

NYMEX HOLDINGS INC
Form 425
May 21, 2008

Filed by CME Group Inc. pursuant
to Rule 425 under the Securities Act of 1933, as amended, and
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Subject Company: NYMEX Holdings, Inc.

Subject Company's Commission File No.: 001-33149

The following slides relating to the CME Group/NYMEX Holdings transaction were included in an investor presentation on May 21, 2008 and were posted to CME Group's

Fox-Pitt Kelton Cochran Caronia Waller
Global Market Structure Conference
May 21, 2008
Jamie Parisi
Chief Financial Officer

2

Discussion of Forward-Looking Statements

NOTE:

Unless otherwise noted, all references to CME Group volume, open interest and rate per contract information in the text of this document exclude CME Group's non-traditional TRAKRSSM products, for which CME Group receives

significantly
lower
clearing
fees
of
less
than
one
cent
per
contract
on
average,
as
well
as
CME
Group
Auction
Markets
products
and
Swapstream
®
products.
Unless
otherwise
noted,
all
year,
quarter
and
month
to
date
volume
is
through
05/16/08.
Statements in this news release that are not historical facts are forward-looking statements. These statements are not guaranteed
and
assumptions
that
are
difficult
to
predict.
Therefore,
actual
outcomes

and
results
may
differ
materially
from
what
is
expressed
or
implied
in
any
forward-looking
statements.

Among
the factors that might affect our performance are: our ability to obtain the required approvals and to satisfy the closing conditions

and
our
ability
to
realize
the
benefits
and
control
the
costs
of
the
proposed
transaction;
our
ability
to
successfully
integrate
the
businesses
of
CME
Holdings
and
CBOT
Holdings,
including
the
fact
that
such

integration
may
be
more
difficult,
time
consuming
or
costly
than
expected
and
revenues
following
the
merger
may
be
lower
than
expected;
increasing
competition
by
foreign
and
domestic
entities,
including
increased
competition
from
new
entrants
into
our
markets
and
consolidation
of
existing
entities;
our
ability
to
keep
pace
with
rapid
technological

developments,
including
our
ability
to
complete
the
development
and
implementation
of
the
enhanced
functionality
required
by
our
customers;
our
ability
to
continue
introducing
competitive
new
products
and
services
on
a
timely,
cost-effective
basis,
including
through
our
electronic
trading
capabilities,
and
our
ability
to
maintain
the
competitiveness
of
our
existing
products

and
services;
our
ability
to
adjust
our
fixed
costs
and
expenses
if
our
revenues
decline;
our
ability
to
continue
to
generate
revenues
from
our
processing
services;
our
ability
to
maintain
existing
customers
and
attract
new
ones;
our
ability
to
expand
and
offer
our
products
in
foreign
jurisdictions;
changes
in
domestic

and
foreign
regulations;
changes
in
government
policy,
including
policies
relating
to
common
or
directed
clearing
or
as
a
result
of
a
combination
with
the
Securities
and
Exchange
Commission and
the
Commodity
Futures
Trading
Commission;
the
costs
associated
with
protecting
our
intellectual
property
rights
and
our
ability
to
operate
our
business
without

violating
the
intellectual
property
rights
of
others;
our
ability
to
generate
revenue
from
our
market
data
that
may
be
reduced
or
eliminated
by
decreased
demand
or
the
growth
of
electronic
trading;
changes
in
our
rate
per
contract
due
to
shifts
in
the
mix
of
the
products
traded,
the
trading
venue

and
the
mix
of
customers
(whether
the
customer
receives
member
or
non-member
fees
or
participates
in
one
of
our
various
incentive
programs)
and
the
impact
of
our
tiered
pricing
structure;
the
ability
of
our
financial
safeguards
package
to
adequately
protect
us
from
the
credit
risks
of
clearing
members;
the
ability

of
our
compliance
and
risk
management
methods
to
effectively
monitor
and
manage
our
risks;
changes
in
price
levels
and
volatility
in
the
derivatives
markets
and
in
underlying
fixed
income,
equity,
foreign
exchange
and
commodities
markets;
economic,
political,
geopolitical
and
market
conditions;
natural
disasters
and
other
catastrophes,
our
ability
to
accommodate

increases
in
trading
volume
and
order
transaction
traffic
without
failure
or
degradation
of
performance
of
our
systems;
our
ability
to
execute
our
growth
strategy
and
maintain
our
growth
effectively;
our
ability
to
manage
the
risks
and
control
the
costs
associated
with
our
acquisition,
investment
and
alliance
strategy;
our
ability
to

continue
to
generate
funds
and/or
manage
our
indebtedness
to
allow
us
to
continue
to
invest
in
our
business;
industry
and
customer
consolidation;
decreases
in
trading
and
clearing
activity;
the
imposition
of
a
transaction
tax
on
futures
and
options
on
futures
transactions;
and
the
seasonality
of
the
futures
business.
More
detailed

information
about
factors
that
may
affect
our
performance
may
be
found
in
our
filings
with
the
Securities
and
Exchange
Commission,
including
our
most
recent
Annual
Report
on
Form
10-K,
which
is
available
in
the
Investor
Relations
section
of
the
CME
Group
Web
site.
We
undertake
no
obligation
to
publicly
update

any
forward-looking
statements,
whether
as
a
result
of
new
information, future events or otherwise.

Additional Information

This
material
is
not
a
substitute
for
the
proxy
statement/prospectus
and
any
other
documents
CME
Group
and
NYMEX
Holdings
intend
to
file
with
the
Securities
and
Exchange
Commission
(SEC).
Investors
and
security
holders
are
urged
to
read
such
proxy

statement
and
any
other
such
documents,
when
available,
which
will
contain
important
information
about
the
proposed
transaction.

The
prospectus/proxy
statement
and
other
documents
filed
or
to
be
filed
by
CME
Group
and
NYMEX
Holdings
with
the
SEC
are
or
will
be,
available
free
of
charge
at
the
SEC's
website
(www.sec.gov)

or
from
CME
Group
by
directing
a
request
to
CME
Group,
20
South
Wacker
Drive,
Chicago,
IL
60606,
Attention:
Shareholder
Relations,
or
from
NYMEX
Holdings
by
directing
a
request
to
World
Financial
Center,
One
North
End
Avenue,
New
York,
NY
10282-1101,
Attention:
Investor
Relations.
CME
Group,
NYMEX
Holdings
and
their

respective
directors,
executive
officers
and
other
employees
may
be
deemed
to
be
participants
in
the
solicitation
of
proxies
from
the
security
holders
of
CME
Group
or
NYMEX
Holdings
in
connection
with
the
proposed
transaction.
Information
about
CME
Group's
directors
and
executive
officers
is
available
in
CME
Group's
proxy
statement,
dated

March
15,
2007,
for
its
2007
annual
meeting
of
stockholders,
and
information
about
NYMEX
Holdings
directors
and
executive
officers
is
available
in
NYMEX
Holdings
proxy
statement,
dated
April
9,
2007
for
its
2007
annual
meeting
of
shareholders.
Additional
information
about
the
interests
of
potential
participants
will
be
included
in
the

proxy
statement/prospectus
when
it
becomes
available.
This
document
shall
not
constitute
an
offer
to
sell
or
the
solicitation
of
an
offer
to
buy
any
securities,
nor
shall
there
be
any
sale
of
securities
in
any
jurisdiction
in
which
such
offer,
solicitation
or
sale
would
be
unlawful
prior
to
registration
or

qualification
under
the
securities
laws
of
any
such
jurisdiction.
No
offering
of
securities
shall
be
made
except
by
means
of
a
prospectus
meeting
the
requirements
of
Section
10
of
the
U.S.
Securities
Act
of
1933,
as
amended.

3

Near-Term M&A Value Creation

CME Group/NYMEX -

Strategic Rationale

Increased Scale

Combines complementary product lines and
shared technologies

Full economics on Globex technology
agreement; existing agreement helps alleviate
execution risk

Accelerate NYMEX Growth

Expands NYMEX product growth opportunities by leveraging CME Group's global capabilities (marketing, sales, distribution, relationships)

Enhances over-the-counter (OTC) capabilities (ClearPort)

Financial Impact

Approximately \$60 million in estimated expense synergies

Potential growth opportunities

Expected to be accretive on a GAAP basis within 12-18 months post close

Expected Q4 2008 close

6-Year CAGR (2001-2007)

Global Energy Futures: 19%

CME Group CAGR: 27%

Individual Equities

Equity Indexes

FX/Index

Metals

Energy

Ag Commodities

Interest Rates

9%

44%

24%

4%

10%

9%

Global Futures Volume

Note: Futures volume only, not including options on futures

Goldman Sachs Commodity Index

Weightings

Energy

72%

Metals

10%

Ag Commodities

18%