

NASDAQ OMX°/ Q111 EARNINGS PRESENTATION / 04.20.11

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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 not a substitute for the joint proxy statement/prospectus or any other documents NASDAQ OMX, ICE and NYSE Euronext would file with the SEC. Such documents, however, are not currently available. INVESTORS ARE URGED TO CAREFULLY READ THE PROXY STATEMENT/PROSPECTUS REGARDING THE PROPOSED TRANSACTION AND ANY OTHER DOCUMENTS NASDAQ OMX, ICE AND NYSE EURONEXT WOULD FILE WITH THE SEC, IF AND WHEN THEY BECOME AVAILABLE, BECAUSE SUCH DOCUMENTS WILL CONTAIN IMPORTANT INFORMATION. Investors will be able to obtain a free copy of the joint proxy statement/prospectus, if and when such document becomes available, and other relevant documents filed by NYSE Euronext, ICE and/or NASDAQ OMX, 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, by directing a request to NASDAQ OMX at One Liberty Plaza, New York, New York 10006, Attention: Investor Relations, in the case of NASDAQ OMX's filings, or ICE, at 2100 RiverEdge Parkway, Suite 500, Atlanta, Georgia, 30328, Attention: Investor Relations; or by emailing a request to ir@theice.com, in the case of ICE's filings.

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Participants in the Solicitation:

NASDAQ OMX, ICE, and their respective 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 NASDAQ OMX and NASDAQ OMX's directors and executive officers in NASDAQ OMX's Annual Report on Form 10-K, filed with the SEC on February 24, 2011, and in NASDAQ OMX's proxy statement for its 2011 annual meeting of stockholders, filed with the SEC on April 15, 2011.

You can find information about ICE and ICE's directors and executive officers in ICE's Annual Report on Form 10-K, 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 April 1, 2011.

Additional information about the interests of potential participants will be included in the joint prospectus/proxy statement, if and when it becomes available, and the other relevant documents filed with the SEC.

Non-GAAP Information

In addition to disclosing results determined in accordance with GAAP, NASDAQ OMX also discloses certain non-GAAP results of operations, including net income attributable to NASDAQ OMX, diluted earnings per share, operating expenses, and operating income that make certain adjustments or exclude certain charges and gains that are described in the reconciliation table of GAAP to non-GAAP information provided at the end of this release. Management believes that this non-GAAP information provides investors with additional information to assess NASDAQ OMX's operating performance by making certain adjustments or excluding costs or gains and assists investors in comparing our operating performance to prior periods. Management uses this non-GAAP information, along with GAAP information, in evaluating its historical operating performance. The non-GAAP information is not prepared in accordance with GAAP and may not be comparable to non-GAAP information used by other companies. The non-GAAP information should not be viewed as a substitute for, or superior to, other data prepared in accordance with GAAP.

NASDAQ OMX A HISTORY OF INNOVATION





Q111 RESULTS

Non-GAAP Results¹

• Revenues²: \$415M (Q110: \$360M)

• Expenses²: \$225 (Q110: \$201M)

• Net Income²: \$110M (Q110: \$92M)

• Diluted EPS: \$0.61 (Q110: \$0.43)

- For comparison purposes, results are presented on a non-GAAP basis and exclude charges relating to merger and strategic initiatives, sublease reserves and certain other nonrecurring items. Please refer to the non-GAAP schedules at the end of this slide presentation for a complete reconciliation of GAAP to non-GAAP results.
- Revenues represent total revenues less transaction rebates, brokerage, clearance, and exchange fees; Expenses represent Total Operating Expenses; Net Income represents Net income attributable to NASDAO OMX.

Grew Q111 non-GAAP diluted EPS by 42% to record \$0.61

#1 in U.S. equity options market share; record share for NOM

Significant growth in derivatives trading & clearing revenues

Access Services revenues grew 36%

PSX continued to grow volume and market share

Launched new complex order system at PHLX

Powered new derivatives trading platform for Osaka Securities Exchange Co.

Witnessed continued growth in cleared repo transactions in the Nordic clearinghouse

OPERATIONAL HIGHLIGHTS

Trade volume increased in Nordic equities

U.S. options trading volumes continued to grow

Witnessed growth in European derivatives volumes

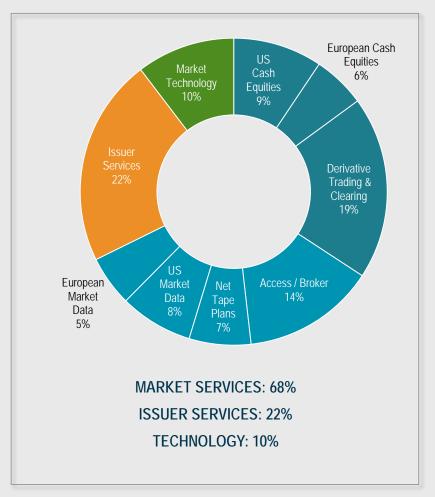
Announced plan with SGX to offer corporate solutions

Attracted 38 new listings, including 23 IPOs

NET EXCHANGE REVENUES

REVENUES GREW BY 15% WHEN COMPARED TO Q110(In \$millions)

Revenue Statement	Q111	Q410	Q110
Cash Equity Trading	62	60	55
Derivative Trading and Clearing	80	74	61
Access Services	53	48	39
Total Transaction Services	195	182	155
Net U.S. Tape Plans	27	28	31
U.S. Market Data Products	32	32	31
European Market Data Products	22	19	18
Broker Services	4	4	4
Other Market Services	1	-	2
Total Market Services	281	265	241
Global Listing Services	78	77	72
Global Index Group	13	12	12
Total Issuer Services	91	89	84
Market Technology	43	46	34
Other	-	-	1
Net Exchange Revenues ¹	415	400	360



^{1.} Net exchange revenues reflect total revenues less transaction rebates, brokerage, clearance, and exchange fees.



U.S. TRANSACTION DRIVERS GROWING OPTIONS MARKET SHARE

U.S. Cash Equity Trading

19.2% matched market share in Q111 (NASDAQ 16.5%; BX 1.8%; PSX 0.9%)

Total matched volume was 94.8 billion shares

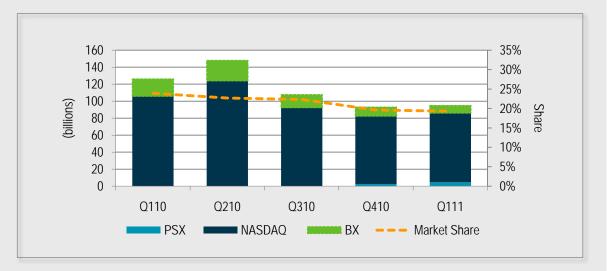
Options Volume

Q111 combined share increased by 4.9 percentage points from prior-year levels to 28.7% (PHLX 23.5%; NOM 5.2%)

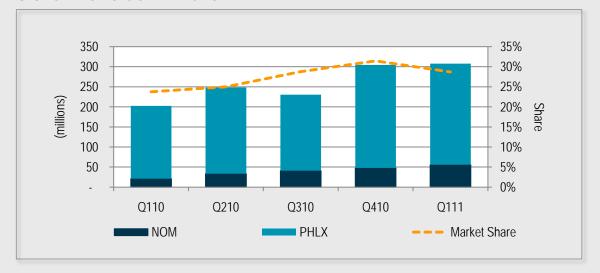
NOM volume reached highest levels on record as volumes grew 166% from Q110 and market share reached a record high of 5.2%

Total Q111 volumes increased 52% from Q110 levels

U.S. CASH EQUITY TRADING



U.S. OPTIONS CONTRACTS TRADED



EUROPEAN TRANSACTION DRIVERS

MARKET STRUCTURE ENHANCEMENTS DRIVE VOLUME GROWTH

Increases in Cash Equity Activity

21.3 million trades in Q111 represent an increase of 23% from Q110 levels

Value traded for Q111 was €190 billion, up 18% from prior year levels

Derivative Volume Trending Higher

40 million contracts traded in Q111, a 22% increase over Q110 levels

- Increasing volumes for Stock and Index options and futures:
 - 10.8 million index contracts traded during the quarter
 - Stock option and futures volume at OMX up 16% from Q110 to 9.9 million contracts
- 7.9 million fixed-income contracts, up 34% from O110

EUROPEAN CASH EQUITY VOLUME



EUROPEAN DERIVATIVES CONTRACTS¹



1. Excludes volume traded at EDX.

ISSUER SERVICES AND MARKET TECHNOLOGY

New Listings

23 IPOs in Q111, up from 18 in Q110

Total new listings totaled 38 in Q111

Corporate Solutions revenue grew 29% from O110 levels.

Strong Customer Pipeline

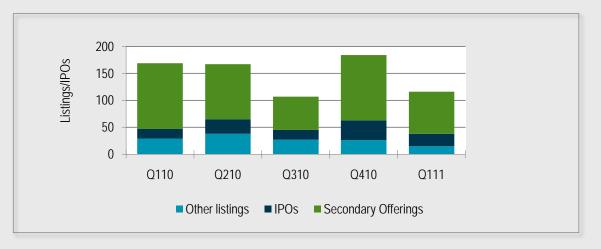
Total order value ("TOV") at the end of Q111 was \$471 million

The table to the right reflects the year in which TOV is expected to be recognized into revenue¹

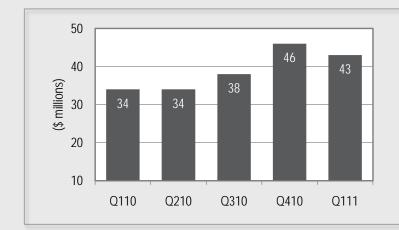
Revenue grew 26% from Q110 levels

Osaka Securities Exchange launched new derivatives trading platform powered by NASDAO OMX

NEW COMPANY LISTINGS



MARKET TECHNOLOGY REVENUE¹



Year	TOV
2011	105
2012	116
2013	90
2014	63
2015	48
2016 +	49
Total	\$471

1. The recognition and timing of these revenues depend on many factors, including those that are not within our control. As such, the table of Market Technology revenues to be recognized in the future represents our best estimate.

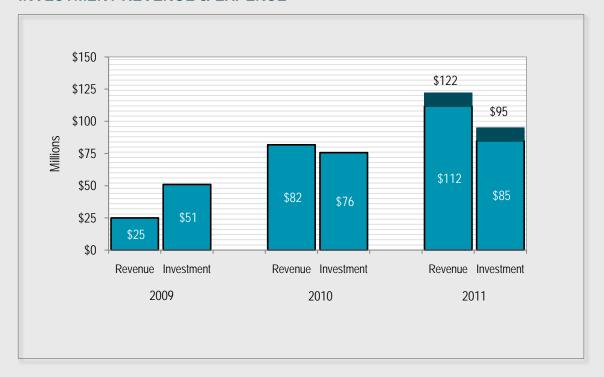
INVESTMENTS IN NEW INITIATIVES DRIVING TOP LINE GROWTH

Expected to generate between \$112 to \$122 million in revenue in 2011

Targeted to provide a 5-year rate of return in excess of twice our WACC

Margins are expected to grow to approximately 24% in 2011

INVESTMENT REVENUE & EXPENSE



Initiatives:

BX Equity Market Global Index Data Service PMI/Bloom Partners

NASDAQ Options Market NASDAQ Basic IDCG

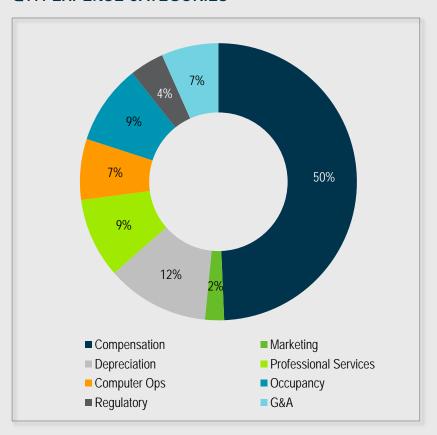
PSX Equity Market UK Power Market NOCC

OPERATING EXPENSES

(In \$millions)

Total Non-GAAP operating expenses	Q111	Q410	Q110
Compensation and benefits	112	108	96
Marketing & advertising	5	6	4
Depreciation & amortization	27	27	25
Professional and contract services	21	20	19
Computer ops. & data comm.	16	13	16
Occupancy	21	21	20
Regulatory	9	9	9
General, admin. & other	14	12	12
Total non-GAAP operating expenses ¹	\$225	\$216	\$201
Expenses at Constant FX ²	225	220	208

Q111 EXPENSE CATEGORIES



- 1. For comparison purposes results are presented on a non-GAAP basis and exclude charges relating to workforce reductions, merger and strategic initiatives, sublease reserves and other non-recurring items. Please refer to the non-GAAP schedules at the end of this slide presentation for a complete reconciliation.
- 2. Expenses presented using Q111 foreign currency exchange rates.

FOREIGN CURRENCY EXCHANGE IMPACT

(In \$millions except for EPS and FX rates)

Q111 Results	USD	SEK	EUR	NOK	GBP	DKK	AUD	Other	Total
Net exchange revenues ¹	289	55	46	2	2	8	8	5	415
Total non-GAAP operating expenses ²	136	61	3	4	4	4	9	4	225
Non-GAAP operating income ³	153	(6)	43	(2)	(2)	4	(1)	1	190
Average FX to USD in Q111	-	0.154	1.370	0.175	1.60	0.184	1.006	-	-

^{*} All values are presented in US dollars.

FX Impact on Q111 Results: ⁴	Q410 Rates	Q110 Rates
Net exchange revenues ¹	5	10
Total non-GAAP operating expenses ²	(4)	(7)
Non-GAAP operating income ³	1	3
Diluted earnings per share	-	\$0.01

USD = US Dollar

SEK = Swedish Krona

EUR = Euro

NOK = Norwegian Krone

GBP = British Pound Sterling

DKK = Danish Krone

AUD = Australian Dollar

- 1. Net exchange revenues reflect total revenues less transaction rebates, brokerage, clearance and exchange fees.
- 2. Please refer to slide 20 of this presentation for a complete reconciliation of non-GAAP operating expenses.
- 3. Please refer to slide 19 of this presentation for a complete reconciliation of non-GAAP operating income.
- 4. The impact reflects changes to Q111 results if amounts were translated at the prior period rates.

BALANCE SHEET & CAPITAL SPENDING HIGHLIGHTS

Debt Obligations

Principal amount of outstanding debt obligations was \$2.3 billion at the end of Q111

YTD total debt payments = \$35 million

Capital Spending

Purchases of property and equipment totaled \$10 million for O111

Open Clearing Contracts

As legal counterparty for Nordic clearing transactions, NASDAQ OMX reports gross value of derivative positions and contract value of resale and repurchase agreements, net of customer positions

(in \$ millions)	3-31-11	12-31-10
<u>Assets</u>		
Cash, Restricted Cash & Short Term Investments	\$ 887	\$ 733
Receivables, net	327	298
Open clearing contracts:		
Derivative positions, at fair value	2,295	4,037
Resale agreements, at contract value	6,655	3,441
Goodwill	5,339	5,127
Intangible assets, net	1,773	1,719
Other assets	789	852
Total assets	\$18,065	\$16,207
Liabilities and stockholders' equity		
Accounts payable and accrued expenses	\$ 151	\$ 142
Open clearing contracts:		
Derivative positions, at fair value	2,295	4,037
Repurchase agreements, at contract value	6,655	3,441
Debt obligations	2,290	2,321
Non-current deferred tax liabilities	716	698
Other liabilities	921	839
Total liabilities	\$13,028	\$11,478
Total equity	5,037	4,729
Total liabilities and equity	\$18,065	\$16,207

DEBT OBLIGATIONS

Total principal amount of debt obligations was \$2.3 billion at the end of O111

Restricted and regulatory capital of \$488 million consists of clearing capital, broker dealer requirements, SEC section 31 fees collected, and other commitments

Net Debt to EBITDA is 2.3 x

Net Debt = \$1,891 million

LTM EBITDA = \$830 million

(reconciliation provided on Slide 22)

(in \$ millions)	03-31-11
Term Loan	\$ 535
5 Year Bond	398
7 Year Bond	367
10 Year Bond	598
3.75% Convertible Note ¹	-
2.50% Convertible Note	392
Other	-
Total Debt Obligations	\$ 2,290
Less Current Portion	(140)
Long Term Portion	\$ 2,150
Total Debt Obligations	\$ 2,290
Cash & Investments	(\$ 887)
Restricted Cash and Regulatory Capital	488
Net Debt Excluding Restricted Cash and Regulatory Capital	\$ 1,891

Note: All debt is shown at book value

^{1.} Approximately \$0.5 million principal amount of the 3.75% convertible notes remain outstanding.

COMPELLING & SUPERIOR PROPOSAL - \$42.52 PER SHARE

Greater benefits to all stakeholders and more responsive to global market structure evolution

NYSE EURONEXT STOCKHOLDERS

- \$42.52 per share offer represents greater value for NYX stockholders 20% premium to Deutsche Boerse offer (1)
- Opportunity to participate in value creation through \$740mm in combined synergies⁽²⁾ and enhanced growth prospects
- Greater near-term value through cash component and significant longerterm opportunity with exposure to two focused players in equities and derivatives

NASDAQ OMX AND ICE STOCKHOLDERS

- Significant value creation for both stockholder bases from revenue and expense synergies
- NASDAQ OMX acquisition meaningfully accretive to stockholders 12-18 months following close, with double digit accretion soon after; ICE acquisition solidly accretive by year two

INVESTORS, ISSUERS AND OTHER MARKET PARTICIPANTS

US

- Creates deeper liquidity pools, better price discovery for investors and greater market efficiencies in US cash equities and equity options
- Provides greater flexibility to invest in ongoing innovation and platform enhancements with increased scale
- Solidifies US leadership in global capital markets
- Enhances customer benefits by providing consolidated view of fragmented marketplace

Europe

- Strengthens European equity markets by creating a new, truly pan-European equity trading platform and a major new force in European derivatives
- Allows for competition and choice, providing customers, stakeholders and regulators with vibrant, globally competitive markets for trading and listings
- Secures Paris and London as premier international financial hubs

Note: Synergy assumptions subject to due diligence.

(1) Based on Deutsche Boerse closing price of \in 52.76 and \oint \notin exchange rate of 1.431 as of April 19, 2011. (2) Reflects combined NASDAQ OMX and ICE synergies



PROPOSED TRANSACTION SUMMARY

STRUCTURE	 NASDAQ OMX to acquire 100% of the outstanding shares of NYSE Euronext (NYX) NASDAQ OMX to retain NYSE Euronext Cash Trading & Listings, US Options and Information Services & Technology Solutions businesses In a contemporaneous transaction, ICE to acquire NYSE Liffe including Liffe US and NYPC
CONSIDERATION	 0.4069 shares of NDAQ stock per NYX share 0.1436 shares of ICE stock per NYX share \$14.24 in cash per NYX share Represents 67% in NDAQ / ICE stock and 33% in cash
IMPLIED NYX PRICE PER SHARE	= \$42.52
PREMIUM TO: - CLOSE 4/19/11 - CURRENT DEUTSCHE BÖRSE OFFER - UNAFFECTED NYX PRICE (2/8/11)	10%20%27%
FINANCING	Fully committed financing of \$3.8 billion (USD)
ANTITRUST / REGULATORY	 We will file notification of our intent to acquire shares of NYSE Euronext under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 with both the Federal Trade Commission and the Antitrust Division of the Department of Justice, triggering the formal commencement of the waiting period under the HSR Act.
ANTICIPATED CLOSING	 Q4 2011, subject to government, regulatory and NYSE Euronext, NASDAQ OMX and ICE stockholder approvals

NYSE EURONEXT'S OBLIGATION TO EXPLORE PROPOSAL

NASDAQ OMX AND ICE HAVE TAKEN A SERIES OF STEPS DEMONSTRATING COMMITMENT TO PURSUING THEIR PROPOSAL

- Developed financially and strategically superior proposal to current transaction with Deutsche Boerse
- Provided Merger Agreement consistent with terms of current Business Combination Agreement with Deutsche Boerse
- Included \$350 million reverse break-up fee, demonstrating confidence in obtaining antitrust and competition approvals
- Secured committed financing totaling \$3.8 billion
- NYSE need not determine that NASDAQ OMX/ICE proposal is "Superior" prior to due diligence

IF NYSE EURONEXT BOARD REFUSES TO ENGAGE, IT IS DENYING ITS SHAREHOLDERS THE OPPORTUNITY TO BENEFIT FROM A CLEARLY SUPERIOR PROPOSAL

- 20% premium to Deutsche Boerse proposal, or \$1.9 billion, as of April 19, 2011
- Current agreement with Deutsche Boerse does not include break-up fee if transaction is blocked by regulators
- Deutsche Boerse transaction requires that 75% of DB shares are tendered



NET INCOME AND DILUTED EARNINGS PER COMMON SHARE:

(in \$ millions)	Q111	Q410	Q110
GAAP Net Income attributable to NASDAQ OMX:	\$104	\$137	\$ 61
Merger and strategic initiatives	5	2	-
Sublease reserves	2	1	2
Asset retirements	1	2	3
Workforce reductions	-	2	2
Debt repayment	-	-	40
Other	1	2	
Total Adjustments	9	9	47
Adjustment to the income tax provision to reflect non-GAAP adjustments ¹	(3)	(3)	(10
Non-recurring tax items, net	-	(33)	
Total Adjustments, net of tax	6	(27)	3
Non-GAAP Net Income attributable to NASDAQ OMX:	\$110	\$110	\$ 92
GAAP diluted earnings per common share:	\$0.57	\$0.69	\$0.28
Total adjustments from non-GAAP net income, above	0.04	(0.14)	0.1
Non-GAAP diluted earnings per common share	\$0.61	\$0.55	\$0.43

^{1.} We determine the tax effect of each item based on the tax rules in the respective jurisdiction where the transaction occurred.

OPERATING INCOME:

(in \$ millions)	Q111	Q410	Q310	Q210	Q110
GAAP operating income:	\$181	\$175	\$165	\$179	\$11
Adjustments:					
Merger and strategic initiatives	5	2	1	1	
Sublease reserves	2	1	2	-	:
Asset retirements	1	2	2	-	
Workforce reductions	-	2	2	3	
Debt repayment	-	-	-	-	41
Foreign currency revaluation	-	-	(3)	-	
Other	1	2	-	-	
Total adjustments	9	9	4	4	4
Non-GAAP operating income	\$190	\$184	\$169	\$183	\$15
Net exchange revenues ¹	\$415	\$400	\$372	\$390	\$36
Non-GAAP operating margin ²	46%	46%	45%	47%	44

^{1.} Net exchange revenues reflect total revenues less transaction rebates, brokerage, clearance, and exchange fees.

^{2.} Non-GAAP Operating Margin equals non-GAAP Operating Income divided by Net Exchange revenues

OPERATING EXPENSES:

(in \$ millions)	Q111	Q410	Q310	Q210	Q110
GAAP operating expenses:	\$234	\$225	\$207	\$211	\$248
Adjustments:					
Merger and strategic initiatives	(5)	(2)	(1)	(1)	
Sublease reserves	(2)	(1)	(2)	-	(:
Asset retirements	(1)	(2)	(2)	-	(
Workforce reductions	-	(2)	(2)	(3)	(:
Debt repayment	-	-	-	-	(4
Foreign currency revaluation	-	-	3	-	
Other	(1)	(2)	-	-	
Total adjustments	(9)	(9)	(4)	(4)	(4
Non-GAAP operating expenses	\$225	\$216	\$203	\$207	\$201

EXPENSE DETAIL:

(in \$ millions)	Q111	Q410	Q310	Q210	Q110
Compensation and benefits					
GAAP	111	110	101	103	98
Adjustments	-	(2)	(2)	(3)	(2
non-GAAP	\$111	\$108	\$99	\$100	\$96
Depreciation and amortization					
GAAP	27	27	25	25	25
Adjustments	-	-	-	-	
non-GAAP	\$27	\$27	\$25	\$25	\$25
Professional and contract services					
GAAP	21	21	18	20	19
Adjustments	-	(1)	-	-	
non-GAAP	\$21	\$20	\$18	\$20	\$19
Computer Operations and data communications					
GAAP	17	15	13	14	10
Adjustments	(1)	(2)	-	-	
non-GAAP	\$16	\$13	\$13	\$14	\$10
Occupancy					
GAAP	23	22	23	21	2:
Adjustments	(2)	(1)	(2)	-	
non-GAAP	\$21	\$21	\$21	\$21	\$2
Regulatory					
GAAP	9	9	9	9	
Adjustments	-	-	-	-	
non-GAAP	\$9	\$9	\$9	\$9	\$
Merger and strategic initiatives					
GAAP	5	2	1	1	
Adjustments	(5)	(2)	(1)	(1)	
non-GAAP	-	-	-	-	
General, administrative and other					
GAAP	15	13	12	13	5
Adjustments	(1)	(1)	1	-	(4
non-GAAP	\$14	\$12	\$13	\$13	\$1.
Total Adjustments	(9)	(9)	(4)	(4)	(4

EBITDA:

EARNINGS BEFORE INTEREST TAXES DEPRECIATION AND AMORTIZATION

(in \$ millions)	LTM	Q111	Q410	Q310	Q210
Non-GAAP operating income (Slide 19)	\$726	\$190	\$184	\$169	\$183
Plus:					
Depreciation and Amortization(Slide 21)	104	27	27	25	25
EBITDA	\$830	\$217	\$211	\$194	\$208

Note: LTM refers to Last Twelve Months

NASDAQ OMX