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SEC / TM

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:  
MSCI Europe 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:  
UPV

7. Market or Markets Upon Which Securities Comprising Underlying Instrument Trades:  
Brsaltaliana exchange, Six Swiss Ex exchange, Italy continuous exchange, Euronext Paris, Xetra Exchange, Euronext Amsterdam, Stockholm Exchange, Athens exchange, London exchange, Copenhagen exchange, Euronext Amsterdam, Stockholm exchange, Euronext Lisbon, Euronext Brussels, Dublin exchange, Oslo exchange, Helsinki exchange, Vienna exchange

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  
May 5, 2010

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

Janet Kissane  
Corporate Secretary

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



**NYSE Arca**

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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)

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