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## Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

2013

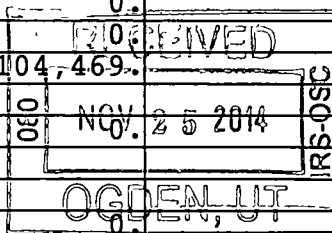
Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation <b>CME GROUP FOUNDATION</b>		A Employer identification number <b>45-0575574</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>20 SOUTH WACKER DRIVE (TAX DEPT)</b>	Room/suite	B Telephone number <b>312-930-3292</b>
City or town, state or province, country, and ZIP or foreign postal code <b>CHICAGO, IL 60606</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 15,714,944.</b> (Part I, column (d) must be on cash basis)	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	636,665.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	324,771.	324,771.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	329,375.			
	b Gross sales price for all assets on line 6a <b>887,535.</b>				
	7 Capital gain net income (from Part IV, line 2)		329,375.		
	8 Net short-term capital gain				
	9 Income modifications Gross sales less returns and allowances				
	10a b Less Cost of goods sold				
c Gross profit or (loss)					
11 Other income					
12 Total Add lines 1 through 11	1,290,811.	654,146.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 2	12,014.	0.		0.
	b Accounting fees STMT 3	14,400.			0.
	c Other professional fees STMT 4	104,469.	104,469.		0.
	17 Interest				
	18 Taxes STMT 5	2,906.			0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	21,224.			0.
	22 Printing and publications				
	23 Other expenses STMT 6	63,903.	0.		0.
	24 Total operating and administrative expenses Add lines 13 through 23	218,916.	104,469.		0.
	25 Contributions, gifts, grants paid	2,923,739.			2,923,739.
26 Total expenses and disbursements. Add lines 24 and 25	3,142,655.	104,469.		2,923,739.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-1,851,844.				
b Net investment income (if negative, enter -0-)		549,677.			
c Adjusted net income (if negative, enter -0-)			N/A		



Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	1,319,852.	203,894.	203,894.
	2 Savings and temporary cash investments	1,121,296.	21,636.	21,636.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	2,358.		
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	1,846,484.	857,792.	857,792.
	b Investments - corporate stock STMT 9	7,924,370.	8,873,632.	8,873,632.
	c Investments - corporate bonds STMT 10	2,182,718.	794,150.	794,150.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	2,818,672.	4,928,302.	4,928,302.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ INTEREST RECEIVABLE)	23,099.	35,538.	35,538.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	17,238,849.	15,714,944.	15,714,944.
	17 Accounts payable and accrued expenses		2,787.	
	18 Grants payable	941,000.		
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 12)	22,381.	77,398.	
	23 Total liabilities (add lines 17 through 22)	963,381.	80,185.	
	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	16,275,468.	15,634,759.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	16,275,468.	15,634,759.	
	30 Total net assets or fund balances	16,275,468.	15,634,759.	
	31 Total liabilities and net assets/fund balances	17,238,849.	15,714,944.	

## Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	16,275,468.
2 Enter amount from Part I, line 27a	2	-1,851,844.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	1,214,926.
4 Add lines 1, 2, and 3	4	15,638,550.
5 Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	5	3,791.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	15,634,759.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a NORTHERN TRUST - 2149 SEE ATTACHED DETAIL		01/01/13	12/31/13
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 887,535.		558,160.	329,375.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			329,375.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	329,375.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	3,095,013.	15,252,899.	.202913
2011	3,938,027.	16,411,817.	.239951
2010	2,938,973.	14,901,133.	.197232
2009	1,203,109.	12,455,686.	.096591
2008	395,000.	15,550,929.	.025400

2 Total of line 1, column (d)	2	.762087
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.152417
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	16,316,262.
5 Multiply line 4 by line 3	5	2,486,876.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,497.
7 Add lines 5 and 6	7	2,492,373.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	2,923,739.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1.		
-	Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	5,497.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	5,497.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	5,497.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	0.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	105.
9	<b>Tax due</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	5,602.
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	
11	Enter the amount of line 10 to be: <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input checked="" type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>IL</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

N/A

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**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>CMEGROUPFOUNDATION.ORG</u>	13	X	
14	The books are in care of ► <u>MR. RICHARD BODNUM</u> Telephone no. ► <u>(312) 207-2579</u> Located at ► <u>20 SOUTH WACKER DRIVE, CHICAGO, IL</u> ZIP+4 ► <u>60606</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15   N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ► <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ► _____, _____, _____ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No  
Organizations relying on a current notice regarding disaster assistance check here ☐ Yes ☒ No

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No  
If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		0.	0.	0.

**2** Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

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**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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**Part X****Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	15,685,121.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	879,612.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	16,564,733.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	16,564,733.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	248,471.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	16,316,262.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	815,813.

**Part XI****Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	815,813.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	5,497.
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	5,497.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	810,316.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	810,316.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	810,316.

**Part XII****Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	2,923,739.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	2,923,739.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	5,497.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	2,918,242.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				810,316.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	3,894.			
b From 2009	584,107.			
c From 2010	2,197,970.			
d From 2011	3,141,382.			
e From 2012	2,341,774.			
f Total of lines 3a through e	8,269,127.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 2,923,739.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				810,316.
e Remaining amount distributed out of corpus	2,113,423.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a) )	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	10,382,550.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	3,894.			
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	10,378,656.			
10 Analysis of line 9:				
a Excess from 2009	584,107.			
b Excess from 2010	2,197,970.			
c Excess from 2011	3,141,382.			
d Excess from 2012	2,341,774.			
e Excess from 2013	2,113,423.			

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon:				
a "Assets" alternative test - enter:				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test - enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

**Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution * *	Amount
<b>a Paid during the year</b>				
THE ALEXANDER MAXWELL GRANT FOUNDATION 527 MADISON AVE. NEW YORK, NY 10022			GRANT TO SUPPORT PROGRAMS	20,000.
ACADEMY OF URBAN SCHOOL LEADERSHIP 3400 N. AUSTIN AVE. CHICAGO, IL 60634			GRANT TO SUPPORT ITS EARLY MATHEMATICS EDUCATION PROGRAM	150,000.
UNIVERSITY OF CHICAGO 1126 EAST 59TH STREET SSR 413 CHICAGO, IL 60637			THIRD PAYMENT OF GRANT TO SUPPORT THE BECKER FRIEDMAN INSTITUTE OF RESEARCH IN ECONOMICS	250,000.
BRUCE MCNEVIN 495 ANLEE RD. BRIDGEWATER, NJ 08807			FINAL PAYMENT OF GRANT TO SUPPORT RESEARCH ON "CO-MOVEMENTS OF E-MINI S&P 500 FUTURES AND E-MINI SECTOR FUTURES"	5,000.
CHEDER LUBAVITCH HEBREW DAY SCHOOL 5201 HOWARD ST. SKOKIE, IL 60077			GRANT TO SUPPORT TECHNOLOGY DEVELOPMENT AND RESOURCES	20,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>2,923,739.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>



**Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

- |          |  | Yes   | No |
|----------|--|-------|----|
| <b>1</b> | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?  |       |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |       |    |
|          | (1) Cash   | 1a(1) | X  |
|          | (2) Other assets   | 1a(2) | X  |
| <b>b</b> | Other transactions:  |       |    |
|          | (1) Sales of assets to a noncharitable exempt organization   | 1b(1) | X  |
|          | (2) Purchases of assets from a noncharitable exempt organization   | 1b(2) | X  |
|          | (3) Rental of facilities, equipment, or other assets   | 1b(3) | X  |
|          | (4) Reimbursement arrangements   | 1b(4) | X  |
|          | (5) Loans or loan guarantees   | 1b(5) | X  |
|          | (6) Performance of services or membership or fundraising solicitations   | 1b(6) | X  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | 1c    | X  |
| <b>d</b> | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. |       |    |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- | b If "Yes," complete the following schedule. |                          |                                 |
|--|--------------------------|---------------------------------|
| (a) Name of organization                     | (b) Type of organization | (c) Description of relationship |
| N/A  |                          |                                 |
|  |                          |                                 |
|  |                          |                                 |
|  |                          |                                 |
|  |                          |                                 |

<b>Sign Here</b>	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		May the IRS discuss this return with the preparer shown below (see instr. 7)? <input checked="checked" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee	<div style="display: flex; justify-content: space-between;"> <div style="text-align: center;">              Date           </div> <div style="text-align: center;">              Title           </div> </div>	

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	DAVID M. KOT	<i>David M. Kot</i>	10/30/2014		P01340917
	Firm's name ▶ WOLF & COMPANY LLP				Firm's EIN ▶ 36-2985665
	Firm's address ▶ 1901 S. MEYERS RD, SUITE 500 OAKBROOK TERRACE, IL 60181-5209			Phone no. (630) 545-4500	

Form 990-PF (2013)

**Schedule B**(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.  
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and  
its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

**2013**

Name of the organization

CME GROUP FOUNDATION

Employer identification number

45-0575574

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 501(c)( ) (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)**

Name of organization

Employer identification number

CME GROUP FOUNDATION

45-0575574

**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CME, INC. 20 S. WACKER DRIVE CHICAGO, IL 60606	\$ 636,665.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)



Name of organization

Employer identification number

CME GROUP FOUNDATION

45-0575574

**Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization <b>CME GROUP FOUNDATION</b>	Employer identification number <b>45-0575574</b>
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**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ \_\_\_\_\_

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHICAGO CHILDREN'S ADVOCACY CENTER 1240 S. DAMEN CHICAGO, IL 60608			GRANT TO SUPPORT GENERAL OPERATIONS	10,000.
THE CHICAGO COMMUNITY FOUNDATION FUND 385 225 NORTH MICHIGAN AVENUE CHICAGO, IL 60601			GRANT TO FUND 385	3,366.
CHRISTOPHER HOUSE 2507 N. GREENVIEW AVE. CHICAGO, IL 60614			GRANT TO SUPPORT EARLY MATH PROFESSIONAL DEVELOPMENT FOR ITS EARLY CHILDHOOD TEACHERS AND THOSE	40,000.
CHICAGO INTERNATIONAL CHARTER SCHOOLS 11 E. ADAMS ST. CHICAGO, IL 60603			GRANT TO SUPPORT A PILOT PROGRAM TO TEST THE GCE MODEL FOR CHICAGO HIGH SCHOOL STUDENTS	25,000.
COMMUNITIES IN SCHOOLS CHICAGO 815 W. VAN BUREN CHICAGO, IL 60607			GRANT TO SUPPORT 25 PRESENTATIONS OF THE YES YOU CAN! PROGRAM IN CICS AND CPS SCHOOLS	30,000.
COUNCIL FOR A STRONG AMERICA 1212 NEW YORK AVE. WASHINGTON, DC 20005			FIRST PAYMENT OF GRANT TO SUPPORT EVENTS IN CHICAGO AND SPRINGFIELD WHERE MAJ. GEN. RONALD JOHNSON	10,000.
DECATUR PUBLIC SCHOOL DISTRICT #61 2912 UNIVERSITY ST. DECATUR, IL 62526			GRANT TO SUPPORT PLANNING AN EARLY MATH EDUCATION PROFESSIONAL DEVELOPMENT PROGRAM	15,000.
ERIKSON INSTITUTE 451 N. LASALLE CHICAGO, IL 60654			FINAL PAYMENT OF GRANT TO SUPPORT EARLY MATH EDUCATION PROJECT	200,000.
FREEDOM TO LEARN ILLINOIS 155 N. WACKER DR. CHICAGO, IL 60606			THIRD PAYMENT OF FOUR YEAR GRANT	25,000.
FUTURE FOUNDERS FOUNDATION 600 W. CHICAGO AVE. CHICAGO, IL 06054			FINAL PAYMENT OF GRANT TO SUPPORT FUTURE FOUNDERS PROGRAM IN CHARTER SCHOOLS	60,000.
<b>Total from continuation sheets</b>				<b>2,478,739.</b>

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FUTURE FOUNDERS FOUNDATION 600 W. CHICAGO AVE. CHICAGO, IL 06054			GRANT TO SUPPORT THE INTEGRATION OF LEMONADE DAY	150,000.
GEORGE W. BUSH FOUNDATION PO BOX 600610 DALLAS, TX 75208			SECOND PAYMENT OF GRANT TO SUPPORT THE ALLIANCE TO REFORM EDUCATION LEADERSHIP	57,500.
GOVERNORS STATE UNIVERSITY ONE UNIVERSITY PKWY UNIVERSITY PARK, IL 60484			GRANT TO SUPPORT PLANNING AN EARLY MATH EDUCATION PROFESSIONAL DEVELOPMENT PROGRAM	15,000.
IIT CHICAGO KENT COLLEGE OF LAW 123300 S. FEDERAL ST. CHICAGO, IL 60616			FINAL PAYMENT OF GRANT TO SUPPORT THE FURTHER DEVELOPMENT OF A COMPLIANCE CURRICULUM TRACK	150,000.
ITT STUART SCHOOL OF BUSINESS 3423 S. STATE ST. CHICAGO, IL 60616			FINAL PAYMENT OF GRANT TO SUPPORT RESEARCH ON "AN ISO 9000-STYLE QUALITY MANAGEMENT SYSTEM FOR HIGH	10,000.
ILLINOIS NETWORK OF CHARTER SCHOOLS 205 W. RANDOLPH CHICAGO, IL 60606			GRANT TO SUPPORT ITS PROGRAMMING	70,000.
KANSAS STATE UNIVERSITY FOUNDATION 2323 ANDERSON AVE. SUITE 500 MANHATTAN, KS 66502			GRANT #0015718 TO SUPPORT THE CENTER FOR RISK MANAGEMENT EDUCATION AND RESEARCH	25,000.
KOHL CHILDREN'S MUSEUM 2100 PATRIOT BLVD. GLENVIEW, IL 60026			FINAL PAYMENT OF GRANT TO SUPPORT INFORMAL MATH EXPLORATIONS PROJECT.	85,000.
LOYOLA UNIVERSITY CHICAGO 820 N. MICHIGAN AVE. CHICAGO, IL 60611			GRANT TO SUPPORT EDUCATIONAL AND RESEARCH EFFORTS IN THE AREA OF DATA ANALYTICS AND MAXELER	10,000.
LOYOLA UNIVERSITY CHICAGO 820 N. MICHIGAN AVE. CHICAGO, IL 60611			FIRST PAYMENT OF GRANT TO SUPPORT RESEARCH ON "VOLATILITY FORECASTING IN THE PRESENCE OF LIMITS TO	10,000.
Total from continuation sheets				

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MAYO CLINIC 200 FIRST STREET SW ROCHESTER, MN 55905			GRANT TO SUPPORT CARDIOVASCULAR RESEARCH	40,000.
MISERICORDIA HOME 6300 N. RIDGE AVE. CHICAGO, IL 60660			GRANT TO SUPPORT GENERAL OPERATIONS DONATION CODE 6152	10,000.
MOUSE 50 W. 23RD ST. NEW YORK, NY 10010			FINAL PAYMENT OF GRANT TO SUPPORT THE IMPLEMENTATION OF THE MOUSE SQUAD PROGRAM IN CHARTER AND TURNAROUND	100,000.
MUSEUM OF SCIENCE & INDUSTRY 57TH STREET & LAKE SHORE DR. CHICAGO, IL 60637			GRANT TO SUPPORT THE SCIENCE REDISCOVERED CAMPAIGN AND GENERAL OPERATIONS	40,000.
NATIONAL LOUIS UNIVERSITY 1000 CAPITOL DR. WHEELING, IL 60090			THIRD PAYMENT OF GRANT TO SUPPORT THE MATH ACCESS FOR TEACHERS AND HOME CARE PROVIDERS PROJECT	132,000.
NEW SCHOOLS FOR CHICAGO 21 S. CLARK ST. CHICAGO, IL 60626			GRANT TO SUPPORT PROGRAM DESIGN OF THE ELEARN INNOVATION HUB	50,000.
NFTE CHICAGO 222 S. MORGAN ST. CHICAGO, IL 60607			FINAL PAYMENT OF GRANT TO SUPPORT NFTE PROGRAM IN CHARTER SCHOOLS.	68,000.
NORTHWESTERN UNIVERSITY BUSINESS INSTITUTIONS PROGRAM 2010 SHERIDAN RD. EVANSTON, IL 60208			FINAL PAYMENT OF GRANT TO SUPPORT THE CREATION OF A FUTURES & DERIVATIVES CONCENTRATION IN THE	150,000.
NORTHWESTERN UNIVERSITY 2145 SHERIDAN RD. EVANSTON, IL 60208			FIRST PAYMENT OF GRANT TO SUPPORT EDUCATIONAL AND RESEARCH EFFORTS IN THE AREA OF DATA ANALYTICS AND MAXELER	10,000.
OUNCE OF PREVENTION FUND 33 W. MONROE ST. CHICAGO, IL 60603			FINAL PAYMENT OF GRANT TO SUPPORT EARLY MATH INITIATIVE	245,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PERIPLUS, LLC 63 MARCHANT RD. REDDING, CT 06896			GRANT TO SUPPORT RESEARCH ON "HOW TREASURY MARKET TRADE THE US EMPLOYMENT DATA RELEASES: A CASE	5,000.
PLANNED PARENTHOOD OF ILLINOIS 18 S. MICHIGAN AVE. CHICAGO, IL 60603			GRANT TO SUPPORT GENERAL OPERATIONS	10,000.
PROJECT LEAD THE WAY 3939 PRIORITY WAY SOUTH DR. INDIANAPOLIS, IN 46240			GRANT TO SUPPORT THE IMPLEMENTATION OF PATHWAYS TO ENGINEERING AND GATEWAY TO TECHNOLOGY	55,000.
QUEST ACADEMY 500 N. BENTON ST. PALATINE, IL 60067			GRANT TO SUPPORT THE CREATION OF AN INNOVATION LAB MAKER SPACE	10,000.
READING POWER 736 N. WESTERN AVE. LAKE FOREST, IL 00045			FINAL GRANT TO SUPPORT THE EARLY LITERACY PROGRAM AT SOUTH ELEMENTARY SCHOOL IN NORTH CHICAGO	15,000.
REND LAKE COLLEGE FISCAL AGENT FOR SOUTHERN IL EARLY CHILDHOOD ACTION TEAM MT VERNON, IL 62864			GRANT TO SUPPORT THE SOUTHERN IL EARLY CHILDHOOD ACTION TEAM'S EARLY MATH PROFESSIONAL	16,500.
REVIEW OF FUTURES MARKETS PO BOX 164 MASSILLON, OH 44648			FINAL PAYMENTS OF GRANT TO SUPPORT ASIA PACIFIC FUTURES RESEARCH SYMPOSIUM & REVIEW OF FUTURES	60,000.
RICHARD LEVICH 5 FLAG SWAMP RD. ROXBURY, CT 06783			FINAL PAYMENT OF GRANT TO SUPPORT RESEARCH ON "CHARACTERISTICS OF FX CARRY TRADES IN A ZIRP WORLD AFTER THE	7,500.
SAN MIGUEL SCHOOL CHICAGO 1954 W. 48TH ST. CHICAGO, IL 60609			GRANT TO SUPPORT THE "SCHOOL ROCKS" EVENT	10,000.
SERGE WIBAUT AVENUE DES PHALENES 36 BRUSSELS, BELGIUM			GRANT TO SUPPORT RESEARCH ON TRANSACTION TAXES.	13,000.
Total from continuation sheets				

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TAUBE FOUNDATION FOR JEWISH LIFE AND CULTURE 1050 RALSTON AVE. BELMONT, CA 94002			GRANT TO SUPPORT THE JEWISH HERITAGE INITIATIVE IN POLAND	10,000.
TEACH FOR AMERICA 300 W. ADAMS ST. CHICAGO, IL 60606			GRANT TO SUPPORT GENERAL OPERATIONS	40,000.
UNIVERSITY OF CHICAGO CENTER FOR JEWISH STUDIES 1115 E. 58TH ST. CHICAGO, IL 60637			GRANT TO SUPPORT CENTER FOR JEWISH STUDIES PROGRAMS	10,000.
NORC AT UNIVERSITY OF CHICAGO 55 E. MONROE CHICAGO, IL 60603			FINAL PAYMENT OF THREE YEAR GRANT TO SUPPORT EARLY MATH EDUCATION RESEARCH	100,000.
UCAN 3737 N. MOZART ST. CHICAGO, IL 60618			GRANT TO SUPPORT GENERAL OPERATIONS	10,000.
THE BOARD OF TRUSTEES OF THE UNIVERSITY OF ILLINOIS PO BOX 20787 SPRINGFIELD, IL 62708			FIRST PAYMENT OF GRANT TO SUPPORT RESEARCH ON TAXING MARKET ACTIVITY	12,500.
UNIVERSITY OF ILLINOIS AT CHICAGO COLLEGE OF BUSINESS ADMINISTRATION 601 S. MORGAN CHICAGO, IL 60607			THIRD PAYMENT OF GRANT TO SUPPORT THE COLLEGE OF BUSINESS ADMINISTRATION'S MARKET TRAINING LAB	250,000.
UNIVERSITY OF ILLINOIS AT URBANA CHAMPAIGN 3251 DLC URBANA, IL 61801			FIRST PAYMENT OF GRANT TO SUPPORT EDUCATIONAL AND RESEARCH EFFORTS IN THE AREA OF DATA ANALYTICS AND MAXELER	10,000.
UNIVERSITY OF NEW ORLEANS FOUNDATION 2021 LAKESHORE DR. NEW ORLEANS, LA 70122			GRANT TO SUPPORT A RESEARCH SEMINAR IN ASSOCIATION WITH THE REVIEW OF FINANCIAL ECONOMICS.	20,000.
VANDERBILT UNIVERSITY 401 21ST. STREET NASHVILLE, TN 37203			GRANT TO SUPPORT THE FINANCIAL MARKETS RESEARCH CENTER	20,000.
Total from continuation sheets				

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WESTERN ILLINOIS UNIVERSITY FOUNDATION 1 UNIVERSITY CIRCLE SHERMAN HALL 303 MACOMB, IL 61455			GRANT TO SUPPORT SCHOLARSHIPS FOR TRANSFER STUDENTS STUDYING FINANCE AND AGRICULTURE	20,000.
YEAR UP CHICAGO 223 W. JACKSON CHICAGO, IL 60606			GRANT TO SUPPORT GENERAL OPERATIONS	12,038.
YIDDISH BOOK CENTER 1021 WEST ST. AMHERST, MA 01002			GRANT TO SUPPORT ITS FELLOWSHIP PROGRAM	20,000.
SPS HOLDINGS 43 LEGARE ST. CHARLESTON, SC 29401			GRANT TO SUPPORT RESEARCH ON USING ENERGY, METALS, AND AGRICULTURAL FUTURES WITH A MARKOWITZ	7,500.
UNIVERSITY OF MINNESOTA 100 CHURCH ST SE MINNEAPOLIS, MN 55455			FUNDS RETURNED TO CME FOR UNUSED GRANT MONEY	-7,799.
THE FEDERALIST SOCIETY 1015 18TH ST NY STE 425 WASHINGTON, DC 20036			FUNDS RETURNED TO CME FOR UNUSED GRANT MONEY	-3,366.
SAINT XAVIER UNIVERSITY - UNPAID FROM PRIOR YEAR N/A N/A, IL 60606			N/A	-100,000.
Total from continuation sheets				



**Part XV** | **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - CHRISTOPHER HOUSE

GRANT TO SUPPORT EARLY MATH PROFESSIONAL DEVELOPMENT FOR ITS EARLY  
CHILDHOOD TEACHERS AND THOSE FROM FIVE OTHER ORGANIZATIONS WITH WHOM IT  
COLLABORATES

NAME OF RECIPIENT - COUNCIL FOR A STRONG AMERICA

FIRST PAYMENT OF GRANT TO SUPPORT EVENTS IN CHICAGO AND SPRINGFIELD  
WHERE MAJ. GEN. RONALD JOHNSON (RET.) WILL SPEAK ON THE SKILLS GAP AND  
RIGOROUS CURRICULUM

NAME OF RECIPIENT - ITT STUART SCHOOL OF BUSINESS

FINAL PAYMENT OF GRANT TO SUPPORT RESEARCH ON "AN ISO 9000-STYLE  
QUALITY MANAGEMENT SYSTEM FOR HIGH FREQUENCY TRADING"

NAME OF RECIPIENT - LOYOLA UNIVERSITY CHICAGO

GRANT TO SUPPORT EDUCATIONAL AND RESEARCH EFFORTS IN THE AREA OF DATA  
ANALYTICS AND MAXELER TECHNOLOGY

NAME OF RECIPIENT - LOYOLA UNIVERSITY CHICAGO

FIRST PAYMENT OF GRANT TO SUPPORT RESEARCH ON "VOLATILITY FORECASTING  
IN THE PRESENCE OF LIMITS TO ARBITRAGE"

NAME OF RECIPIENT - MOUSE

FINAL PAYMENT OF GRANT TO SUPPORT THE IMPLEMENTATION OF THE MOUSE SQUAD  
PROGRAM IN CHARTER AND TURNAROUND SCHOOLS

NAME OF RECIPIENT - NORTHWESTERN UNIVERSITY BUSINESS INSTITUTIONS PROGRAM

FINAL PAYMENT OF GRANT TO SUPPORT THE CREATION OF A FUTURES &amp;

**Part XV** Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

## DERIVATIVES CONCENTRATION IN THE BUSINESS INSTITUTIONS PROGRAM

NAME OF RECIPIENT - NORTHWESTERN UNIVERSITY

FIRST PAYMENT OF GRANT TO SUPPORT EDUCATIONAL AND RESEARCH EFFORTS IN  
THE AREA OF DATA ANALYTICS AND MAXELER TECHNOLOGY.

NAME OF RECIPIENT - PERIPLUS, LLC

GRANT TO SUPPORT RESEARCH ON "HOW TREASURY MARKET TRADE THE US  
EMPLOYMENT DATA RELEASES: A CASE STUDY"

NAME OF RECIPIENT - PROJECT LEAD THE WAY

GRANT TO SUPPORT THE IMPLEMENTATION OF PATHWAYS TO ENGINEERING AND  
GATEWAY TO TECHNOLOGY PROGRAMS IN ONE CHARTER SCHOOL.

NAME OF RECIPIENT - REND LAKE COLLEGE

GRANT TO SUPPORT THE SOUTHERN IL EARLY CHILDHOOD ACTION TEAM'S EARLY  
MATH PROFESSIONAL DEVELOPMENT PROGRAM

NAME OF RECIPIENT - REVIEW OF FUTURES MARKETS

FINAL PAYMENTS OF GRANT TO SUPPORT ASIA PACIFIC FUTURES RESEARCH  
SYMPOSIUM & REVIEW OF FUTURES MARKETS JOURNAL

NAME OF RECIPIENT - RICHARD LEVICH

FINAL PAYMENT OF GRANT TO SUPPORT RESEARCH ON "CHARACTERISTICS OF FX  
CARRY TRADES IN A ZIRP WORLD AFTER THE FINANCIAL PANIC OF 2008"

NAME OF RECIPIENT - UNIVERSITY OF ILLINOIS AT URBANA CHAMPAIGN

FIRST PAYMENT OF GRANT TO SUPPORT EDUCATIONAL AND RESEARCH EFFORTS IN

**Part XV** Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

THE AREA OF DATA ANALYTICS AND MAXELER TECHNOLOGY.

NAME OF RECIPIENT - SPS HOLDINGS

GRANT TO SUPPORT RESEARCH ON USING ENERGY, METALS, AND AGRICULTURAL  
FUTURES WITH A MARKOWITZ MEAN-VARIANCE APPROACH TO DIVERSIFY LONG  
EQUITY PORTFOLIOS

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
INTEREST & DIVIDEND INCOME	324,771.	0.	324,771.	324,771.		
TO PART I, LINE 4	324,771.	0.	324,771.	324,771.		

FORM 990-PF	LEGAL FEES				STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
LEGAL FEES	12,014.	0.				
TO FM 990-PF, PG 1, LN 16A	12,014.	0.				

FORM 990-PF	ACCOUNTING FEES				STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
ACCOUNTING FEES	14,400.	0.				
TO FORM 990-PF, PG 1, LN 16B	14,400.	0.				

FORM 990-PF	OTHER PROFESSIONAL FEES				STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
PROFESSIONAL FEES	104,469.	104,469.				
TO FORM 990-PF, PG 1, LN 16C	104,469.	104,469.				

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL TAXES	2,906.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	2,906.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
WIRELESS SERVICES	1,027.	0.		0.	
SUPPLIES AND EQUIPMENT	13,542.	0.		0.	
STAFF TRAINING AND SEMINARS	4,810.	0.		0.	
MEALS AND ENTERTAINMENT	10,697.	0.		0.	
MISCELLANEOUS	5,107.	0.		0.	
MEMBERSHIPS AND DUES	14,763.	0.		0.	
INSURANCE	13,852.	0.		0.	
PENALTIES	105.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	63,903.	0.		0.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	7
DESCRIPTION					AMOUNT
UNREALIZED GAIN ON MARKETABLE SECURITIES					1,214,926.
TOTAL TO FORM 990-PF, PART III, LINE 3					1,214,926.

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FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT OBLIGATIONS - SEE ATTACHED STMT	X		857,792.	857,792.
TOTAL U.S. GOVERNMENT OBLIGATIONS			857,792.	857,792.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			857,792.	857,792.

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FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK - SEE ATTACHED STMT	8,873,632.	8,873,632.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,873,632.	8,873,632.

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FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHED STMT	794,150.	794,150.
TOTAL TO FORM 990-PF, PART II, LINE 10C	794,150.	794,150.

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FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS - SEE ATTACHED STMT	COST	4,928,302.	4,928,302.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,928,302.	4,928,302.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 12
DESCRIPTION	BOY AMOUNT	EOY AMOUNT
ACCRUED EXPENSES	8,381.	38,668.
ACCRUED AUDIT FEES	14,000.	14,400.
PENDING INVESTMENT SALES PAYABLE	0.	24,330.
TOTAL TO FORM 990-PF, PART II, LINE 22	22,381.	77,398.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT 13
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NAME OF CONTRIBUTOR	ADDRESS
CME TRUST	

FORM 990-PF      PART VIII - LIST OF OFFICERS, DIRECTORS      STATEMENT 14  
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN	EXPENSE CONTRIB ACCOUNT
TERRANCE A. DUFFY 20 S. WACKER DRIVE CHICAGO, IL 60606	VICE-CHAIRMAN 1.00	0.	0.	0.
JAMES E. OLIFF 20 S. WACKER DRIVE CHICAGO, IL 60606	SECRETARY TREASURER 1.00	0.	0.	0.
LEO MELAMED 20 S. WACKER DRIVE CHICAGO, IL 60606	VICE-CHAIRMAN 1.00	0.	0.	0.
JOHN F. SANDNER 20 S. WACKER DRIVE CHICAGO, IL 60606	VICE-CHAIRMAN 1.00	0.	0.	0.
CHARLES P. CAREY 20 S. WACKER DRIVE CHICAGO, IL 60606	VICE-CHAIRMAN 1.00	0.	0.	0.
HOWARD J. SIEGEL 20 S. WACKER DRIVE CHICAGO, IL 60606	CHAIRMAN 1.00	0.	0.	0.
PHUPINDER GILL 20 S. WACKER DRIVE CHICAGO, IL 60606	VICE-CHAIRMAN 1.00	0.	0.	0.
KASSIE DAVIS 20 S. WACKER DRIVE CHICAGO, IL 60606	EXECUTIVE DIRECTOR 1.00	0.	0.	0.
JILL HARLEY 20 S. WACKER DRIVE CHICAGO, IL 60606	TREASURER 1.00	0.	0.	0.
KRISTIN WOOD 20 S. WACKER DRIVE CHICAGO, IL 60606	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.



**CME GROUP FOUNDATION**  
**EIN 45-0575574**  
**Attachment to Form 990-PF**  
**Part II, Line 10a, 10b, 10c and 13**

	2013	2012
	End of Year Market Value	End of Year Market Value
<b>U.S. Government Obligations</b>		
MFB NTGI Common Daily Aggregate Bond Index Fund	857,792 06	1,846,483 72
MFO Vanguard Fxd Inc Secs Fd Inc	-	-
<b>Total to Part II, Line 10a</b>	<b>\$ 857,792.06</b>	<b>\$ 1,846,483.72</b>
<b>Corporate Stock</b>		
MFB NTGI-QM Common Daily Emerging Markets Equity Index Fund	458,505 94	607,989 99
MFB NTGI-QM COMMON DIVERSIFIED FRONTIER MARKETS FUND - NON LENDING	169,960 99	-
NTCC Emerging Markets FD (FGT)	635,159 44	620,646 73
MFB NTGI-QM Common Daily All Country World EX-US IMI Fund-Non Lending	1,202,505 33	1,053,041 26
NTCC INTL Securities FD FGT	1,803,134 59	1,637,057 50
MFB NTGI-QM COM Daily Russell 100 Eqty Index FD-Lending	2,280,709 48	1,939,884 98
NTCC LARGE CAP FD FGT	1,444,472 85	1,284,199 42
NTCC MID CAP FD FGT	443,930 30	407,154 33
NTCC SMALL CAP FD FGT	435,253 32	395,265 46
<b>Total to Part II, Line 10b</b>	<b>\$ 8,873,632.24</b>	<b>\$ 7,945,239.67</b>
<b>Corporate Bonds</b>		
NORTHERN MULTI MANAGER EMERGING MARKETS DEBT OPPORTUNITY FUND	235,002 90	-
MFO ROWE T PRICE INTL FD INC INTL BD FD OPEN END FD	233,594 64	196,568 52
MFO PIMCO FDS EMERGING LOCAL BD FD INSTLCL USD	-	350,270 34
MFO PIMCO FDS PAC INVT MGMT SER HIGH YIELD FD INSTL CL	325,552 10	329,768 01
MFB NORTHERN FDS ULTRA SHORT FIXED	-	1,306,111 08
<b>Total to Part II, Line 10c</b>	<b>\$ 794,149.64</b>	<b>\$ 2,182,717.95</b>
<b>Investments - Other</b>		
MFC SPDR GOLD TR GOLD SHS	-	707,659 68
MFC FLEXSHARES TR TR IBOX 3 YR TARGET	321,542 76	314,916 80
MFC ISHARES 1-3 YEAR CREDIT BOND ETF	825,329 96	-
CF UBS TRUMBULL PROPERTY FUND	1,083,906 51	-
NORTHERN TRUST PRIVATE EQUITY FUND (QP) IV	236,542 00	142,009 00
NORTHERN TRUST PRIVATE EQUITY FUND (QP) IV	75,610 00	66,250 00
MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL	901,729 04	325,984 82
HF NORTHERN TRUST DIVERSIFIED HEDGE FUND LTD	1,483,641 54	1,261,851 88
<b>Total to Part II, Line 13</b>	<b>\$ 4,928,301.81</b>	<b>\$ 2,818,672 18</b>
<b>Total</b>	<b>\$ 15,453,876 00</b>	<b>\$ 14,793,114 00</b>
<b>Per Trial balance</b>	<b>15,453,876 00</b>	<b>14,772,244 00</b>
<b>Check</b>	<b>\$ -</b>	<b>\$ 20,870 00</b> *pending transactions

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions	
<b>Type or print</b> Name of exempt organization or other filer, see instructions <b>CME GROUP FOUNDATION</b>	Employer identification number (EIN) or <b>45-0575574</b>
Number, street, and room or suite no. If a P.O. box, see instructions. <b>20 SOUTH WACKER DRIVE (TAX DEPT)</b>	Social security number (SSN)
City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>CHICAGO, IL 60606</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)

**04**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

**MR. RICHARD BODNUM**

- The books are in the care of **20 SOUTH WACKER DRIVE - CHICAGO, IL 60606**

Telephone No **(312) 207-2579**

Fax No

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

**4** I request an additional 3-month extension of time until **NOVEMBER 15, 2014**

**5** For calendar year **2013**, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

**6** If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return

☐ Change in accounting period

**7** State in detail why you need the extension

**ADDITIONAL TIME IS REQUIRED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.**

<b>8a</b> If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	<b>8a</b>	\$	<b>0.</b>
<b>b</b> If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	<b>8b</b>	\$	<b>0.</b>
<b>c</b> <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	<b>8c</b>	\$	<b>0.</b>

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **Mr. Bodnum**

Title **TREASURER**

Date

Form 8868 (Rev. 1-2014)

## 1 JAN 13 - 31 DEC 13

Account number 2212149  
Account Name CME GROUP FOUNDATION

### ◆ Investment Transaction Detail

Trade Date	Security Description								
Settle Date	Asset ID / Ticker								
Trade Status	Broker / Commission	Shares/PAR	Principal	Transaction Amount	Adjustment Amt	Cost	Market	Translation	Total
	Narrative	Price		Accrued Interest					
<b>Purchases</b>									
<b>Hedge Fund</b>									
<b>Hedge fund of funds</b>									
<b>United States - USD</b>									
27 Mar 13	HF NORTHERN TRUST DIVERSIFIED	48 000	-75,000 00	0 00	0 00	75,000 00	0 00	0 00	0 00
9 Apr 13	HEDGE FUND LTD								
Settled	CUSIP 000993915 / PURCHASED 48 00 ON 03/27/2013 AT THE PRICE OF 1562 800000	1,562 800000							
<b>Total United States - USD</b>			<b>-75,000 00</b>	<b>0 00</b>	<b>0 00</b>	<b>75,000 00</b>	<b>0 00</b>	<b>0 00</b>	<b>0 00</b>
<b>Total hedge fund of funds</b>			<b>-75,000 00</b>	<b>0 00</b>	<b>0 00</b>	<b>75,000 00</b>	<b>0 00</b>	<b>0 00</b>	<b>0 00</b>
<b>Total hedge fund</b>			<b>-75,000 00</b>	<b>0 00</b>	<b>0 00</b>	<b>75,000 00</b>	<b>0 00</b>	<b>0 00</b>	<b>0 00</b>
<b>Total purchases</b>			<b>375,482 30</b>	<b>-5,048,391 02</b>	<b>0 00</b>	<b>5,048,391 02</b>	<b>0 00</b>	<b>0 00</b>	<b>0 00</b>

## Sales

## Equities

**Funds - common stock**

### Emerging Markets Region - USD

18 Jan 13 22 Jan 13 Settled	MFB NTGI-QM COMMON DAILY EMERGING MARKETS EQUITY INDEX FUND - LENDING CUSIP 0039999G6 / SOLD 16,442 60 UNITS 01-18-13 AT A PRICE OF \$10 339 NET	-16,442 600	170 000 00	0 00	0 00	-180,874 41	-10,874 41	0 00	-10 874 41
22 Aug 13 23 Aug 13 Settled	MFB NTGI-QM COMMON DAILY EMERGING MARKETS EQUITY INDEX FUND - LENDING CUSIP 0039999G6 / SOLD 19 841 27 UNITS 08-22-13 AT A PRICE OF \$8 82 NET	-19,841 270	175,000 00	0 00	0 00	-218,627 61	-43,627 61	0 00	-43,627 61
9 Sep 13 10 Sep 13 Settled	MFB NTGI-QM COMMON DAILY EMERGING MARKETS EQUITY INDEX FUND - LENDING CUSIP 0039999G6 / TO REPRESENT TRANSACTION COST OF \$2 76 FOR 09/09/2013	-0 300	0 00	0 00	0 00	-3 31	-3 31	0 00	-3 31

## Portfolio Statement

1 JAN 13 - 31 DEC 13

Account number 2212149  
Account Name CME GROUP FOUNDATION

Page 76 of 128

### Investment Transaction Detail

Trade Date	Security Description	Shares/PAR	Principal	Transaction Amount	Adjustment Amt	Cost	Market	Realized Gain/Loss	Total
Settle Date	Asset ID / Ticker	Price		Accrued Interest				Translation	
Trade Status	Broker / Commission								
	Narrative								

#### Sales

##### Equities

9 Sep 13	MFB NTGI-QM COMMON DAILY EMERGING	-2 320	0 00	0 00	0 00	-25 56	-25 56	0 00	-25 56
10 Sep 13	MARKETS EQUITY INDEX FUND - LENDING								
Settled	CUSIP 0039999G6 /	0 000000							
	TO REPRESENT TRANSACTION COST								
	OF \$21 68 FOR 09/09/2013								
22 Aug 13	MFB NTGI-QM COMMON DIVERSIFIED FRONTIER	-346 180	40,000 00	0 00	0 00	-38,597 29	1,402 71	0 00	1,402 71
23 Aug 13	MARKETS FUND - NON LENDING								
Settled	CUSIP 003999299 / UIT	115 547000							
	SOLD 346 18 UNITS 08-22-13 AT								
	A PRICE OF \$115 547 NET								
19 Feb 13	NTCC EMERGING MARKETS FD (FGT)	-189 090	20,000 00	0 00	0 00	-18 948 45	1,051 55	0 00	1,051 55
20 Feb 13	CUSIP 901991240 /								
Settled		105 767300							
	SOLD 189 09 SHARES 02-19-13 AT								
	A PRICE OF \$105 7673 NET								
23 Aug 13	NTCC EMERGING MARKETS FD (FGT)	-760 810	75 000 00	0 00	0 00	-79,112 60	-4,112 60	0 00	-4,112 60
26 Aug 13	CUSIP 901991240 /								
Settled		98 578900							
	SOLD 760 81 SHARES 08-23-13 AT								
	A PRICE OF \$98 5789 NET								
14 Oct 13	NTCC EMERGING MARKETS FD (FGT)	-284 930	30,000 00	0 00	0 00	-28,649 97	1,350 03	0 00	1 350 03
15 Oct 13	CUSIP 901991240 /								
Settled		105 289700							
	SOLD 284 93 SHARES 10-14-13 AT								
	A PRICE OF \$105 2897 NET								
Total Emerging Markets Region - USD			510,000 00	0 00	0 00	-564,839 20	-54,839 20	0 00	-54,839 20

##### International Region - USD

22 Aug 13	MFB NTGI-QM COMMON DAILY ALL COUNTRY	-21,958 720	200,000 00	0 00	0 00	-209 069 73	-9 069 73	0 00	-9,069 73
23 Aug 13	WORLD EX-US IMI FUND - NON LENDING								
Settled	CUSIP 658999156 /	9 108000							
	SOLD 21 958 72 UNITS 08-22-13								
	AT A PRICE OF \$9 108 NET								
9 Sep 13	MFB NTGI-QM COMMON DAILY ALL COUNTRY	-0 130	0 00	0 00	0 00	-1 24	-1 24	0 00	-1 24
10 Sep 13	WORLD EX-US IMI FUND - NON LENDING								
Settled	CUSIP 658999156 /	0 000000							
	TO REPRESENT TRANSACTION COST								
	OF \$1 24 FOR 09/09/2013								

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Trade Date	Security Description	Asset ID / Ticker	Shares/PAR	Principal	Transaction Amount	Adjustment Amt	Cost	Market	Translation	Total
Settle Date	Broker / Commission		Pnce		Accrued Interest					
Trade Status	Narrative									

#### Sales

#### Equities

11 Oct 13	MFB NTGI-QM COMMON DAILY ALL COUNTRY		-0.080	0.00	0.00	0.00	-0.76	-0.76	0.00	-0.76
15 Oct 13	WORLD EX-US IMI FUND - NON LENDING									
Settled	CUSIP 658999156 /		0.000000							
	TO REPRESENT TRANSACTION COST									
	OF \$ 81 FOR 10/11/2013									
11 Oct 13	MFB NTGI-QM COMMON DAILY ALL COUNTRY		-4.135.650	40.000.00	0.00	0.00	-39,413.07	586.93	0.00	586.93
15 Oct 13	WORLD EX-US IMI FUND - NON LENDING									
Settled	CUSIP 658999156 /		9.672000							
	SOLD 4,135.65 UNITS 10-11-13									
	AT A PRICE OF \$9.672 NET									
23 Aug 13	NTCC INTL SECURITIES FD FGT		-1.806.630	300.000.00	0.00	0.00	-295,685.41	4,314.59	0.00	4,314.59
26 Aug 13	CUSIP 665994968 /									
Settled			166.055200							
	SOLD 1,806.63 UNITS 08-23-13									
	AT A PRICE OF \$166.0552 NET									
14 Oct 13	NTCC INTL SECURITIES FD FGT		-404.030	70.000.00	0.00	0.00	-67,497.86	2,502.14	0.00	2,502.14
15 Oct 13	CUSIP 665994968 /									
Settled			173.256700							
	SOLD 404.03 UNITS 10-14-13 AT									
	A PRICE OF \$173.2567 NET									
Total International Region - USD				610,000.00	0.00	0.00	-611,668.07	-1,668.07	0.00	-1,668.07
<b>United States - USD</b>										
14 Feb 13	MFB NTGI-QM COM DAILY RUSSELL 1000 EQTY		-828.590	100,000.00	0.00	0.00	-91,029.05	8,970.95	0.00	8,970.95
15 Feb 13	INDEX FD-LENDING									
Settled	CUSIP 658991708 /		120.687000							
	SOLD 828.59 UNITS 02-14-13 AT									
	A PRICE OF \$120.687 NET									
21 Aug 13	MFB NTGI-QM COM DAILY RUSSELL 1000 EQTY		-1,608.300	210,000.00	0.00	0.00	-166,110.93	43,889.07	0.00	43,889.07
22 Aug 13	INDEX FD-LENDING									
Settled	CUSIP 658991708 /		130.573000							
	SOLD 1,608.30 UNITS 08-21-13									
	AT A PRICE OF \$130.573 NET									
15 Feb 13	NTCC LARGE CAP FD FGT		-861.570	90.000.00	0.00	0.00	-83,053.72	6,946.28	0.00	6,946.28
19 Feb 13	CUSIP 623999943 /									
Settled			104.460700							
	SOLD 861.57 UNITS 02-15-13 AT									
	A PRICE OF \$104.4607 NET									

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### Investment Transaction Detail

Trade Date Settle Date Trade Status	Security Description Asset ID / Ticker Broker / Commission Narrative	Shares/PAR Price	Transaction Amount			Realized Gain/Loss			
			Principal	Accrued Interest	Adjustment Amt	Cost	Market	Translation	Total

#### Sales

#### Equities

22 Aug 13 23 Aug 13 Settled	NTCC LARGE CAP FD FGT CUSIP 623999943 / SOLD 1 751 43 UNITS 08-22-13 AT A PRICE OF \$114 1926 NET	-1,751 430 114 192600	200 000 00	0 00	0 00	-171,382 30	28,617 70	0 00	28 617 70
15 Feb 13 19 Feb 13 Settled	NTCC MID CAP FD FGT CUSIP 629999392 / SOLD 231 76 UNITS 02-15-13 AT A PRICE OF \$129 4465 NET	-231 760 129 446500	30,000 00	0 00	0 00	-24,317 03	5,682 97	0 00	5,682 97
10 Jun 13 11 Jun 13 Settled	NTCC MID CAP FD FGT CUSIP 629999392 / SOLD 51 08 UNITS 06-10-13 AT A PRICE OF \$137 0468 NET	-51 080 137 046800	7 000 00	0 00	0 00	-6,717 07	282 93	0 00	282 93
22 Aug 13 23 Aug 13 Settled	NTCC MID CAP FD FGT CUSIP 629999392 / SOLD 691 61 UNITS 08-22-13 AT A PRICE OF \$144 5912 NET	-691 610 144 591200	100 000 00	0 00	0 00	-74,313 71	25,686 29	0 00	25,686 29
15 Feb 13 19 Feb 13 Settled	NTCC SMALL CAP FD FGT CUSIP 629439928 / SOLD 99 63 UNITS 02-15-13 AT A PRICE OF \$200 7532 NET	-99 630 200 753200	20,000 00	0 00	0 00	-14,538 05	5,461 95	0 00	5,461 95
10 Jun 13 11 Jun 13 Settled	NTCC SMALL CAP FD FGT CUSIP 629439928 / SOLD 46 39 UNITS 06-10-13 AT A PRICE OF \$215 5458 NET	-46 390 215 545800	10,000 00	0 00	0 00	-9,304 70	695 30	0 00	695 30
22 Aug 13 23 Aug 13 Settled	NTCC SMALL CAP FD FGT CUSIP 629439928 / SOLD 437 58 UNITS 08-22-13 AT A PRICE OF \$228 5325 NET	-437 580 228 532500	100 000 00	0 00	0 00	-67 342 20	32,657 80	0 00	32,657 80
11 Oct 13 15 Oct 13 Settled	NTCC SMALL CAP FD FGT CUSIP 629439928 / SOLD 41 54 UNITS 10-11-13 AT A PRICE OF \$240 7405 NET	-41 540 240 740500	10 000 00	0 00	0 00	-9,596 64	403 36	0 00	403 36

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### Investment Transaction Detail

Trade Date	Security Description	Shares/PAR	Transaction Amount	Realized Gain/Loss
Settle Date	Asset ID / Ticker	Price	Principal	Accrued Interest
Trade Status	Broker / Commission		Adjustment Amt	Cost
	Narrative			Market
				Translation
				Total

#### Sales

##### Equities

Total United States - USD	877,000 00	0 00	0 00	-717,705 40	159,294 60	0 00	159,294 60
Total funds - common stock	1,997,000 00	0 00	0 00	-1,894,212 67	102,787 33	0 00	102,787 33
Total equities	1,997,000 00	0 00	0 00	-1,894,212 67	102,787 33	0 00	102,787 33

##### Fixed Income

##### Funds - government bond

##### International Region - USD

21 Aug 13	MFO PIMCO FDS EMERGING LOCAL BD FD	-4 291 850	40,000 00	0 00	0 00	-46,210 83	-6,210 83	0 00	-6 210 83
22 Aug 13	INSTLCL USD								
Settled	CUSIP 72201F516 / PELBX	9 320000							
	SOLD 4,291 85 SHARES 08-21-13								
	AT A PRICE OF \$9 32 NET								
6 Sep 13	MFO PIMCO FDS EMERGING LOCAL BD FD	-7,526 880	70,000 00	0 00	0 00	-79,057 45	-9,057 45	0 00	-9,057 45
9 Sep 13	INSTLCL USD								
Settled	CUSIP 72201F516 / PELBX	9 300000							
	SOLD 7,526 88 SHARES 09-06-13								
	AT A PRICE OF \$9 30 NET								
3 Dec 13	MFO PIMCO FDS EMERGING LOCAL BD FD	-24,952 850	233 309 10	0 00	0 00	-259,111 35	-25,802 25	0 00	-25 802 25
4 Dec 13	INSTLCL USD								
Settled	CUSIP 72201F516 / PELBX	9 350000							
	SOLD 24 952 85 SHARES 12-03-13								
	AT A PRICE OF \$9 35 NET								
Total International Region - USD		343,309 10	0 00	0 00	0 00	-384,379 63	-41,070 53	0 00	-41,070 53
Total funds - government bond		343,309 10	0 00	0 00	0 00	-384,379 63	-41,070 53	0 00	-41,070 53

##### Funds - government agencies

##### United States - USD

15 Apr 13	MFB NTGI COMMON DAILY AGGREGATE BOND	-10,529 090	120,000 00	0 00	0 00	-120,914 65	-914 65	0 00	-914 65
16 Apr 13	INDEX FUND - LENDING								
Settled	CUSIP 003999AU3 /	11 397000							
	SOLD 10,529 09 UNITS 04-15-13								
	AT A PRICE OF \$11 397 NET								

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### Investment Transaction Detail

Trade Date	Security Description							Realized Gain/Loss	
Settle Date	Asset ID / Ticker								
Trade Status	Broker / Commission	Shares/PAR	Principal	Transaction Amount	Accrued Interest	Adjustment Amt	Cost	Market	Translation
	Narrative	Pnce							Total

#### Sales

##### Fixed Income

21 Aug 13	MFB NTGI COMMON DAILY AGGREGATE BOND	-27,726 430	300,000 00	0 00	0 00	-313 258 13	-13 258 13	0 00	-13 258 13
22 Aug 13	INDEX FUND - LENDING								
Settled	CUSIP 003999AU3 /	10 820000							
	SOLD 27,726 43 UNITS 08-21-13								
	AT A PRICE OF \$10 82 NET								
12 Nov 13	MFB NTGI COMMON DAILY AGGREGATE BOND	-66,464 980	725,000 00	0 00	0 00	-731,247 59	-6,247 59	0 00	-6 247 59
13 Nov 13	INDEX FUND - LENDING								
Settled	CUSIP 003999AU3 /	10 908000							
	SOLD 66,464 98 UNITS 11-12-13								
	AT A PRICE OF \$10 908 NET								
17 Dec 13	MFB NTGI COMMON DAILY AGGREGATE BOND	-9,160 030	100 000 00	0 00	0 00	-99 173 66	826 34	0 00	826 34
18 Dec 13	INDEX FUND - LENDING								
Settled	CUSIP 003999AU3 /	10 917000							
	SOLD 9,160 03 UNITS 12-17-13								
	AT A PRICE OF \$10 917 NET								
Total United States - USD			1,245 000 00	0 00	0 00	-1,264,594 03	-19,594 03	0 00	-19,594 03
Total funds - government agencies			1,245,000 00	0 00	0 00	-1,264,594 03	-19,594 03	0 00	-19,594 03

##### Funds - corporate bond

##### International Region - USD

21 Aug 13	MFO ROWE T PRICE INTL FD INC INTL BD FD	-5,296 610	50,000 00	0 00	0 00	-53,166 04	-3,166 04	0 00	-3,166 04
22 Aug 13	OPEN END FD								
Settled	CUSIP 77956H104 / RPIBX	9 440000							
	SOLD 5,296 61 SHARES 08-21-13								
	AT A PRICE OF \$9 44 NET								
Total International Region - USD			50,000 00	0 00	0 00	-53,166 04	-3,166 04	0 00	-3,166 04

##### United States - USD

24 Jan 13	MFB NORTHN FDS ULTRA SHORT FXD INC FD	-15 166 340	155 000 00	0 00	0 00	-155 151 68	-151 68	0 00	-151 68
25 Jan 13	CUSIP 665162467 / NUSFX								
Settled		10 220000							
	SOLD 15,166 34 UNITS 01-24-13								
	AT A PRICE OF \$10 22 NET								
15 Apr 13	MFB NORTHN FDS ULTRA SHORT FXD INC FD	-24 461 840	250 000 00	0 00	0 00	-249,949 22	50 78	0 00	50 78
16 Apr 13	CUSIP 665162467 / NUSFX								
Settled		10 220000							
	SOLD 24,461 84 UNITS 04-15-13								
	AT A PRICE OF \$10 22 NET								

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### Investment Transaction Detail

Trade Date Settle Date Trade Status	Security Description	Shares/PAR Price	Transaction Amount		Adjustment Amt	Cost	Realized Gain/Loss		Total
	Asset ID / Ticker Broker / Commission Narrative		Principal	Accrued Interest			Market	Translation	
Sales									
Fixed Income									
9 May 13 10 May 13 Settled	MFB NORTHN FDS ULTRA SHORT FXD INC FD CUSIP 665162467 / NUSFX  SOLD 12,720 16 UNITS 05-09-13 AT A PRICE OF \$10 22 NET	-12 720 160  10 220000	130,000 00	0 00	0 00	-129 747 40	252 60	0 00	252 60
7 Jun 13 10 Jun 13 Settled	MFB NORTHN FDS ULTRA SHORT FXD INC FD CUSIP 665162467 / NUSFX  SOLD 39 177 28 UNITS 06-07-13 AT A PRICE OF \$10 21 NET	-39,177 280  10 210000	400 000 00	0 00	0 00	-399,609 49	390 51	0 00	390 51
8 Jul 13 9 Jul 13 Settled	MFB NORTHN FDS ULTRA SHORT FXD INC FD CUSIP 665162467 / NUSFX  SOLD 9 823 18 UNITS 07-08-13 AT A PRICE OF \$10 18 NET	-9 823 180  10 180000	100 000 00	0 00	0 00	-100,196 43	-196 43	0 00	-196 43
21 Aug 13 22 Aug 13 Settled	MFB NORTHN FDS ULTRA SHORT FXD INC FD CUSIP 665162467 / NUSFX  SOLD 5 888 13 UNITS 08-21-13 AT A PRICE OF \$10 19 NET	-5,888 130  10 190000	60,000 00	0 00	0 00	-60 059 21	-59 21	0 00	-59 21
6 Sep 13 9 Sep 13 Settled	MFB NORTHN FDS ULTRA SHORT FXD INC FD CUSIP 665162467 / NUSFX  SOLD 21 095 87 UNITS 09-06-13 AT A PRICE OF \$10 19 NET	-21,095 870  10 190000	214,966 20	0 00	0 00	-215,177 56	-211 36	0 00	-211 36
21 Aug 13 22 Aug 13 Settled	MFO PIMCO FDS PAC INVT MGMT SER HIGH YIELD FD INSTL CL CUSIP 693390841 / PHIYX SOLD 5,313 50 SHARES 08-21-13 AT A PRICE OF \$9 41 NET	-5,313 500  9 410000	50,000 00	0 00	0 00	-51 178 85	-1,178 85	0 00	-1,178 85
Total United States - USD			1,359,966 20	0 00	0 00	-1,361,069 84	-1,103 64	0 00	-1 103 64
Total funds - corporate bond			1,409,966 20	0 00	0 00	-1,414,235 88	-4,269 68	0 00	-4,269 68

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## Investment Transaction Detail

Trade Date	Security Description	Shares/PA	Transaction Amount	Realized Gain/Loss
Settle Date	Asset ID / Ticker	Price	Principal	Accrued Interest
Trade Status	Broker / Commission		Adjustment Amt	Cost
	Narrative		Market	Translation
				Total

### Sales

#### Fixed Income

##### Funds - fixed income etf

##### United States - USD

21 Aug 13	MFC FLEXSHARES TR TR IBOX 3 YR TARGET	-2,408 000	59,861 83	0 00	0 00	-61,022 56	-1,160 73	0 00	-1 160 73
26 Aug 13	DURATION TIPS INDEX FD								
Settled	CUSIP 33939L506 / TDTT	24 880000							
	DEUTSCHE BANK SECURITIES CORP / 48 16								
	OTHER CHARGES 1 05								
	SOLD 2,408 00 SHARES 08-21-13								
	AT A PRICE OF \$24 88 LESS								
	BROKER COMMISSION OF \$48 16								
	AND OTHER CHARGES OF \$1 05								
	DEUTSCHE BANK SECURITIES CORP								
Total United States - USD			59,861 83	0 00	0 00	-61,022 56	-1,160 73	0 00	-1,160 73
Total funds - fixed income etf			59,861 83	0 00	0 00	-61,022 56	-1,160 73	0 00	-1,160 73
Total fixed income			3,058,137 13	0 00	0 00	-3,124,232 10	-66,094 97	0 00	-66,094 97

#### Commodities

##### Funds - commodity linked

##### United States - USD

21 Aug 13	MFO PIMCO FDS PAC INVT MGMT SER	-26,362 040	150 000 00	0 00	0 00	-188 281 76	-38,281 76	0 00	-38,281 76
22 Aug 13	COMMODITY REALRETURN STRATEGY FD INSTL								
Settled	CUSIP 722005667 / PCRIX	5 690000							
	SOLD 26,362 04 SHARES 08-21-13								
	AT A PRICE OF \$5 69 NET								
Total United States - USD			150,000 00	0 00	0 00	-188,281 76	-38,281 76	0 00	-38,281 76
Total funds - commodity linked			150,000 00	0 00	0 00	-188,281 76	-38,281 76	0 00	-38,281 76

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Trade Date	Security Description	Shares/PAR	Transaction Amount	Realized Gain/Loss
Settle Date	Asset ID / Ticker	Price	Principal	Accrued Interest
Trade Status	Broker / Commission		Adjustment Amt	Cost
	Narrative			Market
				Translation
				Total

#### Sales

#### Commodities

#### Funds - commodity etf

#### Global Region - USD

18 Jan 13	MFC SPDR GOLD TR GOLD SHS	-1 194 000	195,179 17	0 00	0 00	-140,920 35	54,258 82	0 00	54,258 82
24 Jan 13	CUSIP 78463V107 / GLD								
Settled	CITIGROUP GLOBAL MARKETS INC/SALOMON BROTHERS / 35 82	163 500300							
	OTHER CHARGES 4 37								
	SOLD 1,194 00 SHARES 01-18-13								
	AT A PRICE OF \$163 5003 LESS								
	BROKER COMMISSION OF \$35 82								
	AND OTHER CHARGES OF \$4 37								
	SALOMON BROTHERS & CO								
1 Apr 13	MFC SPDR GOLD TR GOLD SHS	-3,370 000	520,799 25	0 00	0 00	-349 151 82	171,647 43	0 00	171 647 43
4 Apr 13	CUSIP 78463V107 / GLD								
Settled	UBS SECURITIES / 101 10	154 573300							
	OTHER CHARGES 11 67								
	SOLD 3 370 00 SHARES 04-01-13								
	AT A PRICE OF \$154 5733 LESS								
	BROKER COMMISSION OF \$101 10								
	AND OTHER CHARGES OF \$11 67								
	FAINE WEBBER INC								
Total Global Region - USD			715,978 42	0 00	0 00	-490,072 17	225,906 25	0 00	225,906 25
Total funds - commodity etf			715,978 42	0 00	0 00	-490,072 17	225,906 25	0 00	225,906 25
Total commodities			865,978 42	0 00	0 00	-678,353 93	187,624 49	0 00	187,624 49
Total sales		-395,751 28	5,921,115 55	0 00	0 00	-5,696,798 70	224,316 85	0 00	224,316 85

#### Wash Sale Adjustment Reclassification

#### Fixed Income

#### Funds - government bond

#### International Region - USD

21 Aug 13	MFO PIMCO FDS EMERGING LOCAL BD FD	0 000	0 00	0 00	-208 71	0 00	0 00	0 00	0 00
21 Aug 13	INSTLCL USD								
Settled	CUSIP 72201F516 / PELBX	0 000000							
	TO REFLECT WASH SALE								
	ADJUSTMENT RECLASSIFICATION								

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Trade Date	Security Description	Shares/PAR	Principal	Transaction Amount	Adjustment Amt	Cost	Realized Gain/Loss		
							Market	Translation	Total
Settle Date	Asset ID / Ticker	Pnce		Accrued Interest					
Trade Status	Broker / Commission								
	Narrative								
<b>Wash Sale Adjustment Reclassification</b>									
<b>Fixed Income</b>									
21 Aug 13	MFO PIMCO FDS EMERGING LOCAL BD FD	0 000	0 00	0 00	-157 77	0 00	0 00	0 00	0 00
21 Aug 13	INSTLCL USD								
Settled	CUSIP 72201F516 / PELBX	0 000000							
	TO REFLECT WASH SALE								
	ADJUSTMENT RECLASSIFICATION								
21 Aug 13	MFO PIMCO FDS EMERGING LOCAL BD FD	0 000	0 00	0 00	-591 64	0 00	0 00	0 00	0 00
21 Aug 13	INSTLCL USD								
Settled	CUSIP 72201F516 / PELBX	0 000000							
	TO REFLECT WASH SALE								
	ADJUSTMENT RECLASSIFICATION								
6 Sep 13	MFO PIMCO FDS EMERGING LOCAL BD FD	0 000	0 00	0 00	-103 87	0 00	0 00	0 00	0 00
6 Sep 13	INSTLCL USD								
Settled	CUSIP 72201F516 / PELBX	0 000000							
	TO REFLECT WASH SALE								
	ADJUSTMENT RECLASSIFICATION								
Total International Region - USD			0 00	0 00	-1,061 99	0 00	0 00	0 00	0 00
Total funds - government bond			0 00	0 00	-1,061 99	0 00	0 00	0 00	0 00
<b>Funds - corporate bond</b>									
<b>International Region - USD</b>									
21 Aug 13	MFO ROWE T PRICE INTL FD INC INTL BD FD	0 000	0 00	0 00	-3,135 99	0 00	0 00	0 00	0 00
21 Aug 13	OPEN END FD								
Settled	CUSIP 77956H104 / RPIBX	0 000000							
	TO REFLECT WASH SALE								
	ADJUSTMENT RECLASSIFICATION								
21 Aug 13	MFO ROWE T PRICE INTL FD INC INTL BD FD	0 000	0 00	0 00	-15 10	0 00	0 00	0 00	0 00
21 Aug 13	OPEN END FD								
Settled	CUSIP 77956H104 / RPIBX	0 000000							
	TO REFLECT WASH SALE								
	ADJUSTMENT RECLASSIFICATION								
21 Aug 13	MFO ROWE T PRICE INTL FD INC INTL BD FD	0 000	0 00	0 00	-14 95	0 00	0 00	0 00	0 00
21 Aug 13	OPEN END FD								
Settled	CUSIP 77956H104 / RPIBX	0 000000							
	TO REFLECT WASH SALE								
	ADJUSTMENT RECLASSIFICATION								
Total International Region - USD			0 00	0 00	-3,166 04	0 00	0 00	0 00	0 00

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Trade Date	Security Description Asset ID / Ticker	Shares/PAR Price	Principal	Transaction Amount Accrued Interest	Adjustment Amt	Cost	Realized Gain/Loss		Total
							Market	Translation	
Settle Date	Broker / Commission								
Trade Status	Narrative								
Wash Sale Adjustment Reclassification									
Fixed Income									
United States - USD									
24 Jan 13	MFB NORTHN FDS ULTRA SHORT FXD INC FD	0 000	0 00	0 00	-0 95	0 00	0 00	0 00	0 00
24 Jan 13	CUSIP 665162467 / NUSFX								
Settled		0 000000							
	TO REFLECT WASH SALE								
	ADJUSTMENT RECLASSIFICATION								
15 Apr 13	MFB NORTHN FDS ULTRA SHORT FXD INC FD	0 000	0 00	0 00	-0 59	0 00	0 00	0 00	0 00
15 Apr 13	CUSIP 665162467 / NUSFX								
Settled		0 000000							
	TO REFLECT WASH SALE								
	ADJUSTMENT RECLASSIFICATION								
9 May 13	MFB NORTHN FDS ULTRA SHORT FXD INC FD	0 000	0 00	0 00	-0 43	0 00	0 00	0 00	0 00
9 May 13	CUSIP 665162467 / NUSFX								
Settled		0 000000							
	TO REFLECT WASH SALE								
	ADJUSTMENT RECLASSIFICATION								
7 Jun 13	MFB NORTHN FDS ULTRA SHORT FXD INC FD	0 000	0 00	0 00	-0 63	0 00	0 00	0 00	0 00
7 Jun 13	CUSIP 665162467 / NUSFX								
Settled		0 000000							
	TO REFLECT WASH SALE								
	ADJUSTMENT RECLASSIFICATION								
8 Jul 13	MFB NORTHN FDS ULTRA SHORT FXD INC FD	0 000	0 00	0 00	-0 36	0 00	0 00	0 00	0 00
8 Jul 13	CUSIP 665162467 / NUSFX								
Settled		0 000000							
	TO REFLECT WASH SALE								
	ADJUSTMENT RECLASSIFICATION								
21 Aug 13	MFB NORTHN FDS ULTRA SHORT FXD INC FD	0 000	0 00	0 00	-0 16	0 00	0 00	0 00	0 00
21 Aug 13	CUSIP 665162467 / NUSFX								
Settled		0 000000							
	TO REFLECT WASH SALE								
	ADJUSTMENT RECLASSIFICATION								
21 Aug 13	MFB NORTHN FDS ULTRA SHORT FXD INC FD	0 000	0 00	0 00	-0 05	0 00	0 00	0 00	0 00
21 Aug 13	CUSIP 665162467 / NUSFX								
Settled		0 000000							
	TO REFLECT WASH SALE								
	ADJUSTMENT RECLASSIFICATION								

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## Portfolio Statement

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Account number 2212149  
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### Investment Transaction Detail

Trade Date	Security Description	Shares/PAR	Transaction Amount	Realized Gain/Loss
Settle Date	Asset ID / Ticker	Price	Principal	Accrued Interest
Trade Status	Broker / Commission		Adjustment Amt	Cost
	Narrative			Market
				Translation
				Total

#### Wash Sale Adjustment Reclassification

##### Fixed Income

21 Aug 13	MFO PIMCO FDS PAC INVT MGMT SER HIGH	0 000	0 00	0 00	-17 57	0 00	0 00	0 00	0 00
21 Aug 13	YIELD FD INSTL CL								
Settled	CUSIP 693390841 / PHIYX	0 000000							
	TO REFLECT WASH SALE								
	ADJUSTMENT RECLASSIFICATION								
Total United States - USD			0 00	0 00	-20 74	0 00	0 00	0 00	0 00
Total funds - corporate bond			0 00	0 00	-3,186 78	0 00	0 00	0 00	0 00
Total fixed income			0 00	0 00	-4,248 77	0 00	0 00	0 00	0 00

##### Commodities

##### Funds - commodity linked

##### United States - USD

21 Aug 13	MFO PIMCO FDS PAC INVT MGMT SER	0 000	0 00	0 00	-626 65	0 00	0 00	0 00	0 00
21 Aug 13	COMMODITY REALRETURN STRATEGY FD INSTL								
Settled	CUSIP 722005667 / PCRIX	0 000000							
	TO REFLECT WASH SALE								
	ADJUSTMENT RECLASSIFICATION								
Total United States - USD			0 00	0 00	-626 65	0 00	0 00	0 00	0 00
Total funds - commodity linked			0 00	0 00	-626 65	0 00	0 00	0 00	0 00
Total commodities			0 00	0 00	-626 65	0 00	0 00	0 00	0 00
Total wash sale adjustment reclassification			0 00	0 00	-4,875 42	0 00	0 00	0 00	0 00

#### Wash Sale Cost Adjustments

##### Fixed Income

##### Funds - government bond

##### International Region - USD

21 Aug 13	MFO PIMCO FDS EMERGING LOCAL BD FD	0 000	0 00	0 00	0 00	591 64	0 00	0 00	0 00
21 Aug 13	INSTLCL USD								
Settled	CUSIP 72201F516 / PELBX	0 000000							
	WASH SALE COST ADJUSTMENT								

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### Investment Transaction Detail

Trade Date		Security Description		Realized Gain/Loss						
Settle Date	Broker / Commission	Asset ID / Ticker	Shares/PAR	Principal	Transaction Amount	Adjustment Amt	Cost	Market	Translation	Total
Trade Status	Narrative		Price		Accrued Interest					
Wash Sale Cost Adjustments										
Fixed Income										
21 Aug 13		MFO PIMCO FDS EMERGING LOCAL BD FD	0 000	0 00	0 00	0 00	157 77	0 00	0 00	0 00
21 Aug 13		INSTLCL USD								
Settled		CUSIP 72201F516 / PELBX	0 000000							
		WASH SALE COST ADJUSTMENT								
30 Aug 13		MFO PIMCO FDS EMERGING LOCAL BD FD	0 000	0 00	0 00	0 00	208 71	0 00	0 00	0 00
30 Aug 13		INSTLCL USD								
Settled		CUSIP 72201F516 / PELBX	0 000000							
		WASH SALE COST ADJUSTMENT								
30 Sep 13		MFO PIMCO FDS EMERGING LOCAL BD FD	0 000	0 00	0 00	0 00	103 87	0 00	0 00	0 00
30 Sep 13		INSTLCL USD								
Settled		CUSIP 72201F516 / PELBX	0 000000							
		WASH SALE COST ADJUSTMENT								
Total International Region - USD				0 00	0 00	0 00	1,061 99	0 00	0 00	0 00
Total funds - government bond				0 00	0 00	0 00	1,061 99	0 00	0 00	0 00
Funds - corporate bond										
International Region - USD										
21 Aug 13		MFO ROWE T PRICE INTL FD INC INTL BD FD	0 000	0 00	0 00	0 00	14 95	0 00	0 00	0 00
21 Aug 13		OPEN END FD								
Settled		CUSIP 77956H104 / RPIBX	0 000000							
		WASH SALE COST ADJUSTMENT								
30 Aug 13		MFO ROWE T PRICE INTL FD INC INTL BD FD	0 000	0 00	0 00	0 00	15 10	0 00	0 00	0 00
30 Aug 13		OPEN END FD								
Settled		CUSIP 77956H104 / RPIBX	0 000000							
		WASH SALE COST ADJUSTMENT								
6 Sep 13		MFO ROWE T PRICE INTL FD INC INTL BD FD	0 000	0 00	0 00	0 00	3,135 99	0 00	0 00	0 00
6 Sep 13		OPEN END FD								
Settled		CUSIP 77956H104 / RPIBX	0 000000							
		WASH SALE COST ADJUSTMENT								
Total International Region - USD				0 00	0 00	0 00	3,166 04	0 00	0 00	0 00
United States - USD										
24 Jan 13		MFB NORTHN FDS ULTRA SHORT FXD INC FD	0 000	0 00	0 00	0 00	0 95	0 00	0 00	0 00
24 Jan 13		CUSIP 665162467 / NUSFX								
Settled			0 000000							
		WASH SALE COST ADJUSTMENT								

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## Portfolio Statement

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Account number 2212149  
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### Investment Transaction Detail

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Trade Date Settle Date Trade Status	Security Description Asset ID / Ticker Broker / Commission Narrative	Shares/PAR Price	Principal	Transaction Amount		Adjustment Amt	Cost	Realized Gain/Loss		
				Accrued Interest				Market	Translation	Total
Wash Sale Cost Adjustments										
Fixed Income										
24 Apr 13 24 Apr 13 Settled	MFB NORTHN FDS ULTRA SHORT FXD INC FD CUSIP 665162467 / NUSFX WASH SALE COST ADJUSTMENT	0 000 0 000000	0 00	0 00	0 00	0 00	0 59	0 00	0 00	0 00
23 May 13 23 May 13 Settled	MFB NORTHN FDS ULTRA SHORT FXD INC FD CUSIP 665162467 / NUSFX WASH SALE COST ADJUSTMENT	0 000 0 000000	0 00	0 00	0 00	0 00	0 43	0 00	0 00	0 00
24 Jun 13 24 Jun 13 Settled	MFB NORTHN FDS ULTRA SHORT FXD INC FD CUSIP 665162467 / NUSFX WASH SALE COST ADJUSTMENT	0 000 0 000000	0 00	0 00	0 00	0 00	0 63	0 00	0 00	0 00
24 Jul 13 24 Jul 13 Settled	MFB NORTHN FDS ULTRA SHORT FXD INC FD CUSIP 665162467 / NUSFX WASH SALE COST ADJUSTMENT	0 000 0 000000	0 00	0 00	0 00	0 00	0 36	0 00	0 00	0 00
26 Aug 13 26 Aug 13 Settled	MFB NORTHN FDS ULTRA SHORT FXD INC FD CUSIP 665162467 / NUSFX WASH SALE COST ADJUSTMENT	0 000 0 000000	0 00	0 00	0 00	0 00	0 16	0 00	0 00	0 00
30 Aug 13 30 Aug 13 Settled	MFO PIMCO FDS PAC INVT MGMT SER HIGH YIELD FD INSTL CL CUSIP 693390841 / PHIYX WASH SALE COST ADJUSTMENT	0 000 0 000000	0 00	0 00	0 00	0 00	17 57	0 00	0 00	0 00
6 Sep 13 6 Sep 13 Settled	MFB NORTHN FDS ULTRA SHORT FXD INC FD CUSIP 665162467 / NUSFX WASH SALE COST ADJUSTMENT	0 000 0 000000	0 00	0 00	0 00	0 00	0 05	0 00	0 00	0 00
Total United States - USD			0 00	0 00	0 00	0 00	20 74	0 00	0 00	0 00
Total funds - corporate bond			0 00	0 00	0 00	0 00	3,186 78	0 00	0 00	0 00
Total fixed income			0 00	0 00	0 00	0 00	4,248 77	0 00	0 00	0 00

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Trade Date	Security Description						Realized Gain/Loss		
Settle Date	Asset ID / Ticker	Shares/PAR	Broker / Commission	Transaction Amount					
Trade Status	Narrative	Pnce	Principal	Accrued Interest	Adjustment Amt	Cost	Market	Translation	Total

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### Investment Transaction Detail

Trade Date Settle Date Trade Status	Security Description Asset ID / Ticker Broker / Commission Narrative	Shares/PAR Price	Principal	Transaction Amount		Adjustment Amt	Cost	Realized Gain/Loss		
				Accrued Interest				Market	Translation	Total
Wash Sale Loss Adjustments										
Fixed Income										
Total funds - government bond			0 00		0 00		0 00	1,061 99	0 00	1,061 99
Funds - corporate bond										
International Region - USD										
21 Aug 13 21 Aug 13 Settled	MFO ROWE T PRICE INTL FD INC INTL BD FD OPEN END FD CUSIP 77956H104 / RPIBX WASH SALE LOSS ADJUSTMENT	0 000  0 000000	0 00		0 00		0 00	3,135 99	0 00	3,135 99
21 Aug 13 21 Aug 13 Settled	MFO ROWE T PRICE INTL FD INC INTL BD FD OPEN END FD CUSIP 77956H104 / RPIBX WASH SALE LOSS ADJUSTMENT	0 000  0 000000	0 00		0 00		0 00	15 10	0 00	15 10
21 Aug 13 21 Aug 13 Settled	MFO ROWE T PRICE INTL FD INC INTL BD FD OPEN END FD CUSIP 77956H104 / RPIBX WASH SALE LOSS ADJUSTMENT	0 000  0 000000	0 00		0 00		0 00	14 95	0 00	14 95
Total International Region - USD			0 00		0 00		0 00	3,166 04	0 00	3,166 04
United States - USD										
24 Jan 13 24 Jan 13 Settled	MFB NORTHN FDS ULTRA SHORT FXD INC FD CUSIP 665162467 / NUSFX WASH SALE LOSS ADJUSTMENT	0 000  0 000000	0 00		0 00		0 00	0 95	0 00	0 95
15 Apr 13 15 Apr 13 Settled	MFB NORTHN FDS ULTRA SHORT FXD INC FD CUSIP 665162467 / NUSFX WASH SALE LOSS ADJUSTMENT	0 000  0 000000	0 00		0 00		0 00	0 59	0 00	0 59
9 May 13 9 May 13 Settled	MFB NORTHN FDS ULTRA SHORT FXD INC FD CUSIP 665162467 / NUSFX WASH SALE LOSS ADJUSTMENT	0 000  0 000000	0 00		0 00		0 00	0 43	0 00	0 43
7 Jun 13 7 Jun 13 Settled	MFB NORTHN FDS ULTRA SHORT FXD INC FD CUSIP 665162467 / NUSFX WASH SALE LOSS ADJUSTMENT	0 000  0 000000	0 00		0 00		0 00	0 63	0 00	0 63

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### Investment Transaction Detail

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Trade Date	Security Description	Shares/PAR	Principal	Transaction Amount	Adjustment Amt	Cost	Market	Translation	Total
Settle Date	Asset ID / Ticker	Pnce		Accrued Interest					
Trade Status	Broker / Commission								
	Narrative								

#### Wash Sale Loss Adjustments

##### Fixed Income

8 Jul 13	MFB NORTHN FDS ULTRA SHORT FXD INC FD	0 000	0 00	0 00	0 00	0 00	0 36	0 00	0 36
8 Jul 13	CUSIP 665162467 / NUSFX								
Settled		0 000000							
	WASH SALE LOSS ADJUSTMENT								
21 Aug 13	MFB NORTHN FDS ULTRA SHORT FXD INC FD	0 000	0 00	0 00	0 00	0 00	0 16	0 00	0 16
21 Aug 13	CUSIP 665162467 / NUSFX								
Settled		0 000000							
	WASH SALE LOSS ADJUSTMENT								
21 Aug 13	MFB NORTHN FDS ULTRA SHORT FXD INC FD	0 000	0 00	0 00	0 00	0 00	0 05	0 00	0 05
21 Aug 13	CUSIP 665162467 / NUSFX								
Settled		0 000000							
	WASH SALE LOSS ADJUSTMENT								
21 Aug 13	MFO PIMCO FDS PAC INVT MGMT SER HIGH	0 000	0 00	0 00	0 00	0 00	17 57	0 00	17 57
21 Aug 13	YIELD FD INSTL CL								
Settled	CUSIP 693390841 / PHIYX	0 000000							
	WASH SALE LOSS ADJUSTMENT								
Total United States - USD			0 00	0 00	0 00	0 00	20 74	0 00	20 74
Total funds - corporate bond			0 00	0 00	0 00	0 00	3,186 78	0 00	3,186 78
Total fixed income			0 00	0 00	0 00	0 00	4,248 77	0 00	4,248 77

##### Commodities

##### Funds - commodity linked

##### United States - USD

21 Aug 13	MFO PIMCO FDS PAC INVT MGMT SER	0 000	0 00	0 00	0 00	0 00	626 65	0 00	626 65
21 Aug 13	COMMODITY REALRETURN STRATEGY FD INSTL								
Settled	CUSIP 722005667 / PCRIX	0 000000							
	WASH SALE LOSS ADJUSTMENT								
Total United States - USD			0 00	0 00	0 00	0 00	626 65	0 00	626 65
Total funds - commodity linked			0 00	0 00	0 00	0 00	626 65	0 00	626 65
Total commodities			0 00	0 00	0 00	0 00	626 65	0 00	626 65
Total wash sale loss adjustments			0 00	0 00	0 00	0 00	4,875 42	0 00	4,875 42
Total transactions			887,534 79	0 00	-4,875 42	-558,159 58	329,375 21	0 00	329,375 21

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