

File Number 6132-367-8



State of Illinois
Office of
The Secretary of State

Property of Cook County Clerk's Office

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANACT BUSINESS IN THIS STATE OF CHICAGO MERCANTILE EXCHANGE INC. INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE TO TRANACT ALL BUSINESS IN ILLINOIS UNDER THE ASSUMED NAME OF CME DELAWARE INC. AS PROVIDED BY THE "BUSINESS CORPORATION ACT" OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 13TH day of NOVEMBER A.D. 2000 and of the Independence of the United States the two hundred and 25TH



Jesse White

Secretary of State

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Property of Cook County Clerk's Office

PLEASE RETURN TO:

Richard W. Astle
Sidley & Austin
Bank One Plaza #4300
10 South Dearborn Street
Chicago, Illinois 60603

Form **BCA-4.15/4.20**
(Rev. Jan. 1999)

APPLICATION TO ADOPT,
CHANGE OR CANCEL,
AN ASSUMED CORPORATE NAME

File#

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-9520
http://www.sos.state.il.us

FILED

NOV 13 2000

JESSE WHITE
SECRETARY OF STATE

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date 11/13/00

Filing Fee \$170.00

Approved

Remit payment in check or money
order, payable to "Secretary of State".

1. CORPORATE NAME: Chicago Mercantile Exchange Inc.

2. State or Country of Incorporation: Delaware

3. Date incorporated (if an Illinois corporation) or date authorized to transact business in Illinois (if a foreign corporation): November 13, 2000
(Month & Day) (Year)

(Complete No. 4 and No. 5 if adopting or changing an assumed corporate name.)

4. The corporation intends to adopt and to transact business under the assumed corporate name of:
CME Delaware Inc.

5. The right to use the assumed corporate name shall be effective from the date this application is filed by the Secretary of State until November 1, 2005, the first day of the corporation's anniversary month in the next year which is evenly divisible by five.
(Month & Day) (Year)

(Complete No. 6 if changing or cancelling an assumed corporate name.)

6. The corporation intends to cease transacting business under the assumed corporate name of:

7. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated November 8, 2000
(Month & Day) (Year)

CHICAGO MERCANTILE EXCHANGE INC.
(Exact Name of Corporation)

attested by
(Signature of Secretary or Assistant Secretary)

by C. S. Donohue
(Signature of President or Vice President)

Ann M. Cresce, Secretary
(Type or Print Name and Title)

Craig S. Donohue, Vice President
(Type or Print Name and Title)

NOTE: The filing fee to adopt an assumed corporate name is \$20 plus \$2.50 for each month or part thereof between the date of filing this application and the date upon which the corporation may renew its use.

The fee for cancelling an assumed corporate name is \$5.00.

C-148.11 The fee to change an assumed name is \$25.

Form **BCA-13.15**
(Rev. Jan. 1999)

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE!

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
http://www.sos.state.il.us

This space for use by Secretary of State

FILED

NOV 13 2000

JESSE WHITE
SECRETARY OF STATE

This space for use by
Secretary of State

Date 11/13/00
License Fee \$ _____
Franchise Tax \$ 25.00
Filing Fee \$ _____
Penalties \$ 75.00
Approved: [Signature] \$ 100.00

Payment must be made by
certified check, cashier's check,
Illinois attorney's check, Illinois
C.P.A.'s check or money order,
payable to "Secretary of State."

1. (a) CORPORATE NAME: Chicago Mercantile Exchange Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: CME Delaware Inc.
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Delaware

(b) Date of Incorporation: December 30, 1999

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located: (b) Address of principal office in Illinois:
(If none, so state)

30 South Wacker Drive - 4th Floor

30 South Wacker Drive - 4th Floor

Chicago, Illinois 60606

Chicago, Illinois 60606

4. Name and address of the registered agent and registered office in Illinois

Registered Agent Craig S. Donohue
First Name Middle Name Last Name

Registered Office 30 South Wacker Drive 4th Floor
Number Street Suite #

Chicago 60606-7402 Cook
City ZIP Code County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)
Delaware.

6. Names and residential addresses of officers and directors:

	Name	No. & Street	City	State	ZIP
President	<u>James J. McNulty</u>	<u>6 Kent Road</u>	<u>Winnetka</u>	<u>IL</u>	<u>60093</u>
Secretary	<u>Martin J. Gepsman</u>	<u>180 E. Pearson #6305</u>	<u>Chicago</u>	<u>IL</u>	<u>60611</u>
Director	<u>See attached</u>				
Director					
Director					

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:

(If not sufficient space to cover this point, add one or more sheets of this size.)

Any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware that is permitted under the Business Corporation Act of Illinois

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common Stock	None	\$.01	1,000	100

9. Paid-in Capital: \$1,000.00

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 223,704,000
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 217,681,000
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 208,488,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 208,488,000

11. Interrogatories: (Important – this section must be completed.)

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: **Chicago, IL;**
- (b) Number of shares of all classes owned by residents of Illinois: **Zero** Washington, DC;
- (c) Number of shares of all classes owned by non-residents of Illinois: **100** London; Tokyo
- (d) Is the corporation transacting business in this state at this time? **No.**
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois: **N/A**

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated October 26, 2000
(Month & Day) (Year)

CHICAGO MERCANTILE EXCHANGE, INC.
(Exact Name of Corporation)

attested by Martin J. Gepsman
(Signature of Secretary or Assistant Secretary)
Martin J. Gepsman, Secretary
(Type or Print Name and Title)

x James J. McNulty
(Signature of President or Vice President)
 by James J. McNulty, President
(Type or Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

FORM BCA-13.15: Application for Certificate of Authority to Transact Business in Illinois

CORPORATE NAME: Chicago Mercantile Exchange Inc.

STATE OF INCORPORATION: Delaware

Item 6: The names and respective residential addresses of directors are:

<u>NAME</u>	<u>NUMBER AND STREET</u>	<u>CITY STATE ZIP</u>
Gordon, M. Scott	505 N. Lake Shore Drive #3811	Chicago, IL 60611
Bouroudjian, H. Jack	605 Glendale Road	Glenview, IL 60025
Brennan, Tim	409 Sans Souci Drive	Aurora, IL 60506
Carter, Jeffrey R.	1613 Fairway Circle	Geneva, IL 60134
Corrigan, E. Gerald	139 E. 63 rd Street Apt. 4-A	New York, NY 10021
Duffy, Terrence A.	25 115 th Street	Lemont, IL 60439
Gepsman, Martin J.	180 E. Pearson St. #6305	Chicago, IL 60611
Harris, Yra G.	6461 Longmeadow	Lincolnwood, IL 60646
Haworth, Robert L.	936 Franklin Avenue	River Forest, IL 60305
Henner Burns, Leslie	1301 N. Dearborn Parkway, Suite 1505	Chicago, IL 60610
Johnson, Bruce F.	6519 Shabbona Road	Indian Head Park, IL 60525
Katler, Gary M.	6823 N. Overhill	Chicago, IL 60631
Kimball, Paul	97 Dans Highway	New Canaan, CT 06840
Lacey, John W.	1036 Par Avenue	Paso Robles, CA 93446
Lynch, Patrick B.	117 Sunset Avenue	LaGrange, IL 60525
Melamed, Leo	350 Sunrise Circle	Glencoe, IL 60022-1722
Miller, William P.	12 Adams Hill Lane	Newtown, CT 06470
Mollner, Laurence E.	599 Washington	Glencoe, IL 60022
Mulchrone, Patrick J.	8090 Woodside Lane	Burr Ridge, IL 60525
Newhouse, John D.	1196 N. Green Bay Road	Lake Forest, IL 60045
Oloff, James E.	86 Larkdale East	Deerfield, IL 60015
Papadopoulos, Mark G.	3512 N. Ashland Avenue	Chicago, IL 60657
Parkinson, Ward	1090 Boeing Street	Boise, ID 83705
Prosi, Robert J.	1708 S. Fernandez	Arlington Heights, IL 60005
Pryde, David M.	6 Paddock Lane	Westport, CT 06880
Rosen, Irwin	1211 Mayfair Lane	Glencoe, IL 60022
Salatich, Jr., William G.	720 York Road	Glenview, IL 60025
Sandner, John F.	1 Moffett Road	Lake Bluff, IL 60044
Sedlacek, Verne O.	21 West Branch Road	West Port, CT 06880

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NAME

NUMBER AND STREET

CITY STATE ZIP

Shender, Leon C.
Shepard, William R.
Siegel, Howard J.
Silverman, David I.
Silverman, Jeffrey L.
Simon, Paul

211 Valley View Drive
30 South Wacker Drive, 4th Floor
3240 N. Lake Shore Drive, Apt. 4A
9141 Ridgeway
132 E. Delaware Place #5905
1656 S. Poplar Camp Rd.

Wilmette, IL 60091
Chicago, IL 60606
Chicago, IL 60614
Skokie, IL 60076
Chicago, IL 60611
Makanda, IL 62958

Property of Cook County Clerk's Office

PLEASE RETURN TO:

Richard W. Astle
Sidley & Austin
Bank One Plaza #4300
10 South Dearborn Street
Chicago, Illinois 60603