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**Item 1.01. Entry into a Material Definitive Agreement.**

As of April 25, 2005, Chicago Mercantile Exchange Inc. ("CME"), the wholly owned subsidiary of Chicago Mercantile Exchange Holdings Inc. (the "Company"), and The Nasdaq Stock Market, Inc. ("Nasdaq") entered into an amendment (the "Amendment") to that certain License Agreement, effective as of October 9, 2003, between CME and Nasdaq. The Amendment extends the term of the renewal period relating to the exclusive license from October 9, 2011 to October 9, 2012. In addition, the Amendment expands the license to license us the Nasdaq Biotechnology Index for trading futures and options on futures that are based on that index.

A copy of the Amendment will be filed with the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2005.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Chicago Mercantile Exchange Holdings Inc.

*April 28, 2005*

By: *Kathleen M. Cronin*

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*Name: Kathleen M. Cronin  
Title: Managing Director, General Counsel and Corporate  
Secretary*