

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

CME GROUP INC, a Delaware Corporation, as)
successor by merger to CBOT HOLDINGS, INC., a)
Delaware corporation; THE BOARD OF TRADE)
OF THE CITY OF CHICAGO, INC., a Delaware)
corporation; and MICHAEL FLOODSTRAND and)
THOMAS J. WARD and All Others Similarly)
Situating,)

Plaintiffs,)

Civil Action No. 2369-VCN)

v.)

CHICAGO BOARD OPTIONS EXCHANGE,)
INC., a Delaware non-stock corporation,)
WILLIAM J. BRODSKY, JOHN E. SMOLLEN,)
ROBERT J. BIRNBAUM, JAMES R. BORIS,)
MARK F. DUFFY, DAVID FISHER, JONATHAN)
G. FLATOW, JANET P. FROETSCHER,)
BRADLEY G. GRIFFITH, PAUL J. JIGANTI,)
PAUL KEPES, STUART K. KIPNES, DUANE R.)
KULLBERG, JAMES P. MacGILVRAY,)
ANTHONY D. McCORMICK, R. EDEN)
MARTIN, KEVIN MURPHY, RODERICK)
PALMORE, THOMAS H. PATRICK, JR., SUSAN)
M. PHILLIPS, WILLIAM R. POWER, SAMUEL)
K. SKINNER, CAROLE E. STONE, HOWARD L.)
STONE, and EUGENE S. SUNSHINE,)

Defendants.)

SECOND AMENDMENT TO STIPULATION OF SETTLEMENT

Following the September 29, 2008 hearing to consider certain objections to the terms of the August 20, 2008 Stipulation of Settlement, and after consideration of the comments made by the Court during that hearing, the parties have now agreed to further amend the August 20, 2008 Stipulation of Settlement, as amended on September 30, 2008 (the "Stipulation"), as follows:

1. The reference to “the Settlement Hearing Date” in paragraph 30EE of the Stipulation defining the “Settlement Period” is amended to read “October 31, 2008.” As a result, paragraph 30EE will now read as follows:

“Settlement Period” means the period of time from 5:00 p.m., Chicago time, on the Eligibility Date through and including 5:00 p.m., Chicago time, on October 31, 2008.

2. As a result of the amendment of the definition of the term “Settlement Hearing Date” in paragraph 30EE of the Stipulation and consistent with the September 30, 2008 Amendment to Stipulation of Settlement, the provisions of paragraph 32D of the Stipulation have been amended in their entirety, and that paragraph will now read as follows:

32D. directing that

(1) the Class Counsel shall obtain from Computershare and submit to the Court and the parties, no later than October 21, 2008, a list of the owners of record (and their related share holdings) of at least 10,251.75 shares of CME Group Common Stock held in book-entry form at Computershare as of 5:00 p.m., Chicago time, on the Eligibility Date (the “Initial Shareholder List”);

(2) the Class Counsel shall obtain from Computershare and submit to the Court and the parties, no later than November 10, 2008, (i) a list of the owners of record (and their total share holdings) of at least 10,251.75 shares of CME Group Common Stock held in book-entry form at Computershare during the Settlement Period, and (ii) a schedule of any sales or transfers (including transferring shares from book-entry to certificated form) of shares of CME Group Common Stock by any of the Persons listed on the Initial Shareholder List during the Settlement Period;

(3) the Class Counsel shall obtain from the Board of Trade and submit to the Court and the parties, no later than October 21, 2008 (i) a list of the owners of record as of 5:00 p.m., Chicago time, on the Eligibility Date of at least one B-1 Membership (and their total B-1 Membership holdings) and at least one Exercise Right Privilege (and their total Exercise Right Privilege holdings), and (ii) in the event that any B-1 Memberships or Exercise Right Privileges shown on such list are held as appointee or nominee for a Board of Trade member firm, the name of the related member firm (the “Initial Member/ERP List”);

(4) the Class Counsel shall obtain from the Board of Trade and submit to the Court and the parties, no later than November 10, 2008, (i) a list of the owners of record as of 5:00 p.m., Chicago time, during the Settlement Period of at least one B-1 Membership

(and their total B-1 Membership holdings) and at least one Exercise Right Privilege (and their total Exercise Right Privilege holdings), (ii) in the case of any B-1 Memberships or Exercise Right Privileges shown on such list are held as appointee or nominee for a Board of Trade member firm, the name of the related member firm, and (iii) a schedule of any sales or transfers of B-1 Memberships or Exercise Right Privileges by any of the Persons listed on the Initial Member/ERP List during the Settlement Period;

(5) the Class Counsel shall obtain from the Board of Trade and submit to the Court and the parties, no later than October 21, 2008, a list of Persons that, prior to August 22, 2008, as shown by the records maintained by the CBOT, (i) simultaneously owned or possessed by delegation (a) at least one B-1 Membership, and (b) at least one Exercise Right Privilege, (ii) the number of B-1 Membership(s) and Exercise Right Privilege(s) simultaneously owned or possessed by delegation by each such Person prior to August 22, 2008, and (iii) the dates on which such B-1 Membership(s) and Exercise Right Privilege(s) were simultaneously owned or possessed by delegation by such person prior to August 22, 2008;

(6) the Class Counsel shall obtain from Computershare and submit to the Court and the parties, no later than October 21, 2008, (i) a list of (a) the owners of record (and their related share holdings) of at least 27,338 shares of CBOT Common Stock at any time prior to the time of the CME Transaction and (b) the dates on which such shares of CBOT Common Stock were held, and (ii) a list of (a) the owners of record (and their related share holdings) of at least 10,251.75 shares of CME Group Common Stock at any time on or after the time of the CME Transaction and prior to August 22, 2008 and (b) the dates on which such shares of CBOT Common Stock were held;

(7) the Class Counsel shall obtain from the Board of Trade and submit to the Court and to the parties, no later than October 21, 2008, a list of Persons that, as shown by the records maintained by the CBOT, beneficially owned at least one B-1 Membership and at least one Exercise Right Privilege on July 11, 2007, and that list shall specify the total number of B-1 Memberships and Exercise Right Privileges held by each such Person on that date;

(8) the Class Counsel shall obtain from Computershare and submit to the Court and to the parties, no later than October 21, 2008, a list of the Persons that, as shown on the records maintained by Computershare, beneficially owned at least 27,338 shares of CBOT Common Stock on July 11, 2007, and that list shall specify the total number of shares of CBOT Common Stock held by each such Person on that date; and

(9) the CBOE shall submit to the Court and the parties, no later than October 21, 2008, (a) a list of Persons that, as shown by the records of CBOE, became a CBOE Temporary Member pursuant to CBOE Rule 3.19.01 on July 11, 2007 and (b) a list of Persons that, as shown by the records of CBOE, were CBOE Temporary Members on June 1, 2008.

3. As soon as possible, but in no event later than October 7, 2008, Class Counsel will mail a copy of this Second Amendment to Stipulation of Settlement to all persons who were sent a Class Action Notice, pursuant to paragraph 32C of the Stipulation, at the address to which the Class Action Notice was sent or to the last known address provided to Class Counsel and to all persons who have otherwise indicated to Class Counsel that they are potential members of the Settlement Class and who have provided Class Counsel with a mailing address as of October 6, 2008.

4. Except as otherwise provided herein, the remaining provisions of the Stipulation of Settlement remain in full force and effect.

For CHICAGO BOARD OPTIONS
EXCHANGE, INCORPORATED and the
CBOE DIRECTOR DEFENDANTS

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Persons that, as shown by the records of CBOE, were CBOE Temporary Members on June 1, 2008.

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