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

BATS BZX Exchange Fee Schedule
Effective March 18, 2013

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.

* * * * *

Options Pricing:

Standard Best Execution Routing or Destination Specific Routing (“BATS Options+”)

Charge per contract for contracts executed using “CYCLE”, “RECYCLE”, “Parallel D”, “Parallel 2D”, or BATS Options+ routing:

	Customer	Professional/ Firm/Market Maker
Mini Options (All Markets)	$0.10	$0.10
BOX	$0.00	$0.57
AMEX CBOE MIAX BX Options (Penny Pilot Securities) ISE (Classic issues)[6] PHLX (Classic issues)[6] PHLX (Make/Take issues)[6]	$0.11	$0.57
ISE (Make/Take issues)[6]	$0.30	$0.57
ARCA (Penny Pilot Securities) NOM (Penny Pilot Securities)	$0.52	$0.57
BX Options (Non-Penny Pilot Securities) C2	$0.00	$0.95
NOM (Non-Penny Pilot Securities) ARCA (Non-Penny Pilot Securities)	$0.90	$0.95

Directed ISO Fee

$0.60 charge per contract for orders executed at Member directed destinations when bypassing the BATS Options order book, other than as set forth below

<u>$0.15 charge per contract for orders in Mini Options executed at Member directed destinations</u>

$0.95 for: (1) orders in non-Penny Pilot Securities executed at NOM and ARCA, (2) for Professional, Firm and Market Maker orders executed at BX Options in non-Penny Pilot Securities, and (3) for Professional, Firm and Market Maker orders executed at C2

* * * * *