

# NYSE Regulation

Certnys

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May 22, 2012

Received SEC

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Washington, DC 20549

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: 05/16/2012

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 USD Covered Bond**  
**Shares of beneficial interest, no par value**

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 (312) 442-7832. Your assistance is greatly appreciated.

Sincerely,

~~Craig A. Gray~~  
Manager, Listing Compliance