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

BATS BYX Exchange Fee Schedule
Effective [June 4]June 7, 2013

The following is the Schedule of Fees (pursuant to Rule 15.1(a) and (c)) for BATS Exchange, Inc. ("BYX Exchange" or "BYX").  All references to "per share" mean "per share executed."

\* \* \* \* \*

**Liquidity Fees for All Securities Priced $1.00 or Above**

$0.00045 charge per share for adding displayed liquidity to the BYX Exchange order book that sets the national best bid or offer ("NBBO") for Members who have an ADV[1] equal to or greater than 0.5% of average TCV[2]

$0.0005 charge per share for adding displayed liquidity to the BYX Exchange order book for all other executions by Members who have an ADV[1] equal to or greater than 0.5% of average TCV[2]

$0.00055 charge per share for adding displayed liquidity to the BYX Exchange order book that sets the NBBO for Members who have an ADV[1] equal to or greater than 0.25% but less than 0.5% of average TCV[2]

$0.0006 charge per share for adding displayed liquidity to the BYX Exchange order book for all other executions by Members who have an ADV[1] equal to or greater than 0.25% but less than 0.5% of average TCV[2]

$0.0007 charge per share for adding displayed liquidity to the BYX Exchange order book for executions by Members that do not qualify for a reduced charge as set forth above

$0.0010 charge per share that adds non-displayed[3] (hidden) liquidity to the BYX Exchange order book[ unless removed by a Retail Order as described below]

$0.0030 charge per share for non-displayed[3] (hidden) orders or orders subject to price sliding that add liquidity to the BYX Exchange order book and receive price improvement when executed

\* \* \* \* \*

**Retail Price Improvement Program Pricing**

$0.0025 rebate per share for a Retail Order that removes liquidity from the BYX Exchange order book[ in an RPI Group 1 Security], except for a Retail Order that removes displayed liquidity[4]

[$0.0010 rebate per share for a Retail Order that removes liquidity from the BYX Exchange order book in an RPI Group 2 Security, except for a Retail Order that removes displayed liquidity[4]]

$0.0025 charge per share for any Retail Price Improving Order [or non-displayed[3] (hidden) ]order that adds liquidity to the BYX Exchange order book[ in an RPI Group 1 Security] and is removed by a Retail Order

$0.0010 charge per share that adds non-displayed[3] (hidden) liquidity to the BYX Exchange order book and is removed by a Retail Order

[$0.0010 charge per share for any Retail Price Improving Order or non-displayed[3] (hidden) order that adds liquidity to the BYX Exchange order book in an RPI Group 2 Security and is removed by a Retail Order

RPI Group 1 Securities: AAPL, SPY, FB, FAS, FAZ, IWM, C, GE, GOOG, GLD

RPI Group 2 Securities: SIRI, BAC, NOK, S, MU, F, AMD, JPM, HPQ, XLF]

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