

**BATS Y-Exchange, Inc.
Waive-in Membership Application Form**

An applicant for membership (“Applicant”) with BATS Y-Exchange, Inc. (“Exchange”) that is an active member of: (1) BATS Exchange, Inc., and (2) the Financial Industry Regulatory Authority (“FINRA”), or a registered national securities exchange other than BATS Exchange, Inc., shall, for a temporary 90-day period beginning on ____ and ending on ____, have the option, by submitting this Waive-In Membership Application Form to apply to become a Member of the Exchange.

Applicant must complete this Waive-In Membership Application Form, which should be sent, along with the documents listed below via certified or first class mail, or via courier or messenger service, to BATS Y-Exchange, Inc., 8050 Marshall Drive, Lenexa, KS, Attention: Membership Services. Questions regarding this Waive-In Membership Application should be directed to Membership Services, 913-815-7002.

In addition to this Waive-In Application Form, Applicant should submit the following:

- Exchange User Agreement, including Statutory Disqualification Notice.
- Clearing Letter of Guarantee if Applicant is not self-clearing.
- Routing Agreement if Applicant will use Exchange-provided routing services (optional)

Important: Each Applicant is required to update any information submitted as part of the application process that becomes inaccurate or incomplete after the submission of this Waive-In Membership Application Form.

General Information

Application Date: _____ Applicant Name: _____
 Applicant’s CRD Number: _____ Applicant’s Designated Examining Authority: _____

Self-Regulatory Organization (“SRO”) Memberships

____ Applicant is a current member of BATS Exchange, Inc. (required)

Indicate below the other SROs of which the Applicant is a Member:

- | | |
|--|------------------------------|
| ____ Chicago Board Options Exchange | ____ NASDAQ PHLX |
| ____ Chicago Stock Exchange | ____ National Stock Exchange |
| ____ FINRA (formerly NASD) | ____ New York Stock Exchange |
| ____ International Securities Exchange | ____ NYSE Arca, Inc. |
| ____ NASDAQ | ____ NYSE Amex |
| ____ NASDAQ BX | |

Supervision of Trading Activity on the Exchange

Provide the following information for the person primarily responsible for supervision of the firm’s Authorized Traders.

Name: _____ Email: _____
 Title: _____ Phone: _____
 CRD#: _____ Fax: _____

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