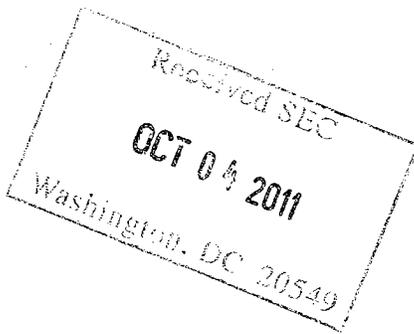




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October 4, 2011



Clinton W. Clark
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Listing Compliance

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CENTRICA
001-34200

Ms. Velma Smith, Branch Chief
Securities and Exchange Commission
Division of Corporation Finance – Filer Support Office
100 F Street, N.W., Mail Stop 3040
Washington, D.C. 20549

Re: ~~ProShares Trust II~~
CIK: 0001415311
SEC File No.: 001-34200
Form Type: 8-A12B
Filing Date: 10/3/2011

Dear Ms. Smith:

Please be advised that NYSE Regulation, Inc. has received an application from the above-referenced issuer and has approved the following securities for listing on NYSE Arca, Inc. (the "Exchange"):

ProShares Ultra VIX Short-Term Futures ETF
ProShares Short VIX Short-Term Futures ETF

The Exchange requests acceleration of registration of the securities under the Securities Exchange Act of 1934. If there are any questions, please call me at (212) 656-4632. Your assistance is greatly appreciated.

Sincerely,