

BATS Exchange, Inc.
Waive-in Membership Application Form

An applicant for membership (“Applicant”) with BATS Exchange, Inc. (“Exchange”) that is or was formerly a subscriber of the electronic communications network BATS Trading, Inc. and an active member of: (1) the Financial Industry Regulatory Authority (“FINRA”), or (2) a registered national securities exchange, shall, for a temporary 90-day period beginning on _____ and ending on _____, have the option, by submitting this Waive-In Membership Application Form, (i) to apply to become a Member of the Exchange and, (ii) to automatically register with the Exchange all of its associated persons whose registrations are active at the time the Exchange is approved as a national securities exchange and who are registered in categories recognized by the Exchange. The Exchange may request additional documentation from Applicant in order to determine that an Applicant meets the qualification standards set forth in Exchange Rule 2.5. The Exchange will make determinations with respect to Waive-In Membership Applications in accordance with Exchange Rule 2.6.

Applicant must complete this Waive-In Membership Application Form, which should be sent, along with the documents listed below via certified or first class mail, or via courier or messenger service, to BATS Exchange, Inc., 4151 N. Mulberry Drive, Suite 275, Kansas City, Missouri 64116, Attention: Membership Services. Questions regarding this Waive-In Membership Application should be directed to Membership Services, (816) 285-9902.

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

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

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

General Information

Application Date: _____

Applicant Name: _____

Applicant's CRD Number: _____

Applicant's Designated Examining Authority: _____

Self-Regulatory Organization ("SRO") Memberships

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

- _____ American Stock Exchange
- _____ Boston Stock Exchange
- _____ Chicago Board Options Exchange
- _____ Chicago Stock Exchange
- _____ Financial Industry Regulatory Authority (formerly NASD)
- _____ International Securities Exchange
- _____ NASDAQ
- _____ National Stock Exchange
- _____ New York Stock Exchange
- _____ NYSE Arca, Inc.
- _____ Philadelphia Stock Exchange

Supervision of Trading Activity on the Exchange

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

Name: _____

Title: _____

CRD#: _____

Email: _____

Phone: _____

Fax: _____