

**Report of Organizational Actions
 Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name ProShares UltraPro QQQ		2 Issuer's employer identification number (EIN) 27-1549798	
3 Name of contact for additional information Ed Karpowicz	4 Telephone No. of contact 240-497-6487	5 Email address of contact ekarpowicz@proshares.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 7501 Wisconsin Avenue, Suite 1000E		7 City, town, or post office, state, and Zip code of contact Bethesda, MD 20814	
8 Date of action 1/24/2014	9 Classification and description Stock Split		
10 CUSIP number 74347X831	11 Serial number(s) N/A	12 Ticker symbol TQQQ	13 Account number(s) N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **Effective as of the close of business on January 23, 2014, shares of ProShares UltraPro QQQ underwent a 2:1 share split. The split decreased the fund's price per share by a factor of 2 with a proportionate increase in the number of shares outstanding. As a result, shareholders received 2 post-split shares for every 1 pre-split share held. Post-split shares were priced 0.5 times lower than the net asset value ("NAV") of a pre-split share. Shares began trading at post-split prices on January 24, 2014.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **Each post-split share has a tax basis equal to 0.5 times the tax basis of a pre-split share (50% of old basis).**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **Post-split (new) basis per share = pre-split (old) basis per share times 0.5.**
For example, a shareholder with 100 pre-split shares with a basis of \$10.00 per share at close of business on January 23, 2014, would receive 200 post-split shares with a basis of \$5.00 per share. While the basis per share is impacted, the basis of the shareholder's total investment remains unchanged. Further, because the NAV per share decreases by a factor of 0.5, the value of a shareholder's investment is not impacted by the share split.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ **In general, a shareholder's aggregate tax basis in his or her shares immediately prior to the share split should be allocated in proportion to the increased number of shares under IRC sections 358, 368 and 354.**

18 Can any resulting loss be recognized? ▶ **None.**

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ **The reportable tax year is 2014.**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶ *Charles S. Todd* Date ▶ 2-19-14

Print your name ▶ **Charles S. Todd** Title ▶ **Treasurer**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no. ▶