

# Highlights of Certain Provisions of the Stipulation of Settlement

**CBOT Membership Meeting**  
**August 28, 2008**



# The Settlement Class

- n Non-opt out Settlement Class:
  - .. Everyone in the Settlement Class is bound
  - .. Settlement Class members do not have the right to pursue separate claims
- n Settlement Class consists of two groups:
  - .. Group A
  - .. Group B



# Group A Settlement Class

- n “All Persons who at any time prior to June 2, 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.” (¶ 30AA)



# Group B Settlement Class

- n “All Persons who own of record at least one Exercise Right Privilege as of 5:00 p.m., Chicago time, on the Eligibility Date [October 6, 2008] and their transferees and assigns.” (¶ 30AA)



# Participating Settlement Class Members

- n Only Participating Settlement Class Members (Group A and Group B) will receive a share of the Settlement Consideration
- n To be a Participating Class Member, you must satisfy certain conditions ***and the proper Claim Form*** (included in the mailed notice) ***must be received by Class Counsel by the Eligibility Date (Oct. 6, 2008)***



# Participating Group A Settlement Class Members

- n Must own the package of three interests as of 5:00 p.m. (CT) on Oct. 6, 2008 (§§ 30N, 30T(7))
- n Must continue to own the package until at least 5:00 p.m. (CT) on Dec. 16, 2008 (§§ 30DD, 30EE, 30T(7))
- n ***A claim form must be received by Class Counsel by 5:00 p.m. (CT) on Oct. 6, 2008 (§§ 30T(8), 30T(9))***
- n Must make certain that the CME Group Common Stock is registered in book-entry form at Computershare by 5:00 p.m. (CT) on Oct. 6, 2008 (§ 30T(7)(b))
- n Must satisfy the other criteria contained in the Stipulation (§ 30T) ***Read Carefully***



# Participating Group A Settlement Class Members

- n Will share in an equity pool equal to 18% of the total CBOE common stock issued by CBOE to CBOE Seat Owners and Participating Group A Settlement Class Members, subject to an equity cap (¶¶ 30CC(1), 36A)
- n Will share in a cash pool of up to \$300 million, subject to a cash cap (¶¶ 30CC(2), 36B)



## Participating Group B Settlement Class Members

- n Must own at least one Exercise Right Privilege as of 5:00 p.m. (CT) on the Eligibility Date (Oct. 6, 2008)(¶¶ 30N, 30U)
- n ***A claim form must be received by Class Counsel by 5:00 p.m. (CT) on Oct. 6, 2008 (¶¶ 30U(1), 30U(2))***



## Participating Group B Settlement Class Members

- n Will be paid \$250,000 for each individual Exercise Right Privilege (§§ 30U, 36C, 36D)
- n An individual Exercise Right Privilege may be used either as part of a package for Group A Settlement Consideration or Group B Settlement Consideration, **BUT NOT FOR BOTH** (§ 30R)




# Approval of the Stipulation

- n The Stipulation requires Court approval to become effective (§§ 32, 33)
- n The Stipulation also requires approval of a majority vote of a quorum of CBOE voting members to become effective (§ 48)
- n If the Settlement is not approved, it becomes null and void, and the parties will be returned to their litigation positions that existed prior to execution of the Stipulation (§ 48)



# Key Dates

<u>DAY</u>	<u>EVENT</u>
August 22, 2008	Court enters Scheduling Order, preliminarily approves Settlement and orders Class Notice to be sent.
August 29, 2008	Class Notice to be sent to all present and former B-1 Members and ERP owners and lessees.
<b>October 6, 2008</b>	Eligibility Date: <b>(i) PARTICIPATING CLASS MEMBER CLAIM FORMS MUST BE RECEIVED BY CLASS COUNSEL BY THIS DATE.</b> <b>(ii)</b> Conditions of Participating Group A and Group B Settlement Class membership must be satisfied including unencumbered ownership of Three Parts or an ERP and the filing of Claim Forms.
October 13, 2008	Class Counsel to file CBOT and Computershare records with the Court, and CBOE files CBOE records, on which the Court will rely to determine the identity of the Participating Settlement Group A and Group B Class Members and the number of Group A or Group B Settlement Units held by each such member.



# Key Dates (continued)

<u>DAY</u>	<u>EVENT</u>
October 20, 2008	Class Counsel to submit for Court approval, the Notice of Class Eligibility Hearing which lists Participating Group A and Group B Settlement Class Members, any objections to the status of any persons who filed Claim Forms to become Participating Group A or Group B Settlement Class Members, the basis for such objections, and advises the Notice recipients of their right to contest at the Settlement Hearing any objections to their status as a Participating Group A and Group B Settlement Class Member.
October 27, 2008 (Estimated)	Court approves the Notice of Class Eligibility Hearing and it is sent to all persons who filed Claim Forms.
December 2, 2008	Last day for filing objections to the Settlement.
December 16, 2008	Settlement Hearing held before Delaware Court – Court approves or disapproves Settlement. If approved, Court determines identity of all Participating Group A and Group B Settlement Class Members and the number of Group A and Group B Settlement Units held by each.