



**BM&F BOVESPA S.A. – Bolsa de Valores, Mercadorias e Futuros**  
*The Brazilian Stock, Commodities and Futures Exchange*

Public Company  
Brazilian Federal Taxpayer CNPJ No.09.346.601/0001-25  
State Registration Number NIRE No. 35.300.351.452

**NOTICE OF MATERIAL FACT**

For compliance with the provision of article 157, paragraph 4, of Law No. 6.404/76 (Brazilian Corporate Law) and with Instruction No. 358/02 of the Brazilian Securities Commission (CVM), we hereby announce to shareholders and the market that, as of the date hereof, BM&BOVESPA S.A. (BVMF3) and NASDAQ OMX Group, Inc. have entered into non-binding memoranda of understanding concerning the technology and commercial conditions related to the services and products addressed in a Material Fact released on August 26, 2009, which comprise:

- a. Development of an order routing system between the United States of America and Brazil, through which U.S. brokers connected to the system can enter orders to buy and sell stocks traded in the BM&FBOVESPA MegaBolsa system via introduction of a Brazilian broker, and for Brazilian brokers connected to the system to enter orders to buy and sell stocks traded in the NASDAQ Stock Market in the United States of America via introduction of a U.S. broker;
- b. Development of a commercial agreement for NASDAQ OMX to perform non-exclusive, international electronic distribution of market data related to the prices of stocks and financial assets traded on BM&FBOVESPA markets, and for the latter to perform non-exclusive distribution of market data related to the prices of stocks and financial assets traded on NASDAQ OMX markets, and
- c. Development of a commercial agreement for BM&FBOVESPA to offer to domestic public companies products and services developed by NASDAQ OMX for support and facilitation of activities performed by these companies, including investor relations (IR) activities, structuring and assistance to boards of directors, communications with the market and market analysts.

BM&FBOVESPA informs also that it continues to evaluate, jointly with NASDAQ OMX, opportunities of cooperation in the technological area.



The exclusivity agreement mentioned in the Material Fact of August 26, 2009, in relation to order routing, market data distribution and provision of products and services for issuers, whereby BM&FBOVESPA agreed not to enter into similar negotiations with any other exchange in North America, and NASDAQ OMX agreed not to enter into similar negotiations with any other exchange in the Central and South Americas, except for the negotiations that NASDAQ OMX had already initiated, has been renewed and was extended through to December 31, 2009.

Consummation of the deals contemplated in said memoranda of understanding still depends on the negotiation and execution of final agreements, on the issuance of proper corporate authorizations, as well as on the relevant regulatory entities issuing proper consents and authorizations.

We will keep you posted as to any developments that may constitute material facts, or by the end of the extended exclusivity period.

São Paulo, October 23, 2009

Edemir Pinto  
Chief Executive Officer

Carlos Kawall  
Chief Financial and Corporate Affairs Officer  
Investor Relations Officer