

CHICAGO MERCANTILE EXCHANGE HOLDINGS INC

Form 10-K/A

June 10, 2002

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 10-K  
(AMENDMENT NO. 1)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2001

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

COMMISSION FILE NUMBER 000-33379

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CHICAGO MERCANTILE EXCHANGE HOLDINGS INC.  
(Exact name of registrant as specified in its charter)

DELAWARE	36-4459170
(State or Other Jurisdiction of Incorporation or Organization)	(IRS Employer Identification No.)
30 SOUTH WACKER DRIVE, CHICAGO, ILLINOIS	60606
(Address of Principal Executive Offices)	(Zip Code)

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Registrant's telephone number, including area code: (312) 930-1000

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act: Class A common stock, Class A, \$.01 par value; Class A common stock, Class A-1, \$.01 par value; Class A common stock, Class A-2, \$.01 par value; Class A common stock, Class A-3, \$.01 par value; Class A common stock, Class A-4, \$.01 par value (in each case, including rights to acquire Series A Junior Participating Preferred Stock pursuant to our rights plan).

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Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this

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Form 10-K. / /

The aggregate market value of the voting stock held by nonaffiliates of the registrant as of May 31, 2002 was approximately \$1.4 billion. The number of shares outstanding of each of the registrant's classes of common stock as of May 31, 2002 was as follows: 7,222,776 shares of Class A common stock, Class A-1, \$.01 par value; 7,222,776 shares of Class A common stock, Class A-2, \$.01 par value; 7,222,574 shares of Class A common stock, Class A-3, \$.01 par value; 7,219,436 shares of Class A common stock, Class A-4, \$.01 par value; 625 shares of Class B common stock, Class B-1, \$.01 par value; 813 shares of Class B common stock, Class B-2, \$.01 par value; 1,287 shares of Class B common stock, Class B-3, \$.01 par value; and 413 shares of Class B common stock, Class B-4, \$.01 par value.

## DOCUMENTS INCORPORATED BY REFERENCE:

None.

EXPLANATORY NOTE: Pursuant to Rule 12b-15 of the Securities Exchange Act of 1934, as amended, Chicago Mercantile Exchange Holdings Inc. hereby amends its Annual Report of Form 10-K for the year ended December 31, 2001 (the "Annual Report"), filed with the Securities and Exchange Commission on March 28, 2002, to include the Report of Independent Public Accountants (the "Opinion") covering the financial statement schedules included in Item 14 of the Annual Report. Set forth below in its entirety is Item 14 of the Annual Report with the only modifications being (i) the inclusion of the Opinion and (ii) the updating of the exhibit list to reflect (a) the incorporation by reference of exhibits filed with the Annual Report and (b) the filing as exhibits of the Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Chicago Mercantile Exchange Holdings Inc. and the Second Amended and Restated Bylaws of Chicago Mercantile Exchange Holdings Inc. on a Current Report on Form 8-K, dated May 16, 2002. All other portions of the Annual Report remain in effect as filed.

## PART IV

### ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

- (a) Financial Statements and Financial Statement Schedules
  - (1) Financial Statements

The Consolidated Financial Statements listed below are contained in Exhibit 13.

- Report of Management
- Report of Independent Public Accountants
- Consolidated Balance Sheets at December 31, 2001 and 2000
- Consolidated Statements of Income for the years ended
  - December 31, 2001, 2000 and 1999
- Consolidated Statements of Shareholders' Equity and Comprehensive Income for the years ended December 31, 2001, 2000 and 1999
- Consolidated Statements of Cash Flows for the years ended
  - December 31, 2001, 2000 and 1999
- Notes to Consolidated Financial Statements

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- (2) Financial Statement Schedules

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REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

TO THE BOARD OF DIRECTORS AND SHAREHOLDERS OF CHICAGO MERCANTILE EXCHANGE HOLDINGS INC.:

We have audited in accordance with auditing standards generally accepted in the United States, the consolidated financial statements included in the Chicago Mercantile Holdings Inc.'s annual report to shareholders incorporated by reference in this Form 10-K, and have issued our report dated February 19, 2002. Our audit was made for the purpose of forming an opinion on those statements taken as a whole. The Schedules (Schedule I - Condensed Financial Information of Registrant for the Year Ended December 31, 2001 and Schedule II - Valuation and Qualifying Accounts for the years ended December 31, 2001, 2000 and 1999) are the responsibility of the company's management and are presented for the purposes of complying with the Securities and Exchange Commission's rules and are not a part of the basic financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, fairly state in all material respects the financial data required to be set forth therein in relation to the basic financial statements taken as a whole.

/s/ Arthur Andersen LLP

Arthur Andersen LLP

Chicago, Illinois  
February 19, 2002

## CHICAGO MERCANTILE EXCHANGE HOLDINGS INC. AND SUBSIDIARIES SCHEDULE I--CONDENSED FINANCIAL INFORMATION OF REGISTRANT FOR THE YEAR ENDED DECEMBER 31, 2001

Chicago Mercantile Exchange Holdings Inc., the registrant, has only one asset, its investment in its wholly owned subsidiary, Chicago Mercantile Exchange Inc., or CME, in the amount of \$250,369,000 at December 31, 2001. Net income from this investment on the equity basis of accounting amounted to \$68,302,000 for the year ended December 31, 2001. Net income is reflected as if the registrant had been in existence for the entire year even though it was formed during the year and became the parent of CME through a reorganization of entities under common control as described in Note 1 to the financial statements in Exhibit 13. The registrant has no liabilities, material contingencies or guarantees. The registrant has received no cash dividends from CME.

CME renewed its committed line of credit with a consortium of banks on October 19, 2001. The line of credit is a secured credit facility in the amount of \$500.0 million. Under the terms of the credit agreement, CME is required to maintain at all times a tangible net worth of not less than \$90.0 million, which is 35.9% of the net assets of CME.

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## CHICAGO MERCANTILE EXCHANGE HOLDINGS INC. AND SUBSIDIARIES SCHEDULE II--VALUATION AND QUALIFYING ACCOUNTS FOR THE YEARS ENDED DECEMBER 31, 2001, 2000 AND 1999 (DOLLARS IN THOUSANDS)

BALANCE AT      CHARGED TO

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DESCRIPTION	BEGINNING OF PERIOD	COSTS AND EXPENSES	CHARGED TO REVENUES	DEDUCTIONS (1)
Year ended December 31, 2001:				
Allowance for doubtful accounts ...	\$ 1,700	\$ 1,733	\$ --	\$ (2,471)
Accrued fee adjustments .....	5,215	--	12,149	(15,123)
Year ended December 31, 2000:				
Allowance for doubtful accounts ...	\$ 350	--	\$ 1,350	\$ --
Accrued fee adjustments .....	1,615	--	9,494	(5,894)
Year ended December 31, 1999:				
Allowance for doubtful accounts ...	\$ 135	--	\$ 326	\$ (111)
Accrued fee adjustments .....	1,885	--	5,343	(5,613)

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(1) Includes write-offs of doubtful accounts and payments for fee adjustments.

All other schedules have been omitted because the information required to be set forth in those schedules is not applicable or is shown in the consolidated financial statements or notes thereto.

(b) Reports on Form 8-K

Chicago Mercantile Exchange Holdings Inc. filed a Current Report on Form 8-K, dated December 4, 2001, reporting the completion of the transactions associated with its reorganization into a holding company structure.

(c) Exhibits

EXHIBIT

NUMBER DESCRIPTION OF EXHIBIT

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- 2.1 Agreement and Plan of Merger, dated as of October 1, 2001, between Chicago Mercantile Exchange Inc., Chicago Mercantile Exchange Holdings Inc. and CME Merger Subsidiary Inc. (incorporated by reference to Exhibit 2.1 to Chicago Mercantile Exchange Holdings Inc.'s Form S-4, filed with the SEC on August 7, 2001, File No. 33-66988).
- 3.1 Amended and Restated Certificate of Incorporation of Chicago Mercantile Exchange Holdings Inc. (incorporated by reference to Exhibit 3.1 to Chicago Mercantile Exchange Holdings Inc.'s Current Report on Form 8-K, filed with the SEC on December 4, 2001, File No. 0-33379).
- 3.2 Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Chicago Mercantile Exchange Holdings Inc. (incorporated by reference to Exhibit 3.2 to Chicago Mercantile Exchange Holdings Inc.'s Current Report on Form 8-K, filed with the SEC on May 16, 2002, File No. 0-33379).
- 3.3 Second Amended and Restated Bylaws of Chicago Mercantile Exchange Holdings Inc. (incorporated by reference to Exhibit 3.3 to Chicago Mercantile Exchange Holdings Inc.'s Current Report on Form 8-K, filed with the SEC on May 16, 2002, File No. 0-33379).
- 4.1 Rights Agreement, dated as of November 30, 2001, between Chicago Mercantile Exchange Holdings Inc. and Mellon Investor Services LLC (incorporated by reference to Exhibit 4.1 to Chicago Mercantile Exchange Holding's Inc.'s Form 8-A, filed with the SEC on December 4,

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2001).

- 10.1 Chicago Mercantile Exchange Holdings Inc. Omnibus Stock Plan, effective February 7, 2000 (incorporated by reference to Exhibit 10.1 to Chicago Mercantile Exchange Inc.'s Form S-4, filed with the SEC on March 10, 2000, File No. 33-95561).
- 10.2 Chicago Mercantile Exchange Holdings Inc. Senior Management Supplemental Deferred Savings Plan, including First Amendment thereto, dated December 14, 1994, Second Amendment thereto, dated

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December 8, 1998 and Administrative Guidelines thereto (incorporated by reference to Exhibit 10.2 to Chicago Mercantile Exchange Inc.'s Form S-4, filed with the SEC on February 24, 2000, File No. 33-95561).

- 10.3 Chicago Mercantile Exchange Holdings Inc. Directors' Deferred Compensation Plan, including First Amendment thereto, dated December 8, 1998 (incorporated by reference to Exhibit 10.3 to Chicago Mercantile Exchange Inc.'s Form S-4, filed with the SEC on February 24, 2000, File No. 33-95561).
- 10.4 Chicago Mercantile Exchange Holdings Inc. Supplemental Executive Retirement Plan, including First Amendment thereto, dated December 31, 1996, Second Amendment thereto, dated January 14, 1998 and Third Amendment thereto, dated December 1998 (incorporated by reference to Exhibit 10.4 to Chicago Mercantile Exchange Inc.'s Form S-4, filed with the SEC on February 24, 2000, File No. 33-95561).
- 10.5 Chicago Mercantile Exchange Holdings Inc. Supplemental Executive Retirement Trust, including First Amendment thereto, dated September 7, 1993 (incorporated by reference to Exhibit 10.5 to Chicago Mercantile Exchange Inc.'s Form S-4, filed with the SEC on February 24, 2000, File No. 33-95561).
- 10.6 Agreement, dated February 7, 2000, between Chicago Mercantile Exchange Holdings Inc. and James J. McNulty (incorporated by reference to Exhibit 10.8 to Chicago Mercantile Exchange Inc.'s Form S-4, filed with the SEC on April 21, 2000, File No. 33-95561).
- 10.7\* License Agreement, effective as of September 24, 1997, between Standard & Poor's, a Division of The McGraw-Hill Companies, Inc., and Chicago Mercantile Exchange Inc. (incorporated by reference to Exhibit 10.13 to Chicago Mercantile Exchange Inc.'s Form S-4, filed with the SEC on March 10, 2000, File No. 33-95561).
- 10.8\* License Agreement, effective as of April 3, 1996, including First Amendment thereto, dated May 5, 1996, between The Nasdaq Stock Market, Inc., a subsidiary of National Association of Securities Dealers, Inc., and Chicago Mercantile Exchange Inc. (incorporated by reference to Exhibit 10.9 to Chicago Mercantile Exchange Holdings Inc.'s Form S-4, filed with the SEC on August 7, 2001, File No. 33-66988).
- 10.9\* Central Services System (NSC) Software License and Development Agreement, effective June 5, 1997, including First Amendment thereto, effective February 24, 1998, Second Amendment thereto, effective July 13, 1998, and Third Amendment thereto, effective January 30, 2001, between SBF Bourse de Paris and Chicago Mercantile Exchange Inc. (incorporated by reference to Exhibit 10.10 to Chicago Mercantile

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Exchange Holdings Inc.'s Form S-4, filed with the SEC on August 7, 2001, File No. 33-66988).

- 10.10\* CLEARING 21 Software Marketing and Distribution Agreement Restatement, effective January 30, 2001, between Societe Des Bourses Francaises, and its successor, Euronext-Paris, and Chicago Mercantile Exchange Inc. and New York Mercantile Exchange Inc. (incorporated by reference to Exhibit 10.12 to Chicago Mercantile Exchange Holdings Inc.'s Form S-4, filed with the SEC on August 7, 2001, File No. 33-66988).
- 10.11 Lease, dated as of November 11, 1983, between Chicago Mercantile Exchange Trust (successor to CME Real Estate Co. of Chicago, Illinois) and Chicago Mercantile Exchange Inc., including amendment thereto, dated as of December 6, 1989 (incorporated by reference to Exhibit 10.14 to Chicago Mercantile Exchange Inc.'s Form S-4 dated February 24, 2000, File No. 33-95561).
- 10.12 Lease, dated March 31, 1988, between EOP -- 10 & 30 South Wacker, L.L.C., as beneficiary of a land trust, dated October 1, 1997, and known as American National Bank and Trust Company of Chicago Trust No. 123434 (as successor in interest to American National Bank and Trust Company of Chicago, not individually but solely as trustee under Trust Agreement dated June 2, 1981 and known as Trust No. 51234) and Chicago Mercantile Exchange Inc. relating to 10 South Wacker Drive, including First Amendment thereto, dated as of November 1, 1999 (incorporated by reference to Exhibit 10.15 to Chicago Mercantile Exchange Inc.'s Form S-4, filed with the SEC on February 24, 2000, File No. 33-95561).
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- 10.13 Lease, dated May 11, 1981, between EOP -- 10 & 30 South Wacker, L.L.C., as beneficiary of a land trust, dated October 1, 1997, and known as American National Bank and Trust Company of Chicago Trust No. 123434-06 (as successor in interest to American National Bank and Trust Company of Chicago, not individually but solely as trustee under Trust Agreement dated March 20, 1980 and known as Trust No. 48268) and Chicago Mercantile Exchange Inc. relating to 30 South Wacker Drive, including First Amendment thereto, dated as of February 1, 1982, Second Amendment thereto, dated as of April 26, 1982, Third Amendment thereto, dated as of June 29, 1982, Fourth Amendment thereto, dated as of July 28, 1982, Fifth Amendment thereto, dated as of October 7, 1982, Sixth Amendment thereto, dated as of July 5, 1983, Seventh Amendment thereto, dated as of September 19, 1983, Eighth Amendment thereto, dated as of October 17, 1983, Ninth Amendment thereto, dated as of December 3, 1984, Tenth Amendment thereto, dated as of March 16, 1987, Eleventh Amendment thereto, dated as of January 1, 1999, Twelfth Amendment thereto, dated as of June 30, 1999 (incorporated by reference to Exhibit 10.16 to Chicago Mercantile Exchange Inc.'s Form S-4, filed with the SEC on February 24, 2000, File No. 33-95561).
- 10.14 First Amended and Restated Credit Agreement, dated as of October 19, 2001, among Chicago Mercantile Exchange Inc. and the consortium of banks party thereto (incorporated by reference to Exhibit 10.14 to Chicago Mercantile Exchange Holdings Inc.'s Annual Report on Form 10-K for the year ended December 31, 2001, filed with SEC on March 28, 2002).
- 13.1 Specified portions of Chicago Mercantile Exchange Holdings Inc.'s annual report to shareholders for the year ended December 31, 2001. (incorporated by reference to Exhibit 23.1 to Chicago Mercantile

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Exchange Holdings Inc.'s Annual Report on Form 10-K for the year ended December 31, 2001, filed with SEC on March 28, 2002).

- 21.1 List of Subsidiaries of Chicago Mercantile Exchange Holdings Inc. (incorporated by reference to Exhibit 21.1 to Chicago Mercantile Exchange Holdings Inc.'s Annual Report on Form 10-K for the year ended December 31, 2001, filed with SEC on March 28, 2002).
- 23.1 Consent of Arthur Andersen LLP (incorporated by reference to Exhibit 23.1 to Chicago Mercantile Exchange Holdings Inc.'s Annual Report on Form 10-K for the year ended December 31, 2001, filed with SEC on March 28, 2002).

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- \* Confidential treatment pursuant to Rule 406 of the Securities Act has been previously granted by the SEC.

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### SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago and State of Illinois on the 10th day of June, 2002.

CHICAGO MERCANTILE EXCHANGE HOLDINGS INC.

By: /s/ David G. Gomach

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David G. Gomach  
MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER

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