



REGULATORY INFORMATION BULLETIN

RB-10-23
February 11, 2010

TO: ETP Holders

SUBJECT: ProShares UltraPro Dow30 ETF
ProShares UltraPro Short Dow30 ETF
ProShares UltraProMidCap400 ETF
ProShares UltraPro Short MidCap400 ETF
ProShares UltraPro Russell2000 ETF
ProShares UltraPro Short Russell2000 ETF

Compliance and supervisory personnel should note that, among other things, this Information Bulletin discusses the need to deliver a prospectus to customers purchasing shares (“Shares”) of these exchange-traded fund (“Funds”) issued by the ProShares Trust (Trust). Please forward this Information Bulletin to other interested persons within your organization.

The following securities have been approved for listing on NYSE Arca and will commence trading on February 11, 2010:

<u>Exchange-Traded Fund</u>	<u>Symbol</u>
ProShares UltraPro Dow30 ETF	UDOW
ProShares UltraPro Short Dow30 ETF	SDOW
ProShares UltraProMidCap400 ETF	UMDD
ProShares UltraPro Short MidCap400 ETF	SMDD
ProShares UltraPro Russell2000 ETF	URTY
ProShares UltraPro Short Russell2000 ETF	SRTY

Background Information on the Fund

As more fully explained in the Registration Statement (No. 811-21114), the Trust is registered under the Investment Company Act of 1940 (the “1940 Act”) as an open-end management investment company that consists of separate exchange-traded funds. The Fund is a registered investment company and an exchange-traded “index fund” (“ETF”).

ProShares UltraPro Dow30 ETF

The ProShares UltraPro Dow30 seeks daily investment results, before fees and expenses, that correspond to three times (300%) the daily performance of the Dow Jones Industrial AverageSM.

(the “Dow”). The ProShares UltraPro Dow30 invests in equity securities and derivatives that ProShare Advisors believes, in combination, should have similar daily performance characteristics as three times (300%) the daily return of the Dow. As of November 30, 2009, the Dow included companies with capitalizations between \$12 billion and \$356 billion

ProShares UltraPro Short Dow30 ETF

The ProShares UltraPro Short Dow30 seeks daily investment results, before fees and expenses, that correspond to three times (300%) the inverse (opposite) of the daily performance of the Dow. The ProShares UltraPro Short Dow30 invests in derivatives that ProShare Advisors believes should have similar daily performance characteristics as three times (300%) the inverse of the daily performance of the Dow.

ProShares UltraPro MidCap400 ETF

The ProShares UltraPro MidCap400 seeks daily investment results, before fees and expenses, that correspond to three times (300%) the daily performance of the S&P MidCap400™ Index (the “S&P MidCap”). The ProShares UltraPro MidCap400 invests in equity securities and derivatives that ProShare Advisors believes, in combination, should have similar daily performance characteristics as three times (300%) the daily return of the Index. As of November 30, 2009, the S&P MidCap included companies with capitalizations between \$279 million and \$7 billion.

ProShares UltraPro Short MidCap400 ETF

The ProShares UltraPro Short MidCap400 seeks daily investment results, before fees and expenses, that correspond to three times (300%) the inverse (opposite) of the daily performance of the S&P MidCap. The ProShares UltraPro Short MidCap400 invests in derivatives that ProShare Advisors believes should have similar daily performance characteristics as three times (300%) the inverse of the daily performance of the Index.

ProShares UltraPro Russell2000 ETF

ProShares UltraPro Russell2000 seeks daily investment results, before fees and expenses, that correspond to three times (300%) the daily performance of the Russell 2000 Index (the “Russell 2000”). The ProShares UltraPro Russell2000 invests in equity securities and derivatives that ProShare Advisors believes, in combination, should have similar daily performance characteristics as three times (300%) the daily return of the Russell 2000. As of November 30, 2009, the Russell 2000 included companies with capitalizations between \$18 million and \$4.6 billion.

ProShares UltraPro Short Russell2000 ETF

The ProShares UltraPro Short Russell2000 seeks daily investment results, before fees and expenses, that correspond to three times (300%) the inverse (opposite) of the daily performance of the Russell 2000. The ProShares UltraPro Short Russell2000 invests in derivatives that ProShare Advisors

believes should have similar daily performance characteristics as three times (300%) the inverse of the daily performance of the Russell 2000.

ProShare Advisors LLC serves as the investment advisor for the Fund. SEI Investments Distribution Co. is the distributor for the Fund. JP Morgan Chase Bank, N.A. is the administrator, custodian and index receipt agent for the Fund.

As described more fully in the Funds' prospectus ("Prospectus") and Statement of Additional Information ("SAI"), the Fund issues and redeems ETF shares on a continuous basis at NAV in large specified numbers of shares called Creation Units ("Creation Units"). Creation Units are purchased and redeemed in cash. Except when aggregated in Creation Units, Shares are not redeemable securities of the Funds. Purchases and redemptions of Creation Units must be made by an Authorized Participant or through a firm that is either a member of the Continuous Net Settlement System of the National Securities Clearing Corporation ("NSCC") or a Depository Trust Company participant, and in each case, must have executed an agreement with the Distributor with respect to creations and redemptions of Creation Unit aggregations.

The Funds intend to declare and distribute to its shareholders at least annually virtually all of the net income (interest and dividends, less expenses), if any, as well as net capital gains, if any, realized from the sale of its holdings. Subject to board approval, some or all of any net capital gains distribution may be declared payable in either additional Shares of the respective Funds or in cash. If such a distribution is declared payable in that fashion, holders of Shares will receive additional Shares of the respective Funds unless they elect to receive cash. Dividends may be declared and paid more frequently.

The Depository Trust Company ("DTC") will serve as securities depository for the Shares, which may be held only in book-entry form; stock certificates will not be issued. DTC, or its nominee, is the record or registered owner of all outstanding Shares.

The NAV per Share of the Funds will be determined as of the close of trading (normally, 4:00 p.m. Eastern Time ("ET")) on each day that the New York Stock Exchange ("NYSE") and NYSE Arca are open for business (a "Business Day"). NAV will be available from the Distributor and is also available to National Securities Clearing Corporation ("NSCC") participants through data made available from NSCC.

The Trust's registration statement describes the various fees and expenses for the Funds' Shares. For a more complete description of the Fund and the underlying index, visit www.proshares.com.

Principal Risks

Interested persons are referred to the Prospectus for a description of risks associated with an investment in the Shares. These risks include leverage risk, correlation risk, compounding risk, and stock market x. In addition, as noted in the Prospectus, the Shares may trade at market prices that may differ from their NAV. The NAV of the Shares will fluctuate with changes in the market value

of the Fund's holdings. The market prices of the Shares will fluctuate in accordance with changes in NAV as well as the supply and demand for the Shares.

These Funds seek a 300% or -300% return, respectively, of an index **for a single day**. Due to the compounding of daily returns, returns over periods other than one day will likely differ in amount and possibly direction from the target return for the same period. Investors should monitor their holdings consistent with their strategies, as frequently as daily. The Funds' prospectus describing correlation, leverage and other risks is available at www.proshares.com.

Exchange Rules Applicable to Trading in the Shares

The Shares are considered equity securities, thus rendering trading in the Shares subject to the Exchange's existing rules governing the trading of equity securities.

Trading Hours

The value of the Index underlying the Shares will be disseminated to data vendors every 15 seconds during the Exchange's Core Trading Session or from 9:30 a.m. ET until 4:00 p.m. ET. The Shares will trade on NYSE Arca in the Opening, Core and Late Trading Sessions or from 4:00 a.m. ET until 8:00 p.m. ET in accordance with NYSE Arca Equities Rule 7.34(a). The trading increment for the Fund's Shares will be \$0.01.

Extended Hours Trading

ETP Holders are reminded of NYSE Arca Equities Rule 7.34(e) regarding Customer Disclosure and that trading in the Funds' Shares during the Exchange's Opening and Late Trading Sessions may result in additional trading risks which include: (1) that the current underlying indexes values may not be updated during the Opening and Late Sessions, (2) the intraday indicative value may not be updated during the Opening and Late Trading Sessions, (3) lower liquidity in the Opening or Late Trading Sessions may impact pricing, (5) higher volatility in the Opening or Late Trading Sessions may impact pricing, (6) wider spreads may occur in the Opening or Late Trading Sessions, and (7) since the intraday indicative value is not calculated or widely disseminated during the Opening and Late Trading Sessions, an investor who is unable to calculate an implied value for an ETF in those sessions may be at a disadvantage to market professionals.

Suitability

ETP Holders are reminded of their obligations under NYSE Arca Equities Rule 9.2(a)-(b) whereby the ETP holder shall use due diligence to learn the essential facts relative to every customer prior to trading the Shares or recommending a transaction in the Shares that an investment in the Shares is suitable for the customer. ETP Holders should adopt appropriate procedures for the opening and maintaining of accounts, including the maintaining of records prescribed by any applicable regulatory organization and by the rules and regulations of the Commission.

Trading Halts

The Exchange will halt trading in the Shares for a regulatory halt similar to a halt based on NYSE Arca Equities Rule 7.12 and/or a halt because dissemination of the intraday indicative value of the Shares and/or the underlying value of the index has ceased. Further, the Exchange will halt trading in the Shares in accordance with NYSE Arca Equities Rule 7.12 ("Trading Halts Due to Extraordinary Market Volatility"). The Shares will be traded following a trading halt in accordance with NYSE Arca Equities Rule 7.35(f) ("Re-Opening After Trading Halts").

Delivery of a Prospectus

Consistent with the requirements of the Securities Act and the rules thereunder, investors purchasing Shares in the initial public offering and anyone purchasing Shares directly from the Funds (by delivery of the designated securities) must receive a Prospectus. In addition, ETP Holders are required to deliver a Prospectus to all purchasers of newly-issued Shares (i.e., during the initial public offering). ETP Holders purchasing shares from the Funds for resale to investors will deliver a Prospectus to such investors.

Prospectuses may be obtained through the Funds' website. The Prospectus does not contain all of the information set forth in the Registration Statement (including the exhibits to the Registration Statement), parts of which have been omitted in accordance with the rules and regulations of the Commission.

In the event that the Funds rely upon an order by the Commission exempting the Shares from certain Prospectus delivery requirements under Section 24(d) of the 1940 Act and makes available a written product description, NYSE Arca Equities Rule 5.2(j)(3) Commentary .01(h) requires that ETP Holders provide to all purchasers of Shares a written description of the terms and characteristics of such securities, in a form prepared by the Trust, no later than the time a confirmation of the first transaction in the Shares, is delivered to such purchaser. In addition, ETP Holders shall include such a written description with any sales material relating to the Shares that is provided to customers or the public. Any other written materials provided by a ETP Holder to customers or the public making specific reference to the Shares as an investment vehicle must include a statement in substantially the following form: "A circular describing the terms and characteristics of Shares of the Funds has been prepared by the Trust and is available from your broker. It is recommended that you obtain and review such circular before purchasing Shares of the Funds. In addition, upon request you may obtain from your broker a prospectus for Shares of the Funds."

An ETP Holder carrying an omnibus account for a non-ETP Holder is required to inform such non-ETP Holder that execution of an order to purchase Shares for such omnibus account will be deemed to constitute agreement by the non-ETP Holder to make such written description available to its customers on the same terms as are directly applicable to ETP Holders under this rule.

Upon request of a customer, ETP Holders shall also provide a copy of the Prospectus.

Exemptive, Interpretive and No-Action Relief Under Federal Securities Regulations

The Commission has issued a letter dated January 24, 2007 (the “No- Action Letter”) granting exemptive, interpretive and no-action relief from certain provisions of and rules under the Securities Exchange Act of 1934 for the ProShares Trust.

Regulation M Exemptions

Generally, Rules 101 and 102 of Regulation M prohibit any "distribution participant" and its "affiliated purchasers" from bidding for, purchasing, or attempting to induce any person to bid for or purchase any security which is the subject of a distribution until after the applicable restricted period, except as specifically permitted in Regulation M. The provisions of the Rules apply to underwriters, prospective underwriters, brokers, dealers, and other persons who have agreed to participate or are participating in a distribution of securities.

The Commission issued a No-Action Letter by which persons participating in a distribution of shares of the fund may engage in secondary market transactions in such shares during their participation in such a distribution, despite the requirements of from Rule 101 under Regulation M. In addition, the SEC has permitted persons who may be deemed to be participating in the distribution of shares of a fund (i) to purchase securities for the purpose of purchasing creation unit aggregations of fund shares and (ii) to tender securities for redemption in Creation Unit Aggregations. Further, the Commission has clarified that the tender of fund shares to the Funds for redemption does not constitute a bid for or purchase of any of the Funds’ securities during the restricted period of Rule 101. The Commission has issued a No-Action Letter to paragraph (e) of Rule 102 under Regulation M which allow the redemption of Funds shares in creation unit aggregations during the continuous offering of shares.

Customer Confirmations for Creation or Redemption of Fund Shares (SEC Rule 10b-10)

Broker-dealers who handle purchases or redemptions the Funds shares in Creation Units for customers will be permitted to provide such customers with a statement of the number of Creation Unit Aggregations created or redeemed without providing a statement of the identity, number and price of shares of the individual securities tendered to the Funds for purposes of purchasing creation unit aggregations (“Deposit Securities”) or the identity, number and price of shares to be delivered by the Trust to the redeeming holder (“Redemption Securities”). The composition of the securities required to be tendered to the Funds for creation purposes and of the securities to be delivered on redemption will be disseminated each business day and will be applicable to requests for creations or redemption, as the case may be, on that day. This exemptive relief under Rule 10b-10 with respect to creations and redemptions is subject to the following conditions:

- (1) Confirmations to customers engaging in creations or redemptions must state that all information required by Rule 10b-10 will be provided upon request;
- (2) Any such request by a customer for information required by Rule 10b-10 will be filed in a timely manner, in accordance with Rule 10b-10(c);

- (3) Except for the identity, number and price of shares of the component securities of the Deposit Securities and Redemption Securities, as described above, confirmations to customers must disclose all other information required by Rule 10b-10(a).

SEC Rule 14e-5

The Commission has permitted any person acting as a dealer-manager of a tender offer for a component security of Funds (1) to redeem fund shares in creation unit aggregations from the issuer that may include a security subject to such tender offer and (2) to purchase fund shares during such tender offer. In addition, a No-Action has been issued under Rule 14e-5 states that if a broker-dealer acting as a dealer-manager of a tender offer for a security of the Funds purchases or arranges to purchase such securities in the secondary market for the purpose of tendering such securities to purchase one or more creation unit aggregations of shares, it must be made in conformance with the following:

- (i) such bids or purchases are effected in the ordinary course of business, in connection with a basket of 20 or more securities in which any security that is the subject of a distribution, or any reference security, does not comprise more than 5% of the value of the basket purchased; or
- (ii) purchases are effected as adjustments to such basket in the ordinary course of business as a result of a change in the composition of the underlying index; and
- (iii) such bids or purchases are not affected for the purpose of facilitating such tender offer.

Section 11(d)(1); SEC Rules 11d1-1 and 11d1-2

Section 11(d)(1) of the Act generally prohibits a person who is both a broker and a dealer from effecting any transaction in which the broker-dealer extends credit to a customer on any security which was part of a new issue in the distribution of which he participated as a member of a selling syndicate or group within thirty days prior to such transaction. The Commission has clarified that Section 11(d)(1) does not apply to broker-dealers that are not authorized participants (and, therefore, do not create creation unit aggregations) that engage in both proprietary and customer transactions in shares of the Funds in the secondary market, and for broker-dealer authorized participants that engage in creations of creation unit aggregations. This relief is subject to specific conditions, including the condition that such broker-dealer (whether or not an authorized participant) does not, directly or indirectly, receive from the Funds complex any payment, compensation or other economic incentive to promote or sell the shares of the Funds to persons outside the Funds complex, other than non-cash compensation permitted under NASD Rule 2830 (I)(5)(A), (B) or (C). See letter dated November 22, 2005 from Brian A Bussey, Assistant Chief Counsel, SEC Division of Market Regulation, to Barclays Global Investors, N.A., dated November 22, 2005. The Commission has issued a No-Action Letter under Section 11(d)(1) of the Act states that broker-dealers may treat shares of the Funds, for purposes of Rule 11d1-2, as "securities issued

by a registered open-end investment company as defined in the Investment Company Act" and thereby extend credit or maintain or arrange for the extension or maintenance of credit on shares that have been owned by the persons to whom credit is provided for more than 30 days, in reliance on the exemption contained in the rule.

SEC Rule 15c1-5 and 15c1-6

The Commission has issued a No-Action letter with respect to Rule 15c1-5 and Rule 15c1-6 as to the required disclosure of control by a broker or dealer with respect to creations and redemptions of fund shares and secondary market transactions therein.

This Information Bulletin is not a statutory Prospectus. ETP Holders should consult the Trust's Registration Statement, SAI, Prospectus and the Fund's website for relevant information.