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

BATS BYX Exchange Fee Schedule
Effective [September 12]October 24, 2014

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

* * * * *

Fees to Add Liquidity – Securities Priced $1.00 or Above

* * * * *

Fees to Add Other Non-Displayed Liquidity[3]

$0.0024 charge per share

* * * * *

[3] "Other Non-Displayed Liquidity" for purposes of this fee schedule includes Non-Displayed Limit orders, Supplemental Peg Orders and all forms of Pegged orders other than Mid-Point Peg orders. The fee for adding non-displayed liquidity does not apply to Reserve or Discretionary orders.

* * * * *

Standard Routing Pricing – Best Execution Routing

$0.0020 charge per share for shares executed at a dark liquidity venue through [(")]DRT["] routing[)]
$0.0029 charge per share for shares executed at any other venue through [("CYCLE", "RECYCLE", "]Parallel D,[" and "] Parallel 2D,["] ROUT or ROUX routing[)]
$0.0033 charge per share for shares executed at any other venue through [(")Parallel T[" and]or [")]SWPA/B["] routing[)]

Note: Default Best Execution Routing = DRT + Parallel D

Discounted Destination Specific Routing ("One Under/Better") to Specified Markets

- [BYX+]Remove liquidity at NYSE through Destination Specific, RDOT or RDOX routing[Orders]: $0.0026 charge per share
- [BYX+]Remove liquidity at NYSE ARCA through Destination Specific routing[Orders] for Tape B: $0.0027 charge per share
- [BYX+]Remove liquidity at NYSE ARCA through Destination Specific routing[Orders] for Tapes A and C: $0.0029 charge per share
- [BYX+]Remove liquidity at NASDAQ through Destination Specific or INET routing[Orders]: $0.0029 charge per share

- [BYX+]Remove liquidity at NASDAQ BX through Destination Specific routing[Orders]: $0.0016 rebate per share

Add Liquidity Through Routing to Specified Markets

- Add liquidity at BZX through Post to Away routing: $0.0020 rebate per share
- Add liquidity at EDGX through Post to Away routing: $0.0020 rebate per share
- Add liquidity at EDGA through Post to Away routing: $0.0005 charge per share
- Add liquidity at NYSE through Post to Away, RDOT or RDOX routing: $0.0015 rebate per share
- Add liquidity at NYSE ARCA through Post to Away routing for Tape B: $0.0022 rebate per share
- Add liquidity at NYSE ARCA through Post to Away routing for Tapes A and C: $0.0021 rebate per share
- Add liquidity at NYSE MKT through Post to Away routing: $0.0015 rebate per share
- Add liquidity at NASDAQ through Post to Away or INET routing: $0.0015 rebate per share
- Add liquidity at NASDAQ BX through Post to Away routing: $0.0020 charge per share

Other Non-Standard Routing Options – Specific [Order Types]Routing Strategies and Securities Priced Below $1.00

- Remove liquidity at a DRT venue other than through the SLIM routing strategy: $0.0020 charge per share
- [BYX+]Remove liquidity at EDGA through Destination Specific routing[Orders]: $0.0002 rebate per share
[- BYX+ DRT Destination Specific Orders: $0.0020 charge per share]
- [BYX+]Remove liquidity through ROLF or [(Protected Market Center)] Destination Specific [Orders]routing at any other non-DRT venue [than NYSE, NYSE ARCA, NASDAQ, NASDAQ BX and EDGA]: $0.0030 charge per share
- Remove liquidity through Post to Away routing: $0.0029 charge per share
- Remove liquidity through RDOT, RDOX or Post to Away when re-routed by NYSE: $0.0030 charge per share
- ICMT, IOCM and RMPT routed executions: $0.0012 charge per share
- Directed ISO's: $0.0033 charge per share
- Remove liquidity in [Stocks Priced Below]securities priced below $1.00 for [CYCLE, RECYCLE,] Parallel D, Parallel 2D, ROUT, ROUX, Post to Away, ICMT, IOCM and RMPT routed executions: 0.29% charge of the total dollar value
- Remove liquidity in [Stocks Priced Below]securities priced below $1.00 for Parallel T and SWPA/B routed executions: 0.33% charge of the total dollar value
- Add liquidity in securities priced below $1.00 for RDOT, RDOX, INET, and Post to Away routed executions: no charge or rebate

* * * * *