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**NASDAQ**  
THE NASDAQ OMX GROUP

William Slattery, CFA  
Vice President  
Listing Qualifications

**RECEIVED**

FEB 24 2014

The Division of  
Investment Management

By Electronic Mail

February 24, 2014

Mr. Jeffrey Thomas  
Chief, IT Services  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Dear Mr. Thomas:

This is to certify that on February 18, 2014 The Nasdaq Stock Market (the "Exchange") received from PowerShares Exchange-Traded Fund Trust II (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Shares of beneficial interest, par value \$0.01 per share

We further certify that the security described above has been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

*William Slattery*