

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

|  |   |  |                      |
|--|---|--|----------------------|
| 1 Issuer's name<br><u>IntercontinentalExchange, Inc.</u>   |   | 2 Issuer's employer identification number (EIN)<br><u>58-2555670</u>                     |                      |
| 3 Name of contact for additional information<br><u>Martin Hunter</u>   | 4 Telephone No. of contact<br><u>770-857-4700</u> | 5 Email address of contact<br><u>Martin.Hunter@theice.com</u>                            |                      |
| 6 Number and street (or P.O. box if mail is not delivered to street address) of contact<br><u>2100 RiverEdge Pkwy, Suite 500</u> |   | 7 City, town, or post office, state, and Zip code of contact<br><u>Atlanta, GA 30328</u> |                      |
| 8 Date of action<br><u>November 13, 2013</u>   |   | 9 Classification and description<br><u>ICE common shares</u>                             |                      |
| 10 CUSIP number<br><u>45865V100</u>  | 11 Serial number(s)                               | 12 Ticker symbol<br><u>ICE</u>   | 13 Account number(s) |

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ On November 13, 2013, Braves Merger Sub, Inc., an indirect, wholly owned subsidiary of IntercontinentalExchange, Inc. ("ICE"), merged with and into ICE (the "ICE Merger") with ICE surviving as a wholly owned subsidiary of IntercontinentalExchange Group, Inc. ("ICE Group"). As a result of the ICE Merger, each share of ICE common stock was exchanged on a one for one basis for a share of ICE Group common stock.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ Our outside counsel has opined that the ICE Merger constituted a reorganization under section 368(a) of the Internal Revenue Code, as amended (the "IRC"). As a result, a shareholder who received shares of ICE Group common stock in exchange for shares of ICE common stock pursuant to the ICE Merger will not recognize gain or loss. The aggregate tax basis of the ICE Group common stock received in the ICE Merger will equal the aggregate tax basis of the ICE common stock exchanged.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ A shareholder's basis in each share of ICE Group common stock is the same as the basis of the share of ICE common stock exchanged therefor.

**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ IRC Sections 354(a), 358, and 368(a).

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18 Can any resulting loss be recognized? ▶ No loss may be recognized by a shareholder in the ICE Merger.

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19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The tax basis in the newly issued ICE Group common stock will be taken into account in the tax year of the shareholder during which the merger occurred (e.g., 2013 for calendar year taxpayer).

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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 officer) is based on all information of which preparer has any knowledge.

**Sign Here** Signature ▶ Martin Hunter Date ▶ 12/6/13

Print your name ▶ Martin Hunter Title ▶ SVP Tax and Treasurer

|                               |  |                      |                |   |                                |
|-------------------------------|--|----------------------|----------------|---|--------------------------------|
| <b>Paid Preparer Use Only</b> | Print/Type preparer's name   | Preparer's signature | Date           | Check <input type="checkbox"/> if self-employed | PTIN                           |
|                               | <u>David Sharkey</u>   | <u>[Signature]</u>   | <u>12/6/13</u> |   | <u>P00542072</u>               |
|                               | Firm's name ▶ <u>Deloitte Tax LLP</u>                                      |                      |                |   | Firm's EIN ▶ <u>86-1065772</u> |
|                               | Firm's address ▶ <u>191 Peachtree Street, Suite 2000 Atlanta, GA 30303</u> |                      |                |   | Phone no. <u>404-220-1500</u>  |