

Exhibit 5G

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

**Rules of BATS Y-Exchange, Inc.**

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**CHAPTER II. MEMBERS OF THE EXCHANGE**

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Rule 2.3. Member Eligibility

Except as hereinafter provided, any registered broker or dealer which is a member of another registered national securities exchange or association (other than or in addition to the Exchange's [affiliate] affiliates, BATS Exchange, Inc., EDGA Exchange, Inc., or EDGX Exchange, Inc.) or any person associated with such a registered broker or dealer shall be eligible to be, and to remain, a Member of the Exchange.

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