

**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 )  
Situated, )

Plaintiffs, )

v. )

Civil Action No. 2369-VCN )

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. )

**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 (the "Stipulation"), and after consideration of the comments made by the Court during that hearing, the parties have agreed to amend the Stipulation as follows:

1. The reference to “June 2, 2008” in paragraph 30AA of the Stipulation defining the “Settlement Class” is amended to read “August 22, 2008.” As a result, paragraph 30AA will now read as follows:

The “Settlement Class” will consist of a non-opt out class, certified by the Court pursuant to Court of Chancery Rules 23(a), 23(b)(1) and (b)(2), consisting of (A) all Persons who at any time prior to August 22, 2008 simultaneously beneficially owned or possessed by delegation (i) at least one B-1 Membership, (ii) at least one Exercise Right Privilege, and (iii) at least 27,338 shares of CBOT Common Stock or, after consummation of the CME Transaction, at least 10,251.75 shares of CME Group Common Stock (the “Group A Settlement Class,” each member of which is a “Group A Settlement Class Member”), and (B) all Persons who own of record at least one Exercise Right Privilege as of 5:00 p.m., Chicago time, on the Eligibility Date and their transferees and assigns (the “Group B Settlement Class,” each member of which is a “Group B Settlement Class Member”).

In addition, each of the references to “June 2, 2008” in paragraphs 30Q, 32D(7) and 32D(8) are amended to read “August 22, 2008.”

2. The reference to the “45<sup>th</sup> day following the entry of the Scheduling Order” in the definition of the “Eligibility Date” found in paragraph 30N of the Stipulation is amended to read the “53<sup>rd</sup> day following entry of the Scheduling Order.” As a result, the “Eligibility Date,” which previously fell on October 6, 2008, will now be 5:00 p.m. Chicago time on October 14, 2008.

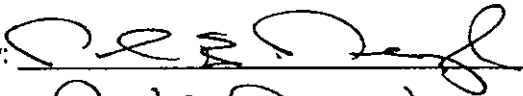
3. As soon as possible, but in no event later than October 2, 2008, Class Counsel will mail a copy of this Amendment to Stipulation of Settlement to all persons who were sent a Class Action Notice, pursuant to paragraph 32C of the Stipulation, at the address to which the Class Action Notice was sent 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 1, 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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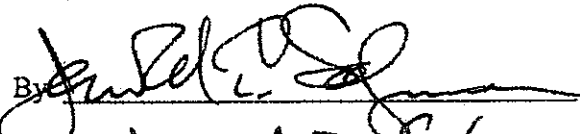
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