

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Board of Trade Clearing Corporation		10/23/2003	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	The Clearing Corporation
Street Address:	227 West Monroe Street
Internal Address:	Suite 1500
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60606
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 7**

Property Type	Number	Word Mark
Registration Number:	2839778	C
Registration Number:	2873461	CC
Registration Number:	2925656	CCORP
Registration Number:	2810323	CLEARING FOR THE FUTURE
Registration Number:	2476007	GAINS
Registration Number:	2924008	
Registration Number:	3085812	WHERE MARKETS COME TOGETHER

**CORRESPONDENCE DATA**

Fax Number: (312)569-3460  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 312-569-1460  
 Email: IPDOCKETCHICAGO@dbr.com  
 Correspondent Name: Drinker Biddle & Reath LLP

CH \$190.00 2839778

Address Line 1: c/o Richard W. Young, Esq.  
Address Line 2: 191 N. Wacker Drive, Suite 3700  
Address Line 4: Chicago, ILLINOIS 60606

ATTORNEY DOCKET NUMBER:

BOT009USA

NAME OF SUBMITTER:

Richard W. Young

Signature:

/Richard W. Young/

Date:

02/07/2008

Total Attachments: 9  
source=TCC1#page1.tif  
source=TCC2#page1.tif  
source=TCC3#page1.tif  
source=TCC4#page1.tif  
source=TCC5#page1.tif  
source=TCC6#page1.tif  
source=TCC7#page1.tif  
source=TCC8#page1.tif  
source=TCC9#page1.tif

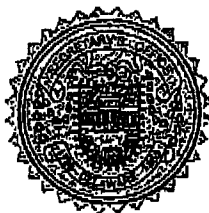
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "BOARD OF TRADE CLEARING CORPORATION", CHANGING ITS NAME FROM "BOARD OF TRADE CLEARING CORPORATION" TO "THE CLEARING CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF OCTOBER, A.D. 2003, AT 5:20 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

0190507 8100

030681256

AUTHENTICATION: 2708470

DATE: 10-23-03

TRADEMARK

REEL: 003714 FRAME: 0783

**RESTATED CERTIFICATE OF INCORPORATION**

**OF**

**BOARD OF TRADE CLEARING CORPORATION**

---

Board of Trade Clearing Corporation, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is Board of Trade Clearing Corporation. Board of Trade Clearing Corporation was originally incorporated under the same name, and the original Certificate of Incorporation of the corporation was filed with the Secretary of State of the State of Delaware on October 5, 1925.

2. Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, this Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation of the corporation so as to read in its entirety as set forth in Exhibit A attached hereto and made a part hereof.

3. This Restated Certificate of Incorporation was duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Board of Trade Clearing Corporation has caused this Restated Certificate of Incorporation to be signed by its authorized officer this 23<sup>rd</sup> day of October, 2003.

BOARD OF TRADE CLEARING CORPORATION

By: *Dennis A. Dutterer*  
Dennis A. Dutterer  
President and Chief Executive Officer

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 05:20 PM 10/23/2003  
FILED 05:20 PM 10/23/2003  
SRV 030681256 - 0190507 FILE

TRADEMARK  
REEL: 003714 FRAME: 0784

**EXHIBIT A**

**RESTATED CERTIFICATE OF INCORPORATION**

**OF**

**THE CLEARING CORPORATION**

---

1. The name of the Corporation is The Clearing Corporation.
2. The office of the registered agent in the State of Delaware is located in Wilmington, in the County of New Castle. The registered agent in charge thereof is The Corporation Trust Company, at 1209 Orange Street in the City of Wilmington.
3. The nature of the business of the Corporation and the objects or purposes proposed to be transacted, promoted or carried on by it are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.
4. The total number of shares of capital stock which the Corporation has authority to issue is 3,600,000 shares, consisting of:
  - (a) 3,000,000 shares of Class A Common Stock, par value \$0.01 per share (the "Class A Stock");
  - (b) 100,000 shares of Class E Common Stock, par value \$0.01 per share (the "Class E Stock"); and
  - (c) 500,000 shares of Preferred Stock, par value \$0.01 per share (the "Preferred Stock").

The Class A Stock and the Class E Stock are hereinafter collectively referred to as the "Common Stock." At the time when this Restated Certificate of Incorporation becomes effective pursuant to the General Corporation Law of the State of Delaware (the "Effective Time") and without any further action on the part of the Corporation or its stockholders, (i) each share of the Corporation's common stock, without par value, issued and outstanding immediately prior to the Effective Time (the "Old Common Stock") shall be automatically reclassified, converted and split into one hundred (100) shares of Class A Stock and (ii) each share of the Corporation's common stock, without par value, issued but not outstanding immediately prior to the Effective Time shall be cancelled and shall not be reclassified, converted or split into any other shares of stock of the Corporation. From and after the Effective Time, the certificates representing shares of Old Common Stock shall be deemed cancelled and such shares shall not be recognized as outstanding on the books of the Corporation for any purpose.

Restated Certificate of Incorporation  
The Clearing Corporation

---

Subdivision A. Common Stock

Except as otherwise provided in this Subdivision A or as otherwise required by applicable law, all shares of Class A Stock and Class E Stock shall be identical in all respects and shall entitle the holders thereof to the same rights and privileges, subject to the same qualifications, limitations and restrictions.

(1) Voting Rights.

(a) General. Except as may otherwise be provided in this Restated Certificate of Incorporation, as the same may be amended, or by applicable law, the holders of Class A Stock and the holders of Class E Stock shall be entitled to one vote per share on all matters to be voted on by the stockholders of the Corporation.

(b) Election of Directors. Subject to the rights of the holders, if any, of any Preferred Stock, the holders of Class A Stock shall be entitled to elect all but one of the directors of the Corporation (collectively, the "Class A Directors") and the holders of the Class E Stock, voting separately as a class, shall be entitled to nominate and elect one director of the Corporation (the "Class E Director"). Unless and except to the extent that the Bylaws of the Corporation shall so require, elections of directors need not be by written ballot.

(c) One Class Outstanding. Notwithstanding anything in this Section (1) to the contrary, the holders of Class A Stock shall be entitled to elect all of the directors and shall have exclusive voting power on all matters at any time when no Class E Stock is issued and outstanding, and the holders of Class E Stock shall be entitled to elect all of the directors and shall have exclusive voting power on all matters at any time when no Class A Stock is issued and outstanding, subject in each case to the rights of the holders, if any, of any Preferred Stock.

(d) Issuance of Additional Shares of Class E Stock. Notwithstanding anything in this Restated Certificate of Incorporation to the contrary, the Corporation may not issue any additional shares of Class E Stock, other than those issued on the date hereof to Eurex U.S. Holdings, Inc. ("Eurex U.S."), unless the holders of a majority of the outstanding shares of Class E Stock approve such issuance at a meeting of such stockholders.

(2) Dividends and Distributions. All shares of Class E Stock shall be treated identically with shares of Class A Stock with respect to dividends and other distributions (whether of cash, securities or other property); provided that if dividends are declared that are payable in shares of Class A Stock or Class E Stock, then holders of Class A Stock shall receive dividends payable in shares of Class A Stock and holders of Class E Stock shall receive dividends payable in shares of Class E Stock; provided further that such stock dividends shall be payable at the same rate on both classes of stock.

Restated Certificate of Incorporation  
The Clearing Corporation

---

(3) Conversion.

(a) Conversion of Class A Stock. The Class A Stock is not convertible into any other class or series of stock.

(b) Conversion of Class E Stock.

(i) Each outstanding share of Class E Stock shall automatically convert into one share of Class A Stock immediately following the issuance of shares of Class A Stock pursuant to exercise of the option granted under that certain Stock Option Agreement dated as of September 3, 2003 (the "Stock Option Agreement") between Eurex U.S. and the Corporation (the time of such issuance being hereinafter referred to as the "Option Event").

(ii) Each share of Class E Stock shall automatically convert into one share of Class A Stock in the event such share is sold or transferred to any person other than to a member of the Eurex Group. If any share of Class E Stock is sold or transferred to a member of the Eurex Group who subsequently ceases to be a member of the Eurex Group, each such share shall automatically convert into one share of Class A Stock at the effective time of such sale or transfer.

(iii) For purposes of this paragraph (b): "Eurex Group" shall mean Eurex Frankfurt AG (or any successor to Eurex Frankfurt AG by way of merger or consolidation) and any person controlling, controlled by or under common control with such entity; the term "control" (including the terms "controlled by" and "under common control with"), with respect to the relationship between or among two or more Persons, means the possession, directly or indirectly or as trustee or executor, of the power to direct or cause the direction of the affairs or management of a Person, whether through the ownership of voting securities, as trustee or executor, by contract or otherwise, including the ownership, directly or indirectly, of securities having the power to elect a majority of the board of directors or similar body governing the affairs of such Person; the term "Person" means any individual, partnership, firm, corporation, association, trust, unincorporated organization or other entity, as well as any syndicate or group that would be deemed to be a person under Section 13(d)(3) of the Securities Exchange Act of 1934, as amended.

(iv) All shares of Class E Stock which shall be reacquired by the Corporation as a result of a conversion effected pursuant to the provisions of this paragraph (b) shall be retired and may not be reissued by the Corporation.

(4) Liquidation. Subject to the rights of the holders, if any, of any Preferred Stock, the holders of Class A Stock and the holders of Class E Stock shall be

Restated Certificate of Incorporation  
The Clearing Corporation

---

entitled to participate ratably on a per share basis in all distributions to the holders of Common Stock in any liquidation, dissolution or winding up of the Corporation.

- (5) Subdivisions, Reclassifications and Combinations. The Corporation shall not subdivide, reclassify or combine any class of Common Stock without at the same time making an equivalent subdivision, reclassification or combination of the other class of Common Stock.
- (6) Mergers, Consolidations and Asset Dispositions. In the event the Corporation shall merge or consolidate with or into another corporation (where the Corporation is not the surviving corporation or where there is any change whatsoever in, or distribution with respect to, the outstanding shares of Class A Stock or Class E Stock), or sell, transfer or otherwise dispose of all or substantially all of its property, assets or business to another corporation and, pursuant to the terms of such merger, consolidation or disposition of assets, (a) shares of common stock of the surviving, resulting or acquiring corporation, as the case may be, or (b) any cash, shares of stock or other securities or property of any nature whatsoever (including warrants or other subscription or purchase rights) in addition to or in lieu of common stock of the surviving, resulting or acquiring corporation, as the case may be, are to be received by or distributed to the holders of Class A Stock or Class B Stock, then the shares of Class A Stock and the shares of Class B Stock shall be treated in a manner that is economically equivalent.
- (7) At all times prior to the earliest of (i) the Option Event, (ii) the Termination Date (as defined in the Option Agreement) and (iii) the termination of the Option Agreement in accordance with the terms thereof, the Corporation shall reserve and keep available, free from preemptive rights, out of the aggregate of its authorized but unissued shares of Class A Stock, for the purpose of (a) effecting conversion of the shares of Class E Stock into Class A Stock and (b) issuing shares of Class A Stock to Eurex U.S. pursuant to the Option Agreement, a number of shares of Class A Stock equal to 51% of the total number of authorized shares of Common Stock, and the shares of Class A Stock that are so reserved may not be issued for any other purpose.

Subdivision B. Preferred Stock

Authority is hereby expressly granted to the Board of Directors to authorize the issuance of one or more series of Preferred Stock and with respect to each such series to fix by resolution or resolutions providing for the issuance of such series the voting powers, full or limited, if any, of the shares of such series and the designations, powers, preferences and relative, participating, optional or other special rights and the qualifications, limitations or restrictions thereof.



5. Board of Directors.

(a) General. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, which shall consist of not less than seven and no more than fifteen directors, with the exact number of directors to be determined from time to time by resolution adopted by the affirmative vote of a majority of the entire Board of Directors. For purposes of this Restated Certificate of Incorporation and the Bylaws of the Corporation, the "entire Board of Directors" shall mean the number of directors that would be in office if there were no vacancies nor any unfilled newly created directorships and the "total number of Class A Directors" shall mean the number of Class A Directors that would be in office if there were no vacancies nor any unfilled newly created directorships.

(b) Terms of Office of Directors.

(i) Subject to the provisions of subparagraph (ii) below, the Class A Directors shall be divided into three subclasses, designated Class A-I, Class A-II and Class A-III. Each subclass shall consist, as nearly as possible, of one third of the total number of Class A Directors. Class I directors shall initially be elected for a term to expire at the first annual meeting of stockholders following the Effective Time, Class II directors shall initially be elected for a term to expire at the second annual meeting of stockholders following the Effective Time and Class III directors shall initially be elected for a term to expire at the third annual meeting of stockholders following the Effective Time. At each annual meeting of stockholders following the Effective Time, successors to the subclass of Class A Directors whose terms expire at that annual meeting shall be elected for a term expiring at the third succeeding annual meeting of stockholders. If the number of directors is altered, any increase or decrease shall be apportioned among the subclasses so as to maintain the number of directors in each subclass as equal as possible, and any additional director of any subclass elected to fill a newly created directorship resulting from an increase in such subclass shall hold office for a term that shall coincide with the remaining term of that subclass, but in no case shall a decrease in the number of directors shorten the term of any incumbent director.

(ii) From and after the Option Event, the provisions of subparagraph (i) above shall be of no further force and effect and all of the directors shall thereafter be elected for a one-year term at each annual meeting of stockholders of the Corporation.

(iii) So long as any shares of Class E Stock are outstanding, the Class E Director shall be elected for a one-year term expiring at the next succeeding annual meeting of stockholders of the Corporation.

Restated Certificate of Incorporation  
The Clearing Corporation

---

(iv) Each director shall hold office until the annual meeting of stockholders in the year in which his or her term expires and his or her successor is elected and qualified, subject to his or her earlier death, resignation, disqualification or removal.

(c) Removal of Directors.

(i) Beginning at the conclusion of the first meeting of stockholders held after the Effective Time and ending upon the occurrence of the Option Event, a Class A Director may be removed only for cause. At all times prior to the conclusion of the first meeting of stockholders held after the Effective Time and at all times from and after the Option Event, a Class A Director may be removed with or without cause, regardless of whether the Class A Directors are then divided into subclasses as provided in subparagraph (b)(i) above. In the case of a removal without cause, such removal shall be effected (but only to the extent permitted by the preceding sentences of this subparagraph (i)) by the vote of the holders of Class A Stock, voting separately as a class. In the case of a removal for cause, such removal shall be effected by the holders of Class A Stock and the holders of Class E Stock, voting as a single class.

(ii) A Class E Director may be removed with or without cause at any time. In the case of a removal without cause, such removal shall be effected by the vote of the holders of Class E Stock, voting separately as a class. In the case of a removal for cause, such removal shall be effected by the holders of Class A Stock and the holders of Class E Stock, voting as a single class.

(d) Vacancies and Newly Created Directorships. Any vacancy in the office of a Class A Director created by the death, resignation, disqualification or removal of a Class A Director or any newly created directorship resulting from an increase in the number of Class A Directors may be filled by a vote of the holders of Class A Stock or by a majority of the Class A Directors then in office, although less than a quorum, or by a sole remaining Class A Director. Any vacancy in the office of a director created by the death, resignation, disqualification or removal of a Class E Director may be filled only by a vote of the holders of Class E Stock. Any director elected by stockholders or by some or all of the directors to fill a vacancy or a newly created directorship shall serve until the annual meeting of stockholders at which the term of office of the class or subclass to which he or she has been elected expires and until his or her successor has been elected and has qualified.

(e) Rights of Holders of Preferred Stock. Notwithstanding the foregoing, whenever the holders of any one or more series of Preferred Stock shall have the right, voting separately as a class or series, to elect directors, the election,

Restated Certificate of Incorporation  
The Clearing Corporation

---

removal, term of office, filling of vacancies and other features of such directorships shall be governed by the terms of the Restated Certificate of Incorporation, as the same may be amended, applicable thereto, and such directors shall not be divided into classes pursuant to this Article 5 unless expressly provided by such terms.

6. To the fullest extent permitted by the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.
7. In furtherance and not in limitation of the powers of stockholders of the Corporation conferred by statute, the Board of Directors is expressly authorized to adopt, amend, modify, alter or repeal the Bylaws.
8. Subject to the provisions hereof, the Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Restated Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of any nature conferred upon stockholders, directors or any other persons by and pursuant to this Restated Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this article. Notwithstanding the foregoing sentence, this Restated Certificate of Incorporation may not be amended (a) to alter or change the powers, preferences or special rights of the shares of Class E Stock so as to affect them adversely or (b) to alter or change in any manner Section 4(b), Section 4(A)(1)(d), Section 4(A)(7) or Section 5(b)(iii) hereof, unless, in each instance, the holders of a majority of the outstanding shares of Class E Stock shall have voted in favor of such amendment at a meeting of such stockholders.