.3 billion.

As of January 31, 2009, 235.2 million shares of Common Stock of Moody's Corporation were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's definitive proxy statement for use in connection with its annual meeting of stockholders scheduled to be held on April 28, 2009, are incorporated by reference into Part III of this Form 10-K.

The Index to Exhibits is included as Part IV, Item 15(3) of this Form 10-K.

* Calculated by excluding all shares held by executive officers and directors of the Registrant without conceding that all such persons are "affiliates" of the Registrant for

purposes of federal securities laws.

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31.1	Chief Executive Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Chief Financial Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Chief Executive Officer Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Chief Financial Officer Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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GLOSSARY OF TERMS AND ABBREVIATIONS

The following terms, abbreviations and acronyms are used to identify frequently used terms in this report:

TERM	DEFINITION
ACNielsen	ACNielsen Corporation – a former affiliate of Old D&B
Analytics	Moody's Analytics – reportable segment of MCO formed in January 2008 which combines MKMV, the sales of MIS research and other MCO non-rating commercial activities
AOCI	Accumulated other comprehensive income (loss); a separate component of shareholders' equity (deficit)
Basel II	Capital adequacy framework published in June 2004 by the Basel Committee on Banking Supervision
Board	The board of directors of the Company
Bps	Basis points
BQuotes	BQuotes , Inc.; an acquisition completed in January 2008; part of the MA segment; a global provider of price discovery tools and end-of-day pricing services.
Canary Wharf Lease	Operating lease agreement entered into on February 6, 2008 for office space in London, England, to be occupied by the Company in the second half of 2009
CDOs	Collateralized debt obligations
CFG	Corporate finance group; an LOB of MIS
CMBS	Commercial mortgage-backed securities; part of CREF
Cognizant	Cognizant Corporation – a former affiliate of Old D&B, which comprised the IMS Health and NMR businesses
Commission	European Commission
Common Stock	the Company's common stock
Company	Moody's Corporation and its subsidiaries; MCO; Moody's
COSO	Committee of Sponsoring Organizations of the Treadway Commission
CP	Commercial paper
CP Notes	Unsecured commercial paper notes
CP Program	The Company's commercial paper program entered into on October 3, 2007
CRAs	Credit rating agencies
CREF	Commercial real estate finance which includes REITs, commercial real estate CDOs and CMBS; part of SFG
D&B Business	Old D&B's Dun & Bradstreet operating company
DBPPs	Defined benefit pension plans
Debt/EBITDA	Ratio of Total Debt to EBITDA
Directors' Plan	The 1998 Moody's Corporation Non-Employee Directors' Stock Incentive Plan
Distribution Date	September 30, 2000; the date which Old D&B separated into two publicly traded companies – Moody's Corporation and New D&B
EBITDA	Earnings before interest, taxes, depreciation, amortization and extraordinary gains or losses

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TERM	DEFINITION
ECAIs	External Credit Assessment Institutions
ECB	European Central Bank
EITF	Emerging Issues Task Force; a task force established by the FASB to improve financial reporting through the timely identification, discussion, and resolution of financial accounting issues within the framework of existing authoritative literature.
EMEA	Represents countries within Europe, the Middle East and Africa
Enb	Enb Consulting; an acquisition completed in December 2008; part of the MA segment; a provider of credit and capital markets training services;
EPS	Earnings per share
ESPP	The 1999 Moody’s Corporation Employee Stock Purchase Plan
ETR	Effective Tax Rate
EU	European Union
EUR	Euros
Excess Tax Benefit	The difference between the tax benefit realized at exercise of an option or delivery of a restricted share and the benefit recorded at the time that the option or restricted share is expensed under GAAP
Exchange Act	The Securities Exchange Act of 1934, as amended
FASB	Financial Accounting Standards Board
Fermat	Fermat International; an acquisition completed in October 2008; part of the MA segment; a provider of risk and performance management software to the global banking industry
FIG	Financial institutions group; an LOB of MIS
FIN 48	FASB Interpretation No. 48, “Accounting for Uncertainty in Income Taxes”
FSF	Financial Stability Forum
FX	Foreign exchange
GAAP	U.S. Generally Accepted Accounting Principles
GBP	British pounds
G-7	The finance ministers and central bank governors of the group of seven countries consisting of Canada, France, Germany, Italy, Japan, U.S. and U.K., that meet annually
G-20	The G-20 is an informal forum that promotes open and constructive discussion between industrial and emerging-market countries on key issues related to global economic stability. By contributing to the strengthening of the international financial architecture and providing opportunities for dialogue on national policies, international co-operation, and international financial institutions, the G-20 helps to support growth and development across the globe. The G-20 is comprised of: Argentina, Australia, Brazil, Canada, China, France, Germany, India, Indonesia, Italy, Japan, Mexico, Russia, Saudi Arabia, South Africa, South Korea, Turkey, the U.K. and the U.S. and The EU who is represented by the rotating Council presidency and the ECB.
HFSC	House Financial Services Committee
IMS Health	A spin-off of Cognizant, which provides services to the pharmaceutical and healthcare industries
IOSCO	International Organization of Securities Commissions

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TERM	DEFINITION
IOSCO Code	Code of Conduct Fundamentals for Credit Rating Agencies issued by IOSCO
IRS	Internal Revenue Service
Legacy Tax Matter(s)	Exposures to certain potential tax liabilities assumed in connection with the 2000 Distribution
LIBOR	London Interbank Offered Rate
LOB	Line of Business
MA	Moody's Analytics – a reportable segment of MCO formed in January 2008 which combines the operations of MKMV, the sales of MIS research and other MCO non-rating commercial activities
Make Whole Amount	The prepayment penalty amount relating to the Series 2005-1 Notes and Series 2007-1 Notes, which is a premium based on the excess, if any, of the discounted value of the remaining scheduled payments over the prepaid principal
MCO	Moody's Corporation and its subsidiaries; the Company; Moody's
MD&A	Management's Discussion and Analysis of Financial Condition and Results of Operations
MIS	Moody's Investors Service – a reportable segment of MCO
MIS Code	Moody's Investors Service Code of Professional Conduct
MKMV	Moody's KMV – a reportable segment of MCO prior to January 2008
Moody's	Moody's Corporation and its subsidiaries; MCO; the Company
New D&B	The New D&B Corporation – which comprises the D&B business
NM	Percentage change is not-meaningful after 400%
NMR	Nielsen Media Research, Inc.; a spin-off of Cognizant, which is a leading source of television audience measurement services
Notices	IRS Notices of Deficiency for 1997-2002
NRSRO	Nationally Recognized Statistical Rating Organizations
Old D&B	The former Dun and Bradstreet Company which distributed New D&B shares on September 30, 2000, and was renamed Moody's Corporation
Post-Retirement Plans	Moody's funded and unfunded pension plans, the post-retirement healthcare plans and the post-retirement life insurance plans
PPIF	Public, project and infrastructure finance; an LOB of MIS
Profit Participation Plan	Defined contribution profit participation retirement plan that covers substantially all U.S. employees of the Company
PWG	President's Working Group on Financial Markets
Reform Act	Credit Rating Agency Reform Act of 2006
REITs	Real estate investment trusts
Reorganization	The Company's business reorganization announced in August 2007 which resulted in two new reportable segments (MIS and MA) beginning in January 2008

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TERM	DEFINITION
Restructuring Plan	The Company's 2007 restructuring plan
RMBS	Residential mortgage-backed security; part of SFG
S&P	Standard & Poor's Ratings Services, a division of The McGraw-Hill Companies, Inc.
SEC	Securities and Exchange Commission
Series 2005-1 Notes	Principal amount of $300.0 million, 4.98% senior unsecured notes due in September 2015 pursuant to the 2005 Agreement
Series 2007-1 Notes	Principal amount of $300.0 million, 6.06% senior unsecured notes due in September 2017 pursuant to the 2007 Agreement
SFAS	Statement of Financial Accounting Standards
SFAS No. 87	SFAS No. 87, "Employers' Accounting for Pensions"
SFAS No. 88	SFAS No. 88, "Employers' Accounting for Settlements and Curtailments of Defined Benefits Pension Plans and for Termination Benefits"
SFAS No. 109	SFAS No. 109, "Accounting for Income Taxes"
SFAS No. 112	SFAS No. 112, "Employers' Accounting for Postemployment Benefits"
SFAS No. 123	SFAS No. 123 "Accounting for Stock-Based Compensation"
SFAS No. 123R	SFAS No. 123R, "Share-Based Payment" (Revised 2004)
SFAS No. 132R	SFAS No. 132R, "Employers' Disclosures about Pensions and Other Postretirement Benefits – an amendment of FASB Statements No. 87, 88, and 106" (Revised 2003)
SFAS No. 133	SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities"
SFAS No. 141	SFAS No. 141, "Business Combinations"
SFAS No. 141R	SFAS No. 141R, "Business Combinations" (Revised 2007)
SFAS No. 142	SFAS No. 142, "Goodwill and Other Intangible Assets"
SFAS No. 144	SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets"
SFAS No. 146	SFAS No. 146, "Accounting for Costs Associated with Exit or Disposal Activities"
SFAS No. 157	SFAS No. 157, "Fair Value Measurements"
SFAS No. 158	SFAS No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans – an amendment of FASB Statements No. 87, 88, 106, and 132(R)"
SFAS No. 159	SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities – including an amendment of FASB Statement No. 115"
SFAS No. 162	SFAS No. 162, "The Hierarchy of Generally Accepted Accounting Principles"
SFG	Structured finance group; an LOB of MIS
SG&A	Selling, general and administrative expenses
Stock Plans	The 1998 Plan and the 2001 Plan
T&E	Travel and entertainment expenses
Total Debt	All indebtedness of the Company as reflected on the consolidated balance sheets, excluding current accounts payable incurred in the ordinary course of business

TERM	DEFINITION
U.K.	United Kingdom
U.S.	United States
USD	U.S. dollar
UTBs	Unrecognized tax benefits
UTPs	Uncertain tax positions
1998 Plan	Old D&B's 1998 Key Employees' Stock Incentive Plan
2000 Distribution	The distribution by Old D&B to its shareholders of all of the outstanding shares of New D&B common stock on September 30, 2000
2000 Distribution Agreement	Agreement governing certain ongoing relationships between the Company and New D&B after the 2000 Distribution including the sharing of any liabilities for the payment of taxes, penalties and interest resulting from unfavorable IRS determinations on certain tax matters and certain other potential tax liabilities
2001 Plan	The Amended and Restated 2001 Moody's Corporation Key Employees' Stock Incentive Plan
2005 Agreement	Note purchase agreement dated September 30, 2005 relating to the Series 2005-1 Notes
2007 Agreement	Note purchase agreement dated September 7, 2007 relating to the Series 2007-1 Notes
2007 Facility	Revolving credit facility of $1 billion entered into on September 28, 2007, expiring in 2012
2008 Term Loan	Five-year $150.0 million senior unsecured term loan entered into by the Company on May 7, 2008
7WTC	The Company's headquarters located at 7 World Trade Center
7WTC Lease	Operating lease agreement entered into on October 20, 2006

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PART I

ITEM 1. BUSINESS

BACKGROUND

As used in this report, except where the context indicates otherwise, the terms "Moody's" or the "Company" refer to Moody's Corporation, a Delaware corporation, and its subsidiaries. The Company's executive offices are located at 7 World Trade Center at 250 Greenwich Street, New York, NY 10007 and its telephone number is (212) 553-0300. Prior to September 30, 2000, the Company operated as part of The Dun & Bradstreet Corporation.

THE COMPANY

Moody's is a provider of (i) credit ratings and related research, data and analytical tools, (ii) quantitative credit risk measures, risk scoring software, and credit portfolio management solutions and (iii) securities pricing software and valuation models. In 2007 and prior years, Moody's operated in two reportable segments: Moody's Investors Service and Moody's KMV. Beginning in January 2008, Moody's segments were changed to reflect the Reorganization announced in August 2007. As a result of the Reorganization, the rating agency remains in the MIS operating segment and several ratings business lines have been realigned. All of Moody's other non-rating commercial activities, including MKMV and sales of MIS research, are now combined under a new operating segment known as Moody's Analytics. Moody's now reports in two new reportable segments: MIS and MA. Financial information and operating results of these segments, including revenue, expenses, operating income and total assets, are included in Part II, Item 8. Financial Statements of this annual report, and are herein incorporated by reference.

The MIS segment publishes credit ratings on a wide range of debt obligations and the entities that issue such obligations in markets worldwide, including various corporate and governmental obligations, structured finance securities and commercial paper programs. Revenue is derived from the originators and issuers of such transactions who use MIS's ratings to support the distribution of their debt issues to investors. MIS provides ratings in more than 110 countries. Ratings are disseminated via press releases to the public through a variety of print and electronic media, including the Internet and real-time information systems widely used by securities traders and investors. As of December 31, 2008, MIS had ratings relationships with approximately 13,000 corporate issuers and approximately 26,000 public finance issuers. Additionally, the Company has rated and currently monitors ratings on approximately 109,000 structured finance obligations.

The MA segment develops a wide range of products and services that support the credit risk management activities of institutional participants in global financial markets. These offerings include quantitative credit risk scores, credit processing software, economic research, analytical models, financial data, securities pricing software and valuation models, and specialized consulting services. MA also distributes investor-oriented research and data developed by MIS as part of its rating process, including in-depth research on major debt issuers, industry studies, and commentary on topical events. MA clients represent more than 5,000 institutions worldwide operating in approximately 120 countries. Over 30,000 client users and more than 200,000 individuals accessed Moody's research web site.

The Company operated as part of "Old D&B" until September 30, 2000, when Old D&B separated into two publicly traded companies – Moody's Corporation and New D&B. At that time, Old D&B distributed to its shareholders shares of New D&B stock. New D&B comprised the business of Old D&B's Dun & Bradstreet operating company. The remaining business of Old D&B consisted solely of the business of providing ratings and related research and credit risk management services and was renamed Moody's Corporation. For purposes of governing certain ongoing relationships between the Company and New D&B after the 2000 Distribution and to provide for an orderly transition, the Company and New D&B entered into various agreements including a distribution agreement, tax allocation agreement and employee benefits agreement.

PROSPECTS FOR GROWTH

Over recent decades, global fixed-income markets have grown significantly in terms of outstanding principal amount and types of securities or other obligations. Despite the recent market disruption and significant declines in issuance activity for many classes of securities in the U.S. and internationally, Moody's believes that the overall long-term outlook remains favorable for continued secular growth of fixed-income markets worldwide. However, Moody's expects that, in the near-term, growth drivers such as financial innovation and disintermediation will slow as capital market participants adjust to the recent poor performance of some structured finance asset classes, such as U.S. RMBS and credit derivatives. Restoring investor confidence in structured products may require further enhancements to MIS's rating processes and may be facilitated by greater transparency from issuers of structured (or securitized) debt. MIS has developed updated rating methodologies, volatility measures, and pricing and valuation services to aid the return of investor trust. Moody's expects that these initiatives will support continued long-term demand for high-quality, independent credit opinions.

Growth in global fixed-income markets is attributable to a number of forces and trends. Advances in information technology, such as the Internet, make information about investment alternatives widely available throughout the world. This technology facilitates issuers' ability to place securities outside their national markets and investors' capacity to obtain information about securities issued outside their national markets. Issuers and investors are also more readily able to obtain information about new financing techniques and new types of securities that they may wish to purchase or sell, many of which may be unfamiliar to them. This availability of information promotes the ongoing integration and development of worldwide financial markets and a greater need for credible, globally comparable opinions about credit risk. As a result, existing capital markets have expanded and a number of new capital markets have emerged. In addition, more issuers and investors are accessing developed capital markets.

Another trend in the world's capital markets is the disintermediation of financial systems. Issuers increasingly raise capital in the global public capital markets, in addition to, or in substitution for, traditional financial intermediaries. Moreover, financial intermediaries have sold assets in the global public capital markets, in addition to or instead of retaining those assets. Recent credit market disruptions have slowed the trend of disintermediation globally, but Moody's believes that debt capital markets offer advantages in capacity and efficiency compared to the traditional banking systems. Thus, disintermediation is expected to expand in the longer-term.

The strong growth trend seen in the issuance of structured finance securities reversed dramatically in 2008 due to the market turmoil. The market disruptions that escalated in 2008 are expected to continue in the immediate term, and Moody's expects to see a continued decline in revenue from this market in 2009. However, although the extent and scale are unclear, Moody's believes that structured finance securities will continue to play a role in global credit markets, and provide opportunities for longer term growth. Moody's will continue to monitor and support the progress of this market and adapt to meet the changing needs.

Rating fees paid by debt issuers account for most of the revenue of MIS. Therefore, a substantial portion of MIS's revenue is dependent upon the volume and number of debt securities issued in the global capital markets that it rates. Moody's is therefore affected by, for example, the performance, and the prospects for growth, of the major world economies, the fiscal and monetary policies pursued by their governments, and the decisions of issuers to request MIS ratings to aid investors in their investment decision process. However, annual fee arrangements with frequent debt issuers, annual debt monitoring fees and annual fees from commercial paper and medium-term note programs, bank and insurance company financial strength ratings, mutual fund ratings, subscription-based research and other areas are less dependent on, or independent of, the volume or number of debt securities issued in the global capital markets.

Moody's operations are also subject to various risks inherent in carrying on business internationally. Such risks include currency fluctuations and possible nationalization, expropriation, exchange and price controls, changes in the availability of data from public sector sources, limits on providing information across borders and other restrictive governmental actions. Management believes that the risks of nationalization or expropriation are reduced because the Company's basic service is the creation and dissemination of information, rather than the production of products that require manufacturing facilities or the use of natural resources. However, the formation of, for example, a new government-sponsored regional or global rating agency would pose a risk to Moody's growth prospects. Management believes that this risk, compared to other regulatory changes under consideration for the credit rating industry, is relatively low because of the likelihood that substantial investments over a sustained period would be required, with uncertainty about the likelihood of financial success.

Legislative bodies and regulators in both the U.S., Europe and selective other jurisdictions continue to conduct regulatory reviews of CRAs, which may result in, for example, an increased number of competitors, changes to the business model or restrictions on certain business activities of MIS, or increased costs of doing business for Moody's. Therefore, in order to broaden the potential for expansion of non-ratings services, Moody's reorganized in January 2008 into two distinct businesses: MIS, consisting solely of the ratings business, and MA. Moody's Analytics conducts all non-ratings activities, and includes the MKMV and Fermat businesses, the sale of credit research produced by MIS and the production and sale of other credit related products and services. The reorganization broadens the opportunities for expansion by MA into activities which were previously restricted, due to the potential for conflicts of interest with the ratings business. At present, Moody's is unable to assess the nature and effect that any regulatory changes may have on future growth opportunities. See "Regulation" below.

MA expects to benefit from the growing demand among credit market participants for information that enables them to make sound investment and risk management decisions. These customers require advanced qualitative and quantitative tools to support their management of increasingly complex capital market instruments. Such complexity creates analytical challenges for market participants, including financial intermediaries, asset managers and other investors. In recent years, reliable third-party ratings and research served to supplement or substitute for traditional in-house research as the scale, geographic scope and complexity of financial markets grew. Recent disruptions in credit markets threaten to slow this trend, but Moody's expects to sustain reliance on its offerings as enhancements to credit rating methodologies and other changes in securities origination processes restore investor confidence and more orderly market operations.

Growth in MA is also expected as financial institutions adopt active credit portfolio management practices and implement internal credit assessment tools for compliance with Basel II regulations. MA offers products that respond to these needs. This growth will be realized by, for example, the development of new private firm default probability models for specific countries and by expanding analysis capabilities of new asset classes.

COMPETITION

The MIS business competes with other Credit Rating Agencies and with investment banks and brokerage firms that offer credit opinions and research. Many of Moody's customers also have in-house credit research capabilities. Moody's largest competitor in the global credit rating business is Standard & Poor's Ratings Services, a division of The McGraw-Hill Companies, Inc. There are some rating markets, based on industry, geography and/or instrument type, in which Moody's has made investments and obtained market positions superior to S&P's. In other markets, the reverse is true.

In addition to S&P, Moody's competitors include Fitch, a subsidiary of Fimalac S.A., Dominion Bond Rating Service Ltd. of Canada ("DBRS"), A.M. Best Company Inc, Japan Credit Rating Agency Ltd., Rating and Investment Information Inc. of Japan (R&I) and Egan-Jones Ratings Company. In 2008 two more firms were granted the Nationally Recognized Statistical Rating Organizations status; LACE Financial Corp., in February, and Realpoint LLC, in June. One or more additional rating agencies may emerge in the U.S. as the SEC continues to expand the number of NRSROs. Competition may also increase in developed or developing markets outside the U.S. over the next few years as the number of rating agencies increases.

The increased regulatory focus on credit risk presents both opportunities and challenges for Moody's. Global demand for credit ratings and risk management services may rise, but regulatory actions may result in a greater number of rating agencies and/or additional regulation of Moody's and its competitors. Alternatively, banking or securities market regulators could seek to reduce the use of ratings in regulations, thereby reducing certain elements of demand for ratings, or otherwise seek to control the analysis or business of rating agencies.

Credit rating agencies such as MIS also compete with other means of managing credit risk, such as credit insurance. Competitors that develop quantitative methodologies for assessing credit risk also may pose a competitive threat to Moody's.

MA competes broadly in the financial information space against diversified competitors such as Thomson-Reuters, Bloomberg, RiskMetrics, S&P, Fitch, Dun & Bradstreet, and Markit Group among others. MA' main competitors within credit risk management include Fitch Algorithmics, SunGard, SAS, i-Flex, and RiskMetrics Group as well as a host of smaller vendors and in-house solutions. In economic analysis, data and modeling services, MA faces competition from IHS Global Insight, Oxford Economics, Haver Analytics and a number of smaller firms around the world. Within Credit Services, Moody's competes with Mercer Oliver Wyman for certain credit risk consulting, with Omega Performance, DC Gardner, and a host of boutique providers for financial training, and CreditSights, Gimme Credit and other smaller providers for independent credit research. In Securities Analytics and Valuation, Moody's competes against Interactive Data Corporation, Thomson-Reuters, S&P, Fitch, Markit Group, CME, Intex, and many other smaller providers.

MOODY'S STRATEGY

Moody's continues to follow growth strategies that adapt to market conditions and capitalize on emerging opportunities:

Given recent market turmoil Moody's immediate focus is on making effective business decisions to adjust for the expected reduction in revenue while positioning the Company to benefit from an eventual recovery in global credit market activity.

In a world of renewed attention to risk analysis and risk management, Moody's is committed to further encouraging the informed use of credit ratings, research and related analytics products.

Moody's seeks to differentiate itself from incumbent and potential competitors with uniquely thoughtful, forward-looking and accurate opinions about credit and the credit industry.

Adapting to market change is a key factor in maintaining market relevance. Moody's continuously monitors opportunities to selectively diversify its revenue base through organic growth and acquisitions, in order to replace lost revenue and position Moody's for new sources of business.

In support of those goals Moody's intends to continue its focus in the following areas:

Expansion in Financial Centers
Moody's serves its customers through its global network of offices and business affiliations. Moody's currently maintains comprehensive rating and marketing operations in financial centers including Dubai, Frankfurt, Hong Kong, London, Madrid, Milan, Moscow, New York, Paris, Singapore, Sydney and Tokyo. Moody's expects that its global network will position it to benefit from the expansion of worldwide capital markets and thereby increase revenue. Moody's also expects that the growth of its MIS business as a consequence of financial market integration in Europe will return. Additionally, Moody's expects to continue its expansion into developing markets either directly or through joint ventures. This will allow Moody's to extend its credit opinion franchise to local and regional obligors, through domestic currency ratings and national scale ratings.

New Rating Products
Moody's continues to respond to investor demand for new products and enhancements. In the recent market turmoil attention to core strengths has been crucial and enhancements have and continue to be focused on quality and transparency. Given the particular disruption in the structured finance markets MIS has been developing enhanced structured finance offerings to meet investor demands for more information content. Leveraging the diversity of its research data and analytics Moody's has introduced cross-sector analysis to better illustrate the broader impacts of recent market events. This is further enhanced by the incorporation of macroeconomics to frame conditions and assumptions. MIS continues to capitalize on market developments and enhance ratings surveillance efficiency, focusing on new ratings products, such as hedge fund operations quality ratings, and to identify, design, develop and maintain value-added research, analytics and data products serving the capital markets.

Internet-Enhanced Products and Services
Moody's is expanding its use of the Internet and other electronic media to enhance client service. Moody's website provides the public with instant access to ratings and provides the public and subscribers with credit research. Internet delivery also enables Moody's to provide services to more individuals within a client organization than were available with paper-based products and to offer higher-value services because of more timely delivery. Moody's expects that access to these applications will increase client use of Moody's services. Moody's expects to continue to invest in electronic media to capitalize on these and other opportunities.

Expansion of Credit Research Products and Investment Analytic Tools
Moody's plans to expand its research and analytic services through internal development and through acquisitions. Most new product initiatives tend to be more analytical and data-intensive than traditional narrative research offerings. Such services address investor interest in replicating the monitoring activities conducted by, for example, Moody's securitization analysts and provide the means for customers to gain access to raw data and adjusted financial statistics and ratios used by Moody's analysts in the rating process for municipalities, companies and financial institutions. These products represent important sources of growth for the research business. MA is developing products in the fixed-income valuations and pricing arena that facilitate price transparency in global fixed income markets, especially for complex structured securities and derivative instruments. Moreover, Moody's continues to explore opportunities to extend its research relevance in new domestic or regional markets (e.g., China) as well as new functional markets (e.g., hedge funds).

New Quantitative Credit Risk Assessment Services
Moody's will continue to provide banks and other institutions with quantitative credit risk assessment services. Moody's believes that there will be increased demand for such services because they assist customers trading or holding credit-sensitive assets to better manage risk and deliver better performance. Also, international bank regulatory authorities are assessing the

adequacy of banks' internal credit risk management systems for the purpose of determining regulatory capital. The acquisition of Fermat accelerates Moody's developments in this area. Such regulatory initiatives create demand for, and encourage adoption of, related services by banks from third-party providers.

REGULATION

In the U.S., since 1975, MIS has been designated as an NRSRO by the SEC. The SEC first applied the NRSRO designation in that year to companies whose credit ratings could be used by broker-dealers for purposes of determining their net capital requirements. Since that time, Congress, the SEC and other governmental and private bodies have used the ratings of NRSROs to distinguish between, among other things, "investment-grade" and "non-investment-grade" securities.

In September 2006, the Credit Rating Agency Reform Act of 2006 was passed, which created a voluntary registration process for rating agencies wishing to be designated as NRSROs. The Reform Act provides the SEC with authority to oversee NRSROs, while prohibiting the SEC from regulating the substance of credit ratings or the procedures and methodologies by which any NRSRO determines credit ratings. In June 2007, the SEC published its first set of rules under the Reform Act. These rules address the NRSRO application and registration process, as well as oversight rules related to recordkeeping, financial reporting, prevention of misuse of material non-public information, conflicts of interest, and prohibited acts and practices. In June 2007, MIS filed its application for registration as an NRSRO with the SEC. In September 2007, the SEC registered MIS as an NRSRO under the Securities Exchange Act of 1934, and as of that time MIS has been subject to the SEC's oversight rules described above. As required by the rules, MIS has made its Form NRSRO Initial Application, its Annual Certification of Form NRSRO, and any associated updates publicly available by posting it on the Regulatory Affairs page of the Company's website.

In July 2008, the SEC released a report on its examination of CRAs. The SEC began its review of the ratings processes and procedures of the three leading rating agencies — MIS, S&P and Fitch — in August 2007, focusing on sub-prime RMBS and CDOs. While the Commission's Staff noted that most of the period under review pre-dated the implementation of SEC rules for the industry, the report identified areas that were either of concern to the SEC or that the SEC believed could be enhanced going-forward. The concerns identified by the Commission's Staff generally fall into three categories: policies addressing potential conflicts of interest; resources and resource allocation; documentation around policies and procedures and enhancing transparency. The SEC also summarized the various steps that are already being put in place by the rating agencies, as well as those that are under consideration in the SEC's current rule-making process.

In February 2009, the SEC published a second set of final rules applicable to NRSROs as well as additional proposed rules. These final rules and rule proposals were approved by the Commission in early December 2008. The majority of the final rules address managing conflicts of interest, enhancing record keeping requirements, and improving transparency of ratings performance and methodologies. The deadline for market comment on the new proposed rules is March 26, 2009. MIS will submit comments to the SEC by this deadline.

Finally, both chambers of the Congress are reviewing the broader U.S. regulatory infrastructure and as part of this review, the role and function of CRAs will continue to be studied. For example, as part of a series of hearings focusing on the existing market turmoil, on October 22, 2008, the House Committee on Oversight and Government Reform held a hearing on the Role of Credit Rating Agencies. MIS has participated in this and other hearings and the written testimonies can be found on the Regulatory Affairs page of the Company's website.

Internationally, several regulatory developments have occurred:

The Group of 7 and the Group of 20 — The G-7 Finance Ministers and Central Bank Governors formally asked the FSF to analyze the underlying causes of the recent financial market turbulence. One area for analysis was the role and use of credit rating in the structured finance market. To encourage the adoption of a unified regulatory approach, the FSF has coordinated the work of other international organizations on these subjects. The FSF's recommendations on the CRA industry are as follows: improve the quality of the rating process and management of conflicts of interest in rating structured finance securities; differentiate ratings on structured finance products from those on corporate and government bonds and expand the initial and ongoing information provided on the risk characteristics of structured products; and enhance their review of the quality of the data input and due diligence performed on underlying assets by originators, arrangers and issuers.

In November 2008, the Heads of State of the G-20 reached agreement on a wide-ranging set of proposals to better regulate financial systems. Among other things, the G-20 committed to implement oversight of the CRAs, consistent with the strengthened international code of conduct (see below) and agreed that, in the medium term, the countries should implement a registration system for CRAs. The G-20 also committed to formulate their regulations and other measures in a consistent manner and recommended that, the international organization of securities regulators should review CRAs' adoption of the standards and mechanisms for monitoring compliance.

IOSCO — In December 2004, the Technical Committee of IOSCO published its Code of Conduct Fundamentals for Credit Rating Agencies. In March 2008, IOSCO published for public consultation a report on the role of CRAs in structured finance, as well as a proposal to amend the IOSCO Code of Conduct Fundamentals for CRAs. Working with four other globally active CRAs, MIS submitted a joint response to IOSCO's consultation report. This joint response can be found on the Regulatory Affairs webpage of the Company's website. In May 2008, IOSCO finalized its report and published the revised IOSCO Code at its annual meeting in May, 2008. The changes made to the IOSCO Code broadly address greater transparency of methodologies and processes by CRAs. On July 2008, IOSCO also announced that it will monitor the CRAs implementation of the IOSCO Code changes and it will explore the means by which IOSCO members might work together to verify the proper and complete disclosure by CRAs of information required by the IOSCO Code. Finally, in September IOSCO announced that it would discuss at its next technical committee meeting, held in January 2009, measures that would aim to bring about more globally consistent oversight of CRAs.

MIS initially published its Code of Professional Conduct pursuant to the IOSCO Code in June 2005 and published an updated version in October 2007. In November 2008, MIS revised its Code to reflect the changes made to the IOSCO Code. Beginning in 2006, MIS has annually published a report that describes its implementation of the Code. The MIS Code and the three annual reports that have been published thus far can be found on the Regulatory Affairs page of the Company's website.

EU — The European Commission presently is re-examining the regulatory framework for rating agencies in Europe. On July 31, 2008 the Commission published a consultation document seeking comments on proposals with respect to regulating rating agencies that operate in the EU. Specifically, the Commission sought comments on the authorization, supervision and enforcement rules for rating agencies that operate within the EU. Over 90 respondents provided the Commission with their views on the suggested framework. MIS's comments on the proposal are posted on the Regulatory Affairs page of the Company's website.

In November 2008, the Commission introduced proposed regulation for the oversight of CRAs ("Proposed Regulation"). The document is primarily based on the IOSCO Code, but with important differences. Particularly, the Commission has introduced additional conduct and governance regulation. The Proposed Regulation is now being considered by EU Member States — under the leadership of the Presidency of the Council of the EU — and by the European Parliament. Both bodies have the ability to introduce significant modifications to the Commission's original proposed text.

It is as yet too early to assess the form and content of this re-evaluation process.

The Basel Committee — In June 2004, the Basel Committee on Banking Supervision published a new bank capital adequacy framework, called Basel II, to replace its initial 1988 framework. Under Basel II, ratings assigned by recognized CRAs or ECAIs, can be used by banks in determining credit risk weights for many of their institutional credit exposures. Recognized ECAIs could be subject to a broader range of oversight. National authorities have begun the ECAI recognition process. MIS has been recognized as an ECAI in several jurisdictions and the recognition process is ongoing in many others. MIS does not currently believe that Basel II will materially affect its financial position or results of operations. As a result of the recent regulatory activity, the banking authorities of the Basel Committee are reconsidering the overall Basel II framework. It is as yet too early to assess the form and content of this re-evaluation.

Other legislation and regulation relating to credit rating and research services is being considered by local, national and multinational bodies and this type of activity is likely to continue in the future. In addition, in certain countries, governments may provide financial or other support to locally-based rating agencies. For example, governments may from time to time establish official rating agencies or credit ratings criteria or procedures for evaluating local issuers. If enacted, any such legislation and regulation could change the competitive landscape in which MIS operates. The legal status of rating agencies has been addressed by courts in various decisions and is likely to be considered and addressed in legal proceedings from time to time in the future. Management of MIS cannot predict whether these or any other proposals will be enacted, the outcome of any pending or possible future legal proceedings, or regulatory or legislative actions, or the ultimate impact of any such matters on the competitive position, financial position or results of operations of Moody's.

INTELLECTUAL PROPERTY

Moody's and its affiliates own and control a variety of trade secrets, confidential information, trademarks, trade names, copyrights, patents, databases and other intellectual property rights that, in the aggregate, are of material importance to Moody's business. Management of Moody's believes that each of the trademarks and related corporate names, marks and logos containing the term "Moody's" are of material importance to the Company. Moody's is licensed to use certain technology and other intellectual property rights owned and controlled by others, and, similarly, other companies are licensed to use certain technology and other intellectual property rights owned and controlled by Moody's. The Company considers its trademarks, service marks, databases, software and other intellectual property to be proprietary, and Moody's relies on a combination of copyright, trademark, trade secret, patent, non-disclosure and contractual safeguards for protection.

The names of Moody's products and services referred to herein are trademarks, service marks or registered trademarks or service marks owned by or licensed to Moody's or one or more of its subsidiaries.

EMPLOYEES

As of December 31, 2008, the number of full-time equivalent employees of Moody's was approximately 3,900.

AVAILABLE INFORMATION

Moody's investor relations Internet website is http://ir.moodys.com/. Under the "SEC Filings" tab at this website, the Company makes available free of charge its annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports as soon as reasonably practicable after they are filed with, or furnished to, the SEC.

The SEC maintains an internet site that contains annual, quarterly and current reports, proxy and other information statements that the Company files electronically with the SEC. The SEC's internet site is http://www.sec.gov/.

EXECUTIVE OFFICERS OF THE REGISTRANT

NAME, AGE AND POSITION	BIOGRAPHICAL DATA
Mark E. Almeida, 49 *President –* *Moody's Analytics*	Mr. Almeida has served as President of Moody's Analytics since January 2008. Prior to this position, Mr. Almeida was Senior Vice President of Moody's Corporation from August 2007 to January 2008, Senior Managing Director of the Investor Services Group (ISG) at Moody's Investors Service, Inc. from December 2004 to January 2008 and was Group Managing Director of ISG from June 2000 to December 2004. Mr. Almeida joined Moody's Investors Service, Inc. in April 1988 and has held a variety of positions with the company in both the U.S. and overseas.
Richard Cantor, 51 *Chief Risk Officer – Moody's Corporation and* *Chief Credit Officer – Moody's Investors Service*	Mr. Cantor has served as Chief Risk Officer of Moody's Corporation since December 2008 and as Chief Credit Officer of Moody's Investors Service, Inc. since November 2008. Mr. Cantor has also served as the Chairman of the Credit Policy Committee since November 2008. From July 2008 to November 2008 Mr. Cantor served as Acting Chief Credit Officer and Acting Chairman of the Credit Policy Committee. Prior thereto, Mr. Cantor was Managing Director of Moody's Credit Policy Research Group from June 2001 to July 2008 and Senior Vice President in the Financial Guarantors Rating Group. Mr. Cantor joined Moody's in 1997 from the Federal Reserve Bank of New York, where he served as Assistant Vice President in the Research Group and was Staff Director at the Discount Window. Prior to the Federal Reserve, Mr. Cantor taught Economics at UCLA and Ohio State and has taught on an adjunct basis at the business schools of Columbia University and NYU.
John J. Goggins, 48 *Senior Vice President and General Counsel*	Mr. Goggins has served as the Company's Senior Vice President and General Counsel since October 1, 2000. Mr. Goggins joined Moody's Investors Service, Inc. in February 1999 as Vice President and Associate General Counsel and became General Counsel in 2000.

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NAME, AGE AND POSITION	BIOGRAPHICAL DATA
Linda S. Huber, 50 *Executive Vice President and Chief Financial Officer*	Ms. Huber has served as the Company's Executive Vice President and Chief Financial Officer since May 2005. Prior thereto, she served as Executive Vice President and Chief Financial Officer at U.S. Trust Company, a subsidiary of Charles Schwab & Company, Inc., from 2003 to 2005. Prior to U.S. Trust, she was Managing Director at Freeman & Co. from 1998 through 2002. She served PepsiCo as Vice President of Corporate Strategy and Development from 1997 until 1998 and as Vice President and Assistant Treasurer from 1994 until 1997. She served as Vice President in the Energy Investment Banking Group at Bankers Trust Company from 1991 until 1994 and as an Associate in the Energy Group at First Boston Corporation from 1986 through 1990. She also held the rank of Captain in the U.S. Army where she served from 1980 to 1984.
Michel Madelain, 52 *Chief Operating Officer – Moody's Investors Service*	Mr. Madelain has served as Chief Operating Officer of Moody's Investors Service Inc., since May 2008. Prior to this position, Mr. Madelain served as Executive Vice President, Fundamental Ratings from September 2007 to May 2008, with responsibility for all Global Fundamental Ratings, including Corporate Finance, Financial Institutions, Public Finance and Infrastructure Finance. He managed the Financial Institutions group from March 2007 until September 2007. Mr. Madelain served as Group Managing Director, EMEA Corporate Ratings from January 2004 to March 2007 and prior thereto held several Managing Director positions in the U.S. and U.K. Fundamental Rating Groups. Prior to joining Moody's in 1994, Mr. Madelain served as a Partner of Ernst & Young, Auditing Practice. Mr. Madelain is qualified as a Chartered Accountant in France.
Joseph (Jay) McCabe, 58 *Senior Vice President and Corporate Controller*	Mr. McCabe has served as the Company's Senior Vice President and Corporate Controller since December 2005. Mr. McCabe joined Moody's in July 2004 as Vice President and Corporate Controller. Before joining the Company, he served as Vice President — Corporate Controller at PPL Corporation, an energy and utility company, from 1994 to 2003. Prior to PPL Corporation, he served Deloitte & Touche as Partner from 1984 to 1993 and as a member of the firm's audit practice from 1973 to 1984.
Raymond W. McDaniel, Jr., 51 *Chairman and Chief Executive Officer*	Raymond W. McDaniel, Jr., has served as the Chairman and Chief Executive Officer of the Company since April 2005 and serves on the International Business Development Committee of the Board of Directors. Mr. McDaniel served as the Company's President from October 2004 until April 2005 and the Company's Chief Operating Officer from January 2004 until April 2005. He has served as Chairman, Chief Executive Officer and President of Moody's Investors Service, Inc. since May 2008 and served as President of Moody's Investors Service from November 2001 to August 2007. Mr. McDaniel served as the Company's Executive Vice President from April 2003 to January 2004, and as Senior Vice President, Global Ratings and Research from November 2000 until April 2003. He served as Senior Managing Director, Global Ratings and Research, of Moody's Investors Service from November 2000 until November 2001 and as Managing Director, International from 1996 to November 2000. Mr. McDaniel is also a Director of John Wiley & Sons, Inc.

NAME, AGE AND POSITION	BIOGRAPHICAL DATA
Perry Rotella, 45 *Senior Vice President and Chief Information Officer*	Mr. Rotella has served as the Company's Senior Vice President and Chief Information Officer since December 2006. Prior to joining the Company, he served as Chief Information Officer for American International Group's ("AIG") Domestic Brokerage group from 2003 to 2006, Operations and Systems Executive in 2006 and Global Chief Technology Officer from 2000 to 2003. Prior to AIG, from 1985 to 1999, Mr. Rotella was with American Management Systems ("AMS"), a technology consulting firm, where he held a variety of positions including Chief Technology Officer for AMS's Insurance Technology Group.
Lisa S. Westlake, 47 *Senior Vice President and Chief Human Resource Officer*	Ms. Westlake has served as the Company's Senior Vice President and Chief Human Resources Officer since December 2008. Prior to this position, Ms. Westlake served as Vice President — Investor Relations from December 2006 to December 2008 and Managing Director — Finance from September 2004 to December 2006. Prior to joining the Company, Ms. Westlake was a senior consultant with the Schiff Consulting Group from 2003 to 2004. From 1996 to 2003 Ms. Westlake worked at American Express Company where she held several different positions such as Vice President and Chief Financial Officer for the OPEN Business, Vice President and Chief Financial Officer for Establishment Services and Vice President and Chief Financial Officer for Relationship Services. From 1989 to 1995 Ms. Westlake held a range of financial management positions at Dun & Bradstreet Corporation and it subsidiary at the time, IMS International. From 1984 to 1987 Ms. Westlake served at Lehman Brothers in both the investment banking and municipal trading areas.

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ITEM 1A. RISK FACTORS

The following risk factors and other information included in this annual report on Form 10-K should be carefully considered. The risks and uncertainties described below are not the only ones the Company faces. Additional risks and uncertainties not presently known to the Company or that the Company's management currently deems minor or insignificant also may impair its business operations. If any of the following risks occur, Moody's business, financial condition, operating results and cash flows could be materially adversely affected.

Changes in the Volume of Debt Securities Issued in Domestic and/or Global Capital Markets and Changes in Interest Rates and Other Volatility in the Financial Markets

Approximately 49% of MIS' revenue for 2008 was transaction-based, compared to 68% of MIS' revenue in 2007. Revenue from rating transactions, in turn, is dependent on the number and dollar volume of debt securities issued in the capital markets. Accordingly, any conditions that either reduce investor demand for debt securities or reduce issuers' willingness or ability to issue such securities could reduce the number and dollar volume of debt issuances for which Moody's provides ratings services, and thereby, have an adverse effect on the fees derived from the issuance of ratings.

A significant disruption in world financial markets, particularly in the credit markets, that began in mid-2007 worsened materially in the second half of 2008, particularly in the latter portion of the year when many credit markets experienced a severe lack of liquidity. These credit market disruptions together with the current economic slowdown have negatively impacted the volume of debt securities issued in global capital markets and the demand for credit ratings. Consequently, the Company has experienced a substantial reduction in the demand for rating newly issued debt securities resulting in a 32% decrease in MIS revenue for 2008 compared to 2007. The timing and nature of any recovery in the credit and other financial markets remains uncertain, and there can be no assurance that market conditions will improve in the future or that financial results will not continue to be adversely affected. A sustained period of market decline or weakness, especially if it relates to credit sensitive securities, for which there is typically a high level of demand for ratings, could have a material adverse effect on Moody's business and financial results. Initiatives that the Company has undertaken to reduce costs may not be sufficient to offset the results of a prolonged or more severe downturn, and further cost reductions may be difficult or impossible to obtain in the near term, due in part to rent, technology and other fixed costs associated with some of the Company's operations as well as the need to monitor outstanding ratings. Further, the cost-reduction initiatives undertaken to date could result in strains in the Company's operations if the credit markets and demand for ratings return to levels that prevailed prior to mid-2007 or otherwise unexpectedly surge.

Other factors that could further reduce investor demand for debt securities or reduce issuers' willingness or ability to issue such securities include increases in interest rates or credit spreads, continued volatility in financial markets or the interest rate environment, significant regulatory, political or economic events, the use of alternative sources of credit including financial institutions and government sources, defaults of significant issuers and other unfavorable market and economic conditions.

Regulation as a Nationally Recognized Statistical Rating Organization and Potential for New Domestic and Overseas Legislation and Regulations

Credit rating agencies are regulated in both the U.S. and in other countries (including by state and local authorities). Currently, Moody's is designated as an NRSRO pursuant to SEC regulation enacted in response to the adoption of the Reform Act. One of the central promises of the Reform Act was to encourage competition among rating agencies. Given its adoption, Moody's is unable to assess the future impact of any regulatory changes that may result from the SEC's regulations or the impact on Moody's competitive position or its current practices. Possible consequences of these new regulations include issues that may affect all entities engaged in the rating agency business, such as expected increased costs, or issues that may affect Moody's in a disproportionate manner. Any of these changes could negatively impact Moody's operations or profitability, the Company's ability to compete, or the markets for its products and services in ways that Moody's presently is unable to predict.

In addition, over the past year, both the G-7 and the G-20 Finance Ministers and Central Bank Governors have sought to analyze and arrive at a consistent approach for addressing the various areas of the financial market and have made a variety of recommendations as to regulation of rating agencies and the markets for ratings. Finance ministers have also agreed to register rating agencies in their home jurisdiction. As a result, of the internationally coordinated activity, individual countries likely will begin implementing registration regimes for the oversight of CRAs in the coming years. In particular, the European Commission presently is re-examining the regulatory framework for rating agencies in Europe. In November 2008, the

Commission published a draft regulation for the oversight of regulating rating agencies that operate in the EU. It is as yet too early to assess the form and content of this re-evaluation. As with the recent regulatory initiatives in the U.S., these initiatives may affect all entities engaged in the rating agency business or may affect Moody's in a disproportionate manner, and could negatively impact Moody's operations or profitability, the Company's ability to compete, or the markets for its products and services in ways that Moody's presently is unable to predict.

In addition to the foregoing, many legislative and regulatory agencies, both in the U.S. and in other countries, have been studying or pursuing new laws and regulations addressing CRAs and the use of credit ratings. It is possible that such initiatives could lead to additional laws or regulations affecting Moody's operations or profitability, the Company's ability to compete, or the markets for its products and services. This could include adopting regulations that require debt securities to be rated, establish criteria for credit ratings or authorize only certain entities to provide credit ratings, which could negatively affect competition among rating agencies, the level of demand for ratings or the Company's ability to provide objective assessments of creditworthiness. Additional regulations could, potentially, increase the costs associated with the operation of a CRA, alter the rating agencies' communications with the issuers as part of the rating assignment process, increase the legal risk associated with the issuance of credit ratings, change the regulatory framework to which CRAs are subject and affect the competitive environment in which CRAs operate.

As existing laws and regulations applicable to credit ratings and rating agencies continue to evolve and new laws or regulations are adopted, the costs of compliance may increase and Moody's may not be able to pass these costs through the pricing of its products. In addition, increased regulatory uncertainty over the scope, interpretation and administration of laws and regulations may increase costs, decrease demand or affect the manner in which Moody's or its customers or users of credit ratings operate, or alter the economics of the credit ratings business by restricting or mandating the business models under which an NRSRO is permitted to operate.

A description of several of the more recent regulatory initiatives in the U.S. and other countries is described above under the section entitled "Regulation" in Item 1. "Business", of this Form 10-K.

Legal, Economic and Regulatory Risks of Operating in Foreign Jurisdictions

Moody's maintains offices outside the U.S. and derives a significant and increasing portion of its revenue from sources outside the U.S. In addition to the regulatory risks discussed above, operations in different countries expose Moody's to a number of legal, economic and regulatory risks such as restrictions on the ability to convert local currency into U.S. dollars and currency fluctuations; U.S. laws affecting overseas operations including regulations applicable under the Office of Foreign Asset Control and the Foreign Corrupt Practices Act; domestic and foreign export and import restrictions, tariffs and other trade barriers; political and economic instability; the possibility of nationalization, expropriation, price controls and other restrictive governmental actions; longer payment cycles and possible problems in collecting receivables; and potentially adverse tax consequences.

In addition to competition from other rating agencies that operate in a number of international jurisdictions and specialized companies that provide ratings for particular types of financial products or issuers (such as A.M. Best Company, Inc., with respect to the insurance industry), in many foreign countries Moody's will have to compete with rating agencies that may have a stronger local presence and greater familiarity or a longer operating history in those markets. These local providers or comparable competitors that may emerge in the future may receive support from local governments or other institutions that Moody's does not receive, putting Moody's at a competitive disadvantage.

Uncertain Impact of Government Actions to Stabilize Financial Institutions and Markets

The U.S. government announced several programs in 2008, including the Emergency Economic Stabilization Act, the October 14, 2008 joint statement by the U.S. Treasury, Federal Reserve and FDIC announcing the Troubled Asset Relief Program through which the government is authorized to purchase up to $700 billion in whole loans and mortgage-related securities as well as to invest directly in financial institutions, the Treasury Department's money market mutual fund guaranty program, the Federal Reserve's commercial paper funding facility and payment of interest on reserve balances, the FDIC's temporary liquidity guarantee program and the February 10, 2009 statement by the U.S. Treasury. Additionally, the governments of many nations and international organizations such as the International Monetary Fund have announced similar measures for institutions and countries around the world. There is no assurance that these programs individually or collectively will have beneficial effects in the credit markets, will address credit or liquidity issues of companies that participate in the programs, will reduce volatility or uncertainty in the financial markets or will reverse or moderate the slowdown and downturn of world economies. The failure of these programs to have their intended effects could have a material adverse effect on the financial markets, which in turn could materially and adversely affect the Company's business, financial condition and results of operations. In addition, these and similar initiatives could reduce the demand for ratings of credit securities or other financial products, could result in increased government regulation of such markets and could have other unanticipated adverse effects on the markets for and demand for debt securities and/or for ratings of such instruments.

Increased Pricing Pressure from Competitors and/or Customers
In the credit rating, research and credit risk management markets, competition for customers and market share has spurred more aggressive tactics by some competitors in areas such as pricing and service. At the same time, bankruptcies and consolidation of customers, particularly those involved in structured finance products, and other factors affecting demand may enhance the market power of customers. While Moody's seeks to compete primarily on the basis of the quality of its products and service, if its pricing and services are not sufficiently competitive with its current and future competitors, Moody's may lose market share.

Introduction of Competing Products or Technologies by Other Companies
The markets for credit ratings, research and credit risk management services are highly competitive. The ability to provide innovative products and technologies that anticipate customers' changing requirements and to utilize emerging technological trends is a key factor in maintaining market share. Competitors may develop quantitative methodologies or related services for assessing credit risk that customers and market participants may deem preferable, more cost-effective or more valuable than the credit risk assessment methods currently employed by Moody's, or may price or market their products in manners that differ from those utilized by the Company. Customers or others may develop alternative, proprietary systems for assessing credit risk. Such developments could affect demand for Moody's products and the Company's growth prospects. In addition, Moody's growth prospects also could be adversely affected by limitations of its information technologies that fail to provide adequate capacity and capabilities to meet increased demands of producing quality ratings and research products at levels achieved by competitors.

Exposure to Litigation Related to Moody's Rating Opinions
Currently, Moody's has received subpoenas and inquiries from states attorneys general and governmental authorities, as part of ongoing investigations, and is cooperating with those inquiries. In addition, Moody's faces litigation from parties claiming damages relating to ratings actions, as well as other related actions. In these difficult economic times, when the value of credit-dependent instruments has declined and defaults have increased, the number of investigations and legal proceedings Moody's is facing has increased. These proceedings impose additional expenses on the Company, which may increase over time as these matters progress procedurally, require the attention of senior management to an extent that may reduce their ability to devote significant time addressing other business issues, and may result in fines or damages if we are deemed to have violated any laws or regulations. As Moody's international business expands, these types of claims may increase or become more costly because foreign jurisdictions may not have legal protections or liability standards comparable to those in the U.S. (such as protections for the expression of credit opinions as provided by the First Amendment and may pose criminal rather than civil penalties for non-compliance). These risks often may be difficult to assess or quantify and we may not have adequate insurance or reserves to cover them, and their existence and magnitude often remains unknown for substantial periods of time.

Exposure to Reputational and Credibility Concerns
Moody's reputation is one of the key bases on which the Company competes. To the extent that the rating agency business as a whole or that Moody's, relative to its competitors, suffers a loss in credibility, Moody's business could be adversely affected. Factors that could affect credibility include, potentially, the performance of securities relative to the rating assigned to such securities by a particular rating agency, the timing and nature of changes in ratings, adverse publicity as to the ratings process and the appearance of a conflict of interest.

Possible Loss of Key Employees and Related Compensation Cost Pressures
Moody's success depends in part upon recruiting and retaining highly skilled, experienced financial analysts and other professionals. Competition for qualified staff in the financial services industry is intense, and Moody's ability to attract staff could be impaired if it is unable to offer competitive compensation and other incentives or if the regulatory environment mandates restrictions on or disclosures about individual employees that would not be necessary in competing analytical industries. Investment banks, investors and competitors may seek to attract analyst talent by offering higher compensation than Moody's or providing more favorable working conditions. Moody's also may not be able to identify and hire employees in some markets outside the U.S. with the required experience or skills to perform sophisticated credit analysis. Moody's may also lose key employees due to other factors, such as catastrophes, that could lead to disruption of business operations. Moody's ability to compete effectively will continue to depend, among other things, on its ability to attract new employees and to retain and motivate existing employees.

Moody's Operations and Infrastructure may Malfunction or Fail

Moody's ability to conduct business may be adversely impacted by a disruption in the infrastructure that supports its businesses and the communities in which Moody's is located. This may include a disruption involving electrical, communications or other services used by the Company or third parties with or through whom Moody's conducts business, whether due to human error, natural disasters, power loss, telecommunication failures, break-ins, sabotage, computer viruses, intentional acts of vandalism, acts of terrorism or war or otherwise. Moody's efforts to secure and plan for potential disruptions of major operating systems may not be successful. The Company does not have fully redundant systems for most of its smaller office locations and low-risk systems, and its disaster recovery plan does not include restoration of non-essential services. If a disruption occurs in one of Moody's locations or systems and its personnel in those locations or who rely on such systems are unable to utilize other systems or communicate with or travel to other locations, its ability to service and interact with Moody's clients and customers may suffer.

The Company's operations also rely on the secure processing, storage and transmission of confidential and other information in its computer systems and networks. Although Moody's takes protective measures and endeavor to modify them as circumstances warrant, its computer systems, software and networks may be vulnerable to unauthorized access, computer viruses or other malicious events that could have a security impact. If one or more of such events occur, this could jeopardize Moody's or its clients' or counterparties' confidential and other information processed and stored in, and transmitted through, its computer systems and networks, or otherwise cause interruptions or malfunctions in the Company's, its clients', its counterparties' or third parties' operations. Moody's may be required to expend significant additional resources to modify its protective measures or to investigate and remediate vulnerabilities or other exposures, and the Company may be subject to litigation and financial losses that are either not insured against or not fully covered through any insurance maintained by Moody's.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Moody's corporate headquarters is located at 7 World Trade Center at 250 Greenwich Street, New York, New York, with approximately 668,513 square feet. During the fourth quarter of 2006, the Company completed the sale of its former corporate headquarters building at 99 Church Street, New York, New York. As of December 31, 2008, Moody's operations were conducted from 18 U.S. offices and 56 non-U.S. office locations, all of which are leased. These properties are geographically distributed to meet operating and sales requirements worldwide. These properties are generally considered to be both suitable and adequate to meet current operating requirements.

ITEM 3. LEGAL PROCEEDINGS

From time to time, Moody's is involved in legal and tax proceedings, governmental investigations, claims and litigation that are incidental to the Company's business, including claims based on ratings assigned by MIS. Moody's is also subject to ongoing tax audits in the normal course of business. Management periodically assesses the Company's liabilities and contingencies in connection with these matters based upon the latest information available. Moody's discloses material pending legal proceedings pursuant to SEC rules and other pending matters as it may determine to be appropriate.

As a result of recent events in the U.S. subprime residential mortgage sector and the credit markets more broadly, various legislative, regulatory and enforcement entities around the world are investigating or evaluating the role of rating agencies in the U.S. subprime mortgage-backed securitization market and structured finance markets more generally. Moody's has received subpoenas and inquiries from states attorneys general and other governmental authorities and is cooperating with such investigations and inquiries. Moody's is also cooperating with a review by the SEC relating to errors in the model used by MIS to rate certain constant-proportion debt obligations. In addition, the Company is facing market participant litigation relating to the performance of MIS rated securities. Although Moody's in the normal course experiences such litigation, the volume and cost of defending such litigation has significantly increased in the current economic environment.

On June 27, 2008, the Brockton Contributory Retirement System, a purported shareholder of the Company's securities, filed a purported shareholder derivative complaint on behalf of the Company against its directors and certain senior officers, and the Company as nominal defendant, in the Supreme Court of the State of New York, County of New York. The plaintiff asserts various causes of action relating to the named defendants' oversight of MIS's ratings of RMBS and constant-proportion debt obligations, and their participation in the alleged public dissemination of false and misleading information about MIS's ratings practices and/or a failure to implement internal procedures and controls to prevent the alleged wrongdoing. The plaintiff seeks compensatory damages, restitution, disgorgement of profits and other equitable relief. On July 2, 2008, Thomas R. Flynn, a purported shareholder of the Company's securities, filed a similar purported shareholder derivative complaint on behalf of the Company against its directors and certain senior officers, and the Company as nominal defendant, in the Supreme Court of the State of New York, County of New York, asserting similar claims and seeking the same relief. The cases have been consolidated and plaintiffs filed an amended consolidated complaint in November 2008. The Company removed the consolidated action to the U.S. District Court for the Southern District of New York in December 2008. In January 2009, the plaintiffs moved to remand the case to the Supreme Court of the State of New York. The Company will oppose remand and expects to move to dismiss the amended consolidated complaint upon resolution of the remand motion. On October 30, 2008, the Louisiana Municipal Police Employees Retirement System, a purported shareholder of the Company's securities, also filed a shareholder derivative complaint on behalf of the Company against its directors and certain officers, and the Company as a nominal defendant, in the U.S. District Court for the Southern District of New York. This complaint too asserts various causes of action relating to the Company's ratings of RMBS, CDO and constant-proportion debt obligations, and named defendants' participation in the alleged public dissemination of false and misleading information about MIS's ratings practices and/or a failure to implement internal procedures and controls to prevent the alleged wrongdoing. On December 9, 2008, Rena Nadoff, a purported shareholder of the Company, filed a shareholder derivative complaint on behalf of the Company against its directors and its CEO, and the Company as a nominal defendant, in the Supreme Court of the State of New York. The complaint asserts a claim for breach of fiduciary duty in connection with alleged overrating of asset-backed securities and underrating of municipal securities.

Two purported class action complaints have been filed by purported purchasers of the Company's securities against the Company and certain of its senior officers, asserting claims under the federal securities laws. The first was filed by Raphael Nach in the U.S. District Court for the Northern District of Illinois on July 19, 2007. The second was filed by Teamsters Local 282 Pension Trust Fund in the United States District Court for the Southern District of New York on September 26, 2007. Both actions have been consolidated into a single proceeding entitled *In re Moody's Corporation Securities Litigation* in the United States District Court for the Southern District of New York. On June 27, 2008, a consolidated amended complaint was filed, purportedly on behalf of all purchasers of the Company's securities during the period February 3, 2006 through October 24, 2007. Plaintiffs allege that the defendants issued false and/or misleading statements concerning the Company's business conduct, business prospects, business conditions and financial results relating primarily to MIS's ratings of structured finance products including RMBS, CDO and constant-proportion debt obligations. The plaintiffs seek an unspecified amount of compensatory damages and their reasonable costs and expenses incurred in connection with the case. The Company moved for dismissal of the consolidated amended complaint in September 2008. On February 23, 2009, the court issued an opinion dismissing certain claims, sustaining others and granting plaintiffs leave to amend their complaint by March 18, 2009.

For claims, litigation and proceedings not related to income taxes, where it is both probable that a liability has been incurred and the amount of loss can be reasonably estimated, the Company has recorded liabilities in the consolidated financial statements and periodically adjusts these as appropriate. In other instances, because of uncertainties related to the probable outcome and/or the amount or range of loss, management does not record a liability but discloses the contingency if significant. As additional information becomes available, the Company adjusts its assessments and estimates of such matters accordingly. For income tax matters, the Company employs the prescribed methodology of FIN 48 implemented as of January 1, 2007 which requires a company to first determine whether it is more-likely-than-not (defined as a likelihood of more than fifty percent) that a tax position will be sustained based on its technical merits as of the reporting date, assuming that taxing authorities will examine the position and have full knowledge of all relevant information. A tax position that meets this more-likely-than-not threshold is then measured and recognized at the largest amount of benefit that is greater than fifty percent likely to be realized upon effective settlement with a taxing authority.

Based on its review of the latest information available, and subject to the contingencies described in Item 7. "MD&A – Contingencies", the ultimate monetary liability of the Company for the pending matters referred to above (other than Legacy Tax Matters that are discussed in Part II, Item 7. "MD&A – Contingencies ") is not likely to have a material adverse effect on the Company's consolidated financial condition, although it is possible that the effect could be material to the Company's consolidated results of operations for an individual reporting period. This opinion is subject to the contingencies described in Part II, Item 7. "MD&A — Contingencies".

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

During the fourth quarter of the fiscal year covered by this annual report on Form 10-K, no matter was submitted to a vote of security holders.

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PART II

ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED SHAREHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Information in response to this Item is set forth under the captions below.

MOODY'S PURCHASES OF EQUITY SECURITIES

For the Three Months Ended December 31, 2008

Period	Total Number of Shares Purchased (1)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program	Approximate Dollar Value of Shares That May yet be Purchased Under the Program (2)
October 1 – 31	3,620,923	$ 25.43	3,619,910	$ 1,459.2 million
November 1 – 30	1,174,251	$ 23.88	1,174,251	$ 1,431.2 million
December 1 – 31	1,025	$ 19.98	—	$ 1,431.2 million
Total	**4,796,199**	**$ 25.05**	**4,794,161**	**$ 1,431.2 million**

(1) Includes the surrender to the Company of 1,013 and 1,025 shares in October and December, respectively, of common stock to satisfy tax withholding obligations in connection with the vesting of restricted stock issued to employees.

(2) As of the last day of each of the months. On July 30, 2007, the Company's Board authorized a $2.0 billion share repurchase program which the Company began utilizing in January 2008 upon completion of the June 2006 authorization. There is no established expiration date for the authorization.

During the fourth quarter of 2008, Moody's repurchased 4.8 million shares of its common stock, at an aggregate cost of $120.1 million, and issued $0.1 million shares under employee stock-based compensation plans.

COMMON STOCK INFORMATION AND DIVIDENDS

The Company's common stock trades on the New York Stock Exchange under the symbol "MCO". The table below indicates the high and low sales price of the Company's common stock and the dividends declared and paid for the periods shown. The number of registered shareholders of record at January 31, 2009 was 3,338.

	PRICE PER SHARE		DIVIDENDS PER SHARE	
	High	**Low**	**Declared**	**Paid**
2008:				
First quarter	**$42.89**	**$31.14**	**$ —**	**$ 0.10**
Second quarter	**46.36**	**33.14**	**0.10**	**0.10**
Third quarter	**43.07**	**29.45**	**0.10**	**0.10**
Fourth quarter	**33.96**	**15.41**	**0.20**	**0.10**
Year ended December 31, 2008			**$ 0.40**	**$ 0.40**
2007:				
First quarter	$76.09	$58.65	$ —	$ 0.08
Second quarter	73.69	59.91	0.08	0.08
Third quarter	63.70	42.42	0.08	0.08
Fourth quarter	55.99	35.05	0.18	0.08
Year ended December 31, 2007			$ 0.34	$ 0.32

During 2006, the Company paid a quarterly dividend of $0.07 per share of Moody's common stock in each of the quarters, resulting in dividends paid per share during the year ended December 31, 2006 of $0.28.

On December 16, 2008, the Board of the Company approved the declaration of a quarterly dividend of $0.10 per share of Moody's common stock, payable on March 10, 2009 to shareholders of record at the close of business on February 20, 2009. The continued payment of dividends at the rate noted above, or at all, is subject to the discretion of the Board.

EQUITY COMPENSATION PLAN INFORMATION

The table below sets forth, as of December 31, 2008, certain information regarding the Company's equity compensation plans.

Plan Category	**Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)**	**Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)**	**Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (excluding Securities Reflected in Column (a)) (c)**
Equity compensation plans approved by security holders	19,408,014[1]	$ 37.72	15,252,866[2]
Equity compensation plans not approved by security holders	—	—	—
Total	19,408,014	$ 37.72	15,252,866

(1) Includes 11,563,350 options outstanding under the Company's 2001 Key Employees' Stock Incentive Plan, 7,670,664 options outstanding under the Company's 1998 Key Employees' Stock Incentive Plan, and 174,000 options issued under the 1998 Non-Employee Directors' Stock Incentive Plan.

(2) Includes 11,492,279 shares available for issuance as options, stock appreciation rights or other stock-based awards under the 2001 Stock Incentive Plan and 235,989 shares available for issuance as options, shares of restricted stock or performance shares under the 1998 Directors Plan, and 3,524,598 shares available for issuance under the Company's Employee Stock Purchase Plan. No new grants may be made under the 1998 Stock Incentive Plan, which expired by its terms in June 2008.

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PERFORMANCE GRAPH

The following graph compares the total cumulative shareholder return of the Company to the performance of Standard & Poor's Stock 500 Index, an index of performance peer group companies (the "Performance Peer Group") and the Russell 3000 Financial Services Index.

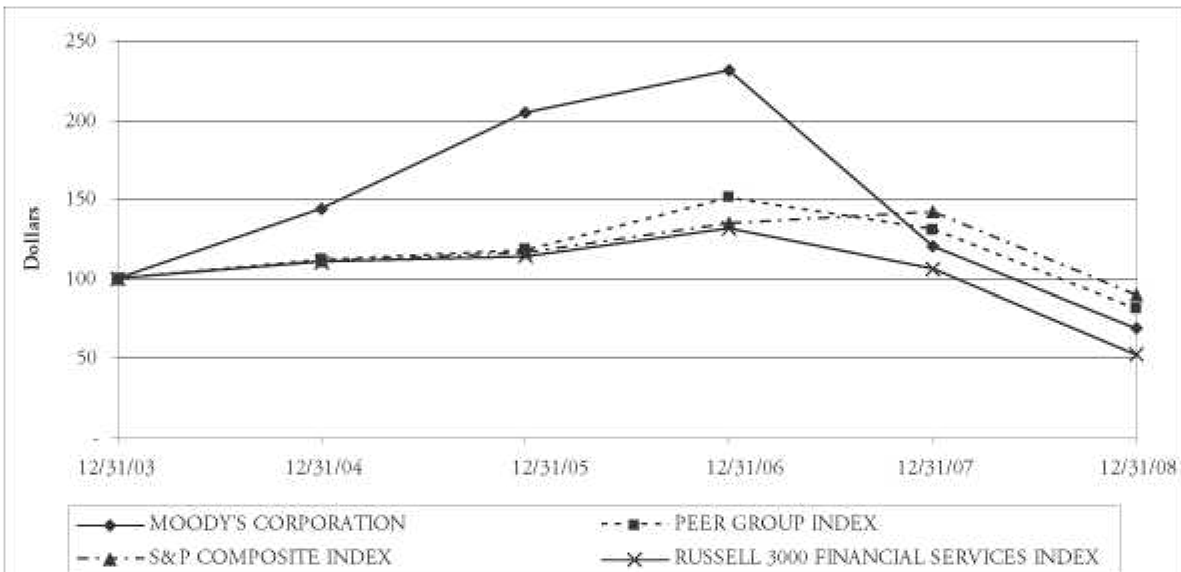
The Company is electing to use the Russell 3000 Financial Services Index, which is accessible to our shareholders in newspapers, the internet and other readily available sources for purposes of the following graph. The Company previously utilized the Performance Peer Group, which is a custom composite index of peer issuers that were selected in good faith. At December 31, 2008 this Performance Peer Group consisted of The McGraw-Hill Companies, Pearson PLC, Thomson-Reuters Corporation and Wolters Kluwer N.V. Late in 2007, Dow Jones & Company, Inc was acquired by News Corporation and in 2008 Reuters Group PLC was acquired by Thomson Corporation. As a result of these changes, and because of the limited number of companies contained in the Performance Peer Group index, the Company believes that the index previously utilized is not as representative for comparison purposes as the Russell 3000 Financial Services Index.

The comparison assumes that $100.00 was invested in the Company's common stock and in each of the foregoing indices on December 31, 2003. The comparison also assumes the reinvestment of dividends, if any. The total return for the common stock was (31%) during the performance period as compared with a total return during the same period of (10%) for the S&P 500, (48%) for the Russell 3000 Financial Services Index and (19%) for the Performance Peer Group.

Comparison of Cumulative Total Return

Since December 31, 2003

Moody's Corporation, Peer Group Index, Russell 3000 Financial Services Index and S&P Composite Index



	PERIOD ENDING					
	12/31/2003	12/31/2004	12/31/2005	12/31/2006	12/31/2007	12/31/2008
Moody's Corporation	$ 100.00	$ 144.06	$ 204.89	$ 231.41	$ 120.35	$ 68.58
Peer Group Index	100.00	111.83	117.81	151.18	131.14	81.38
Russell 3000 — Financial Services Index	100.00	110.57	113.85	131.56	106.26	52.09
S&P Composite Index	100.00	110.88	116.33	134.70	142.10	89.53

The comparisons in the graph above are provided in response to disclosure requirements of the SEC and are not intended to forecast or be indicative of future performance of the Company's common stock.

ITEM 6. SELECTED FINANCIAL DATA

The Company's selected consolidated financial data should be read in conjunction with Item 7. "MD&A" and the Moody's Corporation consolidated financial statements and notes thereto.

	YEAR ENDED DECEMBER 31,				
amounts in millions, except per share data	**2008**	**2007**	**2006**	**2005**	**2004**
Results of operations					
Revenue	**$1,755.4**	$2,259.0	$2,037.1	$1,731.6	$1,438.3
Operating and SG&A expenses	**934.6**	1,035.1	898.7	756.8	617.8
Depreciation and amortization	**75.1**	42.9	39.5	35.2	34.1
Restructuring	**(2.5)**	50.0	—	—	—
Gain on sale of building	**—**	—	(160.6)	—	—
Operating income	**748.2**	1,131.0	1,259.5	939.6	786.4
Non-operating (expense) income, net [(1)]	**(22.4)**	(14.3)	1.0	(4.9)	(15.1)
Income before provision for income taxes	**725.8**	1,116.7	1,260.5	934.7	771.3
Provision for income taxes [(2)]	**268.2**	415.2	506.6	373.9	346.2
Net income	**$ 457.6**	$ 701.5	$ 753.9	$ 560.8	$ 425.1
Earnings per share					
Basic	**$ 1.89**	$ 2.63	$ 2.65	$ 1.88	$ 1.43
Diluted	**$ 1.87**	$ 2.58	$ 2.58	$ 1.84	$ 1.40
Weighted average shares outstanding					
Basic	**242.4**	266.4	284.2	297.7	297.0
Diluted	**245.3**	272.2	291.9	305.6	304.7
Dividends declared per share	**$ 0.40**	$ 0.34	$ 0.29	$ 0.24	$ 0.15

	DECEMBER 31,				
	2008	**2007**	**2006**	**2005**	**2004**
Balance sheet data					
Total assets	**$1,773.4**	$1,714.6	$1,497.7	$1,457.2	$1,389.3
Long-term debt [(3)]	**$ 750.0**	$ 600.0	$ 300.0	$ 300.0	—
Shareholders' (deficit) equity	**$ (994.4)**	$ (783.6)	$ 167.4	$ 309.4	$ 317.5

(1) The 2008 and 2007 amounts include a benefit of $13.3 million and $31.9 million, respectively, related to the favorable resolution of certain Legacy Tax Matters.

(2) The 2007, 2006 and 2005 amounts include net benefits of $20.4 million, $2.4 million and $8.8 million, respectively and the 2004 amount includes an expense of $30.0 million, relating to certain Legacy Tax Matters.

(3) At December 31, 2004, the $300 million notes payable scheduled to mature in September 2005 were classified as a current liability.

I TEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This discussion and analysis of financial condition and results of operations should be read in conjunction with the Moody's Corporation consolidated financial statements and notes thereto included elsewhere in this annual report on Form 10-K.

This MD&A contains Forward-Looking Statements. See "Forward-Looking Statements" commencing on page 53 and Item 1A. "Risk Factors" commencing on page 18 for a discussion of uncertainties, risks and other factors associated with these statements.

THE COMPANY

Moody's is a provider of (i) credit ratings and related research, data and analytical tools, (ii) quantitative credit risk measures, risk scoring software and credit portfolio management solutions and (iii) software for fixed income pricing data and valuation models. Moody's operates in two reportable segments: MIS and MA.

MIS, the credit rating agency, publishes credit ratings on a wide range of debt obligations and the entities that issue such obligations in markets worldwide. Revenue is derived from the originators and issuers of such transactions who use MIS ratings in the distribution of their debt issues to investors.

The MA segment develops a wide range of products and services that support the risk management activities of institutional participants in global financial markets. These offerings include quantitative credit risk scores, credit processing software, economic research, analytical models, financial data, securities pricing and valuation services, and specialized consulting services. MA also distributes investor-oriented research and data developed by MIS as part of its rating process, including in-depth research on major debt issuers, industry studies, and commentary on topical credit related events.

Beginning in January 2008, Moody's segments were changed to reflect the Reorganization announced in August 2007. As a result of the Reorganization, the rating agency is reported in the MIS segment and several ratings business lines have been realigned. All of Moody's other non-rating commercial activities, including MKMV and sales of research produced by MIS analysts and the production and sales of other products and services, are represented in the MA segment.

As part of the Reorganization there were several realignments within the MIS LOBs. Sovereign and sub-sovereign ratings, which were previously part of financial institutions; infrastructure/utilities ratings, which were previously part of corporate finance; and project finance, which was previously part of structured finance, were combined with the public finance business to form a new LOB called public, project and infrastructure finance. In addition, real estate investment trust ratings were moved from financial institutions and corporate finance to the structured finance business. Furthermore, in August 2008 the global managed investments ratings group, previously part of the structured finance business, was combined with the financial institutions business.

Within MA, various aspects of the legacy MIS research business and MKMV business were combined to form the subscriptions, software and consulting businesses. The subscriptions business includes credit and economic research, data and analytical models that are sold on a subscription basis; the software business includes license and maintenance fees for credit risk, securities pricing and valuation software products; and the consulting business includes professional services and credit training associated with risk modeling, credit scorecard development, and other specialized analytical projects, as well as credit education services that are typically sold on a per-engagement basis. Subscription services are typically sold for an initial 12-month term, with renewal features for subsequent annual periods.

The following is a discussion of the results of operations of these segments, excluding the intersegment royalty revenue for MIS and expense charged to MA for the rights to use and distribute content, data and products developed by MIS. Additionally, overhead costs and corporate expenses of the Company are allocated to each segment based on a revenue-split methodology. Overhead expenses include costs such as rent and occupancy, information technology and support staff such as finance, human resource, information technology and legal.

In addition to its reported results, Moody's has included in this MD&A certain adjusted results that the SEC defines as "non-GAAP financial measures." Management believes that such non-GAAP financial measures, when read in conjunction with the Company's reported results, can provide useful supplemental information for investors analyzing period to period comparisons of the Company's performance. These non-GAAP financial measures relate to Legacy Tax Matters and adjustments made to the Company's 2007 Restructuring Plan, further described in Note 17 and Note 10, respectively, to the Company's consolidated financial statements.

Certain prior year amounts have been reclassified to conform to the current presentation.

CRITICAL ACCOUNTING ESTIMATES

Moody's discussion and analysis of its financial condition and results of operations are based on the Company's consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of these financial statements requires Moody's to make estimates and judgments that affect reported amounts of assets and liabilities and related disclosures of contingent assets and liabilities at the dates of the financial statements and revenue and expenses during the reporting periods. These estimates are based on historical experience and on other assumptions that are believed to be reasonable under the circumstances. On an ongoing basis, Moody's evaluates its estimates, including those related to revenue recognition, accounts receivable allowances, contingencies, goodwill and intangible assets, pension and other post-retirement benefits and stock-based compensation. Actual results may differ from these estimates under different assumptions or conditions. The following accounting estimates are considered critical because they are particularly dependent on management's judgment about matters that are uncertain at the time the accounting estimates are made and changes to those estimates could have a material impact on the Company's consolidated results of operations or financial condition.

Revenue Recognition

In recognizing revenue related to ratings, MIS uses judgments to allocate billed revenue between the initial assignment of ratings and the future monitoring of ratings in cases where MIS does not charge ongoing monitoring fees for a particular issuer. These judgments are not dependent on the outcome of future uncertainties, but rather relate to allocating revenue across accounting periods. In such cases, MIS defers portions of rating fees that it estimates will be attributed to future monitoring activities and recognizes the deferred revenue ratably over the estimated monitoring periods.

The portion of the revenue to be deferred is based upon a number of factors, including the estimated fair market value of the monitoring services charged for similar securities or issuers. The monitoring period over which the deferred revenue will be recognized is determined based on factors such as the estimated lives of the rated securities. Currently, the estimated monitoring periods range from one to ten years. At December 31, 2008, 2007 and 2006, deferred revenue included approximately $48 million, $54 million and $47 million, respectively, related to such monitoring fees.

Additionally, in the case of commercial mortgage-backed securities, derivatives, international residential mortgage-backed and asset-backed securities, issuers can elect to pay the monitoring fees upfront. These fees are deferred and recognized over the future monitoring periods, ranging from three to 51 years, which are based on the expected lives of the rated securities at December 31, 2008. At December 31, 2008, 2007 and 2006, deferred revenue related to these securities was approximately $82 million, $86 million and $72 million, respectively.

MIS estimates revenue for ratings of commercial paper for which, in addition to a fixed annual monitoring fee, issuers are billed quarterly based on amounts outstanding. Revenue is accrued each quarter based on estimated amounts outstanding and is billed when actual data is available. The estimate is determined based on the issuers' most recent reported quarterly data. At December 31, 2008, 2007 and 2006, accounts receivable included approximately $34 million, $38 million and $34 million, respectively, related to accrued commercial paper revenue. Historically, MIS has not had material differences between the estimated revenue and the actual billings.

Revenue earned within the MA segment relating to the three lines of business are recognized as follows: subscription-based revenue is recognized ratably over the subscription period which is typically for an initial 12-month term with renewal features for subsequent annual periods, beginning upon delivery of the initial product; software revenue is recognized at time of delivery which is considered to have occurred upon transfer of the product master or first copy. If uncertainty exists regarding customer acceptance of the product or service, revenue is not recognized until acceptance occurs; consulting revenue is generally recognized at the time services are performed.

Certain revenue arrangements within the MA segment include multiple elements such as software licenses, maintenance, subscription fees and professional services. In these types of arrangements, the fee is allocated to the various products or services based on objective measurements of fair value; that is, generally the price charged when sold separately — or vendor-specific objective evidence.

Accounts Receivable Allowance

Moody's records provisions for estimated future adjustments to customer billings as a reduction of revenue, based on historical experience and current conditions. Such provisions are reflected as additions to the accounts receivable allowance. Additionally, estimates of uncollectible accounts are recorded as bad debt expense and are reflected as additions to the accounts receivable allowance. Billing adjustments and uncollectible account write-offs are recorded against the allowance. Moody's evaluates its accounts receivable allowance by reviewing and assessing historical collection and adjustment experience and the current status of customer accounts. Moody's also considers the economic environment of the customers, both from an industry and geographic perspective, in evaluating the need for allowances. Based on its analysis, Moody's adjusts its allowance as considered appropriate in the circumstances. This process involves a high degree of judgment and estimation and could involve significant dollar amounts. Accordingly, Moody's results of operations can be affected by adjustments to the allowance. Management believes that the allowance for uncollectible accounts is adequate to cover anticipated adjustments and write-offs under current conditions. However, significant changes in any of the above factors, or actual write-offs or adjustments that differ from the estimated amounts could result in amounts that are greater or less than estimates. In each of 2008, 2007 and 2006, the Company revised its provision rates for billing adjustments and uncollectible accounts to reflect its current estimate of the appropriate accounts receivable allowance.

Contingencies

Accounting for contingencies, including those matters described in the "Contingencies" section of this "MD&A", commencing on page 51 is highly subjective and requires the use of judgments and estimates in assessing their magnitude and likely outcome. In many cases, the outcomes of such matters will be determined by third parties, including governmental or judicial bodies. The provisions made in the consolidated financial statements, as well as the related disclosures, represent management's best estimates of the then current status of such matters and their potential outcome based on a review of the facts and in consultation with outside legal counsel where deemed appropriate. The Company regularly reviews contingencies and as new information becomes available may, in the future, adjust its associated liabilities. Based on its review of the latest information available, and subject to the contingencies described in Item 7. "MD&A — Contingencies", the ultimate monetary liability of the Company in connection with pending legal and tax proceedings, claims and litigation is not likely to have a material adverse effect on Moody's future reported results and financial position.

For the years ended December 31, 2008, 2007 and 2006, the provision for income taxes reflected credits of $8.7 million, $27.3 million and $2.4 million, respectively, due to changes in the Company's liabilities for Legacy Tax exposures that were assumed by Moody's in connection with its separation from Old D&B in October 2000. These tax matters are more fully described under the caption "Legacy Tax Matters" within Item 7, "MD&A".

Goodwill and Other Acquired Intangible Assets

Moody's evaluates its goodwill for impairment at the reporting unit level, defined as an operating segment or one level below an operating segment, annually as of November 30th or more frequently if impairment indicators arise in accordance with SFAS No. 142, "Goodwill and Other Intangible Assets". These impairment indicators could include significant events or circumstances that would reduce the fair value of a reporting unit below its carrying value. These events or circumstances could include a significant change in the business climate, legal factors, operating performance indicators, competition or sale or disposition of a significant portion of a reporting unit. As of the 2008 impairment test, the reporting units were determined to be MIS, MA and Fermat. To test goodwill for impairment the fair value of the reporting unit is compared to its carrying value including goodwill and if the fair value exceeds its carrying value then goodwill is not impaired. If the carrying value exceeds the fair value then the implied fair value of goodwill is compared to the carrying value of goodwill. If the implied fair value exceeds the carrying value then goodwill is not impaired; otherwise, an impairment loss will be recorded by the amount the carrying value exceeds the implied fair value. The Company allocates corporate items to the carrying value of the reporting unit based on the same methodology as corporate and overhead expenses are allocated. The fair value of each reporting unit is estimated using a discounted cash flow methodology. This analysis requires significant judgments, including estimation of future operating results and cash flows of each reporting unit, which is based on internal budgets and strategic plans, expected long-term growth rates, terminal values, discount rates, determination of Moody's weighted average cost of capital and the effects of external factors and market conditions. Changes in these estimates and assumptions could materially affect the determination of fair value and goodwill impairment for each reporting unit, and an impairment charge may be necessary to reduce the carrying value of goodwill, which charge could be material to the Company's financial position and results of operations. Moody's allocates goodwill to reporting units based on the reporting unit expected to benefit from the combination. The Company evaluates its reporting units on an annual basis.

In accordance with SFAS No. 144, “Accounting for the Impairment or Disposal of Long-Lived Assets”, amortizable intangible assets are reviewed for recoverability whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

Restructuring

The Company has engaged, and may continue to engage, in restructuring actions, which require management to utilize significant estimates related to expenses for severance and other employee benefit costs, contract termination costs and asset impairments. If the actual amounts differ from these estimates, the amount of the restructuring charge could be impacted. For a full description of Moody’s restructuring actions, refer to the “Results of Operations” section below and Note 10 to the consolidated financial statements.

Pension and Other Post-Retirement Benefits

The expenses, assets and liabilities that Moody’s reports for its pension and other post-retirement benefit plans are dependent on many assumptions concerning the outcome of future events and circumstances. These assumptions include the following:

- future compensation increases, based on the Company’s long-term actual experience and future outlook
- long-term return on pension plan assets, based on historical portfolio results and the expected future average annual return for each major asset class within the plan’s portfolio (which is principally comprised of equity and fixed-income investments)
- future healthcare cost trends, based on historical market data, near-term outlooks and assessments of likely long-term trends
- discount rates, based on current yields on high-grade corporate long-term bonds

The discount rate selected to measure the present value of the Company’s benefit obligations as of December 31, 2008 was derived using a cash flow matching method whereby the Company compares the plans’ projected payment obligations by year with the corresponding yield on the Citibank pension discount curve. The cash flows are then discounted back to their present value and an overall discount rate is determined.

Moody’s major assumptions vary by plan and assumptions used are set forth in Note 11 to the consolidated financial statements. In determining these assumptions, the Company consults with outside actuaries and other advisors as deemed appropriate. While the Company believes that the assumptions used in its calculations are reasonable, differences in actual experience or changes in assumptions could have a significant effect on the expenses, assets and liabilities related to the Company’s Post-Retirement Plans.

When actual plan experience differs from the assumptions used, actuarial gains or losses arise. To the extent the total outstanding gain or loss exceeds a corridor threshold as defined in SFAS No. 87, “Employers’ Accounting for Pensions”, and the excess is subject to amortization in annual expense over the estimated average future working lifetime of active plan participants. For Moody’s Post-Retirement Plans, the total losses as of December 31, 2008 that have not been recognized in annual expense are $27.1 million, and Moody’s expects to recognize in net periodic pension expense $0.8 million for the amortization of actuarial losses.

For Moody’s funded pension plan, the differences between the expected long-term rate of return assumption and actual experience could also affect the net periodic pension expense. As permitted under SFAS No. 87, the Company spreads the impact of asset experience over a five-year period for purposes of calculating the market-related value of assets that is used in determining the expected return on assets’ component of annual expense and in calculating the total unrecognized gain or loss subject to amortization. As of December 31, 2008, the Company has an unrecognized asset loss of $32.6 million, of which $7.6 million will be recognized in the market-related value of assets that is used to calculate the expected return on assets’ component of 2010 expense.

The table below shows the estimated effect that a one percentage-point decrease in each of these assumptions will have on Moody's 2009 operating income. These effects have been calculated using the Company's current projections of 2009 expenses, assets and liabilities related to Moody's Post-Retirement Plans, which could change as updated data becomes available.

	Assumption Used for 2009	Estimated Impact on 2009 Operating Income (Decrease)/Increase
Discount Rate*	6.00%/6.25%	$ (5.4)
Weighted Average Assumed Compensation Growth Rate	4.00%	$ 1.2
Assumed Long-Term Rate of Return on Pension Assets	8.35%	$ (1.2)

* Discount rates of 6.00% and 6.25% are used for pension plans and other post-retirement plans, respectively.

A one percentage-point increase in assumed healthcare cost trend rates will not affect 2009 projected expenses. Based on current projections, the Company estimates that expenses related to Post-Retirement Plans will be $15.2 million in 2009 compared with $14.2 million in 2008, excluding the costs of curtailment and special termination benefits of $3.8 million in 2008. The expected expense increase in 2009 reflects the effects of lower discount rates, higher amortization of actuarial losses, and higher loss on plan assets.

Stock-Based Compensation

The Company accounts for stock-based compensation in accordance with the provisions of SFAS No. 123R, "Share-Based Payments". Under this pronouncement, companies are required to record compensation expense for all share-based payment award transactions granted to employees based on the fair value of the equity instrument at the time of grant. This includes shares issued under employee stock purchase plans, stock options, restricted stock and stock appreciation rights. The fair value of each option award is estimated on the date of grant using the Black-Scholes option pricing model that uses assumptions and estimates that the Company believes are reasonable. Some of the assumptions and estimates, such as share price volatility and expected option holding period, are based in part on Moody's experience during the period since becoming a public company, which is limited. The use of different assumptions and estimates in the Black-Scholes option pricing model could produce materially different estimated fair values for option awards and related expense.

An increase in the following assumptions would have had the following estimated effect on operating income in 2008 (dollars in millions):

	Assumption Used for 2004-2008 grants	Increase in Assumption	Estimated Impact on Operating Income in 2008 Increase/(Decrease)
Average Expected Dividend Yield	0.1% -1.9%	0.10%	$ 0.4
Average Expected Share Price Volatility	23% - 37.3%	5%	$ (4.2)
Expected Option Holding Period	5.0 – 6.0 years	1.0 year	$ (3.4)

Income Taxes

The Company is subject to income taxes in the U.S. and various foreign jurisdictions. The Company's tax assets and liabilities are affected by the amounts charged for service provided and expenses incurred as well as other tax matters such as inter-company transactions. The Company accounts for income taxes under the asset and liability method in accordance with SFAS No. 109. Therefore, income tax expense is based on reported income before income taxes, and deferred income taxes reflect the effect of temporary differences between the amounts of assets and liabilities that are recognized for financial reporting purposes and the amounts that are recognized for income tax purposes.

Moody's is subject to tax audits in various jurisdictions which involve Legacy Tax and other tax matters. The Company regularly assesses the likely outcomes of such audits in order to determine the appropriateness of its FIN 48 tax liabilities. On January 1, 2007, upon the implementation of FIN 48, the Company implemented the accounting policy to classify interest related to income taxes as a component of interest expense in the Company's consolidated financial statements and to classify associated penalties, if any, as part of other non-operating expenses. Prior to the implementation of FIN 48, the Company had classified interest related to income taxes and associated penalties as components of income tax expense. In accordance with FIN 48, prior period financial statements have not been reclassified for this change.

FIN 48 requires a company to first determine whether it is more-likely-than-not (defined as a likelihood of more than fifty percent) that a tax position will be sustained based on its technical merits as of the reporting date, assuming that taxing authorities will examine the position and have full knowledge of all relevant information. A tax position that meets this more-likely-than-not threshold is then measured and recognized at the largest amount of benefit that is greater than fifty percent likely to be realized upon effective settlement with a taxing authority. Upon the initial implementation of FIN 48, the Company recorded a reduction of its January 1, 2007 retained earnings of $43.3 million, which is comprised of $32.9 million of tax and accrued interest of $17.3 million ($10.4 million, net of tax). As the determination of FIN 48 liabilities and associated interest and penalties requires significant estimates to be made by the Company, there can be no assurance that the Company will accurately predict the outcomes of these audits, and thus the eventual outcomes could have a material impact on the Company's operating results or financial condition.

Other Estimates

In addition, there are other accounting estimates within Moody's consolidated financial statements, including recoverability of deferred tax assets, anticipated dividend distributions from non-U.S. subsidiaries and valuation of investments in affiliates. Management believes the current assumptions and other considerations used to estimate amounts reflected in Moody's consolidated financial statements are appropriate. However, if actual experience differs from the assumptions and other considerations used in estimating amounts reflected in Moody's consolidated financial statements, the resulting changes could have a material adverse effect on Moody's consolidated results of operations or financial condition.

See Note 2 to the consolidated financial statements for further information on significant accounting policies that impact Moody's.

OPERATING SEGMENTS

Beginning in January 2008, Moody's segments were changed to reflect the Reorganization announced in August 2007. As a result of the Reorganization, the rating agency is reported in the MIS segment and several ratings business lines have been realigned. All of Moody's other non-rating commercial activities, including MKMV and sales of research produced by MIS analysts and the production and sales of other products and services, are represented in the MA segment.

As part of the Reorganization there were several realignments within the MIS LOBs. Sovereign and sub-sovereign ratings, which were previously part of financial institutions; infrastructure/utilities ratings, which were previously part of corporate finance; and project finance, which was previously part of structured finance, were combined with the public finance business to form a new LOB called public, project and infrastructure finance. In addition, real estate investment trust ratings were moved from financial institutions and corporate finance to the structured finance business. Furthermore, in August 2008 the global managed investments ratings group, previously part of the structured finance business, was combined with the financial institutions business.

Within MA, various aspects of the legacy MIS research business and MKMV business were combined to form the subscriptions, software and consulting businesses. The subscriptions business includes credit and economic research, data and analytical models that are sold on a subscription basis; the software business includes license and maintenance fees for credit risk, securities pricing and valuation software products, and the consulting business includes professional services and credit training associated with risk modeling, credit scorecard development, and other specialized analytical projects, as well as credit education services that are typically sold on a per-engagement basis. Subscription services are typically sold for an initial 12-month term, with renewal features for subsequent annual periods.

The following is a discussion of the results of operations of the new segments, excluding the intersegment royalty revenue for MIS and expense charged to MA for the rights to use and distribute content, data and products developed by MIS. Additionally, overhead costs and corporate expenses of the Company, all of which were previously included in the former MIS segment, are allocated to each new segment based on a revenue-split methodology. Overhead expenses include costs such as rent and occupancy, information technology and support staff such as finance, human resource, information technology and legal.

Certain prior year amounts have been reclassified to conform to the current presentation.

RESULTS OF OPERATIONS

Year Ended December 31, 2008 compared with Year Ended December 31, 2007

Executive summary

Moody's revenue for 2008 totaled $1,755.4 million, a decrease of 22% from $2,259.0 million in 2007. Operating income was $748.2 million, down $382.8 million or 34% from $1,131.0 million in 2007. Excluding the positive impact from FX translation, global revenue and operating income declined 23% and 36%, respectively. Diluted EPS of $1.87 for 2008 included a benefit of $0.05 related to the resolution of certain Legacy Tax Matters and minor adjustments to the 2007 restructuring. Excluding the Legacy Tax Matters and impact of restructuring in both years, diluted EPS of $1.82 for 2008 decreased 27% from $2.50 for 2007.

Revenue at MIS totaled $1,204.7 million for 2008, a decrease of $575.2 million, or 32% from 2007. Excluding the positive impact from FX translation, revenue declined $591.7 million, or 33% from prior year. U.S. revenue of $645.0 million decreased $474.0 million or 42%, while non-U.S. revenue of $559.7 million decreased $101.2 million or 15% from the prior year. The public, project and infrastructure business line achieved modest growth. Due to the credit market crisis that began in mid-2007 all other MIS business lines recorded declines from the prior year, led by structured finance.

MA revenue rose to $550.7 million for 2008, up 15% from 2007 with all lines of business growing. U.S. revenue of $265.1 million for 2008 increased 9% from 2007. Non-U.S. revenue of $285.6 million increased 21% from 2007 and represented 52% of global revenue, compared to 49% a year earlier.

Total expenses for Moody's Corporation of $1,007.2 million were down $120.8 million compared to the prior year. Excluding the restructuring charge in 2007 and minor adjustments to this charge in 2008, Moody's total expenses were $68.3 million, or 6%, lower in 2008, due primarily to lower compensation costs.

Moody's Corporation

The table below provides a summary of revenue and operating results, followed by further insight and commentary:

	YEAR ENDED DECEMBER 31, 2008	YEAR ENDED DECEMBER 31, 2007	% Change
Revenue:			
United States	**$ 910.1**	$ 1,361.8	(33.2)%
International:			
EMEA	**603.1**	659.3	(8.5)%
Other	**242.2**	237.9	1.8%
Total International	**845.3**	897.2	(5.8)%
Total	**$ 1,755.4**	$ 2,259.0	(22.3)%
Expenses:			
Operating	**$ 493.3**	$ 584.0	(15.5)%
SG&A	**441.3**	451.1	(2.2)%
Restructuring	**(2.5)**	50.0	(105.0)%
Depreciation and amortization	**75.1**	42.9	75.1%
Total	**$ 1,007.2**	$ 1,128.0	(10.7)%
Operating income	**$ 748.2**	$ 1,131.0	(33.8)%
Interest (expense) income, net	**$ (52.2)**	$ (24.3)	114.8%
Other non-operating (expense) income, net	**$ 29.8**	$ 10.0	198.0%
Net income	**$ 457.6**	$ 701.5	(34.8)%

Total revenue of $1,755.4 million decreased $503.6 million from 2007, due to the significant decline in MIS partly offset by good growth in MA.

Total relationship and transaction-based revenue for Moody's in 2008 was 64% and 36%, respectively, compared to 45% and 55%, respectively in the prior year. Relationship revenue in the MIS segment represents the recurring monitoring of a rated debt obligation and/or entities that issue such obligations, as well as revenue from programs such as commercial paper, medium-term notes and shelf registrations, while transaction revenue represents the initial rating of a new debt issuance as well as other one-time fees. In the MA segment, relationship revenue represents the entire subscription-based business line and the maintenance revenue within the software line of business. Transaction revenue in MA represents the license fees for credit risk software products and revenue from the consulting line of business which offers professional services and credit training, which are typically sold on a per-engagement basis.

U.S. revenue was $910.1 million, down $451.7 million from the prior year primarily reflecting significantly reduced issuance activity due to the broader downturn in global economic activity, significant financial market volatility, worsening credit market conditions and record-high interest rate spreads.

International revenue of $845.3 million decreased $51.9 million from 2007 and accounted for 48% of global revenue compared to 40% a year ago. FX translation contributed approximately $23 million to 2008 international revenue. Issuance volumes were significantly lower across most of the EMEA and Asian markets compared to 2007.

Operating expenses were $493.3 million, down $90.7 million due primarily to lower compensation costs of $70.5 million. Incentive compensation of $30.8 million decreased $27.8 million due to weak financial performance within the MIS segment and the impact of restructuring. Salaries and wages decreased approximately $21 million primarily reflecting the effects of the 2007 restructuring. Stock-based compensation of $40.6 million declined $17.3 million due to the impact of the 2007 restructuring which resulted in higher forfeitures of awards than in the previous year. Non-compensation costs of $76.6 million decreased $20.2 million due to strong cost controls, particularly in the areas of T&E and recruiting which declined approximately $9 million and $3 million, respectively.

SG&A expenses of $441.3 million decreased $9.8 million from the prior year due to declines in both compensation and non-compensation expenses. Compensation costs decreased $4.9 million, or 2%, primarily reflecting reductions of approximately $5 million and $10 million in incentive and stock-based compensation, respectively. These decreases were partially offset by an approximate $9 million increase in salaries and wages due primarily to $6 million in senior executive severance expense recorded in the second quarter of 2008. Non-compensation expenses of $207.4 million were down $4.9 million from prior year reflecting decreases in T&E, rent and occupancy costs, and professional service fees of $4.6 million, $5.4 million and $6.8 million, respectively, partially offset by approximately $11 million of bad debt reflecting the increase in bankruptcies and collection issues, compared to less than $1 million in 2007.

The table below shows Moody’s global staffing by geographic area:

	DECEMBER 31,		
	2008*	**2007**	**% Change**
United States	**2,130**	2,175	(2.1)%
International	**1,817**	1,397	30.1%
Total	**3,947**	3,572	10.5%

* reflects approximately 350 additional headcount due to acquisitions made during the year, of which approximately 290 were added in the fourth quarter.

Restructuring in 2008 reflects adjustments of previous estimates for severance and contract termination costs associated with the 2007 Restructuring Plan.

Depreciation and amortization of $75.1 million increased $32.2 million from 2007 primarily due to: an approximate $11 million impairment of certain software and database intangible assets within the MA segment, approximately $6 million of incremental depreciation reflecting the use of 7WTC for the full year of 2008, approximately $6 million of purchase accounting amortization associated with the acquisition of Fermat of which $4.5 million was a write-off of acquired in-process technology and approximately $4 million of accelerated depreciation related to the closure of the Company’s New Jersey office in the second quarter of 2008.

Operating income in 2008 of $748.2 million decreased $382.8 million from the prior year reflecting the significant decline in revenue resulting in an operating margin of 42.6%, which was 750 basis points lower than the 50.1% margin in 2007. Operating income in 2007 reflected a $50.0 million restructuring charge. FX translation positively impacted operating income by approximately $28 million.

Net interest expense was $52.2 million, an increase of $27.9 million from prior year primarily due to higher debt levels and the absence in 2008 of $17.5 million of income relating to the reversal of accrued interest resulting from the resolution of a Legacy Tax Matter in the second quarter of 2007 compared to $2.3 million in 2008.

Other non-operating income was $29.8 million, up about 200% from the prior year, due primarily to FX gains of approximately $25 million recorded during the year reflecting the strengthening of the U.S. dollar and the euro to the British pound.

Moody's effective tax rate of 37.0% remained essentially flat with 37.2% in 2007. Excluding the impact of restructuring and Legacy Tax items in both years, Moody's ETR was 37.3%, down 290 bps from 40.2% in 2007, due primarily to a larger portion of consolidated taxable income being generated from outside the U.S., which is generally taxed at a lower rate than the U.S. statutory rate, and the realization of benefits available for U.S.-based manufacturing and research activities.

Net income was $457.6 million, a decrease of $243.9 million from the prior year, primarily reflecting revenue declines that outpaced cost reductions. Excluding the impact of Legacy Tax Matters and restructuring, net income of $445.3 million was $235.3 million lower than 2007. Diluted EPS was $1.87, or 28% lower than in the prior year resulting from the 35% reduction in net income, partially offset by 10% fewer diluted shares outstanding.

Segment Results

Moody's Investors Service

The table below provides a summary of revenue and operating results, followed by further analysis and commentary:

	YEAR ENDED DECEMBER 31, 2008	2007	% Change
Revenue:			
Structured finance	**$ 411.2**	$ 873.3	(52.9)%
Corporate finance	**300.5**	411.5	(27.0)%
Financial institutions	**263.0**	274.3	(4.1)%
Public, project and infrastructure finance	**230.0**	220.8	4.2%
Total	**$1,204.7**	$1,779.9	(32.3)%
Expenses:			
Operating and SG&A	**$ 636.0**	$ 759.4	(16.2)%
Restructuring	**(1.6)**	41.3	(103.9)%
Depreciation and amortization	**33.3**	24.0	38.8%
Total	**$ 667.7**	$ 824.7	(19.0)%
Operating income	**$ 537.0**	$ 955.2	(43.8)%

Global MIS revenue of $1,204.7 million was down $575.2 million from 2007, reflecting the significant declines in global SFG and U.S. CFG revenue. In the U.S., revenue of $645.0 million was down $474.0 million, or 42%, due to decreases in SFG and CFG. Internationally, revenue was $559.7 million, a decline of $101.2 million, or 15%, from a year-ago, with declines in SFG and CFG, partially offset by growth in PPIF. In 2008, international revenue comprised 46% of global revenue, compared to 37% in 2007. FX contributed approximately $16 million to international revenue in 2008. The split of revenue between relationship and transaction was 51% and 49%, respectively, versus the prior year when the split was 32% relationship and 68% transaction revenue. Globally, the lower proportion of transaction revenue in 2008 was primarily due to the significant decline in new issuance due to the broader downturn in global economic activity reflected in the extreme market volatility, worsening credit market conditions and record-high interest rate spreads in the later part of the year.

Global SFG revenue decreased $462.1 million, due to declines in derivatives, CREF and RMBS of $194.5 million or 57%, $123.8 million or 69%, and $103.1 million or 58%, respectively, which together accounted for 91% of the decrease. Continued turbulence in the capital and credit markets, combined with lack of market liquidity and higher interest rate spreads, has resulted in lower loan origination and securitization which led to a significant decline in new issuance revenue. In 2008, transaction-based revenue accounted for 51% of total SFG down from 77% in the prior year. In the U.S., revenue of $190.7 million was down $370.7 million or 66%, from a year ago, led by declines in the aforementioned asset classes due to significantly reduced issuance volume. International revenue was $220.5 million, a decrease of $91.4 million or 29% from 2007, led by declines in derivatives and CREF of $48.5 million or 42%, and $41.6 million or 66%, respectively. FX translation contributed approximately $8 million to international SFG revenue in 2008.

Global CFG revenue was down $111.0 million from prior year, due to low issuance volumes particularly in the U.S. Revenue from new issuance declined approximately $121 million, or 43% from the prior year, due primarily to lower issuance in both investment-grade and speculative-grade securities, resulting from the broader downturn in global economic activity, reflected in the significant financial market volatility, worsening credit market conditions and record-high interest rate spreads in the later part of the year. Transaction-based revenue comprised 53% of global CFG revenue, compared to 68% in 2007. Revenue in the U.S. was $176.6 million, a decrease of $93.4 million, or 35%, from the prior year as revenue from bank loans and speculative-grade bond ratings declined $64.1 million or 66% and $30.6 million or 62%, respectively, and was slightly offset by $6.6 million, or 18%, of growth in revenue from monitoring fees. International revenue of $123.9 million was down $17.6 million, or 12%, from prior year comprised of declines in speculative-grade bond ratings, bank loan ratings, estimated ratings and investment-grade bond ratings of $10.4 million or 56%, $7.4 million or 67%, $4.4 million or 25%, and $3.7 million or 13%, respectively. These declines were offset by growth in monitoring fees of $5.3 million, as well as a $2.7 million increase in other CFG services such as national scale ratings and company credit assessment services. FX translation contributed approximately $3 million to international CFG revenue in 2008.

Global FIG revenue decreased $11.3 million from the prior year reflecting significant declines in issuance volumes primarily in the U.S. insurance and banking markets due to the on-going credit crisis. Revenue from new transactions accounted for 33% of total FIG in 2008, compared to 42% in the prior year. In the U.S., revenue of $117.8 million decreased $12.2 million, or 9%, from prior year, led by an $8.9 million decline in the insurance sector, specifically the property and casualty insurance industry which was down $5.0 million or 22% from 2007. International revenue of $145.2 million remained flat with prior year reflecting growth from the life insurance industry offset by declines from rating financial guarantors and the property and casualty insurance industry. FX translation contributed $5 million to international FIG revenue in 2008.

Global PPIF revenue increased $9.2 million from prior year due to growth in municipal structured products and in the project and infrastructure finance sectors of $10.3 million or 35%, and $2.5 million or 3%, respectively. Recurring revenue represented 41% of total in 2008 compared with 40% in 2007. In the U.S., revenue of $159.9 million grew $2.3 million, with increases in the aforementioned municipal structured products partially offset by declines of $6.4 million in other public finance issuance. Outside the U.S., revenue of $70.1 million was up $6.9 million, or 11%, from prior year, reflecting growth primarily within the EMEA region of $4.6 million and $2.1 million in the infrastructure finance and public finance sectors, respectively.

Operating and SG&A expenses of $636.0 million, including allocated corporate overhead costs, decreased $123.4 million, with declines in both compensation and non-compensation expenses of approximately $83 million and approximately $40 million, respectively. Incentive compensation decreased approximately $39 million primarily due to weak financial performance. Stock-based compensation decreased approximately $20 million primarily reflecting the impact of the 2007 Restructuring Plan which resulted in higher forfeitures of awards than in the previous year. Salary and benefits expense decreased approximately $24 million from prior year, reflecting the change in the mix of employees and timing of adding new hires during the year, partially offset by approximately $6 million in senior executive severance expense recorded in the second quarter of 2008. The decrease in non-compensation expenses from 2007 reflected continued strong cost controls, resulting in reductions within T&E, recruiting and marketing of $14.6 million, $3.1 million and $2.6 million, respectively. Offsetting these decreases in 2008 was an $8.1 million increase in bad debt expense compared to prior year, primarily related to bankruptcies and collection issues, including $2.3 million for Lehman Brothers and $1.7 million for issuers of structured investment vehicles.

The 2008 restructuring amount primarily reflects adjustments of previous estimates for severance and contract termination costs associated with the Restructuring Plan.

Depreciation and amortization expense increased $9.3 million primarily due to the accelerated depreciation recorded in the second quarter of 2008 relating to the Jersey City office closure and a full year of depreciation on 7WTC assets.

Operating income decreased $418.2 million from 2007 reflecting the 32% reduction in revenue outpacing the 19% decline in Operating and SG&A expenses. Excluding the impact of the 2007 restructuring and minor adjustments made in 2008 relating to this charge, operating income declined $461.1 million or 46% from the prior year. FX translation had a positive impact of approximately $17 million on MIS operating income in 2008.

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Moody's Analytics

The table below provides a summary of revenue and operating results, followed by further insight and commentary:

	YEAR ENDED DECEMBER 31, 2008	2007	% Change
Revenue:			
Subscriptions	**$ 475.9**	$ 421.5	12.9%
Software	**49.2**	39.5	24.6%
Consulting	**25.6**	18.1	41.4%
Total	**$ 550.7**	$ 479.1	14.9%
Expenses:			
Operating and SG&A	**$ 298.6**	$ 275.7	8.3%
Restructuring	**(0.9)**	8.7	(110.3)%
Depreciation and amortization	**41.8**	18.9	121.2%
Total	**$ 339.5**	$ 303.3	11.9%
Operating income	**$ 211.2**	$ 175.8	20.1%

Global MA revenue increased $71.6 million, with 69% of the growth generated internationally, and accounted for 31% of global MCO revenue in 2008 compared to 21% in the prior year. Recurring revenue, which includes subscription and software maintenance fees, comprised 91% of the total in 2008, Compared to 92% in the prior year. In the U.S., revenue of $265.1 million increased 9%, primarily reflecting growth in subscription revenue. International revenue of $285.6 million was $49.3 million higher than in 2007, reflecting growth in all business lines, particularly the software line of business which benefited from the acquisition of Fermat. FX translation contributed approximately $7 million to international MA revenue in 2008.

Global subscription revenue, which comprises 86% of total MA in 2008, increased $54.4 million and accounted for 76% of global MA growth, reflecting continued demand from new and existing customers for credit and economic research, structured finance analytics, credit risk assessment and other offerings. U.S. revenue was $239.4 million, an increase of $20.3 million from 2007. Internationally, revenue totaled $236.5 million, an increase of $34.1 million or 17% over the prior year, with 78% of the growth generated within the EMEA region.

Global software revenue increased $9.7 million, including the positive impact of the Fermat acquisition in the fourth quarter of 2008. U.S. revenue of $20.0 million remained flat with prior year, while international revenue of $29.2 million increased $9.0 million or 45% from the prior year with growth generated from all regions.

Global consulting revenue increased $7.5 million over prior year reflecting relatively higher demand internationally for credit education, portfolio analysis, risk modeling and scorecard development services, primarily in the EMEA region.

Operating and SG&A expenses, including allocated corporate overhead costs, were $298.6, an increase of $22.9 million from the prior year due to increases in both compensation and non-compensation expenses of approximately $8 million and approximately $15 million, respectively. The increase in compensation expense primarily reflects approximately $6 million of higher incentive compensation costs due to better than expected financial performance, and a 30% increase in average headcount due to acquisitions made during the year. Non-compensation expenses of $98.0 million increased due primarily to the impact of acquisitions and a higher proportion of allocated corporate overhead expenses in 2008 compared to prior year based on the revenue-split methodology, as well as the absence in 2008 of a $2.5 million sales tax benefit received in the second quarter of 2007.

The 2008 restructuring amount primarily reflects adjustments of previous estimates for severance and contract termination costs associated with the Restructuring Plan.

The increase in depreciation and amortization of $22.9 million compared to 2007 is primarily due to the approximate $11 million impairment of certain software and database intangible assets and amortization of approximately $6 million related to the Fermat acquisition, including a $4.5 million write-off of acquired in-process technology.

Operating income increased $35.4 million from 2007, reflecting strong revenue growth and an approximate $10 million positive impact from FX translation.

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Year Ended December 31, 2007 compared with December 31, 2006

Executive Summary

Revenue for 2007 totaled $2,259.0 million, an increase of 11% from $2,037.1 million in 2006. Operating income for 2007 was $1,131.0 million and included a restructuring charge of $50.0 million. Diluted EPS of $2.58 for the full year 2007 included a $0.19 per share benefit from the settlement of a Legacy Tax Matter in the second quarter of 2007 and an $0.11 per share charge related to restructuring actions. Excluding the 2007 restructuring charge and the $160.6 million gain on building sale in 2006, operating income of $1,181.0 for 2007 grew 7% from $1,098.9 million in 2006. Excluding the adjustments listed above and the impact of Legacy Tax Matters in both years, diluted EPS for 2007 were $2.50, 11% higher than $2.25 in 2006.

Revenue at MIS totaled $1,779.9 million in 2007, an increase of $140.1 million, or 9%, from the prior year period. Currency translation had a positive impact on these results. Each of the global ratings business lines achieved year-over year revenue growth, led by double-digit growth in corporate finance and financial institutions. Finally, revenue at MA for 2007 totaled $479.1 million an increase of $81.8 million, or 20.6% from the prior year, reflecting strong growth in the subscriptions line of business.

Moody's Corporation

The table below provides a summary of revenue and operating results, followed by further insight and commentary:

	YEAR ENDED DECEMBER 31,		
	2007	**2006**	**% Change**
Revenue:			
United States	**$ 1,361.8**	$ 1,277.8	6.6%
International:			
EMEA	**659.3**	543.9	21.2%
Other	**237.9**	215.4	10.4%
Total International	**897.2**	$ 759.3	18.2%
Total	**$ 2,259.0**	$ 2,037.1	10.9%
Expenses:			
Operating	**$ 584.0**	$ 539.4	8.3%
SG&A	**451.1**	359.3	25.5%
Restructuring	**50.0**	—	NM
Gain on building Sale	**—**	(160.6)	NM
Depreciation and amortization	**42.9**	39.5	8.6%
Total	**$ 1,128.0**	$ 777.6	45.1%
Operating income	**$ 1,131.0**	$ 1,259.5	(10.2)%
Interest expense (income), net	**$ (24.3)**	$ 3.0	NM
Other non-operating expense (income)	**$ 10.0**	$ (2.0)	NM
Net income	**$ 701.5**	$ 753.9	(7.0)%

Moody's revenue for 2007 totaled $2,259.0 million, an increase of $221.9 million from $2,037.1 million for the same period in 2006. The main contributors to this growth were from the CFG line of business within MIS and from MA. Revenue from MA contributed 37% of the Company's year-over-year growth, driven primarily by the subscriptions line of businesses.

Revenue in the U.S. was $1,361.8 million in 2007, an increase of $84.0 million, or 7%, from $1,277.8 million in 2006. International revenue was $897.2 million in 2007, an increase of $137.9 million, or 18.2%, from $759.3 million in 2006. FX translation accounted for approximately $39 million of international revenue growth in 2007.

During the fourth quarter of 2007, the Company committed to a Restructuring Plan in response to the Company's reorganization and a decline in current and anticipated issuance of rated debt securities in some market sectors, as more fully described in the notes to the consolidated financial statements. A restructuring charge of $50.0 million was recorded in 2007, which consisted of $45.9 million of expenses relating to severance and other employee benefit costs, and $4.1 million for contract termination costs.

Moody's operating and SG&A expenses of $1,035.1 million in 2007 were $136.4 million higher than 2006. Compensation and benefits continue to be Moody's largest expense, accounting for approximately 70% of total Operating and SG&A expenses, representing approximately $77 million in growth from prior year. Moody's average global staffing of approximately 3,500 employees during the year ended December 31, 2007 was approximately 13% higher than during 2006. This increase reflects the impact of hiring from late 2006 and the first half of 2007 to support business growth mainly in the U.S., Asian and European ratings businesses offset by a partial completion of the workforce reductions relating to the restructuring actions implemented in the fourth quarter of 2007. The table below shows Moody's global staffing by geographic area.

	DECEMBER 31,		
	2007	**2006**	**% Change**
United States	**2,175**	2,155	0.9%
International	**1,397**	1,195	16.9%
Total	**3,572**	3,350	6.6%

Operating expenses were $584.0 million in 2007, an increase of $44.6 million, or 8.3%, from $539.4 million in 2006. Compensation and benefits expense comprised approximately 77% of the growth, reflecting normal salary increases coupled with higher staffing levels compared to prior year, partially offset by lower incentive compensation. The staffing level increase reflects hiring in the first half of 2007 to support business growth, primarily in the international ratings businesses, where head count increased by approximately 14% over 2006. Non-compensation expenses of $96.8 million increased $10.2 million, primarily from higher professional service costs associated with technology investments.

SG&A expenses were $451.1 million in 2007, an increase of $91.8 million, or 25.5%, from $359.3 million in 2006. Compensation expense of $238.8 million increased $46.5 million, or 24.2%, from 2006 reflecting increased staffing levels in the corporate compliance and technology support functions coupled with the increase in stock-based compensation. Non-compensation expense of $212.3 million was up $45.3 million, or 27.1%, over 2006 due to higher rent and occupancy costs of $39.3 million, or 88.2%, over 2006 primarily related to the Company's relocation to its new corporate headquarters at 7WTC and an increase in professional service costs of $21.6 million relating to technology investment spending and legal matters.

Operating income in 2007 includes a $50.0 million restructuring charge consisting of $45.9 million of expenses relating to severance and other employee benefit costs and $4.1 million for contract termination costs, as further discussed in Note 10 to the consolidated financial statements.

Operating income of $1,131.0 million decreased $128.5 million, or 10.2%, from $1,259.5 million in 2006, which reflected a $160.6 million gain on building sale and approximately $21 million of FX translation gains in 2007. Moody's operating margin for 2007 was 50.1% compared to 61.8% in 2006. The restructuring charge in 2007 decreased the 2007 margin by approximately 220 bps while the gain on building sale increased the 2006 margin by approximately 790 bps.

Interest and other non-operating (expense) income, net was $(14.3) million in 2007 compared with $1.0 million in 2006. Interest expense on borrowings was $40.7 million and $15.2 million for the years ended December 31, 2007 and 2006, respectively. The increase was due to borrowings under the Company's credit facilities, the issuance of the $300.0 million Series 2007-1 Notes in September 2007, and issuance under the Company's commercial paper program, which was established in October 2007. Interest expense on FIN 48 and other tax liabilities was $21.5 million in 2007. In 2006, before FIN 48 became effective, interest on tax liabilities was reported as part of income tax expense, net of federal tax benefit. Included in 2007 was a $17.5 million reduction of accrued interest expense and a $14.4 million increase in other non-operating income relating to the resolution of a certain Legacy Tax Matter more fully described in "Contingencies — Legacy Contingencies", below. Interest income earned on short-term investments and invested cash balances were $19.3 million and $18.2 million for the years ended December 31, 2007 and 2006, respectively. FX gains (losses) were immaterial in both 2007 and 2006.

Moody's Effective Tax Rate was 37.2% in 2007 compared to 40.2% in 2006. The 2007 and 2006 ETRs included benefits of $27.3 million and $2.4 million, respectively, related to Legacy Tax Matters. Additionally in 2007, there was a $14.4 million increase in other non-operating income, which was not taxable, related to Legacy Tax Matters. These matters favorably impacted the Company's 2007 and 2006 ETR by approximately 295 bps and 30 bps, respectively.

Net income was $701.5 million in 2007, a decrease of $52.4 million, or 7.0%, from $753.9 million in 2006. Diluted EPS was $2.58 in both 2007 and 2006. Excluding the restructuring charge in 2007, the gain on building sale in 2006 and Legacy Tax adjustments in both years, net income increased $21.8 million, or 3.3%, and diluted EPS increased $0.25, or 11.1%, to $2.50 per share.

Segment Results

Moody's Investors Service

The table below provides a summary of revenue and operating results, followed by further insight and commentary:

	YEAR ENDED DECEMBER 31, 2007	2006	% Change
Revenue:			
Structured finance	**$ 873.3**	$ 872.6	0.1%
Corporate finance	**411.5**	335.9	22.5%
Financial institutions	**274.3**	233.1	17.7%
Public, project and infrastructure finance	**220.8**	198.2	11.4%
Total	**$ 1,779.9**	$ 1,639.8	8.6%
Expenses:			
Operating and SG&A	**$ 759.4**	$ 666.1	14.0%
Restructuring	**41.3**	—	NM
Depreciation and amortization	**24.0**	17.3	38.7%
Total	**$ 824.7**	$ 683.4	20.7%
Operating income	**$ 955.2**	$ 956.4	(0.1)%

Revenue at MIS in 2007 was $1,779.9 million, up $140.1 million, from $1,639.8 million in 2006. Global CFG, FIG and the PPIF business increased $75.6 million, $41.2 million, and $22.6 million, respectively.

Global SFG revenue was $873.3 million for 2007, flat with $872.6 million in 2006. Revenue of $561.5 million in the U.S. decreased $36.2 million, or 6%, in a mixed year where strong growth in the first half of 2007, largely from credit derivatives and CREF was offset in the second half of 2007 by declining revenue in the RMBS, derivatives and CREF as a result of credit market turmoil which reduced ratable issuance volume. Outside the U.S., revenue of $311.8 million increased $36.9 million, or 13%, reflecting strong growth from derivatives and RMBS of $19.8 million and $12.3 million, respectively, mostly in EMEA.

Global CFG revenue totaled $411.5 million in 2007, an increase of 75.6 million from 2006. Revenue in the U.S. increased $45.3 million, or 20.2%, primarily due to increased leveraged loan activities and growth in investment-grade bond issuance. International revenue of $141.5 million increased $30.3 million, or 27.2%, largely driven by growth in European bond issuance.

Global FIG revenue was $274.3 million, up $41.2 million from $233.1 million in 2006. Revenue in the U.S. increased $19.6 million, or 18%, principally due to strong performance within the banking and insurance sectors driven by debt refinancing and funding for share repurchases. International revenue of $144.3 million grew $21.6 million, or 18%, from prior year mainly due to increased corporate bond issuance activity and a significant number of new ratings mandates both within the European banking sector.

Global PPIF revenue was $220.8 million, an increase of $22.6 million from 2006. Revenue from project and infrastructure finance of $76.1 million showed the strongest growth with an increase of $13.5 million, or 21.6%, over 2006, mostly from within the United States. Revenue of $115.2 million from the public finance sector, including U.S. public finance, sovereign and sub-sovereign, increased $6.1 million, or 6%, over prior year driven by growth in combined issuance and new money issuance.

Operating and SG&A expenses, including allocated corporate overhead costs, were $759.4 million, an increase of $93.3 million from $666.1 million in 2006. Compensation and benefits expense was the largest contributor to the year-over-year growth reflecting increased staffing internationally to support business growth, as well as additional head count in the corporate compliance group. Stock-based compensation expense increased year-over-year primarily due to the higher Black-Scholes value of the 2007 equity grants compared to prior years. Non-compensation expenses in 2007 included an increase in allocated expenses such as increased rent and occupancy costs related to the Company's relocation to its new corporate headquarters at 7WTC and increases in professional service costs primarily due to information technology investment spending and legal matters.

Operating income of $955.2 million in 2007 was flat compared to 2006. Excluding the $41.3 million restructuring charge, 2007 operating income of $996.5 million increased $40.1 million, or 4.2%, from $956.4 million in 2006.

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Moody's Analytics
The table below provides a summary of revenue and operating results, followed by further insight and commentary:

	YEAR ENDED DECEMBER 31, 2007	2006	% change
Revenue:			
Subscriptions	**$ 421.5**	$ 347.5	21.3%
Software	**39.5**	36.3	8.9%
Consulting	**18.1**	13.5	34.1%
Total	**$ 479.1**	$ 397.3	20.6%
Expenses:			
Operating and SG&A	**$ 275.7**	$ 232.6	18.5%
Restructuring	**8.7**	—	NM
Depreciation and amortization	**18.9**	22.2	(14.9%)
Total	**$ 303.3**	$ 254.8	19.0%
Operating income	**$ 175.8**	$ 142.5	23.4%

Revenue for MA was $479.1 million, an increase of $81.8 million from 2006. U.S. revenue of $242.8 million increased $38.1 million, or 18.6%, and international revenue increased $43.7 million, or 22.7%, with 90.3% of the growth from within the EMEA region.

Revenue from subscription products of $421.5 million was up $74.0 million compared to 2006, reflecting continued demand from new and existing customers for credit and economic research, structured finance analytics and other offerings. Software revenue of $39.5 million increased $3.2 million from $36.3 million in 2006 primarily from additional license and maintenance fees for credit decisioning and analysis products. Revenue from consulting services grew $4.6 million due to increased demand for credit education, risk modeling and scorecard development among customers seeking to implement sophisticated risk management processes and comply with regulatory requirements.

Operating and SG&A expenses in 2007 including allocated corporate overhead costs were $275.7 million, an increase of $43.1 million from 2006. The increase is a primarily a result of additional compensation due to head count growth of 8% and higher sales commission expense resulting from better than expected revenue growth over 2006. It also reflected an increase in allocated expenses due to increased rent and occupancy costs related to the Company's relocation to its new corporate headquarters at 7WTC and increases in professional service costs primarily due to information technology investment spending and legal matters.

MA's operating income of $175.8 million in 2007 increased $33.3 million from $142.5 million in 2006. Operating income included an $8.7 million restructuring charge in 2007. Excluding the restructuring charge, 2007 operating income of $184.5 million increased $42.0 million, or 29.5%, from $142.5 million in 2006.

Market Risk
Moody's maintains operations in 30 countries outside the U.S. In 2008, approximately 42% and 47% of the Company's revenue billed and expenses incurred, respectively, were in currencies other than the U.S. dollar, principally in the GBP and the euro. As such, the Company is exposed to market risk from changes in FX rates.

As of December 31, 2008, approximately 34% of Moody's assets were located outside the United States. Moody's aggregate cash and cash equivalents of $245.9 million at December 31, 2008, consisted of approximately $152 million, which was located outside the U.S., making the Company susceptible to fluctuations in FX rates. Additionally, all of Moody's aggregate short-term investments of $7.1 million were located outside the United States. The effects of changes in the value of foreign currencies relative to the U.S. dollar on assets and liabilities of non-U.S. operations with non-U.S. functional currencies are charged or credited to the cumulative translation adjustment account in the statement of shareholders' equity (deficit).

Moody's cash equivalents consist of investments in high-quality investment-grade securities within and outside the U.S. with maturities of three months or less when purchased. The Company manages its credit risk exposure by allocating its cash equivalents among various money market mutual funds and issuers of high-grade commercial paper. Short-term investments primarily consist of certificates of deposit and high quality investment-grade corporate bonds in Korea. The Company manages its credit risk exposure on cash equivalents and short-term investments by limiting the amount it can invest with any single issuer.

A portion of the Company's future billings and related revenue is exposed to market risk associated with changes in FX rates primarily related to the euro and GBP. Under the Company's current FX hedging program, the Company hedges a portion of FX currency risk for the purpose of reducing volatility in the Company's cash flows related to future euro and GBP billings and related revenue. FX options and forwards are currently utilized to hedge these exposures and have maturities between one and 14 months. As of December 2008 all FX derivative contracts were set to expire at various times through February 2010 and were deemed to be highly effective under SFAS No. 133 and related accounting pronouncements. No credit losses are anticipated as the counterparties to these agreements are major financial institutions. The fair value of the Company's outstanding FX derivative contracts was recorded within other current assets in the consolidated balance sheets and consisted of the following notional amounts:

	December 31,	
	2008	2007
Notional amount of Currency Pair:		
GBP/USD	**£ 7.4 million**	£ 7.9 million
EUR/USD	**€ 12.9 million**	€ 16.7 million
EUR/GBP	**€ 24.3 million**	€ 61.5 million
Fair value of derivative asset	**$ 4.9 million**	$ 2.3 million

Unrealized gains or losses are recorded in AOCI and, once realized, the gains or losses will be recognized as an adjustment to revenue when the billings are recognized in revenue.

A sensitivity analysis has been prepared to estimate the exposure to fluctuations in the FX rates on Moody's FX options. A hypothetical 10% favorable change in the overall option currency portfolio would result in a gain of approximately $3.5 million as of December 31, 2008. The maximum loss related to an adverse change in the option currency portfolio would be $3.1 million.

As a result of the 2008 Term Loan completed on May 7, 2008, the Company entered into interest rate swaps with a total notional amount of $150.0 million to protect against fluctuations in the LIBOR-based variable interest rate. These swaps are adjusted to fair market value based on prevailing interest rates at the end of each reporting period and fluctuations are recorded into AOCI, while net interest payments are recorded in the statement of operations. At December 31, 2008 the fair value of the interest rate swaps was $10.7 million and is recorded in other liabilities in the Company's consolidated balance sheet. The objective of interest rate risk management is to reduce the funding cost and volatility to the Company and to alter the interest rate exposure to the desired risk profile. Moody's uses interest rate swaps as deemed necessary to assist in accomplishing this objective.

A sensitivity analysis has been prepared to estimate the exposure to fluctuations in the short-term LIBOR on Moody's interest expense relating to the 2008 Term Loan, assuming the interest rate swap was not in place. A hypothetical change of one-percent in the LIBOR would result in an impact on annual interest expense of approximately $1.5 million.

Liquidity and Capital Resources

Cash Flow

The Company is currently financing its operations, capital expenditures and share repurchases through cash flow from operations and from financing activities. The Company had net borrowings of $316.3 million during the year ended December 31, 2008.

The following is a summary of the change in the Company's cash flows followed by a brief discussion of these changes:

	YEAR ENDED DECEMBER 31,			YEAR ENDED DECEMBER 31,		
	2008	2007	$ Change	2007	2006	$ Change
Net cash provided by operating activities	**$ 534.7**	$ 984.0	$(449.3)	$ 984.0	$ 752.5	$ 231.5
Net cash (used in) provided by investing activities	**$ (319.3)**	$ (124.7)	$(194.6)	$ (124.7)	$ 116.1	$(240.8)
Net cash used in financing activities	**$ (344.8)**	$ (861.5)	$ 516.7	$ (861.5)	$ (965.2)	$ 103.7

Net cash provided by operating activities

Year ended December 31, 2008 compared to the year ended December 31, 2007

The following changes in non-cash and other one-time items impacted cash provided by operating activities in 2008 compared to 2007, relative to net income:

- A $27.0 million decrease in stock-based compensation expense primarily reflecting the 2007 restructuring actions;
- A $32.2 million increase in depreciation and amortization expense due primarily to an approximate $11 million impairment of certain software and database intangibles within the MA segment, approximately $6 million relating to the acquisition of Fermat including a $4.5 million write-off of acquired in-process technology, approximately $6 million reflecting the use of 7WTC for the full year of 2008 and approximately $4 million of accelerated depreciation resulting from the closure of the Company's New Jersey office in the second quarter of 2008;
- A $44.7 million decrease in Excess Tax Benefits due to fewer stock option exercises;
- A $44.5 million decrease of an accrual for Legacy Tax Matters in 2007 compared to 2008;
- A $59.1 million decrease in deferred income taxes due to lower restructuring, tenant allowances, and deferred revenue in 2008.

The $449.3 million reduction of net cash flows provided by operating activities was primarily attributed to a decrease in net income of $243.9 million, adjusted for the non-cash and other one-time items discussed above, and the following changes in assets and liabilities:

- A decrease in accounts payable and accrued liabilities of $172.3 million, comprised of approximately $111 million of accrued taxes relating to lower pre-tax income and the timing of payments and approximately $30 million related to lower annual incentive compensation accruals reflecting weak financial performance;
- A decrease in deferred revenue of $70.2 million as a result of lower billings reflecting the weak credit market conditions;
- A decrease of $62.9 million in the restructuring liability relating to payments made during the year and other minor adjustments;
- A decrease in the growth of deferred rent of $46.5 million due primarily to a tenant allowance received in 2007 relating to 7WTC;
- An increase of approximately $33 million for a deposit returned from the IRS in March 2008 in connection with a Legacy Tax Matter.
- A $61.1 million decrease in UTBs and other non-current tax liabilities due primarily to the implementation of FIN 48 in 2007;

Year ended December 31, 2007 compared to the year ended December 31, 2006

The following changes in non-cash and other one-time items impacted cash provided by operating activities in 2007 compared to 2006, relative to net income:

- A $51.0 million decrease in Excess Tax Benefits due to fewer stock option exercises;
- A $52.3 million decrease to an accrual relating to the favorable resolution of a Legacy Tax Matter in the second quarter of 2007;
- A $160.6 million gain on sale of the Company's former headquarters building in 2006;
- A $13.1 million increase in stock-based compensation expense due to higher staffing levels in 2007 and a higher Black-Scholes value in 2007 compared to 2006;

The $231.5 million increase in net cash flows provided by operating activities was primarily attributed to the change in net income, adjusted for the non-cash and other one-time items discussed above, and the following changes in assets and liabilities:

- A $79.1 million decrease due to a 7% reduction in the accounts receivable balance in 2007 compared to 2006 when the balance increased by 13%;
- A $67.2 million increase in other current assets primarily for approximately $40 million of prepaid state income taxes and an $8.5 million receivable from the IRS for a Legacy Tax Matter;
- A positive impact from decreases in other assets, primarily relating to an approximate $40 million deposit made in the first quarter of 2006 with the IRS relating to Amortization Expense Deductions, as discussed in Note 17 to the consolidated financial statements;

- An $87.5 million negative impact due to the decrease in accounts payable and accrued liabilities relating to $76.5 million lower accrued income taxes and approximately $27 million lower accrued incentive compensation ;
- A $33.1 million increase to the 2007 restructuring liability;
- An $83.0 million increase of UTBs and other non-current tax liabilities due to the implementation of FIN 48 in 2007;
- A $46.9 million increase in the deferred rent liability due primarily to a tenant allowance received in 2007 relating to 7WTC;

Net cash (used in) provided by investing activities

Year ended December 31, 2008 compared to the year ended December 31, 2007

The $194.6 million increase in net cash used in investing activities was primarily attributed to:

- A $237.0 million increase in net cash used resulting from the 2008 acquisitions of Fermat, BQuotes, Financial Projections Limited and Enb Consulting;
- A $55.9 million decrease of net cash provided by short-term investments in 2008 following the liquidation of a majority of the portfolio in 2007 to finance share repurchases and other operational activities,

Partially offset by:

- A $97.4 million decrease in capital additions resulting from reduced 7WTC build-out activity in 2008 compared to 2007.

Year ended December 31, 2007 compared to the year ended December 31, 2006

The $240.8 million increase in net cash used in investing activities was primarily attributed to:

- A $150.7 million increase in capital additions resulting from the build-out of 7WTC;
- A $163.9 million increase due to cash proceeds received in 2006 related to the sale of the Company's former headquarters building,

Partially offset by:

- A $34.8 million decrease in cash paid for acquisitions relating to the investment in CCXI and purchase of Wall Street Analytics, Inc in 2006;
- A $39.0 million net increase of net cash provided by short-term investments related to the liquidation of a majority of the portfolio in 2007 to finance share repurchases and other operational and investing activities.

Net cash used in financing activities

Year ended December 31, 2008 compared to the year ended December 31, 2007

The $516.7 million decrease in net cash flows used in financing activities was primarily attributed to:

- A $1,145.5 million decrease in treasury shares repurchased in 2008 compared to 2007,
- A $44.7 million decrease in Excess Tax Benefits due to fewer stock option exercises;

Partially offset by:

- A $381.1 million net increase in short-term borrowings under the Company's CP program and revolving credit facilities, the proceeds of which were used to fund share repurchases and other operational and investing activities;
- A $150.0 million increase in long-term debt resulting from the issuance of the 2008 Term Loan compared to $300.0 million received in 2007 from the issuance of the Series 2007-1 Notes.

Year ended December 31, 2007 compared to the year ended December 31, 2006

The $103.7 million decrease in net cash flows used in financing activities was primarily attributed to:

- A $547.4 million net increase in short-term borrowings under the Company's CP program and revolving credit facilities, the proceeds of which were used to fund share repurchases and other operational and investing activities;

- A $300.0 million increase in long-term debt resulting from the issuance of the Series 2007-1 Notes in the third quarter of 2007,

Partially offset by:

- A $644.8 million increase in treasury shares repurchased in 2007 compared to 2006.

Future Cash Requirements

The Company believes that it has the financial resources needed to meet its cash requirements and expects to have positive operating cash flow for the next twelve months. Cash requirements for periods beyond the next twelve months will depend, among other things, on the Company's profitability and its ability to manage working capital requirements. The Company may also borrow from various sources.

The Company remains committed to using its strong cash flow to create value for shareholders in a manner consistent with maintaining sufficient liquidity, by investing in growing areas of the business, reinvesting in ratings quality initiatives, making selective acquisitions in related business, repurchasing stock and paying a modest dividend. As a result of current market conditions, in the near-term Moody's will maintain its dividend and curtail share repurchase activity. As of December 31, 2008 Moody's had $1.4 billion of share repurchase authority remaining under its current program, which does not have an established expiration.

At December 31, 2008 the Company had total borrowings from its CP Program and 2007 Facility of $104.7 million and $613.0 million, respectively, the proceeds of which were or will be used to support the build-out of 7WTC and Canary Wharf, share repurchases, acquisitions and other operational and investing activities. At December 31, 2008, Moody's had $1.5 billion of outstanding debt with $300 million of additional debt capacity available.

On October 20, 2006, the Company entered into an operating lease agreement with 7 World Trade Center, LLC for 589,945 square-feet of an office building located at 7WTC at 250 Greenwich Street, New York, New York, which is serving as Moody's new headquarters. The 7WTC Lease has an initial term of approximately 21 years with a total of 20 years of renewal options. The total base rent of the 7WTC Lease over its initial 21-year term is approximately $536 million including rent credits from the World Trade Center Rent Reduction Program promulgated by the Empire State Development Corporation. On March 28, 2007, the 7WTC lease agreement was amended for the Company to lease an additional 78,568 square feet at 7WTC. The additional base rent is approximately $106 million over a 20-year term. The total remaining lease payments as of December 31, 2008, including the aforementioned rent credits, are approximately $612 million.

On October 24, 2007, the Company announced a restructuring plan that would reduce global head count, terminate certain technology contracts and consolidate certain corporate functions in response to both the Company's Reorganization announced on August 7, 2007 as well as a decline in current and anticipated issuance of rated debt securities in some market sectors. Included in the $50.0 million restructuring charge reported in 2007 is $7.0 million of non-cash settlements relating to pension curtailments and stock-based compensation award modifications for certain terminated employees. At December 31, 2008, the remaining cash payments were $11.4 million of which $3.3 million is expected to be paid during 2009. The remaining liability of $8.1 million relates to payments that will be made in connection with the Company's unfunded pension plans for which payments will commence when the affected employees reach retirement age beginning in 2009 and continue in accordance with plan provisions. The amount to be paid in 2009 relating to these pension liabilities is approximately $2 million.

On February 6, 2008, the Company entered into a 17.5 year operating lease agreement to occupy six floors of an office tower located in the Canary Wharf section of London, England. The total base rent of the Canary Wharf Lease over its 17.5-year term is approximately 134 million GBPs, and the Company will begin making base rent payments in 2011. In addition to the base rent payments the Company will be obligated to pay certain customary amounts for its share of operating expenses and tax obligation. The Company expects to incur approximately 41 million GBP of costs to build out the floors to its specifications of which, approximately 33 million GBP is expected to be incurred over the next twelve months.

The Company will be required to make a contribution in the later half of 2010 to its qualified Defined Benefit Pension Plan of between approximately $10 million to $15 million. The contribution will be dependent on the 2009 plan asset returns as well as the actuarial determination of plan liabilities.

The Company also intends to use a portion of its cash flow to pay dividends. On December 16, 2008, the Board approved the declaration of a quarterly dividend of $0.10 per share of Moody's common stock, payable on March 10, 2009 to shareholders of record at the close of business on February 20, 2009. The continued payment of dividends at this rate, or at all, is subject to the discretion of the Board.

In addition, the Company will from time to time consider cash outlays for acquisitions of, or investments in, complementary businesses, products, services and technologies. The Company may also be required to make future cash outlays to pay to New D&B its share of potential liabilities related to the Legacy Tax Matters that are discussed in this MD&A under "Contingencies". These potential cash outlays could be material and might affect liquidity requirements, and they could cause the Company to pursue additional financing. There can be no assurance that financing to meet cash requirements will be available in amounts or on terms acceptable to the Company, if at all.

Indebtedness

The following table summarizes total indebtedness:

	DECEMBER 31,	
	2008	**2007**
2007 Facility	**$ 613.0**	$ —
Commercial paper, net of unamortized discount of $0.3 million at 2008 and $0.7 million at 2007	**104.7**	551.9
Notes payable:		
Series 2005-1 Notes	**300.0**	300.0
Series 2007-1 Notes	**300.0**	300.0
2008 Term Loan	**150.0**	—
Total Debt	**1,467.7**	1,151.9
Current portion	**(717.7)**	(551.9)
Total long-term debt	**$ 750.0**	$ 600.0

2007 Facility
On September 28, 2007, the Company entered into a $1.0 billion five-year senior, unsecured revolving credit facility, expiring in September 2012. The 2007 Facility will serve, in part, to support the Company's CP Program described below. Interest on borrowings is payable at rates that are based on LIBOR plus a premium that can range from 16.0 to 40.0 basis points of the outstanding borrowing amount depending on the Debt/EBITDA ratio. The Company also pays quarterly facility fees, regardless of borrowing activity under the 2007 Facility. The quarterly fees for the 2007 Facility can range from 4.0 to 10.0 basis points of the facility amount, depending on the Company's Debt/EBITDA ratio. The Company also pays a utilization fee of 5.0 basis points on borrowings outstanding when the aggregate amount outstanding exceeds 50% of the total facility. The weighted average interest rate on borrowings outstanding as of December 31, 2008 was 1.47%. The 2007 Facility contains certain covenants that, among other things, restrict the ability of the Company and certain of its subsidiaries, without the approval of the lenders, to engage in mergers, consolidations, asset sales, transactions with affiliates and sale-leaseback transactions or to incur liens, as defined in the related agreement. The 2007 Facility also contains financial covenants that, among other things, require the Company to maintain a Debt/EBITDA ratio of not more than 4.0 to 1.0 at the end of any fiscal quarter.

Commercial Paper
On October 3, 2007, the Company entered into a private placement commercial paper program under which the Company may issue CP notes up to a maximum amount of $1.0 billion. Amounts available under the CP Program may be re-borrowed. The CP Program is supported by the Company's 2007 Facility. The maturities of the CP Notes will vary, but may not exceed 397 days from the date of issue. The CP Notes are sold at a discount from par or, alternatively, sold at par and bear interest at rates that will vary based upon market conditions at the time of issuance. The rates of interest will depend on whether the CP Notes will be a fixed or floating rate. The interest on a floating rate may be based on the following: (a) certificate of deposit rate; (b) commercial paper rate; (c) the federal funds rate; (d) the LIBOR; (e) prime rate; (f) treasury rate; or (g) such other base rate as may be specified in a supplement to the private placement agreement. The weighted average interest rate on CP borrowings outstanding was 2.08% and 5.13% as of December 31, 2008 and 2007, respectively. The CP Program contains certain events of

default including, among other things: non-payment of principal, interest or fees; violation of covenants; invalidity of any loan document; material judgments; and bankruptcy and insolvency events, subject in certain instances to cure periods.

Notes Payable

On September 7, 2007, the Company issued and sold through a private placement transaction, $300.0 million aggregate principal amount of its 6.06% Series 2007-1 Senior Unsecured Notes due 2017 pursuant to the 2007 Agreement. The Series 2007-1 Notes have a ten-year term and bear interest at an annual rate of 6.06%, payable semi-annually on March 7 and September 7 of each year. Under the terms of the 2007 Agreement, the Company may, from time to time within five years, in its sole discretion, issue additional series of senior notes in an aggregate principal amount of up to $500.0 million pursuant to one or more supplements to the 2007 Agreement. The Company may prepay the Series 2007-1 Notes, in whole or in part, at any time at a price equal to 100% of the principal amount being prepaid, plus accrued and unpaid interest and a Make Whole Amount. The 2007 Agreement contains covenants that limit the ability of the Company, and certain of its subsidiaries to, among other things: enter into transactions with affiliates, dispose of assets, incur or create liens, enter into any sale-leaseback transactions, or merge with any other corporation or convey, transfer or lease substantially all of its assets. The Company must also not permit its Debt/EBITDA ratio to exceed 4.0 to 1.0 at the end of any fiscal quarter.

On September 30, 2005, the Company issued and sold through a private placement transaction, $300.0 million aggregate principal amount of its Series 2005-1 Senior Unsecured Notes pursuant to the 2005 Agreement. The Series 2005-1 Notes have a ten-year term and bear interest at an annual rate of 4.98%, payable semi-annually on March 30 and September 30. The proceeds from the sale of the Series 2005-1 Notes were used to refinance $300.0 million aggregate principal amount of the Company's outstanding 7.61% senior notes which matured on September 30, 2005. In the event that Moody's pays all, or part, of the Series 2005-1 Notes in advance of their maturity, such prepayment will be subject to a Make Whole Amount. The Series 2005-1 Notes are subject to certain covenants that, among other things, restrict the ability of the Company and certain of its subsidiaries, without the approval of the lenders, to engage in mergers, consolidations, asset sales, transactions with affiliates and sale-leaseback transactions or to incur liens, as defined in the related agreements.

2008 Term Loan

On May 7, 2008, Moody's entered into a five-year, $150.0 million senior unsecured term loan with several lenders. Proceeds from the loan were used to pay off a portion of the CP outstanding. Interest on borrowings under the 2008 Term Loan is payable quarterly at rates that are based on LIBOR plus a margin that can range from 125 basis points to 175 basis points depending on the Company's Debt/EBITDA ratio. The outstanding borrowings shall amortize beginning in 2010 in accordance with the schedule of payments set forth in the 2008 Term Loan outlined in the table below.

The 2008 Term Loan contains restrictive covenants that, among other things, restrict the ability of the Company to engage, or to permit its subsidiaries to engage in mergers, consolidations, asset sales, transactions with affiliates and sale-leaseback transactions or to incur, or permit its subsidiaries to incur, liens, in each case, subject to certain exceptions and limitations. The 2008 Term Loan also limits the amount of debt that subsidiaries of the Company may incur. In addition, the 2008 Term Loan contains a financial covenant that requires the Company to maintain a Debt/EBITDA ratio of not more than 4.0 to 1.0 at the end of any fiscal quarter.

The principal payments due on the 2008 Term Loan through its maturity are as follows:

Year ending December 31,	
2010	$ 3.8
2011	11.3
2012	71.2
2013	63.7
Total	$ 150.0

Also on May 7, 2008, the Company entered into interest rate swaps with a total notional amount of $150.0 million to protect against fluctuations in the LIBOR-based variable interest rate on the 2008 Term Loan. Fair market value adjustments are recorded into other comprehensive income at the end of each period, while net interest payments are recorded in the statement of operations. At December 31, 2008, the fair value of the interest rate swap was $10.7 million and is recorded in other liabilities in the Company's consolidated balance sheet.

Interest (expense) income, net

The following table summarizes the components of interest as presented in the consolidated statements of operations:

	YEAR ENDED DECEMBER 31,		
	2008	2007	2006
Income	**$ 18.1**	$ 19.3	$ 18.2
Expense on borrowings	**(60.0)**	(40.7)	(15.2)
FIN 48 and other tax related interest	**(13.7)**	(21.5)	—
Reversal of accrued interest [(a)]	**2.3**	17.5	—
Interest capitalized	**1.1**	1.1	—
Total	**$(52.2)**	$(24.3)	$ 3.0
Interest paid	**$ 59.5**	$ 32.5	$ 14.9

(a) Represents a reduction of accrued interest related to the favorable resolution of Legacy Tax Matters, further discussed in Note 17 to the consolidated financial statements.

At December 31, 2008, the Company was in compliance with all covenants contained within all of the debt agreements. In addition to the covenants described above, the 2007 Facility, the 2005 Agreement, the 2007 Agreement and the 2008 Term Loan contain cross default provisions whereby default under one of the aforementioned debt instruments could in turn permit lenders under other debt instruments to declare borrowings outstanding under those instruments to be immediately due and payable.

Management may consider pursuing additional long-term financing when it is appropriate in light of cash requirements for operations, share repurchase and other strategic opportunities, which would result in higher financing costs.

Off-Balance Sheet Arrangements

At December 31, 2008 and 2007, Moody's did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as special purpose or variable interest entities where Moody's is the primary beneficiary, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. As such, Moody's is not exposed to any financing, liquidity, market or credit risk that could arise if it had engaged in such relationships.

Contractual Obligations

The following table presents payments due under the Company's contractual obligations as of December 31, 2008:

		PAYMENTS DUE BY PERIOD			
(in millions)	**Total**	**Less Than 1 Year**	**1-3 Years**	**3-5 Years**	**Over 5 Years**
Indebtedness [(1)]	$1,761.9	$ 757.8	$ 94.2	$207.3	$ 702.6
Operating lease obligations	929.2	60.3	101.2	100.7	667.0
Purchase obligations [(2)]	139.8	71.1	42.0	23.8	2.9
Pension obligations [(3)]	71.2	1.7	16.2	7.1	46.2
Capital lease obligations	2.7	1.4	1.3	—	—
Total [(4)]	$2,904.8	$ 892.3	$254.9	$338.9	$ 1,418.7

(1) Reflects principal payments, related interest and applicable fees due on the 2008 Term Loan, the Series 2005-1 Notes, the Series 2007-1 Notes, borrowings under the CP Program and the 2007 Facility, as described in Note 14 to the consolidated financial statements.

(2) Includes amounts contractually committed to for the fit-out of the Canary Wharf Lease.

(3) Reflects projected benefit payments for the next ten years relating to the Company's unfunded Post-Retirement Benefit Plans described in Note 11 to the consolidated financial statements.

(4) The table above does not include the Company's net long-term tax liabilities of $141.7 million and $51.5 million relating to FIN 48 and Legacy Tax Matters, respectively, since the expected cash outflow of such amounts by period cannot be reasonably estimated.

2009 Outlook

Moody's outlook for 2009 is based on assumptions about many macroeconomic and capital market factors, including interest rates, corporate profitability and business investment spending, merger and acquisition activity, consumer borrowing and securitization, and the impact of government-sponsored economic stabilization initiatives. There is an important degree of uncertainty surrounding these assumptions and, if actual conditions differ from these assumptions, Moody's results for the year may differ materially from current outlook.

For Moody's overall, the Company expects full-year 2009 revenue to decline in the low single-digit percent range. This outlook assumes foreign currency translation in 2009 at current rates. Although Moody's has a solid base of recurring revenue, the Company anticipates issuance-based revenue to reflect generally weak conditions throughout 2009, with any broad improvement in market liquidity and issuance expected to be modest and to occur later in the year. Full-year 2009 operating expenses are expected to increase in the mid single-digit percent range. Moody's expects the full-year 2009 operating margin will be in the mid- to high-thirties percent range, due to lower ratings revenue and higher comparable expenses. The Company projects diluted EPS for full-year 2009 in the range of $1.40 to $1.50.

For the global MIS business, the Company expects revenue for the full-year 2009 to decline in the high single-digit percent range, both in the U.S. and internationally. Structured finance revenue for full-year 2009 is expected to decrease in the high-teens to low-twenties percent range, reflecting continued declines across all asset classes. Corporate finance revenue for full-year 2009 is expected to decrease in the mid- to high single-digit percent range, with weakness most pronounced in speculative-grade issuance and bank loans. Revenue from financial institutions and public, project and infrastructure finance ratings for full-year 2009 is expected to be about flat with full-year 2008.

For MA, the Company expects full-year 2009 revenue growth in the mid single-digit percent range. Moody's expects strong revenue growth in the software and consulting businesses to offset a revenue decline in the subscription business in the low single-digit percent range. Within the U.S., the Company projects MA revenue to be about flat with full-year 2008. Outside the U.S. the Company expects MA revenue to increase in the low double-digit percent range.

Recently Issued Accounting Pronouncements

Adopted:

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities — including an amendment of FASB Statement No. 115". SFAS No. 159 expands the use of fair value accounting but does not affect existing standards which require assets or liabilities to be carried at fair value. Under SFAS No. 159, a company may elect to measure many financial instruments and certain other items at fair value on an instrument by instrument basis with changes in fair value recognized in earnings each reporting period. Items eligible for fair-value election include recognized financial assets and liabilities such as equity-method investments and investments in equity securities that do not have readily determinable fair values, written loan commitments, and certain warranties and insurance contracts where a warrantor or insurer is permitted to pay a third party to provide the warranty goods or services. If the use of fair value is elected, the election must be applied to individual instruments with certain restrictions, is irrevocable and must be applied to an entire instrument. Any upfront costs and fees related to the item elected for fair value must be recognized in earnings and cannot be deferred. At the implementation date, unrealized gains and losses on existing items for which fair value has been elected are reported as a cumulative adjustment to beginning retained earnings. Subsequent to the implementation of SFAS No. 159, changes in fair value will be recognized in earnings. SFAS No. 159 is effective for fiscal years beginning after November 15, 2007 and was implemented by the Company as of January 1, 2008. The implementation did not have an effect on the Company's consolidated financial condition, results of operations, and cash flows.

In October 2008, the FASB issued FASB Staff Position No. FAS 157-3 ("FSP 157-3"), Determining the Fair Value of a Financial Asset When the Market for That Asset Is Not Active. FSP 157-3 clarifies the application of SFAS No. 157 in a market that is not active and provides an example to illustrate key considerations in determining the fair value of a financial asset when the market for that financial asset is not active. FSP 157-3 is effective upon issuance and the implementation did not have a material effect on the Company's consolidated financial condition, results of operations, and cash flows.

Not Yet Adopted:

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements". SFAS No. 157 establishes a single authoritative definition of fair value, sets out a framework for measuring fair value, and requires additional disclosures about fair-value measurements. SFAS No. 157 is expected to increase the consistency of fair value measurements and applies only to those measurements that are already required or permitted to be measured at fair value by other accounting standards. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007. In February 2008, the FASB issued FASB Staff Position No. FAS 157-2 ("FSP FAS 157-2), which partially defers the effective date of SFAS No. 157 for non-financial assets and liabilities, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis, until fiscal years beginning after November 15, 2008. The Company has implemented the deferral provisions of FSP FAS 157-2 and as a result has partially implemented the provisions of SFAS No. 157 as of January 1, 2008. The partial implementation of SFAS No. 157 did not have a material impact on the Company's consolidated financial position and results of operations in 2008. The Company will apply, as of January 1, 2009, the provisions of SFAS No. 157 to its non financial assets and liabilities initially measured at fair value in a business combination and not subsequently remeasured at fair value, non financial assets and liabilities measured at fair value for a goodwill impairment assessment, non-financial long-lived assets measured at fair value for an asset impairment assessment, and asset retirement obligations initially measured at fair value. The Company does not expect the implementation of this standard to have a material impact on the consolidated financial statements.

In December 2007, the FASB issued SFAS No. 160, Non-controlling Interests in Consolidated Financial Statements — an amendment of ARB No. 51. SFAS No. 160 establishes accounting and reporting standards for ownership interests in subsidiaries held by parties other than the parent, the amount of consolidated net income attributable to the parent and to the non-controlling interest, changes in a parent's ownership interest and the valuation of retained non-controlling equity investments when a subsidiary is deconsolidated. SFAS No. 160 also establishes disclosure requirements that clearly identify and distinguish between the interests of the parent and the interests of the non-controlling owners and requires that a non-controlling interest in a subsidiary be reported as equity. SFAS No. 160 is effective for fiscal years beginning on or after December 15, 2008 and is required to be implemented by the Company as of January 1, 2009. The adoption of this standard will have an immaterial impact on the presentation of minority interest in the consolidated balance sheet and statement of operations

In December 2007, the FASB issued SFAS No. 141 (revised 2007), Business Combinations. SFAS No. 141R extends its applicability to all transactions and other events in which one entity obtains control over one or more other businesses and establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, any non-controlling interest in the acquiree, and the goodwill acquired. SFAS 141R also expands disclosure requirements to improve the statement users' abilities to evaluate the nature and financial effects of business combinations. SFAS No. 141R is effective for fiscal years beginning on or after December 15, 2008 and is required to be implemented by the Company as of January 1, 2009. While SFAS No. 141R applies only to business combinations consummated on or after its effective date, its amendments to SFAS No. 109 with respect to deferred tax valuation allowances and liabilities for income tax uncertainties are required to be applied to all deferred tax valuation allowances and liabilities for income tax uncertainties that existed and recognized in prior business combinations or that arise as a result of the prior business combinations. The implementation of SFAS No.141R is not expected to impact the Company's consolidated financial statements for prior periods.

In March 2008, the FASB issued SFAS No. 161, Disclosures about Derivative Instruments and Hedging Activities- an amendment of FASB Statement No. 133. SFAS No. 161 amends and expands the disclosure requirements of SFAS No. 133, and requires qualitative disclosures about objectives and strategies for using derivatives, quantitative disclosures in tabular format about fair value amounts of and gains and losses on derivative instruments, and disclosures about credit-risk-related contingent features in derivative agreements. SFAS No. 161 is effective for fiscal years beginning after November 15, 2008. The Company plans to implement the provisions of SFAS No. 161 as of January 1, 2009 and does not expect the implementation to have a material impact on its consolidated financial statements.

In May 2008, the FASB issued SFAS No. 162, The Hierarchy of Generally Accepted Accounting Principles. SFAS No. 162 identifies the sources of accounting principles and the framework for selecting the principles used in the preparation of financial statements of nongovernmental entities that are presented in conformity with. SFAS No. 162 will become effective 60 days following the SEC's approval of the Public Company Accounting Oversight Board amendments to AU Section 411, "The Meaning of Present Fairly in Conformity With Generally Accepted Accounting Principles." The Company does not expect the implementation of SFAS No. 162 to have a material effect on its consolidated financial statements.

In November 2008, the FASB ratified EITF Issue No. 08-6, "Equity Method Investment Accounting Considerations" ("EITF 08-6"). EITF 08-6 applies to all investments accounted for under the equity method and clarifies the accounting for certain transactions and impairment considerations involving those investments. EITF 08-6 is effective in fiscal years beginning on or after December 15, 2008 and was adopted by the Company as of January 1, 2009. The implementation of EITF 08-6 did not have a material effect on the Company's consolidated financial statements.

In December 2008, the FASB issued FASB Staff Position No. FAS 132(R)-1, "Employers' Disclosures about Postretirement Benefit Plan Assets" ("FSP FAS 132R-1"). FSP FAS 132R-1 expands the disclosures set forth in SFAS No. 132R by adding required disclosures about how investment allocation decisions are made by management, major categories of plan assets, and significant concentrations of risk. Additionally, FSP FAS 132R-1 requires an employer to disclose information about the valuation of plan assets similar to that required under SFAS No. 157. FSP FAS 132R-1 intends to enhance the transparency surrounding the types of assets and associated risks in an employer's defined benefit pension or other postretirement plan and the new disclosures are required to be included in financial statements for fiscal years ending after December 15, 2009. The Company is currently evaluating the potential impact, if any, of the implementation of FSP FAS 132R-1 on its consolidated financial statements.

Contingencies

From time to time, Moody's is involved in legal and tax proceedings, governmental investigations, claims and litigation that are incidental to the Company's business, including claims based on ratings assigned by MIS. Moody's is also subject to ongoing tax audits in the normal course of business. Management periodically assesses the Company's liabilities and contingencies in connection with these matters based upon the latest information available. Moody's discloses material pending legal proceedings pursuant to SEC rules and other pending matters as it may determine to be appropriate.

As a result of recent events in the U.S. subprime residential mortgage sector and the credit markets more broadly, various legislative, regulatory and enforcement entities around the world are investigating or evaluating the role of rating agencies in the U.S. subprime mortgage-backed securitization market and structured finance markets more generally. Moody's has received subpoenas and inquiries from states attorneys general and other governmental authorities and is cooperating with such investigations and inquiries. Moody's is also cooperating with a review by the SEC relating to errors in the model used by MIS to rate certain constant-proportion debt obligations. In addition, the Company is facing market participant litigation relating to the performance of MIS rated securities. Although Moody's in the normal course experiences such litigation, the volume and cost of defending such litigation has significantly increased in the current economic environment.

On June 27, 2008, the Brockton Contributory Retirement System, a purported shareholder of the Company's securities, filed a purported shareholder derivative complaint on behalf of the Company against its directors and certain senior officers, and the Company as nominal defendant, in the Supreme Court of the State of New York, County of New York. The plaintiff asserts various causes of action relating to the named defendants' oversight of MIS's ratings of RMBS and constant-proportion debt obligations, and their participation in the alleged public dissemination of false and misleading information about MIS's ratings practices and/or a failure to implement internal procedures and controls to prevent the alleged wrongdoing. The plaintiff seeks compensatory damages, restitution, disgorgement of profits and other equitable relief. On July 2, 2008, Thomas R. Flynn, a purported shareholder of the Company's securities, filed a similar purported shareholder derivative complaint on behalf of the Company against its directors and certain senior officers, and the Company as nominal defendant, in the Supreme Court of the State of New York, County of New York, asserting similar claims and seeking the same relief. The cases have been consolidated and plaintiffs filed an amended consolidated complaint in November 2008. The Company removed the consolidated action to the United States District Court for the Southern District of New York in December 2008. In January 2009, the plaintiffs moved to remand the case to the Supreme Court of the State of New York. The Company will oppose remand and expects to move to dismiss the amended consolidated complaint upon resolution of the remand motion. On October 30, 2008, the Louisiana Municipal Police Employees Retirement System, a purported shareholder of the Company's securities, also filed a shareholder derivative complaint on behalf of the Company against its directors and certain officers, and the Company as a nominal defendant, in the U.S. District Court for the Southern District of New York. This complaint too asserts various causes of action relating to the Company's ratings of RMBS, CDO and constant-proportion debt obligations, and named defendants' participation in the alleged public dissemination of false and misleading information about MIS's ratings practices and/or a failure to implement internal procedures and controls to prevent the alleged wrongdoing. On December 9, 2008, Rena Nadoff, a purported shareholder of the company, filed a shareholder derivative complaint on behalf of the Company against its directors and its CEO, and the company as a nominal defendant, in the Supreme Court of the State of New York. The complaint asserts a claim for breach of fiduciary duty in connection with alleged overrating of asset-backed securities and underrating of municipal securities.

Two purported class action complaints have been filed by purported purchasers of the Company's securities against the Company and certain of its senior officers, asserting claims under the federal securities laws. The first was filed by Raphael Nach in the U.S. District Court for the Northern District of Illinois on July 19, 2007. The second was filed by Teamsters Local 282 Pension Trust Fund in the U.S. District Court for the Southern District of New York on September 26, 2007. Both actions have been consolidated into a single proceeding entitled *In re Moody's Corporation Securities Litigation* in the U.S. District Court for the Southern District of New York. On June 27, 2008, a consolidated amended complaint was filed, purportedly on behalf of all purchasers of the Company's securities during the period February 3, 2006 through October 24, 2007. Plaintiffs allege that the defendants issued false and/or misleading statements concerning the Company's business conduct, business prospects, business conditions and financial results relating primarily to MIS's ratings of structured finance products including RMBS, CDO and constant-proportion debt obligations. The plaintiffs seek an unspecified amount of compensatory damages and their reasonable costs and expenses incurred in connection with the case. The Company moved for dismissal of the consolidated amended complaint in September 2008. On February 23, 2009, the court issued an opinion dismissing certain claims, sustaining others and granting plaintiffs leave to amend their complaint by March 18, 2009.

For claims, litigation and proceedings not related to income taxes, where it is both probable that a liability has been incurred and the amount of loss can be reasonably estimated, the Company has recorded liabilities in the consolidated financial statements and periodically adjusts these as appropriate. In other instances, because of uncertainties related to the probable outcome and/or the amount or range of loss, management does not record a liability but discloses the contingency if significant. As additional information becomes available, the Company adjusts its assessments and estimates of such matters accordingly. For income tax matters, the Company employs the prescribed methodology of FIN 48 implemented as of January 1, 2007 which requires a company to first determine whether it is more-likely-than-not (defined as a likelihood of more than fifty percent) that a tax position will be sustained based on its technical merits as of the reporting date, assuming that taxing authorities will examine the position and have full knowledge of all relevant information. A tax position that meets this more-likely-than-not threshold is then measured and recognized at the largest amount of benefit that is greater than fifty percent likely to be realized upon effective settlement with a taxing authority.

The Company cannot predict the ultimate impact that any of the legislative, regulatory, enforcement or litigation matters may have on how its business is conducted and thus its competitive position, financial position or results of operations. Based on its review of the latest information available, in the opinion of management, the ultimate monetary liability of the Company for the pending matters referred to above (other than the Legacy Tax Matters that are discussed below) is not likely to have a material adverse effect on the Company's consolidated financial position, although it is possible that the effect could be material to the Company's consolidated results of operations for an individual reporting period.

Legacy Tax Matters

Moody's continues to have exposure to certain Legacy Tax Matters. The following description of the relationships among Moody's, New D&B and their predecessor entities is important in understanding the Legacy Tax Matters.

In November 1996, The Dun & Bradstreet Corporation separated into three separate public companies: The Dun & Bradstreet Corporation, ACNielsen Corporation and Cognizant Corporation. In June 1998, The Dun & Bradstreet Corporation separated into two separate public companies: Old D&B and R.H. Donnelley Corporation. During 1998, Cognizant separated into two separate public companies: IMS Health Incorporated and Nielsen Media Research, Inc. In September 2000, Old D&B separated into two separate public companies: New D&B and Moody's, as further described in Note 1 to the consolidated financial statements.

Old D&B and its predecessors entered into global tax planning initiatives in the normal course of business. These initiatives are subject to normal review by tax authorities. Old D&B and its predecessors also entered into a series of agreements covering the sharing of any liabilities for payment of taxes, penalties and interest resulting from unfavorable IRS determinations on certain tax matters, and certain other potential tax liabilities, all as described in such agreements. Further, in connection with the 2000 Distribution and pursuant to the terms of the 2000 Distribution Agreement, New D&B and Moody's have agreed on the financial responsibility for any potential liabilities related to Legacy Tax Matters.

Settlement agreements were executed with the IRS in 2005 regarding Legacy Tax Matters for the years 1989-1990 and 1993-1996. As of December 31, 2008, the Company continues to carry a liability of $1.8 million with respect to these matters. With respect to these settlement agreements, Moody's and New D&B believe that IMS Health and NMR did not pay their full share of the liability to the IRS pursuant to the terms of the applicable separation agreements among the parties. Moody's and New D&B paid these amounts to the IRS on their behalf, and attempted to resolve this dispute with IMS Health and NMR. As a result, Moody's and New D&B commenced arbitration proceedings against IMS Health and NMR in connection with the 1989-1990 matter. This matter was resolved during the third quarter of 2008 in favor of Moody's and New D&B, resulting in IMS Health and NMR having paid a total of $6.7 million to Moody's. Moody's and New D&B may also commence an arbitration proceeding to collect amounts owed by IMS Health and NMR with respect to the 1993-1996 matter. Moody's cannot predict the outcome of this matter with any certainty.

Amortization Expense Deductions

This Legacy Tax Matter, which was affected by developments in June 2007 and 2008 as further described below, involves a partnership transaction which resulted in amortization expense deductions on the tax returns of Old D&B since 1997. IRS audits of Old D&B's and New D&B's tax returns for the years 1997 through 2002 concluded in June 2007 without any disallowance of the amortization expense deductions, or any other adjustments to income related to this partnership transaction. These audits resulted in the IRS issuing the Notices for other tax issues for the 1997-2000 years aggregating $9.5 million in tax and penalties, plus statutory interest of approximately $6 million, which should be apportioned among Moody's, New D&B, IMS Health and NMR pursuant to the terms of the applicable separation agreements. Moody's share of this assessment was $6.6 million including interest, net of tax. In November 2007, the IRS assessed the tax and penalties and used a portion of the deposit discussed below to satisfy the assessment, together with interest. The Company believes it has meritorious grounds to challenge the IRS's actions and is evaluating its alternatives to recover these amounts. The absence of any tax deficiencies in the Notices for the amortization expense deductions for the years 1997 through 2002, combined with the expiration of the statute of limitations for 1997 through 2002, for issues not assessed, resulted in Moody's recording an earnings benefit of $52.3 million in the second quarter of 2007. This is comprised of two components, as follows: (i) a reversal of a tax liability of $27.3 million related to the period from 1997 through the Distribution Date, reducing the provision for income taxes; and (ii) a reduction of accrued interest expense of $17.5 million ($10.6 million, net of tax) and an increase in other non-operating income of $14.4 million, relating to amounts due to New D&B. In June 2008, the statute of limitations for New D&B relating to the 2003 tax year expired. As a result, in the second quarter of 2008, Moody's recorded a reduction of accrued interest expense of $2.3 million ($1.4 million, net of tax) and an increase in other non-operating income of $6.4 million, relating to amounts due to New D&B.

On the Distribution Date, New D&B paid Moody's $55.0 million for 50% of certain anticipated future tax benefits of New D&B through 2012. It is possible that IRS audits of New D&B for tax years after 2003 could result in income adjustments with respect to the amortization expense deductions of this partnership transaction. In the event these tax benefits are not claimed or otherwise not realized by New D&B, or there is an audit adjustment, Moody's would be required, pursuant to the terms of the 2000 Distribution Agreement, to repay to New D&B an amount equal to the discounted value of its share of the related future tax benefits and its share of any tax liability that New D&B incurs. As of December 31, 2008, Moody's liability with respect to this matter totaled $48.7 million.

In March 2006, New D&B and Moody's each deposited $39.8 million with the IRS in order to stop the accrual of statutory interest on potential tax deficiencies with respect to the 1997 through 2002 tax years. In July 2007, New D&B and Moody's commenced procedures to recover approximately $57 million of these deposits ($24.6 million for New D&B and $31.9 million for Moody's), which represents the excess of the original deposits over the total of the deficiencies asserted in the Notices. As noted above, in November 2007 the IRS used $7.9 million of Moody's portion of the deposit to satisfy an assessment and related interest. Additionally, in the first quarter of 2008 the IRS returned to Moody's $33.1 million in connection with this matter, which includes $3.0 million of interest. In July 2008, the IRS paid Moody's the remaining $1.8 million balance of the original deposit, and in September 2008 the IRS paid Moody's $0.2 million of interest on that balance.

At December 31, 2008, Moody's has recorded liabilities for Legacy Tax Matters totaling $51.5 million. This includes liabilities and accrued interest due to New D&B arising from the 2000 Distribution Agreement. It is possible that the ultimate liability for Legacy Tax Matters could be greater than the liabilities recorded by the Company, which could result in additional charges that may be material to Moody's future reported results, financial position and cash flows.

Forward-Looking Statements

Certain statements contained in this annual report on Form 10-K are forward-looking statements and are based on future expectations, plans and prospects for the Company's business and operations that involve a number of risks and uncertainties. Such statements involve estimates, projections, goals, forecasts, assumptions and uncertainties that could cause actual results or outcomes to differ materially from those contemplated, expressed, projected, anticipated or implied in the forward-looking statements. Those statements appear at various places throughout this annual report on Form 10-K, including in the sections entitled "Outlook" and "Contingencies" under Item 7. "MD&A", commencing on page 27 of this annual report on Form 10-K, under "Legal Proceedings" in Part I, Item 3, of this Form 10-K, and elsewhere in the context of statements containing the words "believe", "expect", "anticipate", "intend", "plan", "will", "predict", "potential", "continue", "strategy", "aspire", "target", "forecast", "project", "estimate", "should", "could", "may" and similar expressions or words and variations thereof relating to the Company's views on future events, trends and contingencies. Stockholders and investors are cautioned not to place undue reliance on these forward-looking statements. The forward-looking statements and other information are made as of the date of this annual report on Form 10-K, and the Company undertakes no obligation (nor does it intend) to publicly supplement, update or revise such statements on a going-forward basis, whether as a result of subsequent developments, changed expectations or otherwise. In connection with the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, the Company is identifying examples of factors, risks and uncertainties that could cause actual results to differ, perhaps materially, from those indicated by these forward-looking statements. Those factors, risks and uncertainties include, but are not limited to, the current world-wide credit market disruptions and economic slowdown, which is affecting and could continue to affect the volume of debt and other securities issued in domestic and/or global capital markets; other matters that could affect the volume of debt and other securities issued in domestic and/or global capital markets, including credit quality concerns, changes in interest rates and other volatility in the financial markets; the uncertain effectiveness and possible collateral consequences of U.S. and foreign government initiatives to respond to the economic slowdown; concerns in the marketplace affecting our credibility or otherwise affecting market perceptions of the integrity or utility of independent agency ratings; the introduction of competing products or technologies by other companies; pricing pressure from competitors and/or customers; the impact of regulation as a nationally recognized statistical rating organization and the potential for new U.S., state and local legislation and regulations; the potential for increased competition and regulation in foreign jurisdictions; exposure to litigation related to our rating opinions, as well as any other litigation to which the Company may be subject from time to time; the possible loss of key; failures or malfunctions of our operations and infrastructure; the outcome of any review by controlling tax authorities of the Company's global tax planning initiatives; the outcome of those Legacy Tax Matters and legal contingencies that relate to the Company, its predecessors and their affiliated companies for which Moody's has assumed portions of the financial responsibility; the ability of the Company to successfully integrate acquired businesses; and a decline in the demand for credit risk management tools by financial institutions. These factors, risks and uncertainties as well as other risks and uncertainties that could cause Moody's actual results to differ materially from those contemplated, expressed, projected, anticipated or implied in the forward-looking statements are described in greater detail under "Risk Factors" in Part I, Item 1A of this annual report on Form 10-K, elsewhere in this Form 10-K and in other filings made by the Company from time to time with the SEC or in materials incorporated herein or therein. Stockholders and investors are cautioned that the occurrence of any of these factors, risks and uncertainties may cause the Company's actual results to differ materially from those contemplated, expressed, projected, anticipated or implied in the forward-looking statements, which could have a material and adverse effect on the Company's business, results of operations and financial condition. New factors may emerge from time to time, and it is not possible for the Company to predict new factors, nor can the Company assess the potential effect of any new factors on it.

Table of Contents

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Information in response to this Item is set forth under the caption “Market Risk” in Part II, Item 7 on page 41 of this annual report on Form 10-K.

ITEM 8. FINANCIAL STATEMENTS

Index to Financial Statements

Schedules are omitted as not required or inapplicable or because the required information is provided in the consolidated financial statements, including the notes thereto.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management of Moody's Corporation is responsible for establishing and maintaining adequate internal control over financial reporting and for the assessment of the effectiveness of internal control over financial reporting. As defined by the SEC in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, internal control over financial reporting is a process designed by, or under the supervision of, the Company's principal executive and principal financial officers, or persons performing similar functions, and effected by the Company's Board, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Moody's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of Moody's management and directors; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management of the Company has undertaken an assessment of the design and operational effectiveness of the Company's internal control over financial reporting as of December 31, 2008 based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. The COSO framework is based upon five integrated components of control: risk assessment, control activities, control environment, information and communications and ongoing monitoring.

Based on the assessment performed, management has concluded that Moody's maintained effective internal control over financial reporting as of December 31, 2008.

The effectiveness of our internal control over financial reporting as of December 31, 2008 has been audited by KPMG LLP, an independent registered public accounting firm, as stated in their report which appears herein.

/S/ RAYMOND W. MCDANIEL, JR.

Raymond W. McDaniel, Jr.
Chairman and Chief Executive Officer

/S/ LINDA S. HUBER

Linda S. Huber
Executive Vice President and Chief Financial Officer

February 27, 2009

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of Moody's Corporation:

We have audited the accompanying consolidated balance sheet of Moody's Corporation (the Company) as of December 31, 2008, and the related consolidated statements of operations, cash flows and shareholders' deficit, for the year then ended. We also have audited Moody's Corporation's internal control over financial reporting as of December 31, 2008, based on the criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Moody's Corporation's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on these consolidated financial statements and an opinion on the Company's internal control over financial reporting based on our integrated audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audit of the consolidated financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Moody's Corporation as of December 31, 2008, and the related consolidated statements of operations, cash flows and shareholders' deficit for the year then ended, in conformity with U.S. generally accepted accounting principles. Also in our opinion, Moody's Corporation maintained, in all material respects, effective internal control over financial reporting as of December 31, 2008, based on criteria established in Internal Control – Integrated Framework issued by COSO.

/ s / KPMG LLP

KPMG LLP
New York, New York

February 27, 2009

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of Moody's Corporation:

In our opinion, the consolidated balance sheet as of December 31, 2007 and the related consolidated statements of operations, shareholders' equity and cash flows for each of two years in the period ended December 31, 2007 present fairly, in all material respects, the financial position of Moody's Corporation and its subsidiaries at December 31, 2007, and the results of their operations and their cash flows for each of the two years in the period ended December 31, 2007, in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As discussed in Note 2 to the consolidated financial statements, the Company has changed the manner in which it accounts for uncertainty in income taxes as of January 1, 2007 and the manner in which it accounts for defined benefit pension and other post-retirement plans as of December 31, 2006.

/ s / PRICEWATERHOUSECOOPERS LLP

PricewaterhouseCoopers LLP
New York, New York

February 28, 2008, except for the effects of the change in the composition of reportable segments as discussed in Note 18 as to which the date is February 27, 2009

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MOODY'S CORPORATION

Consolidated Statements of Operations

(AMOUNTS IN MILLIONS, EXCEPT PER SHARE DATA)

	YEAR ENDED DECEMBER 31,		
	2008	**2007**	**2006**
Revenue	**$1,755.4**	$2,259.0	$2,037.1
Expenses			
Operating	**493.3**	584.0	539.4
Selling, general and administrative	**441.3**	451.1	359.3
Restructuring	**(2.5)**	50.0	—
Depreciation and amortization	**75.1**	42.9	39.5
Gain on sale of building	—	—	(160.6)
Total expenses	**1,007.2**	1,128.0	777.6
Operating income	**748.2**	1,131.0	1,259.5
Interest income (expense), net	**(52.2)**	(24.3)	3.0
Other non-operating income (expense), net	**29.8**	10.0	(2.0)
Non-operating income (expense), net	**(22.4)**	(14.3)	1.0
Income before provision for income taxes	**725.8**	1,116.7	1,260.5
Provision for income taxes	**268.2**	415.2	506.6
Net income	**$ 457.6**	$ 701.5	$ 753.9
Earnings per share			
Basic	**$ 1.89**	$ 2.63	$ 2.65
Diluted	**$ 1.87**	$ 2.58	$ 2.58
Weighted average shares outstanding			
Basic	**242.4**	266.4	284.2
Diluted	**245.3**	272.2	291.9

The accompanying notes are an integral part of the consolidated financial statements.

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MOODY'S CORPORATION

Consolidated Balance Sheets

(AMOUNTS IN MILLIONS, EXCEPT SHARE AND PER SHARE DATA)

	DECEMBER 31, 2008	DECEMBER 31, 2007
Assets		
Current assets:		
Cash and cash equivalents	**$ 245.9**	$ 426.3
Short-term investments	**7.1**	14.7
Accounts receivable, net of allowances of $23.9 in 2008 and $16.2 in 2007	**421.8**	443.6
Deferred tax assets, net	**26.5**	13.1
Other current assets	**107.8**	91.4
Total current assets	**809.1**	989.1
Property and equipment, net	**247.7**	214.6
Goodwill	**338.0**	179.9
Intangible assets, net	**114.0**	56.9
Deferred tax assets, net	**220.1**	166.3
Other assets	**44.5**	107.8
Total assets	**$ 1,773.4**	$ 1,714.6
Liabilities and shareholders' deficit		
Current liabilities:		
Accounts payable and accrued liabilities	**$ 240.4**	$ 371.3
Commercial paper	**104.7**	551.9
Revolving credit facility	**613.0**	—
Deferred revenue	**435.0**	426.0
Total current liabilities	**1,393.1**	1,349.2
Non-current portion of deferred revenue	**114.8**	121.1
Long-term debt	**750.0**	600.0
Deferred tax liabilities, net	**19.0**	—
Unrecognized tax benefits	**185.1**	156.1
Other liabilities	**305.8**	271.8
Total liabilities	**2,767.8**	2,498.2
Commitments and contingencies (Notes 16 and 17)		
Shareholders' deficit:		
Preferred stock, par value $.01 per share; 10,000,000 shares authorized; no shares issued and outstanding	**—**	—
Series common stock, par value $.01 per share; 10,000,000 shares authorized; no shares issued and outstanding	**—**	—
Common stock, par value $.01 per share; 1,000,000,000 shares authorized; 342,902,272 shares issued at December 31, 2008 and 2007	**3.4**	3.4
Capital surplus	**392.7**	387.9
Retained earnings	**3,023.2**	2,661.1
Treasury stock, at cost; 107,757,537 and 91,495,426 shares of common stock at December 31, 2008 and 2007, respectively	**(4,361.6)**	(3,851.6)
Accumulated other comprehensive (loss) income	**(52.1)**	15.6
Total shareholders' deficit	**(994.4)**	(783.6)
Total liabilities and shareholders' deficit	**$ 1,773.4**	$ 1,714.6

The accompanying notes are an integral part of the consolidated financial statements.

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MOODY'S CORPORATION

Consolidated Statements of Cash Flows

(AMOUNTS IN MILLIONS)

	YEAR ENDED DECEMBER 31,		
	2008	**2007**	**2006**
Cash flows from operating activities			
Net income	**$ 457.6**	$ 701.5	$ 753.9
Reconciliation of net income to net cash provided by operating activities:			
Depreciation and amortization	**75.1**	42.9	39.5
Stock-based compensation expense	**63.2**	90.2	77.1
Non-cash portion of restructuring charge	**—**	7.0	—
Deferred income taxes	**(17.3)**	(76.4)	(27.2)
Excess tax benefits from exercise of stock options	**(7.5)**	(52.2)	(103.2)
Legacy Tax Matters	**(7.8)**	(52.3)	—
Gain on sale of building	**—**	—	(160.6)
Other	**—**	—	1.2
Changes in assets and liabilities:			
Accounts receivable	**26.2**	36.7	(42.4)
Other current assets	**(23.1)**	(58.3)	8.9
Other assets and prepaid pension costs	**26.0**	15.5	(40.0)
Accounts payable and accrued liabilities	**(118.4)**	53.9	141.4
Restructuring liability	**(29.8)**	33.1	—
Deferred revenue	**9.0**	79.2	80.2
Unrecognized tax benefits and other non-current tax liabilities	**30.8**	91.9	8.9
Deferred rent	**6.6**	53.1	6.2
Other liabilities	**44.1**	18.2	8.6
Net cash provided by operating activities	**534.7**	984.0	752.5
Cash flows from investing activities			
Capital additions	**(84.4)**	(181.8)	(31.1)
Purchases of Short-term investments	**(10.3)**	(191.4)	(414.0)
Sales and maturities of Short-term investments	**15.9**	252.9	436.5
Net proceeds from sale of building	**—**	—	163.9
Cash paid for acquisitions and investment in affiliates, net of cash acquired	**(241.4)**	(4.4)	(39.2)
Insurance recovery	**0.9**	—	—
Net cash (used in) provided by investing activities	**(319.3)**	(124.7)	116.1
Cash flows from financing activities			
Borrowings under revolving credit facilities	**4,266.2**	1,000.0	—
Repayments of borrowings under revolving credit facilities	**(3,653.2)**	(1,000.0)	—
Issuance of commercial paper	**11,522.7**	6,684.1	—
Repayment of commercial paper	**(11,969.4)**	(6,136.7)	—
Issuance of long term debt	**150.0**	300.0	—
Net proceeds from stock plans	**23.5**	65.9	105.3
Excess tax benefits from exercise of stock options	**7.5**	52.2	103.2
Cost of treasury shares repurchased	**(592.9)**	(1,738.4)	(1,093.6)
Payment of dividends	**(96.8)**	(85.2)	(79.5)
Payments under capital lease obligations	**(1.7)**	(2.0)	(0.6)
Debt issuance costs and related fees	**(0.7)**	(1.4)	—
Net cash used in financing activities	**(344.8)**	(861.5)	(965.2)
Effect of exchange rate changes on cash and cash equivalents	**(51.0)**	20.4	18.7
Increase (decrease) in cash and cash equivalents	**(180.4)**	18.2	(77.9)
Cash and cash equivalents, beginning of the period	**426.3**	408.1	486.0
Cash and cash equivalents, end of the period	**$ 245.9**	$ 426.3	$ 408.1

The accompanying notes are an integral part of the consolidated financial statements.

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MOODY'S CORPORATION

Consolidated Statements of Shareholders' Equity (Deficit)

(AMOUNTS IN MILLIONS)

	COMMON STOCK				TREASURY STOCK		ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)	TOTAL SHAREHOLDERS' EQUITY (DEFICIT)	COMPREHENSIVE INCOME
	Shares	**Amount**	**Capital Surplus**	**Retained Earnings**	**Shares**	**Amount**			
Balance at December 31, 2005	342.9	$ 3.4	$ 240.9	$ 1,419.2	(52.6)	$(1,353.2)	$ (0.9)	$ 309.4	
Net income				753.9				753.9	$ 753.9
Dividends				(81.7)				(81.7)	
Proceeds from stock plans, including excess tax benefits			209.0					209.0	
Stock-based compensation			77.3					77.3	
Net treasury stock activity			(181.5)		(11.7)	(911.5)		(1,093.0)	
Currency translation adjustment							11.4	11.4	11.4
Additional minimum pension liability (net of tax of $0.7 million)							1.0	1.0	1.0
Amounts eliminated related to additional minimum pension liability upon the implementation of SFAS No. 158 (net of tax of $1.8 million)							2.5	2.5	
Actuarial losses and prior service costs recognized upon the implementation of SFAS No. 158 (net of tax of $16.3 million)							(22.5)	(22.5)	
Unrecognized losses on cash flow hedges							0.1	0.1	0.1
Comprehensive income									$ 766.4
Balance at December 31, 2006	342.9	$ 3.4	$ 345.7	$ 2,091.4	(64.3)	$(2,264.7)	$ (8.4)	$ 167.4	
Net income				701.5				701.5	701.5
Dividends				(88.4)				(88.4)	
Amounts recognized upon implementation of FIN 48				(43.4)				(43.4)	
Proceeds from stock plans, including excess tax benefits			92.0					92.0	
Stock-based compensation			94.6					94.6	
Net treasury stock activity			(144.4)		(27.2)	(1,586.9)		(1,731.3)	
Currency translation adjustment (net of tax of $5.5 million)							12.9	12.9	12.9
Net actuarial gains and prior service costs (net of tax of $5.9 million)							7.8	7.8	7.8
Amortization and recognition of prior service cost and actuarial losses (net of tax of $2.5 million)							3.4	3.4	3.4
Unrealized loss on cash flow hedges							(0.1)	(0.1)	(0.1)
Comprehensive income									$ 725.5

(continued on next page)

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	COMMON STOCK				TREASURY STOCK		ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)	TOTAL SHAREHOLDERS' EQUITY (DEFICIT)	COMPREHENSIVE INCOME
	Shares	Amount	Capital Surplus	Retained Earnings	Shares	Amount			
Balance at December 31, 2007	342.9	$ 3.4	$ 387.9	$ 2,661.1	(91.5)	$ (3,851.6)	$ 15.6	$ (783.6)	
Net income				457.6				457.6	$ 457.6
Dividends				(95.5)				(95.5)	
Proceeds from stock plans, including excess tax benefits			8.1					8.1	
Stock-based compensation			63.2					63.2	
Net treasury stock activity			(66.5)		(16.3)	(510.0)		(576.5)	
Currency translation adjustment (net of tax of $12.1 million)							(37.8)	(37.8)	(37.8)
Net actuarial losses and prior service costs (net of tax of $18.0 million)							(26.7)	(26.7)	(26.7)
Amortization and recognition of prior service cost and actuarial losses (net of tax of $0.8 million)							0.9	0.9	0.9
Net unrealized loss on cash flow hedges (net of tax of $2.1 million)							(4.1)	(4.1)	(4.1)
Comprehensive income									$ 389.9
Balance at December 31, 2008	342.9	$ 3.4	$ 392.7	$ 3,023.2	(107.8)	$ (4,361.6)	$ (52.1)	$ (994.4)	

The accompanying notes are an integral part of the consolidated financial statements.

Consolidated Statements of Shareholders' Equity (Deficit) (continued)

(AMOUNTS IN MILLIONS)

MOODY'S CORPORATION

Notes to Consolidated Financial Statements

(TABULAR DOLLAR AND SHARE AMOUNTS IN MILLIONS, EXCEPT PER SHARE DATA)

NOTE 1 **DESCRIPTION OF BUSINESS AND BASIS OF PRESENTATION**

Moody's is a provider of (i) credit ratings and related research, data and analytical tools, (ii) quantitative credit risk measures, risk scoring software, and credit portfolio management solutions and (iii) beginning in January 2008, securities pricing software and valuation models. In 2007 and prior years, Moody's operated in two reportable segments: Moody's Investors Service and Moody's KMV. Beginning in January 2008, Moody's segments were changed to reflect the Reorganization announced in August 2007. As a result of the Reorganization, the rating agency remains in the MIS operating company and several ratings business lines have been realigned. All of Moody's other non-rating commercial activities, including MKMV and sales of MIS research, are now combined under a new operating company known as Moody's Analytics. Moody's now reports in two new reportable segments: MIS and MA. The MIS segment publishes credit ratings on a wide range of debt obligations and the entities that issue such obligations in markets worldwide. Revenue is derived from the originators and issuers of such transactions who use MIS's ratings to support the distribution of their debt issues to investors. The MA segment develops a wide range of products and services that support the credit risk management activities of institutional participants in global financial markets. These offerings include quantitative credit risk scores, credit processing software, economic research, analytical models, financial data, securities pricing software and valuation models, and specialized consulting services. MA also distributes investor-oriented research and data developed by MIS as part of its rating process, including in-depth research on major debt issuers, industry studies, and commentary on topical events.

The Company operated as part of Old D&B until September 30, 2000, when Old D&B separated into two publicly traded companies – Moody's Corporation and New D&B. At that time, Old D&B distributed to its shareholders shares of New D&B stock. New D&B comprised the business of Old D&B's Dun & Bradstreet operating company. The remaining business of Old D&B consisted solely of the business of providing ratings and related research and credit risk management services and was renamed Moody's Corporation. For purposes of governing certain ongoing relationships between the Company and New D&B after the 2000 Distribution and to provide for an orderly transition, the Company and New D&B entered into various agreements including a distribution agreement, tax allocation agreement and employee benefits agreement.

NOTE 2 **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Basis of Consolidation

The consolidated financial statements include those of Moody's Corporation and its majority- and wholly-owned subsidiaries. The effects of all intercompany transactions have been eliminated. Investments in companies for which the Company has significant influence over operating and financial policies but not a controlling interest are accounted for on an equity basis. Investments in companies for which the Company does not have the ability to exercise significant influence are carried on the cost basis of accounting.

The Company applies the guidelines set forth in Financial Accounting Standards Board Interpretation No. 46R "Consolidation of Variable Interest Entities, an Interpretation of ARB No. 51" in assessing its interests in variable interest entities to decide whether to consolidate that entity. The Company has reviewed the potential variable interest entities and determined that there are no consolidation requirements under FIN 46R.

Cash and Cash Equivalents

Cash equivalents principally consist of investments in money market mutual funds and high-grade commercial paper with maturities of three months or less when purchased. Interest income on cash and cash equivalents and short-term investments was $12.2 million, $19.3 million and $18.2 million for the years ended December 31, 2008, 2007 and 2006, respectively.

Property and Equipment

Property and equipment are stated at cost and are depreciated using the straight-line method over their estimated useful lives, typically three to 20 years for computer equipment and office furniture, fixtures and equipment. Leasehold improvements are amortized over the shorter of the term of the lease or the estimated useful life of the improvement. Expenditures for maintenance and repairs that do not extend the economic useful life of the related assets are charged to expense as incurred. Gains and losses on disposals of property and equipment are reflected in the consolidated statements of operations.

Computer Software

Costs for the development of computer software that will be sold, leased or otherwise marketed are capitalized when technological feasibility has been established in accordance with SFAS No. 86, "Accounting for the Costs of Computer Software to Be Sold, Leased, or Otherwise Marketed". These costs primarily relate to the development of credit processing software and quantitative credit risk assessment products sold by the MA segment, to be licensed to customers and generally consist of professional services provided by third parties and compensation costs of employees that develop the software. The Company amortizes these assets based on the greater of either (i) a ratio of current product revenue to estimated total product revenue or (ii) the straight-line basis over the useful life. Amortization expense for all such software for the year ended December 31, 2008, 2007 and 2006 was $0.2 million, $1.7 million and $6.0 million, respectively. In accordance with SFAS No. 86, the Company assesses the recoverability of these assets at each period end date.

The Company capitalizes costs related to software developed or obtained for internal use in accordance with Statement of Position 98-1, "Accounting for the Costs of Computer Software Developed or Obtained for Internal Use". These assets, included in property and equipment in the consolidated balance sheets, relate to the Company's accounting, product delivery and other systems. Such costs generally consist of direct costs of third-party license fees, professional services provided by third parties and employee compensation, in each case incurred either during the application development stage or in connection with upgrades and enhancements that increase functionality. Such costs are depreciated over their estimated useful lives, generally three to seven years. Costs incurred during the preliminary project stage of development as well as maintenance costs are expensed as incurred.

Long-Lived Assets, Including Goodwill and Other Acquired Intangible Assets

Finite-lived intangible assets and other long-lived assets are reviewed for recoverability whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If the estimated undiscounted future cash flows are lower than the carrying amount of the related asset, a loss is recognized for the difference between the carrying amount and the estimated fair value of the asset. Goodwill is tested for impairment, at the reporting unit level, annually on November 30th or more frequently if events or circumstances indicate the assets may be impaired, in accordance with the provisions of SFAS No. 142. If the estimated fair value is less than its carrying amount, a loss is recognized.

Rent Expense

The Company records rent expense on straight-line basis over the life of the lease. In cases where there is a free rent period or future fixed rent escalations the Company will record a deferred rent liability. Additionally, the receipt of any lease incentives will be recorded as a deferred rent liability which will be amortized over the lease term as a reduction of rent expense.

Stock-Based Compensation

The Company accounts for stock-based compensation in accordance with the provisions of SFAS No. 123R. Under this pronouncement, companies are required to record compensation expense for all share-based payment award transactions granted to employees based on the fair value of the equity instrument at the time of grant. This includes shares issued under employee stock purchase plans, stock options, restricted stock and stock appreciation rights. The Company has also established a pool of additional paid-in capital related to the tax effects of employee share-based compensation ("APIC Pool"), which is available to absorb tax deficiencies recognized in accordance with FASB Staff Position No. FAS 123(R)-3, "Transition Election Related to Accounting for Tax Effects of Share-Based Payment Awards" which provides for an alternative transition method for establishing the beginning balance of the APIC Pool.

Derivative Instruments and Hedging Activities

Based on the Company's risk management policy, from time to time the Company may use derivative financial instruments to reduce exposure to changes in foreign currencies and interest rates. The Company does not enter into derivative financial instruments for speculative purposes. The Company accounts for derivative financial instruments and hedging activities in accordance with SFAS No.133, as amended and interpreted, which requires that all derivative financial instruments be recorded on the balance sheet at their respective fair values. The changes in the value of derivatives that qualify as fair value hedges are recorded currently into earnings. Changes in the derivative's fair value that qualify as cash flow hedges are recorded as other comprehensive income or loss, to the extent the hedge is effective, and such amounts are reclassified to earnings in the same period or periods during which the hedged transaction affects income.

Revenue Recognition

The Company recognizes revenue in accordance with Staff Accounting Bulletin No. 104, "Revenue Recognition". As such, revenue is recognized when persuasive evidence of an arrangement exists, delivery has occurred or the services have been provided and accepted by the customer, fees are determinable and the collection of resulting receivables is considered probable. If uncertainty exists regarding customer acceptance of the product or service, revenue is not recognized until acceptance occurs.

In the MIS segment, revenue attributed to initial ratings of issued securities is recognized when the rating is issued. Revenue attributed to monitoring of issuers or issued securities is recognized over the period in which the monitoring is performed. In most areas of the ratings business, MIS charges issuers annual monitoring fees and amortizes such fees ratably over the related one-year period. In the case of commercial mortgage-backed securities, derivatives, international residential mortgage-backed and asset-backed securities, issuers can elect to pay the monitoring fees upfront. These fees are deferred and recognized over the future monitoring periods, ranging from three to 51 years, which are based on the expected lives of the rated securities as of December 31, 2008.

In areas where MIS does not separately charge monitoring fees, it defers portions of the rating fees that it estimates will be attributed to future monitoring activities and recognizes such fees ratably over the applicable estimated monitoring period. The portion of the revenue to be deferred is based upon a number of factors, including the estimated fair market value of the monitoring services charged for similar securities or issuers. The estimated monitoring period is determined based on factors such as the lives of the rated securities. Currently, the estimated monitoring periods range from one to ten years.

In the MA segment, revenue from sales of research products and from credit risk management subscription products is recognized ratably over the related subscription period, which is principally one year, beginning upon delivery of the initial product. Revenue from licenses of credit processing software is recognized in accordance with SOP 97-2, at the time the product master or first copy is delivered or transferred to customers. Related software maintenance revenue is recognized ratably over the annual maintenance period. Revenue from professional services rendered within the consulting line of business is generally recognized as the services are performed.

Certain revenue arrangements within the MA segment include multiple elements such as software licenses, maintenance, subscription fees and professional services. In these types of arrangements, the fee is allocated to the various products or services based on objective measurements of fair value; that is, generally the price charged when sold separately – or vendor-specific objective evidence. Revenue is recognized for each element based upon the conditions for revenue recognition noted above unless objective evidence of fair value is not available for an undelivered element. If the fair value is not available for an undelivered element, the revenue for all elements is deferred. The deferred revenue will be recognized when MA has delivered the elements that do not have fair value or the fair value becomes readily determinable.

Amounts billed or received in advance of providing the related products or services are reflected in revenue when earned and are classified in accounts payable and accrued liabilities in the consolidated financial statements, as are customer overpayments and other credits. In addition, the consolidated balance sheets reflect as current deferred revenue amounts that are expected to be recognized within one year of the balance sheet date, and as non-current deferred revenue amounts that are expected to be recognized over periods greater than one year. The majority of the balance in non-current deferred revenue relates to fees for future monitoring of CMBS.

In 2008, 2007 and 2006, no single customer accounted for 10% or more of total revenue.

Accounts Receivable Allowances

Moody's records provisions for estimated future adjustments to customer billings as a reduction of revenue, based on historical experience and current conditions. Such provisions are reflected as additions to the accounts receivable allowance. Additionally, estimates of uncollectible accounts are recorded as bad debt expense and are reflected as additions to the accounts receivable allowance. Billing adjustments and uncollectible account write-offs are recorded against the allowance. Moody's evaluates its accounts receivable allowance by reviewing and assessing historical collection and adjustment experience and the current status of customer accounts. Moody's also considers the economic environment of the customers, both from an industry and geographic perspective, in evaluating the need for allowances. Based on its analysis, Moody's adjusts its allowance as considered appropriate in the circumstances.

Operating Expenses

Operating expenses are charged to income as incurred. These expenses include costs associated with the development and production of the Company's products and services and their delivery to customers. These expenses principally include employee compensation and benefits and travel costs that are incurred in connection with these activities.

Restructuring
The Company's restructuring accounting follows the provisions of: SFAS No. 112 for severance relating to employee terminations, SFAS No. 88 for pension settlements and curtailments, and SFAS No. 146 for contract termination costs and other exit activities.

Selling, General and Administrative Expenses
SG&A expenses are charged to income as incurred. These expenses include such items as compensation and benefits for corporate officers and staff and compensation and other expenses related to sales of products. They also include items such as office rent, business insurance, professional fees and gains and losses from sales and disposals of assets.

Foreign Currency Translation
For all operations outside the U.S. where the Company has designated the local currency as the functional currency, assets and liabilities are translated into U.S. dollars using end of year exchange rates, and revenue and expenses are translated using average exchange rates for the year. For these foreign operations, currency translation adjustments are accumulated in a separate component of shareholders' equity.

Comprehensive Income
Comprehensive income represents the change in net assets of a business enterprise during a period due to transactions and other events and circumstances from non-owner sources including foreign currency translation impacts, net actuarial losses and net prior service costs related to pension and other post-retirement plans recorded in accordance with SFAS No. 158, changes in minimum pension liability and derivative instruments. Accumulated other comprehensive (loss) income is primarily comprised of currency translation adjustments of $(10.1) million and $27.7 million at December 31, 2008 and 2007, respectively, and net actuarial losses and net prior service costs related to the Company's Post-Retirement Plans-net of tax, of $(37.2) million and $(11.3) million at December 31, 2008 and 2007, respectively.

Income Taxes
The Company accounts for income taxes under the asset and liability method in accordance with SFAS No. 109, "Accounting for Income Taxes". Therefore, income tax expense is based on reported income before income taxes, and deferred income taxes reflect the effect of temporary differences between the amounts of assets and liabilities that are recognized for financial reporting purposes and the amounts that are recognized for income tax purposes. On January 1, 2007, the Company implemented the provisions of FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes".

The Company classifies interest related to unrecognized tax benefits in interest expense in its consolidated statements of operations. Penalties, if incurred, would be recognized in other non-operating expenses. Prior to the implementation of FIN 48, interest expense and, if necessary, penalties associated with tax contingencies were recorded as part of the provision for income taxes.

Fair Value of Financial Instruments
The Company's financial instruments include cash, cash equivalents, trade receivables and payables, all of which are short-term in nature and, accordingly, approximate fair value. Additionally, the Company invests in short-term investments that are carried at cost, which approximates fair value due to their short-term maturities. The fair value of the Company's CP Notes, 2007 Facility and 2008 Term Loan approximates cost due to the floating interest rate paid on these outstanding loans. The fair value of the Company's Series 2005-1 Notes and Series 2007-1 Notes, both of which have a fixed rate of interest, is estimated using discounted cash flow analyses based on the prevailing interest rates available to the Company for borrowings with similar maturities. The carrying amount of these notes was $600.0 million and $600.0 million at December 31, 2008 and 2007, respectively. Their estimated fair value was $732.1 million and $650.8 million at December 31, 2008 and 2007, respectively.

Concentration of Credit Risk
Financial instruments that potentially subject the Company to concentration of credit risk principally consist of cash and cash equivalents, short-term investments and trade receivables.

Cash equivalents consist of investments in high quality investment-grade securities within and outside the U.S. The Company manages its credit risk exposure by allocating its cash equivalents among various money market mutual funds and issuers of high- grade commercial paper. Short-term investments primarily consist of certificates of deposit and high-grade corporate bonds in

Korea as of December 31, 2008 and 2007. The Company manages its credit risk exposure on cash equivalents and short-term investments by limiting the amount it can invest with any single issuer. No customer accounted for 10% or more of accounts receivable at December 31, 2008 or 2007.

Earnings per Share of Common Stock
In accordance with SFAS No. 128, "Earnings per Share", basic EPS is calculated based on the weighted average number of shares of common stock outstanding during the reporting period. Diluted EPS is calculated giving effect to all potentially dilutive common shares, assuming that such shares were outstanding during the reporting period.

Pension and Other Post-Retirement Benefits
Moody's maintains various noncontributory DBPPs as well as other contributory and noncontributory retirement and post-retirement plans. The expenses, assets, liabilities and obligations that Moody's reports for pension and other post-retirement benefits are dependent on many assumptions concerning the outcome of future events and circumstances. Moody's major assumptions vary by plan and the Company determines these assumptions based on the Company's long-term actual experience and future outlook as well as consultation with outside actuaries and other advisors where deemed appropriate. If actual results differ from the Company's assumptions, such differences are deferred and amortized over the estimated future working life of the plan participants.

The Company accounts for its pension and other post-retirement benefit plans in accordance with SFAS No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans — an amendment of FASB Statements No. 87, 88, 106, and 132(R)". SFAS No. 158 requires an employer to recognize as an asset or liability in its statement of financial position the funded status of its defined benefit post-retirement plans and to recognize changes in that funded status in the year in which the changes occur through other comprehensive income.

Use of Estimates
The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates. Estimates are used for, but not limited to, revenue recognition, accounts receivable allowances, income taxes, contingencies, valuation of investments in affiliates, long-lived and intangible assets and goodwill, pension and other post-retirement benefits, stock-based compensation, and depreciation and amortization rates for property and equipment and computer software.

The financial market volatility and poor economic conditions beginning in the third quarter of 2007 and continuing into early 2009, both in the U.S. and in many other countries where the Company operates, have impacted and will continue to impact Moody's business. Such conditions could have a material impact to the Company's significant accounting estimates discussed above, in particular those around accounts receivable allowances, valuations of investments in affiliates, goodwill and other acquired intangible assets, and pension and other post-retirement benefits.

Reclassifications
Certain reclassifications have been made to the prior year amounts to conform to the current year presentation.

Recently Issued Accounting Pronouncements

Adopted:
In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities—including an amendment of FASB Statement No. 115". SFAS No. 159 expands the use of fair value accounting but does not affect existing standards which require assets or liabilities to be carried at fair value. Under SFAS No. 159, a company may elect to measure many financial instruments and certain other items at fair value on an instrument by instrument basis with changes in fair value recognized in earnings each reporting period. Items eligible for fair-value election include recognized financial assets and liabilities such as equity-method investments and investments in equity securities that do not have readily determinable fair values, written loan commitments, and certain warranties and insurance contracts where a warrantor or insurer is permitted to pay a third party to provide the warranty goods or services. If the use of fair value is elected, the election must be applied to individual instruments with certain restrictions, is irrevocable and must be applied to an entire instrument. Any upfront costs and fees related to the item elected for fair value must be recognized in earnings and cannot be deferred. At the implementation date, unrealized gains and losses on existing items for which fair value has been elected are reported as a cumulative adjustment to beginning retained earnings. Subsequent to the implementation of SFAS No. 159, changes in fair value will be recognized in earnings. SFAS No. 159 is effective for fiscal years beginning after November 15, 2007 and was implemented by the Company as of January 1, 2008. The implementation did not have an effect on the Company's consolidated financial condition, results of operations, and cash flows.

In October 2008, the FASB issued FASB Staff Position No. FAS 157-3 ("FSP 157-3"), Determining the Fair Value of a Financial Asset When the Market for That Asset Is Not Active. FSP 157-3 clarifies the application of SFAS No. 157 in a market that is not active and provides an example to illustrate key considerations in determining the fair value of a financial asset when the market for that financial asset is not active. FSP 157-3 is effective upon issuance and the implementation did not have a material effect on the Company's consolidated financial condition, results of operations, and cash flows.

Not Yet Adopted:

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements". SFAS No. 157 establishes a single authoritative definition of fair value, sets out a framework for measuring fair value, and requires additional disclosures about fair-value measurements. SFAS No. 157 is expected to increase the consistency of fair value measurements and applies only to those measurements that are already required or permitted to be measured at fair value by other accounting standards. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007. In February 2008, the FASB issued FASB Staff Position No. FAS 157-2 ("FSP FAS 157-2), which partially defers the effective date of SFAS No. 157 for non-financial assets and liabilities, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis, until fiscal years beginning after November 15, 2008. The Company has implemented the deferral provisions of FSP FAS 157-2 and as a result has partially implemented the provisions of SFAS No. 157 as of January 1, 2008. The partial implementation of SFAS No. 157 did not have a material impact on the Company's consolidated financial position and results of operations in 2008. The Company will apply, as of January 1, 2009, the provisions of SFAS No. 157 to its non financial assets and liabilities initially measured at fair value in a business combination and not subsequently remeasured at fair value, non financial assets and liabilities measured at fair value for a goodwill impairment assessment, non-financial long-lived assets measured at fair value for an asset impairment assessment, and asset retirement obligations initially measured at fair value. The Company does not expect the implementation of this standard to have a material impact on the consolidated financial statements.

In December 2007, the FASB issued SFAS No. 160, Non-controlling Interests in Consolidated Financial Statements—an amendment of ARB No. 51. SFAS No. 160 establishes accounting and reporting standards for ownership interests in subsidiaries held by parties other than the parent, the amount of consolidated net income attributable to the parent and to the non-controlling interest, changes in a parent's ownership interest and the valuation of retained non-controlling equity investments when a subsidiary is deconsolidated. SFAS No. 160 also establishes disclosure requirements that clearly identify and distinguish between the interests of the parent and the interests of the non-controlling owners and requires that a non-controlling interest in a subsidiary be reported as equity. SFAS No. 160 is effective for fiscal years beginning on or after December 15, 2008 and is required to be implemented by the Company as of January 1, 2009. The adoption of this standard will have an immaterial impact on the presentation of minority interest in the consolidated balance sheet and statement of operations

In December 2007, the FASB issued SFAS No. 141 (revised 2007), Business Combinations. SFAS No. 141R extends its applicability to all transactions and other events in which one entity obtains control over one or more other businesses and establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, any non-controlling interest in the acquiree, and the goodwill acquired. SFAS 141R also expands disclosure requirements to improve the statement users' abilities to evaluate the nature and financial effects of business combinations. SFAS No. 141R is effective for fiscal years beginning on or after December 15, 2008 and is required to be implemented by the Company as of January 1, 2009. While SFAS No. 141R applies only to business combinations consummated on or after its effective date, its amendments to SFAS No. 109 with respect to deferred tax valuation allowances and liabilities for income tax uncertainties are required to be applied to all deferred tax valuation allowances and liabilities for income tax uncertainties that existed and recognized in prior business combinations or that arise as a result of the prior business combinations. The implementation of SFAS No.141R is not expected to impact the Company's consolidated financial statements for prior periods.

In March 2008, the FASB issued SFAS No. 161, Disclosures about Derivative Instruments and Hedging Activities- an amendment of FASB Statement No. 133. SFAS No. 161 amends and expands the disclosure requirements of SFAS No. 133, and requires qualitative disclosures about objectives and strategies for using derivatives, quantitative disclosures in tabular format about fair value amounts of and gains and losses on derivative instruments, and disclosures about credit-risk-related contingent features in derivative agreements. SFAS No. 161 is effective for fiscal years beginning after November 15, 2008. The Company plans to implement the provisions of SFAS No. 161 as of January 1, 2009 and does not expect the implementation to have a material impact on its consolidated financial statements.

In May 2008, the FASB issued SFAS No. 162, The Hierarchy of Generally Accepted Accounting Principles. SFAS No. 162 identifies the sources of accounting principles and the framework for selecting the principles used in the preparation of financial statements of nongovernmental entities that are presented in conformity with. SFAS No. 162 will become effective 60 days following the SEC's approval of the Public Company Accounting Oversight Board amendments to AU Section 411, "The Meaning of Present Fairly in Conformity With Generally Accepted Accounting Principles." The Company does not expect the implementation of SFAS No. 162 to have a material effect on its consolidated financial statements.

In November 2008, the FASB ratified EITF Issue No. 08-6, "Equity Method Investment Accounting Considerations" ("EITF 08-6"). EITF 08-6 applies to all investments accounted for under the equity method and clarifies the accounting for certain transactions and impairment considerations involving those investments. EITF 08-6 is effective in fiscal years beginning on or after December 15, 2008 and was adopted by the Company as of January 1, 2009. The implementation of EITF 08-6 did not have a material effect on the Company's consolidated financial statements.

In December 2008, the FASB issued FASB Staff Position No. FAS 132(R)-1, "Employers' Disclosures about Postretirement Benefit Plan Assets" ("FSP FAS 132R-1"). FSP FAS 132R-1 expands the disclosures set forth in SFAS No. 132R by adding required disclosures about how investment allocation decisions are made by management, major categories of plan assets, and significant concentrations of risk. Additionally, FSP FAS 132R-1 requires an employer to disclose information about the valuation of plan assets similar to that required under SFAS No. 157. FSP FAS 132R-1 intends to enhance the transparency surrounding the types of assets and associated risks in an employer's defined benefit pension or other postretirement plan and the new disclosures are required to be included in financial statements for fiscal years ending after December 15, 2009. The Company is currently evaluating the potential impact, if any, of the implementation of FSP FAS 132R-1 on its consolidated financial statements.

NOTE 3 **RECONCILIATION OF WEIGHTED AVERAGE SHARES OUTSTANDING**

Below is a reconciliation of basic to diluted shares outstanding:

	YEAR ENDED DECEMBER 31,		
	2008	**2007**	**2006**
Basic	**242.4**	266.4	284.2
Dilutive effect of shares issuable under stock-based compensation plans	**2.9**	5.8	7.7
Diluted	**245.3**	272.2	291.9
Antidilutive options to purchase common shares and restricted stock excluded from the table above	**11.3**	5.6	2.9

The calculation of diluted EPS requires certain assumptions regarding the use of both cash proceeds and assumed proceeds that would be received upon the exercise of stock options and vesting of restricted stock outstanding as of December 31, 2008, 2007 and 2006. These assumed proceeds include those from excess tax benefits that would be realized upon exercise of the option or vesting of the restricted stock and any unrecognized compensation as calculated under SFAS No. 123R.

NOTE 4 **SHORT-TERM INVESTMENTS**

Short-term investments are securities with maturities greater than 90 days at the time of purchase that are available for use in the Company's operations in the next twelve months. The short-term investments, primarily consisting of certificates of deposit, are classified as held-to-maturity and therefore are carried at cost. The remaining contractual maturities of the short-term investments were one to ten months for both December 31, 2008 and 2007. Interest and dividends are recorded into income when earned.

NOTE 5 **DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES**

In December 2007, the Company commenced a hedging program to protect against FX rate risks from forecasted billings and related revenue denominated in the euro and the GBP. FX options and forward exchange contracts were utilized to hedge exposures related to changes in FX rates. As of December 31, 2008 all option contracts have maturities between one and 14 months and were set to expire at various times through February 26, 2010.

The following table summarizes the notional amounts of the Company's outstanding options and the fair value of the asset recorded in other current assets in the Company's consolidated balance sheets:

	December 31, 2008	December 31, 2007
Notional amount of Currency Pair:		
GBP/USD	**£ 7.4 million**	£ 7.9 million
EUR/USD	**€12.9 million**	€16.7 million
EUR/GBP	**€24.3 million**	€61.5 million
Fair value of derivative asset	**$ 4.9 million**	$ 2.3 million

The amount of unrecognized FX hedge gains recorded in AOCI at December 31, 2008 and 2007, was approximately $2 million, net of tax, and nil, respectively. The hedges' ineffectiveness for the years then ended recorded within revenue in the consolidated statements of operations was immaterial. Additionally, the existing realized gains as of December 31, 2008 expected to be classified to earnings in the next twelve months are $2.3 million. Gains and losses reported in AOCI are reclassified into earnings as the underlying transaction is recognized.

In May 2008, the Company entered into interest rate swaps with a total notional amount of $150.0 million to protect against fluctuations in the LIBOR-based variable interest rate on the 2008 Term Loan, further described in Note 14. These are designated as cash flow hedges. The amount of unrecognized hedge losses, net of tax, reported in AOCI was $6.4 million for the year ended December 31, 2008. Changes in the fair value of the related derivative instrument are included in AOCI. As of December 31, 2008, the fair value of the interest rate swaps was $10.7 million and is recorded in other liabilities in the Company's consolidated balance sheet.

NOTE 6 **PROPERTY AND EQUIPMENT, NET**

Property and equipment, net consisted of:

	December 31, 2008	December 31, 2007
Office and computer equipment	**$ 89.3**	$ 92.4
Office furniture and fixtures	**34.4**	35.6
Internal-use computer software	**101.2**	69.8
Leasehold improvements	**153.2**	137.7
Total property and equipment, at cost	**378.1**	335.5
Less: accumulated depreciation and amortization	**(130.4)**	(120.9)
Total property and equipment, net	**$ 247.7**	$ 214.6

Depreciation and amortization expense related to the above assets was $46.7 million, $31.5 million and $23.6 million for the years ended December 31, 2008, 2007 and 2006, respectively.

NOTE 7 **ACQUISITIONS**

During 2008, the Company completed the acquisitions of Financial Projections, BQuotes, Fermat and Enb. These acquisitions were accounted for using the purchase method of accounting in accordance with SFAS No. 141, "Business Combinations". These acquisitions are discussed below in more detail.

Enb Consulting

In December 2008, a subsidiary of the Company acquired Enb Consulting, a provider of credit and capital markets training services. The purchase price was not material and the near term impact to operations and cash flow is not expected to be material. Enb is part of the MA segment.

Fermat International

On October 9, 2008, a subsidiary of the Company acquired Fermat International, a provider of risk and performance management software to the global banking sector, which is now part of the MA segment. The combination of MA's credit portfolio management and economic capital tools with Fermat's expertise in risk management software positions MA to deliver comprehensive analytical solutions for financial institutions worldwide. The results of Fermat are reflected in the MA operating segment since the acquisition date.

The aggregate purchase price of $211 million consisted of $204.5 million in cash payments to the sellers and $6.5 million in direct transaction costs, primarily professional fees. The purchase price was funded by using Moody's cash on hand.

The acquisition has been accounted for as a purchase. Shown below is the preliminary purchase price allocation, which summarizes the fair values of the assets acquired, and liabilities assumed, at the date of acquisition:

Current assets		$ 54.0
Property and equipment, net		1.6
Intangible assets:		
Software (9.0 year weighted average life)	$ 43.0	
Client relationships (16.0 year weighted average life)	12.1	
Other intangibles (1.8 year weighted average life)	2.7	
Total intangible assets		57.8
In-process technology		4.5
Goodwill		123.1
Liabilities assumed		(30.0)
Net assets acquired		$211.0

In accordance with SFAS No. 142, the acquired goodwill, which has been assigned to the MA segment, will not be amortized and will not be deductible for tax. In accordance with SFAS No. 141, the $4.5 million allocated to acquired in-process technology was written off immediately following the acquisition because the technological feasibility had not yet been established as of the acquisition date and was determined to have no future use. This write-off is included in depreciation and amortization expenses for the year ended December 31, 2008. Current assets include acquired cash of approximately $26 million.

BQuotes, Inc.

In January 2008, a subsidiary of the Company acquired BQuotes, Inc., a global provider of price discovery tools and end-of-day pricing services for a wide range of fixed income securities. The purchase price was not material and the near term impact to operations and cash flow is not expected to be material. BQuotes is part of the MA segment.

Financial Projections Limited

In January 2008, a subsidiary of the Company acquired Financial Projections Ltd., a leading provider of in-house credit training services, with long-standing relationships among European banks. The purchase price was not material and the near term impact to operations and cash flow is not expected to be material. Financial Projections is part of the MA segment.

NOTE 8 GOODWILL AND OTHER ACQUIRED INTANGIBLE ASSETS

The following table summarizes the activity in goodwill for the years ended December 31:

	2008			2007		
	MIS	**MA**	**Consolidated**	**MIS**	**MA**	**Consolidated**
Beginning balance	**$ 11.4**	**$ 168.5**	**$ 179.9**	$ 9.4	$ 166.7	$ 176.1
Additions	**1.4**	**158.7**	**160.1**	1.9	1.8	3.7
Foreign currency translation adjustments	**(2.2)**	**0.2**	**(2.0)**	0.1	—	0.1
Ending balance	**$ 10.6**	**$ 327.4**	**$ 338.0**	$ 11.4	$ 168.5	$ 179.9

Acquired Intangible assets at December 31 consisted of:

	2008	**2007**
Customer lists	**$ 80.5**	$ 62.7
Accumulated amortization	**(37.7)**	(31.8)
Net customer lists	**42.8**	30.9
Trade secret	**25.5**	25.5
Accumulated amortization	**(6.6)**	(4.4)
Net trade secret	**18.9**	21.1
Software	**55.2**	2.2
Accumulated amortization	**(11.0)**	(0.4)
Net software	**44.2**	1.8
Other	**28.2**	13.9
Accumulated amortization	**(20.1)**	(10.8)
Net other	**8.1**	3.1
Total	**$ 114.0**	$ 56.9

The weighted average life of customer lists, software and other intangible assets acquired during the year ended December 31, 2008 was 15.9 years, 8.8 years and 9.8 years, respectively. Other intangible assets primarily consist of databases, trade-names and covenants not to compete. Amortization expense for the years ended December 31, 2008, 2007 and 2006 was $28.2 million, $9.7 million and $9.9 million, respectively.

Estimated future annual amortization expense for intangible assets subject to amortization is as follows:

Year Ending December 31,	
2009	$ 16.9
2010	15.7
2011	14.5
2012	14.3
2013	14.3
Thereafter	38.3

Intangible assets are reviewed for recoverability whenever circumstances indicate that the carrying amount may not be recoverable. If the estimated undiscounted future cash flows are lower than the carrying amount of the related asset, a loss is recognized for the difference between the carrying amount and the estimated fair value of the asset. Goodwill is tested for impairment annually or more frequently if circumstances indicate the assets may be impaired.

For the year ended December 31, 2008, there were no impairments to goodwill, and an impairment of $11.1 million was recognized for certain software and database intangible assets within the MA segment, which is reflected in amortization expense. These intangible assets were determined to be impaired, in accordance with SFAS No. 144, as a result of comparing the carrying amount to the undiscounted cash flows of the related asset group expected to result from the use and eventual disposition of the assets. The Company measured the amount of the impairment loss by comparing the carrying amount of the related assets to their fair value. The fair value was determined by utilizing the expected present value technique which uses multiple cash flow scenarios that reflect the range of possible outcomes and a risk-free rate. For the years ended December 31, 2007 and 2006, there were no impairments to goodwill or other intangible assets.

NOTE 9 ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities consisted of:

	December 31,	
	2008	**2007**
Salaries and benefits	**$ 49.7**	$ 51.2
Incentive compensation	**47.1**	90.4
Customer credits, advanced payments and advanced billings	**23.4**	18.2
Dividends	**24.5**	26.0
Professional service fees	**23.9**	18.1
Interest	**10.2**	9.5
Accounts payable	**8.6**	8.1
Income taxes (see Note 13)	**3.5**	69.4
Restructuring (see Note 10)	**3.3**	33.1
Other	**46.2**	47.3
Total	**$240.4**	$371.3

NOTE 10 RESTRUCTURING

During the fourth quarter of 2007, the Company committed to a Restructuring Plan to reduce global head count by approximately 275 positions, or approximately 7.5% of the workforce, in response to both the Company's Reorganization and to a decline in current and anticipated issuance of rated debt securities in some market sectors. Included in the Restructuring Plan is a reduction of staff as a result of: (i) consolidation of certain corporate staff functions, (ii) the integration of businesses comprising MA, and (iii) an anticipated decline in new securities issuance in some market sectors. The Restructuring Plan also calls for the termination of technology contracts as well as the outsourcing of certain technology functions which began in the first half of 2008. The Restructuring Plan is complete as of December 31, 2008.

Restructuring amounts for the year ended December 31, 2008 and 2007 were $(2.5) million and $50.0 million, respectively. The 2008 amount primarily reflects adjustments of previous estimates for severance and contract termination costs associated with the Restructuring Plan. As of December 31, 2008, there was $11.4 million of accrued restructuring remaining of which $3.3 million will be paid in 2009. Payments related to the $8.1 million unfunded pension liability will commence when the affected employees reach retirement age beginning in 2009. The 2009 payments are expected to be approximately $2 million, and will continue in accordance with the provisions of the Post-Retirement Plan.

Changes to the restructuring liability during the years ended December 31, 2008 and 2007 were as follows:

	EMPLOYEE TERMINATION COSTS					
	Severance	Pension Settlements	Stock Compensation	Total	Contract Termination Costs	Total Restructuring Liability
Balance at January 1, 2007	$ —	$ —	$ —	$ —	$ —	$ —
Costs incurred	30.8	10.8	4.3	45.9	4.1	50.0
Cash payments	(1.8)	—	—	(1.8)	—	(1.8)
Non-cash charges	—	(2.7)	(4.3)	(7.0)	—	(7.0)
Balance at December 31, 2007	29.0	8.1	—	37.1	4.1	41.2
Costs incurred and adjustments	(2.5)	—	—	(2.5)	0.3	(2.2)
Cash payments	(25.0)	—	—	(25.0)	(2.6)	(27.6)
Balance at December 31, 2008	**$ 1.5**	**$ 8.1**	**$ —**	**$ 9.6**	**$ 1.8**	**$ 11.4**

Severance and contract termination costs of $3.3 million and $33.1 million are recorded in accounts payable and accrued liabilities as of December 31, 2008 and 2007, respectively. Additionally, pension settlements of $8.1 million are recorded within other liabilities. The non-cash charges in 2007 reflect a $2.7 million pension curtailment which reduced AOCI and a $4.3 million increase to capital surplus relating to a stock option modification charge.

NOTE 11 **PENSION AND OTHER POST-RETIREMENT BENEFITS**

Moody's maintains funded and unfunded noncontributory Defined Benefit Pension Plans. The plans provide defined benefits using a cash balance formula based on years of service and career average salary or final average pay for selected executives. The Company also provides certain healthcare and life insurance benefits for retired U.S. employees. The post-retirement healthcare plans are contributory with participants' contributions adjusted annually; the life insurance plans are noncontributory. Moody's funded and unfunded pension plans, the post-retirement healthcare plans and the post-retirement life insurance plans are collectively referred to herein as the "Post-Retirement Plans". Effective at the Distribution Date, Moody's assumed responsibility for the pension and other post-retirement benefits relating to its active employees. New D&B has assumed responsibility for the Company's retirees and vested terminated employees as of the Distribution Date.

Through 2007, substantially all U.S. employees were eligible to participate in the Company's DBPPs. Effective January 1, 2008, the Company no longer offers DBPPs to employees hired or rehired on or after January 1, 2008 and new hires instead will receive a retirement contribution in similar benefit value under the Company's Profit Participation Plan. Current participants of the Company's DBPPs continue to accrue benefits based on existing plan benefit formulas.

As of December 31, 2006, the Company implemented the provisions of SFAS No. 158 and the incremental effect of implementation was a decrease in other assets of $15.9 million, an increase in other liabilities of $18.6 million and a pre-tax increase in AOCI of $34.5 million ($20.0 million, net of tax). The amounts recognized in AOCI are subsequently recognized as components of net periodic benefit expense over future years pursuant to the recognition and amortization provisions of SFAS No. 87 and SFAS No. 106.

Following is a summary of changes in benefit obligations and fair value of plan assets for the Post-Retirement Plans for the years ended December 31:

	PENSION PLANS		OTHER POST-RETIREMENT PLANS	
	2008	**2007**	**2008**	**2007**
Change in Benefit Obligation:				
Benefit obligation, beginning of the period	**$ (149.3)**	$ (134.6)	**$ (9.7)**	$ (9.4)
Service cost	**(12.4)**	(12.6)	**(0.8)**	(0.9)
Interest cost	**(9.7)**	(8.1)	**(0.6)**	(0.6)
Plan participants' contributions	**—**	—	**(0.1)**	(0.1)
Benefits paid	**3.3**	1.9	**0.4**	0.4
Plan amendments	**—**	(3.6)	**—**	0.4
Impact of curtailment	**1.1**	5.3	**—**	0.4
Impact of special termination benefits	**(2.8)**	(8.1)	**—**	—
Actuarial gain (loss)	**(0.8)**	(2.5)	**(0.2)**	(0.4)
Assumption changes	**(1.2)**	13.0	**—**	0.5
Benefit obligation, end of the period	**(171.8)**	(149.3)	**(11.0)**	(9.7)
Change in Plan Assets:				
Fair value of plan assets, beginning of the period	**123.9**	116.6	**—**	—
Actual return on plan assets	**(33.9)**	8.5	**—**	—
Benefits paid	**(3.3)**	(1.9)	**(0.4)**	(0.4)
Employer contributions	**1.9**	0.7	**0.3**	0.3
Plan participants' contributions	**—**	—	**0.1**	0.1
Fair value of plan assets, end of the period	**88.6**	123.9	**—**	—
Funded status of the plans:	**(83.2)**	(25.4)	**(11.0)**	(9.7)
Amounts Recorded on the Consolidated Balance Sheets:				
Net post-retirement benefit asset	**—**	37.4	**—**	$ —
Pension and post-retirement benefits liability-current	**(1.3)**	(2.2)	**(0.4)**	(0.5)
Pension and post-retirement benefits liability-non current	**(81.9)**	(60.6)	**(10.6)**	(9.2)
Net amount recognized	**(83.2)**	(25.4)	**(11.0)**	(9.7)
Accumulated benefit obligation, end of the period	**$ (141.5)**	$ (113.7)		

The 2007 pension plan amendment above reflects the impact of the new benefit payment provision related to an unfunded plan which beginning January 1, 2008 requires lump sum payments to be paid to active participants when they retire. Previously the plan allowed lump sum or annuity payments.

The pension plan curtailment and the special termination benefits in both 2008 and 2007 relate to the terminations of certain participants of the Company's Supplemental Executive Benefit Plan, which resulted in a curtailment under SFAS No. 88 as there was a significant reduction in the expected years of future service of participants covered by this plan. The special termination benefits relate to the Company waiving early retirement penalties otherwise required by this plan.

The following table summarizes the pre-tax net actuarial losses and prior service cost recognized in AOCI for the Company's Post-Retirement Plans as of December 31:

	PENSION PLANS		OTHER POST-RETIREMENT PLANS	
	2008	**2007**	**2008**	**2007**
Net actuarial (losses)	**$ (59.3)**	$ (14.8)	**$ (0.4)**	$ (0.1)
Net prior service costs	**(3.8)**	(5.3)	**(0.1)**	(0.1)
Total recognized in AOCI- pretax	**$ (63.1)**	$ (20.1)	**$ (0.5)**	$ (0.2)

For the Company's pension plans, the Company expects to recognize in 2009 as components of net periodic expense $0.8 million for the amortization of net actuarial losses and $0.4 million for the amortization of prior service costs. Expected amortizations for other post-retirement plans in 2009 are not material.

Net periodic benefit expenses recognized for the Post-Retirement Plans for years ended December 31:

	PENSION PLANS			OTHER POST-RETIREMENT PLANS		
	2008	**2007**	**2006**	**2008**	**2007**	**2006**
Components of net periodic expense						
Service cost	**$ 12.4**	$ 12.6	$ 11.2	**$ 0.8**	$ 0.9	$ 0.8
Interest cost	**9.7**	8.1	7.0	**0.6**	0.6	0.5
Expected return on plan assets	**(9.9)**	(9.0)	(8.5)	**—**	—	—
Amortization of net actuarial loss from earlier periods	**0.2**	2.5	3.3	**—**	—	—
Amortization of net prior service costs from earlier periods	**0.4**	0.4	0.4	**—**	0.2	0.2
Curtailment loss	**1.0**	2.7	—	**—**	—	—
Cost of special termination benefits	**2.8**	8.1	—	**—**	—	—
Net periodic expense	**$ 16.6**	$ 25.4	$ 13.4	**$ 1.4**	$ 1.7	$ 1.5

The following table summarizes the pre-tax amounts recognized in AOCI related to the Company's Post-Retirement Plans for the years ended December 31:

	PENSION PLANS		OTHER POST-RETIREMENT PLANS	
	2008	**2007**	**2008**	**2007**
Amortization of net actuarial losses	**$ 0.2**	$ 2.5	**$ —**	$ —
Amortization of prior service costs	**0.4**	0.4	**—**	0.2
Accelerated recognition of prior service costs due to curtailment	**1.0**	2.7	**—**	—
Net actuarial gain (loss) arising during the period	**(44.7)**	15.2	**(0.2)**	0.6
Net prior service cost arising during the period due to plan amendment	**—**	(3.5)	**—**	0.4
Total recognized in Other Comprehensive Income – pre-tax	**$ (43.1)**	$ 17.3	**$ (0.2)**	$ 1.2

The following information is for those pension plans with a benefit obligation in excess of plan assets:

	DECEMBER 31,	
	2008	**2007**
Aggregate benefit obligation	**$ 171.8**	$ 62.7
Aggregate fair value of plan assets	**$ 88.6**	$ —

The following information is for those pension plans with an accumulated benefit obligation in excess of plan assets:

	DECEMBER 31,	
	2008	**2007**
Aggregate accumulated benefit obligation	**$ 56.8**	$ 42.2
Aggregate fair value of plan assets	**$ —**	$ —

ADDITIONAL INFORMATION:

Assumptions

Weighted-average assumptions used to determine benefit obligations at December 31:

	PENSION PLANS		OTHER POST-RETIREMENT PLANS	
	2008	2007	2008	2007
Discount rate	**6.00%**	6.45%	**6.25%**	6.35%
Rate of compensation increase	**4.00%**	4.00%	**—**	—

Weighted-average assumptions used to determine net periodic benefit expense for years ended December 31:

	PENSION PLANS			OTHER POST-RETIREMENT PLANS		
	2008	2007	2006	2008	2007	2006
Discount rate	**6.45%**	5.90%	5.60%	**6.35%**	5.80%	5.45%
Expected return on plan assets	**8.35%**	8.35%	8.35%	**—**	—	—
Rate of compensation increase	**4.00%**	4.00%	4.00%	**—**	—	—

For 2008, the Company continued to use an expected rate of return on assets of 8.35% for Moody's funded pension plan. Moody's works with third-party consultants to determine assumptions for long-term rates of return for the asset classes that are included in the pension plan investment portfolio. These return assumptions reflect a long-term time horizon. They also reflect a combination of historical performance analysis and forward-looking views of the financial markets including consideration of inflation, current yields on long-term bonds and price-earnings ratios of the major stock market indices. Moody's expected return on plan asset assumption is determined by using a building block approach, which weighs the expected rate of return for each major asset class based on their respective allocation target within the plan portfolio. As the Company's investment policy is to primarily invest in index funds, the impact of active management is not considered in determining the expected rate of return assumption.

Assumed Healthcare Cost Trend Rates at December 31:

	2008		2007		2006	
	Pre-age 65	Post -age 65	Pre-age 65	Post-age 65	Pre-age 65	Post-age 65
Healthcare cost trend rate assumed for the following year	**9.4%**	**10.4%**	10.4%	11.4%	9.0%	11.0%
Ultimate rate to which the cost trend rate is assumed to decline (ultimate trend rate)	**5.0%**		5.0%		5.0%	
Year that the rate reaches the ultimate trend rate	**2015**		2015		2013	

The assumed health cost trend rate was updated in 2007 to better reflect different expectations for the medical and prescribed medication components of health care costs for pre and post-65 retirees. As the Company subsidies for retiree healthcare coverage are capped at the 2005 level, for the majority of the post-retirement health plan participants, retiree contributions are assumed to increase at the same rate as the healthcare cost trend rates. As such, a one percentage-point increase or decrease in assumed healthcare cost trend rates would not have affected total service and interest cost and would have a minimal impact on the post-retirement benefit obligation.

Plan Assets

The assets of the funded pension plan were allocated among the following categories at December 31:

Asset Category	PERCENTAGE OF PLAN ASSETS 2008	2007
Equity securities	**60%**	71%
Debt securities	**26**	19
Real estate	**14**	10
Total	**100%**	100%

Moody's investment objective for the assets in the funded pension plan is to earn total returns that will minimize future contribution requirements over the long run within a prudent level of risk. Risk management practices include diversification across asset classes and investment styles and periodic rebalancing toward asset allocation targets. The Company's current pension plan asset allocation targets are for approximately seventy percent of assets to be invested in equity securities, diversified across U.S. and non-U.S. stocks of small, medium and large capitalization, twenty percent in investment-grade bonds and the remainder in real estate funds. The use of derivatives to leverage the portfolio or otherwise is not permitted. The Company's monitoring of the plan includes ongoing reviews of investment performance, annual liability measurements, periodic asset/liability studies and investment portfolio reviews. The Company is currently reviewing its asset allocation targets with its advisors. Except for the Company's funded pension plan, all of Moody's Post-Retirement Plans are unfunded and therefore have no plan assets.

Cash Flows

The Company made payments of $1.9 million and $0.7 million related to its unfunded pension plan obligations during the years ended December 31, 2008 and 2007, respectively and made no contributions to its funded pension plans during the aforementioned years. The Company made payments of $0.4 million and $0.3 million to its other post-retirement plans during the years ended December 31, 2008 and 2007, respectively. The Company presently anticipates making payments of $1.3 million to its unfunded pension plans and $0.4 million to its other post-retirement plans during the year ended December 31, 2009.

Estimated Future Benefits Payable

Estimated future benefits payments for the Post-Retirement Plans are as follows at December 31, 2008:

Year ending December 31,	Pension Plans	Other Post-Retirement Plans*
2009	$ 4.0	$ 0.4
2010	10.4	0.5
2011	11.2	0.6
2012	6.3	0.6
2013	7.5	0.7
2014 – 2018	72.5	5.3

* The estimated future benefits payable for the Post-Retirement Plans are reflected net of the expected Medicare Part D subsidy for which the subsidy is insignificant on an annual basis for all the years presented.

Defined Contribution Plans

Moody's has a Profit Participation Plan covering substantially all U.S. employees. The Profit Participation Plan provides for an employee salary deferral and the Company matches employee contributions with cash contributions equal to 50% of employee contribution up to a maximum of 3% of the employee's pay. Moody's also makes additional contributions to the Profit Participation Plan based on year-to-year growth in the Company's EPS. Effective January 1, 2008, all new hires are automatically enrolled in the Profit Participation Plan when they meet eligibility requirements unless they decline participation. As the Company's DBPPs are closed to new entrants effective January 1, 2008, all eligible new hires will instead receive a retirement contribution into the Profit Participation Plan in value similar to the pension benefits. Additionally, effective January 1, 2008, the

Company implemented a deferred compensation plan in the U.S., which is unfunded and provides for employee deferral of compensation and Company matching contributions related to compensation in excess of the IRS limitations on benefits and contributions under qualified retirement plans. Total expenses associated with defined contribution plans were $8.0 million, $13.3 million and $15.5 million in 2008, 2007, and 2006, respectively.

Effective January 1, 2008, Moody's has designated the Moody's Stock Fund, an investment option under the Profit Participation Plan, as an Employee Stock Ownership Plan and, as a result, participants in the Moody's Stock Fund may receive dividends in cash or may reinvest such dividends into the Moody's Stock Fund. Moody's paid approximately $0.3 million in dividends for the Company's common shares held by the Moody's Stock Fund in 2008. The Company records the dividends as a reduction of retained earnings in the Consolidated Statements of Shareholders' Equity (Deficit). The Moody's Stock Fund held approximately 922,000 shares of Moody's common stock at December 31, 2008.

International Plans

Certain of the Company's international operations provide pension benefits to their employees in the form of defined contribution plans. Company contributions are primarily determined as a percentage of employees' eligible compensation. Expenses related to these plans for the years ended December 31, 2008, 2007, and 2006 were $5.3 million, $4.8 million and $3.9 million, respectively.

In addition, the Company also maintains an unfunded DBPP for its German employees, which was closed to new entrants in 2002. Furthermore, as a result of the acquisition of its wholly owned French subsidiary Fermat (See Note 7, Acquisitions) in October 2008, the Company has assumed Fermat's pension liability related to a state pension plan mandated by the French Government. Total defined benefit pension liabilities recorded related to these plans was $3.0 million, $2.9 million, and $3.2 million based on a weighted average discount rate of 5.76%, 5.60%, and 4.25% at December 31, 2008, 2007, and 2006, respectively. The pension liabilities recorded as of December 31, 2008 represents the unfunded status of these plans and were recognized in the statement of financial position as a non-current liability. Total pension expense recorded for the years ended December 31, 2008, 2007 and 2006 was approximately $0.3 million, $0.4 million and $0.3 million, respectively. These amounts are not included in the tables above. The incremental effect of implementing SFAS No. 158 for the German plan was immaterial. As of December 31, 2008, the Company has included in AOCI net actuarial gains of $1.3 million ($0.9 million, net of tax) that have yet to be recognized as a reduction to net periodic pension expense. The Company expects its 2009 amortization of the net actuarial gains to be immaterial.

NOTE 12 **STOCK-BASED COMPENSATION PLANS**

Presented below is a summary of the stock compensation cost and associated tax benefit in the accompanying Consolidated Statements of Operations:

	YEAR ENDED DECEMBER 31,		
	2008	**2007**	**2006**
Stock compensation cost	**$63.2**	$90.2	$77.1
Tax benefit	**$23.5**	$34.0	$29.7

The 2007 restructuring charge, as described in Note 10, includes $4.3 million relating to a stock award modification for three employees which is not included in the stock compensation cost for 2007 shown in the table above. The nature of the modification was to accelerate the vesting of certain awards for the affected employees as if they were retirement-eligible at the date of their termination.

The fair value of each employee stock option award is estimated on the date of grant using the Black-Scholes option-pricing model that uses the assumptions noted below. The expected dividend yield is derived from the annual dividend rate on the date of grant. The expected stock volatility is based on an assessment of historical weekly stock prices of the Company as well as implied volatility from Moody's traded options. The risk-free interest rate is based on U.S. government zero coupon bonds with maturities similar to the expected holding period. The expected holding period was determined by examining historical and projected post-vesting exercise behavior activity.

The following weighted average assumptions were used for options granted during 2008, 2007 and 2006:

	2008	2007	2006
Expected dividend yield	**1.06%**	0.44%	0.44%
Expected stock volatility	**25%**	23%	23%
Risk-free interest rate	**2.96%**	4.78%	4.59%
Expected holding period	**5.5 yrs**	5.7 yrs	6.0 yrs
Grant date fair value	**$9.73**	$22.65	$19.97

Under the 1998 Plan, 33.0 million shares of the Company's common stock have been reserved for issuance. The 2001 Plan, which is shareholder approved, permits the granting of up to 28.6 million shares, of which not more than 8.0 million shares are available for grants of awards other than stock options. The 2001 Plan was amended and approved at the annual shareholders meeting on April 24, 2007, increasing the number of shares reserved for issuance by 3.0 million which are included in the aforementioned amounts. The Stock Plans provide that options are exercisable not later than ten years from the grant date. The vesting period for awards under the Stock Plans is generally determined by the Board at the date of the grant and has been four years except for employees who are at or near retirement eligibility, as defined, for which vesting is between one and four years. Options may not be granted at less than the fair market value of the Company's common stock at the date of grant. The Stock Plans also provide for the granting of restricted stock.

The Company maintains the Directors' Plan for its Board, which permits the granting of awards in the form of non-qualified stock options, restricted stock or performance shares. The Directors' Plan provides that options are exercisable not later than ten years from the grant date. The vesting period is determined by the Board at the date of the grant and is generally one year for options and three years for restricted stock. Under the Directors' Plan, 0.8 million shares of common stock were reserved for issuance. Any director of the Company who is not an employee of the Company or any of its subsidiaries as of the date that an award is granted is eligible to participate in the Directors' Plan.

A summary of option activity as of December 31, 2008 and changes during the year then ended is presented below:

Options	Shares	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding, December 31, 2007	18.6	$ 37.43		
Granted	3.2	37.44		
Exercised	(1.2)	19.25		
Forfeited	(0.8)	51.74		
Expired	(0.4)	53.27		
Outstanding, December 31, 2008	**19.4**	**$ 37.72**	**5.4 yrs**	**$ 14.6**
Vested and expected to vest, December 31, 2008	**18.8**	**$ 37.30**	**5.3 yrs**	**$ 14.6**
Exercisable, December 31, 2008	**13.1**	**$ 30.73**	**4.1 yrs**	**$ 14.6**

The aggregate intrinsic value in the table above represents the total pre-tax intrinsic value (the difference between Moody's closing stock price on the last trading day of the year ended December 31, 2008 and the exercise prices, multiplied by the number of in-the-money options) that would have been received by the option holders had all option holders exercised their options as of December 31, 2008. This amount varies based on the fair value of Moody's stock. As of December 31, 2008, there was $52.6 million of total unrecognized compensation expense related to options. The expense is expected to be recognized over a weighted average period of 1.1 years.

The following table summarizes information relating to stock option exercises:

	YEAR ENDED DECEMBER 31, 2008	2007	2006
Proceeds from stock option exercises	**$ 23.2**	$ 69.3	$ 105.0
Aggregate intrinsic value	**$ 21.6**	$ 139.4	$ 269.6
Tax benefit realized upon exercise	**$ 8.5**	$ 53.9	$ 108.0

A summary of the status of the Company's nonvested restricted stock as of December 31, 2008 and changes during the year then ended is presented below:

Nonvested Restricted Stock	Shares	Weighted Average Grant Date Fair Value Per Share
Balance, December 31, 2007	1.7	$ 63.20
Granted	0.6	37.97
Vested	(0.6)	57.69
Forfeited	(0.2)	57.41
Balance, December 31, 2008	**1.5**	**$ 55.33**

As of December 31, 2008, there was $41.8 million of total unrecognized compensation expense related to nonvested restricted stock. The expense is expected to be recognized over a weighted average period of 1.2 years.

The following table summarizes information relating to the vesting of restricted stock awards:

	YEAR ENDED DECEMBER 31, 2008	2007	2006
Fair value of vested shares	**$ 23.7**	$ 43.2	$ 27.8
Tax benefit realized upon vesting	**$ 8.8**	$ 16.6	$ 10.9

The Company has a policy of issuing treasury stock to satisfy shares issued under stock-based compensation plans.

In addition, the Company also sponsors the ESPP. Under the ESPP, 6.0 million shares of common stock were reserved for issuance. The ESPP allows eligible employees to purchase common stock of the Company on a monthly basis at 85% of the average of the high and the low trading prices on the New York Stock Exchange on the last trading day of each month. The employee purchases are funded through after-tax payroll deductions, which plan participants can elect from one percent to ten percent of compensation, subject to the annual federal limit. This results in stock-based compensation expense for the difference between the purchase price and fair market value under SFAS No. 123R. Beginning on January 1, 2009 the discount offered on the ESPP will be reduced to 5% which will result in the ESPP qualifying for non-compensatory status under SFAS No. 123R. Accordingly, no compensation expense will be recognized for the ESPP subsequent to December 31, 2008.

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NOTE 13 **INCOME TAXES**

Components of the Company's income tax provision are as follows:

	YEAR ENDED DECEMBER 31,		
	2008	**2007**	**2006**
Current:			
Federal	**$ 147.5**	$ 277.0	$ 362.2
State and local	**49.3**	89.8	105.0
Non-U.S	**88.7**	124.8	66.6
Total	**285.5**	491.6	533.8
Deferred:			
Federal	**(10.9)**	(64.9)	(20.1)
State and local	**(0.8)**	(10.7)	(5.8)
Non-U.S	**(5.6)**	(0.8)	(1.3)
Total	**(17.3)**	(76.4)	(27.2)
Total Income Tax Provision	**$ 268.2**	$ 415.2	$ 506.6

A reconciliation of the U.S. federal statutory tax rate to the Company's effective tax rate on income before provision for income taxes is as follows:

	YEAR ENDED DECEMBER 31,		
	2008	**2007**	**2006**
U.S. statutory tax rate	**35.0%**	35.0%	35.0%
State and local taxes, net of federal tax benefit	**4.1**	4.6	5.1
Benefit of foreign operations	**(2.6)**	(0.1)	(0.5)
Legacy Tax	**(0.3)**	(2.4)	0.1
Other	**0.8**	0.1	0.5
Effective tax rate	**37.0%**	37.2%	40.2%
Income taxes paid	**$319.9**	$408.7	$408.8

The source of income before provision for income taxes is as follows:

	YEAR ENDED DECEMBER 31,		
	2008	**2007**	**2006**
United States	**$ 437.4**	$ 814.7	$ 1,026.0
International	**288.4**	302.0	234.5
Income before provision for income taxes	**$ 725.8**	$ 1,116.7	$ 1,260.5

The components of deferred tax assets and liabilities are as follows:

	DECEMBER 31, 2008	2007
Deferred tax assets:		
Current:		
Accounts receivable allowances	**$ 6.5**	$ 4.9
Accrued compensation and benefits	**7.8**	4.6
Deferred Revenue	**5.5**	21.1
Restructuring	**3.0**	19.7
Other	**3.4**	0.6
Total	**26.2**	50.9
Non-current:		
Accumulated depreciation and amortization	**1.9**	—
Stock-based compensation	**68.5**	62.3
Deferred Revenue	**38.6**	—
Benefit plans	**39.1**	35.5
State taxes	**—**	2.8
Deferred rent and construction allowance	**27.9**	23.1
Foreign net operating loss (1)	**2.9**	—
Uncertain tax positions	**59.8**	37.8
Other	**9.9**	3.4
Total	**248.6**	164.9
Total deferred tax assets	**274.8**	215.8
Deferred tax liabilities:		
Current:		
Prepaid expenses	**(0.3)**	(0.3)
Other	**(0.2)**	—
Total	**(0.5)**	(0.3)
Non-current:		
Accumulated depreciation and amortization	**(11.4)**	(3.1)
Benefit plans	**—**	(20.6)
Intangible assets and capitalized software	**(35.8)**	(11.7)
Other	**(0.3)**	(0.7)
Total	**(47.5)**	(36.1)
Total deferred tax liabilities	**(48.0)**	(36.4)
Net deferred tax assets	**$ 226.8**	$ 179.4

(1) Amounts are primarily set to expire at various times throughout 2015, if unused.

Prepaid taxes of $62.7 million and $52.0 million for December 31, 2008 and 2007, respectively are included in other current assets in the consolidated balance sheets. Non-current tax receivables of $31.9 million at December 31, 2007 are included in other assets.

As of December 31, 2008, the Company had approximately $216.8 million of undistributed earnings of foreign subsidiaries that it intends to indefinitely reinvest in foreign operations. The Company has not provided deferred income taxes on these indefinitely reinvested earnings. It is not practicable to determine the amount of deferred taxes that might be required to be provided if such earnings were distributed in the future, due to complexities in the tax laws and in the hypothetical calculations that would have to be made.

On January 1, 2007, the Company implemented the provisions of FIN 48, resulting in a reduction to retained earnings of $43.3 million. This reduction is comprised of a $32.9 million increase in the liability for UTBs and accrued interest of $17.3 million ($10.4 million, net of tax).

A reconciliation of the beginning and ending amount of UTBs is as follows:

	2008	2007
Balance as of January 1	**$ 156.1**	$ 122.7
Additions for tax positions related to the current year	**34.5**	41.5
Additions for tax positions of prior years	**8.2**	27.7
Reductions for tax positions of prior years	**(12.2)**	(4.0)
Settlements with taxing authorities	**(0.7)**	—
Lapse of statute of limitations	**(0.8)**	(31.8)
Balance as of December 31	**$ 185.1**	$ 156.1

As of December 31, 2008, the Company had $185.1 million of UTBs of which $141.7 million represents the amount that, if recognized, would impact the effective income tax rate in future periods.

The Company classifies interest related to UTBs in interest expense in its consolidated statements of operations. Penalties, if incurred, would be recognized in other non-operating expenses. Prior to the implementation of FIN 48, interest expense and, if necessary, penalties associated with tax contingencies were recorded as part of the provision for income taxes. During 2008, the Company accrued interest of $12.8 million related to UTPs. As of December 31, 2008 the amount of accrued interest recorded in the Company's balance sheet related to UTPs was $36.4 million.

Moody's Corporation and subsidiaries are subject to U.S. federal income tax as well as income tax in various state and local and foreign jurisdictions. Moody's federal income tax returns filed for the years 2004 through 2007 remain subject to examination by the IRS. New York City income tax returns for 2001 through 2004 are currently under examination and for 2005 through 2007 remain open to examination. New York State income tax returns for 2004 through 2005 are currently under examination and for 2006 through 2007 remain open to examination. Tax filings in the U.K. for 2001 through 2005 are currently under examination by the U.K. taxing authorities and for 2006 through 2007 remain open to examination.

For current ongoing audits related to open tax years, the Company estimates that it is possible that the balance of UTBs could decrease in the next twelve months as a result of the effective settlement of these audits, which might involve the payment of additional taxes, the adjustment of certain deferred taxes and/or the recognition of tax benefits. It is also possible that new issues might be raised by tax authorities which might necessitate increases to the balance of UTBs. As the Company is unable to predict the timing of conclusion of these audits, the Company is unable to estimate the amount of changes to the balance of UTBs at this time. However, the Company believes that it has adequately provided for its financial exposure for all open tax years by tax jurisdiction in accordance with the provisions of FIN 48. Additionally, the Company is seeking tax rulings on certain tax positions which, if granted, could decrease the balance of UTBs over the next twelve months however, due to the uncertainty involved with this process, the Company is unable to estimate the amount of changes to the balance of UTBs at this time.

NOTE 14 **INDEBTEDNESS**

The following table summarizes total indebtedness:

	December 31, 2008	December 31, 2007
2007 Facility	**$ 613.0**	$ —
Commercial paper, net of unamortized discount of $0.3 million at 2008 and $0.7 million at 2007	**104.7**	551.9
Notes payable:		
Series 2005-1 Notes	**300.0**	300.0
Series 2007-1 Notes	**300.0**	300.0
2008 Term Loan	**150.0**	—
Total Debt	**1,467.7**	1,151.9
Current portion	**(717.7)**	(551.9)
Total long-term debt	**$ 750.0**	$ 600.0

2007 Facility
On September 28, 2007, the Company entered into a $1.0 billion five-year senior, unsecured revolving credit facility, expiring in September 2012. The 2007 Facility will serve, in part, to support the Company's CP Program described below. Interest on borrowings is payable at rates that are based on LIBOR plus a premium that can range from 16.0 to 40.0 basis points of the outstanding borrowing amount depending on the Debt/EBITDA ratio. The Company also pays quarterly facility fees, regardless of borrowing activity under the 2007 Facility. The quarterly fees for the 2007 Facility can range from 4.0 to 10.0 basis points of the facility amount, depending on the Company's Debt/EBITDA ratio. The Company also pays a utilization fee of 5.0 basis points on borrowings outstanding when the aggregate amount outstanding exceeds 50% of the total facility. The weighted average interest rate on borrowings outstanding as of December 31, 2008 was 1.47%. The 2007 Facility contains certain covenants that, among other things, restrict the ability of the Company and certain of its subsidiaries, without the approval of the lenders, to engage in mergers, consolidations, asset sales, transactions with affiliates and sale-leaseback transactions or to incur liens, as defined in the related agreement. The 2007 Facility also contains financial covenants that, among other things, require the Company to maintain a Debt/EBITDA ratio of not more than 4.0 to 1.0 at the end of any fiscal quarter.

Commercial Paper
On October 3, 2007, the Company entered into a private placement commercial paper program under which the Company may issue CP notes up to a maximum amount of $1.0 billion. Amounts available under the CP Program may be re-borrowed. The CP Program is supported by the Company's 2007 Facility. The maturities of the CP Notes will vary, but may not exceed 397 days from the date of issue. The CP Notes are sold at a discount from par or, alternatively, sold at par and bear interest at rates that will vary based upon market conditions at the time of issuance. The rates of interest will depend on whether the CP Notes will be a fixed or floating rate. The interest on a floating rate may be based on the following: (a) certificate of deposit rate; (b) commercial paper rate; (c) the federal funds rate; (d) the LIBOR; (e) prime rate; (f) treasury rate; or (g) such other base rate as may be specified in a supplement to the private placement agreement. The weighted average interest rate on CP borrowings outstanding was 2.08% and 5.13% as of December 31, 2008 and 2007, respectively. The CP Program contains certain events of default including, among other things: non-payment of principal, interest or fees; violation of covenants; invalidity of any loan document; material judgments; and bankruptcy and insolvency events, subject in certain instances to cure periods.

Notes Payable
On September 7, 2007, the Company issued and sold through a private placement transaction, $300.0 million aggregate principal amount of its 6.06% Series 2007-1 Senior Unsecured Notes due 2017 pursuant to the 2007 Agreement. The Series 2007-1 Notes have a ten-year term and bear interest at an annual rate of 6.06%, payable semi-annually on March 7 and September 7 of each year. Under the terms of the 2007 Agreement, the Company may, from time to time within five years, in its sole discretion, issue additional series of senior notes in an aggregate principal amount of up to $500.0 million pursuant to one or more supplements to the 2007 Agreement. The Company may prepay the Series 2007-1 Notes, in whole or in part, at any time at a price equal to 100% of the principal amount being prepaid, plus accrued and unpaid interest and a Make Whole Amount. The 2007 Agreement

contains covenants that limit the ability of the Company, and certain of its subsidiaries to, among other things: enter into transactions with affiliates, dispose of assets, incur or create liens, enter into any sale-leaseback transactions, or merge with any other corporation or convey, transfer or lease substantially all of its assets. The Company must also not permit its Debt/EBITDA ratio to exceed 4.0 to 1.0 at the end of any fiscal quarter.

On September 30, 2005, the Company issued and sold through a private placement transaction, $300.0 million aggregate principal amount of its Series 2005-1 Senior Unsecured Notes pursuant to the 2005 Agreement. The Series 2005-1 Notes have a ten-year term and bear interest at an annual rate of 4.98%, payable semi-annually on March 30 and September 30. The proceeds from the sale of the Series 2005-1 Notes were used to refinance $300.0 million aggregate principal amount of the Company's outstanding 7.61% senior notes which matured on September 30, 2005. In the event that Moody's pays all, or part, of the Series 2005-1 Notes in advance of their maturity, such prepayment will be subject to a Make Whole Amount. The Series 2005-1 Notes are subject to certain covenants that, among other things, restrict the ability of the Company and certain of its subsidiaries, without the approval of the lenders, to engage in mergers, consolidations, asset sales, transactions with affiliates and sale-leaseback transactions or to incur liens, as defined in the related agreements.

2008 Term Loan

On May 7, 2008, Moody's entered into a five-year, $150.0 million senior unsecured term loan with several lenders. Proceeds from the loan were used to pay off a portion of the CP outstanding. Interest on borrowings under the 2008 Term Loan is payable quarterly at rates that are based on LIBOR plus a margin that can range from 125 basis points to 175 basis points depending on the Company's Debt/EBITDA ratio. The outstanding borrowings shall amortize beginning in 2010 in accordance with the schedule of payments set forth in the 2008 Term Loan outlined in the table below.

The 2008 Term Loan contains restrictive covenants that, among other things, restrict the ability of the Company to engage, or to permit its subsidiaries to engage in mergers, consolidations, asset sales, transactions with affiliates and sale-leaseback transactions or to incur, or permit its subsidiaries to incur, liens, in each case, subject to certain exceptions and limitations. The 2008 Term Loan also limits the amount of debt that subsidiaries of the Company may incur. In addition, the 2008 Term Loan contains a financial covenant that requires the Company to maintain a Debt/EBITDA ratio of not more than 4.0 to 1.0 at the end of any fiscal quarter.

The principal payments due on the 2008 Term Loan through its maturity are as follows:

Year ending December 31,		
2010	$	3.8
2011		11.3
2012		71.2
2013		63.7
Total	$	150.0

Also on May 7, 2008, the Company entered into interest rate swaps with a total notional amount of $150.0 million to protect against fluctuations in the LIBOR-based variable interest rate on the 2008 Term Loan. Fair market value adjustments are recorded into other comprehensive income at the end of each period, while net interest payments are recorded in the statement of operations. At December 31, 2008, the fair value of the interest rate swap was $10.7 million and is recorded in other liabilities in the Company's consolidated balance sheet.

INTEREST (EXPENSE) INCOME, NET

The following table summarizes the components of interest as presented in the consolidated statements of operations:

	YEAR ENDED DECEMBER 31,		
	2008	2007	2006
Income	**$ 18.1**	$ 19.3	$ 18.2
Expense on borrowings	**(60.0)**	(40.7)	(15.2)
FIN 48 and other tax related interest	**(13.7)**	(21.5)	—
Reversal of accrued interest (a)	**2.3**	17.5	—
Interest capitalized	**1.1**	1.1	—
Total	**$ (52.2)**	$ (24.3)	$ 3.0
Interest paid	**$ 59.5**	$ 32.5	$ 14.9

(a) Represents a reduction of accrued interest related to the favorable resolution of Legacy Tax Matters, further discussed in Note 17 to the consolidated financial statements.

At December 31, 2008, the Company was in compliance with all covenants contained within all of the debt agreements. In addition to the covenants described above, the 2007 Facility, the 2005 Agreement, the 2007 Agreement and the 2008 Term Loan contain cross default provisions whereby default under one of the aforementioned debt instruments could in turn permit lenders under other debt instruments to declare borrowings outstanding under those instruments to be immediately due and payable.

NOTE 15 **CAPITAL STOCK**

Authorized Capital Stock

The total number of shares of all classes of stock that the Company has authority to issue under its Restated Certificate of Incorporation is 1.02 billion shares with a par value of $0.01, of which 1.0 billion are shares of common stock, 10.0 million are shares of preferred stock and 10.0 million are shares of series common stock. The preferred stock and series common stock can be issued with varying terms, as determined by the Board.

Rights Agreement

The Company had a rights agreement, which expired as of June 30, 2008 and was not renewed. The rights agreement was designed to protect its shareholders in the event of unsolicited offers to acquire the Company and coercive takeover tactics that, in the opinion of the Board, could impair its ability to represent shareholder interests.

Share Repurchase Program

The Company implemented a systematic share repurchase program in the third quarter of 2005 through an SEC Rule 10b5-1 program. Moody's may also purchase opportunistically when conditions warrant. On June 5, 2006, the Board authorized a $2.0 billion share repurchase program, which the Company completed during January 2008. On July 30, 2007, the Board of the Company authorized an additional $2.0 billion share repurchase program, which the Company began utilizing in January 2008 after completing the June 2006 authorization. There is no established expiration date for the remaining authorization. The Company's intent is to return capital to shareholders in a way that serves their long-term interests. As a result, Moody's share repurchase activity will continue to vary from quarter to quarter.

During 2008, Moody's repurchased 18.2 million shares of its common stock, at an aggregate cost of approximately $593 million, and issued 2.2 million shares under employee stock-based compensation plans.

Dividends

During 2008, 2007 and 2006, the Company paid a quarterly dividend of $0.10, $0.08 and $0.07 per share of Moody's common stock in each of the quarters, resulting in dividends paid per share during the years ended December 31, 2008, 2007 and 2006 of $0.40, $0.32 and $0.28, respectively.

On December 16, 2008, the Board of the Company approved the declaration of a quarterly dividend of $0.10 per share of Moody's common stock, payable on March 10, 2009 to shareholders of record at the close of business on February 20, 2009. The continued payment of dividends at the rate noted above, or at all, is subject to the discretion of the Board.

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NOTE 16 LEASE COMMITMENTS

Moody's operates its business from various leased facilities, which are under operating leases that expire over the next 19 years. Moody's also leases certain computer and other equipment under operating and capital leases that expire over the next five years. Rent expense, including lease incentives, is amortized on a straight-line basis over the related lease term. Rent and amortization expense under operating leases for the years ended December 31, 2008, 2007 and 2006 was $64.4 million, $65.8 million and $27.9 million, respectively. The amount of deferred rent that is included in the other liabilities in the consolidated balance sheets is $67.1 million and $60.5 million, at December 31, 2008 and 2007, respectively. The Company has $5.5 million and $6.8 million of computer equipment subject to capital lease obligations at December 31, 2008 and 2007, respectively, with accumulated amortization of $2.9 million and $2.8 million, respectively.

The approximate minimum rent for leases that have remaining or original noncancelable lease terms in excess of one year at December 31, 2008 is as follows:

Year Ending December 31,	Capital Leases	Operating Leases
2009	$ 1.4	$ 60.3
2010	1.3	52.1
2011	—	49.1
2012	—	50.3
2013	—	50.4
Thereafter	—	667.0
Total minimum lease payments	$ 2.7	$ 929.2
Less: amount representing interest	(0.1)	
Present value of net minimum lease payments under capital leases	$ 2.6	

On October 20, 2006, the Company entered into a 21-year operating lease agreement to occupy 15 floors of an office building at 7WTC. On March 28, 2007 the 7WTC lease agreement was amended for the Company to lease an additional two floors for a term of 20 years. The total base rent, including rent credits, for the 7WTC lease is approximately $642 million.

On February 6, 2008, the Company entered into a 17.5 year operating lease agreement to occupy six floors of an office tower located in the Canary Wharf section of London, England. The total base rent of the Canary Wharf Lease over its 17.5-year term is approximately 134 million GBPs, and the Company will begin making base rent payments in 2011. In addition to the base rent payments the Company will be obligated to pay certain customary amounts for its share of operating expenses and tax obligation. The Company expects to incur approximately 41 million GBP of costs to build out the floors to its specifications of which, approximately 33 million GBPs is expected to be incurred over the next twelve months.

NOTE 17 CONTINGENCIES

From time to time, Moody's is involved in legal and tax proceedings, governmental investigations, claims and litigation that are incidental to the Company's business, including claims based on ratings assigned by MIS. Moody's is also subject to ongoing tax audits in the normal course of business. Management periodically assesses the Company's liabilities and contingencies in connection with these matters based upon the latest information available. Moody's discloses material pending legal proceedings pursuant to SEC rules and other pending matters as it may determine to be appropriate.

As a result of recent events in the U.S. subprime residential mortgage sector and the credit markets more broadly, various legislative, regulatory and enforcement entities around the world are investigating or evaluating the role of rating agencies in the U.S. subprime mortgage-backed securitization market and structured finance markets more generally. Moody's has received subpoenas and inquiries from states attorneys general and other governmental authorities and is cooperating with such investigations and inquiries. Moody's is also cooperating with a review by the SEC relating to errors in the model used by MIS to rate certain constant-proportion debt obligations. In addition, the Company is facing market participant litigation relating to the performance of MIS rated securities. Although Moody's in the normal course experiences such litigation, the volume and cost of defending such litigation has significantly increased in the current economic environment.

On June 27, 2008, the Brockton Contributory Retirement System, a purported shareholder of the Company's securities, filed a purported shareholder derivative complaint on behalf of the Company against its directors and certain senior officers, and the Company as nominal defendant, in the Supreme Court of the State of New York, County of New York. The plaintiff asserts various causes of action relating to the named defendants' oversight of MIS's ratings of RMBS and constant-proportion debt obligations, and their participation in the alleged public dissemination of false and misleading information about MIS's ratings practices and/or a failure to implement internal procedures and controls to prevent the alleged wrongdoing. The plaintiff seeks compensatory damages, restitution, disgorgement of profits and other equitable relief. On July 2, 2008, Thomas R. Flynn, a purported shareholder of the Company's securities, filed a similar purported shareholder derivative complaint on behalf of the Company against its directors and certain senior officers, and the Company as nominal defendant, in the Supreme Court of the State of New York, County of New York, asserting similar claims and seeking the same relief. The cases have been consolidated and plaintiffs filed an amended consolidated complaint in November 2008. The Company removed the consolidated action to the United States District Court for the Southern District of New York in December 2008. In January 2009, the plaintiffs moved to remand the case to the Supreme Court of the State of New York. The Company will oppose remand and expects to move to dismiss the amended consolidated complaint upon resolution of the remand motion. On October 30, 2008, the Louisiana Municipal Police Employees Retirement System, a purported shareholder of the Company's securities, also filed a shareholder derivative complaint on behalf of the Company against its directors and certain officers, and the Company as a nominal defendant, in the U.S. District Court for the Southern District of New York. This complaint too asserts various causes of action relating to the Company's ratings of RMBS, CDO and constant-proportion debt obligations, and named defendants' participation in the alleged public dissemination of false and misleading information about MIS's ratings practices and/or a failure to implement internal procedures and controls to prevent the alleged wrongdoing. On December 9, 2008, Rena Nadoff, a purported shareholder of the company, filed a shareholder derivative complaint on behalf of the Company against its directors and its CEO, and the company as a nominal defendant, in the Supreme Court of the State of New York. The complaint asserts a claim for breach of fiduciary duty in connection with alleged overrating of asset-backed securities and underrating of municipal securities.

Two purported class action complaints have been filed by purported purchasers of the Company's securities against the Company and certain of its senior officers, asserting claims under the federal securities laws. The first was filed by Raphael Nach in the U.S. District Court for the Northern District of Illinois on July 19, 2007. The second was filed by Teamsters Local 282 Pension Trust Fund in the U.S. District Court for the Southern District of New York on September 26, 2007. Both actions have been consolidated into a single proceeding entitled *In re Moody's Corporation Securities Litigation* in the U.S. District Court for the Southern District of New York. On June 27, 2008, a consolidated amended complaint was filed, purportedly on behalf of all purchasers of the Company's securities during the period February 3, 2006 through October 24, 2007. Plaintiffs allege that the defendants issued false and/or misleading statements concerning the Company's business conduct, business prospects, business conditions and financial results relating primarily to MIS's ratings of structured finance products including RMBS, CDO and constant-proportion debt obligations. The plaintiffs seek an unspecified amount of compensatory damages and their reasonable costs and expenses incurred in connection with the case. The Company moved for dismissal of the consolidated amended complaint in September 2008. On February 23, 2009, the court issued an opinion dismissing certain claims, sustaining others and granting plaintiffs leave to amend their complaint by March 18, 2009.

For claims, litigation and proceedings not related to income taxes, where it is both probable that a liability has been incurred and the amount of loss can be reasonably estimated, the Company has recorded liabilities in the consolidated financial statements and periodically adjusts these as appropriate. In other instances, because of uncertainties related to the probable outcome and/or the amount or range of loss, management does not record a liability but discloses the contingency if significant. As additional information becomes available, the Company adjusts its assessments and estimates of such matters accordingly. For income tax matters, the Company employs the prescribed methodology of FIN 48 implemented as of January 1, 2007 which requires a company to first determine whether it is more-likely-than-not (defined as a likelihood of more than fifty percent) that a tax position will be sustained based on its technical merits as of the reporting date, assuming that taxing authorities will examine the position and have full knowledge of all relevant information. A tax position that meets this more-likely-than-not threshold is then measured and recognized at the largest amount of benefit that is greater than fifty percent likely to be realized upon effective settlement with a taxing authority.

The Company cannot predict the ultimate impact that any of the legislative, regulatory, enforcement or litigation matters may have on how its business is conducted and thus its competitive position, financial position or results of operations. Based on its review of the latest information available, in the opinion of management, the ultimate monetary liability of the Company for the pending matters referred to above (other than the Legacy Tax Matters that are discussed below) is not likely to have a material adverse effect on the Company's consolidated financial position, although it is possible that the effect could be material to the Company's consolidated results of operations for an individual reporting period.

Legacy Tax Matters

Moody's continues to have exposure to certain Legacy Tax Matters. The following description of the relationships among Moody's, New D&B and their predecessor entities is important in understanding the Legacy Tax Matters.

In November 1996, The Dun & Bradstreet Corporation separated into three separate public companies: The Dun & Bradstreet Corporation, ACNielsen Corporation and Cognizant Corporation. In June 1998, The Dun & Bradstreet Corporation separated into two separate public companies: Old D&B and R.H. Donnelley Corporation. During 1998, Cognizant separated into two separate public companies: IMS Health Incorporated and Nielsen Media Research, Inc. In September 2000, Old D&B separated into two separate public companies: New D&B and Moody's, as further described in Note 1 to the consolidated financial statements.

Old D&B and its predecessors entered into global tax planning initiatives in the normal course of business. These initiatives are subject to normal review by tax authorities. Old D&B and its predecessors also entered into a series of agreements covering the sharing of any liabilities for payment of taxes, penalties and interest resulting from unfavorable IRS determinations on certain tax matters, and certain other potential tax liabilities, all as described in such agreements. Further, in connection with the 2000 Distribution and pursuant to the terms of the 2000 Distribution Agreement, New D&B and Moody's have agreed on the financial responsibility for any potential liabilities related to Legacy Tax Matters.

Settlement agreements were executed with the IRS in 2005 regarding Legacy Tax Matters for the years 1989-1990 and 1993-1996. As of December 31, 2008, the Company continues to carry a liability of $1.8 million with respect to these matters. With respect to these settlement agreements, Moody's and New D&B believe that IMS Health and NMR did not pay their full share of the liability to the IRS pursuant to the terms of the applicable separation agreements among the parties. Moody's and New D&B paid these amounts to the IRS on their behalf, and attempted to resolve this dispute with IMS Health and NMR. As a result, Moody's and New D&B commenced arbitration proceedings against IMS Health and NMR in connection with the 1989-1990 matter. This matter was resolved during the third quarter of 2008 in favor of Moody's and New D&B, resulting in IMS Health and NMR having paid a total of $6.7 million to Moody's. Moody's and New D&B may also commence an arbitration proceeding to collect amounts owed by IMS Health and NMR with respect to the 1993-1996 matter. Moody's cannot predict the outcome of this matter with any certainty.

Amortization Expense Deductions

This Legacy Tax Matter, which was affected by developments in June 2007 and 2008 as further described below, involves a partnership transaction which resulted in amortization expense deductions on the tax returns of Old D&B since 1997. IRS audits of Old D&B's and New D&B's tax returns for the years 1997 through 2002 concluded in June 2007 without any disallowance of the amortization expense deductions, or any other adjustments to income related to this partnership transaction. These audits resulted in the IRS issuing the Notices for other tax issues for the 1997-2000 years aggregating $9.5 million in tax and penalties, plus statutory interest of approximately $6 million, which should be apportioned among Moody's, New D&B, IMS Health and NMR pursuant to the terms of the applicable separation agreements. Moody's share of this assessment was $6.6 million including interest, net of tax. In November 2007, the IRS assessed the tax and penalties and used a portion of the deposit discussed below to satisfy the assessment, together with interest. The Company believes it has meritorious grounds to challenge the IRS's actions and is evaluating its alternatives to recover these amounts. The absence of any tax deficiencies in the Notices for the amortization expense deductions for the years 1997 through 2002, combined with the expiration of the statute of limitations for 1997 through 2002, for issues not assessed, resulted in Moody's recording an earnings benefit of $52.3 million in the second quarter of 2007. This is comprised of two components, as follows: (i) a reversal of a tax liability of $27.3 million related to the period from 1997 through the Distribution Date, reducing the provision for income taxes; and (ii) a reduction of accrued interest expense of $17.5 million ($10.6 million, net of tax) and an increase in other non-operating income of $14.4 million, relating to amounts due to New D&B. In June 2008, the statute of limitations for New D&B relating to the 2003 tax year expired. As a result, in the second quarter of 2008, Moody's recorded a reduction of accrued interest expense of $2.3 million ($1.4 million, net of tax) and an increase in other non-operating income of $6.4 million, relating to amounts due to New D&B.

On the Distribution Date, New D&B paid Moody's $55.0 million for 50% of certain anticipated future tax benefits of New D&B through 2012. It is possible that IRS audits of New D&B for tax years after 2003 could result in income adjustments with respect to the amortization expense deductions of this partnership transaction. In the event these tax benefits are not claimed or otherwise not realized by New D&B, or there is an audit adjustment, Moody's would be required, pursuant to the terms of the 2000 Distribution Agreement, to repay to New D&B an amount equal to the discounted value of its share of the related future tax benefits and its share of any tax liability that New D&B incurs. As of December 31, 2008, Moody's liability with respect to this matter totaled $48.7 million.

In March 2006, New D&B and Moody's each deposited $39.8 million with the IRS in order to stop the accrual of statutory interest on potential tax deficiencies with respect to the 1997 through 2002 tax years. In July 2007, New D&B and Moody's commenced procedures to recover approximately $57 million of these deposits ($24.6 million for New D&B and $31.9 million for Moody's), which represents the excess of the original deposits over the total of the deficiencies asserted in the Notices. As noted above, in November 2007 the IRS used $7.9 million of Moody's portion of the deposit to satisfy an assessment and related interest. Additionally, in the first quarter of 2008 the IRS returned to Moody's $33.1 million in connection with this matter, which includes $3.0 million of interest. In July 2008, the IRS paid Moody's the remaining $1.8 million balance of the original deposit, and in September 2008 the IRS paid Moody's $0.2 million of interest on that balance.

At December 31, 2008, Moody's has recorded liabilities for Legacy Tax Matters totaling $51.5 million. This includes liabilities and accrued interest due to New D&B arising from the 2000 Distribution Agreement. It is possible that the ultimate liability for Legacy Tax Matters could be greater than the liabilities recorded by the Company, which could result in additional charges that may be material to Moody's future reported results, financial position and cash flows.

NOTE 18 **SEGMENT INFORMATION**

Beginning in January 2008, Moody's segments were changed to reflect the business Reorganization announced in August 2007. As a result of the Reorganization, the rating agency is reported in the MIS segment and several ratings business lines have been realigned. All of Moody's other non-rating commercial activities, including MKMV and sales of research produced by MIS analysts and the production and sales of other products and services, are reported in the MA segment. As a result, the Company operates in two new reportable segments in accordance with SFAS No. 131, "Disclosures about Segments of an Enterprise and Related Information", beginning in January 2008.

Revenue for MIS and expenses for MA include an intersegment royalty charged to MA for the rights to use and distribute content, data and products developed by MIS. Additionally, overhead costs and corporate expenses of the Company, all of which were previously included in the former MIS segment, are allocated to each new segment based on a revenue-split methodology. Overhead expenses include costs such as rent and occupancy, information technology and support staff such as finance, human resource, information technology and legal. "Eliminations" in the table below represents intersegment royalty revenue/expense. Below is financial information by segment, MIS revenue by business unit and consolidated revenue by geographic area and total assets by segment. The effects of the change in the composition of reportable segments have been reflected throughout the accompanying financial statements.

FINANCIAL INFORMATION BY SEGMENT:

	YEAR ENDED DECEMBER 31,							
	2008				2007			
	MIS	MA	Eliminations	Consolidated	MIS	MA	Eliminations	Consolidated
Revenue	**$ 1,268.3**	**$ 550.7**	**$ (63.6)**	**$ 1,755.4**	$ 1,835.4	$ 479.1	$ (55.5)	$ 2,259.0
Expenses:								
Operating and SG&A	**636.0**	**362.2**	**(63.6)**	**934.6**	759.4	331.2	(55.5)	1,035.1
Restructuring	**(1.6)**	**(0.9)**	**—**	**(2.5)**	41.3	8.7	—	50.0
Depreciation and amortization	**33.3**	**41.8**	**—**	**75.1**	24.0	18.9	—	42.9
Total	**667.7**	**403.1**	**(63.6)**	**1,007.2**	824.7	358.8	(55.5)	1,128.0
Operating income	**$ 600.6**	**$ 147.6**	**$ —**	**$ 748.2**	$ 1,010.7	$ 120.3	$ —	$ 1,131.0

	YEAR ENDED DECEMBER 31, 2006			
	MIS	MA	Eliminations/ Corporate Items	Consolidated
Revenue	$ 1,685.6	$ 397.3	$ (45.8)	$ 2,037.1
Expenses:				
Operating and SG&A	666.1	278.4	(45.8)	898.7
Gain on sale of building	—	—	(160.6)	(160.6)
Depreciation and amortization	17.3	22.2	—	39.5
Total	683.4	300.6	(206.4)	777.6
Operating income	$ 1,002.2	$ 96.7	$ 160.6	$ 1,259.5

MIS AND MA REVENUE BY LINE OF BUSINESS

As part of the Reorganization there were several realignments within the MIS LOB as follows: Sovereign and sub-sovereign ratings, which were previously part of financial institutions; infrastructure/utilities ratings, which were previously part of CFG; and project finance, which was previously part of structured finance, were combined with the public finance business to form a new LOB called public, project and infrastructure finance or PPIF. In addition, real estate investment trust ratings were moved from FIG and CFG to the SFG business. Furthermore, in August 2008, the global managed investments ratings group which was previously part of SFG, was moved to the FIG business.

Within MA, various aspects of the legacy MIS research business and MKMV business were combined to form the subscriptions, software and consulting LOB. The subscriptions business includes credit and economic research, data and analytical models that are sold on a subscription basis; the software business includes license and maintenance fees for credit risk software products; and the consulting business includes professional services associated with risk modeling, credit scorecard development, and other specialized analytical projects, as well as credit education services that are typically sold on a per-engagement basis.

The tables below present revenue by LOB within each new segment and the related intra-segment realignment:

	YEAR ENDED DECEMBER 31, 2008	2007	2006
MIS:			
Structured finance	**$ 411.2**	$ 873.3	$ 872.6
Corporate finance	**300.5**	411.5	335.9
Financial institutions	**263.0**	274.3	233.1
Public, project and infrastructure finance	**230.0**	220.8	198.2
Total external revenue	**1,204.7**	1,779.9	1,639.8
Intersegment royalty	**63.6**	55.5	45.8
Total	**1,268.3**	1,835.4	1,685.6
MA:			
Subscriptions	**475.9**	421.5	347.5
Software	**49.2**	39.5	36.3
Consulting	**25.6**	18.1	13.5
Total	**550.7**	479.1	397.3
Eliminations	**(63.6)**	(55.5)	(45.8)
Total MCO	**$ 1,755.4**	$ 2,259.0	$ 2,037.1

CONSOLIDATED REVENUE INFORMATION BY GEOGRAPHIC AREA

	YEAR ENDED DECEMBER 31, 2008	2007	2006
Revenue:			
U.S.	**$ 910.1**	$ 1,361.8	$ 1,277.8
International:			
EMEA	**603.1**	659.3	543.9
Other	**242.2**	237.9	215.4
Total International	**845.3**	897.2	759.3
Total	**$ 1,755.4**	$ 2,259.0	$ 2,037.1
Long-lived assets at December 31:			
United States	**$ 456.4**	$ 414.6	$ 283.6
International	**243.3**	37.1	22.0
Total	**$ 699.7**	$ 451.7	$ 305.6

TOTAL ASSETS BY SEGMENT

	DECEMBER 31, 2008				DECEMBER 31, 2007			
	MIS	MA	Corporate Assets (a)	Consolidated	MIS	MA	Corporate Assets (a)	Consolidated
Total Assets	**$ 392.4**	**692.5**	**688.5**	**$ 1,773.4**	$ 548.9	376.7	789.0	$ 1,714.6

(a) Represents common assets that are shared between each segment or utilized by the corporate entity. Such assets primarily include cash and cash equivalents, short-term investments, unallocated property and equipment and deferred tax assets.

NOTE 19 **VALUATION AND QUALIFYING ACCOUNTS**

Accounts receivable allowances primarily represent adjustments to customer billings that are estimated when the related revenue is recognized. Below is a summary of activity:

Year Ended December 31,	Balance at Beginning of the Year	Additions	Write-offs and Adjustments	Balance at End of the Year
2008	**$ (16.2)**	**(39.6)**	**31.9**	**$ (23.9)**
2007	$ (14.5)	(39.3)	37.6	$ (16.2)
2006	$ (12.7)	(34.9)	33.1	$ (14.5)

NOTE 20 **OTHER NON-OPERATING INCOME (EXPENSE), NET**

The following table summarizes the components of other non-operating income (expense) as presented in the consolidated statements of operations:

	YEAR ENDED DECEMBER 31,		
	2008	**2007**	**2006**
FX gain/(loss)	**$ 24.7**	$ 0.2	$ —
Legacy Tax (see Note 17)	**11.0**	14.4	—
Joint venture income	**3.9**	2.2	1.4
Minority Interest	**(4.0)**	(5.3)	(3.4)
Other	**(5.8)**	(1.5)	—
Total	**$ 29.8**	$ 10.0	$ (2.0)

NOTE 21 **RELATED PARTY TRANSACTIONS**

Moody’s Corporation made grants of $6.0 million to The Moody’s Foundation (the “Foundation”) in 2006. No grants were made during the years ended December 31, 2008 and 2007. The Foundation carries out philanthropic activities primarily in the areas of education and health and human services. Certain members of Moody’s senior management are on the Board of the Foundation.

NOTE 22 QUARTERLY FINANCIAL DATA (UNAUDITED)

(amounts in millions, except EPS)

	THREE MONTHS ENDED			
	March 31	June 30	September 30	December 31
2008				
Revenue	**$ 430.7**	**$ 487.6**	**$ 433.4**	**$ 403.7**
Operating income	**$ 199.3**	**$ 233.7**	**$ 189.8**	**$ 125.4**
Net income	**$ 120.7**	**$ 135.2**	**$ 113.0**	**$ 88.7**
EPS:				
Basic	**$ 0.49**	**$ 0.55**	**$ 0.47**	**$ 0.38**
Diluted	**$ 0.48**	**$ 0.54**	**$ 0.46**	**$ 0.37**
2007				
Revenue	$ 583.0	$ 646.1	$ 525.0	$ 504.9
Operating income	$ 304.7	$ 363.7	$ 250.5	$ 212.1
Net income	$ 175.4	$ 261.9	$ 136.9	$ 127.3
EPS:				
Basic	$ 0.63	$ 0.97	$ 0.52	$ 0.50
Diluted	$ 0.62	$ 0.95	$ 0.51	$ 0.49

Basic and diluted EPS are computed for each of the periods presented. The number of weighted average shares outstanding changes as common shares are issued pursuant to employee stock plans and for other purposes or as shares are repurchased. Therefore, the sum of basic and diluted EPS for each of the four quarters may not equal the full year basic and diluted EPS.

The quarterly financial data includes a $7.8 million, $2.9 million and $52.3 million benefit to net income related to the resolution of Legacy Tax Matters for the three months ended June 30, 2008, September 30, 2008 and June 30, 2007, respectively. There was a $47.8 million pre-tax restructuring charge for the three months ended December 31, 2007.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

On or about February 28, 2008, the independent registered public accounting firm for the Company and the Profit Participation Plan of Moody's Corporation was changed from PricewaterhouseCoopers LLP to KPMG LLP. Information regarding this change in the independent registered public accounting firm was disclosed in our Current Report on Form 8-K dated March 5, 2008. There were no disagreements or any reportable events requiring disclosure under Item 304(b) of Regulation S-K.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

The Company carried out an evaluation, as required by Rule 13a-15(b) under the Securities Exchange Act of 1934, as amended, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures, as defined in Rule 13a-15(e) of the Exchange Act, as of the end of the period covered by this report (the "Evaluation Date"). Based on such evaluation, such officers have concluded that, as of the Evaluation Date, the Company's disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and to provide reasonable assurance that such information is accumulated and communicated to the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Changes In Internal Control Over Financial Reporting

Information in response to this Item is set forth under the caption "Management's Report on Internal Control Over Financial Reporting", in Part II, Item 8 of this annual report on Form 10-K.

In addition, the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, has determined that there were no changes in the Company's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, these internal controls over financial reporting during the period covered by this report.

ITEM 9B. OTHER INFORMATION

Not applicable.

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PART III

Except for the information relating to the executive officers of the Company set forth in Part I of this annual report on Form 10-K, the information called for by Items 10-13 is contained in the Company's definitive proxy statement for use in connection with its annual meeting of stockholders scheduled to be held on April 28, 2009, and is incorporated herein by reference.

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

ITEM 11. EXECUTIVE COMPENSATION

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The Audit Committee has established a policy setting forth the requirements for the pre-approval of audit and permissible non-audit services to be provided by the Company's independent registered public accounting firm. Under the policy, the Audit Committee pre-approves the annual audit engagement terms and fees, as well as any other audit services and specified categories of non-audit services, subject to certain pre-approved fee levels. In addition, pursuant to the policy, the Audit Committee has authorized its chair to pre-approve other audit and permissible non-audit services up to $50,000 per engagement and a maximum of $250,000 per year. The policy requires that the Audit Committee chair report any pre-approval decisions to the full Audit Committee at its next scheduled meeting. For the year ended December 31, 2008, the Audit Committee approved all of the services provided by the Company's independent registered public accounting firm, which are described below.

AUDIT FEES

The aggregate fees for professional services rendered for (i) the integrated audit of the Company's annual financial statements for the years ended December 31, 2008 and 2007, (ii) the review of the financial statements included in the Company's Reports on Forms 10-Q and 8-K, and (iii) statutory audits of non-U.S. subsidiaries, were approximately $1.8 million and $2.6 million in 2008 and 2007, respectively. These fees included amounts accrued but not billed of $0.9 million and $0.2 million in 2008 and 2007, respectively. All 2008 fees were attributable to KPMG LLP and all 2007 fees were attributable to PricewaterhouseCoopers LLP.

AUDIT-RELATED FEES

The aggregate fees billed for audit-related services rendered to the Company were approximately $0.2 million and $0.1 million for the years ended December 31, 2008 and 2007, respectively. Such services included employee benefit plan audits and consultations concerning financial accounting and reporting standards. All 2008 fees were attributable to KPMG LLP and all 2007 fees were attributable to PricewaterhouseCoopers LLP.

TAX FEES

The aggregate fees for professional services rendered for tax services rendered by the auditors for the years ended December 31, 2008 and 2007 were $0 and $0, respectively.

ALL OTHER FEES

The aggregate fees billed for all other services rendered to the Company by KPMG LLP for the year ended December 31, 2008 was $0.3 million primarily relating to accounting and payroll services prior to their appointment as independent auditors and $6,000 by PricewaterhouseCoopers LLP for the year ended December 31, 2007 principally related to accounting research software.

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PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

LIST OF DOCUMENTS FILED AS PART OF THIS REPORT.

(1) Financial Statements.
See Index to Financial Statements on page 55, in Part II. Item 8 of this Form 10-K.

(2) Financial Statement Schedules.
None.

(3) Exhibits.
See Index to Exhibits on pages 101-106 of this Form 10-K.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MOODY'S CORPORATION
(Registrant)

By: /s/ RAYMOND W. MCDANIEL, JR.

Raymond W. McDaniel, Jr.
Chairman and Chief Executive Officer

Date: February 27, 2009

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the date indicated.

/s/ RAYMOND W. MCDANIEL, JR.

Raymond W. McDaniel, Jr.,
Chairman of the Board and Chief Executive Officer
(principal executive officer)

/s/ LINDA S. HUBER

Linda S. Huber,
Executive Vice President and Chief Financial Officer
(principal financial officer)

/s/ JOSEPH MCCABE

Joseph McCabe,
Senior Vice President—Corporate
Controller (principal accounting officer)

/s/ BASIL L. ANDERSON

Basil L. Anderson,
Director

/s/ ROBERT R. GLAUBER

Robert R. Glauber,
Director

/s/ EWALD KIST

Ewald Kist,
Director

/s/ CONNIE MACK

Connie Mack,
Director

/s/ HENRY A. MCKINNELL, JR.

Henry A. McKinnell, Jr. Ph.D.,
Director

/s/ NANCY S. NEWCOMB

Nancy S. Newcomb,
Director

/s/ JOHN K. WULFF

John K. Wulff,
Director

/s/ DARRELL DUFFIE

Darrell Duffie,
Director

Date: February 27, 2009

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INDEX TO EXHIBITS

S-K EXHIBIT NUMBER		
3	**Articles Of Incorporation And By-laws**	
	.1	Restated Certificate of Incorporation of the Registrant dated June 15, 1998, as amended effective June 30, 1998, as amended effective October 1, 2000, and as further amended effective April 26, 2005 (incorporated by reference to Exhibit 3.1 to the Report on Form 8-K of the Registrant, file number 1-14037, filed October 4, 2000, and Exhibit 3.1 to the Report on Form 8-K of the Registrant, file number 1-14037, filed April 27, 2005)
	.2	Amended and Restated By-laws of the Registrant (incorporated by reference to Exhibit 3 to the Report on Form 8-K of the Registrant, file number 1-14037, filed February 25, 2008)
4	**Instruments Defining The Rights Of Security Holders, Including Indentures**	
	.1	Specimen Common Stock certificate (incorporated by reference to Exhibit 4.1 to the Report on Form 8-K of the Registrant, file number 1-14037, filed October 4, 2000)
	.2	Note Purchase Agreement, dated September 30, 2005, by and among Moody's Corporation and the Note Purchasers party thereto, including the form of the 4.98% Series 2005-1 Senior Unsecured Note due 2015 (incorporated by reference to Exhibit 4.1 to the Report on Form 8-K of the Registrant, file number 1-14037, filed October 5, 2005).
	.3	Note Purchase Agreement, dated September 7, 2007, by and among Moody's Corporation and the Note Purchasers party thereto, including the form of the Series 2007-1 Note (incorporated by reference to Exhibit 4.1 of the Report on Form 8-K of the Registrant file number 1-14037, filed September 13, 2007)
	.4	Five-Year Credit Agreement dated as of September 28, 2007, among Moody's Corporation, the Borrowing Subsidiaries Party Hereto, the Lenders Party Hereto, Citibank, N.A., as Administrative Agent, Bank of America, N.A., as Syndication Agent, and JPMorgan Chase Bank, N.A., as Documentation Agent (incorporated by reference to Exhibit 99.1 to the Report on Form 8-K of the Registrant file number 1-14037, filed October 4, 2007)
	.5	Five-Year Credit Agreement dated as of May 7, 2008, with JPMorgan Chase Bank, N.A., as administrative agent, Bank of China and Fifth Third Bank, as co-syndication agents, Barclays Commercial Bank, as documentation agent, The Bank of Tokyo-Mitsubishi UFJ, Ltd. and Commerce Bank, N.A., as co-agents, J.P. Morgan Securities, Inc., as lead arranger and bookrunner, and the lenders party thereto (incorporated by reference to Exhibit 4.1 to the Registrant's Quarterly Report on Form 10-Q, file number 1-14037, filed May 8, 2008)
10	**Material Contracts**	
	.1	Distribution Agreement, dated as of September 30, 2000, between the Registrant and The Dun & Bradstreet Corporation (f.k.a. The New D&B Corporation) (incorporated by reference to Exhibit 10.1 to the Report on Form 8-K of the Registrant, file number 1-14037, filed October 4, 2000)

S-K EXHIBIT NUMBER

.2 Tax Allocation Agreement, dated as of September 30, 2000, between the Registrant and The Dun & Bradstreet Corporation (f.k.a. The New D&B Corporation) (incorporated by reference to Exhibit 10.2 to the Report on Form 8-K of the Registrant, file number 1-14037, filed October 4, 2000)

.3 Employee Benefits Agreement, dated as of September 30, 2000, between the Registrant and The Dun & Bradstreet Corporation (f.k.a. The New D&B Corporation) (incorporated by reference to Exhibit 10.3 to the Report on Form 8-K of the Registrant, file number 1-14037, filed October 4, 2000)

.4 Intellectual Property Assignments, dated as of September 1, 2000, between the Registrant and The Dun & Bradstreet Corporation (f.k.a. The New D&B Corporation) (incorporated by reference to Exhibit 10.4 to the Report on Form 8-K of the Registrant, file number 1-14037, filed October 4, 2000)

.5† Profit Participation Benefit Equalization Plan of Moody's Corporation (incorporated by reference to Exhibit 10.11 to Registrant's Quarterly Report on Form 10-Q, file number 1-14037, filed November 14, 2000)

6*† The Moody's Corporation Nonfunded Deferred Compensation Plan for Non-Employee Directors (as amended December 16, 2008)

.7† 1998 Moody's Corporation Replacement Plan for Certain Non-Employee Directors Holding Dun & Bradstreet Corporation Equity-Based Awards (incorporated by reference to Exhibit to Registrant's Quarterly Report on Form 10-Q, file number 1- 14037, filed November 14, 2000)

. 8† 1998 Moody's Corporation Replacement Plan for Certain Employees Holding Dun & Bradstreet Corporation Equity-Based Awards (incorporated by reference to Exhibit 10.14 to Registrant's Quarterly Report on Form 10-Q, file number 1-14037, filed November 14, 2000)

.9*† 1998 Moody's Corporation Non-Employee Directors' Stock Incentive Plan (as amended and restated on April 23, 2001; amended October 23, 2006 and December 15, 2008)

.10† 1998 Moody's Corporation Key Employees' Stock Incentive Plan (incorporated by reference to Exhibit 10.16 to Registrant's Quarterly Report on Form 10-Q, file number 1-14037, filed November 14, 2000).

.11† Moody's Corporation Career Transition Plan (incorporated by reference to Exhibit 10.17 to Registrant's Annual Report on Form 10-K, file number 1-14037, filed March 15, 2001)

.12 Distribution Agreement, dated as of June 30, 1998, between R.H. Donnelley Corporation (f.k.a. The Dun & Bradstreet Corporation) and the Registrant (f.k.a. The New Dun & Bradstreet Corporation) (incorporated by reference to Exhibit 10.1 to Registrant's Quarterly Report on Form 10-Q, filed August 14, 1998)

.13† Moody's Corporation Deferred Compensation Plan, effective as of January 1, 2008 (incorporated by reference to Exhibit 10.1 to the Report on Form 8-K of the Registrant file number 1-14037, filed October 26, 2007)

.14 Form of separation agreement and general release used by the Company in connection with its Career Transition Plan. (incorporated by reference to Exhibit 99.1 to Form 8-K filed November 20, 2007)

S-K EXHIBIT NUMBER

.15 Commercial Paper Dealer Agreement between Moody's Corporation and Goldman, Sachs & Co., dated as of October 3, 2007 (incorporated by reference to Exhibit 10.1 to the Report on Form 8-K of the Registrant file number 1-14037, filed October 9, 2007)

.16 Commercial Paper Dealer Agreement between Moody's Corporation and Morgan Stanley & Co. Incorporated, dated as of October 3, 2007 (incorporated by reference to Exhibit 10.1 to the Report on Form 8-K of the Registrant file number 1-14037, filed October 9, 2007)

.17 Commercial Paper Dealer Agreement between Moody's Corporation and Citigroup Global Markets Inc., dated as of October 3, 2007 (incorporated by reference to Exhibit 10.1 to the Report on Form 8-K of the Registrant file number 1-14037, filed October 9, 2007)

.18 Issuing and Paying Agency Agreement dated as of September 28, 2007, between Moody's Corporation and JPMorgan Chase Bank, National Association (incorporated by reference to Exhibit 10.8 to the Report on Form 10-Q of the Registrant file number 1-14037, filed November 2, 2007)

.19 Form of Assumption Agreement among Moody's Corporation, JP Morgan Chase Bank as Administrative Agent, and each lender signatory thereto (incorporated by reference to Exhibit 10.1 to the Report on Form 10-Q of the Registrant file number 1-14037, filed May 3, 2007)**

.20*† Amended and Restated 2001 Moody's Corporation Key Employees' Stock Incentive Plan (amended December 15, 2008)

.21 Tax Allocation Agreement, dated as of June 30, 1998, between R.H. Donnelley Corporation (f.k.a. The Dun & Bradstreet Corporation) and the Registrant (f.k.a. The New Dun & Bradstreet Corporation) (incorporated by reference to Exhibit 10.2 to Registrant's Quarterly Report on Form 10-Q, filed August 14, 1998)

.22 Employee Benefits Agreement, dated as of June 30, 1998, between R.H. Donnelley Corporation (f.k.a. The Dun & Bradstreet Corporation) and the Registrant (f.k.a. The New Dun & Bradstreet Corporation) (incorporated by reference to Exhibit 10.3 to Registrant's Quarterly Report on Form 10-Q, filed August 14, 1998)

.23 Distribution Agreement, dated as of October 28, 1996, among R.H. Donnelley Corporation (f.k.a. The Dun & Bradstreet Corporation), Cognizant Corporation and ACNielsen Corporation (incorporated by reference to Exhibit 10(x) to the Annual Report on Form 10-K of R.H. Donnelley Corporation (f.k.a. The Dun & Bradstreet Corporation) for the year ended December 31, 1996 file number 1-7155, filed March 27, 1997)

.24 Tax Allocation Agreement, dated as of October 28, 1996, among R.H. Donnelley Corporation (f.k.a. The Dun & Bradstreet Corporation), Cognizant Corporation and ACNielsen Corporation (incorporated by reference to Exhibit 10(y) to the Annual Report on Form 10-K of R.H. Donnelley Corporation (f.k.a. The Dun & Bradstreet Corporation) for the year ended December 31, 1996 file number 1-7155, filed March 27, 1997)

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S-K EXHIBIT NUMBER

.25	Employee Benefits Agreement, dated as of October 28, 1996, among R.H. Donnelley Corporation (f.k.a. The Dun & Bradstreet Corporation), Cognizant Corporation and ACNielsen Corporation (incorporated by reference to Exhibit 10(z) to the Annual Report on Form 10-K of R.H. Donnelley Corporation (f.k.a. The Dun & Bradstreet Corporation) for the year ended December 31, 1996, file number 1-7155, filed March 27, 1997)
.26	Agreement and Plan of Merger and Stock Purchase Agreement, dated as of February 10, 2002, by and among Moody's Corporation, XYZ Acquisition LLC, KMV LLC, KMV Corporation and the principal members of KMV LLC and the shareholders of KMV Corporation identified therein (incorporated by reference to Exhibit 2.1 to the Report on Form 8-K of the Registrant, file number 1-14037, filed February 22, 2002)
.27	Note Purchase Agreement, dated as of October 3, 2000, among the Registrant and the purchasers named therein (incorporated by reference to Exhibit 10.25 to the Report on Form 10-K of the Registrant, file number 1-14037, filed March 21, 2003)
.28	Form of 7.61% Senior Notes due 2005 (incorporated by reference to Exhibit 10.25 to the Report on Form 10-K of the Registrant, file number 1-14037, filed March 21, 2003)
.29†	Form of Employee Non-Qualified Stock Option and Restricted Stock Grant Agreement for the Amended and Restated 2001 Moody's Corporation Key Employees' Stock Incentive Plan (incorporated by reference to Exhibit 10.2 to the Report on Form 10-Q of the Registrant, file number 1-14037, filed November 3, 2004)
.30†	Form of Non-Employee Director Restricted Stock Grant Agreement for the 1998 Moody's Corporation Non-Employee Directors' Stock Incentive Plan (as amended on April 23, 2001) (incorporated by reference to Exhibit 10.3 to the Report on Form 10-Q of the Registrant, file number 1-14037, filed November 3, 2004)
.31†	2004 Moody's Corporation Covered Employee Cash Incentive Plan (incorporated by reference to Exhibit 10.4 to the Report on Form 10-Q of the Registrant, file number 1-14037, filed November 3, 2004)
.32†	Description of Bonus Terms under the 2004 Moody's Corporation Covered Employee Cash Incentive Plan (incorporated by reference to Exhibit 10.5 to the Report on Form 10-Q of the Registrant, file number 1-14037, filed November 3, 2004)
.33†	Director Compensation Arrangements (incorporated by reference to Exhibit 10.1 to the Report on Form 10-Q of the Registrant, file number 1-14037, filed May 2, 2006)
.34	Agreement of Lease, dated as of September 7, 2006, between the Registrant and 7 World Trade Center, LLC (incorporated by reference to Exhibit 10.1 to the Report on Form 10-Q of the Registrant, file number 1-14037, filed November 2, 2006)
.35	Agreement for Lease dated February 6, 2008, among CWCB Properties (DS7) Limited, CWCB Properties (DS7) Limited, Canary Wharf Holdings Limited, Moody's Investors Service Limited, and Moody's Corporation (incorporated by reference to Exhibit 10.1 to the Report on Form 8-K of the Registrant file number 1-14037, filed February 12, 2008)

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S-K EXHIBIT NUMBER

.36 Storage Agreement for Lease dated February 6, 2008 among Canary Wharf (Car Parks) Limited, Canary Wharf Holdings Limited, Canary Wharf Management Limited, Moody's Investors Service Limited, and Moody's Corporation (incorporated by reference to Exhibit 10.2 to the Report on Form 8-K of the Registrant filed number 1-14037, filed February 12, 2008)

.37 Purchase and Sale Agreement, dated as of November 20, 2006, between Moody's Holdings, Inc. and 99 Church Investors LLC (incorporated by reference to Exhibit 99.2 to the Report on Form 8-K of the Registrant, file number 1-14037, filed November 22, 2006)

.38* Moody's Corporation 1999 Employee Stock Purchase Plan (as amended and restated December 15, 2008) (formerly, The Dun & Bradstreet Corporation 1999 Employee Stock Purchase Plan)

.39† Supplemental Executive Benefit Plan of Moody's Corporation, amended and restated as of January 1, 2008 (incorporated by reference to Exhibit 10.38 to the Registrant's Annual Report on Form 10-K, File number 1-14037, Filed February, 29, 2008)

.40† Pension Benefit Equalization Plan of Moody's Corporation, amended and restated as of January 1, 2008 (incorporated by reference to Exhibit 10.39 to the Registrant's Annual Report on Form 10-K, File number 1-14037, Filed February, 29, 2008)

.41† Moody's Corporation Retirement Account, amended and restated as of January 1, 2008 (incorporated by reference to Exhibit 10.40 to the Registrant's Annual Report on Form 10-K, File number 1-14037, Filed February, 29, 2008)

.42† Profit Participation Plan of Moody's Corporation, amended and restated as of January 1, 2007 (incorporated by reference to Exhibit 10.41 to the Registrant's Annual Report on Form 10-K, File number 1-14037, Filed February, 29, 2008)

.43 Agreement of Lease between Moody's Investors Service Limited and CWCB Properties (DS7) Limited, dated February 6, 2008 (incorporated by reference to Exhibit 10.1 to the Report on Form 8-K of the Registrant, file number 1-14037, filed February 12, 2008).

.44 Storage Agreement for Lease between Moody's Investors Service Limited and Canary Wharf (Car Parks) Limited (incorporated by reference to Exhibit 10.1 to the Report on Form 8-K of the Registrant, file number 1-14037, filed February 12, 2008)

.45 Moody's Corporation Career Transition Plan (incorporated by reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q, file number 1-14037, filed May 8, 2008)

.46*† Moody's Corporation Cafeteria Plan, effective January 1, 2008

S-K EXHIBIT NUMBER		
	.47	Separation Agreement and general release between the Company and Jeanne Dering, dated February 20, 2008 (incorporated by reference to Exhibit 10.44 to the Registrant's Annual Report on Form 10-K, File number 1-14037, Filed February 29, 2008)
	.48	Separation Agreement and general release between the Company and Brian M. Clarkson, dated May 7, 2008 (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q, File number 1-14037, Filed August 4, 2008)
16	**LETTER REGARDING CHANGE IN CERTIFYING ACCOUNTANT**	
	.1	Letter from PricewaterhouseCoopers LLP, dated March 5, 2008 (incorporated by reference to Exhibit 16.1 to the Report on Form 8-K of the Registrant file number 1-14037, filed February 12, 2008)
21*	**SUBSIDIARIES OF THE REGISTRANT List of Active Subsidiaries as of December 31, 2008**	
23	**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRMS**	
	.1*	Consent of KPMG LLP
	.2*	Consent of PricewaterhouseCoopers LLP
31	**CERTIFICATIONS PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**	
	.1*	Chief Executive Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
	.2*	Chief Financial Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32	**CERTIFICATIONS PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**	
	.1*	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (The Company has furnished this certification and does not intend for it to be considered filed under the Securities Exchange Act of 1934 or incorporated by reference into future filings under the Securities Act of 1933 or the Securities Exchange Act of 1934)
	.2*	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (The Company has furnished this certification and does not intend for it to be considered filed under the Securities Exchange Act of 1934 or incorporated by reference into future filings under the Securities Act of 1933 or the Securities Exchange Act of 1934)

* Filed herewith

** As permitted under the Company's Credit Agreement dated as of September 1, 2004, the Company increased the aggregate amount of the Facility's commitment from $160 million to $500 million by entering into assumption agreements with the several lenders. In accordance with Instruction 2 to Item 601 of Regulation S-K, the Company has filed only one such assumption agreement as the other agreements are substantially identical in all material respects except as to the parties thereto, the dates of execution and the amount of the assumed commitment of each respective lender, all of which are detailed in the Schedule to Exhibit 10.1.

† Management contract or compensatory plan or arrangement

Exhibit 10.6

THE MOODY'S CORPORATION
NONFUNDED DEFERRED COMPENSATION PLAN
FOR NONEMPLOYEE DIRECTORS
(as amended December 16, 2008)

1. Members of the Board of Directors ("Directors") of the Company who are not employees of the Company or any of its subsidiaries ("Nonemployee Directors") may elect on or before December 31 of any year to have payment of all or a specified part of all fees payable to them for their services as Directors (including fees payable to them for services as members of a committee of the Board of Directors of the Company (the "Board")) during the calendar year following such election and succeeding calendar years deferred until they separate from service as Directors of the Company as determined pursuant to Section 409A ("Section 409A") of the Internal Revenue Code of 1986, as amended (the "Code"), and applicable guidance issued thereunder. Any person, not an employee, who shall become a Director during any calendar year, and who was not a Director of the Company on the preceding December 31, may elect, within 30 days of the date on which his or her term as a Director begins, to have payment of all or a specified part of such fees for the portion of the calendar year following such election and for succeeding calendar years so deferred. Any such election shall be made by written notice delivered to the Secretary of the Company. The "Company" means The Dun & Bradstreet Corporation, to be renamed the "Moody's Corporation" after the shares of The New D&B Corporation ("New D&B") are distributed as a dividend to the shareholders of The Dun & Bradstreet Corporation ("D&B") (the "Spinoff").

2. All deferred fees shall be held in the general funds of the Company, shall be credited to the Director's account under The Moody's Corporation Nonfunded Deferred Compensation Plan for Nonemployee Directors (the "Plan") and shall be deemed to have been invested in one or more of the funds made available by the Committee hereunder from time to

time in the Committee's sole discretion, as such Director shall have most recently elected. Such election shall be made on a Deferred Compensation Election Form filed with the Secretary of the Company. The Director's account shall be credited with deferred fees and with the investment performance of the respective funds in which the account is invested on the same basis and in the same manner as is applicable to employees participating in the Moody's Corporation Deferred Compensation Plan. Directors may elect to have deferred amounts held and invested in one or more of the funds in multiples of 10%. Subject to the foregoing limitation on multiples of 10%, each Director may, at any time, make a revised investment election applicable to amounts deferred, or elect to have the amount credited to his or her account reallocated among the investment funds, such revised election or reallocation to be effective from and after the first day of the month following receipt of a Deferred Compensation Election Form by the Secretary of the Company. In the event a Director fails to make an investment election, his or her entire account shall be credited to the Special Fixed Income Fund.

3. With respect to each Nonemployee Director who was a nonemployee director of D&B prior to the Spinoff and continues to be a Nonemployee Director of the Company following the Spinoff, each such Director's account shall be credited with the balance in the Director's account as of the effective date of the Spinoff under The Dun & Bradstreet Corporation Nonfunded Deferred Compensation Plan for Non-Employee Directors ("Prior Plan"), giving effect to the election by each such Director to transfer such funds into the funds available under the Company's Profit Participation Plan or successor plan; provided , however , that with respect to amounts deemed to be invested in the Dun & Bradstreet Common Stock Fund under the Prior Plan (the "D&B Fund"), each Director shall have (i) an amount of New D&B stock credited to the Dun & Bradstreet Common Stock Fund under the Plan equal to the

number of shares of New D&B stock such Director would have received pursuant to the Spinoff if such Director owned the D&B stock credited to the D&B Fund as at the record date of the Spinoff and (ii) an amount of Company stock credited to the Moody's Common Stock Fund under the Plan equal to the number of deemed shares of D&B stock such Director held under the D&B Fund; provided , further , that a Director may not reallocate his or her account, or elect to defer any additional amounts, into the New D&B Common Stock Fund.

4. The aggregate balance in the Director's account, giving effect to the investment performance of the fund(s) to which deferred fees were credited, shall be paid to the Director in five or ten annual installments or in a lump sum, as the Director shall elect in the notice referred to in Paragraph 1 above. The first installment (or lump sum payment if the Director so elects) shall be paid on the tenth day of the calendar year immediately following the calendar year in which the Director separates from service as a Director of the Company, and subsequent installments shall be made on the tenth day of each succeeding calendar year until the entire amount credited to the Director's account shall have been paid. The amount of each installment shall be determined by multiplying the balance credited to the Director's account as of the December 31 immediately preceding the installment payment date by a fraction, the numerator of which shall be one and the denominator of which shall be the number of installment payments over which payment of such amount is to be made, less the number of installments theretofore made. Thus, if payment is to be made in ten installments, the fraction for the first installment shall be 1/10th, for the second installment 1/9th, and so on.

5. If a Director should die before full payment of all amounts credited to the Director's account, the full amount credited to the account as of December 31 of the year of the Director's death shall be paid on the tenth day of the calendar year following the year of death to the Director's estate or to such beneficiary or beneficiaries as previously designated by the Director in a written notice delivered to the Secretary of the Company.

6. A Director's election to defer compensation shall continue until a Director separates from service as a Director or until the Director changes or terminates such election by written notice delivered to the Secretary of the Company. Any such notice of change or termination shall become effective as of the end of the calendar year in which such notice is given. Amounts credited to the account of a Director prior to the effective date of such change or termination shall not be affected thereby and shall be paid to the Director only in accordance with paragraph 4 (or Paragraph 5 in the event of death) above.

7. The right of a Director to any deferred fees and/or the interest thereon shall not be subject to assignment by the Director. If a Director does make an assignment of any deferred fees and/or the interest thereon, the Company may disregard such assignment and discharge its obligation hereunder by making payment as though no such assignment has been made.

8. If there is a "Change in Control" of the Company, as defined in Paragraph 9:

a) The total amount to the credit of each Director's account as of the date of such Change in Control under the Plan shall be paid to the Director in a lump sum within 30 days from the date of such Change in Control; provided, however, if such payment is not made within such 30-day period, the amount to the credit of the Director's account shall be credited with interest from the date of such Change in Control until the actual payment date at an annual rate equal to the yield on 90-day U.S. Treasury Bills plus one percentage point. For this purpose the yield on U.S. Treasury Bills shall be the rate published in The Wall Street Journal on the first business day of the calendar month in which the Change in Control occurred.

b) The total amount credited to each Director's account under the Plan from the date of the Change in Control until the date the Director separates from service as a Director shall be paid to the Director in a lump sum within 30 days from the date the Director separates from service as a Director.

9. A “Change in Control” of the Company means a change in ownership of Moody’s Corporation, a change in the effective control of Moody’s Corporation, or a change in the ownership of a substantial portion of the assets of Moody’s Corporation. For this purpose, a change in the ownership of Moody’s Corporation occurs on the date that any one person, or more than one person acting as a group (as determined pursuant to the regulations under Section 409A), acquires ownership of stock of Moody’s Corporation that, together with stock held by such person or group, constitutes more than 50 percent of the total fair market value or total voting power of the stock of Moody’s Corporation. A change in effective control of Moody’s Corporation occurs on either of the following dates: (1) the date any one person, or more than one person acting as a group acquires (or has acquired during the 12-month period ending on the date of the most recent acquisition by such person or persons) ownership of stock of Moody’s Corporation possessing 50 percent or more of the total voting power of the stock of Moody’s Corporation, or (2) the date a majority of members of the Board is replaced during any 12-month period by directors whose appointment or election is not endorsed by a majority of the members of the Board before the date of the appointment or election. A change in the ownership of a substantial portion of the assets of the Corporation occurs on the date that any one person, or more than one person acting as a group, acquires (or has acquired during the 12-month period ending on the date of the most recent acquisition by such person or persons) assets from the Corporation that have a total gross fair market value (as determined pursuant to the regulations under Section 409A) equal to or more than 40 percent of the total gross fair market value of all of the assets of the Corporation immediately before such acquisition or acquisitions.

10. Notwithstanding any provision herein to the contrary, amounts payable under this Plan shall not be funded and shall be made out of the general funds of the Company; provided,

however, that the Company reserves the right to establish one or more trusts to provide alternate sources of benefit payments under this Plan; provided, further, however, that upon the occurrence of a “Potential Change in Control” of the Company, as defined below, the appropriate officers of the Company are authorized to make transfers to such a trust fund, established as an alternate source of benefits payable under the Plan, as are necessary to fund the lump sum payments to Directors required pursuant to Paragraph 8 of this Plan in the event of a Change in Control of the Company; provided, further, however, that if payments are made from such trust fund, such payments will satisfy the Company’s obligations under this Plan to the extent made from such trust fund.

For the purposes of this Plan, “Potential Change in Control” means:

a) the Company enters into an agreement, the consummation of which would result in the occurrence of a Change in Control of the Company;

b) any person (including the Company) publicly announces an intention to take or to consider taking actions which if consummated would constitute a Change in Control of the Company;

c) any person, other than a trustee or other fiduciary holding securities under an employee benefit plan of the Company (or a company owned, directly or indirectly, by the shareholders of the Company in substantially the same proportions as their ownership of stock of the Company), who is or becomes the beneficial owner, directly or indirectly, of securities of the Company representing 9.5% or more of the combined voting power of the Company’s then outstanding securities, increases such person’s beneficial ownership of such securities by 5% or more over the percentage so owned by such person; or

d) the Board adopts a resolution to the effect that, for purposes of this Plan, a Potential Change in Control of the Company has occurred.

11. The Governance and Compensation Committee of the Board (the “Committee”) shall be responsible for the administration of the Plan and may delegate to any management committee, employee, Director or agent its responsibility to perform any act hereunder, including without limitation those matters involving the exercise of discretion, provided that such delegation shall be subject to revocation at any time at its discretion. The Committee shall have

full authority to interpret the provisions of the Plan and construe all of its terms, to adopt, amend and rescind rules and regulations for the administration of the Plan, and generally to conduct and administer the Plan and to make all determinations in connection with the Plan as may be necessary or advisable, other than those determinations delegated to management employees or independent third parties by the Board. All of its rules, interpretations and decisions shall be applied in a uniform manner to all Directors similarly situated and decisions of the Committee shall be conclusive and binding on all persons. Any action permitted to be taken by the Committee may be taken by the Board, in its discretion.

12. Neither participation in the Plan nor any action under the Plan shall be construed to give any Director a right to be retained in the service of the Company.

13. The Plan may be modified, amended or revoked at any time by the Board.

14. The Plan shall be governed by and construed in accordance with the laws of the State of Delaware applicable to contracts made and to be performed in the State of Delaware.

15. The Plan is intended to comply with the provisions of Section 409A of the Code in order to avoid taxation of amounts deferred hereunder before such amounts are distributed from the Plan, and the Plan will be interpreted accordingly

1998 MOODY'S CORPORATION
NON-EMPLOYEE DIRECTORS' STOCK INCENTIVE PLAN
(Adopted September 8, 2000; Amended and Restated as of April 23, 2001;
Amended October 23, 2006 and December 15, 2008)

1. Purpose of the Plan

The purpose of the Plan is to aid the Company in attracting, retaining and compensating non-employee directors and to enable them to increase their ownership of Shares. The Plan will be beneficial to the Company and its stockholders since it will allow non-employee directors of the Board to have a greater personal financial stake in the Company through the ownership of Shares, in addition to underscoring their common interest with stockholders in increasing the value of the Shares on a long-term basis. As a result of the distribution of the shares of New D&B owned by the Company to the holder of record of Shares, the Company has amended and restated the Plan as of the Distribution Date.

2. Definitions

The following capitalized terms used in the Plan have the respective meanings set forth in this Section:

(a) Act : The Securities Exchange Act of 1934, as amended, or any successor thereto.

(b) Award : An Option, Share of Restricted Stock or Performance Share granted pursuant to the Plan.

(c) Beneficial Owner : As such term is defined in Rule 13d-3 under the Act (or any successor rule thereto).

(d) Board : The Board of Directors of the Company.

(e) Change in Control : The occurrence of a change in ownership of Moody's Corporation, a change in the effective control of Moody's Corporation, or a change in the ownership of a substantial portion of the assets of Moody's Corporation. For this purpose, a change in the ownership of Moody's Corporation occurs on the date that any one person, or more than one person acting as a group (as determined pursuant to the regulations under Section 409A), acquires ownership of stock of Moody's Corporation that, together with stock held by such person or group, constitutes more than 50 percent of the total fair market value or total voting power of the stock of Moody's Corporation. A change in effective control of Moody's Corporation occurs on either of the following dates: (1) the date any one person, or more than one person acting as a group acquires (or has acquired during the 12-month period ending on the date of the most recent acquisition by such person or persons) ownership of stock of Moody's

Corporation possessing 50 percent or more of the total voting power of the stock of Moody's Corporation, or (2) the date a majority of members of the Board is replaced during any 12-month period by directors whose appointment or election is not endorsed by a majority of the members of the Board before the date of the appointment or election. A change in the ownership of a substantial portion of the assets of Moody's Corporation occurs on the date that any one person, or more than one person acting as a group, acquires (or has acquired during the 12-month period ending on the date of the most recent acquisition by such person or persons) assets from Moody's Corporation that have a total gross fair market value (as determined pursuant to the regulations under Section 409A) equal to or more than 40 percent of the total gross fair market value of all of the assets of Moody's Corporation immediately before such acquisition or acquisitions.

(f) Code : The Internal Revenue Code of 1986 and the regulations thereunder, as amended from time to time.

(g) Committee : The Governance and Compensation Committee of the Board, or any successor thereto or other committee designated by the Board to assume the obligations of the Committee hereunder.

(h) Company : The New Dun & Bradstreet Corporation, a Delaware corporation, to be renamed "The Dun & Bradstreet Corporation" after June 30, 1998, to be renamed the Moody's Corporation after the Distribution Date.

(i) D&B : The Dun & Bradstreet Corporation, a Delaware corporation.

(j) Disability : Inability to continue to serve as a non-employee director due to a medically determinable physical or mental impairment which constitutes a permanent and total disability, as determined by the Committee (excluding any member thereof whose own Disability is at issue in a given case) based upon such evidence as it deems necessary and appropriate; provided, however, that following the Distribution Date, the Disability of a New D&B Director shall be determined by the New D&B Committee. A Participant shall not be considered disabled unless he or she furnishes such medical or other evidence of the existence of the Disability as the Committee or the New D&B Committee, as the case may be, in its sole discretion, may require.

(k) Distribution Date : The date on which the shares of New D&B that are owned by the Company are distributed to the holders of record of shares of the Company.

(l) Effective Date : The date on which the Plan takes effect, as defined pursuant to Section 14 of the Plan.

(m) Fair Market Value : On a given date, the arithmetic mean of the high and low prices of the Shares as reported on such date on the Composite Tape of the principal national securities exchange on which such Shares are listed or admitted to trading, or, if no Composite Tape exists for such national securities exchange on such date, then on the principal national securities exchange on which such Shares are listed or admitted to trading, or, if the Shares are not listed or admitted on a national securities exchange, the arithmetic mean of the per Share closing bid price and per Share closing asked price on such date as quoted on the National Association of Securities Dealers Automated Quotation System (or such market in which such prices are regularly quoted), or, if there is no market on which the Shares are regularly quoted, the Fair Market Value shall be the value established by the Committee in good faith. If no sale of Shares shall have been reported on such Composite Tape or such national securities exchange on such date or quoted on the National Association of Securities Dealers Automated Quotation System on such date, then the immediately preceding date on which sales of the Shares have been so reported or quoted shall be used.

(n) New D&B : The New D&B Corporation, a Delaware corporation, to be renamed "The Dun & Bradstreet Corporation" following the Distribution Date.

(o) New D&B Board : The Board of Directors of New D&B.

(p) New D&B Change in Control : The occurrence of any of the following events:

(i) any "Person," as such term is used in Sections 13(d) and 14(d), (other than New D&B, any trustee or other fiduciary holding securities under an employee benefit plan of New D&B, or any corporation owned, directly or indirectly, by the shareholders of New D&B in substantially the same proportions as their ownership of stock of New D&B), is or becomes the Beneficial Owner, directly or indirectly, of securities of New D&B representing 20% or more of the combined voting power of New D&B's then outstanding securities.

(ii) during any period of twenty-four months (not including any period prior to the Distribution Date), individuals who at the beginning of such period constitute the New D&B Board, and any new Director (other than a Director designated by a person who has entered into an agreement with New D&B to effect a transaction described in clause (i), (iii) or (iv) of this Section, a Director designated by any Person (including New D&B) who publicly announces an intention to take or to consider taking actions (including, but not limited to, an actual or threatened proxy contest) which if consummated would constitute a New D&B Change in Control or a Director designated by any Person who is the Beneficial

Owner, directly or indirectly, of securities of New D&B representing 10% or more of the combined voting power of New D&B's securities) whose election by the New D&B Board or nomination for election by New D&B's shareholders was approved by a vote of at least two-thirds ($^2/_3$) of the Directors then still in office who either were Directors at the beginning of the period or whose election or nomination for election was previously so approved cease for any reason to constitute at least a majority thereof.

(iii) the shareholders of New D&B approve a merger or consolidation of New D&B with any other corporation, other than a merger or consolidation which would result in the voting securities of New D&B outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity) more than 50% of the combined voting power of the voting securities of New D&B or such surviving entity outstanding immediately after such merger or consolidation and after which no Person holds 20% or more of the combined voting power of the then outstanding securities of New D&B or such surviving entity; or

(iv) the shareholders of New D&B approve a plan of complete liquidation of New D&B or an agreement for the sale or disposition by New D&B of all or substantially all of New D&B's assets.

(q) New D&B Committee : The Compensation and Benefits Committee of the New D&B Board, or any successor thereto or other committee designated by the New D&B Board to assume the obligations of the New D&B Committee hereunder.

(r) New D&B Director : A Participant who is a director of New D&B immediately following the Distribution Date.

(s) Option : A stock option granted pursuant to Section 6 of the Plan.

(t) Option Price : The purchase price per Share of an Option, as determined pursuant to Section 6(b) of the Plan.

(u) Participant : Any director of the Company who is not an employee of the Company or any Subsidiary of the Company as of the date that an Award is granted.

(v) Performance Period : The calendar year or such other period of at least 12 consecutive months as shall be designated by the Committee from time to time.

(w) Performance Share : A periodic bonus award, payable in unrestricted Shares, granted pursuant to Section 8(a) of the Plan.

(x) Person : As such term is used for purposes of Section 13(d) or 14(d) of the Act (or any successor section thereto).

(y) Plan : The 1998 Moody’s Corporation Non-Employee Directors’ Stock Incentive Plan, as amended and restated.

(z) Restricted Stock : A Share of restricted stock granted pursuant to Section 7 of the Plan.

(aa) Retirement : Termination of service with the Company after such Participant has attained age 70, regardless of the length of such Participant’s service; or, with the prior written consent of the Committee (excluding any member thereof whose own Retirement is at issue in a given case), termination of service at an earlier age after the Participant has completed six or more years of service with the Company; provided, however, that following the Distribution Date, the Retirement of a New D&B Director shall be based on his or her service as a non-employee director of the Board and the New D&B Board and/or the prior written consent of the New D&B Committee.

(bb) Section 409A : Section 409A of the Code and applicable guidance issued thereunder.

(cc) Service Period : The period of time designated by the Committee from time to time during which services must be rendered and at the end of which Restricted Stock grants shall vest.

(dd) Shares : Shares of common stock, par value $0.01 per share, of the Company.

(ee) Subsidiary : A subsidiary corporation, as defined in Section 424(f) of the Code (or any successor section thereto).

(ff) Termination of Service : A Participant’s “separation from service” with the Company as determined pursuant to Section 409A; provided, however, that following the Distribution Date, a New D&B Director’s termination of service shall be based on his or her termination of service with New D&B.

3. Shares Subject to the Plan

The total number of Shares which may be issued under the Plan is 400,000. The Shares may consist, in whole or in part, of unissued Shares or treasury Shares. The issuance of Awards shall reduce the total number of Shares available under the Plan. Shares which are subject to Awards which terminate or lapse may be granted again under the Plan.

4. Administration

The Plan shall be administered by the Committee, which may delegate its duties and powers in whole or in part to any subcommittee thereof consisting solely of at least two “non-employee directors” within the meaning of Rule 16b-3 under the Act (or any successor rule thereto); provided , however , that any action permitted to be taken by the Committee may be taken by the Board, in its discretion. The Committee is authorized to interpret the Plan, to establish, amend and rescind any rules and regulations relating to the Plan, and to make any other determinations that it deems necessary or desirable for the administration of the Plan. The Committee may correct any defect or omission or reconcile any inconsistency in the Plan in the manner and to the extent the Committee deems necessary or desirable. Any decision of the Committee in the interpretation and administration of the Plan, as described herein, shall lie within its sole and absolute discretion and shall be final, conclusive and binding on all parties concerned (including, but not limited to, Participants and their beneficiaries or successors).

5. Eligibility

All Participants shall be eligible to participate under this Plan.

6. Terms and Conditions of Options

Options granted under the Plan shall be non-qualified stock options for federal income tax purposes, as evidenced by the related Option agreements, and shall be subject to the foregoing and the following terms and conditions and to such other terms and conditions, not inconsistent therewith, as the Committee shall determine:

(a) Grants . A Participant may receive, on such dates as determined by the Committee in its sole discretion, grants consisting of such number of Options as determined by the Committee in its sole discretion.

(b) Option Price . The Option Price per Share shall be determined by the Committee, but shall not be less than 100% of the Fair Market Value of the Shares on the date an Option is granted.

(c) Exercisability . Options granted under the Plan shall be exercisable at such time and upon such terms and conditions as may be determined by the Committee, but in no event shall an Option be exercisable more than ten years after the date it is granted.

(d) Exercise of Options . Except as otherwise provided in the Plan or in a related Option agreement, an Option may be exercised for all, or from time to time any part, of the Shares for which it is then exercisable. For purposes of Section 6 of the Plan, the exercise date of an Option shall be the later of the date a notice of exercise is received by the Company and, if applicable, the date payment is received by the Company pursuant to clauses (i), (ii) or (iii) in the following sentence. The purchase price for the Shares as to which an Option is exercised shall be paid to the Company in full at the time of exercise at the election of the Participant (i) in cash, (ii) in Shares having a Fair Market Value equal to the aggregate Option Price for the Shares being purchased and satisfying such other requirements as may be imposed by the Committee,

(iii) partly in cash and partly in such Shares or (iv) through the delivery of irrevocable instructions to a broker to deliver promptly to the Company an amount equal to the aggregate Option Price for the Shares being purchased. No Participant shall have any rights to dividends or other rights of a stockholder with respect to Shares subject to an Option until the occurrence of the exercise date (determined as set forth above) and, if applicable, the satisfaction of any other conditions imposed by the Committee pursuant to the Plan.

(e) Exercisability Upon Termination of Service by Death . Upon a Termination of Service by reason of death after the first anniversary of the date on which an Option is granted, the unexercised portion of such Option shall immediately vest in full and may thereafter be exercised during the shorter of the remaining term of the Option or five years after the date of death.

(f) Exercisability Upon Termination of Service by Disability or Retirement . Upon a Termination of Service by reason of Disability or Retirement after the first anniversary of the date on which an Option is granted, the unexercised portion of such Option may thereafter be exercised during the shorter of the remaining term of the Option or five years after the date of such Termination of Service; provided , however , that if a Participant dies within a period of five years after such Termination of Service, the unexercised portion of the Option shall immediately vest in full and may thereafter be exercised, during the shorter of the remaining term of the Option or the period that is the longer of five years after the date of such Termination of Service or one year after the date of death.

(g) Effect of Other Termination of Service . Upon a Termination of Service by reason of Disability or Retirement prior to the first anniversary of the date on which an Option is granted (as described above), then, a pro rata portion of such Option shall immediately vest in full and may be exercised thereafter, during the shorter of (A) the remaining term of such Option or (B) five years after the date of such Termination of Service, for a prorated number of Shares (rounded down to the nearest whole number of Shares), equal to (i) the number of Shares subject to such Option multiplied by (ii) a fraction the numerator of which is the number of days the Participant served on the Board and the New D&B Board subsequent to the date on which such Option was granted and the denominator of which is 365. The portion of such Option which is not so exercisable shall terminate as of the date of Disability or Retirement. Upon a Termination of Service for any other reason prior to the first anniversary of the date on which an Option is granted, such Option shall thereupon terminate. Upon a Termination of Service for any reason other than death, Disability or Retirement after the first anniversary of the date on which an Option is granted, the unexercised portion of such Option shall thereupon terminate.

(h) Nontransferability of Stock Options . Except as otherwise provided in this Section 6(h), a stock option shall not be transferable by the optionee otherwise than by will or by the laws of descent and distribution and during the lifetime of an optionee an option shall be exercisable only by the optionee. An option exercisable after the death of an optionee or a transferee pursuant to the following sentence may be exercised by the legatees, personal representatives or distributees of the optionee or such transferee. The Committee may, in its discretion, authorize all or a portion of the options previously granted or to be granted to an optionee to be on terms which permit irrevocable transfer for no consideration by such optionee to any child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, including adoptive relationships, of the optionee, trusts for the exclusive benefit of these persons, and any other entity owned solely by these persons ("Eligible Transferees"), provided that (x) the stock option agreement pursuant to which such options are granted must be approved by the Committee, and must expressly provide for transferability in a manner consistent with this Section and (y) subsequent transfers of transferred options shall be prohibited except those in accordance with the first sentence of this Section 6(h). The Committee may, in its discretion, amend the definition of Eligible Transferees to conform to the coverage rules of Form S-8 under the Securities Act of 1933 or any comparable Form from time to time in effect. Following transfer, any such options shall continue to be subject to the same terms and conditions as were applicable immediately prior to transfer. The events of Termination of Service of Sections 6(e), 6(f) and 6(g) hereof shall continue to be applied with respect to the original optionee, following which the options shall be exercisable by the transferee only to the extent, and for the periods specified, in Sections 6(e), 6(f) and 6(g). The Committee may delegate to a committee consisting of employees of the Company the authority to authorize transfers, establish terms and conditions upon which transfers may be made and establish classes of options eligible to transfer options, as well as to make other determinations with respect to option transfers.

7. Terms and Conditions of Restricted Stock

Restricted Stock granted under the Plan shall be subject to the foregoing and the following terms and conditions and to such other terms and conditions, not inconsistent therewith, as the Committee shall determine:

(a) Grants . A Participant may receive, on such dates as determined by the Committee in its sole discretion, grants consisting of such amounts of Restricted Stock as determined by the Committee in its sole discretion.

(b) Restrictions . Restricted Stock granted under the Plan may not be sold, transferred, pledged, assigned or otherwise disposed of under any circumstances; provided, however , that the foregoing restrictions shall lapse at such time and upon such terms and conditions as may be specified by the Committee in the related Award agreement(s).

(c) Vesting . Any grant of Restricted Stock under the Plan shall be subject to a minimum one-year vesting requirement.

(d) Forfeiture of Grants . Except to the extent otherwise specified by the Committee in a related Award agreement(s), all Shares of Restricted Stock as to which restrictions have not previously lapsed pursuant to Section 7(b) of the Plan shall be forfeited upon a Participant's Termination of Service for any reason (including, without limitation, by reason of death, Disability or Retirement).

(e) Other Provisions . During the period prior to the date on which the foregoing restrictions lapse, Shares of Restricted Stock shall be registered in the Participant's name and such Participant shall have voting rights and receive dividends with respect to such Restricted Stock.

(f) Authorization for Committee to Permit Deferral . Notwithstanding anything in this Section 7 to the contrary, a Participant may, if and to the extent permitted by the Committee, elect to defer receipt of any Restricted Stock granted under the Plan; provided , however , that any such election must be made and become irrevocable not later than the close of the calendar year next preceding the year in which the Service Period commences; and further provided , that any Restricted Stock for which a deferral election has been made shall be distributed to the Participant, to the extent vested, as soon as administratively practicable following such Participant's Termination of Service, but in no event later than the later of (i) the end of the calendar year in which such Termination of Service occurs or (ii) 2-1/2 months after such Termination of Service occurs. Any and all Restricted Stock for which a deferral election is made shall be contributed to a grantor "rabbi" trust established by the Company prior to the date on which the restrictions on such Restricted Stock lapse, which trust shall be administered by an independent trustee; provided , however , that distributions of Restricted Stock by such a trust to a Participant following the Participant's Termination of Service will satisfy the Company's obligations to the Participant with respect to Restricted Stock awarded under this Plan to the extent of such distributions.

8. Terms and Conditions of Performance Shares

(a) Establishment of Annual Performance Target Levels and Number of Performance Shares . Prior to the commencement of a given Performance Period, the Committee shall establish organizational or individual performance criteria within the meaning of Section 409A relating to such Performance Period ("Performance Goals"). The Committee shall also establish the number of Performance Shares that would be payable to Participants upon the attainment of various Performance Goals during such Performance Period.

(b) Payment in Unrestricted Shares . As soon as practicable following a given Performance Period, but in no event later than 30 days after the end of such Performance Period, Participants shall receive unrestricted Shares equal to the number of Performance shares earned by such Participant during such Performance Period. A Participant who did not serve on the Board during an entire Performance Period shall receive a prorated number of Shares (rounded down to the nearest whole number of Shares) based upon (i) the number of days during the Performance Period during which such Participant served on the Board and (ii) the actual performance results.

(c) Authorization for Committee to Permit Deferral . Notwithstanding Section 8(b) of the Plan, a Participant may, if and to the extent permitted by the Committee, elect to defer payment of any unrestricted Shares payable as a result of any Performance Shares earned by such Participant; provided , however , that any such election must be made and become irrevocable (i) on or before the date that is six months before the end of the Performance Period, provided that the Participant performs services continuously from the later of the beginning of the Performance Period or the date the Performance Goals are established through the date an election is made pursuant to this Section 8(c), and (ii) in accordance with such terms and conditions as are established by the Committee in its sole discretion. Any and all Shares earned pursuant to Section 8(b) and the receipt of which is deferred by election pursuant to this Section 8(c) shall be distributed to the Participant as soon as administratively practicable following Participant's Termination of Service, but in no event later than the later of the end of the calendar year in which such Termination of Service occurs or 2-1/2 months after such Termination of Service occurs.

(d) Vesting . Any grant of Performance Shares under the Plan shall be subject to a minimum one-year vesting requirement.

9. Adjustments Upon Certain Events

Notwithstanding any other provisions in the Plan to the contrary, the following provisions shall apply to all Awards granted under the Plan:

(a) Generally . In the event of any change in the outstanding Shares after the Effective Date by reason of any Share dividend or split, reorganization, recapitalization, merger, consolidation, spin-off, combination or exchange of Shares or other corporate exchange or similar transaction, or any distribution to stockholders of Shares other than regular cash dividends, the Committee shall adjust the following to the extent necessary to achieve an equitable result: (i) the number or kind of Shares or other securities issued or reserved for issuance pursuant to the Plan or pursuant to outstanding Awards, (ii) the Option Price and/or (iii) any other affected terms of such Awards.

(b) Change in Control . Upon the occurrence of a Change in Control, (i) all restrictions on Shares of Restricted Stock shall lapse, (ii) each Participant shall receive the target number of Performance Shares for the Performance Period in which the Change in Control occurs (or, if no target number has been established for such Performance Period, the target number for the immediately preceding Performance Period shall be used) and (iii) all Stock Options shall vest and become exercisable.

(c) New D&B Change in Control . Upon the occurrence of a New D&B Change in Control, with respect to Awards granted prior to the Distribution Date, (i) all restrictions on Shares of Restricted Stock held by New D&B Directors shall lapse, (ii) each New D&B Director shall receive the target number of Performance Shares for the Performance Period in which the New D&B Change in Control occurs (or, if no target number has been established for such Performance Period, the target number for the immediately preceding Performance Period shall be used) and (iii) all Stock Options held by New D&B Directors shall vest and become exercisable.

10. Successors and Assigns

The Plan shall be binding on all successors and assigns of the Company and a Participant, including without limitation, the estate of such Participant and the executor, administrator or trustee of such estate, or any receiver or trustee in bankruptcy or representative of the Participant's creditors.

11. Amendments or Termination

The Committee may amend, alter or discontinue the Plan, but no amendment, alteration or discontinuation shall be made which would impair the rights of any Participant under any Award theretofore granted without such Participant's consent.

12. Nontransferability of Awards

Except as provided in Section 6(h) of the Plan, an Award shall not be transferable or assignable by the Participant otherwise than by will or by the laws of descent and distribution. During the lifetime of a Participant, an Award shall be exercisable only by such Participant. An Award exercisable after the death of a Participant may be exercised by the legatees, personal representatives or distributees of the Participant. Notwithstanding anything to the contrary herein, the Committee, in its sole discretion, shall have the authority to waive this Section 12 (or any part thereof) to the extent that this Section 12 (or any part thereof) is not required under the rules promulgated under any law, rule or regulation applicable to the Company.

13. Choice of Law

The Plan shall be governed by and construed in accordance with the laws of the State of Delaware applicable to contracts made and to be performed in the State of Delaware.

14. Effectiveness of the Plan

The Plan shall be effective as of June 30, 1998.

15. The Plan is intended to comply with the provisions of Section 409A in order to avoid taxation of amounts deferred hereunder before such amounts are distributed from the Plan, and the Plan will be interpreted accordingly.

Exhibit 10.20

AMENDED AND RESTATED 2001 MOODY'S CORPORATION
KEY EMPLOYEES' STOCK INCENTIVE PLAN
(amended December 15, 2008)

1. Purpose of the Plan

The purpose of the Plan is to aid the Company and its Affiliates in securing and retaining key employees of outstanding ability and to motivate such employees to exert their best efforts on behalf of the Company and its Affiliates by providing incentives through the granting of Awards. The Company expects that it will benefit from the added interest which such key employees will have in the welfare of the Company as a result of their proprietary interest in the Company's success.

2. Definitions

The following capitalized terms used in the Plan have the respective meanings set forth in this Section:

(a) *Act* : The Securities Exchange Act of 1934, as amended, or any successor thereto.

(b) *Affiliate* : Any entity (i) 20% or more of the voting equity of which is owned or controlled directly or indirectly by the Company, or (ii) that had been a business, division or subsidiary of the Company, the equity of which has been distributed to the Company's shareholders, even if the Company thereafter owns less than 20% of the voting equity.

(c) *Award* : An Option, Stock Appreciation Right or Other Stock-Based Award granted pursuant to the Plan.

(d) *Beneficial Owner* : As such term is defined in Rule 13d-3 under the Act (or any successor rule thereto).

(e) *Board* : The Board of Directors of the Company.

(f) *Change in Control* : The occurrence of any of the following events:

(i) any "Person" as such term is used in Section 13(d) and 14(d) of the Act (other than the Company, any trustee or other fiduciary holding securities under an employee benefit plan of the Company, or any company owned, directly or indirectly, by the stockholders of the Company in substantially the same proportions as their ownership of stock of the Company), becomes the Beneficial Owner, directly or indirectly, of securities of the Company representing 20% or more of the combined voting power of the Company's then outstanding securities;

(ii) during any period of twenty-four months (not including any period prior to the Effective Date), individuals who at the beginning of such period constitute the Board, and any new director (other than (A) a director nominated by a Person who has entered into an agreement with the Company to effect a transaction described in Sections 2(f)(i), (iii) or (iv) of the Plan, (B) a director nominated by any Person (including the Company) who publicly announces an intention to take or to consider taking actions (including, but not limited to, an actual or threatened proxy contest) which if consummated would constitute a Change in Control or (C) a director designated by any Person who is the Beneficial Owner, directly or indirectly, of securities of the Company representing 10% or more of the combined voting power of the Company's securities) whose election by the Board or nomination for election by the Company's stockholders was approved in advance by a vote of at least two-thirds ($^2/_3$) of the directors then still in office who either were directors at the beginning of the period or whose election or nomination for election was previously so approved, cease for any reason to constitute at least a majority thereof;

(iii) the stockholders of the Company approve a merger or consolidation of the Company with any other corporation, other than a merger or consolidation (A) which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity) more than 50% of the combined voting power of the voting securities of the Company or such surviving entity outstanding immediately after such merger or consolidation and (B) after which no Person would hold 20% or more of the combined voting power of the then outstanding securities of the Company or such surviving entity; or

(iv) the stockholders of the Company approve a plan of complete liquidation of the Company or an agreement for the sale or disposition by the Company of all or substantially all of the Company's assets.

(g) *Code* : The Internal Revenue Code of 1986, as amended, or any successor thereto.

(h) *Committee* : The Governance and Compensation Committee of the Board, or any successor thereto or other committee designated by the Board to assume the obligations of the Committee hereunder.

(i) *Company* : Moody's Corporation, a Delaware corporation.

(j) *Disability* : Inability to engage in any substantial gainful activity by reason of a medically determinable physical or mental impairment which constitutes a permanent and total disability, as defined in Section 22(e)(3) of the Code (or any successor section thereto). The determination whether a Participant has suffered a Disability shall be made by the Committee based upon such evidence as it deems necessary and appropriate. A Participant shall not be considered disabled unless he or she furnishes such medical or other evidence of the existence of the Disability as the Committee, in its sole discretion, may require.

(k) *Effective Date* : The date on which the Plan takes effect, as defined pursuant to Section 17 of the Plan.

(l) *Fair Market Value* : On a given date, the arithmetic mean of the high and low prices of the Shares as reported on such date on the Composite Tape of the principal national securities exchange on which such Shares are listed or admitted to trading, or, if no Composite Tape exists for such national securities exchange on such date, then on the principal national securities exchange on which such Shares are listed or admitted to trading, or, if the Shares are not listed or admitted on a national securities exchange, the arithmetic mean of the per Share closing bid price and per Share closing asked price on such date as quoted on the National Association of Securities Dealers Automated Quotation System (or such market in which such prices are regularly quoted), or, if there is no market on which the Shares are regularly quoted, the Fair Market Value shall be the value established by the Committee in good faith. If no sale of Shares shall have been reported on such Composite Tape or such national securities exchange on such date or quoted on the National Association of Securities Dealers Automated Quotation System on such date, then the immediately preceding date on which sales of the Shares have been so reported or quoted shall be used.

(m) *ISO* : An Option that is also an incentive stock option granted pursuant to Section 7(d) of the Plan.

(n) *LSAR* : A limited stock appreciation right granted pursuant to Section 8(d) of the Plan.

(o) *Other Stock-Based Awards* : Awards granted pursuant to Section 9 of the Plan.

(p) *Option* : A stock option granted pursuant to Section 7 of the Plan.

(q) *Option Price* : The purchase price per Share of an Option, as determined pursuant to Section 7(a) of the Plan.

(r) *Participant* : An individual who is selected by the Committee to participate in the Plan pursuant to Section 5 of the Plan.

(s) *Performance-Based Awards* : Other Stock-Based Awards granted pursuant to Section 9(b) of the Plan.

(t) *Person* : As such term is used for purposes of Section 13(d) or 14(d) of the Act (or any successor section thereto).

(u) *Plan* : The Amended and Restated 2001 Moody’s Corporation Key Employees’ Stock Incentive Plan.

(v) *Post-Retirement Exercise Period* : As such term is defined in Section 7(f) of the Plan.

(w) *Restricted Stock* : Restricted stock granted pursuant to Section 9 of the Plan.

(x) *Restricted Stock Unit* : A restricted stock unit representing a right to acquire a fixed number of Shares at a future date, granted pursuant to Section 9 of the Plan.

(y) *Retirement* : Termination of employment with the Company or an Affiliate after such Participant has both attained age 55 and had five or more consecutive years of service with the Company through and ending with the date of such Participant’s voluntary termination of employment; or, with the prior written consent of the Committee that such termination be treated as a Retirement hereunder, termination of employment under other circumstances.

(z) *Shares* : Shares of common stock, par value $0.01 per Share, of the Company.

(aa) *Special Exercise Period* : As such term is defined in Section 7(f) of the Plan.

(bb) *Stock Appreciation Right* : A stock appreciation right granted pursuant to Section 8 of the Plan.

(cc) *Subsidiary* : A subsidiary corporation, as defined in Section 424(f) of the Code (or any successor section thereto).

(dd) *Termination of Employment* : A Participant’s termination of employment with the Company or an Affiliate, as the case may be.

3. Shares Subject to the Plan

The maximum number of Shares with respect to which Awards may be granted under the Plan shall be 28,600,000 (subject to adjustment in accordance with the provisions of Section 10 hereof), whether pursuant to ISOs or otherwise. Of that number, not more than 8,000,000 Shares (subject to adjustment in accordance with the provisions of Section 10 hereof) will be available for grants under the Plan of unrestricted Shares, Restricted Stock, Restricted Stock Units or any Other Stock-Based Awards pursuant to Section 9 hereof. The maximum number of Shares with respect to which Awards of any and all types may be granted during a calendar year to any Participant shall be limited, in the aggregate, to 800,000. The Shares may consist, in whole or in part, of authorized and unissued Shares or treasury Shares. Shares which are subject to Awards which terminate, expire, are forfeited or lapse may be utilized again with respect to Awards granted under the Plan.

4. Administration

The Plan shall be administered by the Committee, which may delegate its duties and powers in whole or in part to any subcommittee thereof consisting solely of at least two individuals who are each “non-employee directors” within the meaning of Rule 16b-3 under the Act (or any successor rule thereto) and “outside directors” within the meaning of Section 162(m) of the Code (or any successor section thereto); provided, however, that any action permitted to be taken by the Committee may be taken by the Board, in its discretion. The Committee is authorized to interpret the Plan, to establish, amend and rescind any rules and regulations relating to the Plan, and to make any other determinations that it deems necessary or desirable for the administration of the Plan. The Committee may correct any defect or omission or reconcile any inconsistency in the Plan in the manner and to the extent the Committee deems necessary or desirable. Any decision of the Committee in the interpretation and administration of the Plan, as described herein, shall lie within its sole and absolute discretion and shall be final, conclusive and binding on all parties concerned (including, but not limited to, Participants and their beneficiaries or successors). Determinations made by the Committee under the Plan need not be uniform and may be made selectively among Participants, whether or not such Participants are similarly situated. The Committee shall require payment of any amount it may determine to be necessary to withhold for federal, state, local or other taxes as a result of the grant or the exercise of an Award. Unless the Committee specifies otherwise, the Participant may elect to pay a portion or all of such withholding taxes by (a) delivery of Shares or (b) having Shares withheld by the Company from any Shares that would have otherwise been received by the Participant. The number of Shares so delivered or withheld shall have an aggregate Fair Market Value on the date of the exercise of an Award sufficient to satisfy the applicable withholding taxes. In addition, with the approval of the Committee, a Participant may satisfy any additional tax that the Participant elects to have the Company withhold by delivering to the Company or its designated representative Shares already owned by the Participant or, in the case of Shares acquired through an employee benefit plan, Shares held by the Participant for more than six months. If the chief executive officer of the Company is a member of the Board, the Board by specific resolution may constitute such chief executive officer as a committee of one which shall have the authority to grant Awards of up to an aggregate of 200,000 Shares in each calendar year to Participants who are not subject to the rules promulgated under Section 16 of the Act (or any successor section thereto) or “covered employees” as defined in Section 162(m) of the Code; provided, however, that such chief executive officer shall notify the Committee of any such grants made pursuant to this Section 4.

5. Eligibility

Key employees (but not members of the Committee or any person who serves only as a director) of the Company and its Affiliates, who are from time to time responsible for the management, growth and protection of the business of the Company and its Affiliates, and consultants to the Company and its Affiliates, are eligible to be granted Awards under the Plan. Participants shall be selected from time to time by the Committee, in its sole discretion, from among those eligible, and the Committee shall determine, in its sole discretion, the number of Shares to be covered by the Awards granted to each Participant.

6. Limitations

No Award may be granted under the Plan after the tenth anniversary of the Effective Date, but Awards theretofore granted may extend beyond that date.

7. Terms and Conditions of Options

Options granted under the Plan shall be, as determined by the Committee, non-qualified, incentive or other stock options for federal income tax purposes, as evidenced by the related Award agreements, and shall be subject to the foregoing and the following terms and conditions and to such other terms and conditions, not inconsistent therewith, as the Committee shall determine:

(a) *Option Price* . The Option Price per Share shall be determined by the Committee, but shall not be less than 100% of the Fair Market Value of the Shares on the date an Option is granted.

(b) *Exercisability* . Options granted under the Plan shall be exercisable at such time and upon such terms and conditions as may be determined by the Committee, but in no event shall an Option be exercisable more than ten years after the date it is granted.

(c) *Exercise of Options* . Except as otherwise provided in the Plan or in an Award agreement, an Option may be exercised for all, or from time to time any part, of the Shares for which it is then exercisable. For purposes of Section 7 of the Plan, the exercise date of an Option shall be the later of the date a notice of exercise is received by the Company and, if applicable, the date payment is received by the Company pursuant to clauses (i), (ii) or (iii) in the following sentence. The purchase price for the Shares as to which an Option is exercised shall be paid to the Company in full at the time of exercise at the election of the Participant (i) in cash, (ii) in Shares having a Fair Market Value equal to the aggregate Option Price for the Shares being purchased and satisfying such other requirements as may be imposed by the Committee; provided, that such shares of Common Stock have been held by the Participant for no less than six months, (iii) partly in cash and partly in such Shares, (iv) through the delivery of irrevocable instructions to a broker to deliver promptly to the Company an amount equal to the aggregate Option Price for the Shares being purchased, or (v) through such other means as shall be prescribed in the Award agreement. No Participant shall have any rights to dividends or other rights of a stockholder with respect to Shares subject to an Option until the occurrence of the exercise date (determined as set forth above) and, if applicable, the satisfaction of any other conditions imposed by the Committee pursuant to the Plan.

(d) *ISOs* . The Committee may grant Options under the Plan that are intended to be ISOs. Such ISOs shall comply with the requirements of Section 422 of the Code (or any successor section thereto). Unless otherwise permitted under Section 422 of the Code (or any successor section thereto), no ISO may be granted to any Participant who at the time of such grant, owns more than 10% of the total combined voting power of all classes of stock of the Company or of any Subsidiary, unless (i) the Option Price for such ISO is at least 110% of the Fair Market Value of a Share on the date the ISO is granted and (ii) the date on which such ISO terminates is a date not later than the day preceding the fifth anniversary of the date on which the ISO is granted. Any Participant who disposes of Shares acquired upon the exercise of an ISO either (i) within two years after the date of grant of such ISO or (ii) within one year after the transfer of such Shares to the Participant, shall notify the Company of such disposition and of the amount realized upon such disposition. Notwithstanding Section 5 hereof, ISOs may be granted solely to employees of the Company and its Subsidiaries.

(e) *Exercisability Upon Termination of Employment by Death or Disability* . Upon a Termination of Employment by reason of death or Disability, in either case after the first anniversary of the date of grant of an Option, (i) the unexercised portion of such Option shall immediately vest in full and (ii) such portion may thereafter be exercised during the shorter of (A) the remaining stated term of the Option or (B) five years after the date of death or Disability.

(f) *Exercisability Upon Termination of Employment by Retirement* . Upon a Termination of Employment by reason of Retirement after the first anniversary of the date of grant of an Option, an unexercised Option may thereafter be exercised during the shorter of (i) the remaining stated term of the Option or (ii) five years after the date of such Termination of Employment (the “Post-Retirement Exercise Period”), but only to the extent to which such Option was exercisable at the time of such Termination of Employment or becomes exercisable during the Post-Retirement Exercise Period as if such Participant were still employed by the Company or an Affiliate; provided, however, that if a Participant dies within a period of five years after such Termination of Employment, an unexercised Option may thereafter be exercised, during the shorter of (i) the remaining stated term of the Option or (ii) the period that is the longer of (A) five years after the date of such Termination of Employment or (B) one year after the date of death (the “Special Exercise Period”), but only to the extent to which such Option was exercisable at the time of such Termination of Employment or becomes exercisable during the Special Exercise Period.

(g) *Effect of Other Termination of Employment* . Upon a Termination of Employment for any reason (other than death, Disability or Retirement after the first anniversary of the date of grant of an Option as described above), an unexercised Option may thereafter be exercised during the period ending 30 days after the date of such Termination of Employment, but only to the extent to which such Option was exercisable at the time of such Termination of Employment. Notwithstanding the foregoing, the Committee may, in its sole discretion, either by prior written agreement with the Participant or upon the occurrence of a Termination of Employment, accelerate the vesting of unvested Options held by a Participant if such Participant’s Termination of Employment is without “cause” (as such term is defined by the Committee in its sole discretion) by the Company.

(h) *Nontransferability of Stock Options* . Except as otherwise provided in Section 17 relating to designation of beneficiaries or in this Section 7(h), a stock option shall not be transferable or assignable by the Participant otherwise than by will or by the laws of descent and distribution, and during the lifetime of a Participant an option shall be exercisable only by the Participant. An option exercisable after the death of a Participant or a transferee pursuant to the following sentence may be exercised by the designated beneficiary, legatees, personal representatives or distributees of the Participant or such transferee. The Committee may, in its discretion, authorize all or a portion of the options previously granted or to be granted to a Participant, other than ISOs, to be on terms which permit irrevocable transfer for no consideration by such Participant to any child, stepchild, grandchild, parent, stepparent, grandparent, spouse, former spouse, sibling, niece, nephew, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law, including adoptive relationships, of the Participant, any trust in which these persons have more than 50% of the beneficial interest, any foundation in which these persons (or the Participant) control the management of assets, and any other entity in which these persons (or the Participant) own more than 50% of the voting interests ("Eligible Transferees"), provided that (i) the stock option agreement pursuant to which such options are granted must be approved by the Committee, and must expressly provide for transferability in a manner consistent with this Section and (ii) subsequent transfers of transferred options shall be prohibited except those in accordance with the first sentence of this Section 7(h). The Committee may, in its discretion, amend the definition of Eligible Transferees to conform to the coverage rules of Form S-8 under the Securities Act of 1933 or any comparable Form from time to time in effect. Following transfer, any such options shall continue to be subject to the same terms and conditions as were applicable immediately prior to transfer. The events of Termination of Employment of Sections 7(e), 7(f) and 7(g) hereof shall continue to be applied with respect to the original Participant, following which the options shall be exercisable by the transferee only to the extent, and for the periods specified, in Sections 7(e), 7(f) and 7(g). The Committee may delegate to a committee consisting of employees of the Company the authority to authorize transfers, establish terms and conditions upon which transfers may be made and establish classes of options eligible to transfer options, as well as to make other determinations with respect to option transfers.

8. Terms and Conditions of Stock Appreciation Rights

(a) *Grants* . The Committee also may grant (i) a Stock Appreciation Right independent of an Option or (ii) a Stock Appreciation Right in connection with an Option, or a portion thereof. A Stock Appreciation Right granted pursuant to clause (ii) of the preceding sentence (A) may be granted at the time the related Option is granted or at any time prior to the exercise or cancellation of the related Option, (B) shall cover the same Shares covered by an Option (or such lesser number of Shares as the Committee may determine) and (C) shall be subject to the same terms and conditions as such Option except for such additional limitations as are contemplated by this Section 8 (or such additional limitations as may be included in an Award agreement).

(b) *Terms* . The exercise price per Share of a Stock Appreciation Right shall be an amount determined by the Committee but in no event shall such amount be less than the greater of (i) the Fair Market Value of a Share on the date the Stock Appreciation Right is granted or, in the case of a Stock Appreciation Right granted in conjunction with an Option, or a portion thereof, the Option Price of the related Option and (ii) an amount permitted by applicable laws, rules, by-laws or policies of regulatory authorities or stock exchanges. Each Stock Appreciation Right granted independent of an Option shall entitle a Participant to exercise the Stock Appreciation Right in whole or in part and, upon such exercise, to receive from the Company an amount equal to (i) the excess of (A) the Fair Market Value on the exercise date of one Share over (B) the exercise price per Share, times (ii) the number of Shares covered by the portion of the Stock Appreciation Right so exercised. Each Stock Appreciation Right granted in conjunction with an Option, or a portion thereof, shall entitle a Participant to surrender to the Company the unexercised Option, or any portion thereof, and to receive from the Company in exchange therefor an amount equal to (i) the excess of (A) the Fair Market Value on the exercise date of one Share over (B) the Option Price per Share, times (ii) the number of Shares covered by the Option, or portion thereof, which is surrendered. The date a notice of exercise is received by the Company shall be the exercise date. Payment shall be made in Shares or in cash, or partly in Shares and partly in cash, valued at such Fair Market Value, all as shall be determined by the Committee. Stock Appreciation Rights may be exercised from time to time upon actual receipt by the Company of written notice of exercise stating the number of Shares with respect to which the Stock

Appreciation Right is being exercised. No fractional Shares will be issued in payment for Stock Appreciation Rights, but instead cash will be paid for a fraction or, if the Committee should so determine, the number of Shares will be rounded downward to the next whole Share.

(c) *Limitations* . The Committee may impose, in its discretion, such conditions upon the exercisability or transferability of Stock Appreciation Rights as it may deem fit.

(d) *Limited Stock Appreciation Rights* . The Committee may grant LSARs that are exercisable upon the occurrence of specified contingent events. Such LSARs may provide for a different method of determining appreciation, may specify that payment will be made only in cash and may provide that any related Awards are not exercisable while such LSARs are exercisable. Unless the context otherwise requires, whenever the term "Stock Appreciation Right" is used in the Plan, such term shall include LSARs.

9. Other Stock-Based Awards

(a) *Generally* . The Committee, in its sole discretion, may grant Awards of unrestricted Shares, Restricted Stock, Restricted Stock Units and other Awards that are valued in whole or in part by reference to, or are otherwise based on the Fair Market Value of, Shares (collectively, "Other Stock-Based Awards"). Such Other Stock-Based Awards shall be in such form, and dependent on such conditions, as the Committee shall determine, including, without limitation, the right to receive one or more Shares (or the equivalent cash value of such Shares) upon the completion of a specified period of service, the occurrence of an event and/or the attainment of performance objectives. Other Stock-Based Awards may be granted alone or in addition to any other Awards granted under the Plan. Subject to the provisions of the Plan, the Committee shall determine to whom and when Other Stock-Based Awards will be made; the number of Shares to be awarded under (or otherwise related to) such Other Stock-Based Awards; whether such Other Stock-Based Awards shall be settled in cash, Shares or a combination of cash and Shares; and all other terms and conditions of such Awards (including, without limitation, the vesting provisions thereof).

(b) *Performance-Based Awards* . Notwithstanding anything to the contrary herein, certain Other Stock-Based Awards granted under this Section 9 may be granted in a manner that will enable the Company to deduct any amount paid by the Company under Section 162(m) of the Code (or any successor section thereto) ("Performance-Based Awards"). A Participant's Performance-Based Award shall be determined based on the attainment of one or more pre-established, objective performance goals established in writing by the Committee, for a performance period established by the Committee, (i) at a time when the outcome for that performance period is substantially uncertain and (ii) not later than 90 days after the commencement of the performance period to which the performance goal relates, but in no event after 25% of the relevant performance period has elapsed. The performance goals shall be based upon one or more of the following criteria: (i) earnings before or after taxes (including earnings before interest, taxes, depreciation and amortization); (ii) net income; (iii) operating income; (iv) earnings per Share; (v) book value per Share; (vi) return on stockholders' equity; (vii) expense management; (viii) return on investment before or after the cost of capital; (ix) improvements in capital structure; (x) profitability of an identifiable business unit or product; (xi) maintenance or improvement of profit margins; (xii) stock price; (xiii) market share; (xiv) revenues or sales; (xv) costs; (xvi) cash flow; (xvii) working capital; (xviii) changes in net assets (whether or not multiplied by a constant percentage intended to represent the cost of capital); and (xix) return on assets. The foregoing criteria may relate to the Company, one or more of its Affiliates or one or more of its divisions, units, minority investments, partnerships, joint ventures, product lines or products or any combination of the foregoing, and may be applied on an absolute basis and/or be relative to one or more peer group companies or indices, or any combination thereof, all as the Committee shall determine. In addition, to the degree consistent with Section 162(m) of the Code (or any successor section thereto), the performance goals may be calculated without regard to extraordinary items or accounting changes. The maximum amount of a Performance-Based Award to any Participant with respect to a fiscal year of the Company shall be $5,000,000. The Committee shall determine whether, with respect to a performance period, the applicable performance goals have been met with respect to a given Participant and, if they have, to so certify and ascertain the amount of the applicable Performance-Based Award. No Performance-Based Awards will be paid for such performance period until such certification is made by the Committee. The amount of the Performance-Based Award actually paid to a given Participant may be less than the amount determined by the applicable performance goal formula, at the discretion of the Committee. The amount of the Performance-Based Award determined by the Committee for a performance period shall be paid to the Participant at such time as determined by the Committee in its sole discretion after the end of such performance period; provided, however, that a Participant may, if and to the extent permitted by the Committee and consistent with the provisions of Sections 162(m) and 409A of the Code, elect prior to the commencement of the relevant services or, if the Performance-Based Award constitutes performance-based compensation within the meaning of Section 409A(a)(4)(B)(iii) of the Code and is based on services performed over a period of at least 12 months, at any time but no later than six months before the end of the applicable performance period, to defer payment of a Performance-Based Award until a fixed date or the date of Participant's separation from service with the Company and its Affiliates (or six months following such separation if required by Section 409A of the Code), as specified in the election to defer.

(c) *Terms and Conditions of Restricted Stock and Restricted Stock Units* .

(i) *Grant* . Each grant of Restricted Stock and Restricted Stock Units shall be evidenced by an agreement in form approved by the Committee. The vesting of a Restricted Stock Award or Restricted Stock Unit granted under the Plan may be conditioned upon the completion of a specified period of employment with the Company or an Affiliate, upon attainment of specified performance goals, and/or upon such other criteria as the Committee may determine in its sole discretion.

(ii) *Receipt of Restricted Stock* . As soon as practicable after an Award of Restricted Stock has been made to a Participant, there shall be registered in the name of such Participant or of a nominee the number of Shares of Restricted Stock so awarded. Except as provided in the applicable agreement, no Shares of Restricted Stock may be assigned, transferred or otherwise encumbered or disposed of by the Participant until such Shares have vested in accordance with the terms of such agreement. If and to the extent that the applicable agreement so provides, a Participant shall have the right to vote and receive dividends on the Shares of Restricted Stock granted to him or her under the Plan. Unless otherwise provided in the applicable agreement, any Shares received as a dividend on such Restricted Stock or in connection with a stock split of the Shares of Restricted Stock shall be subject to the same restrictions as the Restricted Stock.

(iii) *Payments Pursuant to Restricted Stock Units* . Restricted Stock Units may not be assigned, transferred or otherwise encumbered or disposed of by the Participant until such Restricted Stock Units have vested in accordance with the terms of the applicable agreement. Upon the vesting of the Restricted Stock Unit (unless a deferral election as described in the following sentence has been made), certificates for Shares shall be delivered to the Participant or his legal representative on the last business day of the calendar quarter in which such vesting event occurs or as soon thereafter as practicable, in a number equal to the Shares covered by the Restricted Stock Unit. A Participant may, if and to the extent permitted by the Committee and consistent with the provisions of Sections 162(m) and 409A of the Code, elect prior to the grant of the Restricted Stock Unit and the commencement of the relevant services or, if the Restricted Stock Unit constitutes performance-based compensation within the meaning of Section 409A(a)(4)(B)(iii) of the Code and is based on services performed over a period of at least 12 months, at any time but no later than six months before the end of the applicable performance period, to defer receipt of his certificates beyond the vesting date until a fixed date or the date of the Participant's separation from service with the Company and its Affiliates (or six months following such separation from service if required by Section 409A of the Code), as specified in the election to defer.

(iv) *Effect of Termination of Employment or Death* . Upon a Termination of Employment by reason of death, Disability or Retirement, in each case after the first anniversary of the date of the Award of Restricted Stock or Restricted Stock Units, the Restricted Stock or Restricted Stock Units shall immediately vest in full and all restrictions on such Awards shall terminate. Upon a Termination of Employment for any reason other than death, Disability or Retirement after the first anniversary of the date of the Award of Restricted Stock or Restricted Stock Units, a Participant's unvested Restricted Stock and Restricted Stock Units shall be forfeited. Notwithstanding the foregoing, the Committee may, in its sole discretion, either by prior written agreement with the Participant or upon the occurrence of a Termination of Employment, accelerate the vesting of unvested Restricted Stock or Restricted Stock Units held by the Participant if such Participant's Termination of Employment is without "cause" (as such term is defined by the Committee in its sole discretion) by the Company.

10. Adjustments Upon Certain Events

Notwithstanding any other provisions in the Plan to the contrary, the following provisions shall apply to all Awards granted under the Plan:

(a) *Generally* . In the event of any change in the outstanding Shares after the Effective Date by reason of any Share dividend or split, reorganization, recapitalization, merger, consolidation, split-up, spin-off, combination or exchange of Shares or other corporate exchange or similar transaction, or any distribution to stockholders of Shares other than regular cash dividends, the Committee shall adjust the following to the extent necessary to achieve an equitable result: (i) the number or kind of Shares or other securities issued or reserved for issuance pursuant to the Plan or pursuant to outstanding Awards, (ii) the Option Price and/or (iii) any other affected terms of such Awards.

(b) *Change in Control* . In the event of a Change in Control, Awards granted under the Plan shall accelerate as follows: (i) each Option and Stock Appreciation Right shall become immediately vested and exercisable; provided, however, that if such Awards are not exercised prior to the date of the consummation of the Change in Control, the Committee, in its sole discretion and without liability to any person, may provide for (A) the payment of a cash amount in exchange for the cancellation of such Award and/or (B) the issuance of substitute Awards that will substantially preserve the value, rights and benefits of any affected Awards (previously granted hereunder) as of the date of the consummation of the Change in Control; (ii) restrictions on Awards of restricted shares shall lapse; and (iii) Other Stock-Based Awards shall become payable as if targets for the current period were satisfied at 100%.

11. No Right to Employment

The granting of an Award under the Plan shall impose no obligation on the Company or any Affiliate to continue the employment of a Participant and shall not lessen or affect the Company’s or Affiliate’s right to terminate the employment of such Participant.

12. Successors and Assigns

The Plan shall be binding on all successors and assigns of the Company and a Participant, including, without limitation, the estate of such Participant and the executor, administrator or trustee of such estate, or any receiver or trustee in bankruptcy or representative of the Participant’s creditors.

13. Nontransferability of Awards

Except as provided in Section 17 relating to designation of beneficiaries or in Section 7(h) of the Plan, an Award shall not be transferable or assignable by the Participant otherwise than by will or by the laws of descent and distribution. During the lifetime of a Participant, an Award shall be exercisable only by such Participant. An Award exercisable after the death of a Participant may be exercised by the designated beneficiary, the legatees, personal representatives or distributees of the Participant. Notwithstanding anything to the contrary herein, the Committee, in its sole discretion, shall have the authority to waive this Section 13 or any part thereof (except with respect to ISOs) to the extent that this Section 13 or any part thereof is not required under the rules promulgated under any law, rule or regulation applicable to the Company.

14. Amendments or Termination

The Board or the Committee may amend, alter or discontinue the Plan, but no amendment, alteration or discontinuation shall be made which, (a) without the approval of the stockholders of the Company, would (except as is provided in Section 10 of the Plan), increase the total number of Shares reserved for the purposes of the Plan or change the maximum number of Shares for which Awards may be granted to any Participant or (b) without the consent of a Participant, would impair any of the rights or obligations under any Award theretofore granted to such Participant under the Plan; provided, however, that the Board or the Committee may amend the Plan in such manner as it deems necessary to permit the granting of Awards meeting the requirements of the Code or other applicable laws. Notwithstanding anything to the contrary herein, neither the Committee nor the Board may amend, alter or discontinue the provisions relating to Section 10(b) of the Plan after the occurrence of a Change in Control.

15. International Participants

With respect to Participants who reside or work outside the United States of America and who are not (and who are not expected to be) "covered employees" within the meaning of Section 162(m) of the Code (or any successor section thereto), the Committee may, in its sole discretion, amend the terms of the Plan or Awards with respect to such Participants in order to conform such terms with the requirements of local law.

16. Choice of Law

The Plan shall be governed by and construed in accordance with the laws of the State of Delaware applicable to contracts made and to be performed in the State of Delaware.

17. Designation of Beneficiaries

A Participant may file with the Company a written designation of a beneficiary or beneficiaries under the Plan and may from time to time revoke or change any such designation of beneficiary. Any designation of beneficiary under the Plan shall be controlling over any other disposition, testamentary or otherwise; provided, however, that if the Committee shall be in doubt as to the entitlement of any such beneficiary to any Option, Stock Appreciation Right, unrestricted Shares, Restricted Stock, Restricted Stock Units or other Award, the Committee may determine to recognize only the legal representative of such Participant, in which case the Company, the Committee and the members thereof shall not be under any further liability to anyone.

18. Effectiveness of the Plan

The Plan, as amended and restated, shall be effective as of April 24, 2007, upon its approval by the stockholders at the 2007 Annual Meeting.

Exhibit 10.38

Moody's Corporation
1999 Employee Stock Purchase Plan
(as amended and restated December 15, 2008)

(Formerly, The Dun & Bradstreet Corporation
1999 Employee Stock Purchase Plan)

1. Definitions

(a) **"Account"** means an Employee Stock Purchase Plan account maintained by the Company or a designated recordkeeper.

(b) **"Board"** means the Board of Directors of the Company.

(c) **"Code"** means the Internal Revenue Code of 1986, as amended.

(d) **"Committee"** means the Governance and Compensation Committee of the Board.

(e) **"Common Stock"** means common stock of the Company (formerly, common stock of The Dun & Bradstreet Corporation).

(f) **"Company"** means Moody's Corporation, formerly known as The Dun & Bradstreet Corporation.

(g) **"Eligible Compensation"** means the total amount paid by the Company or any Subsidiary to the Eligible Employee (other than amounts paid after termination of employment) as salary, wages, overtime, regular cash bonuses and commissions, and any portion of such amounts voluntarily deferred or reduced by the Eligible Employee under any employee benefit plan of the Company or a Subsidiary available to all levels of Employees on a nondiscriminatory basis upon satisfaction of eligibility requirements, but excluding any pension, retainers, severance pay, special stay-on bonus payments, income derived from stock appreciation rights and stock options and dispositions of stock acquired thereunder, payments dependent upon any contingency and other special remunerations (including performance units). The Committee shall have the authority to determine and approve all forms of pay to be included in the definition of Eligible Compensation and may change the definition on a prospective basis.

(h) **"Eligible Employee"** means an Employee eligible to participate in the Plan pursuant to the provisions of section 5.

(i) **"Employee"** means an individual classified as an employee (within the meaning of Code section 3401(c) and the regulations thereunder) by the Company or a Subsidiary on the Company's or such Subsidiary's payroll records during the relevant period.

(j) **"Fair Market Value"** means the mean of the high and low sales prices of a share of Common Stock on the New York Stock Exchange on the last trading day of the applicable Stock Purchase Period.

(k) **"Participating Employee"** means an Employee (1) for whom payroll deductions are currently being made or (2) for whom payroll deductions are not currently being made because he or she has reached the limitation set forth in section 7.

(l) **“Plan”** means the Moody’s Corporation 1999 Employee Stock Purchase Plan (formerly, The Dun & Bradstreet Corporation 1999 Employee Stock Purchase Plan).

(m) **“Regular Paycheck”** means any bi-weekly, limited hour, or monthly base salary paycheck.

(n) **“Stock Purchase Period”** means a calendar month.

(o) **“Subsidiary”** means any present or future corporation which (1) is a “subsidiary corporation” of the Company as that term is defined in Code section 424 and (2) is designated a participating employer by the Committee.

2. Purpose of the Plan

The purpose of the Plan is to secure for the Company and its stockholders the benefits of the incentive inherent in the ownership of the Company’s capital stock by present and future Employees of the Company and its Subsidiaries. The Plan is intended to comply with the provisions of Code sections 421, 423, and 424. The Plan may also include sub-plans applicable to non-U.S. jurisdictions that are designed to be outside the scope of Code section 423.

3. Shares Reserved for the Plan

There shall be reserved for issuance and purchase by Participating Employees under the Plan an aggregate of 3 million shares of Common Stock, subject to adjustment as provided in section 12. Shares subject to the Plan may be shares now or hereafter authorized but unissued, or shares that were once issued and subsequently reacquired by the Company. If and to the extent that any right to purchase reserved shares shall not be exercised by any Participating Employee for any reason or if such right to purchase shall terminate as provided herein, shares that have not been so purchased hereunder shall again become available for the purposes of the Plan unless the Plan shall have been terminated.

4. Administration of the Plan

The Plan shall be administered, at the expense of the Company, by the Committee. The Committee consists of not less than three members of the Board who are not employees of the Company and who shall serve at the pleasure of the Board. The Committee may request advice or assistance from or employ such other persons as are necessary for proper administration of the Plan. Subject to the express provisions of the Plan, the Committee shall have authority to interpret the Plan, to prescribe, amend, and rescind rules and regulations relating to it, and to make all other determinations necessary or advisable in administering the Plan, all of which determinations shall be final and binding upon all persons. Subject to the terms of the Plan, the Committee may delegate any or all of its administrative duties under the Plan to a committee consisting of management employees of the Company.

The Committee may adopt rules or procedures relating to the operation and administration of the Plan to accommodate the specific requirements of local laws and procedures in foreign jurisdictions. Without limiting the generality of the foregoing, the Committee is specifically authorized to adopt rules and procedures regarding the handling of payroll deductions, payment of interest, conversion of local currency, payroll tax withholding procedures and handling the stock certificates which may vary with local requirements.

The Committee may also adopt sub-plans applicable to particular Subsidiaries or locations, which sub-plans may be designed to be outside the scope of Code section 423. The rules of such sub-plans may take precedence over other provisions of this Plan with the exception of section 3, but unless otherwise superseded by the terms of any such sub-plan, the provisions of this Plan shall govern the operation of such sub-plan.

5. Eligible Employees

Each Employee of the Company or any Subsidiary shall be eligible to participate in the Plan, provided that such Employee:

(a) Is not in a group of highly compensated employees, as defined in Code section 423(b)(4)(D), that the Committee determines to be ineligible to participate in the Plan; and

(b) Does not own, immediately after the right is granted, stock possessing five percent (5%) or more of the total combined voting power or value of all classes of capital stock of the Company or of a Subsidiary.

In determining stock ownership under this section 5, the rules of Code section 424(d) shall apply and stock that the Employee may purchase under outstanding options shall be treated as stock owned by the Employee.

For purposes of determining eligibility to participate in the Plan, (i) a person on an approved leave of absence with his or her employer shall be deemed to be an Employee for the first 90 days of such leave of absence and (ii) such Employee's employment shall be deemed to have terminated at the close of business on the 90th day of such leave of absence unless such Employee shall have returned to regular employment prior to the close of business on such 90th day. Termination of any Employee's leave of absence, other than termination of such leave of absence on return to regular employment, shall terminate an Employee's employment for all purposes of the Plan and shall terminate such Employee's participation in the Plan and right to purchase shares under the Plan. Notwithstanding the foregoing, the 90-day limit described in this paragraph shall not apply if the Employee on leave has reemployment rights guaranteed by law or by contract.

6. Election to Participate and Payroll Deductions

Each Eligible Employee may elect to participate in the Plan during the enrollment period established by the Committee that is just prior to the applicable Stock Purchase Period. Participation shall become effective as of the beginning of the Stock Purchase Period immediately following the applicable enrollment period during which the Eligible Employee elected to participate in the Plan.

Each Eligible Employee may elect a payroll deduction of from 1% to 10% (in whole percentages) of Eligible Compensation. Such percentage shall be deducted from each Regular Paycheck. Employees of certain overseas Subsidiaries, as determined by the Committee to be unable to legally require payroll deductions, may make each of their payments by personal check rather than payroll deduction.

Elections under this section 6 are subject to the limit set forth in section 7. All payroll deductions shall be credited, as promptly as practicable, to an account in the name of the Participating Employee and may be used by the Company for any corporate purpose. No interest will be paid or allowed on any money paid into the Plan or credited to the account of any Participating Employee, except as required by law.

Unless a Participating Employee elects otherwise and follows the procedures established by the Committee to discontinue or change the rate of payroll deductions, the rate of payroll deductions shall continue through the then-current Stock Purchase Period and for future Stock Purchase Periods, unless the Committee determines to change the maximum permissible contribution rate.

A Participating Employee may at any time cease participation in the Plan by notifying the Company in the manner specified by the Committee. The cessation will be effective as soon as practicable, whereupon no further payroll deductions shall be made, and all accumulated payroll deductions shall be used to purchase shares as provided in section 9. Any Participating Employee who ceases to participate may elect to participate during the applicable enrollment period for a subsequent Stock Purchase Period, if then eligible.

Subject to the requirements of section 5, a Participating Employee who is on an approved leave of absence with his or her employer may continue to participate in the Plan as though actively employed so long as such employee continues to be paid Eligible Compensation.

7. Limitation of Number of Shares That an Employee May Purchase

No right to purchase shares under the Plan shall permit an Employee to purchase stock under all employee stock purchase plans of the Company and its Subsidiaries at a rate which in the aggregate exceeds $25,000 of Fair Market Value of such stock (determined at the time the right is granted) for each calendar year in which the right is outstanding at any time.

8. Purchase Price

The purchase price for each share of Common Stock shall be ninety-five percent (95%) of the Fair Market Value of such share on the last trading day of the applicable Stock Purchase Period.

9. Method of Purchase and Investment Accounts

As of the last trading day of each Stock Purchase Period, each Participating Employee shall be deemed, without any further action, to have purchased the number of whole and fractional shares of Common Stock determined by dividing the amount of his or her accumulated payroll deductions by the purchase price as determined in section 8. All such shares shall be deposited in separate Accounts for the Participating Employees. All dividends paid with respect to such shares shall be credited to each Participating Employee’s Account, and will be automatically reinvested in whole and fractional shares of Common Stock.

10. Rights as a Stockholder

At the time funds from a Participating Employee’s payroll deductions account are used to purchase Common Stock, he or she shall have all of the rights and privileges of a stockholder of the Company with respect to whole shares purchased under the Plan whether or not certificates representing shares have been issued.

11. Rights Not Transferable

Rights granted under the Plan are not transferable by a Participating Employee other than by will or the laws of descent and distribution and are exercisable during his or her lifetime only by him or her.

12. Adjustment in Case of Changes Affecting the Company’s Common Stock

In the event of a subdivision of outstanding shares of Common Stock, or the payment of a stock dividend thereon, the number of shares reserved or authorized to be reserved under the Plan shall be increased proportionately, and such other adjustment shall be made as may be deemed necessary or equitable by the Committee. In the event of any other change affecting the Common Stock, such adjustment shall be made as may be deemed equitable by the Committee to give proper effect to such event, subject to the limitations of Code section 424.

13. Retirement, Termination, and Death

In the event of a Participating Employee's retirement, death or termination of employment during a Stock Purchase Period, the amount of his or her accumulated payroll deductions shall be used to purchase shares of Common Stock on the last trading day of such Stock Purchase Period.

14. Amendment of the Plan

The Board or the Committee may at any time, or from time to time, amend the Plan in any respect.

15. Termination of the Plan

The Plan and all rights of Employees hereunder shall terminate:

(a) On the last trading day of the Stock Purchase Period on which Participating Employees become entitled to purchase a number of shares greater than the number of reserved shares remaining available for purchase; or

(b) At any time, at the discretion of the Board or the Committee.

In the event that the Plan terminates under circumstances described in subsection (a) above, reserved shares remaining as of the termination date shall be sold to Participating Employees on a pro rata basis based on the total amount of payroll deductions accumulated by all Participating Employees during the applicable Stock Purchase Period. Accumulated payroll deductions in excess of the amount needed to purchase the reserved shares remaining under the Plan shall be refunded to the Participating Employees on a pro rata basis.

16. Effective Date of the Plan

The Plan shall be effective as of January 1, 1999. The Plan has been approved by the holders of a majority of the Common Stock of The Dun & Bradstreet Corporation on April 20, 1999. Effective October 2, 2000, the Plan was amended to reflect the change of name from The Dun & Bradstreet Corporation 1999 Employee Stock Purchase Plan to the Moody's Corporation 1999 Employee Stock Purchase Plan. Effective December 15, 2008, the Plan was amended to change certain provisions.

17. Governmental and Other Regulations

The Plan, and the grant and exercise of the rights to purchase shares hereunder, and the Company's obligation to sell and deliver shares upon the exercise of rights to purchase shares, shall be subject to all applicable Federal, state, and local laws, rules and regulations, and to such approvals by any regulatory or governmental agency as may, in the opinion of counsel for the Company, be required.

18. No Employment Rights

The Plan does not, directly or indirectly, create in any Employee or class of employees any right with respect to continuation of employment by the Company or a Subsidiary, and it shall not be deemed to interfere in any way with the Company's or the Subsidiary's right to terminate, or otherwise modify, an Employee's employment at any time.

19. Effect of Plan

The provisions of the Plan shall, in accordance with its terms, be binding upon, and inure to the benefit of, all successors of each Participating Employee, including, without limitation, such Participating Employee's estate and the executors, administrators, or trustees thereof, and the heirs and legatees and any receiver, trustee in bankruptcy, or representative of creditors of such Participating Employee.

20. Governing Law

The internal laws of the State of New York govern all matters relating to the Plan.

Exhibit 10.46

MOODY'S CORPORATION

CAFETERIA PLAN

Effective January 1, 2008

TABLE OF CONTENTS

ARTICLE I
INTRODUCTION

1.1 Adoption and Purpose of the Plan . The Plan is hereby amended and restated effective as of January 1, 2008 (the "Effective Date"). The purpose of the Plan is to provide Employees with the opportunity to pay health insurance premiums, certain accident or health expenses and certain dependent care expenses on a before-tax basis by means of salary reduction.

1.2 Cafeteria Plan Status . The Plan is intended to qualify as a "Cafeteria Plan" under Code Section 125, including a dependent care assistance program under Code Section 129 and a medical reimbursement plan under Code Section 105(b). The Plan is to be interpreted in a manner consistent with the requirements of Code Sections 105, 106, 125, and 129.

ARTICLE II
DEFINITIONS

The following terms when used in the Plan shall have the following meanings unless a different meaning is clearly required by the context.

2.1 "Administrator" means the person appointed from time to time by the Company to administer the Plan, as provided in Article VIII.

2.2 "COBRA" means the health care continuation coverage provisions of Code Section 4980B.

2.3 "Code" means the Internal Revenue Code of 1986, as amended from time to time. Reference to any specific provision of the Code shall include such provision and any valid regulations promulgated thereunder, and any comparable provision of future legislation that amends, supplements, or supersedes such provision.

2.4 "Company" means Moody's Corporation.

2.5 "Compensation" means an Employee's total cash earnings received from the Employer during a Plan Year, prior to any salary reductions under this Plan, any other Code Section 125 plan, or any Code Section 401(k) plan.

2.6 "Continuation Participant" means any former Participant and any current or former spouse or Dependent of a Participant who participates in the Plan in accordance with Article VII.

2.7 "Contributions" means amounts paid under the Plan and allocated (i) to pay insurance or other premiums on behalf of a Participant, (ii) to the Health Care Reimbursement Account of a Participant or Continuation Participant, or (iii) to the Dependent Care Reimbursement Account of a Participant, for the purpose of providing benefits under the Plan.

2.8 “Default Benefits” means benefits which will be assigned to an Eligible Employee who fails to affirmatively elect benefits for a Plan Year during the applicable Enrollment Period, pursuant to Article IV hereunder.

2.9 “Dependent” means, with respect to any Participant, an individual defined in Code Section 152.

2.10 “Dependent Care Reimbursement Account” means an account established pursuant to Article VI and setting forth a Participant’s interest in the Plan used to reimburse Dependent Care Expenses.

2.11 “Dependent Care Benefits” means the reimbursement of Dependent Care Expenses as provided under the Plan.

2.12 “Dependent Care Expenses” means expenses that are incurred by a Participant (i) for the care of a qualified individual, or for related household services, and (ii) to enable the Participant to be gainfully employed for any period for which there are one or more such qualified individuals with respect to such Participant.

If such expenses are incurred for services provided outside the Participant’s household by a dependent care center (as defined in Code Section 21(b)(2)(D)), they shall be Dependent Care Expenses only if such center meets all applicable laws and regulations of the applicable state or unit of local government. Dependent Care Expenses shall not include any amount paid for services outside the Participant’s household at a camp where the qualified individual stays overnight, or any amount paid to an individual with respect to whom, for the Plan year, a deduction is allowable under Code Section 151(c) to such Participant or the spouse of such Participant, or who is a child of such Participant (within the meaning of Code Section 151(c)(3)) under the age of 19 at the close of the Plan Year.

For purposes of this definition, a qualified individual is (i) a Participant’s Dependent who is under age 13 and with respect to whom the Participant is the custodial parent (in the event that the Participant is divorced or separated), and is entitled to a deduction under Code Section 151(c), or (ii) a Participant’s spouse or Dependent who is physically or mentally incapable of caring for himself and who regularly spends at least 8 hours each day in the Participant’s household.

2.13 “Eligible Employee” means any full-time or part-time Employee who is regularly scheduled to work at least 20 hours a week for the Employer, and is eligible to participate in the Plan in accordance with Section 3.1.

2.14 “Employee” means any individual employed by the Employer and classified as a common-law employee of the Employer in the Employer’s payroll records. An individual who is classified as a “leased employee” (as described in Code section 414(n)) shall not be an Employee for purposes of the Plan.

2.15 “Employer” means Moody’s Corporation or any successor company, and such of its partially or wholly-owned subsidiary companies as may from time to time, be authorized by the Board or the Administrator to participate in the Plan with respect to all or some of its Eligible Employees and which have adopted the Plan.

2.16 “Enrollment Period” means the period prior to the beginning of each Plan Year during which Eligible Employees may elect benefit hereunder. The Enrollment Period shall be established annually by the Administrator, and shall be a period no less than 30 days prior to the beginning of the Plan Year. In addition, the Administrator may establish special Enrollment Periods for newly eligible Employees.

2.17 “ERISA” means the Employee Retirement Income Security Act of 1974, as amended from time to time. Reference to any specific provision of ERISA shall include such provision and any valid regulations promulgated thereunder, and any comparable provision of future legislation that amends, supplements, or supersedes such provision.

2.18 “Explanation of Benefits” means a statement from a medical or dental plan or health maintenance organization concerning benefits provided to an individual.

2.19 “Health Care Reimbursement Account” means an account established pursuant to Article V and setting forth the interest of a Participant or Continuation Participant in the Plan used to reimburse Health Care Expenses.

2.20 “Health Care Benefits” means the reimbursement of Health Care Expenses as provided under the Plan.

2.21 “Health Care Expenses” means, with respect to a Participant, expenses incurred by the Participant, his spouse, Dependent for “medical care” as defined in Code Section 213(d), but only to the extent that the Participant or other person incurring such expenses is not reimbursed for, and is not eligible for reimbursement of, such expenses through insurance or otherwise under any accident or health plan other than this Plan and cannot deduct such expenses under Code Section 213. The term “Health Care Expenses” does not include any premium paid for medical and/or dental coverage.

2.22 “Medical Plan” means the programs for medical, prescription drug, vision and/or dental coverage provided to Employees of the Employer, as evidenced by the documents, contracts and descriptive materials governing such coverage (hereinafter referred to as the “Policy.” The term “Medical Plan” includes the benefit descriptions, types, amounts, options and coverage levels under the Policy, the participation requirements under the Policy, and such other terms and conditions as are set forth in and are applicable to such Policy, as the same may be amended from time to time.

2.23 “Participant” means any Employee who participates in the Plan in accordance with Article III.

2.24 “Plan” means the Moody’s Corporation Cafeteria Plan as set forth herein together with any and all amendments and supplements thereto. The Plan is hereby amended and restated effective as of January 1, 2008.

2.25 “Plan Year” means the period beginning on the Effective Date and ending on the following December 31, and the twelve-month period ending on each December 31 thereafter.

2.26 “Qualifying Event” means the termination of a Participant’s employment for any reason other than his gross misconduct, a loss of eligibility due to a reduction in the hours of a Participant’s customary employment, the death of a Participant, the divorce or legal separation of a Participant and his spouse, or a Participant’s dependent child ceasing to be covered as a Dependent, if such event occurs during a Plan Year for which the Participant has chosen to receive Health Care Benefits.

2.27 “Salary Reduction Agreement” means an agreement between a Participant and the Employer that the Participant shall receive an allocation of Contributions for a Plan Year instead of his full Compensation in cash.

A pronoun or adjective in the masculine gender includes the feminine gender, and the singular includes the plural, unless the context clearly indicates otherwise.

ARTICLE III
PARTICIPATION

3.1 Commencement of Participation . Each Eligible Employee shall be eligible to participate in the Plan as of his or her date of hire or rehire. Such Eligible Employee may become a Participant by executing a Salary Reduction Agreement, as provided in Section 4.1.

3.2 Cessation of Participation . A Participant will cease to be a Participant as of the date on which he ceases to be an Eligible Employee.

3.3 Continuation of Participation . A Participant who would otherwise cease to be a Participant under Section 3.2 because of a Qualifying Event, or a Participant’s spouse or dependent child who would otherwise cease to receive benefits under the Plan because of a Qualifying Event, may elect to become a Continuation Participant in accordance with Article VII for the purpose of continuing to receive health care coverage as required by COBRA. If the Qualifying Event is the divorce or legal separation of the Participant and his spouse, or the dependent child’s ceasing to be a covered Dependent, the preceding sentence shall not apply to any individual unless the Participant, or the Participant’s spouse or dependent child, provides notice to the Administrator of the Qualifying Event within 60 days after the date the individual would otherwise cease to be eligible to receive benefits under the Plan.

3.4 Reinstatement of Former Participant . A former Participant will become a Participant again as of the date on which he again becomes an Eligible Employee and may participate in accordance with Section 3.1.

ARTICLE IV
BENEFIT OPTIONS AND SALARY REDUCTION

4.1 Benefit Options . A Participant may choose under the Plan to receive his full Compensation for any Plan Year in cash, or to receive benefits under the Plan for any Plan Year pursuant to a Salary Reduction Agreement. As of the Effective Date, the benefits available for each Plan Year are:

(a) Payment of premiums under the Medical Plan;

(b) The reimbursement of Health Care Expenses up to the maximum amount determined by the Administrator, provided in accordance with Article V; and

(c) The reimbursement of Dependent Care Expenses up to $5,000 ($2,500 in the case of a married Participant filing his federal tax return separately from his spouse), provided in accordance with Article VI.

4.2 Election Procedure and Salary Reduction Agreements .

(a) Each Eligible Employee immediately prior to the Effective Date who desires to become a Participant for the Plan Year commencing with the Effective Date shall file an election with the Administrator at such time as designated by the Administrator. By filing such an election, the Eligible Employee shall become a Participant and his election shall become effective as of the Effective Date. An Eligible Employee who first becomes an Eligible Employee on or after the Effective Date (or an Eligible Employee who returns to employment status as an Eligible Employee on or after the Effective Date) shall become a Participant by filing an election with the Administrator prior to the thirty-first (31st) day beginning with the date when he became an Eligible Employee (or) returned to Eligible Employee status); provided, however, that an election filed hereunder at a time other than during an annual Enrollment Period may not include an election of Health Care Benefits or Dependent Care Benefits. Subject to Section 4.5, such elections may be made only during an Enrollment Period.

Except as provided in Section 4.5 of the Plan, an Eligible Employee who fails to file his election within the time periods provided for in the preceding provisions of this Section 4.2 shall not be eligible to file an election for the applicable Plan Year. Such Eligible Employee may, however, file an election with respect to any subsequent Plan Year, as provided in Section 4.2(b), provided such Eligible Employee is then eligible to be a Participant.

(b) The Administrator shall provide a written election form (which shall include a Salary Reduction Agreement form to the extent required by the Administrator and may be in electronic format) to each Eligible Employee during the Enrollment Period prior to the beginning of each Plan Year. Each election form must be completed and returned to the Administrator on or before such date as the Administrator shall specify, which date shall be no later than the last day of the Plan Year in which the relevant Enrollment Period occurs. The election form shall be effective as of the first day of the next Plan Year.

(c) Each Participant who desires to receive benefits under the Plan during the Plan Year shall specify the type and amount of such benefits on his election form and shall execute a Salary Reduction Agreement. The Participant shall not elect Health Care Benefits in excess of the limits on Contributions to Health Care Reimbursement Accounts under Section 5.3(ii), or Dependent Care Benefits in excess of the limits on Contributions to Dependent Care Reimbursement Accounts under Section 6.3. The amount of the reduction in the Participant’s Compensation for the Plan Year shall be equal to the amount of benefits that he has elected.

4.3 Failure To Elect . A Participant failing to return a completed election form to the Administrator on or before the required due date pursuant to Section 4.2 above shall be deemed to have elected to continue in effect for the applicable Plan Year the benefits in effect for the immediately preceding Plan Year, except that no Health Care Benefits or Dependent Care Benefits shall be deemed to be elected. If the Eligible Employee had no coverage for the preceding Plan Year, he shall be deemed to have elected no benefits hereunder for the current Plan Year.

4.4 Changes by Administrator . If the Administrator determines, before or during any Plan Year, that the Plan may fail to satisfy for such Plan Year any nondiscrimination requirement or any limitation on contributions or benefits imposed by the Code, the Administrator shall take such action as the Administrator deems appropriate, under rules uniformly applicable to similarly situated Participants, to assure compliance with such requirement or limitation. Such action may include, without limitation, a modification of the elections made by any Participant who is a key employee (within the meaning of Code Section 416(i)(1)), a principal shareholder or owner (within the meaning of Code Section 129 (d)(4)), or highly compensated (within the meaning of Code Sections 105(h)(5), 125(e), or 414(q), as applicable)), with or without the consent of such Participant.

4.5 Irrevocability of Election by Participant during Plan Year . An election and any Salary Reduction Agreement made under the Plan (or deemed to be made pursuant to Section 4.3) shall be irrevocable by the Participant during the Plan Year, unless there is a change in status. A Participant may revoke a benefit election for the balance of a Plan Year and file a new election only if both the revocation and the new election are on account of and are consistent with the change in status.

A change in status for this purpose includes:

(a) Events that change the Participant’s legal marital status, including the following: marriage, death of the Participant’s spouse, divorce, legal separation, and annulment.

(b) Events that change the number of the Participant’s dependents including the following: birth, death, adoption, and placement for adoption.

(c) Events that change the Participant’s employment status or the employment status of the Participant’s spouse or dependent including: a termination or commencement of employment, a strike or lockout, a commencement of or return from an unpaid leave of absence and a change in work site.

(d) Events that cause the Participant’s dependent to satisfy or cease to satisfy eligibility requirements for coverage on account of attainment of age, student status, or any similar circumstance.

(e) If the Participant, or the Participant's spouse, and/or a dependent are entitled to special enrollment rights under a group health plan, the Participant may exercise the enrollment rights as provided for in Code Section 9801(f).

(f) If a judgment, decree or order from a court requires a Participant's dependent child to be covered under this Plan, the Participant may change his or her election to provide coverage for the child. Conversely, if the order requires another individual to provide coverage, the Participant may change his or her election to revoke coverage for his or her child.

(g) If the Participant, or the Participant's spouse, and/or a dependent who is enrolled in the Plan becomes enrolled in Medicare or Medicaid, the Participant may cancel or reduce coverage for the person who becomes enrolled in Medicare or Medicaid. Conversely, if the Participant, or the Participant's spouse and/or a dependent who was covered under Medicare or Medicaid loses this coverage, the Participant is allowed to make a prospective election to commence or increase coverage for the person who loses Medicare or Medicaid coverage under the Plan.

(h) If the cost of the coverage under the Employer's medical care program significantly increases or decreases, the Participant is allowed to either increase or decrease prospectively his or her contribution amounts or make another election to elect an option providing similar coverage. In cases of insignificant decrease or increase in cost of coverage, the Plan will automatically adjust the Participant's payroll deduction to reflect the difference in cost. The basis of whether a change in cost is significant or insignificant is determined on a group level, not on an individual level. Regarding the Dependent Care Reimbursement Account, the Participant may chose to increase his contributions in the event that the provider of services increases its fees during the Plan Year, as long as the provider of services is not a relative. Conversely, should the Participant choose to remove his dependent(s) from child care or the need for child care decreases, the Participant is allowed to decrease his or her Dependent Care Reimbursement Account election accordingly.

(i) If the Participant's coverage under the Employer's medical care program is significantly curtailed, the Participant may revoke his or her election and elect another plan option with similar coverage. Also if the Plan adds a new benefit during the Plan Year, the Participant may elect the newly added option. Conversely, if the Plan should drop an existing benefit, the Participant is allowed to choose another benefit which provides similar coverage. Further, the Participant is allowed to make an election change under the Plan of the Participant's spouse, former spouse, or dependent's employer, providing (i) the employer plan of the Participant's spouse, former spouse, or dependent's employer permits participants to make an election change that would be permitted under the Status Change rules contained in this document; or (ii) the Participant's plan permits participants to make an election for a period of coverage that is different from the period of coverage under the Plan of the Participant's spouse, former spouse, or dependent's employer.

Any new election under this Section 4.5 shall be effective at such time as the Administrator shall prescribe, but not earlier than the first pay period beginning after the election form is completed and returned to the Administrator.

4.6 Automatic Termination of Election . An election and any Salary Reduction Agreement made under the Plan (or deemed to be made under Section 4.3) shall automatically terminate on the day on which a Participant ceases to be a Participant in the Plan. Coverage for Health Care Benefits may continue or be reinstated to the extent provided by Article VII.

4.7 Unused Contributions or Benefits . Subject to the last sentence of this Section 4.7, if at the end of any Plan Year it is determined that the amount of Contributions on behalf of a Participant exceeds the cost of providing the benefits elected by the Participant for such Plan Year, the excess shall be forfeited and used to pay the costs of administering the Plan and/or any losses incurred under the Plan. Any excess forfeitures shall be used to reduce the cost of providing benefits to Participants for the next succeeding Plan Year, pursuant to Sections 5.8 and 6.8. A Participant’s unused Contributions or benefits may not be carried over to provide benefits to such Participant in a subsequent Plan Year; provided, however, that unused Contributions for a Plan Year may be used to provide benefits with respect to expenses incurred in the 2-1/2 months following the end of such Plan Year.

ARTICLE V
HEALTH CARE REIMBURSEMENT ACCOUNTS

5.1 Establishment of Accounts . The Administrator shall maintain a Health Care Reimbursement Account for each Participant who has elected to receive Health Care Benefits.

5.2 Crediting Accounts . Contributions credited to the Health Care Reimbursement Account of a Participant shall be made through payroll deductions pursuant the Participant’s Salary Reduction Agreement in effect for a Plan Year.

5.3 Account Limits . The total Contributions to the Health Care Reimbursement Account of a Participant during any Plan Year shall not exceed the lesser of (i) the amount elected by the Participant or (ii) the maximum amount determined by the Administrator. The Administrator may limit such Contributions by a Participant to a lower amount in its discretion, to the extent such limitation is permitted by applicable law.

5.4 Health Care Benefits .

(a) A Participant may only seek reimbursement from his Health Care Reimbursement Account for Health Care Expenses incurred during a Plan Year or within 2-1/2 months after the end of such Plan Year for which he has elected to receive Health Care Benefits. All claims for benefits shall be submitted on such form or forms as the Administrator shall prescribe (which may be in electronic form), by no later than the May 31 following the end of the Plan Year to which such claims relate.

(b) All claims for Health Care Benefits shall include any supporting documentation required by the Administrator documenting that the Health Care Expenses have been incurred and the amount of such expenses.

(c) All claims for Health Care Benefits shall also be accompanied by a written statement from the Participant that the Health Care Expenses have not been reimbursed and are not reimbursable under any other health plan.

(d) The Administrator shall have the authority to require the Participant to submit such additional information as may be necessary to verify that the expense constitutes a reimbursable Health Care Expense.

5.5 Maximum Benefits . The maximum amount of Health Care Benefits available at any time during a Plan Year shall be the amount determined under Section 5.3, less any such benefits previously paid to the Participant with respect to such Plan Year.

5.6 Account Adjustments . The Administrator shall from time to time adjust the Health Care Reimbursement Account of a Participant as described below:

(a) Contributions for a Plan Year shall be credited as they are paid.

(b) Health Care Benefits shall be charged as they are paid in accordance with the Participant's claims for a Plan Year.

(c) Following the last day for submission of claims for a Plan Year, a charge shall be made sufficient to eliminate any remaining balance in the account applicable to such Plan Year, which amount shall be forfeited in accordance with Section 5.8.

Such adjustments shall be accounted for separately for each Plan Year for which a Participant has elected to receive Health Care Benefits.

5.7 Terminations . Except as otherwise provided in Article VII, Contributions to the Health Care Reimbursement Account of a Participant and benefits thereunder shall automatically terminate as of the date the Participant ceases to be a Participant in the Plan pursuant to Section 3.2. However, the terminated Participant may continue to seek reimbursement in accordance with Section 5.4 for Health Care Expenses incurred during the portion of the Plan Year in which he was a Participant, up to the maximum amount for such Plan Year, determined under Section 5.5.

5.8 Forfeitures . Except as provided in Section 4.7, a Participant shall not carry over any unused Health Care Benefits from one Plan Year into a succeeding Plan Year, and any amount remaining in the Health Care Reimbursement Account of a Participant after the last day for the submission of claims for the Plan Year to which such amount relates shall be forfeited. Forfeitures shall be used first to defray administrative expenses and/or losses of the Plan. Any excess forfeitures shall be allocated on any reasonable and uniform basis to the Health Care Reimbursement Accounts of all Participants, to be applied to reimburse Health Care Expenses incurred in the Plan Year following the year of the forfeiture.

ARTICLE VI
DEPENDENT CARE REIMBURSEMENT ACCOUNTS

6.1 Establishment of Accounts . The Administrator shall Maintain a Dependent Care Reimbursement Account for each Participant who has elected to receive Dependent Care Benefits.

6.2 Crediting Accounts . Contributions credited to the Dependent Care Reimbursement Account of a Participant shall be made through payroll deductions pursuant to the Participant's Salary Reduction Agreement in effect for a Plan Year.

6.3 Account Limits . The total Contributions to the Dependent Care Reimbursement Account of a Participant during any Plan Year shall not exceed the lesser of (i) the amount elected by the Participant or (ii) $5,000, or, in the case of a married Participant filing his federal tax return separately from his spouse, $2,500. Notwithstanding the preceding sentence, a Participant may not elect to make Contributions to such account that exceed his earned income for the Plan Year (within the meaning of Code Section 129(b)), or, if less, the earned income of his spouse if he is married on the last day of the Plan Year. In the case of a spouse who is a full-time student at an educational institution or is physically or mentally incapable of caring for himself, such spouse shall be deemed to have earned income of $200 per month (or such greater actual amount) if the Participant has one qualified individual and $400 per month if the Participant has two or more qualified individuals.

6.4 Dependent Care Benefits .

(a) A Participant may only seek reimbursement from his Dependent Care Reimbursement Account for Dependent Care Expenses incurred during a Plan Year for which he has elected to receive Dependent Care Benefits. All claims for benefits shall be submitted on such form or forms as the Administrator shall prescribe (which may be in electronic form), by no later than the May 31 following the end of the Plan Year to which such claims relate.

(b) All claims for Dependent Care Benefits shall include any supporting documentation required by the Administrator documenting that the Dependent Care Expenses have been incurred and the amount of such expenses. Unless otherwise determined by the Administrator, the documentation shall include a written statement from the Participant indicating the nature of the care or type of services furnished, the name of the care provider, the dates the care was rendered, the dates the care was paid, the amount charged, and any other information that the Administrator may require to comply with applicable laws and regulations, including the following: (i) If the Participant is divorced or separated, a statement that the Participant is the custodial parent, and (ii) if the care is provided by a dependent care center, certification from such center that it meets all applicable state and local regulations.

6.5 Maximum Benefits . The maximum amount of Dependent Care Benefits available at any time during a Plan Year shall be the amount in a Participant's Dependent Care Reimbursement Account at such time. Such amount shall be the amount attributable to the Participant's Contributions for such Plan Year that have been allocated to the Participant's Dependent Care Reimbursement Account and not yet paid to the Participant as of the relevant date.

6.6 Account Adjustments . The administrator shall from time to time adjust the Dependent Care Reimbursement Account of a Participant as described below:

(a) Contributions for a Plan Year shall be credited as they are paid.

(b) Dependent Care Benefits shall be charged as they are paid in accordance with the Participant's claims for a Plan Year.

(c) Following the last day for submission of claims for a Plan Year, a charge shall be made sufficient to eliminate any remaining balance in the account applicable with Section 6.8.

Such adjustments shall be accounted for separately for each Plan Year for which a Participant has elected to receive Dependent Care Benefits.

6.7 Terminations . Contributions to the Dependent Care Reimbursement Account of a Participant shall automatically terminate as of the date the Participant ceases to be a Participant in the Plan pursuant to Section 3.2. However, if the Participant has not received his maximum Dependent Care Benefits for the Plan Year in which he ceases to be a Participant (determined under Section 6.5 as of the date he ceases participation), he may continue to seek reimbursement in accordance with Section 6.4 for Dependent Care Expenses incurred during the portion of the Plan Year in which he was a Participant.

6.8 Forfeitures . Except as provided in Section 4.7, a Participant shall not carry over any unused Dependent Care Benefits from one Plan Year into a succeeding Plan Year, and any amount remaining in the Dependent Care Reimbursement Account of a Participant after the last day for the submission of claims for the Plan Year to which such amount relates shall be forfeited. Forfeitures shall be used first to defray administrative expenses and/or losses of the Plan. Any excess forfeitures shall be allocated on any reasonable and uniform basis to the Dependent Care Reimbursement Accounts of all Participants, to be applied to reimburse Dependent Care Expenses incurred in the Plan Year following the year of the forfeiture.

6.9 Principal Shareholder or Owners Exception . To the extent applicable to the Employer, not more than 25 percent of the amounts paid for Dependent Care Benefits during a Plan Year may be provided for the class of Participants who are shareholders or owners of such Employer (or their spouses or Dependents), each of whom (on any day of the Plan Year) owns more than 5 percent of the stock or of the capital or profits interest in such Employer. Ownership of stock in the Employer shall be determined in accordance with the rules of Code Section 1563(d) and (e) without regard to Code Section 1563(e)(3)(C). Ownership of an interest in an unincorporated Employer shall be determined in accordance with regulations prescribed by the Secretary of the Treasury.

6.10 Notice to Members . The Administrator shall furnish each Participant who has received Dependent Care Benefits during a Plan Year, a written statement showing the amounts paid or incurred by the Employer in providing such benefits during the Plan Year. Such written statement shall be furnished at such time as determined by the Administrator following the close of the applicable Plan Year.

ARTICLE VII
CONTINUATION PARTICIPATION

7.1 Election of Continuation Participation . As soon as practicable, the Administrator shall provide a written notice and election form to each individual who may elect under

Section 3.3 to become a Continuation Participant in the Plan. The election form shall be effective as of the date on which the individual would otherwise cease to receive benefits under the Plan. Each individual who desires to become a Continuation Participant in the Plan to receive Health Care Benefits shall so specify on his election form. Each election form must be completed and returned to the Administrator on before the date that is 60 days after the later of (i) the date on which the Qualifying Event occurs or (ii) the date on which the notice and election form are provided to such individual.

7.2 Benefits .

(a) A Continuation Participant shall elect and receive Health Care Benefits in accordance with Articles IV, V, and other relevant provisions of the Plan. An election pursuant to Section 7.1 shall continue the election of Health Care Benefits made or deemed to have been made by the Continuation Participant (or the Continuation Participant's spouse or parent) pursuant to Article IV for the Plan Year in which the Qualifying Event occurs.

(b) A Continuation Participant shall not be eligible to elect or to receive any benefits under the Plan other than Health Care Benefits.

7.3 Payment of Contributions . A Continuation Participant shall be required to pay monthly Contributions to his Health Care Reimbursement Account as of the effective date of his election to continue participation. The amount of such Contributions (on an annualized basis) shall equal the amount of Health Care Benefits that he has elected to receive for the Plan Year, adjusted by the Administrator on a uniform and nondiscriminatory basis to include any additional amount that may be charged to an individual electing health care continuation coverage under COBRA.

7.4 Cessation of Continuation Participation . A Continuation Participant will cease to be a Continuation Participant as of the earlier of (i) the date on which he fails to make timely payment of a Contribution due under Section 7.3, (ii) the date on which he elects to discontinue, or fails to make a required election to continue, his participation in the Plan, or (iii) the date on which his right under COBRA to continue health care coverage under the Plan expires. A Continuation Participant who returns to service as an Employee without a break in participation shall be reinstated as a Participant without any change in his election. All other former Participants shall be reinstated as a Participant in accordance with Section 3.4.

ARTICLE VIII
ADMINISTRATION

8.1 Administrator . The Company shall select an Administrator, and such Administrator will have full power to administer the Plan in all of its details, subject to applicable requirements of law, provided that the Plan is carried out in a nondiscriminatory fashion, in accordance with its terms, and for the exclusive benefit of Participants and their Dependents. The Company shall designate one or more of its employees as liaison to the Administrator, with authority, power and responsibility to perform all duties and supply and transmit all information and reports with respect to Employees of each Employer to enable the Administrator to discharge properly its duties under the Plan, and to achieve compliance by the Company with reporting, disclosure and other requirements of ERISA.

8.2 Powers and Authority; Action Conclusive . Except as otherwise expressly provided in the Plan:

(a) The Administrator will have all powers necessary or helpful for the carrying out of its responsibilities.

(b) The Administrator may delegate to one or more persons the right to act on its behalf in any one or more matters connected with the administration of the Plan.

(c) Without limiting the generality of the foregoing, the Administrator will have the power to make rules and regulations for the administration of the Plan that are consistent with the terms and provisions of the Plan, to interpret and construe all terms, provisions, conditions and limitations of the Plan, and to determine all questions arising out of, or in connection with, the provisions of the Plan or its administration in any and all cases in which the Administrator deems a determination advisable. The decisions or actions taken by the Company, the Administrator or its delegates in good faith in respect of any matter hereunder, including decisions regarding claims for benefits, will be conclusive and binding upon all parties concerned.

The foregoing list of powers is not intended to be either complete or exclusive and the Administrator will, in addition, have such powers as it may determine to be necessary for the performance of its duties under the Plan.

8.3 Indemnification . To the extent permitted by law, any person who is an employee, officer and/or director of the Company shall be indemnified by the Company and held harmless against any claims, and the expenses of defending against such claims, resulting from any action or conduct connected with or related to the Plan or the administration of the Plan, unless such person has acted in bad faith or in a grossly negligent fashion, or has willfully neglected his duties, in respect of the Plan.

8.4 Counsel and Assents . The Administrator may employ such counsel (including legal counsel, who may be counsel for the Company) and agents, and may arrange for such clerical and other services, as the Administrator may require in carrying out the provisions of the Plan. Neither the Company nor the Administrator shall be liable for the acts or omissions of any person to whom responsibilities are delegated pursuant to this Section 8.4, except as otherwise provided by law.

8.5 Genuineness of Documents . The Administrator, the Company, and their respective officers, directors, and employees will be entitled to rely upon any notice, request, consent, letter, telegram or other paper or document believed by them or any of them to be genuine and to have been signed or sent by the proper person, and will be fully protected in respect of any action taken or suffered by them in good faith reliance thereon.

8.6 Proper Proof . In any case in which the Company or the Administrator is required under the Plan to take action upon the occurrence of any event, they will be under no obligation to take such action unless and until proper and satisfactory evidence of such occurrence has been received by them.

8.7 Claims Procedure . The Administrator shall establish such claims procedures as it deems necessary and appropriate, in accordance with the terms and conditions of the Plan. A claim for reimbursement under a Dependent Care Reimbursement Account shall not be deemed denied solely because payment is deferred until such time as there are sufficient funds credited to the Participant's Account to pay such claim. If a claim for reimbursement is denied (or denied in part) by the Administrator, the claimant shall be given notice in writing of such denial within 90 days after receipt of the claim (or if special circumstances require an extension of time, written notice of the extension shall be furnished to the claimant, indicating the special circumstances requiring the extension of time and the date by which the Plan expect to render a decision. In no event shall such extension exceed an additional 90 days). The notice of a denial of a claim shall be written in a manner calculated to be understood by the claimant and shall set forth the following information:

(a) the specific reason or reasons for such denial;

(b) a specific reference to pertinent Plan provisions on which the denial is based;

(c) description of any additional material or information necessary for the claimant to perfect the claim and an explanation of why such material or information is necessary;

(d) An explanation of the Plan's claims procedure and the time limits applicable to such procedures, including a statement of the claimant's right to bring a civil action under section 502(a) of ERISA.

Within 60 days after receipt of the above material, the claimant shall have a reasonable opportunity to appeal the claim denial to the Administrator for a full and fair review. The claimant or his authorized representative must request such a review in writing within 60 days after such notice of denial has been received.

The claimant or his duly authorized representative shall have (i) the opportunity to submit written comments, documents, records, and other information relating to the claim for benefits, (ii) upon request and free of charge, reasonable access to, and copies of, all documents, records, and other information relevant to the claimant's claim for benefits, and (iii) the opportunity to submit written comments, documents, records, and other information relating to the claim for benefits. The Administrator's review of the adverse benefit decisions shall take into account all comments, documents, records, and other information submitted by the claimant relating to the claim, without regard to whether such information was submitted or considered in the initial benefit determination.

The decision of the Administrator shall be made promptly, and not later than 60 days after the Administrator's receipt of the request for review, unless special circumstances require an extension of time for processing, in which case the claimant shall be so notified before the termination of the initial 60 day period and a decision shall be rendered as soon as possible, but not later than 120 days after receipt of the request for review. The extension notice shall indicate the special circumstances requiring an extension of time and the date by which the Plan expects to render the determination on review.

The claimant shall be given a copy of the decision promptly. The decision shall be in writing and shall include specific reasons for the decision, written in a manner calculated to be understood by the claimant, and specific references to the pertinent Plan provisions on which the decision is based. The decision shall include a statement that the claimant is entitled to receive, upon request and free of charge, reasonable access to, and copies of, all documents, records, and other information relevant to the claimant's claim for benefits. Additionally, the decision shall include a statement of the claimant's right to bring an action under section 502(a) ERISA.

Notwithstanding the foregoing, any claim which arises under an insurance contract shall not be subject to review under this Plan, and the Administrator's authority under this section shall not extend to any matter as to which an administrator under any such other plan is empowered to make determinations under such plan.

8.8 Expenses of Administration . The expenses, other than settlor expenses, incurred by or on behalf of the Employer relative to the administration of the Plan shall be paid from forfeitures arising under Sections 4.7, 5.8 and 6.8, and, to the extent such expenses exceed such forfeitures, shall be paid by the Employer; provided, however, each Participant electing any reimbursement account available under the Plan may be charged certain expenses incident to the maintenance of such account as determined by the Administrator.

8.9 Nondiscriminatory Acts . Any discretionary acts to be taken under the terms and provisions of the Plan by the Employer or the Administrator shall be uniform in their nature and application to all those similarly-situated, and no discretionary acts shall be taken that would be discriminatory under the provisions of the Code relating to cafeteria plans, medical plans, or dependent care assistance plans, or any other employee welfare benefit plan, where applicable.

ARTICLE IX
AMENDMENT OR TERMINATION

9.1 Right Reserved . The Plan may be amended or terminated at any time by the Board, the Governance and Compensation Committee of the Board, the Management Benefits and Compensation Committee, or a delegate of any of them. Such amendment or termination shall not adversely affect or alter any right or obligation with respect to any benefit previously accrued hereunder.

ARTICLE X
MISCELLANEOUS

10.1 Payment to an Incompetent . If any amount is payable hereunder to an adjudged legally incompetent person, such amount may be paid to the legal representative(s) of such incompetent person, and if none, to the first surviving class of the following successive preference payees:

(a) To such person's spouse;

(b) To such person’s parent;

(c) To a guardian of such incompetent person or to the person with whom such incompetent person resides; or

(d) Directly to such incompetent person.

Payment to any person in accordance with the foregoing provisions will, to the extent of the payment, discharge the Plan, the Company, the Administrator and any person making such payment pursuant to the direction of the Company or the Administrator, and none of the foregoing will be required to see to the proper application of such payment.

10.2 Designation of Beneficiary . If a Participant dies during a Plan Year, the Plan shall reimburse such Participant’s spouse, or if none, such Participant’s beneficiary, for covered expenses incurred prior to the Participant’s death or as otherwise required by Code Section 4980B, upon receipt by the Administrator of a completed claim. In the event that a participant dies without a spouse, the designated beneficiary or beneficiaries of a Participant entitled to succeed to the Participant’s right to receive any benefit or payment under the Plan shall be the Participant’s designated beneficiary or beneficiaries under the group term life insurance plan maintained by the Employee’s Employer (if applicable), and in the absence of any such designated beneficiary, the Participant’s estate.

10.3 Missing Payee . Any amount due and payable under the Plan to a Participant or beneficiary shall be forfeited if the Administrator after reasonable effort is unable to locate such individual.

10.4 Rights of Participants . Nothing hereunder shall require the Employer to vest a Participant or Continuation Participant in any right against the Employer, except as an unsecured creditor seeking enforcement of this Plan. Neither the establishment of this Plan, nor any modification thereof, nor any payments hereunder, shall be considered as giving to any Participant or Continuation Participant, or any person, any legal or equitable rights against the Employer or the Employer’s shareholders, directors, or officers.

10.5 Estoppel of Participants . The Administrator and the Employer may rely upon any certificate, statement or other representation made to them by any Employee, Participant, Continuation Participant, or Dependent with respect to any fact required to be determined under any of the provisions of the Plan, and will not be liable on account of the payment of any moneys or the doing of any act in reliance upon any such certificate, statement or other representation.

In the discretion of the Administrator, any such certificate, statement or other representation will be conclusively binding upon an Employee, Participant, or Continuation Participant, and his Dependents, and such Employee, Participant, Continuation Participant, or Dependents will thereafter and forever be estopped from disputing the truth and correctness of such certificate, statement or other representation.

10.6 Right of Discharge Reserved . The establishment of the Plan shall not be construed to confer upon an Employee or Participant any legal right to be retained in the employ of the Employer. All Employees will remain subject to discharge to the same extent as if the

Plan had never been adopted, and may be treated without regard to the effect such treatment might have upon them under the Plan. Nothing in the Plan shall be deemed to be an agreement, consideration, inducement, or condition of employment.

10.7 Separability . If any provision of the Plan is held invalid or unenforceable, its invalidity or unenforceability will not affect any other provision of the Plan, and the Plan will be construed and enforced as if such provision had not been included therein.

10.8 Governing Law . The Plan shall be construed in accordance with the laws of the State of New York to the extent not preempted by federal law.

10.9 Fiduciaries . Every fiduciary under the Plan shall act solely in the interest of Participants and beneficiaries, and for the exclusive purpose of providing benefits to Participants and beneficiaries. Any fiduciary under the Plan may serve in more than one fiduciary capacity with respect to the Plan.

10.10 Captions . The captions contained herein are inserted only as a matter of convenience and for reference and in no way define, limit, enlarge or describe the scope or intent of the Plan, nor in any way shall affect the Plan or the construction of any provision thereof.

10.11 Nonassignability . A Participant shall not be permitted to assign, anticipate, transfer or alienate his rights under the Plan. Eligibility for benefits is conditioned on compliance with this Section.

10.12 No Representations . The tax advantages to be provided by this Plan are subject to government rulings, regulations, and application of the tax laws by the Internal Revenue Service. The Employer makes no representation that any particular tax consequences will result through participation in this Plan.

SUBSIDIARIES OF THE REGISTRANT

LIST OF ACTIVE SUBSIDIARIES AS OF DECEMBER 31, 2008

U.S. Entities

	Name	Jurisdiction
1	Moody's Wall Street Analytics International LLC	California
2	Moody's Wall Street Analytics, Inc.	California
3	Fermat Inc.	Delaware
4	MIS Quality Management Corp.	Delaware
5	Moody's Advisors Inc.	Delaware
6	Moody's Analytics, Inc.	Delaware
7	Moody's Assureco, Inc.	Delaware
8	Moody's Corporation	Delaware
9	Moody's Credit Quotes Inc.	Delaware
10	Moody's Evaluations Inc.	Delaware
11	Moody's Investors Service, Inc.	Delaware
12	Moody's Overseas Holdings, Inc.	Delaware
13	Moody's Risk Services Corp.	Delaware
14	Moody's Assurance Company, Inc.	New York

Foreign Entities

	Name	Jurisdiction
15	Moody's Latin America Calificadora de Riesgo S.A.	Argentina
16	Fermat Australia Pty. Ltd.	Australia
17	MIS Funds Pty. Ltd.	Australia
18	Moody's Analytics Australia Pty. Ltd.	Australia
19	Moody's Credit Quotes Australia Pty. Ltd.	Australia
20	Moody's Group Australia Pty. Ltd.	Australia
21	Moody's Investors Service Pty. Ltd.	Australia
22	Fermat Finance SPRL	Belgium
23	Fermat International SA	Belgium
24	Fermatsa Servicosde Informatica LTDA.	Brazil
25	Moody's America Latina Ltda.	Brazil
26	Moody's Analytics do Brasil Ltda.	Brazil
27	Moody's Central Europe (BVI) Ltd.	British Virgin Islands
28	Moody's China (BVI) Ltd.	British Virgin Islands
29	Moody's Dubai (BVI) Ltd.	British Virgin Islands
30	Moody's Holdings (BVI) Ltd.	British Virgin Islands
31	Moody's Indonesia (BVI) Ltd.	British Virgin Islands
32	Moody's Investors Service (BVI) Ltd.	British Virgin Islands
33	Moody's Israel Holdings, Inc.	British Virgin Islands
34	Moody's Latin America Holding Corp.	British Virgin Islands
35	Moody's South Africa (BVI) Ltd.	British Virgin Islands
36	Moody's Analytics Canada Inc.	Canada
37	Moody's Canada, Inc.	Canada
38	Fermat (Bejing) Software Co. Ltd.	China
39	Moody's Investors Service Beijing, Inc.	China

	Name	Jurisdiction
40	Moody’s Software Development (Shenzhen) Ltd.	China
41	Moody’s Investors Service Cyprus Ltd.	Cyprus
42	Moody’s Central Europe A.S.	Czech Republic
43	Fermat FZ LLC	Dubai
44	Moody’s Analytics (DIFC) Limited	Dubai
45	Moody’s Middle East Ltd.	Dubai
46	Fermat SAS	France
47	Moody’s Analytics France SAS	France
48	Moody’s France S.A.S.	France
49	Moody’s Group France SAS	France
50	Fermat GmBH	Germany
51	Moody’s Analytics Deutschland GmbH	Germany
52	Moody’s Deutschland GmbH	Germany
53	Moody’s Group Deutschland GmbH	Germany
54	Moody’s Company Hong Kong Ltd.	Hong Kong
55	ENB Consulting (Asia) Limited	Hong Kong
56	Fermat Limited	Hong Kong
57	Moody’s Analytics Hong Kong Ltd.	Hong Kong
58	Moody’s Asia Pacific Ltd.	Hong Kong
59	Moody’s Investors Service Hong Kong Ltd.	Hong Kong
60	Moody’s Investment Co. India Pvt. Ltd.	India
61	PT Moody’s Indonesia	Indonesia
62	Moody’s Analytics Ireland Ltd.	Ireland
63	Moody’s Finance Company Ireland	Ireland
64	Fermat Limited	Israel
65	Midroog Ltd.	Israel
66	Moody’s Italia S.r.l.	Italy
67	Moody’s Analytics Japan KK	Japan
68	Moody’s Group Japan GK	Japan
69	Moody’s Japan Kabushiki Kaisha	Japan
70	Moody’s Interfax Rating Agency, Kazakhstan Ltd.	Kazakhstan
71	Fermat Co. Ltd.	Korea
72	Korea Investors Service, Inc.	Korea
73	Moody’s Investors Service (Korea) Inc.	Korea
74	MIS Cyprus Ltd. Luxembourg Branch	Luxembourg
75	Moody’s Group Luxembourg Sarl	Luxembourg
76	Moody’s Mauritius Holdings Inc.	Mauritius
77	Administración de Calificadora S.A.	Mexico
78	Moody’s de Mexico S.A. de C.V.	Mexico
79	Fermat S.p.z.o.o.	Poland
80	Moody’s Eastern Europe LLC	Russia
81	Moody’s Interfax Rating Agency Ltd.	Russia
82	ENB Consulting Asia (Singapore) Pte. Limited	Singapore
83	Fermat Private Ltd.	Singapore
84	Moody’s Analytics Singapore Pte. Ltd.	Singapore
85	Moody’s Asia-Pacific Group (Singapore) Pte. Ltd.	Singapore
86	Moody’s Investors Service Singapore Pte. Ltd.	Singapore
87	Moody’s Singapore Pte. Ltd.	Singapore
88	Moody’s Investors Service (South Africa) Pty. Ltd.	South Africa
89	Moody’s Investors Service Espana, S.A.	Spain
90	Moody’s Taiwan Corporation	Taiwan

	Name	Jurisdiction
91	Economy.com (UK) Ltd.	U.K.
92	Moody’s Holdings Ltd.	U.K.
93	Moody’s Investors Service Ltd.	U.K.
94	Moody’s Analytics UK Ltd.	UK
95	Moody’s Wall Street Analytics UK Ltd.	UK
96	Moody’s Interfax Rating Agency Ukraine LLC	Ukraine
97	ENB Consulting Ltd.	United Kingdom
98	Moody’s Finance Company UK Ltd.	United Kingdom
99	Moody’s Group UK Ltd.	United Kingdom

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders
of Moody's Corporation

We consent to the incorporation by reference in the registration statements on form S-8 (No. 333-145127, No. 333-126564, No. 333-103496, No. 333-47848, No. 333-81121, No. 333-68555, No. 333-64653, No. 333-60737, No. 333-57915, No. 333-57267) of Moody's Corporation of our report dated February 27, 2009, with respect to the consolidated balance sheet of Moody's Corporation as of December 31, 2008, and the related consolidated statements of operations, cash flows and stockholders' deficit, for the year then ended, and the effectiveness of internal control over financial reporting as of December 31, 2008, which report appears in the December 31, 2008 annual report on Form 10-K of Moody's Corporation.

/s/ KPMG LLP

KPMG LLP
New York, New York

February 27, 2009

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders
of Moody’s Corporation

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (Nos. 333-57267, 333-57915, 333-60737, 333-64653, 333-68555, 333-81121, 333-47848, 333-103496, 333-126564 and 333-145127) of Moody’s Corporation (formerly known as The Dun & Bradstreet Corporation) of our report dated February 28, 2008, except for the effects of the change in the composition of reportable segments as discussed in Note 18 as to which the date is February 27, 2009, relating to the financial statements, which appears in this Form 10-K.

/s/ PRICEWATERHOUSECOOPERS LLP

PricewaterhouseCoopers LLP
New York, New York

February 27, 2009

EXHIBIT 31.1

CHIEF EXECUTIVE OFFICER CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I,Raymond W. McDaniel, Jr., Chairman and Chief Executive Officer of Moody's Corporation, certify that:

1. I have reviewed this annual report on Form 10-K of Moody's Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the periods covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ RAYMOND W. MCDANIEL, JR.

Raymond W. McDaniel, Jr.
Chairman and Chief Executive Officer

February 27, 2009

CHIEF FINANCIAL OFFICER CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Linda S. Huber, Executive Vice President and Chief Financial Officer of Moody's Corporation, certify that:

1. I have reviewed this annual report on Form 10-K of Moody's Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the periods covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ LINDA S. HUBER

Linda S. Huber
Executive Vice President and Chief Financial Officer

February 27, 2009

EXHIBIT 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Moody's Corporation on Form 10-K for the year ended December 31, 2008 as filed with the SEC on the date hereof (the "Report"), I, Raymond W. McDaniel, Jr., Chairman and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ RAYMOND W. MCDANIEL, JR.

Raymond W. McDaniel, Jr.
Chairman and Chief Executive Officer

February 27, 2009

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Moody's Corporation on Form 10-K for the year ended December 31, 2008 as filed with the SEC on the date hereof (the "Report"), I, Linda S. Huber, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ LINDA S. HUBER

Linda S. Huber
Executive Vice President and Chief Financial Officer

February 27, 2009