



BM&FBOVESPA

The New Exchange



BM&FBOVESPA

2Q09 Earnings Conference Call

August 11th, 2009

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2Q09 EARNINGS

GAAP EPS: BRL 0.09 in 2Q09 and **Adjusted EPS:** BRL 0.16 compared with BRL 0.12 in 2Q08 (Pro forma)

Adjusted Net Income (adjusted by non-cash items)*: increased by 32.1% compared with 2Q08

Net revenues: dropped 14.7% from 2Q08

EBITDA Margin: 68.7% in 2Q09 vs. 68.6% in 2Q08

Cost savings: adjusted expenses decreased by 25.3% between 2Q09 and 2Q08 (excluding depreciation and stock option plan costs)

HIGHLIGHTS

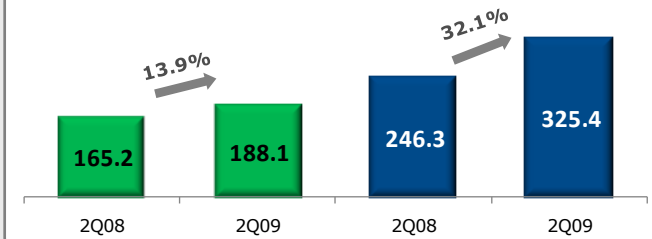
Interest on Shareholders' Equity / Dividends: BRL 175 million

Deferred Liabilities: BRL 159.3 million derived from recognition of deferred liabilities related to tax amortization of goodwill (BRL 79.6 million in 1Q09 and BRL 79.6 million in 2Q09)

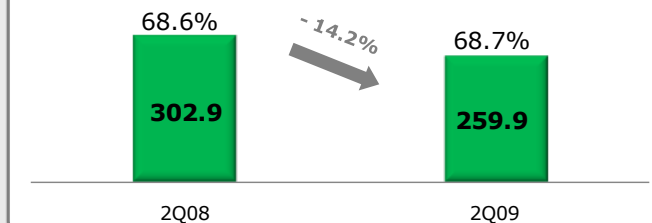
Co-location Services: BM&F Segment since Jun'09 and BOVESPA Segment in Oct'09

Globex and Algotraders: over 2 million contracts traded via Globex; Algotraders represented 2.1% of Total ADTV in the BM&F segment and 9.6% of Index-based contracts in Jul'09

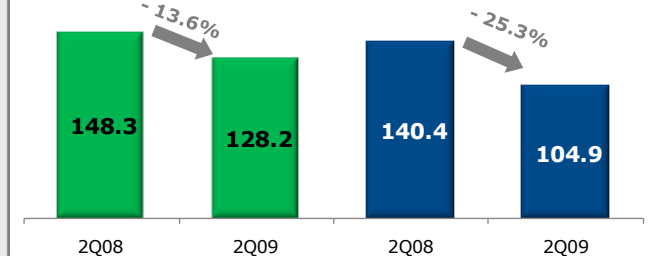
Net Income (BRL millions)



EBITDA (BRL millions) / EBITDA Margin (%)



Operational Expenses (BRL millions)



■ 2Q08 Pro Forma / 2Q09 GAAP

■ 2Q08 Adjusted* Pro Forma / 2Q09 Adjusted* GAAP

* i) Adjusted net income in 2Q09 excludes stock options plan and impacts from deferred liabilities tax and tax credits. In 2Q08, adjusted net income excludes the goodwill amortization expense; and ii) Adjusted expenses excludes depreciation and stock options plan costs

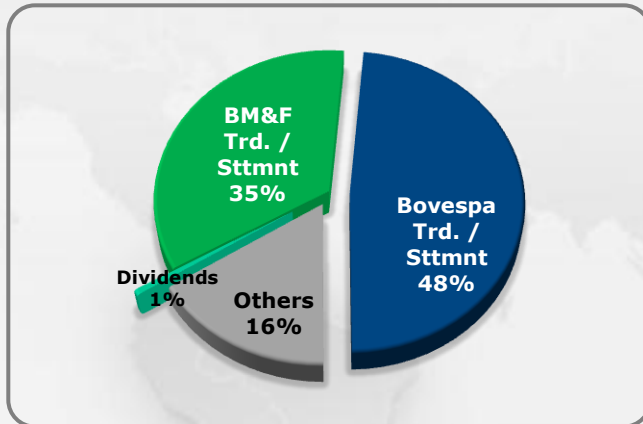
BRL thousands	2Q08			% Change		1H08		
	2Q09	(Pro Forma)	2Q09 / 2Q08	1Q09	2Q09 / 1Q09	1H09	(Pro Forma)	1H09 / 2H08
Gross Operational Revenues	420,581	492,753	-14.6%	351,918	19.5%	772,499	934,419	-17.3%
BM&F Trd. / Sttmnt	146,210	157,274	-7.0%	127,170	15.0%	273,380	310,665	-12.0%
Bovespa Trd. / Sttmnt	203,931	269,427	-24.3%	158,196	28.9%	362,127	499,813	-27.5%
Other Operational Revenues	67,981	61,504	10.5%	61,181	11.1%	129,162	119,393	8.2%
Dividends	2,459	4,548	-45.9%	5,371	-54.2%	7,830	4,548	72.2%
Net Operational Revenues	378,242	443,307	-14.7%	316,548	19.5%	694,790	840,085	-17.3%
Operational Expenses	(128,198)	(148,297)	-13.6%	(148,760)	-13.8%	(276,958)	(281,594)	-1.6%
Net Income	188,130	165,206	13.9%	226,980	-17.1%	415,110	395,479	5.0%
<i>Net Margin</i>	49.7%	37.3%	12,5p.p.	71.7%	-22,0p.p.	59.7%	47.1%	12,7p.p.
EBITDA	259,931	302,933	-14.2%	176,739	47.1%	436,670	574,191	-24.0%
<i>EBITDA Margin</i>	68.7%	68.6%	0,1p.p.	55.8%	12,9p.p.	62.8%	68.3%	-5,6p.p.
Adjusted Operational Expenses	(104,865)	(140,374)	-25.3%	(103,050)	1.8%	(207,915)	(265,894)	-21.8%
Adjusted Net Income	325,363	246,311	32.1%	245,739	32.4%	571,102	476,584	19.8%

- **Adjusted Net Income:** increased by 32.1% in 2Q09 vs. 2Q08
- In 2Q09, adjustments to quarterly net income amounted to BRL 137.2 million, comprising three items with no impact on cash flow:
 - Addition of BRL 159.3 million derived from recognition of deferred liabilities connected with amortization of goodwill in 1H09 (BRL 79.6 million in 1Q09 and BRL 79.6 million in 2Q09);
 - Addition of BRL 13.4 million in expenses with the stock options plan;
 - Deduction of BRL 35.5 million related to credit from taxes losses of Bovespa Holding.
- In 2Q08 the adjustment excludes the effects of amortization of goodwill amounting to BRL 81.1 million.

NET INCOME RECONCILIATION

BRL Millions	2Q09	2Q08 (Pro Forma)	% Change 2Q09/2Q08
Adjusted Net Income	325.4	246.3	32.1%
<i>Adjustments</i>			
Deferred liabilities	159.3		
Stock Option Program	13.4		
Recognition of Tax Losses	(35.5)		
Goodwill Amortization		81.1	
GAAP Net Income	188.1	165.2	13.9%

Gross Revenues breakdown – 2Q09



BRL thousands	2Q09	2Q08 (Pro Forma)	1Q09	% Change 2Q09 / 2Q08	% Change 2Q09 / 1Q09
Gross Operational Revenues	420,581	492,753	351,918	-14.6%	19.5%
BM&F Trd. / Sttmnt	146,210	157,274	127,170	-7.0%	15.0%
Bovespa Trd. / Sttmnt	203,931	269,427	158,196	-24.3%	28.9%
Other Operational Revenues	67,981	61,504	61,181	10.5%	11.1%
<i>Vendors</i>	17,490	10,961	11,521	59.6%	51.8%
Depository and custody	16,214	15,019	16,084	8.0%	0.8%
Trading access (Brokers)	10,214	3,359	9,475	204.1%	7.8%
Listing	9,332	7,157	10,621	30.4%	-12.1%
Securities Lending	7,463	14,367	6,127	-48.1%	21.8%
Bank	2,052	874	1,971	134.8%	4.1%
Others	5,216	9,767	5,382	-46.6%	-3.1%
Dividends	2,459	4,548	5,371	-45.9%	-54.2%
Net Operational Revenues	378,242	443,307	316,548	-14.7%	19.5%

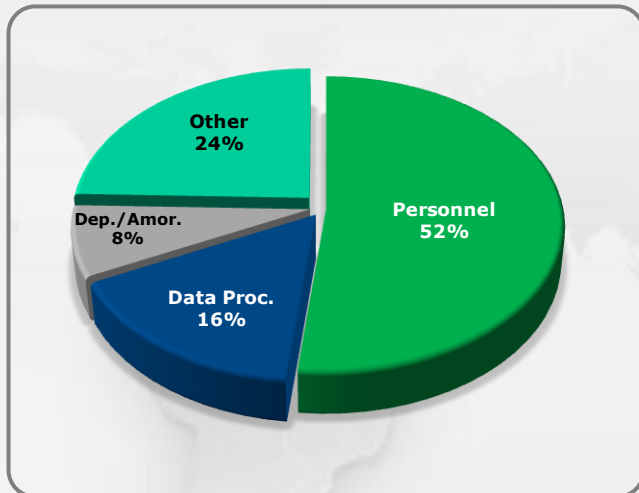
➤ Trading/ Settlement:

- **BM&F Segment:** 7% drop vs. 2Q08 as a result of lower ADTV, which retreated 7.4% in the period.
- **BOVESPA Segment:** shrank 24.3% compared with 2Q08 as a result of (i) lower ADTV (-20%) and (ii) lower margins (-3.6%).

➤ Other Operational Revenues: 10.5% higher than 2Q08

- **Market Data (vendors):** grew by 59.6% vs. 2Q08 (new pricing policy starting from Apr'09)
- **Access fee:** reached BRL 10.2 million, 204.1% higher than 2Q08 (new pricing policy started in 1Q09)
- **Listing:** surged 30.4% compared to 2Q08 (new pricing policy since Jan'09)
- **Securities Lending:** decreased 48.1% as compared to 2Q08

Operational Expenses– 2Q09



BRL thousands	2Q09	2Q08 (Pro Forma)	1Q09	% Change 2Q09 / 2Q08	% Change 2Q09 / 1Q09
Operational Expenses	(128,198)	(148,297)	(148,760)	-13.6%	-13.8%
Personnel	(66,337)	(56,966)	(85,462)	16.5%	-22.4%
Data processing	(20,494)	(41,618)	(26,683)	-50.8%	-23.2%
Deprec. and Amortization	(9,887)	(7,923)	(8,951)	24.8%	10.5%
Third Party Services	(9,703)	(9,962)	(9,119)	-2.6%	6.4%
Marketing	(5,475)	(7,824)	(2,292)	-30.0%	138.9%
Communications	(5,249)	(4,984)	(4,991)	5.3%	5.2%
Maintenance	(2,566)	(3,270)	(2,826)	-21.5%	-9.2%
Board Compensation	(1,572)	(2,020)	(1,129)	-22.2%	39.2%
Leases	(665)	(1,096)	(825)	-39.3%	-19.4%
Supplies	(580)	(1,200)	(477)	-51.7%	21.6%
Taxes	(339)	(1,685)	(495)	-79.9%	-31.5%
Other	(5,331)	(9,749)	(5,510)	-45.3%	-3.2%
Adj. Operational Expenses*	(104,865)	(140,374)	(103,050)	-25.3%	1.8%
Adj. Personnel**	(52,891)	(56,966)	(48,703)	-7.2%	8.6%

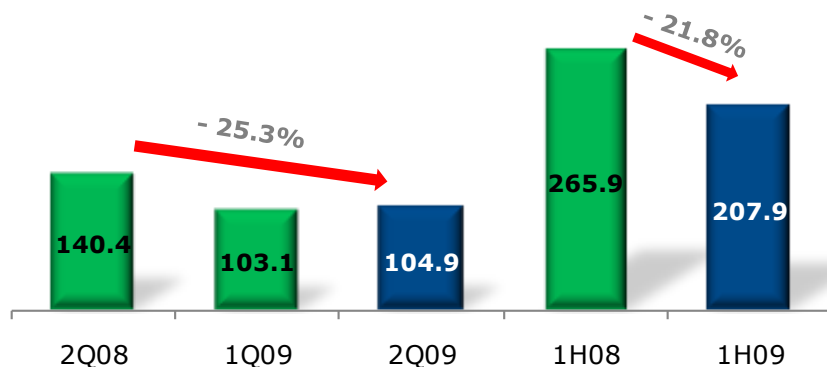
- In 2Q09, the adjusted expenses* were 25.3% lower than 2Q08
- The biggest variations derive from the following expenses:
 - **Adjusted Personnel**:** 7.2% contraction between 2Q09 and 2Q08
 - **Data Processing:** 50.8% reduction between 2Q09 and 2Q08
 - **Marketing:** decreased by 30% between 2Q09 and 2Q08

* Exclusions: In 2Q09: stock options plan (BRL 13.4 million) and depreciation
In 1Q09: stock options plan (BRL 18.8 million), severance costs (R\$ 18 million) and depreciation

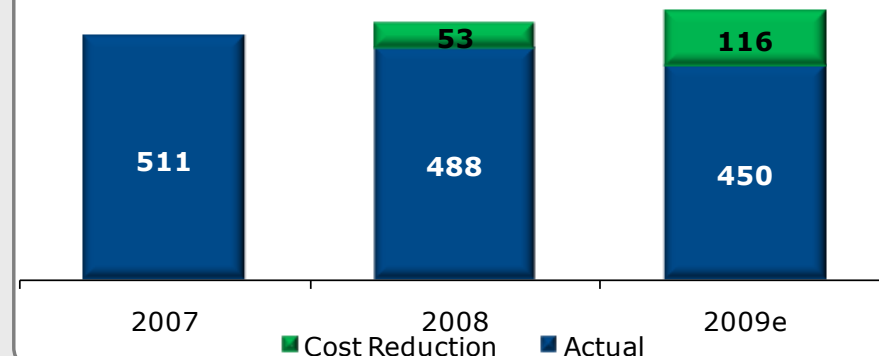
** Exclusions: In 2Q09: stock options plan (BRL 13.4 millions);
In 1Q09: stock options plan (BRL 18.8 millions) and severance costs (BRL 18 millions)

- **Adjusted Operational Expenses in 2009**: BRL 104.9 million (BRL 207.9 million in 1H09, excluding BRL 18 million in severance costs in 1Q09)
- **In line with OPEX budget of BRL 450 million for FY09** (excluding depreciation and stock option plan expenses)
- **Open Outcry**: last session held in June 30th, 2009, anticipating annual synergies of BRL 2.9 million/year

Adjusted Operational Expenses* (BRL millions)



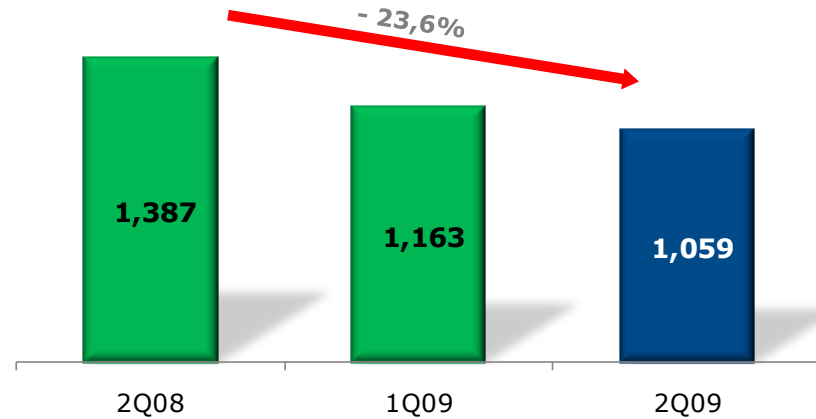
Cost cuts associated with 2007 expenses (BRL millions)**



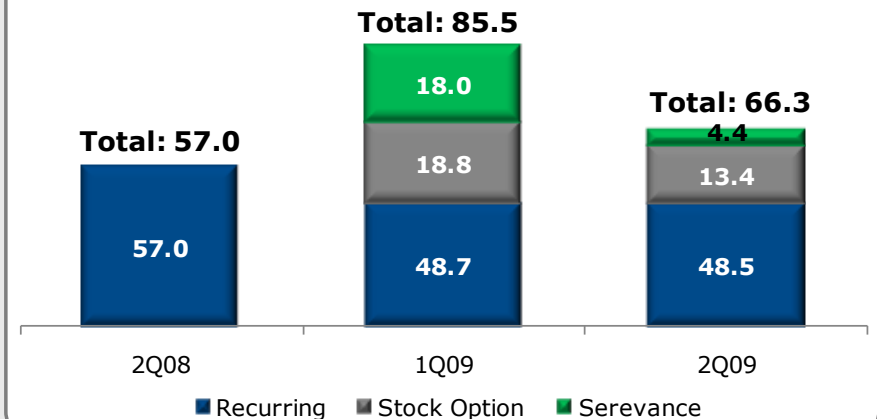
* In 2Q09 excludes depreciation and stock options expenses and in 1Q09 excludes depreciation, stock options and severance expenses

** 2007 Operational expenses as adjusted for inflation and OPEX budget excludes depreciation and stock options

Headcount Evolution



Personnel Expenses (BRL millions)



- **Headcount reduction in Mar'09**: 23.6% lower than 2Q08
- **Recurring expenses**: provisions and other personnel charges impacts in 2Q09
- **Stock options expenses**: BRL 18.8 million in 1Q09 (recurring and anticipated expenses related to employee terminations) and BRL 13.4 million in 2Q09 (recurring expenses, only)
- **Severance costs**: BRL 18 million in 1Q09 and BRL 4.4 million in 2Q09

DEFERRED LIABILITIES

- Corresponds to deferral of BRL 159.3 million related to transitory difference of the benefit derived from tax amortization of goodwill (BRL 79.6 million in 1Q09 and BRL 79.6 million in 2Q09) with no impact on cash flow.

TAX CREDITS

- BRL 35.5 million related to tax losses previously recorded by the former Bovespa Holding.

CASH POSITION

- Cash and cash equivalents (short and long-term) at the end of the quarter to Jun'09, amounted to BRL 2.9 billion, comprised of collaterals worth BRL 789 million deposited with our clearinghouses, and R\$ 449.6 million in own financial resources deposited in restricted funds.

INTEREST INCOME, NET

- BRL 54.9 million in 2Q09, 29.0% drop as compared to 2Q08, primarily due to year-on-year decrease in financial revenues to BRL 68.0 million in 2Q09 from BRL 92.4 million in 2Q08, thus reflecting the cut in the interest rates that remunerate our financial investments.

DIVIDENDS AND INTEREST ON SHAREHOLDERS' EQUITY

- Payout: BRL 175 million (BRL 0.0873 per share, which amounts to BRL0.0767 per share net of withholding income tax) as follow: BRL141.5 million in Interest on Shareholders' equity and BRL33.5 million in dividends, to be paid on Aug 26, 2009, based on the position as of Aug 14, 2009

DMA EVOLUTION IN BM&F SEGMENT

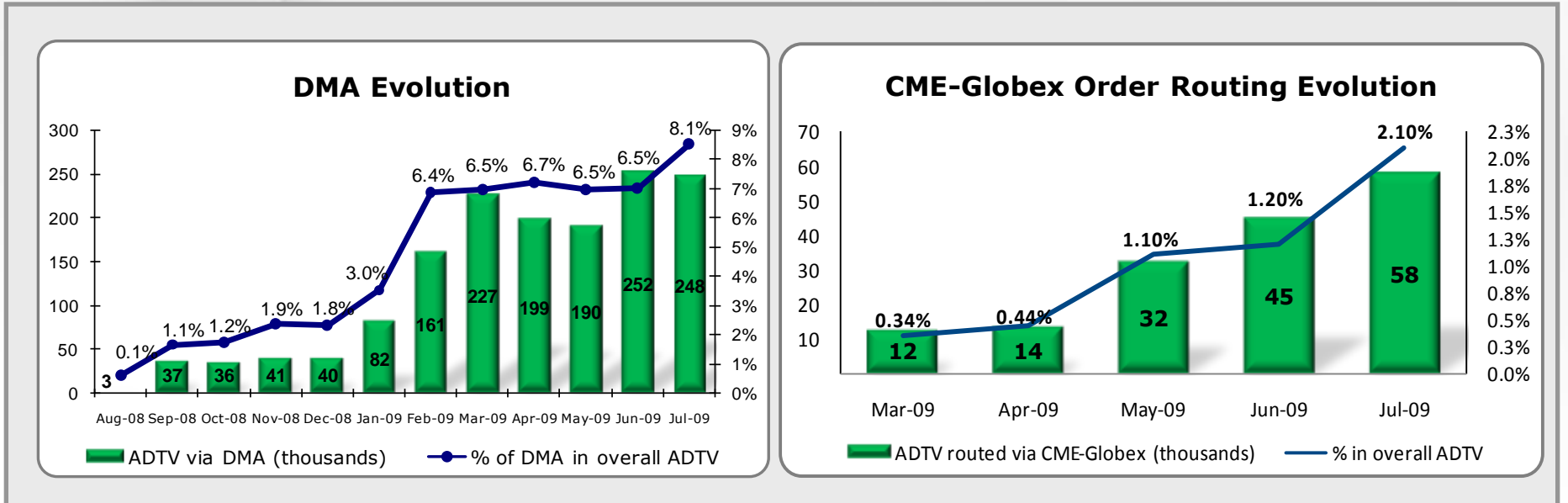
➤ Trades via DMA represented 8.1% of total BM&F Segment ADTV as of Jul'09

ORDER ROUTING AGREEMENT WITH CME Group (CME-Globex)

➤ Initial flow starting in Mar'09 with an ADTV of 58.0 thousand contracts as of Jul'09

ALGOTRADERS IN BM&F SEGMENT

- Jul'09: 2.09% (3.94% in FX and 9.58% in Indices)
- Jun'09: 1.25% (2.69% in FX and 6.88% in Indices)
- May'09: 1.23% (2.46% in FX and 2.56% in Indices)
- Apr'09: 0.53% (1.8% in FX and 0.23% in Indices)



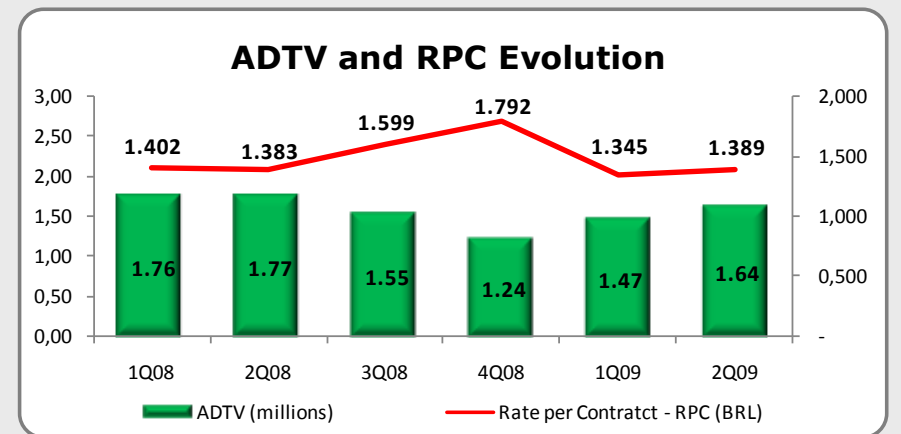
GLOBEX ORDER ROUTING AND ALGOTRADERS

Main initiatives to increase volumes

- Back Office: support in FCMs back office solutions development
- CFTC: pending authorization for US investors to trade in Ibovespa future contracts
- Collaterals abroad: pending authorization by the Central Bank

VOLUMES AND RPC TRENDS

- Algotraders: the rise in volumes from this type of investor should lower the RPC, mainly as related to FX and Equity Derivatives contracts, which in 2Q09 represented 32.6% of ADTV. To date, these effects yet to materialize
- Cuts in reference interest rate: likely increase in credit availability with positive impact on hedging activity, pushing leveraging and diminishing risk aversion



BOVESPA SEGMENT

2Q09

- **Implementation of the V900 version of Megabolsa (Cash Market electronic trading system)**
 - Latency lowered to 153 milliseconds, from 299 previously
- **Reduction of the fees charged in the equity options market related to orders registered in the MegaBolsa System but not executed**

AGENDA 3Q09

- **Reduction of the fees charged equity market related to orders registered but not executed in the Megabolsa System**
 - Fee dropped to BRL 0.04 from BRL 0.05
 - Limit for orders entries increased to 6 from 4 earlier
- **Operating authorization for direct market access via DMA provider (DMA model 2) in the MegaBolsa trading system** (pending approval by the CVM (Brazilian Securities Commission)).
- **MegaLine implementation**
 - Pre-trade risk management tool

AGENDA 4Q09

- **Implementation of the new low latency multi-level communication interface (New Multi-Gateway)**
 - Round trip time – latency reduction to approximately 16 milliseconds
 - By year-end, the latency is expected to have dropped to nearly 10 milliseconds, or about 95% of average latency for Jan/09.
- **Offering of Co-Location services for connectivity to the MegaBolsa**
- **Completion of the project to increase system capacity of the equities clearinghouse (Formerly CBLC)**
 - From 770 thousand trades / day to 1.5 million trades / day

BM&F SEGMENT

2Q09

- **Connection to Bloomberg Tradebook to Global Trading System (GTS)**
 - Provides customers with an international order routing system.
- **GTSLine implementation**
 - Pre trade risk management tool for any kind of access to GTS system
- **Offering of Co-Location services for connectivity to the GTS Trading System**
- **Shutdown of the Open Outcry**

AGENDA 3Q09

- **Connection from the international order routing System of GL Trade (GL Net) to GTS**

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AGENDA 3Q09

- **Delivery of the BVMF Communication Network (RCB) – addition to the services provided by the RCCF**
 - Open communication network for connectivity between market participants and the Exchange electronic trading systems, giving participants the ability to choose alternative telecommunications providers, data transmission technologies, network capacity and velocity, and contingency resources

AGENDA 4Q09

- **Implementation of the integrated external communication interface for both the MegaBolsa and the GTS systems**
 - Will allow market data transmission from either system via a single channel

INVESTORS GROWTH DRIVERS IN BRAZILIAN CAPITAL MARKET

Algotraders

- Systems: over 95% latency reduction in 2009 and offering of co-Location services
- Price: lower charges for non matched trades

Retail and Institutional Investors

- Intensification of Capital Market Popularization Program with a TV program
- Improved economic outlook and lower interest rates should push stock trading by retail and institutional investors

Foreigner investors

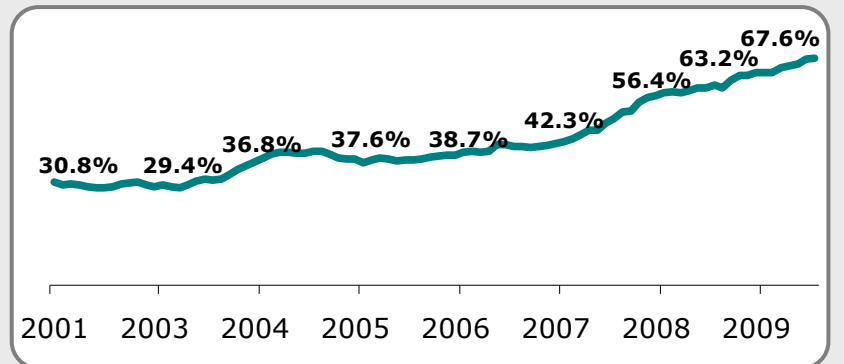
- DMA Provider implementation (Bloomberg) and Co-location
- Strengthened sales teams in the US, Europe and Asia

IPO AND FOLLOW ON OFFERINGS RETAKING

- 8 Offerings in 2009 (IPOs and Follow-on), raised BRL 19.6 billion
 - Increase in companies' free float with positive impact in the ADTV

TURNOVER VELOCITY GROWTH

- Growth in algo trading, retail trading and additional offerings should drive further increases in turnover velocity



2009 OFFERINGS

IPOs:

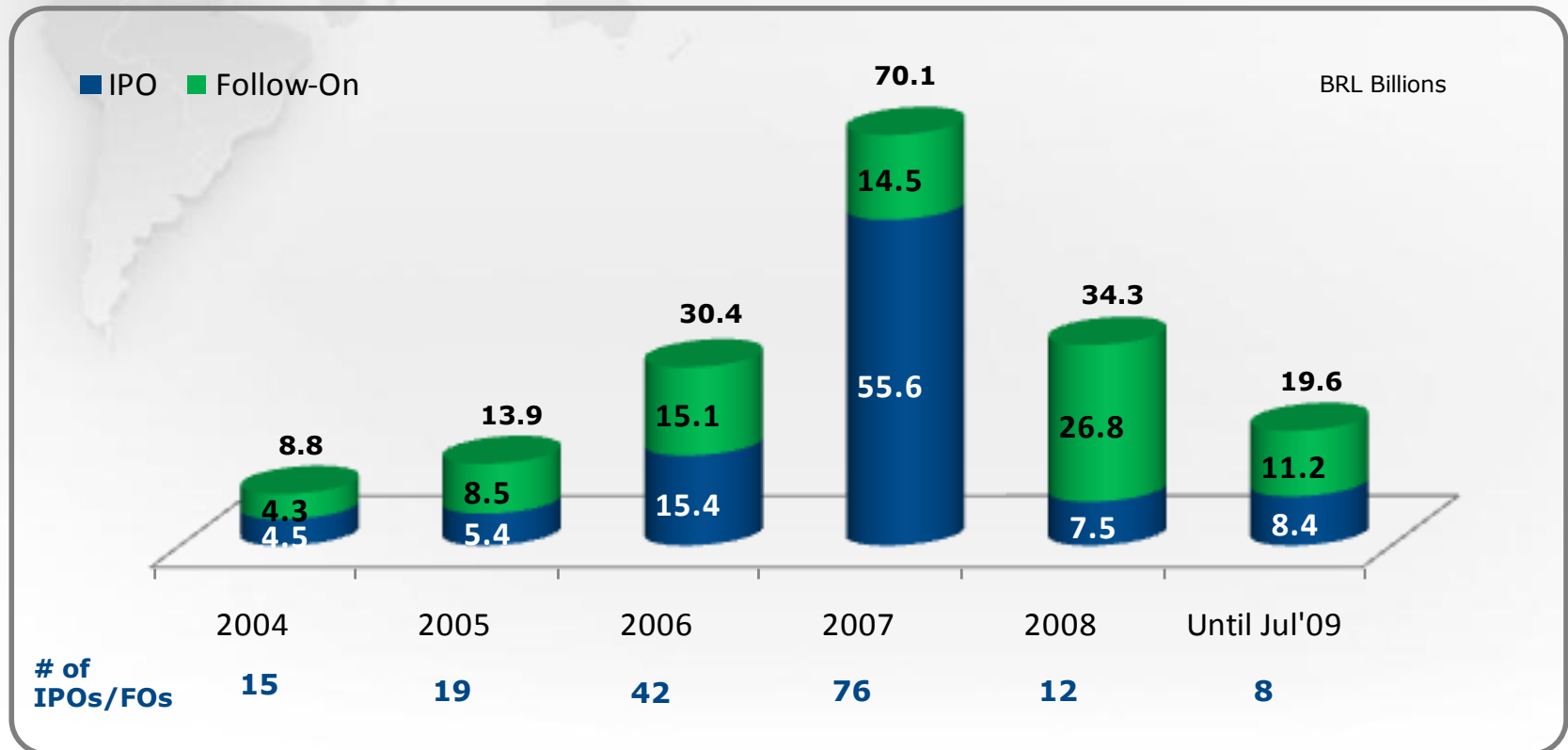
- Visanet – largest offering in the history of Brazilian capital market – Visanet listed only on BM&FBOVESPA

FOLLOW-ON OFFERINGS:

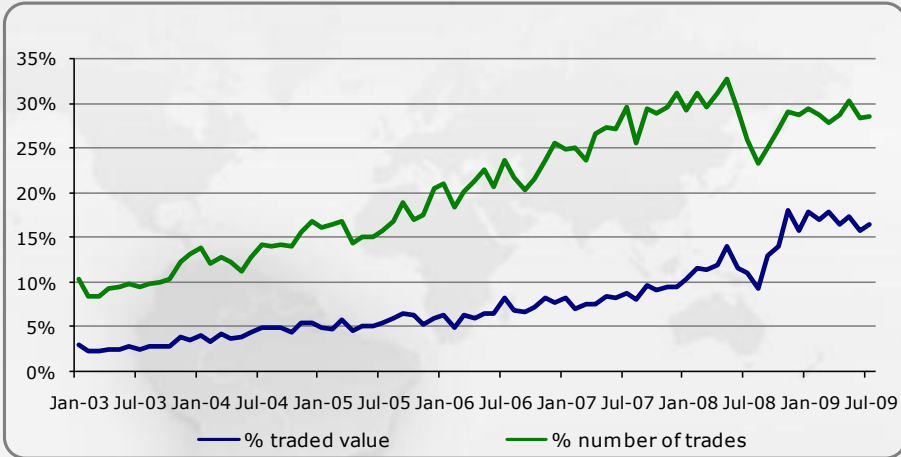
- Redecard, MRV, BR Malls, Light, Hypermarcas, Brasil Foods and Natura

IN THE PIPELINE

- Banco Santander – this offering may represent 15% of the capital stock (preliminary data)

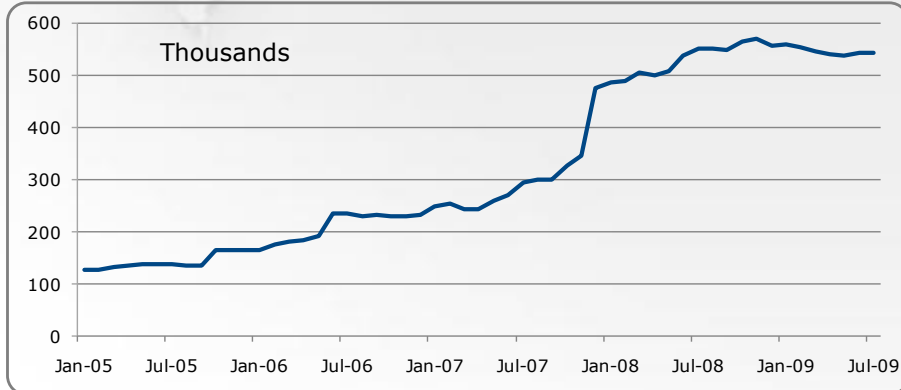


HOME BROKER PARTICIPATION



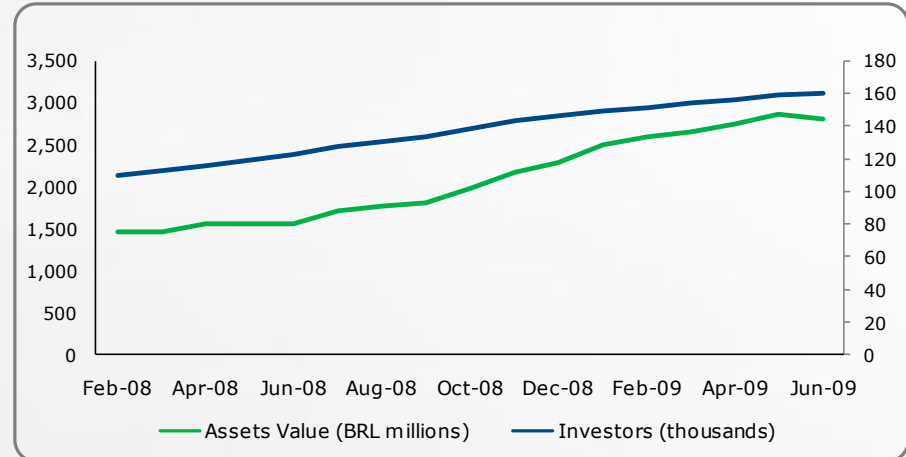
- Trades via Home Broker (Internet based DMA for retail investors) represented 16.5% from the total volume traded in 2Q09 versus 11.5% in 2Q08

INVESTOR ACCOUNTS



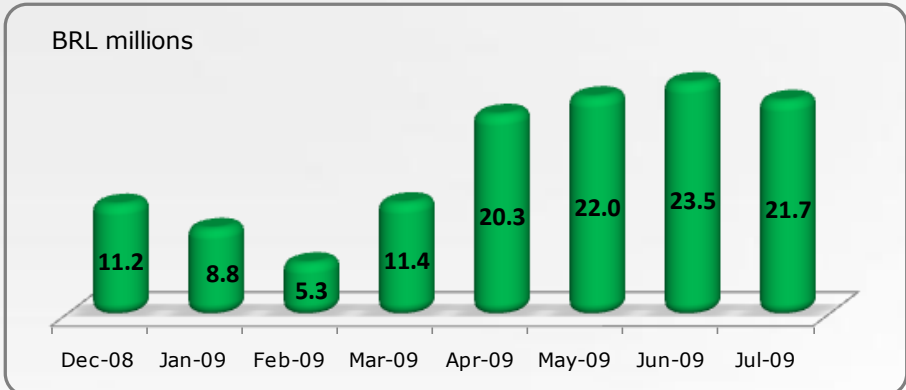
- The educational programs sponsored by BM&FBOVESPA have already reached over half a million people in more than 7 years

TREASURY DIRECT EVOLUTION



- Allows DMA access (via Internet) to retail investors
- Integration with HomeBroker scheduled for Oct'09

ETFs EVOLUTION- AVERAGE DAILY VOLUME



- Launch of Exchange Traded Funds (ETFs) in partnership with BNDES (Brazilian Development Bank - also participated in the conception of PIBB Index) and with Barclays Bank (responsible for managing the iShares)



APPENDIX

ASSETS - CONSOLIDATED (BRL Thousands)

	06/30/09	%	03/31/09	%	Variation
Current assets	2.569.664	12,3%	2.814.573	13,3%	-8,7%
Cash and cash equivalents	2.335.424	11,2%	2.592.074	12,2%	-9,9%
Other credits	234.240	1,1%	222.499	1,0%	5,3%
Long-term receivables	693.092	3,3%	730.230	3,4%	-5,1%
Financial investments	557.641	2,7%	553.643	2,6%	0,7%
Other credits	135.451	0,6%	176.587	0,8%	-23,3%
Investments	1.318.238	6,3%	1.318.279	6,2%	0,0%
Property and equipment	255.718	1,2%	246.680	1,2%	3,7%
Intangible assets	16.099.532	76,9%	16.094.517	75,9%	0,0%
TOTAL ASSETS	20.936.244	100,0%	21.204.279	100,0%	-1,3%

LIABILITIES AND SHAREHOLDERS' EQUITY - CONSOLIDATED (BRL Thousands)

	06/30/09	%	03/31/09	%	Variation
Current liabilities	1.215.927	5,8%	1.677.230	7,9%	-27,5%
Collateral for transactions	789.011	3,8%	1.135.943	5,4%	-30,5%
Others	426.916	2,0%	541.287	2,6%	-21,1%
Non-current	146.951	0,7%	47.538	0,2%	209,1%
Minority interest in subsidiaries	15.382	0,1%	15.632	0,1%	-1,6%
SHAREHOLDERS' EQUITY	19.557.984	93,4%	19.463.879	91,8%	0,5%
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	20.936.244	100,0%	21.204.279	100,0%	-1,3%

Goodwill Amortization: 2008 x 2009

Until December/2008		Starting from January/2009		Tax Book - Amortization tax shield	
Corporate Income Statement		Corporate Income Statement		Tax Book - Amortization tax shield	
Description	\$	Description	\$	Description	\$
Revenues	500	Revenues	500	Pre Tax Income	300
Expenses	(200)	Expenses	(200)	(-) Goodwill Amortization	(100)
(-) Goodwill Amortization	(100)			Tax basis	200
Pre Tax Income	200	Pre Tax Income	300	Taxes Payable (34%)	(68)
Taxes Payable	(68)	Taxes Payable	(68)		
		Provision of deferred tax liabilities (34%)	(34)		
Corporate Net Income	132	Corporate Net Income	198		
Effective Tax Rate	34%	Effective Tax Rate	34%		

Positive Impact in 2009
\$66

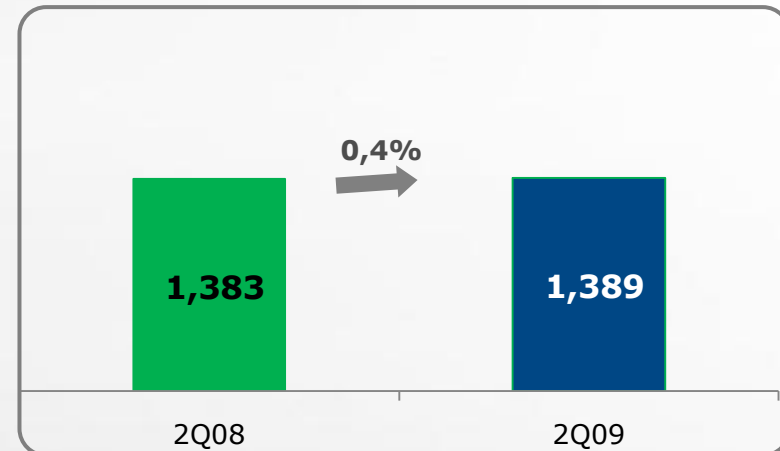
> No tax burden in 2009, as the Corporate Income statement does include recognition of goodwill Amortization, which is just recorded as a transitory adjustment in a tax book, thus with zero effect on the bottom line.

> Expense with no cash flow impact. Tax shield fully captured for cash purposes

BM&F SEGMENT

The RPC presented a steady line in the comparison 2Q09 versus 2Q08

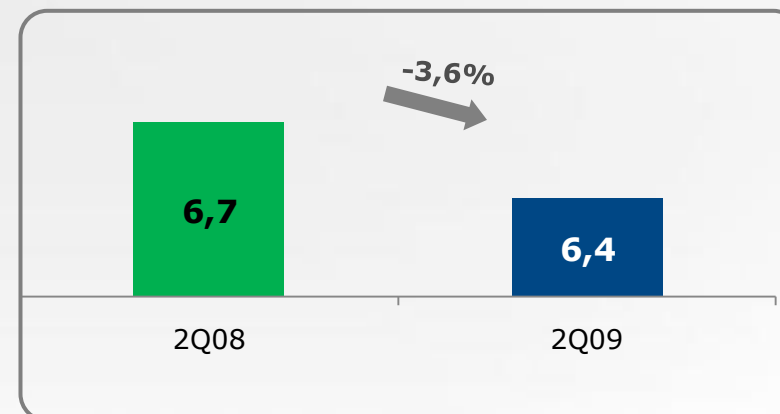
BM&F Segment- RPC (in BRL)



BOVESPA SEGMENT

The reduction in trading margin in 2Q09 is due to both a higher participation of day trades in total traded value and implementation of the new pricing policy, which reduced the trading fees in 0.05bp (started from May'09)

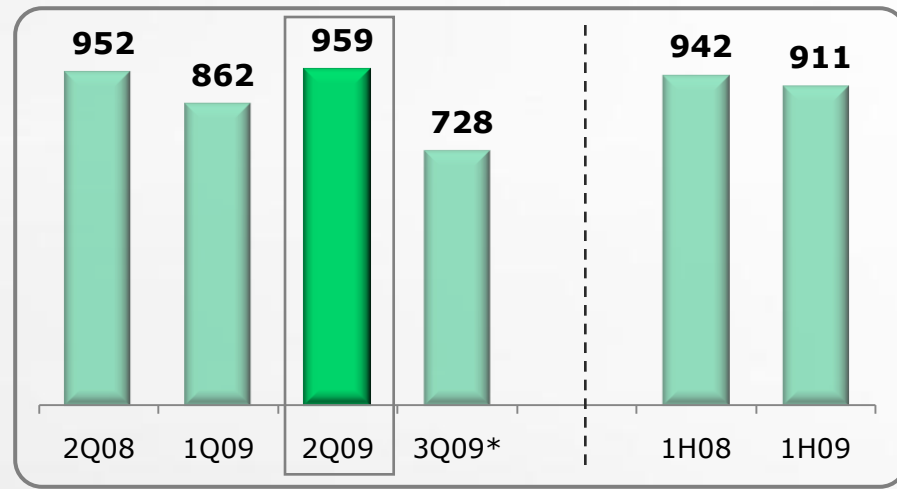
Bovespa Segment (in basis points)



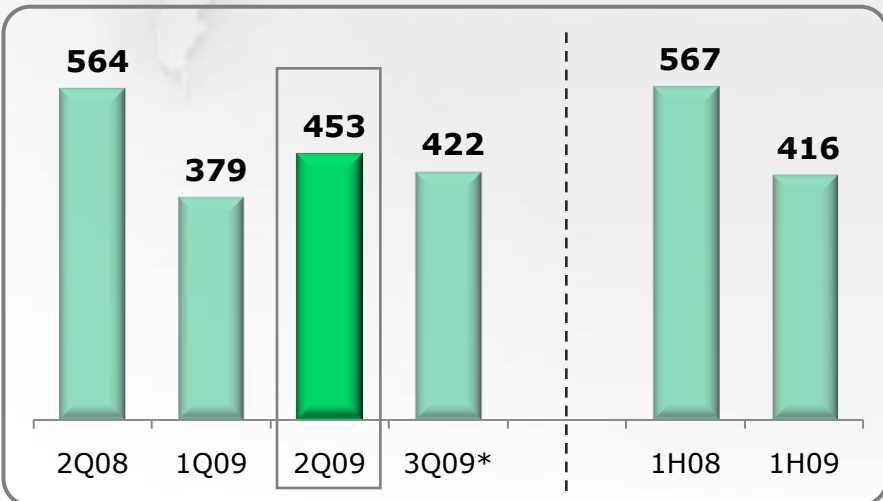
Overall ADTV (thousands)



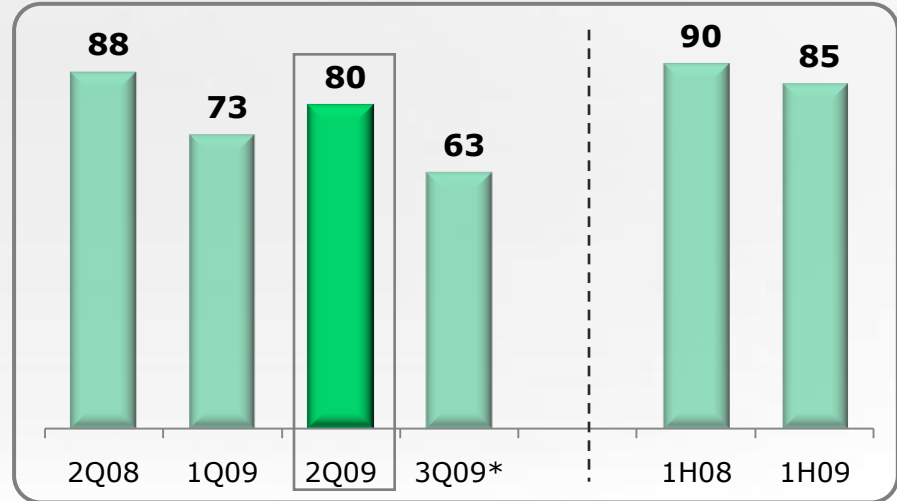
BRL Interest Rates ADTV (thousands)



FX ADTV (thousands)



Index-based ADTV (thousands)

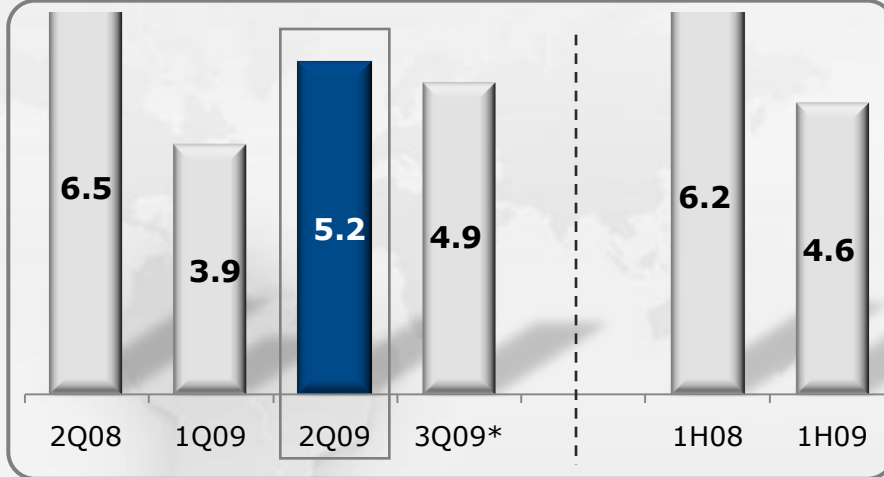


* Updated until 08/10/2009

Average Rate per Contract (BRL)

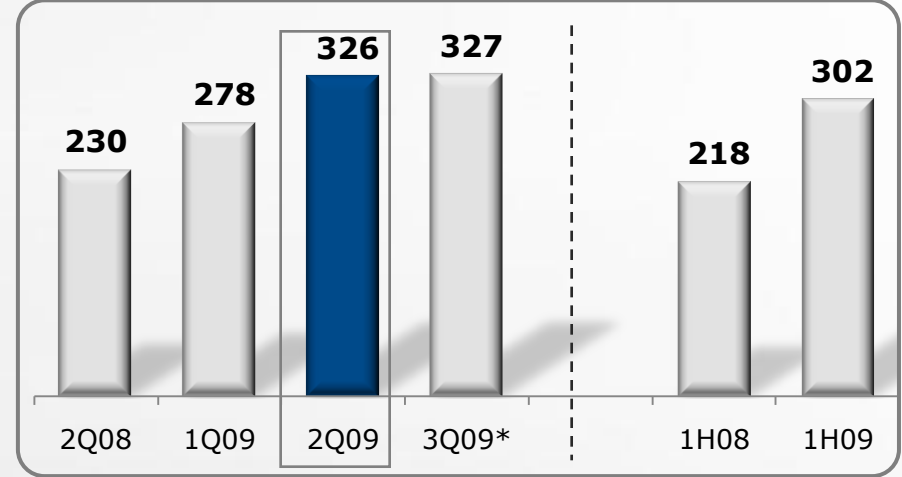
	1Q08	2Q08	3Q08	4Q08	1Q09	2Q09	1H08	2H08	1H09
BRL Int. rate contracts	1.102	1.064	1.263	1.164	0.886	0.941	1.082	1.221	0.915
USD Int. rate contracts	1.120	1.108	1.004	1.819	1.559	1.644	1.114	1.391	1.597
FX Contracts	1.850	1.785	2.054	2.700	2.422	2.333	1.818	2.325	2.373
Index-based contracts	2.132	2.453	2.156	1.806	1.562	1.779	2.291	1.990	1.676
Commodity contracts	3.283	3.892	3.862	3.124	2.074	2.358	3.624	3.546	2.211
OTC contracts	2.057	2.322	2.637	2.444	2.192	1.756	2.193	2.557	1.899
Web Trading	0.156	0.161	0.161	0.174	0.185	0.196	0.158	0.167	0.191
Total	1.402	1.383	1.599	1.792	1.345	1.389	1.393	1.682	1.368

Overall ADTV (BRL billions)

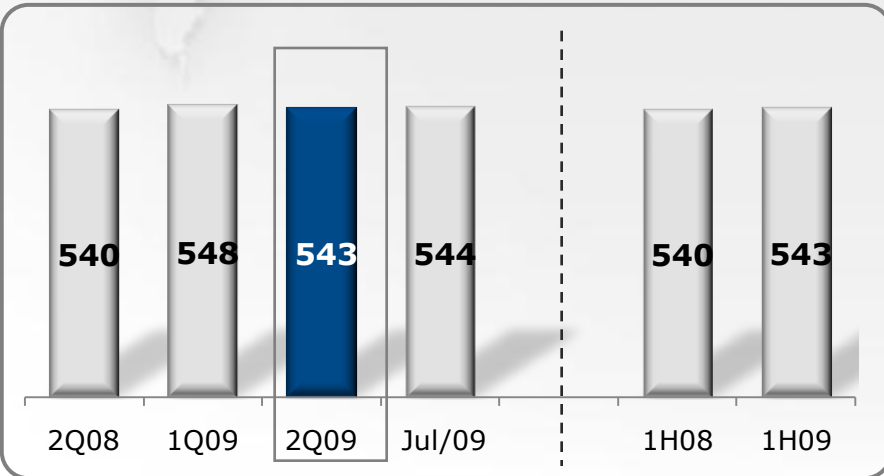


* Updated until 08/10/2009

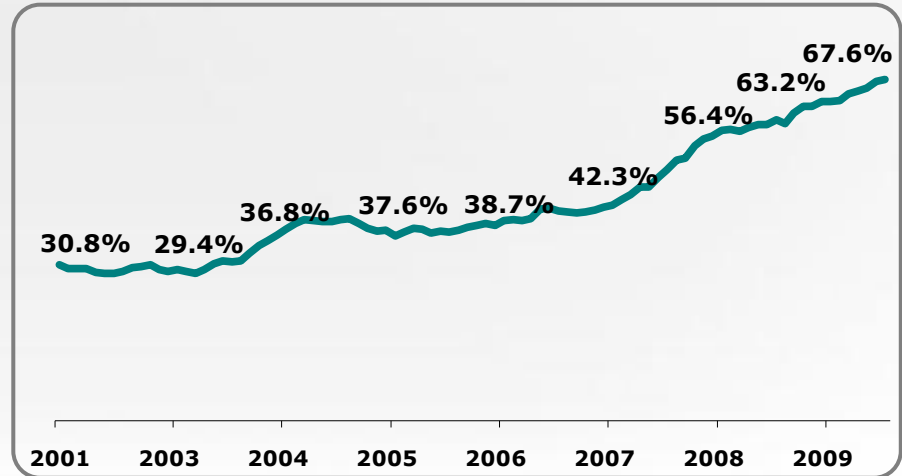
Average Daily Number of Trades (thousands)



Number of Investors (thousands)

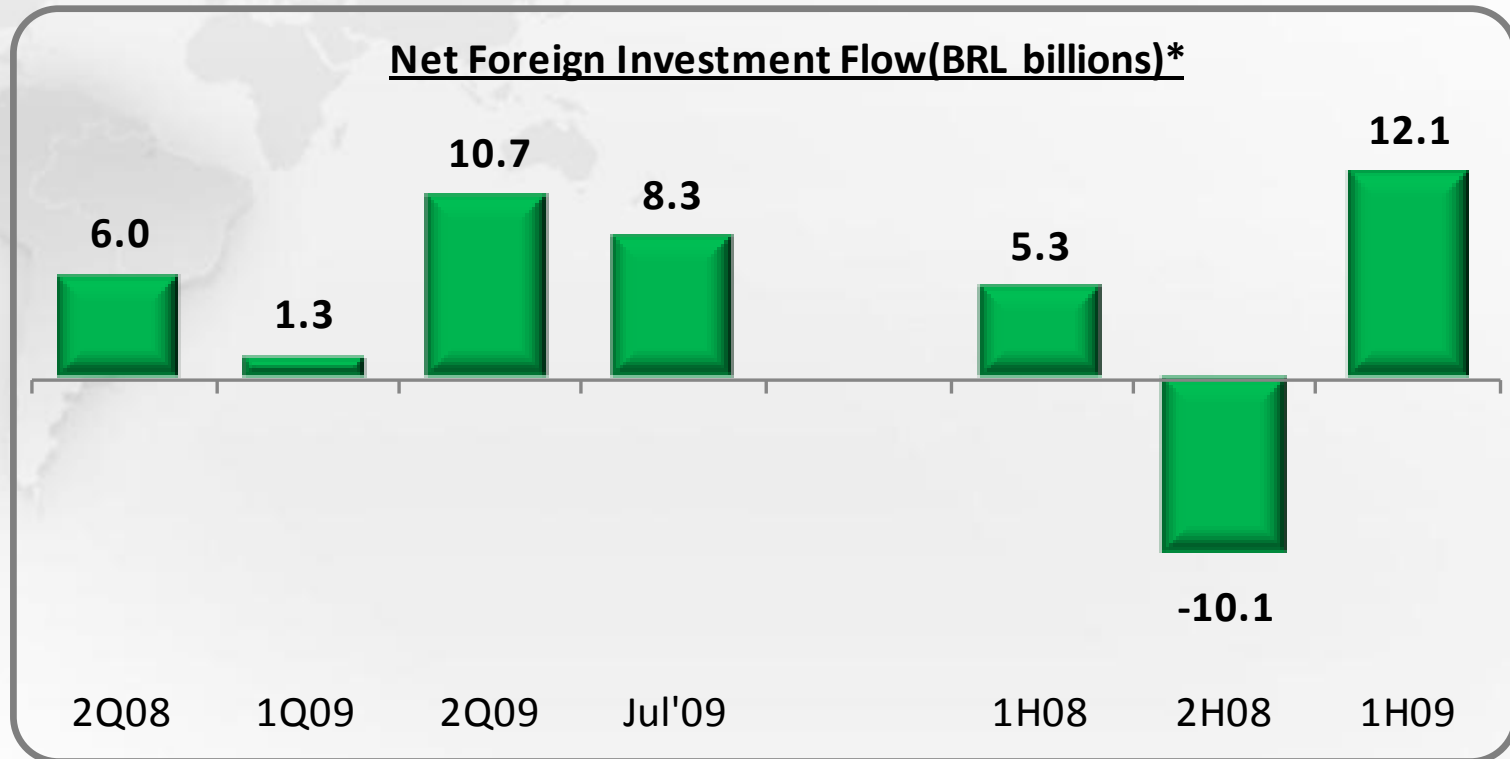


Turnover Velocity* (12 months)



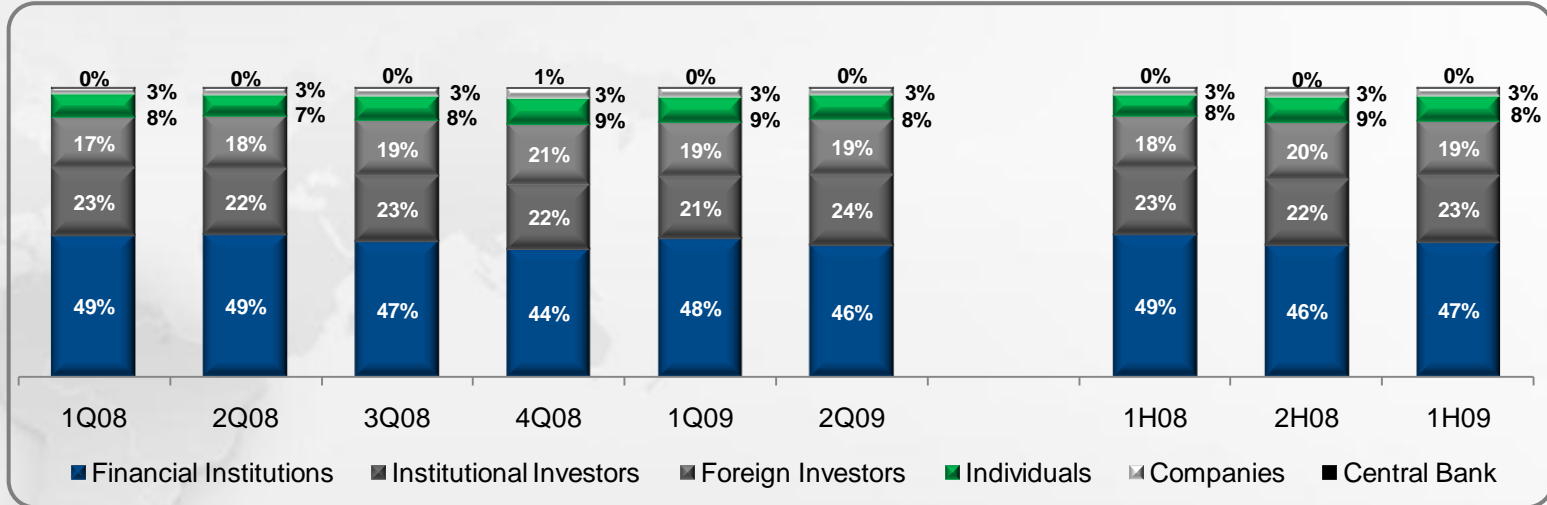
** Relation of the trading value in the cash market and the market cap of the listed companies in the exchange.

- The 2Q09 net foreign investment flow was BRL 10.7 billion, the best since the Brazil's Investment Grade (May'08)
- In Jul'09 the net foreign investment flow was BRL 8.3 billion, the best month since Apr'08, reflecting the investors' interesting on Brazilian Companies Follow-on.

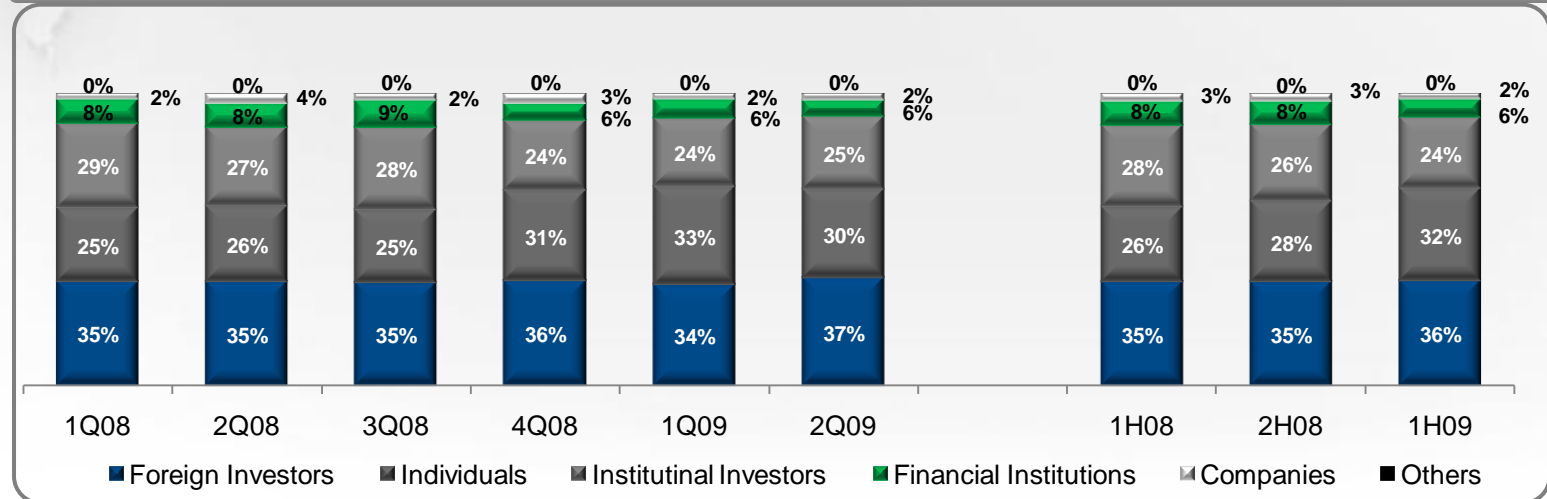


* Includes regular trades and public offerings

BM&F Segment (Investors' Participation in Total Volume)



Bovespa Segment (Investors' Participation in Total Value)





Rack (40Us)



Half Rack (20Us)

Structure where the equipment is installed
(switches and servers)

Co-location Service:

- **BM&F Segment – Jun'09**
- **BOVESPA Segment – Oct'09**

Contracting Modalities:

Brokerage House Co-location

- Only the broker can access the rack where its servers are installed

Investor Co-location

- Only the investor can access the rack where its servers are installed

Co-location

- Controlled access, continuous power and air conditioning supply, fire prevention and fire fighting system.

Security

- Biometric access control system, continuous image recording monitoring system and identification system ensure anonymity to participants

Smart hands

- Reception and devolution of equipment, installation and maintenance services



BM&F BOVESPA

The New Exchange

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