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**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:

**Dow Jones Credit Suisse 10-Year Inflation Breakeven Index**

5. If Underlying Instrument is an Index, State Whether it is Broad-Based or Narrow-Based:

**Narrow Based**

6. Ticker Symbol(s) of New Derivative Securities Product:

**SINF**

7. Market or Markets Upon Which Securities Comprising Underlying Instrument Trades:

**Over the Counter**

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 McGinness**

Title:

**Corporate Secretary**

Telephone Number:

**(212) 656-2039**

Manual Signature of Official Responsible for Form:

*Janet McGinness*

**February 10, 2012**

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Public Availability:	FEB 13 2012

Janet McGinness  
Corporate Secretary

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



tel: 212.656.2039  
fax: 212.656.8101  
jmcginness@nyx.com

**Via Overnight Mail**

February 10, 2012

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

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**Re: Forms 19b-4(e) – ProShares UltraPro 10 Year TIPS/TSY Spread ETF and ProShares UltraPro Short 10 Year TIPS/TSY Spread ETF**

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 UltraPro 10 Year TIPS/TSY Spread UINF
- ProShares UltraPro Short 10 Year TIPS/TSY Spread SINP

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

Sincerely,

A handwritten signature in cursive script that reads 'Janet McGinness'.

Enclosures

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Public Availability:	FEB 13 2012