

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Schedule TO

Amendment No. 1

Tender Offer Statement under Section
14(d)(1) or 13(e)(1) of the Securities Exchange Act of 1934

CME GROUP INC.

(Name of Issuer)

CME GROUP INC. (Issuer)

(Name of Filing Person (Identifying Status as Offeror, Issuer or Other Person))

Class A Common Stock, par value \$0.01 per share
(including the associated preferred stock purchase rights)

(Title of Class of Securities)

12572Q105

(CUSIP Number of Class of Securities)

Kathleen M. Cronin, Esq.

Managing Director, General Counsel and Corporate Secretary

CME Group Inc.

20 South Wacker Drive

Chicago, Illinois 60606

(312) 930-1000

(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications on Behalf of Filing Persons)

Copy to:

Rodd M. Schreiber, Esq.

Susan S. Hassan, Esq.

Skadden, Arps, Slate, Meagher & Flom LLP

333 West Wacker Drive

Chicago, Illinois 60606

Telephone: (312) 407-0700

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$3,500,000,000	\$107,450

* Calculated solely for the purpose of determining the amount of the filing fee. This amount is based upon the purchase of 6,250,000 outstanding shares of Class A Common Stock at a price of \$560.00 per share.

** Calculated pursuant to Section 13(e) of the Securities Exchange Act of 1934, SEC Release No. 34-53737 and SEC press release number 2007-24 (dated February 16, 2007) as 0.0000307 multiplied by the transaction valuation.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$107,450

Form of Registration No.: Schedule TO-I

Filing Party: CME Group Inc.

Date Filed: August 1, 2007

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1

issuer tender offer subject to Rule 13e-4

going-private transaction subject to Rule 13e-3

amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer:

INTRODUCTION

This Amendment No. 1 amends and supplements the Tender Offer Statement on Schedule TO initially filed pursuant to Rule 13e-4 under the Securities Exchange Act of 1934, as amended, with the Securities and Exchange Commission on August 1, 2007 (the "Schedule TO") by CME Group Inc., a Delaware corporation (the "Company"), in connection with the Company's offer to purchase up to 6,250,000 shares of its Class A Common Stock, par value \$0.01 per share, including the associated preferred stock purchase rights issued under the Rights Agreement, dated as of November 30, 2001, as amended, between the Company and Computershare Investor Services LLC, as rights agent (the "Shares"), or such lesser number of Shares as is properly tendered and not properly withdrawn, at a price of \$560.00 per Share, net to the seller in cash, less any applicable withholding taxes and without interest. The Company's offer is being made upon the terms and subject to the conditions set forth in the Offer to Purchase dated August 1, 2007 (the "Offer to Purchase") and in the related Letter of Transmittal.

All information in the Offer to Purchase and the related Letter of Transmittal, which were previously filed as exhibits to the Schedule TO, is incorporated herein by reference in response to all applicable items of Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein.

Item 2. Subject Company Information.

Item 3. Identity and Background of Filing Person.

Item 6. Purposes of the Transaction and Plans or Proposals.

Item 8. Interest in Securities of the Subject Company.

Item 11. Additional Information.

The above-referenced items of the Schedule TO are hereby amended and supplemented by including the following information:

On August 8, 2007, the Company issued a press release regarding the declaration of its third-quarter dividend. A copy of the press release is filed as Exhibit (a)(5)(iv) hereto and is incorporated herein by reference.

On August 8, 2007, the Company issued a press release regarding changes to its management team. A copy of the press release is filed as Exhibit (a)(5)(v) hereto and is incorporated herein by reference. As of July 25, 2007, Julie Holzrichter beneficially owned 97 Shares and Hilda Harris Piell beneficially owned 1,415 Shares consisting in each case of Shares issuable pursuant to options exercisable within 60 days. On July 12, 2007, Ms. Piell sold 415 Shares at a price of \$587.80 per Share.

The Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2007 is incorporated herein by reference.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibits:

- (a)(5)(iii) FAQ on the tender offer.
- (a)(5)(iv) Press release issued on August 8, 2007.
- (a)(5)(v) Press release issued on August 8, 2007.

EXHIBIT INDEX

Exhibit Number	Description
(a)(1)(i)*	Offer to Purchase, dated August 1, 2007.
(a)(1)(ii)*	Letter of Transmittal.
(a)(1)(iii)*	Notice of Guaranteed Delivery.
(a)(1)(iv)*	Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(v)*	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated August 1, 2007.
(a)(2)	None.
(a)(3)	Not applicable.
(a)(4)	Not applicable.
(a)(5)(i)*	Form of summary advertisement.
(a)(5)(ii)*	Press release issued August 1, 2007.
(a)(5)(iii)	FAQ on the tender offer.
(a)(5)(iv)	Press release issued August 8, 2007.
(a)(5)(v)	Press Release issued August 8, 2007.
(b)*	364-Day Revolving Credit Agreement, dated as of July 27, 2007, among CME Group Inc., as Borrower, the Lenders party thereto, and Lehman Commercial Paper Inc., as Administrative Agent.
(d)(1)	Rights Agreement, dated as of November 30, 2001, between Chicago Mercantile Exchange Holdings Inc. and Mellon Investor Services LLC (incorporated by reference to Exhibit 4.1 to the Company's Form 8-A, filed with the SEC on December 4, 2001, File No. 000-33379), including First Amendment thereto, dated as of November 13, 2002, between Chicago Mercantile Exchange Holdings Inc., Mellon Investor Services, LLC and Computershare Investor Services, LLC (incorporated by reference to Exhibit 5 to the Company's Form 8-A, filed with the SEC on November 29, 2002, File No. 001-31553); Second Amendment thereto, dated October 26, 2005, by and between Chicago Mercantile Exchange Holdings Inc. and Computershare Investor Services, LLC (incorporated by reference to Exhibit 4.1 to the Company's Form 8-K filed with the SEC on October 27, 2005, File No. 001-31553).
(d)(2)(i)	Agreement and Plan of Merger, dated as of October 17, 2006, among Chicago Mercantile Exchange Holdings Inc., CBOT Holdings, Inc. and Board of Trade of the City of Chicago, Inc., as amended as of December 20, 2006 and May 11, 2007 (incorporated by reference to Annex A to the joint proxy statement/prospectus that forms a part of the Company's registration statement on Form S-4 filed with the SEC on May 25, 2007, File No. 333-143282).
(d)(2)(ii)	Amendment No. 3 to the Agreement and Plan of Merger, dated as of June 14, 2007, among Chicago Mercantile Exchange Holdings Inc., CBOT Holdings, Inc. and Board of Trade of the City of Chicago (incorporated by reference to Annex A to the first supplement to the joint proxy statement/prospectus filed as Exhibit 99.1 to the Company's Current Report on Form 8-K, filed with the SEC on June 18, 2007, File No. 000-33379).
(d)(2)(iii)	Amendment No. 4 to the Agreement and Plan of Merger, dated as of July 6, 2007, among Chicago Mercantile Exchange Holdings Inc., CBOT Holdings, Inc. and Board of Trade of the City of Chicago (incorporated by reference to Annex A to the second supplement to the joint proxy statement/prospectus that forms a part of the Company's registration statement on Form S-4, filed with the SEC on July 6, 2007, File No. 333-144371).
(d)(3)	Fourth Amended and Restated Bylaws of CME Group Inc. (incorporated by reference to Exhibit 3.2 to the Company's Form 8-K filed with the SEC on July 17, 2007, File No. 000-33379).

Exhibit Number	Description
(d)(4)	Form of Equity Grant Letter for Executive Officers (incorporated by reference to Exhibit 10.1 to the Company's Form 10-Q, filed with the SEC on November 9, 2004, File No. 001-31553).
(d)(5)	2005 Director Stock Plan (incorporated by reference to Exhibit 99.1 to the Company's Form 8-K, filed with the SEC on April 28, 2005, File No. 001-31553).
(d)(6)	Form of Equity Stipend Grant Letter for Non-Executive Directors (incorporated by reference to Exhibit 99.2 to the Company's Form 8-K, filed with the SEC on April 28, 2005, File No. 001-31553).
(d)(7)*	Amended and Restated Chicago Mercantile Holdings Inc. Employee Stock Purchase Plan.
(d)(8)(i)	CBOT Holdings, Inc. 2005 Long-Term Equity Incentive Plan (incorporated by reference to Exhibit 10.26 to CBOT Holdings Inc.'s Registration Statement on Form S-1 (Registration No. 333-124730)).
(d)(8)(ii)	Form of Restricted Stock Award (incorporated by reference to Exhibit 10.32 to CBOT Holdings, Inc.'s Registration Statement on Form S-1 (Registration No. 333-124730)).
(d)(8)(iii)	Form of Restricted Stock Award for Directors and Special Advisors (incorporated by reference to Exhibit 10.33 to CBOT Holdings, Inc.'s Registration Statement on Form S-1 (Registration No. 333-124730)).
(d)(8)(iv)	Form of 2007 Non-Qualified Stock Option Award. (incorporated by reference to Exhibit 10.33 to CBOT Holdings, Inc.'s Annual Report on Form 10-K, filed with the SEC on March 1, 2007).
(d)(9)	Chicago Mercantile Exchange Inc. Supplemental Executive Retirement Plan consisting of the grandfathered Supplemental Retirement Plan, dated March 1, 2007, and the Amended and Restated 409A Supplemental Executive Retirement Plan, effective January 1, 2005 (incorporated by reference to Exhibit 10.3 to the Company's Form 10-Q, filed with the SEC on May 7, 2007, File No. 000-33379).
(d)(10)	Chicago Mercantile Exchange Inc. Senior Management Supplemental Deferred Savings Plan (SMSDSP) consisting of the grandfathered SMSDSP, dated March 1, 2007, and the Amended and Restated 409A SMSDSP, effective January 1, 2005 (incorporated by reference to Exhibit 10.3 to the Company's Form 10-Q, filed with the SEC on May 7, 2007, File No. 000-33379).
(d)(11)	Chicago Mercantile Exchange Holdings Inc. Amended and Restated Omnibus Stock Plan, amended and restated effective as of April 25, 2007 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the SEC on April 30, 2007, File No. 000-33379).
(d)(12)	Chicago Mercantile Exchange Holdings Inc. Amended and Restated Annual Incentive Plan, amended and restated effective as of April 25, 2007 (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K, filed with the SEC on April 30, 2007, File No. 000-33379).
(d)(13)	Employment Agreement, dated April 3, 2006, between Chicago Mercantile Exchange Inc. and Craig S. Donohue (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K, filed with the SEC on April 3, 2006, File No. 000-33379).
(d)(14)	Agreement, dated November 7, 2003 between Chicago Mercantile Exchange Inc. and Phupinder Gill (incorporated by reference to Exhibit 10.19 to the Company's Form 10-K, filed with the SEC on March 11, 2004), including the First Amendment thereto, effective as of December 20, 2005 (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K, filed with the SEC on December 23, 2005, File No. 000-33379).
(d)(15)	Agreement, dated November 21, 2003, between Chicago Mercantile Exchange Inc. and James Krause (incorporated by reference to Exhibit 10.23 to the Company's Form 10-K, filed with the SEC on March 11, 2004, File No. 001-31553), including the First Amendment thereto, effective on June 1, 2004 (incorporated by reference to Exhibit 10.23 to the Company's Form 10-K filed with the SEC on March 6, 2006, File No. 000-33379).

<u>Exhibit Number</u>	<u>Description</u>
(d)(16)	Employment Agreement, dated February 3, 2006, between Chicago Mercantile Exchange Inc. and John P. Davidson III (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K, filed with the SEC on February 8, 2006, File No. 000-33379).
(d)(17)	Consulting Agreement between Chicago Mercantile Exchange Holdings Inc. and Jack Sandner, dated October 10, 2005 (incorporated by reference to Exhibit 10.4 to the Company's Form 10-Q, filed with the SEC on November 4, 2005, File No. 000-33379).
(d)(18)	Consulting Agreement between Chicago Mercantile Exchange Holdings Inc. and Leo Melamed, dated January 31, 2005 (incorporated by reference to Exhibit 99.1 to the Company's Form 8-K, filed with the SEC on February 3, 2005, File No. 001-31553).
(d)(19)	Consulting Agreement between Chicago Mercantile Exchange Holdings Inc. and Leo Melamed, dated November 14, 2005 (incorporated by reference to Exhibit 10.28 to the Company's Form 10-K filed with the SEC on March 6, 2006, File No. 000-33379).
(g)	None.
(h)	None.

* Previously filed with the Company's Schedule TO on August 1, 2007.

**FAQ ON THE TENDER OFFER**

On August 1, 2007, CME Group commenced a tender offer to purchase up to 6,250,000 shares of its Class A common stock. This communication highlights, in a question-and-answer format, certain information about the tender offer.

The tender offer is being made only pursuant to the Offer to Purchase and the related materials dated August 1, 2007, in each case as amended and supplemented from time to time. Stockholders should read the Offer to Purchase and the related materials carefully. See "Additional Information About the Tender Offer," below.

You may access the Offer to Purchase and related materials at the SEC's website at www.sec.gov. The following are links to some of the materials filed with the SEC on August 1, 2007 in connection with the commencement of the tender offer:

Offer to Purchase dated August 1, 2007

<http://www.sec.gov/Archives/edgar/data/1156375/000119312507167751/dex99a1i.htm>

Letter of Transmittal

<http://www.sec.gov/Archives/edgar/data/1156375/000119312507167751/dex99a1ii.htm>

Notice of Guaranteed Delivery

<http://www.sec.gov/Archives/edgar/data/1156375/000119312507167751/dex99a1iii.htm>

Capitalized terms used but not defined in this communication have the respective meanings ascribed to them in the Offer to Purchase.

What is the purchase price for the shares?

We will pay \$560.00, net to the seller in cash, less any applicable withholding taxes and without interest, for each share of CME Group Class A common stock, including the associated preferred stock purchase rights, we purchase pursuant to the tender offer. All shares purchased will be purchased at this price. We will not offer, and we will not pay, different prices to different stockholders in the tender offer.

How many shares will CME Group purchase?

We are offering to purchase up to 6,250,000 shares of our Class A common stock in the tender offer, or such lesser number of shares as are properly tendered and not properly withdrawn. The 6,250,000 shares represent approximately 11.4% of our outstanding Class A common stock as of July 25, 2007. If more than 6,250,000 shares are tendered, all shares tendered will be purchased on a pro rata basis, except for "odd lots" (lots held by owners of fewer than 100 shares), which will be purchased on a priority basis. The tender offer is not conditioned on any minimum number of shares being tendered, but is subject to other conditions described in Section 7 of the Offer to Purchase. We also expressly reserve the right, in our sole discretion, to purchase additional shares, subject to applicable legal requirements.

If I hold a fractional share of CME Group Class A common stock that was issued in the merger, may I tender that fractional share in the tender offer?

Yes, you may tender the fractional share in the tender offer. If, in the aggregate, less than 6,250,000 shares are tendered in the tender offer, we will purchase your properly tendered fractional share pursuant to the terms and subject to the conditions of the tender offer. However, if the tender offer is over-subscribed and your tendered shares are subject to purchase on a pro rata basis, the proration will be adjusted to avoid the purchase of your fractional share.

How will CME Group pay for the shares?

We expect to fund the purchase of shares tendered in the tender offer and the payment of related fees and expenses from issuances of commercial paper or borrowings under our credit facility and cash on hand.

How long do I have to tender my shares?

You may tender your shares until the tender offer expires. The tender offer will expire on Wednesday, August 29, 2007, at 5:00 P.M., New York City time, unless we extend it. If a broker, dealer, commercial bank, trust company or other nominee holds your shares, it is likely they have an earlier deadline for administrative reasons, for you to act to instruct them to accept the tender offer on your behalf. We urge you to contact the broker, dealer, commercial bank, trust company or other nominee to find out their deadline.

How do I tender my shares?

If you want to tender all or a portion of your shares, you must do one of the following by 5:00 P.M., New York City time, on Wednesday, August 29, 2007, or any later time and date to which the tender offer may be extended:

- If your shares are registered in the name of a broker, dealer, commercial bank, trust company or other nominee, you must contact the nominee and request that the nominee tender your shares for you.
- If you hold certificates in your own name, you must complete and sign a Letter of Transmittal, according to its instructions, and deliver it, together with any required signature guarantees, the certificates for your shares and any other documents required by the Letter of Transmittal, to Computershare Trust Company, N.A., the Depositary for the tender offer.
- If you are an institution participating in the book-entry transfer facility (as defined herein), you must tender your shares according to the procedure for book-entry transfer described in the Offer to Purchase.
- If you are unable to deliver the certificate for the shares or the other required documents to the Depositary or you cannot comply with the procedure for book-entry transfer within the required time, you must comply with the guaranteed delivery procedure described in the Offer to Purchase.

If you have questions or require assistance, you may contact D.F. King & Co., Inc., the information agent for the tender offer, toll-free at 800-697-6975.

Can I change my mind after I have tendered shares in the tender offer?

Yes. You may withdraw any shares you have tendered at any time at or prior to the expiration of the tender offer, which will occur at 5:00 P.M., New York City time, on Wednesday, August 29, 2007, unless we extend it. If we have not accepted for payment the shares you have tendered to us, you may also withdraw your shares after 12:00 midnight, New York City time, on September 26, 2007.

How do I withdraw shares I previously tendered?

You must deliver on a timely basis a written or facsimile notice of your withdrawal to the Depositary at the address appearing on the back cover page of the Offer to Purchase. Your notice of withdrawal must specify your name, the number of shares to be withdrawn and the name of the registered holder of such shares. Some additional requirements apply if the certificates for shares to be withdrawn have been delivered to the Depositary or if your shares have been tendered under the procedure for book-entry transfer described in the Offer to Purchase.

Additional Information About the Tender Offer

This communication is for informational purposes only and does not constitute an offer to buy or the solicitation of an offer to sell shares of CME Group's Class A common stock. The tender offer is being made only pursuant to the Offer to Purchase dated August 1, 2007 and the related materials, as amended and supplemented from time to time. Stockholders should read the Offer to Purchase and the related materials carefully because they contain important information, including the various terms and conditions of the tender offer. Stockholders of CME Group may obtain a free copy of the Tender Offer Statement on Schedule TO (including the Offer to Purchase) and other documents filed by CME Group with the Securities and Exchange Commission from the SEC's website at www.sec.gov. Stockholders may also obtain a copy of these documents, without charge, from D.F. King & Co., Inc., the information agent for the tender offer, toll-free at 800-697-6975. Stockholders are urged to carefully read these materials prior to making any decision with respect to the tender offer. Stockholders and investors who have questions or need assistance may call D.F. King & Co., Inc., the information agent for the tender offer, toll-free at 800-697-6975.

News Release

Media Contacts

Anita Liskey, 312.466.4613
William Parke, 312.930.3467
news@cmegroup.com
<http://cmegroup.mediaroom.com>

Investor Contact

John Peschier, 312.930.8491
CME-E

FOR IMMEDIATE RELEASE**CME Group Inc. Declares Quarterly Dividend of 86 Cents per Share*****Company maintains dividend rate despite issuing 19.8 million shares post close***

CHICAGO, August 8, 2007 – CME Group Inc. (NYSE, NASDAQ: CME) today declared a third-quarter dividend of 86 cents per share, payable September 25, 2007, to shareholders of record as of September 10, 2007. This is the same dividend rate offered in the two quarters prior to CME's merger with the Chicago Board of Trade on July 12, 2007, when newly formed CME Group issued 19.8 million additional shares, raising the company's total shares outstanding to approximately 55 million.

CME Group (www.cmegroup.com) is the world's largest and most diverse exchange. Formed by the 2007 merger of the Chicago Mercantile Exchange Holdings and CBOT Holdings, CME Group serves the risk management needs of customers around the globe. As an international marketplace, CME Group brings buyers and sellers together on the CME Globex electronic trading platform and on its trading floors. CME Group offers the widest range of benchmark products available across all major asset classes, including futures and options based on interest rates, equity indexes, foreign exchange, agricultural commodities and alternative investment products such as weather and real estate. CME Group's Class A common stock is traded on the New York Stock Exchange and the Nasdaq Global Select Market under the symbol "CME."

The Globe logo, CME, Chicago Mercantile Exchange, CME Group, Globex and E-mini, are trademarks of Chicago Mercantile Exchange Inc. CBOT and Chicago Board of Trade are trademarks of the Board of Trade of the City of Chicago. All other trademarks are the property of their respective owners. Further information about CME Group and its products can be found at www.cmegroup.com.



News Release

Media Contacts

Allan Schoenberg, 312.930.8189
 Laurie Bischel, 312.648.8698
news@cmegroup.com
www.cmegroup.mediaroom.com

Investor Contact

John Peschier, 312.930.8491
 CME-G

FOR IMMEDIATE RELEASE**CME Appoints Hilda Harris Piell as Managing Director and Chief Organizational Development Officer; Julie Holzrichter, Managing Director, Operations Also Named to Management Team**

CHICAGO, August 8, 2007 - CME Group, the world's largest and most diverse exchange, today announced that it has appointed Hilda Harris Piell as Managing Director and Chief Organizational Development Officer. Piell succeeds E. Beth Keeve who is retiring following 13 years of service to the company. Julie Holzrichter, who in July assumed the role of Managing Director, Operations, also joins the Management Team effective today. She will continue to report to Bryan T. Durkin, Managing Director and Chief Operating Officer.

As Managing Director and Chief Organizational Development Officer, Piell will be responsible for helping CME Group strategically attract, retain and develop talented employees to achieve its business goals. She will have oversight for benefits, compensation, employee relations, organizational effectiveness, professional development and recruiting functions. In addition, Piell will be charged with working closely with the CME Group Management Team to ensure that the company is developing the full talents of its employees in ways that promote value creation for CME shareholders. She will report to CME Group CEO Craig S. Donohue.

"Hilda has been an extremely valuable member of our team for the last seven years, and her approach to working cross-functionally, creating strategic solutions and delivering great results will serve her well in Organizational Development," said Donohue. "Under Hilda's leadership, we are confident that we will continue to attract and develop the talented team that sets us apart, as well as grow as a great place to work."

Piell, 39, joined the company in 2000 as Associate Director & Assistant General Counsel and has held positions of increasing responsibility in the Legal Department since that time. She most recently served as Managing Director & Senior Associate General Counsel and played key roles in the negotiation and completion of several important strategic initiatives including FXMarketSpace™, Swapstream® and Liquidity Direct. Piell also led significant integration planning efforts during the CME/CBOT merger.

Prior to joining CME Group, Piell served as Associate Commercial Counsel for MCI Worldcom, Inc. She also worked for Jenner and Block and as a law clerk for the Honorable Ruben Castillo in the U.S. District Court in Chicago. She earned a bachelor's degree in political science with high distinction from the University of Michigan and a JD degree, *cum laude*, from the University of Michigan Law School.

Holzrichter, 39, has been with the company for 18 years and most recently served as Managing Director, CME Globex Services & Technology Integration where she had primary oversight for the GCC, CME Globex connectivity services and certification environments and quality assurance, as well as trading floor technology. She attended DePaul University and the University of Illinois at Chicago.

CME Group (www.cmegroup.com) is the world's largest and most diverse exchange. Formed by the 2007 merger of the Chicago Mercantile Exchange (CME) and the Chicago Board of Trade (CBOT), CME Group serves the risk management needs of customers around the globe. As an international marketplace, CME Group brings buyers and sellers together on the CME Globex electronic trading platform and on its trading floors. CME Group offers the widest range of benchmark products available across all major asset classes, including futures and options based on interest rates, equity indexes, foreign exchange, agricultural commodities, energy, and alternative investment products such as weather and real estate. CME Group is traded on the New York Stock Exchange and NASDAQ under the symbol "CME."

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