



IntercontinentalExchange, Inc.


ICE NYSE

Investment Services

Market Capitalization USD:

\$8,687.85 mm

CONCERN LEVEL: LOW

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Jeffrey C. Sprecher

Age: 57

CEO Since: 2000

	2009	2010	2011
Base Salary	\$780,000	\$908,333	\$1,041,667
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$1,846,800	\$2,250,000	\$2,289,000
Benefits and Perquisites	\$25,020	\$25,020	\$25,255
TOTAL ANNUAL COMPENSATION	\$2,651,820	\$3,183,353	\$3,355,922
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$1,385,997	\$0	\$1,385,970
Stock Awards	\$2,757,702	\$0	\$3,933,888
TOTAL COMPENSATION	\$6,795,519	\$3,183,353	\$8,675,780
Median of Other Named Executive Officers Total Compensation	\$2,563,314	\$1,440,192	\$3,550,392
Value Realized on Exercise of Stock Option	\$0	\$0	\$1,162,715
Value Realized on Vesting of Stock	\$3,281,848	\$3,576,645	\$3,540,554
TOTAL REALIZED EQUITY COMPENSATION	\$3,281,848	\$3,576,645	\$4,703,269

Proxy Date: 30 Mar 2012

Annual Meeting Date: 18 May 2012

Equity Reserves: 6.24%

Stock Option Run Rate: 0.12%

IntercontinentalExchange, Inc.

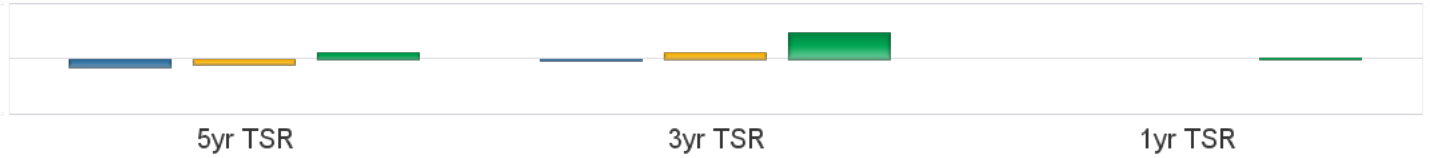
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Performance Comparison

■ S&P500 ■ Industry ■ ICE



Peer Comparisons (TRBC) - Investment Services

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
ICE	IntercontinentalExchange, Inc.	\$6,795,519	\$3,183,353	\$8,675,780	\$8,687,850,038
MS	Morgan Stanley	\$1,249,666	\$15,185,737	\$12,981,856	\$26,046,148,361
TRI	Thomson Reuters Corporation	\$9,447,624	\$9,497,750		\$22,459,167,606
BEN	Franklin Resources, Inc.	\$6,289,140	\$6,728,758	\$9,877,522	\$21,092,175,225
BLK	BlackRock, Inc.	\$15,859,456	\$23,839,294		\$19,988,695,588
CME	CME Group Inc.	\$4,727,306	\$6,906,028		\$16,474,993,180
SCHW	Charles Schwab Corporation (The)	\$10,029,410	\$10,018,919	\$10,104,377	\$13,630,053,190

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Citrix Systems Inc., CME Group, Inc., FactSet Research Systems Inc., GFI Group Inc., Interactive Brokers Group Inc., Investment Technology Group, Inc., Knight Capital Group Inc., MasterCard, Inc., Moody's Corp., The Nasdaq OMX Group Inc., NYSE Euronext, optionsXpress Holdings, Inc., Salesforce.com Inc., TD Ameritrade Holding Corp.

Performance Peer Group

S&P 500

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Vincent S. Tese	Chairman	69	Male	8	Outside
Charles R. Crisp	Member	64	Male	10	Outside Related
Robert Reid	Member	77	Male	11	Outside Related