

July 28, 2006
SN-2006-06

NOTICE TO STOCKHOLDERS

The Securities and Exchange Commission has approved changes to the CHX Holdings, Inc. certificate of incorporation. See SR-CHX-2006-22; Release No. 34-54213 (July 27, 2006). These changes, which were approved by CHX Holdings stockholders at the meeting on July 19, 2006, (a) provide that the ownership and notice limitations set forth in the certificate of incorporation apply to aggregate ownership of voting equity of CHX Holdings rather than to ownership of any particular class of CHX Holdings stock and (b) increase the number of authorized shares of CHX Holdings common stock from 750,000 to 900,000.

The text of the changes is set out below. New text is underlined; deleted text is [in brackets].

CERTIFICATE OF INCORPORATION OF CHX HOLDINGS, INC.

* * *

Authorized Stock

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 900,000[750,000] shares of common stock having a par value of \$.01 per share and 25,000 shares of preferred stock having a par value of \$.01 per share. The Board of Directors is expressly authorized to fix by resolution any of the designations and the powers, preferences and rights and the qualifications, limitations or restrictions which are permitted by Section 151 of the General Corporation Law of Delaware in respect of any such class or classes of preferred stock or any series of any class or classes of preferred stock of the Corporation.

Limitations on Transfer, Ownership and Voting

FIFTH:

- (a) No change to text.
- (b) Limitations.
 - (i) No change to text.
 - (ii) For so long as the Corporation shall control, directly or indirectly, the Chicago Stock Exchange, Inc., except as provided in clause (iii) below:
 - (A) no Person (as defined above), either alone or together with its Related Persons (as defined above), may own, directly or indirectly, of record or beneficially shares of stock of the Corporation representing in the aggregate [constituting] more than forty percent (40%) of [any class of capital stock

(whether common stock or preferred stock) of the Corporation] the then outstanding votes entitled to be cast on any matter;

(B) no Person, either alone or together with its Related Persons, who holds a trading permit of the Chicago Stock Exchange, Inc., may own, directly or indirectly, of record or beneficially shares of stock of the Corporation representing in the aggregate [constituting] more than twenty percent (20%) of [any class of capital stock of the Corporation] the then outstanding votes entitled to be cast on any matter; and

(C) No change to text.

(iii) No change to text.

(A) No change to text.

(B) No change to text.

(iv) No change to text.

(v) Notwithstanding clauses (iii)(A) and (iii)(B) above, any Person (and its Related Persons owning any capital stock of the Corporation) which proposes to own, directly or indirectly, of record or beneficially shares of [the capital] stock [(whether common stock or preferred stock)] of the Corporation representing in the aggregate [constituting] more than forty percent (40%) of [the outstanding shares of any class of capital stock of the Corporation] the then outstanding votes entitled to be cast on any matter, or to exercise voting rights, or grant any proxies or consents with respect to shares of [the capital] stock [(whether common stock or preferred stock)] of the Corporation representing in the aggregate [constituting] more than twenty percent (20%) of [the outstanding shares of any class of capital stock of the Corporation] the then outstanding votes entitled to be cast on any matter, shall have delivered to the Board of Directors of the Corporation a notice in writing, not less than forty-five (45) days (or any shorter period to which said Board shall expressly consent) before the proposed ownership of such shares, or the proposed exercise of said voting rights or the granting of said proxies or consents, of its intention to do so.

(c) Required Notices.

(i) Any Person that, either alone or together with its Related Persons, owns, directly or indirectly (whether by acquisition or by a change in the number of shares outstanding), of record or beneficially shares of stock of the Corporation that represent five percent (5%) or more of the then outstanding votes entitled to be cast on any matter [outstanding shares of capital stock of the Corporation] (excluding shares of any class of preferred stock that does not have the right by its terms to vote generally in the election of members of the Board of Directors of the Corporation) shall, immediately upon [owning] becoming the owner of such amount of stock [five percent (5%) or more of the then outstanding shares of such stock], give the Board of Directors written notice of such ownership, which notice shall state: (A) such Person's full legal name; (B) such Person's

title or status and the date on which such title or status was acquired; (C) such Person's approximate ownership interest of the Corporation; and (D) whether such Person has the power, directly or indirectly, to direct the management or policies of the Corporation, whether through ownership of securities, by contract or otherwise.

(ii) Each Person required to provide written notice pursuant to subparagraph (c)(i) of this Article Fifth shall update such notice promptly after any change in the contents of that notice; provided that no such updated notice shall be required to be provided to the Board of Directors in the event of an increase or decrease in the ownership percentage so reported of shares of stock of the Corporation that represent less than one percent (1%) of the then outstanding votes entitled to be cast on any matter [then outstanding shares of any class of capital stock] (such increase or decrease to be measured cumulatively from the amount shown on the last such report), unless any increase or decrease of less than one percent (1%) results in such Person owning shares of stock of the Corporation that represent more than twenty percent (20%) or more than forty percent (40%) of the then outstanding votes entitled to be cast on any matter [shares of any class of capital stock then outstanding] (at a time when such Person previously owned less than such percentages) or such Person owning shares of stock of the Corporation that represent less than twenty percent (20%) or less than forty percent (40%) of the then outstanding votes entitled to be cast on any matter [shares of any class of capital stock then outstanding] (at a time when such Person previously owned more than such percentages).