

CertNAS
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THE NASDAQ STOCK MARKET
8800 BLACKWELL ROAD
ROCKVILLE, MD 20850

P. William Slattery, CFA
Vice President
Listing Qualifications

By Electronic Mail

April 6, 2010

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

Dear Ms. Peters:

This is to certify that on March 9, 2010 The Nasdaq Stock Market (the "Exchange") received from ProShares Trust (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

Shares of Beneficial Interest, no par value
ProShares UltraShort Nasdaq Biotechnology

Shares of Beneficial Interest, no par value
ProShares Ultra Nasdaq Biotechnology

We further certify that the securities described above 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,

William Slattery



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