

091-061052

For Internal Use Only	Submit 1 Original	OMB Approval No.:
Sec File No. 91 - RECEIVED	and 9 Copies	Expires:

Estimated average burden hours per response: 2.00

2009 JUL -6 PM - 30

SEC / FIN

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

1. Name of Self-Regulatory Organization Listing New Derivative Securities Product:

NYSE Arca, Inc.

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:

Investment Company Units

4. Name of Underlying Instrument:

S&P 500 Index

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

Broad-Based

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

UPRO

7. Market or Markets Upon Which Securities Comprising Underlying Instrument Trades:

New York Stock Exchange, Nasdaq Stock Market

8. Settlement Methodology of New Derivative Securities Product:

Regular way trades settle on T+3/Book entry only held in DTC.

9. Position Limits of New Derivative Securities Product (if applicable):

Not applicable.

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:

Janet M. Kissane

Title:

Corporate Secretary

Telephone Number:

(212) 656-2039

Manual Signature of Official Responsible for Form:

Janet M. Kissane

July 2, 2009

SEC 2449 (1-99)



09051962

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Public	JUL - 6 2009
Availability:	

Janet Kissane
Corporate Secretary

NYSE Arca, Inc.
11 Wall Street
New York, NY 10005



RECEIVED
2009 JUL -6 PM 4:19
SEC / REG

tel: 212.656.2039
fax: 212.656.3939
jkissane@nyx.com

Via Overnight Mail

July 2, 2009

Ms. Gail Jackson
US Securities and Exchange Commission
Division of Trading and Markets
Station Place – Building I
100 F Street, N.E. – Room 6628
Washington, DC 20549

Re: Form 19b-4(e) – Citigroup / ProShares / iShares

Dear Ms. Jackson:

Enclosed for filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 and Rule 19b-4 thereunder, please find an original and nine copies of Form 19b-4(e) with respect to the following securities:

- ProShares UltraShort MSCI Brazil Exchange Traded Fund linked to the MSCI Brazil Index (Ticker Symbol BZQ)
- ProShares UltraPro S&P 500 Exchange Traded Fund linked to the S&P 500 Index (Ticker Symbol UPRO)
- ProShares UltraPro Short S&P 500 Exchange Traded Fund linked to the S&P 500 Index (Ticker Symbol SPXU)
- Citigroup 3% Minimum Coupon Principal Protected Notes linked to the S&P MidCap 400 Index (Ticker Symbol MBF)
- Citigroup Funding Equity Linked Security based upon the Common Stock of Home Depot, Inc. due on June 23, 2010 (Ticker Symbol EIR)
- iShares S&P Emerging Markets Infrastructure Exchange Traded Fund linked to the S&P Emerging Markets Infrastructure Index (Ticker Symbol EMIF)

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Public	
Availability:	JUL - 6 2009

Gail Jackson
Division of Trading and Markets
July 2, 2009
Page 2 of 2

If you have any questions, please do not hesitate to call me at (212) 656-2039.

Sincerely,

A handwritten signature in black ink, appearing to read "Tim Malinowski". The signature is written in a cursive style with a large initial "T".

Enclosures

Cc: Tim Malinowski (NYSE Euronext)