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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
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FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2003

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM TO

-----  
NYMEX HOLDINGS, INC.

DELAWARE  
(STATE OF INCORPORATION)

333-30332  
(COMMISSION FILE NUMBER)

13-4098266  
(I.R.S. ID.)

ONE NORTH END AVENUE  
WORLD FINANCIAL CENTER  
NEW YORK, NEW YORK 10282-1101  
(212) 299-2000  
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SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:  
NONE

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:  
COMMON STOCK  
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Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2) Yes  No

The number of shares of NYMEX Holdings, Inc. capital stock outstanding as of February 27, 2004 was 816. The aggregate market value of NYMEX Holdings, Inc. capital stock held by stockholders of NYMEX Holdings, Inc., as of February 27, 2004 was \$1,295,400,000 based upon the average of the bid and ask price for a NYMEX Holdings, Inc. share as of February 27, 2004.

DOCUMENTS  
OF WHICH  
PORTIONS  
PARTS OF  
FORM 10-K  
INTO WHICH  
PORTION ARE  
INCORPORATED  
BY  
REFERENCE  
OF  
DOCUMENTS  
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- Proxy  
Statement  
for NYMEX  
Holdings'  
March 16,  
2004 III  
Annual  
Meeting of  
Stockholders

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## PART I

### ITEM 1. BUSINESS.

#### Forward-Looking Information -- Safe Harbor Statement

Certain information in this report (other than historical data and information) constitutes forward-looking statements regarding events and trends that may affect the Company's future operating results and financial position. The words "estimate," "expect," "intend" and "project," as well as other words or expressions of similar meaning, are intended to identify forward-looking statements. Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date of this annual report on Form 10-K. These statements are based on current expectations. Assumptions are inherently uncertain and are subject to risks that should be viewed with caution. Actual results and experience may differ materially from forward-looking statements as a result of many factors, including: changes in general economic and industry conditions in various markets in which the Company's contracts are traded, increased competitive activity, fluctuations in prices of the underlying commodities as well as for trading floor administrative expenses related to trading and clearing contracts, the ability to control costs and expenses, changes to legislation or regulations, protection and validity of our intellectual property rights and rights licensed from others, and other unanticipated events and conditions. It is not possible to foresee or identify all such factors. The Company assumes no obligation to update publicly any forward-looking statements.

#### Code of Ethics

The Company has adopted a code of ethics for its principal executive officer and senior financial officers. A copy of the Company's code of ethics is attached to this Annual Report on Form 10-K as Exhibit 14 and is also available on the Company's website at [www.nymex.com](http://www.nymex.com). The Company intends to post on its website material changes, or waivers from, its code of ethics, if any, within two days of any such event. As of March 4, 2004, there were no such changes or waivers.

#### Overview

Throughout this document NYMEX Holdings, Inc., will be referred to as "NYMEX Holdings" and, together with its subsidiaries, as the "Company." The two principal operating subsidiaries of NYMEX Holdings are New York Mercantile Exchange, Inc., ("NYMEX Exchange" or "NYMEX Division"), and Commodity Exchange Inc. ("COMEX" or "COMEX Division"), which is a wholly-owned subsidiary of NYMEX Exchange. Where appropriate, each division will be discussed separately and collectively will be discussed as the "Exchange."

Since its founding 132 years ago, the Exchange has evolved into a major provider of financial services to the energy and metals industries. A core component of the business is the revenue derived from the Exchange's trading facilities and from providing clearing and settlement services through its clearinghouse to a wide range of participants in these industries. A significant amount of revenue is also derived from the sale of market data. Based upon our 2003 volume of approximately 139 million contracts transacted and/or cleared on the Exchange, the Exchange is the largest physical commodity based futures exchange in the world and the third largest futures exchange in the United States. NYMEX Exchange is the largest exchange in the world for the trading of energy futures and options contracts, including contracts for crude oil, unleaded gasoline, heating oil and natural gas and is the largest exchange in North America for the trading of platinum group metals contracts. COMEX is the largest marketplace for gold and silver futures and options contracts, and is the largest exchange in North America for futures and options contracts for copper and aluminum. Participants in the Exchange's markets include a wide variety of customers involved in the production, consumption and trading of energy and metals products. Market participants use the Exchange for both hedging and speculative purposes.

The Exchange exists principally to provide facilities to buy, sell and clear commodities for future delivery under rules intended to protect the interests of all market participants. The Exchange itself does not own any commodities, trade futures and options contracts for its own account or otherwise engage in market activities.

The Exchange provides the physical facilities necessary to conduct an open outcry auction market and electronic trading systems and systems for the matching and clearing of all trades executed on the Exchange. Futures and options markets, such as the Exchange, facilitate price discovery and provide financial risk management instruments to a broad array of market participants including commercial entities that produce, consume, trade or have other interests in, underlying commodities. The Exchange believes that market participants choose to trade on centralized markets such as the Exchange because of the liquidity those markets help to provide and because those markets perform an important price discovery function by providing the prices at which each trade occurs. The liquidity that the Exchange and other centralized markets offer is achieved in large part because the traded contracts have standardized terms and the Exchange's clearinghouse helps mitigate counterparty performance risk.

## History

NYMEX Exchange's predecessor, the New York Mercantile Exchange, was established in 1872 as the Butter and Cheese Exchange of New York to provide an organized forum for the trading of dairy products. Within a few years, the egg trade became an important part of the business and the name of the Exchange was changed to the Butter, Cheese and Egg Exchange of the City of New York. In order to attract traders of groceries, dried fruits, canned goods and poultry, the name was changed to New York Mercantile Exchange in 1882.

Energy futures trading was first established with the introduction of the heating oil contract in 1978, the world's first successful energy futures contract. Between 1981 and 1996, contracts followed for gasoline, crude oil, natural gas, propane, and electricity. The platinum futures contract is the world's longest continuously traded precious metals futures contract and was the first industrial commodity traded on the NYMEX Division. It is considered one of the world's most valuable industrial metals. Palladium futures, the only domestically exchange-traded instrument for that metal, were launched in 1968.

COMEX was founded in 1933 from the combination of four futures markets; the National Metal Exchange, the Rubber Exchange of New York, the National Raw Silk Exchange, and the New York Hide Exchange. It initially traded six commodities: copper, hides, rubber, silk, silver and tin. In August 1994, with the acquisition of COMEX, the Exchange enhanced its status as the world's largest physical commodity futures exchange.

On November 17, 2000, the New York Mercantile Exchange converted from a New York not-for-profit membership association into a Delaware for-profit stock corporation and became a subsidiary of NYMEX Holdings, Inc., a Delaware corporation, as a result of a merger. In the transaction, each NYMEX Division membership was converted into one Class A membership in NYMEX Exchange and one share of common stock of NYMEX Holdings. NYMEX Holdings holds the sole outstanding Class B membership in NYMEX Exchange.

The Company's principal offices are located at One North End Avenue, World Financial Center, New York, NY 10282. Its telephone number is (212) 299-2000.

## Strategy

In general, the more liquidity a commodities market offers, the more attractive it is to market users. Conversely, if liquidity declines, a market becomes less attractive. Market participants generally view liquidity as having two elements -- trading volume and open interest. The Company believes that its continued and future success will be based upon its ability to strengthen its existing assets, including the Company's product line and clearinghouse, and to provide a technological infrastructure that offers efficient technology for market participants which can accommodate future growth of the Company. In doing so, the Company believes that it will position itself to ensure its ability to offer trading volume and open interest and thereby ensure continued liquidity to market participants. During the past year, the Company has continued these efforts and has undertaken several initiatives that it believes make significant strides in attempting to achieve these goals.

**Product Line:** The Company has had continued success in maintaining its position as a premier marketplace for the trading of energy and metals futures and options contracts. The underlying marketplace, however, particularly in the energy world, has undergone fundamental changes after the collapse of Enron and the continuing financial weakness in the merchant energy sector.

In order to respond to these fundamental shifts, the Company has focused on developing new products that provide an array of relevant products and risk management tools to the energy industry. In 2002, the Company launched an initiative that was originally called the over-the-counter ("OTC") clearing initiative, which is now provided as the service entitled NYMEX ClearPort(SM) Clearing. This initiative, among other things, was intended to alleviate some of the credit issues in the marketplace by use of the clearinghouse and to offer market participants the advantages of reduced costs by offsetting positions. In 2002, the Company introduced 57 products for clearing only and for clearing and trading, including electricity, natural gas basis and crude oil swaps futures, based on commonly traded OTC instruments. In 2003, additional products were added to the system, and as of December 12, 2003, open interest in the NYMEX ClearPort(SM) slate of products exceeded one million contracts.

The Company also believes that there are strategic benefits to be gained by providing ancillary services to energy and metals industry participants in order to provide a full complement of services to these industries. In 2002, the Company commenced a service called NYMEX ClearPort(SM) Confirmations, a confirmation service designed to be used by OTC market participants. While the Company discontinued this service in 2003, the Company continues to review other possible ancillary services that may be provided to the energy and metals industries and anticipates developing and providing additional services.

**Product Reputation and Integrity:** As noted above, the Company believes that one of the keys to its future success relates to its financial strength and the strength of its clearinghouse. In 2003, the Company took certain steps to strengthen its clearing mechanism. In May 2003, the Company eliminated separate guaranty funds for the NYMEX and COMEX Divisions and created a single guaranty fund along with rules that increase the responsibility of clearing members for a default on either division. In addition, as an additional safeguard, the Company procured default insurance to cover financial loss beyond its available guaranty fund resources. Finally, the Company is exploring the possibility of implementing a liquidity facility to increase the Company's flexibility with respect to short-term availability of funds in the event of a clearing member default.

As part of these efforts, the Company sought and received a credit rating from Standard & Poor's Ratings Services which resulted in a long term AA+/short term A-1+ counterparty credit rating.

**Product Distribution:** As part of its ongoing strategy, the Company also undertook several measures that are intended to expand the customer base of the marketplace by broadening access to its markets. The Company believes that certain ways in which the product base can be enriched is to provide for a broader distribution network for products as well as providing products which attract an expanded class of investors other than those who have traditionally used the Company's markets.

The Company has also looked towards use of its electronic trading systems to expand customer access to its markets. The Company continued to expand customer access to its NYMEX ACCESS(R) electronic trading system in accordance with the Company's decision to eliminate previous restrictions on users of the system. During the year 2003, the number of users on the system increased to approximately 1,800. In addition, as further discussed below, the Company phased in the use of a new trade matching system that is designed to facilitate ease of access into the markets by permitting customer proprietary or third-party software to be connected to the Company's systems by means of an application programming interface ("API").

The Company has also endeavored to implement this strategy by means of certain domestic and international alliances. For example, in 2002, the Company commenced an alliance with the Chicago Mercantile Exchange ("CME") and offered newly created smaller sized versions of NYMEX Exchange crude oil and natural gas futures contracts ("e-miNY(SM)") for trading on the CME's GLOBEX(R) electronic trading platform and clearing through the Company's clearinghouse. This product is intended to provide not only another risk management tool to energy participants, but it is hoped that such a product will attract more

public non-commercial customers to the Company's marketplace while leveraging the GLOBEX(R) system's distribution system.

The Company also attempts to internationalize its customer base, in large part by undertaking a marketing effort to introduce risk management analysis and techniques to potential customers abroad. Toward achieving that end, the Company originally placed NYMEX ACCESS(R) terminals (now replaced by internet-based NYMEX ACCESS(R)) in various physical commodity trading centers, including the United Kingdom and in Australia (through a linkage with the Sydney Futures Exchange). The Company continues to implement this strategy by ensuring that its new initiatives, including NYMEX ClearPort(SM), have similar international distribution and has received approval for that system in additional jurisdictions including, among other locations, Switzerland and Hong Kong.

Technology: The Company has both enhanced and improved its technology to facilitate increased efficiency and to enhance its competitive posture. In 2003, the Company has developed and continued to refine trade-matching technology that it believes can provide the flexibility required to support these expanded business needs. In the first quarter of 2003, the Company launched the NYMEX ClearPort(SM) Trading system. The Company continues to upgrade the system to support the specific functional needs of its customers. At this point, assuming that the system continues to provide the anticipated reliability, functionality, flexibility and scalability, it is anticipated that NYMEX ClearPort(SM) Trading will over time become the mechanism through which all electronic trading on the Exchange will be conducted.

The Company has also taken a number of steps with respect to its technological infrastructure to improve the operational efficiency of the Company and its customers. These steps have included measures intended to create a common hardware and operating environment for the Company's systems. Thus, the Company hopes to combine its expertise and leadership as an exchange with state-of-the-art technology in order to provide users with a comprehensive system in commodity risk management.

#### Principal Products

##### NYMEX Division

NYMEX Exchange is the leading commodity exchange for trading energy futures and options contracts, including contracts for crude oil, heating oil, unleaded gasoline, propane, electricity and natural gas and is a leading exchange for trading platinum group metals futures and options, including contracts for platinum and palladium.

The following tables set forth the annual volumes and year end open interest for futures and options products traded and cleared on the NYMEX Division. Volumes are expressed as "round turn" trades, which are matched buys and sells of the underlying contracts. Open interest represents the number of contracts at December 31, for which clearing members and their customers are obligated to the Exchange and are required to make or take future delivery of the physical commodity (or in certain cases be cash settled), or close out the position with an offsetting sale or purchase prior to contract expiration. Options open interest represents unexpired, unexercised option contracts.

NYMEX DIVISION CONTRACTS TRADED AND CLEARED  
FOR THE YEARS ENDED DECEMBER 31,  
(IN THOUSANDS)

2003 2002 2001 2000  
1999 -----  
-----  
-----

-----  
FUTURES OPTIONS  
FUTURES OPTIONS  
FUTURES OPTIONS  
FUTURES OPTIONS  
FUTURES OPTIONS ----  
-----  
-----

-----  
Light sweet crude  
oil.....  
45,437 10,237 45,679  
11,461 37,531 7,726  
36,883 7,460 37,860  
8,162 Henry Hub  
natural  
gas.....  
19,037 8,742 24,358  
10,966 16,468 5,974  
17,875 5,336 19,165  
3,849 N.Y. heating  
oil.... 11,582 669  
10,695 602 9,264 705  
9,631 1,386 9,201  
696 N.Y. Harbor  
unleaded  
gasoline.....  
11,172 616 10,980  
722 9,224 1,040  
8,645 1,012 8,701  
600

Other.....  
916 251 557 117 294  
31 427 66 842 114 --  
-----  
-----

-----  
Total.....  
88,144 20,515 92,269  
23,868 72,781 15,476  
73,461 15,260 75,769  
13,421 =====  
===== =====  
===== =====  
===== =====

NYMEX DIVISION CONTRACTS OPEN INTEREST  
AT DECEMBER 31,  
(IN THOUSANDS)

2003 2002 2001 2000  
1999 -----  
-----  
-----

-----  
FUTURES OPTIONS  
FUTURES OPTIONS  
FUTURES OPTIONS  
FUTURES OPTIONS  
FUTURES OPTIONS ----  
-----  
-----

-----  
Light sweet crude  
oil.....  
600 733 581 1,167  
419 692 408 533 502  
557 Henry Hub  
natural



gas.....			
318 740 380 987 404			
766 353 514 247 370			
N.Y. heating oil....			
138 56 166 71 150 66			
125 148 135 58 N.Y.			
Harbor unleaded			
gasoline.....			
108 21 115 48 121 35			
90 39 90 46			
Other.....			
34 20 12 17 9 2 11 6			
21 7 -----			
-----			
-----			
Total.....			
1,198 1,570 1,254			
2,290 1,103 1,561			
987 1,240 995 1,038			
=====			
=====			
====			

COMEX Division

The COMEX Division provides futures and options trading of precious metals including gold and silver, as well as base metals including copper and aluminum contracts. The Company's gold and silver futures and options contracts are the world's principal exchange-traded instruments for these commodities.

The following tables set forth annual volumes and year-end open interest for futures and options contracts traded and cleared on the COMEX Division.

COMEX DIVISION CONTRACTS TRADED AND CLEARED  
FOR THE YEARS ENDED DECEMBER 31,  
(IN THOUSANDS)

2003 2002 2001 2000			
1999 -----			
-----			
-----			

FUTURES OPTIONS			
FUTURES OPTIONS			
FUTURES OPTIONS			
FUTURES OPTIONS			
FUTURES OPTIONS ----			
-----			
-----			
-----			

Gold.....			
12,236 4,310 9,018			
1,949 6,785 1,975			
6,643 2,084 9,576			
2,816			

Silver.....			
4,111 560 3,136 535			
2,569 483 3,117 579			
4,158 726 High grade			
copper... 3,089 47			
2,807 33 2,857 51			
2,778 65 2,853 161			

Other.....			
107 3 74 -- 48 -- 88			
-- 59 -----			
-----			
-----			

Total.....			
19,543 4,920 15,035			
2,517 12,259 2,509			
12,626 2,728 16,646			
3,703 =====			
=====			
=====			
=====			

COMEX DIVISION CONTRACTS OPEN INTEREST  
AT DECEMBER 31,  
(IN THOUSANDS)

	2003	2002	2001	2000
1999	-----	-----	-----	-----
	-----	-----	-----	-----
	-----	-----	-----	-----
	-----	-----	-----	-----
FUTURES	-----	-----	-----	-----
OPTIONS	-----	-----	-----	-----
FUTURES	-----	-----	-----	-----
OPTIONS	-----	-----	-----	-----
FUTURES	-----	-----	-----	-----
OPTIONS	-----	-----	-----	-----
FUTURES	-----	-----	-----	-----
OPTIONS	-----	-----	-----	-----
Gold	279	621	207	213
	202	111	303	156
				630
Silver	102	61	81	48
	72	62	76	64
High grade copper	11	80	3	74
				11
				70
				5
Other	9	--	9	--
	2	--	3	--
				3
				--
Total	478	693	377	264
	282	256	370	306
	===	===	===	===
	===	===	===	===

NYMEX ClearPort(SM) Clearing

NYMEX ClearPort(SM) Clearing provides for the clearing, through the Company's clearinghouse, of off-exchange futures trades executed in the OTC market. The following tables set forth futures contract clearing volumes and year end open interest for NYMEX ClearPort(SM) Clearing since its launch in the second quarter of 2002.

NYMEX CLEARPORT(SM) CLEARING CONTRACTS CLEARED  
FOR THE YEARS ENDED DECEMBER 31,  
(IN THOUSANDS)

	2003	2002	-----	-----	Natural
gas					5,641
		527			
Electricity					
		255	7	Petroleum	
products					106
Coal					--
		2	--	-----	---
Total	6,004	534	=====	===	

NYMEX CLEARPORT(SM) CLEARING OPEN INTEREST  
AT DECEMBER 31,  
(IN THOUSANDS)

	2003	2002	-----	-----	Natural
gas					956
		287			
Electricity					
		41	5	Petroleum	
products					30
Coal					--
		1	--	-----	---
Total	1,028	292	=====	===	

The Company is constantly seeking ways to provide additional products and innovative risk management tools to the marketplace and to expand its franchise in the energy and metals marketplace.

## Product Distribution

The Company provides the physical facilities necessary to conduct an open outcry auction market, electronic trading systems and systems for the matching and clearing of all trades executed on the Exchange.

## Open Outcry Trading

Open outcry trading takes place at the Company's state-of-the-art facility located at One North End Avenue. Trading is conducted on trading floors, one for each division of the Exchange. Open outcry trading represented approximately 92% of total futures and options contract volume executed and/or cleared on the Exchange in 2003.

## Electronic Trading and Clearing

The Company provides innovative, state-of-the-art trading systems and facilities to enable it to serve efficiently its customers. To support its expanding international business and product base, the Company has made sizable investments to create and to maintain a global electronic trading platform.

### Electronic Trading -- NYMEX ACCESS(R)

The Exchange launched its NYMEX ACCESS(R) electronic trading system in June 1993. NYMEX ACCESS(R) permits the trading of futures contracts on crude oil, heating oil, unleaded gasoline, natural gas, platinum, gold, silver, copper, aluminum, propane and palladium. The system was originally active solely when NYMEX Exchange's trading floor was closed; however, the Exchange expanded the use of the system to enable both day and nighttime trading of certain products. As of December 31, 2003, approximately 1,800 users were enabled to trade over the system.

Trading on NYMEX ACCESS(R) achieved a record volume level during 2003 of approximately 5.8 million contracts, which accounted for 4% of the Exchange's total trading and clearing volume. Volume on NYMEX ACCESS(R) has rapidly grown, increasing 20% in 2003, 88% in 2002, and 25% in 2001. A new upgraded version of NYMEX ACCESS(R), using a browser-based interface, was launched in September 2001. The new system retains the transaction matching speed of its predecessor while expanding capacity, and is less costly to operate than the previous version of the system as it is delivered through the internet and no longer requires dedicated telecommunications equipment. Due to the lessening of these constraints, the new version of the system has enabled easier access by a broader customer base.

### Electronic Trading and Trade Clearing -- NYMEX ClearPort(SM)

In 2002, the Company developed the NYMEX ClearPort(SM) initiative, which is designed to provide an array of services beyond those provided by open outcry trading. There are two major components of this initiative at this time. NYMEX ClearPort(SM) Trading provides a trade execution system for certain energy futures products which are based on commonly-traded OTC instruments. The system was launched in January 2003. The Company anticipates that, assuming the system provides the anticipated reliability, flexibility and scalability, NYMEX ClearPort(SM) Trading will become the mechanism through which all electronic trading on the Exchange will be conducted. NYMEX ClearPort(SM) Clearing is the mechanism by which individually negotiated off-exchange trades are submitted to the Exchange for clearing for specified products. This includes clearing for the products that are part of the OTC clearing initiative launched in May 2002 as well as the interface used to submit Exchange of Futures for Physical ("EFP") and Exchange of Futures for Swaps ("EFS") transactions for energy futures traded as part of NYMEX ClearPort(SM) Trading and a limited number of NYMEX ACCESS(R) products. During 2003, NYMEX ClearPort(SM) Clearing volume represented approximately 4% of total contracts traded and cleared.

## Alliances

Chicago Mercantile Exchange: In May 2002, The Company executed an agreement with the CME to offer newly created smaller sized versions of crude oil and natural gas futures contracts ("e-miNY(SM)") for trading on the CME's GLOBEX(R) electronic trading platform and clearing through the Company's clearinghouse. The Exchange has developed a smaller sized version of the platinum futures contract and anticipates launching these products in 2004. The agreement also provides for the possibility of development of additional metals and energy-based products. These products are intended to provide not only additional risk management tools to market participants with the anticipation that such products will attract more public non-

commercial customers to the Company's marketplace while leveraging the GLOBEX(R) system's distribution system. In addition, the Company and CME offer a cross-margining program based upon the Company's energy products and the CME's Goldman Sachs Commodity Index futures product.

**Sydney Futures Exchange Limited:** In 1995, the Company entered into an agreement with the Sydney Futures Exchange Limited ("SFE") whereby SFE members were provided with a link to NYMEX Division products on NYMEX ACCESS(R) through the SFE's SYCOM(R) after hours electronic trading system (now replaced by internet-based NYMEX ACCESS(R)). This linkage was expanded to include certain COMEX Division products in 1996. Pursuant to recent changes in Australian law, NYMEX is required to obtain an Australian Market Operators license by March 2004. NYMEX is in the process of pursuing such a license. In the event NYMEX is unable to receive a license or a temporary exemption, the linkage shall cease.

**Singapore Exchange Derivatives Trading Limited:** In 1999, the Company entered into an agreement with the Singapore Exchange Derivatives Trading Limited for the placement of NYMEX ACCESS(R) terminals in Singapore, one of Asia's primary oil trading centers. This linkage received regulatory approval in 2000. The Company is currently seeking to modify its arrangement in Singapore to include the internet-based NYMEX ACCESS(R).

**Tokyo Commodity Exchange:** In 2003, the Company entered into a memorandum of understanding with the Tokyo Commodity Exchange to explore mutual areas of cooperation, including the cross-listing of contracts on each others electronic trading systems and related assistance in procuring approval from the relevant regulators. The Company anticipates that the arrangement will be finalized in the first quarter of 2004.

#### Clearinghouse Function

The Exchange serves a clearinghouse function, standing as a financial intermediary on every open futures and option transaction cleared. Specifically, through its clearinghouses, the Exchange guarantees financial performance of obligations owed to buyers and sellers. As such, in the case of a customer or clearing member financial default, to the extent that funds are not otherwise available to the Exchange to satisfy the obligations under the applicable contract, the Exchange may be required to perform the financial obligations.

NYMEX Division and COMEX Division contracts are cleared through the clearinghouse department within NYMEX Exchange. Prior to May 2003, COMEX Division contracts were cleared through a wholly-owned subsidiary of COMEX, the COMEX Clearing Association, Inc. ("CCA"). In May 2003, the COMEX Division and NYMEX Division clearing operations were consolidated into the NYMEX Division clearinghouse. This consolidation included the transferring of the CCA guaranty fund into a single consolidated Exchange guaranty fund and all of CCA's rights, duties and responsibilities were transferred to NYMEX Exchange.

As such, NYMEX Exchange provides the operational infrastructure to allow position matching, reporting and margining for each of NYMEX Division's and COMEX Division's contracts. This structure permits parties to trade with one another without individual credit determinations or counterparty credit risk, allows for the daily flow of marked-to-market variation margin payments and allows the Exchange to look to the financial strength of its clearing members.

As a safeguard to ensure proper settlement of contracts, each clearing member is required to maintain a security deposit, in the form of cash or U.S. treasury securities, ranging from \$100,000 to \$2.0 million per division, depending upon such clearing member's capital, in a fund known as a guaranty fund. The guaranty fund contained approximately \$154.6 million in cash and U.S. treasury securities as of December 31, 2003. The guaranty fund is controlled by NYMEX and may be used to cover the financial defaults of a clearing member on either or both divisions; these amounts on deposit in the guaranty funds, however, are not the property of the Company and are not available to pay debt service. During 2003, the Company obtained a \$100 million default insurance policy. This insurance coverage is available to the Company in the event that a default in excess of \$130 million occurs which depletes the available guaranty fund and defaulting member clearing deposits.

The Exchange, as a self-regulatory organization, has instituted detailed risk-management policies and procedures to guard against default risk with respect to contracts traded on the Exchange. In order to guard against default risk with respect to contracts traded on the Exchange, NYMEX Exchange has instituted detailed risk management policies and procedures. In order to manage the risk of financial non-performance, the Exchange (1) has established minimum capital requirements for clearing members; (2) limits the number of net open contracts that can be held by any clearing member, based upon that clearing member's capital; (3) requires clearing members to post original margin collateral for all open positions, and to collect original margin from their customers; (4) pays and collects variation margin on a marked-to-market basis at least twice daily; (5) requires clearing members to collect variation margin from their customers; (6) requires deposits to the guaranty fund from clearing members which would be available to cover financial non-performance; and (7) has broad assessment authority to recoup financial losses. The Exchange also has extensive surveillance and compliance operations and procedures to monitor and enforce compliance with rules pertaining to the trading, position sizes, delivery obligations and financial condition of members.

As part of the Exchange's powers and procedures designed to backstop contract obligations in the event of a default, the Exchange may levy assessments on any of its clearing members if there are insufficient funds available to cover a deficit. The maximum assessment on each clearing member is the lesser of \$30 million and 40% of such clearing member's capital.

Despite the Exchange's authority to levy assessments or impose fees, there can be no assurance that the relevant members will have the financial resources available to pay, or will not choose to be expelled from membership rather than pay, any dues, fees or assessments. The Exchange believes that assessment liabilities of a member arising prior to expulsion are contractual in nature and, accordingly, survive expulsion. In addition, the Exchange would have recourse to such member and the proceeds from the Exchange's sale of such member's seat to apply towards any outstanding obligations to the Exchange of such member.

Moreover, despite the risk mitigation techniques adopted by, and the other powers and procedures implemented by the Exchange, which are designed to, among other things, minimize the potential risks associated with the occurrence of contract defaults on the Exchange, there can be no assurance that these powers and procedures will prevent contract defaults or will otherwise function to preserve the liquidity of the Exchange.

The Exchange conducts clearing through its Clearing 21(R) system. This system, a highly flexible clearing system, developed jointly with the Chicago Mercantile Exchange, was rolled out in 1999 and is expected to support any anticipated growth in volume or business expansion for the subsequent five to ten years. The Clearing 21(R) system was upgraded in the fall of 2001 to permit clearing member access via the internet, as well as to accommodate an enhanced product base, including the clearing of OTC contracts. The system enables the Exchange to perform functions relating to: banking, settlement, asset management, delivery management, position management and margins.

The Exchange has an excellent risk management track record. No significant clearing member default has occurred since 1985. The 1985 default was at the CCA prior to the COMEX acquisition, and was promptly resolved. NYMEX Exchange's clearing function enables the Company to guarantee the financial performance of all contracts traded and/or cleared on NYMEX Exchange or COMEX Division.

#### Market Data

The Company sells proprietary real-time and delayed market data relating to prices of contracts traded on the Exchange to third parties. The data is distributed to customers through information vendors. Fees from customers are collected by these vendors and remitted to the Exchange. These information vendors include Reuters, Bloomberg, Thompson and DTN, who distribute the data to sub-vendors and subscribers that receive real-time and delayed data. Market data fees contributed 17%, 18%, and 24% of the Company's total consolidated revenues for the years ended December 31, 2003, 2002 and 2001, respectively.

## Competitive Environment

According to information provided by the Futures Industry Association ("FIA") for the year 2003, the Exchange is the largest physical commodity-based futures exchange in the world and the third largest futures exchange in the United States. The marketplace for the Exchange's contracts exists both in the physical format of open outcry ring trading on the trading floor facilities, and electronically through NYMEX ACCESS(R) and the NYMEX ClearPort(SM) system, which was introduced in January 2003.

The Exchange encounters competition in all aspects of its business and competes directly with other exchanges, both domestic and foreign, and OTC entities, some having substantially greater capital and resources and offering a wider range of products and services than does NYMEX. The Exchange believes that the principal factors affecting competition involve the integrity of the marketplace provided by the Exchange, the relative prices of services and products it offers, its substantial liquidity base, its worldwide brand recognition and the quality of its clearing and execution technology and services.

The Company faces the threat of competition from the activities of foreign and emerging exchanges or unregulated exchange-equivalents in the United States. Exchanges designated as "contract markets" or "derivatives transaction execution facilities" can compete with the Exchange in offering market trading of futures and options contracts in both of these formats. In this regard, the Commodity Futures Modernization Act ("CFMA"), enacted in 2000, has created additional opportunities for new competitors to provide trading facilities resulting in an expansion in the number of designated contract markets since the implementation of the CFMA. According to the CFTC, seven new contract market designations have been approved since the implementation of the CFMA. For example, in February 2004, the CFTC approved the designation of the U.S. Futures Exchange, L.L.C., a subsidiary of Eurex Frankfurt AG which operates Eurex Deutschland, a large futures exchange based in Frankfurt, Germany. While this exchange does not directly compete with the Company, this exchange as well as any other new entrant could potentially compete with the Company's markets.

Moreover, the CFMA increased the ability of competitors to offer unregulated competing products that are financially-equivalent to futures contracts. For instance, the IntercontinentalExchange, Inc., an electronic trading system for various OTC energy products, was created by several large merchant energy and energy companies and currently operates as an "exempt commercial market" under the CFMA. This company is engaged in the trading of several energy instruments which are financially equivalent to those traded on the Exchange. OTC trading of contracts similar to those traded and/or cleared on the Exchange, such as swaps, forward contracts and NYMEX "look-alike" contracts, in which parties directly negotiate the terms of their contracts, represents a significant source of potential competition for the Exchange and could be a significant factor affecting the Exchange's trading volumes and operating revenues if market participants perceive OTC products and exchange-traded futures and options as competing alternatives as opposed to complementary risk management tools.

The CFMA also expanded the ability of companies to engage in the business of clearing OTC instruments, which previously was not expressly permitted by statute. One of the advantages of a regulated cleared futures instrument versus an OTC instrument is that the existence of a clearinghouse mitigates potential counterparty credit risk in the OTC markets. As such, to the extent that companies are able to enter the business of the clearing of OTC instruments, this may represent a source of competition to the Exchange and could be a significant factor affecting the Exchange's trading volumes and operating revenues. The NYMEX ClearPort(SM) Clearing initiative is the Exchange's effort to enter into this type of business. There are other companies, such as the Guaranty Clearing Corporation, a subsidiary of the Clearing Corporation (formerly the Board of Trade Clearing Corporation), and EnergyClear, which have also commenced operations. The London Clearing House (now known as LCH.Clearnet Limited) has also been registered as a Designated Clearing Organization with the CFTC and has established a clearing arrangement in both the U.S. and the U.K. with the IntercontinentalExchange, Inc.

Volume on foreign futures and options exchanges is growing as the benefits of risk management through futures and options trading become more appreciated throughout the world and risk management techniques are adopted to meet the needs of local economies. This growing global awareness has not only aided the

growth of foreign exchanges but has, to a certain extent, also benefited NYMEX as non-U.S. enterprises become NYMEX members and customers of other NYMEX members. Under present competitive conditions, NYMEX believes that increasingly liquid foreign markets generally have not taken material volume away from NYMEX since volumes on NYMEX continue to grow. At present, the most active and fastest growing futures and options products listed on foreign exchanges (e.g., Korean and European stock indices; Euro-based and Mexican fixed income products) have not competed with the most active and fastest growing NYMEX products. Nevertheless, such foreign futures and options exchanges may in fact have taken some volume, and may in the future take volume, away from NYMEX.

In the past year, there has been significant consolidation in the provision of clearing services. In 2003, the CME and the Chicago Board of Trade ("CBT") announced a common clearing link whereby the CME would provide clearing and settlement services for all CBT products. This linkage became fully operational in January 2004. The CME has estimated that it would be clearing approximately 85% of all U.S. futures and futures option volume. In December 2003, the London Clearing House and Clearnet, two significant European clearinghouses, completed a merger to form the LCH.Clearnet Group. To the extent that other entities are able to provide clearing on products which compete with the Company's products and are able to provide benefits to market users from such consolidations, this may represent a source of competition to the Exchange and could be a significant factor affecting trading volumes and operating revenues.

The Exchange, like other commodity and financial exchanges, is directly affected by such factors as national and international economic and political conditions, broad trends in business and finance, legislation and regulations affecting the national and international financial and business communities (including taxes), currency values, the level and volatility of interest rates, fluctuation in the volume, volatility and price levels in the commodities markets and the perception of stability in the commodities and financial markets. These and other factors can affect the Exchange's volume of trading and the stability and liquidity of the commodities markets. A reduced volume of commodity transactions and reduced market liquidity would result in lower revenues for the Company from transaction and clearing fees. In periods of reduced transactions, the Company's profitability would also likely be adversely affected because certain of its expenses are relatively fixed.

#### Intellectual Property

The Company reviews on an ongoing basis the proprietary elements of its business to determine what intellectual property protections are available for these elements. The Company seeks to protect proprietary elements by relying upon the protections afforded by trademark, service mark, copyright, patent and other legal rights and remedies on both a domestic and an international scale. In addition, some of our products are dependent upon licensing of these rights from third parties. For instance, with respect to certain of the products traded and/or cleared on the NYMEX ClearPort(SM) system, the Company has entered into license agreements with Platts and Intelligence Press.

#### Business Continuity Planning

As with all other financial institutions, the Company continues to strengthen and upgrade its disaster recovery facilities and capabilities. Some of the steps taken by the Company to achieve this goal are as follows:

##### Regulatory

There currently is limited regulatory oversight or regulations imposed upon exchanges with respect to business continuity planning or disaster recovery in the futures industry. However, the Company looks to other regulatory bodies in the equities and bond markets, and has evaluated the various proposals and white papers submitted by industry and government agencies, as well as our own industry for direction and best practices trends.

The Company continually looks to improve its system of business continuity planning by making sure our partners, members and vendors have considered and implemented business continuity planning as well. This



will enable the Company to maximize its ability to continue operations in the face of adverse conditions. The Company intends to be a leader in developing industry best practices for business continuity.

#### Systems and Facilities

In the past year, the Company's business continuity and disaster recovery facilities have been consolidated into one facility for potential use during an emergency in addition to the One North End Avenue facility. In April 2003, the Company fully migrated into a new back-up trading facility located on a separate power, water, and telecommunications grid. This alternative facility serves as a back-up trading floor, is fully equipped for trading and has an emergency operations center. This new back-up trading floor and data center is located outside of the primary facility's transportation infrastructure. Linking the data centers is high capacity fiber connectivity, allowing fully synchronous communications between main and back-up systems. The Company has also instituted on an annual basis a mock disaster scenario drill to test the efficiency of its business continuity planning.

#### Planning

The Company's current plan provides enterprise-wide business continuity planning that includes all business units, Exchange staff, and member staff. The Company has purchased a complex planning and incident management system and hired a Business Continuity professional to manage the Program. This planning has moved forward enabling the Exchange to build a comprehensive Business Continuity Plan. This planning includes conducting a full Risk Analysis and Business Impact Analysis in order to identify areas of opportunity for preventative measures as well as identify important business functions and prioritize them accordingly. Additionally, the Company is establishing relationships with local business community, law enforcement, and local and regional government emergency agencies to help plan appropriately as well as to provide information sources during a potential crisis.

#### Recent Developments

On February 10, 2004, the CFTC issued an order which enables the Exchange to expand the products offered solely for clearing utilizing NYMEX ClearPort(SM) Clearing to include certain options contracts. These options contracts include the average price options on crude oil, heating oil, gasoline, and natural gas which are currently traded via open outcry, as well as cash-settled, European exercise versions of the Exchange's current energy options contracts. It is anticipated that the Exchange will list these products in the first quarter of 2004.

On February 12, 2004, the Company announced that it established additional retail customer protections supported by a commitment of at least \$10 million available at all times to promptly reimburse retail customers in the event that their clearing member defaults as a result of a default by another customer and margin funds from the retail customer's account are used to address the default. Retail customers are defined as those who do not otherwise qualify as an "eligible contract participant" under the requirements of the Commodity Exchange Act, and are not floor traders or floor brokers on the Exchange or family members of an Exchange floor trader or floor broker who maintain an account at the same clearing firm.

On February 17, 2004, the Company announced that it had signed a Memorandum of Understanding ("MOU") with the Dubai Development and Investment Authority ("DDIA") to jointly explore the development of the Dubai Mercantile Exchange ("DME"), the first commodity futures exchange in that region. The DME is expected to be structured as a traditional exchange with a trading floor and clearinghouse. The project envisions the establishment of a training institution for empowering the region's talented youth to operate successfully in the modern derivatives environment. The joint project will focus on the creation of new and differentiated products, primarily revolving around commodities such as crude oil, natural gas, electricity futures and metals such as aluminum and gold.

## Financial Information about Segments

Financial information relating to NYMEX Holdings' business segments for each of the three years for the period ended December 31, 2003, can be found in the Notes to the Consolidated Financial Statements set forth in Item 15 of this Annual Report on Form 10-K and is incorporated herein by reference.

## Seasonal and Other Conditions

The Company believes that its business, in the aggregate, is not seasonal. Certain contracts listed on the NYMEX Division, however, trade more heavily in some seasons than in others. For example, heating oil futures and options trade more heavily in the late fall and winter months, while higher trading in unleaded gasoline futures and options usually occurs in the late spring and summer months. Where possible, the Company manages its trading floor personnel and expenses appropriately to address the seasonal variations in demand for these contracts.

## Working Capital Requirements

The Company believes its working capital of \$99.6 million is adequate to meet its current obligations. Although no assurances can be made, the Company believes it has adequate cash flows from operations to fund future operations and capital expenditure requirements for the next twelve months. In addition, the Company has the ability, and may seek, to raise capital through the issuances of stock in the private and public capital markets. For additional information on working capital, see "Management's Discussion and Analysis of Consolidated Results of Operations and Financial Condition -- Liquidity and Capital Resources", in this Annual Report on Form 10-K.

## Research and Development

The Company expends significant amounts each year on research for the development of new and improvement of existing commodity contracts, as well as on trading and clearing systems.

During the years ended December 31, 2003, 2002 and 2001, the Company expended, directly or indirectly, \$1.9 million, \$9 million, and \$13 million respectively, on research, development and certain software engineering activities relating to the design, development, improvement and modification of new and existing contracts, as well as the formulation and design of new processes, systems and improvements to existing ones. The Company anticipates that it will continue to have research and development expenditures to maintain its competitive position during 2004.

## Effects of Environmental Regulations

The Company's services are not subject to environmental regulations.

## Number of Employees

At December 31, 2003, NYMEX Holdings had 481 full-time employees. No employees are covered by labor unions.

## Foreign Sales

The Company derives foreign revenues from market data services, the total of which is considered immaterial.

## Available Information

The public may obtain further information about the Company from its Internet address (<http://www.nymex.com>). Additionally, the Company makes its SEC filings available free of charge and through its Internet address as soon as reasonably practicable after the Company electronically files such material with, or furnishes such material to, the SEC.

## ITEM 2. PROPERTIES.

The Company's primary trading facilities and corporate headquarters are located in a 16-story building in downtown Manhattan. This building, which is on land leased from the Battery Park City Authority for a term expiring on June 17, 2009, is one of five office buildings in a complex known as the World Financial Center. Construction of the 502,000 square foot building was completed in 1997. As of December 31, 2003, the Company leases approximately 157,000 square feet at this facility to 38 tenants who are member firms and non-member retail and other tenants.

The Company's largest tenant is the Board of Trade of the City of New York, Inc. ("NYBOT"), which entered into a lease with the Company in 2002. Under this lease, which expires in 2013, NYBOT leases approximately 13,000 square feet of the trading floor that is also occupied by COMEX Division, and approximately 45,000 square feet of office space. Rent commenced on various occupancy dates during 2003.

The Company's permanent disaster recovery site is located at a facility outside of New York City and operates on a different power grid than its headquarters building. This site has fully operational trading floors to facilitate both NYMEX Division and COMEX Division open outcry auction trading, and houses a data center that is continuously connected to the Company's headquarters to provide full systems and data redundancy. The Company leases the space for this site. The lease, which is for 39,381 square feet, began in the fourth quarter 2002 and expires in 2013. Prior to occupying this site, the Company's back-up data center was located at a temporary recovery site in New Jersey, which was occupied under a short-term lease that expired when the Company completed the transition to its permanent recovery site in April 2003.

The Company had previously leased 17,000 square feet of space at 22 Cortlandt Street in New York, New York. This space had been used as the Company's backup data center prior to the September 11, 2001 World Trade Center terrorist attacks. The Company has not utilized this facility due to the damage it sustained as a result of the terrorist attack. The term of this lease originally expired in March 2010, and contained certain provisions for early termination in the event the premises could not be occupied. The Company believes that the inaccessibility of the premises subsequent to the World Trade Center terrorist attack satisfied the conditions for early termination, and notified the landlord to that effect. The Company is currently pursuing its rights under these provisions.

The Company also leases office space in Houston, Texas and London, England, where it conducts marketing activities.

The Company's management believes its properties are adequate and suitable for its business as presently conducted and are adequately maintained for the immediate future. The Company's facilities are effectively utilized for current operations of all segments and suitable additional space is available to accommodate expansion needs.

## ITEM 3. LEGAL PROCEEDINGS.

From time to time, the Company is involved in legal proceedings and litigation arising in the ordinary course of business. Set forth below are descriptions of legal proceedings and litigation to which the Company is a party as of December 31, 2003. Although there can be no assurance as to the ultimate outcome, the Company has denied, or believes it has a meritorious defense and will deny liability, in all significant cases pending against it including the matters described below, and intends to defend vigorously each such case. While the ultimate result of the proceedings against the Company cannot be predicted with certainty, it is the opinion of management, after consultation with outside legal counsel, that the resolution of these matters, in excess of amounts already recognized, will not have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows.

The Company has been named as a defendant in the following legal actions:

eSpeed, Inc. and Electronic Trading Systems Corporation. v. New York Mercantile Exchange. This action was originally filed in the United States District Court for the Northern District of Texas (Dallas Division) and was transferred to United States District Court for the Southern District of New York. NYMEX

Exchange was served with a summons and complaint on or about May 10, 1999. This was a patent infringement case relating to the Company's electronic trading system. This matter was settled on December 18, 2003.

Enrique Rivera and Edith Rivera v. New York Mercantile Exchange, Mark Kessloff, Les Faison, Brian Bartichek and John Does "1-10." This action was pending in New York State Supreme Court (Bronx County). NYMEX Exchange was served with the summons and complaint on or about April 22, 1999. This was a case of alleged ethnic discrimination case. Plaintiff sought an unspecified amount of compensatory and punitive damages. The plaintiff filed a Note of Issue on or about September 27, 2002. This matter was settled on January 27, 2004.

New York Mercantile Exchange v. GlobalView Software, Inc. On April 27, 2001, NYMEX Exchange filed a breach of contract suit in New York State Supreme Court (New York County) against GlobalView Software, Inc. ("GlobalView") NYMEX Exchange sought to recover direct and consequential damages resulting from GlobalView's breach of its contract with NYMEX Exchange regarding the front-end development for enymex(SM). On or about June 18, 2001, GlobalView served its answer and counterclaims in which it sought to recover amounts in excess of \$26,000,000 for alleged fees due and owing under the contract, as well as consequential damages and other causes of action. This case was settled on May 6, 2003.

New York Mercantile Exchange v. IntercontinentalExchange, Inc. On November 20, 2002, NYMEX Exchange commenced an action in United States District Court for the Southern District of New York against IntercontinentalExchange, Inc. ("ICE"). The amended complaint alleges claims for (a) copyright infringement by ICE arising out of ICE's uses of certain NYMEX Exchange settlement prices; (b) service mark infringement by reason of use by ICE of the service marks NYMEX and NEW YORK MERCANTILE EXCHANGE, (c) violation of trademark anti-dilution statutes, and (d) interference with contractual relationships. On January 6, 2003, ICE served an Answer and Counterclaims, in which ICE alleges five counterclaims against NYMEX Exchange as follows: (1) a claim for purported violation of Section 2 of the Sherman Act, 15 U.S.C. sec. 2, for NYMEX Exchange's allegedly trying to maintain a monopoly in the execution of the North America energy futures and expand the alleged monopoly into the execution and clearing of North American OTC energy contracts by attempting to deny ICE access to NYMEX Exchange Settlement Prices; (2) a claim for purported violation of Section 1 of the Sherman Act by conspiring with certain of its members to restrain trade by attempting to deny ICE access to NYMEX Exchange Settlement Prices; (3) a claim for alleged violation of Section 2 of the Sherman Act by NYMEX Exchange purportedly denying ICE access to NYMEX Exchange's Settlement Prices which are allegedly an "essential facility"; (4) a claim for purported violation of Section 1 of the Sherman Act and Section 3 of the Clayton Act by NYMEX Exchange allegedly tying execution services for North American energy futures and options to clearing services; and (5) a claim for purported violation of the Lanham Act through false advertising with respect to certain services offered by NYMEX Exchange and services offered by ICE. The counterclaims request damages and trebled damages in amounts not specified yet by ICE in addition to injunctive and declaratory relief. NYMEX Exchange's response to the counterclaims was served on February 26, 2003. On August 11, 2003, the Court issued an opinion dismissing certain counterclaims and one affirmative defense, with leave to replead. On about August 28, 2003, the NYMEX Exchange was served with ICE's First Amended Counterclaims in which ICE makes four counterclaims against NYMEX Exchange principally alleging violations of U.S. antitrust laws, including claims regarding monopoly leveraging. This case is ongoing.

#### ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

No matter was submitted to a vote of security holders during the fourth quarter of 2003.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS.

Stock Trading Symbol -- Not applicable.

At present, there is no established trading market for the Company's common stock. None of the Company's common stock is listed on any exchange or automated quotation system. Each series of common stock is coupled with a Class A membership interest in NYMEX Exchange and the two interests cannot be traded separately. NYMEX Holdings' common stock, coupled with NYMEX Division memberships are traded through a bid-ask system maintained by the Company's membership department.

A proposed purchaser or transferee of common stock and trading rights must meet certain financial requirements and have two member sponsors. All applicants are subjected to a thorough review process in order to be approved. The Exchange conducts a background investigation of each applicant focusing on the applicant's credit standing, financial responsibility, character and integrity.

Due to the absence of an established public trading market and the limited number and disparity of bids made for shares through year-end 2003, bid prices for shares tend to be unrepresentative of the actual sales price of a share. The high and low sales prices for a share of NYMEX Holdings Common Stock coupled with NYMEX Division trading rights are reflected in the following seat sale prices for each quarter of 2003 and 2002.

2003 HIGH LOW	-----	-----	First
Quarter.....			
	\$1,325,000	\$1,150,000	Second
Quarter.....			
	\$1,356,000	\$1,170,000	Third
Quarter.....			
	\$1,625,000	\$1,500,000	Fourth
Quarter.....			
	\$1,625,000	\$1,500,000	

2002	-----	-----	First
Quarter.....			
	\$ 900,000	\$ 825,000	Second
Quarter.....			
	\$1,050,000	\$ 920,000	Third
Quarter.....			
	\$1,100,000	\$1,000,000	Fourth
Quarter.....			
	\$1,300,000	\$1,000,000	

Dividend Policy -- On November 7, 2002, the Company's board of directors declared a dividend of \$6,127 per share to stockholders of record as of January 2, 2003. On July 9, 2003, the board of directors declared a dividend of \$3,064 per share to stockholders of record as of July 15, 2003. On December 3, 2003, the board of directors declared a dividend of \$3,064 per share to stockholders of record as of December 31, 2003. Prior to the November 7, 2002 declaration, the Company had never paid dividends to its stockholders. The Company expects to pay discretionary future dividends based upon continued profitability.

Number of Holders of Common Stock -- There were 599 holders of record of the Company's common stock as of February 27, 2004.

Changes in Securities and use of Proceeds -- Not applicable.

ITEM 6. SELECTED FINANCIAL DATA (UNAUDITED).

The following table sets forth selected consolidated financial and other information for the Company. The balance sheet and operating data as of and for each of the years in the five-year period ended December 31, 2003 have been derived from the audited consolidated financial statements and notes thereto. The information set forth below should be read in conjunction with "Management's Discussion and Analysis of Consolidated Results of Operations and Financial Condition" in this document, the consolidated financial statements and the notes thereto, and other financial information, included in this report. Certain reclassifications have been made to prior periods to conform to the current presentation.

NYMEX HOLDINGS, INC.  
SELECTED FINANCIAL DATA

FOR THE YEAR ENDED DECEMBER 31, -----  
-----  
2003 2002 2001 2000 1999 -----  
----- (IN THOUSANDS,  
EXCEPT PER SHARE AMOUNTS, RATIOS AND  
EMPLOYEES) OPERATING DATA Revenue Clearing  
and transaction fees, net(1)..... \$  
139,731 \$ 140,763 \$104,302 \$ 92,500 \$105,206  
Market data  
fees..... 31,700  
33,459 34,313 33,622 34,689  
Other(2).....  
12,737 14,982 5,666 4,747 4,540 -----  
----- Total  
revenues.....  
184,168 189,204 144,281 130,869 144,435 ----  
-----  
Expenses Salaries and employee  
benefits..... 54,401 49,121 50,443  
50,098 47,752 Occupancy and  
equipment..... 26,664  
24,364 20,663 19,921 16,934 Depreciation and  
amortization(3)..... 24,679 20,926  
16,024 13,862 10,966 General and  
administrative..... 23,314  
17,737 12,848 13,512 12,062 Professional  
fees..... 17,427  
17,954 12,753 15,625 8,424  
Telecommunications.....  
5,934 7,639 10,878 10,767 11,860  
Marketing.....  
2,080 2,633 1,721 2,446 2,537 Other  
expenses.....  
8,652 9,445 7,203 4,905 4,984  
Demutualization  
expenses(4)..... -- -- -- 4,281  
593 Amortization of  
goodwill(5)..... -- -- 2,153  
2,153 2,153 Impairment and disposition  
loss..... 2,340 12,583 5,114 857  
1,298 -----  
----- Total operating  
expenses..... 165,491  
162,402 139,800 138,427 119,563 -----  
----- Income  
(loss) from operations.....  
18,677 26,802 4,481 (7,558) 24,872 Other  
income (expenses) Investment income,  
net..... 4,501 5,714 4,643  
9,355 3,942 Interest  
expense..... (7,237)  
(7,455) (7,662) (7,718) (7,721) -----  
----- Income  
(loss) from operations before income tax  
provision.....  
15,941 25,061 1,462 (5,921) 21,093 Income  
tax (benefit) provision.....  
7,061 12,762 782 (3,140) 8,903 -----  
----- Net  
income (loss).....  
\$ 8,880 \$ 12,299 \$ 680 \$ (2,781) \$ 12,190  
=====   
===== BALANCE SHEET DATA (PERIOD END)  
Total  
assets..... \$  
477,676 \$ 462,755 \$415,591 \$500,131 \$423,087  
Total tangible assets (excluding goodwill  
and other intangible  
assets)..... \$ 459,475 \$  
446,387 \$399,262 \$481,649 \$402,452 Total  
liabilities..... \$  
372,261 \$ 361,220 \$321,715 \$415,471 \$329,901  
Long-term  
borrowings..... \$  
88,732 \$ 91,551 \$ 94,368 \$ 97,185 \$100,000  
Total debt (including short-term  
portion)..... \$ 91,549 \$ 94,368 \$ 97,185  
\$100,000 \$100,000 Total shareholders'  
equity..... \$ 105,415 \$  
101,535 \$ 94,236 \$ 84,659 \$ 93,202 OTHER

DATA Book value per

share(6).....					\$ 129,185	\$
124,430	\$115,485	\$103,749	\$114,218	Cash		
dividends declared per common share(7)....	\$					
9,191	\$ 6,127	\$ --	\$ --	\$ N/A Current		
ratio(8).....					1.7	
1.8	2.0	1.4	3.3	Times interest		
earned(9).....					3.2	4.4
0.2	3.7	Cash flow coverage of fixed				
charges(10).....					6.4	11.2
		Working			2.2	1.9
capital.....						7.7
99,628	\$ 93,011	\$ 79,974	\$ 74,913	\$120,209		
		Capital				
expenditures.....					\$	
13,446	\$ 31,049	\$ 27,221	\$ 12,797	\$ 20,022		
		Cash provided by				
operations.....					\$ 31,999	\$
63,554	\$ 8,749	\$ 10,188	\$ 43,204	Number of		
employees at end of period.....					481	
489	478	544	609	Sales price per share(11)		
High.....						
\$1,625,000	\$1,300,000	\$825,000	\$725,000			
	\$630,000					
Low.....						
\$1,150,000	\$ 825,000	\$685,000	\$550,000			
\$551,000	Basic and diluted earnings (loss)					
per share....	\$ 10,882	\$ 15,072	\$ 833	\$		
(3,408)	\$ 14,939	Total trading and clearing				
volume.....					139,188	133,689
	104,075	109,539	Total open		103,025	
interest.....						4,967
	4,184	3,201	2,853	3,044		

-----

(1) Clearing and transaction fees are presented net of payments to members under the Company's proprietary fee reduction programs, which were \$14,049, \$5,245, \$6,693, \$13,727, and \$13,065 for the

years ended December 31, 2003, 2002, 2001, 2000, and 1999, respectively. For a description of the proprietary fee reduction programs, see the Notes to the Consolidated Financial Statements contained in Item 15 of this report.

- (2) In 1998, NYMEX Division introduced various incentive programs. These programs reduced other revenue for the years ended December 31, 2003, 2002, 2001, 2000 and 1999 by \$995, \$1,915, \$2,090, \$2,808, and \$2,377, respectively.
- (3) Depreciation and amortization expense is net of amortization of a deferred credit for building construction of \$2,145, annually.
- (4) Effective January 1, 2002, the Company is no longer required to amortize goodwill pursuant to SFAS No. 142. Instead, the carrying value of goodwill is annually measured for impairment. Such a test was performed in the fourth quarters of 2003 and 2002 and no impairment was required.
- (5) Expenses incurred for the Company's 2000 demutualization consisted of accounting, investment banking, legal, printing and SEC filing fees.
- (6) Stockholders equity divided by the number of shares outstanding.
- (7) Total cash dividends paid to stockholders divided by the number of shares outstanding.
- (8) Equals current assets divided by current liabilities.
- (9) Income before income taxes and interest expense divided by interest expense.
- (10) Equals cash provided by operations plus income tax expense (or less income tax benefit) plus interest expense divided by interest expense.
- (11) Shares are purchased from existing members at prevailing market prices. These prices are established through a bid-and-ask system coordinated by the Company.

Certain reclassifications have been made to prior fiscal year balances in order to conform to the current fiscal year presentation.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF CONSOLIDATED RESULTS OF OPERATIONS AND FINANCIAL CONDITION (IN THOUSANDS, EXCEPT STATISTICAL AND PER SHARE DATA).

Introduction

This discussion summarizes the significant factors affecting the results of operations and financial condition of the Company during the years ended December 31, 2003, 2002 and 2001. This discussion is provided to increase the understanding of, and should be read in conjunction with, the audited consolidated financial statements, accompanying notes and tables included in this Annual Report on Form 10-K.

Forward Looking and Cautionary Statements and Factors that May Affect Future Results

Certain information in this report (other than historical data and information) constitutes forward-looking statements regarding events and trends that may affect the Company's future operating results and financial position. The words "estimate," "expect," "intend" and "project," as well as other words or expressions of similar meaning, are intended to identify forward-looking statements. Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date of this Annual Report on Form 10-K. These statements are based on current expectations. Assumptions are inherently uncertain and are subject to risks that should be viewed with caution. Actual results and experience may differ materially from forward-looking statements as a result of many factors, including: changes in general economic and industry conditions in various markets in which the Company's contracts are traded, increased competitive activity, fluctuations in prices of the underlying commodities as well as for trading floor administrative expenses related to trading and clearing contracts, the ability to control costs and expenses, changes to legislation or regulations, protection and validity of the Company's intellectual property rights and rights licensed from others, and other unanticipated events and conditions. It is not possible to foresee or identify all such factors. The Company assumes no obligation to update publicly any forward-looking statements.



## Business Overview

NYMEX Holdings, Inc. ("NYMEX Holdings") was incorporated in 2000 as a stock corporation in Delaware, and is the successor to the New York Mercantile Exchange, which was established in 1872. The two principal operating subsidiaries of NYMEX Holdings are the New York Mercantile Exchange, Inc. ("NYMEX Division") and the Commodity Exchange, Inc. ("COMEX Division"), which is a wholly-owned subsidiary of NYMEX Division. Where appropriate, each operating division, NYMEX Division and COMEX Division, will be discussed separately, and collectively will be referred to as the "Exchange." When discussing NYMEX Holdings together with its subsidiaries, reference is being made to the "Company." The Company demutualized on November 17, 2000 at which time the book value of the assets and liabilities of New York Mercantile Exchange carried over to NYMEX Division. There are no restrictions limiting the payment of dividends.

The Company facilitates the buying and selling of energy and metal commodities for future delivery under rules intended to protect the interests of market participants. The Company provides liquid marketplaces where physical commodity market participants can manage future price risk and, through the Company's clearing operations, mitigate counter-party credit risk. Through real-time and delayed dissemination of its transaction prices, the Company provides price discovery and transparency to market participants. To enhance its markets and provide market participants additional mechanisms to manage risk, the Company continuously offers new products, distribution services and clearing services. The Company does not own commodities, trade for its own account, or otherwise engage in market activities.

The NYMEX Division provides a marketplace for trading energy futures and options. The COMEX Division provides a marketplace for trading precious and base metals futures and options. NYMEX Division's principal markets include Crude Oil, Natural Gas, Heating Oil and Unleaded Gasoline. COMEX Division's principal markets include Gold, Silver and High Grade Copper. The Company provides the physical facilities for open outcry auction markets. The open outcry markets operate during regular business hours, and trading activities in these markets are, for purposes of this management discussion, referred to as floor trading. Through its NYMEX ACCESS(R) and NYMEX ClearPort(SM) Trading technology, the Company provides market participants the ability to conduct after-hours and electronic trading for floor-based products as well as 23 hours per trading day for additional products.

The Company provides trade-clearing services for transactions executed through its floor trading operations, transactions executed through its NYMEX ACCESS(R) and NYMEX ClearPort(SM) Trading electronic trading platforms, and e-miNY(SM) transactions executed through GLOBEX(R). In addition, during the second quarter of 2002, the Company launched an over-the-counter ("OTC") clearing initiative, which was intended, among other things, to alleviate some of the credit issues in the marketplace by using the Company's clearing operations to offer market participants the advantages of reducing costs by permitting futures and OTC positions to be offset. This initiative permits market participants to negotiate bilateral trades in the OTC market, which are then transferred to the Company's exchange as futures contracts for clearing. Subsequent to its launch, this endeavor was renamed NYMEX ClearPort(SM) Clearing.

During 2002, the Company launched a new trading program in conjunction with the Chicago Mercantile Exchange ("CME"), where market participants can trade certain of the NYMEX Division's futures contracts through the CME's GLOBEX(R) electronic trading platform. The contracts traded through GLOBEX(R) are referred to as e-miNYs(SM) and are smaller than the size of a normal NYMEX Division futures contract. e-miNYs(SM) provide an additional risk management tool for energy market participants and are designed to attract additional public non-commercial customers to the Company's marketplace while leveraging GLOBEX(R)'s distribution system.

To conduct floor-trading activities, market participants must own or lease a membership on the NYMEX Division or COMEX Division. Non-members may also execute floor trades on the Company's exchanges, but must do so through a member. In addition to floor trading privileges, each NYMEX Division and COMEX Division member holds one right to trade on the Company's electronic trading platforms. NYMEX Division members may lease additional electronic trading rights for a monthly fee established by the Company. In addition, non-members may purchase NYMEX Division electronic trading privileges for a fee. Each

NYMEX Division membership also has one share of NYMEX Holdings common stock. NYMEX Division members own all of NYMEX Holdings common stock.

Certain NYMEX Division and COMEX Division members are clearing members. Clearing members provide capital to support the Company's clearing activities. All market participants trading through the Company's floor trading and electronic trading venues must have a clearing relationship with a clearing member who will clear their trades through the Company's clearinghouse. Market participants must have similar clearing member relationships to use NYMEX ClearPort(SM) Clearing.

The Company's principal sources of revenues are clearing and transaction fees derived from trades executed on its exchanges, and/or cleared through its clearinghouse, and fees charged for the Company's proprietary futures and options contract price information.

Clearing and transaction fees are dependent primarily upon the volume of trading activity conducted on the Company's exchanges and cleared by the Company's clearinghouse. These volumes are impacted by several factors, including:

- National and international economic and political conditions;
- Volatility in price levels of the underlying commodities;
- Market perception of stability in commodities and financial markets;
- The level and volatility of interest rates and inflation;
- Credit quality of market participants; and
- Weather conditions affecting certain energy commodities.

The relative proportions of member and non-member trading activities, and the trading venues on which market participants trade also impact the levels of clearing and transaction fees. NYMEX Division and COMEX Division members are afforded more favorable transaction pricing than non-members, and are eligible to participate in certain transaction fee and cost reduction programs, which impact the level of clearing and transaction fees and other revenues.

Market data relating to proprietary prices of contracts executed on the Company's exchanges are sold to vendors who redistribute this information to market participants and others. The level of market data fees is dependent upon the number of vendors and the number of end users receiving data through the vendor redistribution process. The Company relies on its market data vendors to supply accurate information regarding the number of subscribers that are accessing the Company's market data.

The Company's expenses consist primarily of employee compensation and benefits and the cost of facilities, equipment, software and communications to support the Company's trading and clearing operations. The Company also incurs marketing costs associated with the development and launch of new products and services. During 2003, 2002 and 2001, the Company invested in technology and infrastructure to support market expansion, enhance its trading and clearing technology, and develop new products and services. During 2001, the Company incurred expenses associated with the recovery of its operations after the September 11 terrorist attacks on the World Trade Center, which was located near the building that houses the Company's headquarters and primary trading floors. The terrorist attacks resulted in the closing of the Company's trading and clearing operations for four business days, and rendered the Company's back-up data and recovery center inoperable. To replace this site, the Company leased temporary space in New Jersey while it developed a plan for a permanent business recovery facility outside of New York City. In 2002, the Company leased space for a suitable permanent recovery site, where it invested in the development of back-up trading floors and a data center. The new recovery site became fully operational in the second quarter of 2003. The data center is continuously connected to the Company's primary operations to ensure immediate recovery in the event that the Company's headquarters or primary trading floors become inaccessible. During the fourth quarter of 2001, full year 2002 and the first quarter of 2003, the Company incurred incremental occupancy and telecommunications expenses relating to its temporary recovery site. In the fourth quarter of 2002, the Company received

an insurance settlement relating to loss of revenue and costs incurred in its recovery activities subsequent to the World Trade Center terrorist attacks.

During 2003, the Company continued the development of a new technology strategy, which is designed to standardize and simplify the Company's technology infrastructure. This new strategy is expected to reduce technology operating costs and capital expenditures while enhancing processing speed and capacity. In connection with this strategy, the Company recognized additional depreciation and amortization expense in 2003 resulting from changes in estimated useful lives of certain existing technology assets. The Company expects to recognize additional charges relating to the decommissioning of existing technology assets when its new technology infrastructure becomes fully operational during 2004.

During 2002, the Company adopted the provisions of a new accounting standard for goodwill. The new standard generally provides that goodwill be carried at the lower of book value on January 1, 2002 or a value determined by regular impairment tests. During 2002, the Company ceased the amortization. The requisite impairment tests were performed in 2003 and 2002 and demonstrated no impairment of the Company's goodwill. Accordingly, the Company's results of operations for 2003 and 2002 excluded expenses related to the amortization of goodwill, which were recognized in prior periods.

MARKET CONDITIONS

In 2003, total futures and options trading and clearing volumes increased 4% to 139.2 million contracts. Increases in COMEX Division floor trading volumes, NYMEX ACCESS(R) electronic trading volumes for both NYMEX Division and COMEX Division contracts, and NYMEX ClearPort(SM) Clearing volumes were partially offset by a decline in certain NYMEX Division floor-traded energy contract volumes.

In 2002, total futures and options trading and clearing volumes increased 30% to 133.7 million contracts, driven by growth in all major contracts across all trading and clearing venues.

NYMEX Division

In 2003, total futures and options trading volume for the NYMEX Division decreased 6% to 108.7 million contracts. Futures contract volume decreased 4% to 88.1 million contracts and options volume decreased 14% to 20.5 million contracts. In 2002, total futures and options volume increased 32% to a record 116.1 million contracts. In 2002, futures contract volume increased 27% to 92.3 million contracts and options volume increased 54% to 23.9 million contracts.

The following table sets forth trading volumes for the Company's major energy futures and options products. Volumes are expressed as "round turn" trades, which are matched buys and sells of the underlying contracts. Open interest represents the number of contracts at December 31, for which clearing members and their customers are obligated to the Exchange and are required to make or take future delivery of the physical commodity (or in certain cases be cash settled), or close out the position with an offsetting sale or purchase prior to contract expiration. Options open interest represents unexpired, unexercised option contracts.

NYMEX DIVISION CONTRACTS TRADED AND CLEARED  
FOR THE YEARS ENDED DECEMBER 31,  
(IN THOUSANDS)

2003	2002	2001	-----
-----			
-----			
---- FUTURES OPTIONS TOTAL			
FUTURES OPTIONS TOTAL FUTURES			
OPTIONS TOTAL ----- -			
-----			
----- Light			
sweet crude oil.....			
45,437	10,237	55,674	45,679
11,461	57,140	37,531	7,726
45,257 Henry Hub natural			
gas..... 19,037 8,742			
27,779	24,358	10,966	35,324
16,468 5,974 22,442 N.Y.			
heating oil.....			
11,582	669	12,251	10,695 602
11,297 9,264 705 9,969 N.Y.			
Harbor unleaded gasoline...			
11,172	616	11,788	10,980 722
11,702 9,224 1,040 10,264			
Other.....			
916	251	1,167	557 117 674 294
31	325	-----	-----
-----			

-- -----  
Total.....  
88,144 20,515 108,659 92,269  
23,868 116,137 72,781 15,476  
88,257 =====  
===== =====  
===== =====

NYMEX DIVISION CONTRACTS OPEN INTEREST  
AT DECEMBER 31,  
(IN THOUSANDS)

2003	2002	2001	-----		
-----					
FUTURES	OPTIONS	TOTAL	FUTURES	OPTIONS	TOTAL
OPTIONS	TOTAL	FUTURES	OPTIONS	TOTAL	FUTURES
-----					
--- ----- Light sweet crude					
oil.....	600	733	1,333		
581	1,167	1,748	419	692	1,111
Henry Hub natural					
gas.....	318	740	1,058		
380	987	1,367	404	766	1,170
N.Y. heating					
oil.....	138	56	194		
166	71	237	150	66	216
N.Y. Harbor unleaded gasoline... 108					
21	129	115	48	163	121
35 156					
Other.....					
34	20	54	12	17	29
9 2 11 -----					
-----					
Total.....					
1,198	1,570	2,768	1,254	2,290	
3,544	1,103	1,561	2,664	=====	
=====	=====	=====	=====	=====	
=====	=====	=====			

Light Sweet Crude Oil

In 2003, futures contract volume decreased less than 1% and options contract volume decreased 11% from record-high levels in 2002. Total futures and options contract volume decreased 3% from 2002. After strong first quarter results due to increased volatility tied to the start of the Iraq War, the remaining three quarters were characterized by less hedging activity as the hostilities subsided. Consequently, as global tensions eased, the volatility levels also decreased, leading to lower options trading volumes than 2002.

In 2002, futures contract volume increased 22% and options contract volume increased 48%. Total futures and options contract volume increased 26% from 2001. Heightened volatility levels, uncertainty with regard to world production, an oil workers strike in Venezuela, a surge in price levels, and global tensions resulted in hedging activity at near-record levels. Continued credit concerns in the OTC market, particularly the collapse of Enron and credit issues within the merchant energy sector, also contributed to the increase.

Henry Hub Natural Gas

In 2003, futures contract volume decreased 22% and options volume decreased 20%. Total futures and options contract volume decreased 21% from 2002. In 2002, futures contracts volume increased 48% and options contract volume increased 84%. Total futures and options volume increased 57% from 2001.

During 2003, 2002 and 2001, the natural gas industry continued to experience a shift in the drivers of supply and demand. While overall demand remained relatively constant, the proportion of demand represented by electricity generation has increased and natural gas use by the industrial sector has decreased. Demand stemming from suppliers of electricity with peak electricity load requirements, compared to the relatively stable demand requirements of the industrial sector. Additionally, new housing construction has shifted toward natural gas heat from other fuel sources, driving increased weather-sensitive consumer demand. The Company believes that these fundamental changes in market drivers have caused changes in price volatility patterns, resulting in increased natural gas hedging activity.

Additionally, the merchant energy sector has historically been a significant participant in the natural gas futures and options markets. During 2002, trading activity in this sector remained high, even as major market participants began reducing their positions as they addressed credit issues. In 2003, natural gas futures and options trading levels declined from 2002 due to the absence of these participants, but remained at historically high levels due to the fundamental market changes discussed above.

Heating Oil

In 2003, futures contract volume increased 8% and options contract volume increased 11%. Total futures and options volume increased 8% from 2002. Stronger economic activity and colder weather in the Northeastern United States led to

higher demand for heating oil and increased hedging activity.







## Gold

In 2003, record futures and options trading volume was established with futures volume 36% higher and options volume 121% higher than in 2002. Total futures and options volume increased 51% from 2002 levels. Uncertainty regarding geopolitical conditions, rapidly rising physical commodity prices and a weakened United States currency led to increased hedging and speculative demand for futures and options.

In 2002, futures contract volume increased 33% and options contract volume decreased 1%. Total futures and options contract volume increased 25%. Factors such as world tensions, a rebounding economy, and a weakening U.S. currency contributed to the increased volume. Prices rose significantly on the front-month contract from approximately \$270 to about \$380 per ounce.

## Silver

In 2003, futures contract volume increased 31% and options volume increased by 5%. Total futures and options volume increased by 27% over 2002. Uncertainty regarding geopolitical conditions, rapidly rising physical commodity prices and a weakened United States currency led to increased hedging and speculative demand for futures and options.

In 2002, futures contract volume increased 22% and options contract volume increased 11%. Total futures and options contract volume increased 20%. Economic growth and a weak U.S. currency contributed to the increase. An increased number of options available to be traded because of the history of additional strike price intervals contributed to increased options trading volumes.

## High Grade Copper

In 2003, futures contract volume increased 10% and options contract volume increased 42%. Total futures and options volume increased 10% from 2002. Strong housing starts in the United States, coupled with increased international demand and changes in supply patterns, contributed to increased market volatility, which resulted in significant increases in futures and options trading levels. Options represent less than 2% of total futures and options volume.

In 2002, futures contract volume decreased 2% and options contract volume decreased 35%. Volume was relatively steady as price pressures from the increased demand for the physical commodity were offset by greater production levels and supply competition.

## NYMEX ClearPort(SM) Clearing

In 2003, futures contract clearing volume increased to 6.0 million from 0.5 million in 2002. While the Company's open outcry and electronic trading venues experienced a decline in natural gas futures and options trading volumes in 2003, there was significant growth in natural gas futures clearing volume through NYMEX ClearPort(SM) Clearing. The Company believes this growth was due, in part, to traditional OTC market participants seeking the credit risk mitigation provided by the Company's clearinghouse for their off-exchange trade execution activities. NYMEX ClearPort(SM) Clearing was launched during the second quarter of 2002. The table below sets forth clearing volumes for products cleared through NYMEX ClearPort(SM) Clearing.

NYMEX CLEARPORT(SM) CLEARING CONTRACTS CLEARED  
FOR THE YEARS ENDED DECEMBER 31,  
(IN THOUSANDS)

FUTURES -----	2003	2002	-----	Natural
gas.....				5,641
		527		
Electricity.....				
	255	7	Petroleum	
products.....				106 --
Coal.....				
	2	--	-----	
Total.....				
	6,004	534	=====	===

NYMEX CLEARPORT(SM) CLEARING OPEN INTEREST  
AT DECEMBER 31,  
(IN THOUSANDS)

FUTURES -----	2003	2002	-----	Natural
gas.....				956
		287		
Electricity.....				
	41	5	Petroleum	
products.....				30 --
Coal.....				
	1	--	-----	
Total.....				
	1,028	292	=====	===

CRITICAL ACCOUNTING POLICIES

The Securities and Exchange Commission ("SEC") has requested that all registrants discuss their three to five most "critical accounting policies" in Management's Discussion and Analysis. The SEC indicated that a "critical accounting policy" is one which is both important to the portrayal of the company's financial condition and results of operations and requires management's most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. The Company believes that the following accounting policies fit this definition:

Internally Developed Software

Statement of Position (SOP) 98-1, Accounting for the Costs of Computer Software Developed or Obtained for Internal Use, provides guidance on the accounting treatment of costs related to software obtained or developed for internal use. The Company has capitalized certain costs to develop internal-use software, consisting primarily of software tools and systems. Because most of its capital expenditures are not exclusively used on developing internally used software, the Company allocates these costs on a project-by-project basis. The Company capitalizes these costs related to software developed for internal use based on the results of this allocation. The Company capitalized approximately \$2 million, \$9 million and \$13 million of internal-use software costs during the years ended December 31, 2003, 2002 and 2001, respectively. These amounts are included in property and equipment, net, in the Company's consolidated balance sheets. The Company amortizes these capitalized costs to expense over an estimate of the useful life of the internal-use software, which is generally three to five years.

Clearing and Transaction Fee Revenues

The largest source of the Company's operating revenues is clearing and transaction fees. These fees are recognized as revenue in the same period that trades are executed and/or cleared on the Company's exchanges. During each of the years ended December 31, 2003, 2002 and 2001, the Company had in effect a

proprietary fee reduction program. Under this program, NYMEX Division members received from the Company, either directly or through a clearing member, payments representing a reduction of their clearing and transaction fees. Clearing and transaction fees were recorded net of these payments in the Consolidated Statements of Income. The amount of payments under this program was based on each member's individual trading and clearing volumes, and represented a stated per-side transaction fee reduction. The level of the per-side fee reduction was set periodically by the Company's board of directors. Changes in the level of this fee reduction impacted comparisons of clearing and transaction revenues in 2003, 2002 and 2001. During 2003, a similar program was implemented for COMEX Division members. For the years ended December 31, 2003, 2002 and 2001, clearing and transaction fees were reduced by \$14.0 million, \$5.2 million and \$6.7 million, respectively, for these payments. Effective December 31, 2003, the Company eliminated the proprietary fee reduction programs for NYMEX Division and COMEX Division members, although similar programs may be implemented in the future.

Clearing and transaction fees receivable are monies due the Company from clearing member firms. Exposure to losses on receivables is principally dependent on each clearing member firm's financial condition. Clearing members' seats collateralize fees owed to the Company. At December 31, 2003, no clearing and transaction fees receivable balance was greater than the related clearing member's seat value. Management does not believe that a concentration of credit risk exists from these receivables. The Company has the right to liquidate a member's seat in order to satisfy its receivable.

Clearing and transaction fees receivable are carried net of allowances for member credits, which are based upon expected billing adjustments. Allowances for member credits were \$377,000 and \$500,000 at December 31, 2003 and 2002, respectively. The Company believes the allowances are adequate to cover member credits. The Company also believes the likelihood of incurring material losses due to non-collectibility is remote and, therefore, no allowance for doubtful accounts is necessary.

#### Market Data Revenue

The Company provides real time information to subscribers regarding prices of futures and options contracts traded on the Exchange. As is common business practice in the industry, fees are remitted to the Company by market data vendors on behalf of subscribers. Revenues are accrued for the current month based on the most recent month reported by the vendors. The Company conducts periodic audits of the information provided. Revenues derived from audit recoveries are recognized when cash is received from the market data vendor. Allowances for uncollectible receivables of \$243,000 and \$385,000 were applied as a reduction to the December 31, 2003 and 2002 market data fees receivable balances, respectively. These allowances are intended to cover potential non-collectible vendor receivables as well as future adjustments by the market data vendor customers. At December 31, 2003, the combined amounts due from four vendors represented a receivable balance greater than 50% of the total balance.

#### Other Revenues

Other revenues consist of rental income from tenants leasing space in the Company's headquarters building, compliance fines assessed for violation of trading rules and procedures, fees charged to members for the use of telephone equipment, long distance telephone service and trading booths provided by the Company, fees charged for access to the NYMEX ACCESS(R) electronic trading system and other miscellaneous revenues. Other revenues are recognized on an accrual basis in the period during which the Company derives economic value, with the exception of compliance fines, which are recognized when cash is received.

Accounts receivable for other revenues are included in other current assets on the Company's consolidated balance sheets. Allowances for uncollectible receivables at December 31, 2003 were \$610,000. No allowances were established at December 31, 2002 as the likelihood of incurring losses due to uncollectible accounts was deemed remote.

## Accounting for the Impairment or Disposal of Long-Lived Assets

The Company reviews long-lived assets for impairment, in accordance with Statement of Financial Accounting Standard ("SFAS") No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets (SFAS No. 144). If facts and circumstances indicate that the Company's long-lived assets might be impaired, the estimated future undiscounted cash flows associated with the long-lived assets would be compared to its carrying value to determine if a write-down to fair value is necessary. If a write-down is required, the amount is determined by comparing fair market values to carrying values in accordance with SFAS No. 144.

During fiscal years 2003, 2002 and 2001, the Company determined that an impairment loss had taken place for capitalized computer equipment and software which was deemed to be obsolete. The loss on disposition of these assets are included in the Consolidated Statements of Income representing the net book value of property retired from service and is recorded as a loss on impairment of computer equipment and software. For the years ended December 31, 2003, 2002 and 2001, the losses on impairment of computer equipment and software were \$2.3 million, \$12.6 million and \$5.1 million, respectively. The loss in 2001 was primarily attributed to the World Trade Center terrorist attack.

## Depreciation Expense

Depreciation expense for the years ended December 31, 2003, 2002 and 2001 was approximately \$24.7 million, \$20.9 million and \$16.0 million, respectively. Buildings and improvements are recorded net of amortization of the deferred credit related to the grant for the building of \$2.1 million for each year. Amortization of leasehold improvements, are included with depreciation expense in the accompanying financial statements.

During 2003, the Company continued development of a new technology strategy, which is designed to standardize and simplify the Company's technology infrastructure. In conjunction with this strategy, the functionality and useful lives of existing technology assets were evaluated. As a result of this evaluation, the Company shortened the estimated useful lives of a significant component of its existing technology infrastructure, resulting in a \$5.3 million charge to the fourth quarter of 2003.

## Deferred Credits

In 1995, the Company secured a grant of \$128.7 million from the New York City Economic Development Corporation ("EDC") and the Empire State Development Corporation ("ESDC", formerly known as the New York State Urban Development Corporation) for construction of corporate headquarters and trading facility. The grant is being recognized in income on the same basis as, and is a reduction to, the depreciation of the facility.

In 2002, the Company entered into an agreement and received a \$5 million grant from the ESDC. This agreement requires the company to maintain certain annual employment levels, and the grant is subject to recapture amounts on a declining scale over time. The grant is recognized in income ratably in accordance with a recapture schedule.

## RESULTS OF OPERATIONS

In 2003, net income decreased 28% to \$8.9 million. Operating revenues declined 3% to \$184.2 million and operating expenses increased 2% to \$165.5 million. Growth in core revenues related to increased trading and clearing volumes was more than offset by an increase in the level of payments made under the Company's proprietary fee reduction program and a decline in other revenues. During 2002, other revenue included a one-time benefit from an insurance settlement related to the World Trade Center terrorist attack. Operating expenses increased due primarily to higher general and administrative expenses, which were driven by the introduction of certain incentive programs designed to increase trading and clearing volumes and provisions associated with the settlement of a significant legal matter.

In 2002, net income was \$12.3 million compared to \$0.7 million in 2001. Operating revenues increased 31% to \$189.2 million and operating expenses increased 16% to \$162.4 million. The increase in operating

revenues was driven by increases in trading and clearing volumes and an insurance recovery related to business losses resulting from the World Trade Center terrorist attack. Operating expenses increased due to higher occupancy and equipment costs associated with the Company's disaster recovery efforts, litigation-related expenses and the write-off of a significant component of capitalized software development costs.

#### REVENUES

##### Clearing and Transaction Fees, Net

Clearing and transaction fees were \$139.7 million in 2003 compared to \$140.8 million in 2002. Increases in revenue resulting from a 4% increase in futures and options trading and clearing volumes were more than offset by an increase in the level of fees refunded to members under the Company's proprietary fee reduction program. In 2002, clearing and transaction fees increased 35% to \$140.8 million, due primarily to a 30% increase in the number of futures and options contracts traded and cleared and a reduction in the level of fees refunded under the proprietary fee reduction program.

The following tables set forth clearing and transaction fee revenues and the average clearing and transaction revenue per contract.

FOR THE YEAR ENDED DECEMBER 31, -----			
----- CLEARING AND TRANSACTION			
FEE REVENUE	2003	2002	2001
-----			
- (IN THOUSANDS) Gross			
fees.....			
\$153,780	\$146,008	\$110,995	Propriety fee
(14,049)	(5,245)	(6,693)	reduction program.....
			-----
			- Clearing and transaction fees,
			net.....
\$104,302	\$139,731	\$140,763	=====
			=====
			=====

FOR THE YEAR ENDED DECEMBER 31, AVERAGE			
CLEARING AND TRANSACTION -----			
----- FEE REVENUE PER CONTRACT 2003			
2002	2001	-----	
-----			
- Revenue per contract,			
1.00	\$ 1.05	\$ 1.01	=====
			=====
			=====

Gross revenue per contract increased in 2003 as the Company derived a higher proportion of its transaction volume from electronic trading and NYMEX ClearPort(SM) Clearing. The Company charges higher fees for these venues than for floor trading. In fiscal year 2002, gross revenue per contract increased due to increased levels of electronic trading.

Effective December 31, 2003, the Company ended the proprietary fee reduction program. The Company expects that the elimination of this program will result in increased levels of clearing and transaction fees in 2004. The Company may introduce similar programs in the future.

##### Market Data

Market data revenues decreased 5% in 2003 to \$31.7 million, and 2% in 2002 to \$33.5 million, due primarily to declines in the number of subscriber units, which were driven by the consolidation of energy trading desks associated with contraction of the financial services sector of the commodities markets.

##### Other Revenues

Other revenues decreased 15% in 2003 to \$12.7 million, due primarily to the inclusion in 2002 of a one-time insurance settlement related to the World Trade Center terrorist attack. Partially offsetting this decrease were a large compliance fine levied on one of the Company's clearing members during the third quarter of 2003, and an increase in lease revenue related to the trading floor and office space leased to the Board of Trade

of the City of New York ("NYBOT"). In 2002, the Company and NYBOT entered into a lease for this space, which expires in 2013.

Other revenues increased \$9.3 million in 2002 to \$15.0 million. During 2002, the Company received an insurance settlement related to the reimbursement of expenses associated with its business recovery efforts and revenue losses resulting from the World Trade Center terrorist attack. The portion of the insurance recovery relating to expense reimbursement was credited to deferred recovery expenses. The remainder of the insurance recovery was recorded in other revenues, driving the increase in other revenues from 2001.

#### OPERATING EXPENSES

Salaries and employee benefits increased 11% in 2003 to \$54.4 million, due primarily to higher levels of incentive compensation and lower levels of capitalized compensation related to internal software development activities. Partially offsetting these increases was a credit, recorded in 2003, that resulted from a reduction of the Company's post retirement benefit liability. Salaries and employee benefits decreased 3% in 2002 to \$49.1 million. In 2001, salaries and employee benefits reflected a significant charge for severance costs resulting from a reduction in workforce in June 2001. The reduction in salaries and employee benefits expenses from the absence of this charge in 2002 was partially offset by higher average compensation levels in 2002.

Occupancy and equipment increased 9% in 2003 to \$26.7 million, due primarily to increased occupancy costs at the Company's headquarters facility and permanent business recovery site. During the second quarter of 2003, the Company's temporary disaster recovery site was closed when its permanent recovery site became fully operational, reducing the Company's rent expense. The Company expects occupancy and equipment expense to decline in 2004 due to the elimination of its temporary disaster recovery site. Occupancy and equipment expenses increased 18% in 2002 to \$24.4 million. Rent expense increased as the Company began leasing space in its permanent business recovery site and incurred additional rental expenses at its temporary disaster recovery site. Security expense increased due to heightened security measures subsequent to the World Trade Center terrorist attack.

Depreciation and amortization increased 18% to \$24.7 million in 2003, due to a change in the estimated useful lives of certain computer equipment. During 2003, the Company continued development of a new technology strategy, which is designed to standardize and simplify the Company's technology infrastructure. Implementation of this strategy is expected to reduce technology operating costs while enhancing processing speed and capacity. In conjunction with this strategy, the functionality and useful lives of existing technology assets were evaluated. As a result of this evaluation, the Company shortened the estimated useful lives of a significant component of its existing technology infrastructure, resulting in a \$5.3 million charge to the fourth quarter of 2003. This change in useful life estimates will result in higher depreciation and amortization expense during the first nine months of 2004 than was recognized for the first nine months of 2003. Depreciation and amortization increased 31% in 2002 to \$20.9 million, due primarily to amortization of capitalized costs for internally developed computer software that was placed in service near the end of 2001 and during 2002.

General and administrative expenses increased 32% to \$23.3 million in 2003. During 2003, the Company implemented certain programs designed to provide incentives to third parties to place business with the Company. Also contributing to the increase were higher insurance costs and litigation-related provisions associated with a significant legal settlement. Increases in insurance costs were driven primarily by the premium on a default insurance policy obtained in 2003 to provide protection to the Company's clearinghouse in the event of a clearing member default that exceeds the guaranty funds, and the continuing effect of increases in property insurance premiums in 2002. (For information regarding the guaranty fund, see the Notes to the Consolidated Financial Statements.) General and administrative expenses increased 38% in 2002 to \$17.7 million, due primarily to an increase in litigation-related expenses and higher insurance costs resulting from increases in property insurance premiums, which were driven by a weakened insurance market subsequent to the World Trade Center terrorist attack.

Professional services decreased 3% in 2003 to \$17.4 million. Decreases in legal fees were substantially offset by consulting fees related to compliance with the Sarbanes-Oxley Act of 2002. Professional services

increased 41% in 2002 to \$18.0 million, due primarily to expenses relating to the Company's involvement in certain ongoing litigation, and consulting fees related to the Company's insurance recovery and evaluation of certain business processes.

Telecommunications decreased 22% in 2003 to \$5.9 million, due primarily to the inclusion in 2002 of one-time charges related to the termination of telecommunications services. Telecommunications decreased 30% in 2002 to \$7.6 million, due primarily to lower communications expenses to support the Company's NYMEX ACCESS(R) electronic trading platform. NYMEX ACCESS(R) became internet-based during the third quarter of 2001, eliminating expenses that supported direct connectivity to its users. Savings from eliminating this expense were partially offset by charges the Company incurred in 2002 to terminate the telecommunications agreement for this connectivity.

The Company recorded charges related to the impairment and disposition of capitalized software and computer equipment of \$2.3 million, \$12.6 million and \$5.1 million in 2003, 2002 and 2001, respectively. Impairment and disposition charges in 2002 resulted primarily from the write-off of capitalized computer software which management deemed to have no meaningful remaining useful life due to a new strategy relating to implementation of electronic trading and clearing systems. In the fourth quarter of 2002, the Company entered into a software licensing agreement with TradinGear.com ("TG") to provide the Company with trade matching software and support. This software was purchased from TG in March 2003 and became the basis for the NYMEX ClearPort(SM) Trading system launched in the first quarter of 2003. During 2003, NYMEX ClearPort(SM) Trading became the venue for electronically trading NYMEX energy futures and options contracts that are not listed for trading on the NYMEX Exchange floor. The Company's assessment of the impairment of capitalized software costs was based, in part, on its expectation that NYMEX ClearPort(SM) Trading will become the mechanism through which all other electronic trading on the Company's exchanges is conducted. The Company expects to fully migrate the electronic trading onto NYMEX ClearPort(SM) Trading during 2004. Impairment and disposition charges in 2001 were primarily related to the Company's decision to reposition its internet-based electronic trading strategy through NYMEX ACCESS(R), abandoning the development of an alternative strategy. Software development costs capitalized in conjunction with that alternative strategy were written off when it was abandoned. During 2003, the Company continued development of a new technology strategy designed to standardize and simplify its technology infrastructure. Among other improvements, this new strategy consolidates several major operating systems onto one technology infrastructure platform. Future implementation of the new technology infrastructure will render certain existing technology assets obsolete. The Company expects to recognize charges in 2004 related to disposition of these assets.

Marketing expenses decreased 21% in 2003 to \$2.1 million, and increased 53% in 2002 to \$2.6 million. Marketing expenses in 2002 included costs related to the introduction of e-miNY(SM) contract and the introduction of the Company's OTC clearing initiative, which is now known as NYMEX ClearPort(SM) Clearing.

Other expenses decreased 8% in 2003 to \$8.7 million, driven by lower levels of charitable contributions in 2003, which were partially offset by an increase in the Company's contribution toward member medical benefits. Other expenses increased 31% in 2002 to \$9.4 million, due primarily to higher member benefit costs and higher returns allocated to the COMEX Members' Recognition and Retention Plan assets. Member benefit costs increased due to higher premium rates and expanded member medical benefits. Earnings for the COMEX Members' Recognition and Retention Plan are included in investment income, net on the consolidated statements of operations, with an equal and offsetting charge recorded in other expenses.

#### OTHER INCOME AND EXPENSES

Other income and expenses consists of investment income, net of investment advisory expenses and interest expense on the Company's long-term debt. Investment income decreased 21% in 2003 to \$4.5 million, and increased 23% in 2002 to \$5.7 million. The decrease in 2003 was due primarily to realized and unrealized losses on the Company's fixed income portfolio. These losses were partially offset by gains on the Company's equity portfolios. The increase in 2002 was due primarily to unrealized gains on the Company's fixed income

portfolio, which compared to unrealized losses in 2001. The Company's fixed income portfolio is invested principally in municipal bonds, the market value of which is impacted by changes in interest rates. Interest earned on cash and investments is a significant component of investment income. Interest revenues were relatively consistent during 2003, 2002 and 2001. Interest expense declined in 2003 and 2002 due to repayment of principal on the Company's long-term debt.

#### PROVISION FOR INCOME TAXES

The Company's effective tax rate was 44.3% in 2003, 50.9% in 2002 and 53.5% in 2001. The effective tax rate declined in 2003 due primarily to a higher proportion of tax-exempt income. The effective tax rate declined in 2002 due primarily to the fact that permanent differences had less of an effective tax rate impact on 2002 due to a higher level of pre-tax book income. Additionally, in 2001 and 2000, goodwill amortization was treated as a permanent difference for tax purposes. Under a new accounting standard, goodwill is no longer amortized for financial reporting purposes, thus eliminating this permanent difference in 2002. The provision reflects changes in estimates, as well as uncertainties regarding utilization of loss carry forwards. See the Notes to the Consolidated Financial Statements for a complete discussion of income taxes.

#### FINANCIAL CONDITION AND CASH FLOWS

##### LIQUIDITY AND CAPITAL RESOURCES

At December 31, 2003 and 2002, the Company had \$111.7 million and \$108.8 million, respectively, in cash and cash equivalents, securities purchased under agreements to resell and marketable securities. Working capital at December 31, 2003 and 2002 was \$99.6 million and \$93.0 million, respectively. On April 14, 2003, the Company received long-term AA+ and short-term A-1+ counter-party credit ratings from Standard & Poor's Rating Services.

##### CASH FLOW; SOURCES AND USES OF CASH

The Company's principal sources of cash are fees collected from clearing members for trading and/or clearing futures and options transactions, fees collected from market data vendors for distribution of the Company's proprietary contract price information, and rent collected from tenants leasing space in the Company's headquarters building. Principal uses of cash include operating expenses, income taxes, capital expenditures, debt service, dividends and payments made to members and third parties under certain incentive programs. Following is a summary of significant cash flows for the years ended December 31, 2003, 2002 and 2001.

FOR THE YEAR ENDED DECEMBER 31, -----	2003	2002	2001
-----	-----	-----	-----
(IN THOUSANDS) Net			
cash provided by operating			
activities.....	\$ 31,999	\$ 63,554	\$
8,749 Capital			
expenditures.....	(13,446)	(31,049)	(27,221)
Principal			
payments on long-term debt.....	(2,819)	(2,817)	(2,815)
Dividends paid to			
stockholders'.....			(7,500)
-- -- Other net cash			
flows.....	(3,195)	(94)	488
Net change in cash and			
investments.....	5,039	29,594	
(20,799) (Increase) decrease in securities			
purchased under agreements to			
sell.....	(4,290)	(34,260)	23,609
-----	-----	-----	-----
Net change in cash and cash			
equivalents.....	\$ 749	\$ (4,666)	\$
2,810 =====	=====	=====	=====

Net cash provided by operating activities includes cash inflows related to operating revenues, net of cash outflows relating to operating expenses, income taxes and payments to members and third parties under certain incentive programs. In 2003, net cash provided by operating activities declined to \$32.0 million due



primarily to an increase in the level of payments to members under the Company's proprietary fee reduction program, payments relating to the implementation of programs designed to provide incentives to third parties to place business with the Company, and the one-time inclusion in 2002 operating cash flow of the proceeds from an insurance settlement relating to the World Trade Center terrorist attack. In 2002, net cash provided by operating activities increased \$63.6 million due primarily to increased business activities, a reduction in the level of payments to members under the Company's proprietary fee reduction program, the World Trade Center terrorist attack insurance settlement, and the inclusion in 2001 of a \$33.3 million payment to NYMEX Division members upon liquidation of the NYMEX Division Members' Retention and Retirement Plan. Effective December 31, 2003, the Company eliminated the NYMEX Division proprietary fee reduction program. The Company may introduce similar programs in the future. Absence of this program will benefit future operating cash flows.

In 2003, capital expenditures were \$13.4 million, related primarily to the completion of the Company's permanent disaster recovery site, upgrades of trading floor and back office technology equipment, and equipment acquired as part of the Company's new technology strategy. In 2002, capital expenditures of \$31.0 million related primarily to technology equipment, software development and leasehold improvements. In 2001, capital expenditures of \$27.2 million related primarily to technology equipment and capitalized software development costs. During 2003, the Company continued development of a new technology strategy, which is designed to standardize and simplify its technology infrastructure. As a result of this new strategy and the completion of its permanent disaster recovery site, the Company expects a reduction in the level of capital expenditures in 2004.

In November 2002, the Company and NYBOT entered into a ten-year lease, under which NYBOT is leasing office and trading floor space in the Company's headquarters building. Rent commenced for the office space on various occupancy dates during 2003. Operating cash flows in 2004 will benefit from full-year rent receipts under this lease.

Other net cash flows in 2003 include payments of \$3.0 million related to the acquisition of certain assets of TG, a trading software development company. The Company utilizes TG's proprietary technology for its NYMEX ClearPort(SM) Clearing and Trading platforms.

During 2003, the Company paid a dividend to its stockholders of \$9,191 per share, which consisted of declared dividends in November 2002 and July 2003 of \$6,127 and \$3,064 per share, respectively. The Company's board of directors declared a \$3,064 per share dividend in December 2003, which was paid in January 2004. Prior to the November 2002 declaration, the Company had never paid dividends to its shareholders. The Company reserves the right to pay discretionary future dividends.

The Company believes that its cash flows from operations and existing working capital will be sufficient to meet its needs for the foreseeable future, including capital expenditures, debt service and dividends. Subject to certain limitations under existing long-term note agreements, the Company has the ability, and may seek to raise capital through the issuance of debt or equity in the private and public capital markets.

#### INVESTMENT POLICY

The Company maintains cash and short-term investments in an amount sufficient to meet its working capital requirements. The Company's investment policies are designed to maintain a high degree of liquidity, emphasizing safety of principal and total after tax return. Excess cash on hand is generally invested overnight in securities purchased under agreements to resell. Cash that is not required to meet daily working capital requirements is invested primarily in high-grade tax-exempt municipal bonds, and obligations of the United

States government and its agencies. The Company also invests in equity securities. At December 31, 2003 and 2002, cash and investments were as follows (in thousands):

2003	2002	-----	-----	Cash and cash equivalents.....	\$ 1,763	\$
				1,014 Securities purchased under agreements to resell.....	45,050	40,760
				securities.....	64,885	
					66,976	-----
Total.....					\$111,698	\$108,750
					=====	=====

Included in marketable securities at December 31, 2003 are investments totaling \$11.7 million relating to the COMEX Division Members' Recognition and Retention Plan. This plan provides benefits to certain COMEX Division members based on long-term membership, and participation is limited to individuals who were COMEX Division members prior to the Company's acquisition of COMEX in 1994. The Company is required to fund this plan with a minimum annual contribution of \$400,000, up to a maximum \$800,000, until the plan is fully funded. The Company made contributions to this plan by increasing the segregated investment in marketable securities by \$800,000 in each of the years ended December 31, 2003, 2002, and 2001. Based on continued funding of \$800,000 per year and certain actuarial assumptions, the Company expects this plan to be fully funded by 2018.

Also included in marketable securities are investments that are pledged as collateral with one of the Company's investment managers relating to a membership seat financing program. Under this program, the investment manager extends credit to individuals purchasing NYMEX Division memberships. The program requires that the Company pledge assets to the investment manager in an amount equal to at least 118% of the loan value. In the event a member defaults on a loan, the investment manager has the right to seize the Company's collateral for the amount of the default, and the Company has the right to liquidate the member's interest in NYMEX Division to reimburse its loss of collateral. At December 31, 2003, \$10.4 million in securities were pledged against the seat loans.

CLEARINGHOUSE

The Company serves a clearinghouse function, standing as a financial intermediary on every open futures and options transaction cleared. Through its clearinghouse, the Company maintains a system of guarantees for performance of obligations owed to buyers and sellers. This system of guarantees is supported by several mechanisms, including clearing deposits and guaranty funds posted by clearing members with the Company's clearinghouse.

The Company is required, under the Commodity Exchange Act, to maintain separate accounts for cash and securities that are deposited by clearing members at banks, approved by the Company, as margin for house and customer accounts. These clearing deposits are used by members to meet their obligations to the Company for margin requirements on open futures and options positions, as well as delivery obligations.

Each clearing member firm is required to maintain a security deposit, in the form of cash or U.S. Treasury securities, ranging from \$100,000 to \$2.0 million, per division, based upon such clearing member firm's reported regulatory capital, in a fund known as a guaranty fund. Historically, separate and distinct guaranty funds were maintained for the NYMEX Division and the COMEX Division. Effective May 16, 2003, the NYMEX Division assumed all of the clearing functions of the COMEX Division. Accordingly, the deposits were aggregated and are now maintained in a single guaranty fund which may be used for any loss sustained by the Company as a result of the failure of a clearing member to discharge its obligations on either division. Although there is now one guaranty fund for both divisions, separate contribution amounts are calculated for each division.

Every member and non-member executing transactions on the Company's exchanges must be guaranteed by a clearing member and clear their transactions through the Company's clearinghouse. This requirement also applies to transactions conducted outside of the exchange which clear through NYMEX ClearPort(SM) Clearing. Clearing members of the NYMEX Division and COMEX Division require their customers to







## Other Matters

In February 2004, the Commodity Futures Trading Commission ("CFTC") issued an order requiring, among other things, that the Company establish and maintain a permanent retail customer protection mechanism supported by a commitment of not less than \$10 million, which must be available at all times to reimburse retail customers trading on the Company's exchanges whose original margin might be lost in the default of another customer of their clearing member. Based on historical patterns, the Company believes that the likelihood of events that would require its performance under this CFTC order is remote. Therefore, the Company has not established, and does not expect in the future to establish, a liability related to this commitment.

In 2002, the Company received a \$5 million cash grant as a result of a government program to aid those affected by September 11, 2001 terrorist attack. This grant is subject to certain recapture provisions over a ten-year period, and is being recognized ratably over the recapture period as a reduction of occupancy and equipment expense. Based on its expectations as of the date of this report, the Company expects to meet all requirements of the grant and retain the entire amount. See Notes to the Consolidated Financial Statements.

## RECENT ACCOUNTING PRONOUNCEMENTS AND CHANGES

In June 2001, the Financial Accounting Standards Board, ("FASB") issued SFAS No. 143, Accounting for Asset Retirement Obligations. This statement, effective for fiscal years beginning after June 15, 2002, requires entities to record the fair value of a liability for an asset retirement obligation in the period in which it is incurred. When the liability is initially recorded, the entity capitalizes a cost by increasing the carrying amount of the related long-lived asset. Over time, the liability is accreted to its present value each period, and the capitalized cost is depreciated over the useful life of the related asset. Upon settlement of the liability, an entity either settles the obligation for its recorded amount or incurs a gain or loss upon settlement. The adoption of this Statement did not have an impact on the Company's consolidated results of operations, financial position or cash flows.

In April 2002, the FASB issued SFAS No. 145, which rescinds SFAS No. 4, Reporting Gains and Losses from Extinguishment of Debt, SFAS No. 44, Accounting for Intangible Assets of Motor Carriers, and SFAS No. 64, Extinguishments of Debt Made to Satisfy Sinking-Fund Requirement. SFAS No. 145 also amends SFAS No. 13, Accounting for Leases, to eliminate an inconsistency between the required accounting for sale-leaseback transactions and the required accounting for certain lease modifications that have economic effects that are similar to sale-leaseback transactions. As a result of the rescission of SFAS No. 64, the criteria in APB Opinion No. 30 will be used to classify gains and losses from debt extinguishment. SFAS No. 145 also amends other existing authoritative pronouncements to make various technical corrections, clarify meaning, or describe their applicability under changed conditions. SFAS No. 145 became effective for the Company as of January 1, 2003. The adoption of SFAS No. 145 did not have a material impact on the Company's consolidated results of operations, financial position or cash flows.

In June 2002, the FASB issued SFAS No. 146, Accounting for Costs Associated with Exit or Disposal Activities, which addresses financial accounting and reporting for costs associated with exit or disposal activities, and nullifies Emerging Issues Task Force (EITF) Issue No. 94-3, Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (including Certain Costs Incurred in a Restructuring), which previously governed the accounting treatment for restructuring activities. The adoption of SFAS No. 146 did not have a material impact on the Company's consolidated results of operations, financial position or cash flows. SFAS No. 146 applies to costs associated with an exit activity that does not involve an entity newly acquired in a business combination or with a disposal activity covered by SFAS No. 144. Those costs include, but are not limited to, the following: (1) termination benefits under the terms of a benefit arrangement that, in substance, is not an ongoing benefit arrangement or an individual deferred-compensation contract, (2) costs to terminate a contract that is not a capital lease, and (3) costs to consolidate facilities to relocate employees. SFAS No. 146 does not apply to costs associated with the

retirement of long-lived assets covered by SFAS No. 143. The adoption of SFAS No. 146 did not have a material impact on the Company's consolidated results of operations, financial position or cash flows.

In November 2002, the FASB issued Interpretation No. 45, Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others. This Interpretation elaborates on the existing disclosure requirements for most guarantees, including loan guarantees, and standby letters of credit. It also clarifies that at the time a company issues a guarantee, the company must recognize an initial liability for the fair market value of the obligations it assumes under that guarantee and must disclose that information in its interim and annual financial statements. The initial recognition and measurement provisions of the Interpretation apply on a prospective basis to guarantees issued or modified after December 31, 2002. The adoption of FASB Interpretation No. 45 did not have a material impact on the Company's consolidated results of operations, financial position or cash flows.

In December 2003, the FASB Issued Interpretation No. 46 (revised December 2003), Consolidation of Variable Interest Entities ("FIN 46R"). FIN 46R requires a company to consolidate a variable interest entity if it is designated as the primary beneficiary of that entity even if the company does not have a majority of voting interests. A variable interest entity is generally defined as an entity that has insufficient equity to finance its activities or the owners of the entity lack the risk and rewards of ownership. FIN 46R replaces Interpretation No. 46, Consolidation of Variable Interest Entities, which was issued in January 2003. The interpretation applies to interests in variable interest entities or potential variable interest entities commonly referred to as special-purpose entities for the periods ending after December 15, 2003 and for all other types of entities in the financial statements for periods ending after March 15, 2004. The Company does not have any interests that would change its current reporting entity or require additional disclosure as outlined in FIN 46R.

In April 2003, the FASB issued SFAS No. 149, Amendment of Statement 133 on Derivative Instruments and Hedging Activities. SFAS No. 149 is intended to result in more consistent reporting of contracts as either freestanding derivative instrument subject to SFAS No. 133 in its entirety, or as hybrid instrument with debt host contracts and embedded derivative features. In addition, SFAS No. 149 clarifies the definition of a derivative by providing guidance on the meaning of initial net investments related to derivatives. This statement was effective for contracts entered into or modified after June 30, 2003. The adoption of SFAS No. 149 did not have an impact on the Company's consolidated financial position, results of operation or cash flows.

In May 2003, the FASB issued SFAS No. 150, Accounting for Certain Financial Instruments with Characteristics of Both Liabilities and Equity. SFAS No. 150 establishes standards for how an issuer classifies and measures certain financial instruments with characteristics of both liabilities and equity. SFAS No. 150 was adopted by the Company on July 1, 2003 and did not have an impact on the Company's consolidated financial position, results of operation or cash flows.

#### RECENT DEVELOPMENTS

For a discussion of the Company's recent business developments see Item 1. Business. Recent Developments.

#### RESPONSIBILITY FOR FINANCIAL REPORTING

Management is responsible for the preparation, integrity and objectivity of the audited consolidated financial statements and related notes, and the other financial information contained in this Annual Report on Form 10-K. Such financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America and are considered by management to present fairly the Company's consolidated financial position, results of operations and cash flows. These audited consolidated financial statements include certain amounts that are based on management's estimates and judgements, giving due consideration to materiality.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

The table below provides information about the Company's marketable securities, excluding equity securities, and long-term debt including expected principal cash flows for the years 2004 through 2009 and thereafter (in thousands). The marketable securities are classified as trading.

PRINCIPAL AMOUNTS BY EXPECTED MATURITY  
AT DECEMBER 31, 2003

WEIGHTED AVERAGE YEAR INTEREST RATE	PRINCIPAL	INTEREST	TOTAL
----- ASSETS MUNICIPAL BONDS -----			
2004.....	\$ --	\$ --	\$ --
2005.....	2,355	104	2,459
2006.....	6,293	307	6,600
2007.....	9,838	457	10,295
2008.....	11,375	485	11,860
thereafter.....	800	15,584	14,784
Total.....	\$ 44,645	\$ 2,153	\$ 46,798
			===== Fair
Value.....			\$ 61,195
----- LIABILITIES CORPORATE DEBT -----			
2004.....	\$ 2,817	\$ 6,995	\$ 9,812
2005.....	2,817	6,784	9,601
2006.....	2,817	6,574	9,391
2007.....	2,817	6,363	9,180
2008.....	2,817	6,152	8,969
thereafter.....	53,827	131,291	77,464
Total.....	\$ 91,549	\$ 86,695	\$ 178,244
			===== Fair
Value.....			\$ 118,678

INTEREST RATE RISK

Current Assets

The Company maintains cash and short-term investments in an amount sufficient to meet its working capital requirements. Excess cash on hand is generally invested overnight in securities purchased under agreements to resell. Cash that is not required to meet daily working capital requirements is invested primarily in high-grade tax exempt municipal bonds, and obligations of the United States government and its agencies. The Company also invests in equity securities. The Company's investment income consists primarily of interest income and realized and unrealized gains and losses on the market values of its investments. Given the composition of its investment portfolio, the Company's investment income is highly sensitive to fluctuation in interest rates. Investment income was \$4.5 million, \$5.7 million and \$4.6 million in 2003, 2002 and 2001, respectively. The fair values of the Company's marketable securities, including equity securities, were \$64.9 million and \$67.0 million at December 31, 2003 and 2002, respectively. Based on portfolio compositions at December 31, 2002 and 2003, and assuming a 10% change in market values, the Company would have recognized losses of \$6.5 million and \$6.7 million, respectively.



## Debt

The weighted average interest rate on the Company's long-term debt is 7.73%. The debt contains a redemption premium, the amount of which varies with changes in interest rates. Therefore, the fair market value of the Company's long-term debt is highly sensitive to changes in interest rates. Although the market value of the debt will fluctuate with interest rates, the Company's interest expense will not vary with changes in market interest rates if the debt is paid off in accordance with stated principal repayment schedules. As of the date of this report, the Company does not expect to pay down any series of its long-term debt prior to stated maturities. However, the Company may pursue future financing strategies that involve early repayment of its current debt, or issuance of new debt, potentially increasing its sensitivity to changes in interest rates.

## CREDIT RISK

NYMEX Division bylaws authorize its board of directors to fix the annual dues of NYMEX Division members and to levy assessments as it determines to be necessary. Such dues and assessments are payable at such time as NYMEX's board of directors may determine. The Company's board of directors may waive the payment of dues by all NYMEX Division members or by individual members as it determines. COMEX Division provides its board of directors with similar powers relating to dues, assessments and fees with respect to COMEX Division members, provided that such dues and assessments (or fee surcharges in lieu thereof) may not be imposed (other than in connection with certain merger-related events) without the consent of the COMEX Governors Committee and that the ability of COMEX's board of directors to impose such fee is subject to the limitations.

The Exchange, as a self-regulatory organization, has instituted detailed risk-management policies and procedures to guard against default risk with respect to contracts traded on the Exchange. The Exchange also has extensive surveillance and compliance operations and procedures to monitor and to enforce compliance with rules pertaining to the trading, position sizes and financial condition of members. As described herein, the Exchange has powers and procedures designed to backstop contract obligations in the event that a contract default occurs on the Exchange including authority to levy assessments on any of its clearing members if, after a default by another clearing member, there are insufficient funds available to cover a deficit. The maximum assessment on each clearing member is the lesser of \$30 million and 40% of such clearing member's capital.

Despite the Company's authority to levy assessments or impose fees, there can be no assurance that the relevant members will have the financial resources available to pay, or will not choose to be expelled from membership rather than pay, any dues, fees or assessments. The Company believes that assessment liabilities of a member arising prior to expulsion are contractual in nature and, accordingly, survive expulsion. In addition, the Exchange would have recourse to such member and the proceeds from the Company's sale of such member's seat to apply towards any outstanding obligations to the Exchange of such member. Recourse to a member's seat, however, may not be of material value in the case of large defaults that result in assessments greater in value than the seat, particularly when the seat value declines markedly in price as a consequence of the default.

Moreover, despite the risk mitigation techniques adopted by, and the other powers and procedures implemented by the Company, which are designed to, among other things, minimize the potential risks associated with the occurrence of contract defaults on the Company, there can be no assurance that these powers and procedures will prevent contract defaults or will otherwise function to preserve the liquidity of the Company.

## ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

See Index to Financial Information in Item 15 of this Annual Report on Form 10-K.

## ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

There were no reports on Form 8-K required to be filed under Item 304 of Regulation S-K during the year ended December 31, 2003.

During the two most recent fiscal years and the subsequent interim period through December 31, 2003, there have been no reportable events (as defined in Regulation S-K Item 304(a)(1)(v)) of the Company.

ITEM 9A. CONTROLS AND PROCEDURES.

(1) Evaluation of Disclosure Controls and Procedures. Our Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-14(c) and 15d-14(c) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of a date within 90 days prior to the filing date of this Annual Report on Form 10-K (the "Evaluation Date"). Based upon such evaluation, such officers have concluded that, as of the Evaluation Date, our disclosure controls and procedures are effective in alerting them on a timely basis to material information relating to the Company that is required to be included in our annual filing under such Exchange Act.

(2) Changes in Internal Controls. Since the Evaluation Date, there have not been any significant changes in our internal controls or in other factors that could significantly affect such controls.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT AND THE EXCHANGE.

Set forth below are: (1) the names and ages of all directors (including directors who are also executive officers) of the Company at March 4, 2004, (2) all positions with the Company presently held by each such person and (3) the positions held by, and principal areas of responsibility of, each such person during the last five years.

TERM EXPIRATION	NAME OF DIRECTOR AND OFFICER	DATE	---
-----			
	Vincent		
	Viola	48	Chairman 2004 Mitchell
	Steinhouse	56	Vice Chairman 2005 Richard Schaeffer
	Rizzi	51	Director, Treasurer 2005 Gary
	Ardizzone	49	Director, Secretary 2004 Stephen
	Bolling	42	Director 2006 Eric
	Cicchetti	51	Director 2005 Joseph
	Conheeny	51	Director 2005 John
	Faber	74	Public Director 2006 Joel
	Falis	63	Director 2006 Melvyn
	Forman	63	Public Director 2005 Stephen
	Garland	48	Director 2004 Kenneth
	Gero	55	Director 2004 Anthony George
	Greenberg	67	Director 2005 David
	Griswold	39	Director 2006 E. Bulkeley
	Harte	65	Public Director 2006 Jesse B.
	Hess	45	Director 2006 Scott
	Karvellas	46	Director 2006 Steven
	Lippman	44	Director 2005 Harley
	Marks	49	Public Director 2004 Michel
	McDonnell	54	Director 2004 Kevin
	McNamara	44	Director 2005 John
	Rutledge	47	Director 2006 Gordon
	Steele	50	Director 2004 Robert
	Christopher K. Bowen, Esq.	65	Public Director 2004 J. Robert Collins, Jr.
	Christopher K. Bowen, Esq.	38	President
	and Chief Administrative Officer Madeline J.	43	General Counsel
	Boyd	51	Senior Vice President -- Government, Community and Philanthropic Affairs Samuel H. Gaer
	Jacobovits	37	Senior Vice President and Chief Information Officer Nachamah
	F. LaSala	41	Senior Vice President -- Corporate Communications Thomas
		42	Senior Vice President -- Compliance and Risk Management

Robert

Levin.....  
48 Senior Vice President --  
Planning and Development Lewis  
A. Raibley, III.....  
42 Senior Vice President --  
Finance and Chief Financial  
Officer Stuart A.  
Smith..... 56  
Senior Vice President --  
Operations

The Board of Directors of the Company is comprised of 25 members. There is currently one vacancy on the Board which will be filled at the 2004 annual election.

MEMBERS OF THE BOARD OF NYMEX HOLDINGS, INC.

The information in the Proxy Statement, dated March 5, 2004 set forth under the caption "Information Regarding the Current Board of Directors" is incorporated herein by reference.

BOARD MEETINGS AND COMMITTEES

The information in the Proxy Statement, dated March 5, 2004 set forth under the caption "Board Meetings and Committees" is incorporated herein by reference.

Set forth below are: (1) the names and ages of all executive officers (including executive officers who are also directors) of the Company at March 4, 2004, (2) all positions with the Company presently held by each such person, and (3) the positions held by, and principal areas of responsibility of, each such person during the last five years. Information for the Company's Directors is incorporated by reference to the Proxy Statement.

NAME
POSITION(S)
HELD AGE -
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- - - -
VINCENT
VIOLA
CHAIRMAN
48

Mr. Viola was elected Chairman in 2001. In 1985, Mr. Viola founded Pioneer Futures, Inc., a clearing member of NYMEX Exchange, COMEX and the New York Board of Trade. In 1987, Mr. Viola formed the First Bank Group that operates community banks in Dallas and the surrounding Texas area. From 1993 to 1996 he served as Vice Chairman of the Board of NYMEX Exchange. During his tenure, Mr. Viola served as chairman of the strategic planning committee and was instrumental in developing the NYMEX ACCESS(R) electronic trading platform. In 1990, he formed a proprietary futures and options trading group on NYMEX Exchange and the International Petroleum Exchange.

MITCHELL STEINHAUSE	VICE CHAIRMAN	56
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Mr. Steinhouse was elected Vice Chairman of the Board in March 2000. He is presently a local trader. He has previously served as Corporate Secretary from 1996 to 1998 and has been a member of NYMEX Exchange since 1975 as both a floor broker and a local trader.

RICHARD SCHAEFFER	TREASURER	51
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Mr. Schaeffer has been an executive of Global Energy Futures for ABN AMRO, Inc. since 1997. Mr. Schaeffer has been the NYMEX Division's Treasurer since March 1993. From 1992 to 1997, Mr. Schaeffer had been a Senior Vice President/Director of the Chicago Corp., which was a clearing member of both NYMEX Exchange and the COMEX Division until its buy-out by ABN AMRO, Inc. He is also a member of the Board of Directors of the Juvenile Diabetes Foundations.

GARY RIZZI	SECRETARY	49
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Mr. Rizzi has been the Company's Secretary since 2001. He has been a director since 1995. Mr. Rizzi has been a Vice President of AGE Commodity Clearing Corp. (now known as A.G. Edwards & Sons, Inc. since January 2004) since 2001 and was an Associate Vice President from 1985 to 2001. Mr. Rizzi has served on the Executive Committee since 2000. He is also a member of the COMEX Division and both divisions of the New York Board of Trade.

J. ROBERT COLLINS, JR.	PRESIDENT	38
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Mr. Collins was appointed President of NYMEX Holdings and NYMEX Exchange on July 23, 2001. Mr. Collins was Senior Vice President of natural gas trading at El Paso Merchant Energy-Gas, L.P., a division of El Paso Energy Corp. Mr. Collins directed the natural gas derivatives portfolio. Before joining El Paso in



Compliance of NYMEX Holdings since 2000 and NYMEX Exchange since 1994. Mr. LaSala also serves as Senior Vice President - Compliance and Risk Management of COMEX.

ROBERT LEVIN SENIOR VICE PRESIDENT - PLANNING AND DEVELOPMENT 48

Mr. Levin serves as Senior Vice President - Planning and Development of NYMEX Holdings and has been Senior Vice President - Planning and Development of NYMEX Exchange since June 1993. Mr. Levin was Vice President - Product Development of NYMEX Exchange from July 1991 until June 1993. Mr. Levin also currently serves as Senior Vice President - Planning and Development of COMEX.

LEWIS A. RAIBLEY, III SENIOR VICE PRESIDENT OF FINANCE AND CHIEF FINANCIAL OFFICER 42

Mr. Raibley serves as Senior Vice President - Finance and Chief Financial Officer of NYMEX Holdings and NYMEX Exchange since January 2003. Mr. Raibley has served as Senior Vice President and Controller at Datek Online Holdings Corp. from 2000 to 2002 and served in several senior financial roles at Morgan Stanley Dean Witter & Co., where he was employed from 1986 to 2000. Mr. Raibley also currently serves as Senior Vice President - Finance and Chief Financial Officer of COMEX.

STUART A. SMITH SENIOR VICE PRESIDENT - OPERATIONS 56

Mr. Smith serves as Senior Vice President - Operations of NYMEX Holdings and has been Senior Vice President - Operations of the NYMEX Exchange since May 1992. Mr. Smith currently serves as Senior Vice President - Operations of COMEX. Mr. Smith previously served as Vice President of Trading Floor Operations from 1986 to 1996.

None of the directors, except for the Chairman, currently is or has ever been an officer or employee of the Company or any of its subsidiaries, nor were there any compensation committee interlocks or other relationships during 2003 requiring disclosure under item 402(j) of Regulation S-K of the SEC.

#### CODE OF ETHICS

The Company has adopted a code of ethics for its principal executive officer and senior financial officers. A copy of the Company's code of ethics is attached to this Annual Report on Form 10-K as Exhibit 14 and is also available on the Company's website at [www.nymex.com](http://www.nymex.com). The Company intends to post on its website material changes, or waivers from, its code of ethics, if any, within two days of any such event. As of March 4, 2004, there were no such changes or waivers.

#### ITEM 11. EXECUTIVE OFFICER COMPENSATION.

The information in the Proxy Statement, dated March 5, 2004, set forth under the captions "Executive Officer Compensation" and "Information Regarding the Current Board of Directors" and "Compensation of Directors" is incorporated herein by reference.

#### ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT.

The information set forth under the caption "Information Regarding Beneficial Ownership of Principal Shareholders, Directors, and Management" of the Proxy Statement, dated March 5, 2004, is incorporated herein by reference.

#### ITEM 13. CERTAIN BUSINESS RELATIONSHIPS AND RELATED TRANSACTIONS.

The inherent nature of the Company's business frequently gives rise to related party transactions. The majority of the Company's shareholders, including several members of the board of directors, frequently do



business with the Exchange. The Board establishes fees and usage charges and also determines the level of payments under any proprietary fee reduction or other cost reduction programs.

The following are descriptions of material transactions involving the Company and its directors:

Several of the Company's directors serve as officers or directors of clearing member firms. These clearing member firms pay substantial fees to the Company's clearinghouse in connection with services the Company provides. The Company believes that the services provided to these clearing firms are on terms no more favorable to those firms than terms given to other member firms and individual members.

Pioneer Futures, Inc. ("Pioneer"), of which Vincent Viola the Chairman of the Board of the Company is the sole shareholder, is one of the largest clearing members with whom the Company does business. For the year ended December 31, 2003, a total of \$9.2 million in revenue was derived from Pioneer from clearing and transaction fees and \$0.7 million was derived from rental income. These amounts represent 5% of the Company's total consolidated revenue.

Sterling Commodities Corp. ("Sterling"), of which David Greenberg, a director of the Company, is the President, currently leases from NYMEX Exchange space at the One North End Avenue facility. The lease expires on November 30, 2007. The aggregate amount of rent collected from Sterling during 2003 was \$242,000. The director's father is Chief Executive Officer and 100% owner of Sterling. The clearing revenues earned from Sterling in 2003 were approximately \$1.6 million representing approximately 1% of the Company's consolidated revenues.

ABN-AMRO, Inc. ("ABN-AMRO"), of which Richard Schaeffer, the Treasurer of the Company, is an executive, currently leases from NYMEX Exchange space at the One North End Avenue facility. ABN-AMRO currently has two leases, one of which had a three-month rent free period. The aggregate amount of rent collected from ABN-AMRO during 2003 was \$72,390.

On January 27, 2003, a wholly-owned subsidiary of the Company, Tradingear Acquisition LLC, entered into an Asset Purchase Agreement with TGFIN Holdings, Inc. ("TGFIN") and its operating subsidiary, TradinGear.com. Pursuant to this agreement, TGFIN and TradinGear.com were paid \$3 million for certain assets, including certain tangible assets and software which the Company had previously been licensing from TradinGear.com. This transaction closed on March 31, 2003. On April 2, 2003, Samuel Gaer, Chairman and CEO of TGFIN, became Senior Vice President and Chief Information Officer of the Company. Prior to that date, Mr. Gaer received approximately \$82,500 in consulting fees from the Company in 2003. Mr. Gaer subsequently resigned his position as an officer and director of TGFIN. Mr. Gaer, together with his family, owned at the time of the acquisition and continue to own approximately 38% of the stock of TGFIN.

The Company had invested assets segregated for the benefit of the COMEX Members' Recognition and Retention Plan of \$11.7 million at December 31, 2003, in a portfolio of fixed income securities managed by a major securities firm of which Anthony George Gero, a director of the Company, is a senior investment officer.

The Company has provided financial guarantees and pledged collateral relating to a membership seat financing program with one of its banks. Pursuant to this program, the member remains primarily liable for the loan that is used to purchase an interest in the Company. The Company's guarantee is limited by a specified dollar amount, and the Company has the right to liquidate the interest if the member defaults on the loan. As of December 31, 2003, the following director had a loan balance relating to this program in excess of \$60,000: Steven Karvellas \$76,000.

#### ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.

The information in the 2003 Proxy Statement set forth under the captions "Audit and Non-Audit Fees" and "Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of the Independent Auditor" is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULE AND REPORTS ON FORM 8-K.

(a) Documents filed as part of this Report:

1. Consolidated Financial Statements

The consolidated financial statements required to be filed in this Annual Report on Form 10-K are listed on page F-1 hereof and incorporated herein by reference.

2. Financial Statement Schedules

Financial statement schedules have been omitted because the information required to be set forth in those schedules is not applicable or is shown in the consolidated financial statements or notes thereto.

3. Exhibits

Certain of the following exhibits were previously filed as exhibits to other reports or registration statements filed by NYMEX Holdings and are incorporated herein by reference to such reports or registration statements as indicated parenthetically below by the appropriate report reference date or registration statement number.

EXHIBITS

- 2.2 Form of Agreement and Plan of Merger by and among New York Mercantile Exchange, Inc., NYMEX Holdings, Inc. and NYMEX Merger Sub, Inc. (incorporated herein by reference to Exhibit 2.2 of Form S-4 (file no. 333-30332)).
- 3.1 Amended and Restated Certificate of Incorporation of NYMEX Holdings, Inc. (incorporated herein by reference to Exhibit 3.1 of Form 10-K for the year 2000 (file no. 333-30332)).
- 3.2 Bylaws of NYMEX Holdings, Inc. (incorporated herein by reference to Exhibit 3.2 of Form S-4 (file no. 333-30332)).
- 4 Note Purchase Agreement among NYMEX and each of Purchasers listed in Schedule A attached thereto dated October 15, 1996 (incorporated herein by reference to Exhibit 10.5 of Form S-4 (file no. 333-30332)).
- 10.1 NYMEX Amended and Restated Members' Retention and Retirement Plan effective December 31, 1998 (incorporated herein by reference to Exhibit 10.1 of Form S-4 (file no. 333-30332)).
- 10.2 Trust under the NYMEX Members' Retention and Retirement Plan dated December 31, 1998 (incorporated herein by reference to Exhibit 10.2 of Form S-4 (file no. 333-30332)).
- 10.3 Ground Lease between Battery Park City Authority and NYMEX dated May 18, 1995 (incorporated herein by reference to Exhibit 10.3 of Form S-4 (file no. 333-30332)).
- 10.4 Funding Agreement among New York State Urban Development Corporation, Battery Park City Authority and NYMEX dated May 18, 1995 (incorporated herein by reference to Exhibit 10.4 of Form S-4 (file no. 333-30332)).
- 10.5 NYMEX Holdings, Inc. Executive Income Deferral Program (incorporated herein by reference to Exhibit 10.5 of Form 10-K for the year 2000 (file no. 333-30332)).
- 10.6 Network License Order Form between Oracle Corporation and NYMEX, accompanying Payment Plan Agreement and Payment Schedule between Oracle Credit Corporation and NYMEX (incorporated herein by reference to Exhibit 10.6 of Form S-4 (file no. 333-30332)).

- 10.7 Network License Order Form between Oracle Corporation and NYMEX, accompanying Payment Schedule between Oracle Credit Corporation and NYMEX and Amendment 1 to the Network License Order Form (incorporated herein by reference to Exhibit 10.7 of Form S-4 (file no. 333-30332)).
- 10.8 Network License Order Form between Oracle Corporation and NYMEX and accompanying Payment Schedule between Oracle Credit Corporation and NYMEX (incorporated herein by reference to Exhibit 10.8 of Form S-4 (file no. 333-30332)).
- 10.8.1 Software License and Services Agreement between Oracle Corporation and NYMEX effective January 6, 1995 (incorporated herein by reference to Exhibit 10.8.1 of Form S-4 (file no. 333-30332)).
- 10.9 Smartnet Agreement between Cisco Systems, Inc. and NYMEX dated May 21, 1996 (incorporated herein by reference to Exhibit 10.9 of Form S-4 (file no. 333-30332)).
- 10.10 Network Supported Account Agreement between Cisco Systems, Inc. and NYMEX dated May 21, 1996 (incorporated herein by reference to Exhibit 10.10 of Form S-4 (file no. 333-30332)).
- 10.11 COMEX Members' Recognition and Retention Plan (incorporated herein by reference to Exhibit 10.11 of Form 10-K for the year 2000 (file no. 333-30332)).
- 10.12.1 Employment Agreement between NYMEX Holdings and Neal L. Wolkoff, Esq. (incorporated herein by reference to Exhibit 10.12 of Form 10-K for the year 2000 (file no. 333-30332)).
- 10.12.2 Employment Agreement between NYMEX Holdings, New York Mercantile Exchange, Inc. and J. Robert Collins, Jr. (incorporated herein by reference to Exhibit 10.13 of Form 10-Q for the quarter ending March 31, 2002) (file no. 333-30332)).
- 10.12.3 Employment agreement between NYMEX Holdings, and Samuel H. Gaer (incorporated herein by reference to Exhibit 10.14 of Form 10-Q for the quarter ending March 31, 2003) (file no. 333-30332)).
- 14 Code of Ethics for principal executive officer and senior financial officers.
- 21.1 Subsidiaries of NYMEX Holdings, Inc. (incorporated herein by reference to Exhibit 21.1 of Form S-4 (file no. 333-30332)).
- 31.0 Certifications of Chairman and Chief Financial Officer pursuant to sec. 302 of the Sarbanes-Oxley Act of 2002.
- 32.0 Certifications of Chairman and Chief Financial Officer pursuant to sec. 906 of the Sarbanes-Oxley Act of 2002.
- 99 Published report regarding the demutualization vote by Security holders on June 20, 2000 (incorporated herein by reference to Exhibit 99 of Form 10-K for the year 2000 (file no. 333-30332)).

(b) Reports on Form 8-K

NYMEX Holdings, Inc. filed a Current Report on Form 8-K, dated March 6, 2003, reporting that our Annual Report on Form 10-K was accompanied by certifications of our Company's Chairman and Chief Financial Officer, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

NYMEX Holding, Inc. filed a Current Report on Form 8-K, dated May 15, 2003, reporting that our First Quarter Form 10-Q was accompanied by certifications of our Company's Chairman and Chief Financial Officer, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, NYMEX Holdings, Inc. has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: March 4, 2004

NYMEX HOLDINGS, INC.

BY: /s/ VINCENT VIOLA

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VINCENT VIOLA  
Chairman of the Board of Directors  
(Principal Executive Officer)

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES EXCHANGE ACT OF 1934, THIS REPORT HAS BEEN SIGNED BY THE FOLLOWING PERSONS ON BEHALF OF NYMEX HOLDINGS, INC. AND IN THE CAPACITIES AND ON THE DATE INDICATED.

SIGNATURE  
TITLE DATE

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/s/  
VINCENT  
VIOLA  
Chairman  
of the  
Board  
March 4,  
2004 - ---

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VINCENT  
VIOLA /s/  
MITCHELL  
STEINHAUSE  
Vice  
Chairman  
March 4,  
2004 - ---

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MITCHELL  
STEINHAUSE  
/s/  
RICHARD  
SCHAEFFER  
Treasurer  
March 4,  
2004 - ---

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RICHARD  
SCHAEFFER  
/s/ GARY  
RIZZI  
Secretary  
March 4,  
2004 - ---

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GARY RIZZI  
/s/ ERIC  
BOLLING  
Director  
March 4,  
2004 - ---

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ERIC  
BOLLING  
/s/  
STEPHEN  
ARDIZZONE  
Director  
March 4,  
2004 - ---  
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STEPHEN  
ARDIZZONE  
/s/ JOSEPH  
CICCHETTI  
Director  
March 4,  
2004 - ---  
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JOSEPH  
CICCHETTI  
/s/ JOHN  
CONHEENEY  
Director  
March 4,  
2004 - ---  
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JOHN  
CONHEENEY  
/s/ JOEL  
FABER  
Director  
March 4,  
2004 - ---  
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JOEL FABER  
/s/ MELVYN  
FALIS  
Director  
March 4,  
2004 - ---  
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MELVYN  
FALIS /s/  
STEPHEN  
FORMAN  
Director  
March 4,  
2004 - ---  
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STEPHEN  
FORMAN /s/  
KENNETH  
GARLAND  
Director  
March 4,  
2004 - ---  
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SIGNATURE  
TITLE DATE

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/s/  
ANTHONY  
GEORGE  
GERO  
Director  
March 4,  
2004 - ---  
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ANTHONY  
GEORGE  
GERO /s/  
DAVID  
GREENBERG  
Director  
March 4,  
2004 - ---  
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DAVID  
GREENBERG  
/s/ E.  
BULKELEY  
GRISWOLD  
Director  
March 4,  
2004 - ---  
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E.  
BULKELEY  
GRISWOLD  
/s/ JESSE  
B. HARTE  
Director  
March 4,  
2004 - ---  
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JESSE B.  
HARTE /s/  
SCOTT HESS  
Director  
March 4,  
2004 - ---  
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SCOTT HESS  
/s/ STEVEN  
KARVELLAS  
Director  
March 4,  
2004 - ---  
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STEVEN  
KARVELLAS  
/s/ HARLEY  
LIPPMAN  
Director  
March 4,  
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2004 - ---

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HARLEY  
LIPPMAN  
/s/ MICHEL  
MARKS  
Director  
March 4,

2004 - ---

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MICHEL  
MARKS /s/  
KEVIN  
MCDONNELL  
Director  
March 4,

2004 - ---

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KEVIN  
MCDONNELL  
/s/ JOHN  
MCNAMARA  
Director  
March 4,

2004 - ---

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JOHN  
MCNAMARA  
/s/ GORDON  
RUTLEDGE  
Director  
March 4,

2004 - ---

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GORDON  
RUTLEDGE  
/s/ ROBERT  
STEELE  
Director  
March 4,

2004 - ---

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ROBERT  
STEELE /s/  
J. ROBERT  
COLLINS,  
JR.  
President  
March 4,

2004 - ---

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J. ROBERT  
COLLINS,  
JR. /s/  
LEWIS A.  
RAIBLEY,  
III Senior  
Vice

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President  
March 4,  
2004 - ---

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Finance  
and Chief  
LEWIS A.  
RAIBLEY,  
III  
Financial  
Officer  
/s/

KENNETH D.  
SHIFRIN  
Controller  
March 4,  
2004 - ---

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KENNETH D.  
SHIFRIN

NYMEX HOLDINGS, INC. AND SUBSIDIARIES  
FINANCIAL INFORMATION  
FOR INCLUSION IN ANNUAL REPORT ON FORM 10-K  
FISCAL YEARS ENDED DECEMBER 31, 2003, 2002 AND 2001

NYMEX HOLDINGS, INC. AND SUBSIDIARIES

INDEX TO FINANCIAL INFORMATION  
ITEM 15(A)

ITEM 15(A) FINANCIAL STATEMENTS.

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All other financial statements and schedules have been omitted since the required information is not applicable or is included in Item 15(a) -- Consolidated Financial Statements.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

To Our Stockholders:

Management is responsible for the reliability of the consolidated financial statements and related notes. The financial statements were prepared in conformity with accounting principles generally accepted in the United States of America and include amounts based upon our estimates and assumptions, as required. The consolidated financial statements for the year ended December 31, 2003 have been audited by our independent auditors, KPMG LLP, who were given free access to all financial records and related data, including minutes of the meetings of the Board of Directors and Committees of the Board. We believe that our representations to the independent auditors are valid and appropriate.

Management maintains a system of internal accounting controls designed to provide reasonable assurance as to the reliability of the financial statements, as well as to safeguard assets from unauthorized use or disposition. The system is supported by formal policies and procedures. Our internal audit function monitors and reports on the adequacy of and compliance with the internal control system, and appropriate actions are taken to address significant control deficiencies and other opportunities for improving the system as they are identified. The Audit Committee consists of the five Public Directors of the Board. One of the Public Directors serves as chairman of the committee. The Audit Committee meets several times each year with representatives of management, including the Chief Financial Officer, the Vice President of Internal Audit and the independent auditors to review the financial reporting process and controls in place to safeguard assets. Both our independent auditors and internal auditor have unrestricted access to the Audit Committee.

Although no cost-effective internal control system will preclude all errors or fraud, we believe our controls as of December 31, 2003 provide reasonable assurance that the consolidated financial statements are reliable and that our assets are reasonably safeguarded.

/s/ VINCENT VIOLA  
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Chairman of the Board

/s/ J. ROBERT COLLINS, JR.  
-----  
President

/s/ LEWIS A. RAIBLEY, III  
-----  
Senior Vice President -- Finance  
Chief Financial Officer

Date: March 4, 2004  
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## INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Stockholders of NYMEX Holdings, Inc.:

We have audited the accompanying consolidated balance sheets of NYMEX Holdings, Inc. and subsidiaries (the "Company") as of December 31, 2003 and 2002 and the related consolidated statements of income, stockholders' equity and cash flows for the years then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. The Company's consolidated statements of income, stockholders' equity and cash flows for the year ended December 31, 2001, were audited by other auditors whose report dated March 3, 2002, expressed an unqualified opinion on those consolidated financial statements.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of NYMEX Holdings, Inc. and subsidiaries at December 31, 2003 and 2002 and the results of their operations, and their cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

As discussed in note 1 to the consolidated financial statements, in 2002 the Company changed its methods of accounting for goodwill and other intangible assets and accounting for the impairment or disposal of long-lived assets.

KPMG LLP

New York, New York  
March 1, 2004

## INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Stockholders of NYMEX Holdings, Inc.:

We have audited the accompanying consolidated statements of income, stockholders' equity and cash flows of NYMEX Holdings, Inc. and subsidiaries (the "Company") for the year ended December 31, 2001. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated results of operations and cash flows of NYMEX Holdings, Inc. and subsidiaries for the year ended December 31, 2001 in conformity with accounting principles generally accepted in the United States of America.

ERNST & YOUNG LLP

New York, New York  
March 3, 2002

NYMEX HOLDINGS, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS  
(IN THOUSANDS, EXCEPT FOR PER SHARE AMOUNTS)

DECEMBER 31, -----	2003	2002	-----
--- ASSETS			
Cash and cash equivalents.....		\$ 1,763	\$
1,014 Securities purchased under agreements to resell.....	45,050	40,760	Marketable securities, at market.....
		64,885	66,976
Clearing and transaction fees receivable, net of allowance.....			
	13,277	13,884	Prepaid taxes and expenses.....
		4,115	3,595
Deferred tax assets.....		4,134	
3,233 Clearing deposits and guaranty funds.....	97,238	75,327	Other current assets.....
		8,959	
7,920 -----			Total current assets.....
		239,421	
212,709 Property and equipment, net.....	208,787	223,878	
Goodwill, net.....		16,329	
	16,329		Other assets.....
	13,139	9,839	-----
			TOTAL
ASSETS.....	\$477,676	\$462,755	=====
LIABILITIES AND STOCKHOLDERS' EQUITY			
LIABILITIES: Accounts payable and accrued liabilities.....		\$ 10,773	\$ 16,036
Accrued salaries and related liabilities.....	4,292	5,611	Clearing deposits and guaranty funds.....
			97,238
97,238	75,327	Income taxes payable.....	10,364
	4,335	Other current liabilities.....	17,126
	18,389	-----	Total current liabilities.....
		139,793	
119,698	Deferred tax liabilities.....	5,961	
	9,622	Notes payable.....	
	88,732	91,551	Deferred credit -- grant for building construction.....
	112,600	114,745	Retirement benefit obligation.....
	11,729	11,037	Other non-current liabilities.....
	13,446	14,567	-----
			Total
	372,261	361,220	-----
			COMMITMENTS AND CONTINGENCIES (Note 17)
STOCKHOLDERS' EQUITY: Common stock, at \$0.01 par value, 816 shares authorized, issued and outstanding at December 31, 2003 and 2002.....			Additional paid-in capital.....
	93,312	93,312	Retained earnings.....
	12,103	8,223	-----
			Total stockholders' equity.....
		105,415	101,535
-----			TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY.....
	\$477,676	\$462,755	=====
			=====

The accompanying notes are an integral part of these statements.

NYMEX HOLDINGS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME  
(IN THOUSANDS, EXCEPT FOR PER SHARE AMOUNTS)

YEAR ENDED DECEMBER 31, -----	-----	-----	-----
2003	2002	2001	OPERATING
REVENUES: Clearing and transaction fees, net of member fee rebates of \$14,049, \$5,245 and \$6,693 in 2003, 2002 and 2001,			
respectively.....			
\$139,731	\$140,763	\$104,302	Market data
fees.....			31,700
33,459	34,313	Other, net of rebates of \$995, \$1,195, and \$2,090 in 2003, 2002 and 2001,	
respectively.....			12,737 14,982
5,666	-----	-----	Total operating
revenues.....			184,168 189,204
144,281	-----	-----	OPERATING EXPENSES:
Salaries and employee			
benefits.....			54,401 49,121 50,443
Occupancy and			
equipment.....			26,664
24,364	20,663	Depreciation and amortization of property and equipment, net of deferred credit	
amortization.....			24,679 20,926 16,024
General and			
administrative.....			23,314
17,737	12,848	Professional	
services.....			17,427
17,954	12,753	Telecommunications.....	
5,934	7,639	10,878	
Marketing.....			
2,080	2,633	1,721	Other
expenses.....			
8,652	9,445	7,203	Amortization of
goodwill.....			-- -- 2,153
Impairment and disposition loss on capitalized software and computer equipment.....			
2,340	12,583	5,114	-----
Total			
operating expenses.....			165,491
162,402	139,800	-----	INCOME FROM
OPERATIONS..... 18,677			
26,802	4,481	OTHER INCOME (EXPENSES): Investment income, net.....	4,501 5,714 4,643
Interest			
expense.....			(7,237)
(7,455)	(7,662)	-----	INCOME BEFORE
PROVISION FOR INCOME TAXES..... 15,941			
25,061	1,462	PROVISION FOR INCOME	
TAXES.....			7,061 12,762 782
NET			
INCOME.....			
\$ 8,880	\$ 12,299	\$ 680	=====
BASIC			
AND DILUTED EARNINGS PER SHARE..... \$			
10,882	\$ 15,072	\$ 833	=====
Weighted			
average common shares outstanding, basic and			
diluted.....			
816	816	816	=====

The accompanying notes are an integral part of these statements.



NYMEX HOLDINGS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY  
 YEARS ENDED DECEMBER 31, 2003, 2002 AND 2001  
 (IN THOUSANDS, EXCEPT FOR SHARE AMOUNTS)

COMMON STOCK	-----	ADDITIONAL TOTAL SHARES PAID-IN	-----	RETAINED STOCKHOLDERS' OUTSTANDING	-----	AMOUNT CAPITAL EARNINGS EQUITY	-----
-----							
		Balances at December 31,					
2000.....	816	\$ --	\$84,415	\$ 244			
			\$ 84,659	Net			
income.....							
-- --	680	680	Tax benefit related to:				
				NYMEX MRRP.....			
	--	--	5,728	--	5,728	COMEX	
MRRP.....							
3,169	--	3,169	-----				
			Balances at				
			December 31, 2001.....		816	--	
					93,312	924	94,236
							Net
income.....							
-- --	12,299	12,299					
Dividends.....							
-- --	(5,000)	(5,000)	-----				
			Balances at December 31,				
2002.....	816	--	93,312	8,223			
				101,535	Net		
income.....							
-- --	8,880	8,880					
Dividends.....							
-- --	(5,000)	(5,000)	-----				
			Balances at December 31,				
2003.....	816	\$ --	\$93,312				
\$12,103	\$105,415	=====	=====	=====			
		=====	=====	=====			

The accompanying notes are an integral part of these statements.  
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NYMEX HOLDINGS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF CASH FLOWS  
(IN THOUSANDS)

FOR THE YEAR ENDED DECEMBER 31, -----	2003	2002	2001
----- CASH FLOWS FROM OPERATING ACTIVITIES: Net			
income.....	\$ 8,880	\$ 12,299	\$ 680
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization of property and equipment, net of deferred credit.....	24,679	20,926	16,024
Amortization of goodwill.....	--	--	2,153
Deferred tax asset (liability).....	(4,562)	(3,674)	
Loss on disposition of property, equipment.....	2,340	12,583	5,114
Curtailed gain on postretirement plan.....	--	--	(732)
(Increase) decrease in operating assets			
Marketable securities.....	2,091	(1,555)	12,603
Clearing and transaction fees receivable.....	607	(4,547)	(1,762)
Prepaid taxes and expenses.....	(520)		
Clearing deposits and guaranty funds.....	(21,911)	(28,572)	67,961
Other current assets.....	(1,771)	6,796	(5,074)
(Decrease) increase in operating liabilities: Accounts payable and accrued liabilities.....	(5,263)	(4,871)	9,622
Accrued salaries and related liabilities.....			(1,319)
Clearing deposits and guaranty funds.....	21,911	28,572	(67,961)
Other current liabilities.....	4,991	498	Income tax payable.....
Income tax payable.....	6,029	4,335	
Other non-current liabilities.....	(1,121)	5,233	169
Distributions under NYMEX Division members' retention and retirement plan.....	--	--	(33,221)
Subordinated commitment for COMEX members' retention and retirement plan.....	692	1,258	566
----- Net cash provided by operating activities.....	31,999	63,554	8,749
----- CASH FLOWS FROM INVESTING ACTIVITIES:			
(Increase) decrease in securities purchased under agreements to resell.....	(4,290)		
Capital expenditures.....	(13,446)	(31,049)	(27,221)
Net payment for purchase acquisition, net of cash acquired.....	(3,000)	--	--
(Increase) decrease in other assets.....	(195)	(94)	488
----- Net cash used in investing activities.....	(20,931)	(65,403)	(3,124)
----- CASH FLOWS FROM FINANCING ACTIVITIES: Cash dividends paid.....	(7,500)	--	--
Principal payments under long-term debt agreements.....	(2,819)	(2,817)	(2,815)
Cash used in financing activities.....	(10,319)	(2,817)	(2,815)
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENT.....	749		
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR.....	1,014	5,680	2,870
----- CASH AND CASH EQUIVALENTS, END OF YEAR.....	\$ 1,763	\$ 1,014	\$ 5,680
=====			

The accompanying notes are an integral part of these statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

NATURE OF BUSINESS -- NYMEX Holdings, Inc. ("NYMEX Holdings") was incorporated in 2000 as a stock corporation in Delaware, and is the successor to the New York Mercantile Exchange which was established in 1872. The two principal operating subsidiaries of NYMEX Holdings are the New York Mercantile Exchange, Inc. ("NYMEX Division") and the Commodity Exchange, Inc. ("COMEX Division"), which is organized as a wholly-owned subsidiary of NYMEX Division. Where appropriate, each NYMEX Exchange operating division, NYMEX Division and COMEX Division, will be discussed separately, and collectively will be referred to as the "Exchange." When discussing NYMEX Holdings together with its subsidiaries, reference is being made to the "Company."

The Company demutualized on November 17, 2000, at which time the book value of the assets and liabilities of New York Mercantile Exchange carried over to NYMEX Division.

The Company exists principally to provide facilities for buying and selling energy and precious and base metals commodities for future delivery under rules intended to protect the interests of market participants. The Company itself does not own commodities, trade for its own account, or otherwise engage in market activities. The Company provides the physical facilities necessary to conduct an open outcry auction market, electronic trading systems, systems for the matching and clearing of trades executed on the Exchange, and systems for the clearing of certain bilateral trades executed in the over-the-counter ("OTC") market. These services facilitate price discovery, hedging, and liquidity in the energy and metals markets. Transactions executed on the Exchange mitigate the risk of counter-party default because the Company's clearinghouse acts as the counter-party to every trade. Trading on the Exchange is regulated by the Commodity Futures Trading Commission. To manage the risk of financial nonperformance, the Exchange requires members to post margin.

BASIS OF PRESENTATION -- The consolidated financial statements include the accounts of NYMEX Holdings and its subsidiaries. The accompanying financial statements included herein have been prepared in accordance with generally accepted accounting principles. The preparation of consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. Certain reclassifications have been made to the 2002 and 2001 consolidated financial statements to conform to the 2003 presentation.

PRINCIPLES OF CONSOLIDATION -- The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries NYMEX Division, COMEX Division, COMEX Clearing Association, Inc. ("CCA"), NYMEX Technology Corp. (which became inactive in November 1996), and Tradinggear Acquisition LLC. Intercompany balances and transactions have been eliminated in consolidation. COMEX Division and CCA were acquired by the Company in 1994. While CCA is still in existence, its operations were consolidated into the NYMEX Division in May 2003.

FAIR VALUE OF FINANCIAL INSTRUMENTS -- Statement of Financial Accounting Standards No. 107, Disclosures about Fair Value of Financial Instruments, requires disclosure of the fair value of financial instruments at the balance sheet date. The carrying values of the Company's assets approximate their fair values and, where applicable, are based on current market prices. The carrying values of the Company's liabilities approximate their fair values except for the fair value of the Company's notes payable, which are based upon their future cash flows for principal and interest payments, discounted at prevailing interest rates for securities of similar terms and maturities.

USE OF ESTIMATES -- The preparation of the accompanying consolidated financial statements and related notes in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

the date of the financial statements, the reported amounts of revenues and expenses during the reporting period, and the disclosure of contingent liabilities. Actual results could differ from those estimates.

During fiscal year 2003, the Company changed its estimated useful lives for technology equipment from a range of 4 to 7 years to a range of 3 to 7 years. This change in estimate was based on management's belief that certain of this equipment has shorter useful lives under the Company's new technology strategy than originally estimated.

CASH AND CASH EQUIVALENTS -- Investments in money market funds and highly liquid investments purchased with an original maturity of three months or less are classified as cash equivalents. Cash equivalents are carried at cost, which approximates fair value.

The Company maintains substantially all of its cash balances with major financial institutions.

SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL -- Securities purchased under agreements to resell are carried at contract value, as specified in the agreements. The market value of securities purchased under agreements to resell is monitored by the Company and additional collateral is obtained as necessary to protect against credit exposure. At December 31, 2003 and 2002, U.S. government securities held in a segregated account by a U.S. money-center bank collateralized the securities purchased under agreements to resell.

MARKETABLE SECURITIES -- The Company invests primarily in high-grade tax-exempt municipal bonds and direct obligations of the U.S. government and its agencies and money market mutual funds. Company has classified all of its investments in debt and equities as trading. Management determines the appropriate classification of debt and equity securities at the time of purchase and re-evaluates such classification at each balance sheet date.

Trading securities are bought and held principally for the purpose of selling them in the near future and are carried at fair value based on quoted market prices and unrealized gains and losses are recognized in income currently. Realized gains and losses from the sales of marketable securities are determined on a specific identification basis.

The Company has provided financial guarantees and pledged collateral with one of its investment managers relating to a membership seat financing program. The investment manager retains a collateral interest in the underlying Company investments equal to 118% of the outstanding loan balance. The Company has not set up allowances for loan losses as the Company retains the exclusive right to assert its lien on and security interest in the membership seat.

REVENUE RECOGNITION

Clearing and Transaction Revenue

The largest sources of the Company's operating revenues are clearing and transaction fees. These fees are recognized as revenue in the same period that trades are effectuated. Clearing and transaction fees receivable are monies due from clearing member firms. Exposure to losses on receivables is principally dependent on each member firm's financial condition. Seats owned by NYMEX Division and COMEX Division members collateralize fees owed to the Company. At the end of December 31, 2003 and 2002, no clearing and transaction fees receivable balance was greater than the member's seat value. Management does not believe that a concentration of credit risk exists from these receivables. The Company retains the right to liquidate a member's seat in order to satisfy its receivable.

The Company maintains, on a discretionary basis, a proprietary fee reduction program that is subject to periodic approval by the board of directors, pursuant to which certain clearing fees of NYMEX Division members are substantially reduced. The Company has various other discretionary rebate and cost reduction programs to reduce operating costs of certain market participants.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

Market Data Revenues

The Company provides real time information to subscribers regarding prices of futures and options contracts traded on the Exchange. As is common business practice in the industry, fees are remitted to the Company by market data vendors on behalf of subscribers. Revenues are accrued for the current month based on the most recent month reported by the vendors.

Other Revenues

Other revenues consist of rental income from tenants leasing space in the Company's headquarters building, compliance fines assessed for violation of trading rules and procedures, fees charged to members for the use of telephone equipment, long distance telephone service and trading booths provided by the Company, fees charged for access to the NYMEX ACCESS(R) electronic trading system and other miscellaneous revenues. Other revenues are recognized on an accrual basis in the period during which the Company derives economic value, with the exception of compliance fines, which are recognized when cash is received.

LONG-LIVED ASSETS -- The Company periodically evaluates the net realizable value of long-lived assets, including property, plant and equipment and amortizable intangible assets, relying on a number of factors including operating results, business plans, economic projections and anticipated future cash flows. When indicators of impairment are present, the carrying values of the assets are evaluated in relation to the operating performance and estimated future undiscounted cash flows of the underlying business. An impairment in the carrying value of an asset is recognized whenever anticipated future cash flows (undiscounted) from an asset are estimated to be less than its carrying value. The amount of the impairment recognized is the difference between the carrying value of the asset and its fair value. Fair values are based on assumptions concerning the amount and timing of estimated future cash flows and assumed discount rates, reflecting varying degrees of perceived risk.

The Company reviews long-lived assets for impairment, in accordance with Statement of Financial Accounting Standards ("SFAS") No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets (SFAS No. 144). If facts and circumstances indicate that the Company's long-lived assets might be impaired, the estimated future undiscounted cash flows associated with the long-lived asset would be compared to its carrying value to determine if a write-down to fair value is necessary. If a write-down is required, the amount is determined by comparing fair market values to carrying values in accordance with SFAS No. 144. During 2003, the Company shortened the estimated useful lives of certain technology equipment. The Company believed, as of the September 30, 2003 evaluation date, that the undiscounted cash flows expected to be generated by these assets exceeded their carrying amounts and, therefore, the assets were not impaired. As of October 1, 2003, the Company began depreciating the carrying values of these assets over the remaining periods of their new useful lives.

PROPERTY AND EQUIPMENT -- Property and equipment are stated at cost, less depreciation and amortization. Depreciation and amortization are provided utilizing the straight-line method over the estimated useful lives of the assets or lease terms, whichever is shorter.

The following table summarizes the years over which significant assets are generally depreciated or amortized:

Building and improvements.....	20 to 60 years
Information system equipment.....	3 to 7 years
Furniture, fixtures, office machinery and other.....	3 to 10 years
Internally developed software costs.....	3 to 5 years
Leasehold improvements.....	10 to 20 years

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

Where different depreciation methods or lives are used for tax purposes, deferred income taxes are recorded. The Company capitalizes purchases of software and costs associated with internally developed software.

Expenditures for repairs and maintenance are charged to expense as incurred. Expenditures for major renewals and betterments which significantly extend the useful lives of existing property and equipment are capitalized and depreciated.

MARKETING COSTS -- Marketing costs include costs incurred for producing and communicating advertising and other marketing activities. These costs are expensed when incurred.

GOODWILL -- Goodwill represents the excess of the purchase price over the fair value of the net assets of the COMEX Division. As of December 31, 2003, goodwill was \$32.3 million. Prior to January 1, 2002, goodwill was being amortized over a period of 15 years on a straight line basis. As of December 31, 2001, the accumulated amortization relating to goodwill was \$16.0 million. Effective January 1, 2002, the Company adopted SFAS No. 142, Goodwill and Other Intangible Assets, and goodwill is no longer being amortized. Instead, the value of goodwill is measured using the impairment model. Tests for impairment were made during the fourth quarters of 2003 and 2002 and no impairment was noted. The Company will perform an impairment test during the fourth quarter of each year. Prior to 2002, goodwill was amortized on a straight-line basis over the period of expected benefit of 15 years. The measurement of possible impairment is based on the most recent sales of COMEX Division membership interests. COMEX Division membership interests, or "seats", are purchased from existing COMEX Division members at prevailing market prices. These prices are established through a bid-and-ask system. There were no impairments recognized during any of the periods presented.

The following table sets forth reported net income (loss) and earnings per share, as adjusted to exclude goodwill amortization expense (in thousands, except per share data):

2001 -----	Net income as reported.....	
	\$ 680	Net income as adjusted.....
	\$2,833	Basic and diluted earnings per share, as reported.....
	\$ 833	Basic and diluted earnings per share, as adjusted.....
	\$3,472	

INCOME TAXES -- The Company accounts for income taxes in accordance SFAS No. 109, Accounting for Income Taxes. SFAS No. 109 requires that deferred taxes be established based upon the temporary differences between financial statement and income tax bases of assets and liabilities using the enacted statutory rates. A valuation allowance is recognized if it is anticipated that some or all of a deferred tax asset may not be realized.

POSTRETIREMENT AND POSTEMPLOYMENT BENEFITS OTHER THAN PENSIONS -- The Company provides certain postretirement benefits to its employees, which are accounted for in accordance with SFAS No. 106, Employers' Accounting for Postretirement Benefits Other than Pensions, which requires the Company to accrue the estimated cost of retiree benefit payments other than pensions during the employees' active service lives. Such benefits consist principally of health care benefits. In addition, the Company offers various post-employment benefits to employees after employment but before retirement. The benefits are accounted for in accordance with SFAS No. 112, Employers' Accounting for Post-employment Retirement Benefits, which requires the Company to accrue the estimated cost of future post-employment benefits, which are funded on a pay-as-you-go basis. Post-employment benefits include both short-term disability, income benefits and long-term disability-related health benefits.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

**EARNINGS PER SHARE** -- The Company has only one type of earnings per share calculation, basic earnings per share. In accordance with SFAS No. 128, Earnings per Share, basic earnings per common share are based on the weighted-average number of common shares outstanding in each year. There are no common stock equivalents and, thus, no dilution of earnings per share. Earnings per share were \$10,882, \$15,072 and \$833 in 2003, 2002 and 2001, respectively.

**SEGMENT REPORTING** -- The Company considers operating results for two business segments: Open Outcry and Electronic Trading and Clearing. The Open Outcry is the trading and clearing of NYMEX Division and COMEX Division futures and options contracts on the trading floor of the Exchange. Electronic Trading and Clearing consists of NYMEX ACCESS(R), NYMEX ClearPort(SM) Trading and NYMEX ClearPort(SM) Clearing. The Company reports income on a segment basis, but does not allocate assets or goodwill.

**RECENT ACCOUNTING PRONOUNCEMENTS AND CHANGES**

In June 2001, the Financial Accounting Standards Board, ("FASB") issued SFAS No. 143, Accounting for Asset Retirement Obligations. This statement, effective for fiscal years beginning after June 15, 2002, requires entities to record the fair value of a liability for an asset retirement obligation in the period in which it is incurred. When the liability is initially recorded, the entity capitalizes a cost by increasing the carrying amount of the related long-lived asset. Over time, the liability is accreted to its present value each period, and the capitalized cost is depreciated over the useful life of the related asset. Upon settlement of the liability, an entity either settles the obligation for its recorded amount or incurs a gain or loss upon settlement. The adoption of this Statement did not have an impact on the Company's consolidated results of operations, financial position or cash flows.

In April 2002, the FASB issued SFAS No. 145, which rescinds SFAS No. 4, Reporting Gains and Losses from Extinguishment of Debt, SFAS No. 44, Accounting for Intangible Assets of Motor Carriers, and SFAS No. 64, Extinguishments of Debt Made to Satisfy Sinking-Fund Requirement. SFAS No. 145 also amends SFAS No. 13, Accounting for Leases, to eliminate an inconsistency between the required accounting for sale-leaseback transactions and the required accounting for certain lease modifications that have economic effects that are similar to sale-leaseback transactions. As a result of the rescission of SFAS No. 64, the criteria in APB Opinion No. 30 will be used to classify gains and losses from debt extinguishment. SFAS No. 145 also amends other existing authoritative pronouncements to make various technical corrections, clarify meaning, or describe their applicability under changed conditions. SFAS No. 145 became effective for the Company as of January 1, 2003. The adoption of SFAS No. 145 did not have a material impact on the Company's consolidated results of operations, financial position or cash flows.

In June 2002, the FASB issued SFAS No. 146, Accounting for Costs Associated with Exit or Disposal Activities, which addresses financial accounting and reporting for costs associated with exit or disposal activities, and nullifies Emerging Issues Task Force ("EITF") Issue No. 94-3, Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (including Certain Costs Incurred in a Restructuring), which previously governed the accounting treatment for restructuring activities. The adoption of SFAS No. 146 did not have a material impact on the Company's consolidated results of operations, financial position or cash flows. SFAS No. 146 applies to costs associated with an exit activity that does not involve an entity newly acquired in a business combination or with a disposal activity covered by SFAS No. 144. Those costs include, but are not limited to, the following: (1) termination benefits under the terms of a benefit arrangement that, in substance, is not an ongoing benefit arrangement or an individual deferred-compensation contract, (2) costs to terminate a contract that is not a capital lease, and (3) costs to consolidate facilities to relocate employees. SFAS No. 146 does not apply to costs associated with the retirement of long-lived assets covered by SFAS No. 143. The adoption of SFAS No. 146 did not have a material impact on the Company's consolidated results of operations, financial position or cash flows.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

In November 2002, the FASB issued Interpretation No. 45, Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others. This Interpretation elaborates on the existing disclosure requirements for most guarantees, including loan guarantees, and standby letters of credit. It also clarifies that at the time a company issues a guarantee, the company must recognize an initial liability for the fair market value of the obligations it assumes under that guarantee and must disclose that information in its interim and annual financial statements. The initial recognition and measurement provisions of the Interpretation apply on a prospective basis to guarantees issued or modified after December 31, 2002. The adoption of FASB Interpretation No. 45 did not have a material impact on the Company's consolidated results of operations, financial position or cash flows.

In December 2003, the FASB Issued Interpretation No. 46 (revised December 2003), Consolidation of Variable Interest Entities ("FIN 46R"). FIN 46R requires a company to consolidate a variable interest entity if it is designated as the primary beneficiary of that entity even if the company does not have a majority of voting interests. A variable interest entity is generally defined as an entity that has insufficient equity to finance its activities or the owners of the entity lack the risk and rewards of ownership. FIN 46R replaces Interpretation No. 46, Consolidation of Variable Interest Entities, which was issued in January 2003. The interpretation applies to interests in variable interest entities or potential variable interest entities commonly referred to as special-purpose entities for the periods ending after December 15, 2003 and for all other types of entities in the financial statements for periods ending after March 15, 2004. The Company does not have any interests that would change its current reporting entity or require additional disclosure as outlined in FIN 46R.

In April 2003, the FASB issued SFAS No. 149, Amendment of Statement 133 on Derivative Instruments and Hedging Activities. SFAS No. 149 is intended to result in more consistent reporting of contracts as either freestanding derivative instrument subject to SFAS No. 133 in its entirety, or as hybrid instrument with debt host contracts and embedded derivative features. In addition, SFAS No. 149 clarifies the definition of a derivative by providing guidance on the meaning of initial net investments related to derivatives. This statement was effective for contracts entered into or modified after June 30, 2003. The adoption of SFAS No. 149 did not have an impact on the Company's consolidated financial position, results of operation or cash flows.

In May 2003, the FASB issued SFAS No. 150, Accounting for Certain Financial Instruments with Characteristics of Both Liabilities and Equity. SFAS No. 150 establishes standards for how an issuer classifies and measures certain financial instruments with characteristics of both liabilities and equity. SFAS No. 150 was adopted by the Company on July 1, 2003 and did not have an impact on the Company's consolidated financial position, results of operation or cash flows.

## NOTE 2. COLLATERIZATION

In connection with reverse repurchase agreements, the Company receives collateral that is held in custody by the Company's banks. At December 31, 2003, 2002 and 2001, the Company accepted collateral in the form of U.S. treasury bills that it is permitted by contract or industry practice to sell or re-pledge, although it is not the Company's policy to sell or re-pledge the collateral. The fair value of such collateral at December 31, 2003 and 2002 were \$45.1 million and \$40.8 million, respectively.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

NOTE 3. PROPERTY AND EQUIPMENT, NET

Property, plant and equipment consisted of the following;

DECEMBER 31, -----	2003	2002	-----
-- ----- (IN THOUSANDS) Buildings and			
improvements.....			
\$180,938	\$179,942	Information systems	
equipment.....	49,287		
58,222	Office furniture, fixtures, machinery and		
equipment.....	38,194	33,631	Internally
developed software.....			
21,079	19,583	Leasehold	
improvements.....			
13,040	10,355	-----	302,538 301,733
Less accumulated depreciation and			
amortization.....	(93,751)	(77,855)	----
-----	\$208,787	\$223,878	=====

Depreciation expense for the years ended December 31, 2003, 2002 and 2001 was approximately \$24.7 million, \$20.9 million and \$16.0 million, respectively. Buildings and improvements are recorded net of amortization of the deferred credit related to the grant for the building of \$2.1 million for each year. Amortization of leasehold improvements is included with depreciation expense in the accompanying financial statements.

During 2003, the Company continued development of a new technology strategy, which is designed to standardize and simplify the Company's technology infrastructure. In conjunction with this strategy, the functionality and useful lives of existing technology assets were evaluated. As a result of this evaluation, the Company shortened the estimated useful lives of a significant component of its existing technology infrastructure, resulting in a \$5.3 million charge in the fourth quarter of 2003.

During fiscal years 2003, 2002 and 2001, the Company determined that impairment losses had taken place for certain computer equipment, capitalized software development costs and other equipment that were deemed to be obsolete. The losses on disposition of these assets are included in the Consolidated Statements of Income. For the years ended December 31, 2003, 2002 and 2001, impairment and disposition losses on capitalized software, computer equipment and other fixed assets were \$2.3 million, \$12.6 million and \$5.1 million, respectively.

NOTE 4. NOTES PAYABLE

The Company issued long-term debt totaling \$100 million during 1996 and 1997 to provide completion financing for the Company's trading facility and headquarters. This issue contained three series, each with different maturities, interest rates, and repayment schedules. Series A notes require annual principal repayments from 2001 to 2010, and a final payment of principal in 2011. Series B notes require annual principal repayments from 2011 to 2020, and a final payment of principal in 2021. Series C notes require annual principal repayments from 2022 to 2025, and a final payment of principal in 2026. The notes represent

NYMEX HOLDINGS, INC AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

senior unsecured obligations of the Company and are not secured by the facility, the Company's interest therein, or any other collateral.

(IN THOUSANDS) DECEMBER 31, -----	
- 2003 2002 -----	Private
Placement Notes 7.48% Senior Notes, Series A, due 2011.....	\$22,549
\$25,366 7.75% Senior Notes, Series B, due 2021.....	54,000 54,000 7.84%
Senior Notes, Series C, due 2026.....	15,000 15,000 -----
-- -----	91,549 94,366 Less current maturities.....
(2,817) (2,815) -----	Total long-term debt, excluding current maturities.....
	\$88,732 \$91,551 =====
	=====

Notes payable that become due during the next five years are as follows (in thousands):

2004.....	\$2,817
2005.....	2,817
2006.....	2,817
2007.....	2,817
2008.....	2,817

NOTE 5. SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION

The following supplemental disclosures of cash flow information for the years ended December 31, 2003, 2002, and 2001, respectively, are as follows (in thousands):

2003 2002 2001 -----	Dividends declared.....	\$5,000
\$5,000 \$ -- =====	Cash paid for:	
Interest.....	\$7,258 \$7,477 \$7,681 =====	
Dividends.....	\$7,500 \$ -- \$ -- =====	Income taxes.....
\$5,595 \$1,232 \$ -- =====	Increase in prepaid taxes due to NYMEX MRRP tax benefit.....	\$ -- \$ -- \$5,728 =====
	Increase in deferred tax asset due to COMEX MRRP tax benefit.....	\$ -- \$ -- \$3,169 =====
	Transfer of short-term portion of security deposit to other current assets.....	\$ -- \$ -- \$2,699 =====

NOTE 6. MEMBERS' RETIREMENT PLAN AND BENEFITS

During 2000, the Company's board of directors voted to terminate the NYMEX Division Members' Retention and Retirement Plan. The Company had maintained a retention program which covered NYMEX Division members, based on long-term and continuous membership. This plan was terminated in October 2000 and fully liquidated in January 2001.

The Company continues to maintain a similar program for members of the COMEX Division. The annual benefit payments are \$12,500 (\$2,000 for options members) for ten years for vested participants and no new participants were permitted after the date of the merger. No payments were made prior to January 1,

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

2002. In addition, under the terms of the COMEX merger agreement, the COMEX Division program is funded at a minimum of \$400,000 annually. In no event will the Company's contribution be greater than \$800,000 a year. Such amounts may be reduced if actuarial assumptions indicate that full funding can be achieved without making the entire funding contributions indicated above. The Company funded the COMEX program by \$800,000 in 2003. Corporate contributions and related investment earnings are charged against current operations.

All benefits to be paid under the COMEX Division program shall be based upon reasonable actuarial assumptions which, in turn, are based upon the amounts that are available and are expected to be available to pay benefits, except that the benefits paid to any individual will not exceed the amounts stated above. Quarterly distributions from the program began in the second quarter of 2002.

Subject to the foregoing, the board of directors of the Company reserves the right to amend or terminate the program upon an affirmative vote of 60% of the eligible COMEX Division plan participants.

## NOTE 7. DEFINED CONTRIBUTION PLAN

The Company sponsors a defined contribution plan (the "Plan") for all eligible domestic employees. The Plan qualifies as a deferred salary arrangement under Section 401(k) of the Internal Revenue Code. Under the Plan, participating employees may defer up to 25% of their pre-tax earnings, subject to the annual Internal Revenue Code contribution limit. The Company matches contributions up to a maximum of 3% of salary. In addition, the Company makes annual contributions ranging from 2% to 7% based upon tenure for each eligible Plan member. Employees vest immediately in their contribution and vest in the Company's contribution at a rate of 40% after two full years of service, and then 20% per year until fully vested at 100% after five years of service. The Company's total contributions to the Plan were \$1.8 million, \$1.7 million and \$1.7 million for the years ended December 31, 2003, 2002 and 2001, respectively.

## NOTE 8. DEFERRED COMPENSATION

The Company has a nonqualified deferred compensation plan (the "Deferred Plan") for key employees to permit them to defer receipt of current compensation. The Company may provide a matching and a regular year-end contribution to the Deferred Plan. Matching and year-end contribution percentages follow the same guidelines as the Company's defined contribution plan. The Deferred Plan is not intended to be a qualified plan under the provisions of the Internal Revenue Code. It is intended to be unfunded and, therefore, all compensation deferred under the Deferred Plan is held by the Company and commingled with its general assets. The participating employees are general creditors of the Company with respect to these benefits. The Company has the right to amend, modify, or terminate the Deferred Plan at any time. At December 31, 2003 and 2002, deferred compensation amounted to \$2.0 million and \$1.3 million, respectively and is included in the consolidated balance sheet.

## NOTE 9. POSTRETIREMENT BENEFITS OTHER THAN PENSIONS

The Company's postretirement benefit costs are developed from actuarial valuations. Inherent in these valuations are key assumptions, including the discount rate and expected long-term rate of return on plan assets. Material changes in our postretirement benefit costs may occur in the future due to changes in these assumptions, changes in the number of plan participants, changes in the level of benefits provided, and changes in asset levels.

The Company provides certain health care and life insurance benefit plans for qualifying retired employees. Substantially all of the Company's employees may become eligible for these benefits if they reach specified age and years of service criteria while working for the Company. The benefits are provided through

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

certain insurance companies. The Company expects to fund its share of such benefit costs principally on a pay-as-you-go basis.

In December 2003, the Medicare Prescription Drug, Improvement and Modernization Act of 2003 (the "Act") became law in the United States. The Act introduces a prescription drug benefit under Medicare as well as a federal subsidy to sponsors of retiree health care benefit plans that provide a benefit that is at least actuarially equivalent to the Medicare benefit. In accordance with FASB Staff Position FAS 106-1, Accounting and Disclosure Requirements Related to the Medicare Prescription Drug Improvement and Modernization Act of 2003, the Company has elected to defer recognition of the effects of the Act in any measures of the benefit obligation or cost. Specific authoritative guidance on the accounting for the federal subsidy is pending and that guidance, when issued, could require the Company to change previously reported information. Currently, the Company does not believe it will need to amend its plan to benefit from the Act. The measurement date used to determine pension and other postretirement benefit measures for the pension plan and the postretirement benefit plan is December 31.

Accrued postretirement benefit costs are included in other non-current liabilities in the consolidated balance sheets. The accrued postretirement obligations recorded in the balance sheet at December 31, 2003 and 2002 exceed the amount of the accumulated obligations, as indicated below.

The following table presents the funded status of such plans, reconciled with amounts recognized in the Company's consolidated financial statements at December 31 (in thousands):

	2003	2002	-----	-----	Change in accumulated
					postretirement benefit obligation: Accumulated
					postretirement benefit obligation, beginning of
year.....				\$	
				6,109	\$5,183 Service
cost.....					220
				428	Interest
cost.....					247
				355	Impact of special termination
benefits.....			-- --		Actuarial (gain)
loss.....				(150)	406
					Adjustment for prior years'
overstatement.....				(1,784)	-- Benefits
paid.....					
(276) (263) -----					----- Accumulated postretirement
					benefit obligation, end of
year.....					
				\$ 4,366	\$6,109 =====
					===== Funded status:
					Accumulated postretirement benefit obligation, end of
year.....					
				\$ 4,366	\$6,109 Unrecognized transition
					obligation..... -- (993)
					Unrecognized prior service
cost.....				575	1,075 Unrecognized
net gain.....					537 278
					----- Accrued postretirement benefit cost,
end of year.....				\$ 5,478	\$6,469 =====

NYMEX HOLDINGS, INC AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

2003 2002 2001 ----- Net periodic  
 postretirement benefit cost consists of the  
 following components for the years ended December  
 31: Service  
 Cost.....  
     \$ 220 \$ 428 \$ 445 Interest  
 cost.....  
     246 355 352 Amortization of: Transition  
 obligation..... -- 83  
     97 Prior service  
 cost..... (57)  
     (101) (119) Net  
 (gain).....  
     (23) (18) (40) ----- Net periodic  
 postretirement benefit cost..... 386  
     747 735 Adjustment for prior years'  
 overstatement..... (1,102) -- 148  
     Curtailment  
 (gain)..... --  
     -- (732) ----- Total net periodic  
 postretirement benefit cost..... \$ (716) \$  
     747 \$ 151 =====

2001 ----- Impact of  
 curtailment.....  
 Change in accumulated postretirement benefit  
 obligation... \$(715) Recognized transition  
 obligation..... 182  
     Recognized prior service  
 cost..... (199) -----  
     Curtailment  
 (gain).....  
     \$(732) =====

The weighted-average discount rates used in determining the accumulated postretirement benefit obligation were 6.0%, 6.5% and 7.0% at December 31, 2003, 2002, 2001, respectively.

The weighted-average annual assumed rates of increase in the per capita cost to cover benefits (i.e., health care cost trend rate) is 8.5%, 9.0%, and 9.5% for 2003, 2002, and 2001, respectively, and is assumed to decrease gradually to 5.5% by 2009 and remain level thereafter.

The following shows the impact, in thousands of dollars, of a 1% change in the trend rate:

2003 -----  
 ---- 1% 1% INCREASE  
 DECREASE -----  
 ----- Effect on  
 total of service and  
 interest  
 cost.....  
 \$ 8 \$ (8) Effect on  
 accumulated  
 postretirement  
 benefit  
 obligation.... \$54  
     \$(58)

During 2003, the Company reduced its accrued postretirement benefit cost by \$1.1 million, which was attributable to revisions to certain assumptions made in earlier years. Accordingly, the Company reduced salaries and employee benefits expenses in the Consolidated Statement of Income by a similar amount in 2003, of which \$0.3 million, \$0.1 million and \$0.8 million were attributable to 2002, 2001, and 2000 and prior years respectively. The Company believes that the effect of the adjustment was not material to its consolidated financial position or results of operations for any of the years impacted and accordingly, the full amount was recorded in 2003.

NOTE 10. DEFERRED CREDITS

In 1995, the Company secured a grant of \$128.7 million from the New York City Economic Development Corporation ("EDC") and the Empire State Development Corporation ("ESDC", formerly known as the New York State Urban Development Corporation) for construction of corporate headquarters



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

and trading facility. The grant is being recognized in income on the same basis as, and is a reduction to, the depreciation of the facility.

In 2002, the Company entered into an agreement and received a \$5 million grant from the ESDC. This agreement requires the company to maintain certain annual employment levels, and the grant is subject to recapture amounts on a declining scale over time. The grant is recognized in income ratably in accordance with a recapture schedule.

NOTE 11. POSTEMPLOYMENT BENEFITS

The Company offers various post-employment benefits to employees after employment but before retirement. These benefits are paid in accordance with the Company's established postemployment benefit practices and policies. Postemployment benefits include both short term disability income benefits and long term disability related health benefits. The Company accrues for these future postemployment benefits, which are funded on a pay-as-you-go basis. The Company's postemployment benefits liability at December 31, 2003 and December 31, 2002 were \$980,000.

NOTE 12. INCOME TAXES

The provision (benefit) for income taxes in the Consolidated Statements of Income for the years ended December 31, 2003, 2002 and 2001, respectively, consisted of the following (in thousands):

	2003	2002	2001	-----	-----	-----	Current:
Federal.....							
	\$ 8,426	\$11,666	\$(2,876)	State and			
local.....						3,795	
	4,770	112		-----	-----		
Total.....							
	12,221	16,436	(2,764)	-----	-----		
							Deferred:
Federal.....							
	(4,095)	(3,163)	3,160	State and			
local.....						(1,065)	
	(511)	386		-----	-----		
Total.....							
	(5,160)	(3,674)	3,546	-----	-----	Total	
provision.....						\$ 7,061	
	\$12,762	\$ 782	=====	=====	=====		

Reconciliation of the statutory U.S. federal income tax rate to the effective tax rate on income before tax is as follows:

	2003	2002	2001	----	----	----	Statutory U.S. federal tax
rate.....							rate..... 34.0% 34.0% 34.0% State
							and local taxes, net of federal benefit.....
							11.4% 10.9% 16.9% Change in
estimate.....						3.1%	
							6.0% 34.9% Tax-exempt
income.....						(6.0%)	
	(3.0%)	(54.5%)					Deferred credit amortization -- grant for
							building
construction.....							
							-- (2.9%) (49.9%) Valuation
allowance.....						0.6%	
							2.3% 13.6% Amortization of
goodwill.....						-- -- 50.1%	
							Other,
net.....							
	1.2%	3.6%	8.4%	----	----	-----	Effective tax
rate.....						44.3%	
	50.9%	53.5%	=====	=====	=====		









NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

NOTE 15. ACQUISITION

On March 31, 2003, the Company acquired the assets and assumed certain liabilities of TradinGear.com ("TradinGear"), a Delaware limited liability company in cash. The acquisition was accounted for under the purchase method of accounting and accordingly, the acquired assets and assumed liabilities have been recorded at their estimated fair values. The purchase price was \$3,000,000 in cash. The Company considered, among other things, the value of the above-mentioned exclusive license as well as the potential additional revenue generated from TradinGear's customer contracts in determining the consideration furnished for TradinGear's assets.

NOTE 16. SEGMENT REPORTING

The Company considers operating results for two business segments: Open Outcry and Electronic Trading and Clearing. The Open Outcry is the trading and clearing of NYMEX Division and COMEX Division futures and options contracts on the trading floor of the Exchange. Electronic Trading and Clearing consists of NYMEX ACCESS(R), NYMEX ClearPort(SM) Trading and NYMEX ClearPort(SM) Clearing.

Financial information relating to these business segments, in thousands, is set forth below:

ELECTRONIC TRADING AND OPEN OUTCRY CLEARING TOTAL --	
----- YEAR ENDED DECEMBER	
31, 2003: Operating	
revenues.....	\$165,973 \$ 18,195 \$184,168 Operating
expenses.....	142,654 22,837 165,491 -----
	Operating
income.....	23,319 (4,642) 18,677 Investment income,
net.....	4,501 Interest 4,501 --
expense.....	7,237 -- 7,237 Income tax
provision.....	9,117
	(2,056) 7,061 ----- Net
income.....	\$ 11,466 \$ (2,586) \$ 8,880 =====
	=====

ELECTRONIC TRADING AND OPEN OUTCRY CLEARING	
TOTAL ----- YEAR	
ENDED DECEMBER 31, 2002: Operating	
revenues.....	\$172,237 \$ 16,967 \$189,204 Operating
expenses.....	139,931 22,471 162,402 -----
	-- Operating income
(loss).....	32,306
	(5,504) 26,802 Investment income,
net.....	5,714 Interest 5,714 --
expense.....	7,455 -- 7,455 Income tax provision
(benefit).....	15,563
(2,801) 12,762 ----- Net	
	income
(loss).....	\$ 15,002 \$ (2,703) \$ 12,299 =====
	=====

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

ELECTRONIC TRADING AND OPEN OUTCRY CLEARING	
TOTAL	YEAR
ENDED DECEMBER 31, 2001: Operating	
revenues.....	.....
\$135,036	\$ 9,245 \$144,281
Operating expenses.....	.....
112,402	27,398 139,800
-----	
-- Operating income	
(loss).....	..... 22,634
(18,153)	4,481 Investment income,
net.....	..... 4,643 --
-----	
4,643 Interest	
expense.....	.....
7,662	-- 7,662 Income tax provision
(benefit).....	..... 10,494
(9,712)	782 ----- Net
-----	
income	
(loss).....	.....
\$ 9,121	\$ (8,441) \$ 680 =====
=====	

Company does not account for, and does not report to management, its assets (other than goodwill and other intangible assets for SFAS No. 142 reporting purposes) or capital expenditures by business unit.

NOTE 17. COMMITMENTS AND CONTINGENCIES

From time to time, the Company is involved in legal proceedings and litigation arising in the ordinary course of business. Set forth below are descriptions of legal proceedings and litigation to which the Company is a party as of December 31, 2003. Although there can be no assurance as to the ultimate outcome, the Company has denied, or believes it has a meritorious defense and will deny liability, in all significant cases pending against it including the matters described below, and intends to defend vigorously each such case. While the ultimate result of the proceedings against the Company cannot be predicted with certainty, it is the opinion of management, after consultation with outside legal counsel, that the resolution of these matters, in excess of amounts already recognized, will not have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows.

The Company has been named as a defendant in the following legal actions:

eSpeed, Inc. and Electronic Trading Systems Corporation. v. New York Mercantile Exchange. This action was originally filed in the United States District Court for the Northern District of Texas (Dallas Division) and was transferred to United States District Court for the Southern District of New York. NYMEX Exchange was served with a summons and complaint on or about May 10, 1999. This was a patent infringement case, relating to the Company's electronic trading system. This matter was settled on December 18, 2003.

Enrique Rivera and Edith Rivera v. New York Mercantile Exchange, Mark Kessloff, Les Faison, Brian Bartichek and John Does "1-10." This action was pending in New York State Supreme Court (Bronx County). NYMEX Exchange was served with the summons and complaint on or about April 22, 1999. This was a case of alleged ethnic discrimination case. Plaintiff sought an unspecified amount of compensatory and punitive damages. The plaintiff filed a Note of Issue on or about September 27, 2002. This matter was settled on January 27, 2004.

New York Mercantile Exchange v. GlobalView Software, Inc. On April 27, 2001, NYMEX Exchange filed a breach of contract suit in New York State Supreme Court (New York County) against Global View Software, Inc. ("GlobalView") NYMEX Exchange sought to recover direct and consequential damages resulting from GlobalView's breach of its contract with NYMEX Exchange regarding the front-end development for enymex(SM). On or about June 18, 2001, GlobalView served its answer and counterclaims in which it sought to recover amounts in excess of \$26,000,000 for alleged fees due and owing under the contract, as well as consequential damages and other causes of action. This case was settled on May 6, 2003.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

New York Mercantile Exchange v. Intercontinental Exchange, Inc. On November 20, 2002, NYMEX Exchange commenced an action in United States District Court for the Southern District of New York against Intercontinental Exchange, Inc. ("ICE"). The amended complaint alleges claims for (a) copyright infringement by ICE arising out of ICE's uses of certain NYMEX Exchange settlement prices; (b) service mark infringement by reason of use by ICE of the service marks NYMEX and NEW YORK MERCANTILE EXCHANGE, (c) violation of trademark anti-dilution statutes, and (d) interference with contractual relationships. On January 6, 2003, ICE served an Answer and Counterclaims, in which ICE alleges five counterclaims against NYMEX Exchange as follows: (1) a claim for purported violation of Section 2 of the Sherman Act, 15 U.S.C. sec. 2, for NYMEX Exchange's allegedly trying to maintain a monopoly in the execution of the North America energy futures and expand the alleged monopoly into the execution and clearing of North American OTC energy contracts by attempting to deny ICE access to NYMEX Exchange Settlement Prices; (2) a claim for purported violation of Section 1 of the Sherman Act by conspiring with certain of its members to restrain trade by attempting to deny ICE access to NYMEX Exchange Settlement Prices; (3) a claim for alleged violation of Section 2 of the Sherman Act by NYMEX Exchange purportedly denying ICE access to NYMEX Exchange's Settlement Prices which are allegedly an "essential facility"; (4) a claim for purported violation of Section 1 of the Sherman Act and Section 3 of the Clayton Act by NYMEX Exchange allegedly tying execution services for North American energy futures and options to clearing services; and (5) a claim for purported violation of the Lanham Act through false advertising with respect to certain services offered by NYMEX Exchange and services offered by ICE. The counterclaims request damages and trebled damages in amounts not specified yet by ICE in addition to injunctive and declaratory relief. NYMEX Exchange's response to the counterclaims was served on February 26, 2003. On August 11, 2003, the Court issued an opinion dismissing certain counterclaims and one affirmative defense, with leave to replead. On or about August 28, 2003, the NYMEX Exchange was served with ICE's First Amended Counterclaims in which ICE makes four counterclaims against NYMEX Exchange principally alleging violations of U.S. antitrust laws, including claims regarding monopoly leveraging. This case is ongoing.

The Company occupies premises under leases, including a land lease, with various lessors which expire in 2003 through 2069. For the years ended December 31, 2003, 2002 and 2001, rental expense for facilities and land leases amounted to \$4.0 million, \$3.8 million and \$2.0 million, respectively. At December 31, 2003, the Company was obligated for future minimum rental payments for office and equipment leases required under the non-cancelable terms of various leases as follows (in thousands):

FACILITIES	EQUIPMENT	YEAR LEASES	LEASES TOTAL	-----
2004.....	\$ 3,247	\$2,265	\$ 5,512	
2005.....	3,331	460	3,791	
2006.....	3,299	296	3,595	
2007.....	3,246	--	3,246	
2008.....	3,266	--	3,266	2009 and
thereafter.....				14,510
			--	14,510

The Company leases space to tenants in its headquarters. Rents collected from these leases were \$7.3 million, \$4.0 million and \$4.3 million during 2003, 2002 and 2001, respectively and is recorded as other revenue.

The lease commitments on the Company's facilities include scheduled base rent increases over the terms of the leases. The base rent payments are being charged to expense on the straight-line method over the terms of the leases. The Company has recorded a deferred credit to reflect the excess of rent expense over cash payments since inception of the leases.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

In 1994, the Company entered into a Letter of Intent with Battery Park City Authority ("BPCA"), the New York City Economic Development Corporation ("EDC"), and the Empire State Development Corporation ("ESDC," formerly called the New York State Urban Development Corporation) to construct a new trading facility and office building on a site in Battery Park City. By agreement dated May 18, 1995, EDC and ESDC agreed to provide funding of \$128.7 million to construct the facility. The Company is liable for liquidated damages on a declining scale, with an initial maximum of up to \$75 million, if it violates terms of the occupancy agreement at any time prior to the 15 years from the date of occupancy, July 7, 1997.

In May 1995, the Company signed a ground lease (expiring June 2069) with BPCA for the site where it constructed its headquarters and trading facility. The lease establishes payments in lieu of taxes ("PILOTs") due to New York City, as follows: for the trading portion of the facility, PILOTs are entirely abated for the first 20 years after occupancy; for the office portion of the facility, PILOTs are entirely abated for one year after occupancy, at a percentage of assessment (ranging from 25% to 92.5%) for the next 10 years and, thereafter, at an amount equal to assessment. Sub-let space is not eligible for abatements.

In 2002, the Company entered into an agreement and received a \$5 million grant from Empire State Development Corp. This agreement requires the company to maintain certain annual employment levels, and the grant is subject to recapture amounts, on a declining scale, over time.

The Company and the Board of Trade of the City of New York, Inc. ("NYBOT") entered into a lease that became effective on November 20, 2002. This lease provides that NYBOT will lease 13,170 square feet on the COMEX Division Trading Floor and 45,006 square feet of office space for a ten-year term. The rent commencement date for the trading floor space is the earlier of occupancy or July 1, 2003. The rent commencement date for the office space is the earlier of occupancy or May 20, 2003.

NOTE 18. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The inherent nature of the Company's business frequently gives rise to related party transactions. The majority of the Company's shareholders, including several members of the board of directors, frequently do business with the Exchange. The Board establishes fees and usage charges and also determines the level of payments under any proprietary fee reduction or other cost reduction programs.

The following are descriptions of material transactions involving the Company and its directors:

Several of the Company's directors serve as officers or directors of clearing member firms. These clearing member firms pay substantial fees to the Company's clearinghouse in connection with services the Company provides. The Company believes that the services provided to these clearing firms are on terms no more favorable to those firms than terms given to unaffiliated persons.

Pioneer Futures, Inc. ("Pioneer"), of which the Chairman of the Board of the Company is the sole shareholder, is one of the largest clearing members with whom the Company does business. For the year ended December 31, 2003, a total of \$9.2 million in revenue was derived from Pioneer from clearing and transaction fees and \$0.7 million was derived from rental income. These amounts represent 5% of the Company's total consolidated revenue.

Sterling Commodities Corp. ("Sterling"), of which a director of the Company, is the President, currently leases from NYMEX Exchange space at the One North End Avenue facility. The lease expires on November 30, 2007. The aggregate amount of rent collected from Sterling during 2003 was \$242,000. The director's father is Chief Executive Officer and 100% owner of Sterling. The clearing revenues earned from Sterling in 2003 were approximately \$1.6 million representing approximately 1% of the Company's consolidated revenues.

ABN-AMRO, Inc. ("ABN-AMRO"), of which the Treasurer of the Company is an executive, currently leases from NYMEX Exchange space at the One North End Avenue facility. ABN-AMRO currently has two

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

leases, one of which had a three-month rent free period. The aggregate amount of rent collected from ABN-AMRO during 2003 was \$72,390.

On January 27, 2003, a wholly-owned subsidiary of the Company, Tradingear Acquisition LLC, entered into an Asset Purchase Agreement with TGFIN Holdings, Inc. ("TGFIN") and its operating subsidiary, TradinGear.com. Pursuant to this agreement, TGFIN and TradinGear.com were paid \$3 million for certain assets, including certain tangible assets and software which the Company had previously been licensing from TradinGear.com. This transaction closed on March 31, 2003. On April 2, 2003, Samuel Gaer, Chairman and CEO of TGFIN, became Senior Vice President and Chief Information Officer of the Company. Prior to that date, Mr. Gaer received approximately \$82,500 in consulting fees from the Company in 2003. Mr. Gaer subsequently resigned his position as an officer and director of TGFIN. Mr. Gaer, together with his family, owned at the time of the acquisition and continue to own approximately 38% of the stock of TGFIN.

The Company had invested assets segregated for the benefit of the COMEX Members' Recognition and Retention Plan of \$11.7 million at December 31, 2003, in a portfolio of fixed income securities managed by a major securities firm of which a director of the Company is a senior investment officer.

The Company has provided financial guarantees and pledged collateral relating to a membership seat financing program with one of its banks. Pursuant to this program, the member remains primarily liable for the loan that is used to purchase an interest in the Company. The Company's guarantee is limited by a specified dollar amount, and the Company has the right to liquidate the interest if the member defaults on the loan. As of December 31, 2003, one director had a loan balance relating to this program in excess of \$60,000. The outstanding balance on this loan at December 31, 2003 was \$76,000. At December 31, 2003, the Company had pledged collateral under this program in the form of marketable securities in the amount of \$10.4 million.

The following table below reflects the member loan balances outstanding and collateral held by the Company on behalf of Exchange members at December 31, (in thousands):

2003	2002	-----	-----	Loan balance
outstanding.....				
	\$ 8,845	\$5,028		Collateral on
deposit.....				
	\$10,437	\$5,933		

NOTE 19. DISASTER RECOVERY

On September 11, 2001, terrorists attacked the World Trade Center, causing the closure of the Company's trading facility for four business days and limiting trading hours through the end of the year and into 2002. The Company received an insurance recovery of \$17.25 million for losses resulting from the terrorist attacks, of which \$8.6 million were reimbursements for additional operating costs, and the remaining \$8.65 million was for recovery of business interruption insurance as a result of limited trading hours and was recorded in other income in the consolidated statement of income.

NOTE 20. PARENT COMPANY ONLY INFORMATION

NYMEX Holdings, Inc., the registrant, has two assets, its investments in its wholly-owned subsidiaries, New York Mercantile Exchange, Inc., or NYMEX, and Tradingear Acquisition LLC totaling \$101.5 million and \$105.4 million at December 31, 2003 and 2002, respectively. The registrant has only one liability, dividends payable to shareholders in the amount of \$2.5 million. Net income from these investments on the equity basis of accounting amounted to \$8.9 million and \$12.3 million for the years ended December 31, 2003 and 2002, respectively. Other than the dividends payable to shareholders, the registrant has no liabilities, material contingencies or guarantees. During 2003, the registrant received no cash dividends from the New York Mercantile Exchange.

NYMEX HOLDINGS, INC AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

NOTE 21. QUARTERLY FINANCIAL DATA (UNAUDITED) (in thousands, except per share data)

2003	1ST	2ND	3RD	
4TH	QUARTER	QUARTER	QUARTER	QUARTER
	----- Trading volumes NYMEX -----			
Division.....	32,519	25,470	26,979	29,757 COMEX
Division.....	5,893	5,298	6,751	6,521 -----
Total.....	38,412	30,768	33,730	36,278 =====
	===== Summarized financial data Operating			
revenues.....	\$40,593	\$45,848	\$48,102	Operating \$49,625
expenses.....	40,760	42,170	45,100	----- 37,461
	Operating income			
(loss).....	3,678	3,002	Investment income,	12,164 (167)
net.....	686	2,064	643	-----
	1,108 Interest			
expense.....	1,823	1,823	1,769	Provision 1,822
(benefit).....	(103)	960	931	----- 5,273
income (loss).....	5,755	\$ 177	\$ 1,538	\$ 1,410 =====
	===== Net income (loss) per common			
stockholder.....	\$ 1,728	\$ 7,053	\$ 217	\$ 1,885
	===== Common stock			
	prices			
High.....	\$ 1,325	\$ 1,356	\$ 1,625	\$ 1,625
Low.....	\$ 1,150	\$ 1,170	\$ 1,500	\$ 1,500

2002	1ST	2ND	3RD	
4TH	QUARTER	QUARTER	QUARTER	QUARTER
	----- Trading volumes NYMEX -----			
Division.....	27,797	30,234	28,875	29,232 COMEX
Division.....	4,063	4,773	4,318	4,398 -----
Total.....	31,860	35,007	33,193	33,630 =====
	===== Summarized financial data Operating			
revenues.....	47,238	45,338	53,939	Operating 42,689
expenses.....	36,742	36,250	55,696	----- 33,714
	Operating income			
(loss).....	9,088	(1,757)	Investment income,	8,975 10,496
net.....	809	2,037	2,043	-----
	825 Interest			
expense.....	1,875	1,875	1,831	Provision 1,874
(benefit).....	5,032	4,427	(652)	----- 3,955
income (loss).....	3,955	\$ 5,626	\$ 4,829	\$(2,111) =====
	===== Net income (loss) per common			
stockholder.....	\$(2,588)	\$ 4,847	\$ 6,895	\$ 5,918
	===== Common stock			
	prices			
High.....	\$ 900	\$ 1,050	\$ 1,100	\$ 1,300
Low.....	\$ 825	\$ 920	\$ 1,000	\$ 1,000



NYMEX HOLDINGS, INC.  
CODE OF ETHICS  
FOR  
PRINCIPAL EXECUTIVE OFFICER  
SENIOR FINANCIAL OFFICERS

1. INTRODUCTION

This Code of Ethics ("Code") of NYMEX Holdings, Inc., (the "Company") applies to the principal executive officer, the principal financial officer, the principal accounting officer or controller or persons performing similar functions (each an "Officer"). This Code covers policies designed to promote (1) honest and ethical conduct, (2) avoidance of conflicts of interest, (3) full, fair, accurate, timely and understandable disclosure and (4) compliance with applicable governmental laws, rules and regulations. Each Officer must conduct him/herself according to these policies and seek to avoid even the appearance of improper behavior.

Each Officer will be held accountable for adherence to this Code. Those who violate the policies in the Code will be subject to disciplinary action, up to and including a discharge from the Company and, where appropriate, civil liability and criminal prosecution. IF YOU ARE IN A SITUATION THAT YOU BELIEVE MAY VIOLATE OR LEAD TO A VIOLATION OF THIS CODE, YOU MUST REPORT THE SITUATION AS DESCRIBED IN SECTION 7 OF THIS CODE.

2. HONEST AND ETHICAL CONDUCT

Each Officer must always conduct him/herself in an honest and ethical manner. Each Officer must act with the highest standards of personal and professional integrity and not tolerate others who attempt to deceive or to evade responsibility for actions. All actual or apparent conflicts of interest between personal and professional relationships must be handled honestly, ethically and in accordance with the policies specified in this Code.

3. CONFLICTS OF INTEREST

The Company respects the rights of each Officer to manage their personal affairs and investments and does not wish to intrude upon their personal lives. At the same time each Officer must act in the best interests of the Company and avoid situations that present a potential or actual conflict between their private interests and the interests of the Company.

A "CONFLICT OF INTEREST" exists when a person's private interest interferes in any way with the interests of the Company. A conflict situation can arise when an Officer takes actions or has interests that may make it difficult to perform his or her Companywork objectively and effectively. Conflicts of interest also arise when an Officer or members of his or her immediate family receive improper personal benefits as a result of his or her position in or with the Company. Loans to, or guarantees of obligations of Officers or their immediate family members also create conflicts of interest.

Conflicts of interest may not always be clear cut, so if an Officer knows of any material transaction or relationship that reasonably could be expected to give rise to such a conflict (whether the transaction involves that Officer or another Officer), that Officer must disclose the situation as described in Section 7 of this Code. ADDITIONALLY, EACH OFFICER WILL CONTINUE TO BE SUBJECT TO THE CONFLICT OF INTEREST GUIDELINES AND POLICIES OF NYMEX HOLDINGS, INC. AND ITS SUBSIDIARIES.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

4. COMPLIANCE WITH APPLICABLE GOVERNMENTAL LAWS, RULES AND REGULATIONS

Compliance with applicable governmental laws, rules and regulations, both in letter and in spirit, is one of the foundations on which this Company's ethical policies are built. As an Officer, you must understand and take responsibility to comply with the governmental laws, rules and regulations of the cities, states and countries in which we operate. For example, it is critical that you understand the governmental laws, rules and regulations applicable to disclosures the Company is required to make in its periodic reports and otherwise. Although you may not know the details of all these laws, rules and regulations, it is important to know enough to determine when to seek advice from the General Counsel or other appropriate personnel.

5. RULES TO PROMOTE FULL, FAIR, ACCURATE TIMELY AND UNDERSTANDABLE DISCLOSURE

You must take the following steps to ensure full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with the Securities and Exchange Commission ("SEC") and in other public communications made by the Company:

1. Carefully review drafts of reports and documents the Company is required to file with the SEC before they are filed and Company press releases or other public communications before they are released to the public, with particular focus on disclosures each Officer does not understand or agree with and on information known to the officer that is not reflected in the report, document, press release or public communication.
2. Meet with the disclosure committee, members of senior management not on the committee, division heads, accounting staff and others involved in the disclosure process to discuss their comments on the draft report, document, press release or public communication.
3. Establish and maintain disclosure controls and procedures that ensure that material information is included in each report, document, press release or public communication in a timely fashion.
4. Consult with the audit committee on a regular basis to determine whether they have identified any weaknesses or concerns with respect to internal controls.
5. When relevant, confirm that neither the Company's internal auditors nor its outside accountants are aware of any material misstatements or omissions in the draft report or document, or have any concerns about the management's discussion and analysis section of a report.
6. Bring to the attention of the disclosure committee and/or audit committee matters that you feel could compromise the integrity of the Company's financial reports, disagreements on accounting matters and violations of any part of this Code.
7. Always act with the highest standards of personal and professional integrity: do not tolerate others who, attempt to deceive, or evade responsibility for actions.

6. WAIVERS OF OR CHANGES IN THIS CODE

Any waiver of this Code for an Officer will be promptly disclosed as required by law or regulation of the SEC. Any change in this Code will also be promptly disclosed as required by law or regulation of the SEC.

7. REPORTING ANY ILLEGAL OR UNETHICAL BEHAVIOR

If you believe that actions have taken place, may be taking place or may be about to take place that violate or would violate this Code, you must bring the matter to the attention of the Company. You are encouraged to talk to the General Counsel or other appropriate personnel about observed illegal or unethical

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

behavior or when uncertain about the best course of action in a particular situation. Any supervisor or manager who receives a report of a potential violation of this Code must report it immediately to the General Counsel.

You are required to communicate any violations of this Code to the Company's General Counsel, by any of the following methods:

- In writing either by personal delivery, internal mail or U.S. Mail;
- By e-mail; or
- By telephone.

We would prefer you identify yourself to facilitate our investigation of any report. However, you may choose to remain anonymous. We will use reasonable efforts to protect the identity of any person who reports potential misconduct and any retaliation for reports of misconduct by others made in good faith will not be tolerated. Indeed, any employees, officers or directors who engage in retaliation are subject to discipline, up to and including termination, and in appropriate cases, civil and/or criminal liability. We will also use reasonable efforts to protect the identity of the person about or against whom an allegation is brought, unless and until it is determined that a violation has occurred. Any person involved in any investigation in any capacity of a possible misconduct must not discuss or disclose any information to anyone outside of the investigation unless required by law or when seeking his or her own legal advice and is expected to cooperate fully in any investigation.

Any use of reporting procedures in bad faith or in a false or frivolous manner will be considered a violation of this Code.

## CERTIFICATIONS

I, Vincent Viola, certify that:

1. I have reviewed this annual report on Form 10-K of NYMEX Holdings, Inc.;

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(c) Disclosed in this report any changes in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ VINCENT VIOLA

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Name: Vincent Viola  
Title: Chairman

Date: March 4, 2004

CERTIFICATIONS

I, Lewis A. Raibley, III, certify that:

1. I have reviewed this annual report on Form 10-K of NYMEX Holdings, Inc.;

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(c) Disclosed in this report any changes in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ LEWIS A. RAIBLEY, III

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Name: Lewis A. Raibley, III  
Title: Chief Financial Officer

March 4, 2004

CERTIFICATION OF CHAIRMAN  
PURSUANT TO SEC.906 OF THE SARBANES-OXLEY ACT OF 2002

The undersigned, the Chairman of NYMEX Holdings, Inc. (the "Company"), hereby certifies on the date hereof, pursuant to 18 U.S.C. 1350(a), as adopted pursuant to sec.906 of The Sarbanes-Oxley Act of 2002, that the Annual Report on Form 10-K for the year ended December 31, 2003 (the "Form 10-K"), filed concurrently herewith by the Company, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ VINCENT VIOLA

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Name: Vincent Viola  
Title: Chairman

Date: March 4, 2004

CERTIFICATION OF CHIEF FINANCIAL OFFICER  
PURSUANT TO SEC.906 OF THE SARBANES-OXLEY ACT OF 2002

The undersigned, the Chief Financial Officer of NYMEX Holdings, Inc. (the "Company"), hereby certifies on the date hereof, pursuant to 18 U.S.C. 1350(a), as adopted pursuant to sec.906 of The Sarbanes-Oxley Act of 2002, that the Annual Report on Form 10-K for the year ended December 31, 2003 (the "Form 10-K"), filed concurrently herewith by the Company, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ LEWIS A. RAIBLEY, III

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Name: Lewis A. Raibley, III

Title: Chief Financial Officer

Date: March 4, 2004