

Note: Proposed new language is underlined. Proposed deletions are enclosed in brackets.

BATS BZX Exchange Fee Schedule  
Effective [October 1]November 1, 2013

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The following is the Schedule of Fees (pursuant to Rule 15.1(a) and (c)) for BATS Exchange, Inc. (“BZX Exchange” or “BZX”). The Schedule of Fees is divided into Equities Pricing, Options Pricing and Physical Connection Charges.

Equities Pricing:

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Other Non-Standard Routing Options – Specific Order Types and Securities Priced Below \$1.00

- BZX+ BATS Y-Exchange, Inc. (“BYX Exchange”) Destination Specific Orders (“B2B”):  
\$[0.0002]0.0001 rebate per share

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TRIM Routing Strategy

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- TRIM/TRIM2/TRIM3 orders executed at BYX Exchange: \$[0.0002]0.0001 rebate per share

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SLIM Routing Strategy

- SLIM orders executed at BYX Exchange: \$[0.0002]0.0001 rebate per share

\* \* \* \* \*

<sup>1</sup> “ADAV” means average daily added volume calculated as the number of shares added and “ADV” means average daily volume calculated as the number of shares added or removed, combined, per day. ADAV and ADV are calculated on a monthly basis, excluding shares added or removed on any day that trading is not available on the Exchange for more than 60 minutes during regular trading hours but continues on other markets during such time (“Exchange Outage”) and on the last Friday in June (the “Russell Reconstitution Day”). Routed shares are not included in ADAV or ADV calculation. With prior notice to the Exchange, a Member may aggregate ADAV or ADV with other Members that control, are controlled by, or are under common control with such Member (as evidenced on such Member’s Form BD).

<sup>2</sup> “TCV” means total consolidated volume calculated as the volume reported by all exchanges and trade reporting facilities to a consolidated transaction reporting plan for the month for which the fees apply, excluding any day that the Exchange experiences an Exchange Outage and the Russell Reconstitution Day.

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