

CME GROUP INC.
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April 08, 2013
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UNITED STATES
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Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)

of the Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant x

Filed by a Party other than the Registrant "

Check the appropriate box:

- Preliminary Proxy Statement Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
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- Soliciting Material Pursuant to §240.14a-12

CME GROUP INC.

(Name of Registrant as Specified In Its Charter)

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April 8, 2013

TO OUR SHAREHOLDERS:

We are pleased to enclose this year's proxy statement and look forward to providing you with an update on our accomplishments at our 2013 annual meeting. The following highlights key aspects of our performance and corporate governance activities as described in more detail in this proxy statement.

Despite a difficult environment with low volatility in 2012, we made significant progress in advancing our global strategy while preparing for the changing regulatory landscape. We generated substantial cash from operations and traded nearly 3.0 billion contracts with average daily volume of 11.4 million. We acquired the Kansas City Board of Trade, announced plans for a European exchange, strengthened our strategic partnerships and launched new products, including deliverable interest rate swap futures, as part of helping customers worldwide meet their evolving risk management needs. For a more detailed discussion on our financial performance, see our 2012 annual report.

Enhancing Our Corporate Governance

The board and its governance committee continue to evaluate its corporate governance practices. We are pleased to share the steps we have taken and the progress we have made to further strengthen our corporate governance practices and demonstrate our responsiveness to shareholder concerns.

Declassified the Board We were successful in seeking shareholder approval to declassify our board as of the 2014 annual meeting and move to annual elections.

Established a Lead Director Role We created a formal independent lead director position as part of our leadership structure.

Adopted a Majority Voting Standard We have agreed to move forward with the adoption of a majority voting standard and plan to formally adopt amendments to our bylaws and corporate governance principles, which take effect in connection with our 2014 annual meeting.

Returning Value to Our Shareholders

We generated significant cash in 2012, returning more than \$1.2 billion to our shareholders. Our dividend yield approached 7 percent, or 4.5 percent if you exclude the accelerated fifth dividend, which was paid in December due to uncertainty surrounding dividend income tax treatment. We are pleased with the positive feedback we have received on our revised dividend policy and will continue to consider and pay out our variable fifth dividend based on our annual performance.

Enhancing Our Executive Compensation Program

In 2011 and 2012, we increased the alignment of pay and performance for our named executive officers and as a result, last year, shareholders representing approximately 96% of the votes cast approved our executive compensation program. In 2012, performance-based compensation represented approximately 50% of aggregate target total compensation for our named executive officers, representing an increase from approximately 39% in 2011.

Our Role in the Financial Community

We are proud of the recognitions we have received in 2012 acknowledging our commitment to our customers, employees and our community, including *Computerworld's* 100 Best Places to Work in IT; *InformationWeek 500* List of Leading Technology Innovators; *Derivatives*

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Week/Derivatives Intelligence Clearing House of the Year; *Inside Market Data* Best Data Provider of the Year; and *Markets Media Magazine* Best Futures Exchange.

We believe our accomplishments during 2012 reflect our ongoing commitment to the company's long term success and to representing our shareholders' interests.

THE BOARD OF DIRECTORS OF CME GROUP INC.

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April 8, 2013

Dear Shareholder:

It is our pleasure to invite you to attend the 2013 annual meeting of shareholders of CME Group Inc. The meeting will be held at 3:30 p.m., Central Time, on Wednesday, May 22, 2013, in the auditorium at CME Group's headquarters, located at 20 South Wacker Drive, Chicago, Illinois.

In addition to topics described herein, we will provide a report on our operating results and there will be an opportunity to ask questions of interest to you as a valued shareholder and customer.

Your vote is very important. We urge you to vote your shares promptly, even if you plan to attend the meeting. You may vote your shares over the Internet. If you received a paper copy of the proxy card by mail, you may vote by signing, dating and mailing the proxy card in the envelope provided. Holders of Class A shares may also vote by telephone.

Sincerely,

Terrence A. Duffy

Executive Chairman and President

Phupinder S. Gill

Chief Executive Officer

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NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TIME AND DATE:	3:30 p.m., Central Time, on Wednesday, May 22, 2013.
PLACE:	CME Group headquarters in the auditorium, located at 20 South Wacker Drive, Chicago, Illinois.
MATTERS TO BE VOTED ON:	Item 1: To elect nine directors that we refer to as Equity directors. Item 2: To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2013. Item 3: To approve, by advisory vote, the compensation of our named executive officers. Item 4: To consider a shareholder proposal set forth in the proxy statement, if properly presented at the annual meeting. Item 5: To elect one Class B-1 director and one Class B-3 director. Item 6: To elect five members of the Class B-1 nominating committee, five members of the Class B-2 nominating committee and five members of the Class B-3 nominating committee. And, to transact any other business that may properly come before the meeting.
WHO MAY VOTE:	Shareholders of record of CME Group Inc. Class A or Class B common stock at the close of business on March 27, 2013.
IMPORTANT INFORMATION ON VOTING YOUR SHARES:	If you wish to vote over the Internet or by telephone (Class A shares only) and you hold your shares at Computershare, our transfer agent, you may vote until 10:59 p.m., Central Time, on Tuesday, May 21, 2013. If you hold your shares through a bank or broker you will need to vote in accordance with their deadline, which may be earlier than May 21, 2013.
IMPORTANT INFORMATION ABOUT ATTENDING THE MEETING:	You may attend the meeting only if you owned shares of our Class A or Class B common stock as of the close of business on March 27, 2013. If you or your legal proxy holder plan to attend the meeting in person, you must follow the admission procedures described on page 68. If you do not comply with these procedures, you will not be admitted to the meeting. All attendees must have photo identification, such as a driver's license or passport. Please note that seating is limited and will be granted on a first come basis. You should allow sufficient time to clear security. Additional information about the meeting logistics is available beginning on page 66 .
IMPORTANT NOTICE REGARDING THE DATE OF AVAILABILITY OF PROXY MATERIALS:	We are pleased to again take advantage of the Securities and Exchange Commission (SEC) rule allowing companies to furnish proxy materials to their shareholders over the Internet. We believe that this e-proxy process expedites your receipt of proxy materials, while also lowering the costs and reducing the environmental impact of our annual meeting. We expect to either mail or provide notice and electronic delivery of this notice of annual meeting, proxy statement and 2012 annual report on or about April 12, 2013. The proxy statement contains instructions on how you can (i) receive a paper copy of the proxy materials, if you only received a notice by mail, or (ii) elect to receive your proxy materials over the Internet next year, if you received them by mail this year.

By order of the board of directors,
Kathleen M. Cronin
Senior Managing Director, General Counsel and
Corporate Secretary
April 8, 2013

Chicago, Illinois

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To assist you in reviewing our 2012 performance, we would like to call your attention to key elements of our proxy statement. The following description is only a summary. For more complete information about these topics, please review our 2012 annual report and the complete proxy statement. Additional information regarding the logistics of the annual meeting is available beginning on **page 66**.

BUSINESS HIGHLIGHTS

Despite a difficult environment with low volatility in 2012, we made significant progress in advancing our global strategy while preparing for the changing regulatory landscape. We generated substantial cash from operations and traded nearly 3.0 billion contracts with average daily volume of 11.4 million. We acquired the Kansas City Board of Trade, announced plans for a European exchange, strengthened our strategic partnerships and launched new products, including deliverable interest rate swap futures, as part of helping customers worldwide meet their evolving risk management needs. For a more detailed discussion on our financial performance, see our **2012 annual report**.

COMPENSATION HIGHLIGHTS

As discussed in our **Compensation Discussion and Analysis** section beginning on **page 31**, we continued to enhance our pay for performance program by increasing the proportion of equity delivered in performance shares in 2012. We increased the performance period from one year to three years; added a new company performance measure; and the performance share award was weighted equally on three-year cash earnings growth on a per share basis and three-year total shareholder return relative to the S&P 500. As a result of these changes, our overall 2012 performance-based compensation represented approximately 50% of aggregate target total compensation for our named executive officers, representing an increase from approximately 39% in 2011.

SHAREHOLDER ACTIONS

ELECTION OF DIRECTORS (Items 1 and 5)

You will find important information about the qualifications and experience of each of the Equity director nominees beginning on **page 5** and the Class B director nominees on **page 26**. **Our board recommends that you vote FOR each of the Equity director nominees.** It is not making a recommendation on the election of the Class B directors.

ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS (Item 3)

Our shareholders have the opportunity to cast a non-binding advisory vote on the compensation of our named executive officers, as set forth in **Item 3** on **page 21**. Last year, shareholders representing approximately 96% of the votes cast approved our executive compensation program for our named executive officers. In evaluating this say on pay proposal, we recommend that you review our **Compensation Discussion and Analysis**, which explains how and why the compensation committee arrived at the compensation actions and decisions for 2012. **Our board recommends that you vote FOR the advisory approval of the compensation of our named executive officers.**

SHAREHOLDER PROPOSAL (Item 4)

You are being asked to consider a shareholder proposal contained in the proxy statement to provide for shareholder proxy access. As discussed in our statement beginning on **page 22**, we believe that the ownership level of only 1% combined with a holding requirement of only one year does not establish meaningful long-term ownership, which must be a prerequisite to having the ability to nominate up to 25% of our Equity directors. We received a similar proposal last year and the proposal received less than a majority of the votes cast by shareholders. **Our board**

recommends that you vote AGAINST the shareholder proposal.

[Notice of Annual Meeting of Shareholders and 2013 Proxy Statement](#) 1

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Annual Meeting of Shareholders of
CME GROUP INC.**

To be held on Wednesday, May 22, 2013

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The board of directors of CME Group Inc. is providing this proxy statement in connection with the annual meeting of shareholders to be held on May 22, 2013, at 3:30 p.m. Central Time, in the auditorium at CME Group's corporate headquarters, 20 South Wacker Drive, Chicago, Illinois. The terms we, us and our refer to CME Group and its subsidiaries. Shares of our Class A common stock are listed on the NASDAQ Global Select Market (NASDAQ) under the trading symbol CME. Our principal offices are located at 20 South Wacker Drive, Chicago, Illinois 60606. Our phone number is 312.930.1000.

In May 2012, the board of directors declared a five-for-one split of our Class A common stock effected by way of a stock dividend to its Class A and Class B shareholders. The stock split was effective July 20, 2012 for all shareholders of record on July 10, 2012. As a result of the stock split, all amounts related to shares and per share amounts have been retroactively restated in this proxy statement.

*Further information about CME Group can be found at <http://www.cmegroup.com>. Information made available on our website does not constitute a part of this proxy statement. Additional information regarding the availability of materials referenced in this proxy statement is available on **page 70**.*

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You are being asked to vote on the election of nine Equity director nominees. The biographies of the Equity director nominees are set forth beginning on **page 5**.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE EQUITY DIRECTOR NOMINEES.

ELECTION PROCESS

Our certificate of incorporation provides that our board shall consist of no more than 33 members with six directors (Class B directors) elected by Class B shareholders and the remaining directors (Equity directors) elected by our Class A and Class B shareholders voting together. The election of the Class B directors is discussed under **Item 5** on **page 25**. In accordance with our current bylaws, directors are elected by a plurality of the shares present at the meeting, meaning that director nominees with the most affirmative votes are elected to fill the available seats. The directors elected at the 2013 annual meeting will hold office for a one-year term expiring at the 2014 annual meeting. The board has agreed to adopt a majority vote standard and plans to adopt formal amendments to its bylaws and corporate governance principles, which will be in effect for the 2014 annual meeting.

DIRECTOR NOMINATIONS

Our board and its nominating committee seek candidates with a variety of talents and expertise to ensure that the board overall as a whole is operating effectively and is focused on creating long-term value for our shareholders. We believe that our board should be composed of individuals from diverse professional backgrounds who combine a broad spectrum of experience and expertise with a reputation for integrity and who exercise their good judgment to provide practical insights and different perspectives. In selecting candidates, the board endeavors to find individuals who have a solid record of accomplishment in their chosen fields and who display the independence of mind and strength of character to effectively represent the best interests of our shareholders.

The nominating committee solicits candidates from its current directors and, if deemed appropriate, retains, for a fee, recruiting professionals to identify and evaluate candidates. The nominating committee also considers Equity director nominees recommended by shareholders if the recommendations are submitted in writing, accompanied by a description of the proposed nominees' qualifications, and other relevant biographical information and evidence of consent of the proposed nominee to serve as a director if elected. Recommendations should be addressed to the nominating committee, Attention: Corporate Secretary, CME Group Inc., 20 South Wacker Drive, Chicago, Illinois 60606. In considering a shareholder recommendation, the nominating committee may seek input from an independent

advisor, legal counsel and/or other directors, as appropriate, and will reach a conclusion using its standard criteria. A copy of our nominating committee's charter is available on our website.

The holders of the Class B-1, Class B-2 and Class B-3 common stock elect members of nominating committees for their respective class, which are responsible for nominating candidates for election by their class. See **Item 6** for more information. Our certificate of incorporation requires that director candidates for election by a class of Class B common stock own, or be recognized under our rules as the owner of, at least one share of that class.

DIRECTOR QUALIFICATIONS

The nominating committee believes that it is essential that board members represent diverse viewpoints. However, it has not adopted a specific policy on the role of diversity in assessing director candidates. In considering candidates for the board, the nominating committee considers the entirety of each candidate's credentials. With respect to the nomination of continuing directors for re-election, the individual's contributions to the board are also considered. In assessing new candidates for the board, we have not adopted a set of firm criteria that an individual must meet to be considered. The nominating committee, composed entirely of directors who are independent under applicable listing standards, reviews the qualifications and backgrounds of potential directors in light of the needs of the board and CME Group at the time and nominates a slate of Equity director nominees to be nominated for election at the annual meeting of shareholders. In evaluating potential director nominees, the

nominating committee will take into consideration, among other factors, whether the nominee:

Has the highest professional and personal ethics and values.

Is independent of management under our categorical independence standards.

Has the relevant expertise and experience required to offer advice and guidance to our Executive Chairman & President and CEO.

Helps the board reflect the applicable board composition requirements of the CFTC.

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Has the ability to make independent analytical inquiries.

Can dedicate sufficient time, energy and attention to the diligent performance of his or her duties.

Has the ability to represent the interests of the shareholders of CME Group and to create long-term value.

Has any special business experience and expertise in a relevant area.

Would be considered an audit committee financial expert or financially literate, as such terms are defined in applicable rules, regulations and listing standards.

Has an understanding of our business, products, market dynamics and customer base.

For more information concerning our directors' qualifications, see the **Director Attributes** on **page 11**.

2013 DIRECTOR NOMINEES

Upon the recommendation of the board nominating committee, the board has nominated Terrence A. Duffy, Charles P. Carey, Mark E. Cermak, Martin J. Gepsman, Leo Melamed, Joseph Niciforo, C.C. Odom II, John F. Sandner and Dennis A. Suskind. Each of the Equity director nominees currently serves on the board.

In addition to the nominees for Equity director, our Class B-1 and Class B-3 shareholders are each entitled to elect a board member at the 2013 annual meeting. The biographies of

these nominees are set forth on **page 26** under **Item 5**. Paul J. Heffernan and Howard J. Siegel are the nominees for the Class B-1 director. Howard J. Siegel is a current member of our board. Peter J. Kosanovich and Steven E. Wollack are the nominees for the Class B-3 director.

We have no reason to believe that any of the Equity director or Class B director nominees will be unable or unwilling to serve if elected.

References to terms of our board of directors include service on the board of CME Group (f/k/a Chicago Mercantile Exchange Holdings Inc.) from its formation in 2001 and service on the board of its wholly-owned subsidiary, Chicago Mercantile Exchange Inc. (CME). CME Group became a public company in December 2002. The boards of our exchange subsidiaries, Board of Trade of the City of Chicago, Inc. (CBOT), CME, Commodity Exchange, Inc. (COMEX), New York Mercantile Exchange, Inc. (NYMEX) and The Board of Trade of Kansas City, Missouri, Inc. (KCBT) are composed of the same members as the CME Group board of directors. Ages are as of March 27, 2013. Information on public directorships is for the past five years.

REQUIRED VOTE

Nine nominees receiving the highest number of **FOR** votes from all classes of our Class A and Class B common stock present in person or represented by proxy at the annual meeting voting together as a single class.

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EQUITY DIRECTORS UP FOR ELECTION AT THE 2013 ANNUAL MEETING

Terrence A. Duffy

Age: 54

Director since: 1995

Mr. Duffy has served as our Executive Chairman & President since May 2012. Previously, he served as Executive Chairman since 2006, when he became an officer of CME Group. He served as Chairman of the board from 2002 and our Vice Chairman from 1998 until 2002. He was President of TDA Trading, Inc. from 1981 to 2002 and has been a member of CME since 1981. In 2002, he was appointed by President Bush to serve on a National Saver Summit on retirement savings. He also was appointed by President Bush and confirmed by the U.S. Senate in 2003 as a member of the Federal Retirement Thrift Investment Board. Mr. Duffy currently serves on the board of World Business Chicago, the board of trustees of Saint Xavier University, the Regional Advisory Board of The American Ireland Fund and is co-chair of the Mayo Clinic Greater Chicago Leadership Council.

Charles P. Carey

Previous Public Directorships:

Age: 59

CBOT Holdings, Inc.

Director since: 2007

Mr. Carey served as our Vice Chairman in connection with our merger with CBOT Holdings from 2007 until 2010. Prior to our merger, Mr. Carey served as Chairman of CBOT since 2003, as Vice Chairman from 2000 to 2002, as First Vice Chairman during 1993 and 1994 and as a board member of CBOT from 1997 to 1999 and from 1990 to 1992. Mr. Carey is a partner in the firm Henning & Carey Trading, one of our member firms. He has been a member of CBOT since 1978 and was a member of the MidAmerica Commodity Exchange from 1976 to 1978.

Mark E. Cermak

Previous Public Directorships:

Age: 61

CBOT Holdings, Inc.

Director since: 2007

Mr. Cermak previously served as a director of CBOT since 2000. Mr. Cermak is currently Director of Execution Services of ABN AMRO Clearing Chicago LLC, which was formerly known as Fortis Clearing Chicago LLC, and President of the William F. O' Connor Foundation. Previously, Mr. Cermak served as President, Futures Division at O' Connor & Company LLC from 1995 until it was acquired by Fortis Clearing Americas in 2006. Mr. Cermak served in the U.S. Army from 1969 to 1971 and has been a member of CBOT since 1987. He also serves on the Mayo Clinic Greater Chicago Leadership Council.

Martin J. Gepsman

Age: 60

Director since: 1994

Mr. Gepsman served as Secretary of the board from 1998 to 2007. He has been a member of CME for more than 25 years. Mr. Gepsman has also been an independent floor broker and trader since 1985.

Leo Melamed

Age: 81

Director since: 1998

1967 - 1990

Mr. Melamed is the founder of financial futures and was instrumental in the creation of our CME Globex platform. He has served as CME Chairman Emeritus since 1997 and Chairman of our Strategic Steering Committee since 2001. He served as Chairman of our board from 1968 until 1973. He was founding Chairman of the International Monetary Market from 1972 until its merger with our exchange in 1976, and then CME Chairman until 1977. Mr. Melamed served as a special advisor to the company in the role of Special Counsel to our board from 1977 to 1985 and then in the role of Chairman of its Executive Committee from 1985 until 1990. From 1993 to 2001, he served as Chairman and CEO of Sakura Dellsheer, Inc., a former clearing firm of CME, and currently

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serves as Chairman and CEO of Melamed & Associates, a global consulting group. He is founder and a permanent advisor to the National Futures Association, and a consultant to CIF.CO International Group in China. He serves on the Board of Overseers of the Becker Friedman Institute of the University of Chicago and on the advisory board of Vernon & Park Capital L.P. Mr. Melamed is also a published author of a number of books pertaining to markets and the history of CME Group.

Joseph Niciforo**Previous Public Directorships:****Age:** 52

CBOT Holdings, Inc.

Director since: 2007

Mr. Niciforo is a principal of Henning & Carey Trading, one of our member firms. He previously served as Chairman of Twinfields Capital Management, a global fixed income hedge fund, from 2004 to 2009. Prior to that, Mr. Niciforo was partner and Managing Director U.S. Fixed Income at Tudor Investment Corporation. He is a member of the Fordham Law School National board of advisors.

C.C. Odom II**Previous Public Directorships:****Age:** 70

CBOT Holdings, Inc.

Director since: 2007

Mr. Odom previously served as a director of CBOT since 2002 and from 1979 to 1982 and as Vice Chairman in 1982. Mr. Odom is founder and sole proprietor of Odom Investments. He is a trader and has been an independent member of CBOT for more than 25 years and was a member of the Chicago Board Options Exchange (CBOE) from 1974 to 1991. Mr. Odom served as Chairman of the board at New Orleans Commodity Exchange in 1981 and prior to that as charter director, 1979 to 1980. He served as a firm-delegated member of the New York Stock Exchange from 1971 to 1973, and a director of the International Precious Metals Institute from 1979 to 1983. Mr. Odom is the founder of CCO Venture Capital and Argent Venture Capital and the co-founder and principal of Frontier Healthcare, LLC. Mr. Odom previously served as a principal of three CBOT clearing member firms and a principal of a CBOE member clearing firm. He is the sole proprietor of the Rock n C Ranch. Over the course of his career, Mr. Odom served on more than 40 boards of directors and board level committees of various financial services organizations.

John F. Sandner**Public Directorships:****Previous Public Directorships:****Age:** 71

Echo Global Logistics, Inc.

Click Commerce Inc.

Director since: 1978

Mr. Sandner has been a member of CME for more than 30 years. He also served as our Special Policy Advisor from 1998 to 2005. Previously, he served as Chairman of our board for 13 years. Mr. Sandner has served as Chairman of E*Trade Futures, LLC since 2003. Mr. Sandner previously served as President and CEO of RB&H Financial Services, L.P., a futures commission merchant and one of our former clearing firms, from 1985 to 2003. Mr. Sandner currently serves on the board of the National Futures Association and serves as one of our board

representatives on the Dubai Mercantile Exchange.

Dennis A. Suskind

Public Directorships:

Previous Public Directorships:

Age: 70

Bridgehampton National Bank

NYMEX Holdings, Inc.

Director since: 2008

Mr. Suskind joined J. Aron & Company in 1961 where he served as Executive Vice President and was responsible for the worldwide precious metal trading operations. In 1980, Mr. Suskind became a general partner of Goldman Sachs, upon its acquisition of J. Aron & Company, until his retirement in 1990. During his tenure in trading metals, Mr. Suskind served as Vice Chairman of NYMEX, Vice Chairman of COMEX, a member of the board of the Futures Industry Association, a member of the board of International Precious Metals Institute, and a member of the boards of the Gold and Silver Institutes in Washington, D.C.

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DIRECTORS NOT STANDING FOR ELECTION IN 2013

All terms expire at the 2014 annual meeting.

Jeffrey M. Bernacchi

Age: 54

Director since: 2009

Mr. Bernacchi is an independent trader of our markets and has served as President and owner of JMB Trading Corp. since 1980, managing member of Celeritas Capital LLC since 2008, and Class C Member of Trade Lifts, LLC since 2012. He is also a member of PRMIA, Professional Risk Managers International Association, a member of Hyde Park Angels, a leading Chicago-based angel investment group, and serves as an independent board member of Prism Analytical Technologies, a private company providing leading air testing technologies.

Timothy S. Bitsberger

Age: 53

Director since: 2008

Mr. Bitsberger has served as Managing Director, Official Institutions FIG Coverage Group of BNP PNA, a subsidiary of BNP Paribas, since December 2010. He previously served as senior consultant with Booz Allen Hamilton from May 2010 to November 2010. Previously, he was with BancAccess Financial from December 2009 to April 2010 and was Senior Vice President and Treasurer of Freddie Mac from 2006 to 2008. Mr. Bitsberger also was with the U.S. Treasury Department from 2001 to 2005 serving first as their Deputy Assistant Secretary for federal finance and more recently as the Assistant Secretary for financial markets. He was confirmed by the U.S. Senate as the Assistant Secretary in 2004.

Dennis H. Chookaszian

Public Directorships:

Previous Public Directorships:

Age: 69

Allscripts Healthcare Solutions, Inc.

LoopNet, Inc.

Director since: 2004

Career Education Corporation

Insweb Corp.

Internet Patents Corporation

Mr. Chookaszian served as Chairman of the Financial Accounting Standards Advisory Council from 2007 to 2011. From 1999 until 2001, Mr. Chookaszian served as Chairman and CEO of mPower, Inc., a financial advice provider focused on the online management of 401(k) plans. Mr. Chookaszian served as Chairman and CEO of CNA Insurance Companies from 1992 to 1999. During his 27-year career with CNA, Mr. Chookaszian held several management positions at the business unit and corporate levels, including President and COO from 1990 to 1992 and CFO from 1975 to 1990. Mr. Chookaszian is a registered certified public accountant.

Jackie M. Clegg

Public Directorships:

Previous Public Directorships:

Age: 51

Brookdale Senior Living

Blockbuster, Inc.

Director since: 2007

Cardiome Pharma Corp.

CBOT Holdings, Inc.

Javelin Pharmaceuticals

Ms. Clegg previously served as a director of CBOT since 2003. As an independent board member, Ms. Clegg has chaired and served on several special committees for mergers and acquisitions as well as on numerous audit committees. Ms. Clegg serves as the Managing Partner of Clegg International Consultants, LLC, an international strategic consulting firm. Previously, she served as the Vice Chair of the board, First Vice President, and as the COO of the Export-Import Bank of the United States, the official U.S. export credit agency that assists in financing the export of U.S. goods and services to international markets. During her 29-year career in Washington, D.C., Ms. Clegg has also worked in the U.S. Congress on national security issues, foreign affairs, and international finance and monetary policy.