

CERTAMX



**AMERICAN
STOCK EXCHANGE**
Equities Options ETFs



07040982

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

February 1, 2007

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

REC'D S.E.C.

JAN 0 1 2007

Dear Mr. Johnson:

This is to certify that on January 30, 2007, 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:

Shares of beneficial interest, no par value, of each of the following 22 portfolios:

Ultra Basic Materials ProShares
Ultra Consumer Goods ProShares
Ultra Consumer Services ProShares
Ultra Financials ProShares
Ultra Health Care ProShares
Ultra Industrials ProShares
Ultra Oil & Gas ProShares
Ultra Technology ProShares
Ultra Utilities ProShares
Ultra Real Estate ProShares
Ultra Semiconductors ProShares
UltraShort Basic Materials ProShares
UltraShort Consumer Goods
UltraShort Consumer Services
UltraShort Financials ProShares
UltraShort Health Care ProShares
UltraShort Industrials ProShares
UltraShort Oil & Gas ProShares
UltraShort Technology ProShares
UltraShort Utilities ProShares
UltraShort Real Estate ProShares
UltraShort Semiconductors

PROCESSED

3 FEB 02 2007

THOMSON
FINANCIAL

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