BOVESPA HOLDING

BM&F BRASIL

Bolsa de Mercadorias & Futuros

Material Fact

BOVESPA HOLDING S.A.	BOLSA DE MERCADORIAS & FUTUROS-BM&F S.A.
(*Incorporated in the Federative Republic of Brazil*)	(*Incorporated in the Federative Republic of Brazil*)
Commercial Registry Enrollment (NIRE) No. 35.300.339.576	Commercial Registry Enrollment (NIRE) No. 35.300.343.565
Brazilian Federal Taxpayer CNPJ No.08.695.953/0001/23	Brazilian Federal Taxpayer CNPJ No. 08.936.812/0001-55

MATERIAL FACT

Further to the notice of Material Fact dated February 19, 2008, **BOVESPA HOLDING S.A.** (BOVH3) and **BOLSA DE MERCADORIAS & FUTUROS-BM&F S.A.** (BMEF3), hereby announce to shareholders and the market that, pursuant to decisions taken at meetings held on March 25, 2008, each of their Boards of Directors will submit to shareholders a proposal contemplating an integration of the activities of the two companies, which will be implemented according to a restructuring plan that would first require the organization of a new company, provisionally referred to as Nova Bolsa (New Exchange).

Under the proposed restructuring plan, New Exchange will be a public company, registered as such with the Brazilian Securities and Exchange Commission (*Comissão de Valores Mobiliários*), or CVM, whose shares will be listed to trade on the *Novo Mercado*. Upon approval of the transactions related to the restructuring plan, New Exchange will issue common shares to be allocated to the shareholders of BM&F and of Bovespa Holding, on the basis of 50% for each company. Additionally, the shareholders of Bovespa Holding will receive R$ 1.24 billion in cash.

Furthermore, as proposed, the Board of Directors of New Exchange will consist of directors appointed by BM&F and Bovespa Holding in equal number, most of whom will be independent directors.

The Boards of Directors of the two companies decided to set up a Transition Committee, which will consist of the chairmen of the boards of directors and the chief executive officers of both companies. This Committee will be in place through December 31, 2008.

The Transition Committee will appoint the new Chairperson and CEO to the Board of Directors of New Exchange within 60 days after the approval of the transaction by each company's shareholders' meetings. Until those nominations, the current chairmen of the boards of BM&F and Bovespa Holding will jointly chair the board of directors of New Exchange, whereas the two principal officers of the two companies will act as joint chief executive officers.

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Based on preliminary estimates, given the existing synergies, the combined organization resulting from the proposed restructuring plan can potentially save up to 25% of the combined operational expenses by 2010.

The Boards of Directors of the two companies have authorized their management teams to complete the reciprocal due diligence and proceed with the preparatory actions and measures required for the proposal to be submitted to the shareholders. This structure will also be submitted for approval by the CVM, the Central Bank of Brazil and the Administrative Council for Economic Defense (*Conselho Administrativo de Defesa Econômica*), or CADE.

After the definitive restructuring plan is approved by both Board of Directors a new material fact will be released in compliance with the provisions of CVM Instruction No. 319/1999, with new Board of Directors' meetings and respective Shareholders' meetings,

Further notices of Material Facts will be released to the market in respect of material developments that may take place in connection with this matter, including response from the relevant regulatory agencies and entities.

São Paulo, March 25, 2008

Gilberto Mifano
Chief Executive Officer and Investor Relations Officer of Bovespa Holding S.A.

Edemir Pinto
Chief Executive Officer of Bolsa de Mercadorias & Futuros-BM&F S.A.

João Lauro Pires Vieira do Amaral
Investor Relations Officer of Bolsa de Mercadorias & Futuros-BM&F S.A.

This material fact is information in summary form about the proposed integration of Bovespa Holding S.A. and Bolsa de Mercadorias & Futuros - BM&F S.A. and does not purport to be complete. This material fact does not constitute an offer, or invitation, or solicitation of an offer, to subscribe for or purchase any securities. Neither this material fact nor anything contained herein shall form the basis of any contract or commitment whatsoever. No representation or warranty, express or implied, is made concerning, and no reliance should be placed on, the accuracy, fairness, or completeness of this information. The securities to be offered will not be or have not been registered with the United States Securities Act of 1933 and may not be offered or sold in the United States absent registration or an applicable exemption from registration.

BM&F BOVESPA SA is created and elects new Board of Directors

São Paulo, May 8, 2008. Bovespa Holding SA and Brazilian Mercantile & Futures Exchange-BM&F SA shareholders today approved the creation of BM&F BOVESPA SA – Stock, Mercantile and Futures Exchange, and elected a new Board of Directors at the four Extraordinary Shareholders' Meetings which were sequentially held in São Paulo. Each meeting's minutes as well as the new company's institutional, product and service information are already available at www.bmfbovespa.com.br/.

BM&F BOVESPA SA will be listed on Novo Mercado after its application for registration with the Brazilian Securities and Exchange Commission (CVM) is granted. Until then, both BOVH3 and BMEF3 shares will continue to be regularly traded on Novo Mercado. Also, until December 31, 2008, the new company will be managed by a special committee formed by Messrs. Raymundo Magliano Filho and Manoel Felix Cintra Neto as co-Chairmen, and Gilberto Mifano and Edemir Pinto as co-CEOs. The new BM&F BOVESPA SA Chairperson of the Board of Directors and CEO will be nominated by the special committee within a 60-day period starting today. During this period, Mr. Mifano will accumulate the position of Investor Relations Officer and Mr. Pinto will accumulate the position of Finance Officer.

The New Board

BM&F BOVESPA SA Board of Directors comprises 18 members, 10 of whom are independent members and 8 are market representatives. The independent directors are: Messrs. Alvaro O.L. Musa dos Santos; Ary Oswaldo Mattos Filho; Gustavo Henrique de Barroso Franco; José Roberto Mendonça de Barros; Luiz Felipe Palmeira Lampreia; Luiz Fernando Figueiredo; Luiz Gonzaga de Mello Belluzzo; Marcelo Fernandez Trindade; Pedro Pullen Parente; and Roberto Rodrigues. The directors that representat the market are: Messrs. Alfredo Egydio Setúbal; Craig Donohue; Julio de Siqueira Carvalho de Araújo; Manoel Felix Cintra Neto; Manoel Horácio da Silva; Nelson Bizzacchi Spinelli; Raymundo Magliano Filho; and Rene Marc Kern.

About BM&F Bovespa SA

The new company is the world's third largest exchange and the second exchange in the Americas measured by market value. It is also the leading exchange in Latin America in the equity and derivatives markets, sharing approximately 80% of the average daily trading volume on the stock market and more than USD67 billion ADTV on the futures market.