

BATS Y-Exchange, Inc.
Membership Application and Agreements

| GENERAL INFORMATION | | | |
|---|------------------------|----------------------------------|------|
| Date: | SEC BD Registration #: | CRD #: | |
| Name of Applicant Broker-Dealer: | | | |
| Address of Principal Office: | | | |
| City: | State: | Zip: | |
| BILLING ADDRESS | | | |
| Address of Billing Office: | | | |
| City: | State: | Zip: | |
| BUSINESS CONTACT | | BILLING CONTACT | |
| Name: | | Name: | |
| Title: | | Title: | |
| CRD # (if applicable): | | CRD # (if applicable): | |
| Email: | | Email: | |
| Phone: | Fax: | Phone: | Fax: |
| COMPLIANCE CONTACT | | TECHNICAL CONTACT | |
| Name: | | Name: | |
| Title: | | Title: | |
| CRD # (if applicable): | | CRD # (if applicable): | |
| Email: | | Email: | |
| Phone: | Fax: | Phone: | Fax: |
| TRADING CONTACT | | SUPERVISOR OF AUTHORIZED TRADERS | |
| Name: | | Name: | |
| Title: | | Title: | |
| CRD # (if applicable): | | CRD # (if applicable): | |
| Email: | | Email: | |
| Phone: | Fax: | Phone: | Fax: |
| TYPE OF ORGANIZATION | | | |
| <input type="checkbox"/> Corporation <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> Partnership <input type="checkbox"/> Sole Proprietorship | | | |
| State of Organization: _____ Federal Employer ID Number: _____ | | | |
| TYPE OF BUSINESS ACTIVITIES CONDUCTED BY APPLICANT (check all that apply) | | | |
| <input type="checkbox"/> Market Maker* <input type="checkbox"/> Public Customer Business <input type="checkbox"/> Clearing Services <input type="checkbox"/> Firm Proprietary Trading | | | |
| <input type="checkbox"/> Other: _____ | | | |

*Please contact Membership Services for more information on becoming a Market Maker on the Exchange.

OTHER SELF-REGULATORY ORGANIZATION MEMBERSHIPS (check all that apply)

- | | |
|--|--|
| <input type="checkbox"/> NYSE Amex (AMEX) | <input type="checkbox"/> NASDAQ (NQX) |
| <input type="checkbox"/> BATS Exchange, Inc. (BATS) | <input type="checkbox"/> New York Stock Exchange (NYSE) |
| <input type="checkbox"/> NASDAQ BX (BX) | <input type="checkbox"/> NASDAQ PHLX (PHLX) |
| <input type="checkbox"/> Chicago Board Options Exchange (CBOE) | <input type="checkbox"/> NYSE Arca, Inc. (ARCA) |
| <input type="checkbox"/> Chicago Stock Exchange (CHX) | <input type="checkbox"/> International Securities Exchange (ISE) |
| <input type="checkbox"/> National Stock Exchange (NSX) | |
| <input type="checkbox"/> Financial Industry Regulatory Authority (FINRA) | |

(DEA): _____

Name of Applicant's Designated Examining Authority

ADDITIONAL INFORMATION

Discuss any recent events or changes that are not reflected in the Applicant's Form BD and U-4(s) (and amendments thereto) that are submitted with this Application (attached an additional sheet if more space is needed):

State approximate dates of last inspection of Applicant's books and records by the SEC, FINRA (formerly NASD) or any other regulator. If any material deficiencies were revealed, please explain (attach an additional sheet if more space is needed):

SEC: _____

FINRA: _____

Other: _____ Name of regulator: _____

Has Applicant during the past three years been subject to the notification and reporting requirements under SEC Rule 17-a-11 because of a net capital or record keeping problem?

- Yes No

If so, please explain:

Does Applicant carry a Broker's Blanket and Fidelity Bond? Yes No

If so, please state the following:

Name of insurance carrier: _____

Amounts of coverage: _____

Effective date of the bond: _____

| AML COMPLIANCE OFFICER | | |
|---|--------|--------|
| Pursuant to Exchange Rule 5.6, each Member is required to designate, and identify to the Exchange, a person or persons responsible for implementing and monitoring the day-to-day operations and internal controls of the Member's anti-money laundering program. A Member must provide prompt notice to the Exchange regarding any change in this designation. If Applicant is a Member of FINRA required to comply with FINRA Rule 3310 (formerly NASD Rule 3011), notification of changes to this designation need not be filed with the Exchange if the Member complies with such FINRA Rule. | | |
| Name: | Title: | |
| Business Address: | | |
| Phone: | Fax: | Email: |
| PRINCIPAL REGISTRATION | | |
| The Exchange requires each Member other than a sole proprietorship or a proprietary trading firm with 25 or fewer Authorized Traders to register at least two (2) Series 24 qualified Principals. In addition, the Exchange requires each Member to register a Series 27 qualified FINOP with the Exchange. See Exchange Rule 2.4, Interpretation and Policy .01 for additional information regarding principal registration. Please indicate below the individuals that the Member intends to register with the Exchange to comply with these requirements. | | |
| DESIGNATED SERIES 24 LICENSED PRINCIPAL | | |
| Name: | CRD #: | |
| Business Address: | | |
| Phone: | Fax: | Email: |
| DESIGNATED SERIES 24 LICENSED PRINCIPAL | | |
| Name: | CRD #: | |
| Business Address: | | |
| Phone: | Fax: | Email: |
| DESIGNATED SERIES 27 LICENSED PRINCIPAL | | |
| Name: | CRD #: | |
| Business Address: | | |
| Phone: | Fax: | Email: |

The undersigned represents that the information and statements contained herein, including exhibits attached hereto, are current, true and complete.

By executing this Application, the undersigned agrees as follows:

- (1) To abide by, comply with, and adhere to the provisions of the Exchange's Certificate of Incorporation, its By-Laws, the Exchange Rules, the policies, interpretations and guidelines of the Exchange and all orders and decisions of the Exchange's Board of Directors and penalties imposed by the Board of Directors, and any duly authorized committee (such agreement is not to be construed as a waiver by the undersigned of any right to appeal provided in the Securities Exchange Act of 1934, as amended);
- (2) To pay such dues, fees, assessments, and other charges in the manner and amount as shall from time to time be fixed by the exchange.
- (3) The exchange and its officers, employees and members of its Board of Directors and of any Exchange committee shall not be liable, except for willful malfeasance, to the Applicant or to any other person, for any action taken by such director, officer, or member in his official capacity, or by any employee of the Exchange while acting within the scope of his employment, in connection with the administration or enforcement of any of the provisions of the Certificate of Incorporation, By-Laws, Exchange Rules, policies, interpretations or guidelines of the Exchange or any penalty imposed by the Exchange, its Board of Directors or any duly authorized committee;

- (4) In cases where the Applicant fails to prevail in a lawsuit or administrative adjudicative proceeding instituted by the Applicant against the Exchange or any of its officers, directors, committee members, employees or agents, to pay the Exchange or any of its officers, directors, committee members, employees or agents, all reasonable expenses, including attorneys' fees, incurred by the Exchange in the defense of such proceeding, but only in the event that such expenses exceed Fifty Thousand Dollars (\$50,000.00), provided that such payment obligation shall not apply to internal disciplinary actions by the Exchange or administrative appeals;
- (5) To maintain and make available to the Exchange, its authorized employees and its Board of Directors or committee members such books and records as may be required to be maintained by the Securities and Exchange Commission or Exchange Rules; and
- (6) To provide such other reasonable information with respect to the Applicant as the Exchange may require.

Applicant Broker-Dealer acknowledges its obligation to update any and all information contained in any part of this application, including termination of membership with another SRO, which may cause a change in the Applicant Broker-Dealer's DEA. It is understood that in that event, additional information may be required by the Exchange.

Applicant Broker-Dealer

Signature of Authorized Officer, Partner, Managing
Member or Sole Proprietor

Date

Print Name

Title

**BATS Y-Exchange, Inc.
Statutory Disqualification Notice**

Pursuant to the Securities Exchange Act of 1934, as amended ("the Act"), BATS Y-Exchange, Inc. ("Exchange") may deny (or may condition) membership or may bar a natural person from becoming associated (or may condition an association) with a Member for the same reasons that the Securities and Exchange Commission may deny or revoke a broker-dealer registration under the Act. The Act provides for Statutory Disqualification if a person has:

- Been expelled, barred or suspended from membership in or being associated with an member of a self regulatory organization;
- Had broker, dealer or similar privileges denied or suspended or caused such denial or suspension of another;
- Violated any provision of the Act; or
- Been convicted of a theft or securities related misdemeanor or any felony within ten (10) years of the date of applying for membership status or becoming an Associated Person.

Check here if you DO NOT have person(s) associated with the Applicant Broker-Dealer who is or may be subject to Statutory Disqualification.

Check here if you DO have person(s) associated with the Applicant Broker-Dealer who is or may be subject to Statutory Disqualification.*

Please identify any such person(s) associated with the Applicant Broker-Dealer who is or may be subject to Statutory Disqualification. Additionally, identify any such person(s) who are associated with the Applicant Broker-Dealer and who have been approved for association or continued association by another SRO due to a Statutory Disqualification.

* Attach a sheet identifying any such person(s), including the following information:

1. Name and social security number of the person(s).
2. Copies of documents relating to the Statutory Disqualification.
3. Description of each such person's duties (for non-registered individuals, this should include a statement indicating if the position allows access to books, records, funds or securities).
4. Explanation of action taken or approval given by any other SRO regarding each person.

On behalf of (Applicant Broker-Dealer), I hereby attest and affirm that I have read and understand the above and the attached information, and that the answers and the information provided (including copies of any documents) are true and complete to the best of my knowledge. I acknowledge that the Exchange shall rely on the information provided pursuant to this Notice in order to approve or deny Applicant Broker-Dealer's application for membership. I understand that Applicant Broker-Dealer will be subject to a disciplinary action if false or misleading answers are given pursuant to this Notice. I also acknowledge the obligation of Applicant Broker-Dealer to submit to the Exchange any amendment to any document submitted as part of its application, including but not limited to this Notice, within ten (10) business days of such amendment or change.

Signature of Authorized Officer, Partner,
Managing Member or Sole Proprietor

Date

Print Name

Title