

CBOT HOLDINGS INC

Form 425

March 22, 2007

Filed by IntercontinentalExchange, Inc.  
Pursuant to Rule 425 under the  
Securities Act of 1933, as amended, and  
deemed filed pursuant to Rule 14a-12 under the  
Securities Exchange Act of 1934, as amended  
Subject Company:  
CBOT Holdings, Inc.  
(Commission File No. 001- 32650)

### **INTERCONTINENTALEXCHANGE RESPONDS TO CME COMMENTS ABOUT ICE**

Atlanta, GA (March 22, 2007) IntercontinentalExchange, Inc. (NYSE: ICE) issued the following response to comments today by the Chicago Mercantile Exchange (NYSE: CME) criticizing ICE's offer to combine with the Chicago Board of Trade (NYSE: BOT):

CME's increasing attempts to discredit ICE don't change the fact that our offer is clearly superior—the ICE offer provides much higher current value, is pro-competitive, and will create a stronger business that we believe is better positioned for future growth.

#### **The Facts:**

Based on yesterday's closing prices, the ICE proposal is valued at \$184.25 per CBOT share, over 13% or approximately \$1.2 billion above the CME proposal, which is valued at \$162.47 per CBOT share. CME today said they have no need to address this valuation differential. CBOT shareholders would own approximately 51.5% of the combined company vs. only 31% in the CME transaction, increasing their participation in the substantial strategic and financial benefits of the combination.

ICE has smoothly integrated two exchanges from prior acquisitions, IPE and NYBOT, which has resulted in significant benefits for customers and increased value for shareholders (including the former owners of these exchanges). In contrast, CME has no exchange integration experience.

Based on its track record, ICE is confident its \$240 million in estimated total synergies are readily achievable. ICE's cost savings estimates of \$100 million are equivalent to the CME estimate. CME has not indicated an estimate of revenue synergies, of which CBOT shareholders would only share 31%.

ICE is a more liquid stock, with average daily volume in ICE shares currently twice that of CME. In addition, ICE shares have appreciated 257% since the beginning of 2006 vs. 47% for CME. Despite ICE's superior appreciation, it has a lower PE ratio than CME. ICE has grown EPS at an average quarterly rate of 34%.

While ICE believes the combined entity's opportunity to create additional shareholder value is significant, ICE has indicated flexibility in including a cash component in its offer, and expects to discuss such an alternative with the CBOT. In past acquisitions, ICE has included a significant cash component.

Competition from Globex, Liffe and others has always required that ICE maintain a leading technology platform. ICE's platform has scaled from OTC to listed futures and

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from energy into soft commodities, while improving performance more quickly than any other derivatives exchange.

ICE is committed to building and investing in a clearinghouse that offers a new level of service to the FCMs, customers, exchanges and the broker community. ICE has until January 2009, when CBOT's existing clearing agreement with CME could be terminated, to scale up to meet demand.

Unlike a CME/CBOT combination, ICE believes there are no significant antitrust risks in an ICE/CBOT combination. ICE believes CBOT shareholders are entitled to know the outcome of the Department of Justice's investigation of the CME/CBOT transaction before they vote.

° Based on Futures Industry Association data, an ICE/CBOT combination would have pro forma 2006 U.S. market share of 33.4% vs. 87.3% for a CME/CBOT combination (including NYMEX contracts traded on Globex). A CME/CBOT combination would have the following market shares in certain key products:

Interest rates: 100.0%

Equity indices: 99.7%

Foreign currencies: 96.8%

ICE is committed to preserving and better monetizing the many valuable CBOT assets, including its fixed income and agricultural markets, its CBOE trading rights, its precious metals complex, and its strong global brand. ICE is also willing to commit to open outcry trading beyond what the CME merger agreement contemplates and would maintain the established floor to promote competition and liquidity.

#### **Additional Information**

Detailed information about the ICE proposal is available under Webcasts and Presentations [on www.theicecbot.com](http://www.theicecbot.com).

#### **About IntercontinentalExchange**

IntercontinentalExchange® (NYSE: ICE) operates the leading global, electronic marketplace for trading both futures and OTC energy contracts and the leading soft commodity exchange. ICE's markets offer access to a range of contracts based on crude oil and refined products, natural gas, power and emissions, as well as agricultural commodities including cocoa, coffee, cotton, ethanol, orange juice, wood pulp and sugar, in addition to currency and index futures and options. ICE® conducts its energy futures markets through its U.K. regulated London-based subsidiary, ICE Futures, Europe's leading energy exchange. ICE Futures offers liquid markets in the world's leading oil benchmarks, Brent Crude futures and West Texas Intermediate (WTI) Crude futures, trading nearly half of the world's global crude futures by volume of commodity traded. ICE conducts its agricultural commodity futures and options markets through its U.S. regulated subsidiary, the New York Board of Trade®. For more than a century, the NYBOT® has provided global markets for food, fiber and financial products. ICE was added to the Russell 1000® Index on June 30, 2006. Headquartered in Atlanta, ICE also has offices in Calgary, Chicago, Houston, London, New York and Singapore. For more information, please visit [www.theice.com](http://www.theice.com) and [www.nybot.com](http://www.nybot.com).

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**Forward-Looking Statements** *Certain statements in this press release may contain forward-looking information regarding IntercontinentalExchange, Inc., CBOT Holdings, Inc., and the combined company after the completion of the possible merger that are intended to be covered by the safe harbor for forward-looking statements provided by the Private Securities Litigation Reform Act of 1995. These statements include, but are not limited to, statements about the benefits of the merger transaction involving ICE and CBOT, including future strategic and financial benefits, the plans, objectives, expectations and intentions of ICE following the completion of the merger, and other statements that are not historical facts. Such statements are based upon the current beliefs and expectations of ICE's management and are subject to significant risks and uncertainties. Actual results may differ materially from those set forth in the forward-looking statements.*

*The following factors, among others, could cause actual results to differ materially from those expressed or implied in such forward-looking statements regarding the success of the proposed transaction: the failure of CBOT to accept ICE's proposal and enter into definitive agreements to effect the transaction, the risk that the revenue opportunities, cost savings and other anticipated synergies from the merger may not be fully realized or may take longer to realize than expected; superior offers by third parties; the ability to obtain governmental approvals and rulings on or regarding the transaction on the proposed terms and schedule; the failure of ICE or CBOT stockholders to approve the merger; the risk that the businesses will not be integrated successfully; disruption from the merger making it difficult to maintain relationships with customers, employees or suppliers; competition and its effect on pricing, spending and third-party relationships and revenues; social and political conditions such as war, political unrest or terrorism; general economic conditions and normal business uncertainty. Additional risks and factors are identified in ICE's filings with the Securities and Exchange Commission (the SEC), including ICE's Annual Report on Form 10-K for the year ended December 31, 2006, as filed with the SEC on February 26, 2007.*

*You should not place undue reliance on forward-looking statements, which speak only as of the date of this press release. Except for any obligations to disclosure material information under the Federal securities laws, ICE undertakes no obligation to publicly update any forward-looking statements to reflect events or circumstances after the date of this press release.*

**Important Merger Information**

In connection with the proposed transaction, and assuming the merger proposal is accepted by CBOT, ICE intends to file relevant materials with the SEC, including a proxy statement/prospectus regarding the proposed transaction. Such documents, however, are not currently available. INVESTORS ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS AND ALL SUCH OTHER RELEVANT MATERIALS REGARDING THE PROPOSED TRANSACTION WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Investors will be able to obtain a free copy of the proxy statement/prospectus, if and when such document becomes available, and related documents filed by ICE or CBOT without charge, at the SEC's website (<http://www.sec.gov>). Copies of the final proxy statement/prospectus, if and when such document becomes available, may be obtained, without charge, from ICE by directing a request to ICE at 2100

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RiverEdge Parkway, Suite 500, Atlanta, Georgia, 30328, Attention: Investor Relations; or by emailing a request to [ir@theice.com](mailto:ir@theice.com).

This communication shall not constitute an offer to sell or the solicitation of an offer to buy the securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended. ICE and its directors, executive officers and other employees may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. You can find information about ICE's executive officers and directors in ICE's Annual Report on Form 10-K, filed with the SEC on February 26, 2007 and in ICE's proxy statement for its 2006 annual meeting of stockholders, dated April 3, 2006. Additional information about the interests of potential participants will be included in the prospectus/proxy statement, if and when it becomes available, and the other relevant documents filed with the SEC.

ICE intends to file a proxy statement in connection with the CBOT special meeting of stockholders at which the CBOT stockholders will consider the CBOT merger agreement with CME and other related matters. CBOT stockholders are strongly advised to read that proxy statement and the accompanying proxy card when they become available, as they will contain important information. Copies of that proxy statement, and amendments or supplements to that proxy statement, and other documents filed by ICE, if and when such documents become available, may be obtained, without charge, at the SEC's website (<http://www.sec.gov>); or from ICE by directing a request to ICE at 2100 RiverEdge Parkway, Suite 500, Atlanta, Georgia, 30328, Attention: Investor Relations or by emailing a request to [ir@theice.com](mailto:ir@theice.com).

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