

CERTAMX



AMERICAN STOCK EXCHANGE  
Equities Options ETFs



07044944

RECD S.E.C.  
FEB 22 2007  
1083

OK  
1174610

American Stock Exchange  
86 Trinity Place  
New York, NY 10006-1872

1-32916

February 22, 2007

Mr. Brian Johnson  
Branch Chief  
Filer Support 2  
Office of Filing Information  
Securities and Exchange Commission  
100 F Street, NE  
Washington, D.C. 20549

Dear Mr. Johnson:

This is to certify that on February 16, 2007, the American Stock Exchange (the "Exchange") received from the ProShares Trust (the "Registrant") a copy of the Registrant's application on Form 8-A for the registration of the following securities:

Shares of beneficial interest, no par value, of each of the following 12 portfolios:

- Ultra Russell1000 Value ProShares
- Ultra Russell1000 Growth ProShares
- Ultra Russell MidCap Value ProShares
- Ultra Russell MidCap Growth ProShares
- Ultra Russell2000 Value ProShares
- Ultra Russell2000 Growth ProShares
- UltraShort Russell1000 Value ProShares
- UltraShort Russell1000 Growth ProShares
- UltraShort Russell MidCap Value ProShares
- UltraShort Russell MidCap Growth ProShares
- UltraShort Russell2000 Value ProShares
- UltraShort Russell2000 Growth ProShares

PROCESSED

B

FEB 23 2007

THOMSON  
FINANCIAL

We further certify that the above described securities have 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,

Jamie Patturelli  
Associate Director  
Listing Qualifications Department

END