

# SCHEDULE 14A INFORMATION

## PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant  Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-12

**NYMEX HOLDINGS, INC.**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



**NYMEX**  
NEW YORK MERCANTILE EXCHANGE

## COMEX Deal Summary – Member Meeting

**October 2006**

### **ADDITIONAL INFORMATION AND WHERE TO FIND IT**

NYMEX has filed with the Securities and Exchange Commission a proxy statement in connection with the proposed transaction. The proxy statement has been mailed to the stockholders of NYMEX. **STOCKHOLDERS OF NYMEX ARE ADVISED TO READ THE PROXY STATEMENT, BECAUSE IT CONTAINS IMPORTANT INFORMATION.** Such proxy statement and other relevant documents may also be obtained, free of charge, on the Securities and Exchange Commission's website (<http://www.sec.gov>) or by contacting the Office of the Corporate Secretary located at NYMEX Holdings, Inc., One North End Avenue, Suite 1548, New York, New York 10282-1101, Attention: Donna Talamo.

### **PARTICIPANTS IN THE SOLICITATION**

NYMEX and certain persons may be deemed to be participants in the solicitation of proxies relating to the proposed transaction. The participants in such solicitation may include NYMEX's executive officers and directors. Further information regarding persons who may be deemed participants is available in NYMEX's proxy statement filed with the Securities and Exchange Commission in connection with the proposed transaction.

A registration statement relating to the securities to be sold in the offering has been filed with the SEC but has not yet become effective. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This presentation shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such state.

# Forward-looking Statements



## Safe Harbor Statement

Statements contained in this presentation that are not based on current or historical fact are forward-looking in nature. Such forward-looking statements are based on current plans, estimates and expectations and are made pursuant to the Private Securities Litigation Reform Act of 1995. Forward-looking statements are based on known and unknown risks, assumptions, uncertainties and other factors. The Company's actual results, performance, or achievements may differ materially from any future results, performance, or achievements expressed or implied by such forward-looking statements. The Company undertakes no obligation to publicly update or revise any forward-looking statement. For a discussion of some of the important factors that could cause the issuer's results to differ from those expressed in, and implied by, the following forward-looking statements, please refer to the S-1 relating to the COMEX transaction filed with the SEC, in particular, the "Risk Factors" section thereof.



**This presentation is a general summary of the terms and benefits of a deal with COMEX. It is not meant to solicit the votes of any COMEX members or relate to NYMEX's planned initial public offering in any way. We encourage you to read the definitive proxy statement relating to the COMEX transaction on file with the Securities and Exchange Commission for a more complete description of the terms of the deal**

## General Summary



- The rights of the COMEX Division members set forth in the 1994 merger agreement will be terminated
- In exchange, new rights will be established through the COMEX Transaction Agreement
- The owner of each COMEX Division membership will also receive 8,400 shares of common stock of NYMEX

# Rights and Protections - NYMEX



## NYMEX Rights\*

- NYMEX can list all COMEX contracts electronically:
  - Overnight
  - Side-by-side with floor trading
- NYMEX will have an unlimited right to make electronic trading privileges for COMEX products available to third-parties
- NYMEX may list all COMEX contracts on NYMEX ClearPort® clearing
- NYMEX may eliminate, suspend or restrict open outcry trading after FIVE YEARS

\* Please consult Proxy Statement for full listing of NYMEX and Comex Rights.

# Rights and Protections - COMEX



## COMEX Rights

### ■ Trading Right Protections

- Number of members limited to 772
- Open outcry trading of COMEX Core Products (gold, silver, copper) will not be eliminated, suspended or restricted and cannot change terms and conditions (without consent) for FIVE YEARS
- As long as open outcry exists, members will have exclusive right to trade COMEX Core Products via open outcry
- Before changing open outcry trading hours, NYMEX must consult with COMEX Governors Committee and COMEX members have the ability to petition and vote on change

# Rights and Protections – COMEX continued



## COMEX Rights

### Member Rate Protections

- **Core Products:**
  - During open outcry, member fees must be at least 50% lower than next tier
  - After open outcry, fees tied to NYMEX member/non-member fee ratio
  - For five years, cannot increase COMEX Core Product fees by any greater percentage than increase NYMEX Core Product fees
- **New Metals:**
  - For five years, member fees must be 50% lower than next highest tier of fees
  - After five years, no protection

### Physical Floor Space Protections

- NYMEX cannot reduce floor space for three years but in years 4 and 5, NYMEX can reduce floor space pursuant to a formula
- If open outcry exists after five years, must maintain current or comparable facility and provide reasonable financial support



# Metals Products at Initial Launch



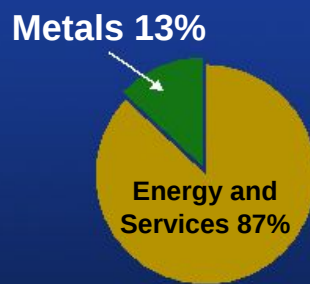
- Side by Side Electronic Trading of Full Size
  - Gold, Silver, Copper and Aluminum
- London Products
  - London Products – LME Look-alikes
  - Copper, Aluminum, and Zinc – in metric tonnes (financially settled)
- Asian Products
  - Gold, Platinum and Palladium – in Grams (financially settled)
- ½ size COMEX miNY's
  - Gold, Silver and Copper miNYs – (financially settled)
- NYMEX ClearPort Clearing for Metals
  - Focused set of initial products (5 to 7 products)



# COMEX Today (six months ended June 30 2006)



COMEX Revenues Represent Approximately 13% of  
NYMEX Holdings, Inc.'s Revenues



## Without the Deal...



### Without the COMEX deal:

- Are limited in ability to launch competitive products and other new metals products and have limited distribution
- Are limited from entering into meaningful alliances with other metals exchanges
- Uncertain ability to launch metals NYMEX ClearPort products
- Increased threat of loss of metals market share to competitors (we must list our metals on CME Globex to prevent that from happening)

# Reasons to Approve the Deal



Opportunity to regain market share and open interest



Reduce the risk of losing COMEX revenue



We can prevent other metals products from being listed on CME Globex



Opportunity to increase volume with the launch of side-by-side trading



Opportunity for future growth across NYMEX ClearPort and CME Globex



# Questions and Answers