

BOVESPA HOLDING S.A.

NIRE No. 35.300.339.576
CNPJ No.08.695.953/0001/23

BOLSA DE MERCADORIAS & FUTUROS-BM&F S.A.

NIRE No. 35.300.343.565
CNPJ No. 08.936.812/0001-55

MATERIAL FACT

BOVESPA HOLDING S.A. (BOVH3) and **BOLSA DE MERCADORIAS & FUTUROS-BM&F S.A. (BMEF3)**, subject to the provisions of paragraph 4 of article 157 of Law No. 6404/1976 and of CVM Instruction 358/2002, hereby inform that:

- (i) They have entered into discussions on an exclusive basis with the purpose of integrating their activities. This exclusivity shall be in effect through the coming sixty (60)-day period, during which none of the parties shall initiate any transactions with any third parties;
- (ii) There is no guarantee that any agreement shall be reached from these discussions. Furthermore, neither the configuration of any joint initiative, nor the economic and financial bases of the mentioned integration have yet been defined; and
- (iii) Given the preliminary stage of the discussions, the two companies have decided not to give any further information on this issue before the end of the sixty (60)-day period counting from the date of this notice, except for the occurrence of any facts or resolutions that could constitute a material fact.

São Paulo, February 19, 2008.

Gilberto Mifano

Bovespa Holding S.A. Chief Executive Officer
and Investor Relations Officer

Edemir Pinto

BM&F S.A. Chief Executive Officer

João Lauro Pires Vieira do Amaral

BM&F SA Investor Relations Officer