

**CHARTER OF THE NOMINATING AND
CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
INTERCONTINENTALEXCHANGE, INC.**

I. PURPOSE

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of IntercontinentalExchange, Inc. (the “Company”) shall assist the Board in (i) identifying and attracting highly qualified individuals to serve as directors of the Company; (ii) selecting director nominees for the next annual meeting of stockholders of the Company; and (iii) developing and maintaining a set of corporate governance guidelines applicable to the Company.

II. ORGANIZATION AND MEMBERSHIP

The Committee shall be comprised of at least two directors, or such greater number determined by the Board, each of whom must be an “Independent Director” (as defined below).

Members of the Committee shall be appointed by the Board and, unless otherwise directed by the Board, shall serve one-year terms. Members may be removed by the Board at any time with or without cause. Membership on the Committee shall automatically end at such time as a member ceases to be a member of the Board. Upon the removal or resignation of a member, the Board may appoint a successor to serve the remainder of the unexpired term. One member of the Committee will be appointed chairperson by the Board. If the Board fails to appoint the Committee’s chairperson, the Committee will appoint one member of the Committee as chairperson. The Company shall have the power to create subcommittees with such powers as the Committee shall from time to time confer.

For purposes of this Charter, the term “Independent Director” means: a person other than an officer of the Company or its subsidiaries or any other individual having a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a member of the Committee or a director. The following persons shall not be considered independent:

- ◆ a director who is, or at any time during the past three years was, employed by the Company, or who has an Immediate Family Member (as defined below) who is, or at any time during the past three years was, an executive officer of the Company (although employment as an interim Chairman or CEO or other executive officer does not disqualify a director from being independent);
- ◆ a director who received or who has an Immediate Family Member who received in excess of \$100,000 in direct compensation from the Company, during any period of 12 consecutive months within the three years preceding the

determination of independence, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service);

- ◆ a director who is, or who as an Immediate Family Member who is, a current partner of a firm that is the Company's internal or external auditor;
- ◆ a director who is a current employee of a firm that is the Company's internal or external auditor;
- ◆ a director who has an Immediate Family Member who is a current employee of a firm that is the Company's internal or external auditor and who participates in the firm's audit, assurance or tax compliance (but not tax planning) practice;
- ◆ a director who was, or who has an Immediate Family Member who was, within the last three years (but no longer) a partner or employee of a firm that was the Company's internal or external auditor and who personally worked on the Company's audit within that time;
- ◆ a director who is, or who has an Immediate Family Member who is, employed as an executive officer of another entity where at any time during the past three years any of the Company's present executive officers at the same time serves or served on the compensation committee of such other entity; or
- ◆ a director who is a current employee, or who has an Immediate Family Member who is a current executive officer, of a company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million or 2% of such other company's consolidated gross revenues (contribution to charitable organizations shall not be considered "payments" for purposes of this test, as long as disclosures are made for charitable contributions exceeding the foregoing amounts).

For purposes of this Charter, "Immediate Family Member" includes a person's spouse, parents, children, siblings, mothers- and fathers-in law, sons- and daughters-in law, brothers- and sisters-in-law, and anyone (other than domestic employees) who shares such person's home. The above criteria for director independence may be revised from time to time to conform to the requirements of the New York Stock Exchange and requirements promulgated by the Securities and Exchange Commission.

III. MEETINGS

The Committee will hold at least two meetings per year or more frequently as circumstances dictate. The chairperson of the Committee will establish the agenda for each committee meeting. Each meeting should include an executive session of the Committee without

management present. The Committee shall also meet with such persons as designated by the Chief Executive Officer at each meeting to review compliance with the code of business conduct and ethics.

IV. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the Committee will:

1. Establish criteria for selecting new board members. The Committee shall have sole authority, without requiring action by the Board, to establish such criteria, which shall include, at a minimum, the following requirements:
 - (a) a majority of the directors must be Independent Directors;
 - (b) three directors must meet the enhanced standards of independence set forth in the Audit Committee Charter as such requirements are phased in under the applicable rules and regulations;
 - (c) compliance with applicable stock exchange and Securities and Exchange Commission requirements; and
 - (d) the ability to contribute to the effective oversight and management of the Company, taking into account the needs of the Company and such factors as the individual's experience, perspective, skills and knowledge of the industry in which the Company operates.
2. Select the director nominees for the next annual meeting of the stockholders of the Company and recommend those nominees to the Board, taking into consideration any qualified director candidates recommended by a stockholder that complies with the procedural requirements as specified in the Company's Bylaws and other governing policies and laws.
3. Retain and terminate outside advisors to the Committee, such as search firms, to assist the Committee in identifying director candidates. The Committee shall have sole authority, without requiring action by the Board, for such actions.
4. Monitor and safeguard the Board's independence.
5. Devise and propose to the Board corporate governance guidelines setting forth:
 - (a) standards regarding director qualifications;
 - (b) responsibilities of directors;
 - (c) guidelines regarding director access to management and, as necessary and appropriate, independent advisors;

- (d) guidelines regarding director compensation matters;
 - (e) guidelines regarding director orientation and continuing education;
 - (f) standards for the selection of the Chief Executive Officer and planning for succession of management;
 - (g) requirements that the Board conduct an annual self-evaluation to ensure that the Board and its committees are conducting themselves in an efficient manner; and
 - (h) such other matters as the Committee deems necessary or appropriate.
6. Monitor compliance with and review annually the corporate governance guidelines.
 7. Devise and propose to the Board a code of business conduct and ethics for directors, officers and employees addressing, at a minimum, conflicts of interest and compliance with applicable laws, rules and regulations, including compliance and enforcement mechanisms.
 8. Monitor compliance with the code of business conduct and ethics, review and approve all requests by directors or officers for waivers of the code and annually review the code of business conduct and ethics.
 9. Annually undertake performance evaluations of the Board committees and the Board and prepare reports to the Board regarding the evaluations.
 10. Report to the Board on a regular basis and submit minutes of all meetings to the Board.
 11. Annually review and evaluate the performance of the Committee and update this Charter as necessary.
 12. Ensure that this Charter, the corporate governance guidelines and the code of business conduct and ethics are posted on the Company's website.
 13. Perform any other activities consistent with this Charter as the Committee deems necessary or appropriate, or as the Board shall further delegate to the Committee.

V. APPROVAL AND ADOPTION

This charter was approved and effective as of the 15th day of November, 2005.