

**BM&FBOVESPA S.A.**  
**BOLSA DE VALORES, MERCADORIAS E FUTUROS**  
CNPJ no 09.346.601/0001-25  
NIRE: 35.300.351.452

## **MATERIAL FACT**

BM&FBOVESPA S.A. (“BM&FBOVESPA”), subject to the provisions of paragraph 4 of article 157 of Law number 6404/1976 and of CVM Instruction 358/2002, hereby informs the results of the negotiations carried out with The NASDAQ OMX Group, Inc. (“NASDAQ OMX”) mentioned in the Material Facts of August 26, 2009 and October 23, 2009:

### 1. Order Routing

NASDAQ OMX intends to develop a technological system that will allow (a) North-American broker dealers connected to the system to send buy and sell orders for stocks traded in BM&FBOVESPA, through a contractual relationship with a Brazilian broker, and (b) Brazilian brokers connected to the system to send buy and sell orders for stocks traded in NASDAQ OMX, through a contractual relationship with a North-American broker dealer.

Due to regulatory reasons, the aforementioned system will be developed autonomously and independently by NASDAQ OMX, through a technology subsidiary, and will be launched only after any required authorizations are granted by the respective regulatory authorities of Brazil and the United States.

### 2. Distribution of Prices of Securities (Market Data)

NASDAQ OMX will distribute the prices of the securities (market data) traded in BM&FBOVESPA and BM&FBOVESPA will distribute the prices of the securities traded in NASDAQ OMX. Such agreement provides for electronic and international distribution on a non-exclusive basis.

### 3. Licensing of Products to Brazilian Companies

BM&FBOVESPA will offer to publicly traded Brazilian companies products licensed from NASDAQ OMX, designed to support and facilitate the activities of such companies, as those related to investors relations (IR), structuring and management of board of directors, issuance of press-releases and communications to the market and analysts.

Item 1 is expected to be launched by NASDAQ OMX on the second half of 2010, subject to regulatory approvals and other conditions including brokers demand, while items 2 and 3 shall be implemented over 2010, under the conditions provided by the agreement executed by the parties.

Finally, BM&FBOVESPA informs that it remains assessing, with NASDAQ OMX, the possibility of developing a technology partnership.

São Paulo, December 28, 2009.

Cícero Augusto Vieira Neto  
Acting Chief Executive Officer

Carlos Kawall  
Financial, Corporate and Investor Relations  
Officer