

Additions double underlined
Deletions [bracketed]

Rules of EDGA Exchange, Inc.

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CHAPTER II. MEMBERS OF THE EXCHANGE

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Rule 2.10. Affiliation between Exchange and a Member

Without the prior approval of the Commission, the Exchange or any entity with which it is affiliated shall not, directly or indirectly, acquire or maintain an ownership interest in a Member. In addition, without the prior approval of the Commission, a Member shall not be or become an affiliate of the Exchange, or an affiliate of any affiliate of the Exchange. The term affiliate shall have the meaning specified in Rule 12b-2 under the Act. Nothing in this Rule 2.10 shall prohibit a Member or its affiliate from acquiring or holding an equity interest in BATS Global Markets Inc. [Direct Edge Holdings LLC] that is permitted by the ownership and voting limitations contained in the Certificate of Incorporation [Operating Agreement] and [By-Laws] Bylaws of BATS Global Markets Inc. [Direct Edge Holdings LLC.] In addition, nothing in this Rule 2.10 shall prohibit a Member from being or becoming an affiliate of the Exchange, or an affiliate of any affiliate of the Exchange, solely by reason of such Member or any officer, director, manager, managing member, partner or affiliate of such Member being or becoming either (a) a Director (as such term is defined in the [By-Laws] Bylaws of the Exchange) pursuant to the [By-Laws] Bylaws of the Exchange, or (b) a Director serving on the Board of Directors of BATS Global Market Inc. [Direct Edge Holdings LLC.] In addition, nothing in this Rule 2.10 shall prohibit the Exchange from being an affiliate of its routing broker/dealer Direct Edge ECN LLC d/b/a DE Route or of EDGX Exchange, Inc., BATS Exchange, Inc., BATS Y-Exchange, Inc., or BATS Trading, Inc.

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