

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

Rules of BATS Y-Exchange, Inc.

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CHAPTER I. ADOPTION, INTERPRETATION AND APPLICATION OF RULES, AND DEFINITIONS

Rule 1.5 Definitions

Unless the context otherwise requires, for all purposes of these Exchange Rules, terms used in Exchange Rules shall have the meaning assigned in Article I of the Exchange's By-Laws or as set forth below:

(a) – (q) (No change).

(r) Pre-Opening Session

The term "Pre-Opening Session" shall mean the time between [8:00]7:00 a.m. and 9:30 a.m. Eastern Time.

CHAPTER XI. TRADING RULES

Rule 11.1. Hours of Trading and Trading Days

(a) Orders may be entered into the System from 6:00 a.m. until 8:00 p.m. Eastern Time. Orders entered between 6:00 a.m. and [8:00]7:00 a.m. Eastern Time are not eligible for execution until the start of the Pre-Opening Session or Regular Trading Hours, depending on the Time in Force selected by the User. The Exchange will not accept the following orders prior to [8:00]7:00 a.m. Eastern Time: BATS Post Only Orders, Partial Post Only at Limit Orders, ISOs, BATS Market Orders with a Time in Force other than Regular Hours Only, Minimum Quantity Orders that also include a Time in Force of Regular Hours Only, RPI Orders and all orders with a Time in Force of IOC or FOK. At the commencement of the Pre-Opening Session, orders entered between 6:00 a.m. and [8:00]7:00 a.m. Eastern Time will be handled in time sequence, beginning with the order with the oldest time stamp, and will be placed on the BATS Book, routed, cancelled, or executed in accordance with the terms of the order. Orders may be executed on the Exchange or routed away from the Exchange during Regular Trading Hours and during the Pre-Opening and After Hours Trading Sessions.

(1) Effective Start Time. An instruction a User may attach to an order to buy or sell which indicates the time upon which the order is to become eligible for execution. At the Effective Start Time, the order will be placed on the BATS Book, routed, cancelled, or executed in accordance with the terms of the order. Orders entered with an Effective Start Time will receive a time stamp at the time the order becomes eligible for execution. Pursuant to Rule 11.12, orders entered with identical Effective Start Times

will retain their priority as compared to each other based upon the time such orders were initially received by the System. An Effective Start Time cannot be combined with BATS Post Only Orders, BATS Market Orders, Minimum Quantity Orders, Intermarket Sweep Orders, or orders that include a Time-in-Force of Immediate-or-Cancel or Fill-or-Kill.

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