

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

BATS BZX Exchange Fee Schedule
 Effective [August 15]September 2, 2014

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.

Equities Pricing:

* * * * *

Displayed Liquidity Rebates for All Securities Priced \$1.00 or Above

* * * * *

Enhanced rebates: Members will receive the higher of the volume rebates, step-up rebates, or cross-asset step-up rebates for which they qualify, as shown below:

* * * * *

<i>Cross-Asset Step-Up Tier</i>	<i>Member’s Step-Up Add TCV¹ is equal to or greater than:</i>		<i>Member’s Options Step-Up Add TCV¹ is equal to or greater than:</i>	<i>Rebate per share</i>
<u>Tier 1</u>	<u>N/A</u>		<u>0.30%</u>	<u>(\$0.0027)</u>
<u>Tier 2</u>	<u>N/A</u>		<u>0.40%</u>	<u>(\$0.0028)</u>
Tier [1] <u>3</u>	0.30%	and	0.40%	(\$0.0032)

* * * * *

Discounted Destination Specific Routing (“One Under”) to NYSE, NYSE ARCA and NASDAQ

- BZX+ NYSE Destination Specific Orders: \$[0.0025]0.0026 charge per share

* * * * *

TRIM Routing Strategy

* * * * *

- TRIM orders executed at NYSE: \$[0.0025]0.0026 charge per share

SLIM Routing Strategy

* * * * *

- SLIM orders executed at NYSE: \$[0.0025]0.0026 charge per share

* * * * *