		091-6	18463h
For Internal Use Only	Submit 1 Original	OMB Approval N	
Sec File No. 91 - NEULIV	and 9 Copies	Expires:	
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Tala m.	UNITED STATES RITIES AND EXCHANGE Washington, D.C. 205	COMMISSION	
	FORM 19b-4(e)		
Information Required	of a Self-Regulatory Organiza	tion Listing and Trading a N	ew
	Pursuant to Rule 19b-4(e) Un INSTRUCTIONS PRIOR TO		ACT OF 1934
Part I	Initial Listing Report		
1. Name of Self-Regulatory Organization Listing			and the second s
NYSE Arca, Inc.	·		
2. Type of Issuer of New Derivative Securities Pro	oduct (e.g., clearinghouse, broke	-dealer, corporation, etc.):	
Open-end Management Investment Comp	The comment of the co	and the second section of the section of the section of the second section of the secti	
Chor one wanted	 -,		
3. Class of New Derivative Securities Product:	stantatasiysoomi ee moonimaa iyoniista ayyyintaa ka talaata hoosaa oo saabaa ka talaa ah ah ah ah ah ah ah ah a		
Investment Company Units			(1800) (1811 1811) 1811) 1841) 1841 1841 1841 18
investment Company Omes			10047089
4. Name of Underlying Instrument:			
MSCI Pacific ex-Japan Index			
5. If Underlying Instrument is an Index, State Who	ether it is Broad-Based or Narro	v-Based:	
Broad-Based			
Di vau-Dascu			
6. Ticker Symbol(s) of New Derivative Securities	Product:		
UXJ	·		
7. Market or Markets Upon Which Securities Con	nprising Underlying Instrument	rades:	
Australia Exchange, Hong Kong Exchange			
, J B	e, Mana Exchange, New Ze	lland Exchange, Singapor	e Exchange
0, 0 0		lland Exchange, Singapor	e Exchange
8. Settlement Methodology of New Derivative Sec	curities Product:	lland Exchange, Singapor	e Exchange
8. Settlement Methodology of New Derivative Sec Regular way trades settle on T+3/Book end	curities Product: try only held in DTC.	lland Exchange, Singapor	e Exchange
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8. Settlement Methodology of New Derivative Sec Regular way trades settle on T+3/Book end 9. Position Limits of New Derivative Securities Proposed to the Indiana Proposed to the Undersigned for, the Indiana Proposed to the Undersigned for, the Indiana Proposed to the Undersigned for, the Indiana Proposed trading rules, procedures, surveillance proposed to the Undersigned for Form: Janet M. Kissane Title: Corporate Secretary Telephone Number: (212) 656-2039 Manual Signature of Official Responsible for Form	curities Product: try only held in DTC. roduct (if applicable): Execution dy of the above-referenced Self-listing and trading of the above-rograms and listing standards. Act m:	Regulatory Organization has dueferenced new derivative secur Securities Exports Ton 196-4	ily approved, or has duly ities product according to it
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SEC / TM

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

tel: 212.656.2039 fax: 212.656.8101

jkissane@nyx.com

Via Overnight Mail

May 5, 2010

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) - ProShares

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 Ultra MSCI Brazil ETF linked to the MSCI Brazil Index (Ticker Symbol: UBR)
- ProShares Ultra MSCI Pacific ex-Japan ETF linked to the MSCI Pacific ex-Japan Index (Ticker Symbol: UXJ)
- ProShares Ultra MSCI Europe ETF linked to the MSCI Europe Index (Ticker Symbol: UPV)

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

Sincerely,

Enclosures

cc:

Tim Malinowski (NYSE Euronext)

Act	Securities Exchange Act of 1934	
Section	19b-4	
Rule	19b-4(e)	
Public Availability:	MAY - 7 2010	