

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

BATS BZX Exchange Fee Schedule
Effective May [1] 7, 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.

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Equities Pricing:

All references to “per share” mean “per share executed.”

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Equities Logical Port Fees^{*}

\$400.00 per month per [pair (primary and secondary data center) of any] logical port other than a Multicast PITCH Spin Server Port or GRP Port

Multicast PITCH customers: 32 free [pairs of] primary (A or C feed) Multicast PITCH Spin Server Ports, and, if such ports are used, one free [pair of] primary (A or C feed) GRP Port[s]; \$400.00 per month per additional set of 32 [pairs of] primary Multicast PITCH Spin Server Ports or additional [pair of] primary GRP Port[s]^{**}

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* Logical port fees are limited to logical ports within the primary data center. No logical port fees will be assessed for redundant secondary data center ports.

** Multicast PITCH is available through one of two primary feeds, either the A or C feed. All secondary feed Multicast PITCH Spin Server and GRP Ports are provided for redundancy at no additional cost.

Options Pricing:

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Options Logical Port Fees^{*}

- \$400.00 per month per logical port other than a Multicast PITCH Spin Server Port, GRP Port or logical port with bulk-quoting capabilities
- Multicast PITCH customers: 32 free primary (A or C feed) Multicast PITCH Spin Server Ports and one free primary (A or C feed) GRP Port; \$400.00 per month per

additional set of 32 primary Multicast PITCH Spin Server Ports or additional primary GRP Port**

- \$1,500.00 per month for any logical port with bulk-quoting capabilities

* Logical port fees are limited to logical ports within the primary data center. No logical port fees will be assessed for redundant secondary data center ports.

** Multicast PITCH is available through one of two primary feeds, either the A or C feed. All secondary feed Multicast PITCH Spin Server and GRP Ports are provided for redundancy at no additional cost.

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