

Additions double underlined
Deletions [bracketed]

Rules of EDGX Exchange, Inc.

* * * * *

CHAPTER II. MEMBERS OF THE EXCHANGE

* * * * *

Rule 2.12. DE Route and BATS Trading, Inc. as Inbound Routers

(a) For so long as the Exchange is (i) affiliated with EDGA Exchange, Inc., and Direct Edge ECN LLC d/b/a DE Route (“DE Route”) in its capacity as a facility of the Exchange is utilized for the routing of orders from EDGA Exchange, Inc., to the Exchange, and (ii) affiliated with BATS Y-Exchange, Inc. or BATS Exchange, Inc. (each, a “BATS Exchange”), and BATS Trading, Inc. in its capacity as a facility of each BATS Exchange is utilized for the routing of orders from a BATS Exchange to the Exchange. [each of] the Exchange [and DE Route shall undertake] undertakes as follows:

(1) The Exchange shall: (a) enter into a plan pursuant to Rule 17d-2 under the Exchange Act with a non-affiliated self-regulatory organization to relieve the Exchange of regulatory responsibilities for DE Route and BATS Trading, Inc. with respect to rules that are common rules between the Exchange and the SRO, and (b) enter into a regulatory services contract with a non-affiliated SRO to perform regulatory responsibilities for DE Route and BATS Trading, Inc. for unique Exchange rules.

(2) The regulatory services contract in paragraph 2.12(a)(1) shall require the Exchange to provide the non-affiliated self-regulatory organization with information, in an easily accessible manner, regarding all exception reports, alerts, complaints, trading errors, cancellations, investigations, and enforcement matters (collectively, “Exceptions”) in which DE Route or BATS Trading, Inc. is identified as a participant that has potentially violated Exchange or SEC rules, and shall require that the non-affiliated self-regulatory organization provide a report to the Exchange quantifying all such exception reports, alerts, complaints, trading errors, cancellations, investigations and enforcement matters on not less than a quarterly basis.

(3) The Exchange, on behalf of [Direct Edge Holdings LLC] BATS Global Markets Inc., shall establish and maintain procedures and internal controls reasonably designed to ensure that neither DE Route nor BATS Trading, Inc. [does not] develops or implements changes to its systems on the basis of nonpublic information obtained as a result of its affiliation with the Exchange until such information is available generally to similarly situated members of the Exchange in connection with the provision of inbound order routing to the Exchange.

(b) Provided the above conditions are complied with, and provided further that (i) DE Route operates as an outbound router on behalf of EDGA Exchange, Inc., on the same terms and conditions as it does for the Exchange, and in accordance with the rules of EDGA Exchange, Inc., and (ii) BATS Trading, Inc. operates as an outbound router on behalf of each BATS Exchange in accordance with the rules of each BATS Exchange. DE Route may provide inbound routing services to the Exchange from EDGA Exchange, Inc. and BATS Trading, Inc. may provide inbound routing services to the Exchange from each BATS Exchange.

* * * * *