## Form **8937**

(December 2011) -Department of the Treesury Internal Revenue Service

## Report of Organizational Actions Affecting Basis of Securities

➤ See separate instructions.

OMB No. 1545-2224

Part   Reporting	ssuer							
1 issuer's name		2 Issuer's employer identification number (EIN)						
ProShares Ultra Nasdaq Bi		26-3639539						
3 Name of contact for add	itional information	5 Email address of contact						
			240-497-6487					
6 Number and street (or P	() have if mail in early	ekarpowicz@proshares.com						
o Harrison and Suger for t	.O. LOWIN HIGH IS THO	7 City, town, or post office, state, and Zip code of contact						
7501 Wisconsin Avenue, S	uite 1000E	Dathing to keep garage						
8 Date of action		Bethesda, MD 20814						
			ification and description					
10/5/2012		Stock Sp	lit					
10 CUSIP number	11 Serial number	s}	12 Ticker symbol	13 Account number(s)				
			Commence of the Commence of th					
74347R214			BIB	N/A				
Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.								
14 Describe the organizal	lional action and, it i	ipplicable, the	date of the action or the da	te against which shareholders' ownership is measured for				
the action ► Effectiv	e as of the close of	business on	October 2, 2012, shares o	f ProShares Ultra Nasdaq Biotechnology				
				r of 2 with a proportionate increase in				
the number of shares outs	standing. As a resu	lt, shareholde	ers received 2 post-split st	nares for every 1 pre-split share held. Post-split shares				
were priced 0.5 times lowe	r than the net asse	t value ("NAV	") of a pre-split share. Sha	res began trading at post-split prices on				
October 5 , 2012.								
		**************************************						
1		TO THE RESERVE THE PARTY OF THE						
New Section Control of the Control o								
15 Describe the quantitat	ive effect of the orgi	inizational act	ion on the basis of the secu	rity in the hands of a U.S. taxpayer as an adjustment per				
share or as a percenta	ge of old basis 🕨 <u>E</u>	ach post-spli	t share has a tax basis equ	ial to 0.5 times the tax basis of a pre-split share				
(50% of old basis).								
		As here as						
			Carlotti K.A. Tillianda andre (A. Brita) y ilianna anno anno anno anno anno anno anno					
	and the second s		An analysis represented the second of the se					
16 Describe the calculation	yn of the obsense in l	speir and the	detection and a companies that a series	Continue of the second of the				
to pessinge the calculant	aronne cienye ari	ASSIS AND DIE L	zata triat supports the calcu	lation, such as the market values of securities and the				
randity) datas r Pos	t-Spiit (new) Dasis	per snare = p	re-split (old) basis per sha	re 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 October 2, 2012, 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.								
		······································						

1	Ш	Organizational Action (con	tinued)		
					·
17	ist the	applicable Internal Hevenue Code	section(s) and subsection(s) upon wh	ich the tax treatment is based	<ul> <li>In general, a shareholder's</li> </ul>
aggreg	ate ta	ix basis in his or her shares imme	ediately prior to the share split shou	ald be allocated in proportion	to the increased
mumbe	rors	hares under IRC sections 358, 36	8 and 354.		
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18 0	an an	y resulting loss be recognized?	None		
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46 N	o de Perdirio	un destado entra come a francia do ser un april 1960 de encomo como como como como como como como	or and the control of		
19 P	rovide	any other information necessary to	o implement the adjustment, such as	the reportable tax year <b>⊁ <u>The r</u></b>	eportable tax year is 2012.
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-		or penalties of perjury, Lecchre that I ha	we examined this return, including accomi	Danylijo schedujes and statements	and to the hest of my knowledge and
	belle	f, it is true, correct, and complete. Decig	ation of preparer (other the officer) is bas	ed on all information of which prepa	arer has any knowledge.
Sign					
Here	Signa	ature > _ US 1		Date* //-	-14-12
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was age and a second sold	Print	your name . Charles S. Todd		Title <b>⊁ Treasure</b> i	
Paid		Print/Type preparer's name	Preparer's signature	Date	Gheck CTL yr PTIN
Prepa	irer				Self-employed
Use (	)niv	Froi's name 🕨			Firm's ERV 💌
*************************	Charles State Concession	Firm's accress >			Phone no
Send Fo	rm 89	337 (including accompanying state)	nents) to: Department of the Treasury	, Internal Revenue Service, Oct	ien, UT 84201-0054