

Proposed Rule Change by BATS Exchange
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial <input checked="" type="checkbox"/>	Amendment <input type="checkbox"/>	Withdrawal <input type="checkbox"/>	Section 19(b)(2) <input checked="" type="checkbox"/>	Section 19(b)(3)(A) <input type="checkbox"/>	Section 19(b)(3)(B) <input type="checkbox"/>
			Rule		
			<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)	
			<input type="checkbox"/> 19b-4(f)(2)	<input type="checkbox"/> 19b-4(f)(5)	
			<input type="checkbox"/> 19b-4(f)(3)	<input type="checkbox"/> 19b-4(f)(6)	

Exhibit 2 Sent As Paper Document <input type="checkbox"/>	Exhibit 3 Sent As Paper Document <input type="checkbox"/>
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Description
Provide a brief description of the proposed rule change (limit 250 characters).

Contact Information
Provide the name, telephone number and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the proposed rule change.

First Name	<input type="text" value="Anders"/>	Last Name	<input type="text" value="Franzon"/>
Title	<input type="text" value="VP, Associate General Counsel"/>		
E-mail	<input type="text" value="afranzon@batstrading.com"/>		
Telephone	<input type="text" value="(913) 815-7154"/>	Fax	<input type="text" value="(913) 815-7119"/>

Signature
Pursuant to the requirements of the Securities Exchange Act of 1934,

has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized officer.

Date	<input type="text" value="11/10/2009"/>
By	<input type="text" value="Anders Franzon"/>
	(Name)
	<input type="text" value="VP, Associate General Counsel"/>
	(Title)

NOTE: Clicking the button at right will digitally sign and lock this form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFS website.

Form 19b-4 Information

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The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

Exhibit 1 - Notice of Proposed Rule Change

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The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications

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Exhibit Sent As Paper Document

Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.

Exhibit 3 - Form, Report, or Questionnaire

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Exhibit Sent As Paper Document

Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.

Exhibit 4 - Marked Copies

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The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.

Exhibit 5 - Proposed Rule Text

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The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change.

Partial Amendment

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If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

1. Text of the Proposed Rule Change

Pursuant to the provisions of Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act”),¹ and Rule 19b-4 thereunder,² BATS Exchange, Inc. (the “Exchange” or “BATS”) is filing with the Securities and Exchange Commission (“Commission”) a proposal to adopt rules to govern the trading of options on the Exchange (referred to herein as “BATS Options Exchange” or “BATS Options”). As described more fully below, the BATS Options Exchange will operate a fully automated, price/time priority execution system built on the core functionality of the Exchange’s approved equities platform. The fundamental premise of the proposal is that the Exchange will operate its options market much as it operates its cash equities market today.

The text of the proposed rules is attached hereto as Exhibit 5.

2. Procedures of the Self-Regulatory Organization

The Board of Directors of the Exchange approved the submission of this proposed rule change on November 5, 2009. This action constitutes requisite approval under the Exchange’s By-Laws.

Questions regarding this rule filing may be directed to Eric Swanson, Senior Vice President and General Counsel of the Exchange at (212) 378-8520.

3. Self-Regulatory Organization’s Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

(a) Purpose

The Exchange is proposing to adopt a series of rules in connection with BATS Options, which will be a facility of the Exchange. BATS Options will operate an

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

electronic trading system developed to trade options (“System”) that will provide for the electronic display and execution of orders in price/time priority without regard to the status of the entities that are entering orders. All Exchange Members will be eligible to participate in BATS Options provided that the Exchange specifically authorizes them to trade in the System. The System will provide a routing service for orders when trading interest is not present on BATS Options, and will comply with the obligations of the Options Order Protection and Locked/Crossed Market Plan.

BATS Options Members

The Exchange will authorize any Exchange Member who meets certain enumerated qualification requirements to obtain access to BATS Options (any such Member, an “Options Member”).

There will be two types of Options Members, Options Order Entry Firms (“OEFs”) and Options Market Makers. OEFs will be those Options Members representing orders as agent on BATS Options and non-market maker participants conducting proprietary trading as principal. Options Market Makers are Options Members registered with the Exchange as Options Market Makers and registered with BATS Options in an options series listed on BATS Options. To become an Options Market Maker, an Options Member is required to register by filing a written application. Such registration will consist of at least one series and may include all series traded on the Exchange. The Exchange will not place any limit on the number of entities that may become Options Market Makers.

The Exchange will not list an options series for trading unless at least one Options Market Maker is registered in the options series. In addition, before the Exchange opens

trading for any additional series of an options class, it would require at least one Options Market Maker to be registered for trading that particular series.

BATS Options Market Makers will be required to electronically engage in a course of dealing to enhance liquidity available on BATS Options and to assist in the maintenance of fair and orderly markets. Among other things, an Options Market Maker would have to satisfy the following responsibilities and duties during trading: (1) on a daily basis maintain a two-sided market on a continuous basis in at least 75% of the options series in which it is registered; (2) enter a size of at least one contract for its best bid and its best offer; and (3) maintain minimum net capital in accordance with Commission and the Exchange rules. Substantial or continued failure by an Options Market Maker to meet any of its obligations and duties, will subject the Options Market Maker to disciplinary action, suspension, or revocation of the Options Market Maker's registration in one or more options series.

Options Market Makers receive certain benefits for carrying out their duties. For example, a lender may extend credit to a broker-dealer without regard to the restrictions in Regulation T of the Board of Governors of the Federal Reserve System if the credit is to be used to finance the broker-dealer's activities as a specialist or market maker on a national securities exchange. Thus, an Options Market Maker has a corresponding obligation to hold itself out as willing to buy and sell options for its own account on a regular or continuous basis to justify this favorable treatment.³

³ Boston Options Exchange ("BOX") and the NASDAQ Options Market ("NOM") have market maker obligations comparable to those proposed for BATS Options.

Every Options Member shall at all times maintain membership in another registered options exchange that is not registered solely under Section 6(g) of the Securities Exchange Act of 1934 or in FINRA. OEF's that transact business with customers must at all times be members of FINRA. Pursuant to proposed BATS Rule 17.2(g), every Options Member will be required to have at least one registered Options Principal who satisfies the criteria of that Rule, including the satisfaction of a proper qualification examination. An OEF may only transact business with Public Customers if such Options Member also is an Options Member of another registered national securities exchange or association with which the Exchange has entered into an agreement under Rule 17d-2 under the Exchange Act pursuant to which such other exchange or association shall be the designated options examining authority for the OEF.

As provided in BATS Rule 16.2, existing Exchange Rules applicable to the BATS equity market contained in Chapters I through XV of the Exchange Rules will apply to Options Members unless a specific Exchange Rule applicable to the options market (Chapters XVI through XXIX of the Exchange Rules) governs or unless the context otherwise requires. Options Members can therefore provide sponsored access to the BATS Options Exchange to a nonmember ("Sponsored Participant") pursuant to Rule 11.3 of the Exchange Rules.

Execution System

The Exchange's options trading system will leverage the Exchange's current state of the art technology, including its customer connectivity, messaging protocols, quotation and execution engine, order router, data feeds, and network infrastructure. This approach minimizes the technical effort required for existing Exchange Members to begin trading

options on the BATS Options Exchange. As a result, the BATS Options Exchange will closely resemble the Exchange's equities market, but will differ from most existing options exchanges by, most prominently, offering true price/time priority across all participants rather than differentiating between participant/trading interest.

Like the Exchange system for equities, all trading interest entered into the System will be automatically executable. Orders entered into the System will be displayed anonymously. The System will offer fully anonymous trading, however, options trades are not currently anonymous through settlement. The Exchange will become an exchange member of the Options Clearing Corporation ("OCC"). The System will be linked to OCC for the Exchange to transmit locked-in trades for clearance and settlement.

Hours of Operation. The options trading system will operate between the hours of 9:30 a.m. Eastern Time and 4:00 p.m. Eastern Time, with all orders being available for execution during that time frame.

Minimum Quotation and Trading Increments. The Exchange is proposing to apply the following quotation increments: (1) if the options series is trading at less than \$3.00, five (5) cents; (2) if the options series is trading at \$3.00 or higher, ten (10) cents; and (3) if the options series is trading pursuant to the Penny Pilot program one (1) cent if the options series is trading at less than \$3.00, five (5) cents if the options series is trading at \$3.00 or higher, except for QQQQs where the minimum quoting increment will be one cent for all series. In addition, the Exchange is proposing that the minimum trading increment for options contracts traded on BATS Options will be one (1) cent for all series.

Penny Pilot Program. Upon initial operation of BATS Options the Exchange proposes to commence trading, pursuant to the Penny Pilot Program (the “Penny Pilot”), all classes that are, on that date, traded by other options exchanges pursuant to the Penny Pilot, which is scheduled to expire on December 31, 2010. Following the commencement of operations and trading of classes traded by other options exchanges pursuant to the Penny Pilot at that time, the Exchange proposes to expand the classes subject to the Penny Pilot on a quarterly basis, 75 classes at a time through August 2010. For instance, if BATS Options commences operations on February 16, 2010, then the Exchange will trade all classes trading pursuant to the Penny Pilot on other options exchanges as of that date and will add 75 classes in May 2010 and 75 additional classes in August 2010. In order to reduce operational confusion and provide for appropriate time to update databases, the Exchange proposes to add the eligible issues to the Penny Pilot effective for trading on the Monday ten days after Expiration Friday. Thus, as applicable, the quarterly additions would be effective on February 1, 2010; May 3, 2010; and August 2, 2010. For purposes of identifying the issues to be added per quarter, the Exchange shall use data from the prior six calendar months preceding the implementation month, except that the month immediately preceding their addition to the Penny Pilot would not be utilized for purposes of the analysis. The new classes added by the Exchange on a quarterly basis will represent the 75 most actively traded multiply listed options classes based on national average daily volume for the six months prior to selection, closing under \$200 per share on the Expiration Friday prior to expansion, except that the month immediately preceding their addition to the Penny Pilot will not be

used for the purpose of the six month analysis.⁴ The Exchange will specify which options trade in the Penny Pilot, and in what increments, in Information Circulars filed with the Commission pursuant to Rule 19b-4 under the Exchange Act and distributed to Members. The Exchange represents that it has the necessary system capacity to support any additional series listed as part of the Penny Pilot.

The Exchange agrees to submit semi-annual reports to the Commission that will include sample data and written analysis of information collected from April 1 through September 30, and from October 1 through March 31, for each year, for first the 63 classes traded pursuant to the Penny Pilot by other options exchanges (the “Initial Classes”), and the ten most active and twenty least active options classes added to the Penny Pilot with each quarterly expansion, commencing with the expansion that occurred on November 2, 2009. As the Penny Pilot matures and expands, the Exchange believes that this proposed sampling approach provides an appropriate means by which to monitor and assess the Penny Pilot’s impact. The Exchange will also identify, for comparison purposes, a control group consisting of the ten least active options classes from the Initial Classes. This report will include, but is not limited to: (1) data and written analysis on the number of quotations generated for options included in the report; (2) an assessment of the quotation spreads for the options included in the report; (3) an assessment of the impact of the Penny Pilot on the capacity of the Exchange’s automated systems; (4) data reflecting the size and depth of markets; and (5) any capacity problems or other problems

⁴ Index products would be included in the expansion if the underlying index level was under 200.

that arose related to the operation of the Penny Pilot and how the Exchange addressed them.

Additionally, the Exchange proposes that any Penny Pilot issues that have been delisted may be replaced on a semi-annual basis by the next most actively traded multiply listed options classes that are not yet included in the Penny Pilot, based on trading activity in the previous six months. The replacement issues, as applicable, would be added to the Penny Pilot Program on the second trading day following January 1, 2010 and July 1, 2010. The Exchange will employ the same parameters to prospective replacement issues as approved and applicable under the Penny Pilot Program, including excluding high-priced underlying securities. The replacement issues will be announced in Information Circulars distributed to Members.

Order Types. The proposed System will make available to Options Members Reserve Orders, Limit Orders, Minimum Quantity Orders, Discretionary Orders, Market Orders, Price Improving Orders, Destination Specific Orders, BATS Only Orders, BATS Post Only Orders, Partial Post Only at Limit Orders, Intermarket Sweep Orders, and Directed Intermarket Sweep Orders, with characteristics and functionality similar to what is currently approved for use in the Exchange's equities trading facility or on other options exchanges.

"Reserve Orders" are limit orders that have both a displayed size as well as an additional non-displayed amount. Both the displayed and non-displayed portions of the Reserve Order are available for potential execution against incoming orders. If the displayed portion of a Reserve Order is fully executed, the System will replenish the display portion from reserve up to the size of the original display amount. A new

timestamp is created for the replenished portion of the order each time it is replenished from reserve, while the reserve portion retains the timestamp of its original entry.

“Limit Orders” are orders to buy or sell an option at a specified price or better. A limit order is marketable when, for a limit order to buy, at the time it is entered into the System, the order is priced at the current inside offer or higher, or for a limit order to sell, at the time it is entered into the System, the order is priced at the inside bid or lower.

“Minimum Quantity Orders” are orders that require that a specified minimum quantity of contracts be obtained, or the order is cancelled. Minimum Quantity Orders may only be entered with a time-in-force designation of Immediate or Cancel.

“Discretionary Orders” are orders that have a displayed price and size, as well as a non-displayed discretionary price range, at which the entering party, if necessary, is also willing to buy or sell. The non-displayed trading interest is not entered into the BATS Options Book but is, along with the displayed size, converted to an IOC buy (sell) order priced at the highest (lowest) price in the discretionary price range when displayed contracts become available on the opposite side of the market or an execution takes place at any price within the discretionary price range. The generation of this IOC order is triggered by the automatic cancellation of the displayed contracts portion of the Discretionary Order. If more than one Discretionary Order is available for conversion to an IOC order, the System will convert and process all such orders in the same priority in which such Discretionary Orders were entered. If an IOC order is not executed in full, the unexecuted portion of the order is automatically re-posted and displayed in the BATS Options Book with a new time stamp, at its original displayed price, and with its non-displayed discretionary price range.

“Market Orders” are orders to buy or sell at the best price available at the time of execution.

“Price Improving Orders” are orders to buy or sell an option at a specified price at an increment smaller than the minimum price variation in the security. Price Improving Orders may be entered in increments as small as (1) one cent. Price Improving Orders that are available for display shall be displayed at the minimum price variation in that security and shall be rounded up for sell orders and rounded down for buy orders. Unless a User has entered instructions not to do so, Price Improving Orders will be subject to the “displayed price sliding process.” Pursuant to the displayed price sliding process, a Price Improving Order that after rounding to the minimum price variation, or any other order to be displayed on the BATS Book that at the time of entry, would lock or cross a Protected Quotation (collectively, “the original locking price”): (A) such order will be displayed by the System at one minimum price variation below the current NBO (for bids) or to one minimum price variation above the current NBB (for offers); and (B) in the event the NBBO changes such that the order at the original locking price would not lock or cross a Protected Quotation, the order will receive a new timestamp, and will be displayed at the original locking price.

“Destination Specific Orders” are market or limit orders that instruct the System to route the order to a specified away trading center, after exposing the order to the BATS Options Book. Destination Specific Orders that are not executed in full after routing away are processed by the Exchange as described in Rules 21.8 and 21.9.

“BATS Only Orders” are orders that are to be ranked and executed on the Exchange pursuant to Rule 21.8 (Order Display and Book Processing) or cancelled, as

appropriate, without routing away to another trading center. A BATS Only Order that, at the time of entry, would cross a Protected Quotation will be repriced to the locking price and ranked at such price in the BATS Options Book. A BATS Only Order will be subject to the displayed price sliding process unless a User has entered instructions not to use the displayed price sliding process as set forth in Rule 21.1(d)(6).

“BATS Post Only Orders” are orders that are to be ranked and executed on the Exchange pursuant to Rule 21.8 or cancelled, as appropriate, without routing away to another trading center except that the order will not remove liquidity from the BATS Options Book. A BATS Post Only Order will be subject to the displayed price sliding process unless a User has entered instructions not to use the displayed price sliding process as set forth in Rule 21.1(d)(6).

“Partial Post Only at Limit Orders” are orders that are to be ranked and executed on the Exchange pursuant to Rule 21.8 or cancelled, as appropriate, without routing away to another trading center except that the order will only remove liquidity from the BATS Options Book under the following circumstances: (a) a Partial Post Only at Limit Order will remove liquidity from the BATS Options Book up to the full size of the order if, at the time of receipt, it can be executed at prices better than its limit price (*i.e.*, price improvement); (b) regardless of any liquidity removed from the BATS Options Book under the circumstances described in paragraph (a) above, a User may enter a Partial Post Only at Limit Order instructing the Exchange to also remove liquidity from the BATS Options Book at the order’s limit price up to a designated percentage of the remaining size of the order after any execution pursuant to paragraph (A) above (“Maximum Remove Percentage”) if, after removing such liquidity at the order’s limit price, the

remainder of such order can then post to the BATS Options Book. If no Maximum Remove Percentage is entered, such order will only remove liquidity to the extent such order will obtain price improvement as described in paragraph (A) above. A Partial Post Only at Limit Order will be subject to the displayed price sliding process unless a User has entered instructions not to use the displayed price sliding process as set forth in Rule 21.1(d)(6).

“Intermarket Sweep Orders” or “ISO” are orders that shall have the meaning provided in Rule 27.1, which relates to intermarket trading. Such orders may be executed at one or multiple price levels in the System without regard to Protected Quotations at other options exchanges (*i.e.*, may trade through such quotations). The Exchange relies on the marking of an order by a User as an ISO order when handling such order, and thus, it is the entering Options Member’s responsibility, not the Exchange’s responsibility, to comply with the requirements relating to ISOs. ISOs are not eligible for routing pursuant to Rule 21.9.

“Directed Intermarket Sweep Orders” or “Directed ISOs” are ISOs entered by a User that bypass the System and are immediately routed by the Exchange to another options exchange specified by the User for execution. It is the entering Member’s responsibility, not the Exchange’s responsibility, to comply with the requirements relating to Intermarket Sweep Orders.

Time in Force Designations. Options Members entering orders into the System may designate such orders to remain in force and available for display and/or potential execution for varying periods of time. Unless cancelled earlier, once these time periods expire, the order (or the unexecuted portion thereof) is returned to the entering party.

“Good Til Day or “GTD” shall mean, for orders so designated, that if after entry into the System, the order is not fully executed, the order (or the unexecuted portion thereof) shall remain available for potential display and/or execution for the amount of time during such trading day specified by the entering User unless canceled by the entering party.

“Immediate Or Cancel” or “IOC” shall mean, for an order so designated, a limit order that is to be executed in whole or in part as soon as such order is received, and the portion not so executed is cancelled.

“DAY” shall mean, for an order so designated, a limit order to buy or sell which, if not executed expires at market close.

“WAIT” shall mean for orders so designated, that upon entry into the System, the order is held for one second without processing for potential display and/or execution. After one second, the order is processed for potential display and/or execution in accordance with all order entry instructions as determined by the entering party. This modifier is designed to enhance compliance with the order exposure requirement set forth in Rule 22.12 (Order Exposure Requirements). Rule 22.12 would prohibit Options Members from executing as principal on BATS Options orders they represent as agent unless (i) agency orders are first exposed on BATS Options for at least one (1) second or (ii) the Options Member has been bidding or offering on BATS Options for at least one (1) second prior to receiving an agency order that is executable against such bid or offer.

One Second Exposure Period. As noted above, proposed Rule 22.12 would require Options Members to expose their customers’ orders on the Exchange for at least one second under certain circumstances. During this one second exposure period, other

Options Members will be able to enter orders to trade against the exposed order. In adopting a one-second order exposure period, the Exchange is proposing a requirement that is consistent with the Rules of other options exchanges.⁵ Thus, the exposure period will allow Options Members that are members of other options exchanges to comply with Rule 22.12 without programming separate time parameters into their systems for order entry or compliance purposes. The Exchange believes that market participants are sufficiently automated that a one second exposure period allows an adequate time for market participants to electronically respond to an order. Also, it is possible that market participants might wait until the end of the exposure period, no matter how long, before responding. Thus, the Exchange believes that any longer than one second would not further the protection of investors or market participants, but rather, would potentially increase market risk to investors and other market participants by creating a longer period of time for the exposed order to be subject to market risk.

The Exchange's trading system for BATS Options is identical to the trading system currently used for equities trading on the Exchange today. The Exchange has had ample experience with that trading system to believe that one second is an adequate exposure period.⁶ Further, the Exchange believes that many of its current Members will

⁵ See, e.g., CBOE Rules 6.45A, 6.45B, 6.74A and 6.74B; ISE Rule 717(d); NOM Chapter VII, Sec. 12.

⁶ For instance, for approximately three months in 2009, the Exchange offered functionality that exposed marketable orders to Exchange Members prior to routing, canceling or posting the order to the Exchange's order book. See Release No. 34-60040 (June 3, 2009), 74 FR 27577 (June 10, 2009). Pursuant to that functionality, orders were exposed to Exchange Members for a variable period of time up to 500 milliseconds. In the Exchange's experience, Exchange Members were able to and frequently did respond to such exposed orders.

be Options Members and that such current Members have demonstrated an ability to respond to orders in a timely fashion.

Member Match Trade Prevention Modifiers. As with its equities market, the Exchange will allow Options Members to use Member Match Trade Prevention (“MMTP”) Modifiers. Any incoming order designated with an MMTP modifier will be prevented from executing against a resting opposite side order also designated with an MMTP modifier and originating from the same market participant identifier (“MPID”), Exchange Member identifier or Exchange Sponsored Participant identifier.

Market Opening Procedures. The System shall open options, other than index options, for trading based on the first transaction after 9:30 a.m. Eastern Time in the securities underlying the options as reported on the first print disseminated pursuant to an effective national market system plan. With respect to index options, the System shall open such options for trading at 9:30 a.m. Eastern Time. Because the exchange does not propose to adopt an opening cross or similar process, the opening trade that occurs on the Exchange will be a trade in the ordinary course of dealings on the Exchange. Accordingly, the System will ensure that the opening trade in an options series will not trade through a Protected Quotation (as defined in Rule 27.2) at another options exchange, consistent with the general standard regarding trade throughs articulated in proposed Rule 21.6(e).

Order Display/Matching System. The System will be based upon functionality currently approved for use in the Exchange’s equities trading system. Specifically, the System will allow Options Members to enter market orders and priced limit orders to buy

and sell BATS Options-listed options. The orders will be designated for display (price and size) on an anonymous basis in the order display service of the System.

Routing. The BATS Options Exchange will support orders that are designated to be routed to the National Best Bid and Offer (“NBBO”) as well as orders that will execute only within BATS Options. Orders that are designated to execute at the NBBO will be routed to other options markets to be executed when the Exchange is not at the NBBO consistent with the Options Order Protection and Locked/Crossed Market Plan. Subject to the exceptions contained in proposed Rule 27.2(b), the System will ensure that an order will not be executed at a price that trades through another options exchange. An order that is designated by an Options Member as routable will be routed in compliance with applicable Trade-Through restrictions. Any order entered with a price that would lock or cross a Protected Quotation that is not eligible for either routing or the displayed price sliding process as defined in proposed Rule 21.1(d)(6) will be cancelled.

BATS Options shall route orders in options via BATS Trading, Inc. (“BATS Trading”), which serves as the Outbound Router of the Exchange, as defined in Rule 2.11 (BATS Trading, Inc.). The function of the Outbound Router will be to route orders in options listed and open for trading on BATS Options to other options exchanges pursuant to BATS Options rules solely on behalf of BATS Options. The Outbound Router is subject to regulation as a facility of the Exchange, including the requirement to file proposed rule changes under Section 19 of the Act. Use of BATS Trading or Routing Services (as described below) to route orders to other market centers is optional. Parties that do not desire to use BATS Trading or other Routing Services provided by the Exchange must designate orders as not available for routing.

In the event the Exchange is not able to provide order routing services through its affiliated broker-dealer, the Exchange will route orders to other options exchanges in conjunction with one or more routing brokers that are not affiliated with the Exchange (“Routing Services”).

Book Processing. The System, like the equities facility, shall execute trading interest within the System in price/time priority, meaning it will execute all trading interest at the best price level within the System before executing trading interest at the next best price. Trading interest will be executed in the order set forth below, with the order clearly established as the first entered into the System within such category at each price level having priority up to the number of contracts specified in the order. At each price level between displayed trading interest, orders will be executed in the following priority: (a) Price Improving Orders and orders subject to displayed price sliding and then (b) discretionary portion of discretionary orders as set forth in Rule 21.1(d)(4). At each price level that has displayed trading interest, orders will be executed in the following priority: (a) orders that are displayed within the System, then (b) the Non-Displayed portion of Reserve Orders, and then the (c) discretionary portion of discretionary orders as set forth in Rule 21.1(d)(4). Any order entered with a price that would lock or cross a Protected Quotation that is not eligible for either routing or the displayed price sliding process as defined in Rule 21.1(d)(6) will be cancelled.

Data Feed. The System will include a proprietary data feed which will display without attribution to Members’ MPIDs Displayed Orders on both the bid and offer side of the market for price levels then within BATS Options using the minimum price variation applicable to that security.

\$1 Strike Program. Pursuant to proposed Rule 19.6, Supplementary Material .02, the interval between strike prices of series of options on individual stocks may be \$1.00 or greater (“\$1 Strike Prices”) provided the strike price is \$50 or less, but not less than \$1. The listing of \$1 strike prices shall be limited to option classes overlying no more than fifty-five (55) individual stocks (the “\$1 Strike Price Program”) as specifically designated by BATS Options. BATS Options may list \$1 Strike Prices on any other option classes if those classes are specifically designated by other national securities exchanges that employ a similar \$1 Strike Price Program under their respective rules.

To be eligible for inclusion into the \$1 Strike Price Program, an underlying security must close below \$50 in the primary market on the previous trading day. After a security is added to the \$1 Strike Price Program, BATS Options may list \$1 Strike Prices from \$1 to \$50 that are no more than \$5 from the closing price of the underlying on the preceding day. For example, if the underlying security closes at \$13, BATS Options may list strike prices from \$8 to \$18. BATS Options may not list series with \$1 intervals within \$0.50 of an existing \$2.50 strike price (*e.g.*, \$12.50, \$17.50) in the same series. Additionally, for an option class selected for the \$1 Strike Price Program, BATS Options may not list \$1 Strike Prices on any series having greater than nine (9) months until expiration. A security shall remain in the \$ 1 Strike Price Program until otherwise designated by BATS Options.

For options classes selected to participate in the \$1 Strike Program, the Exchange will, on a monthly basis, review series that were originally listed under the \$1 Strike Program with strike prices that are more than \$5 from the current value of an options class and delist those series with no open interest in both the put and the call series

having a: (1) strike higher than the highest strike price with open interest in the put and/or call series for a given expiration month; and (2) strike lower than the lowest strike price with open interest in the put and/or call series for a given expiration month. If the Exchange identifies series for delisting pursuant to this policy, the Exchange shall notify other options exchanges with similar delisting policies regarding the eligible series for delisting, and shall work jointly with such other exchanges to develop a uniform list of series to be delisted so as to ensure uniform series delisting of multiply listed options classes.

Notwithstanding the above delisting policy, the Exchange may grant member requests to add strikes and/or maintain strikes in series of options classes traded pursuant to the \$1 Strike Program that are eligible for delisting

With regard to the impact on system capacity, the Exchange has analyzed its capacity and represents that it and the Options Price Reporting Authority have the necessary systems capacity to handle the additional traffic associated with the listing and trading of option series that may be listed and traded in \$1 strikes.

In addition to \$1 strikes as proposed above, the Exchange proposes to offer options trading on series of options with \$2.50 strike price intervals, consistent with other options exchanges.

Options Order Protection and Locked/Crossed Market Plan Rules

The Exchange will participate in the recently-approved Options Order Protection and Locked/Crossed Market Plan (“New Plan”), and therefore will be required to comply with the obligations of Participants under the New Plan. The Exchange proposes to adopt

rules relating to the New Plan that are substantially similar to the rules in place on or proposed by all of the options exchanges that are Participants to the New Plan.

The New Plan replaced the Plan for the Purpose of Creating and Operating an Intermarket Option Linkage (“Old Plan”). The Old Plan required its participant exchanges to operate a stand-alone system or “Linkage” for sending order-flow between exchanges to limit trade-throughs, and the Linkage was operated by the Options Clearing Corporation (“OCC”). The New Plan essentially applies the Regulation NMS price-protection provisions to the options markets. Similar to Regulation NMS, the New Plan requires the New Plan Participants to adopt rules “reasonably designed to prevent Trade-Throughs”, while exempting Intermarket Sweep Orders (“ISOs”) from that prohibition. The New Plan’s proposed definition of an ISO is essentially the same as under Regulation NMS. The remaining exceptions to the trade-through prohibition, discussed more specifically below, either track those under Regulation NMS or correspond to unique aspects of the options market, or both.

The Rules in Chapter XXVII conform to the requirements of the New Plan. Rule 27.1 sets forth the defined terms for use under the New Plan. Rule 27.2 prohibits trade-throughs and exempts ISOs from that prohibition. Rule 27.2 also contains additional exceptions to the trade-through prohibition that track the exceptions under Regulation NMS or correspond to unique aspects of the BATS Options Exchange, or both.

Rule 27.3 sets forth the general prohibition against locking/crossing other eligible exchanges as well as several exceptions that permit locked markets in limited circumstances; such exceptions have been approved by the Commission for inclusion in the rules of other options exchanges. Specifically, the exceptions to the general

prohibition on locking and crossing occur when (1) the locking or crossing quotation was displayed at a time when the Exchange was experiencing a failure, material delay, or malfunction of its systems or equipment; (2) the locking or crossing quotation was displayed at a time when there is a Crossed Market; or (3) the Member simultaneously routed an ISO to execute against the full displayed size of any locked or crossed Protected Bid or Protected Offer.

Rule 27.4 provides that the Exchange will continue to accept Principal Acting as Agent (“P/A”) and Principal Orders from options exchanges that continue to use such orders to address trade-throughs via the Linkage for a temporary period.

Securities Traded on BATS Options

General Listing Standards. The Exchange proposes to adopt listing standards for Options traded on BATS Options (Chapter XIX) as well as for Index Options (Chapter XXIX) that are identical to the approved rules of other options exchanges.⁷ The Exchange will join the Options Listings Procedures Plan and will list and trade options already listed on other options exchanges. The Exchange will gradually phase-in its trading of options, beginning with a selection of actively traded options. At least initially, the Exchange does not plan to develop new options products or listing standards.

Quarterly Options Series Program. Pursuant to proposed Rule 29.11(g) the Exchange may list and trade options series that expire at the close of business on the last business day of a calendar quarter (“Quarterly Options Series”). The Exchange may list Quarterly Options Series for up to five (5) currently listed options classes that are either

⁷ See Rules of NOM, Chapters IV and XIV and the Rules of BOX, Chapters IV and XIV.

options on exchange traded funds (“ETF”) or index options. In addition, the Exchange may also list Quarterly Options Series on any options classes that are selected by other securities exchanges that employ a similar program under their respective rules.

The Exchange may list series that expire at the end of the next consecutive four (4) calendar quarters, as well as the fourth quarter of the next calendar year. For example, if the Exchange is trading Quarterly Options Series in the month of May 2010, it may list series that expire at the end of the second, third, and fourth quarters of 2010, as well as the first and fourth quarters of 2011. Following the second quarter 2010 expiration, the Exchange could add series that expire at the end of the second quarter of 2011.

For each class of ETF options selected for the Quarterly Options Series program, the Exchange may list strike prices within \$5 from the previous day’s closing price of the underlying security at the time of initial listing. Subsequently, the Exchange may list up to 60 additional strike prices that are within thirty percent (30%) of the previous day’s close, or more than 30% away from the previous day’s close provided demonstrated customer interest exists for such series.⁵

The Exchange has also proposed a delisting policy with respect to Quarterly Options Series in ETF options. On a monthly basis, the Exchange will review series that are outside of a range of five (5) strikes above and five (5) strikes below the current price of the ETF, and delist series with no open interest in both the call and the put series having a (1) strike higher than the highest price with open interest in the put and/or call series for a given expiration month; and (2) strike lower than the lowest strike price with open interest in the put and/or the call series for a given expiration month.

Notwithstanding the delisting policy, customer requests to add strikes and/or maintain strikes in Quarterly Options Series eligible for delisting shall be granted..

The Exchange also may list Quarterly Option Series based on an underlying index pursuant to similar provisions in Rule 29.11. There are two noteworthy distinctions between the rules for listing Quarterly Options Series based on an ETF versus Quarterly Options Series based on an index. First, whereas the initial listing of Quarterly Options Series based on an underlying ETF is restricted to strike prices within \$5 from the previous day's closing price of the underlying security, the initial listing of strikes for Quarterly Options Series based on an underlying index is restricted to: (i) a price that is within thirty percent (30%) of the previous day's close, and (ii) no more than five strikes above and five strikes below the value of the underlying index. Second, whereas the Exchange may list up to 60 additional strike prices for each Quarterly Options Series based on an ETF, there is no firm cap on the additional listing of strikes for Quarterly Options Series based on an underlying index; rather, additional strike prices may be listed provided the new listings do not result in more than five strike prices on the same side of the underlying index value as the new listings.

The interval between strike prices on Quarterly Options Series shall be the same as the interval for strike prices for series in that same options class that expire in accordance with the normal monthly expiration cycle.

With regard to the impact on system capacity, the Exchange has analyzed its capacity and represents that it and the Options Price Reporting Authority have the necessary systems capacity to handle the additional traffic associated with the listing and

trading of options series pursuant to the above-described Quarterly Options Series program.

Conduct and Operational Rules for Options Members

BATS proposes to adopt rules that are substantially similar to the approved rules of other options exchanges. Thus, BATS proposes to adopt rules that are substantially similar to the rules of NOM regarding: exercises and deliveries (Chapter XXIII); records, reports and audits (Chapter XXIV); and minor rule violations (Chapter XXV).

BATS proposes to adopt rules that are similar to the rules of NOM, with certain proposed changes and omissions, regarding: doing business with the public (Chapter XXVI); and margin (Chapter XXVIII). For example, with respect to its rules applicable to doing business with the public, contained in proposed Chapter XXVI, BATS has not proposed rules consistent with certain NOM rules to the extent the Exchange believes such requirements are contained in other sections of the Exchange's existing Rules or that such requirements are not consistent with the Exchange's existing regulatory structure. For example, the Exchange has consolidated applicable rules requiring options principal registration into proposed BATS Rule 17.2(g) because, as proposed, Options Principal registration is not limited to personnel associated with Options Members that do business with the public. Similarly, the Exchange intends to require Authorized Traders of Options Members to comply with existing Exchange registration requirements applicable to all Authorized Traders.⁸ Accordingly, the Exchange has omitted specific rules applicable to registration of representatives. As another example, the Exchange has not proposed addition of a fidelity bond requirement to its doing business with the public

⁸ See BATS Rule 2.5, Interpretation and Policy .01 and BATS Rule 11.4.

rules for BATS Options, but rather, as noted below, has proposed addition of a fidelity bond rule (Rule 2.12) to its general membership rules. With respect to its proposed margin rules, contained in proposed Chapter XXVIII, the Exchange has not proposed adoption of a rule applicable to joint back office arrangements because proposed Rule 28.3 requires Options Members to comply with either the margin rules of the New York Stock Exchange or the Chicago Board Options Exchange, and both exchanges have rules that address joint back office requirements. Thus, although the Exchange has proposed rules that differ in certain instances from the rules of NOM, the Exchange does not believe that such differences create any material regulatory gaps between the rules applicable to Exchange Options Members and members of other options exchanges.

BATS further proposes to adopt Business Conduct Rules (Chapter XVIII) that are consistent with the NOM and BOX Business Conduct Rules, with certain exceptions.⁹ Specifically, with respect to Position Limits (Rule 18.7) and Exercise Limits (Rule 18.9), the Exchange is proposing to apply the limits established pursuant to the rules of the Chicago Board Options Exchange (“CBOE”), although the Exchange will establish such limits for products not traded on the CBOE. By expressly incorporating an already-approved limit, the Exchange will ensure that an appropriate limit is in place at all times without the need to continually adjust its rule manually or to disrupt the operations of its Members. With respect to financial and operational rules, the Exchange proposes to adopt rules similar to those of existing options exchanges regarding: exercises and deliveries, margin, net capital, and books and records.

National Market System

⁹ See Rules of NOM, Chapter III and BOX, Chapter III.

The BATS Options Exchange will operate as a full and equal participant in the national market system for options trading established under Section 11A of the Exchange Act, just as its equities market participates today. The BATS Options Exchange will become a member of the Options Price Reporting Authority (“OPRA”), the Options Linkage Authority (“OLA”), the Options Regulatory Surveillance Authority (“ORSA”), and the Options Listing Procedures Plan (“OLPP”).

The Exchange expects to participate in those plans on the same terms currently applicable to current members of those plans, and it expects little or no plan impact due to the fact that the Exchange’s market will operate on price/time priority. The Exchange has contacted the leadership of each options-related national market system plan to begin the membership process.

Regulation

The Exchange will leverage many of the structures it established to operate a national securities exchange in compliance with Section 6 of the Exchange Act. As described in more detail below, there will be three elements of that regulation: (1) the Exchange will join the existing options industry agreements pursuant to Section 17(d) of the Exchange Act, as it did with respect to equities, (2) the Exchange’s Regulatory Services Agreement with FINRA will govern many aspects of the regulation and discipline of Members that participate in options trading, just as it does for equities regulation, and (3) the Exchange will perform options listing regulation, as well as authorize Options Members to trade on BATS Options, and conduct surveillance of options trading as it does today for equities. Section 17(d) of the Exchange Act and the related Exchange Act rules permit SROs to allocate certain regulatory responsibilities to

avoid duplicative oversight and regulation. Under Exchange Act Rule 17d-1, the SEC designates one SRO to be the Designated Examining Authority, or DEA, for each broker-dealer that is a member of more than one SRO. The DEA is responsible for the financial aspects of that broker-dealer's regulatory oversight. Because BATS Options Members also must be members of at least one other SRO, the Exchange would generally not be designated as the DEA for any of its members.

Rule 17d-2 under the Act permits SROs to file with the Commission plans under which the SROs allocate among each other the responsibility to receive regulatory reports from, and examine and enforce compliance with specified provisions of the Act and rules thereunder and SRO rules by, firms that are members of more than one SRO ("common members"). If such a plan is declared effective by the Commission, an SRO that is a party to the plan is relieved of regulatory responsibility as to any common member for whom responsibility is allocated under the plan to another SRO.

All of the options exchanges, FINRA, and NYSE have entered into the Options Sales Practices Agreement, a Rule 17d-2 agreement. Under this Agreement, the examining SROs will examine firms that are common members of the Exchange and the particular examining SRO for compliance with certain provisions of the Act, certain of the rules and regulations adopted thereunder, certain examining SRO rules, and certain BATS Options Rules. In addition, BATS Options Rules contemplate participation in this Agreement by requiring that any Options Member also be a member of at least one of the examining SROs.

For those regulatory responsibilities that fall outside the scope of any Rule 17d-2 agreements, the Exchange will retain full regulatory responsibility under the Exchange

Act. However, the Exchange has entered into a Regulatory Services Agreement with FINRA, pursuant to which FINRA personnel operate as agents for the Exchange in performing certain of these functions. As is the case with the BATS equities market, the Exchange will supervise FINRA and continue to bear ultimate regulatory responsibility for the BATS Options Exchange.

Consistent with the Exchange's existing regulatory structure, the Exchange's Chief Regulatory Officer shall have general supervision of the regulatory operations of BATS Options, including responsibility for overseeing the surveillance, examination, and enforcement functions and for administering all regulatory services agreements applicable to BATS Options. Similarly, the Exchange's existing Regulatory Oversight Committee will be responsible for overseeing the adequacy and effectiveness of Exchange's regulatory and self-regulatory organization responsibilities, including those applicable to BATS Options.

Finally, as it does with equities, the Exchange will perform automated surveillance of trading on BATS Options for the purpose of maintaining a fair and orderly market at all times. As it does with its equities trading, the Exchange will monitor BATS Options to identify unusual trading patterns and determine whether particular trading activity requires further regulatory investigation by FINRA.

In addition, the Exchange will oversee the process for determining and implementing trade halts, identifying and responding to unusual market conditions, and administering the Exchange's process for identifying and remediating "obvious errors" by and among its Options Members. BATS proposed rules (Chapter XX) regarding halts,

unusual market conditions, extraordinary market volatility, obvious errors, and audit trail are closely modeled on the approved rules of NOM and BOX.¹⁰

Minor Rule Violation Plan

The Exchange's disciplinary rules, including Exchange Rules applicable to "minor rule violations," are set forth in Chapter VIII of the Exchange's current Rules. Such disciplinary rules will apply to Options Members and their associated persons.

The Commission approved the BATS Exchange's Minor Rule Violation Plan ("MRVP") in 2008.¹¹ The Exchange's MRVP specifies those uncontested minor rule violations with sanctions not exceeding \$2,500 that would not be subject to the provisions of Rule 19d-1(c)(1) under the Act¹² requiring that an SRO promptly file notice with the Commission of any final disciplinary action taken with respect to any person or organization.¹³ The Exchange's MRVP includes the policies and procedures included in Exchange Rule 8.15 (Imposition of Fines for Minor Violation(s) of Rules) and in Rule 8.15, Interpretations and Policy .01.

¹⁰ See Rules of NOM, Chapter V, and BOX, Chapter V.

¹¹ See Release No. 34-58807 (October 17, 2008), 73 FR 63219 (October 23, 2008) (File No. 4-568) ("MRVP Order").

¹² 17 CFR 240.19d-1(c)(1).

¹³ The Commission adopted amendments to paragraph (c) of Rule 19d-1 to allow SROs to submit for Commission approval plans for the abbreviated reporting of minor disciplinary infractions. See Release No. 34-21013 (June 1, 1984), 49 FR 23828 (June 8, 1984). Any disciplinary action taken by an SRO against any person for violation of a rule of the SRO which has been designated as a minor rule violation pursuant to such a plan filed with and declared effective by the Commission will not be considered "final" for purposes of Section 19(d)(1) of the Act if the sanction imposed consists of a fine not exceeding \$2,500 and the sanctioned person has not sought an adjudication, including a hearing, or otherwise exhausted his administrative remedies.

The Exchange proposes to amend its MRVP and Rule 8.15, Interpretation and Policy .01 to include proposed Rule 25.3 (Penalty for Minor Rule Violations).¹⁴ The rules included in proposed Rule 25.3 as appropriate for disposition under the Exchange's MRVP are: (a) Position Limit violations for both customer accounts as well as the accounts of Options Members that are Exchange Members; (b) Order Entry violations regarding restrictions on orders entered by Market Makers, and (c) Continuous Quote violations regarding Market Maker continuous bids and offers. The rules included in Rule 25.3 are the same as the rules included in the MRVPs of other options exchanges.¹⁵

Upon implementation of this proposal, the Exchange will include the enumerated options trading rule violations in the Exchange's standard quarterly report of actions taken on minor rule violations under the MRVP. The quarterly report includes: the Exchange's internal file number for the case, the name of the individual and/or organization, the nature of the violation, the specific rule provision violated, the sanction imposed, the number of times the rule violation has occurred, and the date of disposition.

The Exchange's MRVP, as proposed to be amended, is consistent with Sections 6(b)(1), 6(b)(5) and 6(b)(6) of the Act, which require, in part, that an exchange have the capacity to enforce compliance with, and provide appropriate discipline for, violations of the rules of the Commission and of the exchange.¹⁶ In addition, because amended Rule

¹⁴ In the MRVP Order, the Commission noted that the Exchange proposed that any amendments to Rule 8.15.01 made pursuant to a rule filing submitted under Rule 19b-4 of the Act would automatically be deemed a request by the Exchange for Commission approval of a modification to its MRVP. See MRVP Order, supra note 11, at note 6.

¹⁵ See, e.g., NOM, Chapter X, Section 7, and BOX, Chapter X, Section 2.

¹⁶ 15 U.S.C. 78f(b)(1), 78f(b)(5) and 78f(b)(6).

8.15 will offer procedural rights to a person sanctioned for a violation listed in proposed Rule 25.3, the Exchange will provide a fair procedure for the disciplining of members and associated persons, consistent with Section 6(b)(7) of the Act.¹⁷

This proposal to include the rules listed in Rule 25.3 in the Exchange's MRVP is consistent with the public interest, the protection of investors, or otherwise in furtherance of the purposes of the Act, as required by Rule 19d-1(c)(2) under the Act,¹⁸ because it should strengthen the Exchange's ability to carry out its oversight and enforcement responsibilities as an SRO in cases where full disciplinary proceedings are unsuitable in view of the minor nature of the particular violation. In requesting the proposed change to the MRVP, the Exchange in no way minimizes the importance of compliance with Exchange Rules and all other rules subject to the imposition of fines under the MRVP. However, the MRVP provides a reasonable means of addressing rule violations that do not rise to the level of requiring formal disciplinary proceedings, while providing greater flexibility in handling certain violations. The Exchange will continue to conduct surveillance with due diligence and make a determination based on its findings, on a case-by-case basis, whether a fine of more or less than the recommended amount is appropriate for a violation under the MRVP or whether a violation requires a formal disciplinary action.

Amendments to Existing BATS Exchange Rules

In addition to the Rules proposed above, the Exchange proposes to amend certain of its existing rules in order to provide clarity regarding certain regulatory processes

¹⁷ 15 U.S.C. 78f(b)(7).

¹⁸ 17 CFR 240.19d-1(c)(2).

already utilized by the Exchange. Specifically, the Exchange proposes to add Interpretations and Policies .03 and .04 to Rule 2.5, which state that associated persons must register and terminate registration via standard industry forms, Forms U4 and U5, respectively. Such forms must be filed through the Central Registration Depository (“CRD”). In addition, the Exchange currently requires applicants for membership in the Exchange to file information regarding their executive officers, directors, principal shareholders and general partners. The Exchange proposes to add Rule 2.6(g) in order to codify this application requirement and to require applicants approved as Members to keep such information current with the Exchange.

The Exchange also proposes to adopt new Rules 2.12 and 3.22, related to fidelity bonds and gratuities, respectively, to achieve more consistency with the regulatory structure of other exchanges. Proposed Rule 2.12 is based on NASDAQ Rule 3020, and proposed Rule 3.22 is identical to ISE Rule 406. Finally, in order to accommodate potential exemption requests pursuant to the proposed fidelity bond rule, Rule 2.12, the Exchange proposes adoption of Rule 1.6, which will provide a framework for requests for exemptions.

(b) Statutory Basis

The Exchange believes that the proposed rule change is consistent with the provisions of the Act,¹⁹ in general and with Section 6(b)(5) of the Act,²⁰ in particular, in that it is designed to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing

¹⁹ 15 U.S.C. 78a et seq.

²⁰ 15 U.S.C. 78f(b)(5).

information with respect to, and facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest; and are not designed to permit unfair discrimination between customers, issuers, brokers, or dealers, or to regulate by virtue of any authority conferred by this title matters not related to the purposes of this title or the administration of the exchange.

The BATS Options Exchange will benefit individual investors, options trading firms, and the options market generally. The entry of an innovative, low-cost competitor such as BATS Options will promote competition, spurring existing markets to improve their own execution systems and reduce trading costs. BATS Options will differentiate its market by offering executions in price/time priority, a feature that should increase order interaction and yield better executions. The execution system of the BATS Options Exchange will be designed to quote in penny increments where consistent with the Commission's penny pilot program for options, advancing the Commission's efforts to move the industry to penny quoting in an orderly fashion and helping to narrow spreads, reduce payment for order flow, and enhance price competition.

4. Self-Regulatory Organization's Statement on Burden on Competition

The Exchange does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The Exchange operates in an intensely competitive global marketplace for transaction services. Relying on its array of services and benefits, the Exchange competes for the privilege of providing market services to broker-dealers. The Exchange's ability to compete in this environment is based in large part on the quality of its trading systems, the overall quality of its market and its attractiveness to the largest number of investors,

as measured by speed, likelihood and cost of executions, as well as spreads, fairness, and transparency.

BATS Options will incorporate the best functional elements from the Exchange's equity market. The proposed rule change will reduce overall trading costs and increase price competition, both pro-competitive developments, and will promote further initiative and innovation among market centers and market participants.

5. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

Written comments were neither solicited nor received.

6. Extension of Time Period for Commission Action

The Exchange does not consent at this time to an extension of the time period for Commission action specified in Section 19(b)(2) of the Act.

7. Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2)

Not applicable

8. Proposed Rule Change Based on Rules of Another Self-Regulatory Organization or of the Commission

As described in further detail above, many of the rules applicable to the BATS Options Exchange are based on the rules of other national securities exchanges that list and trade options, including NOM and BOX.

9. Exhibits

Exhibit 1: Completed Notice of the Proposed Rule Change for publication in the Federal Register.

Exhibit 2 – 4: Not applicable.

Exhibit 5: Text of Proposed Rule Change.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION

(Release No. 34-_____ ; File No. SR-BATS-2009-031)

Self-Regulatory Organizations; Notice of Filing of Proposed Rule Change to Establish Rules Governing the Trading of Options on the BATS Options Exchange

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act”),¹ and Rule 19b-4 thereunder,² notice is hereby given that on November 10, 2009, the BATS Exchange, Inc. (the “Exchange” or “BATS”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change to adopt rules to govern the trading of options on the Exchange (referred to herein as “BATS Options Exchange” or “BATS Options”) as described in Items I, II, and III below, which Items have been prepared by the Exchange (the “Trading Rules Proposal”). This notice and order provides notice and solicits comments from interested persons regarding the rule filing.

I. Self-Regulatory Organization’s Statement of the Terms of Substance of the Proposed Rule Change

The Exchange proposes to adopt rules to govern the trading of options on the Exchange. The Exchange represents that the BATS Options Exchange will operate a fully automated, price/time priority execution system built on the core functionality of the Exchange’s approved equities platform, meaning that the Exchange will operate its options market much as it operates its cash equities market today.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

The text of the proposed rule change is available at the Exchange's Web site at <http://www.batstrading.com>, at the principal office of the Exchange, and at the Commission's Public Reference Room.

II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the Exchange included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in Sections A, B, and C below, of the most significant aspects of such statements.

(A) Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

The Exchange is proposing to adopt a series of rules in connection with BATS Options, which will be a facility of the Exchange. BATS Options will operate an electronic trading system developed to trade options ("System") that will provide for the electronic display and execution of orders in price/time priority without regard to the status of the entities that are entering orders. All Exchange Members will be eligible to participate in BATS Options provided that the Exchange specifically authorizes them to trade in the System. The System will provide a routing service for orders when trading interest is not present on BATS Options, and will comply with the obligations of the Options Order Protection and Locked/Crossed Market Plan.

BATS Options Members

The Exchange will authorize any Exchange Member who meets certain enumerated qualification requirements to obtain access to BATS Options (any such Member, an “Options Member”).

There will be two types of Options Members, Options Order Entry Firms (“OEFs”) and Options Market Makers. OEFs will be those Options Members representing orders as agent on BATS Options and non-market maker participants conducting proprietary trading as principal. Options Market Makers are Options Members registered with the Exchange as Options Market Makers and registered with BATS Options in an options series listed on BATS Options. To become an Options Market Maker, an Options Member is required to register by filing a written application. Such registration will consist of at least one series and may include all series traded on the Exchange. The Exchange will not place any limit on the number of entities that may become Options Market Makers.

The Exchange will not list an options series for trading unless at least one Options Market Maker is registered in the options series. In addition, before the Exchange opens trading for any additional series of an options class, it would require at least one Options Market Maker to be registered for trading that particular series.

BATS Options Market Makers will be required to electronically engage in a course of dealing to enhance liquidity available on BATS Options and to assist in the maintenance of fair and orderly markets. Among other things, an Options Market Maker would have to satisfy the following responsibilities and duties during trading: (1) on a daily basis maintain a two-sided market on a continuous basis in at least 75% of the options series in which it is registered; (2) enter a size of at least one contract for its best

bid and its best offer; and (3) maintain minimum net capital in accordance with Commission and the Exchange rules. Substantial or continued failure by an Options Market Maker to meet any of its obligations and duties, will subject the Options Market Maker to disciplinary action, suspension, or revocation of the Options Market Maker's registration in one or more options series.

Options Market Makers receive certain benefits for carrying out their duties. For example, a lender may extend credit to a broker-dealer without regard to the restrictions in Regulation T of the Board of Governors of the Federal Reserve System if the credit is to be used to finance the broker-dealer's activities as a specialist or market maker on a national securities exchange. Thus, an Options Market Maker has a corresponding obligation to hold itself out as willing to buy and sell options for its own account on a regular or continuous basis to justify this favorable treatment.³

Every Options Member shall at all times maintain membership in another registered options exchange that is not registered solely under Section 6(g) of the Securities Exchange Act of 1934 or in FINRA. OEF's that transact business with customers must at all times be members of FINRA. Pursuant to proposed BATS Rule 17.2(g), every Options Member will be required to have at least one registered Options Principal who satisfies the criteria of that Rule, including the satisfaction of a proper qualification examination. An OEF may only transact business with Public Customers if such Options Member also is an Options Member of another registered national securities exchange or association with which the Exchange has entered into an agreement under

³ Boston Options Exchange ("BOX") and the NASDAQ Options Market ("NOM") have market maker obligations comparable to those proposed for BATS Options.

Rule 17d-2 under the Exchange Act pursuant to which such other exchange or association shall be the designated options examining authority for the OEF.

As provided in BATS Rule 16.2, existing Exchange Rules applicable to the BATS equity market contained in Chapters I through XV of the Exchange Rules will apply to Options Members unless a specific Exchange Rule applicable to the options market (Chapters XVI through XXIX of the Exchange Rules) governs or unless the context otherwise requires. Options Members can therefore provide sponsored access to the BATS Options Exchange to a nonmember (“Sponsored Participant”) pursuant to Rule 11.3 of the Exchange Rules.

Execution System

The Exchange’s options trading system will leverage the Exchange’s current state of the art technology, including its customer connectivity, messaging protocols, quotation and execution engine, order router, data feeds, and network infrastructure. This approach minimizes the technical effort required for existing Exchange Members to begin trading options on the BATS Options Exchange. As a result, the BATS Options Exchange will closely resemble the Exchange’s equities market, but will differ from most existing options exchanges by, most prominently, offering true price/time priority across all participants rather than differentiating between participant/trading interest.

Like the Exchange system for equities, all trading interest entered into the System will be automatically executable. Orders entered into the System will be displayed anonymously. The System will offer fully anonymous trading, however, options trades are not currently anonymous through settlement. The Exchange will become an

exchange member of the Options Clearing Corporation (“OCC”). The System will be linked to OCC for the Exchange to transmit locked-in trades for clearance and settlement.

Hours of Operation. The options trading system will operate between the hours of 9:30 a.m. Eastern Time and 4:00 p.m. Eastern Time, with all orders being available for execution during that time frame.

Minimum Quotation and Trading Increments. The Exchange is proposing to apply the following quotation increments: (1) if the options series is trading at less than \$3.00, five (5) cents; (2) if the options series is trading at \$3.00 or higher, ten (10) cents; and (3) if the options series is trading pursuant to the Penny Pilot program one (1) cent if the options series is trading at less than \$3.00, five (5) cents if the options series is trading at \$3.00 or higher, except for QQQQs where the minimum quoting increment will be one cent for all series. In addition, the Exchange is proposing that the minimum trading increment for options contracts traded on BATS Options will be one (1) cent for all series.

Penny Pilot Program. Upon initial operation of BATS Options the Exchange proposes to commence trading, pursuant to the Penny Pilot Program (the “Penny Pilot”), all classes that are, on that date, traded by other options exchanges pursuant to the Penny Pilot, which is scheduled to expire on December 31, 2010. Following the commencement of operations and trading of classes traded by other options exchanges pursuant to the Penny Pilot at that time, the Exchange proposes to expand the classes subject to the Penny Pilot on a quarterly basis, 75 classes at a time through August 2010. For instance, if BATS Options commences operations on February 16, 2010, then the Exchange will trade all classes trading pursuant to the Penny Pilot on other options

exchanges as of that date and will add 75 classes in May 2010 and 75 additional classes in August 2010. In order to reduce operational confusion and provide for appropriate time to update databases, the Exchange proposes to add the eligible issues to the Penny Pilot effective for trading on the Monday ten days after Expiration Friday. Thus, as applicable, the quarterly additions would be effective on February 1, 2010; May 3, 2010; and August 2, 2010. For purposes of identifying the issues to be added per quarter, the Exchange shall use data from the prior six calendar months preceding the implementation month, except that the month immediately preceding their addition to the Penny Pilot would not be utilized for purposes of the analysis. The new classes added by the Exchange on a quarterly basis will represent the 75 most actively traded multiply listed options classes based on national average daily volume for the six months prior to selection, closing under \$200 per share on the Expiration Friday prior to expansion, except that the month immediately preceding their addition to the Penny Pilot will not be used for the purpose of the six month analysis.⁴ The Exchange will specify which options trade in the Penny Pilot, and in what increments, in Information Circulars filed with the Commission pursuant to Rule 19b-4 under the Exchange Act and distributed to Members. The Exchange represents that it has the necessary system capacity to support any additional series listed as part of the Penny Pilot.

The Exchange agrees to submit semi-annual reports to the Commission that will include sample data and written analysis of information collected from April 1 through September 30, and from October 1 through March 31, for each year, for first the 63

⁴ Index products would be included in the expansion if the underlying index level was under 200.

classes traded pursuant to the Penny Pilot by other options exchanges (the “Initial Classes”), and the ten most active and twenty least active options classes added to the Penny Pilot with each quarterly expansion, commencing with the expansion that occurred on November 2, 2009. As the Penny Pilot matures and expands, the Exchange believes that this proposed sampling approach provides an appropriate means by which to monitor and assess the Penny Pilot’s impact. The Exchange will also identify, for comparison purposes, a control group consisting of the ten least active options classes from the Initial Classes. This report will include, but is not limited to: (1) data and written analysis on the number of quotations generated for options included in the report; (2) an assessment of the quotation spreads for the options included in the report; (3) an assessment of the impact of the Penny Pilot on the capacity of the Exchange’s automated systems; (4) data reflecting the size and depth of markets; and (5) any capacity problems or other problems that arose related to the operation of the Penny Pilot and how the Exchange addressed them.

Additionally, the Exchange proposes that any Penny Pilot issues that have been delisted may be replaced on a semi-annual basis by the next most actively traded multiply listed options classes that are not yet included in the Penny Pilot, based on trading activity in the previous six months. The replacement issues, as applicable, would be added to the Penny Pilot Program on the second trading day following January 1, 2010 and July 1, 2010. The Exchange will employ the same parameters to prospective replacement issues as approved and applicable under the Penny Pilot Program, including excluding high-priced underlying securities. The replacement issues will be announced in Information Circulars distributed to Members.

Order Types. The proposed System will make available to Options Members Reserve Orders, Limit Orders, Minimum Quantity Orders, Discretionary Orders, Market Orders, Price Improving Orders, Destination Specific Orders, BATS Only Orders, BATS Post Only Orders, Partial Post Only at Limit Orders, Intermarket Sweep Orders, and Directed Intermarket Sweep Orders, with characteristics and functionality similar to what is currently approved for use in the Exchange's equities trading facility or on other options exchanges.

"Reserve Orders" are limit orders that have both a displayed size as well as an additional non-displayed amount. Both the displayed and non-displayed portions of the Reserve Order are available for potential execution against incoming orders. If the displayed portion of a Reserve Order is fully executed, the System will replenish the display portion from reserve up to the size of the original display amount. A new timestamp is created for the replenished portion of the order each time it is replenished from reserve, while the reserve portion retains the timestamp of its original entry.

"Limit Orders" are orders to buy or sell an option at a specified price or better. A limit order is marketable when, for a limit order to buy, at the time it is entered into the System, the order is priced at the current inside offer or higher, or for a limit order to sell, at the time it is entered into the System, the order is priced at the inside bid or lower.

"Minimum Quantity Orders" are orders that require that a specified minimum quantity of contracts be obtained, or the order is cancelled. Minimum Quantity Orders may only be entered with a time-in-force designation of Immediate or Cancel.

"Discretionary Orders" are orders that have a displayed price and size, as well as a non-displayed discretionary price range, at which the entering party, if necessary, is

also willing to buy or sell. The non-displayed trading interest is not entered into the BATS Options Book but is, along with the displayed size, converted to an IOC buy (sell) order priced at the highest (lowest) price in the discretionary price range when displayed contracts become available on the opposite side of the market or an execution takes place at any price within the discretionary price range. The generation of this IOC order is triggered by the automatic cancellation of the displayed contracts portion of the Discretionary Order. If more than one Discretionary Order is available for conversion to an IOC order, the System will convert and process all such orders in the same priority in which such Discretionary Orders were entered. If an IOC order is not executed in full, the unexecuted portion of the order is automatically re-posted and displayed in the BATS Options Book with a new time stamp, at its original displayed price, and with its non-displayed discretionary price range.

“Market Orders” are orders to buy or sell at the best price available at the time of execution.

“Price Improving Orders” are orders to buy or sell an option at a specified price at an increment smaller than the minimum price variation in the security. Price Improving Orders may be entered in increments as small as (1) one cent. Price Improving Orders that are available for display shall be displayed at the minimum price variation in that security and shall be rounded up for sell orders and rounded down for buy orders. Unless a User has entered instructions not to do so, Price Improving Orders will be subject to the “displayed price sliding process.” Pursuant to the displayed price sliding process, a Price Improving Order that after rounding to the minimum price variation, or any other order to be displayed on the BATS Book that at the time of entry, would lock or cross a Protected

Quotation (collectively, “the original locking price”): (A) such order will be displayed by the System at one minimum price variation below the current NBO (for bids) or to one minimum price variation above the current NBB (for offers); and (B) in the event the NBBO changes such that the order at the original locking price would not lock or cross a Protected Quotation, the order will receive a new timestamp, and will be displayed at the original locking price.

“Destination Specific Orders” are market or limit orders that instruct the System to route the order to a specified away trading center, after exposing the order to the BATS Options Book. Destination Specific Orders that are not executed in full after routing away are processed by the Exchange as described in Rules 21.8 and 21.9.

“BATS Only Orders” are orders that are to be ranked and executed on the Exchange pursuant to Rule 21.8 (Order Display and Book Processing) or cancelled, as appropriate, without routing away to another trading center. A BATS Only Order that, at the time of entry, would cross a Protected Quotation will be repriced to the locking price and ranked at such price in the BATS Options Book. A BATS Only Order will be subject to the displayed price sliding process unless a User has entered instructions not to use the displayed price sliding process as set forth in Rule 21.1(d)(6).

“BATS Post Only Orders” are orders that are to be ranked and executed on the Exchange pursuant to Rule 21.8 or cancelled, as appropriate, without routing away to another trading center except that the order will not remove liquidity from the BATS Options Book. A BATS Post Only Order will be subject to the displayed price sliding process unless a User has entered instructions not to use the displayed price sliding process as set forth in Rule 21.1(d)(6).

“Partial Post Only at Limit Orders” are orders that are to be ranked and executed on the Exchange pursuant to Rule 21.8 or cancelled, as appropriate, without routing away to another trading center except that the order will only remove liquidity from the BATS Options Book under the following circumstances: (a) a Partial Post Only at Limit Order will remove liquidity from the BATS Options Book up to the full size of the order if, at the time of receipt, it can be executed at prices better than its limit price (*i.e.*, price improvement); (b) regardless of any liquidity removed from the BATS Options Book under the circumstances described in paragraph (a) above, a User may enter a Partial Post Only at Limit Order instructing the Exchange to also remove liquidity from the BATS Options Book at the order’s limit price up to a designated percentage of the remaining size of the order after any execution pursuant to paragraph (A) above (“Maximum Remove Percentage”) if, after removing such liquidity at the order’s limit price, the remainder of such order can then post to the BATS Options Book. If no Maximum Remove Percentage is entered, such order will only remove liquidity to the extent such order will obtain price improvement as described in paragraph (A) above. A Partial Post Only at Limit Order will be subject to the displayed price sliding process unless a User has entered instructions not to use the displayed price sliding process as set forth in Rule 21.1(d)(6).

“Intermarket Sweep Orders” or “ISO” are orders that shall have the meaning provided in Rule 27.1, which relates to intermarket trading. Such orders may be executed at one or multiple price levels in the System without regard to Protected Quotations at other options exchanges (*i.e.*, may trade through such quotations). The Exchange relies on the marking of an order by a User as an ISO order when handling such order, and thus,

it is the entering Options Member's responsibility, not the Exchange's responsibility, to comply with the requirements relating to ISOs. ISOs are not eligible for routing pursuant to Rule 21.9.

"Directed Intermarket Sweep Orders" or "Directed ISOs" are ISOs entered by a User that bypass the System and are immediately routed by the Exchange to another options exchange specified by the User for execution. It is the entering Member's responsibility, not the Exchange's responsibility, to comply with the requirements relating to Intermarket Sweep Orders.

Time in Force Designations. Options Members entering orders into the System may designate such orders to remain in force and available for display and/or potential execution for varying periods of time. Unless cancelled earlier, once these time periods expire, the order (or the unexecuted portion thereof) is returned to the entering party.

"Good Til Day or "GTD" shall mean, for orders so designated, that if after entry into the System, the order is not fully executed, the order (or the unexecuted portion thereof) shall remain available for potential display and/or execution for the amount of time during such trading day specified by the entering User unless canceled by the entering party.

"Immediate Or Cancel" or "IOC" shall mean, for an order so designated, a limit order that is to be executed in whole or in part as soon as such order is received, and the portion not so executed is cancelled.

"DAY" shall mean, for an order so designated, a limit order to buy or sell which, if not executed expires at market close.

“WAIT” shall mean for orders so designated, that upon entry into the System, the order is held for one second without processing for potential display and/or execution. After one second, the order is processed for potential display and/or execution in accordance with all order entry instructions as determined by the entering party. This modifier is designed to enhance compliance with the order exposure requirement set forth in Rule 22.12 (Order Exposure Requirements). Rule 22.12 would prohibit Options Members from executing as principal on BATS Options orders they represent as agent unless (i) agency orders are first exposed on BATS Options for at least one (1) second or (ii) the Options Member has been bidding or offering on BATS Options for at least one (1) second prior to receiving an agency order that is executable against such bid or offer.

One Second Exposure Period. As noted above, proposed Rule 22.12 would require Options Members to expose their customers’ orders on the Exchange for at least one second under certain circumstances. During this one second exposure period, other Options Members will be able to enter orders to trade against the exposed order. In adopting a one-second order exposure period, the Exchange is proposing a requirement that is consistent with the Rules of other options exchanges.⁵ Thus, the exposure period will allow Options Members that are members of other options exchanges to comply with Rule 22.12 without programming separate time parameters into their systems for order entry or compliance purposes. The Exchange believes that market participants are sufficiently automated that a one second exposure period allows an adequate time for market participants to electronically respond to an order. Also, it is possible that market

⁵ See, e.g., CBOE Rules 6.45A, 6.45B, 6.74A and 6.74B; ISE Rule 717(d); NOM Chapter VII, Sec. 12.

participants might wait until the end of the exposure period, no matter how long, before responding. Thus, the Exchange believes that any longer than one second would not further the protection of investors or market participants, but rather, would potentially increase market risk to investors and other market participants by creating a longer period of time for the exposed order to be subject to market risk.

The Exchange's trading system for BATS Options is identical to the trading system currently used for equities trading on the Exchange today. The Exchange has had ample experience with that trading system to believe that one second is an adequate exposure period.⁶ Further, the Exchange believes that many of its current Members will be Options Members and that such current Members have demonstrated an ability to respond to orders in a timely fashion.

Member Match Trade Prevention Modifiers. As with its equities market, the Exchange will allow Options Members to use Member Match Trade Prevention ("MMTP") Modifiers. Any incoming order designated with an MMTP modifier will be prevented from executing against a resting opposite side order also designated with an MMTP modifier and originating from the same market participant identifier ("MPID"), Exchange Member identifier or Exchange Sponsored Participant identifier.

Market Opening Procedures. The System shall open options, other than index options, for trading based on the first transaction after 9:30 a.m. Eastern Time in the

⁶ For instance, for approximately three months in 2009, the Exchange offered functionality that exposed marketable orders to Exchange Members prior to routing, canceling or posting the order to the Exchange's order book. See Release No. 34-60040 (June 3, 2009), 74 FR 27577 (June 10, 2009). Pursuant to that functionality, orders were exposed to Exchange Members for a variable period of time up to 500 milliseconds. In the Exchange's experience, Exchange Members were able to and frequently did respond to such exposed orders.

securities underlying the options as reported on the first print disseminated pursuant to an effective national market system plan. With respect to index options, the System shall open such options for trading at 9:30 a.m. Eastern Time. Because the exchange does not propose to adopt an opening cross or similar process, the opening trade that occurs on the Exchange will be a trade in the ordinary course of dealings on the Exchange.

Accordingly, the System will ensure that the opening trade in an options series will not trade through a Protected Quotation (as defined in Rule 27.2) at another options exchange, consistent with the general standard regarding trade throughs articulated in proposed Rule 21.6(e).

Order Display/Matching System. The System will be based upon functionality currently approved for use in the Exchange's equities trading system. Specifically, the System will allow Options Members to enter market orders and priced limit orders to buy and sell BATS Options-listed options. The orders will be designated for display (price and size) on an anonymous basis in the order display service of the System.

Routing. The BATS Options Exchange will support orders that are designated to be routed to the National Best Bid and Offer ("NBBO") as well as orders that will execute only within BATS Options. Orders that are designated to execute at the NBBO will be routed to other options markets to be executed when the Exchange is not at the NBBO consistent with the Options Order Protection and Locked/Crossed Market Plan. Subject to the exceptions contained in proposed Rule 27.2(b), the System will ensure that an order will not be executed at a price that trades through another options exchange. An order that is designated by an Options Member as routable will be routed in compliance with applicable Trade-Through restrictions. Any order entered with a price that would

lock or cross a Protected Quotation that is not eligible for either routing or the displayed price sliding process as defined in proposed Rule 21.1(d)(6) will be cancelled.

BATS Options shall route orders in options via BATS Trading, Inc. (“BATS Trading”), which serves as the Outbound Router of the Exchange, as defined in Rule 2.11 (BATS Trading, Inc.). The function of the Outbound Router will be to route orders in options listed and open for trading on BATS Options to other options exchanges pursuant to BATS Options rules solely on behalf of BATS Options. The Outbound Router is subject to regulation as a facility of the Exchange, including the requirement to file proposed rule changes under Section 19 of the Act. Use of BATS Trading or Routing Services (as described below) to route orders to other market centers is optional. Parties that do not desire to use BATS Trading or other Routing Services provided by the Exchange must designate orders as not available for routing.

In the event the Exchange is not able to provide order routing services through its affiliated broker-dealer, the Exchange will route orders to other options exchanges in conjunction with one or more routing brokers that are not affiliated with the Exchange (“Routing Services”).

Book Processing. The System, like the equities facility, shall execute trading interest within the System in price/time priority, meaning it will execute all trading interest at the best price level within the System before executing trading interest at the next best price. Trading interest will be executed in the order set forth below, with the order clearly established as the first entered into the System within such category at each price level having priority up to the number of contracts specified in the order. At each price level between displayed trading interest, orders will be executed in the following

priority: (a) Price Improving Orders and orders subject to displayed price sliding and then (b) discretionary portion of discretionary orders as set forth in Rule 21.1(d)(4). At each price level that has displayed trading interest, orders will be executed in the following priority: (a) orders that are displayed within the System, then (b) the Non-Displayed portion of Reserve Orders, and then the (c) discretionary portion of discretionary orders as set forth in Rule 21.1(d)(4). Any order entered with a price that would lock or cross a Protected Quotation that is not eligible for either routing or the displayed price sliding process as defined in Rule 21.1(d)(6) will be cancelled.

Data Feed. The System will include a proprietary data feed which will display without attribution to Members' MPIDs Displayed Orders on both the bid and offer side of the market for price levels then within BATS Options using the minimum price variation applicable to that security.

\$1 Strike Program. Pursuant to proposed Rule 19.6, Supplementary Material .02, the interval between strike prices of series of options on individual stocks may be \$1.00 or greater (" \$1 Strike Prices") provided the strike price is \$50 or less, but not less than \$1. The listing of \$1 strike prices shall be limited to option classes overlying no more than fifty-five (55) individual stocks (the " \$1 Strike Price Program") as specifically designated by BATS Options. BATS Options may list \$1 Strike Prices on any other option classes if those classes are specifically designated by other national securities exchanges that employ a similar \$1 Strike Price Program under their respective rules.

To be eligible for inclusion into the \$1 Strike Price Program, an underlying security must close below \$50 in the primary market on the previous trading day. After a security is added to the \$1 Strike Price Program, BATS Options may list \$1 Strike Prices

from \$1 to \$50 that are no more than \$5 from the closing price of the underlying on the preceding day. For example, if the underlying security closes at \$13, BATS Options may list strike prices from \$8 to \$18. BATS Options may not list series with \$1 intervals within \$0.50 of an existing \$2.50 strike price (*e.g.*, \$12.50, \$17.50) in the same series. Additionally, for an option class selected for the \$1 Strike Price Program, BATS Options may not list \$1 Strike Prices on any series having greater than nine (9) months until expiration. A security shall remain in the \$ 1 Strike Price Program until otherwise designated by BATS Options.

For options classes selected to participate in the \$1 Strike Program, the Exchange will, on a monthly basis, review series that were originally listed under the \$1 Strike Program with strike prices that are more than \$5 from the current value of an options class and delist those series with no open interest in both the put and the call series having a: (1) strike higher than the highest strike price with open interest in the put and/or call series for a given expiration month; and (2) strike lower than the lowest strike price with open interest in the put and/or call series for a given expiration month. If the Exchange identifies series for delisting pursuant to this policy, the Exchange shall notify other options exchanges with similar delisting policies regarding the eligible series for delisting, and shall work jointly with such other exchanges to develop a uniform list of series to be delisted so as to ensure uniform series delisting of multiply listed options classes.

Notwithstanding the above delisting policy, the Exchange may grant member requests to add strikes and/or maintain strikes in series of options classes traded pursuant to the \$1 Strike Program that are eligible for delisting

With regard to the impact on system capacity, the Exchange has analyzed its capacity and represents that it and the Options Price Reporting Authority have the necessary systems capacity to handle the additional traffic associated with the listing and trading of option series that may be listed and traded in \$1 strikes.

In addition to \$1 strikes as proposed above, the Exchange proposes to offer options trading on series of options with \$2.50 strike price intervals, consistent with other options exchanges.

Options Order Protection and Locked/Crossed Market Plan Rules

The Exchange will participate in the recently-approved Options Order Protection and Locked/Crossed Market Plan (“New Plan”), and therefore will be required to comply with the obligations of Participants under the New Plan. The Exchange proposes to adopt rules relating to the New Plan that are substantially similar to the rules in place on or proposed by all of the options exchanges that are Participants to the New Plan.

The New Plan replaced the Plan for the Purpose of Creating and Operating an Intermarket Option Linkage (“Old Plan”). The Old Plan required its participant exchanges to operate a stand-alone system or “Linkage” for sending order-flow between exchanges to limit trade-throughs, and the Linkage was operated by the Options Clearing Corporation (“OCC”). The New Plan essentially applies the Regulation NMS price-protection provisions to the options markets. Similar to Regulation NMS, the New Plan requires the New Plan Participants to adopt rules “reasonably designed to prevent Trade-Throughs”, while exempting Intermarket Sweep Orders (“ISOs”) from that prohibition. The New Plan’s proposed definition of an ISO is essentially the same as under Regulation NMS. The remaining exceptions to the trade-through prohibition, discussed

more specifically below, either track those under Regulation NMS or correspond to unique aspects of the options market, or both.

The Rules in Chapter XXVII conform to the requirements of the New Plan. Rule 27.1 sets forth the defined terms for use under the New Plan. Rule 27.2 prohibits trade-throughs and exempts ISOs from that prohibition. Rule 27.2 also contains additional exceptions to the trade-through prohibition that track the exceptions under Regulation NMS or correspond to unique aspects of the BATS Options Exchange, or both.

Rule 27.3 sets forth the general prohibition against locking/crossing other eligible exchanges as well as several exceptions that permit locked markets in limited circumstances; such exceptions have been approved by the Commission for inclusion in the rules of other options exchanges. Specifically, the exceptions to the general prohibition on locking and crossing occur when (1) the locking or crossing quotation was displayed at a time when the Exchange was experiencing a failure, material delay, or malfunction of its systems or equipment; (2) the locking or crossing quotation was displayed at a time when there is a Crossed Market; or (3) the Member simultaneously routed an ISO to execute against the full displayed size of any locked or crossed Protected Bid or Protected Offer.

Rule 27.4 provides that the Exchange will continue to accept Principal Acting as Agent (“P/A”) and Principal Orders from options exchanges that continue to use such orders to address trade-throughs via the Linkage for a temporary period.

Securities Traded on BATS Options

General Listing Standards. The Exchange proposes to adopt listing standards for Options traded on BATS Options (Chapter XIX) as well as for Index Options

(Chapter XXIX) that are identical to the approved rules of other options exchanges.⁷ The Exchange will join the Options Listings Procedures Plan and will list and trade options already listed on other options exchanges. The Exchange will gradually phase-in its trading of options, beginning with a selection of actively traded options. At least initially, the Exchange does not plan to develop new options products or listing standards.

Quarterly Options Series Program. Pursuant to proposed Rule 29.11(g) the Exchange may list and trade options series that expire at the close of business on the last business day of a calendar quarter (“Quarterly Options Series”). The Exchange may list Quarterly Options Series for up to five (5) currently listed options classes that are either options on exchange traded funds (“ETF”) or index options. In addition, the Exchange may also list Quarterly Options Series on any options classes that are selected by other securities exchanges that employ a similar program under their respective rules.

The Exchange may list series that expire at the end of the next consecutive four (4) calendar quarters, as well as the fourth quarter of the next calendar year. For example, if the Exchange is trading Quarterly Options Series in the month of May 2010, it may list series that expire at the end of the second, third, and fourth quarters of 2010, as well as the first and fourth quarters of 2011. Following the second quarter 2010 expiration, the Exchange could add series that expire at the end of the second quarter of 2011.

For each class of ETF options selected for the Quarterly Options Series program, the Exchange may list strike prices within \$5 from the previous day’s closing price of the

⁷ See Rules of NOM, Chapters IV and XIV and the Rules of BOX, Chapters IV and XIV.

underlying security at the time of initial listing. Subsequently, the Exchange may list up to 60 additional strike prices that are within thirty percent (30%) of the previous day's close, or more than 30% away from the previous day's close provided demonstrated customer interest exists for such series.⁵

The Exchange has also proposed a delisting policy with respect to Quarterly Options Series in ETF options. On a monthly basis, the Exchange will review series that are outside of a range of five (5) strikes above and five (5) strikes below the current price of the ETF, and delist series with no open interest in both the call and the put series having a (1) strike higher than the highest price with open interest in the put and/or call series for a given expiration month; and (2) strike lower than the lowest strike price with open interest in the put and/or the call series for a given expiration month.

Notwithstanding the delisting policy, customer requests to add strikes and/or maintain strikes in Quarterly Options Series eligible for delisting shall be granted..

The Exchange also may list Quarterly Option Series based on an underlying index pursuant to similar provisions in Rule 29.11. There are two noteworthy distinctions between the rules for listing Quarterly Options Series based on an ETF versus Quarterly Options Series based on an index. First, whereas the initial listing of Quarterly Options Series based on an underlying ETF is restricted to strike prices within \$5 from the previous day's closing price of the underlying security, the initial listing of strikes for Quarterly Options Series based on an underlying index is restricted to: (i) a price that is within thirty percent (30%) of the previous day's close, and (ii) no more than five strikes above and five strikes below the value of the underlying index. Second, whereas the Exchange may list up to 60 additional strike prices for each Quarterly Options Series

based on an ETF, there is no firm cap on the additional listing of strikes for Quarterly Options Series based on an underlying index; rather, additional strike prices may be listed provided the new listings do not result in more than five strike prices on the same side of the underlying index value as the new listings.

The interval between strike prices on Quarterly Options Series shall be the same as the interval for strike prices for series in that same options class that expire in accordance with the normal monthly expiration cycle.

With regard to the impact on system capacity, the Exchange has analyzed its capacity and represents that it and the Options Price Reporting Authority have the necessary systems capacity to handle the additional traffic associated with the listing and trading of options series pursuant to the above-described Quarterly Options Series program.

Conduct and Operational Rules for Options Members

BATS proposes to adopt rules that are substantially similar to the approved rules of other options exchanges. Thus, BATS proposes to adopt rules that are substantially similar to the rules of NOM regarding: exercises and deliveries (Chapter XXIII); records, reports and audits (Chapter XXIV); and minor rule violations (Chapter XXV).

BATS proposes to adopt rules that are similar to the rules of NOM, with certain proposed changes and omissions, regarding: doing business with the public (Chapter XXVI); and margin (Chapter XXVIII). For example, with respect to its rules applicable to doing business with the public, contained in proposed Chapter XXVI, BATS has not proposed rules consistent with certain NOM rules to the extent the Exchange believes such requirements are contained in other sections of the Exchange's existing Rules or that

such requirements are not consistent with the Exchange's existing regulatory structure. For example, the Exchange has consolidated applicable rules requiring options principal registration into proposed BATS Rule 17.2(g) because, as proposed, Options Principal registration is not limited to personnel associated with Options Members that do business with the public. Similarly, the Exchange intends to require Authorized Traders of Options Members to comply with existing Exchange registration requirements applicable to all Authorized Traders.⁸ Accordingly, the Exchange has omitted specific rules applicable to registration of representatives. As another example, the Exchange has not proposed addition of a fidelity bond requirement to its doing business with the public rules for BATS Options, but rather, as noted below, has proposed addition of a fidelity bond rule (Rule 2.12) to its general membership rules. With respect to its proposed margin rules, contained in proposed Chapter XXVIII, the Exchange has not proposed adoption of a rule applicable to joint back office arrangements because proposed Rule 28.3 requires Options Members to comply with either the margin rules of the New York Stock Exchange or the Chicago Board Options Exchange, and both exchanges have rules that address joint back office requirements. Thus, although the Exchange has proposed rules that differ in certain instances from the rules of NOM, the Exchange does not believe that such differences create any material regulatory gaps between the rules applicable to Exchange Options Members and members of other options exchanges.

BATS further proposes to adopt Business Conduct Rules (Chapter XVIII) that are consistent with the NOM and BOX Business Conduct Rules, with certain exceptions.⁹

⁸ See BATS Rule 2.5, Interpretation and Policy .01 and BATS Rule 11.4.

⁹ See Rules of NOM, Chapter III and BOX, Chapter III.

Specifically, with respect to Position Limits (Rule 18.7) and Exercise Limits (Rule 18.9), the Exchange is proposing to apply the limits established pursuant to the rules of the Chicago Board Options Exchange (“CBOE”), although the Exchange will establish such limits for products not traded on the CBOE. By expressly incorporating an already-approved limit, the Exchange will ensure that an appropriate limit is in place at all times without the need to continually adjust its rule manually or to disrupt the operations of its Members. With respect to financial and operational rules, the Exchange proposes to adopt rules similar to those of existing options exchanges regarding: exercises and deliveries, margin, net capital, and books and records.

National Market System

The BATS Options Exchange will operate as a full and equal participant in the national market system for options trading established under Section 11A of the Exchange Act, just as its equities market participates today. The BATS Options Exchange will become a member of the Options Price Reporting Authority (“OPRA”), the Options Linkage Authority (“OLA”), the Options Regulatory Surveillance Authority (“ORSA”), and the Options Listing Procedures Plan (“OLPP”).

The Exchange expects to participate in those plans on the same terms currently applicable to current members of those plans, and it expects little or no plan impact due to the fact that the Exchange’s market will operate on price/time priority. The Exchange has contacted the leadership of each options-related national market system plan to begin the membership process.

Regulation

The Exchange will leverage many of the structures it established to operate a national securities exchange in compliance with Section 6 of the Exchange Act. As described in more detail below, there will be three elements of that regulation: (1) the Exchange will join the existing options industry agreements pursuant to Section 17(d) of the Exchange Act, as it did with respect to equities, (2) the Exchange's Regulatory Services Agreement with FINRA will govern many aspects of the regulation and discipline of Members that participate in options trading, just as it does for equities regulation, and (3) the Exchange will perform options listing regulation, as well as authorize Options Members to trade on BATS Options, and conduct surveillance of options trading as it does today for equities. Section 17(d) of the Exchange Act and the related Exchange Act rules permit SROs to allocate certain regulatory responsibilities to avoid duplicative oversight and regulation. Under Exchange Act Rule 17d-1, the SEC designates one SRO to be the Designated Examining Authority, or DEA, for each broker-dealer that is a member of more than one SRO. The DEA is responsible for the financial aspects of that broker-dealer's regulatory oversight. Because BATS Options Members also must be members of at least one other SRO, the Exchange would generally not be designated as the DEA for any of its members.

Rule 17d-2 under the Act permits SROs to file with the Commission plans under which the SROs allocate among each other the responsibility to receive regulatory reports from, and examine and enforce compliance with specified provisions of the Act and rules thereunder and SRO rules by, firms that are members of more than one SRO ("common members"). If such a plan is declared effective by the Commission, an SRO that is a

party to the plan is relieved of regulatory responsibility as to any common member for whom responsibility is allocated under the plan to another SRO.

All of the options exchanges, FINRA, and NYSE have entered into the Options Sales Practices Agreement, a Rule 17d-2 agreement. Under this Agreement, the examining SROs will examine firms that are common members of the Exchange and the particular examining SRO for compliance with certain provisions of the Act, certain of the rules and regulations adopted thereunder, certain examining SRO rules, and certain BATS Options Rules. In addition, BATS Options Rules contemplate participation in this Agreement by requiring that any Options Member also be a member of at least one of the examining SROs.

For those regulatory responsibilities that fall outside the scope of any Rule 17d-2 agreements, the Exchange will retain full regulatory responsibility under the Exchange Act. However, the Exchange has entered into a Regulatory Services Agreement with FINRA, pursuant to which FINRA personnel operate as agents for the Exchange in performing certain of these functions. As is the case with the BATS equities market, the Exchange will supervise FINRA and continue to bear ultimate regulatory responsibility for the BATS Options Exchange.

Consistent with the Exchange's existing regulatory structure, the Exchange's Chief Regulatory Officer shall have general supervision of the regulatory operations of BATS Options, including responsibility for overseeing the surveillance, examination, and enforcement functions and for administering all regulatory services agreements applicable to BATS Options. Similarly, the Exchange's existing Regulatory Oversight Committee will be responsible for overseeing the adequacy and effectiveness of

Exchange's regulatory and self-regulatory organization responsibilities, including those applicable to BATS Options.

Finally, as it does with equities, the Exchange will perform automated surveillance of trading on BATS Options for the purpose of maintaining a fair and orderly market at all times. As it does with its equities trading, the Exchange will monitor BATS Options to identify unusual trading patterns and determine whether particular trading activity requires further regulatory investigation by FINRA.

In addition, the Exchange will oversee the process for determining and implementing trade halts, identifying and responding to unusual market conditions, and administering the Exchange's process for identifying and remediating "obvious errors" by and among its Options Members. BATS proposed rules (Chapter XX) regarding halts, unusual market conditions, extraordinary market volatility, obvious errors, and audit trail are closely modeled on the approved rules of NOM and BOX.¹⁰

Minor Rule Violation Plan

The Exchange's disciplinary rules, including Exchange Rules applicable to "minor rule violations," are set forth in Chapter VIII of the Exchange's current Rules. Such disciplinary rules will apply to Options Members and their associated persons.

The Commission approved the BATS Exchange's Minor Rule Violation Plan ("MRVP") in 2008.¹¹ The Exchange's MRVP specifies those uncontested minor rule violations with sanctions not exceeding \$2,500 that would not be subject to the provisions

¹⁰ See Rules of NOM, Chapter V, and BOX, Chapter V.

¹¹ See Release No. 34-58807 (October 17, 2008), 73 FR 63219 (October 23, 2008) (File No. 4-568) ("MRVP Order").

of Rule 19d-1(c)(1) under the Act¹² requiring that an SRO promptly file notice with the Commission of any final disciplinary action taken with respect to any person or organization.¹³ The Exchange's MRVP includes the policies and procedures included in Exchange Rule 8.15 (Imposition of Fines for Minor Violation(s) of Rules) and in Rule 8.15, Interpretations and Policy .01.

The Exchange proposes to amend its MRVP and Rule 8.15, Interpretation and Policy .01 to include proposed Rule 25.3 (Penalty for Minor Rule Violations).¹⁴ The rules included in proposed Rule 25.3 as appropriate for disposition under the Exchange's MRVP are: (a) Position Limit violations for both customer accounts as well as the accounts of Options Members that are Exchange Members; (b) Order Entry violations regarding restrictions on orders entered by Market Makers, and (c) Continuous Quote violations regarding Market Maker continuous bids and offers. The rules included in Rule 25.3 are the same as the rules included in the MRVPs of other options exchanges.¹⁵

¹² 17 CFR 240.19d-1(c)(1).

¹³ The Commission adopted amendments to paragraph (c) of Rule 19d-1 to allow SROs to submit for Commission approval plans for the abbreviated reporting of minor disciplinary infractions. See Release No. 34-21013 (June 1, 1984), 49 FR 23828 (June 8, 1984). Any disciplinary action taken by an SRO against any person for violation of a rule of the SRO which has been designated as a minor rule violation pursuant to such a plan filed with and declared effective by the Commission will not be considered "final" for purposes of Section 19(d)(1) of the Act if the sanction imposed consists of a fine not exceeding \$2,500 and the sanctioned person has not sought an adjudication, including a hearing, or otherwise exhausted his administrative remedies.

¹⁴ In the MRVP Order, the Commission noted that the Exchange proposed that any amendments to Rule 8.15.01 made pursuant to a rule filing submitted under Rule 19b-4 of the Act would automatically be deemed a request by the Exchange for Commission approval of a modification to its MRVP. See MRVP Order, supra note 11, at note 6.

¹⁵ See, e.g., NOM, Chapter X, Section 7, and BOX, Chapter X, Section 2.

Upon implementation of this proposal, the Exchange will include the enumerated options trading rule violations in the Exchange's standard quarterly report of actions taken on minor rule violations under the MRVP. The quarterly report includes: the Exchange's internal file number for the case, the name of the individual and/or organization, the nature of the violation, the specific rule provision violated, the sanction imposed, the number of times the rule violation has occurred, and the date of disposition.

The Exchange's MRVP, as proposed to be amended, is consistent with Sections 6(b)(1), 6(b)(5) and 6(b)(6) of the Act, which require, in part, that an exchange have the capacity to enforce compliance with, and provide appropriate discipline for, violations of the rules of the Commission and of the exchange.¹⁶ In addition, because amended Rule 8.15 will offer procedural rights to a person sanctioned for a violation listed in proposed Rule 25.3, the Exchange will provide a fair procedure for the disciplining of members and associated persons, consistent with Section 6(b)(7) of the Act.¹⁷

This proposal to include the rules listed in Rule 25.3 in the Exchange's MRVP is consistent with the public interest, the protection of investors, or otherwise in furtherance of the purposes of the Act, as required by Rule 19d-1(c)(2) under the Act,¹⁸ because it should strengthen the Exchange's ability to carry out its oversight and enforcement responsibilities as an SRO in cases where full disciplinary proceedings are unsuitable in view of the minor nature of the particular violation. In requesting the proposed change to the MRVP, the Exchange in no way minimizes the importance of compliance with

¹⁶ 15 U.S.C. 78f(b)(1), 78f(b)(5) and 78f(b)(6).

¹⁷ 15 U.S.C. 78f(b)(7).

¹⁸ 17 CFR 240.19d-1(c)(2).

Exchange Rules and all other rules subject to the imposition of fines under the MRVP. However, the MRVP provides a reasonable means of addressing rule violations that do not rise to the level of requiring formal disciplinary proceedings, while providing greater flexibility in handling certain violations. The Exchange will continue to conduct surveillance with due diligence and make a determination based on its findings, on a case-by-case basis, whether a fine of more or less than the recommended amount is appropriate for a violation under the MRVP or whether a violation requires a formal disciplinary action.

Amendments to Existing BATS Exchange Rules

In addition to the Rules proposed above, the Exchange proposes to amend certain of its existing rules in order to provide clarity regarding certain regulatory processes already utilized by the Exchange. Specifically, the Exchange proposes to add Interpretations and Policies .03 and .04 to Rule 2.5, which state that associated persons must register and terminate registration via standard industry forms, Forms U4 and U5, respectively. Such forms must be filed through the Central Registration Depository (“CRD”). In addition, the Exchange currently requires applicants for membership in the Exchange to file information regarding their executive officers, directors, principal shareholders and general partners. The Exchange proposes to add Rule 2.6(g) in order to codify this application requirement and to require applicants approved as Members to keep such information current with the Exchange.

The Exchange also proposes to adopt new Rules 2.12 and 3.22, related to fidelity bonds and gratuities, respectively, to achieve more consistency with the regulatory structure of other exchanges. Proposed Rule 2.12 is based on NASDAQ Rule 3020, and

proposed Rule 3.22 is identical to ISE Rule 406. Finally, in order to accommodate potential exemption requests pursuant to the proposed fidelity bond rule, Rule 2.12, the Exchange proposes adoption of Rule 1.6, which will provide a framework for requests for exemptions.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the provisions of the Act,¹⁹ in general and with Section 6(b)(5) of the Act,²⁰ in particular, in that it is designed to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest; and are not designed to permit unfair discrimination between customers, issuers, brokers, or dealers, or to regulate by virtue of any authority conferred by this title matters not related to the purposes of this title or the administration of the exchange.

The BATS Options Exchange will benefit individual investors, options trading firms, and the options market generally. The entry of an innovative, low-cost competitor such as BATS Options will promote competition, spurring existing markets to improve their own execution systems and reduce trading costs. BATS Options will differentiate its market by offering executions in price/time priority, a feature that should increase order interaction and yield better executions. The execution system of the BATS Options

¹⁹ 15 U.S.C. 78a et seq.

²⁰ 15 U.S.C. 78f(b)(5).

Exchange will be designed to quote in penny increments where consistent with the Commission's penny pilot program for options, advancing the Commission's efforts to move the industry to penny quoting in an orderly fashion and helping to narrow spreads, reduce payment for order flow, and enhance price competition.

(B) Self-Regulatory Organization's Statement on Burden on Competition

The Exchange does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. The Exchange operates in an intensely competitive global marketplace for transaction services. Relying on its array of services and benefits, the Exchange competes for the privilege of providing market services to broker-dealers. The Exchange's ability to compete in this environment is based in large part on the quality of its trading systems, the overall quality of its market and its attractiveness to the largest number of investors, as measured by speed, likelihood and cost of executions, as well as spreads, fairness, and transparency.

BATS Options will incorporate the best functional elements from the Exchange's equity market. The proposed rule change will reduce overall trading costs and increase price competition, both pro-competitive developments, and will promote further initiative and innovation among market centers and market participants.

(C) Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

Written comments were neither solicited nor received.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

Within 35 days of the date of publication of this notice in the Federal Register or within such longer period (i) as the Commission may designate up to 90 days of such date

if it finds such longer period to be appropriate and publishes its reasons for so finding or

(ii) as to which the self-regulatory organization consents, the Commission will:

- (1) by order approve such proposed rule change, or
- (2) institute proceedings to determine whether the proposed rule change should be disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change, as amended, is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File No. SR-BATS-2009-031 on the subject line.

Paper comments:

- Send paper comments in triplicate to Elizabeth M. Murphy, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-BATS-2009-031. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The

Commission will post all comments on the Commission's Internet Web site

(<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for

inspection and copying in the Commission's Public Reference Room, 100 F Street, NE, Washington, DC 20549. Copies of such filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly.

All submissions should refer to File No. SR-BATS-2009-031 and should be submitted on or before [insert date 21 days from publication in the Federal Register]. For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.²¹

Florence E. Harmon
Deputy Secretary

²¹ 17 CFR 200.30-3(a)(12).

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

Rules of BATS Exchange, Inc.

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

Rule 1.6. Procedures for Exemptions

(a) Application.

(1) Where to File. A Member seeking exemptive relief as specifically permitted under any Exchange Rule shall file a written application with the appropriate Exchange department or staff as specified by the Exchange.

(2) Content. An application filed pursuant to this Rule shall contain the Member's name and address, the name of a person associated with the Member who will serve as the primary contact for the application, the Rule from which the Member is seeking an exemption, and a detailed statement of the grounds for granting the exemption. If the Member does not want the application or the decision on the application to be publicly available in whole or in part, the Member also shall include in its application a detailed statement, including supporting facts, showing good cause for treating the application or decision as confidential in whole or in part.

(b) Decision.

After considering an application, Exchange staff shall issue a written decision setting forth its findings and conclusions. The decision shall be served on the applicant either personally or by leaving the same at his place of business or by deposit in the United States post office, postage prepaid, by registered or certified mail addressed to the applicant at his last known place of business. After the decision is served on the applicant, the application and decision shall be publicly available unless Exchange staff determines that the applicant has shown good cause for treating the application or decision as confidential in whole or in part.

(c) Appeal.

Decisions made under this Rule may be appealed pursuant to Chapter X of the Exchange Rules governing adverse action.

CHAPTER II. MEMBERS OF THE EXCHANGE

Rule 2.5. Restrictions

(a) – (e) (No changes to text.)

Interpretations and Policies

.01 - .02 (No changes to text.)

.03 Registration Procedures.

Persons associated with a Member registering with the Exchange shall electronically file a Form U4 with the Central Registration Depository (“CRD”) System by appropriately checking the Exchange as a requested registration on the electronic Form U4 filing. Any person required to complete Form U4 shall promptly electronically file any required amendments to Form U4 with the CRD System.

.04 Termination of Employment.

(a) The discharge or termination of employment of any person registered with the Exchange, together with the reasons therefor, shall be electronically reported to the CRD System, by a Member immediately following the date of termination, but in no event later than thirty (30) days following termination on a Uniform Termination Notice for Securities Industry Registration (“Form U5”). A copy of said termination notice shall be provided concurrently to the person whose association has been terminated.

(b) The Member shall electronically report to the CRD System, by means of an amendment to the Form U5 filed pursuant to paragraph (a) above, in the event that the Member learns of facts or circumstances causing any information set forth in the notice to become inaccurate or incomplete. Such amendment shall be provided concurrently to the person whose association has been terminated no later than thirty (30) days after the Member learns of the facts or circumstances giving rise to the amendment.

Rule 2.6. Application Procedures for Membership or to become an Associated .
Person of a Member

(a) – (f) (No changes in text.)

(g) Each applicant shall file with the Exchange a list and descriptive identification of those persons associated with the applicant who are its executive officers, directors, principal shareholders, and general partners. Such persons shall file with the Exchange a Uniform Application for Securities Industry Registration or Transfer (“Form U4”). Applicants approved as Members of the Exchange must keep such information current with the Exchange.

Rule 2.12. Fidelity Bonds

(a) Each Member required to join the Securities Investor Protection Corporation who has employees and who is a member in good standing of another self-regulatory organization shall follow the applicable fidelity bond rule of the self-regulatory organization to which it is designated by the Commission for financial responsibility pursuant to Section 17 of the Act and SEC Rule 17d-1 thereunder.

(b) A Member designated to the Exchange for oversight pursuant to SEC Rule 17d-1 shall comply with NASD Rule 3020 as if such Rule were part of the Exchange's Rules.

(c) For purposes of this Rule:

(1) References to an "Association member" shall be construed as references to a "Member".

(2) References to Article I, paragraph (q) of the By-Laws shall be construed as references to Exchange Rule 1.5(q).

(d) Pursuant to Rule 1.6, any Member subject to paragraph (c) of NASD Rule 3020, through the application of paragraph (b) above, may apply to the Exchange for an exemption from such requirements. The exemption may be granted upon a showing of good cause, including a substantial change in the circumstances or nature of the Member's business that results in a lower net capital requirement. The Exchange may issue an exemption subject to any condition or limitation upon a member's bonding coverage that is deemed necessary to protect the public and serve the purposes of this Rule.

CHAPTER III. RULES OF FAIR PRACTICE

Rule 3.22. Gratuities

No Member shall give any compensation or gratuity in any one year in excess of \$50.00 to any employee of the Exchange or in excess of \$100.00 to any employee of any other Member or of any non-Member broker, dealer, bank or institution, without the prior consent of the employer and of the Exchange.

CHAPTER VIII. DISCIPLINE

Rule 8.15. Imposition of Fines for Minor Violation(s) of Rules

(a) – (e) (No changes to text.)

Interpretations and Policies

.01 List of Exchange Rule Violations and Recommended Fine Schedule Pursuant to Rule 8.15:

(No changes to text.)

(a) – (e) (No changes to text.)

Recommended Fines for 8.15.01(f): see Rule 25.3

(f) Rules contained in the Rules applicable to BATS Options, as set forth in Rule 25.3 (Penalty for Minor Rule Violations).

Options Trading Rules of BATS Exchange, Inc.

CHAPTER XVI. GENERAL PROVISIONS

16.1. Definitions

(a) With respect to the Rules contained in Chapters XVI to XXIX below, relating to the trading of options contracts on the Exchange, the following terms shall have the meanings specified in this Rule. A term defined elsewhere in the Exchange Rules shall have the same meaning with respect to this Chapter XVI, unless otherwise defined below.

(1) The term “aggregate exercise price” means the exercise price of an options contract multiplied by the number of units of the underlying security covered by the options contract.

(2) The term “American-style option” means an options contract that, subject to the provisions of Rule 23.1 (relating to the cutoff time for exercise instructions) and to the Rules of the Clearing Corporation, may be exercised at any time from its commencement time until its expiration.

(3) The terms “associated person” or “person associated with an Options Member” mean any partner, officer, director, or branch manager of an Options Member (or any person occupying a similar status or performing similar functions), any person directly or indirectly controlling, controlled by, or under common control with an Options Member or any employee of an Options Member.

(4) The terms “BATS Exchange” or “Exchange” mean the BATS Exchange, Inc.

(5) The terms “BATS Exchange Rules” or “Exchange Rules” mean the rules of the Exchange, including those for equities and options.

(6) The term “bid” means a limit order to buy one or more options contracts.

(7) The term “Board” means the Board of Directors of the BATS Exchange, Inc.

(8) The term “BATS Options” means the BATS Exchange Options Market, an options trading facility of the Exchange under Section 3(a)(2) of the Exchange Act.

(9) The term “BATS Options Book” means the electronic book of options orders maintained by the Trading System.

(10) The term “rules of BATS Options” mean the rules contained in Chapters XVI to XXIX of the BATS Exchange Rules governing the trading of options on the Exchange.

(11) The term “BATS Options Transaction” means a transaction involving an options contract that is effected on or through BATS Options or its facilities or systems.

(12) The term “call” means an options contract under which the holder of the option has the right, in accordance with the terms of the option, to purchase from the Clearing Corporation the number of shares of the underlying security covered by the options contract.

(13) The term “class of options” means all options contracts of the same type and style covering the same underlying security.

(14) The terms “Clearing Corporation” or “OCC” mean The Options Clearing Corporation.

(15) The term “Clearing Member” means an Options Member that is self-clearing or an Options Member that clears BATS Options Transactions for other Members of BATS Options.

(16) The term “closing purchase transaction” means a BATS Options Transaction that reduces or eliminates a short position in an options contract.

(17) The term “closing writing transaction” means a BATS Options Transaction that reduces or eliminates a long position in an options contract.

(18) The term “covered short position” means (i) an options position where the obligation of the writer of a call option is secured by a “specific deposit” or an “escrow deposit” meeting the conditions of Rules 610(f) or 610(g), respectively, of the Rules of the Clearing Corporation, or the writer holds in the same account as the short position, on a share-for-share basis, a long position either in the underlying security or in an options contract of the same class of options where the exercise price of the options contract in

such long position is equal to or less than the exercise price of the options contract in such short position; and (ii) an options position where the writer of a put option holds in the same account as the short position, on a share-for-share basis, a long position in an options contract of the same class of options where the exercise price of the options contract in such long position is equal to or greater than the exercise price of the options contract in such short position.

(19) The term “Customer” means a Public Customer or a broker-dealer.

(20) The term “Customer Order” means an agency order for the account of a Customer.

(21) The term “discretion” means the authority of a broker or dealer to determine for a Customer the type of option, the class or series of options, the number of contracts, or whether options are to be bought or sold.

(22) The term “European-style option” means an options contract that, subject to the provisions of Rule 23.1 (relating to the cutoff time for exercise instructions) and to the Rules of the Clearing Corporation, can be exercised only on its expiration date.

(23) The term “Exchange Act” means the Securities Exchange Act of 1934, as amended, or Rules thereunder.

(24) The term “exercise price” means the specified price per unit at which the underlying security may be purchased or sold upon the exercise of an options contract.

(25) The terms “he,” “him” or “his” shall be deemed to refer to persons of female as well as male gender, and to include organizations, as well as individuals, when the context so requires.

(26) The term “index option” means an options contract that is an option on a broad-based, narrow-based or micro narrow-based index of equity securities prices.

(27) The term “individual equity option” means an options contract which is an option on an equity security.

(28) The term “long position” means a person’s interest as the holder of one or more options contracts.

(29) The term “NBB” means the national best bid, the term “NBO” means the national best offer, and the term “NBBO” means the national best bid or offer as calculated by BATS Options based on market information received by BATS Options from OPRA.

(30) The term “offer” means a limit order to sell one or more options contracts.

(31) The term “opening purchase transaction” means a BATS Options Transaction that creates or increases a long position in an options contract.

(32) The term “opening writing transaction” means a BATS Options Transaction that creates or increases a short position in an options contract.

(33) The term “options contract” mean a put or a call issued, or subject to issuance by the Clearing Corporation pursuant to the Rules of the Clearing Corporation.

(34) The terms “options market close” or “market close” mean the time specified by BATS Options for the cessation of trading in contracts on BATS Options for options on that market day.

(35) The terms “options market open” or “market open” mean the time specified by BATS Options for the commencement of trading in contracts on BATS Options for options on that market day.

(36) The terms “Options Order Entry Firm” or “Order Entry Firm” or “OEF” mean those Options Members representing as agent Customer Orders on BATS Options and those non-Market Maker Members conducting proprietary trading.

(37) The terms “Options Market Maker” or “Market Maker” mean an Options Member registered with the Exchange for the purpose of making markets in options contracts traded on the Exchange and that is vested with the rights and responsibilities specified in Chapter XXII of these Rules.

(38) The term “Options Member” means a firm, or organization that is registered with the Exchange pursuant to Chapter XVII of these Rules for purposes of participating in options trading on BATS Options as an “Options Order Entry Firm” or “Options Market Maker.”

(39) The term “Options Member Agreement” means the agreement to be executed by Options Members to qualify to participate on BATS Options.

(40) The term “Options Principal” means a person engaged in the management and supervision of the Options Member’s business pertaining to options contracts that has responsibility for the overall oversight of the Options Member’s options related activities on the Exchange.

(41) The term “OPRA” means the Options Price Reporting Authority.

(42) The term “order” means a firm commitment to buy or sell options contracts as defined in Rule 21.1(c).

(43) The term “outstanding” means an options contract which has been issued by the Clearing Corporation and has neither been the subject of a closing writing transaction nor has reached its expiration date.

(44) The term “primary market” means, in the case of securities listed on Nasdaq Stock Market, LLC (“Nasdaq”), the market that is identified as the listing market pursuant to Section X(d) of the approved national market system plan governing the

trading of Nasdaq-listed securities, and, in the case of securities listed on another national securities exchange, the market that is identified as the listing market pursuant to Section XI of the Consolidated Tape Association Plan.

(45) The term “Protected Quotation” has the meaning provided in Rule 27.1.

(46) The term “Public Customer” means a person that is not a broker or dealer in securities.

(47) The term “Public Customer Order” means an order for the account of a Public Customer.

(48) The term “put” means an options contract under which the holder of the option has the right, in accordance with the terms and provisions of the option and the Rules of the OCC, to sell to the Clearing Corporation the number of units of the underlying security covered by the options contract, at a price per unit equal to the exercise price, upon the timely exercise of such option.

(49) The terms “quote” or “quotation” mean a bid or offer entered by a Market Maker as a firm order that updates the Market Maker’s previous bid or offer, if any.

(50) The term “Responsible Person” shall mean a United States-based officer, director or management-level employee of an Options Member, who is registered with the Exchange as an Options Principal, responsible for the direct supervision and control of associated persons of that Options Member.

(51) The terms “Rules of the Clearing Corporation” or “Rules of the OCC” mean the Certificate of Incorporation, the By-Laws and the Rules of the Clearing Corporation, and all written interpretations thereof, as may be in effect from time to time.

(52) The terms “SEC” or “Commission” mean the United States Securities and Exchange Commission.

(53) The term “series of options” means all options contracts of the same class of options having the same exercise price and expiration date.

(54) The term “short position” means a person’s interest as the writer of one or more options contracts.

(55) The term “SRO” means a self-regulatory organization as defined in Section 3(a)(26) of the Exchange Act.

(56) The terms “Trading System” or “System” mean the automated trading system used by BATS Options for the trading of options contracts.

(57) The term “type of option” means the classification of an options contract as either a put or a call.

(58) The term “uncovered” means a short position in an options contract that is not covered.

(59) The term “underlying security” means the security that the Clearing Corporation shall be obligated to sell (in the case of a call option) or purchase (in the case of a put option) upon the valid exercise of an options contract.

(60) The term “User” means any Options Member or Sponsored Participant who is authorized to obtain access to the System pursuant to Rule 11.3 (Access).

Rule 16.2. Applicability

(a) The Rules contained in Chapters XVI to XXIX herein are the Exchange Rules applicable to the trading of options contracts issued by The Options Clearing Corporation through BATS Options, the terms and conditions of such contracts, the exercise and settlement thereof, the handling of orders, and the conduct of accounts and other matters relating to options trading on BATS Options.

(b) Except to the extent that specific Rules relating to options trading govern or unless the context otherwise requires, the provisions of the Exchange Rules shall be applicable to Options Members and to the trading of option contracts on BATS Options and, for purposes of their application with respect to Options Members and options trading shall be interpreted in light of the nature of options trading and the BATS Options market, and the fact that options on BATS Options shall be traded electronically through the Trading System. To the extent that the provisions of the Rules relating to options trading contained in Chapters XVI to XXIX are inconsistent with any other provisions of the Exchange Rules, the Rules relating to options trading shall control.

(c) For marketing and other purposes, the Exchange’s options market facility may be referred to as the “BATS Options Exchange” or “BATS Options.”

(d) These Rules generally require Options Members conducting business with the public to comply with applicable requirements of the United States federal securities laws and regulations promulgated thereunder by the Securities and Exchange Commission. To the extent that certain aspects of the federal securities laws and regulations promulgated thereunder do not apply to non-U.S. firms conducting business with non-U.S. customers, these Rules shall be interpreted accordingly, so long as such interpretation is consistent with the maintenance of a fair and orderly options market. In such case, however, such non-U.S. Options Members must comply with all reasonably comparable laws and regulations of their home countries or of the home countries of their customers, as applicable.

CHAPTER XVII. PARTICIPATION

Rule 17.1. Options Participation

(a) These Rules establish a new category of BATS Exchange member participation called “Options Member.” Only Options Members may transact business on BATS Options via the Trading System. Options Members may trade options for their own proprietary accounts or,

if authorized to do so under applicable law, and consistent with these Rules and with applicable law and SEC rules and regulations, may conduct business on behalf of Customers.

(b) A prospective Options Member must:

(1) complete an Options Member Application in the form prescribed by the Exchange;

(2) provide such other information as required by the Exchange;

(3) be an existing member or become a Member of the Exchange, pursuant to Chapter II (Members of the Exchange), and continue to abide by the requirements of the Chapter II Exchange Rules with respect to participation in BATS Options; and

(4) enter into an Options Member Agreement in the form specified by the Exchange, agree to abide by the same as it has been or shall be from time to time amended, and pledge to abide by the Exchange Rules as amended from time to time, and by all circulars, notices, directives or decisions adopted pursuant to or made in accordance with the Exchange Rules; and

(5) be under the supervision and control of a Responsible Person who is registered with the Exchange as an Options Principal.

(c) Upon completion of the application, the Exchange, or person(s) designated by the Exchange (“designee”) shall consider whether to approve the application, unless there is just cause for delay. In its consideration process, the Exchange may conduct such investigation as it deems appropriate and may take such steps as it deems necessary to confirm the information provided by the applicant. Within thirty (30) days after the Exchange or its designee has completed its consideration of an application, it shall provide written notice of the action of the Exchange, specifying in the case of disapproval of an application the grounds therefore.

(d) These Rules place no limit on the number of qualifying entities that may become Options Members. However, based on system constraints or capacity restrictions, approval of qualifying applications for Options Members may, in limited circumstances, be temporarily deferred. To the extent that the Board places limitations on otherwise qualified applicants to act as Options Members, such limits shall be objectively determined and submitted to the Commission for approval pursuant to a rule change filing under Section 19(b) of the Exchange Act.

(e) Options Member status cannot be leased or transferred except in the event of a change in control or corporate reorganization involving an Options Member. In such a case, Options Member status may be transferred to a qualified affiliate or successor upon written notice to the Exchange or its designee.

(f) Every Options Member shall file with the Exchange and keep current an address where notices may be served, including current addresses of each Responsible Person, as specified in paragraph (b)(5) of this Rule.

Rule 17.2. Requirements for Options Participation

(a) Options Members may be corporations, partnerships, limited liability companies or sole proprietorships organized under the laws of a jurisdiction of the United States, or such other jurisdictions as the Exchange may approve.

(b) Options Members must be Clearing Members or establish a clearing arrangement with a Clearing Member.

(c) Options Members must have demonstrated ability to adhere to all applicable Exchange, SEC, Clearing Corporation and Federal Reserve Board policies, rules and regulations related to the trading of options, including those concerning record-keeping, reporting, finance and trading procedures and be able to satisfactorily demonstrate reasonably adequate systems capability and capacity.

(d) All associated persons of Options Members who are not themselves Responsible Persons must be under the supervision of a U.S.-based Responsible Person who is registered with the Exchange as an Options Principal.

(e) Every Options Member shall have as the principal purpose of being an Options Member the conduct of a securities business. Such a purpose shall be deemed to exist if and so long as:

(1) the Options Member has qualified and acts in respect of its business on BATS Options as either an OEF or an Options Market Maker, or both; and

(2) all transactions effected by the Options Member are in compliance with Section 11(a) of the Exchange Act and the rules and regulations adopted thereunder.

(f) Every Options Member shall at all times maintain membership in another registered options exchange that is not registered solely under Section 6(g) of the Securities Exchange Act of 1934, or in FINRA. Options Members that transact business with Public Customers shall at all times be members of FINRA.

(g) Options Principal.

(1) Every Options Member shall have at least one Options Principal who shall have satisfied the requirements of this subparagraph. Persons engaged in the management and supervision of the Options Member's business pertaining to options contracts shall be designated as Options Principals and shall have responsibility for the overall oversight of the Options Member's options related activities on the Exchange.

(2) Each person required by subparagraph (g)(1) to be an Options Principal shall pass the appropriate Registered Options Principal Qualification Examination ("Series 4"), or an equivalent examination acceptable to the Exchange, for the purpose of demonstrating an adequate knowledge of options trading generally, the Rules of the Exchange applicable to trading of option contracts and the rules of registered clearing

agencies for options, and be registered as such before engaging in the duties or accepting the responsibilities of an Options Principal.

(3) Each person required to register and qualify as an Options Principal must, prior to or concurrent with such registration, be or become qualified as a General Securities Representative.

(4) Options Principals must comply with Exchange Rule 2.5, Interpretation and Policy .02, which requires completion of certain continuing education requirements. Solely for purposes of Rule 2.5, Interpretation and Policy .02, an Options Principal shall be treated as an "Authorized Trader".

(5) A person registered solely as an Options Principal shall not be qualified to function in a principal capacity with responsibility over any area of business activity not prescribed in subparagraph (1).

(6) In connection with their registration, Options Principals shall electronically file a Uniform Application for Securities Industry Registration or Transfer ("Form U4") with the Central Registration Depository ("CRD") System, shall successfully complete an examination prescribed by the Exchange for the purpose of demonstrating an adequate knowledge of the options business, and shall further agree in the Form U4 filing to abide by the Rules of the Exchange and the Rules of the Clearing Corporation; provided, however, that Options Principals of Members that are members of another national securities exchange or association that has standards of approval acceptable to the Exchange may be deemed to be approved by and registered with the Exchange, so long as such Options Principals are approved by and registered with such other exchange or association.

(7) Termination of employment or affiliation of any Options Principal in such capacity shall be promptly reported to the CRD System together with a brief statement of the reason for such termination on Uniform Termination Notice for Securities Industry Registration ("Form U-5").

(8) Change in Options Principal

(A) Options Members having a single Options Principal are required promptly to notify the Exchange in the event such person is terminated, resigns, becomes incapacitated or is otherwise unable to perform the duties of an Options Principal.

(B) Following receipt of such notification, the Exchange will require an Options Member to agree, in writing, to refrain from engaging in any options-related activities that would necessitate the prior or subsequent approval of an Options Principal including, among other things, the opening of new options accounts or the execution of discretionary orders for option contracts until such time as a new Options Principal has been qualified.

(C) Options Members failing to qualify a new Options Principal within two weeks following the loss of their sole Options Principal, or by the earliest available date for administration of the Options Principal examination, whichever is longer, shall be required to cease doing an options business; provided, however, that an Options Member may effect closing transactions in options to reduce or eliminate existing open options positions in their own account as well as the accounts of their customers.

Rule 17.3. Persons Associated with Options Members

Persons associated with Options Members shall be bound by the Exchange Rules and the Rules of the Clearing Corporation. The Exchange may discipline, suspend or terminate the registration with the Exchange of any person associated with an Options Member for violation of the Rules of the Exchange or the Rules of the Clearing Corporation.

Rule 17.4. Good Standing for Options Members

(a) To remain in good standing, all Options Members must:

(1) continue to satisfy the qualification requirements specified by the Exchange, as amended from time to time by the Exchange;

(2) comply with the Exchange Rules; and

(3) pay on a timely basis such participation, transaction and other fees as the Exchange and/or BATS Options shall prescribe.

(b) The good standing of an Options Member may be suspended, terminated or otherwise withdrawn, as provided in Chapter VII (Suspension by Chief Regulatory Officer), if any of the conditions of Rules 17.2 or 17.3 are not met or the Options Member violates any of its agreements with the Exchange and/or BATS Options or any of the provisions of the Exchange Rules.

(c) Unless an Options Member is in good standing, the Options Member shall have no rights or privileges of options participation except as otherwise provided by law or Rules, shall not hold himself or itself out for any purpose as an Options Member, and shall not deal with the Exchange and/or BATS Options on any basis except as a non-Member.

CHAPTER XVIII. BUSINESS CONDUCT

Rule 18.1. Adherence to Law

No Options Member shall engage in conduct in violation of the Exchange Act or Rules thereunder, the Exchange Rules or the Rules of the Clearing Corporation insofar as they relate to the reporting or clearance of any Exchange transaction, or any written interpretation thereof. Every Options Member shall supervise persons associated with the Member to assure compliance therewith.

Rule 18.2. Conduct and Compliance with the Rules

(a) Each Options Member shall be responsible for ensuring that all arrangements made and systems used in connection with business conducted on BATS Options, and the transaction of such business itself, comply with the Options Member's and associated persons' obligations under the Exchange Rules, the Rules of the Clearing Corporation and any other relevant laws, rules, interpretations and obligations. In accordance with the Rules and in connection with business conducted on BATS Options, each Options Member shall:

(1) have adequate arrangements to ensure that all staff involved in the conduct of business on BATS Options are suitable, adequately trained and properly supervised;

(2) be responsible for the acts and conduct of each associated person;

(3) establish its trading arrangements such that each Options Member is able to meet the requirements set out in Rule 18.1 and that all other relevant obligations contained in the Rules are complied with;

(4) implement suitable security measures such that only those individuals explicitly authorized by the Options Member to trade may gain access to passwords and security keys;

(5) ensure that any trading access granted to individuals (whether employees of the Options Member or otherwise), for example by way of order routing systems, is adequately controlled and supervised, including appropriate checks before any orders are submitted to the Trading System; and

(6) ensure that accurate information is input into the System, including, but not limited to, the Options Member's capacity.

Rule 18.3. Rumors

No Options Member or person associated with an Options Member shall circulate, in any manner, rumors of a character which might affect market conditions in any security; provided, however, that this Rule shall not prohibit discussion of unsubstantiated information, so long as its source and unverified nature are disclosed.

Rule 18.4. Prevention of the Misuse of Material Nonpublic Information

(a) Every Options Member shall establish, maintain and enforce written policies and procedures reasonably designed, taking into consideration the nature of the Options Member's business, to prevent the misuse of material nonpublic information by such Options Member or persons associated with such Options Member in violation of the federal securities laws or the Rules thereunder, and the Exchange Rules.

(b) Misuse of material nonpublic information includes, but is not limited to:

(1) trading in any securities issued by a corporation, or in any related securities or related options or other derivative securities, while in possession of material nonpublic information concerning that corporation;

(2) trading in an underlying security or related options or other derivative securities, while in possession of material nonpublic information concerning imminent transactions in the underlying security or related securities; and

(3) disclosing to another person any material nonpublic information involving a corporation whose shares are publicly traded or disclosing an imminent transaction in an underlying security or related securities for the purpose of facilitating the possible misuse of such material nonpublic information.

(c) Each Options Member shall establish, maintain and enforce the following policies and procedures as appropriate for the nature of each Options Member's business:

(1) All associated persons must be advised in writing of the prohibition against the misuse of material nonpublic information.

(2) Signed attestations from the Options Member and all associated persons affirming their awareness of, and agreement to abide by, the aforementioned prohibitions must be maintained for at least three (3) years, the first two (2) years in an easily accessible place.

(3) Records of all brokerage accounts maintained by the Options Member and all associated persons must be acquired and maintained for at least three (3) years, the first two (2) years in an easily accessible place, and such brokerage accounts must be reviewed periodically by the Options Member for the purpose of detecting the possible misuse of material nonpublic information.

(4) Any business dealings the Options Member may have with any corporation whose securities are publicly traded, or any other circumstances that may result in the Options Member receiving, in the ordinary course of business, material nonpublic information concerning any such corporation, must be identified and documented.

(d) Options Members that are required to file Form X-17A-5 under the Exchange Act or Rules thereunder, with the Exchange on an annual basis only, shall, contemporaneously with those submissions, file attestations signed by such Options Members stating that the procedures mandated by this Rule have been established, enforced and maintained.

(e) Any Options Member or associated person who becomes aware of any possible misuse of material nonpublic information must promptly notify the Exchange.

(f) It may be considered conduct inconsistent with just and equitable principles of trade for any Options Member or person associated with an Options Member who has knowledge of all material terms and conditions of:

- (1) an order and a solicited order;
- (2) an order being facilitated or submitted to BATS Options for price improvement (e.g., Price Improving Orders); or
- (3) orders being crossed;

the execution of which are imminent, to enter, based on such knowledge, an order to buy or sell an option for the same underlying security as any option that is the subject of the order, or an order to buy or sell the security underlying such class, or an order to buy or sell any related instrument until (a) the terms and conditions of the order and any changes in the terms and conditions of the order of which the Member or person associated with the Member has knowledge are disclosed, or (b) the trade can no longer reasonably be considered imminent in view of the passage of time since the order was received. The terms of an order are “disclosed” to Option Members when the order is entered into the BATS Options Book. For purposes of this paragraph, an order to buy or sell a “related instrument” means, in reference to an index option, an order to buy or sell securities comprising 10% or more of the component securities in the index or an order to buy or sell a futures contract on an economically equivalent index

Rule 18.5. Disciplinary Action by Other Organizations

Every Options Member shall promptly notify the Exchange in writing of any disciplinary action, including the basis therefore, taken by any national securities exchange or registered securities association, clearing corporation, commodity futures market or government regulatory body against the Options Member or its associated persons who are directly involved in derivatives trading, and shall similarly notify the Exchange of any disciplinary action taken by the Options Member itself against any of its associated persons who are directly involved in derivatives trading involving suspension, termination, the withholding of commissions or imposition of fines in excess of \$2,500, or any other significant limitation on activities.

Rule 18.6. Other Restrictions on Members

Whenever the Exchange shall find that an Options Member has failed to perform on its contracts or is insolvent or is in such financial or operational condition or is otherwise conducting business in such a manner that it cannot safely conduct business with Customers, creditors or the Exchange, the Exchange may summarily suspend the Options Member in accordance with Chapter XXV (Discipline and Summary Suspensions) or may impose such conditions and restrictions upon the Options Member as the Exchange considers reasonably necessary for the protection of the Exchange, BATS Options, and the Customers of such Options Member.

Rule 18.7. Position Limits

(a) No Options Member shall make, for any account in which it has an interest or for the account of any Customer, an opening transaction on any exchange if the Options Member has reason to believe that as a result of such transaction the Options Member or its Customer would, acting alone or in concert with others, directly or indirectly:

(1) exceed the applicable position limit fixed from time to time by the Chicago Board Options Exchange for any options contract traded on BATS Options and the Chicago Board Options Exchange; or

(2) exceed the position limit fixed by BATS Options from time to time for any options contract traded on BATS Options but not traded on the Chicago Board Options Exchange; or

(3) exceed the applicable position limit fixed from time to time by another exchange for an options contract not traded on BATS Options, when the Options Member is not an options member of the other exchange on which the transaction was effected.

(b) Should an Options Member have reason to believe that a position in any account in which it has an interest or for the account of any Customer of such Options Member is in excess of the applicable limit, such Options Member shall promptly take the action necessary to bring the position, into compliance.

Rule 18.8. Exemptions from Position Limits

An Options Member may rely upon any available exemptions from applicable position limits granted from time to time by another options exchange for any options contract traded on BATS Options provided that such Options Member (a) provides the Exchange with a copy of any written exemption issued by another options exchange or a written, description of any exemption issued by another options exchange other than in writing containing sufficient detail for the Exchange to verify the validity of that exemption with the issuing options exchange, and (b) fulfills all conditions precedent for such exemption and complies at all times with the requirements of such exemptions with respect to its trading on BATS Options.

Rule 18.9. Exercise Limits

(a) No Options Member shall exercise, for any account in which it has an interest or for the account of any Customer, a long position in any options contract where such Options Member or Customer, acting alone or in concert with others, directly or indirectly, has or will have:

(1) exceeded the applicable exercise limit fixed from time to time by the Chicago Board Options Exchange for any options contract traded on BATS Options and the Chicago Board Options Exchange; or

(2) exceed the exercise limit fixed by BATS Options from time to time for any options contract traded on BATS Options but not traded on the Chicago Board Options Exchange;

(3) exceeded the applicable exercise limit fixed from time to time by another exchange for an options contract not traded on BATS Options, when the Options Member is not an options member of the other exchange on which the transaction was effected.

(b) For an Options Market Maker that has been granted an exemption to position limits pursuant to Rule 18.8 (Exemption from Position Limits), the number of contracts which can be exercised over a five (5) business day period shall equal the Options Market Maker's exempted position.

Rule 18.10. Reports Related to Position Limits

(a) In a manner and form prescribed by the Exchange, each Options Member shall report to the Exchange the name, address, and social security or tax identification number of any customer who, acting alone, or in concert with others, on the previous business day maintained aggregate long or short positions on the same side of the market of 200 or more contracts of any single class of option contracts dealt in on the Exchange. The report shall indicate for each such class of options, the number of option contracts comprising each such position and, in the case of short positions, whether covered or uncovered.

(b) In addition to the reporting requirement described in paragraph (a) of this Rule, each Options Member (other than an Options Market Maker) that maintains a position in excess of 10,000 equity option contracts on the same side of the market on behalf of its own account or for the account of a customer, shall report information as to whether such positions are hedged, and provide documentation as to how such contracts are hedged, in a manner and form prescribed by the Exchange. In addition, whenever the Exchange determines based on a report to the Exchange or otherwise, that a higher margin requirement is necessary in light of the risks associated with an under-hedged equity option position in excess of 10,000 contracts on the same side of the market, the Exchange may consider imposing additional margin upon the account maintaining such under-hedged position, pursuant to its authority under Rule 28.4 (Margin Required is Minimum). Additionally, it should be noted that the clearing firm carrying the account will be subject to capital charges under SEC Rule 15c3-1 to the extent of any margin deficiency resulting from the higher margin requirements.

(c) In addition to the reports required by paragraph (a) of this Rule, each Options Member shall report promptly to the Exchange any instance in which the Options Member has reason to believe that a customer, acting alone or in concert with others, has exceeded or is attempting to exceed the position limits established pursuant to Rule 18.7 (Position Limits).

(d) For purposes of this rule, the term "customer" in respect of any Options Member shall include the member, any general or special partner of the Options Member, any officer or director of the Options Member, or any participant, as such, in any joint, group or syndicate account with the Options Member or with any partner, officer or director thereof.

Rule 18.11. Liquidation Positions

(a) Whenever the Exchange shall find that a person or group of persons acting in concert holds or controls, or is obligated in respect of, an aggregate position (whether long or short) in all options contracts or one or more classes or series traded on BATS Options in excess of the applicable position limit established pursuant to Rule 18.7 (Position Limits), it may order all Options Members carrying a position in options contracts of such classes or series for such

person or persons to liquidate such positions as expeditiously as possible, consistent with the maintenance of a fair and orderly market.

(b) Whenever such an order is given, no Options Member shall accept any order to purchase, sell or exercise any options contract for the account of the person or persons named in the order, unless and until the Exchange expressly approves such person or persons for options transactions.

Rule 18.12. Other Restrictions on Options Transactions and Exercises

(a) BATS Options may impose such restrictions on transactions or exercises in one or more series of options of any class traded on BATS Options as the Exchange in its judgment deems advisable in the interests of maintaining a fair and orderly market in options contracts or in underlying securities, or otherwise deems advisable in the public interest or for the protection of investors.

(1) During the effectiveness of such restrictions, no Options Member shall, for any account in which it has an interest or for the account of any Customer, engage in any transaction or exercise in contravention of such restrictions.

(2) Notwithstanding the foregoing, during the ten (10) business days prior to the expiration date of a given series of options, other than index options, no restriction on exercise under this Rule may be in effect with respect to that series of options. With respect to index options, restrictions on exercise may be in effect until the opening of business on the last business day before the expiration date.

(3) Exercises of American-style, cash-settled index options shall be prohibited during any time when trading in such options is delayed, halted, or suspended, subject to the following exceptions:

(A) the exercise of an American-style, cash-settled index option may be processed and given effect in accordance with and subject to the Rules of the Clearing Corporation while trading in the option is delayed, halted, or suspended if it can be documented that the decision to exercise the option was made during allowable time frames prior to the delay, halt, or suspension;

(B) exercises of expiring American-style, cash-settled index options shall not be prohibited on the last business day prior to their expiration;

(C) exercises of American-style, cash-settled index options shall not be prohibited during a trading halt that occurs at or after 4:00 p.m. Eastern time. In the event of such a trading halt, exercises may occur through 4:20 p.m. Eastern time. In addition, if trading resumes following such a trading halt pursuant to the procedure described in Rule 20.4 (Resumption of Trading After a Halt), exercises may occur during the resumption of trading and for five (5) minutes after the close of the resumption of trading. The provisions of this subparagraph (a)(3)(C) are subject to the authority of the Exchange to impose restrictions on transactions and exercises pursuant to paragraph (a) of this Rule; and

(D) BATS Options may determine to permit the exercise of American-style, cash settled index options while trading in such options is delayed, halted, or suspended.

(b) Whenever the issuer of a security underlying a call option traded on BATS Options is engaged or proposes to engage in a public underwritten distribution (“public distribution”) of such underlying security or securities exchangeable for or convertible into such underlying security, the underwriters may request that BATS Options impose restrictions upon all opening writing transactions in such options at a “discount” where the resulting short position will be uncovered (“uncovered opening writing transactions”).

(1) In addition to a request, the following conditions are necessary for the imposition of restrictions:

(A) less than a majority of the securities to be publicly distributed in such distribution are being sold by existing security holders;

(B) the underwriters agree to notify the Exchange upon the termination of their stabilization activities; and

(C) the underwriters initiate stabilization activities in such underlying security on a national securities exchange when the price of such security is either at a “minus” or “zero minus” tick.

(2) Upon receipt of such a request and determination that the conditions listed above are met, the Exchange shall impose the requested restrictions as promptly as possible but no earlier than fifteen (15) minutes after the Options Members shall have been notified and shall terminate such restrictions upon request of the underwriters or when the Exchange otherwise discovers that stabilizing transactions by the underwriters has been terminated.

(3) For purposes of paragraph (b) of this Rule, an uncovered opening writing transaction in a call option will be deemed to be effected at a “discount” when the premium in such transaction is either:

(A) in the case of a distribution of the underlying security not involving the issuance of rights and in the case of a distribution of securities exchangeable for or convertible into the underlying security, less than the amount by which the underwriters’ stabilization bid for the underlying security exceeds the exercise price of such option; or

(B) in the case of a distribution being offered pursuant to rights, less than the amount by which the underwriters’ stabilization bid in the underlying security at the subscription price exceeds the exercise price of such option.

(a) Each Options Member that the Exchange designates as required to participate in a system test must conduct or participate in the testing of its computer systems to ascertain the compatibility of such systems with the Exchange's systems in the manner and frequency prescribed by the Exchange. The Exchange will designate Options Members as required to participate in a system test based on: (1) the category of the Options Member (Market Maker and OEF); (2) the computer system(s) the Options Member uses; and (3) the manner in which the Options Member connects to the Exchange. The Exchange will give Options Members reasonable notice of any mandatory systems test, which notice will specify the nature of the test and Options Members' obligations in participating in the test.

(b) Every Options Member required by the Exchange to conduct or participate in testing of computer systems shall provide to the Exchange such reports relating to the testing as the Exchange may prescribe. Options Members shall maintain adequate documentation of tests required by this Rule and results of such testing for examination by the Exchange.

(c) An Options Member that is subject to this Rule and that fails to conduct or participate in the tests, fails to file the required reports, or fails to maintain the required documentation, may be subject to a summary suspension or other action taken pursuant to Chapter XXIV (Records, Reports and Audits) and/or a disciplinary action pursuant to Chapter VIII (Discipline).

Rule 18.14. Limit on Outstanding Uncovered Short Positions

(a) Whenever it is determined from the reports of uncovered short positions submitted pursuant to Rule 24.2 (Reports of Uncovered Short Positions), viewed in light of current market conditions in options and in underlying securities, that there are outstanding an excessive number of uncovered short positions in options contracts of a given class traded on BATS Options or that an excessively high percentage of outstanding short positions in options contracts of a given class traded on BATS Options are uncovered, the Exchange may determine to prohibit Options Members from any further opening writing transactions on any exchange in options contracts of that class unless the resulting short position will be covered, and the Exchange may prohibit the uncovering of any existing covered short positions in one or more series of options of that class, as it deems appropriate in the interest of maintaining a fair and orderly market in options contracts or in underlying securities.

(b) The Exchange may exempt transactions of Options Market Makers from restrictions imposed under this Rule. Such restrictions shall be rescinded upon a determination that they are no longer appropriate.

CHAPTER XIX. SECURITIES TRADED ON BATS OPTIONS

Rule 19.1. Designation of Securities

Securities traded on BATS Options are options contracts, each of which is designated by reference to the issuer of the underlying security, expiration month, exercise price and type (put or call).

Rule 19.2. Rights and Obligations of Holders and Writers

The rights and obligations of holders and writers are set forth in the Rules of the Clearing Corporation.

Rule 19.3. Criteria for Underlying Securities

(a) Underlying securities with respect to which put or call options contracts are approved for listing and trading on BATS Options must meet the following criteria:

(1) The security must be registered with the SEC and be an “NMS stock” as defined in Rule 600 of Regulation NMS under the Exchange Act; and

(2) the security shall be characterized by a substantial number of outstanding shares that are widely held and actively traded.

(b) In addition, the Exchange shall from time to time establish standards to be considered in evaluating potential underlying securities for BATS Options options transactions. There are many relevant factors which must be considered in arriving at such a determination, and the fact that a particular security may meet the standards established by the Exchange does not necessarily mean that it will be selected as an underlying security. The Exchange may give consideration to maintaining diversity among various industries and issuers in selecting underlying securities. Notwithstanding the foregoing, an underlying security will not be selected unless:

(1) There are a minimum of seven (7) million shares of the underlying security which are owned by persons other than those required to report their stock holdings under Section 16(a) of the Exchange Act.

(2) There are a minimum of 2,000 holders of the underlying security.

(3) The issuer is in compliance with any applicable requirements of the Exchange Act or Rules thereunder.

(4) Trading volume (in all markets in which the underlying security is traded) has been at least 2,400,000 shares in the preceding twelve (12) months.

(5) Either:

(A) if the underlying security is a “covered security” as defined under Section 18(b)(1)(A) of the Securities Act of 1933, the market price per share of the underlying security has been at least \$3.00 for the previous five consecutive business days preceding the date on which the Exchange submits a certificate to the Clearing Corporation for listing and trading, as measured by the closing price reported in the primary market in which the underlying security is traded; or

(B) if the underlying security is not a “covered security,” the market price per share of the underlying security has been at least \$7.50 for the majority of business days during the three (3) calendar months preceding the date of

selection, as measured by the lowest closing price reported in any market in which the underlying security traded on each of the subject days.

(c) Securities of Restructured Companies

(1) Definitions. The following definitions shall apply to the provisions of this paragraph (c):

(A) “Restructuring Transaction” refers to a spin-off, reorganization, recapitalization, restructuring or similar corporate transaction.

(B) “Restructure Security” refers to an equity security that a company issues, or anticipates issuing, as the result of a Restructuring Transaction of the company.

(C) “Original Equity Security” refers to a company’s equity security that is issued and outstanding prior to the effective date of a Restructuring Transaction of the company.

(D) “Relevant Percentage” refers to either: (i) twenty-five percent (25%), when the applicable measure determined with respect to the Original Equity Security or the business it represents includes the business represented by the Restructure Security; or (ii) thirty-three and one-third percent (33-1/3%), when the applicable measure determined with respect to the Original Equity Security or the business it represents excludes the business represented by the Restructure Security.

(2) “Share” and “Number of Shareholder” Standards. In determining whether a Restructure Security satisfies the share standard set forth in paragraph (b)(1) of this Rule (the “Share Standard”) or the number of holders standard set forth in paragraph (b)(2) of this Rule (the “Number of Shareholders Standard”), the Exchange may rely upon the facts and circumstances that it expects to exist on the option’s intended listing date, rather than on the date on which the Exchange selects for options trading the underlying Restructure Security.

(A) The Exchange may assume that: (i) both the “Share” and “Number of Shareholders” Standards are satisfied if, on the option’s intended listing date, the Exchange expects no fewer than forty (40) million shares of the Restructure Security to be issued and outstanding; and (ii) either such Standard is satisfied if, on the option’s intended listing day, the Exchange expects the Restructure Security to be listed on an exchange or automatic quotation system that has, and is subject to, an initial listing requirement that is no less stringent than the Standard in question.

(B) The Exchange may not rely on any such assumption, however, if a reasonable Exchange investigation or that of another exchange demonstrates that either the Share Standard or Number of Shareholders Standard will not in fact be satisfied on an option’s intended listing date.

(C) In addition, in the case of a Restructuring Transaction in which the shares of a Restructure Security are issued or distributed to the holders of shares of an Original Equity Security, the Exchange may determine that either the Share Standard or the Number of Shareholders Standard is satisfied based upon the Exchange’s knowledge of the outstanding shares or number of shareholders of the Original Equity Security.

(3) “Trading Volume” Standard. In determining whether a Restructure Security that is issued or distributed to the holders of shares of an Original Equity Security (but not a Restructure Security that is issued pursuant to a public offering or rights distribution) satisfies the trading volume standard set forth in Rule 19.3(b)(4) (the “Trading Volume Standard”), the Exchange may consider the trading volume history of the Original Equity Security prior to the “ex-date” of the Restructuring Transaction if the Restructure Security satisfies the “Substantiality Test” set forth in subparagraph (5) below.

(4) “Market Price” Standard. In determining whether a Restructure Security satisfies the market price history standard set forth in Rule 19.3(b)(5) (the “Market Price Standard”), the Exchange may consider the market price history of the Original Equity Security prior to the “ex-date” of the Restructuring Transaction if:

(A) the Restructure Security satisfies the “Substantiality Test” set forth in subparagraph (5) below; and

(B) in the case of the application of the Market Price Standard to a Restructure Security that is distributed pursuant to a public offering or a rights distribution: (i) the Restructure Security trades “regular way” on an exchange or automatic quotation system for at least the five (5) trading days immediately preceding the date of selection; and (ii) at the close of trading on each trading day on which the Restructure Security trades “regular way” prior to the date of selection, and the opening of trading on the date of selection, the market price of the Restructure Security was at least \$7.50, or, if the Restructure Security is a “covered security,” as defined in Rule 19.3(b)(5)(A), the market price of the Restructure Security was at least \$3.00.

(5) The “Substantiality Test” A Restructure Security satisfies the “Substantiality Test” if:

(A) the Restructure Security has an aggregate market value of at least \$500 million; or

(B) at least one of the following conditions is met:

(i) the aggregate market value of the Restructure Security equals or exceeds the Relevant Percentage of the aggregate market value of the Original Equity Security;

(ii) the aggregate book value of the assets attributed to the business represented by the Restructure Security equals or exceeds both \$50 million and the Relevant Percentage of the aggregate book value of the assets attributed to the business represented by the Original Equity Security; or

(iii) the revenues attributed to the business represented by the Restructure Security equals or exceeds both \$50 million and the Relevant Percentage of the revenues attributed to the business represented by the Original Equity Security.

(6) A Restructure Security's aggregate market value may be determined from "when issued" prices, if available.

(7) In calculating comparative aggregate market values for the purpose of assessing whether a Restructure Security qualifies to underlie an option, the Exchange shall use the Restructure Security's closing price on its primary market on the last business day prior to the selection date or the Restructure Security's opening price on its primary market on the selection date and shall use the corresponding closing or opening price of the related Original Equity Security.

(8) In calculating comparative asset values and revenues, the Exchange shall use either: (A) the issuer's latest annual financial statements or (B) the issuer's most recently available interim financial statements (so long as such interim financial statements cover a period of not less than three months), whichever are more recent. Those financial statements may be audited or unaudited and may be pro forma.

(9) Except in the case of a Restructure Security that is distributed pursuant to a public offering or rights distribution, the Exchange may not rely upon the trading volume or market price history of an Original Equity Security as paragraph (c) of this Rule permits for any trading day unless it relies upon both of those measures for that trading day.

(10) Once the Exchange commences to rely upon a Restructure Security's trading volume and market price history for any trading day, the Exchange may not rely upon the trading volume and market price history of the security's related Original Equity Security for any trading day thereafter.

(11) "When Issued" Trading Prohibited. The Exchange shall not list for trading options contracts that overlie a Restructure Security that is not yet issued and outstanding, regardless of whether the Restructure Security is trading on a "when issued" basis or on another basis that is contingent upon the issuance or distribution of shares.

(d) In considering underlying securities, the Exchange shall ordinarily rely upon information made publicly available by the issuer and/or the markets in which the security is traded.

(e) The word “security” shall be broadly interpreted to mean any equity security, as defined in Rule 3a11-1 under the Exchange Act, which is appropriate for options trading, and the word “shares” shall mean the unit of trading of such security.

(f) Securities deemed appropriate for options trading shall include nonconvertible preferred stock issues and American Depositary Receipts (“ADRs”) if they meet the criteria and standards set forth in this Rule and if, in the case of ADRs:

(1) The Exchange has in place an effective surveillance sharing agreement with the primary exchange in the home country where the security underlying the ADR is traded; or

(2) the combined trading volume of the ADR and other related ADRs and securities (as defined below) occurring in the U.S. ADR market or in markets with which the Exchange has in place an effective surveillance sharing agreement represents (on a share equivalent basis) at least fifty percent (50%) of the combined worldwide trading volume in the ADR, the security underlying the ADR, other classes of common stock related to the underlying security, and ADRs overlying such other stock (together “other related ADRs and securities”) over the three month period preceding the date of selection of the ADR for options trading; or

(3) (A) the combined trading volume of the ADR and other related ADRs and securities occurring in the U.S. ADR market and in markets where the Exchange has in place an effective surveillance sharing agreement, represents (on a share equivalent basis) at least twenty percent (20%) of the combined worldwide trading volume in the ADR and in other related ADRs and securities over the three month period preceding the date of selection of the ADR for options trading,

(B) the average daily trading volume for the security in the U.S. markets over the three (3) months preceding the selection of the ADR for options trading is 100,000 or more shares, and

(C) the trading volume is at least 60,000 shares per day in U.S. markets on a majority of the trading days for the three (3) months preceding the date of selection of the ADR for options trading (“Daily Trading Volume Standard”), or

(D) the SEC otherwise authorizes the listing.

(g) Securities deemed appropriate for options trading shall include shares issued by registered closed-end management investment companies that invest in the securities of issuers based in one or more foreign countries (“International Funds”) if they meet the criteria and standards set forth in this Rule and either:

(1) the Exchange has a market information sharing agreement with the primary home exchange for each of the securities held by the fund, or

(2) the International Fund is classified as a diversified fund as that term is defined by Section 5(b) of the Investment Company Act of 1940, as amended, and the securities held by the fund are issued by issuers based in five (5) or more countries.

(h) A “market information sharing agreement” for purposes of this Rule is an agreement that would permit the Exchange to obtain trading information relating to the securities held by the fund including the identity of the Member of the foreign exchange executing a trade. International Fund shares not meeting the criteria of paragraph (i) shall be deemed appropriate for options trading if the SEC specifically authorizes the listing thereof.

(i) Securities deemed appropriate for options trading shall include shares or other securities (“Fund Shares”), including but not limited to Partnership Units as defined in this Rule, that are principally traded on a national securities exchange and are defined as an “NMS stock” under Rule 600 of Regulation NMS, and that (1) represent interests in registered investment companies (or series thereof) organized as open-end management investment companies, unit investment trusts or similar entities, and that hold portfolios of securities comprising or otherwise based on or representing investments in indexes or portfolios of securities (or that hold securities in one or more other registered investment companies that themselves hold such portfolios of securities) (“Funds”) and/or financial instruments including, but not limited to, stock index futures contracts, options on futures, options on securities and indexes, equity caps, collars and floors, swap agreements, forward contracts, repurchase agreements and reverse repurchase agreements (the “Financial Instruments”), and money market instruments, including, but not limited to, U.S. government securities and repurchase agreements (the “Money Market Instruments”) constituting or otherwise based on or representing an investment in an index or portfolio of securities and/or Financial Instruments and Money Market Instruments, or (2) represent commodity pool interests principally engaged, directly or indirectly, in holding and/or managing portfolios or baskets of securities, commodity futures contracts, options on commodity futures contracts, swaps, forward contracts and/or options on physical commodities and /or non-U.S. currency (“Commodity Pool ETFs”) or (3) represent interests in a trust or similar entity that holds a specified non- U.S. currency or currencies deposited with the trust or similar entity when aggregated in some specified minimum number may be surrendered to the trust by the beneficial owner to receive the specified non-U.S. currency or currencies and pays the beneficial owner interest and other distributions on the deposited non-U.S. currency or currencies, if any, declared and paid by the trust (“Currency Trust Shares”), or (4) represent interests in the SPDR Gold Trust or are issued by the iShares COMEX Gold Trust or iShares Silver Trust; provided that all of the following conditions are met:

(1) any non-U.S. component stocks of the index or portfolio on which the Fund Shares are based that are not subject to comprehensive surveillance agreements do not in the aggregate represent more than 50% of the weight of the index or portfolio;

(2) stocks for which the primary market is in any one country that is not subject to a comprehensive surveillance agreement do not represent 20% or more of the weight of the index;

(3) stocks for which the primary market is in any two countries that are not subject to comprehensive surveillance agreements do not represent 33% or more of the weight of the index; and

(4) the Fund Shares either (A) meet the criteria and standards set forth in paragraphs (a) and (b) of this Rule above; or (B) the Fund Shares are available for creation or redemption each business day in cash or in kind from the investment company, commodity pool or other entity at a price related to net asset value, and the investment company, commodity pool or other entity is obligated to provide that Fund Shares may be created even if some or all of the securities and/or cash required to be deposited have not been received by the Fund, the unit investment trust or the management investment company, provided the authorized creation participant has undertaken to deliver the securities and/or cash as soon as possible and such undertaking is secured by the delivery and maintenance of collateral consisting of cash or cash equivalents satisfactory to the Fund, all as described in the Fund's or unit trust's prospectus.

(5) For Commodity Pool ETFs that engage in holding and/or managing portfolios or baskets commodity futures contracts, options on commodity futures contracts, swaps, forward contracts, options on physical commodities, options on non-U.S. currency and/or securities, the Exchange has entered into a comprehensive surveillance sharing agreement with the marketplace or marketplaces with last sale reporting that represent(s) the highest volume in such commodity futures contracts and/or options on commodity futures contracts on the specified commodities or non-U.S. currency, which are utilized by the national securities exchange where the underlying Commodity Pool ETFs are listed and traded.

(6) For Currency Trust Shares, the Exchange has entered into a comprehensive surveillance sharing agreement with the marketplace or marketplaces with last sale reporting that represent(s) the highest volume in derivatives (options or futures) on the specified non-U.S. currency, which are utilized by the national securities exchange where the underlying Currency Trust Shares are listed and traded.

(j) Securities deemed appropriate for options trading shall include shares or other securities ("Trust Issued Receipts") that are principally traded on a national securities exchange or through the facilities of a national securities association and reported as a national market security, and that represent ownership of the specific deposited securities held by a trust, provided:

(1) the Trust Issued Receipts (A) meet the criteria and standards for underlying securities set forth in paragraph (b) to this Rule; or (B) must be available for issuance or cancellation each business day from the Trust in exchange for the underlying deposited securities; and

(2) not more than 20% of the weight of the Trust Issued Receipt is represented by ADRs on securities for which the primary market is not subject to a comprehensive surveillance agreement.

(k) Notwithstanding the requirements set forth in paragraphs (b)(1), (b)(2), (b)(4), and (b)(5) above, options may be listed for trading on BATS Options if:

(1) the underlying security meets the guidelines for continued listing in Rule 19.4 (Withdrawal of Approval of Underlying Securities); and

(2) options on such underlying security are listed and traded on at least one other national securities exchange.

The Exchange shall employ the same procedures to qualify underlying securities pursuant to this subsection (k) as it employs in qualifying underlying securities pursuant to other subsections of this Rule.

(l) Index-Linked Securities

(1) Securities deemed appropriate for options trading shall include shares or other securities (“Equity Index-Linked Securities,” “Commodity-Linked Securities,” “Currency-Linked Securities,” “Fixed Income Index-Linked Securities,” “Futures-Linked Securities,” and “Multifactor Index-Linked Securities,” collectively known as “Index-Linked Securities”) that are principally traded on a national securities exchange and an “NMS Stock” (as defined in Rule 600 of Regulation NMS under the Securities Exchange Act of 1934), and represent ownership of a security that provides for the payment at maturity, as described below:

(A) Equity Index-Linked Securities are securities that provide for the payment at maturity of a cash amount based on the performance of an underlying index or indexes of equity securities (“Equity Reference Asset”);

(B) Commodity-Linked Securities are securities that provide for the payment at maturity of a cash amount based on the performance of one or more physical commodities or commodity futures, options on commodities, or other commodity derivatives or Commodity-Based Trust Shares or a basket or index of any of the foregoing (“Commodity Reference Asset”);

(C) Currency-Linked Securities are securities that provide for the payment at maturity of a cash amount based on the performance of one or more currencies, or options on currencies or currency futures or other currency derivatives or Currency Trust Shares (as defined in this Rule), or a basket or index of any of the foregoing (“Currency Reference Asset”);

(D) Fixed Income Index-Linked Securities are securities that provide for the payment at maturity of a cash amount based on the performance of one or more notes, bonds, debentures or evidence of indebtedness that include, but are not limited to, U.S. Department of Treasury securities (“Treasury Securities”), government-sponsored entity securities (“GSE Securities”), municipal securities, trust preferred securities, supranational debt and debt of a foreign country or a subdivision thereof or a basket or index of any of the foregoing (“Fixed Income Reference Asset”);

(E) Futures-Linked Securities are securities that provide for the payment at maturity of a cash amount based on the performance of an index of (i) futures on Treasury Securities, GSE Securities, supranational debt and debt of a foreign country or a subdivision thereof, or options or other derivatives on any of the foregoing; or (ii) interest rate futures or options or derivatives on the foregoing in this subparagraph (ii) (“Futures Reference Asset”); and

(F) Multifactor Index-Linked Securities are securities that provide for the payment at maturity of a cash amount based on the performance of any combination of two or more Equity Reference Assets, Commodity Reference Assets, Currency Reference Assets, Fixed Income Reference Assets, or Futures Reference Assets (“Multifactor Reference Asset”);

(2) For purposes of paragraph (1) of this Rule, Equity Reference Assets, Commodity Reference Asset, Currency Reference Assets, Fixed Income Reference Assets, Futures Reference Assets together with Multifactor Reference Assets, collectively will be referred to as “Reference Assets.”

(3) (A) The Index-Linked Securities must meet the criteria and guidelines for underlying securities set forth in sub-section (b) of this Rule; or

(B) the Index-Linked Securities must be redeemable at the option of the holder at least on a weekly basis through the issuer at a price related to the applicable underlying Reference Asset. In addition, the issuing company is obligated to issue or repurchase the securities in aggregation units for cash, or cash equivalents, satisfactory to the issuer of Index-Linked Securities which underlie the option as described in the Index-Linked Securities prospectus.

(4) The Exchange will implement surveillance procedures for options on Index-Linked Securities, including adequate comprehensive surveillance sharing agreements with markets trading in non-U.S. components, as applicable.

(m) “Partnership Unit” means a security (1) that is issued by a partnership that invests in any combination of futures contracts, options on futures contracts, forward contracts, commodities (as defined in Section 1(a)(4) of the Commodity Exchange Act) and/or securities; and (2) that is issued and redeemed daily in specified aggregate amounts at net asset value.

Rule 19.4. Withdrawal of Approval of Underlying Securities

(a) If put or call options contracts with respect to an underlying security are approved for listing and trading on BATS Options, such approval shall continue in effect until such approval is affirmatively withdrawn by the Exchange. Whenever the Exchange determines that an underlying security previously approved for BATS Options Transactions does not meet the then current requirements for continuance of such approval or for any other reason should no longer be approved, the Exchange shall not open for trading any additional series of options of the class covering that underlying security and shall prohibit any opening purchase transactions in series of options of that class previously opened to the extent it deems such action necessary or appropriate; provided, however, that where exceptional circumstances have caused an

underlying security not to comply with the Exchange's current approval maintenance requirements, regarding number of publicly held shares of publicly held principal amount, number of shareholders, trading volume or market price the Exchange may, in the interest of maintaining a fair and orderly market or for the protection of investors, determine to continue to open additional series of option contracts of the class covering that underlying security.

(b) An underlying security will not be deemed to meet the Exchange's requirements for continued approval whenever any of the following occur:

(1) There are fewer than 6,300,000 shares of the underlying security held by persons other than those who are required to report their security holdings under Section 16(a) of the Exchange Act.

(2) There are fewer than 1,600 holders of the underlying security.

(3) The trading volume (in all markets in which the underlying security is traded) has been less than 1,800,000 shares in the preceding twelve (12) months.

(4) The underlying security ceases to be an "NMS stock" as defined in Rule 600 of Regulation NMS under the Exchange Act.

(5) If an underlying security is approved for options listing and trading under the provisions of Rule 19.3 (Criteria for Underlying Securities), the trading volume of the Original Security (as therein defined) prior to but not after the commencement of trading in the Restructure Security (as therein defined), including "when-issued" trading, may be taken into account in determining whether the trading volume requirement of paragraph (b)(3) above is satisfied.

(c) In considering whether any of the events specified in paragraph (b) of this Rule have occurred with respect to an underlying security, the Exchange shall ordinarily rely on information made publicly available by the issuer and/or the markets in which such security is traded.

(d) If prior to the delisting of a class of options contracts covering an underlying security that has been found not to meet the Exchange's requirements for continued approval, the Exchange determines that the underlying security again meets the Exchange's requirements, the Exchange will open for trading additional series of options of that class and may lift any restriction on opening purchase transactions imposed by this Rule.

(e) Whenever the Exchange announces that approval of an underlying security has been withdrawn for any reason or that the Exchange has been informed that the issuer of an underlying security has ceased to be in compliance with SEC reporting requirements, each Options Member shall, prior to effecting any transaction in options contracts with respect to such underlying security for a Customer, inform such Customer of such fact and of the fact that the Exchange may prohibit further transactions in such options contracts to the extent it shall deem such action necessary and appropriate.

(f) If an ADR was initially deemed appropriate for options trading on the grounds that fifty percent (50%) or more of the worldwide trading volume (on a share-equivalent basis) in the ADR and other related ADRs and securities takes place in U.S. markets or in markets with which the Exchange has in place an effective surveillance sharing agreement, or if an ADR was initially deemed appropriate for options trading based on the daily trading volume standard in Rule 19.3 (Criteria for Underlying Securities), the Exchange may not open for trading additional series of options on the ADR unless:

(1) the percentage of worldwide trading volume in the ADR and other related securities that takes place in the U.S. and in markets with which the Exchange has in place effective surveillance sharing agreements for any consecutive three (3) month period is either: (A) at least thirty percent (30%) without regard to the average daily trading volume in the ADR, or (B) at least fifteen percent (15%) when the average U.S. daily trading volume in the ADR for the previous three (3) months is at least 70,000 shares; or

(2) the Exchange then has in place an effective surveillance sharing agreement with the primary exchange in the home country where the security underlying the ADR is traded; or

(3) the SEC has otherwise authorized the listing thereof.

(g) Fund Shares approved for options trading pursuant to Rule 19.3 (Criteria for Underlying Securities) will not be deemed to meet the requirements for continued approval, and the Exchange shall not open for trading any additional series of option contracts of the class covering such Fund Shares if the security is delisted from trading as provided in subparagraph (b)(4) of this Rule. In addition, the Exchange shall consider the suspension of opening transactions in any series of options of the class covering Fund Shares in any of the following circumstances:

(1) In the case of options covering Fund Shares approved pursuant to Rule 19.3(i)(4)(A), in accordance with the terms of subparagraphs (b)(1), (2) and (3) of this Rule;

(2) In the case of options covering Fund Shares approved pursuant to Rule 19.3(i)(4)(B), following the initial twelve-month period beginning upon the commencement of trading in the Fund Shares on a national securities exchange and are defined as NMS stock under Rule 600 of Regulation NMS, there were fewer than 50 record and/or beneficial holders of such Fund Shares for 30 consecutive days;

(3) the value of the index, non-U.S. currency, portfolio of commodities including commodity futures contracts, options on commodity futures contracts, swaps, forward contracts and/or options on physical commodities and/or Financial Instruments or Money Market Instruments, or portfolio of securities on which the Fund Shares are based is no longer calculated or available; or

(4) such other event occurs or condition exists that in the opinion of the Exchange makes further dealing in such options on BATS Options inadvisable.

(h) Securities initially approved for options trading pursuant to paragraph (j) of Rule 19.3 (Criteria for Underlying Securities) (such securities are defined and referred to in that paragraph as “Trust Issued Receipts”) shall not be deemed to meet the Exchange’s requirements for continued approval, and the Exchange shall not open for trading any additional series of option contracts of the class covering such Trust Issued Receipts, whenever the Trust Issued Receipts are delisted and trading in the Receipts is suspended on a national securities exchange, or the Trust Issued Receipts are no longer traded as national market securities through the facilities of a national securities association. In addition, the Exchange shall consider the suspension of opening transactions in any series of options of the class covering Trust Issued Receipts in any of the following circumstances:

(1) in accordance with the terms of paragraph (b) of this Rule in the case of options covering Trust Issued Receipts when such options were approved pursuant to subparagraph (j)(1)(A) under Rule 19.3 (Criteria for Underlying Securities);

(2) upon annual review, the Trust has more than 60 days remaining until termination and there are fewer than 50 record and/or beneficial holders of Trust Issued Receipts for 30 consecutive days;

(3) the Trust has fewer than 50,000 receipts issued and outstanding;

(4) the market value of all receipts issued and outstanding is less than \$1,000,000; or

(5) such other event shall occur or condition exist that in the opinion of the Exchange makes further dealing in such options on BATS Options inadvisable.

(i) For Trust Issued Receipts approved for options trading pursuant to paragraph (j) of Rule 19.3 (Criteria for Underlying Securities) that are also Holding Company Depository Receipts (“HOLDRs”), the Exchange will not open additional series of options overlying HOLDRs (without prior Commission approval) if: (1) the proportion of securities underlying standardized equity options to all securities held in a HOLDRs trust is less than 80% (as measured by their relative weightings in the HOLDRs trust); or (2) less than 80% of the total number of securities held in a HOLDRs trust underlie standardized equity options.

(j) Index Linked Securities.

Absent exceptional circumstances, Index-Linked Securities (“Securities”) initially approved for options trading pursuant to paragraph (l) of Rule 19.3 (Criteria for Underlying Securities) shall not be deemed to meet the Exchange’s requirements for continued approval, and the Exchange shall not open for trading any additional series or option contracts of the class covering such Securities whenever the underlying Securities are delisted and trading in the Securities is suspended on a national securities exchange, or the Securities are no longer an “NMS Stock” (as defined in Rule 600 of Regulation NMS under the Securities Exchange Act of 1934). In addition, the Exchange shall consider the suspension of opening transactions in any series of options of the class covering Index-Linked Securities in any of the following circumstances:

(1) the underlying Index-Linked Security fails to comply with the terms of paragraph (1) of Rule 19.3 (Criteria for Underlying Securities);

(2) in accordance with the terms of paragraph (b) of this Rule, in the case of options covering Index-Linked Securities when such options were approved pursuant to paragraph (1) of Rule 19.3 (Criteria for Underlying Securities), except that, in the case of options covering Index-Linked Securities approved pursuant to Rule 19.3(1)(3)(B) that are redeemable at the option of the holder at least on a weekly basis, then option contracts of the class covering such Securities may only continue to be open for trading as long as the Securities are listed on a national securities exchange and are “NMS” stock as defined in Rule 600 of Regulation NMS;

(3) in the case of any Index-Linked Security trading pursuant to paragraph (1) of Rule 19.3 (Criteria for Underlying Securities), the value of the Reference Asset is no longer calculated; or

(4) such other event shall occur or condition exist that in the opinion of the Exchange make further dealing in such options on the Exchange inadvisable.

(k) Inadequate Volume Delisting.

Absent exceptional circumstances, a security initially approved for options trading may be deemed by the Exchange not to meet the requirements for continued approval, in which case the Exchange will not open for trading any additional series of equity option contracts of the class of options and may determine to delist the class of options if it meets the following criteria:

(1) the option has been trading on the Exchange not less than six (6) months; and

(2) the Exchange average daily volume (“ADV”) of the entire class of options over the last six (6) month period was less than twenty (20) contracts.

If the option is singly listed only on the Exchange, the Exchange will cease to add new series and may delist the class of options when there is no remaining open interest. Should the Exchange determine to delist an equity option pursuant to this subsection, it will provide notification of the determination to delist such option not less than three (3) days prior to the scheduled delisting date.

Rule 19.5. Minimum Participation Requirement for Opening Trading of Option Series

(a) After a particular class of options has been approved for listing on BATS Options by the Exchange, the Exchange will open trading in series of options in that class only if there is at least one Options Market Maker registered for trading that particular series.

(b) If a particular class of options has been approved for listing on BATS Options and there is not at least one series of options in that class open for trading, the listing shall be placed in a non-regulatory suspension until such time as a series of options in that class may be opened. In such circumstances, BATS Options will not execute orders on the BATS Options Book, and

will not accept inbound orders from away markets. BATS Options will continue to accept and route member orders that are designated for routing and execution at the best price in away markets.

(c) If after the Exchange opened trading in a series of options, the sole Options Market Maker withdraws its registration, the Exchange will place that options series in a non-regulatory execution suspension until such time as a BATS Options Member registers to make markets in that series. In such circumstances, BATS Options will not execute orders on the BATS Options Book, and will not accept inbound orders from away markets. BATS Options will continue to accept and route member orders that are designated for routing and execution at the best price in away markets.

Rule 19.6. Series of Options Contracts Open for Trading

(a) After a particular class of options has been approved for listing and trading on BATS Options by the Exchange, the Exchange from time to time may open for trading series of options in that class. Only options contracts in series of options currently open for trading may be purchased or written on BATS Options. Prior to the opening of trading in a given series, the Exchange will fix the expiration month, year and exercise price of that series. For Quarterly Options Series, the Exchange will fix a specific expiration date and exercise price, as provided in Interpretations and Policy .04.

(b) At the commencement of trading on BATS Options of a particular class of options, BATS Options will open a minimum of one (1) series of options in that class. The exercise price of the series will be fixed at a price per share, relative to the underlying stock price in the primary market at about the time that class of options is first opened for trading on BATS Options.

(c) Additional series of options of the same class may be opened for trading on BATS Options when the Exchange deems it necessary to maintain an orderly market, to meet Customer demand or when the market price of the underlying stock moves more than five strike prices from the initial exercise price or prices. The opening of a new series of options shall not affect the series of options of the same class previously opened. New series of options on an individual stock may be added until the beginning of the month in which the options contract will expire. Due to unusual market conditions, the Exchange, in its discretion, may add a new series of options on an individual stock until five (5) business days prior to expiration.

(d) The interval between strike prices of series of options on individual stocks will be:

(1) \$2.50 or greater where the strike price is \$25.00 or less;

(2) \$5.00 or greater where the strike price is greater than \$25.00; and

(3) \$10.00 or greater where the strike price is greater than \$200.00.

(4) The interval between strike prices of series of options on Fund Shares approved for options trading pursuant to Rule 19.3(i) shall be fixed at a price per share

which is reasonably close to the price per share at which the underlying security is traded in the primary market at or about the same time such series of options is first open for trading on BATS Options, or at such intervals as may have been established on another options exchange prior to the initiation of trading on BATS Options.

(e) The Exchange will open at least one expiration month for each class of options open for trading on BATS Options.

(f) The interval of strike prices may be \$2.50 in any multiply-traded option class to the extent permitted on BATS Options by the SEC or once another exchange trading that option lists strike prices of \$2.50 on such options class.

Interpretations and Policies

.01 The interval between strike prices of series of options on individual stocks may be \$2.50 or greater where the strike price is \$25 or less, provided however, that BATS Options may not list \$2.50 intervals below \$50 (e.g. \$12.50, \$17.50) for any class included within the \$1 Strike Price Program, as detailed below in Interpretations and Policy .02, if the addition of \$2.50 intervals would cause the class to have strike price intervals that are \$0.50 apart. For series of options on Exchange-Traded Fund Shares that satisfy the criteria set forth in Rule 19.3(i), the interval of strike prices may be \$1 or greater where the strike price is \$200 or less or \$5 or greater where the strike price is over \$200. Exceptions to the strike price intervals above are set forth in Interpretations and Policies .02 and .03 below.

.02 The interval between strike prices of series of options on individual stocks may be:

(a) \$1.00 or greater (“\$1 Strike Prices”) provided the strike price is \$50 or less, but not less than \$1. The listing of \$1 strike prices shall be limited to option classes overlying no more than fifty-five (55) individual stocks (the “\$1 Strike Price Program”) as specifically designated by BATS Options. BATS Options may list \$1 Strike Prices on any other option classes if those classes are specifically designated by other national securities exchanges that employ a similar \$1 Strike Price Program under their respective rules.

(b) To be eligible for inclusion into the \$1 Strike Price Program, an underlying security must close below \$50 in the primary market on the previous trading day. After a security is added to the \$1 Strike Price Program, BATS Options may list \$1 Strike Prices from \$1 to \$50 that are no more than \$5 from the closing price of the underlying on the preceding day. For example, if the underlying security closes at \$13, BATS Options may list strike prices from \$8 to \$18. BATS Options may not list series with \$1 intervals within \$0.50 of an existing \$2.50 strike price (e.g. \$12.50, \$17.50) in the same series. Additionally, for an option class selected for the \$1 Strike Price Program, BATS Options may not list \$1 Strike Prices on any series having greater than nine (9) months until expiration.

A security shall remain in the \$ 1 Strike Price Program until otherwise designated by BATS Options.

(c) Delisting Policy. For options classes selected to participate in the \$1 Strike Program, the Exchange will, on a monthly basis, review series that were originally listed under

the \$1 Strike Program with strike prices that are more than \$5 from the current value of an options class and delist those series with no open interest in both the put and the call series having a: (1) strike higher than the highest strike price with open interest in the put and/or call series for a given expiration month; and (2) strike lower than the lowest strike price with open interest in the put and/or call series for a given expiration month. If the Exchange identifies series for delisting pursuant to this policy, the Exchange shall notify other options exchanges with similar delisting policies regarding the eligible series for delisting, and shall work jointly with such other exchanges to develop a uniform list of series to be delisted so as to ensure uniform series delisting of multiply listed options classes.

Notwithstanding the above delisting policy, the Exchange may grant member requests to add strikes and/or maintain strikes in series of options classes traded pursuant to the \$1 Strike Program that are eligible for delisting.

.03

(a) The options exchanges may select up to 200 options classes on individual stocks for which the interval of strike prices will be \$2.50 where the strike price is greater than \$25 but less than \$50. The 200 options classes are selected by the various options exchanges pursuant to any agreement mutually agreed to by the individual exchanges and approved by the Commission. The strike price interval may be \$2.50 in any multiply traded option once another exchange trading that option selects such option, as part of this program.

(b) In addition, on any option class that has been selected as part of the \$2.50 Strike Price Program pursuant to paragraph (a) above, the Exchange may list \$2.50 strike prices between \$50 and \$75, provided the \$2.50 strike prices between \$50 and \$75 are no more than \$10 from the closing price of the underlying stock in its primary market on the preceding day. For example, if an option class has been selected as part of \$2.50 Strike Price Program, and the underlying stock closes at \$48.50 in its primary market, the Exchange may list the \$52.50 strike price and the \$57.50 strike price on the next business day. If an underlying security closes at \$54, the Exchange may list the \$52.50 strike price, the \$57.50 strike price, and the \$62.50 strike price on the next business day.

(c) An option class shall remain in the \$2.50 Strike Price Program until otherwise designated by the Exchange and a decertification notice is sent to the Options Clearing Corporation.

.04 Quarterly Options Series Program: The Exchange may list and trade P.M. settled options series that expire at the close of business on the last business day of a calendar quarter ("Quarterly Options Series"). The Exchange may list Quarterly Options Series for up to five (5) currently listed options classes that are either index options or options on exchange traded funds ("ETF"). In addition, the Exchange may also list Quarterly Options Series on any options classes that are selected by other securities exchanges that employ a similar program under their respective rules.

(a) The Exchange may list series that expire at the end of the next consecutive four (4) calendar quarters, as well as the fourth quarter of the next calendar year.

(b) Initial Series. The strike price of each Quarterly Options Series will be fixed at a price per share, with at least two strike prices above and two strike prices below the value of the underlying security at about the time that a Quarterly Options Series is opened for trading on the Exchange. The Exchange shall list strike prices for a Quarterly Options Series that are within \$5 from the closing price of the underlying on the preceding day.

(c) Additional Series. Additional Quarterly Options Series of the same class may be opened for trading on the Exchange when the Exchange deems it necessary to maintain an orderly market, to meet customer demand or when the market price of the underlying security moves substantially from the initial exercise price or prices. To the extent that any additional strike prices are listed by the Exchange, such additional strike prices shall be within thirty percent (30%) above or below the closing price of the underlying ETF (or "Fund Shares") as defined in Rule 19.3(i) on the preceding day. The Exchange may also open additional strike prices of Quarterly Options Series in ETF options that are more than 30% above or below the current price of the underlying ETF provided that demonstrated customer interest exists for such series, as expressed by institutional, corporate, or individual customers or their brokers. Options Market Makers trading for their own account shall not be considered when determining customer interest under this provision. The opening of new Quarterly Options Series shall not affect the series of options of the same class previously opened. In addition to the initial listed series, the Exchange may list up to sixty (60) additional series per expiration month for each Quarterly Options Series in ETF options.

(d) The interval between strike prices on Quarterly Options Series shall be the same as the interval for strike prices for series in that same options class that expire in accordance with the normal monthly expiration cycle.

(e) Delisting Policy. With respect to Quarterly Options Series added pursuant to the above paragraphs, the Exchange will, on a monthly basis review series that are outside of a range of five (5) strikes above and five (5) strikes below the current price of the ETF, and delist series with no open interest in both the call and the put series having a (1) strike higher than the highest price with open interest in the put and/or call series for a given expiration month; and (2) strike lower than the lowest strike price with open interest in the put and/or the call series for a given expiration month.

Notwithstanding the above referenced delisting policy, customer requests to add strikes and/or maintain strikes in Quarterly Options Series eligible for delisting shall be granted. In connection with the above referenced delisting policy, if the Exchange identifies series for delisting, the Exchange shall notify other option exchanges with similar delisting policies regarding eligible series for delisting, and shall work with such other exchanges to develop a uniform list of series to be delisted, so as to help to ensure uniform delisting of multiply listed Quarterly Options Series in ETF options.

Rule 19.7. Adjustments

Options contracts shall be subject to adjustments in accordance with the Rules of the Clearing Corporation. The Exchange will announce adjustments, and such changes will be effective for all subsequent transactions in that series at the time specified in the announcement.

Rule 19.8. Long-Term Options Contracts

(a) Notwithstanding conflicting language in Rule 19.6 (Series of Options Contracts Open for Trading), the Exchange may list long-term options contracts that expire from twelve (12) to thirty-nine (39) months from the time they are listed. There may be up to six (6) additional expiration months. Strike price interval, bid/ask differential and continuity rules shall not apply to such options series until the time to expiration is less than nine (9) months.

(b) After a new long-term options contract series is listed, such series will be opened for trading either when there is buying or selling interest, or forty (40) minutes prior to the close, whichever occurs first. No quotations will be posted for such options series until they are opened for trading.

CHAPTER XX. REGULATION OF TRADING ON BATS OPTIONSRule 20.1. Access to and Conduct on the BATS Options Market(a) Access to BATS Options.

Unless otherwise provided in the Rules, no one but an Options Member or a person associated with an Options Member shall effect any BATS Options Transactions.

(b) BATS Options Conduct.

Options Members and persons employed by or associated with any Options Member, while using the facilities of BATS Options, shall not engage in conduct: (1) inconsistent with the maintenance of a fair and orderly market; (2) apt to impair public confidence in the operations of the Exchange; or (3) inconsistent with the ordinary and efficient conduct of business. Activities that shall violate the provisions of this paragraph (b) include, but are not limited to, the following:

(1) failure of an Options Market Maker to provide quotations in accordance with Rule 22.6 (Market Maker Quotations);

(2) failure of an Options Market Maker to bid or offer within the ranges specified by Rule 22.5 (Obligations of Market Makers);

(3) failure of an Options Member to supervise a person employed by or associated with such Member adequately to ensure that person's compliance with this paragraph (b);

(4) failure to maintain adequate procedures and controls that permit the Options Member to effectively monitor and supervise the entry of orders by users to prevent the prohibited practices set forth in this paragraph (b) and Rule 18.2 (Conduct and Compliance with the Rules);

(5) failure to abide by a determination of the Exchange;

(6) effecting transactions that are manipulative as provided in Rule 12.1 (Market Manipulation) or any other rule of the Exchange;

(7) refusal to provide information requested by the Exchange; and

(8) failure to abide by the provisions of Rule 22.12.

(c) Subject to the Rules, the Exchange will provide access to the Trading System to Options Members in good standing that wish to conduct business on BATS Options.

(d) Pursuant to the Rules and the arrangements referred to in this Chapter XX, the Exchange may:

(1) suspend an Option Member's access to the Trading System following a warning which may be made in writing or verbally (and subsequently confirmed in writing); or

(2) terminate an Option Member's access to the Trading System by notice in writing.

Rule 20.2. Surveillance

Personnel from the Exchange shall monitor and surveil options trading on BATS Options in order to ensure the maintenance of a fair and orderly market.

Rule 20.3. Trading Halts

(a) Halts.

The Exchange may halt trading in any option contract in the interests of a fair and orderly market. The following are among the factors that shall be considered in determining whether the trading in an option contract should be halted:

(1) trading in the underlying security has been halted or suspended in the primary market;

(2) the opening of such underlying security has been delayed because of unusual circumstances;

(3) occurrence of an act of God or other event outside the Exchange's control;

(4) a Trading System technical failure or failures including, but not limited to, the failure of a part of the central processing system, a number of Options Member trading applications, or the electrical power supply to the system itself or any related system; or

(5) other unusual conditions or circumstances are present.

(b) In the event the Exchange determines to halt trading, all trading in the effected class or classes of options shall be halted. BATS Options shall disseminate through its trading facilities and over OPRA a symbol with respect to such class or classes of options indicating that trading has been halted. A record of the time and duration of the halt shall be made available to vendors.

(c) No Options Member or person associated with an Options Member shall effect a trade on BATS Options in any options class in which trading has been halted under the provisions of this Rule during the time in which the halt remains in effect.

Rule 20.4. Resumption of Trading After a Halt

Trading in an option that has been the subject of a halt under Rule 20.3 (Trading Halts) shall be resumed upon the determination by the Exchange that the conditions which led to the halt are no longer present or that the interests of a fair and orderly market are best served by a resumption of trading.

Rule 20.5. Unusual Market Conditions

(a) BATS Options staff may determine that the level of trading activities or the existence of unusual market conditions is such that BATS Options is incapable of collecting, processing, and making available to quotation vendors the data for the option in a manner that accurately reflects the current state of the market on BATS Options. Upon making such a determination, the Exchange shall designate the market in such option to be “fast,” and the Exchange shall halt trading in the class or classes so affected.

(b) The Exchange will monitor the activity or conditions that caused a fast market to be declared, and shall review the condition of such market at least every thirty (30) minutes. Regular trading procedures shall be resumed when the Exchange determines that the conditions supporting a fast market declaration no longer exist.

(c) The Exchange shall halt trading in all options whenever a market wide trading halt is initiated on the New York Stock Exchange (commonly known as a “circuit breaker”) in response to extraordinary market conditions.

Rule 20.6. Obvious Error

(a) The Exchange will either nullify a transaction or adjust the execution price of a transaction that meets the standards provided in this Rule.

(b) Definition of Obvious Error.

For purposes of this Rule only, an Obvious Error will be deemed to have occurred when:

(1) the execution price of a transaction is higher or lower than the Theoretical Price for the series by an amount equal to at least the amount shown below:

<u>Theoretical Price</u>	<u>Minimum Amount</u>
<u>Below \$2</u>	<u>\$.25</u>
<u>\$2 to \$5</u>	<u>.40</u>
<u>Above \$5 to \$10</u>	<u>.50</u>
<u>Above 10 to \$20</u>	<u>.80</u>
<u>Above \$20</u>	<u>1.00</u>

(2) the trade resulted in an execution price in a series that was, and for five (5) seconds prior to the execution remained, quoted no bid and at least one strike price below (for calls) or above (for puts) in the same class were quoted no bid at the time of the erroneous execution (in which case the trade shall be nullified). For purposes of this subparagraph, bids and offers of the parties to the subject trade that are in any of the series in the same options class shall not be considered.

(c) Definition of Theoretical Price.

For purposes of this Rule only, the Theoretical Price of an option series is:

(1) if the series is traded on at least one other options exchange, the mid-point of the National Best Bid and Offer (“NBBO”), just prior to the transaction; or

(2) if there are no quotes for comparison purposes, as determined by the Exchange.

(d) Obvious Error Procedure.

If a party believes that it participated in a transaction that was the result of an Obvious Error, it must notify the Exchange’s Trade Desk via e-mail or other electronic means, specified from time to time by the Exchange in a circular distributed to Members, within twenty (20) minutes of the execution. Absent unusual circumstances, the Exchange will not grant relief under this Rule unless notification is made within the prescribed periods of time. An Officer of the Exchange or such other employee designee of the Exchange that is trained in the application of this rule (“BATS Official”) shall administer the application of this Rule in accordance with the provisions of this Rule.

(e) Adjust or Bust.

A BATS Official will determine whether there was an Obvious Error as defined above. If it is determined that an Obvious Error has occurred, the Exchange shall take one of the actions listed below. Upon taking final action, the Exchange shall promptly notify both parties to the trade electronically or via telephone.

(1) Where each party to the transaction is an Options Member, the execution price of the transaction will be adjusted by the BATS Official to the prices provided in subparagraphs (A) and (B) below unless both parties agree to adjust the transaction to a different price or agree to bust the trade within ten (10) minutes of being notified by the Exchange of the Obvious Error.

(A) Erroneous buy transactions will be adjusted to their Theoretical Price plus \$.15 if the Theoretical Price is under \$3, or plus \$.30 if the Theoretical Price is at or above \$3.

(B) Erroneous sell transactions will be adjusted to their Theoretical Price minus \$.15 if the Theoretical Price is under \$3, or minus \$.30 if the Theoretical Price is at or above \$3.

(i) Where at least one party to the Obvious Error is not an Options Member, the trade will be nullified unless both parties agree to an adjustment price for the transaction within thirty (30) minutes of being notified by the Exchange of the Obvious Error.

(ii) Trades meeting the Obvious Error definition in (b)(2) above shall be nullified.

(2) Mutual Agreement. The determination as to whether a trade was automatically executed at an erroneous price may be made by mutual agreement of the affected parties to a particular transaction. A trade may be nullified or adjusted on the terms that all parties to a particular transaction agree.

(f) Catastrophic Errors

(1) Definition. For purposes of this Rule only, a Catastrophic Error will be deemed to have occurred when the execution price of a transaction is higher or lower than the Theoretical Price for the series by an amount equal to at least the amount shown below:

<u>Theoretical Price</u>	<u>Minimum Amount</u>
<u>Below \$2</u>	<u>\$1</u>
<u>\$2 to \$5</u>	<u>\$2</u>
<u>Above \$5 to \$10</u>	<u>\$5</u>
<u>Above \$10 to \$50</u>	<u>\$10</u>
<u>Above \$50 to \$100</u>	<u>\$20</u>
<u>Above \$100</u>	<u>\$30</u>

(2) Catastrophic Error Procedure. If a party believes that it participated in a transaction that qualifies as a Catastrophic Error, it must notify the Exchange's Trade Desk via a written or electronic complaint by 8:30 am Eastern Time, on the first trading day following the execution. For transactions in an expiring options series that take place on an expiration day, a party must notify the Exchange by 5:00 pm Eastern Time that same day.

The Exchange will not grant relief under this Rule unless notification is made within the prescribed periods of time. Relief will not be granted if the Exchange has previously rendered a decision with respect to the transaction in question pursuant to this Rule. A BATS Official, as defined in paragraph (d) above, shall administer the application of this Rule.

(3) Adjust or Bust. A BATS Official will determine whether there was a Catastrophic Error as defined above. If it is determined that a Catastrophic Error has occurred, whether or not each party to the transaction is an Options Member, the Exchange shall adjust the execution price of the transaction, unless both parties agree to adjust the transaction to a different price, to the theoretical price (A) plus the adjustment value provided below for erroneous buy transactions, and (B) minus the adjustment value provided for erroneous sell transactions:

<u>Theoretical Price</u>	<u>Minimum Amount</u>
<u>Below \$2</u>	<u>\$1</u>
<u>\$2 to \$5</u>	<u>\$2</u>
<u>Above \$5 to \$10</u>	<u>\$3</u>
<u>Above \$10 to \$50</u>	<u>\$5</u>
<u>Above \$50 to \$100</u>	<u>\$7</u>
<u>Above \$100</u>	<u>\$10</u>

Upon taking final action, the Exchange shall promptly notify both parties to the trade electronically or via telephone.

(g) Appeals.

If an Options Member affected by a determination made under this Rule so requests within the time permitted below, the Obvious Error Panel ("Obvious Error Panel") will review decisions made by the BATS Official under this Rule, including whether an obvious error occurred and whether the correct determination was made.

(1) The Obvious Error Panel will be comprised of the Exchange's Chief Regulatory Officer ("CRO") or a designee of the CRO, a representative of one (1) Options Member engaged in market making (any such representative, a "MM

Representative”) and representatives from two (2) Options Members satisfying one or both of the criteria set forth as (A) and (B) below (any such representative, a “Non-MM Representative”). To qualify as a representative of an Options Member other than an Options Member engaged in market making, a person must:

(A) be employed by an Options Member whose revenues from options market making activity do not exceed ten percent (10%) of its total revenues; or

(B) have as his or her primary responsibility the handling of Public Customer orders or supervisory responsibility over persons with such responsibility, and not have any responsibilities with respect to market making activities.

(2) The Exchange shall designate at least ten (10) MM Representatives and at least ten (10) Non-MM Representatives to be called upon to serve on the Obvious Error Panel as needed. In no case shall an Obvious Error Panel include a person affiliated with a party to the trade in question. To the extent reasonably possible, the Exchange shall call upon the designated representatives to participate on an Obvious Error Panel on an equally frequent basis.

(3) A request for review on appeal must be made in writing via e-mail or other electronic means specified from time to time by the Exchange in a circular distributed to Options Members within thirty (30) minutes after the party making the appeal is given notification of the initial determination being appealed. The Obvious Error Panel shall review the facts and render a decision as soon as practicable, but generally on the same trading day as the execution(s) under review. On requests for appeal received after 3:00 p.m. Eastern Time, a decision will be rendered as soon as practicable, but in no case later than the trading day following the date of the execution under review.

(4) The Obvious Error Panel may overturn or modify an action taken by the BATS Official under this Rule. All determinations by the Obvious Error Panel shall constitute final action by the Exchange on the matter at issue.

(5) If the Obvious Error Panel votes to uphold the decision made pursuant to paragraph (g)(1) above, the Exchange will assess a \$500.00 fee against the Options Member(s) who initiated the request for appeal. In addition, in instances where the Exchange, on behalf of an Options Member, requests a determination by another market center that a transaction is clearly erroneous, the Exchange will pass any resulting charges through to the relevant Options Member.

(6) Any determination by an Officer or by the Obvious Error Panel shall be rendered without prejudice as to the rights of the parties to the transaction to submit their dispute to arbitration.

Rule 20.7. Audit Trail

(a) Order Identification

When entering orders on BATS Options, each Options Member shall submit order information in such form as may be prescribed by the Exchange in order to allow BATS Options to properly prioritize and match orders and report resulting transactions to the Clearing Corporation.

(b) An Options Member must ensure that each options order received from a Customer for execution on BATS Options is recorded and time-stamped immediately. The order record must be time-stamped again on execution and also at the time of any modification or cancellation of the order by the Customer. Order records relating to BATS Options must contain the following information at a minimum:

- (1) a unique order identification;
- (2) the underlying security;
- (3) opening/closing designation;
- (4) the identity of the Clearing Member;
- (5) Options Member identification;
- (6) Member Capacity;
- (7) identity of the individual/terminal completing the order ticket;
- (8) customer identification;
- (9) account identification;
- (10) buy/sell;
- (11) contract volume;
- (12) contract month;
- (13) exercise price;
- (14) put/call;
- (15) price or price limit, price range or strategy price;
- (16) special instructions (e.g., GTC); and
- (17) such other information as may be required by BATS Options.

(c) An Options Member that employs an electronic system for order routing or order management which complies with BATS Options requirements will be deemed to be complying with the requirements of this Rule if the required information is recorded in electronic form rather than in written form.

(d) In addition to any related requirement under applicable securities laws, information recorded pursuant to this Rule must be retained by Options Members for a period of no less than three (3) years after the date of the transaction.

Rule 20.8. Failure to Pay Premium

(a) When the Clearing Corporation shall reject a BATS Options Transaction because of the failure of the Clearing Member acting on behalf of the purchaser to pay the aggregate premiums due thereon as required by the Rules of the Clearing Corporation, the Options Member acting as or on behalf of the writer shall have the right either to cancel the transaction by giving notice thereof to the Clearing Member or to enter into a closing writing transaction in respect of the same options contract that was the subject of the rejected BATS Options Transaction for the account of the defaulting Clearing Member.

(b) Such action shall be taken as soon as possible, and in any event not later than 10:00 A.M. Eastern Time on the business day following the day the BATS Options Transaction was rejected by the Clearing Corporation.

CHAPTER XXI. TRADING SYSTEMS

Rule 21.1. Definitions

The following definitions apply to Chapter XXI for the trading of options listed on BATS Options.

(a) The term “System” shall mean the automated system for order execution and trade reporting owned and operated by the Exchange. The System comprises:

(1) an order execution service that enables Users to automatically execute transactions in System Securities; and provides Users with sufficient monitoring and updating capability to participate in an automated execution environment;

(2) a trade reporting service that submits “locked-in” trades for clearing to a registered clearing agency for clearance and settlement; transmits last-sale reports of transactions automatically to the Options Price Reporting Authority for dissemination to the public and industry, and provides participants with monitoring and risk management capabilities to facilitate participation in a “locked-in” trading environment; and

(3) a data feed(s) that can be used to display without attribution to Options Members’ MPIDs Displayed Orders on both the bid and offer side of the market for price levels then within BATS Options using the minimum price variation applicable to that security.

(b) The term “System Securities” shall mean all options that are currently trading on BATS Options pursuant to Chapter XIX above.

(c) The term “Order” shall mean a single order submitted to the System by a User designated for display (price and size) on an anonymous basis in the order display service of the System.

(d) The term “Order Type” shall mean the unique processing prescribed for designated orders that are eligible for entry into the System, and shall include:

(1) “Reserve Orders” are limit orders that have both a displayed size as well as an additional non-displayed amount. Both the displayed and non-displayed portions of the Reserve Order are available for potential execution against incoming orders. If the displayed portion of a Reserve Order is fully executed, the System will replenish the display portion from reserve up to the size of the original display amount. A new timestamp is created for the replenished portion of the order each time it is replenished from reserve, while the reserve portion retains the timestamp of its original entry.

(2) “Limit Orders” are orders to buy or sell an option at a specified price or better. A limit order is marketable when, for a limit order to buy, at the time it is entered into the System, the order is priced at the current inside offer or higher, or for a limit order to sell, at the time it is entered into the System, the order is priced at the inside bid or lower.

(3) “Minimum Quantity Orders” are orders that require that a specified minimum quantity of contracts be obtained, or the order is cancelled. Minimum Quantity Orders may only be entered with a time-in-force designation of Immediate or Cancel. Minimum Quantity Orders received prior to the market open or after market close will be rejected.

(4) “Discretionary Orders” are orders that have a displayed price and size, as well as a non-displayed discretionary price range, at which the entering party, if necessary, is also willing to buy or sell. The non-displayed trading interest is not entered into the BATS Options Book but is, along with the displayed size, converted to an IOC buy (sell) order priced at the highest (lowest) price in the discretionary price range when displayed contracts become available on the opposite side of the market or an execution takes place at any price within the discretionary price range. The generation of this IOC order is triggered by the automatic cancellation of the displayed contracts portion of the Discretionary Order. If more than one Discretionary Order is available for conversion to an IOC order, the System will convert and process all such orders in the same priority in which such Discretionary Orders were entered. If an IOC order is not executed in full, the unexecuted portion of the order is automatically re-posted and displayed in the BATS Options Book with a new time stamp, at its original displayed price, and with its non-displayed discretionary price range.

(5) “Market Orders” are orders to buy or sell at the best price available at the time of execution.

(6) “Price Improving Orders” are orders to buy or sell an option at a specified price at an increment smaller than the minimum price variation in the security. Price

Improving Orders may be entered in increments as small as (1) one cent. Price Improving Orders that are available for display shall be displayed at the minimum price variation in that security and shall be rounded up for sell orders and rounded down for buy orders. Unless a User has entered instructions not to do so, Price Improving Orders will be subject to the “displayed price sliding process.” Pursuant to the displayed price sliding process, a Price Improving Order that after rounding to the minimum price variation, or any other order to be displayed on the BATS Book that at the time of entry, would lock or cross a Protected Quotation (collectively, “the original locking price”):

(A) such order will be displayed by the System at one minimum price variation below the current NBO (for bids) or to one minimum price variation above the current NBB (for offers); and

(B) in the event the NBBO changes such that the order at the original locking price would not lock or cross a Protected Quotation, the order will receive a new timestamp, and will be displayed at the original locking price.

(7) “Destination Specific Orders” are market or limit orders that instruct the System to route the order to a specified away trading center, after exposing the order to the BATS Options Book. Destination Specific Orders that are not executed in full after routing away are processed by the Exchange as described in Rules 21.8 (Order Display and Book Processing) and 21.9 (Order Routing).

(8) “BATS Only Orders” are orders that are to be ranked and executed on the Exchange pursuant to Rule 21.8 (Order Display and Book Processing) or cancelled, as appropriate, without routing away to another trading center. A BATS Only Order that, at the time of entry, would cross a Protected Quotation will be repriced to the locking price and ranked at such price in the BATS Options Book. A BATS Only Order will be subject to the displayed price sliding process unless a User has entered instructions not to use the displayed price sliding process as set forth in paragraph (d)(6) above.

(9) “BATS Post Only Orders” are orders that are to be ranked and executed on the Exchange pursuant to Rule 21.8 (Order Display and Book Processing) or cancelled, as appropriate, without routing away to another trading center except that the order will not remove liquidity from the BATS Options Book. A BATS Post Only Order will be subject to the displayed price sliding process unless a User has entered instructions not to use the displayed price sliding process as set forth in paragraph (d)(6) above.

(10) “Partial Post Only at Limit Orders” are orders that are to be ranked and executed on the Exchange pursuant to Rule 21.8 (Order Display and Book Processing) or cancelled, as appropriate, without routing away to another trading center except that the order will only remove liquidity from the BATS Options Book under the following circumstances:

(A) A Partial Post Only at Limit Order will remove liquidity from the BATS Options Book up to the full size of the order if, at the time of receipt, it can be executed at prices better than its limit price (i.e., price improvement).

(B) Regardless of any liquidity removed from the BATS Options Book under the circumstances described in paragraph (A) above, a User may enter a Partial Post Only at Limit Order instructing the Exchange to also remove liquidity from the BATS Options Book at the order's limit price up to a designated percentage of the remaining size of the order after any execution pursuant to paragraph (A) above ("Maximum Remove Percentage") if, after removing such liquidity at the order's limit price, the remainder of such order can then post to the BATS Options Book. If no Maximum Remove Percentage is entered, such order will only remove liquidity to the extent such order will obtain price improvement as described in paragraph (A) above.

A Partial Post Only at Limit Order will be subject to the displayed price sliding process unless a User has entered instructions not to use the displayed price sliding process as set forth in paragraph (d)(6) above.

(11) "Intermarket Sweep Orders" or "ISO" are orders that shall have the meaning provided in Rule 27.1 (Definitions). Such orders may be executed at one or multiple price levels in the System without regard to Protected Quotations at other options exchanges (i.e., may trade through such quotations). The Exchange relies on the marking of an order by a User as an ISO order when handling such order, and thus, it is the entering Member's responsibility, not the Exchange's responsibility, to comply with the requirements relating to ISOs. ISOs are not eligible for routing pursuant to Rule 21.9 (Order Routing).

(12) "Directed Intermarket Sweep Orders" or "Directed ISOs" are ISOs entered by a User that bypass the System and are immediately routed by the Exchange to another options exchange specified by the User for execution. It is the entering Member's responsibility, not the Exchange's responsibility, to comply with the requirements relating to Intermarket Sweep Orders.

(e) The term "Order Size" shall mean the number of contracts up to 999,999 associated with the Order.

(f) The term "Time in Force" shall mean the period of time that the System will hold an order for potential execution, and shall include:

(1) "Good Til Day or "GTD" shall mean, for orders so designated, that if after entry into the System, the order is not fully executed, the order (or the unexecuted portion thereof) shall remain available for potential display and/or execution for the amount of time during such trading day specified by the entering User unless canceled by the entering party.

(2) “Immediate Or Cancel” or “IOC” shall mean, for an order so designated, a limit order that is to be executed in whole or in part as soon as such order is received, and the portion not so executed is cancelled.

(3) “DAY” shall mean, for an order so designated, a limit order to buy or sell which, if not executed expires at market close.

(4) “WAIT” shall mean for orders so designated, that upon entry into the System, the order is held for one second without processing for potential display and/or execution. After one second, the order is processed for potential display and/or execution in accordance with all order entry instructions as determined by the entering party.

(g) Member Match Trade Prevention (“MMTP”) Modifiers. Any incoming order designated with an MMTP modifier will be prevented from executing against a resting opposite side order also designated with an MMTP modifier and originating from the same market participant identifier (“MPID”), Exchange Member identifier or Exchange Sponsored Participant identifier (any such identifier, a “Unique Identifier”). Subject to the exception contained in paragraph (3) below, the MMTP modifier on the incoming order controls the interaction between two orders marked with MMTP modifiers.

(1) MMTP Cancel Newest (“MCN”). An incoming order marked with the “MCN” modifier will not execute against opposite side resting interest marked with any MMTP modifier originating from the same Unique Identifier. The incoming order marked with the MCN modifier will be cancelled back to the originating User(s). The resting order marked with an MMTP modifier will remain on the BATS Options Book.

(2) MMTP Cancel Oldest (“MCO”). An incoming order marked with the “MCO” modifier will not execute against opposite side resting interest marked with any MMTP modifier originating from the same Unique Identifier. The resting order marked with the MMTP modifier will be cancelled back to the originating User(s). The incoming order marked with the MCO modifier will remain on the BATS Options Book.

(3) MMTP Decrement and Cancel (“MDC”). An incoming order marked with the “MDC” modifier will not execute against opposite side resting interest marked with any MMTP modifier originating from the same Unique Identifier. If both orders are equivalent in size, both orders will be cancelled back to the originating User(s). If the orders are not equivalent in size, the equivalent size will be cancelled back to the originating User(s) and the larger order will be decremented by the size of the smaller order, with the balance remaining on the BATS Options Book; provided, however, that if the resting order is marked with any MMTP modifier other than MDC, and the incoming order is smaller in size than the resting order, then both orders will be cancelled back to the originating User(s).

(4) MMTP Cancel Both (“MCB”). An incoming order marked with the “MCB” modifier will not execute against opposite side resting interest marked with any MMTP modifier originating from the same Unique Identifier. The entire size of both orders will be cancelled back to the originating User(s).

Rule 21.2. Days and Hours of Business

(a) Orders and bids and offers shall be open and available for execution as of 9:30 a.m. Eastern Time and shall close as of 4:00 p.m. Eastern Time.

(b) Except for unusual conditions as may be determined by the Exchange, hours during which transactions in options on individual stocks may be made on BATS Options shall correspond to the normal business days and hours for business set forth in the rules of the primary market trading the securities underlying BATS Options options.

(c) BATS Options shall not be open for business on any holiday observed by the Exchange.

Rule 21.3. Units of Trading

The unit of trading in each series of options traded on BATS Options shall be the unit of trading established for that series by the Clearing Corporation pursuant to the Rules of the Clearing Corporation and the agreements of the Exchange with the Clearing Corporation.

Rule 21.4. Meaning of Premium Quotes and Orders

(a) General.

Except as provided in paragraph (b), orders shall be expressed in terms of dollars per unit of the underlying security. For example, a bid of "5" shall represent a bid of \$500 for an options contract having a unit of trading consisting of 100 shares of an underlying security, or a bid of \$550 for an options contract having a unit of trading consisting of 110 shares of an underlying security.

(b) Special Cases.

Orders for an options contract for which BATS Options has established an adjusted unit of trading in accordance with Rule 21.3 (Units of Trading) shall be expressed in terms of dollars per 1/100 part of the total securities and/or other property constituting such adjusted unit of trading. For example, an offer of "3" shall represent an offer of \$300 for an options contract having a unit of trading consisting of 100 shares of an underlying security plus ten (10) rights.

Rule 21.5. Minimum Increments

(a) The Board may establish minimum quoting increments for options contracts traded on BATS Options. Such minimum increments established by the Board will be designated as a stated policy, practice, or interpretation with respect to the administration of this Rule within the meaning of Section 19 of the Exchange Act and will be filed with the SEC as a rule change for effectiveness upon filing. Until such time as the Board makes a change in the increments, the following principles shall apply: (1) if the options series is trading at less than \$3.00, five (5) cents; (2) if the options series is trading at \$3.00 or higher, ten (10) cents; and (3) if the options series is trading pursuant to the Penny Pilot program one (1) cent if the options series is trading

at less than \$3.00, five (5) cents if the options series is trading at \$3.00 or higher, unless for QQQQs where the minimum quoting increment will be one cent for all series regardless of price.

(b) The minimum trading increment for options contracts traded on BATS Options will be one (1) cent for all series.

Interpretations and Policies

.01 In accordance with this Rule, the Exchange will operate a pilot program to permit options classes to be quoted and traded in increments as low as \$.01. The Exchange will specify which options trade in such pilot, and in what increments, in Information Circulars filed with the Commission pursuant to Rule 19b-4 under the Exchange Act and distributed to Members. The Exchange may replace, on a semi-annual basis, any penny pilot issues that have been delisted with the next most actively traded multiply listed options classes that are not yet included in the penny pilot, based on trading activity in the previous six months. The replacement issues may be added to the penny pilot on the second trading day following January 1, 2010 and July 1, 2010.

Rule 21.6. Entry of Orders

Users can enter orders into the System, subject to the following requirements and conditions:

(a) Users shall be permitted to transmit to the System multiple orders at a single as well as multiple price levels. Each order shall indicate the amount of Reserve Size (if applicable).

(b) The System shall time-stamp an order which shall determine the time ranking of the order for purposes of processing the order.

(c) Orders can be entered into the System (or previously entered orders cancelled) from 9:30 a.m. Eastern Time until market close.

(d) For each System Security, the aggregate size of all orders at the best price to buy and sell resident in the System and eligible for display will be transmitted for display to the appropriate network processor.

(e) Subject to the exceptions contained in paragraph (b) of Rule 27.2 (Order Protection), an order will not be executed at a price that trades through another options exchange. An order that is designated by an Options Member as routable will be routed in compliance with applicable Trade-Through restrictions.

(f) Any order entered with a price that would lock or cross a Protected Quotation that is not eligible for either routing or the displayed price sliding process as defined in paragraph (d)(6) of Rule 21.1 (Definitions) will be cancelled.

Rule 21.7. Market Opening Procedures

(a) The System shall open options, other than index options, for trading based on the first transaction after 9:30 a.m. Eastern Time in the securities underlying the options as reported

on the first print disseminated pursuant to an effective national market system plan. With respect to index options, the System shall open such options for trading at 9:30 a.m. Eastern Time.

(b) In the event the underlying security has not opened within a reasonable time after 9:30 a.m. Eastern Time, the Exchange shall make an inquiry to determine the cause of the delay. The beginning of trading of options contracts in such security shall be delayed until the market for the underlying security has opened unless the Exchange determines that the interests of a fair and orderly market are best served by opening trading in the options contracts.

(c) The Exchange may delay the commencement of trading in any class of options in the interests of a fair and orderly market.

Rule 21.8. Order Display and Book Processing

All bids or offers made and accepted on BATS Options in accordance with the Rules shall constitute binding contracts, subject to applicable requirements of the Exchange Rules and the Rules of the Clearing Corporation.

A System order is an order that is entered into the System for display and/or execution as appropriate. Such orders are executable against marketable contra-side orders in the System. System orders shall be executed through the BATS Options Book Process set forth below:

(a) Execution Algorithm — Price/Time — The System shall execute trading interest within the System in price/time priority, meaning it will execute all trading interest at the best price level within the System before executing trading interest at the next best price. Trading interest will be executed in the order set forth below in paragraphs (a)(1) or (a)(2), with the order clearly established as the first entered into the System within such category at each price level having priority up to the number of contracts specified in the order.

(1) At each price level between displayed trading interest, orders will be executed in the following priority:

(A) Price Improving Orders and orders subject to displayed price sliding;

(B) Discretionary portion of discretionary orders as set forth in Rule 21.1(d)(4).

(2) At each price level that has displayed trading interest, orders will be executed in the following priority:

(A) Orders that are displayed within the System;

(B) The Non-Displayed portion of Reserve Orders;

(C) Discretionary portion of discretionary orders as set forth in Rule 21.1(d)(4).

(b) Price Improvement — any potential price improvement resulting from an execution in the System shall accrue to the party that is removing liquidity previously posted to the BATS Options Book.

(c) BATS Options — listed options that are the subject of a trading halt initiated pursuant to Rule 20.3 (Trading Halts), shall open for trading at the time specified by the Exchange pursuant to Rule 20.4. When the System opens, orders shall be added to the BATS Options Book in time priority and executed as described above in paragraph (a) above.

Rule 21.9. Order Routing

(a) For System securities, the order routing process shall be available to Users from 9:30 a.m. Eastern Time until market close, and shall route orders as follows. Users can designate orders as either available for routing or not available for routing. Orders designated as not available for routing shall follow the book processing rules set forth in Rule 21.8 (Order Display and Book Processing) above.

Orders designated as available for routing will first check the BATS Options Book for available contracts for execution pursuant to Rule 21.8 (Order Display and Book Processing). After checking the BATS Options Book for available contracts, the System will designate orders as IOCs and will cause such orders to be routed to one or more options exchanges for potential execution, per the entering User's instructions. After the System receives responses to orders that were routed away, to the extent an order is not executed in full through the routing process, the System will process the balance of such order as follows. Depending on parameters set by the User when the incoming order was originally entered, the System will either: (1) post the unfilled balance of the order to the BATS Options Book, subject to the displayed price sliding process as defined in paragraph (d)(6) of Rule 21.1, if applicable, or (2) repeat the process described above by executing against the BATS Options Book and/or routing to other options exchanges until the original, incoming order is executed in its entirety, or (3) repeat the process described above by executing against the BATS Options Book and/or routing to other options exchanges until the original, incoming order is executed in its entirety, or, if not executed in its entirety, post the unfilled balance of the order on the BATS Options Book if the order's limit price is reached, or (4) repeat the process described above by executing against the BATS Options Book and/or routing to other options exchanges, provided that the System will check the BATS Options Book for liquidity at the order's limit price only one time, then route orders at that limit price to other options exchanges, and then cancel any unfilled balance of the order back to the User. To the extent the unfilled balance of an order has been posted to the BATS Options Book, should the order subsequently be locked or crossed by another options exchange, the System shall route the order to the locking or crossing options exchange if instructed to do so by the User. With the exception of the Minimum Quantity order type, all time-in-force parameters and order types may be used in conjunction with this routing option.

(b) Priority of Routed Orders. Orders sent by the System to other options exchanges do not retain time priority with respect to other orders in the System and the System shall continue to execute other orders while routed orders are away at another options exchange. Once routed by the System, an order becomes subject to the rules and procedures of the destination options exchange including, but not limited to, order cancellation. If a routed order is

subsequently returned, in whole or in part, that order, or its remainder, shall receive a new time stamp reflecting the time of its return to the System.

(c) Users whose orders are routed to other options exchanges shall be obligated to honor such trades that are executed on other options exchanges to the same extent they would be obligated to honor a trade executed on BATS Options.

(d) BATS Options shall route orders in options via BATS Trading, Inc. (“BATS Trading”), which serves as the Outbound Router of the Exchange, as defined in Rule 2.11 (BATS Trading, Inc.). The function of the Outbound Router will be to route orders in options listed and open for trading on BATS Options to other options exchanges pursuant to the rules of BATS Options solely on behalf of BATS Options. The Outbound Router is subject to regulation as a facility of the Exchange, including the requirement to file proposed rule changes under Section 19 of the Act. Use of BATS Trading or Routing Services described in paragraph (e) below to route orders to other market centers is optional. Parties that do not desire to use BATS Trading for routing or other Routing Services provided by the Exchange must designate orders as not available for routing.

(e) Back-Up Order Routing Services. In the event the Exchange is not able to provide order routing services through its affiliated broker-dealer pursuant paragraph (d) above, the Exchange will route orders to other options exchanges in conjunction with one or more routing brokers that are not affiliated with the Exchange (“Routing Services”) as described in this paragraph (e). In connection with such services, the following shall apply:

(1) For each routing broker used by the Exchange, an agreement will be in place between the Exchange and the routing broker that will, among other things, restrict the use of any confidential and proprietary information that the routing broker receives to legitimate business purposes necessary for routing orders at the direction of the Exchange.

(2) The Exchange shall establish and maintain procedures and internal controls reasonably designed to adequately restrict the flow of confidential and proprietary information between the Exchange and the routing broker, and any other entity, including any affiliate of the routing broker, and, if the routing broker or any of its affiliates engages in any other business activities other than providing routing services to the Exchange, between the segment of the routing broker or affiliate that provides the other business activities and the segment of the routing broker that provides the routing services.

(3) The Exchange may not use a routing broker for which the Exchange or any affiliate of the Exchange is the designated examining authority.

(4) The Exchange will provide its Routing Services in compliance with the provisions of the Act and the rules thereunder, including, but not limited to, the requirements in Section 6(b)(4) and (5) of the Act that the rules of a national securities exchange provide for the equitable allocation of reasonable dues, fees, and other charges

among its members and issuers and other persons using its facilities, and not be designed to permit unfair discrimination between customers, issuers, brokers, or dealers.

(5) For all Routing Services, the Exchange will determine the logic that provides when, how, and where orders are routed away to other options exchanges.

(6) The routing broker will receive routing instructions from the Exchange, to route orders to other options exchanges and report such executions back to the Exchange. The routing broker cannot change the terms of an order or the routing instructions, nor does the routing broker have any discretion about where to route an order.

(7) Any bid or offer entered on the Exchange routed to another options exchange via a routing broker that results in an execution shall be binding on the Options Member that entered such bid/offer.

Rule 21.10. Anonymity

(a) The transaction reports produced by the System will indicate the details of the transactions, and shall not reveal contra party identities.

(b) The Exchange shall reveal a Member's identity when a registered clearing agency ceases to act for a participant, or the Member's clearing firm, and the registered clearing agency determines not to guarantee the settlement of the Member's trades.

(c) The Exchange shall reveal a User's identity in the following circumstances:

(1) for regulatory purposes or to comply with an order of an arbitrator or court;

(2) if both Users to the transaction consent;

(3) Unless otherwise instructed by a User, the Exchange will reveal to a User, no later than the end of the day on the date an anonymous trade was executed, when the User's Order has been decremented by another Order submitted by that same User.

Rule 21.11. Transaction Price Binding

The price at which an order is executed shall be binding notwithstanding that an erroneous report in respect thereto may have been rendered, or no report rendered. A report shall not be binding if an order was not actually executed but was reported to have been executed in error.

Rule 21.12. Clearing Member Give Up

A User must give up the name of the Clearing Member through which the transaction will be cleared. If there is a subsequent change in identity of the Clearing Member through whom a transaction will be cleared, the User must, as promptly as possible, report such change to BATS Options.

Rule 21.13. Submission for Clearance

(a) All options transactions effected on BATS Options shall be submitted for clearance to the Clearing Corporation, and all such transactions shall be subject to the Rules of the Clearing Corporation. Every Clearing Member shall be responsible for the clearance of BATS Options Transactions of such Clearing Member and of each User that gives up such Clearing Member's name pursuant to a letter of authorization, letter of guarantee or other authorization given by such Clearing Member to such User, which authorization must be submitted to the Exchange.

(b) On each business day at or prior to such time as may be prescribed by the Clearing Corporation, BATS Options shall furnish the Clearing Corporation a report of each Clearing Member's matched trades.

Rule 21.14. Message Traffic Mitigation

For the purpose of message traffic mitigation, based on BATS Options's traffic with respect to target traffic levels and in accordance with BATS Options's overall objective of reducing both peak and overall traffic:

(a) BATS Options will periodically delist options with an average daily volume ("ADV") of less than 100 contracts. The Exchange will, on a monthly basis, determine the ADV for each series listed on BATS Options and delist the current series and not list the next series after expiration where the ADV is less than 100 contracts. For options series traded solely on BATS Options, the Exchange will delay delisting until there is no open interest in that options series.

(b) BATS Options will implement a process by which an outbound quote message that has not been sent, but is about to be sent, will not be sent if a more current quote message for the same series is available for sending. This replace on queue functionality will be applied to all options series listed on BATS Options in real time and will not delay the sending of any messages.

(c) BATS Options will also prioritize price update messages and send out price updates before sending size update messages. This functionality will be applied to all options series listed on the BATS Options and in conjunction with the previously described replace on queue functionality will ensure that BATS Options quote update messages are the most current and relevant available.

(d) All message traffic mitigation mechanisms which are used on BATS Options will be identical to the OPRA "top of the book" broadcast.

CHAPTER XXII. MARKET PARTICIPANTSRule 22.1. Customer Orders and Order Entry Firms

Order Entry Firms (OEFs) are those Options Members representing as agent Customer Orders on BATS Options or trading as principal on BATS Options.

Rule 22.2. Options Market Maker Registration

Options Members registered as Market Makers have certain rights and bear certain responsibilities beyond those of other Options Members. All Market Makers are designated as specialists on BATS Options for all purposes under the Exchange Act or Rules thereunder.

(a) To register as a Market Maker, an Options Member must file an application in writing on such forms as the Exchange may prescribe. The Exchange reviews applications and considers an applicant's market making ability and such other factors as the Exchange deems appropriate in determining whether to approve an applicant's registration as a Market Maker.

(b) The registration of any Member as a Market Maker may be suspended or terminated by the Exchange upon a determination that such Member has failed to properly perform as a Market Maker.

(c) These Rules place no limit on the number of qualifying entities that may become Market Makers.

Rule 22.3. Continuing Options Market Maker Registration

(a) An Options Member that has qualified as an Options Market Maker may register to make markets in individual series of options.

(b) An Options Market Maker may become registered in a series by entering a registration request via an Exchange approved electronic interface with the Exchange's systems by 9:00 a.m. Eastern time. Registration shall become effective on the day the registration request is entered.

(c) An Options Market Maker's registration in a series shall be terminated if the market maker fails to enter quotations in the series within five (5) business days after the market maker's registration in the series becomes effective.

Rule 22.4. Good Standing for Market Makers

(a) To remain in good standing as a Market Maker, the Market Maker must:

(1) Continue to meet the requirements established in SEC Rule 15c3-1, and the general membership requirements set forth in the Chapter II of the Exchange Rules and the requirements for Market Makers as set forth in Rule 11.5 (Registration of Market Makers);

(2) continue to satisfy the Market Maker qualification requirements specified by the Exchange, as amended from time to time by the Exchange;

(3) comply with the Exchange Rules as well as the Rules of the OCC and the Federal Reserve Board; and

(4) pay on a timely basis such Participation, transaction and other fees as the Exchange and BATS Options shall prescribe.

(b) The good standing of a Market Maker may be suspended, terminated or otherwise withdrawn, as provided in the Exchange Rules, if any of said conditions for approval cease to be maintained or the Market Maker violates any of its agreements with the Exchange or any of the provisions of the Exchange Rules.

Rule 22.5. Obligations of Market Makers

(a) In registering as a Market Maker, an Options Member commits himself to various obligations. Transactions of a Market Maker in its market making capacity must constitute a course of dealings reasonably calculated to contribute to the maintenance of a fair and orderly market, and Market Makers should not make bids or offers or enter into transactions that are inconsistent with such course of dealings. Ordinarily, Market Makers are expected to:

(1) During trading hours, a Market Maker must maintain a two-sided market, pursuant to Rule 22.6(d)(1), in those option series in which the Market Maker is registered to trade, in a manner that enhances the depth, liquidity and competitiveness of the market.

(2) Engage, to a reasonable degree under the existing circumstances, in dealings for their own accounts when there exists, or it is reasonably anticipated that there will exist, a lack of price continuity, a temporary disparity between the supply of (or demand for) a particular option contract, or a temporary distortion of the price relationships between option contracts of the same class.

(3) Compete with other Market Makers in all series in which the Market Maker is registered to trade.

(4) Make markets that will be honored for the number of contracts entered into BATS Options's system in all series of options in which the Market Maker is registered to trade.

(5) Update quotations in response to changed market conditions in all series of options in which the Market Maker is registered to trade.

(6) Maintain active markets in all series in which the Market Maker is registered.

(7) Honor all orders that the Trading System routes to away markets pursuant to Chapter XXVII of these Rules.

(b) Options Market Makers should not effect purchases or sales on BATS Options except in a reasonable and orderly manner.

(c) If the Exchange finds any substantial or continued failure by an Options Market Maker to engage in a course of dealings as specified in paragraph (a) of this Rule, such Options

Market Maker will be subject to disciplinary action or suspension or revocation of registration in one or more of the securities in which the Market Maker is registered. Nothing in this Rule will limit any other power of the Board under these Rules, or procedures of BATS Options with respect to the registration of a Market Maker or in respect of any violation by a Market Maker of the provisions of this Rule.

Rule 22.6. Market Maker Quotations

(a) Size Associated with Quotes.

A Market Maker's bid and offer for a series of options contracts shall be accompanied by the number of contracts at that price the Market Maker is willing to buy or sell. The best bid and best offer entered by a Market Maker must have a size of at least one (1) contract.

(b) Two-Sided Quotes.

A Market Maker that enters a bid (offer) in a series in which he is registered on BATS Options must enter an offer (bid).

(c) Firm Quotes.

(1) All quotes and orders entered into the System are firm under this Rule and Rule 602 of Regulation NMS under the Exchange Act ("Rule 602") for the number of contracts specified and according to the requirements of paragraph (a) above.

(2) Market Maker bids and offers are not firm under this Rule and Rule 602 if any of the circumstances provided in paragraph (b)(3) or (c)(4) of Rule 602 exist.

(d) Continuous Quotes.

A Market Maker must enter continuous bids and offers for the options series to which it is registered, as follows:

(1) On a daily basis, a Market Maker must make markets consistent with the applicable quoting requirements specified in these rules, on a continuous basis in at least seventy-five percent (75%) of the options series in which the Market Maker is registered.

(2) A Market Maker may be called upon by the Exchange to submit a single bid or offer or maintain continuous bids and offers in one or more of the series to which the Market Maker is registered whenever, in the judgment of the Exchange, it is necessary to do so in the interest of fair and orderly markets.

(e) Options Classes Other Than Those in Which Registered.

A Market Maker shall be considered an OEF under the Rules in all classes of options listed on BATS Options. The total number of contracts executed by a Market Maker in series in which it is not registered as a Market Maker shall not exceed twenty-five (25) percent of the total number of all contracts executed by the Market Maker in any calendar quarter.

Rule 22.7. Securities Accounts and Orders of Market Makers(a) Identification of Accounts.

In a manner prescribed by the Exchange, each Market Maker shall file with the Exchange and keep current a list identifying all accounts for stock, options and related securities trading in which the Market Maker may, directly or indirectly, engage in trading activities or over which it exercises investment discretion. No Market Maker shall engage in stock, options or related securities trading in an account which has not been reported pursuant to this Rule.

(b) Reports of Orders.

Each Market Maker shall, upon request and in the prescribed form, report to the Exchange every order entered by the Market Maker for the purchase or sale of (1) a security underlying options traded on BATS Options, or (2) a security convertible into or exchangeable for such underlying security, as well as opening and closing positions in all such securities held in each account reported pursuant to paragraph (a) of this Rule. The report pertaining to orders must include the terms of each order, identification of the brokerage firms through which the orders were entered, the times of entry or cancellation, the times report of execution were received and, if all or part of the order was executed, the quantity and execution price.

(c) Joint Accounts.

No Market Maker shall, directly or indirectly, hold any interest or participate in any joint account for buying or selling any options contract unless each participant in such joint account is an Options Member and unless such account is reported to, and not disapproved by, the Exchange. Such reports in a form prescribed by the Exchange shall be filed with the Exchange before any transaction is effected on BATS Options for such joint account. A participant in a joint account must:

(1) Be either a Market Maker or a Clearing Member that carries the joint account.

(2) File and keep current a completed application on such form as is prescribed by the Exchange.

(3) Be jointly and severally responsible for assuring that the account complies with all Exchange Rules.

(4) Not be a Market Maker registered to the same options classes to which the joint account holder is also registered as a Market Maker.

Interpretations and Policies

.01 Reports of accounts and transactions required to be filed with BATS Options pursuant to this Rule relate only to accounts in which a Market Maker, as an individual, directly or indirectly controls trading activities or has a direct interest in the profits or losses of such account. Such

reports would be required for accounts over which a Market Maker exercises investment discretion as well as a Market Maker's proprietary accounts.

Rule 22.8. Letters of Guarantee

(a) Required of Each Options Member.

No Options Member shall make any transactions on BATS Options unless a Letter of Guarantee has been issued for such Member by a Clearing Member and filed with the Exchange, and unless such Letter of Guarantee has not been revoked pursuant to paragraph (c) of this Rule.

(b) Terms of Letter of Guarantee.

A Letter of Guarantee shall provide that the issuing Clearing Member accepts financial responsibilities for all BATS Options Transactions made by the guaranteed Options Member.

(c) Revocation of Letter of Guarantee.

A Letter of Guarantee filed with the Exchange shall remain in effect until a written notice of revocation has been filed with the Exchange by the Guarantor Clearing Member. A revocation shall in no way relieve a Clearing Member of responsibility for transactions guaranteed prior to the effective date of such revocation.

Rule 22.9. Financial Requirements for Market Makers

(a) Each Market Maker shall maintain (i) net liquidating equity in its Market Maker account of not less than \$200,000, and in conformity with such guidelines as the Board may establish from time to time, and (ii) net capital sufficient to comply with the requirements of Exchange Act Rule 15c3-1. Each Market Maker which is a Clearing Member shall also maintain net capital sufficient to comply with the requirements of the Clearing Corporation. This equity requirement, as well as all other provisions of the section (including capital maintenance requirements), applies to each Market Maker account, without regard to the number of Market Maker accounts per firm. The term "net liquidating equity" means the sum of positive cash balances and long securities positions less negative cash balances and short securities positions.

(b) Each Market Maker that makes an arrangement to finance his transactions as a Market Maker must identify in writing to the Exchange the source of the financing and its terms. The Exchange must be informed immediately of the intention of any party to terminate or change any such arrangement.

Rule 22.10. Limitations on Dealings

(a) General Rule.

A Market Maker on BATS Options may engage in Other Business Activities, or it may be affiliated with a broker-dealer that engages in Other Business Activities, only if there is an Information Barrier between the market making activities and the Other Business Activities. "Other Business Activities" means:

- (1) conducting an investment banking or public securities business;
 - (2) making markets in the stocks underlying the options in which it makes markets; or
 - (3) functioning as an Order Entry Firm, except where such Market Maker, or broker-dealer with which such Market Maker is affiliated: (A) engages solely in proprietary trading and does not, under any circumstance, maintain customer accounts or solicit or accept orders or funds from or on behalf of customers, including broker-dealers and other securities firms; and (B) does not place or accept or utilize any order types which call for the participation of, or interaction with, public customers, including broker-dealers and other securities firms
- (b) “Information Barrier”.

For the purposes of this Rule, an Information Barrier is an organizational structure in which:

- (1) The market making functions are conducted in a physical location separate from the locations in which the Other Business Activities are conducted, in a manner that effectively impedes the free flow of communications between designated representatives of an Options Member performing the function of a Market Maker and persons conducting the Other Business Activities. However, upon request and not on his own initiative, a designated representative of an Options Member performing the function of a Market Maker may furnish to a person performing the function of an OEF or other persons at the same firm or an affiliated firm (“affiliated persons”), the same market or trading information, so long as the Market Maker also may make available such information to non-affiliated persons with whom the Market Maker may have the same type of business relationship. The designated representative of a Market Maker must provide such information to affiliated persons in the same manner that he would make such information available to a non-affiliated person.
- (2) There are procedures implemented to prevent the use of material nonpublic corporate or market information in the possession of persons on one side of the barrier from influencing the conduct of persons on the other side of the barrier. These procedures, at a minimum, must provide that:
 - (A) the designated representative of an Options Member performing the function of a Market Maker does not take advantage of knowledge of pending transactions, order flow information, corporate information or recommendations arising from the Other Business Activities; and
 - (B) all information pertaining to the Market Maker’s positions and trading activities is kept confidential and not made available to persons on the other side of the Information Barrier, except as provided in Paragraph (b)(1) of this Rule.
 - (C) Persons on one side of the barrier may not exercise influence or control over persons on the other side of the barrier, provided that:

(i) the market making function and the Other Business Activities may be under common management as long as any general management oversight does not conflict with or compromise the Market Maker's responsibilities under Exchange Rules; and

(ii) the same person or persons (the "Supervisor") may be responsible for the supervision of the market making and OEF functions of the same firm or affiliated firms in order to monitor the overall risk exposure of the firm or affiliated firms. While the Supervisor may establish general trading parameters with respect to both market making and other proprietary trading other than on an order-specific basis, the Supervisor may not:

1) actually perform the function of either a Market Maker or OEF;

2) provide to any person performing the function of an OEF any information relating to market making activity beyond the information that a designated representative of an Options Member performing the function of a Market Maker may provide under subparagraph (b)(1), above; nor

3) provide a designated representative of an Options Member performing the function of Market Maker with specific information regarding the firm's pending transactions or order flow arising out of its OEF activities.

(D) Documenting and Reporting of Information Barrier Procedures. An Options Member implementing an Information Barrier pursuant to this Rule shall submit to BATS Options a written statement setting forth:

(i) The manner in which it intends to satisfy the conditions in paragraph (b) of this Rule, and the compliance and audit procedures it proposes to implement to ensure that the Information Barrier is maintained;

(ii) The names and titles of the person or persons responsible for maintenance and surveillance of the procedures;

(iii) A commitment to provide the Exchange with such information and reports as the Exchange may request relating to its transactions;

(iv) A commitment to take appropriate remedial action against any person violating this Rule or the Options Member's internal compliance and audit procedures adopted pursuant to paragraph (c)(1) of this Rule, and that it recognizes that the Exchange may take appropriate

remedial action, including (without limitation) reallocation of securities in which it serves as a Market Maker, in the event of such a violation;

(v) Whether the Options Member or an affiliate intends to clear its proprietary trades and, if so, the procedures established to ensure that information with respect to such clearing activities will not be used to compromise the Options Member's Information Barrier, which procedures, at a minimum, must be the same as those used by the Options Member or the affiliate to clear for unaffiliated third parties; and

(vi) That it recognizes that any trading by a person while in possession of material, non-public information received as a result of the breach of the internal controls required under this Rule may be a violation of Rules 10b-5 and 14e-3 under the Exchange Act or one or more other provisions of the Exchange Act, the Rules thereunder or Exchange Rules, and that the Exchange intends to review carefully any such trading of which it becomes aware to determine whether a violation has occurred.

(E) Exchange Approval of Information Barrier Procedures. The written statement required by paragraph (D) of this Rule must detail the internal controls that the Options Member will implement to satisfy each of the conditions stated in that Rule, and the compliance and audit procedures proposed to implement and ensure that the controls are maintained. If the Exchange determines that the organizational structure and the compliance and audit procedures proposed by the Options Member are acceptable under this Rule, the Exchange shall so inform the Options Member, in writing. Absent the Exchange finding an Options Member's Information Barrier procedures acceptable, a Market Maker may not conduct Other Business Activities.

(F) Clearing Arrangements. Paragraph (D)(v) permits an Options Member or an affiliate of the Options Member to clear the Member's Market Maker transactions if it establishes procedures to ensure that information with respect to such clearing activities will not be used to compromise the Information Barrier. In this regard:

(i) The procedures must provide that any information pertaining to Market Maker securities positions and trading activities, and information derived from any clearing and margin financing arrangements, may be made available only to those employees (other than employees actually performing clearing and margin functions) specifically authorized under this Rule to have access to such information or to other employees in senior management positions who are involved in exercising general managerial oversight with respect to the market making activity.

(ii) Any margin financing arrangements must be sufficiently flexible so as not to limit the ability of any Market Maker to meet market making or other obligations under the Exchange's and Rules.

Rule 22.11. Mass Cancellation of Trading Interest

An Options Member may simultaneously cancel all its bids, offers, and orders in all series of options by requesting the Exchange staff to effect such cancellation.

Rule 22.12. Order Exposure Requirements

With respect to orders routed to BATS Options, Options Members may not execute as principal orders they represent as agent unless (a) agency orders are first exposed on BATS Options for at least one (1) second or (b) the Options Member has been bidding or offering on BATS Options for at least one (1) second prior to receiving an agency order that is executable against such bid or offer.

Interpretations and Policies

.01 This Rule prevents Options Members from executing agency orders to increase its economic gain from trading against the order without first giving other trading interest on BATS Options an opportunity to either trade with the agency order or to trade at the execution price when the Options Member was already bidding or offering on the book. However, the Exchange recognizes that it may be possible for an Options Member to establish a relationship with a customer or other person to deny agency orders the opportunity to interact on BATS Options and to realize similar economic benefits as it would achieve by executing agency orders as principal. It will be a violation of this Rule for an Options Member to be a party to any arrangement designed to circumvent this Rule by providing an opportunity for a customer to regularly execute against agency orders handled by the Options Member immediately upon their entry into BATS Options.

.02 It will be a violation of this Rule for an Options Member to cause the execution of an order it represents as agent on BATS Options against orders it solicited from members and non-member broker-dealers, whether such solicited orders are entered into BATS Options directly by the Options Member or by the solicited party (either directly or through another Options Member), if the Options Member fails to expose orders on BATS Options as required by this Rule.

.03 With respect to non-displayed trading interest, including the reserve portion, the exposure requirement of subsection (a) of this Rule is satisfied if the displayable portion of the order is displayed at its displayable price for one second.

.04 Prior to or after submitting an order to BATS Options, an Options Member cannot inform another Options Member or any other third party of any of the terms of the order.

CHAPTER XXIII. EXERCISES AND DELIVERIESRule 23.1. Exercise of Options Contracts

(a) Subject to the restrictions set forth in Rule 18.9 (Exercise Limits) and to such restrictions as may be imposed pursuant to Rule 18.12 (Other Restrictions on Options Transactions and Exercises) or pursuant to the Rules of the Clearing Corporation, an outstanding

options contract may be exercised during the time period specified in the Rules of the Clearing Corporation by the tender to the Clearing Corporation of an exercise notice in accordance with the Rules of the Clearing Corporation. An exercise notice may be tendered to the Clearing Corporation only by the Clearing Member in the account of which such options contract is carried with the Clearing Corporation. Options Members may establish fixed procedures as to the latest time they will accept exercise instructions from customers.

(b) Special procedures apply to the exercise of equity options on the last business day before their expiration (“expiring options”). Unless waived by the Clearing Corporation, expiring options are subject to the Exercise-by-Exception (“Ex-by-Ex”) procedure under Clearing Corporation Rule 805. This Rule provides that, unless contrary instructions are given, option contracts that are in-the-money by specified amounts shall be automatically exercised. In addition to the Rules of the Clearing Corporation, the following BATS Options requirements apply with respect to expiring options. Option holders desiring to exercise or not exercise expiring options must either:

(1) take no action and allow exercise determinations to be made in accordance with the Clearing Corporation’s Ex-by-Ex procedure where applicable; or

(2) submit a “Contrary Exercise Advice” to the Options Clearing Corporation through the participant’s clearing firm by the deadline specified in paragraph (c) below. A Contrary Exercise Advice is a communication either: (A) to not exercise an option that would be automatically exercised under the Clearing Corporation’s Ex-by-Ex procedure, or (B) to exercise an option that would not be automatically exercised under the Clearing Corporation’s Ex-by-Ex procedure. A Contrary Exercise Advice may be submitted by an Options Member by using the Clearing Corporation’s ENCORE system, a Contrary Exercise Advice form of any other national securities exchange of which the firm is an Options Member and where the option is listed, or such other method as BATS Options may prescribe. A Contrary Exercise Advice may be canceled by filing an Advice Cancel at any time up to the submission cut-off times specified below.

(c) Exercise cut-off time.

Option holders have until 5:30 p.m. Eastern Time on the business day immediately prior to the expiration date to make a final decision to exercise or not exercise an expiring option. For customer accounts, Options Members may not accept exercise instructions after 5:30 p.m. Eastern Time but have until 6:30 p.m. Eastern Time to submit a Contrary Exercise Advice. For noncustomer accounts, Options Members may not accept exercise instructions after 5:30 p.m. Eastern Time but have until 6:30 p.m. Eastern Time to submit a Contrary Exercise Advice if such Options Member employs an electronic submission procedure with time stamp for the submission of exercise instructions by option holders. Consistent with Interpretation and Policy .03 to this Rule, Options Members are required to submit a Contrary Exercise Advice by 5:30 p.m. for noncustomer accounts if such Options Members do not employ an electronic submission procedure with time stamp for the submission of exercise instructions by option holders.

(d) If the Clearing Corporation has waived the Ex-by-Ex procedure for an options class, Options Members must either:

(1) submit to the Options Clearing Corporation, a Contrary Exercise Advice, in a manner specified by OCC, within the time limits specified in paragraph (c) above if the holder intends to exercise the option; or

(2) take no action and allow the option to expire without being exercised. In cases where the Ex-by-Ex procedure has been waived, the Rules of the Clearing Corporation require that Options Members wishing to exercise such options must submit an affirmative Exercise Notice to the Clearing Corporation, whether or not a Contrary Exercise Advice has been filed with BATS Options.

(e) An Options Member that has accepted the responsibility to indicate final exercise decisions on behalf of another Options Member or non-Member broker-dealer shall take the necessary steps to ensure that such decisions are properly indicated to BATS Options. Such Member may establish a processing cut-off time prior to BATS Options's exercise cut-off time at which it will no longer accept final exercise decisions in expiring options from option holders for whom it indicates final exercise decisions. Each Member that indicates final exercise decisions through another broker-dealer is responsible for ensuring that final exercise decisions for all of its proprietary (including market maker) and public customer account positions are indicated in a timely manner to such broker-dealer.

(f) Notwithstanding the foregoing, Options Members may make final exercise decisions after the exercise cut-off time but prior to expiration without having submitted a Contrary Exercise Advice in the circumstances listed below. A memorandum setting forth the circumstance giving rise to instructions after the exercise cutoff time shall be maintained by the Options Member and a copy thereof shall be filed with BATS Options no later than 12:00 noon Eastern Time on the first business day following the respective expiration. An exercise decision after the exercise cut-off time may be made:

(1) in order to remedy mistakes or errors made in good faith; or

(2) where exceptional circumstances have restricted an option holder's ability to inform an Options Member of a decision regarding exercise, or an Options Member's ability to receive an option holder's decision by the cut-off time. The burden of establishing any of the above exceptions rests solely on the Options Member seeking to rely on such exceptions.

(g) In the event BATS Options provides advance notice on or before 5:30 p.m. Eastern Time on the business day immediately prior to the last business day before the expiration date indicating that a modified time for the close of trading in equity options on such last business day before expiration will occur, then the deadline to make a final decision to exercise or not exercise an expiring option shall be 1 hour 30 minutes following the time announced for the close of trading on that day instead of the 5:30 p.m. Eastern Time deadline found in BATS paragraph (c) of this Rule. However, Options Members may deliver a Contrary Exercise Advice or Advice Cancel to BATS Options within 2 hours 30 minutes following the time announced for the close of trading in equity options on that day instead of the 6:30 p.m. Eastern Time deadline found in paragraph (c) of this Rule for customer accounts and non-customer accounts where such Options Member employs an electronic submission procedure with time stamp for the

submission of exercise instructions. For non-customer accounts, Options Members that do not employ an electronic procedure with time stamp for the submission of exercise instructions are required to deliver a Contrary Exercise Advice or Advice Cancel within 1 hour and 30 minutes following the time announced for the close of trading on that day instead of the 5:30 p.m. Eastern Time deadline found in paragraph (c) of this Rule.

(h) Modification of cut-off time.

(1) BATS Options may establish extended cut-off times for decision to exercise or not exercise an expiring option and for the submission of Contrary Exercise Advices on a case-by-case basis due to unusual circumstances. For purposes of this subparagraph (h)(1), an “unusual circumstance” includes, but is not limited to, increased market volatility; significant order imbalances; significant volume surges and/or systems capacity constraints; significant spreads between the bid and offer in underlying securities; internal system malfunctions affecting the ability to disseminate or update market bids and offers and/or execute or route orders; or other similar occurrences.

(2) BATS Options with at least one (1) business day prior advance notice, by 12:00 noon Eastern Time on such day, may establish a reduced cut-off time for the decision to exercise or not exercise an expiring option and for the submission of Contrary Exercise Advices on a case-by-case basis due to unusual circumstances; provided, however, that under no circumstances should the exercise cut-off time and the time for submission of a Contrary Exercise Advice be before the close of trading. For purposes of this subparagraph (h)(2), an “unusual circumstance” includes, but is not limited to, a significant news announcement concerning the underlying security of an option contract that is scheduled to be released just after the close on the business day immediately prior to expiration.

(i) Submitting or preparing an exercise instruction, contrary exercise advice or advice cancel after the applicable exercise cut-off time in any expiring options on the basis of material information released after the cut-off time is activity inconsistent with just and equitable principles of trade.

(j) The failure of any Options Member to follow the procedures in this Rule may result in the assessment of a fine, which may include but is not limited to disgorgement of potential economic gain obtained or loss avoided by the subject exercise, as determined by BATS Options.

(k) Clearing Members must follow the procedures of the Clearing Corporation when exercising American-style cash-settled index options contracts issued or to be issued in any account at the Clearing Corporation. Options Members must also follow the procedures set forth below with respect to American-style cash-settled index options:

(1) For all contracts exercised by the Options Member or by any customer of the Options Member, an “exercise advice” must be delivered by the Options Member in such form or manner prescribed by the Exchange no later than 4:20 p.m. Eastern Time, or

if trading hours are extended or modified in the applicable options class, no later than five (5) minutes after the close of trading on that day.

(2) Subsequent to the delivery of an “exercise advice,” should the Options Member or a customer of the Options Member determine not to exercise all or part of the advised contracts, the Options Member must also deliver an “advice cancel” in such form or manner prescribed by the Exchange no later than 4:20 p.m. Eastern Time, or if trading hours are extended or modified in the applicable options class, no later than five (5) minutes after the close of trading on that day.

(3) The Exchange may determine to extend the applicable deadline for the delivery of “exercise advice” and “advice cancel” notifications pursuant to this paragraph (k) if unusual circumstances are present.

(4) No Options Member may prepare, time stamp or submit an “exercise advice” prior to the purchase of the contracts to be exercised if the Options Member knew or had reason to know that the contracts had not yet been purchased.

(5) The failure of any Options Member to follow the procedures in this paragraph (k) may result in the assessment of a fine, which may include but is not limited to disgorgement of potential economic gain obtained or loss avoided by the subject exercise, as determined by the Exchange.

(6) Preparing or submitting an “exercise advice” or “advice cancel” after the applicable deadline on the basis of material information released after such deadline, in addition to constituting a violation of this Rule, is activity inconsistent with just and equitable principles of trade.

(7) The procedures set forth in subparagraphs (1)-(2) of this subparagraph (k) do not apply (A) on the business day prior to expiration in series expiring on a day other than a business day or (B) on the expiration day in series expiring on a business day.

(8) Exercises of American-style, cash-settled index options (and the submission of corresponding “exercise advice” and “advice cancel” forms) shall be prohibited during any time when trading in such options is delayed, halted, or suspended, subject to the following exceptions:

(A) The exercise of an American-style, cash-settled index option may be processed and given effect in accordance with and subject to the rules of the Clearing Corporation while trading in the option is delayed, halted, or suspended if it can be documented, in a form prescribed by the Exchange, that the decision to exercise the option was made during allowable time frames prior to the delay, halt, or suspension.

(B) Exercises of expiring American-style, cash-settled index options shall not be prohibited on the last business day prior to their expiration.

(C) Exercises of American-style, cash-settled index options shall not be prohibited during a trading halt that occurs at or after 4:00 p.m. Eastern Time. In the event of such a trading halt, exercises may occur through 4:20 p.m. Eastern Time. In addition, if trading resumes following such a trading halt (pursuant to Rule 20.4 (Resumption of Trading After a Halt)), exercises may occur during the resumption of trading and for five (5) minutes after the close of the resumption of trading. The provisions of this subparagraph (C) are subject to the authority of the Exchange to impose restrictions on transactions and exercises pursuant to Rule 18.12 (Other Restrictions on Options Transactions and Exercises).

(D) The Exchange may determine to permit the exercise of American style, cash-settled index options while trading in such options is delayed, halted, or suspended.

Interpretations and Policies

.01 For purposes of this Rule, the terms “customer account” and “non-customer account” have the same meaning as defined in the Clearing Corporation By-Laws Article I(C)(28) and Article I(N)(2), respectively.

.02 Each Options Member shall prepare a memorandum of every exercise instruction received showing the time when such instruction was so received. Such memoranda shall be subject to the requirements of SEC Rule 17a-4(b).

.03 Although the deadline for all option holders to make a final decision to exercise or not exercise is 5:30 p.m. Eastern Time, the deadline for the submission of the Contrary Exercise Advice in the case of noncustomer accounts will depend on the manner of the decision to exercise or not exercise.

(a) For electronic time stamp submissions of the exercise decision by noncustomer option holders, a Contrary Exercise Advice submitted by Options Members must be received by BATS Options by 6:30 p.m. Eastern Time.

(b) For manual submissions of the exercise decision by non-customer option holders, a Contrary Exercise Advice submitted by Options Members must be received by BATS Options by 5:30 p.m. Eastern Time.

.04 Each Options Member shall establish fixed procedures to insure secure time stamps in connection with their electronic systems employed for the recording of submissions to exercise or not exercise expiring options.

.05 The filing of a Contrary Exercise Advice required by this Rule does not serve to substitute as the effective notice to the Clearing Corporation for the exercise or non-exercise of expiring options.

Rule 23.2. Allocation of Exercise Notices

(a) Each Options Member shall establish fixed procedures for the allocation of exercise notices assigned in respect of a short position in such Options Member's customers' accounts. The allocation shall be on a "first in, first out," or automated random selection basis that has been approved by the Exchange, or on a manual random selection basis that has been specified by the Exchange. Each Options Member shall inform its customers in writing of the method it uses to allocate exercise notices to its customers' account, explaining its manner of operation and the consequences of that system.

(b) Each Options Member shall report its proposed method of allocation to the Exchange and obtain the Exchange's prior approval thereof, and no Options Member shall change its method of allocation unless the change has been reported to and approved by the Exchange. The requirements of this paragraph shall not be applicable to allocation procedures submitted to and approved by another SRO having comparable standards pertaining to methods of allocation.

(c) Each Options Member shall preserve for a three-year period sufficient work papers and other documentary materials relating to the allocation of exercise notices to establish the manner in which allocation of such exercise notices is in fact being accomplished.

Rule 23.3. Delivery and Payment

(a) Delivery of the underlying security upon the exercise of an options contract, and payment of the aggregate exercise price in respect thereof, shall be in accordance with the Rules of the Clearing Corporation.

(b) As promptly as possible after the exercise of an options contract by a customer, the Options Member shall require the customer to make full cash payment of the aggregate exercise price in the case of a call options contract, or to deposit the underlying security in the case of a put options contract, or to make the required margin deposit in respect thereof if the transaction is effected in a margin account, in accordance with Exchange Rules, the provisions of Chapter XXVIII, and the applicable regulations of the Federal Reserve Board.

(c) As promptly as practicable after the assignment to a customer of an exercise notice the Options Member shall require the customer to deposit the underlying security in the case of a call options contract if the underlying security is not carried in the customer's account, or to make full cash payment of the aggregate exercise price in the case of a put options contract, or in either case to deposit the required margin in respect thereof if the transaction is effected in a margin account, in accordance with Exchange Rules, the provisions of Chapter XXVIII, and the applicable regulations of the Federal Reserve Board.

CHAPTER XXIV. RECORDS, REPORTS AND AUDITS

Rule 24.1. Maintenance, Retention and Furnishing of Books, Records and Other Information

(a) Each Options Member shall make, keep current and preserve such books and records as the Exchange may prescribe pursuant to Exchange Rules and as may be prescribed by the Exchange Act and the rules and regulations thereunder.

(b) No Options Member shall refuse to make available to the Exchange such books, records or other information as may be called for under Exchange Rules or as may be requested in connection with an investigation by the Exchange.

(c) All Options Members shall prepare and make available all books and records as required by Exchange Rules in English and U.S. dollars.

Rule 24.2. Reports of Uncovered Short Positions

(a) Upon request of the Exchange, each Options Member shall submit a report of the total uncovered short positions in each options contract of a class dealt in on BATS Options showing:

(1) positions carried by such Options Member for its own account; and

(2) positions carried by such Options Member for the accounts of Customers;

(3) provided that the Options Member shall not report positions carried for the accounts of other Options Members where such other Options Members report the positions themselves.

(b) Such report shall be submitted not later than the second business day following the date the request is made.

Rule 24.3. Financial Reports and Audits

Each Options Member shall submit to the Exchange answers to financial questionnaires, reports of income and expenses and additional financial information in the type, form, manner and time prescribed by the Exchange under Exchange Rules.

Rule 24.4. Automated Submission of Trade Data

(a) An Options Member shall submit requested trade data elements, in such automated format as may be prescribed by the Exchange from time to time, in regard to a transaction(s) that is the subject of the particular request for information.

(b) If the transaction was a proprietary transaction effected or caused to be effected by the Options Member for any account in which such Member, or any person associated with the Options Member, is directly or indirectly interested, the Options Member shall submit or cause to be submitted, any or all of the following information as requested by the Exchange:

(1) Clearing house number or alpha symbol as used by the Options Member submitting the data;

(2) Clearing house number(s) or alpha symbol(s) as may be used from time to time, of the Options Member(s) on the opposite side of the transaction;

(3) Identifying symbol assigned to the security and where applicable for the options month and series symbols;

(4) Date transaction was executed;

(5) Number of option contracts for each specific transaction and whether each transaction was an opening or closing purchase or sale, as well as:

(A) the number of shares traded or held by accounts for which options data is submitted;

(B) where applicable, the number of shares for each specific transaction and whether each transaction was a purchase, sale or short sale;

(6) Transaction price;

(7) Account number; and

(8) Market center where transaction was executed.

(c) If the transaction was effected or caused to be effected by the Options Member for any Customer, such Options Member shall submit or cause to be submitted any or all the following information as requested by the Exchange:

(1) Data elements (1) through (8) of paragraph (b) above;

(2) If the transaction was effected for a Public Customer, customer name, address(es), branch office number, representative number, whether the order was discretionary, solicited or unsolicited, date the account was opened and employer name and tax identification number(s); and

(3) If the transaction was effected for an Options Member's broker-dealer customer, whether the broker-dealer was acting as a principal or agent on the transaction or transactions that are the subject of the Exchange's request.

(d) In addition to the above trade data elements, an Options Member shall submit such other information in such automated format as may be prescribed by the Exchange, as may from time to time be required.

(e) The Exchange may grant exceptions, in such cases and for such time periods as it deems appropriate, from the requirement that the data elements prescribed in paragraphs (b) and (c) above be submitted to the Exchange in an automated format.

Rule 24.5. Regulatory Cooperation

(a) The Exchange may enter into agreements that provide for the exchange of information and other forms of mutual assistance for market surveillance, investigative,

enforcement and other regulatory purposes, with domestic and foreign self-regulatory organizations, as well as associations and contract markets and the regulators of such markets.

(b) No Options Member, partner, officer, director or other person associated with an Options Member or other person or entity subject to the jurisdiction of the Exchange shall refuse to appear and testify before another exchange or self-regulatory organization in connection with a regulatory investigation, examination or disciplinary proceeding or refuse to furnish documentary materials or other information or otherwise impede or delay such investigation, examination or disciplinary proceeding if the Exchange requests such information or testimony in connection with an inquiry resulting from an agreement entered into by the Exchange pursuant to paragraph (a) of this Rule, including but not limited to Options Members and affiliates of the Intermarket Surveillance Group. The requirements of this paragraph (b) shall apply regardless whether the Exchange has itself initiated a form investigation or disciplinary proceeding.

(c) Whenever information is requested by the Exchange pursuant to this Rule, the Options Member or person associated with an Options Member from whom the information is requested shall have the same rights and procedural protections in responding to such request as such Options Member or person would have in the case of any other request for information initiated by the Exchange pursuant to the Exchange's investigative powers.

Rule 24.6. Risk Analysis of Options Market Maker Accounts

Each Clearing Member that clears or guarantees the transactions of Market Makers pursuant to Rule 22.8 (Letters of Guarantee), shall establish and maintain written procedures for assessing and monitoring the potential risks to the Member's capital over a specified range of possible market movements of positions maintained in such Market Maker accounts and such related accounts as the Exchange shall from time to time direct. The procedures shall specify the computations to be made, the frequency of computations, the records to be reviewed and maintained and the position(s) within the organization responsible for the risk management.

CHAPTER XXV. DISCIPLINE AND SUMMARY SUSPENSIONS

Rule 25.1. Suspensions

The provisions of Chapter VII (Suspension by Chief Regulatory Officer), Chapter VIII (Discipline), Chapter IX (Arbitration), and Chapter X (Adverse Action) of the Exchange Rules shall be applicable to Options Members and trading on BATS Options.

Rule 25.2. Contracts of Suspended Members

(a) When an Options Member, other than a Clearing Member, is suspended pursuant to the Rules in this Chapter, all open short positions of the suspended Options Member in options contracts and all open positions resulting from exercise of options contracts, other than positions that are secured in full by a specific deposit or escrow deposit in accordance with the Rules of the Clearing Corporation, shall be closed without unnecessary delay by all Options Members carrying such positions for the account of the suspended Options Member; provided that the Exchange may cause the foregoing requirement to be temporarily waived for such period as it

may determine if it shall deem such temporary waiver to be in the interest of the public or the other Options Members of BATS Options.

(b) No temporary waiver hereunder by the Exchange shall relieve the suspended Options Member of its obligations or of damages, nor shall it waive the close out requirements of any other Rules.

(c) When a Clearing Member is suspended pursuant to the Rules in this Chapter, the positions of such Clearing Member shall be closed out in accordance with the Rules of the Clearing Corporation.

Rule 25.3. Penalty for Minor Rule Violations

The following BATS Options rule and policy violations may be determined by the Exchange to be minor in nature. If so, the Exchange may, with respect to any such violation, proceed under Rule 8.15 (Imposition of Fines for Minor Violation(s) of Rules) and impose the fine set forth below. The Exchange is not required to proceed under said Rules as to any rule violation and may, whenever such action is deemed appropriate, commence a disciplinary proceeding under Chapter VIII (Discipline) rules as to any such violation. A subsequent violation is calculated on the basis of a rolling 24-month period (“Period”).

(a) Position Limit Violations.

Violations of Rule 18.7 (Position Limits) that continue over consecutive business days will be subject to a separate fine, pursuant to this paragraph (a), for each day during which the violation occurs and is continuing

(1) Customer Accounts. For purposes of this subparagraph (1) only, all accounts of non-Options Member broker-dealers will be treated as customer accounts. In calculating fine thresholds under this subparagraph (1) for each Options Member, all violations occurring within the Period in all of that Member’s customer accounts are to be added together. For violations of Rule 18.7 occurring in customer accounts, the Member shall be subject to fines as follows, with a minimum fine amount of \$100:

**Number of Cumulative Fine Amount
Violations Within One Period**

<u>1 to 6 (up to 5% in excess of applicable limit)</u>	<u>Letter of Caution</u>
<u>1 to 6 (above 5% in excess of applicable limit)</u>	<u>\$1 per contract</u>
<u>7 to 12</u>	<u>\$1 per contract over limit</u>
<u>13 or more</u>	<u>\$5 per contract over limit</u>

(2) Options Member Accounts. For violations occurring in an Options Member’s account (i.e., proprietary accounts and accounts of other Options Members), the Options Member whose account exceeded the limits shall be subject to fines as

follows, with a minimum fine amount of \$100. In calculating fine thresholds under this paragraph (2) for each Options Member, all violations occurring within the Period in all of that Member's accounts, (i.e., proprietary accounts and accounts of other Options Members) are to be added together:

**Number of Cumulative Fine Amount
Violations Within One Period**

<u>1 to 3 (up to 5% in excess of applicable limit)</u>	<u>Letter of Caution</u>
<u>1 to 3 (above 5% in excess of applicable limit)</u>	<u>\$1 per contract</u>
<u>4 to 6</u>	<u>\$1 per contract over limit</u>
<u>7 or more</u>	<u>\$5 per contract over limit</u>

(b) Order Entry.

Violations of Rule 22.6(a) – (c), (Market Maker Quotations) regarding restrictions on orders entered by Market Makers, will be subject to the fines listed below. Each paragraph of such sections subject to this Rule shall be treated separately for purposes of determining the number of cumulative violations.

**Number of Violations Fine Amount
Within One Period**

<u>1 to 5</u>	<u>Letter of Caution</u>
<u>6 to 10</u>	<u>\$500</u>
<u>11 to 15</u>	<u>\$1000</u>
<u>16 to 20</u>	<u>\$2000</u>

(c) Continuous Quotes.

Violations of Rule 22.6(d) regarding Market Maker continuous bids and offers shall be subject to the fines listed below. Violations of the rule that continue over consecutive trading days will be subject to a separate fine, pursuant to this paragraph (c), for each day during which the violation occurs and is continuing up to a limit of fifteen consecutive trading days. In calculating fine thresholds for each Market Maker, all violations occurring within the Period in any of the Market Makers registered series are to be added together.

**Number of Cumulative Fine Amount
Violations Within One Period**

<u>1</u>	<u>Letter of Caution</u>
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2 or more\$300 per day**CHAPTER XXVI. DOING BUSINESS WITH THE PUBLIC****Rule 26.1. Eligibility**

An OEF may only transact business with Public Customers if such Options Member also is an options member of another registered national securities exchange or association with which the Exchange has entered into an agreement under Rule 17d-2 under the Exchange Act pursuant to which such other exchange or association shall be the designated options examining authority for the OEF. Eligibility to transact business with the public shall be based upon an OEF's meeting the general requirements set forth in this Chapter and the net capital requirements set forth in Exchange Act Rule 15c3-1 (Net Capital Requirements). Such approval may be withdrawn if any such requirements cease to be met.

Rule 26.2. Opening of Accounts**(a) Approval Required.**

No OEF shall accept an order from a Public Customer to purchase or write an options contract unless the Public Customer's account has been approved for options transactions in accordance with the provisions of this Rule.

(b) Diligence in Opening Account.

In approving a Public Customer's account for options transactions, an OEF shall exercise due diligence to learn the essential facts as to the Public Customer and his investment objectives and financial situation, and shall make a record of such information, which shall be retained in accordance with SEC Rule 17a-4 under the Exchange Act. Based upon such information, the branch office manager or other Options Principal shall approve in writing the Public Customer's account for options transactions; provided, that if the branch office manager is not an Options Principal, his approval shall within a reasonable time be confirmed by an Options Principal.

(1) In fulfilling its obligations under this paragraph (b) with respect to options Public Customers that are natural persons, an OEF shall seek to obtain the following information at a minimum (information shall be obtained for all participants in a joint account):

(A) investment objectives (e.g., safety of principal, income, growth, trading profits, speculation);

(B) employment status (name of employer, self-employed or retired);

(C) estimated annual income from all sources;

(D) estimated net worth (exclusive of primary residence);

(E) estimated liquid net worth (cash, securities, other);

(F) marital status;

(G) number of dependents;

(H) age; and

(I) investment experience and knowledge (e.g., number of years, size, frequency and type of transactions for options, stocks and bonds, commodities, other).

(2) In addition to the information required in subparagraph (b)(1) above, the Public Customer's account records shall contain the following information, if applicable:

(A) the source or sources of background and financial information (including estimates) concerning the Public Customer;

(B) discretionary trading authorization, including agreement on file, name, relationship to Public Customer and experience of person holding trading authority;

(C) date(s) options disclosure document(s) furnished to Public Customer;

(D) nature and types of transactions for which account is approved (e.g., buying, covered writing, uncovered writing, spreading, discretionary transactions);

(E) name of representative;

(F) name of the Options Principal approving account;

(G) date of approval; and

(H) dates of verification of currency of account information.

(3) Refusal of a Public Customer to provide any of the information called for in this paragraph (b) shall be so noted on the Public Customer's records at the time the account is opened. Information provided shall be considered together with other information available in determining whether and to what extent to approve the account for options transactions.

(c) Verification of Public Customer Background and Financial Information.

The background and financial information upon which the account of every new Public Customer that is a natural person has been approved for options trading, including all of the

information required in paragraph (b)(2) of this Rule, unless the information is included in the Public Customer's account agreement, shall be sent to the Public Customer for verification or correction within fifteen (15) days after the Public Customer's account has been approved for options transactions. A copy of the background and financial information on file with the OEF shall also be sent to the Public Customer for verification within fifteen (15) days after the OEF becomes aware of any material change in the Public Customer's financial situation. Absent advice from the Public Customer to the contrary, the information will be deemed to be verified.

(d) Agreements to Be Obtained.

Within fifteen (15) days after a Public Customer's account has been approved for options transactions, an OEF shall obtain from the Public Customer a written agreement that the account shall be handled in accordance with the Exchange Rules and the Rules of the Clearing Corporation and that such Public Customer, acting alone or in concert with others, will not violate the position or exercise limits set forth in Rules 18.7 (Position Limits) and 18.9 (Exercise Limits).

(e) Options Disclosure Documents to Be Furnished.

At or prior to the time a Public Customer's account is approved for options transactions, an OEF shall furnish the Public Customer with one (1) or more current options disclosure documents issued by the OCC in accordance with the requirements of Rule 26.10 (Delivery of Current Options Disclosure Documents and Prospectus).

(f) Every OEF transacting business with the public in uncovered options contracts shall develop, implement and maintain specific written procedures governing the conduct of such business that shall at least include the following:

(1) specific criteria and standards to be used in evaluating the suitability of a Public Customer for uncovered short options transactions;

(2) specific procedures for approval of accounts engaged in writing uncovered short options contracts (which for the purposes of this Rule shall include combinations and any transactions that involve naked writing), including written approval of such accounts by an Options Principal;

(3) designation of a specific Options Principal(s) as responsible for approving accounts that do not meet the specific criteria and standards for writing uncovered short options transactions and for maintaining written records of the reasons for every account so approved;

(4) establishment of specific minimum net equity requirements for initial approval and maintenance of Public Customer uncovered options accounts; and

(5) requirements that Public Customers approved for writing uncovered short options transactions be provided with a special written description of the risks inherent in writing uncovered short options transactions, at or prior to the initial uncovered short

options transaction pursuant to Rule 26.10 (Delivery of Current Options Disclosure Documents and Prospectus).

Rule 26.3. Supervision of Accounts

(a) Duty to Supervise - General.

Each Options Member that conducts a public customer options business shall ensure that its written supervisory system policies and procedures pursuant to Rule 5.1 (Written Procedures) adequately address the Options Member's public customer options business.

(b) Duty to Supervise - Non-Member Accounts.

Every OEF shall develop and implement a written program for the review of the its non-Member Public Customer accounts and all orders in such accounts, insofar as such accounts and orders relate to options contracts.

(c) Duty to Supervise - Uncovered Short Options.

Every OEF shall develop and implement specific written procedures concerning the manner of supervision of Public Customer accounts maintaining uncovered short (written) options positions (which for the purposes of this Rule shall include combinations and any transactions that involve naked writing) and specifically providing for frequent supervisory review of such accounts.

(d) Maintenance of Public Customer Records.

Background and financial information of Public Customers who have been approved for options transactions shall be maintained at the principal supervisory office having jurisdiction over the office servicing a Public Customer's account, or shall have readily accessible and promptly retrievable, information to permit review of each Public Customer's options account on a timely basis to determine:

(1) the compatibility of options transactions with investment objectives and with the types of transactions for which the account was approved;

(2) the size and frequency of options transactions;

(3) commission activity in the account;

(4) profit or loss in the account;

(5) undue concentration in any options class or classes; and

(6) compliance with the provisions of Regulation T of the Federal Reserve Board.

Rule 26.4. Suitability of Recommendations

(a) Every OEF, Options Principal or representative who recommends to a Public Customer the purchase or sale (writing) of any options contract shall have reasonable grounds for believing that the recommendation is not unsuitable for such Public Customer on the basis of the information furnished by such Public Customer after reasonable inquiry as to his investment objectives, financial situation and needs, and any other information known by such OEF, Options Principal or representative.

(b) No OEF, Options Principal or representative shall recommend to a Public Customer an opening transaction in any options contract unless the person making the recommendation has a reasonable basis for believing at the time of making the recommendation that the Public Customer has such knowledge and experience in financial matters that he may reasonably be expected to be capable of evaluating the risks of the recommended transaction, and is financially able to bear the risks of the recommended position in the options contract.

Rule 26.5. Discretionary Accounts

(a) Authorization and Approval Required.

No OEF shall exercise any discretionary power with respect to trading in options contracts in a Public Customer's account unless such Public Customer has given prior written authorization and the account has been accepted in writing by an Options Principal.

(1) Each participant shall designate specific Options Principals to review discretionary accounts. An Options Principal other than the Options Principal who accepted the account shall review the acceptance of each discretionary account to determine that the Options Principal accepting the account had a reasonable basis for believing that the Public Customer was able to understand and bear the risks of the strategies or transactions proposed, and the reviewing Options Principal shall maintain a record of the basis for his determination.

(2) Every discretionary order shall be identified as discretionary on the order at the time of its entry into BATS Options market.

(3) Discretionary accounts shall receive frequent appropriate supervisory review by an Options Principal who is not exercising the discretionary authority.

(b) Record of Transactions.

A record shall be made of every options transaction for an account with respect to which an OEF is vested with any discretionary power, such record to include the name of the Public Customer, options class and series, number of contracts, premium, and date and time when such transaction took place.

(c) Excessive Transactions Prohibited.

No OEF shall effect with or for any Public Customer's account with respect to which such Member is vested with any discretionary power any transactions of purchase or sale of options

contracts that are excessive in size or frequency in view of the financial resources and character of such account.

(d) Options Programs.

Where the discretionary account utilizes options programs involving the systematic use of one or more options strategies, the Public Customer shall be furnished with a written explanation of the nature and risks of such programs.

(e) Discretion as to Price or Time Excepted.

This Rule shall not apply to discretion as to the price at which or the time when an order given by a customer for the purchase or sale of a definite number of option contracts in a specified security shall be executed, except that the authority to exercise time and price discretion will be considered to be in effect only until the end of the business day on which the customer granted such discretion, absent a specific, written contrary indication signed and dated by the customer. Any exercise of time and price discretion must be reflected on the order ticket.

(f) Any participant that does not utilize computerized surveillance tools for the frequent and appropriate review of discretionary account activity must establish and implement procedures to require Options Principal qualified individuals who have been designated to review discretionary accounts to approve and initial each discretionary order on the day entered.

Rule 26.6. Confirmation to Public Customers

(a) Every OEF shall promptly furnish to each Public Customer a written confirmation of each transaction in options contracts that shows the underlying security, type of options, expiration month, exercise price, number of options contracts, premium, commissions, date of transaction and settlement date, and shall indicate whether the transaction is a purchase or sale and whether a principal or agency transaction.

(b) The confirmation shall, by appropriate symbols, distinguish between BATS Options transactions and other transactions in option contracts though such confirmation does not need to specify the exchange or exchanges on which such option contracts were executed.

Rule 26.7. Statement of Accounts to Public Customers

(a) Every OEF shall send to its Public Customers a statement of account showing security and money positions, entries, interest charges and any special charges that have been assessed against such account during the period covered by the statement; provided, however, that such charges need not be specifically delineated on the statement if they are otherwise accounted for on the statement and have been itemized on transaction confirmations.

(b) With respect to options Public Customers having a general (margin) account, the Public Customer statement shall also provide the mark-to-market price and market value of each options position and other security position in the general (margin) account, the total market value of all positions in the account, the outstanding debit or credit balance in the account, and the general (margin) account equity. For purposes of this paragraph (b), general (margin) account

equity shall be computed by subtracting the total of the short security values and any debit balance from the total of the long security values and any credit balance.

(c) The Public Customer statement shall bear a legend stating that further information with respect to commissions and other charges related to the execution of listed options transactions has been included in confirmations of such transactions previously furnished to the Public Customer, and that such information will be made available to the Public Customer promptly upon request.

(d) Public Customer statements shall bear a legend requesting that the Public Customer promptly advise the Member of any material change in the Public Customer's investment objectives or financial situation.

(e) Public Customer statements shall be sent at least quarterly to all accounts having a money or a security position during the preceding quarter and at least monthly to all accounts having an entry during the preceding month.

Rule 26.8. Statements of Financial Condition to Public Customers

Every OEF shall send to each of its Public Customers statements of the Member's financial condition as required by SEC Rule 17a-5 under the Exchange Act.

Rule 26.9. Addressing of Communications to Public Customers

No OEF shall address any communications to a Public Customer in care of any other person unless either: (a) the Public Customer, within the preceding twelve (12) months, has instructed the OEF in writing to send communications in care of such other persons, or (b) duplicate copies are sent to the Public Customer at some other address designated in writing by him.

Rule 26.10. Delivery of Current Options Disclosure Documents and Prospectus

(a) Options Disclosure Documents.

Every OEF shall deliver a current options disclosure document issued by the OCC to each Public Customer at or prior to the time such Public Customer's account is approved for options transactions. Where a Public Customer is a broker or dealer, the OEF shall take reasonable steps to assure that such broker or dealer is furnished reasonable quantities of current options disclosure documents, as requested by the broker or dealer, to enable it to comply with the requirements of this Rule.

(1) The term "current options disclosure document" means, as to any category of underlying security, the most recent edition of such document that meets the requirements of Rule 9b-1 under the Exchange Act.

(2) A copy of each amendment to an options disclosure document shall be furnished to each Public Customer who was previously furnished the options disclosure document to which the amendment pertains, not later than the time a confirmation of a transaction in the category of options to which the amendment pertains is delivered to

such Public Customer. The Exchange will advise OEFs when an options disclosure document is amended.

(b) The written description of risks required by this Rule shall be in a format prescribed by the Exchange or in a format developed by the Options Member, provided it contains substantially similar information as the prescribed Exchange format and has received prior written approval of the Exchange.

(c) Below is a sample risk description for use by OEFs to satisfy the requirements of paragraph (b) of this Rule:

Special Statement for Uncovered Options Writers.

There are special risks associated with uncovered options writing which expose the investor to potentially significant loss. Therefore, this type of strategy may not be suitable for all Public Customers approved for options transactions.

1. The potential loss of uncovered call writing is unlimited. The writer of an uncovered call is in an extremely risky position, and may incur large losses if the value of the underlying instrument increases above the exercise price.
2. As with writing uncovered calls, the risk of writing uncovered put options is substantial. The writer of an uncovered put option bears a risk of loss if the value of the underlying instrument declines below the exercise price. Such loss could be substantial if there is a significant decline in the value of the underlying instrument.
3. Uncovered options writing is thus suitable only for the knowledgeable investor who understands the risks, has the financial capacity and willingness to incur potentially substantial losses, and has sufficient liquid assets to meet applicable margin requirements. In this regard, if the value of the underlying instrument moves against an uncovered writer's options position, the investor's broker may request significant additional margin payments. If an investor does not make such margin payments, the broker may liquidate stock or options positions in the investor's account with little or no prior notice in accordance with the investor's margin agreement.
4. For combination writing, where the investor writes both a put and a call on the same underlying instrument, the potential risk is unlimited.
5. If a secondary market in options were to become unavailable, investors could not engage in closing transactions, and an options writer would remain obligated until expiration or assignment.
6. The writer of an American-style option is subject to being assigned an exercise at any time after he has written the option until the option expires. By contrast, the writer of a European-style option is subject to exercise assignment only during the exercise period. NOTE: It is expected that you will read the booklet entitled CHARACTERISTICS AND RISKS OF STANDARDIZED OPTIONS available from your broker. In particular, your attention is directed to the chapter entitled Risks of Buying and Writing Options. This

statement is not intended to enumerate all of the risks entailed in writing uncovered options.

Rule 26.11. Restrictions on Pledge and Lending of Public Customers' Securities

(a) No OEF shall lend, either to itself or to others, securities carried for the account of any Public Customer, unless such OEF shall first have obtained a separate written authorization from such Public Customer permitting the lending of the securities.

(b) Regardless of any agreement between an OEF and a Public Customer authorizing the OEF to lend or pledge such securities, no OEF shall lend or pledge more of such securities than is fair and reasonable in view of the indebtedness of the Public Customer to such OEF, except such lending as may be specifically authorized under paragraph (c) of this Rule.

(c) No OEF shall lend securities carried for the account of any Public Customer that have been fully paid for, or that are in excess of the amount that may be loaned in view of the indebtedness of the Public Customer, unless such OEF first obtains from such Public Customer a separate written authorization designating the particular securities to be loaned.

(d) No OEF shall hold securities carried for the account of any Public Customer that have been fully paid for, or that are in excess of the amount that may be pledged in view of the indebtedness of the Public Customer, unless such securities are segregated and identified by a method that clearly indicates the interest of such Public Customer in those securities.

Rule 26.12. Transactions of Certain Public Customers

(a) No OEF shall execute any transaction in securities or carry a position in any security in which:

(1) an officer or employee of the Exchange or any national securities exchange that is a participant of the Clearing Corporation, or an officer or employee of a corporation in which the Exchange, or such other exchange owns the majority of the capital stock, is directly or indirectly interested, without the prior written consent of the Exchange; or

(2) a partner, officer, director, principal shareholder or employee of another OEF is directly or indirectly interested, without the consent of such other OEF.

(b) Where the required consent has been granted, duplicate reports of the transaction and position shall promptly be sent to the Exchange or OEF, as the case may be.

Rule 26.13. Guarantees

No OEF shall guarantee a Public Customer against loss in his account or in any transaction effected with or for such Public Customer.

Rule 26.14. Profit Sharing

(a) No OEF, person associated with an OEF or Options Principal shall share directly or indirectly in the profits or losses in any Public Customer's account, whether carried by such OEF, or any other OEF, without the prior written consent of the OEF carrying the account.

(b) Where such consent is obtained, the OEF, person associated with an OEF or Options Principal shall share in the profits or losses in such account only in direct proportion to the financial contribution made to the account by such person.

Rule 26.15. Assuming Losses

No OEF shall assume for its own account any position established for a Public Customer in a security traded on the Exchange after a loss to the Public Customer has been established or ascertained, unless the position was created by the OEF's mistake or unless approval of the Exchange has first been obtained.

Rule 26.16. Communications with Public Customers

Options Members and associated persons of Options Members shall be bound to comply with the Communications with Public Customers rule of FINRA, as applicable, as though said rules were part of these Rules.

Rule 26.17. Public Customer Complaints

(a) Every OEF conducting a non-Member Public Customer business shall make and keep current a separate central log, index or other file for all options-related complaints, through which these complaints can easily be identified and retrieved.

(b) The term "options-related complaint" shall mean any written statement by a Public Customer or person acting on behalf of a Public Customer alleging a grievance arising out of or in connection with listed options.

(c) The central file shall be located at the principal place of business of the Options Member or such other principal office as shall be designated by the OEF.

(1) Each options-related complaint received by a branch office of an OEF shall be forwarded to the office in which the separate, central file is located not later than thirty (30) days after receipt by the branch office.

(2) A copy of every options-related complaint shall be maintained at the branch office that is the subject of a complaint.

(d) At a minimum, the central file shall include:

(1) identification of complainant;

(2) date complaint was received;

(3) identification of the representative servicing the account, if applicable;

- (4) a general description of the subject of the complaint; and
- (5) a record of what action, if any, has been taken by the Options Member with respect to the complaint.

CHAPTER XXVII. INTERMARKET LINKAGE RULES

Rule 27.1. Definitions

The following terms shall have the meaning specified in this Rule solely for the purpose of this Chapter XXVII:

- (1) “Best Bid” and “Best Offer” mean the highest priced Bid and the lowest priced Offer.
- (2) “Bid” or “Offer” means the bid price or the offer price communicated by a member of an Eligible Exchange to any Broker/Dealer, or to any customer, at which it is willing to buy or sell, as either principal or agent, but shall not include indications of interest.
- (3) “Broker/Dealer” means an individual or organization registered with the SEC in accordance with Section 15(b)(1) of the Exchange Act or a foreign broker or dealer exempt from such registration pursuant to Rule 15a-6 under the Exchange Act.
- (4) “Complex Trade” means: (i) the execution of an order in an option series in conjunction with the execution of one or more related order(s) in different option series in the same underlying security occurring at or near the same time in a ratio that is equal to or greater than one-to-three (.333) and less than or equal to three-to-one (3.0) and for the purpose of executing a particular investment strategy; or (ii) the execution of a stock option order to buy or sell a stated number of units of an underlying stock or a security convertible into the underlying stock (“convertible security”) coupled with the purchase or sale of option contract(s) on the opposite side of the market representing either (A) the same number of units of the underlying stock or convertible security, or (B) the number of units of the underlying stock or convertible security necessary to create a delta neutral position, but in no case in a ratio greater than eight (8) option contracts per unit of trading of the underlying stock or convertible security established for that series by the Clearing Corporation.
- (5) “Crossed Market” means a quoted market in which a Protected Bid is higher than a Protected Offer in a series of an Eligible Class.
- (6) “Customer” means an individual or organization that is not a Broker/Dealer.
- (7) “Eligible Exchange” means a national securities exchange registered with the SEC in accordance with Section 6(a) of the Exchange Act that: (a) is a Participant Exchange in OCC (as that term is defined in Section VII of the OCC by-laws); (b) is a party to the OPRA Plan (as that term is described in Section I of the OPRA Plan); and (c)

if the national securities exchange chooses not to become a party to this Plan, is a participant in another plan approved by the Commission providing for comparable Trade-Through and Locked and Crossed Market protection.

(8) “Exchange Act” means the Securities Exchange Act of 1934, as amended.

(9) “Intermarket Sweep Order (ISO)” means a limit order for an options series that meets the following requirements:

(A) When routed to an Eligible Exchange, the order is identified as an ISO;

(B) Simultaneously with the routing of the order, one or more additional ISOs, as necessary, are routed to execute against the full displayed size of any Protected Bid, in the case of a limit order to sell, or any Protected Offer, in the case of a limit order to buy, for the options series with a price that is superior to the limit price of the ISO, with such additional orders also marked as ISOs.

(10) “Locked Market” means a quoted market in which a Protected Bid is equal to a Protected Offer in a series of an Eligible Options Class.

(11) “NBBO” means the national best bid and offer in an option series as calculated by an Eligible Exchange.

(12) “Non-Firm” means, with respect to quotations, that Members of an Eligible Exchange are relieved of their obligation to be firm for their quotations pursuant to Rule 602 under the Exchange Act.

(13) “OCC” means The Options Clearing Corporation.

(14) “OPRA” means the Options Price Reporting Authority.

(15) “OPRA Plan” means the plan filed with the SEC pursuant to Section 11A(a)(1)(C)(iii) of the Exchange Act, approved by the SEC and declared effective as of January 22, 1976, as from time to time amended.

(16) “Participant” means an Eligible Exchange whose participation in the Plan has become effective pursuant to Section 3(c) of the Plan.

(17) “Plan” means the Plan for the Purpose of Creating and Operating an Intermarket Option Linkage, as such plan may be amended from time to time.

(18) “Protected Bid” or “Protected Offer” means a Bid or Offer in an options series, respectively, that:

(A) Is disseminated pursuant to the OPRA Plan; and

(B) Is the Best Bid or Best Offer, respectively, displayed by an Eligible Exchange.

(19) “Protected Quotation” means a Protected Bid or Protected Offer.

(20) “Quotation” means a Bid or Offer.

(21) “SEC” means the United States Securities and Exchange Commission.

(22) “Trade-Through” means a transaction in an options series at a price that is lower than a Protected Bid or higher than a Protected Offer.

Rule 27.2. Order Protection

(a) Avoidance of Trade-Throughs. Except as provided in paragraph (b) below, Members shall not effect Trade-Throughs.

(b) Exceptions to Trade-Through Liability. The provisions of paragraph (a) pertaining to the satisfaction of Trade-Throughs shall not apply under the following circumstances:

(1) If an Eligible Exchange repeatedly fails to respond within one (1) second to incoming orders attempting to access its Protected Quotations, the Exchange may bypass those Protected Quotations by:

(A) Notifying the non-responding Eligible Exchange immediately after (or at the same time as) electing self-help; and

(B) Assessing whether the cause of the problem lies with its own systems and, if so, taking immediate steps to resolve the problem;

Any time a determination to bypass Protected Quotations of an Eligible Exchange is made pursuant to this sub-paragraph, the Exchange must promptly document the reasons supporting such determination.

(2) The transaction traded through a Protected Quotation being disseminated by an Eligible Exchange during a trading rotation;

(3) The transaction that constituted the Trade-Through occurred when there was a Crossed Market;

(4) The transaction that constitutes the Trade-Through is the execution of an order identified as an ISO;

(5) The transaction that constitutes the Trade-Through is effected by the Exchange while simultaneously routing an ISO to execute against the full displayed size of any better priced Protected Quotation;

(6) The Eligible Exchange displaying the Protected Quotation that was traded through had displayed, within one (1) second prior to execution of the Trade-Through, a

Best bid or Best offer, as applicable, for the options series with a price that was equal or inferior to the price of the Trade-Through transaction;

(7) The Protected Quotation traded through was being disseminated from an Eligible Exchange whose Quotations were Non-Firm with respect to such options series;

(8) The transaction that constituted the Trade-Through was effected as a portion of a Complex Trade;

(9) The transaction that constituted the Trade-Through was the execution of an order for which, at the time of receipt of the order, a Member had guaranteed an execution at no worse than a specified price (a “stopped order”), where:

(A) the stopped order was for the account of a Customer;

(B) the Customer agreed to the specified price on an order-by-order basis; and

(C) the price of the Trade-Through was, for a stopped buy order, lower than the national Best Bid in the options series at the time of execution, or, for a stopped sell order, higher than the national Best Offer in the options series at the time of execution;

(10) The transaction that constituted the Trade-Through was the execution of an order that was stopped at a price that did not Trade-Through an Eligible Exchange at the time of the stop; or

(11) The transaction that constituted the Trade-Through was the execution of an order at a price that was not based, directly or indirectly, on the quoted price of the options series at the time of execution and for which the material terms were not reasonably determinable at the time the commitment to execute the order was made.

Rule 27.3. Locked and Crossed Markets

(a) Prohibition. Except for quotations that fall within the provisions of paragraph (b) of this Rule, Members shall reasonably avoid displaying, and shall not engage in a pattern or practice of displaying, any quotations that lock or cross a Protected Quotation.

(b) Exceptions.

(1) The locking or crossing quotation was displayed at a time when the Exchange was experiencing a failure, material delay, or malfunction of its systems or equipment;

(2) The locking or crossing quotation was displayed at a time when there is a Crossed Market;

(3) The Member simultaneously routed an ISO to execute against the full displayed size of any locked or crossed Protected Bid or Protected Offer.

Rule 27.4. Temporary Rule Governing Phase-Out of P and P/A Orders

(a) Receipt of P and P/A Orders. The Exchange will provide for the execution of P/A Orders and Principal Orders if its disseminated quotation is (i) equal to or better than the Reference Price, and (ii) equal to the then-current NBBO. If the size of a P/A Order or Principal Order is not larger than the Displayed Size, the Exchange will provide for the execution of the entire order, and shall execute such order in its automatic execution system if that system is available. If the size of a P/A Order or Principal Order is larger than the Displayed Size, the Primary Market Maker must address the order within three (3) seconds to provide an execution for at least the Displayed Size. If the order is not executed in full, the Exchange will move its disseminated quotation to a price inferior to the Reference Price.

(b) Failure to Send a Timely Response. If a Member responds to a P Order or P/A Order more than three (3) seconds after receipt of that order, and the Eligible Exchange to whom the Member responded cancels such response, the Member shall cancel any trade resulting from such order and shall report the cancellation to OPRA.

(c) Limitation of Liability. The Clearing Corporation shall have no liability to Members with respect to the use, non-use or inability to use the OCC Hub, including without limitation the content of orders, trades, or other business facilitated through the OCC Hub, the truth or accuracy of the content of messages or other information transmitted through the OCC Hub, or otherwise.

(d) Definitions. The following terms shall have the meaning specified in this Rule solely for the purpose of this Temporary Rule:

(1) “Eligible Option Class” means all option series overlying a security (as that term is defined in Section 3(a)(10) of the Exchange Act) or group of securities, including both put options and call options, which class is traded on the Exchange and at least one other Eligible Exchange.

(2) “Displayed Size” means the size of the disseminated quotation of the Eligible Exchange receiving a P or P/A Order.

(3) “OCC Hub” means the systems and data communications network that link electronically the Eligible Exchanges for the purposes specified in the former Plan for the Purpose of Creating and Operating an Intermarket Option Linkage.

(4) “P or P/A Order” means an Immediate or Cancel Order routed through the OCC Hub:

(A) “Principal Acting as Agent (“P/A”) Order,” which is an order for the principal account of a Primary Market Maker (or equivalent entity on another Eligible Exchange that is authorized to represent Public Customer orders),

reflecting the terms of a related unexecuted Public Customer order for which the Primary Market Maker is acting as agent; and

(B) “Principal Order,” which is an order for the principal account of a market maker (or equivalent entity on another Eligible Exchange) and is not a P/A Order.

(5) “Reference Price” means the limit price attached to a P or P/A Order by the sending Eligible Exchange. The Reference Price is equal to the bid disseminated by the receiving Eligible Exchange at the time that the P or P/A Order is transmitted in the case of a P or P/A Order to sell and the offer disseminated by the receiving Eligible Exchange at the time that the P or P/A Order is transmitted in the case of a P or P/A Order to buy.

CHAPTER XXVIII. MARGIN REQUIREMENTS

Rule 28.1. General Rule

No Options Member or associated person may effect a transaction or carry an account for a Customer, whether an Options Member or non-Member of BATS Options, without proper and adequate margin in accordance with this Chapter XXVIII and Regulation T.

Rule 28.2. Time Margin Must be Obtained

The amount of margin required by this Chapter XXVIII shall be obtained as promptly as possible and in any event within a reasonable time.

Rule 28.3. Margin Requirements

(a) An Options Member or associated person must be bound by the initial and maintenance margin requirements of either the Chicago Board Options Exchange (“CBOE”) or the New York Stock Exchange (“NYSE”) as the same may be in effect from time to time.

(b) Such election shall be made in writing by a notice filed with the Exchange.

(c) Upon the filing of such election, an Options Member or associated person shall be bound to comply with the margin rules of the CBOE or the NYSE, as applicable, as though said rules were part of these Rules.

Rule 28.4. Margin Required is Minimum

(a) The amount of margin prescribed by these Rules is the minimum which must be required initially and subsequently maintained with respect to each account affected thereby, but nothing in these Rules shall be construed to prevent an Options Member or associated person from requiring margin in an amount greater than that specified.

(b) BATS Options may at any time impose higher margin requirements with respect to such positions when it deems such higher margin requirements to be advisable.

CHAPTER XXIX. INDEX RULES**Rule 29.1. Application of Index Rules**

The Rules in this Chapter are applicable only to index options (options on indices of securities as defined below). The Rules in Chapters XVI through XXIII are also applicable to the options provided for in this Chapter, unless such Rules are specifically replaced or are supplemented by Rules in this Chapter. Where the Rules in this Chapter indicate that particular indices or requirements with respect to particular indices will be “Specified,” the Exchange shall file a proposed rule change with the Commission to specify such indices or requirements.

Rule 29.2. Definitions

(a) The term “aggregate exercise price” means the exercise price of the options contract times the index multiplier.

(b) The term “American-style index option” means an option on an industry or market index that can be exercised on any business day prior to expiration.

(c) The term “A.M.-settled index option” means an index options contract for which the current index value at expiration shall be determined as provided in Rule 29.11(a)(5).

(d) The term “call” means an options contract under which the holder of the option has the right, in accordance with the terms of the option, to purchase from the Clearing Corporation the current index value times the index multiplier.

(e) The term “current index value” with respect to a particular index options contract means the level of the underlying index reported by the reporting authority for the index, or any multiple or fraction of such reported level specified by BATS Options. The current index value with respect to a reduced-value long term options contract is one-tenth of the current index value of the related index option. The “closing index value” shall be the last index value reported on a business day.

(f) The term “exercise price” means the specified price per unit at which the current index value may be purchased or sold upon the exercise of the option.

(g) The term “European-style index option” means an option on an industry or market index that can be exercised only on the last business day prior to the day it expires.

(h) The term “index multiplier” means the amount specified in the contract by which the current index value is to be multiplied to arrive at the value required to be delivered to the holder of a call or by the holder of a put upon valid exercise of the contract.

(i) The term “industry index” and “narrow-based index” mean an index designed to be representative of a particular industry or a group of related industries.

(j) The term “market index” and “broad-based index” mean an index designed to be representative of a stock market as a whole or of a range of companies in unrelated industries.

(k) The term “put” means an options contract under which the holder of the option has the right, in accordance with the terms and provisions of the option, to sell to the Clearing Corporation the current index value times the index multiplier.

(l) The term “reporting authority” with respect to a particular index means the institution or reporting service designated by the Exchange as the official source for (1) calculating the level of the index from the reported prices of the underlying securities that are the basis of the index and (2) reporting such level. The reporting authority for each index approved for options trading on BATS Options shall be Specified (as provided in Rule 29.1) in the Interpretations and Policies to this Rule.

(m) The term “underlying security” or “underlying securities” with respect to an index options contract means any of the securities that are the basis for the calculation of the index.

Interpretations and Policies

01. The reporting authorities designated by the Exchange in respect of each index underlying an index options contract traded on the Exchange are as provided below.

Index Reporting Authority

(Reserved)

Rule 29.3. Designation of a Broad-Based Index

(a) The component securities of an index underlying a broad-based index option contract need not meet the requirements of Rule 19.3 (Criteria for Underlying Securities). Except as set forth in subparagraph (b) below, the listing of a class of index options on a broad-based index requires the filing of a proposed rule change to be approved by the SEC under Section 19(b) of the Exchange Act.

(b) BATS Options may trade options on a broad-based index pursuant to Rule 19b-4(e) of the Securities Exchange Act of 1934, if each of the following conditions is satisfied:

(1) The index is broad-based, as defined in Rule 29.2(j);

(2) Options on the index are designated as A.M.-settled;

(3) The index is capitalization-weighted, modified capitalization weighted, price-weighted, or equal dollar-weighted;

(4) The index consists of 50 or more component securities;

(5) Component securities that account for at least ninety-five percent (95%) of the weight of the index have a market capitalization of at least \$75 million, except that component securities that account for at least sixty-five percent (65%) of the weight of the index have a market capitalization of at least \$100 million;

(6) Component securities that account for at least eighty percent (80%) of the weight of the index satisfy the requirements of Rule 19.3 applicable to individual underlying securities;

(7) Each component security that accounts for at least one percent (1%) of the weight of the index has an average daily trading volume of at least 90,000 shares during the last six month period;

(8) No single component security accounts for more than ten percent (10%) of the weight of the index, and the five highest weighted component securities in the index do not, in the aggregate, account for more than thirty-three percent (33%) of the weight of the index;

(9) Each component security must be an "NMS stock" as defined in Rule 600 of Regulation NMS under the Exchange Act;

(10) Non-U.S. component securities (stocks or ADRs) that are not subject to comprehensive surveillance agreements do not, in the aggregate, represent more than twenty percent (20%) of the weight of the index;

(11) The current index value is widely disseminated at least once every fifteen (15) seconds by OPRA, CTA/CQ, NIDS or one or more major market data vendors during the time options on the index are traded on BATS Options;

(12) BATS Options reasonably believes it has adequate system capacity to support the trading of options on the index, based on a calculation of BATS Options's current ISCA allocation and the number of new messages per second expected to be generated by options on such index;

(13) An equal dollar-weighted index is rebalanced at least once every calendar quarter;

(14) If an index is maintained by a broker-dealer, the index is calculated by a third-party who is not a broker-dealer, and the broker-dealer has erected an informational barrier around its personnel who have access to information concerning changes in, and adjustments to, the index;

(15) The Exchange has written surveillance procedures in place with respect to surveillance of trading of options on the index.

(c) The following maintenance listing standards shall apply to each class of index options originally listed pursuant to paragraph (b) above:

(1) The requirements set forth in subparagraphs (b)(1) - (b)(3) and (b)(9) - (b)(15) must continue to be satisfied. The requirements set forth in subparagraphs (b)(5) - (b)(8) must be satisfied only as of the first day of January and July in each year;

(2) The total number of component securities in the index may not increase or decrease by more than ten percent (10%) from the number of component securities in the index at the time of its initial listing. In the event a class of index options listed on BATS Options fails to satisfy the maintenance listing standards set forth herein, BATS Options shall not open for trading any additional series of options of that class unless the continued listing of that class of index options has been approved by the SEC under Section 19(b)(2) of the Exchange Act.

Rule 29.4. Dissemination of Information

(a) BATS Options shall disseminate, or shall assure that the current index value is disseminated, after the close of business and from time-to-time on days on which transactions in index options are made on BATS Options.

(b) BATS Options shall maintain, or shall assure that the current index value is maintained in files available to the public, information identifying the stocks whose prices are the basis for calculation of the index and the method used to determine the current index value.

Rule 29.5. Position Limits for Broad-Based Index Options

(a) Options Members shall comply with the applicable rules of the Chicago Board Options Exchange with respect to position limits for broad based index options or with the applicable rules of BATS Options for broad-based index options traded on BATS Options but not traded on the Chicago Board Options Exchange

(b) Index options contracts shall not be aggregated with options contracts on any stocks whose prices are the basis for calculation of the index.

(c) Positions in reduced-value index options shall be aggregated with positions in full-value indices. For such purposes, ten reduced-value contracts shall equal one contract.

Rule 29.6. Designation of Narrow-Based and Micro-Narrow-Based Index Options

(a) The component securities of an index underlying a narrow-based index option contract need not meet the requirements of Rule 19.3 (Criteria for Underlying Securities). Except as set forth in subparagraph (b) below, the listing of a class of index options on a narrow-based index requires the filing of a proposed rule change to be approved by the SEC under Section 19(b) of the Exchange Act.

(b) Narrow-Based Index.

BATS Options may trade options on a narrow-based index pursuant to Rule 19b-4(e) of the 1934 Act, if each of the following conditions is satisfied:

(1) The options are designated as A.M.-settled index options;

(2) The index is capitalization-weighted, price-weighted, equal dollar-weighted, or modified capitalization-weighted, and consists of ten or more component securities;

(3) Each component security has a market capitalization of at least \$75 million, except that for each of the lowest weighted component securities in the index that in the aggregate account for no more than 10% of the weight of the index, the market capitalization is at least \$50 million;

(4) Trading volume of each component security has been at least one million shares for each of the last six months, except that for each of the lowest weighted component securities in the index that in the aggregate account for no more than 10% of the weight of the index, trading volume has been at least 500,000 shares for each of the last six months;

(5) In a capitalization-weighted index or a modified capitalization-weighted index, the lesser of the five highest weighted component securities in the index or the highest weighted component securities in the index that in the aggregate represent at least 30% of the total number of component securities in the index each have had an average monthly trading volume of at least 2,000,000 shares over the past six months;

(6) No single component security represents more than 30% of the weight of the index, and the five highest weighted component securities in the index do not in the aggregate account for more than 50% (65% for an index consisting of fewer than 25 component securities) of the weight of the index;

(7) Component securities that account for at least 90% of the weight of the index and at least 80% of the total number of component securities in the index satisfy the requirements of Rule 19.3 (Criteria for Underlying Securities) applicable to individual underlying securities;

(8) Each component security must be an "NMS stock" as defined in Rule 600 of Regulation NMS of the Securities Exchange Act of 1934.

(9) Non-U.S. component securities (stocks or ADRs) that are not subject to comprehensive surveillance agreements do not in the aggregate represent more than 20% of the weight of the index;

(10) The current underlying index value will be reported at least once every fifteen seconds during the time the index options are traded on the Exchange;

(11) An equal dollar-weighted index will be rebalanced at least once every calendar quarter; and

(12) If an underlying index is maintained by a broker-dealer, the index is calculated by a third party who is not a broker-dealer, and the broker-dealer has erected a "Chinese Wall" around its personnel who have access to information concerning changes in and adjustments to the index.

(c) Maintenance Criteria.

The following maintenance listing standards shall apply to each class of index options originally listed pursuant to subsection (b) above:

(1) The requirements stated in subsections (b)(1), (3), (6), (7), (8), (9), (10), (11) and (12) must continue to be satisfied, provided that the requirements stated in subparagraph (b)(6) must be satisfied only as of the first day of January and July in each year;

(2) The total number of component securities in the index may not increase or decrease by more than 33 1/3% from the number of component securities in the index at the time of its initial listing, and in no event may be less than nine component securities;

(3) Trading volume of each component security in the index must be at least 500,000 shares for each of the last six months, except that for each of the lowest weighted component securities in the index that in the aggregate account for no more than 10% of the weight of the index, trading volume must be at least 400,000 shares for each of the last six months;

(4) In a capitalization-weighted index or a modified capitalization-weighted index, the lesser of the five highest weighted component securities in the index or the highest weighted component securities in the index that in the aggregate represent at least 30% of the total number of stocks in the index each have had an average monthly trading volume of at least 1,000,000 shares over the past six months.

In the event a class of index options listed on BATS Options fails to satisfy the maintenance listing standards set forth herein, BATS Options shall not open for trading any additional series of options of that class unless such failure is determined by BATS Options not to be significant and the Commission concurs in that determination, or unless the continued listing of that class of index options has been approved by the Commission under Section 19(b)(2) of the Exchange Act.

(d) Notwithstanding paragraph (a) above, BATS Options may trade options on a Micro Narrow-Based security index pursuant to Rule 19b-4(e) of the 1934 Act, if each of the following condition is satisfied:

(1) The Index is a security index:

(A) that has 9 or fewer component securities; or

(B) in which a component security comprises more than 30 percent of the index's weighting; or

(C) in which the 5 highest weighted component securities in the aggregate comprise more than 60 percent of the index's weighting; or

(D) in which the lowest weighted component securities comprising, in the aggregate, 25 percent of the index's weighting have an aggregate dollar value of average daily trading volume of less than \$50,000,000 (or in the case of an index with 15 or more component securities, \$30,000,000) except that if there are two or more securities with equal weighting that could be included in the calculation of the lowest weighted component securities comprising, in the aggregate, 25 percent of the index's weighting, such securities shall be ranked from lowest to highest dollar value of average daily trading volume and shall be included in the calculation based on their ranking starting with the lowest ranked security;

(2) The index is capitalization-weighted, modified capitalization-weighted, price-weighted, share weighted, equal dollar-weighted, approximate equal-dollar weighted, or modified equal-dollar weighted;

(A) For the purposes of this paragraph (d), an approximate equal-dollar weighted index is composed of one or more securities in which each component security will be weighted equally based on its market price on the index's selection date and the index must be reconstituted and rebalanced if the notional value of the largest component is at least twice the notional volume of the smallest component for fifty percent or more of the trading days in the three months prior to December 31 of each year. For purposes of this provision the "notional value" is the market price of the component times the number of shares of the underlying component in the index. Reconstitution and rebalancing are also mandatory if the number of components in the index is greater than five at the time of rebalancing. BATS Options reserves the right to rebalance quarterly at its discretion.

(B) For the purposes of this paragraph (d), a modified equal-dollar weighted index is an index in which each underlying component represents a pre-determined weighting percentage of the entire index. Each component is assigned a weight that takes into account the relative market capitalization of the securities comprising the index. A modified equal-dollar weighted index will be balanced quarterly.

(C) For the purposes of this paragraph (d), a share-weighted index is calculated by multiplying the price of the component security by an adjustment factor. Adjustment factors are chosen to reflect the investment objective deemed appropriate by the designer of the index and will be published by the Exchange as part of the contract specifications. The value of the index is calculated by adding the weight of each component security and dividing the total by an index divisor, calculated to yield a benchmark index level as of a particular date. A share-weighted index is not adjusted to reflect changes in the number of outstanding shares of its components. A share-weighted Micro Narrow-Based index will not be rebalanced. If a share-weighted Micro Narrow-Based Index fails to meet the maintenance listing standards under Subsection (e) of this rule, BATS Options

will restrict trading in existing option series to closing transactions and will not issue additional series for that index.

(D) BATS Options may rebalance any Micro Narrow-Based index on an interim basis if warranted as a result of extraordinary changes in the relative values of the component securities. To the extent investors with open positions must rely upon the continuity of the options contract on the index, outstanding contracts are unaffected by rebalancings.

(3) Each component security in the index has a minimum market capitalization of at least \$75 million, except that each of the lowest weighted securities in the index that in the aggregate account for no more than 10% of the weight of the index may have a minimum market capitalization of only \$50 million;

(4) The average daily trading volume in each of the preceding six months for each component security in the index is at least 45,500 shares, except that each of the lowest weighted component securities in the index that in the aggregate account for no more than 10% of the weight of the index may have an average daily trading volume of only 22,750 shares for each of the last six months;

(5) In a capitalization-weighted index, the lesser of: (1) the five highest weighted component securities in the index each have had an average daily trading volume of at least 90,000 shares over the past six months; or (2) the highest weighted component securities in the index that in the aggregate represent at least 30% of the total number of component securities in the index each have had an average daily trading volume of at least 90,000 shares over the past six months;

(6) Subject to subparagraphs (4) and (5) above, the component securities that account for at least 90% of the total index weight and at least 80% of the total number of component securities in the index must meet the requirements applicable to individual underlying securities;

(7) (A) Each component security in the index is a “reported security” as defined in Rule 600 of Regulation NMS under the Exchange Act; and

(B) Foreign securities or ADRs that are not subject to comprehensive surveillance sharing agreements do not represent more than 20% of the weight of the index;

(8) The current underlying index value will be reported at least once every fifteen seconds during the time the index options are traded on BATS Options;

(9) An equal dollar-weighted index will be rebalanced at least once every quarter;

(10) If the underlying index is maintained by a broker-dealer, the index is calculated by a third party who is not a broker-dealer, and the broker-dealer has in place

an information barrier around its personnel who have access to information concerning changes in and adjustments to the index;

(11) Each component security in the index is registered pursuant to Section 12 of the Exchange Act; and

(12) Cash settled index options are designated as A.M.-settled options.

(e) The following maintenance listing standards shall apply to each class of index options originally listed pursuant to paragraph (d) above:

(1) The index meets the criteria of paragraph (d)(1) of this Rule;

(2) Subject to subparagraphs (9) and (10) below, the component securities that account for at least 90% of the total index weight and at least 80% of the total number of component securities in the index must meet the requirements of Rule 19.3 (Criteria for Underlying Securities).

(3) Each component security in the index has a market capitalization of at least \$75 million, except that each of the lowest weighted component securities that in the aggregate account for no more than 10% of the weight of the index may have a market capitalization of only \$50 million;

(4) Each component security must be an “NMS stock” as defined in Rule 600 of Regulation NMS under the Exchange Act; and

(5) Foreign securities or ADRs thereon that are not subject to comprehensive surveillance sharing agreements do not represent more than 20% of the weight of the index;

(6) The current underlying index value will be reported at least once every fifteen seconds during the time the index options are traded on BATS Options;

(7) If the underlying index is maintained by a broker-dealer, the index is calculated by a third party who is not a broker-dealer, and the broker-dealer has in place an information barrier around its personnel who have access to information concerning changes in and adjustments to the index;

(8) The total number of component securities in the index may not increase or decrease by more than 33 1/3% from the number of component securities in the index at the time of its initial listing;

(9) Trading volume of each component security in the index must be at least 500,000 shares for each of the last six months, except that for each of the lowest weighted component securities in the index that in the aggregate account for no more than 10% of the weight of the index, trading volume must be at least 400,000 shares for each of the last six months;

(10) In a capitalization-weighted index and a modified capitalization-weighted index, the lesser of the five highest weighted component securities in the index or the highest weighted component securities in the index that in the aggregate represent at least 30% of the total number of stocks in the index each have had an average monthly trading volume of at least 1,000,000 shares over the past six months;

(11) Each component security in the index is registered pursuant to Section 12 of the Exchange Act;

(12) In an approximate equal-dollar weighted index, the index must be reconstituted and rebalanced if the notional value of the largest component is at least twice the notional volume of the smallest component for fifty percent or more of the trading days in the three months prior to December 31 of each year. For purposes of this provision the “notional value” is the market price of the component times the number of shares of the underlying component in the index. Reconstitution and rebalancing are also mandatory if the number of components in the index is greater than five at the time of rebalancing. BATS Options reserves the right to rebalance quarterly at its discretion;

(13) In a modified equal-dollar weighted index BATS Options will rebalance the index quarterly;

(14) In a share-weighted index, if a share-weighted Micro Narrow-Based Index fails to meet the maintenance listing standards under paragraph (e) of this Rule, BATS Options will not re-balance the index, will restrict trading in existing option series to closing transactions, and will not issue additional series for that index; and

(15) In the event a class of index options listed on BATS Options fails to satisfy the maintenance listing standards set forth herein, BATS Options shall not open for trading any additional series of options of that class unless such failure is determined by BATS Options not to be significant and the Commission concurs in that determination, or unless the continued listing of that class of index options has been approved by the Commission under Section 19 (b)(2) of the 1934 Act.

Rule 29.7. Position Limits for Narrow Based and Micro-Narrow Based Index Options

(a) Options Members shall comply with the applicable rules of the Chicago Board Options Exchange with respect to position limits for Narrow Based and Micro-Narrow Based Index Options traded on BATS Options and also on the Chicago Board Options Exchange or with the applicable rules of BATS Options for industry index options traded on BATS Options but not traded on the Chicago Board Options Exchange

(b) Index options contracts shall not be aggregated with options contracts on any stocks whose prices are the basis for calculation of the index.

(c) Positions in reduced-value index options shall be aggregated with positions in full-value index options. For such purposes, ten (10) reduced-value options shall equal one (1) full-value contract.

Rule 29.8. Exemptions from Position Limits

An options Member may rely upon any available exemptions from applicable position limits granted from time to time by an Options Exchange for any options contract traded on BATS Options provided that such Options Member (a) provides the Exchange with a copy of any written exemption issued by another Options Exchange or a written, description of any exemption issued by another Options Exchange other than in writing containing sufficient detail for the Exchange to verify the validity of that exemption with the issuing Exchange, and (b) fulfills all conditions precedent for such exemption and complies at all times with the requirements of such exemptions with respect to their trading on BATS Options.

Rule 29.9. Exercise Limits

(a) In determining compliance with Rule 18.9 (Exercise Limits), exercise limits for index options contracts shall be equivalent to the position limits prescribed for options contracts with the nearest expiration date in Rules 29.5 or 29.7.

(b) For a market-maker granted an exemption to position limits pursuant to Rule 18.8 (Exemptions from Position Limits), the number of contracts that can be exercised over a five business day period shall equal the market-maker's exempted position.

(c) In determining compliance with exercise limits applicable to stock index (options, options contracts on a stock index group shall not be aggregated with options contracts on an underlying stock or stocks included in such group, options contracts on one stock index group shall not be aggregated with options contracts on any other stock index group.

(d) With respect to index options contracts for which an exemption has been granted in accordance with the provisions of Rule 29.8 (Exemptions from Position Limits), the exercise limit shall be equal to the amount of the exemption.

Rule 29.10. Trading Sessions

(a) Days and Hours of Business.

Except as otherwise provided in this Rule or under unusual conditions as may be determined by the Exchange, transactions in index options may be effected on BATS Options between the hours of 9:30 a.m. and 4:00 p.m. Eastern time. With respect to options on foreign indexes, the Exchange shall determine the days and hours of business.

(b) Instituting Halts and Suspensions.

Trading on BATS Options in any index option shall be halted or suspended whenever trading in underlying securities whose weighted value represents more than twenty percent (20%), in the case of a broad based index, and ten percent (10%) for all other indices, of the index value is halted or suspended. The Exchange also may halt trading in an index option when, in his or her judgment, such action is appropriate in the interests of a fair and orderly market and to protect investors. Among the facts that may be considered are the following:

(1) whether all trading has been halted or suspended in the market that is the primary market for a plurality of the underlying stocks;

(2) whether the current calculation of the index derived from the current market prices of the stocks is not available;

(3) the extent to which the opening has been completed or other factors regarding the status of the opening; and

(4) other unusual conditions or circumstances detrimental to the maintenance of a fair and orderly market are present, including, but not limited to, the activation of price limits on futures exchanges.

(c) Resumption of Trading Following a Halt or Suspension.

Trading in options of a class or series that has been the subject of a halt or suspension by the Exchange may resume if the Exchange determines that the interests of a fair and orderly market are served by a resumption of trading. Among the factors to be considered in making this determination are whether the conditions that led to the halt or suspension are no longer present, and the extent to which trading is occurring in stocks underlying the index. At the end of a halt, trading in each class of index options shall resume as provided in Rule 20.4 (Resumption of Trading After A Halt).

(d) Circuit Breakers.

Paragraph (c) of Rule 20.5 (Unusual Market Conditions) applies to index options trading with respect to the initiation of a market wide trading halt commonly known as a “circuit breaker.”

(e) Special Provisions for Foreign Indices.

When the hours of trading of the underlying primary securities market for an index option do not overlap or coincide with those of BATS Options, all of the provisions as described in paragraphs (b), (c), and (d) above shall not apply except for (b)(4).

(f) Pricing When Primary Market Does Not Open.

When the primary market for a security underlying the current index value of an index option does not open for trading on a given day, the price of that security shall be determined, for the purposes of calculating the current index value at expiration, based on the opening price of that security on the next day that its primary market is open for trading. This procedure shall not be used if the current index value at expiration is fixed in accordance with the Rules and By-Laws of the Clearing Corporation.

Rule 29.11. Terms of Index Options Contracts

(a) General.

(1) Meaning of Premium Bids and Offers. Bids and offers shall be expressed in terms of dollars and cents per unit of the index.

(2) Exercise Prices. BATS Options shall determine fixed-point intervals of exercise prices for call and put options.

(3) Expiration Months. Index options contracts may expire at three (3) month intervals or in consecutive months. BATS Options may list up to six (6) expiration months at any one time, but will not list index options that expire more than twelve (12) months out.

(4) “European-Style Exercise.” The following European-style index options, some of which may be A.M.-settled as provided in paragraph (a)(5), are approved for trading on BATS Options:

(A) Nasdaq 100 Index.

(B) Mini Nasdaq 100 Index.

(5) A.M.-Settled Index Options. The last day of trading for A.M.-settled index options shall be the business day preceding the last day of trading in the underlying securities prior to expiration. The current index value at the expiration of an A.M.-settled index option shall be determined, for all purposes under these Rules and the Rules of the Clearing Corporation, on the last day of trading in the underlying securities prior to expiration, by reference to the reported level of such index as derived from first reported sale (opening) prices of the underlying securities on such day, except that:

(A) In the event that the primary market for an underlying security does not open for trading on that day, the price of that security shall be determined, for the purposes of calculating the current index value at expiration, as set forth in Rule 29.10(f), unless the current index value at expiration is fixed in accordance with the Rules and By-Laws of the Clearing Corporation; and

(B) In the event that the primary market for an underlying security is open for trading on that day, but that particular security does not open for trading on that day, the price of that security, for the purposes of calculating the current index value at expiration, shall be the last reported sale price of the security. The following A.M.-settled index options are approved for trading on BATS Options:

(i) Nasdaq 100 Index.

(ii) Mini Nasdaq 100 Index.

(b) Long-Term Index Options Series.

(1) Notwithstanding the provisions of paragraph (a)(3), above, BATS Options may list long-term index options series that expire from twelve (12) to sixty (60) months from the date of issuance.

(A) Index long term options series may be based on either the full or reduced value of the underlying index. There may be up to ten (10) expiration months, none further out than sixty (60) months. Strike price interval, bid/ask differential and continuity Rules shall not apply to such options series until the time to expiration is less than twelve (12) months.

(B) When a new Index long term options series is listed, such series will be opened for trading either when there is buying or selling interest, or forty (40) minutes prior to the close, whichever occurs first. No quotations will be posted for such options series until they are opened for trading.

(2) Reduced-Value Long Term Options Series.

(A) Reduced-value long term options series may be approved for trading on Specified (as provided in Rule 29.1) indices.

(B) Expiration Months. Reduced-value long term options series may expire at six-month intervals. When a new expiration month is listed, series may be near or bracketing the current index value. Additional series may be added when the value of the underlying index increases or decreases by ten (10) to fifteen (15) percent.

(c) Procedures for Adding and Deleting Strike Prices. The procedures for adding and deleting strike prices for index options are provided in Rule 19.6 (Series of Options Contracts Open for Trading), as amended by the following:

(1) The interval between strike prices will be no less than \$5.00.

(2) New series of index options contracts may be added up to the fifth business day prior to expiration.

(3) When new series of index options with a new expiration date are opened for trading, or when additional series of index options in an existing expiration date are opened for trading as the current value of the underlying index to which such series relate moves substantially from the exercise prices of series already opened, the exercise prices of such new or additional series shall be reasonably related to the current value of the underlying index at the time such series are first opened for trading. In the case of all classes of index options, the term “reasonably related to the current value of the underlying index” shall have the meaning set forth in paragraph (c)(4) below.

(4) Notwithstanding any other provision of this paragraph (c), BATS Options may open for trading additional series of the same class of index options as the current index value of the underlying index moves substantially from the exercise price of those index options that already have been opened for trading on BATS Options. The exercise price of each series of index options opened for trading on BATS Options shall be reasonably related to the current index value of the underlying index to which such series relates at or about the time such series of options is first opened for trading on BATS Options. The term “reasonably related to the current index value of the underlying index”

means that the exercise price is within thirty percent (30%) of the current index value. BATS Options may also open for trading additional series of index options that are more than thirty percent (30%) away from the current index value, provided that demonstrated customer interest exists for such series, as expressed by institutional, corporate, or individual customers or their brokers. Market-makers trading for their own account shall not be considered when determining customer interest under this provision.

(d) Index Level on the Last Day of Trading. The reported level of the underlying index that is calculated by the reporting authority on the last day of trading in the underlying securities prior to expiration for purposes of determining the current index value at the expiration of an A.M. settled index option may differ from the level of the index that is separately calculated and reported by the reporting authority and that reflects trading activity subsequent to the opening of trading in any of the underlying securities.

(e) Index Values for Settlement. The Rules of the Clearing Corporation specify that, unless the Rules provide otherwise, the current index value used to settle the exercise of an index options contract shall be the closing index for the day on which the index options contract is exercised in accordance with the Rules of the Clearing Corporation or, if such day is not a business day, for the most recent business day.

(f) Index Level at Expiration. With respect to any securities index on which options are traded on BATS Options, the source of the prices of component securities used to calculate the current index level at expiration is determined by the reporting authority for that index.

(g) Quarterly Options Series Program. The Exchange may list and trade options series that expire at the close of business on the last business day of a calendar quarter ("Quarterly Options Series"). The Exchange may list Quarterly Options Series for up to five (5) currently listed options classes that are either index options or options on exchange traded funds ("ETF"). In addition, the Exchange may also list Quarterly Options Series on any options classes that are selected by other securities exchanges that employ a similar program under their respective rules. The Exchange may list series that expire at the end of the next consecutive four (4) calendar quarters, as well as the fourth quarter of the next calendar year.

(1) The Exchange will not list a Short Term Option Series on an options class the expiration of which coincides with that of a Quarterly Options Series on that same options class.

(2) Quarterly Options Series shall be P.M. settled.

(3) The strike price of each Quarterly Options Series will be fixed at a price per share, with at least two, but not more than five, strike prices above and two, but not more than five, strike prices below the value of the underlying index at about the time that a Quarterly Options Series is opened for trading on the Exchange. The Exchange may open for trading additional Quarterly Options Series of the same class if the Exchange deems it necessary to maintain an orderly market, to meet customer demand or when the current index value of the underlying index moves substantially from the exercise price of those Quarterly Options Series that already have been opened for

trading on the Exchange. The exercise price of each Quarterly Options Series opened for trading on the Exchange shall be reasonably related to the current index value of the underlying index to which such series relates at or about the time such series of options is first opened for trading on the Exchange. The term “reasonably related to the current index value of the underlying index” means that the exercise price is within thirty percent (30%) of the current index value. The Exchange may also open for trading additional Quarterly Options Series that are more than thirty percent (30%) away from the current index value, provided that demonstrated customer interest exists for such series, as expressed by institutional, corporate, or individual customers or their brokers. Market-makers trading for their own account shall not be considered when determining customer interest under this provision. The Exchange may open additional strike prices of a Quarterly Options Series that are above the value of the underlying index provided that the total number of strike prices above the value of the underlying index is no greater than five. The Exchange may open additional strike prices of a Quarterly Options Series that are below the value of the underlying index provided that the total number of strike prices below the value of the underlying index is no greater than five. The opening of any new Quarterly Options Series shall not affect the series of options of the same class previously opened.

(4) The interval between strike prices on Quarterly Options Series shall be the same as the interval for strike prices for series in that same options class that expire in accordance with the normal monthly expiration cycle.

Except as otherwise provided, all Exchange rules applicable to stock index options will also be applicable to quarterly expiring index options listed pursuant to this Rule.

Rule 29.12. Debit Put Spread Cash Account Transactions

Debit put spread positions in European-style, broad-based index options traded on BATS Options (hereinafter “debit put spreads”) may be maintained in a cash account as defined by Federal Reserve Board Regulation T Section 220.8 by a Public Customer, provided that the following procedures and criteria are met:

(a) The customer has received the Exchange’s approval to maintain debit put spreads in a cash account carried by an Options Member. A customer so approved is hereinafter referred to as a “spread exemption customer.”

(b) The spread exemption customer has provided all information required on Exchange approved forms and has kept such information current.

(c) The customer holds a net long position in each of the stocks of a portfolio that has been previously established or in securities readily convertible, and additionally in the case of convertible bonds economically convertible, into common stocks which would comprise a portfolio. The debit put spread position must be carried in an account with an Options Member of a self regulatory organization participating in the Intermarket Surveillance Group.

(d) The stock portfolio or its equivalent is composed of net long positions in common stocks in at least four industry groups and contains at least twenty (20) stocks, none of which

accounts for more than fifteen percent (15%) of the value of the portfolio (hereinafter “qualified portfolio”). To remain qualified, a portfolio must at all times meet these standards notwithstanding trading activity in the stocks.

(e) The exemption applies to European-style broad-based index options dealt in on BATS Options to the extent the underlying value of such options position does not exceed the unhedged value of the qualified portfolio. The unhedged value would be determined as follows: (1) the values of the net long or short positions of all qualifying products in the portfolio are totaled; (2) for positions in excess of the standard limit, the underlying market value (A) of any economically equivalent opposite side of the market calls and puts in broad-based index options, and (B) of any opposite side of the market positions in stock index futures, options on stock index futures, and any economically equivalent opposite side of the market positions, assuming no other hedges for these contracts exist, is subtracted from the qualified portfolio; and (3) the market value of the resulting unhedged portfolio is equated to the appropriate number of exempt contracts as follows — the unhedged qualified portfolio is divided by the correspondent closing index value and the quotient is then divided by the index multiplier or 100.

(f) A debit put spread in BATS Options-traded broad-based index options with European-style exercises is defined as a long put position coupled with a short put position overlying the same broad-based index and having an equivalent underlying aggregate index value, where the short put(s) expires with the long put(s), and the strike price of the long put(s) exceeds the strike price of the short put(s). A debit put spread will be permitted in the cash account as long as it is continuously associated with a qualified portfolio of securities with a current market value at least equal to the underlying aggregate index value of the long side of the debit put spread.

(g) The qualified portfolio must be maintained with either an Options Member, another broker-dealer, a bank, or securities depository.

(h) The spread exemption customer shall agree promptly to provide the Exchange any information requested concerning the dollar value and composition of the customer’s stock portfolio, and the current debit put spread positions.

(1) The spread exemption customer shall agree to and any Options Member carrying an account for the customer shall:

(A) comply with all Rules and regulations;

(B) liquidate any debit put spreads prior to or contemporaneously with a decrease in the market value of the qualified portfolio, which debit put spreads would thereby be rendered excessive; and

(C) promptly notify the Exchange of any change in the qualified portfolio or the debit put spread position which causes the debit put spreads maintained in the cash account to be rendered excessive.

(i) If any Options Member carrying a cash account for a spread exemption customer with a debit put spread position dealt in on BATS Options has a reason to believe that as a result

of an opening options transaction the customer would violate this spread exemption, and such opening transaction occurs, then the Options Member has violated this Rule.

(j) Violation of any of these provisions, absent reasonable justification or excuse, shall result in withdrawal of the spread exemption and may form the basis for subsequent denial of an application for a spread exemption hereunder.

Rule 29.13. Disclaimers

(a) Applicability of Disclaimers.

The disclaimers in paragraph (b) below shall apply to the reporting authorities identified in the Interpretations and Policies to Rule 29.2.

(b) Disclaimer.

No reporting authority, and no affiliate of a reporting authority (each such reporting authority, its affiliates, and any other entity identified in this Rule are referred to collectively as a “Reporting Authority”), makes any warranty, express or implied, as to the results to be obtained by any person or entity from the use of an index it publishes, any opening, intraday or closing value therefore, or any data included therein or relating thereto, in connection with the trading of any options contract based thereon or for any other purpose. The Reporting Authority shall obtain information for inclusion in, or for use in the calculation of, such index from sources it believes to be reliable, but the Reporting Authority does not guarantee the accuracy or completeness of such index, any opening, intra-day or closing value therefore, or any data included therein or related thereto. The Reporting Authority hereby disclaims all warranties of merchantability or fitness for a particular purpose or use with respect to such index, any opening, intra-day, or closing value therefore, any data included therein or relating thereto, or any options contract based thereon. The Reporting Authority shall have no liability for any damages, claims, losses (including any indirect or consequential losses), expenses, or delays, whether direct or indirect, foreseen or unforeseen, suffered by any person arising out of any circumstance or occurrence relating to the person’s use of such index, any opening, intra-day or closing value therefore, any data included therein or relating thereto, or any options contract based thereon, or arising out of any errors or delays in calculating or disseminating such index.

Rule 29.14. Exercise of American-style Index Options

No Options Member may prepare, time stamp or submit an exercise instruction for an American-style index options series if the Options Member knows or has reason to know that the exercise instruction calls for the exercise of more contracts than the then “net long position” of the account for which the exercise instruction is to be tendered. For purposes of this Rule: (a) the term “net long position” shall mean the net position of the account in such option at the opening of business of the day of such exercise instruction, plus the total number of such options purchased that day in opening purchase transactions up to the time of exercise, less the total number of such options sold that day in closing sale transactions up to the time of exercise; (b) the “account” shall be the individual account of the particular customer, market-maker or “noncustomer” (as that term is defined in the By-Laws of the Clearing Corporation) who wishes to exercise; and (c) every transaction in an options series effected by a market-maker in a

market-maker's account shall be deemed to be a closing transaction in respect of the market-maker's then positions in such options series. No Options Member may adjust the designation of an "opening transaction" in any such option to a "closing transaction" except to remedy mistakes or errors made in good faith.