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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549  
**FORM 19b-4(e)**

MAR 31 2014  
Washington DC  
101

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.



14010282

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 Brookfield Infrastructure Composite 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:

TOLZ

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

NYSE, London, Euronext France, ASX National, SIBE, Italy Continuous, NZSE National Market, Hong Kong, NYSE MKT, NASDAQ Dubai, Euronext Belgium, Toronto, Xetra, Singapore, Tokyo, NASDAQ Stock Market, Swiss Six Exchange, and Euronext Netherlands

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:

Sudhir Bhattacharyya

Title:

Vice President

Telephone Number:

(212) 656-2920

Manual Signature of Official Responsible for Form:

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(a)
Public Availability	MAR 31 2014

March 28, 2014

Sudhir Bhattacharyya  
Vice President



NYSE  
ARCA

2014 MAR 31 PM 12:18

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NYSE Arca, Inc.  
20 Broad Street  
New York, NY 10005

tel: 212.656.2920  
sbhattacharyya@nyx.com

SEC  
Mail Processing  
Section  
MAR 31 2014  
Washington DC  
404

Via Overnight Mail

March 28, 2014

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

Re: **PROSHARES DJ BROOKFIELD GLOBAL INFRASTRUCTURE 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 securities listed below.

- ProShares DJ Brookfield Global Infrastructure ETF TOLZ

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

Sincerely,

Enclosures

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Public Availability:	MAR 31 2014