

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

BATS BZX Exchange Fee Schedule
 Effective [October 6]October 16, 2014

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:

[Lead Market Maker (“LMM”) rebates: Unless an LMM otherwise qualifies for a higher rebate, LMMs in BATS-listed securities will receive the following rebates for adding displayed liquidity in each security for which they are a qualifying LMM, based on the security’s CADV³:

CADV ³	0 - 10,000	10,001 - 40,000	40,001 - 80,000	80,001 - 150,000	Greater than 150,000
Rebate Per Share	(\$0.0070)	(\$0.0050)	(\$0.0045)	(\$0.0040)	(\$0.0035)]

[³ “CADV” means consolidated average daily volume calculated as the average daily volume reported for a security by all exchanges and trade reporting facilities to a consolidated transaction reporting plan for the three calendar months preceding the month for which the fees apply.]

³ Reserved.
