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**AMERICAN STOCK EXCHANGE**  
Equities Options ETFs

*Certamx*

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

September 27, 2007

Ms. Cecile Peters  
Chief, IT Services  
Division of Corporate Finance  
Securities and Exchange Commission  
100 F Street, NE  
Washington, D.C. 20549

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The Division of  
Investment Management

Dear Ms. Peters:

This is to certify that on September 24, 2007 the American Stock Exchange LLC (the "Exchange") received from PowerShares Exchange-Traded Fund Trust II (the "Registrant") a copy of the Registrant's application on Form 8-A for the registration of the following securities:

Shares of beneficial interest, par value \$0.01 per share, of the following investment portfolios:

- PowerShares FTSE RAFI Asia Pacific ex-Japan Small-Mid Portfolio Fund
- PowerShares FTSE RAFI Developed Markets ex-U.S. Small-Mid Portfolio Fund
- PowerShares FTSE RAFI Emerging Markets Portfolio Fund
- PowerShares FTSE RAFI Europe Small-Mid Portfolio Fund
- PowerShares International Listed Private Equity Portfolio Fund

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*

Bryan Fischer  
Managing Director  
Listing Qualifications Department



07060401

cc: Herbert Scholl

**END**