



Martha Redding  
 Chief Counsel  
 Assistant Secretary

New York Stock Exchange  
 11 Wall Street  
 New York, NY 10005  
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 mredding@nyx.com

**FOIA CONFIDENTIAL TREATMENT REQUEST**

**VIA FEDEX**

June 30, 2014

Office of Freedom of Information and Privacy Act Operations  
 SEC Operations Center  
 100 F. Street, N.E.  
 Mail Stop 5100  
 Washington, D.C. 20549

**Re: Freedom of Information Act (“FOIA”) Request for Confidential Treatment for the Documents Produced to the United States Securities and Exchange Commission by NYSE: Amendment to Form 1 and All Attachments Thereto**

Dear FOIA Compliance Staff:

The purpose of this letter is to request confidential treatment under the Freedom of Information Act (“FOIA”) for letters dated June 30, 2014 and the accompanying documents, addressed to the Division of Market Regulation, Office of Market Supervision, United States Securities and Exchange Commission (“SEC” or the “Commission”), and signed by Martha Redding, Chief Counsel, NYSE.

Description	Bates Nos.	Date Produced
A three (3) page letter dated June 30, 2014 addressed to the Division of Market Regulation, Office of Market Supervision, of the SEC and signed by Martha Redding, with accompanying documents produced to the Commission pursuant to Rule 6a-2 under the Securities Exchange Act of 1934.	FOIA CONFIDENTIAL TREATMENT REQUESTED BY NYSE-14-0001– NYSE 14-0143	June 30, 2014

Description	Bates Nos.	Date Produced
A three (3) page letter dated June 30, 2014 addressed to the Division of Market Regulation, Office of Market Supervision, of the SEC and signed by Martha Redding, with accompanying documents produced to the Commission pursuant to Rule 6a-2 under the Securities Exchange Act of 1934	FOIA CONFIDENTIAL TREATMENT REQUESTED BY MKT-14-0001- NYSE 14-0144	June 30, 2014
A three (3) page letter dated June 30, 2014 addressed to the Division of Market Regulation, Office of Market Supervision, of the SEC and signed by Martha Redding, with accompanying documents produced to the Commission pursuant to Rule 6a-2 under the Securities Exchange Act of 1934	FOIA CONFIDENTIAL TREATMENT REQUESTED BY ARCA-14-0001- ARCA-14-0136	June 30, 2014

The above-referenced Bates stamped letters and enclosures as well as this letter are deemed by Intercontinental Exchange, on behalf of the NYSE Holdings, LLC, New York Stock Exchange LLC, NYSE MKT LLC, and NYSE Arca, Inc. (collectively, the "Exchanges"), to be highly confidential in their entirety and confidentiality therefore is being requested under the Freedom of Information Act, 5 U.S.C. 552, the Commission's rules and regulations thereunder (e.g., 17 C.F.R. 200.83(c)) and other applicable statutes or regulations. Because these confidential materials may constitute trade secrets and commercial or financial information which are privileged or confidential, they are subject to the exemption from mandatory disclosure under Exemption 4 of the FOIA, 5 U.S.C. § 552(b)(4) (1976). In addition, NYSE, on behalf of the Exchanges believes that Exemption 8 is also applicable as well as the protections available under the Privacy Act of 1974, 5 U.S.C. § 552a. Please also see the generic request for confidential treatment filed by the New York Stock Exchange, Inc., by letter dated February 10, 1981, with the Commission's Freedom of Information Act Officer under 17 C.F.R. 200.83.

By producing the above-described materials and their contents to the Commission, NYSE does not waive the attorney client privilege, the work product protection, the law enforcement privilege, the deliberative process privilege, or any other privileges or protections that may be available, under FOIA or otherwise, to protect this information and/or these documents from discovery from any other party or entity other than the Commission.

Accordingly, we expect that all documents and copies of documents produced will be kept in a non-public file and that access to them by any third party not a member of the Commission or its Staff will be denied.

Should the Commission receive any request for these documents, either pursuant to the Freedom of Information Act or otherwise, we expect that we will be given an opportunity to object to such disclosure. Furthermore, should the Commission be inclined to disclose these documents to any third party, it is our expectation that, in accordance with normal Commission practice, the Commission will provide ten business days' advance notice of any such decision. See, e.g., Chrysler Corp. v. Brown, 441 U.S. 281 (1979).

In that event, we request that the Commission immediately telephone and provide a written copy of such notice to Martha Redding, Chief Counsel, NYSE Regulation, Inc., 20 Broad Street, 18th Floor, New York, New York 10005, (212) 656-2938, [mredding@nyx.com](mailto:mredding@nyx.com), so that further substantiation of this confidentiality request may be submitted.

## DETAILED WRITTEN JUSTIFICATION

Section 552(b)(4) of the FOIA exempts from the disclosure requirements of the FOIA "trade secrets and commercial or financial information obtained from a person and privileged or confidential". The FOIA contains no definition of "privileged" or "confidential". In Gulf & Western Industries, Inc. v. U.S., 615 F.2d 527 (D.C. Cir. 1979), the Court of Appeals concluded that information is confidential for purposes of the FOIA if (i) it is not of the type normally released to the public by the submitter and (ii) the information is of the type that would cause substantial competitive harm if released. There is no requirement that "competitive harm" be established by a showing of actual competitive harm. Rather, "actual competition and the likelihood of substantial competitive injury is all that needs to be shown." Gulf & Western Indus., Inc. v. U.S., 615 F.2d at 530. Thus, in National Parks and Conservation Association v. Kleppe, 547 F.2d 673 (D.C. Cir. 1976), the Court of Appeals concluded that the disclosure of certain financial information, including costs and price-related items, was likely to cause substantial harm to the disclosing party's competitive position. Such disclosure, if required, would provide competitors with valuable information relating to the operational strengths and weaknesses of the disclosing company. Such competitive harm may result from the use of such information either by direct competitors or by persons with whom one is negotiating. See American Airlines, Inc. v. National Mediation Board, 588 F.2d 863, 868 n.13 (2d Cir.1978). It is also clear that the exemption was intended to prevent the fundamental unfairness that can result from one side having confidential information about the other in a business context. Cf. National Parks, supra, at 678 n.18.

Further, The information set forth in the Confidential Documents has been provided to the Commission in connection with the Exchanges requirements under XXXX . This information is not of a type customarily made available by the Exchanges to the public. Consequently, the disclosure of the information holds the potential for significant competitive harm to the Exchanges.

For all the foregoing reasons, the Exchanges requests that the Commission determine to protect the confidentiality of the Confidential Documents and the information contained therein. Please contact me at (xxx) xxx-xxxx or firstlast@.com if you have any questions.

Sincerely,

cc: Securities and Exchange Commission  
Division of Market Regulation  
Office of Market Supervision  
450 Fifth Street, N.W.  
Washington, D.C. 20549

The following information was submitted with a request that the Securities and Exchange Commission grant confidential treatment under Rule 24b-2 under the Securities Exchange Act of 1934 ("Exchange Act") for certain information contained in Exhibit D of amendments to Form 1, which were filed pursuant to Rule 6a-2 under the Exchange Act. The Securities and Exchange Commission denied the request for confidential treatment. See Securities Exchange Act Release No. 83760 (August 1, 2018) (Order Denying Applications by New York Stock Exchange LLC, NYSE MKT LLC, NYSE Arca, Inc. and NYSE National, Inc., Respectively, for Confidential Treatment Pursuant to Rule 24b-2 under the Exchange Act for Material Filed Pursuant to Rule 6a-2 under the Exchange Act). See also Securities Exchange Act Release No. 84497 (October 29, 2018) (Order Lifting the Automatic Stay of the Order Denying Applications by New York Stock Exchange LLC, NYSE MKT LLC, NYSE Arca, Inc., and NYSE National, Inc., Respectively, for Confidential Treatment Pursuant to Rule 24b-2 under the Exchange Act for Material Filed Pursuant to Rule 6a-2 under the Exchange Act).



Martha Redding  
Chief Counsel  
Assistant Secretary

New York Stock Exchange  
11 Wall Street  
New York, NY 10005  
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June 30, 2014

**VIA FEDEX**

Securities and Exchange Commission  
Division of Market Regulation  
Office of Market Supervision  
450 Fifth Street, N.W.  
Washington, D.C. 20549

Re: Amendments to Form 1

Enclosed are an original and two copies of the 2014 amendment to NYSE Arca, Inc. Form 1 application pursuant to Rule 6a-2 under the Securities Exchange Act of 1934.

Intercontinental Exchange on behalf of NYSE Holdings, LLC, New York Stock Exchange, LLC, NYSE MKT LLC, and NYSE Arca, Inc. (collectively, the "Exchanges") requests confidential treatment under the Freedom of Information Act, 5 U.S.C. § 552, the Commission's rules and regulations relating thereto (e.g., 17 C.F.R. 200.83(c)) (collectively, "FOIA") and any other applicable statute or regulation for the enclosed materials with identifying code ARCA -14-0001 through ARCA -14-0136 which is being provided to the Securities and Exchange Commission.

\* \* \* \* \*

Pursuant to the procedures set forth in 17 C.F.R. § 200.83 and the Freedom of Information Act ("FOIA"), 5 U.S.C. § 552 *et seq.*, the Commission's rules and regulations thereunder (e.g., 17 C.F.R. 200.83(c)) and other applicable statutes or regulations, Intercontinental Exchange on behalf of NYSE Holdings, LLC, New York Stock Exchange LLC, NYSE MKT LLC, and NYSE Arca, Inc. (collectively, the "Exchanges") respectfully request confidentiality for this letter and for the other information provided herein (the "Confidential Materials"). Because the Confidential Materials may constitute trade secrets and commercial or financial information which are privileged or confidential, they are subject to the exemption from mandatory disclosure under Exemption 4 of the FOIA, 5 U.S.C. § 552(b)(4) (1976). In addition, the Exchanges believe that Exemption 8 is also applicable, as well as the protections available under the Privacy Act of 1974, 5 U.S.C. § 552a. Please also see the request for confidential treatment filed by the New York Stock Exchange, Inc., by letter dated February 10, 1981, with the Commission's Freedom of Information Act Officer under 17 C.F.R. 200.83.

Accordingly, we expect that the originals and all copies of the Confidential Materials will be kept in a non-public file and that access by any third party not a member of the Commission or its Staff will be denied. The Exchanges request that upon receipt of any request for the disclosure of the Confidential Materials, either pursuant to the FOIA or otherwise, the Commission make an initial determination as to whether such requests should be denied. If the Commission determines that no grounds appear to exist that would justify withholding the information, the Exchanges request that the Commission provide the Exchanges an opportunity to object and to submit further substantiation for affording continued confidential treatment and for withholding of the information. Should the Commission be inclined to disclose the Confidential Materials to any third party, it is our expectation that, in accordance with normal Commission practice, we will be given ten business days' advance notice of any such disclosure to enable us to pursue any remedies that may be applicable.

Under such circumstances, please contact Martha Redding, Chief Counsel, Intercontinental Exchange - NYSE, 20 Broad Street, 18<sup>th</sup> Floor, New York, New York 10005, (212) 656-2938, fax (212) 656-8101, [mredding@nyx.com](mailto:mredding@nyx.com), so that further substantiation of this confidentiality request may be submitted.

The submission of the information contained herein and in the documents referenced above does not waive, nor is it intended to waive, any rights or privileges of the Exchanges with respect to this matter, including any attorney-client, work-product, or other privilege.

The confidential information contained in this letter remains the property of the Exchanges. We respectfully request that, at the conclusion of your inquiry, you return all copies of these documents to us.

\* \* \* \* \*

If you have further questions, please do not hesitate to contact me.

Sincerely,

Enclosures

cc (w/o enc.): U.S. Securities and Exchange Commission  
Office of Freedom of Information and Privacy Act Operations  
100 F Street, NE  
Mail Stop 2736  
Washington, DC 20549 (via regular mail)



WARNING: Failure to keep this form current and to file accurate supplementary information on a timely basis, or the failure to keep accurate books and records or otherwise to comply with the provisions of law applying to the conduct of the applicant would violate the federal securities laws and may result in disciplinary, administrative, or criminal action.

INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS

SEC  
Mail Processing  
Section  
JUL 7 2014  
Washington DC  
404

APPLICATION  AMENDMENT

1. State the name of the applicant: NYSE Arca, Inc.
2. Provide the applicant's primary street address (Do not use a P.O. Box):  
100 South Wacker Drive, Suite 200, Chicago, IL 60606
3. Provide the applicant's mailing address (if different):  
11 Wall Street, New York, NY 10005
4. Provide the applicant's business telephone and facsimile number:  

<u>212-656-2938</u>	<u>212-656-8101</u>
(Telephone)	(Facsimile)
5. Provide the name, title, and telephone number of a contact employee:  

<u>Martha Redding</u>	<u>Assistant Secretary</u>	<u>212-656-2938</u>
(Name)	(Title)	(Telephone Number)
6. Provide the name and address of counsel for the applicant:  
Martha Redding  
NYSE Holdings LLC  
11 Wall Street, New York, NY 10005
7. Provide the date applicant's fiscal year ends: December 31
8. Indicate legal status of applicant:  Corporation  Sole Proprietorship  Partnership  
 Limited Liability Company  Other (specify): \_\_\_\_\_  
 If other than a sole proprietor, indicate the date and place where applicant obtained its legal status (e.g. state where incorporated, place where partnership agreement was filed or where applicant entity was formed):  
 (a) Date (MM/DD/YY): 12/21/72 (b) State/Country of formation: Delaware

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(c) Statute under which applicant was organized: Delaware General Corporation Law

**EXECUTION:** The applicant consents that service of any civil action brought by, or notice of any proceeding before, the Securities and Exchange Commission in connection with the applicant's activities may be given by registered or certified mail or confirmed telegram to the applicant's contact employee at the main address, or mailing address if different, given in Items 2 and 3. The undersigned, being first duly sworn, deposes and says that he/she has executed this form on behalf of, and with the authority of, said applicant. The undersigned and applicant represent that the information and statements contained herein, including exhibits, schedules, or other documents attached hereto, and other information filed herewith, all of which are made a part hereof, are current, true, and complete.

Date: June 30, 2014 NYSE Arca, Inc.  
 By: [Signature] (Signature) Martha Redding, Assistant Secretary (Name of applicant)  
 Subscribed and sworn before me this 30<sup>th</sup> day of June, 2014 by Luca Licciandrello  
 My Commission expires 2/02/16 County of New York State of New York (Notary Public)

*This page must always be completed in full with original, manual signature and notarization.  
Affix notary stamp or seal where applicable.*

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C.

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Exhibits Accompanying Amendment

to

FORM 1 REGISTRATION STATEMENT

of

NYSE ARCA, INC.

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June 30, 2014

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EXHIBIT D

ACCOMPANYING AMENDMENT TO FORM 1 REGISTRATION STATEMENT

OF

NYSE ARCA, INC.

JUNE 2014

**EXHIBIT D**

The unconsolidated financial statements for each subsidiary or affiliate of NYSE Arca, Inc. for the last fiscal year, follow.

**NYSE Group, Inc.**  
**Statement of Income**  
**Year Ended December 31, 2013**  
(Unaudited)  
(in thousands)

<b>Revenue:</b>	
Other Income	\$ 43
<b>Total Revenue</b>	<u>43</u>
<b>Expenses:</b>	
Compensation and Benefits	4
Other Taxes	12
<b>Operating Expenses</b>	<u>16</u>
<b>Operating Income</b>	27
Dividend from Group Companies	<u>112,000</u>
<b>Other Income</b>	112,000
<b>Pre-Tax Net Income</b>	112,027
Income Tax Expense	651
<b>Net Income</b>	<u><u>\$ 111,376</u></u>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.

**NYSE Group, Inc.**  
**Balance Sheet**  
**As of December 31, 2013**  
(Unaudited)  
(in thousands)

**CURRENT ASSETS:**

Cash and Cash Equivalents	\$	2
		2
Current Assets		2

**OTHER NONCURRENT ASSETS:**

Deferred Tax Assets - Noncurrent		197
		197
Other Noncurrent Assets		197

Total Assets	\$	199
		199

**LIABILITIES and SHAREHOLDER'S EQUITY:**

**CURRENT LIABILITIES:**

Accounts payable and accrued liabilities	\$	26,915
		26,915
Current Liabilities		26,915

Liabilities		26,915
		26,915

**SHAREHOLDER'S EQUITY:**

Contributed Capital		(485,337)
		458,621
Retained Earnings		458,621
Total Shareholder's Equity		(26,716)

Total Liabilities and Shareholder's Equity	\$	199
		199

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.

**Wall and Broad Insurance Company**  
**Statement of Income**  
**Year Ended December 31, 2013**  
(Unaudited)  
(in thousands)

<b>Revenues:</b>	
Other Revenue	\$ 1,182
<b>Total Revenue</b>	
Liquidity Payments, Routing & Clearing	(620)
<b>Total Revenue, less transaction-based expenses</b>	<u>562</u>
<b>Expenses:</b>	
Compensation and Benefits	848
Professional Services	85
<b>Operating Expenses</b>	<u>933</u>
<b>Operating Loss</b>	(371)
Interest Income	5
Interest Expense	(1)
<b>Other Income</b>	<u>4</u>
<b>Pre-Tax Net Loss</b>	(367)
Income Tax Benefit	91
<b>Net Loss</b>	<u><u>\$ (276)</u></u>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.

**Wall and Broad Insurance Company**  
**Balance Sheet**  
**As of December 31, 2013**  
(Unaudited)  
(in thousands)

**CURRENT ASSETS:**

Cash and Cash Equivalents	\$	5,290
Prepaid expenses and other current assets		640
Deferred Tax Assets - current		216
<b>Current Assets</b>		<b>6,146</b>
<b>Assets</b>	\$	<b>6,146</b>

**LIABILITIES and SHAREHOLDER'S EQUITY:**

**CURRENT LIABILITIES:**

Accounts payable and accrued liabilities	\$	71
Deferred Revenue and other current liabilities		3,435
<b>Current Liabilities</b>		<b>3,506</b>
<b>Liabilities</b>		<b>3,506</b>

**SHAREHOLDER'S EQUITY:**

Contributed Capital		250
Retained earnings		2,390
<b>Total Shareholder's Equity</b>		<b>2,640</b>
<b>Total Liabilities and Shareholder's Equity</b>	\$	<b>6,146</b>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**NYSE Liffe Holdings, LLC**  
**Balance Sheet**  
**As of December 31, 2013**  
(Unaudited)  
(in thousands)

**LIABILITIES and SHAREHOLDER'S EQUITY:**

**CURRENT LIABILITIES:**

Accounts payable and accrued liabilities	\$	1
<b>Current Liabilities</b>		<b>1</b>
<hr/>		
<b>Liabilities</b>		<b>1</b>
<hr/>		

**SHAREHOLDER'S EQUITY:**

Retained deficit		(1)
<b>Total Shareholder's Equity</b>		<b>(1)</b>
<hr/>		
<b>Total Liabilities and Shareholder's Equity</b>	<b>\$</b>	<b>-</b>
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In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.

**NYSE Liffe US, LLC**  
**Statement of Income**  
**Year Ended December 31, 2013**  
(Unaudited)  
(in thousands)

<b>Revenues:</b>	
Transaction and Clearing Fees	\$ 11,124
Market Data	393
Other Revenue	974
Liquidity Payments, Routing & Clearing	(2,814)
<b>Total Revenue</b>	<b>9,677</b>
<b>Expenses:</b>	
Compensation and Benefits	5,223
External System & Communications	1,926
Professional Services	2,909
Amortization & Depreciation Expense	1,139
Rent and Other Occupancy	8
Other Operating Expense	2,070
Technology Expenses	7,000
Fine Income	(35)
<b>Operating Expenses</b>	<b>20,240</b>
<b>Operating Loss</b>	<b>(10,563)</b>
Interest Income	3
Interest Expense	(420)
Freign Exchange Loss	(132)
<b>Other Loss</b>	<b>(549)</b>
<b>Pre-Tax Net Loss</b>	<b>(11,112)</b>
<b>Net Loss</b>	<b>\$ (11,112)</b>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.

**NYSE Liffe US, LLC**  
**Balance Sheet**  
**As of December 31, 2013**  
(Unaudited)  
(in thousands)

**CURRENT ASSETS:**

Cash and Cash Equivalents	\$	1,008
<b>Current Assets</b>		<b>1,008</b>

**PLANT PROPERTY AND EQUIPMENT:**

Property and Equipment Cost		6,941
Accumulated Depreciation		(6,859)
<b>Property and Equipment, Net</b>		<b>82</b>

**OTHER NONCURRENT ASSETS:**

Other intangibles assets, net		26,018
<b>Other Noncurrent Assets</b>		<b>26,018</b>
 <b>Assets</b>	 \$	 <b>27,108</b>

**LIABILITIES and SHAREHOLDER'S EQUITY:**

**CURRENT LIABILITIES:**

Accounts payable and accrued liabilities	\$	21,304
Accrued salaries and benefits		4,337
Deferred Revenue and other current liabilities		435
Income taxes payable		32
<b>Current Liabilities</b>		<b>26,108</b>
 <b>Liabilities</b>		 <b>26,108</b>

**SHAREHOLDER'S EQUITY:**

Contributed Capital		126,002
Retained earnings		(125,002)
<b>Total Shareholder's Equity</b>		<b>1,000</b>
 <b>Total Liabilities and Shareholder's Equity</b>	 \$	 <b>27,108</b>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.

**NYSE IP LLC**  
**Statement of Income**  
**Year Ended December 31, 2013**  
(Unaudited)  
(in thousands)

<b>Expenses:</b>		
Other Operating Expense	\$	8
<b>Operating Expenses</b>		<u>8</u>
<b>Operating Loss</b>		(8)
<b>Net Loss</b>	<u>\$</u>	<u>(8)</u>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.

**NYSE IP LLC**  
**Balance Sheet**  
**As of December 31, 2013**  
(Unaudited)  
(in thousands)

**CURRENT ASSETS:**

Accounts Receivable, net of allowance	\$	405
<b>Current Assets</b>		<b>405</b>
<b>Assets</b>	\$	<b>405</b>

**LIABILITIES and SHAREHOLDER'S EQUITY:**

**CURRENT LIABILITIES:**

Accounts payable and accrued liabilities	\$	140
<b>Current Liabilities</b>		<b>140</b>
<b>Liabilities</b>		<b>140</b>

**SHAREHOLDER'S EQUITY:**

Contributed Capital		410
Retained deficit		(145)
<b>Total Shareholder's Equity</b>		<b>265</b>
<b>Total Liabilities and Shareholder's Equity</b>	\$	<b>405</b>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.

**NYSE Board Member LLC**  
**Statement of Income**  
**Year Ended December 31, 2013**  
(Unaudited)  
(in thousands)

<b>Revenues:</b>	
Other Revenue	\$ 6,101
<b>Total Revenue</b>	<b>6,101</b>
<b>Expenses:</b>	
Merger Expenses and Exit Costs	415
Compensation and Benefits	3,335
External System & Communications	58
Professional Services	77
Amortization & Depreciation Expense	257
Rent and Other Occupancy	331
Office and Telecom	1,581
Marketing	75
Other Operating Expense	1,445
<b>Operating Expenses</b>	<b>7,574</b>
<b>Operating Loss</b>	<b>(1,473)</b>
<b>Pre-Tax Net Loss</b>	<b>(1,473)</b>
Income Tax Benefit	544
<b>Net Loss</b>	<b>\$ (929)</b>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.

**NYSE Board Member LLC**  
**Balance Sheet**  
**As of December 31, 2013**  
(Unaudited)  
(in thousands)

**CURRENT ASSETS:**

Cash and Cash Equivalents	\$ 1,162
Accounts Receivable, net of allowance	(8,722)
Prepaid expenses and other current assets	64
Income Taxes Receivable	3,835
Deferred Tax Assets - Current	255
<b>Current Assets</b>	<b><u>(3,406)</u></b>

**PLANT PROPERTY AND EQUIPMENT:**

Property and Equipment Cost	265
Accumulated Depreciation	(177)
<b>Property and Equipment, Net</b>	<b><u>88</u></b>

**OTHER NONCURRENT ASSETS:**

Goodwill	6,746
Other intangibles assets, net	1,363
Other Receivables	16
<b>Other Noncurrent Assets</b>	<b><u>8,125</u></b>

<b>Assets</b>	<b><u>\$ 4,807</u></b>
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**LIABILITIES and SHAREHOLDER'S EQUITY:**

**CURRENT LIABILITIES:**

Accrued salaries and benefits	\$ 1,053
Deferred Revenue and other current liabilities	1,871
<b>Current Liabilities</b>	<b><u>2,924</u></b>

**NONCURRENT LIABILITIES:**

Deferred tax liabilities - noncurrent	220
<b>Noncurrent Liabilities</b>	<b>220</b>
<b>Liabilities</b>	<b><u>3,144</u></b>

**SHAREHOLDER'S EQUITY:**

Contributed Capital	8,890
Retained earnings	(7,227)
<b>Total Shareholder's Equity</b>	<b><u>1,663</u></b>

<b>Total Liabilities and Shareholder's Equity</b>	<b><u>\$ 4,807</u></b>
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In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.

**NYSE Technologies, Inc**  
**Statement of Income**  
**Year Ended December 31, 2013**  
(Unaudited)  
(in thousands)

**Revenues:**

Software and Technologies	\$ 33,046
Market Data	1,928

<b>Total Revenue</b>	<b>34,974</b>
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**Expenses:**

Merger Expenses and Exit Costs	1,496
Compensation and Benefits	12,472
External System & Communications	2,184
Professional Services	11,529
Amortization & Depreciation Expense	654
Rent and Other Occupancy	116
Office and Telecom	1,125
Marketing	124
Other Operating Expense	6,220
Technology Expenses	11,156

<b>Operating Expenses</b>	<b>47,076</b>
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<b>Operating Loss</b>	<b>(12,102)</b>
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Foreign Exchange Loss	(1,759)
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<b>Other Loss</b>	<b>(1,759)</b>
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<b>Pre-Tax Net Loss</b>	<b>(13,861)</b>
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Income Tax Benefit	6,550
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<b>Net Loss</b>	<b>\$ (7,311)</b>
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In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**NYSE Technologies, Inc**  
**Balance Sheet**  
**As of December 31, 2013**  
(Unaudited)  
(in thousands)

**CURRENT ASSETS:**

Short Term Investments	\$ 34
Prepaid expenses and other current assets	3,265
Deferred tax assets - current	635
<b>Current Assets</b>	<b><u>3,934</u></b>

**PLANT PROPERTY AND EQUIPMENT:**

Property and Equipment Cost	9,833
Accumulated Depreciation	(8,557)
<b>Property and Equipment, Net</b>	<b><u>1,276</u></b>

**OTHER NONCURRENT ASSETS:**

Other Receivables	33
Deferred tax assets - noncurrent	9,491
<b>Other Noncurrent Assets</b>	<b><u>9,524</u></b>
<b>Assets</b>	<b><u>\$ 14,734</u></b>

**LIABILITIES and SHAREHOLDER'S EQUITY:**

**CURRENT LIABILITIES:**

Accounts payable and accrued liabilities	\$ 17,262
Accrued salaries and benefits	3,616
Deferred Revenue and other current liabilities	14,803
Income taxes payable	3,277
<b>Current Liabilities</b>	<b><u>38,958</u></b>

**NONCURRENT LIABILITIES:**

Other noncurrent liabilities	139
Deferred tax liabilities - noncurrent	38
<b>Noncurrent Liabilities</b>	<b><u>177</u></b>
<b>Liabilities</b>	<b><u>39,135</u></b>

**SHAREHOLDER'S EQUITY:**

Contributed Capital	22,264
Retained deficit	(46,665)
<b>Total Shareholder's Equity</b>	<b><u>(24,401)</u></b>
<b>Total Liabilities and Shareholder's Equity</b>	<b><u>\$ 14,734</u></b>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.

**NYFIX, Inc.**  
**Statement of Income**  
**Year Ended December 31, 2013**  
(Unaudited)  
(in thousands)

<b>Revenues:</b>	
Sold Product and Services	\$ 62,606
<b>Total Revenue</b>	<u>62,606</u>
<b>Expenses:</b>	
Merger Expenses and Exit Costs	1,451
Compensation and Benefits	13,115
External System & Communications	10,154
Professional Services	2,789
Amortization & Depreciation Expense	3,071
Rent and Other Occupancy	1,960
Office and Telecom	1,015
Marketing	367
Other Operating Expense	3,455
<b>Operating Expenses</b>	<u>37,377</u>
<b>Operating Income</b>	25,229
Interest Income	1
Foreign Exchange Loss	(170)
<b>Other Loss</b>	<u>(169)</u>
<b>Pre-Tax Net Income</b>	25,060
Income Tax Expense	8,736
<b>Net Income</b>	<u><u>\$ 16,324</u></u>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.

**NYFIX, Inc.**  
**Balance Sheet**  
**As of December 31, 2013**  
(Unaudited)  
(in thousands)

**CURRENT ASSETS:**

Cash and Cash Equivalents	\$ 1,281
Accounts Receivable, net of allowance	22,377
Prepaid expenses and other current assets	338
Income tax receivable	5,613
Deferred tax receivable - current	2,543
<b>Current Assets</b>	<b><u>32,152</u></b>

**PLANT PROPERTY AND EQUIPMENT:**

Property and Equipment Cost	14,197
Accumulated Depreciation	(8,029)
<b>Property and Equipment, Net</b>	<b><u>6,168</u></b>

**OTHER NONCURRENT ASSETS:**

Goodwill	2,294
Other Receivables - noncurrent	193
Deferred tax assets - noncurrent	26,376
<b>Other Noncurrent Assets</b>	<b><u>28,863</u></b>
<b>Assets</b>	<b><u>\$ 67,183</u></b>

**LIABILITIES and SHAREHOLDER'S EQUITY:**

**CURRENT LIABILITIES:**

Accounts payable and accrued liabilities	\$ 406
Accrued salaries and benefits	7,005
Deferred Revenue and other current liabilities	11,559
<b>Current Liabilities</b>	<b><u>18,970</u></b>

**NONCURRENT LIABILITIES:**

Other Liabilities - Noncurrent	775
Deferred tax liabilities - noncurrent	1,334
<b>Noncurrent Liabilities</b>	<b><u>2,109</u></b>
<b>Liabilities</b>	<b><u>21,079</u></b>

**SHAREHOLDER'S EQUITY:**

Contributed Capital	76,339
Retained deficit	(30,235)
<b>Total Shareholder's Equity</b>	<b><u>46,104</u></b>
<b>Total Liabilities and Shareholder's Equity</b>	<b><u>\$ 67,183</u></b>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.

**NYFIX Millennium Group Holdings, LLC (dormant)**  
**Balance Sheet**  
**As of December 31, 2013**  
(Unaudited)

**Assets**

Other Assets		1
<b>Total Assets</b>		\$ 1

**LIABILITIES and SHAREHOLDER'S EQUITY:**

**SHAREHOLDER'S EQUITY:**

Member capital		1
<b>Total Shareholder's Equity</b>		1
<b>Total Liabilities and Shareholder's Equity</b>		\$ 1

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.

**NYSE Euronext Holdings, LLC**  
**Statement of Income**  
**Year Ended December 31, 2013**  
(Unaudited)  
(in thousands)

<b>Expenses:</b>	
Merger Expenses and Exit Costs	\$ 71,427
Compensation and Benefits	11,087
Other Operating Expense	130
<b>Operating Expenses</b>	<u>82,644</u>
<b>Operating Loss</b>	(82,644)
Interest Income	2,968
Interest Expense	(92,839)
Foreign Exchange Gain/Loss	495
Other New Financing Income	112,000
Impairment of Investment	801
Income from Assoc/Joint Ventures	(7,962)
<b>Other Income, net</b>	<u>15,463</u>
<b>Pre-Tax Net Loss</b>	(67,181)
Income Tax Benefit	123,376
<b>Net Income</b>	<u>\$ 56,195</u>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.

**NYSE Euronext Holdings, LLC**  
**Balance Sheet**  
**As of December 31, 2013**  
(Unaudited)  
(in thousands)

**CURRENT ASSETS:**

Short Term Investments	\$ 774
Income Taxes Receivable	299,103
Deferred tax receivable - current	9,466
<b>Current Assets</b>	<b><u>309,343</u></b>

**OTHER NONCURRENT ASSETS:**

Goodwill	(5)
Other Receivables	6,493
Deferred tax assets	16,471
<b>Other Noncurrent Assets</b>	<b><u>22,959</u></b>

**Assets**

**\$ 332,302**

**LIABILITIES and SHAREHOLDER'S EQUITY:**

**CURRENT LIABILITIES:**

Accounts payable and accrued liabilities	\$ 444,871
Accrued salaries and benefits	527
Deferred Revenue and other current liabilities	6,483
Deferred tax liabilities - current	754
Short-term Debt	38,376
<b>Current Liabilities</b>	<b><u>491,011</u></b>

**NONCURRENT LIABILITIES:**

Long Term Debt	2,104,049
Deferred tax liabilities - noncurrent	55,484
<b>Noncurrent Liabilities</b>	<b><u>2,159,533</u></b>
<b>Liabilities</b>	<b><u>2,650,544</u></b>

**SHAREHOLDER'S EQUITY:**

Contributed Capital	(2,720,797)
Retained earnings	402,555
<b>Total Shareholder's Equity</b>	<b><u>(2,318,242)</u></b>

**Total Liabilities and Shareholder's Equity**

**\$ 332,302**

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.

**Corpedia Corporation**  
**Statement of Income**  
**Year Ended December 31, 2013**  
(Unaudited)  
(in thousands)

<b>Revenues:</b>	
Other Revenue	\$ 23,890
<b>Total Revenue</b>	<u>23,890</u>
<b>Expenses:</b>	
Merger Expenses and Exit Costs	435
Compensation and Benefits	14,052
External System & Communications	584
Professional Services	3,036
Amortization & Depreciation Expense	902
Rent and Other Occupancy	373
Office and Telecom	752
Marketing	237
Other Operating Expense	7,711
<b>Operating Expenses</b>	<u>28,082</u>
<b>Operating Loss</b>	(4,192)
Interest Income	3
Foreign Exchange Loss	(15)
<b>Other Expense</b>	<u>(12)</u>
<b>Pre-Tax Net Loss</b>	(4,204)
Income Tax Benefit	2,073
<b>Net Loss</b>	<u>\$ (2,131)</u>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.

**Corpedia Corporation**  
**Balance Sheet**  
**As of December 31, 2013**  
(Unaudited)  
(in thousands)

**CURRENT ASSETS:**

Cash and Cash Equivalents	\$	2,269
Accounts Receivable, net of allowance		6,007
Prepaid expenses and other current assets		533
Income Tax Receivable		2,218
Deferred tax asset - current		83
<b>Current Assets</b>		<u><u>11,110</u></u>

**PLANT PROPERTY AND EQUIPMENT:**

Property and Equipment Cost	9,573
Accumulated Depreciation	(5,615)
<b>Property and Equipment, Net</b>	<u><u>3,958</u></u>

**OTHER NONCURRENT ASSETS:**

Other Receivables	26
Deferred tax assets - noncurrent	23
<b>Other Noncurrent Assets</b>	<u><u>49</u></u>
<b>Assets</b>	<u><u>\$ 15,117</u></u>

**LIABILITIES and SHAREHOLDER'S EQUITY:**

**CURRENT LIABILITIES:**

Accounts payable and accrued liabilities	\$	323
Accrued salaries and benefits		1,585
Deferred Revenue and other current liabilities		7,372
<b>Current Liabilities</b>		<u><u>9,280</u></u>

**NONCURRENT LIABILITIES:**

Other noncurrent liabilities	17
Deferred tax liabilities - noncurrent	829
<b>Noncurrent Liabilities</b>	<u><u>846</u></u>
<b>Liabilities</b>	<u><u>10,126</u></u>

**SHAREHOLDER'S EQUITY:**

Contributed Capital	6,444
Retained Deficit	(1,453)
<b>Total Shareholder's Equity</b>	<u><u>4,991</u></u>
<b>Total Liabilities and Shareholder's Equity</b>	<u><u>\$ 15,117</u></u>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**NY Portfolio Clearing, LLC (dormant)**  
**Balance Sheet**  
**As of December 31, 2013**  
(Unaudited)

**Assets**

Other Assets		1
<b>Total Assets</b>		\$ 1

**LIABILITIES and SHAREHOLDER'S EQUITY:**

**SHAREHOLDER'S EQUITY:**

Member capital		1
<b>Total Shareholder's Equity</b>		1
<b>Total Liabilities and Shareholder's Equity</b>		\$ 1

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**ICE Futures U.S. Inc.**  
**Statement of Income**  
**Year Ended December 31, 2013**  
(Unaudited)  
(in thousands)

<b>Revenues:</b>	
Transaction and clearing fees, net	\$ 239,121
Revenues from affiliates	34,772
Other revenues	2,174
<b>Total Revenues</b>	<u>276,067</u>
<b>Expenses:</b>	
Compensation and benefits	19,120
Professional services	499
Technology and communication	1,825
Rent and occupancy	6,107
Selling, general and administrative	2,483
Depreciation and amortization	22,805
Service and license fees to affiliates	59,928
<b>Operating Expenses</b>	<u>112,767</u>
<b>Operating Income</b>	163,300
Other expenses, net	(4,223)
<b>Other expense, net</b>	<u>(4,223)</u>
<b>Pre-Tax Net Income</b>	159,077
Income tax expense	66,941
<b>Net Income</b>	<u>\$ 92,136</u>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.

**ICE Clear U.S. Inc.**  
**Balance Sheet**  
**As of December 31, 2013**  
(Unaudited)

**Current Assets:**

Cash and cash equivalents	\$ 52,068
Margin deposits and guaranty funds	1,883,669
Accounts receivable, net of allowance	654
Prepaid expenses and other current assets	27
Due from affiliates, net	40,712
<b>Current Assets</b>	<u>1,977,130</u>

**Property and equipment:**

Property and equipment cost	4,704
Accumulated depreciation	(4,086)
<b>Property and equipment, net</b>	<u>618</u>

**Other Noncurrent Assets:**

Other noncurrent assets	212
<b>Other Noncurrent Assets</b>	<u>212</u>

<b>Total Assets</b>	<u>\$ 1,977,960</u>
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**Current Liabilities:**

Accounts payable and accrued liabilities	\$ 343
Accrued salaries and benefits	724
Margin deposits and guaranty funds	1,883,669
Income taxes liability	1,427
<b>Current Liabilities</b>	<u>1,886,163</u>

<b>Total Liabilities</b>	<u>1,886,163</u>
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**Shareholder's Equity:**

Contributed capital	52,710
Retained earnings	39,087
<b>Total Shareholder's Equity</b>	<u>91,797</u>

<b>Total Liabilities and Shareholder's Equity</b>	<u>\$ 1,977,960</u>
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In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.

ARCA-14-0027



**ICE Clear U.S. Inc.**  
**Statement of Income**  
**Year Ended December 31, 2013**  
(Unaudited)

**Revenues:**

Transaction and clearing fees, net	\$	14,172
Other revenues		5,794
<b>Total Revenues</b>		<b>19,966</b>

**Expenses:**

Compensation and benefits		4,618
Professional services		89
Technology and communication		110
Rent and occupancy		566
Selling, general and administrative		1,243
Depreciation and amortization		1,093
Service and license fees to affiliates		2,550
<b>Operating Expenses</b>		<b>10,269</b>

<b>Operating Income</b>		<b>9,697</b>
Other expenses, net		(191)
Interest expense to affiliates		(180)
<b>Other expense, net</b>		<b>(371)</b>
<b>Pre-Tax Net Income</b>		<b>9,326</b>
Income tax expense		3,727
<b>Net Income</b>	<b>\$</b>	<b>5,599</b>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**eCops, LLC (dormant)**  
**Balance Sheet**  
**As Of December 31, 2013**  
**(Unaudited)**

**ASSETS:**

Other Assets		1
<b>Total Assets</b>	<b>\$</b>	<b>1</b>

**LIABILITIES AND MEMBER EQUITY:**

**MEMBER EQUITY:**

Member capital		1
<b>Member Equity</b>		<b>1</b>
<b>Total Member Equity</b>	<b>\$</b>	<b>1</b>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of nor recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include incon taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audit financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not inclu of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes the for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**New York Futures Clearing Corporation (dormant)**  
**Balance Sheet**  
**As Of December 31, 2013**  
**(Unaudited)**

**ASSETS:**

Other assets		1
<b>Total Assets</b>	<b>\$</b>	<b>1</b>

**LIABILITIES AND MEMBER EQUITY:**

**MEMBER EQUITY:**

Member capital		1
Member Equity		1
<b>Total Member Equity</b>	<b>\$</b>	<b>1</b>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of nor recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include incon taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audit financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not inclu of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes the for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**Commodity Exchange Center (dormant)  
Balance Sheet  
As Of December 31, 2013  
(Unaudited)**

**ASSETS:**

Other Assets		1
<b>Total Assets</b>	<b>\$</b>	<b>1</b>

**LIABILITIES AND MEMBER EQUITY:**

**MEMBER EQUITY:**

Member capital		1
<b>Member Equity</b>		<b>1</b>
<b>Total Member Equity</b>	<b>\$</b>	<b>1</b>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of nor recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include incon taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audit financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not inclu of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes the for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**Intercontinental Holdings LLC**  
**Balance Sheet**  
**As Of December 31, 2013**  
**(Unaudited)**

**ASSETS:**

Other assets	1
<b>Total Assets</b>	<b>\$ 1</b>

**LIABILITIES AND MEMBER EQUITY:**

**MEMBER EQUITY:**

Member capital	1
<b>Member Equity</b>	<b>1</b>
<b>Total Member Equity</b>	<b>\$ 1</b>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.





**ICE Trade Vault, LLC**  
**Income Statement**  
**Year Ended December 31, 2013**  
**(Unaudited)**

**REVENUES:**

Transaction fees, net	\$	10,251,016
Market data fees		4,715,737
<b>Operating Revenues</b>		<b>14,966,753</b>

**OPERATING EXPENSES:**

Compensation and benefits	1,633,061
Professional services	63,343
Rent and other occupancy	100,444
Technology	4,601
Selling, general & administration	258,179
Service and license fees to affiliate	2,039,261
<b>Operating Expenses</b>	<b>4,098,889</b>

**OTHER INCOME:**

<b>Other Income</b>	<b>1,191</b>
<b>Net Income</b>	<b>\$ 10,869,055</b>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



ICE Trade Vault, LLC  
Balance Sheet  
As Of December 31, 2013  
(Unaudited)

**CURRENT ASSETS:**

Cash and Cash Equivalents	\$	2,460,451
Restricted Cash		2,290,000
Accounts Receivable, net of allowance		4,120,450
Due from affiliate		5,090,622
<b>Current Assets</b>		<u>13,961,523</u>
<b>Total Assets</b>	\$	<u>13,961,523</u>

**LIABILITIES AND MEMBER EQUITY:**

**CURRENT LIABILITIES:**

Accounts payable and accrued liabilities	\$	49,544
Accrued salaries and benefits		350,102
<b>Current Liabilities</b>		<u>399,646</u>

**NONCURRENT LIABILITIES:**

<b>NonCurrent Liabilities</b>		<u>289,530</u>
<b>Total Liabilities</b>		<u>689,176</u>

**MEMBER EQUITY:**

Additional paid-in capital		539,907
Retained Earnings		12,732,440
<b>Member Equity</b>		<u>13,272,347</u>

<b>Total Liabilities and Member Equity</b>	\$	<u>13,961,523</u>
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**ICE Trade Vault Canada, LLC**  
**Balance Sheet**  
**As Of December 31, 2013**  
**(Unaudited)**

**ASSETS:**

Other Assets		1
<b>Total Assets</b>	<b>\$</b>	<b>1</b>

**LIABILITIES AND MEMBER EQUITY:**

**MEMBER EQUITY:**

Member capital		1
<b>Member Equity</b>		<b>1</b>

<b>Total Member Equity</b>	<b>\$</b>	<b>1</b>
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In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of non-recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audit financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**ICE 4165 LLC**  
**Balance Sheet**  
**As Of December 31, 2013**  
**(Unaudited)**

**ASSETS:**

Other assets	1
<b>Total Assets</b>	<b>1</b>
	<b>\$</b>
	<b>1</b>

**LIABILITIES AND MEMBER EQUITY:**

**MEMBER EQUITY:**

Member capital	1
<b>Member Equity</b>	<b>1</b>
	<b>\$</b>
<b>Total Member Equity</b>	<b>1</b>



**ICE 5660 LLC**  
**Income Statement**  
**Year Ended December 31, 2013**  
**(Unaudited)**

**REVENUES:**

Rental Revenue	\$ 2,047,912
<b>Operating Revenues</b>	<b><u>2,047,912</u></b>

**OPERATING EXPENSES:**

Rent and other occupancy	1,882,607
Amortization & depreciation expense	1,327,856
<b>Operating Expenses</b>	<b><u>3,210,463</u></b>

**OTHER INCOME:**

<b>Other Income</b>	<b><u>181</u></b>
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<b>Net loss</b>	<b><u>\$ (1,162,370)</u></b>
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In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**ICE 5660 LLC**  
**Balance Sheet**  
**As Of December 31, 2013**  
**(Unaudited)**

**CURRENT ASSETS:**

Cash and Cash Equivalents	\$ 584,360
<b>Current Assets</b>	<u>584,360</u>

**PROPERTY PLANT AND EQUIPMENT:**

Property and Equipment Cost	37,766,128
Accumulated Depreciation	(1,071,879)
<b>Property and Equipment Net</b>	<u>36,694,249</u>

**OTHER NONCURRENT ASSETS**

Other Intangibles, net	725,269
Other noncurrent assets	116,746
<b>Other Noncurrent Assets</b>	<u>842,015</u>

<b>Total Assets</b>	<u><u>\$ 38,120,624</u></u>
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**LIABILITIES AND MEMBER EQUITY:**

**CURRENT LIABILITIES:**

Accounts payable and accrued liabilities	\$ 1,091,387
Due to Affiliate	283,922
<b>Current Liabilities</b>	<u>1,375,309</u>

**NONCURRENT LIABILITIES:**

Other noncurrent liabilities	131,388
<b>Noncurrent Liabilities</b>	<u>131,388</u>

<b>Total Liabilities</b>	<u>1,506,697</u>
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**MEMBER EQUITY:**

Member capital	37,776,297
Net Deficit	(1,162,370)
<b>Member Equity</b>	<u>36,613,927</u>

<b>Total Liabilities and Member Equity</b>	<u><u>\$ 38,120,624</u></u>
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In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of no recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**When-Tech LLC**  
**Income Statement**  
**Year Ended December 31, 2013**  
**(Unaudited)**

**REVENUES:**

Other Revenue	\$ 6,868,289
<b>Operating Revenues</b>	<b>6,868,289</b>

**OPERATING EXPENSES:**

Compensation and benefits	3,473,182
Professional services	49,645
Rent and other occupancy	1,145,592
Technology	984,317
Selling, general & administration	188,939
Amortization & depreciation expense	1,285,349
Service and license fees to affiliate	919,277
<b>Operating Expenses</b>	<b>8,046,301</b>

**OTHER INCOME:**

Other Income	40
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<b>Net loss</b>	<b>\$ (1,177,972)</b>
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In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



When-Tech LLC  
Balance Sheet  
As Of December 31, 2013  
(Unaudited)

**CURRENT ASSETS:**

Cash and Cash Equivalents	\$	686,371
Accounts Receivable, net of allowance		1,339,187
Prepaid expenses and other current assets		32,587
<b>Current Assets</b>		<u>2,058,145</u>

**PROPERTY PLANT AND EQUIPMENT:**

Property and Equipment Cost		1,475,183
Accumulated Depreciation		(313,424)
<b>Property and Equipment Net</b>		<u>1,161,759</u>

**OTHER NONCURRENT ASSETS**

Goodwill		16,236,691
Other Intangibles, net		2,793,333
Restricted Cash Long Term		360,375
<b>Other Noncurrent Assets</b>		<u>19,390,399</u>

<b>Total Assets</b>	<b>\$</b>	<b><u>22,610,303</u></b>
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**LIABILITIES AND MEMBER EQUITY:**

**CURRENT LIABILITIES:**

Accounts payable and accrued liabilities	\$	349,938
Accrued salaries and benefits		692,809
Other current liabilities		102,766
Due to Affiliate		2,850,702
<b>Current Liabilities</b>		<u>3,996,215</u>

<b>Total Liabilities</b>		<u>3,996,215</u>
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**MEMBER EQUITY:**

Additional paid-in capital		1,093,505
Retained Deficit		(1,425,973)
Member Capital		18,946,556

<b>Member Equity</b>		<u>18,614,088</u>
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<b>Total Liabilities and Member Equity</b>	<b>\$</b>	<b><u>22,610,303</u></b>
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In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of no recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audit financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.





**Pit Trader, LLC (dormant)**  
**Balance Sheet**  
**As Of December 31, 2013**  
**(Unaudited)**

**ASSETS:**

Other Assets		1
<b>Total Assets</b>	<b>\$</b>	<b>1</b>

**LIABILITIES AND MEMBER EQUITY:**

**MEMBER EQUITY:**

Member capital		1
<b>Member Equity</b>		<b>1</b>
<b>Total Member Equity</b>	<b>\$</b>	<b>1</b>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**IntercontinentalExchange International, Inc**  
**Balance Sheet**  
**As Of December 31, 2013**  
**(Unaudited)**

**ASSETS:**

Other assets	1
<b>Total Assets</b>	<b>\$ 1</b>

**LIABILITIES AND MEMBER EQUITY:**

**MEMBER EQUITY:**

Member capital	1
<b>Member Equity</b>	<b>1</b>
<b>Total Member Equity</b>	<b>\$ 1</b>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of non-recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**ICE UK GP, LLC**  
**Balance Sheet**  
**As Of December 31, 2013**  
**(Unaudited)**

**ASSETS:**

Other assets	1
<b>Total Assets</b>	<b>\$ 1</b>

**LIABILITIES AND MEMBER EQUITY:**

**MEMBER EQUITY:**

Member capital	1
<b>Member Equity</b>	<b>1</b>
<b>Total Member Equity</b>	<b>\$ 1</b>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**ICE UK LC, LLC**  
**Balance Sheet**  
**As Of December 31, 2013**  
**(Unaudited)**

**ASSETS:**

Other assets		1
<b>Total Assets</b>	<b>\$</b>	<b>1</b>

**LIABILITIES AND MEMBER EQUITY:**

**MEMBER EQUITY:**

Member capital		1
<b>Member Equity</b>		<b>1</b>
<b>Total Member Equity</b>	<b>\$</b>	<b>1</b>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**ICE Markets, Inc.**  
**Income Statement**  
**Year Ended December 31, 2013**  
**(Unaudited)**

**REVENUES:**

Affiliate Revenue	\$	12,455,705
<b>Operating Revenues</b>		<b>12,455,705</b>

**OPERATING EXPENSES:**

Compensation and benefits		5,597,329
Professional services		285,000
Rent and other occupancy		711,478
Technology		102,225
Selling, general & administration		377,325
Amortization & depreciation expense		55,323
Intercompany Expense		3,354,160
<b>Operating Expenses</b>		<b>10,482,840</b>

**OTHER EXPENSE:**

Other Expense		1
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<b>Pre-Tax Net Income</b>		<b>1,972,864</b>
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Income Tax Expense		1,047,226
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<b>Net Income</b>	<b>\$</b>	<b>925,638</b>
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In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



ICE Markets, Inc.  
Balance Sheet  
As Of December 31, 2013  
(Unaudited)

**CURRENT ASSETS:**

Prepaid expenses and other current assets	\$	22,777
Due from Affiliates		10,724,234
<b>Current Assets</b>		<b>10,747,011</b>

**PROPERTY PLANT AND EQUIPMENT:**

Property and Equipment Cost		86,732
Accumulated Depreciation		(77,440)
<b>Property and Equipment Net</b>		<b>9,292</b>

<b>Total Assets</b>	<b>\$</b>	<b>10,756,303</b>
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**LIABILITIES AND MEMBER EQUITY:**

**CURRENT LIABILITIES:**

Accounts payable and accrued liabilities	\$	68,500
Accrued salaries and benefits		1,140,397
Income taxes payable		70,765
<b>Current Liabilities</b>		<b>1,279,662</b>

**NONCURRENT LIABILITIES:**

Deferred tax liabilities - noncurrent		784,271
Other noncurrent liabilities		4,499
<b>NonCurrent Liabilities</b>		<b>788,770</b>

<b>Total Liabilities</b>		<b>2,068,432</b>
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**MEMBER EQUITY:**

Additional paid-in capital		4,887,604
Retained Earnings		3,800,267
<b>Member Equity</b>		<b>8,687,871</b>

<b>Total Liabilities and Member Equity</b>	<b>\$</b>	<b>10,756,303</b>
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In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of no recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audit financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes therefor for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**ICE Data Management Group, LLC**  
**Balance Sheet**  
**As Of December 31, 2013**  
**(Unaudited)**

**ASSETS:**

Other Assets	1
<b>Total Assets</b>	<u><u>\$ 1</u></u>

**LIABILITIES AND MEMBER EQUITY:**

**MEMBER EQUITY:**

Member capital	1
<b>Member Equity</b>	<u><u>1</u></u>
<b>Total Member Equity</b>	<u><u>\$ 1</u></u>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of non-recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes therefor for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**ICE Data Investment Group, LLC**  
**Balance Sheet**  
**As Of December 31, 2013**  
**(Unaudited)**

**ASSETS:**

Other Assets	1
<b>Total Assets</b>	<b>\$ 1</b>

**LIABILITIES AND MEMBER EQUITY:**

**MEMBER EQUITY:**

Member capital	1
<b>Member Equity</b>	<b>1</b>
<b>Total Member Equity</b>	<b>\$ 1</b>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of nor recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audit financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.





**ICE Data LP**  
**Income Statement**  
**Year Ended December 31, 2013**  
**(Unaudited)**

**REVENUES:**

Market data revenue	\$ 9,557,107
Revenue from affiliate	45,976,668
<b>Operating Revenues</b>	<b>55,533,775</b>

**OPERATING EXPENSES:**

Compensation and benefits	1,540,192
Professional services	(55,250)
Rent and other occupancy	250,700
Technology	173,603
Selling, general & administration	147,810
Amortization & depreciation expense	1,402
<b>Operating Expenses</b>	<b>2,058,457</b>
<b>Pre-Tax Net Income</b>	<b>53,475,318</b>
Income tax expense	19,404,697
<b>Net Income</b>	<b>\$ 34,070,621</b>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**ICE Data LP**  
**Balance Sheet**  
**As Of December 31, 2013**  
**(Unaudited)**

**CURRENT ASSETS:**

Accounts Receivable, net of allowance	\$ 2,121,203
Deferred tax assets - current	2,833
Due from affiliates	32,986,071
<b>Current Assets</b>	<b>35,110,107</b>

**PROPERTY PLANT AND EQUIPMENT:**

Property and Equipment Cost	29,487
Accumulated Depreciation	(29,487)
<b>Property and Equipment Net</b>	<b>0</b>

**OTHER NONCURRENT ASSETS**

Deferred tax asset - noncurrent	31,140
<b>Other Noncurrent Assets</b>	<b>31,140</b>

<b>Total Assets</b>	<b>\$ 35,141,247</b>
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**LIABILITIES AND MEMBER EQUITY:**

**CURRENT LIABILITIES:**

Accounts payable and accrued liabilities	\$ 86,045
Accrued salaries and benefits	307,836
Income taxes payable	2,629,614
Other current liabilities	1,430,786
<b>Current Liabilities</b>	<b>4,454,281</b>

<b>Total Liabilities</b>	<b>4,454,281</b>
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**MEMBER EQUITY:**

Additional paid-in capital	1,297,070
Retained Earnings	207,389,896
Dividends Paid to Affiliates	(178,000,000)
<b>Member Equity</b>	<b>30,686,966</b>

<b>Total Liabilities and Member Equity</b>	<b>\$ 35,141,247</b>
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In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of no recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audit financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**ICE US OTC Commodity Markets, LLC**  
**Income Statement**  
**Year Ended December 31, 2013**  
**(Unaudited)**

**REVENUES:**

Transaction fees, net	\$	24,558,982
Market data fees		61,714,210
<b>Operating Revenues</b>		<b>86,273,192</b>

**OPERATING EXPENSES:**

Compensation and benefits		56,250
Professional services		(2)
Selling, general & administration		655,457
Service & license fees to affiliates		46,390,409
<b>Operating Expenses</b>		<b>47,102,114</b>

**OTHER INCOME:**

<b>Other Income</b>		<b>4,290</b>
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<b>Pre-Tax Net Income</b>		<b>39,175,368</b>
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Provision for Taxes		25,805
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<b>Net Income</b>	<b>\$</b>	<b>39,149,563</b>
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In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**ICE US OTC Commodity Markets, LLC**  
**Balance Sheet**  
**As Of December 31, 2013**  
**(Unaudited)**

**CURRENT ASSETS:**

Cash and Cash Equivalents	\$	16,285,071
Accounts Receivable, net of allowance		15,034,386
<b>Current Assets</b>		<b>31,319,457</b>
<b>Total Assets</b>	<b>\$</b>	<b>31,319,457</b>

**LIABILITIES AND MEMBER EQUITY:**

**CURRENT LIABILITIES:**

Accounts payable and accrued liabilities	\$	6,495,788
Due to affiliate		382,657
<b>Current Liabilities</b>		<b>6,878,445</b>
<b>Total Liabilities</b>		<b>6,878,445</b>

**MEMBER EQUITY:**

Additional paid-in capital		192,729
Net Income		24,248,283
<b>Member Equity</b>		<b>24,441,012</b>
<b>Total Liabilities and Member Equity</b>	<b>\$</b>	<b>31,319,457</b>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of non-recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**Chatham Energy LLC**  
**Income Statement**  
**Year Ended December 31, 2013**  
**(Unaudited)**

**REVENUES:**

Revenue from affiliate	\$ 10,237,097
<b>Operating Revenues</b>	<b>10,237,097</b>

**OPERATING EXPENSES:**

Compensation and benefits	6,802,547
Professional services	28,304
Rent and other occupancy	377,393
Technology	264,938
Selling, general & administration	382,819
Amortization & depreciation expense	1,617,610
<b>Operating Expenses</b>	<b>9,473,611</b>
<b>Net Income</b>	<b>\$ 763,486</b>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



Chatham Energy LLC  
Balance Sheet  
As Of December 31, 2013  
(Unaudited)

**CURRENT ASSETS:**

Prepaid expenses and other current assets	\$	14,460
Due from affiliate		23,220,200
<b>Current Assets</b>		<u>23,234,660</u>

**PROPERTY PLANT AND EQUIPMENT:**

Property and Equipment Cost		180,079
Accumulated Depreciation		(75,132)
<b>Property and Equipment Net</b>		<u>104,947</u>

**OTHER NONCURRENT ASSETS**

Goodwill		5,402,420
Other intangibles, net		9,308,000
<b>Other Noncurrent Assets</b>		<u>14,710,420</u>

<b>Total Assets</b>	<b>\$</b>	<b><u>38,050,027</u></b>
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**LIABILITIES AND MEMBER EQUITY:**

**CURRENT LIABILITIES:**

Accounts payable and accrued liabilities	\$	29,774
Accrued salaries and benefits		1,883,345
<b>Current Liabilities</b>		<u>1,913,119</u>

<b>Total Liabilities</b>		<u>1,913,119</u>
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**MEMBER EQUITY:**

Member capital		28,955,864
Additional paid-in capital		92,391
Net Income		7,086,653
<b>Member Equity</b>		<u>36,134,908</u>

<b>Total Liabilities and Member Equity</b>	<b>\$</b>	<b><u>38,048,027</u></b>
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In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**BRIX Holding Company, LLC**  
**Income Statement**  
**Year Ended December 31, 2013**  
**(Unaudited)**

**OPERATING EXPENSES:**

Selling, general & administration	\$ 500
<b>Operating Expenses</b>	<b>500</b>

**OTHER EXPENSE:**

Other Expense	326,155
<b>Other Expense</b>	<b>326,155</b>

<b>Net loss</b>	<b>\$ 326,655</b>
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In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**BRIX Holding Company, LLC**  
**Balance Sheet**  
**As Of December 31, 2013**  
**(Unaudited)**

**OTHER NONCURRENT ASSETS**

Other noncurrent assets	\$	718,453
<b>Other Noncurrent Assets</b>		<u>718,453</u>
<b>Total Assets</b>	\$	<u><u>718,453</u></u>

**LIABILITIES AND MEMBER EQUITY:**

**CURRENT LIABILITIES:**

Due to affiliate	\$	500
<b>Current Liabilities</b>		<u>500</u>
<b>Total Liabilities</b>		<u>500</u>

**MEMBER EQUITY:**

Member capital		2,246,500
Net Deficit		(1,528,547)
<b>Member Equity</b>		<u>717,953</u>

<b>Total Liabilities and Member Equity</b>	\$	<u><u>718,453</u></u>
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In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of non-recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.





**Ballista Holdings, LLC**  
**Income Statement**  
**Year Ended December 31, 2013**  
**(Unaudited)**

**OPERATING EXPENSES:**

Selling, general & administration	\$	41,348
Operating Expenses		<u>41,348</u>
<b>Net Loss</b>	<b>\$</b>	<b><u>(41,348)</u></b>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**Ballista Holdings, LLC**  
**Balance Sheet**  
**As Of December 31, 2013**  
**(Unaudited)**

**CURRENT ASSETS:**

Cash and Cash Equivalents	\$	296,395
<b>Current Assets</b>		<u>296,395</u>

**OTHER NONCURRENT ASSETS**

Goodwill		1,131,397
<b>Other Noncurrent Assets</b>		<u>1,131,397</u>
<b>Total Assets</b>	<b>\$</b>	<b><u>1,427,792</u></b>

**LIABILITIES AND MEMBER EQUITY:**

**CURRENT LIABILITIES:**

Due to affiliates	\$	1,858,102
<b>Current Liabilities</b>		<u>1,858,102</u>
<b>Total Liabilities</b>		<u>1,858,102</u>

**MEMBER EQUITY:**

Member capital		1
Net Deficit		(430,311)
<b>Member Equity</b>		<u>(430,310)</u>
<b>Total Liabilities and Member Equity</b>	<b>\$</b>	<b><u>1,427,792</u></b>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of non-recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audit financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes therefor for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**ICE Execution Services LLC**  
**Income Statement**  
**Year Ended December 31, 2013**  
**(Unaudited)**

**OPERATING EXPENSES:**

Professional Services	\$	21,989
Technology Exepenses		255,437
Rent and Other Occupancy		107,261
Selling, general & administration		32,337
Service & license fees to affiliates		572,849
<b>Operating Expenses</b>		<b>989,873</b>

**Operating Loss** **(989,873)**

**OTHER EXPENSE:**

**Other Expense** **(89,545)**

**Net Loss** **\$ (1,079,418)**

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**ICE Execution Services LLC**  
**Balance Sheet**  
**As Of December 31, 2013**  
**(Unaudited)**

**CURRENT ASSETS:**

Cash and Cash Equivalents	\$	469,786
Prepaid expenses and other current assets		4,981,662
<b>Current Assets</b>		<b>5,451,448</b>

**PROPERTY PLANT AND EQUIPMENT**

Property and Equipment Cost		13,241
Accumulated Depreciation		(13,241)
<b>Property and Equipment, Net</b>		<b>0</b>

<b>Total Assets</b>	<b>\$</b>	<b>5,451,448</b>
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**LIABILITIES AND MEMBER EQUITY:**

**CURRENT LIABILITIES:**

Accounts payable and accrued liabilities	\$	41,675
Due to affiliates		4,122,242
<b>Current Liabilities</b>		<b>4,163,917</b>

<b>Total Liabilities</b>		<b>4,163,917</b>
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**MEMBER EQUITY:**

Member capital		5,259,381
Net Deficit		(3,971,850)
<b>Member Equity</b>		<b>1,287,531</b>

<b>Total Liabilities and Member Equity</b>	<b>\$</b>	<b>5,451,448</b>
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In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of nor recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include incon taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audit financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**Trebuchet Holdings, LLC**  
**Income Statement**  
**Year Ended December 31, 2013**  
**(Unaudited)**

**OPERATING EXPENSES:**

Compensation and benefits	\$	176,301
Selling, general & administration		249
Amortization & depreciation expense		986,118
<b>Operating Expenses</b>		<b>1,162,668</b>
<b>Net Loss</b>	<b>\$</b>	<b>(1,162,668)</b>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**Trebuchet Holdings, LLC**  
**Balance Sheet**  
**As Of December 31, 2013**  
**(Unaudited)**

**PLANT PROPERTY AND EQUIPMENT**

Property and Equipment Cost	\$	1,032,239
Accumulated Depreciation		(502,703)
<b>Property and Equipment Net</b>		<u>529,536</u>

**OTHER NONCURRENT ASSETS**

Other intangibles, net		110,556
<b>Other Noncurrent Assets</b>		<u>110,556</u>
<b>Total Assets</b>	<b>\$</b>	<b><u>640,092</u></b>

**LIABILITIES AND MEMBER EQUITY:**

**CURRENT LIABILITIES:**

Due to affiliates	\$	1,999,005
<b>Current Liabilities</b>		<u>1,999,005</u>
<b>Total Liabilities</b>		<u>1,999,005</u>

**MEMBER EQUITY:**

Member capital		1,518,633
Additional paid-in capital		139,693
Net Deficit		(3,017,239)
<b>Member Equity</b>		<u>(1,358,913)</u>

<b>Total Liabilities and Member Equity</b>	<b>\$</b>	<b><u>640,092</u></b>
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In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of non-recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audit financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**Yellow Jacket  
Income Statement  
Year Ended December 31, 2013  
(Unaudited)**

**REVENUES:**

Other Revenue	\$ 4,561,144
<b>Operating Revenues</b>	<b><u>4,561,144</u></b>

**OPERATING EXPENSES:**

Compensation and benefits	4,190,718
Professional services	112,592
Rent and other occupancy	1,451,739
Technology	288,793
Selling, general & administration	242,670
Amortization & depreciation expense	3,635,934
Service & license fees to affiliates	1,833,853
<b>Operating Expenses</b>	<b><u>11,756,299</u></b>

**Pre-Tax Net Deficit** (7,195,155)

Income tax benefit (2,635,007)

**Net Deficit** **\$ (4,560,148)**

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



Yellow Jacket  
Balance Sheet  
As Of December 31, 2013  
(Unaudited)

<b>CURRENT ASSETS:</b>	
Accounts Receivable, net of allowance	\$ 2,213,660
Deferred tax assets - current	380,246
Prepaid expenses and other current assets	4,961
<b>Current Assets</b>	<b>2,598,867</b>
<b>PROPERTY PLANT AND EQUIPMENT:</b>	
Property and Equipment Cost	13,817,009
Accumulated Depreciation	(8,834,829)
<b>Property and Equipment Net</b>	<b>4,982,180</b>
<b>OTHER NONCURRENT ASSETS</b>	
Goodwill	62,065,301
Other intangibles, net	5,172,727
Other Noncurrent Assets	11,200
<b>Other Noncurrent Assets</b>	<b>67,249,228</b>
<b>Total Assets</b>	<b>\$ 74,830,275</b>
<b>LIABILITIES AND MEMBER EQUITY:</b>	
<b>CURRENT LIABILITIES:</b>	
Accounts payable and accrued liabilities	\$ 29,686
Accrued salaries and benefits	1,369,589
Other current liabilities	1,188,281
Due to affiliate	29,902,299
<b>Current Liabilities</b>	<b>32,489,855</b>
<b>NONCURRENT LIABILITIES:</b>	
Deferred tax liabilities - noncurrent	3,115,865
<b>NonCurrent Liabilities</b>	<b>3,115,865</b>
<b>Total Liabilities</b>	<b>35,605,720</b>
<b>MEMBER EQUITY:</b>	
Member capital	55,107,392
Additional paid-in capital	3,633,991
Net Deficit	(19,516,828)
<b>Member Equity</b>	<b>39,224,555</b>
<b>Total Liabilities and Member Equity</b>	<b>\$ 74,830,275</b>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of non-recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes therefor for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.





**ICE Credit Hub, LLC**  
**Income Statement**  
**Year Ended December 31, 2013**  
**(Unaudited)**

**REVENUES:**

Transaction Fees, net	\$	35,000
<b>Operating Revenues</b>		<u><b>35,000</b></u>

**OPERATING EXPENSES:**

Compensation and benefits		1,479,414
Professional services		347,681
Rent and other occupancy		220,218
Technology		61,037
Selling, general & administration		67,552
Amortization & depreciation expense		1,252,823
Service & license fees to affiliates		578,867
<b>Operating Expenses</b>		<u><b>4,007,592</b></u>

<b>Pre-Tax Net loss</b>		<u><b>(3,972,592)</b></u>
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Provision for Taxes		144
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<b>Net loss</b>	<b>\$</b>	<u><u><b>(3,972,736)</b></u></u>
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In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**ICE Credit Hub, LLC**  
**Balance Sheet**  
**As Of December 31, 2013**  
**(Unaudited)**

**CURRENT ASSETS:**

Prepaid expenses and other current assets	\$	19,715
<b>Current Assets</b>		19,715

**PROPERTY PLANT AND EQUIPMENT:**

Property and Equipment Cost		3,628,905
Accumulated Depreciation		(1,175,314)
<b>Property and Equipment Net</b>		2,453,591

**OTHER NONCURRENT ASSETS**

Goodwill		4,776,309
Other intangibles, net		627,778
Other Noncurrent Assets		18,696
<b>Other Noncurrent Assets</b>		5,422,783

<b>Total Assets</b>	<b>\$</b>	<b>7,896,089</b>
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**LIABILITIES AND MEMBER EQUITY:**

**CURRENT LIABILITIES:**

Accounts payable and accrued liabilities	\$	40,912
Accrued salaries and benefits		535,170
Due to affiliate		7,749,411
<b>Current Liabilities</b>		8,325,493

**NONCURRENT LIABILITIES:**

Other noncurrent liabilities		15,491
<b>NonCurrent Liabilities</b>		15,491

<b>Total Liabilities</b>		<b>8,340,984</b>
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**MEMBER EQUITY:**

Member capital		6,120,000
Additional paid-in capital		711,717
Net deficit		(7,276,612)
<b>Member Equity</b>		<b>(444,895)</b>

<b>Total Liabilities and Member Equity</b>	<b>\$</b>	<b>7,896,089</b>
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In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of non-recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes therefor for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**ICE Swap Trade LLC**  
**Income Statement**  
**Year Ended December 31, 2013**  
**(Unaudited)**  
**(in thousands)**

**REVENUES:**

Transaction fees	\$ 1,431
<b>Operating Revenues</b>	<b>1,431</b>

**OPERATING EXPENSES:**

Compensation and benefits	12
Professional services	225
Selling, general & administration	22
Service and license fees to affiliate	1,958
<b>Operating Expenses</b>	<b>2,217</b>

<b>Other Expense</b>	<b>11</b>
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<b>Net loss</b>	<b>\$ (797)</b>
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In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**ICE Swap Trade LLC**  
**Balance Sheet**  
**As Of December 31, 2013**  
**(Unaudited)**  
**(in thousands)**

**CURRENT ASSETS:**

Cash and Cash Equivalents	\$	6,099
Restricted Cash		3,120
Accounts Receivable, net of allowance		98
<b>Current Assets</b>		<b>9,317</b>
<hr/>		
<b>Total Assets</b>	<b>\$</b>	<b>9,317</b>
<hr/>		

**LIABILITIES AND MEMBER EQUITY:**

**CURRENT LIABILITIES:**

Accounts payable and accrued liabilities	\$	19
Due to affiliate		899
<b>Current Liabilities</b>		<b>918</b>
<hr/>		

**MEMBER EQUITY:**

Member capital		9,200
Retained deficit		(801)
<b>Member Equity</b>		<b>8,399</b>
<hr/>		

<b>Total Liabilities and Member Equity</b>	<b>\$</b>	<b>9,317</b>
<hr/>		

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of nor recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include incon taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audit financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not inclu of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes the for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**Creditex Holdco, LLC**  
**Balance Sheet**  
**As Of December 31, 2013**  
**(Unaudited)**

**ASSETS:**

Other Assets	1
<b>Total Assets</b>	<b>\$ 1</b>

**LIABILITIES AND MEMBER EQUITY:**

**MEMBER EQUITY:**

Member capital	1
<b>Member Equity</b>	<b>1</b>
<b>Total Member Equity</b>	<b>\$ 1</b>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**ICE US Holdings LLC**  
**Balance Sheet**  
**As Of December 31, 2013**  
**(Unaudited)**

**ASSETS:**

Other assets	1
<b>Total Assets</b>	<b>\$ 1</b>

**LIABILITIES AND MEMBER EQUITY:**

**MEMBER EQUITY:**

Member capital	1
<b>Member Equity</b>	<b>1</b>
<b>Total Liabilities and Member Equity</b>	<b>\$ 1</b>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of nor recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**ICE US Holding Company GP, LLC**  
**Balance Sheet**  
**As Of December 31, 2013**  
**(Unaudited)**

**ASSETS:**

Other Assets		1
<b>Total Assets</b>	<b>\$</b>	<b>1</b>

**LIABILITIES AND MEMBER EQUITY:**

**MEMBER EQUITY:**

Member capital		1
<b>Member Equity</b>		<b>1</b>
<b>Total Member Equity</b>	<b>\$</b>	<b>1</b>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**ICE Clear Credit**  
**Statement of Income**  
**Year Ended December 31, 2013**  
 (Unaudited)  
 (in thousands)

<b>Revenues:</b>	
Clearing and Processing Fees	\$ 59,024
Other Revenue	2,202
Affiliate Revenue	6,986
<b>Total Revenue</b>	<b>68,212</b>
<b>Expenses:</b>	
Compensation and Benefits	9,007
Restricted Stock and Options Expense	5,378
Professional Services	904
Acquisition-related Transaction Costs	15
Technology Expenses	2,620
Rent and Other Occupancy	604
Selling, General, & Administration	1,717
Amortization & Depreciation Expense	2,915
Service and License Fees to Affiliates	31,924
<b>Operating Expenses</b>	<b>55,084</b>
<b>Operating Income</b>	<b>13,128</b>
Interest Expense	(248)
<b>Pre-Tax Net Income</b>	<b>12,880</b>
Income Tax Expense	577
<b>Net Income</b>	<b>\$ 12,303</b>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.





**ICE Clear Credit  
Balance Sheet  
As of December 31, 2013  
(Unaudited)  
(in thousands)**

**CURRENT ASSETS:**

Cash and Cash Equivalents	\$ 6,450
Cash - clearing member deposits	15,707,846
Accounts Receivable, net of allowance	2,939
Deferred tax assets - current	8
Prepaid expenses and other current assets	17
Current income tax receivable	429
Due from affiliates, net	35,777
<b>Current Assets</b>	<b>15,753,466</b>

**PLANT PROPERTY AND EQUIPMENT:**

Property and Equipment Cost	11,048
Accumulated Depreciation	(5,326)
<b>Property and Equipment, Net</b>	<b>5,722</b>

**OTHER NONCURRENT ASSETS:**

Other noncurrent assets	423
Restricted Cash Long Term	50,000
<b>Other Noncurrent Assets</b>	<b>50,423</b>

**Assets** **\$ 15,809,611**

**LIABILITIES and MEMBER EQUITY:**

**CURRENT LIABILITIES:**

Accounts payable and accrued liabilities	\$ 2,446
Accrued salaries and benefits	3,072
Margin deposits and guaranty funds	15,707,846
Deferred Revenue	4,173
<b>Current Liabilities</b>	<b>15,717,537</b>

**NONCURRENT LIABILITIES:**

Deferred tax liabilities - noncurrent	199
<b>Noncurrent Liabilities</b>	<b>199</b>
<b>Liabilities</b>	<b>15,717,736</b>

**MEMBER EQUITY:**

Member Capital	65,132
Retained earnings	26,743
<b>Total Member Equity</b>	<b>91,875</b>

**Total Liabilities and Member Equity** **\$ 15,809,611**

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.

**The Clearing Corporation**  
**Statement of Income**  
**Year Ended December 31, 2013**

(Unaudited)  
(in thousands)

Revenue	\$ 201
Revenue	<u>24,017</u>
Revenue	24,218
Provision and Benefits	3,813
Restricted Stock and Options Expense	1,147
Professional Services	87
Travel Expenses	1,749
Other Occupancy	252
General, & Administration	399
Amortization & Depreciation Expense	5,334
Fees to Affiliates	<u>645</u>
<b>Expenses</b>	<b>13,426</b>
Income	10,792
Income	20
Expense	<u>181</u>
Income	(161)
<b>Net Income</b>	<b>10,631</b>
Income Tax Expense	<u>4,971</u>
	<u><u>\$ 5,660</u></u>

**The Clearing Corporation**  
**Balance Sheet**  
**As of December 31, 2013**  
(Unaudited)  
(in thousands)

**CURRENT ASSETS:**

Cash and Cash Equivalents	\$	14,441
Cash - clearing member deposits		2,736
Restricted Cash		135
Prepaid expenses and other current assets		1,257
Due from affiliates, net		2,643
Current Income Tax Receivable		1,686
<b>Current Assets</b>		<b>22,898</b>

**PLANT PROPERTY AND EQUIPMENT:**

Property and Equipment Cost		5,622
Accumulated Depreciation		(5,534)
<b>Property and Equipment, Net</b>		<b>88</b>

**OTHER NONCURRENT ASSETS:**

Goodwill		22,514
Other intangibles assets, net		11,286
Deferred tax assets		6,291
<b>Other Noncurrent Assets</b>		<b>40,091</b>

**Assets**

**\$ 63,077**

**LIABILITIES and SHAREHOLDER'S EQUITY:**

**CURRENT LIABILITIES:**

Accounts payable and accrued liabilities	\$	110
Accrued salaries and benefits		558
Margin deposits and guaranty funds		2,736
Deferred Revenue and other current liabilities		1,119
Income taxes payable		
<b>Current Liabilities</b>		<b>5,947</b>

**Liabilities**

**5,947**

**SHAREHOLDER'S EQUITY:**

Contributed Capital		68,800
Retained deficit		(11,670)
<b>Total Shareholder's Equity</b>		<b>57,130</b>

**Total Liabilities and Shareholder's Equity**

**\$ 63,077**



Clearing Corporation for Options and Securities (dormant)  
Balance Sheet  
As Of December 31, 2013  
(Unaudited)

**ASSETS:**

Other Assets		1
Total Assets	\$	1

**EQUITY:**

**MEMBER EQUITY:**

Member capital		1
Member Equity		1
Total Member Equity	\$	1

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**Guaranty Clearing Corporation (dormant)**  
**Balance Sheet**  
**As Of December 31, 2013**  
**(Unaudited)**

**ASSETS:**

Other Assets	1
<b>Total Assets</b>	<b>\$ 1</b>

**LIABILITIES AND MEMBER EQUITY:**

**MEMBER EQUITY:**

Member capital	1
Member Equity	1
<b>Total Member Equity</b>	<b>\$ 1</b>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of nor recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include incon taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audit financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not inclu of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes the for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



Chicago Depository, Inc. (dormant)  
Balance Sheet  
As Of December 31, 2013  
(Unaudited)

**ASSETS:**

Other Assets		1
<b>Total Assets</b>	<b>\$</b>	<b>1</b>

**LIABILITIES AND MEMBER EQUITY:**

**MEMBER EQUITY:**

Member capital		1
<b>Member Equity</b>		<b>1</b>
<b>Total Member Equity</b>	<b>\$</b>	<b>1</b>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of nor recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include incon taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audit financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not inclu of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes the for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



onExchange Board of Trade (dormant)  
Balance Sheet  
As Of December 31, 2013  
(Unaudited)

**ASSETS:**

Other Assets		1
<b>Total Assets</b>	<b>\$</b>	<b>1</b>

**LIABILITIES AND MEMBER EQUITY:**

**MEMBER EQUITY:**

Member capital		1
<b>Member Equity</b>		<b>1</b>
<b>Total Member Equity</b>	<b>\$</b>	<b>1</b>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of non-recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audit financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



onExchange Clearing Corporation (dormant)  
Balance Sheet  
As Of December 31, 2013  
(Unaudited)

**ASSETS:**

Other Assets		1
<b>Total Assets</b>	<b>\$</b>	<b>1</b>

**LIABILITIES AND MEMBER EQUITY:**

**MEMBER EQUITY:**

Member capital		1
<b>Member Equity</b>		<b>1</b>
<b>Total Member Equity</b>	<b>\$</b>	<b>1</b>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.





**CREDITEX GROUP INC.**  
**BALANCE SHEET**  
 As of December 31, 2013

<b>CURRENT ASSETS:</b>			
Cash and Cash Equivalents	\$	5,895,277	
Restricted Cash		2,036,138	
Accounts Receivable, net of allowance		955,284	
Deferred tax assets - current		778,813	
Prepaid expenses and other current assets		1,050,620	
Current Income Tax Receivable		686,127	
		<b>Current Assets</b>	<b>11,402,259</b>
<b>PLANT PROPERTY AND EQUIPMENT:</b>			
Property and Equipment Cost		18,009,546	
Accumulated Depreciation		(10,717,820)	
		<b>Property and Equipment, Net</b>	<b>7,291,726</b>
<b>OTHER NONCURRENT ASSETS:</b>			
Goodwill		361,932,052	
Other intangibles, net		98,494,417	
Other noncurrent assets		454,689	
Restricted Cash Long Term		320,625	
		<b>Other Noncurrent Assets</b>	<b>461,201,783</b>
		<b>Assets</b>	<b>\$ 479,895,768</b>
<b>LIABILITIES and SHAREHOLDERS EQUITY:</b>			
<b>CURRENT LIABILITIES:</b>			
Accounts payable and accrued liabilities	\$	782,145	
Accrued salaries and benefits		2,640,424	
Other current liabilities		1,252,553	
Due to affiliates, net		398,645,652	
		<b>Current Liabilities</b>	<b>403,320,774</b>
<b>NONCURRENT LIABILITIES:</b>			
Deferred tax liabilities - noncurrent		43,016,277	
Other noncurrent liabilities		96,467	
		<b>Noncurrent Liabilities</b>	<b>43,112,744</b>
		<b>Liabilities</b>	<b>446,433,518</b>
<b>SHAREHOLDERS EQUITY:</b>			
Additional paid-in capital		11,213,349	
Contributed capital		416,700,802	
Retained Deficit		(396,145,331)	
Accumulated other comprehensive income		1,693,430	
		<b>Shareholder's Equity</b>	<b>33,462,250</b>
		<b>Total Liabilities and Shareholder's Equity</b>	<b>\$ 479,895,768</b>



**CREDITEX GROUP INC.**  
**STATEMENT OF INCOME**  
Year Ended December 31, 2013  
(Unaudited)

Transaction fees, net	\$	1,798,830
Other Revenue		993,675
Affiliate Revenue		1,243,410
<b>Total Revenue</b>		<b><u>4,035,915</u></b>
Compensation and benefits		22,457,592
Professional Services		392,767
Technology Expenses		1,590,580
Rent and Other Occupancy		4,544,162
Selling, General & Administration		1,247,558
Amortization & depreciation expense		24,867,309
Service & license fees to affiliate		20,882,573
<b>Operating Expenses</b>		<b><u>75,982,541</u></b>
<b>Operating Loss</b>		<b>(71,946,626)</b>
Interest income		10,554
Interest expense to affiliates		31,303
Other income, net		(309,574)
<b>Other Expense</b>		<b><u>(267,717)</u></b>
<b>Pre-Tax Net Loss</b>		<b>(72,214,343)</b>
Provision for Taxes		(6,650,052)
Deferred Tax Expense		(9,854,290)
<b>Income Tax Expense</b>		<b><u>(16,504,342)</u></b>
<b>Net Loss</b>	<b>\$</b>	<b><u>(55,710,000)</u></b>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**ICE PROCESSING LLC**  
**BALANCE SHEET**  
As of December 31, 2013  
(unaudited)

**OTHER NONCURRENT ASSETS:**

Investment in Affiliates	<u>\$ 8,536,324</u>
Other Noncurrent Assets	<u>8,536,324</u>
<b>Assets</b>	<b><u><u>\$ 8,536,324</u></u></b>

**LIABILITIES and SHAREHOLDERS EQUITY:**

**CURRENT LIABILITIES:**

Due to affiliates, net	<u>\$ 8,582,720</u>
<b>Current Liabilities</b>	<b><u>8,582,720</u></b>

**SHAREHOLDERS EQUITY:**

Retained Deficit	<u>(46,397)</u>
<b>Shareholder's Equity</b>	<b><u>(46,397)</u></b>
<b>Total Liabilities and Shareholder's Equity</b>	<b><u><u>\$ 8,536,324</u></u></b>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**ICE PROCESSING LLC**  
**STATEMENT OF INCOME**  
**Year Ended December 31, 2013**  
(Unaudited)

Other Expense	<u>\$ 39,186</u>
Pre-Tax Net loss	39,186
Net loss	<u><u>\$ (39,196)</u></u>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**CREDITEX LLC**  
**BALANCE SHEET**  
**As of December 31, 2013**  
**(Unaudited)**

**CURRENT ASSETS:**

Cash and Cash Equivalents	\$	1,488,779
Accounts Receivable, net of allowance		7,743,653
Due from affiliates, net		419,796,878
<b>Current Assets</b>	<b>\$</b>	<b>429,029,310</b>

**SHAREHOLDERS EQUITY:**

Contributed capital	\$	90,240,759
Retained Earnings		338,788,551
<b>Shareholder's Equity</b>	<b>\$</b>	<b>429,029,310</b>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**CREDITEX LLC**  
**STATEMENT OF INCOME**  
Year Ended December 31, 2013  
(Unaudited)

Total Revenue	<u>\$ 32,243,433</u>
Selling, General & Administration	<u>26,691</u>
Operating Expenses	<u>26,691</u>
Operating Income	32,216,742
Other Expense	<u>23,546</u>
Pre-Tax Net Income	32,193,195
Net Income	<u><u>\$ 32,193,195</u></u>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**CREDITTRADE, INC.**  
**BALANCE SHEET**  
As of December 31, 2013

**CURRENT ASSETS:**

Deferred tax assets - current	\$	36,492
<b>Current Assets</b>		<u>36,492</u>

**OTHER NONCURRENT ASSETS:**

Deferred tax asset - noncurrent		813,956
Investment in Affiliates		<u>4,178,291</u>
<b>Other Noncurrent Assets</b>		<u>4,992,247</u>
<b>Assets</b>	\$	<u>5,028,739</u>

**LIABILITIES and SHAREHOLDERS EQUITY:**

**CURRENT LIABILITIES:**

Income taxes payable	\$	39,165
Due to affiliates, net		<u>5,394,972</u>
<b>Current Liabilities</b>		<u>5,434,137</u>

**SHAREHOLDERS EQUITY:**

Retained Deficit		(1,261,082)
Accumulated other comprehensive income		<u>855,684</u>
<b>Shareholder's Equity</b>		<u>(405,398)</u>
<b>Total Liabilities and Shareholder's Equity</b>	\$	<u>5,028,739</u>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**CREDITTRADE, INC.**  
**STATEMENT OF INCOME**  
Year Ended December 31, 2013  
(Unaudited)

	<b>Total Revenue</b>	
Selling, General & Administration	\$	36
<b>Operating Expenses</b>		<u>36</u>
<b>Operating Loss</b>		<u>(36)</u>
<b>Pre-Tax Net Loss</b>		(36)
<b>Income Tax Expense</b>		<u>255,146</u>
<b>Net Loss</b>	\$	<u>(255,182)</u>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.





**CREDITEX SECURITIES CORP**  
**BALANCE SHEET**  
 As of December 31, 2013  
 (Unaudited)

**CURRENT ASSETS:**

Cash and Cash Equivalents	\$	3,519,622
Restricted Cash		400,000
Accounts Receivable, net of allowance		3,662,564
Deferred tax assets - current		385,778
Prepaid expenses and other current assets		1,361,511
<b>Current Assets</b>		<b>9,329,475</b>

**OTHER NONCURRENT ASSETS:**

Other noncurrent assets		250,000
<b>Other Noncurrent Assets</b>		<b>250,000</b>
<b>Assets</b>	\$	<b>9,579,475</b>

**LIABILITIES and SHAREHOLDERS EQUITY:**

**CURRENT LIABILITIES:**

Accounts payable and accrued liabilities	\$	42,845
Accrued salaries and benefits		769,630
Income taxes payable		72,390
Due to affiliates		2,150,008
<b>Current Liabilities</b>		<b>3,034,873.00</b>

**SHAREHOLDERS EQUITY:**

Retained Earnings		4,254,602
Contributed capital		2,290,000
<b>Shareholder's Equity</b>		<b>6,544,602</b>
<b>Total Liabilities and Shareholder's Equity</b>	\$	<b>9,579,475</b>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**CREDITEX SECURITIES CORP**  
**STATEMENT OF INCOME**  
Year Ended December 31, 2013  
(Unaudited)

Transaction fees, net	\$ 18,228,846
Market data fees	3,450
<b>Total Revenue</b>	<u>18,232,296</u>
Compensation and benefits	4,703,079
Professional Services	55,493
Technology Expenses	341,223
Rent and Other Occupancy	593,877
Selling, General & Administration	173,715
Service & license fees to affiliates	12,375,122
<b>Operating Expenses</b>	<u>18,242,509</u>
<b>Operating Loss</b>	(10,213)
Interest expense	(718)
Other Income, net	(1,173)
<b>Other Expense</b>	<u>(1,891)</u>
<b>Pre-Tax Net Loss</b>	(12,104)
<b>Income Tax Expense</b>	<u>118,027</u>
<b>Net Loss</b>	<u>\$ (130,131)</u>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.

**QW HOLDINGS , LLC**  
**BALANCE SHEET**  
**As of December 31, 2013**  
**(Unaudited)**

**NET ASSETS:**

Current Income Tax Receivable	\$	2,000
Due from affiliates, net		5,090,940
Income taxes receivable		700

<b>Current Assets</b>		5,093,640
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<b>Total Assets</b>	\$	5,093,640
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**HOLDERS EQUITY:**

Additional paid-in capital	\$	3,495,155
Retained Earnings		425,927
Contributed capital		1,172,558

<b>Shareholder's Equity</b>		5,093,640
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<b>Total Assets</b>	\$	5,093,640
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In management, the accompanying unaudited financial statements contain all adjustments (consisting of reclassifying adjustments) necessary to fairly present our financial position and results of operations for the period. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been audited by the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at which does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**QW HOLDINGS, LLC**  
**STATEMENT OF INCOME**  
**Year Ended December 31, 2013**  
**(Unaudited)**

<b>Total Revenue</b>	
Professional Services	\$ 396
Selling, General & Administration	300
<b>Operating Expenses</b>	<u>696</u>
<b>Operating loss</b>	(696)
<b>Pre-Tax Net loss</b>	(696)
<b>Income Tax Expense</b>	<u>300</u>
<b>Net loss</b>	<u>\$ (996)</u>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**Q-WIXX B SUB, LLC**  
**BALANCE SHEET**  
As of December 31, 2013  
(Unaudited)

**CURRENT ASSETS:**

Current Income Tax Receivable	\$	1,823
<b>Current Assets</b>		<u>1,823</u>

**OTHER NONCURRENT ASSETS:**

Investment in Affiliates		1,988,697
<b>Other Noncurrent Assets</b>		<u>1,988,697</u>
<b>Assets</b>	\$	<u>1,990,520</u>

**LIABILITIES and SHAREHOLDERS EQUITY:**

**CURRENT LIABILITIES:**

Due to Affiliates	\$	1,668,825
<b>Current Liabilities</b>		<u>1,668,825</u>

**SHAREHOLDERS EQUITY:**

Retained Earnings		321,695
<b>Shareholder's Equity</b>		<u>321,695</u>
<b>Total Liabilities and Shareholder's Equity</b>	\$	<u>1,990,520</u>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**Q-WIXX B SUB, LLC**  
**STATEMENT OF INCOME**  
**Year Ended December 31, 2013**  
**(Unaudited)**

<b>Total Revenue</b>	
Professional Services	\$ 102
Selling, General & Administration	250
<b>Operating Expenses</b>	<b>352</b>
<b>Operating Loss</b>	<b>(352)</b>
Other Income, net	(721)
<b>Other Expense</b>	<b>(721)</b>
<b>Pre-Tax Net Loss</b>	<b>(1,073)</b>
<b>Income Tax Benefit</b>	<b>(926)</b>
<b>Net Loss</b>	<b>\$ (147)</b>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**TradeCapture OTC Holdings Inc.**  
**Income Statement**  
**Year Ended December 31, 2013**  
**(Unaudited)**

**OPERATING EXPENSES:**

Selling, general & administration	\$ 436
Amortization & depreciation expense	628,125
<b>Operating Expenses</b>	<b>628,561</b>
<b>Pre-Tax Net loss</b>	<b>(628,561)</b>
Income tax benefit	1,911,505
<b>Net Income</b>	<b>\$ 1,282,944</b>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.

**TradeCapture OTC Holdings, Inc.**  
**Balance Sheet**  
**As Of December 31, 2013**  
**(Unaudited)**

**CURRENT ASSETS:**

Income Tax Receivable	\$	230,576
Deferred tax assets - current		148,772
Due from affiliate		3,724,218
<b>Current Assets</b>		<u>4,103,566</u>

**OTHER NONCURRENT ASSETS**

Goodwill		8,744,140
Other intangibles, net		910,000
Deferred tax assets - noncurrent		540,247
<b>Other Noncurrent Assets</b>		<u>10,194,387</u>
<b>Total Assets</b>	<b>\$</b>	<b><u>14,297,953</u></b>

**MEMBER EQUITY:**

Member capital	\$	10,879,661
Net Income		3,418,292
<b>Member Equity</b>		<u>14,297,953</u>
<b>Total Member Equity</b>	<b>\$</b>	<b><u>14,297,953</u></b>

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TradeCapture OTC Corp  
Income Statement  
Year Ended December 31, 2013  
(Unaudited)

**REVENUES:**

Other Revenue	\$	838,599
<b>Operating Revenues</b>		<b>838,599</b>

**OPERATING EXPENSES:**

Compensation and benefits	1,861,735
Professional services	96,043
Rent and other occupancy	83,971
Technology	274,881
Selling, general & administration	23,450
Amortization & depreciation expense	765,043
Service & license fees to affiliates	2,175,223
<b>Operating Expenses</b>	<b>5,280,346</b>

**Operating Loss** (4,441,747)

**OTHER INCOME:**

Other Income	83
<b>Net Loss</b>	<b>\$ (4,441,664)</b>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**TradeCapture OTC Corp**  
**Balance Sheet**  
**As Of December 31, 2013**  
**(Unaudited)**

**CURRENT ASSETS:**

Accounts Receivable, net of allowance	\$	163,424
Prepaid expenses and other current assets		16,186
<b>Current Assets</b>		<b>179,610</b>

**PROPERTY PLANT AND EQUIPMENT:**

Property and Equipment Cost		2,820,748
Accumulated Depreciation		(1,426,754)
<b>Property and Equipment Net</b>		<b>1,393,994</b>

**OTHER NONCURRENT ASSETS**

Investment in Subsidiary		167,670
Other Noncurrent Assets		5,000
<b>Other Noncurrent Assets</b>		<b>172,670</b>

<b>Total Assets</b>	<b>\$</b>	<b>1,746,274</b>
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**LIABILITIES AND MEMBER EQUITY:**

**CURRENT LIABILITIES:**

Accounts payable and accrued liabilities	\$	71,410
Accrued salaries and benefits		464,724
Due to Affiliates		10,915,265
<b>Current Liabilities</b>		<b>11,451,399</b>

**NONCURRENT LIABILITIES:**

Other noncurrent liabilities		5,310
<b>NonCurrent Liabilities</b>		<b>5,310</b>

<b>Total Liabilities</b>		<b>11,456,709</b>
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**MEMBER EQUITY:**

Additional paid-in capital		3,334,941
Net Deficit		(13,045,376)
<b>Member Equity</b>		<b>(9,710,435)</b>

<b>Total Liabilities and Member Equity</b>	<b>\$</b>	<b>1,746,274</b>
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In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of no recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audit financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**Tap and Trade Inc (dormant)**  
**Balance Sheet**  
**As Of December 31, 2013**  
**(Unaudited)**

**ASSETS:**

Other Assets		1
<b>Total Assets</b>	<b>\$</b>	<b>1</b>

**LIABILITIES AND MEMBER EQUITY:**

**MEMBER EQUITY:**

Member capital		1
<b>Member Equity</b>		<b>1</b>
<b>Total Member Equity</b>	<b>\$</b>	<b>1</b>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of nor recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include incon taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audit financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not inclu of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes the for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



Chicago Climate Exchange, Inc.  
Income Statement  
Year Ended December 31, 2013  
(Unaudited)

**REVENUES:**

Transaction Fees, net	\$	7,203
Other Revenue		2,500
<b>Operating Revenues</b>		<b>9,703</b>

**OPERATING EXPENSES:**

Compensation and benefits		2,021,495
Professional services		73,017
Rent and other occupancy		143,741
Technology		8,916
Selling, general & administration		143,050
<b>Operating Expenses</b>		<b>2,390,219</b>

Operating loss (2,380,516)

**OTHER INCOME:**

Other loss 83,839

Pre-Tax Net loss (2,296,677)

Income tax expense 715,349

Net loss \$ (3,012,026)

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**Chicago Climate Exchange, Inc.**  
**Balance Sheet**  
**As Of December 31, 2013**  
**(Unaudited)**

**CURRENT ASSETS:**

Cash and Cash Equivalents	\$	2,488,458
Income taxes receivable		110,943
Deferred tax assets - current		163,941
Prepaid expenses and other current assets		26,537
Due from affiliates		5,755,343
<b>Current Assets</b>		<u>8,545,222</u>

**OTHER NONCURRENT ASSETS**

Investment in Subsidiary		24,495,295
<b>Other Noncurrent Assets</b>		<u>24,495,295</u>
<b>Total Assets</b>	<b>\$</b>	<b><u>33,040,517</u></b>

**LIABILITIES AND MEMBER EQUITY:**

**CURRENT LIABILITIES:**

Accounts payable and accrued liabilities	\$	183,235
Accrued salaries and benefits		334,194
<b>Current Liabilities</b>		<u>517,429</u>

**NONCURRENT LIABILITIES:**

Deferred tax liabilities - noncurrent		24,401,595
Other noncurrent liabilities		50,000
<b>NonCurrent Liabilities</b>		<u>24,451,595</u>
<b>Total Liabilities</b>		<u>24,969,024</u>

**MEMBER EQUITY:**

Additional paid-in capital		1,430,146
Dividends Received from Affiliates		17,266,137
Net Deficit		(10,624,790)
<b>Member Equity</b>		<u>8,071,493</u>

<b>Total Liabilities and Member Equity</b>	<b>\$</b>	<b><u>33,040,517</u></b>
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Management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information required in financial statements prepared in accordance with accounting principles generally accepted in the United States of America has been condensed or omitted. These financial statements do not include income taxes accounting and equity method adjustments. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange (the "ultimate parent company") at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the financial statements of the Exchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in the report on Form 10-K previously filed with the Securities and Exchange Commission.



Chicago Climate Futures Exchange, LLC  
Income Statement  
Year Ended December 31, 2013  
(Unaudited)

**OPERATING EXPENSES:**

Compensation and benefits	\$	72,500
Professional services		(152,742)
Selling, general & administration		1,056
<b>Operating Loss</b>		<b>(79,186)</b>

**OTHER EXPENSE:**

<b>Other Expense, net</b>		<b>(1,999,143)</b>
<b>Net Loss</b>	\$	<b>(1,919,957)</b>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**Chicago Climate Futures Exchange, LLC**  
**Balance Sheet**  
**As Of December 31, 2013**  
**(Unaudited)**

<b>CURRENT ASSETS:</b>		
Cash and Cash Equivalents	\$	1,442,227
Restricted Cash		40,000
<b>Current Assets</b>		<u>1,482,227</u>
 <b>OTHER NONCURRENT ASSETS</b>		
Other Noncurrent Assets		2,529,373
<b>Other Noncurrent Assets</b>		<u>2,529,373</u>
 <b>Total Assets</b>	 \$	 <u><u>4,011,600</u></u>
 <b>LIABILITIES AND MEMBER EQUITY:</b>		
 <b>CURRENT LIABILITIES:</b>		
Intercompany	\$	10,297,018
<b>Current Liabilities</b>		<u>10,297,018</u>
 <b>Total Liabilities</b>		 <u>10,297,018</u>
 <b>MEMBER EQUITY:</b>		
Retained Deficit		(6,285,418)
<b>Member Equity</b>		<u>(6,285,418)</u>
 <b>Total Liabilities and Member Equity</b>	 \$	 <u><u>4,011,600</u></u>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of non-recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**INTERCONTINETALEXCHANGE GROUP, INC**  
**BALANCE SHEET**  
**As of December 31, 2013**  
**(Unaudited)**

**CURRENT ASSETS:**

Cash and Cash Equivalents	\$1,641,404
Prepaid expenses and other current assets	204,902
Due from affiliates	900,048,947
<b>Current Assets</b>	<b>901,895,253</b>

**OTHER NONCURRENT ASSETS:**

Investment in affiliates	11,089,032,286
Other noncurrent assets	13,636,713
<b>Other Noncurrent Assets</b>	<b>11,102,668,999</b>
<b>Assets</b>	<b>\$ 12,004,564,252</b>

**LIABILITIES and SHAREHOLDERS EQUITY:**

**CURRENT LIABILITIES:**

Accounts payable and accrued liabilities	\$18,851,685
Accrued salaries and benefits	625,543
Long term debt - current portion	1,079,580,357
<b>Current Liabilities</b>	<b>1,099,057,585</b>

**NONCURRENT LIABILITIES:**

Notes Payable Long-term	1,393,433,195
<b>Noncurrent Liabilities</b>	<b>1,393,433,195</b>
<b>Liabilities</b>	<b>2,492,490,780</b>

**SHAREHOLDERS EQUITY:**

Common stock, \$0.01 par value	1,150,789
Treasury stock, at cost	(52,533,106)
Additional paid-in capital	9,646,563,742
Retained Earnings	(7,891,527)
Dividends Paid/Received	(75,216,426)
<b>Shareholder's Equity</b>	<b>9,512,073,472</b>
<b>Total Liabilities and Shareholder's Equity</b>	<b>\$ 12,004,564,252</b>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.





**IntercontinentalExchange Group Inc**  
**STATEMENT OF INCOME**  
**Year Ended December 31, 2013**  
**(Unaudited)**

Compensation and benefits	\$ 149,755
Professional Services	75,993
Selling, General & Administration	6,008
Operating Expenses	<u>231,757</u>
Operating Loss	(231,757)
Interest income	121,137
Affiliate Interest Income (Expense)	(433,654)
Interest expense	(11,596,538)
Other Expense	<u>(11,909,055)</u>
Pre-Tax Net Loss	(12,140,811)
Provision for Taxes	(4,249,284)
Net Loss	<u>\$ 7,891,527</u>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**INTERCONTINETALEXCHANGE, INC.**  
**BALANCE SHEET**  
 As of December 31, 2013  
 (Unaudited)

**CURRENT ASSETS:**

Cash and Cash Equivalents	\$10,450,769
Short-term Investments	4,402
Accounts Receivable, net of allowance	6,616,045
Deferred tax assets - current	1,766,701
Prepaid expenses and other current assets	17,815,105
Current Income Tax Receivable	27,157,450
<b>Current Assets</b>	<u><u>63,810,472</u></u>

**PLANT PROPERTY AND EQUIPMENT:**

Property and Equipment Cost	373,363,062
Accumulated Depreciation	(206,586,753)
<b>Property and Equipment, Net</b>	<u><u>166,776,309</u></u>

**OTHER NONCURRENT ASSETS:**

Goodwill	87,773,114
Other intangibles, net	11,733,791
Investment in Affiliates	834,461,052
Other noncurrent assets	18,950,450
<b>Other Noncurrent Assets</b>	<u><u>952,918,407</u></u>
<b>Assets</b>	<u><u><u>\$1,183,505,188</u></u></u>

**LIABILITIES and SHAREHOLDERS EQUITY:**

**CURRENT LIABILITIES:**

Accounts payable and accrued liabilities	\$12,147,068
Accrued salaries and benefits	25,106,911
Other current liabilities	10,409,230
Due to Affiliates	755,584,892
Long term debt - current portion	54,926,472
<b>Current Liabilities</b>	<u><u>858,174,573</u></u>

**NONCURRENT LIABILITIES:**

Notes Payable Long-term	323,455,881
Other noncurrent liabilities	36,391,523
<b>Noncurrent Liabilities</b>	<u><u>359,847,404</u></u>
<b>Liabilities</b>	<u><u>1,218,021,977</u></u>

**Noncontrolling Interest**

67,729,354

**SHAREHOLDERS EQUITY:**

Treasury stock, at cost	2,223
Additional paid-in capital	90,771,236
Retained Earnings	(209,072,967)
Accumulated other comprehensive income	16,053,365
<b>Shareholder's Equity</b>	<u><u>(102,246,143)</u></u>
<b>Total Liabilities and Shareholder's Equity</b>	<u><u><u>\$1,183,505,188</u></u></u>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.



**INTERCONTINETALEXCHANGE, INC.**  
**STATEMENT OF INCOME**  
Year Ended December 31, 2013  
(Unaudited)

Transaction fees, net	\$16,670,022
Other Revenue	10,329,255
Affiliate Revenue	217,973,005
<b>Total Revenue</b>	<b><u>244,972,281</u></b>
Compensation and benefits	91,667,229
Professional Services	12,453,418
M&A Expenses	93,310,448
Technology Expenses	31,284,853
Rent and Other Occupancy	4,578,788
Selling, General & Administration	13,192,679
Amortization & depreciation expense	49,675,016
Affiliate Expense	5,311,582
<b>Operating Expenses</b>	<b><u>301,474,013</u></b>
<b>Operating Loss</b>	<b>(56,501,732)</b>
Interest income	1,357,133
Affiliate Interest Income	2,060,755
Interest expense	(33,796,461)
Other Income, net	(53,163,059)
<b>Other Loss</b>	<b><u>(83,541,631)</u></b>
<b>Pre-Tax Net Loss</b>	<b>(140,043,363)</b>
<b>Income Tax Benefit</b>	<b><u>14,345,694</u></b>
<b>Net Loss</b>	<b>(125,697,669)</b>
<b>Minority Interest Expense</b>	<b><u>12,893,360</u></b>
<b>Net Loss Attributable to ICE</b>	<b><u><u>(\$138,591,029)</u></u></b>

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to fairly present our financial position and results of operations for the period presented. Certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These financial statements do not include income taxes accounting and equity method accounting. The balance sheet at December 31, 2013 has been derived from the audited financial statements of IntercontinentalExchange Group, Inc. (the ultimate parent company) at that date but does not include all of the information required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the IntercontinentalExchange Group, Inc. financial statements and notes thereto for the year ended December 31, 2013, which are contained in our Annual Report on Form 10-K previously filed with the Securities and Exchange Commission.

EXHIBIT I

ACCOMPANYING AMENDMENT TO FORM 1 REGISTRATION STATEMENT

OF

NYSE ARCA, INC.

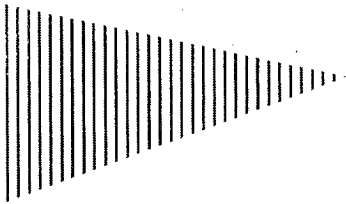
JUNE 2014

EXHIBIT I

The audited consolidated financial statements for NYSE Arca, Inc. for the year ended December 31, 2013 follow.

CONSOLIDATED FINANCIAL STATEMENTS

NYSE Arca, Inc. and Subsidiaries  
Periods Ended November 12, 2013 and December 31, 2013  
With Report of Independent Auditors



Building a better  
working world

NYSE Arca, Inc. and Subsidiaries

Consolidated Financial Statements

Periods Ended November 12, 2013 and December 31, 2013

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Consolidated Statement of Changes in Equity.....	5
Consolidated Statement of Cash Flows.....	6
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## **Report of Independent Auditors**

The Board of Directors and Management  
NYSE Arca, Inc. and Subsidiaries

We have audited the accompanying consolidated financial statements of NYSE Arca, Inc. and Subsidiaries, which comprise the consolidated balance sheet as of December 31, 2013, the related consolidated statements of income, changes in equity and cash flows for the periods ended November 12, 2013 and December 31, 2013, and the related notes to the consolidated financial statements.

### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.





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## Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of NYSE Arca, Inc. and Subsidiaries at December 31, 2013, and the consolidated results of their operations and their cash flows for the periods January 1, 2013 through November 12, 2013 and November 13, 2013 through December 31, 2013 in conformity with U.S. generally accepted accounting principles.

*Ernst + Young LLP*

June 27, 2014

NYSE Arca, Inc. and Subsidiaries

Consolidated Balance Sheet

(In Millions)

December 31, 2013

**Assets**

Current assets:

Cash and cash equivalents	\$ 48
Accounts receivable	39
Due from related parties	241
Other current assets	6

Total current assets	<u>334</u>
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Non-current assets:

Property and equipment, net	15
Goodwill	605
Other intangible assets, net	1,033
Other non-current assets	10

Total non-current assets	<u>1,663</u>
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Total assets	<u>\$ 1,997</u>
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**Liabilities and equity**

Current liabilities:

Accounts payable and accrued liabilities	\$ 57
Income tax payable	56
Deferred income taxes, current	2

Total current liabilities	<u>115</u>
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Non-current liabilities:

Deferred income taxes, non-current	402
Other non-current liabilities	26

Total non-current liabilities	<u>428</u>
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Total liabilities	<u>543</u>
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Equity	<u>1,454</u>
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Total liabilities and equity	<u>\$ 1,997</u>
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*See accompanying notes to consolidated financial statements.*

NYSE Arca, Inc. and Subsidiaries

Consolidated Statement of Income

(In Millions)

	January 1, 2013 through November 12, 2013	November 13, 2013 through December 31, 2013	Total 2013
Revenues:			
Transaction fees	\$ 775	\$ 111	\$ 886
Market data fees	59	9	68
Listing fees	11	1	12
Other revenues	69	10	79
Total revenues	914	131	1,045
Transaction-based expenses:			
Section 31 fees	136	20	156
Cash liquidity payments, routing and clearing	537	77	614
Total revenues less transaction-based expenses	241	34	275
Operating expenses:			
Compensation and benefits	51	7	58
Technology and communications	10	2	12
Professional services	30	4	34
Rent and occupancy	11	2	13
Selling, general and administrative	4	1	5
Depreciation and amortization	15	2	17
Total operating expenses	121	18	139
Operating income	120	16	136
Other income (expense):			
Interest and other income (expense), net	(1)	-	(1)
Income before income tax expense	119	16	135
Income tax expense	47	7	54
Net income	\$ 72	\$ 9	\$ 81

See accompanying notes to consolidated financial statements.

NYSE Arca, Inc. and Subsidiaries

Consolidated Statement of Changes in Equity

(In Millions)

Periods Ended November 12, 2013 and December 31, 2013

Balance at January 1, 2013 (Note 2)	\$	1,135
Net income – January 1, 2013 through November 12, 2013		72
Dividends paid		(100)
Net purchase price accounting adjustment		338
Balance at November 12, 2013		<u>1,445</u>
Net income – November 13, 2013 through December 31, 2013		9
Balance at December 31, 2013	\$	<u><u>1,454</u></u>

*See accompanying notes to consolidated financial statements.*

NYSE Arca, Inc. and Subsidiaries  
Consolidated Statement of Cash Flows

(In Millions)

Year Ended December 31, 2013

<b>Operating activities:</b>	
Net income	\$ 81
Adjustments to reconcile net income to net cash provided by operating activities:	
Depreciation and amortization	17
Deferred income taxes	(2)
Change in assets and liabilities:	
Accounts receivable	22
Other assets	(9)
Accounts payable and accrued liabilities	(23)
Income taxes payable	54
Other liabilities	(7)
Due from related parties	(38)
Total adjustments	<u>14</u>
Net cash provided by operating activities	<u>95</u>
<b>Investing activities:</b>	
Capital expenditures	<u>5</u>
Net cash provided by investing activities	<u>5</u>
<b>Financing activities:</b>	
Dividends paid	<u>(100)</u>
Net cash used in financing activities	<u>(100)</u>
Net change in cash and cash equivalents	-
Cash and cash equivalents, beginning of year	48
Cash and cash equivalents, end of year	<u>\$ 48</u>
<b>Supplemental cash flow disclosure</b>	
Cash paid for income taxes	<u>\$ 1</u>

For the pre-acquisition period of January 1, 2013 to November 12, 2013 and the post-acquisition period of November 13, 2013 to December 31, 2013, the net increase / (decrease) in cash and cash equivalents was \$4 million and (\$4 million), respectively.

*See accompanying notes to consolidated financial statements.*

## NYSE Arca, Inc. and Subsidiaries

### Notes to Consolidated Financial Statements

December 31, 2013

#### **1. Description of Business**

NYSE Arca, Inc. (“Arca” or “the Exchange”) is a wholly-owned subsidiary of NYSE Holdings, LLC (“NYSE” or the “Parent”), formerly named NYSE Euronext Holdings, LLC, a holding company that through its subsidiaries, operates securities exchanges including Arca. The Exchange is a registered national securities exchange and self-regulatory organization (“SRO”) as well as NYSE Arca Equities, Inc., its wholly-owned subsidiary, the equity business of the Exchange. As such, the Exchange is registered with, and subject to oversight by, the Securities and Exchange Commission (“SEC”). In addition to the Exchange, the Parent has two other subsidiary SRO’s: New York Stock Exchange, LLC and NYSE MKT, LLC.

The Exchange and NYSE Arca Equities, Inc. are the regulators of their members. These regulatory functions are performed or overseen by NYSE Regulation, a subsidiary of NYSE, and certain of our regulatory functions are performed by the Financial Industry Regulatory Authority, Inc., (“FINRA”), pursuant to an agreement.

On November 13, 2013, Intercontinental Exchange, Inc. (“ICE,” formerly known as IntercontinentalExchange Group, Inc.) completed its acquisition of the Parent. ICE operates regulated global markets and clearing houses, including futures exchanges, over-the-counter markets and derivatives clearing houses. ICE operates 17 global exchanges and six central clearing houses.

#### **2. Significant Accounting Policies**

##### **Basis of Presentation**

The accompanying consolidated financial statements are presented in accordance with United States generally accepted accounting principles (“U.S. GAAP”) and include the accounts of the Exchange and its subsidiaries, which include NYSE Arca Equities, Inc., NYSE Arca, LLC, Archipelago Trading Services, Inc., and Archipelago Securities, LLC (collectively, the “Subsidiaries”). All intercompany balances and transactions between the Exchange and its Subsidiaries have been eliminated in consolidation.

NYSE Arca, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

**2. Significant Accounting Policies (continued)**

As discussed in Note 1, on November 13, 2013, ICE completed its acquisition of NYSE. The accompanying consolidated financial statements reflect the preliminary purchase accounting adjustments as they relate to the Exchange as of the acquisition date. As of the acquisition date, push-down accounting has been applied to the Exchange from ICE, and a new basis of accounting was established reflecting fair value adjustments made during the preliminary purchase price accounting process related to the acquisition. As part of determining the new basis of accounting, the valuation showed that certain other non-current assets were impaired by \$54 million which was not reflected in the prior period financial statements. The Exchange has adjusted the equity balance at January 1, 2013 in the consolidated statement of changes in equity to reflect this impairment instead of reflecting this impairment as a net purchase accounting adjustment in the table below. This resulted in the Exchange recording preliminary net purchase accounting adjustments of \$338 million, consisting of the following (in millions):

Goodwill	\$ 69
Intangible assets	478
Property and equipment, net	(17)
Deferred income taxes	(170)
Other	(22)
Total net purchase accounting adjustments	<u>\$ 338</u>

Certain estimates and assumptions differ between the pre-acquisition period of January 1, 2013 through November 12, 2013, and the post-acquisition period of November 13, 2013 through December 31, 2013. The determination of revenues and expenses between the pre-acquisition period of January 1, 2013 through November 12, 2013 and the post-acquisition period of November 13, 2013 through December 31, 2013 was made on a pro-rata basis in the statement of income based on the acquisition date of November 13, 2013 with the exception of listing fees and amortization of intangible assets, as described below.

The preliminary allocation of the purchase price will be finalized upon the completion of the fair value analysis of the acquired assets and liabilities by ICE. ICE has not yet obtained all of the information related to the fair value of the acquired assets and liabilities related to the acquisition to finalize the purchase price allocation. The primary areas of the preliminary purchase price allocation that are not yet finalized relate to the valuation of the identifiable intangible assets, income taxes and certain other tangible assets and liabilities, and the allocation of the goodwill to the Exchange.

## NYSE Arca, Inc. and Subsidiaries

### Notes to Consolidated Financial Statements (continued)

#### **2. Significant Accounting Policies (continued)**

##### **Use of Estimates**

The preparation of financial statements in conformity with U.S. GAAP requires the Exchange's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements. Estimates also affect the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

##### **Allocation Methodology**

The accompanying consolidated financial statements have been derived in part from the financial statements of the Parent. To prepare the accompanying consolidated financial statements, management used certain methodologies to rationally and reasonably allocate certain items within the consolidated financial statements of the Exchange. These items have been allocated by the Parent to the appropriate SRO when identifiable or on a pro-rata basis of net revenue, headcount, or other measures for each SRO. Management believes that the items allocated reasonably reflect each SRO's financial position and operating results during the periods presented. Allocations may not, however, reflect the actual financial position and operating results required for the SRO to operate as an independent Exchange for the period presented.

##### **Cash and Cash Equivalents**

The Exchange considers all short-term, highly liquid investments with original maturities of three months or less to be cash and cash equivalents.

##### **Allowance for Doubtful Accounts**

The allowance for doubtful accounts is maintained at a level that management believes to be sufficient to absorb probable losses in the Exchange's accounts receivable portfolio. The allowance is based on several factors, including a continuous assessment of the collectability of each account. In circumstances where a specific customer's inability to meet its financial obligations is known, the Exchange records a specific provision for bad debts to reduce the receivable to the amount it reasonably believes will be collected. Accounts receivable are written off against the allowance for doubtful accounts when collection efforts cease.



## NYSE Arca, Inc. and Subsidiaries

### Notes to Consolidated Financial Statements (continued)

#### **2. Significant Accounting Policies (continued)**

##### **Property and Equipment**

Property and equipment is recorded at cost, reduced by accumulated depreciation (Note 7). Depreciation and amortization expense related to property and equipment is computed using the straight-line method based on estimated useful lives of the assets, or in the case of leasehold improvements, the shorter of the initial lease term or the estimated life of the improvement. The Exchange reviews the remaining estimated useful lives of its property and equipment at each balance sheet date and will make adjustments to the estimated remaining useful lives whenever events or changes in circumstances indicate that the remaining useful lives have changed.

##### **Goodwill and Other Intangible Assets**

Goodwill and intangible assets with indefinite lives are not amortized, but are reviewed for impairment on at least an annual basis or whenever circumstances indicate impairment could exist. An impairment loss is recognized if the estimated fair value of the reporting unit is less than its book value. Identifiable intangible assets are amortized on a straight-line basis over their estimated useful lives, which are three to seventeen years from date of inception, and are also reviewed at least annually for impairment or whenever changes in circumstances indicate impairment can exist. Identifiable intangible assets consist of exchange registrations and licenses, customer relationships, trade names and developed technology.

##### **Income Taxes**

The Exchange is included in the consolidated federal and certain unitary state and local income tax returns filed by certain affiliates. The Exchange recognizes income taxes under the liability method. The Exchange recognizes a current tax asset or liability for the expected future tax consequences of temporary differences between the financial statement carrying amounts and the tax bases of assets and liabilities. The Exchange establishes valuation allowances if it believes that it is more likely than not that some or all of its deferred tax assets will not be realized. Deferred tax assets and liabilities are measured using current enacted tax rates in effect.

The Exchange does not recognize a tax benefit unless it concludes that it is more likely than not that the benefit will be sustained on audit by the taxing authority based solely on the technical merits of the associated tax position. If the recognition threshold is met, the Exchange recognizes a tax benefit measured at the largest amount of the tax benefit that, in its judgment, is greater than 50 percent likely to be realized. The Exchange recognizes accrued interest and penalties related to uncertain tax positions as a component of income tax expense.

## NYSE Arca, Inc. and Subsidiaries

### Notes to Consolidated Financial Statements (continued)

#### **2. Significant Accounting Policies (continued)**

The Exchange is subject to tax in numerous jurisdictions, primarily based on its operations. Significant judgment is required in assessing the future tax consequences of events that have been recognized in the Exchange's financial statements or tax returns. Fluctuations in the actual outcome of these future tax consequences could have material impact on the Exchange's financial position or operating results.

#### **Revenue Recognition**

Cash trading fee revenues are paid by customer organizations based on their trading activity. Fees are assessed on a per share basis for trading in equity securities. The fees vary based on the size and type of trade that is consummated. The Exchange earns transaction fees for customer orders of equity securities matched internally, as well as for customer orders routed to other exchanges. Cash trading fees are recognized as earned, which is generally upon execution of the trade. Cash trading fees are recorded gross of liquidity rebates and routing charges. Liquidity payments made to cash trading customers and routing charges paid to other exchanges are included in transaction-based expenses on the consolidated statement of income.

Derivatives trading and clearing revenues are recognized over the period in which the services are provided, which is typically the date the transactions are executed or are cleared, except for a portion of clearing revenues related to cleared contracts which have an ongoing clearing obligation that extends beyond the execution date. The transaction and clearing fee revenues are determined on the basis of the transaction and clearing fee charged for each contract traded on the exchanges. Derivatives transaction and clearing fees are recorded net of rebates. The Exchange offers rebates in certain of its markets primarily to support market liquidity and trading volumes by providing qualified trading participants in those markets a discount to the applicable commission rate. These rebates reduce revenue that the Exchange would have generated had it charged full transaction fees and had it generated the same volume without the rebate program.

The Exchange recognizes listing fee revenues from two types of fees applicable to companies listed on the Exchange - listing fees and annual fees. Listing fees consist of two components: original listing fees and fees related to other corporate-related actions. Original listing fees, subject to a minimum and maximum amount, are based on the number of shares that a company initially lists. Other corporate action related fees are paid by listed companies in connection with corporate actions involving the issuance of new shares to be listed, such as stock splits, rights issues and sales of additional securities, as well as mergers and acquisitions, which are subject to a minimum and maximum fee.

## NYSE Arca, Inc. and Subsidiaries

### Notes to Consolidated Financial Statements (continued)

#### **2. Significant Accounting Policies (continued)**

Original listing fees are recognized as revenue on a straight-line basis over estimated service periods of five years. Other corporate action listing fees are recognized as revenue on a straight-line basis over estimated service periods of three years. Unamortized balances are recorded as deferred revenue in the consolidated balance sheet. ICE determined that, at the time of the acquisition of the Parent, the Exchange did not have a legal performance obligation relating to these listing fees. The Exchange's historical listing fees deferred revenue balance as of that date was \$5 million. In connection with purchase accounting and in accordance with U.S. GAAP, ICE assigned a fair value of zero to the unamortized deferred revenue balances relating to the listing fees as of the acquisition date of November 13, 2013 (as discussed above). The unamortized deferred revenue balances as of December 31, 2013 of \$1 million relates to listing fees incurred and billed and not yet recognized as revenue subsequent to the November 13, 2013 acquisition through December 31, 2013.

Annual fees are charged based on the number of outstanding shares of listed U.S. companies at the end of the prior year. Annual fees are recognized as revenue on a pro rata basis over the calendar year.

The Exchange collects market data revenues for consortium-based data products and, to a lesser extent, for proprietary data products. Consortium-based data fees are determined by securities industry plans. Consortium-based data revenues that coordinated market data distribution generates (net of administration costs) are distributed to participating markets on the basis of a pre-defined formula. These fees are recognized as revenue as services are rendered.

Other revenues relate to regulatory fees charged to member organizations, trading license fees, facility and other fees provided to specialists, brokers and clerks physically located on the U.S. markets that enable them to engage in the purchase and sale of securities on the trading floor.

#### **Transaction-Based Expenses**

The Exchange pays the SEC fees pursuant to Section 31 of the Securities Exchange Act of 1934 for transactions executed on the U.S. security exchanges. These Section 31 fees (which are included in transaction-based expenses in the consolidated statement of income) are designed to recover the government's costs of supervising and regulating the securities markets and securities professionals. The Exchange, in turn, collects activity assessment fees, which are included in transaction fees in the consolidated statement of income, from member organizations clearing or settling trades on the Exchange and recognizes these amounts as revenue when invoiced. Fees received are included in cash at the time of receipt and, as required by law, the amount due to the SEC is remitted semiannually and recorded as an accrued liability until paid. The activity assessment fees are designed so that they are equal to the Section 31 fees paid by the

NYSE Arca, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

**2. Significant Accounting Policies (continued)**

Exchange to the SEC. As a result, Section 31 fees do not have an impact on the Exchange's net income.

The Exchange also incurs routing charges when it does not have the best bid or offer in the market for a security that a customer is trying to buy or sell on the Exchange. In that case, the customer's order is routed to the external market center that displays the best bid or offer. The external market center charges us a fee per share (denominated in tenths of a cent per share) for routing to its system. The Exchange includes costs incurred due to erroneous trade execution within routing and clearing. Furthermore, the Exchange incurs clearance, brokerage and related transaction expenses, which primarily include costs incurred in self-clearing activities, and per trade service fees paid to other exchanges for trade execution.

Section 31 fees collected from customers are recorded on a gross basis as a component of transaction fee revenue.

**3. Goodwill and Other Intangibles**

Historical goodwill relates to the Exchange's previous acquisitions. The following is a summary of the activity in the goodwill balance for the year ended December 31, 2013 (in millions):

Goodwill balance at January 1, 2013	\$ 536
Net purchase price accounting adjustment	69
Goodwill balance at December 31, 2013	<u>\$ 605</u>

The Exchange's intangible assets include \$478 million of intangible assets purchased in connection with the ICE acquisition on November 13, 2013 (Note 2). The following table presents the details of the intangible assets as of December 31, 2013 (in millions):

	<u>Carrying Value</u>	<u>Accumulated Amortization</u>	<u>Useful Life</u>
Exchange registrations and licenses	\$ 790	\$ —	Indefinite
Customer relationships	185	1	17 years
Trade names	56	—	Indefinite
Developed technology	3	—	3 years
Total	<u>\$ 1,034</u>	<u>\$ 1</u>	

NYSE Arca, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

**3. Goodwill and Other Intangibles (continued)**

Indefinite useful lives were assigned to exchange registrations and licenses since the registrations and licenses represent rights to operate the Exchange in perpetuity and based on the long history of the Exchange and the expectation that a market participant would continue to operate them indefinitely. An average 17 year and 3 year useful life for customer relationships and developed technology, respectively, is based the projected economic benefits of the asset, and represents the approximate point in the projection period in which a majority of the asset's cash flows are expected to be realized based on assumed attrition rates. Indefinite useful lives were assigned to trade names based on history in the marketplace, their continued use, and importance to the business and prominence in the industry.

For the pre-acquisition period of January 1, 2013 to November 12, 2013 and the post-acquisition period of November 13, 2013 to December 31, 2013, amortization expense of acquired intangible assets was approximately \$3 million and \$1 million, respectively, and is included in depreciation and amortization expense in the accompanying consolidated statement of income. The amortization expense of approximately \$3 million during the pre-acquisition period relates to intangible assets acquired prior to the ICE acquisition on November 13, 2013. The estimated future amortization expense of acquired intangible assets is as follows (in millions):

Year Ending December 31:	
2014	\$ 12
2015	12
2016	12
2017	11
2018	11
Thereafter	129
Total	<u>\$ 187</u>

**4. Income Taxes**

As of December 31, 2013, the Exchange's current income tax payable is \$56 million which primarily relates to amounts owed to the Parent. The tables below include the impact of the purchase price accounting adjustments made in connection with the ICE acquisition on November 13, 2013 (Note 2).

The components of the income tax provision for the year ended December 31, 2013 were as follows (in millions):

NYSE Arca, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

**4. Income Taxes (continued)**

**Current:**

Federal	\$ 46
State and local	10
Total current	<u>56</u>

**Deferred:**

Federal	(2)
State and local	-
Total deferred	<u>(2)</u>

**Total tax expense**

<u>\$ 54</u>
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A reconciliation of the U.S. federal statutory rate of 35 percent to the Exchange's actual income tax rate for the year ended December 31, 2013 was as follows:

Federal statutory rate	35%
State and local taxes (net of federal benefit)	5
Effective tax rate	<u>40%</u>

The significant components of deferred tax assets and liabilities as of December 31, 2013 are reflected in the following table (in millions):

**Deferred tax assets:**

Property, plant and equipment	\$ 43
NOL carryforwards	2
Other	2
Total before valuation allowance	<u>47</u>
Valuation allowance	-
Total deferred tax assets, net of valuation allowance	<u>\$ 47</u>

**Deferred tax liabilities:**

Acquired intangible assets	\$ (426)
Capitalized software	(25)
Total deferred tax liabilities	<u>\$ (451)</u>
Net deferred tax liabilities	<u>\$ (404)</u>

**Reported as:**

Net current deferred tax liabilities	\$ (2)
Net non-current deferred tax liabilities	(402)
Net deferred tax assets/liabilities	<u>\$ (404)</u>

## NYSE Arca, Inc. and Subsidiaries

### Notes to Consolidated Financial Statements (continued)

#### 4. Income Taxes (continued)

A valuation allowance is established when management determines that it is more likely than not that all or some portion of the benefit of the deferred tax assets will not be realized.

As of December 31, 2013, the Exchange has gross U.S. federal net operating loss carry-forwards of \$2 million and gross state and local net operating loss carry-forwards of \$24 million. These carry-forwards are available to offset future taxable income until they begin to expire in 2021.

The Exchange does not recognize a tax benefit unless it concludes that it is more likely than not that the benefit will be sustained on audit by the taxing authority based solely on the technical merits of the associated tax position. If the recognition threshold is met, the Exchange recognizes a tax benefit measured at the largest amount of the tax benefit that, in its judgment, is greater than 50% likely to be realized.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows for the year ended December 31, 2013 (in millions):

Beginning balance of unrecognized tax benefits	\$	-
Additions related to acquisitions		23
Additions based on tax positions related to current year		<u>1</u>
Ending balance of unrecognized tax benefits	\$	<u>24</u>

The Exchange recognizes accrued interest and penalties related to uncertain tax positions as a component of income tax expense. For the year ended December 31, 2013, the Exchange recognized no tax expense for interest and penalties. Accrued interest and penalties were \$2 million as of December 31, 2013. Tax years prior to 2006 no longer remain subject to examination.

#### 5. Related Parties

In the regular course of business, transactions take place between companies directly or indirectly controlled by the Parent or between such companies and the Parent itself. The Parent's management considers that such transactions have generally been conducted on an arm's-length basis. As of December 31, 2013, the Exchange had a \$241 million net receivable with the Parent and companies directly or indirectly controlled by the Parent, primarily related to transaction fees collected on behalf of the Exchange, offset by direct costs paid by the Parent on behalf of the Exchange. These costs include compensation and benefits, technology and communications, professional services, rent and occupancy, and selling, general and administrative expenses. Refer to the Allocation Methodology section within Note 2 for further detail. In addition, the Exchange made a dividend payment to the Parent during the year of \$100 million.

NYSE Arca, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

**6. Regulatory Requirements**

The Exchange is the parent company to two registered broker-dealers under the Securities Act of 1934; Archipelago Securities, LLC (“ASE”) and Archipelago Trading Services, Inc. (“ATS”). ASE acts as a routing agent for various entities of NYSE. ATS operates an Alternative Trading System designed particularly to facilitate trading of small-cap securities typically traded on the Over-the-Counter Bulletin Board market. As of December 31, 2013 ASE and ATS had net capital of \$17.3 million and \$6.2 million, respectively, which was \$17.0 million and \$6.0 million in excess of the net capital requirement, respectively.

**7. Property & Equipment**

The property and equipment balance as of December 31, 2013 includes the purchase price accounting adjustments made in connection with the ICE acquisition on November 13, 2013 (Note 2). Components of property and equipment as of December 31, 2013 were as follows (in millions):

Leasehold improvements	\$	1
Computers and equipment		13
Software, including software development costs		<u>2</u>
		16
Less: accumulated depreciation and amortization		<u>(1)</u>
Total property, plant and equipment at December 31, 2013	\$	<u>15</u>

For the period from January 1, 2013 through November 12, 2013, depreciation expense was \$12 million. For the period from November 13, 2013 through December 31, 2013, depreciation expense was \$1 million.

**8. Benefits**

Employees of the Exchange participate in a defined contribution plan offered by ICE for which most employees are eligible to contribute a part of their salary within legal limits. The defined contribution plan matches an amount equal to 100% of the first 6% of eligible contributions. Employees of the Exchange also participate in the retirement accumulation plan. ICE contributes a range of 3% to 6% of base salary, depending on age, to a participant’s defined contribution account. Expenses related to this plan were \$10 million and \$2 million for the period from January 1, 2013 to November 12, 2013, and from November 13, 2013 to December 31, 2013, respectively.



NYSE Arca, Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

**9. Commitments and Contingencies**

The Exchange is from time to time subject to legal and regulatory proceedings that arise in the ordinary course of business. However, the Exchange does not believe that the resolution of these matters will have a material adverse effect on the Exchange's consolidated balance sheet, consolidated statement of income, or liquidity. It is possible however, that future results of operations could be materially and adversely affected by any new developments relating to the legal proceedings and claims. The Exchange leases office space under non-cancelable operating leases and equipment that expire at various dates. Future payments under these obligations as of December 31, 2013 were as follows (in millions):

	<b>Lease Payments</b>
2014	\$ 2
2015	2
2016	2
2017	2
2018	2
Thereafter	1
Total	<u>\$ 11</u>

For the period from January 1, 2013 through November 12, 2013, rent expense was \$11 million. For the period from November 13, 2013 through December 31, 2013, rent expense was \$2 million.

**10. Subsequent Events**

The Exchanges has evaluated subsequent events and transactions and determined that no events or transactions met the definition of a subsequent event for purpose of recognition or disclosure in these financial statements.

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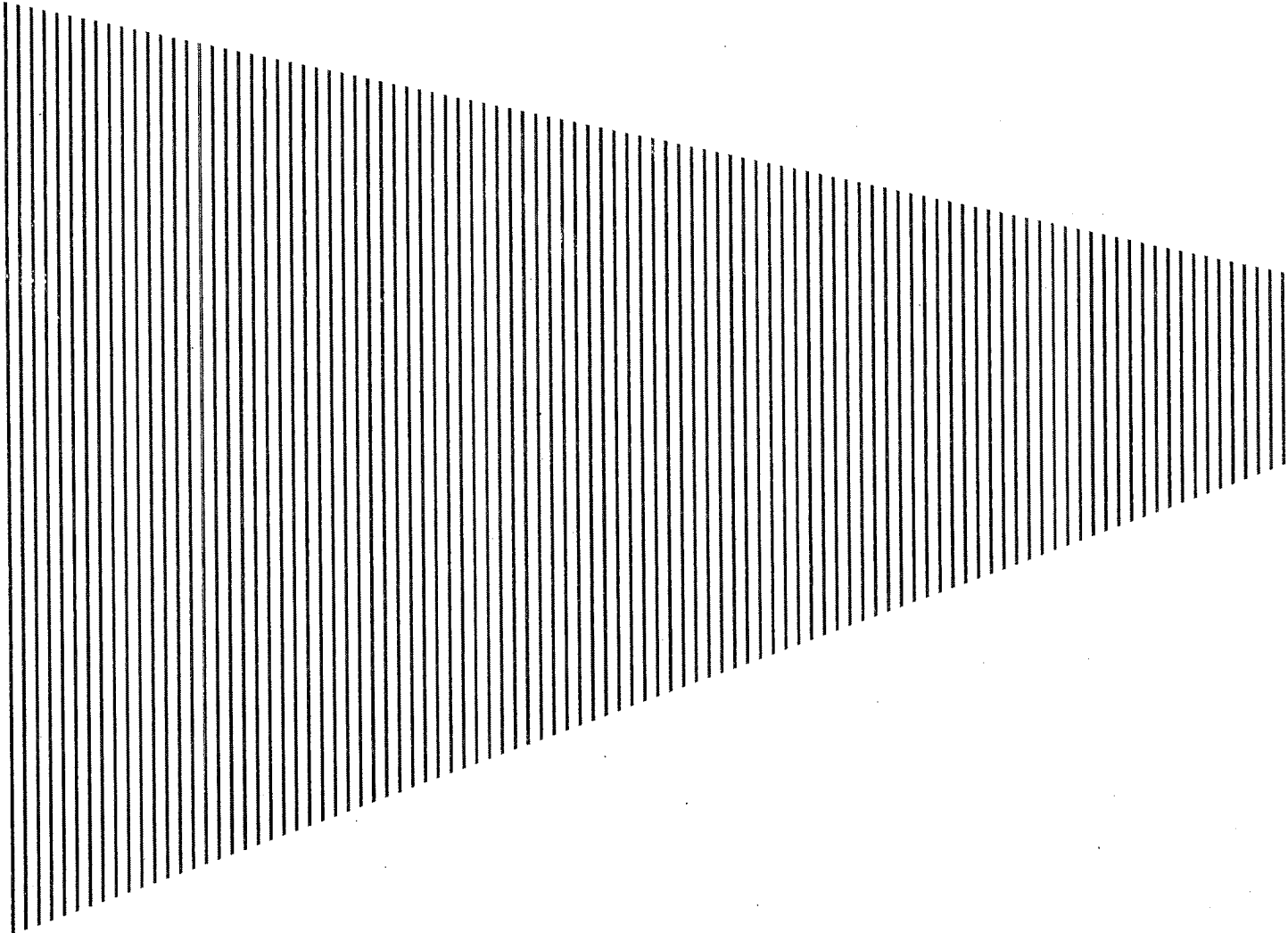


EXHIBIT K

ACCOMPANYING AMENDMENT TO FORM 1 REGISTRATION STATEMENT

OF

NYSE ARCA, INC.

JUNE 2014

## EXHIBIT K

The ownership structure of NYSE Arca, Inc. is as follows:

1. Full legal name: NYSE Group, Inc.
2. Title or status: Delaware corporation
3. Date title or status was acquired: April 13, 2013, as a result of the merger of NYSE Arca Holdings, Inc. with and into NYSE Group, Inc.
4. Approximate ownership interest: 100%
5. Whether the person has control: Yes, NYSE Group, Inc. has control

EXHIBIT M

ACCOMPANYING AMENDMENT TO FORM 1 REGISTRATION STATEMENT

OF

NYSE ARCA, INC.

JUNE 2014

## EXHIBIT M

An alphabetical listing of the members and member organizations of each of NYSE Arca, Inc. and NYSE Arca Equities, Inc., containing information including the name, date of election, principal place of business, and information with respect to the activities in which the members and member organizations are primarily engaged, is maintained by NYSE Arca, Inc. and NYSE Arca Equities, Inc., respectively, is kept up to date, and will be made available to the Securities and Exchange Commission upon request.

In addition, a list of member organizations for each of NYSE Arca, Inc. and NYSE Arca Equities, Inc. is publicly available on the Exchange's website at [www.nyx.com](http://www.nyx.com).

EXHIBIT N

ACCOMPANYING AMENDMENT TO FORM 1 REGISTRATION STATEMENT

OF

NYSE ARCA, INC.

JUNE 2014

EXHIBIT N

A schedule of NYSE Arca, Inc. and NYSE Arca Equities, Inc. securities admitted to trading is publicly available on the Exchange's website at [www.nyx.com](http://www.nyx.com).

A list of such securities is also maintained by NYSE Arca, Inc. and NYSE Arca Equities, Inc., is kept up to date, and will be made available to the Securities and Exchange Commission and the public on request.



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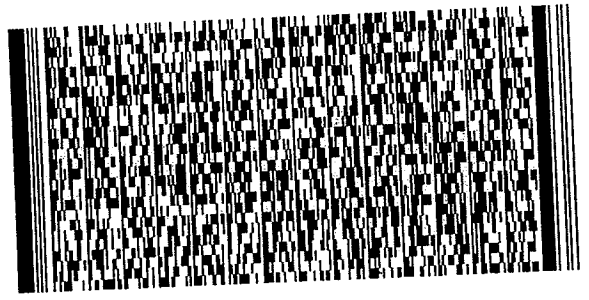
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