

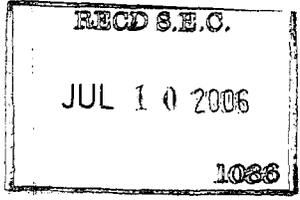
CERT AMX



**AMERICAN
STOCK EXCHANGE**
Equities Options ETFs



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American Stock Exchange
86 Trinity Place
New York, NY 10006-1872

July 10, 2006

Mr. Brian Johnson
Branch Chief
Filer Support 2
Office of Filing Information
Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549

Dear Mr. Johnson:

This is to certify that on June 19, 2006, the American Stock Exchange (the "Exchange") received from the ProShares Trust (the "Registrant") a copy of the Registrant's application on Form 8-A for the registration of the following securities for the following investment portfolios, UltraShort S&P500® ProShares, UltraShort QQQ® ProShares, UltraShort Dow30™ ProShares and UltraShort MidCap 400 ProShares:

Shares of beneficial interest, no par value

We further certify that the above described securities have been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,


Bryan Fischer
Managing Director
Listing Qualifications Department

cc: Herbert Scholl

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