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**NASDAQ**<sup>®</sup>

THE NASDAQ STOCK MARKET  
LISTING QUALIFICATIONS DEPARTMENT  
8600 BLACKWELL ROAD  
ROCKVILLE, MD 20850

Gary Sundick  
Vice President  
Listing Qualifications



By Facsimile and First Class Mail

September 18, 2008

Ms. Cecile Peters  
Chief, IT Services  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

3

**PROCESSED**  
NOV 10 2008  
**THOMSON REUTERS**

Dear Ms. Peters:

This is to certify that on September 12, 2008 The Nasdaq Stock Market (the "Exchange") received from PowerShares Exchange-Traded Fund Trust II (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Shares of beneficial interest, par value \$0.01 per share

We further certify that the security described above has been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

*Gary Sundick*

**END**