

NYMEX HOLDINGS INC  
Form 425  
August 06, 2008

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Subject Company: NYMEX Holdings, Inc.  
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**FOR IMMEDIATE RELEASE**

**Institutional Shareholder Services Inc. and Egan Jones Recommends CME Group Shareholders Vote FOR the Share Issuance in Connection with CME Group's Acquisition of NYMEX Holdings, Inc.**

***ISS and Egan Jones also recommend NYMEX Holdings, Inc. shareholders vote FOR the transaction***

CHICAGO, August 6, 2008 CME Group Inc. (NASDAQ: CME) the world's largest and most diverse derivatives exchange, today announced that Institutional Shareholder Services Inc. (ISS) and Egan Jones have recommended that CME Group shareholders vote **FOR** the share issuance to be undertaken by CME Group in connection with its acquisition of NYMEX Holdings. In separate reports, ISS and Egan Jones also recommended that NYMEX Holdings shareholders vote **FOR** the transaction.

With the positive recommendations to both CME Group and NYMEX shareholders by ISS and Egan Jones, we have obtained further independent endorsement for this transaction, said CME Group Executive Chairman Terry Duffy. This now marks our third and fourth independent support for the full and final offer we have proposed demonstrating recognition of the value we believe it will bring to members, shareholders and customers around the world. On behalf of the Board of Directors of CME Group, I urge all CME Group shareholders to vote **FOR** the proposal.

With all necessary regulatory approvals and our receipt of a committed financing for the transaction, we are pleased that all of the leading proxy advisory firms, including ISS and Egan Jones, recognize the value of a CME Group and NYMEX combination, said CME Group Chief Executive Officer Craig Donohue. In addition to the \$60 million in annual cost synergies that we

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expect to achieve, the addition of NYMEX's benchmark energy and metals contracts will create significant new growth opportunities for our customers and shareholders. CME Group's acquisition of NYMEX will further enhance CME Group's position as the world's leading financial exchange as we continue to execute our aggressive global growth strategy. We look forward to successfully completing the August 18 shareholder and member votes and to integrating our two great companies.

**About CME Group**

CME Group ([www.cmegroup.com](http://www.cmegroup.com)) is the world's largest and most diverse derivatives exchange. Formed by the 2007 merger of the Chicago Mercantile Exchange (CME) and the Chicago Board of Trade (CBOT), CME Group serves the risk management needs of customers around the globe. As an international marketplace, CME Group brings buyers and sellers together on the CME Globex electronic trading platform and on its trading floors. CME Group offers the widest range of benchmark products available across all major asset classes, including futures and options based on interest rates, equity indexes, foreign exchange, agricultural commodities, and alternative investment products such as weather and real estate. CME Group is listed on NASDAQ under the symbol CME.

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**Additional Information**

**Forward Looking Statements**

This press release may contain forward-looking information regarding CME Group Inc. (CME Group) and NYMEX Holdings, Inc. (NYMEX Holdings) and the combined company after the completion of the merger that are intended to be covered by the safe harbor for forward-looking statements provided by the Private Securities Litigation Reform Act of 1995. These statements include, but are not limited to, the benefits of the business combination transaction involving CME Group and NYMEX Holdings, including future financial and operating results, the new company's plans, objectives, expectations and intentions and other statements that are not historical facts. Such statements are based on current beliefs, expectations, forecasts and assumptions of CME Group's and NYMEX Holdings' management which are subject to risks and uncertainties which could cause actual outcomes and result to differ materially from these statements. Other risks and uncertainties relating to the proposed transaction include, but are not limited to the satisfaction of conditions to closing; including receipt of shareholder, antitrust, regulatory and other approvals on the proposed terms and schedule; the proposed transaction may not be consummated on the proposed terms and schedule; uncertainty of the expected financial performance of CME Group following completion of the proposed transaction; CME Group may not be able to achieve the expected cost savings, synergies and other strategic benefits as a result of the proposed transaction or may take longer to achieve the cost savings, synergies and benefits than expected; the integration of NYMEX Holdings with CME Group's operations may not be successful or may be materially delayed or may be more costly or difficult than expected; general industry and market conditions; general domestic and international economic conditions; and governmental laws and regulations affecting domestic and foreign operations.

For more information regarding other related risks, see Item 1A of CME Group's Annual Report on Form 10-K for the fiscal year ended December 31, 2007 and Item 1A of NYMEX's Annual Report on Form 10-K for the fiscal year ended December 31, 2007 and additional updates to these risks contained in our Quarterly reports. Copies of said 10-Ks and 10-Qs are available online at <http://www.sec.gov/> or on request from the applicable company. You should not place undue reliance on forward-looking statements, which speak only as of the date of this press release. Except for any obligation to disclose material information under the Federal securities laws, CME Group and NYMEX Holdings undertake no obligation to release publicly any revisions to any forward-looking statements to reflect events or circumstances after the date of this press release.

**Important Merger Information**

In connection with the merger transaction involving CME Group and NYMEX Holdings, CME Group has filed a registration statement on Form S-4 with the Securities and Exchange Commission (SEC) on July 21, 2008 containing a definitive joint proxy statement/prospectus. This press release is not a substitute for the definitive joint proxy statement/prospectus or any other documents CME Group and NYMEX Holdings have filed or will file with the SEC. Investors and security holders are urged to read the definitive joint proxy statement/prospectus and any other relevant documents filed or to be filed by CME Group or NYMEX Holdings because they contain or will contain important information about the proposed transaction. The definitive prospectus/proxy statement and other documents filed or to be filed by CME Group with the SEC are or will be available free of charge at the SEC's Web site (<http://www.sec.gov/>) or from CME Group Inc., Attention: Shareholder Relations, 20 S. Wacker Drive, Chicago, Illinois 60606, (312) 930-1000 or NYMEX Holdings, Inc., Attention: Investor Relations, at One North End Avenue, World Financial Center, New York, New York 10282, (212) 299-2000.

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CME Group and NYMEX Holdings and their respective directors, executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies from CME Group and NYMEX Holdings shareholders in respect of the proposed transaction. Information regarding CME Group and NYMEX Holdings directors and executive officers is available in their respective proxy statements for their 2008 annual meeting of stockholders. Additional information regarding the interests of such potential participants is included in the joint proxy statement/prospectus and the other relevant documents filed with the SEC when they become 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 Securities Act of 1933, as amended.

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