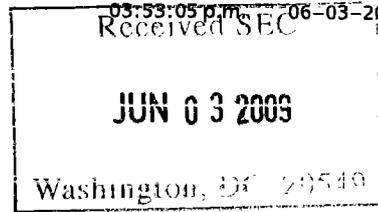




# NYSE Regulation



**VIA FACSIMILE AND U.S. MAIL**  
June 3, 2009



*CERTPAC*  
*001-32916*

Ms. Velma Smith, Branch Chief  
Branch of Filer Support 2, Mailstop 1-4  
Securities and Exchange Commission  
450 Fifth Street, N.W., Room #1004  
Washington, D.C. 20549

Re: **ProShares Trust**  
CIK: 0001174610  
Filer: 001-32916  
Filing: Form 8-A filed 6/1/2009

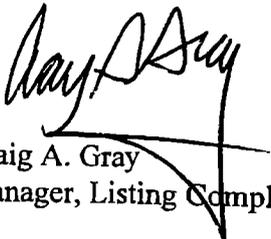
Dear Ms. Smith:

Please be advised that NYSE Regulation, Inc. has received (on May 28, 2009) an application from the above-referenced issuer and has approved the shares of beneficial interest, no par value, of each of the following securities for listing on NYSE Arca, Inc. ("Exchange"):

**ProShares Ultra MSCI Japan**  
**ProShares Ultra MSCI EAFE**  
**ProShares Ultra MSCI Emerging Markets**  
**ProShares Ultra FTSE/Xinhua China 25**

The Exchange requests acceleration of registration of these securities under the Securities Exchange Act of 1934. If there are any questions, please call me at (312) 442-7832. Your assistance is greatly appreciated.

Sincerely,



Craig A. Gray  
Manager, Listing Compliance

Enclosure