



NYSE Euronext

CERTNOS



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February 8, 2012

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
CIK: 0001174610
SEC File No.: 001-32916
Form Type: 8-A12B
Filing Date: 01/05/2012

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 UltraPro 10 Year TIPS/TSY Spread
ProShares UltraPro Short 10 Year TIPS/TSY Spread

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,