

NYSE Euronext
Form 425
May 04, 2011

IntercontinentalExchange
First Quarter 2011 Earnings Presentation
May 4, 2011
Filed by Intercontinental Exchange, Inc.
(Commission File No. 001-32671)
Pursuant to Rule 425 under the
Securities Act of 1933, as amended
Subject Company:
NYSE Euronext
(Commission File No. 001-33392)

Forward-Looking Statement

Forward-Looking Statements

Information set forth in this communication contains forward-looking statements that involve a number of risks and uncertainties, not a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking projections about future financial results, growth, trading volumes, tax benefits and achievement of synergy targets, (ii) statements about integrations of recent acquisitions, and (iv) other statements that are not historical facts. Forward-looking statements are subject to risks and uncertainties, including, but not limited to, the ability of ICE to maintain its control over the NASDAQ OMX's control. These factors include, but are not limited to, ICE's and NASDAQ OMX's ability to implement its

government and industry regulation, interest rate risk, U.S. and global competition, and other factors detailed in each of ICE's SEC filings, including (i) ICE's annual reports on Form 10-K and quarterly reports on Form 10-Q that are available on ICE's website at <http://www.theice.com> and (ii) ICE's quarterly reports on Form 10-Q that are available on NASDAQ OMX's website at <http://nasdaqomx.com>. ICE's and NASDAQ OMX's uncertainties relating to the proposed transaction include: ICE, NASDAQ OMX, and NYSE Euronext will not enter into any definitive agreements, approvals and financing commitments will not be obtained on satisfactory terms and in a timely manner, if at all; the proposed transaction will not be realized; and the integration of NYSE Euronext's operations with those of ICE or NASDAQ OMX will not occur. NASDAQ OMX undertake no obligation to publicly update any forward-looking statement, whether as a result of new information or otherwise.

Important Information About the Proposed Transaction and Where to Find It:

Subject to future developments, additional documents regarding the transaction may be filed with the SEC. This material is for informational purposes only and does not constitute a solicitation of an offer to exchange, shares of common stock of NYSE Euronext.

This material is not a substitute for the tender offer statement, registration statement, offer to exchange/prospectus and other documents that ICE, NASDAQ OMX, and NYSE Euronext and their affiliates regarding an exchange offer for shares of common stock of NYSE Euronext. Nor is this material a substitute for the tender offer statement and NYSE Euronext would file with the SEC. Such documents, however, are not currently available. INVESTORS ARE URGED TO REVIEW THE TENDER OFFER STATEMENTS, OFFER TO EXCHANGE/PROSPECTUSES AND OTHER EXCHANGE OFFER DOCUMENTS NASDAQ OMX, ICE AND NYSE EURONEXT WOULD FILE WITH THE SEC, IF AND WHEN THEY BECOME AVAILABLE, AND THE PROXY STATEMENT FOR NYSE EURONEXT'S 2011 ANNUAL MEETING OF STOCKHOLDERS, IF AND WHEN THEY BECOME AVAILABLE. DOCUMENTS NASDAQ OMX, ICE AND NYSE EURONEXT WOULD FILE WITH THE SEC, IF AND WHEN THEY BECOME AVAILABLE, ARE AVAILABLE FREE OF CHARGE AT THE SEC'S WEBSITE (<http://www.sec.gov>) OR BY REQUESTING A COPY FROM THE SEC, 1000 LIBERTY PLAZA, NEW YORK, NEW YORK 10006, ATTENTION: INVESTOR RELATIONS OR, IN THE CASE OF ICE'S FILINGS, TO ICE, AT 2100 RIVER STREET, SUITE 1000, NEW YORK, NEW YORK 10038, BY EMAILING A REQUEST TO ir@theice.com.

This communication shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any offer of securities, prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made in the U.S. Securities Act of 1933, as amended.

Participants in the Solicitation:

ICE, NASDAQ OMX, and their respective directors, executive officers and other employees may be deemed to be participants in the transaction. For information about NASDAQ OMX and NASDAQ OMX's directors and executive officers in NASDAQ OMX's Annual Report on Form 10-K for its 2010 annual meeting of stockholders, filed with the SEC on April 15, 2011. You can find information about ICE's directors and executive officers in ICE's proxy statement for its 2011 annual meeting of stockholders, filed with the SEC on February 9, 2011, and in ICE's proxy statement for its 2011 annual meeting of stockholders, filed with the SEC on February 9, 2011. Participants will be included in the joint prospectus/proxy statement, if and when it becomes available, and the other relevant documents. GAAP and Non-GAAP Results

This presentation includes non-GAAP measures that exclude certain items ICE considers are not part of ICE's core business. For more information on our transparency and supplemental data relating to our financial condition and results of operations. These non-GAAP measures should be read in conjunction with our Consolidated Net Income Attributable to ICE and Adjusted Diluted Earnings Per Common Share Attributable to ICE to the equivalent GAAP results. The measures meaningful appears in ICE's earnings press release dated May 4, 2011 and in the appendix to this presentation. The Adjusted Operating Margin and Adjusted EBITDA to the equivalent GAAP results appears in the appendix to this presentation. Our earnings press release is also available in our Current Report on Form 8-K, filed with the SEC on May 4, 2011. Media section of our website at www.theice.com. Our earnings press release is also available in our Current Report on Form 8-K, filed with the SEC on May 4, 2011. ir@theice.com.

Earnings Conference Call -

1Q 2011

Jeffrey C. Sprecher

Chairman and Chief Executive Officer

Scott A. Hill

Senior Vice President, Chief Financial Officer

Kelly L. Loeffler, CFA

Vice President, Investor Relations &
Corporate Communications
Charles A. Vice
President, Chief Operating Officer
Melanie A. Shale, CFA
Director, Investor & Public Relations

Consistent Growth and Outperformance

SLIDE 4

Highest revenue quarter on record +19% y/y, adjusted net
income

attributable

to

ICE

1
+29%

y/y
Adjusted
operating
expenses

1
increased
9%

y/y
Solid operating leverage with 62% adjusted operating
margins

1
vs. 58% in prior year
Solid operating cash flow, low leverage and strong cash
balance support growth initiatives, M&A and opportunistic
stock repurchases

Net Income Attributable to ICE

Annual Revenue Growth

+19% y/y

+27% y/y

Record volume: futures +26% y/y, OTC energy +25% y/y

Combined 26 new futures and OTC products launched

CDS

clearing

revenues

\$13MM,

Creditex

revenues

\$26MM

96% of OTC energy volume cleared

Capitalizing on trends in commodities and risk management

Solutions for market participants adapting to new rules

1Q11 Financial Performance

1Q11 Operational Performance

1

Adjusted net income attributable to ICE, adjusted operating margins and adjusted operating expenses are non-GAAP measures

Please

refer

to

the

slides

at

the

end

of

this

presentation

for

a

reconciliation
to
the
equivalent
GAAP
measures

ICE Financial Highlights

1Q11

Double-digit top and bottom line growth and margin expansion.

Solid revenues in futures & OTC Energy

o

Futures: \$157MM,+28% y/y

o
 OTC Energy: \$103MM, +20% y/y
 Futures & OTC energy volume +25% y/y
 o
 Record Futures volume, +26% y/y
 o
 Record OTC energy volume, +25% y/y
 OTC Credit revenues
 \$39MM
 o
 Creditex
 \$26MM; 55% electronic revenue
 o
 CDS clearing \$13MM, up 15% y/y
 Futures ADV 1.6MM contracts, +24% y/y
 Record OTC Energy ADC \$1.6MM, + 18 y/y
 Adjusted operating margin 62%, +4pts y/y
 o
 Adjusted core operating
 margin : 67%
 NOTE: Figures may not foot due to rounding.

(1)

These are non-GAAP measures. Please refer to the slides at the end of the presentation for a reconciliation to the equivalent GAAP measures.

(2)

Excludes Creditex

SLIDE 5

In millions, except per share amounts

INCOME STATEMENT

1Q11

1Q10

Change

y/y

Total Revenues

\$334

\$282

19%

Total Expenses

\$131

\$118

11%

Operating Income

\$204

\$164

24%

Operating Margin

61%

58%

3 pts

Tax Rate

34%
 34%
 flat
 Net Income Attributable to ICE
 \$129
 \$101
 27%
 Adj
 Net Income Attributable to ICE
 1
 \$131
 \$101
 29%
 EPS (Diluted)
 \$1.74
 \$1.36
 28%
 Adj
 EPS (Diluted)
 1
 \$1.77
 \$1.36
 30%
 CASH METRICS
 1Q11
 1Q10
 Change
 y/y
 Adj
 EBITDA
 1
 \$219
 \$175
 25%
 Operating Cash Flow
 \$155
 \$102
 53%
 Cap Ex & Cap Software
 \$12
 \$11
 16%
 1
 2

Revenue & Expense Detail
1Q11
1Q11 Consolidated Revenues
1Q11 Consolidated Expenses
OTC Energy
SG&A
Non-Cash Comp

Prof Services
& Acq. Costs
Cash Comp
D&A

NOTE: Figures may not foot due to rounding.

(1)

Adjusted Total Expenses and Adjusted Operating Margin are non-GAAP measures.

Please refer to slide 22 of this presentation for a reconciliation to the equivalent GAAP measures.

(2) Excludes Creditex

SLIDE 6

(In millions)

1Q11

1Q10

y/y %

OTC Energy

\$103

\$86

20%

OTC Credit

\$39

\$43

-9%

OTC Total

\$142

\$128

10%

Futures

\$157

\$123

28%

Transaction & Clearing

\$299

\$251

19%

Market Data

\$29

\$27

10%

Other

\$6

\$4

58%

Total Revenues

\$334

\$282

19%

(In millions)

1Q11

1

1Q10

1
 y/y %
 Comp. & Benefits
 \$62
 \$58
 6%
 Professional Services
 \$8
 \$9
 -9%
 Acquisition Costs
 \$3
 \$1
 n/a
 SG&A
 \$25
 \$22
 11%
 D&A
 \$33
 \$28
 17%
 Total Expenses
 \$131
 \$118
 11%
 Adj Total Expenses
 1
 \$127
 \$117
 9%
 Adj Operating Margin
 1
 62%
 58%
 Core Operating Margin
 2
 67%
 67%

+28% y/y

\$157

ICE Futures

1Q11

Quarterly Futures & Options Revenues

SLIDE 7

NOTE: Figures may not foot due to rounding.

(1) Volumes include pro-forma 2006 data for both ICE Futures U.S. and ICE Futures Canada, which were acquired by ICE on Historical average daily volume and rate per contract information can be found in the Appendix on slides 18 and 19 of this presentation on theice.com.

Annual Futures & Options Volume

+26% y/y

\$157MM in futures revenues, +28% y/y

ADV of 1.6MM contracts, +24% y/y

Strong growth in Brent, Gasoil, WTI, Cotton, Emissions

o

Energy futures ADV of 1.2MM, +36% y/y

o

Ag & Fin ADV of 445K, +1% y/y

o

Emissions (ECX) volume, +22% y/y; full integration of

CLE successfully completed

Open Interest +11% y/y at March 31, 2011

Rate Per Contract

April 2011 ADV of 1.3MM, RPC up in Energy & Ags

Energy

Ags

Financials

1Q11

1Q10

1Q11

1Q10

1Q11

1Q10

\$1.55

\$1.53

\$2.15

\$2.13

\$1.03

\$0.92

(In 000)

1Q11

1Q10

y/y %

Total Volume

98,962

78,653

26%

ADV

Brent Futures & Options

532

401

33%

Gas Oil Futures & Options

287

214

34%

WTI Futures & Options

276

190

45%

Sugar Futures & Options

146

175

-17%

Cotton Futures & Options

43

30

45%

Russell Futures & Options

146

144

2%

Emissions & Options

27

22

20%

Other

139

113

23%

Total ADV

1,596

1,289

24%

1

ICE OTC

1Q11

Quarterly CDS Revenues

Annual OTC ADC

\$142MM in OTC revenues; record OTC energy volume of
97MM contracts

Quarterly OTC energy revenue of \$103MM, +20 y/y

o
 Energy ADC of \$1.6MM in 1Q11, +18% y/y
 o
 April ADC of \$1.5MM
 Cleared OTC energy open interest 40MM contracts at
 March 31, 2011, +20% y/y
 Quarterly CDS revenues of \$39MM
 o
 \$26MM from Creditex, 55% electronic versus 43% in 1Q10
 o
 \$13MM from CDS clearing; up 15% from 1Q10
 o
 2Q11 guidance for CDS clearing revenue is \$15-\$17MM
 \$18TR CDS cleared, \$1TR open interest, 490K trades
 cleared, 295 clearable CDS products
 o
 Leading buy-side solution with \$6BN cleared
 SLIDE 8
 -9% y/y
 +9% y/y
 (In 000)
 1Q11
 1Q10
 y/y %
 Energy Contracts Traded
 96,510
 77,269
 25%
 Cleared
 92,795
 73,381
 26%
 % Cleared
 96%
 95%
 Energy ADC
 \$1,626
 \$1,373
 18%
 OTC Transaction & Clearing Fees
 Natural Gas
 \$63,831
 \$51,431
 24%
 Power
 \$24,284
 \$25,044
 -3%
 Credit
 \$39,077

\$42,722

-9%

Oil & Other

\$14,600

\$9,246

58%

Total OTC Fees

\$141,792

\$128,443

10%

ICE Operating Cash Flow

SLIDE 9

Solid Cash Generation & Returns

(1)

The intangibles balances are net of the related deferred tax liabilities.

(2)

ROIC=(Operating

Income

x

(1-Tax

Rate))

/

(Avg

Debt

+

Avg

Shareholders

Equity

+

Avg

Minority

Interest

-

Avg

Cash,

Cash

Equivalents,

&

ST

Investments)

1Q 2011 operating cash flow of \$155MM, +53% y/y

\$694 MM in unrestricted cash at March 31, 2011

Debt to EBITDA leverage ratio of 0.6x at March 31,

2011 with significant available capacity

Disciplined M&A

o

Goodwill and Intangibles ~32% of ICE's market

capitalization

l

o

Early

investor

in

growth

areas

i.e.,

clearing,

emissions and credit derivatives

Consistently strong and industry leading returns on

investment

Return on Invested Capital Comparison

+53% y/y

Strong fundamentals driving top- and bottom-line

Track Record of Growth and Innovation

SLIDE 10

2010:

Acquired

Climate

Exchange

Leadership in Dodd-Frank Implementation
U.S. Regulation
Post -Reform
Required Central Clearing of Standardized Derivatives
ICE Trust to transition to ICE Clear Credit
(Designated Clearing Organization and Clearing
Agency); ICE Clear U.S., ICE Clear Europe, ICE

Canada meet applicable Rules
Standardized Swaps must be traded on a Swap Execution
Facility (SEFs) or Designated Contract Market (DCM)
ICE OTC Energy (SEF)
ICE OTC Credit (SEF)
ICE Futures US (DCM)
Yellow Jacket (Independent Software Vendor)
Recording Keeping and Data Reporting
ICE Trade Vault
(Swap Data Repository)
Position Limits
ICE s
futures and OTC Exchanges prepared to
address final CFTC rules
Clearing Margin and Capital Requirements
ICE Clearing Houses prepared to address final rules
Payment, Clearing,
Settlement Supervision
(Uniformity of Financial Market Utilities)
ICE Trust and ICE Clear Europe have been working
with U.S. and EU regulators to meet financial market
utility standards. ICE prepared to meet CPSS,
IOCSO standards.
Registration of Foreign Boards of Trade (FBOT)
ICE Futures Europe and ICE Futures Canada will be
registered as FBOTs
in the United States
SLIDE 11

The Facts: Execution Risk
Proven ability to successfully
integrate businesses
Consistently met or exceeded
synergy targets on or ahead of
schedule
No write downs in past

acquisitions

Acquisitions have resulted in
write downs of over \$2.5 billion
combined in the last three
years

Proven inability to realize
stated synergies

Sudden new found synergies
by NYX are not credible

REGULATORY

APPROVAL RISK

HSR review is well underway

Second request for information is
currently in process

No expected competition issues in
Europe

\$350mm reverse breakup fee

Subject to a lengthy and
extensive regulatory and
competition review in Europe

NYX shareholders will have no
clarity on decision prior to NYX
shareholder vote

No protection for NYX
stockholders in the event that DB
fails to receive regulatory
approval

NASDAQ

OMX

/

ICE

proposal

has

substantially

less

execution

risk

INTEGRATION AND

OPERATIONAL RISK

FINANCIAL

PERFORMANCE RISK -

TRACK RECORD (07- 10

CAGR)

NASDAQ OMX / ICE

NASDAQ OMX / ICE

DB / NYSE Euronext

DB / NYSE Euronext

ICE

NASDAQ

DB

NYSE

Revenue

EBITDA

(1)

EPS

26%

25%

17%

23%

22%

10%

(1)%

(9)%

(6)%

(2)%

(3)%

(8)%

Revenue

EBITDA

(1)

EPS

NASDAQ OMX / ICE proposal is
more likely to receive antitrust
approval

NYSE shareholders will be forced
to vote without any certainty
around regulatory approvals in
Europe under the DB proposal
NASDAQ OMX and ICE are
clearly best-in-class integrators
which results in much less
operational execution risk than
proposed DB combination

NASDAQ OMX and ICE have a
demonstrated ability to achieve
superior financial results

(1) EBITDA is a non-GAAP number calculated by taking operating income and adding back D&A, merger related expenses and

SLIDE 12

The Facts: Conglomerate Discount in DB1 Deal
NASDAQ
OMX
/
ICE
proposal
will

unlock
significantly
greater
short
and
long-term
shareholder value
NYX and DB receive a
substantial conglomerate
valuation discount
Intrinsic value of each respective
NYX and DB business suggests
they should be valued 13-15%
higher
DB proposal meaningfully
undervalues the intrinsic value of
NYX's businesses
NASDAQ OMX / ICE proposal to
create two pure play exchanges
will unlock greater value than the
conglomerate strategy
NASDAQ OMX / ICE proposal
currently represents 16.4x NYX
2011 earnings vs. DB proposal of
14.9x
(13)%
\$(1.3)bn
(15)%
\$(2.7)bn
(1)
NYX
based
on
share
price
and
2011
EPS
estimate
as
of
2/8/11
of
\$33.41
and
EPS
of
2.54
and
basic

shares
outstanding
of
261.2mm.
DB
based
on
4/28/11
price
of
55.50

and
2011
EPS
of
4.40;

converted to US\$ using an exchange ratio of 1.4823x. Derivatives P/E multiple based on avg. of ICE and CME. Cash Equities

(2) NYX earnings weighted between Derivatives and Cash Equities based on segment contributions to operating income: 48.8%

(3)
DB
earnings
weighted
between
Derivatives
and
Cash
Equities
based
on
segment
contributions
to
adjusted
EBIT:
48.8%

for
Eurex
and
51.2%
for
Cash
Equities
and
Other.
PRICE / EARNINGS
MULTIPLE
MARKET
CAPITALIZATION
(\$BN)

SLIDE 13

NYSE Euronext

(2)

Deutsche Börse

(3)

NYX

and

DB

Conglomerate

Valuation

Discount

(1)

The Facts: Diversity of Business Mix
NASDAQ
OMX
/
ICE
proposal
will

create
stronger
and
more

balanced
businesses

PRO FORMA DERIVATIVES

BUSINESS MIX

(2010 VOLUMES)

(1)

PRO FORMA CASH

EQUITIES & OPTIONS

BUSINESS MIX

(2010 NET REVENUES)

More balanced

derivatives product mix

of ICE will lead to

greater long-term

stability and generate

superior value through

economic cycles

(1) Excludes

ICE

OTC

CDS

volumes

and

Bclear

volumes.

Highly synergistic and

complementary lines of

business that have well

diversified revenue base

with no significant

concentrations

SLIDE 14

NASDAQ OMX / ICE

DB / NYSE Euronext

ICE / NYSE Liffe

NASDAQ OMX / NYSE Euronext

APPENDIX

ICE Summary Balance Sheet
Strong operating cash flow
o
\$155MM, + 53% y/y

Low leverage with debt to trailing
 twelve-month EBITDA of 0.6x
 Cash and unrestricted short-term
 investments \$694MM; \$523MM debt
 outstanding

1Q11 capital expenditures \$12MM

o

Cap ex hardware \$5MM

o

Capitalized software of \$8MM

Existing credit facilities \$725MM

o

\$422MM available for general
 corporate use

o

\$303MM available for clearing
 houses

Remaining authorization of \$210MM
 share repurchase

Note: Figures may not foot due to rounding. Please see press release, dated May 4, 2011 for more detail available
 on www.theice.com.

In millions

SLIDE 16

BALANCE SHEET

3/31/11

12/31/10

CHANGE

Assets

Cash & ST Investments

\$694

\$624

\$70

Other Current Assets

24,813

22,952

1,861

Current Assets

25,507

23,576

1,931

PPE (net)

95

95

0

Other Assets

3,021

2,972

49

Total Assets

\$28,622

\$26,642	
\$1,980	
Liabilities & Equity	
Current Liabilities	
\$24,986	
\$23,127	
\$1,859	
Long Term Debt	
260	
326	
(66)	
Other Liabilities	
405	
372	
33	
Total Liabilities	
25,651	
23,825	
1,826	
Total Equity	
2,972	
2,817	
155	
Total Liabilities & Equity	
\$28,622	
\$26,642	
\$1,980	

SLIDE 17

Metric

Guidance

Non-Cash Compensation

\$52MM-\$56MM in 2011, assuming achievement of
above target Board-approved levels

Depreciation & Amortization

\$126MM-\$132MM in 2011

Adjusted Expense Growth

Range of 4-6% for 2011

Capital Expenditures

Including capitalized software,\$50MM-\$55MM in 2011

Interest Expense

\$7MM-\$9MM per quarter in 2011

Tax Rate

31%-34% for the remainder of 2011

CDS Clearing Revenue

Increase of 15-20% versus 2010

Diluted Share Count

2Q11: 74.2MM-75.2MM; FY2011: 74.1MM-75.1MM

Share Repurchase Program

Approximately \$210MM remains in existing program

ICE Average Daily Volume History

SLIDE 18

ICE Average Daily Volume

January

February

March

April

May
 June
 July
 August
 September
 October
 November
 December
 ICE Futures Europe
 1,176,543
 1,241,612
 1,055,675
 866,718
 ICE Futures U.S.
 383,157
 469,596
 422,741
 389,364
 ICE Futures Canada
 17,775
 26,311
 15,533
 21,298
 CCFE
 752
 680
 484
 170
 TOTAL
 1,578,227
 1,738,199
 1,494,433
 1,277,550
 January
 February
 March
 April
 May
 June
 July
 August
 September
 October
 November
 December
 ICE Futures Europe
 811,477
 893,151
 839,652
 939,957

983,100
 831,487
 760,765
 795,113
 955,277
 899,305
 895,470
 753,564
 ICE Futures U.S.
 387,680
 458,107
 434,530
 431,498
 446,542
 492,636
 378,078
 388,174
 508,290
 399,676
 454,151
 332,674
 ICE Futures Canada
 12,129
 18,832
 12,548
 19,979
 11,925
 24,527
 10,179
 13,701
 18,513
 25,622
 15,218
 23,594
 CCFE
 1,204
 860
 1,460
 1,214
 1,830
 1,487
 TOTAL
 1,211,286
 1,370,090
 1,286,730
 1,391,434
 1,441,567
 1,348,650
 1,150,226
 1,197,848

1,483,540

1,325,817

1,366,669

1,111,319

January

February

March

April

May

June

July

August

September

October

November

December

ICE Futures Europe

672,150

613,368

627,784

569,511

620,112

628,829

716,796

607,352

701,970

704,188

724,934

639,974

ICE Futures U.S.

298,432

356,319

395,896

396,465

369,571

444,457

287,602

391,550

452,364

355,752

347,254

330,014

ICE Futures Canada

13,269

18,986

12,998

17,952

14,552

15,239

8,039

9,863
14,097
16,558
12,007
18,224
TOTAL
983,851
988,673
1,036,678
983,928
1,004,235
1,088,525
1,012,437
1,008,765
1,168,431
1,076,498
1,084,195
988,212
January
February
March
April
May
June
July
August
September
October
November
December
ICE Futures Europe
590,530
588,048
672,159
568,965
642,999
617,990
540,552
536,054
629,474
630,607
558,624
514,458
ICE Futures U.S.
382,602
385,430
342,956
279,122
218,147
325,931

204,216
208,608
428,907
416,142
310,446
318,887

ICE Futures Canada

17,709

20,341

16,568

15,238

11,069

14,515

8,100

9,312

11,224

14,063

7,323

12,964

TOTAL

990,841

993,819

1,031,683

863,325

872,215

958,436

752,868

753,974

1,069,605

1,060,812

876,393

846,309

Indicates record ADV

2011

2008

2009

2010

N/A -

ICE acquired Climate Exchange on 7/8/10

ICE Futures Rate Per Contract History
SLIDE 19
Rolling Three-Month Average Rate per Contract
2011
Jan
Feb
Mar

Apr
 May
 Jun
 Jul
 Aug
 Sep
 Oct
 Nov
 Dec
 ICE Futures Europe Futures
 1.53
 \$
 1.50
 \$
 1.55
 \$
 1.59
 \$
 ICE Futures U.S. Agricultural Futures & Options
 2.06
 \$
 2.08
 \$
 2.15
 \$
 2.26
 \$
 ICE Futures U.S. Financial Futures & Options
 0.94
 \$
 1.00
 \$
 1.03
 \$
 0.97
 \$
 2010
 Jan
 Feb
 Mar
 Apr
 May
 Jun
 Jul
 Aug
 Sep
 Oct
 Nov
 Dec
 ICE Futures Europe Futures

1.57

\$

1.54

\$

1.53

\$

1.51

\$

1.51

\$

1.49

\$

1.51

\$

1.52

\$

1.54

\$

1.53

\$

1.56

\$

1.57

\$

ICE Futures U.S. Agricultural Futures & Options

2.10

\$

2.15

\$

2.13

\$

2.17

\$

2.13

\$

2.19

\$

2.18

\$

2.18

\$

2.13

\$

2.09

\$

2.08

\$

2.07

\$

ICE Futures U.S. Financial Futures & Options

0.94
 \$
 0.96
 \$
 0.92
 \$
 0.84
 \$
 0.77
 \$
 0.71
 \$
 0.71
 \$
 0.73
 \$
 0.73
 \$
 0.80
 \$
 0.83
 \$
 0.93
 \$
 2009
 Jan
 Feb
 Mar
 Apr
 May
 Jun
 Jul
 Aug
 Sep
 Oct
 Nov
 Dec
 ICE Futures Europe Futures
 1.54
 \$
 1.55
 \$
 1.57
 \$
 1.61
 \$
 1.61
 \$
 1.61
 \$

1.58
\$
1.56
\$
1.53
\$
1.52
\$
1.54
\$
1.54
\$
ICE Futures U.S. Agricultural Futures & Options
2.25
\$
2.33
\$
2.34
\$
2.33
\$
2.23
\$
2.16
\$
2.15
\$
2.10
\$
2.08
\$
2.05
\$
2.10
\$
2.10
\$
ICE Futures U.S. Financial Futures & Options
0.74
\$
0.81
\$
0.78
\$
0.77
\$
0.77
\$
0.84
\$

0.86
\$
0.91
\$
0.89
\$
0.86
\$
0.85
\$
0.86
\$
2008
Jan
Feb
Mar
Apr
May
Jun
Jul
Aug
Sep
Oct
Nov
Dec
ICE Futures Europe Futures
1.27
\$
1.27
\$
1.25
\$
1.24
\$
1.21
\$
1.21
\$
1.21
\$
1.22
\$
1.22
\$
1.22
\$
1.32
\$
1.42
\$

ICE Futures U.S. Agricultural Futures & Options

2.08

\$

2.16

\$

2.14

\$

2.16

\$

2.13

\$

2.21

\$

2.22

\$

2.23

\$

2.22

\$

2.24

\$

2.24

\$

2.25

\$

ICE Futures U.S. Financial Futures & Options

n/a

n/a

n/a

n/a

n/a

n/a

n/a

n/a

1.18

\$

1.01

\$

0.88

\$

0.78

\$

Non-GAAP Net Income Attributable to ICE & EPS Reconciliation

In thousands, except per share amounts

SLIDE 20

3 Months

Ended

3/31/11

3 Months

Ended
3/31/10
Net income attributable to ICE
\$128,904
\$101,163
Add: Acquisition-related transaction costs
3,437
545
Less: Income tax benefit related to the items above
(1,301)
(210)
Adjusted net income attributable to ICE
\$131,040
\$101,498
Earnings per share attributable to ICE common shareholders:
Basic
\$1.76
\$1.37
Diluted
\$1.74
\$1.36
Adjusted earnings per share attributable to ICE common shareholders:
Adjusted basic
\$1.78
\$1.38
Adjusted diluted
\$1.77
\$1.36
Weighted average common shares outstanding:
Basic
73,433
73,676
Diluted
74,201
74,527

Non-GAAP EBITDA Reconciliation

In thousands

SLIDE 21

3 Months

Ended

3/31/11

3 Months

Ended
 3/31/10
 \$128,904
 \$101,163
 65,950
 53,217
 (988)
 (726)
 8,206
 7,110
 33,131
 28,214
 235,203
 188,978
 276
 696
 (4,766)
 (4,865)
 (7,695)
 (5,883)
 (4,320)
 (3,600)
 \$218,698
 \$175,326
 Less capitalized software development costs
 Less Russell payments
 Non-GAAP Adjusted EBITDA
 Plus depreciation and amortization expense
 Non-GAAP EBITDA
 Plus other expense, net
 Net income attributable to ICE
 Plus income tax expense
 Less interest and investment income
 Plus interest expense
 Less capital expenditures

Non-GAAP Operating Income, Operating Margin &
Operating Expense Reconciliation
In thousands, except operating margins

SLIDE 22

3 Months

Ended

3/31/11

3 Months

Ended

3/31/10

Total revenues

\$334,280

\$281,620

Total operating expenses

130,682

117,805

Less: acquisition-related transaction

costs

(3,437)

(545)

Adjusted total operating expenses

\$127,245

\$117,260

Adjusted operating income

\$207,035

\$164,360

Operating margin

61%

58%

Adjusted operating margin

62%

58%