

January 20, 2009

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

DIVISION OF MARKET REGULATION

FORM 19b-4(e)

Information Required of a Self-Regulatory Organization Listing and Trading a New  
Derivative Securities Product Pursuant to Rule 19b-4(e) Under the Securities Exchange Act of 1934

READ ALL INSTRUCTIONS PRIOR TO COMPLETING FORM

Part I

Initial Listing Report



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1. Name of Self-Regulatory Organization Listing New Derivative Securities Product:  
**NASDAQ OMX BX, Inc. (traded pursuant to unlisted trading privileges)**

2. Type of Issuer of New Derivative Securities Product (e.g., clearinghouse, broker-dealer, corporation, etc.):  
**Open End Management Investment Company**

3. Class of New Derivative Securities Product:  
**Exchange Traded Fund**

4. Name of Underlying Instrument:  
**ProShares UltraShort Telecommunications**

5. If Underlying Instrument is an Index, State Whether it is Broad-Based or Narrow-Based:  
**Narrow-based**

6. Ticker Symbol(s) of New Derivative Securities Product:  
**TLL**

7. Market or Markets Upon Which Securities Comprising Underlying Instrument Trades:  
**Listed on: CME Group, OTC, Interbank Mkt**

8. Settlement Methodology of New Derivative Securities Product:  
**Regular way trades settle on T + 3 (cash settled)**

9. Position Limits of New Derivative Securities Product (if applicable):  
**N/A**

Part II

Execution

The undersigned represents that the governing body of the above-referenced Self-Regulatory Organization has duly approved, or has duly delegated its approval to the undersigned for, the listing and trading of the above-referenced new derivative securities product according to its relevant trading rules, procedures, surveillance programs and listing standards.

Name of Official Responsible for Form:  
**John A. Zecca**

Title:  
**Chief Regulatory Officer**

Telephone Number:  
**+1 301 978-8498**

Manual Signature of Official Responsible for Form:

Date: **January 20, 2009**

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Public Availability:	JAN 22 2009